

## **DIVERSIFIED LOGISTICS**



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# Achievement Awards



## SET AWARDS 2022

"SONIC" has received significant awards from SET AWARDS 2022"

Awarded by : The Stock Exchange of Thailand, together with Money and Banking Journal

Awards :

Best Company Performance Awards and

Outstanding CEO Awards, in the category of listed companies with outstanding performance and market capitalization exceeding 1,500 million baht.

October 28, 2022

The Stock Exchange of Thailand Building



SONIC has received an excellent evaluation result (Excellent CG Scoring) or 5 symbols of excellent for 3 consecutive years.

SONIC has been selected as one of the 100 outstanding companies in Environmental, Social and Governance (ESG) performance assessed by ESG Rating Company, a subsidiary of Thaipat Institute.



# Message form the Chairman of the Board of Directors

Amid the volatility of the global economy, even though the COVID-19 outbreak has subsided, there are still other factors that affect such as Conflict between Russia and Ukraine that affect energy prices and rising global inflation. However, the value of Thai exports has a growth rate of 4.7 percent, which is a slow growth.

From all these factors, the company has adjusted the strategic plan. To consistently respond to economic conditions, resulting in the year 2022, Sonic Interfreight Public Company Limited was able to generate the highest performance in both revenue and profit for the third year in a row.

Another achievement of Sonic Interfreight is that we received the Best Company Performance Awards and Outstanding CEO Awards from the SET Awards 2022, as well as the ESG100 award (listed companies with outstanding environmental, social and environmental performance and good governance) from Thaipat Institute.

On this occasion, the Board of Directors would like to thank the shareholders, Trade partners both domestically and internationally for always supporting the Company. Ready to create value for all stakeholders in a stable and sustainable way.

**(Assoc. Prof. Dr. Wanchai Rattanawong)**  
Chairman of the Board of Directors



# Message form Chief Executive Officer



For the last 2022, World's economy is still very much fluctuated. The damage from COVID-19, the rise of energy price effected from the war, the inflation, the reduction of Thai's exportation which directly affect logistic business in general.

But SONIC on responsive strategy for customers which comply with Agile working method. For the rapid and flexibility in the process of working. To adapt with the business situations that hardly be forecasted. And with the cooperation from our good allies, we can make the all-time high for the 3 consecutive year. We would turn the obstruct into the opportunity like every time.

2023 will be a challenging year. But the company is still looking for growth in business in every aspect whether in organic growth or inorganic growth. We are also looking for the opportunities in non-logistics field with social responsibility, which is one of the Sustainable Logistics' Core. For the continuous growth of the company and for the better reward for the shareholders.

As the company executive, I would like to thank all the shareholders, business partners, customers, and everyone including all the directors and employees, for the cooperation in hands and hearts, to make our company grow steady and sustain.

**Dr. Santisuk Kosiarpnant**  
**Chief Executive Officer**

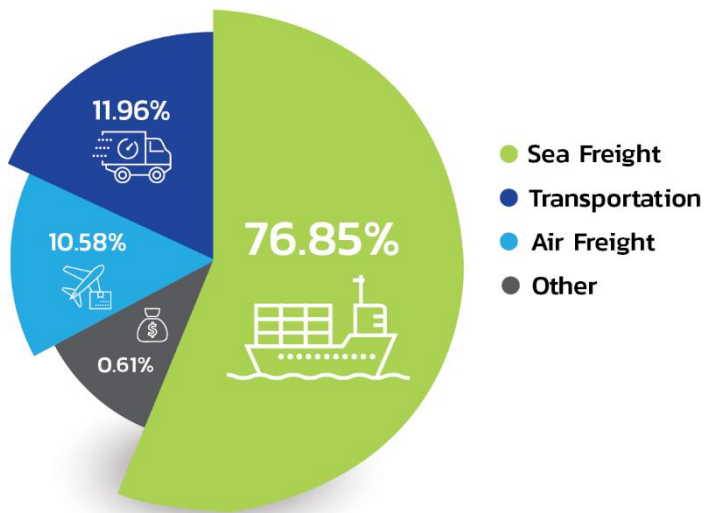




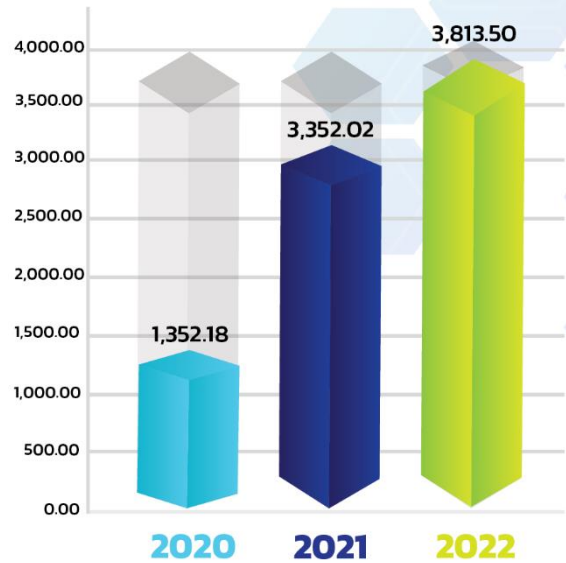
## Financial Highlights

	Y 2020	Y 2021	Y 2022
<b>Statements of Comprehensive Income (Million Baht)</b>			
Revenues from services	1,352.18	3,352.02	3,813.50
Gross profit	263.21	533.61	687.52
Selling and Administrative expenses	187.10	253.91	302.57
Net profit for the year	59.84	226.14	307.59
<b>Statements of Financial Position (Million Baht)</b>			
Total Assets	1,027.11	1,657.10	1,745.34
Total Liabilities	376.84	628.77	430.56
Total Equity	650.27	1,028.33	1,314.78
<b>Statements of Cash Flows (Million Baht)</b>			
Net cash received from operating activities	2.26	82.41	615.25
Net cash received from (used in) investing activities	(70.83)	(214.65)	(146.77)
Net cash received from (used in) financing activities	45.90	258.60	(170.11)
<b>Key Financial Ratios</b>			
Gross Profit Margin (%)	19.47	15.92	18.03
Net profit Margin (%)	4.39	6.70	8.02
Return on Equity (ROE) (%)	9.57	27.27	26.65
Current Ratio (X)	1.66	1.88	3.98
Average Collection Period (Days)	67.76	51.49	44.95
Average Payment Period (Days)	25.45	17.43	18.16
Debt to Equity Ratio (Times)	0.59	0.61	0.33

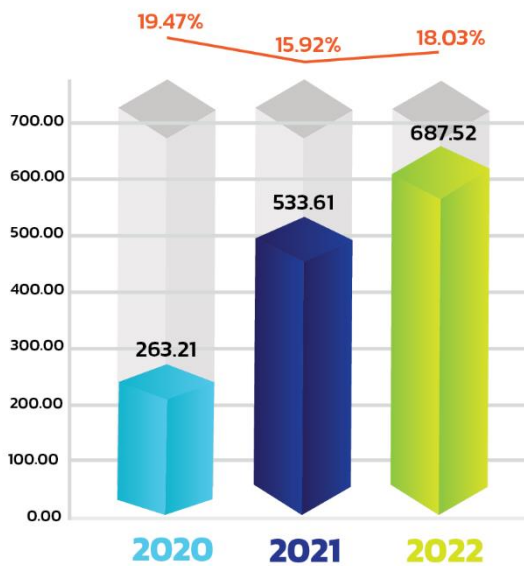
## INCOME STRUCTURE 2021



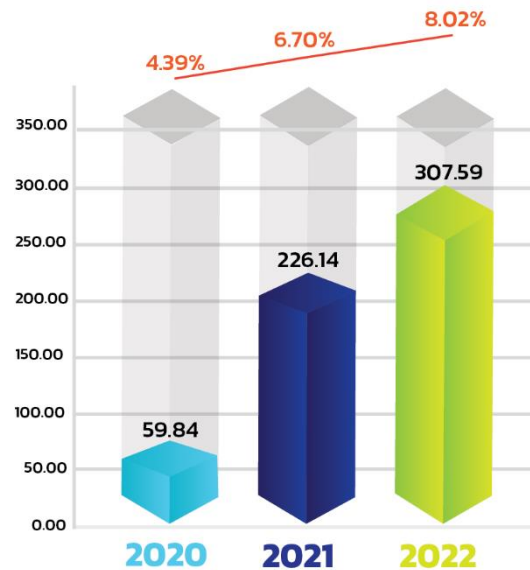
## REVENUES FROM SERVICES



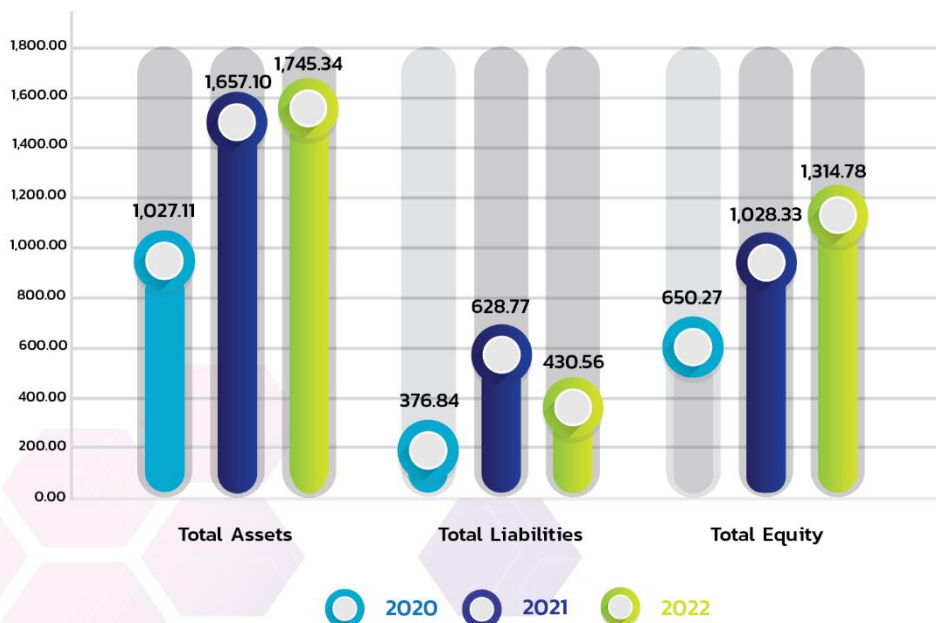
## GROSS PROFIT AND GROSS PROFIT MARGIN (%)



## NET PROFIT FOR THE YEAR AND NET PROFIT MARGIN (%)



## STATEMENTS OF FINANCIAL POSITION (MILLION BATH)





# VISION

Our vision is to maintain sustainable growth And develop to be international leader logistics and integrated supply chain management in ASEAN.

# MISSION

1. Building effective business security sustainably.
2. Building good relationship between the company and customers, business partners, society and the environment.
3. Providing professional Development for personnel to be more efficient and help build people with quality, service-minded and professional attributes.

# GOAL

"Our goal is to be a leader in logistics service provider in ASEAN"





# SONIC Milestone

Invested in land purchasing to expand the area of Container Depot Service at Si Racha District more than 33 rai

## 2022

- New office at SUVARNABHUMI Airport ,  
Team Stand by service "24 hours"

## 2021

- Invested 95 tractor units and 236 tails to serve customers in the expanding EEC region and Expanding truck lending business to partners

## 2020

- Sonic has Invested in 21 rai of land , Pin Thong Land Project  
- Additional investment in 85 truck and 200 Tails

## 2019

- Registered to become a public company limited by changing the name to " Sonic Interfreight Public Company Limited"  
- Increased the registered capital from 70 million baht to 290 million baht

## 2017

## 2018

Sonic has registered in Market for Alternative Investment (MAI) on 19 October 2018



## 2015

Established Grandlink Logistics Co., Ltd. (Glink) from the merger of 3 subsidiary companies.

## 2016

-Invested in buying land to expand the area of collection and distribution center at Kingkaew more than 7 Rai  
-Increase investment in trucks and tails to 40 cars and 73 tails  
-Started Cross-Border Transportation Business

## 2008



## 1995

On December 13, Dr. Santisuk Kosiarpant establishment of Sonic Interfreight Pub Co., Ltd. with a registered capital of 1 million baht

## 2009

SONIC increased the registered capital during the year 70 Million baht.

## 2010

Sonic has increased the Laem Chabang Branch to be a Logistics Provider (Total Logistic Provider)

**SONIC**  
save & smooth services





## Section 1

### Business operations and results

#### 1. Structure and operation of the Company

##### 1.1. Policy and business overview

SONIC is a leading regional integrated logistics service business operating domestically and internationally. We have a depot and distribution center in Samut Prakan Province, storage services for containers, and leases for tractor truck purchases. Our objective is to step forward and become a leader in the logistics business and total supply-chain management in ASEAN.

##### 1.1.1. MAJOR DEVELOPMENT TIME-LINE

Year	Major Development Timeline
1995	- Sonic Interfreight Co., Ltd ("SONIC") was established with a registered capital of 1 million baht by Dr. Santisuk Kosiarpnant (Ph.D) . To operate the business of providing marine transportation logistics management services
1998	- SONIC has engaged as a member of Thai International Freight Forwarders Association (TIFFA)
2001	- To Joint venture with foreign partners to establish GLE Logistics Co., Ltd. ("GLE") to mainly operate the business of full cabinet logistics management system (FCL)
2003	- Established Peace Prop Co., Ltd. ("PEACEPROP") to operate property management business. For office building rental to a subsidiary of the company, established Asian Inter Logistics Company Limited ("ASIAN") in order to operate the logistics management business.
2005	- SONIC has purchased 79% of the GLE's shares from the existing shareholder as a company subsidiary. - Dr. Santisuk Kosiarpnant increased his proportion of GLS share held up to 39.99%, purchasing 4% shares from Mr. Pisut Tangdenchai.
2008	- SONIC has opened King kaew Branch at Samutprakarn Province for land transport operating service providing and managing distribution center in the area over 10 acres.
2009	- SONIC has increased a registered capital between 2005 and 2009 up to a registered capital of Baht 70 Million and has opened Free Tax Zone and named King kaew LCL Free Zone to free trade zone for small and medium-sized customers to use the area for importing products.
2010	Opening of Laem Chabang Branch To provide total logistic service providers
2015	- Restructure between companies By company merger methods (Amalgamation) between GLE,

	<p>PEACEPROP and ASIAN established as a company called Grand Link Logistics Company Limited ("GRANDLINK") to operate the logistics management business. By mainly focusing on full-body services (LCL) With a registered capital of 31 million baht</p> <ul style="list-style-type: none"> <li>- Became a member of The Cooperative Logistics Network (The COOP).</li> <li>- Become a member of the Global Affinity Alliance.</li> <li>- Received ISO 9001: 2008 certificate from UKAS Management System.</li> </ul>
2016	<ul style="list-style-type: none"> <li>- SONIC has opened cross-border transport routes to Cambodia and Laos.</li> <li>- SONIC has invested a land over 7 acres for the distribution center expansion at King kaew as well as invested in 40 tractors and 73 trailers to support land transport and cross-border transport.</li> <li>- Suspending the provision of the King Kaew LCL Free Zone Free Zone under the dispute between the Customs Department</li> <li>- Registered to be a public company limited by changing the name to " Sonic Interfreight Public Company Limited"</li> <li>- Increased the registered capital from 70 million baht to 290 million.</li> </ul>
2018	<ul style="list-style-type: none"> <li>- To Listed of the MAI Stock Exchange on October 19, 2018</li> <li>- Purchase of commercial buildings to be the office building of Laem Chabang Branch</li> <li>- Add an office at Suvarnabhumi.</li> </ul>
2019	<ul style="list-style-type: none"> <li>- Invested in 21 rai of land, Pin Thong Land Project, Chon Buri Province, in order to expand the customer service area in the EEC</li> <li>- And transportation service was added Company invested more on 85 truck and 200 trailers. (Sep,2562)</li> </ul>
2020	<p>Invested 95 tractor units and 236 tails to serve customers in the expanding EEC region and Expanding truck lending business to partners</p>
2021	<p>Investing in buying land to expand the area Container Depot Service at Si Rachal District more than 33 rai</p>
2022	<p>Fully opened the container Depot for 21 Rai after the area development</p>



## 1.2. Nature of Business

### 1.2.1 Revenue Structure

Total revenue structure of the company and subsidiaries can be categorized as follows :

Revenue Structure	Consolidated financial statements					
	2020		2021		2022	
	Million baht	%	Million baht	%	Million baht	%
<b>Revenues from services</b>						
- Sea Freight	892.28	65.61	2,728.98	80.86	2,930.64	76.39
- Transportation	363.53	26.73	442.50	13.11	456.10	11.89
- Air Freight	85.74	6.30	166.46	4.93	403.54	10.52
- Other services /1	10.63	0.78	14.08	0.42	23.22	0.61
<b>Total revenues from services</b>	<b>1,352.18</b>	<b>99.43</b>	<b>3,352.02</b>	<b>99.32</b>	<b>3,813.50</b>	<b>99.41</b>
- Interest revenue calculated using the effective interest method/2	-	-	6.72	0.20	10.36	0.27
- Other revenue /3	7.80	0.57	16.11	0.48	12.33	0.32
<b>Total revenues</b>	<b>1,359.98</b>	<b>100.00</b>	<b>3,374.85</b>	<b>100.00</b>	<b>3,836.19</b>	<b>100.00</b>

Remarks :1 Other services such as distribution center service fee, dangerous good logistics and Container Yard service fee

/2 Interest revenue calculated using the effective interest method is revenue from financial lease

/3 Other revenue is from gain(loss) from the interest revenue, revenue from financial lease (YE 2020 and YE 2021), sale of assets, gain from foreign exchange translation, and other revenue.

2.

### 1.2.2 Nature of Business

Sonic Interfreight Public Company Limited and its subsidiaries Is an international logistics (Services Provider) We have a depot and distribution center in Samut Prakan Province, storage services for containers, and leases for tractor truck purchases. By providing Full Container Load and Less than Container Load

services sea freight and land transportation to support the transportation of goods from customer companies to ports and airports for outbound goods and transporting goods from the port and airport to the customer company in the case of incoming goods By the side of the land transport service The company has 93 cars and chassis that provide their own service and 2 37 tails 6 6-wheel trucks and 1 10-wheel truck as of December 31, 2021.

#### Overview and Benefits of Group Service



Apart from shipment quality and speediness, Customer Satisfaction is another factor of Logistics Business. The core of business growth is the reliability in quality and service satisfaction. Therefore, the Company realizes and focuses on the importance of service improvement by organizing the Customer Service Team to provide consultant the customer, ensure to response and follow up the issues continuously and efficiently. The Service of Company is categorized into 4 types as follows.

#### 1. Sea Freight

The Group NON – VESSEL – OPERATING COMMON CARRIER (NVOCC) was to category that does not have its own ship for the management of moving goods, including importing goods from abroad to Thailand and the export between its point of origin in Thailand to the international destination In booking freight ships through world-class vessels and containers that are suitable for the characteristics and types of products manage the container space to be able to manage costs efficiently. Additionally, to deliver goods to the ship Including customs clearance and documentation for delivery of goods As well as tracking the status of the product to its destination by The Group that coordinate with international partner networks to manage the export or import at foreign ports.

At present, the Group provides 2 types of Sea Transportation are as follows.

- **Full container load: FCL** Means packing a full container for a single customer in a container Which is a service that is suitable for customers who want to transport a large number of products, which the company will jointly plan the export with annual customers. The company will contact the shipping line. Negotiate freight rates, reserve space, and provide suitable containers for products Until delivering goods to the ship as well as tracking the status of the origin goods to the destination.
- **Less than Container Load: LCL** Means packing products by dividing retail container space to support services for customers who want to transport small quantities of goods by The Group will act as a product collector (consolidator) from many customers and put on containers by calculating the area for placement in order to maximize efficiency.

## 2. Air Freight

The group will contact and book the airline. According to the schedule and requirements that the customer needs, which air transportation company that has the greatest Suitability for international transportation and which requires speed in a limited amount of time but with a higher cost than sea freight. Most of the goods that are transported by air are relatively small and have high value and therefore, may require special care and this are suitable for transporting at a faster delivery timeframe.

## 3. Inland Transport and Cross-Border Transport

Apart from main sea freight and air freight, the Group also provides service to support the transportation service as a business development and to continue an expert in Multimodal Transport; Land-Air and Land-Sea. The Group provides land transport to facilitate the goods shipment between customers loading points, ports and airports so the Group has expanded Domestic Transport Service by completely providing trailers and tractors including 6-wheel trucks and 10-wheel trucks to the importer and exporter, decreasing the process of service provider contact. At present, the Company has expanded the land transport to support the entrepreneurs.

## 4. Other services

In addition to the above services the company also provides distribution center services. And services for dangerous goods to support the needs of customers in providing complete logistics services

### 4.1 Service of product collection and distribution center (Distribution Center)

Is a service of accommodation service during the transportation of goods. During transportation from the customer's factory Before importing or exporting to the port or airport And distribute products to customers in e-commerce

### 4.2 Logistics service for dangerous goods (Dangerous Goods)



- It is a service for both dangerous goods packaging under the IATA Dangerous Goods regulations, IMDG code and Land (ADR). The distribution of packaging for dangerous goods And subsidiaries There is still cooperation with Chulalongkorn University. In training on the knowledge of dangerous goods packaging.
- 4.3 Land development of Pinthong Land Project, Chonburi Province to expand logistics service area Support the expansion of customer base from the Eastern Economic Corridor (EEC) development project, providing container deposit service from shipping lines and importers and exporters.
- 4.4 Management of tractor-trailer lending business to partners This business operation is different from other hire purchase operators under the "Logistics + Leasing" model, which will provide transportation services to customers who request. along with credit

### 1.2.3 Marketing and Competition

#### Competitive Strategy (Total Logistics Service Provider)

The Group needs to respond to every customer's needs. At the beginning of the group Start the business of being an agent for international transportation management by sea freight. And later began air freight products. Which the transportation between the customers' loading point and the loading and unloading point Therefore initiated the concept of a complete logistics system service That is, providing services ranging from consulting on rules and methods of importing and exporting. Customs clearance service Has added land transportation services By providing services for both the towing truck and the tow truck and truck Cross-border transport plans to expand the transportation routes to other neighboring countries in the future. In addition, the company also has a collection and distribution center. Resulting in the company Able to provide complete service to customers Saves time And efficiency in customer logistics management systems

The Group needs to respond to every customer's needs. In the beginning, the company group Started business as an international sea freight And then began air freight products Which the transportation between the customer's loading point to the point of exportation. Therefore initiated the concept of providing a complete logistics system That is to say, providing services from the consultation on rules and regulations for import and export. Customs clearance service Land transportation services Which provides services for both tractor units, tail trucks and trucks. In the next, the company began to expand its cross-border transportation services. to other neighboring countries. In addition, the company also has a collection and distribution center. Resulting in the company Able to provide complete services to customers Saves time and efficiency in the customer logistics management system.

### Extensive Partnership (Network)

The company has also established good relationships with transportation management agents in various countries. To be a partner in sending work to each other At present, the company There are more than 676 foreign correspondent partners covering every continent. By partners who have been in business for a long time Also introduced other agents to the company as well. In addition, the company Also joined the transportation agent club both domestically and internationally In Thailand, the Group Joined the International Freight Forwarders Association (TIFFA). In addition, the Group Also joined the Cooperative Logistics Network in 2015, an international association covering more than 124 countries around the world. And the Global Affinity Alliance. The meeting will be held at least once a year in order to expand the sales network, partners to conduct business together with representatives in other countries. To provide more comprehensive services with the goal of exchanging knowledge, methods to increase business potential and opportunities in order to meet the need to transport goods to target destinations that are partner countries.

### Statement of Conference Participation both Domestic and International

Name of Association	Company as a member	Year of Member	End up Year of Member
The Cooperative Logistics Network	SONIC	2558	Indefinitely
Global Affinity Alliance by WCAworld	GLINK	2561	Indefinitely
U-Connect Worldwide Network	SONIC & GLINK	2561	Indefinitely
CrossTrades OBL	SONIC	2562	Indefinitely
The Global Air Cargo Forwarders Alliance	SONIC	2564	Indefinitely
Thai Shipping Association	SONIC	25 Jan 2018	31 Dec 2022
Land Transport Association of Thailand	SONIC	1 May 2022	31 Dec 2022

# Business Partners





### Proficiency of Personnel

Import and Export Business needs professional coordination with specific sections, for example, Sea Freight, Customs, etc. and needs adequate knowledge of concerned import and export regulations. The entrepreneur without experienced personnel then needs agent in managing logistics. The Group has begun logistics business since 1995. Our personnel have gained experiences and connections which lead us more efficiency in logistics service management; faster sea freight and air freight management service, more efficient in packaging management, less transport failure and completed customs law and concerned law process. Besides, the Group focuses on personnel development continuously by encouraging personnel to take part in training with concerned institute for the continual professional service.

### Quality of Service

The Group focuses on customer service excellence since the quality of service is mainly logistics management business. The Group offers Customer Service department in order to separate from the operation team. Accordingly, it will be increasingly able to develop and follow specific quality of service. Customer Service helps facilitating and making customers more convenient including transport, goods tracking, taking feedback and giving advice after shipment. In addition, the Group offers the survey to customers to assess work quality and the Group will constantly review those assessments. The Group provides many channels in term of contact or complaint via telephone, e-mail, mail or company websites.

### Retaining Customer Loyalty

Due to the increasing competition in logistics business, retaining customer loyalty is significantly a main source of continual revenue to the Group. More than 25 years managing logistics business, the Group consequently has a large customer base. Hence, the Group pays attention and takes good care of those customers closely, ensuring the customers are impressed and the service meets customers expectation; giving an advice of how to reduce some customer procedures, save the customer's cost, completely offer new services such as land transport (both domestic and cross-border) and distribution center to response customers need.

### Safety Standards for Transportation

Aside from shipment speed, the Group emphasizes the safety of shipment as the first priority. The Group selected standardized, accepted and high-performance vehicles in transport business. Moreover, the human resource policy is; in other words, recruiting knowledgeable personnel, experienced staffs that familiar with the job and ensuring the customer satisfaction. We could build customers confidence on the safety of shipment without any damages on customer and the Group's asset and goods.

All our vehicles receive well maintenance from high quality maintenance center, accepted knowledgeable technicians in both Domestic and International so that our customers can be assured to our service as our vehicles meet the standards set by law and the drivers' condition checking before the duty is required. The Group sets up the driver's rules and regulations, including drivers' assessment. The standard includes check the vehicle's condition before use by drivers. In addition, the Group has regularly random drug and alcohol test to the drivers.

**Other risk factors and challenges**

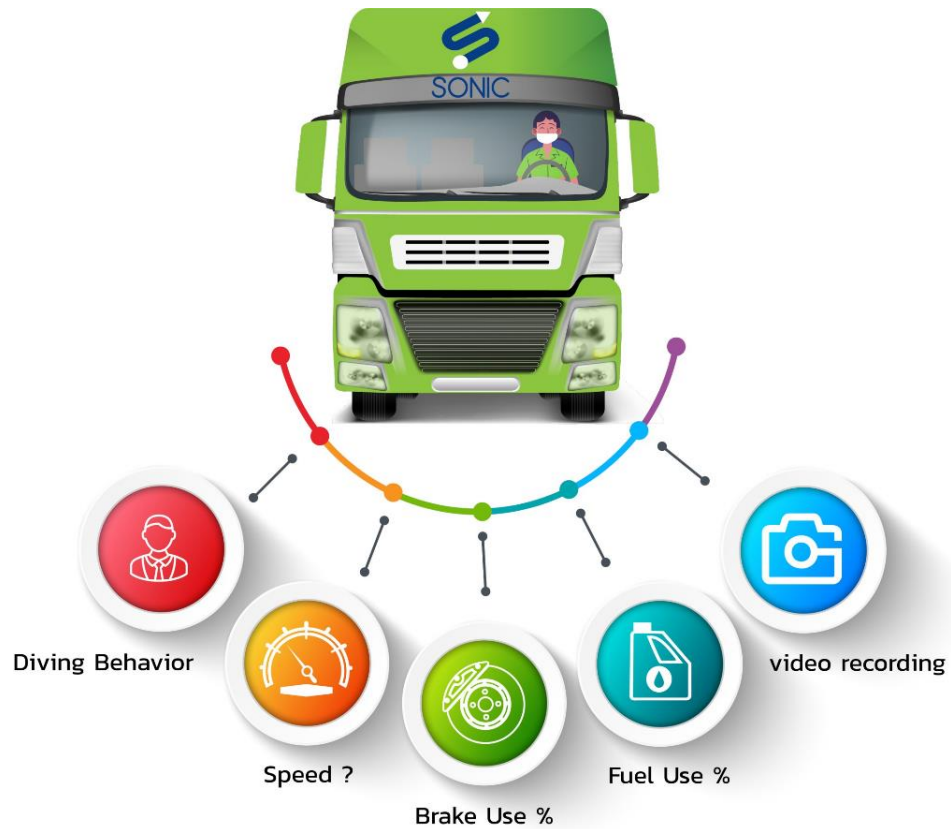
In addition to the risk factors mentioned above There are other risks, such as global inflation that may be higher than expected, affecting the purchasing power of consumers in importing countries. exchange rate volatility Including having to face new challenges from quality control measures of imported products in many countries. Many of these are health and environmental issues, such as requiring cars to meet Vietnam's Euro 5 standards, requiring nutrition labeling on packaging to show fat, saturated fat, sugar, salt and calories in food products. United Arab Emirates Designating foreign food producers in 18 product groups such as meat and products fresh and dried vegetables Seasoning, dried fruit, healthy food must be registered with the responsible authorities before sending them to China, etc. In addition, in the next phase, Thai entrepreneurs must prepare to adapt to a global Net Zero society, possibly dealing with carbon taxation from Exports to developed countries and the transition to new technologies that will directly affect the production chain of Thailand, such as the production of electric cars that will replace combustion cars or Solid State Drives (SSDs) that will replace Hard Disk Drives (HDDs), which It is an important export product of Thailand.

**Providing a product or service**

In addition to the business of providing sea and air supply services, the Group It is also a transportation service provider using tractor and trailer, 6-wheel and 4-wheel trucks. Customers who want to transport domestic land and cross-border cargo to Cambodia. By providing services through the company's transportation vehicles. The company has supplied tractor and trailer, 6-wheel truck and 4-wheel truck used for land transportation and cross border transportation business. From truck distributors for high quality freight forwarding business Through the process of comparing the prices and quality of the transportation vehicles to meet the needs of the company, the company will take into account the after-sales service that can provide maintenance services of the company's transportation vehicles. To be in a ready-to-use condition to safely transport products to customers Including the installation of a location tracking system (GPS). To follow up the logistics process to provide more efficient information to customers. Moreover, the company Driving speed data can be obtained. Route Fuel quantity to be used to manage the bus management to be efficient And save more energy. All vehicles of the company There is a first-class insurance and cargo insurance, which the

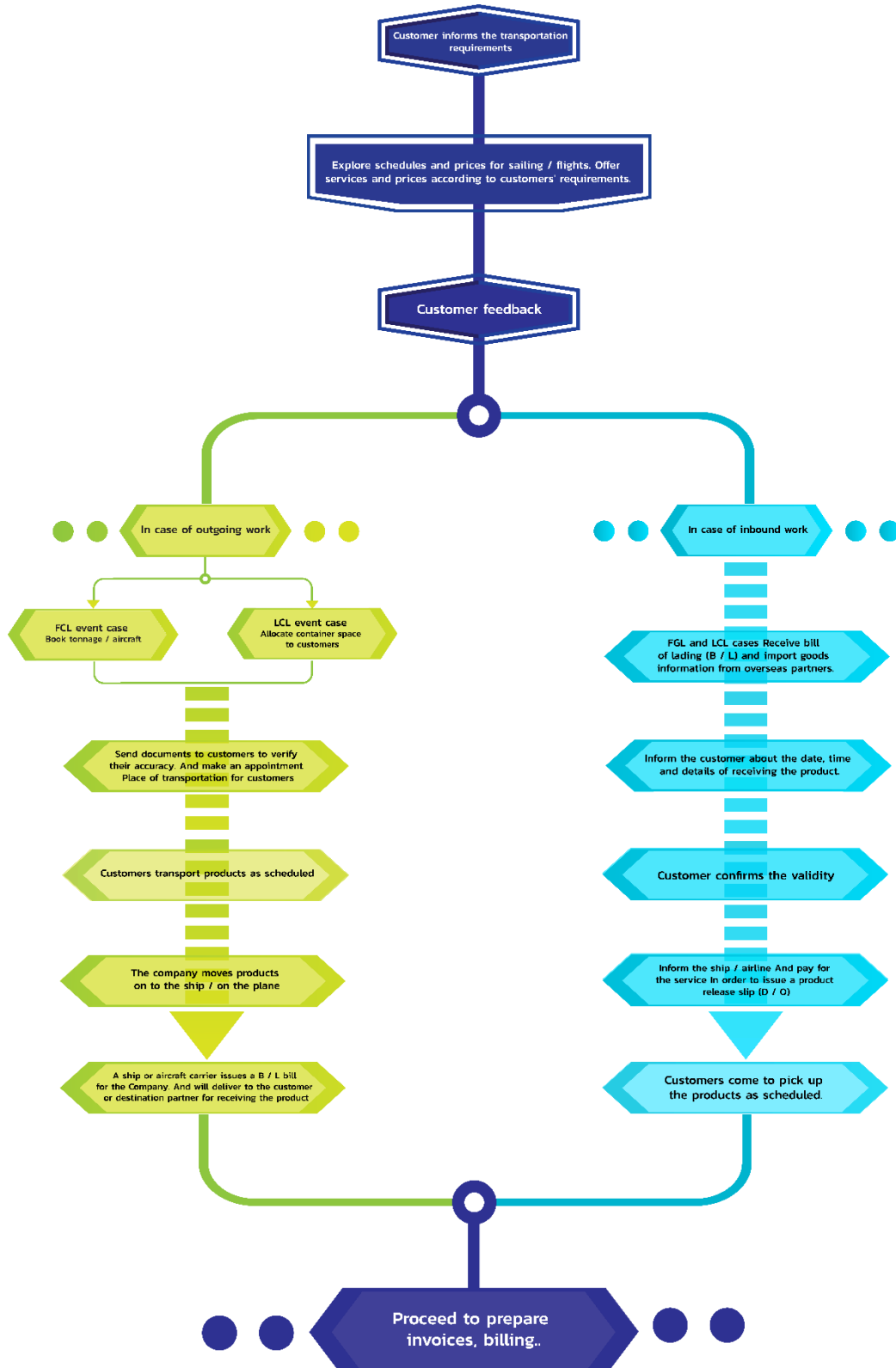


insurance value is higher than the value of the damage of the product that may occur. As of December 31, 2022, the company has its own service tractor and trailer in the amount of 89. Cars and 237 chassis respectively



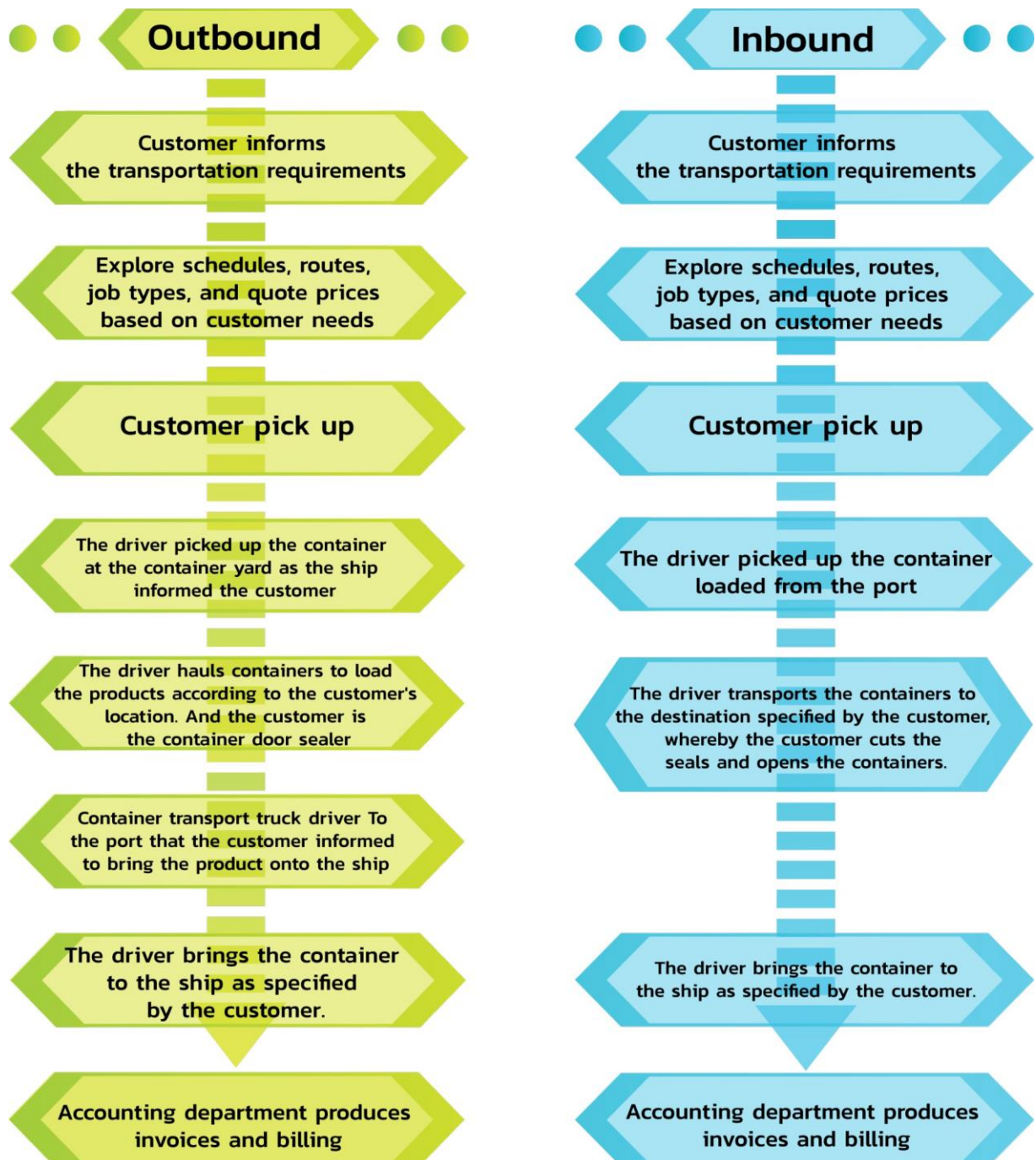
## Service procedures

### Summary of the process of handling cargo by sea and air





Summary of the process of handling cargo with a tractor and a trailer

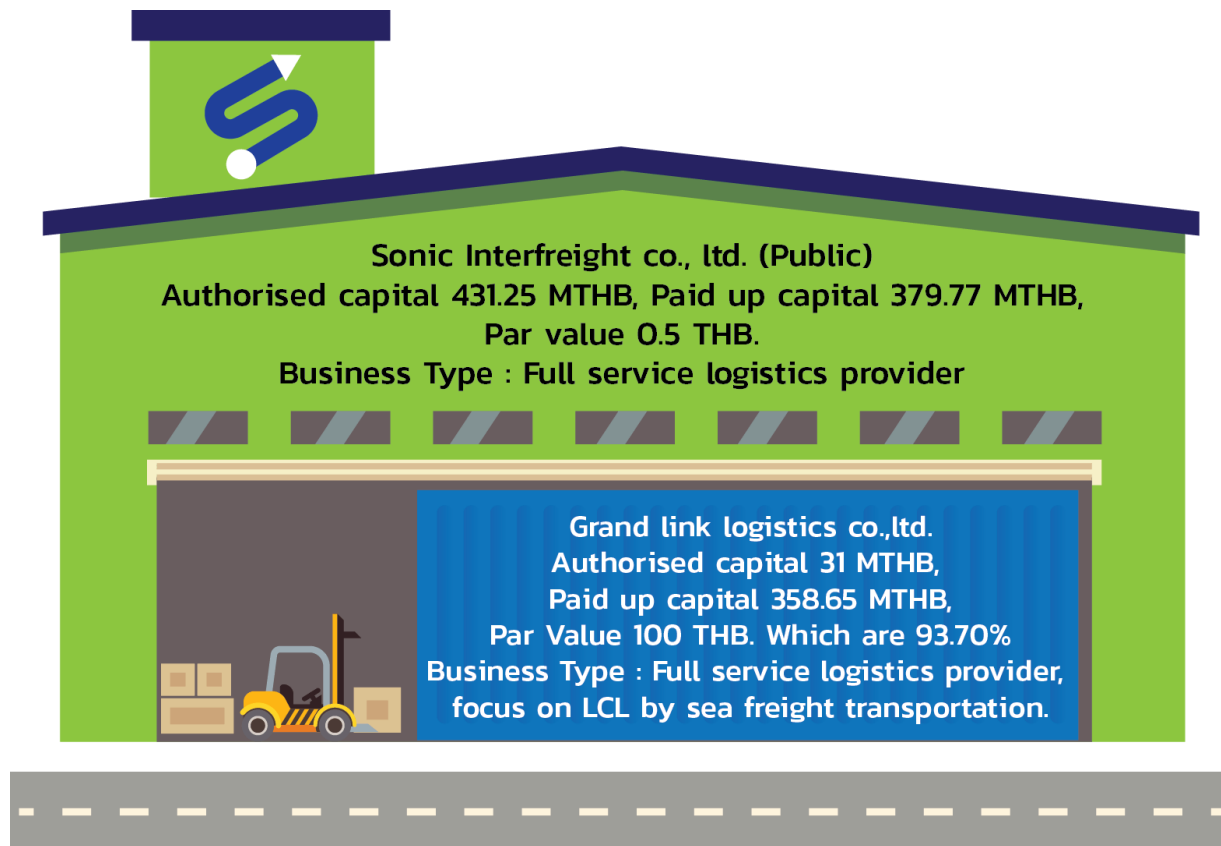


### 1.2.4 Assets used in business operations

Details of the assets used in the business are shown in Attachment 4 of this Annual Registration Statement (Form 56-1 One Report).

### 1.3 Company's Shareholding Structure

As of 31 December 2021, the shareholding structure of the company is as follows:



## Major Shareholders

List of shareholders as of the book closing date (as of March 8, 2022)

	Shareholder Name Listes	Number	Percentage (%)
1	Family member of Dr. Santisuk Kosiarpnant (Ph.D.)		
	Dr. Santisuk Kosiarpnant (Ph.D.)	298,821,657	39.34
	Mr. Kayasith Kosiarpnant	16,242,857	2.14
	Mr. Ittirith Kosiarpnant	7,422,857	0.98
	Ms. Ultra Kosiarpnant	1,217,300	0.16
2	Family member of Mr. Ranut Lieolertsakulchai		
	Mr. Ranut Lieolertsakulchai	25,363,785	3.34
	Master.Rei Hirokawa	4,285,714	0.56
3	Thai NVDR Company Limited	8,688,852	1.14
4	Mr. Patiphan Plengchawee	6,562,586	0.86
5	Fat.Lt.Chaiwat Srisahaburi	4,790,000	0.63
6	Mr.Pantat Supdateyarnnakorn	4,100,000	0.54
7	Mr.Thanet Phetchkul	3,700,000	0.49
8	Mrs. Sulai Ninwaw	3,969,200	0.52
9	Mrs. Sugada Phumthanawit	3,800,000	0.50
10	Other Shareholders	370,580,850	48.79
	<b>Total</b>	<b>759,545,458</b>	<b>100</b>

## Shares Detail

### Common Stock

Listed Share	717,318,808 Shares		
Paid-up Stock	717,318,808 Shares	Voting Right Ratio	1 : 1
Treasury Stock	-		



Voting Stock minus Treasury Stock	
as of 02 Jan 2022	717,318,808 Shares
as of 31 Dec 2022	717,318,808 Shares

**Preferred Stock**

Listed Share	-
Treasury Stock	-
Voting Stock minus Treasury Stock	
as of 02 Jan 2022	-
as of 31 Dec 2022	-

**1.4 Registered capital and paid-up capital**

As of December 31, 202, the Company has a registered capital of 431,250,000 baht, representing a total of 862,500,00 ordinary shares, with a par value of 0.50 baht per share, and a paid-up capital of 358,659,404 baht, representing a total of 717,318,808 ordinary shares. The capital increase was registered on April 20, 2021 with the following details:

	common stock issued and paid share	face value baht	Total common shares issued and paid baht
before the capital increase	550,000,000	0.5	275,000,000.00
Exercise of rights under SONIC - W1	160,084,433	0.5	80,042,216.50
Using SONIC - ESOP 2018	7,234,375	0.5	3,617,187.50
after the capital increase	717,318,808		358,659,404.00

### 1.5 Other Securities Issuance

The company passed a resolution of the extraordinary general meeting of shareholders on 22 June 2018 to approve the issuance and offering of warrants to purchase ordinary shares to the management, employees of the company and its subsidiaries (ESOP Warrant) in the amount of 30,000,000 units and allocate ordinary shares. New in the amount of 30,000,000 shares with a par value of 0.50 baht per share. To certify the exercise of the warrants offered to employees of the company and its subsidiaries which can be summarized as follows,

Warrants Issuer	: Sonic Interfreight Public Company Limited
Address of Warrants Issuer	: 79/349, 350, 1,2th Floor, Sathupradit Road, Chongnonsri, Yannawa, Bangkok 10120 Telephone Number 02-213-2999 Fax Number 02-213-2533
Name of Warrants	: Warrants to buy ordinary shares of Sonic Interfreight Public Company Limited which issue to the Company and subsidiaries' executives and employees ("SONIC-ESOP 2018") ("Warrants")
Type of Securities offering for sale	: Warrants to buy ordinary shares of the Company which offers for sale to the Company and subsidiaries' executives and employees
Type of Warrants	: name registered and non-transferable
Number of Warrants offering for sale	: Not exceeding 30,000,000 units
Date of Warrants Issuance	: 19 October 2018
Expiry Date of Warrants	: 18 October 2023
Age of Warrants	: 5 years from the date of warrants issuance. Anyhow, after the warrants issuance, the Company will not extend the validity of warrants.
Number of ordinary shares which is	: 30,000,000 shares (valued Baht 0.50 per share) which allocated for exercising right is 5.17% of IPO and after the warrants exercising at total 580,000,000 shares.
Allocation Method	: Warrants not more than 30,000,000 units. The Company will

	allocate directly to the Company and subsidiaries' executives and employees on the date of issuance and offering warrants.
Offering sale price per unit	: Baht 0 (Baht Zero)
Exercise Ratio	: 1 warrant is convertible to 1 ordinary share except when there is an adjustment on exercise ratio as the condition in No.5 of Exercise of Rights.
Exercise Price	: Baht 1.95 per share which is same price with IPO except when there is an adjustment on exercise ratio
Condition and Period for Exercise of Rights	: Except the case that the Company and subsidiaries' executives and employees are unable to exercise their rights of warrants <p style="margin-left: 40px;"><u>When due 2 years</u> from the date of warrants issuance so that the first exercise date shall be 18 October 2020. The warrant holders can exercise their rights no more than 10% of allocated warrants as exercise price.</p> <p><b><u>At the end of 3 years</u></b> from the date of warrants issuance so that it shall be on 18 October 2021 The warrant holders can exercise their rights no more than 20% of allocated warrants as exercise price.</p> <p><b><u>At the end of 4 years</u></b> from the date of warrants issuance so that it shall be 18 October 2022. The warrant holders can exercise their rights no more than 30% of allocated warrants as exercise price.</p> <p><b><u>At the end of 5 years</u></b> from the date of warrants issuance so that it shall be 18 October 2023. The warrant holders can exercise total rights of warrants of allocated warrants as exercise price.</p> <p><b>“Date of Warrant Exercise”</b> is 18 October of every year except in 2021 shall be moved to as above period Condition of Exercise of Rights. Accordingly, the first exercise date is 18 October 2020 which dues 2 years from the date of warrants</p>



issuance and the last exercise date is when due 5 years from the date of warrants issuance which is 18 October 2023. If the last exercise

Any warrants which are left over from exercise of rights or non-exercise of rights during the exercise period can be collected and exercised on the next exercise date throughout its validity. If warrants are due, any warrant which are non-exercised will be cancelled and expired.

Warrants Registrar	: Thailand Securities Depository Company Limited
Exercise of Rights Location	: Sonic Interfreight Public Company Limited 79/349 – 350, 1 <sup>st</sup> , 2 <sup>nd</sup> Floor, Sathupradit Road, Chongnonsri, Yannawa, Bangkok 10120 Telephone Number 02-213-2999 Fax Number 02-213-2533
Secondary Market for the Warrants	: The Company will not list the Warrants of this issuance on the MAI.
Secondary Market of ordinary shares	: The Company will list ordinary shares which are from Warrants exercise this Warrants exercise as the registered securities on the MAI.
Effect to Shareholders	: 1) Ordinary shares which issued as the exercise of rights in this issuance will have same right and equality as the Company's ordinary shares which issued earlier in all respects.  2) Besides 30,000,000 ordinary shares which allocated to support the Warrants exercise of rights, the Company may need to increase more capital to support an adjustment on exercise of rights in the specific event in the Notification of the Securities and Exchange Commission and the Notification of Capital Market Supervisory Board which concerned the issuance and sale offering of warrants to buy shares.  3) Effect to shareholders due to the issuance and sale offering to the Company and subsidiaries' executives and employees as of the effect calculation of shareholders.

On April 19, 2021, the general meeting of shareholders Has resolved to issue warrants to purchase ordinary shares No. 1, amounting to 275,000,000 units, with the existing shareholders exercising their rights of 274,994,948 units, resulting in the remaining unsold warrants. 5,052 units, which the company has cancelled the whole amount The details of the warrants are as follows:

Type of the Warrants	Warrants to purchase ordinary shares of Sonic Interfreight Public Company Limited No. 1, offered existing shareholders (“Warrants” or “SONIC-W1”)
Category of the Warrants	Specified the name of the holder and transferable
Term of the Warrants	2 years from the date of Issuance and Offering of Warrants (April 22, 2021 to April 21, 2023 )
Number of offering Warrants	Not exceeding 275,000,000 units (Two hundred - seventy – five million)
Number of ordinary shares reserve for Warrants	Not exceeding 275,000,000 units (Two hundred - seventy – five million) which is equal to fifty percent (50.00%) of the 550,000,000 shares of the Company’s total issued and paid-up capital (at the par value of Baht 0.50)
Exercise Ratio	1 unit of the Warrant is entitled to purchase 1 ordinary share with the exception of the case of the adjustment of rights in accordance with the adjustment conditions
Exercise Price	Baht 1 per share with the exception of the case of the adjustment of rights in accordance with the adjustment conditions
Offering Price	Baht 0.00 (zero baht) per unit
Exercise Period	The Warrant Holders will be able to exercise their rights only 4 times First, October 21, 2021, Second, April 21, 2022, Third, October 21, 2022 and April 21, 2023

In the year 2021, there are 160,084,433 units of warrants that have been exercised, resulting in as of December 31, 2021, the Company has the outstanding balance of warrants that have not been exercised. Loop 114,910,515 units

## 1.6 Dividend Payment Policy

It is the Company’s policy to pay dividend to shareholders in a proportion that is no less than 50% of net profit after income tax and contingency fund by law and other fund (if any). However, dividend payment is subject to change depending on overall operation, financial status, liquidity, business expansion, necessity of

revolving fund in operation, investment plan and future business expansion, market condition, appropriateness and other factors which concern the Company's operation and management. It is under the condition that the Company must have adequate cash in business operation and that operation will cause best interest to shareholders as the Board of Director and/or shareholders see as appropriate.

Accordingly, the Board of Directors' resolution of dividend payment approval must be presented shareholders for approval except interim dividend which the Board of Directors has authorization to approve and report to shareholders in the next meeting.

The dividend payment rate for the year 2021 compared to the previous year. Summarized as follows.

Compare dividend and net profit rates (financial year)		
Item	Year 2021	Year 2022
Net profit (Baht)	124,319,262	195,245,992
Dividend per share	0.11 baht	0.11 baht
Dividend payout rate		
Compare net profit (%)	63.47	42.79



## 2 RISK MANAGEMENT

### 2.1 Risk management plan and policy

The management team of Sonic Interfreight Public Company Limited focuses on the good corporate governance policy. By implementing risk management processes in accordance with the guidelines established by The Committee of Sponsoring Organization of the Trade way Commission (COSO) throughout the company. All executives and employees are aware of their responsibility to comply to the risk management policy in order to control the risks to an acceptable level and can operate according to its objectives

(1) All parties are responsible Make a risk matrix to Set a risk index Including preparing risk management reports. In accordance with the risk management process planed by the company

(2) Identify and control of Threats that might affect the objectives will be systematically prepared to limited the risks at the acceptable levels.

(3) to determine which risk is an acceptable risk. In case that the cost of risk managing is too high that it is not worth the outcome nor worth the expense of building a system to manage. Or the risk is beyond the company's control which caused by uncontrollable external factors. The determination must be approved by the Board of Directors.

(4) When employees see or become aware of any risk that might affect the Company, he or she must immediately report the risk to the concerned person for further management.

(5) Compliance for the risk management policy must be strictly and continually performed under the supervision of the Company's management.

(6) Arrange Risk management throughout the whole company with participation of employees at all levels. And there is a systematic and continuous management so that there is a standardized risk management process.

(7) arrange a regular risk management evaluation and improvement by making risk management a regular part of the operation.

## 2.2 Risk factors to the Company's business operation

### 1. Risk on Business Operation

#### 1.1 Risk on the variability of freight charge

Freight costs are considered a primary cost. In the Group's business operations During 2020 - 2022, the cost of freight is accounted for 65.56 percent of the cost of Sea freight services. The Freight rates vary with demand fluctuations. And supply in the market the fluctuation of freight rates may affect the company's operations. And subsidiaries if unable to adjust the additional service fees according to the increased costs. In general, the demand and supply for international shipping may change according to the world economy and trade which affects freight.

The Company and subsidiary are aware of this risk factor and has therefore planed the freight competitive price, in the line with market price. Moreover, there will be a price update regularly and above price will be used when offering customers. The Company and subsidiary's service fee policy is calculated from cost plus minimum profit. Consequently, the Company and subsidiary can manage risk from variability of freight charge.

#### 1.2 Risk on fluctuation of oil price

Since the Company, inland transport service providing business for support import and export has oil as the element of main cost in operation. For 2020 - 2022, the Group's average oil cost is 12.79% of total inland transport cost. Therefore, oil price fluctuation may affect on inland transport's business operation. However, the Company is following the fluctuation of oil price closely to decrease the risk of crude oil fluctuation. The Company offers transportation price to customers individually then in case of sign faint oil price change, the Company will consider cost structure and acceptable profit and will offer service price which was adjusted depending on variable oil cost and that will help decrease an impact from oil cost increase.

#### 1.3 Risk on Competition

##### Marketing conditions of logistics business in the years 2020-2021

The global coronavirus (COVID-19) outbreak began in December 2019 with the first occurrence in Wuhan. The capital city of Hubei Province, China, the World Health Organization declared the outbreak as an international public health emergency on January 30, 2020, forcing each country in the world to have measures to control epidemics such as Lock Down, making the system of circulating cabinets. The container has crashed. There is a shortage of containers in the maritime transport system. Exporters-Imports of goods were greatly affected. As a result, the freight rates increased 300-400% from normal,

and the shipping route system was also affected. By reducing the number of boat trips to reflect the costs incurred. With reduced container volume with the expertise of the executives, Sonic Interfreight Public Company Limited was able to plan for this dire situation. And with a long experience of at least 25 years that the company has good relations with many shipping line companies. Together with the standard of service to customers at the leading level in Thailand This makes it possible to manage demand (Demand) and supply (Supply) perfectly. Cause sales and profits were significantly higher in the third and fourth quarter of 2020 and continued in Q1 of 2021 as well, so it can be said that Sonic Interfreight Public Company Limited was able to pass through this crisis smoothly by Has a performance as a measure.

#### **1.4 Risk on dependent on personnel**

Logistics business requires personnel with knowledge and expertise in export and import various regulations including understanding the terms and conditions of logistics system and also experienced Management and personnel. The Company needs to rely on knowledgeable and skilful personnel, Mr. Santisuk Kosiarpnanant, currently a chief executive officer and maintain customers' relationship due to his logistics industry's experience, negotiation skill, resolution skill, partners' relationship making and operation guideline to response customers' needs. Therefore, the Company has risk if lack of Mr. Santisuk Kosiarpnanant, this would significantly affect on Management personnel and business operation. The Company is well aware of the importance of personnel so that there is Succession Plan for personnel's development and training for future management ability. At present, the Company is planning to develop Management to be able to manage and decrease risks on dependent on stated personnel.

#### **1.5 Risk on dependent of the new technology**

At present, there are various technologies. Many have come to play a role in transportation services Both domestic and international Therefore, the advent of those technologies has a direct and indirect effect on the company's services. The company There are measures to change the website layout to be more flexible in terms of providing services to customers such as opening menus so that customers can inquire online prices, etc., which is a platform on the company's own website.

For application development to meet the needs of customers, the company foresees that there will be a relatively high operating fee compared to the probability rate of the customer to use. Due to the current customers who come to use the service or use the service, almost 100% are customers from the company's sales staff.

The company Being aware of the importance of changes that are constantly occurring Therefore has a follow-up on various technologies That affect whether directly or indirectly to reduce the risk of relying on new technology as well.

#### **1.6 Risk of coronavirus disease (COVID-19)**

From the situation of the coronavirus infection (COVID-19) in the past year. It is undeniable that the COVID-19 epidemic has damaged many sectors at large scale. Both health, society and economy in business, COVID-19 infectious disease has a direct impact on the supply chain (Supply Chain) of the product, especially in the upstream segment. And downstream of the supply chain Affected More than the rest, whenever people reduce the amount of travel to find a product The product must move towards the customer instead. Impact on the product supply chain

The global transfer of goods has been severely impacted by the novel coronavirus outbreak in a way that has never been seen before. In terms of the maritime lockdown of different countries. Result in export And imports have decreased significantly. And there is an impact on the shipping system by the container to reduce the number of boat trips because it is not worth the cost, causing the number of vessels to decrease. As a result, the turnover of containers in each country, especially those in America, Europe and China, has been severely interrupted, causing shortage containers, resulting in the cost of freight charge) is higher than normal by 300-400%, which exporters and imports have to bear this higher cost inevitably because the inventory needs to be drained. And circulate as much as possible to maintain liquidity

Sonic Interfreight Public Company Limited has put in place measures to control risks arising from this impact by urging consultation and planning with large-scale clients. Of the Company closely in order to minimize the impact on its customers. And able to export - import as many quantities as possible And in relation to the shipping company, Sonic Interfreight Public Company Limited (Thailand) urged to negotiate to find a channel to support the number of products of customers with high export demand in this condition. ) Grow and have long experience in logistics This makes most shipping companies trust and know them very well. Therefore, the company receives a certain level of quota for container volume and space on the ship. Measured by the amount of income and the company's profit in the fourth quarter was quite outstanding. Therefore, it can be said that in a crisis there is an opportunity.



## **2. Risk on financial**

### **2.1 Risk on the fluctuation of foreign currency exchange**

Due to the international freight service, the Company may have risk on currency exchange rate fluctuation as revenues and expenses are based on foreign currency. In 2020 - 2022, the Company's revenues in foreign currency accounted for 15.60 % of total revenue, respectively, and expenses in foreign currency accounted for 11.25 % and of expenses/cost, respectively. Hence, currency exchange rate fluctuation the Company's financial statement and overall operation. Incomes and expenses caused from transactions with overseas partners and decreasing risk by Natural Hedge Foreign Currency Deposit. In addition, the Company has closely monitored news and exchange rate and the Company believes that it will be able to assess the situation and find a risk protection. However, in the past, the Company has never had an impact on business overall operation from the significant currency exchange rate fluctuation.

### **2.2 Risks that may affect the rights of securities holders**

#### **2.2.1 Risk of a major shareholder with a power to manage administration policy**

At present, Mr. Santisuk Kosiarpant is holding the Company's shares at 39.34 % of total paid-up capital (as of 9 March 2023), the majority that could control almost all resolutions of the shareholders' meeting as well as control policy and managing operation. Even if there was an earlier new shares to the public (before taking the warrant), Mr. Santisuk Kosiarpant is still being a majority by holding the Company's shares at 39.34 % of total paid-up capital after issuing new shares. Mr. Santisuk Kosiarpant remains his ability to control almost all of resolutions in the shareholders' meeting including committee appointment or other resolution requesting that require a majority of the shareholders' meeting.

However, in order to make the Company's operation to be transparent and in balance of power, the Company restructured the organization by the skilful personnel and clearly determined the scope of operation and authorities to committees and executive officers. There was an appointment to 4 independent directors which are 3 audit committees to audit, be in balance of power and consider any approved transactions before bringing to the shareholders' meeting. Moreover, the Company has determined the measure to those who may have a conflict and such concerned person will not be able to vote. The Company has appointed Internal Audit Department by employing outside and independent expertise and reported directly to Audit Committees. Main duties are supervise internal control system to meet the Company's requirements and to ensure transparency and balance of power to the shareholders.

#### **2.2.2 Risk of effect from stock price from warrants which is issued to committees and employees to buy ordinary shares in lower price than the offer of newly issued ordinary shares to the public**

The shareholders meeting No. 2/2018 held on 22 June 2018 had the resolution approval on warrant proposal offering the Company's ordinary shares ("Warrants") and they are non-transferable to

executive officers or employees, totalling 30,000,000 warrants, offering for sale with a par value of 0 Baht and the vesting period is 5 years after the date of issuing and offering the warrants. One warrant is convertible to one ordinary share at the IPO price or equal to 1.95 Baht per share (except any adjustment on regulations or conditions applied). Investors then has risk on effect of EPS Dilution and Control Dilution they get less profits and have less ownership which is equal to 5.17%, calculated from total shares after first sale to public and the warrants offering for sale totally to the Company and subsidiary's employees or equally 580,000,000 shares

Those warrants offering to executive officers and the Company and subsidiary's employees apply the conditions after 2 years from the date of warrants offered and sold. Warrant holders are entitled to first exercise not exceeding 10% of total warrants which each personnel gets the allocation from the Company. In every year after the date of first warrant, warrant holders can exercise not exceeding 20%, 30% and 100% of total warrants which each personnel gets the allocation from the Company respectively and this period specification helps protect increase capital in the earlier stage when the Company's shares are allowed to exercise in MAI Stock Exchange. If the warrant holders apply the entire convertible right, there will be converted to 30,000,000 ordinary shares which is equal to 5.17% of total shares after this first offer to public and the warrant exercise of all executive officers and the Company and subsidiary's employees (See details of warrant in attached document 6, Employee Stock Ownership Plan (ESOP).

On 1 October 2021, the Company announced the date for exercising the warrants of the warrants to purchase the Company's ordinary shares (SONIC - ESOP 2018) which the Company granted to its executives and the selected employees, under the 3<sup>rd</sup> exercise of that warrants. This included the right adjustment of the warrants to ensure that the benefits of the warrants holders are not less than the existing status. Due to offering of newly ordinary shares which offering price is lower than market price, details of the exercise of the warrants are as follows:

Excise period	From 7 to 14 October 2021
Excise date	18 October 2021
Exercise ratio	1 warrant unit: 1.25 newly issued ordinary share (Previously: 1 warrant unit: 1 newly issued ordinary share)
Exercise price	Baht 1.56 per share (Previously: Baht 1.95 per ordinary share)

In the year 2021, the executives and employees exercised their rights to purchase the Company's ordinary shares under SONIC - ESOP 2018, there were 7,592,000 warrants, resulting in as of December 31, 2021. The Company has the outstanding balance of warrants that have not been exercised in the amount of 16,620,500 units.

### 3 Driving corporate sustainability



#### 1. The Sustainable Development Goals (SDGs)



Sonic Interfreight Public Company Limited has established a sustainable business direction with clear issues in order to create an effective implementation. The company launches "Strategic approach Towards sustainable development" covering economic, social, and environmental dimensions by examining various issues in terms of risks and opportunities. This includes focusing on digital innovation development, developing and taking care of people holistically, and creating value in technology access to the community and society. The Board of Directors understands and believes that in order for the company to add value and experience sustained growth and success, the Company must care for the environment, respect human rights, take into account the stakeholders, and promote social development under the principles of ethics and good corporate governance in order to achieve goals, strive to conduct business in order to create balanced values. Supporting the Sustainable Development Goals in line with the United Nations principles to be the foundation for national development and to add value for Thai society in all sectors with the goal of sustainable mutual growth.

The company has established business standards that correspond with the nine SDGs in order to promote its goal of operating in line with stakeholders' intentions for the Sustainable Development Goals (SDGs).



### 1. Environment



The company operates in a sustainable manner by reducing its Greenhouse Gas emission, making efficient use of the resources, managing and minimizing the effects of its operation, and adapting to the climate change.

Key Points	Content	SDGS
Climate Change	<ul style="list-style-type: none"> <li>Reduce Greenhouse Gas</li> <li>Reduce energy consumption by using renewable energy</li> </ul>	
Waste Management	<ul style="list-style-type: none"> <li>Recycle</li> <li>Use email instead of paper</li> <li>Use eco-friendly alternatives to Styrofoam package</li> <li>Use cloth bags instead of plastic bags</li> </ul>	
Water Consumption	<ul style="list-style-type: none"> <li>Reduce water usage</li> </ul>	




## 2. Social

As part of its corporate social responsibility, the company acknowledges and uphold the human rights, labor rights, security, hygiene, and create positive work environment together with developing employees' knowledge and skills, and improve the quality of life in society to grow sustainably.

Key Points	Content	SDGS
Job security and Career Development	<ul style="list-style-type: none"> <li>Develop and expand capabilities of the employee</li> </ul>	 
Compensation	<ul style="list-style-type: none"> <li>KPIs</li> <li>Fair Compensation</li> </ul>	
Human Resource Development	<ul style="list-style-type: none"> <li>Provide Training to the employees</li> </ul>	
Employees' health and safety	<ul style="list-style-type: none"> <li>Provide safety standards in workplace</li> </ul>	

## 3. Governance

The Corporation conducts business in accordance with the values of ethical behavior, compliance with the law, and good corporate governance by managing risks, keeping up with changing circumstances, and releasing data and operating outcomes in a transparent manner in order to achieve sustainable growth.

Key Points	Content	SDGS
Corporate Governance	<ul style="list-style-type: none"> <li>Good Corporate Governance</li> <li>Business Ethics</li> <li>Anti-Corruption</li> </ul>	

### INNO SMART ENGAGEMENT

Employees are the heart of the organization. The company places a high value on developing broad skills and expanding capabilities and potential of the employees along with developing a good leader to have a good conscience as well as business skills and have good corporate governance for both the organization and society. The company has developed personnel through internal and external training, creating a working environment and a corporate culture for learning, exchanging and

listening to ideas, and working on joint projects between departments to achieve teamwork. Each department has the opportunity to share their experiences with one another, which helps to develop work processes, creative processes, and new products and services while also making employees feel connected and growing with the company.

#### INNO SMART COMPLIANCE

Based on the current situation, it is a driving force for organizations to develop work processes into a digital system faster in order to support new ways of working and living. As a result, the company has adjusted the working style for some employees to work from home and changed the meeting format by using online meetings to maintain distance between employees, and salespeople cannot travel from such situations. The company has changed the form of contact and presentation with customers by holding a virtual meeting, allowing them to maintain relationships and contact customers and customers can continue to place orders.

#### INNO SMART GREEN

The company has established a policy to conduct activities for the benefit of society and the environment as a whole to operate business under the philosophy of operating with transparency and fairness. And take into account the benefits of those involved from upstream to downstream. Sustainable, focusing and giving importance to corporate social responsibility while preserving the environment.

#### INNO SMART CONNECTIVITY

The company has also established good relationships with transportation management agents in different countries. To be a partner in sending work to each other. Currently, the company has more than 622 consecutive international representative partners covering all continents. By partners who have been doing business together for a long time had recommend other agents to the company. Also the company is a member of the transportation agency club both in the country and abroad. In Thailand, and has joined the International Freight Forwarders Association (TIFFA). Besides, the company is also member of The Cooperative Logistics Network in 2015, an international association covering 124 countries around the world and the Global Affinity Alliance, holding at least once a year to expand the affiliate network to operate a joint business together with agents in other countries in order to provide more comprehensive services. The aim is to exchange knowledges, develop the capabilities and business opportunities in order to meet the needs of transporting products to the target destination of the trading partners' country.

#### INNO SMART SOLUTION

- The company is a full-service provider of domestic and international transportation. To deliver industrial growth and innovation to the global level. And correctly manage the time and safety of transportation to the manufacturing industry
- To be a service provider specializing in the design of accurate and responsive product management, logistics and delivery solutions to the industry with a unique management understanding of each industry to create strategic value for a business to the industry and deliver products to consumers with quality.
- A group of manufacturing industries and trading partners around the world that aim to grow their business and deliver quality products to consumers with appropriate time management in order to maximize the benefits of entrepreneurs and consumers with the system. Transportation management that can manage time and validity and transparency in accordance with international shipping goals. It also has technology that can respond to the needs in a timely manner, including designing a solution that brings technology into account in order to maximize time management of product delivery and enable the industry to deliver products to consumers accurately and generate maximum sales.

#### INNO SMART QUALITY

Sonic Interfreight Public Company Limited reviews its operational framework and policies in accordance with the fairness of customs and international transport laws. To ensure that the Company has a consistent framework and policy and is in accordance with the law. The company realizes the importance of online security. The company has carried out the handling of personal information by examining the readiness and complying with the Personal Data Protection Act to protect the rights and freedoms of employees and stakeholders in all groups.

## **2. Stakeholder influences and risks in sustainable supply chain**

Stakeholder Analysis in the Business Value Chain. The Board of Directors gives importance to all groups of stakeholders. Therefore, guidelines for treating all stakeholders equally and fairly to all parties in the business ethics is published to all employees from the beginning of their work with the company and to look at stakeholders according to the rights they have under the relevant law and does not violate the rights of stakeholders, in which can be summarized as follows:

Stakeholders	Summary of Code of Conduct for Stakeholders
Shareholders	The Company is committed to conducting business with full capacity, honesty, transparency, taking into account the interests of the company as a whole. As well as giving fairness to all shareholders to create prosperity And create long-term progress for

	the company Including the return and continuous growth of the company.
Business	Treat business partners and creditors strictly according to the contract. Or agreed terms
Partners and	Treat all parties equally and fairly on the basis of the two parties have established clear
Creditors	procedures for procurement and implementation, do not demand or receive any benefit from partners, support environmentally friendly procurement.
Competitors	Compete in fair rules, do not destroy reputation or harm. Co-develop and drive market growth and not seek out confidential information in unjustified ways.
Customers	produce products that are safe. Environmentally friendly And the quality meets the specified standards Providing accurate, complete product information, on-time delivery, and responding to customer requests quickly and flexibly so that customers are satisfied with products and services.
* Employees	respect human rights Promote the development of potential and the ability of the staff to be consistent according to their abilities And each person's skills with fairness and equality To help employees grow with the company, it also complies with various laws and regulations regarding labor laws. And the welfare of employees strictly and take care of the quality of life of employees, safety, environment, security in Work and good health for employees.
Society and	Use resources wisely Reduce the impact on the environment Manage waste and air
Environment	pollution Take care of the society, community, and environment regularly. Along with strictly abiding by the law

Note: \* Employees means permanent employees, daily employees, temporary workers, and special contract workers.

### 3. Dimension of environmental sustainability

#### 3.3.1 Environmental Policy

With the company as a service provider of transportation Therefore, it cannot be refused at all to participate in polluting to happen, the Company realizes the importance of trying to do the best to reduce pollution by issuing the following operating policies.

- Follow up and comply with the laws and regulations related to the environment.
- Pay attention to the condition of vehicles used for transportation using vehicles that meet EURO4 emission standards only, therefore, no vehicles with black smoke.
- Focus on building knowledge and understanding with employees in the organization to cultivate awareness of environmental conservation and use resources efficiently, whether it is



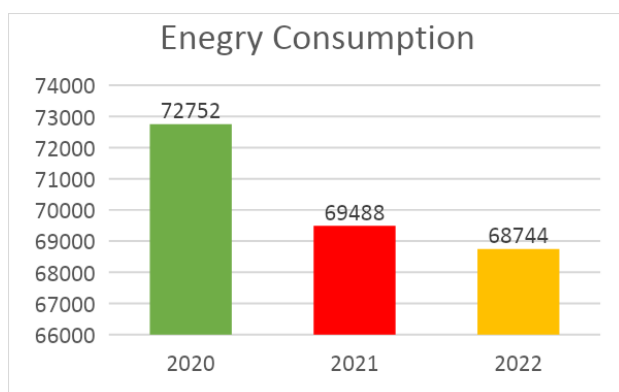
organizing environmental activities, instructing employees to participate in training seminars. Activities related to the environment.

- Improve the interior and surrounding the company to a green company
- The company has organized the Sonic Project. Safe Energy By this project, employees will join together to turn off the lights during their lunch break. In order to reduce the rate of the Company's energy consumption The results are satisfactory because after the operator does this, it is found that the power consumption has been significantly reduced.

### 3.3.2 Environmental Performance

#### 1) Energy Consumption

The company has emphasized on the efficient use of energy and operates its business under the principle of conservation of energy. This includes gathering data of the energy usage in order to analyze and create plan for the efficient use of energy. The company also promote the indirect way to save energy by using the solar cell, using LED lights, using VDO Conferences, and turning off the lights during lunch time. In 2022, the energy consumption reduces by 0.68 percent from the previous year, indicating an efficient use of energy.



#### 2) Water Consumption

The company has water resource management policies in place to promote collaboration among employees and emphasize the importance of doing so, encouraging them to take part in ongoing water-saving initiatives. This will effectively bring down costs while resolving the water shortage issue.

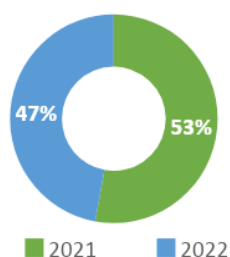
In the past, the business has taken the following actions:

- Create goals and programs to encourage water conservation.
- The water system has a leakage check so that the leak point may be found, and immediate action can be taken.
- Inform all departmental to turn off the water valve after each use.

- Water-using equipment like faucets and toilets are inspected to make sure they are always in excellent working order and available for use.

In 2022, water consumption reduces by 9.58 percent compared to the previous year, indicating an efficient use in water usage.

### Water consumption



### 3) Waste Management

The company has implemented the 3Rs (Reduce, Reuse and Recycle) as part of its environmental practices, creating the awareness of the importance of recycling and helps the company in reducing waste. The company also has an effective system in place for classifying trash and they have previously done the following things.

- Using reusable paper
- Use e-mail instead of paper
- Use lunch box instead of foam box
- Use cloth bags instead of plastic bags

### 4) Prevention and Management of Leaks

The Company has regular measures in place to prevent and prepare operators to respond quickly in the event of an oil or chemical spill, particularly in river basins or estuaries, to instill trust in safety and to mitigate potential environmental impacts. However, there were no significant oil or chemical spills into the environment in the previous year.

<u>In the event of a leak</u>	<u>Number(Times)</u>	<u>Volume(Cubic meters)</u>
Leakage from land transportation	0	0
Leakage from water transportation	0	0

## 5) Energy Conservation and Climate Change

The company has prioritized energy management and the effects of climate change. They have formed an ESG working group to be in charge of implementing energy-saving measures to meet the goals each year, such as selecting energy-saving devices.

### Solar Energy Project

In order to encourage the generation of electricity from renewable sources and to lessen environmental impact in the neighborhood, the company installed Solar Cell, a solar power generation system that can be installed in office buildings which also effectively reduces monthly electricity bills. The business has also done research on the environmental impact because they are aware of the issue of global warming. They have invested in installing solar panels at the corporate headquarters to generate clean, environmentally friendly energy as well as decreasing the amount of electricity purchases from the government, minimize the amount of greenhouse gases that are released to the atmosphere and improve the quality of life in the neighborhood.



### **Management of Greenhouse Gases**

The company calculates the amount of greenhouse gases generated by the company's activities, both directly and indirectly by calculating the amount of greenhouse gases from mobile combustion using vehicle oil to reduce carbon footprint operations and value chains. The company seeks a diverse range of solutions and innovative ideas. Furthermore, in collaboration with others to drive innovation, the strategy to reduce greenhouse gas emissions has been developed as follows.

- Create a solar cell, a grid-connected solar power generation system that can installed in office buildings and can significantly reduce monthly electricity bills.
- Switch to LED light bulbs to save energy.
- Lower water consumption.
- Recycling
- Low-cost alternatives by investigating carbon offset projects

Sonic Interfreight Public Company Limited	Per Month	Per Year
Average Oil Consumption	115,000 liters	1,380,000 liters
Average Carbon dioxide emission	302,450 kgCo2	3,629,400 kgCo2

#### 4. The Social Dimensions of Corporate Sustainability

##### 3.4.1 Social and environmental policy

The company is committed to developing its business for sustainable growth while taking on social responsibility and for the sustainable business development of the company. The Committee therefore determined Corporate Social Responsibility (CSR) policy to conduct business under good corporate governance and ethical principles while caring for environmental preservation and real social responsibility. Taking into account stakeholders involved both inside and outside the organization from shareholders, employees, customers, communities, as well as society. This is to lead to sustainable business development.

##### Framework for Corporate Social Responsibility Action

Operate business under good corporate governance and ethical principles. Along with caring for the environment and society, have real social responsibility by taking into account the stakeholders that are involved both inside and outside the organization from shareholders, employees, customers, communities, as well as society. This is to lead to sustainable business development. By the guidelines of social responsibility of the company, it should be covered in the following topics:

1. Fair business operation
2. Anti-Corruption
3. Fair treatment of labour
4. Responsibility to Consumers
5. Respect Human Rights
6. Social and Environmental Responsibility
7. Participate in community and social development

##### 3.4.2 Social Behavior

##### 1) Ethical business practices

The business places a high value on conducting business with integrity and ethics by following a fair-trade framework that conforms to the principles of fair and equal competition within the restriction of the law. Moreover, doing business with partners does not damage reputation or violate the law, which the criteria are as follows:



- Refusing to demand or accept property or any further advantages in addition to the trade agreements
- Place emphasis on developing partnerships and effective cooperation to increase the likelihood of long-term commercial collaboration
- Avoid taking any actions that will violate other's intellectual property. Including using goods and services with valid copyrights and refraining from endorsing items or behaviours that violate intellectual property.

#### **6) Social and Environmental Responsibility**

The Company regularly emphasizes the impact of its business operations on the environment and communities, they strive and encourage employees to be aware of the importance of a sustainable environment. In addition to conduct business under the responsibility to the community, the company has carried out the following activities to the society:

- Run a business with the environment as a top priority, and strictly follow environmental laws and regulations.
- Encourage the use of various resources with maximum effectively
- Encourage employees to have a good conscience to environment and society

#### **7. Participate in community and social development**

The importance of community and social development is recognized by the company. By providing regular social assistance and development projects, as well as emphasizing and supporting the development of the surrounding communities' quality of life, which is established as a guideline for dealing with communities, society, and the environment as follows:

##### **7.1 Activities for the benefit of society and the environment (After process)**

The company has established guidelines for organizing activities for the benefit of society and the environment. By establishing a policy to conduct activities for the benefit of society and the environment as a whole to operate business under the philosophy of operating with transparency and fairness and take into account the benefits of those involved from upstream to downstream Sustainable, focusing and giving importance to corporate social responsibility while preserving the environment.

##### **1. Enterprise**

To develop skills, knowledge and ability to work as well as to cultivate awareness of participation in helping society, environment, anti-corruption.

##### **2. Direct and indirect business partners and beneficiaries**

By operating a business with transparency, morality, verifiable Have a clear plan and framework.  
To ensure the sustainable growth of the company

### 3. Community and nation level

To promote and support activities that will benefit society In collaboration with government agencies And the private sector in social development at the community level by emphasizing the awareness of participation in the community to take care of one another. Both in terms of safety and lifestyle and hygiene Cultivate awareness of honesty.

The Company has set up 4 activities for the benefit of society and the environment, which are to improve the quality of life of the communities in Bang Phli and Bang Kaeo sub-districts, which are communities around the King Kaew collection and distribution center. As well as supporting travel safety knowledge Rehabilitation of patients in the community and health development At present, the company Met with the leaders of the community To acknowledge the problem And work with the community to find ways to improve or resolve such problems

In the year 2022, the working group presented the project and was considered by the working group and presented to the board that can be summarized as follows:

#### Project 1 Care the Wild : Plant&Protect



As a part of the maiA group of companies, Sonic Interfreight Public Company Limited has joined the Stock Exchange of Thailand's Care the Wild: Plant&Protect project at Ban Aoi Community Forest and Ban Boonrueng, Rong Kwang District, Phrae Province. This project aims to strengthen the network and cooperation of members as entrepreneurs who recognize the value and intend to work together to protect the environment. This project has the support of 53 maiA member companies, who have raised funds in the amount of 2.86 million baht, which can increase the forest area by more than 91 rai through tree planting, in which all of 18,200 trees will be maintained, monitored, and reported on for a period of 6-10 years.



## Project 2 : Sonic's Sanjai Bag



## Project 3 : UTCC Logistics Week 2022



Dr. Santisuk Kosiarpant, a Chief Executive Officer of Sonic Interfreight Public Company Limited was honored to be invited as a guest speaker at UTCC to share knowledge and practical experience of the logistics field and answered questions in a friendly manner along with granting some support to the event.

## Project 4 : Donate Old Calendars for the blinds



Sonic Interfreight Public Company Limited collected old calendars from their employees and donated to the Foundation for the Blind in Thailand under the Royal Patronage of H.M. the Queen for the blinds to use in teaching and learning along with providing funds for the essential tools.

### 3.1 The Sustainable Development Goals (SDGs)

Sonic Interfreight Public Company Limited has established a sustainable business direction with clear issues.

For effective implementation By looking at various issues both in terms of risks and opportunities "Strategic approach Towards sustainable development "covering economic, social and environmental dimensions, including focusing on digital innovation development Developing and taking care of people holistically Including creating value in technology access to the community and society

The Board of Directors realizes and has a vision that The Company's business conduct guidelines in order to create added value.

Sustained growth and success Need to care and take care of the environment Human rights respect Consideration of stakeholders and social development Under the principles of ethics Good governance and corporate governance In order to achieve the set goals, strive to conduct business in order to create balanced values. Under the principles of good corporate governance

Supporting the Sustainable Development Goals in accordance with the United Nations guidelines to be the foundation for national development and creating value for Thai society in all sectors, aiming for sustainable mutual growth.



#### 1. Enterprise

To develop skills, knowledge and ability to work as well as to cultivate awareness of participation in helping society, environment, anti-corruption.

#### 2. Direct and indirect business partners and beneficiaries

By operating a business with transparency, morality, verifiable Have a clear plan and framework. To ensure the sustainable growth of the company

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### Environment

The company intends to create values for the organization to have a consciousness of responsibility towards the environment. With focus from employees, personnel in business partners As well as people in the community and the nation with the details as follows

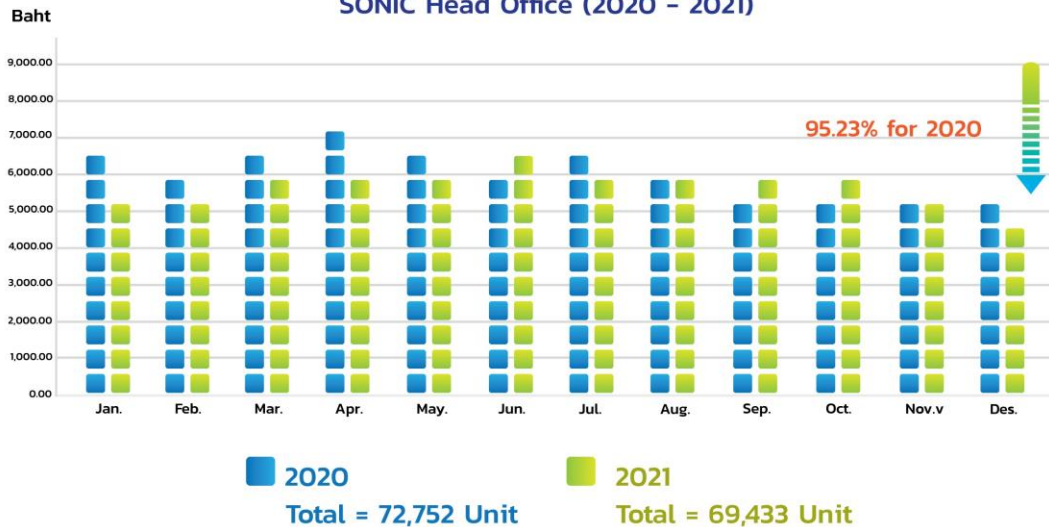
#### 1. Enterprise

With the company as a service provider of transportation Therefore, it cannot be refused at all to participate in polluting to happen, the Company realizes the importance of trying to do the best to reduce pollution by issuing the following operating policies.

- Follow up and comply with the laws and regulations related to the environment.
  - Pay attention to the condition of vehicles used for transportation using vehicles that meet EURO4 emission standards only, therefore, no vehicles with black smoke.
  - Focus on building knowledge and understanding with employees in the organization to cultivate awareness of environmental conservation and use resources efficiently, whether it is organizing environmental activities, instructing employees to participate in training seminars.
- Activities related to the environment
- Improve the interior and surrounding the company to a green company
  - The company has organized the Sonic Project. Safe Energy By this project, employees will join together to turn off the lights during their lunch break. In order to reduce the rate of the Company's energy consumption The results are satisfactory because after the operator does this, it is found that the power consumption has been significantly reduced.

## Energy Consumption Data

SONIC Head Office (2020 - 2021)



2. at the level of business partners and stakeholders, both directly and indirectly

There is a clear policy to combat environmental offenses, such as not taking over the transportation of cargo over the legal limit. Not accepting participating operators with vehicles that are not available. Do not accept business partners who operate businesses that are polluted to destroy the environment. Polishing activities by partners, customers to participate in the development of environmental restoration.

3. Community and nation level

To promote and support public and private sectors in advancing projects that benefit the development of environmental rehabilitation.

### INNO SMART CONNECTIVITY

The company has also established good relationships with transportation management agents in different countries. To be a partner in sending work to each other At present, the company There are more than 622 consecutive international representative partners covering all continents. By partners who have been doing business together for a long time I recommend other agents For the company Also joined the transportation agency club both in the country and abroad In Thailand, the Group has joined the International Freight Forwarders Association (TIFFA). It was also included as a member of The Cooperative Logistics Network in 2015, an international association covering 124 countries around the world and the Global Affinity Alliance, holding at least once a year to expand the affiliate network to operate a joint business. Together with agents in other countries To provide more comprehensive services The aim is to exchange knowledge, methods to increase the potential and

business opportunities in order to meet the needs of transporting products to the target destination of the trading partner country.

#### INNO SMART SOLUTION

- It is a full service provider of domestic and international transportation. To deliver industrial growth and innovation to the global level. And correctly manage the time and safety of transportation to the manufacturing industry
- To be a service provider specializing in the design of accurate and responsive product management, logistics and delivery solutions to the industry with a unique and unique management understanding of each industry to create strategic value. Business to the industry and deliver products to consumers with quality
- A group of manufacturing industries and trading partners around the world that aim to grow their business and deliver quality products to consumers with appropriate time management in order to maximize the benefits of entrepreneurs and consumers with the system. Transportation management that can manage time and validity and transparency in accordance with international shipping goals. It also has technology that can respond to the needs in a timely manner, including designing a solution that brings technology into account in order to maximize time management of product delivery and enable the industry to deliver products to consumers. Accurately and generate the most sales value

Stakeholders	Summary of Code of Conduct for Stakeholders
Shareholders	The Company is committed to conducting business with full capacity, honesty, transparency, taking into account the interests of the company as a whole. As well as giving fairness to all shareholders to create prosperity And create long-term progress for the company Including the return and continuous growth of the company.
Business Partners and Creditors	Treat business partners and creditors strictly according to the contract. Or agreed terms Treat all parties equally and fairly on the basis of the two parties have established clear procedures for procurement and implementation, do not demand or receive any benefit from partners, support environmentally friendly procurement.
Competitors	Compete in fair rules, do not destroy reputation or harm. Co-develop and drive market growth and not seek out confidential information in unjustified ways.
Customers	produce products that are safe. Environmental friendly And the quality meets the specified standards Providing accurate, complete product information, on-time delivery,

and responding to customer requests quickly and flexibly so that customers are satisfied with products and services.

- |                         |  |
|-------------------------|--|
| * Employees             | respect human rights Promote the development of potential and the ability of the staff to be consistent according to their abilities And each person's skills with fairness and equality To help employees grow with the company, it also complies with various laws and regulations regarding labor laws. And the welfare of employees strictly and take care of the quality of life of employees, safety, environment, security in Work and good health for employees. |
| Society and Environment | Use resources wisely Reduce the impact on the environment Manage waste and air pollution Take care of the society, community, and environment regularly. Along with strictly abiding by the law  |

Note: \* Employees means permanent employees, daily employees. Temporary workers and special contract workers.

### 3.2 Dimension of environmental sustainability

With the company as a service provider of transportation Therefore, it cannot be refused at all to participate in polluting to happen, the Company realizes the importance of trying to do the best to reduce pollution by issuing the following operating policies.

- Follow up and comply with the laws and regulations related to the environment.
- Pay attention to the condition of vehicles used for transportation using vehicles that meet EURO4 emission standards only, therefore, no vehicles with black smoke.
- Focus on building knowledge and understanding with employees in the organization to cultivate awareness of environmental conservation and use resources efficiently, whether it is organizing environmental activities, instructing employees to participate in training seminars.  
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### 3.3 The Social Dimensions of Corporate Sustainability

#### 3.4.1 Social and environmental policy

The company is committed to developing its business for sustainable growth while taking on social responsibility and for the sustainable business development of the company. The Committee therefore determined Corporate Social Responsibility (CSR) policy to conduct business under good corporate governance and ethical principles while caring for environmental preservation and real social responsibility. Taking into account stakeholders Involved both inside and outside the organization from shareholders, employees, customers, communities, as well as society. This is to lead to sustainable business development.

Framework for Corporate Social Responsibility Action

Operate business under good corporate governance and ethical principles. Along with caring for the environment and society Have real social responsibility Taking into account stakeholders (Stakeholders) that are involved both inside and outside the organization. From shareholders, employees, customers, communities, as well as society. This is to lead to sustainable business development. By the guidelines of social responsibility of the company Should be covered in the following topics

1. Fair business operation
2. Anti-Corruption
3. Fair treatment of labor
4. Responsibility to Consumers
5. Social and Environmental Responsibility

#### 3.4.3 Anti-Corruption or Corruption Policy

The company will operate its business with an emphasis on anti-corruption or corruption. And adhering to moral, ethical, transparent management In this regard, the Company has established appropriate conduct guidelines for the Board of Directors, the management and employees in business ethics. And employee ethics As part of "Corporate governance", corruption or corruption means "the practice or omission of performance in office or abuse of power in office. Violation of the law, ethics, regulations or company policies. To seek unworthy benefits in various forms such as calling, accepting, or giving assets Including any other benefits to government officials or any other person doing business with the company, etc. "

In addition, the company has established a policy on anti-corruption or corruption. To guide the implementation as follows



- Directors, executives and employees will not act or support corruption or corruption under any circumstances. And will strictly comply with anti-corruption measures
- Directors, executives and employees are responsible for compliance with good corporate governance and anti-corruption policy, with the Board of Directors assigning the management to take measures against corruption or corruption. Communicate and act accordingly
- Build an honest corporate culture and adhere to fairness.
- Provide training to employees within the organization. To encourage employees to have honesty in their duties And ready to apply the principles and ethics in the good corporate governance policy as a practice in the operation with strictness throughout the organization.
- The company provides personnel management processes that reflect the company's commitment to anti-corruption and corruption measures from selection, training, performance evaluation. Compensation And promotion
- The company arranges an internal audit to ensure that the internal control system helps the company to achieve its goals. As well as inspecting the operations of all departments to comply with the requirements, regulations, and helping to find defects Including giving advice on the development of the operating system to be efficient and effective in accordance with the good corporate governance guidelines.
- To cooperate with the government sector. In determining that every agency that is a party to the government Disclosure of income-expense accounts to the Office of the National Anti-Corruption Commission (NACC)
- The company secretary. And the internal audit manager is a person who serves to achieve good corporate governance.

Being a member of the Thai Private Sector Collective Action Coalition Against Corruption

The company has signed a declaration of intent to join the Collective Action Coalition. Of the Thai private sector in the fight against corruption (Thailand's Private Sector Collective Action Coalition Against Corruption (CAC) to show its intention against corruption. And do not accept any corruption Depends on the business operation of the company Or from operations in the organization on November 8, 2019

The Company is committed to conducting business with honesty and transparency in compliance with all laws related to anti-bribery and corruption and good corporate governance. The company realizes and adheres to anti-corruption in all its forms and is no exception. And not to directly or indirectly participate in corruption, directors, executives and all employees in the organization must uphold and comply with

#### 4 Management Discussion and Analysis

The Group's performance can be summarized as follows:

Unit : million baht

Statements of Comprehensive Income	For the year ended 31 December			
	2021	2022	Increase / (Decrease)	
			Amount	%
Revenues from services	3,352.02	3,813.50	461.48	13.77
Cost of services	2,818.41	3,125.98	307.57	10.91
Gross profit	533.61	687.52	153.91	28.84
Interest income calculated using the effective interest method	6.72	10.36	3.64	54.17
Other income	16.11	12.33	(3.78)	(23.46)
Selling & Administrative expenses	253.91	302.57	48.66	19.16
Finance costs	9.64	9.24	(0.40)	(4.15)
Income tax	58.79	80.64	21.85	37.17
Net profit for the period	234.10	317.76	83.66	35.74
Total comprehensive income for the period attributable to :				
Owners of the parent	226.14	307.59	81.45	36.02
Non-controlling interests	7.96	10.17	2.21	27.76

#### Revenue

Revenue from services of the Group for the year 2021 and 2022 was 3,352.02 million baht and 3,813.50 million baht, respectively. In 2022, the Group's revenue increased from 2021 by 461.48 million baht or 13.77 percent. The revenue from services are categorized as follows:

Segment	For the year ended 31 December			
	2021	2022	Increase / (Decrease)	
	Million	Million	Million	%
	Baht	Baht	Baht	
Sea Freight	2,728.98	2,930.64	201.66	7.39
Transportation	442.50	456.10	13.60	3.07
Air Freight	166.46	403.54	237.08	142.42
Other services /1	14.08	23.22	9.14	64.91
Total	3,352.02	3,813.50	461.48	13.77

1. Revenue from Sea Freight services for the year 2021 and 2022 was 2,728.98 million baht and 2,930.64 million baht, respectively. In 2022, the revenue from Sea Freight services accounted for 76.85 percent of the Group's total revenue from services, and increased from 2021 by 201.66 million baht or 7.39 percent as a result of containers shortage and rising sea freight rate. However, the Group was capable of managing higher service demand from existing customer base and had an increase in new customer base as well.
2. Revenue from Transportation services for the year 2021 and 2022 was 442.50 million baht and 456.10 million baht, respectively. In 2022, the revenue from Transportation services accounted for 11.96 percent of the Group's total revenue from services, and increased from 2021 by 13.60 million baht or 3.07 percent due to the increasing use of truck services.
3. Revenue from Air Freight services for the year 2021 and 2022 was 166.46 million baht and 403.54 million baht, respectively. In 2022, the revenue from Air Freight services accounted for 10.58 percent of the Group's total revenue from services, and increased from 2021 by 237.08 million baht or 142.42 percent as a result of the increasing of the air freight rate and number of services.
4. Revenue from Other Services such as distribution center service, dangerous goods logistics and container yard service for the year 2021 and 2022 was 14.08 million baht and 23.22 million baht, respectively. In 2022, the revenue from Other Services accounted for 0.61 percent of the Group's total revenue from services, and increased from 2021 by 9.14 million baht or 64.91 percent as a result of the increasing revenue from the distribution center, and the container yard services.

### Gross Profit

The Gross Profit for the year 2021 and 2022 was 533.61 million baht and 687.52 million baht, respectively. In 2022, the gross profit from services increased by 153.91 million baht or 28.84 percent from 2021 which can be categorized from services as follows:

Gross Profit	Consolidated financial statements			
	2021	2022	Increase / (Decrease)	
	Million	Million	Million	%
	Baht	Baht	Baht	
Sea Freight	456.78	577.46	120.68	26.42
Transportation	37.25	31.21	(6.04)	(16.21)
Air Freight	32.1	68.14	36.04	112.27
Other services /1	7.48	10.71	3.23	43.18
<b>Gross Profit</b>	<b>533.61</b>	<b>687.52</b>	<b>153.91</b>	<b>28.84</b>

Gross profit margin	Consolidated financial statements		
	2021	2022	Increase / (Decrease)
	%	%	%
Sea Freight	16.74	19.70	2.96
Transportation	8.42	6.84	(1.58)
Air Freight	19.28	16.89	(2.39)
Other services /1	53.13	46.12	(7.01)
<b>Gross profit margin</b>	<b>15.92</b>	<b>18.03</b>	<b>2.11</b>

1. Gross Profit from Sea Freight services for the year 2021 and 2022 was 456.78 million baht and 577.46 million baht, respectively. In 2022, the Gross Profit increased from 2021 by 120.68 million baht or 26.42 percent.

Gross Profit Margin from Sea Freight services for the year 2021 and 2022 was at 16.74 percent and 19.70 percent, respectively. In 2022, the Group had an effective cost management, resulting in a higher Gross Profit Margin for the Sea Freight services.

2. Gross Profit from Transportation services for the year 2021 and 2022 was 37.25 million baht and 31.12 million baht respectively. In 2022, the Gross Profit decreased from 2021 by 6.04 million baht or 16.21 percent.

Gross Profit Margin from Transportation services for the year 2021 and 2022 was 8.42 percent and 6.84 percent, respectively. In 2022, Gross Profit Margin for the Transportation services was slightly adjusted from 2021 as a result of the competitive situation in the market and the increase in use of the subcontractor services.

3. Gross Profit from Air Freight services for the year 2021 and 2022 was 32.10 million baht and 68.14 million baht, respectively. In 2022, the Group's Air Freight Gross Profit increased from 2021 by 36.04 million baht or 112.27 percent.

Gross Profit Margin from Air Freight service for the year 2021 and 2022 was at 19.28 percent and 16.89 percent, respectively. In 2022, Gross Profit Margin of Air Freight service was slightly adjusted from 2021 as the Group had extend their services to a new customer base along with the competitive market situation.

4. Gross Profit from Other Services for the year 2021 and 2022 was 7.48 million baht and 10.71 million baht, respectively. In 2022, the Group's Other Services Gross Profit increased from 2021 by 3.23 million baht or 43.18 percent.

Gross Profit Margin from Other Services for the year 2021 and 2022 was at 53.13 percent and 46.12 percent, respectively. In 2022, Gross Profit Margin of Other Services was slightly adjusted from 2021 as a result of the recognition of increased depreciation costs of the container yard.

#### **Interest income calculated using the effective interest method**

The Group had interest income calculated using the effective interest rate method for the year 2022, amounted to 10.36 million baht, derived from the hire purchase of tractors and trailers.



**Other revenue**

The Group's other revenue consisted of gain(loss) from sales of assets, gain(loss) from foreign exchange translation, interest income, revenue from financial lease (during the year 2021), etc. For the year 2021 and 2022, the Group's other revenue decreased by 3.78 million baht, from 16.11 million baht to 12.33 million baht. The reason for higher other revenue in 2021 was due to the fact that the company gained compensation from a chemical explosion and fire at the foam pellet factory located in Soi Kingkaew 21 which was the company's branch. While in 2022, the Group's other revenue came from the gain in foreign exchange translation and profit from the sales of assets.

**Selling and Administrative expenses**

The Group's selling and administrative expenses for the year 2021 and 2022 was 253.91 million baht and 302.57 million baht, respectively. In 2022, the Group's selling and administrative expenses increased by 48.66 million baht or 19.16 percent from 2021. The proportion compared with revenue was 7.52 percent and 7.89 percent, respectively, which is a 0.36 percent increase as a result of staff expenses.

**Financial Cost**

The Group's financial costs for the year 2021 and 2022 was 9.64 million baht and 9.24 million baht, respectively. In 2022, the group had an effective control of cash flow in accordance with growth in revenue, resulting in a 4.15 percent or 0.40 million baht decrease in financial costs.

**Income Tax**

The Group's income tax expense for the year 2021 and 2022 was 58.79 million baht and 80.64 million baht, respectively. Due to the growth in profits, the Group's income tax expense increased from 2021 to 2022 by 21.85 million baht.

**Net Profit**

The total comprehensive income that was attributable to owners of the Group for the year 2021 and 2022 was 226.14 million baht and 307.59 million baht or 6.70 percent and 8.02 percent of Net Profit Margin, respectively. Compared to the year 2021, the net profit increased by 81.45 million baht or 36.02 percent due to the increase in revenue from services.

## Financial Position Analysis

### Assets

Asset	Consolidated financial statements					
	31-Dec-20		31-Dec-21		31-Dec-22	
	Million Baht	%	Million Baht	%	Million Baht	%
Current assets	439.11	42.75	895.77	54.06	1,003.17	57.48
Non-current assets	588.00	57.25	761.33	45.94	742.17	42.52
<b>Total assets</b>	<b>1,027.11</b>	<b>100.00</b>	<b>1,657.10</b>	<b>100.00</b>	<b>1,745.34</b>	<b>100.00</b>

The Group's total assets as of 31 December 2020, 31 December 2021 and 31 December 2022 amounted to 1,027.11 million baht, 1,657.10 million baht and 1,745.34 million baht, respectively. Total assets for the year ended 2021 increased from the previous year by 629.99 million baht and for the year ended 2022, it increased by 88.24 million baht or 61.34 percent and 5.32 percent, respectively.

In 2022, the total assets of the corporate group changed significantly. It consists of the following items:

1. Cash and cash equivalents as of 31 December 2022 amounted to 532.39 million baht, an increase of 298.37 million baht from the year ended 2021 which was from the increased operation and the cash receipt from issuance of share capital.
2. Trade and other receivables as of 31 December 2022 was 311.38 million baht, a decrease from 31 December 2021 by 316.58 million baht as a result of the Group's debt repayment policy, as most of the Group's trade receivables settle their overdue payments within 3 months.
3. Net Property, Plant and Equipment, as of 31 December 2022 was 588.90 million baht, an increase from 31 December 2021 by 9.03 million baht as the assets (the tractors) were out of debt.
4. Finance lease receivables as of 31 December 2022 was 108.64 million baht, an increase of 1.17 million baht from 31 December 2021 due to an increase in hire-purchase of tractors and trailers.
5. Financial assets measured at fair value through profit or loss for the year ended 2022 was 130 million baht as the company had invested in the structured notes.



## Liabilities

Liabilities	Consolidated financial statements					
	31-Dec-20		31-Dec-21		31-Dec-22	
	Million Baht	%	Million Baht	%	Million Baht	%
Current liabilities	264.07	70.07	475.59	75.64	252.08	14.44
Non-current liabilities	112.77	29.93	153.18	24.36	178.48	10.23
<b>Total liabilities</b>	<b>376.84</b>	<b>100.00</b>	<b>628.77</b>	<b>100.00</b>	<b>430.56</b>	<b>100.00</b>

The Group's total liabilities as of 31 December 2020, 31 December 2021 and 31 December 2022 amounted to 376.84 million baht, 628.77 million baht and 430.56 million baht, respectively. Total liabilities as of 31 December 2021 increased from previous year by 251.93 million baht or 66.85 percent. While in 2022, the total liabilities decreased by 198.21 million baht or 31.52 percent.

In 2022, the total liabilities of the corporate group changed significantly. It consists of the following items:

1. Account payables and creditors as of 31 December 2022 was 136.67 million baht, a decrease of 37.93 million baht or 21.73 percent as the company paid off their creditors.
2. In 2022, the corporate group paid part of their short-term loans to the financial institutions, leading to a decrease of 170 million baht in current liabilities.
3. Long-term borrowings from financial institutions as of 31 December 2022 was 219.86 million baht, an increase of 51.67 million baht or 30.72 percent as a result the investment in land at Sriracha District, Chonburi Province for Logistics activities.
4. The other current liabilities for the year ended 2022 was 28.09 million baht, a decrease of 23.95 million baht or 46.02 percent due to the suspense output vat and corporate income tax return received from the Revenue Department.

## Shareholder's equity

The Group's Shareholder equity as of 31 December 2020, 31 December 2021 and 31 December 2022 was 650.27 million baht, 1,028.33 million baht and 1,314.78 million baht, respectively. Shareholder's equity as of 31 December 2021 increased from previous year by 378.06 million baht or 58.14 percent. For the

year ended 2022, the Shareholder's equity increased from the previous year by 286.36 million baht or 27.86 percent.

In 2022, Shareholder's equity had significant change resulting from the increase of the net profit, the increase in the total issued and paid-up capital of 21.11 million baht, and the increase in share premium of 31.17 million baht from exercising the right to convert warrants to purchase ordinary shares (SONIC-W1) and SONIC - ESOP 2018.

## Cash Flow and Liquidity Analysis

The Group's Cash flow is as follows:

Statements of Cash Flows	Consolidated financial statements		
	2020	2021	2022
	Million	Million	Million
	Baht	Baht	Baht
Net cash generated from operating activities	2.26	82.41	615.25
Net cash used in investing activities	(70.83)	(214.65)	(146.77)
Net cash from (used in) financing activities	45.90	258.60	(170.11)
<b>Net increase(decrease) in cash and cash equivalents</b>	<b>(22.67)</b>	<b>126.36</b>	<b>298.37</b>
<b>Opening balance of cash and cash equivalents</b>	<b>130.33</b>	<b>107.66</b>	<b>234.02</b>
<b>Closing balance of cash and cash equivalents</b>	<b>107.66</b>	<b>234.02</b>	<b>532.39</b>

### Net cash generated from operating activities.

For the year 2020, 2021, and 2022, the Group's net cash generated from operating activities was 2.26 million baht, 82.41 million baht, and 615.25 million baht, respectively.

In 2022, net cash generated from operating activities increased exponentially from 2021. The contributing factors were profit before income tax that amounted to 398.39 million baht, trade and other receivables increased by 309.02 million baht, in accordance with the growth in revenue, (iii) trade and other payables decreased by 36.08 million baht and (iv) other current liabilities decreased by 23.95 million baht.

### Net cash used in investing activities.

For the year 2020, 2021, and 2022, the Group's net cash used in investing activities was 70.83 million baht, 214.65 million baht, and 146.77 million baht, respectively.



In 2022, the corporate group had invested in structured notes of 130 million baht along with investment in property, plant and equipment amounting to 22.68 million baht, mostly consisting of continuous investments in Logistics activities in Sriracha District, Chonburi Province, investing in finance lease receivables of 25.24

million baht, and the receipt of cash and interest received from finance lease receivables amounting to 28.80 million baht.

**Net cash from (used in) financing activities.**

For the year 2020, 2021, and 2022, the Group's net cash from (used in) financing activities was 45.90 million baht, 258.60 million baht, and 170.11 million baht, respectively.

In 2022, the financing activities of the group consisted of repaying short term loan of 170 million baht, borrowing the long-term loan of 93 million baht, repaying the long-term loan and liabilities under finance lease agreement of 59.21 million baht along with the cash receipt from issued share capital of 47.54 million baht and the dividend payment of 81.44 million baht.

**Appropriateness of capital structure****Liquidity**

For the year ended 2022, the Group had a good financial health with the liquidity ratio of 3.98 times compared to last year with 1.88 times due to an increase in cash and cash equivalents along with a decrease in trade receivable.

**Leverage**

The Debt to Equity ratio as of 31 December 2022 improved compared to the previous year indicating financial stability. In 2022, the ratio was 0.33 times compared to the last year with a Debt to Equity ratio of 0.61 times, due to a decrease in short-term borrowings from financial institutions and liabilities under finance lease agreements.

**Risk Factors**

All activities undertaken by the Group carry elements of risk, in which the risk management is described in the 56-1 (One Report) annual report, page..

## 5. General Information

### 5.1 Company Information

Company Name : Sonic Interfreight Public Company Limited

Head Office Address : 79/349, 350, 1st and 2nd Floor Sathupradit Road, Chongnonsee, Yannawa, Bangkok 10120

Branch Office Address : (1) Kingkaew Branch  
84 Moo 15 Soi King Kaew 21, Kingkaew Road.,  
Bangpleeyai District, Bangplee Sub District,  
Samutprakarn  
(2) Kingkaew 2 Branch  
84/1 Moo 15 Bangpleeyai District, Bangplee Sub  
District, Samutprakarn  
(3) Chonburi Branch  
106/45-46 Moo 9 Thungsukla District, Sriracha Sub  
District, Chonburi  
(4) Pinthong Branch  
509/10 Village No. 3, Nong Kham Subdistrict, Si Racha District,  
Chonburi Province 20110

Nature of Business : Total Logistics Service Provider

Registration Number : 0107560000427

Telephone Number : 02- 213-2999

Fax Number : 02- 213- 2533

Website (URL) : www.sonic.co.th

Registered Capital : Baht 431,250,000

Paid-Up Capital : Baht 358,659,404

#### Juristic Persons Information of over 10% Paid-Up Capital's Direct Shareholding

Company Name :Grandlink Logistics Co., Ltd.

Address :79/345-350 Sathupradit Road, Chongnonsee,  
Yannawa, Bangkok 10120

Nature of Business :Logistics Services

Registration Number : 0105558158599

Telephone Number : 02- 213-2666

Fax Number : 02- 213-2566

Registered Capital : Baht 31,000,000

Paid-Up Capital : Baht 31,000,000

#### Securities Registrar

Company	: Thailand Securities Depository Co., Ltd.
Head Office	: 93 The Stock Exchange of Thailand, Ratchadaphisek Road, Dindaeng, Bangkok 10400
Telephone Number	: 02- 009-9999
<u>Auditing Company</u>	
Company	: PricewaterhouseCoopers ABAS Ltd.
Head Office	: 179 / 74-80, Bangkok City Tower, 15th Floor, South Sathorn Road, Bangkok
Telephone Number	: 02-844-1000

#### 4.1 Other Important Information

- None –

#### 4.2 Legal dispute

As of 31 December 2022, the company come to the conclusion there is no legal dispute which may have an effect on the company's assets. Which is higher than 5.00 percent of shareholders' equity.

#### 4.3 Secondary Market

- None –

#### 4.4 Contacted financial institutions (Only if the company issues Corporate Bond)

As of 31 December 2022, the company did not issues corporate bond

## Section 2

### Corporate governance

## 5 Corporate Governance Policy

### 5.1 Corporate Governance Policy & Code of Conduct

#### Corporate governance

The Company realizes the importance of good corporate governance, believing that good corporate governance represents an efficient, transparent, verifiable management system that helps build confidence and confidence to shareholders, investors, stakeholders. This will lead to the added value and the growth of the company. In the long run and sustainable, the company has continued to promote good corporate governance system. With the aim of the Board of Directors and the management team to develop good corporate governance and follow the principles in accordance with international Code of Conduct. By applying the principles of good corporate governance set by the Stock Exchange of Thailand (SET) to define it as the code of conduct of the company and a follow-up procedure are set to improve the said principle in accordance with the guidelines of the Stock Exchange of Thailand. Which may change in the future to be appropriate and consistent with changing circumstances. With practice guidelines covering the following five Section:

Section 1 Right of Shareholders

Section 2 Equitable Treatment of Shareholders

Section 3 Roles of Shareholders

Section 4 Information Disclosure and Transparency

Section 5 Responsibilities of the Board of Directors

Overview of policies and practices of corporate governance It appears in Attachment 5 of this Annual Registration Statement (56-1 One Report).

### 5.2 Business ethics

The Board of Directors has prepared Code of Conduct which applies to the directors, executives and employees of the Company and other persons acting on behalf of the Company. And it has been continuously improved to cover such matters as stakeholders and conflicts of interest. Securities trading

And the use of inside information Treatment of customers Treatment of competitors, procurement and trading partners. Treatment of shareholders, Treatment of creditors, Environmental responsibility, Community and society as a whole Respect for human rights and fair treatment of labor, etc. in accordance with international standards. The company has published the code of business ethics on the company's website 'www.sonic.co.th' for the convenience of directors, executives and employees of the company to access and use as references. An understanding of corporate governance policy and ongoing practice principles.

### **5.3 Major Changes and Policy's Developments, Practice and Corporate Governance System in the Previous Year**

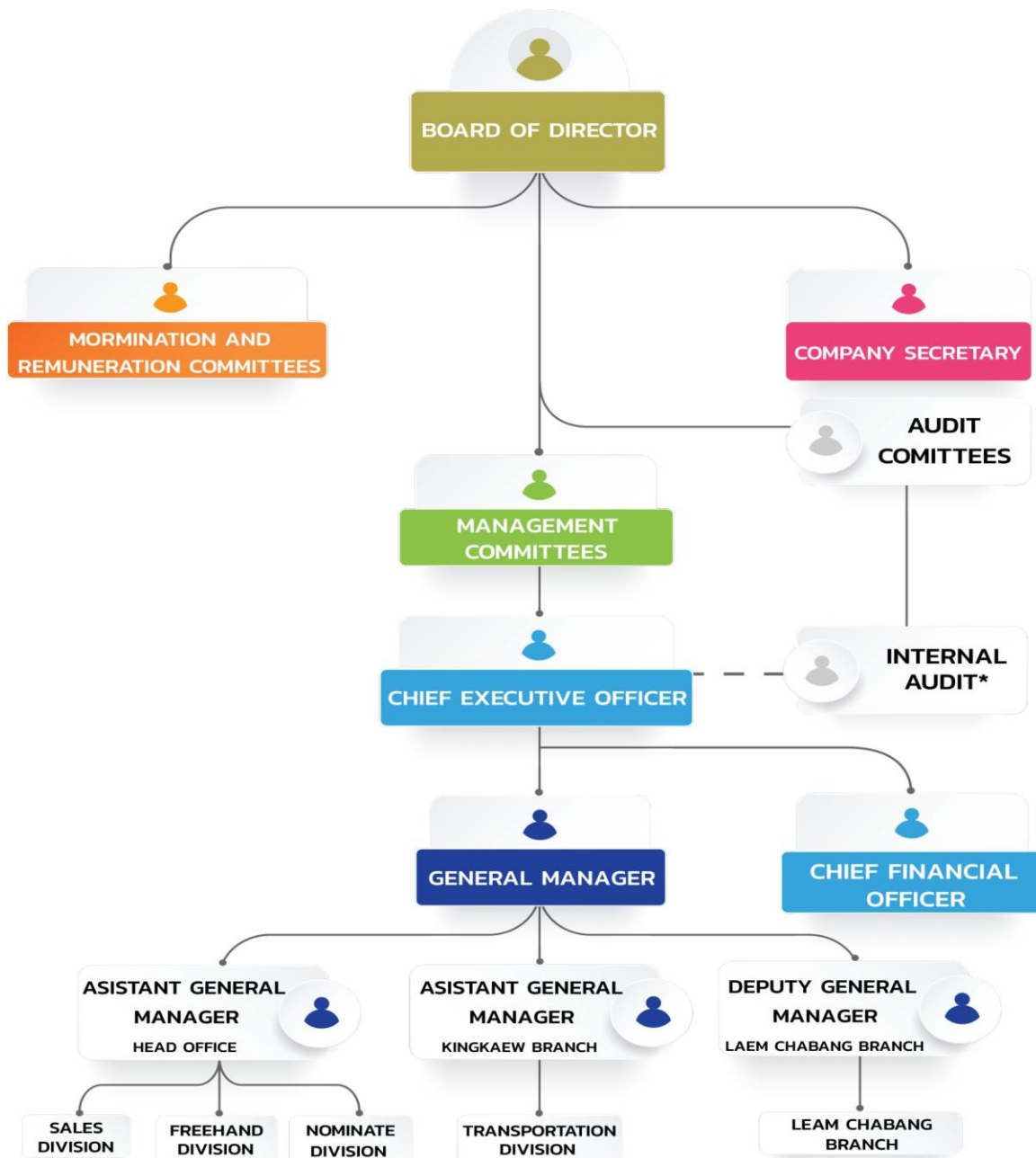
The Company has regularly reviewed policies, guidelines and corporate governance systems in order to increase the efficiency of corporate governance and to enhance its corporate governance. Corporate governance standards of the company which are in line with the principles of good corporate governance for listed companies in 2017. In 2021, the company has revised and review Corporate's Committee Charter annually for propose to the Board of Directors for approval.



**6 Corporate Governance Structure And important information about the board Sub-committees, management, employees and others**

**6.1 Management Structure**

Management Structure as of 31 December 2022



Remark: \*The Company employs Phattarakiet Audit and Consulting Co., Ltd. Assoc. Prof. Dr.Thitaporn Sinjaroonsuk is Internal Audit Manager

# Board of Directors



**Board of Directors as of 31 December 2022 consists of 8 directors as follows.**



Assoc. Prof. Dr. Wanchai Rattanawong  
Chairman of the Board of Directors /  
Independent Director



Assoc. Prof. Kalyaporn Panmareng  
Chairman of Audit Committee /  
Chairman of Member of the Nomination  
and Remuneration Committee /  
Independent Director



Mr. Kanawath Aran  
Audit Committee /  
Chairman of Member of the Nomination  
and Remuneration Committee /  
Independent Director



Mr. Rattawat Suksaichol  
Audit Committee /  
Independent Director



Dr. Santisuk Kosiarpant (Ph.D.)  
Director / Member of the Nomination  
and Remuneration Committee /  
Chief Executive Officer



Mr. Ranut Lieolertsakulchai  
Director /  
Company Secretary



Mr. Vutthichai Suriyavorawong  
Director



Mr. Panuwat Prathumsri  
Director

# Executive Officers



Executive Officers as of 31 December 2022



Dr. Santisuk Kosiarpnanant (Ph.D.)  
Chief Executive Officer



Mr. Vutthichai Suriyavorawong  
General Manager-SONIC



Mr. Ranut Lieolertsakulchai  
General Manager-SONIC



Mr. Panuwat Prathumsri  
Deputy General Manager



Mr. Patiphan Plengchawee  
Deputy General Manager



Ms. Kanokwan Piritburana  
Chief Financial Officer



Ms. Piyathida Tangoat  
Chief Accountant



Company's management structure It consists of 4 committees, namely the Board of Directors. Audit Committee Nomination and Remuneration Committee and the Executive Committee and consists of 3 working groups, namely the Risk Working Group. Corporate Governance Working Group and the Social Responsibility Team By disclosing the names and positions of senior management that are consistent with the Company's management structure as follows:

## 6.2 Board of Directors information

### Roles and Duties of the Chairman

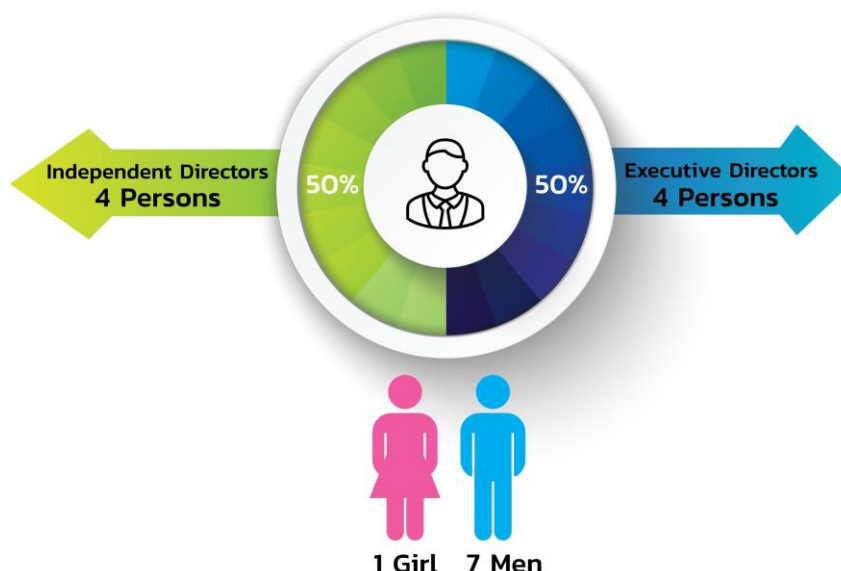
The Chairman of the Board of Directors plays an important role in overseeing and supporting the Board of Directors to perform its duties in accordance with the directions and strategies set forth. For the best interest of the company and the shareholders as a whole, the chairman of the board plays the leading role of the company's directors. The duties of the chairman of the board at least cover various matters, including:

1. Supervise, monitor and ensure that the performance of the Board of Directors' duties is efficient and achieves the objectives and main goals.
2. Ensure that all directors are involved in fostering an ethical corporate culture and good corporate governance
3. Determine the agenda for the Board of Directors meeting by discussing with the Chief Executive Officer. and there are measures to ensure that important matters are included as agenda
4. Allocate enough time for the Board of Directors meeting for the management to propose matters and enough for the directors to discuss important issues cautiously and generally, and encourage the directors to exercise prudent judgment and express their opinions effectively. free
5. Strengthen good relationship between executive directors and non-executive directors. and between the board and the management

### Board of Directors

The Board of Directors consists of Expert Directors with knowledge, abilities and experiences in Management Level from many organizations and able to utilizes their knowledge for setting business direction efficiently as well as causing the maximum benefit to the Company and shareholders. Directors play an important role in setting policy and overall operation as well as playing a role to monitor, review, oversee management operation and evaluate the Company's overall operation to be established plan. The Board of Directors consists of 8 directors. The election of

directors is in accordance with the resolutions of the shareholders' meeting in accordance with the rules and procedures prescribed by law. currently consists of



The Board of Directors has considered, reviewed and approved the vision, mission, strategy, goals, and directions of the company's business operations. Including reviewing important policies to be appropriate and consistent with business operations in accordance with good corporate governance principles such as corporate governance policies Anti-Corruption Policy etc.

The Board has monitored the implementation of the company's strategies. During every quarter of the Board of Directors' meeting, the Board monitors the performance of the management by outlining a report on the results of operations and results of the company especially in terms of financial goals and plans in order to be in accordance with the companies strategies.

At the present time, the Company consists of 8 directors; 4 Executives and 4 non-Executives which are inclusive of 3 Audit Committees. This committee structure will help balance the vote in any agenda. Besides, the Board of Director has appointed sub-committees in order to support corporate governance as follows;

## Directors

The Board of Directors as of 31 December 2021 consists of 8 directors are as follows;

Name - Surname		Position
1. Assoc. Prof. Dr. Wanchai	Rattanawong	Chairman / Independent Director
2. Assoc. Prof. Kalyaporn	Panmareng	Chairman of Audit Committee/ Chairman of the Nomination and Remuneration Committee/Independent Director
3. Mr. Kanwat	Aran	Audit Committee /Nomination and Remuneration Committee / Independent Director/
4. Mr. Rattawat	Suksaichol	Independent Director / Audit Committee
5. Mr, Santisuk	Kosiarpanant	Director / Chief Executive Officer
6. Mr. Ranut	Lieolertsakulchai	Director
7. Mr. Vutthichai	Suriyavorawong	Director
8 Mr. Panuwat Prathumsri		Director

Mr. Ranut Lieolertsakulchai serves as the Secretary to the Committees.

## Directors authorized to sign on behalf of the company

The authorized directors who are authorized to sign to bind the company are Dr. Santisuk Kosiarpanant and Mr. Ranat Lieolertsakulchai Or Mr. Vutthichai Suriyavorawong with the company's seal

## Scope of Authorities and Roles of the Board of Directors

- 1) Oversee the Company's business to ensure compliance with the law, the Company's objective and regulations and any lawful resolutions adopted by the meeting of shareholders, holding to the principle of "The Code of Best Practice for Directors of Listed Companies" as the policy of the Stock Exchange of Thailand.
- 2) Provide the shareholder meeting as an annual general meeting within 4 months after the end of the Company's accounting period.
- 3) Provide the audited Company's balance sheet and income statement on the end of the Company's accounting period and present to the shareholder meeting in the annual general meeting for consideration and approval.



- 4) Set the Company's vision, mission, objective, policy, business plan and budget including supervise the management of the management committee to be as the assigned policy. However, the issue required by law must get votes from the shareholder meeting such as increasing or decreasing of capitals, issuing bonds, sale or transfer of all or part of company, buy or receive transfer of other company to the company, editing memorandum of association or regulations, etc. The Board of Directors must get approval before the execution.
- 5) Supervise the Management to operate as plan and budget constantly including consider and always review the policy, plan and budget.
- 6) Control the Company's compliance with Securities and Exchange Act, regulations of the Stock Exchange of Thailand such as Related Transactions, Acquisition and Disposition of Assets, all other applicable legislation.
- 7) Consider Management Structure and have authority to consider appointment of Board of Director, President of the Board, subcommittees, Chief Executive Officer (CEO) as well as determine the scope of authorities and responsibilities of the Board of Director, President of the Board, subcommittees, Chief Executive Officer (CEO) as deemed appropriate.
- 8) Prepare the Annual Report of the Board of Director, response the procedure and financial disclosure to show financial status and annual overall operation and present at the shareholder meeting for consideration and approval.
- 9) Have authority to assign one of director or more or other person to perform either one to perform on behalf on the Board of Director by being under the control of the Board of Directors or authorize the mentioned person as agreed by the Board of Directors within timely manner. The Board of Directors can cancel, withdraw, change or amend the authorization as deems appropriate. Accordingly, an authorization must not be an authorization that allow the person to be able to consider and approve the transaction between own company and the interested person or any conflict of interest among the Company or subsidiary as the definition in notification of the capital market and/or the Stock Exchange of Thailand and/or any notifications from related organizations except the approval as a policy and regulation that the Board of Directors has already considered and approved.
- 10) Nominate the Company Secretary to response and perform for the Company or the Board of Director operation benefit such as preparing the committee registration, the Board of Directors meeting invitation letter, the shareholder meeting invitation letter, etc.

### **Structure**

- 1) The Board of Director does not need to be the Company shareholder.
- 2) The Board of Directors consists of at least 5 directors and at least half of directors must reside in the Kingdom of Thailand
- 3) The Board of Directors consists of non-administrative officers at least one-third of entire director but must be more than 3 people.
- 4) The Board of Directors selects 1 person to be the Chairman.

### **Holding a position and the Board of Director's appointment**

- 1) The Nomination and Remuneration Committee is assigned to recruit and make recommendations of the personnel with qualifications mentioned in the charter for holding the Board of Directors position in the Board of Directors' meeting and the shareholders' meeting for next consideration.
- 2) The shareholders' meeting is assigned to appoint the Board of Director. However, in case of the Board of Directors appointment due to reasons other than retirement by rotation. The Nomination and Remuneration Committee is assigned to select personnel with qualifications mentioned in the charter and make recommendation to the Board of Director meeting for the appointment with the exception of less than 2 months remaining term. Accordingly, personnel who take the director position will hold a tenure which lasts the remaining time of the tenure of the Director whom they replace.
- 3) At every annual shareholders' meeting, one third of the total directors will be retire from their positions. If the number of directors cannot be divided by three, the directors will retire by the number nearest to one third of the total directors. Directors who are retired by rotation may be re-elected. Directors who required to retire at the first year and the second year after registration, drawing lots will be provided. In subsequent years, the directors who have been in the longest term will retire. Besides the above retirement, the Board of Directors may dismiss from the position with following reasons;
  1. Pass away
  2. Resign
  3. Lack of qualifications which required by the Charter or having prohibited characteristics according to law

4. 4) The shareholders' meeting resolved to retire before the expiration of the term with a vote of not less than three-quarters (3/4) of the total number of shareholders attending the meeting and having the right to vote And have a total of not less than half (1/2) of the shares held by the shareholders attending the meeting and having the right to vote
5. A court orders

Any director who resigned from the position shall submit a resignation letter to the company. The resignation will be effective from the date of resignation to the company.

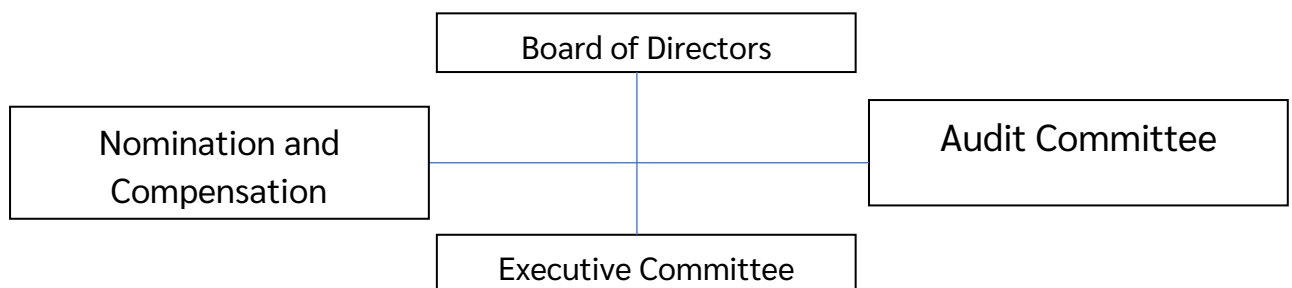
The Board of Directors consists of 8 directors, 4 of which are independent directors, one of which is a woman. The Board of Directors has diversity (Board Diversity) with skills consistent with the strategy. business of the company through the preparation of a Board Skills Matrix and a variety of educational backgrounds and experiences without limiting other differences in details of directors' profiles Appears in Attachment 1 of the Annual Registration Statement (56-1 One Report)

#### Strategy considerations Vision and Mission

The Board of Directors has reviewed the vision. and the mission of the organization on a regular basis by considering together with Executive Committee to improve in line with goals and future business strategies. of the business group to follow along with follow-up on the operating results of the management periodically

in the past year The Board of Directors Meeting No. 4/21, convened on November 10, 2021, reviewed the vision, mission and organizational principles to be consistent. with the goals and business strategies of the business group

#### 6.3 Sub-committees Information



### Audit Committee

Audit Committees as of 31 December 2022 consists of 3 committees as follows;

Name – Surname		Position
1. Assoc Prof. Kalyaporn	Panmarerng	Chairman of Audit Committee/ Independent Director
2. Mr. Kanwat	Aran	Audit Committee / Independent Director
3. Mr. Rattawat	Suksaichol	Audit Committee / Independent Director

Mr. Ranut Lieolertsakulchai serves as the Secretary to the Committees.

Assoc.Prof. Kalyaporn Panmarerng is an Audit Committee member who has knowledge and experience in reviewing financial statements with details of educational background and work experience as follows:

#### Educational background

- MBA, National Institute of Development Administration
- Bachelor of Accounting, Bangkok University

#### Professional Experience

Period	Position	Institute / Company / Type of Business
2015 - Present	Chairman of the Audit Committee	Sonic Interfreight Co., Ltd. / Logistics
2017 - Present	Vice President for Planning and Quality Assurance	Sriprathum University / Education
2016 - Present	Committee	President Automobile Industry Co., Ltd. / Car Air Conditioner Part Manufacturing Industry
2009 - Present	Chairman of the Audit Committee, Nomination and Remuneration Committees and Chairman of the Risk Management Committee	Chow Steel Industries Pte. Co., Ltd. / Metallurgical Industry
2004 - Present	Financial Committee and Treasurer	Ethanol Biodiesel Club of Thailand /Foundation
2002 - Present	Internal Quality Assurance Auditor	Office of the Higher Education Commission / Education
1999 - 2017	Assistant to Vice President for	Sriprathum University / Education

	Planning and Quality	
2019 - present	Chairman of the Nomination and Consider compensation	Sonic Interfreight Co., Ltd. / Logistics

And Mr. Ranut Lieolertsakulchai acts as an audit committee secretary.

#### **Qualifications of Audit Committee**

1. Fully qualified under the requirements of Securities and Exchange Commission (SEC) the Stock Exchange of Thailand.
2. Not being a committee assigned by the Board of Director to make a decision on the operation of the Company, head office, subsidiary, associated company or juristic person with potential to cause conflict.
3. Not being a management committee, employee, advisor with regular salary, authority of the Company, head office, subsidiary, associated company or juristic person with potential to cause conflict / main shareholder.
4. Be able to perform, give opinion and present the report assignment from the Board of Director independently, not under control of Management, main shareholder or authority including all concerned parties or relatives of all mentioned person.
5. Be able to devote time and opinion sufficiently in operation as an audit committee.
6. Participate in training class and build up knowledge of concerned audit operation continuously to keep them up with the times and learn more in the Company Operation to increase the effectiveness of the audit committee.
7. Chairman of the audit committee should carry leadership skill and lead the meeting in the right way, efficient in planning skill and assure the overall effectiveness of the audit committee

#### **Scope of Duties and Responsibilities of the Audit Committee**

1. Audit Committee Charter
  - (1) Provide Audit Committee Charter of Duties and Responsibilities of the Audit Committee.
  - (2) The content in the Audit Committee Charter must be clear meaning specification, overall definition including other responsibilities of the audit committee.
  - (3) Review the Audit Committee Charter and ensure the present content, conform to the Company's operation and be able to apply efficiently at least once a year.
2. Financial Statement
 

Review the report procedure and ensure the transparent disclosure of the financial report to be accurate, complete, adequate, and trustworthy in a timely manner by coordinating with the financial auditor and the Management who response in the financial report both quarterly and annually.

3. Related Transactions and Cases involving potential conflicts of interests.
  - (1) Review the related transactions and Cases involving potential conflicts of interests as relevant law and the regulatory guidelines of the Stock Exchange of Thailand, to ensure the reasonable issue and to the benefit of the Company.
4. Internal Control
  - (1) Review and ensure appropriation and effectiveness of the Company's Internal Control.
  - (2) Consider the Audit Report, Auditor and Internal Audit Department's opinions and present to the Management for improvement as a suggestion including follow up those issues.
5. Internal Audit
  - (1) Review the Company and ensure the independent Internal Audit and effective audit system.
  - (2) Review the activities and structure of Internal Audit and approve Internal Audit Charter
  - (3) Consider and give an opinion on the appointment, transfer, impeach or dismiss as well as determine and assess the annual performance of Internal Audit Supervisor to ensure the independent of the Company.
  - (4) Review the Internal Audit with the Internal Audit Supervisor especially concerned internal system control and financial managing procedure.
  - (5) Consider, give an opinion and suggest the budget and manpower of Internal Audit and present to the Management for approval.
  - (6) Review the audit plan and scope of the audit of internal audit and the Company's financial audit as well as the advisor of internal audit (if any) and ensure the beneficence and non-duplication.
6. Financial Audit
  - (1) Consider, select, nominate and propose remuneration to the external auditor by considering the trustworthy, sufficiency of resource of the audit and assigned personnel's experience including the performance in the past year as well as consider dismissal of the financial audit. Accordingly, Audit Committee provides opinions to the Board of Directors for next approval and consideration.
  - (2) Review scope and audit procedure presented by the financial audit as well as consider reason of changes in audit plan ( in case of change in audit plan later)
  - (3) Suggest the auditor to review the necessary and important points of the Company and the subsidiary's financial audit.
  - (4) Check the financial audit report, present to the Board of Directors for development, follow up the suggestion.
  - (5) Consider the adequacy and efficiency of the coordination between the financial auditor and the internal auditor.
  - (6) Acknowledge the financial audit report promptly regarding the suspicious conduct of CEO



and President or any personnel who response in Management committed under section 281/2 paragraph 2, section 305, 306, 308, 309, 310, 311, 312 or section 313 of act and investigate immediately as well as report the preliminary investigation report to Securities and Exchange Commission (SEC) and the financial auditor within 30 days after receiving the report from the financial auditor.

7. Legality and applicable regulations

(1) Review the Company's compliance with Securities and Exchange Act, regulations of the Stock Exchange of Thailand and all other applicable legislation.

8. Report of the Audit Committee

(1) The Audit Committee must report the overall operation to the Board of Director's meeting and to consider at least once a quarter.

(2) Create an annual overall operation report of the Audit Committee showing lists according to regulations of the Stock Exchange of Thailand, arrange to be signed by Chairman of the Audit Committee and disclose in the Company's annual report.

(3) As a duty of the Audit Committee, if there is any suspicions or found anything which may affect the financial position and the Company's operation significantly, the Audit Committee must report to the Board of Directors for development in timely and appropriate manner.

(3.1) Conflicts of Interest

(3.2) Corruption, irregularities or significant errors in the Internal Control System

(3.3) Failure to comply with acts, regulations of the Stock Exchange of Thailand or other laws relevant to the Company's business.

(4) If the Committee or Management fail to operate an improvement or proper behavior as above (3.1), (3.2) and (3.3) within proper due time. One of the Audit Committee may report the case related to (3.1), (3.2) and (3.3) to Securities and Exchange Commission (SEC) or the Stock Exchange of Thailand.

9. Good Corporate Governance

(1) Review the Company to support the good corporate governance continuously as well as guide the plan and give an important suggestion for the development

(2) Give precedence by supporting the Company's Good Corporate Governance to be one of the annual committee meeting agenda and also the annual shareholders meeting agenda.

(3) Follow up Chairman of the Audit Committee and ensure to receive a copy of report on interest under Section 89/14 from a company secretary within 7 business days from the date on which the company has received such report.

10. Risk Management

(1) Review the standard of risk management policy and ensure the efficiency and effectiveness.

(2) Coordinate with Risk Management Committee and Management to consider and discuss the

report and present the risk management progression to the Company

11. Anti-Corruption

Review the Company's operation under the measure of anti-corruption as well as the financial report, internal control system and internal audit to ensure the effectiveness of operation, the accordance of regulations and the morality. If there are any suspicions of report or any behaviors which may affect to financial position and the Company's operation including corruption significantly, the audit committee will report to the Board of Directors for progression and improvement within due time.

12. Other responsibilities

(1) Perform other duties assigned by the Board of Directors. The Audit Committee has responsibilities to the Board of Directors while the responsibilities of entire activities to others are still belong to the Board of Directors

(2) Perform duties following notice of the Stock Exchange of Thailand

(3) Control the whistle blowing procedure when employees and stakeholders have inquiries or found suspicious behaviors against the regulations, laws, rules, ethics or corporate governance policies and to assure the whistle blower that the Company has an independent investigation procedure and appropriate monitoring operation.

(4) Control the special investigation as deemed necessary

**Structure**

(1) Audit Committee must be the Company's Independent Committee.

(2) Audit Committee must be appointed by the Board of Directors.

(3) Audit Committee must consist of at least 3 Independent Committees which are knowledgeable with adequate experiences.

(4) At least 1 Audit Committee must be adequate knowledgeable and experienced in finance or accounting to review the financial statement's accountability.

(5) Audit Committee can hold the position of Audit Committee not more than 5 listed companies.

(6) The Board of Directors elects one Audit Committee to be the Chairman of Audit Committee.

**Tenure and Audit Committee Appointment**

1. Audit Committee holds tenures which last 3 years each term from the date on which they are appointed.

2. Audit Committee who retired by rotation may still be re-nominated or re-election but not the automatic extension.

3. Audit Committee may resign from the position at any time before the tenure by informing and submitting a letter of resignation with reasons to the Company. The Company will send copy of a letter of resignation to the Stock Exchange of Thailand as well as delivering to The Securities and Exchange Commission.
4. In case when position of Audit Committee becomes vacant due to reasons other than retirement by rotation, the Board of Directors will appoint a qualified person to be Audit Committee to ensure the complete number of members. A person who is appointed will hold a tenure which last remaining time of the tenure of the Director whom he/she replaces.
5. Audit Committee retirement
  - (a) Cease to be Audit Committees
  - (b) Complete the tenure
  - (c) Lack of qualifications of Audit Committee
  - (d) Pass away
  - (e) Resign
  - (f) Be impeached
  - (g) Serve a term of imprisonment or any legitimate order of imprisonment except offenses committed by negligence or misdemeanor
  - (h) Be an incompetent person or a quasi-incompetent person
  - (i) Be a bankrupt
6. If there are less than 3 Audit Committees, the Company should hasten the new committee appointment instantly or at least within 3 months from the date of incomplete audit committees to ensure the operations continuity of the Audit Committees which is related to regulations of maintaining the listing status on the Stock Exchange of Thailand.

#### **Nomination and Remuneration Committee**

Nomination and Remuneration Committees as of 31 December 2021 consists of 3 committees as follows;

Name – Surname		Position
1.Assoc. Prof. Kalyaporn	Panmarerng	Chairman of the Nomination and Remuneration Committee
2. Mr. Kanwat	Aran	Nomination and Remuneration Committee
3. Ph.D. Santisuk	Kosiarpanant	Nomination and Remuneration Committee

Mr. Ranut Lieolertsakulchai serves as the Secretary to the Nomination and Remuneration Committees.

**Scopes, Duties and Responsibilities of Nomination and Remuneration Committee**

Nomination and Remuneration Committees perform duties as assigned by the Board of Directors with scope and responsibilities as follows;

**1. Nomination**

- 1.1 Set the rule and policy of the committee nomination and subcommittee nomination by considering appropriation in number, structure and element of committees this is suitable with size, category and business complication, determine the committee qualifications to present to the Board of Directors and/or ask for approval in the shareholders meeting.
- 1.2 Recruit, select and present qualified candidates to hold the position of the Board of Directors and committees who have completed their terms and/or replace the vacant position and/or make new appointment.
- 1.3 Perform other nomination tasks as assigned by the Board of Directors.
- 1.4 Review and summarize the succession plan and management continuity which is proper with Chief Executive Position annually and report to the Board of Directors.

**2. Remuneration**

- 2.1 Set the rule and policy of the committee remuneration and subcommittee remuneration and present to the Board of Directors and/or ask for approval in the shareholders meeting.
- 2.2 Consider necessary and proper remuneration both payment in the form of money and other forms of compensation to the Board of Directors and individual committee. Remuneration determination of the Board of Directors, the Company's committees and subcommittees are considered to be appropriate with their respective duties, responsibilities and accomplishments, compare with similar business and with benefits that might be receiving from the committees and present to the Board of Directors for consideration and to the shareholders meeting for approval,
- 2.3 Response to the Board of Directors and perform duties of giving explanation, answer the question of remuneration in the shareholders' meeting.
- 2.4 Report the policy, measure/reason of remuneration determination to the committees and subcommittees as the Stock Exchange of Thailand's regulations as in the Annual Report (form 56-1) and the Company's Annual Report.

- 2.5 Perform other remuneration consideration tasks as assigned by the Board of Directors. Management and other sections must report or present the information and concerned documents to the Nomination and Remuneration Committees to support Nomination and Remuneration Committees performance and achievement.

### **Structure**

- 1) Nomination and Remuneration Committee is appointed by the Board of Directors and composed of at least 3 members, comprising of more than half of the independent directors.
- 2) Independent Director holds position of Chairman of Nomination and Remuneration Committee.

### **Executive Board of Directors**

Executive Board of Directors as of 31 December 2021 consists of 3 directors as follows;

Name – Surname		Position
1. Mr. Santisuk	Kosiarpanant	Chairman of the Executive Committee
2. Mr. Ranut	Lieolertsakulchai	Committee Member
3. Mr. Vutthichai	Suriyavorawong	Committee Member

Mr. Ranut Lieolertsakulchai serves as the Secretary to the Executive Board of Directors.

### **Scope, Duties and Responsibilities of Executive Board of Directors.**

1. Oversee the business operations of the Company in accordance with the law, objectives, regulations, resolutions of Annual General Meeting under morality, accuracy and the protection of Company's interest. The Executive Board of Directors will be held at least once a month.
2. Consider following issues as necessary in business operation and present to the Board of Directors for approval or consideration.
  - 2.1 Policy, objective and the Company's annual plan
  - 2.2 The Company's annual budget
  - 2.3 Guideline, policy and investment objective for the operational framework
  - 2.4 Salary Structure, employee benefits for appropriate compensation to employees
3. Perform duties as assigned by the Board of Directors.
4. Have the authority to approve of opening bank account both domestic bank and overseas bank by considering the appropriation of overall financial management.

5. Have an authorization in following issues within the specific limit as following details;
  - 5.1 Control and determine the investing management guideline in accordance with the policy on the business undertaking as assigned by the Board of Directors and established law.
  - 5.2 Have the authority to give commands, rules, and notes to ensure operations with established policies and benefits of company and for maintaining operation discipline in the organization.

### **Structure**

- 1) Executive Board of Directors consists of directors and/or the Company's management at total of not less than 2 members.
- 2) The Board of Directors appoints one of Executive Board of Directors to be Chairman of Executive Board of Directors.
- 3) Executive Board of Directors can appoint one employee to be Secretary of Executive Board of Directors to support operations regarding the meeting arrangement, agenda preparation, document sending and minute of meeting matters.

### **Risk Management Committee**

Risk Management Committees as of 31 December 2019 consists of 3 directors as follows;

Name - Surname		Position
1. Mr. Vutthichai	Suriyavorawong	Chairman of the Risk Management Committee
2. Mr. Ranut	Lieolertsakulchai	Committee Member
3. Mr. Maitree	Rattanaworavipha	Committee Member

Mr. Ranut Lieolertsakulchai serves as the Secretary to the Risk Management Committees.

### **Scope, Duties and Responsibilities of Risk Management Committee**

1. Establish a risk management policy and set the framework of other risk management appropriately and efficiently.
2. Establish risk management plan and risk management procedure over the organization as a guideline in other specific operations.



3. Determine the financial amount or business type according to the risk and present to the Board of Directors and ask for approval to be a measure in operation or each risk situation.
4. Control and ensure the throughout communication of the measure and ensure the employees perform those measures.
5. Provide the assessment and analyze the possibility of damage systematically and constantly to ensure risk observation covers entire processes of business operation.
6. Support and develop risk management throughout the organization.
7. Perform duties as assigned by the Board of Directors covering any operations related to other important risk categories of the Company.

#### **Structure**

- (1) Risk Management Committee is appointed by the Board of Directors.
- (2) Risk Management Committee consists of the Board of Directors and/or the Company's Management with total at least 3 members. Risk Management Committee appoints one member to be Chairman of Risk Management Committee.
- (3) Chairman of Risk Management Committee appoints one member to be Secretary of Risk Management Committee.
- (4) Risk Management Committee holds tenures which last 3 years each term. Risk Management Committee who completed their terms may still be re-nominated for re-election.
- (5) Besides completing the terms, Risk Management Committee will last remaining the term when pass away, resign, lack of qualifications or due to any reasons that not holding tenure of the Board of Directors or the Company's employees (as the case may be).
- (6) In case when position of Risk Management Committee becomes vacant due to reasons other than retirement by rotation, Risk Management Committee appoints one person who is qualified as mentioned above to hold a tenure which last remaining time of the tenure of the Director whom they replace.

### Corporate Governance Committee

Corporate Governance Committees as of 31 December 2021 consists of 3 committees as follows;

Name – Surname		Position
1. Mr. Vutthichai	Suriyavorawong	Chairman of Corporate Governance Committee
2. Mr. Ranut	Lieolertsakulchai	Committee Member
3. Mr. Patiphan	Plengchawee	Committee Member

Mr. Ranut Lieolertsakulchai serves as the Secretary to the Corporate Governance Committees.

### Scope of duties and responsibilities of the Corporate Governance Committee

1. Consider, propose policy and guideline recommendations / ethical and moral business guidelines on good corporate governance to the Board of Directors and Management to establish the regulation of organization as a standardized and correct regulation.
2. Control, provide advice, assess and review policy, Good Corporate Governance and business ethic in order to improve and upgrade the Company's Corporate Governance to International Standard.
3. Perform duties as assigned by the Board of Directors.

### Structure

- 1) Corporate Governance Committee is appointed by the Board of Directors and comprising of at least 3 members.
- 2) Corporate Governance Committee holds tenures which last 3 years each term. Corporate Governance Committee who completed their terms may still be re-nominated for re-election.
- 3) In case when position of Corporate Governance Committee becomes vacant due to reasons other than retirement by rotation as 2.2 that is dismissal of being directors or employees, resign or impeachment by the Board of Directors, the Board of Directors will appoint a qualified person to be Corporate Governance Committee to ensure the complete number of members as required by the Charter. Mentioned person who is appointed will hold a tenure which last remaining time of the tenure of the Director whom he/she replaces.

### Corporate Social Responsibility Committee

Corporate Social Responsibility Committees as of 31 December 2021 consists of 3 committees as follows;

Name - Surname		Position
1. Ms.Saowaluk	Ninwaew	Chairman of Corporate Social Responsibility Committee
2. Mr. Panuwat	Prathumsri	Committee Member
3. Ms. Narumon	Rattanaworrawipha	Committee Member

Mr. Ranut Lieolertsakulchai serves as the Secretary to the Corporate Social Responsibility Committees.

### Scope, Duties and Responsibilities of Corporate Social Responsibility Committee

1. Control, give counsel, assess and review policy, Corporate Social Responsibility (CSR) Compliance for development and upgrade the Company's corporate governance to International Standard.
2. Perform other duties as assigned by the Board of Directors.

### Nomination of Directors and Executives

Selecting candidates to be the Company's committee will consider from qualifications as Section 68, Public Limited Companies Act, B.E. 2535 and concerned Notifications of the Stock Exchange of Thailand. Besides, The Committee selects candidates taking into account their competence, expertise in various fields which will affect good business operation with their advices, opinions from direct experience, leadership, vision, integrity, ethics transparent work experience and ability to voice their opinions independently. Then, all name lists will be presented in the shareholders' meeting for appointment consideration.

- 1) Nomination and Remuneration Committee recruits and present name of qualified person as required by the Charter to hold the position of the Board of Directors. Name will be presented in the Board of Directors' meeting for approval in the next shareholders' meeting.
- 2) The Shareholders' meeting appoints the Board of Directors. However, the appointment of the vacant position due to reasons other than retirement by rotation must be done by Nomination

and Remuneration Committee by selecting qualified person as required by the Charter and presenting to the Board of Directors' meeting for approval except that tenure of those directors are less than 2 months. Accordingly, appointed directors will hold a tenure which last remaining time of the tenure of the Director whom they replace.

- 3) At every annual shareholders' meeting, one third of the total directors will be retire from their positions. If the number of directors cannot be divided by three, the directors will retire by the number nearest to one third of the total directors. Directors who are retired by rotation may be re-elected. Directors who required to retire at the first year and the second year after registration, drawing lots will be provided. In subsequent years, the directors who have been in the longest term will retire. Besides the above retirement, the Board of Directors may dismiss from the position with following reasons;
  - 1) Pass Away
  - 2) Resign
  - 3) Lack of qualifications which required by the Charter or having prohibited characteristics according to law.
  - 4) The shareholders' meeting voted the position dismissal with votes not less than three quarter (3/4) of total shareholders who attended the meeting, have the right to vote and hold shares total not less than half of total shares holding by shareholders who attended the meeting and have the right to vote.
  - 5) A court orders

Any directors may resign from their positions by submitting a letter of resignation to the Company. The resignation will be deemed effective from the date on which the letter of resignation is received by the Company.

#### **Independent Directors Appointment**

The Board of Directors and Nomination and Remuneration Committee will coordinate considering basic qualifications and disqualifications of persons who will hold the position of Independent Directors as in accordance with Public Limited Companies Act, applicable laws of the Stock Exchange, Notifications of the Capital Market Supervisory Board as well as announcements, regulations and concerned rules, consider from highly competent candidates' past work experience and bring up to the Board of Directors and the shareholders' meeting for appointment consideration. The number of

independent directors will not be less than 3 directors and each independent qualification will accord with the Notification of the Securities and Exchange Commission No. 39/2559, Application for Approval and Granting of Approval for Offering of Newly Issued Shares as follows;

- 1) Hold share not more than 1% of total shares with voting rights of the Company, its parent company, subsidiary, associate company, major shareholder or the controlling person. Accordingly, any shares held by related person with independent director will be included.
- 2) Neither being nor used to be Executive Director, employee, staff, advisor who receives salary, or controlling person of the Company, its parent company subsidiary, associate company, same level subsidiary, major shareholder or controlling person unless the foregoing status has ended not less than 2 years prior to the date of filling an application with the Stock Exchange of Thailand. Such prohibited characteristics will exclude the case where the independent directors used to be a government official or advisor of a government agency which is major shareholder or controlling person of the applicant;
- 3) Not being a person related by blood or legal registration as father, mother, spouse, sibling and child as well as spouse of child, executive, major shareholder, controlling person or nominated person to be director, executive or controlling person of the Company or its subsidiary.
- 4) Not having or having had a business relationship with the applicant, its parent company, subsidiary, associate company, major shareholder or controlling persons in a manner that may interfere with independent discretion, which includes not being or having been a significant shareholder or the controlling person of any person having a business relationship with the applicant, its parent company, subsidiary, associate company, major shareholder or controlling person, unless such foregoing relationships have ended for at least 2 years prior to the date of filing the application with the Stock Exchange Of Thailand.

The business relationship under Paragraph 1 shall include normal business transactions, rental or lease of real estate, transactions related to assets or services or granting or receipt of financial assistance through receiving or extending loan, guarantee, providing assets as collateral, and any other similar actions, which result in the applicant or the counterparty being subject to indebtedness payable to the other party in an amount starting from three percent of the net tangible assets of the applicant or from Baht 20 Million or more, whichever amount is lower. In this regard, the calculation of such indebtedness shall be in accordance with the method for calculating the value of related party transactions under the Notification of the Capital Market Supervisory Board Re: Rules on Execution of Related Party Transactions, mutatis mutandis. In any case, the

consideration of such indebtedness shall include the indebtedness incurred during the period of 1 year to the date of establishing the business relationship with the related person.

- 5) Not being or having been an auditor of the applicant, its parent company, subsidiary, associate company, majority shareholder, or controlling person, and not being a significant shareholder, controlling person, or partner of the audit firm which employs the auditor of the applicant, its parent company, subsidiary, associate company, majority shareholder, or controlling person, unless the foregoing relationship has ended for not less than 2 years prior to the date of filing the application with the Stock Exchange of Thailand.
- 6) Not being or having been a provider of professional services, which includes serving as a legal advisor or financial advisor being paid with a service fee of more than two million baht per year by the applicant, its parent company, subsidiary, associated company, majority shareholder, or controlling person, and not being a significant shareholder, controlling person, or partner of such provider of professional services, unless the foregoing relationship has ended for not less than 2 years prior to the date of filing the application with the Stock Exchange of Thailand.
- 7) Not being a director who is appointed as the representative of directors of the applicant, major shareholder, or shareholder who is a connected person of a majority shareholder.
- 8) Not undertaking any business of the same nature and in significant competition with the business of the applicant or its subsidiary, or not being a significant partner in a partnership, or an executive director, employee, staff, advisor earning regular monthly salary, or holding more than 1% of the voting shares of another company that undertakes a business of the same nature and in significant competition with the business of the applicant or its subsidiary.
- 9) Not having any other characteristics that cause the inability to express independent opinions on the business operation of the applicant.

#### **Audit Committee Appointment**

- 1) Nomination and Remuneration Committee recruits and presents qualified person as required by the Charter to hold the position of Audit Committee. Name will be presented in the Board of Directors' meeting for the consideration.
- 2) Audit Committee has 3 years of each term from the date of appointment.
- 3) Audit Committee who completed their tenure may be re-elected but not an automatically extension.
- 4) Audit Committee may resign from the position at any time before the tenure by informing and submitting a letter of resignation with reasons to the Company. The Company will send copy of a



letter of resignation to the Stock Exchange of Thailand as well as delivering to The Securities and Exchange Commission.

- 5) In case when position of Audit Committee becomes vacant due to reasons other than retirement by rotation, the Board of Directors will appoint a qualified person to be Audit Committee to ensure the complete number of members. A person who is appointed will hold a tenure which last remaining time of the tenure of the Director whom he/she replaces.
- 6) Audit Committee may dismiss from position when
  - (A) Termination
  - (B) Complete the tenure
  - (C) Lack of qualifications of Audit Committee
  - (D) Pass Away
  - (E) Resign
  - (F) Be Impeached
  - (G) Serve a term of imprisonment or any legitimate order of imprisonment except offenses committed by negligence or misdemeanor
  - (H) Be an incompetent person or a quasi-incompetent person
  - (I) Be a bankrupt
- 7) If there are less than 3 Audit Committees, the Company should hasten the new committee appointment instantly or at least within 3 months from the date of incomplete audit committees to ensure the operations continuity of the Audit Committees which is related to regulations of maintaining the listing status on the Stock Exchange of Thailand.

#### 6.4 Executive Officer's Information

##### Executive Officer

The Company's management as of 31 December 2021 consists of 8 directors as follows;

Name – Surname		Position
1. Ph.D. Santisuk	Kosiarpanant	Chief Executive Officer
2. Mr. Vutthichai	Suriyavorawong	General Manager
3. Mr. Rattawat	Suksaichol	General Manager
4. Ms. Saowaluk	Ninwaew	Assistant General Manager
5. Mr. Patiphan	Plengchawee	Assistant General Manager
6. Mr. Panuwat	Prathumsri	Assistant General Manager
7. Ms. Kanokwan	Piritburana	Chief Financial Officer
8. Ms. Ratchanee	Hormsuwan	Chief Accountant

**Scope, Duties and Responsibilities of Chief Executive Officer**

1. Have the authority to manage and control the operation relating to general management and regular operations.
2. Perform duties as assigned by the Board of Directors or Executive Board of Directors.
3. Have the authority to employ, appoint, transfer, dismiss, terminate, determine salary, reward, raise salary, remuneration, bonus to all employees from Deputy CEO onwards
4. Consider and approve the operating expenses within approved financial amount.
5. Consider and approve the investment in instruments and properties for the Company's account within approved financial amount.
6. Support ability and potential development of Committees, Management and all employees for empowering the organization.
7. Has the authority in any operations and the Company's business management which is necessary to general management as following details;
  - 7.1 Have the authority to give commands, rules, and notes to ensure operations with established policies and benefits of company and for maintaining operation discipline in the organization.
  - 7.2 Have the authority to perform and acts as the Company's representative to others in concerned business and benefits to the Company
  - 7.3 Approve the appointments of any advisors which is necessary to the operation under the specified scope
  - 7.4 Perform other duties as assigned by the Board of Directors or Executive Board of Directors.
  - 7.5 Other approvals apart from above are under the approval scope compliance and under the Company's Level of Authorization.

Anyhow, an approval for execution as well as any assignments which are the authority of Chief Executive Officer and are assigned to representatives or anyone who accept an assignment must not be done in such a way that will render the Chief Executive Officer or persons authorized by Chief Executive Officer to approve an operation, liable for conflict of interest with the Company or subsidiary. In such cases, approval for transactions must be obtained from the Board of Directors and/or the shareholders meeting and must be reviewed by the Audit Committee in accordance with the Company's regulation and Securities and Exchange Commission (SEC) and/or the Stock Exchange of Thailand.

**Company Secretary**

Company Secretary (Records appear in the title "Details of Directors, Executives with Controlling Power The Board of Directors Meeting No. 1/2020 held on February 24, 2020 resolved to appoint Mr. Ranut Lieolertsakulchai To be a company secretary with the scope of duties and responsibilities as follows: Provide primary advice to the Board of Director regarding laws, rules and other Company's regulations and monitor to ensure the right accordance including report the significant change to the Board of Directors.

- 1) Inform the Board of Directors and shareholders ' resolutions and policies to Management and monitor the implementation.
- 2) Organize the shareholders meeting and the Board of Directors meeting in the line with laws, rules, the Company's regulations and other requirements.
- 3) Record the minutes of the shareholders meeting, the Board of Directors meeting and the Executive Board of Directors meeting as well as other beneficial opinions or summarize problem issues concerned organization and the committee, not the Management, and present to the shareholders. Monitor and ensure that the resolutions of the shareholders' meeting and the Board of Directors' meeting' are implemented.
- 4) Ensure that the Company's information is disclosed in accordance with the requirements, laws and the Company's information disclosure policy.
- 5) Communicate with shareholders and take care of shareholders appropriately. Ensure to inform privileges and company news.
- 6) File the important documents such as committee registrations, meeting invitation letter, the Board of Directors meeting report, the Company's annual report, shareholders meeting invitation letter and shareholders meeting report.
- 7) Ensure that the Company Secretary Section is the Corporate Record such as Juristic Person Registration, memorandum, regulation, shareholder registration and other business licenses.
- 8) Arrange the activities of the Board of Directors.
- 9) Company Secretary must enhance the knowledge and skill development and must be trained continuously and sufficiency.
- 10) Other duties concerned.

### Determination of credit approval authority

The Company and its Subsidiaries There is an authorization to approve the credit limit for the company's operations. According to the Board of Directors Meeting No. 4/22 dated November 10, 2022 with the approval authority for various operations. The key can be summarized as follows.

Proposal for approval	Approval					note
	Board of Directors	Executive Committee	Chief Executive Officer	General manager	Department Manager / Department Head	
1. Policies and plans						
1.1 Policy formulation	approve					
1.2 Approval of business plans and amendments		approve				
1.3 Approval of annual budget plans and amendments	approve					
1.4 Joint investment / investment in other companies	approve					
1.5 Capital increase / decrease	Initial approval					Shareholder resolution (special)
2. Finance, Accounting						
2.1 Borrowing advances for job jobs		> 2,000,001-5,000,000	> 100,000 - 2,000,000	≤ 100,000	≤ 100,000 (King Kaew Branch)	King Kaew Branch Approved by Department Manager
2.2 Borrowing for general work advances			> 50,000 - 100,000	≤ 50,000		
2.3 Finding loan sources and borrowing	> 100 Million baht	> 50-99.9 Million baht	≤ 50 Million baht			
2.4 Certificate of the Company's financial report	Authorized director according to the company certificate				Present	CFO
4. Procurement, Procurement, Employment						
4.1 Selection of suppliers, contractors and contractors to work for the	> 60 Million		≤ 60 Million	≤ 50,000		

Proposal for approval	Approval					note
	Board of Directors	Executive Committee	Chief Executive Officer	General manager	Department Manager / Department Head	
Company's business.	baht		baht	baht		
4.2 Entering into a contract / signing a contract or an agreement for the bidding	> 60 Million baht		≤ 60 Million baht	≤ 50,000 baht		
4.3 Procurement of Fixed Assets For use in the company's business	> 60 Million baht		≤ 60 Million baht	≤ 50,000 baht		
<b>5. Marketing</b>						
5.1 Approval of annual marketing plans and amendments		approve				
<b>6. Administration and general matters</b>						
6.1 Migration of fixed assets				approve		
6.2 Selling property	>20 Million baht		≤ 20 Million baht			

## Remuneration

### 1. Remuneration of Directors

#### (1) Money Remuneration

Annual General Meeting of Shareholders 2022 on April 27, 2022 approved remuneration of the Board of Directors, Audit Committees and Nomination Committees and considers the remuneration of Attendance Allowance with following details;

Position	Attendance Allowance
Chairman of the Board of Director	30,000 Baht per time
the Board of Director	20,000 Baht per time
Chairman of Audit Committee	25,000 Baht per time
Audit Committee	15,000 Baht per time
Chairman of Nomination and Remuneration Committee	25,000 Baht per time
Nomination and Remuneration Committee	15,000 Baht per time

In 2021 and 2022, Meeting Attendance Report and Attendance Allowance of the Board of Directors, Audit Committees and Nomination and Remuneration Committees are as follows;

ชื่อ - สกุล	Board of Directors		Audit Committees		Nomination and Remuneration Committees	
	2021	2022	2021	2022	2021	2022
Asst Prof Dr.Wanchai Rattanawong	4/4	4/4				
Assoc. Prof. Kalyaporn Panmarerng	4/4	4/4	4/4	4/4	4/4	4/4
Mr. Kanwat Aran	4/4	4/4		4/4	4/4	4/4
Mr. Rattawat Suksaichon	4/4	4/4	4/4	4/4		
Mr. Santisuk Kosiarpnant	4/4	4/4			4/4	4/4
Mr, Ranut Lieolertsakulchai	4/4	4/4				
Mr, Vutthichai Suriyavorawong	4/4	4/4				
Mr. Panuwat Prathumsri		4/4				

Name-Surname	Board of Directors		Audit Committees		Nomination and Remuneration Committees	
	2019	2020	2019	2019	2020	2019
Asst Prof Dr.Wanchai Rattanawong	120,000	120,000				
Assoc. Prof. Kalyaporn Panmarerng	80,000	80,000	100,000	100,000	40,000	50,000
Mr. Kanwat Aran	80,000	80,000	60,000	60,000	30,000	30,000
Mr. Rattawat Suksaichon	80,000	80,000		60,000		
Mr. Santisuk Kosiarpnant	80,000	80,000			30,000	30,000
Mr, Ranut Lieolertsakulchai	80,000	80,000				
Mr, Vutthichai Suriyavorawong	80,000	80,000				
Mr. Panuwat Prathumsri		80,000				
Total	680,000	680,000	220,000	220,000	110,000	110,000

## (2) Other Remuneration

- None –

## 2. Remuneration of Management

In 2021, the Company has 7 top four executives with remuneration as follows:

In 2020, 2021 and 2022, the Company and its subsidiaries Paid remuneration to executives in the amount of 12.38 million baht, 12.45 million baht and 18.74 million baht, respectively.

Such compensation includes salaries, bonuses and fuel expenses.

compensation	Annual amount 2021 Top four executives, 8 people
Salary and Extra Compensation Included	<u>12,172,500.00</u>
mutual fund	<u>280,050.00</u>
total	<u>12,452,550.00</u>

Board of Directors and Management Team of the Company No one has been convicted of a crime or is facing criminal prosecution. being sentenced to bankruptcy or receiving receivership

## 3. Audit Fees

The financial statements of the Company and its subsidiaries Has been verified And reviewed by Ms. Nopanuch Aphichatsatien, certified public accountant no. 5266, PricewaterhouseCoopers ABAS Co., Ltd. has expenses for the year 2018 2019 and 2020 totalling 2.79 million baht. 2.65 million baht. And 2.65 million baht

### Other Remuneration

– None –

## 4. Other Remunerations

The Annual General Meeting no. 2/2018 held on 22 June 2018 approved release and offer warrants of buying ordinary shares to Directors and employees of the Company and subsidiary (ESOP Warrant), totaling 30 million units and approved the allotment of newly issued ordinary shares of 30 million shares of 0.50 Baht each. The Company Management will get the allocation total 3.40 million shares.

Exercise of warrants to purchase ordinary shares of the Company No. 3 “SONIC-ESOP 2018” (SONIC-WA) at the exercise ratio of 1 unit of warrants to purchase ordinary shares of the Company with the right to purchase 1.25 ordinary shares and the exercise date is October 18, 2021 at the offering price of 1.56 baht per share, with the warrant holders exercising their rights to purchase 7,234,375 ordinary shares



## 6.5 Employee's Information

### Personnel

#### (1) Number of Personnel

Number of Personnel As of December 31, 2021 and as of December 31, 2022, the Company and its subsidiaries have employees. (Excluding executives) totaling 389 people and 427 persons respectively, with the Company's employees compensation. and its subsidiaries amounting to 98.89 million baht and 110.34 million baht, respectively. Such compensation such as salary, bonus, provident fund and other welfare

Year 2022	Head office	King Kaew	Laem Chabang	Pinthong	AIR PORT	GRL
Operation staff (person)	75	157	18	78	78	15
Administrative staff (person)	8	-	-	-	-	-
Total (person)	83	157	18	78	78	15
Employee compensation (million baht)	79.73					

To provide employees with financial stability and good quality of life after retirement, the Company has established a provident fund. according to the Provident Fund Act B.E. 2530 and is managed by a professional fund management company

Certification from the Securities and Exchange Commission Membership of the Provident Fund Employees can voluntarily apply for membership. After the probationary where employees accumulate money into the fund from 2 % of their salary every month and the company pays contributions to employees at the rate of 2% according to the policy set by the company according to the level of risk and the needs of employees

company	Head office	King Kaew	Laem Chabang	Pinthong	AIR PORT	GRL
Employees who participated in PVD (persons)	83					
Proportion of employees who participated PVD/All Employees	23.6%					

**Other Remunerations**

The Extraordinary General Meeting of Shareholders No. 2/2018 on 22 June 2018 passed a resolution to issue and offer warrants to purchase ordinary shares to the management and employees of the Company and its subsidiaries (ESOP Warrant) in the amount of 30 million. Unit and the allocation of 30 million additional ordinary shares of the Company at a par value of Baht 0.50 per share to support the exercise of rights under the Warrants Which accounted for 5.17 percent of the total number of shares sold after this public offering And the subsidiary will be allocated a total of 26.60 million shares

Exercise of warrants to purchase ordinary shares of the Company No. 3 “SONIC-ESOP 2018” (SONIC-WA) at the exercise ratio of 1 unit of warrants to purchase ordinary shares of the Company with the right to purchase 1.25 ordinary shares and the exercise date is October 18, 2021 at the offering price of 1.56 baht per share, with the warrant holders exercising their rights to purchase 7,234,375 ordinary shares

**Personnel Development Policy**

The Company is seeing its importance of overseeing the remuneration to be related with the career paths. Moreover, the Company has a development plan to enhance their knowledge, skill and vision which concerned their job abilities such as supporting them to learn through electronic channels, providing the training or seminar by knowledgeable expert from outside organization, training by supervisors, taking on-the-job training as well as sharing knowledge and experience among colleagues and co-learning between Management and employees substantially. There is a rotation plan and a Tarrant project, including a succession plan for finding successors.

## Company Performance in 2022

### 1. Employee Position Adjustment

#### Process

The Company established the rules and regulations of Employee Position Adjustment to be once a year or as appropriate. Career path is clearly provided to employees and Position Adjustment Committee was established which consists of Chief Executive Officer/Managing Director and General Manager. Human Resource and Administrator Supervisor is Committee Secretary.

#### Procedure / Method

Each Division Head will consider and nominate qualified employees as of established policies (005/2560), bring up to Human Resources and Administration as Committee Secretary for primary consideration and present to Committee for annual position adjustment consideration. In 2021, there were 5 position adjustments in level of Senior Officer and Primary Level Executive.

### 2. Provident Fund Establishment

The Company established Provident Fund called "Ayudhya Master Fund Registered Provident Fund" on 25 March 2011. Criteria and main points are as follows;

- Employee who completed 1 year working period or filled the position for 1 year will has the right to register to be a member of fund.
- Employer supports the contribution at 2% of monthly salary.
- In case of membership termination which is not by corruption, cause of damage or failure to work regulations or employer's rules or resignation without submitting a letter, member will receive their total saving money and contribution.

### 3. Employee Compensation and Benefits Policy

#### 3.1 Compensation policy

- The company has provided a salary structure that specifies the gross and highest rates of employees at each level. In addition, the gross salary rates for employees who are new employees at each level have also been established.
- The company has set regulations procedures for considering the annual salary increase of employees once a year by considering the performance of both Competency and Key Performance Indicator (KPI) by allowing the management of each level to participate in the consideration process.
- Average annual salary increase for employees will be at 4.32 percent per year. Other compensation is also provided to motivate employees, such as commissions, etc.

### 3.2 Welfare policy

The company provides appropriate welfare for employees as follows:

- Provide social security for all employees as required by law.
- Accepting people with disabilities to work with the company based on their knowledge and ability and provide good care for their quality of life.
- Provide legal leave, sick leave, vacation and other leave more than Labour law.

10 days of paid annual leave per year.

30 days of paid sick leave per year.

Additional 6 days of annual leave for employees whose been employed for 1 year

Other leave, such as ordination, leave due to other religious ordinances

- Provide health insurance Accident insurance Including life insurance for all employees in addition to social security.
- Arranging lending fund for emergency case to alleviate employees' trouble and or to improve the quality of life.
- Entering into a cooperation agreement with the Government Housing Bank In support of home loans
- Show concern for employees by visiting sick employees and hosting funerals of employees, parents, spouses, and children.

### 4. Human resource development

The company focuses on human resource development to be efficient. Build quality people and has a heart to provide professional service. In 2020, the company provided training seminars for employees at each level, with the average hours in the seminars as follows:

<u>Senior management</u>	70 Hrs./Year
<u>Middle management</u>	29 Hrs./Year
<u>Officer level</u>	24 Hrs./Year

### Labor dispute

– None –

## 6.6 Other important information

### 7.6.1 Company secretary information disclosure

The Board of Directors has resolved to appoint Mr. Ranat Leolertsakulchai Served as company secretary From February 24, 2020, starting to perform duties On the same day an appointed person has the qualifications, qualifications and experience appropriate to holding a position as a company secretary with qualifications and main duties and responsibilities as follows:

- Company Secretary Qualifications
  1. Graduated in law or accounting or finance and has passed training courses related to the duties of a company secretary. by being knowledgeable Experience and understanding of the company's business model including related roles with company secretary work, including duties of directors duties of the Company and having knowledge of relevant laws and regulations as well as to study for knowledge and follow up on information and news to improve performance on a regular basis
  2. Perform duties in accordance with the law, rules, objectives, articles of association of the Company, resolutions of the Board of Directors, as well as resolutions of the shareholders' meeting. with responsibility, carefulness, honesty, determination, dedication and support to the operation of the Company achieve the objective under the principles of good corporate governance and business ethics
  3. Adhere to the noble virtues, good morals, and be considerate of all stakeholders who will not do anything that will harm the reputation. and the image of the company
  4. Keep the secret of the company very well. and does not seek personal benefits from the Company's business opportunities
  5. have good human relations Have the ability to coordinate with various departments and departments both inside and outside the company.

The Company's secretary has performed its duties as stipulated in Section 89/15 and Section 89/16 of the Securities and Exchange Act (No. 4) B.E. 2551, which came into effect on August 31, 2008 with responsibility caution and honesty including having to practice to be in accordance with the law, objectives, company regulations Board resolution as well as the resolutions of the shareholders' meeting. The qualifications of the person holding the position as the company secretary appear in Attachment 1.

### 7.6.2 Disclosure of information for the Internal Audit Supervisor

The company assigned Assoc.Prof. Dr.Thitaporn Sinjaroonsak Serves as the supervisor of the compliance department to supervise the compliance with the rules of the government agency that oversees the Company's business operations. The qualifications of a person holding the position of the supervisor of the Company's operations are shown in Attachment 3.

### 7.6.3 Investor Relations Disclosure

Sonic Interfreight Public Company Limited has established an Investor Relations Department to act as the center. To disclose important information to investors and to oversee the financial reporting process. to show the results of operations and trends in revenue and future project development of the Company to shareholders both domestically and internationally have been informed equally, consistently and completely according to the facts by which investors can contact the agency Investor relations of the Company directly or through the website. [www.sonic.co.th](http://www.sonic.co.th) which contains information in both Thai and English that is always up-to-date

The Company participated in the "Opportunity Day" activity with the Stock Exchange of Thailand. of Thailand continuously

 <b>SONIC</b> SONIC INTERFREIGHT PCL Services 📅 : 24/12/2021 🕒 : 14:15 - 15:00	 <b>SONIC</b> SONIC INTERFREIGHT PCL Services 📅 : 08/09/2021 🕒 : 16:15 - 17:00	 <b>SONIC</b> SONIC INTERFREIGHT PCL Services 📅 : 14/05/2021 🕒 : 15:15 - 16:00	 <b>SONIC</b> SONIC INTERFREIGHT PCL Services 📅 : 01/04/2021 🕒 : 10:15 - 11:00
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In the event that investors and related parties have questions and want to ask more You can contact Office of the Secretary Sonic Interfreight Public Company Limited Telephone 02-6737000 Email : [companysecretary@sonic.co.th](mailto:companysecretary@sonic.co.th) or through the company's website [www.sonic.co.th](http://www.sonic.co.th)

## 7 Corporate Governance Report

### 7.1 Summary of the Board's Performance in the Previous Year

#### 8.1.1 Nomination, Development and Evaluation of the Board's Performance

The company plans the board of directors meeting in advance at least 4 times a year to consider the main agenda that have been defined in each year. The chairman of the board of directors will call a meeting for that important agenda. Which will be notified in advance Not less than the time specified by the law. In the year 2021, the Board of Directors held a total of 4 meetings. The powers, duties and responsibilities of the Board of Directors are determined in reference to the Public Limited Companies Act, Securities and Exchange act of the Stock Exchange of Thailand and the Company's Articles of Association

The scope of powers and duties of the Board of Directors are as follows:

- 1) Have the power, duties and responsibilities for managing the company in accordance with the law, objectives, regulations of the company. As well as the resolutions of the shareholders' meeting in accordance with the principles of "best practices for directors of listed companies" as prescribed by the Stock Exchange of Thailand.
- 2) Arrange a shareholders' meeting. It is an annual general meeting within 4 months from the end of the accounting period of the company.
- 3) Arrange to provide a balance sheet and income statement of the company at the end of the company's accounting period. Which the auditor has verified and presented to the shareholders' meeting at the annual general meeting to consider and approve
- 4) Define vision, mission, goals, guidelines, policies, business plans and the budget of the company as well as to supervise and supervise the administration and management of the Executive Committee in accordance with the assigned policies. However, in matters that the law requires the approval of the shareholders' meeting such as capital increase, capital reduction, issuance of debentures. Sale or transfer of the entire business of the company Or some important parts to others or purchase or accept transfer of business of other companies to belong to the company. Amendments to the Memorandum of Association or the Articles of Association, etc. The Board of Directors must obtain approval prior to operation.
- 5) Monitor and supervise the management to continually implement the work plan and budget. Including regular reviews of such policies, plans and budgets.



- 6) Supervise the company to comply with the law on securities and exchange. Notification of the Capital Market Supervisory Board Regulations of the Stock Exchange of Thailand such as connected transactions Acquisition or disposition of important assets Laws relating to the Company's business
- 7) To determine the management structure and to have the power to appoint the executive committee. Chairman of the Executive Committee Other sub-committees, as appropriate. And Chief Executive Officer (CEO), including determining the scope of powers, duties and responsibilities of the Executive Committee and the Chairman of the Executive Committee. Other committees And the Chief Executive Officer (CEO), as appropriate
- 8) To prepare the annual report of the Board of Directors. And is responsible for the preparation and disclosure of financial statements. To reflect the financial status and operating results of the past year and presented to the shareholders' meeting for consideration and approval.
- 9) To have the power to assign one or more directors or any other person to perform any action on behalf of the Board of Directors. It is under the control of the Board of Directors. Or may authorize such person to have the power as the Board of Directors deems appropriate. And within the period that the Board of Directors deems appropriate The Board of Directors may cancel, Revoke, change or amend such authorization However, such delegation must not be a type of authorization that enables such persons to consider and approve transactions between the company and themselves or persons who may have a stake Or there may be a conflict of interest in any other manner with the Company or its subsidiaries as defined in the Notification of the Capital Market Supervisory Board. And / or the Stock Exchange of Thailand and / or any other relevant announcements from the relevant agencies Except for approving transactions that are in accordance with the policies and criteria considered and approved by the Board of Directors.
- 10) Appoint a company secretary to be responsible for various operations. For the benefit of the operation of the company or the board of directors, for example, remember to register the directors of the company. Notice of the Board of Directors Meeting Invitation letter to shareholders' meeting of the company, etc.

## Independent Director

### Qualifications of independent directors

1. Holding shares not more than 1% of the total number of voting shares of the company \* including the shares held by related persons of that independent director
2. Not being or used to be a director who takes part in managing work, employees, staff, advisors who earn regular salaries. Or a controlling person of the company \* unless it has been removed from the aforementioned characteristics for at least 2 years
3. Not being a person having blood relations or by registering in accordance with the law of another director. Company management Major shareholders Controlling person or a person who will be nominated as a director Executives or controlling persons of the company or subsidiary
4. Not or have ever had a business relationship with the Company \* in a manner that could hinder one's independent judgment. Including not being or having ever been a significant shareholder or a controlling person of a person having a business relationship with the company \* unless they have retired from having such characteristics for at least 2 years
5. Not being or having been the Company's auditor \* and is not a significant shareholder. Controlling person or partner of the audit firm Which has an auditor of the company \* unless he has retired from the aforementioned characteristics for at least 2 years
6. Not being or have been a professional service provider of any kind This includes services as a legal advisor or financial advisor. Which receives a service fee of more than 2 million baht per year from the company \* and is not a significant shareholder Controlling person or a partner of that professional service provider Unless after having been discharged from the aforementioned characteristics for at least 2 years
7. 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
8. Shall not operate a business that has the same nature and is in significant competition with the business of the company or subsidiary. Or not being a significant partner in a partnership Or being a director who takes part in managing work, employees, employees, advisors who receive regular salaries Or holding shares in excess of 1% of the total number of voting shares of other companies Which operate a business of the same nature and in significant competition with the business of the company or subsidiary
9. Not having any other characteristics which prevent him from expressing independent opinions with regard to the Company's operations.

### 8.1.2 Meeting attendance and remuneration for individual committees

In the fiscal year 2022, there are details of meeting attendance. And meeting allowances of the Board of Directors Audit Committee And the Nomination and Remuneration Committee as follows:

Name-Surname		Meeting attendance of the Board of Directors	Attendance at the Annual General Shareholders 's Meeting
		Year 2022	Year 2022
Asst Prof Dr.Wanchai	Rattanawong	4/4	1/1
Assoc. Prof. Kalyaporn	Panmareng	4/4	1/1
Mr. Kanwat	Aran	4/4	1/1
Mr. Rattawat	Suksaichon	4/4	1/1
Mr. Santisuk	Kosiarpanant	4/4	1/1
Mr. Ranut	Lieolertsakulchai	4/4	1/1
Mr, Vutthichai	Suriyavorawong	4/4	1/1
Mr. Panuwat	Prathumsri	4/4	1/1

### The payment of remuneration for individual directors.

In 2020 Board of Directors remuneration The details of individual director remuneration are as follows:

Name-Surname		Board of Directors	Audit Committee	Nomination and Remuneration Committee
		Year 2022	Year 2022	Year 2022
Asst Prof Dr.Wanchai	Rattanawong	120,000		
Assoc. Prof. Kalyaporn	Panmareng	80,000	100,000	50,000
Mr. Kanwat	Aran	80,000	60,000	30,000
Mr. Rattawat	Suksaichon	80,000	60,000	
Mr. Santisuk	Kosiarpanant	80,000		30,000
Mr. Ranut	Lieolertsakulchai	80,000		
Mr, Vutthichai	Suriyavorawong	80,000		
Mr. Panuwat	Prathumsri	80,000		

Total	680,000	220,000	110,000
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### 8.1.3 Supervisory of Subsidiaries and Associate Companies' Business Operation

The Company will invest as the policy that the Board of Directors approved. Investment in subsidiaries or associate companies in case of approval, the Company will supervise by sending the Company's representative which is director to be a representative in subsidiary or associate company at least as proportion of the Company's shareholding and follow the regulations of the Stock Exchange of Thailand which regarding related transactions or acquisition and disposition of assets strictly. In the event that may have a significant impact to the Company, the Board of Directors' meeting must approve the transactions.

### 8.1.4 Following up on compliance with corporate governance policies and practices

The company pays attention to good corporate governance. The related policies and practices are set in the Company's corporate governance policy and business ethics. Along with promoting real action to build confidence among all groups of stakeholders.

## 7.2 Report on the performance of the Audit Committee for the previous year

Audit Committee Meetings In 2022, the Company has held 4 Audit Committee meetings, attended by the Audit Committee as follows

Name-Surname		Attendance of the Audit Committee Meeting
		Year 2021
Assoc. Prof. Kalyaporn	Panmarerng	4/4
Mr. Kanwat	Aran	4/4
Mr. Rattawat	Suksaichon	4/4

In 2020, the Audit Committee has been responsible for reviewing the Company's financial reporting process. Control system Internal and internal audit system Compliance with the laws applicable to the Company's business. Consider, select and propose the appointment of examiners Company account and to review connected transactions or transactions that may have conflicts of interest, etc.

### 7.3 Summary of performance of duties of other committees

#### Nomination and Remuneration Committee

The Compensation Committee consists of 3 directors, with more than one independent director being 2, and the Chairman of the Nomination and Remuneration Committee is an independent director.

Nomination and Remuneration Committee meetings will be held at least twice a year. In 2022, the Company has held a total of 2 Nomination and Remuneration Committee meetings, with the Nomination and Remuneration Committee attending the meetings as follows:

Name-Surname	Attendance of the Nomination and Remuneration Committee Meeting	
	Year 2022	
Assoc. Prof. Kalyaporn Panmarerng	2/2	
Mr. Kanwat Aran	2/2	
Ph.D. Santisuk Kosiarpnant	2/2	

In 2022, the Remuneration Committee has been responsible for considering the remuneration for the Chairman. Directors and other directors review and propose the compensation and bonus of the Chief Executive Officer. Chief Executive Officer Contract And to support the company to have guidelines and policies in determining remuneration in accordance with the direction of the company and the company's human resource development plan, etc.

## 8 Internal Control and Risk Management

### 8.1 Internal Control

At the Audit Committee Meeting No. 4/2022 on 9 November 2022, all 3 Independent Committees attended the meeting and resolved to appoint Pattarakiat Audit and Consulting Co., Ltd. to be the Company and subsidiaries' internal control auditor. Assoc.Prof.Thitaporn Sinjaroonsak, Managing Director and Head of Internal Control, was assigned to be the Internal Auditor due to his suitability, independence and 19-year internal auditing experience and Chain of Command (as the Charter of Internal Audit) 1. The Internal Audit Office belongs to Audit Committee, Director of The Internal Audit Office is the Top Executive of The Internal Audit Office which is unable to assign others to control or oversee. 2. Audit Committee considers the approval of appointment, transfer, impeachment, remuneration and compensation of Director of Internal Control as the Company's policies, budgets and regulations. In 2021, the Company has processed as follows;

- The Company has overseen the Charter of Internal Audit
- The Company has indicated risk factors, assessed risk and managed risk properly.
- Information of Financial Statement, Management and Operation were prepared reliably and in timely manner.
- The Company's business operation and other operations were in accordance with policies, regulations and applicable laws.
- The Company has provided resources and assets efficiently and preservation has been well controlled sufficiently.
- The Company's resources and assets were used efficiently, cost-effective and not cause any corruptions.
- The Company has assessed correctness, accountability and sufficiency of systems and information system as well as information security system to ensure strict, appropriate and efficient internal control.
- The Company has observed or reviewed assigned jobs from the Company's Committee, Audit Committee, Executive Committee or Managing Director to find failures in operation and any corruption issues.
- The Company has operated and achieved the planned projects and objectives.
- The Company has improved quality continuously in all control procedures and activities. If independence was affected both in fact and by obvious behaviors, Internal Auditor must disclose the details of impact and report directly to the Company's Audit Committee.

Accordingly, Risk Assessment Report is the risk indicator that shows the impact of Company's operation including;

1. Impact from economic and financial condition
2. Management Attitude
3. Human Resources
4. Personnel Dependence
5. Customer Satisfaction
6. Operation is not according to established plan or operation procedure.
7. Government Policy
8. Quality of Internal Control System
9. Assessment from other institutes
10. Acceptance of Internal Control System Audit
11. Risk of debtor's arrears
12. Risk of compliance and applicable laws
13. Management and readiness of information system
14. Interruption of business operation
15. Unclear and improper communication channel management

The company has the opinion that the Internal control and risk management are appropriate and directly reported to the Audit Committee and the Chief Executive Officer is appropriate, adequate and consistent. Moreover, the Charter of Internal Audits which is signed by the Chairman of Audit Committee and Chief Executive Officer indicates the mission, chain of command, scope of operations, duties and responsibilities, audit authority, professional operational standards, personnel development, audit operations and auditing reports. Accordingly, the company believes that the appointment of Pattarakiat Audit and Consulting Co., Ltd. which reports to the Audit Committee and the Chief Executive Officer will be a vital mechanism of internal control and internal auditing as well as having monitoring system to enhance and improve the errors found from audits and ensure to increase efficiency and effectiveness. Additionally, it also serves to decrease the risk of business operations. The Company Committee has an opinion that the Company has adequate, appropriate and independent internal control system and be in the line with The Assessment of Adequacy of Internal Control of The Securities and Exchange Commission. Herewith the Assessment as below forms;



## Assessment of Adequacy of Internal Control System

### Control Environment

#### 1. The Company shows consistency in value of integrity and morality.

Questions	Yes	No
<p>1.1 Committees and Executives set the guidelines and commitments are on the principle of honesty and ethics in covered operations.</p> <p>1.1.1 Daily duties and making decisions in various matters</p> <p>1.1.2 Dealing with partners, customers and outsiders</p>	✓	
<p>1.2 Provide written regulations to Executives and employees with honesty and covered ethics.</p> <p>1.2.1 Provide appropriate Code of Conduct to Executives and employees.</p> <p>1.2.2 Provide regulations not allow Executives and employees perform themselves in the way that may cause conflict of interest to the organization including anti-corruption which may cause organization damage<sup>1</sup>.</p> <p>1.2.3 Provide appropriate penalty when there are any violations from above regulations.</p> <p>1.2.4 Provide communication and inform above regulations and penalties to Executives and employees such as including in New Employees Orientation, providing annual sign sheet for employee acknowledgement and broadcasting Code of Conduct.</p>	✓	
<p>1.3 Provide monitoring procedure and Code of Conduct Compliance Assessment</p> <p>1.3.1 Monitoring and Assessing by Internal Control Division or Compliance Unit</p> <p>1.3.2 Self-Assessment by Executives and employees</p> <p>1.3.3 Assessment by Independent Expert from outside organization</p>	✓	
<p>1.4 Provide immediate action when there are any violations on regulations which concern honesty and ethics.</p>	✓	

<sup>1</sup> The Company should set the Internal Control as the anti-corruption measure which suits the Company's risk.

Questions	Yes	No
1.4.1 Provide process that can detect violations within reasonable time.		
1.4.2 Provide process that is able to punish or take action with violation appropriately and in a timely manner.		
1.4.3 Rectify the misbehavior that is against the honesty and ethics appropriately and in a timely manner.		

**2. Committee is independent from Executives, performs duty of oversight and develops the internal control operation.**

Questions	Yes	No
2.1 Set the roles and duties of Committee apart from Executives by clearly reserve the right and authority of Committee.	✓	
2.2 The Committee oversees and ensures to set clear and accountable business operation goals to be the operation guidelines for Executives and employees.	✓	
2.3 The Committee oversees the Company to set the roles and duties of Committee and Executives as in accordance with laws and the Charter which cover important roles of Audit Committee, Financial Auditor, Internal Auditor and a responsible person to Financial Statement.	✓	
2.4 The Committee has knowledge of the Company's business and beneficial expertise to the Company or able to give advice on specific matters.	✓	
2.5 The Committee consists of Independent Committee who is knowledgeable, accountable and truly independent such as being not in a business relationship with the Company, not in any other relationships which may influence on discretion and performs duty independently and properly.	✓	
2.6 The Committee oversees Internal Control Development and Compliance which cover Control Environment Establishment, Risk Assessment, Control Activities, Information and Communication, and Monitoring.	✓	

**3. Executive Division provided the report line structure, authority determination and appropriate responsibilities to ensure the Organization achieve the objectives under the oversight of Committee.**

Questions	Yes	No
3.1 High-Level Executives set the organization structure which supports the objective achievement by considering the suitability both in business and law as well as providing efficient internal control such as duty separation in an important section which cause the balance check, providing internal control which belongs to Audit Committee and providing clear report line, etc.	✓	
3.2 High-Level Executives set the Company's report line by considering the appropriateness of authority, responsibility and communication.	✓	
3.3 Set, assign and limit authority and responsibility properly between the Board of Directors, High-Level Executives, Executives and employees.	✓	

**4. The Organization shows intention of motivation in personnel development and knowledgeable personnel maintaining.**

Questions	Yes	No
4.1 The Company has policies and method to recruit, develop and maintain the knowledgeable personnel. The Company has consistent procedure to oversee policy and compliance.	✓	
4.2 The Company has procedure of assessing operation, giving motivation or awards to personnel with good performance, handling with personnel who do not achieve the targets as well as the communication these procedures to Executives and employees.	✓	
4.3 The Company has solution procedure or keeps up with lacking of knowledgeable personnel appropriately and in time.	✓	
4.4 The Company has procedure to recruit, develop and maintain Executives and all employees such as providing monitoring system and training.	✓	
4.5 The Company provided plan and important succession plan.	✓	

**5. The Organization determined the personnel to have duties and responsibilities of internal control and ensure to achieve the objectives.**

Questions	Yes	No
5.1 The Committee and Executives have compulsory procedure and communication to all personnel to have responsibilities in internal control and provided the operation resolution when needed.	✓	
5.2 The Committee and Executives set the Key Performance Indicator, way to create motivation, giving awards appropriately by considering Code of Conduct Compliance and the Company's short-term and long-term objectives.	✓	
5.3 The Committee and Executives assessed the motivation and giving awards continuously by focusing on connection with accomplishment of internal control compliance.	✓	
5.4 The Committee and Executives considered not putting too much pressure on each personnel when performing duties.	✓	

**Risk Assessment**

**6. The Organization set the objectives clearly and adequately to be able to indicate and assess risks which concern the Organization's objective achievement.**

Questions	Yes	No
6.1 The Company is able to comply with regular certified accounting standard and suit the business at the present time. The Company is able to show that the financial statement is concrete and complete. The Company's right and obligation can be disclosed correctly, with proper value and complete,	✓	
6.2 The Company set the main point of financial statement by considering the necessary factors i.e. financial statement user, statement size and business trend.	✓	
6.3 The Company's financial statement truly reflects the Company's activities	✓	

Questions	Yes	No
operations.		
6.4 The Committee or Risk Management Committee approved and communicated Risk Management Policy to Executives and all employees to ensure their acknowledgement and compliance until it became the corporate culture.	✓	

**7. The Organization indicated and analyzed all types of risk which may impact the objective achievement throughout the Organization.**

Questions	Yes	No
7.1 The Company indicated all types of risk which may impact the business operation both in organization level, business section, department and other duties.	✓	
7.2 The Company analyzed all types of risk which may affect from both internal and external factors including risk on strategy, operation, compliance report and information technology.	✓	
7.3 All Executives level participates in risk management.	✓	
7.4 The Company assessed an importance of risk by considering both risk opportunity and impact.	✓	
7.5 The Company has measure and operational plan to manage risk which may be risk acceptance, risk reduction, risk avoidance or risk sharing.	✓	

**8. The Organization considered corruption opportunities in Risk Assessment of the Organization's objective achievement.**

Questions	Yes	No
8.1 The Company assessed corruption opportunities which cover all kinds of corruptions such as false financial report, asset damage, corruption, management override of internal controls, changing important information in the report, error acquisition or disposition of assets, etc.	✓	
8.2 The Company reviewed the operation's objectives deliberately by considering the possibility of established goals, reasonability of motivation or compensation to employees and ensure that it is not the kind of support misbehavior such as not setting too high sales target until it causes a motivation of setting their sales target, etc.	✓	
8.3 Audit Committee considered and inquired Executives regarding the opportunity of corruption and measure that the Company has operated to prevent or solve the corruption.	✓	
8.4 The Company communicated to all employees to ensure their acknowledgement and established policy and regulation compliance.	✓	

**9. The Organization can indicate and assess changes which may impact internal control system.**

Questions	Yes	No
9.1 The Company assessed changes of external factors which may impact business operation, internal control and financial statement as well as setting response measure to change adequately.	✓	
9.2 The Company assessed changes of business model which may have impact to business operation, internal control and financial statement as well as setting response measure to change adequately.	✓	
9.3 The Company assessed changes of Head of Organization which may have impact to business operation, internal control and financial statement as well as setting	✓	

response measure to change adequately.

### Control Activities

**10. The Organization has control measures which help decreasing risk of objective non-accomplishment to be in acceptable level.**

Questions	Yes	No
10.1 The Company's control measures are appropriate with risk and organization identity such as environment, work complication, work description, scope of operation and other characteristic.	✓	
<p>10.2 The Company has written internal control measures which cover many procedures properly i.e. measures and regulations of financial transactions, purchasing, regular management as well as scope determination, authority and approval order of each Executive level which is clear and strict to ensure the corruption protection such as limiting financial amount and approval authority of each Executive level, process of investment approval, purchasing process and method of seller selection, information and details of purchasing decision recording, process of issuing materials or other tools, etc. Process is as follows;</p> <p>10.2.1 Data collection of Major Shareholders, Directors, Executives, related persons to those persons and connected persons or transactions which may have conflict of interest and always ensures the updated data.</p> <p>10.2.2 In case the Company approved a transaction or made a contract with related person in long-term binding such as sale contract, loan or guarantee, the Company monitored to ensure that they comply with agreed condition throughout the contract period such as following punctual reimbursement or reviewing as contract appropriateness, etc.</p>	✓	
10.3 The Company set the various and appropriate internal controls i.e. manual and automated or preventing control and monitor.	✓	
10.4 The Company set the internal control on all levels of organization i.e. all in	✓	



Questions	Yes	No
Company group, business section, department or operation.		
10.5 The Company completely separated these 3 work fields for cross check process that is  (1) Approval Authority  (2) Accounting Transaction and Information Recording Authority and  (3) Assets Management	✓	

**11. The Organization selected and developed Control Activities by technology to help supporting the objective achievement.**

Questions	Yes	No
11. The Company should set the relationship between using information technology in work operation and regular control of information system.	✓	
11.2 The Company should set the proper control of infrastructure in technology system.	✓	
11.3 The Company should set the proper safety control in technology system.	✓	
11.4 The Company should set the proper control of acquisition process, development and technology system maintenance.	✓	

**12. The Organization provided Control Activities through policies which determined expectation and operational procedure to ensure the established policies conduce to the practicable operation.**

Questions	Yes	No
12.1 The Company has strict policies to monitor the transactions of Major Shareholders, Directors, Executives, those related persons to pass the established processes such as the Company's regulations, the Stock Exchange of Thailand's criteria, the office's criteria, etc. to prevent finding opportunity or bringing the Company's interest to be personal gains.	✓	

Questions	Yes	No
12.2 The Company has policies to allow the transaction approval with person who has no interest in that transaction.	✓	
12.3 The Company has policies to consider transaction approval for the Company's best interest and consider as if it is transaction with outsiders (at arms' length basis).	✓	
12.4 The Company has monitoring procedure of the Company and subsidiaries' operation including setting guidelines to person who was appointed to be Committee or Executive in the Company or subsidiaries. <i>(If the Company has no investment in subsidiaries or associate companies, please skip this question.)</i>	✓	
12.5 The Company set roles and responsibilities of Policies and Procedures Compliance by Executives and employees.	✓	
12.6 Policies and Procedures Compliance are utilized at the appropriate time by personnel with ability as well as coverage of failure resolution in working operation.	✓	
12.7 The Company always reviews appropriate policies and compliance.	✓	

### Information & Communication

#### 13. The Organization has concerned and quality information to support the established internal control operation.

Questions	Yes	No
13.1 The Company set the essential data in operation both from internal and external which has quality and concern work.	✓	
13.2 The Company considers cost, expected benefit as well as quantity and correctness of data.	✓	
13.3 The Company operates to ensure the Committee has adequate and important data for decision making. Example of important data is Details of proposing issue to consider,	✓	

Questions	Yes	No
reasons, impact to the Company and other alternatives.		
13.4 The Company operates to ensure the Committee receives an invitation to a meeting or supporting documents which specific necessary and adequate information for consideration before the meeting at least within minimum duration required by law.	✓	
13.5 The Company operates to ensure the minutes of Committee Meeting consist of proper details to be able to check back suitability of each committee performance such as recording committee inquiries, opinions or notice of committee in considering issue, opinions of committee who disagreed with the proposal and reasons, etc.	✓	
13.6 The Company operates as follows; 13.6.1 File and classify important documents completely. 13.6.2 In case of receiving report of Financial Auditor or Internal Auditor that errors of Internal Control was found, the Company took actions and solved the problems completely.	✓	

**14. The Organization communicates internal data including objectives and responsibilities of vital internal control which is necessary to support a smooth planned internal control.**

Questions	Yes	No
14.1 The Company has effective internal data communication and appropriate communication channel to support internal control.	✓	
14.2 The Company always reports important information to the Board of Directors and the Board of Directors can reach information source which is necessary for operation or review other issues as needed such as defining person to be center of communication besides information from Executives, contact information from financial auditor, internal auditor, holding a meeting between Board and Executives as requested by Committee, holding meeting activities between Board and Executives apart from the Board of Directors' meeting, etc.	✓	
14.3 The Company provided special or confidential communication channel for any	✓	

persons in the Company to be able to report clues or call the whistle-blower hotline regarding defalcation or corruption in the Company securely.		
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**15. The Organization communicates with outside agencies regarding the issues which may impact internal control.**

Questions	Yes	No
15.1 The Company has information communication procedure with external stakeholders efficiently and has appropriate communication channel for support internal control such as providing staffs or Investor Relations Department, Whistle-blowing Center, etc.	✓	
15.2 The Company provided special or confidential communication channel for any persons in the Company to be able to report clues or call the whistle-blower hotline regarding defalcation or corruption in the Company securely.	✓	

**Monitoring Activities**

**16. The Organization monitors and assesses internal control to ensure the complete and appropriate operation.**

Questions	Yes	No
16.1 The Company provided monitoring procedure of business ethics compliance and prohibitions of Executives and employees which may cause conflict of interest such as determining each section to monitor the compliance and report the commander, etc.	✓	
16.2 The Company provided compliance audit as established internal control system by providing self-assessment and/or independent assessment by Internal Auditor.	✓	
16.3 Monitoring frequency and assessment are appropriate with changes of the Company.	✓	
16.4 Monitor and assess the internal control system by experts.	✓	
16.5 The Company set the guidelines of how to report internal audit results to Audit Committee.	✓	

Questions	Yes	No
16.6 The Company supports Internal Auditor to perform duties as International Standards for the Professional Practice of Internal Auditing, IIA.	✓	

**17. The Organization assesses and communicates errors of internal control in time to responsible person including High-Level Executives and Committee appropriately.**

Questions	Yes	No
17.1 The Company assesses, communicates errors of internal control and takes action for resolutions immediately when overall operations was significantly different than established targets.	✓	
<p>17.2 The Company's report measures are as follows;</p> <p>17.2.1 Executive Department must report the Board of Directors immediately when there is incident or suspicion of critical corruption, law violation or other misbehaviors which may significantly impact the Company's reputation and financial position.</p> <p>17.2.2 Report vital errors with resolution guidelines (even though the procedure has started) to the Board of Directors / Audit Committee for consideration within a timely manner.</p> <p>17.2.3 Report the progress of errors improvement which is significant main point to the Board of Directors / Audit Committee.</p>	✓	

**8.2 Inter-company Transaction (if any)**

**1. Relationship characteristics**

Individuals / entities who may have conflicts	Relationship characteristics
PK GOOD TIRES COMPANY LIMITED	<ul style="list-style-type: none"> <li>- A company that Mr. Patiphan Plengchawee, an executive of the Company, is a director.</li> <li>- Engaging in the business of selling car tires, wheel rims and accessories for all types of vehicles</li> </ul>
President Automobile Industries Public Company Limited.	<ul style="list-style-type: none"> <li>- A company that Mrs. Kalyaporn Panmarerng and Mr. Kanwat Aran who are directors Independent of the company I am a director</li> <li>- Engages in the business of automobile air conditioners</li> </ul>
PINTHONG INDUSTRIAL PARK Public Company Limited.	<ul style="list-style-type: none"> <li>- A company that Mr. Rattawat Suksaichol who is an independent director of the Company I am a director</li> <li>- Engage in real estate business for profit, real estate rental</li> </ul>
PTG Energy Public Company Limited,	<ul style="list-style-type: none"> <li>- A company that Mr. Wanchai Rattanawong who is an independent director of the Company I am a director</li> <li>- Engaging in the business of selling fuel</li> </ul>
Y.S.S.(THAILAND) Company Limited.	<ul style="list-style-type: none"> <li>- A company that Mrs. Kalyaporn Panmarereng who is an independent director of the Company I am a director</li> <li>- Engages in the business of manufacturing motorcycle shock absorbers</li> </ul>
Union Pioneer Public Company Limited	<ul style="list-style-type: none"> <li>- A company that Mr. Wanchai Rattanawong, who is an independent director of the Company is a director</li> <li>- Operate the business of manufacturing and distributing finished rubber products</li> </ul>
Sanko Diecasting (Thailand) Public Company Limited.	<ul style="list-style-type: none"> <li>- A company that Mr. Ratthawat Suksaichon, who is an independent director of the Company is a director</li> <li>- engages in the business of manufacturing and distributing metal products and metal parts</li> </ul>

**2. Connected transactions between Sonic Interfreight Public Company Limited and persons or businesses that may have conflicts, ended 31 December 2020 and 2021.**

Person/Juristic person who may have conflict /Nature of business	Characteristics and detail of the transaction	Value of related transactions ( in thousand baht )		Necessity and reasonableness of the transaction
		31 December 2020	31 December 2021	
<b>PK Good Tires Company Limited</b> - It is a company that Mr. Patiphan Plengchawee, who is the Company's executive, is a director. - engages in the business of distributing tires, wheels and accessories of all types of motor vehicles	<u>cost of spare parts</u> Sonic bought tires from PK Good Tires Co., Ltd.	2,034.80	726.60	The Company has purchased spare parts for automobile tires for the land transportation business from PK Good Tires Company Limited, which operates the business. Distribution of tires, wheel pans and all types of automotive accessories. PK Good Tires Company Limited is owned by Mr. Patyan Plengchawee, an executive of the Company, as a director. Company received from seller Compared to other sellers, there are better prices and conditions than other sellers.  Audit Committee's opinion Because receiving services from PK Good Tires Co., Ltd. is in accordance with normal trading conditions. same as other sellers  Therefore, it should be considered to proceed in accordance with the aforementioned list. The Company provides Sea Freight transportation management services to President Automobile Industries Public
		<u>Account receivables - related parties</u>	<u>Account receivables - related parties</u>	
		Principal amount 28.00	Principal amount 365.60	
		Increase 2,034.80	Increase 726.60	
		Decrease (1,697.20)	Decrease (1,092.20)	
		Balance 365.60	Balance 0.00	



Person/Juristic person who may have conflict /Nature of business	Characteristics and detail of the transaction	Value of related transactions ( in thousand baht )		Necessity and reasonableness of the transaction
		31 December 2020	31 December 2021	
<b>President automobile industries company limited</b>  - A company that Mrs. Kalyaporn Panmarereng and Mr. Kanawat Aran ,who are directors Independent of the company, are director  Engages in the business of manufacturing automobile air conditioners	<u>Service income</u>  Sonic provided services to  President automobile industries company limited.	104.71	0.00	Company Limited. Manufacture of auto parts by President Automobile Industries Public Company Limited, with Mrs. Kanyaporn Panmarereng as a co-director. which has a service charge between them It is considered as income and cost of doing business. including freight for transportation and the service fee for the transportation ceremony The company has the same pricing policy and trading conditions as charged to other customers.  <u>Audit Committee's opinion</u>  Because receiving services from President Automobile Industries Public Company Limited is in accordance with normal trading conditions. same as other sellers  Therefore, it should be considered to proceed in accordance with the aforementioned list.
		<u>Account receivables - related</u>	<u>Account receivables - related parties</u>	
		<u>parties</u>	Principal amount	
		Principal amount	Increase	
		Increase	Decrease	
		Decrease	Balance	
		Balance		

Person/Juristic person who may have conflict /Nature of business	Characteristics and detail of the transaction	Value of related transactions ( in thousand baht )		Necessity and reasonableness of the transaction
		31 December 2020	31 December 2021	
<b>Pinthong industrial park public company limited .</b>  - A company that Mr. Rattawat Suksaichol , who is an independent director of the Company , is a director  - Engage in real estate business for profit, real estate rental	<u>Security deposit for access to the construction site</u>  Sonic has placed a security deposit for the use of the construction site with Pinthong Industrial Park Public Company Limited	0.00  <u>Account payables - related parties</u> Principal amount 0.00 Increase 0.00 Decrease (0.00) Balance 0.00	200.00  <u>Account payables - related parties</u> Principal amount 0.00 Increase 200.00 Decrease (200.00) Balance 0.00	The Company received central utility services from Pinthong Industrial Park Public Company Limited, a real estate service provider for profit, real estate rental by Pinthong Industrial Park Public Company Limited, Mr. Rattawat Suksaichon is a co-director.          <u>Audit Committee's opinion</u> This is because receiving services from Pinthong Industrial Park Public Company Limited are in accordance with normal trading conditions. as with other service providers  Therefore, it should be considered to proceed in accordance with the aforementioned list.
	<u>Other service cost</u>  Sonic receives public utilities service from Pinthong Industrial Park Public Company Limited.	258.97  <u>Account payables - related parties</u> Principal amount 23.09 Increase 477.10 Decrease (477.10) Balance 23.09	266.53  <u>Account payables - related parties</u> Principal amount 23.09 Increase 277.10 Decrease (277.10) Balance 23.09	
<b>PTG Energy public company limited .</b>	<u>Fuel Cost</u>	1,452.32	1,336.16	The Company has purchased oil from PTG

Person/Juristic person who may have conflict /Nature of business	Characteristics and detail of the transaction	Value of related transactions ( in thousand baht )		Necessity and reasonableness of the transaction
		31 December 2020	31 December 2021	
- A company that Mr. Wanchai Rattanawong , who is an independent director of the Company ,is a director - Engaging in the business of selling fuel	Sonic bought fuel from PTG Energy Public Company Limited	<u>Account payables - related parties</u> Principal amount 0.00 Increase 1,452.32 Decrease (1,452.32) Balance 0.00	<u>Account payables - related parties</u> Principal amount 0.00 Increase 1,336.16 Decrease (1,336.16) Balance 0.00	Energy Public Company Limited, a service provider in the business of selling fuel. PTG Energy Public Company Limited has Mr. Wanchai Rattanawong as a director. However, the price and trading conditions that the company receives from the seller Compared to other sellers, there are better prices and conditions than other sellers. during that time  <u>Audit Committee's opinion</u> Because the service provided to PTG Energy Public Company Limited is in accordance with normal trading conditions. same as other customers  Therefore, it should be considered to proceed in accordance with the aforementioned list.
		0.99	0.00	

Person/Juristic person who may have conflict /Nature of business	Characteristics and detail of the transaction	Value of related transactions ( in thousand baht )		Necessity and reasonableness of the transaction
		31 December 2020	31 December 2021	
- A company that Mrs. Kalyaporn Panmarereng , who is an independent director of the Company , is a director - Engages in the business of manufacturing motorcycle shock absorbers	<u>Service income</u> Sonic provided services to Y.S.S. (Thailand) company limited.	<u>cash related transactions</u> service income 0.99 paid (0.99) Account receivable at the end of the period 0.00	<u>cash related transactions</u> service income 0.00 paid (0.00) Account receivable at the end of the period 0.00	The company provides sea freight management services to Y.S.S. (Thailand) Co., Ltd., a service provider. Production of motorcycle shock absorbers by Y.S.S (Thailand) Co., Ltd., with Mrs. Kanyaporn Panmareng as a director. which has a service charge between them It is considered as income and cost of doing business. including freight for transportation and the service fee for the transportation ceremony The company has the same pricing policy and trading conditions as charged to other customers.  <u>Audit Committee's opinion</u> Because the service provided by Y.S.S. (Thailand) Co., Ltd. is in accordance with normal trading conditions. same as other customers  Therefore, it should be considered to proceed in accordance with the aforementioned list.

Person/Juristic person who may have conflict /Nature of business	Characteristics and detail of the transaction	Value of related transactions ( in thousand baht )		Necessity and reasonableness of the transaction
		31 December 2020	31 December 2021	
<b>Union Pioneer Public Company Limited</b> - A company that Mr. Wanchai Rattanawong, who is an independent director of the Company is a director - - Operate the business of manufacturing and distributing finished rubber products	<u>service income</u> Sonic provides services to Union Pioneer Public Company Limited.	0.00	3.29	The Company provides sea freight management services to Union Pioneer Public Company Limited, a service provider. Production and distribution of finished rubber products by Union Pioneer Public Company Limited with Mr. Wanchai Rattanawong as a director. which has a service charge between them It is considered as income and cost of doing business. including freight for transportation and the service fee for the transportation ceremony The company has the same pricing policy and trading conditions as charged to other customers.  <u>Audit Committee's opinion</u> due to the service provided by the company Union Pioneer Public Company Limited follows normal trading conditions. same as other customers  Therefore, it should be considered to proceed in accordance with the aforementioned list. The Company provides Sea Freight transportation management services to Sanko
		<u>cash related transactions</u>	<u>cash related transactions</u>	
		service income 0.00	service income 2.43	
		paid (0.00)	paid (2.43)	
		Account receivable at the end of the period 0.00	Account receivable at the end of the period 0.00	
		<u>Account receivables - related parties</u>	<u>Account receivables - related parties</u>	
		Principal amount 0.00	Principal amount 0.00	
		Increase 0.00	Increase 0.92	
		Decrease (0.00)	Decrease (0.92)	
		Balance 0.00	Balance 0.00	

Person/Juristic person who may have conflict /Nature of business	Characteristics and detail of the transaction	Value of related transactions ( in thousand baht )		Necessity and reasonableness of the transaction
		31 December 2020	31 December 2021	
<b>Sanko Diecasting (Thailand) Public Company Limited.</b>  - A company that Mr. Ratthawat Suksaichon, who is an independent director of the Company is a director  - engages in the business of manufacturing and distributing metal products and metal parts	<u>service income</u>  Sonic has provided services to Sanko Diecasting (Thailand) Public Company Limited.	0.00	3,809.33	Daicasting (Thailand) Public Company Limited, a service provider. Producing and distributing metal products and metal parts by Sanko Die Casting (Thailand) Public Company Limited with Mr. Ratthawat Suksaichon as a director. which has a service charge between them regarded as income in business including freight for transportation and the service fee for the transportation ceremony The company has the same pricing policy and trading conditions as charged to other customers.  <u>Audit Committee's opinion</u>  This is because the service provided to Sanko Dai Casting (Thailand) Public Company Limited is in accordance with normal trading conditions. same as other customers  Therefore, it should be considered to proceed in accordance with the aforementioned list
		<u>Account receivables - related parties</u>	<u>Account receivables - related parties</u>	
		Principal amount 0.00	Principal amount 0.00	
		Increase 0.00	Increase 4,454.05	
		Decrease (0.00)	Decrease (4,149.62)	
		Balance 0.00	Balance 304.43	

## 3. Connected transactions between Grand Link Logistics Company Limited and parties that may have conflicts, ended 31 December 2020 and 2021

Person/Juristic person who may have conflict /Nature of business	Characteristics and detail of the transaction	Value of related transactions ( in thousand baht )		Necessity and reasonableness of the transaction
		31 December 2020	31 December 2021	
<b>Y.S.S. (Thailand) company limited.</b> - A company that Mrs. Kalyaporn Panmarereng , who is an independent director of the Company , is a director - Engages in the business of manufacturing motorcycle shock absorbers	<u>Service income</u> Grandlink provided services to Y.S.S. (Thailand) company limited.	3.90	0.00	The company provides sea freight management services to Y.S.S. (Thailand) Co., Ltd., a service provider. Production of motorcycle shock absorbers by Y.S.S (Thailand) Co., Ltd., with Mrs. Kanyaporn Panmareng as a director. which has a service charge between them It is considered as income and cost of doing business. including freight for transportation and the service fee for the transportation ceremony The company has the same pricing policy and trading conditions as charged to other customers. <u>Audit Committee's opinion</u> Because the service provided by Y.S.S. (Thailand) Co., Ltd. is in accordance with normal trading conditions. same as other customers  Therefore, it should be considered to proceed in accordance with the aforementioned list.
		<u>Account receivables - related parties</u>	<u>Account receivables - related parties</u>	
		Principal amount 0.00	Principal amount 0.00	
		Increase 4.17	Increase 0.00	
		Decrease (4.17)	Decrease (0.00)	
		Balance 0.00	Balance 0.00	



## Financial statements

### Board Responsibilities Report per financial report

The Board of Directors of Sonic Inter Freight Public Company Limited is aware of the duties and responsibilities as directors of listed companies. in being responsible for the Company's financial statements and subsidiary The financial statements have been prepared in accordance with generally accepted accounting principles. with consideration and selection of appropriate accounting policies and practice regularly and use careful judgment and reasonable estimation principles in its preparation. All important information is disclosed in its entirety. enough in the notes to the financial statements including descriptions and Analysis of the financial position and operating results of the company and its subsidiaries for the benefit of the shareholders and general investors. The aforementioned financial statements have been audited and provide unqualified opinions from independent certified public accountants.

Board of Directors has provided good corporate governance as well as establish and maintain a risk management and internal control system. This is to ensure that accurate, complete, timely and adequate accounting records are recorded, as well as to prevent significant corruption or unusual operations. and the Board of Directors has appointed the Audit Committee. It consists of independent directors to oversee the credibility and accuracy of financial reports. as well as assess the internal control system and internal audit to be effective. The opinions of the Audit Committee on this matter appear in the Audit Committee Report which is shown in this annual report.

Board of Directors There is an opinion that The Company's internal control system is effective at a satisfactory level. can build confidence in the company's financial statements For the fiscal year ended December 31, 2021

(Assoc. Prof. Dr. Wanchai Rattanawong)  
Chairman of the Board of Director

## Financial Positions and Operating Performance

### Statements of Financial Position

Item	Consolidated financial statements					
	31 December 2020		31 December 2021		31 December 2022	
	Million		Million		Million	
	Baht	%	Baht	%	Baht	%
<u>Assets</u>						
<u>Current assets</u>						
Cash and cash equivalents	107.66	10.48%	234.02	14.12%	532.39	30.50%
Financial assets measured at fair value through profit or loss	-		-		130.00	7.45%
Trade and other receivables	317.83	30.94%	627.97	37.90%	311.38	17.84%
Contract assets	6.20	0.60%	9.90	0.60%	3.06	0.18%
Short-term loans to other party	1.01	0.10%	0.39	0.02%	0.21	0.01%
Current portion of finance lease receivables	3.21	0.31%	17.43	1.05%	21.96	1.26%
Other current assets	3.20	0.31%	6.06	0.37%	4.17	0.24%
Total current assets	439.11	42.75%	895.77	54.06%	1,003.17	57.48%
<u>Non-current assets</u>						
Finance lease receivables	18.92	1.84%	90.04	5.43%	86.69	4.97%
Investments in a subsidiary	-	0.00%	-	0.00%	-	0.00%
Other long-term investments	-	0.00%	-	0.00%	-	0.00%
Financial assets measured at fair value through other comprehensive income	0.05	0.00%	0.05	0.00%	0.05	0.00%
Property, plant and equipment	472.31	45.98%	579.87	34.99%	588.90	33.74%
Right-of-use assets	81.68	7.95%	76.72	4.63%	55.95	3.21%
Intangible assets	0.61	0.06%	0.95	0.06%	1.29	0.07%
Deferred tax assets	0.89	0.09%	0.71	0.04%	0.53	0.03%
Other non-current assets	13.54	1.32%	12.99	0.78%	8.76	0.50%
Total non-current assets	588.00	57.25%	761.33	45.94%	742.17	42.52%
Total assets	1,027.11	100.00%	1,657.10	100.00%	1,745.34	100.00%

Item	Consolidated financial statements					
	31 December 2020		31 December 2021		31 December 2021	
	Million		Million		Million	
	Baht	%	Baht	%	Baht	%
<u>Liabilities and equity</u>						
<u>Current liabilities</u>						
Short-term borrowings						
from financial institutions	108.00	10.51%	170.00	10.26%	-	0.00%
Trade and other payables	94.60	9.21%	174.53	10.53%	136.61	7.83%
Current portion of long-term borrowings						
from financial institutions	18.60	1.81%	37.24	2.25%	58.55	3.35%
Current portion of lease liabilities	17.47	1.70%	17.71	1.07%	8.17	0.47%
Accrued income tax	1.75	0.17%	24.06	1.45%	20.65	1.18%
Other current liabilities	23.65	2.30%	52.05	3.14%	28.10	1.61%
Total current liabilities	264.07	25.71%	475.59	28.70%	252.08	14.44%
<u>Non-current liabilities</u>						
Long-term borrowings from financial institutions	75.46	7.35%	130.95	7.90%	161.31	9.24%
Lease liabilities	26.11	2.54%	9.13	0.55%	0.93	0.05%
Employee benefit obligations	8.70	0.85%	9.55	0.58%	10.79	0.62%
Deferred tax liabilities	1.49	0.15%	2.57	0.16%	4.08	0.23%
Other non-current liabilities	1.01	0.10%	0.98	0.06%	1.37	0.08%
Total non-current liabilities	112.77	10.98%	153.18	9.24%	178.48	10.23%
Total liabilities	376.84	36.69%	628.77	37.94%	430.56	24.67%

Item	Consolidated financial statements					
	31 December 2020		31 December 2021		31 December 2021	
	Million		Million		Million	
	Baht	%	Baht	%	Baht	%
Liabilities and equity (Cont'd)						
Equity						
Share capital						
Authorised share capital 862,500,000,000 ordinary shares of par Baht 0.50 each	290.00		431.25		431.25	
Issued and paid-up share capital						
Authorised share capital 759,545,458 ordinary shares of paid-up at Baht 0.50 each (As at 31 December 2022 authorised share capital 717,318,808 ordinary shares of par at Baht 0.50 each)	275.00	26.77%	358.66	21.64%	379.77	21.76%
Share premium	208.14	20.26%	299.43	18.07%	330.61	18.94%
Retained earnings Appropriated - legal reserve	13.36	1.30%	19.58	1.18%	29.34	1.68%
Retained earnings Unappropriated	92.48	9.00%	282.16	17.03%	501.08	28.71%
Share-based payment reserve	10.94	1.07%	11.22	0.68%	9.08	0.52%
Other components of equity	43.69	4.25%	43.69	2.64%	43.69	2.50%
Equity attributable to owners of the Company	643.61	62.66%	1,014.74	61.24%	1,293.57	74.12%
Non-controlling interests	6.66	0.65%	13.59	0.82%	21.21	1.22%
Total equity	650.27	63.31%	1,028.33	62.06%	1,314.78	75.33%
Total liabilities and equity	1,027.11	100.00%	1,657.10	100.00%	1,745.34	100.00%

### Statements of Comprehensive Income

Item	Consolidated financial statements					
	2020		2021		2022	
	Million Baht	%	Million Baht	%	Million Baht	%
Revenues from services	1,352.18	100.00%	3,352.02	100.00%	3,813.50	100.00%
Cost of services	(1,088.97)	(80.53%)	(2,818.41)	(84.08%)	(3,125.98)	(81.97%)
Gross profit	263.21	19.47%	533.61	15.92%	687.52	18.03%
Interest revenue from finance lease						
calculated using the effective interest method	-	0.00%	6.72	0.20%	10.36	0.27%
Other income	7.80	0.57%	16.11	0.48%	12.33	0.32%
Selling expenses	(82.93)	(6.10%)	(139.33)	(4.16%)	(169.05)	(4.43%)
Administrative expenses	(104.17)	(7.66%)	(114.58)	(3.42%)	(133.53)	(3.50%)
Finance costs	(7.12)	(0.52%)	(9.64)	(0.29%)	(9.24)	(0.24%)
Share of loss from investment in associate	(0.13)	(0.01%)	-	0.00%	-	0.00%
Profit before income tax	76.66	5.64%	292.89	8.74%	398.39	10.45%
Income tax	(14.92)	(1.10%)	(58.79)	(1.75%)	(80.64)	(2.11%)
Net profit for the year	61.74	4.54%	234.10	6.98%	317.75	8.33%

Item	Consolidated financial statements					
	2020		2021		2022	
	Million Baht	%	Million Baht	%	Million Baht	%
Other comprehensive income:						
Items that will not be reclassified to profit or loss						
Loss from disposal of financial assets measured at fair value through other comprehensive income	(0.10)	(0.01%)	-	0.00%	-	0.00%
Total comprehensive income for the year	61.64	4.53%	234.10	6.98%	317.75	8.33%
Profit for the year attributable to:						
Owners of the Company	59.84	4.40%	226.14	6.75%	307.59	8.07%
Non-controlling interests	1.90	0.14%	7.96	0.24%	10.16	0.27%
	61.74	4.54%	234.10	6.98%	317.75	8.33%
Total comprehensive income for the year attributable to:						
Owners of the Company	59.74	4.39%	226.14	6.75%	307.59	8.07%
Non-controlling interests	1.90	0.14%	7.96	0.24%	10.16	0.27%
	61.64	4.53%	234.10	6.98%	317.75	8.33%
Basic earnings per share (Baht)	0.109		0.388		0.422	
Dilute earnings per share (Baht)	0.109		0.311		0.380	

Remark: 1/ Earnings per share is calculated from net profit divided by the weighted average number of common shares outstanding.

#### Statements of Cash Flows

Item	Consolidated financial statements		
	2020	2021	2022
	Million Baht	Million Baht	Million Baht
Cash flows from operating activities			
Profit before income tax	76.66	292.89	398.39
Adjustments for operating profit:			
Depreciation and amortisation charge	29.61	32.49	33.03
Allowance for expected credit losses	0.49	2.58	5.80
Loss from lease modifications	-	-	0.11
Share of loss from associate using equity method	0.13	-	-
Provision from litigations	0.49	-	-
(Gain) loss on disposals of equipment	(4.48)	(0.46)	(1.43)
Loss from building and equipment and intangible assets written-off	0.01	2.29	0.02
Loss from impairment of equipment	-	0.02	-
Share-based payment expense	4.87	3.87	2.60
Employee benefit expense	0.86	0.86	1.24
Unrealised loss from exchange rate	0.29	(0.50)	0.18
Amortised deferred financing fee	0.08	0.13	0.14
Interest expenses	7.03	9.51	9.10
Interest revenue from finance lease calculated using the effective interest method	-	(6.72)	(10.36)
Interest income	(2.31)	(0.21)	-
Changes in working capital:			
Trade and other receivables	(134.88)	(311.65)	313.94
Contract assets	(2.84)	(3.70)	6.83
Deferred interest income from short-term loans to other party	(0.01)	(0.17)	(0.08)
Other current assets	(0.46)	(2.87)	1.90
Other non-current assets	0.08	0.51	(0.31)
Trade and other payables	37.85	79.71	(36.08)
Other current liabilities	8.51	28.40	(23.95)

Other non-current liabilities	(0.03)	(0.06)	0.40
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Item	Consolidated financial statements		
	2020	2021	2022
	Million Baht	Million Baht	Million Baht
Cash flows generated from operations	21.95	126.92	701.47
Interest paid	(7.01)	(9.52)	(9.11)
Interest receipt	2.50	0.21	0.70
Income tax paid	(15.18)	(35.20)	(77.81)
Net cash generated from (use in) operating activities	2.26	82.41	615.25
Cash flows from investing activities			
Cash payment for short-term loans to other party	(1.00)	(1.00)	(0.60)
Cash receipt from short-term loans to other parties	-	1.63	0.78
Interest receipt from short-term loans to other parties	-	0.16	0.07
Cash payment for acquisition of property, plant and equipment and intangible assets	(72.37)	(137.61)	(22.67)
Cash receipt from disposals of equipment	5.61	0.79	2.09
Cash payment for acquisition of financial assets measured at fair value through profit or loss	-	-	(130.00)
Cash payment for investment in finance lease receivables	(8.96)	(99.29)	(25.24)
Cash receipt from finance lease receivables	2.87	13.95	19.14
Interest receipt from finance lease receivables	-	6.72	9.66
Cash receipt from liquidation of an associate	1.84	-	-
Dividends receipt	1.18	-	-
Net cash used in investing activities	(70.83)	(214.65)	(146.77)

Item	Consolidated financial statements		
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	2020	2021	2022
	Million Baht	Million Baht	Million Baht
Cash flows from financing activities			
Net cash receipt (repayment) from short-term borrowings from financial institutions	80.50	62.00	(170.00)
Cash receipt from long-term borrowings from financial institutions	25.14	101.46	93.00
Cash repayment to long-term borrowings from financial institutions	(14.67)	(27.45)	(41.47)
Payment for principal elements of lease payments	(16.69)	(17.50)	(17.74)
Cash receipt from issue of share capital	-	171.37	47.54
Dividends paid to the Company's shareholders	(27.50)	(30.25)	(78.90)
Dividends paid to non-controlling interests	(0.88)	(1.03)	(2.54)
Net cash from (used in) financing activities	45.90	258.60	(170.11)
Net decrease in cash and cash equivalents	(22.67)	126.36	298.37
Opening balance of cash and cash equivalents	130.33	107.66	234.02
Closing balance of cash and cash equivalents	107.66	234.02	532.39

### Key Financial Ratios

Key Financial Ratios		Unit	Consolidated financial statements		
			2020	2021	2022
<u>Liquidity Ratio</u>					
	-				
Current ratio	(times)	1.66	1.88	3.98	
Quick ratio	(times)	1.65	1.87	3.96	
Cash flow liquidity ratio	(times)	0.01	0.22	1.69	
Account receivable turnover	(times)	5.39	7.09	8.12	
Average collection period	(days)	67.76	51.49	44.95	
Account payable turnover	(times)	14.34	20.94	20.09	
Payment period	(days)	25.45	17.43	18.16	
Cash Cycle	(days)	42.31	34.07	26.79	
<u>Profitability Ratio</u>					
Gross profit margin	%	19.47	15.92	18.03	
Operating profit margin	%	6.16	8.96	10.63	
EBITDA margin	%	8.39	9.93	11.49	
Other profit margin	%	0.57	0.48	0.32	
Cash to profit margin	%	2.70	27.24	150.93	
Net profit margin	%	4.39	6.70	8.02	
Return on equity	%	9.57	27.27	26.65	
<u>Efficiency Ratio</u>					
Return on assets	%	8.86	22.54	23.96	
Return on fixed assets	%	18.66	50.67	60.04	
Assets turnover	(times)	1.44	2.51	2.25	

Financial Policy Ratio				
Debt to equity ratio	(times)	0.59	0.61	0.33
Interest coverage ratio	(times)	15.93	34.75	47.68
Interest bearing debt to EBITDA ratio	(times)	2.17	1.09	0.52
Debt service coverage ratio (Cash Basis)	(times)	0.79	1.49	5.02
Dividend payout ratio	%	66.16	63.47	42.79

Remarks : 1/ Operating Cash Flow / Current Liabilities (Average)

2/ Return on Total Assets (ROA) = Earnings before interest and taxes / Average Total Assets

3/ Interest bearing debt to EBITDA ratio = Interest-bearing debt / Earnings before Interest, Tax, Depreciation and Amortization.

4/ Dividend payout ratio : Calculated based on dividend paid from net profit in the same accounting period

SONIC INTERFREIGHT PUBLIC COMPANY LIMITED

CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS

31 DECEMBER 2022

## Independent Auditor's Report

To the shareholders and the Board of Directors of Sonic Interfreight Public Company Limited

### My opinion

In my opinion, the consolidated financial statements and the separate financial statements present fairly, in all material respects, the consolidated financial position of Sonic Interfreight Public Company Limited (the Company) and its subsidiary (the Group) and the separate financial position of the Company as at 31 December 2022, and its consolidated and separate financial performance and its consolidated and separate cash flows for the year then ended in accordance with Thai Financial Reporting Standards (TFRS).

### What I have audited

The consolidated financial statements and the separate financial statements comprise:

- the consolidated and separate statements of financial position as at 31 December 2022;
- the consolidated and separate statements of comprehensive income for the year then ended;
- the consolidated and separate statements of changes in equity for the year then ended;
- the consolidated and separate statements of cash flows for the year then ended; and
- the notes to the consolidated and separate financial statements, which include significant accounting policies and other explanatory information.

### Basis for opinion

I conducted my audit in accordance with Thai Standards on Auditing (TSAs). My responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the consolidated and separate financial statements section of my report. I am independent of the Group and the Company in accordance with the Code of Ethics for Professional Accountants including Independence Standards issued by the Federation of Accounting Professions (TFAC Code) that are relevant to my audit of the consolidated and separate financial statements, and I have fulfilled my other ethical responsibilities in accordance with the TFAC Code. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

### Key audit matters

Key audit matters are those matters that, in my professional judgement, were of most significance in my audit of the consolidated and separate financial statements of the current period. I determined one key audit matter: revenue recognition. This matter was addressed in the context of my audit of the consolidated and separate financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on this matter.

Key audit matter	How my audit addressed the key audit matter
<p><b>Revenue recognition</b></p> <p>The Group has various revenue streams; providing international freight forwarding, land transportation and other services. During 2022, the Group's and Company's aggregate service revenues were Baht 3,813.50 million and Baht 2,741.66 million, respectively. Revenue recognition on each service varies according to the nature of the service and the conditions in the service agreement. This is disclosed in Note 4.18, 'Accounting policies - Revenue Recognition', to the financial statements. Management determined the appropriateness of the revenue recognition by ensuring there was an actual occurrence and recognised in the period in which the control of services was transferred.</p> <p>I focussed on revenue recognition because it is material to the financial statements. Also, determining the appropriate revenue recognition point for the Group's various services is complex.</p>	<p>I assessed the revenue recognition of the Group by performing the following:</p> <ul style="list-style-type: none"> <li>• understanding, evaluating and validating the key internal controls over the Group's revenue cycle by inquiring the relevant personnel. This involved sampling revenue transactions to validate key internal controls for revenue recording at the appropriate recognition points, according to the service conditions. I also examined whether the authorised persons reviewed accuracy the accounting records.</li> <li>• testing revenue recognition in accordance with control transfer principles by identifying types of contracts and performance obligations, including transaction price determination and allocation of transaction price to each performance obligation as determined by Group management, and inspecting relevant documents such as booking confirmations and bills of lading to assess whether the Group's revenue recognition principles comply with the financial reporting standard.</li> <li>• performing substantive tests on transactions by sampling each service revenue transaction type to check whether the control of service was transferred to the customers, which involved checking invoices against the related bills of lading and other documents to ensure the transactions were carried out. For collected revenue transactions, I traced cash receipt transactions to invoices and transaction in bank statements.</li> <li>• testing a sample of revenue transactions that occurred near the end of the accounting period, in a period running before and after the period end, in accordance with the risk determined by the terms of each type of service to check that revenue was recorded in the correct period.</li> <li>• requesting the accounts receivable confirmation by focussing on customers with significant outstanding balances. This was to check that the Group's revenue represents valid revenue transactions and that the accounts receivables exist.</li> <li>• testing the appropriateness of journal entries including other adjusting entries related to revenue to assess if there were any invalid revenue transactions.</li> </ul> <p>I didn't find any material exceptions from my work. Revenue recognition was consistent with the available audit evidence.</p>



### Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated and separate financial statements and my auditor's report thereon. The annual report is expected to be made available to me after the date of this auditor's report.

My opinion on the consolidated and separate financial statements does not cover the other information and I will not express any form of assurance conclusion thereon.

In connection with my audit of the consolidated and separate financial statements, my responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated and separate financial statements or my knowledge obtained in the audit, or otherwise appears to be materially misstated.

When I read the annual report, if I conclude that there is a material misstatement therein, I am required to communicate the matter to the audit committee.

### Responsibilities of the directors for the consolidated and separate financial statements

The directors are responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with TFRS, and for such internal control as the directors determine is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated and separate financial statements, the directors are responsible for assessing the Group's and the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group and the Company or to cease operations, or has no realistic alternative but to do so.

The audit committee assists the directors in discharging their responsibilities for overseeing the Group's and the Company's financial reporting process.

### Auditor's responsibilities for the audit of the consolidated and separate financial statements

My objectives are to obtain reasonable assurance about whether the consolidated and separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with TSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated and separate financial statements.

As part of an audit in accordance with TSAs, I exercise professional judgement and maintain professional scepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and the Company's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group and the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

I communicate with the audit committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

I also provide the audit committee with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.

From the matters communicated with the audit committee, I determine those matters that were of most significance in the audit of the consolidated and separate financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

PricewaterhouseCoopers ABAS Ltd.



**Sanicha Akarakittilap**  
Certified Public Accountant (Thailand) No. 8470  
Bangkok  
21 February 2023



**Independent Auditor's Report**

To the shareholders and the Board of Directors of Sonic Interfreight Public Company Limited

**My opinion**

In my opinion, the consolidated financial statements and the separate financial statements present fairly, in all material respects, the consolidated financial position of Sonic Interfreight Public Company Limited (the Company) and its subsidiary (the Group) and the separate financial position of the Company as at 31 December 2021, and its consolidated and separate financial performance and its consolidated and separate cash flows for the year then ended in accordance with Thai Financial Reporting Standards (TFRS).

**What I have audited**

The consolidated financial statements and the separate financial statements comprise:

- the consolidated and separate statements of financial position as at 31 December 2021;
- the consolidated and separate statements of comprehensive income for the year then ended;
- the consolidated and separate statements of changes in equity for the year then ended;
- the consolidated and separate statements of cash flows for the year then ended; and
- the notes to the consolidated and separate financial statements, which include significant accounting policies and other explanatory information.

**Basis for opinion**

I conducted my audit in accordance with Thai Standards on Auditing (TSAs). My responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the consolidated and separate financial statements section of my report. I am independent of the Group and the Company in accordance with the Code of Ethics for Professional Accountants issued by the Federation of Accounting Professions that are relevant to my audit of the consolidated and separate financial statements, and I have fulfilled my other ethical responsibilities in accordance with these requirements. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

**Key audit matters**

Key audit matters are those matters that, in my professional judgement, were of most significance in my audit of the consolidated and separate financial statements of the current period. I determined one key audit matter: revenue recognition. This matter was addressed in the context of my audit of the consolidated and separate financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on this matter.

Key audit matter	How my audit addressed the key audit matter
<p><b>Revenue recognition</b></p> <p>The Group has various revenue streams; providing international freight forwarding, land transportation and other services. During 2021, the Group's and Company's aggregate service revenues were Baht 3,352.02 million and Baht 2,199.95 million, respectively. Revenue recognition on each service varies according to the nature of the service and the conditions in the service agreement. This is disclosed in Note 4.18, 'Accounting policies - Revenue Recognition', to the financial statements. Management determined the appropriateness of the revenue recognition by ensuring there was an actual occurrence and recognised in the period in which the control of services was transferred.</p> <p>I focussed on revenue recognition because it is material to the financial statements. Also, determining the appropriate revenue recognition point for the Group's various services is complex.</p>	<p>I assessed the revenue recognition of the Group by performing the following:</p> <ul style="list-style-type: none"> <li>• understanding, evaluating and validating the key internal controls over the Group's revenue cycle by inquiring the relevant personnel. This involved sampling revenue transactions to validate key internal controls for revenue recording at the appropriate recognition points, according to the service conditions. I also examined whether the authorised persons reviewed accuracy the accounting records.</li> <li>• testing revenue recognition in accordance with control transfer principles by identifying types of contracts and performance obligations, including transaction price determination and allocation of transaction price to each performance obligation as determined by Group management, and inspecting relevant documents such as booking confirmations and bills of lading to assess whether the Group's revenue recognition principles comply with the financial reporting standard.</li> <li>• performing substantive tests on transactions by sampling each service revenue transaction type to check whether the control of service was transferred to the customers, which involved checking invoices against the related bills of lading and other documents to ensure the transactions were carried out. For collected revenue transactions, I traced cash receipt transactions to invoices and transaction in bank statements.</li> <li>• testing a sample of revenue transactions that occurred near the end of the accounting period, in a period running before and after the period end, in accordance with the risk determined by the terms of each type of service to check that revenue was recorded in the correct period.</li> <li>• requesting the accounts receivable confirmation by focussing on customers with significant outstanding balances. This was to check that the Group's revenue represents valid revenue transactions and that the accounts receivables exist.</li> <li>• testing the appropriateness of journal entries including other adjusting entries related to revenue to assess if there were any invalid revenue transactions.</li> </ul> <p>I didn't find any material exceptions from my work. Revenue recognition was consistent with the available audit evidence.</p>

### Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated and separate financial statements and my auditor's report thereon. The annual report is expected to be made available to me after the date of this auditor's report.

My opinion on the consolidated and separate financial statements does not cover the other information and I will not express any form of assurance conclusion thereon.

In connection with my audit of the consolidated and separate financial statements, my responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated and separate financial statements or my knowledge obtained in the audit, or otherwise appears to be materially misstated.

When I read the annual report, if I conclude that there is a material misstatement therein, I am required to communicate the matter to the audit committee.

### Responsibilities of the directors for the consolidated and separate financial statements

The directors are responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with TFRS, and for such internal control as the directors determine is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated and separate financial statements, the directors are responsible for assessing the Group's and the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group and the Company or to cease operations, or has no realistic alternative but to do so.

The audit committee assists the directors in discharging their responsibilities for overseeing the Group's and the Company's financial reporting process.

### Auditor's responsibilities for the audit of the consolidated and separate financial statements

My objectives are to obtain reasonable assurance about whether the consolidated and separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with TSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated and separate financial statements.

As part of an audit in accordance with TSAs, I exercise professional judgement and maintain professional scepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.



- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and the Company's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group and the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

I communicate with the audit committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

I also provide the audit committee with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.

From the matters communicated with the audit committee, I determine those matters that were of most significance in the audit of the consolidated and separate financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

PricewaterhouseCoopers ABAS Ltd.



**Nopanuch Apichatsatien**  
Certified Public Accountant (Thailand) No. 5266  
Bangkok  
22 February 2022

Sonic Interfreight Public Company Limited  
Statements of Financial Position  
As at 31 December 2022

	Notes	Consolidated financial statements		Separate financial statements	
		2022	2021	2022	2021
		Baht	Baht	Baht	Baht
<b>Assets</b>					
<b>Current assets</b>					
Cash and cash equivalents	9	532,385,583	234,016,646	304,141,415	142,832,083
Financial assets measured at fair value through profit or loss	12	130,000,000	-	70,000,000	-
Trade and other receivables	10.1	311,382,253	627,966,138	228,010,514	444,639,615
Contract assets	10.2	3,063,907	9,894,739	1,486,738	4,465,960
Short-term loans to other parties	12	215,457	393,378	215,457	393,378
Current portion of finance lease receivables	11, 12	21,955,077	17,430,499	21,955,077	17,430,499
Other current assets		4,164,897	6,064,673	3,052,521	4,873,336
<b>Total current assets</b>		<b>1,003,167,174</b>	<b>895,766,073</b>	<b>628,861,722</b>	<b>614,634,871</b>
<b>Non-current assets</b>					
Finance lease receivables	11, 12	86,685,598	90,040,198	86,685,598	90,040,198
Investment in a subsidiary	13	-	-	30,197,155	29,027,074
Financial assets measured at fair value through other comprehensive income	12	50,000	50,000	50,000	50,000
Property, plant and equipment	14	588,903,706	579,868,467	578,216,160	567,777,140
Right-of-use assets	15	55,949,147	76,721,901	50,999,956	71,900,144
Intangible assets	16	1,292,827	945,700	885,339	684,494
Deferred tax assets		527,800	707,667	-	-
Other non-current assets		8,760,014	12,997,401	8,957,010	13,233,401
<b>Total non-current assets</b>		<b>742,169,092</b>	<b>761,331,334</b>	<b>755,991,218</b>	<b>772,712,451</b>
<b>Total assets</b>		<b>1,745,336,266</b>	<b>1,657,097,407</b>	<b>1,384,852,940</b>	<b>1,387,347,322</b>

Director \_\_\_\_\_ Director \_\_\_\_\_

The accompanying notes are an integral part of these consolidated and separate financial statements.

Sonic Interfreight Public Company Limited  
Statements of Financial Position (Cont'd)  
As at 31 December 2022

	Notes	Consolidated financial statements		Separate financial statements	
		2022	2021	2022	2021
		Baht	Baht	Baht	Baht
<b>Liabilities and equity</b>					
<b>Current liabilities</b>					
Short-term borrowings from financial institutions	12, 17	-	170,000,000	-	170,000,000
Trade and other payables	18	136,607,049	174,533,668	115,486,337	130,869,011
Current portion of long-term borrowings from financial institutions	12, 17	58,552,622	37,243,029	58,552,622	37,243,029
Current portion of lease liabilities	17	8,172,882	17,710,577	8,168,911	18,206,838
Accrued income tax		20,646,980	24,057,055	2,557,004	2,827,742
Other current liabilities		28,095,507	52,046,080	17,956,837	37,181,103
<b>Total current liabilities</b>		<b>252,075,040</b>	<b>475,590,409</b>	<b>202,721,711</b>	<b>396,327,723</b>
<b>Non-current liabilities</b>					
Long-term borrowings from financial institutions	12, 17	161,311,498	130,952,862	161,311,498	130,952,862
Lease liabilities	12, 17	927,032	9,127,913	198,642	8,395,555
Employee benefit obligations	19	10,788,980	9,553,220	8,571,034	7,659,346
Deferred tax liabilities		4,077,563	2,565,562	4,077,563	2,565,562
Other non-current liabilities		1,369,222	976,323	648,741	608,862
<b>Total non-current liabilities</b>		<b>178,474,295</b>	<b>153,175,880</b>	<b>174,807,478</b>	<b>150,182,187</b>
<b>Total liabilities</b>		<b>430,549,335</b>	<b>628,766,289</b>	<b>377,529,189</b>	<b>546,509,910</b>

The accompanying notes are an integral part of these consolidated and separate financial statements.

**Sonic Interfreight Public Company Limited**  
**Statements of Financial Position (Cont'd)**  
**As at 31 December 2022**

		Consolidated financial statements		Separate financial statements	
		2022	2021	2022	2021
	Notes	Baht	Baht	Baht	Baht
<b>Liabilities and equity (Cont'd)</b>					
<b>Equity</b>					
Share capital					
Authorised share capital					
862,500,000 ordinary shares of par Baht 0.50 each	20	431,250,000	431,250,000	431,250,000	431,250,000
Issued and paid-up share capital					
759,545,458 ordinary shares of paid-up at Baht 0.50 each (As at 31 December 2021 authorised share capital 717,318,808 ordinary shares of par at Baht 0.50 each)	20	379,772,729	358,659,404	379,772,729	358,659,404
Share premium	20	330,606,892	299,434,167	330,606,892	299,434,167
Retained earnings					
Appropriated - legal reserve	21	29,342,272	19,579,972	29,342,272	19,579,972
Unappropriated		501,082,411	282,158,016	258,521,431	151,938,620
Share-based payment reserve	29	9,080,427	11,225,249	9,080,427	11,225,249
Other components of equity		43,688,310	43,688,310	-	-
<b>Equity attributable to owners of the Company</b>		<b>1,293,573,041</b>	<b>1,014,745,118</b>	<b>1,007,323,751</b>	<b>840,837,412</b>
Non-controlling interests		21,213,890	13,586,000	-	-
<b>Total equity</b>		<b>1,314,786,931</b>	<b>1,028,331,118</b>	<b>1,007,323,751</b>	<b>840,837,412</b>
<b>Total liabilities and equity</b>		<b>1,745,336,266</b>	<b>1,657,097,407</b>	<b>1,384,852,940</b>	<b>1,387,347,322</b>

The accompanying notes are an integral part of these consolidated and separate financial statements.

Sonic Interfreight Public Company Limited  
Statements of Comprehensive Income  
For the year ended 31 December 2022

	Notes	Consolidated financial statements		Separate financial statements	
		2022	2021	2022	2021
		Baht	Baht	Baht	Baht
Revenues from services		3,813,495,690	3,352,015,601	2,741,655,930	2,199,947,715
Cost of services	24	(3,125,975,321)	(2,818,405,986)	(2,334,759,691)	(1,894,261,722)
<b>Gross profit</b>		<b>687,520,369</b>	<b>533,609,615</b>	<b>406,896,239</b>	<b>305,685,993</b>
Interest income calculated using the effective interest method		10,361,077	6,722,193	10,077,377	6,722,193
Other income	22	12,332,453	16,106,740	44,348,663	24,091,163
Selling expenses	24	(169,046,164)	(139,333,004)	(117,823,658)	(90,581,819)
Administrative expenses	24	(133,529,575)	(114,577,970)	(98,834,651)	(85,458,028)
Finance costs	23	(9,244,724)	(9,639,638)	(9,216,463)	(9,566,989)
<b>Profit before income tax</b>		<b>398,393,436</b>	<b>292,887,936</b>	<b>235,447,507</b>	<b>150,892,513</b>
Income tax	25	(80,640,760)	(58,788,568)	(40,201,515)	(26,573,251)
<b>Net profit for the year</b>		<b>317,752,676</b>	<b>234,099,368</b>	<b>195,245,992</b>	<b>124,319,262</b>
<b>Total comprehensive income for the year</b>		<b>317,752,676</b>	<b>234,099,368</b>	<b>195,245,992</b>	<b>124,319,262</b>
<b>Profit for the year attributable to:</b>					
Owners of the Company		307,587,576	226,140,171	195,245,992	124,319,262
Non-controlling interests		10,165,100	7,959,197	-	-
		<b>317,752,676</b>	<b>234,099,368</b>	<b>195,245,992</b>	<b>124,319,262</b>
<b>Total comprehensive income for the year attributable to:</b>					
Owners of the Company		307,587,576	226,140,171	195,245,992	124,319,262
Non-controlling interests		10,165,100	7,959,197	-	-
		<b>317,752,676</b>	<b>234,099,368</b>	<b>195,245,992</b>	<b>124,319,262</b>
<b>Earnings per share</b>					
Basic earnings per share	26	0.422	0.388	0.268	0.213
Dilute earnings per share	26	0.380	0.311	0.241	0.171

The accompanying notes are an integral part of these consolidated and separate financial statements.





Sonic Interfreight Public Company Limited  
Statements of Changes in Equity (Cont'd)  
For the year ended 31 December 2022

	Notes	Separate financial statements					
		Capital contributed			Retained earnings		
		Issued	Share premium	Appropriated-legal reserve	Unappropriated	Share-based payment reserve	Other components of equity
		Baht	Baht	Baht	Baht	Baht	Baht
<b>Balance as at 1 January 2021</b>		275,000,000	208,135,263	13,364,008	64,084,772	10,941,896	571,525,939
Share-based payment reserve	29	-	-	-	-	3,871,603	3,871,603
Share issuance	20	83,659,404	87,710,654	-	-	-	171,370,058
Share premium on share insurance from warrants	29	-	3,588,250	-	-	(3,588,250)	-
Legal reserve	21	-	-	6,215,964	(6,215,964)	-	-
Dividends	27	-	-	-	(30,249,450)	-	(30,249,450)
Total comprehensive income for the year		-	-	-	124,319,262	-	124,319,262
<b>Balance as at 31 December 2021</b>		358,659,404	299,434,167	19,579,972	151,938,620	11,225,249	840,837,412
<b>Balance as at 1 January 2022</b>		358,659,404	299,434,167	19,579,972	151,938,620	11,225,249	840,837,412
Share-based payment reserve	29	-	-	-	-	2,600,178	2,600,178
Share issuance	20	21,113,325	26,427,725	-	-	-	47,541,050
Share premium on share insurance from warrants	29	-	4,745,000	-	-	(4,745,000)	-
Legal reserve	21	-	-	9,762,300	(9,762,300)	-	-
Dividends	27	-	-	-	(78,900,881)	-	(78,900,881)
Total comprehensive income for the year		-	-	-	195,245,992	-	195,245,992
<b>Balance as at 31 December 2022</b>		379,772,729	330,606,892	29,342,272	258,521,431	9,080,427	1,007,323,751

The accompanying notes are an integral part of these consolidated and separate financial statements.

**Sonic Interfreight Public Company Limited**

### Statements of Cash Flows

For the year ended 31 December 2022

		Consolidate		Separate	
		financial statements		financial statements	
		2022	2021	2022	2021
	Notes	Baht	Baht	Baht	Baht
<b>Cash flows from operating activities</b>					
Profit before income tax		398,393,436	292,887,936	235,447,507	150,892,513
Adjustments for operating profit:					
Depreciation and amortisation charge	14, 15, 16	33,027,596	32,485,905	30,815,942	30,757,082
Allowance for expected credit losses		5,796,650	2,579,987	6,697,045	1,418,196
Dividends income	22	-	-	(37,762,790)	(15,395,599)
Loss from lease modifications		108,250	-	108,250	-
Gain on disposals of equipment	22	(1,425,883)	(461,379)	(1,429,832)	(461,379)
Loss from equipment written-off		19,925	2,293,328	18,925	2,263,621
Loss from impairment of equipment		-	21,009	-	21,009
Share-based payment expenses	29	2,600,178	3,871,603	1,430,098	2,129,381
Employee benefit expense	19	1,235,760	856,342	911,688	666,438
Unrealised (gain) loss from exchange rate		182,734	(499,317)	(177,139)	352,295
Amortised deferred financing fee	17	144,070	128,035	144,070	128,035
Interest expenses		9,100,654	9,511,603	9,072,393	9,438,954
Interest income calculated using the effective interest rate method		(10,361,077)	(6,927,761)	(10,077,377)	(6,889,667)
Changes in working capital:					
Trade and other receivables		313,944,217	(311,652,957)	214,037,167	(213,890,776)
Contract assets		6,829,888	(3,695,660)	2,978,590	(2,224,039)
Deferred interest income from short-term loans to other parties		(75,079)	(166,925)	(75,079)	(166,925)
Other current assets		1,899,776	(2,868,068)	1,820,815	(1,977,774)
Other non-current assets		(308,997)	508,901	(269,999)	(43,600)
Trade and other payables		(36,082,296)	79,707,023	(14,233,224)	64,778,517
Other current liabilities		(23,950,573)	28,400,870	(19,224,266)	20,904,285
Other non-current liabilities		400,078	(60,213)	39,879	93,813
Cash flows from operating activities		701,479,307	126,920,262	420,272,663	42,794,380
Interest paid		(9,114,576)	(9,520,014)	(9,086,315)	(9,447,365)
Interest receipt		699,010	205,263	415,586	167,277
Income tax paid		(77,812,580)	(35,196,694)	(34,413,862)	(22,670,636)
Net cash generated from operating activities		615,251,161	82,408,817	377,188,072	10,843,656

The accompanying notes are an integral part of these consolidated and separate financial statements.

## Sonic Interfreight Public Company Limited

## Statements of Cash Flows (Cont'd)

For the year ended 31 December 2022

	Notes	Consolidate		Separate	
		financial statements		financial statements	
		2022	2021	2022	2021
		Baht	Baht	Baht	Baht
<b>Cash flows from investing activities</b>					
Cash payment for short-term loans to other parties		(600,000)	(1,000,000)	(600,000)	(1,000,000)
Cash receipt from short-term loans to other parties		775,000	1,625,000	775,000	1,625,000
Interest receipt from short-term loans to other parties		78,000	160,000	78,000	160,000
Cash payment for acquisition of property, plant and equipment and intangible assets		(22,676,515)	(137,604,477)	(21,468,356)	(136,817,610)
Cash receipt from disposal of equipment		2,089,419	787,687	2,081,008	787,687
Cash payment for acquisition of financial assets measured at fair value through profit or loss		(130,000,000)	-	(70,000,000)	-
Cash payment for investment in finance lease receivables	11	(25,240,851)	(99,290,466)	(25,240,851)	(99,290,466)
Cash receipt from finance lease receivables		19,143,511	13,954,037	19,143,511	13,954,037
Interest receipt from finance lease receivables and other receivables		9,660,670	6,722,193	9,660,670	6,722,193
Dividends receipt		-	-	37,762,790	15,395,599
Net cash used in investing activities		(146,770,766)	(214,646,026)	(47,808,228)	(198,463,560)
<b>Cash flows from financing activities</b>					
Net cash receipt from (payment for) short-term borrowings from financial institutions		(170,000,000)	62,000,000	(170,000,000)	62,000,000
Cash receipt from long-term borrowings from financial institutions	17	93,000,000	101,455,000	93,000,000	101,455,000
Cash repayment to long-term borrowings from financial institutions		(41,475,841)	(27,445,471)	(41,475,841)	(27,445,471)
Payment for principal elements of lease payments		(17,738,576)	(17,502,189)	(18,234,840)	(17,984,365)
Cash receipt from issue of share capital		47,541,050	171,370,058	47,541,050	171,370,058
Dividends paid to the Company's shareholders	27	(78,900,881)	(30,249,450)	(78,900,881)	(30,249,450)
Dividends paid to non-controlling interests		(2,537,210)	(1,034,401)	-	-
Net cash from (used in) financing activities		(170,111,458)	258,593,547	(168,070,512)	259,145,772
<b>Net increase in cash and cash equivalents</b>		298,368,937	126,356,338	161,309,332	71,525,868
Opening balance of cash and cash equivalents		234,016,646	107,660,308	142,832,083	71,306,215
<b>Closing balance of cash and cash equivalents</b>		532,385,583	234,016,646	304,141,415	142,832,083

The accompanying notes are an integral part of these consolidated and separate financial statements.

**Sonic Interfreight Public Company Limited**

**Statements of Cash Flows (Cont'd)**

**For the year ended 31 December 2022**

**Non-cash transactions**

Significant non-cash transactions during the year ended 31 December are as follows:

	Notes	Consolidate financial statements		Separate financial statements	
		2022 Baht	2021 Baht	2022 Baht	2021 Baht
Purchases of equipment and intangible assets by credit		441,366	650,442	441,366	537,232
Capital contribution under					
employee benefits scheme of a subsidiary	13	-	-	1,170,080	1,742,221
Transfer right-of-use assets to vehicle	15	15,429,682	-	15,429,682	-

The accompanying notes are an integral part of these consolidated and separate financial statements.

**Sonic Interfreight Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2022**

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**1 General information**

Sonic Interfreight Public Company Limited (the Company) is a public limited company which listed on the Stock Exchange of Thailand. The Company is incorporated and domiciled in Thailand. The address of the Company's registered office is as follows:

Head office: 79/349, 350, 1<sup>st</sup>, 2<sup>nd</sup> Floor, Sathupradit Road, Chongnonsi, Yannawa, Bangkok.

1<sup>st</sup> Branch: 84, Moo 15, Soi Kingkaew 21, Kingkaew Road, Bangpleeyai, Bangplee, Samutprakan.

2<sup>nd</sup> Branch: 84/1, Moo 15, Kingkaew Road, Bangpleeyai, Bangplee, Samutprakan.

3<sup>rd</sup> Branch: 106/45-46 Moo 9 Tungsukla, Sriracha, Chonburi.

4<sup>th</sup> Branch: 509/10 Moo 3 Nong kham, Sriacha, Chonburi.

The principal business operations of the Company and its subsidiaries (together "the Group") are the business of freight forwarder and providing relevant logistics services.

These consolidated and separate financial statements were authorised for issue by the Board of Directors on 21 February 2023.

**2 Basis of preparation**

The consolidated and separate financial statements have been prepared in accordance with Thai Financial Reporting Standards ("TFRS") and the financial reporting requirements issued under the Securities and Exchange Act.

The consolidated and separate financial statements have been prepared under the historical cost convention except certain financial assets and liabilities and employee benefit obligations.

The preparation of financial statements in conformity with TFRS requires management to use certain critical accounting estimates and to exercise its judgement in applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas that are more likely to be materially adjusted due to changes in estimates and assumptions are disclosed in Note 7.

An English version of the consolidated and separate financial statements have been prepared from the statutory financial statements that are in the Thai language. In the event of a conflict or a difference in interpretation between the two languages, the Thai language statutory financial statements shall prevail.



**Sonic Interfreight Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2022**

### 3 New and amended financial reporting standards

#### 3.1 New and amended financial reporting standards that are effective for accounting period beginning or after 1 January 2022

**Interest rate benchmark (IBOR) reform - phase 2, amendments to TFRS 9, TFRS 7, TFRS 16** provide relief measures addressing issues that might affect financial reporting during the reform, including the effects of changes to contractual cash flows or hedging relationship arising from the replacement of one benchmark with an alternative benchmark.

Key relief measures of the phase 2 amendments are as follows:

- When changing the basis for determining contractual cash flows for financial assets and financial liabilities (including lease liabilities), changes that are necessary as a direct result of the IBOR reform and which are considered economically equivalent, will not result in an immediate gain or loss in the income statement. TFRS 16 has also been amended to require lessees to use a similar practical expedient when accounting for lease modifications that change the basis for determining future lease payments as a result of the IBOR reform.
- Hedge accounting relief measures will allow most TFRS 9 hedge relationships that are directly affected by the IBOR reform to continue. However, additional ineffectiveness might need to be recorded.

TFRS 7 requires additional disclosure about:

- the nature and extent of risks arising from the IBOR reform to which the entity is exposed to
- how the entity manages those risks
- the entity's progress in transitioning from the IBOR to alternative benchmark rates and how the entity is managing this transition.

The new and amended Thai Financial Reporting Standards above do not have material impact on the Group.

#### 3.2 Amended financial reporting standards that are effective for accounting period beginning or after 1 January 2023 and have significant impacts to the Group

Certain amended TFRSs have been issued that are not mandatory for the current reporting period and have not been early adopted by the Group and the Company.

##### a) Amendment to TAS 16 - Property, plant and equipment

Clarified to prohibit entities from deducting from the cost of an item of PP&E any proceeds received from selling any items produced while the entity is preparing that asset for its intended use.

##### b) Amendment to TAS 37 - Provisions, contingent liabilities and contingent assets

Clarified that, in considering whether a contract is onerous, the direct costs of fulfilling a contract include both the incremental costs of fulfilling the contract and an allocation of other costs directly related to fulfilling the contract. Before recognising a separate provision for an onerous contract, the entity must recognise any impairment losses that have occurred on the assets used in fulfilling the contract.

##### c) Amendment to TFRS 9 - Financial Instruments

Clarified which fees should be included in the 10% test for the derecognition of financial liabilities. It should only include fees between the borrower and lender.

The impact of new and amended financial reporting standards is under the management's consideration.



**Sonic Interfreight Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2022**

**4 Accounting policies**

**4.1 Principles of consolidation**

**a) Subsidiaries**

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date on which control is transferred to the Group until the date that control ceases.

In the separate financial statements, investments in subsidiaries are accounted for using cost. Initial direct costs are included in initial measurement of the investment.

**b) Associates**

Associates are all entities over which the Group has significant influence but not control or joint control. Investments in associates are accounted for using the equity method of accounting.

In the separate financial statements, investments in associates are accounted for using cost method.

**c) Equity method**

The investment is initially recognised at cost which is consideration paid and directly attributable costs.

The Group's subsequently recognises shares of its associates' profits or losses and other comprehensive income in the profit or loss and other comprehensive income, respectively. The subsequent cumulative movements are adjusted against the carrying amount of the investment.

When the Group's share of losses in associates equals or exceeds its interest in the associates, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associates.

**e) Changes in ownership interests**

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A difference between the amount of the adjustment to non-controlling interests to reflect their relative interest in the subsidiary and any consideration paid or received is recognised within equity.

If the ownership interest in associates is reduced but significant influence, only a proportionate share of the amounts previously recognised in other comprehensive income is reclassified to profit or loss where appropriate. Profit or loss from reduce of the ownership interest in associates is recognise in profit or loss.

When the Group losses control or significant influence over investments, any retained interest in the investment is remeasured to its fair value, with the change in carrying amount recognised in profit or loss. The fair value becomes the initial carrying amount of the retained interest which is reclassified to investment in an associate, or a joint venture or a financial asset accordingly.

**f) Intercompany transactions on consolidation**

Intra-group transactions, balances and unrealised gains on transactions are eliminated. Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associates. Unrealised losses are also eliminated in the same manner unless the transaction provides evidence of an impairment of the asset transferred.

**Sonic Interfreight Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2022**

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**4.2 Business combination**

**Business combination under common control**

The Group accounts for business combination under common control by measuring acquired assets and liabilities of the acquiree at their carrying values presented in the highest level of the consolidation. The Group retrospectively adjusted the business combination under common control transactions as if the combination had occurred on the later of the beginning of the preceding comparative period and the date the acquiree has become under common control.

Consideration of business combination under common control are the aggregated amount of fair value of assets transferred, liabilities incurred and equity instruments issued by the acquirer at the date of which the exchange in control occurs.

The difference between consideration under business combination under common control and the acquirer's interests in the carrying value of the acquiree is presented as "difference arising from business combination under common control" in equity and is derecognised when the investment is disposed of by transferred to retained earnings.

**4.3 Foreign currency translation**

**a) Functional and presentation currency**

The financial statements are presented in Thai Baht, which is the Company's and the Group's functional and presentation currency.

**b) Transactions and balances**

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions.

Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit or loss.

When a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. Conversely, when a gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is recognised in profit or loss.

**4.4 Cash and cash equivalents**

In the statements of cash flows, cash and cash equivalents includes cash on hand, deposits held at call, short-term highly liquid investments with maturities of three months or less from acquisition date.

**4.5 Trade accounts receivable**

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. They are generally due for settlement within 30 to 90 days and therefore are all classified as current.

Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, they are recognised at fair value. The Group holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost.

The impairment of trade receivables is disclosed in Note 4.6 (f).

**4.6 Financial assets**

**a) Classification**

The Group classifies its debt instrument financial assets in the following measurement categories depending on i) business model for managing the asset and ii) the cash flow characteristics of the asset whether they represent solely payments of principal and interest (SPPi).

- those to be measured subsequently at fair value (either through profit or loss (FVPL) or through other comprehensive income (FVOCI))
- those to be measured at amortised cost

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

For investments in equity instruments, the Group has an irrevocable election at the time of initial recognition to account for the equity investment at fair value through profit or loss (FVPL) or at fair value through other comprehensive income (FVOCI) except those that are held for trading, they are measured at FVPL.

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**b) Recognition and derecognition**

Regular way purchases, acquires and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

**c) Measurement**

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at FVPL, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

**d) Equity instruments**

The Group measures all equity investments at fair value. Where the Group has elected to present fair value gains and losses on equity instruments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Gain or loss from disposal of these assets are recognised directly to retained earnings. Dividends from such investments continue to be recognised in profit or loss as dividend income when the right to receive payments is established.

Impairment losses and reversal of impairment losses on equity investments are reported together with changes in fair value.

**e) Debt instruments**

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the financial assets. There are three measurement categories into which the Group classifies its debt instruments:

- **Amortised cost:** Financial assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in interest income calculated using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses). Impairment losses are presented as a separate line item in the statement of comprehensive income.
- **FVOCI:** Financial assets that are held for i) collection of contractual cash flows; and ii) for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through other comprehensive income (OCI), except for the recognition of impairment gains or losses, interest income using the effective interest method, and foreign exchange gains and losses which are recognised in profit or loss. When the financial assets is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income is included in interest income calculated using the effective interest rate method. Impairment expenses are presented separately in the statement of comprehensive income.
- **FVPL:** Financial assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognised in profit or loss and presented net within other gains/(losses) in the period in which it arises.

**f) Impairment**

The Group assesses and recognises loss on impairment of trade receivables, contract assets, and lease receivables by simplified approach. Loss on impairment by simplified approach is based on aging of trade receivables, contract assets, and lease receivables and the statistical observation of historical default and includes also forward-looking information. The loss on impairment recognised by such approach has been disclosed in note 10.3.

Impairment (and reversal of impairment) losses are recognised in profit or loss and included in administrative expenses.



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#### 4.7 Property, plant and equipment

All other property, plant and equipment are stated at historical cost less accumulated depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount, only when it is probable that future economic benefits associated with the item will flow to the Group. The carrying amount of the replaced part is derecognised.

All other repairs and maintenance are charged to profit or loss when incurred.

Land is not depreciated. Depreciation on other assets is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives, as follows:

Land improvements	20 years
Buildings and building improvements	5 - 30 years
Container yard	5 - 20 years
Warehouse	20 years
Machine and equipment	5 years
Furniture, fixture and office equipment	5 years
Vehicles	2 - 20 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Gains or losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.

#### 4.8 Intangible assets

##### *Acquired computer software*

Acquired computer software is measured at cost. These costs are amortised over their estimated useful lives not over than 10 years.

Cost associated with maintaining computer software are recognised as an expense as incurred.

#### 4.9 Impairment of assets

Assets that have an indefinite useful life are tested annually for impairment, and more frequently if events or changes in circumstances indicate that it might be impaired. Assets that are subject to amortisation are reviewed for impairment whenever there is an indication of impairment. An impairment loss is recognised for the amount by which the carrying amount of the assets exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use.

Where the reasons for previously recognised impairments no longer exist, the impairment losses on the assets concerned other than goodwill is reversed.

#### 4.10 Leases

##### **Leases - where the Group is the lessee**

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. However, for leases of real estate for which the group is a lessee, it has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

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Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate
- amounts expected to be payable by the lessee under residual value guarantees
- the exercise price of a purchase option if the lessee is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be determined, the lessee's incremental borrowing rate is used, being the rate that the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs.

Payments associated with short-term leases and leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise small items of office equipment.

#### **Leases - where the Group is the lessor**

When assets are leased out under a finance lease, the present value of the lease payments is recognised as a receivable. The difference between the gross receivable and the present value of the receivable is recognised as unearned finance income. Lease income is recognised over the term of the lease which reflects a constant periodic rate of return. Initial direct costs are included in initial measurement of the finance lease receivable and reduce the amount of income recognised over the lease term.

Rental income under operating leases (net of any incentives given to lessees) is recognised on a straight-line basis over the lease term. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying asset and recognised as expense over the lease term on the same basis as lease income. The respective leased assets are included in the statement of financial position based on their nature.

#### **4.11 Financial liabilities**

##### **a) Classification**

Financial instruments issued by the Group are classified as either financial liabilities or equity securities by considering contractual obligations.

- Where the Group has an unconditional contractual obligation to deliver cash or another financial asset to another entity, it is considered a financial liability unless there is a predetermined or possible settlement for a fixed amount of cash in exchange of a fixed number of the Group's own equity instruments.
- Where the Group has no contractual obligation or has an unconditional right to avoid delivering cash or another financial asset in settlement of the obligation, it is considered an equity instrument.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

##### **b) Measurement**

Financial liabilities are initially recognised at fair value and are subsequently measured at amortised cost.

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**c) Derecognition and modification**

Financial liabilities are derecognised when the obligation specified in the contract is discharged, cancelled, or expired.

Where the terms of a financial liability are renegotiated/modified, the Group assesses whether the renegotiation / modification results in the derecognition of that financial liability. Where the modification results in an extinguishment, the new financial liability is recognised based on fair value of its obligation. The remaining carrying amount of financial liability is derecognised. The difference as well as proceed paid is recognised as other gains/(losses) in profit or loss.

Where the modification does not result in the derecognition of the financial liability, the carrying amount of the financial liability is recalculated as the present value of the renegotiated / modified contractual cash flows discounted at its original effective interest rate. The difference is recognised in other gains/(losses) in profit or loss.

**4.12 Borrowing costs**

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets (assets that take 3 months to get ready for its intended use or sale) are added to the cost of those assets less investment income earned from those specific borrowings. The capitalisation of borrowing costs is ceased when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

Other borrowing costs are expensed in the period in which they are incurred.

**4.13 Current and deferred income taxes**

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

**Current tax**

The current income tax is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

**Deferred income tax**

Deferred income tax is recognised on temporary differences arising from differences between the tax base of assets and liabilities and their carrying amounts in the financial statements. However, deferred income tax is not recognised for temporary differences arise from:

- initial recognition of an asset or liability in a transaction other than a business combination that affects neither accounting nor taxable profit or loss is not recognised
- investments in subsidiaries, associates and joint arrangements where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax is measured using tax rates of the period in which temporary difference is expected to be reversed, based on tax rates and laws that have been enacted or substantially enacted by the end of the reporting period.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.



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**4.14 Employee benefits**

**a) Defined contribution plan**

The Group pays contributions to a separate fund on a voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due.

**b) Defined benefit plans**

Amount of retirement benefits is defined by the agreed benefits the employees will receive after the completion of employment. It usually depends on factors such as age, years of service and an employee's latest compensation at retirement.

The defined benefit obligation is calculated by an independent actuary using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using market yield of government bonds that matches the terms and currency of the expected cash outflows.

Remeasurement gains and losses are recognised directly to other comprehensive income in the period in which they arise. They are included in retained earnings in the statements of changes in equity.

Past-service costs are recognised immediately in profit or loss.

**c) Termination benefits**

The Group recognises termination benefits at the earlier of (a) when the Group can no longer withdraw the offer of those benefits; and (b) when the entity recognises costs for the related restructuring. Benefits due more than 12 months are discounted to their present value.

**4.15 Share-based payment**

The Group grants the warrants to the Group's executives and employees which are equity-settled, share-based compensation plans, under which the entity receives services from executives and employees. The Group measures services received by reference to the fair value of the warrants and gradually recognised as expense in profit or loss corresponding to increase in "share-based payment reserve" in equity throughout the vesting period.

In the case that the Group grant the warrants to subsidiary's executives and employees is treated as a capital contribution. The fair value of employee services received, measured by reference to the grant date fair value, is recognised over the vesting period as an increase to investment in subsidiary, in the Company's separated financial statements undertakings, with a corresponding credit to equity.

When the options are exercised, the Company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital and share premium.

**4.16 Provisions**

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation. The increase in the provision due to passage of time is recognised as interest expense.

**4.17 Share capital**

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or warrants (net of tax) are shown as a deduction in equity.



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**4.18 Revenue recognition**

Main revenue includes all revenues from ordinary business activities. All ancillary income in connection with the delivery of goods and rendering of services in the course of the Group's ordinary activities is also presented as revenue.

Revenue are recorded net of value added tax. The Group recognised in accordance with the provision of goods or services, provided that collectability of the consideration is probable.

The Group recognises contracts that involve delivery or provision of multiple products or services separately based on each distinct performance obligation. Total transaction price of the bundled contract is allocated to each performance obligation based on their relative standalone selling prices or estimated standalone selling prices. Each performance obligation is recognised as revenue on fulfilment of the obligation to the customer.

*Services*

The Group recognised service contracts with a continuous service provision as revenue on a straight-line basis over the contract term, regardless of the payment pattern.

*Contract assets and contract liabilities*

A contract asset is recognised where the Group recorded revenue for fulfilment of a contractual performance obligation before the customer paid consideration or before the requirements for billing.

A contract liability is recognised when the customer paid consideration or a receivable from the customer that is due before the Group fulfilled a contractual performance obligation.

For each customer contract, contract liabilities are set off against contract assets.

*Interest income*

Interest income is recognised on a time proportion basis, taking account of the principal outstanding and the effective rate over the period to maturity, when it is determined that such income will accrue to the Group.

*Dividend income*

Dividend income is recognised when the right to receive payment is established.

**4.19 Government grants**

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with attached conditions.

Government grants relating to the compensation of costs are deferred and recognised in profit or loss to match the costs they are intended to compensate.

**4.20 Dividend distribution**

Dividend distributed to the Company's shareholders is recognised as a liability when interim dividends are approved by the Board of Directors, and when the annual dividends are approved by the shareholders.

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## 5 Financial risk management

### 5.1 Financial risk

The Group exposes to a variety of financial risk: market risk (including foreign exchange risk, interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The board of directors provides written principles for overall risk management which is carried out by a central treasury department (the Group treasury), including identification, evaluation and hedge of financial risks in close co-operation with operating units.

Financial risk management is carried out by the Group Treasury Committee. The Group's policy includes areas such as foreign exchange risk, interest rate risk, price risk, credit risk and liquidity risk. The framework parameters are approved by the Board of Directors and uses as the key communication and control tools for Treasury team globally.

#### 5.1.1 Market risk

##### a) Foreign exchange risk

The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect Thai Baht. Foreign exchange risk arises from future commercial transactions as well as the recognition of assets and liabilities denominated in foreign currencies. The Group has bank deposits in foreign currencies to manage receipt and payment transactions carried out in foreign currencies. The Group does not enter into the derivatives instruments to hedge foreign exchange risk.

##### b) Interest rate risk

The Group's income and operating cash flows are substantially independent of changes in market interest rates. The Group is exposed to interest rate risk relates primarily to its deposits at financial institutions, short-term loans to other parties, short-term borrowings, long-term borrowings and debentures. Most of the Group's financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate. The Group assesses that the interest rate risk is insignificant as the interests from financial assets and financial liabilities are not significantly different. However, the Group will use interest rate swap to management the risk when necessary.

The Group and the Company does not apply hedge accounting.

#### 5.1.2 Credit risk

Credit risk arises from cash and cash equivalents, contractual cash flows of debt instruments carried at a) amortised cost, b) at fair value through other comprehensive income (FVOCI) and deposits with banks and financial institutions, as well as credit exposures to customers, including outstanding receivables.

##### a) Risk management

Credit risk is managed on a group basis. For banks and financial institutions, the Group's deposits are limited to high credit quality financial institutions.

If customers are independently rated, these ratings are used. Otherwise, if there is no independent rating, risk control assesses the credit quality of the customer, taking into account its financial position, past experience and other factors. Individual risk limits are set based on tips assessments in accordance with limits set by the board. The compliance with credit limits by customers is regularly monitored by line management.

Sales to retail customers are required to be settled in cash to mitigate credit risk. There are no significant concentrations of credit risk, whether through exposure to individual customers or specific industry sectors.

The Group's investments in debt instruments are considered to be low risk investments. The Group regularly monitors the credit ratings of the investments for credit deterioration.

##### b) Security

For some trade receivables the Group may obtain security in the form of guarantees or letters of credit which can be called upon if the counterparty is in default under the terms of the agreement.

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**c) Impairment of financial assets**

The Group and the Company has 5 types of financial assets that are subject to the expected credit loss model:

- Trade and other receivables
- Contract assets
- Short-term loans to other parties
- Finance lease receivables
- Other current assets and other non-current assets

While cash and cash equivalents, short-term loans to other parties and other current assets and other non-current assets are also subject to the impairment requirements of TFRS 9, the identified impairment loss was immaterial.

**Trade receivables, contract assets and finance lease receivables**

The Group applies the TFRS 9 simplified approach to measure expected credit losses which uses a lifetime expected loss allowance for all trade receivables, contract assets and finance lease receivables.

To measure the expected credit losses, trade receivables and contract assets have been grouped based on shared credit risk characteristics and the days past due. The contract assets relate to unbilled work in progress and have substantially the same risk characteristics as the trade receivables for the same types of contracts. The Group has therefore concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for the contract assets.

The Group recognises the twelve-month expected credit losses for finance lease receivables which has no significant increase in credit risk and recognises the lifetime expected credit losses for finance lease receivables which has significant increase in credit risk.

Amount of loss allowance on credit side as at 31 December 2022 for trade receivable and contract assets that calculated as Expected Credit Loss method shown in Note 10.3. and Note 11

**5.1.3 Liquidity risk**

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. At the end of the reporting period the Group held cash and deposits at call of Baht 532.39 million (2021: Baht 234.02 million) that are expected to readily generate cash inflows for managing liquidity risk. Due to the dynamic nature of the underlying businesses, the Group Treasury maintains flexibility in funding by maintaining availability under committed credit lines.

Management monitors i) rolling forecasts of the Group's liquidity reserve (comprising the undrawn borrowing facilities below); and ii) cash and cash equivalents on the basis of expected cash flows. In addition, the Group's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary, monitoring balance sheet liquidity ratios and maintaining financing plans.

**a) Financing arrangements**

Undrawn credit facilities of the Group as at 31 December shown in Note 17.

**b) Maturity of financial liabilities**

The tables below analyse the maturity of financial liabilities grouping based on their contractual maturities. The amounts disclosed are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant. For interest rate swaps, the cash flows have been estimated using forward interest rates applicable at the end of the reporting period. The table below excluded trade and other payables which maturity date within 1 year.

	Consolidated financial statements				
	Within 1 year Baht	1 - 5 years Baht	After 5 years Baht	Total Baht	Book value of liabilities Baht
<b>Maturity of financial liabilities</b>					
<b>As at 31 December 2022</b>					
Lease liabilities	8,317,229	546,752	590,400	9,454,381	9,099,914
Long-term borrowings from financial institutions	58,655,040	149,852,126	11,604,000	220,111,166	219,864,120
<b>Total financial liabilities</b>	<b>66,972,269</b>	<b>150,398,878</b>	<b>12,194,400</b>	<b>229,565,547</b>	<b>228,964,034</b>



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	Consolidated financial statements				
	Within 1 year Baht	1 - 5 years Baht	After 5 years Baht	Total Baht	Book value of liabilities Baht
<b>Maturity of financial liabilities</b>					
<b>As at 31 December 2021</b>					
Short-term borrowings from financial institutions	170,000,000	-	-	170,000,000	170,000,000
Lease liabilities	18,512,198	8,804,486	676,800	27,993,484	26,838,490
Long-term borrowings from financial institutions	41,676,821	128,307,120	10,250,515	180,234,456	168,195,891
<b>Total financial liabilities</b>	<b>230,189,019</b>	<b>137,111,606</b>	<b>10,927,315</b>	<b>378,227,940</b>	<b>365,034,381</b>
	<b>Separate financial statements</b>				
	Within 1 year Baht	1 - 5 years Baht	After 5 years Baht	Total Baht	Book value of liabilities Baht
<b>Maturity of financial liabilities</b>					
<b>As at 31 December 2022</b>					
Lease liabilities	8,277,027	201,152	-	8,478,179	8,367,553
Long-term borrowings from financial institutions	58,655,040	149,852,126	11,604,000	220,111,166	219,864,120
<b>Total financial liabilities</b>	<b>66,932,067</b>	<b>150,053,278</b>	<b>11,604,000</b>	<b>228,589,345</b>	<b>228,231,673</b>
<b>As at 31 December 2021</b>					
Short-term borrowings from financial institutions	170,000,000	-	-	170,000,000	170,000,000
Lease liabilities	18,980,198	8,505,086	-	27,485,284	26,602,393
Long-term borrowings from financial institutions	41,676,821	128,307,120	10,250,515	180,234,456	168,195,891
<b>Total financial liabilities</b>	<b>230,657,019</b>	<b>136,812,206</b>	<b>10,250,515</b>	<b>377,719,740</b>	<b>364,798,284</b>

The Group manages sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities, and the ability to close out market positions.

## 5.2 Capital management

### 5.2.1 Risk management

The objectives when managing capital are to:

- safeguard their ability to continue as a going concern, to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Group monitors capital based on gearing ratio which is determined by total debts dividing by total equity.

The gearing ratios at 31 December are as follows:

	Consolidated financial statements	
	2022 Million Baht	2021 Million Baht
Net debt	430.55	628.77
Equity (including non-controlling interests)	1,314.79	1,028.33
<b>Gearing ratio (time)</b>	<b>0.33</b>	<b>0.61</b>

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### 5.2.2 Loan covenants

Under the terms of the major borrowing facilities, the Group is required to comply with the gearing ratio must not be more than 2.5 to 1.

The Group has complied with these covenants throughout the reporting period ended 31 December 2022.

## 6 Fair values

The following table presents fair value of financial assets and liabilities recognised by their fair value hierarchy.

	Consolidated financial statements									
	Level 1		Level 2		Level 3		Total	Carrying amount		
	31 December 2022 Baht	31 December 2021 Baht	31 December 2022 Baht	31 December 2021 Baht	31 December 2022 Baht	31 December 2021 Baht	31 December 2022 Baht	31 December 2021 Baht	31 December 2022 Baht	31 December 2021 Baht
<b>Assets</b>										
Financial assets at fair value through profit or loss (FVPL)										
Investment in Structured Notes	-	-	130,000,000	-	-	-	130,000,000	-	130,000,000	-
Financial assets at fair value through other comprehensive income (FVOCI)										
Investment in equity investments	-	-	-	-	50,000	50,000	50,000	50,000	50,000	50,000
<b>Total financial assets</b>	-	-	130,000,000	-	50,000	50,000	130,050,000	50,000	130,050,000	50,000
<b>Separate financial statements</b>										
	Level 1		Level 2		Level 3		Total	Carrying amount		
	31 December 2022 Baht	31 December 2021 Baht	31 December 2022 Baht	31 December 2021 Baht	31 December 2022 Baht	31 December 2021 Baht	31 December 2022 Baht	31 December 2021 Baht	31 December 2022 Baht	31 December 2021 Baht
	31 December 2022 Baht	31 December 2021 Baht	31 December 2022 Baht	31 December 2021 Baht	31 December 2022 Baht	31 December 2021 Baht	31 December 2022 Baht	31 December 2021 Baht	31 December 2022 Baht	31 December 2021 Baht
<b>Assets</b>										
Financial assets at fair value through profit or loss (FVPL)										
Investment in Structured Notes	-	-	70,000,000	-	-	-	70,000,000	-	70,000,000	-
Financial assets at fair value through other comprehensive income (FVOCI)										
Investment in equity investments	-	-	-	-	50,000	50,000	50,000	50,000	50,000	50,000
<b>Total financial assets</b>	-	-	70,000,000	-	50,000	50,000	70,050,000	50,000	70,050,000	50,000

The classification of financial assets and financial liabilities by measurement is presented in Note 12. The fair value financial assets and liabilities of the Group and the Company that are not measured at fair value which shown in that notes are approximate their book values.

Fair values are categorised into hierarchy based on inputs used as follows:

- Level 1: The fair value of financial instruments is based on the current bid price or closing price by reference to the Stock Exchange of Thailand / the Thai Bond Dealing Centre.
- Level 2: The fair value of financial instruments is determined using significant observable inputs and, as little as possible, entity-specific estimates.
- Level 3: The fair value of financial instruments is not based on observable market data.

The fair value measurement of financial assets and financial liabilities is in accordance with the accounting policies disclosed in Note 4.6 and Note 4.11.

The Group has no transfers between Level 1 of the fair value hierarchy during the year.

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**7 Critical estimates and judgements**

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

**Fair value of certain financial assets**

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. The Group uses judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period. Details of key assumptions used are included in note 6.

**Useful lives of buildings and equipment and intangible assets and right-of-use assets**

Management determines the useful lives and the carrying value of buildings and equipment, including vehicles, and intangible assets and right-of-use assets, judgements in respect of remaining useful lives and residual values of these assets. The assets' residual values and useful lives are reviewed at least annually. The Group disposes or writes off obsolete or unutilised assets.

**Share-based payments**

The Group measures warrants granted to the Group's executives and employees by reference to the fair value of the warrants at the grant date (19 October 2018). Fair value has been recognised depending on the assumptions used in the valuation of warrants' fair value. The variability of those assumptions would affect to employee expense recognised in each year.

Management determines the appropriateness of the assumptions used in the equity's fair valuation. Additional information of key assumptions used in assessing the fair value is disclosed in Note 29.

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8 Segment information

The Group's strategic steering committee, consisting of the chief executive officer and the chief financial officer, examines the Group's performance from a group of service perspective and has identified three reportable segments of the Group's businesses which comprise freight forwarding, and transportation and others.

The steering committee primarily uses a measure of segments' revenue and gross margin to assess the performance of the operating segments. The key information about the revenue and gross margin of each reported segment is as follows:

	Consolidated financial statements							
	For the year ended 31 December				Total			
	Freight forwarding		Land transportation		Others			
	2022	2021	2022	2021	2022	2021	2022	2021
	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht
Revenues	3,424,219,844	2,946,646,989	461,940,893	460,853,673	1,634,293	1,645,395	3,887,795,030	3,409,146,057
Less: Inter-segment revenues	(66,824,582)	(37,131,254)	(5,840,465)	(18,353,807)	(1,634,293)	(1,645,395)	(74,299,340)	(57,130,456)
Total Revenues	3,357,395,262	2,909,515,735	456,100,428	442,499,866	-	-	3,813,495,690	3,352,015,601
Gross profit	656,312,425	496,360,310	31,207,944	37,249,305	-	-	687,520,369	533,609,615
Interest revenue calculated using the effective interest method							10,361,077	6,722,193
Other income							12,332,453	16,106,740
Selling expenses							(169,046,164)	(139,333,004)
Administrative expenses							(133,529,575)	(114,577,970)
Finance costs							(9,244,724)	(9,639,638)
Profit before income tax							398,393,436	292,887,936
Income tax expense							(80,640,760)	(58,788,568)
Net profit for the year							317,752,676	234,099,368



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Timing of revenue recognition	Consolidated financial statements											
	For the year ended 31 December											
	Freight forwarding				Land transportation				Others		Total	
	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021
	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht
Over time	3,231,477,914	2,815,243,894	456,100,428	442,499,866	-	-	-	-	3,687,578,342	3,257,743,760		
Point in time	125,917,348	94,271,841	-	-	-	-	-	-	125,917,348	94,271,841		
	3,357,395,262	2,909,515,735	456,100,428	442,499,866					3,813,495,690	3,352,015,601		

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**9 Cash and cash equivalents**

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Bank deposits	532,385,583	234,016,646	304,141,415	142,832,083
Total	532,385,583	234,016,646	304,141,415	142,832,083

Bank deposits comprise deposits in current bank accounts and saving bank accounts. The interest rates on saving bank accounts were 0.20% to 0.50% per annum (2021: 0.05% to 0.40% per annum).

**10 Trade and other receivables and contract assets**

**10.1 Trade and other receivables**

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Trade receivable - third parties	276,854,687	527,728,394	196,250,848	365,002,587
- related parties (Note 28)	-	-	3,640,615	1,349,513
<u>Less</u> Loss allowance	(5,093,531)	(4,681,568)	(4,637,977)	(3,008,597)
Total trade receivable, net	271,761,156	523,046,826	195,253,486	363,343,503
Advances for business expenses				
- other business	24,018,246	87,520,813	17,545,836	64,467,946
Advances for business expenses				
- related parties (Note 28)	-	-	193,875	610,900
Prepaid expenses	8,036,635	7,979,831	7,477,211	7,513,993
Advanced payments	679,410	2,637,625	679,410	2,637,625
Accrued income	1,917	13,197	1,374	255
Others	6,884,889	6,767,846	6,859,322	6,065,393
Total	311,382,253	627,966,138	228,010,514	444,639,615

Outstanding trade receivable as at 31 December can be analysed by overdue period as follows:

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Up to 3 months	266,197,711	521,056,491	189,739,054	361,824,181
3 - 6 months	7,906,370	3,139,539	7,725,214	2,663,627
6 - 12 months	778,513	2,178,741	498,253	821,907
Over 12 months	1,972,093	1,353,623	1,928,942	1,042,385
Total trade receivable	276,854,687	527,728,394	199,891,463	366,352,100
<u>Less</u> Loss allowance	(5,093,531)	(4,681,568)	(4,637,977)	(3,008,597)
Total	271,761,156	523,046,826	195,253,486	363,343,503

**Fair values of trade receivables**

Due to the short-term nature of the current receivables, their carrying amount is considered to be approximate their fair values.

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**10.2 Contract assets**

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Contract assets	3,064,851	9,897,680	1,487,370	4,466,467
Less: Loss allowance	(944)	(2,941)	(632)	(507)
Total contract assets	3,063,907	9,894,739	1,486,738	4,465,960

**10.3 The loss allowance for trade receivable and contract assets**

The expected loss rates are based on the payment profiles of sales over a period of 24 months before 31 December 2022 and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The Group has identified the GDP of the countries in which it sells its goods and services to be the most relevant factors, and accordingly adjusts the historical loss rates based on expected changes in these factors.

The loss allowance for trade receivables and contract assets was determined as follows:

	Consolidated financial statements					
	Not yet due Baht	Up to 3 months Baht	3 - 6 months Baht	6 - 12 months Baht	More than 12 months Baht	Total Baht
As at 31 December 2022						
Gross carrying amount						
- trade receivables	163,929,784	102,267,927	7,906,370	778,513	1,972,093	276,854,687
- contract assets	3,064,851	-	-	-	-	3,064,851
Total gross carrying amount	166,994,635	102,267,927	7,906,370	778,513	1,972,093	279,919,538
Loss allowance						
- trade receivables	142,534	267,444	2,096,581	614,879	1,972,093	5,093,531
- contract assets	944	-	-	-	-	944
Total loss allowance	143,478	267,444	2,096,581	614,879	1,972,093	5,094,475
As at 31 December 2021						
Gross carrying amount						
- trade receivables	314,281,823	206,774,668	3,139,539	2,178,741	1,353,623	527,728,394
- contract assets	9,897,680	-	-	-	-	9,897,680
Total gross carrying amount	324,179,503	206,774,668	3,139,539	2,178,741	1,353,623	537,626,074
Loss allowance						
- trade receivables	329,486	597,542	874,795	1,150,947	1,728,798	4,681,568
- contract assets	2,941	-	-	-	-	2,941
Total loss allowance	332,427	597,542	874,795	1,150,947	1,728,798	4,684,509

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	Separate financial statements					Total Baht
	Not yet due Baht	Up to 3 months Baht	3 - 6 months Baht	6 - 12 months Baht	More than 12 months Baht	
<b>As at 31 December 2022</b>						
Gross carrying amount						
- trade receivables	123,856,338	65,882,716	7,725,214	498,253	1,928,942	199,891,463
- contract assets	1,487,370	-	-	-	-	1,487,370
Total gross carrying amount	125,343,708	65,882,716	7,725,214	498,253	1,928,942	201,378,833
Loss allowance						
- trade receivables	61,174	111,838	2,038,023	498,000	1,928,942	4,637,977
- contract assets	632	-	-	-	-	632
Total loss allowance	61,806	111,838	2,038,023	498,000	1,928,942	4,638,609
<b>As at 31 December 2021</b>						
Gross carrying amount						
- trade receivables	214,750,868	147,073,313	2,663,627	821,907	1,042,385	366,352,100
- contract assets	4,466,467	-	-	-	-	4,466,467
Total gross carrying amount	219,217,335	147,073,313	2,663,627	821,907	1,042,385	370,818,567
Loss allowance						
- trade receivables	31,947	94,702	801,283	663,106	1,417,559	3,008,597
- contract assets	507	-	-	-	-	507
Total loss allowance	32,454	94,702	801,283	663,106	1,417,559	3,009,104

The reconciliations of loss allowance for trade receivables and contract assets for the year ended 31 December are as follow:

	Consolidated financial statements			
	Trade receivables		Contract assets	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
<b>Loss allowance as at 1 January</b>	4,681,568	3,883,451	2,941	2,768
Increase in loss allowance recognised in profit or loss during the year	871,285	2,579,815	(1,997)	173
Receivable written off during the year as uncollectible	(459,322)	(1,781,698)	-	-
<b>As at 31 December</b>	5,093,531	4,681,568	944	2,941
	Separate financial statements			
	Trade receivables		Contract assets	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
<b>Loss allowance as at 1 January</b>	3,008,597	1,590,663	507	245
Increase in loss allowance recognised in profit or loss during the year	1,769,557	1,417,934	125	262
Unused amount reversed	(140,177)	-	-	-
<b>As at 31 December</b>	4,637,977	3,008,597	632	507

The Group and the Company write-off trade receivables and contract assets when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the group, and a failure to make contractual payments or cannot be contacted for a period greater than 120 days past due.

Impairment losses on trade receivables and contract assets are presented as net impairment losses within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item.

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**11 Finance lease receivables**

	<b>Consolidated and separate financial statements</b>	
	<b>2022</b>	<b>2021</b>
	<b>Baht</b>	<b>Baht</b>
Finance lease receivables	113,568,037	107,470,697
<u>Less</u> Loss allowance	(4,927,362)	-
Total Finance lease receivables	108,640,675	107,470,697

	<b>Consolidated and separate financial statements</b>	
	<b>2022</b>	<b>2021</b>
	<b>Baht</b>	<b>Baht</b>
Current	23,511,169	17,430,499
<u>Less</u> Loss allowance	(1,556,092)	-
	21,955,077	17,430,499
Non-current	90,056,868	90,040,198
<u>Less</u> Loss allowance	(3,371,270)	-
	86,685,598	90,040,198
Total	108,640,675	107,470,697

During the year ended 31 December 2022, the Company entered into agreements for leasing vehicles to third parties. The agreements are classified as finance lease with the contract interest rate of 4.25% per annum and the effective interest rate of 8.62% - 10.06% per annum (2021: contract interest rate of 4.25% - 7.00% per annum and the effective interest rate of 7.90% - 16.79% per annum).

The movement of finance lease receivables is as follows:

	<b>Consolidated and separate financial statements</b>	
	<b>2022</b>	<b>2021</b>
	<b>Baht</b>	<b>Baht</b>
Opening book amount	107,470,697	22,134,268
Additions	25,240,851	99,290,466
Interest income	9,585,591	6,555,268
Cash receipt from finance lease receivables	(28,729,102)	(20,509,305)
<u>Less</u> Loss allowance	(4,927,362)	-
Closing book amount	108,640,675	107,470,697

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Finance lease receivables - minimum lease payments:

	<b>Consolidated and separate financial statements</b>	
	<b>2022</b>	<b>2021</b>
	<b>Baht</b>	<b>Baht</b>
Not later than 1 year	32,748,730	26,045,601
Later than 1 year but not later than 5 years	99,778,520	91,465,283
Later than 5 years	5,839,520	17,840,517
<b>Total</b>	<b>138,366,770</b>	<b>135,351,401</b>
<u>Less</u> Future finance charges on finance leases	(24,798,733)	(27,880,704)
Loss allowance	(4,927,362)	-
<b>Present value of finance lease receivables</b>	<b>108,640,675</b>	<b>107,470,697</b>

The present value of finance lease receivables is as follows:

	<b>Consolidated and separate financial statements</b>	
	<b>2022</b>	<b>2021</b>
	<b>Baht</b>	<b>Baht</b>
Not later than 1 year	23,511,169	17,430,499
<u>Less</u> Loss allowance	(1,556,092)	-
	21,955,077	17,430,499
Later than 1 year but not later than 5 years	84,375,551	73,294,775
Later than 5 years	5,681,317	16,745,423
<u>Less</u> Loss allowance	(3,371,270)	-
	86,685,598	90,040,198
<b>Total</b>	<b>108,640,675</b>	<b>107,470,697</b>



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**12 Financial assets and financial liabilities**

As at 31 December, classification of the Group's financial assets and financial liabilities are as follows:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2022</b>	<b>2021</b>	<b>2022</b>	<b>2021</b>
	<b>Baht</b>	<b>Baht</b>	<b>Baht</b>	<b>Baht</b>
<b>Financial assets</b>				
Financial assets at amortised cost				
- Cash and cash equivalents	532,385,583	234,016,646	304,141,415	142,832,083
- Trade receivables *	271,761,156	523,046,826	195,253,486	363,343,503
- Short-term loans to other party	215,457	393,378	215,457	393,378
- Current portion of finance lease receivables	21,955,077	17,430,499	21,955,077	17,430,499
- Other current assets *	1,310,297	4,103,435	500,000	3,334,355
- Finance lease receivables	86,685,598	90,040,198	86,685,598	90,040,198
- Other non-current assets *	916,205	1,012,205	1,113,205	843,205
Financial assets at fair value through profit or loss (FVPL)				
- Financial assets measured at fair value through profit or loss	130,000,000	-	70,000,000	-
Financial assets at fair value through other comprehensive income (FVOCI)				
- Financial assets measured at fair value through other comprehensive income	50,000	50,000	50,000	50,000
<b>Financial liabilities</b>				
Liabilities at amortised cost				
- Short-term borrowings from financial institutions	-	170,000,000	-	170,000,000
- Trade and other payables *	96,455,166	174,533,668	87,789,190	130,869,011
- Current portion of long-term borrowings from financial institutions	58,552,622	37,243,029	58,552,622	37,243,029
- Other current liabilities *	11,692,472	1,719,131	9,126,256	1,719,131
- Long-term borrowings from financial institutions	161,311,498	130,952,862	161,311,498	130,952,862
- Current portion of lease liabilities	8,172,882	17,710,577	8,168,911	18,206,838
- Lease liabilities	927,032	9,127,913	198,642	8,395,555
- Other non-current liabilities *	370,000	370,000	370,000	370,000

(\*) not including items that are not financial assets and financial liabilities.

During the year ended 31 December 2022, the Company entered into agreements for secured short-term loan to other party with the term of 10 - 12 months. The contract interest rate is 6% to 12% per annum and the effective interest rate is 9.75% to 19.28% per annum (2021: The contract interest rate is 6.00% to 12.00% per annum and the effective interest rate is 9.75% to 19.28% per annum).

**Fair values of trade receivables**

Due to the short-term nature of the current receivables, their carrying amount is considered to be approximate their fair values.



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**12.1 Other financial assets at amortised cost**

**a) Classification of financial assets at amortised cost**

The Group classifies its financial assets as at amortised cost only if both of the following criteria are met:

- the asset is held within a business model whose objective is to collect the contractual cash flows; and
- the contractual terms give rise to cash flows that are solely payments of principal and interest

Financial assets at amortised cost other than cash and cash equivalents, trade receivables and contract assets include the following short-term loans receivable, finance lease receivables and other current assets and other non-current assets which the net book values are as follows:

	Consolidated financial statements					
	31 December 2022			31 December 2021		
	Current Baht	Non-current Baht	Total Baht	Current Baht	Non-current Baht	Total Baht
Short-term loans to other party	215,457	-	215,457	393,378	-	393,378
Finance lease receivables	23,511,169	90,056,868	113,568,037	17,430,499	90,040,198	107,470,697
Other current assets and Other non-current assets	1,310,297	916,205	2,226,502	4,103,435	1,012,205	5,115,640
	25,036,923	90,973,073	116,009,996	21,927,312	91,052,403	112,979,715
<u>Less</u> Loss allowance	(1,556,092)	(3,371,270)	(4,927,362)	-	-	-
Total	23,480,831	87,601,803	111,082,635	21,927,312	91,052,403	112,979,715
	Separate financial statements					
	31 December 2022			31 December 2021		
	Current Baht	Non-current Baht	Total Baht	Current Baht	Non-current Baht	Total Baht
Short-term loans to other party	215,457	-	215,457	393,378	-	393,378
Finance lease receivables	23,511,169	90,056,868	113,568,037	17,430,499	90,040,198	107,470,697
Other current assets and Other non-current assets	500,000	1,113,205	1,613,205	3,334,355	843,205	4,177,560
	24,226,626	91,170,073	115,396,699	21,158,232	90,883,403	112,041,635
<u>Less</u> Loss allowance	(1,556,092)	(3,371,270)	(4,927,362)	-	-	-
Total	22,670,534	87,798,803	110,469,338	21,158,232	90,883,403	112,041,635

*Other receivables and other non-current assets - Deposits*

These amounts generally arise from transactions outside the usual operating activities of the Group such as loans to employees and deposits. Interest may be charged at 7.5% per annum with no collateral. The other non-current receivables are deposits for over 1 year from the end of the reporting period.

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**12.2) Financial assets at fair value through other comprehensive income**

a) **Classification of financial assets at fair value through other comprehensive income**

Financial assets at fair value through other comprehensive income (FVOCI) comprise:

- equity securities which are not held for trading, and which the Group has irrevocably elected at initial recognition to recognise in this category.
- debt securities where the contractual cash flows are solely principal and interest and the objective of the Group's business model is achieved both by collecting contractual cash flows and selling financial assets.

Financial assets at FVOCI comprise the followings:

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
<b>Non-current assets</b>				
Investments in equity investments				
Financial assets measured at fair value through other comprehensive income	50,000	50,000	50,000	50,000
<b>Total</b>	50,000	50,000	50,000	50,000

b) **Amounts recognised in profit or loss and other comprehensive income**

The Group and the Company measured the fair value of investments in non-marketable equity securities as at 31 December 2022, finding that they have fair values that close to their carrying values. Therefore, no item to be recognised in other comprehensive income during the year 2022.

**12.3) Financial assets at fair value through profit or loss**

**Classification of financial assets at fair value through profit or loss**

Financial assets at fair value through profit or loss (FVPL) comprise:

- debt investments that do not qualify for measurement at either amortised cost or FVOCI
- equity investments that are held for trading, and
- equity investments for which the entity has irrevocably not elected at initial recognition to recognise fair value gains and losses through OCI.

Financial assets measured at FVPL include the followings:

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
<b>Current assets</b>				
Investments in structured notes				
Financial assets measured at fair value through profit or loss	130,000,000	-	70,000,000	-
<b>Total</b>	130,000,000	-	70,000,000	-

The gains/(losses) were recognised in profit or loss during the year was insignificant.

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**12.4) Offsetting financial assets and financial liabilities**

The Group offsets the trade receivables (financial assets) and trade payables (financial liabilities) for the outstanding balances of trade receivables and payables with the same counterparties, for example, the overseas suppliers where the Group usually receives and pays its outstanding balances on the net basis. This is for the presentation of financial statements to reflect the rights and obligations that the Group has with the counterparties.

The remaining balance of accounts receivable and accounts payable before offsetting and amount shown in the financial statements are as follow:

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
<b>Financial assets</b>				
Gross amounts	312,755,812	570,989,711	217,136,120	392,555,452
Gross amounts set off in the statement of financial position	(35,901,125)	(43,261,317)	(17,244,657)	(26,203,352)
Net amounts presented in the statement of financial position (Note 10.1)	276,854,687	527,728,394	199,891,463	366,352,100
<b>Financial liabilities</b>				
Gross amounts	132,356,291	171,433,454	105,033,847	123,317,626
Gross amounts set off in the statement of financial position	(35,901,125)	(43,261,317)	(17,244,657)	(26,203,352)
Net amounts presented in the statement of financial position (Note 18)	96,455,166	128,172,137	87,789,190	97,114,274

**13 Investment in a subsidiary**

As at 31 December, the subsidiary is included in the consolidated financial statements. The subsidiary has only ordinary shares in which the Group directly holds those shares. The proportion of ownership interests held by the Group is equal to voting rights in subsidiary held by the Group.

Name	Country of incorporation	Nature of business	Proportion of ordinary shares directly held by the Company (%)		Proportion of ordinary shares held by non-controlling interest (%)		Investment at cost method (Baht)	
			2022	2021	2022	2021	2022	2021
Grandlink Logistics Co., Ltd.	Thailand	Freight forwarding	93.70	93.70	6.30	6.30	30,197,155	29,027,074

**Movement of investment in subsidiaries**

	Separate financial statements (Investment at cost method)	
	2022 Baht	2021 Baht
As at 1 January	29,027,074	27,284,853
Capital contribution under employee benefits scheme of a subsidiary	1,170,081	1,742,221
As at 31 December	30,197,155	29,027,074

The above subsidiary is included in the consolidation. The proportion of the voting rights in the subsidiary undertakings held directly by the parent company does not differ from the proportion of ordinary shares held. The parent company does not have any shareholdings in the preference shares of subsidiary undertaking included in the Group.

As at 31 December 2022, the total non-controlling interest of Baht 21.21 million (2021: Baht 13.59 million) is of Grandlink Logistics Co., Ltd. which is not material to the overall financial statements.

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14 Property, plant and equipment

	Consolidated financial statements						
	Land improvements	Land	Warehouse, buildings and improvements	Machine and equipment	Furniture, fixture, and office equipment	Vehicles	Assets under installation and construction in progress
	Baht	Baht	Baht	Baht	Baht	Baht	Baht
<b>At 1 January 2021</b>							
Cost	232,955,531	35,283,808	90,492,090	14,676,073	29,937,475	212,513,672	-
Less: Accumulated depreciation	-	(3,210,891)	(38,230,625)	(7,024,498)	(17,020,874)	(78,065,333)	-
<b>Net book amount</b>	<b>232,955,531</b>	<b>32,072,917</b>	<b>52,261,465</b>	<b>7,651,575</b>	<b>12,916,601</b>	<b>134,448,339</b>	<b>-</b>
<b>For the year ended 31 December 2021</b>							
Opening net book amount	232,955,531	32,072,917	52,261,465	7,651,575	12,916,601	134,448,339	-
Additions	117,339,610	315,310	6,050,732	1,438,322	5,763,780	5,589,279	236,302
Transfers	-	-	-	-	162,587	-	(162,587)
Disposals and write-offs, net	-	-	(2,209,863)	(39,697)	(16,306)	(324,343)	-
Depreciation charge	-	(1,773,130)	(4,228,086)	(1,950,718)	(4,522,716)	(14,085,428)	-
Impairment loss	-	-	-	-	(21,009)	-	-
<b>Closing net book amount</b>	<b>350,295,141</b>	<b>30,615,097</b>	<b>51,874,248</b>	<b>7,099,482</b>	<b>14,282,937</b>	<b>125,627,847</b>	<b>73,715</b>
<b>At 31 December 2021</b>							
Cost	350,295,141	35,599,118	91,544,654	16,008,665	35,742,726	216,300,657	73,715
Less: Accumulated depreciation	-	(4,984,021)	(39,670,406)	(8,909,183)	(21,438,780)	(90,672,810)	-
Less: Accumulated impairment loss	-	-	-	-	(21,009)	-	-
<b>Net book amount</b>	<b>350,295,141</b>	<b>30,615,097</b>	<b>51,874,248</b>	<b>7,099,482</b>	<b>14,282,937</b>	<b>125,627,847</b>	<b>73,715</b>
							<b>579,868,467</b>

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	Consolidated financial statements							Total Baht
	Land Baht	Land improvements Baht	Warehouse, buildings and improvements Baht	Machine and equipment Baht	Furniture, fixture, and office equipment Baht	Vehicles Baht	Assets under installation and construction in progress Baht	
As at 31 December 2021	350,295,141	30,615,097	51,874,248	7,099,482	14,282,937	125,627,847	73,715	579,868,467
For the year ended 31 December 2022								
Additions	8,140,000	14,606	-	324,235	3,158,705	8,721,300	1,430,373	21,789,219
Transfer in from right-of-use assets	-	-	-	-	-	15,429,682	-	15,429,682
Disposals and write-offs, net	-	-	-	(30,447)	(48,214)	(590,629)	-	(669,290)
Depreciation charge	-	(1,780,204)	(4,565,654)	(1,854,919)	(5,066,636)	(14,246,959)	-	(27,514,372)
Closing net book amount	358,435,141	28,849,499	47,308,594	5,538,351	12,326,792	134,941,241	1,504,088	588,903,706
At 31 December 2022								
Cost	358,435,141	35,613,724	91,544,654	16,264,956	36,616,066	245,932,642	1,504,088	785,911,271
Less Accumulated depreciation	-	(6,764,225)	(44,236,060)	(10,726,605)	(24,289,274)	(110,991,401)	-	(197,007,565)
Net book amount	358,435,141	28,849,499	47,308,594	5,538,351	12,326,792	134,941,241	1,504,088	588,903,706



Sonic Interfreight Public Company Limited  
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	Separate financial statements							Total Baht
	Land improvements Baht	Land improvements Baht	Warehouse, buildings and building improvements Baht	Machine and equipment Baht	Furniture, fixture, and office equipment Baht	Vehicles Baht	Assets under installation and construction in progress Baht	
<b>At 1 January 2021</b>								
Cost	232,955,531	35,283,808	72,359,594	11,308,105	19,312,820	214,243,140	-	585,462,998
Less: Accumulated depreciation	-	(3,210,891)	(27,824,169)	(5,740,616)	(9,708,961)	(79,574,199)	-	(126,058,836)
<b>Net book amount</b>	<b>232,955,531</b>	<b>32,072,917</b>	<b>44,535,425</b>	<b>5,567,489</b>	<b>9,603,859</b>	<b>134,668,941</b>	<b>-</b>	<b>459,404,162</b>
<b>For the year ended 31 December 2021</b>								
Opening net book amount	232,955,531	32,072,917	44,535,425	5,567,489	9,603,859	134,668,941	-	459,404,162
Additions	117,339,610	315,310	6,050,732	1,438,322	4,863,704	5,589,279	236,302	135,833,259
Transfers	-	-	-	-	162,587	-	(162,587)	-
Disposals and write-offs, net	-	-	(2,209,863)	(39,697)	(16,026)	(324,343)	-	(2,589,929)
Depreciation charge	-	(1,773,129)	(3,643,631)	(1,476,153)	(3,257,223)	(14,699,207)	-	(24,849,343)
Impairment loss	-	-	-	-	(21,009)	-	-	(21,009)
<b>Closing net book amount</b>	<b>350,295,141</b>	<b>30,615,098</b>	<b>44,732,663</b>	<b>5,489,961</b>	<b>11,335,892</b>	<b>125,234,670</b>	<b>73,715</b>	<b>567,777,140</b>
<b>At 31 December 2021</b>								
Cost	350,295,141	35,599,118	73,412,158	12,640,698	24,240,465	218,030,125	73,715	714,291,420
Less: Accumulated depreciation	-	(4,984,020)	(28,679,495)	(7,150,737)	(12,883,564)	(92,795,455)	-	(146,493,271)
Less: Accumulated impairment loss	-	-	-	-	(21,009)	-	-	(21,009)
<b>Net book amount</b>	<b>350,295,141</b>	<b>30,615,098</b>	<b>44,732,663</b>	<b>5,489,961</b>	<b>11,335,892</b>	<b>125,234,670</b>	<b>73,715</b>	<b>567,777,140</b>

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	Separate financial statements						Assets under	
	Land Baht	Land improvements Baht	Warehouse, buildings and improvements Baht	Machine and equipment Baht	Furniture, fixture, and office equipment Baht	Vehicles Baht	installation and construction in progress Baht	Total Baht
<b>As at 31 December 2021</b>	350,295,141	30,615,098	44,732,663	5,489,961	11,335,892	125,234,670	73,715	567,777,140
<b>For the year ended 31 December 2022</b>								
Additions	8,140,000	14,606	-	324,235	2,359,956	8,721,300	1,430,373	20,990,470
Transfer in from right-of-use assets	-	-	-	-	-	15,429,682	-	15,429,682
Disposals and write-offs, net	-	-	-	(30,447)	(34,868)	(590,629)	-	(655,944)
Depreciation charge	-	(1,780,204)	(3,981,200)	(1,514,586)	(3,815,819)	(14,233,379)	-	(25,325,188)
<b>Closing net book amount</b>	358,435,141	28,849,500	40,751,463	4,289,163	9,845,161	134,561,644	1,504,088	578,216,160
<b>At 31 December 2022</b>								
Cost	358,435,141	35,613,724	73,412,158	12,896,988	25,110,299	247,662,110	1,504,088	754,634,508
Less Accumulated depreciation	-	(6,764,224)	(32,660,695)	(8,627,825)	(15,265,138)	(113,100,466)	-	(176,418,348)
<b>Net book amount</b>	358,435,141	28,849,500	40,751,463	4,289,163	9,845,161	134,561,644	1,504,088	578,216,160



**Sonic Interfreight Public Company Limited**  
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Depreciation has been charged to profit or loss as follows:

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Cost of services	19,685,051	19,530,036	19,328,749	19,241,808
Administrative expenses	7,829,321	7,030,042	5,996,439	5,607,535
	27,514,372	26,560,078	25,325,188	24,849,343

The Group's and the Company's land and premises at net book value of Baht 428.04 million (2021: 425.64 million) are pledged as collateral against bank overdrafts, promissory note, credit facility and loan from financial institutions (Note 17).

**15 Right-of-use assets**

	Consolidated financial statements		
	Buildings and building improvements Baht	Vehicles Baht	Total Baht
Balance as at 1 January 2021	5,808,833	75,873,044	81,681,877
Depreciation	766,167	-	766,167
Impairment loss	(498,994)	(5,227,149)	(5,726,143)
Balance as at 31 December 2021	6,076,006	70,645,895	76,721,901
Balance as at 1 January 2022	6,076,006	70,645,895	76,721,901
Lease modifications	(108,250)	-	(108,250)
Transfer to vehicles	-	(15,429,682)	(15,429,682)
Depreciation	(619,126)	(4,615,696)	(5,234,822)
Balance as at 31 December 2022	5,348,630	50,600,517	55,949,147
	Separate financial statements		
	Buildings and building improvements Baht	Vehicles Baht	Total Baht
Balance as at 1 January 2021	1,098,190	75,873,044	76,971,234
Depreciation	766,167	-	766,167
Impairment loss	(610,108)	(5,227,149)	(5,837,257)
Balance as at 31 December 2021	1,254,249	70,645,895	71,900,144
Balance as at 1 January 2022	1,254,249	70,645,895	71,900,144
Lease modifications	(108,250)	-	(108,250)
Transfer to vehicles	-	(15,429,682)	(15,429,682)
Depreciation	(746,560)	(4,615,696)	(5,362,256)
Balance as at 31 December 2022	399,439	50,600,517	50,999,956

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The expense relating to leases that not included in the measurement of lease liabilities and right-of-use and cash outflows for leases is as follows:

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Expense relating to short-term leases	1,046,045	995,500	938,000	872,600
Expense relating to leases of low-value assets	816,000	966,000	96,000	96,000

Total cash outflow for leases in 2022 is Baht 19.60 million in the consolidated financial statements and Baht 19.27 million in the separate financial statements (2021: 19.46 million in the consolidated financial statements and Baht 18.95 million in the separate financial statements).

**16 Intangible assets**

	Consolidated financial statements	Separate financial statements
	Computer software Baht	Computer software Baht
<b>At 1 January 2021</b>		
Cost	1,673,224	467,405
<u>Less</u> Accumulated amortisation	(1,065,594)	(279,610)
<b>Net book amount</b>	607,630	187,795
<b>For the year ended 31 December 2021</b>		
Opening net book amount	607,630	187,795
Additions	567,181	567,181
Impairment Charge	(29,427)	-
Amortisation charge	(199,684)	(70,482)
<b>Closing net book amount</b>	945,700	684,494
<b>At 31 December 2021</b>		
Cost	2,175,836	1,034,586
<u>Less</u> Accumulated amortisation	(1,230,136)	(350,092)
<b>Net book amount</b>	945,700	684,494
<b>For the year ended 31 December 2022</b>		
Opening net book amount	945,700	684,494
Additions	639,700	343,500
Impairment Charge	(14,171)	(14,157)
Amortisation charge	(278,402)	(128,498)
<b>Closing net book amount</b>	1,292,827	885,339
<b>At 31 December 2022</b>		
Cost	2,366,286	1,075,836
<u>Less</u> Accumulated amortisation	(1,073,459)	(190,497)
<b>Net book amount</b>	1,292,827	885,339

Amortisation charge recognised in administrative expenses in profit or loss.

**Sonic Interfreight Public Company Limited**  
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**For the year ended 31 December 2022**

## 17 Borrowings

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
<b>Current</b>				
Promissory notes	-	170,000,000	-	170,000,000
Current portion of:				
Long-term borrowings from financial institutions	58,552,622	37,243,029	58,552,622	37,243,029
Finance lease liabilities	8,172,882	17,710,577	8,168,911	18,206,838
Total current borrowings	66,725,504	224,953,606	66,721,533	225,449,867
<b>Non-current</b>				
Long-term borrowings from financial institutions	161,311,498	130,952,862	161,311,498	130,952,862
Finance lease liabilities	927,032	9,127,913	198,642	8,395,555
Total non-current borrowings	162,238,530	140,080,775	161,510,140	139,348,417
Total borrowings	228,964,034	365,034,381	228,231,673	364,798,284

The bank borrowings are secured by the land and buildings of the Group (Note 14). Finance lease liabilities are effectively secured as the rights to the leased asset revert to the lessor in the event of default.

The fair values of current portion and non-current portion of borrowings are approximate their carrying amounts, as the impact of discounting is not material. The fair values are based on discounted cash flows using a discount rate based upon the borrowing rate of 3.25% - 4.92% per annum (2021 : 2.73% - 4.07% per annum) and are within the level 2 of the fair value hierarchy.

The effective interest rates at the statement of financial position date were as follows:

	Consolidated and separate financial statements	
	2022 %	2021 %
Promissory notes	2.00	2.00 - 2.73
Borrowings from financial institutions	3.25 - 4.92	2.73 - 4.07
Finance lease liabilities	2.87 - 5.43	2.87 - 5.43

### Movement

The movements of long-term borrowings during the years ended 31 December are as follows:

	Consolidated and separate financial statements	
	2022 Baht	2021 Baht
Opening book amount	168,195,891	94,058,327
Additions	93,000,000	101,455,000
Repayments	(46,232,715)	(31,413,131)
Interest expense	4,756,874	3,967,661
Amortisation of deferred financing fee	144,070	128,035
Closing book amount	219,864,120	168,195,891

**Sonic Interfreight Public Company Limited**  
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The movements of finance lease liabilities during the years ended 31 December are as follows:

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2021 Baht	2020 Baht
Opening book amount	26,838,490	43,574,512	26,602,393	43,820,591
Additions	-	766,167	-	766,167
Repayments	(17,738,576)	(17,502,189)	(18,234,840)	(17,984,365)
Closing book amount	9,099,914	26,838,490	8,367,553	26,602,393

**Details of long-term borrowings from financial institutions**

Number	Outstanding balance (Million Baht)	Contract period	Interest rate (% per annum)	Collateral
1	2.72	April 2016 to October 2023	MLR minus 2.00 (1st - 2nd year) MLR minus 1.50 (after 2nd year)	Land and premises of the Company
2	20.74	July 2019 to July 2026	MLR minus 2.25	Land and premises of the Company
3	8.70	September 2019 to September 2025	MLR minus 2.60	Land and premises of the Company
4	20.77	December 2020 to December 2027	MLR minus 2.25	Land and premises of the Company
5	12.00	February 2021 to February 2023	MLR minus 2.00	Land and premises of the Company
6	65.80	May 2021 to May 2027	MLR minus 3.00 (1st -2nd year) MLR minus 2.85 (after 2nd year)	Tractors and semi-trailers for hire purchase
7	89.12	October 2022 to September 2028	MLR minus 2.70	Land and premises of the Company
	<u>219.86</u>			

The Group is subject the financial covenants with the gearing ratio (Note 5.2).

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	Consolidated and separate financial statements	
	2022 Baht	2021 Baht
<b>Maturity of long-term borrowings:</b>		
Not later than 1 year	58,552,622	37,243,029
Later than 1 year but not later than 5 years	149,707,498	120,818,054
Later than 5 years	11,604,000	10,134,808
<b>Total</b>	<b>219,864,120</b>	<b>168,195,891</b>

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
<b>Minimum lease payments of finance lease liabilities:</b>				
Not later than 1 year	8,317,229	18,512,198	8,277,027	18,980,198
Later than 1 year but not later than 5 years	546,752	8,804,486	201,152	8,505,086
Later than 5 years	590,400	676,800	-	-
<b>Total</b>	<b>9,454,381</b>	<b>27,993,484</b>	<b>8,478,179</b>	<b>27,485,284</b>
<b>Less</b> Future finance charges on finance leases	(354,467)	(1,154,994)	(110,626)	(882,891)
<b>Present value of finance lease liabilities</b>	<b>9,099,914</b>	<b>26,838,490</b>	<b>8,367,553</b>	<b>26,602,393</b>
<b>Present value of finance lease liabilities:</b>				
Not later than 1 year	8,172,882	17,710,577	8,168,911	18,206,838
Later than 1 year but not later than 5 years	424,698	8,564,933	198,642	8,395,555
Later than 5 years	502,334	562,980	-	-
<b>Total</b>	<b>9,099,914</b>	<b>26,838,490</b>	<b>8,367,553</b>	<b>26,602,393</b>

**Credit facilities**

Unused credit facilities for bank overdrafts, promissory notes and long-term borrowings from financial institutions are as follows:

	Consolidated financial statements		Separate financial statements	
	2022 Million Baht	2021 Million Baht	2022 Million Baht	2021 Million Baht
<b>Floating Rate</b>				
Expired in 1 year				
Bank overdraft and other short-term loans	524.75	347.56	469.75	292.56

In March 2021, the Company entered into a borrowing agreement with a financial institution for the loan under the Provision of Financial Assistance for Entrepreneurs Affected by COVID-19 Pandemic of Baht 12 million. The agreement requires the Company to make the interest payment monthly, except the first 6 months which the lender got compensated for the interest during that period from Bank of Thailand and/or Ministry of Finance instead. The agreement also requires the Company to make principal payment and interest for the last instalment upon 2 years, the maturity is in March 2023.

As at 31 December 2022, the whole amount of loans under this agreement is presented as long-term loans from financial institutions that will be due within one year.

Credit facilities are collateralised by land and buildings of the Company and a subsidiary of the Company (2021: Land and premises of the Company and a subsidiary of the Company).



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**18 Trade and other payables**

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Trade payable - third parties - related parties (Note 28)	96,455,166	128,172,137	69,419,564	89,474,609
Accrued expenses	28,216,763	34,991,611	18,369,626	7,639,665
Advance received	242,647	303,907	161,157	222,685
Others	11,692,473	11,066,013	9,126,256	9,527,220
Total	136,607,049	174,533,668	115,486,337	130,869,011

**19 Employee benefit obligations**

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Statement of financial position: Retirement benefits	10,788,980	9,553,220	8,571,034	7,659,346
Expense charge included in operating profit for: Retirement benefits	1,235,760	856,342	911,688	666,438

**Retirement benefits**

The plans are final salary retirement plans. The level of benefits provided depends on members' length of service and their salary in the final years leading up to retirement.

The movement in the defined benefit obligation over the year is as follows:

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
At 1 January	9,553,220	8,696,878	7,659,346	6,992,908
Current service cost	975,665	700,669	709,216	559,202
Interest expense	260,095	155,673	202,472	107,236
At 31 December	10,788,980	9,553,220	8,571,034	7,659,346

The significant actuarial assumptions used were as follows:

	Consolidated financial statements		Separate financial statements	
	2022 %	2021 %	2022 %	2021 %
Discount rate	0.91 - 2.85	1.76 - 4.38	0.91 - 2.57	1.76 - 4.38
Salary growth rate				
Monthly employees	5.28	3.5 - 10.0	5.28	3.5 - 10.0
Daily employees	0.77	3.5	0.77	3.5
Employee turnover rate				
Monthly employees	0.0 - 27.0	0.0 - 30.0	0.0 - 27.0	0.0 - 30.0
Daily employees	0.0 - 39.0	0.0 - 60.0	0.0 - 39.0	0.0 - 60.0

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Sensitivity analysis for each significant assumption used is as follows:

<b>Consolidated financial statements</b>						
<b>Impact on defined benefit obligation</b>						
<b>Increase (decrease)</b>						
<b>Change in assumption</b>	<b>Increase in assumption</b>		<b>Decrease in assumption</b>			
<b>2022</b>	<b>2021</b>	<b>2022</b>	<b>2021</b>	<b>2022</b>	<b>2021</b>	
<b>%</b>	<b>%</b>	<b>Baht</b>	<b>Baht</b>	<b>Baht</b>	<b>Baht</b>	<b>Baht</b>
Discount rate	1	1	(598,163)	(449,146)	704,501	512,630
Salary growth rate	1	1	733,042	714,024	(634,369)	(630,474)
Staff turnover rate	1	20	(764,042)	(1,034,368)	907,071	1,600,853
<b>Separate financial statements</b>						
<b>Impact on defined benefit obligation</b>						
<b>Increase (decrease)</b>						
<b>Change in assumption</b>	<b>Increase in assumption</b>		<b>Decrease in assumption</b>			
<b>2022</b>	<b>2021</b>	<b>2022</b>	<b>2021</b>	<b>2022</b>	<b>2021</b>	
<b>%</b>	<b>%</b>	<b>Baht</b>	<b>Baht</b>	<b>Baht</b>	<b>Baht</b>	<b>Baht</b>
Discount rate	1	1	(409,172)	(273,940)	482,503	310,966
Salary growth rate	1	1	508,661	455,983	(440,616)	(406,438)
Staff turnover rate	1	20	(529,430)	(581,588)	627,967	913,218

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method has been applied as when calculating the retirement benefits recognised in the statement of financial position.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the previous period.

Through its defined benefit retirement benefit plans, the Group is exposed to a number of risks, the most significant of which are detailed below:

**Changes in bond yields**

A decrease in government bond yields will increase plan liabilities, although this will be partially offset by an increase in the value of the plans' bond holdings

**Inflation risk**

Some of the Group retirement benefit obligations are linked to inflation, and higher inflation will lead to higher liabilities (although, in most cases, caps on the level of inflationary increases are in place to protect the plan against extreme inflation).

The weighted average duration of the defined benefit obligation is 11.3 years (2021: 11.8 years).

Expected maturity analysis of undiscounted retirement and post-employment medical benefits are as follows:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2022</b>	<b>2021</b>	<b>2022</b>	<b>2021</b>
	<b>Million Baht</b>	<b>Million Baht</b>	<b>Million Baht</b>	<b>Million Baht</b>
Not later than 1 year	6.07	-	5.60	-
Later than 1 year but not later than 5 years	1.36	9.32	0.90	8.80
Later than 5 years	16.56	19.87	10.09	15.68
Total	23.99	29.19	16.58	24.48



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**20 Share capital and premium on share capital**

	Authorised share capital		Paid-up share capital		Share Premium
	Number of Shares	Ordinary Shares Baht	Number of Shares	Ordinary Shares Baht	Baht
<b>At 1 January 2021</b>	580,000,000	290,000,000	550,000,000	275,000,000	208,135,263
Issue of shares	282,500,000	141,250,000	167,318,808	83,659,404	91,298,904
<b>At 31 December 2021</b>	862,500,000	431,250,000	717,318,808	358,659,404	299,434,167
Issue of shares	-	-	42,226,650	21,113,325	31,172,725
<b>At 31 December 2022</b>	862,500,000	431,250,000	759,545,458	379,772,729	330,606,892

The total authorised number of ordinary shares is 862,500,000 shares (2021: 862,500,000 shares) with a par value of Baht 0.50 per share (2021: Baht 0.50 per share). The issued and fully paid-up ordinary shares is 759,545,458 shares (2021: 717,318,808 shares).

The details of the exercise of the warrants for the year 2022 are as follows:

**20.1 Issuance of warrants (SONIC - W1) and Exercise of warrants SONIC - W1**

On 1 April 2022, the Company announced the date for the exercise of warrants to purchase the Company's ordinary shares under SONIC - W1 for the 2nd exercise, details of the exercise of the warrants are as follows:

Period for notifying the intention to exercise the right	From 11 - 12 April 2022
Exercise date	21 April 2022
Exercise ratio	1 warrant unit: 1 newly issued ordinary share
Exercise price	Baht 1 per share

Subsequently on 21 April 2022, the warrants holders of SONIC - W1 had exercised their rights to purchase the Company's ordinary shares under SONIC - W1. Under the 2<sup>nd</sup> exercise of that warrants, details of the exercise warrants and unexercised warrants are as follows:

Number of exercised warrants	7,878,900 units
Number of shares derived from exercised warrants	7,878,900 shares
Number of unexercised warrants	107,031,615 units
Number of remaining shares reserved	107,031,615 shares

The Company had registered for capital increase with the Department of Business Development, Ministry of Commerce on 27 April 2022. After the capital increase registration, the authorised share capital will be 725,197,708 shares, at the par value of Baht 0.5 per shares, total authorised share capital of Baht 362,598,854.

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On 4 October 2022, the Company announced the date for the exercise of warrants to purchase the Company's ordinary shares under SONIC - W1 for the 3rd exercise, details of the exercise of the warrants are as follows:

Period for notifying the intention to exercise the right	From 12 - 20 April 2022
Exercise date	21 October 2022
Exercise ratio	1 warrant unit: 1 newly issued ordinary share
Exercise price	Baht 1 per share

Subsequently on 21 October 2022, the warrants holders of SONIC - W1 had exercised their rights to purchase the Company's ordinary shares under SONIC - W1. Under the 3<sup>rd</sup> exercise of that warrants, details of the exercise warrants and unexercised warrants are as follows:

Number of exercised warrants	24,857,750 units
Number of shares derived from exercised warrants	24,857,750 shares
Number of unexercised warrants	82,173,865 units
Number of remaining shares reserved	82,173,865 shares

**20.2 Exercise of warrants to purchase ordinary shares of the Company (SONIC - ESOP 2018)**

On 4 October 2022, the Company announced the date for exercising the warrants of the warrants to purchase the Company's ordinary shares (SONIC - ESOP 2018) which the Company granted to its executives and the selected employees, under the 4<sup>th</sup> exercise of that warrants. Details of the exercise of the warrants are as follows:

Excise period	From 7 to 14 October 2022
Excise date	18 October 2022
Exercise ratio	1 warrant unit: 1.25 newly issued ordinary share (Previously: 1 warrant unit: 1 newly issued ordinary share)
Exercise price	Baht 1.56 per share (Previously: Baht 1.95 per ordinary share)

Subsequently on 18 October 2022 executives and employees exercised their rights to purchase the Company's ordinary shares under SONIC - ESOP 2018, details of the exercise and unused warrants are as follows:

Number of exercised warrants	7,592,000 units
Number of shares derived from exercised warrants	9,490,000 shares
Number of unexercised warrants	16,620,500 units
Number of remaining shares reserved	20,775,625 shares

The Company had registered for capital increase with the Department of Business Development, Ministry of Commerce on 28 October 2022. After the capital increase registration, the authorised share capital will be 759,545,458 shares, at the par value of Baht 0.5 per shares, total authorised share capital of Baht 379,772,729

**21 Legal reserve**

	Consolidated and separate financial statements	
	2022 Baht	2021 Baht
At 1 January	19,579,972	13,364,008
Appropriation during the year	9,762,300	6,215,964
At 31 December	29,342,272	19,579,972

Under the Public Companies Act., B.E. 2535, the Company is required to set aside as statutory reserve at least 5 percent of its net profit after accumulated deficit brought forward (if any) until the reserve is not less than 10 percent of the registered capital. This reserve is not available for dividend distribution.

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## 22 Other income

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Dividend income	-	-	37,762,790	15,395,599
Gain on exchange rate, Net	8,987,076	7,004,678	3,659,788	389,632
Gain on disposals of equipment	1,425,883	461,379	1,429,832	461,379
Compensation	-	2,652,442	-	2,652,442
Others	1,919,494	5,988,241	1,496,253	5,192,111
<b>Total</b>	<b>12,332,453</b>	<b>16,106,740</b>	<b>44,348,663</b>	<b>24,091,163</b>

## 23 Finance costs

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Borrowings from financial institutions	8,443,573	8,038,133	8,443,573	7,979,660
Interest and finance cost of lease liabilities	801,151	1,601,505	772,890	1,587,329
<b>Total</b>	<b>9,244,724</b>	<b>9,639,638</b>	<b>9,216,463</b>	<b>9,566,989</b>

## 24 Expenses by nature

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2021 Baht	2020 Baht
Freight cost, transportation cost and other fees	3,002,980,482	2,709,918,986	2,212,121,153	1,786,218,569
Staff costs	155,061,877	125,067,530	108,848,686	90,564,661
Fuel expenses	62,905,881	49,753,459	62,898,021	49,748,293
Commission fee (selling expense)	108,261,215	89,470,112	76,739,198	57,375,716
Depreciation and amortisation expenses	33,027,596	32,485,905	30,815,942	30,757,082
Repair and maintenance expenses	11,925,894	10,261,617	11,731,708	10,201,884
Office utilities	2,885,594	2,599,860	1,934,645	1,624,622
Rental and related service expenses	1,927,660	2,355,844	1,147,162	1,261,337
Other expenses	49,574,861	50,403,647	45,181,485	42,549,405
<b>Total</b>	<b>3,428,551,060</b>	<b>3,072,316,960</b>	<b>2,551,418,000</b>	<b>2,070,301,569</b>

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**25 Income tax expense**

Income tax expense for the year comprises the following:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2022</b>	<b>2021</b>	<b>2022</b>	<b>2021</b>
	<b>Baht</b>	<b>Baht</b>	<b>Baht</b>	<b>Baht</b>
<b>Current tax:</b>				
Current tax on profit for the year	78,948,892	57,535,272	38,689,514	25,498,378
<b>Deferred tax:</b>				
Decrease in deferred tax assets	179,867	178,423	-	-
Increase in deferred tax liabilities	1,512,001	1,074,873	1,512,001	1,074,873
	1,691,868	1,253,296	1,512,001	1,074,873
<b>Income tax expense</b>	<b>80,640,760</b>	<b>58,788,568</b>	<b>40,201,515</b>	<b>26,573,251</b>

The tax on the Group's profit before tax differs from the theoretical amount that would arise using the basic tax rate of the home country of the parent company is as follows:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2022</b>	<b>2021</b>	<b>2021</b>	<b>2020</b>
	<b>Baht</b>	<b>Baht</b>	<b>Baht</b>	<b>Baht</b>
Profit before tax	398,393,436	292,887,936	235,447,507	150,892,513
Tax calculated at a tax rate of 20% (2020: 20%)	79,678,687	58,577,587	47,089,501	30,178,503
Tax effect of:				
Revenues that are granted income tax exemption	-	-	(7,552,558)	(3,079,120)
Expenses not treated as expenses under the Revenue Code	1,906,749	1,600,934	1,604,492	788,383
Expenses that are deductible at a greater amount	(944,676)	(1,389,953)	(939,920)	(1,314,515)
<b>Income tax expense</b>	<b>80,640,760</b>	<b>58,788,568</b>	<b>40,201,515</b>	<b>26,573,251</b>

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**26 Earnings per share**

Earnings per share are calculated by dividing the net profit attributable to the ordinary shareholders by the weighted average number of ordinary shares in issue during the period.

Diluted earnings per share are calculated by dividing the net profit attributable to the ordinary shareholders by the number of ordinary shares for basic earnings per share calculation, plus the weighted average number of shares to be issued as if warrants were exercised.

The earnings per share for the year ended 31 December 2022 is as follows:

	<b>Consolidated financial statement</b>		<b>Separate financial statement</b>	
	<b>2022</b>	<b>2021</b>	<b>2021</b>	<b>2020</b>
	<b>Baht</b>	<b>Baht</b>	<b>Baht</b>	<b>Baht</b>
<b>Reconciliations of earnings used in calculating earnings per share</b>				
<b>Basic earnings per share</b>				
Profit attributable to ordinary shareholders of the Company used in calculating basic earnings per share (Baht)	307,587,576	226,140,171	195,245,992	124,319,262
<b>Weighted average number of shares used as the denominator</b>				
Weighted average number of ordinary shares outstanding used as the dominator in calculating basic earnings per share (share)	728,810,451	583,064,815	728,810,451	583,064,815
Adjustments for diluted earnings per share calculation:				
Warrants SONIC - ESOP 2018 (share)	11,346,808	15,212,971	11,346,808	15,212,971
Warrants SONIC - W1 (share)	67,130,402	124,178,818	67,130,402	124,178,818
Ordinary shares to be issued from the adjustment of the rights of the warrants SONIC - ESOP 2018 (share)	3,100,188	3,517,622	3,100,188	3,517,622
Weighted average number of ordinary shares outstanding used as the dominator in calculating diluted earnings per share (share)	810,387,849	725,974,225	810,387,849	725,974,225
Basic earnings per share (Baht per share)	0.422	0.388	0.268	0.213
Diluted earnings per share (Baht per share)	0.380	0.311	0.241	0.171



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## 27 Dividends

### 2022

#### Company

At the General Shareholders' Meeting of the Company held no. 1/2022 on 27 April 2022, the shareholders passed the resolution to approve dividends payment at the rate of Baht 0.11 per share for 717,280,741 ordinary shares, totaling Baht 78.90 million. The dividends were paid on 27 May 2022.

#### Subsidiary

At the General Shareholders' Meeting of Grandlink Logistics Co., Ltd. no. 1/2022 held on 23 March 2022, the shareholders passed the resolution to approve dividends payment in respect of the retained earnings as at 31 December 2021 at the rate of Baht 130.00 per share for 310,000 ordinary shares, totalling Baht 40.30 million. The dividends were paid on 29 March 2022.

### 2021

#### Company

At the General Shareholders' Meeting of the Company no. 1/2021 held on 19 April 2021, the shareholders passed the resolution to approve dividends payment at the rate of Baht 0.055 per share for 550,000,000 ordinary shares, totaling Baht 30.25 million. The dividends were paid on 14 May 2021.

#### Subsidiary

At the General Shareholders' Meeting of Grandlink Logistics Co., Ltd. no. 1/2021 held on 23 March 2021, the shareholders passed the resolution to approve dividends payment in respect of the retained earnings as at 31 December 2020 at the rate of Baht 53.00 per share for 310,000 ordinary shares, totalling Baht 16.43 million. The dividends were paid on 29 March 2021.

## 28 Related party transactions

### a) Major shareholders

The Group is controlled by the following party:

Name	Type	Country	% of ownership interest	
			31 December 2022	31 December 2021
"K. Arpanant" family	Ultimate controlling party	Thailand	42.62	45.89

The remaining 57.38% (2021: 54.11%) of the shares are widely held.

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**b) Transactions with related parties**

Transactions with related parties are as follows:

	Consolidated financial statement		Separate financial statement		Pricing policies
	2022 Baht	2021 Baht	2022 Baht	2021 Baht	
<b>Service income:</b>					
Subsidiary	-	-	36,585,697	27,323,243	Carried out on commercial terms and conditions and at market prices
<b>Cost of services:</b>					
Subsidiary	-	-	36,079,350	28,161,818	Carried out on commercial terms and conditions and at market prices
<b>Dividend income:</b>					
Subsidiary	-	-	37,762,790	15,395,599	Carried out on
<b>Other income:</b>					
Subsidiary	-	-	206,755	329,984	Carried out on cost
<b>Administrative expenses:</b>					
Subsidiary	-	-	1,634,293	1,644,880	Carried out at market price (Compared to rental fee rate in the nearby area for rental expense)
<b>Interest expenses</b>					
Subsidiary	-	-	10,434	26,754	Carried out on addition interest rate of company



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**c) Outstanding balances arising from sales and purchases of goods and services**

The outstanding balances at the end of the period ended in relation to transactions with related parties are as follows:

	<b>Consolidated financial statement</b>		<b>Separate financial statement</b>	
	<b>2021 Baht</b>	<b>2020 Baht</b>	<b>2021 Baht</b>	<b>2020 Baht</b>
<b>Trade receivables:</b>				
Subsidiary	-	-	3,640,615	1,349,513
<b>Advances for business expenses:</b>				
Subsidiary	-	-	193,875	610,900
<b>Contract assets:</b>				
Subsidiary	-	-	-	1,000
<b>Deposits of office rental and related services:</b>				
Subsidiary	-	-	405,000	405,000
<b>Trade payables:</b>				
Subsidiary	-	-	18,369,626	7,639,665
<b>Deferred revenue</b>				
Subsidiary	-	-	1,482,399	37,722
<b>Lease liabilities</b>				
Subsidiary	-	-	46,083	590,049

**d) Key management compensation**

Key management includes directors (executive and non-executive) and members of the executive committee. The compensation paid or payable to key management are as follows:

	<b>Consolidated financial statement</b>		<b>Separate financial statement</b>	
<b>For the year ended 31 December</b>	<b>2022 Baht</b>	<b>2021 Baht</b>	<b>2021 Baht</b>	<b>2020 Baht</b>
Salaries and other				
short-term employee benefits	29,774,939	17,374,148	15,050,018	11,106,612
Post-employment benefits	524,196	370,132	509,484	340,323
Share-based payment	60,671	90,337	60,671	90,337
	30,359,806	17,834,617	15,620,173	11,537,272

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**29 Share-based payment**

On 19 October 2018, the Company granted warrants ("Sonic - ESOP 2018") to executives and to selected employees. The exercise price of the granted warrants is Baht 1.95. The warrants are exercisable after completed of two years from the grant date. The warrants' period is five years. The number of units can be exercised according to the condition and the timing of the announcement for the right of warrants.

Movements of share-based payment reserve recognised in equity for the year ended 31 December are as follows:

	Consolidated and separate financial statements	
	2022 Baht	2021 Baht
As at 1 January	11,225,249	10,941,896
Reserve during the year	2,600,178	3,871,603
Transfer share premium on share issuance from warrants	(4,745,000)	(3,588,250)
As at 31 December	9,080,427	11,225,249

Details of warrants are below:

	Grant date	Issued units Units	Exercise Ratio unit/share	Exercise price Baht/unit	Exercise period	
					Start	End
SONIC - ESOP 2018	19 October 2018	30,000,000	1 : 1	1.95	19 October 2018	18 October 2023

During the year 2021, the Company adjusted the right of the warrants to ensure that the benefits of the warrants holders are not less than the existing status due to the offering of newly ordinary shares which offering price is lower than market price. The key adjustments are as follows:

Exercise ratio	1 warrant unit: 1.25 newly issued ordinary share (Previously: 1 warrant unit: 1 newly issued ordinary share)
Exercise price	Baht 1.56 per share (Previously: Baht 1.95 per ordinary share)

Movements in the number of warrants outstanding and their related weighted average exercise prices are as follows:

	Consolidated and separate financial statements		
	Average exercise price (Baht per share)	Number of warrants (Units)	Number of share reserve (Share)
As at 1 January 2021	1.95	30,000,000	30,000,000
Adjustment of warrants	(0.39)	-	7,500,000
After the adjustment of warrants	1.56	-	37,500,000
Number of exercised warrants	1.56	(5,787,500)	(7,234,375)
As at 31 December 2021	1.56	24,212,500	30,265,625
As at 1 January 2022	1.56	24,212,500	30,265,625
Number of exercised warrants	1.56	(7,592,000)	(9,490,000)
As at 31 December 2022	1.56	16,620,500	20,775,625

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The Company assessed the fair value of the warrants using the Binomial Tree model. The key assumptions of valuation model are as follows:

Assumptions	Sonic - ESOP 2018
Fair value of the stock for the exercise warrants as at the valuation date (Baht)	1.84
The volatility of the stock price for the exercise warrants (%)	42.67
Probability of the stock's price pattern for the exercise warrants	
- Probability that the price will increase (%)	39.2 - 42.3
- Probability that the price will decrease (%)	57.7 - 60.9
Discount rate (%)	2.43

The amounts recognised in the financial statements for the year ended 31 December:

	Consolidated financial statement		Separate financial statement	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Investments in a subsidiary, in the statement of financial position	-	-	1,170,080	1,742,221
Share-based payment expense in profit or loss	2,600,178	3,871,603	1,430,098	2,129,382
Share-based payment reserve in equity	2,600,178	3,871,603	2,600,178	3,871,603

### 30 Commitments

#### a) Capital expenditure commitments

Capital expenditure contracted as at the statement of financial position date but not recognised as liabilities is as follows:

	Consolidated financial statement		Separate financial statement	
	2022 Million Baht	2021 Million Baht	2022 Million Baht	2021 Million Baht
Property, plant and equipment	7.37	0.69	6.18	0.40
Intangible assets	0.05	2.26	0.05	1.39
Total	7.42	2.95	6.23	1.79

#### b) Operating leases - where a Group is the lessee

As at 31 December, the future aggregate minimum lease payments under non-cancellable operating leases are as follows:

	Consolidated financial statement		Separate financial statement	
	2022 Million Baht	2021 Million Baht	2022 Million Baht	2021 Million Baht
Not later than 1 year	1.64	1.44	1.03	0.96
Later than 1 year but not later than 5 years	0.66	0.60	0.05	0.07
	2.30	2.04	1.08	1.03

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**c) Letter of guarantee**

The Group has contingent liabilities from letter of guarantees issued by financial institutions to its customers in respect of service agreements as follows:

	Consolidated financial statement		Separate financial statement	
	2022 Million Baht	2021 Million Baht	2022 Million Baht	2021 Million Baht
Letter of guarantee	0.17	0.36	0.17	0.36

**31 Litigations and disputes of the Group**

**Company**

On 21 June 2016, the Customs Department issued a letter informing the Company that it would revoke the Company's licence to operate in the King Kaew LCL Free Zone. The Customs Department said that someone took a car out of the free zone area in the grace period during the flood crisis in 2011. However, the car was not returned to the free zone area within the extension period granted by the Customs Department. Revenue from the free zone operation for the year ended 31 December 2016, which was the last year of the operation, was Baht 7.21 million.

On 15 December 2016, the Company filed a lawsuit against the Customs Department and its Director General in the Central Administrative Court (the Court). The lawsuit asked the Court to 1) cancel or revoke the cancellation of the Company's licence to operate in the free zone area, 2) request that the Customs Department pay Baht 33 million with an interest rate of 7.5% per annum for any losses caused by this matter, and 3) consider a petition for a temporary injunction on the stay of execution of the cancellation of the Company's licence to operate in the free zone at the Court's discretion.

On 28 April 2017, the Court dismissed the Company's petition for a temporary injunction on the stay of execution submitted on 15 December 2016. As a result, the Company's operation in the free zone cannot be resumed.

Then, on 11 October 2017, Bang Sao Thong Customs Service Division issued a letter informing the Company that it must pay duty based on the duty assessment for the car of Baht 19.93 million. This amount excludes surcharge calculated from the date of prosecution until the full amount of payment is made. This is the Company's obligation according to the insurance and bond agreement for a free zone operator dated 11 March 2009.

On 4 April 2017, the Central Administrative Court issued a judgment dismissing the lawsuit in both cases:

- 1) cancel or revoke the cancellation of the Company's licence to operate in the free zone area, as the Court considers the Company to have made offences relating to customs formalities under relevant laws, and
- 2) the Customs Department pay Baht 33 million, with an interest rate of 7.5% per annum, for any losses caused by this matter, it's unnecessary to continually update this section as the Company have made offences relating to customs formalities under relevant laws, it does not change the outcome of the case.

On 5 May 2021, the Company filed an appeal against the Central Administrative Court's judgement to the Supreme Administrative Court. The Company asked the Supreme Administrative Court to pass judgement or reverse the judgment of the Administrative Court of First Instance regarding the Customs Department's order to revoke the Company's licence to operate in King Kaew LCL Free Zone. However, the Company does not want to appeal the judgement of the Administrative Court of First Instance that the Customs Department must pay Baht 33 million with an interest rate of 7.5% per annum.

**Sonic Interfreight Public Company Limited**  
**Notes to the Consolidated and Separate Financial Statements**  
**For the year ended 31 December 2022**

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The Group's management decided that a provision for such amount will not be recognised in the financial statements for the year ended 31 December 2022. This is because the Company issued a dispute letter, dated 24 October 2017, to the Head the Bang Sao Thong Customs Service Division II, opposing the enforcement of the insurance and bond agreement for the free zone operator. The letter is to request the Customs Department to postpone the duty payment until the court case is finalised by the Court. This is also related to the progress of the Customs Department lawsuit alleging that the Company was involved in taking a car out of the free zone area. Regarding this, the Inquiry Official believes that a non-prosecution order will be executed for the Company since the witnesses and evidence were not enough to issue a prosecution order. For the next step, the Inquiry Official will pass the investigation report to the attorney to determine whether to issue a prosecution order against the Company. If the Company wins the court case, the Company will have no tax liability on the assessed amount. The Company has concluded that the duty payment is not probable.

In addition to the progress of the above lawsuit, there are no significant changes in litigations and disputes of the Group for the year ended 31 December 2022.

**32 Events occurring after the reporting period****Proposal of dividend**

At the Board of Directors' Meeting No. 1/2023 held on 21 February 2023, the directors passed a resolution to seek shareholders' approval at the Annual General Meeting of Shareholders for 2023 for a dividend payment to shareholders based on the operating results for the year ended 31 December 2022 of Baht 0.11 per share for 759,545,458 ordinary shares, totalling Baht 83.55 million. The payment of dividends will be made only to shareholders entitled to receive dividends according to the Company's Articles of Association and whose names appear in the shareholders register book as at the date on which the shareholders eligible for dividends is determined, which is 9 March 2023. The dividend payment will be made on 26 May 2023.

**Attachment 1**

**Information of Directors,**

**Executives and Controlling Persons,** Controlling Persons and Company Secretary as of 31 December 2021.



**Name - Surname** : **Assoc. Prof. Dr. Wanchai Rattanawong**

**Type of director** : Chairman and Independent Director

**Ages** : 59 Years

**Nationality** : Thai

**Educational background** : Ph.D., of Manufacturing, Swinburne University of Technology Melbourne Australia  
: Master of Computer Integrated Manufacturing, Swinburne University of Technology Melbourne Australia  
: Master of Science in Physics, Srinakharinwirot University (Prasanmitr)  
: Bachelor of Science in Physics, Srinakharinwirot University (Bangsan)

**Director Training Program** : Certificate of Director Certification Program (DCP) Class of 201/2015  
Certificate of Director Accreditation Program (DAP) Class of 110/2014  
Certificate of Advanced Audit Committee Program (AACP) Class of 16/2014

**Work experience**

2018– Present	Director of the Institute for Logistics Research and Development	University of The Thai Chamber of Commerce /Educational Institution
2020 - Present	Director	Union Pioneer Public Company Limited
2015– Present	Chairman of the Board	Sonic Interfreight Public Company Limited / Logistics
2016 – 2020	Nomination and Remuneration Committee	PTG Energy Public Company Limited / Retail, Wholesale and Oil Transportation Service Provider
2014 – 2020	Corporate Governance Committee Company director And Independent Director	PTG Energy Public Company Limited / Retail, Wholesale and Oil Transportation Service Provider
2016 – 2018	Senior Vice President for Organization Development	University of The Thai Chamber of Commerce /Educational Institution
2012 –2015	Dean of the Faculty of Engineering and Director of Logistics Research Center	University of The Thai Chamber of Commerce /Educational Institution

**Current position** : Chairman of the Board  
Sonic Interfreight Public Company Limited

**Shareholding Proportion (%)** : None

**Family relationship with management or major shareholder:** None

#### History of Work



**Position as a director / executive in the business**

(A) Number of companies holding non-listed companies

Company director LRD (Thailand) Company Limited

(B) Name of listed company

(other)

-None-

(C) Specify the name of the business type in the event that it may cause a conflict of interest: None

**Number of years in the position** : 6 Years (2015 - Present) (Appointed as a director on 11 November 2015)

**Direct and indirect interests in any  
business in which the company or  
subsidiary is a party**

: None

**Meeting attendance in 2021**

: 4/4

**Forbidden properties**

: There is no record of criminal offense in the offense. Property Which was done dishonestly

<b>Name - Surname</b>	: <b>Assoc. Prof. Kalyaporn Panmarerng</b>		
<b>Type of director</b>	: Independent Director Chairman of Audit Committee/ Nomination and Remuneration Committee		
<b>Ages</b>	: 70 years		
<b>Nationality</b>	: Thai		
<b>Educational background</b>	: Master of Business Administration, National Institute of Development Administration Bachelor of Accounting, Bangkok University		
<b>Director Training Program</b>	: Certificate of Director Accreditation Program (DAP), Class of 28/2004 : Certificate of Audit Committee Program (ACP) Class of 19/2006 : Certificate of Certificate Visiting Colleague Program, University of Hawaii at Manao, USA : Certificate of Top University Executive Program (Class of 8) Ministry of University Affairs		
<b>Work experience</b>			
2020 – Present	Chairman of the Audit Committee	Y.S.S. (Thailand) Co., Ltd.	
	Member of the Nomination and Remuneration Committee		
	And independent director		
2019 – Present	Audit Committee, Chairman of	Sonic Interfreight Public Company Limited / Logistics	
	Nomination and Remuneration Committee		
2017 – Present	Vice-Chancellor for Planning and Quality of Insurance	Sripatum University / Education	
2016 – Present	Independent Director	President Automobile Industries Public Company Limited	
	Chairman of the Audit Committee, Chairman of the Risk Management Committee	/ Auto Air Conditioning Part Industry	
	And Chairman of the Nomination and Remuneration Committee		
2015 – Present	Independent Director, Chairman of Audit Committee	Sonic Interfreight Public Company Limited / Logistics	
	Chairman of Nomination and Remuneration Committee		
2009 – Present	Independent Director, Chairman	Chow Steel Industries Public Company Limited / Steel	

	Audit Committee Chairman	Industry
	Risk Management Committee	
	And Member of the Nomination and Remuneration Committee	
2004 – Present	Finance Committee and Treasurer	Thailand Ethanol Biodiesel Club / Foundation
2002 – Present	Internal Control Auditor	Office of the Higher Education Commission /Education
1999 – 2017	Assistant to President for Planning and Quality Assurance	Sripatum University / Education

**Shareholding Proportion (%)** : Independent Director, Chairman of Audit Committee, Nomination and Remuneration Committee  
Sonic Interfreight Public Company Limited

**Company shareholding** : None

**Family relationship with management or major shareholder:** None

## History of work

### Position as a director / executive in the business

- (A) Number of companies holding non-listed companies  
Director Y.S.S (THAILAND) Company Limited.
- (B) Name of listed company  
(other)  
Chairman of the Audit Committee Member of the  
Nomination and Remuneration Committee And the Chairman of  
the Risk Management Committee  
Director President Automobile Industries Public Company Limited  
Converted to a public company on September 1, 2020.
- (C) Specify the name of the business type in the event that it may cause a conflict of interest: None

**Number of years in the position** : 6 Years (2015 - Present) (Appointed as a director on 11 November 2015)

**Direct and indirect interests in any business in which the company or subsidiary is a party** : None

**Meeting attendance in 2021** : 4/4

**Forbidden properties** : There is no record of criminal offense in the offense. Property Which was done dishonestly

**Name - Surname** : Mr. Kanwath Aran

**Type of director** : Audit Committee, Committee, Nomination and Remuneration Committee,  
Independent Director

**Ages** : 56 Years

**Nationality** : Thai

**Educational background** : Master of Laws in Business Law, Ramkhamhaeng University  
: Master of Business Administration (Organization Management), Sripatum University

**Director Training Program** : Certificate of Director Accreditation Program (DAP), Class of 78/2009

**Work experience**

2016 – present	Director	President Automobile Industries Public Company Limited / Auto Air Conditioning Part Industry
2015 – present	Audit Committee, Nomination and Remuneration Committee	Sonic Interfreight Public Company Limited / Logistics
2012 – present	Director	K and Partner Company Limited /Lawyer and Business Consultant
2009 – present	Director	Chow Steel Industries Public Company Limited / Steel Industry
2019 – 2020	Director	Siamnuwat Company Limited / Real Estate
2015 – 2020	Director	Triple T Consult Company Limited / Legal Consultant

**Current position** : Audit Committee, Nomination and Remuneration Committee  
Sonic Interfreight Public Company Limited / Logistics

**Shareholding Proportion (%)** : None

**Family relationship with management or major shareholder:** None

#### History of work

##### Position as a director / executive in the business

- (A) Number of companies holding non-listed companies
- |          |                               |
|----------|-------------------------------|
| Director | K and Partner Company Limited |
|----------|-------------------------------|
- (B) Name of listed company
- (other)
- |                 |  |
|-----------------|--|
| Audit Committee | Chow Steel Industries Public Company Limited           |
| Director        | President Automobile Industries Public Company Limited |
- Converted to a public company on September 1, 2020.

(C) Specify the name of the business type in the event that it may cause a conflict of interest: None

**Number of years in the position** : 6 years ( 2015- present) (Appointed as a director on 11 November 2015)

**Direct and indirect interests in any** : None

**business in which the company or  
subsidiary is a party**

**Meeting attendance in 2021** : 4/4

**Forbidden properties** There is no record of criminal offense in the offense. Property Which was done dishonestly

**Name - Surname** : Mr. Rattawat Suksaichon  
**Type of director** : Audit Committee And Independent Director  
**Ages** : 65 Years  
**Nationality** : Thai  
**Educational background** : Bachelor of Law Thammasat University  
**Director Training Program** : Advanced Master of Management Program (NIDA) Class of No.1  
: Certificate of Strategy CFO in Capital Markets Program 2558  
: Certificate of Director Accreditation Program (DAP)77/2552  
: Certificate of Financial Statement for Directors (FSD) 6/2552  
: Certificate of Director Certification Program (DCP) 128/2553  
: Certificate of Successful Formulation & Execution of Strategy (SFE) 13/2554  
: Certificate of Role of the Compensation Committee (RCC) 15/2555  
: Certificate of Role of the Nomination and Governance committee (RNG) 3/2555

#### Work experience

2019 - Present	Audit Committee And Independent Director	Sonic Interfreight Public Company Limited / Logistics
2018 - Present	Company director	Pinthong Industrial Park Company Limited
2017 - Present	Nomination and Remuneration Committee	Sanko Diecasting (Thailand) Public Company Limited
2016 - Present	Chief Executive Officer	Sanko Diecasting (Thailand) Public Company Limited
2016 - Present	Executive Committee	Sanko Diecasting (Thailand) Public Company Limited
2001 - Present	Company director	Sanko Diecasting (Thailand) Public Company Limited
2001 – 2016	Deputy Chief Executive Officer	Sanko Diecasting (Thailand) Public Company Limited

**Current position** : Audit Committee And Independent Director  
Sonic Interfreight Public Company Limited

**Shareholding Proportion (%)** : None

**Family relationship with management or major shareholder:** None

#### History of work

**Position as a director / executive in the business**

(A) Number of companies holding non-listed companies

Company director Pinthong Industrial Park Company Limited

(B) Name of listed company

(other)

Nomination and Remuneration Sanko Diecasting (Thailand) Public Company Limited

Committee

Executive Committee Sanko Diecasting (Thailand) Public Company Limited

Company director Sanko Diecasting (Thailand) Public Company Limited

Chief Executive Officer Sanko Diecasting (Thailand) Public Company Limited

Deputy Chief Executive Officer Sanko Diecasting (Thailand) Public Company Limited

(C) Specify the name of the business type in the event that it may cause a conflict of interest : None

**Number of years in the position** : 2 months (2019 - Present) (Appointed as a director on 8 November 2019)

**Direct and indirect interests in any** : None

**business in which the company or**

**subsidiary is a party**

**Meeting attendance in 2021** : 4/4

**Forbidden properties** There is no record of criminal offense in the offense. Property Which was done dishonestly



**Name - Surname** : **Dr. Santisuk Kosiarpanant (Ph.D.)**

**Type of director** : Director/ Chief Executive Officer

**Ages** : 60 Years

**Nationality** : Thai

**Educational background** : PhD of Logistics University of the Thai Chamber of Commerce  
: Master of Business Administration in Marketing Kasetsart University  
: Bachelor of Business Administration (Marketing) , Assumption University

**Director Training Program** : Certificate of Director Accreditation Program (DAP) Class of 131 /2016  
Thai Institute of Directors (IOD)  
: Certificate of Strategic CFO in Capital Markets Program class of No. 5 The Stock Exchange of Thailand  
: Certificate of Public Economic Management for Executives, Class of 17, King Prajadhipok's Institute  
: Certificate of Chief Transformation Officer (CTO Course) Market for Alternative Investment with mai Listed Company Association (maiA)  
: Certificate of Advanced Master of Management Program Class of No. 4, Graduate School Public administration from National Institute of Development Administration (NIDA)  
: Executive Program Capital Market Institute, Class 30  
: Coaching SET Social Impact Gym 2020 No. 1 The Market for Alternative Investment (mai) In collaboration with the Association of Listed Companies on the Market for Alternative Investment (maiA)  
: Course: Administration for maintaining public order of society, joint public-private sector (Royal Thai Army) Class 8, Police College Division of Education Royal Thai Police  
: "Thailand overseas investment center #19  
: The Board of Investment of Thailand (BOI)  
: Special Lecture Program for Associate Judge at the Central Intellectual Property and International Trade Court Central Intellectual Property and International Trade Court

**Work experience**

2017- Present	Director	SK Inter Property Co., Ltd. / Buy and sell Real estate
2015- Present	Director	Grand Link Logistics Co., Ltd. / Logistics
2013- Present	Director	The Design Inter Property Co., Ltd / Real estate development and business
1995- Present	Director Chief Executive Officer	Sonic Interfreight Public Co., Ltd / Logistics

**Current position** : Director/ Chief Executive Officer  
Sonic Interfreight Public Co., Ltd

**Shareholding Proportion (%)** : 39.34

**Family relationship with management or major shareholder:** None

## History of work

### Position as a director / executive in the business

(A) Number of companies holding non-listed companies

Director SK Inter Property Co., Ltd.

Director Grand Link Logistics Co., Ltd.

Director The Design Inter Property Co., Ltd

(B) Name of listed company

(other)

-No tenure-

(C) Specify the name of the business type in the event that it may cause a conflict of interest : None

**Number of years in the position** : 26 Years (1995 - Present) (Appointed as a director on 13 December 1995)

### Direct and indirect interests in any

**business in which the company or** : None

**subsidiary is a party**

**Meeting attendance in 2021** : 4/4

**Forbidden properties** : There is no record of criminal offense in the offense. Property Which was done dishonestly

**Name - Surname** : Mr. Vutthichai Suriyavorawong

**Type of director** : Director

**Ages** : 63 Years

**Nationality** : Thai

**Educational background** : Vocational Certificate, Bangkok Business College

**Director Training Program** : Certificate of Director Accreditation Program (DAP) รุ่นที่ 142/2017  
: Executive Micro MBA in Action 4.0 2018 Chulalongkorn University' & Certificate of Dangerous Goods Regulation – Awareness 2019

**Work experience**

2017 – Present	Director	Sonic Interfreight Public Company Limited / Logistics
2002 – Present	General manager	Sonic Interfreight Public Company Limited / Logistics
1999 – 2002	Sales Manager	Sonic Interfreight Public Company Limited / Logistics
1995 – 1999	General manager	Solex Express Company Limited / Logistics

**Current position** : Director  
Sonic Interfreight Public Company Limited

**Shareholding Proportion (%)** : No shares held

**Family relationship with management or major shareholder:** None

## History of Work

### Position as a director / executive in the business

- (A) Number of companies holding non-listed companies  
- No tenure -
- (B) Name of listed company  
(other)  
- No tenure -
- (C) Specify the name of the business type in the event that it may cause a conflict of interest: None

**Number of years in the position** : 4 Years (2017 - Present) (Appointed as a director on 5 April 2017)

**Direct and indirect interests in any business in which the company or subsidiary is a party** : None

**Meeting attendance in 2021** : 4/4

**Forbidden properties** : There is no record of criminal offense in the offense. Property Which was done dishonestly

**Name - Surname** : **Mr. Ranut Lieolertsakulchai**

**Type of director** : Director

**Ages** : 48 Years

**Nationality** : Thai

**Educational background** : Bachelor of Arts in Mass Communication, Ramkhamhaeng University

**Director Training Program** : Certificate of Director Accreditation Program (DAP), Class of 131 /2016  
 : Certificate of Customs Specialist No.1490  
 : Certificate of Executive Micro MBA in Action 4.0  
 : Certificate of Finance for Non-Finance Program, Class of 3  
 : Certificate of Operation Supply Chain Management  
 : Certificate of Occupational Standards and Logistics Professional Standard, Class of 4  
 : Certificate of Digital Economy for Management (DE4M) Class of No.11

**Work experience**

2021 – Present	General manager	Sonic Interfreight Public Co., Ltd.
2016 – Present	Director	Sonic Interfreight Public Co., Ltd./ Logistics
2016 – 2021	General manager	Grand Link Logistics Co., Ltd.
2012 – 2015	General manager	Genesis Logistics Co., Ltd./ Logistics

**Current position** : Director / company secretary  
 Sonic Interfreight Public Co., Ltd.

**Shareholding Proportion (%)** : 3.34

**Family relationship with management or major shareholder:** None

**History of work**

**Position as a director / executive in the business**

(A) Number of companies holding non-listed companies

- No tenure -

Name of listed company

(B) (other)

- No tenure -

(C) Specify the name of the business type in the event that it may cause a conflict of interest : None

**Number of years in the position** : 5 Years (2016 - Present) (Appointed as a director on 26 April 2016)

**Direct and indirect interests in any business in which the company or subsidiary is a party** : None

**Meeting attendance in 2021** : 4/4

**Forbidden properties** : There is no record of criminal offense in the offense. Property Which was done dishonestly

**Name - Surname** : Mr. Panuwat Prathumsri

**Type of director** : Manager

**Ages** : 43 Years

**Nationality** : Thai

**Educational background** : Master of Business Administration ( Logistics and Supply Chain Management),  
Sripatum University  
: Master of Business Administration, Ramkhamhaeng University  
: Bachelor of Economics (Business Economics), Sripatum University

**Director Training Program** : Certificate of Director Accreditation Program (DAP), Class of 169 /2020

**Work experience**

2009 – Present	Assistant General Manager	Sonic Interfreight Public Company Limited / Logistics
2009 – 2018	Transport manager	Sonic Interfreight Public Company Limited / Logistics

Current position : Assistant General Manager

**Shareholding Proportion (%)** : 0.04

**Family relationship with management or major shareholder:** None

#### History of Work

##### Position as a director / executive in the business

- (A) Number of companies holding non-listed companies  
- No tenure-
- (B) Name of listed company  
(other)  
- No tenure-
- (C) Specify the name of the business type in the event that it may cause a conflict of interest: None

**Number of years in the position** : 6 Years (2015-Present) (Appointed as a Executive officers 16 November 2015)

**Direct and indirect interests in any business in which the company or subsidiary is a party** : None

**Meeting attendance in 2021** : 4/4

**Forbidden properties** : There is no record of criminal offense in the offense. Property Which was done dishonestly

**Name - Surname** : Mr. Patiphan Plengchawee

**Type** : Executive

**Ages** : 41 Years

**Nationality** : Thai

**Educational background** : Bachelor of Science (Printing Technology and Communication), Rajamangala University of Technology Thanyaburi

**Executive Training** : -None-

**Work experience**

2017 – Present	Assistant General Manager	Sonic Interfreight Public Company Limited / Logistics
2016 - 2017	Marketing Manager	Sonic Interfreight Public Company Limited / Logistics
2010 – 2015	Branch Manager	Genesis Logistics Company Limited / Logistics
2006 - 2015	Sales Manager	Genesis Logistics Company Limited / Logistics

**Current position** : Assistant General Manager  
Sonic Interfreight Public Company Limited

**Shareholding Proportion (%)** : 0.86

**Family relationship with management or major shareholder:** None

## History of work

### Position as a director / executive in the business

- (A) Number of companies holding non-listed companies  
- No tenure -  
Name of listed company
- (B) (other)  
- No tenure -
- (C) Specify the name of the business type in the event that it may cause a conflict of interest : None

**Number of years in the position** : 5 Years (2019 - Present) (Appointed as a Executive officers 16 November 2019)

**Direct and indirect interests in any business in which the company or subsidiary is a party** : None

**Meeting attendance in 2021** : None

**Forbidden properties** : There is no record of criminal offense in the offense. Property Which was done dishonestly

<b>Name - Surname</b>	: Ms. Kanokwan Piritburana
<b>Type</b>	: Chief Financial Officer
<b>Ages</b>	: 43 Years
<b>Nationality</b>	: Thai
<b>Educational background</b>	: Master of Science (Accounting Information System), Chulalongkorn University : Bachelor of Business Administration (Accounting), Ramkhamhaeng University
<b>Executive Training</b>	
	: TSI "CFO Refresher" 2565 : THE NEW CFO 2022 "Driving Business Growth through Mergers & Acquisitions " : CFO 2023 NYC MANAGEMENT Co.,Ltd : TFRS9 2022 NYC MANAGEMENT Co.,Ltd : TLCA CFO CPD 1/2022 How to improve Financial Statement for Thai Listed Company : TLCA CFO CPD 2/2022 "Economic Update for CFO" : TLCA CFO CPD 3/2022 "PDPA for Accounting and Finance" : TLCA CFO CPD ครั้งที่ 4/2022 Understanding Digital Asset as CFO" : TLCA CFO CPD 6/2022 CFO Role for Company's Sustainability : IR Fundamental Course 2565
<b>2022</b>	
<b>2021</b>	: TLCA CFO Professional Development Program No. 1/2564 "Economic update for CFO" : TLCA CFO CPD No. 2/2564 "COVID 19 Implications for Financial Reporting and Audit" : How to Write an Effective MD&A : TLCA CFO CPD No. 3/2021 "How to Manage the Company's Finance & Accounting and Communicate with Stakeholders during COVID-19 Crisis" : TLCA CFO CPD No. 4/2021 "How finance leaders are adapting within the new normal" : TLCA Webinar on the topic of Stakeholder Reporting Practice Guidelines and what you Insider Policy : TLCA CFOCPD No. 5/2021 section "Fraud & Cyber Security Risk" : TLCA CFO CPD No. 6/2021 section "ESG Integration in Sustainable Investing" : TLCA CFO CPD No. 7/2021 section "Economic update for CFO" : NYC MANAGEMENT CO., : CFO 2022 : CFO Refresher Course, Class 2/2021, Capital Market Knowledge Development Center (TSI) Stock Exchange of Thailand : Courses, trends, directions for doing M&A, important points to consider and M&A strategy Stock Exchange of Thailand
<b>2020</b>	: CFO Refresher Course, Class 1, Capital Market Knowledge Promotion Center (TSI)



Market Securities of Thailand

- : THE NEW CFO (Crisis Financial officer), Association of Listed Companies MAI
- : Corporate Finance Program, Class 1/2020, Federation of Accounting Professions Under royal patronage
- : Beyond Treasury Management, Class 1/2020, Federation of Accounting Professions Under royal patronage
- : Corporate Sustainability Strategy, Class 4, Center Business development for sustainability

2019

- : Strategic CFO in Capital Markets Program, Class 9/2019, Development Promotion Center Capital Market Knowledge (TSI) The Stock Exchange of Thailand
- : TLCA CFO Professional Development Program (TLCA CFO CPD). The SEC to develop capital markets and support the work of listed companies "year. 2019
- : TLCA CFO Professional Development Program (TLCA CFO CPD) Course "Automation & RPA (Robot Process Automation) for Accounting" 2019
- : TLCA CFO Professional Development Program (TLCA CFO CPD). Supervision of Quarterly Financial Statements "Year 2019

2018

- : CFO's Orientation Course for New IPOs, Capital Market Knowledge Development Promotion Center (TSI) The Stock Exchange of Thailand
- : Course Corporate Sustainability Strategy Class 4 (Invitation for specific group only)

#### Work experience

2017 – Present	Chief Financial Officer	Sonic Interfreight Public Company Limited / Logistics
2016 – 2017	Accounting and Finance Manager	Sonic Interfreight Public Company Limited / Logistics
2013 - 2016	Assistant Director of Accounting and Finance	Rama 3 Honda Cars Company Limited / Car Dealer and Service
2010 - 2013	ERP and Accounting Integrator	Almacom (Thailand) Limited / Business Information Technology System Installation and Consultant

#### Current position

- : Chief Financial Officer
- Sonic Interfreight Public Company Limited

#### Shareholding Proportion (%)

- : 0.04

Family relationship with management or major shareholder: None

#### History of work

##### Position as a director / executive in the business

(A) Number of companies holding non-listed companies

- No tenure -

(B) Name of listed company  
(other)

- No tenure -

(C) Specify the name of the business type in the event that it may cause a conflict of interest: None

**Number of years in the position** : 4 Years (2017- present) ((Appointed as a Executive officers 1 October 2017)

**Direct and indirect interests in any  
business in which the company or  
subsidiary is a party** : None

**Meeting attendance in 2021** : None

**Forbidden properties** : There is no record of criminal offense in the offense. Property Which was done  
dishonestlyv

**Name - Surname** : Piyathida Thangoad

**Type** : Accountant

**Ages** : 49 Years

**Nationality** : Thai

**Educational background** : Bachelor of Business Administration (Accounting),  
: Rajamangala University of Technology Krungthep

: The course summarizes important mistakes for accountants, along with practical guidelines to be correct according to accounting principles.

**Executive Training** : PDPA for Accounting and Finance

**Work experience**

2022 – present	Chief Accountant	Sonic Interfreight Public Company Limited / Logistics
2016 – 2021	Senior Accountant	Sonic Interfreight Public Company Limited / Logistics

**Current position** : Chief Accountant  
Sonic Interfreight Public Company Limited

**Shareholding Proportion (%)** : 0.03

**Family relationship with management or major shareholder:** None

**History of work**

**Position as a director / executive in the business**

(A) Number of companies holding non-listed companies

- No tenure -

(B) Name of listed company

(other)

- No tenure -

(C) Specify the name of the business type in the event that it may cause a conflict of interest: None

**Number of years in the position** : 3 Years (2019- present) ((Appointed as a Executive officers 1 January 2018)

**Direct and indirect interests in any business in which the company or subsidiary is a party** : None

**Meeting attendance in 2021** : None

**Forbidden properties** : There is no record of criminal offense in the offense. Property Which was done Dishonestly

**Attachment 2**
**Details of the Directors of the Subsidiary**
**Details of the Board of Directors And management of the Company, subsidiaries and related companies.**

Companies	Name-Surname	Asst Prof Dr.Wanchai Rattana Wong	Assoc. Prof. Kalyaporn Panmareng	Mr. Rattawat Suksaichon	Mr. Kanwat Aran	Mr. Santisuk Kosiarpanant	Mr. Vutthichai Suriyavorawong	Mr. Ranut Lieolertsakulchai	Ms. Saowaluk Ninwaew	Mr. Patiphan Plengchawee	Mr. Panuwat Prathumsri	Ms. Kanokwan Piritburana
SONIC INTERFREIGHT PUBLIC COMPANY LIMITED		CD, ID	D, ID, AC, NR	D, ID, AC	D, ID, AC,NR	D, CEO, NR, EX, M	D,CG, EX, M, RM	D, RM, CG, EX	M, CSR	M, CG	M, CSR	M
GRANDLINK LOGISTICS COMPANY LIMITED						D						
GLS INTERFREIGHT CO., LTD.						D						
PRESIDENT AUTOMOBILE INDUSTRIES PLC.			D		D							
CHOW STEEL INDUSTRIES PUBLIC COMPANY LIMITED			D, AC, NR, RM		D							
K & PARTNER COMPANY LIMITED					D							
THE DESIGN INTER PROPERTY COMPANY LIMITED						D						
PK GOOD TIRES COMPANY LIMITED										D		
LRDI (THAILAND) COMPANY LIMITED		D										
SKSBUS PROPERTY (THAILAND) COMPANY LIMITED						D						
NEW FRONTIER CONSULTANT COMPANY LIMITED		D										
PINTHONG INDUSTRIAL PARK PLC				D								
SANKO DIECASTING (THAILAND) PUBLIC COMPANY LIMITED				NR,EX,D,CEO								

**Remarks** CD = Chairman of the Board of Directors D = Company Directors NR = Nomination and Remuneration Committee

EX = Executive Committee CG = Corporate Governance Working Group

RM = Risk Management Working Group ID = Independent Director M = Management

CEO = Chief Executive Officer AC = Audit Committee

**Attachment 3**

Details of the internal audit supervisor and the company's compliance supervisor

NAME- SURNAME / POSITION	AGE (YEARS)	EDUCATIONAL QUALIFICATIONS / TRAINING HISTORY	SHAREHOLDING PROPORTION (PERCENT)	FAMILY RELATION WITH EXECUTIVES	WORK EXPERIENCE IN THE PAST 5 YEARS		
					TIME PERIOD	POSITION	COMPANY
Assoc. Prof. Dr.Thitaporn Sinjaroonsak / Managing Director	48	- Doctorate in Accountant, Ramkhamhaeng Universit	0.00	None	2552 - Present	The dean of Accountant Faculty	Sripathum University
		- Certified Internal Auditor: CERTIFIED INTERNAL AUDITOR (CIA) of THE INSTITUTE OF INTERNAL AUDITORS (IIA)			2552 – Present	Director of Accountant Master Degree	Sripathum University
		- Master's Degree, Master Degree of Business Administration (M.B.A.) Stamford International University			2552 - Present	President of CPIAT Committee	The Institute of Internal Auditors of Thailand. (IIAT)
		- Bachelor of Business Administration (B.B.A.) Major in Accounting Krirk University			2554 - Present	Representative of Federation of Accounting Professions	Federation of Accounting Professions
		- Comprehensive Auditing Course - Intermediate Certified Accountants and Auditors Association of Thailand					
		- Comprehensive Auditing Course - Advanced Federation of Accounting Professions					

NAME- SURNAME /	AGE (YEARS)	EDUCATIONAL QUALIFICATIONS / TRAINING HISTORY	SHAREHOLDING PROPORTION	FAMILY RELATION WITH	WORK EXPERIENCE IN THE PAST 5 YEARS		
		<ul style="list-style-type: none"> <li>- Course on reviewing the internal control system using the international framework of internal control</li> <li>- Course for reviewing the preparation process And follow up the implementation of the strategic plan</li> <li>- Workshop course to reduce production costs with Material Flow Cost Accounting</li> <li>- Training on corporate risk management in the COSO-ERM concept</li> </ul>			2553 - Present	President of Thesis Committee	Sripathum University
					2565 - Present	Managing Director	Pattarakiat Accountancy and Legal Co., Ltd.

#### Attachment 4

Assets used in business and details of property appraisal items

As of December 31, 2021, the Group has assets used in business operations. After deducting the accumulated depreciation that appeared in the consolidated statement of financial position of the company equal to 656,590,368 baht is as follows

Asset type	Net book value (baht)	Proprietary	Obligation
property	350,295,141	OWNED	Bank mortgage
property improvement	30,615,097	OWNED	Bank mortgage
Warehouses, buildings and building improvements	51,874,248	OWNED	Bank mortgage
Tools and equipment	7,099,482	OWNED	NONE
Decoration and office equipment	14,282,937	OWNED	NONE
Vehicles	125,627,847	OWNED	NONE
Work during installation and construction	73,715	OWNED	NONE
<b>property, plant and equipment</b>	<b>579,868,467</b>		
Buildings and building improvements	6,076,006	Leasehold	Lease
Vehicles	70,645,895	OWNED	Capital lease
<b>Total assets/1</b>	<b>76,721,901</b>		
<b>Total</b>	<b>656,590,368</b>		

Remarks / 1 It is classified under IFRS 16 on lease agreements.

By the company group Have a mortgage of land Buildings and improvements With financial institutions as collateral for loans Which shows details of the mortgage obligations in details of the assets used in business operation



Details of assets used in business operation of the Group Can be summarized as follows

Asset type	Property details	Obligation
property	<p>Title deed number 2095, area 5 rai 2 ngan 75 square wa, located at 84 Moo 15 Soi King Kaew 21, King Kaew Road, Bang Phli Yai Subdistrict, Bang Phli District, Samut Prakan Province.</p> <p>Land title deed number 71692, area 4 rai 2 ngan, 16 square wa, located at 84 Moo 15 Soi King Kaew 21, King Kaew Road, Bang Phli Yai Subdistrict, Bang Phli District, Samut Prakan Province.</p> <p>Land title deed number 118715, area 1 rai 3 ngan 22 square wa, located at 84/1 Village No. 15, Soi King Kaew 21, King Kaew Road, Bang Phli Yai Subdistrict, Bang Phli District, Samut Prakan Province.</p> <p>Land Title Deed No. 5664, area 5 rai 88 square wa, located at 84/1 Village No. 15, Soi King Kaew 21, King Kaew Road, Bang Phli Yai Subdistrict, Bang Phli District, Samut Prakan Province.</p> <p>Land title deed number 57739, area 7 rai 3 ngan 31 square wa located at 81 Moo 15 Soi King Kaew 21, Bang Phli Yai Subdistrict, Bang Phli District, Samut Prakan Province.</p>	<p>Mortgaged as collateral for bank loans totaling 89.18 million baht and as collateral for promissory notes totaling 212.60 million baht</p>
	<p>Title Deed No. 185197 and No. 185198 (including 2 title deeds), total area of 32.6 square wah, located at. 106 / 45-6 Moo 9, Thungsukla Subdistrict, Sriracha District, Chonburi Province.</p> <p>Land title deed number 173107, area 12 rai 1 ngan 87.2 square, located at Tambon Nong Kham, Amphoe Si Racha, Chonburi Province.</p> <p>Land title deed number 63932, area 9 rai 45.2 square wah, located at Tambon Nong Kham, Amphoe Si Racha, Chonburi Province.</p> <p>Title deed no. 43412, area 33 rai 1 ngan 9 square wa, located at Nong Kham Subdistrict, Si Racha District, Chonburi Province.</p>	
property improvement		Mortgage to secure a land based bank loan

Asset type	Property details	Obligation
Warehouses, buildings and building improvements	King Kaew Branch Office Building Location 84 Moo 15 Soi King Kaew 21, King Kaew Road, Bang Phli Yai Subdistrict, Bang Phli District, Samut Prakan Province Purpose used as an office And free zone warehouse	Mortgaged as collateral for bank loans totaling 89.18 million baht and as collateral for promissory notes totaling 212.60 million baht
	King Kaew 2 Branch Office Building Location 84/1 Moo 15 Soi King Kaew 21, King Kaew Road, Bang Phli Yai Subdistrict, Bang Phli District, Samut Prakan Province Purpose used as an office And distribution center	
	Laem Chabang Branch Office Building Location 106 / 45-6 Moo 9, Thungsukla Subdistrict, Si Racha District, Chonburi Province Objective Used as Laem Chabang Branch Office	Mortgage as collateral for bank loans totaling 122.77 million baht and as collateral for promissory notes totaling 242.50 million baht
	Logistics service areas Location 509/10 Moo 3, Nong Kham Subdistrict, Sriracha District, Chonburi Province Objective To be used as a logistics service area in the EEC area.	
Buildings and building improvements	Headquarters building Location 79 / 345-350 Sathu Pradit Road Chong Nonsi Subdistrict, Yannawa District, Bangkok Objective used as the head office Of the company group	Rights of use assets Acquired from leasehold right over 30 years contract, current 12 years remaining
Vehicles	59 tractor units, 197 towed vehicles, other vehicles and related equipment 34 tow trucks, 40 towed trucks (right to use assets)	None
		Capital lease

Apart from the assets used in the business operation of the Company and its subsidiaries Rented space with the details of the lease as follows

Lease	contract details
1. Lease Agreement of the Port Authority of Thailand  Port Authority of Thailand area Klongtoey Sub-district, Klongtoey District Bangkok	Lessee: Company Lessor: Entity that is not related to the company. Period: 1 December 2020 - 30 November 2021 Rental area: 24 square meters Rent: 6,600 baht per month (excluding electricity, phone bills, etc.) Purpose: To be used as an office within the goods department for export. Contract renewal condition: The lessee must notify in writing to the lessor at least 30 days prior to the expiration of the contract.
3. Service Agreement Office area 3, AO Building 3 4th Floor, Room 3, Village No. 7, Racha Thewa Sub-district, Bang Phli District, Samut Prakan Province	Lessee: Subsidiary Lessor: Person who is not related to the company. Period: 1 March 2021 - 31 August 2021 Service area: about 25.62 square meters Service fee: 25,000 baht per month (including electricity usage, copier, etc.) Objective: To operate a business as an office Conditions of contract extension: The applicant must notify the service provider at least 30 days in advance of the contract termination date.

### Intangible assets

Details of the intangible assets of the company used in business operation are important as follows:  
Computer program. The net book value as of December 31, 2022 equals to 1.29 million baht.

## insurance

Insurance policy of the company group It is a type of insurance policy for property risks caused by various disasters and accidents (Industrial All Risks Insurance), Cargo Liability and other property liability. Used in business with details as follows

company	Insurance type	Insured details	Beneficiary	Insurance limit (Million baht)
company	Property All Risks Insurance Policy	Building (Not including the foundation) including furniture, including improvements, extension of the building	Company, Subsidiary Company	43
		- Buildings (Excluding foundation) including improvements, additions, fences, gates, utilities, furniture, fixtures, fixings Office equipment Computer systems (Hardware only) Computers, tools, appliances, machinery and related equipment of all kinds. - Stock all kinds of products - Fuel tank and fuel pump	Bank of Ayudhya Public Company Limited	81.38
		- Buildings (Excluding foundation) including improvements, additions, fences, gates, utilities, furniture, fixtures, fixings Office equipment Computer systems (Hardware only) Computers, tools, appliances, machinery and related equipment of all kinds. - Stock all kinds of products	Kasikorn Bank Public Company Limited	47
company	International cargo operator liability insurance policy	1. Responsibility to Product	Company	8
		2. responsibility to Customs		
		3. Responsibility to third parties		
		4. Responsibility from mistake, neglect.		
company	Carrier liability insurance policy	Wood furniture, glass, ceramics, fragile items, general merchandise	Company	317
company	Third party liability insurance policy	Third party liability	Company	12

company	Insurance type	Insured details	Beneficiary	Insurance limit (Million baht)
company	Insurance policy for liability under the law arising from the operation of oil control business	Responsibility to third parties	Company	2.50
company	International Freight Forwarding Insurance Policy	1. Responsibility for mistakes and neglect 2. Liability from other fines	Company	5 hundred thousand USD
Subsidiary Company	International cargo operator liability insurance policy	1. Responsibility to Product	Subsidiary Company	8
		2. responsibility to Customs		
		3. Responsibility to third parties		
		4. Responsibility from mistake, neglect.		
Subsidiary Company*	International cargo operator liability insurance policy	1. Responsibility from mistake, neglect.	Subsidiary Company	5 hundred thousand USD
		2. Liability from other fines		

Note: \* The subsidiary has taken out this liability insurance through GL Strategic Pte Ltd because the subsidiary used to transport the US route through such partner. A subsidiary is required to issue a consignment note for the transportation of goods; therefore, this international freight forwarder is required to provide liability insurance.

### Documents or licenses that are essential to the conduct of company business.

The Company and its subsidiaries are granted a business license. With the following important details

company	Important documents or licenses	Issuer of important documents or licenses	Time period
company	License of multimodal transport operator (Head office)	Marine Department	23 July 2022 - 22 July 2027
	License to set up a branch for the business of registered multimodal transport operator (King Kaew 2 branch)	Maritime Regulatory Division	26 December 2022 - 22 July 2027
	License to set up a branch for the business of registered multimodal transport operator (Chonburi Branch)	Superintendent Maritime	26 December 2022 - 22 July 2027
	License to operate non-fixed route transport by vehicles used to transport animals or things	Department of Land Transport	1 June 2022 - 31 May 2027
	License to operate non-fixed route international transport by vehicles used to transport animals or things	Department of Land Transport	27 October 2019 - 26 October 2024
	License for opening and loading containers for export in Bangkok Port	Port Authority of Thailand	11 October 2022 - 10 October 2027
	License to establish a free zone	Customs Department	Since March 11, 2009
	Certificate as an operator in a free zone	Customs Department	Since 27 November 2009
Subsidiary Company	License of multimodal transport operator	Marine Department	5 November 2020 - 4 November 2025

### Investment Policy in Subsidiaries

The company will invest in accordance with the policy approved by the Board of Directors. By investing in subsidiaries and associates In the event that it deems appropriate and appropriate, the company will supervise by sending a representative of the company Who is the director Or executives to represent in subsidiaries or associated companies at least in proportion to the Company's shareholding In the administration and compliance with the requirements of the Stock Exchange of Thailand Regarding the entering into a connected transaction or the acquisition or disposition of assets of the Company Strictly If the operation affects the company Significantly Must seek approval from the Board of Directors meeting of the Company first.

## Attachment 5

### Guidelines for the practice of good corporate governance (5 practices)

By the Securities and Exchange Commission Most recently announced For the purpose of being a guideline, the board of directors of listed companies will apply to oversee the business to have good long-term performance. Reliable for shareholders and those around you for the purpose of creating sustainable value in the business. Meet the expectations of both the business sector, investors as well as the capital market and society as a whole.

The Board of Directors recognizes the importance of establishing and promulgating good corporate governance principles in accordance with the said practice in the company. To be a guideline in conducting business for all relevant sectors The 5 guidelines, including guidelines for each of the practices, are applied to suit the business context of the company. The 5 practices are as follows,

- Principle 1      Establish Clear Leadership Role and Responsibilities of the Board
- Principle 2      Define Objectives that Promote Sustainable Value Creation
- Principle 3      Strengthen Board Effectiveness
- Principle 4      Ensure Effective CEO and People Management
- Principle 5      Nurture Innovation and Responsible Business
- Principle 6      Strengthen Effective Risk Management and Internal Control
- Principle 7      Ensure Disclosure and Financial Integrity
- Principle 8      Ensure Engagement and Communication with Shareholders

### Good Governance

Principle 1	Establish Clear Leadership Role and Responsibilities of the Board
Principle 1.1	The Board of Directors should understand its leadership role and realize its responsibilities in overseeing the company and ensure the good governance, including:
Guidelines	<ul style="list-style-type: none"> <li>1) Define objectives</li> <li>2) Determine strategies, operation policy as well as allocating necessary resource to achieve the objectives and targets</li> <li>3) Monitor, evaluate and report on performance</li> </ul>
Principle 1.2	The Board of Directors should exercise its leadership role and pursue the following governance outcomes;



Guidelines	<ol style="list-style-type: none"> <li>1) Competitiveness and performance with long-term perspective</li> <li>2) Ethical and responsible business</li> <li>3) Good corporate citizenship</li> <li>4) Corporate resilience</li> </ol>
Principle 1.3	The Board of Directors should oversee all directors and executives perform their duty with care and loyalty and ensure the company to operate business in accordance with laws, rules and the Shareholder's Meeting Resolution.
Guidelines	<ol style="list-style-type: none"> <li>1) The Company must abide by law, rules and other regulations related to Securities and Exchange Act B.E.2535 (1992).</li> <li>2) The Board of Directors must oversee the Company to have adequate systems and ensure that the company operation complies with applicable law, rules, the Shareholder's Meeting resolution as well as policy or specified matters with necessary approved procedure such as investment, related transaction, related party transaction, acquisition or disposal of assets and dividend payment, etc.</li> </ol>
Principle 1.4	The Board of Directors should understand scopes and responsibilities of the Board and set the scope of duty assignment and responsibilities to Managing Director and Management clearly as well as monitoring Managing Director and Management's performance of assigned duties.
Guidelines	<ol style="list-style-type: none"> <li>1) The Board of Directors should make charter or Board charter which indicates roles and responsibilities of the Board as a reference when performing duty and the Board should review the charter regularly at least once a year as well as always reviewing roles and responsibilities division among the Board, Managing Director and Management to be in accordance with the organization vision.</li> <li>2) The Board of Directors should understand scopes and responsibilities itself and provide written direction of authority to Management. However, the assignment does not release duty of responsibility of the Board. The Board of Directors still needs to monitor Management to perform duties as assigned.  Accordingly, the scopes of duties of the Board of Directors, Managing Director and Management are divided to principles as follows; <ul style="list-style-type: none"> <li>➤ <u>Matters which the Board should have primary responsibility</u> <ol style="list-style-type: none"> <li>a) Defining objectives and business model</li> <li>b) Developing culture of compliance, ethical conduct and lead by example</li> <li>c) Overseeing structure and practice of the Board of Directors for achieving the company's objectives</li> <li>d) Ensuring suitable selection, remuneration, development and assessment of CEO</li> <li>e) Ensuring appropriate compensation that attracts the personnel</li> </ol> </li> <li>➤ <u>Matters which is involving shared responsibility with Management</u></li> </ul> </li> </ol>

	<ul style="list-style-type: none"> <li>a) Setting and reviewing strategies, targets and annual plan</li> <li>b) Ensuring appropriateness of risk management system and internal control</li> <li>c) Defining Management's responsibilities</li> <li>d) Setting scopes of resource allocation, development and budgets such as policies, human resource development plan and IT policy</li> <li>e) Monitoring and evaluating performance</li> <li>f) Ensuring financial disclosure and financial statement to be reliable</li> </ul>
	<p>➤ <u>Matters which should not get involved with</u></p> <ul style="list-style-type: none"> <li>a) Executing the activities to be under strategies, policies and plans that the Board of Directors approved (The Board of Directors shall allow Management to response and make decision on purchasing, procurement, staffing, etc. that conduct and operations are in compliance with the company's policies and monitoring without intervention except when necessary.</li> <li>b) Getting involved in prohibited matters such as any transaction approval which the Board of Director may have interest, etc.</li> </ul>
<u>Principle 2</u>	Define Objectives that Promote Sustainable Value Creation
Principle 2.1	The Board of Director should define objectives that promote sustainable value creation to the company, stakeholders and overall social.
Guidelines	<ul style="list-style-type: none"> <li>1) The Board of Director should ensure that the company has clearly and properly defined objectives which are able to support the company's business model and communicate to all concerned to drive to the same direction in the form of the company's vision and values or principles and purposes or others.</li> <li>2) When accomplishing objectives or main targets, the Board of Directors shod set the business model which is sustainable value creation to the company, stakeholders and overall social by considering factors as follows; <ul style="list-style-type: none"> <li>a) Environment and changes of other factors including the appropriate use of innovation and technology</li> <li>b) Customers and stakeholders' need</li> <li>c) Readiness, proficiency, competitiveness of the company</li> </ul> </li> <li>3) The company's values should have part of reflect characteristics of good corporate governance such as accountability, integrity, transparency, due consideration of social and environmental responsibilities, etc.</li> <li>4) The Board of Director should promote communication and reinforce the company's objectives and main targets to reflect in decision making and operation of all levels staffs until it became corporate culture.</li> </ul>
Principle 2.2	The board of Directors should ensure that the company's annual and medium-term objectives, goals,

	strategies, and plans are consistent with the long-term objectives, while utilizing innovation and technology effectively.
Guidelines	<ol style="list-style-type: none"> <li>1) The board of Directors should ensure that the company's strategies and annual plan are in accordance with the company's main objectives while considering the business environment, opportunities, and the company's acceptable risk. The board of Directors should support to review objectives, goals and strategies in medium-term 3-5 years to ensure the strategies and annual plan are annually reviewed its long-term effect and updated as appropriate.</li> <li>2) The Board of Director should ensure that there is environment, factors, and risk analysis in the strategy and annual plan which may impact concerned stakeholders in the value chain including other factors which may influence the company's achievement. The company should ensure that a mechanism for stakeholders engagement is in place as follows; <ol style="list-style-type: none"> <li>a) Clearly define practices and procedures of communication channel between stakeholders and the company to ensure that enable the company to access and receive information or stakeholders' need in each group.</li> <li>b) Clearly identify related stakeholder both internal and external as individual, groups, and organizations such as employees, investors, customers, business partners, communities, society, environment, government sector and regulator.</li> <li>c) Identify matters and expectations of stakeholders for analysis, prioritizing and considering the impact which will cause the company and stakeholders. Accordingly, to select important matter to be value creation with stakeholders.</li> </ol> </li> <li>3) When developing strategies, the Board of Director should promote innovation creation and use of innovation and technology to enhance competitiveness, respond to stakeholders and remain under social and environmental responsibilities.</li> <li>4) When considering the company's targets which consider appropriateness of business environment and the company's potential, the Board of Director should set the targets both financial and non-financial. Besides, the company should ensure the targets will not lead to illegal or unethical conduct.</li> <li>5) The Board of Director should oversee and ensure to have objectives and targets communication in the strategies and plans throughout the organization.</li> <li>6) The Board of Director should oversee and ensure appropriate resource allocation and monitor the implementation of the company's strategies and annual plans which may assign the person to be responsible to this matter.</li> </ol>
<u>Principle 3</u>	Strengthen Board Effectiveness
Principle 3.1	The Board of Directors should be responsible for determining and reviewing the Board structure, in terms of size, composition, and the proportion of independent directors so as to ensure its leadership role in achieving the company's objectives.

Guidelines	<p>1) The Board of Directors should ensure the Board consists of directors with various qualifications, skills, experiences, abilities, character traits as well as gender and age which are necessary for achieving the company's objectives and main targets. The Board of Directors should establish a skills matrix to ensure that the Board is overall with appropriate qualifications and able to understand and respond the stakeholders' need. Besides, there must be at least 1 non-executive director who is experienced in business or in main industry of the company.</p> <p>2) The Board of Directors should consider the appropriate number of directors. Director should consist of no less than 5 members and no more than 12 members to ensure the efficient operation.</p> <p>3) The Board of Directors should balance the proportion between executive directors and non-executive directors properly by;</p> <ul style="list-style-type: none"> <li>a) Majority of the Board of Directors should be non-executive directors who are able to give opinions independently on management's operation.</li> <li>b) Number and qualifications of the independent non-executive directors should be in line with Securities and Exchange Commission and the Stock Exchange of Thailand. The Board of Directors should oversee the independent director to be able to work with all directors efficiently and give opinion independently.</li> </ul> <p>4) The Board of Directors should disclose the diversity of policies, information of director including age, gender, education, experience, shareholding proportion, years of director and director position in other listed companies in the annual report and on the company's website.</p>
Principle 3.2	<p>The Board of Directors should select an appropriate person as the chairman and ensure that the Board composition serves the best interest of the company, enabling the Board to make its decisions as a result of exercising independent judgment.</p>
Guidelines	<ul style="list-style-type: none"> <li>1) Chairman of the Board of Directors should be an independent director.</li> <li>2) Chairman and CEO have different roles and responsibilities. The Board of Directors should clearly set authorities and roles of Chairman and CEO to ensure there will be no unlimited power and ensure power balance. Chairman position and CEO position should be separated.</li> <li>3) Chairman is responsible for leading the Board of Directors. Duties of Chairman are as follows; <ul style="list-style-type: none"> <li>a) Overseeing, monitoring and ensuring that the Board performs duties efficiently and achieve the organization's objectives.</li> <li>b) Ensuring that all directors take part in the company's ethical culture support and good corporate governance.</li> <li>c) Setting the Board Meeting agenda by discussing with CEO and ensuring the necessary matters are including in the agenda.</li> <li>d) Allocating time sufficiently for Management to propose the issues and for directors to</li> </ul> </li> </ul>

	<p>debate necessary matters thoroughly. Encouraging directors to exercise their independent judgment.</p> <p>e) Promoting good relationship between executive directors and non-executive directors and between the Board of Directors and Management.</p> <p>4) In the event that Chairman and CEO are not clearly separated, i.e., Chairman and CEO is the same person, Chairman is not an independent director, Chairman and CEO are family members or Chairman is a member of Management Team or has been assigned a management role. The Board of Directors should ensure the power balance between the Board of Directors and Management by considering;</p> <p>a) The Board of Directors consists of independent director more than half or</p> <p>b) Appointing one independent director to participate in considering the Board Meeting's agenda</p> <p>5) The Board of Directors should establish the policy that the tenure of an independent director should not exceed 9 years consecutively from the date of appointment. In the event that an independent director shall continue the tenure, the Board of Directors should consider and review as deemed necessary.</p> <p>6) The Board of Director should appoint sub-committees to ensure important matters, specific matters are reviewed thoroughly and ensure to screen information and to propose action for approval.</p> <p>7) The Board of Director should disclose the roles and responsibilities of the Board and sub-committees, the number of meetings and the number of directors attending the meetings in the previous year and all sub-committees performance.</p>
Principle 3.3	The Board of Directors should ensure and oversee the selection and nomination of directors is transparent and clear in order to have qualified directors which are in accordance with established policy.
Guidelines	<p>1) The Board of Directors should establish Nomination Committee. Majority of its members and Chairman should be independent directors.</p> <p>2) Nomination Committee should set the meeting for considering criteria and nomination process to ensure that the qualified directors are with proper knowledge, skills and the profiles meet the requirements and give opinions to the Board before proposing to the Shareholders' Meeting for appointment. Besides, shareholders should receive adequate information regarding candidates for their consideration.</p> <p>3) Nomination Committee should review rules and nomination process to suggest to the Board before nominating directors who completed their terms. In the event that Nomination Committee proposes the same director, that director's performance should be considered.</p>

	<p>4) In the event that the Board of Directors has appointed any person to be the advisor to the Nomination Committee, relevant information about that consultant should be disclosed in the annual report, including information about independence and conflict of interest.</p>
Principle 3.4	<p>When proposing remuneration of director to the Shareholders' Meeting for approval, the Board of Directors should consider the structure and remuneration are appropriate with responsibilities and attractive directors to lead the company to reach the targets both in short and long term targets.</p>
Guidelines	<ol style="list-style-type: none"> <li>1) The Board of Directors should establish Remuneration Committee. Majority of its members and Chairman are independent directors to consider and review the policies of remuneration.</li> <li>2) The remuneration of the board should be consistent with the company's strategies and long-term objectives, and reflect the experience, obligations, scope of work, accountability and responsibilities, and contribution of each director. Directors who have additional roles and responsibilities, such as a member of a committee, should be entitled to additional remuneration, comparable to industry practice.</li> <li>3) Shareholders must approve the Board of Directors' remuneration structure, including level and pay components (both financial and non-financial compensation). The Board of Directors should consider the appropriateness of each pay component, both in terms of fixed rates (such as retainer fee and meeting attendance fee) and remuneration paid according to the company's overall operation (such as bonus and rewards). The remuneration should reflect the values that the company creates for shareholders taking a long-term perspective on company performance, and the pay level should not be too high so as to avoid the Board excessively focusing on the company's short-term results.</li> <li>4) The Board of Directors should disclose the policies and rules of remuneration which reflect duties and responsibilities of each member as well as the pay component and level of compensation. The disclosed remuneration should include each director's remuneration from being director at the subsidiaries.</li> <li>5) In the event that the Board of Director appoints any person to be advisor to the Remuneration Committee, that advisor's information should be disclosed in the annual report as well as independent information or non-conflict of interest information.</li> </ol>
Principle 3.5	<p>The Board of Director should ensure that all directors have responsibilities and allocate their time sufficiently.</p>
Guidelines	<ol style="list-style-type: none"> <li>1) The Board of Director should ensure that there is a mechanism to support directors to understand their roles and responsibilities.</li> <li>2) The Board of Director set the policy to directors of holding position in other companies by considering performance of directors who hold multiple positions in many companies. To ensure that director can dedicate their time in performing duties adequately, number of listed companies is set to be not exceeding 5 listed companies. The effectiveness of duty performing may decrease significantly when director hold too many seats in the listed companies.</li> </ol>

	<ol style="list-style-type: none"> <li>3) The Board of Director should ensure to report and disclose the holding positions of directors in other companies.</li> <li>4) In the event that the Board of Directors hold director of executive position or have interest both directly and indirectly in other companies or be able to use opportunities or the company's information for personal gains, the Board of Directors should ensure that the company has adequate measure and report shareholders as appropriate.</li> <li>5) Each director should attend not less than 75% of all board meetings in any whole financial reporting year.</li> </ol>
Principle 3.6	The Board of Directors should ensure that the company's governance framework and policies extend to and are accepted by subsidiaries and other businesses in which it has a significant investment as appropriate.
Guidelines	<ol style="list-style-type: none"> <li>1) The Board of Directors should consider and set governance policies to its subsidiaries including; <ol style="list-style-type: none"> <li>a) Authority to appoint subsidiary directors, executives, or controlling persons. The Board of Director should have the authority to appoint except when those companies are small operating companies which is operating arms of the company, the Board of Director may delegate this authority to CEO.</li> <li>b) Duties and responsibilities of representative of those companies in a) to oversee the company representatives ensure the practice is in accordance with subsidiaries' policies. If the subsidiary has investors other than the company, the Board of Directors should require the company's appointed representatives to perform their best roles for the subsidiaries' interest and to be in accordance with policies of the company.</li> <li>c) Internal Control of subsidiaries which should be appropriate and concise adequately and all transactions are in line with laws and concerned rules.</li> <li>d) The integrity and timely disclosure of the material information of the subsidiary, including its financial information, related party transactions, acquisition and disposition of assets and other important transactions, capital increases or decreases and termination of subsidiary, etc.</li> </ol> </li> <li>2) For businesses that the company has or plans to hold a significant investment in (such as between 20 percent and 50 percent of shares with voting rights), other than subsidiaries, the board should ensure that shareholder agreements or other agreements are in place to enable the company's performance monitoring and participation in the businesses' management, including for approval of significant transactions and decisions. This is to ensure that the company has sufficient, accurate, and timely information for the preparation of its financial statements that conform with relevant standards.</li> </ol>



Principle 3.7	The Board of Directors should conduct a formal annual performance evaluation of the Board, its committees, and each individual director. The evaluation results should be used to strengthen the effectiveness of the Board.
Guidelines	<ol style="list-style-type: none"> <li>1) The Board of Directors and sub-committees should evaluate performance at least once a year to encourage the Board to consider and improve for further development. Standard should be set to be used in comparison with performance significantly.</li> <li>2) The annual assessment of the performance of the board and committees as a whole and on an individual director level should be based on self-evaluation, or alternatively, on cross-evaluation together with self-evaluation. The criteria, process, and results of the evaluation should be disclosed in the annual report.</li> <li>3) The company should appoint an external consultant to assist in setting guidelines and providing recommendations for a board assessment at least once every three years. This information should be disclosed in the annual report.</li> <li>4) The evaluation results should be used for ensuring that the directors collectively possess the right combination of knowledge, skills, and experience.</li> </ol>
Principle 3.8	The Board of Directors should ensure that the Board and each individual director understand their roles and responsibilities, the nature of the business, the company's operations, relevant law as well as always supporting all directors in learning and refreshing their skills and knowledge necessary to perform their directors' roles.
Guidelines	<ol style="list-style-type: none"> <li>1) The Board of Directors should ensure that newly appointed directors receive suggestion and useful information to perform duties including understanding in objectives, main target, vision, mission, corporate value and the nature of business and the company's operation.</li> <li>2) The Board of Directors should oversee directors to attend training and developing class to improve their knowledge continuously.</li> <li>3) The Board of Directors should understand laws, rules, standards, risks and business environment as well as receiving updated information.</li> <li>4) The Board of Directors should always disclose training report and knowledge development of the Board in the annual report.</li> </ol>
Principle 3.9	The Board of Directors should ensure that it can perform its duties effectively and have access to accurate, relevant and timely information. The board should appoint a company secretary with necessary qualifications, knowledge, skills, and experience to support the Board in performing its duties.
Guidelines	<ol style="list-style-type: none"> <li>1) The Board of Directors should set the meeting schedule and meeting agenda in advance to ensure directors will be able to manage their time and attend the meeting.</li> <li>2) The number of the Board Meetings should be appropriate to the obligations and</li> </ol>

	<p>responsibilities of the board and nature of the business, but the board should meet at least 4 times per financial year. If the Board Meetings are not held monthly, the Board should receive a report on the company's performance for the months in which the Board does not hold a board meeting, so that it can monitor management and company performance continuously and promptly.</p> <p>3) The Board of Directors should have a mechanism that allows each board member and management to propose the inclusion of relevant items on the meeting agenda.</p> <p>4) Meeting Documents should be sent to directors at least 7 days prior to the date of meeting.</p> <p>5) The Board of Directors should encourage the CEO to invite key executives to attend the Board Meetings to present details on the agenda items related to matters that they are directly responsible for, and to allow the Board to gain familiarity with key executives and assist succession planning.</p> <p>6) The Board of Directors should have access to accurate, relevant, timely and clear information required for their respective roles from the chief executive officer, company secretary, or designated executive. If necessary to discharge their responsibilities, the board may seek independent professional advice at the company's expense.</p> <p>7) Non-executive directors should be able to meet, as necessary, among themselves without the management team to debate their concerns and report the outcome of their meeting to the company's chief executive officer.</p> <p>8) The Board of Directors should appoint a company secretary with the necessary qualifications, knowledge, skills, and experience for performing his/her duties, including providing advice on corporate governance, legal, regulatory and administrative requirements, preparing board meetings and other important documents, supporting board meetings, and coordinating the implementation of board resolutions. The board should disclose the qualifications and experience of the company secretary in its annual report and on the company's website.</p> <p>9) The company secretary should receive ongoing training and education relevant to performing his/her duties. The company secretary is also encouraged to enroll on a company secretary certified program.</p>
<u>Principle 4</u>	Ensure Effective CEO and People Management
Principle 4.1	The Board of Directors should ensure that a proper mechanism is in place for the nomination and development of the chief executive officer and key executives to ensure that they possess the knowledge, skills, experience, and characteristics necessary for the company to achieve its objectives.
Guidelines	<p>a) The Board of Directors should establish, or assign the nomination committee to establish, the criteria and procedures for nomination and appointment of the chief executive officer.</p> <p>b) The Board of Directors should ensure that the chief executive officer appoints knowledgeable,</p>

	<p>skilled, and experienced key executives. The board or the nomination committee together with the chief executive officer should establish the criteria and procedures for nomination and appointment of key executives.</p> <p>c) To ensure business continuity, the board should ensure that development and succession plans for the chief executive officer and key executives are in place. The board should annually request reporting on the implementation of the development and succession plans from the chief executive officer.</p> <p>d) The Board of Directors should promote continuous development and education of the chief executive officer and key executives that is relevant to their roles.</p> <p>e) The Board of Directors should establish set clear policies and guidelines for the chief executive officer and key executives serving or wishing to serve as a director in other companies. The policies should set out permissible appointments and the permissible number of companies in which they are allowed to simultaneously serve as a director.</p>
Principle 4.2	The Board of Directors should ensure an appropriate compensation structure and performance assessment.
Guidelines	<p>1) The Board should ensure that the compensation structure rewards individual performance, incentivizes the chief executive officer, key executives, employees and staff at all levels to act in support of the company's objectives and values, and fosters long-term commitment by aligning incentives with future company performance through:</p> <ul style="list-style-type: none"> <li>a) appropriate combination of salary and other short-term compensation such as bonus, and long-term compensation such as employee stock ownership plan participation,</li> <li>b) ensure that the individual total compensation takes into account industry standards and company performance</li> <li>c) determine and communicate performance evaluation criteria.</li> </ul> <p>2) Non-executive directors are responsible for setting the remuneration and assessment for CEO as follows;</p> <ul style="list-style-type: none"> <li>a) ensure that the chief executive officer's performance evaluation is based on pre-determined criteria that have been communicated to the chief executive officer in advance. The performance evaluation criteria should incentivize the chief executive officer to perform his/ her duties in support of the company's objectives, values, and long-term sustainable value creation,</li> <li>b) perform or delegate to the remuneration committee, the annual performance evaluation of CEO. The chairman or a designated senior director should communicate the results including development areas of the performance evaluation to CEO.</li> <li>c) approve annual compensation of CEO, consider the performance of CEO and other relevant factors.</li> </ul> <p>3) The Board of Directors should approve the rules and factors of assessment and compensation structure and ensure that CEO assesses performance of executives in accordance with the</p>

	<p>rule.</p> <p>4) The Board of Directors should oversee to have rules and factors of the organization assessment.</p>
Principle 4.3	The Board of Directors should understand its responsibilities in the context of the company's shareholder structure and relationships which may impact the company's management and operation.
Guidelines	<ol style="list-style-type: none"> <li>1) The Board of Directors should understand the company's shareholder structure and relationships which is including written and non-written family agreements, shareholder agreements, or group company policies and may impact on the management control.</li> <li>2) The Board of Directors should oversee and ensure that the agreement as 4.3.1 shall not be an obstacle to the Board of Directors' performing duties such as succession planning.</li> <li>3) The Board of Directors should oversee that information is properly disclosed as agreements that have an impact on the company's control.</li> </ol>
Principle 4.4	The Board of Directors should monitor and oversee human resource management and development to ensure the suitable number of personnel, knowledge, skill and motivation.
Guidelines	<ol style="list-style-type: none"> <li>1) The Board of Director should ensure that the company is properly staffed, and that human resources management is in line with the company's objectives and furthers sustainable value creation. All employees and staff must receive fair treatment.</li> <li>2) The Board of Directors should ensure that the company establishes a provident fund or other mechanisms to oversee employees saving for their retirement as well as supporting to have training and development program for employees that promotes financial literacy and educates employees and staff on life path investments that are suitable for their age and risk level or ensure to have policy.</li> </ol>
<u>Principle 5</u>	Nurture Innovation and Responsible Business
Principle 5.1	The Board of Directors should give importance and support innovation creation that causes business value together with benefits for its customers, other stakeholders, society, and responsible for social

	and environment.
Guidelines	<ol style="list-style-type: none"> <li>1) The Board of Director should give importance in corporate culture creation to support the innovation and oversee management to review the strategy, operational development plan and performance monitoring.</li> <li>2) The Board of Directors should support innovation creation that enhances long-term value creation for the business in a changing environment. Such innovation may include designing innovative business models, products and services, promoting research, improving production and operation processes and collaborating with partners.</li> </ol>
Principle 5.2	The Board of Directors should monitor and oversee management to operate business with social and environment responsibilities and in the line with operational plan to ensure that all sections in the organization operate in accordance with objectives, main target and the company's strategy plan.
Guidelines	<ol style="list-style-type: none"> <li>1) The Board of Directors should encourage the mechanism to ensure that company's operations with ethics reflect the responsibility of environmental and social standards and ensure that appropriate company-wide policies and procedures are implemented to further the company's objectives, goals and strategies in support of sustainable value creation. Policies and procedures for running the business fairly and respecting and adhering to stakeholders' rights should at least cover the matters as follows; <ol style="list-style-type: none"> <li>a) Responsibilities to employee and workers by adhering with applicable law and relevant standard with fairness and respect human right including fair remuneration and other compensations, proper welfare which is not less than or more than applicable law, health care and workplace safety, training, potential development and other skills development.</li> <li>b) Responsibilities to customers by adhering with applicable law and relevant standard with health care and workplace safety, fairness, information privacy, after sales service throughout product, customer satisfaction following to improve products and services as well as advertising, sales conduct must be with responsibilities and not misleading or take any advantages for the customers' misunderstanding.</li> <li>c) Responsibilities to business partners by engaging in and expecting fair procurement and contracting, including fair contract or agreement conditions, developing potential and enhancing production and service standards in line with applicable law and standards, and expecting and supervising business partners to respect human rights, social and environmental responsibilities and the workers fairly including monitoring and evaluating that business partners operates business sustainably.</li> <li>d) Responsibilities to the community by applying business knowledge and experience to develop and follow up on the success of projects that can concretely add value to the community while respecting community interests.</li> <li>e) Responsibilities to the environment by preventing, reducing and managing negative impact on the environment from all aspects of the company's operation including in</li> </ol> </li> </ol>

	<p>the raw material use, energy use, water use, renewable resources use, rehabilitating the diversity of biology, waste management, and greenhouse gas emissions, etc.</p> <p>f) Fair competition by operating business with transparency and not creating unfair advantages in competition.</p> <p>g) Anti- corruption by ensuring that the company complies with applicable anti-corruption law and relevant standards. The company should have and announce policies of anti-corruption s to the public with participation in private sector anti-corruption initiatives and certification programs. The Board should encourage the company to collaborate with other companies and business partners to establish and announces anti-corruption policy as well as participation in networks.</p>
Principle 5.3	<p>The Board of Directors should ensure that management allocates and manages resources efficiently and effectively throughout all aspects of the value chain to enable the company to meet its objectives.</p> <ol style="list-style-type: none"> <li>1) The Board of Directors should realize the company's resource needs and each resource usage effect.</li> <li>2) The board should have a thorough understanding of how the business model affects resources optimization in support of ethical, responsible, and overall sustainable value creation.</li> <li>3) The Board of Directors should ensure the company's objectives have reviews and develops the company's efficient use of resources and always considering changes of internal and external factors.</li> </ol>
Principle 5.4	<p>The Board of Directors should establish a framework for governance of enterprise IT that is aligned with the company's business needs and priorities, stimulates business opportunities and performance, strengthens risk management, and supports the company's objectives.</p>
Guidelines	<ol style="list-style-type: none"> <li>1) The Board of Directors should ensure that the company has an IT resource allocation policy that ensures adequacy to business operation and the solution to support in case of unable to allocate resources as planned.</li> <li>2) The Board of Directors should oversee that risk management covers IT risk management.</li> <li>3) The Board of Directors should provide IT safety and security policy.</li> </ol>
Principle 6	<p>Strengthen Effective Risk Management and Internal Control</p>
Principle 6.1	<p>The Board of Directors attaches great importance to ensuring that The company has a system of risk management and internal control to achieve its objectives effectively. And practice in accordance with laws and standards</p>
Principle 7	<p>Maintain financial credibility and disclosure of Information</p>
Principle 7.1	<p>The board shall ensure that the financial reporting system and the disclosure of important information is correct, adequate, timely, in accordance with relevant rules, standards and practices.</p>

Guidelines	<ol style="list-style-type: none"> <li>1) The board must ensure that personnel involved in the preparation and disclosure of information have knowledge, skills and experience suitable for their duties and responsibilities. And there are enough numbers. The aforementioned personnel includes the chief executive officer of the accounting and finance department. Accountant Internal auditors Company secretary and investor relations.</li> <li>2) In giving approval to the disclosure of information The Committee shall take into account the relevant factors in the event of a financial report. At least the following factors should be considered. <ol style="list-style-type: none"> <li>A. Evaluation of the adequacy of the internal control system</li> <li>B. Opinion of the Auditor on Financial Reports And observations of the auditor regarding the internal control system. Including observations of the auditor through other communication channels (if any).</li> <li>C. Opinion of the Audit Committee</li> <li>D. Conformity with Objectives The main goals, strategies and policies of the company</li> </ol> </li> <li>3) The board should ensure the disclosure of information. Which includes financial statements Annual report Form 56-1 can adequately reflect financial status and operating results. It should also encourage the company to prepare management discussion and analysis (MD&amp;A) for the disclosure of quarterly financial statements in order to keep investors informed and understand any changes in their positions. Finances and performance of the company in each quarter can be better. In addition to the numbers in the financial statements alone.</li> <li>4) In the event that any disclosure involves a particular director, such director should ensure that the disclosure of his or her part is complete and accurate, such as information on the shareholders of their group. Disclosure in connection with "shareholders' agreements" of their respective groups</li> </ol>
Principle 7.2	The board should monitor the sufficiency of financial liquidity and debt servicing ability.
Guidelines	<ol style="list-style-type: none"> <li>1) The board should supervise the management to monitor and assess the financial position of the business and report it regularly to the board. The board of directors and the management should work together to find a solution as soon as possible if there are signs of financial liquidity problems and debt servicing ability.</li> </ol> <p>In approving any transaction or proposing an opinion to the shareholders' meeting for approval, the board should ensure that: The transaction will not affect the continuity of business operations, financial liquidity. Or the ability to pay debts</p>
Principle 7.3	In the condition that the business faces financial problems or is likely to encounter problems The



	<p>committee should ensure that The entity has a plan to resolve the problem. Or there are other mechanisms to resolve financial problems under consideration of the rights of stakeholders.</p>
Guidelines	<ol style="list-style-type: none"> <li>1) In the event that the entity tends to be unable to pay its debts or has financial difficulties, the Board must monitor closely. And supervise the business to operate the business with care And comply with the disclosure requirements</li> <li>2) The board must oversee the business to formulate a plan for solving financial problems. With regard to fairness to stakeholders Including creditors As well as follow up problem solving By having the management report the status on a regular basis</li> </ol> <p>The committee should ensure that Any decisions made in resolving the Company's financial problems. Either way, it must be justifiable.</p>
Principle 7.4	<p>The committee should consider preparing a sustainability report as appropriate.</p>
Guidelines	<ol style="list-style-type: none"> <li>1) The board should consider the appropriateness of the disclosure of legal compliance. Code of Conduct Anti-Corruption Policy Treatment of Employees and Stakeholders Which includes fair treatment And respect for human rights Including social and environmental responsibility Taking into account a nationally or internationally recognized reporting framework, such information may be disclosed in the annual report. Or may be prepared as a separate book as appropriate for the business</li> </ol> <p>The board should ensure that disclosures are important and reflect practices that lead to sustainable value creation.</p>
Principle 7.5	<p>The board should supervise the management to establish an investor relations unit or person responsible for communicating with shareholders. And other stakeholders such as investors and analysts to be appropriate, equal and timely.</p>
Guidelines	<ol style="list-style-type: none"> <li>1) The board should establish a communication policy. (communication policy) and disclosure policy to ensure that Communication and disclosure of information to third parties is appropriate, equitable, timely, using appropriate channels. Protect confidential information and information that affects securities prices. Including communication to understand with the whole organization in the implementation of the said policy.</li> <li>2) The board should set up the person responsible for providing information to third parties. It should be a person who is suitable for performing duties. Understand the business of the company Including objectives, main goals, values and able to communicate well with the capital market such as the President Chief Financial Officer And investor relations manager,</li> </ol>

	<p>etc.</p> <p>The board should oversee the management to direct and support investor relations, such as providing a practice in providing information. Information management policy affecting stock prices Including clearly stipulating duties and responsibilities of investor relations To provide effective communication and disclosure of information</p>
Principle 7.6	The committee should promote the use of information technology to disseminate information.
Guidelines	<p>1. In addition to disseminating information according to the specified criteria and through the channels of the Stock Exchange of Thailand The board should consider disclosure of information in both Thai and English through other channels as well, such as the Company's website, which should be done regularly. Along with presenting up-to-date information</p>
<b>Principle 8</b>	<b>Encourage participation and communication with shareholders. (Ensure Engagement and Communication with Shareholders)</b>
Principle 8.1	The board should ensure that Shareholders are involved in making decisions on important matters of the company.
Guidelines	<p>1) The board should take care of important matters. Both issues stipulated in the law and issues that may affect the direction of operations of the entity. Has passed the consideration and / or approval of the shareholders. Such important matters should be included in the agenda of the shareholders' meeting.</p> <p>2) The board should support the participation of shareholders such as</p> <p style="padding-left: 40px;">A. Prescribing rules for minority shareholders to propose additional agenda items prior to the date of the shareholders' meeting. The board of directors should consider including the matters proposed by the shareholders as agenda of the meeting. In the event that the Board of Directors rejects the matters proposed by the shareholders on the agenda, the Board of Directors must notify the shareholders of the reasons for acknowledgment.</p> <p style="padding-left: 40px;">B. Criteria for Minority Shareholders to Nominate Candidates for the Election of Directors</p> <p>Therefore, The board should ensure that the above rules are disclosed to the shareholders in advance.</p> <p>3) The board should ensure that the notice of shareholders 'meeting contains correct, complete and sufficient information for exercising shareholders' rights.</p>

	<p>4) The board of directors should ensure that the invitation letter of the shareholder meeting together with related documents is sent and published on the company website at least 28 days before the meeting date.</p> <p>5) The board should allow shareholders an opportunity to submit questions in advance of the meeting date. By setting rules for submitting questions in advance And published the aforementioned criteria on the company's website as well</p> <p>Invitation letters to the shareholders' meeting and related documents should be made entirely in English. And published along with the Thai version</p>
Principle 8.2	<p>The board should ensure that the operations of the shareholders' meeting are proceeded properly. Transparent, efficient And allows shareholders to exercise their rights</p>
Guidelines	<p>1) The committee should set the date, time and place of the meeting. With regard to the convenience of shareholders' meeting attendance, such as appropriate and sufficient meeting times for discussion. Meeting place that is convenient for traveling, etc.</p> <p>2) The board of directors should not take any action that restricts the opportunity to attend the meeting or create undue burdens on the shareholders, for example, it should not require the shareholders or proxies to bring more documents or evidences than those specified. Set out in the guidelines of the relevant regulators</p> <p>3) The board should promote the use of technology in shareholders' meetings. Both shareholder registration Score counting and displaying results So that the meeting can be done quickly, accurately</p> <p>4) The Chairman of the Board of Directors is the chairman of the shareholders' meeting. Is responsible for ensuring that the meeting is in accordance with the law Relevant rules And the Articles of Association Allocate appropriate time for each agenda specified in the notice of the meeting. And allows shareholders to express their opinions and raise questions at the meeting on matters related to the Company.</p> <p>5) So that shareholders can take part in making decisions on important matters. Directors, as attendees and as shareholders, should not encourage unnecessarily adding agenda items that are not informed in advance. Especially important agenda that shareholders have to take time to study information before making a decision.</p> <p>6) All directors and relevant executives should attend the meeting. So that shareholders can ask questions related to them.</p> <p>7) Before the start of the meeting Shareholders should be informed of the number and proportion of shareholders attending the meeting in person and of the shareholder who appoints. Meeting</p>

	<p>method Voting and counting of votes</p> <p>8) In the event that there are many items on any agenda The chairman of the meeting should arrange a resolution for each item, for example, the shareholders exercise their right to appoint each director individually in the agenda of the appointment of directors.</p> <p>The committee should encourage the use of ballot papers on important agenda items. And encourage independent persons to count or examine the votes in the meeting. And disclose the voting results that agree, disagree and abstain. In each agenda, the meeting acknowledged and recorded it in the minutes of the meeting.</p>
Principle 8.3	<p>The board should ensure that the disclosure of the meeting resolutions and preparation of the minutes of the shareholders' meeting are correct and complete.</p>
Guidelines	<ol style="list-style-type: none"> <li>1) The board should ensure that the company discloses the resolution of the shareholders' meeting together with the voting results within the next business day. Through the news system of the Stock Exchange of Thailand and on the Company's website</li> <li>2) The board should ensure that a copy of the minutes of the shareholders' meeting is delivered to the Stock Exchange of Thailand within 14 days of the shareholders' meeting.</li> <li>3) The board should ensure that the minutes of the shareholders' meeting record at least the following information: <ol style="list-style-type: none"> <li>A. List of Directors and Executives Attending the Meeting And the proportion of directors who attended the meeting Not attending the meeting</li> <li>B. Voting and counting methods, meeting resolutions and voting results (agree, disagree, abstain) of each agenda item.</li> </ol> </li> </ol> <p>Issues, questions and answers at the meeting Including the first-last name of the questioner and the respondent</p>

## Corporate Governance

The Company realizes the importance of Good Corporate Governance as believes that Good Corporate Governance shows efficient, transparent and accountable management which helps build confidence and reliance to shareholders, investors, stakeholders and relating parties and it conduces to the Company's value adding and long-term sustainable growth. The Company is operating continuously to support Good Corporate

Governance and aim the Committees and Management to improve and follow Corporate Governance according with International standard by bringing Good Corporate Governance which set by the Stock Exchange of Thailand to be principle of Company's Good Corporate Governance and determine the follow up to improve the principle to be related with guideline from the Stock Exchange of Thailand which may be changed in the future as of the appropriation and in accordance with changed situation. There are regulations which cover 5 sections as follows;

## Section 1 Right of Shareholders

The Company is aware and give precedence to basic rights of shareholders as an investor in stock and company's owner such as right in buy, sell, transfer their holding properties, right to receive Company's profit shares, rights to receive adequate information, rights in shareholders meeting attendance; vote in election or impeach Directors, appoint the financial auditor, approve any important and influential business transactions and any issues effect to Company such as dividend allocation, memorandum and Company's regulations determination or correction, capital increase or decrease and special transaction approve, etc.

The Company realizes and gives precedence to rights of shareholders. Accordingly, The Company has the obligation to support and facilitate in exercising rights of shareholders as follows;

- 1) The Company shall inform date, time, place and agenda by providing explanation and reason in each agenda or resolution as request in Annual and Extraordinary General Meeting of Shareholders Invitation Letter or in any documents attached agenda and avoids any actions that limit shareholders opportunity to learn Company's information.
- 2) The Company shall facilitate shareholders to exercise their rights to attend the meeting and vote properly and avoid any actions that limit shareholders opportunity to attend the meeting, for example, For shareholders meeting, the Company shall select the venue where is convenience to travel and shall attach location map in meeting invitation letter as well as selecting appropriate date and time and provide adequate meeting duration hours.
- 3) Before the date of shareholders meeting, the Company shall allow shareholders to submit opinions, suggestions or any inquiries prior to the meeting date by clearly setting the rule of inquiry submission and inform shareholders with shareholders invitation letter. The Company shall publish mentioned principle on the Company's website.
- 4) The Company shall support shareholders to use proxy right which is allowed to determine the direction of voting and nominate at least 1 independent committee as an alternative of giving proxy of shareholders.

- 5) In the shareholders meeting, the chairman shall manage the meeting in a timely manner and the Company shall allow shareholders to share their opinions, suggestions or ask a question in each agenda independently before determining by vote in any agendas.
- 6) The Company shall encourage all committees to attend the shareholders meeting to answer the question in the meeting.
- 7) The Company shall provide a resolution in the shareholders meeting in each matter in case there are many matters in each agenda such as Agenda for the appointment of directors.
- 8) The Company shall encourage using ballots in any important agendas such as connected transactions, acquisitions or dispositions, etc. to ensure transparency and accountability in vote counting.
- 9) The Company shall assign independent personnel to count votes in each agenda.
- 10) After the date of shareholders meeting, the Company shall prepare a minute correctly and completely in main point including take a minute of necessary inquiries, opinions and suggestions to shareholders for the review. Furthermore, the Company shall publish vote counting result as well as a minute of the shareholders' meeting on the Company's website for next consideration.
- 11) The Company shall send copy of a minute of the shareholders' meeting to the Stock Exchange of Thailand a minute of the shareholders' meeting within 14 days after the date of meeting.

## **Section 2 Equitable Treatment**

The Company gives precedence to equal treat to all shareholders including minority shareholders and foreign shareholders as the guideline to protect the rights from any discriminatory actions and build confidence in the investment with the Company. Hence there has been determined good corporate governance to behave to shareholders as follows;

- 1) The Company allows shareholders to propose meeting agenda, nominate directorship candidates and submit inquiries prior to the meeting date. Subsequently, proposing meeting agenda or nominating directorship candidates must be in the line with laws and the Company's regulations as well as determined principles and should be published on the Company's website.
- 2) The Company allows a proxy for shareholders who are unable to attend the meeting and set guidelines of voting to third parties or the Company's independent committees to be proxies to attend the meeting by specifying name, profile, and work experience of all independent committees to be considered one person to be proxy of shareholders.
- 3) The Company shall not introduce any additional agendas or change any important information without prior notice.

- 4) The Board of Directors encourages to vote by using ballots in every agenda as well as individual appointment for transparency and accountability.
- 5) The Company sets ethics of the Company's internal information and the securities trading to protect against the directors, management and employees abusing internal information to do so for personal gains or other persons' gains. The Company shall inform the guidelines and policies to everyone in the organization and monitor the results regularly.
- 6) Directors and Executives have a duty to report their security holdings and changes in their holdings in accordance with the Securities and Exchange Commission Act and report to the Board of Directors every time of stick trading.

### Section 3 Role of Stakeholders

The Company realizes all the Company's stakeholders should be treated by the Company as the rights required by law or co-agreement by considering the relationship and good cooperation for financial stability and organization stability. The good corporate governance is as follows;

- 1) The Company determined the ethics to stakeholders such as shareholders, customers, employees, partners and creditors, competitors, social and environment by announcing to directors, executives and all employees to be aware and perform strictly as well as set the discipline when not follow the code of conduct. Stakeholder regulations are as follows;

**Shareholder** : The Company shall operate business with transparency and efficiency in order to create value to business sustainably, aim to make great overall operation and sustainable growth for the maximum benefits to shareholders in long term as well as ensure transparent and reliable disclosure to shareholders.

**Employee** : The Company shall treat all employees equally, fairly and ensure appropriate compensation. Besides, the company also constantly gives precedence to personnel's skill, ability and potential development such as providing training class and seminar to all employees and trying to build motivation to skillful employees so that they will remain in the Company and continue develop the organization. Moreover, the Company has set the guidelines of anti-corruption as well as implanting all employees to follow laws and concerned regulations such as internal data restriction, etc.

**Partner** : The Company has procedure in selecting partner by allowing partners to compete on the same and fair basis then select partners under fairness and rule of assessment and selection. Besides, the Company also has made a contract properly and fairly to all partners, created



tracing system to ensure the condition of contract well-following and protected corruption or misbehavior in all steps of selection procedures. The Company buys product from partner along with trade condition as well as follow the contract strictly.

**Customer** : The Company is responsible for customers by maintaining quality and standard of products and service as well as responding customers need completely and inclusively in order to emphasize long term customer satisfaction. Moreover, the Company considers customer's safety and hygiene on product consumption and Company service, correct and complete product and service information providing as well as providing channel for customers to contact or share feedback of improper product or service so that the Company will protect and solve the product and service problem quickly along with protect customers privacy and ensure not bringing for own or others' benefit improperly.

**Creditor** : The Company shall follow the condition on contract to creditor including principal repayment, interest payment and other collateral protection under concerned contract.

**Competitor** : The Company behaves in accordance with good competition under morality and law as well as supports and encourages competition policy freely and fairly.

**Social and Public**: The Company pays attention and gives priority to safety of social, environment and concerned people's life quality and support employees to be conscious and responsible for environment and social as well as ensure that employees abide by law and regulations strictly. In addition, the Company made an effort to take part in other activities which concern environment preservation and protection as well as promote the culture of the Company's local area.

- 2) The Company determined whistleblower rights protection to the Board of Directors in the issues of law violation financial report accuracy, and impaired internal control system or ethics abuse to the Board of Directors and audit committee directly.
- 3) The Company announced that Directors, Executives and employees acknowledge significant internal information may have an effect on change of stock price and the Company's stock trading must be suspended for 7 days prior to the day of overall operation announcement or any internal information public disclosure.

## Section 4 Information Disclosure and Transparency

The Company recognizes the importance of disclosing its important information on a correctness, completeness, adequacy, consistency and timely basis in order that stakeholders will use for decision making. The Company has set the strict guidelines for Information Disclosure and Transparency as follows;

- 1) The Board of Directors or assigned person discloses information in accordance with the requirement via the Stock Exchange channel both information of periodic reports such as Financial Statement Form 56-1 and Annual Report Form 56-2 and non-periodic reports such as acquisition/disposition of assets, connected transactions, joint ventures start/termination, capital increase/decrease, new security issuing, treasury stock, dividend/non-dividend paying, etc. as well as disclose information via Company's website on a complete, consistent, quick and timely basis.
- 2) The Board of Directors reports result of corporate governance via Annual Report Form 56-1 and Annual Report Form 56-2.
- 3) The Board of Directors and Management submit Property Interest Report and Concerned Parties Interest Report under section 89/14 of the Securities Act and the Stock Exchange of Thailand 2008 and send to Company Secretary Office.
- 4) The Board of Directors submits the report of the Board of Directors regarding the responsibility to Financial Statements, shown along with the auditor's report and provides the audit committee's corporate governance report in Annual Report.
- 5) The Board of Directors determines to disclose name lists, roles of the Board of Directors and specific Directors, number of meeting time and number of Directors attendance in each year in Annual Report.
- 6) The Board of Directors determines to disclose each remuneration type on each person as well as details of Management remuneration in Annual Report Form 56-1 and in Annual Report Form 56-2.
- 7) The Board of Directors determines to establish Secretary Office in order to disclose Information as the Stock Exchange of Thailand's regulation along with provide business basic information, business operation guidelines and Company's future direction to people, shareholders, institutional investors, analysts and concerned government sector under fairness and morality.
- 8) The Board of Directors determines to have Investor Relations to always deliver communication of information between Company, stakeholders and public.
- 9) The Board of Directors encourages the Company to make the Management Discussion and Analysis or MD&A in order to be along with financial statement disclosure in every quarter. Accordingly, it is to ensure that investors will be informed and more realize in the change of financial status and overall operation aside from only numeric data in financial statement.

- 10) The Board of Directors discloses auditor's fees and other services provided by the auditors.

The Company has assigned the Corporate Secretariat Office and the Investor Relations Department to disseminate corporate information. Both financial information and general information to shareholders. Investors, Institutional Securities Analysts Rated investment credit And relevant regulators through various channels, including reporting to the Stock Exchange of Thailand Securities and Exchange Commission And the company's website on the topic "Investor Relations" so that interested parties can study information easily. In addition, various activities are organized. To disseminate and clarify information Including the opportunity for the participants to raise inquiries in a transparent manner, with the top management attending to clarify. Such activities include an analyst meeting to clarify quarterly earnings (Quarterly Analyst Meeting), a Press Conference, one-on-one information with investors, analysts, and a meeting with shareholders. Sung participated in investor relations activities in 2020, which can be summarized as follows:

1. An analyst meeting to clarify quarterly earnings (Quarterly Analyst Meeting), 1 time, with approximately 6 participants each time.
2. Participating in the activities listed companies meet investors (" SET Opportunity Day ") organized by the Stock Exchange of Thailand 2 times, analysts and investors join" ONLINE ".
3. Meeting meetings and giving information 5 times and conference calls (10 times) to investors and analysts.

## Section 5 Responsibilities of the Board of Directors

The Board of Directors, as a shareholder representative, is responsible for overseeing the management of the company in accordance with the laws, objectives and regulations of the company. By specifying the vision, mission, policy, goal, business plan of the company under expertise and ethics in conducting business as the core The essence of the guidelines for supervising the responsibilities of the Board of Directors are as follows:

### 1. Structure of the Board of Directors

- 1.1 Structure of the Board of Directors consists of members who are various equipped with knowledge, expertise, honesty, morality in business operation. The Board of Directors discloses policy of this structure of the Board of Directors as well as term position of each Director in the Annual Report.
- 1.2 The Board of Directors is composed of at least 5 directors but less than 10 directors. The number of directors at least one third or 3 directors of total number of directors must be an independent director in order to create appropriate balance in the consideration and voting matters. Consequently, all independent directors have the required qualifications as in Securities and

Exchange Commission, Regulations of the Stock Exchange of Thailand as well as criteria, restriction and other related laws.

- 1.3 The Board of Directors has term of office not more than 3 years by concerned law. An independent director should hold term of office not exceed 9 consecutive years without exception. In addition, Directors and Management can hold positions of Directors or Management in affiliates or other companies but must be under regulations of The Securities and Exchange Commission, the Stock Exchange of Thailand, other concerned criteria, regulations and laws by notifying in the Board of Director's meeting. However, each director can hold position of director in not more than 5 registered companies.
- 1.4 The Board of Directors is a representative of overall shareholders, not a representative of one shareholders group.
- 1.5 The Board of Directors sets the policy of non-independent director proportionally on a fairness of Controlling Shareholders' capital.
- 1.6 Ensure the committee's appointment is in the line with the Company's regulation and applicable laws while upholding transparency and clear in committee's recruitment and to pass the process of Nomination and Remuneration Committee. Consideration must consist of sufficient each person's educational background and work experience for benefit of decision making to the Board of Directors and shareholders.  
  
As a regulation of the Company, in every Annual General Meeting, Directors must quit the position at least one third. If number of directors is unable to divide by three, number of resign must be nearest to one third. Directors who have to quit the position in their first year and second year after the company registration, there must be a drawing to select only one director. For the next years, the Directors who hold longest position will leave the position and may still be re-election.
- 1.7 The Board of Directors considers clear segregation of responsibilities in corporate governance and daily management. Chairman and Managing Director are elected from the Board of Directors. Chairman and Managing Director are considered a different person for the clear of roles and responsibilities to establish policies, oversee work and manage the operation. Accordingly, the Company clearly separates the roles and responsibilities between the Board and Management to hold the balance of operation power. The Board's duty is to establish policies and oversee Management's work at the policy level. Management's duty is to administer the Company's operations in accordance with the established policies. The Chairman is not involved in daily management but supports and gives advice of business operation via Managing Director consistently while Managing Director is responsible for the Company's management under the established authority framework from the Board of Directors.

1.8 The Board of Directors determined that the Directors can hold the position in maximum 5 registered companies without exception by considering work efficiency deliberately to ensure the Directors can still devote their time on the responsibilities adequately.

1.9 The Board of Directors set the policy of holding position in other companies as the established Company's regulations that the Directors are unable to run a business or hold shares in ordinary partnership or general partner in limited partnership or being directors of limited company or public limited company which operate the same business condition and being a the Company's competitor except there is notification in the shareholders meeting before the appointment resolution.

Besides, the Board of Directors does not have any policies to send Management to be a director in other companies out of the Group. In case that Executive Directors will hold a Director position in other company, there must be approval from the Board of Directors except for holding a position of Director in the non-profit organization. Accordingly, holding a position must not conflict with business concerned laws or regulations and must not use the Company's position to refer and encourage external business.

1.10 The Board of Directors appointed Company Secretary who is qualified with appropriate experience, has duties and responsibilities as Securities and Exchange Act, has the duties to counsel in law and other rules which the Board should be aware, performs duty to oversee the Board's activities including coordinates with other functions to ensure that the resolutions of the Board is implemented. Company Secretary Qualifications and Experiences are disclosed in Annual Report and published on the Company's website.

1.11 The Board of Directors support and encourage the Company Secretary to enhance the ability continually by joining training and developing knowledge in law, accounting or Company Secretary's duties.

## **2. Sub-Committees**

2.1 The Company has appointed sub-committees which consist of 1) Audit Committee as the regulations of The Securities and Exchange Commission and the Stock Exchange of Thailand 2) Nomination and Remuneration Committee and 3) Executive Board of Directors to carry out specific duties and bring up issues to the Board of Director for approval or acknowledgement.

2.2 Sub-committee has right as established in each sub-committee authority. The Committee Chairman is not the chairman or a member in any sub-committees to ensure an exact independence of sub-committee's responsibility.

### 3. Roles, Duties and Responsibilities of Committee

#### 3.1 Duties and Responsibilities of Committee

The Board of Directors is responsible for shareholders regarding the Company's business operation and has duties to set the policy and direction of the Company's operation as well as oversee management in the line with targets, objectives, vision, strategy and business direction for long term business benefits to shareholders under the law framework and ethics of business operation. In the meantime, all groups of stakeholders' interest must be considered. Details are spelled out in the Charter of the Board of Directors.

#### 3.2 Good Corporate Governance Policy

The Company has established the written policy of Good Corporate Governance to be presented in the Board of Director's meeting for approval. Corporate Governance Guide was published as an objective of being guideline to Committee, Executives and employees. Consequently, the Company will review the policy yearly.

#### 3.3 Code of Conduct

The Board of Directors adhere the right and fair business operation by setting the policy to establish written Code of Conduct in order to utilize and disperse to Committee, Executives and employees, realize the moral standard in business operation and be a practical guideline, disclose the intention to operate business with fairness, morality and responsibility to stakeholders, consider social and environment through joining the training and other internal communications. These ethics reflect value and guideline that all employees perform themselves and carry out their works under code of ethics. The Company announces and informs all employees to acknowledge and follow strictly. The Committees have traced and ensured to follow those ethics seriously.

#### 3.4 Conflict of Interests

The Board of Directors has reviewed conflict of interests cautiously. Consideration on transactions with potential to cause conflict of interest has clear guideline and in the best interests of the Company. The Committee has established the ethics of conflict of interests, the policy which not allow Committees, Executives and employees as well as related parties to seek for their own benefits that in conflict with the Company's benefits. The Committee should avoid any actions that related to cause conflict of interests. Any person who is in related parties, stakeholders or related transaction has to inform the Company regarding related transactions and these persons are not involved in the transaction decision.

Audit Committee shall present the Board of Directors related transactions and conflict of interests which are carefully reviewed the appropriation. In addition, the Company strictly follows the

regulations of Securities and Exchange Commission and the Stock Exchange of Thailand in the issue of pricing and other conditions with any parties who may have conflict of interest as if making transactions with third party.

Accordingly, the Board of Directors shall oversee and ensure to follow the regulations which related to procedure and information disclosure of transactions with potential to cause conflict of interest. Information disclosure is published in Financial Statement, Annual Report and in Annual Report Form 56-1.

### 3.5 Internal Controls

The Board of Directors recognizes the importance of corporate governance and internal control of both management level and efficient operation level. Internal control is an important strategy which builds the confidence to operation department to help decreasing business risk and help business operating efficiently. Resource allocation is appropriate, and it brings Company operations to achieve their goals. Internal control helps protecting assets of leakage, loss or from any corruptions, ensuring the correct and trustworthy financial report, ensuring personnel abide by laws and concerned regulations and protecting shareholders' investment fund. Therefore, the Company has established written internal controls policy to control and protect the Company's assets efficiently and provided budget plan and feasibility study before the investment decision. There is an internal control system which responsible by the department head to ensure the great system standard, protect any adverse events that may cause damage to the Company, develop personnel to be engaged with these regulations as well as applicable laws and be ready to be assessed and audited all the time.

The Board of Directors has assigned Audit Committee to response and review the suitability and efficiency of internal control system which provided by Management and also has created and reviewed control system in operation, financial report procedure, rules, regulations and policy adherence, operation conduct as well as risk management and given priority to alarms and irregularities.

The Company hires outside personnel which is independent to balance and perform the duty of internal system controller to review and ensure the sufficient internal control system. An Internal Controller shall report directly to Audit Committee. The Company shall regularly follow up the assessment to ensure the effective system. An internal control assessment and necessary system should be reviewed at least once a year and revealed in the Company's Annual Report.

### 3.6 Risk Management Policy



The Company will provide and review the risk management policy to decrease an effect to the Company appropriately. Risk Management Committee shall consider the policy both external and internal risk management to cover and comply with business's strategy and direction and report to the Board of Director for approval.

### 3.7 Whistleblowing Channel

The Committee has provided the clear guidelines to all stakeholders who would like to report clues via website or direct to the Company by report to Independent Committee or Audit Committee to review the details as the procedure and continue report to the Board of Director.

### 3.8 Committee report

The audit committee is responsible for reviewing financial reports. With the accounting department and the auditor attending the meeting together and presenting financial reports to the Board of Directors every quarter The Board of Directors is responsible for the consolidated financial statements of the company. And subsidiaries Including financial information appearing in the annual report

## 4. Board Meeting

- 4.1 The Board of Director's meetings requires at least half of the total number of members to be present. In case the Chairman is absent or unable to perform duty, the Vice Chairman will act as Chairman of the meeting (if any). If there is no Vice Chairman or unable to perform, the members present will elect one among them to preside over the meeting.
- 4.2 Decisions in the Board of Director's meetings are reached by a majority vote. One director has one vote except Directors who have conflict of interest in any agenda are not entitled to vote on that agenda. In case of tied votes, Chairman will have a casting vote.
- 4.3 The Board of Director's meeting is held at least once every 3 months. The Chairman sends the notice to the directors. In necessary cases, 4 or more directors have the right to request a meeting and the meeting date must be set within 14 days from the date of request.
- 4.4 The Chairman or assigned director from Chairman is a person who set the date, time and place of the Board of Director's meeting. The place of meeting can be other places apart from the Company head office area or it can be nearby province. If the Chairman or assigned director has not set the meeting place, the Company's head office will be held for the meeting.

4.5 The Chairman or assigned director will send the meeting notice by registered mail or deliver directly to directors or representatives by giving specific date, time, place and meeting agenda not less than 7 days prior to the date of meeting or faster than that.

4.6 The Board of Directors sets the meeting schedule in advance each year and notifies each director of the company. This does not include special meeting.

In 2019, the Board of Directors' schedule for the year 2020 was set in advance. (This meeting

schedule is subject to change), excluding special meetings as follows,

No.	Board meeting	Audit Committee Meeting	Nomination and Remuneration Committee Meeting
1.	21 February 2021	21 February 2023	21 February 2023
2.	10 May 2023	10 May 2023	
3.	9 AUG 2023	9 AUG 2023	
4.	10 November 2023	10 November 2023	10 November 2023

In addition, in 2022, directors who are not executives had the opportunity to meet together without the management attending the meeting 1 time on February 21, 2022 and the meeting results were reported to the Board of Directors.

## 5. Directors' Self-Performance Evaluation

5.1 The directors and sub-committees have to do Self-Assessment at least once a year in order to consider the problems for the resolution.

5.2 The Company reveals the rules, procedures and result of assessment as an overall in the Annual Report.

performance appraisal Board of Directors sub-committees and Chief Executive Officer (Top management) has the following performance appraisal process:

### 1. Objectives

- According to the principles of corporate governance for listed companies. It has suggested that the Board of Directors and the sub-committees of listed companies should have their own performance appraisal at least once a year.
- To promote and encourage listed companies to assess the Board and sub-committees annually. continuously divided into 5 types as follows:

Document 1, "Board of Directors Self-Assessment Form (Each Board)" to assess the overall performance of the Board of Directors of the Board.

Document 2, “Board of Directors Self-Assessment Form (Individual)” to assess the proper performance of the directorship of individual directors.

Document 3 “Audit Committee Self-Assessment Form (Faculty)” is used to assess the overall performance of the committee in the whole committee.

Document 4, “Self-Assessment Form of the Recruitment Committee (Each Faculty)” to assess the overall performance of the Board of Directors of the Faculty.

Document 5 “Chief Executive Officer Assessment Form” to assess the performance of the top management.

## 2. Evaluation

### 2.1 Performance appraisal process

Rating meaning

Score	Evaluation level
80 - 100	Excellent
79 - 70	Good
69 - 60	Moderate
59 - 0	Need to improve

### 2.2 Performance evaluation form

In this regard, in 2021, the Board of Directors Meeting No. 4/21, dated November 9, 2022, the results of the scores are summarized as follows:

#### 2.2.1 Board of Directors (each committee)

- Assessor self-assessment to assess the overall performance of the Board of Directors.
- This assessment is a scoring method. so that the assessors can compare the assessment results for each topic or compare the assessment results for each year. The meaning of the rating is as follows.

1 = strongly disagree or no action in that regard

2 = Disagree or little action on the matter

3 = agree or have some action on that matter

4 = quite agree or there is good action in that regard

5 = Strongly agree or has performed excellently in that matter.

- Rating details as follows:

Subject	Sub-Subject	score
1. Structure and Qualifications of the Board	13	65
2. Roles, duties and responsibilities of the Board of Directors	20	100
3. Board meeting	9	45
4. Duties of Directors	7	35
5. Relationship with management	5	25
6. Director's Self-Development and Executive Development	6	30
<b>Total</b>	<b>60</b>	<b>300</b>
<b>Total Score (Percentage)</b>	<b>-</b>	<b>100</b>
<b>Average Score (Percentage)</b>	<b>99.12 Excellent</b>	

Calculation of the Average (percentage) total assessed score \* 100 / 300

#### 2.2.2 Board of Directors (Individual)

- Assessor self-assessment in order to assess the appropriate performance of the directorship of individual directors.
- This assessment is a scoring method. so that the assessors can compare the assessment results for each topic or compare the assessment results for each year. The meaning of the rating is as follows.
  - 1 = strongly disagree or no action in that regard
  - 2 = Disagree or little action on the matter
  - 3 = agree or have some action on that matter
  - 4 = quite agree or there is good action in that regard
  - 5 = Strongly agree or has performed excellently in that matter.

- Rating details as follows:

Subject	Sub-Subject	score
1. Structure and Qualifications of the Board	2	10
2. Board meeting	4	20
3. Roles, duties and responsibilities of the Board of Directors	5	25
<b>Total</b>	<b>11</b>	<b>55</b>
<b>Total Score (Percentage)</b>	<b>-</b>	<b>100</b>
<b>Average Score (Percentage)</b>	<b>100 Excellent</b>	

Calculation of the Average (percentage) total assessed score\* 100 / 55

### 2.2.3 Audit Committee (Each Faculty)

- Assessor self-assessment to assess the overall performance of the Board of Directors.
- This assessment is a scoring method. so that the assessors can compare the assessment results for each topic or compare the assessment results for each year. The meaning of the rating is as follows.
  - 1 = strongly disagree or no action in that regard
  - 2 = Disagree or little action on the matter
  - 3 = agree or have some action on that matter
  - 4 = quite agree or there is good action in that regard
  - 5 = Strongly agree or has performed excellently in that matter.
- Rating details as follows:

Subject	Sub-Subject	score
1. The structure and qualifications of the Board of Directors in the following matters are appropriate. make the work of the board efficient	7	35
2. The meeting of the sub-committees carried out the following matters: in order for the Board of Directors to perform their duties in meetings effectively.	6	30
3. Roles, duties and responsibilities of the sub-committees has given importance take time to consider Review and follow adequately the following matters.	17	85
<b>Total</b>	<b>30</b>	<b>100</b>
<b>Total Score (Percentage)</b>	<b>-</b>	<b>100</b>
<b>Average Score (Percentage)</b>	<b>98.89 Excellent</b>	

Calculation of the Average (percentage) total assessed score \* 100 / 100

### 2.2.4 Nomination and Remuneration Committee (per faculty)

- Assessor self-assessment to assess the overall performance of the Board of Directors.
- This assessment is a scoring method. so that the assessors can compare the assessment results for each topic or compare the assessment results for each year. The meaning of the rating is as follows.
  - 1 = strongly disagree or no action in that regard
  - 2 = Disagree or little action on the matter
  - 3 = agree or have some action on that matter
  - 4 = quite agree or there is good action in that regard
  - 5 = Strongly agree or has performed excellently in that matter.

- Rating details as follows:

Subject	Sub-Subject	score
1. The structure and qualifications of the Board of Directors in the following matters are appropriate. make the work of the board efficient	7	35
2. The meeting of the sub-committees carried out the following matters: in order for the Board of Directors to perform their duties in meetings effectively.	6	30
3. Roles, duties and responsibilities of the sub-committees has given importance take time to consider Review and follow adequately the following matters.	17	85
<b>Total</b>	<b>30</b>	<b>100</b>
<b>Total Score (Percentage)</b>	<b>-</b>	<b>100</b>
<b>Average Score (Percentage)</b>	<b>100 Excellent</b>	

Calculation of the Average (percentage) total assessed score\* 100 / 100

## 2.2.5 Chief Executive Officer (CEO)

- Assessor, Nomination and Remuneration Committee to assess the performance of the top management
- This assessment uses a scoring method. so that the assessors can compare the assessment results for each topic or compare the assessment results for each year. The meaning of the rating is as follows.
  - 1 = strongly disagree or no action in that regard
  - 2 = Disagree or little action on the matter
  - 3 = agree or have some action on that matter
  - 4 = quite agree or there is good action in that regard
  - 5 = Strongly agree or has performed excellently in that matter.

### Section 1 Performance Measurement

Subject	Sub-Subject	score
1. Leadership	6	30
2. Strategy Formulation	4	20
3. Implementation of Strategy	6	30
4. Financial planning and performance	4	20
5. Relationship with the Board of Directors	4	20
6. Relationship with outside	4	20
7. Management and relationship with personnel	6	30
8. Succession	3	15
9. Product and service knowledge	4	20

Subject	Sub-Subject	score
10. Personal features	6	30
<b>Total</b>	<b>47</b>	<b>235</b>
<b>Total Score (Percentage)</b>	<b>-</b>	<b>100</b>
<b>Average Score (Percentage)</b>	<b>96.81 Excellent</b>	

Calculation of the Average (percentage) total assessed score \* 100 / 235

## Chapter 2 Development of Chief Executive Officer (CEO)

Subject	Sub-Subject	score
1. What are the key strengths that CEOs should maintain?	1	-
2. What are the issues that the CEO should develop more in the next year	1	-

## 6. Remuneration

6.1 Remuneration of Directors is related to experiences, scope of duties, accountability and responsibility including benefits that the Company shall receive from each director. The Board of Director has set the obvious policies and rules of remuneration of directors and asked for approval from the shareholders meeting every year by considering from transparency and accountability as well as proper level, comparable with similar industry and adequate to persuade and maintain qualified directors. Moreover, wider scope of responsibilities is considered for assigned directors in sub-committee such as Audit Committee, etc.

6.2 Remuneration of Managing Director and Executive should be along with regulations and policy the Board of Director and/or Nomination and Remuneration Committee and/or Executive Committee has determined. For the most out of the Company, remuneration as salary bonus and compensation is at an appropriate level and related to each Executive's performance. Executive who has more duties and responsibilities shall receive more and appropriate remuneration as well as receiving same rate as business competitor to maintain quality management. Nevertheless, the Company and shareholders' benefit must be considered.

6.3 Nomination and Remuneration Committee evaluates Managing Director every year for remuneration consideration by using agreed norm with Managing Director as concrete criteria including financial performance, long term strategy objective performance and Executive Development. Committee shall consider the assessment and the Chairman shall inform the notification of result to all directors.



## 7. Director and Executive Development

7.1 Directors support and facilitate to have training and provide knowledge to concerned person in corporate governance, committee, Audit Committee, Executive and Company Secretary to ensure continuous improvement.

7.2 Every time of new director's appointment, Management Division shall provide necessary documents and information as well as providing business introduction and business operation guideline to new director.

7.3 Directors determine Managing Director to report development plan and follow up on a regular basis. Managing Director and Chief Executive are well prepared to hand on their jobs when unable to perform their duties.

7.4 Directors provide Executive Development Program. Managing Director reports yearly regarding the annual overall operation and consider simultaneously when considering succession plan.

The Board of Directors encourages directors to attend training courses. Or join a seminar that

name	Position	course
Dr.Santisuk Kosiarpnant	CEO	IR in Action, Listed company in MAI IT Bar 2022, Central Intellectual Property and International Trade Court
Ms. Kanokwan Piritburana	CFO	THE NEW CFO 2022 "Driving Business Growth through Mergers & Acquisitions "
		CFO 2023 NYC MANAGEMENT Co.,Ltd
		TFRS9 2022 NYC MANAGEMENT Co.,Ltd
		TLCA CFO CPD 1/2022 How to improve Financial Statement for Thai Listed Company
		TLCA CFO CPD 2/2022 "Economic Update for CFO"
		TLCA CFO CPD 3/2022 "PDPA for Accounting and Finance"
		TLCA CFO CPD 6/2022 CFO Role for Company's Sustainability
		TLCA CFO CPD ครั้งที่ 4/2022 Understanding Digital Asset as CFO"
		IR Fundamental Course 2565
		TSI "CFO Refresher" 2565
		THE NEW CFO 2022 "Driving Business Growth through Mergers & Acquisitions "

enhances operational knowledge in 2020 as follows

At present, there are company directors who have attended training courses related to the performance of directors' duties.

There are two Directors Certification Program (DCP) and Director Accreditation Program (DAP) of IOD.  
IOD's Director Accreditation Program (DAP) has 7 members.

Total 7 people out of a total of 7 directors or 100%

In addition, the Company regularly provides information on seminars and trainings that are beneficial to the Board of Directors. Appears in Attachment 1 "Details of Directors, Executives, Persons with Controlling Power of the Company and company secretary

## Code of Conduct

### Section1 Definition and Glossary

#### Definition of Morality and Ethic

Morality is behavior used to be principle of conduct which is basically from religion or custom of each society.

Ethic is a model of proper conduct which shows morality and code of conduct in profession which the company expects all employees to comply for the company and their own reputation and honor maintaining.

### Glossary

Company	means	Sonic Interfreight Public Company Limited.
Stakeholder	means	Executive Director, employee, stakeholder and related person which may cause conflict of interest both directly and indirectly and conduce towards the Company's benefit transfer
Executive	means	Chief Executive Officer / Managing Director / Manager and first 4 Executives from Managing Director
Security	means	Ordinary shares, warrants or transferable securities in the present time and in the future
Related Person	means	Close relative which means person having blood relation, spouse, father, mother or adopter who adopts relatives or adopted child as well as spouse of relatives and child) Controlling person as follows; - A juristic which person or juristic proxy or representative hold share more than 25% of total voting rights whether directly or indirectly. - A juristic which person or juristic proxy or representative has controlling authority to appoint and impeach Directors from half of total Directors. - A juristic which person or juristic proxy or representative is a Director.
Competitor	means	A person or a company engaged in same industry which offers similar or same product or service.
Partner	means	Supplier who provides goods and service to the Company
Internal Information	means	Information which is undisclosed to public and being vital information which has impact to stock price.

## Section 2 Morality and other Business Ethics

### 2.1 Stakeholding and Conflict of Interest

- Avoid any actions which may have conflict of interest to the Company even from communication with related commercial person such as partner, competitor or from opportunity or information from being employee to use as personal gains and in the term of running business which competes with the Company or other works apart from the Company's assignment which impact the Company's responsibilities and duties.
- Prohibit the Company's employees who have interest approve any transactions on behalf of the Company to prevent any conflict of interests which may happen and in the event of dealing business with the Company all in personal, family or on behalf of any juristic person which employees have authority, employees must disclose interest to the Company before doing transactions.
- The Board of Directors and Executives must carefully consider conflict of interest of related transactions between the Company and person or juristic person which may have conflict of interest with honesty, reasons and independence under scope of good ethics by considering the Company's best interest.
- Executive Directors must report related transactions and management of the Company or subsidiaries.

## 2.2 Securities Trading and Internal Information Usage

- Executive Directors and employees at all levels are prohibited to use the Company's inside information which has significant main point and not disclosed to public for their personal or other gains until reaching 24 hours after the public disclosure.
- Employees at all levels must keep confidential and not disclose the customers and commercial information. The Company employees must not disclose customer's secret both to employees and non-related external party except required by law and be a disclosure for suing objective or the Board of Directors made written approval.
- Executive Directors, employees and related person are prohibited to disclose or transmit the Company's information or secret to non-related person including family, relatives, friends, etc.
- Information disclosure must be by Executives or authorized employees. Regular employees do not have duties on information disclosure. In the event of information disclosure inquiries, employees will advise the questioner to ask the responsible person to ensure correct information and being in one direction.
- Not give advice or suggestion of the Company's securities trading except being concerned issues which assigned by the Company.
- Directors, Executive and employees in the Company who have knowledge of inside information are prohibited to buy or sell securities until reaching 1 month after the public disclosure of financial statement both quarterly and annually or information which have impact to public stock price and after 2 business days after the disclosure of the Company's financial statement and information to concerned department.
- Executive Directors, Managers and employees in Accounting and Finance Department must make trading report within 2 business days to Company Secretary when there are securities trading to ensure further concerned compliance.
- Executive Directors, Managers and employees in Accounting and Finance Department must report their securities holding and related person in accordance with the Securities and Exchange Commission Act every quarter to Company Secretary.

Company name	name	relationship	Securities	date of acquisition/ distribution	quantity	price	Method of obtaining/distributing
Sonic Interfreight Public Company Limited	Mr. Santisuk Kosiarpant	reporter	Common Stock	13/05/2565	380,000	3.61	buy
Sonic Interfreight Public Company Limited	Mr. Santisuk Kosiarpant	reporter	Common Stock	16/06/2565	300,000	3.56	buy
Sonic Interfreight Public Company Limited	Mr. Santisuk Kosiarpant	reporter	Common Stock	08/03/2565	100,000	3.14	buy

Company name	name	relationship	Securities	date of acquisition/ distribution	quantity	price	Method of obtaining/distributing
Sonic Interfreight Public Company Limited	Mr. Santisuk Kosiarpant	reporter	Common Stock	21/11/2565	100,000	3.10	buy

### 2.3 Customers Treatment

- Service customers under moral condition and be on a moral remuneration basis for both sides.
- The Company's employees must dedicate and intent to improve quality of service in accordance with application regulations, with reasonable price and up-to-date.
- Comply with contract or other agreements strictly. In the event of unable to comply with one of agreements, the employees must hasten to inform partners and/or creditors in advance for co-consideration and finding resolutions.
- Keep customers' secret except when customers agree to disclose by written or applicable laws including not bringing customers' data for personal gains and others.

### 2.4 Competitor Treatment

- Directors, Executives, Managers and employees conduct under rules of good competition.
- Not engage in dishonest or inappropriate search for competitors' inside information or trade secrets.
- Not destroy competitors' reputation by calumny or attack without reasonable information.

### 2.5 Procurement and Partner Treatment

- There must be transparent and fair process in procurement procedure and for its best interest to the Company.
- The Company's employees must process procurement and provide service by considering the need, worthiness, cost and quality. Employees must provide information to partners fairly and correctly, not conceal, have bias or being discrimination to partners.
- In event of contact partners, employees must keep documents and evidence of negotiation, draft contract, agreement and compliance as evidences within a time required by law.
- Not ask, receive or pay any dishonest interest in trading with partners.
- Comply with agreement strictly. In the event of unable to comply with agreements or partners are unable to follow the contracts or any other reasons that unable to comply with contracts, the employees must inform commander immediately for consideration and finding further resolutions.

### 2.6 Shareholder Treatment

- Perform duties with honesty, carefulness, prudence and fairness to major and minor shareholders for their overall best benefits along with making decision under profession measures.
- Set the Dividend Payment Policy appropriately to shareholders. Dividend Payment may vary as depending on overall operation, financial position and investment plan of the Company.

- Establish the Board of Directors and Sub-Committees to approve the business direction, business plan and annual budget by considering the Company's best interest, shareholders and stakeholders.
- Announce and explain actual status of the Company, turnover, financial position, accounting and other reports consistently and completely as the principle of concerned departments.
- Shareholders and stakeholders can report or complain conflict of interest which may impact the Company to Directors through Company Secretary to gather and screen the primary facts to and present to the Board of Directors or Sub-Committees.

## 2.7 Creditor Treatment

- Treat creditors with fairness. Not ask, receive or pay any dishonest interest in trading with creditors.
- Follow agreed conditions strictly. In the event of unable to comply with one of agreements, the employees must hasten to inform creditors in advance for co-consideration and finding resolutions.

## 2.8 Corporate Social Responsibility (CSR)

- Response, adhere and support responsibility to social, education, religion, art and culture as well as local custom where in the area of the Company location.
- Carry out the activities to create social, community and environment to make the community in the Company location a better life quality both processing by the Company and coordinate with government and community.
- Give priority to accident prevention, waste emissions control of partner in the Company's industrial estate to be in acceptable standard level and in accordance with regulations of concerned departments.
- The Company cultivates conscious of social and environment responsibility within the Company and partners as well as using resource, materials or other equipment efficiently.

## 2.9 Respect for Human Rights and Fair Treatment of Workers

- Give importance to environment in workplace and ensure life safety and employees' properties and adhere the labor law strictly.
- Not support labor unfair practice, child labor and illegal alien labor.
- Give importance to principle of human rights to all employees at all levels
- The Company shall recruit and hire personnel to position with morality by considering each position's qualifications, educational competence, experiences and other specifications which are necessary for jobs, treat all employees equally without discrimination in term of gender, age, nationality, religion, education or any other status not directly related to their work performance.
- Appointment, transfer, giving award and punishment are with honesty and on a basis of knowledge, competence and suitability of each employee.

- The Company shall keep employees' personal data such as biography, family profile, health profile, work experience, etc. Disclosure or employees' personal data transfer are able to do only when that employee approved.
- Give remuneration fairly and appropriate with duties and responsibilities.
- Hold an orientation and hand employee handbook to all new employees. Ensure they acknowledged and understood benefits they will get as a fair employment and adherence to labor law strictly.
- Focus on development and provide training to Directors, Executives and employees continuously to increase potential in their work performance and support employees' career progress.
- Establish provident fund to employees to encourage employees to save money in long term for their own and family when resign, retire, disabled or pass away.

## **2.10 Giving or Receiving Gifts**

- Executives and employees will not ask or consent to receive money, gifts or any other interest from the Company's business related person.
- Executives and employees may receive or give gifts which must not affect to any business decision making of receivers.
- In case there is necessary incident to receive gifts or other properties which cost more than 3,000 Baht, employees must report commander respectively.
- Giving or receiving gifts are able to do when it is with transparency, in public or disclosable.
- Executives and employees can hold a business reception for guests for the Company's business interest as approval authority of the Company's employees and avoid an excessive reception from business related person or future partners.

## **2.11 Information Technology and Communication Usage**

- The Company has policies to support and only use devices, programs with legal copyright.
- Employees must not use the Company's computer to publish improper information in term of morality, custom, tradition or legal violation.
- In the event that the Company's employees ask commander for approval to allow external officer use the Company's information, an employee who ask for authorization must control usage and response in damage which may cause the Company.
- The Company has the right to check, search, monitor, investigate and control information usage of the Company's employees to ensure safety of information system.

## **2.12 Non-Infringement of Intellectual Property**

- Any works came from duties performing is considered the Company's intellectual property.
- The Company has policies not to perform any actions of infringement of intellectual property whether copyright, patent, trademark, trade secret and other intellectual property according to the law.



### 2.13 Assets of Company Usage and Care

- The Company's employees have duties and responsibilities to take care of assets both tangible and intangible not to damage, lost and use assets efficiently. Employees must learn and understand method of usage and safety suggestion of assets, utilize for its best benefit and not bring the Company's assets for personal gains or others.
- All of Company's employees strictly avoid the confidential information disclosure or utilization.
- All of Company's employees must control confidential information properly.

### 2.14 Ethics Management and Treatment

- All of Company's employees must comply with ethics strictly, If violations or any actions against the Company's ethics are found, the Company will punish as the offence in each case.
- Executives and commander must be a role model, comply with ethics, inspect and encourage controlees to follow the established ethics.
- In the event of exception request, employees and Directors must get a written approval from the Board of Directors.
- All of Company's employees must sign the acknowledgment when becoming employees and when there are some changes.

### 2.15 Anti-Corruption

- Provide training to employee to ensure the knowledge of the Company's Anti-Corruption policies and regulations.
- Support and cooperate with government sector, private sector, corporate governance sector and all sectors of Thai social for reducing corruption and upgrading country development.
- Prohibit Directors, Executives and employees to accept all kinds of corruption both direct and indirect such as receiving gifts, giving gifts, holding a reception, money collection, donation money and other interests from business related person.

Consequently, the Company has provided channel to stakeholders to report clues, give suggestions, complain in term of corruption or any actions which are not in accordance with the Company's regulations to the Board of Directors directly by sending mail to below address.

## **Section 3 Morality Management and Business Ethics**

### **3.1 Management for Acknowledgement of Executives and Employees**

To ensure Executives and Employees acknowledged moral regulations and business ethics, all of Company's employees sign and certify the acknowledgement of content of the Company's morality and business ethics.

All new employees must sign the form to affirm that they have read moral regulations and business ethics for the Company's business operation and they accepted to comply with regulations of ethics. Accordingly, employees are unable to excuse the unread or unsigned the form in order not to comply.

These morality and ethics in business operation will be regularly improved to ensure that it is updated with changed principles. Consequently, if there is any addition or cancellation of any ethics, must report the Board of Directors.

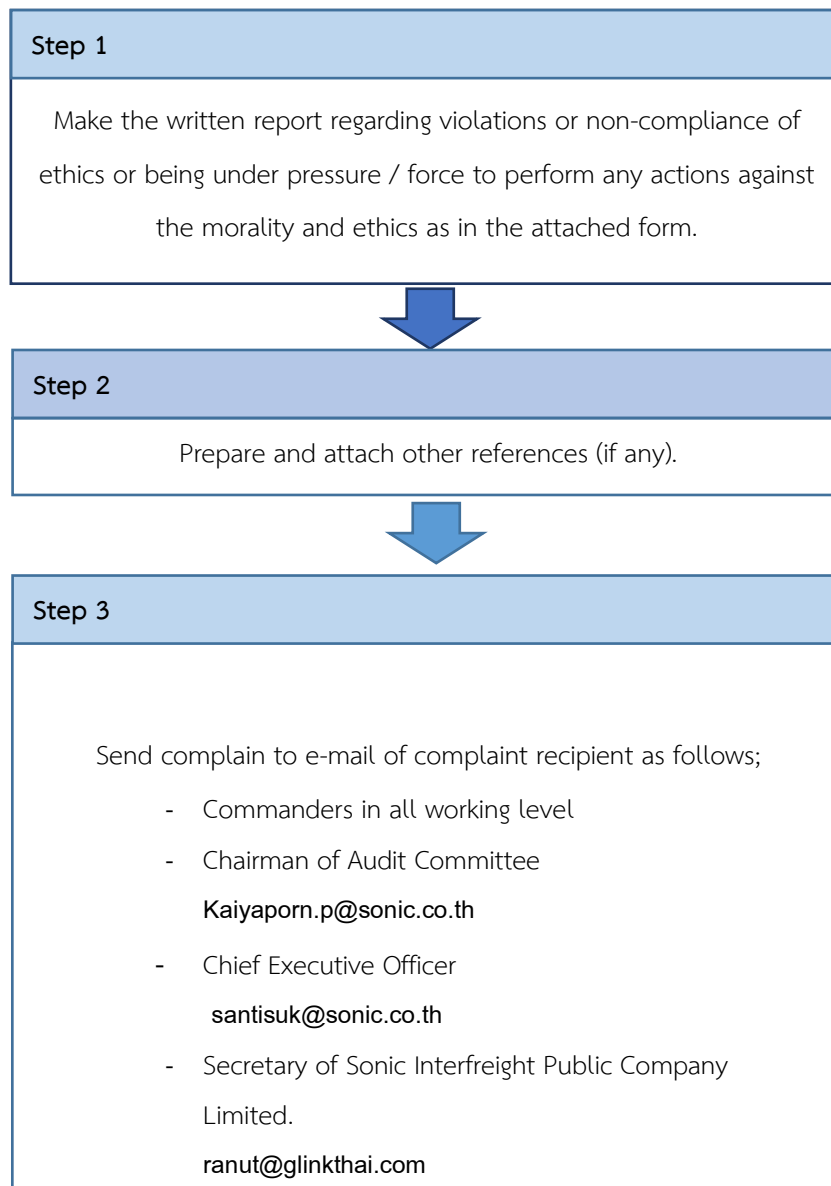
### **3.2 Actions which are within the scope of morality and business ethics violations.**

1. Not comply with moral regulations and business ethics.
2. Advise, encourage or support others not to comply with ethics.
3. Ignore when violations of the ethics are found in the event of acknowledge or should acknowledge as it is related or under own responsibilities.
4. Not cooperate or obstruct truth investigation which claimed the violations or non-compliance.

### **3.3 Principles when violations or non-compliance of morality and ethics are found**

The Company's Directors, Executives and all employees must give importance to morality and business ethics. In the event of violations are found, the Company's employees must report the non-conduct of morality and business ethics. In the event of violations or non-compliance of ethics or being forced to conduct any actions against the morality and ethics are found, employees can send complaints as following process;

### Process and Step of Report



### 3.4 Management of violations or non-compliance of morality and ethics report

#### **Fact Gathering**

A complaint recipient must process and summarize primary result within 45 days from the date of receiving report.

#### **Information Scrutinization**

A complaint recipient will present issues to a representative of Executives who takes part in the consideration including;

1. A representative from Manage Level upwards in the section of complaint and must be a person with no conflict of interest or any benefits with complainant.
2. A representative from Human Resources Executive
3. Company Secretary or Head of Internal Control

***Action Measures to stop violations or non-compliance of morality and ethics***

A Representative who attended the consideration will set the action measures to stop violations or non-compliance of Morality and Ethics and relieve damage to affected person by considering trouble and damage by giving the report the operation results to the top commander of affected person and to the Top Executive.

**3.5 Disciplinary Action**

The Company will consider and set the discipline which is appropriate with character and situation of each category of ethics violation. Level of discipline will be different depending on seriousness of fault.

In the event of light or first violation, the Company will issue a warning letter by the person in topic 3.4 will summarize result and penalty to Chief Executive Officer / Managing Director for approval.

In the event of serious violation, the violator may be punished with serious penalties as follows;

- Suspension without salary
- Layoff
- Take legal action both civil and criminal

A representative from Executive Department who attended the consideration will summarize the result and penalty to Chief Executive Officer / Managing Director for approval.

**3.6 Protection Measure to reporter, complainant or cooperate person in violations or non-compliance of morality and ethics report**

1. The Company will keep data and body of to reporter, complainant or cooperate person in violations or non-compliance of morality and ethics as confidential.
2. The Company will disclose information as much as necessary by considering safety and damage of reporter regarding information source or related person.
3. An injured person will get relief by appropriate and fair procedure.

## Attachment 6

Dear Shareholders,

The Audit Committee of Sonic Interfreight Public Company Limited consists of qualified and independent directors. Assoc. Prof. Kalyaporn Panmarerng as the Audit Committee Chairman, Mr. Kanwat Aran and Mr. Rattawat Suksaichol as members of the Audit Committee.

In 2021, the committees met 4 times. Below are the meeting attendance records.

Name	Meeting attendance/total (times)
Assoc. Prof. Kalyaporn Panmarerng	attended 4/4 meetings
M.L. Mr. Kanwat Aran	attended 4/4 meetings
Mr. Rattawat Suksaichol	attended 4/4 meetings

Below are the highlights of deliberations in 2022:

1. Reviewed the quarterly and annual financial statements, related financial reports with the auditor, Internal Audit, and management. Investigated and commented on repercussions on financial statements such as the change in accounting estimate depreciation method of machinery and equipment in production process to ensure that the financial statements met with generally accepted accounting standards and adequate information disclosure.
2. Reviewed connected transactions or transactions with possible conflicts of interest. Viewed that the connected transactions were in line with regular business practices and trade criteria and benefited the business operations of the Company and its subsidiaries, as well as with adequate information disclosure.
3. Selected, nominated, and proposed pay for PricewaterhouseCoopers ABAS Ltd. as the Company's external auditor for 2022; held quarterly discussions with the external auditor about audit problems and timely corrective actions on key issues.
4. Verifying the transactions concerning asset acquisition and disposition, as well as related transactions or transactions that may involve a conflict of interest in year 2022. It was opined that entering into the Transaction is beneficial to the Company and is in-line with vision of subsidiary as a renewable energy developer. The Transaction allows the Company to immediately realize long-term value of the projects, to enhance the Company overall financial position, and to reinvest into future projects with attractive returns.

5. The Audit Committee has reviewed the internal control processes together with management and internal auditor every quarter. In the past year, the Audit Committee focused on various matters with emphasis in risk assessment process, legal, safety and internal security control, internal control for Sonic Interfreight Public Company Limited, IT general control, in accordance with the concept of Risk Based Audit Approach. The Audit Committee provided recommendations that are necessary for further development of the Company and recommended to follow up with the relevant parties on the suggested course of action. The Audit Committee had opined that the internal audit was independent and appropriate.
6. The Audit Committee approved the annual internal audit plans, which aligns with the key risks and direction of the Company. The Committee also reviewed audit performance and internal audit reports. The committee has taken into consideration major audit issues as well as actively monitored the suggested key corrective actions so that good governance and adequate internal controls are achieved.
7. The Audit Committee has reviewed that the Company and its personnel have complied with the Good Corporate Governance Manual, emphasizing on operating with integrity, morality, ethics, and operating with transparency. and are responsible for their duties to ensure that the company operates under normal business conditions reasonably including pushing the company Anti-Corruption Policy in writing for management and employees to know and adhere to it as a line base of operations, including disseminating to All groups of stakeholders have been acknowledged and adhered to.
8. Oversee the adequacy assessment preparation and appropriateness of internal control system which covers organization and environment risk management, executive operational control, information system, data communication and tracking system. Give importance to adequate internal control system with efficiency and lead the organization to have good governance.

Monitoring the Company's performance this year under the assigned scope of duties and responsibilities, the Audit Committee feels that the Company prepared materially correct financial statements under the generally accepted accounting principles. Data for connected transactions or those of possible conflicts of interest were duly disclosed. In place were an internal control system and risk management practices of the company and its subsidiaries that proved adequate and fit business circumstances. Finally, the Company accurately and thoroughly abided by the law, SET's requirements, and applicable legal provisions.

Assoc. Prof. Kalyaporn Panmareng

Chairman of Audit Committee.

**Report of the Nomination and Remuneration Committee**

Dear Shareholders,

the NRC Committee fulfilled responsibilities assigned by the Board of Directors. This year the committee held two meetings, highlighted below.

Director nomination: The Nomination and Remuneration Committee is informed of the list of directors to be retired by rotation and the list of external persons nominated as directors by the Board of Directors and free float shareholders. The NRC Committee considers and selects suitable candidates to act as directors from the list of nominated candidates. The candidates to be selected and appointed as directors shall be qualified and have no prohibited characteristics as prescribed by law. The NRC Committee selects and nominates a list of appropriate candidates to be appointed as directors in replacement of those to be required by rotation to the Board of Director Meeting to consider before presenting it at the Annual General Meeting of Shareholders to approve the appointment subsequently.

Board compensation consideration: The committee considered commensuration with their duties as well as responsibilities suiting the Company's results of operation and performance as well as parity with SET's peer listed companies of comparable sizes. Such compensation must be able to inspire quality directors and management to execute their duties and fulfill the Company's goals as well as business directions. Compensation information appears under Report on Key Results of Operation on Corporate Governance.

The Nomination and Remuneration Committee independently executed its duties under the corporate governance code to ensure transparent processes and foster confidence among shareholders and all stakeholders

Assoc. Prof. Kalyaporn Panmarerng

Chairman of Audit Committee.



# **DIVERSIFIED LOGISTICS**

