



# ESG Performance Report for Listed Companies in 2025

**CHARN ISSARA DEVELOPMENT PUBLIC COMPANY LIMITED**

Fiscal Year End 31 December 2025



# Table of Contents

	page
<b>Environment</b>	
Environmental management	1
Energy management	3
Water management	6
Waste management	9
Greenhouse gas management	11
<b>Social</b>	
Human rights	14
Fair labor practice	16
Responsibility to customers/ consumers	22
Responsibility to community/ society	25
<b>Corporate Governance and Economy</b>	
Corporate Governance Policy	27
Corporate Governance Structure	45
Performance Report on Corporate Governance	71
Corporate Sustainability Policy	88
Sustainability risk management	92
Sustainable supply chain management	97
Innovation development	98

# ESG Performance

Company Name : CHARN ISSARA DEVELOPMENT PUBLIC COMPANY LIMITED      Symbol : CI

Market : SET      Industry Group : Property & Construction      Sector : Property Development

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## Environmental management

### Information on environmental policy and guidelines

#### Environmental policy and guidelines

Environmental policy and guidelines : Yes

Environmental guidelines : Electricity management, Fuel management, Water resources and water quality management, Greenhouse gas and climate change management, Others : Paper management

#### Environmental Dimension of Sustainability Management

The company recognizes that its management practices have an impact, to varying degrees, on our planet. Therefore, it is evident that the company is attentive and committed to caring for the environment to the fullest extent possible, by initiating project designs that integrate environmental considerations into the thought and design process. The company is dedicated to developing environmental management and care in all its projects.

The company prioritizes management to mitigate greenhouse gas issues. The company continuously emphasizes environmental sustainability management. In the past, the company has operated and conducted its business in compliance with environmental laws, regulations, and rules relevant to its operations, reflecting its commitment to reducing negative environmental impacts. Furthermore, employees have been encouraged and supported to recognize the importance of environmental management.

(1) The company is currently collecting data to measure long-term performance (3-5 years). The year 2022 marks the beginning of data collection for the company (base year).

(2) Scope 2 greenhouse gas emissions are indirect greenhouse gas emissions from electricity consumption, calculated using the Carbon Footprint methodology from the Administrative Organization.

(3) In 2024, the company organized the POWER OF UNIFORM activity, which successfully reduced greenhouse gas emissions by 0.1014 TonCo2.

Reference link for environmental policy and guidelines : <https://investor-th.charnissara.com/sdr.html>

### Information on review of environmental policies, guidelines, and/or objectives over the past years

#### Review of environmental policies, guidelines, and/or goals over the past year

Review of environmental policies, guidelines, and/or goals over the past year : Yes

### Information on compliance with environmental management principles and standards

## Information on other environmental management

Plans, performance, and outcomes related to other environmental management

## Information on incidents related to legal violations or negative environmental impacts

Number of cases and incidents of legal violations or negative environmental impacts

	2023	2024	2025
Number of cases or incidents of legal violations or negative environmental impact (cases)	0	0	0

## Energy management

### Disclosure boundary in energy management in the past years

Boundary type : Company  
Total number of disclosure boundaries : -  
Actual number of disclosure boundaries : -  
Data disclosure coverage (%) : 0.00

### Information on energy management

#### Energy management plan

The company's energy management plan : No

### Information on setting goals for managing energy

#### Setting goals for managing electricity and/or oil and fuel

Does the company set goals for electricity and/or fuel management : No

### Information on performance and outcomes of energy management

#### Performance and outcomes of energy management

Performance and outcomes of energy management : No

### Information on electricity management

#### Companys electricity consumption<sup>(\*)</sup>

	2023	2024	2025
<b>Total electricity consumption within the organization (Kilowatt-Hours)</b>	146,427.86	133,190.80	151,643.71

	2023	2024	2025
Intensity ratio of total electricity consumption within the organization to total number of employees (Kilowatt-Hours / Person / Year)	1,853.52	1,548.73	1,995.31

Additional explanation : <sup>(\*)</sup> Exclude electricity consumption outside of the Company

### Electricity Consumption Intensity

	2023	2024	2025
Intensity of total electricity consumption within the organization (Kilowatt-Hours / m <sup>2</sup> )	N/A	N/A	N/A
Intensity of total electricity consumption within the organization (Kilowatt-Hours / m <sup>2</sup> )	N/A	N/A	N/A

### Electricity Expense <sup>(\*)</sup>

	2023	2024	2025
Total electricity expense (Baht)	1,030,753.25	932,335.60	1,061,505.97
Percentage of total electricity expense to total expenses (%) <sup>(**)</sup>	0.05	0.03	0.06
Percentage of total electricity expense to total revenues (%) <sup>(**)</sup>	0.05	0.03	0.05
Intensity ratio of total electricity expense to total number of employees (Baht / Person / Year)	13,047.51	10,841.11	13,967.18

Additional explanation : <sup>(\*)</sup> Exclude electricity expense outside of the Company

<sup>(\*\*)</sup> Total revenues and expenses from consolidated financial statement

### Information on fuel management

### Company's fuel expense <sup>(\*)</sup>

	2023	2024	2025
Total fuel expense (Baht)	N/A	N/A	N/A
Percentage of total fuel expense to total expenses (%)(**)	N/A	N/A	N/A
Percentage of total fuel expense to total revenues (%)(**)	N/A	N/A	N/A

Additional explanation : (\*) Exclude electricity expense outside of the Company

(\*\*) Total revenues and expenses from consolidated financial statement

### Information on total energy management (electricity + fuel)

#### Energy Consumption

	2023	2024	2025
Total energy consumption within the organization (Megawatt-Hours)	0.00	0.00	N/A

#### Energy Consumption Intensity

	2023	2024	2025
Intensity ratio of total energy consumption within the organization to total revenues (Megawatt-Hours / Thousand Baht of total revenues)(*)	0.00000000	0.00000000	N/A

Additional explanation : (\*) Total revenues and expenses from consolidated financial statement

## Water management

### Disclosure boundary in water management over the past years

Boundary type : Company  
Total number of disclosure boundaries : -  
Actual number of disclosure boundaries : -  
Data disclosure coverage (%) : 0.00

### Information on water management plan

#### Water management plan

The Company's water management plan : No

### Information on setting goals for water management

#### Setting goals for water management

Does the company set goals for water management : No

#### Details of setting goals for water management

### Information on performance and outcomes of water management

#### Performance and outcomes of water management

Performance and outcomes of water management : No

### Information on water management

#### Water withdrawal by source

	2023	2024	2025
Total water withdrawal (Cubic meters)	122.00	252.11	106.00

	2023	2024	2025
Intensity ratio of total water withdrawal to total number of employees (Cubic meters / Person / Year)	1.54	2.93	1.39
Intensity ratio of total water withdrawal to total revenues (Cubic meters / Thousand Baht of total revenues) <sup>(*)</sup>	0.00	0.00	0.00

Additional explanation : <sup>(\*)</sup> Total revenues and expenses from consolidated financial statement

### Water consumption

	2023	2024	2025
Total water consumption (Cubic meters)	122.00	252.11	106.00

### Water Consumption Intensity

	2023	2024	2025
Intensity ratio of total water consumption to total revenues (Cubic meters / Thousand Baht of total revenues) <sup>(*)</sup>	0.00005420	0.00008568	0.00005276
Intensity of total water consumption (Cubic meters / m <sup>2</sup> )	122.00000000	252.11000000	106.00000000

Additional explanation : <sup>(\*)</sup> Total revenues and expenses from consolidated financial statement

### Water withdrawal expenses

	2023	2024	2025
Total water withdrawal expense (Baht)	1,732.00	3,281.00	2,120.00

	2023	2024	2025
Percentage of total water withdrawal expense to total expenses (%) <sup>(*)</sup>	0.00	0.00	0.00
Percentage of total water withdrawal expense to total revenues (%) <sup>(*)</sup>	0.00	0.00	0.00
Intensity ratio of total water withdrawal expense to total number of employees (Baht / Person / Year)	21.92	38.15	27.89

Additional explanation : <sup>(\*)</sup> Total revenues and expenses from consolidated financial statement

## Waste management

### Disclosure boundary in waste management over the past years

Boundary type	:	Company
Total number of disclosure boundaries	:	-
Actual number of disclosure boundaries	:	-
Data disclosure coverage (%)	:	0.00

### Information on waste management plan

#### Waste management plan

The company's waste management plan : No

### Information on setting goals for waste management

#### Setting goals for waste management

Does the company set goals for waste management : No

#### Details of setting goals for waste management

### Information on performance and outcomes of waste management

#### Performance and outcomes of waste management

The company's performance and outcomes of waste management : No

### Information on waste management

#### Waste Generation<sup>(\*)</sup>

	2023	2024	2025
<b>Total waste generated (Kilograms)</b>	0.00	0.00	0.00
Intensity ratio of total waste generated to total revenues (Kilograms / Thousand Baht of total revenues) <sup>(**)</sup>	0.00	0.00	0.00

Additional explanation : <sup>(\*)</sup> Exclude the total weight of waste generated outside of the Company, which is not responsible for the waste disposal or treatment cost

<sup>(\*\*)</sup> Total revenues and expenses from consolidated financial statement

## Waste reuse and recycling

	2023	2024	2025
<b>Total reused/recycled waste (Kilograms)</b>	0.00	0.00	0.00

*Additional explanation :* Exclude the total weight of reused/recycled waste outside of the Company, which is not responsible for the waste disposal or treatment cost

## Greenhouse gas management

### Disclosure boundary in greenhouse gas management over the past years

Boundary type	: Company
Total number of disclosure boundaries	: -
Actual number of disclosure boundaries	: -
Data disclosure coverage (%)	: 0.00

### Information on greenhouse gas management plan

#### Greenhouse gas management plan

The company's greenhouse gas management plan : No

### Information on setting greenhouse gas emission goals

#### Setting greenhouse gas emission goals

Does the company set greenhouse gas management goals : Yes

Company's existing targets : Setting net-zero greenhouse gas emissions targets

#### Setting net-zero greenhouse gas emissions targets

##### Details of setting net-zero greenhouse gas emissions targets

Greenhouse gas emission scope	Base year(s)	Short-term target year	Long-term target year	Certification
Scope 1	2022 : Greenhouse gas emissions 79.15 tCO <sub>2</sub> e / Business unit	2026 : Reduced by 20% / Business unit in comparison to the base year	2028 : Reduced by 30% / Business unit in comparison to the base year	<ul style="list-style-type: none"><li>• Thailand Greenhouse Gas Management Organization (TGO) : None</li><li>• Science-based Targets (SBTi) : None</li></ul>

### Information on performance and outcomes of greenhouse gas management

## Performance and outcomes of greenhouse gas management

Performance and outcomes of greenhouse gas : No  
management

## Information on greenhouse gas management

### The company's greenhouse gas emissions

	2023	2024	2025
Total GHG emissions (Metrics tonne of carbon dioxide equivalents)	91.75	84.43	84.00
Total greenhouse gas emissions - Scope 2 (Metric tonnes of carbon dioxide equivalent)	91.75	84.43	84.00

### Greenhouse Gas Emissions Intensity

	2023	2024	2025
Intensity ratio of total GHG emissions to total revenues (Metric tonnes of carbon dioxide equivalent / Thousand Baht of total revenues) <sup>(*)</sup>	0.000041	0.000029	0.000042
Intensity ratio of total GHG emissions to total number of employees (Metric tonnes of carbon dioxide equivalent / Person)	1.16	0.98	1.11

Additional explanation : <sup>(\*)</sup> Total revenues and expenses from consolidated financial statement

## Information on verification of the company's greenhouse gas emissions over the past year

### Verification of the company's greenhouse gas emissions over the past year

Verification of the company's greenhouse gas : No  
emissions

## Information on reduction and absorption of greenhouse gas

### Reduction of Greenhouse Gas

	2023	2024	2025
Total reduced GHG (Metric tonnes of carbon dioxide equivalent)	0.00	0.00	0.00

**Absorption and removal of Greenhouse Gas**

	2023	2024	2025
Total absorbed and removal of GHG (Metric kilograms of carbon dioxide equivalent)	0.00	0.00	0.00

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## ESG Performance

Company Name : CHARN ISSARA DEVELOPMENT PUBLIC COMPANY LIMITED      Symbol : CI

Market : SET      Industry Group : Property & Construction      Sector : Property Development

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### Human rights

#### Information on social and human rights policies and guidelines

##### Social and human rights policy and guidelines

Social and human rights policy and guidelines : No

Social and human rights guidelines : Employee Rights

##### Sustainability Management in Social Dimension

The company has realized and regarded as the main mission in occupational health and safety management. as well as a guideline for safety control in the workplace To prevent health problems and accidents by giving importance to the care of personnel in the company. To have a working environment Be safe and healthy

Reference link for social and human rights policy and guidelines : [https://investor-th.charnissara.com/one\\_report.html](https://investor-th.charnissara.com/one_report.html)

#### Information on review of social and human rights policies, guidelines, and/or goals over the past year

##### Review of social and human rights policies, guidelines, and/or goals over the past year

Review of social and human rights policies, guidelines, and/or goals over the past year : No

#### Information on Human Rights Due Diligence : HRDD

##### Human Rights Due Diligence : HRDD

Does the company have an HRDD process : No

#### Information on incidents related to legal or social and human rights violations

##### Number of cases and incidents of significant legal or social and human rights violations

	2023	2024	2025
Total number of cases or incidents of significant legal or social and human rights violations (cases)	0	0	0
Total number of cases or incidents leading to significant labor disputes (cases)	0	0	0

## Fair labor practice

### Disclosure boundary in fair labor practice in the past years

Boundary type	:	Company
Data disclosure coverage (%)	:	0.00

### Information on employees and labor management plan

#### Employees and labor management plan

The company's employee and labor management plan	:	Yes
Employee and labor management plan implemented by the Company in the past year	:	Fair employee compensation, Employee training and development, Promoting employee relations and participation, Safety and occupational health at work

#### Policy and practices towards staff

- The Company fixes a fair staff remuneration commensurate with condition and nature of works, performance and the Company's capacity to afford such remuneration.
- The Company supports its staff to receive training and development in order to improve productivity and create an opportunity for staff's career path.
- The Company maintains a safe working environment for staff's own safety and their belongings.
- The Company has a project and direction to tackle corruption including supporting activities which support and educate all staff to be abided by laws and related regulations by personnel and administration department.
- Staff shall perform their duties with integrity in consideration of legitimate benefits of the Company despite some legal loopholes or loopholes in regulations, codes of conduct and the Company's announcement.

#### Policy on staff codes of conduct and practice towards other staff

- Staff shall carry out their duty with attentiveness, integrity, diligence and avoid any ethical misconduct.
- Staff shall respect rights of other staff including those of the management.
- Staff shall be in compliance with regulations and perform in accordance with the Company's rules and good tradition with or without written guidance.
- Staff shall forge and maintain unity among the workforce and shall refrain from any conducts which lead to defamation of the Company's reputation and its image.

Reference link for employee and labor management plan	:	<a href="https://investor.charnissara.com/cg_principle.html">https://investor.charnissara.com/cg_principle.html</a>
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## Information on setting employee and labor management goals

### Setting employee and labor management goals

Does the company set employee : No  
and labor management goals?

## Information on performance and outcomes for employee and labor management

### Performance and outcomes for employee and labor management

Performance and outcomes for employee and labor : No  
management

## Information on employment

### Employment

	2023	2024	2025
<b>Total Employment (Person)</b>	N/A	N/A	76
Percentage of employees to total employment (%)	N/A	N/A	100.00
<b>Total employees (persons)</b>	79	86	76
Male employees (persons)	31	32	28
Percentage of male employees (%)	39.24	37.21	36.84
Female employees (persons)	48	54	48
Percentage of female employees (%)	60.76	62.79	63.16

### Significant changes in the number of employees

Significant changes in number of employees over the : No  
past 3 Years

## Information on compensation of employees

### Employee remuneration by gender

	2023	2024	2025
<b>Total employee remuneration (baht)</b>	61,904,769.30	63,350,772.28	50,727,057.11
Total male employee remuneration (baht)	26,809,470.39	29,779,924.60	20,898,505.95
Percentage of remuneration for male employees (%)	43.31	47.01	41.20
Total female employee remuneration (baht)	35,095,298.91	33,570,847.68	29,828,551.16
Percentage of remuneration for female employees (%)	56.69	52.99	58.80
Average of remuneration of employees (Baht/persons)	783,604.67	736,636.88	667,461.28
Average of remuneration for male employees (Baht/persons)	864,821.61	930,622.63	746,375.18
Average of remuneration for female employees (Baht/persons)	731,152.04	621,682.35	621,428.15
Rate of average of remuneration between female employees and male employees	0.85	0.67	0.83

## Information on provident fund management

### Provident fund management policy and guidelines

Provident fund management policy and guidelines : Yes

There is an appropriate selection of provident funds, including flexible provident fund management policies.

Implementation of Investment Governance Code for : Yes

Institutional Investors ("I Code") by Company's  
Provident Fund Committee

### Participation in provident fund membership

### Details of provident fund participation

**Number of employees joining in PVD (persons)**

	2023	2024	2025
Number of employees eligible to participate in PVD (persons)	79	86	76
Number of employees joining in PVD (persons)	65	69	60
Number of PVD members / Total employees (%)	82.28	80.23	78.95
Number of PVD members / Total eligible employees (%)	82.28	80.23	78.95

**Amount of provident fund**

	2023	2024	2025
Total amount of provident fund contributed by employer (baht)	5,249,765.54	7,227,770.90	4,107,928.84

**Summary of employee PVD participation over the past year**

Company name	Employees participating in PVD (Yes/No)	Total number of employees (persons)	Number of employees eligible to participate in PVD (persons)	Number of employees joining in PVD (persons)	Number of PVD members / Total employees (%)	Number of PVD members / Total eligible employees (%)
CHARN ISSARA DEVELOPMENT PUBLIC COMPANY LIMITED	Yes	76	76	60	78.95	78.95

**Information on employee development****Employee training and development**

	2023	2024	2025
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	2023	2024	2025
Average employee training hours (Hours / Person / Year)	1.00	1.00	N/A
Total amount spent on employee training and development (Baht)	153,920.61	141,542.62	N/A
Percentage of training and development expenses (*) to total expenses (%)	0.000075	0.000052	N/A
Percentage of training and development expenses (*) to total revenue (%)	0.000068	0.000048	N/A

Additional explanation : (\*) Total revenues and expenses from consolidated financial statement

## Information on safety, occupational health, and work environment

### Statistic of accident and injuries of employees from work

	2023	2024	2025
Total number of lost time injury incidents by employees (Cases)	0	0	0

Additional explanation : (\*) The company with the total number of employees over 100 or more

(\*\*) The company with the total number of employees less than or equal to 100

## Information on promoting employee relations and participation

### Employee engagement

	2023	2024	2025
Total number of employee turnover leaving the company voluntarily (persons)	18	9	12
Total number of male employee turnover leaving the company voluntarily (persons)	6	1	7

	2023	2024	2025
Total number of female employee turnover leaving the company voluntarily (persons)	12	8	5
Proportion of voluntary resignations (%)	22.78	10.47	15.79
Percentage of male employee turnover leaving the Company voluntarily (%)	33.33	11.11	58.33
Percentage of female employee turnover leaving the Company voluntarily (%)	66.67	88.89	41.67

	2023	2024	2025
Evaluation result of employee engagement	No	No	No

**Employee internal groups**

Employee internal groups : Yes

Types of employee internal groups : Welfare committee

## Responsibility to customers/ consumers

### Information on responsibility to customers/consumers policy

#### Consumer data privacy and protection policy and guidelines

- Consumer data privacy and protection policy and guidelines : Yes
- Consumer data privacy and protection guidelines : Collection of personal data, Use or disclosure of data, Rights of data owners, Security measures of personal data
- Reference link to consumer data privacy and protection policy and guidelines : [https://investor-th.charnissara.com/cg\\_principle.html](https://investor-th.charnissara.com/cg_principle.html)

#### Responsible sales and marketing policy and guidelines

- Responsible sales and marketing policy and guidelines : Yes
- Responsible sales and marketing guidelines : Marketing communications that respect the law, adhere to relevant regulations, and consider consumer rights., Not supporting advertisements or promotional activities that encourage illegal acts or immoral conducts
- Reference link for responsible sales and marketing policy and guidelines :
- Page number of the reference link :

#### Policy and guidelines on communicating the impact of products and services to customers / consumers

- Policy and guidelines on communicating the impact of products and services to customers / consumers : Yes
- Policy and guidelines on communicating the impact of products and services to customers / consumers : Prohibition of exaggerated, inaccurate, or misleading marketing claims, Appropriate marketing communications through digital channels

### Information on customer management plan

#### Customer management plan

- Company's customer management plan : Yes
- Customer management plan implemented by the company in the past year : Responsible production and services for customers, Communication of product and service impacts to customers / consumers, Development of customer satisfaction and customer relationship, Consumer data privacy and protection

#### Polity and practices towards customer

- The Company shall strictly follow the business obligation towards customer and to ensure that its products and services are trustworthy.
- The Company shall give true and accurate information on its products without exaggeration for the customer to decide on adequate information.
- The Company shall keep confidential information of its customer and shall not making use of those for its own benefits or related parties undue benefits.

**Policy and practices towards trading partner and contractual counterpart**

- The Company shall arrange for a fair competition and selection of bidder on the basis of fair mutual benefits of the parties.
- The Company has a criterion in the selection and assessment of trading partner and contractual counterpart.
- The Company has a criterion in the selection and assessment of trading partner and contractual counterpart.
- The Company has arranged for an administration and follow up system to ensure that contractual obligations are duly followed and to prevent corruption in every process of the acquisition.
- The Company has a policy to keep confidential those information of trading partner and contractual counterpart for a fair and independent business conduct. It shall not engage in any improper business amongst business partner and contractual counterpart and shall not offer bribe, token or gifts to others in exchange for business interest.

Reference link for company's customer management : [https://investor-th.charnissara.com/cg\\_principle.html](https://investor-th.charnissara.com/cg_principle.html)  
plan

**Information on setting customer management goals**

**Setting customer management goals**

Does the company set customer management goals : Yes

**Details of setting customer management goals**

Target(s)	Indicator(s)	Base year(s)	Target year(s)
• Development of customer satisfaction and customer relationship	ustomer satisfaction	2024: -	2026: Customer satisfaction is above 95%.

**Information on performance and results of customer management**

**Performance and outcomes of customer management**

Performance and outcomes of customer : No

**Customer satisfaction**

	2023	2024	2025
Evaluation results of customer satisfaction	No	Yes	Yes

**Channels for receiving complaints from customers/consumers**

Company's channels for receiving complaints from : Yes  
customers/consumers

Telephone : 02-23082020

Fax : -

Email : cg@charnissara.com

Company's website : <https://www.charnissara.com/index.php>

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2922/200 10th fl., charn issara tower ii  
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huay kwang bnagkok 10310,

## Responsibility to community/ society

### Information on community development and engagement policies

#### Community development and engagement policies

Community development and engagement policies : Yes

Reference link for community development and engagement policies : [https://investor-th.charnissara.com/one\\_report.html](https://investor-th.charnissara.com/one_report.html)

### Information on community and social management plan

#### Community and social management plan

Company's community and social management plan : Yes

Community and social management plan implemented by the company over the past year : Employment and professional skill development, Education, Religion and culture, Forests and natural resources, Disadvantaged and vulnerable groups

#### Policy on social and public responsibility

- The Company has a policy to conduct business with a responsibility to protect environment. It shall comply with statutory laws and regulations including those rules and regulations of local administration authorities including an engagement in good public relation with the community where the Company or its project locates.
- The Company administrates its business with a target to prevent an environmental impact and consistently improves its operation to suite the environment as a continued effort.
- The Company has disclosed all activities related to social responsibility for the social acknowledgement of the Companys responsibility. It has also encouraged staff to get involved in those activities for sustainable development of the Company.
- The Company has arranged to report the sustainable social responsibility in the Companys Annual Report.

Reference link for company's community and social management plan : [https://investor-th.charnissara.com/cg\\_principle.html](https://investor-th.charnissara.com/cg_principle.html)

### Information on setting of community and social management goals

#### Setting of community and social management goals

Does the company set community and social management goals : No

### Information on outcomes and results of community and social management

## Performance and outcomes of community and social management

Performance and outcomes of community and social management : No

## Benefit from implementing social development project

### Financial benefits

Does the company measure the financial benefits from social development? : No

### Non-financial benefits

Does the company measure the non-financial benefits from social development? : No

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# ESG Performance

Company Name : CHARN ISSARA DEVELOPMENT PUBLIC COMPANY LIMITED      Symbol : CI

Market : SET      Industry Group : Property & Construction      Sector : Property Development

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## Corporate Governance Policy

### Information on overview of the policy and guidelines

#### Corporate governance policy and guidelines

Corporate governance policy and guidelines : Yes

Board of Directors has given importance to good corporate governance to increase competitiveness and confidence to shareholders, investors and all related parties. This is important in the operation of the company, to be efficient, transparent and reliable. It also supports management with honesty, emphasizing on enhancing competitiveness, add value to the business, create stable and sustainable growth as well as giving importance to the internal control system and internal audit. Treatment of shareholders and equal stakeholders, have business ethics to prevent conflicts of interest and disclose information sufficiently including taking into account the risks and appropriate risk management methods. Good Corporate Governance is therefore a matter that the Company attaches great importance to and essential to the operation of the company.

The Company has assessed the corporate governance in the group of "Very good" from the results of the survey on corporate governance of Thai listed companies in 2024 conducted by the Thai Institute of Directors Association with the Stock Exchange of Thailand and the Securities and Exchange Commission.

The Corporate Governance Policy is divided into 5 sections with details as follows:

#### Category 1 Shareholder Rights

Board of Directors be aware of the ownership rights of shareholders, especially the basic rights, which are trading or transfer of shares. To have a share of the profit of the enterprise, obtaining adequate information and information of the enterprise, attending the meeting for exercising the right to vote in the shareholders' meeting. To appoint or remove directors appoint an auditor and other matters that have an impact such as dividend allocation, determination or amendment of regulations and the memorandum of association, capital reduction or capital increase, and approval of various special items

Board of Directors will proceed for shareholders to acknowledge the rules and methods of attending the meeting and provide sufficient information for consideration on each agenda before the meeting at sufficient time. Opportunity to propose meeting agendas and give the right to grant proxies to others to attend the meeting. The shareholders were given opportunities to ask questions at both meetings and the Board of Directors and or send questions in advance.

Board of Directors therefore, the company has set guidelines for the rights of shareholders in the following matters.

#### 1. Shareholder Meeting

1.1 The company has a policy to support and promote and facilitate all groups of shareholders especially institutional shareholders attend the shareholders' meeting.

1.2 The company provides information on the date, time, place and agenda of the meeting with explanations and reasons for each agenda or accompanying the resolution requested as specified in the invitation letter and extraordinary shareholders or in the attachment of the meeting agenda which delivered to shareholders via registered mail at least 14 days prior to the meeting date and also disclosed on the Company's website.

1.3 The company has facilitated the shareholders to exercise their rights to attend the meeting and fully pronounced by organizing a meeting place where shareholders can travel to the meeting easily. The company currently holds a meeting place at the company which can travel to attend the meeting both by car, sky train, BTS, train and passenger boat.

1.4 The Company provides opportunities for shareholders to propose meeting agendas and send questions about the company in advance of the meeting date and inform shareholders through the Stock Exchange of Thailand and the Company's website as well.

1.5 The Company has provided proxy forms A, B and C for the shareholders to choose to use according to the convenience of the shareholders. In addition, the company has nominated 3 independent directors as an alternative to the shareholders' proxies as well.

## **2. Actions on the date of the shareholders' meeting**

2.1 The Company has applied technology in the shareholders' meeting such as bar code registration, vote aggregation processing in each agenda. So that the meeting can be done quickly, accurately and precisely.

2.2 All directors will attend every shareholder meeting, if they didn't have any necessary missions. So, the shareholders will have the opportunity to ask any questions.

2.3 The company determines that a resolution is made for each item. In the event that there are many items on that agenda, such as the appointment of directors and determine the remuneration of the board of directors.

2.4 The company has arranged to have independent persons. To count or examine the votes in the general meeting and extraordinary shareholders and disclose to the meeting and recorded in the minutes of the shareholders' meeting.

2.5 The Company has arranged for the use of voting cards in every agenda. Whether that agenda is more or less important, this is for transparency and verifiable in case of doubt or later dispute.

2.6 The chairman of the meeting allocated time to all shareholders. To have an opportunity to express opinions and to ask questions to the meeting in all matters relating to the company both directly and indirectly.

## **3. Preparation of meeting minutes and disclosure of the shareholders' meeting resolutions**

3.1 The company has prepared a detailed meeting report, recording the voting procedure and the display of scores to the meeting before proceeding to the meeting as well as providing opportunities for the shareholders to ask questions and recorded questions, answers, as well as the names of the questioners in the meeting minutes. The voting results are announced for each agenda on how many shareholders agree, disagree and abstain? What percentage of shareholders attend the meeting? Including the record of names of directors attending the meeting, absent director, staff of various departments whom attending the meeting and observations as well, such as auditors and financial or legal advisors, etc.

3.2 The company disclosed the voting on various agenda items of the general meeting and extraordinary shareholders within the meeting date or the next business day every time on the Company's website.

The company received 100 percent of the scores from the quality assessment of the 2024 shareholders' meeting.

## **Category 2 Equitable Treatment of Shareholders**

Board of Directors have a policy to treat all shareholders equally. Whether it is an executive shareholder, non-executive shareholder and foreign shareholders.

The committee has measures to prevent to not allow executives to use inside information for their own gain or others in a wrong way and requiring directors and executives to disclose information about their interests and stakeholders. In order for the Board of Directors to consider the transactions of the company that may have conflicts of interest and make decisions for the benefit of the company. By directors and executives who having an interest in transactions with the Company will not have the right to participate in the decision to make such transactions.

Board of Directors therefore, has established guidelines for treating equitable shareholders in the following matters.

## **1. Providing information before the shareholders' meeting**

1.1 The company has a policy to inform the schedule of the shareholders' meeting with agenda and the opinion of the Board of Directors on the Stock Exchange of Thailand and through the Company's website at least 28 days before the shareholders' meeting date.

1.2 Before the meeting, the company will inform the shareholders about the rules used in the meeting. Voting procedure including the right to vote in each agenda.

1.3 The Company has prepared an invitation letter for the shareholders' meeting in both Thai and English languages. To be published on the Company's website.

## **2. Protection of Minority Shareholders' Rights**

2.1 The Company has set rules for minority shareholders. Propose an agenda Meeting at least 3 months prior to the shareholders' meeting date for fairness and transparency in considering whether to increase the agenda proposed by the minority shareholders or not.

2.2 The Company has established procedures for minority shareholders. Propose a person to be a director. The names are submitted through the board of directors at least 3 months in advance of the shareholders' meeting date with information for considering the qualifications and the informed consent of the nominees.

2.3 The Company has a policy not to allow shareholders who are executives, add an agenda that is not informed in advance. Especially important agenda that shareholders need time to study information before making a decision.

2.4 The Company has assigned the shareholders to exercise their rights to appoint each director individually.

## **3. Prevention of Inside Information Usage**

The company has a policy to take care of the management and employees in using the Company's inside information for their own benefit by the executives and employees who have received inside information on the purchase or sale of the Company's securities must be suspended in the 1-month period before the Company announces its operating results (financial statements) or material news which affects the changes in the price of the securities, in the matter of financial statements. The deadline for posting the results is 45 days from the end of the quarter and 60 days from the end of the accounting period. In addition, the Company has required management to prepare and submit reports on the securities holding of spouses and underage children in the listed companies for which they are management. To the Office of the Securities and Exchange Commission as follows:

(1) The first shareholding report (Form 59-1) within 30 days from the closing date of the offer securities for sale to the public or the date of appointment as a director or executive.

(2) Report on changes in securities holding (Form 59-2) due to transfer purchase or accept transfer of securities within 3 business days from the date of trading, transfer or acceptance of transfer of such securities.

In addition, the management must send a copy of the securities holding report to the company. For the company to keep as evidence within the date the securities holding report must be submitted to the Securities and Exchange Commission. The company do not have any punishment measurement, if management is found to violate the Company's policy, however, in the event that directors and/executives violate such laws, the Company will coordinate with the governing body to take further legal action.

## **4. Interests of Directors**

4.1 The company has a requirement for directors to report their interests before considering such agenda and recorded in the board meeting minutes

4.2 The Company assigns directors who have significant interests in a manner that may prevent such directors from expressing independent opinions, refrain from participating in the consideration of that agenda.

## **Category 3 Roles of Stakeholders**

The Company has a policy to treat each group of stakeholders taking into account the rights of such stakeholders in accordance with the law or according to an agreement with the company should not take any action that violates the rights of those stakeholders and should set compensation measures in the event that stakeholders are damaged by rights violations.

The Company realizes the importance of participation of stakeholders in enhancing the Company's operating results. To create stability for the business and sufficiently disclose important information relevant to those stakeholders. In order to be able to act in such participation effectively, the company also has measures to report illegal act, accuracy of financial reports, defective internal control system and unethical practices to the Board of Directors through various channels, whereby the company will conceal the confidentiality of the said informant.

The company has a policy of social responsibility. Especially those that directly affect the business operation in full. To assure related parties that the Company's business operation takes into account environmental and social factors. For sustainable development with guidelines for doing the following:

### **1. The policy of treatment of stakeholders.**

1.1 The company has a treatment policy for each group of stakeholders as follows:

- (1) Determine the scope of customer care in terms of health, safety and compensation from the use of goods or services during the warranty period.
- (2) Procedures and protocols for partner selection or contractor.
- (3) Operate systematically to ensure that the Company's supply chain (Value Chain) is environmentally friendly and promote sustainable and consistent development.
- (4) good interaction with the community at the place of business and the company's project is located.
- (5) The Company has a program and approach to combat corruption. Including supporting activities that promote and instill in all employees obey the law and related regulations.
- (6) There is a guideline for non-infringement of creditors' rights.
- (7) Treat employees fairly. Including providing knowledge development and the potential of employees continuously.

1.2 The company has provided a channel for receiving and deal with stakeholders' requests by disclosing the process and channels for complaints or whistle-blowing from illegal acts or guilty of fraud, unethical or behavior that may imply corruption of people in the organization or violation of rights. Both from employees and stakeholders of all groups by assigning the Audit Committee to be the recipient of complaints in which all groups of stakeholders can submit clues or make a complaint through the company's website or by email directly at email: [cg@charnissara.com](mailto:cg@charnissara.com) or by mail at

Audit Committee

Charn Issara Development Public Company Limited 2922/200 New Petchburi Road, Bangkapi, Huaykwang, Bangkok 10320

Business hours Monday - Friday 8:30 AM - 5:00 PM.

### **2. Disclosure of Policy Compliance and preparing the social responsibility report**

2.1 The company has disclosed various activities to make society aware of the responsibility of the company and encourage employees to take part in doing so for the sustainable development of the company.

2.2 The company has prepared a sustainability report on social responsibility. This is a separate Sustainability Report in accordance with the Global Reporting Initiative (GRI) framework.

### **Category 4 Disclosure of Information and Transparency**

The company has a policy to disclose important information related to the company. Both financial information and the non-financial information that is correct, complete, timely and transparent through the channels of the Stock Exchange of Thailand and the Company's website.

The company has assigned the managing director to act as an informant and public relations by clearly setting the disclosure policy of information to the public. In addition, the Company has Investor Relations (IR) to communicate with third parties such as shareholders, institutional investors, general investors, analysts and related government sectors. By allowing them to meet with the management of the company as appropriate under the criteria that information that has been disclosed to the public with the following guidelines.

### **1. Disclosure of information**

1.1 The company has a mechanism to ensure that the information disclosed to investors is correct and sufficient to make decisions.

1.2 The company has a report on corporate governance policy, code of business ethics, risk management policy, and policies on environmental and social stewardship which has given their consent in summary and the results of the implementation of the said policy. Including cases that cannot comply with the aforementioned policies. The reports are available through the annual registration statement /annual report (Form 56-1 One report) and the Company's website.

1.3 The company reports the responsibilities of the Board of Directors for financial reports along with the auditor's report in the annual registration statement/annual report (Form 56-1 One report).

1.4 The company makes a description and the analysis of the management (Management Discussion and Analysis or MD&A) in order to disclose the annual financial statements in the annual registration statement /annual report (Form 56-1 One report) in order for investors to be informed information and have better understanding of the changes that occur to the financial position and operating results of the company each year, in addition to the numbers in the financial statements alone.

1.5 The company discloses the annual audit fee and other service fees provided by the auditor. In addition, roles and duties of the committees and sub-committees were disclosed. Number of meetings and the number of times each director attended the meeting in the past year and opinion from acting. Including continuing professional training and development of the committee in the Annual registration statement/annual report (Form 56-1 One report)

1.6 The company discloses the policy of remunerations to directors, senior management who reflects the obligation and the responsibility of each. In addition, the amount of remuneration disclosed includes the remuneration received by each director as a director of the subsidiary. A clear and transparent policy for directors' remuneration for the year 2020 has been disclosed in the section on executive compensation.

### **2. Minimum information that should be disclosed on the Company's website**

The company has published information according to the specified criteria and through the channels of the SET Annual Registration Statement/Annual Report (Form 56-1 One Report). In addition, the company has disclosed information in both Thai and English language through the company's website as well which consists of

- (1) Vision and mission of the company
- (2) Nature of business operation of the company
- (3) List of Board of Directors and Executives
- (4) Financial statements and reports on financial positions and operating results both current and previous years
- (5) Annual registration statement/Annual report (Form 56-1 One Report) which can be downloaded.
- (6) Information presented by the company to various media
- (7) Direct and indirect shareholding structure
- (8) Company group structure includes subsidiaries, associates, joint ventures, and special purpose vehicles or SPVs.
- (9) Major shareholders both direct and indirectly holding shares of 5% of the total issued shares and have the right to vote
- (10) Direct and indirect shareholding of directors, Major shareholders, Senior management
- (11) Invitation to the general meeting and extraordinary shareholders

- (12) Articles of Association memorandum and agreements of other group of shareholders (if any)
- (13) Policy on good corporate governance of the company
- (14) Risk management policy including ways to manage risks in various fields
- (15) Charter or duties, responsibilities, qualifications, term of office of the committee including matters that need to be approved by the Board of Directors
- (16) Charter or duties, responsibilities, qualifications, tenure of the Audit Committee and Remuneration Committee
- (17) Code of conduct for employees and directors of the company including the ethics of investor relations
- (18) Agency contact information or the person in charge of the investor relations

#### **Category 5 Responsibilities of the Board of Directors**

The Company has a policy for the Board of Directors to be independent in making decisions for the best interest of the Company and shareholders. With separation of roles and duties responsibility clearly between the board and the management and take care of the company There is a system of work to ensure that the Company's activities are carried out in a lawful manner and ethical.

Therefore, in order to perform the duties of the committee efficiently and effectiveness, the Board of Directors has established various sub-committees to help study and scrutinize the work as needed. Especially in cases where diagnostic neutrality is required and there is a clear policy, roles and responsibilities.

Reference link for the full version of corporate governance policy and guidelines : [https://investor-th.charnissara.com/cg\\_principle.html](https://investor-th.charnissara.com/cg_principle.html)

#### **Policy and guidelines related to the board of directors**

Are there policy and guidelines related to the board of directors : Yes

Guidelines related to the board of directors : Nomination of directors, Determination of director remuneration, Board performance evaluation, Corporate governance of subsidiaries and associated companies, Other guidelines related to the board of directors

#### **Nomination of directors**

The Board of Directors of the Company is selected by the Nomination Committee meeting to consider remuneration (Nomination and Remuneration Committee) in accordance with the criteria and the recruiting methods as follows.

1. Selecting an appropriate person to be a director of the Company to replace the directors who have completed their terms or select new directors, nomination by the Nomination Committee of the Company and the opportunity for small shareholders to propose a list of qualified persons under the Securities and Exchange Act. According to the qualifications set by the company to be elected as the company's directors. The invitation will be announced on the Company's website allowing shareholders to submit names and profiles of persons to the company.
2. Nomination and Remuneration Committee will select and nominate persons qualified persons according to the laws and regulations by considering experience, knowledge and ability that will benefit the company. In order for the Board of Directors to consider when the meeting of the Board of Directors has gone through a screening process with the approval of the company carefully. The company will propose a list of such persons for approval to elect as the Company's directors to the shareholders' meeting.

#### **(1) Criteria for selecting an independent director**

## Definition of Independent Directors

Charm Issara Development Public Company Limited has defined the definition of independent directors. To comply with the rules of the Securities and Exchange Commission and the Stock Exchange of Thailand as follows.

1. Independent directors must hold shares not more than 1% of the voting shares in the company, parent company, subsidiary company, associated company or juristic person that may have conflict of interest, including the shares held by related persons of that independent director.
2. Not being or having been a director who participates in management, employees, or consultants receiving regular salary or controlling person of the company, parent company, subsidiary company, associated company or juristic person who may have conflict. Unless, after having been discharged from the aforementioned characteristics for at least 2 years.
3. No blood relationship or by legal registration in the manner of parent, spouse, sibling and child, major shareholders, controlling person or a person who will be nominated as an executive or a controlling person of the company or subsidiary.
4. No business relationship with the company, parent company, subsidiary company, associated company or juristic person that may have conflict in a manner that may impede the independent exercise of judgment. Unless, after having been discharged from the aforementioned characteristics for at least 2 years.
5. Not being a director who has been appointed to represent the Company's directors, major shareholders or shareholders who are related to the major shareholders of the company.
6. Not having any other characteristics that prevent him or her from expressing independent opinions with regard to the Company's operations.

## (2) Selection of directors and top management

Nomination and Appointment of Directors and Executives

Selection of persons to be appointed as directors of the company, the Nominating Committee must go through a process whereby the Nominating Committee has established guidelines for the appointment of the Company's directors as follows:

1. Directors of the company must perform their duties in accordance with the law, objectives and articles of association of the company, as well as the resolutions of the shareholders' meeting.
2. At every annual general meeting to retire one third of the directors at the rate. If the number of directors cannot be divided into three parts, then give out by the number closest to one-third.
3. In the event that the shareholders' meeting passes a resolution requiring any director to vacate office prior to the expiration of the term, with a vote of not less than three-fourths of the number of shareholders attending the meeting and having the right to vote. And having shares counted together not less than one half of the number of shares held by the shareholders who attend the meeting and have the right to vote.

The regulations of the company, the shareholders' meeting shall elect directors in accordance with the following criteria and methods.

(1) A shareholder has one vote equal to one share per one vote.

(2) Each shareholder is required to use all his votes under (1) to elect one or more persons to be directors. But cannot divide the votes to any person.

Persons who receive the highest number of votes in descending order will be elected in the number of directors equal to the number of directors required or to be elected at that time. In the event that the persons elected in descending order have equal votes in excess of the number of directors required or to be elected at that time, the chairman of the meeting shall have a casting vote.

Recruiting a person for a position Chief Executive Officer and Managing Director, the Board of Directors will consider screening and recruiting qualified persons, have knowledge, skills, and experience that are beneficial to

the operations of the company and understand the business of the company as well. And able to manage work to achieve objectives goals set by the Board of Directors.

### **Recruitment and work of the Chief Executive Officer and direction**

Board of Directors Will select and nominate individuals. Persons with legal qualifications and specified criteria By considering experience, knowledge, and abilities that will be beneficial to the company for the Board of Directors to consider. When the Brit Board meeting The resolution has been approved. The company will inform shareholders further.

Reference link for Nomination of directors : [https://investor-th.charnissara.com/cg\\_principle.html](https://investor-th.charnissara.com/cg_principle.html)

### **Determination of director remuneration**

1. Remuneration of Directors is compared with the level of practice in the same industry, experience, duties, scope of roles and responsibilities. (Accountability and Responsibility) Including the benefits expected to receive from each director. Directors who have been assigned additional duties and responsibilities by members of the sub-committees will receive additional compensation as specified.

2. Remuneration of the Managing Director Conform to the principles and policies set by the Board within the framework approved by the shareholders' meeting and for the best interest of the company. The compensation level corresponds to the performance and taking into account the benefits that the shareholders receive as well as the sustainability of the company.

3. Remuneration Committee as a managing director assessor annually. To be used in determining the Managing Director's remuneration. The criteria were agreed in advance with the Managing Director on a concrete basis. This includes financial performance. contribution to the implementation of long-term strategic objectives. The above evaluation results were presented to the Board for consideration and approval and the chairman of the board will be the communicator. The result of consideration to the Managing Director for acknowledgment.

Reference link for Determination of director remuneration : [https://investor-th.charnissara.com/cg\\_principle.html](https://investor-th.charnissara.com/cg_principle.html)

### **Board performance evaluation**

#### **Board self-assessment and the assessment of the Chief Executive Officer**

In 2024, the Board of Directors has operated in the areas related to driving the business, including the hotel business, real estate business, and office buildings for rent. The Board of Directors has closely monitored the situation, including considering investments appropriately, and has conducted business in strict accordance with relevant regulations.

#### **1. Nomination, Development and Evaluation of the Board's Performance**

Board self-assessment and the assessment of the Chief Executive Officer

1.1 Board of Committees and Chief Executive Officer performance assessments will be performed manually at least once a year. In order for the Board of Directors to jointly consider the duties and responsibilities of the Board, achievements and problems during the past year. To improve by stipulating the norms that will be used to compare with the performance of the criteria. The evaluation form will be consistent with the Company's good corporate governance principles.

1.2 The Board performance assessment will assess both the faculty and the individual and disclose the criteria, procedures and overall assessment results in the annual report. By organizing the performance appraisal for the year 2024 as follows:

1. Self-Assessment Form of the entire Board of Directors
2. Performance Evaluation Form for the Audit Committee
3. Self-Assessment Form for Chief Executive Officer (CEO)

In December of every year, the Company Secretary Department will send self-assessment form of the committee and performance appraisal form of the audit committee and the performance appraisal form of the Chief Executive Officer including the risk assessment form. All committees shall independently assess themselves which after each director has finished evaluating, the form will be sent back to the company secretary to collect the evaluation form and summarize the results of the performance assessment analysis of the Board of Directors and presented to the Board of Directors meeting of the following year. (The assessment form used by the company as an assessment of the Stock Exchange of Thailand)

The 2024 Board of Directors 'self-assessment results were presented to the Board of Directors' Meeting No. 1/2024 on February 27, 2024, divided into 2 categories as follows:

**1. Self-Assessment of the entire Board of Directors by assessing in various fields which is,**

- 1.1 Structure and qualifications of the Board
- 1.2 Roles, duties and responsibilities of the Board
- 1.3 Board meetings
- 1.4 Performance of duties of directors
- 1.5 Relationship with the Management
- 1.6 Self-development of directors and development of executives

**2. Self-assessment of the digging committee by assessing the various aspects as**

- 2.1 The structure and qualifications of the Board are appropriate. Make the work of the board effectively.
- 2.2 Meeting of the sub-committees has been conducted in advance of the meeting schedule, the number of times and the duration of the meetings are sufficient. For the committee to act efficient meeting duties.
- 2.3 Roles, duties and responsibilities of the sub-committees

**3. Evaluation of the Chief Executive Officer (CEO) by assessing various aspects as follows**

- 3.1 Leadership
- 3.2 Strategy formulation
- 3.3 Implementation of the strategy
- 3.4 Planning and financial performance
- 3.5 Relationship with the Board
- 3.6 External relations
- 3.7 Administration and personnel relations
- 3.8 Succession 3.9 Knowledge of products and services
- 3.10 Personal features

Reference link for Board performance : [https://investor-th.charnissara.com/cg\\_principle.html](https://investor-th.charnissara.com/cg_principle.html)  
evaluation

**Corporate governance of subsidiaries and associated companies**

**Supervision of Operations of Subsidiaries and Associated Companies**

Nomination and Voting Rights to appoint a Director of Subsidiaries and Associated Companies operated by the person who is appointed as a director of a subsidiary or an associated company. Responsible for action in the best interests of that subsidiary or associated company. And the Company has required the appointed persons to be approved by the Board of Directors prior to voting or to exercise the right to vote on important matters at the same level as requiring the approval of the Board of Directors. If it is operated by the Company by itself, the sending of directors to represent the subsidiary or associated company is in accordance with the Company's shareholding proportion.

In addition, in the case of a subsidiary, the company requires the person appointed by the company to oversee the subsidiary company to have the regulations on connected transactions. The acquisition or disposition of assets or any other important transactions of the said company are complete and correct. And use the rules relating to the disclosure of information and the above transactions in the same manner as the Company's guidelines. Including the need to supervise the storage of information and accounting records of subsidiaries for the Company to be able to audit; And compiled to prepare the consolidated financial statements on time.

In this regard, the Board of Directors will consider reviewing matters that the Company still unable to comply with the principles of good corporate governance.

**(1) Regulatory mechanism supervises the management and be responsible for the operations of subsidiaries and associated companies.**

Nomination and Voting Rights to appoint a Director of Subsidiaries and Associated Companies Operated by the person who is appointed to be a director of a subsidiary or affiliate. They are responsible for taking action in the best interest of that subsidiary or associated company (not to the Company), in this regard, the sending of directors to represent the subsidiary or associated company must be in accordance with the Company's shareholding proportion.

In addition, in the case of a subsidiary, the Company has stipulated rules that the person appointed by the company must oversee the subsidiary company to have regulations on connected transactions. Acquisition or disposition of assets or making important transactions any other of the said company. Complete and correct including the need to supervise the storage of information and accounting records of subsidiaries for the Company to be able to audit; And compiled to prepare financial statements on time. In this regard, details of the directors of the subsidiary are shown in Attachment 2 (details of the directors of the subsidiary).

Reference link for Corporate governance of subsidiaries and associated companies : [https://investor-th.charnissara.com/cg\\_principle.html](https://investor-th.charnissara.com/cg_principle.html)

**Monitoring to ensure the implementation of the corporate governance policy and practice.**

**Monitoring to ensure the implementation of the corporate governance policy and practice.**

The Company realizes the importance of good corporate governance, relevant policies and practices have been established in the Company's corporate governance policy and business ethics. Along with promoting real action to build confidence among all groups of stakeholders.

In 2024, the company has followed up to ensure compliance with good corporate governance, covering the following areas:

- Section 1 Shareholder Rights
- Chapter 2 Equitable Treatment of Shareholders
- Chapter 3 Roles of Stakeholders
- Section 4 Disclosure of Information and Transparency
- Section 5 Responsibilities of the Board

**In business ethics, the company covers the following areas.**

- Conflict of Interest Prevention Policy
- Policy on the treatment and use of the Company's assets.
- Policy on giving or accepting gifts or entertainment
- Trading policy of the company. And the use of inside information

- Control System Policy Internal audit and financial reports
- Shareholder Responsibility Policy
- Treatment towards customers policy
- Treatment of business partners and contractors policy
- Treatment of employees policy
- Employee Conduct Policy And treatment of other employees
- Treatment of Competitors Policy
- Corporate Social Responsibility Policy

Where further details of the Company's corporate governance policy and business ethics. For more information, see Attachment 5 (Corporate Governance Policy and Guidelines and business ethics)

### Anti-corruption

The company has announced the intention Collective Action Coalition of the Thai private sector in combating corruption. With a policy to define duties and responsibilities, practice guidelines, appropriate action requirements channels for receiving clues pr make a complaint section on protection and confidentiality, investigations and penalties, dissemination of anti-corruption policy, etc.

The Company therefore has established "Anti-Corruption Policy" in writing. To be a clear practice guideline in business operations and develop into a sustainable organization. It also announced its intention to become one of Thailand's private sectors collective actions against corruption (Private Sector Collective Action Coalition Against Corruption (CAC)).

In 2023, the company was certified as a Private Sector Collective Action Coalition Against Corruption (CAC). The company will operate in accordance with the policies and guidelines set forth.

### Whistleblowing

The company has provided a channel for receiving and deal with stakeholders' requests by disclosing the process and channels for complaints or whistle-blowing from illegal acts or guilty of fraud or unethical behavior or behavior that may imply corruption of people in the organization or violation of rights. Both from employees, stakeholders of all groups by assigning the Audit Committee to be the recipient of complaints in which all groups of stakeholders can submit clues or make a complaint through the company's website or by email directly at email: [cg@charnissara.com](mailto:cg@charnissara.com) or by mail at

Audit Committee  
 Charn Issara Development Public Company Limited  
 2922/200 New Petchburi Road, Bangkok, Huaykwang, Bangkok 10320  
 Business hours Monday - Friday 8:30 AM - 5:00 PM.

In 2024, the company not received any complaints or whistleblowing from illegal activities. or commit an offense due to corruption, unethical conduct, or behavior that may indicate corruption. of any person in the organization.

### Policy and guidelines related to shareholders and stakeholders

- Policy and guidelines related to shareholders and stakeholders : Yes
- Guidelines and measures related to shareholders and stakeholders : Shareholder, Employee, Customer, Business partner, Creditor, Community and society

### Shareholder

Board of Directors have a policy to treat all shareholders equally. Whether it is an executive shareholder, non-executive shareholder and foreign shareholders.

The committee has measures to prevent to not allow executives to use inside information for their own gain or others in a wrong way and requiring directors and executives to disclose information about their interests and stakeholders. In order for the Board of Directors to consider the transactions of the company that may have conflicts of interest and make decisions for the benefit of the company. By directors and executives who having an interest in transactions with the Company will not have the right to participate in the decision to make such transactions.

Board of Directors therefore, has established guidelines for treating equitable shareholders in the following matters.

1. Providing information before the shareholders' meeting.
2. Protection of Minority Shareholders' Rights.
3. Prevention of Inside Information Usage.

Reference link for Shareholder : [https://investor-th.charnissara.com/cg\\_principle.html](https://investor-th.charnissara.com/cg_principle.html)

### **Employee**

- Treat employees fairly. Including providing knowledge development and the potential of employees continuously.
- The Company has a program and approach to combat corruption. Including supporting activities that promote and instill in all employees obey the law and related regulations.

Reference link for Employee : [https://investor-th.charnissara.com/cg\\_principle.html](https://investor-th.charnissara.com/cg_principle.html)

### **Customer**

- Determine the scope of customer care in terms of health, safety and compensation from the use of goods or services during the warranty period.

Reference link for Customer : [https://investor-th.charnissara.com/cg\\_principle.html](https://investor-th.charnissara.com/cg_principle.html)

### **Business partner**

- Procedures and protocols for partner selection or contractor.

Reference link for Business partner : [https://investor-th.charnissara.com/cg\\_principle.html](https://investor-th.charnissara.com/cg_principle.html)

### **Creditor**

- There is a guideline for non-infringement of creditors' rights.

Reference link for Creditor : [https://investor-th.charnissara.com/cg\\_principle.html](https://investor-th.charnissara.com/cg_principle.html)

### **Community and society**

- Operate systematically to ensure that the Company's supply chain (Value Chain) is environmentally friendly and promote sustainable and consistent development.
- good interaction with the community at the place of business and the company's project is located.

Reference link for Community and society : [https://investor-th.charnissara.com/cg\\_principle.html](https://investor-th.charnissara.com/cg_principle.html)

## **Information on business code of conduct**

### **Business code of conduct**

Business code of conduct : Yes

## **Code of Conduct and Business Ethics**

The company is committed to operating under the organization's core values of integrity, transparency, morality, and responsibility. The Board of Directors, executives, and all employees will adhere to the following principles:

### **1.1 Customers**

The company aims to provide customers with the utmost benefit and satisfaction by paying attention to protecting customer interests, offering quality products and services, providing fair service, and keeping customer information confidential.

### **1.2 Shareholders**

The company aims to conduct business efficiently, transparently, and create appropriate returns for shareholders by operating to achieve consistently good performance with an effective internal control system and conducting all actions fairly to all shareholders equally.

### **1.3 Employees**

The company considers all of its employees to be valuable. The company is committed to continuously developing its employees and promoting opportunities for advancement and stability with appropriate compensation based on knowledge and abilities.

### **1.4 Partners and Competitors**

The company treats partners and competitors fairly and maintains confidentiality under relevant rules and regulations, including not seeking information from partners and competitors unfairly and unjustly.

### **1.5 Creditors and Partners**

The company is committed to honesty in complying with the terms and conditions given to creditors and all types of business partners by operating under the terms and conditions, including the criteria and regulations set forth by law.

### **1.6 Society and Environment**

The company is committed to conducting business responsibly towards society and the environment, being cautious in considering any actions that may affect public sentiment, and encouraging employees to be aware of and responsible for the environment. The company will continuously and consistently improve its operations to be appropriate for the environment.

### **1.7 Conflict of Interest**

The company is committed to conducting business with the utmost benefit to customers and the company. The company will control, supervise, and give importance to transactions that may have conflicts of interest, connected transactions, or inappropriate intercompany transactions. Connected transactions are priced and have terms similar to transactions with external parties.

### **1.8 Disclosure of Information**

The company aims to disclose company information to shareholders, investors, and the general public accurately, completely, comprehensively, and timely, including compliance with relevant laws and regulations.

### **1.9 Corporate Governance**

The company is committed to adhering to good corporate governance principles, which have been updated for the new company to align with the ASEAN Corporate Governance Score card, a tool used to measure the level of "corporate governance of listed companies" for ASEAN countries. This makes it modern and consistent with the changing circumstances in the capital market and raises the standards and practices of good corporate governance of listed companies to have higher corporate governance standards. The company will also cooperate with organizations that regulate the company.

## **Ethics of Directors**

As the Board of Directors plays a vital role in leading the organization to success by setting policies and guiding the behavior of personnel in the company in the right direction, the Board of Directors therefore adheres to the following principles and practices in performing its duties:

### **1 Corporate Governance**

- Supervise the company's operations to avoid excessive risk to the company's stability.
- Perform duties with honesty, transparency, morality, and fairness to ensure that all decisions and actions are made with the best interests of the company in mind and will not discriminate against or refrain from acting against any particular person, based on the principle of equality.
- Perform duties professionally with knowledge, expertise, commitment, and caution, including using knowledge and management skills to their fullest potential.
- Not seeking personal gain or benefit for related parties by using or disclosing undisclosed or confidential inside information to outside parties or committing acts that create conflicts of interest, both intentionally and unintentionally, to third parties, and will not use information obtained from their position or work for personal financial gain and will not use such information for the financial benefit of others.
- Oversee the company's operations in accordance with relevant laws, regulations, and company policies, including preventing the concealment of factual information and ensuring accurate, complete, timely, and consistent reporting of information.
- Comply with laws and regulations related to business operations.
- Establish a Risk Management Policy, internal control, including a complaint-handling mechanism, and take action in case of whistleblowing to cover the entire organization.

### **2 Relationships with Shareholders, Customers, Creditors and Partners, and Employees**

- Directors are responsible to shareholders, such as in the disclosure of information, accounting practices, the use of inside information, and conflicts of interest, providing information to investors accurately, completely, equally, timely, with standards, and transparently.
- Protect the interests of customers at all times, pay attention and take full responsibility for customers regarding service, offer quality products, and maintain those standards.
- Conduct business within the framework of fair competition, not damaging the reputation of competitors, including not seeking information from competitors unfairly and unjustly.
- Ensure equal employment opportunities and other employee-related principles and ensure that employees have the necessary knowledge and skills to perform their jobs.

### **3 Social and Environmental Responsibility**

- Conduct business responsibly towards society and the environment.
- Exercise caution and care in any actions that may affect the public.
- Encourage employees to be aware of and responsible for the environment and encourage employee participation in such efforts for the sustainable development of the company. Employee ethics is divided into 4 categories as follows:

#### **1. Integrity**

Integrity is an essential fundamental quality of officers and executives at all levels. Officers and executives at all levels have the opportunity to reward and punish customers, damage customers, colleagues, shareholders, and society as a whole. Therefore, to ensure that customers, shareholders, and regulators have confidence and trust, all employees, officers, and executives must be honest, have integrity, be morally upright, perform their duties fairly, not be greedy, not take personal advantage, and uphold the interests of customers as well as the common good.

#### **2. Confidentiality**

In the company's business, confidentiality is the preservation of company information as well as customer information, which includes:

- Information about company assets
- Financial and accounting information of the company
- Customer information, names, and addresses
- Employee information of the company, both past and present
- Information about the company's partners
- Information about business contacts with other people

### **3. Professionalism**

The Board of Directors places importance on creating awareness among executives and employees at all levels of the company to behave within the framework of appropriate practices by taking into account moral, ethical, and fairness principles, which will result in a good image for the company's overall business.

### **4. Service to Community**

The company recognizes and places importance on caring for and being responsible for the community and society by organizing public relations operations to oversee safety, occupational health and safety, and the environment, including cooperating with government agencies and promoting various activities within the community.

Reference link for the full version of business code of conduct : [https://investor-th.charnissara.com/cg\\_principle.html](https://investor-th.charnissara.com/cg_principle.html)

## **Policy and guidelines related to business code of conduct**

Guidelines related to business code of conduct : Prevention of Conflicts of Interest, Anti-corruption, Whistleblowing and Protection of Whistleblowers, Prevention of Misuse of Inside Information, Gift giving or receiving, entertainment, or business hospitality

### **Prevention of Conflicts of Interest**

The company has established guidelines to prevent conflicts of interest as part of the Code of Conduct and Business Ethics, which are summarized as follows:

- Executives and employees shall avoid any actions that conflict with the interests of the company, whether arising from contact with the company's business associates, such as partners, customers, competitors, or from taking advantage of or using information obtained from being a director or employee for personal gain, and in terms of doing business that competes with the company or working outside of work.

of the company, which affects the work in the position.

- Executives and employees shall not disclose confidential information of the company to other persons during or after their employment with the company without proper authorization from the company.

- Executives, employees, and family members who participate in or hold shares in any activity that may benefit or create a conflict of interest with the company must notify the company in writing.

### **Anti-corruption**

The company has been certified as a member of the Private Sector Collective Action Coalition Against Corruption (CAC).

### **Whistleblowing and Protection of Whistleblowers**

The Company has provided channels for receiving and handling stakeholder grievances by disclosing procedures and channels for filing complaints or whistleblowing reports of illegal acts, fraud, ethical misconduct, or conduct that may indicate corruption by any person in the organization, or rights violations by employees and all stakeholder groups. The Audit Committee is assigned to receive complaints. All stakeholders can report tips or complaints through the Company's website or directly via email at: [cg@charnissara.com](mailto:cg@charnissara.com) Or by mail at

Audit Committee

Charn Issara Development Public Company Limited

2922/200 New Petchburi Road, Bangkok, Huai Khwang, Bangkok 10320

Business hours: Monday-Friday 08.30-17.00 hrs.

In 2024, the Company did not receive any complaints, grievances, or whistleblowing reports of illegal acts, fraud, ethical misconduct, or conduct that may indicate corruption by any person in the organization.

### **Prevention of Misuse of Inside Information**

- Executives and employees should avoid using inside information, especially material information that has not been disclosed to the public, for personal gain or for the benefit of individuals within the company. Buying or selling shares of the company, which affects the price or trading of the company's securities and related companies.
- Executives and employees should refrain from trading in the company's shares during the 1 month period prior to the release of financial statements or the disclosure of the company's status, including other material news and information. This has an impact on changes in the price of securities and should wait at least 24 hours after the information is disclosed to the public.
- Executives shall report the trading of securities of themselves, their spouses, and their minor children in listed companies in which they are executives to the Office of the Securities and Exchange Commission. and the stock market by following these procedures:

(1) Initial shareholding report (Form 59-1) within 30 days from the closing date of the public offering of securities or the date of appointment as a director or executive.

(2) Report of change in shareholding (Form 59-2) due to the sale, transfer or transfer of securities within 3 business days from the date of the sale, transfer or transfer of such securities.

- The executive shall submit 1 copy of the shareholding report to the company for the company to keep as evidence within the date the shareholding report must be submitted to the Office of the Securities and Exchange Commission.

Reference link for Prevention of Misuse of Inside Information : [https://investor-th.charnissara.com/cg\\_principle.html](https://investor-th.charnissara.com/cg_principle.html)

### **Gift giving or receiving, entertainment, or business hospitality**

- Employees should avoid giving or receiving any gifts or benefits from business partners or those who have business relationships with the company, except for appropriate value on festivals or customary occasions, which the recipient should consider appropriate. Receiving such gifts must not influence any business decisions of the recipient.
- If an employee receives gifts on customary occasions with an unusually high value from individuals with business relationships with the company, the employee shall report to the supervisor.

- Employees shall refrain from offering, giving benefits, or any assets to external parties to induce such persons to commit or omit any act that is illegal or improper to their position.

Reference link for Gift giving or receiving, entertainment, or business hospitality : [https://investor-th.charnissara.com/cg\\_principle.html](https://investor-th.charnissara.com/cg_principle.html)

### Promotion of compliance with the business code of conduct

Promotion for the board of directors, executives, and employees to comply with the business code of conduct : Yes

To facilitate understanding and communication among the board of directors, executives, and employees, it is common practice to establish a code of business ethics to compile and consolidate important policies and clear procedures. This promotes practical implementation throughout the organization, making it an integral part of the organizational culture and core values.

Reference link for the process of promotion for the board of directors, executives, and employees to comply with the business code of conduct : [https://investor-th.charnissara.com/cg\\_principle.html](https://investor-th.charnissara.com/cg_principle.html)

### Participation in anti-corruption networks

Participation or declaration of intent to join anti-corruption networks : Yes

Anti-corruption networks or projects the company has joined or declared intent to join : Thai Private Sector Collective Action Against Corruption (CAC)  
CAC membership certification status : Certified  
Certification document of CAC membership status : CI\_ประกาศเจตนารมณ์ 2565.pdf

### Information on material changes and developments in policy and corporate governance system over the past year

#### Material changes and developments related to the review of policy and guidelines in corporate governance system or board of directors charter

In the past year, did the company review the corporate governance policy and guidelines, or board of directors charter : Yes

Material changes and developments in policy and guidelines over the past year : No

## Implementation of the CG Code for listed companies

Implementation of the CG Code as prescribed by the : Mostly used in practice  
SEC

## Other corporate governance performance and outcomes

## Corporate Governance Structure

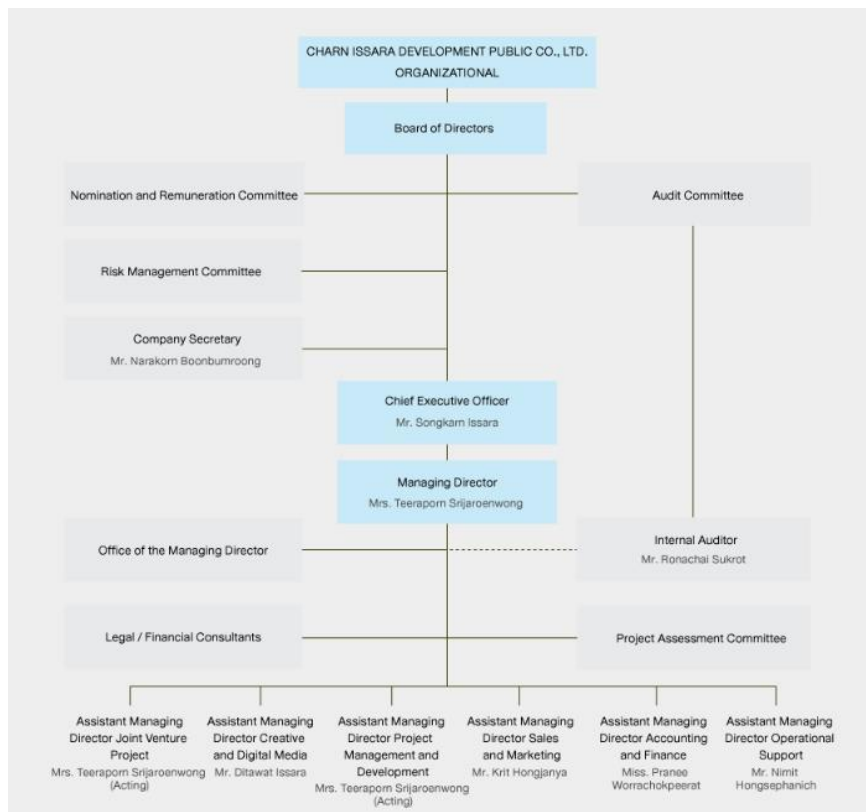
### Information on corporate governance structure

#### Corporate governance structure

#### Corporate governance structure diagram

Corporate governance structure as of date : 1 Mar 2023

#### Corporate governance structure diagram



#### Information on the board of directors

#### Information on the board of directors

#### Composition of the board of directors

	2023		2024		2025	
	Male (persons)	Female (persons)	Male (persons)	Female (persons)	Male (persons)	Female (persons)
Total directors	9		9		9	
	7	2	7	2	7	2
Executive directors	4		3		3	
	2	2	2	1	2	1
Non-executive directors	5		6		6	
	5	0	5	1	5	1
Independent directors	4		4		4	
	4	0	4	0	4	0
Non-executive directors who have no position in independent directors	1		2		2	
	1	0	1	1	1	1

	2023		2024		2025	
	Male (%)	Female (%)	Male (%)	Female (%)	Male (%)	Female (%)
Total directors	100.00		100.00		100.00	
	77.78	22.22	77.78	22.22	77.78	22.22
Executive directors	44.44		33.33		33.33	
	22.22	22.22	22.22	11.11	22.22	11.11
Non-executive directors	55.56		66.67		66.67	
	55.56	0.00	55.56	11.11	55.56	11.11
Independent directors	44.44		44.44		44.44	
	44.44	0.00	44.44	0.00	44.44	0.00
Non-executive directors who have no position in independent directors	11.11		22.22		22.22	
	11.11	0.00	11.11	11.11	11.11	11.11

Additional explanation : Displayed % (percentage) from proportion of total board of directors

	2023		2024		2025	
	Male (years)	Female (years)	Male (years)	Female (years)	Male (years)	Female (years)
Average age of board of directors	61		62		63	
	60	64	61	65	62	66

The information on each director and controlling person

List of the board of directors

List of directors	Position	First appointment date of director	Skills and expertise
<p>1. Mrs. SRIVARA ISSARA  Gender: Female  Age : 71 years  Highest level of education : Master's degree  Study field of the highest level of education : Business Administration  Thai nationality : Yes  Residence in Thailand : Yes  Family relationship between directors and executives : Have  Legal offenses in the past 5 years <sup>(*)</sup> : Doesnt Have  DAP course : Yes  DCP course : No</p>	<p>Chairman of the board of directors  (Non-executive directors)   Authorized directors as per the companys certificate of registration : No   Type of director : Existing director</p>	<p>28 Feb 2007</p>	<p>Economics, Banking, Property Fund &amp; REITs, Property Development</p>
<p>2. Mr. SONGKRAN ISSARA  Gender: Male  Age : 71 years  Highest level of education : Master's degree  Study field of the highest level of education : Economics  Thai nationality : Yes  Residence in Thailand : Yes  Family relationship between directors and executives : Have  Legal offenses in the past 5 years <sup>(*)</sup> : Doesnt Have  DAP course : Yes  DCP course : No</p> <p><b>Shareholding in the company</b></p> <ul style="list-style-type: none"> <li>• Direct shareholding : 313,634,494 Shares (29.400000 %)</li> </ul>	<p>Director  (Executive directors)   Authorized directors as per the companys certificate of registration : Yes   Type of director : Existing director</p>	<p>27 Jun 2002</p>	<p>Economics, Property Fund &amp; REITs, Property Development, Business Administration, Banking</p>

List of directors	Position	First appointment date of director	Skills and expertise
<p>3. Mr. PHISUD DEJAKAISAYA  Gender: Male  Age : 70 years  Highest level of education : Master's degree  Study field of the highest level of education : Law  Thai nationality : Yes  Residence in Thailand : Yes  Family relationship between directors and executives : Doesnt Have  Legal offenses in the past 5 years <sup>(*)</sup> : Doesnt Have  DAP course : Yes  DCP course : No</p> <p><b>Shareholding in the company</b></p> <ul style="list-style-type: none"> <li>• Direct shareholding : 8,167 Shares</li> </ul>	<p>Director  (Non-executive directors, Independent director)</p> <p>Authorized directors as per the companys certificate of registration : No</p> <p>Type of director : Existing director</p>	<p>10 Sep 2002</p>	<p>Law, Internal Control</p>

List of directors	Position	First appointment date of director	Skills and expertise
<p>4. Mr. WITIT RACHATATANUN  Gender: Male  Age : 71 years  Highest level of education : Doctoral degree  Study field of the highest level of education : Education  Thai nationality : Yes  Residence in Thailand : Yes  Family relationship between directors and executives : Doesnt Have  Legal offenses in the past 5 years <sup>(*)</sup> : Doesnt Have  DAP course : Yes  DCP course : No</p> <p><b>Shareholding in the company</b></p> <ul style="list-style-type: none"> <li>• Direct shareholding : 1,930,500 Shares (0.180000 %)</li> </ul>	<p>Director  (Non-executive directors, Independent director)</p> <p>Authorized directors as per the companys certificate of registration : No</p> <p>Type of director : Existing director</p>	10 Sep 2002	Internal Control, Governance/ Compliance, Corporate Management

List of directors	Position	First appointment date of director	Skills and expertise
<p>5. Mr. PINIT PUAPAN  Gender: Male  Age : 58 years  Highest level of education : Master's degree  Study field of the highest level of education : Economics  Thai nationality : Yes  Residence in Thailand : Yes  Family relationship between directors and executives : Doesnt Have  Legal offenses in the past 5 years <sup>(*)</sup> : Doesnt Have  DAP course : Yes  DCP course : No</p> <p><b>Shareholding in the company</b></p> <ul style="list-style-type: none"> <li>• Direct shareholding : 1,336,500 Shares</li> </ul>	<p>Director  (Non-executive directors, Independent director)</p> <p>Authorized directors as per the companys certificate of registration : No</p> <p>Type of director : Existing director</p>	<p>10 Sep 2002</p>	<p>Economics, Banking, Finance, Risk Management, Internal Control</p>

List of directors	Position	First appointment date of director	Skills and expertise
<p>6. Mrs. TEERAPORN SRIJAROENWONG  Gender: Female  Age : 61 years  Highest level of education : Master's degree  Study field of the highest level of education : Business Administration  Thai nationality : Yes  Residence in Thailand : Yes  Family relationship between directors and executives : Doesnt Have  Legal offenses in the past 5 years <sup>(*)</sup> : Doesnt Have  DAP course : Yes  DCP course : Yes</p> <p><b>Shareholding in the company</b></p> <ul style="list-style-type: none"> <li>• Direct shareholding : 44,550 Shares (0.004000 %)</li> </ul>	<p>Director  (Executive directors)</p> <p>Authorized directors as per the companys certificate of registration : Yes</p> <p>Type of director : Existing director</p>	10 Sep 2002	Property Fund & REITs, Property Development, Business Administration, Project Management, Marketing

List of directors	Position	First appointment date of director	Skills and expertise
<p>7. Mr. PRAVESVUDHI RAIVA  Gender: Male  Age : 74 years  Highest level of education : Bachelor's degree  Study field of the highest level of education : Political Science  Thai nationality : Yes  Residence in Thailand : Yes  Family relationship between directors and executives : Doesnt Have  Legal offenses in the past 5 years <sup>(*)</sup> : Doesnt Have  DAP course : Yes  DCP course : Yes</p>	<p>Director  (Non-executive directors, Independent director)   Authorized directors as per the companys certificate of registration : No   Type of director : Existing director</p>	17 Sep 2002	Economics, Food & Beverage, Corporate Management
<p>8. Mr. VORASIT ISSARA  Gender: Male  Age : 44 years  Highest level of education : Bachelor's degree  Study field of the highest level of education : International Hotels  Thai nationality : Yes  Residence in Thailand : Yes  Family relationship between directors and executives : Have  Legal offenses in the past 5 years <sup>(*)</sup> : Doesnt Have  DAP course : No  DCP course : No</p> <p><b>Shareholding in the company</b></p> <ul style="list-style-type: none"> <li>• Direct shareholding : 5,107,909 Shares (0.470000 %)</li> </ul>	<p>Director  (Non-executive directors)   Authorized directors as per the companys certificate of registration : No   Type of director : Existing director</p>	29 Apr 2015	Property Fund & REITs, Property Development, Brand Management, Digital Marketing

List of directors	Position	First appointment date of director	Skills and expertise
<p>9. Mr. DITAWAT ISSARA  Gender: Male  Age : 43 years  Highest level of education : Bachelor's degree  Study field of the highest level of education : Product Design  Thai nationality : Yes  Residence in Thailand : Yes  Family relationship between directors and executives : Have  Legal offenses in the past 5 years <sup>(*)</sup> : Doesnt Have  DAP course : No  DCP course : No</p> <p><b>Shareholding in the company</b></p> <ul style="list-style-type: none"> <li>• Direct shareholding : 19,584,454 Shares (1.860000 %)</li> </ul>	<p>Director  (Executive directors)</p> <p>Authorized directors as per the companys certificate of registration : Yes</p> <p>Type of director : Existing director</p>	14 Feb 2023	Property Development, Digital Marketing, Architecture

Additional explanation:

(\*) Any offense under the Securities and Exchange Act B.E. 2535 (1992) or the Derivatives Act B.E. 2546 (2003), only in the following cases:

(1) Dishonest act or gross negligence

(2) Disclosure or dissemination of false information or statements that may be misleading or conceal material facts that should be notified, which may affect decision making of shareholders, investors or other parties involved

(3) Unfair acts or exploitation of investors in trading securities or derivatives, or participation in, or support to, such acts.

(\*\*) Shareholdings by persons related to directors or executives as prescribed in Section 59 of the Securities and Exchange Act B.E. 2535 (1992), such as spouses or cohabiting couple (unmarried couples living together openly), minor children, etc.

List of board of directors who resigned / vacated their position during the year

List of the board of directors by position

List of the board of directors	Position	Executive directors	Non-executive directors	Independent directors	Non-executive directors who have no position in independent directors	Authorized directors as per the companys certificate of registration
1. Mrs. SRIVARA ISSARA	Chairman of the board of directors		✓		✓	
2. Mr. SONGKRAN ISSARA	Director	✓				✓
3. Mr. PHISUD DEJAKAISAYA	Director		✓	✓		
4. Mr. WITIT RACHATATANUN	Director		✓	✓		
5. Mr. PINIT PUAPAN	Director		✓	✓		
6. Mrs. TEERAPORN SRIJAROENWONG	Director	✓				✓
7. Mr. PRAVESVUDHI RAIVA	Director		✓	✓		
8. Mr. VORASIT ISSARA	Director		✓		✓	
9. Mr. DITAWAT ISSARA	Director	✓				✓
<b>Total (persons)</b>		<b>3</b>	<b>6</b>	<b>4</b>	<b>2</b>	<b>3</b>

#### Overview of director skills and expertise

Skills and expertise	Number (persons)	Percent (%)
1. Economics	4	44.44

Skills and expertise	Number (persons)	Percent (%)
2. Food & Beverage	1	11.11
3. Banking	3	33.33
4. Property Fund & REITs	4	44.44
5. Property Development	5	55.56
6. Law	1	11.11
7. Marketing	1	11.11
8. Finance	1	11.11
9. Digital Marketing	2	22.22
10. Brand Management	1	11.11
11. Project Management	1	11.11
12. Corporate Management	2	22.22
13. Architecture	1	11.11
14. Risk Management	1	11.11
15. Internal Control	3	33.33
16. Governance/ Compliance	1	11.11
17. Business Administration	2	22.22

**Information about the other directors** <sup>(\*)(\*\*)</sup>

	2023	2024	2025
The chairman of the board and the highest-ranking executive are from the same person	-	No	No
The chairman of the board is an independent director	-	No	No

	2023	2024	2025
The chairman of the board and the highest-ranking executive are from the same family	Yes	Yes	Yes
Chairman is a member of the executive board or taskforce	-	No	No
The company appoints at least one independent director to determine the agenda of the board of directors meeting	No	No	No

Additional explanation :

(\*) Composition of the Board of Directors is calculated from the Board of Directors data in the year 2022 onwards

(\*\*) If a remark is specified, the remark from the most recent year will be displayed

### The measures for balancing the power between the board of directors and the Management

The measures for balancing the power between the board of directors and the Management : Have

Methods of balancing power between the board of directors and Management : Increasing the proportion of independent directors to more than half

- The Board of Directors has established the board structure to consist of directors with various qualifications. Both in terms of skills, experience and talents that are beneficial to the company and there must be at least 3 non-executive directors including the number of years in the board of directors of each director.
- The board consists of persons with knowledge, experience and competence in various fields of not less than 5 and not more than 12 people.
- The Company has an independent board of directors who can provide independent opinions on the work of the management. In the amount specified by the Office of the SEC and non-independent directors in accordance with the fair proportion of the investments of each group of shareholders.
- The committee stipulates the term of office of the directors clearly as specified in the corporate governance policy.
- The committee has considered the qualifications of the person to be Independent Directors in order to give the independent directors of the Company true independence. Suitable for the characteristics of the company, the independence must at least be in accordance with the rules prescribed by the SEC and SET.
- Chairman of the Board of Directors and the managing director must not be the same person and have different duties and responsibilities. The board of directors determines the powers and duties of the chairman of the board and the Managing Director clearly so that no one has unlimited power.
- The board may elect an independent director to be the chairman of the board.

- The Board of Directors has established rules for holding positions in other companies. By considering the performance of the directors who hold positions in many companies. And to ensure that Directors can devote sufficient time to perform their duties in the company by stipulating the number of companies that each director can hold a position of not more than 5 listed companies for the efficiency of their performance as an efficient director.
- There is a clear delegation between the directors and the management by the Chief Executive Officer and Managing Director.

Reference link for the measures for balancing the power between the board of directors and the management : [https://investor-th.charnissara.com/cg\\_principle.html](https://investor-th.charnissara.com/cg_principle.html)

### **Information on the roles and duties of the board of directors**

Board charter : Have

1. Manage the company in accordance with the law, objectives and regulations of the company. As well as resolutions of the shareholders' meeting which are lawful with honesty and carefully protect the interests of the company.
2. Determine the direction of the Company's business operation and to control and monitor the Company's operations in accordance with the rules and regulations of relevant government agencies. Sufficient information is disclosed to shareholders and all related parties and to have transparent administration as well as for the maximum benefit to the shareholders.
3. Set goals, guidelines, policies, work plans and budgets of the company. Control, supervise, management to comply with the assigned policies except for the following matters The directors must be approved by the shareholders' meeting prior to the operation, such as the matters that the law requires to get the shareholders' resolution such as capital increase, capital reduction or the issuance of debentures. Trading or transfer of business of the company or the purchase or acceptance of transfer of business of other companies to the company or merging businesses with other persons or entities with the objective of sharing profit and loss together. Amendment or termination of the lease of all or significant parts of the Company's business. Assigning someone else to manage the business of the company, amendments to the memorandum of association or regulations merger or dissolution Directors' remuneration and gratuity payments, etc.
4. The Board of Directors may appoint a number of directors as it deems appropriate to be the Executive Committee. To perform duties assigned by the Board of Directors and the Board of Directors shall appoint an Executive Director to be the Chairman of the Executive Committee.
5. The Board of Directors may appoint a Chief Executive Officer and Managing Director or authorize any other person to operate the Company's business under the control of the Board. or may authorize such person to have the power as the Board deems appropriate and within the time the Board deems appropriate and the committee may cancel, revoke, change or amend such powers In the event that the Board of Directors has authorized the managing director or other person to act on behalf of the normal business operation. Such authorization must be in accordance with the resolution of the Board of Directors meeting attended by independent directors or members of the audit committee. If an independent director or a director who is a member of the audit committee opposes such authorization Opinions of the said directors must be clearly recorded in the minutes of the meeting. In this regard, such delegation must clearly

define the scope of powers, duties and responsibilities of the attorney. And must not have the nature of authorization that allows the attorney to approve transactions in which he or the person may have a conflict of interest or there may be a conflict of interest in any other manner with the Company or its subsidiaries.

6. Consider and approve the asset adoption. Or company assets or affiliated companies to be insured or enter any guarantees that cause encumbrances to the company.

7. To consider and approve investment in business expansion as well as joint ventures with other entrepreneurs.

8. Consider and approve the authorization within the company.

Reference link for the board charter : [https://investor-th.charnissara.com/cg\\_principle.html](https://investor-th.charnissara.com/cg_principle.html)

## Information on subcommittees

### Information on subcommittees

### Information on roles of subcommittees

## Roles of subcommittees

### Audit Committee

#### Role

- Audit of financial statements and internal controls
- Corporate governance

#### Scope of authorities, role, and duties

1. Review to ensure that the company has accurate and adequate financial reporting. By coordinating with the auditors and the management responsible for preparing financial reports both quarterly and annually.

2. Review to ensure that the company has an appropriate and effective internal control system and internal audit system and to consider the independence of the internal audit department as well as to give approval to consider the appointment, transfer and termination of the head of the internal audit unit or any other department responsible for internal auditing.

3. Review to ensure the company complies with the law on securities and exchange. SET's regulations and laws relating to the Company's business.

4. Consider, select and nominate an independent person to act as the Company's auditor and propose the audit fee as well as to attend meetings with the auditors with no management to attend the meeting at least once a year. Considering the reliability, adequacy of resources and the amount of audit work of that audit firm. This includes the experience of personnel assigned to audit the company's accounts.

5. Consider disclosure of the Company's information in the event of a connected transaction or a transaction that

may lead to a conflict of interest. To comply with the laws and regulations of the Stock Exchange of Thailand to ensure that such transactions are reasonable and it is in the best interest of the company.

6. Make a report of the Audit Committee, disclosed in the annual report of the company, which said the report was signed by the Chairman of the Audit Committee and must contain at least information as specified in the regulations of the Stock Exchange of Thailand.

- Commentary on accuracy, completeness It is the credibility of the company's financial reports.
- Opinions on the sufficiency of the Company's internal control system.
- Opinions on the compliance with the law on securities and exchange.
- Regulations of the SET or laws relating to the Company's business.
- Opinion on the suitability of the auditor.
- Opinion on transactions that may have conflicts of interest.
- Number of Audit Committee meetings and the attendance of each audit committee's meeting.
- Comments or overall observations received by the Audit Committee from the performance of their duties under the charter.
- Other items that the shareholders and general investors should know Within the scope of duties and responsibilities assigned by the Board of Directors.

7. Perform any other act as assigned by the Board of Directors with the approval of the Audit Committee and for the benefit of giving opinions on the Company's operations, the Audit Committee may hire experts to provide opinions on matters that require specialized expertise. In which the company is responsible for the expenses.

#### **Reference link for the charter**

[https://investor-th.charnissara.com/cg\\_principle.html](https://investor-th.charnissara.com/cg_principle.html)

### **Nomination and Remuneration Committee**

#### **Role**

- Director and executive nomination
- Remuneration

#### **Scope of authorities, role, and duties**

1. Consider and propose a list of suitable persons to serve as directors of the Company to the Board of Directors. To propose to the shareholders' meeting in the event that the position becomes vacant due to the completion of the agenda or in other cases.

2. To set criteria and evaluate the performance of the Board of Directors, Sub-committees, Chief Executive Officer and Managing Director annually. This is to be used in determining the remuneration of the Board of Directors, Sub-committees, Chief Executive Officer and Managing Director using the norms agreed in advance with the Chief

Executive Officer and Managing Director on concrete criteria. This includes financial performance, contribution to the implementation of long-term strategic objectives.

3. Consider the remuneration of the Board of Directors, sub-committees which includes monthly compensation, meeting allowances, annual bonuses to be proposed to the Board of Directors for their approval and/or the shareholders' meeting for approval.

4. Consider the remuneration of the Chief Executive Officer and Managing Director which includes monthly compensation, meeting allowances, annual bonuses by the Chairman of the Nomination and Remuneration Committee will communicate the results of the consideration to the Chief Executive Officer and the Managing Director.

5. Perform any other tasks assigned by the Board of Directors in connection with the nomination and remuneration of directors and senior management.

#### **Reference link for the charter**

[https://investor-th.charnissara.com/cg\\_principle.html](https://investor-th.charnissara.com/cg_principle.html)

### **Risk Management Committee**

#### **Role**

- Risk management

#### **Scope of authorities, role, and duties**

Duties and responsibilities of the Risk Committee

1. Establish a risk management policy to the Board of Directors. To consider overall risk management.
2. Determine strategy, organizational structure and resources used in the Company's risk management. To be in line with the risk management policy, as well as the Company's business strategy and direction.
3. Set risk limits or activities and propose to the Board of Directors. To seek approval as a basis for the performance of each type of risk.
4. Other matters as assigned by the Board of Directors.

#### **Reference link for the charter**

[https://investor-th.charnissara.com/cg\\_principle.html](https://investor-th.charnissara.com/cg_principle.html)

### **Information on each subcommittee**

#### **List of audit committee**

List of directors	Position	Appointment date of audit committee member	Skills and expertise
<p>1. Mr. PHISUD DEJAKAISAYA</p> <p>Gender: Male</p> <p>Age : 70 years</p> <p>Highest level of education : Master's degree</p> <p>Study field of the highest level of education : Law</p> <p>Thai nationality : Yes</p> <p>Residence in Thailand : Yes</p> <p>Expertise in accounting information review : No</p>	<p>Chairman of the audit committee</p> <p>(Non-executive directors, Independent director)</p> <p>Director type : Existing director</p>	10 Sep 2002	Law, Internal Control
<p>2. Mr. WITIT RACHATATANUN</p> <p>Gender: Male</p> <p>Age : 71 years</p> <p>Highest level of education : Doctoral degree</p> <p>Study field of the highest level of education : Education</p> <p>Thai nationality : Yes</p> <p>Residence in Thailand : Yes</p> <p>Expertise in accounting information review : No</p>	<p>Member of the audit committee</p> <p>(Non-executive directors, Independent director)</p> <p>Director type : Existing director</p>	10 Sep 2002	Internal Control, Governance/ Compliance, Corporate Management
<p>3. Mr. PINIT PUAPAN<sup>(*)</sup></p> <p>Gender: Male</p> <p>Age : 58 years</p> <p>Highest level of education : Master's degree</p> <p>Study field of the highest level of education : Economics</p> <p>Thai nationality : Yes</p> <p>Residence in Thailand : Yes</p> <p>Expertise in accounting information review : Yes</p>	<p>Member of the audit committee</p> <p>(Non-executive directors, Independent director)</p> <p>Director type : Existing director</p>	10 Sep 2002	Economics, Banking, Finance, Risk Management, Internal Control

Additional explanation :

(\*) Directors with expertise in accounting information review

List of audit committee members who resigned / vacated their position during the year

List of executive committee members

List of executive committee members who resigned / vacated their position during the year

#### Other Subcommittees

Subcommittee name	Name list	Position
Nomination and Remuneration Committee	Mr. PRAVESVUDHI RAIVA	The chairman of the subcommittee (Independent director)
	Mr. PHISUD DEJAKAISAYA	Member of the subcommittee (Independent director)
	Mr. WITIT RACHATATANUN	Member of the subcommittee (Independent director)
Risk Management Committee	Mr. SONGKRAN ISSARA	The chairman of the subcommittee
	Mrs. TEERAPORN SRIJAROENWONG	Member of the subcommittee
	Mr. PINIT PUAPAN	Member of the subcommittee (Independent director)
	Mrs. Kanitha Subpaasa	Member of the subcommittee

List of subcommittees who resigned / vacated their position during the year

Information on the executives

Information on the executives

List and positions of the executive

List of the highest-ranking executive and the next four executives

List of executives	Position	First appointment date	Skills and expertise
<p>1. Mr. SONGKRAN ISSARA</p> <p>Gender: Male</p> <p>Age : 71 years</p> <p>Highest level of education : Master's degree</p> <p>Study field of the highest level of education : Economics</p> <p>Thai nationality : Yes</p> <p>Residing in Thailand : Yes</p> <p>Highest responsibility in corporate accounting and finance : No</p> <p>Accounting supervisor : No</p>	<p>CEO</p> <p>(The highest-ranking executive)</p>	<p>27 Jun 2002</p>	<p>Economics, Property Fund &amp; REITs, Property Development, Business Administration, Banking</p>
<p>2. Ms. Orawan Eurumnuyrat (**)</p> <p>Gender: Female</p> <p>Age : 42 years</p> <p>Highest level of education : Bachelor's degree</p> <p>Study field of the highest level of education : Accounting</p> <p>Thai nationality : Yes</p> <p>Residing in Thailand : Yes</p> <p>Highest responsibility in corporate accounting and finance : No</p> <p>Accounting supervisor : Yes</p>	<p>The person supervising accounting</p>	<p>3 Dec 2018</p>	<p>Accounting</p>

List of executives	Position	First appointment date	Skills and expertise
<p>3. Mr. Nimit Hongsephanich Gender: Male Age : 50 years Highest level of education : Master's degree Study field of the highest level of education : Management Thai nationality : Yes Residing in Thailand : Yes Highest responsibility in corporate accounting and finance : No Accounting supervisor : No</p>	EVP-Operations	1 Feb 2021	Human Resource Management, Corporate Management
<p>4. Mr. DITAWAT ISSARA Gender: Male Age : 43 years Highest level of education : Bachelor's degree Study field of the highest level of education : Product Design Thai nationality : Yes Residing in Thailand : Yes Highest responsibility in corporate accounting and finance : No Accounting supervisor : No</p>	EVP-Creative and Digital Media	14 Feb 2023	Property Development, Digital Marketing, Architecture

List of executives	Position	First appointment date	Skills and expertise
<p>5. Ms. Pranee Worrachokpeerat<sup>(*)</sup>  Gender: Female  Age : 47 years  Highest level of education : Master's degree  Study field of the highest level of education : Business Administration  Thai nationality : Yes  Residing in Thailand : Yes  Highest responsibility in corporate accounting and finance : Yes  Accounting supervisor : No</p>	EVP-Finance and Accounting	1 Mar 2020	Finance, Business Administration
<p>6. Mr. Krit Hongjanya  Gender: Male  Age : 53 years  Highest level of education : Doctoral degree  Study field of the highest level of education : Communication Arts  Thai nationality : Yes  Residing in Thailand : Yes  Highest responsibility in corporate accounting and finance : No  Accounting supervisor : No</p>	EVP-Sales	4 Aug 2020	Marketing, Digital Marketing, Brand Management, Business Administration

List of executives	Position	First appointment date	Skills and expertise
7. Mrs. TEERAPORN SRIJAROENWONG Gender: Female Age : 61 years Highest level of education : Master's degree Study field of the highest level of education : Business Administration Thai nationality : Yes Residing in Thailand : Yes Highest responsibility in corporate accounting and finance : No Accounting supervisor : No	Managing Director	28 Feb 2025	Property Fund & REITs, Property Development, Business Administration, Project Management, Marketing

*Additional Explanation :*

*(\*) Highest responsibility in corporate accounting and finance*

*(\*\*) Accounting supervisor*

*(\*\*\*) Appointed after the fiscal year end of the reporting year*

#### **Organization structure diagram of the highest-ranking executive and the next four executives**

#### **Organization structure diagram of the highest-ranking executive and the next four executives from the top executive**

#### **Remuneration policy for executive directors and executives**

Criteria for compensation and the composition of the committee's remuneration Including the steps for considering directors' remuneration as follows:

##### **Criteria for consideration**

1. Consider duties and responsibilities and the work of the Board of Directors and sub-committees.
2. The type and size of the business, market, and competitors, whereby the said remuneration must be at an appropriate level, sufficient and motivating to retain quality directors.

##### **Compensation components**

1. Monthly compensation
2. Compensation per meeting

There is a process for considering and comparing compensation in the same industry group. and income groups at the same level, which the Thai Institute of Directors Association (Thai-IOD) has surveyed for consideration. The meeting of the Board of Directors presented the remuneration of the Board of Directors. and sub-committees.

Reference link for remuneration policy for executive directors and executives : [https://investor-th.charnissara.com/shareholder\\_meeting.html](https://investor-th.charnissara.com/shareholder_meeting.html)  
[https://investor-th.charnissara.com/shareholder\\_meeting.html](https://investor-th.charnissara.com/shareholder_meeting.html)

Does the board of directors or the remuneration committee have : Doesnt Have  
an opinion on the remuneration policy for executive directors and  
executives

#### Remuneration of executive directors and executives

##### Monetary remuneration of executive directors and executives

	2023	2024	2025
<b>Total remuneration of executive directors and executives (baht)</b>	55,600,738.56	57,267,302.85	52,598,235.24

##### Other remunerations of executive directors and executives

	2023	2024	2025
Company's contribution to provident fund for executive directors and executives (Baht)	3,000,000.00	3,473,548.91	2,540,000.00
Employee Stock Ownership Plan (ESOP)	No	No	No
Employee Joint Investment Program (EJIP)	No	No	No

##### Outstanding remuneration or benefits of executive directors and executives

Outstanding remuneration or benefits of executive : 0.00  
directors and executives in the past year

##### Other significant information

Other significant information

Assigned person

List of persons assigned for accounting oversight

General information	Email	Telephone number
1. Ms. Orawan Eurumnuyrat	orawan.e@charnissara.com	023082020

#### List of the company secretary

General information	Email	Telephone number
1. Acting Sub LT. Narakorn Boonbumrung	narakorn@charnissara.com	023082020

#### List of the head of internal audit or outsourced internal auditor

General information	Email	Telephone number
1. Mr. Ronnachai Sukrot	ronnachai@charnissara.com	023082020

#### List of the head of the compliance unit

General information	Email	Telephone number
1. Acting Sub Lt. Narakorn Boonbumrung	narakorn@charnissara.com	023082020

#### Head of investor relations

Does the Company have an appointed head of : Have  
investor relations

#### List of the head of investor relations

General information	Email	Telephone number
1. Ms. PRANEE WORRACHOKPEERAT	Pranee@charnissara.com	023082020

#### Company's auditor

##### Details of the companys auditor

Audit firms	Audit fee (Baht)	Other service fees	Names and general information of auditors
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Audit firms	Audit fee (Baht)	Other service fees	Names and general information of auditors
DELOITTE TOUCHE TOHMATSU JAIYOS AUDIT COMPANY LIMITED YAN NAWA SATHON Bangkok 10120 Telephone number +66 2034 0000	5,367,300.00	-	-

**Assigned personnel in case of a foreign company**

Does the company have any individual assigned to : No  
be representatives in Thailand

**List of designated individuals as representatives in Thailand**

## Performance Report on Corporate Governance

Information about the summary of duty performance of the board of directors over the past year

Summary of duty performance of the board of directors over the past year

Selection, development and evaluation of duty performance of the board of directors

### Information about the selection of the board of directors

List of directors whose terms have ended and have been reappointed

List of newly appointed director to replace the ex-director

List of newly appointed director not being replaced the ex-director

Selection of independent directors

#### Criteria for selecting independent directors

The Board of Directors of the Company is selected by the Nomination Committee meeting to consider remuneration (Nomination and Remuneration Committee) in accordance with the criteria and the recruiting methods as follows.

1. Selecting an appropriate person to be a director of the Company to replace the directors who have completed their terms or select new directors, nomination by the Nomination Committee of the Company and the opportunity for small shareholders to propose a list of qualified persons under the Securities and Exchange Act. According to the qualifications set by the company to be elected as the company's directors. The invitation will be announced on the Company's website allowing shareholders to submit names and profiles of persons to the company.

2. Nomination and Remuneration Committee will select and nominate persons qualified persons according to the laws and regulations by considering experience, knowledge and ability that will benefit the company. In order for the Board of Directors to consider when the meeting of the Board of Directors has gone through a screening process with the approval of the company carefully. The company will propose a list of such persons for approval to elect as the Company's directors to the shareholders' meeting.

Business or professional relationships of independent directors over the past year

Business or professional relationships of independent directors over the past year : No

## Selection of directors and the highest-ranking executive

### Method for selecting directors and the highest-ranking executive

Method for selecting persons to be appointed as directors through the nomination committee : Yes

Method for selecting persons to be appointed as the highest-ranking executive through the nomination committee : Yes

### Number of directors from major shareholders

### Rights of minority shareholders on director appointment

The company has given shareholders an opportunity to propose agenda items and nominate individuals to be considered for election as directors in advance. Before the date of the annual general meeting of shareholders where no shareholders propose any person to be considered for election as a director.

Method of director appointment : Method whereby each director requires approval votes more than half of the votes of attending shareholders and casting votes

### Setting qualifications for the selection of directors

### Details of qualifications for the selection of directors

## Information on the development of directors

### Development of directors over the past year

#### Details of the development of directors over the past year

List of directors	Participation in training in the past financial year	History of training participation
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List of directors	Participation in training in the past financial year	History of training participation
1. Mrs. SRIVARA ISSARA (Chairman of the board of directors)	Non-participating	-
2. Mr. SONGKRAN ISSARA (Director)	Non-participating	-
3. Mr. PHISUD DEJAKAISAYA (Director, Independent director)	Non-participating	-
4. Mr. WITIT RACHATATANUN (Director, Independent director)	Non-participating	-
5. Mr. PINIT PUAPAN (Director, Independent director)	Non-participating	-
6. Mrs. TEERAPORN SRIJAROENWONG (Director)	Non-participating	Thai Institute of Directors (IOD)  • 2024: Ethical Leadership Program (ELP)
7. Mr. PRAVESVUDHI RAIVA (Director, Independent director)	Non-participating	-
8. Mr. VORASIT ISSARA (Director)	Non-participating	-
9. Mr. DITAWAT ISSARA (Director)	Non-participating	Thai Institute of Directors (IOD)  • 2024: Ethical Leadership Program (ELP)

## Information on the evaluation of duty performance of directors

### Criteria for evaluating the duty performance of the board of directors

In December of every year, the Company Secretary Department will send self-assessment form of the committee and performance appraisal form of the audit committee and the performance appraisal form of the Chief Executive Officer

including the risk assessment form. All committees shall independently assess themselves which after each director has finished evaluating, the form will be sent back to the company secretary to collect the evaluation form and summarize the results of the performance assessment analysis of the Board of Directors and presented to the Board of Directors meeting of the following year. (The assessment form used by the company as an assessment of the Stock Exchange of Thailand)

### Evaluation of the duty performance of the board of directors over the past year

The results of the self-evaluation of the Board of Directors in 2025 were presented to the Board of Directors' Meeting No. 2/2026 on February 23, 2026, and were divided into 2 types as follows: evaluation of the performance of the Board of Directors and evaluation of the performance of subcommittees.

### Performance evaluation criteria for the executives

Performance evaluation criteria for the executives : Yes

The Company provides performance evaluation forms for the Company's senior executives.

### Information on meeting attendance and remuneration payment to each board member

#### Meeting attendance and remuneration payment to each board member

#### Meeting attendance of the board of directors

#### Meeting attendance of the board of directors

Number of the board of directors meeting over the : 8  
past year (times)

Date of AGM meeting : 24 Apr 2025

EGM meeting : No

#### Details of the board of directors' meeting attendance

Names of Board members	Meeting attendance of the board of directors			AGM meeting attendance			EGM meeting attendance		
	Attendance (times)	/	Meeting rights (times)	Attendance (times)	/	Meeting rights (times)	Attendance (times)	/	Meeting rights (times)

Names of Board members	Meeting attendance of the board of directors			AGM meeting attendance			EGM meeting attendance		
	Attendance (times)	/	Meeting rights (times)	Attendance (times)	/	Meeting rights (times)	Attendance (times)	/	Meeting rights (times)
1. Mrs. SRIVARA ISSARA (Chairman of the board of directors)	8	/	8	1	/	1		/	
2. Mr. SONGKRAN ISSARA (Director)	8	/	8	1	/	1		/	
3. Mr. PHISUD DEJAKAISAYA (Director, Independent director)	8	/	8	1	/	1		/	
4. Mr. WITIT RACHATATANUN (Director, Independent director)	8	/	8	1	/	1		/	
5. Mr. PINIT PUAPAN (Director, Independent director)	8	/	8	1	/	1		/	
6. Mrs. TEERAPORN SRIJAROENWONG (Director)	8	/	8	1	/	1		/	
7. Mr. PRAVESVUDHI RAIVA (Director, Independent director)	8	/	8	1	/	1		/	

Names of Board members	Meeting attendance of the board of directors			AGM meeting attendance			EGM meeting attendance		
	Attendance (times)	/	Meeting rights (times)	Attendance (times)	/	Meeting rights (times)	Attendance (times)	/	Meeting rights (times)
8. Mr. VORASIT ISSARA (Director)	7	/	8	1	/	1		/	
9. Mr. DITAWAT ISSARA (Director)	7	/	8	1	/	1		/	

#### Summary of the board of directors meeting attendance rate

Names of directors	Board of directors meeting attendance rate	AGM meeting attendance rate	EGM meeting attendance rate
1. Mrs. SRIVARA ISSARA (Chairman of the board of directors)	8/8 (100.00%)	1/1 (100.00%)	N/A
2. Mr. SONGKRAN ISSARA (Director)	8/8 (100.00%)	1/1 (100.00%)	N/A
3. Mr. PHISUD DEJAKAISAYA (Director)	8/8 (100.00%)	1/1 (100.00%)	N/A
4. Mr. WITIT RACHATATANUN (Director)	8/8 (100.00%)	1/1 (100.00%)	N/A
5. Mr. PINIT PUAPAN (Director)	8/8 (100.00%)	1/1 (100.00%)	N/A
6. Mrs. TEERAPORN SRIJAROENWONG (Director)	8/8 (100.00%)	1/1 (100.00%)	N/A
7. Mr. PRAVESVUDHI RAIVA (Director)	8/8 (100.00%)	1/1 (100.00%)	N/A

Names of directors	Board of directors meeting attendance rate	AGM meeting attendance rate	EGM meeting attendance rate
8. Mr. VORASIT ISSARA (Director)	7/8 (87.50%)	1/1 (100.00%)	N/A
9. Mr. DITAWAT ISSARA (Director)	7/8 (87.50%)	1/1 (100.00%)	N/A
<b>Average meeting attendance rate</b>	<b>97.22%</b>	<b>100.00%</b>	<b>N/A</b>

Detailed justification for the Company director's non-attendance at the Board of Directors' meeting

## Remuneration of the board of directors

### Types of remuneration of the board of directors

Directors' remuneration for 2025, remuneration which is paid monthly. And meeting allowances are paid according to the number of meetings attended as follows:

Remuneration of the board of directors

Details of the remuneration of each director over the past year

Names of directors / Board of directors	Company				Total monetary remuneration from subsidiaries (Baht)
	Meeting allowance	Other monetary remuneration	Total (Baht)	Non-monetary remuneration	
<b>1. Mrs. SRIVARA ISSARA (Chairman of the board of directors)</b>			<b>704,000.00</b>		<b>0.00</b>
Board of Directors (Chairman of the board of directors)	0.00	704,000.00	704,000.00	-	
<b>2. Mr. SONGKRAN ISSARA (Director)</b>			<b>308,000.00</b>		<b>0.00</b>
Board of Directors (Director)	0.00	308,000.00	308,000.00	No	
Risk Management Committee (The chairman of the subcommittee)	0.00	0.00	0.00	No	
<b>3. Mr. PHISUD DEJAKAISAYA (Director, Independent director)</b>			<b>528,000.00</b>		<b>0.00</b>
Board of Directors (Director)	0.00	308,000.00	308,000.00	No	
Audit Committee (Chairman of the audit committee)	200,000.00	0.00	200,000.00	No	

Names of directors / Board of directors	Company				Total monetary remuneration from subsidiaries (Baht)
	Meeting allowance	Other monetary remuneration	Total (Baht)	Non-monetary remuneration	
Nomination and Remuneration Committee (Member of the subcommittee)	20,000.00	0.00	20,000.00	No	
<b>4. Mr. WITT RACHATATANUN (Director, Independent director)</b>			<b>448,000.00</b>		<b>0.00</b>
Board of Directors (Director)	0.00	308,000.00	308,000.00	No	
Audit Committee (Member of the audit committee)	120,000.00	0.00	120,000.00	No	
Nomination and Remuneration Committee (Member of the subcommittee)	20,000.00	0.00	20,000.00	No	
<b>5. Mr. PINIT PUAPAN (Director, Independent director)</b>			<b>398,000.00</b>		<b>0.00</b>
Board of Directors (Director)	0.00	308,000.00	308,000.00	No	
Audit Committee (Member of the audit committee)	90,000.00	0.00	90,000.00	No	

Names of directors / Board of directors	Company				Total monetary remuneration from subsidiaries (Baht)
	Meeting allowance	Other monetary remuneration	Total (Baht)	Non-monetary remuneration	
Risk Management Committee (Member of the subcommittee)	0.00	0.00	0.00	No	
<b>6. Mrs. TEERAPORN SRIJAROENWONG (Director)</b>			<b>308,000.00</b>		<b>0.00</b>
Board of Directors (Director)	0.00	308,000.00	308,000.00	No	
Risk Management Committee (Member of the subcommittee)	0.00	0.00	0.00	No	
<b>7. Mr. PRAVESVUDHI RAVA (Director, Independent director)</b>			<b>348,000.00</b>		<b>0.00</b>
Board of Directors (Director)	0.00	308,000.00	308,000.00	No	
Nomination and Remuneration Committee (The chairman of the subcommittee)	40,000.00	0.00	40,000.00	No	
<b>8. Mr. VORASIT ISSARA (Director)</b>			<b>308,000.00</b>		<b>0.00</b>
Board of Directors (Director)	0.00	308,000.00	308,000.00	-	

Names of directors / Board of directors	Company				Total monetary remuneration from subsidiaries (Baht)
	Meeting allowance	Other monetary remuneration	Total (Baht)	Non-monetary remuneration	
<b>9. Mr. DITAWAT ISSARA (Director)</b>			<b>308,000.00</b>		<b>0.00</b>
Board of Directors (Director)	0.00	308,000.00	308,000.00	No	
<b>10. Mrs. Kanitha Subpaasa (Member of the subcommittee)</b>			<b>0.00</b>		<b>0.00</b>
Risk Management Committee (Member of the subcommittee)	0.00	0.00	0.00	No	

#### Summary of the remuneration of each committee over the past year

Names of board members	Meeting allowance	Other monetary remuneration	Total (Baht)
1. Board of Directors	0.00	3,168,000.00	3,168,000.00
2. Audit Committee	410,000.00	0.00	410,000.00
3. Nomination and Remuneration Committee	80,000.00	0.00	80,000.00
4. Risk Management Committee	0.00	0.00	0.00

#### Summary of the remuneration of the board of directors

	2023	2024	2025

	2023	2024	2025
Meeting allowance (Baht)	640,000.00	5,402,000.00	490,000.00
Other monetary remuneration (Baht)	4,728,900.00	0.00	3,168,000.00
Total (Baht)	5,368,900.00	5,402,000.00	3,658,000.00

### Remunerations or benefits pending payment to the board of directors

Remunerations or benefits pending payment to the : 0.00  
board of directors over the past year  
(Baht)

### Information on corporate governance of subsidiaries and associated companies

#### Corporate governance of subsidiaries and associated companies

#### Mechanism for overseeing subsidiaries and associated companies

Does the Company have subsidiaries and associated : Yes  
companies

Mechanism for overseeing subsidiaries and : Yes  
associated companies

Mechanism for overseeing management and taking : The determination of the scope of duties and  
responsibility for operations in subsidiaries and responsibilities of directors and executives as company  
associated companies approved by the board of representatives in establishing important policies  
directors

Nomination and Voting Rights to appoint a Director of Subsidiaries and Associated Companies operated by the person who is appointed as a director of a subsidiary or an associated company. The Company has a duty to act in the best interests of that subsidiary or associated company, and the Company requires that the appointed person must be approved by the Board of Directors before voting. Or to exercise the right to vote on important matters at the same level as requiring the approval of the Board of Directors. If it is operated by the Company by itself, the sending of directors to represent the subsidiary or associated company is in accordance with the Company's shareholding proportion.

In addition, in the case of a subsidiary, the company requires the person appointed by the company to oversee the subsidiary company to have the regulations on connected transactions. The acquisition or disposition of assets or any other important transactions of the said company are complete and correct. And use the rules relating to the disclosure of information and the above transactions in the same manner as the Company's guidelines. Including the need to supervise the storage of information and accounting records of subsidiaries for the Company to be able to audit; compiled to prepare the consolidated financial statements on time.

## Information on the monitoring of compliance with corporate governance policy and guidelines

### The monitoring of compliance with corporate governance policy and guidelines

#### Prevention of conflicts of interest

##### Operations for conflict of interest prevention over the past year

Has the company operated in preventing conflicts of interest over the past year : Yes

The policy on the prevention of conflicts of interest is available at: <https://investor.charnissara.com/th/governance/corporate-documents-policies>

##### Number of cases or issues related to conflict of interest

	2023	2024	2025
Total number of cases or issues related to conflict of interest (cases)	0	0	0

#### Prevention of the use of inside information to seek benefits

##### Operations for prevention of the use of inside information to seek benefits over the past year

Has the company operated in preventing the use of inside information to seek benefits over the past year : No / In progress

##### Number of cases or issues related to the use of inside information to seek benefits

	2023	2024	2025
Total number of cases or issues related to the use of inside information to seek benefits (cases)	0	0	0

## Anti-corruption action

### Operations in anti-corruption in the past year

Has the company operated in anti-corruption over : Yes  
the past year

Form of operations in anti-corruption : The participation in anti-corruption projects

The Company has been certified as a member of the Thai Private Sector Collective Action Against Corruption (Thai-CAC).

### Number of cases or issues related to corruption

	2023	2024	2025
Total number of cases or issues related to corruption (cases)	0	0	0

## Whistleblowing

### Operations related to whistleblowing over the past year

Has the company implemented whistleblowing : Yes  
procedures over the past year

The Company provides a whistleblowing channel through its website at <https://www.charnissara.com/contact/disclosure.php>

### Number of cases or issues related to whistleblowing

	2023	2024	2025
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	2023	2024	2025
Total number of cases or issues received through whistleblowing channels (cases)	0	0	0

## Information on report on the results of duty performance of the audit committee in the past year

### Meeting attendance of audit committee

Meeting attendance of audit committee (times) : 5

List of Directors	Meeting attendance of audit committee			Average meeting attendance
	Meeting attendance (times)	/	Meeting attendance rights (times)	
1 Mr. PHISUD DEJAKAISAYA (Chairman of the audit committee)	5	/	5	5/5 (100.00%)
2 Mr. WITIT RACHATATANUN (Member of the audit committee)	5	/	5	5/5 (100.00%)
3 Mr. PINIT PUAPAN (Member of the audit committee)	5	/	5	5/5 (100.00%)
<b>Average meeting attendance rate</b>				<b>(100.00%)</b>

### The results of duty performance of the audit committee

The Audit Committee of Charn Issara Development Public Company Limited consists of three independent directors:

- **MR. PHISUD DEJAKAISAYA**, Chairman of the Audit Committee
- **Dr. WITIT RACHATATANUN**, Audit Committee Member
- **Mr. PINIT PUAPAN**, Audit Committee Member

All members are highly qualified and possess extensive experience in law, finance, accounting, and corporate management. Mr. Pinit Puapan is recognized for his expertise in reviewing the reliability of financial statements. All three members of the Audit Committee perform their duties independently and impartially, within the scope of responsibilities defined in the Audit Committee Charter and as assigned by the Board of Directors. Their practices comply with the regulations of the Stock Exchange of Thailand regarding best practices for audit committees, as well as the principles of good corporate governance for listed companies.

## Information on summary of the results of duty performance of subcommittees

### Meeting attendance and the results of duty performance of subcommittees

#### Meeting attendance of Nomination and Remuneration Committee

Meeting Nomination and Remuneration : 2  
Committee (times)

List of Directors	Meeting attendance of Nomination and Remuneration Committee			Average meeting attendance
	Meeting attendance (times)	/	Meeting attendance rights (times)	
1 Mr. PRAVESVUDHI RAIVA (The chairman of the subcommittee, Independent director)	2	/	2	2/2 (100.00%)
2 Mr. PHISUD DEJAKAISAYA (Member of the subcommittee, Independent director)	2	/	2	2/2 (100.00%)
3 Mr. WITIT RACHATATANUN (Member of the subcommittee, Independent director)	2	/	2	2/2 (100.00%)
<b>Average meeting attendance rate</b>				<b>(100.00%)</b>

#### The results of duty performance of Nomination and Remuneration Committee

In 2025, the Nomination and Remuneration Committee held a total of two meetings to consider and determine the remuneration of the Board of Directors, sub-committees, the Chief Executive Officer, and the Managing Director. The consideration was based on pre-agreed benchmarks with the Chief Executive Officer and the Managing Director, using concrete criteria, including financial performance, achievements in meeting long-term strategic objectives, and performance success compared to established targets.

In addition, self-assessments of the Board of Directors and senior executives were conducted. The deliberation also took into account directors responsibilities, the size of the business, prevailing economic conditions, and operational performance linked to the companys results, as well as comparisons with remuneration levels of companies within the same industry. The directors remuneration has been disclosed in this Annual Report.

All members of the Nomination and Remuneration Committee placed importance on attending meetings and ensured that remuneration for relevant parties was considered fairly and appropriately. The Committee also reviewed its charter to ensure alignment with its roles and responsibilities and proposed it to the Board of Directors for approval, in accordance with good corporate governance principles. The Companys Board of Directors and executives are appropriately structured, possess qualifications in line with requirements, and are capable of leading the Company toward achieving its goals effectively.

#### Meeting attendance of Risk Management Committee

Meeting Risk Management Committee (times) : 0

List of Directors	Meeting attendance of Risk Management Committee			Average meeting attendance
	Meeting attendance (times)	/	Meeting attendance rights (times)	
1 Mr. SONGKRAN ISSARA (The chairman of the subcommittee)	0	/	0	N/A
2 Mrs. TEERAPORN SRIJAROENWONG (Member of the subcommittee)	0	/	0	N/A
3 Mr. PINIT PUAPAN (Member of the subcommittee, Independent director)	0	/	0	N/A
4 Mrs. Kanitha Subpaasa (Member of the subcommittee)	0	/	0	N/A
<b>Average meeting attendance rate</b>				<b>N/A</b>

#### The results of duty performance of Risk Management Committee

In 2025, the Risk Management Committee held meetings to review, acknowledge, and monitor the company's risk assessments. The Committee established business guidelines under the risks arising from the operations of the Company and its subsidiaries. In doing so, the Committee considered various risk factors, including strategic, financial, operational, fraud and corruption, and reputational risks. The Committee also set out risk management guidelines for implementation.

All members of the Risk Management Committee placed importance on and were committed to ensuring adequate governance and management practices, so that risks are maintained within acceptable limits and operations can be carried out efficiently.

## Corporate Sustainability Policy

### Information on policy and goals of sustainable management

#### Sustainability Policy

Sustainability Policy : Yes

The company has prepared a sustainability report for the year 2023 and has prepared a sustainability report annually. It has reporting guidelines that align with the guidelines of the Global Reporting Initiatives (GRI) Version G4 and presents progress each year. You can follow information about community, social and environmental activities of Charn Issara. From the 2023 Sustainability Report, disclosed to interested parties on the website. <http://investor-th.charnissara.com/sdr.html> and [www.charnissara.com](http://www.charnissara.com)

#### Sustainability Management Policy and Goals

Based on the vision of the company that "Chan Issara is proud to develop and create sustainable happiness", the company has therefore set a framework for sustainable development under the concept of conducting business with responsibility. dedicated with intention to create sustainable happiness for all stakeholders

#### Charn Issara Sustainability Strategy

Sustainable Development Operations According to the 3 strategic goals: ME / WE / World is what we strive to make. Our sustainability component is strong. and choose a goal that we have expertise in

- Apply technology and innovation in the design, construction process. to reduce costs Quality control and impact reduction to the environment Including marketing development to meet the needs of customers
- Continuously building and developing relationships with internal and external partners
- Creating and promoting a happy working environment (Happy Workplace, Work from Heart) as well as developing employees to have Competency in work and encourage employees to work together as a team.
- We will conduct business with morality and ethics to be evident. to create benefits and sustainable happiness for all stakeholders

Reference link for sustainability policy : <https://investor-th.charnissara.com/sdr.html>

#### Sustainability management goals

Does the company set sustainability management : Yes  
goals

The company's Sustainability Management Department, SD Team (Sustainability Development Team), has both short-term and long-term sustainability plans to ensure continuous sustainability operations.

United Nations SDGs that align with the : Goal 13 Climate Action, Goal 15 Life on Land  
organization's sustainability management goals

### Information on review of policy and/or goals of sustainable management over the past year

#### Review of policy and/or goals of sustainable management over the past year

Has the company reviewed the policy and/or goals : Yes  
of sustainable management over the past year

Has the company changed and developed the : No  
 policy and/or goals of sustainable management over  
 the past year

### Information on impacts on stakeholder management in business value chain

#### Business value chain

#### Managing the impact on stakeholders in the business value chain

Stakeholders is a very important role in the Company's business operations. according to the company's supply chain This will lead to the management and determination of the process of connecting stakeholders in each group as desired and expected from the Company. fully in the future

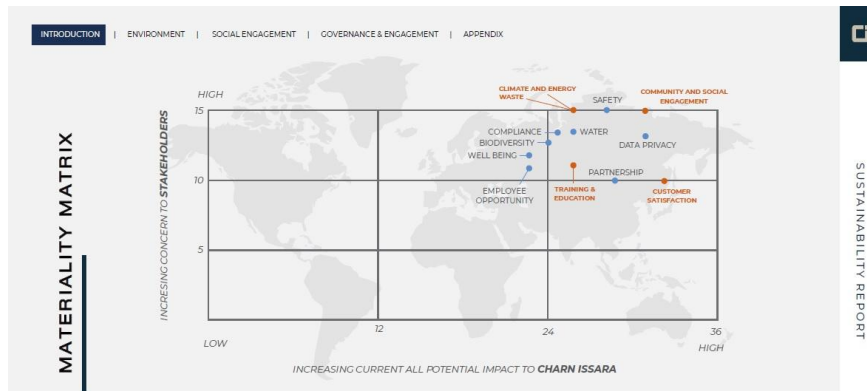
#### Analysis of stakeholders in the business value chain

#### Details of stakeholder analysis in the business value chain

Group of stakeholders	Stakeholders expectations	Responses to stakeholder expectations	Channels for engagement and communication
<b><u>Internal stakeholders</u></b>			
• Board of director	Conducting business in accordance with relevant regulations and laws	-	-
• Employees	Career path and happy workplace	-	-
<b><u>External stakeholders</u></b>			
• Shareholders	Dividend payment / Return on equity	-	-

Group of stakeholders	Stakeholders expectations	Responses to stakeholder expectations	Channels for engagement and communication
• Tenants	Proper compliance with lease agreements	-	-

**Diagram of the stakeholder analysis in the business value chain**



**Information on organization's material sustainability topics**

**Organization's material sustainability topics**

The company has identified its sustainability : No materiality topics

Over the past year, the company has reviewed its : sustainability materiality topics

**Details of organization's material sustainability topics**

**Information on sustainability report**

**Corporate sustainability report**

Corporate sustainability report : Have data

Reference link for corporate sustainability report : <https://investor.charnissara.com/th/governance/corporate-documents-policies>

Page number of the reference link : 1

**Company sustainability disclosure aligned with standards**

Company sustainability disclosure aligned with : GRI Standards  
standards or guidelines

## Sustainability risk management

### Information on risk management policy and plan

#### Risk management policy and plan

To comply with the corporate governance policy of the company and in accordance with the good corporate governance principles of the Stock Exchange of Thailand on risk management that may occur to the organization. For good efficiency build confidence among stakeholders, Board of Directors therefore appointed a risk committee to perform the said duty.

The risk factors to be considered include:

1. Strategic Risk
2. Operational Risk
3. Financial Risk
4. Compliance Risk
5. Reputation Risk
6. ESG risks
7. Risk of corruption

#### Risk Factors for the Company's Business Operation

##### 1. Risk from land acquisition for project development

Potential land acquisition is a key factor in the development of real estate projects to meet consumer demand and is a key factor in the success of that project over the years. Thailand has invested in public utilities and infrastructure development in Bangkok and in nearby provinces. Including the construction of the electric train, expanding roads, causing the expansion of the city and more real estate development projects. This causes the demand for land to support the growth of businesses and homes. Including land sales speculation that resulted in land prices rising high, especially in the areas where the construction of the sky train, including the expansion of business districts, tourist cities and provinces where the special economic zone was established

Rising land prices have become an important cost of developing projects for real estate developers. It is an important risk factor. The company places great importance on acquiring land for project development. There is a plan to explore and build a good alliance with a network of quality that has the potential to procure land in a good location at a reasonable price and fair. The company has a committee to consider projects. They act as a key mechanism to help determine project feasibility and provide opinions before making a decision before investing in the purchase of land. So that the company can develop new projects efficiently and suitable for the situation

In addition, the Company does not have a policy to accumulate excessive amounts of land in order to hedge liquidity and financial risks. The company has a team and working mechanism that can take care of the appropriateness of the land acquisition at the level that is appropriate for the Company's business.

##### 2. Project construction risks

Construction management is a very important task in any project development because of the uncertainty that can arise during both controllable and uncontrollable operations. There are many issues of risks that may arise from construction such as issue of the increase in the price of building materials that changes in accordance with the prices of various raw materials involved in the supply chain of changes in the economy both at domestic and abroad. Issues of skilled labor shortages and rising labor costs, issue of procurement and selection of qualified and qualified contractors with expertise in construction management in accordance with the budget and plan.

The Company has tried to manage and control the risk factors that may have such an impact. By bidding for construction work and selecting a large and reputable contractor company which has a skill that is accepted in the

market and has the reliable construction works to be the contractor of the project. Using a contracted hiring method for the entire project, this reduces the risk of material price fluctuations increased labor costs. In addition, the company will contact many distributors in order to compete with each other to bid on materials. Make the project get a good material price and make it possible to control project costs before building and before setting the selling price to customers.

The company has an expertise and experience in project management to help supervise construction contractors, coordinate control, and report the progress of the construction plan on a weekly basis. Allowing the management to know the construction results, problem and obstruct. To be able to assist together in solving and planning the construction according to the plan and success goals, finished in time, and deliver products to customers.

### **3. The risk of having inventories**

With economic slowdown which has been affected by the Thai economy and the world economy, Thai politics slump in agricultural product prices, drought and higher household debt, strict measures on credit of financial institutions are increasing. They are factors that affect consumer confidence and purchasing power, resulting in postponement of decisions to invest and/or buy homes. Together with the intense competition in the real estate business, make entrepreneurs cautious and delay the launch of new projects. To see the situation and accelerate the drainage of existing inventories.

The company has over 30 years of expertise in real estate business and develops residential projects including detached houses and condos, 5-star hotels and office buildings. It has high-end target customers and the company has a policy of selling projects. By allowing customers to make a down payment of at least 20-30%, thus allowing most of the company's customers have not impacted by the strict credit measures of financial institutions that have begun to be promulgated for this group of customers.

The company employs a reputable agency and sales team to sell and studying consumer behavior and needs. To plan strategies for sales and marketing continuously. In order to meet the needs of consumers as much as possible and make a difference and a clear selling point. Including checking the quality of after-sales service and taking care of customers to achieve maximum satisfaction. The company plans to expand sales to foreign customers who are interested in buying or investing in real estate. To help the company to be able to sell according to the goals of the company.

### **4. The risk of raising interest rates on borrowers and accessing capital.**

The company has business alliances with many commercial banks. To increase financial management efficiency and compare good deals optimal. The company has always received good funding from the bank. The project loan was approved with good financial conditions, suitable loan interest rates. The Bank classifies companies as quality entrepreneurs, reliable and has the ability to develop projects that can manage projects to meet the goals that all projects of the company. At present, the company have received full financial support from the bank.

Over the years, the company has increased access to funding sources. By raising funds from the bond market with the method of issuing debentures with the holder's name, non-subordinate type and no collateral which has a long-term fixed interest rate. Every time the company issues debentures, it will be well received by investors and there are investors who have previously invested in bonds with the company waiting to contact and inquire to continue to invest in the debentures of the company. This gives the company more options for funding to improve liquidity management efficiency in future project expansion and to reduce the risk of future interest increases.

### **5. Company Risks for the next 3-5 years, Risk from natural disasters, disasters and epidemics**

Natural disasters, disasters, and epidemics such as the spread of COVID-19 and other force majeure events, although there is a rare opportunity but if it occurs in the area of the property that the Company or its affiliates is in the process of developing a project, in addition to loss of damage to the property of the company or its affiliates. It may cause loss to life and property of the customer or even employees of the company. However, the company has provided

insurance to cover the damage caused by natural disasters, disasters, epidemics and other force majeure for the assets that the company will invest in.

### **Political risk**

If there is an event of political unrest or conflict that may affect the economy of Thailand, including the Stock Exchange of Thailand. This may cause a serious impact on the financial status of the Company. Therefore, it cannot be guaranteed that the current or future political conditions of Thailand or changes in government political policies will not have a material impact on the operations of the affairs financial condition business performance and the growth of the company

### **Risk of tourist decrease**

The Company's operations may be adversely affected by any event that detracts from the interest of Thailand or the world situation, whether it is a disaster from an epidemic. Currency appreciation Sabotage, war, riots, protests or blockade, epidemic of any diseases. If such events occur, the economic and tourism conditions in Thailand may be adversely affected. This will cause an impact on the performance of the company as well.

### **6. Investment risk of securities holders Risk of the Company's ability to pay dividends**

The Company's dividend payment will be determined by The Company's dividend payment policy and the performance of the company. This depends on many factors, including the domestic economy, real estate management costs, operating expenses, competition of entrepreneurs, changes to laws and regulations relating to property, natural disasters, epidemics, political conditions. Therefore, there is a risk that investors will not receive dividends as estimated or the company will not be able to maintain the level of the dividend payment or increase the dividend payment.

### **Risk from lack of liquidity in trading shares in the secondary market**

Due to the Company's shares Has a status of listed securities on the Stock Exchange of Thailand. Stock trading liquidity is estimated from the frequency and volume of their trading in the Stock Exchange of Thailand which is based on the demand of the bid-offer. The demand of bid-offer depends on a number of factors that the Company cannot control, such as the demand for investing in the CI securities of the market during that period. So, risk of CI securities lacking liquidity for trading in the secondary market.

### **7. ESG Risk**

The company gives importance to business operations. By giving importance to ESG (Environment Social Governance) by considering risks that may arise from business operations.

### **8. Risk from corruption**

The company has created guidelines for preventing corruption. in business As the company has been certified as a Coalition Against Corruption in the Thai Private Sector (Thai-CAC)

Reference link to risk management policy and plan : [https://investor-th.charnissara.com/cg\\_principle.html](https://investor-th.charnissara.com/cg_principle.html)

## **Information on ESG risk factors management standards**

### **ESG risk factors management standards**

Standards on ESG risk management : Yes

Standards on ESG risk management : COSO - Enterprise risk management framework (ERM)

## Information on ESG risk factors

### Risk factors on business operation

#### Operational risk associated with the Company or the group of companies

##### Risk 1 Strategic Risk

Related risk factors : Strategic Risk

- Volatility in the industry in which the company operates
- Behavior or needs of customers / consumers
- Government policy

ESG risk factors : Yes

##### Risk characteristics

Business operations that may not proceed as planned

##### Risk-related consequences

Income did not meet target

##### Risk 2 Operational Risk

Related risk factors :

##### Operational Risk

- Information security and cyber-attack
- Delays in the development of future projects
- Property lease agreement execution
- Impact on the environment
- Corruption
- Pandemic risk

ESG risk factors : Yes

##### Risk characteristics

Risk of cyber attacks

##### Risk-related consequences

Customer data may be leaked, which is in violation of relevant laws.(PDPA)

##### Risk 3 Financial Risk

Related risk factors :

##### Financial Risk

- Insufficient sources of funding
- Change in financial and investment policies of financial institutions that affect business operations
- Fluctuation in exchange rates, interest rates, or the inflation rate
- Liquidity risk
- Income volatility

ESG risk factors : Yes

**Risk characteristics**

Financial projections may not go as planned

**Risk-related consequences**

Financial liquidity.

**Risk 4 Compliance Risk**

Related risk factors :

Compliance Risk

- Change in laws and regulations
- Laws and regulations is not favorable for doing business
- Violations of laws and regulations
- Corporate Governance
- Legal risk

ESG risk factors : Yes

**Risk characteristics**

Business operations that do not comply with relevant regulations or laws

**Risk-related consequences**

A business cessation order may occur.

**Information on business continuity plan (BCP)**

**Business Continuity Plan (BCP)**

Business Continuity Plan (BCP) : Yes

The Company has established a Business Continuity Plan (BCP) to ensure that business operations do not interrupt when various incidents occur.

## Sustainable supply chain management

### Information on sustainable supply chain management policy and guidelines

#### Sustainable supply chain management policy and guidelines

Company's sustainable supply chain management : No  
policy and guidelines

### Information on sustainable supply chain management plan

#### Sustainable supply chain management plan

Company's sustainable supply chain management : No  
plan

### Information on new suppliers undergoing sustainability screening criteria

#### New suppliers undergoing sustainability screening criteria

Does the company use sustainability screening : No  
criteria with new suppliers?

### Information on supplier code of conduct

#### Supplier code of conduct

Supplier code of conduct : No

### Information on key suppliers acknowledging compliance with the supplier code of conduct

#### Key suppliers acknowledging compliance with the supplier code of conduct

Does the company require key suppliers to : No  
acknowledge compliance with the supplier code of  
conduct?

## Innovation development

### Information on innovation development policy and guidelines in an organizational level

#### Research and development policy (R&D)

Company's research and development (R&D) policy : No

#### Research and development (R&D) expenses over the past 3 years

	2023	2024	2025
Research and development (R&D) expenses over the past 3 years (Million Baht)	0.00	0.00	0.00

#### Additional explanation for research and development (R&D) expenses over the past 3 years

### Information on organizations innovation culture development and promotion process

#### Process of developing and promoting the company's innovation culture

Process of developing and promoting the company's : No  
innovation culture

### Information on innovation development benefits and research and development (R&D) expenses

#### Benefits of innovation development

##### Financial benefits

Does the company measure the financial benefits : No  
from innovation development?

##### Non-financial benefits

Does the company measure the non-financial : No  
benefits from innovation development?

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