

## 5) Disclosure of Information and Transparency

The Company has a policy to disclose any financial and non-financial information in complete, adequate, reliable, regular and timely manner through dissemination in forms via Annual Report, website of the Company both in Thai and English versions, and mass media. The Company also established Investor Relations Unit to be its representative for coordinating between the Company and shareholders, securities analyst and related parties.

The Company gives precedence and has a policy to disclose accurate, reliable and complete information, both financial and non-financial information, on time and adequate for investors to make decision. Such information includes the structure of the Group of Companies, shareholding structure which completely and clearly shows major shareholder or regulator and the proportion of minor shareholders and must be up-to-date to precisely inform the information user about the beneficial owner of the Company, the shareholding of directors, spouse/cohabiting person and underage children of directors and executives in Annual Report under Section “The Board and Management Profile”, Corporate Governance Policy, Code of Business Conduct, Risk Management Policy, Social and Environmental Management Policy, Report of the Responsibility for the Financial Reporting of the Board of Directors, Report of Auditor, Management Discussion and Analysis (MD&A), audit fee and other service fees of the Auditor, roles and duties of the Board of Directors and Sub-Committees, number of meeting attendance of each director in previous year, professional knowledge training and development of the Board of Directors as well as Remuneration Policy for Directors and Top Executives. All information disclosure shall strictly comply with rules and regulations set out by the Office of Securities and Exchange Commission and the Stock Exchange of Thailand, including relevant laws.

### 5.1 Compliance with Principle of Good Corporate Governance

The Company foresees and gives precedence to good corporate governance by supervising the Management to apply the said principle in developing the organization and projects of the Company for benefit of the Company and every group of stakeholders in sustainable manner whether in sections concerning the rights of shareholders, equitable treatment to shareholders, roles of stakeholders, disclosure of information and transparency, and responsibility of the Board of Directors. The Company intends to comply with the said principle in every section.

In last 2017, the Company developed and improved corporate governance of the Company such as disclosing the remuneration of Chief Executive Officer both in short term and long term (For more details, see Section “Total Remuneration of Directors, Chief Executive Officer and Executives”.) for Annual Report 2017

### 5.2 The Company's Objectives/Long Term Target

The Company's objectives/long term targets are reflected in Pruksa Vision - Mission, Pruksa Culture and Pruksa Values as per the following details:

#### Pruksa Vision

“Pruksa aims to be the number one residential real estate business brand in customers' minds and step upward to become a top ten real estate business brand in Asia by creating high value homes for all families to experience happiness, warmth and better life every day.”

#### Pruksa Mission

“We are willful to assist all customers to fulfill every dream of owning a valuable home for joyful life of every family.”

#### Pruksa Culture

“I truly care about my customers. I want them to be happy. So I work with passion to really satisfy their needs. First, I try very hard to understand what customer wants. This requires me to think through very carefully until I come up with work method. Then I move quickly into action to satisfy the customer desire. If my customers are happy, I am happy and feel proud for my achievement.”

#### Pruksa Value

##### **“Customer Focus”**

We make every effort to explore and understand for satisfaction of every customer group's demand with a valuable home and impressive service.

##### **“Creative Innovation”**

We create innovative products and services that surpass our customer expectations and impressions.

##### **“Team Collaboration”**

We work in harmony as a team to deliver impressive results to our customers.

##### **“Operating Discipline”**

We have discipline to complete our work on time, according to our plans and high quality standard.

##### **“Ethical Adherence”**

Our thinking spirit, speech and act are for interest of our customers, and fairness and benefit for all related parties.

### **5.3 Financial Position and Operating Results**

(For more details, see Section “Explanation of Financial Position and Operating Result Analysis”.) for Annual Report 2017

### **5.4 Customer Satisfaction Level (Non-Financial Key Performance Indicator)**

The Company is committed to create customer satisfaction by focusing on continuing product research and development in order to deliver houses that meet customer demand. The Company therefore established Marketing Research Department and Internal Innovation Management Center, including hiring external experts to explore, research and analyze consumer demands in each area as well as potential of the project location in terms of public utilities. In consequence, the Company has sufficient database to recognize the demand of consumers in residential market, including the role and style of housing, location and price level. The Company will adopt the survey results to support the continuing development of new projects.

The market share and/or customer satisfaction level in 2017 (For more details, see Section “Thai Residential Market Overview 2017”.) for Annual Report 2017

### **5.5 Nature of Business and Competition Situation**

(For more details, see Section “Nature of Business Operation”.) for Annual Report 2017

### **5.6 Business Group Structure**

(For more details, see section “Shareholding Structure”.) for Annual Report 2017

### **5.7 Key Risk in Business Operation**

(For more details, see Section “Risk Factors”.) for Annual Report 2017

### **5.8 Dividend Payment Policy**

(For more details, see Section “Dividend Payment Policy”.) for Annual Report 2017

### **5.9 Whistle Blowing Policy for Offence Commitment**

(For more details, see Section “Complaints”.) for Annual Report 2017

### **5.10 Board of Directors Profiles**

(For more details, see Section “The Board and Management Profile”.) for Annual Report 2017

### **5.11 Identification of Independent Directors**

(For more details, see Section “Board of Directors”, Section “Management Structure” and Section “The Board and Management Profile”.) for Annual Report 2017

### **5.12 Disclosure of Director Remuneration Payment Criteria and Disclosure of Director Remuneration on Individual Basis**

The Company determined remuneration for directors on clear and transparent basis. The Nomination and Remuneration Committee performs the duty in considering and approving the said remuneration before proposing to the Board of Directors and the Shareholders’ Meeting for approval on yearly basis. In considering, the determined remuneration should be appropriate and consistent with the scope of duties and responsibilities of the directors and equivalent to the rate of remuneration applied in the same industrial group and other leading industrial groups. The Annual General Shareholders’ Meeting for 2017 approved the director remuneration. (For more details, see Section “Remuneration for Directors and Executives”) for Annual Report 2017

### **5.13 Policy and Criteria for Payment of Remuneration for Top Executives**

The Company established a policy and criteria for payment of remuneration for Chief Executive Officer (CEO) through transparent consideration process based on performance appraisal and the overall turnover of the Company prior to further proposing to the Board of Directors for consideration and approval (For more details, see Section “Performance Appraisal of Topmost Executive (Chief Executive Officer)” and Section “Remuneration of Directors and Executives”) for Annual Report 2017

### **5.14 Disclosure of Numbers of Board of Directors’ Meeting and Meeting Attendance of Each Member of the Board of Directors**

(For more details, see section “Meeting Attendance of the Board of Directors in 2017 and 2016”.) for Annual Report 2017

#### **5.15 Disclosure of Attendance of the Board of Directors in Professional Knowledge Development and Training in Last Year**

(For more details, see Section “The Board of Directors” - Training and Knowledge Development of Directors.) for AR 2017

#### **5.16 Disclosure of Related Transactions**

(For more details, see Section “Equitable Treatment to Shareholders” - Connected Transaction and Related Transaction.) for Annual Report 2017

#### **5.17 Reporting of Interest**

The Company has a policy which requires every director and executive to disclose his/her own interest, and that of his/her spouse and related persons to the Board of Directors by submitting such information to the Company Secretary. Then, the Company Secretary shall forward a copy of the report to the Chairman of the Board and Chairman of the Audit Committee within the period of 7 days from the received date of the said report by the Company.

In the event of change in the information in the Report of Interest of the Directors and Executives, the directors and executives must submit the amended report to the Company Secretary within the period of 3 working days from the date of such change. Then, the Company Secretary shall forward a copy of the amended report to the Chairman of the Board and Chairman of the Audit Committee within the period of 7 days from the received date of the said report by the Company.

#### **5.18 Policy on the Consideration and Approval of Important Related Transactions by the Board of Directors**

In 2017, the Company's important related transaction required the consideration and approval by the Board of Directors was the Company's renting of the new office building (Pearl Bangkok Building) from TCT Company Limited of which Mr. Thongma Vijitpongpun is the major shareholder. The said building is located in the area of Ari BTS Station and takes no more than 5 minutes of walk.

#### **5.19 The Company's Auditor**

The Company shall hire an independent auditor whose qualification is accepted to be the Company's auditor under approval of the Office of Securities and Exchange Commission. The Company also discloses the audit fee and other service fees paid to audit firm in the Annual Report (For more details, see Section “Audit Remuneration”)

#### **5.20 Policy for Establishment of Investor Relations Unit**

The Company established and assigned Investor Relations Department as coordinator between the Company and shareholders, securities analysts, institutional investors, general investors, government sector and related parties based on equality and fairness by allowing them to meet with the Company's executives as appropriate under the rule that the provided information has already been disclosed to the public. In addition, the Company shall disseminate the important information of the Company both in Thai and English language via website [www.set.or.th](http://www.set.or.th) under Topic “Investor Relations”.

The shareholders, securities analysts, investors, government sector and interested parties can contact for inquiry of information related to investment information at Investor Relations Department via Email: [ir@pruksa.com](mailto:ir@pruksa.com), Tel. (66) 2080 1739 Ext. 49112.