

subject to any action by regulatory agency due to its failure to publicize information on significant event within the time prescribed by the authority.

The Company has established channels of communications for stakeholders to communicate and provide suggestions and information beneficial to the Company's business operation, or to directly submit complaints to the Audit Committee in case of malpractices. Such information or complaints shall be kept confidential in order to protect informants or whistleblowers and maintain confidentiality of the complainants as the access to this kind of information would be restricted to only responsible persons to examine the complaint issues, and only independent directors shall consider, give instructions and report to the Board of Directors. via the channel 1720.

## H) Competitors

The Company has committed to comply with the policy on Treatment off Competitors, whereby directors, executives and all employees as well as employees in the subsidiaries and the associated companies are required to strictly comply with such policy.

- Whereby the business operations shall be conducted under the free and fair competition framework without entering into agreements with competitors or other exclusive business operators and shall not seek trade secret of the competitors by fraudulent, dishonest, inappropriate, immoral or illegal acts.
- Regarding its competitors, the Company shall not do any act to cause damage to the reputation of the competitors by accusing, defaming or using any tactics without grounds; and shall not do any act to violate intellectual property rights and copyrighted works of others or competitors; and shall not conduct monopoly with its trading partners or suppliers.

In 2022, the Company had never had any dispute regarding trading competitors. Such policy has been publicized on the website of the Company ([www.supalai.com](http://www.supalai.com)).

## I) The Stock Exchange of Thailand

The Company operates with transparency in accordance with a good corporate governance by strictly complying to the regulations of the Stock Exchange of Thailand. More detailed information can be found under topic "Driving Business Towards Sustainability"

## Chapter 3: Information Disclosure and Transparency

The Company has a policy to disclose the information to the investors and all groups of stakeholders equally by disclosing accurate, complete and transparent information in a timely manner. Such information includes the information on finance, results of operations, future directions of business operations and other information. Thai disclosure will allow in order that the shareholders and all groups of stakeholders to be able to access to the Company's information conveniently, promptly and in a timely manner and support investment decisions through the channels and publications of the Stock Exchange of Thailand, press conference, meeting with analysts, Annual Registration Statements/Annual Reports (Form 56-1 One Report) as well as the Company's website, which is available in Thai and English versions.



### 3.1 Shareholding Structure

The Company has clearly disclosed the structure of shareholders with most updated information so that the users of the information are able to access to the accurate information of the Company by presenting details of the structures of the major shareholders and the proportion of the small shareholders. In addition, the Company doesn't allow one company and two other companies or more to hold each other's shares to take advantage of business clusters or to create structures of the group of companies. e.g., cross holding or pyramid holding", "or for the structure of the Company Group (For details, see "Diagram showing the Company Group's shareholding structure").

### 3.2 Report on Direct and indirect holding of Securities of Directors and Executives Management

The Company has a regulatory practice on the prevention of the insider trading by requiring that its directors and executives submit the list of their securities holding including those of their spouses, children who are minors and related persons and report on changes of the list to the Office of the Securities and Exchange Commission within 3 days from the date of purchase, selling, transferring or receiving the transfer of the securities. This is to comply with Section 59 of the Securities and Exchange Act B.E. 2535(1992) The directors and executives are also prohibited from buying and selling of the Company's securities one month prior to disclosure of financial statements to the public and forward the report on selling and buying of Company's shares to the Company Secretary to keep as evidence.

In 2022, the Company arranges to prepare a report on direct and indirect securities holdings of the directors and executives and also changes in securities holdings of the first 4 directors and senior executives at to the Board of Directors' meetings for acknowledgement 4 times in January, April, July and October. The details are as follows:

#### Report on Holding of Securities of Directors and Executives as of 31 December 2022

Name	Amount of Ordinary Shares (shares)			
	As of 31 December 2021	Acquired during year 2022	Disposed during year 2022	As of 31 December 2022
1. Dr.Prateep Tangmatitham	539,295,155	22,750,300	70,000	561,975,455
Spouse and Underage Children	112,735,250	11,038,600	-	123,773,850
2. Mrs.Ajchara Tangmatitham	112,735,250	11,038,600	-	123,773,850
Spouse and Underage Children	539,295,155	22,750,300	70,000	561,975,455
3. Mr.Tritecha Tangmatitham	2,115,700	73,400	-	2,189,100
Spouse and Underage Children	-	-	-	-
4. Mr.Anant Gatepithaya	-	2,300	-	2,300
Spouse and Underage Children	-	-	-	-

Name	Amount of Ordinary Shares (shares)			
	As of 31 December 2021	Acquired during year 2022	Disposed during year 2022	As of 31 December 2022
5. Assoc.Prof.Dr.Virach Aphimeteetamrong	2,789,332	2,300	-	2,791,632
Spouse and Underage Children	-	-	-	-
6. Assoc.Prof.Dr.Somjai Phagaphasvivat	-	2,300	-	2,300
Spouse and Underage Children	-	-	-	-
7. Assist.Prof.Aswin Bijayayodhin	-	2,300	-	2,300
Spouse and Underage Children	-	-	-	-
8. Mr.Atip Bijanonda	7,693,875	2,300	-	7,696,175
Spouse and Underage Children	-	-	-	-
9. Mr.Prasas Tangmatitam	-	-	-	-
Spouse and Underage Children	-	-	-	-
10. Mr.Krid Chancharoensuk	-	9,600	-	9,600
Spouse and Underage Children	-	-	-	-
11. Mrs.Varunee Lapitananuvat	-	18,300	-	18,300
Spouse and Underage Children	-	-	-	-
12. Mr.Punnapan Nengpetch	949,666	18,300	-	967,966
Spouse and Underage Children	-	-	-	-
13. Mr.Kittipong Sirilaktrakun	-	18,300	-	18,300
Spouse and Underage Children	646,716	-	-	646,716
14. Mr.Boonchai Chaiananbovorn	-	18,300	-	18,300
Spouse and Underage Children	-	-	-	-
15. Mrs.Siriporn Wangsapar	-	10,900	-	10,900
Spouse and Underage Children	-	-	-	-

### 3.3 Report on Vested Interest

The Company has complied with the policy on interest reporting. The company requires directors and executives to report their interests or those of related persons whose interests relate to the management of the Company or its subsidiaries to the Company. This is to allow the Company to have information to support its operations under the requirements relating to connected transactions. Such transaction may cause a conflict of interest and lead to the transfer of interests of the Company and its subsidiaries. In addition, directors and executives must perform fiduciary duties. They shall make decision without direct or indirect interests. As a result, information in such report is useful for monitoring the directors and executives to perform their duties in accordance with such principles, which is based on the Notification of the Capital Market Supervisory Board No. ThorJor 2/2552, Re: Reporting of Interests of Directors, Executives and Related Persons.



To acknowledge which connected transactions are considered to be connected transactions in determining the information of directors and executives required to report based on the Securities and Exchange Act B.E. 2534 (1991) as amended B.E. 2562 (2019) (Section 89/12), it stipulates that the Securities and Exchange Commission (SEC) shall determine the details and supervise the connected transactions of the listed companies. Accordingly, the SEC refers to the use of definitions in accordance with the Notification of the Capital Market Supervisory Board No. ThorJor 21/2551, Re: Rules on Connected Transactions.

Additionally, ThorJor 21/2551, Article 3, stipulates that the transaction between the Company or its subsidiaries and the directors, executives or related persons of the Company pursuant to Article 89/12 (Transactions of directors, executives or related persons holding shares of shares or having interests, directly or indirectly: Refer to sections relating to connected transactions) and Section 89/13 (Disclosure of the relationship between the transaction and the Company's ordinary business: Refer to only sections relating to connected transactions) requires the Company to comply with the Notification of the Securities and Exchange Commission *mutatis mutandis*. It also requires listed companies to comply with the rules set by the Stock Exchange *mutatis mutandis*.

Accordingly, regarding definitions, the Company refers to the relevant notifications as follows:

- 1) Securities and Exchange Act (Section 89/12)
- 2) Notification of the Capital Market Supervisory Board No. ThorJor. 21/2551, Re: Rules on Connected Transactions
- 3) Circular No. SEC.Chor. (Wor) 38/2551, Re: Instructions for Compliance with Section 89/12 (1) of the Securities and Exchange Act (No. 4) B.E. 2551 (2008)
- 4) Notification of the Securities and Exchange of Thailand, Re: Disclosure of information and Other Acts of Listed Companies Concerning Connected Transactions B.E. 2546 (2003)

Such report shall constitute information to support the Company's operations according to the requirement regarding related party transaction, which may cause conflict of interest and lead to the siphoning of interest of the Company and its subsidiaries. The directors and executives must also perform their duties with care and honesty and they shall make decision on the Company's matters without vested interest either directly or indirectly. The information in such report is, therefore, beneficial in monitoring and ensuring that the directors and executives perform their duties in accordance with such principles.

## Reporting

1. The directors and the executives are required to report to the Company their own stake, or those of their related persons in case of stake related to the management of business of the Company or its subsidiaries by filling in Form for Reporting on Stake of Directors and Executives (as in attached document).
  - First report: Reporting by the 15<sup>th</sup> of the following month from the date on which the transaction of interest is made
  - Report on changes in interest information: Reporting without delay within 3 business days from the date on which information is changed by specifying the ordinal number of such change
2. Directors and executives submit a report on their interests or those of related persons to the Company Secretary immediately or within the specified period.
3. The Company Secretary shall perform the following operations:
  - Submitting a copy of the report on interest under Section 89/14 to the Chairman of the Board of Directors and the Chairman of the Audit Committee within 7 business days from the date on which the Company has received such report
  - Retaining the report on interests reported by directors and executives to the Company
  - Disclosing the interests of directors and executives in the Annual Registration Statement/Annual Report (Form 56-1 One Report)

In 2022, there was no director, executive and related person having vested interest that may cause conflicts of interest.

### 3.4 Diversification of Communication Channels

For the disclosure of key information, the Company had done via various channels and the media on consistency basis to enable its shareholders and stakeholders to be informed entirely. The channels for dissemination are as follows:



#### 1. The Stock Exchange of Thailand

- 1) Annual Registration Statement / Annual Report (Form 56-1 One Report)
- 2) Financial Statement
- 3) Operational Results Report on a quarterly basis
- 4) Resolution of the Board and others



#### 2. The Securities and Exchange Commission



#### 3. Ministry of Commerce



#### 4. Newspaper





5. Magazine



6. Television



7. Press Release



8. The Company's website (www.supalai.com)



9. Document delivery notify shareholders by postal mail



10. Investor Relations (contact 0-2725-8888 Ext. 80168 or e-mail : ir\_spali@supalai.com)

In 2022, the Company disclosed the financial information, explanation on financial position analysis and operational results (Management Discussion and Analysis) including reports on information and important decision making to the Office of Securities and Exchange Commission and the Stock Exchange of Thailand and the shareholders regularly on a quarterly and an annual basis via the news system of the Stock Exchange of Thailand, while also disseminating information through the website of the Company in both Thai and English.

The financial statements of the Company had no qualified opinions from the auditors. The Company has no record of delays in submitting the quarterly and annual financial reports and has no notification from external regulatory organizations to correct the financial statements.

Besides, the Company publicized the invitation letters for shareholders' ordinary meetings supporting documents of the meetings, minutes of the latest shareholders' ordinary meeting and annual reports on the Company's website that can be easily downloaded. The Company also publicized the Annual Registration Statement / Annual Report (Form 56-1 One Report) within 120 days after the end of the fiscal year.

### 3.5 Investor Relations

The Board of Directors of the Company is well aware of its mission and duty to treat all shareholders equally by ensuring that the disclosure, both financial and non-financial information, is made correctly, fully, adequately, reliably and in a timely manner so the shareholders can receive information on an equitable basis as required by laws, relevant organizations and government agencies. The Investor Relations Section under Accounting and Finance Department is the Company's representative in communicating and supervising general investors, securities analysts, and shareholders. Information will be disseminated via various channels, ranging from the mass media, website, telephone, the Stock Exchange of Thailand, the Securities and Exchange Commission.

Before making any disclosure via various channels, in normal and urgent cases, it must be firstly considered by the Board of Directors for correctness, completeness, adequacy of information, before forwarding to the Stock Exchange of Thailand. Once forwarded to the Stock Exchange of Thailand, the financial statements will be disseminated via IR Website at www.supalai.com and www.shareinvestor.com.

The Company has taken proactive action by going out to visit analysts and investors, joining by its Managing Director and executives responsible for accounting and finance to give clarification and opportunity for investors, analysts, as well as those interested to make inquiry. There was also disclosure of information to the public, e.g. Annual Registration Statement / Annual Report (Form 56-1 One Report) information presented on the day of meeting with investors, etc., to ensure full compliance with relevant regulations. Furthermore, the Company had provided information and disseminated its operation results to investors, shareholders and those concerned on quarterly basis. There were press conferences and disclosure of information to the Stock Exchange of Thailand.

The Company established Investor Relations unit not only to communicate with the general investors, securities analysts, shareholders, being a center for disclosing important information, to the investors, but also to take care of the process of financial reports to equally reveal to the investors both in the country and overseas the results of the Company's operation, the trend of the revenue and future project development on a regular basis with complete and true information. The dissemination of information has been made at appropriate time through various channels including the media, website, telephone calls, the Stock Exchange of Thailand and the Office of Securities and Exchange Commission.

Activities	2020 : Times	2021 : Times	2022 : Times
Analyst Meeting	4	4	4
Credit Rating Review	1	1	1
Company Visit	-	-	9
Opportunity Day/Thailand Focus	2	2	3
Conference Call	30	28	14
Arranging the meeting of institutional investors and executives and visiting businesses	-	4	3

In addition, the Company has prepared the calendar of its activities in advance to disseminate information that is useful to investors, shareholders, analysts and the general public. The Company also revealed the operational results to the analysts, financial institutional investors, financial institutions and the media after every quarter and also held press conferences and disclosure of information to the Stock Exchange of Thailand to ensure that the Company has been completely in compliance with regulations stipulated in related laws. For investors and related persons who have queries and need more information, they can contact the Investor Relations Department of Supalai Public Company Limited, telephone 0-2725-8888 ext. 80168, e-mail: [ir\\_spali@supalai.com](mailto:ir_spali@supalai.com) or via Company's website ([www.supalai.com](http://www.supalai.com)).

The Company has publicized the Investor Relations' Code of Conduct in the Company's website, [www.supalai.com](http://www.supalai.com) both in Thai and English. In 2022, the Company presented the results of operations to analysts, investors and financial institutional investors, financial institutions and the media as planned.

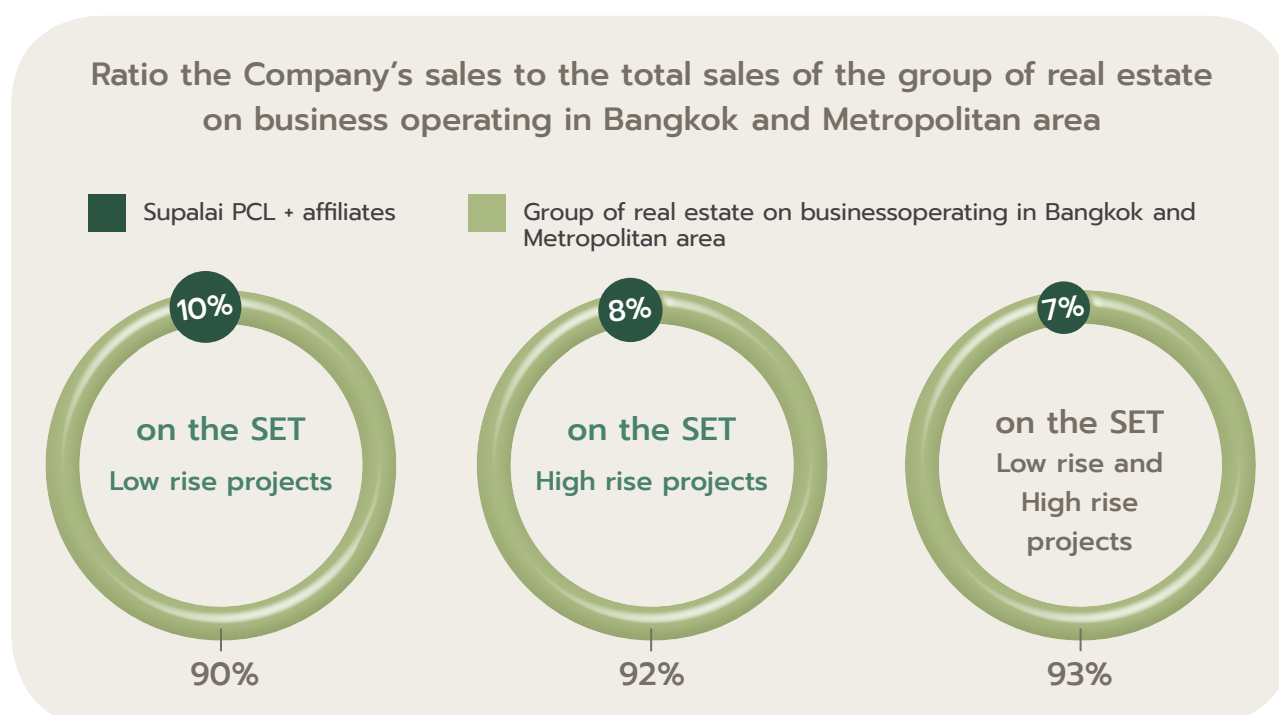


### 3.6 Market Share

The Company has a ratio of sales to the total sales made by the group of listed companies on the Stock Exchange of Thailand (SET) in the year 2022 as summarized below:

- For the group of low rise projects, the Company has a market share of approximately 10%
- For the group of high rise projects, the Company has a market share of approximately 8%

The Company's total market share amounts to approximately 7% of the entire shares achieved by the group of listed companies on the Stock Exchange of Thailand, details of which are illustrated below:



Source : AGENCY FOR REAL ESTATE AFFAIRS : AREA

## Chapter 4: Board of Directors' Responsibilities

### 4.1 Leadership and Visions

The Board of Directors has set a vision of being with a mission to Therefore, every kind of housing (single house, twin house, townhouse, and condominium) had been developed for the purpose of risk diversification and creating of growth potential. The Company had also developed energy-saving homes, paying attention to details in range of utilization, activity area placement, as well as materials and home-style designs. Furthermore, it was well aware that the energy and natural resources have been under depletion. It had, therefore, applied both science and art for home design and construction with energy efficiency and maximum benefits to the residents for customer satisfaction, whereby the Board of Directors has reviewed and granted approval to the visions and mission every year in order for the executives and the employees to set the goals in the same direction.