

# MADE FROM HER

Attention to every lifestyle detail  
from women's perspectives



ANNUAL  
REPORT

2018



# Contents

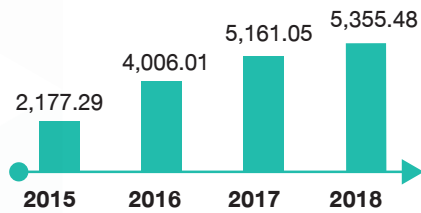
<b>02</b>	Summary of financial Highlights
<b>04</b>	Vision Mission Core Values
<b>06</b>	Message from the Chairman
<b>08</b>	Message from the Chief Executive Officer
<b>10</b>	BOARD OF DIRECTORS
<b>12</b>	The Executive Board
<b>13</b>	General Information
<b>14</b>	Profile of Board of Director and Executive Board
<b>31</b>	Highlights of Activities in 2018
<b>35</b>	Nature of Business Operation
<b>58</b>	State of the Industry and Competition
<b>62</b>	Risk Factors
<b>68</b>	Legal Disputes
<b>69</b>	Shareholding Structure
<b>71</b>	Management Structure
<b>89</b>	CORPORATE GOOD GOVERNANCE
<b>114</b>	Corporate Social Responsibility
<b>128</b>	Internal Control and Risk Management
<b>131</b>	Related Transactions
<b>137</b>	Audit Committee Report
<b>139</b>	Nomination and Remuneration Committee Report
<b>140</b>	Risk Management Committee Report
<b>141</b>	Corporate Governance Committee Report
<b>142</b>	Report on the Board of Directors' Responsibilities for Financial Statements
<b>143</b>	Management Analysis and Explanations
<b>156</b>	Independent Auditor's Report
<b>160</b>	Financial Statements



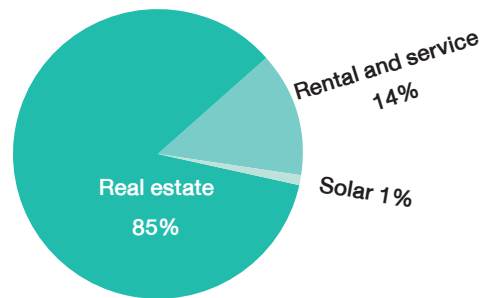
# Summary of Financial Highlights

## Financial Status

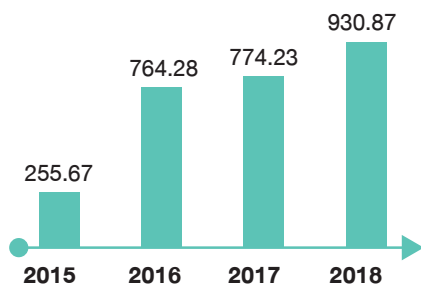
REVENUES FROM SALES AND/OR RENDERING OF SERVICES



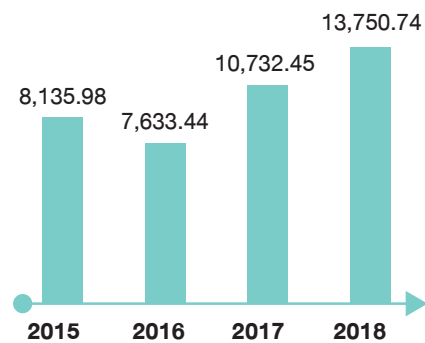
Revenue ratio



NET PROFIT



TOTAL ASSETS



### Project at the end of 2018

**Launched**

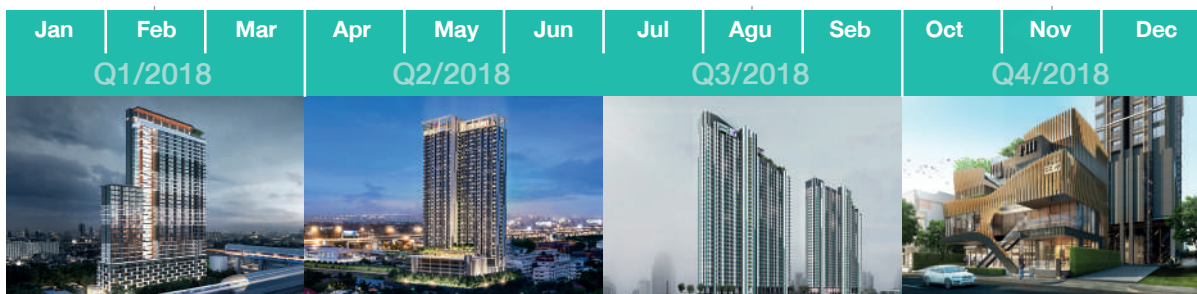
- Niche Pride Taopoon (JV)
- Niche ID Bangkhae Phase 2
- Niche ID Rama 2 Phase 3
- Niche ID I Serithai Phase 2

**Launched**

- Niche Mono Tiwanon
- Niche Mono Charoennakorn (JV)
- PITI Ekkamai (JV)

**Launched**

- Niche Mono Bangna (JV)
- Niche Mono Ramkhamhaeng (JV)



## Status of Financial Statements (as of December 31, 2018)

(Unit : Million Baht)

Status of Financial Statements (as of December 31)	2016		2017		2018	
	Amount	%	Amount	%	Amount	%
TOTAL ASSETS	7,633.44	100.0%	10,732.45	100.0%	13,750.74	100.00%
TOTAL LIABILITIES	3,585.17	47.0%	5,954.34	55.5%	7,805.05	56.80%
REGISTERED CAPITAL	1,234.51	16.2%	1,242.48	11.6%	1,446.15	10.50%
SHARE CAPITAL FULLY PAID	1,142.14	15.0%	1,214.44	11.3%	1,420.89	10.30%
MAJOR SHAREHOLDERS' EQUITY	4,032.58	52.8%	4,724.88	44.0%	5,509.76	40.10%
BOOK VALUE PER SHARE (BAHT/SHARE)	3.54		3.93		4.18	
REVENUES FROM SALES AND/OR RENDERING OF SERVICES	4,006.01	100.0%	5,161.05	100.0%	5,355.48	100.0%
COST OF SALE AND/OR RENDERING OF SERVICES	2,262.73	56.5%	3,124.86	60.5%	2,833.64	52.9%
GROSS PROFIT	1,743.28	43.5%	2,036.18	39.5%	2,521.84	47.1%
OTHER INCOMES	452.56	1.3%	60.19	1.2%	184.08	3.40%
SELLING AND ADMINISTRATIVE EXPENSES	814.38	20.1%	996.97	19.1%	1,147.12	21.4%
PROFIT (LOSS) BEFORE FINANCE COSTS AND INCOME TAX EXPENSES	981.46	24.2%	1,099.41	21.1%	1,558.80	29.1%
NET PROFIT	762.55	18.8%	742.49	14.2%	939.61	17.0%
EARNINGS PER SHARE (BAHT/SHARE)	0.67		0.63		0.70	

Remark : \*Profit (loss) per share of the year 2016 , year 2017 and year 2018 based on the weighted average number of ordinary shares 1,141.00 million shares, 1,185.7 million shares and 1,339.5 million shares, respectively

SIGNIFICANT FINANCIAL RATIOS			
GROSS PROFIT (%)	43.5	39.5	47.1
NET PROFIT (%)	18.8	14.2	16.8
RETURN ON EQUITY (%)	20.2	17.5	17.4
RETURN ON TOTAL ASSETS (%)	13.1	11.5	10.3
CURRENT RATIO (TIME)	1.43	2.29	2.58
DEBT TO EQUITY (TIME)	0.89	1.26	1.31
DIVIDEND PAYOUT RATIO FROM SEPARATE FINANCIAL STATEMENTS (%)	47.5	*41.54	*40.0

Remark : \*The dividend payment of 2018 is depended on the approval of 2019 shareholders' meeting.

**Vision**  
**Mission**  
**Core Values**

The board of directors considers, authorizes and regularly reviews the visions, missions, strategies and business plans of the Company and subsidiaries in order to provide business guidelines and achieve sustainable growth with consideration given to all stakeholders together with environmental and social responsibility by operating in line with the principles of good governance to ensure consistency with environmental changes as follows:



**Corporate Philosophy**

**Vision**

“

The customer’s trust  
is our Pride

”



“

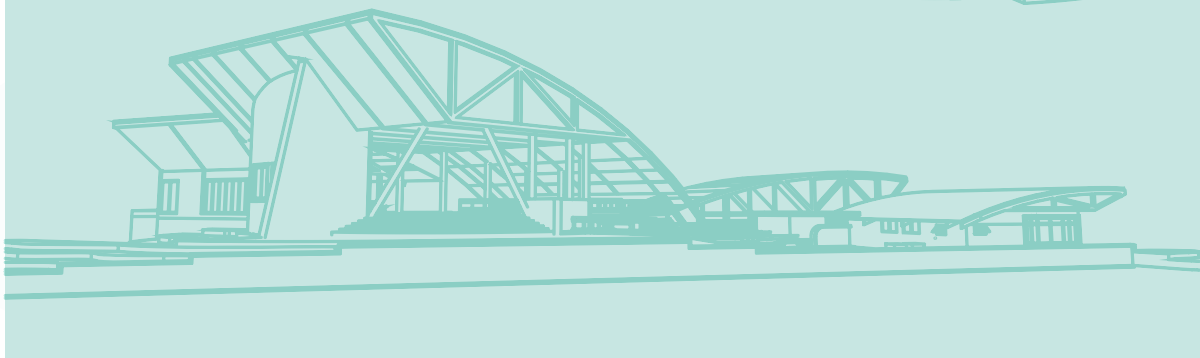
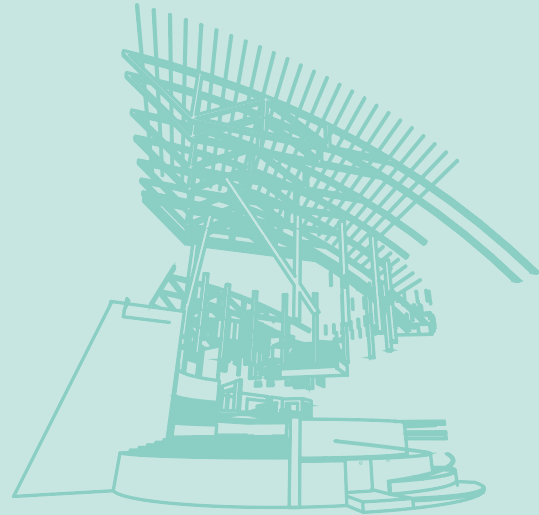
Our Goal is to apply our knowledge and experience in developing residential properties of the highest value to our customers, providing worry-free service beyond sale, with a professional consideration to all stakeholders and an aim to give back to society.

”



## MISSIONS :

- We drive organization by taking care of our employees, inspire them through corporate philosophy, and provide highest benefit to customers through the company's value.
- We emphasize integrated-working procedure and create corporate knowledge management system for maximum customer satisfaction.
- We develop every project by managing capital and meet the needs of our customers with 360-degree services.
- We grow by making alliances, taking into account all the stakeholders and new business investments.
- We promote sustainability through anti-corruption, doing good deeds and giving back to the community.



## CORE VALUES

- ✓ **Trust** Believe and credibility of the company enables the company to excel during the time of crisis.
- ✓ **Knowledge Sharing** Sharing our knowledge and experiences to others not only benefits them but also makes us proud of helping others.
- ✓ **Customer Centric** Understanding customers by putting them at the center of all our thoughts.
- ✓ **CSR** (Corporate Social Responsibility) Giving back to the community and the environment.



## Message from the Chairman

“On behalf of the board of directors, I am very pleased to tell our shareholders that the Company is focused on business development by relying on our knowledge and experience in housing development with the vision, mission and concept to operate business cautiously, honestly and transparently with primary consideration given to the interests of shareholders. As a quality real estate development company, the Company’s highest objectives are achieving growth and delivering sustainable value to every group of stakeholders.”



In 2018, Sena Development Public Company Limited (the “Company”) achieved continuous growth enabled by clear strategic direction and business plans together with the utmost dedication of the management team and all employees with adherence to good corporate governance guidelines and sustainable development in order to accomplish the Company’s highest objectives, which are achieving sustainability for the organization and conducting business with consideration given to shareholders and every stakeholder and creating sustainable prosperity to society.

In 2018, the overall national economy improved as compared to 2017. This is a product of overall national economic growth in the export and tourism sectors, including investment in public mega projects such as various electric railway and high-speed train projects. This national economic growth and public investment will boost domestic purchasing power, which directly influences domestic and international investment in the Thai real estate market. Regardless of the improving Thai and global economy, however, the Company is still required to conduct business cautiously and constantly watch out for situations potentially causing fluctuations and negative impacts on the Company.

Furthermore, the Company has always prioritized development in the Company’s competitive potential such as by expanding customer bases to the upper tiers and focusing on the adoption of innovations to boost business operation effectiveness and competitive potential, strengthening the organization to meet the lifestyle demands of the digital age. In addition, the Company cooperates with a business ally, which is a leading real estate development company from Japan, to boost growth and adopt knowledge and develop new innovations for use in projects and continuously accommodating

increased growth in order to ensure security for the Company with business growth geared toward recurring income such as a golf club business in Pattaya and the SENA FEST community mall together with apartment businesses, warehouses for rent and renewable energy.





In addition to adding business value, the Company’s board of directors also performs its duties consistently with the roles prescribed to directors in line with the principles of good governance set in the new CG Code. The board of directors performance is reviewed, developed and improved continuously, and directors play increased roles in supporting management in various dimensions with emphasis on internal control, risk management anti-corruption and anti-bribery with fair consideration to the interests of shareholders and all stakeholders while building reliability, image and reputation for the Company on transparency and verifiability. In consequence, over the past year the Company received the following awards for its demonstration of transparent management capabilities and good governance together with corporate social responsibility and leadership in the development of superb-quality products :

• **Awards for transparency and good governance** :

The Company was rated “excellent” for good governance in listed companies by the Thai Institute of Directors. In addition, the Company was ranked in the top quartile of companies with stock value between 3,000-9,999 million baht with good business governance. Moreover, the Company was evaluated for the quality of its annual shareholder general meetings (AGM Checklist) as “excellent” by the Thai Investors Association.

• **Awards for Product Quality Excellence** :

The Company received the Best Boutique Low Rise Condominium award for the Niche MONO Sukhumvit 50 project at the Property Export Awards Thailand 2018 (PEAT 2018) event, which is awarded to real estate projects in Thailand that meet quality housing standards set by the

National Institution of Development Administration  
As the Chairman, I would like to take this opportunity to inform all shareholders that the board of directors, high-ranking executives and all of the Company’s departments and employees give importance to the Company’s corporate governance through caution, honesty, transparency and adherence to good governance principles with attention given to preserving the interests of shareholders to the fullest extent of the Company’s capabilities in order to always ensure secure and continuous growth.



*Mr. Vichien Ratanabirabongsa  
Chairman of the Board of Director  
and Independent Director*



## Message from the Chief Executive Officer

On behalf of the Executive Committee, I am pleased to inform our shareholders that Sena Development PCL (the Company) has remained firmly committed to developing our products and services throughout 2018 with the aim of maximum customer satisfaction. Furthermore, the Company is firmly committed to corporate development with the aim of building sustainable growth under the principles of good governance in our business operations. Thus, the Company's performance in 2018 was able to yield continuous growth from the Company's main business operations and various projects by companies in the group that were able to operate under a set framework and plans. Therefore, the Company was able to earn total revenue amounting to 5,355.48 million baht and a net profit of 930.87 million baht, which is an improvement from the previous year. Revenue was divided into revenue from the real estate business at 4,534.28 million baht for a ratio of 84.67 percent, revenue from rental and service businesses at 766.68 million baht for a ratio of 14.32 percent and revenue from the solar business at 54.51 million baht for a ratio of 1.02 percent, as well as other revenue at 184.1 million baht.



Overall, current national and global economic conditions have indicated continuous growth, which has resulted in quite positive overall growth in real estate marketing conditions. Thus, in order to yield good returns for our shareholders, Sena Development PCL (the Company) has revised its business strategy to keep up with rapid changes in modern technology and lifestyles. In 2018, the Company launched nine new projects valued at over 20,644 million baht in addition to giving importance to innovations with the development of the "SENA 360 SERVICE" application under the concept, "Thinking Minds and Heart", for 360-degree post-sale services and care, which will help enable customers to easily access the Company's post-sale services in addition to boosting the efficiency of existing applications for even better services in line with the changing attitudes and behavior of customers in the digital era.

Apart from various projects based on set plans, another factor contributing to the Company's secure growth amidst the changes occurring throughout the past year, namely, strengthening cooperation

among business allies including both companies in Thailand and abroad with expertise in various fields to build capacity in business operations and competitive ability in addition to continuing to expand the Company's revenue base in the future.



In addition to business operations with policy to keep building business growth, we have prepared the corporation in terms of efficient work processes, a proper organizational framework, an internal control system and appropriate risk management in addition to boosting personnel capacity and fostering values with personnel in the organization to work under the Company's principles of good governance, which is the main mission to be carried out along with business expansion. The main activities over the past year were Enterprise Resource Planning (ERP) to boost efficiency and reduce the complexity of the Company's internal information systems, adjustments in our corporate structure in line with modern business practices and upgrading the Company's internal control system in line with business expansion in order to oversee and drive risk management and development activities leading to sustainability.

The successes of the past year would not have been possible without the dedication, effort and energy of all of our directors, executives and employees who are the driving force for our business operations, so I would like to express my deep gratitude for every key force, every "thinking mind and heart" from each of you for supporting our business growth and success.

In closing, I would like to thank all of our shareholders, customers, trading partners and stakeholders for always placing their trust and confidence in our group of companies and hope to continue receiving your support in the future.



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



# BOARD OF DIRECTORS

As of December 31, 2018 The Board of Directors is consisted of 12 directors.

**Mr.Vichien Ratanabirabongsa**



Chairman of the Board of Director  
and Independent Director

**Mr.Kamol Thamanichanond**



Director and  
Independent Director

**Mr.Pramote Chotimongkol**



Director and  
Independent Director

**Prof.Chaiyos Hemarajata**



Chairman of  
Audit Committee Director  
and Independent Director

**Mrs.Duangphorn Sucharittanuwat**



Director and  
Independent Director

**Mr.Summa Kitsin**



Director and  
Independent Director

Mr.Theerawat Thanyalakpark



Director

Ms.Benyalak Thanyalakpark



Director

Ms.Kessara Thanyalakpark



Director

Ms.Umaporn Thanyalakpark



Director

Police General Achirawit Supanpesach



Director and  
Independent Director

Mrs. Weraporn Chaisiriyasawat



Director and  
Company Secretary

## The Executive Board

As of December 31, 2018 The Executive Board is consisted of 5 members

Mr.Theerawat Thanyalakpark



Chief Executive Officer

Ms.Benyalak Thanyalakpark



Deputy Chief Executive Officer

Ms.Kessara Thanyalakpark



Deputy Chief Executive Officer

Mrs.Weraporn Chaisiriyasawat



Deputy Chief Executive Officer

Mr.Pathomporn Tiranasawad



Deputy Chief Executive Officer

12

ANNUAL  
REPORT  
2018

## General Information

<b>Name</b>	: SENA Development Public Company Limited
<b>Symbol</b>	: SENA
<b>Registered Number</b>	: 0107548000684
<b>Type of Business</b>	: Development of residential real estates i.e., single houses, townhouses and commercial buildings, condominiums and apartments for rent, community mall, golf course, office building, and Solar energy business
<b>Head Office Address</b>	: Address 448 Thanyalakpark Building, Ratchadapisek Road, Samsen-nok Sub-district, Huaykwang District, Bangkok 10310 Telephone : +66 (02) 541-4642 Facsimile : +66 (02)541-5164
	<b>Investor Relations</b> Telephone : +66 (02) 0-2541-4642 ext.10406 Facsimile : +66 (02)938-9874 E-mail : ir@sena.co.th
<b>Home page</b>	: www.sena.co.th
<b>Registered capital</b>	: 1,446,152,603.00 Baht
<b>Paid-up capital</b>	: 1,420,885,114.00 Baht
<b>common share</b>	: 1,420,885,114.00 shares
<b>Par value</b>	: 1.00 Baht
<b>Juristic persons held</b>	: Details are on topic 9. Nature of Business

### References

<b>1) Securities registrar</b> (common share)	<b>Thailand Securities Depository Co., Ltd.</b> 93, Floor 14, Stock Exchange of Thailand Building Ratchadapisek Road, Din Daeng Sub-district, Din Daeng District, Bangkok 10400 Telephone +66 (02) 009-9999 Facsimile +66 (02) 009-9991
<b>2) Securities registrar</b> (Debenture)	<b>Bank of Ayudhya Public Company Limited</b> 1222 Rama III Road, Bang Phongphang, Yan Nawa , Bangkok 10120 Telephone+66 (02)2296-2000 Facsimile +66 (02) 683-1298
<b>3) Auditor</b>	<b>Karin Audit Co., Ltd.</b> 72, CAT Telecom Tower, Floor 24, Charoen Krung Road, Bangrak Sub-district, Bangrak District, Bangkok 10500 Telephone+66 (02)105-4661 Facsimile +66 (02) 026-3760
<b>4) Internal Audit</b>	<b>DIA Audit Co., Ltd.</b> 958 Onnut Road, Saunlaung Sub-district, Saunlaung District, Bangkok 10250 Telephone+66 (02)332-5126-9 Facsimile +66 (02)311-5567
<b>5) Legal Advisor</b>	<b>Dherakupt International Law Office Ltd.</b> 900 Tonson Tower, 12th Floor 12 Ploenchit Road, Lumpini, Pathumwan, Bangkok 10300 Telephone+66 (02)252 1588 Facsimile.+66 (02) 257 0440



## PROFILE OF BOARD OF DIRECTORS AND EXECUTIVE BOARD

### Mr.Vichien Ratanabirabongse

Age 77 years

**Appointed :**

December 23, 2005

**% of Share Possession :**

0.14

**Relation among Family with Executives :**

None

**Educations :**

- Master of Political Science, Ramkhamhaeng University
- National Defense College (Private College), Class 333
- 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

**Certifications :**

- Role of Chairman Program (RCP 3/2001) Year attended for the training 2001 Thai Institute of Directors (IOD)
- Director Accreditation Program (DAP 50/2006) Year attended for the training : 2004 Thai Institute of Directors (IOD)
- Governance for Capital Market Intermediaries (CGI 4/2015) Year attended for the training: 2015 Thai Institute of Directors (IOD)
- Advanced Audit Committee Program (AACP 24/2016) Year attended for the training : 2016 Thai Institute of Directors (IOD)
- Good IT Governance : Risk Management and Data Responsibility Year attended for the training : 2018 Thai Institute of Directors (IOD)

**Work Experiences :**

- 2018 - Present Chairman of the Risk Management Committee SENA Development PCL.
- 2005 - Present Chairman of Board of Directors Independent Directo SENA Development PCL.
- 2005 - 2016 Chairman of Audit Committee SENA Development PCL.

**Positions in Companies :**

- Chairman of Board of Directors
- Chairman of the Risk Management Committee
- Independent Director

**Director / Executive Position Others**

**Positions in Other Listed Companies in Thailand :**

- 2012 - Present Chairman of Board of Directors K-Tech Construction Plc.

**Other Company :**

- - None -



## Mr. Kamol Thammanichanond

Age 79 years

### Appointed :

December 23, 2005

### % of Share Possession :

0.05

### Relation among Family with Executives :

None

### Educations :

- Bachelor of Accounting, Thammasat University
- Bachelor of Commerce, Thammasat University

### Certifications :

- 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 Experiences :

- 2005 - Present Audit Committee/ Independent Director, SENA Development PCL.
- 2016 - Present Chairman of the Corporate, Governance Committee and Nomination and Remuneration Committee SENA Development PCL.

### Positions in Companies :

- Director
- Audit Committee
- Chairman of the Corporate Governance Committee
- Nomination and Remuneration Committee
- Independent Director

### Director / Executive Position Others

#### Positions in Other Listed Companies in Thailand :

- 2018 - Present Audit Committee / Independent Director, Terabyte Net Solution PCL.
- 2015 - Present Audit Committee / Independent Director, Single Point Parts (Thailand) PCL

#### Other Company :

- 2016 - Present Audit Committee / Independent Director, Patumruks Company Limited
- 2000 - 2004 Finance and Accounting Advisor Hospital Network Co.,Ltd

## Mr. Pramote Chotmongkol

Age : 75 years

### Appointed :

April 24, 2011

### % of Share Possession :

None

### Relation among Family with Executives :

None

### Educations :

- Course Certificate “Democratic Politics for Executives”, 5<sup>th</sup> edition of King Prajadhipok’s Institute
- Barrister-at-Laws Institute of Legal Education of the Thai Bar
- Diploma, National Defense College (NDC. Class 39).
- Barrister of Law Institute of Legal Education of the Bar Association.
- Bachelor of Laws, Thammasat University

### Certifications :

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

### Work Experiences :

- 2011 - Present Audit Committee / Independent Director SENA Development Public Company Limited
- 2014 - Present Chairman of the Nomination and Remuneration SENA Development Public Company Limited
- 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 Affair

### Positions in Companies :

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

### Director / Executive Position Others

### Other Listed Companies in Thailand :

- - None -

### Other Company :

- - None -

## Mrs. Duangphorn Sucharittanuwat

Age : 66 Years

### Appointed :

September 25, 2014

### % of Share Possession :

None

### Relation among Family with Executives :

None

### Educations :

- Master of Business Administration, Thammasat University
- Bachelor of Accountancy (Accounting), Second Class Honor, Chulalongkorn University
- Certified Public Accountant (Thailand) No. 5228

### Certifications :

- Director Certification Program (DCP 8/2001) Year attended for the training : 2001 Thai Institute of Directors (IOD)
- Audit Committee Program (ACP 38/2012) Year attended for the training : 2012 Thai Institute of Directors (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) Thai Institute of Directors (IOD)
- Role of The Chairman Program (RCP 19/2008) Year attended for the training: 2008 Thai Institute of Directors (IOD)
- Capital Market Academy (CMA8) Capital Market Academy
- Leadership for Change
- Top Executive Program in Commerce and Trade (TEPCoT3) Commerce academy University of the Thai Chamber of Commerce
- Advanced Security Management Program : ASMP2 The Association of National Defense College (HM the King)
- Director Certification Program Update 2 (DCPU 2/2014) Thai Institute of Directors (IOD)
- ASEAN Economic Community (AEC 2) King Prajadhipok's Institute

### Work Experiences :

- 2014 - Present Audit Committee / Independent Director, SENA Development PCL.
- 2013 - Present Director Foundation of the 50<sup>th</sup> Anniversary Mahavajiralongkorn
- 2006 - Present Advisor to Chairman of the Board Yuthasar Na Nagara Foundation under the management of Thailand Management Association (TMA)

### Positions in Companies :

- Director
- Audit Committee
- Independent Director

## Director / Executive Position Others

### Other Listed Companies in Thailand :

- 2012 - Present Chairman of the Board and Audit Committee Lease It PCL.
- 2011 - Present Audit Committee and Independent Director ICC International PCL.
- 2012 - 2002 Senior Executive Vice President CIMB Thai Bank PCL.
- 1999 - 1996 Executive Vice President Krungthai Thanakit Finance PCL.
- 1993 - 1992 Senior Vice President, Credit & Marketing Ekthanakit Finance Public Co.,Ltd
- 1992 - 1978 Director of Accounting Sinn ASIA Leasing Co.,Ltd.

### Other Company :

- 2015 - Present Director Aspiration One Co., Ltd
- 2011 - 2004 Chairman of the Board BT Securities Co., Ltd
- 1996 - 2000 Chairman of the Board KTT Leasing Company Limited
- 1992 - 1998 Director Sinn ASIA Leasing Co.,Ltd.
- 1978 - 1973 Senior Auditor Price Waterhouse & Co., Ltd.

## Professor Chaiyos Hemarajata

Age : 72 years

### Appointed :

December 23, 2005

### % of Share Possession :

None

### Relation among Family with Executives :

None

### Eduations :

- Master of Laws Columbia University, USA
- Master of Laws, Chulalongkorn University
- Bachelor of Laws, Chulalongkorn University

### Certifications :

- Director Accreditation Program (DAP) Year attended for the training : 2008, Thai Institute of Directors (IOD)
- Audit Committee Forum 2017 : The Audit Committee's Role in Compliance and Ethical Culture Oversight Thai Institute of Directors (IOD)

### Work Experience :

- 2016 - Present Chairman of Audit Committee SENA Development PCL.
- 2005 - Present Independent Director SENA Development PCL.
- 1996 - Present Member of Royal Institute The Academy of Thammasat and Politics, Royal Institute of Thailand

### Positions in Companies :

- Director
- Chairman of Audit Committee
- Independent Director

### Director / Executive Position Others

### Other Listed Companies in Thailand :

- 2014 - Present Independent Director and Chairman of Audit Committee The Platinum Group Public Company Limited

### Other Company :

- None -

## Police General Achirawit Supanphesat

Age : 72 Years

### Appointed :

April 27, 2011

### % of Share Possession :

0.03

### Relation among Family with Executives :

None

### Educations :

- Senior Command Course, United Kingdom
- F.B.I. National Academy United States of America
- Joint State-Private Sector Course, National Defence College
- Senior Police Officers Course, Class 11, Police College, Police Education Bureau
- Superintendent Course, Class 9, 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, Vajiravudh College

### Certifications :

- Director Accreditation Program (DAP72/2008) Year attended for the training: 2008, Thai Institute of Directors (IOD)
- Audit Committee Program (ACP 22/2008) Year attended for the training : 2008, Thai Institute of Directors (IOD)
- Director Certification Program (DCP 104/2008) Year attended for the training: 2008, Thai Institute of Directors (IOD)

### Work Experiences :

- 2011 - Present Independent Director SENA Development PCL
- Present Advisor to Commissioner-General (Pol.Gen. Chakthip Chaichinda)

### Positions in Companies :

- Director
- Independent Director

### Director / Executive Position Others

### Other Listed Companies in Thailand :

- None -

### Other Company :

Present Director Siam Realty and Services Security Co.,Ltd.

## Mr.Samma Kitsin

Age : 62 years

### Appointed :

: April 27, 2017

### % of Share Possession :

None

### Relation among Family with Executives :

None

### Educations :

- Graduated from high school
- Thammasat University has the highest score in the line. And received the Bhumibol Award. Year 2
- Graduated from Frank B. Appleby Fellowship
- BA (Econ.) Claremont Men's College, California, USA (Granted Frank B. Appleby Fellowship)
- MBA, University of Houston, Texas, USA
- International Housing Finance Program, Wharton School, University of Pennsylvania, Philadelphia, USA
- Pacific Rim Bankers Program, Foster School of Business, University of Washington, Seattle, Washington, USA
- Fellow Member, Director Certification Program (DCP), Thai Institute of Directors (IOD), Class 54
- Executive Course Thammasat Leadership Program 2nd Edition
- Advanced Certificate Course in Politics and Governance in Democratic Systems for Executives (DEA's), Class 22.
- Senior Management Program in Urban Development (Municipality), Class 3
- Certified International Property Specialist (CIPS), US National Association of REALTORS, USA
- Certified Residential Specialist (CRS), US National Association of REALTORS, USA
- Lecturer in the international forum and study in finance, banking, credit, real estate, etc. in many countries

### Certifications :

- Director Certification Program (DCP) Year attended for the training : 2005, Thai Institute of Directors (IOD)
- Ethical Leadership Program (ELP-5) Year attended for the training : 2016, Thai Institute of Directors (IOD)
- Anti-Corruption : The Practical Guide Thai Institute of Directors (IOD)

### Work Experiences :

- 2017 - Present Director and Independent Director Sena Development PCL.
- 2016 - Present Honorary Director, Secondary Mortgage Corporation
- 2016 - Present Executive Director, Secondary Mortgage Corporation
- 2016 - Present Chairman of the Corporate Governance Committee, Secondary Mortgage Corporation
- 2016 - Present Director of the Risk Management Committee, Secondary Mortgage Corporation
- 2015 - Present Advisor of the Committee of Property Valuation in Bangkok Treasury Department
  - Director General, National Real Estate Information Center (REIC), Government Housing Bank
  - Advisor, National Credit Bureau
  - President, Thai Credit Bureau
  - President, Central Credit Information Services
  - Senior Vice President, Kim Eng Securities
- Member of the Economist Office of the Consumer Protection Board
- Subcommittee on Preventive Measures to Revise to Real Estate Consumers Consumer Protection Board

## Work Experiences :

- Committee on Economic Monitoring Subcommittee Office of the National Economic and Social Development Board
- Members of the working group National Statistical Office
- Director, Working Group on Development, Statistics Services National Statistical Office
- Advisor to the Property and Construction Development Board The Chamber of Commerce of Thailand
- Honorary Consultant / Consultant In real estate associations such as the Mortgage Association Thai Real Estate Association Housing Business Association Thai Condominium Association Association of Real Estate Sales and Marketing Thai Values Association Home Builder Association
- Former Honorary Advisor In the Senate Commission on Human Rights, Freedom, and the Protection of the Consumer
- Former advisor In the Senate Subcommittee on Governance Enhancement
- Qualified Directors in the Business Supervisory Board overseeing the benefits Ministry of Finance
- Former Board Member of the Year, Thai Institute of Directors (Thai Institute of Directors - IOD)
- Invited lecturer Master of Business Economics (MBE), Thammasat University
- Invited lecturer Master of Real Estate (MRE), Thammasat University
- Lecturer, RE-CU, Department of Housing Faculty of Architecture Chulalongkorn University
- Lecturer, RE-PSU, Prince of Songkla University
- Real Estate Weekly Analyst, GET SET, Money Channel, and other real estate analysts on other TV shows.

## Positions in Companies :

- Director
- Independent Director

## Director / Executive Position Others

## Other Listed Companies in Thailand :

- None -

## Other Company :

- None -



## Mr. Theerawat Thanyalakpark

Age : 68 years

### Appointed :

December 23, 2005

### % of Share Possession :

14.55

### Relation among Family with Executives :

- Brother of Ms. Benyalak Thanyalakpark
- Father of Dr. Kessara Thanyalakpark
- Father of Ms. Umaporn Thanyalakpark

### Educations :

- Master of Political Science, Ramkhamhaeng University
- Bachelor of Political Science, Ramkhamhaeng University
- Bachelor of Laws, Thammasat University
- Advanced Justice Administration Course (AJA), Class 13, Judicial Training Institute
- Joint State-Private Sector Course, Class 9, National Defence College
- Advanced Security Management Program, Class 1, National Defence College
- Executive Program “Thammasat For the society” Capital Market Academy (17th)

### Certifications :

- 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)
- Director Certification Program (DCP) Year attended for the training : 2005, Thai Institute of Directors (IOD)

### Work Experiences :

- 2005 - Present Director/ Chairman of Executives Board / Chief Executive Officer /Managing Director SENA Development PCL.
- 2014 - 2017 Chairman of Risk Management Committee SENA Development Public Company Limited
- 1993 - 2005 Director/ Chairman of Executives Board / Managing Director Krungthep Kheha Group Co., Ltd.

### Positions in Companies :

- Director
- Authorized Director
- Chairman of Executives Board
- Chief Executive Officer / Managing Director

### Director / Executive Position Others

### Other Listed Companies in Thailand :

- None -

**Other Company :**

- 2018 - Present Director Sena Hunkyu 3 Co., Ltd.  
Sena Development A7  
Sena Development A9  
Sena Development A10  
Acute Realty Co., Ltd.
- 2014 - 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 Fhan Co., Ltd.
- 1994 - Present Director and Managing Director Estern Sena Development Co., Ltd.
- 1996 - Present Chairman of Foundation for Support and Development of Disable
- Present President of Ruam Thang Fhan Foundation
- Present Executive Director Parent Association and Teacher TriamUdomSuksa School
- Present Vice President of the Welfare Foundation TriamUdomSuksa School
- Present Director Thammasat Association
- Present Vice President of Khunying Pannee Kanjanawasit Foundation
- Present Director Foundation for Police Hospital under the Royal Patronage
- Present Honorary Counsel The Boss Association

## Ms. Benyalak Thanyalakpark

Age : 66 years

### Appointed :

December 23, 2005

### % of Share Possession :

0.00

### Relation among Family with Executives :

- Sister of Mr. Theerawat Thanyalakpark
- Aunt of Dr. Kessara Thanyalakpark
- Aunt of Ms. Umaporn Thanyalakpark

### Educations :

- MINI MBA, Chulalongkorn University

### Certifications :

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

### Work Experiences :

- 2014 - Present Director / Executive Director and Deputy Chief Executive Officer SENA Development PCL
- 2005 - 2014 Director / Executive Director / Deputy Chief Executive Officer/Purchasing and Administrative Director SENA Development PCL
- 1994 - 2005 Director Krungthep Kheha Group

### Positions in Companies :

- Director
- Authorized Director
- Executive Director
- Deputy Chief Executive Officer
- Deputy Managing Director, Purchasing and Administration Department

### Director / Executive Position Others

### Other Listed Companies in Thailand :

- 1974 - 1994 Sale Manager Berli Jucker PCL.

### Other Company :

- 2018 - Present Director Sena Hunkyu 3 Co., Ltd.  
Sena Development A7  
Sena Development A9  
Sena Development A10  
Acute Realty Co., Ltd.
- 2006 - Present Director Victory Assets Management Co.,Ltd.  
S N Asset Development Co., Ltd.  
Property Gateway Co., Ltd.  
Eastern Sena Development Co.,Ltd.  
Bann Ruam Thang Phan Co., Ltd.

## Dr. Kessara Thanyalakpark

Age : 44 years

### Appointed :

December 23, 2005

### % of Share Possession :

14.27

### Relation among Family with Executives :

- Daughter of Mr. Theerawat Thanyalakpark
- Granddaughter of Ms. Benyalak Thanyalakpark
- Sister of Ms. Umaporn Thanyalakpark

### Educations :

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

### Certifications :

- Bangkok Bank Student Internship Program 1993 By Bangkok Bank
- Director Accreditation Program (DAP) Year attended for the training : 2005, Thai Institute of Directors (IOD)
- Director Institution Program (DCP) Year attended for the training : 2005, Thai Institute of Directors (IOD)
- Certificate in Real Estate Investments and Financing
- Year attended for the training : 2005 FAME, International Center for Financial Asset Management and Engineering, Geneva Switzerland
- Executive Course Years Attended 2009 Capital Market Academy (8th edition), Stock Exchange of Thailand

### Work Experiences :

- 2014 - Present Executive Director / Deputy Chief Executive Officer / Risk Management Committee  
SENA Development PCL
- 2005 - Present Director SENA Development PCL
- 2017 - Present Director, Federation of Women, Business and Professional Association of Thailand under the Royal Patronage
- 2016 - Present Advisor Thai Condominium Association
- 2016 - Present Specialty of Banking and Finance Department, Faculty of Commerce and Accountancy, Chulalongkorn University
- 2014 - Present Executive Committee, Master of Science Programing Finance, Chulalongkorn University
- 2014 - Present Director of Education and Raising Funds for Development Projects, Chulalongkorn University
- 2014 - Present Committee for the Review of the Master Plan developed commercial areas, Chulalongkorn University
- 2016 - 2014 Executive Committee - Siam Square One, Chulalongkorn University
- 2013 - Present Vice President for Academic Affairs Housing Business Association
- 2014 - Present Councilman and Executive Director Thailand Development Research Institute (TDRI)
- 2016 - 2010 Executive Committee - Chamchuri Square Chulalongkorn University

**Positions in Companies :**

- Director
- Executive Director
- Risk Management Committee
- Authorized Director and Deputy Chief Executive Officer

**Director / Executive Position Others**

**Other Listed Companies in Thailand :**

- - None -

**Other Company :**

- 2018 - Present Director Sena Hunkyu 3 Co., Ltd.  
Sena SHP 4 Co., Ltd.  
Sena SHP 5 Co., Ltd.  
Sena SHP 6 Co., Ltd.  
Sena SHP 7 Co., Ltd.  
Sena Development A7 Co., Ltd.  
Sena Development A9 Co., Ltd.  
Sena Development A10Co.,Ltd.  
Acute Realty Co., Ltd.
- 2015 - Present Director Aspiration One Co., Ltd

## Mrs. Weraporn Chaisiriyasawat

Age : 63 years

### Appointed :

December 23, 2005

### % of Share Possession :

0.01

### Relation among Family with Executives :

None

### Educations :

- Bachelor of Economics, Ramkhamhaeng University
- MINI MBA, Chulalongkorn University

### Certifications :

- Financial Reporting Standards Course - Keep up with new financial reporting standards Which will be used in the year 2019 and 2020, version 3/61, year of training, 2018, Federation of Accounting Professions Royal patronage
- Determination of Responsibility in Accounting and Finance (CFO) And accounting supervisor (accountant) Year attended for the trainin : 2017 The Stock Exchange of Thailand
- The role of Corporate Secretary in promoting corporate governance for the organization. Year attended for the training : 2017 Thai Institute of Directors (IOD)
- Anti-Corruption : The Practical Guide (ACPG) Year attended for the training : 2017 Thai Institute of Directors (IOD)
- Director Accreditation Program (DAP) Year attended for the training : 2006, Thai Institute of Directors (IOD)

### Work Experiences :

- 2016 - Present Corporate Governance Committee SENA Development PLC.
- 2014 - Present Risk Management Committee SENA Development PLC.
- 2009 - Present Director/Deputy Managing Director, Accounting, Finance Department and Company Secretary SENA Development PLC.
- 2005 - Present Director/Executive Director Deputy Managing Director SENA Development PLC.
- 2000 - 2004 Assistant Director Krungthep Kheha Group

### Positions in Companies :

- Director
- Executive Director
- Risk Management Committee
- Company Secretary
- Deputy Managing Director, Accounting and Finance Department
- Deputy Chief Finance Officer

### Director / Executive Position Others

#### Other Listed Companies in Thailand :

- 1993 - 1997 Finance and Accounting Director Modern Home Development Pcl.

#### Other Company :

- 1998 - 1999 Deputy Managing Director Bangyai City Co., Ltd
- 1988 - 1992 Accounting Manager Park Beach Resort Co., Ltd. And Sky Beach Condominium Co., Ltd.
- 1983 - 1987 Accounting Officer Wall Street Tower Co., Ltd. And Modern Home Construction Co., Ltd.
- 1981 - 1983 Accounting Officer Chinta Trading Co., Ltd.
- 1980 - 1981 Securities Officer IFCC

## Ms. Umaporn Thanyalakpark

Age : 36 years

### Appointed :

April 26, 2010

### % of Share Possession :

11.44

### Relation among Family with Executives :

- Daughter of Mr. Theerawat Thanyalakpark
- Granddaughter of Ms. Benyalak Thanyalakpark
- Sister of Ms. Kessara Thanyalakpark

### Educations :

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

### Certifications :

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

### Work Experiences :

- 2010 - Present Director SENA Development PCL.

### Positions in Companies :

- Director
- Authorized Director

### Director / Executive Position Others

### Other Listed Companies in Thailand :

- - None -

### Other Company:

- 2010 - Present Director S&P Estate Development Co., Ltd.  
Victory Assets Management Co., Ltd.  
SN Assets Management Co, Ltd.  
Property Gateway Co., Ltd.  
Eastern Sena Development Co., Ltd.  
Normal Life Co., Ltd.
- 2015 - Present Director Bann Ruam Thang Phan Co., Ltd.

## Mr. Pathomporn Tiranasawad

Age : 57 years

### % of Share Possession :

0.01

### Relation among Family with Executives :

None

### Educations :

- Bachelor of Laws, Chulalongkorn University

### Work Experiences :

- 2010 - Present Executive Director / Deputy Chief Executive Officer, Counsel Department SENA Development PCL.

### Positions in Companies :

- Executive Director
- Risk Management Committee
- Deputy Chief Executive Officer, Counsel Department

### Director / Executive Position Others

### Other Listed Companies in Thailand :

- - None -

### Other Company :

- 1993 - 2010
  - Assistant General Manager P.P. Foods Supply Co., Ltd.
  - Procurement Manager SAITHONG CITRUS ORCHARD Co., Ltd., Chiangmai
  - Director Wealthy Soil Co., Ltd.
- 1983 - 1993 Human Resources and Legal Manager Rajdamri Building Co., Ltd. he Regent Cha Am Hotel Co., Ltd.



## Highlights of Activities in 2018

In 2018, Sena Development Public Company Limited continued to develop processes creatively and innovatively with increasing adoption of modern technology. Furthermore, the Company cooperates with business allies with expertise in various fields to achieve sustainable growth and has improved the formats for future projects to make them more interesting. These activities are summarized as follows :



### Payment of Dividends for Business Returns in the Second Half of 2017 at the Rate of 0.19001 Baht per Share

The Company held its 2018 general meeting of shareholders on 26 April 2018 with Mr.Vichien Ratanabirabongsa, Chairman, Mr.Theerawat Thanyalakpark, Chairman of the Executive Board, and the rest of the board of directors receiving approval from shareholders for every agenda. Thus, the meeting authorized the payment of shareholder remunerations (dividends) at the rate of 0.19001 baht per share.

31

ANNUAL  
REPORT  
2018



### Launching of the “Growth Hormones” Strategy

In 2018, the Company prioritized continuous growth using five guidelines to help the Company achieve secure and sustainable growth under the “growth hormones” strategy.

# Growth Hormone 2018



### Launching of the New “MADE FROM HER” Campaign to Share Every Life Detail through Women’s Perspectives

The Company launched the new “MADE FROM HER” campaign under the concept of developing products that provide solutions with attention to every detail and need based on women’s perspectives with emphasis on every aspect and perfection of lifestyle in condo living.



### Signing of MOU for High-End Condo Development with Hankyu Hanshin

The Company jointly signed an MOU for the development of high-end condos in Ekkamai Hankyu Hanshin Properties Corporation, a company within the Hankyu Hanshin Holding Group, a major real estate developer in Japan.



### Launching of the First Luxury Condominium under the “Piti” Brand

The Company launched a new brand called “Piti” as part of the Sena-Hankyu high-end condominium development project. The condominium is located on four rai of land on Ekkamai Road and applied the concept of “IKIGAI” to every bit of space to meet the lifestyle needs of the new generation and provide amenities for every moment in life.



### Launching of the “SENA Online Booking” System to Meet the Social Media Living Lifestyle Demands

In order to meet the lifestyle demands of urbanites who live convenient lives provided by social media, the Company has adopted a reservation system in the “SENA Online Booking” project. The system was designed to allow clients to own condominiums easily using the tips of their fingers by following four simple steps : 1. Search ; 2. Select ; 3. Book ; and 4. Pay



### “Sena Solar” Shook Hands with “Refinn.com” to Add New Options for Meeting the Needs of Solar/EV Charger Customers

“Sena Solar”, a subsidiary of Sena Development, cooperated with Refinn International Dot Com Company Limited (a fin-tech start-up that provides online loan data query services) to create new options to meet the needs of solar/EV charger customers with a special interest promotion and two-year free maintenance guarantee.



### Award for Outstanding Decorations for a Low-Rise Condominium

The Company received an award for outstanding decorations for a low-rise condominium for the Niche Mono Sukhumvit 50 Condominium at the Property Export Awards Thailand 2018 (PEAT 2018) for quality Thai real estate projects that meet living standards. The event was organized by the National Institution of Development Administration (NIDA).

# Achievement Awards in 2018

The annual general meeting of shareholders of 2018 was rated **“Very Good”** by the Thai Investors Association

The evaluation of good corporate governance of registered companies for the Company was **“Very Good”** in 2018

Award for outstanding decorations for a low-rise condominium for the Niche Mono Sukhumvit 50 at **the Property Export Awards Thailand 2018 (PEAT 2018)** for quality Thai real estate projects that meet living standards. The event was organized by the National Institution of Development Administration (NIDA).

The Company became a certified member of Thailand Private Sector’s Collective Action Coalition against Corruption (CAC).

The Company received **the Innovative Organization : Service Award** under the project promoting innovation capabilities for entrepreneurs engaged in the Stock Exchange.

Four awards were won from a contest of the best real estate developers of Thailand at the **“Thailand Property Awards 2017”** as follows:

- First-place award in Best High-Rise Affordable Condo Development (Bangkok) for **“The Niche Pride Thonglor-Phetchaburi”**.
- First-place award in Special Recognition in CSR for the **“Ba Ruam Thang Fan”** Project.
- Consolation prize in Best Low-Rise Affordable Condo Development under **“The Niche Mono Sukhumvit 50”**.
- Consolation prize in Best Low-Rise Affordable Condo Development under **“The Niche Mono Sukhumvit 50”**.



SENA Development Public Company Limited (the, Company), formerly Krungthep Keha Group Co., Ltd., was incorporated on May 11, 1993 by Mr.Theerawat Thanyalakphark, Chief Executive Officer and Managing Director. Mr.Theerawat commenced the business by selling and installing wooden construction materials before entering into the residential real estate development business. This business has been operated by Mr.Theerawat together with his relatives under affiliated companies for almost 34 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 Baht 600,000, 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 July 29, 2009 to mobilize funds for using in developing various real estate projects. The Company has expanded its operation to the real estate development, the main business continually for the target group of middle-low level, and the rental and services business to create regular income to strengthen the finance to the Company.

In 2015, the Company has expanded to solar business by acquired securities of SENA Solar Energy Co., Ltd. (the former name is T.T. Renewable Energy Co., Ltd.), and joint ventured with B Grim Power Co., Ltd. to operate the 46.5 MW Solar Farm project which started their commercial operated since December 2015 and had its fully revenue recognition in 2016. Moreover, the Company has invested on Eight Solar Co., Ltd. (the former name is Wattanasuk Engineer Co.,Ltd.) to operate the installation and supply solar panels as all inclusive services. Furthermore, the Company has expended to rental and services business by investing in Aspiration one Co., Ltd. operates the office building for rent. As a joint venture with AIRA Property Co.,Ltd. and Sangfah Construction and Engineering Co., Ltd. to, which such project is during developing period.

In 2016, the Company had started operating Solar House Project or SENA Solar House regards Alternative Energy trend and Eco-friendly, also to further the Company’s Solar business. Moreover, the company has expanded in real estate development by joint ventured with Hankyu Realty Co.,Ltd. which is a famous Japanese residential developer. To gain competitiveness and knowledge. The signing ceremony between the Company and Hankyu Realty was held December, 5 2016.

In 2017, the Company launched a plan to develop an application for maximizing customer satisfaction in energy conservation and time-saving in addition to boosting the effectiveness and comprehensiveness of the application in order to meet customer needs consistently with changes in the digital age.

And in 2018, the Company continues firmly committed to the development of products and services aimed at maximum customer satisfaction combined with business alliances with both familiar Thai companies and companies from abroad with expertise in various fields to help support business performance capacity and competitive ability. We also expanded the Company’s revenue base on a continual basis. Thus, the Company was able to launch nine new projects valued at 20,644 baht in 2018

As of December 31, 2018, the Company had registered capital of Baht 1,446,152,603 and paid-up capital of Baht 1,420,885,114, divided into Baht 1,420,885,114 common shares with a par value of 1 Baht per share.

Even the Company has expanded its business continuously; the owner still realized on the importance of customers thoroughly, which clearly defined on its vision, mission, and concept of business operation. With the pride of good quality real estate developing company, the Company is so proud that it can make the middle-low level customers be the ownership at the valuable price of money paid. In addition, the Company has considered to expense reduction of its residences and environment conservation by using solar technology to generate electricity utilizing at the Company’s projects for maximizing benefits. Moreover, the Company has undertaken the social responsibility projects by establishing “Bann Ruamthangfun” project, which is the Company’s CSR project.

Table 1 : Significant Circumstances during the past 5 years

Month/Year	Highlight
April 2014	<ul style="list-style-type: none"> <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 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 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	<ul style="list-style-type: none"> <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: <ul style="list-style-type: none"> <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> </li> </ul>

	<ul style="list-style-type: none"> <li>- The resolution of approval of purchasing 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, equal to Baht 55,000 per Dquare Wah, 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> </ul>
February 2015	<ul style="list-style-type: none"> <li>• Issuance of unsubordinated and unsecured debentures without a Debenture holders' representative in the Name Registered Certificate with tenor of 2 years since the issued date at the amount of Baht 1,200 million at par value of Baht 1,000.</li> </ul>
April 2015	<ul style="list-style-type: none"> <li>• Approval of capital reduction at the amount of Baht 1,398 million from the registered capital of Baht 770,574,976 to be Baht 770,573,578 by dividing into 770,573,578 common shares at the par value of Baht 1 per share and cutting the ordinary share which not be issued of 1,398 share with the par value of Baht 1 per share and amending the Memorandum of Association, Clause 4 to reflect with the registered capital reduction the Company.</li> <li>• Approval of capital increase of the Company at the amount of Baht 112,176,346 from the registered capital of Baht 770,573,578 to be Baht 882,749,924 by issuing new common shares of 112,176,346 shares at the par value of Baht 1 per share and amending the Memorandum of Association, Clause 4 to reflect with the registered capital reduction of the Company.</li> <li>• Approval of allocation of ordinary shares to support the stock dividend payment for the exercise of warrants no. 3 (SENA-WC) to purchase the Company's common shares to the executives and employees and/or its subsidiaries and the adjustment for warrants no. 1 (SENA-WA) and no. 2 (SENA-WB)to purchase the common shares of the Company that issued to the executives and employees and/or its subsidiaries as follows :</li> <li>• Approval of allocation of ordinary shares to support the stock dividend payment for the exercise of warrants no. 3 (SENA-WC) to purchase the Company's common shares to the executives and employees and/or its subsidiaries and the adjustment for warrants no. 1 (SENA-WA) and no. 2 (SENA-WB)to purchase the common shares of the Company that issued to the executives and employees and/or its subsidiaries as follows:</li> <li>• The allocation of ordinary shares not exceeding of 109,453,423 shares at the par value of Baht 1 per share to support the stock dividend payment by allocating to the existing shareholders at the ratio of 7 existing shares to 1 stock dividend. If any shareholders having the remnants of former shares after allocation of stock dividend, it will be paid in cash instead of a stock dividend at the rate of Baht 0.1428571429 per share.</li> <li>• The allocation of ordinary shares not exceeding of 2,100,000 shares at the par value of Baht 1 per share to accommodate the exercise of warrants no. 3 (SENAWC) to purchase common shares of the Company for the executives and employees and/or its subsidiaries.</li> <li>• The allocation of ordinary shares not exceeding of 312,980 shares at the par value of Baht 1 per share to accommodate the exercise of warrants no. 1 (SENA-WA) to purchase common shares of the Company for the executives and employees and/or its subsidiaries.</li> <li>• The allocation of ordinary shares not exceeding of 309,943 shares at the par value of Baht 1 per share to accommodate the exercise of warrants no. 2 (SENA-WB) to purchase common shares of the Company for the executives and employees and/or its subsidiaries.</li> </ul>

	<ul style="list-style-type: none"> <li>Approval of credit increase and debenture issuance from each outstanding balance from not over Baht 1,500,000,000 to be Baht 3,500,000,000 and the tenor of such debenture not over 10 years.</li> </ul>
September 2015	<ul style="list-style-type: none"> <li>The Company has invested in 46,000 common shares of Wattanasuk Engineer Co.,Ltd (late changing its name to “Eight Solar Co., Ltd.) at the rate of Baht 64.77 per share, the total amount of Baht 2,979,420, or representing of 46% of the registered capital. In December 2015, the Company sold such investment to SENA Solar Energy Co., Ltd at the amount of Baht 2,979,420 as well. Later, Eight Solar Co., Ltd. Has invested in Max Solar Co., Ltd at 199,998 shares with the par value of Baht 5 per share, total amount of Baht 999,990. The shares has been transferred and registered on September 21, 2015.</li> <li>The resolution of the Extraordinary Shareholders’ Meeting No. 1 /2015 held on September 22, 2015 was approval to purchase 425,998 common shares, or 99.9995% of registered capital of T.T. Renewable Energy Co., Ltd. (TTRE) from Mrs.Srianong Kiratiwaranont, which was the normal transaction of related transaction, at the amount of Baht 425,998,000. In addition, the meeting approved to invest on the solar farm project to generate the electricity. The Company has paid for all shares and registered the share transfer on October 1, 2015 and changed the name of such company to be “SENA Solar Energy Co., Ltd.” on October 30, 2015. SENA Solar Energy Co., Ltd. has invested in B Grim SENA Solar Power Co., Ltd. (“joint venture company”) with the share proportion of 51% of registered capital and paid up all shares at the amount of Baht 425,850,000, on March 9, 2015</li> <li>The resolution of approval on issuance and registered ordinary share offering on the type of General Mandate by issuing new 350,350,716 common shares at the par value of Baht 1 per share which detailed as follows: <ul style="list-style-type: none"> <li>Issuance of common share to the existing shareholders in same proportion to shares held (Right Offering) of 262,763,037 shares at the par value of Baht 1 per share, at the offering price with discount not over 50% of market price (calculated by reference to the weighted average trading price of the shares on the Stock Exchange of Thailand within 15 working days prior to the date of approval on pricing of the new offering ordinary shares by the Board of Directors).</li> <li>Issuance of common share to the private placement of 87,587,679 shares at the par value of Baht 1 per share, at the offering price not lower 90% of market price. For the process of offering ordinary shares to the existing shareholders as mentioned on (1), the Company shall permit the existing shareholders to subscribe for ordinary shares more than their subscription rights. The Board of Directors will allocate the remaining of ordinary shares from the subscription rights and not exercised by the existing shareholders to shareholders subscribed for shares in excess of their rights. After that, the Board will undertake to offer ordinary shares to the private placement.</li> <li>The resolution of approval on issuance and allocation of warrants no. 4 (SENA-ED) to purchase common shares of the Company to the executives and employees and/or its subsidiaries at 550,000 units without charges. They will be granted to the executives and employees and/or subsidiaries, which are allocated more than 5% of the total number of warrants in this offering.</li> <li>The resolution of approval on capital increase of the Company at the amount of Baht 351,760,533 from the registered capital of Baht 882,749,924 to be Baht 1,234,510,457 by issuing new common shares of 351,760,533 shares at the par value of Baht 1 per share to support the issuance of ordinary shares on the type of General Mandate, which is the exercise of warrants no. 4 (SENA-WD) to purchase common shares of the Company to the executives and employees and/ or its subsidiaries, and adjusting the exercise of warrants no. 1 (SENA-WA), no.2 (SENA-WB), and no. 3 (SENA-WC) to purchase common shares issued to the executives and employees, and/or subsidiaries.</li> </ul> </li> </ul>



	<ul style="list-style-type: none"> <li>• The resolution of approval on the amendment to Clause of the Memorandum of Association in compliance with the capital increase of the Company as following: “Clause 4. The registered capital of Baht 1,234,510,457 (Baht One Thousand Two Hundred Thirty-four Million Five Hundred One Thousand four Hundred and Fifty-seven), which are 1,234,510,457 shares (One thousand two hundred thirty-four million, five hundred one thousand four hundred and fifty-seven shares) at par value of Baht 1 (one Baht) divided into 1,234,510,457 common shares (One thousand two hundred thirty-four million, five hundred one thousand four hundred and fifty-seven shares) and preferred shares - shares (none share).”</li> <li>• The resolution of approval on shares allocation as follows :</li> <li>• The allocation of ordinary shares of 350,350,716 shares with par value of Baht 1 to support the share offering for capital increase on the type of General Mandate as follows: <ul style="list-style-type: none"> <li>• Allocation of not exceeding 262,763,037 common shares for offering to the existing shareholders on the proportion of shares held by each shareholder (Right Offering)</li> <li>• Allocation of not exceeding 87,587,679 common shares for offering to the limited persons and/or institutional investors and/or the private placement on the proportion of shares held by each shareholder (Right Offering) when already using share allocation by the method of (a) and (b). The paid-up capital of the capital increase is not over 30% of paid-up capital at the date which the Board of Directors passed the resolution to capital increase on General Mandate, or a number of shares not 262,763,037 shares.</li> </ul> </li> <li>• Allocation of 550,000 ordinary shares at the par value of Baht 1 to accommodate the exercise of warrants no. 4 (SENA-WD) to purchase common shares of the Company to the executives and employees of the Company and / or its subsidiaries</li> <li>• Allocation of 280,900 ordinary shares at the par value of Baht 1 to accommodate the adjustment to exercise of warrants no. 1 (SENA-WA) to purchase common shares of the Company to the executives and employees of the Company and / or its subsidiaries.</li> <li>• Allocation of 305,917 ordinary shares at the par value of Baht 1 to accommodate the adjustment to exercise of warrants no. 2 (SENA-WB) to purchase common shares of the Company to the executives and employees of the Company and / or its subsidiaries.</li> <li>• Allocation of 273,000 ordinary shares at the par value of Baht 1 to accommodate the adjustment to exercise of warrants no. 2 (SENA-WC) to purchase common shares of the Company to the executives and employees of the Company and / or its subsidiaries.</li> </ul>
October 2015	<ul style="list-style-type: none"> <li>• Issuance of unsubordinated and unsecured debentures without a Debenture holders’ representative in the Name Registered Certificate with tenor of 2.5 years since the issued date at the amount of Baht 800 million at par value of Baht 1,000.</li> <li>• The Company has invested in Aspiration One Co., Ltd. (Joint Venture) by holding at the proportion of 25% of the registered capital, which the total registered capital is Baht 1,000,000,000 and the part of the Company’s is Baht 250,000,000. The Company has already paid for such shares at the amount of Baht 62,500,000 and transferred shares on October 19, 2015.</li> </ul>
November 2015	<ul style="list-style-type: none"> <li>• SENA Solar Energy Co., Ltd has invested and established 15 subsidiaries under the name of SENA Green Energy 1 Co., Ltd. to SENA Green Energy 15 Co., Ltd. with the registered capital of Baht 10 million for each subsidiary, which the 25% of paid-up capital was done. (Baht 2.5 million for each company)</li> <li>• The Company has sold its 262,631,721 ordinary shares to the existing shareholders on the same proportion of shares held by each shareholder (Right Offering) at Baht 2.10 per share, the total amount of Baht 551,526,614.10 as approved by the Extraordinary General Meeting of Shareholders No. 1/2015. As a result, the Company has registered paid-up capital of Baht 1,138,508,512. The ordinary share allocation to the existing shareholders can be allocated in full; therefore, the Company is not required to allocate the ordinary shares to the limited persons and/or institutional investors and/or the private placement, which the Company was approved to be allocated at the number of not over 87,587,679 shares.</li> </ul>

April 2016	<ul style="list-style-type: none"> <li>• Approval on increasing the limit and offering debentures from the outstanding balance of not exceeding 3,500 million Baht to 5,000 million Baht as detailed follows;             <ul style="list-style-type: none"> <li>- Type of offering securities : All kinds and forms of bonds (including but not limited to subordinated bond or unsubordinated bond, secured bond or unsecured bond, short-term bond or short-term current bond, either in the nature of project or non-project, and/or structured note) as appropriateness of the market at the time that the Company intends to issue such bonds.</li> <li>- Bond holders' Representative : The Company provides bond holders' representative as stipulated by the Office of Securities and Exchange Commission or related laws, notifications or rules.</li> <li>- Total value of bonds : Outstanding principal amount of not exceeding 5,000 million Baht, including bonds that the Company already issued but they have not matured at a moment</li> <li>- Maturity of Bond: Not exceeding 10 years</li> <li>- Bond Offerings: Offering to the public and/or institute investors and/or major investors and/or specific investors, either full or partial amount; To offer in single or multiple offerings and/or one time or multiple times and/or in a project or non-project and/or revolving basis and to issue and offer in segregate or merge with or together with other securities according to Notifications of the Securities and Exchange Commission and/or the Office of Securities and Exchange Commission and/or Capital Market Supervisory Board and/or related rules and regulations which are effective during such bond issuing and offering.</li> <li>- Redemption prior to maturity: Bond holders may or may not have the rights to ask the Company to redeem bonds prior to maturity date and the Company may or may not have the rights to redeem bonds prior to maturity date. It shall be in accordance with terms and conditions of each bond.</li> <li>- Approval on dividend payout for the year 2015 from the net profit of activities receiving investment promotion to shareholders at the rate of 0.021249 Baht per share and from the net profit of activities not receiving investment promotion at the rate of 0.079634 Baht per share, totaling 101.65 million Baht. The Company paid the interim dividend at the rate of 0.050604 Baht per share, totaling 44.32 million Baht and the outstanding balance of dividend payout was 0.050279 Baht per share, totaling 57.33 million Baht.</li> </ul> </li> </ul>
August, 2016	<ul style="list-style-type: none"> <li>• Approved the interim dividend payout for the year 2016 from the net profit of activities receiving investment promotion to shareholders at the rate of 0.00387 Baht per share and from the net profit of activities not receiving investment promotion at the rate of 0.19076 Baht per share, totaling 222.25 million Baht. The Company paid such dividend on September 9, 2016.</li> </ul>
September 2016	<ul style="list-style-type: none"> <li>• The Company increased the issued and paid-up common shares from 1,138,508,512 Baht at par value of 1 Baht amounted 1,138,508,512 Baht to 1,141,964,689 ordinary shares at par value of 1 Baht amounted 1,141,964,689 Baht. The Company paid the amount of such shares on September 15, 2016.</li> </ul>
October 2016	<ul style="list-style-type: none"> <li>• Approved the establishment of SENA Development A1 Company Limited on October 13, 2016 with a registered capital of 2,608,000 shares at par value of 100 Baht, amounted 260,800,000 Baht. The Company holds the shares of 2,607,997, accounting for 99.99% of the total number of shares. The Company paid such shares in an amount of 86,060,000 Baht (33% of registered capital).</li> <li>• The Company registered increasingly the common shares issued and paid up from 1,141,964,689 shares at par value of 1 baht, equal to 1,141,964,689 baht to 1,142,143,622 shares at the par value of 1 baht, equal to 1,142,143,622 baht. The Company had already been paid on 11 October 2016.</li> </ul>

November 2016	<ul style="list-style-type: none"> <li>• Approved the establishment of SENA Development A2 Company Limited with a registered capital of 1,000,000 shares with 10,000 common shares at par value of 100 Baht. The Company registered its establishment on January 4, 2017 and held the shares of 9,997, accounting for 99.97% of the total number of shares. The Company paid such shares in an amount of 999,700 Baht on January 4, 2017.</li> <li>• Approved the establishment of SENA Management Company Limited with a registered capital of 1,000,000 shares with 10,000 common shares at par value of 100 Baht. The Company registered its establishment on January 18, 2017 and held the shares of 9,997, accounting for 99.97% of the total number of shares. The Company paid such shares in an amount of 999,700 Baht on January 18, 2017.</li> </ul>
December 2016	<ul style="list-style-type: none"> <li>• The Company invested in SENA Hankyu1 Company Limited by holding shares of 51% of the registered shares amounted 75,000,000 Baht with 750,000 common shares at par value of 100 Baht</li> </ul>
January 2017	<ul style="list-style-type: none"> <li>• “Sena Development A2 Company Limited” was founded as a subsidiary to operate in the real estate development business with 1,000,000 baht of registered capital in the form of 10,000 ordinary shares at 100 baht par value, in which the Company holds a 99.97-percent share.</li> <li>• “Sena Development A3 Company Limited” was founded as a subsidiary to operate in the real estate development business with 1,000,000 baht of registered capital in the form of 10,000 ordinary shares at 100 baht par value, in which the Company holds a 99.97-percent share.</li> <li>• “Sena Management Company Limited” was founded as a subsidiary to operate in the real estate project management business with 1,000,000 baht of registered capital, in which the Company holds a 99.97-percent share.</li> </ul>
February 2017	<ul style="list-style-type: none"> <li>• Dividends for the Company’s performance in 2016 were paid in the amount of 305,026,383.04 baht, or 0.26709 baht per share. Accordingly, the Company paid inter-period dividend shares and cash for a total of 222,247,790.50 baht, or 0.19463 baht per share.</li> <li>• Warrants for the purchase of the Company’s ordinary shares were issued and allocated to the executives and employees of the Company and/or subsidiaries for the fifth time (SENA-WE) for an amount not exceeding 20,000,000 units and sixth time (SENA-WF) for an amount not exceeding 6,000,000 units without calculated values.</li> <li>• The registered capital of the Company was decreased by 89,594,195 baht from the previous registered capital of 1,234,510,457 baht to 1,144,916,262 baht, divided into 1,144,916,262 ordinary shares at one baht par value by deleting 1,875,200 leftover registered ordinary shares that the Company has yet to distribute in accommodation of the exercising of warrant rights for the purchase of the Company’s shares issued to executives and employees of the Company and/or subsidiaries on the first (SENA-WA) and second (SENA-WB) occasions and the deletion of 87,718,995 leftover ordinary shares from the allocation of capital increase ordinary shares by general mandate for a total of 89,594,195 baht at one baht par value.</li> <li>• The Company’s registered capital increased by 97,565,029 shares at one baht par value from 1,144,916,262 to 1,242,479,291 by the issuance of 97,563,029 new ordinary shares at one baht par value to accommodate payment of dividends and exercising of the fifth (SENA-WE) and sixth (SENA-WF) occasions for the exercising of warrant rights in the purchase of the Company’s shares for executives and employees of the Company and/or subsidiaries and the adjustments of rights for the warrants for the purchase of the Company’s ordinary shares issued to executives and employees of the Company and/or subsidiaries in the third (SENA-WC) and fourth (SENA-WD) occasions.</li> </ul>

	<ul style="list-style-type: none"> <li>• Capital increase shares were allocated as follows :             <ol style="list-style-type: none"> <li>1) A total of 1,400,249 capital increase ordinary shares at one baht par value were allocated to existing shareholders to accommodate payment of dividend shares at the rate of 16 existing shares per dividend share. In cases where a shareholder had remainder shares after allocation of dividend shares, cash was paid in place of dividend shares at a rate of 0.06250 baht per share.</li> <li>2) A total not exceeding 20,000,000 capital increase ordinary shares at one baht par value were allocated to accommodate the exercising of warrant rights for the purchase of the Company's ordinary shares issued to executives and employees of the Company and/or subsidiaries on the fifth occasion (SENA-WE).</li> <li>3) A total not exceeding 6,000,000 capital increase ordinary shares at one baht par value were allocated to accommodate the exercising of warrant rights for the purchase of the Company's ordinary shares issued to executives and employees of the Company and/or subsidiaries on the sixth occasion (SENA-WF).</li> <li>4) A total not exceeding 132,860 capital increase ordinary shares at one baht par value were allocated to accommodate the exercising of warrant rights for the purchase of the Company's ordinary shares issued to executives and employees of the Company and/or subsidiaries on the third occasion (SENA-WC).</li> <li>5) A total not exceeding 29,920 capital increase ordinary shares at one baht par value were allocated to accommodate the exercising of warrant rights for the purchase of the Company's ordinary shares issued to executives and employees of the Company and/or subsidiaries on the fourth occasion (SENA-WD).</li> </ol> </li> </ul>
March 2017	<ul style="list-style-type: none"> <li>• Capital increase shares of Sena-Hankyu 1 Company Limited were purchased. The aforementioned company is a joint venture between the Company and Hankyu Realty Company Limited. Sena-Hankyu Company Limited increased its registered capital from 75,000,000 baht to 575,000,000 baht with an additional 500,000,000 baht capital increase to occur divided into 5,000,000 ordinary shares at 100 baht par value.</li> </ul>
May 2017	<ul style="list-style-type: none"> <li>• The Company's registered capital decreased from 89,594,195 from 1,234,510,457 baht to 1,144,916,262 baht divided into 1,144,916,262 shares at one baht par value.</li> <li>• The Company's registered capital increased by 97,563,029 baht from 1,144,916,262 baht to 1,242,479,291 baht by the issuance of 97,563,029 new ordinary shares at one baht par value.</li> <li>• Registered paid-up capital was changed from 1,142,403,982 baht to 1,213,801,759 baht divided into 1,213,801,759 shares at one baht par value.</li> </ul>
June 2017	<ul style="list-style-type: none"> <li>• A joint venture and share reservation contract was signed with Hankyu Realty Company Limited to engage in a real estate development business joint venture through joint venture in Sena Development A3 Company Limited. Accordingly, Sena A3's registered capital increased by 499,000,000 baht from 1,000,000 baht to 500,000,000 baht by the issuance of 4,990,000 capital increase shares.</li> </ul>
August 2017	<ul style="list-style-type: none"> <li>• Inter-period dividends were paid to the Company's shareholders at the rate of 0.05455 baht per share for the Company's 1,214,442,959 shares for a total monetary sum of 66,247,863 baht.</li> <li>• The Company authorized the purchase of a single plot of land located in Bang Poon, PathumThani, PathumThani, with a land area of 8-0-28.8 rai or 3,228.8 square wa. The aforementioned land is located inside Sena Grand Home project along Bang Bua Thong-Bang Poon Road and has easement rights to two roads inside the project. The total purchase price of the land was 83,948,800 baht or 26,000 baht per square wa.</li> </ul>

	<ul style="list-style-type: none"> <li>The Company entered into a partial land rent contract for Land Title Deed No. 5073 for an area of about 100 square wa located on Bang Poon, PathumThani, PathumThani. The land is located in front of the Sena Grand Home project along Bang Bua Thong-Bang Poon Road. The rent duration is 20 months with the starting rent price at 1,000,000 baht or 50,000 baht/month, which is not higher than the sales office rental rate the Company charges ordinary people in recent times. Accordingly, the land is used as the sales office of the new project.office of the Company’s new project.</li> </ul>
January 2018	<ul style="list-style-type: none"> <li>The summary of resolutions to approve the enter into transaction to acquire a land plot, a part of the land title deed no.74195 (Original title deed no. 28081), located at Bangpoon Sub-district, Muang District, Pathumthani Province, having the total area of 32.6 Square Wah,inclusive of a right of servitude to utilize two roads leading to the land. The agreed land price is Baht 489,000</li> </ul>
February 2018	<ul style="list-style-type: none"> <li>Approved the subscription of newly issued shares of Sena Hankyu 1 Co., Ltd. (“SH1”), a joint venture company between the Company and Hankyu Realty Co., Ltd. The Board of Directors has approved to subscribe for the newly issued shares according to the Company’s shareholding ratio in the amount of 2,677,500 shares with a par value of Baht 100 per share, totaling Baht 267,750,000.</li> <li>Approved the subscription of newly issued shares of Sena Hankyu 2 Co., Ltd. (“SH2”), a joint venture company between the Company and Hankyu Realty Co., Ltd. The Board of Directors has approved to subscribe for the newly issued shares according to the Company’s shareholding ratio in the amount of 3,570,000shareswith a par value of Baht 100 per share, totaling Baht 357,000,000.</li> </ul>
March 2018	<ul style="list-style-type: none"> <li>Its subsidiaries will relocate to their new offices from an old address of 524 Ratchadapisek Road, Samsen-nok Sub-district, Huaykwang District Bangkok 10310 to 448 Thanyalakpark Building, Ratchadapisek 26, Khwaeng Samsen Nok, Khet Huai Khwang, Bangkok 10310.</li> <li>Approve established 2 new subsidiaries to support the development of future real estate projects, including SENA A6 and SENA A7, with registered capital of Baht 1,000,000 each. The Company holds 99.97% of the Company’s share capital, totaling Baht 1,999,400.</li> <li>Authorize to purchase of ordinary shares of Ratchapruek Kanjana Gane Ltd. (“Ratchaphruek”) total 309,998 shares with the set value of 1,000 Baht per share in the proportion of 99.9994% of the issued and paid-up shares of Ratchaphruek from the major shareholder is Ms. Kanchana Sakdisomwasd who does not have any relationship with the company for the total price of share buying 309,998,000 Baht (share value price) The Company will acquire a total of 3.42 rai of land for the future development of the project, totaling 1,369 square wah.</li> </ul>
April 2018	<ul style="list-style-type: none"> <li>Approve the payment of dividends for the performance the accounting period January 1, 2017 to December 31, 2017 in the proposed profit derived from the Company’s business, not promoted by the Board of Investment in the amount approximately Baht 297,008,521.28 or Baht 0.24456 per share. The Company paid an interim dividend already included, 66,247,863.41 baht or equivalent to 0.05455 baht per share. The Company then proposed for the dividends to be distributed in the form of stocks and cash to include the amount approximately Baht 230,760,657.87 or Baht 0.19001 per share.</li> <li>Approve the issuance and allocation of warrants to purchase ordinary shares to executives and employees of the Company and/or its subsidiaries No. 7 (SENA-WG) in the amount of not exceeding 2,500,000 units, No. 8 (SENA-WH) in the amount of not exceeding 1,100,000 units, No. 9 (SENA-WI) in the amount of not exceeding 3,200,000 units and No. 10 (SENA-WJ) in the amount of not exceeding 4,150,000 units with no consideration.</li> <li>Approve the reduction of the registered capital of the Company. Decreased by Baht 12,702,472 from the original registered capital. The Company’s registered capital is Baht 1,242,479,291. Baht 1,229,776,819 divided into ordinary shares. The Company has registered the warrants with the par value of Baht 1 each.</li> </ul>

	<ul style="list-style-type: none"> <li>• Increase the company's registered capital by 216,375,784 baht from the original registered capital 1,229,776,819 baht to 1,446,152,603 baht by issuing 216,375,784 new ordinary shares at a par value of 1 baht per share, increasing capital to support the stock dividend payment The exercise of warrants to purchase ordinary shares of the Company Issued to executives and employees of the Company and / or its subsidiaries.</li> <li>• Offer to increase debentures and offer debentures. The outstanding balance is not exceeded. Baht 5,000,000,000 (Five Billion Baht) is the outstanding balance each time not exceeding 8,000,000,000 (eight billion baht).</li> <li>• Approved the purchase of land for development of real estate projects. The land consists of 111 plots of land totaling 45-3-18.4 rai or 18,318.40 square wah, located in Banglamung district. Chonburi province The rent of the land is Baht 87,914,009.21 from Pattaya Country Club Co., Ltd. ("Pattaya"), which is the value specified in the agreement between the Company and Pattaya , April 25, 2013.</li> <li>• Approved to purchase 2 plots of land, totaling 12-2-79.7 rai, located in Bang Poon Sub-district. Muang District, Pathum Thani Province The total price of 137,151,900 baht to develop Sena Grand Home project. Details are as follows <ol style="list-style-type: none"> <li>1) Acquisition of land title deed No. 98455, land of 11-3-4.5 rai from Mrs.Nidda Juratsak Charoen ("Mrs. Nidya") at the purchase price of land at 127,021,500 Baht or equivalent to 27,000 Baht per square wah. No higher than the average appraised price by 2 independent appraisers.</li> <li>2) Acquisition of land title deed no. 74195, land of 0-3-75.2 rai from Sirinathip Housing Co., Ltd. ("Sirinathip") at the purchase price of Baht 10,130,400 or 27,000 Baht per square wah. The price is not higher than the average appraised value by 2 independent appraisers.</li> </ol> </li> </ul>
May 2018	<ul style="list-style-type: none"> <li>• Approve established new subsidiarie to support the development of future real estate projects, including SENA A9, with registered capital of Baht 1,000,000. The Company holds 99.97% of the Company's share capital, totaling Baht 999,700.</li> </ul>
June 2018	<ul style="list-style-type: none"> <li>• Approve established new subsidiarie to support the development of future real estate projects, including SENA A10, with registered capital of Baht 1,000,000. The Company holds 99.97% of the Company's share capital, totaling Baht 999,700.</li> <li>• Approved the entering into the Joint Venture Agreement and signed a Share Subscription Agreement with Hankyu Hanshin Properties Corp. ("Hankyu") which is not the related person of the Company, in the investment ratio of 51:49, for the joint investment in the property development business through Sena Development A6 Co., Ltd. ("SENA A6"). The Company will subscribe 2,544,900 shares or equivalent to 51% of the total newly issued shares at Baht 100 per share, or equal to Baht 254,490,000. And that the Company will waive its right to subscribe 2,445,100 newly issued shares at the par value of Baht 100 per share or equal to Baht 244,510,000 in order to allow Hankyu to subscribe those unsubscribed shares.</li> </ul>
July 2018	<ul style="list-style-type: none"> <li>• Approve established new subsidiarie to support the development of future real estate projects, including SENA A11, with registered capital of Baht 1,000,000. The Company holds 99.97% of the Company's share capital, totaling Baht 999,700.</li> <li>• The Company will purchase 24,800 ordinary shares of Par Value of Baht 100 per share, representing 49.60% of the issued and paid-up share capital of the Acute Realty Co.,Ltd. from the current shareholder of Acute, who does not have any relationship with the company for the total price of share buying Baht 3,000,000 and The Company will subscribe 55,000 shares or equivalent to 100% of the total newly issued shares with a par value of Baht 100 each or equal to Baht 11,000,000, has the power to control the management of the Acute Realty Co.,Ltd.</li> </ul>

August 2018	<ul style="list-style-type: none"> <li>• Approved the entering into the Joint Venture Agreement and signed a Joint Venture Agreement and Share Purchase Agreement with Hankyu Hanshin Properties Corp. (“Hankyu”) which is not the related person of the Company, for the joint investment in the property development business through Ratchapruerk Kanjana Gane Ltd. (“Ratchaphruek”) in the investment ratio of 51:49.</li> <li>• Approve an interim dividend payment for the first-half operational results from January 1 to June 30, 2018 to shareholders of the Company at the rate of Baht 0.109757 per ordinary share for the total shares of 1,420,637,160, totaling approximately Baht 155,924,873.</li> </ul>
September 2018	<ul style="list-style-type: none"> <li>• Approve established new subsidiaries to support the development of future real estate projects, including SENA A12, with registered capital of Baht 1,000,000. The Company holds 99.97% of the Company’s share capital, totaling Baht 999,700.</li> </ul>
October 2018	<ul style="list-style-type: none"> <li>• Approved the entering into the Joint Venture Agreement and signed a Share Subscription Agreement with Hankyu Hanshin Properties Corp. (“Hankyu”) which is not the related person of the Company, in the investment ratio of 51:49, for the joint investment in the property development business through Sena Development A11 Co., Ltd. (“SENA A11”) and Sena Development A12 Co., Ltd. (“SENA A12”).</li> <li>• Approve the subscription of newly issued shares of SENA HHP 5 Company Limited., a joint venture company between the Company and Hankyu Hanshin Properties Corp. (“Hankyu”). SENA HHP 5 Company Limited has approved to increase the registered capital of Baht 300,000,000 from Baht 126,000,000 to Baht 426,000,000, divided into 300,000 ordinary shares with par value at Baht 1,000 per share. The Executive Committee has approved to subscribe for the newly issued shares in amount 153,000 shares at the par value of Baht 1,000 per share, totaling Baht 153,000,000.</li> </ul>
November 2018	<ul style="list-style-type: none"> <li>• Approved the Company sale of ordinary shares, held by the Company, in Sena Development A10 Co., Ltd. (“SENA A10”) to Sena Solar Energy Co., Ltd., a subsidiary of the Company, amounted to 5,999 shares as a representing 59.99% of the issued and paid-up share capital of SENA A10 and sale to Mr.Sumet Boonbandansook, which is not the related person of the Company, amounted to 4,000 shares as a representing 40.00% of the issued and paid-up share capital of SENA A10.</li> <li>• Approval for the Company to acquire 55.00% of the issued and paid-up ordinary shares of PROUD (After capital increase) at a total value of Baht 403,041,000 with the objective to expand the Company’s property development business and to further develop and support its horizontal property projects in the provinces. In this respect, the Company will sign all agreements relating to such share acquisition with PROUD’s shareholders, who are not connected persons of the Company.</li> <li>• Approve established 4 new subsidiaries to support the development of future real estate projects, including SENA A13, SENA A14, SENA A15 and SENA A16, with registered capital of Baht 1,000,000 each. The Company holds 99.97% of the Company’s share capital, totaling Baht 3,998,800.</li> </ul>
December 2018	<ul style="list-style-type: none"> <li>• Approve established new subsidiaries to support the development of future real estate projects, including SENA A17, with registered capital of Baht 1,000,000. The Company holds 99.97% of the Company’s share capital, totaling Baht 999,700.</li> </ul>

# Shareholding Structure of the Company (As of December 31, 2018)

## SENA DEVELOPMENT PLC. Group

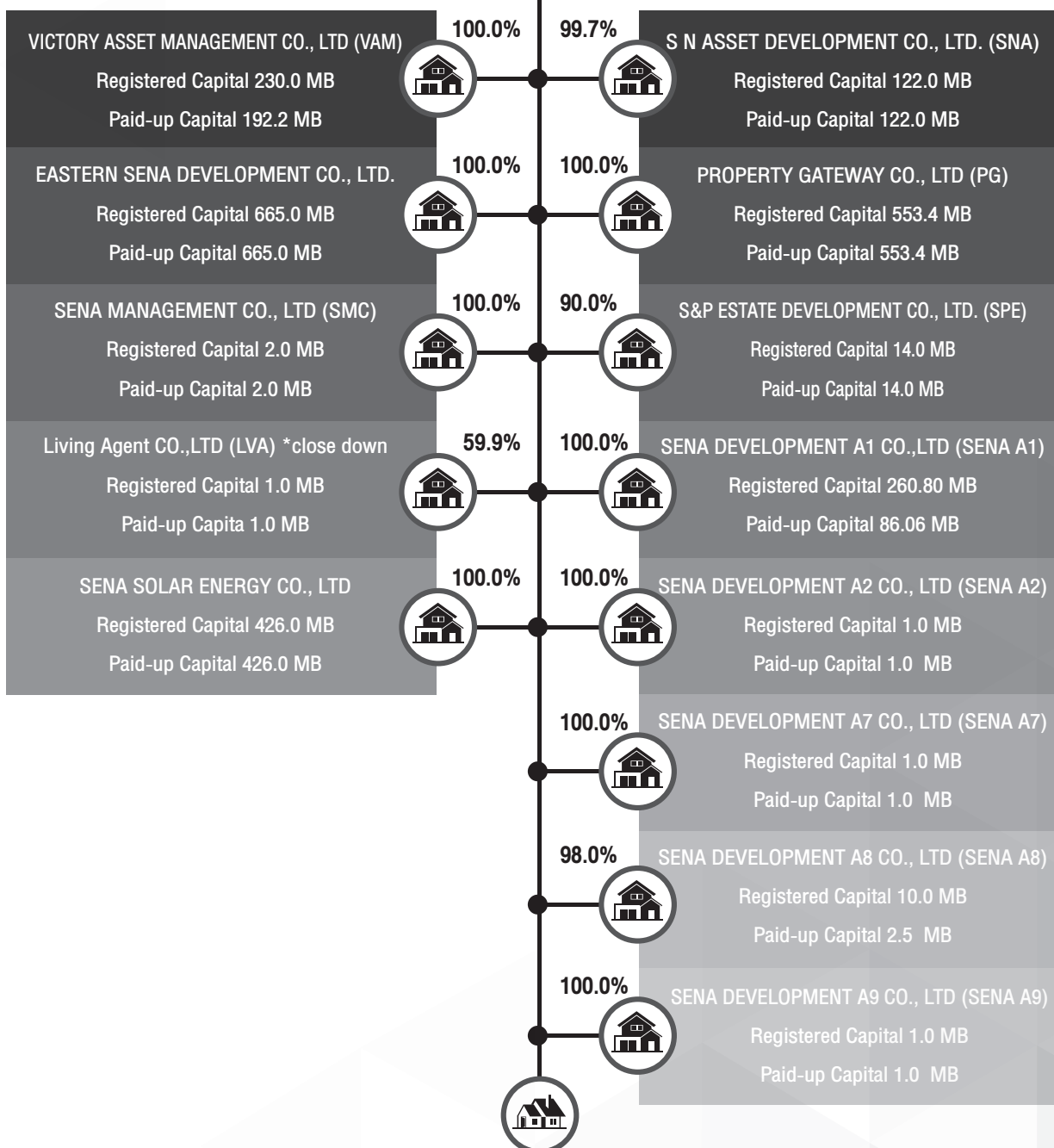
- 1. Direct Subsidiary (SENA DEVELOPMENT PLC.)  
(Property Group)



### SENA DEVELOPMENT PUBLIC COMPANY LIMITED (SENA)

Registered Capital 1,446.2 MB

Paid-up Capital 1,420.9 MB





**SENA DEVELOPMENT PLC. Group**

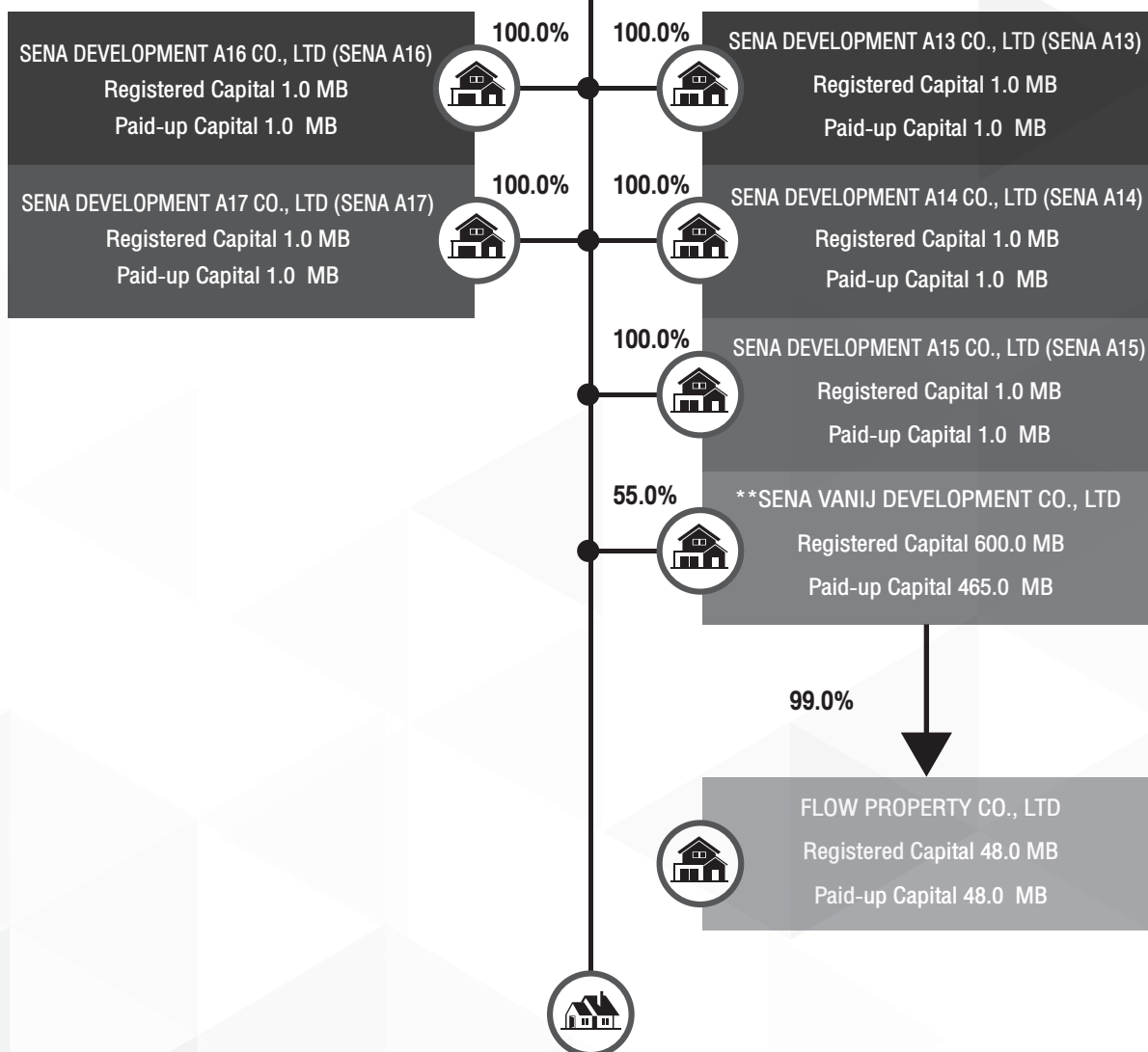
1. Direct Subsidiary (SENA DEVELOPMENT PLC.)  
(Property Group) (Continue)



**SENA DEVELOPMENT PUBLIC COMPANY LIMITED (SENA)**

Registered Capital 1,446.2 MB

Paid-up Capital 1,420.9 MB



\*\*Acquired the business in Proud Vanij Group as a subsidiary on 1 December 2018 And increased capital from the original 420.0 million baht, increased by 180.0 million baht to the registered capital of 600.0 million baht

2. Indirect subsidiaries

(SENA DEVELOPMENT PLC.) (Broker group)



**SENA DEVELOPMENT PUBLIC COMPANY LIMITED (SENA)**

Registered Capital 1,446.2 MB

Paid-up Capital 1,420.9 MB

76.0%



Acute Realty Co., Ltd.

Registered Capital 10.50 MB

Paid-up Capital 10.50 MB

Acute Realty Eastern Co., Ltd.

Registered Capital 1.0 MB

Paid-up Capital 1.0 MB

30.0%



30.0%



Acute Realty Hua Hin Co., Ltd.

Registered Capital 2.0 MB

Paid-up Capital 2.0 MB

Acute Realty Consultant Co., Ltd.

Registered Capital 1.0 MB

Paid-up Capital 1.0 MB

30.0%

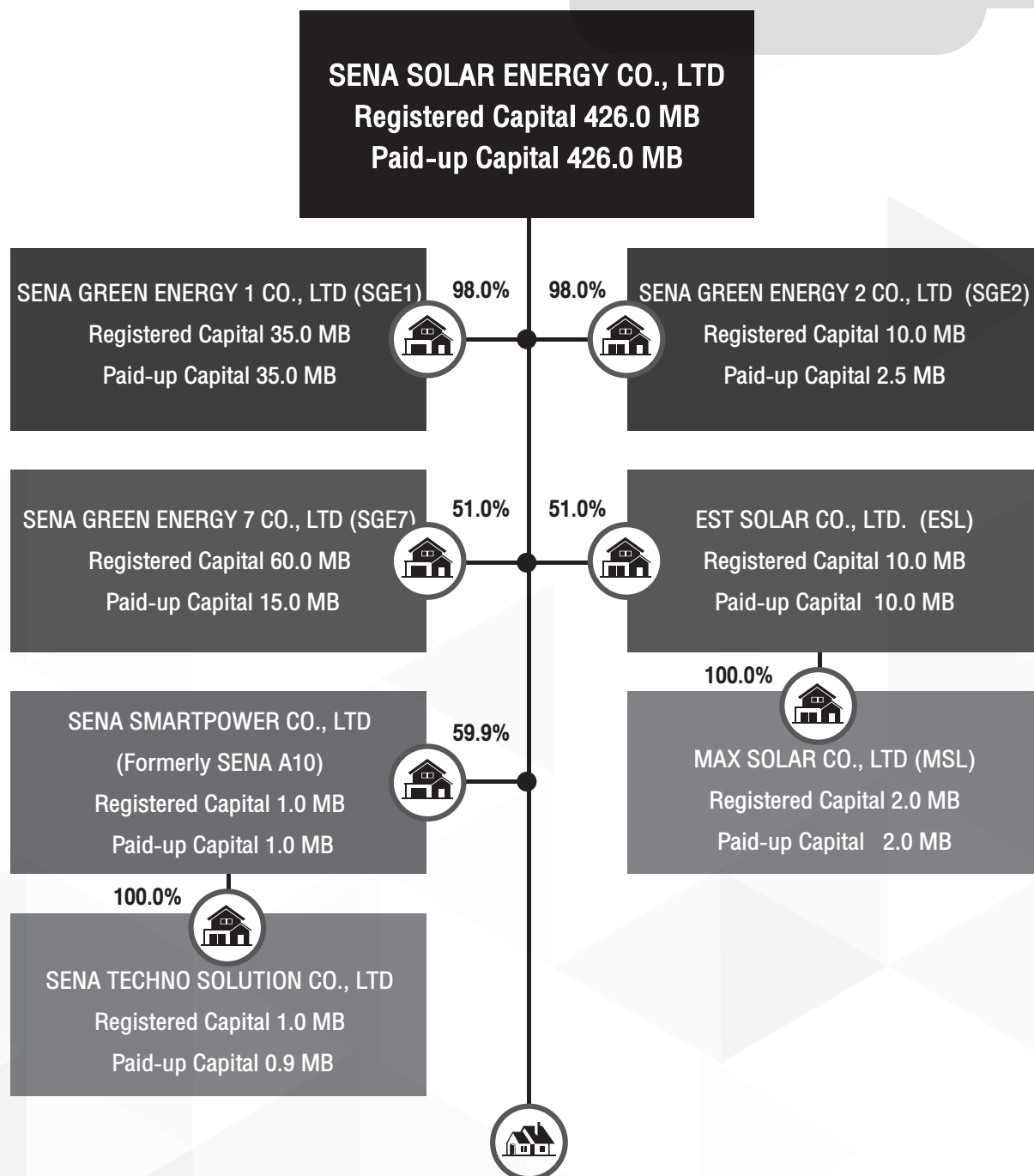


\*\* Acquired the business in Acute Group  
as a subsidiary on 6 July 2018



3. Indirect subsidiaries

(SENA DEVELOPMENT PLC.) (Solar Group)



\*\*Note: Sena Development Plc. Sold Sena Development A10 Co., Ltd., shares on 26/11/2561, all for Sena Solar Energy Co., Ltd., holding shares in Sena Smart Power Co., Ltd. (Formerly Sena Development A10 Co., Ltd.) Date 27/11/2561 and purchase shares Sena Technosolution Co., Ltd. Date 30/11/2008

#### 4. Joint Venture

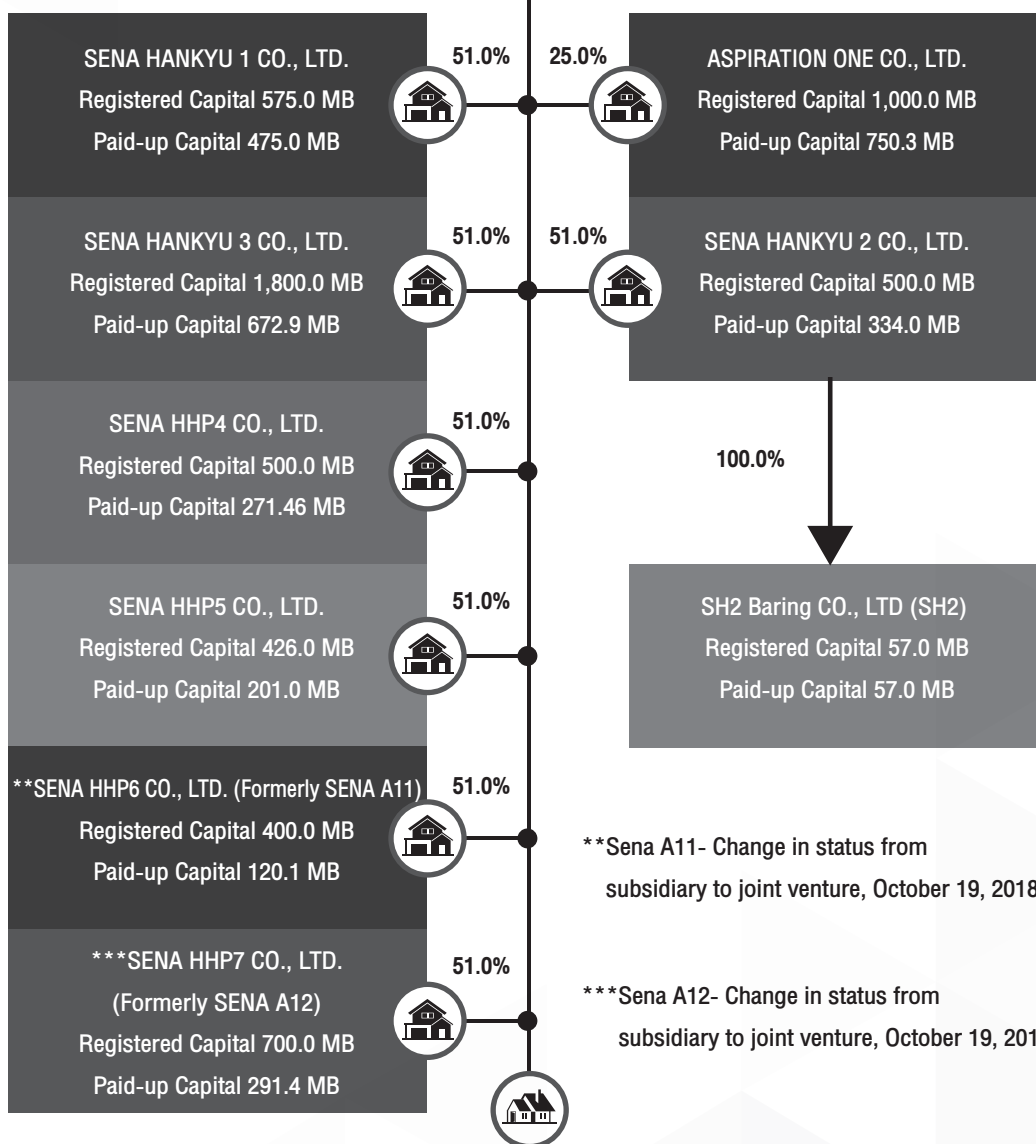
##### 4.1 Joint Venture (SENA DEVELOPMENT PLC.)



### SENA DEVELOPMENT PUBLIC COMPANY LIMITED (SENA)

Registered Capital 1,446.2 MB

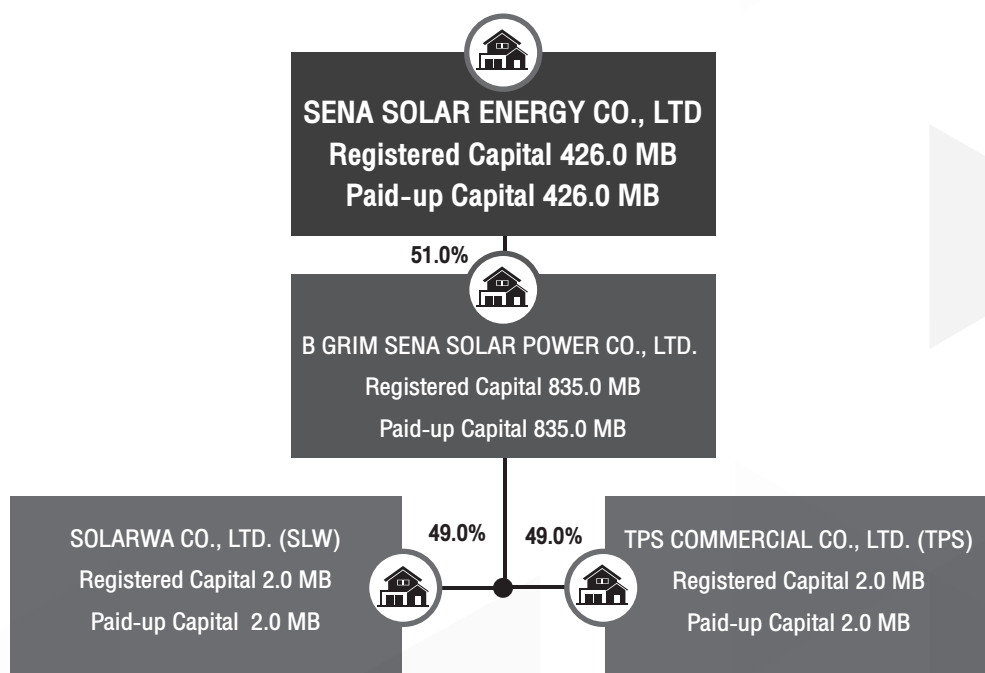
Paid-up Capital 1,420.9 MB



\*\*Sena A11- Change in status from subsidiary to joint venture, October 19, 2018.

\*\*\*Sena A12- Change in status from subsidiary to joint venture, October 19, 2018.

4.2 Joint Venture (SENA SOLAR ENERGY CO., LTD)



Remark : Financial Statement B GRIM CO., LTD. Recognized 97% equity interest, SENA SOLAR CO., LTD. Recognized 51% of the consolidated financial statements

## Company Overview

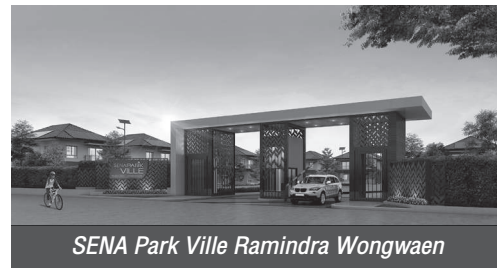
In the year 2017, the company launched the “Eco Innovation” strategy, which will focus on bringing new technologies and innovations. To develop better products and services to help save energy, save time and optimize what is already doing better. Along with the strategy “Heart and Mind” It was an operation which applied working by idea while service by mind. This was what we always persist in our operation by presenting and public our identity in movie advertising boardcasted to our customers widely.

Regarding the business operation, the company still aims to focus the green business. The Company has started the SENA Solar House project in 2016, which will install solar panels to all homes and public areas to save money, including being the leading solar energy technology that the companies expand the business into operation in the real estate development business which is the main business of the company.

In addition, the policy that the government encourages the production of electric cars Which is the target industry of the country And changing the behavior of consumers who are interested in using electric cars instead of cars that use conventional oil Making predictions The demand for electric vehicles or electric vehicles (EV) in the next 5 years will likely continue to grow. Therefore, the company has a plan to work in accordance with the said matter. By installing a solar cell (EV) charger and / or EV charger under the name of EV ready to support vehicles that use hybrid and plug-in hybrid electric motors (PHEV). Including electric vehicles, battery types (BEV) within the company’s projects Both horizontal and condominium At present, there are projects that have started as follows :



*SENA Park Grand Ramindra*



*SENA Park Ville Ramindra Wongwaen*



*SENA Ville Borommaratchachonnani Sai 5*



*Sena Avenue Bangkokdi-Tiwanon*



*Sena Shop House Sukhumvit 113*



*Sena Shop house Pahonyothin- Khukot*



*Sena Shop house Lamlukka Khlong 2*



*Sena Shop house Bang Kae-Terdthai*



In addition, in the year 2018, the Company launched 9 new projects worth 20,644 million Baht. Invest in real estate development projects with Hankyu Realty Co., Ltd., a major real estate developer in Japan. The Company holds 51% of its registered capital. Signed the joint venture agreement on December 5, 2016, with the aim to expand the revenue base in real estate development. Strengthen competitiveness. Learn technology and management to develop the organization.

Overview of the changes in the year 2018 by the company launched 9 new projects as follows.

PROJECT	STYLE PROJECT	Project launch day	Project value (Million baht)
1. Niche Pride Taopoon (JV )	Condominium, 38-storey, 1 buildings, 742 units	Mar-18	3,008
2. Niche ID Bang Kae	Condominium, 8-storey, 2 buildings, 420 units	Mar-18	735
3. Niche ID Phra Ram 2	Condominium, 8-storey, 2 buildings, 364 units	Mar-18	655
4. Niche ID Seri Thai Phase 2	Condominium, 8-storey, 2 buildings, 434 units	Mar-18	651
5. Niche Mono Tivanon	Condominium, 36-storey, 1 buildings, 526 units	Aug-18	1,478
6. Niche Mono Charoen Nakhon (JV)	Condominium, 36-storey, 1 buildings, 539 units	Aug-18	1,771
7. PITI Ekkamai (JV)	Condominium, 37-storey, 2 buildings, 879 units	Aug-18	5,195
8. Niche Mono Mega Space Bangna (JV)	Condominium, 40-storey, 1 buildings, 786 units	Nov-18	2,220
9. Niche Mono Ramkhamhaeng	Condominium, 37 and 33-storey, 1 buildings, Condominium, 7-storey, 3 buildings 1,714 units	Nov-18	4,931
		<b>Total</b>	<b>20,644</b>

## Nature of Business

The Company has operated the real estate business under the management of the 30 subsidiaries, 9 joint ventures companies and its subsidiaries of 3 associated companies. As of December 31, 2018, The Company and subsidiaries, which are classified into 3 categories as follows:

- The real estate development business on the residence for sale: the Company and its subsidiaries have 36 projects of the residence for sale under their management with the total amount of 20,470 million baht.

- The rental and services business
- The solar business

SENA Development Public Company Limited (the Company) and the Group Main business :

## The real estate development business on the residence for sale :

**SENA** : the residential development business both horizontal and vertical for sale. As of December 31, 2018, SENA has managed 27 projects for sales, classified into 6 horizontal projects namely SENA Town, SENA Grand Home, SENA Ville, SENA Park Ville and SENA Eco Town and 21 condominiums under the projects of The Niche Pride, The Niche ID, The Niche Mono, The Kith Plus, and The Kith, including one rental project which is the community mall namely “SENA Fest”.

**SNA** : has operated the real estate development on the residences for sale and rent, and solar business. The Company has held 99.7% of the paid-up capital of SNA as of December 31, 2018. 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 90.0% of the paid-up capital of SPE as of December 31, 2018

**PG** : has operated the real estate development on residence for sale. The Company holds 100.0% of the paid-up capital as of December 31, 2018. PG has operated and managed one real estate development project namely SENA Park Grand project.



**SENA A1** : has operated the real estate development for sale. The Company holds 100.0% of the paid-up capital as of December 31, 2018.

**SENA A2** : has operated the real estate development for sale. The Company holds 100.0% of the paid-up capital as of December 31, 2018.

**LVA** : representing businesses and real estate brokerage services. The Company holds 60% of its paid-up capital as of December 31, 2018. LVA has closed the company. and then liquidate.

**SENA A7** : has operated the real estate development for sale. The Company holds 100.0% of the paid-up capital as of December 31, 2018.

**SENA A8** : has operated the real estate development for sale. The Company holds 100.0% of the paid-up capital as of December 31, 2018.

**SENA A9** : has operated the real estate development for sale. The Company holds 100.0% of the paid-up capital as of December 31, 2018.

**SENA A13** : has operated the real estate development for sale. The Company holds 100.0% of the paid-up capital as of December 31, 2018.

**SENA A14** : has operated the real estate development for sale. The Company holds 100.0% of the paid-up capital as of December 31, 2018.

**SENA A15** : has operated the real estate development for sale. The Company holds 100.0% of the paid-up capital as of December 31, 2018.

**SENA A16** : has operated the real estate development for sale. The Company holds 100.0% of the paid-up capital as of December 31, 2018.

**SENA A17** : has operated the real estate development for sale. The Company holds 100.0% of the paid-up capital as of December 31, 2018.

**SVN** : SENA Vanij development Co.,Ltd has operated the real estate development for sale. The Company holds 55.0% of the paid-up capital as of December 31, 2018.

**FPP** : FLOW PROPERTY CO., LTD has operated the real estate development for sale. The SVN holds 99.0% of the paid-up capital as of December 31, 2018.

**Sena Hankyu 1 Company (Joint Company)** has operated the real estate development for sale. It is a joint venture and SENA holds 51.0% of the paid-up capital and another 49.0% are held by Hankyu Realty Company Limited as of December 31, 2018.

**Sena Hankyu 2 Company (Joint Company)** has operated the real estate development for sale. It is a joint venture and SENA holds 51.0% of the paid-up capital and another 49.0% are held by Hankyu Realty Company Limited as of December 31, 2018.

**SH 2 Bearing Co., Ltd.** : (Subsidiary of Joint Company) Operate the residential property business for sale with Sena Hankyu 2 Co., Ltd. holding 100.0% of paid up capital as of December 31, 2018.

**Aspiration One Co., Ltd.** (Joint Venture) has operated the rental and service. It is joint venture by the Company holding 25.0%, Aira Property Co., Ltd. holding 60%, and Sangfah Construction Co., Ltd holding 15% of the paid-up capital as of December 31, 2017. The objective of this company is to operate office building project.

**Sena Hankyu 3 Company (Joint Company)** has operated the real estate development for sale. It is a joint venture and SENA holds 51.0% of the paid-up capital and another 49.0% are held by Hankyu Realty Company Limited as of December 31, 2018. There are 1 project management, namely "PITI Ekamai" project.

**Sena HHP 4 Company** (Joint Company) has operated the real estate development for sale. It is a joint venture and SENA holds 51.0% of the paid-up capital and another 49.0% are held by Hankyu Realty Company Limited as of December 31, 2018. There are 1 project management, namely “Niche Mono Mega Space Bangna” project.

**Sena HHP 5 Company** (Joint Company) has operated the real estate development for sale. It is a joint venture and SENA holds 51.0% of the paid-up capital and another 49.0% are held by Hankyu Realty Company Limited as of December 31, 2018. There are 1 project management, namely “Niche Mono Charoen Nakhon” project.

**Sena HHP 6 Company** (Joint Company) has operated the real estate development for sale. It is a joint venture and SENA holds 51.0% of the paid-up capital and another 49.0% are held by Hankyu Realty Company Limited as of December 31, 2018. There are 1 project management, namely “PITI Bangchak” project.

**Sena HHP 7 Company** (Joint Company) has operated the real estate development for sale. It is a joint venture and SENA holds 51.0% of the paid-up capital and another 49.0% are held by Hankyu Realty Company Limited as of December 31, 2018. There are 1 project management, namely “Niche Mono Ramkhamhang” project.

### Rental and service businesses include :

**VAM** : has operated the leasing and services 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, 2018. VAM has apartment projects for rent under its management namely “SENA House Paholyothin 30” located on Paholyothin Road, Soi 30, and the project “SENA House Lamlookka Klong 2” at Lamlookka Klong2, Pathumthani province.

**T.TRE** : (Formerly named T.TRE) has operated the rental and service of golf course. The Company holds 100.0% of the paid-up capital as of December 31, 2018. Eastern SENA Development Company Limited has operated and managed one golf course project namely Pattaya Country Club and Resort.

**SM** : Service business Real Estate Management & Trading. The Company holds 100% of the paid-up capital. As of December 31, 2018, there are 4 projects under management.

**ACR** : Acute Realty Co., Ltd. has operated the sales agents and rent second-hand houses and condominiums of the company, subsidiaries and other company projects. The Company holds 76.0% of the paid-up capital as of December 31, 2018

**ACRE** : Subsidiary of ACR, Operate the sales agents and rent second-hand houses and condominiums of the company, with ACR holding 30.0% of paid up capital as of December 31, 2018.

**ACRH** : Subsidiary of ACR, Operate the sales agents and rent second-hand houses and condominiums of the company, with ACR holding 30.0% of paid up capital as of December 31, 2018.

**ACRC** : Subsidiary of ACR, Operate the sales agents and rent second-hand houses and condominiums of the company, with ACR holding 30.0% of paid up capital as of December 31, 2018.

### Solar Business include :

**Sena Solar Energy Co., Ltd.** : has operated solar business. The Company holds 100.0%, of the paid-up capital as of December 31, 2018.

**ESL** : has operated solar business by having Sena Solar Energy Co., Ltd. holding 51.0%, of the paid-up capital (other shareholders hold 49.0%) as of December 31, 2018. ESL has run business on solar panels supply

**MSL** : has operated solar business by having ESL holding 100.0%, of the paid-up capital as of December 31, 2018. ESL has run business on solar panels installation.

**SGE 1, SGE2** : has operated the business of power generation and transmission. Sena Solar Energy Co., Ltd. Holds 98.0%, of the paid-up capital as of December 31, 2018.

**SGE 7** : has operated the business of solar business. Sena Solar Energy Co., Ltd. holds 51.0%, of the paid-up capital as of December 31, 2018.

**SSP** : SENA Smartpower Co.,Ltd has operated the business of solar business. Sena Solar Energy Co., Ltd. holds 59.9%, of the paid-up capital as of December 31, 2018.

**STS** : SENA Techno Solution Co.,Ltd has operated the business of solar business. SENA Smart Power Co.,Ltd holds 100.0%, of the paid-up capital as of December 31, 2018.

**B Grim SENA Solar Power Co., Ltd.** : (Joint Company) has operated solar business by joint venture between Sena Solar Energy Co., Ltd. holding 51.0% and B. Grim Power Co., Ltd. holding 49% of the paid-up capital as of December 31, 2018. This company has also invested in SLW and TPS which has run on solar farm business.

**SLW** : has operated solar business by having B Grim SENA Solar Power Co., Ltd. holding 49.0% of the paid-up capital (other shareholders hold 51%) as of December 31, 2018. This company has run on solar farm business.

**TPS** : has operated solar business by having B Grim SENA Solar Power Co., Ltd. holding 49.0% of the paid-up capital (other shareholders hold 51%) as of December 31, 2018. This company has run on solar farm business.

## Revenue Structure of the Company and its Subsidiaries

The Company's main income came from property development business for residential development. The company also has revenue from other businesses, including rental and service income, solar revenue, and other income. The details are shown in the table below:

Revenue Category	As of Dec 31, 2016		As of Dec 31, 2017		As of Dec 31, 2018	
	MB	%	MB	%	MB	%
1. Revenue from sales :						
- Horizontal	704.5	17.6	1,454.20	28.2	968.32	18.1
- Vertical	3,025.80	79.5	3,081.00	59.7	3,565.97	66.6
<b>Total revenue from sales</b>	<b>3,730.30</b>	<b>93.1</b>	<b>4,535.20</b>	<b>87.9</b>	<b>4,534.29</b>	<b>84.7</b>
2. Revenue from rental and services	238.4	6	347.4	6.7	766.68	14.3
3. Revenue from solar	37.3	0.9	278.4	5.4	54.51	1.0
<b>Total revenue</b>	<b>4,006.00</b>	<b>100</b>	<b>5,161.00</b>	<b>100</b>	<b>5,355.48</b>	<b>100</b>
4. Other revenues	52.6		60.2		184.08	

## Marketing Policy of Sena Development Public Company Limited

The Company has set in place policies and strategies for boosting sales as follows :

### Production Strategy

The Company emphasizes customer-centered service provision. In the design of each project, the Business Development Department conducts an analysis into the needs of target customers together with the Research and Marketing Departments in order to obtain designs for housing, decorations, usage space and common areas that best meet the needs of every target customer group. Accordingly, the Company's design teams are extensively experienced in designing and decorating both horizontal and vertical projects. The Company has its own quality control teams for inspecting each stage of construction, while the Marketing and Sales Departments coordinate and hear the opinions of customers until work is delivered to customers. Subsequent to work delivery, the Company has policy for closely providing post-sale services in order to instill confidence that the Company is attentive to customers concerning any potential problems in the future. Furthermore, the Company has a 360°Service application based on the concept of "360° thinking" for all contract sales". This covers 24-hour online repair request acceptance service by SENA We Care, juristic person services for projects from Victory Property Management, contract sales via Living Agent and follow-up on solar energy production and energy conservation for homes under the SENA Solar House project.

### Marketing Strategy

The Company conducts research on customer needs, customer behaviors, travel and purchase decisions in existing project customers in order to compile a database on how to employ the right strategies and marketing media to reach target customers. Accordingly, this process relies on current social conditions and trends such as advertisements, public relations, online media, booth exhibitions, etc.

### Price Strategy

The Company has policy to set sale prices that are cost-effective for customers. In doing so, the Company surveys the prices of competitors in the same vicinity and sets prices that allow successful competition, but also provide more usage space or product differentiation such as by installing solar panels to cut costs and promoting environmental conservation for free. Moreover, the Company is aware of the limitations of middle-income customers who would like to live within Bangkok and the Metropolitan Region that form the target group, understanding that this group pays primary attention to prices in deciding where to purchase their houses. Thus, management potential and project development cost control has enabled the Company to offer worthwhile housing for target customers and effectively compete with the Company's competitors.

### Sales Promotion Strategies

The Company constantly organizes sale-boosting and promotion activities to stimulate customer purchase demand and accelerate decision-making. Promotions are available for selection by each customer group as appropriate in line with project statuses and economic conditions at the time in order to best meet the needs of target customers.

In addition, increased value is generated through the employment of solar energy technology to expand the real estate development business and create distinction as exemplified by the launching of the SENA Solar House project, in which every house and common area is equipped with solar panels to conserve energy and promote participation in environmental conservation among residences, to distinguish the project from others. Moreover, the Company provides post-sale services that boost confidence in customers interested in solar roof installations that the Company will take good care of them.

### **Distribution and Distribution Channel Strategies**

The Company primarily focuses on making sales through sales teams. The Company provides regular and continuous sales team training and has set in place clear policies and sales targets. The sales team for each project is composed of about three to four people who are trained to pay attention to every customer, ranging from providing basic information to customers who make contact by telephone and office visit to reservation and contract signing and house delivery and post-sale services. In each stage, information is recorded in the system to allow improvements and analysis about factors that influence the purchase decisions of customers in order to allow future sale strategies to be set.

## **State of the Market and Competition**

### **Overview of the Real Estate Business**

Bangkok might announce a new Bangkok comprehensive city plan (fourth revision) sometime in 2020 at the latest. The plan's main concept is to seamlessly connect Bangkok with surrounding provinces with many adjustments to city plan color codes in numerous areas to increase land utilization benefits and enhance city development effectiveness, particularly in areas along the new electric train routes to be opened for service in 2019 and 2020 such as the expanded green line, the purple, pink, yellow and other lines. With this plan, low-density residential areas (yellow areas) will be reduced from around 438 square kilometers to about 394 square kilometers. On the other hand, medium-density residential areas (orange areas) will be increased from 248 square meters to about 346 square kilometers. However, there will be little changes to high-density residential areas (brown areas) and commercial areas (red areas) will be expanded by about 9%.

The color changes in the city plan will facilitate the development of new residential projects in such places as areas on the Thonburi side of the city, Taling Chang, north Bangkok, Chatuchak, Lat Phrao, Min Buri and Rama IX as follows :

- For north Bangkok, the areas along Vibhavadi-Rangsit Road, Pahonyothin Road, Rachayothin Intersection, the five-way Lat Phrao intersection and Chatuchak will be reclassified from medium-density into high-density residential areas.
- The areas along the yellow rail line that cuts across Lat Phrao and Wang Thong Lang will be reclassified from low-density to medium-density areas.
- Striped-green or rural and agricultural preservation areas in Taling Chan will be reclassified into low and medium density residential areas.
- About 100,000 rai in Min Buri, Nong Chok, Khlong Sam Wa and Lat Krabang north of Suvarnabhumi Airport will be reclassified from striped-green to green areas to allow for the development of single homes.
- The areas along Rama IX Road and the cultural center will be reclassified into new central business districts (CBDs) as commercial and high-density residential areas covering Sutthisan electric train station and Huai Khwang .

In addition, the areas near the new transport centers, namely, Bang Sue Station, Makkasan Transport Center and Taksin-Wongwian Yai Transport Center will be reclassified from government areas (blue) into commercial and high-density residential areas.

Bangkok aims to support and expansion of development along the transportation routes in new areas at the city's outskirts into the city such as Min Buri, Saphan Mai, Bang Khae, Lat Krabang, Taling Chan, Bang Khun Thian, Bang Na-Srinakarin and Nong Chok.

In addition to Bangkok, Samutprakan will also benefit from the expanded green electric train line in the east and purple and yellow lines in the future. City plans also exist for improvements along the Bang Na-Trat Road to ensure consistency and facilitate further development. At the present, the Bearing-Kheha mass transit system in Samut Prakan has already launched service with 13 kilometers of distance over nine stations, and the purple line from Tao Poon to Rat Burana and the yellow line from Lat Phrao to Samrong will be open for service within the next one or two years.

As for the real estate development trends in 2019 and onward, major entrepreneurs might shift toward developing more mixed use and developed housing or both horizontal and vertical projects to meet new demands such as elderly homes and energy-conserving homes with increased emphasis on developing products for the middle-upper markets. However, there are still opportunities for entrepreneurs to develop residential apartments along the new and yet-to-be opened electric train lines where supply is still low such as along the expanded green line, pink line, yellow line and others.

Although the Bank of Thailand announced a new set of criteria for governing residential housing loans, release of housing loans in 2018 continue to be rapidly expanding. Latest data at the end of the third quarter of 2018 shows that commercial banks, government banks and other financial institutes altogether granted as much as 510,000 million baht of housing loans nationwide. This is an increase of nearly 20 percent when compared to the same period from the preceding year. With that said, commercial banks have released about 291,000 million baht of housing loans, an increase of about 16 percent when compared to the same period of the preceding year, while government banks released about 161,000 million baht of housing loans, an increase of about 36 percent when compared to the same period from the preceding year. Thus, new housing loans for the entire system for the first three quarters of 2018 value more than the entire total for 2012 and nearly as much as for 2013 or five years ago, which indicates recent positive growth in the housing market, since about 90 percent of order consumers who purchase housing seek loans from financial institutes.

The housing market in the Bangkok Metropolitan Region continues to experience superior growth to provincial markets. This is because there is still a consistent influx of people from the provinces into the areas surrounding Bangkok, whereby there were high population increases from 2014-2017. For example, population increases were 4.8 percent for Nonthaburi, 5.1 percent for Pathum Thani, 3.9 percent for Samut Prakan, 6.9 percent for Samut Sakhon and 2.3 percent for Nakhon Pathom. Although the population of Bangkok remains unchanged, housing needs within the Bangkok Metropolitan Region continues to increase each year.

### New Housing Projects in 2018

Overall in 2018, entrepreneurs opened more apartment units for sale when compared to the previous year. However, new developed housing offers have decreased. Nevertheless, retrospective data comparing between new offers and newly registered and constructed units (only in the Bangkok Metropolitan Region) indicate balanced numbers.

### Newly Constructed and Registered Housing Units in the Bangkok Metropolitan Region

Year	Horizontal Homes		Apartments	
	Newly Constructed and Registered	New Offers	Newly Constructed and Registered	New Offers
2010	47,000	54,300	59,900	65,900
2011	47,100	40,300	34,700	42,300
2012	46,600	39,700	78,400	62,900
2013	60,900	45,000	71,400	85,200
2014	58,400	45,200	75,100	73,100
2015	56,200	44,500	67,600	60,400
2016	53,700	49,700	65,200	55,900
2017	51,200	49,200	63,600	65,000
2018	52,000*	45,100	64,000*	73,200
<b>Beginning from 2010</b>	<b>473,100</b>	<b>413,000</b>	<b>579,900</b>	<b>583,900</b>

Source : Real Estate Information Center (except \*, which are estimates).

Remark : The information represent units of newly constructed and registered housing covering both those constructed by entrepreneurs and consumers (as horizontal homes).

## Land and Building Tax Act

The Land and Building Tax Act has passed consideration by the National Legislative Assembly and will become legally effective on 1 January 2020. However, the actual collection rates specified by the act for housing are very low and, therefore, should not impact consumers. In addition, primary houses valued within 50 million baht will receive full tax exemption and subsequent houses that value within 50 million baht will be taxed by only 200 baht per million. For example, if a person owns two homes valuing five million baht each, the person would be required to pay only 1,000 baht in taxes per year. In general, the value that has to be paid is lower than common fees that are charged each month.

Nevertheless, the Land and Buildings Tax will greatly impact people who own vacant and utilized lands. Therefore, the aforementioned people will be selling the aforementioned lands and increase land supply in the market and provide some relief to rising land costs and make it easier for entrepreneurs in the development business to procure land for development.

### **As for other aspects, the market currently has the following positive factors :**

- The drive for the development of several mass transit routes within the Bangkok Metropolitan Region covering new electric train lines such as the orange, yellow, pink and extended northern green (Mochit-Khukot-Lamlukka) and southern green lines (Bearing-Samut Prakan) is creating several new electric train stations and connection points and is opening up many new areas for developed housing and condominium projects for both entrepreneurs and consumers.
- The development of road traffic networks by plans of the Bangkok Metropolitan Administration, Department of Highways, Department of Rural Roads and Expressway Authority of Thailand has led to the construction of new roads or widening of main, secondary and alley roads including the connection of roads, lanes and alleys, leading to the creation of new areas for project development.
- Thailand's GDP is somewhere around 4.0 percent per year, which is sufficient for growth in the housing market.
- The prices of agricultural products are increasing. As a result, the purchasing power of provincial consumers dependent on agricultural products has increased. This indirectly benefits the housing market.
- The rising interest rates in the United States will also lead to a rise in interest rates in Thailand. Consequently, consumers will make house purchase decisions more quickly.
- Government banks continue to increase release of housing loans in line with the government's policy. This facilitates trade and transfers of proprietary rights in housing.
- The economic growth of neighboring countries in the ASEAN Economic Community, especially CLMV countries (Cambodia, Laos, Myanmar and Vietnam) is creating both commercial and residential real estate supply opportunities in Thailand.
- The serious drive and policy to develop the Eastern Economic Corridor (EEC) of the government will benefit the real estate industry in Chonburi, Rayong and Chachoengsao. Accordingly, Chachoengsao is adjacent to the eastern parts of the Bangkok Metropolitan Region.
- The general election will increase the confidence of entrepreneurs and consumers.

**At the same time, however, the housing market is influenced by several negative factors such as the following :**

- Household debts among consumers remain high despite a decreasing trend. As a result, heavy-indebted consumers are unable to make housing purchases.
- Land prices are continuously increasing. The land market is still the seller's market. High prices lead to high housing unit production costs.
- Commercial banks are strict about releasing loans. The rate of loan rejection is rather high.

The Company operates a real estate development business for the sales, rent and provision of comprehensive housing services. In operating this business, there are potential impacts stemming from internal and external risk factors. However, the Company is concerned about the prevention of the aforementioned risks. Therefore, risk assessment and risk prevention measures have been set in place to cover every risk aspect. Moreover, detailed consumer behavior studies are conducted in order to research the needs of specific target customer groups such as location, project format, home design and prices. These studies are carried out both before and during project implementation in order to effectively minimize risks from changes in consumer behaviors and achieve sales projections with the least discrepancies while reducing risks from liquidity problems and ensuring that the Company's investments are used effectively in project developments. Accordingly, the risks that might occur and impact business activities are as follows :

### **Risks from Competition in the Real Estate Development Business**

The Bank of Thailand has revised its criteria governing housing loans to set measures to prevent system risks. The new criteria set by the Bank of Thailand will apply to housing loan contracts created as of 1 April 2019 and onward. However, exceptions are granted to prospective purchase-sale and down payment contracts created before 15 October 2018.

#### **The criteria for housing valued under 10 million baht are as follows :**

- If the loan contract is for a first home, the minimum down payment remains unchanged at 0-10 percent (5% for developed housing and 10% for apartments).
- If the loan contract is for a second home (in cases where payments for the first contract have not yet been completed), if the payments for the first contract have been ongoing for at least three years, the down payment is to be 10 percent, but if the payments for the first contract have been ongoing for fewer than three years, the down payment is to be 20 percent.
- If the loan contract is for a third home or more (in cases where payments for other contracts have not been completed), the down payment is to be 30 percent.

#### **The criteria for housing valued 10 million baht and over are as follows :**

- The down payment for first and second contracts is 20 percent.
- The down payment for third contracts and over is 30 percent.

**For top-up loans,** the loan limit will include top-up loans using the same bond, except for mortgage-reducing term assurance (MRTA) loans. The life insurance projects the loans of loan takers, even if events affect the life of loan takers such that they are unable to continue housing loan repayments. In such cases, the insurance company will pay debts on their behalf.

#### **The new criteria for governing housing loans will apply to the following :**

- Loan takers for second homes (if payments for the first home are incomplete).
- Loan takers for third homes and over (if payments for the first two homes are incomplete).
- Loan takers for homes valuing 10 million baht and over.

#### **However, the new criteria for governing housing loans will not impact the following :**

- Loan takers for first homes that value under 10 million baht.
- Loan takers for second homes (if payments for the first home are incomplete).
- Loan takers for third homes and over (if payments for the first two homes are incomplete).
- People who refinanced the first home in order to lower interest rates (for loan takers with payment obligations for one home).
- Loan takers who constructed houses on their own land to avoid debts.
- Loan takers who enter prospective purchase-sale or down payment contracts before 15 October 2018.
- People who take housing loans before 1 April 2019.



Judging from the aforementioned conditions in detail, the new criteria by the Bank of Thailand should only affect some buyers and not impact first home buyers at all. There will only be impacts on second and third home buyers and over provided that they have existing payment obligations to their first and/or second homes.

The business impacts on entrepreneurs in the housing sector in 2019 will create a good housing purchase-sale direction for the first quarter of the year resulting from prospective housing buyers from before 1 April 2019. Later on, financial institute loans will be based on the new criteria and conditions.

After the first quarter, the housing market is expected to experience a slow-down in the second quarter. This is partly due to the rush to make purchases and sales in the first quarter as already stated above and partly due to the long holidays that normally occur in April. Nevertheless, the general election scheduled to occur in March 2019 before the end of the first quarter might cause funds from election campaigns to spill over. And if velocity of money increases several times, economic circulation will increase and support the housing market. In addition, the general election will also improve the image of Thailand and increase international acceptance, which should lead to a better international trade and investment atmosphere.

In the second half of 2019, confidence levels will depend on the election's outcome, which will reflect the stability of the new government. Strong support for the new government and the royal coronation ceremony should boost confidence in the business sector, which includes housing business entrepreneurs, financial institutes that grant housing loans and home buyers. Consequently, the overall housing and real estate market condition will be good.

However, the International Monetary Fund expects the global economy in 2019 to be more sluggish than 2018, with growth dropping to 3.5 percent before increasing to 3.6 percent in 2020. This projection is the same as estimates by the Bank of Thailand. Accordingly, international factors such as the ongoing trade conflict between the United States and China and political instability in Europe might negatively impact Thailand's export sector.

Meanwhile, Thailand is expected to experience 3.8-4.0 percent of growth in 2019. This is less than the 4.2 percent growth achieved in 2018. Nevertheless, expectations are placed on domestic public and private sector investment spending and economic stimulus measures to facilitate recovery of income and household consumption.

In the past, entrepreneurs in the housing development business produced large numbers of residential units. However, if the government expedites the ongoing construction of transportation public utilities and mass transit systems and rapidly complete them for service, the housing sector will continue to be influenced by positive factors resulting from continuous movements of people into new communities created due to the aforementioned developments.

At the same time, however, entrepreneurs in the development business continue to compete aggressively and overall land prices continue to rise with land being increasingly difficult to procure. Therefore, the Company has to continue paying attention to management with emphasis on adapting to market conditions, conducting market research, studying city development directions, analyzing consumer demands, assessing competitors and adjusting work processes to continuously meet customer needs with quality.

Furthermore, the Company controls risks from competition by developing ongoing and future projects in high-potential areas in terms of location in order to meet the needs of customers in various price ranges. The Company has developed both developed housing and condominium projects to provide good quality of living, good environment, happy society and families together with modern amenities and travel convenience.

The Company will continue to develop projects with new housing innovations such as by creating designs that allow customers to fully utilize their space, providing shade and using renewable energy in line with guidelines for pollution reduction and conservation of good environment. The Company also strives to raise awareness in consumers about housing brands, promotes good impressions in the Company's services to boost confidence and regularly conduct customer satisfaction surveys.

Furthermore, the Company studies other innovations that can be applied to the housing development business such as commercial real estate projects, solar energy projects and others, and the Company develops the Company's personnel at all times in order to create and develop the best housing products and services for current and target customers.

## Risks from Fluctuations in Construction Material Costs

In addition to land prices, the primary factors that are important to the real estate development business are construction costs. These factors impact the Company's business activities, whereby the Company's construction costs are primarily composed of construction material and labor costs. Construction material prices adjust in line with supply and demand situations in the global market and domestic construction, together with minimum wage adjustments. These factors impact the Company's future construction costs.

When 2018 was compared with 2017, the construction cost index increased by 2.6 percent (AoA). This was caused by a 7.6-percent increase in the costs of steel and steel products (round steel rods, smooth and ribbed, C-shaped steel, angle bars, I-shaped steel, H-shaped steel, gutter steel, steel wire, steel pipes, steel panels, fabricated steel grates, roll-up doors and nails) caused by increase in raw material costs (steel ore and scraps), a 2.6 percent increase in the costs of cements (Portland cement-mixed and white cement) resulting from price normalization due to high discounts aimed at boosting sales, a 2.1-percent increase in the costs of concrete products (pre-stressed concrete piles, pre-stressed concrete floors, prefabricated concrete beams, concrete water drainages, prefabricated concrete tanks and concrete sheet piles) consistent with cement and pre-stressed steel wire prices, a 1.5-percent increase in the demands of other construction materials in government construction projects (leveling sand, leveling soil, leveling late rite, mixing rocks, coarse sand, fine sand, crushed rocks, red bricks, aluminum and asphalt), a 1.4-percent increase in tiles (wall-floor tiles, PVC rubber flooring tiles and granite tiles), and a 1.0-percent increase in wood and wood products (walls, beams, frames, molds, door-window sills and doors and windows) caused by increases in the prices of imported wood.

Table Showing Price Indices of Construction Materials and Changes

Category	Weight Ratio	Index				Rate of Change		
		Dec 18	Nov 18	Dec 17	Mean	Dec 18/Nov 18	Dec 18/Nov 17	Jan-Dec 18/Jan-Dec 17
Overall Index	100.00	107.2	108.0	106.7	107.9	-0.7	0.5	2.6
Wood and Wood Products	6.45	118.1	116.7	116.5	116.8	1.2	1.4	1.0
Cement	12.60	105.3	105.3	104.9	105.2	0.0	0.4	2.6
Concrete Products	16.02	132.0	132.0	131.6	131.9	0.0	0.3	2.1
Steel and Steel Products	22.61	98.6	102.2	98.9	102.0	-3.5	-0.3	7.6
Tiles	6.78	103.3	103.3	99.8	101.9	0.0	3.5	1.4
Plastering Materials	3.55	108.3	108.3	108.1	108.2	0.0	0.2	-0.2
Sanitary Ware	2.07	106.8	106.8	107.2	107.0	0.0	-0.4	-0.6
Electrical and Plumbing Equipment	12.48	92.1	92.0	92.5	92.6	0.1	-0.4	-1.3
Other Construction Materials	17.42	114.0	114.0	113.0	114.2	0.0	0.9	1.5

(Source : Office of Economic Indices, Office of the Permanent Secretary, Ministry of Commerce)

Regardless, continuous growth is still expected in 2019 because bidding for several infrastructure projects will be expedited to rapidly enable construction. In addition, private sector investment is expected to improve despite impacts from interest rate increases that came into effect in December 2018 and caused consumers to delay decisions somewhat in response to having to deal with increased home payment installment burdens.

The Company has guidelines in place for dealing with the aforementioned risks. Hence, products are purchased in sufficiently large quantities to allow price negotiations. Furthermore, as examples, cements, concrete and tiles are designed such that the same materials from the same brands are used in order to lower material purchase costs. As for steel, when prices are low, the Company will submit orders and specify quantities and orders in advance with dealers in order to cut costs. Moreover, trade allies are sought to reduce risks from price fluctuations.

## **Risks from Stringent Control of Release of Minor Housing Loans by Commercial Banks**

Since the end of 2014, household debt has become a main problem for the national economy, including the real estate sector. Because houses and condominiums are expensive products, the majority of customers who purchase residential condominiums in projects developed by the Company had to seek loans from financial institutes. If financial institutes increase their stringency in loan considerations, the Company's revenue will directly be impacted, and more of the Company's products will remain in inventory. Consequently, marketing, sales and maintenance expenses will increase and indirectly add to the Company's costs. Moreover, increased inventory can also indirectly impact financial capital through loss of capital and funds to inventory.

In 2018, the overall economy was yet fully recovered. As a result, there continues to be effects on real estate investment confidence along with the purchase decisions and loan applications for new housing and maintenance of existing housing. In addition, household debt remains high. This poses a significant limitation in creating new debts and in debt repayment capabilities. As a result, commercial banks are still strict about releasing housing loans.

Accordingly, the Company has measures in place to screen minor buyers or to pre-approve housing and residential condominium reservations in order to reduce problems from canceled purchases due to failed loan applications, which causes loss of sale opportunities.

## **Risks on Liquidity and Access to Financial Sources**

The real estate development business requires a large amount of investment capital, whether for land purchases, land development, construction or sales. These activities all require heavy investment and the Company will not receive returns until large payments are made for sales prices on proprietary rights transfer dates, which only happen after construction has finished. Furthermore, the Company requires at least one or two years to carry out its projects, depending on their sizes. Hence, the Company has risks associated with management of liquidity and access to the capital that is necessary for business activities.

The Company and its subsidiaries give importance to managing financial liquidity through careful business practices throughout project development considerations, selection of investment land and project feasibility studies and pays attention to every important detail of each project in order to ensure success. Furthermore, in addition to obtaining funding through the capital market, the Company has good relations and is well-trusted by many financial institutes, which have always provided good financial support in the form of pre-finance loans, which the Company always has for every project. In addition, the Company has many other options by which funds could be procured, such as debentures, short-term bills of exchange, etc.

In addition, the board of directors has clear capital management policy and manages financial risks to lower risks that might impact the Company's activities and financial position. The Company supervises and monitors management to ensure continuous reporting of performance and has plans in place for handling situations in which financial problems are likely to occur, with equal consideration to fairness to all stakeholders. In addition, care is taken to ensure effective management of liquidity to ensure that the Company is ready to repay creditors on time in cases of emergency as well as when the Company suffers from liquidity crises. Furthermore, in the event that the Company will be unable to fulfill its obligations, the Company will inform creditors and seek solutions as well as ensure that creditors receive correct and complete information.

## **Risks from a Shortage of Contractors**

Entrepreneurs have many real estate development projects planned, in addition to several large public utility projects. Furthermore, there are many real estate developers in 2018, both listed and unlisted on the Stock Exchange. In addition, the expansion of investment in basic infrastructure for public transportation of the government in both ongoing and new projects requires a large number of contractors and labor. As a result, there is a shortage of contractors that might delay the Company's construction projects from completing on schedule.

Meanwhile, the housing construction investment trend in the private sector in 2019 continues to gradually improve. Housing construction projects will expand along the many railway lines, and entrepreneurs continue to constantly make real estate development plans, while labor shortage is still not severe. Although government projects are experiencing a high level of growth, private projects are recovering more slowly. In addition, contractors are adopting more new construction technologies such as pre-fabrication, which decreases dependence on labor.

In any case, in order to minimize the aforementioned risks, the Company has selected a number of contractors that meet quality specifications and continues to employ them regularly and continuously to ensure that the aforementioned contractors have business security and are willing to work with the Company in the future. Furthermore, daily fines are set for contractors in order to ensure that construction follows set schedules.

### **Risks from Procurement of Land for Development**

At present, plots of land for development of residential condominiums at suitable locations, prices and sizes are in shortage. Otherwise, they exceed prices that would allow projects to be developed under the the Company's guidelines and meet key target groups. While current and future increases in mass transit systems are opening up new areas for residential condominiums, intensifying competition has caused land prices in every location to rapidly increase. Therefore, lack of effective management and preparations can lead to future project development problems.

The Company does not have policy to engage in land banking and does not have clear project construction plans because doing so would create a financial burden on the Company, which can affect the Company's liquidity. Throughout the past, the Company has purchased land only after the Company has conducted a study and was confident about the potential of the location. Therefore, the Company is at risk for having to purchase land at higher prices that those preferred by the Company, or the Company might be unable to purchase all lands asintended, or the Company might not be able to purchase any land at all. The purchase prices of land in the market reflect the Company's housing prices. However, because the Company gives priority to locations that have high potential for growth in land prices, the Company's target customers frequently gain benefit from increases in land prices after their purchases, thus giving the Company better sales opportunities than competitors.

Furthermore, ongoing project developments have made land brokers glad to sell to the Company, because the Company always needs more land. In addition to establishing good relations with land brokers, the Company also directly purchases land from land owners.

### **Risks from Natural Disasters , Accidents and sabotage**

Natural disasters, accidents and sabotage, although are infrequent, can cause damage by disrupting business and impacting the Company's cash flow and profitability. Therefore, the Company has procured insurance that covers natural disasters, accidents and sabotage for every project under the Company's management in order to prevent financial damage. In addition the Company has created a business continuity plan to ensure continuous emergency management and business planning to accommodate and reduce impacts caused by emergencies and crises that might occur to the Company.

### **Risks from the Influence of Major Shareholders on Management Policies**

The Company has the Thanyalaksapak family as its major shareholders with total shareholding accounting for a total of 49.42 percent of the Company's registered and paid-up capital (information as of 28 August 2018). Hence, the Company and/or minor shareholders are at risk for almost total control by major shareholders in the resolutions passed at shareholder meetings, with exception only for issues where laws or the Company's regulations require the approval of three-fourths of all votes at shareholder meetings. Furthermore, major shareholders are influential in the specification of the Company's management policies, since their shares amount to more than half of the Company's shares and they are also directors on the Board of Directors.

Nonetheless, the Company has a counter-balance policy and has established the Audit Committee composed of four independent directors and three additional independent directors for a total of seven independent directors outside the Company's 12 directors. Furthermore, the Chairman of the Audit Committee is not the Chairman of the Board of Directors. This increases effectiveness and transparency, as management is subjected to screening by the Company's control and audit system and counter-balance to the Company's Board of Executives. Therefore, the Company is confident that every shareholder and stakeholder will be treated equally and fairly.

## **Risks from Loss of Share Value**

In 2018, the Company issued and offered warrants for the purchase of the Company's ordinary shares to the Company's and/or subsidiaries' executives and employees for the seventh time (SENA-WG) at no more than 2,500,000 units, the eighth time (SENA-WH) at no more than 1,100,000 units, the ninth time (SENA-WI) at no more than 3,200,000 units, and the tenth time (SENA-WJ) at no more than 4,150,000 units at no charge. Therefore, ordinary investors who reserve shares might be vulnerable to risks from loss of share prices subsequent to trade in the stock exchange. In other words, the aforementioned issuances and offerings of warrants to the Company's and/or subsidiaries' executives and employees that are purchased by ordinary investors can create risks for loss of profit shares or voting rights in existing shareholders (control dilution) and loss of share value (price dilution) when rights warrants are exercised. If the rights of all 26,000,000 warrant units are exercised, the profit share and voting rights of existing shareholders will decline by 2.23 percent, while share value would decrease by 0.45 percent.

## **Risks from Dependence on Major Customers in the Power Plant Business**

The Company's solar farm and solar rooftop businesses generate electricity for sale to only two major customers, namely, the Metropolitan Electricity Authority and the Provincial Electricity Authority. All electricity generated by the Company's group is purchased by the aforementioned authorities. However, the Company's group has a 25-year power purchase agreement for the aforementioned businesses, and the government supports alternative electricity production. Furthermore, the Company is strict about following all specifications in the power purchase agreement.

## **Risks from Operational Faults Violating Regulations**

The development of residential condominium projects involves numerous laws, is complex and is associated with several agencies. Therefore, lack of thoroughness and care can lead to massive damage to the Company in such forms as incorrect land purchases, constructing buildings that fail to meet regulations and others.

Nevertheless, the Company continuously studies and monitors potential changes in regulations in preparation for making changes to real estate development projects consistently with changes that occur. In addition, the Company continuously studies market conditions. With these preparations, the Company is certain that the Company will not be impacted or will receive only minor impacts from regulation changes.

## **Risks from Corruption**

The real estate development business mainly has corruption risks concerning purchase of land for project development and the process of hiring construction contractors for projects. Without a sufficiently thorough verification system, damage can occur to the Company. In addition, corruption is currently a major national problem that requires cooperation from every party in order to be corrected. Since the real estate business is associated with large numbers of government agencies, it is naturally vulnerable to corruption that might be committed in order to gain special privileges that violate regulations or gain conveniences or speed. Hence, the Company takes all actions strictly in compliance with regulations and procedures in order to reduce gaps in the interpretation of the law.

## Legal Disputes

As of 31 December 2018, the Company is the defendant in a total 8 court cases, with damages for each case not exceeding 5 percent of the shareholders' equity and has no material adverse impact on the operation of the Company's business.

## 1. The Company's securities

As of December 31, 2018, the Company has registered capital of Baht 1,446.15 million Baht, with the paid-up capital of Baht 1,420.88 million Baht which classified to 1,420.88 million Baht ordinary shares at the par value of Baht 1 per share.

## 2. Shareholders

### 2.1 Shareholders

The Company has compiled a list of shareholders as of August 28, 2018 by book closing according to Securities and Exchange Act section 225.

The Company has shareholders held more than 0.5% of the paid-up capital of 17 persons, representing of 75.18% of the paid-up capital. The minor shareholders held not exceeding of 0.5% of the paid-up capital and not less than 100 shares of totaling 4,194 persons or representing of 24.82% of the paid-up capital. The top ten major shareholders (including related persons under Section 258 of the Securities Exchange Act, B.E. 2535) as follows :

#### 1) Major Shareholders

Shareholder's Name	Share Holding	
	Total shares	(%)
1. Mr.Theerawat Thanyalakpark	206,704,822	14.55
2. Ms.Kessara Thanyalakpak	202,765,278	14.27
3. Ms.Umaporn Tanyalakpark	162,527,871	11.44
4. Ms.Sriwarat Thanyalakpark	130,118,549	9.16
5. Mrs.Supaporn Junseriwittaya	129,500,000	9.12
6. Mrs.Jindachaya Denpaisal	56,555,821	3.98
7. Mr.Nattachat Kumsiritrakul	30,800,000	2.17
8. Mrs.Srianong Keeratiwaranont	24,118,900	1.70
9. Mr.Pipat setthalikhit	20,700,000	1.46
10. Thai NVDR Company Limited	19,516,557	1.37
11. Minor shareholders	437,329,362	30.78
<b>Total</b>	<b>1,420,637,160</b>	<b>100.0</b>
<b>Registered Capital</b>	<b>1,446,152,603.00</b>	<b>Baht</b>
<b>Issued and Paid-up Capital</b>	<b>1,420,637,160.00</b>	<b>Baht</b>

#### 2.2 The major shareholders who have significant influences on the Company's management policy or operation.

-None-

#### Limited of Foreigner Shareholder

The foreign shareholders can hold shares of the Company not exceeding of 35.00% of the issued and paid-up capital. As of August 28, 2018, the shares of the Company were held by foreign shareholders at 1.88%.

### 3. Dividend Distribution Policy

The Company and its subsidiaries has a policy to pay dividends at least at 40% of net profit after corporate income tax of each year of the Separate financial statements. The dividend payment would take into consideration the following factors, e.g. results of operation and financial status of the Company, liquidity of the Company, business expansion and other factors related to the Company management. Such dividend payment must be approved by the Board of Directors or the shareholders' meeting (as the case may be).

#### The Details of Dividend Payment of the Company for the past 5 years

(Baht)

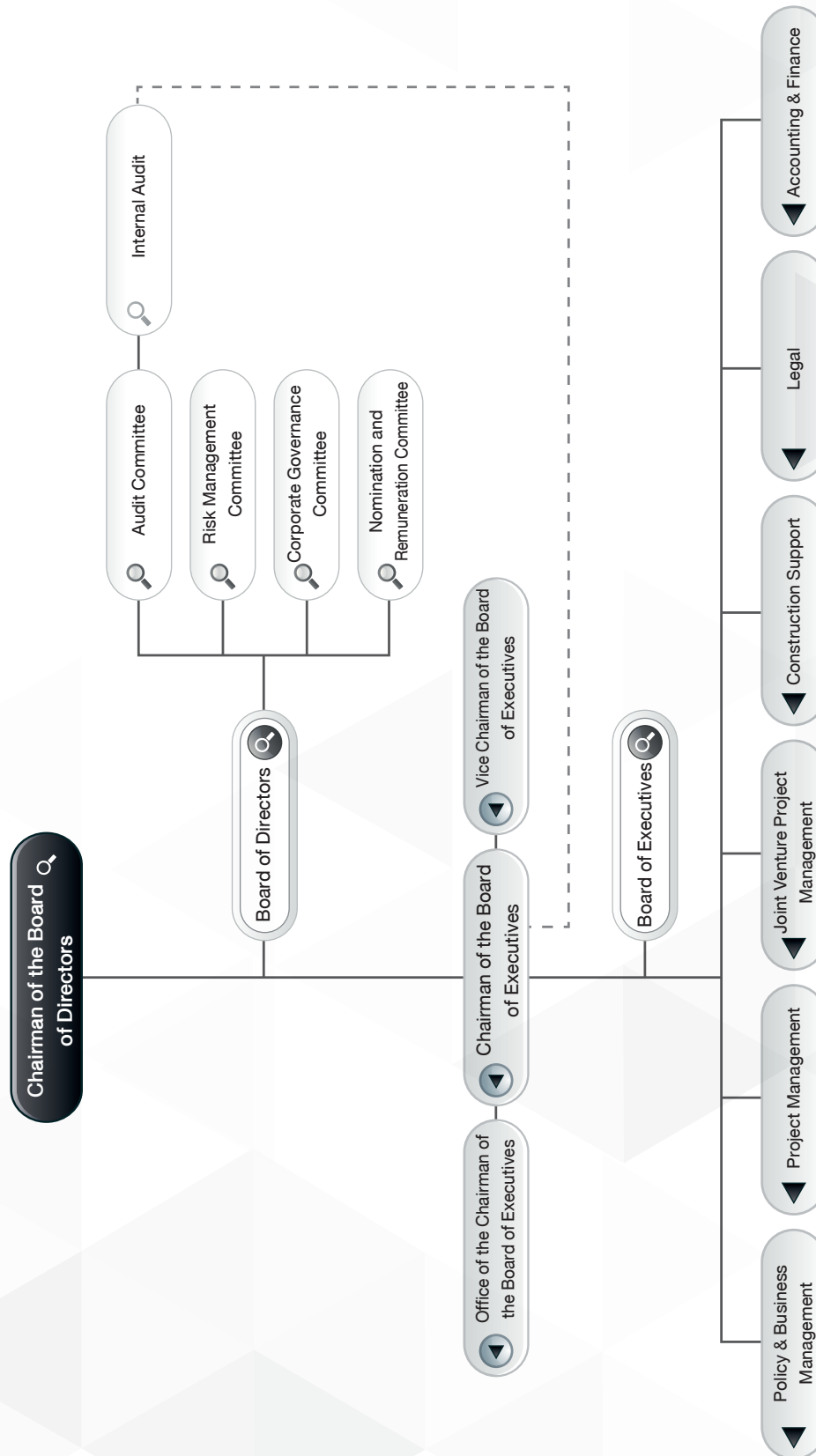
Details of Dividend Pay	2017	2016	2015	2014	2013
Net Profit (Baht) (Major shareholders' equity)	714,971,097 <sup>(1)</sup>	641,550,269 <sup>(1)</sup>	211,889,218 <sup>(1)</sup>	392,725,409	269,744,851
Net Profit/Share (Baht)	0.60 <sup>(1)</sup>	0.66 <sup>(1)</sup>	0.25 <sup>(1)</sup>	0.54	0.38
Number of shares	1,185,731,853 <sup>(2)</sup>	1,142,403,982 <sup>(2)</sup>	864,089,939 <sup>(2)</sup>	725,923,291	714,704,825
Dividend Payment per share (Baht : share)	0.24455	0.26709	0.100883	0.238096	0.151
Total Dividend Payment (Baht)	297,043,330.78	305,026,383.04	101,651,404	178,338,179	107,920,428.58
Dividend Payment Ratio (%)	41.54	47.55	48.0	45.4	40.0

**Remark :** <sup>(1)</sup> In 2015-2017, it showed net profit/ profit per share from the separate financial statement.

<sup>(2)</sup> Number of share weighted



## Organization Chart



## Scope of duties and responsibilities

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:

### 1. Board of Directors

As at December 31, 2018, the Company had 12 directors comprising :

1. Mr.Vichien	Ratanabirabongse	Chairman of the Board of Directors and Independent Director
2. Mr.Kamol	Thammanichanond	Director and Independent Director
3. Mr.Pramote	Chotmongkol	Director and Independent Director
4. Mrs.Duangphorn	Sucharittanuwat	Director and Independent Director
5. ProfessorChaiyos	Hemaratchatha	Director and Independent Director
6. PoliceGeneralAchirawit	Supanpesach	Director and Independent Director
7. Mr.Samma	Keitasin	Director and Independent Director
8. Mr.Theerawat	Thanyalakphark	Director
9. Miss Benyalak	Thanyalakpak	Director
10. Miss Kessara	Thanyalakpark	Director
11. Mrs.Weraporn	Chisiriyasawat	Director and Company Secretary
12. Miss Umaporn	Tanyalakpak	Director

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

Any two of Mr. Theerawat Thanyalakphark or Miss Benyalak Thanyalakpark or Miss Umaporn Tanyalakpark or Miss Kessara Thanyalakpark to sign together 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 and approve major policies on business operation, such as corporate governance policy, risk management policy, and anti-corruption policy, and appoint subcommittee to monitor such policies
3. Consider approving business policies, targets, operation plans, business strategies and annual budgets;
4. 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;
5. Consider electing executive directors from directors of the Company and determine scope of their power, duties and responsibilities;

6. 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;

7. Consider determining and amending the list of directors authorized to bind the Company;

8. 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;

9. 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;

10. 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;

11. Ensure the presence of an appropriate and adequate internal control system and monitor the effectiveness of internal control in line with accepted standards such as that of the Committee of Sponsoring Organization (COSO) and by disclosing the sufficiency of the internal control system and audit reports in annual reports.

12. Specify information technology management policies and measures to maintain the security of information technology systems in line with accepted standards within the industry and conduct reviews and make improvements to ensure consistency and appropriateness in regards to information technology risks.

13. Supervise and ensure the preparation and disclosure of correct, complete and timely financial information that reflect business performance and financial position and which comply with accounting standards set by laws governing accounting, including the disclosure of various other important information of the organization correctly and fully in line with relevant regulations and practice guidelines.

14. 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.

15. Promote the appropriate development and implementation of innovations and technologies in order to ensure effective business operation and resource utilization for the mutual benefit of the Company, trade partners, stakeholders and society.

16. Promote the Company to maintain financial security in order to ensure continuous business operation.

17. New directors receive introductions on the organization's overview, the Company's operations, strategic plans, regular work plans, laws, regulations and ethics related to directors. High-ranking executives and the Company's secretary present the aforementioned information before any meeting in which there is a new director.

18. Promote directors and high-ranking executives to receive training and development in various forms such as seminar training, lectures and off-site work studies in order to increase knowledge and provide new and modern experience in line with changing circumstances for the benefit of work operations.

19. Ensure the presence of management and personnel development in the Company in order to continuously improve work knowledge and abilities.

The assignment of power, duties and responsibilities of the Board of Directors 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.

### Scope of Authority and Responsibilities for the Chairman of the Board

1. The chairman of the board is the person who summons board of directors meetings. In summoning a board of directors meeting, the chairman or a person assigned by the chairman will send meeting invitation letters to directors to schedule the board of directors meeting. Such notifications will be delivered to all directors at least seven days before each meeting date, unless the meeting is urgent. In addition, each notification must contain the meeting place, date, time and agendas for discussion.

The chairman of the board will chair meetings of the board of directors. Whenever it is necessary to cast a deciding vote at a meeting in which votes are evenly divided, the chairman can cast one additional vote to decide the matter under deliberation.

Moreover, the chairman will chair the Company's shareholder meetings and ensure that meetings follow the Company's regulations and set agendas and will cast a deciding vote in cases where the votes cast at the meeting of shareholders are evenly divided.

2. The chairman of the board is responsible for specifying the agendas of board of directors meetings through joint discussion with the chief executive officer to ensure that all key matters are included in meeting agendas.

3. Conduct board of directors meetings in line with relevant agendas, laws and good governance principles while also allocating sufficient time and encouraging every director to participate in discussion by expressing their opinions, exercising their judgement thoroughly and expressing comments freely about the contents of each meeting agenda to ensure conciseness and meticulousness.

4. Facilitate good relations between the board of directors and management.

5. Perform all other duties stipulated by laws to belong to the chairman of the board.

### Company Secretary

The Company has appointed Mrs. Weraporn Chaisiriyasawat to serve as Company Secretary under the regulations of the Securities and Exchange Commission, and the principle of corporate good governance of the Listed Companies. The scope of duties and responsibilities are as follows :

#### ***Scope of power, duties and responsibilities of the Company Secretary***

1. Prepare and keep the following documents :
  - a. Director registration;
  - b. Letters of invitation to attend the Board of Directors' meetings, minutes of the Board of Directors' meetings and annual reports of the Company;
  - c. Letters of invitation to attend shareholders' meeting and minutes thereof.
2. Keep reports on the conflicts of interests reported by the 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. The storage of documents and evidences referred to above shall mean to the storage with computer system or any other retrievable system without any changes in the content
  - a. Provision of information for resolution of shareholders' meeting;
  - b. Financial statements and reports on financial status and results of the Company's operation or any other reports 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 shareholders in general; and
  - d. Provision of information or any other reports 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, the Board's resolutions as well as shareholders' 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 Company Secretary vacates office or cannot perform his/her duties, the Board of Directors shall elect a new Company Secretary within ninety days of the date the former Company Secretary vacates office or cannot perform his/her duties.

## 2. Audit Committee

As at December 31, 2018, the Company had 4 members of the Audit Committee comprising ;

### 1. ProfessorChaiyos Hemaratchatha Chairman of the Audit Committee

2. Mr.Kamol Thammanichanond Audit Committee

3. Mr.Pramote Chotmongkol Audit Committee

4. Mrs.Duangphorn Sucharittanuwat Audit Committee

**Remarks :** The audit committee is composed entirely of independent directors, and two out of the four members, namely, Kamol Thammanichanond and Mrs.Duangphorn Sucharittanuwat are audit directors with sufficient accounting and financial knowledge to audit the reliability of the Company's financial statements.

The audit committee has a term of three years for each member, and Miss Ussanee Chaisongtho serves as the audit committee's secretary.

### 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 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;

3. Authorize work plans and budgets and evaluate the sufficiency of the internal audit agency's resources.

4. Audit the work of the internal audit agency in line with international standards for professional internal auditing and evaluate the effectiveness of the internal audit agency along with audit work results in line with authorized work plans. In addition, monitor progress in the reporting of audit results and use of resources in audited work.

5. 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 ;

6. 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 ;

7. Review the related 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 ;

8. Check and review as appropriate. Report on Anti-Corruption Measures. The Board of Directors has entrusted them with the oversight of the Audit Committee. According to the company's anti-corruption policies.

9. Examine information on assets in the possession of directors in cases where suspicions exist relating to violations of the Stock Exchange of Thailand's specifications concerning the acquisition and disposal of assets by directors and employees and whenever complaints are made by external parties or during other situations as appropriate.

10. 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 informatio :

- 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.

11. Undertake other matters as assigned by the Board of Directors with the approval of the Audit Committee.

### 3. Executive Committee

As at December 31, 2018, the Company had 5 executive directors comprising ;

<b>1. Mr.Theerawat Thanyalakphark</b>		<b>Chief Executive Officer</b>
2. Miss Kessara Thanyalakpark		Executive Director
3. Miss Benyalak Thanyalakpak		Executive Director
4. Mrs.Weraporn Chisiriyasawat		Executive Director
5. Mr.Pathomporn Tirana-swat		Executive Director

**Remarks :** The Executive Committee has a term of three years for each member.

#### 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; The anti-corruption policy in order to get approve from 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 advocate 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 Baht 3,000 million 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 other duties assigned by the Board of Directors. However, in the granting of such power to the Board of Executives, executives who have a vested interest or any conflict of interest or might have any conflict of interest with the Company and its subsidiaries shall not be entitled to vote on that matter. To approve any transactions which might have such conflict of interest may be carried out in accordance with the Notifications of the Stock Exchange of Thailand, about regulations, rules, procedures and disclosure of connected transactions of listed companies

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

#### 4. The Nomination and Remuneration Committee

As at December 31, 2018, the Company had 3 members of the Nomination and Remuneration Committee named as following ;

1. **Mr.Pramote Chotmongkol** Chairman of the Nomination and Remuneration Committee
2. Mr.Kamol Thammanichanond The Nomination and Remuneration Committee
3. Mr.Phadungchai Ketsuwan The Nomination and Remuneration Committee

**Remarks :** The Nomination and Remuneration Committee has a term of three years for each member.

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

1. Select a nominee 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. Present policies and rules on remuneration and other benefit for the company's directors and members of each committee.
4. Establish policies and rules on nomination of the Board of Directors, Sub-committee and Managing Director
5. Establish policies and rules on determining remuneration of the Board of Directors, Sub-committee and Managing Director to present to the Board of Directors and/or the General Shareholders Meeting for approval, as the case may be
6. Determine necessary and appropriate remuneration, both monetary and non-cash payment form, in order to motivate and maintain the Board of Directors, Sub-Committee, and Managing Director
7. Set up criteria and methods for evaluating performances of the Board of Directors, Sub-Committee, President, Director and Managing Director
8. Review the criteria and policy on selecting and determine remuneration and the payment system in compliance with responsibilities, the Company's performance, and market situations by mainly considering the Company's benefits.
9. Specify succession plans for directors, managers and high-ranking executives within the Company and review the aforementioned plans regularly every year.

10. Provide orientation for new directors and ensure continuous development and updating of knowledge in directors.
11. Perform other duties assigned by the Board of Directors

## 5. The Risk Management Committee

As at December 31, 2018, the Company had 4 members of the Risk Management Committee as following;

- |  |  |
|--|--|
| <b>1. Mr.Vichien Ratanabirabongse*</b> | <b>Chairman of the Risk Management Committee</b> |
| 2. Miss Kessara Thanyalakpark          | Risk Management corporate governance             |
| 3. Mrs.Weraporn Chisiriyasawat         | Risk Management Committee                        |
| 4. Mr.Pathomporn Tirana-swat           | Risk Management Committee                        |

**Remark :** \*According to the resolution of the Board of Directors' Meeting No. 1/2561 held on January 29, 2018, the resolution was passed to appoint Mr.Vichien Ratanaprapong Is in the position Chairman of the Risk Management Committee Mr.Thiravat Thanyaluck Resigned from the position of Chairman of the Risk Management Committee Effective from January 29, 2018.

The Risk Management Committee has a term of three years for each member.

### 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. Provide risk assessment processes by identifying major risks of business activities, as well as risk potential and effect of corruption, and risk response of the Management
3. Manage risks appropriately by providing control measures in any forms and prepare control and inspection plans based on risk issues so that executives and the Audit Committee will acknowledge, approve or enforce them as appropriation.
4. Provide risk assessment report together with overall risk management processes of the company.
5. Report the result of risk management of the company to the Company's boards of Directors in case that there are any factors or situation which might effect to the company or corruptions must be reported to the Board of Directors immediately.
6. Perform other duties as assigned by the Board of Directors.

## 6. Corporate Governance Committee

As of December 31, 2018, the Company established the Compliance Committee consisting of 4 members as follows;

- |                                    |   |
|------------------------------------|---|
| <b>1. Mr.Kamol Thammanichanond</b> | <b>Chairman of the Corporate Governance Committee</b> |
| 2. Mrs.Weraporn Chisiriyasawat     | Corporate Governance Committee                        |
| 3. Miss.Nitiya Ongraphai           | Corporate Governance Committee                        |
| 4. Mrs.Wannipha Wutthiwat          | Corporate Governance Committee                        |

**Remarks :** The Corporate Governance Committee has a term of three years for each member.

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

1. Consider, establish, review, and revise policies, manuals and practices on good corporate governance, code of conduct and employee ethics in alignment with international practices, presented to the Board of Directors for approval, including supervising compliance with such policies, manuals and practices on good corporate governance, code of conduct and employee ethics



2. Consider, establish, review, and revise policies, manuals and practices on Corporate Social Responsibility (CSR) to present them to the Board of Directors for approval, including supervising compliance with such CSR policies

3. Consider, establish, review, and revise policies and practices on anti-corruption and bribery to present them to the Board of Directors for approval, including supervising compliance with such policies and practices on anti-corruption and bribery

4. Report performances to the Board of Directors and/or Shareholders' Meeting

5. Perform duties or any actions assigned by the Board of Directors and in compliance with laws or regulations of governmental entities.

6. Consider and provide recommendations concerning processes in the evaluation of the board of directors' performance and create summaries of performance evaluation results for presentation to the Company's board of directors.

7. Consider and provide recommendations concerning the drafting of the Company's business governance development plans in line with the principles of good governance.

8. Provide consultation, recommendations and proposals concerning business governance to the Company's board of directors.

9. Appoint the working groups to assist in any operations of the Compliance Committee and knowledgeable and expertise independent consultants for giving advices and consultation, including assisting operations of the Committee

## 7. The Management

As at December 31, 2018, the Company had 5 members of the Management comprising;

1. Mr.Theerawat	Thanyalakphark	Chief Executive Officer
2. Miss Benyalak	Thanyalakpak	Deputy Chief Executive Officer
3. Mrs.Weraporn	Chisiriyasawat	Deputy Chief Executive Officer
4. Miss Kessara	Thanyalakpark	Deputy Chief Executive Officer
5. Mr.Pathomporn	Tirana-swat	Assistant Chief Executive Officer

### Scope of power, duties and responsibilities of Chief Executive Officer

1. Has the power to control the Company's management in 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 Baht 500 million per each transaction;

6. Consider the incurrence of obligations against the rights and properties of the Company with any parties, companies, firms or financial institutes 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 Chief Executive Officer referred to above will not include the power enabling Chief Executive Officer to approve any transactions in which he or any parties with possible conflicts of interest or any other conflicts 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 Baht 50 million per each transaction. If any transactions exceed Baht 50 million, such transactions must be approved by the Executive Committee of the Company, and if it exceeds Baht 500 million, such transaction must be approved by the Board of Directors of the Company.

### Board of Directors Meetings and Shareholding of the Directors and Executives

Board of Directors The meeting of the Board of Directors is scheduled. Advance all year Meetings are held at least 6 times a year. In addition, the Company may hold additional meetings as necessary. The agenda is clear. The agenda is to monitor the performance regularly. At each meeting, the invitation letter will be sent together with the meeting agenda at least 7 days in advance so that the Board has sufficient time to study the information before the meeting. In the meeting, the Chairman will allocate sufficient time for the Board to comment freely on any issues. In that matter. And the minutes were prepared. The system is stored. In addition, non-executive directors can also meet at their own discretion. The meeting will be held at least once a year to allow non-executive directors to discuss issues. The Board of Directors is responsible for the management of the Company. The policy is to set a minimum quorum at the time of the resolution to hold at least two-thirds of the total number of directors. Details of attendance of each director Summarized as follows:

### Details of the Board of Directors' meeting for the year 2018

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	Corporate Governance Committee	The Executive Committee
Mr.Vichien Ratanabirabongse	7/7			2/2		
Mr.Kamol Thammanichanond	7/7	7/7	4/4		2/2	
Mr.Pramote Chotmongkol	7/7	7/7	4/4			
Mrs.Duangphorn Sucharittanuwat	7/7	7/7				
Professor Chaiyos Hemarajata	7/7	7/7				
Pol. Gen. Achirawit Supanpesach	7/7					
Mr.Samma Keitasin	7/7					
Mr.Theerawat Thanyalakphark	7/7					32/32
Miss Benyalak Thanyalakpak	7/7					32/32

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	Corporate Governance Committee	The Executive Committee
Miss Kessara Thanyalakpark	7/7			2/2		32/32
Miss Umaporn Tanyalakpak	7/7				2/2	32/32
Mrs.Weraporn Chisiriyasawat	7/7					
Mr.Phadungchai Ketsuwan			4/4			
Mr.Pathomporn Tirana-swat				2/2		32/32
Miss Nitiya Songprapai					2/2	
Mrs.Wanipa Wuthiwatana					2/2	

#### Remunerations of Directors and Executives Management for the year 2018, ending on 31 December 2018

Director/Executive	Amount of shareholding on 31 <sup>st</sup> dec 2017	Amount of change during 2018	Amount of shareholding on 31 <sup>st</sup> dec 2018		
			self-owned	Related person <sup>(1)</sup>	Total
1. Mr.Vichien Ratanabirabongse	1,700,000	283,333	1,983,333	-	1,983,333
2. Mr.Kamol Thammanichanond	632,142	105,357	737,499	-	737,499
3. Mr.Pramote Chotmongkol	-	-	-	-	-
4. Mrs.Duangphorn Sucharittanuwat	-	-	-	-	-
5. Professor Chaiyos Hemarajata	-	-	-	-	-
6. Pol. Gen. Achirawit Supanpesach	413,264	68,877	-	482,141	482,141
7. Mr.Samma Keitasin	-	-	-	-	-
8. Mr.Theerawat Thanyalakphark	177,175,562	32,740,160	209,915,722	-	209,915,722
9. Miss Benyalak Thanyalakpak	1	-	1	-	1
10. Miss Kessara Thanyalakpark	173,798,810	28,966,468	202,765,278	-	202,765,278
11. Miss Umaporn Tanyalakpak	165,325	33,679	199,004	-	199,004
12. Mrs.Weraporn Chisiriyasawat	139,307,033	23,217,838	162,524,871	-	162,524,871
13. Mr.Pathomporn Tirana-swat	64,728	161,579	226,307	-	226,307

Related means a person or partnership under Section 258 (1) to (7) of the Securities and Exchange Act BE 2535;

## The Remuneration of the Directors and Executive

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

Remuneration to The Board of Directors has set policy and criteria for directors' remuneration. And various committees that are fair and reasonable. The Nomination and Remuneration Committee reviews Considering the appropriateness of compensation in accordance with the obligations. Responsibility assigned The performance of the Board of Directors is beneficial to the Company. It also compares with businesses of similar size and type. Consider the performance of the business environment. And the overall economy. The directors' remuneration has been regularly reviewed to reflect the business overview.

The remuneration of the Board is paid in the form of meeting allowances. This is in accordance with the resolution of the Annual General Meeting of Shareholders. The details are as follows

#### 1. Remuneration of the Board of Directors

Chairman	60,000 Baht per meeting
Independent Director	40,000 Baht per meeting
The Director and Company Secretary	10,000 Baht per meeting

#### 2. Remuneration of the Audit Committee

Chairman of the Audit Committee	40,000 Baht per meeting
Audit Committee	20,000 Baht per meeting

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

Management pay The Board of Directors The policy and criteria for executives' remuneration are defined as salaries, bonuses or other forms of compensation according to the results of the black market. The Company's operations And the performance of the management. The Nomination and Remuneration Committee will review the remuneration of the management. The compensation is appropriately determined. The structure of the remuneration of the Company and related to the performance of the Company. And consistent with performance (Performance Management) as well as practice. And standards of the same business group.

## The Remuneration of the Director

Table of Director's Remuneration of the Company as of December 31, 2018

Name of Directors	Meeting Allowance (Baht)						
	The Board of Directors	The Audit Committee	The Nomination and Remuneration Committee	The Risk Management Committee	Corporate Governance Committee	The Executive Committee	Total Remuneration
Mr.Vichien Ratanabirabongse	420,000.00			-			420,000.00
Mr.Kamol Thammanichanond	280,000.00	140,000.00	-		-		420,000.00
Mr.Pramote Chotmongkol	280,000.00	140,000.00	-				420,000.00
Mrs.Duangphorn Sucharittanuwat	280,000.00	140,000.00					420,000.00
Professor Chaiyos Hemarajata	280,000.00	280,000.00					560,000.00
Pol.Gen.Achirawit Supanpesach	280,000.00						280,000.00
Mr.Samma Keitasin	280,000.00						280,000.00
Mr.Theerawat Thanyalakphark	70,000.00					-	70,000.00
Miss Benyalak Thanyalakpak	70,000.00					-	70,000.00
Miss Kessara Thanyalakpark	70,000.00			-		-	70,000.00
Miss Umaporn Tanyalakpak	70,000.00			-	-	-	70,000.00
Mrs.Weraporn Chisiriyasawat	70,000.00						70,000.00
Mr.Phadungchai Ketsuwan๓			-				-
Mr.Pathomporn Tirana-swat				-		-	-
Miss Nitiya Songprapai					-		-
Mrs.Wanipa Wuthiwatana					-		-
<b>Total</b>	<b>2,450,000.00</b>	<b>700,000.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>3,150,000.00</b>

### The Comparison Summary of Committee' Remuneration in 2016 - 2018

Remuneration	2016		2017		2018	
	Number (person)	Amount (Baht)	Number (person)	Amount (Baht)	Number (person)	Amount (Baht)
Meeting allowance	11	1,080,000	12	1,950,000	12	3,150,000

Other non-monetary Remunerations : -None-

### Remuneration of the Executives

The Comparison Summary of Executives' Remuneration in 2016- 2018

Remuneration	2016		2017		2018	
	Number (person)	Amount (Baht)	Number (person)	Amount (Baht)	Number (person)	Amount (Baht)
Salary and Bonus	5	12,740,137	5	14,747,319	5	15,371,444

Other non-monetary Remunerations : -None-

## Personnel

### Number of Employees (excluding executives)

As of 31 December 2018, the Company has a total of 683 employees as follows :

Main Work Branches	No. of Employees (people) 2018	No. of Employees (people) 2017	No. of Employees (people) 2016
Office of the Chairman of the Board of Executives	5	4	5
Corporate Communication Division	23	21	16
Business Development and Innovation Division	5	5	5
Information Technology Division	10	10	6
Capital Allocation and Investment Division	4	3	6
Compliance Division	4	4	-
Office of Project Management	5	12	9
Sales Division	47	50	50
Marketing Division	20	22	14
Loans and Customer Service Division	22	19	11
Construction Division	80	69	75
Energy Business Division	20	28	-
Sales and JointVenture Marketing Division	6	5	-
Construction Support Division	41	36	29
Procurement Division	9	7	5
Human Resources and Administrative Division	33	31	25
Legal Division	26	18	15
Accounting and Finance Division	35	36	32
Rental Business Management Division	33	31	36
Pattaya Country Club Division	57	58	57
360-degree Post-sale Services Division	22	29	24
Juristic Corporate Administration Division	115	90	69
Office of Joint Venture Management 1	2	-	-
Joint Venture Construction Division 1	6	-	-
Office of Joint Venture Management 2	2	-	-
Joint Venture Construction Division 2	2	-	-
Joint Venture Project Development Division 2	3	-	-
Project Development Branch	7	-	-
Property Management Division	14	-	-
International Business Division	3	-	-
PPR and Consumer Complaints Division	4	-	-
Policy Management Division	4	-	-
Office of Joint Venture Financial Accounting	1	-	-
Joint Venture Financial Accounting Division	13	-	-
<b>Total</b>	<b>683</b>	<b>588</b>	<b>489</b>

- **Employee Remunerations and Remuneration Characteristics**

The company has established a policy for employee compensation that is consistent with the company's performance both short and long term. The compensation is in the form of a bonus and annual salary adjustments. In order to create motivation for the work of the employees to achieve the set goals, the BSC (Balance Scorecard) and Key Performance Indicators (KPI) are used as tools for managing remuneration according to performance, including other welfare arrangements.

The Company appropriately pays remunerations in line with the remunerations provided by other businesses in the same industry. In addition, the Company provides various benefits more than as required by the law. These include the establishment of the provident fund, diligence fees, bonuses for work that meet targets, overtime fees, annual health examinations, safe and hygienic work environment, promotion of activities in employees, loan benefits, scholarships for children of employees, prioritization of long-term personnel development, creation of opportunities and learning, employee capabilities development, etc.

Furthermore, the Company provides long-term incentives such as by the issuance and allocation of warrants to purchase the Company's ordinary shares to the Company's executives and employees as repayment for the work diligence, dedication and sacrifice of the Company's executives and employees as well as to promote morale and incentivize capable employees to continue working with the Company in the future.

A table summarizing remunerations for 2016-2018 are as follows :

(unit: baht)

Remuneration	2016	2017	2018
Salary	203,172,747.49	255,914,883.67	313,834,072.18
Social Security Fund Reimbursement	3,603,004.00	4,649,187.00	5,912,720.47
Compensation Fund Reimbursement	48,387.00	102,042.83	120,940.00
Provident Fund Reimbursement	1,773,747.00	2,863,807.00	3,387,510.87
Overall Benefits	6,061,060.49	8,369,328.34	9,153,247.72
Training and Seminar Fees	1,719,752.26	1,902,588.59	2,810,633.89
Remunerations by the Employee Stock Options Project	14,608,794.74	21,845,226.40	19,712,382.73
<b>Total</b>	<b>230,987,492.98</b>	<b>295,647,063.83</b>	<b>354,931,507.86</b>

- **Significant Changes in Number of Employees**

In the year 2018, the Company hired 95 additional employees to accommodate business growth.

- **Significant Labor Disputes over the Past Three Years**

-None.-

- **Human Resource Development Policy**

The Company is determined to become one of the leading real estate developers in Thailand. Thus, in striving for the aforementioned objective, the greatest resource is human resource. Therefore, the Company has set in place guidelines and objectives for human resources development and gives importance to boosting spirit and morale in employees with continuous consideration to improving benefits provided to employees as appropriate and provides training to enhance employee knowledge on every level on a regular basis. In 2018, the company set a training budget of Baht 3,033,150 to maintain efficiency and develop knowledge for employees continuously. In order to support the company's growth goals.

- **Survey of Employee Ties to the Organization**

Surveys of employee ties to the organization provide a tool by which employees can express their opinions about the factors and environments involved in their work. Accordingly, the Company surveys employee ties to the organization annually through employment of external companies to ensure accuracy, transparency and fairness and applies survey results in making improvements and developments in order to support employees in experiencing work satisfaction and work to the fullest extent of their abilities.

The results of the Employee Engagement Survey of the year 2018 had an average score of 4.00 from the full score of 5. Which increased from the previous year, with an average of 3.91. It shows that, the company recognizes the importance of every employee. In the past, such as improving and increasing various welfare, personnel development policy in every area In promoting good people and talented people to progress. Therefore sent to the employees of the company that everyone has a positive attitude and feeling towards the organization. Which human resources with love, commitment to the organization will be an important force that will lead to the growth of the company.

- **Human Resources Development and Promotion of Readiness**

In 2018, the Company remained focused on the ongoing development of knowledge in employees in order to promote readiness in male and female employees on every level with skills, knowledge and abilities that will allow them to create benefit for themselves and society. Employee development plans are based on the capabilities of employees and work positions are specified consistently with the organization's vision, mission and direction.





In 2018, learning courses were provided to employees according to the details as follows :

Training Course	Class No.	Duration of Training	Target Group	No. of Employees Receiving Training (people)
Introduction to Real estate business	10	6 Hr./Class	Employees on every level.	125
IKIGAI concept with housing construction	8	3 Hr./Class	Employees on every level.	502
Daily Management	1	3 Hr./Class	Assistant Project Managers- Project Managers	15
Smart Communication for Success	1	3 Hr./Class	Assistant Project Managers- Project Managers	15
Story Telling	2	6 Hr./Class	Sales (every level).	45
Solving Precast Cracked Wall Problems	1	6 Hr./Class	360-degree Post-sale Services Employees (every level).	15
English for Customer Service Team	2	6 Hr./Class	Loan employees and Management Branch	50
Microsoft Word meddle-high usage	1	6 Hr./Class	Employees on every level.	15
Microsoft Excel meddle-high usage	1	6 Hr./Class	Employees on every level.	15
Creating Impact Personality	2	6 Hr./Class	Sales (every level).	50
Knowledge of housing loans	2	6 Hr./Class	Sales and Loans employees (every level).	60
Assets Management System (AMS)	2	3 Hr./Class	Secretaries and administrative employees.	50
Development of self-efficacy in work	1	3 Hr./Class	Assistant Project Managers-s Project Manager	15
Effective telephone sales presentation techniques	2	6 Hr./Class	Sales (every level).	45
Customer complaints management for professional after-sales services before reaching the Office of the Consumer Protection Board.	1	6 Hr./Class	360-degree Post-sale Services Employees (every level).	40
Service Mind for CS Backup Team	2	6 Hr./Class	CS Backup Team	70
Preparation of advertising media according to regulations.	1	3Hr./Class	Marketing and Corporate Communication Branch	50

In 2018, employees and executives received training for skill development with the mean numbers of training hours as follows

Employee Training Hours	2016	2017	2018
Total Training Hours	156	339	1,090
Total Training Hours (executive level)	48	114	234
Total Training Hours (operational level)	108	225	856



### Safety and Occupational Health in Work

In providing protection to work health and safety, the Company recognizes the importance and need for a health and safety system that exists in conjunction with business in order to ensure that employees and all personnel involved are safe from accidents and illnesses that might result from work. In 2018, one working-day accident.

- Annual health examinations for employees.
- First-aid equipment and modern medicine.

### Work Safety

The Company complies with the Compensation Act, B.E. 2537 (A.D. 1994) by making payments into a compensation fund in compliance with the law. The purpose of the fund is to provide compensation for employees who encounter hazards at work. Furthermore, the Company promotes and develops safety, occupational health and work environment and campaigns, promotes and develops systems for drug prevention in the place of business for consistency and to support the organization's vision, strategies, objectives and values in order to ensure that safety, occupational health and work safety, along with the Company's drug prevention system, follow international standards.

The Company's board of directors is determined to manage work in line with good corporate governance principles in order to ensure transparent and fair business operations for the greatest benefit of shareholders and all stakeholders. Thus, the Company has created a good governance manual and a business ethics manual in writing, and the business oversight committee has been assigned to screen and make proposals to the Company's board of directors for consideration of approval as well as review the entirety of the two aforementioned manuals every year. Accordingly, the Company disseminates the aforementioned manuals on the HR-Online system for adherence by all executives and employees and via the Company's website [www.sena.co.th](http://www.sena.co.th) for external parties.

In 2018, the board of directors evaluated and reviewed the criteria in the Corporate Governance Report of Thai Listed Companies project and has revised the Company's good governance in line with the guidelines and criteria stipulated by the ASEAN CG Scorecard standard in order to improve good governance in line with the CGR project by the Thai Institute of Directors and ensure consistency with anti-corruption policy.

Furthermore, the board of directors has considered and reviewed the adoption of the Corporate Governance Code 2017 (CG Code) of the Office of the Securities and Exchange Commission (SEC Office) and the Thai Institute of Directors for appropriate use consistent with the contexts of the Company's business. This is because the board of directors realizes its responsibilities as a group of leaders that must oversee the good management of the organization in order to create sustainable value to the business. Not only that, criteria on any issue that have neither been set as policy nor implemented are reported by management to the business oversight committee for annual review and consideration.

In 2018, the board of directors improved good corporate governance as follows :

1. The board of directors evaluated and reviewed the good corporate governance policy and business ethics and made additions to enhance comprehensiveness, clarity and consistency with the guidelines and criteria set by the ASEAN CG Scorecard standard in line with the CGR project by the Thai Institute of Directors and the anti-corruption policy.
2. The board of directors evaluated and reviewed the adoption of the CG Code in the organization's work and oversight within the business contexts of the Company in order to sustainably increase business value.
3. Focus was given to the presence of an appropriate and adequate internal control system with adherence to the internal control practice guidelines of the Committee of Sponsoring Organization of Treadway Commission (COSO), by which the internal audit agency exists independently, directly reports to the audit committee and performs audits on business activities.
4. Anti-corruption measures were created and published for employees and the public.
5. Every sub-committee (on the director-level only) has is required to prepare reports of their own performances and disclose them in the Company's annual reports.

Because the Company has always been determined to continuously manage business properly, transparently and in a verifiable manner according to good corporate governance principles and has developed good corporate governance effectively and appropriately to the Company, the Company received the following evaluations and guarantee awards from various organizations :

### Corporate Governance Report of Listed Companies of 2018

The Corporate Governance Report of Thai Listed Companies by the Institute of Thai Directors produced the assessment that the Company had **"very good"** corporate governance as a listed company based on the ASEAN Corporate Governance Scorecard.

## Quality Assessment for Annual General Meeting of Shareholders of 2018

The assessment of the quality of annual general meetings of shareholders (AGM Checklist) was conducted by the Thai Investors' Association. Because the Company gives importance to and regularly improves the quality of the annual general shareholder meetings it holds, the Company produced a score of 99.

## Outstanding Product Quality Development

The Company received the Best Boutique Low-Rise Condominium award for outstanding decorations for the Niche MONO Sukhumvit 50 project at the Property Export Awards Thailand 2018 (PEAT 2018). The event was organized by the National Institute of Development Administration, and the award proves that the Company pays attention to and takes responsibility for its customers, which contributes to business success, by continuously and consistently improving product and service quality and designs in order to meet customer needs.

## Good Corporate Governance Policy

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. The Board of Directors will review the corporate governance policy on an annual basis. It consists of 5 categories as follows:

### Chapter 1 : Rights of shareholders

#### 1. Protecting the rights of shareholders

1.1 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.

1.2 The Company places emphasis on protecting the rights of shareholders and encourages shareholders to exercise their basic rights, including entitle to the Company's profits, obtain adequate news and information of the Company. attending a AGM to cast their votes to appoint or remove Directors, auditor and matters affecting the Company, such as allocation of dividends, amendments to the Articles of Association and Memorandum of Association, capital reduction or increase etc.

1.3 The Company takes into account the rights of shareholders. We provide the shareholders with basic legal rights, including dissemination of current important information through the Company's website, Management's Discussion and Analysis (MD&A) report to explain quarterly performance etc.

1.4 Regarding shareholding structure of the Company, the number of small shareholders are large enough to create a balance between small and large shareholders. The Company does not allow any particular person or group to control voting rights or management of the Company and resulted in good corporate governance at the shareholder level. In addition, shareholders do not cross holding shares in the group of companies. There is no pyramid shareholding structure.

#### 2. Organize shareholders' meeting and facilitate shareholders

2.1 The Company has arranged the General Shareholders Meeting once a year within 4 months after the end of the fiscal year. In case of any urgent matters the Company might call an extraordinary shareholders meeting as necessary. Chairman of the Board, Chairperson of every Committee, Managing Director, Directors, Executives, Auditors and Legal Advisors have attended the shareholders' meeting to answer questions at the meeting.

2.2 The Company has arranged for independent individual to count the votes at the shareholders' meeting and disclosed in the minutes of shareholders' meeting.

2.3 The Company has a policy to facilitate and encourage shareholders, including institutional investors, major and small shareholders to attend the shareholders' meeting.

2.4 Shareholders have an opportunity to submit any questions related to the agenda of the General Shareholders' Meeting through the Company Secretary by notified the shareholders together with the invitation letter which was published on the Company's website. [www.sena.co.th](http://www.sena.co.th)

2.5 The Company did not add the agenda. Or change important information They did not inform the shareholders in advance at the Annual General Meeting of Shareholders for the year 2017. They also gave the shareholders the opportunity to express their opinions and to ask questions at the meeting. The details are recorded in the minutes of the shareholders' meeting.

2.6 The Company has arranged the location for shareholders' meetings at the place where shareholders can conveniently attend by selecting a location that is accessible by variety of mass transit services, and facilitates all shareholders equally by providing sufficient staffs to facilitate and serve all the shareholders.

2.7 The Company allows shareholders to make advance registration 2 hours before the meeting and not restrict shareholders' rights to attend the meeting when they arrived late and facilitate the shareholders to fully exercise their rights in the meeting.

2.8 The Company uses barcode system to display each shareholder's particulars printed on the registration form so as to allow fast and accurate registration, vote counting and result display process.

2.9 The Company gives shareholders the right to cast their votes after the meeting had started or vote for an agenda which was under consideration and has not yet been voted.

### **3. Submission of invitation letter of the shareholders' meeting in advance**

3.1 The Company assigned Thailand Securities Depository Co., Ltd. which is Securities Registrar of the Company to submit invitation letter of the shareholders' meeting to the shareholders at least 21 days prior to the meeting. In addition, the Company has disclosed the information, which is the same information that was sent to the shareholders, via the Company's website at least 30 days prior to the meeting date to allow shareholders to have time to study the information in advance of the meeting. Moreover, meeting schedule was published on the daily newspaper for at least 3 consecutive days and at least 3 days before the meeting date to announce the shareholders' meeting.

3.2 The invitation letter contained sufficient and complete details of the meeting including date, time, venue, agenda as well as clearly stated whether the agenda is subject for acknowledgement or for consideration and provide supporting documents for various agenda, objectives and reasons with the Board's opinion, Company regulations regarding the shareholders' meeting, map of the meeting venue, details of documents required to be presented by shareholders at the meeting as well as meeting procedure. In order to protect the rights and allow foreign shareholders to propose their comments, the Company has also produced invitation letter in English.

3.3 The Company takes into account the rights of shareholders, encourage them to exercise their rights and not violate or deprive their rights by presents important issues for shareholders to approve and prescribe all important matters in accordance with the law, requirements of Stock Exchange of Thailand and the Company's regulations.

3.4 The invitation letter shall clearly define important agenda as prescribed by the law to be presented to the shareholders for approval every year.

### **4. Conducting shareholders' meeting**

4.1 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.

4.2 Before starting of the shareholders' meeting, the Company will introduce the Board of Directors and executives as well as clarified the rules of the meeting.

4.3 The Company has allocated sufficient time for meeting and offered opportunities for shareholders to have equal rights to express opinions and ask questions at the meeting.

4.4 The Company has conducted the shareholders' meeting in accordance with the agendas as stated in the invitation letter.

4.5 The Company used ballots for each agenda for transparency and authentication.

#### 5. After the shareholders' meeting

5.1 The Company has disclosed the resolutions of the shareholders' meeting, including voting results by informing the news to Stock Exchange of Thailand and published them on the Company's website by 9.00 hrs. on the following date of the shareholders' meeting.

5.2 The Company has prepared accurate and complete minutes of shareholders' meeting so that the shareholders can review as well as recorded names and positions of the Directors attending the meeting, voting and vote counting methods, shareholders' opinions, statement of Directors and executives. It also states resolutions of the meeting, classify into agree/disagree/abstain votes. The minutes of the meeting was submitted to the Stock Exchange of Thailand within 14 days from the date of the shareholders' meeting and published on the Company website.

In 2018, the Company was evaluated for the quality of its annual general meeting of shareholders by the Institute of Thai Directors as "excellent" (99 total score).

### 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:

#### 1. Facilitating shareholders

Shareholders have an opportunity to propose an agenda in advance and any questions related to the agenda of the General Shareholders' Meeting for every year, 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". Moreover, if an agenda was added or changed in essential substances, the shareholders would be informed in advance through website of the Stock Exchange of Thailand.

#### 2. Proxy for attending shareholders' meeting

In case shareholders cannot personally participate in a meeting, they can give proxy to a third party, Independent Director or Managing Director to attend the meeting on their behalf. The Company has sent the proxy form with clear instructions on how to use the proxy which is a general procedure that is not difficult to implement.

#### 3. Measures to prevent use of internal information of the Company and conflict of interest

3.1 The Company keeps internal information and implements measures to prevent the use of internal information by Directors and executives for benefits of themselves or others in a way that is unfair to shareholders, such as the use of insider information, disclosure of internal information to persons related to Directors and executives, which causes damage to the shareholders etc. The Company has stipulated regulations on protecting benefits of the Company and confidentiality and trading of the Company's securities, using of internal information and conflict of interest in the Code of Conduct, including penalties for employees violating the regulations. In this regard, the Directors, executives and employees are informed of such requirements.

3.2 The Company determines the criteria for Directors and executives to report their interests and interests of their related person in the Company. The approach is consistent with the nature of business law and relevant requirements. In addition, Directors and executives must disclose their interests to the Company whenever there is a change. The Company Secretary is assigned to be responsible for monitoring on such information.

3.3 The Board of Directors has determined guidelines to disallow Directors or executives who has interests be involved in the decision-making process in considering transactions between companies and stakeholders. Before commencing the Board of Directors' meeting, the Chairman would inform the meeting of a Director who has interests in the matter and ask the Director to leave the meeting room and deprive him/her of the right to vote on such agenda.

3.4 The Company does not have complicated shareholding structure. Most of interrelated transactions are normal business transactions.

3.5 The Company adheres to the law, requirements of the Stock Exchange of Thailand, such as criteria on interrelated transactions, criteria for acquiring and disposing of assets.

3.6 The Company has determined policy for Directors and executives to report the Company at least 1 day in advance before they trade the Company securities and report to the Board of Directors' meeting on quarterly basis.

#### **4. Shareholders' meeting**

4.1 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.

4.2 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 complete 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.

4.3 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.

4.4 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.

4.5 In the shareholders' meeting, the Company has allowed shareholders to make registration prior to the time prescribed for the meeting.

4.6 Chairman of the meeting shall explain the voting procedures and conduct the meeting in accordance with the agenda items stated on the invitation letter of the shareholders' 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.

4.7 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.

4.8 The Company has provided voting forms and adopted a clear practical guideline 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.

4.9 The Company has approaches to prevent the use of internal information of the Company by defining and distributing the manual of ethics and disciplinary actions to employees of the Company.

4.10 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.

In 2018, the Company did not receive any complaints about disrespect toward the basic rights of shareholders. Furthermore, the Company treats shareholders equally with no misuse of internal Company information for any gain was encountered.

### Chapter 3 : Role of stakeholders

The Company takes into account the stakeholders' roles and place emphasis on the rights of all stakeholders of the Company, including shareholders, customers, employees, business partners, competitors, creditors, society and community. The Company ensures that all stakeholders of the Company are treated fairly and equitably, under good corporate governance policy. The written guidelines are specified in the Code of Business Ethics and disseminated on the Company's website.

#### *Policy on treatment of stakeholders*

**Shareholders** The Company operates the business in a transparent, accurate and fair manner in order to develop and sustain its business, taking into account the rights of shareholders and treat all shareholders equally. The Company discloses information to all groups of shareholders, including small investors or institutional investors, equally and completely as well as gives shareholders the opportunity to propose comments, suggestions and agenda or nominate a person to be a Director in the shareholders' meeting.

**Customers** The Company emphasizes on taking care and offer responsibilities for customers which affects the success of the business by improving the quality and features of products as well as services to meet the needs of customers continuously and consistently to maintain good relationships in the long term. The Company has conduct survey on customer satisfaction to observe feedbacks or complaints so as to improve our service and administration. In addition, we have trained our personnel involving with customer service by providing training and education to employees both before and after the actual operation, and continuously develop skills and knowledge of employees as well as not to disclose confidential information of customers in order to offer service with the best quality.

**Employees** The Company believes that employees are the main factor and a valuable resource for conducting our business. Hence, we treat employees at all levels fairly without discrimination, respect their rights according to international human rights principle and in accordance with the laws and regulations. The Company also place importance on occupational health and safety for lives, properties and working environment of employees. We also promote positive corporate culture and



good working atmosphere and teamwork. In addition, the Company also provides equal opportunities for all employees to progress in their career path as well as realize the importance of potential of employees. Therefore, the Company focuses on personnel development and provides continuous training for employees both inside and outside of the organization including set up activities to strengthen relationships in the organization among employees and between employees and the management, and appropriately adjust remunerations and welfare based on KPI (Key Performance Indicator) which indicates performance of individual employees. Furthermore, the Company also provides provident fund for employees and Employee Stock Ownership Plan (ESOP) Scheme for employees of the Company and/or its subsidiaries.

**Business partners** The Company takes into account the importance of its business partners as a key player in providing business assistance, fair business partner selection process, conduct contract negotiation with business partners in order to obtain fair benefits of both parties. We adhere to fair practices and competition for all partners.

Moreover, the Company also emphasizes on transparency and honesty when conducting business, fair business partner selection process and conduct contract negotiation with business partners in order to obtain fair benefits of both parties. The Company will treat its business partners in accordance with the agreements and business ethics of the group company.

**Competitors** The Company has stipulated a policy on treating competitors in accordance with the law, compete with honestly without damaging the reputation of competitors by making false or untruthful allegations, do not seeking confidential information by dishonest and unethical means. We promote fair competition by competing with the quality of reliable products and services, maintain good relationships with competitors treating them as fellow companies in the same industry. Presently, the Company has no disputes relating to commercial business.

**Creditors** The Company has a policy to focus on building credibility for our creditors by adhering to honesty and strictly compliance with the terms and agreements made with the creditors. The Company has been accurately, punctually and completely making payment for the loan and interest. In addition, the Company has not used the loan in violation of the objective as well as not disclose the information or facts that may cause damage to its creditors.

**Society and environment** The Company is committed to conduct business with sustainable growth and include this into its policy to develop society, community, environment and quality of life. In addition, the Company also reckons the importance of social responsibilities. Therefore, the Company has launched “**Ban Ruam Tang Fan**”, a project which the Company donates profits from building accommodations to specified hospital on annual basis. The donation would be used to supply and develop medical equipment, examination room and facilities in the hospitals. The donation would be manage with transparency so that all the profits would go to charity with transparency and traceably.

Moreover, regarding the development of our products, the Company has focused on natural and environmental conservation by using energy-saving materials. We also consider social, community and environmental responsibilities which are included as part of the Sustainable Development Plan. The Company has established practical guidelines for the above mentioned stakeholders and stated in the Company’s Code of Conducts.

In 2018, the Company received no complaints concerning inconsideration to the interests of any stakeholder.

#### ***Employee remuneration policy***

The Company has set up an employee remuneration policy, which is consistent with the Company’s performance in both short and long term, in the form of bonus and annual salary adjustment to motivate employees to achieve their targeted goals. BSC (Balance Scorecard) and KPIs are adopted as tools to manage performance evaluation and consideration of welfare.

#### ***Policy on business ethics***

Respect and non-violation of human rights The Company has policies and guidelines not to violate human rights which Directors, executives and employees are required to comply with, pay attention to respect for human rights, taking into account the equality and imparity without discrimination on race, religion, gender, marital status, physical conditions, education, status or any other status which are not directly related to the performance of the work, including respect for the individuality and dignity of humanity.

The Company recognizes that respect for and non-violation of human rights is one of the elements in enhancing the sustainable growth. Hence, we have determined policies and guidelines on respect and non-violation of human rights in Employee Code of Conduct handbook and disseminate the guidelines to all employees to acknowledge and comply with as well as include such guidelines in HR-Online and the Company's website.

### ***Anti-corruption and Anti-bribery***

The Company declared its intention by joining Thailand Private Sector's Collective Action Coalition against Corruption on 20 April 2015 to demonstrate the Company's will to conduct itself within the framework and procedures set forth by international principles.

The Company became a certified member of Thailand Private Sector's Collective Action Coalition against Corruption of the Thailand Private Sector's Collective Coalition against Corruption (CAC Commission) project on 10 November 2017. This clearly reflects the Company's determination to declare itself against corruption in every form and to stand firm as a transparent organization that is free of corruption. The practice guidelines under the anti-corruption policy are as follows :

#### *1) Offering/Accepting of Financial Assistance, Gifts and Reception Parties*

All offers/acceptances of money, gifts and reception parties indicative of acceptance or offering of bribery such as gifts, memorabilia, cash, checks, shares, real estate or other similar items to government officials, government agencies, private agencies, trade partners, customers and all stakeholders, whether directly or indirectly, in order to gain unlawful benefits are strictly prohibited.

#### *2) Charitable Donations*

Use of Company funds and assets in charitable donations must be carried out in the name of the Company's group only and must be charity donations to foundations, public charity organizations, schools, temples and hospitals that are reliable or possess certificates only. Furthermore, the aforementioned donations must not seek remuneration, whether directly or indirectly, or possess any form of indirect or concealed objectives.

#### *3) Political Assistance*

The Company does not have in place guidelines for providing any form of political assistance to any political party, whether directly or indirectly. Therefore, the Company's directors, executives and employees are required to refrain from taking political actions in the name of the Company or use the Company's resources for the aforementioned actions.

*4) The Company's directors, executives and employees are required to not remain idle or ignore encounters with activities related to the Company that fit the criteria for corruption and must inform related supervisors or responsible people/agencies in addition to cooperating in any investigation of facts. Furthermore, doubts and inquiries are to be resolved through consultation with supervisors or people/agencies that have been designated as responsible for anti-corruption using the channels specified by the Company. Accordingly, the Company has set in place protection measures for submitters of complaints and people who give cooperation by providing clues about corruption.*

*5) The Company communicates anti-corruption measures to subsidiaries, joint venture companies and other companies with control authority and business representatives in order to ensure that the Company applies anti-corruption measures consistently with anti-corruption policies and is a good role model for honesty, integrity and good governance in order to instill a good conscience in the people within the organization and communicating anti-corruption policies to the public.*

*6) The Company arranges for internal audit to be conducted by outsourcing internal auditors to audit activities inside the Company in order to provide confidence about the Company's financial reporting system, effective activities, compliance to policies, specifications, regulations and laws, as well as preserve business assets to achieve the Company's objectives.*

7) This anti-corruption policy also covers human resources management, recruitment and selection of personnel, position adjustments, trainings, employee performance assessments and stipulations of fair remunerations. Therefore, this indicates the Company's determination on anti-corruption measures. Accordingly, supervisors on every level are required to communicate and come to an understanding with employees for implementation in the business activities under their responsibilities and provide supervision to ensure effectiveness and efficiency.

### ***Channels for Complaints/Informants***

The Company provides channels for submitting information and filing complaints for all stakeholders in every group for cases involving suspicion of violation of business ethics, illegal activities, conduct indicative of corruption and unfair treatment. Furthermore, the Company's secretary has been designated as the person in charge for accepting complaints and coordinating work in receiving information for cases involving information sent non-specifically to the Company or specifically to a recipient but not sent to the Company's secretary.

#### ***1) Channels for Submitting Complaints and Recommendations***

- Email the Audit Committee at [Auditcom@sena.co.th](mailto:Auditcom@sena.co.th).
- Send a postal mail to the Audit Committee at Sena Development Public Company Limited, 448 Thanyalakpark Building, Ratchadapisek Road, Samsen Nok, Huay Khwang, Bangkok 10310.
- Human Resources Department E-mail : [hr@sena.co.th](mailto:hr@sena.co.th)
- website : <https://www.sena.co.th/th/contact-us/form/ir>

Meanwhile, employees can directly submit complaints or recommendations to the board of directors and executives via the Company's email system or internal communication boxes, both of which are directly communicated to high-ranking executives.

The Company will subject all complaints to a fact-finding and problem-solving process.

#### ***2) Protection Measures***

• The Company will maintain the confidentiality of the information and identity of informants, submitters of complaints and the people subjected to complaints.

• The Company will disclose information only as necessary with consideration given to the safety and risks of informants, potential damage to sources of information and related people and will consider damage relief measures using fair and appropriate processes.

• Complainants and people who cooperate in investigations into facts can request for the Company to set protection measures as appropriate. Otherwise, the Company might set its own protective measures with no need to be requested to do so by submitters of complaints and people who cooperated in investigations if their issues are deemed to have the potential for damage or danger to occur.

• The Company will not take any actions that are deemed unfair to informants and complainants, whether in the form of changes in work positions or work characteristics, work suspension, threats, work disruptions, termination of employment or other unfair actions against informants and complainants and people who cooperate in investigations into facts. Furthermore, the Company does not have a policy to demote or cause negative effects on employees who report events or clues of corruption, even if the aforementioned occurrences cost the Company's business opportunities.

(Additional information can be obtained at the "**Anti-corruption Policy**" on the Company's website at [www.sena.co.th](http://www.sena.co.th)).

### ***Risk and Corruption Risk Assessments***

The Company has set in place processes to continuously assess various forms of business risks producing both external and internal impacts, as well as corruption risks. These processes are submitted to the Risk Management Committee for summarization of issues, feasibilities, impacts and responses of the Management on various risks, including risk control measures and joint creation of audit plans together with the internal audit agency in order to provide medium-term audit plans.

Accordingly, the Risk Management Committee reports to the Board of Directors to provide information about risk assessment and management reports and reports to the Audit Committee for consideration of approval of audit plans.



### ***Non-violation of Intellectual Property Rights and Licenses***

The Company has in place policy to not violate intellectual property rights and licenses. It is an important policy that all directors, executives and employees are required to follow. Furthermore, audits have been scheduled to prevent violation of computer software licenses. Additionally, the Company emphasizes the use of information technology and communication accompanied by security measures for information and news in order to prevent and lower the chances of important information and secrets from being disclosed externally whether intentionally or negligently. Moreover, an agency with expertise has been assigned to directly store and manage the Company's IT information. Additionally, an operation room exists for storing all of the Company's information in a large server in order to comply with the Computer Crime Act, B.E. 2550 (A.D. 2007) and the Notification of the Ministry of Digital Economy and Society on Criteria for Storage of Computer Traffic Information by Service Providers, B.E. 2550 (A.D. 2007).

## **Chapter 4: Information disclosure and transparency**

### **Financial and non-financial report of the Board of Directors**

The Board of Directors is responsible to completely, adequately, reliably and timely disclose both financial and non-financial information to the shareholders and stakeholders of the Company as well as prepare and update information on the Company's website to be consistent and in timely manner. The Company's information must be carefully, precisely, accurately and transparently prepared.

In this regard, the Company has never been instructed to amend its financial statements from the Stock Exchange of Thailand and the Office of the SEC. In addition, the Company's financial statements have been unconditionally certified by the auditors. We have appointed certified public accountants by approval of the Annual General Meeting of Shareholders on annual basis. The auditors have qualifications according to the criteria stipulated by the Stock Exchange of Thailand and do not have relationship and/or any involvement with the Company/ subsidiaries/executives/major shareholders or related persons.

### **Investor relations**

The Company emphasizes on Investor Relations section. The purposes are to create and maintain continuous, consistent and timely communication with shareholders and stakeholders who invest in the Company through various channels such as MD&A, participation in Set Opportunity Day and analyst meetings.

For 2018, the activities organized and attended by the Company are summarized as follows :

Activity	No. (times)
Set Opportunity Day	4
Visits to the Company's businesses (site visits) and the Company's executives (company visits) along with domestic and international institution investors.	21
Executives give interviews to domestic media outlets.	7
Dissemination of business performance news documents.	4
Press releases for significant investment and business activities of the Company.	
Providing information to and answering the inquiries of investors and the media via email communication.	
<p>**The Company gives importance to the Opp Day activities organized by the Stock Exchange of Thailand. The Company regular participates to present the Company's quarterly activities and has been doing this continuously since the Company's registration on the Stock Exchange with the aim of boosting confidence in shareholders and investors.</p>	



We also uses website as another channel to communicate with investors. The website is an important source of information and is designed using the principles of good corporate governance to publish information including 56-1 Form, annual reports, financial statements, MD&A, invitation letter to a meeting, minutes of meetings, news which are reported to the Stock Exchange of Thailand. Regarding this, shareholders and interested investors are welcome to submit their questions and inquiries to Investor Relations Department.

- Phone : 0-2541-4642
- E-mail : ir@sena.co.th
- Website : www.sena.co.th

#### Policy on Disclosure of Significant Information to the Public

The Company has policy to disclose significant information to the public. This includes the Company's performance, organizational structure, business structure, roster and background in addition to shared information on the Board of Directors and executives, corporate governance policy, ethics manual, the Company's regulations, shareholder meeting report, 56-1 Forms, annual reports and corporate social responsibility reports in line with the reporting guidelines set forth by the Stock Exchange of Thailand and the guidelines for reporting set forth by the Global Reporting Initiative or GRI. Furthermore, the Company has a plan to create sustainability development reports (SD reports) pursuant to the Global Reporting Initiative (GRI) that are separate from the company's annual reports by 2019, along with the anti-corruption policy, in order to provide investors and all parties involved, whether they are shareholders or people who have interest in eventually becoming shareholders, with information to accompany their investment decisions by the information channels and media of the Stock Exchange of Thailand and the Company's website.

## Chapter 5 : Responsibilities of the Board of Directors

The duties and responsibilities of the Board of Directors shall include establishment of policy, vision, mission, values, strategies, direction and operational goals of the Company, supervision and evaluation of management through sub-committees. The purpose is to increase value for shareholders. In order to realize this objective, The Board of Directors must ensure that they have carried out their duties and responsibilities in compliance with the laws and Company's rules and regulations as well as taking into consideration the conflict of interests, business ethics and codes of conducts.

### • Components of the Board of Directors and Sub-committees

The Board of Directors must be composed of at least five directors with independent directors forming at least one-third of all directors, but not fewer than three directors. Furthermore, the Board of Directors has formed several sub-committees to manage and carry out many of the Company's activities in line with good corporate governance. In addition to the Board of Directors these are the Audit Committee, the Nomination and Remuneration Committee, the Business Oversight Committee, the Risk Management Committee and the Board of Executives. Accordingly, the Audit Committee is required to be entirely composed of independent directors and of at least three directors with at least one audit director possessing sufficient knowledge and experience to perform audits on the reliability of financial statements. Furthermore, the Nomination and Remuneration Committee is required to be composed of at least three directors, but no more than five directors with independent directors forming a majority. In addition, the Business Oversight Committee is required to be composed of at least three directors but not exceeding five directors, while the Risk Management Committee is required to be composed of at least three directors but no more than five directors. Lastly, the Board of Executives must be composed of no more than five executive directors.

The Board of Directors is composed of a total of 12 directors, none of whom have any history of violations of the regulations of the Office of the Securities and Exchange Commission/Stock Exchange of Thailand.

The management structure of the Company is composed of six committees in total, namely, the Board of Directors, the Audit Committee, the Nomination and Remuneration Committee, the Business Oversight Committee, the Risk Management Committee and the Board of Executives. Each committee specifies meetings in advance in an annual basis.

Ratio of Directors	No.	Ratio (%)
Board of Directors	12	100.00
Males	7	58.33
Females	5	41.67
Independent Directors	7	58.33
Directors Independent from Management	7	58.33
Executive Directors	5	41.67

### • Terms for Company Directors

1. Directors shall serve for a term of three years in their respective positions for each term and are eligible for reappointment. In addition, the Company does not set rules prohibiting directors who have left their positions upon expiration of term from being reappointed as directors. In addition, no prohibitions exist on the age of directors. Instead, considerations are based solely on ability to perform duties.

2. The term of each director follows the Company's regulations. Accordingly, at every annual general meeting of shareholders, a total of one-third of all directors are required to leave their positions, by which the directors who have held their positions longest are required to leave. In any case, directors who have left their positions can be reappointed as directors.

3. In cases where a director position becomes vacant for reasons aside from term conclusion, the Board of Directors is required to pass a resolution by at least three-fourths of the total remaining directors for the appointment of a person who possesses the qualifications without the prohibitions in Section 68 of the Public Limited Companies Act, B.E. 2535 (A.D. 1992), as a new director in the following Board of Directors' meeting. Furthermore, the aforementioned replacement director can remain a director only for the remainder of the term of the director whom the aforementioned director replaces.

### ***Appointment and Removal of Directors***

1. In every annual general meeting, at least one-third of all directors in the Board of Directors is required to vacate their positions upon expiration of term. If the total number of directors cannot be divided evenly by three, then the closest number to one-third of directors is to vacate their positions. Additionally, directors who vacate their positions are eligible for reappointment.

2. Shareholder meetings have the right to appoint directors meeting the following criteria and by the following procedures :

- Each shareholder's votes amount to a total one vote per each of the total number of shares they hold.
- In descending order, the people who received the most votes are to be appointed as directors for the total number of directors due to be appointed on each occasion. In cases where directors received an equal number of votes and there are more directors than the total required or due to be elected for the given occasion, the chairman is to cast the deciding vote.

3. In addition to leaving their positions upon expiration of term, directors vacate their positions due to death, resignation, failure to meet the qualifications or possession of the prohibitions stipulated by the Public Limited Companies Act, B.E. 2534 (A.D. 1992), resolution of removal by a shareholder meeting and removal by a court order.

4. In cases where a director position becomes vacant for other reasons other than expiration of term, the Board of Directors is required to pass a resolution with at least three-fourths of the total remaining directors to appoint a person with the qualifications without the prohibitions stipulated by the Public Limited Companies Act, B.E. 2535 (A.D.1992) to become a replacement director for the subsequent meeting of the Board of Directors, unless the remaining term of the aforementioned director is less than two months.

5. Shareholder meetings can pass resolutions for the removal of any director from position before their term has expired by a majority of votes of at least three-fourths of all shareholders present at the meeting with the right to vote with the total votes amounting to at least one-half of the total shares held by shareholders present at the meeting with the right to vote.

### ***Recruitment of New Directors***

The board of directors has assigned the nomination and remuneration committee, which is a sub-committee, to take the responsibility of recruiting people who possess the qualifications without the prohibitions prescribed by the law who have the knowledge, capabilities and attributes that are suitable and consistent with the composition and structure of directors in line with the Company's business strategies in addition to experience that will help develop the Company toward secure growth and prosperity in line with the policy and practice guidelines on recruitment of the Company's directors and to present them to the board of directors or shareholder meetings for consideration of appointment (whatever the case may be).

Accordingly, the board of directors has set a policy for the nomination and remuneration committee to consider and select potential nominees for directors from lists proposed by shareholders, whereby the Company provides equal opportunities and rights to every shareholder in nominating individuals every year at least three months before the end of each fiscal year. Otherwise, the committee can consider individuals from the registry of professional directors in the Thai Institute of Directors Association head office or qualified experts with knowledge and experience in the Company's business in order to ensure board diversity, covering knowledgeable, competent and experienced directors in various fields such as expertise in real estate development, accounting and finance, law, other businesses related to real estate development, sales and marketing, management and administration and others as appropriate to business operations and in line with the Company's work plans and strategies.

At present, the board of directors shown in the list of members of the board of directors as of 31 December 2018 is composed of a diverse range of qualifications and specialized knowledge as required by the Company in order to ensure the effective and efficient specification of strategies, policies and supervision of implementation as follows :

Specialized Knowledge and Expertise	Real Estate Business Development	Accounting and Finance	Law	Knowledge/ Expertise in Businesses Related to Real	Sales and Marketing	Administration and Management
Mr.Vichien Ratanabirabongsa	✓		✓	✓		✓
Mr.Kamol Thamanichanond		✓				✓
Mr.Pramote Chotimongkol			✓			✓
Mrs.Duangphorn Sucharittanuwat		✓	✓	✓		✓
Prof.Chaiyos Hemarajata			✓			✓
Police General Achirawit Supanpesach			✓			✓
Mr.Summa Kitsin	✓	✓	✓	✓		✓
Mr.Theerawat Thanyalakpark	✓		✓			✓
Ms.Benyalak Thanyalakpark		✓		✓		✓
Ms.Kessara Thanyalakpark	✓	✓		✓		✓
Mrs.Weraporn Chaisiriyasawat		✓		✓		✓
Ms.Umaporn Thanyalakpark					✓	✓
<b>Total (person)</b>	<b>4</b>	<b>6</b>	<b>7</b>	<b>6</b>	<b>1</b>	<b>12</b>

### *Nomination Process*

The Nomination and Remuneration Committee evaluates and nominates people to become Company directors based on the recommendations of other directors in the Company, nominations of people to become directors by the Company's shareholders, consultation with external advisors, nomination based on director databases by various agencies and nomination by other processes deemed appropriate and fitting by the Nomination and Remuneration Committee.

Once the Nomination and Remuneration Committee has selected a list of nominated people to become directors in the Company or directors in a sub-committee, the nomination and remuneration committee will evaluate and screen the qualifications of nominees in line with the Company's specifications and conditions as follows :

1. Evaluate the appropriateness of knowledge, experience and specialized abilities that might benefit the Company, including experience in the main businesses or industries being operated by the Company, in order to ensure that the Company's board of directors has the right composition according to specifications as well as create a board skills matrix that allows the nomination committee to remain consistent with the Company's business direction.

2. Consider diversity of gender, age, ethnicity, nationality, expertise, skills and experience (board skills matrix/ board diversities), including academic knowledge and abilities (hard skills and soft skills) and other factors that support sustainability in order to obtain directors that are capable of performing their duties effectively. In addition, support the composition of the board of directors to be complete and wholesome on the dimensions of knowledge, abilities, experience and diversity in order to facilitate maximum work effectiveness.

3. Evaluate nominated individuals to determine whether or not they possess the qualification stipulated by the law and meet the specifications of governing agencies such as the Public Limited Companies Act B.E. 2535 (A.D. 1992) and the Securities and Exchange Act B.E. 2535 (A.D. 1992).

4. Evaluate the devotion of time by directors. If the same directors intend to remain in their positions for additional terms, their performance over their tenures have to be evaluated in addition to the number of registered companies in which they hold positions to ensure appropriateness to the Company's business nature and conditions as well as not allow directors to hold positions in more than five registered companies.

5. In regards to nominations for the appointment of independent directors, evaluate the independence of nominated individuals in line with the criteria stipulated by the SEC Office and the Company's own criteria as well as consider the need to recruit additional independent directors in cases where it appears that existing independent directors lack sufficient qualifications in order to ensure that the structure of the Company's board of directors comply with the board's policies.



6. Evaluate the tenure of independent directors. In cases where the same independent directors are to be appointed to additional terms, they are required to have a continuous tenure beginning from the date of initial appointment to become independent directors that does not exceed nine years.

#### ***Qualifications of Directors***

1. Properly possess the qualifications without the prohibitions stipulated by the laws governing public limited companies, laws governing the securities and the Stock Exchange, the Company's regulations and related supervisory agencies, along with the Company's good corporate governance. Furthermore, for nomination of people to become a nomination and remuneration director of the Company, the aforementioned people must possess the qualifications defined for independent directors for the Company. Additionally, for audit directors, they are required to possess additional qualifications as prescribed by the law.

2. Possess qualifications with a broad range of knowledge, skills, abilities, experience and expertise that benefit the Company.

3. Independently perform the duties of director with caution, integrity, good physical and mental health and with complete dedication to working for the Company.

4. Maintain a good work background without engagement in businesses or as a partner in ordinary partnerships or partnerships without limited liabilities in limited partnerships or being a director in other private companies or public companies engaged in the same business in competition with the Company.

#### ***Duties and Responsibilities of Independent Directors***

Sena Development Public Company Limited has set in place stricter definitions for independent directors than the minimum requirements set by the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand pursuant to the notification of the Capital Market Supervisory Board. Accordingly, the Company has a total of seven independent directors or 58.33 percent of all of the Company's directors. The details are as follows :

**An independent director** means a person who fully meets qualifications and is independent as stipulated by the Board of Directors in the Company's good corporate governance policy and pursuant to the criteria set forth by the Capital Market Supervisory Board. In other word s:

1. Possessions of shares amounting to no more than one percent of the total issued shares with voting rights of the Company, parent company, subsidiaries, joint venture companies and juristic persons with potential conflict of interest, including shares held by people connected to the independent director.

2. No history as a director with a role in the management of work, employees and staff; a salaried consultant or person with control authority of the Company, parent company, subsidiaries, joint venture companies, subsidiaries of the same tier or juristic persons with potential conflict of interest, unless having been removed from the aforementioned characteristics for at least two years prior to the date of appointment.

3. No blood relations or legally-registered relations as a parent, spouse, sibling or child, including spouse of a child of an executive, major shareholder, person with control authority, person nominated to become an executive or person with control authority of the Company or subsidiaries.

4. No previous or existing business relationship such as regular trade transactions in operating real estate or business rental, transactions related to assets or services or offering or acceptance of financial assistance, including other similar characteristics, with the Company, parent company, subsidiaries, joint venture companies, juristic persons with potential conflict of interest such that might hinder use of independent judgment and is not or has never been a major shareholder, non-independent director or executive with a business relationship with the Company, parent company, subsidiaries, joint venture companies or juristic persons with potential conflict of interest, unless already removed from the aforementioned characteristics by at least two years prior to the date of appointment.

5. No history as an auditor of the Company, parent company, subsidiaries, joint venture companies or juristic persons with potential conflict of interest and has never been a major shareholder, non-independent director, executive or managing partner of an audit office to which an auditor of the Company, parent company, subsidiaries, joint venture companies or juristic persons might belong, unless already removed from the aforementioned characteristics by at least two years prior to the date of appointment.

6. No previous or current service as a professional service provider, including legal and financial consultation, with service fees exceeding two million baht per year of the Company, parent company, subsidiaries, joint venture companies or juristic persons with potential conflict of interest, and, if the service provider is a juristic person, also include major shareholders, non-independent directors, executives and partnerships and managers of the professional service provider, unless already removed from the aforementioned characteristics for at least two years prior to the date of appointment.

7. No appointment as a director to represent a director of the Company, major shareholder or a shareholder connected to the major shareholder of the Company.

8. Not a director assigned by the Board of Directors to make decisions in the activities of the Company, parent company, subsidiaries, joint venture companies, subsidiaries on the same tier or juristic persons with potential conflict of interest.

9. In cases where an independent director holds a position as an independent director in a parent company, subsidiary or subsidiary on the same tier, the Company is required to disclose information about the aforementioned position along with the remunerations of the independent director in the 56-1 and 56-2 Forms.

10. No other characteristics that prohibit independent expression of opinions on the Company's activities.

#### **Tenure of Independent Directors**

In 2018, the board of directors reviewed the tenures of independent directors. A resolution was passed setting continuous tenures of independent directors to unconditionally not exceed nine years, beginning on 1 January 2019 onward.

- **Checks and Balances**

The Company has assigned people holding the positions of Chairman, Chairman of the Audit Committee and Chairman of the Board of Executives to not be the same people or people from the same family in order to ensure clarity of duties and independent of expression of opinions in each position in order to provide checks and balances and transparency into internal activities as appropriate.

- **Development of Skills and Abilities of Directors/Orientation of New Directors**

#### ***Knowledge Development***

The Company has policy that encourages directors to develop their knowledge and abilities continuously and sufficiently and supports directors to receive course training and participate in seminar activities in order to increase knowledge in the work activities of directors, for example, training organized by the Institute of Thai Directors (IOD). Furthermore, the Company provides orientation for new directors appointed to their positions for the first time to provide them information about the Company's business policies along with the scope of duties and responsibilities of the Board of Directors and sub-committees along with related information such as annual reports, corporate governance policy, ethics manual and the Company's regulations. Additionally, the Company issues manuals containing useful information about directors of registered companies such as the Public Limited Companies Act, B.E. 2535 (A.D. 1992), the Securities and Exchange Act (No. 4), B.E. 2551 (A.D. 2008), the good corporate governance principles for registered companies and manuals for directors in registered companies for the Company's directors.

In 2018, the Company provided support for the board of directors to take part in training/seminar in a course that is beneficial to their duties. This course is the Good IT Governance: Risk Management and Data Responsibility course organized by the Office of the Securities and Exchange Commission (SEC Office) (the details are shown in the board of director's history).

Additionally, the Company supports the Company's directors and high-ranking executives to participate in course seminars that are beneficial to their duties and to meet up and exchange opinions with the Board of Directors with the Company's secretary coordinating work with the directors in attending the director courses by the Institute of Thai Directors such as the Directors' Certification Program (DCP), the Directors' Accreditation Program (DAP) and the Audit Committee Program (ACP).

#### ***Orientation for New Directors***

The Board of Directors specifies orientation to be provided for every new director in order to provide business knowledge and understanding and facilitate the Company's activities in various aspects in order to prepare directors to perform their duties. At the same time, the Company has a policy to provide new knowledge and perspectives to every director in regards to corporate governance, state of the industry and new technologies and innovations in order to effectively support directors in assuming their positions as soon as possible. The Company's secretary provides coordination on various issues.

In 2018, the Company did not recruit new directors. Instead, in order to ensure that directors receive up-to-date information, the directors' manual and various criteria concerning important laws, regulations, rules and policies were changed such as the corporate governance policy, business ethics and the charters of the board of directors and sub-committees.

- **Meetings of the Board of Directors**

The Company has set the following criteria for Board of Directors' meetings :

1. The Board of Directors schedules meetings in advance each year with meetings set to occur at least six times per year and additional and special meetings as necessary and appropriate with at least seven days advance notice. Furthermore, every meeting must be attended by at least one-half of the total number of directors in order to complete a meeting quorum and voting on any resolution requires a complete meeting quorum.

2. At least two-thirds of all directors must be present.

3. Agendas must be set clearly and in advance. The Chairman and the Chairman of the Board of Executives are to jointly deliberate and select topics to become agendas in Board of Directors' meetings. Agendas must be set clearly. Accordingly, the Company's secretary is required to ensure that directors receive meeting documents in advance of each meeting within at least seven business days in advance to allow studies and considerations on each issue and facilitate opinions and voting.

4. The Board of Directors is to receive information sufficiently, fully and continuously and within a timely manner ahead of every meeting. Furthermore, the Board of Directors can contact the Company's secretary directly and independently. The Company's secretary is responsible for providing consultation to the Board of Directors on issues related to compliance to laws and regulations.

5. The Chairman of the Board has the duty to allocate sufficient time for the Management to present documents and information for discussion and sufficient for the Board of Directors to deliberate on key issues with opportunities and support for each director to express their opinions before rendering conclusions from the meeting.

6. The Board of Directors has a policy to provide opportunities for non-executive directors to hold meetings with each other as necessary in order to discuss various issues about management within their interest without the involvement of the Management. In addition, the aforementioned directors should also inform the outcomes of their meetings to the Chairman of the Board of Executives.

7. The Board of Directors supports the Chairman of the Board of Executives to invite high-ranking executives to attend meetings of the Board of Directors in order to obtain additional information and details as direct work operators.

8. In the consideration of various agendas, directors who hold stakes in issues under consideration are prohibited from voting and must be absent from the aforementioned agendas during meetings.

9. Every meeting is required to be recorded in writing with each meeting report stored with the approval of the Board of Directors and available for examination by the Board of Directors and all parties involved.

- **Self-assessments of the Board of Directors**

The Board of Directors has prescribed in the good corporate governance policy for the Board of Directors to conduct self-assessment at least once annually in order to provide a framework for the Board of Directors in examining the performance of the Board of Directors as well as in evaluating work achievements, problems and obstacles over each passing year and for revisions and improvements to be made in the work of the Board of Directors to ensure consistency with set policies.

The Company's secretary will submit the Board of Directors' performance assessment forms to every member of the Board of Directors for annual assessments for the entire board and for individual members. After each member has completed assessment, the assessment forms are returned to the Company's secretary for scoring and evaluation of each director and summarization of the Board of Directors' performance for the entire year, which are later reported to the Board of Directors for consideration in order to achieve the aforementioned objectives. In the completion of self-assessment questionnaires by the board of directors, each director is a respondent, and will deliver their questionnaires to the Company's secretary to summarize and present evaluation results to board of directors meetings in order to use evaluation results in the consideration of the appropriateness of the board's composition as well as review work performance, problems and obstacles encountered

over each preceding year and enhance the effectiveness of the board of directors. In addition, it also improves the relationship between the board of directors and management.

In 2018, the Board of Directors passed a resolution in approval for the use of three assessment forms based on the guidelines of the Stock Exchange of Thailand, composed of forms for assessing all committees, individual committees and individual people. The scoring criteria for the performance assessments of the Board of Directors are divided into five levels as follows :

Score	Level
Greater Than 4.5	Excellent
Greater Than 4.0	Very Good
Greater Than 3.5	Good
Greater Than 3.0	Fair
Less Than 3.0	Improvement Needed

**Self-assessment of all committees in the overall** picture shows that work effectiveness is “**excellent**” with a mean score of 4.67.

#### **Assessment Topics**

- Structure and Qualifications of the Committee Mean Score: 4.62
- Roles, Duties and Responsibilities of the Committee Mean Score: 4.64
- Meetings of the Committee Mean Score: 4.79
- Duties of Directors Mean Score: 4.82
- Relationship with Management Mean Score: 4.70
- Self-improvement of Directors and Executives Mean Score: 4.54

**Opinions/Observations** : Based on the self-assessment of all committees, it was found that the committees followed the good corporate governance principles and ethics of the Company. Thus, Duties of Directors and Meetings of the Committee scored highest out of all categories.

**Self-assessment of individual committees** produced mean scores for every committee as “**Very Good**” with total mean score of 4.80. The scores for each committee are as follows :

**Audit Committee** Mean Score : 4.99 total

#### **Assessment Topic**

- Structure and Qualifications of the Committee Mean Score : 4.96
- Meetings of the Committee Mean Score : 5.00
- Roles, Duties and Responsibilities of the Committee Mean Score : 5.00

**Opinions/Observations** : Meetings of the Committee and Roles, Duties and Responsibilities of the Committee produced the highest mean score.

**Nomination Committee** Mean Score : 4.84 total

#### **Assessment Topic**

- Structure and Qualifications of the Committee Mean Score : 4.90
- Meetings of the Committee Mean Score : 4.78
- Roles, Duties and Responsibilities of the Committee Mean Score : 4.83

**Opinions/Observations** : Structure and Qualifications of the Committee produced the highest mean score.



**Remuneration Committee** Mean Score : 4.84 total

**Assessment Topic**

- Structure and Qualifications of the Committee Mean Score : 4.90
- Meetings of the Committee Mean Score : 4.78
- Roles, Duties and Responsibilities of the Committee Mean Score : 4.83

**Opinions/Observations** : Structure and Qualifications of the Committee produced the highest mean score.

**Corporate Governance Committee** Mean Score : 4.59 total

**Assessment Topic**

- Structure and Qualifications of the Committee Mean Score : 4.68
- Meetings of the Committee Mean Score : 4.58
- Roles, Duties and Responsibilities of the Committee Mean Score : 4.50

**Opinions/Observations** : Structure and Qualifications of the Committee produced the highest mean score.

**Risk Management Committee** Mean Score : 4.75 total

**Assessment Topic**

- Structure and Qualifications of the Committee Mean Score : 4.79
- Meetings of the Committee Mean Score : 4.71
- Roles, Duties and Responsibilities of the Committee Mean Score : 4.75

**Opinions/Observations** : Structure and Qualifications of the Committee produced the highest mean score.

**Self-assessment of individual committee members**

produced mean scores for every committee as “**Very Good**” with total mean score of 4.78. The scores for each committee are as follows :

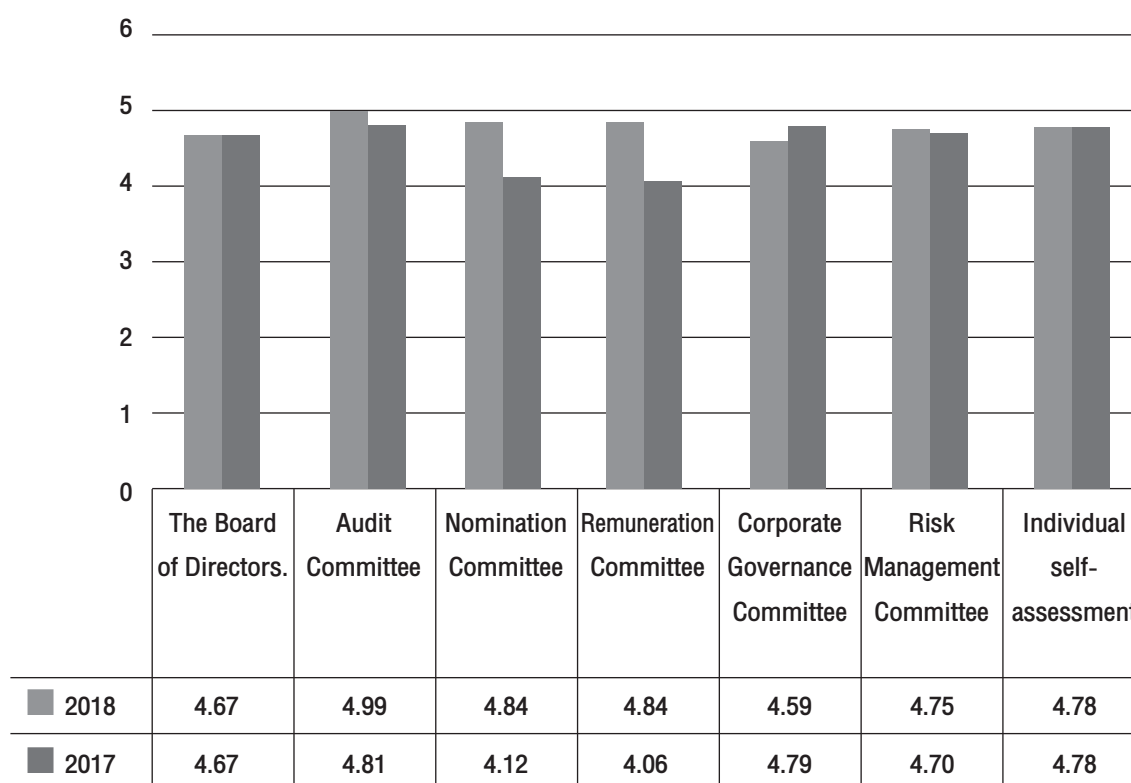
**Assessment Topic**

- Structure and Qualifications of the Committee Mean Score : 4.83
- Meetings of the Committee Mean Score : 4.77
- Roles, Duties and Responsibilities of the Committee Mean Score : 4.77

**Opinions/Observations** : The self-assessment of the individual members of the committees found that Structure and Qualifications of the Committee produced the highest score of every category.

Accordingly, the board of directors’ self-assessment results are equal to those in 2017, and the self-assessment results of individual committees improved from the previous year, except for the business oversight committee, which slightly decreased. The details shown in the comparison graph are described as follows :

### Comparison of the results of the assessment of the Board of Directors



### Performance Assessment of the Chief Executive Officer

The board of directors assesses the performance of the chief executive officer annually. In terms of remunerations, the board of directors assigned the nomination and remuneration committee to provide preliminary consideration and screening with evaluation based on suitability with assigned duties and responsibilities and the Company's performance as compared to the Company's objectives, including economic reality and comparisons with remunerations provided by other companies in similar industries, before presenting evaluation results to a meeting of the board of directors for subsequent consideration of approval.

The evaluation results of the chief executive officer are considered confidential personal information that cannot be disclosed. Accordingly, the criteria for the evaluation of the chief executive officer for long-term and short-term remuneration payments are summarized below :

**Short-term** : Remunerations are paid as salaries and bonuses and are determined based on performance, that is, the organizational performance index and leadership evaluation (teamwork promotion, communication, success-orientation and management of changes).

**Long-term** : Remunerations are paid on the form of money deposited into the Company's provident fund.

- **Policy on the Chairman of the Board of Executives Serving as a Director in Other Companies**

The Company has set a policy in regards to the Chairman of the Board of Executives being a director in other registered companies in the Stock Exchange. Essentially, the Chairman of the Board of Executives should not become a director in other registered companies in the Stock Exchange outside of the Company's group unless such an occurrence fit the set criteria for exemptions.

In 2018, the board of directors reviewed the specification of the Company's policies on the holding of positions in other registered companies by the chief executive officer and has set the chief executive officer to be allowed to hold positions in no more than five other registered companies, excluding the Company's subsidiaries, group companies and joint venture companies, which the Company must provide work supervision and management in order to preserve the Company's interests and maximize work administration.

In 2018, the chief executive officer did not hold more than five directorships in other companies listed on the stock exchange.

- **Policy on Being a Director in Other Companies of the Board of Directors**

Directors are allowed to become directors in other companies registered in the Stock Exchange. However, the aforementioned directorships must not hinder the performance of duties of the Company's directors. Furthermore, each director can become a director in no more than five other companies registered in the Stock Exchange as supported to be limited by the Board of Directors. At present, no director is a director in more companies than the aforementioned specification.

In 2018, no member of the board of directors held more than five directorships in other companies listed on the stock exchange.

- **Succession Plan for High-ranking Executives**

The board of directors has set in place succession and work continuity plans as appropriate for department executive positions and above, which are key positions of the organization, in order to prepare personnel to accommodate and respond to business growth. The effectiveness and capabilities of executives are evaluated with care in order to promote appropriate development of knowledge and skills, and development is continuously monitored.

- **Remuneration for the Chairman of the Board of Executives**

The policy on the remunerations for the Chairman of the Board of Executives is that remunerations should be provided in both short- and long-term forms. In addition, the amount of salary remunerations, remunerations for work performance and long-term incentives should be consistent with the Company's performance and the performance of the Chairman of the Board of Executives.

The Board of Executives assigned the Nomination and Remuneration Committee to monitor and evaluate the performance of the Chairman of the Board of Executives every year to accompany consideration of review and specification of the remunerations of the Chairman of the Board of Executives using benchmarks agreed upon in advance with the Chairman of the Board of Executives consistently with structured criteria that include financial performance, achievements in regards to compliance to long-term and short-term strategic objectives, development of executives, etc. In addition, senior directors are assigned by the Chairman of the Board to communicate evaluation results to the Chairman of the Board of Executives.

- **Remuneration for Directors and Executives**

The Nomination and Remuneration Committee considers and specifies the remunerations of directors based on business size and the responsibilities of the Board of Directors relative to registered companies in the Stock Exchange of Thailand with similar market values to the Company and submits proposals to the Board of Directors for presentation to general shareholder meetings for consideration of approval every year.

- **Relationship of the Board of Directors on the Management**

- In regards to the attendance of meetings by non-directors of the Company at meetings of the Board of Directors and sub-committees, the Board of Directors is glad to allow the senior members of the Company's Management to attend meetings of the Board of Directors and sub-committees, since the aforementioned people are able to provide additional in-depth information on the issues that are discussed or debated at the meetings. This is because the aforementioned people are related to or have personal knowledge about the aforementioned issues.

- The Board of Directors in conjunction with the Management specify the Company's vision, mission, strategies, objectives and business plans. Free expression of opinions is set to occur in order for the organization's direction to be set jointly every year. After joint meetings are convened, business plans and objectives are communicated to employees on every level for adherence by the entire organization under the "annual policy announcement" activity, in which the Chairman of the Board of Executives and high-ranking executives provide explanation about policies and performance.

- **Exposure to the Company's Information of the Board of Executives from the Management**

The Board of Directors can request information from members of the Management in addition to the Company's documents and records without any limitations. Furthermore, each sub-committee can also request information from the Management along with documents and records. The purpose is to facilitate the performance of duties of directors. Accordingly, the Company's directors should inform the Chairman of the Board of Executives and concerned parts of the Management in advance about any contact with the Management on issues related to the business of the Company. This is because every Company director is already well-aware that the Board of Directors is responsible for maintaining the confidentiality of the Company's business information.

Furthermore, management monitors and evaluates the financial position of the business in order to provide monthly awareness about business performance at meetings of the board of executives and present the aforementioned information to the board of directors for acknowledgement. Meetings are attended by executives on the position of department directors and above, while causes and solution guidelines are analyzed and considered in cases where signs indicate financial liquidity and debt repayment problems. Subsequent proposals are then made to the board of directors for consideration of approval of solution guidelines.

- **Oversight on the Use of Internal Information and Conflict of Interest**

- ***Policy on Prevention of Unlawful Use of Internal Information***

The Company has set in place policy covering the use of internal information for the main purpose of preventing use of the Company's internal information in seeking unlawful gain in order to ensure transparency and prevent exploitation by directors, executives and employees on the use of the Company's internal information that has not yet been disclosed to the public. This policy also covers exchanges of the Company's assets. Essentially, directors, executives and staff members on every level of the Company's secretary office and Investor Relations Department are required to submit reports of assets within their possessions and exchanges of the Company's assets to the Company's secretary office for subsequent submission to the Office of the Securities and Exchange Commission and the Stock Exchange, depending on the case, within the a timeframe specified by the law and in compliance with all related regulations for every time that changes occur. In addition, the Company's secretary office is assigned to report changes of asset possession of directors and executives to the meetings of the Board of Directors on a quarterly basis. Moreover, the Company's directors and executives (including spouses and children who have yet to reached the age of majority) are required to report changes of asset possessions to the Office of the Securities and Exchange Commission and the Stock Exchange pursuant to Section 59 of the Securities and Exchange Act, B.E. 2535 (A.D. 1992) (as revised) within three business days subsequent to changes in asset possession as well as submit copies to the Company's secretary office for compilation, summarization and presentation to meetings of the Board of Directors on a quarterly basis. Accordingly, the Company has measures in place to provide confidence that the policy is disseminated to the Company's directors, executives and employees for acknowledgement and implementation through the following channels :

1. By the Morning Talk.
2. By training for new directors, executives and employees
3. By HR-Online

The Company recognizes the importance of supervising the use of internal information in line with the principles of good corporate governance with integrity in business activities in order to allow the Company's shareholders equal access to news and information. Thus, the Company has set in place a policy for disclosure of information, financial reporting and activities which can be summarized as follows :

1. Disclosures of the Company's financial, business and performance information are to be complete, sufficient, reliable, within a timely manner and regular to shareholders, investors, asset analysts and ordinary people. Furthermore, the Company is to strictly comply with laws and regulations related to information disclosure. In addition, directors and executives are required to prepare reports of asset ownership using the specified forms within a timely manner upon making purchases and sales of assets.

2. Supervision over the use of internal information is the responsibility of directors, executives and employees. Important internal information that affects the Company's business and asset value not already disclosed to the public must not be disclosed. Additionally, opportunities and information received while being a director, executive or employee of the Company must not be exploited for personal gain, and internal information must not be disclosed to other people.

3. In the sale of the Company's assets and business activities in competition with the Company and connected businesses, the Company has set in place protection measures by limiting information exposure only to directors and high-ranking executives who are involved. Moreover, directors and executives are prohibited from exchanging the Company's assets within 15 days before disclosure of quarterly and annual financial statements and within 24 hours after the disclosure of the aforementioned financial statements.



#### 4. Use and Maintenance of the Information Technology System

- 1) The Company complies with laws, regulations, rules and standards related to information technology usage.
- 2) The Company has a system to safeguard information and maintain confidentiality as well as the integrity and availability of information, including the prevention of misuse of information and unauthorized information changes.
- 3) The Company considers information technology risks and has in place various measures to manage the aforementioned risks such as by providing business continuity management and managing incidents that impact information system security and managing information assets.
- 4) The Company considers the allocation and management of information technology resources and specifies criteria and factors for prioritizing information technology work plans such as consistency with strategic plans, business impacts, information technology budget and human resource usage urgency and congruency with business models and others.

Violations causing damage or loss of business opportunities to the Company are considered violations of business policies and ethics. Therefore, serious disciplinary actions must be taken. Additionally, the aforementioned actions are deemed to be in violation of the Securities and Exchange Act (No. 4), B.E. 2551 (A.D. 2008).

- **Conflicts of Interest**

The Board of Directors has set in place a policy and practice guidelines on conflict of interest in writing and has included them in the Company's business ethics. Furthermore, the Company has a policy to follow the guidelines set forth by the Stock Exchange of Thailand and the Securities and Exchange Act for the best interest of the Company. Additionally, it is considered to be the duty of personnel on every level to consider and resolve conflicts of interest in a meticulous manner with adherence to integrity, honesty, reason and independence within the framework of good ethics and with complete disclosure of information primarily for the overall benefit of the Company.

- **Promotion of Innovations and Responsible Business Operation**

The board of directors gives importance to the development and expansion of investment in order to create opportunities for business growth for the organization, so chosen investment business models have to be consistent with the main objectives and goals of the organization. Thus, the Company's business development department is tasked with studying and analysing information about potential investment projects using future cash flow projections through financial models in order to compare hypotheses with information within and out of the Company's group and protection of economic and industrial growth in estimates of future cash flow, which are evaluated in a process by the board of executives with consideration to potential impacts and value to be created in relations to resources on the basis of ethics, responsibility and sustainable business value creation.

The Company supports the adoption of innovations in work processes inside the organization and in inter-organization cooperation. These innovations refer to initiatives taken to do new things using new methods and could also mean changes in thinking or production that are aimed at increasing business value. The goal of innovation is to create positive changes and facilitate the betterment of various things for increased productivity in order to maximize benefits to society. In this regard, the Company has the following practice guideline :

- 1) Survey various business processes being implemented by the Company in order to determine whether or not and how they create risks or negatively impact society or the environment and study solution guidelines in order to reduce the aforementioned impacts. Accordingly, the Company studies, evaluates and analyzes work processes meticulously covering every area in order to create opportunities for development and discover business innovations.
- 2) Analyze solution guidelines and develop innovations on a regular and continuous basis in order to create new opportunities for the invention of new products and growth for the Company as well as to meet consumer demands.

The dissemination of innovations is considered to be a social responsibility. Thus, the Company communicates and disseminates them to stakeholders directly and indirectly via various channels in order to ensure that the Company's news and information extensively reach the Company's stakeholders.

- **Oversight of the Activities of Subsidiaries and Joint venture companies**

*The Company has management policies for subsidiaries and joint venture companies as follows :*

***Management Policy for Subsidiaries***

The Company specifies business policies the Company deems to be conducive in achieving the Company's long-term objectives and goals on the Company's subsidiaries via approval of annual budgets and assigning representatives on the executive director or high-ranking executive level to become directors in subsidiaries to specify the strategies and business activities of subsidiaries as well as to monitor the work of subsidiaries and ensure compliance to the business framework set by the Company. Furthermore, directors representing the Company in subsidiaries exercise judgment for the overall interest of the Company and the Company's group. As for important issues and issues that affect the business of subsidiaries, the directors representing the Company in the subsidiaries will report progress and present issues to the Board of Executives or the Board of Directors for consideration of approval, depending on the case. Additionally, the Board of Executives is in charge of reporting the financial positions and performances of key subsidiaries by business branches through quarterly financial reporting to the Board of Directors.

***Management Policy for Joint venture companies***

Once the Company enters into a joint venture with another company, the Company will send representatives to become directors in the aforementioned joint venture company in order to monitor the work of the joint venture company and ensure work meeting the Company's expectations.

***Policy***

- The Company respects the rights of stakeholders and treats shareholders equitably (equitable treatment) and takes responsibility for decisions and actions that can be explained and described (accountability).
- The Company arranges for transparent disclosure of information to allow verifiability (transparency).
- The Company adheres to the principles of morals and ethics as the foundations for business (Code of Conduct and Code of Ethics).
- The Company generates growth for subsidiaries and joint venture companies in order to create long-term added value for shareholders with consideration to the rights of other stakeholders together with good balance between the differences of each group of stakeholders and the Company with fairness for every party.
- In cases where the Company and subsidiaries or joint venture companies organize a competitive bidding event, the Company has policy to not compete against main businesses and will take actions for the greatest interest of stakeholders in the Company, subsidiaries and joint venture companies.
- The Company is conscious about its duties and obligations and performs to the fullest extent of its abilities in regards to actions concerning stakeholders, especially shareholders (responsibility).

***Management***

- Consideration is given to sending people who possess proper qualifications for representing the Company to become directors and/or executives in subsidiaries and joint venture companies at least according to share ratio in order to provide supervision and control over business activities.
- Reports of the aforementioned representatives that are sent along with the qualifications of representatives are submitted to the Board of Directors for acknowledgement.
- Supervision is provided for the Company to take actions in line with approved authority and activities with disclosure of information, actions in line with the regulations on securities and the Stock Exchange along with regulations, notifications orders and specifications of the Stock Exchange of Thailand in compliance with the specifications on disclosure of information about connected transactions and/or acquisition and disposal of assets.





- Report summaries of the performance of subsidiaries and joint venture companies are made to the Board of Directors every quarter and in important issues of the aforementioned companies such as capital increase/decrease and discontinuation of company. The aforementioned issues are to be submitted to the Board of Directors for approval of actions.

In the aforementioned actions, the Company is aware of the importance of good corporate governance as the primary factor for enhancing the effectiveness of the organization's system and is determined to conduct business in line with the principles of good corporate governance in order to create control mechanisms for the Company's work, ensure transparency and justice and create build confidence in all stakeholders.

- **Appointment of Auditors and Setting Auditor Remuneration**

The Audit Committee has given consideration to the appointment of auditors with further consideration given to setting remuneration for auditors to the Company's board of directors for consideration of presenting to the Company's shareholders. This consideration was based on the qualifications of the auditors, including their knowledge, ability, experience, independence under the specifications of the Stock Exchange of Thailand and other related agencies. The consideration also covered performance in conducting last year's audit.

At the meeting of shareholders on 26 April 2018, the shareholders considered and approved the appointment of the following auditors from Karin Audit Company Limited as the Company's auditors:

- |                            |   |
|----------------------------|---|
| 1. Mr.Jessada Hangsupalerk | Certified Public Accountant License No. 3759 and/or |
| 2. Mr.Jirote Sirirorote    | Certified Public Accountant License No. 5113 and/or |
| 3. Ms.Kannika Vipanut      | Certified Public Accountant License No. 7305        |

All three of the proposed auditors are listed as auditors approved by the Office of the SEC.

Sena Development Public Company Limited operates a housing real estate development business according to the vision that *“we will endeavor to apply our knowledge and experience to the development of housing in order to create maximum value for customers in terms of ownership and provide heart-warming care in post-sale services through business conduct that pays attention to stakeholders and social repayment”* in addition to the organization’s philosophy that *“customer trust is our pride”* as our main ideas to which we have adhered in business. At the same time, we are aware and give importance to operating business with consideration to responsibility for society, communities and the environment. Furthermore, the Company remains firmly determined to operate business fairly, correctly and transparently under the principles of good corporate governance in order to achieve clear and sustainable growth for the organization along with society. Thus, these policies, practice guidelines and appropriate responsibilities have been set for every director, executive and employee to strictly follow.

The Company is well aware that meeting the needs or expectations of stakeholders will benefit business activities and developments. Therefore, the Company pays attention to the various issues that are important to stakeholders, covering economic, social and environmental aspects as follows :



## Economy

- **Good Corporate Governance**

The Board of Directors is determined to manage work with adherence to good corporate governance principles in order to bring about transparent and fair business activities in the best interests of shareholders and stakeholders in every group. Thus, a good corporate governance policy and business ethics have been created in writing in order to provide practice guidelines for every director, executive and employees based on the criteria and practice guidelines set forth by the Stock Exchange of Thailand and supervisory agencies, the essential contents of which are as follows :

- Good corporate governance in tandem with fair business conduct.
- Anti-corruption.
- Respect for human rights.
- Fair labor treatment.
- Responsibility for consumers.
- Environmental conservation.
- Community and overall social development.
- Development of innovations and dissemination.

The Company is determined to operate its business properly, honestly, fairly and transparently in a verifiable manner. Thus, the Board of Directors has formed a Business Oversight Committee in order to drive and push forward work in an integrative manner and perform duties in the supervision and monitoring of implementation of the good corporate governance policy (CG Policy).

Good corporate governance policy : <https://www.sena.co.th/download/Responsibilities.pdf>

Business ethics : [https://www.sena.co.th/download/Equitable\\_treatment.pdf](https://www.sena.co.th/download/Equitable_treatment.pdf)

In 2018, the Company did not encounter any violation or actions that can be deemed as violation of the law, the Public Limited Companies Act or the regulations of supervisory agencies, namely, the Office of the Securities and Exchange Commission (SEC Office).

- **Risk Management**

In order to support sustainable business activities, the Company has set in place a risk management system with the Risk Management Committee functioning to set risk management policies, strategies and guidelines for the entire organization as well as to evaluate the overall risk of the entire organization. Furthermore, the Risk Management Committee reports directly to the Board of Directors to provide information and reports about risk assessments and management. In regards to risks encountered over the past year, they are as follows :

1. Risks from competition in the real estate development business.
2. Risks from fluctuations in the costs of construction materials.
3. Risks from the stringency in the release of minor housing loans by commercial banks.
4. Risks on liquidity and access to financial sources.
5. Risks from a shortage of contractors.
6. Risks from land procurement for development.
7. Risks from natural disasters, accidents and sabotage.
8. Risks from the influence of major shareholders on management policies.
9. Risks from reduction in share value.
10. Risks from dependence on major customers in the power plant business.
11. Risks due to operational errors that are against the rules.
12. Risks of fraud and corruption.

### • Fair Business Activities

The Board of Directors has policy to which it always adheres in conducting business transparently, honestly and in compliance with laws and business ethics, all the while treating trade partners fairly, equally and honestly on the basis of proper and appropriate business relationships. Furthermore, business is conducted in a politically neutral manner, and a policy exists to support non-violation of intellectual property and rights and compliance to the obligations that exist to the Company's stakeholders as follows :

- Treat trade competitors fairly without seeking secret trade information from trade partners by using dishonest or inappropriate means, and adhere to the rules of good competition.
- Build good relationships with trade partners and/or creditors and conduct business on the basis of mutual support and fairness. Furthermore, treat trade partners and/or creditors equally with consideration to the greatest interest of the Company, and avoid situations that create conflict of interest, all the while strictly meeting obligations in order to achieve mutual gain.

In 2018, the Company did not encounter any complaints about unfair business practices from any business competitor in any manner.

### • Anti-corruption

The Company is determined to prevent corruption and promote anti-corruption and thus has made it an important policy to conduct business honestly and transparently in a verifiable manner in order to promote good values and image. Thus, at the Meeting of the Board of Directors No. 1/2560 on 23 January 2017, a resolution was passed in approval of the issuance of an anti-corruption policy and an anti-corruption measures manual for use in the entire organization in order to raise awareness in directors, executives and employees and achieve general practices that adhere to the policy. Furthermore, these are made available to the public on the Company's website.

In 2018, the Company continued to provide continuous communication and training to the Company's personnel in order to build knowledge and understanding about anti-corruption measures and penalties in cases involving violations such as the training of new employees on anti-bribery and corruption, whereby the training is integrated as part of orientation. In addition, the Company follows-up on complaints and clues about corruption that are filed using specified channels in order to bring convenience to stakeholders and ensure that they can regularly send information to the Company and present details to meetings of the audit committee and the board of directors. The established channels for submitting information are as follows :

- Email to the Audit Committee at : [Auditcom@sena.co.th](mailto:Auditcom@sena.co.th).  
Or the Company's website at: <http://sena.co.th/th/contactus>.
- Send mail by post to the Audit Committee at :  
Sena Development Public Company Limited, 448,  
Thanyalakpark Building, Ratchadapisek Road, Sam SenNok,  
HuaiKhwang, Bangkok 10310.
- Complaint drop box.



In 2018, no complaints were encountered regarding illegal and corrupt activities in all three channels the Company has provided.

## Environment

### • Resource and Energy Management

In this age where natural resources and energy are essential to business, industry and the livelihood of every person, Sena Development Public Company Limited gives importance to the considerate management and use of resources and energy conservation. Furthermore, the Company has a policy in place in promotion of energy conservation activities in order to alleviate global warming through efficient use of resources and energy such as the following :

#### - Resource Management

The Company has policy covering resource conservation and campaigns for employees to be considerate in the use of resources such as by using paper on both sides and by decreasing paper usage in offices and by switching over to the use of electronic files in the E-Doc system.

#### - Effective Energy Consumption

With the goal of environmental and energy conservation, as well as to reduce expenses, the Company regularly implements energy-saving projects such by changing lighting systems, launching energy-saving projects in offices and using energy-saving equipment, etc.

Furthermore, the Company gives constant attention to improving energy usage effectiveness and stability in various work processes. Thus, the Company has invested in the renewable energy business in order to increase the production ratio of renewable energy. This is meant to reduce carbon dioxide emission, which contributes to global warming. Furthermore, the Company supports the use of alternative energy to meet energy-reduction policies, promotion of clean energy and environmental conservation through the **SENA Solar House project**, which is very well-received by customers. Moreover, the Company has EV charger stations (SENA - Solar Stations) in the Company's projects available for charging electrical equipment such as electric cars, electric bikes and batteries. This is another idea that arose from the determination to promote alternative energy use among Sena homeowners.

#### • Management of Waste and Pollution Caused by Business Activities

The Company gives importance to strict compliance with environmental laws and regulations through strict adherence to continuous environmental quality monitoring and measurement guidelines and environmental impact management standards in every work process. In particular, the Company gives priority to preventing pollution from being caused at construction projects such as by preventing and decreasing dust particles, preventing noise pollution that might cause disturbance to surrounding communities, management of transportation that might cause traffic congestion in surrounding communities and reduction of wastes caused by construction. Hence, we give importance to designs using techniques and methods to prevent problems that might occur through the Company's work activities.

In addition, the Company supports the expansion of green zones in project areas in order to create public benefit to homeowners and provide oxygen for general society under the Green Giving project. In doing so, a 10-rai green zone has been designed with places for relaxation and activities surrounded by nature and large trees, as it is part of the Company's intention to participate in giving good things to society and Sena homeowners.

### Society

#### • Responsibility for Customers and Consumers

*"We will endeavor to apply our knowledge and experience to the development of housing in order to create maximum value for customers in terms of ownership and provide heart-warming care in post-sale services through business conduct that pays attention to stakeholders and social repayment"* is the vision that the Company has set as the practice guideline for every employee in order to meet the needs and expectations of and provide satisfaction to customers and consumers. Thus, the Company gives importance to construction with emphasis on product quality and standards by using quality and up-to-standard materials. Because the Company's products are houses, which are an important factor to living, the Company's products must be worthwhile, high-quality and of the highest level of safety."

Nevertheless, post-sale services are another job to which the Company gives focus in close monitoring. This is because the Company cares and looks after the needs of customers under the strategy of **"Thinking Minds and Heart"** to provide 360-degree post-sales services and provide the highest value to customers. Accordingly, these are composed of the following :

- **Degree of Warmth** Say good-bye to worries about home repair because SENA WE CARE is always there to provide guidance and turn every housing problem into small issues for homeowners.
- **Degree of Happiness** Be heartened by our community care provided through VICTORY PROPERTY MANAGEMENT, which always ensures that projects are in good conditions, whether in terms of maintenance, safety, care of common areas, cleanliness, community management and public utilities inside projects.
- **Degree of Comfort** We are a center for contract sales-rental of real estate for living and investment, and we make contract sales and rent an easy and fast matter with our professionally-experienced 360° LIVING AGENT work team.
- **Degree of Convenience** Every service at the tips of your fingers. Every function available to you. Every connection made on housing management. All of these made possible to allow homeowners to more conveniently access post-sale services and have their lifestyle questions in the digital age answered via the SENA 360° APPLICATION.

Moreover, the Company trained mechanic teams by developing the personality and skills of mechanics to gain the trust of homeowners in the construction and maintenance of the common utilities for projects to ensure that they are completely and fully available and ready for use at all times. Furthermore, the activities of security firms and security guards have increased in stringency, in addition to the inspection of fire prevention equipment, fire escape drills, preparation of emergency measures and cleaning activities in collecting all trash and waste inside of projects. In addition, care is taken concerning the condition of common trash bins to ensure that they are always available and to reduce undesired odors.

Furthermore, the Company treats customers under the **Customer-centric concept, i.e., understanding customers by holding customers as the center of ideas** to provide the same practice guidelines for personnel as follows :

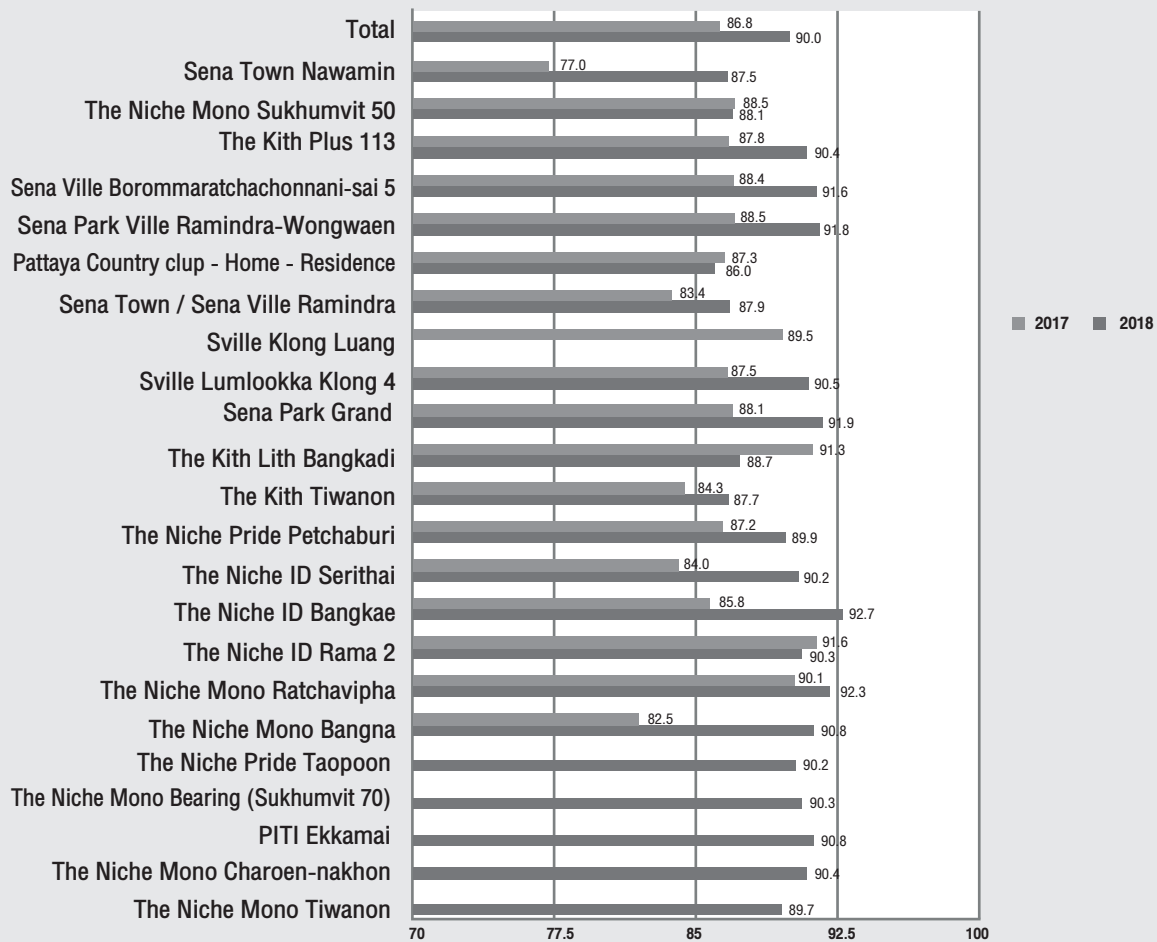
- We communicate politely with customers to boost credibility and trustworthiness.
- We provide accurate, sufficient and timely information to customers to let them know about product and service information.
- We deliver quality products and services quickly according to customer needs at fair prices.
- We strictly follow all conditions that exist with customers. In cases where we are unable to meet customer conditions, we are required to urgently notify customers in order to offer solutions.
- We have in place a system for receiving complaints from customers the quality of our products and services, and we are fast in response, delivery and taking actions for customers.
- We maintain the confidentiality of customers and we do not unlawfully misuse them for our own gains or gains of others.

Due to work determination and attention given to every process, the Company has always been able to effectively satisfy homeowners. Every year, the Company conducts customer satisfaction surveys to determine work performance and apply customer opinions and recommendations in improving the Company's activities.

The Company conducted a customer satisfaction survey in 2018 in all existing customers in every project in order to evaluate results and improve and develop services as well as include them as part of the Company's annual performance evaluation (corporate KPI). The satisfaction targets were not lower than the previous year. The details as compared to the previous year are as follows :



## Customer Satisfaction in 2018



\*\* In 2018, the Company surveyed satisfaction in five new projects, namely, The Niche Mono Tiwanon, The Niche Mono Charoen-nakhon, The Niche Mono Bearing, The Niche Pride Taopoon and Piti Ekkamai.

Furthermore, the Company organizes activities to promote good relations with Sena customers and homeowners such as traditional merit-making activities, project visits for customers and investors, knowledge-promotion activities on about solar homes for interested parties from various agencies in work studies, etc.

- **Personnel Development and Care**

Personnel are the most important resource in business and in driving business toward continuous growth. Hence, the Company has in place a policy for developing and improving work processes and human resource management to ensure modernity and consistency with changing technologies in order to improve and develop employees into good and skilled people and become an organization of sustainability.

- **Benefits**

The Company provides benefits and remunerations in addition to bonuses and provident funds for executives and employees as appropriate in line with economic and living conditions while maintaining competitiveness and being comparable with the standard for other companies in the same business category and consistent with the Company's performance. Accordingly, the Company is constantly improving and reviewing as follows :

## Other Benefits Apart from Legal Specifications

Social Security Fund		Compensation fund		Provident Fund	
Monk Ordination	Annual Health Examinations	Accident Insurance	Life Insurance	Health Insurance	
Marriage	Funeral	Visiting patient	Employee Uniforms	Employee Scholarships	Scholarships for Children of Employees
Loans	Discounts for the purchase of the company's housing	Special room rates (daily) At SENA House	Special room rates At Pattaya Country Club		

\*\*Scholarships for employees' children in 2018 amounted to 12 scholarships of 10,000 baht each. The project is an ongoing project the Company organizes every year.

### Provident Fund Benefits

Employee Savings	Matching Contribution from Company
2 %	2 %
2.5 %	2.5 %
3 %	3 %

The Company has set in place practice guidelines for respecting human rights and fair labor treatment as follows :

#### **Respect to the Right to Work**

- Policy has been set in place against selective treatment and in advocacy of equal opportunities.
- Employees are employed fairly and paid appropriate remunerations based on their capacities.
- Channels are available for employees to file complaints in cases involving injustice as well as for submitting clues about potential illegal activities, while systematic and fair processes and measures exist to protect informant employees.
- Employees comprehensively receive skill training and development, and employees are regularly exposed to the Company's news and information.

#### **Social Protection and Work Conditions**

- Work environments and systems are organized such that employees are safe in their lives, property and good hygiene.
- Conditions of employment are fair, and employees are paid appropriately based on their capacities in the forms of salaries, bonuses, benefits, provident funds and other remunerations.
- Appointments, transfers, rewards and punishments of employees occur out of honesty and are based on the knowledge, abilities and suitability of employees.
- A policy has been set forth for compliance to all employee-related laws, regulations and rules.

#### **Exercising Social and Political Rights**

Directors, executives and employees have the right and freedom to participate in social activities while avoiding activities that violate laws and morals or that might disturb peace in society in order to maintain their own individual honor and dignity as accepted and appropriate for the society and communities in which the Company is located. Thus, the following guidelines have been set forth :

- The Company adheres to democracy and promotes the exercising of rights stipulated by constitutional and other related laws.
- No actions are to be taken to create an understanding that the Company is involved in or support any political parties.

## Communication and Complaint Channels

The Company communicates policy, news and information to employees continuously through convenient, fast and current channels via HR Online, the Company's email, public relations board, the Company's website, employee relations activities during annual vacation activities, etc.

For employee complaint channels, complaints can be submitted by mail, by the complaint drop box or by email to the human resources department. Accordingly, the Company has regulations and procedures in place to resolve employee complaints along with fair investigative and deliberation regulations and measures for maintaining the confidentiality of complainants.

In 2018, the Company encountered neither labor disputes nor human rights violations in any manner.

### • Work Safety

The Company recognizes the importance of work safety for every employee. Therefore, work safety measures have been set forth to prevent potential accidents that might occur between the activities of employees and other people involved. Furthermore, work safety is an important manner about which employees must always be aware and remember throughout their duration of work. This is because accidents bring about both loss to life and assets. In addition, the Company considers the health and hygiene of employees and has set in place regulations for environmental care and work system arrangement in order to ensure safety to life and property and good hygiene. These practice guidelines are as follows :

- Work safety has been designated as the top-priority duty and responsibility of every employee in their work.
- Every employee is instructed to care for the cleanliness and order of the areas in which they work.
- Work safety activities and prevention guidelines are promoted.
- Specifications are made in compliance with safety laws and regulations.

### • Development of Innovations

The Company adopted the "Eco-Innovation" strategy and has applied new technologies to develop products and services to meet customer needs and expectations, all the while conserving energy, saving time and enhancing the effectiveness of already ongoing activities, in conjunction with the strategy "Thinking Mind and Heart" to use both thinking minds in work and a heart for service as guidelines that the Company always follows.

In 2018, The company introduced new innovations that help facilitate customers With the addition of new functionality in the Application SENA 360° Service application, which combines every communication channel between the Company and customers together and provides conveniences that meets every usage need, providing a connecting for every issuing about housing management, in order to allow homeowners to more conveniently and easily access post-sale services. In addition, real-time news updates along with notifications about water bills and common fees, etc. are provided. Furthermore, the 360° Living Agen special service provides every form of contract sale-rent services for customers. In addition, the online repair service (Sena We Care) provides 24-hour service and consultation for home repair and maintenance.



These innovations caused the Company to be granted the Innovative Organization: Service award by the project promoting innovation abilities in entrepreneurs in the Stock Exchange of Thailand organized by the National Innovation Agency (NIA) under the Ministry of Science and Technology.



APPLICATION SENA 360° SERVICE

องศา...แห่งความ สะดวกสบาย  
รวบรวมทุกช่องทาง การติดต่อสื่อสาร



• Participation in Corporate Social Responsibility

In addition to taking responsibility for the Company's work processes (CSR-in-process), the Company constantly engages in beneficial societies for communities and society as a whole (CSR-after-process). Thus, the Company has policy in place on taking responsibility for society on the basis of being good citizens and engaging in social development activities such as quality of life improvement, education promotion, tradition and cultural conservation and participation in various other collective activities. For 2018 the Company's achievements from its participation in common social development activities are as follows :

**Ban Ruam Tang Fan Project**

Sena Development Public Company Limited realizes that social content is essential to an attractive society. The Ban Ruam Tang Fan project was created to return profit to society under the "Live to give" concept. The Company is most proud in the construction of inviting homes to provide solutions for home buyers and let them live in good high-quality homes and the opportunity that was given to participate in providing medical equipment and instrument support for aiding patient treatment in government hospitals.

The Company continuously operates the Ban Ruam Tang Fan project with policy to give every baht and satang of profit from the project to government hospitals to relieve their burden and support them in providing adequate services to needs. The Company started operating the project in 2004 up to the present, and profits started to be delivered to hospitals in 2007, a very proud moment of Sena. The details of the project's activities are as follows :



Project	Awarded Budget (million baht)	Accepting Agency
Ban Ruam Tang Fan 1	40.059	Siriraj Hospital
Ban Ruam Tang Fan 2	40.00	Police General Hospital
Ban Ruam Tang Fan 3	40.00	Ramathibodi Hospital
<b>Total Budget</b>	<b><u>120.059</u></b>	

Furthermore, in 2014, the Company used approximately 3.52 million baht of leftover budget from Ban Ruam Tang Fan 3 to purchase two ambulances for PhraNangklao Hospital and Chalermprakiat Hospital.

In 2016, the Ruam Tang Fan Foundation donated five million baht to the Support and Development of Disabled Persons Foundation Pak Kret for the construction of Ruam Tang Fan Building for learning and development for people with movement and physical disabilities in order to create jobs for this group of people.

In 2017, The Ruam Tang Fan Foundation donated 200,000 baht to ThammasartChalermprakiat Hospital to support the establishment of Thammasart Intelligent Surgical Room to accommodate future patient increases.

In addition, in 2018, the Company delivered Ruam Thang Fan building. It is a two-story utility building with 2,000 square meters of usage space. This building serves as a center of learning and vocational training and development for disabled persons and is meant to provide them with knowledge, capabilities and potential such that they may effectively support themselves. The building was officially launched on 1 July 2018.



“

Because we believe that a good and happy society is a product of the people within society who share and are generous toward each other.

”



However, the Ban Ruam Tang Fan project could not have achieved its objectives without the support of many allies in various fields such as the Government Housing Bank, Kasikorn Bank, Siam City Bank Public Company Limited, Bangkok Asset Management Company Limited, Thai Credit Retail Bank along with other companies and stores. Additionally, the implementation of the Ban Ruam Tang Fan project is an example of new ideas in the creation of quality homes and creation of benefits for the strength of Thai society. Every effort for our society is not wasted investment, and the returns are not only in the form of social respectability. Instead, it is the building of sustainable equal living quality and a nicer society.

## Knowledge Sharing for Better Society Project

Knowledge sharing is one of the Company's core values. This is because sharing knowledge and good experiences with surrounding people give us pride in addition to benefits for recipients. We are determined to continuously share knowledge in many forms such as through lectures provided to organizations and financial institutes and knowledge sharing through written works such as the **"30 Secrets for Making Rich Homes"** and **"Converting Solar Energy into a Money-making Machine"** and by opening our houses to welcome the many agencies that are interested in solar house projects and allow them to learn about innovations and activities in real locations. Accordingly, the knowledge sharing activities in 2018 were as follows :

- The Company shared experience and knowledge at the CEO Talk event titled **"Explore Concepts to Change Lives and the World"** organized at SCB Investment Center, Icon Siam branch, by Assoc. Prof. Kessara Thanyalakpak, the deputy chief executive officer.



- The Company attended a discussion entitled **"Analyzing the Real Estate Business 2019 : LIVING FOR THE FUTURE"** to share knowledge about real estate businesses to ordinary people, entrepreneurs and the media that attended the event in large numbers.



- The Company participated in exchanges and presentations of real estate information at the **"Professional Investment in Real Estate"** event organized by the Bank of Ayudya (Krungsri).



- The Company opened house to welcome the executives and employees of the Metropolitan Electricity Authority to exchange experience and knowledge about solar energy at the Sena Park Ville Ramindra-Wong Waen, a single home project with a new concept designed and developed to conserve energy with solar cell and vehicle charging stations in every home and common areas.



- The Company attended the license review seminar titled Thailand: Simple & Smart License organized by the Office of the Law Reform Commission of Thailand at Sub-convention Rooms No. 1-2, Queen Sirikit National Convention Center, Bangkok, in order to exchange opinions and promote knowledge and understanding about legal licenses.



## Other CSR Activities

In addition to, engaging in corporate social activities using the business's main abilities, the Company also organizes many other activities that create benefit for society as a whole such as the following :



- The Company launched a project to grant continuous scholarships on the bachelor level to students with good academic performance but lack the funds to complete their education at Rajamangkala University of Technology. In total four scholarships were granted for a total sum of 648,000 baht.



- The Company participated in supporting Thai culture and preserving Buddhist religious sites by organizing Tod Krathin Samakkhi at Sri On Tai Temple, Chiang Mai, to the headquarters for renovating temple structures such as the temple hall, a the sermon hall and monks' quarters with a total budget of 1,154,460 baht.



- The Company participated in the construction of a new 100-rai public park at Thammasat Chalerm Phrakiat Hospital, Thammasat University, Rangsit Center, at the "Thammasat Day" event titled "Suan Puey" or "PUEY Park for People". The public park will provide a place of learning and rest and relaxation for students and ordinary people alike.



# Sustainable Development Report 2018

126

ANNUAL  
REPORT  
2018

**“Sena Development Public Company Limited (the “Company”) will remain determined and focused on developing the organization with adherence to the principles of good governance and compliance to laws, business ethics, the Company’s ethics and good management with responsibility for society, the environment and consideration of all stakeholders in addition to cooperating in anti-corruption in order to achieve the highest objective of “achieving perpetual sustainable and secure growth for the organization”**

## Participation in Sustainable Social Development

For over 32 years, the Company has been determined to build confidence and meet the expectations of stakeholders from within and outside the organization in order to operate business in coverage of three dimensions, namely, building economic strength, preserving balanced environmental quality and mitigating impacts and becoming one with society. Thus, policies, strategies and business operation guidelines are sent continuously while remaining current with modern circumstances and changes in situations. It is clear that over the Company’s duration of operation, the Company has set in place organization strategies for developing into an organization of sustainability that primarily focuses on work achievements with emphasis on three areas of operation as follows :

**Economy :** The Company continues to largely derive its revenue and performance from real estate businesses and is prepared to expand to new customer bases such as premium customers. These are customers with high purchasing power and offer great potential for growth even in the presence of slowed economic growth. Consequently, over the past year, the Company received great responses from customers. Moreover, the Company also generates revenue from other businesses that facilitate continuous growth such as the golf club business at Pattaya Community Mall under the name SENA FEST, apartment businesses, warehouse renting and alternative energy businesses.

Furthermore, the Company makes investment plans to boost the Company’s competitive capabilities in support of future business opportunities and is ready to distribute







investment and explore new business opportunities in housing real estate businesses, and the Company strives to develop innovations to transform the organization and become allies with leading companies around the world to drive the organization toward strong and sustainable growth in new dimensions.

**Society** : The Company continues to prioritize improvement to the quality of life of everyone. Thus, the Company pays attention to the designs of the Company's real estate projects, which are one of the four basic factors of humans.



Moreover, the Company values the quality of life of every people on regards to medical treatments during sickness and, therefore, has launched the “**Ban Ruam Thang Fan**” project with all profits donated to public hospitals subsequent to deduction of expenses in order to support the creation and purchase of buildings and medical instruments for serving patients as well as support the development of people within society in order to continuously drive progress.

Furthermore, the Company continues to operate ongoing corporate social responsibility projects such as the Company's knowledge sharing project, which is one of the Company's core values, and continuous promotion and support of education under a scholarship project that awards scholarships to employees' children and ordinary students who are in need.

**Environment** : One of the Company's main policies is to upgrade and improve the environmental safety and preservation system as part of the objective to adopt innovations, research and development in environmental management and production development in order to reduce accidents and pollution and effectively and sustainably utilizing available resources and provide positive impacts to stakeholders.

*You can study additional information in the Sustainable Development Report published on the Company's website: [www.sena.co.th](http://www.sena.co.th).*

The Company's board of directors recognizes the importance of a good internal control system and deems it an essential duty in ensuring that the Company has in place an appropriate and adequate internal control system for governing activities in line with set objectives, purposes, laws and related specifications with successful protection of assets against corruption and damage. Thus, the Company evaluates financial reports for accuracy and reliability to ensure the complete, sufficient and timely disclosure of information.

Thus, the board of directors has assigned the Audit Committee to take on the task of supervising the Company's internal control and risk management systems for suitability and effectiveness in addition to ensuring that the Company complies with related specifications and laws in addition to preventing conflicts of interest in connected transactions and supervising the preservation and use of assets in order to prevent corruption and unlawful conduct. Accordingly, the Audit Committee evaluated the adequacy of the Company's internal control system at Audit Committee's Meeting No. 7/2018 on 12 November 2018, which was attended by four members of the Audit Committee. Thus, inquiries were made for information from the Company's management, supervisory agencies and internal audit unit, which is independent and directly reports to the Audit Committee and serves to evaluate the effectiveness and adequacy of the Company's internal control system, risk management system and business oversight in the activities of every agency within the Company and subsidiaries. Furthermore, audit was conducted on internal control evaluation reports prepared by an independent internal auditor employed by the Company, namely, DIA International Company Limited, which has expertise in evaluating internal control systems, to audit and organize the Company's internal control system in order to guarantee that the Company's management and operational oversight, including the internal control system, are adequate and applicable to circumstances in line with the Company's objectives and goals in addition to monitoring risks with potential impact on the Company's performance

As for the evaluation of the Company's internal control system in 2018, an internal control satisfaction evaluation form was created in line with the specifications of the Office of the Securities and Exchange Commission covering the five components in the concept by the Committee of Sponsoring Organization of Treadway Commission ("COSO"). The committee's opinions are as follows :

## **Part 1 – Organizational Control and Environmental Measures**

The Company has clearly set its vision, missions, strategies, business direction and objectives with announcements for general knowledge by employees to serve as guidelines in the work of all employees. In addition, an appropriate organization structure has been set with a clear separation of responsibilities between each work position, which clarifies the scope of each work position. In addition, independent expression of opinions is facilitated to ensure that appropriate balance of power and transparency exist within internal activities. Moreover, the Company has created and reviewed a business ethics manual and good governance policy along with anti-corruption policy and operating authority manual and a manual/procedure on taking appropriate actions consistently with the Company's corporate structure. Furthermore, the Company has established channels for accepting complaints involving corruption and informants of clue, with whistle blower policy and declaration its intention to participate in the Collective Action Coalition against Corruption (CAC) to prevent damage to the assets and reputation of the Company and subsidiaries and prevent executives and employees from seeking unlawful gains.

## **Part 2 – Risk Management Measures**

The Company gives tremendous importance to risk management. Thus, the Company has issued risk management policy that prioritizes the development of a risk management system adhering to the principles of good corporate governance and managing risks across all areas. Accordingly, the Risk Management Committee (RMC) functions to supervise the organization's risk management activities in line with objectives to ensure that risks remain within acceptable levels. Furthermore, the risk management policy has been set to be implemented by every work agency and internal and external organization risk strategies. Furthermore, assessments have been created to cover every risk area, namely, strategic, financial, compliance, situational and corruption risks. The Company annually reviews changes in external and internal risk factors with potential impact on the organization and has formed a Risk Management Work Committee composed of representatives from the Company's internal agencies to serve in the compilation of risks in each agency, conducting risk assessment and reporting annually to the Risk Management Committee.

## **Part 3 – Management Control Activities**

The Company has written measures in place to control risks in various types of activities and has set the scope of duties and responsibilities and financial limits that can be authorized by each level of management. In addition, the Company has set in place policy and practice regulations to govern the authorization of financial transactions, procurement and work management with the use of information systems in transaction control, procurement and management. Moreover, the Company separates the duties of each work department clearly in order to ensure effective oversight and auditing and has created an operational manual and work instructions that are suitable to the work characteristics, duties and responsibilities of each agency.

As for various transactions with major shareholders, directors, executives and individuals connected to the aforementioned persons, the Company has set in place strict measures for monitoring and preventing conflicts of interest and has stipulated that connected transactions between the Company and subsidiaries and persons with potential conflicts of interest must follow relevant announcements and regulations in the Company's best interests. In addition, the Company regularly monitors activities in subsidiaries.

## **Part 4 – Information and Communication Measures**

The Company gives importance to information systems and communication and aims to provide accurate, complete and sufficient information for use and safety in the decisions of stakeholders at every level. Hence, the Company has established a data storage system that covers data backups, system feedback testing and emergency backup plans covering important information for business operations and practice guidelines for ensuring that the Company will not be disrupted in the event that an unexpected emergency occurs to the Company.

## **Part 5 – Monitoring**

The Company inspects and improves the internal control system on a regular and continuous basis to ensure consistency with changes in internal and external factors. In addition, the internal control system is regularly monitored and evaluated to determine whether activities are aligned with business plans, budgets and business objectives set by the Company. In cases where faults are discovered in essential content in a way that prevents achievement of the organization's objectives and/or goals, the people involved are required to report to the board of directors and/or the Audit Committee in order to explain the reasons, offer suggested solutions and report progress in the correction of the aforementioned faults. Furthermore, the Company has set policy for the management to report to the board of directors immediately upon encountering situations involving corruption, legal violations and other abnormalities with potentially significant impact on the Company's reputation and financial status.



### **Summary of the Company's Internal Audit Results Based on the Opinion Rendered by the Internal Auditor**

Whereas DIA Audit Company Limited as an internal auditor of the Company has evaluated the operation of various departments and assessed the internal control of each work system for the year 2018, the company's summary is as follows:

Random inspection of the Company's internal control system for 2018 was conducted in line with the inspection plan covering fixed assets, control of sales and income, information technology systems, construction control and procurement. As a result, the Company was found to have adhered to the established internal control system sufficiently and appropriately. Overall, every system produced good random inspection scores, and no issues that could cause significant impacts were discovered from inspection.

### **Board of Directors' Opinion**

Whereas DIA Audit Company Limited was assigned to be an internal auditor of the Company and subsidiaries and has conducted inspections into the work activities of various departments, the internal auditor has presented recommendations and observations concerning adherence to procedures and revisions in operational manuals, which do not significantly affect the Company's operation. Nevertheless, the Company will strictly follow the aforementioned recommendations.

## Related Transactions

In 2018, the Company had related transactions with its subsidiaries and related parties, which had activities on purchases or employment and mutual financial supports. 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 has been reviewed and certified by the Audit Committee on February 26, 2019. The related transactions at the end of December 31, 2018 were as follows :

131

ANNUAL  
REPORT  
2018

The summary of connected transaction among subsidiaries and related companies  
As of December 31, 2018

Name of Juristic and/or Related Person	Relationship	Transaction	Amount (MB) in 2018	Opinion of the Audit Committee and the Necessity/ reasonability
<ul style="list-style-type: none"> <li>• Property Gateway Co., Ltd.,</li> <li>• Eastern Sena Development Co., Ltd.</li> <li>• S N Asset Development Co., Ltd.</li> <li>• S&amp;P Estate Development co., Ltd.</li> <li>• Victory Asset Management Co., Ltd.,</li> <li>• Sena Management Co., Ltd.,</li> <li>• Sena Development A1 Co., Ltd.</li> <li>• Sena Development A2 Co., Ltd.</li> <li>• Sena Development A7 Co., Ltd.</li> <li>• Sena Development A8 Co., Ltd.</li> <li>• Sena Development A9 Co., Ltd.</li> <li>• Sena Solar Energy CO., LTD</li> <li>• Sena Hankyu 3 CO., LTD.</li> <li>(Formerly Sena Development A5 Co., Ltd.)</li> <li>• SENA HHP4 CO., LTD.</li> <li>(Formerly Sena Development A6 Co., Ltd.)</li> <li>• SENA HHP5 CO., LTD.</li> <li>(Formerly Ratchapruet Kanjana Gane Ltd.)</li> <li>• SENA HHP6 CO., LTD.</li> <li>(Formerly Sena Development A11 Co., Ltd.)</li> <li>• Eight Solar CO., LTD.</li> </ul>	<p>subsidiary for 12 companies And related for 5 companies</p>	<p>lending and loans, including interest</p>	<p>2,676.04</p>	<p>The loan is reasonable and for the benefit of the company and the average interest rate of loans from financial institutions is 1.75 - 3.50 percent per year. The interest rate is adjusted according to the rate of the financial institution used</p>

Name of Juristic and/or Related Person	Relationship	Transaction	Amount (MB) in 2018	Opinion of the Audit Committee and the Necessity/ reasonability
<ul style="list-style-type: none"> <li>• S N Asset Development Co., Ltd.</li> <li>• Victory Asset Management Co., Ltd.</li> <li>• Eastern Sena Development Co., Ltd.</li> </ul>	subsidiary for 3 companies	Project administration expense and the management of corporate projects	5.63	Administration fee is general market price which evaluated from the cost of employees working at those projects, including other related costs, consider, as appropriate.
<ul style="list-style-type: none"> <li>• Pattaya Country Co., Ltd.</li> </ul>	Common Shareholder	development fee for Pattaya Resort Phase 1 which is employed by Pattaya for maintenance, improvement, construction and utilities monitoring, project administration, marketing operation, advertisement, sales, and other operations that SENA deems appropriately and beneficial to the projects.	1.13	Such transaction was approved by the Annual General Shareholders' Meeting of 2013 held on April 24, 2013 and its conditions are determined that will not affected to the conflicts of interest mutually.
<ul style="list-style-type: none"> <li>• Property Gateway Co., Ltd.,</li> <li>• Eastern Sena Development Co., Ltd.</li> <li>• Victory Asset Management Co., Ltd.</li> <li>• S N Asset Development Co., Ltd.</li> <li>• Sena Management Co., Ltd.,</li> <li>• Sena Solar Energy CO., LTD</li> <li>• Living Agent CO.,LTD</li> <li>• Sena Development A1 Co., Ltd.</li> <li>• Sena Development A2 Co., Ltd.</li> <li>• Sena Hankyu 1 CO., LTD.</li> <li>• Sena Hankyu 2 CO., LTD.</li> <li>(Formerly Sena Development A3 Co., Ltd.)</li> <li>• Sena Hankyu 3 CO., LTD.</li> <li>(Formerly Sena Development A5 Co., Ltd.)</li> </ul>	subsidiary for 9 companies and related for 8 companies, The company of the director's relatives and common shareholders	Rental and services expenses for office building and utilities. (water supply/electricity/telephone)	3.13	Such rental rate is reasonably and normal payment conditions as general

Name of Juristic and/or Related Person	Relationship	Transaction	Amount (MB) in 2018	Opinion of the Audit Committee and the Necessity/ reasonability
<ul style="list-style-type: none"> <li>• SENA HHP4 CO., LTD. (Formerly Sena Development A6 Co., Ltd.)</li> <li>• SENA HHP5 CO., LTD. (Formerly Ratchapruerk Kanjana Gane Ltd.)</li> <li>• SENA HHP6 CO., LTD. (Formerly Sena Development A11 Co., Ltd.)</li> <li>• SENA HHP7 CO., LTD. (Formerly Sena Development A12 Co., Ltd.)</li> <li>• Eight Solar CO., LTD.</li> <li>• Sinsabthanya Co., Ltd.,</li> <li>• Pattaya Country Co., Ltd.</li> </ul>				
<ul style="list-style-type: none"> <li>• Acute Realty Co., Ltd.</li> </ul>	subsidiary	Appointment of a real estate agent.	0.85	Such transactions are reasonably and market prices as general
<ul style="list-style-type: none"> <li>• Rattapol Co., Ltd.</li> <li>• Eight Solar CO., LTD.</li> <li>• MAX Solar CO., LTD</li> </ul>	Relatives,directors, and related for 2 companies	Buy building materials Solar Roof Top Equipment The installation of Solar Roof Top.	14.10	Such transaction is general practice to undertake with the parties at the same circumstance at the price and normal conditions that a seller shall offer to general customers.
<ul style="list-style-type: none"> <li>• Eastern Sena Development Co., Ltd.</li> </ul>	subsidiary	Expenses for operation to goal achievement	0.29	Such Transactions were from the project management and expenses incurred were from duty performance Such charges were the cost of actual operation.
<ul style="list-style-type: none"> <li>• Baan Ruam Thang Fun Co., Ltd.</li> </ul>	Common Shareholder and Director	Compensation beneficial from the use of assets	0.08	Such transaction was determined the frame price that was not conflicts of interest to each other. The compensation was lump sum which calculated from the average of total costs and other expenses of assets used for benefit.



Name of Juristic and/or Related Person	Relationship	Transaction	Amount (MB) in 2018	Opinion of the Audit Committee and the Necessity/ reasonability
<ul style="list-style-type: none"> <li>Property Gateway Co., Ltd. and Tun Charoen Co., Ltd.</li> <li>Property Gateway Co., Ltd. and I Solar Line Co., Ltd.</li> <li>Victory Asset Management Co., Ltd. and S N Asset Development Co., Ltd.</li> <li>Victory Asset Management Co., Ltd. And Living Agent Co., Ltd.</li> <li>Victory Asset Management Co., Ltd. And Baan Ruam Thang Fun Co., Ltd.</li> <li>N Asset Development Co., Ltd and Sena Green Energy 1 Co., Ltd.</li> </ul>	<p>the company of the director's relatives</p> <p>Related Company for 2 companies and Common</p> <p>Shareholder and Director Related Company</p>	<p>Land rental</p> <p>Rental and services expenses for office building and utilities (water supply/electricity/telephone)</p> <p>Rental of space on the roof</p>	2.78	Such rental rate is reasonably and normal payment conditions as general
<ul style="list-style-type: none"> <li>Victory Asset Management Co., Ltd. And Living Agent Co., Ltd.</li> <li>Victory Asset Management Co., Ltd. And Eight Solar CO., LTD.</li> </ul>	<p>Related Company for 2 companies</p>	Administration expenses	0.20	Administration fee is general market price which evaluated from the cost of employees working at those projects, including other related costs.
<ul style="list-style-type: none"> <li>Property Gateway Co., Ltd. and Rattanapol Co., Ltd.</li> <li>Victory Asset Management Co., Ltd. And Rattanapol Co., Ltd.</li> <li>Eastern Sena Development Co., Ltd. And Rattanapol Co., Ltd.</li> <li>Property Gateway Co., Ltd. And Eight Solar CO., LTD.</li> <li>Property Gateway Co., Ltd. And MAX Solar Co., Ltd.</li> </ul>	<p>the company of the director's relatives</p> <p>Related Company</p> <p>Related Company</p>	<p>Buy building materials</p> <p>Solar Roof Top Equipment</p> <p>The installation of Solar Roof Top.</p>	0.11	Such transaction is general practice to undertake with the parties at the same circumstance at the price and normal conditions that a seller shall offer to general customers.

Name of Juristic and/or Related Person	Relationship	Transaction	Amount (MB) in 2018	Opinion of the Audit Committee and the Necessity/ reasonability
<ul style="list-style-type: none"> <li>• Eastern Sena Development Co., Ltd. and Pattaya Country Club Co., Ltd.</li> </ul>	Common Shareholder	The management fee and benefit house access of Pattaya Resort	0.11	It was the fee as mutual agreed continuously from MOU between the Company and Pattaya Country Club Co., Ltd.
<ul style="list-style-type: none"> <li>• Eastern Sena Development Co., Ltd. and S N Asset Development Co., Ltd</li> </ul>	Related Company	Other expenses such as seminar, housing allowance, meal, beverage, utilities	0.13	Such charges were the cost of actual operation.

## To : Shareholders of Sena Development Public Company Limited

The Audit Committee of Sena Development PCL is composed of four directors with complete independence in the administrative work of the Company. Two of the four members have accounting and financial knowledge. Furthermore, the board of directors meets the qualifications and criteria prescribed by the Stock Exchange of Thailand, the Securities and Exchange Commission (Thailand), as per the following list of names.

1. Prof. Chaiyos	Hemarajata	Chairman of Audit Committee
2. Mr. Kamol	Thamanichanond	Audit Committee
3. Mr. Pramote	Chotimongkol	Audit Committee
4. Mrs. Duangphorn	Sucharittanuwat	Audit Committee

And Ms Usanee Chaisongtho as secretary of the Audit Committee.

The Audit Committee was appointed by the Company's board of directors to give consideration to auditing the financial reports of Sena Development Public Company Limited and subsidiaries with certified public accountants in order to ensure that the practice guidelines meet proper business accounting standards and to ensure that the Company has financial reports that are accurate, appropriate, transparent and credible, including the establishment of an internal control system and an internal audit unit that promote the internal control process with full coverage for every activity with potential impact on the achievement of the organization's goals. In terms of compliance with the laws governing securities and other related laws as well as finances, the Audit Committee selects and proposes certified public accountants to the Company to move for a resolution of the Company's board of directors and shareholders. In terms of information technology, the board of directors promotes workers at the operational level, executives and management to be aware about safety in using information technology both inside and outside the organization in addition to giving importance to ethical, transparent and traceable practices.

In 2018, the Audit Committee held a total of seven meetings with executives and the licensed auditor (Karin Audit Company Limited) to evaluate and audit financial reports in addition to considering and discussing various issues potentially following changes in financial reporting standards, including meetings with the internal control auditor (DIA Audit Company Limited) to acknowledge quarterly internal audit reports and exchange opinions and useful recommendations about the internal control system and independent analysis of the sources of information related to the Company's activities in addition to following up on related risk issues and presenting monitoring and audit results to the Audit Committee and high-ranking executives for acknowledgement.

Accordingly, the Audit Committee has reported the results of the Audit Committee's meetings to the Company's board of directors every time a meeting was held. They are summarized into the following key issues :

1. Quarterly and annual financial reports were audited and presented along with recommendations and useful comments to the board of directors for consideration in order to guarantee that the Company's financial reports are correct and reliable and that significant information is disclosed sufficiently and in a timely manner for users of financial statements in line with all relevant laws and announcements and the criteria of the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission, including financial reporting standards.

2. The results of internal system audits by the internal auditor (DIA Company Limited) and the internal audit office were acknowledged and satisfaction in the internal control system was conducted.

3. The activities of the internal auditor (DIA Company Limited) and the internal audit office were monitored to ensure that executives and/or management pay attention to the management of discovered risks and take timely corrective measures.

4. The internal auditor's audit plan for 2018 was considered and approved, and the activities of the internal auditor and internal audit office were acknowledged at the quarterly meetings of the Audit Committee. In addition, proposals were made for improvements and/or additions to auditing work during the year to ensure suitability in personnel within agencies.

5. Connected transactions and transactions with potential conflicts of interest were evaluated to ensure that the transactions were reasonable in line with the principles of accuracy. Transactions were conducted with caution, reason and transparency with consideration given to the interests of the Company and stakeholders.

6. The suitability of the anti-corruption policy and manual were reviewed together with adherence to self-evaluation forms on anti-corruption measures and adherence to anti-corruption measures and policy.

7. The suitability of business governance policies and the charters of the Audit Committee and internal audit office was reviewed to ensure that the Company has management that adheres to the principles of good governance and boost confidence in stakeholders in line with good governance principles.

8. The Company's auditor for 2018 was evaluated and appointed by proposal to the board of directors at a shareholder's meeting. Karin Audit Company Limited represented by Chessada Hangsopparuek, Licensed Auditor No. 3759, and/or Mr. Chiroj Siriroroj, Licensed Auditor No. 5113, and/or Miss Kannika Wipanurat, Licensed Auditor No. 7305, and/or Miss Anchala Suwannatherawong, Licensed Auditor No. 6526, and/or Mr. Mongkol Laoworapong, Licensed Auditor No. 4722, was appointed to become the Company's auditor.

*On Behalf of the Audit Committee*



*(Prof. Chaiyos Hemarajata)  
Chairman of Audit Committee*

**ATTN : Shareholders of Sena Development Public Company Limited**

The Nomination and Remuneration Committee of Sena Development Public Company Limited has performed its duties as assigned by the Board of Directors in line with the duties and responsibilities stated by the Nomination and Remuneration Committee's charter in the recruitment and selection of qualified persons based on set criteria and processes for nomination for appointment to the position of director, high-ranking executive or authorized person in the Company's management as well as in the proposal of policies and criteria for specifying remuneration and other benefits for the Board of Directors, sub-committees, the Managing Director and high-ranking executives. Accordingly, the Nomination and Remuneration Committee is to be composed of at least three directors, and the majority of the Nomination and Remuneration Committee directors are independent directors who do not hold a position as a chairman or an executive. Presently, the Nomination and Remuneration Committee is composed of three directors as follows :

- |                   |                |   |
|-------------------|----------------|---|
| 1. Mr.Pramote     | Chotimongkol   | Chairman of Nomination and Remuneration Committee |
| 2. Mr.Kamol       | Thamanichanond | Nomination and Remuneration Committee             |
| 3. Mr.Phadungchai | Kletsuwan      | Nomination and Remuneration Committee             |

In 2018, the Nomination and Remuneration Committee held a total of 4 meeting, during which every member director holding a position at the time was present to follow-up and deliberate on important issues assigned by the Board of Directors. A summary is provided as follows :

1. Considerations were given to the selection and screening of qualified people for appointment as a Company director and independent director in addition to directors to replace those who have vacated their positions upon expiration of term in accordance with set processes and criteria for proposal to the Board of Directors and general meetings of shareholders for consideration of approval. Accordingly, directors with stake holdings were excluded from attendance and voting on the aforementioned issues.

2. Considerations were given to setting appropriate remunerations and other benefits for Company directors, sub-committees and high-ranking executives based on duties and responsibilities, business size, business environment, overall economic conditions, achievements linked to the Company's overall performance and comparison of remunerations for other companies in the same industry within contestable and reasonable levels.

3. Self-assessment is provided for the Board of Directors and sub-committees on an overall basis (whole committees) and individual people annually with reports made to the Board of Directors to apply assessment results in performance improvements to achieve effectiveness and the Company's objectives.

4. Minor shareholders are encouraged, supported and provided opportunities to participate in business management and express opinions about business activities, including making agenda proposals and nomination of people to replace vacating directors for 2019 within 3 Months advance from 1 October 2018 until 31 December 2018.

Accordingly, the Nomination and Remuneration Committee has fully performed all of its assigned duties cautiously, meticulously, to the fullest extent of its abilities and independently and also expressed its opinions directly based on equality, fairness and transparency in line with the principles of good corporate governance in the best interests of the Company and all stakeholders.



(Mr.Pramote Chotimongkol)

*Chairman of the Nomination and Remuneration Committee*

# Risk Management Committee Report

ATTN : Shareholders of Sena Development Public Company Limited

The Board of Directors of Sena Development Public Company Limited recognizes the great importance of risk management and systematic and effective risk control under the rapid changes and growth of the Company with the purpose of allowing the Company to achieve its set business objectives, build trust and establish reliability among shareholders and stakeholders as appropriate for the Company's business activities. Thus, the Board of Directors has established the Risk Management Committee, which is composed of four educated, skilled and experienced directors with knowledge and understanding about business activities as follows :

- |                   |                  |                                       |
|-------------------|------------------|---------------------------------------|
| 1. Mr. Vichien    | Ratanabirabongse | Chairman of Risk Management Committee |
| 2. Ms. Kessara    | Thanyalakpark    | Risk Management Committee             |
| 3. Mrs. Weraporn  | Chaisiriyasawat  | Risk Management Committee             |
| 4. Mr. Pathomporn | Tiranasawad      | Risk Management Committee             |

The Risk Management Committee functions to set the scope of operations on the Company's risk management ; creates policies, structures, roles, duties and responsibilities for people involved in risk management activities ; and supervises oversight of risks that might occur in the Company, all the while proposing recommendations for appropriate risk management guidelines in effective business operation consistent with business direction and plans. In addition, the committee supports and improves overall risk management on every level for the entire organization continuously and effectively.

In 2018, the Risk Management Company convened 2 meetings in total, both of which were fully attended by every member director who held a position at the time, in order to monitor and deliberate on important issues given by the Board of Directors. These are summarized as follows :

1. The risk management framework is set and reviewed to ensure coverage of various issues, namely, strategic risks, operation risks, financial risks, compliance risks, technological risks, risks on dependency on executives or major shareholders and risks caused by unexpected events. Furthermore, evaluation occurs at acceptable risk levels to ensure propriety and consistency with the Company's strategy and operational practices amidst changing circumstances.

2. To consider the annual risk management plan which had been prepared by all relevant units based on risk assessment results, to prioritize risks and their impacts, and to define mitigation methods to reduce risk impacts to acceptable level. Including monitoring the performance of the Risk Management Working Team closely, as well as providing useful advice to the working group to increase the effectiveness of real risk management.

Thus, the Risk Management Committee has performed its assigned duties fully, cautiously, meticulously to the fullest extent of its abilities and independently to ensure the presence of sufficient and appropriate risk management, thereby enabling management of risks to maintain acceptable levels of risks and continuous implementation of risk management, all for the security and sustainability of the organization, the best interests of the Company and primarily for all stakeholders.



*Mr. Vichien Ratanabirabongse*  
*Chairman of Risk Management Committee*

## ATTN : Shareholders of Sena Development Public Company Limited

Corporate Governance Committee of Sena Development Public Company Limited has performed its duties as assigned by the Board of Directors in accordance with the duties and responsibilities stated in the Business Oversight Committee's charter, covering consideration, specification, review and revision of policies, manuals and good business governance practice guidelines, business ethics and corporate social responsibility (CSR) as appropriate for the Company, in order to ensure consistency with the good business governance espoused by international standards and compliance with related legal frameworks, criteria and regulations in addition to providing oversight and review of related internal control pertaining to anti-corruption measures. The Business Oversight Committee is composed of at least three directors, while the Nomination and Remuneration is composed of four directors as follows :

- |                 |                 |  |
|-----------------|-----------------|--|
| 1. Mr.Kamol     | Thammanichanond | Chairman of the Corporate Governance Committee |
| 2. Mrs.Weraporn | Chaisiriyasawat | Corporate Governance Committee                 |
| 3. Mrs.Nitiya   | Songprapai      | Corporate Governance Committee                 |
| 4. Mrs.Wannipa  | Wuthiwatana     | Corporate Governance Committee                 |

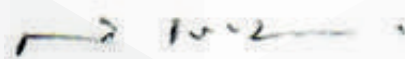
In 2018, Corporate Governance Committee organized a total of 2 meetings, all of which were attended by member directors holding a position at the time, with the purpose of monitoring and deliberating on important issues assigned by the Board of Directors. These are summarized as follows :

1. Considerations were made on granting approval for review of the Board of Directors and sub-committees, according to the corporate governance policy and the code of conduct of the company And propose to the Board of Directors' meeting to consider and approve the improvement of corporate governance policy and business ethics manual To comply with good corporate governance principles For the 2017 Corporate Governance Code (2017) prepared by the Securities and Exchange Commission And stock exchange And recommendations from the Thai Institute of Directors Association (IOD)

2. Supervise and support the company to comply with corporate governance principles which resulted in the Company was rated as one of the companies with **"Very Good CG"** score in the Corporate Governance Report of Thai Listed Companies (CGR) 2018. In addition, the company was also ranked in The Top Quartile of listed companies with good corporate governance in the market capitalization segment of 3,000 - 9,999 Million Baht

3. Consider criteria for Shareholders to propose Annual General Shareholders' Meeting (AGM) Agenda and Director Nominee in advance for the AGM of the year 2019, within 3 Months advance from 1 October 2018 until 31 December 2018.

As good corporate governance is a major factor that effectively supports and creates added value for the Company's activities and achieves sustainable business operations, the Business Oversight Committee is determined to provide oversight for the Company and strictly adhere to good corporate governance policy with business ethics and responsibility for society with sustainable development in line with the Company's vision, which states, "We will endeavor to apply our knowledge and experience in the development of housing in order to create the most value for customers in terms of ownership and provide heart-warming care in post-sale services through business conduct that pays attention to stakeholders and social repayment". Thus, the aim is to achieve confidence for the Company from stakeholders and become accepted at the national and international levels.



*Mr.Kamol Thammanichanond*  
*Chairman of the Corporate Governance Committee*

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

The Board of Directors was responsible for the separate and consolidated financial statements of the Company's and its subsidiaries, and the financial information contained in the 2018 annual report. Those 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 with sufficient disclosure of significant information in the notes to the financial statements.

The Board of Directors appointed an Audit Committee consisting of nonexecutive 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 statements of the Company and its subsidiaries as of December 31, 2018.



*Mr. Vichien Ratanabirabongse*  
*Chairman of the Board*



*Mr. Theerawat Thanyalakpark*  
*Chief Executive Officer*



In 2018, the Company and its subsidiaries generated 5,539.6 million baht of other revenue with net profit at 939.6 million baht, or 17.0 percent of total income. As of 31 December 2018, the Company and subsidiaries had a total of 32 ongoing real estate development projects in the category of housing for sale, which will amount to 14,477 units of housing once the projects are complete. Proprietary rights have already been transferred for 4,290 units. Meanwhile, 6,978 units are pending sales, while proprietary rights have not been transferred for 3,209 units, amounting to a total of 10,187 units. The total value of projects the Company will gradually close sales and perceive revenue from 2019 and onward is approximately 31,454 million baht. In addition, the Company has real estate development projects in rental housing consisting of the “Sena House Pahonyothin 30” and “Sena House Lamlukka Khlong 2” composed of 159 and 42 units, respectively, of monthly/daily rental apartments. Furthermore, the “Sukhumvit Warehouse 50” offers 22 warehouses for rent and the “SENA Fest” that was launched in March 2013 provides a four-story lifestyle community mall on Charoen Nakhon Road, Bangkok.

## Performance for the Year Ending on 31 December 2018 Revenue

The Company has a set of criteria for perceiving revenue from house, land and condominium sales. Upon completion of construction pursuant to contracts, proprietary rights and significant asset benefits are transferred to buyers. The Company perceives revenue on an accrual basis. From 2016 to 2018, the Company’s revenues for each project were as follows :

**Table Showing Revenue and Sales by Project Category and Total Revenue (Consolidated Financial Statement)**

Revenue	2016		2017		2018	
	Million Baht	%	Million Baht	%	Million Baht	%
<b>Horizontal Revenue</b>						
Sena Green Ville	106.4	2.6	108.0	2.1	5.2	0.1
Sena Park Ville	146.1	3.6	283.0	5.5	181.2	3.4
Sena Ville	63.9	1.6	97.2	1.9	97.2	1.8
Sena Avenue	38.7	1.0	86.5	1.7	46.7	0.9
Prae Ma Pon Khlong 7	19.3	0.5	13.0	0.3	13.7	0.3
Sena Shop House	147.8	3.7	66.0	1.3	85.8	1.6
Pattaya Resorts	6.7	0.2	-	-	1.1	0.0
Sena Park Grand	175.6	4.4	116.1	2.2	180.2	3.4
Sena Vanij	-	-	-	-	49.7	0.9
Land Sales	-	-	684.4	13.2	307.5	5.7
<b>Total Horizontal Revenue</b>	<b>704.5</b>	<b>17.6</b>	<b>1,454.2</b>	<b>28.2</b>	<b>968.3</b>	<b>18.1</b>
<b>Vertical Revenue</b>						
The Niche	2,461.7	61.4	2,446.5	47.4	3,078.2	57.5
The Kit	564.1	14.1	634.5	12.3	487.8	9.1
<b>Total Vertical Revenue</b>	<b>3,025.8</b>	<b>75.5</b>	<b>3,081.0</b>	<b>59.7</b>	<b>3,566.0</b>	<b>66.6</b>
<b>Total Revenue from Housing Sales</b>	<b>3,730.3</b>	<b>93.1</b>	<b>4,535.2</b>	<b>87.9</b>	<b>4,534.2</b>	<b>84.7</b>
Rent and Service Revenue	160.2	4.0	269.3	5.2	668.6	12.5
Golf Course Revenue	78.2	2.0	78.1	1.5	98.1	1.8
<b>Revenue from Rent &amp; Services</b>	<b>238.4</b>	<b>6.0</b>	<b>347.4</b>	<b>6.7</b>	<b>766.7</b>	<b>14.3</b>
Revenue from Solar Sales & Installation	37.3	0.9	278.4	5.4	54.5	1.0
<b>Total Revenue from Sales and Services</b>	<b>4,006.0</b>	<b>100.0</b>	<b>5,161.0</b>	<b>100.0</b>	<b>5,355.5</b>	<b>100.0</b>

## Total Revenue from Sales and Services

From 2016 to 2018, the Company's total revenues from sales and services amounted to 4,006.0 million baht, 5,161.0 million baht and 5,355.5 million baht, respectively. Primarily, the aforementioned revenue resulted from horizontal and vertical sales of housing, calculated into revenue from sales and services proportions of 93.1 percent, 87.9 percent and 84.7 percent, respectively. The increases in total revenues from housing sales from 2017 to 2018 occurred, because the Company's revenue increased in every business category. Accordingly, revenue from housing sales increased from 2017 to 419.3 million baht, or 14.3 percent. For the most part, the aforementioned increases resulted from a subsidiary (Sena Management Company Limited) and a golf course business operated by a subsidiary (Eastern Sena Development Company Limited).

In 2018, the Company's perceived total revenue amounted to 5,355.5 million baht, amounting to a 194.0 million baht increase, or 3.8 percent when compared to the same period of the previous year where perceived total revenue amounted to 5,161.0 million baht. The aforementioned increase occurred as a result of increased revenue in condominium real estates and horizontal projects consisting of single houses, commercial buildings and town homes, along with rental, service and solar energy revenue. Nevertheless, project sales continue to be Sena's primary source of revenue, accounting for up to 84.7 percent of total revenue from sales and services.

The Company has a set of criteria for perceiving revenue from house, land and condominium sales. Upon completion of construction pursuant to contracts, proprietary rights and significant asset benefits are transferred to buyers. As for service revenue and other revenue, the Company perceives it on the accrual basis.

## Revenue from Housing Sales

From 2016 to 2018, the Company's revenue from housing sales equaled 3,730.3 million baht, 4,535.2 million baht and 4,534.2 million baht, respectively.

In 2016, the Company's revenue from project sales amounted to 3,730.3 million baht. This is an increase of 1,799.8 million baht, or 93.2 percent, when compared to the 1,930.5 million baht of the preceding year. The main factor for this is an increase in revenue generated by condominium projects. In 2016, the Company and subsidiaries generated 3,025.8 million baht of revenue from condominium project sales and 704.5 million baht of revenue from the sales of single houses/town homes/commercial buildings, or calculated as 75.5 percent and 17.6 percent, respectively.

Meanwhile, revenue from the sales of single houses/town homes/commercial buildings in 2016 equaled 704.5 million baht. This is an increase of 235.7 million baht, or 50.3 percent, when compared to the previous year. Mainly, the aforementioned revenue was generated from projects that began to perceive regular revenue during the second quarter of 2016. These include one **"Sena Ville"** project, namely, Sena Ville Borommaratchachonnani 5, which generated 27.7 million baht in revenue, a **"Sena Park Ville"** project, namely, Sena Park Ville Raminthra-Wong Waen, which generated 146.1 million baht of revenue, **"ShopHouse"** two projects, namely, Shophouse-Sukumvit 113, Shophouse-Bang-kae which generated 147.8 million baht of revenue, two **"S Ville"** brand projects, namely, S Ville Rangsit-Lamlukka Khlong 4 and S Ville Khlong Luang projects, which generated 106.4 million baht of revenue, and high-value and vertical projects such as Sena Park Grand-Raminthra, which generated 175.6 million baht. Accordingly, revenue has been realized continuously since the end of 2013.

Revenue generated from condominium project sales in 2016 amounted to 3,025.8 million baht. This was an increase of 1,564.1 million baht or 107.0 percent when compared to the 1,461.7 million baht generated in the previous year. Mainly, the aforementioned revenue was generated from condominium projects that began delivery in the second and third quarters of 2016. These projects include **"The Niche Mono"** brand, namely, The Niche Mono Ratchavibha and The Niche Mono Bang Na, which generated 1,720.8 million baht and 1,613.7 million baht, respectively; **"The Niche ID"** brand, namely, The Niche ID Seri Thai, The Niche ID Bang Kae and The Niche ID Phra Ram 2, which generated a total of 740.9 million baht of revenue; **"The Kit"** brand, namely, The Kit Tivanon, which generated 225.5 million baht of revenue and has been continuously perceiving revenue since the end of 2013, The Kith Lite Bangkadi, which generated 243.7 million baht of revenue, and The Kith Lamlukka Khlong 2, which generated 75.4 million baht of revenue.

Furthermore, revenue is mainly generated from nine condominium projects. Five of these are under **“The Niche”** brand, namely, **“The Niche Mono Bang Na”**, **“The Niche Mono Ratchavibha”**, **“The Niche ID Phra Ram”**, **“The Niche ID Bang Kae”** and **“The Niche ID Seri Thai”**, which generated a total of 2,461.7 million baht of revenue. Meanwhile, the remaining four projects are under **“The Kit”** brand, namely, **“The Kith Khlong Luang”**, **“The Kith Tivanon”**, **“The Kith Lamlukka Klong 2”** and **“The Kith Lite Bangkokadi”**, which generated a total of 564.1 million baht.

As for 2017, the Company generated a total of 4,535.2 million baht from project sales. This is an increase of 804.9 million baht, or 21.6 million baht, when compared to the same period of the previous year, which generated 3,730.3 million baht of revenue. The main factor for this increase is the increase in revenue from real estate sales.

Meanwhile, revenue from condominium project sales equaled 3,081.0 million baht. This is an increase of 55.2 million baht, or 1.8 percent, when compared to the same period of the previous year. Primarily, revenue resulted from six **“The Niche”** projects, which generated a total of 2,446.5 million baht. These projects are The Niche Pride Thonglor-Phetchaburi, in which transfers commenced since Quarter 3/17; The Niche ID Seri Thai, The Niche Mono Ratchavibha, The Niche ID Bang Kae, The Niche Mono Peak Bang Na and The Niche ID Phra Ram 2 Phase 2.

Meanwhile, three **“The Kith”** projects generated 634.5 million baht, namely, The Kith Tivanon, The Kith Lite Bang Kadi and The Kith Plus Sukhumvit 113.

Furthermore, proprietary rights have been transferred in the horizontal category consisting of houses, commercial buildings and town homes such as five **“Sena Park Ville”** and **“Sena Ville”** projects, which generated a total of 617.3 million baht in revenue, and five town home/commercial building projects, which generated a total of 152.5 million baht of revenue.

Year 2018 and 2017, the company had sales revenue of 4,534.2 million baht and 4,535.2 million baht, respectively. Revenue decreased by 0.9 million baht compared to the previous year with revenue of 4,535.2 million baht. However, the company had gross profit from sales of housing increased by 23.9% compared to the previous year due to efficient cost management.

The main revenue from the sale of housing by business brand type is **“The Niche ID Brand”** 1,339 Unit value 3,078.2 million baht **“The Kith Brand”** 341 units value 487.8 million baht and type of single-detached house, townhome, commercial building under the brand **“Sena Park Ville”**, 32 Unit value 181.2 Million Baht **“Sena Park Grand”** 19 Unit value 180.2 Million Baht **“Sena Ville”** 22 Unit value 97.2 Million Baht, **“Shop House”** and Avenue in the amount of 18 units, 85.8 million baht and at the end of 2018 The Company has acquired shares in Proudvanij Company Limited in order to expand the investment in the property development business of the Company, as well as to expand and support the low-rise property development projects in the provinces. From the transfer of ownership increased from the provincial low-rise project worth 49.7 Million Baht and other amount 18 Unit value 49.2 Million baht and income from land sales 307.5 million baht

## Rental and Service Revenue

From 2016 to 2018, the Company generated a total of 238.4 million baht, 347.4 million baht and 766.7 million baht, respectively, of rental revenue from the renting out of apartments and warehouses such as from the **“Sena House Panyothin 30”** and **“Sena House Lamlukka Khlong 2”** projects, which offered 159 units and 42 units of apartments for rent, respectively. In addition, the **“Sukhumvit 50 Warehouse”** offers 22 warehouses for rent, and the Sena Fest four-story community mall located on Charoen Nakhon Road launched service in 2013 as its first year.

In 2018, golf course revenue amounted to 98.1 million baht, which is an increase of 19.9 million baht, or 25.5 percent, when compared to 78.2 million baht in 2017.

Rental and service revenue in 2017 amounted to 347.4 million baht, composed of 44.1 million baht of rental and service revenue from apartments, 31.1 million baht of revenue from the warehouse rental business, 91.7 million baht of revenue from Sena Fest Community Mall, 78.2 million baht of golf course revenue and 102.4 million baht of project management revenue. Hence, this means an increase of 109.0 million baht, or 45.7 percent, when compared to the 238.4 million baht for the same period of the previous year. Accordingly, the increase in revenue mainly resulted from project development and management employment revenue.

Rental and service income in 2018 was 766.7 million baht, consisting of rental and service income of 14.3 million baht, corporate income management 35.2 million baht, warehouse rental business 28.1 million baht, community mall income, Sena Fest 80.7 million baht, golf course income of 98.1 million baht and project management income of 489.2 million baht. Revenue from land rental 0.4 million baht Revenue from rental of solar equipment 0.5 million baht and in the middle In 2018, the company acquired a majority stake in Acute Realty, a broker-advisor for the sale of real estate, in order to develop the potential and efficiency of the sales and marketing management of a full-service real estate project. There are many systems and investors, there are many advertising channels, increasing business opportunities, with revenue of 19.8 million baht.

Revenue increased to 419.3 million baht, representing 120.7 compared with the same period last year with revenue of 347.4 million baht, an increase of revenue administration business projects, golf courses and broker-advisor.

## Revenue from Solar Energy Businesses

The Company invested in alternative energy businesses to operate solar farms, solar rooftops and installation of solar panels since 2015. In 2016, the Company's revenue amounted to 37.3 million baht. This is an increase of 15.2 million baht or 68.8 percent when compared to the 22.1 million baht for the previous year.

Revenue from the production and distribution of electricity from solar businesses in 2017 amounted to 278.4 million baht. This is an increase of 241.1 million baht, or 646.3 percent, when compared to the same period for the previous year. The increase resulted from acceptance of solar cell installation jobs for six branches of Home Pro (6 megawatts).

In 2018, the company had revenue from the solar group equal to 54.5 million baht, a decrease of 223.9 million baht or 80.4 percent compared to the previous year with revenue of 278.4 million baht, because in 2017 there was a big event to install solar However, in the year 2019, the company has negotiated and agreed to buy and install equipment for the solar roof system (Solar Roof) with Index Living Mall Public Company Limited is in the process of signing a contract which will generate more revenue recognition in 2019.

## Other Revenue

From 2016 to 2018, the Company's other revenue amounted to 52.5 million baht, 60.2 million baht and 184.1 million baht, respectively. Other revenue consisted of revenue from contract cancellation, profits from asset sales, received interest etc.

## Sales Costs

The Company and subsidiaries perceives sales costs according to the rights basis. The details of the Company's sales costs by project category in 2016, 2017 and 2018 are as follows :

Table Showing Sales Costs by Project Category and Total Cost (Consolidated Financial Statement)

Sales Cost	2016		2017		2018	
	Million Baht	%	Million Baht	%	Million Baht	%
<b>Horizontal Sales Cost</b>						
Sena Green Ville	75.1	70.6	73.7	51.5	2.9	55.8
Sena Park Ville	85.7	58.7	173.2	61.2	109.7	60.5
Sena Ville	35.4	55.3	51.1	82.3	55.9	57.5
Sena Avenue	25.2	65.2	50.9	58.8	31.8	68.1
Sena Shop House	72.6	49.1	40.7	61.7	54.8	400.0
Prae Ma Pon Khlong 7	11.8	60.7	5.6	43.1	10.7	12.5
Pattaya Resorts	0.5	6.7	-	-	0.1	9.1
Sena Park Grand	121.9	69.4	77.7	66.9	112.6	62.5
Sena Vanij	-	-	-	-	28.7	57.7
Land Sales	-	-	585.8	85.6	247.7	80.6
<b>Total Horizontal Sales Cost</b>	<b>428.2</b>	<b>60.8</b>	<b>1,058.7</b>	<b>72.8</b>	<b>654.9</b>	<b>67.6</b>
<b>Vertical Sales Cost</b>						
The Niche	1,364.6	55.4	1,364.8	55.8	1,516.4	49.3
The Kit	310.6	55.1	337.1	53.1	254.2	52.1
<b>Total Vertical Sales Cost</b>	<b>1,675.2</b>	<b>55.4</b>	<b>1,701.9</b>	<b>55.2</b>	<b>1,770.6</b>	<b>49.7</b>
<b>Total Housing Sales Cost</b>	<b>2,103.4</b>	<b>56.4</b>	<b>2,760.6</b>	<b>60.9</b>	<b>2,425.5</b>	<b>53.5</b>
Rent & Service Cost	76.2	47.6	120.5	44.8	218.8	42.1
Golf Course Cost	54.0	69.0	55.6	71.2	67.3	68.6
Rent and Service Cost	130.2	54.6	176.1	50.7	349.1	45.5
Solar Sales & Installation Cost	29.1	78.0	188.1	67.6	59.1	108.4
<b>Total Sales &amp; Service Cost</b>	<b>2,262.7</b>	<b>56.5</b>	<b>3,124.8</b>	<b>60.5</b>	<b>2,833.6</b>	<b>52.91</b>

Total sales cost is composed of housing sales cost, rental apartment project cost, community mall sales cost, golf course business sales cost and sales cost in the production and distribution of solar energy. From 2016 to 2018, the Company's total sales cost equaled 2,262.7 million baht, 3,124.9 million baht and 2,833.6 million baht, which amounted to 56.5 percent, 60.5 percent and 52.9 percent of total sales and service cost, respectively.

The average sales costs for 2018 equaled 52.9. This is a decrease when compared to the same period of the previous year, which equaled 60.5. As a result, the gross profit for 2018 increase to 47.1 percent relative to the previous year, when gross profit was 39.5 percent. This is because the cost of sales cost of sales in 2561, with the housing decline.

## Housing Sales Cost

Housing sales cost is composed of land fee cost, land development cost, construction cost, public utility cost. From 2016 to 2018, the Company's sales cost amounted to 2,103.4 million baht, 2,760.6 million baht and 2,425.5 million baht, which equaled 56.4 percent, 60.9 percent and 53.5 percent of housing sales revenue, respectively. The housing sales costs in 2017 were composed of up to 85.6 percent of vacant land sales cost. Consequently, sales cost for horizontal housing increased from the year before to 60.9 percent. However, housing sales cost excluding land sales cost equaled 56.5 percent. Therefore, it is apparent that the Company is always able to consistently manage housing sales cost.

## Rent & Service Costs

Rent and service cost from 2016 to 2018 amounted to 130.2 million baht, 176.1 million baht and 349.1 million baht, which equaled 54.6 percent, 50.7 percent and 45.5 percent, respectively. The sales cost ratio has been decreasing successively due to effective cost management.

## Solar Energy Sales Costs

The sales cost for solar energy businesses from 2016 to 2018 equaled 29.1 million baht, 188.1 million baht and 59.1 million baht, which equaled 78.0 percent, 67.6 percent and 108.4 percent, respectively.

The sales cost in 2017 increased by 159 million baht from the previous year, while sales cost ratio has been decreasing. These occurred because the Company installed solar panels for six branches of Home Pro in 2017.

## Gross Profit

Gross Profit	2016		2017		2018	
	Million Baht	%	Million Baht	%	Million Baht	%
<b>Horizontal Gross Profit</b>						
Sena Green Ville	31.3	29.4	34.3	31.8	2.3	44.2
Sena Park Ville	60.4	41.3	109.8	38.8	71.5	39.5
Sena Ville	28.5	44.7	46.1	47.4	41.4	42.6
Sena Avenue	13.5	34.8	35.6	41.2	14.9	31.9
Sena Shop House	75.2	50.9	25.3	38.3	31.0	226.3
Prae Ma Pon Khlong 7	7.6	39.3	7.4	56.9	3.0	3.5
Pattaya Resorts	6.2	93.3	-	-	1.0	90.9
Sena Park Grand	53.7	30.6	38.4	33.1	67.6	37.5
Sena Vanij	-	-	-	-	21.0	42.3
Land Sales	-	-	98.5	14.4	59.7	19.4
<b>Total Horizontal Revenue</b>	<b>276.3</b>	<b>39.2</b>	<b>395.4</b>	<b>27.2</b>	<b>313.4</b>	<b>32.4</b>
<b>Vertical Gross Profit</b>						
The Niche	1,097.1	44.6	1,081.7	44.2	1,561.8	50.7
The Kit	253.4	44.9	297.5	46.9	233.6	47.9
<b>Total Vertical Gross Profit</b>	<b>1,350.6</b>	<b>44.6</b>	<b>1,379.1</b>	<b>44.8</b>	<b>1,795.4</b>	<b>50.3</b>
<b>Total Gross Profit from Housing Sales</b>	<b>1,626.9</b>	<b>43.6</b>	<b>1,774.6</b>	<b>39.1</b>	<b>2,108.8</b>	<b>46.5</b>
Gross Profit from Rent & Services	84.0	52.4	148.7	55.2	386.8	57.9
Gross Profit from Golf Courses	24.2	31.0	22.5	28.8	30.8	31.5
<b>Total Gross Profit from Rent &amp; Services</b>	<b>108.2</b>	<b>45.4</b>	<b>171.2</b>	<b>49.3</b>	<b>417.6</b>	<b>54.5</b>
Gross Profit from Solar Sales & Installation	8.2	22.0	90.3	32.4	-4.6	-8.4
<b>Gross Profit from Sales &amp; Services</b>	<b>1,743.3</b>	<b>43.5</b>	<b>2,036.1</b>	<b>39.5</b>	<b>2,521.8</b>	<b>47.1</b>

From 2016 to 2018, the Company's gross profit amounted to 1,743.3 million baht, 2,036.1 million baht and 2,521.8 million baht, respectively, which can be calculated into the gross profit ratios of 43.5 percent, 39.5 percent and 47.1 percent of total revenue from sales and services, respectively. Meanwhile, the gross profit of housing projects equaled 1,626.9 million baht, 1,774.6 million baht and 2,108.8 million baht or equivalent to the gross profit ratios of 43.6 percent, 39.1 percent and 46.5 percent, respectively. The increase in gross profit from 2016 to 2018 resulted from the Company's effective cost management by economies of scale by planning construction material and decoration purchases for many housing projects all at the same time. In addition, guidelines were changed on contractor employment from project auctions to hiring based on the Company's budget. Meanwhile, the Company's decrease in gross profit in 2017 occurred due to the increased housing sales cost in the aforementioned paragraph. If only gross profit from housing sales in 2017 is considered, the figure would equal 43.6 percent of revenue from housing sales. Accordingly, the Company's gross profit rate remains consistent every year.

Meanwhile, the Company's golf course businesses from 2016 to 2018 a gross profit of 24.2 million baht, 22.5 million baht and 30.8 million baht, calculated into 31.0 percent, 28.8 percent and 31.5 percent of gross profit, respectively. The gross profit is consistent in every year.

For the solar energy businesses from 2016 to 2018, the Company's gross profit equaled 8.2 million baht, 90.3 million baht and loss 4.6 million baht, calculated into 22.0 percent, 32.4 percent and -8.4 percent of gross profit. In 2017, the gross profit increased by 82.1 million baht from the previous year, while gross profit gross profit increased from 22 percent to 32.4 percent as a result of solar rooftop installations for Home Pro.

## Sales & Administrative Expenses

The Company perceives expenses on the accrual basis. From 2016 to 2018, the Company's sales and administrative expenses in the consolidated financial statement are as follows :

	2016		2017		2018	
	Million Baht	%	Million Baht	%	Million Baht	%
Sales & Administrative Expenses						
Sales Expenses	471.1	57.8	595.4	59.7	626.2	54.6
Administrative Expenses	327.4	40.2	383.3	38.4	499.8	43.6
Remunerations for Executives	15.9	2.0	18.3	1.9	21.1	1.8
<b>Total Sales &amp; Administrative Expenses</b>	<b>814.4</b>	<b>100.0</b>	<b>997.0</b>	<b>100.0</b>	<b>1,147.1</b>	<b>100.0</b>
Ratio of Sales and Administrative Expenses to Total Revenue (%)	20.1		19.1		20.7	

From 2016 to 2018, sales and administrative expenses amounted to 814.4 million baht, 997.0 million baht and 1,147.1 million baht or 20.1 percent, 19.1 percent and 20.7 percent of total revenue, respectively.

Meanwhile, the period from 2017 to 2018 saw increases from preceding years of 182.6 million baht and 150.1 million baht, or 22.4 percent and 15.6 percent of increase, respectively. Mostly, this resulted from increases in salary, bonus and work administration expenses due to the Company's increased employment of personnel to accommodate business growth through the launching of new projects and joint venture with Hankyu Realty (Japan) at the end of 2016 such as project engineers, project sales teams, quality control teams and new businesses, along with expenses in sales promotion and project public relations to stimulate the Company's overall sales. At the same time, however, the ratio of sales and administrative expenses to total revenue decreased from the previous year due to successively increasing revenue.

## Net Profit

From 2016 to 2018, the Company's net profit amounted to 762.5 million baht, 939.6 million baht and 939.61 million baht, respectively, which amounted to net profit of 18.8 percent, 14.2 percent and 16.8 percent, respectively. The net profit in 2016 increased to 508.6 million baht, or 200.3 percent. This mainly occurred due to perceived revenue in 2016 from the sales of condominiums and developed housing constructed in previous years and perceived revenue from electricity generation and distribution, along with effective management of sales cost and sales and administrative expenses.

Meanwhile, net profit in 2017 decreased by 20.0 million baht, or 2.6 percent, due to the aforementioned increases in public relations and administrative expenses.

Meanwhile, net profit in 2018 increased by 197.11 million baht, or 26.5 percent, due to the cost of sales decreased.

## Return on Shareholders' Equity

The Company's return on shareholders' equity from 2016 to 2018 amounted to 20.2 percent, 17.5 percent and 17.4 percent, respectively. The value of the Company's shareholders' equity from 2016 to 2018 equaled 4,048.3 million baht, 4,778.1 million baht and 5,945.7 million baht, respectively. In 2017, the Company announced the payment of 66.3 million baht of inter-period dividends to shareholders pursuant to the resolution of the Board of Directors' meeting No. 5/2017 on 11 August 2017. Thus, the Company paid the aforementioned dividends on 8 September 2017. The dividend payment ratio was no less than 40 percent of net profit pursuant to specific financial statements.

In 2017, the Company continues to have a total of 2,755.1 million baht of unallocated accumulated profit (2,283.2 million baht in business-specific financial statement).

In 2018, approve the appropriation of the yearly net profit as legal reserves in the amount of Baht 796,883.00 and to approve the payment of dividends for the performance the accounting period January 1, 2017 to December 31, 2017 in the proposed profit derived from the Company's business, not promoted by the Board of Investment in the amount approximately Baht 297,043,330.78 or Baht 0.24455 per share. The Company has paid the interim dividend in the amount of Baht 66,247,863.41 or Baht 0.05455 per share

As of 31 December 2018, Resolved to pay a dividend for the period of January 1, 2018 - December 31, 2018 of approximately Baht 384,051,888.40, equivalent to Baht 0.270310 per share.

## Financial Statements

As of the end of 2016 to 2018, the Company's total assets amounted to 7,633.4 million baht, 10,732.5 million baht and 13,750.7 million baht, respectively. Significant asset details are as follows :

## Inventory

As of the end of 2016 to 2018, the Company's inventory amounted to 3,292.9 million baht, 4,009.1 million baht and 5,486.8 million baht, respectively. Primarily, the inventory in the consolidated financial statements consisted of land used for implementing projects, land development fees, land and association buildings, utility fees, construction cost, work administration cost, loan cost, expenses in government contacts and other expenses. Net balance is shown after deduction of inventory on the parts categorized as sales cost and allowances for depreciation. As of the end of 2018, the value of inventory has increased significantly, i.e., there are projects under development such as The Niche Mono Sukhumvit-Pu Chao, The Niche ID at Pakkred Station, The Kit Plus Pahonyothin-Khukot, Sena Ville Lamlukka Khlong 6, Sena Grand Home Phase5 .And the acquisition of Proud vanij Co., Ltd., a company that develops real estate in secondary cities to support economic growth outside the city. A description of inventory as divided by project is as follows :



No.	Project Name/Location	31 Dec 16	31 Dec 17	31 Dec 18
1	Sena Grand Home Zone 2	3.9	3.9	3.9
2	Villa Raminthra Exclusive Zones A, C and D	37.6	28.7	17.7
3	Sena Town Raminthra Phase 2	17.8	15.4	12.7
4	Sena Ville Raminthra	13.9	-	-
5	S Ville Rangsit-Lamlukka	30.2	-	-
6	Sena Ville Borommaratchachonnani - No. 5	220.8	231.2	236
7	Niche Taksin	1.0	1.0	1.0
8	Niche Mono Bangna (Phases 1, 2 and 3)	59.5	49.2	19.5
9	Niche Mono Ratchavibha	397.6	268.6	204
10	Niche ID Bang Kae	212	187.9	264.1
11	Niche ID Bang Kae-Terdthai	-	158.5	180.4
12	Niche ID Phra Ram 2	128.8	188.8	312.4
13	Niche ID Seri Thai	157.7	24.3	258.8
14	Niche Sukhumvit 113	142.0	289.0	62.1
15	Niche Pride Thonglor-Phetchaburi	523.1	549.5	332
16	Niche Mono Sukhumvit 50	192.9	458.4	63.6
17	Niche ID at Pakkred Station	-	106.8	305.5
18	Niche Mono Tivanon	-	269.5	295.8
19	Niche Mono Sukhumvit-Pu Chao	-	-	559.3
20	The Kit Chaengwattana	1.9	1.9	1.9
21	The Kit Lamlukka Khlong 2 (Phases 1, 2 and 3)	17.4	8.9	8.3
22	The Kit Khlong Luang Pathum Thani	38.6	3.4	0.5
23	The Kit Plus Nawamin	23.1	9.2	6.1
24	The Kit Lite Bang Kadee Tivanon	258.9	168.5	109.8
25	The Kit Suan Kularb Nonthaburi (Back Lot)	92	68.3	44.7
26	The Kit Plus Pahonyothin- Khukot	-	146	331.2
27	The Kit Plus Sukhumvit 113	-	-	15.3
28	The Cache Lamlukka Khlong 2	1.4	1.5	1.5
29	Prae Ma Pon Lamlukka Khlong 7	17.2	17.7	9.2
30	Sena Shop house Pahonyothin- Khukot	-	-	74.2
31	Sena Shop house Sukhumvit 113	-	-	18.1
32	Sena Park Grand Raminthra Phase 1	383.3	326.3	257.1
33	Sena Park Ville Wong Waen Raminthra Km. 9	301.2	286.5	296.4
34	Sena Eco Town Raminthra-Wong Waen	-	83.4	84.5
35	Sena Grand Home Phase 5	-	-	143.1
36	Sena Ville Lamlukka Khlong 6	-	-	183.8
37	The Living Naraya Phase 1	-	-	15.5
38	The Living Naraya Phase 2	-	-	275.3
39	Baan Burapha Phase 1	-	-	190.2
40	Proud Town Phase 1	-	-	201.8
41	Pattaya Resorts	0.7	5.2	8.8
42	Products for sale	18.4	51.6	80.7
	<b>Total Inventory</b>	<b>3,292.9</b>	<b>4,009.1</b>	<b>5,486.8</b>



### Land Pending Development

As of the end of 2016, 2017 and 2018, the Company's land pending development valued at 1,433.1 million baht, 2,363.1 million baht, and 2,389.8 million baht, respectively. In 2018, the Company made investments to purchase vacant lands with potential for future project developments for housing real estate projects such as land in Sena Grand Home Phase 5, Borommaratchachonnani , Bangna Km.5 , In 2017 , The land awaiting development has increased by 930 million baht due to the fact that during the year, The purchase of additional land is 1,748.3 million baht, namely, Sukhumvit 63, Lam Luk Ka Khlong 2, Bang Khae and Sriracha. And during the year, about 818.3 million baht of land awaiting development was developed, namely, Tiwanon Land, Bangkhae Phase 2, Lam Luk Ka land Koot phase 1, Sukhumvit 113 (the remaining portion), Bang Khae-Terdthai, Ramintra Km. 9, and Tiwanon (Ministry of Public Health)

As of the end of 2018, land pending development increased by 41.9 million baht due to 1,192.9 million baht in increased land purchases, consisting of, namely, land in Sena Grand Home, land in Borommaratchachonnani, land in Bangna Km.5, land in Bang Kadee and land in Sena Vanij. During the year, the land was developed to be a condominium of approximately 1,151 million baht, namely Phaholyothin-Khu Khot, Phase 2, Seri Thai Phase 2 , Rama 2 Phase 3 and the land in Soi Sukhumvit 63 is jointly invested with Hankyu Realty (Japan). Details of the land awaiting development are separated according to the project as follows :

No.	Project Name/Location	31 Dec 16	31 Dec 17	31 Dec 18
1	Villa Raminthra Project (Left Side+Exclusive) Land	14.3	14.3	15.8
2	Sena Grand Home Project Zone 4 Land	8.9	8.9	8.9
3	Sena Green Ville Raminthra Project Land	0.7	0.7	0.7
4	Kessara Raminthra (Zone 6) Project Land	0.2	0.2	0.2
5	Km. 9 Raminthra Vacant Lot, BKK.	33.2	33.2	33.2
6	Sena Park Grand Phase 2 Project Land	299.7	285	269.3
7	Bang Na Land	41.6	41.6	41.6
8	Bang Na-Trat (Km.4) Land	-	-	-
9	Bang Kadee, Pathum Thani, Land	17.7	18.2	44.4
10	Pattaya Golf Course Vacant Land	97	97	97
11	Nawamin 163 Land	-	-	-
12	Phra Ram 2 Land	65.9	67.3	-
13	Suan Kularb Tivanon (Front Lot)	89.7	-	-
14	Bang Kae Land	63.6	-	-
15	Seri Thai Land	71.3	71.3	-
16	Phetchaburi Land	-	-	-
17	Km. 9 Raminthra Land (Additional Purchase)	255.6	197.8	197.8
18	Sukhumvit 113 Land	64.2	-	-
19	Salaya Land	-	-	-
20	Sukhumvit 50 Land	-	-	-
21	Thung Maha Mek Land	45.3	45.3	45.3
22	Sena Lamlukka Khlong 2 Land	0.9	1.1	0.9
23	Sena Tivanon A1 Land (Ministry of Public Health	262.8	-	-
24	Sriracha Land	0.5	329.8	328.5
25	Bang Kae Land (Kamyad)	-	141.1	141
26	Lamlukka Khlong 2 Phase 5 Land	-	72.8	-
27	Sena Grand Home Phase 5 Land	-	-	138.1
28	Borommaratchachonnani Land	-	-	305.7
29	Bangna Km.5 Land	-	-	669.8
30	Sena Vanij Development Land	-	-	51.6
31	Sukhumvit 63 Land	-	937.5	-
	<b>Total Land Pending Development</b>	<b>1,433.1</b>	<b>2,363.1</b>	<b>2,389.8</b>

## Land, Structures and Equipment

As of the end of 2016, 2017 and 2018, the Company's land, structures and equipment valued at 875.5 million baht, 945.7 million baht and 1,052.8 million baht, respectively. In 2017 and 2018, the Company's land, structures and equipment increased by 70.2 million baht and 107.1 million baht, respectively, mainly due to recording of Leasehold rights "Office Building" and office building renovation. Is the fixed assets of the company, including the purchase of office equipment To support personnel and business expansion.

## Real Estate for Investment

As of the end of 2016, 2017 and 2018, the Company's real estate for investment valued at 775.2 million baht, 746.7 million baht and 814.1 million baht, respectively. The Company's real estate values are represented by cost price less accrued price depreciation cost using the linear method based on the approximate usage life of assets. Hence, real estate value decreased from the value stated in the account of the previous year. And in 2018 the property has increased due to reclassification of leasehold building parking leases on 15 July 2017.

## Liabilities

As of the end of 2016 to 2018, the Company's total liabilities amounted to 3,585.2 million baht, 5,954.3 million baht and 7,805.0 million baht, respectively. Accordingly, the aforementioned liabilities are divided into 2,720.9 million baht, 3,485.2 million baht and 3,914.8 million baht of circulating liabilities, respectively, and 864.2 million baht, 2,469.1 million baht and 3,890.3 million baht in non-circulating liabilities, respectively. The increase in liabilities as of the end of 2018 primarily resulted from 2,244 million baht increase in debentures and increased trade payables as a result of the launching of several new projects.

### Significant information on liabilities is as follows :

#### 1) Short-term Loans (Short-term Promissory Notes for Promissory Note Financial Institutes)

As of the end of 2016, the Company issued three bills of exchange valuing 350 million baht with due dates from March 2017 and 2.22 to 2.30 annual discount rates to accommodate business growth and provide capital for the Company's business operations.

As of the end of 2016, the Company has three promissory notes as promissory notes by two financial institutes valuing 359.98 million baht that are due from January 2017 to June 2017 with 2.95 percent annual interest rate and MLR-1.25, MLR-1.50 and MLR-2 per year.

As of the end of 2017, the company issued five bills of exchange valuing 390 million baht due from May 2018 to July 2018 with 2.40 percent annual discount for a total of 4.65 million baht.

As of the end of 2017, the Company issued three promissory notes by two financial institutes valuing 662.68 million baht that are due from May 2018 to June 2018 with 4.50 to 4.75 percent annual interest to MLR-1.75 and MLR-1.85.

As of the end of 2017, a subsidiary issued a promissory note by a financial institute valuing 182.00 million baht due on 13 June 2018 with MLR-1.50 interest rate.

As of the end of 2018, the company issued four bills of exchange valuing 770 million baht due from Feb 2019 to March 2019 and June 2019 with 2.90 percent to 4.50 percent annual discount.

At the end of 2018, a subsidiary company issued five promissory notes to a financial institution in the amount of Baht 5 million. Repayable every 6 months, interest rate of 4% per annum, due for repayment in January 2019.

As of the end of 2018, the Company issued six bills of exchange valuing 500 million baht with due dates from January 2019 to June 2019 with 2.40 percent to 2.60 percent annual discount rates for a total of 2.95 million baht to accommodate business growth and provide capital for the Company's business operations.

## Shareholders' Equity

The shareholders' equity of the Company and subsidiaries as of the end of 2016 to 2018 equaled 4,032.5 million baht, 4,724.9 million baht and 5,509.8 million baht, respectively. With an increase in shareholders' equity as a result of additional paid-up capital of 206.4 million baht, an increase in retained earnings of 564.7 million baht and an increase in non-controlling interests of 382.7 million baht from the acquisition of the company Proud Vanij 55% to invest in real estate development in the provinces.

## Financial Structure

As of the end of 2016-2018, the Company's debt per shareholders' equity ratio equaled 0.9 times, 1.3 times and 1.3 times, respectively. As of the end of 2016, the debt per shareholders' equity ratio decreased primarily as a result of the Company's loan debt repayment and increase in the Company's accumulated profit. As of the end of 2017, the shareholders' equity per debt ratio increased due to the issuance of 2,400 million baht of debentures.

As of the end of 2018, the shareholders' equity per debt ratio increased due to the issuance of 2,245.0 million baht of debentures.

## Liquidity

	Unit	31 Dec 2016	31 Dec 2017	31 Dec 2018
Circulating Assets	Million Baht	5,312.1	7,970.1	10,097.6
Circulating Liabilities	Million Baht	2,720.9	3,485.2	3,914.8
Circulating Liquidity (Circulating Assets - Circulating Liabilities)	Million Baht	2,591.2	4,484.9	6,182.8
Liquidity Ratio (Circulating Assets/Circulating Liabilities)	Times	2.0	2.3	2.6

As of the end of 2016 to 2018, the Company's circulating assets as reported in consolidated financial statements equaled 5,312.1 million baht, 7,970.1 million baht and 10,097.6 million baht, respectively. The value of the Company's assets increases continuously because of continuous business growth. Meanwhile, the Company's liabilities as reported in consolidated financial statements as of the end of 2016 to 2018 equaled 2,720.9 million baht, 3,485.2 million baht and 3,914.8 million baht, respectively. Circulating liabilities increased due loans granted by financial institutes to the Company for use in business growth. As for financial liquidity, as of the end of 2016 to 2018, the Company's liquidity ratio equaled 2.0 times, 2.3 times and 2.6 times, respectively, which is considered good. Furthermore, the Company has a satisfactory level of spare liquidity for spending in new projects and debt repayment. In any case, the Company continues to exercise financial discipline to prevent excessively high financial risks, while at the same time maintaining revenue growth according to set plans.

As for the average time for sale of goods from 2016 to 2018, the Company's average time for sale of goods equaled 745.8 days, 724.8 days and 1,057.4 days, respectively. In 2018, the average sales period increased from 2017 due to the year 2017 - 2018 The company has developed many residential projects and recognized revenue in 2019.

## Auditor's Fees

### 1. Audit Fees

The Company paid a total of 5,933,700 million baht of fees for the audits of the Company and subsidiaries' inter-period financial statements and financial statements for the 2018 accounting year to Karin Audit Company Limited with Mr.Jessada Hangsapruak, Licensed Auditor No. 3759, as the auditor.

### 2. Non-audit Fees

-None.-

## Independent Auditor's Report

To the Shareholders of Sena Development Public Company Limited

### Opinion

I have audited the financial statements of Sena Development Public Company Limited and its subsidiaries, which comprise the consolidated and separate statements of financial position and as at December 31, 2018 and the related consolidated and separate statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In my opinion, the consolidated and separate financial statements referred to above present fairly, in all material respects, the financial position of Sena Development Public Company Limited and its subsidiaries as at December 31, 2018, their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

### Basis for Opinion

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

### Key Audit Matters

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

#### Diminishing Conflict of Interest Issue

On December 23, 2005, the Company and its related companies had signed on a memorandum to increase transparency of management of the Company and conform with the practice guides issued under Securities and Exchange Act B.E. 2535 (1992) regarding protection of benefits of minority shareholders.

My key audit procedures included sending balance confirmation and testing trade transactions with those related companies. In addition, I requested a confirmation from management of the Group that all companies strictly complied with the term and conditions noted in the memorandum.

Data regarding trade transactions with related companies has been disclosed in the Note 4 to the financial statements.

### Impairment of Land Held for Development

The Group's land held for development must be stated at lower of cost or net realizable value in accordance with Thai Financial Reporting Standards. As at December 31, 2018, the Group had land held for development of Baht 2,389.78 million, or equivalent 17.38% of total assets, which is significant to the audit. The Group made judgment of net realizable value based on data from independent appraiser. Due to the independent appraiser's adopting the comparative market price method for appraisement, the net realizable value might be subject to the future economic situation.

Thus, my key audit procedures included evaluating knowledge, competency, and independency of experts in accordance with Thai Standards on Auditing - Using the Work of An Expert, and testing calculations in the independent appraiser. I focused on the sufficiency of data disclosure of the Group in relation to comparative market prices of land held for development.

Data regarding the assessment of net realizable values has been disclosed in the Note 7 to the financial statements. It explained the details of comparative market prices of such land under development.

### **Other Information**

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

My opinion on the financial statements does not cover the other information and I do not express any form of assurance conclusion thereon. In connection with my audit of the financial statements, my responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or my knowledge obtained in the audit or otherwise appears to be materially misstated.

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

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

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

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

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

**Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.



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

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

I also provide those charged with governance with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Mr. Jadesada Hungsapruerk



(Mr. Jadesada Hungsapruerk)

Certified Public Accountant (Thailand) No. 3759

Karin Audit Company Limited

February 26, 2019

**SENA DEVELOPMENT PUBLIC COMPANY LIMITED  
AND IT'S SUBSIDIARIES  
FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2018  
AND AUDITOR'S REPORT**

160

ANNUAL  
REPORT  
2018



SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION

AS AT DECEMBER 31, 2018

(Unit : Baht)

	Notes	Consolidated financial statements		Separate financial statements	
		As at	As at	As at	As at
		December 31, 2018	December 31, 2017	December 31, 2018	December 31, 2017
<b>ASSETS</b>					
<b>CURRENT ASSETS</b>					
Cash and cash equivalents	5	739,595,442	847,307,267	511,469,736	653,928,115
Current investments		4,478,983	4,338,212	-	20,436
Trade and other current accounts receivables	6	1,047,681,526	745,980,994	941,484,456	409,241,714
Short - term loans	4	425,852,193	-	1,956,659,580	1,748,399,159
Inventories	7	7,876,549,893	6,372,164,562	5,111,387,819	4,012,876,433
Current tax assets		3,433,522	315,029	-	-
Current portion of finance lease receivables	8	44,041	-	-	-
<b>Total current assets</b>		<b>10,097,635,600</b>	<b>7,970,106,064</b>	<b>8,521,001,591</b>	<b>6,824,465,857</b>
<b>NON - CURRENT ASSETS</b>					
Investments in associates and joint ventures	9	1,601,992,919	951,489,163	1,395,442,136	522,722,773
Investments in subsidiaries	10	-	-	2,259,493,537	1,969,603,337
Deposits at financial institution with commitment		110,001,982	76,287,603	104,202,782	73,132,564
Trade and other non - current accounts receivables		28,488,088	21,966,077	20,470,351	14,028,003
Investment property	11	814,137,274	746,734,351	530,514,871	457,329,177
Property, plant and equipment	12	1,052,842,055	945,653,626	258,736,152	197,937,841
Leasehold	13	1,217,516	-	-	-
Goodwill		12,364,923	6,501,230	-	-
Other intangible assets	14	4,739,420	589,647	-	-
Deferred tax assets	24	22,039,017	13,124,695	-	-
Finance lease receivable	8	5,284,507	-	-	-
<b>Total non - current assets</b>		<b>3,653,107,701</b>	<b>2,762,346,392</b>	<b>4,568,859,829</b>	<b>3,234,753,695</b>
<b>TOTAL ASSETS</b>		<b>13,750,743,301</b>	<b>10,732,452,456</b>	<b>13,089,861,420</b>	<b>10,059,219,552</b>

SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION (Cont.)

AS AT DECEMBER 31, 2018

(Unit : Baht)

	Notes	Consolidated financial statements		Separate financial statements	
		As at	As at	As at	As at
		December 31, 2018	December 31, 2017	December 31, 2018	December 31, 2017
<b>LIABILITIES AND SHAREHOLDERS EQUITY</b>					
<b>CURRENT LIABILITIES</b>					
Bank overdrafts and short - term borrowings					
from financial institutions	15	1,267,063,636	1,230,025,560	1,267,048,197	1,048,025,560
Trade and other current accounts payable	16	1,077,446,124	1,191,189,203	826,866,958	984,663,056
Current portion of long - term liabilities	17	1,451,248,436	877,000,000	1,446,000,000	875,000,000
Short - term borrowings	4	740,808	41,261,989	712,025,323	411,756,271
Income tax payable		117,176,607	145,173,887	100,218,786	111,765,449
Provisions current liabilities		1,122,400	564,800	-	-
<b>Total current liabilities</b>		<b>3,914,798,011</b>	<b>3,485,215,439</b>	<b>4,352,159,264</b>	<b>3,431,210,336</b>
<b>NON - CURRENT LIABILITIES</b>					
Long - term borrowings	17	3,754,836,709	2,405,000,000	3,701,422,326	2,400,000,000
Trade and other non - current payables		25,812,763	26,402,816	25,617,763	26,207,817
Deferred tax liabilities	24	77,916,784	15,396,579	9,105,267	8,760,065
Provisions non - current liabilities for employee benefit	18	31,392,135	21,516,960	15,159,201	12,053,423
Provisions non - current liabilities		297,600	806,800	-	-
<b>Total non - current liabilities</b>		<b>3,890,255,991</b>	<b>2,469,123,155</b>	<b>3,751,304,557</b>	<b>2,447,021,305</b>
<b>TOTAL LIABILITIES</b>		<b>7,805,054,002</b>	<b>5,954,338,594</b>	<b>8,103,463,821</b>	<b>5,878,231,641</b>

SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION (Cont.)

AS AT DECEMBER 31, 2018

(Unit : Baht)

	Notes	Consolidated financial statements		Separate financial statements	
		As at	As at	As at	As at
		December 31, 2018	December 31, 2017	December 31, 2018	December 31, 2017
<b>SHAREHOLDERS' EQUITY</b>					
Share capital					
Authorized share capital					
			1,242,479,291		1,242,479,291
		1,446,152,603		1,446,152,603	
Issued and paid share capital					
		-	1,214,442,959	-	1,214,442,959
	19,1	1,420,885,114	-	1,420,885,114	-
		72,013,979	72,013,979	-	-
		539,856,788	526,083,742	539,856,788	526,083,742
Retained earnings					
Appropriated					
	22	144,615,261	124,247,929	144,615,261	124,247,929
	19,3	44,802,050	33,017,455	44,802,050	33,017,455
		3,287,591,671	2,755,069,139	2,836,238,386	2,283,195,826
		5,509,764,863	4,724,875,203	4,986,397,599	4,180,987,911
	20	435,924,436	53,238,659	-	-
		5,945,689,299	4,778,113,862	4,986,397,599	4,180,987,911
		13,750,743,301	10,732,452,456	13,089,861,420	10,059,219,552
<b>TOTAL SHAREHOLDERS' EQUITY</b>					
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>					

163

ANNUAL  
REPORT  
2018

SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES  
 STATEMENTS OF COMPREHENSIVE INCOME  
 FOR THE YEAR ENDED DECEMBER 31, 2018

(Unit : Baht)

	Notes	Consolidated financial statements		Separate financial statements	
		2018	2017	2018	2017
Revenue from sales		4,534,281,090	4,535,227,522	4,393,618,228	4,360,927,033
Revenue from rental and rendering of services		766,681,901	347,389,804	80,668,119	91,660,864
Revenue from solar		54,513,628	278,428,157	-	-
<b>Total revenues</b>		<b>5,355,476,619</b>	<b>5,161,045,483</b>	<b>4,474,286,347</b>	<b>4,452,587,897</b>
Cost of sales		(2,425,476,012)	(2,760,629,610)	(2,394,178,704)	(2,664,116,708)
Cost of rental and rendering of services		(349,074,487)	(176,124,264)	(38,125,835)	(39,671,870)
Cost of solar		(59,086,183)	(188,109,962)	-	-
<b>Total costs</b>		<b>(2,833,636,682)</b>	<b>(3,124,863,836)</b>	<b>(2,432,304,539)</b>	<b>(2,703,788,578)</b>
<b>Gross profit</b>		<b>2,521,839,937</b>	<b>2,036,181,647</b>	<b>2,041,981,808</b>	<b>1,748,799,319</b>
Other income		184,080,801	60,192,106	258,665,232	76,020,125
<b>Income before expenses</b>		<b>2,705,920,738</b>	<b>2,096,373,753</b>	<b>2,300,647,040</b>	<b>1,824,819,444</b>
Cost of distribution		(626,240,115)	(595,363,883)	(577,417,102)	(567,284,956)
Administrative expenses		(499,781,589)	(383,341,430)	(369,330,330)	(267,735,405)
Other expenses		(21,094,187)	(18,261,132)	(20,914,187)	(18,081,132)
<b>Total expenses</b>		<b>(1,147,115,891)</b>	<b>(996,966,445)</b>	<b>(967,661,619)</b>	<b>(853,101,493)</b>
<b>Profit before finance costs</b>					
<b>Share of profit of associates and tax</b>		<b>1,558,804,847</b>	<b>1,099,407,308</b>	<b>1,332,985,421</b>	<b>971,717,951</b>
Finance costs		(99,962,354)	(57,049,935)	(118,361,688)	(65,505,300)
Share of profit (loss) of associates and joint ventures		(222,215,607)	(41,565,716)	-	-
<b>Profit before income tax expenses</b>		<b>1,236,626,886</b>	<b>1,000,791,657</b>	<b>1,214,623,733</b>	<b>906,212,651</b>
Expense (Income) Tax	24	305,753,218	226,557,734	254,494,012	191,241,554
<b>Profit for the years from continue operations</b>		<b>930,873,668</b>	<b>774,233,923</b>	<b>960,129,721</b>	<b>714,971,097</b>
<b>Profit for the years</b>		<b>930,873,668</b>	<b>774,233,923</b>	<b>960,129,721</b>	<b>714,971,097</b>

SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES  
 STATEMENTS OF COMPREHENSIVE INCOME  
 FOR THE YEAR ENDED DECEMBER 31, 2018

		(Unit : Baht)			
		Consolidated financial statements		Separate financial statements	
Notes		2018	2017	2018	2017
<b>Other comprehensive income</b>					
	Other comprehensive income not to be reclassified to profit or loss in subsequent periods				
	Profits from the fair value of employee benefits defined	-	2,536,762	-	3,690,262
	Profit (loss) from new valuation of assets	-	740,158	-	-
	<b>Total other comprehensive income not to be reclassified to profit or loss in subsequent years</b>	-	3,276,920	-	3,690,262
	<b>Other comprehensive income for the years - net of income tax</b>	-	3,276,920	-	3,690,262
	<b>Total comprehensive income for the years</b>	930,873,668	777,510,843	960,129,721	718,661,359
<b>Profit attributable to :</b>					
	Owners of the parent	939,609,693	742,492,157	960,129,721	714,971,097
	Non - controlling interests	(8,736,025)	31,741,766	-	-
	<b>Profit for the years</b>	930,873,668	774,233,923	960,129,721	714,971,097
<b>Total comprehensive income attributable to:</b>					
	Owners of the parent	939,609,693	745,772,757	960,129,721	718,661,359
	Non - controlling interests	(8,736,025)	31,738,086	-	-
	<b>Total comprehensive income for the years</b>	930,873,668	777,510,843	960,129,721	718,661,359
<b>Basic earnings per share</b>					
	Basic earnings per share from continue operations	25 0.7015	0.6262	0.7168	0.6030
	Weighted average number of ordinary shares (shares)	1,339,523,741	1,185,731,853	1,339,523,741	1,185,731,853
<b>Diluted earnings per share</b>					
	Basic earnings per share from continue operations	26 0.6981	0.6258	0.7134	0.6026
	Weighted average number of ordinary shares (shares)	1,345,864,219	1,186,416,520	1,345,864,219	1,186,416,520

SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES  
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY  
FOR THE YEAR ENDED DECEMBER 31, 2018



(Unit : Baht)

Consolidated financial statements												
Equity holders of the parent												
	Notes	Issued and paid-up share capital	The investment's lower than net book value of the Company's as at the acquisition date	Premium on share capital	Legal reserve	Retained earnings			Other components of shareholders' equity		Equity non-controlling interests	Total equity holders
						Other reserve for share based payment transaction	Unappropriated	Other comprehensive income	Other comprehensive income	of parent		
<b>Balance as at January 1, 2017</b>		1,142,143,622	72,013,979	522,185,646	123,451,046	13,661,458	2,155,135,063	3,986,394	4,032,577,208	15,700,773	4,048,277,981	
<b>Owner changes</b>												
Increase capital		-	-	-	-	-	-	-	-	-	-	
Stock dividend	19.1	71,397,777	-	-	-	-	(71,397,777)	-	-	-	-	
Warrants		901,560	-	3,898,096	-	-	-	-	4,799,656	-	4,799,656	
Share-based payment transaction	19.3	-	-	-	-	19,355,997	-	-	19,355,997	-	19,355,997	
Dividend payment	19.2	-	-	-	-	-	(77,626,735)	-	(77,626,735)	-	(77,626,735)	
Legal reserve	22	-	-	-	796,883	-	(796,883)	-	-	-	-	
Transfer into retained earnings		-	-	-	-	-	2,536,762	(2,540,442)	(3,680)	3,680	-	
Total comprehensive income for the year		-	-	-	-	-	742,492,157	3,280,600	745,772,757	31,741,766	777,514,523	
<b>Total Owner changes</b>		72,299,337	-	3,898,096	796,883	19,355,997	595,207,524	740,158	692,297,995	37,537,886	729,835,881	
<b>Balance ending of the year as at December 31, 2017</b>		1,214,442,959	72,013,979	526,083,742	124,247,929	33,017,455	2,750,342,587	4,726,552	4,724,875,203	53,238,659	4,778,113,862	
<b>Balance as at January 1, 2018</b>		1,214,442,959	72,013,979	526,083,742	124,247,929	33,017,455	2,750,342,587	4,726,552	4,724,875,203	53,238,659	4,778,113,862	
<b>Owner changes</b>												
Stock dividend	19.1	202,439,179	-	-	-	-	(202,439,179)	-	-	-	-	
Warrants		4,002,976	-	13,773,046	-	-	-	-	17,776,022	-	17,776,022	
Share-based payment transaction	19.3	-	-	-	-	11,784,595	-	-	11,784,595	-	11,784,595	
Dividend payment	19.2	-	-	-	-	-	(184,280,650)	-	(184,280,650)	-	(184,280,650)	
Legal reserve	22	-	-	-	20,367,332	-	(20,367,332)	-	-	-	-	
Total comprehensive income for the year		-	-	-	-	-	939,609,693	-	939,609,693	(8,736,025)	930,873,668	
Cash payments for investment in a subsidiary		-	-	-	-	-	-	-	-	391,421,802	391,421,802	
Transfer into retained earnings		-	-	-	-	-	4,726,552	(4,726,552)	-	-	-	
<b>Total Owner changes</b>		206,442,155	-	13,773,046	20,367,332	11,784,595	537,249,084	(4,726,552)	784,889,660	382,685,777	1,167,575,437	
<b>Balance ending of the year as at December 31, 2018</b>		1,420,885,114	72,013,979	539,856,788	144,615,261	44,802,050	3,287,591,671	-	5,509,764,863	435,924,436	5,945,689,299	



SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES  
SEPARATE STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY  
FOR THE YEAR ENDED DECEMBER 31, 2018

	Notes	Separate financial statements							Total
		Issued and paid-up share capital	Premium on share capital	Legal reserve	Retained earnings			Other components of shareholders' equity	
					Other reserve for share based payment transaction	Unappropriated	Shareholders' equity		
<b>Balance as at January 1, 2017</b>		1,142,143,622	522,185,646	123,451,046	13,661,458	1,714,355,862	-	3,515,797,634	
<b>Shareholders' equity changes</b>									
Stock Dividend	19.1	71,397,777	-	-	-	(71,397,777)	-	-	
Warrants		901,560	3,898,096	-	-	-	-	4,799,656	
Share - based payment transaction	19.3	-	-	-	19,355,997	-	-	19,355,997	
Dividend payment	19.2	-	-	-	-	(77,626,735)	-	(77,626,735)	
Legal reserve	22	-	-	796,883	-	(796,883)	-	-	
Transfer into retained earnings		-	-	-	-	3,690,262	(3,690,262)	-	
Total comprehensive income for the year		-	-	-	-	714,971,097	3,690,262	718,661,359	
<b>Total Shareholders' equity changes</b>		72,299,337	3,898,096	796,883	19,355,997	568,839,964	-	665,190,277	
<b>Balance as at December 31, 2017</b>		1,214,442,959	526,083,742	124,247,929	33,017,455	2,283,195,826	-	4,180,987,911	
<b>Balance as at January 1, 2018</b>		1,214,442,959	526,083,742	124,247,929	33,017,455	2,283,195,826	-	4,180,987,911	
<b>Shareholders' equity changes</b>									
Stock Dividend	19.1	202,439,179	-	-	-	(202,439,179)	-	-	
Warrants		4,002,976	13,773,046	-	-	-	-	17,776,022	
Share - based payment transaction	19.3	-	-	-	11,784,595	-	-	11,784,595	
Dividend payment	19.2	-	-	-	-	(184,280,650)	-	(184,280,650)	
Legal reserve	22	-	-	20,367,332	-	(20,367,332)	-	-	
Total comprehensive income for the year		-	-	-	-	960,129,721	-	960,129,721	
<b>Total Shareholders' equity changes</b>		206,442,155	13,773,046	20,367,332	11,784,595	553,042,560	-	805,409,688	
<b>Balance as at December 31, 2018</b>		1,420,885,114	539,856,788	144,615,261	44,802,050	2,836,238,386	-	4,986,397,599	

SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES  
 STATEMENTS OF CASH FLOWS  
 FOR THE YEAR ENDED DECEMBER 31, 2018

(Unit : Baht)

Notes	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>				
Profit (loss) before income tax expenses	1,236,626,886	1,000,791,657	1,214,623,733	906,212,651
Adjustments to reconcile profit (loss) to cash received (paid)				
Adjusted finance costs	99,962,354	57,049,935	118,361,688	65,505,300
Adjusted interest income	(46,342,738)	(5,475,802)	(94,437,950)	(32,766,363)
Adjusted trade and other current receivables (increase) decrease	(451,252,231)	(456,032,328)	(247,461,397)	(163,191,258)
Adjusted with finance lease receivables (increase) decrease	(5,328,548)	-	-	-
Adjusted inventories (increase) decrease	(1,792,724,885)	(1,191,491,601)	(1,278,156,075)	(146,111,655)
Adjusted trade accounts and other current payable increase (decrease)	(215,747,353)	702,561,773	(155,465,561)	549,469,461
Depreciation , depletion and amortization	125,636,282	61,242,759	88,298,130	36,366,281
Adjusted loss (profit) on disposal of fixed assets	718,143	2,008,771	673,137	1,355,634
Adjusted provisions for employee benefits	9,624,591	4,327,741	3,509,614	2,115,220
Adjusted provisions for warranty	48,400	1,371,600	-	-
Adjusted share - based payment transaction	19,712,383	21,845,226	19,712,383	21,845,226
Adjusted with profits from bargain purchase	(72,223,096)	-	-	-
Adjusted with finance lease receivables (increase) decrease	(49,872)	-	-	-
Adjusted share of (profit) loss of subsidiaries and associates joint ventures	222,215,607	41,565,716	414,568	-
<b>Total adjustment to reconcile profit (loss)</b>	<b>(2,105,750,963)</b>	<b>(761,026,210)</b>	<b>(1,544,551,463)</b>	<b>334,587,846</b>
<b>Cash provided by (used) in operating activities</b>	<b>(869,124,077)</b>	<b>239,765,447</b>	<b>(329,927,730)</b>	<b>1,240,800,497</b>
Income tax paid	(336,484,734)	(120,572,766)	(265,695,474)	(103,542,471)
Other cash received and (paid) from operating activities	(403,836)	-	(403,836)	-
<b>Net cash used in operating activities</b>	<b>(1,206,012,647)</b>	<b>119,192,681</b>	<b>(596,027,040)</b>	<b>1,137,258,026</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>				
Deposits at bank pledged as collateral (increase)	(31,096,373)	(9,104,096)	(31,070,218)	(9,077,100)
Net cash paid for purchasing subsidiaries from cash provided	(216,256,763)	(648,286)	(605,487,400)	(4,597,800)
Cash paid for acquire equity or debt instruments of other entities	400,409,100	-	(398,000,000)	-
Cash received from acquire equity or debt instruments of other entities	(400,500,000)	22,080,042	398,191,759	286,622
Cash received for reduction equity capital in joint ventures and subsidiaries.	-	-	246,740,000	-
Cash paid for purchasing of associated investment and joint ventures	(872,719,363)	(421,972,873)	(804,461,163)	(421,972,873)
Cash paid for purchasing of investment property	(92,888,048)	(10,700)	(92,874,148)	-
Cash paid for purchasing of property, plant and equipment	(152,252,240)	(105,036,271)	(120,579,648)	(100,616,663)
Cash paid for purchasing of intangible assets	(636,181)	-	-	-
Cash received from repayment of loans to other person or related parties	2,010,649,320	640,865,000	2,300,108,699	908,465,900
Cash paid loans to other person or related parties	(1,020,014,177)	(640,865,000)	(2,468,358,314)	(1,984,793,799)
Interest income	50,066,625	5,475,802	54,255,821	13,470,222
<b>Net cash provided by (used in) investing activities</b>	<b>(325,238,100)</b>	<b>(509,216,382)</b>	<b>(1,521,534,612)</b>	<b>(1,598,835,491)</b>

SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES  
STATEMENTS OF CASH FLOWS (Cont.)  
FOR THE YEAR ENDED DECEMBER 31, 2018

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>				
Cash received from sale shares	9,848,235	2,310,426	9,848,234	2,310,426
Cash received from borrowings				
- Borrowings from related parties	12,059,258	38,150,000	364,300,000	151,000,000
- Borrowings from other parties	7,467,985,754	9,377,925,955	7,466,425,754	9,195,925,955
Cash paid for borrowings				
- Borrowings from related parties	(59,631,621)	(43,711,793)	(79,474,470)	(10,077,898)
- Borrowings from other parties	(5,590,567,014)	(8,177,867,856)	(5,376,683,428)	(8,175,867,856)
Cash payment of tenants for reduce the amount of liabilities arising from finance leases	-	(50,781)	-	-
Cash received from increase the share capitals of its subsidiaries from Non - controlling interests	-	5,455,607	-	-
Dividend payment	(184,280,650)	(77,626,735)	(184,280,650)	(77,626,735)
Interest expenses	(231,577,244)	(157,817,508)	(225,032,167)	(160,916,489)
<b>Net cash provided by used in financing activities</b>	<b>1,423,836,718</b>	<b>966,767,315</b>	<b>1,975,103,273</b>	<b>924,747,403</b>
<b>Increase (decrease) in cash and cash equivalents - net</b>	<b>(107,414,029)</b>	<b>576,743,614</b>	<b>(142,458,379)</b>	<b>463,169,938</b>
<b>Cash and cash equivalents at beginning of the years</b>	<b>847,307,267</b>	<b>270,549,853</b>	<b>653,928,115</b>	<b>190,758,177</b>
<b>Cash decreased from (loss) of control in subsidiaries</b>	<b>(297,796)</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Cash and cash equivalents of the subsidiary at the acquisition date</b>	<b>-</b>	<b>13,800</b>	<b>-</b>	<b>-</b>
<b>Cash and cash equivalents at ending of the years</b>	<b>739,595,442</b>	<b>847,307,267</b>	<b>511,469,736</b>	<b>653,928,115</b>

**Supplemental disclosure of cash flows information :**

- In the year 2018, the Company and subsidiaries capitalized interest expense as a part of cost of inventory amount of Baht 120.90 million and Baht 12.91 million, respectively. (In the year 2017 : Baht 104.22 million and Baht 110.38 million, respectively.)
- In the year 2018, the Company transferred the investments in subsidiaries as investments in associated companies amount of Baht 68.26 million .
- In the year 2018, the Company transferred the property, plant and equipment to investment property in the amount of Baht 9.50 million.
- In the year 2017, the Company issued short - term promissory notes for purchasing lands in amount of Baht 164.46 million.
- In the year 2018, the Company transferred of deposit of lands to inventories amount of Baht 291.24 million.
- In the year 2018, the Group lost control in a subsidiary. The detail of assets and liabilities of a subsidiary at the date lost of controlling are summarized as describe in note.

Trade and other current receivables	205,560
Inventories	1,413,740,683
Trade and other non - current receivables	16
Investments in associated company	5,892,435
Trade and other current payables	(945,374)
Short - term borrowing from related persons	(1,425,812,867)
Non - controlling interests	6,621,751
Cash decreased from loss of controlling	(297,796)

169

ANNUAL  
REPORT  
2018

**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**  
**STATEMENTS OF CASH FLOWS (Cont.)**  
**FOR THE YEAR ENDED DECEMBER 31, 2018**

**Supplemental disclosure of cash flows information :**

7) Purchase of investments in subsidiaries

In the during the year 2018 , the Company purchased ordinary shares of a subsidiary. At the date of purchasing, the Company has details of net assets acquired are as follows

	<u>(Unit : Baht)</u>
Trade and other current receivables	16,026,581
Inventories	714,609,474
Short - term loans from related persons	2,537,655
Current tax assets	131,019,230
Investments in associated companies	331,752
Property, plant and equipment	45,586,731
Trade and other non - current receivables	1,553,593
Restricted bank deposits	2,618,006
Good will	5,863,693
Leaschold	1,222,839
Intangible assets	4,225,549
Deferred tax assets	1,937,849
Overdrafts from financial institution	(19,917,420)
Trade and other current payables	(93,891,925)
Short - term borrowing from related persons	(198,550)
Current portion of long - term liabilities	(3,229,671)
Long - term borrowings	(66,269,374)
Deferred tax liabilities	(63,008,704)
Provisions for employee benefit	(654,420)
Gain on bargain purchas	(72,223,096)
Non - controlling interests	(391,883,029)
Cash paid for controlling - net from cash provided	<u><u>216,256,763</u></u>

**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**

**NOTES TO FINANCIAL STATEMENTS**

**DECEMBER 31, 2018**

**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, Oregistration number is 0107548000684 and the head office is located at 448 Ratchadapisek Road, Samsaen Nok, Huaykwang, Bangkok on March 5, 2018.

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 THE PREPARATION OF THE CONSOLIDATED FINANCIAL STATEMENTS**

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

The Consolidated and Separate 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 Basis of measurement**

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

**2.3 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)

**2.4 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:

**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**

**NOTES TO FINANCIAL STATEMENTS**

**DECEMBER 31, 2018**

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.

**3. SIGNIFICANT ACCOUNTING POLICIES**

**3.1 New financial reporting standards**

**3.1.1 Financial reporting standards that became effective in the current years**

During the years, the Company and its subsidiaries have adopted the revised financial reporting standards and interpretations (revised 2017) and new accounting treatment guidance which are effective for fiscal years beginning on or after 1 January 2018. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes and clarifications directed towards disclosures in the notes to financial statements. The adoption of these financial reporting standards does not have any significant impact on the Company and its subsidiaries’ financial statements.

3.1.2 Financial reporting standards that will become effective for fiscal years beginning on or after January 1, 2019

During the current years, the Federation of Accounting Professions issued a number of revised and new financial reporting standards and interpretations (revised 2018) including new accounting treatment guidance, which are effective for fiscal years beginning on or after 1 January 2019. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards.

The management of the Company and its subsidiaries believe that most of the revised financial reporting standards will not have any significant impact on the financial statements when they are initially applied. However, the new standard involves changes to key principles, as summarised below.

**TFRS 15 Revenue from Contracts with Customers**

TFRS 15 supersedes the following accounting standards together with related Interpretations.

TAS 11 (revised 2017)	Construction contracts
TAS 18 (revised 2017)	Revenue
TSIC 31 (revised 2017)	Revenue - Barter Transactions Involving Advertising Services
TFRIC 13 (revised 2017)	Customer Loyalty Programmes
TFRIC 15 (revised 2017)	Agreements for the Construction of Real Estate
TFRIC 18 (revised 2017)	Transfers of Assets from Customers

Entities are to apply this standard to all contracts with customers unless those contracts fall within the scope of other standards. The standard establishes a five-step model to account for revenue arising from contracts with customers, with revenue being recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The standard requires entities to exercise judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model.

The management of the Company and its subsidiaries believe that this standard will not have any significant impact on the financial statements when it is initially applied

3.1.3 Financial reporting standards that will become effective for fiscal years beginning on or after January 1, 2020

During the current years, the Federation of Accounting Professions issued the set of TFRSs related to financial instruments consists of five accounting standards and interpretations, as follows:

Financial reporting standards:

TFRS 7	Financial Instruments: Disclosures
TFRS 9	Financial Instruments

Accounting standard:

SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2018

Financial Reporting Standard Interpretations:

TFRIC 16	Hedges of a Net Investment in a Foreign Operation
TFRIC 19	Extinguishing Financial Liabilities with Equity Instruments

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

The management of the Company and its subsidiaries is currently evaluating the impact of these standards to the financial statements in the years when they are adopted.

3.2 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 :

	Type of Business	Head office's locate	Issued and paid-up share capital (Million Baht)		Percentage of holding direct and indirect	
			2018	2017	2018	2017
			<u>Direct - subsidiaries</u>			
Victory Asset Management Co., Ltd.	Services apartment and design building and furniture	Bangkok	192.20	192.20	99.99	99.99
S.N. Asset Development Co., Ltd.	Property development for sale	Bangkok	122.00	122.00	99.65	99.65
S&P Estate Development Co., Ltd.	Property development for sale	Bangkok	14.00	14.00	90.00	90.00
Property Gateway Co., Ltd.	Property development for sale	Bangkok	553.40	553.40	99.99	99.99
Eastern Sena Development Co., Ltd.	Services the golf course and to manufacture	Bangkok	665.00	665.00	99.99	99.99
Sena Solar Energy Co., Ltd.	Manufacturing and distribute electricity from solar energy	Bangkok	426.00	426.00	100.00	100.00
Sena Development A 1 Co., Ltd.	Property development for sale	Bangkok	86.06	86.06	99.99	99.99
Sena Development A 2 Co., Ltd.	Property development for sale	Bangkok	1.00	1.00	99.97	99.97
Sena Management Co., Ltd.	Provide and real estate	Bangkok	2.00	2.00	99.97	99.97
Living Agent Co., Ltd ** (Formerly Rungruengsaap Housing Co.,Ltd)	Agents and brokers provide real estate	Bangkok	-	1.00	-	59.90
<u>Direct - subsidiaries</u>						
Sena Development A 7 Co., Ltd.	Property development for sale	Bangkok	1.00	-	99.97	-
Sena Development A 8 Co., Ltd. (Formerly Sena Green Energy 8 Co., Ltd.)	Property development for sale	Bangkok	2.50	-	98.00	-



SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2018

	Type of Business	Head office's locate	Issued and paid-up share capital (Million Baht)		Percentage of holding direct and indirect	
			2018	2017	2018	2017
Sena Development A 9 Co., Ltd.	Property development for sale	Bangkok	1.00	-	99.97	-
Sena Development A 13 Co., Ltd.	Property development for sale	Bangkok	1.00	-	99.97	-
Sena Development A 14 Co., Ltd.	Property development for sale	Bangkok	1.00	-	99.97	-
Sena Development A 15 Co., Ltd.	Property development for sale	Bangkok	1.00	-	99.97	-
Sena Development A 16 Co., Ltd.	Property development for sale	Bangkok	1.00	-	99.97	-
Sena Development A 17 Co., Ltd.	Property development for sale	Bangkok	1.00	-	99.97	-
Acute Realty Co., Ltd.	Agents and brokers provide real estate	Bangkok	10.50	-	76.00	-
Sena Vanij Development Co.,Ltd. (Formerly Proud Vanij Co.,Ltd.)	Property development for sale	Nontaburi	465.00	-	55.00	-
<u>Indirect - subsidiaries</u>						
Eight Solar Co., Ltd.	Distribute prefabsteel, Construction materials, Solar panels and inverter including solar system installment	Bangkok	10.00	10.00	51.00	51.00
Sena Green Energy 1 Co., Ltd.	Manufacture and distribute electricity	Bangkok	35.00	35.00	98.00	98.00
Sena Green Energy 2 Co., Ltd.	Not start operation	Bangkok	2.50	2.50	98.00	98.00
Sena Green Energy 7 Co., Ltd.	Tool rental machinery and	Bangkok	15.00	15.00	51.00	51.00
Sena Smart Power Co.,Ltd.*** ( Formerly Sena Development A 10 Co., Ltd)	Manufacture and distributeelectricity	Bangkok	1.00	-	59.00	-
Sena Techno Solution Co.,Ltd.	Manufacture and distributeelectricity	Bangkok	0.90	-	99.97	-
Max Solar Co., Ltd.	Engineering services and construction work on solar energy	Bangkok	2.00	2.00	51.00	51.00
Acute Realty HuaHin Co., Ltd.	Agents and brokers provide real estate	Bangkok	2.00	-	30.00	-
Acute Realty Eastern Co., Ltd.	Agents and brokers provide real estate	Chonburi	1.00	-	30.00	-
<u>Indirect - subsidiaries</u>						
Acute Realty Consultant Co., Ltd.	Agents and brokers provide real estate	Chiang Mai	1.00	-	30.00	-
Flow Property Co., Ltd.	Trading in non-residential real estate	Nontaburi	48.00	-	99.00	-

175

ANNUAL  
REPORT  
2018

SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2018

	Type of Business	Head office's locate	Issued and paid-up share capital		Percentage of holding	
			(Million Baht)		direct and indirect	
			2018	2017	2018	2017
<u>Joint ventures</u>						
Sena Hankyu 1 Co., Ltd.	Property development for sale	Bangkok	475.00	372.00	51.00	51.00
Aspiration one Co., Ltd.	Trading in non-residential real estate	Bangkok	750.25	650.35	25.00	25.00
Sena Hankyu 2 Co., Ltd. (Formerly Sena Development A 3 Co., Ltd.)	Property development for sale	Bangkok	334.00	334.00	51.00	51.00
Sena Hankyu 3 Co., Ltd. * (Formerly Sena Development A 5 Co., Ltd.)	Property development for sale	Bangkok	672.93	1.00	51.00	99.97
Sena HHP 4 Co., Ltd. * (Formerly Sena Development A 6 Co.,Ltd.)	Property development for sale	Bangkok	271.46	-	51.00	-
Sena HHP 5 Co., Ltd. * (Formerly Ratchaphruek Kanchana Gain Co., Ltd.)	Property development for sale	Bangkok	201.00	310.00	51.00	-
Sena HHP 6 Co., Ltd. * (Formerly Sena Development A 11 Co., Ltd.)	Property development for sale	Bangkok	120.10	-	51.00	-
Sena HHP 7 Co., Ltd. * (Formerly Sena Development A 12 Co., Ltd.)	Property development for sale	Bangkok	291.43	-	51.00	-
<u>Joint venture indirect held by subsidiary</u>						
B.Grimm sena solar power Co., Ltd.	Manufacture and distributeelectricity	Bangkok	835.00	835.00	51.00	51.00
<u>Subsidiary of a joint venture</u>						
SH 2 Bearing Co., Ltd. (Formerly Sena Development A 4 Co., Ltd.)	Property development for sale	Bangkok	57.00	57.00	-	-

\* The above - mentioned increase (decrease) transaction had changed the percentage of shareholders of investment in subsidiaries to a joint venture. The Company disposed investments in subsidiaries with a related company so that changed subsidiaries company to be joint venture.

\*\* Resolution of the Extraordinary General's Meeting of Living Agent Co., Ltd. No.1/2018 held on August 24, 2018 resolved to dissolve the Company by registered the dissolution with the Ministry of Commerce on September 3, 2018 and later according to the Resolution of the Extraordinary General's Meeting of Living Agent Co., Ltd. No.2/2018 held on September 15, 2018 the resolution to approve the liquidation of the company was completed on September 17, 2018.

## SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

### NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2018

\*\*\* The above - mentioned increase (decrease) transaction has arisen because sale of investments in subsidiaries with a related company so that changed subsidiaries to indirect - subsidiaries.

Significant transactions with subsidiary have been eliminated in the consolidated financial statements.

The consolidated financial statements have been prepared with the same accounting policies for the same accounting transactions or accounting events.

#### 3.3 Financial instrument

The Company has 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.

#### 3.4 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.

#### 3.5 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.

#### 3.6 Temporary investments

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

#### 3.7 Account receivable and Allowance for doubtful

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.

#### 3.8 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 expenses.

#### 3.9 Land held for development

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

#### 3.10 Investments

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

SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2018

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

3.11 Investments property and project under construction

Investments Property

- Land is stated at cost.
- 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.

Useful life

Building and construction	20 - 50 Yearss
Equipment and furniture	5 Yearss
Building and Buiding Fixtures	30 and 50 Yearss

- Land Leasehold right (Advance rental payment) is stated at cost and depreciated by straight – line method over the herm of rental agreement (Note 11).
- Building under construction. Shown at cost. And will calculate the depreciation on those assets available.

3.12 Property, plant and equipment

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:

Useful life

Building office	13 - 30 Yearss
Golf course and other system	32 and 52 Yearss
Golf improvement	10 Yearss
Sale office improvement	Term of managing agreement
Office equipment	5 Yearss
Tools and equipment	5 Yearss
Vehicles	5 Yearss

3.13 Goodwill

Goodwill represents the excess of the consideration transferred over the fair value of the Group's share of the net identifiable assets, liabilities and contingent liability of the acquired subsidiary and the fair value of the non-controlling interest in the acquired subsidiary undertaking at the date of acquisition. Goodwill on acquisitions of subsidiaries is separately reported in the consolidated statement of financial position.

Goodwill is tested annually for impairment and carried at cost less accumulated impairment losses. Impairment losses on goodwill are not reversed. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose, identified according to operating segment.

### 3.14 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.

### 3.15 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.

## SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

### NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2018

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 years.

#### 3.16 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.

#### 3.17 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.

#### 3.18 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 lessees 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 years.

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.

**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**

**NOTES TO FINANCIAL STATEMENTS**

**DECEMBER 31, 2018**

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.

**3.19 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.

**3.20 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.

**3.21 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.

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.

SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2018

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.

3.22 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.

3.23 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 do not present information in segment information.



3.24 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.

3.25 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between buyer and seller (market participants) at the measurement date. The Company and its subsidiaries apply a quoted market price in an active market to measure their assets and liabilities that are required to be measured at fair value by relevant financial reporting standards. Except in case of no active market of an identical asset or liability or when a quoted market price is not available, the Company and its subsidiaries measure fair value using valuation technique that are appropriate in the circumstances and maximises the use of relevant observable inputs related to assets and liabilities that are required to be measured at fair value.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy into three levels based on categorise of input to be used in fair value measurement as follows:

Level 1 - Use of quoted market prices in an observable active market for such assets or liabilities

Level 2 - Use of other observable inputs for such assets or liabilities, whether directly or indirectly

Level 3 - Use of unobservable inputs such as estimates of future cash flows

At the end of each reporting period, the Company and its subsidiaries determine whether transfers have occurred between levels within the fair value hierarchy for assets and liabilities held at the end of the reporting period that are measured at fair value on a recurring basis.

**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.

SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2018

The related parties are as follows:

Company / Personal name	Nature of business	Relationship
Bann Ruam Tang Fhun Co., Ltd.	Property development	Common shareholders and directors
Isolar Line Co., Ltd.	Property development	Common shareholders and directors
Sinsaphanya Co., Ltd.	Property development	Director's relative
Pattaya Country Club Co., Ltd.	Golf course and resort	Common shareholders
Rattanaopol Co., Ltd.	Construction materials and equipment	Director's relative
Tun Charoen Co., Ltd.	Holding company	Director's relative
B.V. Asset Co., Ltd.	Offers apartment house	Director's relative
N.C.R. Rubber industry Co., Ltd.	Production and sale of tires and other related products	Director's relative of indirect subsidiary
Inove Engineering Industry Co., Ltd.	Wholesale of machinery and other equipment.	Director's relative of indirect subsidiary
NCR - TRB Industry Co., Ltd.	Manufacture of Finished plastic products	Director's indirect subsidiary
Solarwa Co., Ltd.	Manufacturing and distribute electricity from solar energy	Common shareholders and directors
TPS Commercial Co., Ltd.	Manufacturing and distribute electricity from solar energy	Common shareholders and directors
NCB Internationnal Co., Ltd.	Trading in non-residential real estate	Director's indirect subsidiary
Wattanasuk Internationnal Co., Ltd.	Sale household goods	Director's indirect subsidiary
Tiger Vanij Co., Ltd.	Managing for real estate project , sales , contract , transfer and registration	Director's indirect subsidiary
Singhanetr Management Co., Ltd.	Property development	Director's indirect subsidiary
<b><u>Individual Jurisdiction By:</u></b>		
Ms.Srianong Keerativaranon	-	Director's mother
Ms.Soawaluk Aueypornsong	-	Subsidiary's staff
Mr.Theerawat Thanyalakpark	-	Director
Ms.Natchaya Thanyaluckpark	-	Director's relative
Ms.Benyaluk Thanyalakpark	-	Director's relative
Ms.Umaporn Thanyalakpark	-	Director
Ms.Kessara Thanyalakpark	-	Director
Mr.Ekthawee Thanyalakpark	-	Director's relative
Mr.Sumet Boonbandansook	-	Director's indirect subsidiary

SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2018

Company / Personal name	Nature of business	Relationship
Mr.Precha Suphaketiporn	-	Director's subsidiary
Ms.Bussaba Suphaketiporn	-	Shareholder Subsidiary
Ms.Sasiwimol Singhanetr	-	Director's indirect subsidiary
Mr.Pakorn Sangkhawanich	-	Director's indirect subsidiary
Mr.Phisake Sangkhawanich	-	Director's indirect subsidiary
Mrs.Aree Sangkhawanich	-	Director's indirect subsidiary
Ms.Ratirat Sangkhawanich	-	Director's indirect subsidiary
Mr.Paramate Thanyalakpark	-	Director's relative

The significant transactions between the Group and its related parties reflected in the accompanying financial statements as at December 31, 2018 and 2017 as follows:

	(Unit : Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	As at December 31, 2018	As at December 31, 2017	As at December 31, 2018	As at December 31, 2017
<u>Trade accounts and other receivable to related parties</u>				
Pattaya Country Club Co., Ltd.	2,098	2,218	803	2,218
<u>Trade accounts and other receivable to related parties</u>				
Bann Ruam Tang Fhun Co., Ltd.	819	1,088	-	-
Tun Charoen Co., Ltd.	-	575,342	-	-
NCR - TRB Industry Co., Ltd.	-	5,347,034	-	-
Mr. Sumet Boonbandansook	-	74,636	-	-
Sinsapthanya Co., Ltd.	248	1,629	248	1,629
Solarwa Co.,Ltd.	23,445,857	23,150,553	-	-
TPS Commercial Co., Ltd.	2,048,810	1,987,449	-	-
Sena Hankyu 1 Co., Ltd.	-	9,894,644	-	-
Sena Hankyu 2 Co., Ltd.				
(Formerly Sena Development A 5 Co., Ltd)	298,830	12,723,280	-	-
Property Gateway Co.,Ltd.	-	-	-	684
Eastern Sena Development Co.,Ltd.	-	-	-	2,218
Sena Development A1 Co., Ltd.	-	-	1,514,255	1,514,255
Sena Development A2 Co., Ltd.	-	-	536,470	536,470
N.C.R. Rubber industry Co., Ltd.	4,647,984	-	-	-

185

ANNUAL  
REPORT  
2018

SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2018

(Unit : Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	As at December 31, 2018	As at December 31, 2017	As at December 31, 2018	As at December 31, 2017
Isora Line Co., Ltd.	575,342	-	-	-
Sena HHP 5 Co., Ltd. (Formerly Ratchaphruek Kanchana Gain Co., Ltd.)	17,584,000	-	17,584,000	-
Acute Realty Co., Ltd.	-	-	35,521	-
Sena HHP 6 Co., Ltd. (Formerly Sena Development A 11 Co., Ltd.)	60,595,530	-	60,595,530	-
Sena HHP 7 Co., Ltd. (Formerly Sena Development A 12 Co., Ltd.)	147,918,042	-	147,918,041	-
Tiger Vanij Co., Ltd.	6,292	-	-	-
Mr.Phisake Sangkhawanich	419,635	-	-	-
Mr.Pakorn Sangkhawanich	30,193,813	-	-	-
Ms.Ratirat Sangkhawanich	217,727	-	-	-
Mr.Theerawat Thanyalakpark	100	-	-	-
Ms.Benyaluk Thanyalakpark	100	-	-	-
Ms.Kessara Thanyalakpark	100	-	-	-
<b>Total</b>	<b>287,955,327</b>	<b>53,757,873</b>	<b>228,184,868</b>	<b>2,057,474</b>

(Unit : Baht)

	Consolidated financial statements			
	As at January			As at December
	1, 2018	Increase	(Decrease)	31, 2018
<b>Short - term loans</b>				
Sena Hankyu 3 Co., Ltd.* (Formerly Sena Development A 5 Co., Ltd.)				
Principle	1,031,908,699	381,230,000	(1,413,138,699)	-
Accrued interest income	4,684,868	29,956,211	(34,641,079)	-
<b>Total</b>	<b>1,036,593,567</b>	<b>411,186,211</b>	<b>(1,447,779,778)</b>	<b>-</b>

SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2018

(Unit : Baht)

	Consolidated financial statements			
	As at January		As at December	
	1, 2018	Increase	(Decrease)	31, 2018
Sena HHP4 Co., Ltd.* (Formerly Sena Development A 6 Co., Ltd.)				
Principle	-	419,320,000	(309,320,000)	110,000,000
Accrued interest income	-	5,324,406	(5,134,543)	189,863
Total	-	424,644,406	(314,454,543)	110,189,863
Sena HHP5 Co., Ltd.* (Formerly Ratchaphruek Kanchana Gain Co., Ltd.)				
Principle	-	296,000,000	(186,000,000)	110,000,000
Accrued interest income	-	2,690,729	(2,500,866)	189,863
Total	-	298,690,729	(188,500,866)	110,189,863
Sena HHP6 Co., Ltd.* (Formerly Sena Development A 11 Co., Ltd.)				
Principle	-	298,400,000	(100,000,000)	198,400,000
Accrued interest income	-	2,454,167	(2,356,326)	97,841
Total	-	300,854,167	(102,356,326)	198,497,841
Singhanetr management Co., Ltd.				
Principle	-	2,000,000	-	2,000,000
Accrued interest income	-	88,986	-	88,986
Total	-	2,088,986	-	2,088,986
The Board of Subsidiaries				
Principle	-	6,681,832	(2,190,621)	4,491,211
Accrued interest income	-	394,429	-	394,429
Total	-	7,076,261	(2,190,621)	4,885,640
Total short - term loans	1,036,593,567	1,444,540,760	(2,055,282,134)	425,852,193

\* The above - mentioned increase (decrease) transaction had changed the percentage of shareholders of investment in subsidiaries to a joint venture. The Company disposed investments in subsidiaries with a related Company so that changed subsidiaries company to be Joint Ventures .

\*\* Resolution of the Extraordinary General's Meeting of Living Agent Co., Ltd. No.1/2018 held on August 24, 2018 resolved to dissolve the Company by registered the dissolution with the Ministry of Commerce on September 3, 2018 and later according to

SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2018

the Resolution of the Extraordinary General's Meeting of Living Agent Co., Ltd. No.2/2018 held on September 15, 2018 the resolution to approve the liquidation of the company was completed on September 17, 2018.

The Company and subsidiaries mutually agree to charge interest rate 4.50 - 4.80% per annum on loans for using in normal operations.

During the period 2018, the Council changed of Sana Hankyu 3 Co., Ltd. and Sena HHP4 Co., Ltd. and Sena HHP5 Co., Ltd. and Sena HHP6 Co., Ltd. and Sena HHP7 Co., Ltd. from subsidiaries company to be Joint Ventures.

(Unit : Baht)

	Separate financial statements			As at December 31, 2018
	As at January 1, 2018	Increase	(Decrease)	
<u>Short - term loans</u>				
Property Gateway Co., Ltd.				
Principle	26,500,000	-	(26,500,000)	-
Accrued interest income	1,854,577	284,667	(2,139,244)	-
Total	28,354,577	284,667	(28,639,244)	-
Eatern Sena Development Co., Ltd.				
Principle	176,000,000	-	(9,700,000)	166,300,000
Accrued interest income	4,743,570	4,964,367	(355,260)	9,352,677
Total	180,743,570	4,964,367	(10,055,260)	175,652,677
Sena Solar Energy Co., Ltd.				
Principle	146,660,000	13,730,000	(66,310,000)	94,080,000
Accrued interest income	4,273,258	4,817,460	(1,032,964)	8,057,754
Total	150,933,258	18,547,460	(67,342,964)	102,137,754
Eight Solar Co., Ltd.				
Principle	7,140,000	-	(7,140,000)	-
Accrued interest income	308,821	5,164	(313,985)	-
Total	7,448,821	5,164	(7,453,985)	-
Sena Development A 1 Co., Ltd.				
Principle	5,300,000	401,630,674	(182,000,000)	224,930,674
Accrued interest income	50,621	6,448,739	(898,990)	5,600,370
Total	5,350,621	408,079,413	(182,898,990)	230,531,044
Sena Development A 2 Co., Ltd.				
Principle	327,345,000	100,000	-	327,445,000

SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2018

(Unit : Baht)

	Separate financial statements			
	As at January		As at December	
	1, 2018	Increase	(Decrease)	31, 2018
<u>Short - term loans</u>				
Accrued interest income	11,629,745	15,950,425	-	27,580,170
Total	338,974,745	16,050,425	-	355,025,170
Sena Hankyu 3 Co., Ltd. (Formerly Sena Development A 5 Co., Ltd)				
Principle	1,031,908,699	381,230,000	(1,413,138,699)	-
Accrued interest income	4,684,868	29,956,211	(34,641,079)	-
Total	1,036,593,567	411,186,211	(1,447,779,778)	-
Sena HHP 4 Co., Ltd. (Formerly Sena Development A 6 Co., Ltd.)				
Principle	-	419,320,000	(309,320,000)	110,000,000
Accrued interest income	-	5,324,406	(5,134,543)	189,863
Total	-	424,644,406	(314,454,543)	110,189,863
Sena Development A 7 Co., Ltd.				
Principle	-	222,492,020	-	222,492,020
Accrued interest income	-	5,575,854	-	5,575,854
Total	-	228,067,874	-	228,067,874
Sena Development A 8 Co., Ltd. (Formerly Sena Green Energy 8 Co., Ltd.)				
Principle	-	217,014,000	-	217,014,000
Accrued interest income	-	5,438,570	-	5,438,570
Total	-	222,452,570	-	222,452,570
Sena Development A 9 Co., Ltd.				
Principle	-	218,441,620	-	218,441,620
Accrued interest income	-	5,473,304	-	5,473,304
Total	-	223,914,924	-	223,914,924

SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2018

(Unit : Baht)

	Separate financial statements			
	As at January			As at December
	1, 2018	Increase	(Decrease)	31, 2018
<u>Short - term loans</u>				
Sena HHP 5 Co., Ltd. (Formerly Ratchaphruek Kanchana Gain Co., Ltd.)				
Principle	-	296,000,000	(186,000,000)	110,000,000
Accrued interest income	-	2,690,729	(2,500,866)	189,863
Total	-	298,690,729	(188,500,866)	110,189,863
Sena HHP 6 Co., Ltd. (Formerly Sena Development A 11 Co., Ltd.)				
Principle	-	298,400,000	(100,000,000)	198,400,000
Accrued interest income	-	2,454,167	(2,356,326)	97,841
Total	-	300,854,167	(102,356,326)	198,497,841
Total short - term loans	1,748,399,159	2,557,742,377	(2,349,481,956)	1,956,659,580

The Company and subsidiaries mutually agree to charge interest rate 2.80 - 5.025 % per annum on loans for using in normal operations.

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	As at December	As at December	As at December	As at December
	31, 2018	31, 2017	31, 2018	31, 2017
<u>Trade and other current payables - related parties</u>				
Rattapol Co., Ltd.	167,718	218,532	77,116	95,034
Pattaya Country Club Co., Ltd.	97,840	97,315	88,100	84,809
Bann Ruam Tang Fhun Co., Ltd.	24,839	24,839	24,839	24,839
Sena Hankyu 1 Co., Ltd.	19,553,618	71,954,078	-	-
Sena Hankyu 2 Co., Ltd. (Formerly Sena Development A 5 Co., Ltd)	23,196,166	-	7,000	-
Sena Hankyu 3 Co., Ltd. (Formerly Sena Development A 5 Co., Ltd)	33,794,590	-	-	-
Sena HHP 4 Co., Ltd. (Formerly Sena Development A 6 Co., Ltd.)	5,347,775	-	-	-
Victory Asset Management Co., Ltd.	-	-	806,392	576,555



SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2018

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	As at December	As at December	As at December	As at December
	31, 2018	31, 2017	31, 2018	31, 2017
<u>Trade and other current payables - related parties</u>				
Eastern Sena Development Co., Ltd.	-	-	1,126,882	939,714
Eight Solar Co., Ltd.	-	-	11,527,169	10,724,561
Max Solar Co., Ltd.	-	-	1,406,337	1,256,677
S.N. Asset Development Co., Ltd.	-	-	119,400	289,400
Sena Solar Energy Co., Ltd.	-	-	4,900	13,700
Property Gateway Co., Ltd.	-	-	38,000	122,000
Mr.Phisake Sangkhawanich	12,900	-	-	-
Mr.Paramate Thanyalakpark	13,680	-	-	-
Tiger Vanij Co.,Ltd.	504,923	-	-	-
Total	82,714,049	72,294,764	15,226,135	14,127,289

(Unit : Baht)

	Consolidated financial statements			
	As at January	Increase	(Decrease)	As at December
	1, 2018			31, 2018
<u>Short - term borrowings</u>				
Board of subsidiaries				
Principle	40,700,000	12,059,258	(52,018,450)	740,808
Accrued interest expenses	561,989	273,237	(835,226)	-
Total short - term borrowings	41,261,989	12,332,495	(52,853,676)	740,808

Short - term borrowings from the Board of Directors of subsidiaries mutually agree to charge interest rate 3.00 % - 4.64 % per annum for using in normal operations.

SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2018

(Unit : Baht)

	Separate financial statements			As at December 31, 2018
	As at January	Increase	(Decrease)	
	1, 2018			
<b>Short - term borrowings</b>				
S.N. Asset Development Co., Ltd.				
Principle	230,000,000	12,000,000	(4,000,000)	238,000,000
Accrued interest expenses	12,227,946	8,031,564	-	20,259,510
<b>Total</b>	<b>242,227,946</b>	<b>20,031,564</b>	<b>(4,000,000)</b>	<b>258,259,510</b>
S&P Estate Development Co., Ltd.				
Principle	52,119,604	7,000,000	(1,793,870)	57,325,734
Accrued interest expenses	2,524,566	1,102,678	-	3,627,244
<b>Total</b>	<b>54,644,170</b>	<b>8,102,678</b>	<b>(1,793,870)</b>	<b>60,952,978</b>
Victory Asset Management Co., Ltd.				
Principle	56,000,000	6,800,000	(6,000,000)	56,800,000
Accrued interest expenses	3,192,511	1,695,876	-	4,888,387
<b>Total</b>	<b>59,192,511</b>	<b>8,495,876</b>	<b>(6,000,000)</b>	<b>61,688,387</b>
Sena Management Co., Ltd.				
Principle	55,000,000	235,000,000	(65,980,600)	224,019,400
Accrued interest expenses	691,644	7,349,217	(4,060,000)	3,980,861
<b>Total</b>	<b>55,691,644</b>	<b>242,349,217</b>	<b>(70,040,600)</b>	<b>228,000,261</b>
Property Gateway Co., Ltd.				
Principle	-	103,500,000	(1,700,000)	101,800,000
Accrued interest expenses	-	1,425,197	(101,010)	1,324,187
<b>Total</b>	<b>-</b>	<b>104,925,197</b>	<b>(1,801,010)</b>	<b>103,124,187</b>
<b>Total short - term borrowings</b>	<b>411,756,271</b>	<b>383,904,532</b>	<b>(83,635,480)</b>	<b>712,025,323</b>

Short - term loans from the related company mutually agree to charge interest rate 2.00% - 4.95% per annum for using in normal operations.

SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2018

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	As at December	As at December	As at December	As at December
	31, 2018	31, 2017	31, 2018	31, 2017
<u>Provisions for employee benefits</u>				
Directors and executives	10,948,246	8,604,421	10,750,687	8,433,711

Significant transactions between the Company and its related parties for the years ended December 31, 2018 and 2017 are as follows:

(Unit : Baht)

	Pricing policy	Consolidated financial statements		Separate financial statements	
		2018	2017	2018	2017
<u>Revenue from management projects</u>					
Pattaya Country Club Co., Ltd.	Agreement *	1,058,609	-	1,058,609	-
Sena Hankyu 1 Co., Ltd.	Agreement **	163,368,428	10,957,793	-	-
Sena Hankyu 2 Co., Ltd. (Formerly Sena Development A 3 Co., Ltd.)	Agreement **	88,495,864	91,289,009	-	-
Sena Hankyu 3 Co., Ltd. (Formerly Sena Development A 5 Co., Ltd.)	Agreement **	112,445,048	-	-	-
Sena HHP 4 Co., Ltd. (Formerly Sena Development A 6 Co., Ltd.)	Agreement **	54,253,175	-	-	-
Sena HHP 5 Co., Ltd. (Formerly Ratchaphruek Kanchana Gain Co., Ltd.)	Agreement **	37,113,382	-	-	-
Sena HHP 6 Co., Ltd. (Formerly Sena Development A 11 Co., Ltd.)	Agreement **	3,311,486	-	-	-
Sena HHP 7 Co., Ltd. (Formerly Sena Development A 12 Co., Ltd.)	Agreement **	30,232,595	-	-	-
TPS commercial Co., Ltd.	Agreement	688,173	-	-	-
Solarwa Co., Ltd.	Agreement	3,311,829	-	-	-
Total revenue from management projects		494,278,589	102,246,802	1,058,609	-

SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2018

\* The Company has entered into an agreement to jointly develop Pattaya Resort Project Phase 1, to cooperate with Pattaya Country Club Co., Ltd. for land and buildings in the such project of 84 units and has scheduled for the period from December 1, 2013 and ending on project completion.

\*\* A subsidiary entered into a management contract with seven associate companies. The contract term is 4 years or until the unit is sold out. The subsidiaries receive 12% of the project value.

(Unit : Baht)

	Pricing policy	Consolidated		Separate	
		financial statements		financial statements	
		2018	2017	2018	2017
<u>Revenue from sales</u>					
Wattanasuk Internationnal Co., Ltd.	Market price	-	6,208	-	-
Inove Engineering Industry Co., Ltd.	Market price	-	378,184	-	-
N.C.B International Co., Ltd.	Market price	-	399,801	-	-
NCR - TRB Industry Co., Ltd..	Market price	365,305	4,950,364	-	-
N.C.R. Rubber industry Co., Ltd.	Market price	37,085,910	-	-	-
Sena Hankyu 2 Co., Ltd. (Formerly Sena Development A 3 Co., Ltd.)	Market price	-	496,220	-	-
Total revenue from sales		37,451,215	6,230,777	-	-
<u>Revenue from sales of land</u>					
Bann Ruam Tang Fhun Co., Ltd.	Agreement	1,400,000	-	1,400,000	-
Sena HHP 4 Co., Ltd (Formerly Sena Development A 6 Co., Ltd.)	Agreement	306,075,003	-	306,075,003	-
<u>Revenue from sales of land</u>					
Sena Development A 7 Co., Ltd.	Agreement	-	-	41,147,682	-
Sena Development A 8 Co., Ltd. (Formerly Sena Green Energy 8 Co., Ltd.)	Agreement	-	-	40,134,579	-
Sena Development A 9 Co., Ltd.	Agreement	-	-	40,389,364	-
Total revenue from sales of land		307,475,003	-	429,146,628	-
<u>Revenue from rental and rendering services</u>					
Acute Realty Co., Ltd.	Agreement	-	-	398,129	-
Sena HHP 4 Co., Ltd. (Formerly Sena Development A 6 Co., Ltd.)	Agreement	3,225,062	-	3,225,062	-

SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2018

(Unit : Baht)

Pricing policy		Consolidated		Separate	
		financial statements		financial statements	
		2018	2017	2018	2017
Sena HHP 5 Co., Ltd. (Formerly Ratchaphruek Kanchana Gain Co., Ltd.)	Agreement	21,862	-	21,862	-
Sena HHP 6 Co., Ltd. (Formerly Sena Development A 11 Co., Ltd.)	Agreement	21,862	-	21,862	-
Sena HHP 7 Co., Ltd. (Formerly Sena Development A 12 Co., Ltd.)	Agreement	21,862	-	21,862	-
Sena Development. A 1 Co., Ltd.	Agreement	-	-	35,294	-
Sena Development. A 2 Co., Ltd.	Agreement	-	-	35,294	-
Eight Solar Co., Ltd.	Agreement	-	-	1,305,074	-
Living Agent Co., Ltd.	Agreement	-	-	17,647	-
Property Gateway Co., Ltd.	Agreement	-	-	41,163	35,215
Pattaya Country Club Co., Ltd.	Agreement	196,340	196,340	196,340	196,340
Sena Hankyu 1 Co., Ltd.	Agreement	169,899	154,409	169,899	154,409
Sena Hankyu 2 Co., Ltd. (Formerly Sena Development A 3 Co., Ltd.)	Agreement	136,272	-	136,272	-
<u>Revenue from rental and rendering services</u>					
Sena Hankyu 3 Co., Ltd. (Formerly Sena Development A 5 Co., Ltd.)	Agreement	135,586	-	135,586	-
Sena Management Co., Ltd.	Agreement	-	-	289,210	-
S.N. Asset Development Co., Ltd.	Agreement	-	-	35,294	-
Sena Solar Energy Co., Ltd.	Agreement	-	-	112,743	-
Sinsaphanya Co., Ltd.	Agreement	60,751	60,751	60,751	60,751
Eatern Sena Development Co., Ltd.	Agreement	-	-	46,565	67,626
Victory Asset Management Co., Ltd.	Agreement	-	-	328,425	-
Bann Ruam Tang Fhun Co., Ltd.	Agreement	58,822	105,907	-	-
Total Revenue from rental and service		<u>4,048,318</u>	<u>517,407</u>	<u>6,634,334</u>	<u>514,341</u>
<u>Revenue from Business Management System</u>					
Sena Management Co., Ltd.*	3% of expenses	-	-	99,065,421	-

195

ANNUAL  
REPORT  
2018

SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2018

(Unit : Baht)

	Pricing policy	Consolidated		Separate	
		financial statements		financial statements	
		2018	2017	2018	2017
<u>Revenue possession of rights in land</u>					
Sena HHP 5 Co., Ltd.					
(Formerly Ratchaphruek Kanchana Gain Co., Ltd.)	Agreement	16,433,645	-	16,433,645	-
<u>Interest income</u>					
Eastern Sena Development Co., Ltd.	2.80 - 4.54% per annum	-	-	4,964,367	5,190,233
Property Gateway Co., Ltd.	2.80 - 4.95% per annum	-	-	284,667	1,854,577
Eight Solar Co., Ltd.	3.00 - 4.20% per annum	-	-	5,164	219,955
Sena Solar Energy Co., Ltd.	2.80 - 4.76% per annum	-	-	4,817,460	4,263,872
<u>Interest income</u>					
Sena Development A 1 Co., Ltd.	4.40 - 4.80% per annum	-	-	6,448,739	50,621
Sena Development A 2 Co., Ltd.	4.40 - 5.025% per annum	-	-	15,950,425	11,629,745
Sena Management Co., Ltd.	4.76% per annum	-	-	-	1,670
Sena Hankyu 3 Co., Ltd.	4.50 - 4.80% per annum	29,956,211	4,684,868	29,956,211	4,684,868
(Formerly Sena Development A 5 Co., Ltd.)					
Sena HHP 4 Co., Ltd.	4.50% per annum	5,324,406	-	5,324,406	-
(Formerly Sena Development A 6 Co., Ltd.)					
Sena Development A 7 Co., Ltd.	4.40 - 4.50% per annum	-	-	5,575,854	-
Sena Development. A 8 Co., Ltd.	4.40 - 4.50% per annum	-	-	5,438,570	-
(Formerly Sena Green Energy 8 Co., Ltd.)					
Sena Development A 9 Co., Ltd.	4.40 - 4.50% per annum	-	-	5,473,304	-

SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2018

		(Unit : Baht)			
		Consolidated		Separate	
		financial statements		financial statements	
Pricing policy		2018	2017	2018	2017
Sena HHP 5 Co., Ltd.					
(Formerly Ratchaphruek Kanchana Gain Co., Ltd.)	4.40 - 4.50% per annum	2,690,729	-	2,690,729	-
Sena HHP 6 Co., Ltd.	4.40 - 4.50% per annum	2,454,167	-	2,454,167	-
(Formerly Sena Development A11 Co., Ltd.)					
Singhanetr management Co.,Ltd.	1.70% per annum	88,986	-	-	-
Relate persons	1.30% per annum	43,654	-	-	-
Total interest income		<u>40,558,153</u>	<u>4,684,868</u>	<u>89,384,063</u>	<u>27,895,541</u>

\* During the period, the Company entered into the agreement for services to manage the business of the Project. The policy of cost plus cost. The management fee is charged to the subsidiary on a monthly basis. It depends on the value of project.

		(Unit : Baht)			
		Consolidated		Separate	
		financial statements		financial statements	
Pricing policy		2018	2017	2018	2017
<u>Sub - contract fees and materials cost</u>					
Rattapol Co., Ltd.	Market price	584,505	961,454	473,428	679,798
Max Solar Co., Ltd.	Market price	-	-	1,208,465	1,895,599
Eight Solar Co., Ltd.	Market price	-	-	8,417,237	17,072,133
Tiger Vanij Co., Ltd.	Market price	1,593,197	-	-	-
Total sub - contract fees and materials cost		<u>2,177,702</u>	<u>961,454</u>	<u>10,099,130</u>	<u>19,647,530</u>
<u>Rental and service expenses</u>					
Tun Charoen Co., Ltd.	Agreement	575,342	2,000,000	-	-
Isora Line Co., Ltd	Agreement	1,424,658	-	-	-
Victory Asset Management Co., Ltd.	Agreement	-	-	33,346	200,075
NCB International Co., Ltd.	Agreement	350,000	-	-	-
Total rental and service expenses		<u>2,350,000</u>	<u>2,000,000</u>	<u>33,346</u>	<u>200,075</u>

SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2018

(Unit : Baht)

	Pricing policy	Consolidated		Separate	
		financial statements		financial statements	
		2018	2017	2018	2017
<u>Director and management expenses</u>					
Project costs for employee benefits		2,338,030	1,383,813	2,316,976	1,383,813
Other		21,551,392	16,877,319	18,597,211	16,697,319
Total director and management expenses		<u>23,889,422</u>	<u>18,261,132</u>	<u>20,914,187</u>	<u>18,081,132</u>
<u>Juristic person administration and project expenses</u>					
Victory Asset Management Co., Ltd.	Agreement	-	-	2,931,949	3,912,199
Eastern Sena Development Co., Ltd.	Agreement	-	-	2,400,000	2,348,271
Total juristic person administration and project expenses		<u>-</u>	<u>-</u>	<u>5,331,949</u>	<u>6,260,470</u>
<u>Interest expenses</u>					
S.N. Asset Development Co., Ltd.	2.80 - 4.95% per Annum	-	-	8,031,564	6,523,412
Victory Asset Management Co., Ltd.	2.80 - 4.76% per Annum	-	-	1,695,876	1,522,979
<u>Interest expenses</u>					
S&P Estate Development Co., Ltd.	2.00% per Annum	-	-	1,102,678	1,067,278
Sena Management Co., Ltd.	4.40 - 4.53% per Annum	-	-	7,349,217	691,644
Property Gateway Co., Ltd.	4.40 - 4.50% per annum	-	-	1,425,197	-
Relate persons	3.00 - 4.64% per annum	304,936	488,488	-	-
Total interest expenses		<u>304,936</u>	<u>488,488</u>	<u>19,604,532</u>	<u>9,805,313</u>



## SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

### NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2018

#### Commitments

- On April 11, 2012, a subsidiary has entered into rental agreement with a related party, the objective for construction a park, rental fee amount of Baht 2.00 million per years, totaling of Baht 10.00 million since April 16, 2012 to April 15, 2017. On April 12, 2017, a subsidiary has entered into a rental agreement to extend for an additional period of 5 years from April 16, 2017 to April 15, 2022.
- The Company has entered into management contract Pattaya Country Club and resort project with a subsidiary for 3 years with effect on May 1, 2014 to April 30, 2017, in rate totaling of Baht 200,000 per month. On May 1, 2017 the Company has extended for 3 years from May 1, 2017 to April 30, 2020.
- A subsidiary has entered into management contract and condominium management issue amount of 7 for a period of 1 - 2 years.
- The Company and a subsidiary are between contingent liabilities arising from loan guarantees. (Note 15) no collateral charge fees.
- A subsidiary has entered into a sales / rental service contract and property marketing to be a broker firm with a related party effective contract on May 1, 2017 to April 30, 2018, if notice is not given in writing within 30 days in advance when the contract expires, the contract shall be deemed effective for a further period of 1 years.

#### 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. 1992 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.

**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**

**NOTES TO FINANCIAL STATEMENTS**

**DECEMBER 31, 2018**

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.

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.) Sena Development Public Company Limited has the right to purchase land and structure of Pattaya Country Club Co.,Ltd. located at the peripheral area of the golf course of Pattaya Country Club Co., Ltd., to which Pattaya Country Club Co., Ltd. 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 years 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 Co., Ltd. wishes to develop a real estate project on the land of the Company in the peripheral area of the golf course, Pattaya Country Club Co., Ltd. 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 Co., Ltd. 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 Co., Ltd. has only one right, i.e. to sell the land).

## SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

### NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2018

4. (To amend Article 1.3) in case Pattaya Country Club Co., Ltd. wishes to sell its land with structure located in the peripheral area of the golf course, Pattaya Country Club Co., Ltd. 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 Co., Ltd. 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.

5. Pattaya Country Club Co., Ltd. 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 Pattaya Country Club Co., Ltd. or joint project or joint investment with other business owner other than the real estate project that Pattaya Country Club Co., Ltd. has proceeded on the date of the agreement.
6. Sena Development Public Company Limited has right to purchase lands or constructions of Pattaya Country Club Co., Ltd. that located in nearby area of Pattaya Country Club Co., Ltd. golf course. Pattaya Country Club Co.,Ltd. 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 years from the agreement date, the price may be increased by carrying cost not over 7 % per annum .
7. Sena Development Public Company Limited has right to joint business with Pattaya Country Club Co., Ltd. for developing lands or constructions instead purchasing lands and constructions on section 2. Pattaya Country Club Co.,Ltd. has no right to refuse. The compensation of Pattaya Country Club Co.,Ltd. will not be over the price of lands and constructions on section 2.
8. Pattaya country club Co., Ltd. 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.

201

ANNUAL  
REPORT  
2018

**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**

**NOTES TO FINANCIAL STATEMENTS**

**DECEMBER 31, 2018**

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:

4. 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.
5. 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. Any counter party may use any assets by paying compensation to another counter party. As the letter agreed upon.
  - 3) 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.
6. Ban Ruam Tang Fun Co., Ltd. agrees and certifies that. Ban Ruam Tang Fun Co., Ltd. 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.

On April 3 and 10, 2006, 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. 1992 regarding to good corporate governance in the areas of minority shareholders benefit protection while there is important agreement as follows:

**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**

**NOTES TO FINANCIAL STATEMENTS**

**DECEMBER 31, 2018**

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. 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.
  - 1) 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.

On July 3, 2017, the Company entered into additional memorandum with Golden Wattle S.N. Co., Ltd. and an unrelated person. Due to the restructuring of the ownership of land to be bound and certified right of the old memorandum between the Company and Sarinthip Karn Keha Co., Ltd. dated April 3, 2006.

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)

**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**

**NOTES TO FINANCIAL STATEMENTS**

**DECEMBER 31, 2018**

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.

**5. CASH AND CASH EQUIVALENTS**

As at December 31, 2018 and 2017 consist of;

	(Unit : Baht)			
	Consolidate financial statements		Separate financial statements	
	As at December 31, 2018	As at December 31, 2017	As at December 31, 2018	As at December 31, 2017
Cash	1,698,291	1,713,053	425,002	569,533
Cash at banks - saving accounts	636,449,939	776,756,617	419,244,823	591,955,724
Cash at banks - current accounts	6,176,378	10,607,351	2,303,459	3,270,959
Check due but not deposit	95,270,834	58,230,246	89,496,452	58,131,899
<b>Total</b>	<b>739,595,442</b>	<b>847,307,267</b>	<b>511,469,736</b>	<b>653,928,115</b>

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

SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2018

6. TRADE ACCOUNTS AND OTHER CURRENT RECEIVABLE

As at December 31, 2018 and 2017 consist of;

	(Unit : Baht)			
	Consolidate financial statements		Separate financial statements	
	As at December 31, 2018	As at December 31, 2017	As at December 31, 2018	As at December 31, 2017
Trade receivable - unrelated parties				
In due	7,564,818	138,523,869	2,815,994	2,616,196
Not over 3 months	1,255,664	6,109,235	1,137,643	492,772
Over 3 - 6 months	58,051	809,628	55,055	28,330
Over 6 - 12 months	1,293,002	16,166,509	509,433	66,930
Over 12 months	381,969	-	-	-
Total	10,553,504	161,609,241	4,518,125	3,204,228
Other current receivable - unrelated parties				
Advance payment	26,272,918	14,609,069	15,315,428	11,353,060
Prepaid expenses	121,150,827	82,903,325	115,907,246	84,080,070
Deposits for land	581,579,237	386,719,774	569,575,000	291,039,260
Revenue Department receivable	9,230,085	15,106,493	3,672,792	12,442,180
Other	10,939,628	31,275,219	4,310,997	5,065,442
Total	749,172,695	530,613,880	708,781,463	403,980,012
Trade receivable - related parties				
In due	18,526,081	21,961,031	-	-
Not over 3 months	214,000	530,955	-	-
Over 3 - 6 months	-	-	-	-
Over 6 - 12 months	387,670	5,421,670	-	-
Over 12 months	245,730	-	-	-
Total trade receivable - related parties	19,373,481	27,913,656	-	-
Total other current receivable - related parties	268,581,846	25,844,217	228,184,868	2,057,474
Total trade receivables - related parties (Note 4)	287,955,327	53,757,873	228,184,868	2,057,474
Total trade accounts and other current receivable	1,047,681,526	745,980,994	941,484,456	409,241,714

SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2018

Deposit of land

In during the years, the Executive Committee Meeting has approved to purchased lands with unrelate persons in amount of 6 , the Company paid a deposit of Baht 569.58 million.

7. INVENTORIES - NET

As at December 31, 2018 and 2017 consist of ;

	(Unit : Baht)			
	Consolidate financial statements		Separate financial statements	
	2018	2017	2018	2017
Land	6,166,895,161	4,514,452,644	4,719,270,243	3,722,347,965
Land development cost	133,198,588	117,712,290	119,730,039	104,062,911
Land and club-house	20,188,097	12,873,429	20,188,097	12,072,325
Public utility	1,184,447,264	840,225,771	755,254,844	697,450,252
Construction works	11,863,477,386	9,693,316,525	9,933,070,126	8,488,953,207
Management fee	154,559,914	123,701,915	136,712,864	114,173,133
Borrowing cost	732,194,986	541,292,708	604,847,664	483,951,619
Others expenses	400,902,838	350,899,224	336,590,933	292,451,438
<b>Total</b>	<b>20,655,864,234</b>	<b>16,194,474,506</b>	<b>16,625,664,810</b>	<b>13,915,462,850</b>
(Less) Accumulated transfer to cost of property sales	(15,406,675,023)	(12,299,857,129)	(12,527,460,789)	(10,677,966,338)
Deferred interest expenses	(6,261,449)	(6,261,449)	(6,261,449)	(6,261,449)
<b>Net</b>	<b>5,242,927,762</b>	<b>3,888,355,928</b>	<b>4,091,942,572</b>	<b>3,231,235,063</b>
Finished house held for sales - net	163,160,699	69,083,194	35,319,220	69,083,194
Finished goods	80,680,535	51,643,543	-	-
<b>Total</b>	<b>5,486,768,996</b>	<b>4,009,082,665</b>	<b>4,127,261,792</b>	<b>3,300,318,257</b>
Land held for development	2,389,780,897	2,363,081,897	984,126,027	712,558,176
<b>Total Inventories - Net</b>	<b>7,876,549,893</b>	<b>6,372,164,562</b>	<b>5,111,387,819</b>	<b>4,012,876,433</b>

As at December 31, 2018, the Company and subsidiary mortgaged the above land with total cost amount of Baht 3,206.33 million and Baht 908.01 million, respectively, as collateral for loans (Note 17).

Consolidated financial statements

For the yearss ended December 31, 2018 the Company and subsidiary capitalized interest expense as a part of cost of inventory amounting to Baht 120.90 million and Baht 12.91 million, respectively.



**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**

**NOTES TO FINANCIAL STATEMENTS**

**DECEMBER 31, 2018**

For the yearss ended December 31, 2017 the Company capitalized interest expense as a part of cost of inventory amounting to Baht 104.22 million and Baht 110.38 million, respectively.

The projects of the Company group are as follows:

	Consolidated financial statements		Separate financial statements	
	As at December	As at December	As at December	As at December
	31, 2018	31, 2017	31, 2018	31, 2017
Number of projects on hand at beginning of periods	30	28	26	26
Number of closed projects	-	(2)	-	(2)
Number of the new projects	6	4	1	2
Number of projects on hand at end of period	36	30	27	26
Amount of sale contracts (Million Baht)	20,470	18,014	16,935	15,774
Percentage of total sales in projects on hand	65	68	69	65

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

**LAND HELD FOR DEVELOPMENT**

As at December 31, 2018 and 2017 consist of :

	(Unit : Baht)			
	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
Cost of land	2,311,109,738	2,263,205,596	937,166,903	664,490,546
Related expenses of land	13,314,390	23,698,476	13,314,390	21,744,455
Public utility development	52,299,454	45,463,512	33,644,734	26,323,175
Borrowing cost	26,222,315	30,714,313	-	-
(Less) Allowance for impairment of servitude land	(13,165,000)	-	-	-
Total	2,389,780,897	2,363,081,897	984,126,027	712,558,176

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 T.A. Management Corporation (1999) Co., Ltd. as per report dated June 24, 2016 and September 9, 2016 and December 11, 2016 by independent appraiser with market value method.

On December 31, 2018, and December 31, 2017 the Company has mortgaged land held for development at the cost amount of Baht 404.50 million and Baht 550.73 million, respectively, as collateral for loans (Note 15).

On December 31, 2018, and December 31, 2017, subsidiaries have mortgaged land held for development at the cost amount of Bath 1,147.40 million and Baht 1,551.83 million, respectively, as collateral for loans (Note 15).

**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**

**NOTES TO FINANCIAL STATEMENTS**

**DECEMBER 31, 2018**

On August 30, 2017, the Company entered into an agreement to purchasing and sale land with an unrelated person in amount of 1, totaling of 8 rai and 28.8 square wahs, at the price of Baht 95.95 million. The Company paid a land deposit of Baht 19.19 million. On March 13, 2018, the Company has already transfer of ownership's land.

On January 8, 2018, the Company has approved to the purchase of additional land title deed No. 26087 in amount of 1 plot, located in Tumbol Bang Kadi Mueang Pathum District, Pathumthani, the total land area 1-3-56 rai has no building in the price of 30,000 Baht per square wah, total amount of Baht 22.68 milloin, purpose for the development of residential land for sale to the public. The transfer of ownership of the land to the Company on January 12, 2018.

On February 5, 2018, the Company has approved to the purchase of additional land in amount of 1 plot title deed No. 8560 land number 166 located in Tambon SuanDaen, Talingchan District, Bangkok, area of 497 parts of the total land area of 1,657 unrelated person. The total land area 497 square wah has no building at the price of 180,000 Baht per square wah, total amount of Baht 89.46 milloin, purpose for the development of residential land for sale to the public. The transfer of ownership of the land to the Company on February 7, 2018.

On February 6, 2018, the Company has approved to the purchase of additional land title deed No. 8560 land number 166 located in Tambon SuanDaen, Talingchan District, Bangkok, area of 497 parts of the total land area of 1,657 with unrelated person. The total land area 497 square wah has no building at the price of 180,000 Baht per square wah, total amount of Baht 89.46 milloin, purpose for the development of residential land for sale to the public. The transfer of ownership of the land to the Company on February 8, 2018.

On February 7, 2018, the Company has approved to the purchase of additional land title deed No. 8560 land number 166 located in Tambon SuanDaen, Talingchan District, Bangkok, area of 663 parts of the total land area of 1,657 with unrelated person. The total land area 663 square wahs has no building at the price of 180,000 Baht per square wahs, total amount of Baht 119.34 milloin, purpose for the development of residential land for sale to the public. The transfer of ownership of the land to the Company on February 9, 2018.

On December 5, 2017, the Company entered into an agreement to purchase and sale land with an unrelated person, totaling 17 rai and 170.5 square wahs, at the price of Baht 906.17 million. The Company paid a land deposit of Baht 271.85 million and agree to register the transfer of ownership within June 5, 2018.

On July 5, 2018, the Company registered consent for utilization of land at Department of Lands servitude for construction of public utilities of land to subsidiary company amount of 3 companies and an associate company. The Company has agreement to receive compensation in amount of Baht of 127.30 million amd 48.40 million.

At the Annual General Meeting of Shareholders for the years 2018, held on April 26, 2018, Approved to enter into 2 acquisitions of assets and connected transactions as follow :

**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**

**NOTES TO FINANCIAL STATEMENTS**

**DECEMBER 31, 2018**

- 1) Approved to the purchase of land for development of real estate projects. The land consists of 111 plots of land totaling 45-3-18.4 rai or 18,318.40 square wahs, located in Banglamung District. Chonburi Province with servitude to a road for access to the land. The rent of the land is Baht 87.91 milloin, from Pattaya Country Club Co., Ltd. ("Pattaya"), which is the value specified in the agreement between the Company and Pattaya. Dated on April 25, 2013.
- 2) Approved to purchase 2 plots of land, totaling 12-2-79.7 rai, located in Bang Poon Sub-district. Muang District, Pathum Thani Province The total price of Baht 137.15 milloin. Details are as follows :
  - 2.1) Acquisition of land title deed No. 98455, 100162 , area of land 11-3-4.5 rai at the purchase price of Baht 127.02 milloin, The price is not higher than the average appraised price by 2 independent appraisers and transfered of ownership on June 19 ,2018.
  - 2.2) Acquisition of land title deed no. 74195,100164 land of 0-3-75.2 rai at the purchase price Baht 10.13 milloin. The price is not higher than the average appraised value by 2 independent appraisers and transfered of ownership on June 19 ,2018.

On June 13, 2018, the Company entered into an agreement to purchase and sale land and transfered of ownership with unrelated party in amount of 1, totaling area of 32.60 square wahs, at the price of Baht 0.49 million.

Regarding to the Executive Committee Meeting No. 16/2018 on August 2, 2018 approved to purchase land title deed No. 26091, located in Bangkadee sub-district. Muang District, Pathum Thani Province totaling 1-3-56 rai, The total price of Baht 22.68 milloin.

Regarding to the Executive Committee Meeting No. 17/2018 on August 15, 2018, The company has agreed to cancel the purchase of the land title deed number 26091 and agreed to purchase the land and licenses. At located Bueng Kham Phroi, Lum Lukka, Pathum Thani from an unrelated party amount of Baht 160.00 milloin. The contract purchase and sell date on August 22, 2018. Agree to register the transfer of ownership on October 8, 2018.

On September 20, 2018, the Company entered into an agreement to purchase and transfered of ownership with unrelated party sale land in amount of 1, totaling area of 5 rai 3 ngan and 89.20 square wahs, at the price of Baht 525.62 million. The Company paid a land deposit of Baht 150.00 million and agree to register the transfer of ownership within November 27, 2018.

Regarding to the Executive Committee Meeting No. 21/2018 on September 28, 2018, the Company purchased lands to unrelate persons in amount of 3 and transfer the ownership of lands on October 5, 2018 as follows :

- Deed No.153137 , area of land 57.20 square wahs in price of Baht 5.20 million. The Company paid a deposit of Baht 0.50 million.
- Deed No.153249 , area of land 36.00 square wahs in price of Baht 3.00 million. The Company paid a deposit of Baht 0.10 million.
- Deed No.153250 , area of land 35.90 square wahs in price of Baht 3.00 million. The Company paid a deposit of Baht 0.10 million.

SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2018

8. FINANCE LEASE RECEIVABLE

As at December 31, 2018 and 2017 consist of ;

	(Unit : Baht)		
	Consolidate financial statements		
	2018		
	Portion due within one years	Portion due after one years	Total
Finance lease receivables	547,141	13,524,139	14,071,280
(Less) unearned interest income	(503,100)	(8,239,632)	(8,742,732)
Finance lease receivables - net	44,041	5,284,507	5,328,548

9. INVESTMENT IN ASSOCIATEDS AND JOINT VENTURE

9.1 The movement of Investments in associated and joint venture for the years ended December 31, 2018 are as follow :

	(Unit : Baht)	
	Consolidated financial statements (Equity Method)	Separate financial statements (Cost Method)
As at January 1, 2018	951,489,163	522,722,773
Purchase / Increase investment	872,719,363	872,719,363
Loss from investments in associate and joint venture	(222,215,607)	-
As at December 31, 2018	1,601,992,919	1,395,442,136

**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2018**

9.2 Details of Investments in associated and joint venture companies consist of :

Company's name	Paid-up Capital (In Baht)	Holding Portion	Consolidated financial statements		Separate financial statements	
			Equity Method		Cost Method	
			As at December 31, 2018	As at December 31, 2017	As at December 31, 2018	As at December 31, 2017
Aspiration one Co., Ltd.	750,250,000	25.00%	181,479,554	158,857,863	187,500,000	162,500,000
Sena Hankyu 1 Co., Ltd.	475,000,000	51.00%	187,373,198	184,811,073	242,249,900	189,719,900
Sena Hankyu 2 Co., Ltd.	334,000,000	51.00%	(19,537,591)	79,926,514	170,502,873	170,502,873
Sena Hankyu 3 Co., Ltd.						
(Formerly Sena Development A5 Co., Ltd.)	672,926,500	51.00%	294,331,429	-	343,499,337	-
Sena HHP 4 Co., Ltd.						
(Formerly Sena Development A6 Co., Ltd.)	271,458,000	51.00%	87,641,492	-	138,667,854	-
Sena HHP 5 Co., Ltd.						
(Formerly Ratchaphruek Kanchana Gaim Co., Ltd.)	201,000,000	51.00%	92,465,446	-	102,509,000	-
Sena HHP 6 Co., Ltd.						
(Formerly Sena Development A11 Co., Ltd.)	120,101,500	51.00%	58,193,613	-	61,595,330	-
Sena HHP 7 Co., Ltd.						
(Formerly Sena Development A12 Co., Ltd.)	291,434,500	51.00%	139,509,741	-	148,917,842	-
B.Grimm sena solar power Co., Ltd.	835,000,000	51.00%	580,536,037	527,893,713	-	-
Total			1,601,992,919	951,489,163	1,395,442,136	522,722,773

(Unit : Baht)

## SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

## NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2018

9.3 Summarized financial information of associated and joint venture company.

The significant financial information of a associated and joint venture company are summarized below.

Company's name	Consolidated financial statements					Profit (Loss) for years ended December 31, 2018	
	Paid - up share capital		Total assets		Total liabilities		
	As at December 31, 2018	As at December 31, 2018	As at December 31, 2018	As at December 31, 2018	As at December 31, 2018		Total revenues for years ended December 31, 2018
Aspiration one Co., Ltd.	750,250	821,328	95,160	1,026	(9,513)		
Sena Hankyu 1 Co., Ltd.	475,000	1,094,897	682,889	1,169	(60,246)		
B.Grimm sena solar power Co., Ltd.	835,000	3,364,336	2,214,648	379,318	103,220		
Sena Hankyu 2 Co., Ltd.	334,000	1,227,531	1,024,052	3,422	(106,316)		
Sena Hankyu 3 Co., Ltd.							
(Formerly Sena Development A5 Co., Ltd.)	672,927	1,682,961	1,063,450	344	(39,902)		
Sena HHP 4 Co., Ltd.							
(Formerly Sena Development A6 Co., Ltd.)	271,458	496,156	244,768	109	(20,000)		
Sena HHP 5 Co., Ltd.							
(Formerly Ratchaphruek Kanchana Gain Co., Ltd.)	201,000	471,249	288,299	498	(14,022)		
Sena HHP 6 Co., Ltd.							
(Formerly Sena Development A11 Co., Ltd.)	120,102	379,735	260,186	53	(471)		
Sena HHP 7 Co., Ltd.							
(Formerly Sena Development A12 Co., Ltd.)	291,435	439,293	158,222	101	(10,303)		

(Unit : Thousand Baht)

## SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

### NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2018

#### Sena Hankyu 1 Co.,Ltd

According to Board of Directors' Meeting No.2/2018 held on February 26, 2018 resolved that the Meeting approved the call for its paid up capital of SEN A Hankyu 1 Co.,Ltd in the amount of Baht 80.00 million so from original Baht 575.00 by paying Baht 40.80 million and also approved to do Capital increase in the amount of Baht 525.00 million from Baht 575.00 million to Baht 1,100.00 million. The Company will subscribe 2,677,500 new shares in proportion to its shareholding in order to maintain the existing shareholding proportion and there is no call for paid up capital anymore.

On April 2, 2018, Sena HanKyu 1 Co., Ltd. was called for paying up capital in amount of Baht 23.00 million and the Company has already paid total of Baht 11.73 million on April 11, 2018.

#### Sena Hankyu 2 Co.,Ltd

According to the Board of Directors' Meeting No. 2/2018 held on February 26, 2018, the Company approved to purchase the increase of the registered capital of Sena Hankyu 2 Co.,Ltd. in amount of Baht 700.00 million so from original Baht 500.00 million to Baht 1,200.00 million. In order that, the Company will purchase shares in proportion of the Company with total of 3,570,000 shares to maintain the existing shares. but there's not called to pay these ordinary shares.

#### Aspiration one Co.,Ltd

On March 5, 2018, Aspiration One Co.,Ltd. has called the Company for additional payment for shares in amount of Baht 25.00 million. The Company has already paid in all amount on March 28, 2018.

On April 27, 2017, Aspiration one Co.,Ltd. entered into additional land lease agreement to change the terms of the land contract with the Crown Property Bureau (the lessor), the construction agreement period has been postponed from April 1, 2016 to April 1, 2017, and the lease agreement term is 30 years from April 1, 2020 and due date of lease is March 31, 2050 and the remaining rent of Baht 218.00 million will be paid to the lessor on the date of signing the additional land lease agreement. The lessor agrees to mitigate the delay to the tenant on Pocket Lane and a modification of Baht 9.00 million. after deducting the remainder, the remaining rent be paid in full quarter 2 of 2017 in amount of Baht 209.00 million.

#### Sena Hankyu 3 Co., Ltd (Formerly Sena Development A 5 Co., Ltd.)

According to SEN A Development PLC's Board of Directors Meeting No.2/2018 held on February 26, 2018, resolved that the Meeting approved to entered into the joint venture agreement with Hankyu Realty Co.,Ltd. which unrelated party of the Company for develop a condominium project by joint venture in Sena Development A5 Co., Ltd with the shareholding proportion of 51:49.

The details of the joint investment are as follows :

- 1) Sena Development A5 Co., Ltd will increase its registered capital in the amount of Baht 1,799.00 million from Baht 1.00 million to Baht 1,800.00 million by issuing new 17,990,000 ordinary shares with a par value of Baht 100 each;

## SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

### NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2018

- 2) Sena Development A5 Co., Ltd will subscribe 9,174,900 shares or equivalent to 51% of the total newly issued shares at Baht 100 per share or equal to Baht 917.49 million and the Company will waive its right to subscribe 8,815,100 newly issued shares at the par value of Baht 100 per share or equal to Baht 881.51 million in order to allow Hankyu Realty Co., Ltd. to subscribe those unsubscribed shares.

Shareholding of the Company in Sena Hankyu 3 Co., Ltd. (former name Sena Development A5 Co., Ltd.) After the subscription of SENA Hankyu 3 Co., Ltd (Former name SENA Development A5 Co., Ltd.) and the waiver of such rights will be reduced from 100% to 51%, the Company has presented investment in associates which be subsidiaries until on March 19, 2018.

According to the resolution of the Extraordinary General Meeting of Shareholders No.2/2018 held on March 10, 2018 Sena Development A5 Co., Ltd. has important resolutions as follows:

- 1) Resolved to change the name from Sena Development A5 Co., Ltd. to the "Sena Hankyu 3 Co., Ltd.". The Company registered with the Ministry of Commerce on March 12, 2018.
- 2) Resolved to increase the Company's share capital by 17,990,000 shares at the par value of Baht 100 per share to Baht 1,799.00 million. The first payment of Baht 26.70 per share was made at Baht 480.33 million on March 20, 2018. The company has already paid the additional share capital according to a Joint Venture Agreement amount Bath 244.84 million.

On May 17, 2018. Sena Hankyu 3 Co.,Ltd has called the company for additional payment for shares in amount of Bath 53.19 million. The company has already paid in all amount on May 30, 2018.

On August 10, 2018. Sena Hankyu 3 Co.,Ltd has called the company for additional payment for shares in amount of Bath 44.47 million. The company has already paid in all amount on September 13, 2018.

Sena HHP 4 Co., Ltd. (Formerly Sena Development A 6 Co., Ltd.)

According to the Excecutive Committee Meeting No. 12/2018 held on June 14, 2018 had the resolution to appoved the entering into the joint Venture Agreement and signed a Share Subscription Agreement with Hankyu Hanshin Properties Corperation. ("Hankyu") which is not the related person of the Company , in the investment ratio of 51:49 has detail as follow :

- 1) Sena Development A6 Co.,Ltd will increase its reistered capital in the amount of Bath 499.00 million from Bath 1.00 million to Bath 500.00 million by issuing new 4,990,000 ordinary shared with a par value of Bath 100 each.
- 2) The company purchased share's Sena Development A6 Co., Ltd subscribe 2,544,900 shares or equivalent to 51% of the total newly issued shares at Bath 100 per share , or equal to Bath 254.49 million. And that the company will waive its right to issued shares at the par value of Bath 100 per share or equal to Bath 244.51million.

According to the resolution of the Extraordinary General Meeting of Shareholders No.2/2018 held on June 15, 2018 Sena Development A6 Co., Ltd. has important resolutions as follows:

- 1) Resolved to change the name from Sena Development A6 Co., Ltd. to the "Sena HHP4 Co., Ltd.". The Company registered with the Ministry of Commerce on June 18, 2018.



## SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

### NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2018

- 2) Resolved to increase the Company's share capital by 4,990,000 shares at the par value of Baht 100 per share to Baht 499.00 million. The first payment of Baht 25.90 per share was made at Baht 129.24 million on June 25, 2018. The company has already paid the additional share capital according to a Joint Venture Agreement amount Bath 65.79 million.

On October 9, 2018, Sena HHP 4 Co., Ltd. has called the Company for additional payment for shares as follows :

- 1) Additional payment for shares in amount of Baht 27.43 million within November 8, 2018 and the Company has already paid in all amount on November 8, 2018.
- 2) Additional payment for shares in amount of Baht 44.45 million within December 12, 2018 and the Company has already paid in all amount on December 12, 2018.

#### Sena HHP 5 Co.,Ltd (Formerly Ratchaphruek Kanchana Gain Co., Ltd.)

At the Board of Directors' Meeting No. 4/2018 held on March 22, 2018 approved to the purchase of ordinary shares of Ratchapruek Kanjana Gane Co., Ltd. ("Ratchaphruek") total 309,998 shares with the set value of 1,000 Baht per share in the proportion of 99.99% of the issued and paid-up shares of Ratchaphruek Co.,Ltd from the major shareholder is Ms. Kanchana Sakdisomwasd who does not have any relationship with the Company for the total price of share buying amount of Baht 309.99 million (share value price) The Company will acquire a total of 3.42 rai of land for the future development of the project, totaling 1,369 square wah. Ownership of Ratchapruek Kanjana Gane Co., Ltd.

According to the Executive Committee Meeting No. 16/2018 on August 2, 2018 as follows :

- 1) Approved the entering into the Joint Venture Agreement and signed a Joint Venture Agreement and Share Purchase Agreement with Hankyu Hanshin Properties Corporation which is not the related person of the Company, for the joint investment in the property development business through Ratchapruek Kanjana Gane Co., Ltd. in the investment ratio of 51:49.
- 2) The Company will dispose 61,740 ordinary shares of Ratchapruek Kanjana Gane Co., Ltd. at the par value of Baht 1,000 representing 49% of the issued and paid-up share capital of Ratchapruek Kanjana Gane Co., Ltd. for Hankyu at the purchase price of all shares is Baht 61.74 million.

According to the resolution of the Extraordinary General Meeting of Shareholders No.3/2018 held on August 15, 2018 Ratchapruek Kanjana Gane Co., Ltd. resolved to change the name from Ratchapruek Kanjana Gane Co., Ltd. to the "Sena HHP5 Co., Ltd.". The Company registered with the Ministry of Commerce on August 15, 2018.

According to the resolution of the Extraordinary General Meeting of Shareholders No.2/2018 held on October 9, 2018 Sena HHP5 Co., Ltd. resolution to increase the Company's share capital by 300,000 shares at the par value of Baht 1,000 per share to Baht 300.00 million. The first payment of Baht 250 per share was made at Baht 75.00 million on October 30, 2018. The company has already paid the additional share capital according to a Joint Venture Agreement amount Bath 38.25 million.

## SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

### NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2018

#### Sena HHP 6 Co., Ltd. (Formerly Sena Development A 11 Co., Ltd.)

According to the Executive Committee Meeting No.15/2018 held on July 5, 2018 , approved to establishment in Sena Development A 11 Co., Ltd. with share capital of Baht 1.00 million ( 10,000 ordinary shares of par Baht 100 per share). The new company was established on July 12, 2018. The Company holds 9,997 ordinary shares or 99.97% of total ordinary shares. the Company paid amount of Baht 1.00 million. (99.97% of registered share capital) on July 19, 2018.

According to the Executive Committee Meeting No.22/2018 held on October 5, 2018 , approved the entering into the Joint Venture Agreement and signed a Share Subscription Agreement with Hankyu Hanshin Properties Corporation ( Hankyu ) which is not the related person of the Company, in the investment ratio of 51:49, for the joint investment in the property development business through Sena Development A 11 Co., Ltd. The detail of the joint investment are as follows details:

- 1) Sena Development A 11 Co., Ltd will increase its registered capital in the amount of Baht 399.00 million. from Baht 1.00 million to Baht 400.00 million by issuing new 3,990,000 shares with a par value of Baht 100 each.
- 2) The Company will increase in share capital of Sena Development A 11 Co., Ltd subscribe 2,030,001 shares or equivalent to 50.88% of the total newly issued shares at Baht 100 per share, or equal to Baht 203.00 million.
- 3) The company waived its right to purchase shares of Sena Development A 11 Co., Ltd. subscribe 1,959,201 newly issued shares or equivalent to 49.10 % at the par value of Baht 100 per share or equal to Baht 195.92 million in order to allow Hankyu to subscribe those unsubscribed shares of 1,959,999 new shares from Sena Development A 11 Co., Ltd. After the capital increase, Hankyu will hold 49% of the total shares of Sena Development A 11 Co., Ltd.

According to the resolution of the Extraordinary General Meeting of Shareholders No.1/2018 held on October 19, 2018 Sena Development A11 Co., Ltd. has important resolutions as follows:

- 1) Resolved to change the company name from Sena Development A11 Co., Ltd. to be Sena HHP6 Co.,Ltd. The Company registered with the Ministry of Commerce on October 19,2018.
- 2) Resolved to increase the Company's share capital by 3,990,000 shares at the par value of Baht 100 per share to Baht 399.00 million. The first payment of Baht 29.85 per share was made at Baht 119.10 million on October 19, 2018. The company has already paid the additional share capital according to a Joint Venture Agreement amount Bath 60.60 million.

#### Sena HHP 7 Co., Ltd. (Formerly Sena Development A 12 Co., Ltd.)

According to the Executive Committee Meeting No.20/2018 held on September 17, 2018 , approved to establishment in Sena Development A 12 Co., Ltd. with share capital of Baht 1.00 million ( 10,000 ordinary shares of par Baht 100 per share). The new company was established on September 19, 2018. The Company holds 9,997 ordinary shares or 99.97% of total ordinary shares. the Company paid amount of Baht 1.00 million. (99.97% of registered share capital) on September 19, 2018.

According to the Executive Committee Meeting No.22/2018 held on October 5, 2018 , approved the entering into the Joint Venture Agreement and signed a Share Subscription Agreement with Hankyu Hanshin Properties Corp. ( Hankyu ) which is not the related person of the Company, in the investment ratio of 51:49, for the joint investment in the property development business through Sena Development A 12 Co., Ltd. The detail of the joint investment are as follows details:

**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**

**NOTES TO FINANCIAL STATEMENTS**

**DECEMBER 31, 2018**

- 1) Sena Development A 12 Co., Ltd. will increase its registered capital in the amount of Baht 699.00 million from Baht 1.00 million to Baht 700.00 million by issuing new 6,990,000 shares with a par value of Baht 100.
- 2) The Company increased in share capital of Sena Development A12 Co., Ltd. subscribe 3,560,001 shares or equivalent to 50.93% of the total newly issued shares at Baht 100 per share, or equal to Baht 356.00 million
- 3) The company waived its right to purchase shares of Sena Development A 12 Co., Ltd. subscribe 3,428,601 newly issued shares or equivalent to 49.05% at the par value of Baht 100 per share or equal to Baht 342.86 million in order to allow Hankyu to subscribe those unsubscribed shares of 3,429,999 new shares from Sena Development A 12 Co., Ltd. After the capital increase, Hankyu will hold 49% of the total shares of Sena Development A 12 Co., Ltd.

According to the resolution of the Extraordinary General Meeting of Shareholders No.1/2018 held on October 19, 2018 Sena Development A12 Co., Ltd. has important resolutions as follows:

- 1) Resolved to change the company name from Sena Development A12 Co., Ltd. to be Sena HHP7 Co.,Ltd. The Company registered with the Ministry of Commerce on October 19, 2018.
- 2) Resolved to increase the Company's share capital by 6,990,000 shares at the par value of Baht 100 per share to Baht 699.00 million. The first payment of Baht 41.55 per share was made at Baht 290.43 million on October 19, 2018. The company has already paid the additional share capital according to a Joint Venture Agreement amount Bath 147.92 million.

217

ANNUAL  
REPORT  
2018

**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2018**

**10. INVESTMENTS IN SUBSIDIARIES**

As at December 31, 2018 and 2017 consist of:

Company's name	Separate financial statements										Dividend for years ended December 31
	Paid-up Capital (Thousand Baht)		Portion of Investment (%)		Cost method		Dividend for years				
	As at December 31, 2018	As at December 31, 2017	As at December 31, 2018	As at December 31, 2017	As at December 31, 2018	As at December 31, 2017	2018	2017			
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	90.00	90.00	12,600,000	12,600,000	-	-			
Property Gateway Co., Ltd.	553,400	553,400	99.99	99.99	553,392,000	553,392,000	-	-			
Eastern Sena Development Co., Ltd.	665,000	665,000	99.99	99.99	590,000,000	590,000,000	-	-			
Sena Solar Energy Co., Ltd.	426,000	426,000	100.00	100.00	425,998,000	425,998,000	-	-			
Sena Development A1 Co., Ltd.	86,064	86,064	99.99	99.99	86,063,901	86,063,901	-	-			
Sena Development A2 Co., Ltd.	1,000	1,000	99.97	99.97	999,700	999,700	-	-			
Sena Management Co., Ltd.	2,000	2,000	99.97	99.97	1,999,400	1,999,400	-	-			
Living Agent Co., Ltd. **	-	1,000	-	59.90	-	599,000	-	-			
Sena Hankyu 3 Co., Ltd. *	-	1,000	-	99.97	-	999,700	-	-			
(Formerly Sena Development A5 Co., Ltd.)	-	-	-	-	-	-	-	-			
Sena Development A7 Co., Ltd.	1,000	-	99.97	-	999,700	-	-	-			

(Unit : Baht)

SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2018

(Unit : Baht)

Company's name	Separate financial statements									
	Paid-up Capital (Thousand Baht)		Portion of Investment (%)				Cost method		Dividend for years	
	As at December	As at December	As at December	As at December	As at December	As at December	As at December	As at December	ended December 31	
	31, 2018	31, 2017	31, 2018	31, 2017	31, 2018	31, 2017	31, 2018	31, 2017	2018	2017
Sena Development A8 Co., Ltd. (Formerly Sena Green Energy 8 Co., Ltd.)	2,500	-	98.00	-	2,450,000	-	-	-	-	-
Sena Development A9 Co., Ltd.	1,000	-	99.97	-	999,700	-	-	-	-	-
Sena Development A13 Co., Ltd.	1,000	-	99.97	-	999,700	-	-	-	-	-
Sena Development A14 Co., Ltd.	1,000	-	99.97	-	999,700	-	-	-	-	-
Sena Development A15 Co., Ltd.	1,000	-	99.97	-	999,700	-	-	-	-	-
Sena Development A16 Co., Ltd.	1,000	-	99.97	-	999,700	-	-	-	-	-
Sena Development A17 Co., Ltd.	1,000	-	99.97	-	999,700	-	-	-	-	-
Acute Realty Co., Ltd.	10,500	-	76.00	-	14,000,000	-	-	-	-	-
Sena Vanij Development Co.,Ltd.*** (Formerly Proud Vanij Co.,Ltd.)	465,000	-	55.00	-	268,041,000	-	-	-	-	-
Total Investments in Subsidiaries					<u>2,259,493,537</u>			<u>1,969,603,337</u>		

## SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

### NOTES TO FINANCIAL STATEMENTS

#### DECEMBER 31, 2018

\* During the years 2018, the Council changed of Sana Hankyu 3 Co.,Ltd from subsidiaries company to be an associate company.

\*\* Resolution of the Extraordinary General's Meeting of Living Agent Co., Ltd. No.1/2018 held on August 24, 2018 resolved to dissolve the Company by registered the dissolution with the Ministry of Commerce on September 3, 2018 and later according to the Resolution of the Extraordinary General's Meeting of Living Agent Co., Ltd. No.2/2018 held on September 15, 2018 the resolution to approve the liquidation of the Company was completed on September 17, 2018.

\*\*\* The Company has a large amount of money to pay for the shares amount of Baht 135.00 million.

#### Sena Development A7 Co., Ltd.

At the Board of Directors' Meeting No. 4/2018 held on March 22, 2018, approved to incorporated Sena Development A7 Co., Ltd. with share capital of Baht 1.00 million. ( 10,000 ordinary shares of par Baht 100 per share). The new company was established on April 25, 2018. The Company holds 9,997 ordinary shares or 99.97% of total ordinary shares. The Company paid amount of Baht 1.00 million. (99.97% of registered share capital) on April 25, 2018.

#### Sena Development A 8 Co., Ltd.

The Company has invested in purchasing of share's Sena Green Energy 8 Co., Ltd. subscribe 9,800 shares or equivalent to 98% of the reistered capital (10,000 ordinary shares of par Baht 1,000 per share). The first payment of Baht 250 per share. The Company has already paid the share capital amount Bath 2.45 million on April 30,2018. Later, according to the Resolution the Board of Directors Meeting No. 1/2018 resolved to change the original name of Sena Green Energy 8 Co., Ltd. to Sena development A8 Co., Ltd.

#### Sena Development A9 Co., Ltd.

According to the Resolution of the Executive Committee Meeting No. 9/2018 held on May 21, 2018 approved to incorporated Sena Development A9 Co., Ltd. with share capital of Baht 1.00 million (10,000 ordinary shares of Baht 100 each). The new company was established on May 23, 2018. The Company holds 9,997 ordinary shares or 99.97% of total ordinary shares. The Company paid amount of at Baht 1.00 million. (at the rate of 99.97% of the registered capital) on May 28, 2018.

#### Sena Development A10 Co., Ltd.

According to the Resolution of the Executive Committee Meeting No.11/2018 held on June 12, 2018 approved to incorporated Sena Development A10 Co., Ltd. with share capital of Baht 1.00 million. (10,000 ordinary shares of Baht 100 each). The new company was established on June 20, 2018. The Company holds 9,997 ordinary shares or 99.97% of total ordinary shares. The Company paid amount of at Baht 1.00 million. (at the rate of 99.97% of the registered capital) on June 20, 2018.

Later , according to the Resolution of the Executive Committee Meeting No.28/2018 held on November 26, 2018 approved to decrease the capital of share's Sena Development A10 Co., Ltd. to the subsidiary of the Company, Sena Solar Energy Co., Ltd. subscribe 5,999 shares or equivalent to 59.99% of all the capitals of Sena Development A10 Co., Ltd. and to non - relate person, Mr.Sumet Boonbandansook subscribe 4,000 shares or equivalent to 40.00% of all the capitals of Sena Development A10 Co., Ltd. and the Company has already received the share payment on November 27, 2018.

## SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

### NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2018

#### Sena Development A 13 Co., Ltd.

According to the Resolution of the Executive Committee Meeting No.29/2018 held on November 30, 2018, the resolution to approved to incorporated Sena Development A13 Co.,Ltd. with share capital of Baht 1.00 million. (10,000 ordinary shares of Baht 100 each). The new company was established on December 4, 2018. The Company holds 9,997 ordinary shares or 99.97% of total ordinary shares. The Company paid amount of at Baht 1.00 million. (at the rate of 99.97% of the registered capital) on December 3, 2018.

#### Sena Development A 14 Co., Ltd.

According to the Resolution of the Executive Committee Meeting No.29/2018 held on November 30, 2018, the resolution to approved to incorporated Sena Development A14 Co.,Ltd with share capital of Baht 1.00 million. (10,000 ordinary shares of Baht 100 each). The new company was established on November 30, 2018. The Company holds 9,997 ordinary shares or 99.97% of total ordinary shares. The Company paid amount of at Baht 1.00 million. (at the rate of 99.97% of the registered capital) on December 3, 2018.

#### Sena Development A 15 Co., Ltd.

According to the Resolution of the Executive Committee Meeting No.29/2018 held on November 30, 2018, the resolution to approved to incorporated Sena Development A15 Co., Ltd with share capital of Baht 1.00 million. (10,000 ordinary shares of Baht 100 each). The new company was established on November 30, 2018. The Company holds 9,997 ordinary shares or 99.97% of total ordinary shares. The Company paid amount of at Baht 1.00 million. (at the rate of 99.97% of the registered capital) on December 3, 2018.

#### Sena Development A 16 Co., Ltd.

According to the Resolution of the Executive Committee Meeting No.29/2018 held on November 30, 2018, the resolution to approved to incorporated Sena Development A16 Co., Ltd. with share capital of Baht 1.00 million. (10,000 ordinary shares of Baht 100 each). The new company was established on December 4, 2018. The Company holds 9,997 ordinary shares or 99.97% of total ordinary shares. The Company paid amount of at Baht 1.00 million. (at the rate of 99.97% of the registered capital) on December 3, 2018.

#### Sena Development A 17 Co., Ltd.

According to the Resolution of the Executive Committee Meeting No.31/2018 held on December 12, 2018, the resolution to approved to incorporated Sena Development A17 Co., Ltd with share capital of Baht 1.00 million. (10,000 ordinary shares of Baht 100 each). The new company was established on December 12, 2018. The Company holds 9,997 ordinary shares or 99.97% of total ordinary shares. The Company paid amount of at Baht 1.00 million. (at the rate of 99.97% of the registered capital) on December 12, 2018.

#### Acute Realty Co., Ltd.

According to the Resolution of the Executive Committee Meeting No. 15/2018 on July 5, 2018, approved to the entering into the purchase shares of Acute Realty Co., Ltd. at 76.00% of the paid-up capital, total investment value is Baht 14.00 million, The details of the investment are as follows:

- The Company purchased 24,800 ordinary shares of par value of Baht 100 per share, representing 49.60% of the issued and paid-up share capital of the Acute Realty Co., Ltd. from the current shareholder of Acute Realty Co., Ltd. which is not the related person of the Company for the total price of share buying Baht 3.00 million on July 6, 2018.
- Acute Realty Co., Ltd. increased its registered capital in the amount of Baht 5.50 million from Baht 5.00 million to Baht 10.50

## SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

### NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2018

- The Company purchased subscribe 55,000 shares or equivalent to 100% of the total newly issued shares with a par value of Baht 100 each or equal to Baht 11.00 million that make the company has the power to control the management of the Acute Realty Co., Ltd. and the Company paid amount of Baht 11.00 million on August 10, 2018.

#### Living Agent Co., Ltd.

Resolution of the Extraordinary General's Meeting of Living Agent Co., Ltd. No.1/2018 held on August 24, 2018 resolved to dissolve the Company by registered the dissolution with the Ministry of Commerce on September 3, 2018 and later according to the Resolution of the Extraordinary General's Meeting of Living Agent Co., Ltd. No.2/2018 held on September 15, 2018 the resolution to approve the liquidation of the company was completed on September 17, 2018.

#### Sena Vanij Development Co.,Ltd. (Formerly Proud Vanij Co., Ltd.)

Regarding to the Executive Committee Meeting No. 29/2018 on November 30, 2018, resolved to grant approval for the Company to acquire 55.00% of the issued and paid - up ordinary shares of Proud Vanij Co., Ltd. (After capital increase) at a total value of Baht 403.04 million with the objective to expand the Company's property development business and to further develop and support its horizontal property projects in the provinces. In this respect, the Company will sign all agreements relating to such share acquisition with shareholders of Proud Vanij Co., Ltd., who are not connected persons of the Company. The procedures for the said investment are as follows :

- 1) The Company purchased the existing ordinary shares of Proud Vanij Co., Ltd. in an amount of 150,000 shares with a par value of Baht 1,000 per share, representing 35.71% of the issued and paid-up shares of PROUD (Before capital increase), from the sellers, who are Proud Vanij Co., Ltd.'s existing shareholders and are not connected persons of the Company, at a price of Baht 1,486.94 per share or equal to a total acquisition price for the old ordinary shares of Baht 223.04 million and paid the share capital amount of Baht 223.04 million on December 3, 2018.
- 2) Proud Vanij Co.,Ltd. increased its registered capital by Baht 180.00 million from the current registered capital of Baht 420.00 million to Baht 600.00 million through an issuance of 180,000 new ordinary shares with a par value of Baht 1,000 per share at an offering price of Baht 1,000 per share, amount of Baht 180.00 million in total, to serve as a funding source for its property development projects.
- 3) The Company purchased the newly issued ordinary shares of Proud Vanij Co., Ltd. in an amount of 180,000 shares with a par value of Baht 1,000 per share, representing 100% of the newly issued shares of PROUD, at a price of Baht 1,000 per share or equal to a total acquisition price for the newly issued ordinary shares of Baht 180.00 million in order to allow for the Company to become a majority shareholder and have control over the management of Proud Vanij Co., Ltd. Payment for a minimum of 25% of the newly issued ordinary shares and the Company has already paid the share capital amount of Baht 45.00 million on December 3, 2018.



SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2018

11. INVESTMENT PROPERTY

The significant movements during for the years ended December 31, 2018 and 2017 are as follows :

	Consolidated financial statements								(Unit : Baht)
	Cost		Accumulated depreciation				Book value - net		
	2017	Increased (Decreased)	2018	2017	(Increased) Decreased	2018	2017	2018	
Infrastructure Land	2,527,823	-	2,527,823	-	-	-	2,527,823	2,527,823	
Land	192,382,039	9,501,476	201,883,515	-	-	-	192,382,039	201,883,515	
Building and Structures	617,173,524	8,580,177	625,753,701	(122,915,199)	(16,245,340)	(139,160,539)	494,258,325	486,593,162	
Fixture and office Equipment	13,579,561	13,900	13,593,461	(13,071,334)	(162,111)	(13,233,445)	508,227	360,016	
Total	825,662,947	18,095,553	843,758,500	(135,986,533)	(16,407,451)	(152,393,984)	689,676,414	691,364,516	
Increase leasehold right							71,050,325	155,344,296	
(Less) Amortization of leasehold right							(13,992,388)	(32,571,538)	
Investment property - net							746,734,351	814,137,274	

## SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

## NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2018

(Unit : Baht)

	Consolidated financial statements									
	Cost				Accumulated depreciation				Book value - net	
	2016	Increased	(Decreased)	2017	2016	(Increased)	Decreased	2017	2016	2017
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	617,173,524	-	-	617,173,524	(106,666,754)	(16,248,445)	-	(122,915,199)	510,506,770	494,258,325
Fixture and office Equipment	17,481,659	10,700	(3,912,798)	13,579,561	(16,460,163)	(298,893)	3,687,722	(13,071,334)	1,021,496	508,227
Total	829,565,045	10,700	(3,912,798)	825,662,947	(123,126,917)	(16,547,338)	3,687,722	(135,986,533)	706,438,128	689,676,414
Increase leasehold right									81,050,325	71,050,325
(Less) Amortization of leasehold right									(12,336,244)	(13,992,388)
Investment property - net									775,152,209	746,734,351

**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**

**NOTES TO FINANCIAL STATEMENTS**

**DECEMBER 31, 2018**

(Unit : Baht)

	Separate financial statements											
	Cost					Accumulated depreciation					Book value - net	
	2017	Increased	(Decreased)	2018	2017	(Increased)	Decreased	2018	2017	2018		
Building	330,638,286	-	-	330,638,286	(31,175,389)	(6,628,180)	-	(37,803,569)	299,462,897	292,834,717		
Work in progress - Sena Fest's building	-	8,580,177	-	8,580,177	-	-	-	-	-	8,580,177		
Land	-	9,501,476	-	9,501,476	-	-	-	-	-	9,501,476		
Lift Systems	22,102,000	-	-	22,102,000	(3,501,241)	(736,726)	-	(4,237,967)	18,600,759	17,864,033		
Plumbing, electrical system	59,574,172	-	-	59,574,172	(9,181,097)	(1,985,786)	-	(11,166,883)	50,393,075	48,407,289		
Utilities	2,909,339	-	-	2,909,339	(460,876)	(96,977)	-	(557,853)	2,448,463	2,351,486		
Compressed sir systems	22,173,196	-	-	22,173,196	(3,512,519)	(739,099)	-	(4,251,618)	18,660,677	17,921,578		
Landscaping and other	12,720,455	-	-	12,720,455	(2,015,087)	(424,011)	-	(2,439,098)	10,705,368	10,281,357		
Total	450,117,448	18,081,653	-	468,199,101	(49,846,209)	(10,610,779)	-	(60,456,988)	400,271,239	407,742,113		
Increase leasehold right									71,050,325	155,344,296		
(Less) Amortization of leasehold right									(13,992,387)	(32,571,538)		
Investment property - net									457,329,177	530,514,871		

## SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

## NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2018

(Unit : Baht)

	Separate financial statements						Book value - net	
	Cost		Accumulated depreciation		2016	2017	2016	2017
	2016	Increased (Decreased)	2017	2016 (Increased) Decreased	2017	2017	2016	2017
Building	330,638,286	-	330,638,286	(24,547,209)	(6,628,180)	-	306,091,077	299,462,897
Lift Systems	22,102,000	-	22,102,000	(2,764,515)	(736,726)	-	19,337,485	18,600,759
Plumbing, electrical system	59,574,172	-	59,574,172	(7,195,311)	(1,985,786)	-	52,378,861	50,393,075
Utilities	2,909,339	-	2,909,339	(363,899)	(96,977)	-	2,545,440	2,448,463
Compressed sir systems	22,173,196	-	22,173,196	(2,773,420)	(739,099)	-	19,399,776	18,660,677
Landscaping and other	12,720,455	-	12,720,455	(1,591,076)	(424,011)	-	11,129,379	10,705,368
Total	450,117,448	-	450,117,448	(39,235,430)	(10,610,779)	-	410,882,018	400,271,239
Increase leasehold right							81,050,325	71,050,325
(Less) Amortization of leasehold right							(12,336,244)	(13,992,387)
Investment property - net							<u>479,596,099</u>	<u>457,329,177</u>

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 (Global Asset vultuer Co.,Ltd and T.A. Management Corporation (1999) Co.,Ltd.) as per report dated June 23, 2016 and September 15, 2016 and October 10, 2016 appraisal value Baht 88.45 million, 19.71 million and 44.80 million). 2) Assets for rent such as land and warehouse for rent at Sukhumvit 50, is stated at cost less accumulate depreciation. And 3) Communities mall is stated at cost less accumulate depreciation and leasehold right is stated amortization of leasehold right are not exceeding the appraisal value appraised by independent appraiser (G.PV Global Property Valuation Co.,Ltd. As per report dated February 23, 2016 appraisal value Baht 570.70 million)

As at December 31, 2018, the Company and subsidiaries have mortgaged land and structures cost of Baht 445.69 million and 474.50 million respectively, as collateral for loans from the financial institutions.

(Note 17.)

**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**  
**NOTES TO FINANCIAL STATEMENTS**  
**DECEMBER 31, 2018**

**12. PROPERTY, PLANT AND EQUIPMENT**

The significant movements during for the years ended December 31, 2018 and 2017 are as follows:

	Consolidated financial statements										(Unit : Baht)		
	Cost					Accumulated depreciation						Book value - net	
	2017	Increased	(Decreased)	Transfer In (Out)	2018	2017	(Increased)	Decreased	2018	2017		2018	
Land	394,372,131	24,031,519	-	-	418,403,650	-	-	-	-	394,372,131	418,403,650		
Golf development	124,264,000	-	-	-	124,264,000	(18,685,154)	(2,669,308)	-	(21,354,462)	105,578,846	102,909,538		
Golf improvement	31,246,753	2,375,483	-	-	33,622,236	(13,533,107)	(3,215,467)	-	(16,748,574)	17,713,646	16,873,662		
Building and Structures	418,327,300	87,156,336	(4,598,118)	(1,559,990)	499,325,528	(88,947,967)	(44,773,045)	3,978,548	(129,742,464)	329,379,333	369,583,064		
Sale office improvement	-	-	-	-	-	-	-	-	-	-	-		
Office Equipments	117,107,977	42,505,405	(462,475)	1,559,990	160,710,899	(72,966,907)	(22,810,701)	363,903	(95,413,705)	44,141,070	65,297,194		
Sola Equipments	39,805,471	3,259,615	-	-	43,065,086	(6,271,479)	(3,100,971)	-	(9,372,450)	33,533,992	33,692,636		
Power Generation System under construction	532,658	-	-	-	532,658	-	-	-	-	532,658	532,658		
Vehicles	50,974,935	6,804,584	(705,000)	-	57,074,519	(36,708,617)	(5,526,511)	704,999	(41,530,129)	14,266,318	15,544,390		
Total	1,176,631,225	166,132,942	(5,765,593)	-	1,336,998,576	(237,113,231)	(82,096,003)	5,047,450	(314,161,784)	939,517,994	1,022,836,792		
Add leasehold right										10,000,000	41,706,029		
(Less) amortization of leasehold right										-	(7,836,398)		
(Less) Allowance for impairment										(3,864,368)	(3,864,368)		
Property, plant and equipment - net										945,653,626	1,052,842,055		

SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES  
NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2018

(Unit : Baht)

	Consolidated financial statements									
	Cost			Accumulated depreciation			Book value - net			
	2016	Increased	(Decreased)	2017	2016	Increased	(Decreased)	2017	2016	2017
Land	394,372,131	-	-	394,372,131	-	-	-	-	394,372,131	394,372,131
Golf development	124,264,000	-	-	124,264,000	(16,015,846)	(2,669,308)	-	(18,685,154)	108,248,154	105,578,846
Golf improvement	31,246,753	-	-	31,246,753	(10,408,432)	(3,124,675)	-	(13,533,107)	20,838,321	17,713,646
Building and Structures	354,804,766	71,946,119	(8,423,585)	418,327,300	(78,785,569)	(16,802,292)	6,639,894	(88,947,967)	276,019,197	329,379,333
Sale office improvement	1,304,253	-	(1,304,253)	-	(1,304,252)	-	1,304,252	-	1	-
Office Equipments	91,750,783	25,897,266	(360,072)	117,287,977	(60,334,748)	(12,992,229)	360,070	(72,966,907)	31,416,035	44,141,070
Sola Equipments	37,706,768	2,098,703	-	39,805,471	(4,550,506)	(1,720,973)	-	(6,271,479)	33,156,262	33,533,992
Power Generation System under construction	-	532,658	-	532,658	-	-	-	-	-	532,658
Vehicles	48,485,410	4,561,525	(2,072,000)	50,974,935	(33,193,134)	(5,587,482)	2,071,999	(36,708,617)	15,292,276	14,266,318
Total	1,083,934,864	105,036,271	(12,159,910)	1,176,811,225	(204,592,487)	(42,896,959)	10,376,215	(237,113,231)	879,342,377	939,517,994
Add leasehold right									-	10,000,000
(Less) amortization of leasehold right									-	-
(Less) Allowance for impairment									(3,864,368)	(3,864,368)
Property, plant and equipment - net									875,438,009	945,653,626

SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2018

(Unit : Baht)

	Separate financial statements										Book value - net	
	Cost					Accumulated depreciation					2017	2018
	2017	Increased	(Decreased)	Transfer In (Out)	2018	2017	(Increased)	Decreased	Transfer In (Out)	2018	2017	2018
Land	21,321,308	-	-	-	21,321,308	-	-	-	-	-	21,321,308	21,321,308
Building and Structures	186,212,602	54,433,141	(4,598,119)	(1,559,990)	234,487,634	(60,901,174)	3,978,548	-	(89,559,126)	125,311,428	144,928,508	
Office Equipments	76,132,193	29,562,238	(71,273)	1,559,990	107,183,148	(41,632,784)	17,707	-	(56,416,392)	34,499,409	50,766,756	
Vehicles	37,726,392	4,878,240	-	-	42,604,632	(27,056,328)	(3,833,987)	-	(30,890,315)	10,670,064	11,714,317	
<b>Total</b>	<b>321,392,495</b>	<b>88,873,619</b>	<b>(4,669,392)</b>	<b>-</b>	<b>405,596,722</b>	<b>(129,590,286)</b>	<b>3,996,255</b>	<b>-</b>	<b>(176,865,833)</b>	<b>191,802,209</b>	<b>228,730,889</b>	
Increase leasehold right										10,000,000	41,706,029	
(Less) Amortization of leasehold right										-	(7,836,398)	
(Less) Allowance for impairment										(3,864,368)	(3,864,368)	
<b>Property, plant and equipment - net</b>										<b>197,937,841</b>	<b>258,736,152</b>	

## SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

## NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2018

	Separate financial statements										(Unit : Baht)			
	Cost					Accumulated depreciation						Book value - net		
	2016		2017		2016		2017		2016				2017	
	In (Out)	(Decreased)	In (Out)	(Decreased)	In (Out)	(Decreased)	In (Out)	(Decreased)	In (Out)	(Decreased)		In (Out)	(Decreased)	
Land	21,321,308	-	-	-	21,321,308	-	-	-	-	-	-	-	21,321,308	21,321,308
Building and Structures	122,245,289	71,946,119	(7,978,806)	-	186,212,602	(56,641,880)	(10,882,469)	6,623,175	-	(60,901,174)	65,603,409	125,311,428	65,603,409	125,311,428
Office Equipments	51,904,574	24,227,619	-	-	76,132,193	(32,634,841)	(8,997,943)	-	-	(41,632,784)	19,269,733	34,499,409	19,269,733	34,499,409
Vehicles	35,355,467	4,442,925	(2,072,000)	-	37,726,392	(24,909,381)	(4,218,946)	2,071,999	-	(27,056,328)	10,446,086	10,670,064	10,446,086	10,670,064
Total	230,826,638	100,616,663	(10,050,806)	-	321,392,495	(114,186,102)	(24,099,358)	8,695,174	-	(129,590,286)	116,640,536	191,802,209	116,640,536	191,802,209
Increase leasehold right														10,000,000
(Less) Amortization of leasehold right														-
(Less) Allowance for impairment														(3,864,368)
Property, plant and equipment - net														112,776,168
														197,937,841

On July 15, 2016, the Company has entered into a lease agreement for office building and car park building with a non-related party for the period from January 1, 2017 to December 31, 2026 total rental fee of Baht 126.00 million. The total fee are classified of 2 parts as 1. The leasehold right of Baht 120.00 million, payment Baht 50.00 million 2. rental fee at Baht 0.05 million per month starting pay rental monthly from January onwards. On November 25, 2017, The Company has extended of lease registration until May 11, 2018.

As at December 31, 2018, the Company and subsidiaries have mortgaged the land and building amounting of Baht 25.00 million and 77.05 million, as collateral for long-term loans from financial institutions. (Note 17.)

As at December 31, 2018, the Company and subsidiaries have equipment with historical cost of assets at Baht 109.26 million and 32.27 million are fully depreciated but they are still in use.



**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**

**NOTES TO FINANCIAL STATEMENTS**

**AS AT DECEMBER 31, 2018**

**13. LEASEHOLD RIGHT**

The significant movements during for the years ended December 31, 2018 and 2017 are as follows:

	(Unit : Baht)			
	Consolidated financial statements			
	As at January 1, 2018	Increased	(Decreased)	As at December 31, 2018
Cost	-	1,500,000	-	1,500,000
(Less) Amortisation expenses	-	(282,484)	-	(282,484)
<b>Total</b>	<b>-</b>	<b>1,217,516</b>	<b>-</b>	<b>1,217,516</b>

**14. OTHER INTANGIBLE ASSETS**

The significant movements during for the years ended December 31, 2018 and 2017 are as follows:

	(Unit : Baht)	
	Consolidated financial statements	
	Computer Program	Total
<b>Cost</b>		
As at December 31, 2017	851,000	851,000
Add	4,861,730	4,861,730
(Less)	-	-
As at December 31, 2018	<u>5,712,730</u>	<u>5,712,730</u>
<b>Accumulated amortisation</b>		
As at December 31, 2017	(261,353)	(261,353)
(Add)	(711,957)	(711,957)
Less	-	-
As at December 31, 2018	<u>(973,310)</u>	<u>(973,310)</u>
<b>Net book value</b>		
As at December 31, 2017	<u>589,647</u>	<u>589,647</u>
As at December 31, 2018	<u>4,739,420</u>	<u>4,739,420</u>
<b>Amortization</b>		
For the years ended December 31, 2017		<u>(163,321)</u>
For the years ended December 31, 2018		<u>(711,957)</u>

SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

AS AT DECEMBER 31, 2018

15. SHORT - TERM LOANS FROM FINANCIAL INSTITUTIONS

As at December 31, 2018 and 2017 consist of :

	(Unit : Baht)			
	Consolidated financial statements		Separate financial statements	
	As at December 31, 2018	As at December 31, 2017	As at December 31, 2018	As at December 31, 2017
Promissory notes *	770,000,000	844,680,000	770,000,000	662,680,000
Bill of exchange **	500,000,000	390,000,000	500,000,000	390,000,000
Over draft	15,439	-	-	-
(Less) Interest discounting bills of exchange	(2,951,803)	(4,654,440)	(2,951,803)	(4,654,440)
<b>Total</b>	<b>1,267,063,636</b>	<b>1,230,025,560</b>	<b>1,267,048,197</b>	<b>1,048,025,560</b>

\* As at December 31, 2018, the Company issued 4 promissory notes by two financial institutions amount of Baht 770.00 million due within February 2019 and March 2019 and June 2019 at interest rate 2.90 - 4.50% per annum.

\*\* The Company has issued 6 bills of Baht 500.00 million exchanges due within January 2019 to June 2019 discount rate of 2.40 - 2.60% per annum totaling per years of Baht 2.95 million. The support business expansion and financial resources to conduct the business of the Company.

16. TRADE ACCOUNTS AND OTHER CURRENT PAYABLE

As at December 31, 2018 and 2017 consist of:

	(Unit : Baht)			
	Consolidated financial statements		Separate financial statements	
	As at December 31, 2018	As at December 31, 2017	As at December 31, 2018	As at December 31, 2017
<u>Trade accounts</u>				
Trade accounts	455,848,801	549,493,987	381,465,452	483,912,057
Note payable trade	59,655,356	82,858,421	52,892,357	70,030,496
<b>Total trade accounts</b>	<b>515,504,157</b>	<b>632,352,408</b>	<b>434,357,809</b>	<b>553,942,553</b>
<u>Other current payable</u>				
Revenue received in advance	78,959,767	246,419,117	73,829,271	240,564,756
Accrued expense	93,150,247	96,045,199	59,209,884	60,863,049
Advance payments for utilities	18,892,293	13,053,894	12,913,554	11,677,682
Retention	137,883,446	107,015,218	116,883,415	92,032,406
Creditors revenue	36,744,207	15,192,833	31,763,421	5,064,913

SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

AS AT DECEMBER 31, 2018

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	As at December	As at December	As at December	As at December
	31, 2018	31, 2017	31, 2018	31, 2017
Leasehold accrued	74,800,000	-	74,800,000	-
Other	38,797,958	8,815,770	7,883,469	6,390,408
Total other current payable	479,227,918	486,542,031	377,283,014	416,593,214
Trade accounts and other payable to related parties (Note 4.)	82,714,049	72,294,764	15,226,135	14,127,289
Total trade accounts and other current payable	1,077,446,124	1,191,189,203	826,866,958	984,663,056

17. LONG - TERM LOANS

As at December 31, 2018 and 2017 consist of:

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	As at December	As at December	As at December	As at December
	31, 2018	31, 2017	31, 2018	31, 2017
Long - term loans				
Long-term promissory notes	5,000,000	7,000,000	-	-
Long-term loans from financial institutions	556,385,145	75,000,000	502,722,326	75,000,000
Debentures	4,644,700,000	3,200,000,000	4,644,700,000	3,200,000,000
Total long - term loans	5,206,085,145	3,282,000,000	5,147,422,326	3,275,000,000
(Less) Current portion of long - term				
Long-term promissory notes	(2,000,000)	(2,000,000)	-	-
Long-term loans from financial institutions	(3,248,436)	(75,000,000)	-	(75,000,000)
Debentures	(1,446,000,000)	(800,000,000)	(1,446,000,000)	(800,000,000)
Total current portion of long - term	(1,451,248,436)	(877,000,000)	(1,446,000,000)	(875,000,000)
Long - term loans	3,754,836,709	2,405,000,000	3,701,422,326	2,400,000,000

LONG - TERM PROMISSORY NOTES

As at December 31, 2018, a subsidiary has company issued 5 promissory notes by financial institutions, amount of Baht 5.00 million, pay every 6 month and interest rate 4% per annum, beginning January 2019, the credit facility is guaranteed by the Thai Credit Guarantee Corporation.

SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

AS AT DECEMBER 31, 2018

LOANS FROM FINANCIAL INSTITUTIONS

The changing in long - term loan from financial institutions for the years ended December 31, 2018 are as follows:

	(Unit : Baht)	
	Consolidated financial statements	Separate financial statements
Balance at January 1, 2018	75,000,000	75,000,000
Add loans	785,523,070	721,771,040
(Less) paid	(304,137,925)	(294,048,714)
Balance at December 31, 2018	<u>556,385,145</u>	<u>502,722,326</u>

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

DEBENTURES

As at December 31, 2018 consist of :

Consolidated financial statements / Separate financial statements						
Debenture No.	No. of units (Million unit)	Principle (Million Baht)	Interest rate per annum (% p.a.)	Term of interest payment	Maturity Date	Outstanding
						Balance as at December 31, 2018 (Million Baht)
				Every six - months (April 1 and October 1 per years)	April 1, 2018	-
2/2015	0.800	800	4.25			
				Every six-months (February 9 and August 9 per years)	August 9, 2019	446
1/2017	0.446	446	4.00			
				Every six - months (February 9 and August 9 per years)	February 9, 2020	954
1/2017	0.954	954	4.20			
				Every three - months (March, June, September, December 29 per years)	September 29, 2019	1,000
2/2017	1.000	1,000	4.25			
				Every three - months (March, June, September, December, 22 per years)	March 22, 2021	1,500
1/2018	1.500	1,500	4.40			
				Every three - months (March, June, September, December, 14 per years)	February 14, 2022	745
2/2018	0.745	745	4.60			
Total						<u>4,645</u>
(Less) Current portion of long - term						<u>(1,446)</u>
Net						3,199

**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**

**NOTES TO FINANCIAL STATEMENTS**

**AS AT DECEMBER 31, 2018**

According to the Executive Committee Meeting No.1/2018 held on January 29, 2018 for the issuance of the bonds from the outstanding balance at any time, of not exceeding Baht 4,000.00 million to the outstanding balance at any not over Baht 5,000.00 million.

The Company has redeemed the loan No.2/2558 on April 2, 2018 amount of Baht 800.00 million.

However, in during period the resolution of the Annual General Meeting of Shareholders for the years 2018, held on April 26, 2018, it was resolved to increase the outstanding balance from Baht 5,000.00 million to not over than Baht 8,000.00 million.

**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:

	(Unit : Baht)	
	Consolidated	Separate
	financial statements	financial statements
	2018	2018
Provision for employee benefits - beginning	21,516,960	12,053,423
Add Recognized amount		
Actuarial (gains) losses in other comprehensive Income	10,279,011	3,509,614
(Less) Liability decrease from actual paid	(403,836)	(403,836)
Provision for employee benefits - ending	<u>31,392,135</u>	<u>15,159,201</u>
Present value of unfunded obligation	<u>31,392,135</u>	<u>15,159,201</u>
Expense recognized in profit or loss as follows:		
Current service cost	9,122,150	3,099,798
Interest cost	733,496	409,816
Financial position	423,365	-
Total - recognized in the statement of income	<u>10,279,011</u>	<u>3,509,614</u>

## SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

### NOTES TO FINANCIAL STATEMENTS

AS AT DECEMBER 31, 2018

Principal actuarial assumptions at the valuation date are as follows:

	Consolidated financial statements	Separate financial statements
	2018	2018
Discount rate	3.40	3.40
Average salary increase rate	5.50 - 6.00	5.50 - 6.00
Turnover Rate	Age band	Age band
Retirement age	60 yearss old	60 yearss old

On December 13, 2018, the National Legislative Assembly passed a resolution approving the draft of a new Labor Protection Act, which is in the process being announced in the Royal Gazette. The new Labor Protection Act stipulates additional legal severance pay rates for employees who have worked for an uninterrupted period of twenty years or more. Such employees are entitled to receive compensation of not less than that of the last 400 days, based on the final wage rate. This change is considered a post-employment benefits plan amendment. The Company will reflect the effect of the change by recognizing past service cost as an expense in the statements of profit or loss, of the period in which the law is effective. At present, is during estimate the effect to the financial statement.

## 19. SHARE CAPITAL AND DIVIDEND PAYMENTS

### 19.1 Share capital

At the Board of Directors' Meeting for the year 2018 held on April 26, 2018, has the main resolutions as follows:

- Approved to the appropriation of the yearly net profit as legal reserves in the amount of Baht 796,883 for the performance the accounting period January 1, 2017 to December 31, 2017. Amount of Baht 297,043,330.78 or Baht 0.24455 per share. The Company has paid the interim dividend in the amount of Baht 66,247,863.41 or Baht 0.05455 per share. Therefore, the dividend payout for this year's operating result is expected to be around the amount of Baht 230,795,467.37. At the rate of Bath 0.19001 per share, as detailed below:
  - 1) Payment in the form of stock dividends in the amount of 202,439,179 shares with a par value of Baht 1.00 per share to the shareholders, at the ratio of 6 existing shares to 1 stock dividend which is equivalent to the cash dividend at Baht 0.16667 per share. The dividend consists of profit derived from the Company's business not promoted by the Board of Investment. In case shareholder has fractions of shares which are not entitled to 1 share, shareholders will be compensated with cash dividends in the amount of Baht 0.16667 per share.
  - 2) Payment in the form of cash in the amount of Baht 28,355,984 or Baht 0.02334 per share. The profit derived from the Company's business not promoted by the Board of Investment.

## SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

### NOTES TO FINANCIAL STATEMENTS

#### AS AT DECEMBER 31, 2018

- Approved to the issuance and allocation of warrants to purchase ordinary shares to executives and employees of the Company and/or its subsidiaries No.7 (SENA-WG) in the amount of not exceeding 2,500,000 units, No.8 (SENA-WH) in the amount of not exceeding 1,100,000 units, No. 9 (SENA-WI) in the amount of not exceeding 3,200,000 units and No.10 (SENA-WJ) in the amount of not exceeding 4,150,000 units with no consideration. the Board of Directors. Or persons assigned by the Board of Directors to consider, make and change terms, conditions and other details with the issuance and allocation of warrants to purchase ordinary shares to executives and employees. and in non-material terms, such as the date, time and method of issuance and offering of warrants. No.7 (SENA-WG), No.8 (SENA-WH), No.9 (SENA-WI), and No.10 (SENA-WJ).
- Approved to the reduction of the registered capital of the Company. Decreased by Baht 12,702,472 from the original registered capital. In amount of Baht 1,242,479,291 million to Baht 1,229,776,819. All that is ordinary shares amount of 1,229,776,819 shares. The Company has registered the warrants with the par value of Baht 1 per share. The Company has not yet issued the warrants to purchase the Company's ordinary shares. Issued to directors and employees of the Company and/or its subsidiaries No.5 (SENA-WE) 9,700,000 shares and No.6 (SENA-WF) for 3,000,000 shares. According to the resolution of the Annual General Meeting of Shareholders for the years 2017 of 2,472 shares, totaling 12,702,472 shares with a par value of Baht 1 per share and amendment of Clause 4 of the Memorandum of Association To be in line with the reduction of the Company's registered capital.
- Approved to increasing the Company's registered, capital by Baht 216,375,784 from the original registered capital in amount of Baht 1,229,776,819 million to amount Baht 1,446,152,603 million. The Company has issued 216,375,784 new ordinary shares with a par value of Baht 1 per share, increased capital to accommodate the stock dividend payment. The exercise of warrants to purchase the Company's ordinary shares Issued to the Management and Employees of the Company and / or its subsidiaries No.7 (SENA-WG), No.8 (SENA-WH), No.9 (SENA-WI) and No.10 (SENA-WJ) And the adjustment of rights for the warrants to purchase the Company's ordinary shares. Issued to directors and employees of the Company and / or its subsidiaries No. 3 (SENA-WC), No. 4 (SENA-WD), No. 5 (SENA-WE) and No.6 (SENA-WF) ) And amendment of Clause 4 of Memorandum of association to be in line with the increase of registered capital.
- Approved to the allocation of additional shares not exceeding 216,375,784 shares as detailed below :
  - 3) To allocate newly issued shares of not exceeding 202,725,784 shares, with a par value of Baht 1 per share, to accommodate the stock dividend payment. The shares shall be allocated to existing shareholders at the ratio of 6 existing shares to 1 dividend stock. In case, shareholder has remain of shares after the allocation, the dividend shall be paid by cash in the amount of Baht 0.16667 per share.
  - 4) To allocate newly issued shares of not exceeding 2,500,000 shares, with a par value of Baht 1 per share, to accommodate the exercise right of warrants to purchase new ordinary shares of the Company to be issued to executives and employees No.7 (SENA-WG).

**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**

**NOTES TO FINANCIAL STATEMENTS**

**AS AT DECEMBER 31, 2018**

- 5) To allocate newly issued shares of not exceeding 1,100,000 shares, with a par value of Baht 1 per share, to accommodate the exercise right of warrants to purchase new ordinary shares of the Company to be issued to executives and employees No.8 (SENA-WH).
- 6) To allocate newly issued shares of not exceeding 3,200,000 shares, with a par value of Baht 1 per share, to accommodate the exercise right of warrants to purchase new ordinary shares of the Company to be issued to executives and employees No.9 (SENA-WI).
- 7) To allocate newly issued shares of not exceeding 4,150,000 shares, with a par value of Baht 1 per share, to accommodate the exercise right of warrants to purchase new ordinary shares of the Company to be issued to executives and employees No.10 (SENA-WJ).
- 8) To allocate newly issued shares of not exceeding 200,000 shares, with a par value of Baht 1 per share, to accommodate the exercise right of warrants to purchase new ordinary shares of the Company to be issued to executives and employees No.3 (SENA-WC).
- 9) To allocate newly issued shares of not exceeding 100,000 shares, with a par value of Baht 1 per share, to accommodate the exercise right of warrants to purchase new ordinary shares of the Company to be issued to executives and employees No.4 (SENA-WD).
- 10) To allocate newly issued shares of not exceeding 1,800,000 shares, with a par value of Baht 1 per share, to accommodate the exercise right of warrants to purchase new ordinary shares of the Company to be issued to executives and employees No. 5 (SENA-WE).
- 11) To allocate newly issued shares of not exceeding 600,000 shares, with a par value of Baht 1 per share, to accommodate the exercise right of warrants to purchase new ordinary shares of the Company to be issued to executives and employees No. 6 (SENA-WF).

On December 30, 2017, Warrant holder SENA-WC exercise of the right amount 20,000 units. Issued ordinary shares of 22,900 shares to the warrant holders. The Company was registered with the Department of Business Development, Ministry of Commerce on January 12, 2018.

On April 11, 2018, Warrant holder SENA-WC exercise of the right amount 160,000 units. Issued ordinary shares of 183,200 shares to the warrant holders. The Company was registered with the Department of Business Development, Ministry of Commerce on April 11, 2018.

On July 6, 2018, Holders of warrants have been used SENA-WC of 440,000 units from 589,160 shares. SENA-WD has been used of 241,000 unit from 300,286 shares. SENA-WE has been used 1,955,000 unit from 2,285,396 shares. And SENA-WF has been used of 320,000 unit from 374,080 shares. to the warrant holders. The Company was registered with the Department of Business Development, Ministry of Commerce.



**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**

**NOTES TO FINANCIAL STATEMENTS**

**AS AT DECEMBER 31, 2018**

On October 3, 2018, Warrant holder SENA-WC exercise of the right amount 199,000 units. Issued ordinary shares of 247,954 shares to the warrant holders. The Company was registered with the Department of Business Development, Ministry of Commerce.

As at December 31, 2018 consist of:

	(Unit : Baht)	
	As at December 31, 2018	As at December 31, 2017
Authorised Share Capital		
Beginning Balance	1,242,479,291	1,234,510,457
Increase share Capital	216,375,784	97,563,029
(Decrease) share Capital	(12,702,472)	(89,594,195)
Ending Balance	<u>1,446,152,603</u>	<u>1,242,479,291</u>
Authorised Share Capital		
Beginning Balance	1,214,442,959	1,142,143,622
Increase issue and paid - up capital	4,002,976	901,560
Dividends share	202,439,179	71,397,777
Ending Balance	<u>1,420,885,114</u>	<u>1,214,442,959</u>

19.2 Dividends payment

Years 2018

As the Annual General Meeting of Shareholders for the Years 2018 on the April 26, 2018.

Approved to the appropriation of profit for legal reserve of Baht 796,883 and approved the dividend payment. The operating result for the period of January 1, 2017 - December 31, 2017 was approximately Baht 297,043,330.78 or equivalent to Baht 0.24455 per share. The Company paid interim dividends. The Company will pay dividends of Baht 66,247,863.41 or equivalent to Baht 0.05455 per share. Therefore, the Company still has to pay additional dividend for this years. 230,795,467.37 Baht 0.19001 per share, with details as follows:

The Company paid 202,439,179 shares at the par value of Baht 1 per share, payable to the Company's shareholders at the ratio of 6 existing shares to 1 share at the rate of 0.16667 Baht per share. The Non-promoted In case any shareholder has a fraction of shares remaining after the allocation of stock dividend payment in cash instead of dividend payment. At the rate of Baht 0.16667 per share.

Cash paid to shareholders amounting of Baht 28,355,984 and Baht 0.02334 per share is paid from the profits of the Company. Non-promoted.

**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**

**NOTES TO FINANCIAL STATEMENTS**

**AS AT DECEMBER 31, 2018**

At the Board of director's Meeting No.6/2018 held on August 14, 2018 has the main resolutions as follow :

The directors approved to interim dividends for the performance of period January 1, 2018 to June 30, 2018 for the shareholder's company rate Baht 0.109757 per shares, for stockholder's company 1,420,637,160 shares. Amount of Baht 155,924,873. The Company shall pay dividends on September 12, 2018.

Years 2017

According to the resolution of the Board of Directors Meeting No. 5/2017 held on August 11, 2017 approved to the interim dividend payment for the year 2017 to shareholder, based on the Company's operating performance for the period of January 1, 2017 to June 30, 2017 was Baht 66.25 million or equivalent to Baht 0.05455 per share and the Company paid the dividend on September 8, 2017.

19.3 Warrants

Movement of warrants during the yearss period December 31, 2018 are as follows :

	Unit	Baht
As at January 1, 2018	30,885,020	33,017,455
Increase Warrants during the year	950,000	19,712,381
(Decrease) Warrants	(3,335,000)	(7,927,786)
As at December 31, 2018	<u>28,500,020</u>	<u>44,802,050</u>

Approved to the adjustment of the exercise price and ratio of warrants to purchase new or dinary shares of the Company to be issued to executives and employees No.3 (SENA-WC) and No.4 (SENA-WD) because the payment of dividends by issuing or dinary shares in Agenda and the issuanceand allocation of warrants to purchase or dinary shares to executives and employees of the Company and/or its subsidiaries No.5 (SENA-WE) and No.6 (SENA-WF) detailed as follows:

1) The adjustment of the exercise price and ratio No.1 as are sult of the payment of dividends.

	<u>Existing</u>	<u>After Adjustment</u>
1.1 SENA-WC		
Exercise Price	Baht 2.492 per share	Baht 2.136 per share
Exercise Ratio	1 unit per 1.145 share	1 units per 1.336 share
1.2 SENA-WD		
Exercise Price	Baht 2.676 per share	Baht 2.294 per share
Exercise Ratio	1 unit per 1.066 share	1 units per 1.244 share
1.3 SENA-WE		
Exercise Price	Baht 3 per share	Baht 2.571 per share
Exercise Ratio	1 unit per 1 share	1 units per 1.167 share

**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**

**NOTES TO FINANCIAL STATEMENTS**

**AS AT DECEMBER 31, 2018**

	<u>Existing</u>	<u>After Adjustment</u>
1.4 SENA-WF		
Exercise Price	Baht 3 per share	Baht 2.571 per share
Exercise Ratio	1 unit per 1.066 share	1 units per 1.167 share
2) The adjustment of the exercise price and ratio No.2 as are sult of the is suanceand allocation of warrants to purchase or dinary shares to executives and employees of the Company and/or its subsidiaries No.5 (SENA-WE) and No.6 (SENA-WF).		
	<u>Existing</u>	<u>After Adjustment</u>
2.1 SENA-WC		
Exercise Price	Baht 2.136 per share	Baht 2.131 per share
Exercise Ratio	1 unitper 1.336 share	1 units per 1.339 share
2.2 SENA-WD		
Exercise Price	Baht 2.294 per share	Baht 2.289 per share
Exercise Ratio	1 unit per 1.244 share	1 units per 1.246 share
2.3 SENA-WE		
Exercise Price	Baht 2.571 per share	Baht 2.566 per share
Exercise Ratio	1 unit per 1.167 share	1 units per 1.169 share
2.4 SENA-WF		
Exercise Price	Baht 2.571 per share	Baht 2.566 per share
Exercise Ratio	1 unit per 1.167 share	1 units per 1.169 share

On December 30, 2017, Warrant holder SENA-WC exercise of the right amount 20,000 units. Issued ordinary shares of 22,900 shares to the warrant holders. The Company was registered with the Department of Business Development, Ministry of Commerce on January 12, 2018.

On April 11, 2018, Warrant holder SENA-WC exercise of the right amount 160,000 units. Issued ordinary shares of 183,200 shares to the warrant holders. The Company was registered with the Department of Business Development, Ministry of Commerce on April 11, 2018.

On July 6, 2018, Holders of warrants have been used SENA-WC exercise of the right amount 440,000 units from 589,160 shares. SENA-WD has been used of 241,000 unit from 300,286 shares. SENA-WE has been used 1,955,000 unit from 2,285,396 shares. And SENA-WF has been used of 320,000 unit from 374,080 shares. to the warrant holders. The Company was registered with the Department of Business Development, Ministry of Commerce.

**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**

**NOTES TO FINANCIAL STATEMENTS**

**AS AT DECEMBER 31, 2018**

On October 3, 2018, Warrant holder SENA-WD exercise of the right amount 199,000 units. Issued ordinary shares of 247,954 shares to the warrant holders. The Company was registered with the Department of Business Development, Ministry of Commerce.

**20. NON - CONTROLLING INTEREST**

Details of non-wholly owned subsidiaries which have material non-controlling interests as at December 31, 2018 and 2017 are as follows;

(Unit: Baht)

Company's name	Proportion of equity interest held by non-controlling interests		Accumulated balance of non-controlling interests		Profit/loss allocated to non-controlling interests during the years		Dividend paid to controlling interests during the years	
	2018	2017	2018	2017	2018	2017	2018	2017
	(Percent)	(Percent)						
Acute Realty Co., Ltd.	24.00	-	2,671,778	-	(284,149)	-	-	-
Sena Vanij Development Co.,Ltd.	45.00	-	219,928,175	-	5,033,519	-	-	-

**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**  
**NOTES TO FINANCIAL STATEMENTS**  
**AS AT DECEMBER 31, 2018**

21. The summarized financial information before intragroup eliminations of each non - wholly owned subsidiary which has material non - controlling interests for the years ended December 31, 2018 are as follows;

	2018	
	Acute Realty Co., Ltd.	Sena Vanij Development Co., Ltd.
(Unit : Baht)		
Condensed statement of financial position As at December 31		
Current assets	15,311,608	681,579,748
Non-current assets	5,070,033	59,023,019
Current liabilities	(5,854,273)	(67,585,600)
Non - current liabilities	(3,394,959)	(49,287,889)
Equity attributable to owners of the Company	8,460,631	343,051,103
Non - controlling interests	2,671,778	280,678,175
Condensed statement of profit or loss and other for the years ended December 31		
Revenues	30,250,142	51,064,217
Expenses	(33,511,875)	(36,373,752)
Profit (loss) for the years	(1,183,955)	11,186,331
Profit attributable to Owner of the Parent	(899,806)	6,152,482
Non - controlling interests	(284,149)	5,033,849

**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**  
**NOTES TO FINANCIAL STATEMENTS**  
**AS AT DECEMBER 31, 2018**



	(Unit : Baht)	
	2018	
	Acute Realty Co., Ltd.	Sena Vanij Development Co.,Ltd.
Total comprehensive income for the years	-	-
Owner of the Parent	-	-
Non - controlling interests	-	-
Total comprehensive income attributable to Owner of the Parent	-	-
Non - controlling interests	-	-
Condensed statement of cash flows	-	-
Dividends paid to non - controlling interests	-	-
Net cash inflow (outflow) from operating activities	(4,226,118)	106,749,450
Net cash inflow (outflow) from investing activities	(5,891,770)	30,296
Net cash inflow (outflow) from financing activities	16,640,808	(30,104,324)
Net cash inflow (outflow)	<u>6,522,926</u>	<u>76,675,422</u>

**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**

**NOTES TO FINANCIAL STATEMENTS**

**AS AT DECEMBER 31, 2018**

**22. LEGAL RESERVE**

Under the provisions of the Thai Public Company Limited Act B.E. 1992, 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, 2018 and 2017 are as follows:

	(Unit : Baht)			
	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
Changes in finished goods and works in process	(809,190,275)	(563,085,576)	(759,818,522)	(492,006,224)
Cost of land, Construction works and public utility development	2,815,089,355	2,475,478,846	2,675,780,242	2,450,344,726
Salary and wages and other employee benefits	354,931,508	295,647,063	204,185,495	180,114,470
Depreciation	87,940,964	60,379,834	61,882,721	34,740,135
Advertising expenses	417,983,955	420,057,329	396,380,002	402,848,224
Specific business tax and transfer fees	175,721,860	157,235,074	164,031,754	150,502,049
Professional fees	1,508,550	-	-	-
Rental roof expenses	740,186	-	-	-
Other fees	1,828,662	-	-	-
Entertainment expenses	772,932	-	-	-

**24. INCOME TAX**

Income tax expenses (revenues) for the years ended 31 December 2018 and 2017 are made up as follows.

	(Unit : Baht)			
	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
Current income tax:				
Income tax during the years	312,061,691	231,258,511	254,148,811	186,437,336
Deferred income tax:				
Deferred income from the temporary difference and reverse the permanent difference	(6,308,473)	(4,700,777)	345,201	4,804,218
Income tax expense in Comprehensive income statements	305,753,218	226,557,734	254,494,012	191,241,554

SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

AS AT DECEMBER 31, 2018

The amounts of income tax relating to each component of other comprehensive income for the years ended December 31, 2018 and 2017 are as follows:

	(Unit : Baht)			
	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
Deferred tax accounts related to loss on actuarial estimates.	-	2,536,762	-	3,690,262

The reconciliation between accounting profit and income tax expense is shown below.

	(Unit : Baht)			
	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
Accounting profit before tax	1,403,838,967	1,042,542,201	1,214,623,733	906,212,652
Applicable tax rate	0 - 20%	0 - 20%	20%	20%
Accounting profit before tax multiplied by income tax rate	295,930,264	214,918,982	242,924,747	181,242,530
Effects of :				
Non - deductible expenses	15,187,510	8,901,799	13,896,026	8,611,010
Additional expense deductions allowed	(3,713,833)	(3,560,243)	(2,671,962)	(3,360,684)
Revenue treated as revenue under the Revenue Code	-	11,015	-	-
Income and expenses not treated as income and tax expenses	290,835	1,202,501	-	(55,520)
Effect of loss for the years at corporate income tax rates of subsidiaries	-	(135,707)	-	-
Others	2,289,138	9,920,163	-	-
Total	309,983,914	231,258,510	254,148,811	186,437,336
Deferred tax (assets) liabilities	(4,230,696)	(4,700,776)	345,201	4,804,218
Income tax expense (revenues) reported in the statement of comprehensive income	305,753,218	226,557,734	254,494,012	191,241,554



**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**

**NOTES TO FINANCIAL STATEMENTS**

**AS AT DECEMBER 31, 2018**

The components of deferred tax assets and deferred tax liabilities are as follows:

	(Unit : Baht)			
	Statements of financial position			
	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
Deferred tax assets				
Deposit	403,902	282,041	-	-
Received in advances from customer	17,373,177	14,382,741	-	-
Allowance for doubtful accounts	15,000	-	-	-
Allowance for reduction of land held for development	233,000	-	-	-
Cost of rental payable	221,704	-	-	-
Adjusted accrued income	(2,336,658)	-	-	-
Net loss before the current accounting period as deducted under other laws	1,915,344	-	-	-
Employee benefit obligations	6,278,427	4,303,391	3,031,840	2,410,685
Other	(2,064,879)	(5,843,478)	-	-
<b>Total</b>	<b>22,039,017</b>	<b>13,124,695</b>	<b>3,031,840</b>	<b>2,410,685</b>
Deferred tax liabilities				
Surplus on revaluation from acquisition	66,778,474	4,875,035	-	-
Accrued income	-	4,730,885	-	-
Other	11,138,310	5,790,659	12,137,107	11,170,750
<b>Total</b>	<b>77,916,784</b>	<b>15,396,579</b>	<b>12,137,107</b>	<b>11,170,750</b>
The presentation in the statement of financial position				
Deferred tax assets	22,039,017	13,124,695	-	-
Deferred tax liabilities	77,916,784	15,396,579	9,105,267	8,760,065

**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**

**NOTES TO FINANCIAL STATEMENTS**

**AS AT DECEMBER 31, 2018**

**25. EARNINGS (LOSS) PER SHARE**

The calculations of basic earnings (loss) per share for the years ended were based on the weighted average number of ordinary shares during the period, calculated as follow:

	(Unit : Baht)			
	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
Profit for the periods (Baht)	939,609,693	742,492,157	960,129,721	714,971,097
Weighted average number of ordinary shares outstanding (Shares)	1,339,523,741	1,185,731,853	1,339,523,741	1,185,731,853
Earnings per share basic (Baht per share)	0.7015	0.6262	0.7168	0.6030

**26. DILUTED EARNINGS (LOSS) PER SHARE**

Diluted earnings (loss) per share for the years is calculated by dividing the net profit attributable to shareholders by the weighted average number of ordinary shares in issue during the period adjusted for the effect of conversion of warrant to ordinary share.

	(Unit : Baht)			
	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
Profit for the periods (Baht)	939,609,693	742,492,157	960,129,721	714,971,097
Weighted average number of ordinary shares outstanding (Shares)	1,345,864,219	1,186,416,520	1,345,864,219	1,186,416,520
Diluted earnings per share (Baht per share)	0.6981	0.6258	0.7134	0.6026

**27. PROMOTIONAL PRIVILEGES FROM B.O.I**

As at December 31, 2018, a subsidiaries received 3 promotional privileges from the Investment Promotion Act of B.E.1977, for the operation of electricity from solar power of roof - top type. The major benefit from the promotional privileges is exemption from payment of income tax for the operations for a period of eight years from the date on which the income is first derived from the operation.

**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**

**NOTES TO FINANCIAL STATEMENTS**

**AS AT DECEMBER 31, 2018**

The Company and subsidiaries have been received promoted from B.O.I and Non - B.O.I as the following :

(Unit : Baht)

	Consolidated financial statements		
	For the years ended December 31, 2018		
	Investment Promotional activities	Non - Investment Promotional	Total
Revenue from sales	6,304,375	5,349,172,244	5,355,476,619
Cost of sales	(3,267,182)	(2,830,369,500)	(2,833,636,682)
Gross profit	3,037,193	2,518,802,744	2,521,839,937
Other revenue	59,332	184,021,469	184,080,801
Income before expenses	3,096,525	2,702,824,213	2,705,920,738
Selling and Marketing expenses	-	(626,240,115)	(626,240,115)
Administrative expenses	(422,432)	(499,359,157)	(499,781,589)
Management remuneration	-	(21,094,187)	(21,094,187)
Total expenses	(422,432)	(1,146,693,459)	(1,147,115,891)
Income before finance costs and income tax	2,674,093	1,556,130,754	1,558,804,847
Finance costs	-	(99,962,354)	(99,962,354)
Profit (loss) from investments in associates	-	(222,215,607)	(222,215,607)
Income before tax	2,674,093	1,233,952,793	1,236,626,886
Income tax	-	(305,753,218)	(305,753,218)
Net profit	2,674,093	928,199,575	930,873,668

SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

AS AT DECEMBER 31, 2018

(Unit : Baht)

	Consolidated financial statements		
	For the years ended December 31, 2017		
	Investment Promotional activities	Non- Investment Promotional	Total
Revenue from sales	6,682,548	5,154,362,935	5,161,045,483
Cost of sales	(3,221,125)	(3,121,642,711)	(3,124,863,836)
Gross profit	3,461,423	2,032,720,224	2,036,181,647
Other revenue	153,405	60,038,701	60,192,106
Income before expenses	3,614,828	2,092,758,925	2,096,373,753
Selling and Marketing expenses	-	(595,363,883)	(595,363,883)
Administrative expenses	(363,697)	(382,977,733)	(383,341,430)
Management remuneration	-	(18,261,132)	(18,261,132)
Total Expenses	(363,697)	(996,602,748)	(996,966,445)
Income before finance costs and income tax	3,251,131	1,096,156,177	1,099,407,308
Finance costs	-	(57,049,935)	(57,049,935)
Profit (loss) from investments in associates	-	(41,565,716)	(41,565,716)
Income before tax	3,251,131	997,540,526	1,000,791,657
Income tax	-	(226,557,734)	(226,557,734)
Net profit	3,251,131	770,982,792	774,233,923

**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**

**NOTES TO FINANCIAL STATEMENTS**

**AS AT DECEMBER 31, 2018**

**28. 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 statements										
For the years ended December 31										
	High Rise			Low Rise			Solar Group			Total
	2018	2017	2018	2017	2018	2017	2018	2017	2018	2017
Revenue from sales	3,565.97	3,081.02	968.32	1,454.20	54.51	278.43	766.68	347.39	5,355.48	5,161.04
Cost of sales	(1,770.67)	(1,701.85)	(654.81)	(1,058.78)	(59.09)	(188.11)	(349.07)	(176.12)	(2,833.64)	(3,124.86)
Gross profit	1,795.30	1,379.17	313.51	395.42	(4.58)	90.32	417.61	171.27	2,521.84	2,036.18
Net profit									939.61	742.49

## SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

## NOTES TO FINANCIAL STATEMENTS

AS AT DECEMBER 31, 2018

(Unit : Million Baht)

		Separate financial statements							
		For the years ended December 31							
		High Rise		Low Rise		Rent and Service		Total	
		2018	2017	2018	2017	2018	2017	2018	2017
Revenue from sales		3,547.28	3,035.81	846.34	1,325.12	80.67	91.66	4,474.29	4,452.59
Cost of sales		(1,762.29)	(1,676.79)	(631.89)	(987.33)	(38.13)	(39.67)	(2,432.31)	(2,703.79)
Gross profit		1,784.99	1,359.02	214.45	337.79	42.54	51.99	2,041.98	1,748.80
Net profit								960.13	714.97

**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**

**NOTES TO FINANCIAL STATEMENTS**

**AS AT DECEMBER 31, 2018**

**29. FINANCIAL INSTRUMENTS**

29.1 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.

29.2 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.

29.3 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.

29.4 Determination of fair values

The Company's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. The fair value is the price at which an orderly transaction to sell an asset or to transfer a liability would take place between market participants at the measurement date. Fair values have been determined for measurement and/or disclosure purposes based on the following methods (when applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability).

The fair value of cash and cash equivalents, trade and other accounts receivable, short-term loans, other current assets, bank overdrafts, short-term borrowings, trade and other accounts payable and other current liabilities is taken to approximate the carrying value.

The fair value of long-term borrowings is taken to approximate the carrying value because most of these financial instruments bear interest at market rates.

**30. CONTINGENT LIABILITIES COMMITMENTS**

The contingent liabilities and commitments with commercial banks

As at December 31, 2018, the Group had contingent liabilities and commitments in financial institutions as follows:

30.1 The Company and subsidiaries has mortgaged project land for overdrafts facility amounting to Baht 20.00 million and Baht 13.00 million, respectively.

30.2 The Company and subsidiary has commitment respect of bank guarantee electricity usage, public utilities and other amount of Baht 255.31 million and 62.78 million, respectively to mortgage by bank deposit and land project.

## SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

### NOTES TO FINANCIAL STATEMENTS

AS AT DECEMBER 31, 2018

#### 30.3 Contract

The Company has commitment construction work agreement to sub - contractors amounting of Baht 723.33 million. And three subsidiaries have commitment to sub - contractors amounting of Baht 107.00 million.

30.4 A subsidiary has entered into memorandum of understanding with 3 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.

30.5 A subsidiary has a concession of golf car rental operating to non - related company, for the period of 3 years, since February 2, 2017 to February 1, 2020, profit sharing of 55 : 45.

30.6 On June 1, 2017, an indirect subsidiary entered into a lease agreement for the solar power plant with a third party for period 1 years from the date of delivery. The rent is set at 95 percent (ninety - five) of price of the Metropolitan Electricity Authority or Provincial Electricity Authority announced at each time interval, as the case may be. (excluding VAT)

#### Long - term contract

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

Later 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, 2018, the subsidiary has commitments under such agreement amounting of Baht 0.93 million.

#### Litigation

In years 2015, the Company has been filed to a condominium juristic to accuse that condominium has some damage and the Company has not yet repaired to complete. The plaintiffs have filed a claim for damages in the amount of Baht 22.40 million. The civil court has judged that the Company pay damages of Baht 5.44 million plus interest of 7.50% per annum from the date of filing until payment is complete and later on February 16, 2017, the Court of Appeal has a confirmation of the civil court's judgment and the Company has filed a petition to the Supreme Court, so the case has been still pending action on the Supreme court. However the Company has recorded such expenditure under liabilities account in the statement of financial position.



**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**

**NOTES TO FINANCIAL STATEMENTS**

**AS AT DECEMBER 31, 2018**

**31. 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.

As at December 31, 2018, debt to equity ratio in the consolidated financial statements is 1.31 : 1 (Separate financial statements : Debt - to - equity ratio is 1.63:1).

**32. SUBSEQUENT EVENT**

According to the Executive Committee Meeting No. 1/2019 held on February 26, 2019, resolved to approve the important matters as follows :

1) Resolved to propose the Annual General Shareholders' Meeting 2019 to consider and approve the proposed profit derived from the Company's business for the period ended December 31, 2018 as follows.

1.1) Acknowledged the payment of an interim dividend payment for the first-half operational results from January 1 to June 30, 2018 to shareholders of the Company at the rate of Baht 0.109757 per ordinary share for the total shares of 1,420,637,160, totaling approximately Baht 155,924,872.77.

1.2) Acknowledged the appropriation of the yearly net profit as legal reserves in the amount of Baht 20,367,332.00 when combining with the current legal reserves accrued from the year 2018 in the amount of Baht 124,247,929.00 then the total amount of reserves requirement will be Baht 144,615,261.00 or equivalent to 10 percent of the registered capital of the Company.

1.3) Consider and approve the payment of dividends for the performance the accounting period January 1, 2018 to December 31, 2018 in the proposed profit derived from the Company's business, not promoted by the Board of Investment in the amount approximately Baht 384,051,888.40 or Baht 0.270310 per share. The Company has paid the interim dividend in the amount of Baht 155,924,872.77 or Baht 0.109757 per share. The Company then proposed for the dividends to be distributed in the form of cash to include the amount approximately Baht 228,127,367.71 or Baht 0.160553 per share. The profit derived from the Company's business not promoted by the Board of Investment.

All cash dividends shall be subject to withholding tax. The withholding tax will be deducted from cash dividend.

To determine the record date for the right to receive the dividend (Record Date) on May 8, 2019 and to pay interim dividend on May 24, 2019. However, the granting of such rights of the Company is not yet definite, because an approval by the Annual General Meeting of Shareholders is still required.

2) Resolved to propose the Annual General Shareholders' Meeting 2019 to consider and approve the issuance and allocation of warrants to purchase ordinary shares to executives and employees of the Company and/or its subsidiaries No.11 (SENA-WK) in the amount of not exceeding 3,050,000 units. Details of which are as follows:

SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

AS AT DECEMBER 31, 2018

Warrants	Warrants to purchase ordinary shares to executives and employees of the Company and/or its subsidiaries No. 11 (SENA-WK)
Title and type of warrants	Registered and non-transferable warrants to purchase ordinary shares of Sena Development Public Company Limited unless in the case of inheritance or transferred to his/her rightful heir or guardian or as deemed appropriate by the Board of Directors
Term of warrants	3 years from the date of issuance and offering
Number of warrants offered for sale	Not exceeding 3,050,000 units
Offering price	Baht 0.00
Value of warrants offered for sale	Baht 0.00
Issuance and offering date	The executive committee and/or the person(s) entrusted by the executive committee is (are) empowered to determine the date of issuance and offering after approve by the shareholders' meeting
Offering Period	The Company shall offered for sale SENA-WK within 1 year after approve by the shareholder meeting
Method and offering Period	<ul style="list-style-type: none"> <li>- One time Offer to 18 management and employees of the Company and/or its subsidiaries where there are 7 person who receive more than 5% of warrants issued which the warrants are offered. No director which the warrants are offered.</li> <li>- Offer to management and employees of the Company and/or its subsidiaries without offering through brokers.</li> </ul> <p>Number of warrants offered to each management and employee might not be equal depending on corporate position, service period, knowledge, experience, responsibility, performance, potential or benefits contributed to the Company.</p>
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)
Number of shares the exercise of SENA-WK	Not exceeding 3,050,000 share with a par value of Baht 1 per share, at 0.21% of the total issued shares of the Company as of February 26, 2019 in the amount of 1,420,885,114 shares, the Company shall offered for sale SENA-WK within Term period

**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**

**NOTES TO FINANCIAL STATEMENTS**

**AS AT DECEMBER 31, 2018**

Exercise price	<p>The exercise price as follows;</p> <ol style="list-style-type: none"> <li>1) 1st Year from the issue date: -Warrant cannot be exercised.</li> <li>2) 2nd Year from the issue date: Baht 3.20</li> <li>3) 3th Year from the issue date : Baht 3.30</li> </ol> <p>Unless subject to changes according to the adjustment of rights and conditions provision. Such exercise price is considered lower than market offering price which calculated by using the Company’s weighted-average trading price of 14 trading days prior to the date the Board comes up with a resolution (calculated from marketing price during February 5 - February 25, 2019 at a price of Baht 3.50 per share</p>
Conditions and period of Exercise	<p>On the last business day of June and December throughout the warrant term. The first exercise date shall be 2 year after the date that the warrants are issued to management and employees of SENA and/or its subsidiaries (“the exercise date”) according to the following conditions:</p> <ul style="list-style-type: none"> <li>- 12 months after the allotted date, warrant holders can exercise no more than 20% of total number of allotted warrants</li> <li>- 24 months after the allotted date, warrant holders can exercise any amount of allotted warrants until the maturity date</li> <li>- 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.</li> <li>- The last exercise date shall be on the last business day of the 3 year period from the issuance date</li> </ul>
Notification period for The exercise	<p>Warrant holders who wish to use The right to purchase ordinary shares of the Company must be announced within 5 working date prior to the exercise.</p>
Notification period for the last exercise	<p>Not less than 15 days prior to the last exercise date</p>
Conditions of Exercising the Rights	<p>Warrant holder must be an executive or an employee of the Company and/or its subsidiaries at the exercise date, unless the detail as follows;</p> <ul style="list-style-type: none"> <li>- In case warrant holder ceases to be an executive or an employee of the Company and/or its subsidiaries as a result of retirement plan according to the Company’s and/or its subsidiaries’ Code of Practice, the executive or employee will have the right to exercise the allotted warrants throughout the term.</li> </ul>

SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

NOTES TO FINANCIAL STATEMENTS

AS AT DECEMBER 31, 2018

	<ul style="list-style-type: none"> <li>- In the event that the warrant holder dies of a disappeared person under a court order, is rendered incompetent and / or incompetent, to the heir or designee as the will or the preserver or guardian (as the case may be). The warrant holders can exercise their warrants only in the amount of warrants that the warrant holders have right only in the exercise ratio. The exercise will be exercisable on any exercise date. Until the maturity of the warrants.</li> <li>- If the warrant holder changes his/her position or company as a result of the Board of Directors' decision but he/she is still an executive, or an employee of the Company and/or its subsidiaries at the exercise date, the warrant holder still has the right to exercise the warrant throughout the term.</li> <li>- If the warrant holder ceases to be an executive, or an employee of the Company and/or its subsidiaries before or at the exercise date for any reason other than those specified in above mentioned, the warrant holder will no longer be entitled to exercise the allotted warrants, and the remaining warrants will be considered cancelled and void immediately.</li> </ul>
Secondary market of warrants	The Company will not list SENA-WK in the Stock Exchange of Thailand.
Secondary market of the shares issued as a result of exercising warrant	The Company will list shares issued as a result of exercising SENA-WK in the Stock Exchange of Thailand.
Adjustment of the rights of warrants	The company shall adjustment of the exercise price and ratio of warrants to purchase new ordinary shares of the Company of SENA-WK, pursuant to Notification of the Capital Market Supervisory Board No. Tor Chor. 34/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Share Warrants and Newly Issued Underlying Shares ("Notification Tor Chor. 34/2551") and/or Notification of the Capital Market Supervisory Board relating to the adjustment of rights. For more information for determining the term and conditions or adjustment as deem appropriate by executive committee. In regard with the benefit of the warrant holders SENA-WK shall not be inferior.
The reason for the issuance of new shares to Adjustment of the rights	The adjustment of the exercise price and ratio of warrants according with the condition of SENA-WK, as pursuant to Clause 11 (4) (b) under Notification No. Tor Chor. 34/2551
Other Rights and benefits	-N/A-

## SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

### NOTES TO FINANCIAL STATEMENTS

#### AS AT DECEMBER 31, 2018

- 3) Resolved to propose the Annual General Shareholders' Meeting 2019 to consider and approve the reduction of the registered capital of the Company. Decreased by Baht 1,276,965 from the original registered capital Baht 1,446,152,603 to be registered capital Baht 1,444,875,638 divided into ordinary shares 1,444,875,638 shares. The Company has registered the warrants with the par value of Baht 1 each. The Company has not yet issued the warrants to purchase the Company's ordinary shares. Issued to directors and employees of the Company and / or its subsidiaries No. 3 (SENA-WC) 968,680 shares and No. 4 (SENA-WD) 21,680 shares. And cut the remaining ordinary shares from the stock dividend allocation, according to the resolution of the Annual General Meeting of Shareholders for the year 2018 of 286,605 shares, totaling 1,276,965 shares with a par value of Baht 1 per share and amendment of the Memorandum of Association To be in line with the reduction of the Company's registered capital.
- 4) Resolved to propose the Annual General Shareholders' Meeting 2019 to consider increasing the Company's registered capital by Baht 3,050,000 from the existing registered capital. The Company has issued 1,447,925,638 new ordinary shares with a par value of Baht 1 per share, increased capital to accommodate the exercise of warrants to purchase the Company's ordinary shares Issued to the Management and Employees of the Company and / or its subsidiaries No.11 (SENA-WK) and amendment of Memorandum of Association to be in line with the increase of registered capital.
- 5) The meeting resolved to approve and propose to sell the land sell and purchase rights' of 111 plots under Pattaya Country Club project to SENA Vanich Development Company Limited, which is the Company's subsidiary in the total amount of THB 147.64 million.

Regarding to the Executive Committee Meeting No. 2/2019 held on January 10, 2019 , approved to the purchase of ordinary shares of Thaphra property Co., Ltd. total 2,999,998 shares with the set value of 100 Baht per share (in the proportion of 99.99% of the all capital shares) and paid-up shares amount of Baht 300.00 million on January 10, 2019.

According to the Ordinary General Meeting of Shareholders No. 2/2019 (Agenda No.2.1) approved to issued 2 promissory notes by financial institutions, amount of Baht 300.00 million, interest rate 3% per annum, due on March 15, 2019.

#### Sena Development A 13 Co., Ltd

According to the Executive Committee Meeting No. 3/2019 held on February 8, 2019 approved the entering into the Joint Venture Agreement and signed a Share Subscription Agreement with Hankyu Hanshin Properties Corp. ( Hankyu ) which is not the related person of the Company, in the investment ratio of 51:49, for the joint investment in the property development business through Sena Development A 13 Co., Ltd. The detail of the joint investment are as follows details:

- 1) Sena Development A 13 Co., Ltd will increase its registered capital in the amount of Baht 249,000,000 from Baht 1,000,000 to Baht 250,000,000 by issuing new 2,490,000 shares with a par value of Baht 100 each.
- 2) The Company will increase in share capital of Sena Development A 13 Co., Ltd subscribe 1,265,001 shares or equivalent to 50.80% of the total newly issued shares at Baht 100 per share, or equal to Baht 126,500,100.

## SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES

### NOTES TO FINANCIAL STATEMENTS

AS AT DECEMBER 31, 2018

- 3) The company waived its right to purchase shares of Sena Development A 13 Co., Ltd. subscribe 1,224,999 newly issued shares or equivalent to 49.20 % at the par value of Baht 100 per share or equal to Baht 122,499,900 in order to allow Hankyu to subscribe those unsubscribed shares of 3,429,999 new shares from Sena Development A 13 Co., Ltd. After the capital increase, Hankyu will hold 49% of the total shares of Sena Development A 13 Co., Ltd.

According to the Board of Directors Meeting of Sena Development A 13 Co., Ltd. held on January 31, 2019, resolved to change the name from Sena Development A13 Co., Ltd. to be Sena HHP 10 Co., Ltd.

#### Sena Development A 14 Co., Ltd

According to the Executive Committee Meeting No. 3/2019 held on February 8, 2019 approved the entering into the Joint Venture Agreement and signed a Share Subscription Agreement with Hankyu Hanshin Properties Corp. ( Hankyu ) which is not the related person of the Company, in the investment ratio of 51:49, for the joint investment in the property development business through Sena Development A 14 Co., Ltd. ("SENA A14"). The detail of the joint investment are as follows details:

- 1) Sena Development A 14 Co., Ltd will increase its registered capital in the amount of Baht 699,000,000 from Baht 1,000,000 to Baht 700,000,000 by issuing new 6,990,000 shares with a par value of Baht 100 each.
- 2) The Company will increase in share capital of Sena Development A 14 Co., Ltd subscribe 3,560,001 shares or equivalent to 50.93% of the total newly issued shares at Baht 100 per share, or equal to Baht 356,000,100.
- 3) The company waived its right to purchase shares of Sena Development A 14 Co., Ltd. subscribe 3,429,999 newly issued shares or equivalent to 49.07% at the par value of Baht 100 per share or equal to Baht 342,999,900 in order to allow Hankyu to subscribe those unsubscribed shares of 3,429,999 new shares from Sena Development A 14 Co., Ltd. After the capital increase, Hankyu will hold 49% of the total shares of Sena Development A 14 Co., Ltd.

According to the Board of Directors Meeting of Sena Development A 14 Co., Ltd held on February 15, 2019, resolved to change the name from Sena Development A14 Co., Ltd. to be Sena HHP 11 Co., Ltd.

#### Sena Development A 16 Co., Ltd.

According to the Executive Committee Meeting No. 3/2019 held on February 8, 2019, approved the entering into the Joint Venture Agreement and signed a Share Subscription Agreement with Hankyu Hanshin Properties Corp. ( Hankyu ) which is not the related person of the Company, in the investment ratio of 51 :49, for the joint investment in the property development business through Sena Development A 16 Co., Ltd. The detail of the joint investment are as follows details:

- 1) Sena Development A 16 Co., Ltd will increase its registered capital in the amount of Baht 599,000,000 from Baht 1,000,000 to Baht 600,000,000 by issuing new 5,990,000 shares with a par value of Baht 100 each.
- 2) The Company will increase in share capital of Sena Development A 16 Co., Ltd. subscribe 3,050,001 shares or equivalent to 50.92% of the total newly issued shares at Baht 100 per share, or equal to Baht 305,000,100.

**SENA DEVELOPMENT PUBLIC COMPANY LIMITED AND SUBSIDIARIES**

**NOTES TO FINANCIAL STATEMENTS**

**AS AT DECEMBER 31, 2018**

- 3) The company waived its right to purchase shares of Sena Development A 16 Co., Ltd. subscribe 2,939,999 newly issued shares or equivalent to 49.08% at the par value of Baht 100 per share or equal to Baht 293,999,900 in order to allow Hankyu to subscribe those unsubscribed shares of 2,939,999 new shares from Sena Development A 16 Co., Ltd. After the capital increase, Hankyu will hold 49% of the total shares of Sena Development A 16 Co., Ltd.

According to the Board of Directors Meeting of Sena Development A 16 Co., Ltd held on January 31,2019, resolved to change the name from Sena Development A16 Co., Ltd. to be Sena HHP 9 Co., Ltd.

Thapha Property Co., Ltd.

According to the Executive Committee Meeting No. 3/2019 held on February 8, 2019 approved the entering into the Joint Venture Agreement and signed a Share Subscription Agreement with Hankyu Hanshin Properties Corp. ( Hankyu ) which is not the related person of the Company, in the investment ratio of 51:49, for the joint investment in the property development business through Thapha Property Co., Ltd. The detail of the joint investment are as follows details:

- 1) The Company will disposing an investment of Thapha Property Co., Ltd. amount of 1,607,200 shares of Baht 100 each or 49% of total issued and paid - up shares to Hankyu in the price of all shares Baht 160,720,000.
- 2) The Company changed the name from Thapha Property Co., Ltd. to be Sena HHP 8 Co., Ltd.

**33. APPROVAL OF THE FINANCIAL STATEMENTS**

These financial statements were authorized for issue by the Board of Directors on February 26, 2019.

262

ANNUAL  
REPORT  
2018









**“If women are comfortable, men are happy  
... Isn't that right?”**

SENA Development PLC.

448 Thanyalakpark Building Ratchadapisek 26 Alley, Ratchadapisek Rd.,

Samsen Nok, Huai Khwang, Bangkok 10310

Tel. +(66) 2541- 4642, Fax. +(66) 2938 - 9875

 **1775**  
sena.co.th