

# ANNUAL REPORT 2014

รายงานประจำปี 2557



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# 1. Summary of Financial Information

(Unit : Million Baht)

Statement of Financial Position (as of 31 December)		2014		2013		2012	
		Amount	%	Amount	%	Amount	%
TOTAL ASSETS		6,709.25	100%	5,640.89	100.0%	4,298.30	100.0%
TOTAL LIABILITIES		3,933.23	58.6%	3,226.11	57.2%	2,061.92	48.0%
AUTHORIZED SHARE CAPITAL		770.57	11.5%	857.71	15.2%	857.71	20.0%
ISSUED AND FULLY PAID-UP SHARE CAPITAL		765.87	11.4%	714.70	12.7%	714.70	16.6%
TOTAL EQUITY		2,763.38	41.2%	2,403.56	42.6%	2,227.44	51.8%
BOOK VALUE PER SHARE (BAHT/SHARE)		3.61		3.36		3.12	

Statement of Comprehensive Income (as of 31 December)							
REVENUES FROM SALE OF GOODS AND RENDERING OF SERVICES		2,739.27	100%	2,038.47	100.0%	1,684.88	100.0%
COST OF SALE OF GOODS AND RENDERING OF SERVICES		1,620.15	59.1%	1,246.49	61.1%	930.29	55.2%
GROSS PROFIT		1,119.12	40.9%	791.98	38.9%	754.59	44.8%
OTHER INCOME		35.25	1.3%	36.49	1.8%	53.89	3.2%
SELLING AND ADMINISTRATIVE EXPENSES		563.24	20.3%	433.55	20.9%	398.88	22.9%
PROFIT (LOSS) BEFORE FINANCE COSTS AND INCOME TAX EXPENSES		591.13	21.3%	394.92	19.0%	409.60	23.6%
NET PROFIT (LOSS)		434.58	15.7%	269.74	13.0%	296.30	17.0%
BASIC EARNINGS PER SHARE (UNIT : BAHT)		0.60*		0.38		0.41	

Note: \* Profit (loss) per share for the year 2014 based on the weighted average number of ordinary shares 725.92 million shares.

Significant financial ratios			
Gross Profit Margin (%)	40.85	38.85	44.79
Net Profit Margin (%)	15.66	13.00	17.04
ROE (%)	15.73	11.22	13.30
ROA (%)	6.48	4.78	6.89
Current Ratio (X)	0.91	1.00	1.64
D/E (X)	1.42	1.34	0.93
Dividend payout ratio (%)	40.00	40.00	40.00

Note: The payment of dividends in 2014 from net profit of the consolidated financial statements.

## 2. Message from the Chairman



**Mr. Vichien Ratanabirabongse**  
*Chairman of the Board of Directors  
 Chairman of the Audit Committee and  
 Independent Director*

The overview of the real estate market in 2014 was still slowdown continually in the year of 2013, especially in the beginning of 2014, the political environment had intensified. As a result, the real estate investments and property purchases remained sluggish. In particular, the real estate market in Bangkok was directly affected, including the operation costs which were increasingly, the shortage of labor, extremely business competition, as well as the financial institutions that were undergoing a carefully accommodative on loan credit.

Furthermore market, the real estate business on some areas are facing on the oversupply. In 2014, the rest of the overall property business was increasingly at 16%, higher than the year 2013. The Condominium market supply was the most outstanding (at 24% higher than the year 2013).

However, throughout the several risk factors, some supporting factors driving the property market in 2014 were the unravel political circumstance on the half year, persistently interest rates, as well as the progress on electric train development and so on.

With over 30 years experienced on real estate business and composed with the efficiency management of the Board of Directors and the Executives, as well as the intention and cooperation of the employees, even though Sena Development Public Company Limited and its subsidiaries have encountered on problems mentioned above, the Company can overcome and manage its business. As a result, the Company still gain its gross margin at 40.85%. The sales were exceeding of Baht 2,500 and the transfer was over Baht 2,700 million. The total revenue was amount of Baht 2,773.67 million. Besides, the Company has the dividend payment policy distributed to the shareholders at the ratio of 40% of the net profit.

In 2014, the Company consistently recognizes on the importance of the customers' desire. Therefore, to achieve the needs of customers, the Company emphasizes on the growth of business operation with the principle of 360 services. Furthermore, with product development to meet the consumers' satisfaction, the Company also focuses on the after sale services excellently. The customer care plans are executed in-depth and all 360 dimensions in order to maximum the most value to the customers in accordance with the 4 Cores Value, which is agreeable to the Company's slogan **"SENA is the pride"** and comprised of:



1. Trust
2. Knowledge Sharing
3. Customer Centric
4. Corporate Social Responsibility or CSR

The Company, for the business strategies in 2014, has focused on the risk diversification to the new business models by applying the Pre-Cast construction system to the condominium development projects in order to shorten the construction period. Moreover, the Company has initiated the solar energy business, and solar power on the roof or solar rooftop project to enhance the variety of the products and appropriate to the market conditions, as well as creating the income stability. While the Company focuses on the flexibility strategy to properly handle any changeable circumstances, both in economic and political issues, with the special promotions to meet the customers' need under the concept of Customer Centric which is the one of the 4 Cores Value of the Company.

Besides, the Company intentionally builds a house that can lessen the energy consumption within the house for cost saving and reducing global warming. With the cooperation with the Center of Building Innovation and Technology, Faculty of Architecture, Kasetsart University, the Company has developed and got the latest innovation to make home naturally cool under the concept of "Green Smart Design", which is under the thoughtfulness of the Corporate Social Responsibility or CSR, the one of the 4 Cores Value of the Company as well.

Another pride is that the Company pays more attention on creating the livable society and people in society have to be happy. Mr. Theerawat Thanyalakpark, Chief Executive Officer, and Asst. Prof. Dr. Kesara Thanyalakpark, Director, including the management of Sena Development, has devoted their time beyond the normal working hours to manage **"Bann Ruam Tang Fan"** project to continually support the social under the concept of "Live to Give", which has been already carried out to 3 projects with the donation to the public hospitals at the amount of Baht 120 million.

Finally, in addition to the business operation for good performance, maintaining the corporate standard, and continually development, the Company has also committed and focused on business enhancement sustainably, and encountered with the changeable economic and social conditions. Along with the transparency improvement, the Company has determined the Anti-corruption Policy to the directors, the management and employees to conduct themselves and behave as good citizens of the social and the nation as well.

Sena Development Public Company Limited would like to thank all trade partners, business alliances, financial institutions, shareholders and stakeholders, including employees and the management of the Company who are involved in driving the Company to its achievement. We ensure that the Company shall conduct its business in compliance with the corporate governance stability and consistently growth for its long-term sustainability.



**Mr. Vichien Ratanabirabongse**

Chairman of the Board

### 3. Message from the Chief Executive Officer



**Mr. Theerawat Thanyalakpark**  
*Chief Executive Officer*

From the beginning of the company establishment in 1993 until now, Sena Development Public Company Limited has carried out its business for over 30 years under its vision that the Company commits to be a real estate company that can respond the customer's needs at a middle-low level by focusing on developing assets to have the most value and integrated services to make it easier to own and comfortable to live.

In 2014, although Thailand economy encountered some impacts such as fluctuating in economic conditions, the shortage of labor, the price increasing on construction materials and land, the regulations concerning to the environment, as well as the political issues. The Company had well planned as mobility and flexibility to undergo those uncertainty factors. Thus, the Company has continually grown and achieved the good operating results in 2014. The four projects were completely launched in the value of Baht 4,220 million. Therefore, the Company recognized its revenues for Baht 2,774.52 million; the revenues from its main business were Baht 2,739.27 Baht which were consisted of the revenues from sales at Baht 2,530.66 million, revenues from apartment rental and services at Baht 33.97 million, revenues from space rental and services at Baht 117.12 million, and revenues from golf course at Baht 57.52 million. Besides, the Company gained other income at Baht 35.25 million. The total revenues from the main business increased Baht 700.80 million, or equivalent to 34.38%, comparing with the previous year which the total income were Baht 2,074.95 million. The portion of revenues were from the horizontal projects at 14%, condominium project at 78%, and rental businesses at 8%. Moreover, the Company consistently maintained its profit margin at 40.85% and the net profit of Baht 435.99 million.

In 2014, the year of organizing for the quality, the Company operated its business by focusing on the significant of risk diversification to the new business models and flexibility as following:

**“Organization”** to create a system for organizing properly in order to accomplish its expansion and growth stability.

**“Appropriate Process”** to define the working systems and information distribution as precisely and clearly for making decision accurately to drive the Company to the right direction.

**“Quality Control”** to verify the products and services carefully in order to meet the standard and maximize the highest satisfaction to the customers.

Along with the commitment to enhance its business to sustainable growth and encounter with any changes in both economic and social conditions, including the transparency improvement, the Company was then certified and scored 100 points on the quality assessment of the Annual General Shareholders Meeting in 2014 from Thai Investors Association. It is assured that the Company has conducted its business in compliance with the good governance.

On behalf of the Executive Committee and staff of Sena Development Public Company Limited, I would like to ensure that we will manage the Company in compliance with the good corporate governance and ethics of property developer with the utmost capability.



**Mr. Theerawat Thanyalakpark**  
Chief Executive Officer and Managing Director

## 4. Report of the Audit Committee



### To Shareholders of SENA Development Public Company Limited

The Audit Committee of SENA Development Public Company Limited consists of 4 directors who are independent from the management of the Company. Two of them in the Committee is knowledgeable and experienced in accountancy, namely:

1. Mr. Vichien	Ratanabirabongse	Chairman of the Audit Committee
2. Mr. Kamol	Thammanichanond	Member of the Audit Committee
3. Mr. Pramote	Chotimongkol	Member of the Audit Committee
4. Mrs. Duangphorn	Sucharittanuwat	Member of the Audit Committee

The Audit Committee was assigned by the Board of Directors to supervise the Company's separate financial statement and consolidated financial statement to ensure compliance with accounting standard appropriate to the business operation, and review to ensure that the Company's financial report was accurate and adequate, appropriate and efficient internal control and audit systems were established, law governing securities and security exchange was complied with and adequate information was disclosed. The Audit Committee made recommendations in selecting and nominating auditor of the Company and performed other duties assigned by the Board of Directors, emphasizing on observing ethical practices, transparency and verifiability. All members of the Audit Committee are qualified according to the

requirements of the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission, and Miss Usanee Chaisongto acts as Secretary of the Audit Committee.

During 2014, the Audit Committee held 6 meetings with internal auditor, auditor, and invited executive directors to participate at appropriate times to review the financial report, exchange comments and make recommendations beneficial to analysis on sources of information in the 2014 quarterly financial statement and annual financial statement independently, and reported on the results of all meetings of the Audit Committee to the Board of Directors. Significant issues could be summarized as follows.



1. Reviewed the Company's quarterly and the yearly financial statements as well as the consolidated financial statements of the Company and its subsidiaries. By considering from important aspect and give advices and useful suggestions to ensure that the internal control process of the Company financial budget is accurate and reliable, as well as to ensure that the disclosure of important information is sufficient and timeliness for the financial statement users. Which is also in accordance with the laws and related notices as well as in accordance with the regulations of Stock Exchange of Thailand and Securities and Exchange Commission and in comply with Thai Financial Reporting Standards(TFRS) and Thai Accounting Standards (TAS).
2. Review the report of the internal auditor and assess the adequacy of the internal control system;
3. Follow up on the operation result and provide advice to improve the work of the internal auditor;
4. Consider the 2013 audit plan of the internal auditor on quarterly basis and provide guidance and observations; and
5. Consider connected transactions or transactions with possible conflicts of interest to ensure that such transactions are reasonable with optimal benefits to the Company.

The Audit Committee found that the separate financial statement of the Company and the consolidated financial statement of the Company and its subsidiaries were in compliance with generally accepted accounting principles, information disclosure was adequate and appropriate to the business nature, and found no material errors in connection with the internal control system, and the official requirements were complied with on good governance basis.

The Audit Committee recommended in 2014 accounting year to the Board of Directors to propose to the shareholder meeting to appoint Miss Vimonsri Jongudomsombat, Certified Auditor No. 3899 Miss Kannikorn Vipanurat, Certified Auditor No. 7305 and/or Mr. Jirote Sirirorote, Certified Auditor No. 5113 and/or Ms. Nonglak Pattanabandith , Certified Auditor No. 4713, of the Karin Audit Co., Ltd., as auditor of the Company because the Audit Committee considered that the four auditors were independent with no relationship whatsoever with the Company, and were approved by the Office of the Securities and Exchange Commission to audit listed companies.



Vichien Ratanabirabongse  
Chairman of the Board



Kamol Thammanichanond  
Member



Mrs. Duangphorn Sucharittanuwat  
Member



Pramote Chotimongkol  
Member

## 5. Report on the Board of Directors' Responsibilities for Financial Statements

The Board of Directors was responsible for the separate financial statement of the Company and the consolidated financial statement of the Company and its subsidiaries and the financial information contained in the 2014 annual report. Such financial statements were prepared in accordance with generally accepted accounting standard by adopting appropriate accounting policy with regular practice and careful discretion and the best estimates in preparation thereof, with sufficient disclosure of significant information in the notes to the financial statements.

In that connection, the Board of Directors appointed an Audit Committee consisting of non-executive directors to oversee the quality of the financial report and the internal control system, and comments of the Audit Committee in that respect were contained in the report of the Audit Committee as shown in the annual report.

The Board found that the overall internal control system of the Company was at a satisfactory level and presented reasonable confidence to the reliability of the separate financial statement of the Company and the consolidated financial statement of the Company and its subsidiaries as at 31 December 2014.



**Vichien Ratanabirabongse**  
Chairman of the Board



**Theerawat Thanyalakpark**  
Chief Executive Officer

## 6. Vision Mission and Values

### Vision :

“The Company commits to be a real estate company that can respond to customer’s needs at a middle-low level focusing on developing assets to have the most value and integrated services to make it easier to own and comfortable to live”

### Mission :

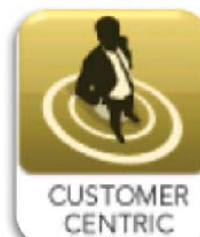
- Conservative and prudent for stability (Trust & Strong Financial)
- Customer Centered Approaches
- Knowledge - Driven & Sharing to both industry & customer
- Corporate Social Responsibility (CSR) and transparent operation

### Values :

4 Core Values as follows:

- **Trust** To build trust and investment that makes the company have stable operations by investing in related businesses
- **Knowledge** To Sharing be the organization of knowledge and apply the knowledge in developing themselves and the industry
- **Customer Centric** To make more customer satisfaction
- **CSR** To return to society continuously and be managed transparently according to good corporate governance

## SENA : 4 Core Values



## 7. Board of Directors

As of December 31, 2014

The Board of Directors are consisted of 11 directors.



**Mr. Vichien Ratanabirabongsa**

Chairman of the Board of Directors

Chairman of Audit Committee and Independent Director



**Mr. Kamol Thamanichanond**

Independent Director and  
Audit Committee



**Mr. Pramote Chotimongkol**

Independent Director and  
Audit Committee



**Mrs. Duangphorn Sucharittanuwat**

Independent Director and  
Audit Committee



**Prof. Chaiyos Hemarajata**

Director and Independent Director



**Police General Achirawit  
Supanpesach**

Director and Independent Director



**Mr. Theerawat Thanyalakpark**

Director, Chief Executive Officer



**Miss Benyalak Thanyalakpark**

Director



**Miss Kessara Thanyalakpark**

Director



**Miss Umaporn Thanyalakpark**

Director



**Mrs. Veraporn Chaisiriyasawat**

Director and The Company Secretary

## 8. The Executive Directors

As of December 31, 2014

The Executive Committee are consisted of 5 members

**Mr. Theerawat Thanyalakpark**

Chief Executive Officer



**Miss Benyalak Thanyalakpark**

Deputy Chief Executive Office



**Mrs. Veraporn Chaisiriyasawat**

Deputy Chief Executive Office



**Miss Kessara Thanyalakpark**

Deputy Chief Executive Office



**Mr. Pathomporn Tiranasawad**

Assistant Chief Executive Office





## Profile of Board of Directors and Executive Committee

### Mr. Vichien Ratanabirabongse

Age (Years) 73

#### Position

- ❖ Chairman of the Board of Directors
- ❖ Chairman of the Audit Committee
- ❖ Independent Director

Starting Date of the Position : 23 December, 2005

% of shareholding : 0.13

Relation among family within the Company : None

#### Education

- ❖ Honorary Doctorate of Education, Ramkhamhaeng University
- ❖ Master of Political Science, Ramkhamhaeng University
- ❖ Bachelor of Political Science, Ramkhamhaeng University
- ❖ Bachelor of Laws, Ramkhamhaeng University
- ❖ Bachelor of Laws, Bachelor of Education, Bangsaen College

#### Training Course for Directors

- ❖ Director Accreditation Program (DAP)  
Year attended for the training : 2004,  
Thai Institute of Directors (IOD)

#### Work Experience

- ❖ 2005-Present Chairman of the Board of Directors / Chairman of the Audit Committee / Independent Director  
Sena Development Plc.

#### Other listed companies :

- ❖ Present Chairman of the Board of Directors  
K-Tech Construction Plc.  
Vice Chairman of the Board of Directors  
Apple Wealth Securities Plc.

### Mr. Kamol Thammanichanond

Age (Years) 75

#### Position

- ❖ Director
- ❖ Audit Committee
- ❖ Independent Director

Starting Date of the Position : 23 December, 2005

% of shareholding : 0.05

Relation among family within the Company : None

#### Education

- ❖ Bachelor of Accounting, Thammasat University

#### Training Course for Directors

- ❖ Director Accreditation Program (DAP)  
Year attended for the training : 2006,  
Thai Institute of Directors (IOD)
- ❖ Audit Committee Program (ACP)  
Year attended for the training : 2004,  
Thai Institute of Directors (IOD)

#### Work Experience

- ❖ 2005-Present Audit Committee / Independent Director  
Sena Development Plc.

#### Other listed companies :

- ❖ 2004-Present Audit Committee  
Single Point Parts (Thailand) Plc.
- ❖ 2000-2004 Finance and Accounting Advisor  
Hospital Network Co., Ltd.

## Profile of Board of Directors and Executive Committee

### Mrs. Duangphorn Sucharittanuwat

Age (Years) 63

#### Position

- ❖ Director
- ❖ Independent Director
- ❖ Audit Committee

Starting Date of the Position : 25 September, 2014

% of shareholding : None

Relation among family within the Company : None

#### Education

- ❖ Master of Business Administration Program (MBA), Thammasat University
- ❖ Bachelor of Accountancy (Accounting), Chulalongkorn University, Second Class Honours
- ❖ Training Course for Directors

#### Training Course for Directors

- ❖ Directors Certification Program (DCP8) arrange By IOD
- ❖ The Financial and Macro Economic Effects of the new Basel Accord
- ❖ Customer Centricity and Enterprise Agility in Financial Service - Today's Global Industry Trends,
- ❖ Managing The Recovery : Challenges Ahead,
- ❖ DCP. Refresher Course (3/2006)
- ❖ Role of The Chairman Program (RCP)
- ❖ Capital Market Academy (CMA8) arrange By SET
- ❖ Leadership for Change
- ❖ Top Executive Program in Commerce and Trade (TEPCoT3) By Commerce Academy.
- ❖ Advanced Security Management Program : ASMP2 By The National Defence College Association of Thailand (NDCAT)

#### Work Experience

- ❖ Present Audit Committee / Independent Director, Sena Development Plc.
- ❖ 2013-Present Director Foundation of the 50th Anniversary Mahavajiralongkorn Hospital
- ❖ 2006-Present Adviser, Yuthasar Na Nagara Foundation

#### Other listed companies :

- ❖ 2012-Present Chairman of the Board and Chairman of Audit Committee, Lease It Plc.
- ❖ 2012-Present Audit Committee Member and Independent Director, I.C.C. International Plc.
- ❖ 2002-2012 Senior Executive Vice President, CIMB Thai Bank Public Company Limited
- ❖ 2004-2011 Chairman, BT Securities Company Limited
- ❖ 1996-2000 Chairman, ktb leasing Company Limited
- ❖ 1996-1999 Executive Vice President, Krungthai Thanakit Finance Plc.
- ❖ 1992-1993 Senior Director, Finance and Marketing departments, Finance One Plc.
- ❖ 1989-1992 President, ACL leasing Company Limited
- ❖ 1989-1992 Director of Accounting Department, ACL Securities Company Limited
- ❖ 1973-1978 Senior Auditor, Price Waterhouse & Co., Ltd.

# Profile of Board of Directors and Executive Committee

## Mr. Pramote Chotmongkol

Age (Years) 71

### Position

- ❖ Director
- ❖ Chairman of the Nomination and Remuneration Committee
- ❖ Audit Committee
- ❖ Independent Director

Starting Date of the Position : 24 April, 2011

% of shareholding : None

Relation among family within the Company : None

### Education

- ❖ Barrister-at-Law Institute of Legal Education of the Thai Bar
- ❖ Bachelor of Laws, Thammasat University

### Training Course for Directors

- ❖ Director Accreditation Program (DAP)  
Year attended for the training : 2014,  
Thai Institute of Directors (IOD)

### Work Experience

- ❖ 2011-Present Audit Committee / Independent Director  
Sena Development Plc.
- ❖ Present Chairman of the Nomination and Remuneration Committee  
Sena Development Plc.
- ❖ 2010-2011 Chief Ombudsman Office of the Ombudsman Thailand
- ❖ 2005-2009 Ombudsman Office of the Ombudsman Thailand
- ❖ 2000-2005 Secretary General Office of the Ombudsman Thailand
- ❖ 1996-2000 Deputy Permanent Secretary Ministry of University Affairs

### Other listed companies :

None

## Professor Chaiyos Hemarajata

Age (Years) 68

### Position

- ❖ Director
- ❖ Independent Director

Starting Date of the Position : 23 December, 2005

% of shareholding : None

Relation among family within the Company : None

### Education

- ❖ Master of Laws, Columbia University,  
United States of America
- ❖ Master of Laws, Chulalongkorn University
- ❖ Bachelor of Laws, Chulalongkorn University

### Training Course for Directors

- ❖ Director Accreditation Program (DAP)  
Year attended for the training : 2006,  
Thai Institute of Directors (IOD)

### Work Experience

- ❖ 2005-Present Independent Director,  
Sena Development Plc.
- ❖ 2008-Present Member of Royal Institute,  
Laws, The Academy of  
Thammasat and Politics,  
Royal Institute of Thailand
- ❖ 1997-Present Professor Level 11(C 11) Faculty  
of Laws, Chulalongkorn University

Other listed companies : None

## Profile of Board of Directors and Executive Committee

### Mr. Theerawat Thanyalakpark

Age (Years) 64

#### Position

- ❖ Director
- ❖ Authorized Director
- ❖ Chief Executive Officer
- ❖ Chairman of the Risk Management Committee
- ❖ Managing Director

Starting Date of the Position : 23 December, 2005

% of shareholding : 31.15

Relation among family within the Company :

A brother of Miss Benjalak and a father of Dr. Kesara and Miss Umaporn Thanyalakpark.

#### Education

- ❖ Master of Political Science, Ramkhamhaeng University
- ❖ Bachelor of Political Science, Ramkhamhaeng University
- ❖ Bachelor of Laws, Thammasat University
- ❖ Advanced Justice Administration Course (AJA), Class 13<sup>th</sup> Judicial Training Institute
- ❖ Joint State - Private Sector Course, Class 9<sup>th</sup>, National Defence College
- ❖ Advanced Security Management Program, Class 1<sup>st</sup>, National Defence College

#### Training Course for Directors

- ❖ Director Accreditation Program (DAP)  
Year attended for the training : 2006,  
Thai Institute of Directors (IOD)
- ❖ Audit Committee Program (ACP)  
Year attended for the training : 2006,  
Thai Institute of Directors (IOD)
- ❖ Directors Certification Program (DCP)  
Year attended for the training : 2005,  
Thai Institute of Directors (IOD)

#### Work Experience

- ❖ 1993-2005 Director / Chief Executive Office / Managing Director, Krungthep Kheha Group
- ❖ 2005-Present Director / Chief Executive Office / Managing Director, Sena Development Plc.
- ❖ Present Chairman of the Risk Management, Sena Development Plc

#### Other listed companies :

- ❖ Present Director, Solarwa Co., Ltd.
- ❖ 2010-Present Director and Managing Director, Property Gateway Co., Ltd.
- ❖ 2006-Present Director and Managing Director, Victory Assets Management Co., Ltd.
- ❖ 2005-Present Director and Managing Director, SN Asset Development Co., Ltd.
- ❖ 2005-Present Director and Managing Director, Bann Ruam Thang Phan Co., Ltd.
- ❖ 1996-Present Chairman of Foundation for Support and Development of Disable Persons
- ❖ 1994-Present Director and Managing Director, T. Treasury Holding Co., Ltd.

## Profile of Board of Directors and Executive Committee

### Police General Achirawit Supanphesat

Age (Years) 67

#### Position

- ❖ Director
- ❖ Independent Director

Starting Date of the Position : 27 April, 2011

% of shareholding : 0.04

Relation among family within the Company : None

#### Education

- ❖ Senior Command Course, England
- ❖ F.B.I. National Academy, United States of America
- ❖ Joint State - Private Sector Course, National Defence College
- ❖ Senior Police Officers Course, Class 11<sup>th</sup>, Police College, Police Education Bureau
- ❖ Superintendent Course, Class 9<sup>th</sup> Command and General Staff College
- ❖ Master of Political Science National Institute of Development Administration
- ❖ Bachelor of Political Science (Police) Royal Police Cadet Academy, Class 21<sup>st</sup>, Vajiravudh College

#### Training Course for Directors

- ❖ Director Accreditation Program (DAP72/2008)  
Year attended for the training : 2008,  
Thai Institute of Directors (IOD)
- ❖ Audit Committee Program (ACP22/2008)  
Year attended for the training : 2008,  
Thai Institute of Directors (IOD)
- ❖ Directors Certification Program (DCP104/2008)  
Year attended for the training : 2008,  
Thai Institute of Directors (IOD)

#### Work Experience

- ❖ 2011-Present Audit Committee / Independent Director, Sena Development Plc.
- ❖ Present Honorable member of Police Service Commission, Office of Commissioner General, Royal Thai Police

#### Other listed companies :

None

### Miss Benjalak Thanyalakpark

Age (Years) 62

#### Position

- ❖ Director
- ❖ Authorized Director
- ❖ Executive Committee
- ❖ Deputy Managing Director,  
Procurement and Administration Department

Starting Date of the Position : 23 December, 2005

% of shareholding : 0.00

Relation among family within the Company :

A sister of Mr. Theerawat and an aunt of Dr. Kesara and Miss Umaporn Thanyalakpark.

#### Education

- ❖ Mini MBA, Chulalongkorn University

#### Training Course for Directors

- ❖ Director Accreditation Program (DAP)  
Year attended for the training : 2006,  
Thai Institute of Directors (IOD)

#### Work Experience

- ❖ 2004-2005 Director,  
Krunghthep Kheha Group
- ❖ 2005-Present Director and Deputy Managing  
Director Procurement and  
Administration Department,  
Sena Development Plc.

#### Other listed companies :

- ❖ 2006-Present Director,  
Victory Assets Management Co., Ltd.  
SN Asset Development Co., Ltd.  
Property Gateway Co., Ltd.  
T. Treasury Holding Co., Ltd.  
Bann Ruam Thang Phan Co., Ltd.



## Profile of Board of Directors and Executive Committee

### Dr, Kessara Thanyalakpark

Age (Years) 40

Position

- ❖ Director
- ❖ Executive Committee
- ❖ Nomination and Remuneration Committee
- ❖ Risk Management Committee

Starting Date of the Position : 23 December, 2005

% of shareholding : 13.30

Relation among family within the Company :

A daughter of Mr.Theerawat, a granddaughter of Miss Benjalak and a sister of Miss Umaporn Thanyalakpark

### Education

- ❖ Bachelor of Accounting (Finance), Chulalongkorn University
- ❖ Master of Business Administration (Finance and Accounting), University of California, U.S.A.
- ❖ Master of Economics, Claremont Graduate University, U.S.A.
- ❖ Doctor of Economics, Claremont Graduate University, U.S.A.

### Training Course for Directors

- ❖ Director Accreditation Program (DAP)  
Year attended for the training : 2005,  
Thai Institute of Directors (IOD)

### Work Experience

- ❖ 2005-Present Director
- ❖ Present Executive Committee / Nomination and Remuneration Committee / Risk Management Committee, Sena Development Plc.

- ❖ Present
  - Member of the Council of Trustees and Board of Directors, Thailand Development Research Institute (TDRI),
  - Member of the Committee, Escrow Business, Supervisory Board (Finance or Accounting), Fiscal Policy Office, Ministry of Finance
- ❖ 1998-Present Teacher of Banking and Finance Department, Faculty of Commerce and Accountancy, Chulalongkorn University
- ❖ 2010-Present Executive Committee-Chamchuri Square, Chulalongkorn University
- ❖ Present
  - Executive Committee-Executive Master of science program in finance, Chulalongkorn University
  - Executive Committee-Executive Siam Square One, Chulalongkorn University
  - Director Of education and raising funds for development projects, Chulalongkorn University
  - Committee for the Review of the Master Plan developed commercial area, Chulalongkorn University.
- ❖ 2013-Present Vice President for Academic Affairs, Housing Business Association
- ❖ 2012-2013 Adviser, Market for Alternative Investment, The Stock Exchange of Thailand

Other listed companies :

None

## Profile of Board of Directors and Executive Committee

### Ms. Weraporn Chaisiriyasawat

Age (Years) 59

#### Position

- ❖ Director
- ❖ Executive Committee
- ❖ Risk Management Committee
- ❖ Secretary of the Company
- ❖ Deputy Managing Director, Accounting and Finance

Starting Date of the Position : 23 December, 2005

% of shareholding : None

Relation among family within the Company : None

#### Education

- ❖ Bachelor of Economics, Ramkhamhaeng University
- ❖ Mini MBA, Chulalongkorn University

#### Training Course for Directors

- ❖ Director Accreditation Program (DAP)  
Year attended for the training : 2006,  
Thai Institute of Directors (IOD)

#### Work Experience

- ❖ 2005-Present Director and Deputy Managing  
Director, Accounting and Finance  
Department Company Secretary,  
Sena Development Plc.
- ❖ Present Risk Management Committee,  
Sena Development Plc.

#### Other listed companies :

None

### Miss Umaporn Thanyalakpark

Age (Years) 31

#### Position

- ❖ Director
- ❖ Authorized Director

Starting Date of the Position : 26 April, 2010

% of shareholding : 2.71

Relation among family within the Company :

A daughter of Mr. Theerawat, a granddaughter of  
Miss Benjalak and a sister of Dr. Kesara Thanyalakpark

#### Education

- ❖ Bachelor of Arts, Thammasat University
- ❖ Master of International Business (Marketing),  
University of Exeter

#### Training Course for Directors

- ❖ Director Accreditation Program (DAP)  
Year attended for the training : 2014,  
Thai Institute of Directors (IOD)

#### Work Experience

- ❖ 2010-Present Director,  
Sena Development Plc.

#### Other listed companies :

- ❖ 2010-Present Director,  
S&P Estate Development Co., Ltd.  
Victory Assets Management Co., Ltd.  
SN Asset Development Co., Ltd.  
Property Gateway Co., Ltd.  
T. Treasury Holding Co., Ltd.
- ❖ Present Director,  
Bann Ruam Thang Phan Co., Ltd.  
Normal Life Co., Ltd.

## Profile of Board of Directors and Executive Committee

**Mr. Pathomporn Tiranawasd**

Age (Years)                      53

### **Position**

- ❖ Executive Committee
- ❖ Assistant Chief Executive Officer,  
Counsel Department

% of shareholding :                      None

Relation among family within the Company :    None

### **Education**

- ❖ Bachelor of Laws, Chulalongkorn University

### **Work Experience**

- ❖ 2010-Present      Assistant Chief Executive Officer,  
Counsel Department,  
Sena Development Plc.

### **Other listed companies :**

- ❖ 1993-2010                      - Assistant General Manager,  
P. P. Foods Supply Co., Ltd.
- Procurement Manager,  
Golden Tangerine Co. Ltd.
- Director, Wealthy Soil Co., Ltd.
- ❖ 1983-1993                      - Human Resources and  
Legal Manager,  
Rajdamri Building Co., Ltd.,
- Human Resources and  
Legal Manager,  
The Regent Cha Am Hotel

## 9. General Information

<b>Company's name</b>	: SENA Development Public Company Limited
<b>Registration number</b>	: 0107548000684
<b>Type of business</b>	: Development of residential real estates i.e., single-detached houses, townhouses and commercial buildings, condominiums and apartments for rent, community mall and golf course.
<b>Head office address</b>	: 524 Ratchadapisek Road, Samsen-nok Sub-district, Huaykwang District, Bangkok 10320 Telephone : +66 (02) 541-4642 Facsimile : +66 (02)541-5164 <b>Investor Relations</b> Telephone : +66 (02) 0-2541-4642 ext.2404 Facsimile : +66 (02)938-9874 E-mail: IR@senadevelopment.com
<b>Home page</b>	www.senadevelopment.com
<b>Registered capital</b>	: 770,574,976 Baht
<b>Paid-up capital</b>	: 765,874,078 Baht Ordinary shares                      765,874,078                      Shares Par value                                      1.00                      Share
<b>Juristic persons held</b>	: As per details in 11. Nature of Business
<b>References</b>	
<b>1) Securities registrar</b>	: Thailand Securities Depository Co., Ltd. Floors 4, 6-7, Stock Exchange of Thailand Building, Ratchadapisek Road, Klongtoey Sub-district, Klongtoey District, Bangkok 10110 Telephone+66 (02)596-9311 Facsimile +66 (02)832-4994-5
<b>2) Auditor</b>	: Karin Audit Co., Ltd. 138, Boonmitr Building, Floor 6, Room B 1, Silom Road, Suriyawong Sub-district, Bangrak District, Bangkok 10500 Telephone+66 (02)634-2484-6 Facsimile +66 (02) 634-2668
<b>3) Internal Audit</b>	: DIA Audit Co., Ltd. 958 Onnut Road, Saunlaung Sub-district, Saunlaung District, Bangkok 10250 Telephone+66 (02)332-5126-9 Facsimile +66 (02)311-5567
<b>4) Legal Advisor</b>	: Dherakupt International Law Office Ltd. 900 Tonson Tower, 12 <sup>th</sup> Floor12 Ploenchit Road, Lumpini, Pathumwan, Bangkok 10300 Telephone. +66 (02)252 1588 Facsimile. +66 (02)257 0440

## 10. Outstanding Points of Business Operation in 2014

### Business Activities



Mr. Theerawat Thanyalakpark, Chief Executive Officer and Managing Director (the 7<sup>th</sup> from left) of SENA Development PCL. (SENA), with Asst. Prof. Kessara Thanyalakpark, the Director (the 9<sup>th</sup> from left) invited the Board of Directors and the Executives to take photo at the Extraordinary General Shareholders Meeting No. 1/2014. The Meeting unanimously approved an interim dividend for the year 2014 in cash-shares and agreed to purchase the land from “Tun Charoen-Sinsab Thanya” at the amount of Baht 641.97 million. At the same time, the Meeting also approved the issuance of debenture, not exceeding Baht 1.5 billion under 5 years for working capital on its business expansion.



Asst. Prof. Kessara Thanyalakpark, the Director (the 5<sup>th</sup> from left) of SENA Development PCL. (SENA) and Ms. Umaporn Thanyalakpark, the Director (the 6<sup>th</sup> from left) of SENA Development PCL. (SENA) collaborated with Mr. Chairroj Tiwatmuncharoen, Senior Vice President (the 4<sup>th</sup> from left) of CP All PCL. (CPALL) and signed the cooperation agreement held at the 11<sup>th</sup> floor of CP Tower Building to establish the convenient store, Seven Eleven (7-Eleven) at the Niche Mono Ratchavipha Project for facilitate the residents to spend more comfortably.





On the signing ceremony for the loan of Baht 677 million, Asst. Prof. Kessara Thanyalakpark, the Director (the 3<sup>th</sup> from right) of SENA Development PCL. (SENA) and Mrs. Sasitorn Phongsathorn (Chatsirivichaikul), the Managing Director (the 2<sup>nd</sup> from right), Mrs. Suthartip Phisitbuntoon, Vice President Loan Group (the 4<sup>th</sup> from right), Ms. Chintana Klaisuwan, First Senior Vice President Loan Group 4 ((the 1<sup>st</sup> from right) of Land and Houses Bank Public Company Limited (LH Bank) jointly signed the loan contract for financing on the construction and project development of the 27-storey condominium under the name of “THE NICHE MONO RATCHAVIPHA”, which was held on June 19, 2014.



Asst. Prof. Kessara Thanyalakpark, the Director (the 3<sup>rd</sup> from right) of SENA Development PCL. (SENA) welcomed the media on their visit the Niche ID Bangkae Project, the condominium matching to new generations and all lifestyle under the concept of “My Style, My ID”. It reflected one’s identity, met all different lifestyles with the 8-storey of 2 building, 434 units (phase 1) which was close to Thoeattai road, near the Bangkae station. It has provided fully facilities such as salt-water swimming pool, fitness, and recreational waterfront. There are 1-2 bedrooms sizing from 28-60 sq.m. for the selection with the price ranging on Baht 1.29 million at the total amount of Baht 690 million.



“Pattay Golf and Country Club”, the standard of 18-hole golf course, 72 par on the area of 800 rai under the management of SENA Development PCL (SENA), was honored by Thailand Golf Club Development to hold golf tournament A-Class Open 2014 on November 1-2, 2014. Mr. Paramet Thanyalakpark (the 4<sup>th</sup> from right), Deputy General Manager of Pattaya Golf Country Club gave a reward to Mr. Nopparat Panichpol, the A-Class championship Pattaya Country Club, which was his championship three consecutive field.

### Social and Environment Activities



Mr. Theerawat Thanyalakpark and Asst. Prof. Kessara Thanyalakpark, the Director of Ruamthangfun Foundation led the team to implement the social activities on “Non-stop on doing goodness” to contribute to the social continually with the Baan Ruamthangfun Project which operated under the concept of “Live to Give”, people who live can give. Such project was conducted on 3 projects with the total donation amount of Baht 120 million. “Ruamthangfun Thank You Party” was held on September 30, 2014 at Plaza Athenee Hotel to thank you all those involved and collaborated on this project, the customers of the projects, business partners, financial institutions, and SENA staff for making the donation completely.





Mr. Theerawat Thanyalakpark, Chief Executive Officer and Managing Director (the 6<sup>th</sup> from left) and Ms. Umaporn Thanyalakpark, the Director (the 5<sup>th</sup> from left) of Ruamthangfun Foundation provided ambulance and the standard life-saving equipment to Thammasat University Hospital (Rangsit), one of the public hospitals to where Baan Ruamthangfun Project gave the donation to treat the patients as soon as possible. Professor Dr. Somkit Lertpaithoon, Rector of Thammasat University (the 7<sup>th</sup> from left), Assoc. Prof. Dr. Kampol Ruchiwit, Dean of Faculty of Allied Health Sciences ((the 3<sup>rd</sup> from left), Assoc. Prof. Chittinad Havanond, M.D., the Director of Thammasat University Hospital (the 8<sup>th</sup> from left) including with the Chief of Automotive and medical teams were the representative on receiving the donation at Thammasat University Hospital (Rangsit).



Ms. Umaporn Thanyalakpark, the Director (the 3<sup>rd</sup> from left) of SENA Development PCL (SENA) donated totally Baht 80,000 to spend on buying new books for the library of Wat Rangbua School, Bang Wah subdistrict, Phasi Charoen district, Bangkok. Mrs. Bussabong Promchan, the President of the Secondary Educational Services (the 4<sup>th</sup> from left) received such donation. SENA hopefully contributed students to get the maximum benefit on searching more knowledge from those books at the library and enhancing the teaching sustainably, which is the one of the Company's Core Values on the topic of Knowledge Sharing.

## 11. Nature of Business Operation

### Background and Significant Development

SENA Development Public Company Limited (the, Company), formerly Krungthep Keha Group Co., Ltd., was incorporated on 11 May 1993 by Mr. Theerawat Thanyalakpark, Chairman of Executive Directors and Managing Director. Mr. Theerawat commenced the business by selling and installing wooden construction materials before entering the residential real estate development business. This business has been operated by Mr. Theerawat together with his relatives under affiliated companies for almost 30 years, starting from townhouses, the first project of which was the “SENA 84 Project” in 1984, which was a small townhouse project with an average selling price of approximately 600,000 Baht, followed by other types of residential projects i.e. single-detached houses, twin houses, condominiums and commercial buildings. More projects have been developed on a continuous basis.

In 2009, the Company was converted into a public limited company and conducted the Initial Public Offering (IPO) on 29 July 2009 to mobilize funds for use in developing various real estate projects.

The Company had registered capital of 770.5 million Baht and paid-up capital of 765.9 million Baht, divided into 765.9 million common shares with a par value of 1 Baht per share as at December 31, 2012. The Company has also held the shares of 5 subsidiaries which operating the real estate development business, namely Victory Asset Management Co., Ltd. (VAM), S.N. Asset Development Co., Ltd. (SNA), S&P Estate Development Co., Ltd. (SPE), Property Gateway Co., Ltd. (PG) and T. Treasury Holding Co., Ltd.

The Company has still emphasized on the importance of the customers constantly for more than 30 years from its beginning as a small business to become the real estate company and converted to the public company limited. Such commitment has shown in its vision, mission and business concept. The Company is proud to be the quality real estate company as well as to make the middle-low customers be able to own their residences which are worth with their payment. Besides, during the terrible flood crisis, the Company set SENA Volunteer Center to help and take care its residents of all delivered and undelivered projects since the customers are our family members.

Moreover, the Company has realized that when building a livable community, people in society must have happiness. Mr. Teerawat Thanyalakpark, Chairman of the Executive Committee, and Asst. Prof. Dr. Kesara Thanyalakpark, the Executive Director, together with the Executives of SENA Development has cooperated and dedicated their free time beyond their normal working hours to manage “Bann Ruamthangfun” project to support the social continually under the concept of “Live to Give”. The revenues after deducting the expenses were donated to hospitals to help society. All of these are not only the pride of SENA to the Board of Directors, the Executives, the management, including its employees to the customers, business partners or shareholders but also to the community, society and environment which is the source of its slogan “SENA is the pride”.

**Table 1: Major Events during the past 5 years**

Month/Year	Highlight
August 2008	The Extraordinary General Meeting of Shareholders No. 1/2008 held on August 30, 2008 resolved to approve the increase of registered capital from Baht 500.0 million to Baht 700.0 million by the issuance and allocation of additional 175.0 million newly issued ordinary shares under the Initial Public Offering and the issuance and allocation of not exceeding 25.0 million newly issued shares to support the over-allotment
July 2009	The Company offered to sell newly issued ordinary shares to the public for 175.0 million shares with a par value of Baht 1 per share at the offering price of Baht 1.98 per share. As a result, the Company's paid-up capital increased to Baht 675.0 million. The Company entered to the listed in the Stock Exchange of Thailand and its securities were first traded on July 29, 2009, having its stock symbol as "SENA".
October 2010	<p>Property Gateway Co., Ltd. (PG) entered into land Shapurchase agreement for 91-1-15 rai, on Kanchanapisek Road from Tun Charoen Co., Ltd. (TUN) (the mother of Miss Kesara Thanyalakpak, the Director and major shareholder) at the price of Baht 500 million on March 19, 2010. However, PG had no sufficient fund to develop projects on such land, PG offered that land to the Company. The Company considered based on the potential of that plot of land and viewed that it was proper for project development. Therefore, the Company bought PG shares at the proportion of 99% on October 21, 2010 from 3 PG existing shareholders. The payment was in cash for Baht 100 million and responded the PG borrowing burden of Baht 400 million. During the transaction period, all 3 PG existing shareholders had no relationship with major shareholders, the Directors and the Executives of the Company (including related parties). After entering into such transaction (since the year 2011 onward), one PG existing shareholder became the Company's shareholder at the shareholding portion of 14.82% which such portion decreased to 5.3% on September 11, 2013.</p> <p>The price the Company paid for PG shares was at Baht500 million, which PG was the land ownership of Baht 548 million according to the appraisal value evaluated by Knight Frank Chartered (Thailand) Co., Ltd. on July 7, 2010. The market price was Baht 548 million comparison with the market valuable assessment criteria.</p> <p>All area of title deed no. 6389 owned by PG and was registered servitude with no period limit of footpath, road, electricity, waterworks and all public utilities to nearby area which owned by Sinsap Thanya Co., Ltd. (SSTY), which was the related party to the Executives of the Company. All area of title deed no. 1797 was owned by SSTY and was registered servitude registration with no period limit of footpath, road, electricity, waterworks and all public utilities to be the doorway of PG.</p> <p>Besides, some area of title deed no. 1889 which owned by TUN was registered servitude with no period limit of footpath, road, electricity, waterworks and all public utilities for land of PG. The residents of PG projects would be comfortable to entrance or exit from Kanchannapisek Road or use servitude road of TUN to go to Ramindra Road. In addition, PG and TUN have entered into rental agreement for some area of title deed no. 1889 for</p>



Month/Year	Highlight
	public park and door facade for PG residence projects. The rental period has been 5 years (April 16, 2012-April 15, 2017). All buildings constructed on rental area which the cost value approximately of Baht26.9 million will be the ownership of TUN when its expiration.
December 2011	The Extraordinary General Meeting of Shareholders No. 2/2011 passed the resolution to purchase T.TRE shares for 40,000 shares, representing 100% from Thanyalakpak group with total investment of Baht 590.0 million. The Company paid in cash for Baht 100 million and issued 4 promissory notes to T.TRE existing shareholders which was due on January 5, 2014 with no interest and no collateral. The Company registered for shares transfer on January 5, 2011. The Company had investment and improvement plans for golf course project of Pattaya Country Club and Resort and hotel construction plan to support golf course's customers and general customers.
October 2012	The Extraordinary General Meeting of Shareholders No. 1/2012 held on October 24, 2012 passed the resolution to issue and offer newly ordinary shares to public for not exceeding 110.5 million shares. The issuance and allocation the warrant no. 1 (SENA-W1) for not exceeding 27.5 million units were offered to the existing shareholders for not exceeding 23.8 million units and public for not exceeding 3.7 million units. The Company also issued and allotted the warrant (SENA-WA) for not exceeding 5.0 million units to the Executives and employees of the Company.
April 2013	<p>In the past, PCC, BRT, T.TRE, Treeplan Enterprises Co., Ltd., and Chatsuda Co., Ltd. had relationship with major shareholders and engaged in real estate business similar to the Company. Therefore, the Company has entered into the Memorandum of Understanding dated on December 23, 2005 ("MOU") to specify the business framework of each company in the way that there would be no conflicts of interest with the Company since such parties and the Company have common directors and/or shareholders.</p> <p>The Company purchased all shares of T.TRE on January 6, 2012. Therefore, T.TRE was not its related parties and became to its subsidiary instead.</p> <p>Treeplan Enterprises Co., Ltd. and Chatsuda Co., Ltd. ceased their operations and were liquidated on July 10, 2009 and June 23, 2009, respectively. The Board of Directors approved to change MOU to contract for transparency and conflicts of interest elimination.</p> <p>The Annual General Shareholders' Meeting No. 1/2013 held on April 24, 2013 resolved the Company to sign the termination of MOU and the 3 business framework contracts, which were the MOU termination with T.TRE, and the business framework contracts with PCC and BRT. The business framework contracts had been specified, amended and added the contents to be more clear, the main points were as follows:</p> <p><u>The Contract between the Company and PCC</u></p> <ul style="list-style-type: none"> <li>• Adding the procedures to reject land purchase and construction</li> <li>• Adding the compensations, which are reasonable price and general practices in case of using resources of the party of the contract</li> </ul>

Month/Year	Highlight
	<p><u>The Contract between the Company and BRT</u></p> <ul style="list-style-type: none"> <li>Adding the compensation clearly such as the usage of human resources, usage of the Company's assets, the intercompany service, etc.</li> </ul>
December 2013	<p>The Company signed the contract with Pattaya Country Club Co., Ltd. on December 1, 2013 to cooperation on land development and construction businesses beginning with the Pattaya Resort Phase 1 project for 89 units located on Khao Mai Kaew subdistrict, Banglamung district, Chonburi province, which effectively on the signed date and the contract expiration after the project completion.</p>
April 2014	<p>The Annual General Shareholders' Meeting No. 1/2014 was held on April 28, 2014.</p> <ul style="list-style-type: none"> <li>The resolution of the cancellation of the resolution of the Extraordinary General Meeting of Shareholders No. 1/2012 held on 24 October 2012 which approved the issuance and offer of the ordinary shares to the general public and the issuance and allocation of warrants to purchase the ordinary shares of the Company No. 1 (SENA-W1) to the existing shareholders of the Company and general investors who subscribed for the new ordinary shares.</li> <li>The resolution of the approval of the issuance and allocation of the warrants to purchase ordinary shares to the Executives and employees of the Company, and/or its subsidiaries No.2 (SENA-WB) at the amount of not exceeding 2,300,000 units by allocating to the Executives and the Company's employees, and/or its subsidiaries for not exceeding 14 person without any charges. The details of right determination and allocation were stated below including authorized the Board of Directors or the person assigned by the Board of Directors to determine the criteria, conditions and other details of the warrant, including the procedures as necessary and appropriately related on the issuance and the offer of the warrant to purchase the ordinary shares No. 2 (SENA-WB).</li> <li>The resolution of approval of the reduction of the registered capital of the Company at the amount of Baht 140,806,862 from the existing amount of Baht 857,711,687 to Baht 716,904,825, which classified to 716,904,825 ordinary shares at the par value of Baht 1 per share, by canceling 140,806,862 unissued registered ordinary shares, par value of Baht 1 per share.</li> <li>The resolution of approval of the amendment the clause 4 of the Memorandum of Association to be consistent with the decrease of the Company's capital</li> <li>The resolution of approval of the increase of the registered capital of the Company to the amount of Baht 2,300,000 from the former registered capital of Baht 716,904,825 to the registered capital of Baht 719,204,825 by issuance the 2,300,000 newly issued ordinary shares at par value of Baht 1 per share.</li> <li>The resolution of approval of the amendment of Clause 4 of the Memorandum of Association to be consistent with the increase of the registered capital of the Company</li> </ul>

Month/Year	Highlight
	<ul style="list-style-type: none"> <li>The resolution of approval of the allocation of newly issued ordinary shares of the Company to support the exercise of rights under warrants to purchase ordinary shares to the Executives and employees of the Company and/or its subsidiaries No. 2 (SENA-WB) totally Baht 2,300,000 at the par value of Baht 1 per share.</li> </ul>
September 2014	<p>The Extraordinary General Meeting of Shareholders No. 1/2014 was held on September 25, 2014.</p> <ul style="list-style-type: none"> <li>The resolution of approval of the increase of capital by another Baht 51,370,151 from the existing registered capital of Baht 719,204,825 to the registered capital of Baht 770,574,976, by issuing 51,370,151 new ordinary shares, at the par value of Baht 1 per share. This is to accommodate the stock dividend payment and the adjustment of exercise rights under warrants to purchase ordinary shares for the Executives and employees of the Company and/or its subsidiaries No. 1 (SENA-WA) and No. 2 (SENA-WB).</li> <li>The resolution of approval of the amendment to Clause 4 of the Memorandum of Association to be consistent with the capital increase as follows:-            “Clause 4: The registered capital 770,574,976 (Seven Hundred and Seventy Million Five Hundred Seventy-Four Thousand Nine Hundred and Seventy-Six Baht), divided into 770,574,976 shares (Seven Hundred and Seventy Million Five Hundred Seventy-Four Thousand Nine Hundred and Seventy-Six Shares) with a par value of Baht 1 (One Baht), which classified to the ordinary shares of 770,574,976 (Seven Hundred and Seventy Million Five Hundred Seventy-Four Thousand Nine Hundred and Seventy-Six Baht), and the preference shares 0 share (none share)”</li> <li>The resolution of approval of the allocation of the newly issued ordinary shares to accommodate the stock dividend payment and the adjustment of exercise of rights under warrants to purchase ordinary shares for the Executives and employees of the Company and/or its subsidiaries No. 1 (SENA-WA) and No. 2 (SENA-WB) as following:</li> <li>To allocate newly issued shares in the amount not exceeding 51,050,651 shares, with a par value of Baht 1, to accommodate the stock dividend payment. The shares shall be allocated to existing shareholders at the ratio of 14 existing shares to 1 dividend stock. Where any shareholder has remaining shares after the allocation, a cash dividend shall be paid by cash in the amount of Baht 0.071429 per share.</li> <li>To allocate newly issued shares in the amount not exceeding 156,200 shares, with a par value of Baht 1, to accommodate the adjustment of exercise of rights under warrants to purchase ordinary shares for the Executives and employees of the Company and/or its subsidiaries No. 1 (SENA-WA).</li> <li>To allocate newly issued shares of not exceeding 163,300 shares, with a par value of Baht 1, to accommodate the adjustment of exercise of rights to purchase new ordinary shares of the Company to be issued to executives and employees No. 2 (SENA-WB).</li> </ul>

Month/Year	Highlight
September 2014	<p>The Extraordinary Shareholders' Meeting No. 1 /2014 held on September 25, 2014 passed the resolution as following:</p> <ul style="list-style-type: none"> <li>Approval to purchase 3 plots of land having a total area of 2,286.30 Square Wah in addition to the condominium blueprints and results of the Environmental Impact Assessment (EIA) from Tun Charoen Co., Ltd., valued at a total of Baht 134,260,995. The total amount is comprised of Baht 125,746,500 for the lands together with the condominium blueprints and the results of the Environmental Impact Assessment, and Baht 8,514,495 as interest on the promissory note.</li> <li>Approval to purchase 5 plots of land, divided into areas for the development of phase 1 in the amount of 15,492.50 Square Wah and phase 2 in the amount of 16,349.50 Square Wah, having a total area of 31,842 Square Wah, inclusive of a right of servitude to utilize the road leading to the land, from Sinsap Thanya Co., Ltd. in the amount of Baht 507,706,837.50, divided into Baht 477,630,000 for the property and the right of servitude, or equal to Baht 15,000 per Square Wah, and Baht 30,076,837.50 as interest on the promissory notes issued for such land payment.</li> <li>Approval of the issuance and offer of debentures with an aggregate principal amount, at any time, not exceeding Baht 1,500,000,000, which the Company may issue and offer the debentures at the same time or at a number of different times. That is to propose the shareholders for approval the amount of Baht 1,500,000 and the Board of Directors shall consider the appropriation on issuing the debentures each time by comparing the interest of the debentures with the interest rates of bank loans, which the amount, at any time, not exceeding Baht 1,500,000.</li> </ul>

### Overview of the Company's Business

In 2014, the economy was so fluctuated by the political factors affecting significantly to the business operation of the Company. However, the Company has enabled to overcome such period by operating the business under the concept of 4 core value, which comprised of:

1. Trust : confidence and reliability
2. Knowledge sharing : sharing knowledge and experiences to people surrounding which benefit to both giver and receiver
3. Customer Centric: understanding the customers as the customer-centric thinking
4. Corporate Social Responsibility: the contribution to the social and environment conservation

In accordance with the above 4 Core Value, the Company has overcome the fluctuated economy as well and one of the 4 Core Value, which is the Customer Centric, makes the Company recognize to the customers' need on after sales services. Therefore, the Company has created the 360 degree services under the concept of "We completely think for future", which are consisted of 4 services as follows:

1. Confident: beginning with the design development because not only potential location, but also all functional designs shall be met the customers' needs. All ensure that the price is worthy.
2. Satisfied on all maintenances because the SENA We Care, after-sale services, shall give advices, repair and maintenance constantly
3. Comfortable with our care because all residences, communities shall be treated warmly, not crowded, and managed by Victory Assets, which always organizes the projects to be in good conditions.
4. Proud of value increased. If you want to expand into a bigger house, Sale Agent from Living Agent shall provide you resale and rental services.

Therefore, this 360 degree services has served the customer differently from buying a house from other companies.

Moreover, in 2014, the Company has enlarged its revenues from residence business and condominium to rental business as planned in 2010 that preventing the risk on residence and condominium business to the rental and services business which be able to earn incomes continuously. The Company has invested in the community mall project named "SENA Fest" project, and the golf course project "Pattaya Country Club and Resort" project continually. In 2014, the Company presently has revenues at the proportion of residence and condominium business representing 91.21%, and the revenues from the rental business representing 7.52% compared to the total revenues of the Company. It is the achievement on enlarging its revenues to the rental business, which the business risks are reduced while the financial status of the Company is strengthened on the long run.

The main cutomers of the Company remain the middle-low level groups whose demand on buying a residence in the range of Baht 0.7-3 million for the condominium, and Baht 2.4-7.0 for the residence project. The Company launched the SENA Park Grand Project, the single house located on Ramindra, in the previous year which the selling price basic of this project was increased higher than the former ones at the range from Baht 5.5-7.0 million. In addition, this project is the energy saving house by cooperated with Kasetsart University to design and build the energy saving house.

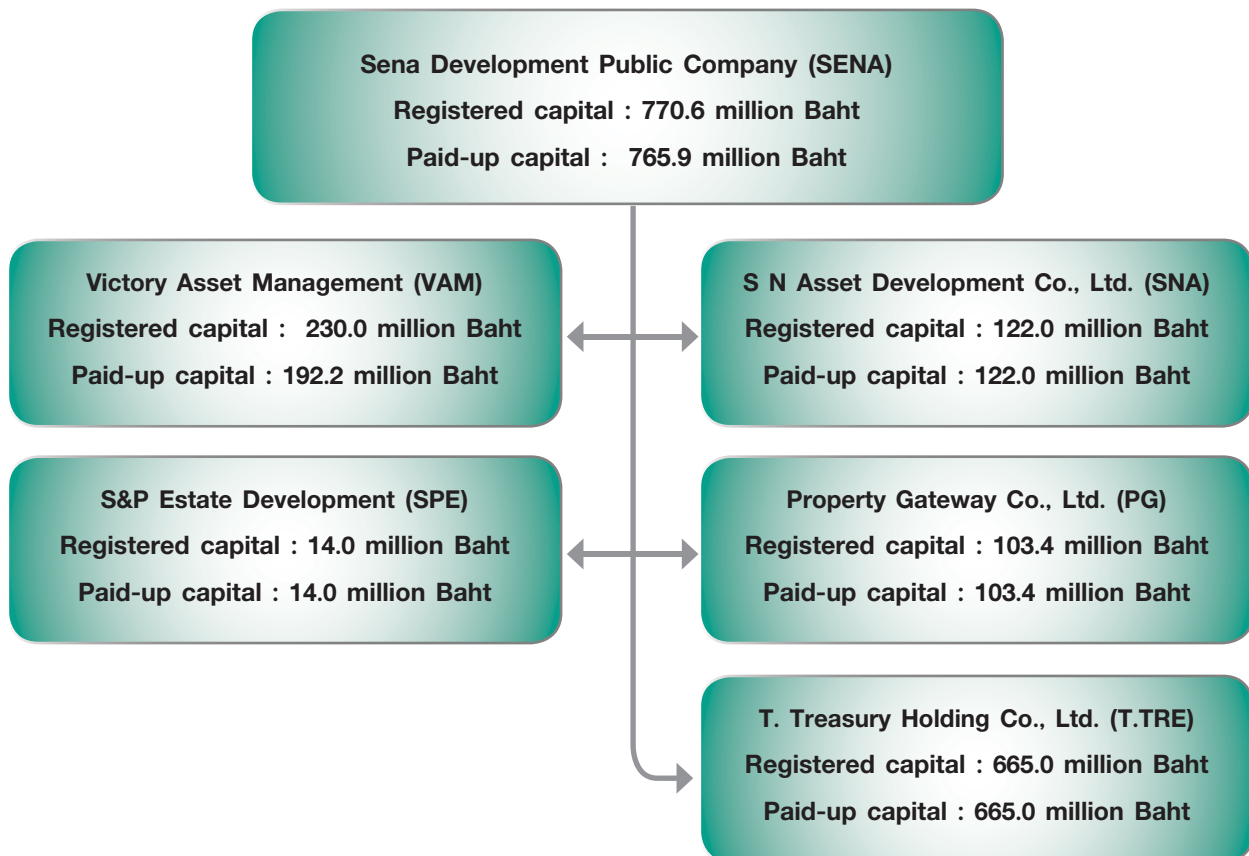
Besides, the Company has studied and researched on the Pre-Cast construction for condominium to increase the efficiency of the construction and shorten the duration of project development. The Company has also studied more on renewable energy since this business is likely to grow steadily. The solar roof project has been

begun in the end of last year at the Warehouse Sukhumvit 50 project and expected to be recognized its revenues in the following year.

The overview of business operation in this year is summarized that the Company has driven its operation achieved to its goal as planned on the part of revenues, enlarged its revenues sources to the rental business to prevent the risk successfully, including expanding its customer bases to high level groups from launching the SENA Park Grand

project. Besides, the research on renewable energy business is the much potential trend in this year. The Company has still realized on the importance of operation systems within the organization by organizing for the quality to improve its working systems within the organization in accordance with the changes on the economic and political circumstances promptly. The Company has still executed the 4 Core Value, the concept on business operation continuously.

### Shareholding Structure of the Company (as of December 31, 2014)



The Company has operated the real estate business for sale, rent, and entire residence services under the management of the 5 subsidiaries namely VAM, SNA, SPE, PG, and T.TRE. As of December 31, 2014, the Company and its subsidiaries has operated the real estate development business which classified into 4 categories as follows:

- The property development business on the residence for sale: the Company and its subsidiaries have 12 projects of the residence for sale under their management with the total amount of Baht 9,161.56 million.
- The 4 projects real estate development business for rental of
- The business of the entire residential services
- The villa and golf courses business



**SENA** the residential development business both horizontal and vertical for sale. As of December 2014, SENA has managed 12 projects for sales, classified into 4 horizontal projects namely S Ville Rangsit-Lamlookka, SENA Grand Phase 1, SENA Ville Klong Luang, and SENA Town Ramindra-Kubon, and 8 condominium under the projects of The Niche ID, The Niche Mono, The Kith Plus, and The Kith.

**VAM** has operated the real estate leasing business and living agent for sale and rental the second-handed houses and condominiums of the Company and its subsidiaries, including the projects of other companies which the Company has held 100.0% of the paid-up capital. As of December 31, 2014, VAM has apartment projects for rent under its management namely “SENA Ratchayothin” located on Paholyothin Road, Soi 30, and the project “SENA House Lamlookka Klong 2” at Lamlookka Klong2, Pathumthani province.

**SNA** has operated the real estate development on the residences for sale and rent. The Company has held 99.7% of the paid-up capital of SNA. As of December 31, 2014, SNA has managed one project

for sale namely The Kith Tiwanon project and one project for rental namely SENA Warehouse Sukhumvit 50.

**SPE** has operated the real estate development on the residence for sale. The Company has held 80.0% of the paid-up capital of SPE. As of December 31, 2014 (Miss Umaporn Thanyalakpark, holding 20.00%, Miss Kessara Thanyalakpark, holding 0.01%, and Miss Sriwarat Thanyalakpark, holding 0.01%). SPE has managed one project namely “Praemaporn Klong 7” project.

**PG** (the former name was S.A. Asset Co., Ltd.) has operated the real estate development on residence for sale. The Company has held 100.0% of the paid-up capital of PG. As of December 31, 2014, PG has managed one project namely SENA Park Grand project.

**T.TRE** has operated the real estate development on golf course. The Company has held 100.0% of the paid-up capital of T. TRE. As of December 31, 2014, T.TRE has operated one project namely Pattaya Country, which has projects under the Club and Resort.

### Revenue Structure of the Company and its Subsidiaries

Revenue Category	As at Dec 31, 2011		As at Dec 31, 2012		As at Dec 31, 2013		As at Dec 31, 2014	
	MB	%	MB	%	MB	%	MB	%
<b>1. Revenue from sales :</b>								
- Horizontal	491.20	22.90%	419.58	24.90%	487.30	24.35%	391.52	14.29%
- Vertical	1,610.60	75.00%	1,197.80	71.09%	1,390.01	69.47%	2,139.14	78.09%
<b>Total revenue from sales</b>	<b>2,101.80</b>	<b>97.90%</b>	<b>1,617.38</b>	<b>95.99%</b>	<b>1,877.31</b>	<b>93.82%</b>	<b>2,530.66</b>	<b>92.39%</b>
<b>2. Revenue from sales of land <sup>/1</sup></b>	0.30	0.00%	-	0.00%	-	0.00%	-	0.00%
<b>3. Revenue from rents and services</b>	44.80	2.10%	22.12	1.31%	93.53	4.67%	151.09	5.51%
<b>4. Revenue from golf course</b>	-	0.00%	45.38	2.69%	30.10	1.50%	57.52	2.10%
<b>Total Revenue</b>	<b>2,146.90</b>	<b>100.00%</b>	<b>1,684.88</b>	<b>100%</b>	<b>2,000.94</b>	<b>100%</b>	<b>2,739.27</b>	<b>100%</b>
<b>5. Other revenues</b>	<b>40.40</b>		<b>53.90</b>		<b>74.00</b>		<b>35.25</b>	

## 12. Summary of Economic and Real Estate Business Situations in 2014 and Trend in 2015

### Overview of Property Market in 2014

Condominium market has the most excess demand for 63,536 units, increased from 2013 (24%). The total sales of 2014 were 53,022 units. If considering the annual sales, it might spend for 15 months to sale (excluding new supply).

With regard to the new supply of 2014 comparing to 2013, the overall was decreased both the number of units and project values while the average selling price increased around 3%.

- ❖ The supply market as the whole market increased 16% due to the increase of the new launch projects.
- ❖ The overall demand of year 2014 was 90,635 units decreased of 22% from year 2013. The sales were mainly from condominium at 59%, townhouse at 23% and single-detached house at 13%. The remaining was 6% from other residences (twin houses, commercial buildings and allocated land).
- ❖ The average selling price in 2014 increased only 3% compared to the price at the end of year 2013 due to the development rather on moderate price, especially condominium construction at Baht 1-2 million alongside the expansion of new rail lines and working center or private educational institutions in outer city, including the townhouse development at the price of Baht 2-3 million nearby the urban area.

### Factors affecting the real estate in 2014

#### Positive factors

- ❖ The growth of Gross Domestic Product (GDP)
- ❖ The progress on the expansion of rail lines
- ❖ The stability of interest rate
- ❖ The cooperation of Thailand-Chinese dual gauge rail development
- ❖ The incremental expansion of retail markets of entrepreneurs to upcountry
- ❖ The decline of oil prices in the country
- ❖ The increase of civil servants' salaries
- ❖ Alleviation on the political crisis
- ❖ The ASEAN Economic Community or AEC in 2015

#### Negative factors

- ❖ Rising on household debt makes the purchasing power of the population decline constantly.
- ❖ The slowdown of the public infrastructure investment
- ❖ The shortage of labor and contractors as well as the continuously increase of wage
- ❖ The price adjustment of land increasingly, the high costs on project development and the rise in house prices
- ❖ The increase of VAT to 10%
- ❖ The political unrest
- ❖ The consistently increase of labor, construction costs
- ❖ The strictly approval for loan of the financial institutions

## Outlook 2015

Condominium development is still the number one due to many projects launched nearly 200 projects

- ❖ The Major entrepreneurs review their plans/target on investment both in Bangkok and Metropolitan region (BMR) and provincial parts.
- ❖ The prices of new residence construction are adjusted due to the costs of land, construction materials, wage adjustments to Baht 300, Therefore, the entrepreneurs are facing on the shortage of labor (high wages), the inconvenient relocation of migrant workers, the delay on construction particularly high-building development.
- ❖ Uncertainty of the rail expansion project which affects the project development slowdown on the part of both entrepreneurs and buyers
- ❖ The provincial residence demands in some provinces is saturated due to demand limited, as well as the halt of the dual gauge high speed rail development and suspending AEC.
- ❖ With regard to the residence trend in 2015, the purchasing demand may increase by 5-7% from 2014 since the political conditions are unravel, the public sector encourages on the investment of the infrastructure increasingly, including the decrease of oil price, the recovery on economy, the higher purchasing power.

(Source: Agency for Real Estate Affairs)

## 13. Risk Factors

### 3.1 Risk from competitions in the real estate development business

The Company has assumed that sales of new residential projects in Bangkok and vicinities would continuously compete during 2012 - 2015. The key factors affecting entrepreneurs' business operation and consumers' decision making were Euro zone and the U.S. economic recoveries, political conflicts between western countries and oil-producing countries in the Middle East, political conflicts among Asian countries, domestic political conflicts, as well as partial loss of purchasing power and production capacities due to the impact of the flood in the last quarter of 2011. Nevertheless, the current situations are recovered at a certain level, and the introduction of freedom under AEC conditions in 2015 possibly increases the residential demand in Thailand due to, comparing to neighboring countries, Thailand utility systems are fully arranged.

The Company has the policy on developing firstly the projects in which it has experiences, expertise, and been recognized by the targeted customers. At the same time, the research and customers' demand analysis on each area, survey of other competitors' real estate project on the same area, and estimate on various aspects of the potential of the location are key executed so that the Company shall develop and improve the projects and services as valuable, indeed matching to the need of customers. As the result, it shall achieve to the royalty on the Corporate Brand and the business success. Moreover, the Company has executed continually on the customers' satisfaction survey in all aspects, e.g. sales, ownership transfer, house quality, services etc., in order to improve its services and deliver the quality residences of the Company as well as encouraging its employees of all departments at all levels to participate on creating the customers' satisfaction.

### 3.2 Risk from fluctuation of construction material costs

In 2014, the approximately cost of construction material had slightly increased at 0.7% compared with the year 2013. The overall construction was slowdown. In the first half, the public construction projects was affected by many factors such as the political and economic slowdown. Therefore, the value of the construction of the public sector was not expanded, then affected to the construction of private sector slowdown too. On the third quarter, the steel price in the global was so fluctuated and trend down; the oil prices were dwindled. In addition, the weather in the rainy season was unfavorable for the construction that made the construction slowdown. Moreover, on the fourth quarter, the steel and oil prices in the global market were still declined continuously and the flood in the southern provinces from heavy rain were caused on the decrease of using construction materials.

However, the price index was still high due to the increase of the cost of raw materials from the shortage of natural raw materials used for its production. As a result, the overview of the construction price index in 2014 was gently adjusted.

The approximately construction price index from January-December 2014 compared with the same period of the previous year was fluctuatedly as follows:

Price category index at highest and lowest	The change rate on Jan-Dec 2014 comparing with Jan-Dec 2013
wood and wood products	+0.3
cement category	+0.7
Concrete products	+3.6
Iron and steel product	-1.2
Tile category	+0.1
Facing render materials	-0.2
Sanitary products	-0.1
Electrical and plumbing equipment	-1.4
Other construction materials	+3.2

Therefore, the Company has managed such risks by ordering appropriate quantity at the negotiable price such as cement, concrete, tile, and designed to use the similar materials in the same brand to reduce the material costs. Whenever, the steel products are decreased; the Company shall order in advance on the specific volume in order to shrink its costs as well.

### 3.3 Risk from legal aspects related to the real estate business

The laws and regulations related to the real estate business were regularly amended and added, consequently, the Company may be at risk if such regulations are changeable. For example, in the case of new edition of the Act of Bangkok City Plan, it is caused the real estate entrepreneurs to have more difficulties on developing their projects. The land utilization regulations were changed by defining the decrease or increase of land utilization on some area, the determination of supplementary green areas, the increase in the floor area ratio (FAR Bonus), the determination of road or soi width for any construction of various types of residence buildings; for example, the construction of condominium or dorm in the areas designated for

low density residential area land-utilization (Yor.3 area) on an area of not exceeding 2,000 square meters must be located on access road with a width of 16 meters, while the Bangkok City Plan presently has defined to be located on the road width of 10 meters only, etc.

The Company mitigates such risk by studying and monitoring the amendments of the regulations which could be continually and potentially incurred in order to prepare for its modifying the residential project execution in compliance therewith. The Company would not keep purchasing lands for retention if no project plan executed thereon to prevent any changes impacted to the existing lands.

### 3.4 Risk from increase of interest rates and regulations of the Bank of Thailand related to the real estate sector

Thailand economic trend is expected to continually expand which driven mainly by the consumption of the private sector because of the increase of the public revenue from the minimum wage adjustment, the government officials' and state enterprise employees' salary adjustment. The increase of the interest rate policy also resulted in the increase of the financial institute loan interest rates similarly. As the result, the real estate sector will be affected by a rise in the interest rate. It could be considered from 2 issues, namely.

- The increase of the interest rate would affect upon the demand-pull inflation. Most customers would seek housing loans from the financial institutes. Consequently, if the interest rates rise, the amount of monthly payment would increase or the repaying duration would be longer. Compared with the ability to customers' payment, some customers might not be able to afford housing in the desired price. In addition, the increase in the interest rates would cause the loan amounts granted by the financial institutes decreasing accordingly.

- The increase of the interest rate affects the Company's financial costs because the Company applies for the loans from financial institutes for its business expansion and support of real estate project developments in the future. If the interest rate rises, the financial costs would be impacted accordingly.

### 3.5 Risk from debt to equity ratio exceeded

The Company's debt to equity ratio was 1.42 times as of December 31, 2014; therefore, it may be a risk of breach of the contract if the debt to equity ratio exceeds 1.5 times according to the conditions imposed by the various financial institutes that provided loans for project development. However, The company has a policy of stock dividend is sometime, and The issuance and allocation of warrant (SENA-WA and SENA-WE) would affect the debt to equity decreased. The Company believed that it continued to maintain a debt to equity ratio to properly level complied with the defined conditions.

### 3.6 Risk from liquidity and accessibility to sources of funds

The real estate development business requires a high investment, starting from investment of land purchase, land development, construction, and sales. Such activities require large investments until the Company are paid a large portion of sale price on the ownership transferring dates which would take place upon completion of constructions. The Company has around 1-2 years or more for each project development, depending on its size. Consequently, this business has risk from liquidity management and accessibility to sources of funds for the business operation.

The Company and its subsidiaries emphasized on financial liquidity management by operating the business carefully in considering project development starting from selecting location of land

to purchase, conducting research to analyze feasibilities of projects, and focusing on details of all significant parts of each project to drive every project successfully. In addition to the sources of funds in the capital market, the Company had good relationship with and credibility from several financial institutes that provide funding support continuously, both in project finance and housing loan to customers interested in purchasing on the residence projects of the Company and its subsidiaries.

### 3.7 Risk from the shortage of contractors

At present, entrepreneurs have plans to develop many real estate development projects, including the construction of various large utility projects. This situation might face with the contractor shortage and result continuously on the Company's construction delay from its schedule. To reduce such risk, the Company has selected a number of contractors who were qualified to meet the prescribed standard and monitored them to regularly offer employment so that such selected contractors have stability on their business operations and willing to work with the Company in the future. Besides, the Company has defined that the contractors must pay penalty fee daily for the delay in order to manage the construction on the planned schedule. In case of hiring a contractor who is a related party, the Company has implemented the same selection criteria as for a non related contractor. The number of related contractors was accounted for 1% of the approved vendor list.

The total amount paid to the first 10 non related contractors was accounted for 57% of total amount paid to all contractors in 2014. The amounts paid to the first 3 major contractors were accounted for 29%, 5% and 4%, respectively. Such 3 major contractors are well-known and experienced of condominium construction and have business relationship with the Company continuously for 1-6 years



### 3.8 Risk from lands acquisition for development

The Company had no policy to accumulate land bank without any apparently project construction plans because it would make the Company bear the financial costs, affect the Company facing on financial liquidity problem. The Company had considered purchasing land only when it studied and be confident on the potentials of such location. Therefore, there might be a risk from purchasing land at higher price than expected or being unable to purchase land completely as planned area or unable to purchase land at all. As the market price of lands would reflect the Company's selling price for residences. However, the Company focused only on locations with potential price appreciation, the Company's targeted customer groups would always be beneficial from the price appreciation after they purchased the residences. As a result, the Company had more selling opportunities compared to other entrepreneurs.

With continuous establishment of project development plans, land brokers were pleased to offer on land sales to the Company because the Company required to purchase new lands continuously. In addition to creating good relationship with brokers, the Company has purchased lands from landlords directly.

### 3.9 Risk from natural disasters

The 2011, the flood crisis widely affected the sales volumes of real estate entrepreneurs whereby bookings were canceled and purchases of residences were slowing down due to decreasing purchasing power of consumers. In addition, perspective buyers took more time to make a decision on residence purchase to ensure that such location would not be affected from flood. The changes in consumers' behavior affected the Company to focus significantly on conditions of locations, including possibilities to be subject to natural disasters. Moreover, the Company consistently followed up and continually provided

facilities to the residents of the Company's projects affected on the flood crisis.

### 3.10 Risk from the influence of the major shareholders upon the determination of the management policy

Thanyalakpark family members are the major shareholders holding, in aggregate, 50.92 per cent of registered and paid-up capital (detail as of December 31, 2014). Consequently, the Company and/or the minority shareholders could have a risk from major shareholders having control over almost all of shareholder meeting resolutions, except for matters required by law or the Articles of Association to be approved by 3 out of 4 of the votes in the shareholders meeting, and the major shareholders having influence upon the determination of management policy because they held more than one half of the total shares, in aggregate, and were members of the Board of Directors as well.

However, the Company has a policy on power balancing by appointing Audit Committee consisting of 4 independent audit directors and 2 independent directors, totaling 6 independent directors from 10 directors of the Company. The Chairman of the Audit Committee also held the office of the Chairman of the Board of Directors, which would help enhancing the efficiency and transparency of the management through the control and audit systems of the Company and power balancing of executives of the Company. Therefore, the Company ensures that all shareholders, as well as the stakeholders, shall be treated equally and fairly.

### 3.11 Risk from decline in the stock price

The investors might be at risk of a decrease of the stock price when the warrant holders will buy totally 4,380,000 shares by granting to the executives and employees of the Company and/or its subsidiaries, and such shares are traded on the Stock Exchange of Thailand.

## 14. Legal Disputes

As of 31 December 2014, the Company is the defendant in a total 15 court cases. The total amount claimed against the Company under the 13 court cases (not including 2 court cases in which Chokechai Property & Law Center Co., Ltd., as the Company's lawyers, is of the opinion that the

plaintiffs in those cases are not entitled to take legal action against the Company because the Company was not involved), does not exceed 5% of shareholder's equity and has no material adverse impact on the operation of the Company's business.

## 15. Shareholding Structure

### 15.1 The Company's securities

As at December 31, 2014, the Company had registered capital of 770,574,976 Baht, divided into 770,574,976 ordinary shares with a par value of 1 Baht per share, and paid-up capital of 765,874,078 Baht, divided into 765,874,078 ordinary shares with a par value of 1 Baht per share.

The resolution of the Extraordinary General Meeting of shareholders No. 1/2014 held on September 25, 2014, the Company allotted newly issued shares in total not exceeding 51,370,151 shares, with a par value of Baht 1, to accommodate the stock dividend payment and the adjustment of

exercise price and ratio of warrants to purchase new ordinary shares of the Company to be issued to executives and employees and/or subsidiaries No. 1 (SENA-WA) and No. 2 (SENA-WB)

### 15.2 List of Shareholders

#### 1) Major Shareholders

On September 1, 2014, the book closing date for collect the name of shareholders according to Securities and Exchange Act section 225, there were 22 shareholders holding more than 0.5% of MBK paid-up shares, totaling 76.70% of its paid-up capital and 2,367 minority shareholders holding not exceeding 0.5% of its paid-up capital, totaling 23.30% of its paid-up capital.

The top ten major shareholders of SENA Development Public Company Limited were as follows:

List of Shareholders	Shareholding	
	No. of Shares	(%)
1 Mr. Theerawat Thanyalakpark	238,676,458	33.40
2 Miss Kessara Thanyalakpark	101,911,764	14.26
3 Mrs. Jindachaya Denpaisal	38,147,058	5.34
4 Miss Umaporn Thanyalakpark	20,794,117	2.91
5 Miss Sriwarat Thanyalakpark	17,720,588	2.48
6 Mr. Kenneth Rudy Kamon	16,698,000	2.34
7 Mrs. Chawi Jiasuwan	16,423,535	2.30
8 Mrs. Supaporn Chansereewittaya	14,000,000	1.96
9 Mr. Soontorn Koorattanapisan	10,500,000	1.47
10 Mr. Apisit Panpruet	10,220,000	1.43
11 Minority shareholders	229,613,305	32.11
<b>Total</b>	<b>714,704,825</b>	<b>238,676,458</b>
<b>Registered capital</b>	<b>857,711,687</b>	<b>Baht</b>
<b>Issued and paid-up capital</b>	<b>714,704,825</b>	<b>Baht</b>

**2) The major shareholders who have significant influences on the Company's management policy or operation.**

- None -

**Limited of Foreigner Shareholder**

The foreign shareholders cannot hold shares of the company more than 35 percent of the outstanding and paid-up shares on September 1, 2014, and they held shares of the company for 3.28 percent.

## 15.3 Dividend Distribution Policy

The Company and its subsidiaries had a policy to distribute dividends at least at 40 per cent of net profit after corporate income tax of each year of the consolidated financial statement. Dividend distribution would take into consideration the following factors, e.g. results of operation and financial positions of the Company, liquidity of the Company, business expansion and other factors related to the Company management. Such dividend distribution must be approved by the Board of Directors or the shareholder meeting (as the case may be).

### Details of Dividend Payment for the Last 5 Years

(Unit : Baht)

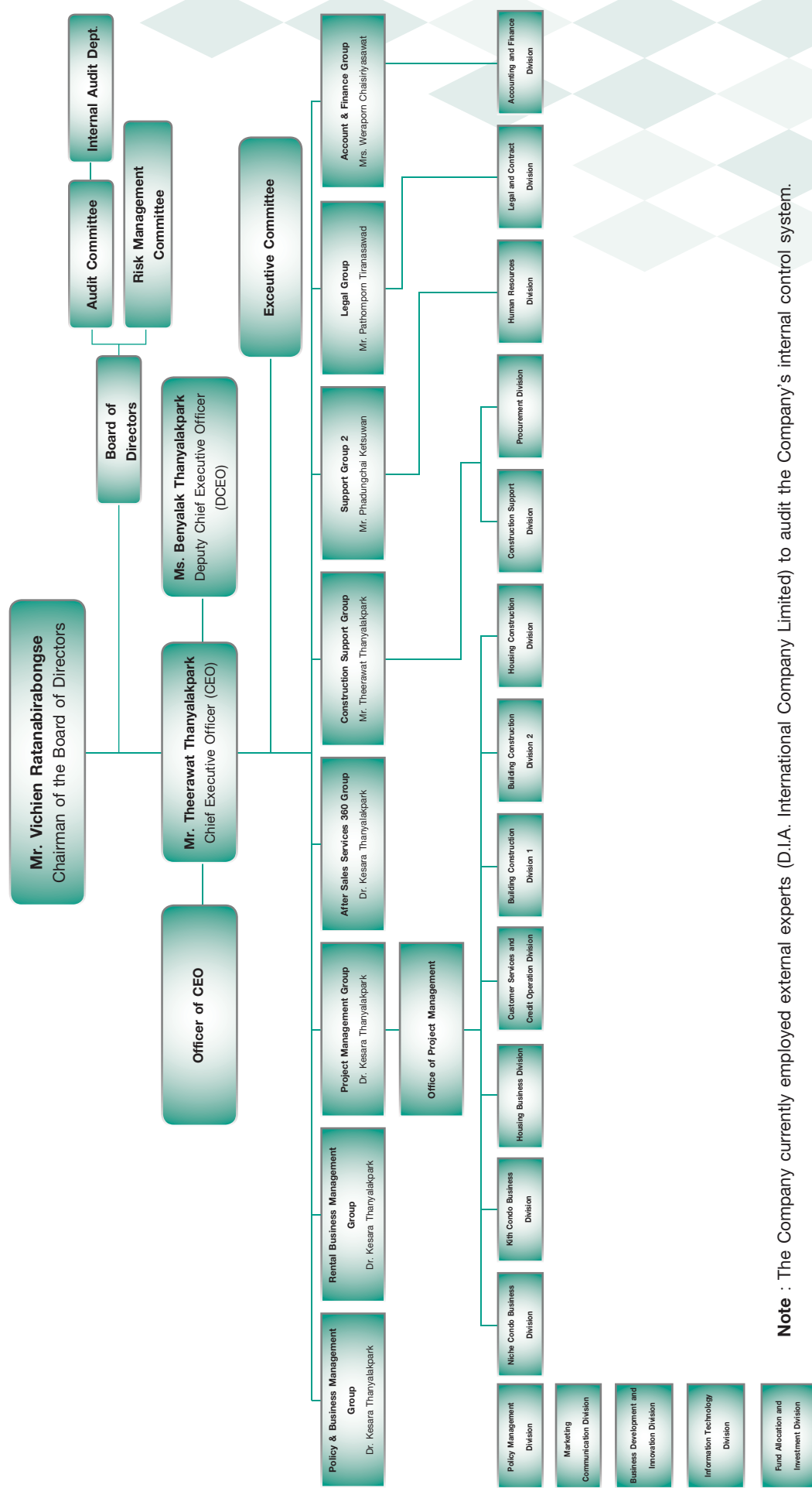
Details of Dividend Payment	2013	2012	2011	2010	2009
1. Net Profit (Baht) (shareholders' equity of parent)	269,744,851	294,048,493**	418,198,931	316,697,124.65	284,099,975.17
2. Net Profit/Share (Baht)	0.38	0.41	0.62	0.47	0.42
3. Number of shares	714,704,825	714,704,825	675,000,000	675,000,000	675,000,000
4. Dividend to be paid per share (Baht : Share)	0.151	0.165	0.248	0.187	0.1687
5. Total Dividend to be paid (Baht)	107,920,428.58	117,926,296.13	167,280,087.50	126,684,000	113,872,500
6. Dividend Payment Rate (%)	40.00	40.00	40.00	40.00	40.08

Remark: \*\* A number of Net Profit before improving financial statements under the accounting standards

## 16. Management Structure

### 16.1 Organization Chart

Organization Chart  
SENA Development Public Company Limited



**Note :** The Company currently employed external experts (D.I.A. International Company Limited) to audit the Company's internal control system.

The Company's management structure consists of the Board of Directors and specialized committees responsible for supporting important management areas and works in respect of which the Board of Directors has adopted resolutions including the Audit

Committee, the Executive Committee, the nomination and remuneration committee and the risk management committee. The details of the responsibilities of the various committees are as follows:

### ❖ Board of Directors

As at 31 December 2014 the Company had 11 directors comprising:

1. Mr. Vichien Ratanabirabongse	<b>Chairman of the Board, Chairman of the Audit Committee and Independent Director</b>
2. Mr. Kamol Thammanichanond	Member of the Audit Committee and Independent Director
3. Mr. Pramote Chotmongkol	Member of the Audit Committee and Independent Director
4. Mrs. Duangphorn Sucharittanuwat <sup>(1)</sup>	Member of the Audit Committee and Independent Director
5. Professor Chaiyos Hemaratchatha	Director and Independent Director
6. Police General Achirawit Supanpesach	Director and Independent Director
7. Mr. Theerawat Thanyalakpark	Director, Chief Executive Officer
8. Miss Benyalak Thanyalakpark	Director
9. Miss Kessara Thanyalakpark	Director
10. Miss Umaporn Thanyalakpark	Director
11. Mrs. Weraporn Chaisiriyasawat	Director and Corporate Secretary

Note: <sup>(1)</sup> Mrs. Duangphorn Sucharittanuwat was appointed as a director on 25 September 2014

### Directors authorized to sign on behalf of the Company

Any two of Mr. Theerawat Thanyalakpark or Miss Benyalak Thanyalakpark or Miss Umaporn Thanyalakpark or Miss Kessara Thanyalakpark to co-sign with the Company's seal affixed

### Scope of power, duties and responsibilities of the Board of Directors

1. Perform duties to ensure compliance with laws, objectives, Articles of Association as well as resolutions of shareholder meetings, except for matters requiring approval from shareholder meeting, and enter into connected transactions and trading of significant assets pursuant to regulations of the Stock Exchange or as prescribed by other agencies, etc.;
2. Consider approving business policies, targets, operation plans, business strategies and annual budgets;
3. Consider approving appointment of qualified persons without prohibited characteristics prescribed in the Public Limited Company Act B.E. 2535 (A.D. 1992) and law governing securities and security exchange including notifications, rules and/or regulations related to directorship in case the director office is vacated for reason other than vacating office at the end of its term;
4. Consider electing executive directors from directors of the Company and determine scope of their power, duties and responsibilities;
5. Consider appointing independent directors and audit directors taking into consideration their qualifications and prohibited characteristics



- pursuant to law governing securities and security exchange including relevant notifications, rules and/or regulations of the Stock Exchange, or propose to shareholder meeting to consider electing as independent directors and audit directors of the Company;
6. Consider determining and amending the list of directors authorized to bind the Company;
  7. Appoint any other person to operate the Company's business under supervision of the Board of Directors, or may authorize such person to have such power and/or within such time as the Board deems appropriate, and the Board may cancel, revoke, change or amend such authorization;
  8. Consider approving transactions of acquisition or disposal of assets, except if such transactions require approval from the shareholder meeting. Such approval will be in accordance with notifications, rules and/or regulations related to the Stock Exchange;
  9. Consider approving connected transactions, except if such transactions require approval from the shareholder meeting. Such approval will be in accordance with notifications, rules and/or regulations related to the Stock Exchange; and
  10. Consider approving interim dividend distribution to shareholders when the Company has sufficient profit to do so, and report such dividend distribution to shareholder meeting at its next session.

Assignment of power, duties and responsibilities of the Board of Director must not be in such manner as authorization or sub-authorization which will enable the Board of Directors or the person authorized thereby to approve transactions in which it or the person has conflict of interest (as defined in the SEC notification) for both the Company and its subsidiaries.

### ❖ Audit Committee

As at 31 December 2014, the Company had 4 members of the Audit Committee comprising;

1. Mr. Vichien Ratanabirabongse	<b>Chairman of the Audit Committee</b>
2. Mr. Kamol Thammanichanond	Member of the Committee
3. Mr. Pramote Chotmongkol	Member of the Committee
4. Mrs. Duangphorn Sucharittanuwat <sup>(1)</sup>	Member of the Committee

Note: The Audit Director with knowledge and experiences in reviewing financial statements is Mr. Kamol Thammanichanond.

<sup>(1)</sup> Mrs. Duangphorn Sucharittanuwat was appointed as a director on 25 September 2014

### Scope of power, duties and responsibilities of the Audit Committee

1. Review the financial reports of the Company to ensure the correctness and adequate disclosure;
2. Ensure that the Company has appropriate and efficient internal control and internal audit systems by reviewing those systems with auditor, review the independence of the internal
3. Review the performances of the Company to ensure that they are in accordance with the law governing securities and security exchange and the Stock Exchange's regulations and any laws applicable to the Company's business;

audit function and approve the appointment, transfer and termination of employment of the head of internal audit division or other divisions that are responsible for the internal audit;

4. Consider, select, and nominate independent persons to be auditors of the Company and propose their remuneration as well as attend at least one meeting a year with the auditors without the presence of management;
5. Review the connected transactions or the transactions that may lead to conflicts of interests, to ensure that they are in compliance with the laws and the Stock Exchange's regulations, and are reasonable and for the highest benefit of the Company;
6. Prepare the audit committee activity reports by disclosing on Company's annual report. The report shall be signed by the Chairman of the Audit Committee and should contain at least the following information:
  - (a) Comments on the accuracy, completeness and reliability of the financial report of the Company;
  - (b) Comments on the sufficiency of the internal control system of the Company;
  - (c) Comments on the compliance with the laws governing securities and security exchange and the Stock Exchange's regulations and any laws applicable to the business of the Company;
  - (d) Comments on the appropriateness of the auditor of the Company;
  - (e) Comments on the transactions that may lead to conflicts of interests;
  - (f) The number of the Audit Committee meetings, and the attendance of such meetings by each committee member;
  - (g) Opinion or overview comment received by the Audit Committee from its performance of duties in accordance with the charter; and
  - (h) Report on other matters that shareholders and investors should be concerned within a scope of duties and responsibilities appointed by the Board of Directors.
7. Undertake other matters as assigned by the Board of Directors with the approval of the Audit Committee.

#### ❖ Executive Committee

As at 31 December 2014, the Company had 5 executive directors comprising;

1. <b>Mr. Theerawat Thanyalakpark</b>	<b>Chief Executive Officer</b>
2. Miss Benyalak Thanyalakpark	Executive Director
3. Mrs. Weraporn Chaisiriyasawat	Executive Director
4. Mr. Panom Traisuwan	Executive Director
5. Mr. Pathomporn Tirana-swat	Executive Director
6. Miss Kessara Thanyalakpark <sup>(1)</sup>	Executive Director

Note: <sup>(1)</sup> Miss Kessara Thanyalakpark was appointed as a director on 25 September 2014

#### Scope of power, duties and responsibilities of the Executive Committee

1. Prepare and present the Company's business policies, targets, operation plans, business strategies and annual budgets for approval by the Board of Directors;
2. Determine business plans, managerial power and budgets of the Company for approval by the Board of Directors;
3. Control the Company's business operation to ensure compliance with the business policies, targets, operation plans, business strategies and budgets approved by the Board of Directors efficiently and favorable to the business condition;

4. Have the power to consider approving application for any loan or credit from financial institute as well as payment or expenditure for transaction in the normal course of business of the Company, e.g. expenditure for investment to purchase land or land with structure, investment on construction and expenditure for work execution, within the amount not exceeding 700 million Baht or its equivalence for each transaction, or as assigned by the Board of Directors;
5. Determine efficient organization structure and management covering selection, training, employment and termination of employment of staffs of the Company who are in the Management or high-level executives, possibly by authorizing the Managing Director to sign the employment contracts;
6. Supervise and approve matters related to the Company's business operation and may appoint or assign one or more persons to perform any act on behalf of the Executive Committee as deemed appropriate, and the Executive Committee may cancel, change or amend such authorization; and
7. Perform any other duties as assigned by the Board of Directors.

In making authorization referred to above to the Executive Committee, executive directors with interest in any transaction in which they have possible conflict of interest or any other conflict of interest with the Company or its subsidiaries shall not be entitled to vote in the matter. Approval of such transactions with possible conflict of interest may be made in accordance with Notification of the Stock Exchange of Thailand re Rules, Procedures and Disclosure of Connected Transactions of Listed Companies.

#### ❖ The Nomination and Remuneration Committee

As at 31 December 2014, the Company had 3 members of the Nomination and Remuneration Committee named as following;

1. **Mr. Pramote Chotmongkol**
2. Miss Kessara Thanyalakpark
3. Mr. Phadungchai Ketsuwan

**Chairman of the Nominating and Remuneration Committee**  
The Nomination and Remuneration Director  
The Nomination and Remuneration Director

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

1. Select persons appropriately to be nominated as the new director or recruit the senior executives and the authorities to manage the Company. The Nomination and Remuneration Committee defines policy, criteria, and procedures on nomination transparently to propose to the Board of Directors' meeting and/or the General Shareholders Meeting for approval.
2. Consider the guidelines on the remunerations including other benefits of the directors, the senior executives, and the authorities on managing the Company as fairly and reasonably in order to present to the Board of Directors' meeting and/or the General Shareholders Meeting for approval.
3. Perform other duties as assigned by the Board of Directors.

### ❖ The Risk Management Committee

As at 31 December 2014, the Company had 5 members of the Risk Management Committee as following;

<b>1. Mr. Theerawat Thanyalakpark</b>	<b>Chairman of the Risk Management Committee</b>
2. Miss Kessara Thanyalakpark	Risk Management Committee
3. Mrs. Weraporn Chaisiriyasawat	Risk Management Committee
4. Mr. Pathomporn Tirana-swat	Risk Management Committee
5. Mr. Sutham Orankitanan	Risk Management Committee

### Scope of power, duties and responsibilities of the Risk Management Committee

1. Acknowledge and suggest to the policies, strategies and directions on the risk management of the organization
2. Review the risk management plans of the management as well as the overall risk management process of the organization
3. Acknowledge the significant risks and consider the directions the management has responded to the risks appropriately
4. Monitor the manipulation of the risk management framework of the organization
5. Perform other duties as assigned by the Board of Directors

### ❖ The Management

As at 31 December 2014, the Company had 5 members of the Management comprising;

1. Mr. Theerawat Thanyalakpark	Chief Executive Officer
2. Miss Benyalak Thanyalakpark	Vice Chief Executive Officer
3. Mrs. Weraporn Chaisiriyasawat	Vice Chief Executive Officer
4. Miss Kessara Thanyalakpark <sup>(1)</sup>	Vice Chief Executive Officer
5. Mr. Pathomporn Tirana-swat	Assistant Chief Executive Officer

Note: <sup>(1)</sup> Miss Kessara Thanyalakpark was appointed as a director on 25 September 2014

### Scope of power, duties and responsibilities of the Managing Director

1. Has the power to control the Company's work management to ensure compliance with policies prescribed by the Board of Directors or the Executive Committee, and report the result thereof to the Board of Directors or the Executive Committee, respectively;
2. Consider the annual budget allocation prepared by the Management for submission to the Executive Committee for consideration and approval, and control the expenditure of the annual budget of each agency;
3. Consider assessing the Company's business operation regularly to prevent risks from various factors, internal or external;
4. Has the power to issue orders, regulations, notifications, memorandum to ensure that work performance is in accordance with policies of the Board of Directors or the Executive Committee or for the benefit of the Company;
5. Has the power to consider approving procurements and expenditures on matters relating to the normal course of business of the Company, including land purchasing, approval for procurement of construction materials and

other relevant services, and the operation costs, selling and administrative costs and investment costs to be in accordance with budgets approved by the Board of Directors or the Executive Committee, but not exceeding 100 million Baht per each transaction;

6. Consider the incurrence of obligations against the rights and properties of the Company with any party, company, firm or financial institute for submission to the Executive Committee for approval;
7. Consider the profit and loss of the Company, interim dividend distribution or annual dividend distribution for submission to the Board of Directors for approval; and
8. Take any action to support the Company's business operation as authorized by the Board of Directors subject to the policy of the Board of Directors.

The granting of the power and duties of the Managing Director referred to above will not include the power enabling the Managing Director to approve any transaction in which he or any party with possible conflict, interest or any other conflict of interest (as prescribed by the Articles of Association and the Office of the SEC) made with the Company or its subsidiaries.

In addition, in respect of the Company's subsidiaries, the Boards of Directors of such subsidiaries shall have the power to consider approving procurements and expenditures in respect of their business operation, which includes land purchasing, approval for procurement of construction materials and other relevant services, and operating costs, selling and administrative costs and investment costs in accordance with budgets approved by the Board of Directors or the Executive Committee, but not exceeding 50 million Baht per each transaction. If any such transaction exceeds 50 million Baht, the transaction must be approved

by the Executive Committee of the Company, and if it exceeds 100 million Baht, the transaction must be approved by the Board of Directors of the Company.

#### ❖ Corporate Secretary

The Corporate Secretary is Mrs. Weraporn Chaisiriyasawat.

#### Scope of power, duties and responsibilities of the Corporate Secretary

1. Prepare and keep the following documents:
  - (a) Director registration;
  - (b) Letters of invitation to attend Board meetings, minutes of Board meetings and annual reports of the Company;
  - (c) Letters of invitation to attend shareholder meetings and minutes thereof.
2. Keep reports on interests reported by directors or executives and forward copies thereof to Chairman of the Board of Directors and Chairman of the Audit Committee for information within seven business days of receipt by the Company of such reports;
3. Set up a system for storage of documents and evidences relating to the following information and ensure proper and complete storage thereof in verifiable manner for a period of at least five years of preparation thereof.
 

Storage of documents and evidences referred to above shall mean to include storage with computer system or any other retrievable system without any change in the content thereof.

  - (a) Provision of information for resolution of shareholder meeting;
  - (b) Financial statements and reports on financial position and results of the Company's operation or any other report required to be disclosed under Section 56, Section 57, Section 58 or Section 199 of the Securities and Exchange Act;



- (c) Comments of the Company when there is any proposal to tender the shares of the Company from any shareholder in general; and
  - (d) Provision of information or any other report relating to the business prepared by the Company for dissemination to shareholders or the general public as required by the Capital Market Supervisory Board.
4. Take other actions as to be announced by the Capital Market Supervisory Board;
  5. Perform duties with responsibility, care and honesty and in accordance with laws, objectives, the Articles of Association, Board resolutions as well as shareholder meeting resolutions, and refrain from taking any action materially contradictory to, or inconsistent with, the Company's interest;
  6. Perform duties with responsibility and care in such manner as a reasonable person operating such business should do under the same circumstances by:
    - (a) Making decisions with honest and reasonable belief that such decisions are made for optimal benefits of the Company;
    - (b) Decisions are made based on information honestly believed to be adequate; and
    - (c) Decisions are made without his/her interest, directly or indirectly, in the matters which the decisions are made.

In case the Corporate Secretary vacates office or cannot perform his/her duties the Board shall elect a new Secretary within ninety days of the date the former Secretary vacates office or cannot perform his/her duties.

#### ❖ Director and Executive Nomination

The Company still had no specific Nominating Committee. Persons nominated to director and executive offices of the Company

must be fully qualified as per Section 68 of the Public Limited Company Act B.E. 2535 (A.D. 1992) and the Notification of the Capital Market Supervisory Board. No. TorChor. 28/ 2551 re Application for and Permission of Offering of Newly Issued Shares, dated 15 December 2008, without possessing prohibited characteristics as per the Notification of the Capital Market Supervisory Board regarding executives of companies issuing securities. All directors and executives have no record of committing offense within the period of 10 years retroactively prior to the date of filing of application and have no record of having been subject to a final judgment for bankruptcy, have not violated regulations, procedures, notifications, orders, resolutions or agreement of listing with the Stock Exchange as well as circulars required by the Stock Exchange to comply with, nor committed any offence against property or any offense pursuant to law governing securities and security exchange, without any pending dispute or prosecution

#### Elements and Nomination of Directors

Element of and nomination, election, removal or vacation of office of directors are prescribed in the Articles of Association. Shareholder meeting will elect directors in accordance with the following rules and procedures:

1. Each shareholder shall have a number of votes equal to the number of shares held.
2. Each shareholder may exercise all the votes he/she has under (1) to elect one or several persons as director or directors, but may not allot his/her votes to any person in any number.
3. The candidates shall be appointed as directors in order of ranks descending from the highest number of votes received until all of the director positions are filled. Where the vote

cast for candidates in descending order tie, which would cause the number of directors to be exceeded, the Chairman of the meeting in which directors are being elected shall have a casting vote.

In every annual ordinary meeting one-third of the directors shall retire and those holding their office longest shall retire first. If the number of directors is not a multiple of three, the number of directors closest to one-third shall retire.

### ***Elements and Nomination of Audit Directors***

The Audit Committee of the Company must consist of at least 3 directors elected by the Board of Directors and must possess such qualifications as required by law governing securities and security exchange including notifications, regulations and/or procedures of the Stock Exchange. At least 1 audit director must have knowledge in accounting and finance. Nominated audit directors must be qualified in respect of independence, i.e.:

1. holding shares not exceeding 1 per cent of the total number of shares with voting rights of the Company, its parent company, subsidiary company, affiliate company, or juristic person with possible conflict, including shares held by related persons of such independent director;
2. neither being nor used to be an executive director, staff, employee, advisor who receives salary, or controlling person of the Company, its parent company, subsidiary company, affiliate company, same-level subsidiary company, or juristic person with possible conflict, unless the foregoing status has ended not less than 2 years prior to the date of election;
3. not being a person related by blood or legal registration as parent, spouse, sibling and child, including spouse of a child of an executive, major shareholder, person with controlling power or a person to be nominated as executive or person with controlling power of the Company or a subsidiary;
4. neither having nor used to have business relationship with the Company, its parent company, subsidiary company, affiliate company or juristic person with possible conflict in such manner as may hinder his/her independent discretion, and neither being nor used to be a major shareholder, non-independent director or executive of a person with business relationship with the Company, its parent company, subsidiary company, affiliate company or juristic person with possible conflict, unless the foregoing relationship or status has ended not less than 2 years prior to the date of election;
5. neither being nor used to be an auditor of the Company, its parent company, subsidiary company, affiliate company or juristic person with possible conflict, and not being major shareholder, non-independent director, executive or managing partner of an auditing

The business relationship referred to in paragraph one includes the entering into commercial transaction for a conduct of normal business operation, renting or leasing of real estates, transaction relating to assets or services, or provision or receipt of financial assistance by receiving or lending money, guaranteeing, and using assets as loan collaterals, including other similar circumstances resulting in the Company or the party having debt burden payable to the other party from 3 per cent of the net tangible assets of the applicant or 20 million Baht or more, whichever is the higher. Calculation of such debt burden shall be in accordance with calculation of value of connected transactions as per Notification of the Board of Governors of the Stock Exchange of Thailand re Disclosure of Information and Other Acts of Listed Companies concerning the Connected Transactions, mutatis mutandis. But in considering such debt burden, all debt burdens incurred during 1 year prior to the date of business relationship of the same person shall be included.

office which employs auditor of the Company, its parent company, subsidiary company, affiliate company or juristic person with possible conflict, unless the foregoing status has ended not less than 2 years prior to the date of election;

6. neither being nor used to be any professional service provider, including provision of service as legal advisor or financial advisor or appraiser with service fee of exceeding 2 million Baht per year from the Company, its parent company, subsidiary company, affiliate company or juristic person with possible conflict. In case the professional service provider is a juristic person, this shall include the being of major shareholder, non-independent director, executive or managing partner of the professional service provider, unless the foregoing status has ended not less than 2 years prior to the date of election;
7. not being director elected as representative of any director of the Company, its major shareholder or shareholder related to any major shareholder of the Company;
8. not undertaking any business in the same nature and significantly in competition to the business of the Company or its subsidiary company or not being a significantly partner in a partnership or executive director, employee, staff, advisor who receives salary or holds shares exceeding 1 per cent of the total number of shares with voting rights of other company which undertakes business in the same nature and significantly in competition to the business of the Company or its subsidiary company; and
9. not having any other characteristics which cause the inability to express independent opinions with regard to the Company's business operations.

Independent directors with qualifications under 1-8 may be assigned by the Board of Directors to make decisions in the operation of business of the Company, its parent company, subsidiary company, affiliate company, same-level subsidiary company, or juristic person with possible conflict with a collective decision.

### ***Elements and Nomination of Executive Directors***

The Board of Directors shall nominate persons to hold offices of executive directors in the Executive Committee from a number of directors and/or executives as deemed appropriated.

### ***Elements and Recruitment of the Nomination and Remuneration Committee***

1. Most of the Nomination and Remuneration Committee are Independent Directors.
2. The Nomination and Remuneration Committee, as the item 1, should be Non-executive Directors to allocate their time on functioning. If the Executive Directors are required to be on the board, it should be a small membership of the total directors. Such Executive Directors will not participate in consideration on the remuneration of the Managing Director.
3. The Nomination and Remuneration Committee, as the item 1 and 2, should be the senior executives with expertise on such function.
4. The Nomination and Remuneration Committee should be composed of at least 3 persons. The Chairman of the Nomination and Remuneration should be independent director to perform their functions indepently and transparently.
5. This committee is appointed by the Board of Directors.

### • Elements and Nomination of the Executive Directors

The Board of Directors has proposed to appoint a nominee to serve as the Executive Director on the Board of Directors by election of the directors and/or the executives as appropriately.

### ❖ The Remuneration of the Directors and the Executives

The Company has defined the remuneration policy of the Directors clearly and transparently, which considered appropriately to their accountability and their responsibilities comparably to the remuneration rate of the Directors in the similar industries and level.

### The Remuneration of the Directors

The table shown the remuneration of the Boards was as of the year ended of December 31, 2014.

Name-Surname	Meeting Allowance (Baht)					Total Remuneration
	The Boards of Directors	The Audit Committee	The Nomination and Remuneration Committee	The Risk Management Committee	The Executive Committee	
1. Mr. Vichien Ratanabirabongse	150,000	120,000				270,000
2. Mr. Kamol Thammanichanond	100,000	60,000				160,000
3. Mr. Pramote Chotmongkol	100,000	60,000	-			160,000
4. Mrs. Duangphorn Sucharittanuwat <sup>(1)</sup>	20,000	10,000				30,000
5. Professor Chaiyos Hemaratchatha	80,000					80,000
6. Police General Achirawit Supanpesach	100,000					100,000
7. Mr. Theerawat Thanyalakpark	50,000			-	-	50,000
8. Miss Benyalak Thanyalakpark	50,000				-	50,000
9. Miss Kessara Thanyalakpark	50,000		-	-	-	50,000
10. Miss Umaporn Thanyalakpark	50,000					50,000
11. Mrs. Weraporn Chaisiriyasawat	50,000			-	-	50,000
12. Mr. Phadungchai Ketsuwan			-			-
13. Mr. Pathomporn Tirana-swat				-	-	-
14. Mr. Sutham Orankitanan				-		-
<b>Total</b>	<b>800,000</b>	<b>250,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,050,000</b>

<sup>(1)</sup> Mrs. Duangphorn Sucharittanuwat was served as the Director and the Audit Committee on September 25, 2014.

### The remuneration comparison summary of the Directors on 2010-2014

Remuneration	2010		2011		2012		2013		2014	
	Total (person)	Amount (Baht)	Total (person)	Amount (Baht)	Total (person)	Amount (Baht)	Total (person)	Amount (Baht)	Total (person)	Amount (Baht)
Meeting allowance	10	770,000	10	1,070,000	10	1,070,000	11	970,000	11	1,050,000

### Other non-monetary remuneration :

-None-

### The Remuneration to the Executives

The table shown the remuneration of the Executives of the Company was as of the year ended 2014.

Remuneration	2010		2011		2012		2013		2014	
	Total (person)	Amount (Baht)	Total (person)	Amount (Baht)	Total (person)	Amount (Baht)	Total (person)	Amount (Baht)	Total (person)	Amount (Baht)
Salary and Bonus	4	6,692,482	4	5,231,094	5	7,577,485	5	7,814,123	5	8,618,265

#### Other non-monetary remuneration :

-None-



## 17. Corporate Governance

With our determination in developing to sustainable growth, transparency, and really governance, the Board of Directors has adhered to the policy on compliance with management principles and good corporate governance. They are the key factors supporting to operating systematically and efficiency and leading the Company to conduct its business achieved. By determining the business efficiency and effectiveness, and fairness to all parties related to the Company, whether being shareholders, stakeholders, the committees, the executives and its employees, the Company has provided the written guidelines “Ethics and Code of Conduct for the directors, the executives, and employees” and notified to all executives and employees for their acknowledgement and implementation.

### Corporate Good Governance

#### Chapter 1: Rights of shareholders

The Board of Directors has emphasized on the rights of shareholders by refraining from committing any act of infringement or eviction against shareholders, and facilitating shareholders in exercising their rights. The procedures are established to ensure that fundamental rights of shareholders are protected as following:

- ❖ The Company will regularly notify all shareholders of the progress in the business operation by informing them directly or through the channel of the Stock Exchange of Thailand.
- ❖ The Company has arranged the General Shareholders’ Meeting once a year within 4 months after the end of the fiscal year (December 31 of the year), and in case of any urgent matters the Company might call an extraordinary shareholders’ meeting as necessary.
- ❖ The Company shall send the letter invitation for the Shareholders’ Meeting together with the adequate information on agenda items of the meeting at least 7-14 days in advance of the meeting date in accordance with the Articles of Association and/or as required by law, and the comments of the Board of Directors on every agenda in support of their consideration for resolution, including the comments of the Audit Committee contained on any significant agenda items or as required by law.
- ❖ The Company shall provide and arrange the location convenient to access thereto and select date and time suitably for shareholders to attend the meeting suitable.
- ❖ The Company shall publish the invitation letter to the meeting, in both Thai and English version, for 30 days in advance through the Company’s website: [www.sena.co.th](http://www.sena.co.th) on the topic of “Investor Relations” under the heading “Shareholders’ Meeting” for having sufficient time to consider the information and notifying through the news systems of the Stock Exchange of Thailand.
- ❖ Before commencing shareholders’ meeting, the Company shall inform shareholders of their rights under the Articles of Association to participate therein and resolve and exercise the right to vote, and the right to make an opinion and allow shareholders arriving late to participate and vote in the meeting. The Company also has a policy to refrain from committing any act limiting opportunities of shareholders, and arrange non-complicated meeting registration process and voting method to facilitate shareholders’ exercise of rights. The Chairman of the Board or of the

meeting shall allocate the meeting time sufficiently and allow shareholders to inquire and make an opinion or recommendations equally, including recording significant issues discussed at the shareholders' meeting in the minutes thereof. The Chairman of the meeting, the Board of Directors and the Directors specifically in charge of matters concerned shall attend the meeting to provide information and respond to inquiries on matters concerned.

- ❖ After shareholders' meeting, the Company shall inform the Stock Exchange of Thailand the resolutions passed by the meeting and prepare the minutes thereof for dissemination through the Company's website within 14 days after the shareholders' meeting date for shareholders to comment and review.
- ❖ Shareholders have an opportunity to propose an agenda in advance and any questions related to the agenda of the General Shareholders' Meeting for the year 2014, as well as, their opportunity to propose a nominee to be appointed as the directors. Such details shall be notified to shareholders through the news channels of the Stock Exchange of Thailand, including notifying the criteria and identifying the process clearly through the Company's website: [www.sena.co.th](http://www.sena.co.th), on the topic of "Investor Relations" under the heading of "Shareholders' Meeting".
- ❖ The Company shall not add any agenda or change any information without notification to shareholders prior to the General Shareholders' Meeting in 2014.
- ❖ The Company shall facilitate and encourage all shareholders to attend the meeting by arranging the location for the meeting conveniently accessible, nearby the electric train station, etc.

## Chapter 2: Equitable treatment of shareholders

The Company is aware of the equitable treatment of all shareholders, groups, whether major or minor ones, institutional investors, or foreign shareholders. The Company has defined the guideline for practice as following:

- ❖ In case any shareholders express the desire to the Company to propose any additional agenda or any matter at least 3 working days prior to the shareholders' meeting, the Board of Directors considers and find out that such agenda is beneficial to the Company and shareholders. Then, the Company has a policy to facilitate by proposing such agenda to the shareholders' meeting for consideration, and notifying shareholders such additional agenda through the channel of the Stock Exchange of Thailand.
- ❖ In case any shareholders express the desire to the Company to nominate a nominee to be selected to be the director of the Company by sending completely information and qualifications, and the letter of consent of the nominee to the Company at least 3 months prior the shareholders' meeting. The Company has a policy to consider a nominee as proposed to the office of director to replace the director retired by rotation in each year and propose to the shareholders' meeting for consideration and resolution.
- ❖ The Company has arranged all shareholders to receive information of the Company accurately, adequately, timely and equitably in respect of the meeting date, meeting agenda items and details of each agenda to support their decision making in the shareholders' meeting. Therefore, the Company shall send the letter invitation to every meeting earlier than the time required by the law, and published supporting information for the meeting agenda items in advance in the

- Company's website before distributing the documents to allow shareholders having adequate time to consider such information comprehensively.
- ❖ Any shareholders who cannot personally participate in a meeting can authorize a third party to attend and vote therein as proxy. The Company has also nominated an independent director or any other person as proxy. The Type B Proxy Form is attached to the invitation letter, whereby shareholders shall direct their vote in each agenda, which is the format prescribed by the Ministry of Commerce, with clear details of supporting documents to the proxy form. The Company has also published Type A, Type B and Type C Proxy Forms (for foreign shareholders appointing custodian in Thailand) on the Company's website for their downloading as well.
  - ❖ In the shareholders' meeting, the Company has allowed shareholders to register prior to the time prescribed for the meeting.
  - ❖ Chairman of the meeting shall explain the voting procedures and conduct the meeting in accordance with the agenda items stated on the invitation letter to the meeting without adding any agenda of which shareholders were not informed in advance. The Chairman of the meeting shall explain details of the agenda items and allow shareholders equitable right to examine the Company's business operation, make inquiries, comments and suggestions before voting and counting votes. All shareholders shall vote equitably.
  - ❖ In the shareholders' meeting, the Company requires that the voting rights are in accordance with the number of shares held by respective shareholders and one share would be entitled to one vote. All shareholders could vote equitably and be ensured that all shareholders receive accurate, adequate, timely and equitable information of the Company regarding to the meeting date, meeting agenda items and details of each agenda to support their decision making in the meeting. After explaining details of the agenda items, shareholders shall be given equitable rights to examine the Company's business operation.
  - ❖ The Company has provided voting forms and adopted a clear practice to prevent conflict of interests. All directors holding shares of the Company are deemed stakeholders. If any director has conflict of interests in any agenda, such director must disclose it to the meeting and shall have no right to vote that agenda. For agenda on election of directors, the Company shall propose that voting be made to elect director individually from the list of nominees considered by the Board of Directors for transparency and verifiability.
  - ❖ The Company has prevented the use of internal information of the Company by defining and distributing the manual of ethics and disciplinary practices for employees of the Company.
  - ❖ The Company has a policy and direction to prevent the directors and the executives to use significant information with effects upon investment. Therefore, the Company shall inform the Stock Exchange of Thailand the resolutions of all Board of Directors' meetings immediately before opening of its next round of trading. The directors and the executives are unable to use the internal information for their personal benefits, and all directors and the executives must report to the Office of the SEC within 3 working days on their possession of securities every time they purchase or sell securities.

### Chapter 3: Role of stakeholders

The Company respects the rights of all groups of stakeholders and prescribed as code of conduct in its ethics to ensure that any legal right in respect of stakeholders, whether internal, i.e. employees and the executives of the Company and its subsidiaries, or external, i.e. customers, trade partners, shareholders, investors, independent auditor, competitors, communities as well as other agencies in the society, shall be cared for. The Company is also aware of the support of stakeholders in various groups which shall create the competitiveness and profits to the Company deemed as the Company's success in the long run and enable the Company to keep on operating the business well and stably with fair yields to all parties. The Company shall comply with all requirements of relevant laws and regulations and shall be aware of its responsibilities towards the society and consumers. Besides, the Company shall take into consideration the rights of those stakeholders and fairly care for them by listening to comments or recommendations of those stakeholders before committing any actions affecting stakeholders of all groups. Details are as follows:

- ❖ The policy concerning to the stakeholders, shareholders, customers, trade partners, environment and social is defined obviously. Moreover, the Company places more importance on society and several social activities.
- ❖ Disclose the Company's policies and practices to all stakeholder groups such as human resources, safety, customers/trade partners/creditors, environment, shareholders, etc.
- ❖ The policies on preventing the fraud, corruption, the receiving and giving gifts or other benefits to induce on illegal actions, conflict of interests, are determined and disclosed such practices to the trade partners for their acknowledgement.

- Treat employees equitably and fairly and give appropriate compensations;
- The purchase of goods and services from trade partners is in compliance with trade conditions including adhering to the contractual agreement with trade partners.
- Take care of customers and be responsible for customers both in respect of residence quality and service provision
- Comply with the loan conditions in accordance with the agreements made with the creditors granting loans to the Company;
- Comply with good competition rules; avoid dishonest practices to destroy trade competitors
- Be responsible for the environment of communities and society and support the community activities to patronize the society in appropriate times and opportunities.
- Provide the provident fund for employees and offer shares to the executives and employees of the Company and/or its subsidiaries (the ESOP Scheme)

### Chapter 4: Information disclosure and transparency

The Company emphasized on the disclosure of information accurate, complete, transparent, truthful, reliable, regular and timely to investors and related parties equitably under the requirements of the Stock Exchange of Thailand and the Office of the SEC. All information were disclosed both in Thai and English versions in respect of general information, financial reports as well as other significant information with effects upon the value of the Company's securities and information disclosed to the analysts and investors. The Company has arranged the channels contacting with the investors and for information disclosure through various channels as follows:

- ❖ Through the news systems of the Stock Exchange of Thailand and the Company's website: [www.sena.com](http://www.sena.com)
- ❖ Disclose the information on the annual report and the Company's website completely such as the financial statements, the policy of ethics and corporate good governance, policy of social responsibility, the analysis from the analysis of the financial analyst of various institutes, nature of business, annual report, annual information form, Shareholders' meeting, list of major shareholders, notification to the Stock Exchange of Thailand, and news from printed media.
- ❖ All financial statements together with the information the Company submitting to the Stock Exchange of Thailand and the Office of the SEC.
- ❖ No record or notification from the Stock Exchange of Thailand and the Securities and Exchange Commission requesting the Company to correct the financial statements.
- ❖ The financial statements of the Company are certified unconditionally by the auditor.
- ❖ Disclose the criteria of the remuneration of the Directors and the Executives in the annual report clearly
- ❖ Disclose the information of share held by the Directors and the Executives clearly and define the policies to the Directors and the Executives for reporting their purchase-sale the Company's shares to the SEC.
- ❖ The Company has established the specific team to supervise the dissemination of information to shareholders, analysts and institutes concerned. Investors can inquire on such information at tel. 0-2541-5014-22 or Email address: [IR@senadevelopment.com](mailto:IR@senadevelopment.com), and the Company added another channel for access the information by interested parties equitably through the website: [www.senadevelopment.com](http://www.senadevelopment.com).
- ❖ In 2014, the Company held activities in presenting information, directly and indirectly, i.e.: the information presentation on the Opportunity Day organized by the Stock Exchange of Thailand (Opportunity Day)
- ❖ Appoint the certified auditor approved by the General Shareholders' Meeting for 2014, which the auditor having qualifications in compliance with the regulations of the Stock Exchange of Thailand. The audit fee for the year 2014 was the amount of Baht 1,200,000 equally to 2013, which included the audit fee toward the right of Board of Investment (BOI). The auditor did not provide other services to the Company and not having relationship and/or conflict of interest to the Company/its subsidiaries/major shareholders or persons involved.

## Chapter 5: Responsibilities of the Board of Directors

### 1. Structure of the Board of Directors

The Company has defined the qualifications of prospective nominees for the directors in accordance with relevant laws by taking into consideration experiences and expertise from various professions in various businesses. They must also have such knowledge and capacities to supervise the Company efficiently and adequately. Election of the directors and the executive directors was in accordance with the rules and the nomination process to find nominees with suitable qualifications, transparently and reliably through consideration by the Board of Directors and/or shareholders. The Company prescribed the duties and responsibilities of the Board and subcommittees and clearly specified the term of office of the directors in the Company's management program.

The Board of Directors consists of 10 directors comprising 6 independent directors, 4 audit committee and independent directors, and 3 executive directors.



The Chairman of the Board of Directors is the same person as the Chairman of the Audit Committee and is independent from the Management. The Board of Directors' structure is consisted of 6 independent directors out of 11 directors, thus balancing the power and can review the management.

The term of office of the directors is 3 years each. When the term of the directors is expired by rotation, The Board of Directors will consider to electing nominees with appropriate qualifications, knowledge, capacities and experiences appropriate to the Company to fill the vacancies. The directors retired by rotation may be re-elected for another term.

All members of the Board have never violated the regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand to perform precisely.

The Company has provided the manual "Ethics", which is the disciplines which the directors, the executives, and all employees strictly conduct. The violation of such disciplines determined by the personnel management shall be considered violating the rules.

## 2. Subcommittee

The Board of Directors has appointed the specific committees to support the significant operation management and review the matters as necessary and suitably as following:

1. The Executives Directors
2. The Audit Committee
3. The Nomination and Remuneration Committee
4. The Risk Management Directors

The power and duties of the specific committees are as per details described in the management structure. The qualifications of each committee are in compliance with the scope, responsibilities of specific committee clearly defined by the Stock Exchange of Thailand, and also

requiring the Company to notify all the minutes of the Board of Directors' meeting.

## 3. Roles, duties and responsibilities of the Board of Directors

The Board of Directors has involved in prescribing the policies, goal, business plans and budgets of the Company, and supervised the Management to perform in accordance with the plans and budgets determined as proficiently and effectively.

The Company has defined the policies for the Board of Directors to be responsible for the consolidated financial statements and separate financial statements of the Company by assigning the Audit Committee to review and assess the internal control systems to be efficiency thereof to create confidence for all stakeholders. In addition, the Board of Directors has prepared the report on the responsibility of the Board to the financial report, including the financial information contained in the annual report. Such financial statements are prepared in accordance with generally accepted accounting standards in Thailand by selecting appropriate accounting policies regularly practiced and using the discretion carefully, the best estimate in the preparation thereof. The significant information is disclosed adequately in the notes to the financial statements for benefits to shareholders and general investors to acknowledge the information which presents fairly and reasonable financial status and results of operation. The quality of the financial report is contained in the report on the responsibilities of the Board of Directors to the financial report in the annual report.

Moreover, the Company has clearly prescribes the scope of power and duties of each committee, especially the Executives Committee and the Managing Director, thus resulting in such committees or person having no exclusive power, and there is a balance in significant resolutions which require approval from the Board of Directors

or shareholders' meeting (as the case may be). In addition, the directors shall not approve any transactions in which they or their related persons and close relatives have conflict of interest.

The Board of Directors has arranged to maintain an effective internal control system to ensure reasonably that accounting transactions are accurate, complete and adequate to retain properties and to become aware of weak points to prevent dishonesty or illegal actions significantly.

The Board of Directors appointed the Audit Committee to respond the quality of the financial report and the internal control system. Presently, the

Company appointed Wong Kanit Accounting Office, which is the external expert on the internal control system assessment, including providing advices, examining, assessing and monitoring the internal control system, the risk management system, good governance, and reporting directly to the Board of Directors.

Besides, the Board of Directors has reviewed its vision, mission to make the Executives and employees have the same goal and direction. Such actions shall be done at least every 5 years in compliance with the changeable situations.

#### 4. The Board of Directors' Meetings

The Board of Directors shall schedule the Board of Directors' meeting throughout the year in advance and hold the meetings regularly on every 3 months or at least 4 meetings annually. In 2014, the Company held 7 meetings of the Board of Directors. In addition, the Company may hold the extraordinary meetings as necessary by clearly specifying the agenda items in advance. In each meeting, the invitation letter together with agenda items of the meeting will be sent at least 7 days to the Board of Directors before the meeting date to have sufficient time for considering the information before the meeting. The Chairman shall set aside time for the directors to comment freely on various issues. If any directors have a conflict of interest in the matter being considered, those directors will not allow to make decision in such matter. The minutes of the meeting will be prepared and kept systematically and verifiably. The details on the meeting attendance of each member of the Board are concluded as following:

Name of Directors	No. of Attendance/ No. of Meeting				
	The Board of Directors	The Audit Committee	The Nomination and Remuneration Committee	The Risk Management Committee	The Executives Directors
1. Mr. Vichien Ratanabirabongse	6/7	6/6			
2. Mr. Kamol Thammanichanond	6/7	6/6			
3. Mr. Pramote Chotmongkol	6/7	6/6	1/1		
4. Mrs. Duangphorn Sucharittanuwat <sup>(1)</sup>	1/6	1/6			
5. Professor Chaiyos Hemarajata	5/7				
6. Pol. Gen. Achirawit Supanpesach	5/7				
7. Mr. Theerawat Thanyalakpark	7/7			1/1	13/13
8. Miss Benyalak Thanyalakpark	7/7				13/13
9. Miss Kessara Thanyalakpark	7/7		1/1	1/1	13/13
10. Miss Umaporn Thanyalakphark	7/7				
11. Mrs. Weraporn Chaisiriyasawat	7/7			1/1	13/13
12. Mr. Phadungchai Ketsuwan			1/1		
13. Mr. Panom Traisuwan					13/13
14. Mr. Pathomporn Tirana-swat				1/1	13/13
15. Mr. Sutham Orankitanan				1/1	

Note: <sup>(1)</sup> Mrs. Duangphorn Sucharittanuwat was appointed to be the Director and the audit committee on September 25, 2014

## (5) Self-evaluation of the Board of Directors

The Company has prepared self-evaluation form for the Board of Directors. Such form is arranged by the Stock Exchange of Thailand and revised by the Company to be consistent and appropriate for self-evaluation of the Board of Directors of the Company. Such assessment will support each director and the Board to consider and review all problems and difficulties during the past year whether any issues should be improved, e.g. the receipt of information, the opportunities to express one's views or issues which should be developed in the future, etc. It also serves as a tool to help checking and analyzing if the Board's performance is efficient and in full compliance with its duties.

## (6) Remunerations of the directors and the executives

The Board of Directors has defined the remuneration of the directors clearly and transparently by having the Nomination and Remuneration Committee consider the guidelines of the remuneration, including other benefits of the directors, the senior executives, and the authorities on the management.

### 1. Policy and criteria on remuneration payment to the Board of Directors

The remuneration to the Board of Directors is paid in the form of meeting allowance by considering on the duties, responsibilities, and the performance of the Board of Directors that beneficially to the Company. Such remuneration is comparable with the other companies having similar size and business type and according to the resolution of the General Shareholders' Meeting. Details were as follows:

1. Remuneration of the Board of Directors
  - Chairman

30,000 Baht per meeting

- Independent Director

20,000 Baht per meeting

- The Director

10,000 Baht per meeting

### 2. Remuneration of the Audit Committee

- Chairman of the Audit Committee

20,000 Baht per meeting

- Audit Committee

10,000 Baht per meeting

### 2. Policy and criteria on remuneration payment to the Executive Directors

The remuneration to the senior executives is paid in the form of salary, bonus, or other forms depending on the performance of the Company and the executives, which comparable to the standard of similar industry and in compliance with principles, including the policy defined by the Board of Directors which related to the Company's operation and performance of each executive.

## (7) Director and executive development

The Company is aware of the importance of the training and development consistently. All appointed directors has attended the orientation and received information of the Company such as vision, mission, strategies, goals, the Memorandum of Association, the Company's regulations, duties and responsibilities of the Board of Directors, the policy of the corporate good governance, business ethics, and other regulations adequately prior taking actions.

Moreover, the Company has encouraged the Board of Directors and all senior executives be trained and developed continually, especially the courses related to their duties, or organized by Thai Institute of Directors (IOD), the Stock Exchange of Thailand, The Securities and Exchange Commission. In 2014, the Company encouraged the directors to participate the following courses:

No.	Name	Position	The Training Courses in 2014
1	Mr. Pramote Chotmongkol	Independent Director and Audit Committee	Director Accreditation Program (DAP)
2	Miss Umaporn Thanyalakphark	Director	Director Accreditation Program (DAP)

### (8) The Share holding of the Directors and the Senior Directors as of December 31, 2014

Director/Senior Director	No. of shares held as of Dec. 31, 2013	No. of shares changes during the year 2014	No. of shares held as of Dec. 31, 2014		
			Individual	Related person <sup>(2)</sup>	Total
1. Mr. Vichien Ratanabirabongse	1,000,000	-	1,000,000	-	1,000,000
2. Mr. Kamol Thammanichanond	370,588	-	370,588	-	370,588
3. Mr. Pramote Chotmongkol	-	-	-	-	-
4. Mrs. Duangphorn Sucharittanuwat <sup>(1)</sup>	-	-	-	-	-
5. Professor Chaiyos Hemarajata	-	-	-	-	-
6 Pol. Gen. Achirawit Supanpesach	317,647	-	-	317,647	317,647
7. Mr. Theerawat Thanyalakpark	223,676,458	15,000,000	238,676,458	-	238,676,458
8. Miss Benyalak Thanyalakpark	1	-	1	-	1
9. Miss Kessara Thanyalakpark	101,911,764	-	101,911,764	-	101,911,764
10. Miss Umaporn Thanyalakphark	20,794,117	-	20,794,117	-	20,794,117
11. Mrs. Weraporn Chaisiriyasawat	-	-	-	-	-
12. Mr. Pathomporn Tirana-swat	-	-	-	-	-

<sup>(1)</sup> Mrs. Duangphorn Sucharittanuwat was appointed to be the Director and the Audit Committee on September 25, 2014.

<sup>(2)</sup> "Related Party" is meant a person or partnership under the Section 258 (1) to (7) of the Securities and Exchange Act B.E.2535

## Business Operation with Fairness

The Board of Directors has determined policies and conducted continually on the stakeholder practices equitably and fairly, with its honesty, in respect for the intellectual property rights, promotion on political rights as well as execution on any obligations to the stakeholders, which are follows:

- ❖ Practices to the business competitors according to the fair competition rules, not seeking confidential information of the competitors by dishonest or inappropriate methods by having guidelines as following:
  - Following the rules of the competitions
  - Not discredit the business competitors by accusation without the truth
  - Not violation or fraud to get the confidential information of the business competitors

- ❖ Creation good relationship with the business partners and/or creditors. The business operation shall be executed on the fundamental of fairness contributed to both parties, treated the business partners equitably by considering the most benefits of the Company. The circumstances on the conflict of interests are avoided, including complying with the covenants strictly to achieve the mutual benefits. The guidelines for practices are follows:

- competition on the equivalent information
- Not perform trickery to run business with the trade partners and/or creditors. In case that the information on fraud is found, the details must be declared to the trade partners and/or creditors in order to jointly solve the problems immediately and impartially.

- Execution under the conditions committed to the trade partners and/or creditors strictly. In case of being unable to perform, the trade partners and/or creditors must be immediately notified.

## Anti-Corruption

SENA Development Public Company Limited (“the Company”) has operated under the corporate good governance based on the principles of governance, business ethics, responsibility to the social and all stakeholders. In addition, the Company has committed to oppose against all corruptions. To compliance with corporate good governance, the anti-corruption standard, and the guidelines for business operation, the Company has prescribed the anti-corruption policy as follows:

- ❖ The management and employees of the Company shall not demand or receive any gifts, property, or benefits which the values are more than the normal business practices from those involved in the business dealing with the Company, or other persons having benefits from the management’s operation or the Company’s employees, except the regular traditional gift giving in the appropriate price.
- ❖ The management and employees of the Company shall not give gifts, property, or any benefits to a person coordinating business in order to obtain inapplicable benefits. It also includes the charity and political donations to persuade on the improper actions.
- ❖ The management and employees of the Company shall take responsible and prevent all forms of corruptions. In the Company’s employees encounter any corruption events, they must notify to the supervisor or the management immediately.

## Guidelines in Practices

1. The Directors, the Executives, and employees of the Company are prohibited to execute, accept, or promote all direct or indirect corruption types. The practices along the policy of anti-corruption are regularly assessed and its guidelines shall be reviewed in compliance with the policy, regulations, rules, announcements, law, and the changes in business.
2. The guidelines on anti-corruption are the part of business operation and the responsible of the Board of Directors, the Executives, the supervisors, and all level employees of the Company.
3. The Company shall not act or promote all bribery on all activities under the Company’s operation, including the donations for charity and political parties to persuade any improper actions.
4. The Company shall provide the internal control appropriately and regularly to prevent any employees of the Company to perform improper actions, especially sales, marketing, and procurement.
5. The Company shall provide the direction on reporting the financial status transparently and precisely.
6. The Company shall promote the variety communication channels for the employee and related parties to inform any suspicious matters and ensure that the whistle-blower shall be protected from being punished, transferred unfairly, or defamed by any actions. In addition, the Company shall appoint a person to monitor all clues notified.
7. The Company shall provide the training on anti-corruptions to the Board of Directors and employees of the Company to ensure that employees comply with the anti-corruption policies, as well as a good model on the terms of honesty, ethics, and morality.



## Fairness Treatment to Employees

The Board of Directors has realized the importance of fairness treatment to employees which is the main policy to support the business operation to its achievement. The human rights and dignity of all employees, which are the fundamental for business operation quality and valuable, are respectfully considered.

The Company has recognized that human resources are the key resources that contribute to promoting and driving the Company to achieve its business goals. Therefore, it is importance to treat to the employees as fairness in the terms of giving opportunities, compensations, appointments, transference, and developing their capabilities together with moral. As a result, the employees are competence and good people of the society. The practices are as follows:

### Respect of the Rights on working in compliance with the Human Rights

- ❖ Determination the policy on non-discrimination and equality of opportunities without considering on the race, color, sex, religion, nationality, individual's background, political opinions, age, or disability as the factors on recruitment and making decision on employment
- ❖ Employment as fairness for employees and compensate them as appropriate on their capabilities.
- ❖ Providing the communication channels for employees to petition in case of unfair treatment or inform the circumstances which may constitute an offense. In addition, the problem solving process and the protection of employee complaining are established as systematically and fairly.
- ❖ Employee development to enhance their skills and capabilities thoroughly, and disseminating the news of the Company consistently.

## Providing Social Protection and Working Conditions of Employees

It is to maintain the environment and provide working systems as safety to the employees' life and assets, including having good sanitation.

- ❖ The conditions on employment are fairly and the compensations to the employees are appropriate in the forms of salary, bonus, welfares, provident fund, and other compensations.
- ❖ The appointment, transference, and the employee rewards and punishments are executed as righteous and based on their knowledge, competences, and suitability.
- ❖ The policies are defined in compliance with the law, rules, and regulations related to the employees strictly.

### Health Cares and Working Safety

The environmental maintenance and provide working systems as safety to the employees' life and assets, including having good sanitation are implemented as follows:

- ❖ The working safety is the first priority to operate and the responsibility of all employees.
- ❖ All employees are required to maintain cleanliness and regularity on the working area at which they operate.
- ❖ Promoting the safety activities in the workplace and guidelines on prevention.
- ❖ It is conducted in compliance with the law and regulations related to the safety.

In 2014, the Company had no accident record at work which employees are unable to work.

### The exercise of social and political rights

The Directors, the Executives, and employees have their rights and freedom to participate any social activities by avoiding any improper actions, contrary to the laws or morality, and making the social not peaceful. They shall maintain their honor and dignity and be acceptable properly to the position in the social and communities at which the

Company has been established. The guidelines are defined as follows:

- ❖ Adherence to the democracy and promoting to the exercise of rights on the constitution and other laws related.
- ❖ Taking no actions that may be understood that the Company is related or involved to support any political party.

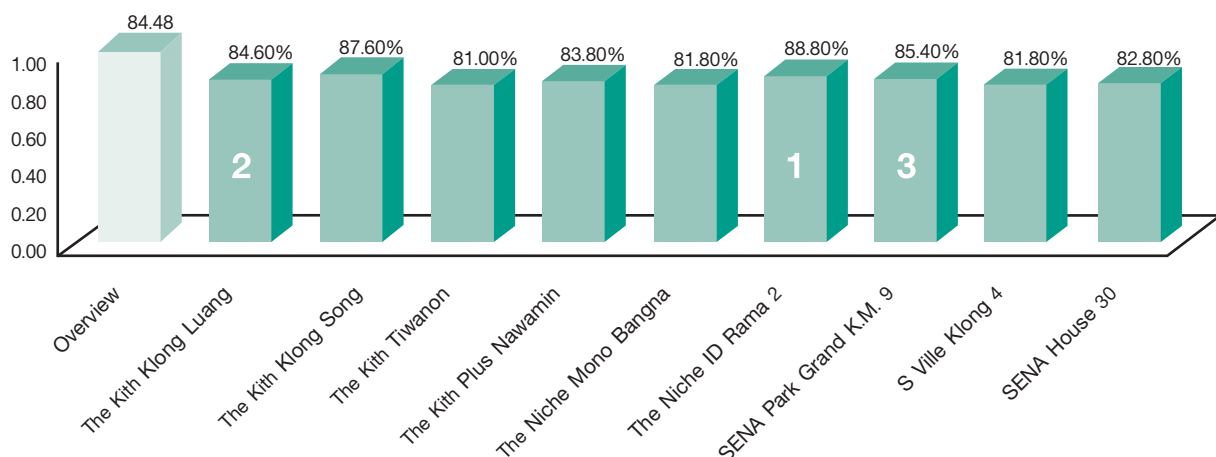
### Responsibility to the consumers

The Company has emphasized the needs and satisfaction of customers, which is the one of the Cores Value to Success of the Company that is “CUSTOMER CENTRIC”, understanding the customers by placing the customers being the centric of thinking. The guidelines are undertaken as follows:

- ❖ To contact the customers courteously, create confidence and reliability to the customers

- ❖ To provide accurate, adequate, and timely information to inform its products and services to the customers
- ❖ Delivering products and services as qualified, speedily, and meet the needs of the customers at the reasonable prices
- ❖ To comply with the conditions agreed with the customers strictly. In case of not implementing, the customers will be immediately notified to find a solution.
- ❖ Providing the channels to receive the customer s’ complaints on the quality of products and services, including the rapid response, or deliver and conduct the customers to receive prompt feedback.
- ❖ Keep the customers’ confidence and not use for its own benefits or others related improperly.

The Company will survey the customers’ satisfaction annually on every year to evaluate the Company’s performance on the various terms such as quality, delivery, management, pricing, for improvement and development to meet the customers’ needs efficiently as much as possible. In 2014, the results of the customers’ survey was shown that the customers’ satisfaction level was approximately at 84.48%.



Moreover, the Company has always focused on taking of all projects delivered and not delivered. To emphasize on the residents’ needs in all matters and care as the members of the family, SENA, therefore, thinks of every matter to maximize the most satisfaction to the customers as said “Think for Future” by make them confident which beginning from the design and construction to respond all usage functions and areas. The customers shall be comfortable from the cares of SENA WE CARE on advising them on the repair and maintenance, feel happy from the services of VICTORY ASSET MANAGEMENT that always

makes the projects have beautiful places, and be proud of the services of sale-rent agent of Living Agent that create the value of the assets in the future.

### The Respect on the Property Rights

The Company has promoted the respect on the property rights, including the intellectual property. The Company shall not be involved in any activities which violating the property such as the using its market power superior than others on taking improper activities, the production of counterfeit and infringement the intellectual property rights.

### The Responsibilities on Community, Social and Environment

The Company has conducted with responsibility to the community, social, and environment and emphasized on the commitment in compliance with the standards of safety, stability, sanitary, and environment correctly and appropriately. With regard to the impact on the natural resources and environment, the guidelines are undertaken as follows:

- ❖ To create awareness on social and environmental responsibility among employees at all levels continuously
- ❖ To return its profit to the society by holding activities contributed to social and environment regularly under the project of “Share the rest...to society”. The Executives and employees has dedicated their time other than the normal working hours to organize the “Baan Ruamthangfun” project to support the social activities continually under the concept of “Live to Give”. The revenues from residential project sales are donated to the public hospitals.
- ❖ Operating business without any impacts to the detriment of society, environment and quality of life of people
- ❖ To practice and cooperate, or control to strictly operate accordance with the objectives of the laws, and regulations defined by the regulators
- ❖ Focusing on the social and community activities by promoting to the development of social, community, environment, creation and natural resources conservation, including supporting the education of the youth and activities for public benefits to underprivileged communities to strengthen them be self-sufficiency communities.

### Internal Information Control

The Company has a policy prohibiting the directors and executives from using the Company’s significant internal information not disclosed to the public for their own benefits or others, including trading the securities of the Company. The methods of the internal information control for using the internal information of the executives for their own benefits or others are as follows:

1. Notifying the executives on various departments to be aware of their obligations to report the possession of securities by themselves, their spouses and minor children, as well as to report on the changes to the possession of securities pursuant to Section 59 and the penal provisions pursuant to Section 275 of the Securities and Exchange Act B.E. 2535 (A.D. 1992);
2. Sending the circular notice to the executives who receiving the essential internal information that affected to the changes of security value for avoiding or refraining from trading of the Company’s securities for 1 month and not disclosing such essential information to any third party before the financial statements or such internal information announced to the public. The punishment is defined and informed them the punishment disciplines beginning from the verbal warning, written warning, suspension, and dismissal, respectively.

3. Scheduling the period on the announcement of operation results and essential information effecting to the changes of security values and impacts to the Company's financial statements within 45 days of the end of a quarter and 60 days of the end of the fiscal year
4. The Company has a policy preventing the use of the internal information of the Company by defined in the working manuals of the employees on the topic of ethics and punishment disciplines which disseminating to all employees of the Company for their acknowledgement.
5. The Company has a policy preventing the Directors and Executives to use the significant information affected on the investment. The Company shall notify all the resolutions of the Board of Directors' meeting to the Stock Exchange of Thailand once before the stock market opening on the next round of trading. The Directors, Executives, and the management shall be unable to use the internal information for their own benefits. In addition, the Directors and Executives must report their possession of securities every time of buying and selling the securities within 3 days to the Securities and Exchange Commission.

## Employees

### ❖ Number of the employees (excluding the Executives)

As of December 31, 2014, the Company had totally 416 employees as following:

Major Department	No. of Employees (person)
Project	71
Construction/Design/Layout	65
Accounting and Finance	39
Marketing/Business Development	20
Sales	31
Human Resources Development/Administration	28
Funding Allocation and Investment	4
Procurement	7
Legal and Contract	14
Information and Technology	8
Credit Operation	11
Management	11
Marketing Communication	16
Leasing Business	34
Condominium Juristic	64
Business Research	2
Residential Real Estate for Sales	1
<b>Total</b>	<b>416</b>

Remark: The number of employees above are excluded the 53 employees of T.TRE

### ❖ Total Compensation of Employees and the Types of Remunerations

The Company has paid appropriately compensations and in accordance with the similar industries. In addition, the other welfares are provided more than required by the laws, such as the establishment of provident fund, attendance bonus, bonus form work achievement, overtimes, annual health check-up programs, providing the working environment safety and sanitary, promoting activities to employees, loan welfares, educational fund welfares to employees' children, and

significantly focusing on long-term human resources development, etc.

Moreover, the Company has provided the long-term compensation, which are the issuance and allocation of the warrants to buy the Company's common shares to the Executives and employees to reward for their efforts, endeavors, and dedications on implementation, as well as encouraging and motivating the capable employees for continuously working with the Company in the future.

In 2014, the Company paid for the compensation detailed as following:

(Unit: Baht)

Types of Remunerations	2013	2014
Salary	121,400,371.38	164,448,817.75
Contributions to Social Security Fund	2,595,235.00	3,655,465.02
Contributions to Compensation Fund	184,251.00	345,793.00
Contributions to Provident Fund	848,329.00	1,133,861.98
Total Welfares	3,942,472.96	4,546,730.69
Seminar and Training expenses	1,065,819.48	834,380.85
Compensation to Employees under the Project of		
Employee Stock Options	-	3,951,990
Total	130,036,478.82	178,917,039.29

### ❖ Significant changes of the number of employees

In 2014, the Company has employed additional 10 employees to support its business expansion.

### ❖ Major labor disputes during the past 3 years

-None-



### ❖ Employee Development Policy

The Company is committed to become the leader entrepreneur of real estate business in Thailand. To achieve its goal, the human resource are the key factors. Therefore, the Company has determined the guidelines for human resources development and encouraged its employees' morale and encouragement. The employees' welfares are adjusted as continually and appropriately. The trainings and seminars are regularly organized to enhance their knowledge at all level. The Company has arranged the training budget of approximately Baht 1,200,000 per year to sustain their efficiency and enhance the




employees' knowledge continuously which contributed to achieve the Company's growth objectives.

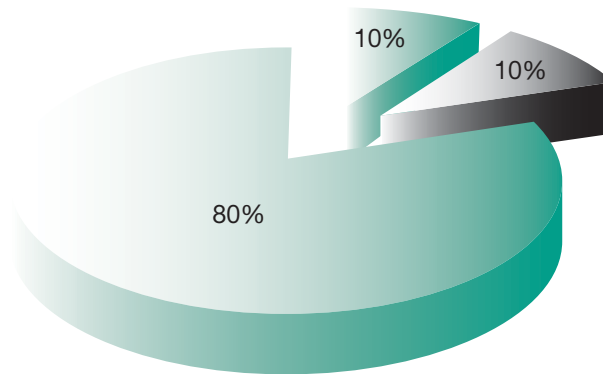
In 2014, the Company has still emphasized on enhancing the employees' knowledge constantly to promote both male and female employees at all level to have skills, knowledge, competences completely to create benefits for themselves and social. The training plans has been determined upon their capabilities and feature of responsibilities on each position in accordance with the Company's vision, mission, and directions. In 2014, the training courses were organized to the employees detailed as follows:

**The trainings and seminars to the employees in 2014 were as following:**

Level of Employees	The average total number of hours of training per person	The Objectives of holding the courses
The Executives Level	12 (the total participants were 84 persons)	Emphasizing on management skill and human resources development, such as the course of corporate culture creation for supporting the changes, and the course of determination the organization's vision, mission and objectives
The Supervision Level	12 (the total participants were 60 persons)	Emphasizing on management skill development, such as writing course and preparation of work flow course.
The Operation Level	96 (the total participants were 432 persons)	Focusing on skill and technical development to make employees operate their duties as assigned, such as Customer Services Excellence course, Premium Brand Ambassador course, Team Building course, Condominium Construction Standard course, The Inspection Standard of the Construction of single house, townhouse and commercial building, Trust 1 course: working discipline strengthening course.
Total	120 hours	

## Summary of the Overview of the Training Hours

 The Executive Level    
  The Supervisor Level    
  The Operation Level



## 18. Corporate Social Responsibilities CSR

SENA Development Public Company Limited was found by Mr. Theerawat Thanyalakpark, the Chief Executive Officer. With over 30 years of the real estate development to be the expert on the property development offering more than 60 quality projects on residence development in all types: single houses, townhouses, condominiums, including commercial buildings. Throughout its operation, the Company has committed to create good quality products and after sale services to the customers which are the key elements. Such commitment has defined on its philosophy, vision, mission, and the value of the organization. The Company has operated proudly to be the good quality real estate development company and proud to be part of the middle-low customers whom possibly own the residence at a price worthy to the payment.

Through the Company's philosophy "The Customers' reliability is the pride", the Company has conceptually complied and constantly cared all residents of overall projects both delivered and undelivered. The requirements of the residents are similarly to the needs of family members. Therefore, the Company has set up the 360 degree after sale services to provide full services for residents of all SENA projects, beginning with the 24 hours online maintenance calls that served by SENA WE CARE which giving the repair and maintenance advice properly, Comfortable to live and regularly conditions project served by Victory Asset Management, and resale and rental services served by Living Agent to add value on the assets in the future.

Besides, SENA Development Public Company Limited has realized on creating happy living society, enjoyable people, "**Baan Ruamthangfun**" project is executed to create social activities under the concept of "Live to Give"

With the intention of Mr. Theerawat Thanyalakpark, Chief Executive Officer, to return benefits to the social, the real estate development projects were done under the name "**Baan Ruamthangfun**". Such residence project was created for social responsibility project and managed by Baan Ruam Tang Fun Co., Ltd. The beginning of this project was originated from the executives of SENA Development who viewed that the reception rooms were few and not available to serve thousands of patients daily treated at the public hospital including the shortage of medical equipment. Therefore, the monetary donation was contributed to support and improve the quality standard of hospitals, increase the medical tools and equipment completely for medical care and facilitate the patients waiting for medical treatment comfortably.

The management of "Baan Ruamthangfun" project was executed by the executives of SENA Development with the cooperation and collaboration to dedicate their time beyond the normal working hours to manipulate such project without any compensation at all, as well as using SENA team to organize the project in order to maximize the profit and donate all income to the public hospital to decrease the government burdens and support for sufficient services. Although "Baan Ruamthangfun" project is emphasized on social responsibility, the project implementation was acknowledged and successful. With the design and good location, the project was received good responses from many customers.

In 2004, the Company initiated "**Baan Ruamthangfun 1**" located at Lamlookka Klong 2 in the form of townhouse and home office for 254 units with the starting price of Baht 1.3 million. The revenues from the project management and

implementation for over a year was over Baht 340 million. The Company was received the financial support from the Government Housing Bank, Siam City Bank as well as the stores providing on special condition support. For income after expenses deduction, the Company decided to donate to the public hospital for the first project. In 2007, the

executives of SENA Development Public Company Limited and its group were so proud on donation at the total amount of Baht 40.059 million to Siriraj Hospital for supporting and budgeting medical activities so that general public obtain good quality of life eqally. Siriraj Hospital used such donation to build physician room and procure medical devices.



To continue its determination, the **“Baan Ruamthangfun 2”** located at Lamlookka Klong 4 for 184 units composed of townhouse at 90 units, twin house at 81 units, home office at 13 units with the total project amount of Baht 372 million. The operation income from this project was donated to Police General Hospital to procure the medical equipment and renovate the dialysis room at the amount of Baht 40 million.



In 2012, the Company continually committed to launch **“Baan Ruamthangfun 3”** located at Klong Luang Road, nearby Talaad Thai, which consisted of 5-storey condominium for 4 buildings, total 282 units, and 14 units of 3.5-storey home office. All income from the operation was donated to Ramathibodi Hospital to buy ambulances, medical equipment, and support the patients with congenital heart project at the total amount of Baht 40 million.





In 2014, the Company was able to donate in order to support the medical equipment and activities to the public hospital at the amount of Baht 120 million. Moreover, the operation income from Baan Ruamthangfun 3 project (the excess of Baht 40 million giving to Ramathibodi Hospital) was donated to buy 2 ambulances delivering to Pranangklaio Hospital and Chaloemprakiat Hospital at the amount of Baht 3.52 million.

Baan Ruamthangfun project shall not be successful if it was absence of the supports from its allies on various fields such as the Government Housing Bank, Kasikorn Bank, Siam City Bank, Bangkok Commercial Asset Management Company Limited, Thai Credit Retail Bank, including the companies and stores. The Baan Ruamthangfun project implementation was the sample of new concept to innovate quality houses along with benefit to strengthen Thai social. The effort to respond to the social is not the wasteful investment. The return might be not only the social recognition but also creating the quality of life equally and make the society more livable and sustainable.

SENA Development Public Company Limited has realized that building a livable community, people in society must have happiness. **“Baan Ruamthangfun”** project is executed to be a corporate social responsibility activities under the concept of **“Live to Give”**. The Company is much proud to construct livable houses to meet the home buyers to have good quality residence and has good opportunity to partially support on the improvement of the quality medical health care of the public hospitals.

## 19. Internal Control

The Board of Directors Meeting No. 6/2014 held on 13 November 2014 participated by audit directors made assessment on the adequacy and appropriateness of the internal control system of the Company. The Company emphasized on the arrangements of the internal control system, both at the executive level and the operative level, to ensure efficiency and effectiveness by D.I.A. International Company Limited, which is an expert in examination of internal control system, to check and establish the internal control checking system for the Company and its subsidiaries for all quarters of 2014. The Board of Directors also inquired the Management to follow up on the internal performance based on observations and assessment made by the internal auditor and the Board of Directors. The results of assessment of the internal control system of all quarters of 2014 of the Company and its subsidiaries were satisfactory. The results of assessment of internal control system broken down by 5 elements in accordance with the form on assessment of adequacy of the internal control system of the Office of the Securities and Exchange Commission can be summarized as follows.

### Organization and the Environment

The Company had appropriate organization structure and supported the Management to perform efficiently. Targets and performance guidelines were clearly established and measurable. Performance policy and procedures including Code of Conduct were prepared in writing to prevent damages to properties of the Company and its subsidiaries and prevent executives and staffs from seeking undue benefits

### Risk Management

Executives of the Company emphasized on risk management by assessing risk factors, both external and internal. Regular analyses were made by executives in the monthly meetings to consider the operation results and the progress of the compliance with the risk management plan was followed up in the monthly meetings.

### The Management Performance Control

The Company prescribed the scope of power, duties and financial amounts authorized to be approved by the Management at each level clearly and in writing. Duties were clearly classified and specified in the requirements on performance ethics. In addition, in making transactions with major shareholders, directors, executives or parties related thereto, the Company prescribed concise measure to monitor and prevent conflicts of interest to maintain optimal benefits of the Company. Operations of subsidiaries were regularly monitored and guidelines were established for persons nominated by the Company as directors or executives in said subsidiaries to comply with.

### Information System and Data Communications

The Company emphasized on the information system and data communications to ensure that information of the Company was accurate and adequate for decision making by executives and the Board of Directors. There was a system for storage of documents supporting accounting transactions in full by categories and accounting policies in accordance with financial reporting standards appropriate to the nature of the Company's business were used.



### Monitoring System

The Company monitored the operation results by comparing with the established targets on a regular basis. In case any material defect was found, it would be reported to the Board of Directors and/ or the Audit Committee to take remedial action and report on the progress thereof. Moreover, the Company also had a policy requiring the Management to report to the Board of Directors immediately in case of corruption, illegal act and other unusual acts which could materially impact upon reputation and financial positions of the Company.

### Summary of the internal audit of the Company as per opinions of the internal auditor

Reference to the internal audit of the Company and its subsidiaries, Office of DIA International Auditing assessed the operation of various departments and evaluated the internal control system of each functions for the year 2014, which concluded following:

According to randomly inspection to assess the performance of the internal control system, the controlling account of the revenues from sales of real estate and the cost of project constructions, it found that the internal control was at a good level. The issues the internal auditors gave the recommendations on the points were related to the approval of transactions and completeness of information, which the effect was considerably low, no significant impact to the Company's operation and the Company will follow such suggestions strictly and constantly.

## 20. Related Transactions

In 2014, the Company had related transactions with its subsidiaries and parties concerned, which had activities on purchases or employment. Such transactions were conducted on normal business practices, reasonability, pricing and other conditions based on the market price, as well as pricing to the person or other non-related parties. There was no conflict of interest between the Company and its subsidiaries, other related companies and a person that may have a conflict. Those transactions have been reviewed and certified by the Audit Committee on February 26, 2015. The related transactions at the end of December 31, 2014 were as follows:

The related transaction between SENA and its subsidiaries, and other related companies.

No.	Individual/Corporation	Relationship	Transaction	Value (Thousand Baht)		Detail	Option of Audit Committee (Necessity/Reasonability)
				31-Dec-14	31-Dec-13		
1	S&P Estate Development Co.,Ltd.	subsidiary	Loan	23,244.82	11,500.00		Such loan is reasonable and benefit to the Company. In addition, the interest rate is compatible with the interest rate of promissory note at the rate of 3-3.5% per year.
			Accrued interest payable	395.71	64.55		
			Interest expense	331.16	64.55		
2	Property Gateway Co., Ltd.	subsidiary	Interest receivable	0.00	138.56		Such loan is reasonable and benefit to the Company. In addition, the interest rate is compatible with the interest rate of promissory note at the rate of 3-3.5% per year.
			Loan receivable	495,000.00	473,000.00		
			Accrued interest receivable	20,969.22	26,674.12		
			Interest receivable	19,547.63	12,339.68		
			Office building rental	36.00	36.00		
			electricity expense of office building	18.21	19.26	The officer rental contract located on the 3 <sup>rd</sup> floor, the area of 16,20 sq.m., at 524 Samsen Nok, Huai Khwang, Bangkok, was effective on November 10, 2010 to December 31, 2011. Later, the rental area was changed from the 6 <sup>th</sup> floor to the 3 <sup>rd</sup> floor and the rental contract was extended to another 3 years effective on January 1, 2013 to December 31, 2015 at the rental rate of Baht 2,000 per month, and monthly service charge at Baht 1,000 (Baht 185 per sq.m.). The utilities were paid as the actual rate which calculated by the measurement equipment.	The rental rate is suitable and its conditions are normal practises.
			Telephone, Electricity expenses (Accrued income)	1.39	2.81		

No.	Individual/Corporation	Relationship	Transaction	Value (Thousand Baht)		Detail	Option of Audit Committee (Necessity/Reasonability)
				31-Dec-14	31-Dec-13		
			Public utilities expenses of Grand Park Project (land investment)	29,434.76	0.00	The utility costs were average at the actual rate in the proportion of the project area.	Such activities were approved by the Extraordinary General Shareholder Meeting No.1/2014 held on September 25, 2014. The Company calculated the average development cost of the project from the former project.
			Public utilities expenses of Grand Park Project (accrued expenses)	29,434.76	0.00		
3	T. Treasury Holding Co., Ltd.	subsidiary	Loan receivable	44,700.00	8,000.00		Such loan is reasonable and be for the benefit to the Company.
			Accrued interest receivable	611.51	19.18		
			Interest receivable	592.32	19.18		
			Interest payable	0.00	130.05		
			Office building rental	69.00	69.00	The one-year officer rental contract located on the 6th floor, the area of 52.50 sq.m., at 524 Samsen Nok, Huai Khwang, Bangkok, was effective on January 1, 2012 to December 31, 2012. The rental contract was extended to another 3 years effective on January 1, 2013 to December 31, 2015 at the rental rate of Baht 4,000 per month, and monthly service charge at Baht 1,750 (Baht 110 per sq.m.).	
			electricity expense of office building	59.02	62.43	The rental rate is suitable and its conditions are normal practises.	
			electricity expense of office building (accrued expenses)	5.14	0.00		
			Telephone, Electricity expenses (Accrued income)	4.49	4.15	The utilities were paid as the actual rate which calculated by the measurement equipment.	

No.	Individual/Corporation	Relationship	Transaction	Value (Thousand Baht)		Detail	Option of Audit Committee (Necessity/Reasonability)
				31-Dec-14	31-Dec-13		
			Administration of Pattaya Country Club Resort Project	1,712.00	0.00	The common utility management contract for Pattaya Resort Country Club, Phase 1 located on Banglamung district, Chonburi province was made for 3 years effective on May 1, 2014 to April 30, 2017 at the monthly rate of Baht 214,000 and other expenses incurred on actual management achieving the target	Such activities are s normal practises at the reasonable rate.
			Administration of Pattaya Country Club Resort Project (Accrued expenses)	856.00	0.00		
			Premium member fee for administration of Bann Pattaya Resourt Development Cooperation Project	80.00	0.00		
			Premium member fee for administration of Bann Pattaya Resourt Development Cooperation Project (Accrued receivable)	80.00	0.00		
			Electricity expenses of home models and sale office( Bann Pattaya Resourt Development Cooperation Project)	22.57	0.00		
			Electricity expenses of home models and sale office( Bann Pattaya Resourt Development Cooperation Project) (Accrued receivable)	5.14	0.00		
			Common fee charges, weeding and pest control expenses (Bann Pattaya Resourt Development Cooperation Project)	221.90	0.00		
			Room services, meal, beverage expenses	9.70	255.76		
			Room services, meal, beverage expenses (Accrued receivable)	1.16	0.00		
			House, meal, premium member fees(Accrued expenses)	303.06	0.00		

No.	Individual/Corporation	Relationship	Transaction	Value (Thousand Baht)		Detail	Option of Audit Committee (Necessity/Reasonability)
				31-Dec-14	31-Dec-13		
4	SN Asset Development Co., Ltd.	subsidiary	Interest payable	412.05	2,763.58	It was the interest rate from the loan for working capital.	The interest rate is compatible with the interest rate of promissory note at the rate of 3-3.5% per year. These transactions were reasonable and benefit to the residential business. SNA beneficially gained the compensation from project management.
			Management fee for the Kith Tiwanon Project, Tower A3 and A4	300.00	350.00	The one-year management contract for the Kith Tiwanon at Tower A3 and A4, condominium project, was commenced on May 1, 2013 to April 30, 2014. The contract, on April 28, 2014, was extended to another 2 months effective on May 1, 2014 to June 30, 2014 at the monthly rate of Baht 50,000.	
			Management fee for the Kith Tiwanon Project, swimming pool club	40.00	0.00	The four-month construction contract for the swimming pool club of the Kith Tiwanon was commenced on April 1, 2014 to July 31, 2014 at the monthly rate of Baht 10,000.	
			Management fee for the Kith Tiwanon Project, Tower A7	125.00	0.00	The five-month management contract for the Kith Tiwanon at Tower A7 was commenced on April 1, 2014 to August 31, 2014 at the monthly rate of Baht 25,000.	
			Management fee for the Kith Tiwanon Project, Tower A10, A11	400.00	0.00	The eight-month management contract for the Kith Tiwanon at Tower A10 and A11 was commenced on May 1, 2013 to December 31, 2014. Later, this contract was extended to another 3 month effective on January 1, 2015 to March 31, 2015 at the monthly rate of Baht 25,000.	
			Project management fee for the Kith Tiwanon (Accrued income receivable)	50.00	50.00		



No.	Individual/Corporation	Relationship	Transaction	Value (Thousand Baht)		Detaile	Option of Audit Committe (Necessity/Reasonability)
				31-Dec-14	31-Dec-13		
			Clubhouse of Tiwanon Project	5,931.93	0.00	The construction expenses for swimming pool club	The normal business transaction, at the cost price, were charged at the actual cost.  To mutual pricing so that SENA did not register the road of the project to the public benefit and sell the land to a third party.
			Income from compensation of ownership and servitude registration (Tiwanon)	0.00	553.00	The compensations from the permission on the mutual right of ownership and servitude registration of the title deed no. 52430 to to SN Engineering Co., Ltd. holding on the ratio 2:9 and 5 portions of the title deed no. 52431 (Tiwanon) was at the amount of Baht 553,000.	
			Income from overall compensation of ownership (Bangkae)	0.00	105.00	The compensations from the permission on the mutual right of ownership to SN Engineering Co., Ltd. holding on 5 portions of 191 portions of the title deed no. 17977 located at Bangkae, Bangkok was the amount of Baht 105,000.	
			Income from compensation of ownership on deeds assembled No. 87076, Bangkadee subdistrict	60.00	0.00	The compensations from the permission on the mutual right of ownership to SN Engineering Co., Ltd. holding on 5 portions of 173 portions of the title deed no. 87076 was at the amount of Baht 60,000.	
			Income from compensation of ownership on deeds assembled No. 18920 (Bangkae)	105.00	0.00	The compensations from the permission on the mutual right of ownership to SN Engineering Co., Ltd. holding on 5 portions of 78.1 portions of the title deed no. 18920 located at Bangkae, Bangkok was at the amount of Baht 105,000.	

No.	Individual/Corporation	Relationship	Transaction	Value (Thousand Baht)		Detail	Option of Audit Committee (Necessity/Reasonability)
				31-Dec-14	31-Dec-13		
			Payable for free deeds of Tiwanon Projects	5,131.27	0.00	Non-payment of the deed	The cost price for transferring to the customers of the project.
			The expansion of water supply expenses for Tiwanon Project	0.00	71.32	The expansion expenses of water supply area for project development	It was the cost price for project development.
			The drawing expenses for construction permit of Tiwanon Project	0.00	148.61	The drawing charge for permission on project development	
5	Victory Assets Management Co., Ltd.	subsidiary	Office building rental Electricity expenses Accrued electricity expenses	204.00 238.87 15.36	204.00 229.93 33.25	The 22-month rental area contract on the 2nd floor of 151.20 sq.m. located at No. 484 Samsen Nok, Huai Khwang, Bangkok was effective on March 1, 2009 to December 31, 2010. The contract was extended for 3 years, signed on December 31, 2011, effectively on January 1, 2013 to December, 2015 at the monthly rental of Baht 12,000 and service charges of Baht 5,000 per month. The common utilities were measured and charged at the actual rate.	Such rental rate was reasonable and its conditions were general practise.
			Management fee of the Project juristic - The Cache Klong 2, Tower B3 at Baht 35,310 per month	0.00	54.67	The one-year administration and management contract of the Cache Lamlukka Klong 2 at Tower B3 located Lamukka district, Pathumthani province was commenced on December 15, 2012 to December 14, 2013 at the monthly rate of Baht 35,310. Such contract was terminated on February 1, 2013 onward.	The administration charges were market price estimated on the cost of staff working on such projects including other costed concerned as appropriately.

No.	Individual/Corporation	Relationship	Transaction	Value (Thousand Baht)		Detail	Option of Audit Committee (Necessity/Reasonability)
				31-Dec-14	31-Dec-13		
			- The Kith Sukhumvit 113 at Baht 43,870 per month	0.00	87.74	The one-year administration and management contract of the Kith Sukhumvit at Tower B located Sukhumvit, Bangkok was commenced on November 1, 2011 to October 31, 2013 at the monthly rate of Baht 43,870. Such contract was terminated on March 1, 2013 onward.	
			- The Kith Lumlukka Klong 2, Tower A1 and A2 at Baht 121,081.21 per month	0.00	304.66	The one-year administration and management contract of the Cache Lumlukka at Tower A1 and A2 located Lumlukka district, Pathumthani province was commenced on May 16, 2013 to May 15, 2014 at the monthly rate of Baht 121,081.21. Such contract was terminated on July 1, 2013 onward.	
			- The Kith Lumlukka Klong 2, Tower B1 and B2 at Baht 121,081.20 per month	363.34	0.00	The one-year administration and management contract of the Kith Lumlukka at Tower B1 and B2 located Lumlukka district, Pathumthani province was commenced on May 1, 2014 to April 30, 2015 at the monthly rate of Baht 121,081.20. Such contract was terminated on July 31, 2014 onward.	

No.	Individual/Corporation	Relationship	Transaction	Value (Thousand Baht)		Detaile	Option of Audit Committee (Necessity/Reasonability)
				31-Dec-14	31-Dec-13		
			- The Kith Lumlukka Klong 2, Tower C1 and C2 at Baht 128,400 per month	128.40	0.00	The one-year administration and management contract of the Kith Lumlukka at Tower C1 and C2 located Lumlukka district, Prathumthani province was commenced on December 1, 2014 to November 30, 2015 at the monthly rate of Baht 128,400.	
			- The Kith Tiwanon, Tower A1 at Baht 42,800 per month	42.80	42.80	The one-year administration and management contract of the Kith Tiwanon at Tower A1 located Pakkred district, Nonthaburi province was commenced on February 1, 2014 to March 31, 2015 at the monthly rate of Baht 44,034.62. Such contract was terminated on January 31, 2014 onward.	
			- The Kith Tiwanon, Tower A2 at Baht 42,800 per month	42.80	42.80	The one-year administration and management contract of the Kith Tiwanon at Tower A2 located Pakkred district, Nonthaburi province was commenced on February 1, 2014 to March 31, 2015 at the monthly rate of Baht 42,800. Such contract was terminated on January 31, 2014 onward.	

No.	Individual/Corporation	Relationship	Transaction	Value (Thousand Baht)		Detail	Option of Audit Committee (Necessity/Reasonability)
				31-Dec-14	31-Dec-13		
			- The Kith Tiwanon, Tower A5 at Baht 42,800 per month	64.89	0.00	The one-year administration and management contract of the Kith Tiwanon at Tower A5 located Pakkred district, Nonthaburi province was commenced on August 16, 2014 to July 15, 2015 at the monthly rate of Baht 42,800.	
			- The Kith Tiwanon, Tower A6 at Baht 42,800 per month	64.20	0.00	The one-year administration and management contract of the Kith Tiwanon at Tower A6 located Pakkred district, Nonthaburi province was commenced on June 16, 2014 to May 15, 2015 at the monthly rate of Baht 44,034.62. Such contract was terminated on July 31, 2014 onward.	
			- The Kith Tiwanon, Tower A9 at Baht 42,800 per month	42.80	0.00	The one-year administration and management contract of the Kith Tiwanon at Tower A9 located Pakkred district, Nonthaburi province was commenced on December 1, 2014 to November 30, 2015 at the monthly rate of Baht 42,800.	

No.	Individual/Corporation	Relationship	Transaction	Value (Thousand Baht)		Detaile	Option of Audit Committee (Necessity/Reasonability)
				31-Dec-14	31-Dec-13		
			- The Kith Klong Luang, Tower B5 at Baht 44,784.85 per month	44.78	67.90	The one-year administration and management contract of the Kith Klong Luang at Tower B5 located Klong Luang district, Pathumthani province was commenced on February 1, 2014 to January 31, 2015 at the monthly rate of Baht 44,784.85. Such contract was terminated on January 31, 2014 onward.	
			- The Kith Klong Luang, Tower B5 at Baht 44,784.85 per month (Accrued expenses)	0.00	23.11		
			- The Kith Klong Luang, Tower B6 at Baht 44,784.85 per month	44.78	23.11	The one-year administration and management contract of the Kith Klong Luang at Tower B6 located Klong Luang district, Pathumthani province was commenced on February 1, 2014 to March 31, 2015 at the monthly rate of Baht 44,784.85. The termination on such contract was made on January 31, 2014 onward.	
			- The Kith Klong Luang, Tower B6 at Baht 44,784.85 per month (advance payment)	0.00	21.67		



No.	Individual/Corporation	Relationship	Transaction	Value (Thousand Baht)		Detail	Option of Audit Committee (Necessity/Reasonability)
				31-Dec-14	31-Dec-13		
			- The Kith Klong Luang, Tower B7 at Baht 44,784.85 per month	67.90	0.00	The one-year administration and management contract of the Kith Klong Luang at Tower B7 located Klong Luang district, Pathumthani province was commenced on May 16, 2014 to May 31, 2015 at the monthly rate of Baht 44,784.85. Such contract was terminated on June 30, 2014 onward.	
			- The Kith Klong Luang, Tower B8 at Baht 37,450 per month	74.90	0.00	The one-year administration and management contract of the Kith Klong Luang at Tower B8 located Klong Luang district, Pathumthani province was commenced on November 1, 2014 to December 31, 2014 at the monthly rate of Baht 37,450.	
			- The Kith Navamin, Tower A and B at Baht 147,290.85 per month	589.16	0.00	The one-year administration and management contract of the Kith Plus Navamin at Tower A and B located Bueng Kum, Bangkok was commenced on May 1, 2014 to April 30, 2015 at the monthly rate of Baht 147,290.85. Such contract was terminated on September 1, 2014 onward.	

No.	Individual/Corporation	Relationship	Transaction	Value (Thousand Baht)		Detaile	Option of Audit Committee (Necessity/Reasonability)
				31-Dec-14	31-Dec-13		
			- Sena Green Ville Lumlukka Klong 4 at Baht 26,750 per month	321.00	0.00	The one-year administration and management contract of the S Ville Rangsit-Lamlukka Klong 4 was commenced on January 1, 2014 to December 31, 2014 at the monthly rate of Baht 26,750.	
			- The Niche Mono Bangna, Tower A and B at Baht 166,385 per month	0.00	418.65	The one-year administration and management contract of the Niche Mono Bangna at Tower A and B located Bangna, Bangkok was commenced on September 1, 2013 to August 31, 2014 at the monthly rate of Baht 166,385. Such contract was terminated on September 1, 2013 onward.	
			- The Niche Mono Bangna, Tower C and D at Baht 121,115 per month	665.99	0.00	The one-year administration and management contract of the Niche Mono Bangna at Tower C and D located Bangna, Bangkok was commenced on April 16, 2013 to April 15, 2014 at the monthly rate of Baht 121,445. The termination on such contract was made on September 1, 2013 onward. This contract was extended to May-September 2014 and and, for the Tower D, it was extended to November 2014.	

No.	Individual/Corporation	Relationship	Transaction	Value (Thousand Baht)		Detail	Option of Audit Committee (Necessity/Reasonability)
				31-Dec-14	31-Dec-13		
			- The Niche Wanghin at Baht 147,290.85 per month	0.00	441.87	The one-year administration and management contract of the Niche ID Ladprao-Wanghin located Ladprao, Bangkok was commenced on October 1, 2013 to September 30, 2014 at the monthly rate of Baht 147,290.85. Such contract was terminated on December 1, 2013 onward.	
			- The Niche Rama 2 at Baht 147,660 per month	516.81	0.00	The one-year administration and management contract of the Niche ID Rama 2 Phrase 1 located Bangna, Bangkok was commenced on September 16, 2014 to September 16, 2015 at the monthly rate of Baht 147,660.	
			Management fee for juristic of 4 projects (Accrued expenses): The Niche Wanghin, The Niche Rama 2, The Kith Klong Luang, and S Ville Rangsit-Lumlukka Klong 4	383.06	0.00		

No.	Individual/Corporation	Relationship	Transaction	Value (Thousand Baht)		Detail	Option of Audit Committee (Necessity/Reasonability)
				31-Dec-14	31-Dec-13		
			Consultant fee/Commission	497.68	445.55	<p>The property sale agent appointment was made to sell condominium, house and land of the projects.</p> <p><b>4.1 Service charges for sale management</b></p> <p>3% of assets sold (the asset sold under Baht 1 million, the commission was calculated at minimum charge of Baht 30,000 which was divided to 2 installments:</p> <ul style="list-style-type: none"> <li>- 1% when buyer signs the purchase contract</li> <li>- 2% when transfer registration of the purchased asset done at the land office</li> </ul> <p><b>4.2 Service charges on sale management and marketing</b></p> <p>5% of assets sold and divided to 2 installments:</p> <ul style="list-style-type: none"> <li>- 2% when buyer signs the purchase contract</li> <li>- 3% when transfer registration of the purchased asset done at the land office</li> </ul>	It was the reasonable and market price.
			Interest payable	0.00	13.15	Interest incurred on the loan for working capital	The interest rate is calculated in compatible with the interest rate of promissory note at the rate of 3-3.5% per year.

No.	Individual/Corporation	Relationship	Transaction	Value (Thousand Baht)		Detail	Option of Audit Committee (Necessity/Reasonability)
				31-Dec-14	31-Dec-13		
6	Rattanaapol Co., Ltd.	Director's relative	Material construction expenses  Account payable and Notes to contractors	2,978.09  1,059.72	4,761.32  1,292.59	The purchase of construction materials for project development	Such pricing was the normal market price.
7	Sinsab Thanya Co., Ltd.	Director's relative	Warehouse rental at Bang Phun Project	60.00	60.00	The warehouse rental located on the title deed no. 55069 at Bang Phun subdistrict, Muang Pathumthani district, size of width 10 x length 12 metre was signed for 3 years effective on March 1, 2007 . The rental contract was extended to December 31, 2014. Later, it was signed on December 15, 2014 to expand to another 3 years ended on December 31, 2017 with the monthly rental of Baht 5,000.	Such rental rate was reasonable and the conditions were normal practises.
			Office building rental Electricity expenses for office building Electricity, rental, services charges (Accrued income)	62.40 18.21  2.91	62.40 18.00  2.81	The office building rental contract located on the 2nd floor, 162 sq.m., No. 524 Samsen Nok, Huai Khwang, Bangkok was made for 13 months effective on December 1, 2011 to December 31, 2012. It was extended to another 3 years effective on January 1, 2013 to December 31, 2015 at the monthly rental of Baht 2,000 and service charges at Baht 1,000 per month. The utilities were measured and charged on the actual rate.	Such rental rate was reasonable and the conditions were normal practises.

No.	Individual/Corporation	Relationship	Transaction	Value (Thousand Baht)		Detail	Option of Audit Committee (Necessity/Reasonability)
				31-Dec-14	31-Dec-13		
			Deposit for land purchase, title deed no. 11408, 127806-127808 Land purchase expense for title deed no. 11409 Phase 1	49,048.50 242,844.94	0.00 0.00	The land purchase contract for 5 lots to project development was located on K.M. 9, 15,492.5 sq.wah and land development on phrase 2 at the area of 16,349.5 sq.wah. The total area is 31,842 sq.wah and the assets sold were totally Baht 477,630,000 (Baht 15,000/sq.wah)	Such transaction was approved on the Extraordinary General Shareholders Meeting No. 1/2014 held on September 25, 2014. The Company was able to buy the land at the lower cost estimate than the bidding price of another 2 bidders: Knight Frank (Thailand) Co., Ltd. and T.A. Management Corporation (1999) Co., Ltd.
8	Bann Ruam Thang Phan Co., Ltd.	Common shareholders and directors	Income from compensation on advance usage of property benefit Income from compensation on the usage of property benefit	24.69 84.95	25.03 54.02	The business operation framework was defined on the contract. The lump sum compensation is the average of the total value of all costs and other expenses of assets usage beneficially per 1 project which was back to 5 years since 2009 to 2013 such as the condominium drawing, Call Center, account program, and the brand of SENA (the Kith Klong Luang Project)	Such transaction was approved on the General Shareholders Meeting 2013 held on April 24, 2013. The conditions were defined to avoid any conflict of interest on the related transactions.



No.	Individual/Corporation	Relationship	Transaction	Value (Thousand Baht)		Detail	Option of Audit Committee (Necessity/Reasonability)
				31-Dec-14	31-Dec-13		
9	Pattaya Country Club Co., Ltd.	Director's relative	Office building rental	121.20	121.20	The office building rental contract located on No. 524 was made effective on January 1, 2012 to December 31, 2012 at the monthly rental rate of Baht 5,750. It was extended to another 3 years effective on January 1, 2013 to December 31, 2015 at the monthly rental of Baht 10,100 and service charges at Baht 6,700 per month. The utilities were measured and charged on the actual rate.	Such rental rate was reasonable and the conditions were normal practises.
			Service charges for office building	80.40	80.40		
			Electricity charges for office building	59.02	58.35	The mutual project development of Pattaya Resort Phase 1 was employed Pattaya to maintain, view and control the construction and utilities system, manage the project, marketing, advertising, sales and other activities beneficially to the project which was effective on December 1, 2013 and ending when the project was completely implemented.	Such transaction was approved on the General Shareholders Meeting 2013 held on April 24, 2013. The conditions were defined to avoid any conflict of interest on the related transactions.
			Electricity, rental, services charges (Accrued income)	4.40	4.15		
			Management fee for Pattaya Country Club Resort for 3 deeds: title deed no. 0088G, 0091 and 0273 (Accrued income)	1,259.74	0.00	The mutual project development of Pattaya Resort Phase 1 was employed Pattaya to maintain, view and control the construction and utilities system, manage the project, marketing, advertising, sales and other activities beneficially to the project which was effective on December 1, 2013 and ending when the project was completely implemented.	Such transaction was approved on the General Shareholders Meeting 2013 held on April 24, 2013. The conditions were defined to avoid any conflict of interest on the related transactions.
			Management fee for Pattaya Country Club Resort for 3 deeds: title deed no. 0088G, 0091, and 0273	4,053.51	0.00		
			Common fee charges for Pattaya Country Club Resort: title deed no. 0088G, 0091 and 0273 (Accrued income)	23.87	0.00	The mutual project development of Pattaya Resort Phase 1 was employed Pattaya to maintain, view and control the construction and utilities system, manage the project, marketing, advertising, sales and other activities beneficially to the project which was effective on December 1, 2013 and ending when the project was completely implemented.	Such transaction was approved on the General Shareholders Meeting 2013 held on April 24, 2013. The conditions were defined to avoid any conflict of interest on the related transactions.
			Common fee charges for Pattaya Country Club Resort: title deed no. 0088G, 0091, and 0273	69.58	0.00		

No.	Individual/Corporation	Relationship	Transaction	Value (Thousand Baht)		Detail	Option of Audit Committee (Necessity/Reasonability)
				31-Dec-14	31-Dec-13		
10	Tun Charoen Co., Ltd.	Director's relative	Land purchase expenses, title deed no. 20516, 20517, and 21250 (Land investment)	134,489.63	0.00	The Land purchase agreement for 3 deeds: the title deed no. 20516, 20517, 21250 with the total area of 2,286.30 square wah was at the amount of Baht 125,746,500.	Such transaction was approved on the Extraordinary General Shareholders Meeting No. 1/2014 held on September 25, 2014. The Company was able to buy the land at the lower cost estimate than the bidding price of another 2 bidders: Knight Frank (Thailand) Co., Ltd. and T.A. Management Corporation (1999) Co., Ltd.

No.	Individual/Corporation	Relationship	Transaction	Value (Thousand Baht)		Detail	Option of Audit Committee (Necessity/Reasonability)
				31-Dec-14	31-Dec-13		
1	Property Gateway Co., Ltd and Tun Charoen Co., Ltd.	Mrs. Sriamong Keeratiwaranont, who is the Director and shareholder of Tun Charoen Co., Ltd. Is the mother of Dr. Kessara Thanyalakpark, the Director and shareholder of Property Gateway Co., Ltd.	Land rental on some portion of the title deed no. 1889, the parcel no. 675 on the approximate area of 12-0-53.9 Rai, located on Kannayao (Klong Kred) subdistrict, Bangkok district, Bangkok	2,000.00	2,000.00	The land rental contract for some area of title deed no. 1889, parcel no. 675, 12-0-53.9 rai, Kannayao (Klong Kred) subdistrict, Bangkok district, Bangkok was signed for 5 years effective on December 16, 2012 to April 15, 2017 at the annually rental rate of Baht 2,000,000.	Such rental rate was reasonably at the market price, referred to the independent assessment of Advance Property and Consultant Co., Ltd.
			Land rental payment in advance	575.34	-		
			Deposit for land rental	500.00	-		
2			<b>Rental and services charges for office building and utilities</b>				
2.1	Victory Assets Management Co., Ltd. and SN Asset Development Co., Ltd.	related companies	Rental fee and services for the building located on 484 Ratchadapisek, the 4th floor (some area), 151.20 sq.m.	204.00	204.00	SN Asset Development Co., Ltd rent the office building located at No. 484 Sol Ratchadapisek 26, Samsen Nok, Huai Khwang, Bangkok on the 4th floor, 151.20 sq.m. for 27 months effective on October 1, 2008 to December 31, 2011. Later, this contract was extended to December 31, 2011 till termination notice. Then, the contract was extended to another 3 years effective on January 1, 2013.	Such rental was reasonable and conditions were normal business practices.
			Utilities charges (electricity/ telephone)	246.98	249.04		
			Utilities charges (electricity/ telephone) (Accrued income)	16.02	33.08		

No.	Individual/Corporation	Relationship	Transaction	Value (Thousand Baht)		Detail	Option of Audit Committee (Necessity/Reasonability)
				31-Dec-14	31-Dec-13		
2.2	Victory Assets Management Co., Ltd and Bann Ruam Thang Phan Co., Ltd.	Common shareholders and directors	Rental fee and building services for the building located on 484 Ratchadapisek, the 3rd floor (some area), 151.20 sq.m.	204.00	204.00	Bann Ruam Thang Pha Co., Ltd rent the office building located at No. 484 effective on October 1, 2008 to December 31, 2011 at the monthly rental rate of Baht 17,000. Later, this contract was signed on November 1, 2012 to extend to December 31, 2014 with the rental rate of Baht 17,000 per month. The utilities were measured and charged at the actual rate.	Such rental was reasonable and conditions were normal business practices.
3	Victory Assets Management Co., Ltd and T. Treasury Holding Co., Ltd.	related companies	Utilities charges (electricity)	241.55	232.67		
			Utilities charges (electricity) (Accrued income)	15.58	33.72		
			Villa services charges	0.00	28.60	Expenses for staff to work	It was the market price that benefited to the Company.
4	Victory Assets Management Co., Ltd and Bann Ruam Thang Phan Co., Ltd.	related companies	Meal, beverage for holding seminar	59.30	0.00	Expenses for staff to work	
			Villa services charges	0.00	24.03	Expenses for staff to work	
			<b>Administration and management fee for villages and projects</b>				The administration charges were market price estimated on the cost of staff working on such projects including other costed concerned as appropriately.
4.1	Victory Assets Management Co., Ltd and Property Gateway Co., Ltd.	related companies	Administration and management fee for Sena Park Grand Ramintra Village Project - Beginning Phase: 3 months after transfer and members living not exceed 10% or 20 houses	186.18	0.00	Service charges was Baht 31,030 per month.	

No.	Individual/Corporation	Relationship	Transaction	Value (Thousand Baht)		Detail	Option of Audit Committee (Necessity/Reasonability)
				31-Dec-14	31-Dec-13		
4.2	Victory Assets Management Co., Ltd and SN Asset Development Co., Ltd.	related companies	- Phrase 2: members living more than 10% or over 20 houses			Service charges was Baht 62,020 per month.	The administration charges were market price estimated on the cost of staff working on such projects including other costed concerned as appropriately.
			- Phrase 3: members living more than 30% or upto 50 houses			Service charges was Baht 93,090 per month.	
			- Phrase 4: members living more than 50% or over 90 houses			Service charges was Baht 124,120 per month.	
			- Project complete: lump sum payment for administration and management fee			Service charges was Baht 124,120 per month.	
			Administration and management fee for the Kith Tiwanon, Tower A3	64.20	0.00	The one-year administration and management contract of the Kith Tiwanon at Tower A3 located Pakkred, Nonthaburi province was commenced on September 16, 2014 to September 15, 2015 at the monthly rate of Baht 42,800. The contract was terminated on October 31, 2014 onward.	
			Administration and management fee for the Kith Tiwanon, Tower A4	64.20	0.00	The one-year administration and management contract of the Kith Tiwanon at Tower A4 located Pakkred, Nonthaburi province was commenced on September 16, 2014 to September 15, 2015 at the monthly rate of Baht 42,800. The contract was terminated on July 31, 2014 onward.	

No.	Individual/Corporation	Relationship	Transaction	Value (Thousand Baht)		Detail	Option of Audit Committee (Necessity/Reasonability)
				31-Dec-14	31-Dec-13		
			Administration and management fee for the Kith Tiwanon, Tower A7	42.80	0.00	The one-year administration and management contract of the Kith Tiwanon at Tower A7 located Pakkred, Nonthaburi province was commenced on September 16, 2014 to September 15, 2015 at the monthly rate of Baht 42,800. The contract was terminated on July 31, 2014 onward.	
4.3	Victory Assets Management Co., Ltd and Bann Ruam Thang Phan Co., Ltd.	Common shareholders and directors	Juristic management of Bann Ruam Thang Phan - Bann Ruam Thang Phan Project, Tower B1  - Bann Ruam Thang Phan Project, Tower B2	0.00	59.82	The one-year administration and management contract of Bann Ruam Thang Phan 3 at Tower B1 located Klong Luang district, Pathumthani province was commenced on March 15, 2013 to March 14, 2014 at the monthly rate of Baht 24,150.24. The contract was terminated on June 1, 2013 onward.  The one-year administration and management contract of Bann Ruam Thang Phan 3 at Tower B2 located Klong Luang district, Pathumthani province was commenced on May 16, 2013 to May 15, 2014 at the monthly rate of Baht 25,044.69. The contract was terminated on July 1, 2013 onward.	The administration charges were market price estimated on the cost of staff working on such projects including other costed concerned as appropriately.



No.	Individual/Corporation	Relationship	Transaction	Value (Thousand Baht)		Detaile	Option of Audit Committee (Necessity/Reasonability)
				31-Dec-14	31-Dec-13		
			- Bann Ruam Thang Phan Project, Tower B3	0.00	67.18	The one-year administration and management contract of Bann Ruam Thang Phan 3 at Tower B3 located Klong Luang district, Pathumthani province was commenced on August 16, 2013 to August 15, 2014 at the monthly rate of Baht 46,076.72. The contract was terminated on October 1, 2013 onward.	
			- Bann Ruam Thang Phan Project, Tower B4	0.00	89.57	The one-year administration and management contract of Bann Ruam Thang Phan 3 at Tower B4 located Klong Luang district, Pathumthani province was commenced on September 1, 2013 to August 31, 2014 at the monthly rate of Baht 46,076.72. The contract was terminated on November 1, 2013 onward.	
4.4	T. Treasury Holding Co., Ltd. and Pattaya Country Club Co., Ltd.	Common shareholders and directors	Project management fee	984.40	2,760.00	The one-year administration and management contract of Pattaya Country Club located Khao Mai Kaew, Chonburi province was commenced on January 2012 to December 2013 at the monthly rate of Baht 246,100. The contract was extended for one year effective on January 1, 2013 and renewed for another one year effective on January 1, 2014 to December 31, 2014. Such contract was terminated on May 1, 2014 onward.	

No.	Individual/Corporation	Relationship	Transaction	Value (Thousand Baht)		Detail	Option of Audit Committee (Necessity/Reasonability)
				31-Dec-14	31-Dec-13		
5	T. Treasury Holding Co., Ltd. and Pattaya Country Club Co., Ltd.	Common shareholders and directors	<b>Villa services charges</b>				
5.1			income from villa management	206.53	566.67	To manage and benefit the 52 villas at Pattaya Country Club and Resort located Khao Mai Kaew subdistrict, Bang Lamung district, Chonburi province	
		related companies	Cost of villa management Expenses (Accrued expenses)	61.96 4.08	158.88		
			income from villa management	59.30	0.00	Expenses for staff to work	It was the cost price and such transaction was benefit to the Company.
6.	T. Treasury Holding Co., Ltd. and Bann Ruam Thang Phan Co., Ltd.	related companies	income from villa management	292.58	0.00	Expenses for staff to work	
	T. Treasury Holding Co., Ltd. and Bann Ruam Thang Phan Co., Ltd.	Common shareholders and directors	Car buying	200.00	0.00	Buy car for the operation	It was the market price which using to the operation.
			Car expenses(account payable)	200.00	0.00		
7.			<b>Compensation for property sale agent appointment</b>				
	Victory Assets Management Co., Ltd. and SN Asset Development Co., Ltd.	related companies	Sale agent for selling condominium, house and land for the projects	0.00	214.35	The one-year property sale agent appointment was made to sell condominium, house and land of the projects which was effective on July 1, 2013 to July 1, 2014. Later, this contract was extended for another one year effective on January 1, 2015 to December 31, 2015.	Such transaction was reasonable and market prices.

No.	Individual/Corporation	Relationship	Transaction	Value (Thousand Baht)		Detail	Option of Audit Committee (Necessity/Reasonability)
				31-Dec-14	31-Dec-13		
8.	SN Asset Development Co., Ltd. and Property Gateway Co., Ltd.	related companies	<b>The rental of building roof</b>				
8.1			The rental area on the roof of building no. 2038, 2040, 2042, 2044, and 2046 (the warehouse no. K17-K21), approximately 3,635 sq.m. to install the solar cell to produce electrical solar energy at the rental rate of Baht 40 per sq.m.		0.00	The Company permitted SN Asset Development Co., Ltd to rent the area on the building roof for 3 year beginning at January 1, 2015 to December 31, 2017.	
8.2	SN Asset Development Co., Ltd. and T. Treasury Holding Co., Ltd.	related companies	The rental area on the roof of building no. 2048, 2050, 2052, 2054, and 2056 (the warehouse no. K12-K16), approximately 3,693 sq.m. to install the solar cell to produce electrical solar energy at the rental rate of Baht 40 per sq.m.		0.00	The Company permitted SN Asset Development Co., Ltd to rent the area on the building roof for 3 year beginning at January 1, 2015 to December 31, 2017.	
9.	SN Asset Development Co., Ltd. and Rattanapol Co., Ltd.	Rattanapol Co., Ltd. is owned by the director's relative (Mr. Theerawat Thanyalakpark)	<b>Construction material buying</b>				
9.1			Construction material expenses	367.82	252.73	Buy construction materials for project development	Such transactions were reasonable, their conditions and purchase price were the market price.
9.2	Property Gateway Co., Ltd. and Rattanapol Co., Ltd.	Rattanapol Co., Ltd. is owned by the director's relative (Mr. Theerawat Thanyalakpark)	Account payable	53.42	55.96		
			Construction material expenses	682.80	333.06	Buy construction materials for project development.	Such transactions were reasonable, their conditions and purchase price were the market price.
9.3	Victory Assets Management Co., Ltd. and Rattanapol Co., Ltd.	Rattanapol Co., Ltd. is owned by the director's relative (Mr. Theerawat Thanyalakpark)	Account payable	167.36	114.27		
			Construction material expenses	0.00	76.30	Buy construction materials for project development.	Such transactions were reasonable, their conditions and purchase price were the market price.
			Account payable	0.00	102.91		

## 21. Management Analysis of Financial Status and Performance

In 2014, the Company and its subsidiaries had total revenues of Baht 2,774.5 million, with a net profit of Baht 436.0 million. As of December 31, 2014, the Company and its subsidiaries had a total of 12 residential real estate development projects for sales which were in progress, the total units when all projects completed were 4,979 units, and 2,439 units were transferred. The remaining residential units pending for sale were 1,810 units and not transferred were 730 units, totaling 2,540 units. The remaining project value which the Company would gradually close the sales and recognize revenues during 2015-2017 were totally Baht 5,454.94 million. The Company also had residential real estate development projects for rent comprising of “The SENA House Paholyothin 30” project, “The SENA House Lamlookka Klong 2” project, monthly/daily apartment for rent of 159 units and 42 units, respectively, “the Warehouse Sukhumvit 50” project with 22 warehouses for rent, and “The SENA Fest” project, a 4-storey Lifestyle Community Mall at Charoennakorn Road, Bangkok which was opened in March 2013 onward.

### Operation Result as of December 31, 2014

#### Revenue

The Company recognized its revenues from sale of land with structures and condominiums after the construction had been completed and the transfer of ownership and significant benefits on the properties to buyers. In respect of other revenues, the Company recognized revenue on the accrual basis. In 2012-2014, the Company classified its revenues by the types of projects as follows:

Table shown the Sales Income by Project Categories and Total Revenues (Consolidated Financial Statements)

Revenue	2012		2013 (new)		2014	
	MB	%	MB	%	MB	%
<u>Revenues from horizontal residences</u>						
SENA Grand Home	41.7	2.5	37.5	1.8	24.4	0.9
SENA Green Ville	175.9	10.4	125.3	6.1	177.6	6.5
SENA Villa	128.1	7.6	61.1	3.0	0.0	0.0
SENA Avenue	0.0	0.0	68.6	3.4	0.0	0.0
Praemaporn Klong 7	32.8	2.0	48.9	2.4	19.4	0.7
SENA Park Grand	0.0	0.0	50.0	2.5	168.9	6.2
Revenues from horizontal residences	<b>378.5</b>	<b>22.5</b>	<b>391.4</b>	<b>19.2</b>	<b>390.3</b>	<b>14.3</b>
<u>Revenues from vertical residences</u>						
The Niche	798.8	47.4	968.7	47.6	783.1	28.6
The Cache	71.2	4.2	53.3	2.6	1.4	-
The Kith	362.6	21.5	463.7	22.7	1,353.4	49.4
Revenues from residence decoration	6.3	0.4	0.2	0.0	2.5	0.1
Total Revenues from vertical residences	<b>1,238.9</b>	<b>73.5</b>	<b>1,485.9</b>	<b>72.9</b>	<b>2,140.4</b>	<b>78.1</b>
<b>Total revenues from residence sales</b>	<b>1,617.4</b>	<b>96.0</b>	<b>1,877.3</b>	<b>92.1</b>	<b>2,530.7</b>	<b>92.4</b>
Revenues from rental and services	22.1	1.3	131.0	6.4	151.0	5.5
Revenues from	45.4	2.7	30.1	1.5	57.5	2.1
<b>Revenues from laned sales</b>	<b>1,684.9</b>	<b>100.0</b>	<b>2,038.4</b>	<b>100.0</b>	<b>2,739.2</b>	<b>100.0</b>

**Remark:** In 2011-2013, the Warehouse rental income and juristic administration fee were classified to be the major income of the Company

### Total revenues from sales and services

In 2012-2014, total revenues from sales and services of the Company were Baht 1,684.9 million, Baht 2,038.4 million, and Baht 2,739.2 million, respectively. Such revenues were mainly from sale of horizontal and vertical residences which contributed to revenues from sales and services of 96.0%, 92.1, and 92.4%, respectively. The proportion of revenues from residence sales to total sales in 2012-2014 decreased due to the increase of revenues of rental and services from SENA Fest project operated by the Company and the revenues from golf course operated by its subsidiary, T. TRE.

The Company recognized its revenues from the sale of land with structures and condominiums after the construction had been completed and the transfer of ownership and significant benefits on the properties to buyers. In respect of revenues from services and other revenues, the Company recognized them on the accrual basis.

### Revenues from residence sales

In 2012-2014, revenues from residence sales of the Company were Baht 1,617.4 million, Baht 1,877.3 million, and Baht 2,530.7 million, respectively,

In 2012, the Company recognized revenues from the vertical residence projects at the amount of Baht 1,238.9 million. The projects with their revenue recognition significantly were “The Niche” projects (“The Niche Lad Prao130”, “The Niche Ratchada-Huaykwang”, and “The Niche Taksin”) and “The Kith” projects (“The Kith Sukhumvit 113” and “The Kith Changwattana”). For the horizontal residences, the revenues were gradually recognized at the amount of Baht 378.5 million mainly from “SENA Green Ville” project, “S Ville Rangsit-Lamlookka Klong 4” project, and “SENA Villa Ramindra Exclusive” project.

In 2013, the revenues from residence sales increased by 16.1% from the previous year. The Company recognized revenues from the vertical residences of Baht 1,486.0 million. The projects with the revenues recognized significantly were “The Niche” projects (the new project “The Niche Mono Bangna” and “The Niche Wanghin”, which began recognizing revenues in 2013, including continually revenue recognition of “The Niche Lad Prao 130” project, “The Niche Ratchada-Huaykwang” project, and “The Niche Taksin” project), and “The Kith” projects (the new project “The Kith Lamlookka Klong 2” project, and “The Kith Tiwanon” project, which the revenue recognition were recorded in 2013 including continually revenue recognition of “The Kith Sukhumvit 113” project and “The Kith Klong Luang” project). With regard to horizontal projects, the Company gradually recognized its revenues at the amount of Baht 391.4 million by gradually revenue recognition mainly from “SENA S Ville Rangsit-Lamlookka Klong 4” project, “SENA Park Grand Ramindra” project, “Praemaporn Klong 7”, “SENA Grand Home Phase 4” project, and “SENA Villa Ramindra Exclusive” project.

In 2014, the revenue recognition significantly from vertical residence sales of Baht 2,140.4 million were “The Niche” and “The Kith” projects: “The Niche ID Wanghin”, “The Niche ID Rama 2”, “The Kith Plus Nawamin”, including the horizontal residence “S Ville Klong Luang” project which was new project launched during 2012-2013 and gradually transferred the ownership to the customers at the beginning of 2014 onwards. In addition, the continually revenue recognition was from “The Niche Mono Bangna” project, “The Kith Tiwanon” project”, “The Kith Lamlookka Klong 2” project, and “The Kith Klong Luang Commercial Building” project, which began recognizing in the late of 2013.

Besides, the revenues gradually recognized continuously were from the horizontal residences project, “S Ville Rangsit-Lamlookka Klong 4”, and big projects such as “SENA Park Grand Ramindra” which began to be recognized in the late of 2013.

#### Revenues from rental and services

In 2012-2014, the Company had rental income of Baht 22.1 million, Baht 131.0 million, and Baht 151.0 million, respectively, which were from apartment and warehouse rental: “SENA House Phaholyothin 30” and “SENA House Lamlookka Klong 2”, 159 units and 42 units, respectively. In addition, “SENA Fest” project which is the 4-storey community mall located on Charoennakorn road launched in 2013 for the first year. In 2013-2014, the rental income and service charges were increased substantially from the previous year, which were mainly derived from the rental income of SENA Fest project, in 2013, for the amount of Baht 69.3 million and Baht 91.5 million, respectively.

#### Revenues from Golf Course

The Company perceives that at presently the real estate business is highly competed and the land price has increased continuously. Therefore, the Company has planned to increase the proportion of other incomes other than the revenues from the sale of real estate. The Company invested 100.0% in T.TRE, which operates golf course at Pattaya Country Club on January 5, 2012. The Company has prepared the consolidated financial statements since January 1, 2012 which included the operation result of T.TRE in the statements of comprehensive income and cash flow statements (the discrepancy of operation result during that period was not significantly different).

In 2012, the Company had revenues from golf course for the first year at the amount of Baht 45.4 million. In 2013, the Company had revenues from golf course at the amount of Baht 30.1 million, decreased 33.6% from the previous year due to the improvement of golf course at about half or 9 holes from 18 holes since February 2013. The improvement was completed and open with full area in December 2013.

In 2014, the Company had revenues at Baht 57.5 million, an increase of Baht 27.4 million from the previous year, or representing of 91.0%, due to the golf course was entirely open in December 2014 onwards.

#### Other revenues

In 2012-2014, the other revenues of the Company were Baht 53.9 million, Baht 36.5 million, and Baht 35.3 million, respectively. In addition, other revenues were included income from contract cancellation, profit from assets sales, and interest income, etc.

In 2013-2014, the other revenues decreased from 2012 because the incomes from warehouse rental and juristic administration fee were classified and recorded to the main income of the Company.

#### Cost of Sales.

The Company and its subsidiaries recognized their cost of sales on the accrual basis. In 2012-2014, the cost of sales of the Company were classified by the types of projects as follows:



Table shown the Costs of Sales Category and Total Cost (Consolidated Financial Statements)

Cost of Sales	2012		2013		2014	
	MB	% of revenue	MB	% of revenue	MB	% of revenue
<u>Cost of sales of horizontal residences</u>						
SENA Grand Home	21.4	51.3	20.4	54.4	13.4	54.9
SENA Green Ville	106.8	60.7	76.0	60.7	121.6	68.5
SENA Villa	72.2	56.4	34.6	56.6	0.0	0.0
SENA Avenue	0.0	0.0	31.8	46.4	0.0	0.0
Praemaporn Klong 7	22.5	68.6	28.8	58.9	11.4	58.8
SENA Park Grand	0.0	0.0	30.5	61.0	119.5	70.8
<b>Total cost of sales of horizontal residences</b>	<b>222.9</b>	<b>58.9</b>	<b>222.1</b>	<b>56.7</b>	<b>265.9</b>	<b>68.1</b>
<u>Cost of sales of vertical residences</u>						
The Niche	386.5	48.4	616.0	63.6	474.8	60.6
The Cache	46.3	65.0	30.4	57.0	0.7	50.0
The Kith	225.5	62.2	284.5	61.4	762.8	56.4
Costs from residence decoration	3.5	55.6	0.1	50.0	0.7	28.0
<b>Total cost of sales of vertical residence</b>	<b>661.8</b>	<b>53.4</b>	<b>931.0</b>	<b>62.7</b>	<b>1,239.0</b>	<b>57.9</b>
<b>Total cost of residence sales</b>	<b>884.7</b>	<b>54.7</b>	<b>1,153.1</b>	<b>61.4</b>	<b>1,504.9</b>	<b>59.5</b>
Cost of rental and services	14.4	65.2	65.8	50.2	71.6	47.4
Cost of golf course	31.2	68.7	27.6	91.7	43.6	75.8
<b>Total cost of sales</b>	<b>930.3</b>	<b>55.2</b>	<b>1,246.5</b>	<b>61.2</b>	<b>1,620.1</b>	<b>59.1</b>

In 2012-2014, the Company's cost of sales were Baht 930.3 million, Baht 1,173.3 million, and Baht 1,620.1 million, respectively, representing of 55.2%, 61.2%, and 59.1% of the total revenues from sales and services. The cost of sales are consisted of land cost, land development cost, construction cost, and public utilities cost.

In 2012-2014, the costs of residence sales were Baht 884.7 million, Baht 1,153.1 million, and Baht 1,620.1 million, respectively. Such cost of sales were representing of 54.7%, 61.4%, and 59.5%, respectively.

## Gross Profit

Gross Profit	2012		2013		2014	
	MB	% of revenue	MB	% of revenue	MB	% of revenue
<u>Gross profit of horizontal residences</u>						
SENA Grand Home	20.3	48.7	17.1	45.6	11.0	45.1
SENA Green Ville	69.1	39.3	49.3	39.3	56.0	31.5
SENA Villa	55.9	43.6	26.5	43.4	0.0	0.0
SENA Avenue	0.0	0.0	36.8	53.6	0.0	0.0
Praemaporn Klong 7	10.3	31.4	20.1	41.1	8.0	41.2
SENA Park Grand	0.0	0.0	19.5	39.0	49.4	29.2
<b>Gross profit of horizontal residences</b>	<b>155.6</b>	<b>41.1</b>	<b>169.3</b>	<b>43.3</b>	<b>124.4</b>	<b>32.0</b>
<u>Gross profit of Vertical residences</u>						
The Niche	412.3	51.6	352.7	36.4	308.3	39.4
The Cache	24.9	35.0	23.0	43.1	0.7	50.0
The Kith	137.1	37.8	179.2	38.6	590.6	43.6
Profit from residence decoration	2.8	44.4	0.1	50.0	1.8	72.0
Gross profit of vertical residence	577.1	46.6	555.0	37.3	901.4	42.1
Total project gross profit	732.7	45.3	724.3	38.6	1,025.8	40.5
Gross profit of rental and services	7.7	34.8	65.2	49.8	79.4	52.6
Gross profit of golf course	14.2	31.3	2.5	8.3	13.9	24.2
<b>Total Gross Profit</b>	<b>754.6</b>	<b>44.8</b>	<b>792.0</b>	<b>38.9</b>	<b>1,119.1</b>	<b>40.9</b>

In 2012-2014, the Company's gross profit were Baht 754.6 million, Baht 792.0 million, and Baht 1,119.1 million, respectively, representing a gross profit margin of 44.8%, 38.9%, and 40.9% of total sales and services, respectively. The gross profit of residence projects were Baht 732.7 million, Baht 724.3 million, and Baht 1,025.8 million, representing a gross profit margin of 45.3%, 38.6%, and 40.5%, respectively. The reason of the increase of gross profit margin during 2013-2014 was that the Company managed its cost efficiently with economies of scale from purchase plan of construction and decoration materials of many projects entirely, and changed the contractor appointment methods from the bidding process to appoint according to the Company's budget determined.

In 2013, the Company improved and restored the Pattaya Country Club golf course project. All 18 holes of golf course was planned to be renovated. During the quarter 2-3 of 2013, the golf course opened only 9 holes, the remaining 9 holes were under improvement. Besides, the club house project was begun constructing. As a result, the gross profit of the project decreased significantly compared to 2012. However, in 2014, all 18 holes golf club were completely open, the gross profit increased. In 2015, Pattaya Country Club project will be able to be recognized revenues completely since the club house opens in the beginning of the year.

### Selling and Administration Expenses

	2012		2013		2014	
	MB	%	MB	%	MB	%
Selling and administration expenses						
Selling Expenses	203.5	51.0	228.2	52.6	290.2	51.5
Administration Expenses	185.5	46.5	196.2	45.3	261.9	46.5
Remuneration of the executives	9.9	2.5	9.1	2.1	11.1	2.0
<b>Total selling and administration expenses</b>	<b>398.9</b>	<b>100.0</b>	<b>433.5</b>	<b>100.0</b>	<b>563.2</b>	<b>100.0</b>
<b>Selling and administrative expenses to total revenues ratio (%)</b>	<b>22.9</b>		<b>20.9</b>		<b>20.3</b>	

The major selling and administrative expenses were employee expenses, advertising and promotion expenses, depreciation, remuneration of the executives, etc. In 2012-2014, the selling and administration expenses were Baht, 398.9 million, Baht 433.5 million, and Baht 563.2 million, respectively, representing the selling and administration expenses to total revenues ratio of 22.9%, 20.9%, and 20.3%, respectively.

In 2013-2014, the ratio of selling and administration expenses to the total revenues decreased from the previous year, representing to 20.9% and 20.3%, respectively, due to well-planned administration expenses.

### Return to equity ratio

In 2014, the return to equity ratio of the Company was 16.80%. The Board of Directors passed the resolution to pay dividend from the operation result of 2014 to shareholders for the amount of Baht 178.33 million, or equivalent to the dividend payout ratio of 40% of net profit of 2014 consolidated financial statements.

### Financial Status

As at the end of 2012-2014, the total assets of the Company were at Baht 4,298.3 million, Baht 5,640.9 million, and Baht 6,709.2 million, respectively. The details of assets significantly were as follows:

#### Inventories

As at the end of 2012-2014, the inventories of the Company were Baht 1,848.7 million, Baht 2,283.0 million, and Baht 2,578.3 million, respectively. The main inventories in the consolidated financial statements were land for project development, land development costs, land and club house, public utilities, construction works, administration expenses, borrowing cost, expenses on contacting with the government agencies, and other expenses. The figures were the net amount after deduct portion transferred to cost of sales and allowance for impairment. The inventories value has increased every year since the Company has expanded its business and constantly launched new projects. Details of inventories separated by projects were as follows:

No.	Project Name/Location	Dec 31, 2012	Dec 31, 2013	Dec 31, 2014
1	SENA Grand Home Zone 4, Lamlookka	45.8	26.5	14.6
2	Villa Ramindra Exclusive Zone A,C,D	27.3	18.4	37.0
3	S Town 2 Ramindra	-	0.8	21.6
4	SENA Ville Ramindra	-	-	32.2
5	SENA Green Ville Lamlookka Klong 11	1.3	1.3	1.3
6	SENA Green Ville Lamlookka Klong 2	4.7	4.7	4.7
7	SENA Green Ville Bangna-Teparak	1.1	-	-
8	SENA Green Ville Ramindra	1.2	0.3	-
9	S Ville Rangsit - Lamlookka	102.2	136.5	106.1
10	Salaya	-	-	113.5
11	The Niche Lad Prao 48	2.0	2.0	-
12	The Niche Taksin	2.4	1.0	1.0
13	The Niche Ratchada-Huaykwang	7.2	2.7	1.3
14	The Niche ID Lad Prao 130	78.3	1.8	-
15	The Niche Mono Bangna Phase 1 and 2	248.5	298.3	204.8
16	The Niche ID Wanghin	56.1	66.4	0.5
17	The Niche Ratchavipha	242.5	257.0	437.2
18	The Niche ID Bangkai	-	-	67.4
19	The Niche ID Rama 2	-	105.0	298.5
20	The Kith Changwattana	2.5	1.9	1.9
21	The Kith Sukhumvit 113	41.4	-	-
22	The KithLamlookka Klong 2 (Phase 1,2,3)	134.4	181.0	164.4
23	The Kith Khlong Luang, Pathumthani province	82.2	223.6	124.2
24	The Kith Plus Nawamin	-	236.3	94.5
25	The Kith Bangkadee	-	-	4.3
26	The Cache Lamlookka Klong 2	31.9	2.4	1.5
27	The Cache Rama 3	0.4	0.4	0.4
28	Praemaporn Lamlookka Klong 7	74.2	46.2	36.4
29	SENA Park Grand Ramindra Phase 1 *	659.2	468.5	489.4
30	The Kith Suankularb, Nontaburi province (plot at the back of the project)	1.9	199.0	317.9
31	Others, food and drink sales in golf course	-	1.0	1.69
Total inventories		1,848.7	2,283.0	2,578.3

#### Remark

\*As of December 31, 2012, the inventory value of SENA Park Grand was showed all land value. In 2013, the development of such project was clear; therefore, the Company divided land into phase 1 and phase 2. As at December 31, 2013, the inventory value was showed only phase 1 and phase 2 was recorded as land held for development.

### Land held for development

As at the year ended of 2012-2014, the lands held for development of the Company were at Baht 725.4 million, Baht 948.5 million and Baht 1,631.5 million, respectively. In 2012, the Company has invested in several plots of land which have potential for residence project development in the future such as land at Bangkadee subdistrict, Muang district, Pathumthani province and Bangna area which located in the same area of the Company's existing project. Besides, the Company also purchased land of Pattaya golf course at the amount of Baht 97.2 million from its subsidiary, T. TRE, which already included in 2012 financial statements. In 2013, the lands held for development were increased at Baht 223.0 million due to the record of land of SENA Park Grand Phase 2 which was previously recorded as inventory, and the purchase of 2 plots of land at Bangkadee subdistrict and Khan Na Yao subdistrict to develop projects in the future.

At the year ended of 2014, the lands held for development were increased to Baht 683.0 million from the purchase of 2 new plots of land at Bangkadee-Huaykwang subdistrict and Ramindra KM. 9.

No.	Project Name/Location	Dec 31, 2012	Dec 31, 2013	Dec 31, 2014
1	Villa Ramindra (Left side + Exclusive)	43.2	32.8	11.4
2	SENA Grand Home Zone 4	8.9	8.9	8.9
3	SENA Grand Ville Ramindra	1.0	-	0.7
4	The Kith Klong Luang	73.7	-	-
5	Kedsara Ramindra (Zone 6)	0.2	0.2	0.2
6	Land KM. 9, Ramindra road, BKK	30.2	30.2	33.2
7	Land at SENA Park Grand Phase 2	-	290.7	294.3
8	Bangna (additional purchase)	74.6	41.4	41.4
9	Lad Prao 130	4.0	-	-
10	Bangna-Trad (KM.4)	3.0	3.0	-
11	Lamlookka Klong 2	29.3	-	-
12	Bangkradi district, Pathumthani province	87.7	89.2	99.7
13	Land at Pattaya golf course	97.2	97.2	97.2
14	Land, Nawamin 163	57.6	8.2	8.2
15	Land, Rama 2	47.6	1.3	131.2
16	Land of the Kith Suankularb	167.3	112.2	89.0
17	Land, Bangkadee	-	112.8	68.2
18	Land, Khan Na Yao	-	120.4	128.7
19	Land, Petchaburi	-	-	386.2
20	Land, Ramindra KM. 9 (additional purchase)	-	-	233.0
Total land held for development		725.5	948.5	1,631.5

## Property, Plant and Equipment

At the year ended of 2012-2014, property, plant, and equipment of the Company were Baht, 605.4 million, Baht 645.9 million, and Baht 645.1, respectively. In 2013, the property, plant and equipment of the Company increased by Baht 40.5 million due to the accounting adjustment by recording sales office and showroom of “The Niche Wanghin”, “The Niche Mono Bangna”, “The Niche ID Rama 2”, “The Kith Klong Luang”, “The Kith Klong 2”, “The Kith Suankularb”, and “The Kith Plus Nawamin” as fixed assets at approximately Baht 40.5 million and amortized according to lifetime 1-3 years.

## Investment Property

At the year ended of 2012-2014, the investment properties were Baht 320.0 million, Baht 809.5 million, and Baht 792.7 million, respectively. The increase of investment property in 2013 caused by the transfer of the projects under development to investment property because SENA Fest project was completed and opened for the operation in 2013. The investment properties are as follows:

1. **“SENA House” Project** was apartments of 3 buildings: “SENA House Paholyothin30” for 2 buildings, and “SENA House Lamlookka Klong 2” for 1 building. The land was stated at cost of building and construction as stated at the cost less accumulated depreciation of assets, which were not exceeding the appraisal value appraised by independent appraiser approved by SEC which was T.A. Management Corporation (1999) Co., Ltd. as the report dated February 6, 2009 and January 23, 2012 on the topic of the objective of the report for public interest.
2. **“SENA Warehouse Sukhumvit 50” Project** was warehouse for rent consisted of 22 warehouses and stated at the cost less accumulate depreciation The subsidiary estimated for the lifetime according to the Company’s policy to rent approximately 6 years. On July 1, 2013, such subsidiary changed the estimated useful life from 6 years to 20 years effectively on July 1, 2013 onwards.
3. **“SENA Fest” Project** The Company has leased land for building construction on such land to sublease or for business benefit in the projects. “SENA Fest” project was the 4-storey lifestyle community mall which has already completed and opened for rent since March 2013.

## Rental Agreement of SENA Fest

The Company entered into Memorandum of Understanding to undertake the leasehold assignment for long term land rental with from unrelated company, Dhamma Study and Propagation Foundation for 32 year (until 2041) on September 10, 2008. The Company had to pay initial rental at the amount of Baht 30 million which the Company had already paid and the monthly rental was at Baht 50,000 effective in September 2011. The Company had obligation to complete the project construction within 10 years from the registered date of leasehold. The ownership of all buildings and structure would belong to the lessor when the contract is expired. Besides, the Company has paid the compensation at 20% of net profit after deduction of all expenses of such above mentioned projects to the leasehold assignor. The Company registered the leasehold with such foundation on September 11, 2009 and paid such leasehold assignment fee.



### Extension of Rental Agreement

However, the Company and such foundation, on February 15, 2012, consented to terminate the rental contract agreed on September 11, 2009, and addendum dated September 10, 2009. The new rental agreement was made by mutual agreement on the rental period and some terms of lease. The Company re-registered the leasehold for 50 years effective on February 1, 2012 until January 31, 2062, and paid the special compensation to such foundation for the additional rental period registration at the amount of Baht 15 million according to the contract and monthly rental of Baht 50,000 (during the period of February 2012 until September 2041) and monthly rental of Baht 100,000 (during of October 2041 until January 2062). The Company has obligation to construct the project at the project value not less than Baht 300 million and had to complete such project within 8 years from February 10, 2012. The Company re-registered the leasehold on February 17, 2012 and has mortgaged such leasehold with the financial institution for the credit line of Baht 372 million.

At the year ended of 2011-2013, “SENA Fest” project was detailed as following:

(Unit: MB)

Payment under the contract	2011	2012	2013
Rental	30.2	30.0	30.0
Leasehold assignment fee	25.0	25.0	25.0
Compensation for rental period extension	-	15.0	15.0
Registration expenses	0.5	1.1	1.1
Construction cost	39.5	273.7	441.6
<b>Total</b>	<b>95.2</b>	<b>344.8</b>	<b>512.7</b>
Deduct: Leasehold amortization	-	(5.7)	(7.4)
Transfer to property for investment	-	-	(505.3)
<b>Grand Total</b>	<b>95.2</b>	<b>339.0</b>	<b>-</b>

In 2011, one of the Company’s subsidiaries, VAM, reviewed the lifetime of office building and building improvement from 5-30 years to 14-52 years by considering the appraisal report prepared by the Company’s engineers which was effective from January 1, 2011. The change of accounting estimation reflected the depreciation for the year ended December 31, 2011 as follows:

Depreciation (MB)	Old	New
Office building and improvement	1.1	0.6
Property for investment	4.4	3.6

There was no change for the Company and its subsidiaries

## Liabilities

At the end of 2012-2014, the liabilities of the Company were Baht 2,061.9 million, Baht 3,226.1 million, and Baht 3,933.2 million, respectively, consisted of the current liabilities of Baht 1,358.1 million, Baht 2,776.5 million, and Baht 3,721.7 million, respectively, and non-current liabilities of Baht, 703.8 million, Baht 449.6 million, and Baht 211.5 million, respectively. The liabilities at the end of 2013 increased mainly from the increase of short-term promissory notes of the financial institutions for its working capital of Baht 964.5 million, the increase of long-term loan from the financial institutions of Baht 227.8 million, the increase of promissory note of Baht 568.3 million, and the decrease of long-term loan from the financial institutions of Baht 300.0 million and the decrease of repayment of long-term promissory note to related parties of Baht 490.0 million.

At the end of 2014, the increase of liabilities at Baht 707.1 million was resulted of the increase of promissory notes from the financial institutions at the amount of Baht 1,489.4 million for working capital and project development, the decrease of long-term promissory notes, and long-term loan from the financial institutions of Baht 568.3 million, and Baht 300.2 million, respectively

Details of the significant liabilities were as follows:

- 1) Short-term Loan (short-term promissory notes to the financial institutions and short-term debenture)

At the end of 2012, the Company had short-term promissory notes to financial institution at the amount of Baht 782.9 million. The value of short-term promissory notes to financial institution at the end of 2012 increased from the end of 2011 at the amount of Baht 493.5 million, which caused by the issuance of promissory notes and bill of exchange to pay for land cost for several project developments and to support business expansion as well as to be its working capital for operation.

At the end of 2013, the Company had promissory notes of Baht 1,130 million due in May to September 2014 at the interest rate of 5%, MLR -1% to MLR-2% per year, and the bill of exchange of Baht 423.0 million due in January-May 2014 at the interest rate of 4.35-5.85% per year. Besides, the Company had short-term bond of Baht 44.7 million from its subsidiary, T.TRE which issued short-term debenture of Baht 46.4 million at par value of Baht 1,000 per unit of 46,400 units which maturing date was on March 14, 2014 at the interest rate of 5.1% per year. The Company was repaid at Baht 44.7 million to spend on the golf course improvement and build new clubhouse.

At the end of 2013, its subsidiary, PG, borrowed from other company at the amount of Baht 152.2 million (net after deduct the interest expense from the bill) which was the of loan on the type the bill of exchange (B/E) from a securities firm at interest rate of 4.8%, the payment date was on April 2, 2014 for spending on the SENA Park Grand project construction. At the end of 2014, such subsidiary issued the bill of exchange at Baht 154 million which will be expired on April 2015 at the interest rate of 3.5% per year.

At the end of 2014, the Company has promissory notes at the amount of Baht 1,410.56 million, due in September-December 2014, at the interest rate of 5%-5.5% per year and MLR-2.00%, and the bill of exchange at Baht 1,600 million which is due in January-August 2014 at the interest rate of 3.20-3.65% per year, to support on business expansion and working capital for the Company's operation.

At the end of 2014, its subsidiary, T.TRE, issued short-term debenture of Baht 46.4 million at par value of Baht 1,000 per unit of 46,400 units which maturing date is on March 16, 2015 at the interest rate of 3.50% per year or equivalent to Baht 0.80 million and receives the money at the amount of Baht 45.60 million.

2) Long-term loan from the financial institutions

In 2012, the Company and its subsidiaries expanded new development project increasingly; therefore, they borrowed from the financial institutions during the year as well as gradually repaid loan of some projects completed. Then, the long-term loan from the financial institutions was not changed as significantly at the end of 2012. However, the Company and its subsidiaries has still carefully monitored on taking on loan appropriately at the proper time.

At the end of 2013-2014, the long term loan from the financial institutions were at Baht 420.8 million and Baht 199.3 million, respectively, decreased from the previous year because the Company has gradually repaid of the principal of the mortgage projects and already received payment.

3) Long-term promissory notes to related entity

At the end of 2012 and 2013, the Company issued long-term promissory notes at the amount of Baht 490.0 million to related parties which were the directors and relatives of the directors for 4 persons to pay for investment on the common shares of T.TRE. Such promissory notes was due on January 5, 2014 with no interest charge (in 2010 and 2011, there was no long-term promissory note to related party). In addition, the Company has already paid for the promissory note in January 2014.

### **Shareholders' equities**

The Extraordinary General Shareholders' Meeting No. 1/2012 held on October 24, 2012 resolved to reduce the registered capital from Baht 717,705,882 to Baht 717,704,825 by becoming to 1,057 unissued registered common shares and to increase its registered capital from Baht 714.7 million (being 714,704,825 common shares of Baht 1 each) to Baht 857.7 million (being 857,711,687 common shares of Baht 1 each) to the exercise of warrants to purchase common stocks.

The General Shareholders' Meeting No. 1/2014 of SENA Development Public Company Limited held on April 28, 2014 resolved to reduce its registered capital at the amount of Baht 140.8 million, from Baht 857.7 million to Baht 716.9 million by being to 716,904,825 common shares at par value of Baht 1 each, which cutting 140,806,862 unissued registered common shares at par value of Baht 1 each and to increase its registered capital at the amount of Baht 2.3 million, from Baht 716.9 million to Baht 719.2 million, by issuing new common shares of 2,300,000 shares at par value of Baht 1 each.

The Meeting approved the allocation of offering shares for taking the exercise of warrants no. 2 (SENA-WB) to buy the Company's common shares to the executives and employees of the Company and/or its subsidiaries at 2,300,000 shares at par value of Baht 1 each.

The Extraordinary General Shareholders' Meeting No. 1/2012 held on September 25, 2014 resolved to increase its registered capital at the amount of Baht 51.4 million, from Baht 719.2 million to Baht 770.6 million by issuing 51,370,151 new common shares at par value of Baht 1 each for taking dividend payment and the right adjusted for the exercise of warrants no. 1 (SENA-WA) and no. 2 (SENA-WB).

The Shareholders' Meeting also resolved the allocation of offering shares, which giving to the executives and employee of the Company and/or its subsidiaries, to support the dividend payment the right adjusted for the exercise of warrants no. 1 (SENA-WA) and no. 2 (SENA-WB).

The shareholders' equities and its subsidiaries, at the end of 2013-2014, was equivalent Baht 2,236.4 million, Baht 2,414.8 million, and Baht 2,776.0 million, respectively.

At the end of 2014, the shareholders' equities increased equivalent Baht 361.2 million, which steadily increased every year. The Company gained profit continuously from its operation performance, as a result, the unappropriated retained earnings increased Baht 290.2 million. In 2014, the Company paid dividend to shareholders for the amount of Baht 178.22 million.

### **Capital Structure**

At the end of 2012-2014, the debt to equity ratios of the Company were at 0.9 times, 1.3 times, and 1.4 times, respectively. The debt to equity ratio of 2012 increased due to the increase of non-current liabilities which were long-term promissory notes to related parties at the amount of Baht 490.0 million to pay for investment of the common shares of T.TRE. At the end of 2013, the debt to equity ratio increased which the main reason was the increase of loans from the financial institutions.

At the end of 2014, the debt to equity ratios was increased mainly from the short-term promissory notes from the financial institutions for supporting the business expansion and working capital for operation of the Company.

### **Liquidity**

In 2012, the Company had net cash flow received from the operation activities of Baht 344.9 million. In 2013-2014, the Company had net cash flow used in the operation activities of Baht 51.7 million and Baht 117.3 million, respectively. The net cash flow, in 2012, from operation activities was mainly from profit from operation before the change in operating assets and liabilities. In 2013-2014, the Company has invested on land purchase to additional develop, as a result, the operating assets on the type of land held for development are increased significantly.

In 2012-2014, the Company had net cash flow used in investing activities of Baht, 326.1 million, Baht 545.6 million, and Baht 29.3 million, respectively. The major investing activity in 2012 was cash paid for purchasing the project under construction of "SENA Fest" for the amount of Baht 234.1 million. In 2013, the net cash flow used in investing activities mainly was the increase of deposit at bank pledged as collateral for the amount of Baht 302.7 million. Part of such amount has been put into the saving account to reserve for Aval promissory notes according to the loan agreement of Aval promissory notes, which such promissory notes will be due on January 5, 2014, and for property investment of SENA Fest project for the amount of Baht 167.9 million.

In 2012-2014, the Company had net cash flow from financing activities at the amount of Baht 34.4 million, Baht 652.1 million, and Baht 162.0 million, respectively. The main factor of the increase was from the short-term promissory notes of financial institutions to its business expansion.

In 2012-2014, the movement cash on the operation, investing and financing activities reflected the Company's cash and cash equivalents by increasing of Baht 53.1 million, Baht 54.8 million, and Baht 15.3 million, respectively.

Unit: MB	2012	2013	2014
Net cash flow from operating activities	344.9	(51.7)	(117.3)
Net cash flow from investing activities	(326.1)	(545.6)	(29.3)
Net cash flow from financing activities	34.4	652.1	162.0
Net cash and cash equivalents increase (decrease)	53.1	54.8	15.3

### Liquidity Ratio

At the year ended of 2012-2014, the liquidity ratio was 1.6 times, 1.0 times, and 0.9 times respectively. The Company had the short-term promissory notes from the financial institutions increasingly to approximately Baht 964.5 million, and Baht 1,432.2 million respectively. As a result, the liquidity ratio at the year ended of 2013-2014 was decreased to 1.0 times and 0.9 times respectively.

However, the Company has policies for financial plan and cash flow allocation to retain its liquidity level in accordance with the risk management policy and manipulate on financial discipline in order to prevent the Company from the high financial risk. At the same time, the Company sustained its revenue growth as planned.

In 2011-2014, the average collection periods of the Company were 0.2 days, 0.3 days and 0.2 days, respectively because the Company entered into agreements with its customers and collect money promptly.

In 2011-2014, the average selling periods were 705 days, 676 days and 581 days, respectively. In 2013-2014, the average selling period decreased to 676 days and 581 days respectively due to many projects were completed during the year and be able to transfer the ownerships and recognized as revenues.

## 3. Remuneration of the audit

### 1. Remunerations for financial statements review and audit (Audit Fee)

The Company paid the total amount of Baht 2.76 for interim financial statements review and financial statements audit for the 2014 fiscal year of the Company and its subsidiaries to Miss Kannikarn Vipaurat, Certified Auditor No. 7305, of Karin Audit Co., Ltd.

### 2. Other Service Fee (Non Audit Fee)

- None -

## 22. Report of Certified Public Accountant and Financial Statement

To The Shareholders of **Sena Development Public Company Limited**

I have audited the accompanying financial statements of **Sena Development Public Company Limited and subsidiaries**, which comprise the consolidated and separate statements of financial position as at December 31, 2014 and the consolidated and separate statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

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

### **Auditor's Responsibility**

My responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

I believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



In my opinion, the financial statements present fairly, in all material respects, the financial position of **Sena Development Public Company Limited and subsidiaries**, which comprise the consolidated and separate statements of financial position as at December 31, 2014 and the consolidated and separate statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

จิโรต สิริอรrote

(Mr. Jirote Sirirorrote)  
C.P.A. (Thailand)  
Registration No. 5113

Karin Audit Company Limited  
Bangkok, Thailand  
February 26, 2015

## SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

## STATEMENTS OF FINANCIAL POSITION

AS AT DECEMBER 31, 2014

		Baht			
		Consolidated financial statements		Separate financial statements	
Notes		December 31, 2014	December 31, 2013	December 31, 2014	December 31, 2013
<b>ASSETS</b>					
<b>CURRENT ASSETS</b>					
Cash and cash equivalents	5	387,504,087	372,173,095	204,190,370	190,909,543
Temporary investments		180,280,439	-	180,280,439	-
Trade receivables and other from related parties	4	15,580	852,336	-	-
Trade accounts and other receivable	6	210,043,615	110,354,720	196,210,524	99,932,809
Short-term loans and accrued interest income					
to related parties	4	-	-	561,280,728	507,693,303
Inventories - net	7	2,578,314,384	2,283,007,632	1,902,917,700	1,694,558,052
Other current assets		14,421,936	8,399,734	-	1,551,500
Total current assets		<u>3,370,580,041</u>	<u>2,774,787,517</u>	<u>3,044,879,761</u>	<u>2,494,645,207</u>
<b>NON-CURRENT ASSETS</b>					
Deposits at bank pledged as collateral		61,495,132	336,045,672	58,592,428	333,181,880
Land held for development - net	8	1,631,470,228	948,469,031	1,264,170,468	532,288,228
Investments in subsidiaries	9	-	-	1,001,546,636	998,146,636
Investments property - net	10	792,683,264	809,496,455	485,441,718	497,471,236
Property, plant and equipment - net	11	645,112,545	645,899,803	79,781,436	84,178,182
Project under construction	12	156,400,416	63,859,619	-	-
Deferred income tax assets	13	374,177	8,929,749	-	3,325,385
Other non-current assets		51,130,032	53,400,873	48,060,734	50,968,398
Total non-current assets		<u>3,338,665,794</u>	<u>2,866,101,202</u>	<u>2,937,593,420</u>	<u>2,499,559,945</u>
<b>TOTAL ASSETS</b>		<u><u>6,709,245,835</u></u>	<u><u>5,640,888,719</u></u>	<u><u>5,982,473,181</u></u>	<u><u>4,994,205,152</u></u>

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

**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**  
**STATEMENTS OF FINANCIAL POSITION**  
**AS AT DECEMBER 31, 2014**

	Notes	Baht			
		Consolidated financial statements		Separate financial statements	
		December 31, 2014	December 31, 2013	December 31, 2014	December 31, 2013
LIABILITIES AND					
SHAREHOLDERS EQUITY					
CURRENT LIABILITIES					
Bank overdrafts		-	1,201,607	-	1,201,607
Trade accounts and other payable	14	226,369,050	231,076,309	194,391,507	205,998,437
Other Payables related parties		216,023	-	34,566,028	-
Short-term loans from financial institutions	15	3,179,605,973	1,747,395,453	2,980,838,400	1,549,255,446
Current portion of liabilities promissory notes					
from financial institutions	4	-	568,290,766	-	568,290,766
Loans from financial institutions	17	67,540,000	13,000	67,539,000	11,000
Current portion of long-term loans					
from financial institutions	17	32,118,563	20,921,843	-	3,046,576
Short-term loans and accrued interest					
from related parties	4	-	-	23,640,527	11,214,551
Current portion of liabilities under hire purchase					
and financial lease agreements		570,346	801,047	-	-
Accrued corporate income tax		46,660,613	37,988,530	37,210,624	36,559,976
Other current liabilities		168,646,430	168,794,713	130,283,333	135,831,747
Total current liabilities		3,721,726,998	2,776,483,268	3,468,469,419	2,511,410,106
NON-CURRENT LIABILITIES					
Long - term promissory notes	16	57,240,555	-	57,240,555	-
Long-term loans from financial institutions - net	17	99,663,894	399,882,347	-	346,116,924
Liabilities under hire purchase and					
financial lease agreements - net		182,813	697,755	-	-
Deferred income tax liabilities	13	14,092,727	10,502,524	2,916,413	-
Employee benefit obligations	18	14,078,778	9,942,708	10,160,944	6,023,275
Other non-current liabilities		26,249,072	28,602,126	26,249,073	28,602,126
Total non-current liabilities		211,507,839	449,627,460	96,566,985	380,742,325
TOTAL LIABILITIES		3,933,234,837	3,226,110,728	3,565,036,404	2,892,152,431

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

## SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

## STATEMENTS OF FINANCIAL POSITION

AS AT DECEMBER 31, 2014

		Baht			
		Consolidated financial statements		Separate financial statements	
Notes		December 31, 2014	December 31, 2013	December 31, 2014	December 31, 2013
<b>SHAREHOLDERS EQUITY</b>					
Share capital					
Registered share capital					
			857,711,687		857,711,687
	857,711,687 ordinary shares of Baht 1.00 each				
	770,574,976 ordinary shares of Baht 1.00 each	19	770,574,976	770,574,976	
Issued and paid-up					
	714,704,825 ordinary shares of Baht 1.00 each		714,704,825		714,704,825
	765,874,078 ordinary shares of Baht 1.00 each		765,874,078	765,874,078	
	Effect of business acquisition under common control		67,187,460	-	-
	Premium on share capital		219,107,691	219,107,691	218,926,491
Retained earnings					
Appropriated					
	Legal reserve	22	85,771,169	71,470,483	85,771,169
	Share based payment transactions		3,902,790	-	3,902,790
	Unappropriated		1,621,532,280	1,331,268,822	1,342,781,049
	Total shareholders' equity of parent		2,763,375,468	2,403,558,081	2,417,436,777
	Non - controlling interests		12,635,530	11,219,910	-
	<b>TOTAL SHAREHOLDERS EQUITY</b>		<b>2,776,010,998</b>	<b>2,414,777,991</b>	<b>2,417,436,777</b>
	<b>TOTAL LIABILITIES AND SHAREHOLDERS EQUITY</b>		<b>6,709,245,835</b>	<b>5,640,888,719</b>	<b>5,982,473,181</b>

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

**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES**
**STATEMENTS OF COMPREHENSIVE INCOME**
**FOR THE YEARS ENDED DECEMBER 31, 2014**

	Notes	Baht			
		Consolidated financial statements		Separate financial statements	
		2014	2013	2014	2013
Revenue from sales		2,530,663,014	1,877,309,175	2,194,751,276	1,765,725,191
Revenue from rental and services		151,091,253	131,044,932	91,467,767	69,316,364
Revenue from golf course		57,515,954	30,111,899	-	-
Total revenues		2,739,270,221	2,038,466,006	2,286,219,043	1,835,041,555
Cost of sales		1,504,897,961	1,153,216,706	1,305,183,335	1,081,541,535
Cost of rental and services		71,623,765	65,650,027	45,211,963	36,204,655
Cost of golf course		43,631,153	27,622,060	-	-
Total cost of sales		1,620,152,879	1,246,488,793	1,350,395,298	1,117,746,190
Gross profit		1,119,117,342	791,977,213	935,823,745	717,295,365
Other income		35,254,307	36,486,398	44,647,364	38,190,517
Income before expenses		1,154,371,649	828,463,611	980,471,109	755,485,882
Selling expenses		290,190,489	228,237,689	260,175,872	210,229,573
Administrative expenses		261,906,993	196,191,823	189,055,471	133,176,965
Management' remuneration		11,142,718	9,117,124	10,782,718	8,682,419
Total expenses		563,240,200	433,546,636	460,014,061	352,088,957
Income before finance costs and income tax		591,131,449	394,916,975	520,457,048	403,396,925
Finance costs		(45,596,848)	(46,422,871)	(41,729,371)	(36,694,181)
Income before tax		545,534,601	348,494,104	478,727,677	366,702,744
Income tax	24	(109,547,893)	(76,467,243)	(86,002,268)	(72,835,165)
Earnings for the years		435,986,708	272,026,861	392,725,409	293,867,579
Other comprehensive income(loss)					
Defined benefit plan actuarial gains(losses)	18	(1,294,330)	-	(2,256,736)	-
Income tax on other comprehensive income		1,625,246	-	-	-
Other comprehensive income(loss) for the years		330,916	-	(2,256,736)	-
Total Other comprehensive income(loss) for the years		436,317,624	272,026,861	390,468,673	293,867,579

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

**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES**  
**STATEMENTS OF COMPREHENSIVE INCOME**  
**FOR THE YEARS ENDED DECEMBER 31, 2014**

		Baht			
		Consolidated financial statements		Separate financial statements	
Notes		2014	2013	2014	2013
Profit attributable to :					
	Owners of the company	434,578,775	269,744,851	392,725,409	293,867,579
	Non-controlling interests	1,407,933	2,282,010	-	-
	Net profit for the years	435,986,708	272,026,861	392,725,409	293,867,579
Comprehensive income(loss) attributable to:					
	Owners of the Company	434,902,004	269,744,851	390,468,673	293,867,579
	Non - controlling interests	1,415,620	2,282,010	-	-
Total other comprehensive income(loss) for the years		436,317,624	272,026,861	390,468,673	293,867,579
Basic earning per share (Baht per shares)	25	0.60	0.38	0.54	0.41
Weighted average number of ordinary shares (Shares)		725,923,291	714,704,825	725,923,291	714,704,825

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



SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY  
FOR THE YEARS ENDED DECEMBER 31, 2014

	Baht						
	Equity holders of the parent						
	Issued and paid-up share capital	Effect of business acquisition under common control	Premium on share capital	Retained earnings			Equity
				Legal reserve	Other reserve for Share based payment transaction	Unappropriated	
						holders of parent	Total
Balance as at January 1, 2013	714,704,825	67,187,460	218,926,491	71,470,483	-	1,155,150,303	2,236,377,462
Dividends	-	-	-	-	-	(93,626,332)	(93,626,332)
Earning for the years	-	-	-	-	-	269,744,851	269,744,851
Net profit attribute for non-controlling interest	-	-	-	-	-	-	2,282,010
Balance as at December 31, 2013	714,704,825	67,187,460	218,926,491	71,470,483	-	1,331,268,822	2,414,777,991
Balance as at January 1, 2014	714,704,825	67,187,460	218,926,491	71,470,483	-	1,331,268,822	2,414,777,991
Increase Capital	51,049,253	-	-	-	-	51,049,253	51,049,253
Shares options exercised	120,000	-	181,200	-	-	301,200	301,200
Legal reserve	-	-	-	14,300,686	-	(14,300,686)	-
Share - based payment transaction	-	-	-	-	3,902,790	3,902,790	3,902,790
Dividends	-	-	-	-	-	(130,337,860)	(130,337,860)
Total other comprehensive income for the years	-	-	-	-	-	434,902,004	434,902,004
Income tax on other comprehensive income	-	-	-	-	-	-	1,415,620
Balance as at December 31, 2014	765,874,078	67,187,460	219,107,691	85,771,169	3,902,790	1,621,532,280	2,776,010,998

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

**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**  
**SEPARATE STATEMENTS OF CHANGES IN EQUITY**  
**FOR THE YEARS ENDED DECEMBER 31, 2014**

	BAHT				
	Issued and paid-up share capital	Premium on Share Capital	Retained earnings		
			Legal reserve	Other reserve for Share based payment transaction	Unappropriated
					Total
Balance as at January 1, 2013	714,704,825	218,926,491	71,470,483	-	896,709,675
Dividends	-	-	-	-	(93,626,332)
Earning for the years	-	-	-	-	293,867,579
Balance as at December 31, 2013	714,704,825	218,926,491	71,470,483	-	1,096,950,922
Balance as at January 1, 2014	714,704,825	218,926,491	71,470,483	-	1,096,950,922
Increase Capital	51,049,253	-	-	-	51,049,253
Shares options exercised	120,000	181,200	-	-	301,200
Legal reserve	-	-	14,300,686	-	(14,300,686)
Share - based payment transaction	-	-	-	3,902,790	3,902,790
Dividends	-	-	-	-	(130,337,860)
Earning for the years	-	-	-	-	390,468,673
Balance as at December 31, 2014	765,874,078	219,107,691	85,771,169	3,902,790	1,342,781,049
					2,417,436,777

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

**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**
**STATEMENTS OF CASH FLOWS**
**FOR THE YEARS ENDED DECEMBER 31, 2014**

	Baht			
	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>				
Earning for the years	435,986,708	272,026,861	392,725,409	293,867,579
Adjustment to reconcile income to cash provided by operating activities				
Depreciation	61,175,016	50,911,579	41,822,828	25,379,746
Amortization of leasehold right	1,656,144	1,656,144	1,656,144	1,656,144
Write off fixed assets	744,438	-	49,604	-
Provisions for employee benefits	2,841,740	1,138,106	1,880,933	218,611
Interest income	(4,891,967)	(23,466,772)	(22,655,494)	(16,240,100)
Share - based payment transaction	3,902,790	-	3,902,790	-
Interest expenses	45,178,271	105,135,683	41,729,371	36,694,181
Income tax	109,547,894	76,465,657	86,002,268	72,835,165
Income provided by operating activities before changes in operating assets and liabilities	656,141,034	483,867,258	547,113,853	414,411,326
Decrease (increase) in operating assets:				
Trade accounts and other receivable	(98,909,814)	(64,133,404)	(96,277,715)	(63,048,888)
Inventories	1,844,599	(68,787,089)	69,451,429	(248,978,737)
Other current assets	(6,022,201)	9,881,666	1,551,500	-
Land held for development	(578,546,477)	(509,208,152)	(604,222,320)	(221,691,937)
Other non-current assets	2,270,841	(17,984,018)	2,907,664	(17,591,024)
Increase (decrease) in operating liabilities:				
Trade accounts and other payable	(4,479,392)	128,070,321	22,959,098	117,440,661
Other current liabilities	(148,283)	53,051,449	(5,548,414)	52,254,112
Other non - current liabilities	(2,353,053)	6,801,418	(2,353,053)	6,801,418
Cash receipt from operating activities	(30,202,746)	21,559,449	(64,417,958)	39,596,931
Income tax paid	(87,104,790)	(73,260,101)	(79,109,820)	(61,875,065)
Net cash provided by operating activities	(117,307,536)	(51,700,652)	(143,527,778)	(22,278,134)

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

## SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

## STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED DECEMBER 31, 2014

	BAHT			
	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>				
Proceeds from Temporary investments	(180,280,439)	-	(180,280,439)	-
Increase in loans to related parties	-	-	(58,700,000)	(188,334,640)
Decreases (Increase) in deposits at bank pledged as collateral	274,550,540	(302,680,018)	274,589,452	(315,303,494)
Cash paid for investment in subsidiaries	-	-	(3,400,000)	-
Cash paid for acquisition of fixed assets	(34,638,443)	(97,345,279)	(17,174,194)	(12,060,160)
Cash paid for investment property	(1,395,749)	(169,486,280)	-	(167,888,059)
Cash paid for project under construction	(92,540,797)	-	-	-
Interest income	4,949,643	23,902,218	27,768,068	16,743,928
Net cash used in investing activities	(29,355,245)	(545,609,359)	42,802,887	(666,842,425)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>				
Bank Overdrafts	(1,201,607)	1,201,607	(1,201,607)	1,201,607
Increase in short term loan - related parties	-	-	154,200,000	421,971,341
Decreases in short term loan - related parties	-	-	(142,105,179)	(465,756,790)
Cash paid for promissory notes - related parties	(568,290,766)	-	(568,290,766)	-
Proceeds from short-term promissory notes financial institutions	4,757,396,128	3,418,520,145	4,757,396,128	3,235,750,000
Cash paid for short-term promissory notes financial institutions	(3,565,040,820)	(2,456,253,822)	(3,565,040,820)	(2,456,253,822)
Proceeds from loans from financial institutions	590,838,404	628,009,078	590,838,404	628,009,078
Cash paid for loans from financial institutions	(523,311,404)	(931,978,878)	(523,310,404)	(672,998,078)
Proceeds from long-term loans from financial institutions	111,230,964	313,275,215	-	313,275,215
Cash paid for long-term loans from financial institutions	(400,252,697)	(79,326,084)	(349,163,500)	(64,611,715)
Cash paid for liabilities under hire-purchase and financial lease agreements	(745,644)	(1,129,000)	-	(971,633)
Cash paid for interest expenses	(159,641,378)	(146,573,945)	(160,329,131)	(76,952,693)
Dividends paid	(78,987,407)	(93,626,332)	(78,987,407)	(93,626,332)
Net cash provided by (used in) finance activities	161,993,773	652,117,984	114,005,718	769,036,178
<b>Net decrease in cash and cash equivalents</b>	15,330,992	54,807,973	13,280,827	79,915,619
Cash and cash equivalents at beginning of the years	372,173,095	317,365,122	190,909,543	110,993,924
Cash and cash equivalents at end of the years	387,504,087	372,173,095	204,190,370	190,909,543

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

**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**  
**STATEMENTS OF CASH FLOWS**  
**FOR THE YEARS ENDED DECEMBER 31, 2014**

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Supplemental Disclosure of Cash Flows Information :

- 1) In years 2014, the Company and subsidiaries has transferred land held for development amount of Baht 194.66 million and 23.21 million to inventory because land was developed. (2013 : Baht 364.45 million)
- 2) In years 2014, the Company has issued promissory notes for the land amount of Baht 322.32 million. (2013: Baht 78.29 million)
- 3) In years 2014, the Company has transferred Sale office firm inventory amount of Baht 9.93 million and 0.01 million, respectively to property, plant and equipment.
- 4) In years 2014, the Company and subsidiaries capitalized interest expense as a part of cost of inventory amounting to and Baht 93.07 million and 21.15 million, respectively

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

**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2014**

**1. GENERAL INFORMATION**

**1.1 Legal status and address for company**

SENA DEVELOPMENT PUBLIC COMPANY LIMITED registered the conversion into a Public Company Limited on December 23, 2005, registration number is 0107548000684 and the head office is located at 524 Ratchadapisek Road, Sam Saen Nok, Huaykwang, Bangkok.

The Company listed into The Stock Exchange of Thailand on July 29, 2009.

**1.2 The principle business operations**

The Company's main business is property development for sales.

**2. BASIS FOR INTERIM FINANCIAL STATEMENTS PREPARATION  
AND SIGNIFICANT ACCOUNTING POLICIES**

**2.1 Basis for preparation of the financial statements**

These company financial statements are prepared in accordance with Thai generally accepted accounting principles under the Accounting Act B.E. 2000, being those Thai Accounting Standards issued under the Accounting Profession Act B.E. 2004, and the financial reporting requirements of the securities and Exchange commission under the securities and Exchange Act.B.E 1992

For the convenience of readers, the financial statements were translated into English from the statutory financial statements in Thai which are issued for the domestic purpose.

**2.2 TFRS not yet adopted**

Company Group has not adopted the new and revised TFRS as of the reporting date but are not yet effective. Those interpretations that may be applicable to the Group, which become effective for the financial report on or after 1 January 2015 are as follows:

<u>TFRS</u>	<u>Topic</u>
TAS 1 (revised 2014)	Presentation of Financial Statements
TAS 2 (revised 2014)	Inventory
TAS 7 (revised 2014)	Statement of Cash Flows
TAS 8 (revised 2014)	Accounting Policies, Changes in Accounting Estimates and Errors
TAS 10 (revised 2014)	Events After The Reporting Period
TAS 11 (revised 2014)	Construction Contracts
TAS 12 (revised 2014)	Income Taxes
TAS 16 (revised 2014)	Property, Plant and Equipment
TAS 17 (revised 2014)	Leases
TAS 18 (revised 2014)	Revenue Recognition
TAS 19 (revised 2014)	Employee Benefits
TAS 20 (revised 2014)	Accounting for Government Grants and Disclosure of Government Assistance
TAS 21 (revised 2014)	The Effects of Changes in Foreign Exchange Rates
TAS 23 (revised 2014)	Borrowing Costs
TAS 24 (revised 2014)	Related Party Disclosures
TAS 26 (revised 2014)	Accounting and Reporting by Retirement Benefit Plans
TAS 27 (revised 2014)	Separate Financial Statements
TAS 28 (revised 2014)	Investments in Associates and Joint Ventures
TAS 29 (revised 2014)	Financial Reporting in Hyperinflationary Economies
TAS 33 (revised 2014)	Earnings Per Share
TAS 34 (revised 2014)	Interim Financial Reports
TAS 36 (revised 2014)	Impairment of Assets
TAS 37 (revised 2014)	Provisions, Contingent Liabilities and Contingent Assets
TAS 38 (revised 2014)	Intangible Assets
TAS 40 (revised 2014)	Investment Property
TFRS 2 (revised 2014)	Share-based Payment

# SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

## NOTES TO FINANCIAL STATEMENTS

### DECEMBER 31, 2014

<u>TFRS</u>	<u>Topic</u>
TFRS 3 (revised 2014)	Business Combinations
TFRS 4 (revised 2014)	Insurance Contracts
TFRS 5 (revised 2014)	Non-current Assets Held for Sale and Discontinued Operations
TFRS 6 (revised 2014)	Exploration for and Evaluation of Mineral Resources
TFRS 8 (revised 2014)	Operating Segments
TFRS 10	Consolidated Financial Statements
TFRS 11	Joint Arrangements
TFRS 12	Disclosure of Interests in Other Entities
TFRS 13	Fair Value Measurement
TSIC 10 (revised 2014)	Government Assistance - No Specific Relation to Operating Activities
TSIC 15 (revised 2014)	Operating Leases - Incentives
TSIC 25 (revised 2014)	Income Taxes - Changes in the Tax Status of an Entity or its Shareholders
TSIC 27 (revised 2014)	Evaluating the Substance of Transactions Involving the Legal Form of a Lease
TSIC 29 (revised 2014)	Service Concession Arrangements: Disclosures
TSIC 31 (revised 2014)	Revenue - Barter Transactions Involving Advertising Services
TSIC 32 (revised 2014)	Intangible Assets - Web Site Costs
TFRIC 1(revised 2014)	Changes in Existing Decommissioning, Restoration and Similar Liabilities
TFRIC 4 (revised 2014)	Determining whether an Arrangement contains a Lease
TFRIC 5 (revised 2014)	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds
TFRIC 7 (revised 2014)	Applying the Restatement Approach under TAS 29 Financial Reporting in Hyperinflationary Economies
TFRIC 10 (revised 2014)	Interim Financial Reporting and Impairment
TFRIC 12 (revised 2014)	Service Concession Arrangements
TFRIC 13 (revised 2014)	Customer Loyalty Programmes
TFRIC 14	TAS 19 - The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction
TFRIC 15 (revised 2014)	Agreements for the Construction of Real Estate
TFRIC 17 (revised 2014)	Distributions of Non - cash Assets to Owners
TFRIC 18 (revised 2014)	Transfers of Assets from Customers
TFRIC 20	Stripping Costs in the Production Phase of a Surface Mine

The Group has made a preliminary assessment of the potential impact on the financial statements of those interpretations issued in the period of initial application. Those new and revised TFRS are as follows:

#### ***TFRS 10 Consolidated Financial Statements***

TFRS 10 introduces a single control model to determine whether an investee should be consolidated. As a result, the Group may need to change its consolidation conclusion in respect of its investees, which may lead to changes in the current accounting for these investees.

#### ***TFRS 11 Joint Arrangements***

Under TFRS 11, once the arrangement has been determined to be a joint venture, the Group must recognise an investment and account for it using the equity method. Note that the previous option under

#### ***TFRS 12 Disclosure of Interests in Other Entities***

TFRS 12 brings all the disclosure requirements about the Group's interests in its subsidiaries, joint arrangements, associates and unconsolidated structured companies together into a single standard. TFRS 12 requires the disclosure of information about the nature, risks and financial effects of these interests.

The Group will adopt TFRS 12 with effect from 1 January 2015 onwards.



**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2014**

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**2.3 Basis of measurement**

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

**2.4 Functional and presentation currency**

The financial statements are prepared and presented in Thai Baht, which is the Company's functional currency (unless otherwise stated, e.g. nearest thousand)

**2.5 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 affect reported amounts and disclosures and actual results could differ. The significant accounting judgments and estimates are as follows:

Finance leases/ Operating leases

The Company and subsidiaries have entered into lease agreements for the rental of land and motor vehicles. The Company and subsidiaries have determined, based on an evaluation of the terms and conditions of the arrangements, that the lessor retains all the significant risk and rewards of ownership of these properties, and so accounts for the contracts as operating leases.

Allowance for doubtful accounts

Allowances for doubtful accounts are intended to adjust the value of receivables for probable credit losses. The management uses judgment to establish reserves for estimated losses for each outstanding debtor. The allowances for doubtful accounts are determined through a combination of specific reviews, collection experience, and analysis of debtor aging, taking into account changes in the current economic conditions. However, the use of different estimates and assumptions could affect the amounts of allowances for receivable losses and adjustments to the allowances may therefore be required in the future.

Impairment of investments

The Company and subsidiaries treat investments as impaired when there has been a significant or prolonged decline in the fair value below their cost or where other objective evidence of impairment exists. The determination of what is "significant" or "prolonged" requires judgment.

Depreciation

In calculating depreciation of plant and equipment, the management estimates useful lives and salvage values of the plant and equipment and reviews estimated useful lives and salvage values if there are any changes.

# SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

## NOTES TO FINANCIAL STATEMENTS

### DECEMBER 31, 2014

### 3. SIGNIFICANT ACCOUNTING POLICIES

- 3.1 The consolidated financial statements include the financial statements of Sena Development Public Company Limited and subsidiaries that the Company had the significant control in those subsidiaries as follows :

	Head office	Percentage of holding direct and indirect		Type of Business
		2013	2012	
Victory Asset Management Co., Ltd.	Bangkok	99.99	99.99	Services apartment and design building and furniture
S.N. Asset Development Co., Ltd.	Bangkok	99.65	99.65	Property development for sale
S&P Estate Development Co., Ltd.	Phatumthani	79.96	79.96	Property development for sale
Property Gateway Co., Ltd.	Bangkok	99.99	99.99	Property development for sale
T.Treasury holding Co., Ltd *	Bangkok	99.99	99.99	Services the golf course

The significant inter-transactions with subsidiaries in the consolidated financial statements were eliminated.

The consolidated financial statements used the same accounting policy for the same transactions and event that resemble.

### 3.2 Financial instrument

The Company have no policy to hold financial instrument for speculation and hedging

For the financial instruments shown in statement of financial position consist of cash and cash equivalents, current investment, account receivable, account payable and others payable, loans to related parties, loan from related parties and financial institution An accounting policy of each part of an item shown in others title.

### 3.3 Basis of recognition of revenues and expenses

- Sales of land and houses are recognized as revenue when the construction works are completed and the ownerships have been transferred to buyers.
- Other revenues and expenses are recognized on the accrual basis

### 3.4 Cash and cash equivalents

Cash and cash equivalents are cash, tax coupons, bank deposits in the type of savings account, current account and fixed deposits not exceeding three months maturity period with no obligation.

### 3.5 Temporary Investments

Temporary Investments is the company and subsidiaries holding less than 1 year.

### 3.6 Account receivable

The company and subsidiaries provide allowance for doubtful accounts equal to the amount of expected uncollectible receivable which are based on management evaluation of ability to pay of each receivable.

### 3.7 Inventories

Inventories comprise property development for sales are stated at the lower of cost and net realizable value, consisting of the cost of land, land development, construction costs and directly related interest and expenses.

**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**  
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3.8 Land held for development

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

3.9 Investments

Investments in subsidiaries and associated companies under the consolidated financial statements are stated in Balance sheet by equity method. (if any)

On disposal of an investment, the difference between the net disposal proceeds and the carrying amount is recognized in the statement of income.

3.10 Investments property and Project under construction

Investments Property

- a) Land is stated at cost
- b) Building and construction, office equipment and furniture. Stated at cost less accumulated depreciation. Depreciation is calculated on a straight line basis over the estimated useful lives as follows.

	<u>Useful life</u>	
Building and construction	20 - 50	Years
Equipment and furniture	5	Years
Building and Building Fixtures	30, 50	Years

Project under Construction

- a) Land Leasehold right (Advance rental payment) is stated at cost and depreciated by straight – line method over the term of rental agreement (Note 12)
- b) Building under construction. Shown at cost. And will calculate the depreciation on those assets available.

3.11 Property, plant and equipment-net

Land is stated at cost

Equipments are stated at cost less accumulated depreciation and loss on impairment(if any)

The depreciation is computed by straight-line method over their estimate useful life as follows:

	<u>Useful life (Years)</u>
Building office	13 -30
Golf course and other system	32, 52
Golf improvement	10
Sale Office improvement	Term of managing agreement
Office equipment	5
Tools and equipment	5
Vehicles	5

## SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

### NOTES TO FINANCIAL STATEMENTS

#### DECEMBER 31, 2014

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#### 3.12 Impairment

The carrying amounts of the Group assets are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the assets' recoverable amounts are estimated.

An impairment loss is recognized whenever the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. The impairment loss is recognized in the statement of income.

##### Calculation of recoverable amount

The recoverable amount of non-financial assets is the greater of the assets' net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

##### Reversals of impairment

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount.

An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

#### 3.13 Provision for employees' long-term benefits

##### *Short-term employee benefits*

Salaries, wages, bonuses and contributions to the social security fund are recognized as expenses when incurred.

##### *Post-employment benefits*

##### Defined benefit plans

The Company and its subsidiaries have obligations in respect of the severance payments it must make to employees upon retirement under labor law. The Company and its subsidiaries treat these severance payment obligations as a defined benefit plan.

The obligation under the defined benefit plan is determined by a professionally qualified independent actuary based on actuarial techniques, using the projected unit credit method.

Actuarial gains and losses arising from other long-term benefits are recognized immediately in profit or loss.

For the first-time adoption of TAS 19 Employee Benefits, the Company and its subsidiaries elected to recognize the transitional liability, which exceeds the liability that would have been recognized at the same date under the previous accounting policy, through an adjustment to the beginning balance of retained earnings in the current year.

#### 3.14 Estimation

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the report amount of revenues, expenses, assets and liabilities and disclosure of contingent assets and liabilities. Actual results may differ from those estimates.

#### 3.15 Capitalization of Interest

Borrowing costs are capitalized as cost of assets that the company has incurred borrowing cost on assets that required a period of time to get them ready for use. Capitalization of borrowing cost will be stopped when such assets are ready for their intended use.

## SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

### NOTES TO FINANCIAL STATEMENTS

#### DECEMBER 31, 2014

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#### 3.16 Long-term leases

##### Where the Group is the lessee

Leases of property or equipment which substantially transfer all the risks and rewards of ownership to the lessees are classified as finance leases. Finance leases are capitalized at the inception of the lease at the lower of the fair value of the leased property or the present value of the minimum lease payments. Each lease payment is allocated to the principal and to the finance charges so as to achieve a constant rate on the finance balance outstanding. The outstanding rental obligations, net of finance charges, are included in other long-term payables. The interest element of the finance cost is charged to the statement of income over the lease period. The property or equipment acquired under finance leases is depreciated over the useful life of the asset.

Leases not transferring a significant portion of the risks and rewards of ownership to the lessee are classified as operating leases. Payments made under operating leases are charged to the statement of income on a straight-line basis over the period of the lease. For long-term leases where the Group does not occupy the entire areas at the lease inception date, lease expenses are charged to the statement of income on a systematic basis over the period of the lease in proportion to the area that the Group occupies in each year.

When an operating lease is terminated before the lease period expires, any payment required to be made to the lessor by way of penalty is recognised as an expense in the period in which the termination takes place.

##### Where the Group is the lessor

Assets leased out under operating leases are included in property and equipment in the balance sheet. They are depreciated over their expected useful lives on a basis consistent with other similar property and equipment owned by the Group. Rental income is recognised on a straight-line basis over the lease term.

Assets leased out by the Group under which a significant portion of the risks and rewards of ownership are transferred to the lessee are classified as finance lease. The assets held under finance lease are recorded as accounts receivable under finance lease in the balance sheet.

The sales revenue recorded at the commencement of a finance lease represents the fair value of the asset, or if lower, the present value of the minimum lease payments accruing to the lessor, computed at a commercial rate of interest. The cost of sale recognised at the commencement of the lease term is the cost or carrying amount of the leased property. The difference between the sales revenue and the cost of sale is recorded as gain which is recognised by the Group in accordance with its normal accounting policy.

#### 3.17 Finance lease

Leases of assets that substantially transfer to the Company and its subsidiaries all the rewards and risks of ownership of assets and that the Company and its subsidiaries intends to exercise the option of the leases to purchase the assets at the expiration of the lease term, are accounted for as finance leases.

At the inception of a finance lease, the cost of the asset is recorded together with the obligation, excluding the interest element, to pay future rentals. Finance charges are charged to the current period operations in proportion to the effective rate.

#### 3.18 Operating Lease

Lease of assets under which all the risks and rewards of ownership are effectively retained by the lesser are classified as operating leases. Lease payments under an operating lease are recognized as an expense on a systematic basis over the lease term.

#### 3.19 Income tax

Income tax expense for the year comprises current and deferred tax. Current and deferred tax are recognized in profit or loss except to the extent that they relate to a business combination, or items recognized directly in equity or in other comprehensive income.

## SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

### NOTES TO FINANCIAL STATEMENTS

#### DECEMBER 31, 2014

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for the following temporary differences: the initial recognition of goodwill; the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss; and differences relating to investments in subsidiaries and jointly-controlled entities to the extent that it is probable that they will not reverse in the foreseeable future.

Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

In determining the amount of current and deferred tax, the Group/Company takes into account the impact of uncertain tax positions and whether additional taxes and interest may be due. The Group/Company believes that its accruals for tax liabilities are adequate for all open tax years based on its assessment of many factors, including interpretations of tax law and prior experience. This assessment relies on estimates and assumptions and may involve a series of judgments about future events. New information may become available that causes the Company to change its judgment regarding the adequacy of existing tax liabilities; such changes to tax liabilities will impact tax expense in the period that such a determination is made.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilized. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realized.

#### 3.20 Basic earnings (loss) per share

Basic earnings (loss) per share is calculated by dividing net profit (loss) by the number of outstanding ordinary shares at the statement of financial position date in case of capital increased (decreased) using the weighted average according period of time receive (repayment) ordinary shares.

#### 3.21 Segment information

Business segments provide products and services that are subject to risks and returns that are different from those of other business segments. Geographic segments provide products or services within a particular economic environment that is subject to risks and returns that are different from those of components operating in other economic environments.

Segment information is presented in business segments consist of; the property development for sales, services the golf course and the investment properties for rent. Revenue less than 10 percent of total revenue, the consolidated financial statements not present information in segment information.

#### 3.22 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.

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**4. TRANSACTIONS WITH RELATED PARTIES**

The Company has extensive transactions with the related parties the part of transactions between related parties are assets, liabilities, revenues, costs and expenses. These related parties are related through shareholdings and/or with directorship. The effect of these transactions is the normal business have included in the financial statement with the agreement between the company and the related companies.

The related parties are as follows:

<b>Company name</b>	<b>Nature of business</b>	<b>Relationship</b>
Bann Ruam Tang Fhun Co., Ltd.	Property development	Common shareholders and directors
Sinsapthanya Co., Ltd.	Property development	Relative of director
Pattaya Country Club Co., Ltd.	Golf course and resort	Common shareholders
Rattanapol Co.,Ltd.	Construction materials and equipment	Director's relative
Tun Charoen Co., Ltd.	Holding Company	Director's relative
Individual Jurisdiction By: Khun Srianong Keerativaranon and/or Khun Soawaluk Aueypornsong Khun Boontuen Suebnoi		Director's Mother  Subsidiary's staff Director of subsidiary (Leave on October 26, 2012)
Khun Theerawat Thanyalakpark		Director
Khun Nuttaya Thanyalakpark		Director's relative
Khun Benyaluk Thanyalakpark		Director
Khun Umaporn Thanyalakpark		Director
Khun Kessara Thanyalakpark		Director
Khun Sriwarat Thanyalakpark		Director's relative
Khun Ekthawee Thanyalakpark		Director's relative

The significant transactions between the Group and its related parties reflected in the accompanying financial statements as at December 31, 2014 and 2013 as follows:

		Baht	
		Consolidated financial statements	
	Relationship	December 31, 2014	December 31, 2013
<u>Trade accounts and other Receivable to related parties</u>			
Pattaya Country Club Co., Ltd.	Common shareholders	-	723,534
Bann Ruam Tang Fhun Co., Ltd	Common shareholders and directors	15,580	31,514
Total		15,580	755,048



**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**  
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		Baht			
		Separate financial statements			
	Relationship	January 1, 2014	Increase	Decrease	December 31, 2014
<u>Short-term loans and accrued interest income to related parties</u>					
Property Gateway Co., Ltd.	Subsidiary				
Principle		473,000,000	22,000,000	-	495,000,000
Accrued interest income		26,674,118	19,547,628	(25,252,525)	20,969,221
		499,674,118	41,547,628	(25,252,525)	515,969,221
T.Treasury holding Co., Ltd	Subsidiary	8,000,000	36,700,000	-	44,700,00
Principle		19,185	592,322	-	611,507
Accrued interest income		8,019,185	37,292,322	-	45,311,507
Total		507,693,303	78,839,950	(25,252,525)	561,280,728

		Baht			
		Separate financial statements			
	Relationship	January 1, 2013	Increase	Decrease	December 31, 2013
<u>Short-term loans and accrued interest income to related parties</u>					
S&P Estate Development Co., Ltd.	Subsidiary				
Principle		21,665,360	1,019,066	(22,684,426)	-
Accrued interest income		12,862,691	138,555	(13,001,246)	-
		34,528,051	1,157,621	(35,685,672)	-
Property Gateway Co., Ltd.	Subsidiary				
Principle		271,000,000	372,000,000	(170,000,000)	473,000,000
Accrued interest income		14,334,440	12,339,678	-	26,674,118
		285,334,440	384,339,678	(170,000,000)	499,674,118
T.Treasury holding Co., Ltd	Subsidiary	-	8,000,000	-	8,000,000
Principle		-	19,185	-	19,185
Accrued interest income		-	8,019,185	-	8,019,185
Total		319,862,491	393,516,484	(205,685,672)	507,693,303

The Company and subsidiaries mutually agree to charge interest rate 1.35%-5.50% per annum on loans for use in normal operations.

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		<b>Baht</b>	
		<b>Separate financial statements</b>	
	<b>Relationship</b>	<b>December 31, 2014</b>	<b>December 31, 2013</b>
<u>Trade accounts and other payable to related parties</u>			
S.N. Asset Development Co., Ltd.	Subsidiary	5,131,268	-
Property Gateway Co., Ltd.	Subsidiary	29,434,760	-
		<u>34,566,028</u>	<u>-</u>

The Company has paid the cost of their utility use of the infrastructure together with its subsidiaries (Property Gateway Co., Ltd.) at cost which such subsidiary has invested in the utility of the project.

		<b>Baht</b>			
		<b>Consolidated and separate financial statements</b>			
	<b>Relationship</b>	<b>January 1, 2014</b>	<b>Increase</b>	<b>Decrease</b>	<b>December 31, 2014</b>
<u>Promissory notes payable to related parties</u>					
Khun Theerawat Thanyalakpark	Director	343,010,317	-	(343,010,317)	-
Khun Kessara Thanyalakpark	Director	49,001,474	-	(49,001,474)	-
Khun Umaporn Thanyalakpark	Director	48,994,105	-	(48,994,105)	-
Khun Sriwarat Thanyalakpark	Director's relative	48,994,104	-	(48,994,104)	-
Total		<u>490,000,000</u>	<u>-</u>	<u>(490,000,000)</u>	<u>-</u>

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		Baht			
		Consolidated and separate financial statements			
Relationship		January 1, 2013	Increase	Decrease	December 31, 2013
<u>Promissory notes payable to related parties</u>					
Khun Theerawat Thanyalakpark	Director	343,010,317	-	-	343,010,317
Khun Kessara Thanyalakpark	Director	49,001,474	-	-	49,001,474
Khun Umaporn Thanyalakpark	Director	48,994,105	-	-	48,994,105
Khun Sriwarat Thanyalakpark	Director's relative	48,994,104	-	-	48,994,104
		<u>490,000,000</u>	<u>-</u>	<u>-</u>	<u>490,000,000</u>

The Company has promissory notes with related parties 4 bills, non-interest rate, due within January 5, 2014. And the Company paid all promissory notes on January 3, 2014.

		Baht			
		Separate financial statements			
Relationship		January 1, 2014	Increase	Decrease	December 31, 2014
<u>Short-term loans and accrued interest interest from related parties</u>					
1.S.N. Asset Development					
Co., Ltd.	Subsidiary				
Principle		-	141,000,000	(141,000,000)	-
Accrued interest expenses		-	412,050	(412,050)	-
		<u>-</u>	<u>141,412,050</u>	<u>(141,412,050)</u>	<u>-</u>
2. S&P Estate Development					
Co., Ltd.	Subsidiary				
Principle		11,150,000	13,200,000	(1,105,179)	23,244,821
Accrued interest expenses		64,551	331,155	-	395,706
		<u>11,214,551</u>	<u>13,531,155</u>	<u>(1,105,179)</u>	<u>23,640,527</u>
Total		<u>11,214,551</u>	<u>154,943,205</u>	<u>(142,517,229)</u>	<u>23,640,527</u>

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		Baht			
		Separate financial statements			December 31, 2013
	Relationship	January 1, 2013	Increase	Decrease	
1. S.N. Asset Development Co., Ltd.	Subsidiary				
Principle		55,000,000	345,000,000	(400,000,000)	-
Accrued interest expenses		-	2,763,584	(2,763,584)	-
		55,000,000	347,763,584	(402,763,584)	-
2. T.Treasury holding Co., Ltd	Subsidiary				
Principle		-	50,000,000	(50,000,000)	-
Accrued interest expenses		-	130,055	(130,055)	-
		-	50,130,055	(50,130,055)	-
3. Victory Asset Management Co., Ltd.	Subsidiary				
Principle		-	11,000,000	(11,000,000)	-
Accrued interest expenses		-	13,151	(13,151)	-
		-	11,013,151	(11,013,151)	-
4. S&P Estate Development Co., Ltd.	Subsidiary				
Principle		-	13,000,000	(1,850,000)	11,150,000
Accrued interest expenses		-	64,551	-	64,551
		-	13,064,551	(1,850,000)	11,214,551
Total		55,000,000	421,971,341	(465,756,790)	11,214,551

Short-term loans from related company, interest rate 1.70% - 2.00% per annum for a loan on normal operations.

		Baht			
		Consolidated financial statements		Separate financial statements	
		December 31, 2014	December 31, 2013	December 31, 2014	December 31, 2013
<u>Provisions for employee benefits</u>					
Directors and executives		6,881,560	4,623,400	6,772,892	4,526,108

# SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2014

Significant transactions between the Company and its related parties for the years ended December 31, 2014 and 2013 are as follows;

		Baht	
		Separate financial statements	
	Relationship	Pricing policy	
			2014 2013
<u>Interest Income</u>			
S&P Estate Development Co., Ltd.	Subsidiary	3% per annum	- 138,555
T.Treasury holding Co., Ltd	Subsidiary	3% per annum	592,322 19,185
Property Gateway Co., Ltd.	Subsidiary	1.35-4% per annum	19,547,628 12,339,679
			20,139,950 12,497,419

		Baht	
		Consolidated financial statements	
	Relationship	Pricing policy	
			2014 2013
<u>Revenue from management projects</u>			
Pattaya Country Club Co., Ltd.	Common shareholders	Agreement month Baht 200,000 - 230,000	4,708,322 2,760,000

		Baht			
		Consolidated financial statements		Separate financial statements	
	Relationship	Pricing policy			
			2014 2013	2014 2013	
<u>Purchase of land and structures</u>					
S.N. Asset Development Co., Ltd.	Subsidiary	Agreed-upon price *	- -	- 3,105,000	
<u>Purchase of vehicles</u>					
Bann Ruam Tang Fhun Co., Ltd	Common shareholders and directors		200,000 -	- -	-

\* sale price of land (Area for three plots were 183 square wah) was higher than the price at Land Department (Cost of land is amount of Baht 0.48 million.)

**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2014**

			Baht			
			Consolidated financial statements		Separate financial statements	
	Relationship	Pricing policy	2014	2013	2014	2013
<u>Sub-contract fee and materials cost</u>						
Rattapol Co., Ltd.	Director's relative	Market price	4,028,713	5,657,833	2,978,093	4,761,319
			<u>4,028,713</u>	<u>5,657,833</u>	<u>2,978,093</u>	<u>4,761,319</u>

			Baht			
			Consolidated financial statements		Separate financial statements	
	Relationship	Pricing policy	2014	2013	2014	2013
<u>Rent Expenses</u>						
Tun Charoen Co., Ltd.	Director's relative	2 million Baht per annum	2,000,000	2,000,000	-	-
			<u>2,000,000</u>	<u>2,000,000</u>	<u>-</u>	<u>-</u>

			Baht			
			Consolidated financial statements		Separate financial statements	
	Relationship	Pricing policy	2014	2013	2014	2013
<u>Juristic person administration and project expenses.</u>						
Victory Asset Management Co., Ltd.	Subsidiary	Agreement	-	-	2,873,331	1,387,106
T.Treasury holding Co., Ltd	Subsidiary	Agreement	-	-	1,600,000	-
			<u>-</u>	<u>-</u>	<u>4,473,331</u>	<u>1,387,106</u>



**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2014**

			Baht			
			Consolidated financial statements		Separate financial statements	
	Relationship	Pricing policy	2014	2013	2014	2013
<u>Interest Expenses</u>						
S.N. Asset Development Co., Ltd.	Subsidiary	3% per annum	-	-	412,051	2,763,583
Victory Asset Management Co., Ltd.	Subsidiary	3% per annum	-	-	-	13,151
S&P Estate Development Co., Ltd	Subsidiary	2% per annum	-	-	331,155	64,551
T.Treasury holding Co., Ltd	Subsidiary	3% per annum	-	-	-	130,055
			-	-	743,206	2,971,340

		Baht			
		Consolidated financial statements		Separate financial statements	
		2014	2013	2014	2013
<u>Expense-Director and Director Management</u>					
Project costs for employee benefits		1,114,453	(86,998)	1,114,453	(101,704)
Other		10,028,265	9,204,123	9,668,265	8,784,123
		11,142,718	9,117,025	10,782,718	8,682,419

**COMMITMENTS**

- On April 11, 2012, a subsidiary has entered into rental agreement with a related company, the objective for construction a park, rental fee amount of Baht 2 Million per year, totaling of Baht 10 million since April 16, 2012 to April 15, 2017.
- On December 11, 2008, the Company had entered into collaboration agreement with Victory Asset Management Co., Ltd. (Subsidiary) to promote the subsidiaries and to promote sales of land with house of the Company with the following conditions:

Victory Asset Management Co., Ltd shall give the rate of 20% discount on normal rental fee and service fee charged to customer who holds sena card.

The Company shall repay such discount fee at rate 20% to Victory Asset Management Co., Ltd. (cancelled since February 27, 2013).

- A related company has entered into management and used in house with a subsidiary called Pattaya Country Club and resort project, to a outside person into stay. Within 1 years between January 1, 2014 to December 31, 2014. The subsidiary will split revenues rate 30% of the revenue received.



**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2014**

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- A subsidiary has assigned to be sale representation of two related companies, since January 1, 2013 to December 31, 2013, with the service fee of 3-5% of selling price. Under the condition in agreement, a subsidiary has to follow.

On December 24, 2013, the Company has extended for 1 year with effect from January 1, 2014 to December 31, 2014.

- A subsidiary has entered into management Pattaya Country Club and resort project with a subsidiary, for 1 year with effect from January 1, 2014 to December 31, 2014, totaling of Baht 230,000 per month, and on year 2014, the company has already canceled the contract.
- The Company has entered into management Pattaya Country Club and resort project with a subsidiary, for 3 year with effect from May 1, 2014 to April 30, 2017 ,totaling of Baht 200,000 per month,
- On December 31, 2014,a subsidiary has entered into management agreements with the Company for a period of 8 month between May 1, 2014 to December 31, 2014 Baht 50,000 per month.
- As at December 31, 2014, a subsidiary entered into an agreement management and condominium management issue 5 of the Company and issue 2 of two subsidiaries for a period of one year (due from December 2014to September 2015).
- As at December 31, 2014 and December 31, 2013 the Company and its subsidiaries are between contingent liabilities arising from loan guarantees. No collateral fee charge (Note 29.1.e).

Conflict of interest agreement

On December 23, 2005, the Company signed the memorandum with related company so as to increase transparency in corporate governance and comply with the Securities and Exchange Act, B.E. 2535 regarding to good corporate governance in the areas of minority shareholders benefit protection while there is important agreement as follows:

**Between the Company and Pattaya Country Club Co., Ltd. (Related company)**

1. The related company will not purchase or operate land development or house construction so as to sell or to let or any other business operation in respect of real estate no matter by related company or in the collaboration project or joint investment with other entrepreneur except real estate the related company has operated presently.
2. In case that the related company will develop real estate on the land of such related company which was located on the outside area of Pattaya Country Club Golf course, such related company will have to propose to the Company as developer or participant in such project development as the first choice. If the Company denied such offer, the related company may enter to operate such land development no matter by itself or participation in the collaboration project or joint investment with other entrepreneur.
3. In case that the related company wishes to sell land of such related company which was located on outside area of Pattaya Country Golf Club, Such related company agreed to offer to sell such land to the Company as the first choice with the prices not higher than appraisal value appraised by independent appraisers who receive the consent from Securities Exchange Committee which appraisal value appraised for the period not exceeding six months before the company will purchase such land.
4. Both parties agreed that any operation under this contract, both parties are responsible for compliance according to law, regulation, announcement including regulation and notification issued by Stock Exchange of Thailand, especially notification in respect of connected transactions or acquisition or disposal of assets or any other notification in order to protect the benefit of minority shareholders of the Company.
5. Any counter party cannot discreetly use human resource including any asset of another counter party for its own benefit in its business operation.

However, on April 3, 2006, the Company agreed to additionally amend such agreement with the Pattaya Country Club Co., Ltd.

## SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

### NOTES TO FINANCIAL STATEMENTS

#### DECEMBER 31, 2014

#### **The contract of additional amendment between the Company and Pattaya Country Club Co., Ltd. (related company)**

1. (Amendment of topic no.1.1), Pattaya Country Club Co., Ltd. will not purchase additional land or operate land development or house construction for sale or for let or any other business operation in respect of real estate no matter by Pattaya Country Club Co., Ltd. itself or in the collaboration or joint investment with other entrepreneur apart from the real estate project which has already operated presently.
2. (Amendment of topic no 1.2), in case that Pattaya Country Club Co., Ltd. wishes to develop real estate project on the land which was located outside area of Golf course, it will have to offer to Sena Development Company Limited as the sole developer of such project. If Sena development Co., Ltd denied such offer, Pattaya Country Club Co., Ltd. does not hold the right to develop such land no matter by itself or participant in the collaboration project or joint investment with other entrepreneur. In this case, Pattaya country Club Co., Ltd. holds sole right of such land disposal.

On January 3, 2012, the Company agreed to additionally amend such agreement with the Pattaya Country Club Co., Ltd, as follows:

3. (To amend Article 1.2) Sena Development Public Company Limited has the right to purchase land and structure of Pattaya Country Club located at the peripheral area of the golf course of Pattaya Country Club, to which Pattaya Country Club has no right to deny. Both parties agreed to date that the selling price determined by Sena Development Public Company Limited would not be higher than that appraised by an independent appraiser, and in case transaction was made after 1 year of the date of execution of this Memorandum of Understanding, such price could be adjusted based on the cost at the rate of not exceeding 7 % per annum (originally, in case Pattaya Country Club wishes to develop a real estate project on the land of the Company in the peripheral area of the golf course, Pattaya Country Club must propose for Sena Development Public Company Limited alone to carry out such project. If Sena Development Public Company Limited denies such proposal, Pattaya Country Club has no right to carry out the development of the land, whether personally or by participating in a cooperating or co-investing project with other entrepreneurs. In this case, Pattaya Country Club has only one right, i.e. to sell the land).
4. (To amend Article 1.3) in case Pattaya Country Club wishes to sell its land with structure located in the peripheral area of the golf course, Pattaya Country Club agrees to offer for sale said land to Sena Development Public Company Limited first at the price not higher than that determined in Article 1.2. However, if Sena Development Public Company Limited does not wish to buy said land, Pattaya Country Club shall then have the right to offer for sale said land to a third party at the price not lower than that offered to Sena Development Public Company Limited.

On April 25, 2013, the counterparties had intended to terminate the previous memorandum of agreement and has signed the new one by clearly specifying the scope of each party's business in which there will not be conflict of interest as follows:

1. Pattaya country club has agreed to not purchase lands or develop or construct house for sale or rent or proceed any business related to real estate neither for PCC or joint project or joint investment with other business owner other than the real estate project that PCC has proceeded on the date of the agreement.
2. Sena has right to purchase lands or constructions of PCC that located in nearby area of PCC golf course PCC has no right to refuse. Both counter party has agreed that the purchase price set by SENA will not be over the appraisal price of independence appraisers. In the case of the transtruction process after 1 year from the agreement date, the price may be increased by carrying cost not over 7 % per annum.
3. Sena has right to joint business with PCC for developing lands or constructions instead purchasing lands and constructions on section 2. PCC has no right to refuse. The compensation of PCC will not be over the price of lands and constructions on section 2.

**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2014**

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4. Pattaya country club agreed to offer purchasing lands and constructions to SENA not over the price in section 2 to the agreement ,In case that SENA intends to purchase lands and constructions ,SENA must response the offering by 90 days from the date of receiving offering price ,In case of SENA refuses to purchase ,Pattaya country club has right to repair the constructions and sell lands and constructions to other parties.

**Between the Company and Bann Ruam Tang Fhun Co., Ltd. (Formerly known as Grungthep Land development Co., Ltd.) (related company)**

1. As long as the related company takes the whole profit received from operation after deducting expense and paying tax according to law and donating to various public charity organization which is generally acceptable or for other charity (no matter that donation will receive taxation benefit or not), the Company consents that related company to operate business which may have the competition nature with the Company.
2. Any counter party cannot discreetly use human resource including any asset of another counter party for its own benefit in its business operation.
3. The related company agrees and certifies that the related company will not pay dividend to shareholders or any benefit both in monetary and non-monetary from related company to shareholders, directors and the management. Except payroll or directors remuneration according to the normal rates which determined in advance.

Furthermore, the Company and Bann Ruam Tang Fhun Co., Ltd. have additional guidance as follows:

1. Major shareholders of the related company shall operate charity project only for one project at one time and the project value shall not exceed 5% of all project value of the Company.
2. The Audit committee and the auditor of the Company shall audit the accuracy of the financial statements of related company and total profit shall be donated to the charity.

On April 25, 2013, the counterparties had intended to terminate the previous memorandum of agreement and has signed the new one by clearly specifying the scope of each party's business in which there will not be conflict of interest as follows:

1. As long as the related company takes the whole profit received from operation after deducting expense and paying tax according to law and donating to various public charity organization which is generally acceptable or for other charity (no matter that donation will receive taxation benefit or not), the Company consents that related company to operate business which may have the competition nature with the Company.
2. Any counter party cannot discreetly use human resource including any asset of another counter party for its own benefit in its business operation. Exceptions are as follows:
  - (1) Human resource, any counterparty may receive an assistance from the company's management of employee in the case that the management or employee volunteers and will not receive any compensations, and the assistance will not impact with the duty of work for the company.
  - (2) Asset with compensation.
  - (3) Any counter party may use any assets by paying compensation to another counter party. As the letter agreed upon.
  - (4) The company is able to allow Ban Ruam Tang Fun Co.,Ltd. to use any assets that the company cannot (or has no policy to) transfer to the third party for generating revenue and the usage to assets will not increase the expense of the company in which the company may ask for compensation as agreed.

## SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

### NOTES TO FINANCIAL STATEMENTS

#### DECEMBER 31, 2014

3. The related company agrees and certifies that the related company will not pay dividend to shareholders or any benefit both in monetary and non-monetary from related company to shareholders, directors and the management. Except payroll or directors remuneration according to the normal rates which determined in advance

#### **Between the Company and Sirinthip Karn Keha Co., Ltd.**

1. Sirinthip Karn Keha Co., Ltd. will not purchase additional land or operates land development or house construction for sales or for let or any other business operation in respect of real estate no matter by Sirinthip Karn Keha Co., Ltd. itself or in the collaboration project or joint investment with other entrepreneur apart from land that Sirinthip Karn Keha holds ownership presently.
2. In case that Sirinthip Karn Keha Co., Ltd. wishes to develop real estate project on the land of Sirinthip Karn Keha Co., Ltd., Sirinthip Karn Keha Co., Ltd. will have to offer to Sena Development PCL. as sole developer of such project. If Sena Development PCL. denied such offer, Sirinthip Karn Keha Co., Ltd. does not hold the right to develop such land no matter by itself or by participant in the collaboration project or joint investment with other entrepreneur. In this case, Sirinthip Karn Keha Co., Ltd. holds sole right of such land disposal.
3. Sirinthip Karn Keha Co., Ltd. will have to offer to sell such land to Sena Development Co., Ltd. as the first choice as the price not higher than appraised price by independent appraiser received the consent from Securities Exchange Committee which appraisal value appraised for the period not exceeding six months before Sena Development PCL. will purchase such land. However, if Sena Development PCL. does not wish to purchase such land from Sirinthip Karn Keha Co., Ltd., Sirinthip Karn Keha Co., Ltd. will therefore hold the right to sell such land to outside parties in the prices not lower than prices offered to Sena Development Company Limited.
4. Both parties agreed that in any operation under this contract, both parties are responsible for compliance with legal, regulation, announcement including regulation and notification issued by Stock Exchange of Thailand, especially notification in respect of connected transactions or acquisition or disposal of assets or any other notification in order to protect the benefit of minority shareholders of the Company.

#### **Between the Company and Jaroen Roj Land Co., Ltd. (related company)**

1. Jaroen Roj Land Co., Ltd. agrees and certifies to Sena Development PCL. that Jaroen Roj Land Co., Ltd. will not purchase additional land or operate land development or house construction for sale or for let or any other business operation in respect of real estate no matter by Jaroen Roj Land Co., Ltd. itself or in the collaboration project or joint investment with other entrepreneur apart from real estate project that Jaroen Roj Land Co., Ltd. has operated presently.

#### **Between the Company and Bung Num Ruk Thanee Co., Ltd. (related company)**

1. Bung Num Ruk Thanee Co., Ltd. agrees and certifies to Sena Development PCL. that Bung Num Ruk Thanee Co., Ltd. will not purchase additional land or operate land development or house construction for sale or for let or any other business operation in respect of real estate no matter by Bung Num Ruk Thanee Co., Ltd. itself or in the collaboration project or joint investment with other entrepreneur apart from real estate project that Bung Num Ruk Thanee Co., Ltd. has operated presently.

#### **Between the Company and Thitirat Wisawagam Co., Ltd. (related company)**

1. Thitirat Wisawagam Co., Ltd. agrees and certifies to Sena Development Company Limited that Thitirat Wisawagam will not purchase additional land or operate land development or house construction for sale or for let or any other business operation in respect of real estate no matter by Thitirat Wisawagam itself or in the collaboration project or joint investment with other entrepreneur apart from real estate project that Thitirat Wisawagam Co., Ltd. has operated presently.

**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2014**

**5. CASH AND CASH EQUIVALENTS**

consist of;

	Baht			
	Consolidate financial statements		Separate financial statements	
	2014	2013	2014	2013
Cash	1,850,062	1,550,975	622,390	645,000
Cash at banks - saving accounts	158,823,318	251,084,954	105,652,336	127,216,634
Cash at banks - current accounts	16,964,507	8,703,100	7,198,815	4,347,406
Cash at banks - fixed accounts	60,165	-	-	-
Check due but not deposit	30,763,273	58,834,066	30,716,829	58,700,503
Bill of Exchange	179,042,762	52,000,000	60,000,000	-
Total	387,504,087	372,173,095	204,190,370	190,909,543

Saving deposit is subject to bank's floating interest rate.

As at December 31, 2014 and 2013 bill of exchange from financial institutions can be summarized as follows:

	Consolidate financial statements		Separate financial statements	
	2014	2013	2014	2013
Amount (Million Baht )	179.04	52.00	60.00	-
Number of bills	13	4	1	-
Due date	During the month of January to February 2015 and at call	During the month of February 2014	At call	-
Interest rate	1.50% - 2.60%	2.50% - 3.10%	1.50%	-
Commitment	None	None	None	-

# SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

## NOTES TO FINANCIAL STATEMENTS

### DECEMBER 31, 2014

#### 6. AGING ANALYSIS

As at December 31, 2014 and 2013 consist of;

	Baht			
	Consolidate financial statements		Separate financial statements	
	2014	2013	2014	2013
Notes receivable	-	73,832	-	-
Accounts receivable-Aging				
In due	2,392,680	-	2,392,680	-
Not over 3 months	2,395,739	985,780	784,901	-
Over 3 – 6 months	64,215	7,313	57,230	-
Over 6 month and less 1 years	23,917	24,123	22,489	-
Total	4,876,551	1,091,048	3,257,300	-
Other receivable				
Advance payment	16,147,780	22,877,572	14,158,169	18,152,342
Prepaid expenses	135,353,986	61,120,496	127,265,523	58,835,224
Deposit for purchase land (Note 29.3)	49,048,500	19,250,000	49,048,500	19,250,000
Others	4,616,798	6,015,604	2,481,032	3,695,243
Total	205,167,064	109,263,672	192,153,224	99,932,809
Total Trade accounts receivable and other receivable	210,042,615	110,354,720	196,210,524	99,932,809

**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2014**

**7. INVENTORIES – NET**

As at December 31, 2014 and 2013 consist of:

	Baht			
	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
Land	2,601,999,538	2,397,167,427	2,057,162,472	1,868,273,518
Land development cost	77,770,886	73,815,700	64,302,336	60,408,499
Land and club-house	12,873,426	12,873,426	12,873,429	12,873,429
Public utility	608,228,805	463,583,883	448,182,038	339,242,821
Construction works	5,859,614,477	4,688,986,039	4,822,028,082	3,868,008,673
Management fee	54,715,322	34,319,036	45,446,500	26,757,934
Borrowing cost	225,255,014	119,797,868	188,844,538	93,902,437
Others expenses	204,897,581	150,547,310	172,169,093	128,328,845
Total	9,645,355,049	7,941,090,689	7,811,008,488	6,397,796,156
<u>Less</u> Accumulated				
transfer to cost of				
property sales	(7,097,667,067)	(5,691,210,492)	(5,938,717,190)	(4,736,365,539)
Deferred interest expenses	(6,261,448)	(6,261,448)	(6,261,448)	(6,261,448)
Net	2,541,426,534	2,243,618,749	1,866,029,850	1,655,169,169
Finished house held for				
sales - net	36,887,850	39,388,883	36,887,850	39,388,883
Total	2,578,314,384	2,283,007,632	1,902,917,700	1,694,558,052

As at December 31, 2014, the Company and subsidiary mortgaged the above land with total cost amount of Baht 1,522.49 million and Baht 608.70 million, respectively, as collateral for loans (Note 17).

Consolidated financial statements

For the years ended December 31, 2014 and 2013, the Company and subsidiary capitalized interest expense as a part of cost of inventory amounting to Baht 113.33 million and Baht 49.46 million, respectively.

Separate financial statements

For the years ended December 31, 2014 and 2013, the Company capitalized interest expense as a part of cost of inventory amounting to Baht 94.94 million and Baht 39.41 million, respectively.



# SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

## NOTES TO FINANCIAL STATEMENTS

### DECEMBER 31, 2014

The projects of the Company group are as follows:

	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
Number of projects on hand at beginning of year	24	20	21	17
Number of closed projects	(5)	-	(5)	-
Number of the new projects	4	4	4	4
Number of projects on hand at end of year	23	24	20	21
Amount of sale contracts (Million Baht)	9,507.06	10,097	7,934	8,750
Percentage of total sales in projects on hand	70	75	92	73

Cost of each plot of land is lower than the appraisal values, according to the report of independent appraiser by market value method.

## 8. LAND HELD FOR DEVELOPMENT-NET

As at December 31, 2014 and 2013 consist of:

	Baht			
	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
Cost of land	1,472,976,115	879,151,636	1,131,023,860	514,385,916
Related expenses of land	96,534,383	25,455,141	96,534,383	17,622,774
Public utility development	36,762,315	18,664,840	36,612,225	279,538
Borrowing cost	25,197,415	25,197,415	-	-
Total	1,631,470,228	948,469,031	1,264,170,468	532,288,228

Costs of each plot of land are not exceeding the appraisal value appraised by independent appraiser with market value method or not less than appraisal value appraised by Land Department.

During the year 2013, the Company purchased land from a foundation of Baht 108.29 million. The Company had paid in partial by cash and the remaining of Baht 78,290,766 were paid by the issue of promissory due on September 6, 2014. Under the term of the agreement, the Company commit to pay at Baht 16.60 million for the cost of remove of the former occupant.

On January 11, 2013, the Company has entered into the purchase of land agreement with non-related person by amount of Baht 385 million, and the Company has been transferred the ownership right.

On May 9, 2014, the Company has entered into the purchase of land agreement with non-related person by amount of Baht 100 million. At present, the Company has transferred ownership right.

As at December 31, 2014 and 2013, the company has mortgaged land held for development at the cost amounting to Baht 931.09 million and Baht 359.07 million as collateral for loans (Note 17).

## SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

### NOTES TO FINANCIAL STATEMENTS

#### DECEMBER 31, 2014

#### 9. INVESTMENTS IN SUBSIDIARIES

As at December 31, 2014 and 2013 consist of:

Company	Baht							
	Separate financial statements							
	Paid-up Capital (Thousand Baht)		Portion of Investment (%)		Cost method		Dividend for the years ended December 31	
	2014	2013	2014	2013	2014	2013	2014	2013
Victory Asset Management Co., Ltd.	192,200	192,200	99.99	99.99	175,378,636	175,378,636	-	-
S.N. Asset Development Co., Ltd.	122,000	122,000	99.65	99.65	121,573,000	121,573,000	-	-
S&P Estate Development Co., Ltd.	14,000	14,000	79.96	79.96	11,195,000	11,195,000	-	-
Property Gateway Co., Ltd.	103,400	100,000	99.99	99.99	103,400,000	100,000,000	-	-
T.Treasury holding Co., Ltd	66,500	66,500	99.99	99.99	590,000,000	590,000,000	-	-
<b>Total</b>					<u>1,001,546,636</u>	<u>998,146,636</u>	<u>-</u>	<u>-</u>



SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES  
NOTES TO FINANCIAL STATEMENTS  
DECEMBER 31, 2014

10. INVESTMENT PROPERTY – NET

The significant movements during for the years ended December 31, 2014 and 2013 are as follows:

	Baht									
	Consolidated financial statements(Baht)					Book value- net				
	Cost		Accumulated depreciation.			2013		2014		
	2013	2014	2013	2014	2014	2013	2014	2013	2014	2014
	Increased	From Investment	Transfer in (out)	2013	2014	Increased	From Investment	decreased	2014	2014
Infrastructure Land	2,527,823	-	-	-	-	-	-	-	-	2,527,823
Land	192,382,039	-	-	-	-	-	-	-	-	192,382,039
Building and Structures	608,315,802	40,000	-	58,807,432	15,831,086	-	-	-	-	533,717,284
Fixture and office Equipments	12,512,428	87,313	-	11,116,718	721,710	-	-	-	-	761,313
Work in progress	-	1,268,436	-	-	-	-	-	-	-	1,268,436
Total	815,738,092	1,395,749	-	69,924,150	16,552,796	-	-	-	-	730,656,895
<b>Increase</b> leasehold right										
<b>Less</b> Amortization of leasehold right										
Investment property - Net										

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**Baht**

<b>Consolidated financial statements(Baht)</b>									
	<b>Cost</b>			<b>Accumulated depreciation.</b>			<b>Book value- net</b>		
	<b>2012</b>	<b>Increased</b>	<b>From Investment</b>	<b>2013</b>	<b>2012</b>	<b>Increased</b>	<b>From Investment</b>	<b>2013</b>	
Infrastructure Land	2,527,823	-	-	2,527,823	-	-	-	2,527,823	2,527,823
Land	192,382,039	-	-	192,382,039	-	-	-	192,382,039	192,382,039
Building and Structures	158,354,700	363,249	-	608,315,802	42,207,918	16,599,514	-	58,807,432	549,508,370
Fixture and office Equipments	12,512,428	-	-	12,512,428	10,294,221	822,497	-	11,116,718	1,395,710
Work in progress	6,763,633	1,234,972	-	(7,998,605)	-	-	-	6,763,633	-
Total	372,540,623	1,598,221	-	441,599,248	52,502,139	17,422,008	-	69,924,150	745,813,942
<b>Increase</b> leasehold right									71,050,325
<b>Less</b> Amortization of leasehold right									(7,367,812)
Investment property - Net									320,038,484
									809,496,455

**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**  
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**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**  
**NOTES TO FINANCIAL STATEMENTS**  
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**Consolidated financial statements(Baht)**

	Cost			Accumulated depreciation.			Book value- net	
	2012	Increased	Transfer in	2012	Increased	From	2012	2013
			(out)			Investment		
Building	-	-	326,207,336	-	4,915,453	-	-	321,291,883
Lift Systems	-	-	22,102,000	-	554,518	-	-	21,547,482
Plumbing, electrical system	-	-	55,486,922	-	1,392,114	-	-	54,094,808
Utilities	-	-	2,909,339	-	72,992	-	-	2,836,346
Compressed sir systems	-	-	22,173,196	-	556,304	-	-	21,616,892
Landscaping and other	-	-	12,720,455	-	319,144	-	-	12,401,311
<b>Total</b>	<b>-</b>	<b>-</b>	<b>441,599,248</b>	<b>-</b>	<b>7,810,525</b>	<b>-</b>	<b>-</b>	<b>433,788,723</b>
<b><u>Increase</u></b> leasehold right							-	71,050,325
<b><u>Less</u></b> Amortization of leasehold right							-	(7,367,812)
Investment property - Net							-	497,471,236

Investment property consist of: 1) Land is stated at cost, Building and construction stated at cost less accumulated depreciation of assets for rent such as three apartments are not exceeding the appraisal value appraised by independent appraiser (T.A. Management Corporation (1999) Co., Ltd.) as per report dated February 6, 2009 and January 23, 2012). 2) Assets for rent such as land and warehouse for rent at Sukhumvit 50, is stated at cost less accumulate depreciation. The subsidiary estimates for the useful life according to the company's policy to rent around 6 years. And 3) Communities mall is stated at cost less accumulate depreciation and leasehold right is stated amortization of leasehold right on a straight line basis over the estimated useful live 30-50 years.

On July 1, 2013, a subsidiary changed the estimated useful lives of Godown from 6 years to 20 years since July 1, 2013. The depreciation will be reduced Baht 2.62 million per quarter.

As at December 31, 2014, the subsidiaries have mortgaged land and structures cost of Baht 441.60 million and 345.70 million as collateral for loans from the financial institutions.

**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**  
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**11. PROPERTY, PLANT AND EQUIPMENT - NET**

The significant movements during for the years ended December 31, 2014 and 2013 are as follows:

	Consolidated financial statements(Baht)					
	Cost			Accumulated depreciation.		Book value- net
	2013	Increased	Decreased	Transfer in (out)	2014	2013
					2014	2013
Land	394,372,131	-	-	-	-	394,372,131
Golf development	124,264,000	-	-	-	-	124,264,000
Golf improvement	28,564,559	2,686,129	(10,716)	-	3,123,162	27,500,651
Building and Structures	89,292,983	9,891,133	(280,750)	-	23,560,270	67,910,757
Sale office improvement	1,304,253	-	-	-	1,304,252	1
Office Equipments	69,851,587	9,028,866	(10,437,672)	9,940,959	13,370,509	22,260,355
Vehicles	45,553,139	4,525,248	(7,475,982)	-	50,580,359	27,803,381
Work in progress	-	8,507,067	-	-	29,877,307	12,725,098
Total	753,202,652	34,638,443	(18,205,120)	9,940,959	130,600,021	648,976,913
Less Allowance for impairment.					(17,460,682)	(3,864,368)
Property Plant and Equipment - net						645,112,545



**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**  
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**Consolidated financial statements(Baht)**

	Cost			Accumulated depreciation.			Book value- net	
	2012	Increased	Decreased	Transfer in (out)	2013	2012	2013	2013
						From Investment		
Land	394,372,131	-	-	-	394,372,131	-	394,372,131	394,372,131
Golf development	124,264,000	-	-	-	124,264,000	-	124,264,000	124,264,000
Golf improvement	7,652,340	16,602,620	-	4,309,599	28,564,559	127,888	7,524,452	27,500,651
Building and Structures	48,397,710	393,406	-	40,501,867	89,292,983	10,676,952	37,720,758	68,296,660
Sale office improvement	1,304,253	-	-	-	1,304,253	863,218	441,035	1
Office Equipments	55,586,935	14,339,693	(75,039)	-	69,851,589	29,975,821	25,611,114	22,048,785
Vehicles	42,392,139	3,800,000	-	(639,000)	45,553,139	27,369,016	15,023,123	13,174,243
Work in progress	4,309,599	63,859,619	-	(4,309,599)	63,859,619	-	4,309,599	63,859,619
Total	678,279,107	98,995,338	(75,039)	39,862,867	817,062,273	69,012,895	609,266,212	713,516,090
Less Allowance for impairment.							(3,864,368)	(3,864,368)
Property Plant and Equipment - net							605,401,844	709,651,722

**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**  
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Separate financial statements (Baht)						
	Cost		Accumulated depreciation.			Book value- net
	2013	Increased	Decreased	Transfer in (out)	2014	
Land	21,321,308	-	-	-	-	21,321,308
Building and Structures	48,093,078	9,851,543	(280,750)	18,861,944	(280,747)	46,398,237
Office Equipments	42,865,052	3,218,212	(9,897,429)	8,397,952	(9,847,828)	9,774,051
Vehicles	31,094,873	4,104,439	-	4,189,558	-	10,548,954
Total	143,374,311	17,174,194	(10,178,179)	31,449,454	(10,128,575)	83,645,804
Less Allowance for impairment.						(3,864,368)
Property Plant and Equipment - net						84,178,182

Less Allowance for impairment.

Property Plant and Equipment - net

**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**  
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	Separate financial statements (Baht)						
	Cost			Accumulated depreciation.			Book value- net
	2012	Increased	Decreased	Transfer in (out)	2013	2012	2013
Land	21,321,308	-	-	-	-	21,321,308	21,321,308
Building and Structures	7,591,211	-	-	40,501,867	48,093,078	1,418,966	6,172,245
Office Equipments	33,315,892	9,549,160	-	-	42,865,052	19,563,931	13,751,961
Vehicles	28,583,873	3,150,000	-	(639,000)	31,094,873	16,779,643	11,804,230
Total	90,812,284	12,699,160	-	39,862,867	143,374,311	37,762,540	53,049,744
Less Allowance for impairment.							88,042,550
Property Plant and Equipment - net						(3,864,368)	(3,864,368)
						49,185,376	84,178,182

As at December 31, 2014 and 2013, the subsidiaries have mortgaged the land and building amounting of Baht 25 million and 534.76 million, as collateral for long-term loans from financial institutions.

As at December 31, 2014 and 2013, a portion of the Company's equipment with historical cost of Baht 18.79 and 22.41 million and a portion of subsidiary's assets at Baht 11.15 million and 13.50 million, are fully depreciated but they are still in use.

**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**  
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**12. PROJECT UNDER CONSTRUCTION**

	(Unit: Baht)
	Consolidated
Book value as at January 1, 2013	4,309,599
Increased	63,859,619
Transfer during the period	(4,309,599)
Book value as at December 31, 2013	63,859,619
Increased	92,540,797
Book value as at December 31, 2014	156,400,416

	Baht	
	Consolidated and separate financial statements	
	2014	2013
First rental repayment	-	30,000,000
Leasehold right transferring expenses	-	25,000,000
Compensation for extending the lease	-	15,000,000
Registered expenses	-	1,050,325
Construction	-	441,599,248
	-	512,649,573
<u>Less</u> Amortization of leasehold right	-	(7,367,812)
Transfer	-	(505,281,761)
Total	-	-

On September 2, 2008, the Company had entered into the memorandum of Land leasehold right transferring from a non related company; to rent the land with a Foundation for 32 years, expire on 2041. The Company has to pay for the first rental fee amounting to Baht 30 million (Baht of 20 million will be paid on the memorandum signing part of date, and Baht of 10 million will be paid within January 10, 2010). Also, monthly rental fee each Baht of 50,000 starting from September 2011. The Company has the commitment to construct the project by amount not less than Baht 300 million and has to finish the project construction within 10 years from the registration of leasehold the whole construction on rental land will be transferred the ownership to lesser when the period of this project contract is terminated. In addition, the Company has to pay for the benefit fee at the rate of 20% of net profit to land leasehold right transferor. Together with land leasehold right transferring charges amount of Baht 25 million. September 11, 2009, the Company has registered land leasehold right with such foundation and payment complete for leasehold right.

**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**  
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Term of rental agreement extend

And on February 15, 2012, The Company and a Foundation has canceled the agreement on September 11, 2009 and attached the contract as per report date September 10, 2009. The Company and a Foundation has entered a revised agreement to extend a rental period being 50 years starting from February 1, 2012 to January 31, 2062 and a part of conditions in agreement, The Company has to pay Baht of 10 million to a Foundation contract (And on February 14, 2012, the Company has paid for the extend rental period fee additional by amount of Baht 5 million to the Foundation, totally the extend rental period fee amount of Baht 15 million) and pay monthly rental fee baht of 50,000(since February 2012 to September 2041), and baht of 100,000(since October 2041 to January 2062). The Company has registered new land leasehold right on February 17, 2012 and entered the pledged agreement with the financial institute, credit line Baht of 372 million.

The rental objective is to construct any structures on lease land in order to sub-lease or any business commercial benefit.

As at December 31, 2014, the Company has case in sued interim of project under construction (Note 29.4).

In year 2014 and 2013 the Company has mortised such leasehold right by amount of Baht 9.02 million and Baht 7.37 million (included the effective form above extended term of rental agreement) in Statement of Comprehensive Income.

**13. DEFERRED TAX ASSETS (LIABILITIES)**

As at December 31, 2014 and 2013, the components of deferred tax asset (Liabilities) are as follows:

	(Unit: Baht)			
	Consolidated		Separate	
	December 31, 2014	December 31, 2013	December 31, 2014	December 31, 2013
Deferred tax assets				
Set off of tax	374,177	8,929,749	-	3,325,385
Deferred tax assets - Net	374,177	8,929,749	-	3,325,385
Deferred income tax liabilities				
Set off of tax	(14,092,727)	(10,502,524)	(2,916,413)	-
Deferred income tax liabilities - Net	(14,092,727)	(10,502,524)	(2,916,413)	-
Total	(13,718,550)	(1,572,775)	(2,916,413)	3,325,385

**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**  
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	(Unit: Baht)			
	Consolidated			
	(Charged) / credited to:			
	January 1, 2014	Profit or loss	Other comprehensive income	Equity
				December 31, 2014
<b><i>Deferred tax assets (liabilities)</i></b>				
Loss carry forward	3,128,401	(3,128,401)	-	-
Depreciation of investments property	1,546,761	(9,063,753)	-	(7,516,992)
Depreciation of property, plant and equipment	(92,001)	(183,131)	-	(275,132)
Surplus on revaluation of assets.	(9,601,587)	-	-	1,625,246
Retention	419,677	(30,867)	-	-
Advances received from customer	2,293,441	(3,448,091)	-	-
Employee benefit obligations	732,533	2,083,222	-	-
<b>Total</b>	<b>(1,572,775)</b>	<b>(13,771,021)</b>	<b>-</b>	<b>1,625,246</b>

	(Unit: Baht)			
	Separate			
	(Charged) / credited to:			
	January 1, 2014	Profit or loss	Other comprehensive income	Equity
				December 31, 2014
<b><i>Deferred tax assets (liabilities)</i></b>				
Depreciation of property, plant and equipment	1,389,956	(5,496,286)	-	-
Advances received from customer	1,891,707	(2,733,979)	-	-
Employee benefit obligations	43,722	1,988,467	-	-
<b>Total</b>	<b>3,325,385</b>	<b>(6,241,798)</b>	<b>-</b>	<b>-</b>

#### 14. TRADE ACCOUNTS AND OTHER PAYABLE

As at December 31, 2014 and 2013 consist of:

	Baht			
	Consolidated financial statements		separate financial statements	
	2014	2013	2014	2013
Account payable	126,798,130	177,030,343	107,976,746	163,478,938
Notes payable	57,958,231	33,160,790	51,241,065	30,175,752
Other payable	41,612,689	20,885,176	35,173,696	12,343,747
<b>Total</b>	<b>226,369,050</b>	<b>231,076,309</b>	<b>194,391,507</b>	<b>205,998,437</b>

**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**  
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**15. SHORT-TERM PROMISSORY NOTES PAYABLE TO FINANCIAL INSTITUTIONS**

As at December 31, 2014 and 2013 consist of:

	Baht			
	Consolidated financial statements		separate financial statements	
	2014	2013	2014	2013
Promissory notes *	1,410,557,858	1,130,000,000	1,410,557,858	1,130,000,000
Bill of exchange **	1,754,000,000	577,000,000	1,600,000,000	423,000,000
Bond	46,400,000	46,400,000	-	-
Less Interest discounting bills of exchange	(31,351,885)	(6,004,547)	(29,719,458)	(3,744,554)
	1,769,048,115	617,395,453	1,570,280,542	419,255,446
Total	3,179,605,973	1,747,395,453	2,980,838,400	1,549,255,446

\* As at December 31, 2014, The Company issued 6 promissory note, promissory note 2 by two financial institutions amounted to 1,410 million due from May - September 2014. interest rate 5.00% - 5.50% and MLR-2.00% per annum.

\*\* The Company has issued 13 bills of exchanges due from January 2015 to August 2015 by amounting of Baht 1,600 million, discount rate of 3.20 – 3.65% per annum. The support business expansion and financial resources to conduct the business of the company.

On October 2, 2014, A subsidiary issued the bill of exchange of Baht 154 million due within April 2015, discount rate of 3.50% per annum.

On September 15, 2014, a subsidiary issued the short-term bonds, Baht 1,000 par value of 46,400 units, amounting to Baht 46.40 million due on March 16, 2015. The bonds bear interest at the rate of 3.50% per annum totaling Baht 0.08 million and the subsidiary received the cash amount Baht 45.60 million.

**16. LONG-TERM PROMISSORY NOTE**

As at December 31, 2014, The Company is sued promissory note by financial institutions amount of Bath 62.83 million interest rate 5% per annum amount Baht 5.71 million due from December 2016.



# SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

## NOTES TO FINANCIAL STATEMENTS

### DECEMBER 31, 2014

#### 17. LONG-TERM LOANS FROM FINANCIAL INSTITUTIONS

As at December 31, 2014 and 2013 consist of:

##### CURRENT LIABILITIES:

	Credit limit (Million baht)	Baht			
		Consolidated financial statements		Separate financial statements	
		2014	2013	2014	2013
Long-term loans from financial institutions					
Construction works and project public utility development	496	67,540,000	13,000	67,539,000	11,000
Total	496	67,540,000	13,000	67,539,000	11,000

The significant movements during as at December 31, 2014 are as follows:

	Baht			
	Consolidated financial statements			December 31, 2014
	January 1, 2014	Increase	Decrease	
Long-term loans from financial institutions				
- Construction works and project public utility development	13,000	590,838,404	(523,311,404)	67,540,000
Total	13,000	590,838,404	(523,311,404)	67,540,000

	Baht			
	Separate financial statements			December 31, 2014
	January 1, 2014	Increase	Decrease	
Long-term loan from financial institutions				
- Land	-	-	-	-
- Construction works and project public utility development	11,000	590,838,404	(523,310,404)	67,539,000
Total	11,000	590,838,404	(523,310,404)	67,539,000

As at December 31, 2014, the Company has long-term loans with a bank under the condition of payment as following:

- Loan facility of Baht 258 million
  - Construction work and project public utility development has charged the interest rate of MRL – 1.25 per annum. repayment within 48 month, respectively
- Loan facility of Baht 127 million
  - Construction work and project public utility development has charged the interest rate of MRL – 1.50 per annum, repayment within June,2017

**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**  
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Subsidiaries

As at December 31, 2014, a subsidiaries have long-term loans from financial institutions as follows:

Construction works and Project public utility development amounting of Baht 110.86 million interests in Year 1 and 2 interest rate of MLR - 1 % per annum. After that, the interest rate MLR - 0.75 % per annum. The interest is payable every end of the month.

Such loans are collateral by project land (Note7, 8) guaranteed by the Company

As the loan repayment schedule is proportionate to sales of real estate. The Company therefore presented all long-term loans as Current Liabilities.

**NON-CURRENT LIABILITIES:**

	Credit limit (Million baht)	Baht			
		Consolidated financial statements		Separate financial statements	
		2014	2013	2014	2013
Long-term loans from financial institutions					
Land	140	53,815,493	91,640,690	-	20,000,000
Construction works and project public utility development	111	77,966,964	329,163,500	-	329,163,500
Total	251	131,782,457	420,804,190	-	349,163,500
Current portion	-	(32,118,563)	(20,921,843)	-	(3,046,576)
Net	251	99,663,894	399,882,347	-	346,116,924

The significant movements during as at December 31, 2014 are as follows:

	Baht			
	Consolidated financial statements			December 31, 2014
	January 1, 2014	Increase	Decrease	
Long-term loans from financial institutions				
- Land	91,640,690	33,264,000	(20,000,000)	104,904,690
- Construction works and project public utility development	329,163,500	77,966,964	(380,252,697)	26,877,767
Total	420,804,190	111,230,964	(400,252,697)	131,782,457

	Baht			
	Separate financial statements			December 31, 2014
	January 1, 2014	Increase	Decrease	
Long term loans from financial institutions				
- Land	20,000,000	-	(20,000,000)	-
- Construction works and project public utility development	329,163,500	-	(329,163,500)	-
Total	349,163,500	-	(349,163,500)	-

# SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

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### DECEMBER 31, 2014

As at December 31, 2014, a subsidiary has loan facility from a commercial bank, payment condition is as follows::

#### Subsidiaries

As at December 31, 2014, a subsidiary has loan facility from a commercial bank, payment condition are as follows:

#### 1. Loan facility of Baht 140 million

The first principal and interest repayment is not less than Baht 1,226,000 per month and repayment within 120 months after the first drawn down onward under the term of interest rate as follows:

1 <sup>st</sup> year to December 31, 2014	interest at the fixed rate 5% per annum.
January 1, 2015 onwards	interest rate of MLR+0.50% per annum.

These loans are guaranteed by land and structures at cost of Baht 200 million(Notes 10) and the guaranteed by directors of the Company and Sena Development Public Company Limited.

#### 2. Loan facility of Bath 111 million for improve the golf course and the construction of building in Pattaya Country Club interest rate of MLR-1.25% per annum, and the first principal repayment within 60 mounth. Such loans are mortgaged by the Company's land and structures (Notes 11).

As at December 31, 2014 and 2013, the Company and subsidiary remaining credit line has not been drawn down as follow:

	Million Baht			
	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
Loans has not been drawn down	4,646	3,790	4,358	3,059

The above loans were guaranteed by the mortgage of land and construction there on as discussed in Note 7 and Note 8 and by the parent company and by the directors of the Company.

Under the term of the loan agreements, the Company and subsidiaries must to comply the certain financial term such as maintain the debt to equity ratio will not be above 1.5 and shall not be under the zero during the agreement period etc. And In some contracts, the company will have to pay a fee to cancel the loan at the rate of 2 percent of the loan was not drawn so on.

The some credit loan, a company has signed in promise the loan cooperates a subsidiary company , in promise the loan has specified some aspects condition , such as , ratio debt to equity maintenance builds not exceed asset more 1.5:1, a subsidiary company will assure and conclude maintain structure proportion shareholders of parent company hold shares a subsidiary company more than 99 percentages of the authorized capital

**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**  
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**18. ESTIMATED LIABILITY-EMPLOYEE BENEFIT**

An independent actuary carried out an evaluation of the Company's obligations for employees' long-term benefits using the projected unit credit method. The Company has provided the provision for employees' long-term benefits as follows:

	<b>Baht</b>	
	<b>Consolidated financial statements</b>	<b>Separate financial statements</b>
	<b>2014</b>	<b>2014</b>
Provision for employee benefits - beginning	9,942,708	6,023,275
Add Recognized amount	2,841,740	1,880,933
Actuarial (gains) losses in other comprehensive Income	1,294,330	2,256,736
Provision for employee benefits - ending	14,078,778	10,160,944
Present value of unfunded obligation	14,078,778	10,160,944
Expense recognized in profit or loss as follows:		
Current service cost	2,505,539	1,506,677
Interest cost	507,914	374,256
Add (Gain) loss on actuarial estimates to be paid in the period	(171,713)	-
Total – recognized in the statement of income	2,841,740	1,880,933
Principal actuarial assumptions (Actuarial basis)		
Discount rate (%)	4.52	4.52
Salary increase rate (%)	3.00 – 5.00	3.00 – 5.00
Retirement age (year old)	60	60

## SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

### NOTES TO FINANCIAL STATEMENTS

#### DECEMBER 31, 2014

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## 19. SHARE CAPITAL

### INCREASE AND DECREASE SHARE CAPITAL

19.1 At the annual general meeting of the shareholders of the Company held on April 26, 2012 the Company's shareholders approved:

- A) To decrease the Company's authorised share capital from Baht 700million (700,000,000 shares at Baht 1 par value) to Baht 675 million (675,000,000 shares at Baht 1 par value) by cancellation the remaining registered ordinary shares totaling 25,000,000 shares with a par value of Baht 1 per share. And April 27, 2012, registered with the Ministry of Commerce of Thailand.
- B) To increase the Company's authorised share capital from Baht 675 million (675,000,000 shares at Baht 1 par value) (after reduction the above registered capital) to Baht 715million (714,705,882shares at Baht 1 par value) by the issuance of 39,705,882 new common shares at a ratio of 17 existing share to 1 stock dividend with a par value of Baht 1 per share to support the stock dividend payment. And April 30, 2012, registered with the Ministry of Commerce of Thailand.

19.2 On October 24, 2012, the meeting of the Extraordinary Shareholder Meeting No.1/2012, the Company approved to reduce the share capital from Baht 714,705,882 million to Baht 714,704,825 million by cancelling 1,057 unissued ordinary shares and increase a share capital from Baht 714,704,825 (714,704,825 ordinary shares, Baht 1 per share) to Baht 857,711,687 (857,711,687 ordinary shares, Baht 1 per share), to supporting the exercise of right under the warrants. The Company registered the reduction and increase the share capital with the Ministry of Commerce on November 2, 2012 and November 6, 2012. The newly issued shares allocated are as follow:

- Allocation of ordinary shares in the amount of not exceeding 110,500,000 shares with a par value of Baht 1 per share for the offering of sale to general investor, which shall have a discount rate of not exceeding 5% of the market price based on the Company's weighted average price between 7–15 consecutive trading days prior.
- Allocation of ordinary shares in the amount of not exceeding 27,506,862 shares with a par value of Baht 1 per share in order to support the exercise of rights under the warrants to purchase the ordinary shares of the Company held by existing shareholders and persons who subscribe the newly issued ordinary shares.
- Allocation of ordinary shares in the amount of not exceeding 5,000,000 shares with a par value of Baht 1 per share in order to support the exercise of rights under the warrants to purchase the ordinary shares of the Company to the executives and employees of the Company and/or its subsidiaries No.1.

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19.3 Sena Development Public Company Limited, refer to the Annual General Meeting of Shareholders No. 1/2014 held on April 28, 2014 resolved as follows.

- A) Approved the cancellation of the resolutions of the Extraordinary General Meeting of Shareholders No. 1/2012 held on October 24, 2012 to approve the issuance and offer of ordinary shares to the public, and the issuance and allocation of warrants to purchase the Company's ordinary shares No.1 (SENA-W1) to existing shareholders and the public whom subscribed for the shares from the capital increase.
- B) Approved the issuance and allocation of warrants to purchase ordinary shares to Executives and Employees of the Company and/or its subsidiaries No.2 (SENA-WB) in the amount of not exceeding 2,300,000 units. The warrants shall be allocated to Executives and Employees not exceeding 14 persons with no consideration. Indicative features and allocation of warrants are detailed below. The Meeting also authorized to the Board of Directors or the person (s) appointed by the Board of Directors to determine necessary details and any conditions, including the necessary legal relating to allocation of warrants to purchase ordinary shares to Executives and Employees of the Company and/or its subsidiaries No.2 (SENA-WB).
- C) Approved the reduction of the registered capital of the Company in the amount of 140,806,862 Baht, from the existing amount of 857,711,687 Baht to 716,904,825 Baht, divided into 716,904,825 ordinary shares, par value of 1 Baht per share, by canceling the 140,806,862 unissued registered ordinary shares, par value of 1 Baht per share, amounting to 140,806,862 Baht.
- D) Approved an amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the reduction of the registered capital of the Company.
- E) Approved the increase of the registered capital of the Company in the amount of 2,300,000 Baht, from the existing amount of 716,904,825 Baht to 719,204,825 Baht, issued registered ordinary shares, par value of 1 Baht per share, amounting to 2,300,000 Baht.
- F) Approved an amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the registered capital of the Company.
- G) Approved the allocation and offer of the newly issued 2,300,000 ordinary shares, with the par value of 1 Baht per share, for supporting the exercise of rights under warrants to purchase ordinary shares to Executives and Employees of the Company and/or its subsidiaries No. 2 (SENA-WB).

The Company has completely registered the capital reduction, the capital increase and the amendment to Clause 4 of the Memorandum of Association of the Company to reflect the capital reduction and the capital increase with the Department of Business Development, Ministry of Commerce, effective on 7 and 8 May 2014, respectively.

19.4 At the Extraordinary General Meeting of Shareholders No. 1/2014 held on September 25, 2014

- 19.4.1 Approved the increase of registered capital of the Company Baht 51,370,151 from the existing registered capital at Baht 719,204,825 of which a total is Baht 770,574,976, by issuing ordinary shares 51,370,151 shares with a par value of Baht 1 per share. The approval of the increase of registered capital is to accommodate the stock dividend payment and the adjustment of the exercise price and ratio of warrants to purchase new ordinary shares of the Company to be issued to executives and employees and/or subsidiaries No. 1 (SENA-WA) and No. 2 (SENA-WB).
- 19.4.2 Approved the amendment to Clause 4 of the Memorandum of Association to be consistent with the capital increase as follows:  

“Clause4 Registered Capital 770,574,976Baht(Seven Hundred and Seventy Million Five Hundred Seventy Four Thousand Nine Hundred and Seventy-Six Baht).Divided into 770,574,976 Shares(Seven Hundred and Seventy Million Five Hundred Seventy-Four Thousand Nine Hundred and Seventy-Six Shares).With a par value of 1 baht (one baht).Divided into Ordinary Shares 770,574,976 Shares (Seven Hundred and Seventy Million Five Hundred Seventy-Four Thousand Nine Hundred and Seventy-Six Shares).Preference Shares-Share(- Share)”

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19.4.3 Approved the allocation of newly issued shares to accommodate the stock dividend payment and the adjustment of exercise price and ratio of warrants to purchase new ordinary shares of the Company to be issued to executives and employees and/or subsidiaries No. 1 (SENA-WA) and No. 2 (SENA-WB)

- To allocate newly issued shares in total not exceeding 51,050,651 shares, with a par value of Baht 1, to accommodate the stock dividend payment. The shares shall be allocated to existing shareholders at the ratio of 14 existing shares to 1 dividend stock. Where any shareholder has remaining shares after the allocation, the dividend shall be paid by cash in the amount of Baht 0.071429 per share.
- To allocate newly issued total number of shares not exceeding 156,200 shares, with a par value of Baht 1, to accommodate the adjustment of exercise price and ratio of warrants to purchase new ordinary shares of the Company to be issued to executives and employees and/or subsidiaries No. 1 (SENA-WA).
- To allocate newly issued total number shares not exceeding 163,300 shares, with a par value of Baht 1, to accommodate the adjustment of exercise price and ratio of warrants to purchase new ordinary shares of the Company to be issued to executives and employees and/or subsidiaries No. 2 (SENA-WB).

Company increased the share capital with the Ministry of Commerce on October 3, 2014.

## 20. WARRANT

20.1 The warrants to purchase the ordinary shares of the Company to the executives and employees of the Company and/or its subsidiaries No.1 (SENA-WA) details of warrant are as follows:

Type of warrants	Registered and non-transferable warrants
Term of warrants	3 years from the date of issuance and offering.
Amount of warrants offered for sale	Not over 5,000,000 units
Exercise ratio	1 unit of warrant has the right to purchase 1 new ordinary share. (Subject to change according to the adjustment of rights and conditions provision)
Exercise price	Baht 1.10 per share (Subject to change according to the adjustment of rights and conditions provision)
Conditions and period of exercise	Their warrants on every last business day of each quarter. The first exercise date shall be 1 year after the date that the warrants are issued and offered to the executives and employees of the Company and/or its subsidiaries (Exercise date) in accordance with the following conditions: 1) 12 months after the allotment date, warrant holders can exercise not more than 20% of total number of allotted warrants. 2) 24 months after the allotment date, warrant holders can exercise any amount of allotted warrants until the maturity date.



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20.2 The warrants to purchase the ordinary shares to Executives and Employees of the Company and/or its subsidiaries No.2 (SENA – WB)

Title and Type	Warrants to purchase ordinary shares of Sena Development Public Company Limited, non-transferable except in the case of inheritance or transferred to his/her rightful heir or guardian or as deemed appropriate by the Board of Directors
Term	2 years from the date of issuance and offering
Number of Units	Not exceeding 2,300,000 units
Offering Price	Baht 0
Offering Method	One offering to executives and employees of SENA and/or its subsidiaries not exceeding 14 persons
Allocation Method	<p>To be offered to executives and employees of SENA and/or its subsidiaries without offering through brokers</p> <p>Number of warrants offered to each executive and employee might not be equal depending on their corporate position, service period, knowledge, experience, responsibility, performance, potential or benefits contributed to SENA</p>
Exercise Ratio	1 unit is entitled to purchase 1 new ordinary share (subject to change according to the adjustment of rights and conditions)
Exercise Price	Baht 2.10 per share, subject to change according to the adjustment of rights and conditions
Exercise Period	<p>On the last business day of each quarter (i.e., March, June, September or December) throughout the term. The first exercise date shall be in the year that the warrants are issued to executives and employees of SENA and/or its subsidiaries (“the exercise date”) subject to the following conditions:</p> <ul style="list-style-type: none"> <li>• Within the first year of the allotment date, warrant holders can exercise no more than 20% of total number of allotted warrants</li> <li>• 2 months after the allotted date, warrant holders can exercise any amount of allotted warrants until the maturity date</li> </ul> <p>Unexercised warrants at any exercise date shall be accumulated and eligible for being exercised at the next exercise date throughout the warrant term. However, in case the warrants remain unexercised at the maturity date, the said unexercised warrants shall be terminated and void.</p> <p>The last exercise date shall be on the last business day of the 2 year period from the issuance date</p>
Notification Period for the Last Exercise	Not less than 15 days prior to the last exercise date



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At the Extraordinary General Meeting of Shareholders No. 1/2014 held on September 25, 2014. Approved the adjustment of the exercise price and ratio of warrants to purchase new ordinary shares of the Company, issued to executives and employees and/or subsidiaries No. 1 (SENA-WA) and No. 2 (SENA-WB). The exercise price and ratio of SENAWA and SENAWB shall be adjusted to be as follows:

SENA-WA	Existing	After Adjustment
Exercise Price	Baht 2.10 per share	Baht 1.960 per share
Exercise Ratio	1 unit per share	1.071 units per share

SENA-WB	Existing	After Adjustment
Exercise Price	Baht 2.10 per share	Baht 1.960 per share
Exercise Ratio	1 unit per share	1.071 units per share

The new exercise price and ratio of SENAWA and SENAWB will be effective from the first day the Stock Exchange of Thailand displays the “XD” sign, which will be 1 October 2014 (the date which the purchasers of ordinary shares of the Company shall not entitled to receive the dividends).

## 21. DIVIDENDS PAID

### Year 2014

At the Extraordinary General Meeting of Shareholders No. 1/2014 held on September 25, 2014 Approved the payment of interim dividends for the performance from 1 January to 30 June 2014 in the amount of Baht 56,723,263.20 or Baht 0.079366 per share. The proposed dividend consists of profit derived from the Company’s business promoted by the Board of Investment in the amount of Baht 13,227,379.37 and profit derived from the Company’s business, not promoted by the Board of Investment in the amount of Baht 43,495,883.83. This interim dividend will be distributed in the form of cash and stock as detailed below:

- Payment in the form of ordinary shares in an amount not exceeding 51,050,651 shares with a par value of Baht 1 per share to the shareholders, at the ratio of fourteen (14) existing shares to one (1) stock dividend or Baht 0.071429 per share. Where any shareholder has remaining shares after the allocation, the dividend shall be paid in cash in the amount of Baht 0.071429 per share.
- Payment in the form of cash in an amount not exceeding Baht 5,672,612.20 or Baht 0.007937 per share. The dividend consists of profit derived from the Company’s business promoted by the Board of Investment in the amount of Baht 0.001851 per share and profit derived from the Company’s business not promoted by the Board of Investment in the amount of Baht 0.006086 per share

Stock dividends and cash dividends shall be subject to withholding tax at the rate stipulated by the law. Such withholding tax shall be deducted from the cash dividend. The Meeting also gave approval for shareholders to be entitled to receive the dividends be determined on 3 October 2014 (Record Date) and the name of the shareholders shall be compiled pursuant to Section 225 of the Securities and Exchange Act by closing the shareholder’s register on 6 October 2014. The payment of dividends shall be made to shareholders within 13 October 2014.

At the Board of Directors’ Meeting No. 1/2014 held on February 26, 2014, the directors approved to pay annual dividends of Baht 0.019 per share from net profit relating solely to business operations benefiting from the privileges under the Investment Promotion and Baht 0.132 per share from net profit which out the privileges under the Investment Promotion, totaling of Baht 107.92 million. The Company paid the dividends at Baht 0.048 totaling of Baht 34.31 million. Remaining dividend at 0.103 baht totaling of Baht 73.61 million. And the Company pays dividends on May 23, 2014. This dividend payment was approved by the shareholders in the shareholders’ meeting held on April 28, 2014.

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**Year 2013**

At the Board of Directors' Meeting No. 4/2013 held on August 13, 2013, the directors approved to pay annual dividends of Baht 0.012 per share from net profit relating solely to business operations benefiting from the privileges under the Investment Promotion and Baht 0.036 per share from net profit which out the privileges under the Investment Promotion, totalling of Baht 34.31 million. The Company pay dividends on September 11, 2013.

At the Board of Directors' Meeting No. 1/2013 held on February 21, 2013, the directors approved to pay annual dividends of Baht 0.019 per share from net profit relating solely to business operations benefiting from the privileges under the Investment Promotion and Baht 0.064 per share from net profit which out the privileges under the Investment Promotion, totalling of Baht 59.32 million. The Company pay dividends on May 22, 2013. This dividend payment was approved by the shareholders in the shareholders' meeting held on April 24, 2013.

**22. LEGAL RESERVE**

Under the provisions of the Thai Public Company Limited Act B.E. 2535, the Company is required to appropriate at least 5% of its annual net income after deduction of the deficit brought forward (if any) as reserve fund until the reserve equal to 10% of authorized share capital. The reserve is not available for dividend distribution.

**23. EXPENSES BY NATURE**

The significant expenses by nature for the years ended December 31, 2014 and 2013 are as follows:

	Baht			
	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
Changes in finished goods and works in process	294,558,322	434,275,170	208,359,648	587,677,275
Cost of land, Construction works and public utility development	1,694,490,463	1,538,715,207	1,413,212,333	1,616,355,246
Salary and wages and other employee benefits	178,917,039	130,036,479	118,703,282	80,528,450
Depreciation	59,105,362	37,783,346	41,838,530	16,862,256
Advertising expenses	177,711,778	191,877,000	162,350,467	177,624,0752
Specific business tax and transfer fee	101,997,389	75,992,480	88,609,653	71,731,984

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#### 24. INCOME TAX

Income tax expense for the years ended December 31, 2014 and 2013 consist of;

	Baht			
	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
<b>Current income tax:</b>				
Income tax during the years	95,776,873	77,258,235	79,760,470	72,224,774
<b>Deferred income tax:</b>				
Deferred income from the temporary difference and reverse the permanent difference	13,771,020	(790,992)	(6,241,798)	610,391
<b>Income tax expense in Comprehensive income statements</b>	<u>109,547,893</u>	<u>76,467,243</u>	<u>86,002,268</u>	<u>72,835,165</u>

#### 25. EARNINGS PER SHARE

The calculations of basic earnings per share were based on the weighted average number of ordinary shares during the years, calculated as follow :

	(Share/Baht)			
	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
Earning for the years	434,578,775	269,744,851	392,725,409	293,867,579
Weighted average number of ordinary shares(shares)	<u>725,923,291</u>	<u>714,704,825</u>	<u>725,923,291</u>	<u>714,704,825</u>
Basic earnings per share(Baht)	<u>0.60</u>	<u>0.38</u>	<u>0.54</u>	<u>0.41</u>

#### Diluted earnings per share

Diluted earnings per share is calculated by dividing the net profit attributable to shareholders by the weighted average number of ordinary shares in issue during the year adjusted for the effect of conversion of warrant to ordinary share.

	(Share/Baht)			
	Consolidated financial statements		Separate financial statements	
	2014	2013	2014	2013
Earning for the period (Baht)	0.598	-	0.540	-
Weighted average number of ordinary shares (shares)	727,186,299	714,704,825	727,186,299	714,704,825

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**26. PROMOTIONAL PRIVILEGES FROM B.O.I**

By virtue of the provisions of the Investment Promotion Act of B.E. 2520, the Company and its subsidiaries has been granted privileges by the Board of Investment relating to developing a housing project for persons who have low or middle income a number of 7 respectively. (Where the usable area in each unit shall not be less than 28 square meters and the contracted sale amount is less than Baht 1,000,000). The principal privilege is the exemption from corporate income tax for a period of 5 years from the start of business operations related to these privileges. The promotional privileges will expire in various periods from December 12, 2018 to May 27, 2019.

As promoted companies, the Company and its subsidiaries must comply with certain terms and conditions prescribed in the promotional certificates.

In year 2014, three subsidiaries has been promoted by the Investment Promotion Act of B.E.2520, for the operation of electricity from solar installation on the roof of 3 full privileges are important. The principal privilege is exemption from corporate income tax for a period of 8 years from the start of business operations. The current project is in the process of installation.

The Company and subsidiary have been received promoted from B.O.I and Non-B.O.I as the following :

	<b>(Unit : Baht)</b>		
	<b>Consolidated financial statements</b>		
	<b>For the years ended December 31, 2014</b>		
	<b>Investment Promotional activities</b>	<b>Non- Investment Promotional</b>	<b>Total</b>
Revenue from sales	355,953,892	2,383,316,329	2,739,270,221
Cost of sales	226,069,907	1,394,082,972	1,620,152,879
Gross profit	129,883,985	989,233,357	1,119,117,342
Other revenue	287,963	34,966,344	35,254,307
Income before expenses	130,171,948	1,024,199,701	1,154,371,649
Selling expenses	31,261,186	258,929,303	290,190,489
Administrative expenses	9,759,462	252,147,531	261,906,993
Management remuneration	-	11,142,718	11,142,718
Total Expenses	41,020,648	522,219,552	563,240,200
Income before finance costs and income tax	89,151,300	501,980,149	591,131,449
Finance costs	3,849,305	41,747,543	45,596,848
Income before tax	85,301,995	460,232,606	545,534,601
Income tax	-	(109,547,893)	(109,547,893)
Net profit	85,301,995	350,684,713	435,986,708

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(Unit : Baht)

	<b>Consolidated financial statements</b>		
	<b>For the years ended December 31, 2013</b>		
	<b>Investment Promotional activities</b>	<b>Non- Investment Promotional</b>	<b>Total</b>
Revenue from sales	173,634,319	1,864,831,687	2,038,466,006
Cost of sales	110,558,303	1,135,930,490	1,246,488,793
Gross profit	63,076,016	728,901,197	791,977,213
Other revenue	464,741	36,021,657	36,486,398
Income before expenses	63,540,758	764,922,854	828,463,611
Selling expenses	17,260,629	210,977,060	228,237,689
Administrative expenses	3,752,711	192,439,112	196,191,823
Management remuneration	-	9,117,124	9,117,124
Total Expenses	21,013,340	412,533,296	433,546,636
Income before finance costs and income tax	42,527,418	352,389,557	394,916,975
Finance costs	(264,163)	(46,158,708)	(46,422,871)
Income before tax	42,263,255	306,230,849	348,494,104
Income tax	-	(76,467,243)	(76,467,243)
Net profit	42,263,255	229,763,606	272,026,861

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(Unit : Baht)

	Separate financial statements		
	For the years ended December 31, 2014		
	Investment Promotional activities	Non- Investment Promotional	Total
Revenue from sales	355,953,892	1,930,265,151	2,286,219,043
Cost of sales	226,069,907	1,124,325,391	1,350,395,298
Gross profit	129,883,985	805,939,760	935,823,745
Other revenue	287,963	44,359,401	44,647,364
Income before expenses	130,171,948	850,299,161	980,471,109
Selling expenses	31,261,186	228,914,686	260,175,872
Administrative expenses	9,759,462	179,296,009	189,055,471
Management remuneration	-	10,782,718	10,782,718
Total Expenses	41,020,648	418,993,413	460,014,061
Income before finance costs and income tax	89,151,300	431,305,748	520,547,048
Finance costs	3,849,305	37,880,066	41,729,371
Income before tax	85,301,995	393,425,682	478,727,677
Income tax	-	(86,002,268)	(86,002,268)
Net profit	85,301,995	307,423,414	392,725,409



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	(Unit : Baht)		
	Separate financial statements		
	For the years ended December 31, 2013		
	Investment Promotional activities	Non- Investment Promotional	Total
Revenue from sales	169,160,007	1,665,881,548	1,835,041,555
Cost of sales	107,890,275	1,009,855,915	1,117,746,190
Gross profit	61,269,732	656,025,633	717,295,365
Other revenue	460,937	37,729,580	38,190,517
Income before expenses	61,730,670	693,755,212	755,485,882
Selling expenses	16,669,877	193,559,696	210,229,573
Administrative expenses	3,434,767	129,742,198	133,176,965
Management remuneration	-	8,682,419	8,682,419
Total Expenses	20,104,644	331,984,313	352,088,957
Income before finance costs and income tax	41,626,026	361,770,899	403,396,925
Finance costs	(264,163)	(36,430,018)	(36,694,181)
Income before tax	41,361,863	325,340,881	366,702,744
Income tax	-	(72,835,165)	(72,835,165)
Net profit	41,361,863	252,505,716	293,867,579

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**27. SEGMENT INFORMATION**

The Group Company operates business on single geographic segments that Thailand and business segments consist of: Property development for sales, the golf course services and services apartment. The company's revenue from the golf course services and service apartment less than 10% of total revenue, so this segment information is not present for financial statement.

Unit: Million baht								
Consolidated financial statement								
For the years ended December 31, 2014 and 2013								
	High Rise		Low Rise		Others		Total	
	2014	2013	2014	2013	2014	2013	2014	2013
Revenue from sales	2,139.14	1,484.34	391.52	392.97	208.61	161.16	2,739.27	2,038.47
Cost of sales	1,238.46	928.74	266.44	224.29	115.25	93.46	1,620.15	1,246.49
Gross margin	900.68	555.60	125.08	168.68	93.36	67.70	1,119.12	791.98
Net profit							434.58	269.74

Unit: Million baht								
Separate financial statement								
For the years ended December 31, 2014 and 2013								
	High Rise		Low Rise		Others		Total	
	2014	2013	2014	2013	2014	2013	2014	2013
Revenue from sales	1,991.54	1,474.83	203.21	290.89	91.47	69.32	2,286.22	1,835.04
Cost of sales	1,169.67	919.87	135.52	161.67	45.21	36.21	1,350.40	1,117.75
Gross margin	821.87	554.96	67.69	129.22	46.26	33.11	935.82	717.29
Net profit							392.73	293.87

## SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

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## 28. FINANCIAL INSTRUMENTS

### a. Financial risk management policy

The Company is exposed to normal business risks from changes in market interest rates so The Company will consider to use appropriate financial instruments. The Company does not hold or issue derivative financial instruments for speculative or trading purposes.

### b. Interest rate risk

Risk on interest rates is derived from the change of the interest rate in the future, which will affect upon the Group's operating results and cash flows. The Company is exposed to interest rate long term since they have deposits, loans from related parties and financial institutions that bear interest rates comparable to market interest rates. However, The Company does not used the financial instruments.

### c. Fair Value

Since most of the financial assets and liabilities are short-term, the Group believes such book value of the financial assets and liabilities are presented in value not materially different from relevant fair value.

## 29. CONTINGENT LIABILITIES COMMITMENTS

### 29.1 The contingent liabilities and commitments with commercial banks

As at December 31, 2014, the Group had contingent liabilities and commitments in financial institutions as follows:

- a) The Company and subsidiaries has mortgaged project land for overdrafts facility amounting to Baht 40 and Baht 8 million, respectively.
- b) The Company has commitment respect of bank guarantee electricity usage, public utilities and other amount of Baht 22.35 million to mortgage by bank deposit and land project. And three subsidiaries of the bank as commitment to guarantee the consumption of Baht 24.02 million.
- c) A subsidiary has changed credit lines for building construction amount of Baht 113 million to overdraft of Baht 3 million and short-term loans in form of promissory notes amount of Baht 110 million (amount of Baht 110 million used in conjunction with the Company amount of Baht 100 million) In 2013, a subsidiary has changed is the amount of Baht 13 million overdraft and short-term credit facility of 210 million baht promissory notes are secured by land and buildings of the subsidiary credit line that secured by the land and buildings of the Company and subsidiaries, directors of the Company and the Company (no collateral fee charge).
- d) A subsidiary has mortgaged land of development (together with structures) cost of Baht 200 million and guaranteed by company's director for credit facilities obtained from banks amount of Baht 18 Million (no collateral fee charge).
- e) A subsidiary has mortgaged land of development and investments property cost of Baht 594.39 million (Credit limited not less than amount of Baht 310 million) and guaranteed a subsidiary's loan credit limit amount of Baht 245 million (Note 10, 11).
- f) Construction work agreements  
The Company has commitment construction work agreement to sub-contractors amounting of Baht 683.26 million. And two subsidiaries have commitment to sub-contractors amounting of Baht 156.41 million.
- g) A subsidiary has entered into memorandum of understanding with three non-related persons. A subsidiary being the golf course management and will get profit sharing by 20% of net profit, and the remain profit will be shared follow the land ownership of golf course.
- h) A subsidiary has a concession of golf car rental operating to non-related company, for the period of 3 year, since February 2, 2012 to February 1, 2015, profit sharing of 50:50. If the termination of the lease shall be extended for another year.

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**29.2 Long-term contract**

- a) The Company has hired a projects management consultant and sales representatives with a non-related company as follow;

	Baht/per annum	Period
Consulting fees	200,000	September 1, 2010 – December 31, 2012
Sales team fees	100,000	March 1, 2011 – December 31, 2012
Compensation fees following contact		

- b) On February 1, 2011, the subsidiary amended the agreement with the sale agent to pay compensation fee with individual (Unrelated). The agreement will pay 2% of the purchase price (the same pay rate of 1.5 % of the purchase price) as follow:

At reservation and contract signed	pay rate 0.50% of selling price
Completed 3 installments	pay rate 0.50% of selling price
Ownership transferred	pay rate 1.00% of selling price

On February 1, 2012, the subsidiary additionally amended the agreement with the sale agent to pay compensation fee with individual the terms of settlement as it was. And some for sale if the price is set will be sold as part of compensation.

As at December 31, 2014, the subsidiary has commitments under such agreement amounting of Baht 4.02 million.

**29.3 Other agreements**

- 29.3.1 On September 1, 2014, the Company has entered into the purchase of land agreement with related party (Sinsapthanya Co., Ltd.) 5 plots the share of land for development of Phase 1 of 15,492.50 square meters and Phase 2 16,349.50 square meters total area of 31,842 square meters at amount baht 477,630,000. For development of Phase 1 the company has transferred, Phase 2 has not transferred but the Company paid deposit amounting of Baht 49.05 million.

- 29.3.2 On September 1, 2014, the Company has entered into the purchase of land agreement with related party (Tun Charoen Co., Ltd.) 3 plots the share of land for development total area of 2,286.30 square meters at amount baht 125,746,500 (The company has transferred).

- 29.3.3 On May 2, 2014 the Company entered into an agreement to allow access to the club house and swimming pool with a subsidiary company as following :

- The subsidiary company, as the owner of land, building, clubhouse, and swimming pool, has agreed to buyers of units of the company access to the club house, swimming pool. The subsidiary company will invest for land, construction and equipment, systems until construction is completed and launched.
- After construction is completed, the contract parties have agreed to share responsibility for land and construction costs actually paid by the subsidiary company and allocate by average capital cost of building ownership holdings proportion.
- When the ownership transfer to the buyer of each party in every building and the establishment of a condominium juristic entity successfully. The contract parties have agreed to carry out the transfer of land and buildings, clubhouse, swimming pool to belong ownership of the condominium juristic entity .for together utilization



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**29.4 Litigation**

In year 2006, the Company and the director of Sinsapthanya Co., Ltd. have been filed as defendant by two plaintiffs as the projects' billboard collapsed for the total claim of Baht 3.20 million and 0.06 million, respectively. On August 8, 2007, the Civil Court decrees the Company to pay compensation loss amounting to Baht 1.15 million and Baht 1.12 million, respectively together with interest charged 7.5% per annum since the filing date. And on July 4, 2012, the Appeal Court has the judgement as the Civil Court. The Company has issued the petition. The Company's lawyer consultant has the opinion that the Company do not the owner/advertiser and do not the bad result for the Company, and do not record any liability.

In year 2012, The Company has been filed as defendant by 9 plaintiffs as construction projects under development (Note 12) for the total claim of Baht 58.74 million (Insured under the policy limit Bath 30 million), totaling 5 civil case. Present, the case is being considered by the Civil Court and the Company's lawyer opined that can't estimate the damage and insurance companies have such assets. The Company therefore, has not set up any provision in its accounts.

**30. CAPITAL MANAGEMENT**

The primary objectives of the Company's and subsidiaries' capital management are to maintain their abilities to continue as a going concern and to maintain an appropriate capital structure.

December 31, 2014, debt to equity ratio in the consolidated financial statements is 1.42:1 (Separate financial statements: Debt-to-equity ratio is 1.47:1).

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### 31. ISSUANCE OF DEBENTURES

Resolved to propose to the Extra-Ordinary Shareholders' Meeting No. 1/2014. On September 25, 2014 to consider the issuance and offer of debentures with an aggregate principal amount, at any time, not exceeding Baht 1,500,000,000 (One Billion and Five Hundred Million Baht), the Company may issue and offer the debentures at the same time or at different times, as follows:

Type:	All types and forms of debentures (including, but not limited to, subordinate debentures, unsubordinated debentures, secured debentures, unsecured debentures, short-term debentures, revolving short-term debentures and/or as a program, and/or derivative debentures), depending on market conditions at such time that the debentures would be issued and offered.
Debenture Holder Representative:	The Company shall appoint a debenture holder representative for each debenture type as required by the SEC or other pertinent laws, notices and regulations.
Total value of debentures:	Total aggregate principal amount of debentures at any time, shall not exceed Baht 1,500,000,000 (One Billion and Five Hundred Million Baht), including debentures issued but not yet redeemed.
Term:	Not exceeding 5 years
Sales offering:	The debentures shall be offered for sale to the public and/or to institutional investors, and/or to high net worth investors, and/or on a private placement basis, in whole or in part, in one-time or in series, at the same time or at different times, and/or as a program, and/or on a revolving basis. The debentures may be issued and offered separately from other securities, in compliance with the notifications of the Securities and Exchange Commission and/or the Office of the Securities and Exchange Commission and/or the Capital Market Supervisory Board and/or other relevant notifications, rules and regulations in force at the time the debentures are issued and offered.
Redemption prior to due date:	Holders of debentures may or may not have the right to redeem the debentures prior to due date, and the Company may or may not have the right to redeem the debentures prior to due date, depending on term and conditions of each issue of the debentures.

At present, the company has not issued debentures.

On February 11, 2015. The Company has issued 1,200,000 (One Million and Two Hundred Thousand) units of the Debentures or in the total principal amount of Baht 1,200,000,000 (One Thousand and Two Hundred Million Baht) of debentures named as the "Debentures of Sena Development Public Company Limited No. 1/2015 Due 2017" with the fixed coupon rate of 4.70% per annum. The Debentures are offered for sale to Institutional Investors and/or High Net Worth Investors with Kasikorn Bank Public Company Limited as the Underwriter and ASIA PLUS GROUP HOLDINGS SECURITIES PUBLIC COMPANY LIMITED as the Co-Underwriter to manage and arrange for the Offering. The Company has appointed TMB Bank Public Company Limited as the registrar of the Debentures ("Debentures Registrar").

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**32. SUBSEQUENT EVENT**

At the Board of Directors' Meeting No. 1/2015 held on February 26, 2015, the directors approved to pay annual dividends of Baht 0.0415 per share from net profit relating solely to business operations benefiting from the privileges under the Investment Promotion and Baht 0.1965 per share from net profit which out the privileges under the Investment Promotion, totaling of Baht 178.33 million. The Company paid the dividends at Baht 0.0793 totaling of Baht 56.72 million (Note 21). Remaining dividend at 0.1587 baht totaling of Baht 121.61 million.

On February 16, 2014, the Company has entered into the purchase of land agreement with unrelated individuals 3 plots the total area of 3,032 square meters at amount of baht 181.92 million, the Company has transferred.

**33. RECLASSIFICATION**

Certain amounts in the 2013 financial statements has been reclassified to conform to the current year's classification but with no effect to previously reported net income or shareholders' equity.

**34. APPROVAL OF THE FINANCIAL STATEMENTS**




These financial statements were authorized for issue by the Board of directors on February 26, 2015.





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