



56-1 ONE REPORT

Annual Report



บริษัท แคปปิตอล เอ็นจิเนียริ่ง เน็ตเวิร์ค จำกัด (มหาชน)
CAPITAL ENGINEERING NETWORK PUBLIC COMPANY LIMITED

The background of the entire page is a low-angle, upward-looking photograph of a modern skyscraper with a glass facade. The building's lines converge towards the top of the frame, creating a strong sense of height and architectural scale. The sky is a pale, clear blue.

CAPITAL ENGINEERING NETWORK PUBLIC COMPANY LIMITED

	Content	Page
Section 1	Business Operations and Performance	
	1. Structure and Operation of the Group	1
	2. Risk Management	35
	3. Driving Business towards the Sustainable Development Goals	46
	4. Management Discussion and Analysis : MD&A	7
	5. General Information and other significant information	96
Section 2	Corporate Governance	
	6. Good Corporate Governance Policy	106
	7. Corporate governance structure and important information concerning the Board if Directors, Sub-committees, Management, Employees, and others	159
	8. Report on Key Performance of Corporate Governance	194
	9. Internal Control and Connected Transactions	224
Section 3	Financial Statements	232
Section 4	Certification of Information Accuracy	325
Attachment		
Attachment 1	Details of Directors, Executives, Controlling Person, The highest responsibility in Accounting and Finance, The person who directly responsible for Accounting Supervision and Company Secretary	327
Attachment 2	Details of the Directors of the Subsidiary	346
Attachment 3	Details about Head of Internal Audit and Head of Operations (Compliance)	350
Attachment 4	Details about the Property Appraisal List	354
Attachment 5	Other Assembly Details	356

Report from Chairman

Throughout the year 2024, the group of companies has operated in a rapidly changing environment, influenced by global economic factors, uncertainties from trade wars, and shifts in global geopolitics. These elements have directly impacted investment trends, supply chains, and business competition. However, the group has been able to adapt and manage risks effectively to maintain strength and achieve sustainable growth.

We are committed to building a solid foundation through operations that consider sustainability in all dimensions, under the principles of ESG (Environmental, Social, Governance). This ensures that our business creates a positive impact on the economy, society, and the environment, alongside transparent governance and good corporate governance. Additionally, we place great importance on developing innovations and utilizing digital technology to enhance operational efficiency, reduce costs, and create a long-term competitive advantage.

The growth of the group of companies this year is a result of the collaboration of all sectors, including employees, partners, investors, and business allies. Everyone has played a crucial role in driving the organization forward. We will continue to create new opportunities, strengthen the organization, and prepare to face future changes in order to ensure stable and sustainable growth for the group of companies.

- Dr. Visit Ongpipattanakul –

(Dr. Visit Ongpipattanakul)

Chairman

Report from Chief Executive Officer

Throughout the year 2024, the world faced numerous challenges from various external factors, including war, economic uncertainty, and international trade conflicts, particularly regarding changes in exports from China. Nevertheless, our company has continuously adjusted its strategies to ensure stable and sustainable growth. We prioritize cost control and efficient resource management, a practice we have been implementing since 2023, as well as maintaining organizational flexibility to adapt to both domestic and international economic conditions.

This year, the company has expanded its investments into new industries to strengthen the organization and reduce business risks. A significant example is the launch of a cosmetic medical clinic, which not only diversifies risk but also enhances management capabilities across various dimensions, including cost, human resources, and adaptability to market trends that emphasize diversity and business sustainability.

In addition, the company has fully embraced the era of Digital Transformation by restructuring its processes to create interconnected workflows across the organization. This aims to enhance efficiency, reduce complex procedures, minimize paper and material waste, and promote environmentally friendly operations in line with ESG principles. This ensures that our business operations are socially and environmentally responsible while also supporting the growth of the organization. Furthermore, the company has focused on adapting and increasing the flexibility of its operational processes to respond to the rapidly changing global situation, particularly the trade war between the United States and China, which has impacted supply chains and the global economic structure. These strategies will help the company reduce costs, enhance competitiveness, and achieve stable long-term growth.

Finally, I would like to thank all the employees who have dedicated their time and effort, as well as our business partners and all stakeholders who have collaborated to push our organization forward steadily. I am confident that with the cooperation and commitment of all of us, the company will be able to overcome every challenge and continue to grow strong in the future.

- Miss Laphassarin Kraiwongwanitruong –
(Miss Laphassarin Kraiwongwanitruong)
Acting Chief Executive Officer

The background of the upper half of the page features a photograph of a dark grey, textured roof surface on the left, which slopes upwards towards the right. The sky above the roof is filled with soft, white, and light blue clouds. A solid blue horizontal band cuts across the middle of the image, serving as a backdrop for the section title.

SECTION 1

BUSINESS OPERATION AND PERFORMANCE

1. Company Structure and Operations

1.1 Policy and Business Overview

Capital Engineering Network Public Company Limited (CEN) currently engages as a holding company or invests in other business. The Company has 7 subsidiaries and 1 associated company, which can be classified into 5 business groups, namely Materials and Construction Engineering Business, High Voltage Transmission Tower Business and Energy Business, Digital Business, Aesthetic Surgery Hospital Business, which Enesol Company Limited (ENS) is the main businesses of the Company. The detail of 7 subsidiaries and 1 associated company are as follows:

1. **Sky Tower Public Company Limited (STOWER):** CEN holds 38.39% stake. STOWER has a registered capital of 5,167,692,118 baht with paid-up capital of 3,697,375,325 baht, divided into 3,697,375,325 common shares with a par value of 1 baht per share. The company is engaged in the design and manufacturing of infrastructure structures for electricity and telecommunications, substation structures, and leasing telecommunications towers abroad.

2. **Rayong Wire Industries Public Company Limited (RWI):** CEN holds 52.30% stake. RWI has a registered capital 823,748,614.50 baht and a paid-up capital of 457,638,530.50 baht. The company's capital is divided into 915,277,061 ordinary shares, each with a par value of 0.50 baht per share. RWI engages in production and distribution of (1) PC-wire which is mostly used for the production of pile electricity poles, ready concrete floor. (2) PC-Strand which is mostly used for large construction such as bridge beams, large pile and (3) Welding Wire (4) Other Wire which is mostly used for welding industries.

3. **Enesol Company Limited (ENS):** CEN holds 100.00% of stake with a registered capital of 181,500,000 baht and a paid-up capital of 181,500,000 baht, divided into 1,815,000 ordinary shares with a par value of 100 baht per share. Enesol produces and distributes electricity and thermal energy to The SCG Ceramic Public Company Limited.

4. **WJC Enterprise Company Limited (WJC):** CEN holds 94.25% of stake with a registered capital of 150,000,000 baht and paid up capital of 150,000,000 baht, divided into 1,815,000 ordinary shares with a par value of 100 baht per share. The company is engaged in metal construction services, metal design and forming services, with a factory located in Laem Chabang. It accepts both domestic and international metallurgical work in the petrochemical, industrial, energy, construction and other industries.

5. **Medisphere Co., Ltd. (MEDI)** (Formerly known as Pipeline Engineering Company Limited): CEN holds 99.9997% of stake with a registered capital of 38,760,000 baht and a paid-up capital of 38,760,000 baht, divided into 2,040,000 ordinary shares with a par value of 19 baht per share. The business transitioned from construction,

including underground tunnel drilling and other related works, to a specialized healthcare focus, establishing an Aesthetic Medicine Clinic and Clinical Medical Facility offering a full range of cosmetic surgery services.

6. **Evergreen Biomass Company Limited (EBM):** CEN holds 100.00% of stake with a registered capital of 50,000,000 baht and paid up capital of 50,000,000 baht divided into 5,000,000 ordinary shares with a par value of 10 baht per share. Its business of production and distribution of raw materials for biomass energy.

7. **Capital Digital Network Company Limited (CDN):** CEN holds 100.00% of stake with a registered capital of 25,000,000 baht and paid up capital of 6,250,000 baht divided into 250,000 ordinary shares with a par value of 100 baht per share. Its business of Invest in Digital business, Digital Asset, Digital Currency and Digital Token.

8. **Prospera Alliance Ltd. (PROSPERA),** which is considered a joint venture of CEN, holds a 50% stake for the purpose of investing further in the semiconductor business by purchasing shares of ASTI HOLDINGS LIMITED.

1.1.1 Vision, Objective, Goal, and Business Strategies

Vision

To be the leading holding company that seeks investments of high business potential and growth opportunities through employing comprehensive expertise, technology capability and management skill to improve business performance; and to generate a superior sustainable investment return for shareholders.

Mission

1. Focus on investing in other companies with excellence by focusing on investing in new business groups that are in current and future trends
2. Assessing and selecting investments through a business strategy that seeks business prospects and optimal opportunities to invest.
3. Strengthening company's core purpose through a systematic approach of analyzing, selecting, managing, supervising and following investments; and combined with essential business factors, to manage risk and to generate a healthy return on invested capital.
4. Contributing resources in research and development to enhance new business opportunities that will generate promising investment returns.
5. Seeking and obtaining low cost of capital when possible.
6. Operating a business based on principles of good corporate governance by treating all stakeholders with fair, transparent and anti-corruption practice.
7. Responsible for shareholders' and stakeholders' rights by enhancing business value that can generate superior returns and create real growth in values for shareholders and stakeholders in the long run.

The main Objectives and Goals of the Organization

Focus on investment and best return on investment in the materials and Construction engineering business and the High voltage transmission tower business, Energy business and Aesthetic business including other related businesses that have potential for growth. To create value and sustainable growth for the group of companies for the maximum benefit of all stakeholders which is the ultimate goal of the company and seeking investment opportunities under the principles of good corporate governance and taking into account all groups of stakeholders. Whether it is taking into account the maximum return and passing that return on to the shareholders.

1.1.2 Major Changes and Developments

Year 2022 The Company has a treasury stock repurchase program to manage the Company's finances in the amount not exceeding 200 million baht. The number of shares to be repurchased shall not exceed 59,171,597 shares with a par value of 1.00 baht per share or no more than 7.94% of the issued and paid-up shares. The repurchase period is from January 25, 2022 to July 24, 2022, with 21,277,600

shares repurchased or 2.86%, with a total repurchased value of 68,774,006.81 baht with an average price of 3.23 baht per share.

The sale of repurchased shares may be resold within 3 months from the completion of the repurchased shares (July 24, 2022), due on October 25, 2022 but not more than 3 years (July 24, 2025). It is distributed through the trading system of the Stock Exchange of Thailand (SET). Details under the Ministerial Regulations "Setting Rules and Procedures on Re-acquisition, Sale of Repurchased Shares, and Disposal of Repurchased Shares (No. 2) 2022".

The Company established a subsidiary company named Capital Digital Network Company Limited (CDN) on January 26, 2022, holding 100% of the shares with a registered capital of 25,000,000 Baht and a paid-up capital of 6,250,000 Baht, divided into 250,000 ordinary shares with a par value of 100 Baht per share. Its engage in the business of investing in digital businesses, digital assets, digital currencies and digital tokens.

According to the Company's proposed warrants (CEN-W5), amount of 372,376,224 ordinary shares will be issued to the existing shareholders in accordance with the 5-year warrant's maturity. In 2022, the exercise date was announced 4 times:

- | | | |
|-----------------------|--------------------|--|
| 1. March 15, 2022 | No. 1 (First time) | -None- |
| 2. June 15, 2022 | No. 2 | -None- |
| 3. September 15, 2022 | No. 3 | : 1 person, 20,000 shares,
resulting in the remaining
372,356,224 shares of CEN-W5 |
| 4. December 15, 2022 | No. 4 | -None- |

The company received a certificate as a member of the Thai private sector's Joint Action Against Corruption (CAC) from the Thai Institute of Directors (IOD). The certificate will be valid for 3 years from the date of the resolution of the certificate and the Company will be valid for 3 years on February 4, 2022.

In addition, the Company has completed the renewal of its CAC membership and has completed the preparation of books and documents for the approval of the CAC membership. Moreover, the company was approved as a member of the Joint Alliance Against Corruption of the Thai private sector (CAC) for the second time on October 5, 2022.

The shareholders' meeting of Rayong Wire Industries Public Company Limited ("RWI") on April 29, 2022, resolved to approve the increase of RWI's registered capital from 457,638,115 baht to 686,457,172.5 baht by issuing 457,638,115 ordinary shares with a par value of Baht 0.50 per share

to support the exercise of the warrant "RWI-W3" allotted to the existing shareholders at an exercise price of Baht 1.50 per share. Unless there is an adjustment of rights under the conditions of the adjustment of rights not exceeding 2 years, the date of issuance of the warrant was May 17, 2022, and the first exercise date is September 15, 2022, and can exercise the right every 15th day of March, June, September and December of every year. The last exercise date is May 16, 2024.

The Company, as the majority shareholder of Sky Tower Public Company Limited ("STOWER") has allocated Right Offering in amount of 10,001,924,804 newly issued ordinary shares to existing shareholders at a price of 0.05 baht per share and received an increase in capital from the sale of a total of 500.10 million Baht. In addition, the Company has allocated warrants (STOWER-W4) to existing shareholders who purchased additional shares free of charge and has changed the paid-up capital to Baht 3,697.25 million. STOWER signed a Memorandum of Understanding (MoU) on Strategic Cooperation in the Philippines with T3 Technology Co., Ltd. to expand its broadband Internet business in the Philippines.

The Company, as the majority shareholder of Rayong Wire Industries Public Company Limited (RWI) has renewed its membership of the Thai Private Sector Anti-Corruption Coalition (CAC), which has been certified by the Thai Private Sector Collective Action Coalition Against Corruption (CAC) and has increased its registered capital from Baht 457,638,115 to Baht 686,457,172.50 by issuing 457,638,115 new ordinary shares with a par value of Baht 0.50 per share to support the exercise of RWI-W3 warrants and changing the name of the Remuneration Committee to Nomination and Remuneration Committee.

Year 2023 The Company has resolved to approve from the Extraordinary General Meeting of Shareholders No. 1/2023 on March 15, 2023 to increase the registered capital to be used as compensation for the acquisition and transfer of ASTI shares in accordance with the Singapore Exchange's Listing Rules. Investing in the semiconductor business by purchasing 130,209,600 shares of ASTI Holdings Limited (ASTI), or 19.89% of registered and paid-up shares with a total value of 216,147,936 baht. The Company will issue newly issued ordinary shares to a Private Placement not exceeding 80,000,000 shares with an offering price of 2.702 baht per share. Currently, the company Payment of the remuneration for the purchase of such shares has not been carried.

The Company signed a Consortium Agreement on April 14, 2023, with additional investment conditions of a 50% Company : 50% Joint Venture Partner ratio for the remaining shares. The

Company also established a Consortium company named PROSPERA ALLIANCE PTE. LTD. ("PROSPERA") on April 27, 2023, which is considered a "Joint Venture" of the Company.

In addition, as the Company has offered warrants no.5 (CEN-W) in an amount of 372,356,224 shares to be issued to existing shareholders of the Company in proportion to their shareholding. The validity period of the warrants is 5 years, which in 2023 has been announced 4 times:

- | | | |
|-----------------------|-------|----------|
| 1. March 15, 2023 | No. 5 | - None – |
| 2. June 15, 2023 | No. 6 | - None – |
| 3. September 15, 2023 | No. 7 | - None – |
| 4. December 15, 2023 | No. 8 | - None – |

The Company, as the major shareholder of Sky Tower Public Company Limited or "STOWER", has changed the par value of the Company's shares by combining the par value (Stock Split) from the original par value of 0.10 baht per share to 1.00 baht per share. Number of shares registered before the change in par value 36,972,514,000 shares, after changes in par value of 3,697,251,400 shares. The Company, as the majority shareholder of Pipeline Engineering Company Limited ("PLE"), the company has registered a change of company name and business purpose on November 10, 2024, from the original construction contracting business Digging underground tunnels and all types of other construction work to the business of specialized hospitals, aesthetic clinics, and medical clinics under the name "MEDISPHERE". MEDISPHERE will provide comprehensive aesthetic surgery services, including facial and skin care, body shaping, and general surgery. The company will be led by a team of specialized doctors and under management by the new name is Medisphere Company Limited or "MEDI".

Year 2024 As the company has proposed the right to purchase 372,356,224 CEN-W5 warrants, which will be issued to the company's original shareholders in proportion, with a duration of 5 years. In 2024, the exercise of these rights was announced 4 times, namely:

- | | | |
|-----------------------|--------|----------|
| 1. March 15, 2024 | No. 9 | - None – |
| 2. June 15, 2024 | No. 10 | - None – |
| 3. September 15, 2024 | No. 11 | - None – |
| 4. December 15, 2024 | No. 12 | - None – |

Medisphere Company Limited ("MEDI"), which CEN holds 68.99% of the shares. On July 8, 2024, a group of doctors specializing in aesthetic medicine requested to cancel the joint venture and merger agreement and resell their 31.00% stake to the major shareholder, CEN. As a result, CEN regained a 99.9997% ownership stake in MEDI.

The joint venture company registered in Singapore, PROSPERA ALLIANCE PTE LTD. ("Prospera"), was closed on November 20, 2024, due to the lack of operational activities related to ASTI's

investment and is currently in the process of liquidation, which is expected to be completed within 2025.

The closure of the subsidiary refers to WJC Enterprises Co., Ltd. ("WJC"), in which CEN holds a 94.25% stake. As of November 20, 2024, it is currently in the process of liquidation, which is expected to be completed within the year 2025.

Sky Tower Company Limited (Public) ("STOWER"), a subsidiary, has approved the sale of 36 telecommunications stations under lease agreements with Globe Telecom, Inc., and 24 telecommunications towers in stock to Alliance Towers Corporation for a total price of 328,687,582 pesos, or approximately 203,786,300 baht (excluding 12% value-added tax). The company has completed the delivery and received full payment.

1.1.3 Details of spending fundraising money

1. Details of pending fundraising money from each offering of equities

To be used as working capital of the business and/or to support future investment expansion and/or for other purposes as the Board of Directors or the Executive Committee deems appropriate.

2. Laws Governing Debt Instruments

Debt instruments are enforced and interpreted under Thai law.

1.1.4 Obligations that the Company commits to the statement of the offering of assets and/or the condition of the office (if any) and/or the terms of receiving assets of SET (if any)

- None -

1.1.5 General Information of the Company

Company Name	:	Capital Engineering Network Public Company Limited
Business Type	:	Holding Company
Location of Head Office	:	1011 Supalai Grand Tower, 17 th Floor, Room No. 1703, 1704, Rama 3 Road, Chongnonsi Yannawa, Bangkok 10120
Registered Capital	:	1,197,518,153 Baht
Paid-up Capital	:	745,161,929 Baht
Face Value	:	1 Baht per share
Company Registration Number	:	0107536000935
Telephone	:	0-2049-1041
Fax	:	0-2049-1045
website	:	www.cenplc.com

1.2 Nature of Business

1.2.1 Revenue Structure

(Unit : Million Baht)

Type of Business	Proceeding by	% of shareholding	Year 2024	%	Year 2023	%	Year 2022	%
Business Investment	CEN							
Steel Wire Business	RWI	52.30	563.35	49.98	731.63	64.42	941.14	67.14
Steel Structure Business; Design and Distributing main structure according to pattern	STOWER And WJC	38.39	225.72	20.03	81.72	7.20	116.48	23.53
		94.25	-	-	-	-	-	-
Telecommunications services	STOWER	38.39	129.38	11.48	80.80	7.11	213.41	15.22
Thermal Energy	ENS	100.00	180.21	15.99	230.80	20.32	121.51	8.67
Aesthetic medical clinic and specialized	MEDI	100.00	12.92	1.15	-	-	-	-
Agriculture Business	STOWER	38.39	15.52	1.38	10.75	0.95	9.22	0.66
Digital Business	CDN	100	-	-	-	-	-	-
Total			1,127.09	100	1,135.70	100.00	1,401.76	100.00

Nature of Business

The company is a holding which investing in other companies. Currently, there are 7 subsidiaries and 1

associated company as follow:

1. Sky Tower Public Company Limited (STOWER)
2. Rayong Wire Industrial Public Company Limited (RWI)
3. Enesol Company Limited (ENS)
4. WJC Enterprise Company Limited (WJC)
5. Medisphere Company Limited (MEDI)
6. Evergreen Biomass Company Limited (EBM)
7. Capital Digital Network Company Limited (CDN)
8. Prospera Alliance Ltd. (PROSPERA)

By Board of Directors and Executive Boards will determine operation of Business and give authority for management of subsidiaries and associated company in integrated management.

1.2.2 Characteristics of products or service

(1) The Group's products and services and innovative development

1.1 Sky Tower Public Company Limited (STOWER)

STOWER engages in business of distribution of goods and transmission power devices and has expanded its plant construction for the production and distribution of high-voltage transmission tower and steel structures for electrical substations as well as provides galvanized coating services. The business operations of STOWER can be divided into 5 groups as follows:

1. Production Business

STOWER is engaged in the design and manufacture of high-voltage transmission and telecommunication tower, including:

1.1 High Voltage Transmission Tower and Telecommunication Tower

1.1.1 High Voltage Transmission Tower – TL size off 115 kV / 230 kV / 500 kV with expertise of personnel in term of Engineering (Production & Design) and also advance in quality control therefore subsidiary certified by Electricity Generating Authority of Thailand “EGAT”.

1.1.2 Substation Steel Structure – ST is galvanized steel structure which support electrical in substation.

1.1.3 Telecommunication Tower – TC with high of 20 – 100 Meter in order to install of network of leading companies in Thailand such as AIS, Dtac, TruemoveH, CAT and TOT.

1.2 General Fabrication (Building and Frame - BF)

It is a metal work used in large infrastructure, building structures, roof trusses of aircraft parking lots and posts for installing signals equipment for high – speed trains and heat – treated electric trains (galvanized).

2. Service Business

The company provides heat-molded galvanized steel products service to general customers who want to use metal parts such as high-voltage transmission tower and telecommunications tower to galvanize steel products to withstand long-term rust. However, the company operates in accordance with ISO1461, American Standard ASTM A123, ASTM A153, British Standard BS 729, Japanese Standard JIS H8641 and JIS H9124, Australian Standard AS 1214: AS/NZS 4680 and German Standard DIN 50976, etc.

3. Sales business

The company operates the business of distributing industrial products from the world's leading manufacturers under the brand RENOLD from England and the brand ARNOLD from Germany. The main products include power transmission equipment such as chains, gears, motors, and various gears, etc.

4. Telecommunications tower rental business

The company established SkyTowers Infra Inc. in the Philippines through indirect ownership via its subsidiary, Ultra Asia Singapore Pte. Ltd., in Singapore, in June 2020. The purpose of this establishment is to engage in the business of constructing and leasing telecommunications towers to mobile service providers in the Philippines. SkyTowers Infra Inc. has received a license from the Philippine government to operate a comprehensive telecommunications infrastructure business, with leading clients that are mobile service providers.

In 2024, the company is in the process of selling assets to cease operations.

5. Telecommunication service business

Ultra Asia Co., Ltd., a subsidiary, acquired 67% of the common shares of QROI Network Service Inc. ("QNSI") in the Philippines in February 2022. QNSI is engaged in the business of providing installation and testing services for communication signal transmission systems on telecommunications towers (Telecommunication Implementation), offering inspection services for telecommunications towers, signal transmission equipment, and electrical equipment of telecommunications stations (Tower and Site Inspection), providing maintenance services for telecommunications stations (Operation & Maintenance), and other telecommunications services in the Philippines.

1.2 Rayong Wire Industries Public Company Limited (RWI)

RWI is engaged in the production and distribution of High tensile steel wire products, Hard Drawn Wire, Wire Mesh and other wire. The total production capacity in 2024 is 72,000 tons per year, which can be divided into 5 types of products as follows:

1. **Steel Wires for Pre-stressed concrete wire or PC-wire or PCW** with diameters of 4, 5, 7 and 9 millimeters. The product has been awarded industrial product standard symbol No. IPS.95 - 2540. It is used in construction that emphasizes strength and durability to support loads and has been used in production of piles, electricity poles, finished floor slabs, and concrete railroad tiles.
2. **Steel Wires Strand for pre-stressed concrete strand or PC-strand or PCS** with diameters of 9.3, 9.5, 12.4, 12.7 and 15.2 millimeters. The product has been awarded industrial product standard symbol No. IPS. 420 -2540. It is made of PC-wires stranded together to enable it to withstand more tension, and is mostly used in large construction work e.g. bridge beams, elevated roads, large-sized piles, floor for large buildings and silos.
3. **Hard Drawn Wire or “HDW”** with diameters 2.0 – 7.0 millimeters. The product is used in mattress industry, auto parts industry; wire meshes industry, and spring industry.
4. **Ordinary Low Carbon Steel Wire or OLC** with diameters 2.8 – 7.0 millimeters. The product has been awarded industrial product standard symbol No. IPS.194-2535 and IPS.747-2531. It is used in piling industry, electricity post and drain.
5. **Wire Mesh** with diameters 2.8 – 7.0 millimeters. The product has been awarded industrial product standard symbol No. IPS 737-2549. It is used in construction of roads, buildings, and finished walls.

1.3 Enesol Company Limited (ENS)

ENS specializes in energy management, particularly in power plant operations, including Cogeneration Systems, to generate electricity for various demand levels—from small-scale use in buildings to medium-scale use in industrial facilities. ENS's first project involves investing in the production and sale of electricity and thermal energy to SCG Ceramics Public Company Limited.

(2) Marketing and Competition

2.1 Sky Tower Public Company Limited (STOWER)

- **Marketing Strategy**

STOWER realize in term of reasonable in quality and price of products and services which includes deliver products and services that are punctual and maintain excellent relationship among STOWER's partners by following marketing strategies

1. **Products and Services**

Manufacturing and distributing quality products and services that meet standards.

Manufacturing

STOWER determines to be the leader in quality product, to provide before and after sales services, focuses on quality product and in compliance with standard by using advance computer system to design product, also with quality control in all steps according to industry standard and ISO9001:2015.

2. On-time and reliable delivery

Manufacturing

The production business of STOWER is a project work with certain operation schedule of each project that has to be delivered clearly. Therefore, the delivery of products according to the customer plans on time is a most priority of the Company.

3. Types of Customers, Target Customers

Production Business

- 1) Steel Structure – Main customers such as foreign and domestic contractors which received work from government agencies and state enterprises e.g. Electricity Generating Authority of Thailand (EGAT) and Provincial Electricity Authority (PEA)
- 2) General Steel Structure – Main customers such as general contractors and any customers who need to receive assembly services and general steel installation

Service Business

The service of hot-dip galvanizing is provided to general customers who wish to have their products coated with hot-dip galvanizing to ensure that the products are durable and resistant to rust.

Sales Business

Selling industrial products will focus on industrial customers.

4. Pricing Policies

Production, Services and Sales Business

STOWER has policies on pricing which can complete in business by focusing on effective cost management in order to reduce loss from production so STOWER could set up the price to be completed in business. Currently, there is a policy to set product prices by adding profit margin from cost thus factors considered in determining the price consist of price of raw materials, equipment, others use in production, difficulty in production, bidding period, Quantity and amount of work, production capacity together with as well as considering the history of each customer who has had a joint transaction.

5. Sales and Distribution Channels

Production Business

STOWER work closely with the main contractor who was awarded the bidding related to high voltage transmission towers, telecommunication towers, and steel structures in the country. In addition, the Company also produces the telecommunication tower to export to foreign markets.

Service Business

STOWER provides hot-dip galvanizing services to general customers, with a consistent customer base. Most of the company's clients are in the general construction contracting industry, civil engineering contractors, machinery manufacturing, refrigeration industry, and machinery engineering, among others.

Sales Business

STOWER imports industrial products covering transmission tools and equipment, chains, sprockets,

gears, couplings and others from abroad under RENOLD and ARNOLD to distribute to customers in industrial groups such as cement industry, petrochemical industry, construction material industry and processed food product industry, etc.

Telecommunication tower rental business

The Company already initiated the investment project indirectly through the foreign subsidiaries since 2020 to operate telecommunications tower rental business. The company has registered with government agencies overseas, which can operate Cell Sites and telecommunications tower rental business with leading mobile operators overseas. In addition, to install cell phone jamming devices as long-term leases that enable the company to generate continuous revenue.

Telecommunications service business

The company has initiated an investment project in a subsidiary abroad since February 2022 to conduct business in the installation and testing of communication equipment and signaling systems on telecommunications towers for leading mobile service providers, as well as other telecommunications services.

6. Industry and Competition

High Voltage Transmission Tower and Sub-Station Industry

High Voltage Transmission Tower and Sub-Station Industry both in accordance power transmission system development project and plans from Electricity Generating Authority of Thailand (EGAT) and Provincial Electricity Authority (PEA) which is during the processes during BE 2561 – 2580 (PDP 2018) by consists of following projects (Reference from Energy Policy and Planning Office, Ministry of Energy)

- Transmission system development project to meet increasing electricity demand
- Transmission system development project to enhance the electrical system security
- Project to improve and expand transmission system to deteriorate according to the useful life
- Transmission system for supporting the connection of power plants
- International Grid Transmission System Project (Grid to Grid)
- Transmission system development project according to master plan of smart grid of Thailand

Telecommunication tower business

The domestic telecommunications tower industry continues to expand its network to provide more comprehensive services to customers and to support 5G technology. Additionally, the overall telecommunications industry in the Philippines, where the company has invested in telecom tower leasing, is experiencing continuous growth. The Philippines ranks among the top 10 countries in the world with the highest investment budget for telecommunications to improve communication.

General Fabrication Industry

The company can provide general metal structure design services tailored to meet customer needs,

in order to support large-scale infrastructure projects in countries with continuous demand and growth. This includes construction in accordance with the Eastern Economic Corridor (EEC) development plan, as well as private sector investments.

Hot-Dip Galvanization Services (Galvanized)

Trends of steel products with heat treatment requirements (Galvanized) to prevent rust and corrosion in long term for more than 40-50 years, has been increasing all the time in large basic infrastructure and construction industry. Because the current environment is polluted air and highly corrosive acid rain, so the metal structure, shall be essentially strengthen by preventing from rust.

Industrial product distribution

Industrial products covering transmission tools and equipment, chains, sprockets, gears, couplings and motors are equipment used in general industrial factories. The demand for products for repair or modification of machinery equipment is regular and continuous. In addition, reliability of product quality under Renold brand for almost 100 years and efficient before and after sales services are keys that make the company continue to be trusted by customers. Although there are many competitors, the company's products under the RENOLD and ARNOLD brands have always been in customer demand.

2.2 Rayong Wire Industries Public Company Limited (RWI)

1. Marketing and Competition

1. Since RWI produces and sells various types of products, each type within the target group exhibits different purchasing behaviors and priorities. RWI will implement strategies to reach customers and respond to their needs based on the target groups, using different strategies for each. For example, the contractor group prioritizes pricing that is set within a specified timeframe, while the automotive customer group focuses on quality first.
2. Retain existing customers with annual sales from existing customers is not less than 90%.
3. RWI focuses on producing quality products in accordance with standards and paying attention to all customers with whom it has contact, such as providing calibration services for various measuring instruments as well as regularly inquiring about problems with the use of products and services. To improve the work of customers to be more satisfied with the quality of RWI's products and services.
4. The operations of RWI are certified under the ISO 9001:2015 quality management system by SGS (Thailand) Co., Ltd., and the ISO 14001:2015 environmental management system. Additionally, the products manufactured have also been certified with the Industrial Product Standards (TIS) by the Ministry of Industry, which provides a high level of assurance regarding quality.
5. The customer sales ratio of RWI is 90%, consisting of customers from various regions across the country. There will be efforts to build relationships with customers nationwide, such as organizing joint activities to strengthen the existing distribution channels throughout the country.
6. RWI has a policy of gradually expanding the proportion of new product lines to reduce operational risks. Additionally, it allows customers to order various types of products from RWI, and RWI can

expand its market by utilizing existing market channels without the need to increase resources or expenses.

7. RWI emphasizes the development of knowledge among its personnel to enhance understanding and management skills. The company has also developed an Enterprise Resource Planning (ERP) system to manage production processes, aiming to reduce waste. Additionally, it employs a quality management system to consistently produce high-quality products that meet customer demands. Furthermore, there is a focus on inventory management to maximize profits for RWI.

1.1 Distribution Channels and Types of Customers

1.1.1 Distribution Channels

1. Maintaining the distribution channel of subsidiaries by customer who have purchased a wire from subsidiary in year 2024 must be retained. In addition, in 2025, the amount of wire use must not be less than before
2. Increase sales for future project customers
3. Distributed Wire through agents
4. Expand distribution channels abroad further

1.1.2 Types of Customers, Target Customers

The company sells all products to domestic customers, which can be categorized by product groups as follows:

Pre-stressed concrete wire (PC-Wire) and Pre-stressed concrete strand (PC-Strand) as group of customers consists of

1. Domestic Customers

1.1.1 Private Sector which equivalent to 90% of Pre-Stressed concrete sold as consists of

- Concrete products factory such as Pipe casting factory, electricity post, slabs, girder and finished walls.
- Contractor and bidding with government sectors such as building contractor, freeway construction and electric cables.

1.1.2 Government agencies and state enterprises, such as the Provincial Electricity Authority, the Metropolitan Electricity Authority, and the Bridge Repair Center, account for approximately 5-10% of the sales of high-strength steel wire.

2. Foreign Customers

2.1 Sale directly to users of steel wire within those countries as use for production such as pile manufacturing plants, floor slabs, and concrete utility poles.

2.2 Distribute through resellers to those countries

The product group of Hard Drawn Wire consists of the following customer segments:

1. Mattress Industry
2. Automotive Industry

- Shock absorbers
- Chain
- Spokes
- Car Seat
- Hard Drawn in General Motive

3. Wire Meshes Industry

4. Hard Drawn Industry

The product group of low carbon steel (Cold Drawn Steel Wire) consists of the following customer segments:

1. Concrete manufacturers, such as manufacturers of precast pipes and manufacturers of piles or utility poles
2. Construction contractors
3. Manufacturers of precast walls
4. Road construction contractors
5. Government agencies
6. Distributors or construction material stores.

The product group of welded steel (Wire Mesh) for concrete reinforcement consists of the following customer segments:

1. Concrete manufacturers group, such as precast pipe manufacturers and precast slab manufacturers.
2. Construction contractor groups and bidders for various government agencies.
3. Groups producing precast walls, such as Pruksa, Sansiri, Life and Living, Precast, etc.
4. Road construction contractors.
5. Government agencies such as the Department of Highways, the Bridge Construction and Rehabilitation Center, the Department of Public Works and Town & Country Planning, the Royal Irrigation Department, the National Housing Authority, etc., which directly bid for use in various agencies.
6. Distributors or construction material stores.

By this, RWI has play importance intention to long term relationship customers and good relationship customers thus new customers will focus on financial stability and has potential in the business.

- **Industry and Competition**

Steel Wires for Pre-stressed Concrete and Steel Wire Strand for Pre-stressed Concrete PC-Wire & PC-Strand)

The overall trend of future construction looks promising. The government's infrastructure projects are positively impacting the construction industry. However, the global economic situation and the domestic economy have not improved significantly, resulting in a slowdown in the overall market for 2024. Currently, there are 15

domestic manufacturers of high-strength steel wire, with RWI holding a 10% market share, ranking fifth in the overall market.

Factors impacting the business operation

- **New operators entering into market**

Due to this business need lot of money to invested, complicated in production process but presently, price of machines is cheaper and technology for producing machines are easier thus invest in this industry is not difficult. By this, most important this product concerned with safety, familiarity of use so this might be the point of delay in accessing the market of new entrepreneurs.

- **Bargaining power of suppliers**

Due to the presence of multiple suppliers for raw materials in the production of PCW and PCS, both domestically and internationally, negotiating the purchase of raw materials is not particularly difficult. It is possible to choose sources of raw materials that are of good quality at reasonable prices, as the quality of the raw materials affects the finished products and also impacts production costs.

- **Bargaining power of buyers**

Due to the slowdown in public construction activities in mid-2024, investment in the construction industry has decreased. The reduced demand for steel wire has affected product prices, giving buyers more bargaining power. The bargaining power of buyers is influenced by the demand and supply dynamics at any given time.

- **Product substitution**

The PCW & PCS products are specialized materials used in the production of concrete products, such as concrete piles, utility poles, precast slabs, and large construction projects like railways, expressways, and high-rise buildings. In the production of these concrete products, it is specified that PCW & PCS must be used as the primary raw materials, making it impossible for other products to serve as substitutes.

- **Current Competitor**

Due to the construction situation in the country in 2024, large-scale public investment projects are delayed compared to the planned schedule. Additionally, the ongoing COVID-19 pandemic has reduced the ability to export PCW & PCS wire products. Furthermore, the emergence of new manufacturers has led to an oversupply of PCW & PCS wire, resulting in intense price competition among domestic producers.

Industrial on Hard Drawn Wire (HDW)

In 2024, the domestic production rate of spring wire has declined, but the future outlook remains optimistic. This is driven by the expansion of production capacity among key customer groups in the bedding and automotive industries, both of which rely heavily on spring wire as a primary raw material. Consequently, demand in the spring wire market remains strong. As a result, price competition is not as intense as it could be, though competition in product quality is expected to increase.

Factors impacting the business operation

- **New operators entering into market**

Due to this business need lot of money to invested in machinery, modern technology in production process and most important this product concerned with safety and accuracy desired such as automotive, electronic parts, using knowledge of product to users' familiar applications. By this, if using product from new operators which no skill or experience in manufacturing then users will not pay attention because prices inferior than quality. However, lower the price from new operator may not interested user if operator bid closer price. The most important factors for doing this business are relationship, closer to customer, provide advice and after sales service as well and also provide useful knowledge about products and services together with other relevant information.

- **Bargaining power of suppliers**

Source of raw material for producing HDW have distributors from local and foreign therefore the standard of raw material for producing is obvious which makes easier in negotiation and can supply good quality with the reasonable price.

- **Bargaining power of buyers**

Users of HDW products mostly are concerned on quality of products and on time deliver therefore if meet the requirement from users such as standard quality, on time deliver then bargaining power of customers will be less even though there are imported products from overseas. By this, users are inconvenience to store more raw materials, late deliver or problem on products are waiting to be compensate which included fluctuation of currency make users need more demand on domestic goods rather than oversea products with the same quality with a little higher in pricing.

- **Product Substitution**

The standard on buying HDW product has been set in production process of customers such as in automotive industrial, HDW for producing spring wire will set specification on wire, grade of materials, source of materials so it is specifically made then no other wire cannot be used in replacement.

- **Current business competitor**

From the automotive industry to grow significantly, Thailand came 1 in 10 of country this consists of large automobile and lead to growth in automotive part as well. The importance obstacle of this business are user willing to concerned on stable quality, modern in production process and development all the time. And on-time delivery is an important factor in purchasing. This forces each competitor to compete with technology that other competitors are constantly improving quality.

Industrial on Ordinary Low Carbon Steel Wire and Wire Mesh Factors impacting the business operation

- **New operators entering into market**

By entering into these types of product industry is not difficult because this business is not lots of money on producing, uncomplicated technology or production process, machines can be manufactured domestically or

abroad. These products are used in conjunction with the company's main products, so it is easy to control the company's sales and production even when new entrepreneurs enter the market.

- **Bargaining power of suppliers**

As source of raw materials have both local and oversea distributors therefore negotiation on purchasing raw materials would be easier with good quality and reasonable price. Moreover, the gap between supplier of raw materials in the production of Cold Drawn Steel Wire and Wire Mesh either large or small the price would be little differ because quality of raw materials is not different.

- **Bargaining power of buyers**

Due to the construction slowdown in the public sector. In 2024, investment in the construction industry has decreased, less demand for steel wire as lead to high bargaining power and less by distance away especially in Bangkok and suburb due to inconvenience for distribution and less relationship with customers. However, the Wire Mesh product is a lightweight product that is a barrier to transportation, thus reducing the bargaining power of buyers.

- **Product Substitution**

Cold Drawn Steel Wire and Steel Wire Mesh is the product which meet the industrial Standard, by using this product in concrete measures are defined such as concrete piles, electrical poles, road construction and building. The mentioned construction is configured to use cold drawn steel wire and Steel wire mesh for constituent therefore other substitution of product can be used such as steel rod but with inconvenience of usage and in construction requirement need to be fast, easy so no commonly used for substitution.

- **Current business competitor**

Slowdown of construction in year 2024 and large project investment from government has postponed, more demand than supply which leads competition of manufacturer in term of prices therefore expansion of market is difficult because each manufacturer trying to maintain their own customers.

2.3 Enesol Company Limited (ENS)

- **Marketing Strategy**

ENS is ready to propose the project as Cogeneration System or Combined cycle in ordered to produce as needed from small sizes usage for building through medium size usage in industrials. Both in the form of integrated construction contractors (including design, construction and operation) and form of production concessions thus carry on until delivery of assets when the concession is due.

Currently, ENS has carried out the said operation and has experience in the investment project for the production and distribution of electricity and the heat energy that has been installed and has been operate over 10 years through various problems and obstacles so bringing expertise to adjust form of the same district project in order to expand business opportunities in the next order.

- **Type of Customers, Target Customers**

ENS selling almost all products to domestic customers due to group of customers as follows;

1. Industrial Group uses of Natural Gas as fuel in production of hot air and steam thus this group of customers can reduce cost of production by using natural gas to produce electricity thus hot air and steam resulted from electricity generation to use in production process.

2. Industrial Group and control buildings that want to improve energy use within their own organization in order to save energy effectively and systematically conserving energy.

- **Pricing Policies**

ENS selling electricity and hot air with the reasonable price and divided benefit between parties equally

- **Sales and Distribution Channels**

ENS selling electricity and hot air as can produced for industrial plant that have invested in Electricity and Hot Air Purchase Project lifetime of 15 years thus excess electricity from factor need to be sold PEA.

- **Industry and Competition**

Currently, Electricity and Thermal energy industry thus direction has been adjusted in accordance with government's policy to promote electricity production from renewable energy as well as focusing solving social problem such as community waste problem and agricultural waste products.

(3) Supply of Products and Service

3.1 Sky Tower Public Company Limited (STOWER)

Production capacity and production volume

High-voltage Transmission Tower and Telecommunication Tower Business

The company has a factory located at 247 Romklao Road, Saen Saep Subdistrict, Minburi District, Bangkok. It has a total maximum production capacity of approximately 18,000 tons per year.

Raw Materials and Types of Raw Materials

High-voltage Transmission Tower and Telecommunication Tower Business

The primary raw materials for manufacturing high-voltage electric transmission poles and telecommunications poles include steel, zinc, and other materials. The company procures these key materials in bulk from domestic manufacturers and sources steel from at least 4 suppliers, ensuring the required quantity and type of steel is obtained at competitive prices through price comparisons. Regarding zinc ingots, the company sourced them from three main traders over the past year.

Effective inventory management is a key factor in high-voltage transmission tower manufacturing business and an important factor for competition. The company can maintain the level of competitiveness thanks to appropriate inventories, enabling the company to deliver goods to customers in a timely manner. The company has the policy to control the level of inventories to be appropriate and sufficient to respond to customer needs in due time.

The company orders raw materials from local suppliers with the policy to purchase some raw materials in

advance to ensure sufficient quantities, satisfactory quality and usability as required by customers. In addition, the company has effective inventory management system which covers consideration and selection of reliable raw material suppliers in terms of quality and on-time delivery. These prevents the company from delayed delivery of goods.

The main raw materials for production include steel and zinc as detailed below:

- (1) Equal angles steel, quality class of SS400, size between L40x40x3 and L200x200x20
- (2) Equal angles steel, quality class of SS540, size between L75x75x6 and L250x250x35
- (3) Zinc with 99.995% purity

Due to product specifications and standards, the company uses almost entirely domestically produced raw materials.

Industrial Goods

The company imports almost all of the industrial goods from England and Germany and manages inventories by updating the purchasing statistics to assess the market needs and procure appropriate inventories for each period. Inventory management can be divided into 2 main groups as follows:

- (1) High inventory turnover or the group of products purchased regularly and in high demand. Purchasers normally need the products for immediate consumption after purchasing. Therefore, the company is required to maintain sufficient inventories of these products to guarantee availability for delivery. This group includes chain products and chain joints.
- (2) The regular products or the group that is not frequently ordered are high-value items, and buyers can wait for the products. This allows the company not to need to keep a large inventory, which includes gears and couplings, among others.

3.2 Rayong Wire Industries Public Company Limited (RWI)

● Production and Production Volume

RWI's factory located at No.5 I-Five Road, Tambon Mabtapud, Amphur Muang, Rayong. As of 2024, it has a total annual capacity of 72,000 tons.

In 2024, RWI utilized 50% of total capacity. The factory is run 20 hours per day. Moreover, in 2025, RWI will have an actual production capacity of 40,000 tons per year. It is expected to occupy about 55% of its total capacity.

● Raw materials and Types of raw materials

Main raw material used in the production is wire rods which can be classified into 4 types

- (1) High Carbon Wire Rods, 8, 9, 11 and 13 millimeters in diameter, are raw material used for production of PC-wires and PC-strands.
- (2) Medium Carbon Wire Rods 5.5 millimeters or over in diameter are raw material used for production of spring wire.
- (3) Low Carbon Wire Rods, 5.5 millimeters in diameter, are used for production of welding wires and galvanized wires.

- (4) Low Carbon Wire Rods, 5.5, 7, 9 millimeters in diameter wire for producing casing pile and Welded wire mesh weaving.

There are no alternative materials for the above raw materials because the technology in the production of various types of steel wire products does not change as quickly as other types of products.

In 2024, although China has increased its steel wire production capacity, the prices are still higher than domestically produced raw materials. Therefore, the company is considering domestic raw materials, which are of standard quality, lower in price, and convenient for transportation, with more than 5 domestic suppliers available.

3.3 Enesol Company Limited (ENS)

- **Products Procurement**

Capacity on producing electricity	11,000	MW
Capacity on producing thermal energy	62,000	MMBTU/month
The amount of electricity produced in 1 year	91,761,000	kW-hr
The amount of Thermal energy produced in 1 year	683,280	MMBTU

- **Raw Materials and Type of Raw Materials**

Main raw materials to produce is natural gas from PTT.

(4) **Assets for business operation**

- Fixed assets for business operation as of December 31, 2024 are as follows:

Property	Right of Ownership	Net Book Value (Million Baht)	Obligation
1. Leasehold rights on 6 plots of land Amount 30-3-32 Rai, Location Industrial Estate Map Ta Phut, No. 5, I-5 Road, Map Ta Phut Subdistrict, Mueang District, Rayong Province 21150	Subsidiary Rayong Wire Industries Public Company Limited Long-term lease contract for 20 years since the date June 15, 2020 to June 14, 2040 with industrial estates Map Ta Phut	107.63	None
2. 3 plots of land , total area of 29-0-36 rai , with Factory , Located at 247 Romklao Road, Saen Saeb, Minburi, Bangkok	Subsidiary Sky Tower Public Company Limited (STOWER)	216.24 0.60	None

3. 7 Buildings, Location Industrial Estate Map Ta Phut, No. 5, I-5 Road, Map Ta Phut Subdistrict, Mueang District, Rayong Province 21150	Subsidiary Rayong Wire Industries Public Company Limited (RWI)	18.39	None
4. Machinery and Equipment	A Subsidiary, Subsidiary Sky Tower Public Company Limited (STOWER)	8.97	None
5. Assets during installation of renovation buildings and public utility systems	Subsidiary Sky Tower Public Company Limited (STOWER)	2.17 27.25	None
Property	Right of Ownership	Net Book Value (Million Baht)	Obligation
6. Machinery and Equipment	Subsidiary Rayong Wire Industries Public Company Limited (RWI)	185.79	None
7. Tunnel Boring Machine Buildings and Renovations (Medical Tools and Equipment)	Subsidiary Medisphere Co., Ltd.	1.15 - 0.10	None
8. Machinery and Equipment	Subsidiary Enesol Company Limited	2.04	None

● **Subsidiary's Industrial Land Lease Agreement**

Counterparties

Industrial Estate Authority of Thailand ("Lessor")

Rayong Wire Industries Public Company Limited ("Lessee")

Contract date

June 15, 2020

Leased property

Land in Map Ta Phut Industrial Estate Amount of area 30-3-32 rai

Rental period

20 years from June 15, 2020 – June 14, 2040, with the possibility of extending the lease term for another 20 years according to the rental rate and conditions set by the lessor.

Rental rate	301,000 baht per rai per year (Calculation of the rental rate per area per rai by fraction of rai to be calculated proportionally) and increase the rental rate per rai every year at a rate of 2%
Lease renewal	The last year before the end of the contract, not less than 6 months, must notify the lessor a written request, whereby the lessor will consider renting for another 20 years according to the rental rate and conditions
Counterparties	SCG Ceramics Public Company Limited ("Lessor") (NKTE factory) Enesol Company Limited ("Lessee")
Contract date Leased property	July 22, 2011 Some of the land within SCG Ceramics Public Company Limited Amount of area 0-1-50 square wa
Rental period	15 years and 4 months from July 24, 2011, with the exception of rent during the first 4 months, with the first rental collection from November 24, 2011 to November 23, 2026.
Rental rate	10,000.- baht per year by paying rent every end of the month

- The lease agreement for the premises and the service agreement between the company and its subsidiaries
- The Company and Rayong Wire Industries Public Company Limited and Sky Tower Public Company Limited and Enesol Company Limited and Medisphere Company Limited and Evergreen Biomass Company Limited Co., Ltd. has a head office and branch offices. Located at Supalai Grand Tower, 17 th Floor, Room No. 1703, 1704, Chong Nonsi Subdistrict, Yannawa District, Bangkok. The office lease agreement has been made for a period of 3 years, starting from March 1, 2024, and ending on February 28, 2027. The contract will be renewed starting from March 1, 2024, and ending on February 28, 2027. The office space used is 543 square meters, with payments due on the 5th of each month. The details of the rent and service fees are as follows:
 1. Rent rate for Year 1 (March 1, 2024 – February 28, 2025) for a duration of 12 months. The rent rate is 275 baht per square meter, and the service fee is 350 baht per square meter. The total monthly rent amounts to 149,325 baht, and the monthly service fee amounts to 190,050 baht.
 2. Rent rate for Year 1 (March 1, 2024 – February 28, 2025) for a duration of 12 months. The rent rate is 275 baht per square meter, and the service fee is 355 baht per square meter. The total monthly rent amounts to 149,325 baht, and the monthly service fee amounts to 192,765 baht.

3. Rent rate for Year 1 (March 1, 2024 – February 28, 2025) for a duration of 12 months. The rent rate is 275 baht per square meter, and the service fee is 360 baht per square meter. The total monthly rent amounts to 149,325 baht, and the monthly service fee amounts to 195,480 baht. Payments are due on the 5th of each month.

(5) Undelivered work

5.1 Sky Tower Public Company Limited (STOWER)

Manufacture of Steel Frame Business

As at December 31, 2024 –the company has during process work and expected to deliver all within year 2025 are as follows:

Name of Project	Work Load (Tons)	Unprocessed Value (Million Baht)
High Voltage Transmission Tower (TL)	214.57	10.82
Telecommunication Tower (TC)	-	-
Substation Steel (ST)	105.11	6.81
General Steel (GF,BF)	57.49	4.01
Total	233.72	21.64

5.2 Rayong Wire Industrues Public Company Limited (RWI)

- None -

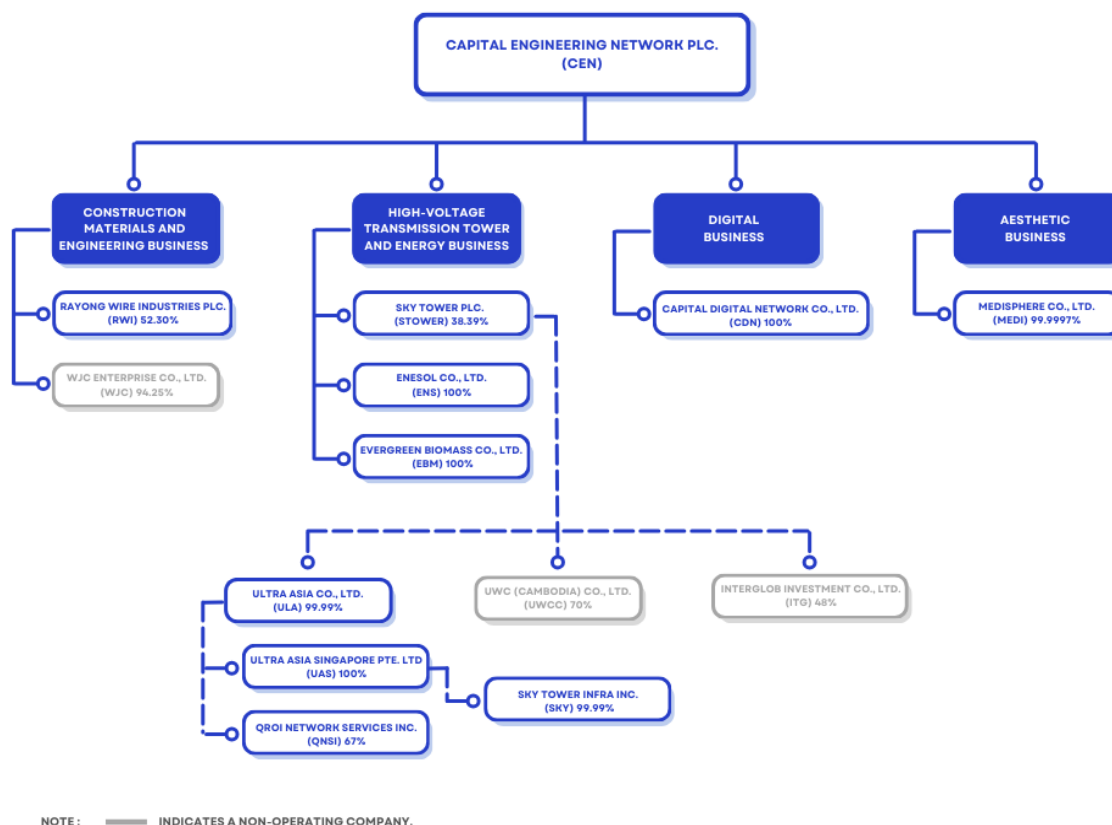
5.3 Enesol Company Limited (ENS)

- None -

1.3 Shareholding Structure

1.3.1 Shareholding Structure of the Group Company

The Company is a holding company that invests in companies that operate the main business in accordance with relevant criteria. The operations are divided as follows:



- Name, location, head office, type of business, telephone, fax, number and type of total outstanding shares of juristic persons in which the Company holds 10% or more shares are listed in Section 5.1.2 Investment in other companies in which the Company holds 10% or more of shares.

1.3.2 Persons who may have conflicts hold shares in subsidiaries or associated companies altogether more than 10% of the voting shares of the Company shall specify the reason(s)

- None –

1.3.3 Relationship with the major shareholder's business group

- None –

1.3.4 Shareholder

(1) Major Shareholders

(a) The following is the top 10 major shareholders as at December 31, 2024

No	Names of shareholder		Number of Shares	%
1.	Mr. Chinchai	Leenabanchong	148,993,100	19.995
2.	Miss Chinree	Leenabanchong	71,843,900	9.641
3.	Miss Chinsiree	Leenabanchong	65,566,700	8.799
4.	Miss Chinrath	Leenabanchong	62,623,300	8.404
5.	Mr. Chanachai	Leenabanchong	37,219,200	4.995
6.	Mr. Wutichai	Leenabanchong	34,160,600	4.584
7.	CREDIT SUISSE SINGAPORE BRANCH		34,103,800	4.577
8.	Miss Chinphat	Leenabanchong	32,377,100	4.345
9.	Miss Kalyawan	Tangsuthiwong	13,240,500	1.77
10.	Mr. Jirawud	Kuvanan	12,031,000	1.615
Total of the first 10 shareholders			512,159,200	68.731

Remark: Investors could view information as at closing registration book from company website www.cenplc.com under Investor Relations as title of Major Shareholders before date of 2025 Annual General Meeting of Shareholders

Institutional Investor Shareholding

As of December 31, 2024, the Company's shareholding of institutional investors is 6.90% of the number of issued and paid-up shares, which is greater than the criteria stipulated in the corporate governance principles of Thai listed companies, which stipulates that the Company There should be a total shareholding of institutional investors more than 5%

(b) A group of major shareholders who, by circumstance, has a significant influence on the company's management policies or operations (for example, the recruiting of personnel as an (authorized director).

- None -

(2) List of shareholders of subsidiaries

- Sky Tower Public Company Limited (STOWER)

Top 10 major shareholders as at December 31, 2024

No	Names of shareholder	Number of Shares	%
1.	Capital Engineering Network PLC.	1,419,477,378	38.391
2.	Thailand Securities Depository Co., Ltd.	68,519,942	1.853
3.	Mr. Jirawut Kuwanan	66,409,500	1.796
4.	Mr. Pawarit Taweerujana	65,720,000	1.777
5.	Mr. Vichai Thanasamutr	56,901,600	1.539
6.	Mr. Praphon Limthammahidsorn	38,000,000	1.028
7.	Thai NVDR Company Limited	35,828,382	0.969
8.	Mr. Denthanai Hutthajutha	34,497,900	0.933
9.	Mr. Nam Chonsaiphon	33,969,079	0.919
10.	Mrs. Kanokwan Yodwanich	33,333,333	0.902
Total of the first 10 shareholders		500,478,000.00	50.107

- Rayong Wire Industries Public Company Limited (RWI)

Top 10 major shareholders as at December 31, 2024

No	Names of shareholder	Number of Shares	%
1.	Capital Engineering Network PLC.	478,723,124	52.304
2.	Mr. Veerachai Dechamornthun	19,372,000	2.117
3.	Mr. Wichien Srimuninnimit	11,000,000	1.202
4.	Ms. Suphatra Paengkarinya	8,961,400	0.979
5.	Mr. Susitak Achariyasombat	8,928,300	0.975
6.	Mr. Panya Leepuengtham	8,090,800	0.884
7.	Mr. Chalermkiat Charamornburaping	5,928,400	0.648
8.	Thai NVDR Company Limited	5,411,687	0.591
9.	Mrs. Yuphadee Keeree	5,300,000	0.579
10.	Mr. Prapat Piyachaturawat	5,050,000	0.552
Total of the first 10 shareholders		556,765,711	60.831

- Enesol Company Limited

Lists of major shareholders as at December 31, 2024

No	Names of shareholder	Number of Shares	%
1.	Capital Engineering Network PLC.	1,814,995	100.00
2.	Mr. Wutichai Leenabanchong	3	0.00
3.	Mr. Monthon Chatuwallopkul	1	0.00
4.	Miss Rose Sangsila	1	0.00
Total of the first 10 shareholders		1,814,995	100.00

- Medisphere Company Limited

Lists of major shareholders as at December 31, 2024

No	Names of shareholder	Number of Shares	%
1.	Capital Engineering Network PLC.	2,039,993	99.9997
2.	Miss Chinphat Leenabanchong	5	0.00025
3.	Mr. Nattanon Nattawut	1	0.00005
4.	Miss Laphassarin Kraiwongwanitrun	1	0.00005
Total of the first 10 shareholders		2,040,000	100.00

- (3) Agreements between shareholders that have impact on issuance and sale of securities or management of company and materially affect operations

- None -

1.4 Registered and Paid-up Capital

1.4.1 Registered and Paid-up Capital

The company has a registered capital and paid-up capital as of December 31, 2024, as follows:

Registered Capital	Amount of	1,197,518,153	Baht
Paid-up Registered Capital	Amount of	745,161,929	Baht
Divided into			
Common stock	Amount of	745,161,929	Baht
Par Value	Amount of	1	Baht

- Listed Stock Exchange

The Stock Exchange of Thailand

93 Ratchadaphisek Road, Din Daeng, Din Daeng, Bangkok 10400

1.4.2 Preferred Stock

- None -

1.4.3 Secured Bond

- None -

1.5 Other Issued Security

1.5.1 Warrant

Securities Name	Description
Warrant No.5 (CEN-W5)	<ul style="list-style-type: none"> - The company issues the warrant not exceeding 372,570,964 units - The number of issued share are to support the subscriptions of 372,570,964 Shares (par value 1 Baht per share) - Remark: The number of warrants offered for sale is 372,570,964 units, and the number of warrants allocated/sold is 372,376,224 units. - The type of warrant is named and negotiable - The warrant will be valid for 5 years from the date of issue and offering. - Date of issuing and offering warrant is May 13, 2021. - 1 unit of warrant represents the right to offerings 2 ordinary share for free - 1 unit of warrant represents the right to purchase 1 ordinary share at the rate of 2.14 Baht - Exercise dates are every 15th of March, June, September, and December of each year. In the event that the exercise date falls on a company holiday the exercise date shall be postponed to the last business day prior to the date of each exercise. - The first exercise date is March 15, 2022. - The last exercise date is May 12, 2026.

1.5.2 Debt Instruments

- None –

1.6 Dividend Payment Policies

The Company has policies on dividend payment at the ratio of not less than 50% of net Profit (Separate Financial Statement after tax) or as necessary with no affected to business operation unless there is investment in other companies.

Information of the past Dividend Payment

Year	2025	2024	2024	2022	2021
Dividend Payment per share		0.00	0.00	0.00	0.12
Net Profit (Loss) per share		(0.02)	(0.52)	(0.3582)	(0.4677)
Ration of Dividend Payment per Net Profit (%)		0.00	0.00	0.00	25.66

Remark The Board of Directors Meeting No. 2/2025, held on March 21, 2025, resolved to propose to the 2025 Annual General Meeting of Shareholders, scheduled for April 30, 2025, the approval of a suspension of dividend payments for the fiscal year 2024 (January 1, 2024 – December 31, 2024) due to the company's net loss of 13.18 million baht (Separate financial statements)

Subsidiaries

- **Sky Tower Public Company Limited** has policies on dividend payment at the ratio of not less than 40 percent of net profit in separate financial statement (after corporate income tax) if those dividend payment not significantly affect company normal operation thus company may require dividend payment less than above mentioned rate if company need to use said net profit to expand company's operations.
- **Rayong Wire Industries Public Company** has policies on dividend payment at the ratio of not less than 50 percent of net Profit (after tax) or unless subsidiaries has plan to invest more as necessary.
- **Enesol Company Limited** has policies on dividend payment at the ratio of not less than 50 percent of net Profit (after tax) unless subsidiary has plan on investment or necessities.
- **WJC Enterprise Company Limited** has policies on dividend payment at the ratio of not less than 50 percent of net Profit (after tax) unless subsidiary has plan on investment or necessities.
- **Medispher Company Limited** has policies on dividend payment at the ratio of not less than 50 percent of net Profit (after tax) unless subsidiary has plan on investment or necessities.
- **Evergreen Biomass Company Limited** has policies on dividend payment at the ratio of not less than 50 percent of net profit (after tax) unless subsidiary has plan on investment or necessities.
- **Capital Digital Network Company Limited** has policies on dividend payment at the ratio of not less than 50 percent of net Profit (after tax) unless subsidiary has plan on investment or necessities.

2. Risk Management

2.1 Risk Management Policy and Plan

The company has given importance to the internal control system and risk management. All employees of the Company have a common role and responsibility with the obligations and responsibilities. The authority to operate at the executive and operational levels is clearly written. It covers financial, operational, administrative, and operational controls to ensure compliance with relevant laws and regulations to create reasonable assurance that the success of the work will be able to achieve the objectives of the company as follows:

1. Strategy and Goals has been clearly defined Be consistent and support the mission (Mission) of the company.
2. Performance achieves the stated objectives. with efficient and cost-effective resource management.
3. Report material information in terms of finance, management and operations are accurate and reliable.
4. Operations Comply with policies, rules, regulations and requirements consistent with other laws and regulations related to business operations.
5. There is the safety of assets, personnel, including information in the information system.
6. There is appropriate and effective supervision and management.
7. The quality of operations is continually improved.

In the Board of Directors Meeting No. 1/2024, held on February 29, 2024, with all members of the Audit Committee attending the meeting. The Board of Directors has assessed and considered the sufficiency of the internal control system. The Audit Committee is responsible for overseeing compliance with the regulations of the Stock Exchange of Thailand. To ensure that the Company's business operations are well managed and supervised add value build confidence to government agencies and the most benefits for shareholders.

2.2 Risk Factors to the Company's Business Operation

The major risk factors which might affect operating results of the company and its subsidiaries, and risk of prevention guideline can be summarized as follow:

2.2.1 Risk Factor of Company

1. Capital Engineering Network Public Company Limited (CEN)

- Risk from business operation in group which is considered as part of company business operation

CEN has expanded investment in various business in subsidiaries by diversify in term of investment, spread of risk and not cross shareholding, CEN will considering on potential investment in related business or benefit thus CEN will send someone to hold position of Director in subsidiaries in order to follow up operation of subsidiaries (performance of subsidiary depends on performance of CEN). By this, subsidiaries may face fluctuate in term of economy, more competitor and to comply with law and regulations. The above factors may affect business turnover and financial status of CEN due to CEN has returns in term of dividend payment therefore if there are a loss in subsidiaries then affect profit and loss as well as property value of CEN. Currently, CEN invests in 7 subsidiaries and its subsidiary, STOWER, invests in 6 other STOWER subsidiaries. Therefore, the company performs risk management as follows:

- Structure by business category for clarity and efficiency in operation, can specify and manage risk more effectively
- Study the expansion of investment in business that close or continuously business to be linked in order to create value-added products, reduce costs, and increase competitiveness in the global market
- Corporate Management by focusing on good corporate governance to be basis for sustainable growth

Risk Factor of subsidiaries

2. Sky Tower Public Company Limited (STOWER)

2.1 Risk Management Policy

STOWER emphasizes the importance of risk management as an integral part of good corporate governance and a fundamental pillar in achieving the company's objectives. Effectively identifying and managing risks enables the company to make informed decisions, seize opportunities, and mitigate the impact of significant events that may affect shareholders.

Risk Management Policy

1. STOWER has a Risk Management Committee, which is structured with defined components, qualifications, appointment procedures, and terms of office, along with clearly outlined powers, duties, and responsibilities in accordance with its charter.
2. The company comprehensively manages both external and internal risks in alignment with its business strategy and direction, covering at least the following 4 types of risks:

- 1) Strategic Risk
 - 2) Operational Risk
 - 3) Financial Risk
 - 4) Compliance Risk
3. STOWER conducts its business within an acceptable level of risk to achieve its objectives by integrating risk management into annual business planning, management, and decision-making processes before investing in various projects.
 4. STOWER continuously monitors and reviews risk management in accordance with the established plan and assesses its effectiveness, with the management team tracking and reporting to the Risk Management Committee.
 5. Risks that impact the achievement of the company's objectives must be addressed by:
 - 1) Timely identification of risks
 - 2) Assessing the likelihood of risk occurrence and the impact if the event occurs
 - 3) Managing risks in accordance with guidelines and practices for risk management, taking into account related costs and the effects of such risk management
 - 4) Monitoring to ensure that the company's risks are managed appropriately.
 6. STOWER has established processes, approaches, and measures to manage risks and mitigate their impact, ensuring they meet appropriate quality standards and align with international best practices. This enables effective risk management that supports the company's operations and fosters the continuous development and implementation of enterprise-wide risk management in a unified direction. The risk management system is fully integrated into decision-making, strategic planning, work plans, and overall operations. Additionally, the company maintains ongoing and systematic risk identification, analysis, assessment, prioritization, management, control, monitoring, reporting, evaluation, and communication across all levels of the organization.
 7. STOWER assigns risk management as a responsibility for employees at all levels, ensuring they remain aware of the risks associated with their operations within their respective roles and organizational units. Emphasis is placed on managing risks effectively to keep them within an appropriate and acceptable level. All executives and employees are responsible for identifying, assessing, and implementing appropriate measures to manage risks related to their duties.
 8. STOWER has established risk thresholds to limit potential damage to an acceptable level and to define specific events or risk levels that serve as warning signals, prompting timely action to prevent risks from exceeding the set threshold.
 9. STOWER has implemented clear guidelines for preventing and mitigating risks arising from its operations to

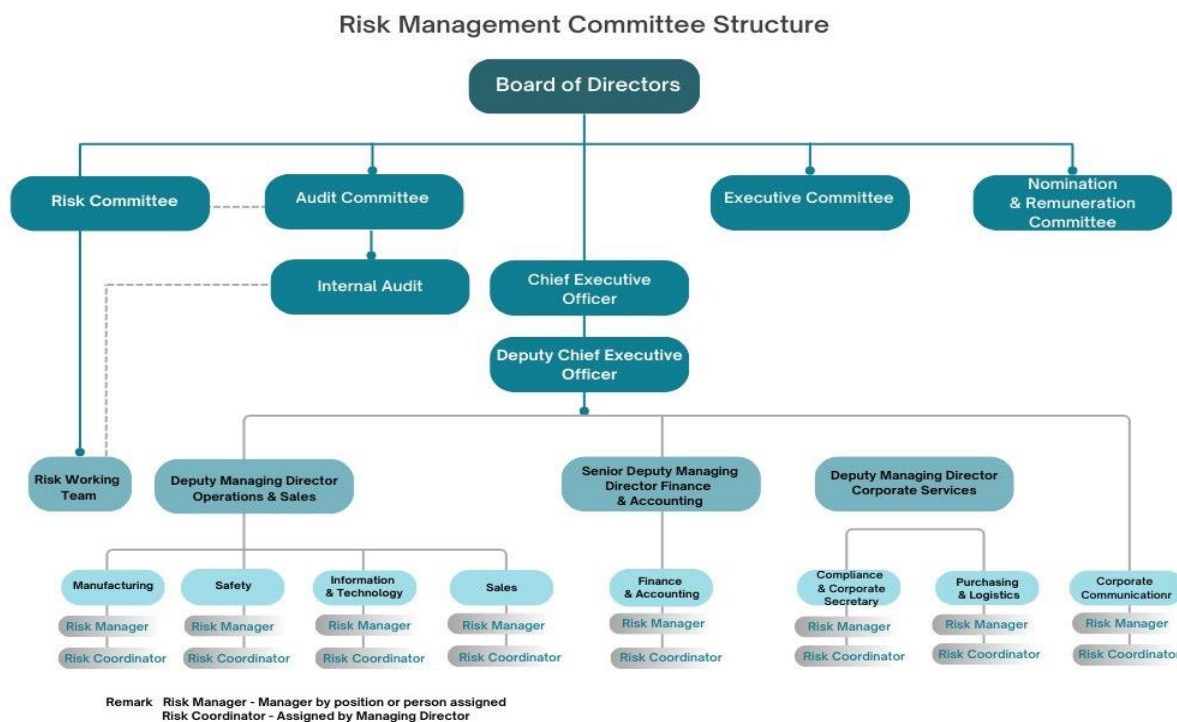
minimize potential damage or losses. This includes regular monitoring and evaluation of risk management practices.

10. STOWER integrates modern information technology systems into its risk management processes and promotes comprehensive access to risk-related information for employees at all levels.

The implementation of risk management

The STOWER Committee recognizes risk management as a fundamental aspect of business management. The company adopts a proactive approach by implementing a comprehensive risk management process, including risk identification, assessment, monitoring, and regular review. To reinforce this commitment, the Board of Directors has appointed a Risk Management Committee consisting of two independent directors and established a risk management working group composed of nine executives from key functional areas. The committee operates within the scope defined by the Board of Directors in accordance with the Risk Management Committee Charter. To enhance the likelihood of achieving objectives, foster proactive management, and address risks across the organization—particularly in Environmental, Social, and Governance (ESG) aspects or "sustainability risks"—STOWER has adopted the ISO 9001:2015 Quality Management System as a risk management guideline. Additionally, the company implements the COSO – ERM 2017 (Enterprise Risk Management - Integrating with Strategy and Performance) framework to align business operations with sustainable development goals. The internal audit department oversees the internal control and risk management systems to ensure their effective implementation within the organization.

In 2024, the Risk Management Committee performed its duties as assigned by the Board of Directors, holding a total of 4 risk management meetings.



2.2 Risk Factors in the Company's Business Operations

The company has conducted a comprehensive analysis of all risks that may impact its operations, taking into account both internal and external factors, the organization's key objectives and strategies, the needs and expectations of stakeholders, and risk factors that could significantly affect the operations of the company and its subsidiaries. The identified risks are as follows:

Strategic Risk

1. Risk from the continuity of domestic income	
Details of the risks	Risk management
It is a risk arising from the inability to operate the business according to the business plan or strategy set by the company. This may occur due to the failure to execute the planned business activities or due to changes in various factors and the environment from what was originally planned.	The company has been producing goods that meet customer demands in terms of quality and timely delivery, resulting in customer satisfaction with the company's services, leading to repeat business. The company has diversified its sources of income to reduce reliance on a small number of clients and has set revenue targets from new customers in comparison to existing ones.
2. Risk from foreign investments	
Details of the risks	Risk management
This risk arises from investing abroad, where varying levels of restrictions or controls may apply. Such restrictions could include the need to obtain permission from government agencies or other authorities before making an investment. Additionally, the laws and regulations in foreign countries may be unclear, and new laws or regulations could be introduced periodically, creating uncertainty about the scope and content of these legal changes. These factors could have a negative impact on investments.	The company has thoroughly studied project information, relevant regulations, and laws, and has gathered insights from companies that have previously invested in the country through sources such as the Ministry of Commerce, embassies, foreign trade promotion offices, and local financial institutions. In addition, the company has carefully selected local partners with expertise in the business being invested in. These partners offer strategic strengths that will enhance business operations and are well-prepared for the activities ahead. The company has established an acceptable budget to account for any deviations from the plan and closely monitors performance, ensuring continuous reporting of results. A risk management system is in place, along with an internal audit mechanism to ensure effective oversight.
3. Technological risks that lead to changes in business models	
Details of the risks	Risk management
Currently, there are several factors that are causing changes in business operations, including the introduction of modern technology. These changes are occurring quite rapidly and are continuously evolving.	The company is studying new technologies in production, looking for other ventures that can be developed further, and keeping up with news to anticipate the impact of technology on the business.

Operational Risk

1. The risk from fluctuations in raw material prices (e.g., steel - zinc)	
Details of the risks	Risk management
The key raw materials in the company's production are steel and zinc, which experience price fluctuations based on global market prices. This is influenced by the uncertain state of the global economy and constantly changing environmental factors. The risks associated with the volatility of steel and zinc prices may lead to an increase in the company's production and service costs.	The company has been closely monitoring changes in raw material prices to assess the situation and trends in raw material costs. It gathers raw material cost data from the purchasing department to update the job costing for project bidding and customer quotations. The company also follows up and visits customers to negotiate price adjustments in cases where there are impacts from raw material cost fluctuations.
2. The risk related to labor costs	
Details of the risks	Risk management
The policy of increasing the minimum wage poses a risk that may arise from the company's reliance on a large workforce and could face increased production cost risks. Therefore, this wage increase will further pressure costs to rise.	The company is trying to find ways to minimize the impact as much as possible by focusing on investing more in automated machinery to reduce labor issues without affecting the planned production capacity. Additionally, the company has a policy to improve labor relations management by fostering a sense of organizational loyalty among employees to reduce turnover rates. It is also developing a recruitment and training system to ensure the acquisition of quality employees who can meet demands without disrupting operations. If there is a large influx of work that cannot be produced in time, the company will proceed to hire outsourcing services.
3. The risk concerning safety, occupational health, and the working environment	
Details of the risks	Risk management
It is a risk arising from accidents at work and health issues due to an unsuitable working environment.	The company has established a Occupational Health and Safety Committee to control safety measures in accordance with standards. It conducts regular health checks for employees based on risk factors every year. The company has a policy to reduce such risks and enhance safety for employees by providing Personal Protective Equipment (PPE). It complies with laws regarding occupational safety, health, and working environment, and has established measures to support emergency plans, including conducting drills for emergency management.

Compliance Risk

1. Regulatory risk	
Details of the risks	Risk management
It is a risk that the company must comply with the laws, regulations, and oversight of the Securities and Exchange Commission and the Stock Exchange of Thailand. If the regulations, laws, or oversight change, it may impact the company's competitive position, financial costs, and operational performance. Non-compliance or violation of regulations, or negligence, may result in the company facing penalties or having various licenses revoked.	The company closely monitors changes in various rules and regulations to study the potential impacts on its operations both currently and in the future, in order to minimize errors and losses that may occur to the organization. Management is conducted under the Securities and Exchange Act, the Public Limited Companies Act, and other relevant laws to ensure that all necessary operating licenses are obtained.
2. Personal data protection risk	
Details of the risks	Risk management
It is a risk arising from the company's obligation to comply with the Personal Data Protection Act B.E. 2562, which was published in the Royal Gazette on May 27, 2019, and came into effect on June 1, 2022, in order to align with and adhere to the aforementioned "Personal Data Protection Act B.E. 2562."	The company has established a policy and communicated it to employees within the company and relevant parties to comply with the Personal Data Protection Act. It has organized training for employees to raise awareness and understanding of the regulations set forth by the law that protects personal rights and data, in order to prevent data leaks. A personal data protection working group has been established to define the scope of personal data dissemination, data usage, personal data storage, access restrictions to personal data, as well as the recording of activities related to the use of personal data. There are also announcements regarding various operational procedures for personal data protection, which are enforced.
3. Fraud and corruption risk	
Details of the risks	Risk management
It is a risk arising from corruption, the misuse of power or authority to engage in any actions to obtain undue benefits, whether for the organization, oneself, or others.	The company has implemented standardized systems in all work processes to reduce opportunities for fraud. This includes controlling budget usage, monitoring expenditures to ensure they do not exceed the budget, and establishing a stringent and verifiable approval authority system. Additionally, the company has opened channels for complaints from both internal and external sources to serve as a means for receiving complaints.

Environmental, Social, and Governance (ESG Risk)

1. Environmental risks	
Details of the risks	Risk management
It is a risk arising from the environment, both internal and external to the organization, which impacts damage or poses obstacles to operations.	The company provides measures to prevent environmental impacts in various aspects, including conducting monitoring of environmental quality concerning noise pollution, air pollution, wastewater, and waste from the production process. Regular monitoring is conducted annually to compare the analysis results with the standards set by law.
2. Social-community risks	
Details of the risks	Risk management
It is a risk that results from both direct and indirect impacts from the surrounding community related to the organization, such as issues with drugs, problems from factory emissions, wastewater from factories, and waste disposal, among others.	The company has been monitoring and overseeing risks that may arise and impact the local community in the area, in order to prevent the community or society from suffering or being affected by the production processes or operations. This includes monitoring risks related to wastewater management, noise, and air quality, as well as continuously conducting CSR activities with the surrounding community.
3. Human rights risks	
Details of the risks	Risk management
It is a risk from operations that leads to violations of human rights and fundamental freedoms of employees.	The company provides a transparent and easily accessible complaint handling system through all channels. It also conducts investigations, resolves, and follows up on employee complaints, with a policy of treating employees equally and fairly. The company hires disabled workers and ensures equal employment opportunities for women and men in the same positions, using the same standards for wage consideration.

Business Continuity Management: BCM

To instill confidence that the company can continue its operations even in the face of a crisis, the company has implemented a business continuity management system. The company focuses on preparedness in terms of strategy, processes, and resources. It has a system in place to effectively prepare for crises and manage business continuity according to international standards, thereby assuring stakeholders that the company can handle crisis events and deliver products continuously. The company prioritizes its core processes and work objectives.

3. Rayong Wire Industries Public Company Limited (RWI)

- **Risk of Fluctuation on price of raw materials**

The Company is a manufacturer of high-tensile steel wires and other wires; that require wire rods as the main raw material for production. Produced by 2024 comprised of the majority of raw materials being utilized in the production process, and were procured from within the country; which has more than 5 distributors. China has reduced production causing the price of raw materials to increase drastically. However, such risk factors with follow-up changes in raw material prices closely assess the situation and trend of prices and demand volumes; consider the decision-making process in ordering and managing raw material inventory appropriately. This is according to the period for determining the selling price of the company's products and helps to effectively manage costs and have raw materials, as well as ready-made products that are sufficient for production and distribution to customers.

- **Risk from exchange rate fluctuations**

In 2024, the company has no foreign procurement of Wire Rod in US dollar terms, so exchange rate fluctuations have no impact on the company's production and operating costs.

- **Risk from volatility in steel prices, which are the main raw materials.**

The raw material used by RWI is steel wire, the cost of which fluctuates according to global steel prices, oil prices, and various other factors. Therefore, the volatility of raw material prices directly affects product costs and correlates with selling prices, which inevitably impacts the company's revenue and operational performance. The company is aware of and places great importance on the cost of raw materials, conducting close analysis of price trends and raw material quantities to make timely decisions in the event of sudden changes.

4. Enesol Company Limited (ENS)

- **Risk of Fluctuation on exchange rate**

ENS has process their business in term of managing electricity and Power Plants so need to purchase machinery to use in production from oversea so fluctuations in exchange rates have a direct impact on production cost and operation since spare parts including maintenance must import almost from abroad.

Therefore, in order to prevent such risk ENS has contact directly to manufacturer for import equipment and spare parts to reduce operating expenses through agents. It also increased knowledge, ability to work in coordinated manner to maintenance of machine however, revenue of ENS business comes from within country therefore fluctuation of exchange rate would not affect income of ENS.

- **Risk from raw materials procurement and reliance on supplier of raw materials**

ENS has process their business on manage energy and Power Plant which need natural gas as a fuel to drive a generator and hot air. This directly affects production and operating costs as all fuel used comes from a single distributor, PTT Public Company Limited.

Therefore, ENS has follow up news and trend of gas price adjustment closely including discuss with PTT. of possible approach to purchase gas in advance thus study on imported Liquefied Natural Gas as another option to reduce risk.

- **Risk from dependence on customers**

ENS plans to invest in future business with partner companies that have contracts and licenses to sell electricity to individuals or juristic persons which is under preliminary study. If successful, it will reduce the risk of relying on the energy management business and manages an electricity generating plant for only one company, SCG Ceramics Public Company Limited, and has also negotiated with several customers in order to construct additional power plants as well.

- **Risk from personnel**

ENS company which managing solar energy and electricity plant which requiring the knowledge and competence of specialized personnel and must be skilled and experienced personnel thus loss or shortage of required personnel led problems.

Therefore, ENS have policies to keep quality personnel and recruit effective personnel from external with attention to join with subsidiary in order to increase personnel in this filed thus there are internal and external training regularly, each employee work switched includes actual field work with expert from manufacturer in order to achieve more knowledge, proficiency and experiences thus subsidiary has to offer rewards that corresponds with base of labor market and others welfare such as provident fund, medical examination, allowance, insurance which probably reduces the level of this risk.

- **Risk from Machinery**

ENS operates in the field of energy management and power plant management, and it is necessary to purchase machinery related to electricity generation from specific manufacturers. Each manufacturer has its own unique technology and characteristics, which allows for an open and non-exclusive procurement process. This enables comparisons between manufacturers in various aspects, such as quality, after-sales service, domestic distributors, technology, and price. It is expected that this will help reduce risks in this area. Additionally, long-term maintenance contracts have been established with the manufacturers for the entire lifespan of the machinery to further mitigate maintenance risks.

3. Driving Business towards the Sustainable Development Goals

3.1 Sustainable Development Policy and Goals

The company and its subsidiaries operate their business in a continuous competitive capability as based on morality and ethics as well as confidence, trust of all stakeholders along with determining Corporate Governance policies, Code of Conduct and Employees Ethics in written which includes clear policies and guidelines for all groups of stakeholders as for the Directors, Executives and employees at all levels adhere to guidelines. Avoid actions that may cause conflicts of interest by considering most benefit or respecting rights of all stakeholders.

Management Approach

The Company is engaged in investment in other companies, including construction, energy and environment groups and other groups. The vision “is a company that investing in other companies with potential and growth by focusing on specialize, technology and management in order to improve business efficiency and create return to shareholders in variety of ways for long term”. Therefore, the Company and its subsidiaries prioritize roles on every stakeholder to business of the Company. As well as good corporate governance policy principles, which are in line with the direction of working together and driving the organization towards a set business goal.

Therefore, the subsidiary participated in the Corporate Social Responsibility, Department of Industrial Work (CSR-DIW for beginner) which explained company’s business policies with social, environmental and stakeholder responsibilities as well as implementation and reporting also impact on corporate social responsibility of company.

The company and its subsidiaries doing their business in accordance with sustainable development by creating awareness for executives and employees throughout organization for highest beneficial of using energy and resources thus continuously developing environmental friendly products to achieve goal of reducing greenhouse gas emissions and contributing to reduce impact on global warming. There are developments on management, working process, production process, code of conduct including anti- corruption and social responsibility in order to create company growth along with value added to social and environment.

The company and its subsidiaries have appointed subcommittees and other committees to manage specific tasks in term of economic, social and environmental issues as well as consider various issues to be accurate, appropriate and effective as follows:

Economic

Executive Committee which consists of 3 executives, with the Chief Executive Officer as the Chairman of the Executive Committee, responsible for overseeing operations in accordance with the mission and complying with the Company's business policies in order to achieve company goals and objectives in accordance to resolution from shareholders meeting.

Risk Management Committee consists of 3 Directors (3 Independent Directors) as responsible for ensuring company has appropriate and effective risk management by focusing on our core business in investment thus send alarms in advance and any other unusual transaction may occur.

Social

Sub-Committee on Safety, Occupational Health and Working Environment (SHE) of subsidiaries as the duty to set up SHE's guideline and plans as well as monitor and evaluate company's performance in order to continuously improve and develop its operations.

Sub-Committee on Welfare in Workplace of subsidiaries to mediate on welfare assistance to employee together with ensures employees to have good quality of life. It also has duty to promote social and community development for defining and guiding company's social and community development thus perform such activities as well as monitor and evaluate operation of continuous improvement and development of work regularly.

Environment

Sub-Committee on Energy and Environmental Conservation of subsidiaries has duty to manage energy in accordance to policies of energy conservation including controls how to manage energy efficiently and coordinate with all related department to meet to goals set.

Corporate Governance

The Board of Directors has adopted the Corporate Governance Policy in supervising the Company's operations. CEN believed that good governance, consisting of a board of Directors and executives with vision and accountability, a good governance system, and a control and balance of power to ensure transparent, auditable management includes respect for shareholders' rights and equity and responsibility for shareholders. The equity will be a key factor in maximizing the shareholders of the company long-term value and returns.

Corporate Governance Policies

The Board of Directors plays an important role in determining the direction of the Company's operations, supervising and monitoring the work of the management.

Monitoring compliance with Corporate Governance Policies

The Board of Directors, Executives and employees have complied with the Good Corporate Governance Policy and regularly monitored the performance according to the operational plan.

In 2024, no situation was found that not relevant to policies and no any complaints from stakeholders

Fair Business

The Company and its subsidiaries place importance on ethical and transparent conduct in line with the business ethics of the Company and its subsidiaries under honest and fair trade competition in accordance with the legal framework. The guidelines are as follows.

1. Create business partnerships with partner for growth and jointly development in long run under fair

competition framework according to procurement regulations and ISO 9001 starting from selection, evaluation of partners and price comparison

2. Do not ruin reputation of your competitors, not seek information in dishonest way, not copy violate intellectual property of other for personal gain
3. Do not demanding, receiving, or consenting to receive property or any other benefits outside the trade agreement
4. Conducting business with business partners, customers, both public and private sectors, including competitors, must not bring damage to the Company's reputation or violate the law as follows:

Customers:

- (1) Deliver quality products and services as meet or exceed customer expectations at reasonable price
- (2) Provide accurate, adequate and up-to-date information to customers to know about products and services without any exaggeration on quality, volume or any conditions of products or services.
- (3) Comply with conditions to customer strictly in case any conditions cannot follow then be sure to notify the customer in order to find the solutions
- (4) Communicate with customers politely in order to meet customers' trust
- (5) Provide system and process for compliant about quality, quantity, safety of products and services as well as the speed of response or delivery and the best possible action to ensure a fast response to customers
- (6) Maintain confidentiality of customers and not use them for their own benefit or any wrong thing
- (7) To provide advice on how to use company's products and services effectively and highest beneficial

Partners and/or creditors:

- (1) Not taking the opportunity to be an executive or employee responsible for purchasing Providing services or for personal gain
- (2) Do not demanding, receiving, or consenting to receive or pay any dishonest benefits in trading with trading partners
- (3) To strictly comply with the terms and conditions of the agreement with the trading partners, not to force the purchase and sale of goods or to pay unfair service fees to the trading partners

Competitors:

The Company has a policy to support and promote free and fair trade competition and the Company has no policy to compete by using any means to obtain information of competitors illegally and contrary to ethics with the following guidelines:

- (1) Conduct under the rules of good competition
- (2) Do not seek and confidential information from your competitor in dishonest or inappropriate manner

- (3) Not destroy any reputation of competitor by making false allegation

Public Sector :

Prioritize transparency and honesty in dealing with government agencies to avoid actions that may result in improper actions and contradict good management principles, as well as resist bribery to government officials to facilitate or benefit the Company's business.

Therefore, the Company and its subsidiaries have provided communication channels so that business partners, customers and relevant stakeholders can complain to the Company and complaints should be treated and dealt with fairly.

Receiving and giving gifts or any other benefit

The company and its subsidiaries aim to conduct business in a fair and competitive manner. However, reception, receiving or giving gifts, or receiving hospitality according to tradition and practice in order to maintain good relations with each other, it is appropriate to follow the following guidelines:

1. Staff can give / receive gifts to/from any person in all following condition apply
 - (1) It is not an intentional act to dominate, induce, or reward any person to gain any advantage through improper conduct, or in explicit or covert exchange for obtaining assistance or benefit.
 - (2) It is given on behalf of the Company, not on behalf of the employee.
 - (3) It is not a gift in the form of cash or cash equivalents (such as gift cards or gift vouchers).
 - (4) Suitable for situation e.g. giving small gifts during Songkran, Chinese New Year or New Year, which is considered a normal custom.
 - (5) To disclose / surreptitious
2. Business receptions and other expenses related to compliance with business contracts as can be done but spend with reasonable and could check and follow up procedures in accordance with requirement of work.
3. Employee could receive gift as amount not exceed Baht 5,000 if cannot refuse then if amount of gift exceed Baht 5,000 then need to report to head by using Gift Certificate Form and send it to Human Resources in order to bring these gifts as reward to employees or donate for charity as appropriate.

In 2024, executives and employees has not receive any gifts from trade partner.

Non-infringement of intellectual property

The Company and its subsidiaries do not take any action related to intellectual property infringement. As well as encouraging Directors, Executives and employees use the resources and assets of the Company and its subsidiaries efficiently by using copyrighted goods and services and do not support products or actions that infringe intellectual property.

In addition, the directors, executives, and all employees must respect the legal rights to the intellectual property of others. In 2024, the company will not engage in any activities related to the infringement of intellectual property.

Promoting social responsibility in business chain

The company and its subsidiaries have adopted a process and technology that care about potential environmental impacts starting from selection of raw materials, choosing appropriate energy and technology to ensure that production process has uses energy from resources in the most cost-effective and beneficial way.

Environmentally friendly sourcing process

The purchasing process is an important process in managing value for money along with product quality. by choosing quality products and services while reducing environmental impact, not considering price alone. This is to encourage change and instill good environmental awareness among stakeholders, both employees and suppliers. The choice of products and services has been adjusted with more consideration of environmental impact.

The environmentally friendly procurement of the company and its subsidiaries consists of Legal Compliance Control of the production process to be environmentally friendly Energy management, water management, waste management, etc.

The subsidiary has monitoring system, asses, select partners and follow up the operation by taking quality, quantity and delivery into account as well as minimum requirement under labor law, quality management system such as ISO 9001, ISO 14001. The criteria are as follows:

ISO 9001	ISO 14001
Partner evaluation standards	Partner evaluation standards
1. Quality control of raw material in accordance with standards 2. Deliver raw materials on time 3. Quality of raw material as required	1. Efficient use of resources 2. Waste separation/dumping accurate by type and location 3. There are protection system, contamination control waste to environment 4. Ways to control chemical, materials, raw material and hazardous materials 5. The delivery system uses vehicles that are in good condition and not pollute 6. Prepare for emergencies 7. Safety Health and workplace environment 8. Compliance with environmental regulation 9. Corporate in solving environmental problem 10. No complaints from stakeholders / related Person

Suppliers, Service Providers and Distributors

Subsidiaries has work assessment and visit trade partner, service providers and distributors regularly to ensure compliance with ISO 14001 of environmental management system and energy conservation policy and environment. The company has systematically selection its partners to ensure we comprised of partners who are legally operating and practice according to safety and occupational of health standards, environmental friendly thus supporting environmentally friendly procurement as consider from products and services of entrepreneur who comply with environmental standards or compliance with company's standards such as compliance with law, uses of resources and control of production, waste management. By this, for enhance capacity and efficiency to joint business.

Customers, Consumers and Users

The company and its subsidiaries are well aware that for a business organization to be sustainable, it must understand the true needs of its customers. Currently, it is found that customer expectations are not limited to the direct impacts of business operations but have expanded to include support for creating sustainability for society and the environment as well. This is to enhance competitiveness and add business value.

Responsibilities to customers

The company and its subsidiaries have recognized satisfaction and confidence of customer as importance key for company and its subsidiaries success by set policies and practices as follows:

- (1) Deliver quality goods and services with match or higher than expectation from customers related to goods and services
- (2) Give correct information, enough and up to date situation and acknowledge to customers about products and services without any exaggeration for customer to misled about quality, quantity

or condition of products and services

- (3) Practice in accordance with condition to customer strictly if any of conditions cannot be met then customer must inform in order to find the solution
- (4) Communicate with client politely, effective and meet customer's trust
- (5) Provide system and process for complaints about quality, quantity and safety of products and services including rapid in response and deliver
- (6) Keep customer's information confidentially and do not use it for their own benefit
- (7) To provide advice on how to use company's products and services effectively, beneficial to customer

Standard and Customer Safety

The company and its subsidiaries have process the activities in order to maintain standard of quality which includes prioritize roles on reduce impact to environmental. The subsidiaries has announce policies and carrying out ISO 9001 : 2015 of quality management system certification, ISO 14001 : 2015 environmental management system and WRAP compliance.

In 2024, subsidiaries undertake environmental management in order to reduce impact on any field continuously by examination of Environmental Management System Assessment ISO 14001: 2015. In addition, company has complied with requirement on Code of Conduct in terms of safety, occupational health, environment and labor, to build confidence and belief that the subsidiary has continuously developed in accordance with the established systems and standards.

3.2 Management of Effect on Stakeholders in Value Chain

3.2.1 Business Value Chain

The Company and its subsidiaries operate under business ethics, upholds responsibility and respects the rights of all stakeholders, both inside and outside the Company and its subsidiaries, society, community and environment in order to ensure that the stakeholders are protected from the relevant laws and are treated fairly and consistently. Therefore, the Company and its subsidiaries recognize that stakeholders play an important role in determining the direction of business operations. Therefore, sustainable development strategies are formulated for all groups of stakeholders are as follows:



Shareholders and Investors



Employees



Community and Social



Partnership



Customer



Competitor



Trade Payable




Government Agencies





Media





Stakeholder Engagement Overview

3.2.2 Stakeholder Analysis

Stakeholders	Communication Channels	Responding of Expectation
 Shareholders and Investors	<ul style="list-style-type: none"> ● Shareholders' meeting ● Annual Report ● Report on business operation quarterly, disclose information through SET system and company's website ● Publish suggestion and complain through "Investor Relation" on company website or contact directly to corporate secretary 	<ul style="list-style-type: none"> ● The supervision of the rights of all shareholders and all groups shall be treated with equality and shall not act in violation of or depriving of rights in accordance with principles of good corporate governance, fair treatment ● Disseminate important information that is accurate and transparent and able to inspect both Thai and English version completely, correctly in time through the specified channels ● Clearly policies on dividend ● Corporate business in accordance to corporate governance
 Employees	<ul style="list-style-type: none"> ● Training and Development of employee ● Organize various activities that allow employees to participate ● Internal communication between employees electronically, such as the Internet ● Public relations news via voice calls and post announcement board ● Receiving feedback and complaints through the Posts Box, E-mail, or direct supervisors in the chain of command 	<ul style="list-style-type: none"> ● Set the code of ethics for employees to adhere to in their work ● Supervise and promote the quality and job security of employees ● Treat employees equally. Without discrimination On human rights principles ● Appropriate and fair compensation and welfare

Stakeholders	Communication Channels	Responding of Expectation
		<ul style="list-style-type: none"> Continuously develop capabilities and promote employee education. Including promoting progress in the field of work Provide communication channels for employees to be able to make suggestions or make complaints in various matters Provide systems and safety control equipment that are standard, arrange workplaces to be suitable and allow for efficiency Work efficiency regard to safety and hygiene
 <p>Community and Social</p>	<ul style="list-style-type: none"> Educational activities for the public Community Projects both careers, education and environmental care Social activities that contribute to community participation Energy conservation campaign activities, preserve the environment and efficient use of resources Accepting suggestions and complaints through company's website and E-mail 	<ul style="list-style-type: none"> Practice in accordance to corporate social responsibilities Support development of communities and society as a whole Share knowledge as organizational skills to the community professionally Community Projects both careers, education and environmental care Training staff on anti-corruption and corruption and disseminate policy on company website and internal communication channels Consideration of environmental standards in the operation

Stakeholders	Communication Channels	Responding of Expectation
 Partnership	<ul style="list-style-type: none"> ● Explain and support partnership to acknowledge policies and code of conduct in order to operate the business ● To visit partnership in order the exchange knowledge, experiences and expertise and listen to problems/suggestion ● Fair and Equal ● Accept suggestion and company through company's website and E-mail 	<ul style="list-style-type: none"> ● Complying with trade conditions and agreements ● Take fair competition rules into consideration ● Communicate and inform partners about policies and business ethics ● Exchange knowledge, experiences and expertise ● Not asking for accepting or other benefits aside from trade agreements ● Consider appropriate procurement in accordance with regulation
 Customers	<ul style="list-style-type: none"> ● Meeting with customers ● Communication channel through website/ Electronic Media / Visiting customers / Attend the expo ● Survey of needs and satisfaction ● Provide channel for customers to complain or suggest in order to improve operation 	<ul style="list-style-type: none"> ● Improvement on quality of product to be safe to customers ● Innovate to add value on products and service continuously ● Maintain customers confidentiality ● Provide communication channel to customers to ask, suggest, comment and complaint ● Bring any complaints or suggestion to adjust and develop on products in order to meet needs of customer

Stakeholders	Communication Channels	Responding of Expectation
 Competitor	<ul style="list-style-type: none"> ● Receive information from public 	<ul style="list-style-type: none"> ● Operate the business transparently under fairly trade and competition ● Not seeking confidential information of competitor through dishonest ● Not destroying reputation by accuse against competitors
 Trade Payable	<ul style="list-style-type: none"> ● Annual Report / Responsibilities toward social, community and environment ● Through relevant agencies and company's website ● Open up for suggestion and complaint through company's website 	<ul style="list-style-type: none"> ● Practice in accordance to inter-trade strictly ● On time payment to creditor and as agreement as company use bank transfer method "media clearing" which facilitate creditors
 Government Agencies	<ul style="list-style-type: none"> ● Request legal advice and taxation via phone and website of the Revenue Department ● Legal advice and practices related to operations from relevant government agencies, such as the Ministry of Labor Department of Business Development etc. 	<ul style="list-style-type: none"> ● Comply with various laws and regulations related to business operation correctly, transparently ● Environmental quality control is better than the standard prescribed by law ● Clarification of information with government agencies Fast and accurate supervision
 Media	<ul style="list-style-type: none"> ● Informative interviews in journals, magazines, company websites and SET 	<ul style="list-style-type: none"> ● Promote good corporate image ● Communicate accurate information, completely ignore false communications Distort the truth or immoral good

3.3 Sustainability Management in Environmental Dimension

3.3.1 Environmental Policies and Practices

The Company and its subsidiaries recognize the importance of the Environment, Energy conservation as well as Energy Efficiency by establishing energy-saving measures and guidelines to prevent and control business operations from affecting the environment. By adhering to environmental management principles throughout the organization to take care of and develop the environment better. The ISO 14001 Environmental Management System Working Group is a working group of the Environmental Management System, as well as the cooperation of all employees within the organization and partners by complying with ISO 14001 environmental standard system.

The company and its subsidiaries has promote energy conservation, environmental management systematically with standards in order to control, monitor operation in every process related to business operations of subsidiary company in order to have the most efficient use of energy and have minimum impact on environment thus recognizing environmental responsibility for all groups of stakeholders of the company and its subsidiaries both in strict compliance with laws, rules, regulations relating to energy and environmental conservation management; create organizational culture and awareness among employees for cooperation and responsibility in energy and environmental conservation. Prevent environmental pollution by considering the impact on energy and the environment at every step of production including sustainable and worthwhile use of resources. Follow 5R (REDUCE REUSE RECYCLE REPAIR REJECT) principle, reduce reuse, repaired and used avoid use and promotion of treatment and rehabilitation, replacement, constant surveillance and prevention, promote continuous development of energy and environmental conservation management systems All environmental operations are in accordance with the international standard system ISO14001: 2015.

Management in Environmental

The company and its subsidiaries sets policies for energy and environmental conservation management. Along with setting goals to use as a guideline for energy and raw materials operations in order to use energy and raw materials to be most efficient and beneficial by having executives and employees throughout the organization adhere to them as general guidelines.

Energy and Environmental Conservation Management Policy

1. Commitment to comply with the law important regulations related to energy conservation and the environment of the organization
2. Create a corporate culture and create awareness for employees at all levels to cooperate and take responsibility for energy and environmental conservation management

3. Promote development of energy and environmental conservation management regard to energy impacts and environment in every production process from product design process, production, sales, usage, waste management including sustainable and worthwhile use of resources
4. Promote energy and environmental conservation activities by allowing all activities of company as focusing on the improvement and development of efficient use of energy and natural resources to reduce the impact on climate change and ecosystems
5. Promote energy and environmental conservation management systems since economical use of resources, reduce reuse, reuse, repair and then use, avoid using and promote treatment and rehabilitation of substitution, constant surveillance and prevention. In order to maintain the natural ecosystem and everyone's well-being

3.3.2 Environmental Management and Performance

Management in term of Energy

The company and its subsidiaries are undertakes energy management and controls its office and factory by having Energy Management Team by taking attention reducing energy consumption as for energy efficiency by managing use of work areas appropriately, set up an energy management working group by focusing on reducing energy consumption, reduce greenhouse gas emission (carbon dioxide) in the meantime, through activities such as management for using electricity consumption for device, production process in order to achieve goals set.

Management in Environmental

The company and its subsidiaries have focusing on proactive business in term of conservation of environment as aim for long lasting use of resource in accordance to ISO 14001 and ISO 9001 on controlling waste and pollution which may occur. Moreover, considering on reduce pollution and greenhouse gas emission thus all internal processes are planned, monitored, evaluate and review for continuous improvement.

Sustainable use of resources

The company and its subsidiaries has follow clean technology guideline as monitored to ensure to follow guidelines for continuous development of resources these can reduce use of resources as raw material for production continuously. At the same time, company also take into account on cost-effective use of resources by using recycle paper as environmental friendly to reduce natural resources in term of production and administration of company.

Management in Quality of Air

The company and its subsidiaries give priority to management in quality of air which recognize that air pollution affect climate change by subsidiaries has reduce and control waste from production process yearly to prevent from pollution and impact on environment for controlling air quality will not affect environment and surrounding communities.

In the year 2024, the subsidiaries have monitoring on quality of air and chemical in atmosphere – not exceed standard according to Ministry of Industry as follow:

Air pollution of STOWER

Controlled with an air treatment system (Scrubber) and air quality monitoring at the exhaust stack starting November 1, 2024, with values not exceeding the following standards:

Order	Parameter	Analysis results		Standard	Units	Summary
		Normal conditions	Oxygen in the air reduced by 7%.			
1	Fuel Type	LPG		-	-	-
2	Combustion System	Close		-	-	-
3	Stack Height	19.0		-	m.	-
4	Stack Diameter	0.60		-	m.	-
5	Flue Gas Temperature	68.33		-	°C	-
6	Pressure in Stack	757.75		-	mmHg	-
7	Flow Rate	4,255		-	M ³ /hr	-
8	Air Velocity	4.87		-	m/s	-
9	Oxygen Rate	19.80		-	%	-
10	Moisture	1.33		-	%	-
Total Suspended Particulate		0.877	11.08	320	mg/m ³	Passed

Air pollution of RWI

The subsidiary company has implemented control measures with air treatment systems (Scrubbers) at all points of air pollution and conducts monitoring as required by the Ministry of Industry. The first monitoring took place on May 31 - June 1, 2024, and the second on December 6-7, 2024. The summary is as follows:

	Parameter	Treatment	Unit of measure	Standard value	Measured value
1. Air Emission Quality Monitoring	1) Hydrogen Chloride (HCL)	Scrubber	mg/m3	<200	0.057
	2) Phosphate	Scrubber	mg/m3	-	0.018
	3) Sulfur Dioxide (SO ₂)	-	ppm	<60	<1
	4) Carbon monoxide (CO)	-	ppm	<690	16
2. Working Area Air Quality Monitoring	1) Hydrogen Chloride	Scrubber	mg/m3	<2	0.208
	2) Benzene	-	mg/m3	<0.5	<0.050
	3) Lead (Pb)	-	mg/m3	<0.05	No production
3. Sound Level Monitoring	8 hrs. (Working hours)				
	- 1st Drawing		dB(A)	<85	7.92
	- PCW1		dB(A)	<85	No production
	- PCW2		dB(A)	<85	81.2
	- PCS1		dB(A)	<85	83.0
	- PCS2	-	dB(A)	<85	No production
	- Wire Rod		dB(A)	<85	76.4
	- Wire Mesh		dB(A)	<85	No production
	- Hard Draw Wire		dB(A)	<85	77.9
	- Pickling		dB(A)	<85	80.0
4. Heat Stress Monitoring	- 1st Drawing				28.8
	- PCW1				No production
	- PCW2				29.4
	- PCS1			Moderate	Power down
	- PCS2			work, not	30.3
	- Wire Rod			more than 32	30.1
	- Wire Mesh			degrees	No production
	- Hard Draw Wire			Celsius	29.4
	- Pickling				30.6

Emission of waste air from ENS power plant

Air quality monitoring from vents according to the announcement of the Ministry of Natural Resources and Environment. The value does not exceed the standard as follows:

Sources	Parameter	Unit	Measureable Quantity	Standard
Natural Gas Fuel Chimney	Ø of the chimney	m	2.1	-
	Chimney Temperature	°C	411	-
	Speed of wind in chimney	m/s	12.30	-
	Air volume out from chimney	m ³ /min	49	-
	Content of Oxygen (O ₂)	%	9.61	-
	Content of Dust (TSP)	mg/m ³	0.75	60
	Sulfur Dioxide (SO ₂)	ppm	<0.95	20
	Nitrogen Oxides in form of Nitrogen Oxides Gas (NO as NO ₂)	ppm	98.95	120

Management in Waste Water

The company and its subsidiaries have controlling system in water quality that released from production process to be used for chemical treatment in order to meet standard as set by Ministry of Industry. The waste water from production process will not leave from factory but will have cesspool to be re-use in the production process or for water plants etc.

In 2024, the subsidiaries have monitoring on waste water treatment from production process which not exceed standard in accordance with Ministry of Industry as follow.

The analysis of wastewater quality discharged from plant compared to the standard in accordance with the Ministry of Industry's 2017 announcement found that the quality index of wastewater analyzed was within the standard

Note: ND = cannot be measured

STOWER Wastewater Production System

In 2024, the Company has inspected the wastewater system from production on September 1, 2024, which does not exceed the standard according to the announcement of the Ministry of Industry as follows:

Order	Parameter	Standard	Units	Summary
1	PH	7.6	5.5-9.0	Passed
2	Color	ND(<0.05)	300	Passed
3	Total Dissolved Solids	978	3,000	Passed
4	Total Suspended Solids	<LOQ	50	Passed
5	Chemical Oxygen Demand	<LOQ	120	Passed
6	Sulfide	<1	1	Passed
7	Oil and Grease	<4	5	Passed
8	Formaldehyde	0.11	1	Passed
9	Free Chlorine	ND(<0.1)	1	Passed
10	Total Kjeldahl Nitrogen	4.65	100	Passed

RWI Wastewater Production System

The water utilized in the production will be chemically treated to ensure that the water quality is within the standards set by the Ministry. The industry set before being released to the public on December 18, 2024 can be summarized as the following:

Parameter	Wastewater treatment system	Standard values from the Industrial Estate	Measured value
1. pH	Through the treatment system chemistry department of chemistry and wastewater	5-5-9.0	7.5
2. Total Suspended Solids		<50 mg/l	<10
3. Total Dissolved Solids		<3000 mg/l	1,011
4. Oil & Grease		<5 mg/l	<2.5
5. Chemical Oxygen Demand		<120 mg/l	15
6. Biology Oxygen Demand		<20 mg/l	<2
7. Dissolved Oxygen		-	5.54
8. Tone @ Original pH		<300 ADMI	<10
9. Tone @ pH 7.0		<300 ADMI	<10

Waste Treatment

The subsidiaries divides waste into 4 types which are general waste, biodegradable waste, recyclable waste and hazardous waste caused by production process or chemicals which subsidiary has general waste management Recyclable waste in compostable way according to law of Ministry Industry and environmental management system standards ISO 14001: 2015 with disposal practices from waste separation, storage and condition checking to be ready for transportation as select the waste disposal contractor that is licensed legally which will not cause environmental impact on the subsidiary and society as follows:

Waste Management of STOWER

Waste	Removal Method	Company Eliminated
1. Rubbish	Taken to separate the landfill	Min Buri District Office
2. Scrap wire and metal	Bring Back	Yudthaphong Pelletmills Co., Ltd.
3. Sediment from waste water treatment	Stabilize and landfill	Better World Green PLC.
4. Zinc ash	Reuse	WN Associate Co., Ltd. Nattawut Phanit Limited Partnership
5. Deteriorated hydrochloric acid	Transform and reuse	Unching Industry Co., Ltd.

Waste Management of RWI

Pollution caused by waste and industrial waste, various industrial waste generated in the factory will be sorted and stored proportionally before being properly disposed of. According to the announcement of the Industrial Estate Authority of Thailand.

Waste disposal	Methods	Disposal company	Remarks
1. Solid waste from the office	Separated/burned/buried	Municipality Mueang Map Ta Phut	
2. Scrap wire and scrap metal	- Bring it back for remelting. - Reuse it in other ways - Sorting by type for resale	CONFRERE GROUP CO., LTD. TJF PERMSUB SERVICE CO., LTD. SONGPHEENONG RECYCLE AND SCRAP CO., LTD.	- No wire scraps for sale.

Waste disposal	Methods	Disposal company	Remarks
3. Other industrial waste (Sludge from wastewater treatment, phosphates, soap powder, light bulbs, oil-soaked rags, wastewater sludge)	It is a substitute raw material in cement kilns.	THE SIAM CEMENT (KAENG KHOI) CO., LTD	According to the Department license industrial plant
4. HCL acid deteriorates	Repurposed for additional benefit	BETTER WASTE CARE CO., LTD. and S.K. INTERCHEMICAL CO., LTD	

3.4 Sustainability Management in Social Dimension

3.4.1 Social Policy and Practice

Respect of Human Rights

The company and its subsidiaries respect to law in accordance to Human Rights by not discriminate on employment no matter the person's nationality, race, ethnicity, color, religion, language and disability terrorism is a factor in determining and judging employment. Employees are volunteering to work, no child labor as respect rights and employee freedoms thus employees are encouraged to develop their skills and maximize their potential by giving employees opportunity to learn more thoroughly and consistently.

In case, employees have unfair treatment on any issues – there are communication channel for complain and report any clues which may be illegal together with correction process, protection on complainant. Meanwhile, the Company focuses on developing employees to train their skills and maximize their potential by give opportunity to learn. In case there are unfair treatments in any respect then could complaint or give any clues together with give correction process and fair treatment to complainant as well.

Protecting and respecting employee privacy

The company and its subsidiaries has respects privacy of employees by protecting and not using personal information of employees such as salary, family history, and medical history, etc. to disclose to outsiders or unrelated persons except that information must be disclosed to relevant third parties in accordance with the provisions of the law.

Community and Social Care

Taking care of personnel of the Company and its subsidiaries also includes encouraging employees to be good-hearted including be generous, share benefits and happiness with others. Ready to give and deliver good value to give back to the community and society. Have volunteer spirit and participate in various forms of activities, both organized by the company and/or initiated by employees to benefit the community and society.

Fair Practice in Labors

The Company and its subsidiaries recognize the importance of human resources and believe that quality employees are the key factors in driving the business towards its goals and creating a competitive advantage. Therefore, we have continuously provided support in terms of management and development of personnel at all levels. As well as supporting employees to use their knowledge and abilities to the fullest, creating equal opportunities for advancement in their careers. To grow along with the success of the organization

Policies and Practices among employees to operate the business as follows:

- (1) Treat employees with courtesy and respect for individuality and dignity of humanity
- (2) Provide fair compensation to employees
- (3) To maintain safe working environment for life and property of employees
- (4) Appointment and relocation which includes rewards and punishment for employees which based on good faith, knowledge, ability and suitability of employees

- (5) Prioritize role of knowledge development of employees by providing opportunities thoroughly and consistently
- (6) Listen to comments and suggestions based on professional knowledge of employees
- (7) Comply with laws and regulations strictly related with employees
- (8) Avoid any action that may affect security of employee or threatening and putting pressure on mental state of employees
- (9) The employees shall file a complaint in event of non-compliance with prescribed system and procedures

The Company and its subsidiaries have established procedures to deal with matters complained by employees that may be wrongdoing. It is defined as a policy and guidelines to protect employees or whistleblowers in wrongdoing in the "Employee Code of Conduct".

The Board of Directors provides opportunities for employees and stakeholders to report clues or complaints when they find matters that may be illegal, fraud or misconduct of employees in the Company, as well as behaviors that may be problematic and cause damage to the Company. This includes receiving complaints in the event that employees and stakeholders have their rights violated or are not treated fairly through channels and processes prescribed by the Company.

The company will listen and do any related process equally, fairly and transparently by systematic and fair system of protection against complaints thus information of complainant will be kept confidential

Protection of complaints

- (1) The company will keep information and conceal the name, address or any information which can be identified the complainant or data providers by restricted only who responsible for investigating as can access such information
- (2) The person who receiving information from officiate has duties to keep complaint information and other relevant secretly, do not disclose information to anyone who is not involved except as disclose under statutory duty
- (3) The company will only disclose information as necessary by taking into account on safety and damage of reporter and source of information or any person involved
- (4) The person who suffered damage will be relieved of the damage through appropriate and fair procedures.

(Details of complaint channel will be disclosed in our website <http://www.cenplc.com> under the title of "Corporate Governance")

Recruiting and Employment

Capital Engineering Network Public Company Limited, have a policy of recruiting and employment by adhering to the principles of knowledge, ability, fairness, equality, non-discrimination In terms of gender, race, religion, therefore giving importance to care and treatment of employees fairly and on basis of respect for human rights by promoting participation and developing creative thinking to create additional value for employees is an inspiration and a positive attitude towards work Resulting in the development of work to its full potential. The employment policy and labor management of the company Determined in accordance with the guidelines and

standards of human rights including job law International standard criteria Company management policy and customer requirements

In 2024, the Company has employees as at December 31, 2024 in totaling of 14 and continues to work out a plan in order to match with the business under fluctuation economic situation by pay attention to resource allocate in term of value added or need for investment as well as adjusting work process to be more effective

Employment of people with disabilities

The Company and its subsidiaries recognize the potential and capability of people with disabilities and therefore provide opportunities for people with disabilities who are ready to join the organization, which makes people with disabilities proud and reduces dependence on society in another way. The employment rate of the disabled persons of the subsidiary is in accordance with the criteria prescribed by law.

Management of wages, salary and benefits

The company and its subsidiaries has policies in term of remuneration management with fairness as appropriate living conditions as well as standard of competition for business which based on success of job consistent with capacity of equal treatment for male – female, sexual deviation, people with disabilities to attract talented people to work with company and motivate employee to develop the results for continuous operation. In addition, company provides welfare services which care about quality of life of employees beyond law to establish good relationship between employees and company

- Benefits that promote future security such as welfare, providence fund, cooperative, saving account, gratuity
- Benefit of living expenses such as uniform, arrangement for shuttle bus, transportation fee, fuel surcharge, lunch and rent






Welfare and other benefits

The company and its subsidiaries comply with laws related to labor and welfare, aims to encourage employees to have a good quality of life by providing welfare for employees at all levels appropriately in accordance with the job characteristics and social status, support, promote and play a role in organizing various activities as follows

3.4.2 Social-related Performance

Enhancing the quality of life and working happily

	<p>Happy Body</p> <ul style="list-style-type: none"> • Annual health check-up • Drug testing activities
	
<p>Happy Heart</p> <ul style="list-style-type: none"> • CEN and RWI donated funds for a Smart OR and advanced surgical equipment under the Little Miracle project with the Children's Hospital Foundation. • Scholarships were granted to Nong Nam Yen community students on June 16, 2024. 	
	

	<p>Happy Society (สังคมดี)</p> 
	<p>Participate in the "Rayong City Loves the River" waste collection event on June 7, 2024.</p>
<p>Support community products at the 8 Master Pie Shop by the Tulip Community Housewives Group, Nern Phayom, on July 17, 2024.</p>	
	<p>Join the merit-making ceremony to offer royal robes at Wat Takuan with the Industrial Estate Authority of Thailand on November 1, 2024.</p>

Security Management occupational health and working environment

The Company and its subsidiaries attach great importance to clear and concrete compliance with safety and environmental laws. In addition, the Occupational Safety, Health and Work Environment Committee (OSH) represents employees in reporting and recommending measures or solutions to comply with laws and occupational safety standards. This is to ensure the safety of employees, contractors and third parties who come to work or use services in the subsidiary by performing the following actions:

Occupational Safety, Health and Work Environment Committee						
Subsidiaries	SET BY LAW		AMOUNT			
	Number of Employee	Number of Director	Employee	Board of Director		
				Male	Female	Total
STOWER	100 but not exceed 500	7	124	6	1	7
RWI	100 but not exceed 500	9	85	7	2	9

Safety Officers	STOWER			RWI		
	Number of Employees			Number of Employees		
	Male	Female	Total	Male	Female	Total
1. Jor.Por as Executive Level	8	9	17	1	2	3
2. Jor.Por as Supervisor Level	20	5	25	12	1	13
3. Jor.Por as Professional Level	-	1	1	0	1	1
TOTAL	28	15	43	13	4	17

Details	STOWER	RWI
Statistic of Accidents	4	9
Statistic of leave due to sickness		
- Not absent	0	1
- Less than 3 days	2	8
- More than 3 days	2	0

Practice in accordance to law on safety and environment

The Company and its subsidiaries strictly adhere to laws, regulations, and safety and environmental standards. By prescribing a practical guideline through the security policy occupational health and working environment and environmental policy of subsidiaries. There are follow-up checks to comply with laws, rules, regulations and safety standards that are relevant to business operations.

In 2024, there were no cases of violations of the safety and environmental laws and regulations.

Creating safety awareness

The subsidiaries cultivate safety awareness for employees at all levels by reviewing the roles of safety in the work safety officers, management levels and supervisors. Use of personal safety protection equipment Basic fire-fighting and fire evacuation.

Measurement of work environment

The subsidiary has measured the work environment including heat, light, noise, dust, concentration, chemicals or vapors in the work area. To control environmental quality to meet safety standards and held KYT (zero accidents) activities every day before entering work.

Ensuring the safety of various devices

The subsidiaries have checked the safety of various work systems. By expert technicians to maintain these devices to meet safety standards such as the boiler and boiler systems that use liquid as a heat medium Overhaul crane.

Chemical management in accordance with the law

The subsidiaries have controlled on use of chemicals in accordance with the law. To prevent harmful to workers' health and environmental impact by creating a safety data sheet (SDS) and informing the list of hazardous chemical names and details of the safety information of hazardous chemicals according to law Clearly label the chemical container. With training on the correct and safe use of chemicals for workers. There are appropriate and sufficient personal safety protection devices for employees. Prepare control equipment for chemical spills. To reduce the impact on the environment including emergency drills in case of chemical spills continuously every year

Emergency Training

The Company and its Subsidiary has prioritized on preparing and response for emergency in case of fire, chemical and boiler leak or explosion by regularly training provided to employees at least once a year for safety in workplace, reduce impact on lives and assets of employees and companies. This also creates confidence among stakeholder to organization and communities nearby.

Development in social and community

The company and its subsidiaries has jointly developed in social and communities which seem as guideline for operation of company and its subsidiaries as show spirit for process of sustainable in social and community development. It may reduce impact in social and environment. The company also conducts activities that can meet need of society and community along with business operation of organization. By this, subsidiaries has support knowledge to children and beneficial to career.

Encourage employee to participate and create value in society

The Company and its subsidiaries encourage employees to contribute communities and society to employee to understand scarification, cooperation, unity which creates good relationship between employee and communities. Moreover, company and its subsidiaries also organize activities to be one in term of thought, decision making in order to achieve business goals.

CSR Project share spirit to society

The Company and its subsidiaries have main purpose to support education to student in community where company's factory located or communities in wilderness by provide solar power transmission towers and other equipment for long distance learning, scholarships, sport equipment, outdoor equipment through other necessary to student and school which company has continue doing this project.

Complaint from community

The Company and its subsidiaries are beware of instillation and development of consciousness of Board of Directors, Executives and employees throughout organization to participate in responsible of society and community which may have impact on business operation. In addition, company joined CSR-DIW project and has been certified by Ministry of Industry as participant in society, participation in continuous and sustainable (CSR – DIW Beginner) throughout past business period. As a result, not appear that subsidiaries have received any complaint from communities around the areas.

By this, subsidiaries are committed to maintain quality and standards of its operation and develop for better to avoid negative impacts on society and community.

4. Management Discussion and Analysis (MD&A)

4.1 Management Discussion and Analysis and Financial Performance

Overview of the business group

Overview of the business group Overview of the Business Group for the Year 2024, Capital Engineering Network Public Company Limited and its subsidiaries (collectively referred to as the "Group") are observing a continuous growth trend in the Thai economy following the recovery from the COVID-19 crisis. Key factors influencing economic growth include the recovery of the tourism and export sectors, as well as investments in public infrastructure projects such as expressway projects, transportation network development, and investments in renewable energy.

However, there are still challenges that may affect economic growth, such as rising inflation, fluctuating oil and energy prices, as well as external factors influenced by the global economy and geopolitical uncertainties. The monetary policy of the Bank of Thailand therefore plays a crucial role in controlling inflation and maintaining economic stability.

Overview of the performance results for the year 2024

Overview of the group's performance shows a net loss for the year 2024 amounting to 58.98 million baht, a decrease of 328.55 million baht or 84.78%. The company recognized a gross profit from operations of 99 million baht, an increase of 104 million baht compared to the performance in 2023. The company recorded a loss attributable to the company of 21.59 million baht and a loss per share of 0.03 baht per share. The financial statements for the specific entity show a net loss of 13.18 million baht, resulting in a net loss per share of 0.02 baht per share. The summary is as follows.

Summary of the operational results for the year 2024

The performance of the group of companies resulted in a loss of 58.98 million baht, with an operational loss of 49.28 million baht. There was a profit from the fair value adjustment of financial assets amounting to 20.34 million baht and an impairment of assets recognized at 10.64 million baht. Compared to the previous year's performance, 2024 showed better results than the previous year.

Revenue

1. Revenue from Sales

Revenue from steel wire sales declined by 168.28 million baht compared to the same period last year, driven by a decrease in sales volume and heightened market competition, leading to increased price pressure. Revenue from electricity and thermal energy sales fell by 50.59 million baht from the power plant in the Nong Kha Industrial Estate, which operates on natural gas. Adjustments in electricity pricing support and the natural gas

pricing formula contributed to this decline. However, revenue from product sales rose by 4.76 million baht compared to the previous year.

2. Revenue from Project Work and Services

The subsidiary has revenue from sales and services (STOWER) amounting to 370.61 million baht, with domestic business revenue totaling 241.24 million baht, accounting for 65.09%, and revenue from telecommunications business in the Philippines amounting to 129.38 million baht, accounting for 34.91%. The businesses with potential and continuous growth include the hot-dip galvanizing service, product sales, and telecommunications-related services in the Philippines. Revenue from domestic business consists of revenue from electricity and telecommunications services in the country amounting to 199.78 million baht and revenue from galvanizing services amounting to 25.94 million baht.

The significantly higher operating income comes from domestic government project work, which the company has already delivered and recognized revenue for in 2024, with the remaining approximately 21.64 million baht to be recognized in the first quarter of 2025. Additionally, the company is ready to participate in bidding for high-voltage power pole projects and substation structures that will be auctioned in 2025 by the Electricity Generating Authority of Thailand (EGAT), while also expanding its galvanizing services to continuously increase revenue.

Additionally, QROI Network Services Inc. (QNSI), a subsidiary in the Philippines, has experienced growth in its telecommunications service business, which includes increased services such as telecommunications station auditing and maintenance (Tower Audit and O&M), installation services for DC Power systems at telecommunications stations, and rooftop solar installation services.

3. Other revenue

In terms of other revenue, it consists of income from the sale of scrap materials, interest received, and others.

Expenses

The group of companies has total expenses of 1,268.62 million baht, a decrease of 308.66 million baht or 19.57% compared to the expenses for the same period in 2023, which amounted to a total of 1,577.51 million baht.

1. Cost of Sales and Project Costs

The cost of goods sold and service costs this year amounted to 1,028.66 million baht, a decrease of 112.09 million baht or 43.59% compared to the same period last year, which was 1,140.75 million baht. This decrease was due to several key factors, including a reduction in production capacity in the steel wire business due to the continuous decline in raw material prices in the global steel market. Additionally, natural gas prices in the power generation business also decreased from the previous year. The company has therefore prioritized effective raw material management to avoid excessive inventory and to mitigate risks from fluctuations in raw material prices.

Additionally, in the telecommunications business sector, the company has been able to manage costs more effectively by continuously delivering telecommunications towers to customers, as well as efficiently controlling transportation costs within the established framework. All of this is a result of tight management and a clear objective to reduce costs and enhance operational efficiency.

2. Administrative Expenses

The administrative expenses for this year amount to 202.15 million baht, a decrease of 17.65 million baht or 8.03% compared to the same period last year, which was 219.80 million baht. This decrease is a result of restructuring the management to be more agile and efficient, as well as reducing unnecessary expenses. The company continues to focus on cost management and the careful use of resources in line with the strategies implemented in the previous year to enhance operational efficiency and maintain competitiveness. This management approach has enabled the company to control expenses effectively and focus on increasing long term returns.

3. Financial Costs

Financial costs mainly consist of interest expenses from obtaining credit lines from financial institutions. The management of liabilities has improved compared to the previous year, resulting in a reduction of financial costs by more than 26.44% compared to the year 2023.

Financial status

Statement of Financial Position	Y2024	%	Y2023	%	Increased (Decreased)	%
Current Assets	1,633.09	57%	1,598.29	50%	34.81	2%
Non-Current Assets	1,245.50	43%	1,601.10	50%	(355.60)	(22%)
Total Assets	2,878.59	100%	3,199.38	100%	(320.79)	(10%)
Current Liabilities	186.75	6%	215.79	7%	(29.04)	(14%)
Non-Current Liabilities	272.70	10%	380.58	12%	(107.88)	(28%)
Total Liabilities	459.45	16%	596.37	19%	(136.92)	(23%)
<i>Shareholders' Equity of Company</i>	<i>1,483.27</i>	<i>52%</i>	<i>1,585.54</i>	<i>50%</i>	<i>(102.27)</i>	<i>(6%)</i>
Shareholder's Equity of NC	935.87	33%	1,017.47	31%	(81.60)	(8%)
Total Shareholders' Equity	2,419.14	84%	2,603.01	81%	(183.87)	(7%)
Total Liabilities and Shareholders' Equity	2,878.59	100%	3,199.38	100%	(320.79)	(10%)

● Assets

As of December 31, 2024, the group of companies had total assets of **2,878.59 million baht**, reflecting a **decrease of 320.79 million baht or 10%** compared to 2023. This decline was mainly driven by a reduction in land, buildings, and equipment due to the sale of telecommunications towers, and there is also a provision for impairment.

- **Liabilities**

As of December 31, 2024, the group of companies has total liabilities of 459.45 million baht, a decrease of over 23% compared to the previous year. This reduction is a result of the subsidiaries continuously repaying loans from financial institutions, as well as a decrease in advance payments from asset sales in line with past operations. When considered alongside the corresponding decrease in total assets, it demonstrates that the group has been able to manage its assets and liabilities effectively, leading to a more stable financial position and a reduction in long-term debt risk.

- **Shareholders' Equity**

As of December 31, 2024, the company's shareholders' equity amounted to 2,419.14 million baht, a decrease of 183.87 million baht or 7.06% compared to December 31, 2023, which was 2,603.01 million baht. This decrease is a result of operating losses in the past year, as well as the recognition of impairment of assets of the subsidiary, which is an adjustment of asset values to align with market conditions and actual operations. This management approach is in accordance with prudent accounting principles to reflect the true financial position of the group and to reduce potential risks in the future.

Financial Ratio

Financial Ratio Highlights	Y2024	Y2023	Y2022
Current Ratio	8.74	7.41	9.89
Debt to Equity Ratio (D/E Ratio)	0.19	0.23	0.17
Return on Assets (ROA)	(0.23%)	(6.17%)	(7.68%)
Return on Equity (ROE)	(0.46%)	(12.45%)	(15.43%)
Book Value Per Share **	1.99	2.13	2.29

**Calculated by the number of paid-up registered ordinary shares of the Company in the amount of 745,161,919 shares.

Based on the financial position presented above, the group of companies has a stable financial status and high liquidity, with a current ratio of 8.74 times, reflecting its ability to effectively meet short-term debt obligations. Additionally, the group has low financial risk, with a debt-to-equity ratio (D/E Ratio) of only 0.19 times, indicating a strong financial structure and a low level of debt. This strong liquidity allows the group to maintain sufficient cash and cash flow for the continuous operation of its future business plans, enabling it to adapt well to economic conditions and seize new growth opportunities.

Asset Quality

Remaining Duration	2024		2023		2022	
	Million Baht	%	Million Baht	%	Million Baht	%
Debtor – Not Yet Due	131.21	33.52	78.86	25.55	196.70	43.68
Debtor - Overdue						
0 - 3 months	100.14	25.58	74.13	24.01	125.42	27.85
3 – 6 months	20.45	5.22	17.39	5.63	13.98	3.10
6 - 12 months	17.87	4.57	28.73	9.31	10.60	2.35
More than 12 months	121.82	31.12	109.58	35.50	103.59	23.01
Total	391.50	100.00	308.70	100.00	450.29	100.00
Less – doubtful accounts	(115.88)	(29.60)	(110.64)	(35.84)	(112.88)	(25.07)
Net Doubtful Accounts	275.62	70.40	198.06	64.16	337.41	74.93

● Net Account Receivable

The company and its subsidiaries have a net receivable of 275.62 million baht in 2024, entirely from the subsidiaries. This is because the company's receivables, amounting to 84.11 million baht, have already been fully recorded as an allowance for potential credit losses. The receivables are categorized by aging as follows:

As December 31, 2024, the company and its subsidiaries have trade receivables before deducting the allowance for potential credit losses totaling 391.50 million baht, with an allowance for potential credit losses of 115.88 million baht, resulting in net trade receivables of 275.62 million baht. This includes receivables that are not yet due amounting to 131.21 million baht, representing 33.52%. Trade receivables overdue for no more than 3 months amount to 100.14 million baht, representing 25.58% (with subsidiary receivables (RWI) amounting to 64.92 million baht and subsidiary receivables (STOWER) amounting to 35.23 million baht). Trade receivables overdue for more than 3 months but not exceeding 6 months amount to 20.45 million baht, representing 5.22% (with subsidiary receivables (RWI) amounting to 17.60 million baht and subsidiary receivables (STOWER) amounting to 2.85 million baht). The overdue receivables for more than 6 months but not exceeding 12 months amount to 17.87 million baht, representing 4.57% (with subsidiary receivables (RWI) amounting to 14.27 million baht and company receivables (STOWER) amounting to 3.60 million baht). The trade receivables overdue for more than 12 months amount to 121.82 million baht, representing 31.12% (of which 84.11 million baht is the company's receivables, for which the company has initiated legal action; subsidiary receivables (RWI) amount to 20.71 million baht, subsidiary receivables (STOWER) amount to 11.70 million baht, subsidiary receivables (ENS) amount to 5.11 million baht, and subsidiary receivables (WJC) amount to 0.18 million baht). As for the expected credit loss amounting to 115.88 million baht, it is divided into the allowance for expected credit loss for the company's receivables amounting to 84.11 million baht, subsidiary receivables (RWI) amounting to 26.18 million baht, subsidiary receivables (STOWER)

amounting to 0.29 million baht, subsidiary receivables (ENS) amounting to 5.11 million baht, and subsidiary receivables (WJC) amounting to 0.18 million baht. The company's Executive Committees has considered that this amount is sufficient and appropriate.

Subsidiaries generally offer trade credit for 7 to 120 days. Currently, they are enhancing debt collection efficiency by actively following up on overdue payments and providing short-term trade credit to new clients. In 2024, the average debt collection period is around 120 days, which decreased when compare to 2023, when it was approximately 137 days. The subsidiary (RWI) has an average collection period of about 127 days, while the subsidiary (STOWER) averages around 119 days.

- **Net inventories**

The company and its subsidiaries have a net inventory of 203.58 million baht in 2024, an increase of 15.38 million baht or an increase of 8.17% compared to the same period in 2023. The details of the inventory are as follows:

Type of inventory	2024		2022		2021	
	Million Baht	%	Million Baht	%	Million Baht	%
Finished Goods	42.93	17.53	45.78	18.85	77.47	23.16
Work in Process	47.49	19.39	45.42	18.70	47.73	14.27
Raw Material	133.24	54.41	125.13	51.53	188.92	56.49
Factories Supplies	21.22	8.67	22.58	9.30	20.34	6.08
Goods in Transit	-	-	3.93	1.62	-	-
Total	244.88	100.00	242.84	100.00	334.45	100.00
Deducted – by allowance for diminution in value of inventories	41.30	16.87	(54.64)	(22.50)	(81.82)	(24.47)
Total	203.58	83.13	188.20	77.50	252.63	75.53

As of December 31, 2024, the company and its subsidiaries have a net inventory of approximately 203.58 million baht, with finished goods accounting for about 17.53%, work in progress for about 19.39%, raw materials for about 54.41%, and factory materials for about 8.67%. At the end of this year, there are no goods in transit. The increase in inventory from the previous year is primarily due to orders for raw materials for production to be delivered to customers and the continuous rise in raw material prices. The company has managed its inventory appropriately and has closely monitored the movements of raw material prices to timely adjust its inventory management strategies.

Considering the inventory turnover rate, the company and its subsidiaries had a turnover rate of 18.51 times in 2023, projected to be 23.19 times in 2024. This corresponds to an average sales period of approximately 15.52 days, down from 19.45 days in 2023, aligning with customer demand influenced by the country's economic conditions.

Liquidity

● Cash Flow

The company and its subsidiaries had cash and bank deposits at the end of 2024 amounting to 599.23 million baht, an decrease from 2023, which had an amount of 824.17 million baht, representing an decrease of 224.94 million baht. This change resulted from the following activities:

Transaction	Amount (million baht)
Net Cash Flows from (used in) operating activities	(136.36)
Net Cash Flows from (used in) investing activities	(40.16)
Net Cash Flows from (used in) financing activities	(47.76)
Net Cash Flows or equivalent to cash increase (decrease)	(224.28)
Effect from exchange rate	(0.66)
Net Cash Flows or equivalent to cash ended of year increase (decrease)	(224.94)

Net Cash Flows from (used in) operating activities

The company and its subsidiaries had cash outflows from operating activities amounting to 136.36 million baht. This year, the group saw an increase in trade receivables and other current receivables (from other businesses) by 89.10 million baht, while finance lease receivables decreased by 20.09 million baht. Additionally, inventory increased by 2.35 million baht, assets arising from contracts (from other businesses) increased by 10.48 million baht, and other non-current assets increased by 13.42 million baht. At the same time, trade payables and other current payables (from other businesses) increased by 28.85 million baht, but liabilities arising from contracts decreased by 15.46 million baht.

Additionally, the company has provided benefits to employees due to retirement and organizational restructuring, totaling 12.37 million baht. Interest income from cash amounts to 12.47 million baht, while cash paid for interest is 9.15 million baht, and cash paid for income tax is 13.78 million baht. There is also a tax refund of 10.36 million baht, along with a share of losses from non-controlling interests totaling 37.40 million baht.

Net Cash Flows from (used in) investing activities

The company and its subsidiaries experienced cash outflows from investing activities totaling 40.16 million baht, resulting from the purchase of other current financial assets amounting to 163.55 million baht, and cash received from the sale of financial assets totaling 42.44 million baht. They also paid 15.81 million baht to acquire interests from non-controlling stakeholders. Additionally, cash was used to purchase investment properties totaling 85.76 million baht, along with 36.99 million baht for the purchase of buildings and equipment, including debt repayment for assets. They received cash from the sale of assets amounting to 217.32 million baht. The subsidiary (RWI) saw a decrease in restricted cash deposits of 3.28 million baht, received 20 million baht from short-term loans

to related companies, and provided 20 million baht in short-term loans to other businesses.

Net Cash Flows from (used in) financing activities

The company and its subsidiaries had a cash outflow from financing activities amounting to 47.76 million baht, resulting from the subsidiary (RWI) reducing short-term loans from financial institutions by 28.02 million baht, and the company and its subsidiaries making cash payments to settle lease liabilities and interest amounting to 19.81 million baht.

Source of Funds

● **Liabilities**

As of the end of 2024, the company and its subsidiaries had total liabilities of 459.45 million baht, a decrease of 136.92 million baht from the end of 2023, when total liabilities were 596.37 million baht. The reduction in liabilities is mainly due to the subsidiary (RWI) repaying loans from financial institutions for the purchase of raw materials, which decreased by 28.03 million baht. At the same time, the company and its subsidiaries had trade payables and other current liabilities (from other businesses) totaling 109.94 million baht, an increase of 41.45 million baht from the end of 2023, which had 68.49 million baht. This increase is partly due to a decrease in asset sales of 23.79 million baht. Additionally, liabilities arising from contracts decreased by 15.46 million baht, and lease liabilities dropped by 78.56 million baht.

As of the end of 2024, current liabilities amount to 186.75 million baht, a decrease of 29.04 million baht from the end of 2023, which was 215.79 million baht. This decrease is due to a reduction of 28.03 million baht in short-term loans from financial institutions by the subsidiary (RWI). Although trade payables and other payables (from other businesses) increased by 41.45 million baht, the subsidiary also experienced a decrease of 23.79 million baht in advance payments from asset sales.

As of the end of 2024, non-current liabilities amounted to 272.70 million baht, a decrease of 107.88 million baht from the end of 2023, when they stood at 380.58 million baht. This decrease is attributed to the subsidiary (STOWER) canceling the lease agreement for land to install telecommunications towers abroad, as well as the cancellation of lease agreements for buildings and land by the subsidiary MEDI, leading to a reduction in lease-related liabilities of 75.83 million baht. However, other non-current liabilities increased by 12.74 million baht due to the advance payment for ENS maintenance fees.

From the changes in the liabilities, the debt-to-equity ratio has decreased to 0.31 times, down from the end of 2023. This reflects the group's ability to manage assets and liabilities effectively, resulting in a more stable financial position and reducing long-term debt risk.

● **Shareholders' Equity**

As of December 31, 2024, the company has shareholders' equity amounting to 1,483.27 million baht, a decrease of 102.27 million baht compared to the same period last year, which was 1,585.54 million baht. This decrease is a result of operating losses in the past year, as well as the recognition of impairment of assets of the

subsidiary, which is an adjustment of asset values to align with market conditions and actual operations. This management approach is in accordance with prudent accounting principles to reflect the true financial position of the group and to reduce potential risks in the future.

4.2 Factors or events that may significantly affect financial or operational position in Forward Looking

As nature business of company itself is a holding company that focuses on investing by holding shares in other companies, the factors that will affect the Company's operations or financial position depend on the performance of the business in which the Company invests and will invests. **Currently, the Company invests in subsidiaries and associated companies as follows:**

1. **Subsidiary (STOWER)** has a revenue structure in the domestic market that heavily relies on government project work, such as the production of high-voltage transmission towers. As a result, the company may be impacted by delays and uncertainties regarding the volume and size of projects available for bidding each year, affecting the continuity of its revenue. However, the Electricity Generating Authority of Thailand (EGAT) has plans to invest in projects aimed at improving and expanding the electricity transmission system nationwide, to enhance the power system's stability. This investment has already received budget approval from the council, and several projects are currently underway. As a result, the company is expected to have more opportunities to secure work and increase revenue from the production of high-voltage transmission towers in the future.

In addition, the company has expanded its investments into the telecommunications service sector in the Philippines through 2 subsidiaries, which are involved in constructing telecommunications towers for lease and installing communication signal equipment on these towers. However, the business in the Philippines is currently reliant on a small number of customers, which poses a risk to the stability of the company's revenue. To mitigate this risk, the company has adopted a policy of diversifying its customer base by expanding its range of services. This includes offering telecommunications station inspection services using drones and AI software technology, operating and maintaining telecommunications stations, and supplying and installing solar power systems, among other services. This approach is intended to create new business opportunities and ensure stable and sustainable growth for the company.

2. **Subsidiary (RWI)** as nature of business operates manufacturing and distributing high tensile steel wire products and electric welding wire. The main factors affecting the operations are raw material prices, exchange rate fluctuations and competition in sales, if there is high competition, may cause the product price to drop, resulting in lower gross profit of the company and it depends on the economic conditions in each period whether the customer has more or less demand for the product.
3. **Subsidiary (ENS)** engages in the production and distribution of electricity and thermal energy for SCG Ceramics Public Company Limited. The main factors affecting Operation is in case of machinery disruption, it will cause the company to lose its continuity in production and distribution of electricity and heat energy. This will cause the company to not have operating income and have fines due to being unable to perform according to the contract and in the case of industrial gas prices and natural gas values which is adjusted independently. If the adjustment is not in the same direction, it will affect the company's

operating results.

4. **Subsidiary (MEDI)** as nature of business is Specialized Hospitals, Aesthetic Medical Clinics, and Clinical Medical Facilities to provide a complete range of aesthetic surgery services including facial, skin, shape and general surgery.
5. **Subsidiary (WJC)** is engaged in metal construction services, design, and metal forming services, handling metal work both domestically and internationally for the petrochemical industry, energy sector, high-voltage power transmission towers, and telecommunications signal towers. Currently, it has ceased operations and was officially dissolved on December 23, 2024.
6. **Subsidiary (EBM)** as nature of business is producing and distributing raw materials for biomass fuel.
7. **Subsidiary (CDN)** as nature of business is business investment related to digital assets, digital currencies, digital tokens and electronic commerce.
8. **Associated Company (PROSPERA)** In order to further invest in the semiconductor business by acquiring shares in ASTI Holdings Limited.

The company aims to invest more in businesses that support and facilitate the business of existing subsidiaries and associates or businesses that tend to grown in line with economic and social conditions.

4.3 Financial Information

- Summary financial information

CAPITAL ENGINEERING NETWORK PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION

AS AT DECEMBER 31

ASSETS

STATEMENTS OF FINANCIAL POSITION	2024		2023		2024	
	THB (MB)	(%)	THB (MB)	(%)	THB (MB)	(%)
Current Assets						
Cash and cash equivalents	599.23	20.82	824.17	25.76	571.62	16.86
Trade and other current receivable - related parties	1.58	0.05	2.18	0.07	-	-
Trade and other current receivable - third parties	350.91	12.19	259.09	8.10	399.44	11.78
Contract assets - related parties	-	-	-	-	-	-
Contract assets - third parties	29.86	1.04	20.18	0.63	82.14	2.42
Current portion of receivable under finance lease pay within a year	16.09	0.56	14.85	0.46	13.71	0.40
Short-term loans - related parties	10.00	0.35	30.00	0.94	-	-
Short-term loans - third parties	39.88	1.39	20.00	0.63	-	-
Inventories	203.58	7.07	188.20	5.88	252.63	7.45
Other current financial assets	352.66	12.25	210.59	6.58	527.40	15.55
Non-current assets held for sale	29.30	1.02	29.02	0.91	-	-
Total current assets	1,633.09	56.73	1,598.29	49.96	1,846.94	54.46

CAPITAL ENGINEERING NETWORK PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION (CONTINUED)

AS AT DECEMBER 31

ASSETS (CONTINUED)

STATEMENTS OF FINANCIAL POSITION	2024		2023		2022	
	THB (MB)	(%)	THB (MB)	(%)	THB (MB)	(%)
Non-Current Assets						
Deposits at banks pledged as collateral	101.37	3.52	104.65	3.27	115.46	3.40
Other non-current financial assets	-	-	0.01	0.00	0.01	0.00
Investments in associates	-	-	-	-	-	-
Investments in joint venture	-	-	-	-	-	-
Investments in subsidiaries	-	-	-	-	-	-
Receivables under finance lease	41.24	1.43	57.33	1.79	72.18	2.13
Investment properties	429.61	14.92	335.03	10.47	342.63	10.10
Property, plants and equipment	382.30	13.28	739.99	23.13	688.93	20.32
Right-of-use assets	136.45	4.74	215.39	6.73	145.06	4.28
Goodwill	50.32	1.75	50.32	1.57	99.32	2.93
Digital currency assets	0.74	0.03	0.89	0.03	1.17	0.03
Intangible assets	3.18	0.11	3.48	0.11	3.76	0.11
Deferred tax assets	28.77	1.00	28.08	0.88	27.75	0.82
Other non-current assets	71.52	2.48	65.92	2.06	47.97	1.41
Total non-current assets	1,245.50	43.27	1,601.10	50.04	1,544.24	45.54
Total Assets	2,878.59	100.00	3,199.38	100.00	3,391.18	100.00

CAPITAL ENGINEERING NETWORK PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION (CONTINUED)

AS AT DECEMBER 31

LIABILITIES AND EQUITY

STATEMENTS OF FINANCIAL POSITION	2024		2023		2022	
	THB (MB)	(%)	THB (MB)	(%)	THB (MB)	(%)
Current Liabilities						
Short-term loans from financial institutions	31.07	1.08	59.10	1.85	71.17	2.10
Trade payable and other current payable - related parties	-	-	0.12	0.00	0.87	0.03
Trade payable and other current payable -- third parties	133.32	4.63	115.65	3.61	91.45	2.70
Contract liabilities - third parties	2.43	0.08	17.89	0.56	0.10	0.00
Short-term loan - related parties	8.03	0.28	10.76	0.34	7.40	0.22
Short-term loan - third parties	11.68	0.41	12.28	0.38	12.38	0.37
Accrued corporate income tax	-	-	-	-	3.36	0.10
Estimated other current liabilities	0.21	0.01	-	-	-	-
Total Current Liabilities	186.75	6.49	215.79	6.74	186.74	5.51
Non-current liabilities						
Liabilities under a lease contract	145.57	5.06	221.40	6.92	149.58	4.41
Deferred Tax Liabilities	34.00	1.18	65.25	2.04	73.65	2.17
Employee benefit obligation	38.31	1.33	47.63	1.49	56.84	1.68
Demolition estimated	3.50	0.12	7.71	0.24	5.83	0.17
Other non-current liabilities	51.32	1.78	38.58	1.21	26.16	0.77
Total Non-Current liabilities	272.70	9.47	380.58	11.90	312.08	9.20
Total liabilities	459.45	15.96	596.37	18.64	498.82	14.71

CAPITAL ENGINEERING NETWORK PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENTS OF FINANCIAL POSITION (CONTINUED)
AS AT DECEMBER 31
LIABILITIES AND EQUITY (CONTINUED)

STATEMENTS OF FINANCIAL POSITION	2024		2023		2022	
	THB (MB)	(%)	THB (MB)	(%)	THB (MB)	(%)
Equity						
Share capital						
Authorized share capital						
1,197,518,153 ordinary shares, at par value of 1.00 baht	1,197.52	41.60	1,197.52	37.43	-	-
1,341,255,471 ordinary shares, at par value of 1.00 baht	-	-	-	-	1,341.26	39.55
Issued and paid up share capital						
745,161,929 ordinary shares, at par value of 1.00 baht	745.16	25.89	745.16	23.29	745.16	21.97
Premium on ordinary shares	891.33	30.96	891.33	27.86	891.33	26.28
Surplus from change in controlling interests in a subsidiary	563.94	19.59	574.89	17.97	574.45	16.94
Retained earnings (deficits)						
Appropriated - Legal reserve	57.51	2.00	57.51	1.80	57.51	1.70
Reserve Treasury Stock	-	-	-	-	68.81	2.03
Unappropriated	(789.52)	(27.43)	(768.77)	(24.03)	(636.36)	(18.77)
Treasury equity shares	-	-	-	-	(68.81)	(2.03)
Other components of shareholders' equity	14.85	0.52	85.42	2.67	71.30	2.10
Equity attributable to owners of the Company	1,483.27	51.53	1,585.54	49.56	1,703.39	50.23
Non-controlling interests of the subsidiaries	935.87	32.51	1,017.47	31.80	1,188.97	35.06
Total shareholders' equity	2,419.14	84.04	2,603.01	81.36	2,892.36	85.29
Total liabilities and shareholder's equity	2,878.59	100.00	3,199.38	100.00	3,391.18	100.00

CAPITAL ENGINEERING NETWORK PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED DECEMBER 31

STATEMENTS OF FINANCIAL POSITION	2024		2023		2022	
	THB (MB)	(%)	THB (MB)	(%)	THB (MB)	(%)
Revenue						
Revenue from sale	759.08	62.90	973.19	83.01	1,071.87	74.33
Income from projects and services	368.01	30.50	162.52	13.86	329.89	22.88
Dividend income	-	-	0.03	0.00	0.14	0.01
Profit from the sale of assets	35.84	2.97	-	-	-	-
Interest income	17.83	1.48	14.90	1.27	-	-
Other income	25.94	2.15	21.75	1.86	40.05	2.78
Total Revenues	1,206.71	100.00	1,172.36	100.00	1,441.95	100.00
Expenses						
Cost of goods sold	702.36	92.53	948.27	97.44	1,095.51	102.21
Cost of projects and services	326.30	88.67	192.49	118.44	296.59	89.91
Cost of distribution	30.03	2.49	33.73	2.88	34.17	2.37
Administrative expenses	202.15	16.75	219.80	18.75	211.20	14.6
Profit (loss) from the measurement of the fair value of financial assets	(20.34)	(1.69)	110.24	9.40	273.71	18.98
Loss on impairment of asset	10.64	0.88	49.00	4.18	-	-
Finance cost	17.47	1.45	23.75	2.03	18.27	1.27
Total Expenses	1,268.62	105.13	1,577.28	134.54	1,929.45	133.81
Share of losses from investments in joint ventures	-	-	(0.44)	(0.04)	-	-
Profit (loss) before income (expenses) income tax	(61.91)	(5.13)	(405.36)	(34.58)	(487.50)	(33.81)
Revenue (expenses)Income tax	2.93	0.24	17.83	1.52	52.59	3.65
Profit (loss) for the year	(58.98)	(4.89)	(387.53)	(33.06)	(434.90)	(30.16)
Other Comprehensive Income (Loss)	-	-	-	-	-	-

STATEMENTS OF FINANCIAL POSITION	2024		2023		2022	
	THB (MB)	(%)	THB (MB)	(%)	THB (MB)	(%)
Items that need to be categorized into profit or loss later	-	-	-	-	-	-
Differences from financial statement conversion	0.18	0.01	0.05	-	(3.52)	(0.24)
	0.18	0.01	0.05	-	(3.52)	(0.24)
Non-classified items entered into the profit or loss statement at a later date, surplus from revaluation of new assets of an associated company	(111.86)	(9.27)	36.88	3.15	-	-
Actuarial (gains) losses	2.53	0.21	(2.57)	(0.22)		(0.10)
	(109.33)	(9.06)	34.31	2.93	(1.51)	(0.10)
Other comprehensive income (loss) - net income tax	(109.15)	(9.05)	34.36	2.93	(5.03)	(0.35)
Total comprehensive income (loss) for the year	(168.14)	(13.93)	(353.17)	(30.12)	(439.93)	(30.51)
Profit (loss) attributable to :						
Equity holders of the Company	(21.59)	(1.79)	(197.34)	(16.83)	(262.87)	(18.23)
Non-controlling interests of the	(37.40)	(3.10)	(190.19)	(16.22)	(172.03)	(11.93)
	(58.98)	(4.89)	(387.53)	(33.06)	(434.90)	(30.16)
Total comprehensive income (loss)						
Owners of the parent	(91.32)	(7.57)	(183.94)	(15.69)	(265.79)	(18.43)
Non-controlling Interests	(76.82)	(6.37)	(169.23)	(14.43)	(174.14)	(12.08)
	(168.14)	(13.93)	(353.17)	(30.12)	(439.93)	(30.51)
Basic Earnings (Loss) Per Share						
Equity Attributable to the Company	(0.03)		(0.27)		(0.36)	

* % Cost of Goods Sold/Revenue from Goods

* % Cost of Service/ Revenue from service

CAPITAL ENGINEERING NETWORK PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENTS OF CASH FLOWS
FOR THE YEAR ENDED DECEMBER 31

STATEMENTS OF CASH FLOWS	2024		2023		2022	
	THB (MB)	(%)	THB (MB)	(%)	THB (MB)	(%)
Cash flow from operations Activities						
Profit (loss) before income tax expenses	(24.51)	17.98	(215.17)	(190.85)	(315.46)	110.90
Adjustments to reconcile profit (loss) before income (expenses) tax, income tax in cash received (paid) from operational activities						
Allowance for expected credit loss (Reversal)	5.38	(3.95)	(6.22)	(5.51)	(1.55)	0.55
Impairment Loss - Digital Assets	0.15	(0.11)	0.28	0.25	1.87	(0.66)
Loss from product value reduction (Reversal)	(13.25)	9.72	(27.07)	(24.01)	33.86	(11.91)
Bargain profits	-	-	(5.36)	(4.76)	-	-
Unrealized foreign exchange (profit) loss	(0.66)	0.48	(0.16)	(0.14)	0.20	(0.07)
(Profit) Loss from measurement of short-term loan to related parties	(20.34)	14.92	110.24	97.79	273.71	(96.22)
Asset impairment losses	10.64	(7.81)	49.00	43.46	-	-
Profits of write-offs payable for shares	-	-	-	-	(5.77)	2.03
Written-off with holding income tax	0.02	(0.01)	-	-	-	-
Depreciation and amortization	58.45	(42.87)	58.47	51.86	50.49	(17.75)
Loss on impairment of asset (Reversal)	-	-	-	-	(6.01)	2.11
Profit (Loss) from sales and write-off assets	(39.32)	28.84	(4.21)	(3.73)	(1.79)	0.63
The profit from the cancellation of the lease agreement	(0.36)	0.27	-	-	-	-
Provision of other current liabilities (Reversal)	0.21	(0.15)	(0.24)	(0.21)	(2.12)	0.75
Provision for employee benefits	5.99	(4.40)	6.35	5.63	5.29	(1.86)
Share of the loss on investment in a joint venture	-	-	5.79	5.13	-	-

STATEMENTS OF CASH FLOWS	2024		2023		2022	
	THB (MB)	(%)	THB (MB)	(%)	THB (MB)	(%)
Cash flow from operations Activities						
Share of gain (loss) of non-controlling interest	(37.40)	27.43	(190.19)	(168.70)	(172.03)	60.48
Gain from sale of investment in subsidiary	-	-	-	-	-	-
Gain from sale of non-current asset held for sale	(0.09)	0.07	(0.03)	(0.03)	(0.14)	0.05
Dividend income	(17.83)	13.07	(14.90)	(13.22)	(6.42)	2.26
Interest income	17.47	(12.81)	23.75	21.06	18.27	(6.42)
Profit (loss) from operating activities before changes in operating assets and liabilities	(55.47)	40.68	(209.45)	(185.78)	(127.61)	44.86
Operating assets (Increase) decrease						
Trade and other current receivable - related parties	0.60	(0.44)	(2.18)	(1.93)	1.47	(0.52)
Trade and other current receivable - third parties	(89.10)	65.34	151.45	134.34	13.45	(4.73)
Assets arising from contracts - related parties	-	-	-	-	0.16	(0.06)
Contract assets - third parties	(10.48)	7.69	62.38	55.33	(2.61)	0.91
Receivable under finance lease	20.09	(14.73)	13.71	12.16	10.13	(3.56)
Inventories	(2.35)	1.72	91.50	81.16	5.73	(2.01)
Other non-current assets	(13.42)	9.84	(15.89)	(14.10)	(19.12)	6.72
Operating liabilities Increase (decrease)	0.11	(0.08)	(0.61)	(0.54)	0.67	(0.24)
Trade and other current payables - related parties	28.85	(21.15)	27.27	24.19	(79.87)	28.08
Contract liabilities	(15.46)	11.34	17.79	15.78	4.76	(1.67)

STATEMENTS OF CASH FLOWS	2024		2023		2022	
	THB (MB)	(%)	THB (MB)	(%)	THB (MB)	(%)
Other non-current liabilities	12.74	(9.34)	12.42	11.01	-	-
Cash paid for employee benefits	(12.37)	9.07	(18.22)	(16.16)	(10.85)	3.81
Cash received (paid) generated from operation	(136.26)	99.93	130.18	115.47	(203.68)	71.60
Cash received from interest income	12.47	(9.15)	1.95	1.73	2.54	(0.89)
Cash paid for interest expenses	(9.15)	6.71	(11.05)	(9.80)	(9.22)	3.24
Cash received from income tax	10.36	(7.60)	0.90	0.80	28.88	(10.15)
Cash received for income tax payment	(13.78)	10.11	(9.24)	(8.19)	(102.96)	36.20
Net cash provides by (used in) operating activities	(136.26)	100.00	112.74	100.00	(284.45)	100.00
Cash flow from investing activities						
(increase)decrease in fixed bank deposits	(0.62)	1.56	(0.15)	(0.14)	(0.02)	0.01
Increasing in short-term loans to other businesses	(20.00)	49.80	(20.00)	(18.58)	-	-
Acquisition of other current financial assets	(163.55)	407.22	(146.14)	(135.74)	(320.37)	227.73
Cash received from the disposal of other current financial assets	42.44	(105.67)	352.85	327.74	257.13	(182.78)
Cash received from the disposal of other non-current financial assets	0.01	(0.02)	-	-	-	-
Cash paid from purchase of investments in subsidiaries	-	-	-	-	(26.37)	18.74
Cash paid from purchase of investment in joint venture	-	-	(0.44)	(0.41)	-	-
Cash paid to acquire interests from non-controlling stakeholders	(15.81)	39.36	(7.72)	(7.17)	(28.79)	20.46
Cash received from the disposal of equity from non-controlling stakeholders	-	-	5.90	5.48	76.97	(54.71)
Cash paid for the purchase of investment assets	(85.76)	213.54	-	-	-	-
Cash paid to purchase buildings and equipment and pay off assets	(36.99)	92.10	(70.22)	(65.23)	(185.47)	131.84

STATEMENTS OF CASH FLOWS	2024		2023		2022	
	THB (MB)	(%)	THB (MB)	(%)	THB (MB)	(%)
Cash received from disposals of equipment	217.32	(541.09)	2.12	1.97	16.15	(11.48)
Acquisition of intangible assets	(0.30)	0.75	(0.38)	(0.36)	(0.44)	0.31
Proceeds from disposal asset as held for sales	-	-	-	-	-	-
Cash received from disposal of Investment properties	-	-	11.00	10.22	-	-
(increase) decrease in short-term loans to related entities	20.00	(49.80)	(30.00)	(27.87)	-	-
Dividend income	0.09	(0.24)	0.03	0.03	0.13	(0.09)
Cash paid to purchase right-of-use assets	(0.27)	0.67	-	-	(0.39)	0.28
Cash to buy cryptocurrency assets	-	-	-	-	(3.03)	2.16
(Increase) decrease in deposits of financial institution pledged as collateral	3.28	(8.18)	10.80	10.04	73.82	(52.47)
Net cash provided by investing activities	(40.16)	100.00	107.66	100.00	(140.68)	100.00
Cash flows from financing activities						
Increase(decrease) in short-term loans from financial institutions	(28.02)	58.68	(12.08)	(37.99)	(116.78)	83.96
Increasing in short-term loan from third parties	-	-	260.00	817.80	-	-
decreasing in short-term loans from other entities	-	-	(260.00)	(817.80)	-	-
Cash Payment for treasury stock	-	-	-	-	(68.81)	49.47
Cash received from sale treasury stock of subsidiaries	-	-	65.64	206.48	-	-
Cash received from the company warrants	0.08	(0.16)	-	-	0.04	(0.03)
Cash received from warrants of subsidiaries	-	-	-	-	53.26	(38.29)
Cash received from the capital increase of the subsidiary of non-controlling	-	-	-	-	210.10	(151.05)
Cash pays for expenses in increasing the capital of subsidiaries	-	-	-	-	(1.18)	0.85

	2024		2023		2022	
	THB (MB)	(%)	THB (MB)	(%)	THB (MB)	(%)
Cash payment of lease liabilities	(11.19)	23.43	(9.24)	(29.07)	(7.76)	5.58
Dividend payment	-	-	-	-	(199.44)	143.39
Cash payment of interest and liabilities under the lease agreement	(8.62)	18.05	(12.53)	(39.41)	(8.52)	6.13
Net cash provided by (used in) financing activities	(47.76)	100.00	31.79	100.00	(139.09)	100.00
Net increase (decrease) in cash and cash equivalent	(224.28)	(37.43)	252.19	30.60	(564.22)	(98.71)
Cash and cash equivalent at the beginning of the year	824.17	137.54	571.62	69.36	1,134.28	198.43
Effect of exchange rate changes on cash and cash equivalent	(0.66)	(0.11)	0.37	0.04	1.55	0.27
Cash and cash equivalent at the ended of the year	599.23	100.00	824.17	100.00	571.62	100.00

KEY FINANCIAL RATIO

CAPITAL ENGINEERING NETWORK PUBLIC COMPANY LIMITED AND SUBSIDIARIES

KEY FINANCIAL RATIOS BASED ON CONSOLIDATED FINANCIAL STATEMENTS AS OF DECEMBER 31

Items		2024	2023	2022
Liquidity Ratio				
Liquidity ratio	Times	8.74	7.41	9.89
Quick ratio	Times	6.32	5.81	8.13
Cash flow ratio	Times	(0.68)	0.56	(0.93)
Accounts receivable turnover ratio	Times	3.00	2.64	2.85
Accounts receivable turnover ratio	Days	119.82	136.51	126.16
Inventory turnover ratio	Times	23.19	18.51	16.27
Average sales period	Days	15.52	19.45	22.12
Payable turnover ratio	Times	31.01	40.39	26.00
Payment period	Days	11.61	8.91	13.85
Cash cycle	Days	123.73	147.04	134.44
Items		2024	2023	2022
Profitability Ratio				
Gross profit margin ratio	%	8.73	(0.44)	0.69
Other profit margin ratio	%	(5.49)	(35.69)	(34.78)
Other profit margin	%	(9.05)	2.93	-
Cash to income ratio	%	220.25	(27.81)	58.35
Net profit margin	%	(1.92)	(17.38)	(18.75)
Return on equity ratio	%	(0.86)	(7.18)	(8.67)
Efficiency Ratio				
Return on assets ratio	%	(0.71)	(5.99)	(7.11)
Return on fixed assets ratio	%	4.49	(15.59)	(27.73)
Asset turnover ratio	Times	0.40	0.36	0.39
Financial Policy Ratio				
Debt to equity ratio	Times	0.31	0.38	0.29
Interest coverage ratio	Times	(6.02)	6.14	(8.94)
Cash basis	Times	(0.37)	0.20	(0.29)
Dividend payout ratio	%	-	-	-

5. General Information and other significant information

5.1 General Information

5.1.1 General Information

Company Name	:	Capital Engineering Network Public Company Limited
Business Type	:	Holding Company
Location of Head Office	:	1011 Supalai Grand Tower, 17 th Floor, Room No. 1703, 1704, Rama 3 Road, Chongnonsi, Yannawa, Bangkok 10120
Registered Capital	:	1,197,518,153 Baht
Paid-up Capital	:	745,161,929 Baht
Face Value	:	1 Baht per share
Company Registration Number	:	0107536000935
Telephone	:	0-2049-1041
Fax	:	0-2049-1045
website	:	www.cenplc.com

5.1.2 Investment in other companies which holds more than 10 percent
1.Sky Tower Public Company Limited (STOWER)

Business Type	:	Produces and Services
		(1) High Voltage Transmission Tower
		(2) Telecommunication Tower
		(3) Substation Steel Structure
		(4) Hot Dip Galvanizing Service
		(5) Selling industrial products
		(6) Production and Distribution of renewable energy
Location of Head Office	:	247 Romklao Road, Saensaeb , Minburi Bangkok Thailand 10510
Telephone	:	0-2543-9020-8
Fax	:	0-2543-9189, 0-2543-9029
website	:	www.skytower.co.th
Number of Shares sold	:	The registered capital is 5,167,692,118 baht and the paid-up capital is 3,697,375,325 baht, divided into 3,697,251,728 ordinary shares with a par value of 1.00 baht per share
Company Holds	:	Amount of 1,419,477,378 shares or 38.391%

2. Rayong Wire Industries Public Company Limited (RWI)

Business Type	:	Production and Distribution
		(1) Steel Wires for Pre-stressed Concrete Wire or “PC-Wire” “PCW”
		(2) Steel Wires Strand for Pre-stressed Concrete or “PC-Strand” “PCS”
		(3) Hard Drawn or “HDW”
		(4) Ordinary Low Carbon Steel Wire or “OLC”
		(5) Wire Mesh
Factory Address	:	Mabtapud Industrial Estate No.5 I-5 Road, Tambon Mabtapud, Amphur Muang, Rayong 21150
Location of Head Office	:	1011Supalai Grand Tower, 17 th Floor, Room No. 1703, 1704, Rama 3 Road, Chongnonsi, Yannawa, Bangkok 10120
Telephone	:	0-2049-1001-4
Fax	:	0-2049-1005-6

website : www.rwi.co.th

Number of Shares sold : The registered capital is 823,748,614.50 baht and the paid-up capital is 457,638,530.50 baht, divided into 915,277,061 ordinary shares with a par value of 0.50 baht per share.

Company Holds : Amount of 478,723,124 share or 52.304%

3. Enesol Company Limited (ENS)

Business Type : Manufacturer and distributor of electrical and heat energy to SCG Ceramic PLC. and Susoko Ceramic Co., Ltd.

Location of Head Office : 1011 Supalai Grand Tower, 17th Floor, Room No. 1703, 1704, Rama 3 Road, Chongnonsi, Yannawa, Bangkok 10120

Telephone : 0-2049-1041

Fax : 0-2049-1045

Factory Address : 61 Moo 1, Nong Kae Industrial Estate, Tambon Korkyae, Amphur (Nong Khae Industrial Estate) Nong Kae, Saraburi, 18230

Number of Shares sold : The registered capital of 181,500,000 baht and paid-up capital of 181,500,000 baht, divided into 1,815,000 ordinary shares with par value 100 baht per share

Company Holds : Amount of 1,814,955 shares or 99.9975%

4. WJC Enterprise Company Limited (WJC)

Business Type : Steel Structure, design and Metal forming service which has factory in Lamchabang as has work both local and oversea of Petrochemical Industry, Energy Industry and Construction Industry

Location of Head Office : 543/4 Moo 1, Tambon Nong Klam, Amphur Sriracha, Chonburi

Telephone : 038-340-104

Fax : 038-340-105

Number of Shares sold : The registered and paid-up capital of 150,000,000 baht, divided into 1,500,000 ordinary shares with a par value of 100 baht per share

Company Holds : Amount of 1,413,800 share or 94.25%

5. Medisphere Company Limited (MEDI)

Business Type : Specialized hospitals, aesthetic medical clinics and medical clinics to provide comprehensive cosmetic surgery services including facial care, body shape, and general surgery

Location of Head Office : 1011Supalai Grand Tower, 17th Floor, Room No. 1703, 1704, Rama 3 Road, Chongnonsi, Yannawa, Bangkok 10120

Telephone : 0-2049-1041

Fax : 0-2049-1045

Number of Shares sold : The registered capital is 38,760,000 baht and the paid-up capital is 2,040,000 baht, with a par value of 19 baht per share

Company Holds : Amount of 2,039,993 share or 99.9997%

6. Evergreen Biomass Company Limited (EBM)

Business Type : Production and Distribution of raw materials for biomass

Location of Head Office : 1011Supalai Grand Tower, 17th Floor, Room No. 1703, 1704, Rama 3 Road, Chongnonsi, Yannawa, Bangkok 10120

Telephone : 0-2049-1041

Fax : 0-2049-1045

Number of Shares sold : The registered and paid-up capital of 50,000,000 baht, divided into 5,000,000 ordinary shares with a par value of 10 baht per share

Company Holds : Amount of 4,950,000 share or 100.00%

7. Capital Digital Network Company Limited (CDN)

Business Type : Engage in the business of investing in digital businesses, digital assets, digital currencies and digital tokens

Location of Head Office : 1011Supalai Grand Tower, 17th Floor, Room No. 1703, 1704, Rama 3 Road, Chongnonsi, Yannawa, Bangkok 10120

Telephone : 0-2049-1041

Fax : 0-2049-1045

Number of Shares sold : The registered capital is 25,000,000 baht and the paid-up capital is 6,250,000 baht, divided into 250,000 ordinary shares with a par value of 100 baht per share

Company Holds : Amount of 249,997 share or 100.00%

8. Prosper Alliance Ltd. (PROSPERA)

Business Type : It is an associated company of the Company in which the Company holds 50% stake. To further invest in the semiconductor business by acquiring shares in ASTI Holdings Limited

Location of Head Office : Singapore

5.1.3 Other references

Securities Registrar : Securities Depository Center (Thailand) Co., Ltd.
The Stock Exchange of Thailand
93 Ratchadaphisek Road, Kwaeng Dindaeng,
Khet Dindaeng, Bangkok 10400
Tel: 0-20099000 Fax: 0-2009-9991

Authorized Auditor : Miss Susan Eiamvanicha
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SP AUDIT COMPANY LIMITED
475 Siripinyo Building, 16th Floor
Si Ayutthaya road, Phaya Thai Sub-District, Ratchathewi
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Telephone 0-2642-6172-4

5.2 Other Information

- None -

5.3 Legal Dispute

5.3.1 Legal Dispute that may have a negative impact on the assets of the Company or its subsidiaries that higher than 5% of shareholders' equity

- None –

5.3.2 Legal Dispute that affects the Company's business operations or its subsidiaries but unable to assess the impact in numbers

- None –

5.3.3 Legal Dispute that is not caused by the normal business operation of the Company or its subsidiaries

- None -

5.4 Secondary Market

- None -

5.5 Financial Institution

- Bangkok Bank Public Company Limited Soi Ari Branch

The graphic for the Section 2 header features a blue sky with white clouds in the background. In the foreground, there is a dark grey, textured surface that resembles a roof or a bridge deck, sloping downwards from the left. A solid blue horizontal band spans the width of the image, serving as a background for the text.

SECTION 2

CORPORATE GOVERNANCE

6. Corporate Governance

6.1 Corporate Governance Policy

The Board of Directors has play importance role on developing good corporate governance systems by operate business with integrity, morality and responsible for shareholders and stakeholder to benefit the society and develop or reduce negative impacts on the environment which is creating sustainable value for company and its subsidiaries which affect subsidiaries to be complete with other and good result in operating by aware of long term effects and able to adapt under change factors.

By this, Board of Directors realized on importance of corporate governance development to be consistence with Corporate Governance year 2017 (CG CODE) there are 8 principles of operation which are;

- | | |
|-------------------|--|
| Practice 1 | Establish Clear Leader Ship Role and Responsibilities of Board |
| Practice 2 | Define Objectives that Promote Sustainable Value Creation |
| Practice 3 | Strengthen Board Effectiveness |
| Practice 4 | Ensure Effective CEO and People Management |
| Practice 5 | Nurture innovation and Responsibility Business |
| Practice 6 | Strengthen Effective Risk Management and Internal Control |
| Practice 7 | Ensure Disclosure and Financial Integrity |
| Practice 8 | Ensure Engagement and Communication with Shareholders |

The Board of Directors has promulgated on Code of Conduct, employees and Anti-Corruption Policies by adhering to business practice in accordance with sufficiency philosophy to be a pattern of good practice of Directors, Executives and employees of company and its subsidiaries to assure that operation is correct, as follow:

Practice 1 Establish Clear Leader Ship Role and Responsibilities of Board

The Board of Directors should demonstrate a thorough understanding of its leadership role assume its responsibilities in overseeing the company and strengthen good governance as leader in organization with clear goad on operation of company and its subsidiaries not only to growth in business but also build a sustainable in business and drive society as well which has regulations of company for management and business operation in accordance to company's regulations and objectives. In order to structure authority and clearly responsibility under management policies with openness transparent and verifiable in good practices as follow:

1. Practices in accordance to laws, regulation and objective of company as well as resolution of Annual General Meeting of Shareholders with honesty and for benefit of company
2. Keep track on business operation of company and devote time to attend the board meeting in order to give opinions and consider various businesses on a regular basis
3. Report of securities acquisition and changes in securities holding of the company, spouse and children

who have not yet become sui juris to Securities and Exchange Commission and Stock Exchange of Thailand

4. When directors have an interest either directly or indirectly in any agreement or businesses that company has made during fiscal year must inform the company
5. In case, directors need to purchase asset of company, sell assets to company or do business with company as perform on behalf of oneself or on behalf of others must be approved by Board of Directors. By this, should not violate regulations of Securities and Exchange Commission, Stock Exchange of Thailand and any related laws
6. In offering company's securities; directors should monitor and ensure that the financial status information is shown together with business operation as well
7. Hand in documentation to registrar, Department of Business Development, Ministry of Commerce; directors should monitor and ensure that financial status is shown and business operation with actual results and do not conceal information that the public should know

In addition, Board of Director meeting each year apart from assigning mission and also formulates strategies in operating in accordance with mission each year for management to proceed in accordance to required policies including preparation of Article of Association which specified duties and responsibilities for Board of Directors and Sub-Committee. This Article of Association stipulates that the Board of Directors shall manage operations of the company in accordance with laws, regulations and resolutions of shareholders' meeting as well as process of approve any importance operation in accordance with laws including establish regulation of company and its subsidiaries.

The Board of Directors has realized importance of promoting ethical values in order to become a corporate culture so has prepared Code of Conduct (in written) and gives to Directors, Executives and employees to understand and aware on standard of ethical that company uses in its business operation and wishes everyone to use in organization as a framework to practice strictly as to show responsibility to work, shareholders, colleague, stakeholder and society. Moreover, avoid any behavior that may risk ethics and may also cause violation of the law as well. Incidentally, Code of Conduct applies for Directors, Executives and every employee.

In the year 2024, Directors, Executives and every employee need to practices in accordance to code of conduct strictly and no action is taken on the subject on Code of Conduct.

Practice 2 Define Objectives that Promote Sustainable Value Creation

The Board of Directors should define objective and goals by focusing on investment and build sustainable value of those investments in Construction Engineering Business, High Voltage Transmission Tower Business group and Energy Business which includes any related potential to growth business to create value and sustainable growth to group of company for best benefit of every stakeholder which is ultimate goad for company.

In addition, to seek opportunities in investment under good corporate governance and beware of every group of stakeholder as regardless of considering highest return and passing those return to shareholders.

The Board of Directors jointly to formulate strategies and yearly plan of company and its subsidiaries to be consistence with vision and mission in determining each year; the Board of Directors will consider in various subjects by considering various risk factors such as Financial, Strategic and Business Operation as well as taking sociality, environmental and stakeholders in every group into consideration.

The Board of Directors realized importance on social responsibilities and environmental together with doing company's business operation by participating in improvement of the quality of life of communities around the factory, respect for human rights principles and fair use of labor to build sustainable communities and factories.

In addition, the Board of Directors have set guideline for business operation of company and its subsidiaries to lead to growth goal by focusing on balance of returns for quantity and quality by encourage every employees of company and its subsidiaries must be combined together by take stakeholders into consideration to be responsible for sociality and environmental to enable operations in all sectors to achieve their goals.

The company has good corporate governance and gives right to employees and stakeholders in every group within inside and outside individuals and groups, organization such as employees, investors, customers, partners, community, social, environment, government agencies, compliance which can communicate or give clues on corruption directly or indirectly, offense on law or code of conduct or company's policies or right violation including any behavior that may be a problem causing damage to company or unfair treatment. Moreover, any suggestion related to the Company's business operations. The Company provides channels for whistleblowing and complaints as follows:

1. Through company's website : www.cenplc.com

2. Through E-Mail / Telephone

- Acting Chief Executive Officer

TEL. (02) 049-1041

E-mail : Laphassarin@cenplc.com

- Company Secretary

TEL. (02) 049-1041 Ext. 1022

E-mail : Jantharat@cenplc.com

3. By Post Mail

- Dr. Visit Ongpipatnakul "Chairman and Chairman of Audit Committee" or
- Miss Laphassarin Kraiwongwanitrungr "Acting Chief Executive Officer" or
- Miss Jantharat Sodsongchit "Company Secretary"

Capital Engineering Network Public Company Limited

1011 Supalai Grand Tower, 17th Floor, Room Number 1703, 1704, Rama 3 Road,

Chongnonsi, Yannawa and Bangkok 10120

4. Fax : (02) 049-1045

The clues, complaints and suggestions will be considered and implemented as appropriate on a case- by-case.

The Board of Directors has assigned the Chief Executive Officer and/or the Company Secretary to consider receive whistleblowing, complaints and recommendations of stakeholders to the Executive Committee and/or the Audit Committee and/or the Risk Management Committee and conduct investigations and report to the Board of Directors respectively thus whistleblowers and complaints will be kept as the company's confidential information.

In 2024, the Company and its subsidiaries had no complaints about giving or receiving bribes for the benefit of the Company's business.

Practice 3 Strengthen Board Effectiveness

The Board of Directors realized that they have a role in corporate governance for highest benefit of company which needs to understand roles and responsibilities by clearly dividing roles between board of directors and management to ensure that company has a system that assures that its transactions or activities are carried out in a lawful and ethical manner.

By this, in order to perform duties of the Board of Director efficiency and effectiveness then board together formulate and reviews structure of Boards, consideration on remuneration of directors in order to propose to shareholders meeting thus supervision of subsidiaries' policies, operations and other businesses in which the company invests with guidelines for performing as follows:

1. Structure of Board of Directors

The Board of Director is knowledgeable, abilities and experiences in various fields such as engineering, law, economic, business administration, account and finance thus all directors have passed training from Thai Institute of Directors Association: IOD Such individuals play an important role in determining company's policy with high-level executives on business planning in short term and long term through financing policies, risk management and organization overview.

In 2024, the Board of Directors consists of 5 Committees as follows:

1. Board of Directors
2. Audit Committee
3. Nomination and Remuneration Committee
4. Risk Management Committee
5. Executive Committee

The company has determined and separate power of each committee – importance issue need to passed approval of each committee (with specific duties) then propose Board of Director to take into consideration or acknowledge and to counterbalance and review for transparency and fairness to all related parties

After every shareholders meeting; Board of Directors will arrange a meeting to appoint a sub- committee for the year 2024, the Board of Directors Meeting No.3/2024 held on May 15, 2024 resolve to appoint entire sub-

committee in totaling of 4 committees and clearly delegated authority

The Company's regulation has set not less than 5 Directors (Board of Directors) but not more than 15 Directors thus not less than half of total number of directors must reside in the Kingdom as at December 31, 2024 Board of Directors in totaling of 9 people

	Number of people			%
	Male	Female	Total	
Director as Executive	1	1	2	33.33
Director as Non-Executive	5	-	5	33.33
Independent Director	3	-	3	33.33
Total	8	1	9	100.00

The Board of Directors consists of 3 Independent Director of 33.33% of whole Board which is higher than standard of 1 in 3 or 33.33% follows regulation of Capital Market Commission thus Independent Director has responsible for review process of management, propose and comments to support any beneficial to shareholders and avoid any unfair treatment as affect beneficial to shareholders and all stakeholders; set and disclose policies in term of related transaction to make sure that shareholders have highest return.

2. Appointment and term of office of the directors

- Criteria of Election and appointment of Board of Directors

The Board of Directors has qualification, experiences as needs and no prohibits characteristics follows PUBLIC COMPANY LIMITED ACT B.E.2535 and Securities and Exchange ACT B.E 2535 and other related laws thus Directors must have sufficient time to devote their knowledge and ability to perform duties for the company. The company has rules on person who will be elected as company's director in accordance to Article of Association can be summarized as follow:

1. Director who appointed, elected, and relieve from Shareholders meeting as period of holding position in accordance to company's regulation when expiration of term then may re-elect unless position is vacant not by rotation then Board of Director will appoint appropriate person in replacement of vacant position in accordance with the Company's regulations.
2. The nomination of persons to be elected at the shareholders' meeting in replacement of director who retire by rotation due to currently the company has nomination committee officially but in this nomination; Board of Directors are together for considering qualifications, experiences, specialize in vary kind of fields, vision and virtue. In additional, able to express opinions independently, including work history by proposing to the Board of Directors of the Company to consider the mutual agreement before presenting it to the shareholders' meeting for approval
3. In every Annual General Meeting of Shareholders there should be director relieve 1 in 3 if total number of directors cannot divide into 3 parts then give out by number nearest to third part
4. Election of Director by voting right separately – shareholders cannot split their vote

5. The person who have highest votes respectively will being elected as a director equal to the number of directors to be elected at that time ; any director who retied by rotation can be re- elected
6. Shareholders voting – one share : one vote

In 2024, election of directors in replacement of rotation in 2024 Annual General Meeting of Shareholders held on April 30, 2024 in totaling of 3 names as follows:

1. Mr. Siriphong Vongvuttipornchai Director
2. Dr. Krissada Surawathanawises Director, Independent Director
3. Mr. Wai Leong Fong Director

The 2024 Annual General Meeting of Shareholders has resolved on approval to re-select of directors in totaling of 3 directors

- **Term of position for Director**

1. The Board of Directors are appointed from Annual General Meeting of Shareholders in accordance to company regulations as term of position equal to 3 years consistent to PUBLIC COMPANY LIMITED ACT and when expiration of term then may re-elect. Moreover, the Board of Directors to recruit and scrutinize right person to ensure that the person who will be a director of the company has knowledge and experience
2. The company has set age of directors and/or highest term to hold the position continuously by believing that the age or duration of office is not an obstacle If compared with knowledge, ability and each valuable experiences each person have. Moreover, those people might bring beneficial to company as trusted from Board of Directors and shareholders. Therefore, the company has disclosed date of holding position of Directors and Independent Directors in Form 56- 1 One Repot in title of 8.1 Board of Directors
3. The company has set term of holding position for Audit Committee as well due to shareholder meeting has resolved to approve appointment of directors and audit committee
4. The Board of Directors has information to compose consideration on recruitment of Independent Director who retired by rotation thus number of years of holding positions for consideration both in the invitation to the meeting and the annual report

In 2024, there are 3 Independent Directors as follows:

Name of Independent Directors		Appointed Year	Amount of Year holds position
1. Mr. Jakkathan	Yothannan	August 26, 2008	15 Years
2. Dr. Visit	Ongpipattanakul	August 14, 2015	8 Years
3. Dr. Krissada	Surawathanawises	November 14, 2024	1 Year

- **Nomination Committee**

Details shown in title of 9.3 Recruitment and appointment of directors and top management

- **Qualification of Directors**

Details shown in title of 9.3 Recruitment and appointment of directors and top management

- **Criteria for selection of independent directors and nomination process**

The Board of Directors will design for selection of independent directors which is currently company has no nomination committee therefore selection process will be in accordance to rules and qualification from the Stock Exchange of Thailand and Market Supervisory Board then propose to Board of Director and shareholders meeting

3. Number of company which director holds position

The company requires that each director hold a position of not more than 5 in listed companies so that every director has the intention and determination to perform the duties of the director trusted by Directors and Shareholders.

The Board of Directors has policies on formulate guideline for director or executive chairman in a group that has knowledge, ability and expertise in that business also serve as a director subsidiary company.

- For holding position of director in registered company more than 5 companies
In 2024, no director holding position of director in registered company more than 5 companies
- For Independent Director who holds the position of director in registered company not more than 3 companies
In 2024, no independent director holding position of director in registered company more than 3 companies
- For executive who holds the position of director in registered company not more than 2 companies.
In 2024, the director served as a director in 2 listed companies which is the subsidiaries

Name-Surname	Position	Company
Miss Laphassarin Kraiwongwanitruong	- Director	- Rayong Wire Industries PLC. - Sky Tower PLC.

The company has disclosed information on names and details of each company's director in Form 56- 1 One Report thus company has confident that it will not cause a conflict of interest and does not affect performance of duties of directors throughout the years, the Board of Directors has shown that the Board of Directors is able to devote time to work efficiently. In which the company received advice, recommendations and suggestions that are useful to the company's business continuously and consistently.

The company has disclosed the names and details of each director's positions in other companies in the 56-1 One Report. The company is confident that this will not create any conflicts of interest and will not affect the performance of the board of directors' duties. Throughout the past period, the board of directors has demonstrated their ability to dedicate time and perform their duties effectively, and the company has continuously and consistently received valuable advice, recommendations, and suggestions for its business operations.

The company also has policies and practices regarding the appointment of directors to other companies where the company's directors and executives serve. The company will consider appointing directors or executives who possess knowledge, skills, and expertise in the relevant business to serve as directors of subsidiary companies in proportion to the investment. This approach ensures that the subsidiaries are overseen in a manner that aligns with the company's policies for the maximum benefit of the company. It includes ensuring timely accounting for the preparation of consolidated financial statements to be disclosed in accordance with the accounting period, maintaining the same accounting period and significant accounting policies as the company. The disclosure of important information in accordance with the Securities and Exchange Act, announcements from the Securities and Exchange Commission, and the Stock Exchange of Thailand will be conducted similarly to the company's practices. This also covers related party transactions, the acquisition and disposal of assets, and ensuring an appropriate and effective internal control system, as well as governance practices, in line with the company's declared corporate governance policies.

4. Sub-Committee

There are 4 sub-committees as consists of:

Sub-Committees	Amount	Independent Directors	Directors as Non-Executive	Directors as Executives
1. Audit Committee	3	3	-	-
2. Remuneration Committee	3	3	-	-
3. Risk Management Committee	3	2	1	-
4. Executive Committee	3	-	2	1

Remark : - Term of position for Audit committee equals to 3 years

- The Executive Committee, the Remuneration Committee, and the Risk Management Committee shall serve a term of 1 year each

All members in sub-committee appointed from the Board of Director to practice in specific subject and propose to the Board of Directors for acknowledgement thus the Board of Directors may appoint subcommittee as appropriate to changes of situation (all members in subcommittee are independent director), qualification, understand roles; holding position of directors and subcommittee position by perform duties responsibly, honestly, morality, carefully and independently; It is believed that all directors understand and act strictly, and the structure of the various committees is acceptable to shareholders.

Apart from this, company has reviews process of the Board of Directors and Sub-Committee yearly

Therefore, the board members and senior executives of the company have never been employees or partners of the external auditing firm that the company has been using for the past 5 years.

Apart from this, in 2024, the Board of Directors allows director or non-executives can be discussed among

themselves as appropriate by no management attendees and propose to Board of Directors for acknowledgement.

The company has Charter authority has prepared a series of last update of the Board of Directors, Audit Committee, Remuneration Committee and authority of Chief Executive Officer by passed approval of Board Committees and approved from Board of Directors meeting No.1/2019 held on February 27, 2019 (details shown in Form 56-1 One Report No.9.2 Subcommittee) Including the authority to organize and conduct of the Board of Directors, Executive Committee and Chief Executive Officer (amended) to be consistence with business operation as approved by Board of Directors meeting No.1/2016 held on February 26, 2016.

Audit Committee

The Audit Committee consists of 3 board members who are qualified as independent in accordance with The Stock Exchange of Thailand announcement and the Company's definition. All members are knowledgeable and have understanding and experience in accounting, finance and management. The Audit Committee authorities, duties and works are in accordance with the Audit Committee charter. The Audit Committee is an independent entity to support the board of directors in successfully eliminating conflicts of interest, verifying financial information presented to shareholders and related parties, auditing the specified internal control system, and communicating with the Company's auditor thus each member has a role in selection process and lay off company's auditor and duration of this position equals to 3 years.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee consists of 3 directors which are all independent and Non-Executive Director consider the nomination of directors and the highest executive and remuneration of all committees and the highest executive by comparing on same industrials, experiences, roles and responsibilities. Including consideration of business expansion, expertise in various subjects, having vision as a person of morality, having an outstanding work history, and being able to express opinions independently. As well as the performance as a director in the past period. The Board of Directors shall hold office for a term of 1 year and shall be appointed by the Board of Directors every year after the Annual General Meeting of Shareholders, except in the event that the position of the Company's director becomes vacant without retiring by term. The Board of Directors may consider appointing a person to be a director in accordance with the Company's Articles of Association.

Risk Management Committee

Board of Risk Management consists of 3 Director who are independently and as director but not executive who responsible to ensure that the Company has appropriate and effective risk management (term of position equal to 1 year) which has been approval from Boards meeting every year after Shareholders meeting.

Executive Committee

The executive committee consists of 3 directors who are knowledgeable and have various experiences and understanding of responsibilities and the Company's business.

The executive management committee is responsible for the Company's business operation in committee

format. There are directors and/or executives appointed and approved by the Board of Directors to serve as executive directors in accordance with the Company's regulations. The duration of this position equals to 1 year which will be assigned by each Annual Meeting of Board of Directors after Annual General Shareholders' Meeting held.

5. Board of Directors meeting

1. Board of Directors have set meeting once every quarter. The meeting schedule for directors has been prepared in advance for each year, with clear agendas, which the company secretary will send in the meeting every December.

2. Send the documents related to the meeting 7 days in advance in order to provide board members adequate time to study documents before meeting. Unless it is urgent to protect the company's interests, notice may be given less than 7 days in advance, each meeting will take approximately 2 hours and in meetings there are openly and freely for feedback.

3. Other consideration, Chairman (as represented as) Chairman of the meeting shall have an opportunity to express their opinions freely, Voting shall be by majority vote by each director has one vote and any stakeholders as Director has to abstain or no comment or no attend on those agenda if there are equal vote then chairman entitled to one vote as casting vote.

In 2024, voting for each agenda need to have 2 in 3 directors of total directors

4. Board of Directors has pay attention on management issues relating to conflicts of interest of all parties to carefully and fairly by fully disclose of information in case there is stakeholder as Directors then he/she has no right to comments of those agendas.

5. Board of Director Meeting; If there are any suspect or need more information from related person then Chief Executive Officer will request executives to clarified and in case directors need some information then could contact Company Secretary

6. Board of Directors has given chance to director (not executive) can have a meeting as among themselves as appropriate and acknowledge Board of Directors

7. Board of Directors has scheduled a meeting of the Board of Directors in advance to all directors. In case there is urgent cases then could call the meeting as appropriate

At the end of the meeting, the minutes of the meeting shall be prepared by the Company Secretary and submitted to the Board of Directors for approval on the first agenda item of the next meeting and signed by the Chairman of the Board of Directors. Therefore, directors can express their opinions and request amendments to the minutes of the meeting before certification.

Minute of the Board meeting and sub-committee will storage in folder at the head office as convenience for Directors and related person to be referred

In 2024, the meetings are as follows:

- Total number of meeting for Board of Directors equal to 5 times as number of time held meeting are reasonable and sufficient for the duties of the Board of Directors as the nature of the business and every director who attend the meeting shall attend more than 80% of meeting
- Audit Committee and Internal Audit has schedule meeting with company's auditor quarterly together with inviting representatives from executives to attend the meeting. In 2024, total number of meeting for Audit Committee equals to 5 times
- Audit Committee has a meeting with executive independently; decision and Suggestion arise from the meeting will acknowledge Board of Directors
- The company has policies for non-executive to called meeting

6. Remuneration of Directors and Executives

Nomination and Remuneration Committee will consider appropriate amount of compensation from experiences, duties, scope, roles, participating and responsibilities of each director as comparing with similar industries and taking business growth into consideration and proposed to shareholders meeting for approval every year.

The Annual General Meeting of Shareholders for the year 2024, held on April 30, 2024, approved a director compensation budget not exceeding 2.5 million baht, which is the same amount as in 2023. The compensation will be paid on a per-instance basis. The company's board has delegated the responsibility to the Compensation Committee to determine the compensation for the directors and sub-committees, and to present it for consideration and approval at the shareholders' meeting each year.

The Compensation Committee determines the structure /components of compensation that are appropriate for the responsibilities and benefits received by each board member.

Remuneration of Chief Executive Officer (CEO) as senior executive of company, we have no policies to receive other fees except remuneration in term of director or employee, no share given, debenture or other securities to executives. The company has disclosed details on remuneration fees individually in Form 56- 1 One Report No.8.4 Remuneration for Directors and Executives

Remuneration of executives is in accordance to rules and policies which will considers performance based on the roles, duties and responsibilities of each person

In 2024, there are 2 times of remuneration committee meeting by set remuneration for Directors in year 2024 and proposed compensation to get approval from Board of Directors and Shareholders meeting respectively. The company has disclosed compensation of each person in Form 56 - 1 One Report No.8.4 Remuneration for Directors and Executives

7. Leadership and Vision

The Board of Directors has set visions, missions and policies including company corporate supervisor to be consistence to set objectives and targets for highest benefits as well as increase economic value for company and shareholders by considering the interest of all stakeholders thus there is freedom in expressing opinions and decision not to seek benefits for themselves or to any person; do not take any actions that are in conflict or is a competition with interests of the company or subsidiaries.

The Board of Directors will set financial KPIs and plans at the beginning of the year, with monthly and quarterly follow-up to know the status of the operations. If the performance is below target, it will analyze the cause to determine solutions and adjust the operational strategy to suit the changing situation.

The Board of Directors give importance to financial report that must truly reflect the operating results, assessment and standardize in administration and manage risk to be at appropriate level with efficiency and effectiveness under the principle of power balancing which could be check. The Board of Directors is committed to development so that business of company is progressing steadily and able to create appropriate return for shareholders.

Moreover, Internal Audit Committees are responsible for Internal Audit directly which includes make sure that internal control system are enough and appropriate risk management to keep company beneficial by used corporate governance as a tool for value added and reach company objective for highest returns to company and shareholders. Moreover, require Directors and Executives report to company on their stakeholders or any person who related to equity as related to management of company or subsidiaries follows regulations, conditions and methods which announced from Capital Market Commission.

The Board of Directors has aware of importance on business operation by set vision and mission of company in order for Directors, Executives and employees intend to operate in the same direction also has policies to reviews annually.

In 2024, the Company has set vision in accordance to business policy as responsible for social and environment.

8. Roles and Responsibilities of the Board

The Board of Directors has appointed from shareholders to represent of shareholders which has importance roles on setting management policies by join with executives to set policies, operating goals, operating plans and annual budget by executives and employees should go on to the same directions. By this, including supervision and monitoring of operation in accordance with business plans and budget set by effectively and efficiently.

The company has determined and separate authorization of Board of Directors and management in various level clearly by considering on importance matters through comments from Board of Directors and subcommittee in order to balance and review transparently as well as moral to every related department. The company has disclosed duties and responsibilities of Directors (details shown in Form 56-1 One Report title 8 Directors)

In 2024, the Board of Directors has performed its duty to ensure that the Company's operations are in accordance with the laws and regulations therefore there are not any irregularities.

The Company Secretary

Follows Securities and Exchange ACT (No.4) BE.2551 has assigned to the Board of Directors to appointed Company Secretary whom will be responsible for coordinate legal issues on behalf of the Company or the Board of Directors. The Company Secretary also has an important role in coordinate effectively in both internal and external.

Miss. Jantharat Sodsongchit as Company Secretary as follows the resolutions of the Board of Directors' Meeting No. 4/2020 on August 21, 2020 and holds position of Senior Manager of compliance and investor relation section and passed training on Company Secretary Program (CSP) from IOD on October 26-27, 2021. In addition, passed the 2022 Company Secretary Professional Development Program organized by the Thai Listed Companies Association and has working experience in corporate governance.

Compliance and Investor Relation

The company has focused on organizations and its shareholders to its established compliance and investor relation department in order to coordinate with Company Secretary, secretary of internal audit and shareholders for achieve goals effectively. By this, assigned to Miss. Jantharat Sodsongchit (Senior Assistant Manager, Compliance and Investor Relations) which has knowledge on management in order to support efficient in operation and understanding in term of good corporate governance to Directors Executives and employees includes organization images.

9. Consolidation or separation of positions

The Company has policies on separate of positions on responsibilities of Chairman and Chief Executive Officers which has knowledge, abilities, experiences and qualified and must not be the same person in order to balance the power by separating supervision and management duties from each other.

Currently, the Chairman of the Board of Directors and the Chief Executive Officer are the same person as the selection of the Chairman of the Board is in the process of being selected. However, they perform their duties with dedication and responsibility and there is a clear division of duties between the Chairman of the Board of Directors and the Chief Executive Officer in order to It is a separation of administrative duties in accordance with the Board of Directors' regulations and clearly separate the powers of the Board of Directors and of the management at various level in order to provide a balance and is reviewed for transparency and good management system.

The Chairman of the Board of Directors is the leader and person who controls the committee meetings to ensure independence, with all directors able to fully express their opinions or suggestions and support the management of the management team.

Although the chairman of the Board of Directors is not an independent director but performs his duties independently and allows all directors to independently express their opinions. Hence, the Company believes that the chairman of the Board of Directors always places importance on and understands good corporate governance principles as well as encourages the implementation.

In 2024, The Company has 3 Executive Directors by Chief Executive Officer is a leader for management, planning, operating which follows the policies as set by Board of Director. In addition, Executives has join with Board of Directors in determine of policies and business goals.

10. Development of Directors and Executives

The Board of Directors has giving importance to development of directors by encourage directors to attend the seminar or any course that useful in performing duties by focusing on the benefits of education, training that will develop directors in order to gain knowledge that is up to date in the competitive business situation all times also have policies to develop potential of personnel who are executives by providing training both inside and outside organization. In the past, company's directors have attend training program from Thai Institute of Director (IOD) as Securities and Exchange Commission (SEC) requires directors of listed companies must past at least 1 training course such as Director Accreditation Program (DAP) and Director Certification Program (DCP) apart from mentioned courses directors are also give importance to enter into other courses provided by IOD such as Roles of Compensation Committee Program (RCC), Company Secretary; by objective of to enhance professional leadership, have knowledge and understanding truly, prototype on driving organization for good corporate governance. However, every directors have past basic training course of directors; Director Accreditation Program

In 2024, Directors and Executives attended to seminar and training as follows:

Director / Executive	Name of Seminar / Training / Joint Activities
Miss Laphassarin Kraiwongwanitrungrong	- Topic: Summary of Key Tax Issues with Updates on Tax Laws for the Year 2024 (October 25, 2024) - Topic: Accounting Deficiencies Found During Audits to Watch Out For (October 28, 2024), organized by Dharmniti Seminar And Training Co., Ltd.
Mr. Khomwuthi Pornnaradol	- Organization Risk Management (June 3, 2024), organized by Chulalongkorn University
Miss Jantharat Sodsongchit	- The IR In Action course (January 30, 2024 - March 19, 2024), organized by the Association of Listed Companies on the MAI Stock Exchange.
Miss Thidarath Disrit	- Organization Risk Management (May 28, 2024), organized by Chulalongkorn University

11. Evaluation of The Board of Directors, Subcommittee and Chief Executive Officer performances

The Board of Directors has not evaluated the performance of the Board of Directors. However, the Board of Directors has reviewed the work and problems for improvement in order to help the Board of Directors work more effectively.

Annual Evaluation of Audit Committee

Audit Committee has evaluated in term of practice for each committee as use as a framework for auditing performance on duties of Audit Committee as in accordance to Corporate Governance Policies and/or good practices to improve operation of audit committee in accordance with policy guidelines and review problems and obstacles that occurred during the past year. By dividing the assessment into 3 areas which are:

1. Structure and Qualification of Audit Committee
2. Audit Committee Meeting
3. Roles and Responsibilities of Audit Committee.

The Score Range as follow;

Score Range	Meaning
More than 80%	Excellent
More than 70-80%	Good
More than 60-70%	Fair
Less than or equal to 60%	Below the standard

Self-assessment of Audit Committee are as follows:

No.	Assessment topic	Results (%)	Grade
1.	Structure and Qualification Of Audit Committee	100.00	Very Good
2.	Audit Committee Meeting	100.00	Very Good
3.	Roles and Responsibilities of Audit Committee	100.00	Very Good
Average		100.00	Very Good

Annual evaluation of Chief Executive Officer

As for the performance of the Chief Executive Officer, The Remuneration Committee assesses and evaluates the performance in each area of the Chief Executive Officer as follows:

1. Leadership
2. Performance
3. Practice along with policies and strategy formulation

Practice 4 **Ensure Effective CEO and People Management**

The Board of Directors has realized that personnel to hold position of executives (every level) such as Chief Executive Officer, Managing Director of subsidiaries and Deputy to Managing Director which an important management position and is part of company's goals therefore Board of Directors roles is to overseeing that recruitment of such persons must be appropriate and transparent by considering on knowledge, abilities, skills and experiences to set up structure of compensation with appropriate and supervision to manage and develop personnel in accordance with direction and strategy of company.

1. A succession plan of top management

The Board of Directors realize a succession at executive level especially leadership of organization such as Chief Executive Officer, Managing Director of subsidiaries with objective on making confidence for investor, organization through employees that the company's operations will be carried on in a timely manner.

The Board of Directors has prepared personnel to be assignees to replace senior management positions and top supervisors of all departments. The principle is as follows:

1. Define the explanation of word "Top Management" which relevant to organization's goals and strategy including specific qualification, knowledge and required skills
2. Selection of second level from top management with vision, knowledge and ability
3. Analyze qualification individually in order to find strength and other thing need to be improved

The Board of Directors has meeting with executives, top management, secondary top management (succession plan) together with executive chairman by monthly - Meeting of the performance of the company and subsidiaries as part of supporting the succession plan.

By this, executives have continuous monitor and evaluate on performance of individual who will be

promoted to hold the position of executives thus to be considered and proposed to Board of Directors meeting for approval

2. A succession plan of supervisor of each department

1. Provide development on secondary executives in terms of vision, knowledge and ability to support chief executive and commandant respectively.
2. Provide training in terms of enhance academic knowledge and learn in real work situation
3. Provide secondary executives to be corporate and work with Chief Executive
4. Set secondary executives which can descend and set properly on positions
5. Prepare personnel with unique capabilities and gain more comprehensive management
6. Middle executives to have chance in management in lines.
7. Provide training of each line systematically
8. Provide training to Chief Executive, Middle executives to be responsible on their task with honesty to organization and overview of organization in order to become next level of executives.

The company has scheduled meeting every month by Executives, Top Management and Secondary Top Management (succession plan) together with Executive Chairman which is operating results of subsidiaries thus includes shareholders meeting to set organization objective. In addition, create a sense of participation and build awareness in working process and as part of succession plans.

3. Orientation for New Director

In case there are new directors; the company has set specified guidelines for preparing the duties of the directors so that directors can take the position immediately with company secretary acting as a coordinator in the following areas;

1. With the company secretary acting as a coordinator in the following areas such as Article of Association, objective and structure of company, Corporate Governance Policy Guide, Anti-Corruption Policy and Code of Conduct
2. Arrange meeting with Chairman, Board of Directors, Subcommittee and Management of company to acknowledge information related business operation

Practice 5 Nurture innovation and Responsibility Business

The Board of Directors is aware that almost every process of operations must give importance to society and the environment including aware of stakeholders in all groups by conduct business with responsibility and fairness to all stakeholders. Moreover, establish clear policies and raise awareness of company's and its subsidiaries employees to be responsible for social, environment and all stakeholders by establishing policies and practices in "Code of Conduct and employees ethics" as well as distribute to directors, executives and all level of employees. Moreover, uphold the guideline for treatment of all stakeholder to ensure that interested will be treated fairly thus company has revealed in title of "Code of Conduct" under "Good Governance" on company's website www.cenplc.com

The company take care all stakeholders equally as following practices:

1. Shareholders

The company has respect basic right of shareholders as set by laws, regulations, code of conduct and related rules as practices to every shareholders equally; distribute business in order to build highest satisfaction for shareholders by focusing on long term growth, return as appropriate continuously thus has transparent management system, account system that are reliable and maintain property of company, control over related transaction, measure to prevent conflicts of interest and use of information for personal benefit as also a mechanism that gives shareholders the confidence to receive correct information.

In 2024, the Company omitted dividend payment from the 2023 operating results. In 2023, the Company's financial statements recorded a net loss (Separate Financial Statements amount of 381.59 million baht). Therefore, the Board of Directors would like to propose that dividends for operations be suspended from 1 January 2023 to 31 December 2023 in accordance with the Company's dividend payment policy.

The company has accurate and complete results on business reporting regularly every quarter and disclosure of transaction with connected parties through SETSMART of Stock Exchange of Thailand and company's website

Therefore, every company's shareholders are invited to attend 2024 Annual General Meeting of Shareholders and have right to vote in every importance agenda by receiving importance information in various way such as documentation and electronic information.

2. Employees

Employees of the company and subsidiaries are valuable resource and importance part concerning drive through business toward success, business goals of organization therefore strive to develop and enhance culture in order to support work as create all employees to be proud and believe in organization, treat employees politely and respect on human right, take care of employees equally without any discrimination. The company has a basic policy to promote employees unity, have confidence and trust each other, respect human dignity as well as personal rights, employment, hiring, appointment and transfer employees which will based on morality and uses of human resources to maximize benefit of company.

The company is committed to develop potential of its employees as well as providing equal opportunity to create career advancement for all employees, development on skills, knowledge and capability of all employees to be ready to work and supporting business expansion in future which includes create career stability and give opportunity to progress according to potential of each person. Moreover, involvement of employees in determining

direction of operations and development along with policies related to compensation by providing fair compensation that is appropriate to knowledge, responsibility and practical of each employee.

Compensation and Welfare of employees : The company has reasonable compensation which according to knowledge, abilities, roles, responsibilities, performances and provide welfare to enhance quality of life and well-being thus subsidiaries has establishing a welfare committee to provide opportunities for employees to participate in welfare administration as well as promote of various activities all time which gives employees to communicate or give advice matter of work through specified channels.

Compensation of Employee: The company provides fair compensation to every level of employees in accordance to business operation each year and compared with same size and type of business as in long term there is clearly measurement in performance and potential of employee arrange to growth by in line which have reasonable welfare.

Employee Benefit: The company has provident fund in order to care on benefits of employees and encourage long term saving in the future which includes as incentive to employees to work in company for long time by employees as a member of provident fund will received subsidy at the rate of 5 percent of their basic pay which members can accumulate funds into fund at the rate of 5-15% of wages as voluntary of member thus when members become de-active, they will receive a contribution, including the average net benefit under the terms of the fund.

The subsidiaries have promote and support employees for organization development by election "Welfare Committee" (Term of this committee equal to 2 years) to present employees and be intermediary as coordinate with subsidiaries in order to relieve employees of various problem apart from welfare received which includes consult and listen to comments.

The company and its subsidiaries has provide benefits and safety to employee as standard benefits (accordance to law) such as working date, holidays, annual leave, other holidays, Social Security, Compensation Fund, Provident Fund. Mentioned benefits are continuously promote to employee.

1. Welfare to develop employee
 - Provide to support in term of internal and external education
 - Provide seminar of knowledge related to work within and outside the company Continuously
2. Welfare to help for cost of living and the family
 - Provide hygienic canteen with reasonable price
 - Provide uniforms in both office and factory sections
 - Provide transportation to employees
 - Provide expenses on travel costs, vehicle and fuel expense
 - Provide help in term of rent (house)
 - Provide lunch allowance

- Provide incentives of bonus, shift, experiences etc.
 - Provide welfare on victim cases, in cases of death of parent and married couple of employee includes allowance for death
3. Welfare to encourage employee savings and stability in the future
- Provide provident fund to save money in the future which members will be eligible to contribute 3-5% of their wages to the fund. Members can accumulate money to the fund at the rate of 5-15% of their voluntary wages
 - Provide saving cooperatives
 - Provide gratuities to employees or commutation for maintain benefits from retirement
4. Provide health care
- Provide medical room by having registered nurse including medical supplies and medicine
 - Provide annual health checkup and health check by risk factor
5. Welfare for sport and recreation
- Provide athletic to strengthen health, build harmony and build good relationship within employees

Employee Development Policy: The company and its subsidiaries has policy for employee development in order to competitive advantage of organization in term of market, professional development, management and quality of life thus provide training for development for employee at least 6 hours/person/year which is not less than 50% of total employees as end of year

Training	Number of employees	Rational of Training
Training for 6 hours	53	62.35%
Training less than 6 hours	32	37.65%
Total employees as end of 2024	85	100.00%

Course Name	Number of hours
Basic Maintenance and Care Methods for Air Conditioning Units	6
Internal Environmental Audit 14001:2015	6
Production of High-Tensile Single Strand Concrete Steel Wire	20
Wire Reduction Pulling Stage 1	20
Digital Registration of Legal Entities	6
Basic Java Programming Development	24
Industrial Product Testing, TIS 747-2564	4
Industrial Product Testing, TIS 943-2564	4
Water Treatment	20

Course Name	Number of hours
Material Disbursement	20
Occupational Safety, Health, and Working Environment for General Employees and New Hires	6
Tips for the Success of Professional EMR with ISO 14001:2015 Environmental Management System	3
Equipping Intellectual Skills to Become a Professional QMR According to ISO 9001:2015 Quality Management System	6
Operators in Toxic Environmental Protection Systems Related to Water Pollution	18
Senior Energy Theoretical Responsibilities	30
Senior Energy Practical Responsibilities in Factory Electricity	30
Investor Relations Professional Development Project	30
Business Combination (TFRS3) for Accountants for Practical Use	6
Update on Important Tax Code and Case Studies - Inquiries for the Current Year	6
Operations with Overhead Cranes	18
Total 20 courses	283

Safety and Health in the Workplace and Environment : The Company attaches great importance to safety and hygiene in the workplace; by defining a clear and concrete safety policy, including establishing the Occupational Safety, Health and Environment Committee (CPO); to work on safety and good hygiene for employees by providing regular workplace safety inspections .There are security guards 24hours a day, a CCTV system, an alarm system installed, and fire extinguishers available in the building; as well as fire doors and provide basic firefighting drills, fire evacuation drills, and first aid to employees continuously every year. The company communicates to all employees and workers to acknowledge and participate in the following practices:

- Motivate and create a safe work environment and preserve the environment
- Provide support to create work safety, and organize the tools that are available in safe conditions; including providing working conditions and a safe way to work as well as to promoting knowledge to workers and motivating them to work safely
- The company sets a policy for all supervisors; which must be responsible for safety in the work of subordinates to be in accordance with strict regulations and safety rules set by the company

Communication Chanel for employees: Apart from complaint channel as above mentioned- company and subsidiaries has opened up direct channel for communicate, suggest, complaint and report any problems related to work between employee and commander to welfare committee and report to Board of Directors next.

The company has set defend employee complaint protection which includes co-operatives in investigation, fact will be protected from unfair practices due to cause of complaint e.g. interfering with performance, change job

and lay off, etc.

In 2024, all suggestion has been considered and corrective action in order to maintain good relationship with equally treatment among employees thus company has implement by a mechanism that does not affect employees who report the clues and will keep it secretly.

3. Customer

The Boards of Directors play intention to relationship on building and taking care of customers therefore company and its subsidiaries holds honesty and fair for doing their business operation, not violate right of customer/treat customers equally which base on fair competition for both parties.

Subsidiaries have policies to response customers in order to lead to success of company in accordance to practices and regulations agreed with customers.

- Provide advice including accurate and sufficient information to customer also meets customers need with speed, maintain client confidentiality thus not take client confidentially to be used for advantage or wrongful related
- Development on products and services in order to meet customers need by innovative ways to add value to your products continuously
- Pay attention on keep information of product secretly and not use as self-benefit
- Pay attention to information which benefit to customer by having clear labels other than law required
- Provide division for customer services or consumer in term of complaint and suggest on product quality, convenience services by emphasize on customer needs together with fairly conducted to customers.

In 2024, there aren't any complaint from customers significantly thus company and subsidiaries have analyzed the causes in order to prevent and monitor all system also deploy this to whole organization. Moreover, managing director has play importance roles on mentioned subjects by set division to be responsible and report to Executive Board to be resolved, build relationship, satisfy existing and new customers which as result in continue order.

4. Competitors

The Company and its subsidiaries have a policy to treat competitors without violating their secrets or knowing their trade secrets through fraudulent means. Therefore, the policy principles are set out as follows:

- The company and subsidiaries has process the business in accordance to honest and fair trade competition framework which complying with an agreement with trade competitors equally under framework of law and company's code of conduct
- Not seeking confidential information of business competitor in dishonest or inappropriate ways
- Not to damage the reputation by accusing the competitors
- Promote and support free trade fairly, not monopolizing or requiring customers of company and its subsidiaries to trade with company only
- Not acting in violation of the intellectual property of competitors

In 2024, the company and its subsidiaries has no dispute with regard to competitors

5. Partners

The Company and its subsidiaries have played an importance role on focusing of practice equally and fairness which based on fair return on both sides. Its business partners must not bring discredit to the reputation of the company, or the law.

- No receive or consent to accept properties or other benefit apart from trade agreement
- Build relationship, good corporation and product development in order to strengthen capacity and business performance together with long run of joint business (win-win solution)
- Products procurement is importance process of administrative expenses and product quality to reach highest benefit of company therefore criteria and evaluation system needed
- Encourage partners to participate in international standards related to Environmental

In 2024, no appear that company and subsidiaries has obey in suppliers agreement

6. Creditor

The Company and its subsidiaries have practices under the conditions strictly together with build relationship with creditor in order to create trusted and confident by on time payment to creditor under the credit term agreements in advance.

The company and subsidiaries have bank transfer through media clearing which is more convenience for creditor.

In 2024, company and subsidiaries have business creditors which are in the pass we have never default of payment.

7. Labor

The Company and its subsidiaries ensure that their operations do not use illegal labor.

8. Human Rights

The Company and its subsidiaries are aware of and give importance to human rights, which are basic rights, conduct business with strict respect for the law and human rights principles, which play an important role in increasing the value of human resources. They are an important factor in the business which create added value and increase efficiency by not discriminating, promoting equality and equality in the organization, respecting the political rights that citizens have according to the democratic system. Does not discriminate against gender, class, skin color, race, religion, society, does not use child labor and opposes sexual harassment.

- Provide knowledge of human right to employees and not support activities that violate human rights
- Avoid partnering with organization lead to violate human right
- Give the employee right to argue for self-identification if the fault is indicated or any corruption on job thus any complaints will attentive and act fairly
- Provide any channel to employee or whom believe their rights are violated or unfair treated then could complaint to company as complaints should be taken care of treated fairly

Throughout the business operation, the company and its subsidiaries never have a history of unfair

practices and no law suit in this matter.

9. Political Rights

- The company and its subsidiaries support executives and employees to use their right as a good citizen according to the constitution law and other relevant laws
- Executives and employees not use the authority to invite colleagues. Including subordinates to support any political activities, whether directly or indirectly

10. Government

The Company and its subsidiaries operate their business strictly in accordance with the laws and regulations of regulatory agencies by cooperating in providing accurate information and information as requested by government agencies. By this, the company has pay Tax paid correctly and on time in accordance with the laws of VAT, Business tax, Income tax, withholding tax label stamp duties and corporate income tax.

11. Social and Community

The Company and its subsidiaries recognize their responsibility to the community and society by establishing a policy to continuously instill awareness and responsibility to the community and society among executives and employees at all levels, as well as to collaborate with communities and government agencies to support activities to improve the quality of life and enhance the benefits to the communities and societies in which the Company operates. This is to give back to society and communities regularly.

- To create understanding on communicate with community and social in term of business operation, responsible for communities and social by do not cover facts that may reveal
- Organize activities that benefit community and society such as building the library, funds donate to charity and charitable organizations, Hospital and Buddhist activities
- Take advantage of resources as needed by minimal impact to social and community

Subsidiaries has certified of CSR-DIW from Department of Industrial, Ministry of Industry as it an award for industrialists which continuous development and good responsibilities among society continuously and sustainably.

Subsidiaries received a certificate of drug management model establishment in the Drug-Free White Factory Project from the Labour Welfare Division, Department of Labour Protection and Welfare.

12. Environment

The Company and its subsidiaries recognize the importance of taking part in environmental responsibility and conducting business taking into account the impact on resources and the environment as one of the Company's missions.

- Encourage employee of consciousness about responsibility on Environmental throughout organization continuously by driven by both inside to outside and outside to inside
- Improvement and development process in term of machinery and technology continuously also have manage systematically both in production of goods and services in order to reduce environmental impact
- In order to be consistent with policy on managing environmental, company and subsidiaries has practice as follow mentioned policy and ISO 14001:2015

Educating and training employees in environmental issues:

The Company and its subsidiaries realize the importance of raising good awareness among executives and employees in contributing to environmental conservation, so they enhance environmental knowledge through exhibitions of signboards with documents to educate about the environment, as well as organizing activities inside and outside the organization which are continuously organized.

Encouraging efficient use of resources

The company and its' subsidiaries has set policies to employee to user resource effectively in all process related business operation for highest return by taking environmental affect into consideration as define measurement to prevent and mitigate effect that may occur systematically.

The company and its' subsidiaries using resources efficiently and effective in term of cost, control energy consumption and create awareness for organization and build employees to be involved in energy efficiency in all aspects such as electricity, oil and water supply continuously both workplace and home. Provide education about energy saving and awareness of the effects of global warming.

- Supporting on production process that are environmentally friendly in the field of plumbing conservation and waste management both in factory and office e.g. Peak Demand Control System in order to control usage of electricity and installing of energy for saving systems (Evaporative), using LED bulbs (brightness without heat) as environmental friendly as long service life of 50,000 hours etc.
- Reduce paper consumption by using 2 sides of paper together with development information technology in term of workflow system to replace the paper in workplace both factory and office, meeting conference through VDO conference

Practice 6 **Strengthen Effective Risk Management and Internal Control**

The Board of Directors is aware of its role and duties and has the following guidelines:

1. Ensuring that the Company has an effective and appropriate internal control system, with the Audit Committee and Audit Office playing an important role in matters of accurate and complete financial reports, an appropriate and effective internal control system and audit system
2. Ensuring that the Company has an appropriate risk management system by establishing a clear policy each year and assigning the Risk Management Committee to be responsible for identifying risks, assessing impacts and opportunities to occur, in order to prioritize risks and appropriate risk management methods

In 2024, the company has monitored and managed the conflicts of interest that may occur between company and management including the prevention of undue use and transactions with persons who have a relationship with the company. The key summary is as follows:

1. **Company crimination record of Directors and Executives**

In the past and year 2024, the company has no prohibits characteristics follows PUBLIC COMPANY

LIMITED ACT B.E.2535 and Securities and Exchange ACT B.E 2535 and other related laws such as does not submit financial statements as scheduled, no transaction that provides financial assistance to companies other than subsidiaries, no negative reputation due to failure of operation from Board of Directors, subcommittee, no case in which the non-executive director resigned due to corporate governance of the company. Apart from this, the company do not have any case related o violation of labor laws, employment, competition law or being carried out in any way due to the fact that the company did not announce important information within the time specified by the government agency.

Incidentally, the Board of Directors and Executives of company, subsidiaries and affiliated – no actions that are contrary to regulations whether it be Laws such as the Securities and Exchange Act, PUBLIC COMPANY LIMITED ACT B.E.2535 or other laws both civil and criminal laws which includes including there is no action that causes a conflict of interest. In addition, the directors and executives of the Company, its subsidiaries and affiliates do not do the following:

- No actions are taken to trade securities using internal information
- No fraud committed or ethical offenses

2. Reporting of Securities Holding of Directors and Executives

The company does prohibit directors, executives and staff which currently in that department acknowledge inside information related to trading on securities during the past 1 month before disclosure of financial statement to publicize. Apart from this, set director and executives (includes spouse and Child (immature)) to report on shareholding if publicly trade company's shares to Securities and Exchange Commission within 3 business day which counting from changes date and send copy to Company Secretary thus it is a duty to act and perform as required. Moreover, includes directors and executives when first re-instated needs to report shareholding of company to Securities and Exchange Commission.

The Company Secretary has prepared the schedule of the Annual Board of Directors Meeting and sent it to all directors in advance to know the period during which they should refrain from trading securities.

The Company has practice policies with Directors and senior management in case there are determinations of company's securities- need to acknowledge Directors and/or Company Secretary 1 day before trading securities.

In 2024, directors, executives and staffs have determined in accordance with policies and shown that no trading securities during those time.

By this, shareholding of directors which includes the shareholding of the spouse Underage children and the first 4 executives as at December 31, 2024 as percentage of 0.19 percent of total shares sold as summarized in 56-1 One Report in title of "8. Shareholding Structure and Management"

3. Reporting of Directors' and Executives' Interests

In accordance to clause 89/14 Securities and Exchange Act (No.4) B.E. 2551 (2008) Notification of Capital Market Supervisory Board TorJor. 2/2552 RE: Reporting of interests of Directors, Executives and Related Person stipulating that directors and executives shall report their interests or those of their related persons to the company so have complied with the policy on reporting of interests thus Executive Meeting No.5/2009 held on June 9, 2009 has stipulate the rules, conditions and procedures as follows:

1. Directors and executives must report their interests and those of connected persons in the Directors and Executives' Interest Report form within 30 days from the date of appointment
2. If there is a change in the information of interest, the change form shall be submitted to the Company Secretary within 15 days from the date of the change
3. The report on the interests of directors and executives must be submitted annually within 30 days after the end of the year, regardless of whether there are any changes.

In 2024, all Directors and Executives have reported conflict of interest as follows the regulation strictly.

4. Securities Trading Supervision

The company taking care of securities trading in accordance to announcement of Capital Market Supervisory Board RE: Acquisition or Disposition of assets. In making such transactions, stakeholder directors do not participate in decision-making to ensure transparency and fairness.

In 2024, the company and its subsidiaries has transaction to acquire or dispose of assets with other person which the company has complied with rules of Stock Exchange of Thailand and Securities and Exchange Commission.

5. Conflict of Interest

The Board of Directors has clear guideline for care, eliminate conflict of interest for best benefit of company and shareholders thus when there are transaction related to conflict of interest then company has notify and disclose resolution of the meeting regarding said transaction in accordance to rule of Stock Exchange of Thailand thus any stakeholders will leave the room and no right to vote in those agenda for independence in decision making, disclose information transparently and no provide financial assistance that is not subsidiary company (as appears in Form 56-1 One Report subtitle "12. Connected Transaction")

The connected transaction will be considered by the Board of Directors' meeting on the appropriateness of the transaction and the Audit Committee will approve the disclosure of information in Form 56-1 One Report.

6. Preventing from Conflict of Interest

The company has clear and transparently shareholding structure therefore does not cause any conflict of interest to either party as disclosed in annual report and including completed holding of securities of the board of directors and executives.

The Board of Directors has acted prudently, reasonably, taking into account the best interests of the Company, and has acted fairly on the Connected Transaction by setting prices in accordance with market prices

and in accordance with normal trading business and fair trading conditions as if entering into transactions with third parties by establishing a transparent operating system for the said matter transparently and practice in accordance to rules of Stock Exchange of Thailand thus establishing it as policies of corporate governance and determine in Code of Conduct as treat company and shareholders.

The company has disclosed information to ensure equality of information such as connected transactions. The company has complied with the announcement of the Securities and Exchange Commission RE: Disclosure of information and other acts of listed companies concerning the connected transaction. In case connected transaction which required to be disclose or approve from shareholders, the company has follows provision of Stock Exchange of Thailand and Securities and Exchange Commission. Moreover, before the transaction company has disclosed details and reason of doing this transaction to shareholders all times.

The Company requires the directors of the Company who have interests to leave the meeting room and/or abstain from voting on that agenda in order to allow the directors who do not have interests to express their opinions fully and freely to vote. The Company Secretary will inform the meeting of which directors have interests in the agenda. After the meeting adjourned disclose name, relationship of who entering connected transaction, price set, transaction value and any opinion differ (if any) to the Stock Exchange of Thailand by schedule of time and disclose in company website which can be check.

In 2024, the Company has connected transactions in the manner of providing financial assistance to subsidiaries only, and the Company has measures to supervise connected transactions and limit financial assistance to non-subsidiary companies and has not made connected transactions in violation or non-compliance with the rules of the Stock Exchange of Thailand and the SEC, and has disclosed related transactions that are done fairly at market prices and in accordance with the normal trading business of 2024 in the form 56-1 One Report.

7. Internal Control System and Internal Audit

- Internal Control System

The Board of Directors realizes the importance and provides internal control system for operation in term of Financial follows the policies and rules by appointed Internal Audit to be responsible for checking the operation system of internal control as planned to report Audit Committee and Board of Directors. Moreover, they are independently to perform their duties. There are 5 sections by following approach of COSO (The Committee of Sponsoring Organizations of the Treadway Commission) as organization and Environmental, Risk Management, control practice of management, Information and Communication and tracking system once a year.

In Board of Directors meeting No.1/2024 held on February 28, 2024 by Audit Committee has attended this meeting as considered adequacy of company internal control system follows COSO (The Committee of Sponsoring Organization of the Tread way Commission) with the conclusion of The Company has adequate and effectiveness in term of internal control system which shown in Annual Report in the title of "Title 11 Internal Control".

● Internal Audit

The Board of Directors has assigned Audit Committee to reviews on company to have adequate internal control system for business operation with the effectiveness and report to Board of Directors and Shareholders. By this, the company has provided a separate internal audit unit as part of company's organization chart and this department is directly under Audit Committee as assigned Mr. Khomwuthi Pornnaradol (Secretary of Audit Committee) whom holds the position of Director (Internal Audit). In addition, Mr. Khomwuthi Pornnaradol and his quality team work will review, assess adequacy, effectiveness of internal control system which has standard check and sufficient independence thus give suggestion for improvement to achieve value added to organization and support corporate governance process.

In 2024, Audit Committee has completely performed assigned duties from the Board of Directors; there is an internal audit help to support those mission to achieve goals (internal auditor) is who has appropriate qualifications to perform the duties. As the results of assessment from internal control system that needs to be corrected including appropriate suggestion as management deems necessary for business operation thus propose to the Board of Director in order to be in consideration quarterly.

Internal Audit will report the assessment and review internal audit control to Board of Director quarterly. In additional, in 2024, there are 5 times meeting for Audit committee and report to the Board of Director quarterly. By this, Audit Committee has report and comments on internal audit control system and risk management are shown in Annual Report in the title of "Corporate Governance Report from Audit Committee".

8. Risk Management

The Board of Directors has established a policy to systematically manage risks throughout the organization by appointing a risk management committee as an independent director and a non-executive director and reporting on risk management to the Board of Directors. In the event that there are significant risk issues or irregularities, the appropriateness and adequacy of the operation and risk management will be considered so that the level and magnitude of the damage will occur at an acceptable, assessable, controllable and systematic level of damage taking into account the organization's goals.

9. Supports responsibilities to social, environmental and human right

The Board of Directors are aware of importance of social and environment responsibility while conducting business by participating in the improvement of the quality of life of communities around the factory, respect human rights, fair use of labor, create sustainable communities and factories together.

Apart from internal control and risk management system there are importance roles that directors need to supervise which are anti-corruption, process and supervision of stakeholder complaints, supervising and managing potential conflicts of interest between company, management and Board of Directors as follows:

Policies on Good Corporate Governance

The Board of Directors realizes on good corporate governance by setting policies which are consists of 4 parts such as Corporate Governance, Business Ethics, Employee Ethics and Anti-Corruption Policies for directors,

executives including every employees within company use as guidelines for the behavior of everyone in the organization; in carrying out the duties of the company with good conscience To strengthen the organization to have a good management system Transparency in business operations, causing confidence among shareholders and normal investors, create stability for business and create returns that are beneficial to shareholders, stakeholders and overall sociality, build stability for employees by constantly revising to suitable situation together with public through company website.

The company encourages directors, executives, and employees to understand and follow the business ethics manual and employee ethics manual. The Board of Directors has implemented them in order to set a good example for employees. In addition, in the orientation of new directors and employees, everyone will receive the manual and sign their acknowledgment and accept it as a code of conduct to show their commitment to jointly adhere to the essential contents of the manual as guidelines for operations.

The Company has the Audit Committee and Internal Audit Department responsible for auditing and monitoring the implementation of the manual, which is set out as an annual plan, and reports to the Audit Committee to acknowledge the audit results and make suggestions and guidelines for remediation and damage prevention on a quarterly basis.

Policies and Guidelines on Anti-Corruption, Corruption and Giving or Accepting Bribes

The company and subsidiaries has policies to comply with Anti-Corruption law by “Anti-Corruption and Corruption Policy” Practical in “Code of Conduct”. Along with raising awareness and attitude among directors, executives and employees to perform their duties with integrity.

The company and subsidiaries has policies on resist giving and receiving bribes as well as any kind of corruption by forbidden Directors, Executives and employees accept or support any corruption either directly or indirectly thus need to practices in accordance to rules, announce laws and related regulations.

In a meeting of Board of Private Sector Collective Action Coalition Against Corruption Council : CAC) No.4/2018 and on February 4, 2019 resolved Capital Engineering Network Public Company Limited certified as a member of Thailand’s private sector – Collective Action Coalition Against Corruption Council. The certificate will be valid for 3 years from the date of the approval, so the Company will reach the age of 3 years on February 4, 2022. The Company renewed its CAC membership for the 2nd time and adopted a resolution to recognize the membership of the Thai Private Sector Anti-Corruption Coalition (CAC) on October 5, 2022 and will expire on March 31, 2025

Training and Communication

In 2024, the company and its subsidiaries has training and give knowledge to employees on policies and guidelines on anti-corruption including related information such as business ethic, gift and entertaining- every level of employees can access through various policies via internal communication system – company news board as well as communicating on anti-corruption among partners, business partners which include business agents through appropriate channels in order to acknowledge and practice together as well as company website.

Guideline for supervision and control to prevent and monitor fraud risks

The company and its subsidiaries has practical related to supervision and control in order to prevent and monitor fraud risks can be summarized as follows:

1. Arrange reviews on internal control and risk management which cover every importance system such as procurement system, sales system and accounting system. By this, in order to prevent and follow risk from anti-corruption includes proposals regarding appropriate improvement guidelines
2. Provide communication channel for give any clues, violation of laws, regulations, article of association or any practice among anti-corruption policies on protecting person who gives clues and keep a secret. In addition, there are measures to investigate and impose disciplinary penalties of the Company, relevant laws of confidential informants, as well as measures to investigate and impose disciplinary penalties of the Company, related laws. In case that can contact the whistleblower or complainant The Company will notify the results of the operation in writing
3. Chief of the relevant department is responsible for following up, adjust or improve and errors (if any) and report to supervisor respectively

Guidelines for monitoring and evaluating compliance with the anti-fraud and corruption policy

The Board of Directors has assigned to Risk Management Committee to supervise and assess risk throughout the organization for support anti-corruption – consider each activity about risk, analyze, evaluate opportunities and impact. The results of assessment will help company to create a risk management plan and create appropriate risk control systems for changing environments.

The Board of Directors has determined guidelines for monitoring and evaluating compliance with anti-corruption policy as follows:

1. Provide communication channel for give any clues or complaint by investigating and penalties in order to protect clerk which published on company website and announce to all level of employees
2. Audit Committee required sup reviewing opportunity to commit fraud in business in accordance to company anti-corruption policy and Code of Conduct as well as review risk management to be reasonable and effectively then report to Board of Directors quarterly thus function of internal audit is independently and not limit scope of work
3. Directors, Executive and every employees follow strictly and condition of employment if anyone violate then will punished according to company regulations and law (if any)

In 2024, the company has practices and strictly complies with policy as results of no any abnormalities.

Policies and guidelines for giving or receiving gifts or other benefits

1. The company and its subsidiaries has policies on receiving gifts or other benefits from those involve in business with company, executives and employees thus they may receive gifts as conventional without affecting any business decision which can be disclose and transparently

2. Such gift shall not be in cash or cash equivalent (i.e.; gift card/voucher)
3. In event that cannot refuse and have to receive gifts then need to report to supervisor and record all details on gift and send such gifts to Human Resource Department to be use as gift to employees or donate for charity as appropriate

In 2024, the company does not accept gifts or other benefits.

Whistle Blowing or complaint

The company has good corporate governance and rights to employees to communicate, complaint when finding matter that may be fraud either direct or indirect- breaking law, business ethic or infringement as well as behavior that may be a problem or cause damage to the company or not being fair which includes any suggestion related to company's business operation. The company provides channels for reporting clues and complaints as follows:

1. Through company's website: www.cenplc.com
2. Through E-Mail / Telephone
 - Acting Chief Executive Officer
TEL. (02) 049-1041 E-mail : Laphassarin@cenplc.com
 - Company Secretary
TEL. (02) 049-1041 Ext 1022 E-mail : Jantharat@cenplc.com
3. Through via post
 - Dr. Visit Ongpipattanakul "Chairman and Chairman of Audit Committee" or
 - Miss Laphassarin Kraiwongwanitrungrung "Acting Chief Executive Officer" or
 - Miss Jantharat Sodsongchit "Company Secretary"

Capital Engineering Network Public Company Limited
1011 upalai Grand Tower, 17th Floor, Room No.1703, 1704, Rama 3 Road,
Chongnonsi, Yannawa Bangkok 10120
4. Through via Fax : (02) 049-1045
Clues, complaints and suggestions will be considered and implemented as appropriate by considering on a case-by-case basis.

The Board of Director has assigned Executive Chairman and/or Company Secretary is responsible to receive any complaints and recommendation of stakeholders to Executive Committee and/or Audit Committee and/or Risk Management Committee by investigate and report to Board of Directors respectively.

In 2024, the Company and its subsidiaries had no complaints, giving or accepting bribes for the benefit of the Company's business in any way.

Policy on Measures for Whistleblower Protection

1. The company requires those who receive information from performing duties related to receiving complaints or reporting corruption to the organization to have a duty to keep names, addresses, or any information that can identify the complainant or provider of information about corruption, complaints, and documents of the complainant and those who keep information secret, do not disclose information to other persons who do not have related duties, unless the disclosure is in accordance with the duty required by law.
2. The company will keep relevant information secret and take into account the safety of complainants by establishing measures to protect complainants who are employees. Including those who cooperate in fact-checking will be protected from unfair treatment due to the cause of reporting a complaint, such as disrupting work performance, changing job positions, terminating employment, etc.
3. The Company will listen to and process all complaints equally, transparently and fairly. It operates by implementing mechanisms that do not cause adverse effects on whistleblowers with systematic and fair complainant protection measures. The information of the complainant will be kept confidential by the Company.
4. The company has provided opportunities for stakeholders to express their opinions, suggestions as well as complaints through channels and activities organized by the company such as Annual General Meeting of shareholders of companies and Opportunity Day where questions, comments, suggestions, and complaints are raised. Any issues will be forwarded to relevant agencies to make corrections and improvements to meet the needs of all stakeholders.

In 2024, the company's business operations did not appear to be subject to regulatory action because it did not announce information from important events within the time period specified by the authorities. There were also no cases in which the company violated laws regarding labor, employment, consumers, trade competition, and the environment. and there were no complaints from stakeholders.

Apart from this, company has department of internal audit as duties to responsible for providing efficient and effective internal control system, monitoring and evaluation of fraud risk preventing corrupt employees. There is Audit Committee to reviews internal control system and follow up results of internal audits if any corrupt then internal audit will take action to report to Audit Committee and Audit Committee will report to the Board of Director respectively.

Policies that are not related to intellectual property infringement

The Company and its subsidiaries adhere to the business policy based on ethics and morality. Therefore, the Company and its subsidiaries are not involved in intellectual property infringement but create their own business innovations by encouraging employees to create innovations in terms of production processes, products and

services, as well as continuously co-thinking with customers, partners, and government organizations in order to achieve quality product innovations that meet the needs of the market and customers.

In 2024, the Company and its subsidiaries had no cases of intellectual property infringement or commercial piracy.

Practice 7 Ensure Disclosure and Financial Integrity

The company operates its investment in subsidiaries (Holding Company) as aims to generate return on investment in long term and openness to potential investment and will be able to generate profits steadily therefore the Board of Directors has realized on quality and disclosing information equitably, transparency and fairness and discloses information related to company both financial status and non-financial status or any information which may affect trading price for shareholders and those who are interested to acknowledge information correctly, completed, on time, equally and same quality.

The company discloses information through a variety of easily accessible channels that publish information in both Thai and English through the channels of the Stock Exchange of Thailand and through the company's website www.cenplc.com to give all stakeholders confidence as follows:

1. **Corporate Governance:** The Company has created and disclosed a written policy on corporate governance, business ethics, and employee ethics as a manual for directors, executives, and employees. It also creates a public relations board and on the Company's website, including policies and guidelines for anti-fraud and corruption practices.

In 2024, company has performance report in accordance to corporate governance which conform to good corporate governance for listed company of The Stock Exchange of Thailand by publishing Annual Report (56-1 One Report) and company website www.cenplc.com

2. **Importance information as for financial and non-financial:** The Company has disclose importance information including financial and non-financial information under the condition of The Stock Exchange of Thailand (SET) and The Securities and Exchange Commission (SEC) correctly, completely transparency and on time which passed through examination procedure in both Thai and English to The Stock Exchange of Thailand and company website (www.cenplc.com)

- **The information disclosed in the annual report form (Form 56-1 One Report) and the company's annual report** has been prepared and fully disclosed in compliance with the regulations of the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC). This is to ensure that shareholders can make informed decisions. The company continuously updates and maintains this information to ensure its accuracy, which is then published on the company's website.

In 2024, The Company has not been implemented from Securities and Exchange Commission (SEC) or The Stock Exchange of Thailand (SET) due to non-disclosure requirements.

- **In term of Annual Financial and Quarterly Financial:** The company has prepared Financial

Statement which pass examine by auditor with approval from Audit Committee as also passed Board of Directors before disclose to shareholders and send to The Stock Exchange of Thailand, and Securities and Exchange Commission. Incidentally, disclosed to shareholders and investors before limit time together with disclose enough importance information in Noted to Financial Statement and provide explanations and analysis of the management for disclosing quarterly financial statements so shareholders and investors can be used in order to make decision making for investment

- **To report business operation quarterly:** The company normally report business operation every quarter in case net profit in accordance to latest Financial Statement changes from Financial statement (same period of previous year) more than 20 percent then company will describe those changes through SETSMART (The Stock Exchange of Thailand) and company's website www.cenplc.com

By this, company's auditor has knowledge and expertise independently and has been approval from Securities and Exchange Commission. Apart from this, auditors has no relationship or equity with company/ subsidiaries/affiliate company/Executives/major shareholder or those involved with such person therefore It is free to monitor and comment on the Company's financial statements truly. Moreover, company has disclose auditor fees and other services as paid to auditor in title of "Remuneration of Auditor" of Annual Report

In 2024, the company has revealed company financial statement quarterly and annually both Thai and English version through company website which could download thus Financial of company has certified with unconditional and no notice from company's auditor, company has disclose financial statement to The Stock Exchange of Thailand and Securities and Exchange Commission punctual and no financial statements were ordered to change and not being processed as a result of non-disclosure of information.

3. **Report on responsibilities of Board of Directors on Financial Report** Board of Directors has realized on importance of financial report preparation correctly, in accordance with accounting standard which disclose such information that has been audited by independent auditors and approved by Audit Committees and Board of Directors prior to dissemination to shareholder. In order the ensure, Boards has prepared a report on responsibilities of Board on Financial Report as disclosed in Annual Report and Form 56- 1 together with report from auditors. By this, such report is meet accounting standard report and investors could find this information for their decision.
4. **Related Transaction and/or Asset Acquisition or Disposal:** Board of Directors has clear practice guidelines in order to discarded on beneficial and for highest returns to company and shareholders. Transactions which conflicts of interest then company will clarify and disclosed in meeting resolution in accordance with rules from Capital Market by stakeholders may leave the room and no right to vote in that agenda for

independently in consideration. This has been disclosed to Stock Exchange of Thailand in Thai and English version and also company's website, Annual Report (56-1 One Report) in the title of "12. Related Transaction".

In 2024, the Board of Director has resolved no connected transaction and/or 1 transaction on acquisition or disposition of assets.

5. **Designated to Board of Directors and Executives requires to report trading securities, holding company's securities and stakeholders involve in company management** such as spouses, and minor children by preparing various reports according to the law related to directors and executives and reporting to the SEC as follows:

- Report every change in the company's securities holdings when trading, transferring, or receiving a transfer (Form 59) within 3 business days from the date of the change
- Disclosure of the names of persons in the information system for the list of directors and executives of the issuing company (Form 35-E1) within 7 working days from the date of assumption of office

In 2024, company directors and executives Including the spouse and minor children of the said person has prepared a form to report securities trading and holding of the company's securities. In case there any changes together with conclusion in annual report in title of "8. Shareholding Structure and Management"

6. **Designated policies of responsibility of community and environment:** which company set the mission in order to practices to achieve tangible should report company every time changes in accordance to standard of regulation as follows:

- To report vested interest in position of Director or Senior Management for the first time
- Report on any vested interest when there are any changes
- Report on any vested interest every year ended
- In case director has resigned then re-elected then those directors do not have to submit report again
- Directors and Executive submitted report on vested interest to Company Secretary within 1 month (date of appointment) and within 15 days when there are any changes and within 30 days then report in annual report counting from year end thus Company Secretary need to send copies of these report to Chairman and Audit Committee Chairman within 7 days counting from date received information

In 2024, the Company's directors and executives have completed the preparation of the Interest Report in case of changes in the year.

7. **Use of Internal Information:** The company has measure to control use of inside information by specify in Code of Conduct RE: Regarding conflict of interest and confidentially treatment that must be treated by

company, shareholders, stakeholders and as specified in employees ethics to Board of Directors, Executives and employees as perform duties with honesty, responsible, have good discipline and awareness for the public and for oneself, do not use the position of duty for self-interest and/or others, protect the interests and assets of the company by not use company information and assets for their own benefit and/or others thus do not act in a way that encourages others to do business competing with the company and subsidiaries. Apart from this, regulation related work of company has specified in mentioned issue by imposing disciplinary action **which directors, executives and employees, both companies and subsidiaries** has practices accordingly. The meeting will be held weekly and monthly between the Board of Directors and senior executives and top executives of all departments to understand the company's business goals and business strategies. At the same time, it is also a guideline to fulfill their responsibilities in order to achieve their business goals.

In 2024, the Chairman has play importance roles on attending to Executive, Chief Executive and High Level of position in every division meeting every year by main idea suggestion, aggressive tactics and philosophy together with exchange opinion independently to support executive management and achieve business goals including attended the meeting every month in 2024.

In addition to disclosing financial statements or information to the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC) through all channels in accordance with the regulations and on time, the Company also discloses the following information:

1. **Shareholding Structure by disclosed top 10 major shareholders as at closing registered** date to attend Annual Shareholders meeting before meeting started and disclosed in website of company www.cenplc.com
2. **Disclosed changes in holding shares of Directors and Chief Executive** by show amount of shares at the end and beginning of year or trading between in annual report in the title of "Shareholding and Management Structure in "Management Structure in sub title of Changes of holding securities of Directors and Executives and Form 56-1 in the title "8.1 Board of Director"
3. **Disclosed business operation of company and its subsidiaries** and analysis industry and competitive includes financial status, annual report, in title of "Nature of Business" and form 56-1 in title of "2. Nature of Business", company's website both Thai and English version which can be download
4. **Disclosed on create business group of company and subsidiaries** in annual report in title of "Shareholding Structure of Company" and Form 56 - 1 in subtitle of ".13 Shareholding Structure of Company" through company's website both Thai and English version thus could be downloaded.
5. **Disclosed Risk Factors of company and subsidiaries** in term of characteristics, cause and effects includes ways to prevent and reduce these risks in annual report in the title of "Risk Factor" and Form 56- 1 in title of "3. Risk Factor"

6. **Disclosed name of Directors, Independent Directors and sub-committee includes historical, roles and responsibilities, number of attended the meeting of each Director, proportion of holding shares, date of appointed as Director and information of training development of each directors in past year in annual report in the title of "Shareholding Structure and Management" No.2 Management Structure in sub title of Summary of attendance and in the title of "Personal Information of Directors and Executives" and Form 56-1 in the title of 8.1 Board of Director subject of summary of attendance and title of 9.2 Sub Committee.**
7. **Disclosed policies on remuneration fees of Directors and Executives of company and subsidiaries includes form nature and amount of remuneration received of being directors from each of the Company's directors and sub-committees, and the policy of remuneration for top management. For CEO remuneration, the Company has no policy of remuneration other than the remuneration of directors or employees received from the Company as usual, as disclosed in the Annual Report Form 56-1 in the title of "8.4 Remuneration of Directors and Executives"**
8. **Disclosed information on development and training of directors in the past year in section 3 Responsibility of Director RE: "Development of Directors and Executives" as well as in annual report and form 56-1**
9. **Disclosed policies on dividend payment of company and subsidiaries in Form 56-1 title of 7.4 Dividend Payment Policies**
10. **Disclosed the appointment of Auditors (independently) and qualification as agreed by Securities and Exchange Commission (SEC) includes their fees and services in annual report in the title of "Auditor Fees" and Form 56-1 in title of 9.6 "Auditor Fees"**
11. **Disclosed organization structure in annual report in the title of "Management Structure" and Form 56-1 in the title of "8.2 Executives subject of through company's website both Thai-English versions as can be downloaded**
12. **Disclosed Internal audit control and evaluation results as assessment by follows regulation from SEC together with reported to Audit Committee in annual report in the title of "Report on Corporate Governance of Audit Committee" and Form 56-1 in title "Appendix No.5"**
13. **Disclose the offense notification policy in section 6 Taking into account in role of stakeholders RE: "Anti-Corruption Policy" in annual report and form 56-1 as well as company website in both Thai and English version**
14. **Disclosed financial statement each quarter in both Thai and English version through company's website thus can be downloaded**
15. **Disclosed annual report, invitation letter to Annual General Meeting of Shareholders in both Thai and English version through company's website thus can be downloaded.**
16. **Disclosed company's regulations, vision and mission in both Thai and English version through company's website thus can be downloaded**

17. Public information and company's news through company's website

Channel for dissemination of company information

The Company attaches importance to the disclosure of complete, accurate, transparent information through various media channels for the benefit of stakeholders.

1. There is Investor Relation Department – channel to communication with investor

The company has specify person who will be a center for disclosing importance information to investors and related person to facilitate any stakeholder

Miss Jantharat Sodsongchit

Company Secretary, Compliance and Investor Relation

Miss Chayapha Thungcharoen

Compliance and Investor Relation

TEL.: (02) 049-1041 – 4012 Ext. 1022 Fax : (02) 049-1045

E-mail : Jantharat@cenplc.com, chayapha@cenplc.com

2. The Company and its subsidiaries provided knowledge and understanding on subsidiaries' business to faculty, students, students by access to entire system and visit factory (subsidiaries) thus executives will be an educator in order to understand basic aspects of production (from beginning till the end of production process)

3. Importance information as public on company's website are as follow:

- Shareholding Structure
- Organization Chart
- Article of Association
- Good Governance
- Anti-Corruption and Corruption Policies
- Code of Conduct
- Employees Ethic
- Report of Committees
- Social Responsibility Report
- Annual Report (Form 56-1 One Report)
- Financial Statement every quarter

Practice 8 Ensure Engagement and Communication with Shareholders

The company has realized on basic right of shareholders both as investor and owner of company and taking into account of maximize benefits for shareholders equally by giving importance and respecting the rights to ownership rights, not beneficial to any group of stakeholders, take care of various information veritable for

shareholders to be confident, participate in decision-making on important matters of the company such as acknowledge business operation, management policies or make related reports correctly and completely as according to the truth through communication channel; company website www.cenplc.com both Thai and English version and www.set.or.th The Board of Directors has guidelines for the company to perform as follows:

1. The company has assigned Thailand Securities Depository to act as company's securities registrar in order to facilitate shareholders to proceed with securities registration of company
2. In the formulation of Shareholders Meeting, the company will not schedule meeting on public holidays and commercial bank holidays by specifying as appropriate time 08.30 – 5.00 pm as located in Bangkok

Therefore, in 2024, the Company has scheduled 1 time of Annual General Meeting of Shareholders on Friday, April 30, 2024 started at 2.00 PM via E-meeting only according to the Electronic Media Conference Act B.E.2563, and other related laws and regulations. This was considering to be a meeting at Capital Engineering Network Public Company Limited, No. 1011 Supalai Grand Tower, 17th Floor, Room 1703,1704, Rama 3 Road, Chongnonsi, Yannawa, Bangkok 10120.

(Note: The Company holds an E-Meeting of Shareholders via the SET's DAP e-Shareholder Meeting system)

3. The company has play importance roles in every issue as defined law and may have an impact on the company's business direction by specify clear agendas to certify, acknowledge, consider thus each agenda in invitation letter included objective, reasons and comments from Board of Directors clearly defined along with supporting documents for consideration by the shareholders thus agenda in shareholders meeting as importance are as follows:
 - **Agenda related to directors:** The election of directors and remuneration of directors have been separated into each term
 - **Appointment of Director:** companies allow shareholders to elect directors to the right people. The basic information of the person who is nominated for the election of directors together with specify the position in other companies If a company is defined by the operator which has the same nature and in competition with the business of the company. Number of participant the Board of Directors meetings by consideration from Boards which are suitable for a wide range of professional qualifications, experience and expertise with a moral vision, an unblemished track record, independently including performance as directors in the past. The Company shall appoint a Nominating Committee
 - **Remuneration for Directors:** **Remuneration Committee** has considered on amount of compensation and allocated by consideration of time attended the meeting as refine details of appropriate reasons and compare with same kind of reference from industry and economic conditions in accordance with policies and criteria for determining the remuneration. By this, company has proposed remuneration to shareholders meeting for approval annually which can be divided into compensation as money is the meeting allowances and no pay for other benefits and disclose remuneration individually in annual report as title of "Shareholding

Structure and Management No.2 Management Structure as sub title of Remuneration of Directors and Executives" and Form 56-1 title of "8.4 Remuneration for Directors and Executives"

- **To appoint company's auditor and Auditor fees:** Details on the name of Auditor Company, Independence Relationship with the company, number of years served, compares the remuneration of the auditor during the current year by passed and other fee of services from accounting office as auditor belong to both company and subsidiaries. By this, it passed consideration from company's Audit Committee which has disclosed in the annual report in the title of "Remuneration fee of Auditor" and Form 56-1 No. "9.6 Remuneration fee of Auditor"
 - **Allocated of Profit and Dividend Payment:** The detail of this has shown in allocation of profit, Dividend Payment under The Company's dividend policy and comparison of dividend payment during the year together with schedule record date and close registration book for shareholders to be allocated for dividend payment
4. In every meeting of shareholders. The company has sent the invitation letter to the shareholders' meeting. With documents supporting the meeting with complete information of each agenda item with explanations and reasons and opinions of the Board of Directors for each agenda. The company has published a meeting notice along with related documents Both Thai and English are in advance of the meeting date to give shareholders more time to consider, the company website is www.cenplc.com.
5. The company has set Annual General Meeting of Shareholders 1 time per year at reasonable place within 4 months (120 days) from end of fiscal year: The company has sent notice of meeting together with related documents with sufficient complete details as shown background details and comment from Board of Directors each agenda in both Thai and English version as well as practice in accordance to AGM Checklist by following details:
- Date, Time and Place held Shareholder meeting
 - Minute of last shareholder meeting
 - Annual Report together with Financial Statement
 - Agendas; each agenda propose to shareholder for consideration such as To consider, To approve, To consider the election, To appoint
 - The appointment of directors It consists of information of persons nominated to be directors in place of those who are due to retire by rotation such as age, educational background, training course, work experiences at the present and passed, Number of listed companies and general companies that hold position of directors, job expertise, illegal record in 5 years, transaction history that may cause conflicts in the past year, information for consideration of election of independent directors
 - Agenda for consideration of remuneration of directors and sub-committee consists of compensation information of directors and sub-committee, credit limited, actual amount use in past year compared of 2 years, policy and criteria for remuneration both in monetary, other compensation and comment from remuneration committee

- Agenda for appointment of auditor and determination of remuneration for directors consists of auditor information compared of 2 years and opinion of the audit committee
- Article of Association related to shareholders meeting
- Documents and evidence that attendees must present before attending the meeting, method of proxy for registration and voting method in shareholders meeting
- Information about the independent directors nominated by the shareholders to be proxies
- Definition of Independent Director
- Map of venue of Shareholders meeting
- Proxy Form Type A (General Form) and Proxy Form Type B (Specific Details Form) for shareholders who are unable to attend the meeting by themselves could give proxy to Independent Director or any person as specified to be a proxy or choose any proxy type A or C (choose one) which can be download all 3 types at company website www.cenplc.com. The Company has also notified the guidelines for dissemination through the Stock Exchange of Thailand.

For shareholders who are institutional investors or shareholders who are foreign investors and appoint Custodian in Thailand as depositary and custodian of shares. The Company arranges for the necessary documents and evidence to be submitted in advance, facilitating a convenient and swift registration process on the day of the meeting.

- Requesting Form of Annual Report in paper format
6. The company has notified resolution from Board of Directors as schedule 2024 Annual General Meeting of Shareholders on March 15, 2024 with agendas and details in both Thai and English version since April 4, 2024 thus 26 days in advance before meeting date through Stock Exchange of Thailand system so that shareholders can allocate time to attend the meeting.
 7. The company has published newspaper namely "Kaohoon" advertisements for 3 consecutive days and 5 days before meeting date as the day of April 22 - 24, 2024 in order to inform shareholders meeting in advance sufficient for preparation before attending the meeting.
 8. If shareholders could not attend the meeting, company has send proxy as in accordance to Ministry of Commerce together with invitation letter to shareholders meeting for shareholders wishing to appoint a proxy to attend instead by choosing to appoint either a person as a proxy or one of company's independent directors to attend the meeting on their behalf. In order to protect the rights of shareholders.

At the 2024 Annual General Meeting of Shareholders on Friday, April 30, 2024, there were proxies for independent directors and audit committees and proxy for other persons to vote on their behalf, as follows:

Details	Amount	Number of Share	Percentage
Shareholders according to the registrar	2,250	745,141,929	100.00
Shareholders attended the meeting	33	528,629,511	70.94
Attend the meeting in person	1	1	0.00
Proxies	32	528,629,510	70.94
Proxies given to Independent Directors and Audit Committee	33	528,629,511	70.94
Proxies given to other	1	10	0.00

9. The voting rights in meeting are determined according to number of shares held by shareholders as one share equal to one vote (all the company's share are common shares) and no shares have special privileges to limit rights of other shareholders. Each shareholder can vote on each agenda as "agree", "disagree" or "abstain" in full according to their votes only. The number of their shares cannot be divided into votes except in the case of custodians. The voting method will be as detailed in the invitation letter of the general meeting of shareholders.
10. Every shareholders meeting, documents and evidence that shareholder or their representatives must present before attending the meeting, method of proxy registration as determined by company; a guideline as required by law and regulatory agencies such as The Stock Exchange of Thailand and Securities and Exchange Commission.
11. The company has more channels to disclose information related to invitation to shareholders meeting together with same documents as send to shareholders includes rules and regulations related to shareholders meeting in both Thai and English version on company website www.cenplc.com 30 days in advance thus so shareholders have times to consider with completed and enough details.
- In 2024, the company has schedule shareholders' meeting on Friday April 30, 2024 and public invitation letter and related documentation through company website in both Thai and English version dated April 5, 2024 as 26 days before meeting date.
12. The company gave Thailand Securities Depository (TSD) as company registrar to deliver invitation letter to shareholders meeting together with related documents before meeting date not less than 14 days.
- The 2024 Annual General Meeting of Shareholders dated Friday April 30, 2024, TSD has delivered Invitation Letter of Shareholders dated April 15, 2024 which is 15 days in advance.
- In case of foreign shareholders or institution; the company has sent invitation letter together with related documents (both Thai and English version) in order to encourage all type of shareholders and investor to attend the meeting.
13. In shareholders' meeting, the company has set up in accordance to law and aware of convenience, right and equality of shareholders. Since the general meeting of shareholders for the year 2024 is an E-Meeting, the Company has informed the shareholders of the registration and detailed electronic voting procedures

in advance along with the invitation.

14. Each shareholders' meeting; before starting meeting in accordance to agenda – Company Secretary is responsible to notify number and proportion of shareholders attending meeting Include explanation on voting method, how to count votes of shareholders in each agenda in accordance to rule and Article of Association, introduce Board of Directors, subcommittee, top management as attend the meeting as well as Certified Public Accountant of company for the year 2024 in totaling of 2 people namely Miss Susan Eiamvanicha and Miss Rossarin Apiwang from SP Audit, Legal Advisor namely Mr. Uthai Klangpimai, the officers from the Stock Exchange of Thailand (SET) were Ms. Pimpida Niwatpumin, Ms. Juthathipaya Khaowiset, Ms. Sanichon Mahasangsawan and there were representatives of shareholder rights protection from the Thai Investors Association to observe as well. Subsequently, the Chairman of the Board, acting as the chairman of the meeting, opened the meeting.

15. The Board of Director give importance to shareholders' meeting which consider as duty to attend proxy every meeting except illness or important mission, shareholder can ask each chairman (subcommittee) in related issues.

In the shareholder meeting, if there are any directors who have an interest or is involved in any agenda, that director will inform the meeting to request not to participate in the meeting and/or to abstain from voting on that agenda.

In the annual general meeting of shareholders for the year 2024, held on Tuesday, April 30, 2024, there were a total of 9 directors. There are 2 directors attended the meeting in person at the meeting venue, while 7 participated via electronic media, accounting for 100% of all directors. The Chairman of the Board, the Chief Executive Officer, the Chairman of the Audit Committee, the Chairman of the Compensation Committee, the Chairman of the Risk Management Committee, the Chief Executive Officer, and the top executive in accounting and finance of the company attended the meeting to provide clarifications and respond to inquiries related to the agenda or concerning the company.

16. The company conduct shareholders' meeting in accordance with order of agenda specified in invitation letter no added agenda or change importance information without notifying shareholders in advance and allocates enough time for presentation of various issues in each agenda. By this, each agenda Board of Director give an opportunity for shareholders to fully express their opinion on each agenda related to business operation of company and subsidiaries.

If any shareholders wish to add more agenda during the meeting apart from specified agendas* then need approval from shareholders' meeting with vote not less than 1 in 3 of shareholders attend meeting and have right to votes.

17. The Company has notified the necessity of voting on all agenda items in order to ensure transparency and verification. By voting on each agenda, the company secretary would ask the meeting whether each shareholders or proxy are disagree or abstain from voting in full according to their votes only in one way. The number of their shares cannot be divided to separate the votes. Except in the case of custodians, the

voting method shall be in accordance with the specifications set forth in the manual of the shareholders' meeting system through electronic media.

Resolution by proxy: Cases where shareholders have marked in the agree, disagree or abstain from voting on any agenda item in the proxy statement and the voting system records the votes specified by shareholders in the proxy statement ahead of time. However, the proxy is unable to modify voting in the system except in case (a) the shareholder does not state their intention to vote on any agenda in the proxy; or (b) it not clear or (c) the Meeting has deliberated or voted on any matter other than that specified in the proxy; or (d) any change or supplement to the fact. At the same time, the proxy has the right to review and vote on behalf of the shareholders as appropriate.

For details of the counting results of each agenda, as follows:

1. The chairman of the meeting will provide an explanation of the vote counting process prior to the commencement of the meeting.
 2. The Company will use Digital Access Platform Co., Ltd. (a subsidiary of the Stock Exchange of Thailand's group) to count the votes for this shareholders' meeting.
 3. The Chairman of the Meeting will announce the results of each meeting. Shareholders could view the results in the system by clicking the icon after the closing of the voting and the Company has announced the results.
18. Shareholders are eligible to acknowledge information equally by company public information both Thai and English version through company website www.cenplc.com and SET Channel www.set.or.th In some case, although not within criteria required by law to be disclosed that information accurately, completely, on time and transparently as follows:
- The company has reveal company shareholding structure which includes top 10 shareholders as at record date for current Annual General Meeting of Shareholders before date of meeting, amount of shares which minor shareholder holds
 - Process of related transaction any importance trade for securities
 - Minute of shareholders' meeting within 14 days counting from meeting date and public on company website to be a channel for shareholders to acknowledge and able to verify in formation without having to wait for next meeting
 - Information related to business operation, management policies, related transaction and importance securities trading as well as other information as necessary for shareholders' to make decision, give shareholders confidence an operating structure is transparently and verifiable. In addition, doing efficiently operate in order to create prosperity with suitable and continuous in term of returns
 - The company has provides a channel for shareholders; no matter major shareholders, minor shareholders, institutional investors or foreign investor can contact Company Secretary through E-mail: jantharat@cenplc.com or directly (02) 049-1041 Ext: 4012
19. Every Annual General Meeting of Shareholders thus election of directors in replacement of there who retired

by rotation thus company give opportunities for shareholders to vote for director individually. In addition, to give opportunities to shareholders to have right to elect director that they want thus company will attach details of each director whom elected to hold position for consideration.

20. Every Annual General Meeting of Shareholders; company gives shareholders right to consider and approve compensation of directors and subcommittee as details of these compensation on Board and subcommittee as enough information for consideration.
21. Every Annual General Meeting of Shareholders, the company has schedule agendas on appoint company auditor and their fee to shareholders for approval. Details on appointed auditor and fees are enough for consideration.
22. During the meeting, the Board of Director gives opportunities to shareholders to give opinion suggestion or ask question in various agendas independently; before voting, chairperson give opportunity to shareholders to ask question or express opinions

In the year 2024, the shareholders have one question as follows:

Question: In the coming years, will the company consider organizing meetings to meet with shareholders, or will it hold both in-person meetings and E-AGMs simultaneously?

(From Khun Pomsak Chaiwanichaya, proxy from the shareholders)

Answer: The company will take into consideration the organization of the AGM as proposed by the proxy.

23. The company has public resolution of 2024 Annual General Meeting of Shareholders held on Tuesday, April 30, 2024 which includes votes of agrees, disagree and abstain in each agenda both Thai and English version through SET Portal (Stock Exchange of Thailand) with meeting dated on Tuesday, April 30, 2024.
24. The company has prepared minute of 2024 Annual General Meeting of Shareholders held on Tuesday, April 30, 2024 after meeting adjured, recorded the minute, voting each agenda together with questions or comments from shareholders completely according to fact shown in shareholders' meeting to directors and Managing Director (Stock Exchange of Thailand) within 14 days counting from meeting which is May 13, 2024 along with publishing through company website www.cenplc.com both Thai and English version, sent Minute of Shareholders' meeting to Ministry of Commerce within period specified by law, for shareholders who cannot attend the meeting, taken pictures of meeting and publish through company website www.cenplc.com to acknowledge information related to meeting.
25. After Annual General Meeting of Shareholders; the company has prepared Minute of Shareholders meeting as was record correctly and completely to meeting which importance factors consists of
 - Procedure and method of voting in each agenda
 - Names of Board of Directors, subcommittee, top management as attended meeting and not attended meeting includes reasons for absent, Auditor, Legal counsel and representative of minority shareholders
 - The resolution of each meeting on agenda, voting result consisting of agrees disagrees, abstains and

voided ballot

- Questioning from shareholders including name-surname and answers from Board of Directors and Executives

26. Voting on each agenda will be done openly, the Company will use Digital Access Platform Co., Ltd. (a subsidiary of the Stock Exchange of Thailand's group) to count the votes for this shareholders' meeting in order for the scoring process to be carried out efficiently and quickly, the company will only count the votes of disagree and/or abstain only. The Chairman of the Meeting will announce the results of each meeting. Shareholders could view the results in the system by clicking the icon after the closing of the voting and the Company has announced the results.

The voting system will be segmented into sub-sections, with the exception of the individual election of directors, based on the list of candidates nominated for the election. The list of each director is listed on a different page for voting for each director.

In 2024, the company used the voting system on all agenda items, including the important agenda, which is the election of the company's directors. The shareholders have the opportunity to select directors individually and have the voting information stored in the office to be transparent and auditable after the meeting is over.

27. The company has policies to pay dividend equally. By this, in case approval from shareholders on dividend payment, company has informed resolution of meeting includes details of dividend payment to shareholders through SETSMART and coordinate with registrar "TSD" so that shareholders are confident that will receive compensation based on their right completely and correctly.
28. The company gives right to shareholders who joined after meeting has begun with right to vote on agenda being considered and not yet resolved. It was counted as a quorum starting agenda as attended and vote onward.
29. The company care shareholders by providing information, news, business operation, management policies regularly and on time. Apart from this, disclose information through SET channel and also brought important information includes current news on company website www.cenplc.com.
30. The company determined to create equality for all shareholders and all groups no matter major shareholders, minor shareholders, institutional investors of foreign investors which company gives importance and determine tools that encourage equality; irrespective of gender, age, race, nationality, religious beliefs, social status, disability or political opinion by determine process that facilitate shareholders to participate in the meeting without getting too much hassle and without restriction.
31. The Board of Directors has realized and respect right to ownership of shareholders, no actions are taken to violate or infringe the rights of shareholders, by look after the interests of shareholders fairly as well as support and encourage shareholders no matter domestic or foreign shareholders no matter major shareholders, minor shareholders or any institutional investors including basic rights of shareholders, right to sufficient and timely access to information, in time and right to attend meeting in order to determine

director on operation.

32. The company gives chance to shareholders send any questions related to agendas specified in invitation letter to shareholders started from April 9-26, 2024 and deliver procedures for the said matter together with invitation letter to shareholders' meeting through following channels :

- Website www.cenplc.com
- E-mail : Jantharat@cenplc.com
- Postal To

Miss Jantharat Sodsongchit (Company Secretary)
Capital Engineering Network Public Company Limited
1011 Supalai Grand Tower, 17th Floor, Room No. 1703, 1704
Rama 3 Road, Chongnonsi, Yannawa, Bangkok 10120

In 2024, there were no shareholders send question in advance.

33. Distribution of shares of shareholders' equity

- The company has no cross of shareholding within group of company
- The company has set Record Date for shareholders to attend the meeting on April 1, 2024
- Board of Directors, their mate and child under 20 holding shares together equals to 0.19% which is not more than 25% of shares sold
- Free Float equal to 37.38% of total shares sold which more than 25% shares sold to public
- The company has proportion on holding total shares on institutional investor equals to 6.90% of total outstanding shares

The company has realized corporate governance by seeing that principles are beneficial to company in term of development so company has practices in accordance to CG Code as appropriate to business of company (most of data links from CG to CG Code) thus some topics are being study to be adapt and suitable to context of company; resolution from Board of Directors meeting No.1/2020 has resolved to adopt good corporate governance for listed companies year 2017 to be deployed according to company's business context and relevant to Securities and Exchange Commission regulations.

In 2024, the Company has practices in accordance to suggestion of IOD by considering the suitability of the company but there are still some things that company does not fulfill all the requirements, as follows:

1. **The shareholder meeting report should disclose the arrangement for having a vote counting auditor present at the meeting.**

The company's board of directors acknowledged and expressed the opinion that the vote counting was conducted with the participation of internal auditors and the legal department to observe the counting process. This is because the company held the meeting as an E-Meeting using the services of Digital Access Platform Co., Ltd. (DAP), which is part of the Stock Exchange of Thailand, and employs accurate and reliable vote counting technology.

2. The company should disclose information about its plans and results for promoting employee engagement and retention.

The company has disclosed employee information and training plans to enhance knowledge in the One Report.

3. The company should set targets for water resource management, waste management, and/or pollution reduction, as well as the reduction of greenhouse gas emissions from its business operations.

The company operates as a holding company and has established policies for its subsidiaries regarding various energy management practices, which are disclosed in the One Report.

4. The company has disclosed its sustainability goals (ESG) that align with the long-term objectives of the business.

The company has revealed its sustainability goals and long-term business objectives through its policies and operations of the company and its subsidiaries.

5. The company has disclosed performance indicators related to sustainable business operations (ESG).

The company will consider this for further evaluation.

6. The board has established policies for the security of the organization's information systems (IT Security) and has disclosed the results of monitoring the implementation.

The company will take this into consideration and proceed accordingly.

6.2 Code of Conduct

The Board of Directors has announced business ethics Code of Conduct and anti-corruption and corruption policies By adhering to business practices that are consistent with the Sufficiency Philosophy as a model of good practice for the Company's directors, executives and employees. to ensure that The performance is correct.

The Company has established ethics and business ethics as guidelines for fair business operations. The Company's Code of Business Conduct has been published on the Company's website. (www.cenplc.com), which is considered a duty and responsibilities of directors, executives and all employees to acknowledge and strictly adhere to the Code of Business Conduct

The Company's Code of Business Conduct consists of the following key principles:

1. Health care and safety of employees, customers and the surrounding community
2. Anti-corruption and bribery
3. Fair competition
4. Fair Employment and legal Anti-Human Rights Violations
5. Non-infringement of intellectual property or copyright
6. Use of Information Technology and communication
7. Use of Internal Information
8. Prevention of Conflicts of Interest
9. Punishment

6.3 Significantly Changes and Development of Policy, Practice and Corporate Governance System in the Past Year

6.3.1 Significantly Changes and Development of Policy, Practice and Corporate Governance System in the Past Year

In order to increase efficiency and demonstrate that the Company's corporate governance standards have been upgraded and are appropriate for business operations in accordance with good corporate governance principles, policies, guidelines and systems of corporate governance have been reviewed. or the Board of Directors' charter 1 time in the past year, such as reviewing compliance with good corporate governance policies, etc.

6.3.2 Practice according to good corporate governance in others

The process on Anti-Corruption

The Board of Directors continuously raising awareness and promoting good corporate governance culture to directors, executives and employees in order to access any risks happened in operation thus internal audit act as appraiser.

In 2024, Audit Committee has set up risk report on corruption in every quarter, showing no irregularities

The company has some communicated and public practice in accordance to business ethic and anti-corruption policies by following channels:

- New employee orientation
- The Company's website www.cenplc.com
- Publicize through Brochures / Public Relation Board

The company is in the process of expanding the business to partners of companies and subsidiaries in order to increase the impact to the wider society in business operations with transparency and fairness.

Survey Results on Corporate Governance of Listed Companies

In 2024, the Thai Institute of Directors (IOD), with support from the Stock Exchange of Thailand, revealed the results of the 22nd CGR survey for the year 2024. The survey, which included 808 Thai companies, showed an average score of 84 points, considered very good and higher than the 2023 average score of 81 points. This improvement is attributed to increases in average scores across all categories. Additionally, the assessment found that Thai companies are increasingly prioritizing sustainable business practices, including the disclosure of non-financial information and a more proactive adjustment of the roles and leadership of their boards, in line with the expectations of various stakeholders. This aligns with the principles outlined in the CG Code and meets the

expectations of investors. Based on the 2024 annual reports and publicly disclosed information, the companies received a survey rating of "Good."

ช่วงคะแนน	สัญลักษณ์	ความหมาย	Description
90 - 100		ดีเลิศ	Excellent
80 - 89		ดีมาก	Very Good
70 - 79		ดี	Good
60 - 69		ดีพอใช้	Satisfactory
50 - 59		ผ่าน	Pass
ต่ำกว่า 50	No logo give	N/A	N/A

Criteria and weight use in assessment

Section	Criteria (No.)		Weight(%)	
	2024	2023	2024	2023
1. Rights of Shareholders and Equal Treatment of Shareholders (Section A)	85	32	86	15
2. Consideration of the Role of Stakeholders and Business Development for Sustainability (Section B)	69		80	
3. Disclosure of Information and Transparency (Section C)	82	53	88	20
4. Responsibilities of the Board of Directors (Section D)	67	108	72	35
Total	303	241	326	100

The results of the assessment of corporate governance of the company as follows:

Section	2024 (%)	2023 (%)
1. Rights of Shareholders and Equal Treatment of Shareholders (Section A)	85	84
2. Consideration of the Role of Stakeholders and Business Development for Sustainability (Section B)	69	66
3. Disclosure of Information and Transparency (Section C)	82	82
4. Responsibilities of the Board of Directors (Section D)	67	63
Total	76%	72%

The Board of Directors has adopted the corporate governance policy to supervise the Company's operations. It believes that good corporate governance consists of having a board of directors and executives with vision and responsibility. good management system There is a mechanism for control and balance of power in order

to ensure that the management is transparent and accountable. Equity will be a key factor in maximizing long-term sustainable value and maximum return for the company's shareholders.

7. Corporate governance structure and important information about committees, subcommittees, executives, employees, etc.

7.1 Corporate Governance Structure

Management Structure of company consists of Board of Director, Audit Committee, Remuneration Committee, Risk Management Committee and Executive Committee including Chief Executive Officer and Company Secretary which is suitable and verifiable as being a balance between each other. In addition, after every Annual General Meeting of Shareholders; The Board of Directors will hold a meeting to appoint a sub-committee. Year 2024, the resolution from Board of Director meeting No.3/2024 held on May 15, 2024 resolved to appoint 4 sub-committee and clearly specified responsibilities. In accordance to company's regulation and not less 5 people but not exceed 15 people as must have residence in the Kingdom of Thailand

In 2024, Board of Directors equal to 9 people consists as follow:

	Number of People			%
	Male	Female	Total	
Director as Executive	2	1	3	33.33
Director as Non-Executive	3	-	3	33.33
Independent Director	3	-	3	33.33
TOTAL	8	1	9	100.00

Board of Director consists of 3 independent directors or equal to 33.33% of total directors which is a proportion greater than standard 1 in 3 or 33.33% in accordance to regulation of Capital Market Supervisory Board

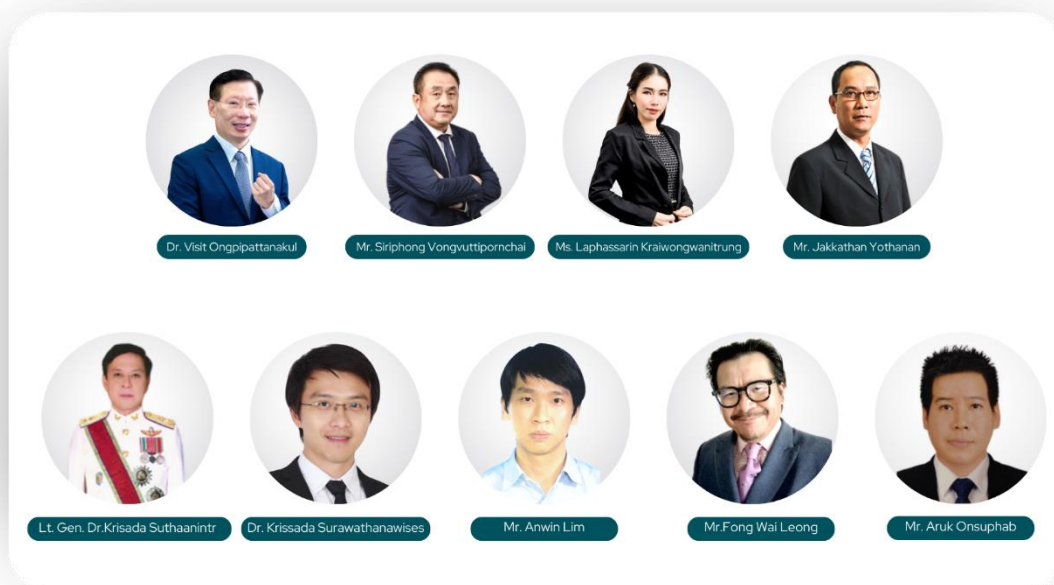
7.2 Information about Board of Directors

7.2.1 Board of Directors

As Article of Association section 4 of Directors No.16 The Boards consists of not less 5 people but not exceed 15 people, half of whom must be domiciled in Thailand and their qualifications within specified scope requires by Law

Board of Directors

Capital Engineering Network Public Company Limited

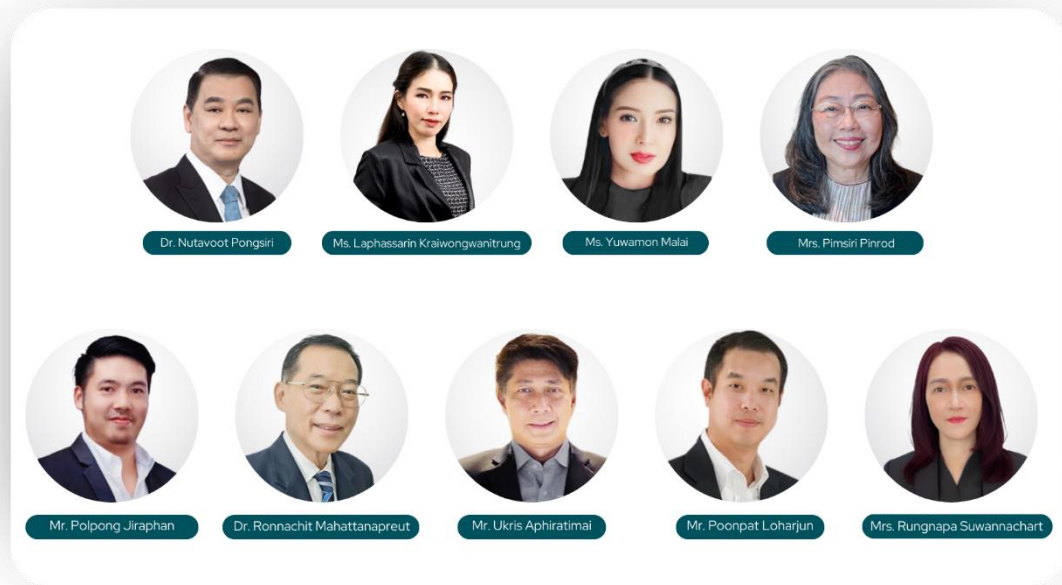


- | | | |
|---|---|--|
| 1. Dr. Visit Ongpipattanakul
Chairman
Independent Director
Chairman of the Nomination and Remuneration Committee
Chairman of Audit Committee | 2. Mr. Siriphong Vongvuttipornchai
Vice Chairman No.1
Chairman of Executive Committee
Chairman of the Risk Management Committee | 3. Ms. Laphassarin Kraiwongwanitrueng
Vice Chairman No.2
Acting Chief Executive Officer

Chairman of Audit Committee |
| 4. Mr. Jakkathan Yothanan
Independent Director, Audit Committee
Nomination and Remuneration Committee
Risk Management Committee | 5. Lt. Gen. Dr.Krisada Suthaanintr
Director | 6. Dr. Krissada Surawathanawises
Independent Director, Audit Committee
Nomination and Remuneration Committee
Risk Management Committee |
| 7. Mr. Anwin Lim
Director | 8. Mr. Wai Leong Fong
Director | 9. Mr. Aruk Onsuphab
Director
Executive Committee |

Board of Directors of Subsidiaries

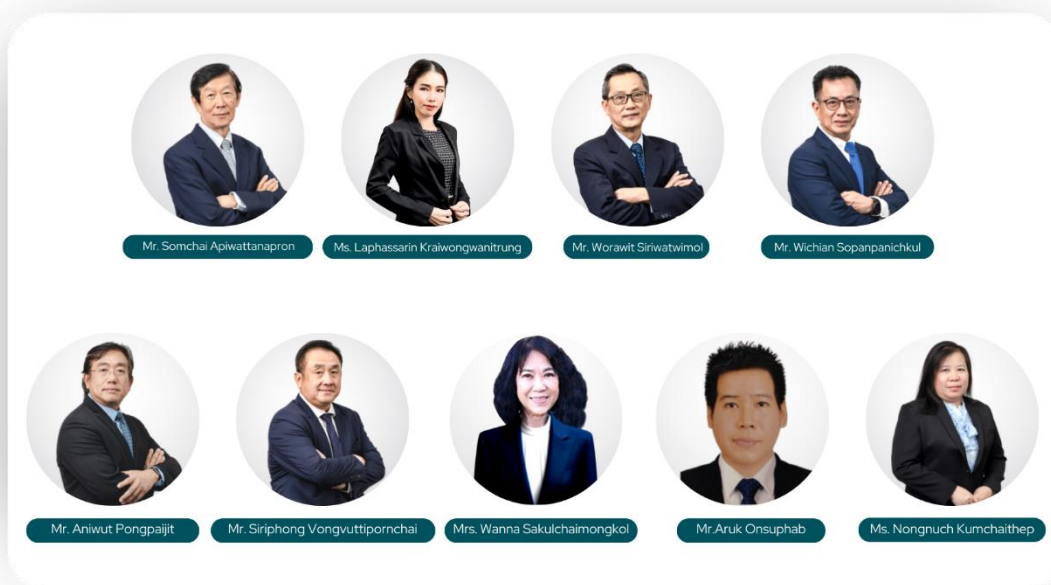
Sky Tower Public Company Limited



- | | | |
|---|---|---|
| 1. Dr. Nutavoot Pongsiri
Chairman | 2. Mr. Theerachai Leenabanchong
Vice Chairman
Chairman of Executive Committee | 3. Ms. Yuwamon Malai
Director
Independent Director
Chairman of Audit Committee |
| 4. Mrs. Pimsiri Pinrod
Director
Independent Director
Audit Committee
Nomination and
Remuneration Committee
Chairman of Risk Management
Committee | 5. Mr. Polpong Jiraphan
Director
Independent Director
Audit Committee | 6. Dr. Ronnachit Mahattanapreut
Director |
| 7. Mr. Ukris Aphiratimai
Director | 8. Mr. Poonpat Loharjun
Director | 9. Mrs. Rungnapa Suwannachart
Director |

Board of Directors of Subsidiaries

Rayong Wire Industries Public Company Limited



- | | | |
|---|---|--|
| 1. Mr. Somchai Apiwattanaporn
Chairman | 2. Miss Laphassarin Kraiwongwanitrun
Vice Chairman
Managing Director | 3. Mr. Worawit Siriawatwimol
Chairman of Audit Committee
Independent Director
Chairman of Nomination and Remuneration Committee |
| 4. Mr. Wichian Sopanpanichkul
Director
Independent Director
Audit Committee
Nomination and Remuneration Committee | 5. Mr. Aniwut Pongpaijit
Director
Independent Director
Audit Committee | 6. Mr. Siriphong Vongvuttiornchai
Director |
| 7. Mrs. Wanna Sakulchaimongkol
Director | 8. Mr. Aruk Onsuphab
Director | 9. Miss Nongnuch Kumchaithep
Director
Executive Director
Company Secretary |

Board of Directors of Subsidiaries

Enesol Company Limited



Ms. Laphassarin Kraiwongwanitrueng



Mr. Vithaya Royduang

1. Miss Laphassarin Kraiwongwanitrueng

Chairman
Managing Director

2. Mr. Vithaya Royduang

Director

WJC Enterprise Company Limited



Ms. Chuthamas Sirimas

1. Miss Chuthamas Sirimas

Director

Medisphere Company Limited



Ms. Laphassarin Kraiwongwanitrun



Mr. Nattanon Nattawut



Ms. Chinnapath Leenabunjong

- | | | |
|--------------------------------------|--------------------------|----------------------------------|
| 1. Miss Laphassarin Kraiwongwanitrun | 2. Mr. Nattanon Nattawut | 3. Miss Chinnapath Leenabanchong |
| Chief Executive Officer | Director | Director |

Evergreen Biomass Company Limited



Ms. Laphassarin Kraiwongwanitrun



Ms. Jantharat Sodsongchit

- | | |
|--------------------------------------|-------------------------------|
| 1. Miss Laphassarin Kraiwongwanitrun | 2. Miss Jantharat Sodsongchit |
| Chairman | Director |

Capital Digital Network Company Limited



Ms. Laphassarin Kraiwongwanitrueng

1. Miss Laphassarin Kraiwongwanitrueng
Director

7.2.2 Board of Director

As at December 31, 2024 Board of Directors whose name appears in Certificate of Ministry of Commerce in totaling of 9 people as following name list;

Name of Director		Position	Appointed Date	Period holding position
1. Mr. Jakkathan	Yothanan	Director	August 26, 2008	15 Years
2. Dr. Visit	Ongpipattanakul	Independent Director	August 15, 2015	8 Years
3. Miss Laphassarin	Kraiwongwanitrun	Vice Chairman	February 23, 2018	6 Years
4. Mr. Siriphong	Vongvuttipornchai	Vice Chairman	August 15, 2022	2 Year 5 Months
5. Mr.Wai Leong Fong		Director	March 17, 2024	1 Year 11 Months
6. Dr.Krisada	Suthaanintr	Director	April 28, 2024	1 Year 10 Months
7. Mr.Lim Anwin		Director	August 15, 2024	1 Year 6 Months
8. Dr. Krissada	Surawathanawises	Director	November 14, 2023	1Year 3 Months
9. Mr. Aruk	Onsuphab	Director	November 14, 2023	2 Months

Note: 1. Mr. Teerachai Leenabhanjong, Vice Chairman no.1 of the Board of Directors, has resigned from his position on November 1, 2024.

2. Mr. Arak Onsupap has been appointed as a director of the company and an executive director on November 14, 2024.

The individual authorized to sign on behalf of the company

The authorized directors to sign on behalf of the company are Miss Laphassarin Kraiwongwanitrun and Mr. Siriphong Vongvuttipornchai, who shall jointly sign and affix the company's official seal.

Personal information history of the director

For details on the company's directors, executives, authorized controlling persons, individuals with the highest responsibility in accounting and finance, those overseeing accounting practices, and the company secretary, please refer to Appendix 1.

7.2.3 The Roles - Responsibilities of the Board of Directors

1. Corporate Governance: revises and approves the policies, important strategies and annual budget.
2. To consider, define, and resolve the Board of Directors' regulations.
3. To consider appointing, dismiss, authorize and assign Executive Committee, Chief Executive Officer, Remuneration Committee, Audit Committee and sub Board of Directors committee duties.

4. To consider appointing and replacing of chairman, Executive Committee, Chairman of Executive committee, Chief Executive Officer, Remuneration Committee, Audit Committee, Independent Committee and sub Board of Directors committee.
5. To regulate and resolve the conflict of interests including illegal used of company's assets of the Board of Directors and Executives.
6. To acknowledge the report of business management from Executive Committees.
7. To review compliance with the law and adequate disclosure of information to the public
8. To review and approve of the audited financial statements from the auditor and/or Audit Committee.
9. To determine the scope of Executive Committee and Chief Executive Officer's purchasing, hire purchasing on property and payment authorization.
10. To consider and allocate the Directors' remuneration according to the approval from the Shareholders' Meeting.
11. To consider and approve of lending and/or being a guarantor for the subsidiaries and/or affiliated companies with the amount beyond the authority of the Executive Committee.
12. To consider and approve of the financing activities, financial administrating and managing such as obtaining long term loans and/or short term loans with the amount beyond the authority of Executive Committees.
13. To consider and approve of purchasing assets with the amount beyond the authority of Executive Committees and Chief Executive Officer.
14. To consider and approve of hiring for producing when it is beyond the Executive Committee and Chief Executive Officer.
15. To consider and approve of investing and/or selling of investment in common shares and/or other equities which are listed in The Stock Exchange of Thailand and/or financial institution and/or trusted equities which made by Executive Committee.
16. To consider and approve of establishing new subsidiaries or investing in subsidiaries.
17. To consider and approve of establishing new affiliate companies or investing in affiliate companies.
18. To set the date, time and place of the Ordinary Shareholders' Meeting and to determine the agenda, closing date for shares transfer, profit allocation, legal reserve, general reserve and/or dividend payment as well as to propose the recommendations to the shareholders.
19. To consider appointing of consultants to the Board of Directors and/or subcommittee in order to provide opinions on a specific subject.
20. To consider other subjects those are beyond the authorities of the Executive Committee, Chief Executive Officer or as seen appropriate by Executive Committee.

7.3 Information about the subcommittee

7.3.1 The structure of the company

The management structure of the Board of Directors of Capital Engineering Network Public Company Limited as of December 31, 2024, consists of 4 sub-committees, namely:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Risk Management Committee
4. Executive Committee

7.3.2 Sub-committee

1. Audit Committee

As at December 31, 2024 there are 3 people of Audit Committee as follows:

Name of Audit Committee		Position	
1. Dr. Visit	Ongpipattanakul	Chairman of Audit Committee	Independent Director which has knowledge in accounting and finance
2. Mr. Jakkathan	Yothanan	Audit Committee	Independent director and has legal knowledge
3. Dr. Krissada	Surawathanawises	Audit Committee	Independent Director
Mr. Khomwuthi	Pornnaradol	Secretary of Audit Committee	

Dr. Visit Ongpipattanakul has knowledge and experience in reviewing the reliability of the Company's financial statements.

In addition, all of the Company Audit Committees are not company shareholders, no business relationship of professional services of company, subsidiaries, associates or entity may have conflict of interest and not holding position of Audit Committee of subsidiaries or Associates Company.

Roles and responsibilities of Audit committee

1. To review the Company's financial reports accurately and adequately.
2. Review to ensure that the company has an effective and suitable internal control system and internal audit. This includes evaluating the adequacy of the personnel budget and the independence of the internal audit department, as well as granting approval for the consideration of appointments, transfers, promotions, and the dismissal of the head of the internal audit department or any other unit responsible for internal auditing.

3. To review the Company and Subsidiaries' compliance with the law on securities and exchange the Exchange's regulations and the laws relating to the Company's business.
4. To review corruption in business in accordance to company's policy on anti-corruption and Code of Conduct, provide channels for complaint and controlling on supervise the process of receiving complaints from employees which related improper financial statement or other businesses
5. To review the possibility of corruption in the business to be consistent with the company's anti-fraud and corruption policy and the company's business ethics.
6. To consider, select and nominate an independent person to be the Company's auditor, and to propose such person's remuneration, as well as to attend a non-management meeting with an auditor at least once a year.
7. To review the connected Transactions, or the transactions that may lead to conflicts of interests to be in accordance to laws and Securities and Exchange ACT. By this, to make sure that are reasonable and highest benefit to company.
8. To consider on disclose company information in case of related transaction or conflict of interest, acquisition of assets to be accurate.
9. To review company system to have risk management as appropriate and effective
10. To review information relating to financial reports and internal controls
11. To promote development of financial report system in line with international accounting standards
12. To review and comments on internal control plans and practices of internal audit Department or other department which responsible of internal audit
13. To prepare, and to disclose in the Company's annual report, Audit Committee's reports which must be signed by the Audit Committee's chairman and consist of at least the following information:
 - (a) an opinion on the accuracy, completeness and creditability of the Company's financial report,
 - (b) an opinion on the adequacy of the Company's internal control system, risk management system including prevent on anti-corruption
 - (c) an opinion on the compliance with the law on securities and exchange, the Exchange's regulations, or the laws relating to the Company's business,
 - (d) an opinion on the suitability of an auditor,
 - (e) an opinion on the transactions that may lead to conflicts of interests,
 - (f) the number of the Audit Committee meetings, and the attendance of such meetings by each committee member,

- (g) an opinion or overview comment received by the Audit Committee from its performance of duties in accordance with the charter, and
- (h) other transactions which, according to the Audit Committee's opinion, should be known to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Board of Directors;
- 14. To have power to hire consultant or outsider in accordance with company regulations for giving advice and consult in case necessary
- 15. To review Audit Committee Charter at least once a year
- 16. To perform any other matter as assigned by company's Board of Directors with agreement from Audit Committee
- 17. Audit Committee need to examine performance by self-assessment and report together with problems and obstacles in performance of work which cannot achieve the purpose of establishing Audit Committee to Boards yearly
- 18. Audit Committee should be trained and continually reinforces in their work in related Matters

In performing its duties as assigned, the Audit Committee is directly responsible to the Board of Directors. In addition, the Company's Board of Directors still has responsibility for the Company's operations to outsiders.

2. Nomination and Remuneration Committee

In 2024, resolution from Board of Directors No.3/2024 held on May 15, 2024 has resolved to appoint remuneration committee (whole committee has 3 independent directors) with of position of 1 year as follow:

Name of Remuneration Committees		Position	
1. Dr. Visit	Ongpipattanakul	Chairman of Nomination and Remuneration Committee	Independent Director
2. Mr. Jakkathan	Yothanan	Nomination and Remuneration Committee	Independent Director
3. Dr. Krissada	Surawathanawises	Nomination and Remuneration Committee	Independent Director
Miss Chuthamard	Sirimard	Secretary of Nomination and Remuneration Committee	

Roles – Responsibilities of Nomination and Remuneration Committee

- 1. To review the appropriateness of the criteria currently in use
- 2. To consider remuneration packages of other company in the same industry
- 3. To establish, in the fare manner, criteria which will create the expected results and reward those who contributed to the firm's success

4. To review the remuneration scheme for all types of directors by considering the amount and proportion of remuneration of each form to be appropriate
5. To consider ensuring that the remuneration is in accordance with the criteria set by the authorities or relevant recommendations
6. To consider of evaluating Executive Chairman/ Chief Executive Officer/ Managing Director and their compensation in order to propose the criteria to the Board for approval thus remuneration committee to consider and approve compensation for Executive Chairman / Chief Executive Officer / Managing Director
7. To determine the annual remuneration of directors and present the remuneration to the Board of Directors for the Board of Directors to propose to the shareholders' meeting for approval
8. To consider in any other remuneration as assigned from the Board of Directors

3. Risk Management Committee

In 2024, resolution from the Board of Directors Meeting No.3/2024 held on May 15, 2024 has appointed Risk Management Committee which consists of all Independent Directors totaling of 3 people as 1 year term of position.

Name of Remuneration Committees		Position	
1. Mr. Siriphong	Vongvuttipornchai	Chairman of Risk Management Committee	Director
2. Dr. Krissada	Surawathanawises	Risk Management Committee	Independent Director
3. Mr. Jakkathan	Yothanan	Risk Management Committee	Independent Director

Roles – Responsibilities of Risk Management Committee

1. To set clearly policies, goals, planning on Risk Management System in order to manage importance risk and report to Board of Directors includes communicate with Audit Committee related to such risk
2. To support cooperation in risk management in all level within the company
3. To maintain appropriate and efficiency risk management by play attention to main business of company which is investment in order to signal of unusual transaction in advance
4. To develop on efficiency risk management system continuously
5. To adjust and amend charter of Risk Management Committee and proposed Board of Directors for approval
6. Other business as assigned by the Board of Directors

4. Executives Committees

In 2024, the resolution of the Board of Directors' Meeting No. 3/2024 on May 15, 2024 resolved to appoint a total of 3 members of the Executive Committee to serve for a term of 1 year as follows:

Name of Executive Committee		Position	Remark
1. Mr. Siriphong	Vongvuttipornchai	Chairman of the Executive Committee	Company Director
2. Miss Laphassarin	Kraiwongwanitrungr	Acting Chief Executive Officer	Company Director
3. Mr. Aruk	Onsuphab	Executive Committee	Company Director

Remark: 1. Mr. Theerachai Leenabanchong resigned from the position of Executive Committee on November 1, 2024.

2. Mr. Aruk Onsuphab was appointed as Executive Committee on November 14, 2024

Roles – Responsibilities of Executive Boards

1. To conduct business and administer the Company's business in accordance with the objectives, regulations, policies, regulations, requirements, orders, and resolutions of the Board of Directors' meetings and/or the resolution of the shareholders' meeting of the Company in all respects
2. To consider and determine policy, direction and strategy for the Company's business Operations, financial plans, budget, and manpower resources management, investment in information technology, expansion of business operations, public relations, control and supervision for all appointed working committees to achieve the targets
3. To consider annual budgetary appropriations as proposed by the management before presenting them for consideration and approval by the Board of Directors. In addition, this includes considering and approving changes and additions to the annual budget while there is no meeting of the Board of Directors and presenting it to the Board of Directors for information at the next meeting
4. To approve the expenditure of important investments specified in the annual budget as assigned by the Board of Directors or as the Board of Directors has previously approved in principle
5. To have authority in approving financial expenditure on capital assets, whether it is the purchase of fixed assets, office supplies, repair and maintenance, amortization/sale of fixed assets, lease/leasing of assets, exceeding the budget in each amount not exceeding the amount authorized by the Board of Directors
6. To provide advice in business expansion in principle, and in joint ventures with any other parties subject to approval from the Board of Directors at the next meeting
7. To consider and approve the lending and/or guarantee of credit lines of subsidiaries and/or associated companies and/or other companies in the amount not exceeding as authorized by the Board of Directors
8. To consider and approve of borrowing of funds, seeking credit lines or any other credit Facility related to normal business operations within the budget estimation which has been approved by the Board of Directors

9. To have authority to consider and approve investing in other company within the budget estimation which has been approved by the Board of Directors
10. To have authority to consider and approve hiring service which related to the normal company Business within the budget estimation which has been approved by the Board of Directors
11. To serve as advisers to the management relating to financial policy, marketing, personnel management, and other operational aspects
12. To consider the profit and loss of the company, proposal for interim or annual dividend payment for approval by the Board of Directors
13. To have authority in delegating any several directors or any individuals to carry out any particular assignment under the control and supervision of the Executive Committee, or delegate the authority to such individuals to have authority as deemed appropriate by the Executive Committee and within a period deemed appropriate. The Executive Committee may rescind, revoke, amend or rectify the individuals or delegation of power as and when deemed appropriate
14. To have authority to carry out financial transactions of the company such as opening and closing bank accounts/financial institutions by having the authority to designate the name of the person authorized to sign for the bank account payment order. Including specifying conditions for making payments to the accounts of various banks where the company has accounts
15. To consider opportunities or new company in order to increase the value on investment
16. To select the policy and limitation of investment or exercise of warrants to purchase Ordinary Shares and/or other investing institute which listed in the Stock Exchange of Thailand and investing in bond and/or other bond institute. By this, the value of investing would not exceed the budget which has been approved by the Board of Directors
17. To consider of increase or decrease on proportion of investment in affiliated company and subsidiaries in order to purpose to the Board of Directors to be approved
18. To engage in any other activities as assigned from time to time by the Board of Directors

The authority of the executive committee does not extend to the approval of any matters that may involve a conflict of interest, or any matters in which the executive committee or individuals who may have a conflict of interest with the executive committee have a stake or benefit in any way that conflicts with the company and/or its subsidiaries and/or associated companies, in accordance with the regulations of the Stock Exchange of Thailand and/or the Securities and Exchange Act B.E. 2535, as announced by the Securities and Exchange Commission. Approval of such matters must be presented to the board of directors and/or the shareholders' meeting for consideration and approval, as per the company's regulations or applicable laws, except for approvals of matters that are part of normal business operations or support normal business under general conditions.

5. Chief Executive Officer

Role - Responsibilities of Chief Executive Officer

1. Manages and supervises the operations related to the general administration of the company
2. Authorization in orders, regulations, notification, and memorandum in order to follows to the company's plans
3. To propose policies, Strategic, business plans and annual budgets to the Board of Directors/Executive Committee and responsible of performing the business tasks and plans as assigned from the Board of Directors
4. To control of expenditure on budgets as assigned from the Board of Directors
5. To take responsible for the preparation of Financial Statement for inspection and/or review by the auditors and subsequent presentation to the Audit Committee and the Board of Directors respectively
6. Organize the company's structure and management including employing, shifting, moving, set up the salaries, remuneration, considering on goodness, bonus, welfare and lay off the employees in Executive position within the company whom is not Executive Directors and excluding Chairman
7. To consider and approve of purchasing, renovating and maintaining of hire and hire purchasing office stationary, or anything related to company's products within the limitation of budget as assigned from the Board of Directors
8. To consider and approve of hiring in term of hire purchasing which related to company's Business within the limitation of budget as assigned from the Board of Directors.
9. To consider and approve of repairing, destroying and writing off the company's exhausted asset within the limitation of budget as assigned from the Board of Directors
10. To consider and approve of sending employees to study, seminar and observe
11. To consider and approve of sending employees observe an event or go to a domestic company's product exhibition
12. To consider and approve of sending employees to study, seminar, observe or to foreign exhibit the company's products
13. To consider other subjects as necessities of company business or as assigned by Board of Executive Committee and the Board of Directors
14. To responsible of determine targets, policies of managing company's business in term of human resources within the company and subsidiaries
15. To support and assists to subsidiaries in order to increase competition in company's business
16. To responsible of company business operation by not against the laws, rules, regulation, religion and the company's regulation

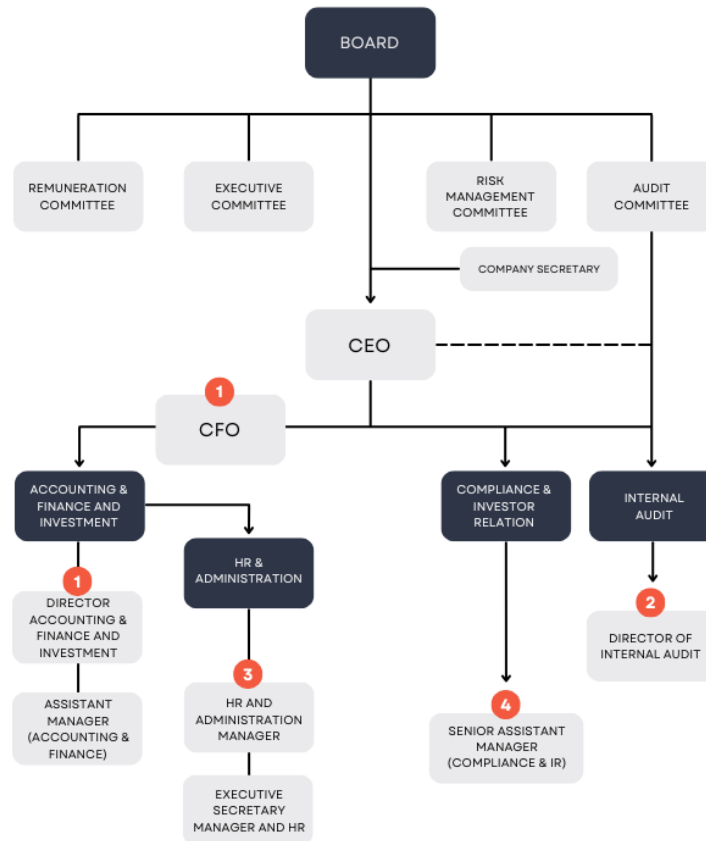
17. To consider and approve the lending and/or credit line guarantee of subsidiaries and/or associated companies and/or other companies in the amount not exceeding as authorized by the Board of Directors
18. To consider and approve any loans, credit line provisions, or applications for loans related to the normal course of business of the Company in the amount for each transaction not exceeding as authorized by the Board of Directors
19. To consider of investing and/or selling of investment in common shares and/or other equities which are listed in The Stock Exchange of Thailand which assigned from Board of Directors
20. To consider protecting against risk from foreign currency exchange rates and interest rates

7.4 Information about Executives

Organization Chart at December 31, 2024

Capital
Engineering
Network PLC.

Executive
Flowchart



Remark: No .1- No.6 is holding executive position follow announcement form Securities and Exchange Commission

7.4.1 Executive

Executive means employee who holds positions of kind to executive and/or authority in administration of company and by definition and management of Securities and Exchange Commission as Managing Director down (highest position in company) who hold equivalent positions at the executive level for all four and also includes anyone as management positions in accounting or finance as manager level and above or equivalent.

As at December 31, 2024 there are 5 Executives as follows:

Name of Executives		Position
1. Miss Laphassarin	Kraiwongwanitrungrung	Acting Chief Executive Officer Chief Financial Officer and Chief Investment Officer
2. Mr. Khomwuthi	Pornnaradol	Internal Audit Director
3. Miss. Chuthamas	Sirimas	Human Resources and Administration Manager
4. Miss Jantharat	Sodsongchit	Senior Assistant Manager, Directing and IR

Management's personal history

Please refer to Appendix 1 for details regarding the directors, executives, and authorized persons responsible for controlling the company, those assigned with the highest responsibility in the accounting and finance department, those directly overseeing accounting practices, and the company secretary.

7.4.2 Policy and Method of compensation

The company has paid compensation to the directors, with approval from the Compensation Committee in its meeting No. 1/2024 on March 15, 2024, following consideration by the Board of Directors in its meeting No. 3/2024 on May 15, 2024, and approved by the Annual General Meeting of Shareholders for the year 2024 on April 30, 2024, for a total amount of 2,500,000 baht, which is the same as in 2023. The payment will be made in installments, with careful consideration of various appropriateness factors and comparisons based on similar industries and economic conditions, as well as the suitability of the number of board members.

7.4.3 Remuneration for Directors and Executives

- Capital Engineering Network Public Company Limited

(1) Monetary Compensation in 2024

(a) Remuneration for Director (meeting fees)

(1) Board of Director (every time attends)

- The meeting allowance for the Chairman of the Board of Directors is 30, 000baht per time.
However, for the Chairman of the Board of Directors who receives the regular salary of the

Company or is a person who receives a salary from an affiliated company will receive a meeting allowance for attending the meeting 20,000baht instead.

- The meeting allowance for the Board of Directors is 20,000baht per time. However, for the Board of Directors who receives the regular salary of the Company or is a person who receives a salary from an affiliated company will receive a meeting allowance for attending the meeting of 5,000 baht instead.

(2) Audit Committee (every time attends)

- Meeting allowance for the Chairman of the Audit Committee 25,000baht per time.
- Meeting allowance for the Audit Committee 15,000baht per time.

(3) Recruitment and Remuneration Committee (every time attends)

- The meeting allowance for the Chairman of the Recruitment and Remuneration Committee is 25,000baht per time. However, for the Chairman of the Recruitment and Remuneration Committee who receives the regular salary of the Company or is a person who receives a salary from an affiliated company will receive a meeting allowance for attending the meeting 20,000baht instead.
- The meeting allowance for the Recruitment and Remuneration Committee is 15,000baht per time. However, for the Recruitment and Remuneration Committee who receives the regular salary of the Company or is a person who receives a salary from an affiliated company will receive a meeting allowance for attending the meeting 5,000baht instead.

(4) Risk Management Committee (every time attends)

- The meeting allowance for the Chairman of the Risk Management Committee is 25,000baht per time. However, for the Chairman of the Risk Management Committee who receives a regular salary from the company or is an employee receiving a salary from a subsidiary, the meeting allowance for attending the meeting will be 20,000 baht instead.
- The meeting allowance for the Risk Management Committee is 15,000baht per time. However, for the Risk Management Committee who receives a regular salary from the company or is an employee receiving a salary from a subsidiary, the meeting allowance for attending the meeting will be 5,000 baht instead.

(5) Executive Committee (every time attends)

- The meeting allowance for the Chairman of the Executive Committee is 15,000baht per time. However, for the Chairman of the Executive Committee who receives the regular salary of the Company or is a person who receives a salary from an affiliated company will not receive the meeting allowance.
- The meeting allowance for the Executive Committee is 10,000baht per time. However, for the Executive Committee who receives the regular salary of the Company or is a person who receives a salary from an affiliated company will not receive the meeting allowance.

In addition, year 2024 the company has paid remuneration for Directors and each committee actually in total amount of 1,180,000 Baht by following details:

(b) The remuneration for Executives

The compensation of the Chief Executive Officer and the first four executives below the CEO, as well as the fourth-level equivalent executives, is as follows:

Total Amount	2024		2023	
	Amount (people)	Amount (Million Baht)	Amount (people)	Amount (Million Baht)
In term of salary, bonus, allowance, meeting allowance, social security, provident fund and employee benefit expenses	5	4.5	5	5.10

(2) Other remuneration fees and benefits

The company has no policies apart from remuneration for directors or employee as normal transaction of company, no shares or debenture given or other securities to company's executives

(1) Other remuneration for directors

-None-

(2) Other remuneration for executives

Executives and first four executives as second from manager and executives at every level equivalent to every fourth in totaling of 5 people has receive compensation in the form of a provident fund.

The company has set up a provident fund thus provident fund members will receive monthly contributions at the rate of 5% of their basic pay which members can accumulate funds into fund at the rate of 5-15% of wages as voluntary of members, If any month, members do not accumulate money into the fund then employer does not have to pay contributions to that member in that month thus when members become de-active, they will receive a contribution, including the average net benefit under the terms of the fund.

- Subsidiaries

- Sky Tower Public Company Limited

(1) Monetary Compensation in 2024

(a) Remuneration for Director (meeting fees)

- (1) Board of Director (every time attends)

- The meeting allowance for the Chairman of the Board of Directors is 30, 000baht per time. However, for the Chairman of the Board of Directors who receives the regular salary of the Company or is a person who receives a salary from an affiliated company will receive a meeting allowance for attending the meeting 20, 000baht instead.
- The meeting allowance for the Board of Directors is 18, 000baht per time. However, for the Board of Directors who receives the regular salary of the Company or is a person who receives a salary from an affiliated company will receive a meeting allowance for attending the meeting of 5, 000 baht instead.

(2) Audit Committee (every time attends)

- Meeting allowance for the Chairman of the Audit Committee 25, 000baht per time.
- Meeting allowance for the Audit Committee 18, 000baht per time.

(3) Recruitment and Remuneration Committee (every time attends)

- The meeting allowance for the Chairman of the Recruitment and Remuneration Committee is 25, 000baht per time. However, for the Chairman of the Recruitment and Remuneration Committee who receives the regular salary of the Company or is a person who receives a salary from an affiliated company will receive a meeting allowance for attending the meeting 20, 000baht instead.
- The meeting allowance for the Recruitment and Remuneration Committee is 18, 000baht per time. However, for the Recruitment and Remuneration Committee who receives the regular salary of the Company or is a person who receives a salary from an affiliated company will receive a meeting allowance for attending the meeting 5, 000baht instead.

(4) Risk Management Committee (every time attends)

- The meeting allowance for the Chairman of the Risk Management Committee is 10, 000baht per time. However, for the Chairman of the Risk Management Committee who receives a regular salary from the company or is an employee receiving a salary from a subsidiary, the meeting allowance for attending the meeting will be 5,000 baht instead.
- The meeting allowance for the Risk Management Committee is 6, 000baht per time. However, for the Risk Management Committee who receives a regular salary from the company or is an employee receiving a salary from a subsidiary, the meeting allowance for attending the meeting will be 3,000 baht instead.

(5) Executive Committee (every time attends)

- The meeting allowance for the Chairman of the Executive Committee is 15, 000baht per time. However, for the Chairman of the Executive Committee who receives the regular salary of the

Company or is a person who receives a salary from an affiliated company will not receive the meeting allowance.

- The meeting allowance for the Executive Committee is 12, 000baht per time. However, for the Executive Committee who receives the regular salary of the Company or is a person who receives a salary from an affiliated company will not receive the meeting allowance.

In 2024, Sky Tower Public Company Limited has paid remuneration for directors for Directors and each committee actually in total amount of 1,830,000 Baht by following details:

(b) The remuneration for Executive

The compensation of the Chief Executive Officer and the first four executives below the CEO, as well as the fourth-level equivalent executives, is as follows:

Total Amount	2024		2023	
	Amount (people)	Amount (Million Baht)	Amount (people)	Amount (Million Baht)
In term of salary, bonus, allowance, meeting allowance, social security, provident fund and employee benefit expenses	9	12.20	6	19.99

(1) Other remuneration fees and benefits

Sky Tower Public Company Limited has no policies on pay any other remuneration fees apart from compensation as directors or employees; no shares or debenture given or other securities to company's executives

(2) Compensation Policies and Methods

Sky Tower Public Company Limited has paid compensation to its directors, with approval from the Nomination and Remuneration Committee in its meeting No. 1/2024 on March 8, 2024. This was subsequently reviewed by the Board of Directors in its meeting No. 3/2024 on the same day and approved by the Annual General Meeting of Shareholders for the year 2024 on April 17, 2024, for a total amount of 1,900,000 baht. This amount is allocated according to the same ratio as in 2023 and is to be paid in installments. The details were carefully considered for appropriateness and compared with similar industries and economic conditions, as well as the suitability of the number of board members.

- Rayong Wire Industries Public Company Limited

(1) Monetary Compensation in 2024

(a) Remuneration for Director (meeting fees)

(1) Board of Director (every time attends)

- The meeting allowance for the Chairman of the Board of Directors is 30,000 baht per time. However, for the Chairman of the Board of Directors who receives the regular salary of the Company or is a person who receives a salary from an affiliated company will receive a meeting allowance for attending the meeting 20,000 baht instead.
- The meeting allowance for the Board of Directors is 20,000 baht per time. However, for the Board of Directors who receives the regular salary of the Company or is a person who receives a salary from an affiliated company will receive a meeting allowance for attending the meeting of 5,000 baht instead.

(2) Audit Committee (every time attends)

- Meeting allowance for the Chairman of the Audit Committee 25,000 baht per time.
- Meeting allowance for the Audit Committee 15,000 baht per time.

(3) Recruitment and Remuneration Committee (every time attends)

- The meeting allowance for the Chairman of the Recruitment and Remuneration Committee is 25,000 baht per time. However, for the Chairman of the Recruitment and Remuneration Committee who receives the regular salary of the Company or is a person who receives a salary from an affiliated company will receive a meeting allowance for attending the meeting 20,000 baht instead.
- The meeting allowance for the Recruitment and Remuneration Committee is 15,000 baht per time. However, for the Recruitment and Remuneration Committee who receives the regular salary of the Company or is a person who receives a salary from an affiliated company will receive a meeting allowance for attending the meeting 5,000 baht instead.

(4) Executive Committee (every time attends)

- The meeting allowance for the Chairman of the Executive Committee is 15,000 baht per time. However, for the Chairman of the Executive Committee who receives the regular salary of the Company or is a person who receives a salary from an affiliated company will not receive the meeting allowance.
- The meeting allowance for the Executive Committee is 10,000 baht per time. However, for the Executive Committee who receives the regular salary of the Company or is a person who receives a salary from an affiliated company will not receive the meeting allowance.

In 2024, Rayong Wire Industries Public Company Limited has paid remuneration for directors for Directors and each committee actually in total amount of 1,045,000 Baht.

(b) The remuneration for Executives

The compensation of the Chief Executive Officer and the first four executives below the CEO, as well as the fourth-level equivalent executives, is as follows:

Total Amount	2024		2023	
	Amount (people)	Amount (Million Baht)	Amount (people)	Amount (Million Baht)
Salary, bonuses, housing allowance, social security contributions, provident fund, and employee benefits expenses.	5	7.41	5	6.055

(2) Other remuneration fees and benefits

Rayong Wire Industries Public Company Limited has no policies on pay any other remuneration fees apart from compensation as directors or employees; no shares or debenture given or other securities to company's executives.

(3) Compensation Policies and Methods

Rayong Wire Industries Public Company Limited has paid compensation to its directors, approved by the Compensation Committee in its meeting No. 1/2024 on March 13, 2024, and reviewed by the Board of Directors in its meeting No. 2/2024 on the same day. This was subsequently approved by the Annual General Meeting of Shareholders for the year 2024 on April 30, 2024, with a total amount of 1,800,000 baht, which is the same as in 2023. The payment is to be made in installments, after careful consideration of various appropriateness factors and comparisons with similar industries and economic conditions, as well as the suitability of the number of board members.

- **Enesol Company Limited**

(1) Monetary Compensation in 2024

(a) Remuneration for Director (meeting fees)

(1) Board of Director (every time attends)

- The meeting allowance is 10,000 baht per meeting. However, for the chairman of the company's board who receives a regular salary from the company or is an employee receiving a salary from a subsidiary, the meeting allowance for attending a meeting will be 5,000 baht instead.

(2) Company Director (every time attends)

- The meeting allowance is 5,000 baht per meeting. However, for any board member who receives a regular salary from the company or is an employee receiving a salary from a subsidiary, the meeting allowance for attending the meeting will be 3,000 baht instead.

In 2024, Enesol Company Limited paid a total compensation to the directors in the amount of 44,000 baht.

(b) The remuneration for Executives

The compensation of the managing director and executives is as follows:

Total Amount	2024		2023	
	Amount (people)	Amount (Million Baht)	Amount (people)	Amount (Million Baht)
Salary, bonuses, housing allowance, social security contributions, provident fund, and employee benefits expenses.	3	8.24	3	7.31

(2) Other remuneration fees and benefits

Enesol Company Limited has no policies on pay any other remuneration fees apart from compensation as directors or employees; no shares or debenture given or other securities to company's executives

(3) Compensation Policies and Methods

Enesol Company Limited has paid compensation for directors by approval from the Board of Director No.1/2024 held on February 23, 2024 and 2024 Annual General Meeting of Shareholders held on April 26, 2024.

● **WJC Enterprise Company Limited**

(1) Monetary Compensation in 2024

(a) Remuneration for Director (meeting fees)

(1) Board of Director (every time attends)

- The meeting allowance is 10,000 baht per meeting. However, for the chairman of the company's board who receives a regular salary from the company or is an employee receiving a salary from a subsidiary, the meeting allowance for attending a meeting will be 5,000 baht instead.

(2) Company Director (every time attends)

- The meeting allowance is 5,000 baht per meeting. However, for any board member who receives a regular salary from the company or is an employee receiving a salary from a subsidiary, the meeting allowance for attending the meeting will be 3,000 baht instead.

In 2024, WJC Enterprise Company Limited has not provided any compensation to the directors.

(b) The remuneration for Executives

- None -

(2) Other remuneration fees and benefits

WJC Enterprise Company Limited has no policies on pay any other remuneration fees apart from compensation as directors or employees; no shares or debenture given or other securities to company's executives

(3) Compensation Policies and Methods

WJC Enterprise Company Limited has paid compensation to the directors, which was reviewed by the company's board of directors in Meeting No. 1/2024 on February 23, 2024, and approved by the annual general meeting of shareholders for the year 2024 on April 26, 2024.

- **Medisphere Company Limited**

(1) Monetary Compensation in 2024

(a) Remuneration for Director (meeting fees)

(1) Board of Director (every time attends)

- The meeting allowance is 10,000 baht per meeting. However, for the chairman of the company's board who receives a regular salary from the company or is an employee receiving a salary from a subsidiary, the meeting allowance for attending a meeting will be 5,000 baht instead.

(2) Company Director (every time attends)

- The meeting allowance is 5,000 baht per meeting. However, for any board member who receives a regular salary from the company or is an employee receiving a salary from a subsidiary, the meeting allowance for attending the meeting will be 3,000 baht instead.

In the year 2024, Medisphere Company Limited paid a total compensation to the directors in the amount of 64,000 baht.

(b) The remuneration for Executives

The compensation of the managing director and executives is as follows:

Total Amount	2024		2023	
	Amount (people)	Amount (Million Baht)	Amount (people)	Amount (Million Baht)
Salary, bonuses, housing allowance, social security contributions, provident fund, and employee benefits expenses.	7	2.51	-	-

(2) Other remuneration fees and benefits

Medisphere Company Limited has no policy to provide any compensation other than the remuneration received as directors or employees from the company in the ordinary course. No shares, debentures, or any other securities are granted to the company's executives.

(3) Compensation Policies and Methods

Medisphere Company Limited has paid compensation to the directors, following the consideration of the Board of Directors in Meeting No. 1/2024 on February 23, 2024, and approved by the Annual General Meeting of Shareholders for the year 2024 on April 26, 2024.

- **Evergreen Biomass Company Limited**

- (1) **Monetary Compensation in 2024**

- (a) **Remuneration for Director (meeting fees)**

- (1) **Board of Director (every time attends)**

- The meeting allowance is 10,000 baht per meeting. However, for the chairman of the company's board who receives a regular salary from the company or is an employee receiving a salary from a subsidiary, the meeting allowance for attending a meeting will be 5,000 baht instead.

- (2) **Company Director (every time attends)**

- The meeting allowance is 5,000 baht per meeting. However, for any board member who receives a regular salary from the company or is an employee receiving a salary from a subsidiary, the meeting allowance for attending the meeting will be 3,000 baht instead.

In 2024, Evergreen Biomass Company Limited has not provided any compensation to the directors.

- (b) **The remuneration for Executives**

- None -

- (2) **Other remuneration fees and benefits**

Evergreen Biomass Company Limited has no policies on pay any other remuneration fees apart from compensation as directors or employees; no shares or debenture given or other securities to company's executives

- (3) **Compensation Policies and Methods**

Evergreen Biomass Company Limited has paid compensation to the directors, which was reviewed by the company's board of directors in Meeting No. 1/2024 on February 23, 2024, and approved by the annual general meeting of shareholders for the year 2024 on April 26, 2024.

- **Capital Digital Network Company Limited**

- (1) **Monetary Compensation in 2024**

- (a) **Remuneration for Director (meeting fees)**

- (1) **Board of Director (every time attends)**

- The meeting allowance is 10,000 baht per meeting. However, for the chairman of the company's board who receives a regular salary from the company or is an employee receiving a salary from a subsidiary, the meeting allowance for attending a meeting will be 5,000 baht instead.

- (2) **Company Director (every time attends)**

- The meeting allowance is 5,000 baht per meeting. However, for any board member who receives a regular salary from the company or is an employee receiving a salary from a

subsidiary, the meeting allowance for attending the meeting will be 3,000 baht instead.

In 2024, Capital Digital Network Company Limited has not provided any compensation to the directors.

(2) Other remuneration fees and benefits

Capital Digital Network Company Limited has no policies on pay any other remuneration fees apart from compensation as directors or employees; no shares or debenture given or other securities to company's executives

(3) Compensation Policies and Methods

Capital Digital Network Company Limited has paid compensation to the directors, which was reviewed by the company's board of directors in Meeting No. 1/2024 on February 23, 2024, and approved by the annual general meeting of shareholders for the year 2024 on April 26, 2024.

7.5 Information about Employees

7.5.1 Total number of Employees

As of December 31, 2024, the Company and its subsidiaries have a total of 234 employees, divided as follows:

Details	CEN	STOWER	RWI	ENS	WJC	MEDI	EBM	TOTAL
Administration	13	38	22	8	-	1	-	146
Production	-	86	63	3	-	-	-	131
Total	13	124	85	11	-	-	-	277

7.5.2 The number of employees changed significantly in the past 3 years

-None-

7.5.3 Labor dispute in the past 3 years

-None-

7.5.4 Total compensation of all employees

In 2024, the company and its subsidiaries has paid compensation in term of salary, Diligence Allowance, Bonus and other compensation in totaling 87.29 Million Baht

- **Wages and Salaries**

Monthly paid compensation to employees due to practice of employees for company which may consider from position holds, duties and responsibilities to organization.

- **Bonus**

Special compensation to employees by considering from turnover each year by not requiring fixed rate.

- **Funds contribution**

The company has funds contribution for benefit to employees and support on saving includes motivate employees to perform with company for long term. Employee who is a member of Provident Fund, members will receive monthly contributions at the rate of 3.5% of their basic pay which members can accumulate funds into fund at the rate of 5-15% of wages as voluntary of members. If any month, members do not accumulate money into the fund then employer does not have to pay contributions to that member in that month thus when members become de-active, they will receive a contribution, including the average net benefit under the terms of the fund.

7.5.4 Development Policy on employee

The company and its subsidiaries has commitment on personal development in accordance with policies and situations based on integrated knowledge for employees to have knowledge, skills and competencies in various fields as well as morality, ethics and good quality of life.

The company and its subsidiaries has set management guideline by starting from explore need for training and personnel development, designing the curriculum to suit the job type, transfer knowledge into operation manual and apply knowledge to work as well as creating innovations in order to encourage employee to practice and regularly review their knowledge by participate in learning and sharing of their work experience with colleagues in order to give knowledge to be with the organization forever.

The company and its subsidiaries has play attention On the Job Training (OJT) by having specialist in each field to take care of internship of trainee, training focusing on practicing by building knowledge, understanding as suitable directly to the job as results are clear, low cost and learning from practice under real circumstances.

The company and its subsidiaries has design course to develop on personnel which covered direction for company's operation by focusing on practicing so can apply to work or daily life immediately.

The company and its subsidiaries has play attention on anti-corruption and implanted into corporate culture by giving orientation to new employees in order to communicate for acknowledge operator and implement. By this, company and its subsidiaries has training and measurement of policy continuously in accordance to plans which covered 100% of company personnel. Apart from this training- company and its subsidiaries has held activities in order to create more knowledge and ideas.

7.6 Other Important Information

7.6.1 List of persons assigned to be responsible for the following

1. Company Secretary

The company has set Company Secretary which has duties on coordinate between Boards and Management in term of Law and any related rules for supporting good corporate governance. By this, the company will practice and follows regulations and announcement of The Stock Exchange of Thailand and Securities and Exchange Commission. In addition, the company's board of directors has appointed Ms. Jantharat Sodsongchit as the company secretary. She completed training in the Company Secretary Program (CSP) from the Thai Institute of Directors Association (IOD) on October 26-27, 2021, and participated in the company secretary professional development program in 2022.

Composition and properties

1. Has basic knowledge on law and regulation regulatory authorities with respect to the law on Public Law and Law in accordance to Securities and The Stock Exchange of Thailand
2. Has knowledge and understanding of the principles of corporate governance and good practice in corporate governance
3. Has knowledge in company's business and good in communication

(The qualifications of the person holding this position appears in Appendix 1)

2. Those assigned to be directly responsible for overseeing accounting

The company has set those assigned to be directly responsible for overseeing account and finance for preparation of quality financial reports and oversight in accordance with guidelines of the Security and Exchange Commission and Stock Exchange of Thailand to Miss Laphassarin Kraiwongwanitrungr to holding position of Chief Financial Officer (CFO) passed Continuing Professional Development in term of accounting for 12 hours per year and account controller which have qualifications and condition of being an accountant in accordance with rules prescribed in Notification of Department of Business Development, Ministry of Commerce and passed the CFO training course, Certification Program 23.

(The qualifications of the person holding this position appears in Appendix 1)

3. Head of Internal Audit

The Company appoints Mr. Komwuthi Pornradol, Director of Internal Audit Department and Secretary of the Audit Committee. Being the head of the internal audit department Has a duty to perform internal audit work. to achieve the internal control objectives by the Executive Committee and the Audit Committee Participate in the consideration of the internal audit report in essence enough. To have a system or work process systematically managed and effective. In this regard, the executives of all departments are involved in considering methods of

improvement/correction in order to have operational methods consistent with the Company's policy. and has an adequate internal control system. The Audit Committee is of the opinion that the Company's internal audit supervisor is appropriate to perform such duties efficiently.

(The qualifications of the person holding this position appears in Appendix 3)

4. Head of Operations

The Company has assigned Miss Jantharat Sodsongchit as the head of the compliance department to oversee the compliance of the government agencies that supervise the company's business operations.

(The qualifications of the person holding this position appears in Appendix 3)

7.6.2 Head of Investor Relations

The company has assigned Miss Jantharat Sodsongchit as Head of Investor Relations

Contact Channel

E-mail : Cen_IR@cenplc.com

Telephone : 02-049-1041 Ext. 1022

7.6.3 Remuneration Fee of Auditor

In 2024, SP AUDIT COMPANY LIMITED ("SP Audit") as company and its subsidiaries auditor by following details

No.	Companies	Amount (Baht)
1.	Capital Engineering Network Public Company Limited	1,575,000
2.	Sky Tower Public Company Limited	1,570,000
3.	Rayong Wire Industries Public Company Limited	1,365,000
4.	Enesol Company Limited	680,000
5.	WJC Enterprise Company Limited	65,000
6.	Medisphere Company Limited	650,000
7.	Evergreen Biomass Company Limited	65,000
8.	Paradise Green Energy Company Limited	65,000
9.	Ultra Asia Company Limited	325,000
10.	Capital Digital Network Company Limited	65,000
Total		5,880,000

Therefore, SP Audit Company Limited and auditors as non-directors, employees or any other position in accordance to section 112 of PUBLIC COMPANY LIMITED ACT B.E.2535 which includes no relationship and no

interest among company, subsidiaries, executives, major shareholders or related person thus auditors are independence and get approval from Securities and Exchange Commission. Apart from this, company does not use any other professional services from SP Audit Company Limited (“SP Audit”).

Incidentally, Directors and Executives never be employees or partners or any other related to SP Audit Company Limited (“SP Audit”) during the past 3 years.

Non-audit fee

The company and its subsidiaries has no other fees

7.6.4 Report of securities holding and changes in securities holding of directors and executives

As of December 31, 2024

Name of Directors / Executives		2023	+ (-) During Year 2024	2024	
		Directors / Executives	Directors / Executives	Directors / Executives	%
1.	Dr. Visit Ongpipattanakul	None	None	None	-
2.	Mr. Siriphong Vongvuttipornchai	None	None	None	-
3.	Miss Laphassarin Kraiwongwanitrun	None	None	None	
4.	Mr. Jakkathan Yothanan	None	None	None	-
5.	Dr. Krissada Surawathanawises	None	None	None	-
6.	Lt. Gen. Dr.Krisada Suthaanintr	None	None	None	
7.	Mr.Fong Wai Leong	None	None	None	-
8.	Mr. Anwin Lim	None	None	None	-
9.	Mr. Aruk Onsuphab	None	None	None	-
10.	Mr. Khomwuthi Pornnaradol	None	None	None	-
11.	Miss Chuthamas Sirimas	None	None	None	-
12.	Miss Jantharat Sodsongchit	400	None	400	-

Remark : - Spouse and children do not hold shares

- No. 10 - 113 is an executive According to the definition of the SEC

8. Report on Key Performance

8.1 Summary of performance of Director for the past year

8.1.1 Recruiting, developing and evaluating the performance of the Board of Directors

(1) Independent Director

As of December 31, 2024, the Company has 3 independent directors, out of 9 directors, representing 33.33% of the Company's directors, namely:

1. Dr. Visit Ongpipattanakul
2. Mr. Jakkathan Yothanan
3. Dr. Krissada Surawathanawises

The company has defined independent definitions. Director according to the requirements of the Capital Market Supervisory Board that determines independent qualifications. Directors must be able to take care of the interests of shareholders equally and not cause conflicts of interest. In addition, there is enough time to perform the duties of the directors. and able to attend meetings of the Board of Directors regularly and can express their opinions independently.

In this regard, the resolution of the Board of Directors' Meeting No. 1/2014 on February 26, 2014 determined the qualifications of the Company's independent directors that are stricter than those of the independent directors in accordance with the criteria of the Capital Markets Committee as follows:

1. Holding share not more than 0.5% of total qualified votes of company, major company, subsidiaries, associates, major shareholders or authorized person who controls the company. This includes holding shares for a related person to an individual independently.
2. Shall not be a Director, staff, employee, monthly consultant or authorized person who controls company, subsidiaries, associates, the same level of subsidiaries, major shareholders unless termination of such relationship has been not less than 2 years before appointed as Audit Committee. Mentioned, the relationship does not include independent formers governor or consultant of the governor, which are major shareholders or authorized person who control the company.
3. No Family relationship or registered under law as father, mother, spouse, brother and child includes spouse's child, executives, major shareholders, authorized control person or any person proposed as Executives or authorized control person of company or subsidiaries.
4. No business relationship with the company, major company, subsidiaries, associates, major shareholders or company control person in nature of interfering with independent discretion nor are or have been a significant shareholder or who has control of people who have business relationships with major companies, subsidiaries, associates, major shareholders or person control of company unless the

termination of such relationship has been not less than 2 years prior before being appointed as Independent Directors.

Business Relationship under the first paragraph including any business trading to operates, lease, property rental or transaction involving assets or services or giving or receiving financial assistance with reception or loan, a guarantee of assets as collateral as well as other circumstances with effects company or contract parties owed to the other party from 3% of company tangible assets or from 25 Million Baht onward whichever is lower. By this, the calculations of liabilities are in accordance with the calculation of related transactions as announced from Capital Market Supervisory Board by deferring only to consider the debt burden than total debts incurred during 1 year before the date of business relationship with the same person.

5. Nor or Auditor of company, subsidiaries, associates, major shareholders or person control company nor are or have been significant shareholders or who has control of people or partner of Audit Firm with a partner of Auditor of company, subsidiaries, associates, major shareholders or people control company belong unless the termination of such relationship has been not less than 2 years prior before being appointed as Independent Directors.
6. Not be or used to be professional services including law consulting service or financial assistance which has been charged over 2 million Baht per year from the company, subsidiaries, associates, major shareholders or people control company nor are or have been significant shareholders or who has control of people or partner with professional services unless the termination of such relationship has been not less than 2 years prior before being appointed as Independent Directors.
7. Not be appointed Directors on behalf of Company Director, major shareholders or shareholders who are concerned with major shareholders.
8. Not operate the same business and significant competitive business with company or subsidiaries or not significant partner in partnership or Directors of such business, employees who earn fixed or held more than 1 percent of overall Ordinary Share of another company which operates the same business and be a sign with company or subsidiaries.
9. No other characteristic preventing the independent opinion of company operation.

After the appointment of independent directors whose characters stipulated in clauses 1 to 9, the independent directors may be assigned by the Board of Directors to decide on the operation of company, major company, subsidiaries, subsidiary of the same level, major shareholder or authorized person of company in collective decision form.

(2) Director and Chief Executive

- **Director Recruiting** Currently, the company has not officially appointed a selection committee, but in the selection process, the Board of Directors has jointly considered qualifications, experience, multidisciplinary expertise, vision, integrity, and unblemished track record and can freely express their opinions. Including performance as a Director in the past by proposing to the Board of Directors meeting for consideration and approval

before being presented to the shareholders' meeting unless the Director position is empty. by not being out of the agenda The Board may consider appointing a person to be a director in a vacant position in accordance with the Company's Articles of Association.

However, the Company's directors and senior executives have never been employees. or a partner of an external audit firm that has been used by the Company for the past 2 years.

- **Executive Director Recruiting** The Board of Directors will appoint Executive Director by considering selection from Director. or executives of the company or a Sub-Director or an executive of a subsidiary which must be a person with knowledge and ability The expertise is suitable for the business of the company. able to formulate policies, strategies and supervise the implementation of strategies with efficiency and effectiveness.

- **Independent Director Recruiting** Independent Director recruitment is based on the Director component. and independent properties Director designated by the company and in accordance with the rules prescribed in the Notification of the Capital Market Supervisory Board and present it to the Board of Directors meeting and/or the Company's shareholders' meeting Consider appointing Independent Director if independent. Director retires The company will recruit qualified candidates to replace them. and will maintain the number of Independent Director to complete according to the criteria.

- **Recruitment of Senior Management** Senior management means the Chief Executive Officer. At present, the Company has not formally appointed the Nomination Committee, but in the said selection process The Board of Directors has jointly considered from qualified members who have knowledge, abilities and experience in a wide range of professions in the industry. Accounting and Finance Management, Legal and Auditing with necessary skills in the management of the company with the qualifications and use the experience to benefit the company including having a vision of being a virtuous person and has an unblemished work history freely express opinions The Board of Directors has clearly defined the duties and responsibilities of the Board of Directors. This includes following the general principles of the Director's Guidelines listed below

1. Fiduciary Duties
2. Duty of Care
3. Duty of Loyalty
4. Accountable

In 2024, the Company has restructured its directors. causing the proportion of directors who are executives Non-Executive Director and Independent Director is appropriate and performs duties strictly in accordance with good corporate governance principles with independent Director 33.33%

8.1.2 Meeting Attendance and Remuneration for Individual Director
(1) The number of meeting attendance

Board of Directors, Audit Committee, Executive Committee, Remuneration Committee and Risk Management Committee has set Schedule regular meetings of each faculty in advance 1 year and may make additional appointments as special meetings as necessary

Meeting of each Committee	Total (2024)
2024 Annual General Meeting of Shareholders	1
Board of Director	5
Audit Committee	5
Executive Committee	3
Nomination and Remuneration Committee	2
Risk Management Committee	-

Name of Director	Attendance of the meeting / total attends (Time)						
	Annual General Meeting of Shareholders	Board of Director	Audit Committee	Executive Committee	Nomination and Remuneration Committee	Risk Management Committee	
1. Dr. Visit Ongpipattanakul	1/1	5/5	5/5	3/3	2/2	-	
2. Mr. Theerachai Leenabanchong ¹	1/1	5/4	-	3/2	-	-	
3. Mr. Siriphong Vongvuttiornchai	1/1	5/5	-	3/3	-	-	
4. Miss Laphassarin Kraiwongwanitrun	1/1	5/5	-	3/3	-	-	
5. Dr. Krissada Surawathanawises	1/1	5/5	5/4	3/3	2/2		
6. Mr. Jakkathan Yothannan	1/1	5/5	5/5	3/3	2/2	-	
7. Mr. Wai Leong Fong		3/5	-	-	-	-	
8. Lt. Gen. Dr.Krisada Suthaanintr	1/1	5/5	-	-	-	-	
9. Mr. Anwin Lim	1/1	5/5	5/5	3/3	2/2	-	
10. Mr. Aruk Onsuphab ²	-/-	-/-	-	1/1	-	-	

Remark

- | | |
|---------------------------------|--|
| 1. Mr. Theerachai Leenabanchong | Resignation from Director, Executive on November 1, 2024 |
| 2. Mr. Aruk Onsuphab | Appointed as a Director on November 14, 2024 |

(2) Remuneration for Directors

Capital Engineering Network Public Company Limited

Name/Position	Compensation (Baht)					
	Board of Director	Executive Committee	Audit Committee	Nomination and Remuneration Committee	Risk Management Committee	TOTAL
1. Dr. Visit Ongpipattanakul - Chairman - Independent Director - Chairman of Audit Committee - Chairman of Remuneration Committee	150,000	-	125,000	50,000	-	325,000
2. Mr. Theerachai Leenabanchong¹ - Vice Chairman No.1 - Executive Committee	20,000	-	-	-	-	20,000
3. Mr. Siriphong Vongvuttipornchai² - Vice Chairman No.1 - Chairman of the Executive Committee - Chairman of Risk Management Committee	100,000	45,000	-	-	-	145,000
4. Miss Laphassarin Kraiwongwanitrun³ - Vice Chairman No.2 - Acting Chief Service Officer	25,000	-	-	-	-	25,000
5. Dr. Krissada Surawathanawises - Director - Independent Director, Audit Committee - Remuneration Committee - Risk Management Committee	100,000	-	60,000	30,000	-	190,000
6. Mr. Jakkathan Yothanan - Director - Independent Director, Audit Committee - Remuneration Committee - Risk Management Committee	100,000	-	75,000	30,000	-	205,000

Name/Position	Compensation (Baht)					
	Board of Director	Executive Committee	Audit Committee	Nomination and Remuneration Committee	Risk Management Committee	TOTAL
7. Mr.Fong Wai Leong - Director	60,000	-	-	-	-	60,000
8. Lt. Gen. Dr.Krisada Suthaanintr - Director	100,000	-	-	-	-	100,000
9. Mr.Lim Anwin - Director	100,000	-	-	-	-	100,000
10. Mr. Aruk Onsuphab ⁴ - Director - Executive Committee	-	10,000	-	-	-	10,000
Total	755,000	55,000	260,000	110,000	-	1,180,000

Remark

- | | |
|--|--|
| 1. Mr. Theerachai Leenabanchong | Resignation from Director, Executive on November 1, 2024 |
| 2. Mr. Siriphong Vongvuttipornchai | Appointed as a Vice Chairman no.1 on November 14, 2024 |
| 3. Miss Laphassarin Kraiwongwanitrungr | Appointed as a Vice Chairman no.2 on November 14, 2024 |
| 4. Mr. Aruk Onsuphab | Appointed as a Director on November 14, 2024 |

Subsidiaries

- Sky Tower Public Company Limited

Name/Position	Compensation (Baht)					
	Board of Director	Audit Committee	Nomination and Remuneration Committee	Risk Management Committee	Executive Committee	TOTAL
1. Dr. Nutavoot Pongsiri - Chairman <i>(Appointed as a company director on December 23, 2024)</i>	-	-	-	-	-	-
2. Ms. Laphassarin Kraiwongwanitrun - Vice Chairman - Chairman of Executive Committee - Chief Executive Officer <i>(Appointed as Company Director and Executive Director on August 13, 2024, and as Vice Chairman and Chairman of the Executive Committee on November 13, 2024)</i>	30,000	-	-	-	-	30,000
3. Ms. Yuwamon Malai - Director - Independent Director - Chairman of Audit Committee - Risk Management Committee <i>(Appointed as Company Director and Chairman of the Audit Committee on October 8, 2024)</i>	36,000	50,000	-	6,000	-	92,000
4. Mrs. Pimsiri Pinrod - Director - Independent Director - Audit Committee - Chairman of Nomination and Remuneration Committee - Chairman of Risk Management Committee	90,000	72,000	68,000	30,000	-	260,000

Name/Position	Compensation (Baht)					
	Board of Director	Audit Committee	Nomination and Remuneration Committee	Risk Management Committee	Executive Committee	TOTAL
<i>(Appointed as Company Director according to the resolution of the Annual General Meeting of Shareholders for the year 2024 on April 17, 2024.</i> <i>Appointed as Chairman of the Risk Management Committee on May 14, 2024.</i> <i>Appointed as Chairman of the Nomination and Remuneration Committee on August 13, 2024.)</i>						
5. Mr. Polpong Jiraphan - Director - Independent Director - Audit Committee - Nomination and Remuneration Committee <i>(Appointed as Company Director, Audit Committee Member, and Nomination and Remuneration Committee Member on August 13, 2024)</i>	54,000	36,000	36,000	-	-	126,000
6. Dr. Ronnachit Mahattanapreut - Director - Executive Committee	135,000	-	-	-	126,000	261,000
7. Mr. Ukris Aphiratimai - Director - Independent Director - Risk Management Committee - Executive Committee <i>(Appointed as Company Director, Risk Management Director, and Executive Director on December 23, 2024.)</i>	-	-	-	-	-	-
8. Mr. Poonpat Loharjun - Director - Executive Committee	90,000	-	-	-	84,000	174,000

Name/Position	Compensation (Baht)					
	Board of Director	Audit Committee	Nomination and Remuneration Committee	Risk Management Committee	Executive Committee	TOTAL
<i>(Appointed as Company Director according to the resolution of the 2024 AGM on April 17, 2024, and appointed as Executive Director on May 14, 2024.)</i>						
9. Mrs. Rungnapa Suwannachart - Director - Executive Committee <i>(Appointed as a company director and executive director on December 23, 2024)</i>	-	-	-	-	-	-
10. Mr. Thanatip Upatising - Chairman <i>(Resignation from Director on November 14, 2024)</i>	210,000	-	-	-	-	210,000
11. Mr.Theerachai Leenabanchong - Vice Chairman - Chairman of the Executive Committee - Chief Executive Officer (CEO) <i>(Resignation from director and all positions in subcommittees on November 1, 2024)</i>	30,000	-	20,000	9,000	-	59,000
12. Ms.Wanna Maluengnon - Director - Independent Director - Chairman of the Audit Committee - Risk Management Committee <i>(Resignation from director and all positions in subcommittees on August 14, 2024)</i>	81,000	150,000	-	11,000	-	242,000
13. Mr.Pianchai Thawornrat - Director - Independent Director - Audit Committee	63,000	78,000	50,000	-	-	191,000

Name/Position	Compensation (Baht)					
	Board of Director	Audit Committee	Nomination and Remuneration Committee	Risk Management Committee	Executive Committee	TOTAL
- Chairman of Nomination and Remuneration Committee <i>(Resignation from director and all positions in subcommittees on August 6, 2024)</i>						
14. Dr.Nathee Naktnasukanjn - Director - Independent Director - Audit Committee - Nomination and Remuneration Committee - Chairman of Risk Management Committee <i>(Completed the term as company director per the 2024 AGM and resigned from all subcommittees on April 17, 2024)</i>	45,000	60,000	15,000	10,000	-	130,000
15. Mr.Surapong Sae Yong - Director - Executive Committee - Deputy Managing Director of Operations and Corporate Services <i>(Resigned from Company Director and Executive Director positions on December 20, 2024.)</i>	35,000	-	-	-	-	35,000
16. Mr.Chalothorn Leelamali - Director - Executive Committee - Senior Vice President of Finance and Accounting - Company Secretary - Chief Financial Officer (CFO)	20,000	-	-	-	-	20,000

Name/Position	Compensation (Baht)					
	Board of Director	Audit Committee	Nomination and Remuneration Committee	Risk Management Committee	Executive Committee	TOTAL
<i>(Resigned from the position of Company Director and Executive Director on July 17, 2024.)</i>						
17. Mr.Pornthep Jarukijkhajorn - Director - Executive Committee - Deputy Managing Director of Operations and Sales <i>(Completed the term as Company Director according to the 2024 AGM on April 17, 2024, and resigned from the position of Executive Director on August 1, 2024)</i>	15,000	-	-	-	-	15,000
18. Mr.chayapong Choonak - Executive Committee	-	-	-	-	-	-
Total	934,000	446,000	189,000	66,000	210,000	1,845,000

Rayong Wire Industries Public Company Limited

Name/Position	Compensation (Baht)				
	Board of Director	Audit Committee	Nomination and Remuneration Committee	Executive Committee	Total
1. Mr.Somchai Apiwattanapron - Chairman	150,000	-	-	-	150,000
2. Mr. Worawit Siriwatwimol - Director - Chairman of the Audit Committee, Independent Director - Chairman of the Nomination and Remuneration Committee	100,000	125,000	50,000	-	275,000
3. Mr. Wichian Sophanpanichkul - Director - Audit Committee, Independent Director - Nomination and Remuneration Committee	100,000	75,000	30,000	-	205,000
4. Mr. Anivut Pongpaijit - Director - Audit Committee, Independent Director	100,000	75,000	-	-	175,000
5. Ms. Wanna Sakulchaimongkol ² - Directors - Executive Committee	60,000	-	-	-	60,000
6. Mr. Teerachai Leenabanchong ¹ - Director	20,000	-	-	-	20,000
7. Mr. Siriphong Vongvuttipornchai - Director	100,000	-	-	-	100,000
8. Ms. Laphassarin Kraiwongwanichrung - Director - Executive Committee - Nomination and Remuneration Committee	25,000	-	10,000	-	35,000
9. Miss Nongnuch Kumchaithep - Directors - Executive Director	25,000	-	-	-	25,000

Name/Position	Compensation (Baht)				
	Board of Director	Audit Committee	Nomination and Remuneration Committee	Executive Committee	Total
- Company Secretary					
Total	680,000	275,000	100,000	-	1,045,000

Remark

1. Mr. Theerachai Leenabanchong Resignation from Vice Chairman no.1 on November 1, 2024
2. Ms. Wanna Sakulchaimongkol Appointed as a Director on April 30, 2024

● Enesol Company Limited

Name of Directors	Position	Number of Attendees at the Meeting	Compensation (Baht)
1. Mr. Wutichai Leenabanchong ¹	Chairman	4/4	40,000
2. Mr. Vithaya Royduang	Director	4/4	12,000
3. Miss Laphassarin Kraiwongwanitrungrung ²	Managing Director	4/4	12,000
TOTAL			64,000

Remark

1. Mr. Wutichai Leenabanchong Resignation from Director on October 31, 2024
2. Ms. Laphassarin Kraiwongwanitrungrung Appointed as a Managing Director on October 17, 2024

- Medisphere Company Limited

Name of Directors	Position	Number of Attendees at the Meeting	Compensation (Baht)
1. Miss Laphassarin Kraiwongwanitrungrung	Chairman	7/7	29,000
2. Mr. Voraboot Taweerutchana ¹	Chairman	1/7	5,000
3. Mr. Ariya Taweerutchana ²	Director	1/7	3,000
4. Mr. Pavarit Taweerutchana ³	Director	2/7	6,000
5. Mr. Nattanon Nattawut ⁴	Director	4/7	12,000
6. Miss Chinnapath Leenabunjong ⁵	Director	4/7	20,000
7. Miss Nittaya Taechawichitsaeng ⁶	Director	2/7	10,000
TOTAL			85,000

Remark

- | | | |
|----|-------------------------------|--|
| 1. | Mr. Voraboot Taweerutchana | Appointed as Company Director on April 26, 2024
(AGM resolution for 2024) and resigned on July 8, 2024 |
| 2. | Mr. Ariya Taweerutchana | Appointed as Company Director on April 26, 2024
(AGM resolution for 2024) and resigned on July 8, 2024 |
| 3. | Mr. Pavarit Taweerutchana | Appointed as Company Director on April 26, 2024
(AGM resolution for 2024) and resigned on July 8, 2024. |
| 4. | Mr. Nattanon Nattawut | Appointed as Company Director on April 26, 2024
(AGM resolution for 2024) |
| 5. | Ms. Chinnapath Leenabunjong | Appointed as Company Director on April 26, 2024
(AGM resolution for 2024) |
| 6. | Ms. Nittaya Taechawichitsaeng | Appointed as Company Director on April 26, 2024
(AGM resolution for 2024) and resigned on July 8, 2024. |

- WJC Enterprise Company Limited

- None –

- Evergreen Biomass Company Limited

- None –

- Capital Digital Network Company Limited

- None –

8.1.3 Supervision of Subsidiaries and Associates

All subsidiaries' business operations will be carried out under supervision in accordance with the policies and controls from the Company. Through the Executive Director, the policies, goals and strategies of all subsidiaries' operations come from the Board of Directors. All employees of the subsidiary will be treated in the same way as the company. There are benefits, compensation and procedures. Corporate values like a company To follow the same guidelines as the company's policy.

In addition, in the disclosure of financial position information performance Transactions between the Company and its Subsidiaries Acquisition and disposal of assets The Board of Directors has set a policy that Actions or transactions must be in accordance with the rules and procedures in accordance with the Securities and Exchange Act or other relevant laws.

In addition, the Company does not any agreement between the Company and its major shareholder or other shareholders in the management of the Company and its subsidiaries (Shareholder Agreement).

Policy for selecting persons to be Director in Subsidiaries

In order to supervise the operations of the subsidiaries in accordance with the policies set by the Board of Directors. The Board of Directors has approved the appointment of the Executive Committee or appropriate persons from the management to serve as Company Directors in subsidiaries with the objective of establishing a mechanism for supervising, controlling, and managing operations in accordance with the policies of the Board of Directors.

In terms of Director which holds the position of Chief Executive Officer and is considered to be the head of the subsidiary's management. Board of Directors consider selection and appointment from people within the organization by considering the suitability with age, qualifications, work experience and has a good understanding of the values and culture within the organization This will help support the company's policies to run smoothly and continuously.

Duties and Responsibilities of Director in Subsidiaries and Associated Companies

The company have associate company and subsidiaries. The company will consider sending directors or executives with knowledge and abilities. expertise in that business to be a sub-director in proportion to the investment to supervise the subsidiary to comply with the company's policy. For the best benefit of the company, such as the preparation of accounts in time for the preparation of consolidated financial statements with the company to disclose according to the accounting period with the same important accounting periods and accounting policies as the Company Disclosure of sensitive information in accordance with the guidelines of Securities Act Announcement of the Capital Market Supervisory Board and announcement of the Stock Exchange of Thailand in the same manner as the rules of the Company, such as connected transactions Acquisition and

Disposition of Assets Supervise the internal control system that is appropriate. and effective Corporate Governance as announced by the Company which covers corporate governance policy.

Policy on Connected Transaction and Connected Transactions of the Director and Executives

Due to the Securities and Exchange Act B.E. 2535 (as Amended) which came into effect on August 31, 2008 and the announcement of the Capital Market Supervisory Board at TorJor 21/2008 RE: the criteria for making related transactions, which became effective on August 31, 2008. Therefore, in order to comply with good corporate governance principles and to comply with the law Regulations of the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission strictly. Therefore, the Company requires its directors and executives to strictly comply with laws and regulations based on the following principles:

- It is a transaction that goes through a transparent approval process without stakeholders participating in decision-making
- It is a transaction that is done with regard to the interests of the company as if it was a transaction with a third party
- It is a related party transaction that is in accordance with general trading conditions, fair, reasonable and has a pricing policy. or reasonable value

In the event that the Company has a connected transaction or a related transaction which consists of

1. Normal business transactions : The Company will consider using general trading conditions and it is the same rules as for making transactions with other people. or general customers
2. Regular support items : The company will use consideration by the rules that are general trading conditions. and has a computable compensation or referral value.
3. Rental or short-term real estate rental transactions : The company will use careful consideration and can show that it meets the general trading conditions
4. Transactions related to assets or services such as investments or sales of investments in businesses : The Company will assess the total value of the consideration to be received or to be given or book value or the market value of the property or service whichever the number is higher
5. Financial Aid Items It consists of receiving or providing financial assistance : The Company considers it carefully, fairly and in the best interests of the Company.

Therefore, in the event that there is a connected transaction or a connected transaction that is not in accordance with general trade There must be an approval of the necessity and appropriateness of the program from the Audit Committee and present to the Director for consideration and approval of the transaction. or related items that the Audit Committee approves None Proficiency in the subject The Company will assign the Company's auditors or independent experts to provide opinions for the Board of Directors' decision-making.

If the company has connected transactions or other related transactions that meet the network requirements and/or the regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission. The company will strictly comply with this.

In this regard, The Company will fully disclose information about connected transactions or transactions in the Annual Report (Form 56-1 One Report).

In 2024, the company did not take any action that violates the terms, rules, and regulations regarding connected transactions and related transactions in summary as follows:

1. The Company does not provide financial assistance to non-subsidiaries
2. The Company has no case of violation and/or non-compliance with the Company's connected transaction policy and related transactions

Policy on the acquisition of the transaction or dispose of the assets of the Company and its subsidiaries

Due to the Securities and Exchange Act B.E. 2535 (as amended) effective from August 31, 2008 and the announcement of the Capital Market Supervisory Board at TorJor 21/2008 RE: the criteria for making related transactions, which became effective on 31 August 2008. Therefore, in order to comply with good corporate governance principles and to comply with the laws, rules and regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission The company therefore requires directors and executives to strictly comply with the laws, rules and regulations.

In the event that the Company has an acquisition or disposition of assets of the Company and its subsidiaries such as acquisition, disposition, transfer, acceptance of transfer, acquisition of rights, waiver of rights, investment or cancellation of investment which may have a significant impact on the position and operating results The company will proceed according to the procedures that the Stock Exchange of Thailand. And the Securities and Exchange Commission strictly stipulates with the principle that

1. The transaction must be transparent and fair
2. The company must get the most benefit as if it was a transaction with another person
3. Must properly operate in accordance with the relevant laws, rules and regulations

In 2024, the company has not committed any violations. and/or not complying with the rules relating to the acquisition or disposition of assets of the Company and its subsidiaries

The Company does not have Shareholder Agreement between the Company and its major shareholders or other shareholders in the management of the Company and its subsidiaries.

8.1.4 Policy Compliance and Guidelines for Corporate Governance

(1) Preventing from Conflict of Interest

The company has clear and transparently shareholding structure therefore does not cause any conflict of interest to either party as disclosed in annual report and including completed holding of securities of the board of directors and executives.

Related transactions are done with care, sensible, taking best interest of company into account by set price in accordance to market price with normal business practices and fair trade conditions as if entering into transactions with third parties by establishing a transparent operating system for the said matter transparently and practice in accordance to rules of Stock Exchange of Thailand thus establishing it as policies of corporate governance and determine in Code of Conduct as treat company and shareholders.

The company has disclosed information in order for equal right of receives information such as Related Transaction, the company has follows announcement from Securities and Exchange Commission RE: Disclosure of information and other acts of listed companies concerning the connected transaction. In case connected transaction which required to be disclose or approve from shareholders, the company has follows provision of Stock Exchange of Thailand and Securities and Exchange Commission. Moreover, before the transaction company has disclosed details and reason of doing this transaction to shareholders all times.

Directors who seem as connected person will not attend the meeting and have no right to vote in the meeting to Board of Directors whom is not entering connected transaction may have fully comments and vote independently. The company secretary will announce the person who entering connected transaction need to leave the room. After the meeting adjourned disclose name, relationship of who entering connected transaction, price set, transaction value and any opinion differ (if any) to The Stock Exchange of Thailand by schedule of time and disclose in company website which can be check.

In 2024, the Company has related transactions in the manner of providing financial assistance to subsidiaries only, and the Company has measures to supervise connected transactions and limit financial assistance to non-subsidiaries, and there are no connected transactions that violate or do not comply with the rules of the Stock Exchange of Thailand and the SEC, and disclose the related transactions that are done fairly, at market prices and in accordance with the normal trading business of 2024 in the Annual Report Form 56-1 One Report.

(2) Using Inside Information for Exploitation

The Company has measures to supervise the use of insider information as stipulated in the Code of Business Conduct that must treat to the Company, shareholders, and stakeholders. In addition, the Company has defined in employee ethics for directors, executives and employees to act with integrity, responsibility, discipline and a good conscience to the public and to themselves and not to abuse the position of exploitation for oneself

and/or others. Preserve the company's interests and assets without using the company's information and/or other people's interests. Moreover, do not engage in acts that encourage other persons to do business in competition with the Company and its subsidiaries. The Company has also set penalties for violations of the Company's internal information for personal gain in the Company's regulations. Penalties range from verbal admonition to dismissal.

In addition, the company's work regulations have stipulated such matters by specifying disciplinary penalties. The company directors, executives, and employees have complied as specified.

In 2024, the directors, executives, and employees of the Company have strictly complied with the rules and regulations and there is no evidence of misuse of the Company's insider information.

For reporting changes in securities holdings of Directors to the Office of the Securities and Exchange Commission in accordance with Section 59 of the Securities and Exchange Act B.E. 2535 (1992), the Company prohibits directors, executives, and employees belonging to insider entities from buying or selling the Company's securities during the one month prior to the public disclosure of its financial statements. It also requires directors and executives (including spouses and minor children) to report their holdings. If the Company's shares are traded, it must be notified to the Securities and Exchange Commission within 3 business days from the date of the change and a copy shall be sent to the Company Secretary, which is obligatory to perform and take prescribed action.

The Company Secretary prepares the schedule of the Annual Board of Directors' Meeting and sends it to all directors in advance to know the period during which they should refrain from trading securities.

In 2024, the company's directors and executives strictly followed the policy and did not appear to have traded shares during the period when stock trading was prohibited.

(3) Anti-corruption and corruption

The company and its subsidiaries against all forms of corruption with realization that bribery and corruption are a serious threat to free and fair competition including cause damage to economic and social development. There are no policies to offer bribes or compensations in any form either directly or indirectly to business associate in order to obtain or retain advantage in business including no payment policy or any other payment to expedite the process or facilitate.

The company and its subsidiaries doing their business transparency, hold on to accuracy by provides guidelines for combating corruption including raising awareness, values, and attitudes by supporting activities that promote instill management and staff to compliance with applicable laws and regulation, not encourage achievement of fraudulent work



The company and its subsidiaries has prioritize roles on anti-corruption and cultivate a corporate culture by encourage orientation of new employees to prepare before commencement. In addition, company also requires manager and supervisor to receive training on "Corruption Risk Assessment" to communicate level of work force to be awareness and implementation to be in practice thus company has set measurement of anti-corruption as follows:

Board of Director

- Show commitment to anti-corruption
- Chairman has commit to accreditation for measure of anti-corruption

Risk Management Committee

- Supervise and assess risk throughout organization
- Support on anti-corruption

Audit Committee

- Be a self-evaluator regarding anti-corruption measures
- Review internal control system, risk management system and anti-corruption

Department of Internal Audit

- Responsible for providing an efficient and effective internal control system, auditing, monitoring, evaluating, and reporting to the Audit Committee and the Board of Directors

Directors, Executives, Employees and representation in term of business

Follow the anti-fraud and corruption policy and regulations by not getting involved in fraud and corruption whether directly or indirectly

By this, Board of Directors have policies on anti-corruption in written for practices which has approved from Board of Directors Meeting No.4/2017 held on November 13, 2017 so has been prepared "Anti-Corruption and Corruption Policy" and published on company website <http://www.cenplc.com> under the topic of "Good Corporate Governance"

The company has been certified by the Private Sector Collective Action Coalition Against Corruption Council (CAC) in the fight against corruption on February 4, 2019.

Throughout time company; Board of Directors and Executives have been committed to manage and strict in accordance with principle of Good Corporate Governance together with having employees perform their duties with diligence, honesty, fairness as well as being aware of importance and following practice guidelines and risk management regarding anti-corruption.

As a result, in 2024, there were no complaints of corruption and corruption, giving or accepting bribes for the Company's business benefits.

(4) Whistleblowing

The Company has good corporate governance and gives rights to all employees and all groups of stakeholders to the Company, both internally and externally, both individuals and groups of individuals, organizations such as employees, investors, customers, partners, communities, society, environment, government agencies, regulators can communicate or report clues when encountering matters that may be corruption both directly and indirectly. Violations of laws or business ethics or company policies or complaints of infringement of rights, as well as behaviors that may be problematic and cause damage to the Company or unfairness, including recommendations on the Company's business operations by providing channels for whistleblowing and complaints as follows:

1. Through company's website: www.cenplc.com
2. Through E-Mail / Telephone
 - Acting Chief Executive Officer
TEL. (02) 049-1041 E-mail : Laphassarin@cenplc.com
 - Company Secretary
TEL. (02) 049-1041 Ext. 1022 E-mail : Jantharat@cenplc.com
3. Through via post
 - Dr. Visit Ongpipattanakul "Chairman and Chairman of Audit Committee" or
 - Miss Laphassarin Kraiwongwanitrun "Acting Chief Executive Officer" or
 - Miss Jantharat Sodsongchit "Company Secretary"

Capital Engineering Network Public Company Limited
1011 Supalai Grand Tower, 17th Floor, Room No.1703, 1704,
Rama 3 Road, Chongnonsi, Yannawa, Bangkok 10120
4. Through via Fax : (02) 049-1045

The clues, complaints, and various suggestions will be considered and acted upon as appropriate, evaluated on a case-by-case basis.

The Board of Director has assigned Executive Chairman and/or Company Secretary is responsible to receive any complaints and recommendation of stakeholders to Executive Committee and/or Audit Committee and/or Risk Management Committee by investigate and report to the Board of Directors accordingly. Whistleblowers and complaints will be kept confidential by the Company.

In 2024, the Company and its subsidiaries have not had any complaints about giving or accepting bribes for the Company's business benefits.

8.2 Report on the Performance of the Audit Committee

8.2.1 Number of the Meeting and Attendance

1. Audit Committee

In 2024, the Audit Committee There were a total of 5 meetings, which were pre-determined meetings. with the Audit Committee attend the following meeting

Name of Audit Committee		Position	Number of Meeting and Attendance
1. Dr. Visit	Ongpipattanakul	Chairman of Audit Committee	5/5
2. Mr. Jakkathan	Yothanan	Audit Committee	5/5
3. Dr. Krissada	Surawathanawises	Audit Committee	4/5

8.2.2 Performance of the Audit Committee

The Audit Committee meets regularly. and it is reported to the Board of Directors. In 2024, there are 5 meetings of the Audit Committee, with details as follows:

Meeting No.	Date	Importance matter in the meeting
1	January 30, 2024	<ul style="list-style-type: none"> - Review the assessment of the adequacy of the internal control system - Review the Charter of the Audit Committee - Self-assessment of the Audit Committee for the year 2023 - Review of the Internal Audit Charter - Approval of the Internal Audit Plan for the Year 2024 - Acknowledgment of the Results of the Employees' Understanding Assessment Regarding CAC in the Company
2	February 29, 2024	<ul style="list-style-type: none"> - Review and comment on the draft audit report of Auditor and the Company's financial statements for the year 2023 - Discussions with the Company's auditors - Propose the appointment of the auditor and approve the auditor's remuneration for the year 2024 - Prepare the report on corporate governance of the Audit Committee for the year 2023 - Acknowledge the results of the internal control system audit of the company for Q4/2023 <ul style="list-style-type: none"> - Acknowledge complaints regarding fraud, corruption, and business ethics

Meeting No.	Date	Importance matter in the meeting
3	May 15, 2024	<ul style="list-style-type: none"> - Reviewed and gave opinions on the draft audit report of the auditor and the Company's financial statements Q1/2024 - Summary of the Company's internal control audit results for Q1/2024 - Acknowledgment of corruption and corruption complaints and business ethics
4	August 15, 2024	<ul style="list-style-type: none"> - Review and provide comments on the draft audit report from the auditor and the financial information of the company for Q1/2024 - Acknowledge the results of the internal control system audit of the company for Q1/2024 - Acknowledge complaints regarding fraud, corruption, and business ethics
5	November 14, 2024	<ul style="list-style-type: none"> - Reviewed and gave opinions on the draft audit report of the auditor and the Company's financial statements for Q3/2024 - Summary of the Company's internal control audit results for Q3/2024 - Acknowledgment of corruption and corruption complaints and business ethics

8.2.2 Performance of the Audit Committee

Dear Shareholders,

Audit Committee of Capital Engineering Network Public Company Limited has consists of 3 people is fully qualified and experienced in accordance with the Charter in accordance with the requirements of the Securities and Exchange Commission (SEC) and The Stock Exchange of Thailand (SET). During 2024, a total of 5 Audit Committee meetings were held. The names of each Audit Committee member and the number of meetings attended are as follows:

			Attendance
Dr. Visit	Ongpipattanakul	Chairman of Audit Committee	5/5
Mr. Jakkathan	Yothanan	Audit Committee	5/5
Dr. Krissada	Surawathanawises	Audit Committee	4/5

Audit Committee has practices under duties and responsibilities as assigned by Board of Directors in order to ensure that company has adequate corporate governance which in accordance to good corporate governance of Securities and Exchange Commission and The Stock Exchange of Thailand thus Audit Committee has held the meeting for consideration and commendation on critical issues with management team, auditors, internal auditors and report those practical includes any suggestion to Board of Directors quarterly in order to proceed with matters that the Board of Directors deems appropriate which can summarized as follows:

Financial reporting

- Audit Committee has reviewed information of financial statement each quarter and annual report as passed reviewed from auditors. As well as disclosure of Key Audit Matters in the auditor's report, based on the reliability of the projection figures, assumptions required by the management to exercise discretion, presentation, and the impact of changes in financial reporting standards. By this, executives and auditors has consulted this reviewed on rectitude, completely before comment on report of financial statement, adjustable of accounts as affected financial statement which includes enough information to be disclosed and remarks from auditors. The Audit Committee agreed with the report of the Company's accounting and finance executives that the financial report was prepared correctly in all material respects in accordance with legal requirements and financial reporting standards. Reliability and timeliness, selection of reasonable accounting policies Including the disclosure of significant information in the notes of the financial statements are adequate and complete and beneficial to users.
- Audit Committee discussed with the auditors the independence of the meeting. The auditors confirmed that they had complied with the Code of Ethics and communicated with the person responsible for overseeing all relationships and other matters. It is believed that there is reason for external parties to consider affecting the independence of the office and measures taken to prevent the lack of independence. The auditor is satisfied with the cooperation of the company's officers.

Internal Control and Internal Audit System

Risk Management and Good Corporate Governance

- Audit Committee has reviewed company to have effective internal control system by considering from conclusion on results of internal audit and monitoring quarterly as cover any important system of company together with suggestion for beneficial. Apart from this, considering on internal control system of company follows COSO of year 2013 as adjusted of Securities and Exchange Commission and The Stock Exchange of Thailand. By this, there is not any error which make less effective in internal control system therefore Audit Committee seems that company has adequate of internal control system
- Audit Committee has verified the internal control systems by reviewed practices and responsibilities in order to make sure that has processes are conducting appropriate internal investigation with effectively. Apart from this, approved of work plans annually, internal audit has make of risk plans respectively and adjust audit plans in order to be consistent with changes in risk throughout further practices follows internal audit plans. Audit Committee has opinions on internal audit control system is independent, adequate and practices of internal audit are relevant as required, good communication among executives and auditors and support any practices of Audit Committee
- Audit Committee has reviewed on Risk Management as appropriate and effective by review importance risk factors which disclosed in annual report
- Capital Engineering Network Public Company Limited has encourage all levels of employees to be consistency in ethics and integrity in term of anti-corruption for create culture and values of organization

through anti-corruption policies as have a way to point out clues to management and all staff levels and show intention to participate in Anti – Corruption to increase effectiveness in corporate governance by files self-assessment in form of Anti – Corruption in order to get certified from Private Sector Collective Action Coalition Against Corruption (CAC) and certified as a member Private Sector Collective Action Coalition Against Corruption from the CAC

Related Transaction

Acquisition and Disposition of Assets

- Audit Committee has considered on related transaction of company with person or related juristic person or any transaction as conflict of interest to company follows regulation of Securities and Exchange Commission and any other related division to make sure that has highest return to company. Audit Committee have agreed with report of executives (Accounting and Finance) as related business transaction or financial assistance transaction thus the company operates in accordance with normal business conditions that have general trading conditions that are reasonable. Fairness and maximum benefit to the company, including all significant items that have been disclosed and correctly shown in the financial statements and notes.
- Audit Committee has considered transaction on acquisition of assets for size and value which may affect financial status and business operation in accordance to rules and guidelines of Securities and Exchange Commission and The Stock Exchange of Thailand and Capital Market Supervisory Board; Audit Committee has comments and report to supervisor of accounting and finance; acquisition and disposition of assets happened, the company follows rules completely and correctly

Practices in accordance to rules

- Audit Committee has reviewed the Company's compliance with the Securities and Exchange Act, the regulations of the Securities and Exchange Commission, the requirements of the Stock Exchange of Thailand (SET), the Capital Market Supervisory Board and any other laws related to the Company's business operations. In addition, the Company's obligations to external parties. There was no material issue regarding the treatment of the Company in violation of such laws and regulations

To maintain quality of Audit committee

- Audit Committee has reviews its charters to be in accordance to current situations as approved by Board of Directors every year. Mentioned charter still complete and consistent to assigned duties and comments on those practical under Audit Committee Charter
- Audit Committee has reviews and evaluates performance in accordance to charters and good corporate governance as results Audit Committee has performed their duties efficiently with independence in accordance to good practices and Audit Committee Charter which help to strengthen the good corporate governance system effectively

- The Audit Committee has prepared a report on the performance of the Audit Committee to the Board of Directors on a regular basis every quarter. In 2024, the report was reported to the Board of Directors a total of 5 times

External Auditors

- Audit Committee has considered on independent evaluation and performance of auditors for the year 2024 and saw that the overall performance was satisfactory and independently
- In considering the nomination of the Company's auditor for the year 2024, the Audit Committee has selected the auditors which is on the list of auditors approved by the Securities and Exchange Commission based on the quality of the office and the details of the audit fee submitted
- Audit Committee has considered and proposed to Board of Directors to ask for approval from shareholders meeting to appoint Miss Susan Eiamvanicha certified public accountant no. 4306 and/or Mr. Suchart Panitcharoen certified public accountant no. 4475 and/or Miss Chuenta Chommern certified public accountant no. 7570 and/or Miss Wandee Eiamvanicha certified public accountant no. 8210 and/or Mr. Kiatisak Vanithanun certified public accountant no. 9922 of SP Audit Company Limited ("SP AUDIT") is the company's auditor for the year 2024 and requested to approve the audit fees for the financial statements for the year 2024 and the financial statements review fees Quarterly of the company And consolidated financial statements Totaling 1,575,000.- Baht which is equal to the year before.

Overall comments and concerns

From duties of Audit Committee in year 2024 so believed that company has accurate and reliable in term of accounting and financial report system, adequate internal control, effective in term of risk management, good corporate governance includes any practice in accordance with laws, regulations and any related rules for business operation.

In the performance, Audit Committees has use their knowledge, can be attributed to the conservative and independent enough and no limitation on receive information from executives, employees and related person including any suggestion in order the have benefit in every division equally.

In the name of Audit Committee

- Dr. Visit Ongpipatnakul –

Dr. Visit Ongpipatnakul

Chairman of Audit Committee

8.3 Summary of the performance of Other Sub-Committees

8.3.1 Number of Meeting and Attendance

1. Nomination and Remuneration Committee

In 2024, the Nomination and Remuneration Committee held a total of 2 meetings, which were pre-scheduled, with the following meetings attended by the Nomination and Remuneration Committee:

Name of Remuneration Committee	Position	Number of Meeting and Attendance
1. Dr. Visit Ongpipattanakul	Chairman of Nomination and Remuneration Committee	2/2
2. Mr. Jakkathan Yothanan	Nomination and Remuneration Committee	2/2
3. Dr. Krissada Surawathanawises	Nomination and Remuneration Committee	2/2

2. Executive Committee

In 2024, the Executive Committee held a total of 3 meetings, which were pre-scheduled meetings with the following Executive Directors attending:

Name of Executive Committee	Position	Number of Meeting and Attendance
1. Mr. Siriphong Vongvuttipornchai	Chairman of the Executive Committee	3/3
2. Miss Laphassarin Kraiwongwanitrungr	Acting Chief Executive Officer	3/3
3. Mr. Theerachai Leenabanchong ¹	Executive Director	2/3
4. Mr. Aruk Onsuphab ²	Executive Director	1/1

Note:

- Mr. Theerachai Leenabanchong Resigned from the position of Executive Director on November 1, 2024
- Mr. Aruk Onsuphab Appointed as an Executive on November 14, 2024

3. Non-Executive Directors

The Board of Directors places importance on good corporate governance by allowing Non-Executive Directors to meet among themselves as appropriate. The meeting is not attended by executive directors or executive departments to provide an opportunity to discuss various issues both related to the Company's business and matters of interest.

8.3.2 The Results of the Performance of the Sub-Committees

1. Board of Directors

Report on the Board of Directors' Responsibilities for Financial Reports

The Board of Directors is aware of its obligations and responsibilities as directors of listed companies to be responsible for Capital Engineering Network Public Company Limited's financial statements. The financial statements have been prepared in accordance with the Thai Financial Reporting Standards (TFRS) with consideration of choosing appropriate accounting policies and adhering to them regularly. This is coupled with prudent, careful discretion and reasonable estimates in its preparation. Sufficient disclosure of important information is provided in the notes to the financial statements, as well as the explanation and analysis of the Company's financial position and results of operations for the benefit of shareholders and general investors. Therefore, such financial statements have been audited by an independent certified public accountant.

In addition, the Board of Directors has encouraged the Company to comply with good corporate governance principles, as well as to establish an efficient and effective risk management and internal control system to ensure that accounting records are accurate, complete, and sufficient to maintain the Company's assets, as well as to prevent fraud or material irregularities.

In this regard, the Audit Committee which consists of Independent Director of responsible for the quality of financial statements and internal control system thus opinion of audit committee has appeared in audit committee report as shown in annual report (Form 56-1 One Report).

The Board of Directors is therefore of the opinion that good corporate governance The Company's risk management and internal control systems are adequate and appropriate to ensure reasonable confidence that the Company's financial statements for the year ended 31 December 2024 have been prepared and disclosed in a materially accurate manner.

- Dr. Visit Ongpipattanakul -

(Dr. Visit Ongpipattanakul)

Chairman of the Board of Directors

2. Remuneration Committee

Report of the Remuneration Committee for the Year 2024

Remuneration Committee of Capital Engineering Network Public Company Limited has been approved from Board of Director which currently consists of 3 Independent Director namely:

- | | | | |
|----|---------------|------------------|---|
| 1. | Dr. Visit | Ongpipattanakul | Chairman of Nomination and Remuneration Committee |
| 2. | Mr. Jakkathan | Yothanan | Nomination and Remuneration Committee |
| 3. | Dr. Krissada | Surawathanawises | Nomination and Remuneration Committee |

The company realized on remuneration for Directors and Top Executives therefore appoint Remuneration Committee to propose return policies, guideline of compensation for Board of Directors and Sub-Committee through Top Executives to be consistent with the duties and responsibilities in line with the company's performance and economic conditions

In 2024, the Remuneration Committee had 3 meetings to consider and approve the Board of Directors, summarizing as follows:

- To consider on compensation of remuneration committee and subcommittee as appropriate rate compared to responsibilities as same industries including business operation of year 2024 by considered remuneration of the Board of Directors and sub-committees with approval to pay meeting fees on a per-time basis
- To consider criteria on adjustment of salary and annually bonus of top management as reasonable in order to be consistence with company business operation

Furthermore, the Remuneration Committee deems it appropriate to be consistent with duties and responsibilities of Board of Directors to consider together with practice under equality, fairness and transparently in accordance to good corporate governance along with Securities and Exchange Commission and Stock Exchange of Thailand

-Dr. Visit Ongpipattanakul-

(Dr. Visit Ongpipattanakul)

Chairman of Remuneration Committee

3. Risk Management Committee

Report of the Risk Management Committee for the Year 2024

The Risk Management Committee of Capital Engineering Network Public Company Limited consists of 3 members who are non-executive directors and independent directors, as follows:

- | | | | |
|----|---------------|-------------------|--|
| 1. | Mr. Siriphong | Vongvuttipornchai | Vice Chairman
Chairman of Risk Management Committee |
| 2. | Mr. Jakkathan | Yothanan | Independent Director and Risk Management Committee |
| 3. | Dr. Krissada | Surawathanawises | Independent Director and Risk Management Committee |

Risk Management Committee meeting as duties and responsibilities according to Memorandum of Association to manage information of risks and report to Board of Directors including communicate with Audit Committee in related term of risk thus encourage cooperation in risk management at all levels within the company.

Risk Management Committee giving priority to the company's main business is investment which may have the opportunity on causing an impact on the company's operations. By this, Risk Management Committee has brainstorm in accordance with scope of responsibility assigned to achieve benefits that will truly occur to organization in order to send early warning signals and various unusual item thus the Risk Management Committee closely monitors related opportunities and impacts in order to achieve efficiency and effectiveness.

The Risk Management Committee is confident that the Company has appropriate and effective risk management under the current economic conditions.

- Mr. Siriphong Vongvuttipornchai -

Mr. Siriphong Vongvuttipornchai

Chairman of Risk Management Committee

9. Internal Control and Connected Transactions

9.1 Internal Control

9.1.1 Adequacy and Suitability of the internal control system

The Board of Directors considered the adequacy of the internal control system in 2024 and approved the resolution of the Board of Directors' Meeting No. 1/2024 on January 30, 2024, which was attended by 3 members of the Audit Committee.

Audit Committee has considered on adequacy of the internal control system in accordance to Assessment Form for Sufficiency of Internal Control System with 17 Principles and using COSO (The Committee of Sponsoring Organization of the Treadway Commission) all 5 elements such as Control Environment, Risk Assessment, Control Activities, Information & Communication and Monitoring Activities to consider manage within the organization with steps and work processes, communicate each other and follow up continuously thus Internal Audit has responsibilities to examine, assess and follow up and report directly to Audit Committee.

Audit Committee has considered on importance issues, controlling point, evaluate the internal control system together and approve the internal control system's adequacy regarding defects found in various job activities complete consideration according to the established principles as complete consideration according to the established principles. Audit Committee has comments and give suggestion to executives in order to revise and follows any importance transaction in order to develop, improvement and proper operate which can be summarized as follows:

1. Control Environment

The company has organization chart and environmental which will support business operation effectively and enough internal control system, the responsibilities of each field is separated for beneficial to examine of operation, updating sub-system and reduce duplication in order to be under the same standards. Apart from this, clearly targeted businesses every year by regard on Economic, Market Situation and Competition along with standards of performance measurement are clearly set.

2. Risk Assessment

The company has track on risk factors such as changes in taxes, exchange rates, increased of raw materials and other cost to assess impact and prepare to maintain business operation thus communicate with executives and employees to acknowledge the situation by held the meeting and summarize situation, environment and operation of company. Moreover, it includes risk factors to business operation, sales, cost and profitability of company in each unit, chief executive of each unit will be responsible for risk factors occurs in their unit thus

prophylactic to prevent any risks to level which are safe for employees, corporate governance and acceptable and do not affect operation of company.

3. Control Activities

The company has clearly specified scope of duties and approval authority of board and management in order of steps. Including the authority to manage and approve items of each level as approved by the Executive Board and Board of Directors. To be transparent Taking care of the benefits for shareholders and stakeholders. And does not cause conflicts of interest and conflicts of interest. In this transaction, the major shareholder Connected persons, directors and executives of the company have measures for approval. By having to pass a meeting of the board of directors and the approver must not have any interest in the said transaction. In which the transaction must create maximum benefits for the company. In this regard, the Company Secretary and the Corporate Governance and Investor Relations Department are responsible for monitoring and overseeing the implementation of relevant laws and regulations. In order to comply with conditions and requirements appropriately

4. Information and Communication

The company has managed by bringing information system that can be linked thoroughly throughout the organization. Modern and have internal communication systems outside the organization that are fast, efficient In order to be used as information in making correct decisions in time Have sufficient and effective data and information security systems By having a data storage system that can be retroactively checked And has continuously developed the information system In order to support the organization to be more streamlined and to increase the potential of the work system and to respond to the growth of the company that can be clearly seen.

The company has effective and effective communication channels that are able to communicate throughout organization, with important information being quickly transferred from top executives to employees. There is also a channel of communication from employees directly to top management as well.

5. Monitoring Activities

The company has a system for evaluating and monitoring good performance. To ensure that Internal control measures and systems are always effective. Able to respond to changes appropriately and in time, and the company provides supervisors to monitor the performance of subordinates and also arranges for performance appraisals by the internal audit department. The management cares about the rapid and effective management that meets the goals. Able to report results to the Board of Directors clearly and consistently.

9.1.2 Head of Internal Audit

The company has appointed Mr. Khomwuthi Pornnaradol as Director of Internal Audit and Secretary of the Audit Committee to be supervisor of internal audit. He has duties of practical of internal audit tasks in order to meet the mission of internal control system by executives and audit committees jointly consider on report from internal audit in essence adequately for system or process has managed systematic and effectively. By this, every executives in each unit are involved in consider ways of improvement/resolve on performance to be consistence with company's policies and adequate internal control system. By this, head of internal audit will report directly to Audit Committee thus Audit Committee is of the opinion that head of the internal audit of the company is suitable to perform the said duties efficiently.

(The qualifications of the person holding the position of Head of Internal Audit are shown in Attachment 3)

9.2 Related Transaction

9.2.1 Disclosure of information on related transaction

Related Companies	Relationship	Type of Transaction	Amount (Million Baht)	Necessity and reasonableness
Sky Tower Public Company Limited (STOWER)	Company holds 37.39% and has same Directors	- Service charge from internal audit	0.80	To enhance operational efficiency and effectiveness while ensuring good corporate governance in the subsidiary companies.
		- Accrued internal audit fee	0.21	
		- Short-term loan	20.00	
		- Total interest	0.63	
		- Office Rental and Services	0.57	The company allows the subsidiary to sublease the space from the company for use as office space
		- Debtor of the Capital Lease Agreement	0.89	
Rayong Wire Industries Public Company Limited (RWI)	Company holds 52.30% and has same Directors	- Service charge from internal audit	0.76	To enhance operational efficiency and effectiveness while ensuring good corporate governance in the subsidiary, the company has provided IT services to Capital Engineering Network PLC. (CEN) to support future business expansion.
		- Service fee	0.94	
		- Guarantee usage fee	1.41	
		- IT service income	0.13	
		- Debtor of a lease	1.47	
		- Outstanding guarantee usage fees	0.13	
		- Outstanding internal audit fees	0.20	
Enesol Company Limited (ENS)	Company holds 100.00% and has same Directors	- Internal audit service fees	0.24	To enhance operational efficiency and effectiveness while ensuring good corporate governance in the subsidiary companies,
		- Outstanding internal audit service fees	0.06	
		- Short-term loans	40.00	
		- Interest payable	2.26	
		- Accrued interest	0.16	
		- service fees		

Related Companies	Relationship	Type of Transaction	Amount (Million Baht)	Necessity and reasonableness
		<ul style="list-style-type: none"> - Services fee - Debtor of the capital lease agreement 	0.43 0.67	To improve the company's liquidity, the company allows its subsidiaries to lease space for use as office space.
Evergreen Biomass Company Limited (EBM)	Company holds 100.00% and has same Directors	<ul style="list-style-type: none"> - Short Term Loan (Payback within 1 year) - Expected Credit Loss 	8.56 (8.56)	For liquidity in subsidiary by using as working capital and investment to reserve in the future
		<ul style="list-style-type: none"> - Accrued Interest Receive - Expected Credit Loss 	0.57 (0.57)	Short term loans at MLR rate average from 3 financial institution of 1.75 per year
WJC Enterprise Company Limited (WJC)	Company holds 94.25% and has same Directors	<ul style="list-style-type: none"> - Short Term Loan (Payback within 3 months) - Expected Credit Loss 	43.80 (43.80)	For liquidity in subsidiary by using as working capital and investment to reserve in the future
		<ul style="list-style-type: none"> - Accrued Interest Receive - Expected Credit Loss 	14.96 (14.96)	Short term loans at MLR rate average from 3 financial institution of 1.75 per year
		<ul style="list-style-type: none"> - Accrued internal audit service fees - Expected Credit Loss 	1.93 (1.93)	To achieve efficiency and effectiveness in the workplace. Moreover, in order to have good governance in subsidiaries
Medisphere Company Limited (MEDI)	Company holds 100.00% and has same Directors	<ul style="list-style-type: none"> - Short Term Loan (Payback within 3 months) - Interest receivable - Accrued interest receivable - Internal audit service fee - Accrued internal audit 	0.50 0.39 0.002 0.16 0.02	To improve liquidity in the subsidiary for use as working capital and investment in asset acquisitions to support future projects, ensuring operational efficiency, effectiveness, and good corporate governance.

Related Companies	Relationship	Type of Transaction	Amount (Million Baht)	Necessity and reasonableness
		fee - service fee	0.11	
EMC Public Company Limited (EMC)	Joint shareholders	Trading securities in The Stock Exchange of Thailand	182.91	Normal business and trading at market prices

9.2.2 Necessity and reasonability on related transaction

Related transaction during the past year for business operation of company and its subsidiaries by policies of entered into those transactions in order for highest benefit of company in term of policies and set up the price as considering from market price or in accordance with agreement. In addition, mentioned transaction has been considered by Audit Committee on fairness and reasonable.

9.2.3 Procedure of approval on transaction

Normal business transactions and trade agreements with commercial terms shall act in the same situation by bargaining power without influence of their position on Director, Executive or related person. By this, management division needs to report every business transaction to Board of Directors for acknowledgement on quarterly basic.

Abnormal business transaction, unless size of transaction doesn't need to be approved from Shareholders meeting (as provision from The Stock Exchange of Thailand) then need consideration from Board as prior first entity and size of happened transaction will be under authority to approve then approval of this transaction will ended as this stage as Audit Committee will be join in these consideration (stakeholders not attend and vote in the meeting). Moreover, if the sizes of transaction more than authority from Board can be approve then Board will concluded the resolution and propose to shareholders meeting for approval

The Board of Directors will consider on transaction which may have conflict of interest or related transaction or transactions appropriately through moderation from Audit Committees for entries criteria defined by Stock Exchange of Thailand, The Securities and Exchange Commission and Capital Market Supervisory as well as disclosure of transaction that may have conflict of interest to public with ensure accuracy and completeness.

9.2.4 Transaction trends in the future

The transaction is still in progress. There will be more or less depending on economic condition. For transaction occur in the future, Board of Directors shall comply as according to regulation that have been set up and directors must not approve any entries that they, or someone who may have conflict of interest with company and its subsidiaries. Moreover, mentioned transaction need to be disclose to Board of Directors for consideration with according to law of securities and securities market and regulation, announcement, order or requirement of The Stock Exchange of Thailand includes all requirement regarding the disclosure of related transaction and acquisition of asset (company and its subsidiaries).

The background of the upper half of the page features a close-up, low-angle shot of a dark grey, textured roof of a building. The roof is on the left side, and the sky, filled with soft, white clouds, is on the right. A solid blue horizontal band cuts across the middle of the image, serving as a backdrop for the section header.

SECTION 3

FINANCIAL STATEMENTS

Report on Responsibilities of the Board of Directors on Financial Reporting

The Board of Directors encourages the Company to comply with good corporate governance principles, as well as to establish an efficient and effective risk management and internal control system to ensure that accounting records are accurate, complete, and sufficient to maintain the Company's assets, as well as to prevent fraud or material irregularities.

The Board of Directors is aware of its obligations and responsibilities as directors of listed companies to be responsible for Capital Engineering Network Public Company Limited's financial statements. The financial statements have been prepared in accordance with the Thai Financial Reporting Standards (TFRS) with consideration of choosing appropriate accounting policies and adhering to them regularly. This is coupled with prudent, careful discretion and reasonable estimates in its preparation. Sufficient disclosure of important information is provided in the notes to the financial statements, as well as the explanation and analysis of the Company's financial position and results of operations for the benefit of shareholders and general investors. Therefore, such financial statements have been audited by an independent certified public accountant.

In this regard, the Audit Committee which consists of Independent Director of responsible for the quality of financial statements and internal control system thus opinion of audit committee has appeared in audit committee report as shown in annual report (Form 56-1 One Report).

The Board of Directors is therefore of the opinion that good corporate governance The Company's risk management and internal control systems are adequate and appropriate to ensure reasonable confidence that the Company's financial statements for the year ended 31 December 2023 have been prepared and disclosed in a materially accurate manner.

- Laphassarin Kraiwongwanitrueng -
(Miss Laphassarin Kraiwongwanitrueng)
Acting Chief Executive Officer

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Capital Engineering Network Public Company Limited

Opinion

I have audited the accompanying consolidated and separate financial statements of Capital Engineering Network Public Company Limited and its subsidiaries ("the Group") and of Capital Engineering Network Public Company Limited ("the Company"), which comprise the consolidated and separate statements of financial position as at December 31, 2024, and the related consolidated and separate statements of comprehensive income, consolidated and separate statements of changes in shareholders' equity and consolidated and separate statements of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information.

In my opinion, the accompanying consolidated and separate financial statements present fairly, in all material respects, the consolidated and separate financial position of Capital Engineering Network Public Company Limited and its subsidiaries and of Capital Engineering Network Public Company Limited as at December 31, 2024, 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.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in my professional judgment, were of most significance in my audit of the financial statements of the current period. These matters were addressed in the context of my audit of the financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.

Valuation of inventories

As at December 31, 2024, the Group had inventories of Baht 203.58 million which the Group's inventories are valued in the statement of financial position at cost or net realizable value whichever were lower (Notes 4.1 and 12) I focus on this area because that estimated net realizable value involve management's judgments and the amount of inventories are significant to the financial statements.

Key Audit Procedures

I reviewed the Group's policy to measure the net realizable value of inventories was appropriate and accordance with the requirement of Thai Financial Reporting Standards and reviewed the appropriateness consistency of the methods for making the estimated net realizable value.

I understood the method for making, reviewing and authorization of estimated net realizable value. And

I audited evidences sufficiently and appropriately about to reliability of selling price of inventories that occurred after the reporting period and estimated costs necessary to make sale that they were used to make the estimated net realizable value. Apart from this, I recalculated the mathematical accuracy estimated net realizable value.

Goodwill

The Group is required to annually test the amount of goodwill for impairment (Notes 21). Testing cash-generating units with goodwill for impairment was significant to my audit because the balance of the goodwill as at December 31, 2024, presented in the consolidated financial statement is material to the consolidated financial statements. In addition, management's assessment process for the recoverable amount to the cash-generating units is highly judgmental and required complex calculation.

Key Audit Procedures

I have obtained an understanding of the management's assessment process for the recoverable amount to ensure the appropriateness of the said recoverable amount process.

I evaluated the assumptions and the methodologies used by the Group, in particular those relating to the forecasted future cash flows projection based on key assumptions. In addition, I also tested the correctness of the said calculation for the recoverable amount.

Impairment of investment in subsidiaries

The estimated recoverable amount for impairment consideration is depended on the management judgements and assumptions. Therefore, the key audit matter is whether the valuation of investment in subsidiaries and impairment provision has been recognized in accordance with Thai Financial Reporting Standards.

Accounting policies for investments and impairment and details of investment in subsidiaries disclosed in Notes 4.2 and 17, respectively.

Key Audit Procedures

I understood and evaluated the design and implementation of the internal control procedures of the impairment consideration.

I examined the supporting documents in relation to the management consideration of impairment indicators for investment in subsidiaries.

I evaluated the appropriateness of valuation model and key assumptions used by the management, examined the estimated recoverable amount prepared based on key assumptions and also recalculated the mathematical accuracy.

Other Information

Management is responsible for the other information. The other information comprises the information included in the annual report, but does not include the 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 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 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 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 those charge with governance to correct the materially misstatement.

Responsibilities of Management and Those Charge with Governance for the Financial Statements

Managements is responsible for the preparation and fair presentation of the financial statements in accordance with Thai Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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

As part of an audit in accordance with Standards on Auditing, I exercise professional judgment and maintain professional skepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If I conclude that a material uncertainty exists, I have 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 to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

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

I also provide those charged with governance with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, action taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the 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.

SP Audit Company Limited

(Miss Susan Eiamvanicha)

Certified Public Accountant (Thailand) No. 4306

Bangkok

February 28, 2025

CAPITAL ENGINEERING NETWORK PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENTS OF FINANCIAL POSITION
AS AT DECEMBER 31, 2024
(Unit : Baht)

		Consolidated		Separate financial statements	
	Notes	2024	2023	2024	2023
<u>ASSETS</u>					
Current Assets					
Cash and cash equivalents		599,231,188.15	824,173,170.07	37,147,178.58	71,096,533.52
Trade and other current receivable - related parties	6.1, 7	1,580,263.06	2,181,290.89	1,567,300.27	2,199,373.08
Trade and other current receivable - third parties	8	350,911,001.74	259,091,769.19	4,323,083.75	4,268,380.14
Contract assets - related parties	6.1	-	-	630,505.76	609,455.36
Contract assets - third parties	9	29,858,946.63	20,179,952.73	-	-
Current portion of receivable under finance lease	6.1, 10	16,085,594.81	14,852,818.22	1,345,176.08	248,141.47
Short-term loans to related parties	6.1	10,000,000.00	30,000,000.00	500,000.00	6,100,000.00
Short-term loans to third parties	11	39,876,354.78	20,000,000.00	-	-
Inventories	12	203,581,115.25	188,203,666.98	-	-
Other current financial assets	13	352,663,726.60	210,585,508.72	185,368,982.52	107,283,385.01
Non-current assets classified as held for sales	14	29,300,207.12	29,019,358.59	-	-
Total current assets		1,633,088,398.14	1,598,287,535.39	230,882,226.96	191,805,268.58
Non-Current Assets					
Deposits at banks pledged as collateral	24, 40	101,366,500.00	104,651,276.00	-	-
Other non-current financial assets		-	9,908.43	-	-
Investments in associates	15	-	-	-	-
Investments in joint venture	16	-	-	-	-
Investments in subsidiaries	17	-	-	744,016,340.05	807,690,221.32
Receivables under finance lease	6.1, 10	41,243,715.36	57,329,310.21	1,678,260.52	-
Investment properties	18	429,612,668.94	335,027,956.30	347,027,616.17	335,027,956.30
Property, plants and equipment	19	382,298,169.29	739,993,387.38	2,503,447.17	405,540.95
Right-of-use assets	20	136,449,028.85	215,393,255.89	9,019,903.45	151,184.60
Goodwill	21	50,319,402.92	50,319,402.92	-	-
Digital assets		741,578.19	892,192.48	741,578.19	892,192.48
Intangible assets	22	3,184,401.35	3,484,687.00	5.00	5.00
Deferred tax assets	28	28,769,210.14	28,075,074.89	23,886,057.79	23,803,669.85
Other non-current assets	23	71,519,251.36	65,920,102.28	3,048,241.05	3,724,359.77
Total non-current assets		1,245,503,926.40	1,601,096,553.78	1,131,921,449.39	1,171,695,130.27
Total assets		2,878,592,324.54	3,199,384,089.17	1,362,803,676.35	1,363,500,398.85

Notes to financial statements are an integral part of these financial statements.

CAPITAL ENGINEERING NETWORK PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENTS OF FINANCIAL POSITION
AS AT DECEMBER 31, 2024
(Unit : Baht)

		Consolidated		Separate financial statements	
	Notes	2024	2023	2024	2023
<u>LIABILITIES AND EQUITY</u>					
Current liabilities					
Short-term loans from financial institutions	24	31,073,750.71	59,096,631.49	-	-
Other current payable - related parties	6.1	3,089.00	116,240.00	160,928.96	174,109.59
Trade and other current payable - third parties	25	109,943,822.41	68,487,532.02	2,170,238.68	2,116,122.87
Contract liabilities - third parties		2,432,193.61	17,894,735.31	-	-
Advance received for sale assets		23,373,860.40	47,163,864.59	-	-
Current portion of lease liabilities	27	8,033,592.46	10,758,782.82	1,166,683.03	318,888.68
Short-term loan from related parties	6.1	-	-	60,035,260.00	60,082,562.89
Short-term loans from person and third parties	26	11,684,000.00	12,276,000.00	-	-
Provision for other current liabilities		206,968.25	-	-	-
Total current liabilities		186,751,276.84	215,793,786.23	63,533,110.67	62,691,684.03
Non-current liabilities					
Lease liabilities	27	145,570,480.06	221,401,985.62	10,984,570.61	-
Deferred tax liabilities	28	33,997,715.89	65,254,979.53	-	-
Provision for employee benefit	29	38,312,642.31	47,631,486.25	4,614,158.72	4,202,219.00
Provision for decommissioning		3,500,838.58	7,709,046.85	536,878.55	292,121.68
Other non-current liabilities		51,317,290.07	38,578,309.93	704,000.00	704,000.00
Total non-current liabilities		272,698,966.91	380,575,808.18	16,839,607.88	5,198,340.68
Total liabilities		459,450,243.75	596,369,594.41	80,372,718.55	67,890,024.71
Equity					
Share capital	30				
Authorized share capital					
1,197,518,153 ordinary shares, at par value of Baht 1.00		1,197,518,153.00	1,197,518,153.00	1,197,518,153.00	1,197,518,153.00
Issued and paid up share capital					
745,161,929 ordinary shares, at par value of Baht 1.00		745,161,929.00	745,161,929.00	745,161,929.00	745,161,929.00
Premium on ordinary shares		891,327,913.88	891,327,913.88	891,327,913.88	891,327,913.88
Surplus from change in controlling interests in a subsidiary		563,936,129.36	574,891,139.29	-	-
Retained earnings (deficits)					
Appropriated					
Legal reserve	31	57,513,421.21	57,513,421.21	57,513,421.21	57,513,421.21
Unappropriated		(789,519,514.49)	(768,771,891.42)	(411,572,306.29)	(398,392,889.95)
Other components of shareholders' equity		14,852,555.92	85,420,275.16	-	-
Equity attributable to owners of the Company		1,483,272,434.88	1,585,542,787.12	1,282,430,957.80	1,295,610,374.14
Non-controlling interests of the subsidiaries		935,869,645.91	1,017,471,707.64	-	-
Total shareholders' equity		2,419,142,080.79	2,603,014,494.76	1,282,430,957.80	1,295,610,374.14
Total liabilities and shareholder's equity		2,878,592,324.54	3,199,384,089.17	1,362,803,676.35	1,363,500,398.85

Notes to financial statements are an integral part of these financial statements.

CAPITAL ENGINEERING NETWORK PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED DECEMBER 31, 2024

(Unit : Baht)					
		Consolidated		Separate financial statements	
	Notes	2024	2023	2024	2023
Revenues					
Revenue from sale		759,077,686.01	973,185,837.15	-	-
Revenue from steel tower manufacturing and rendering service		368,013,493.06	162,518,591.77	-	-
Gain from sale investments in subsidiaries		-	-	-	883,385.16
Gain from disposal of assets		35,843,572.14	-	-	-
Interest income		17,827,660.17	14,904,311.55	1,153,392.22	1,135,639.68
Other income		25,944,779.00	21,747,812.31	5,856,785.90	8,744,529.93
Total revenues		1,206,707,190.38	1,172,356,552.78	7,010,178.12	10,763,554.77
Expenses					
Cost of goods sold		(702,364,064.09)	(948,265,035.17)	-	-
Cost of steel tower manufacturing and rendering service		(326,301,703.66)	(192,489,022.50)	-	-
Cost of distribution		(30,032,280.31)	(33,731,833.63)	-	-
Administrative expenses		(202,154,437.46)	(219,802,436.53)	(20,394,656.30)	(32,142,563.77)
Gain (loss) from measurement of financial asset		20,342,709.11	(110,244,294.87)	10,621,040.95	(58,802,421.46)
Loss from impairment of asset		(10,643,266.00)	(49,000,000.00)	(6,984,221.40)	(292,138,251.23)
Total expenses		(1,251,153,042.41)	(1,553,532,622.70)	(16,757,836.75)	(383,083,236.46)
Loss from operations		(44,445,852.03)	(381,176,069.92)	(9,747,658.63)	(372,319,681.69)
Finance cost		(17,465,657.38)	(23,745,727.59)	(3,514,145.65)	(9,356,376.53)
Share of loss on investments in joint venture		-	(440,000.00)	-	-
Loss before income tax		(61,911,509.41)	(405,361,797.51)	(13,261,804.28)	(381,676,058.22)
Income tax income	32	2,926,945.23	17,830,389.10	82,387.94	82,257.14
Loss for the year		(58,984,564.18)	(387,531,408.41)	(13,179,416.34)	(381,593,801.08)
Other comprehensive income					
Items must be classified into profit or loss in the future					
Exchange differences on translating financial statements		175,379.53	54,115.70	-	-
Total items may be classified into profit or loss in the future		175,379.53	54,115.70	-	-
Items may not be classified into profit or loss in the future					
Gain from asset revaluation		(111,860,534.65)	36,876,800.00	-	-
Gains (Loss) on remeasurements of defined benefit plans		2,531,975.63	(2,569,772.53)	-	-
Total items may not be classified into profit or loss in the future		(109,328,559.02)	34,307,027.47	-	-
Other comprehensive income (loss) for the year		(109,153,179.49)	34,361,143.17	-	-
Total comprehensive loss for the year		(168,137,743.67)	(353,170,265.24)	(13,179,416.34)	(381,593,801.08)

Notes to financial statements are an integral part of these financial statements.

CAPITAL ENGINEERING NETWORK PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED DECEMBER 31, 2024

(Unit : Baht)					
		Consolidated		Separate financial statements	
	Notes	2024	2023	2024	2023
Loss attributable to :					
Equity holders of the Company		(21,588,048.83)	(197,337,692.40)	(13,179,416.34)	(381,593,801.08)
Non-controlling interests of the subsidiary		(37,396,515.35)	(190,193,716.01)	-	-
		(58,984,564.18)	(387,531,408.41)	(13,179,416.34)	(381,593,801.08)
Total comprehensive loss attributable to:					
Equity holders of the Company		(91,315,342.31)	(183,935,786.38)	(13,179,416.34)	(381,593,801.08)
Non-controlling interests of the subsidiary		(76,822,401.36)	(169,234,478.86)	-	-
		(168,137,743.67)	(353,170,265.24)	(13,179,416.34)	(381,593,801.08)
Loss per share					
Basic loss per share	33	(0.03)	(0.27)	(0.02)	(0.52)
Diluted loss per share	33	(0.03)	(0.27)	(0.02)	(0.52)
Weighted average of ordinary shares (unit : share)		745,161,929	740,588,888	745,161,929	740,588,888
Weighted average of ordinary shares for diluted earnings per share (unit : share)		745,161,929	740,588,888	745,161,929	740,588,888

Notes to financial statements are an integral part of these financial statements.

CAPITAL ENGINEERING NETWORK PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2024
(Unit : Baht)

	Parent's Shareholders' Equity														(Unit : Baht)
	Notes	Issued and paid-up share capital	Premium on share capital	Surplus from change in controlling interests in a subsidiary	Retained earnings(deficits)			Other components of shareholders' equity			Total of shareholders' equity	Total equity holder of the Company	Non-controlling interests of the subsidiaries	Total	
					Appropriated		Unappropriated	Treasury stock	Revaluation surplus on assets	Exchange differences on translation					
					Legal reserve	Treasury stock reserve									
Balance as at January 1, 2023	745,161,929.00	891,327,913.88	574,446,136.58	57,513,421.21	68,805,692.51	(636,361,590.81)	(68,805,692.51)	74,866,825.55	(3,564,940.20)	71,301,885.35	1,703,389,695.21	1,188,970,508.94	2,892,360,204.15		
Changes in equity for the year															
Consideration transferred by a subsidiary in a business combination	-	-	(642,073.39)	-	-	-	-	-	-	-	(642,073.39)	5,232,073.39	4,590,000.00		
Purchase of interests from non-controlling interests	-	-	1,196,941.99	-	-	-	-	-	-	-	1,196,941.99	(8,391,899.42)	(7,194,957.43)		
Resale of interests from non-controlling interests	-	-	(109,865.89)	-	-	-	-	-	-	-	(109,865.89)	895,265.89	785,400.00		
Resale of the treasury stock	-	-	-	-	-	(3,161,816.93)	68,805,692.51	-	-	-	65,643,875.58	-	65,643,875.58		
Transferred treasury stock reserve to retained earnings	-	-	-	-	(68,805,692.51)	68,805,692.51	-	-	-	-	-	-	-		
Exercised warrants in subsidiary	-	-	-	-	-	-	-	-	-	-	-	237.70	237.70		
Total comprehensive income (loss) for the year	-	-	-	-	-	(198,054,176.19)	-	14,158,025.27	(39,635.46)	14,118,389.81	(183,935,786.38)	(169,234,478.86)	(353,170,265.24)		
Balance as at December 31, 2023	745,161,929.00	891,327,913.88	574,891,139.29	57,513,421.21	-	(768,771,891.42)	-	89,024,850.82	(3,604,575.66)	85,420,275.16	1,585,542,787.12	1,017,471,707.64	2,603,014,494.76		
Changes in equity for the year															
Purchase of interests from non-controlling interests	-	-	(10,972,325.33)	-	-	-	-	-	-	-	(10,972,325.33)	(4,837,674.67)	(15,810,000.00)		
Exercised warrants in subsidiary	-	-	17,315.40	-	-	-	-	-	-	-	17,315.40	58,014.30	75,329.70		
Total comprehensive income (loss) for the year	-	-	-	-	-	(20,747,623.07)	-	(70,761,072.33)	193,353.09	(70,567,719.24)	(91,315,342.31)	(76,822,401.36)	(168,137,743.67)		
Balance as at December 31, 2024	745,161,929.00	891,327,913.88	563,936,129.36	57,513,421.21	-	(789,519,514.49)	-	18,263,778.49	(3,411,222.57)	14,852,555.92	1,483,272,434.88	935,869,645.91	2,419,142,080.79		

Notes to financial statements are an integral part of these financial statements.

CAPITAL ENGINEERING NETWORK PUBLIC COMPANY LIMITED AND SUBSIDIARIES
SEPARATE STATEMENTS OF CHANGES IN EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2024
(Unit : Baht)

Notes	Issued and paid-up share capital	Premium on share capital	Retained earnings(deficits)				Total
			Appropriated		Unappropriated	Treasury stock	
			legal reserve	Treasury stock reserve			
Balance as at January 1, 2023	745,161,929.00	891,327,913.88	57,513,421.21	68,805,692.51	(82,442,964.45)	(68,805,692.51)	1,611,560,299.64
Changes in equity for the year							
Resale of the treasury stock	-	-	-	-	(3,161,816.93)	68,805,692.51	65,643,875.58
Transferred treasury stock reserve to retained earnings	-	-	-	(68,805,692.51)	68,805,692.51	-	-
Total comprehensive loss for the year	-	-	-	-	(381,593,801.08)	-	(381,593,801.08)
Balance as at December 31, 2023	745,161,929.00	891,327,913.88	57,513,421.21	-	(398,392,889.95)	-	1,295,610,374.14
Changes in equity for the year							
Total comprehensive loss for the year	-	-	-	-	(13,179,416.34)	-	(13,179,416.34)
Balance as at December 31, 2024	745,161,929.00	891,327,913.88	57,513,421.21	-	(411,572,306.29)	-	1,282,430,957.80

Notes to financial statements are an integral part of these financial statements.

CAPITAL ENGINEERING NETWORK PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENTS OF CASH FLOWS
FOR THE YEAR ENDED DECEMBER 31, 2024
(Unit : Baht)

Notes	Consolidated		Separate financial statements	
	2024	2023	2024	2023
Cash flow from operations Activities				
Loss before income tax	(24,514,994.06)	(215,168,081.50)	(13,261,804.28)	(381,676,058.22)
Adjustments to reconcile loss before income tax for cash received (used) from operations				
Depreciation and Amortization	58,451,629.24	58,472,152.47	801,448.49	1,035,676.06
Written-off asset to expense	-	235,932.00	-	178,672.01
Written-off withholding income tax	17,094.95	-	-	-
Allowance for expected credit loss (Reversal)	5,376,839.06	(6,217,534.48)	100,000.00	-
Reversal loss on decline in the value of inventories	(13,252,880.66)	(27,073,822.67)	-	-
Loss from impairment of assets	10,643,266.00	49,000,000.00	6,984,221.40	292,138,251.23
Loss from impairment on digital assets	150,614.29	276,491.65	150,614.29	276,491.65
Provision for employee benefits	5,994,626.59	6,349,876.12	411,939.72	411,285.72
provision for other current liabilities (Reversal)	206,968.25	(239,807.65)	-	-
Unrealized gain on exchange rate	(656,860.61)	(162,096.05)	-	-
(Gain) loss from measurement of financial assets	(20,342,709.11)	110,244,294.87	(10,621,040.95)	58,802,421.46
Loss from measurement of short-term loan to related parties	-	-	185,695.91	242,719.67
(Gain) loss on disposal and write off assets	(39,324,138.69)	(4,205,332.43)	970.52	(3,401,868.16)
Gain from bargain purchase	-	(5,361,436.40)	-	-
Gain from sublease	-	-	(339,009.54)	-
Gain due to cancellation of lase contract	(364,644.13)	-	-	-
Loss from sale of investment in subsidiary	-	-	-	(883,385.16)
Share of loss on investments in joint ventures	-	440,000.00	-	-
Share of loss of non-controlling interest	(37,396,515.35)	(190,193,716.01)	-	-
Dividend income	(94,527.00)	(31,509.00)	(94,527.00)	(31,509.00)
Interest income	(17,827,660.17)	(14,904,311.55)	(1,153,392.22)	(1,135,639.68)
Interest expenses	17,465,657.38	23,745,727.59	3,514,145.65	9,356,376.53
Loss from operation before changes in operating assets and liabilities	(55,468,234.02)	(214,793,173.04)	(13,320,738.01)	(24,686,565.89)
Operating assets (Increase) decrease				
Trade and other current receivable - related parties	601,027.83	(2,181,290.89)	611,799.30	(2,176,770.34)
Trade and other current receivable - third parties	(89,101,981.39)	156,796,268.53	(64,720.22)	(372,455.13)
Contract assets - related parties	-	-	(21,050.40)	-
Contract assets - third parties	(10,479,645.34)	62,383,836.36	-	-
Receivable under finance lease	20,090,624.76	13,714,519.89	1,307,264.76	1,460,988.40
Inventories	(2,345,870.74)	91,495,369.97	-	-
Other non-current assets	(13,424,364.69)	(15,893,766.69)	-	500.00
Operating liabilities Increase (decrease)				
Other current payables - related parties	113,151.00	(609,568.55)	-	-
Trade and other current payables - third parties	28,845,577.60	27,274,672.39	54,115.81	(112,365.31)
Contract liabilities	(15,460,144.10)	17,791,534.40	-	-
Other non-current liabilities	12,738,980.14	12,416,424.48	-	-
Cash paid for employee benefits	(12,369,952.61)	(18,218,287.37)	-	-
Cash generated from operation	(136,260,831.56)	130,176,539.48	(11,433,328.76)	(25,886,668.27)

Notes to financial statements are an integral part of these financial statements.

CAPITAL ENGINEERING NETWORK PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENTS OF CASH FLOWS
FOR THE YEAR ENDED DECEMBER 31, 2024
(Unit : Baht)

		Consolidated		Separate financial statements	
	Notes	2024	2023	2024	2023
Cash flow from operations activities (continued)					
Cash received from interest income		12,471,949.66	1,951,349.32	1,181,217.84	1,096,818.50
Cash paid for interest expenses		(9,149,084.81)	(11,052,241.82)	(3,140,934.37)	(9,558,835.63)
Cash received from income tax		10,361,929.11	902,824.44	926,830.48	-
Cash paid for income tax		(13,782,505.24)	(9,238,876.33)	(248,247.26)	(3,713,680.84)
Net cash provided by (used in) operating activities		(136,358,542.84)	112,739,595.09	(12,714,462.07)	(38,062,366.24)
Cash flow from investing activities					
Increase in fixed deposit		(624,564.37)	(149,170.72)	-	-
(Increase) decrease in short-term loans to related parties		20,000,000.00	(30,000,000.00)	5,500,000.00	(6,100,000.00)
Increase in short-term loans to person and third parties		(20,000,000.00)	(20,000,000.00)	-	-
Cash paid for other current financial assets		(163,552,011.88)	(146,135,570.18)	(79,198,712.88)	-
Cash received from sales of other current financial assets		42,441,057.20	352,851,145.35	11,734,156.32	3,492,936.67
Cash received from sales of other non current financial assets		9,918.71	-	-	-
Cash paid for investment in a joint venture		-	(440,664.00)	-	(440,664.00)
Cash paid for interests from non-controlling interests		(15,810,000.00)	(7,723,285.75)	(15,810,000.00)	(7,723,285.75)
Cash received from disposal of interests to non-controlling interests		-	5,903,730.30	-	2,838,405.30
Cash received from the sale of investment properties		-	11,000,000.00	-	11,000,000.00
Cash paid for investment properties		(85,763,854.00)	-	-	-
Cash paid for building and equipment and payable for purchase of assets		(36,989,120.64)	(70,223,319.08)	(2,150,357.56)	(81,000.00)
Cash received from non-current assets classified as held for sales		217,316,327.73	2,121,470.09	-	1,869.16
Cash paid for purchase of right of use assets		(267,182.28)	-	-	-
Cash paid for intangible assets		(302,655.65)	(384,914.76)	-	-
Cash received from dividend income		94,527.00	31,509.00	94,527.00	31,509.00
Decrease in deposits of financial institution pledged as collateral		3,284,776.00	10,804,475.31	-	-
Net cash provided by (used in) investing activities		(40,162,782.18)	107,655,405.56	(79,830,387.12)	3,019,770.38
Cash flows from financing activities					
Decrease in short-term loans from financial institutions		(28,022,880.78)	(12,078,028.68)	-	-
Increase in short-term loans from third parties		-	-	80,000,000.00	-
Decrease in short-term loans from related parties		-	-	(19,500,000.00)	-
Increase in short-term loans from third parties		-	260,000,000.00	-	260,000,000.00
Decrease in short-term loans from related parties		-	(260,000,000.00)	-	(260,000,000.00)
Cash received from resale of the treasury stock		-	65,643,875.58	-	65,643,875.58
Cash received from exercised warrants of subsidiary		75,329.70	237.70	-	-
Cash paid for lease liabilities		(11,190,409.71)	(9,242,585.93)	(1,290,237.13)	(1,880,249.43)
Cash paid for interest under lease liabilities		(8,620,899.68)	(12,530,910.87)	(614,268.62)	(40,260.57)
Net cash provided by (used in) financing activities		(47,758,860.47)	31,792,587.80	58,595,494.25	63,723,365.58
Net increase (decrease) in cash and cash equivalent		(224,280,185.49)	252,187,588.45	(33,949,354.94)	28,680,769.72
Cash and cash equivalent at the beginning of the year		824,173,170.07	571,617,493.70	71,096,533.52	42,415,763.80
Effect of exchange rate changes on cash and cash equivalent		(661,796.43)	368,087.92	-	-
Cash and cash equivalent at the ended of the year		599,231,188.15	824,173,170.07	37,147,178.58	71,096,533.52

Notes to financial statements are an integral part of these financial statements.

CAPITAL ENGINEERING NETWORK PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY
NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2024

1. General information

Capital Engineering Network Public Company Limited (“the Company”) is a public limited company and is incorporated in Thailand. The Company is listed on Stock Exchange of Thailand. The address of the Company’s registered office is 1011, Supalai Grand Tower, 17th Floor, Room No.1703, 1704, Rama 3 Road, Chongnonsi, Yannawa, Bangkok.

The principal activities of the Company and subsidiaries (“the Group”) involve holding company, the production and distribution of the engineering construction material, transmission tower and renewable energy and telecom implementation service.

2. Basis of preparation of financial statements

The consolidated and separate financial statements are presented in Thai language and Thai Baht, and in conformity with Thai generally accepted accounting principles under the Accounting Act B.E. 2543 (or 2000), being those Thai Accounting Standards issued under the Accounting Profession Act B.E. 2547 (or 2004), and the financial reporting requirements of the Capital Market Supervisory Board under the Securities and Exchange Act B.E.2535 (or 1992).

The consolidated and separate financial statements have been prepared under the historical cost convention except as disclosed in the accounting policies below.

The preparation of financial statements in conformity with Thai Generally Accepted Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the amounts of revenues and expenses in the reported periods. Actual results may differ from those estimates. Although the management has most.

The financial statements issued for Thai report purposes are prepared in the Thai language. This English translation of the financial statements has been prepared for the convenience of readers not conversant with the Thai language.

The Federation of Accounting Profession (TFAC) has revised some following financial reporting standards to apply to the financial statements having an accounting period beginning on or after January 1, 2024.

TAS No. 1 Presentation of Financial Statements

TAS No. 8 Accounting Policies, Changes in Accounting Estimates and Errors

TAS No. 12 Income Taxes

The Group has adopted such financial reporting standards mentioned above to the financial statements on the current period. The management believes that they don't have any significant impact on the financial statements for the current period, except for improving the disclosure of accounting policy information in accordance with TAS No.1. The Group has reduced the disclosure of immaterial accounting policy information in order to prevent such information from obscuring material accounting policy information (note 4).

Moreover, the Federation of Accounting Profession has notified to apply the following revised financial reporting standards to the financial statements in the future periods.

	Effective date
TFRS No. 16 Leases	January 1, 2025
TAS No. 1 Presentation of Financial Statements	January 1, 2025
TAS No. 7 Statement of Cash Flows	January 1, 2025

The Group has not early adopted such financial reporting standards having the effective date to the financial statements on the future periods before the effective dates. The management is currently assessing the first-year impact on the Group's financial statements.

3. Principles of consolidation financial statements

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries. Subsidiaries, which are those entities in which the Group has power to govern the financial and operating policies, are consolidated. The existence and effect of potential voting rights that are presently exercisable or presently convertible are considered when assessing whether the Group controls another entity. Subsidiaries are consolidated from the date on which control is transferred to the Group and are no longer consolidated from the date that control ceases.

Acquisitions of subsidiaries are accounted for using the acquisition method. The consideration transferred for acquisition is measured at the sum of the fair value of the assets given, the liabilities incurred, and equity instruments issued by the Group at the date of exchange. Acquisition-related costs are accounted as expenses in the period in which the costs are incurred. The excess of the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the fair value of the net identifiable assets of the subsidiary acquired is recognized as goodwill and to be tested for impairment annually. If, after reassessment, the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) is less than the fair value of the net identifiable assets of the subsidiary acquired, the difference is recognized in profit or loss as a bargain purchase gain.

Related party transactions, balances and unrealized gains on transactions between group companies are eliminated; unrealized losses are also eliminated unless cost cannot be recovered. Where necessary, accounting policies of subsidiaries have been changed to ensure consistency with the policies adopted by the Group.

The consolidated financial statements as at December 31, 2024 and 2023 have been prepared by including the financial statements of Capital Engineering Network Public Company Limited and its subsidiaries after eliminate the significant related party balances and transactions. The percentage directly and indirectly owned by the Company as follows:-

<u>Name of subsidiaries</u>	<u>Nature of business</u>	<u>Incorporated in</u>	<u>Percentage of shareholding</u>	
			<u>2024</u>	<u>2023</u>
Rayong Wire Industries Public Company Limited	Manufacturing and distributing prestressed concrete wire, prestressed concrete strand wire and welding wire	Thailand	52.30	52.30
Sky Tower Public Company Limited	Manufacturing and distributing industrial equipment and transmission line towers, telecommunication towers, and distributing substation steel structures	Thailand	38.39	38.39
Enesol Company Limited	Manufacturing and distributing electricity and heat energy	Thailand	100.00	100.00
Medisphere Company Limited	Cosmetic surgery clinic	Thailand	100.00	69.00
Evergreen Biomass Company Limited	Distributing fuel for power plant	Thailand	99.00	99.00
WJC Enterprise Company Limited***	Fabrication construction and design	Thailand	94.25	94.25
Capital Digital Network Company Limited.	Invest in digital asset	Thailand	100.00	100.00
Paradise Green Energy Co., Ltd.**	Biogas power plant business, and agricultural	Thailand	-	65.00
Ultra Asia Company Limited*	Trading and investing	Thailand	38.39	38.39
UWCC (Cambodia) Company Limited *	Manufacturing and selling woodchips	Cambodia	26.87	26.87
Ultra Asia Singapore Pte.Ltd.*	Management of human resource functions	Singapore	38.39	38.39
Sky Towers Infra Inc. *	Telecommunication tower lease	Philippines	38.39	38.39
QROI Network Services Inc. *	Consulting services, project management, planning and installation including equipment maintenance for communication and telecommunications, including technical advisors related to communications and telecommunications	Philippines	25.38	25.38

* The Company indirectly holds the shares via Sky Tower Public Company Limited.

**On September 5, 2023, the subsidiary has registered the dissolution with the Department of Business Development, Ministry of Commerce and currently the liquidation has been completed.

***On December 23, 2024, the subsidiary has registered the dissolution with the Department of Business Development and currently is in the process of liquidation.

The financial statements of the subsidiaries are prepared for the same reporting periods as the Company and using consistent significant accounting policies.

Non-controlling interests measured at net asset value of the proportion of shares held by non-controlling interest in it.

The assets and liabilities in the financial statements of overseas subsidiaries company is translated to Baht using the exchange rate prevailing at the end of reporting period, and revenues and expenses are translated using monthly average exchange rate. The resulting differences are shown under the caption of “Other components of equity” in the statements of changes in shareholders’ equity.

4. Material accounting policy

4.1 Inventories

Inventories are stated at the lower of cost or net realizable value.

Cost of raw materials (steel,copper,zinc), factory supplies and work in progress is calculated using the weighted-average method. Cost of industrial goods is calculated using the first-in, first-out (FIFO) method.

4.2 Investments

Investments in associates

Investments in associates are accounting for using the cost method of accounting in the separate financial statements less allowance for impairment investment (if any). And investments in associates are accounted for using the equity method in the consolidated financial statements.

Investments in joint ventures

Investments in joint ventures are accounting for using the cost method of accounting in the separate financial statements less allowance for impairment investment (if any). And investments in joint ventures is accounted for using the equity method in the consolidated financial statements.

Investment in subsidiary

Investment in subsidiary is reported by using the cost method of accounting in the separate financial statements less allowance for impairment investment (if any).

4.3 Investment property

Investment property is measured initially at its costs. Subsequent to initial recognition, investment property is measured at their historical cost less accumulated depreciation and accumulated impairment losses (if any).

The Group's depreciation is calculated on the straight-line method to write off the cost of each asset, except for land and assets under construction, to their residual values over their estimated useful life as follows:

	<u>Years</u>
Building	20

4.4 Property, plant and equipment

Land held for use in the production or supply of goods or services, or for administrative purposes, is stated in the statement of financial position at the revalued amount less the accumulated impairment losses (if any).

Asset with the revalued amount is basically proceeded by independent appraiser every 3 years.

Buildings and equipment held for use in the production or supply of goods or services, or for administrative purposes, are stated in the statement of financial position at their historical cost less accumulated depreciation and accumulated impairment losses (if any).

The Group's depreciation is calculated on the straight-line method to write off the cost of each asset, except for land and assets under construction, to their residual values over their estimated useful life as follows:

	<u>Years</u>
Buildings and building improvements	10 - 20
Machinery and equipment	5 - 20
Tunnel boring machinery	5 - 15
Furniture, fixtures and office equipment	2 - 10
Vehicles	5
Medical instrument and medical equipment	2 - 5

4.5 Leases

Where the Group is the lessee

At the commencement date, The Group recognizes the right-of-use asset and the lease liability to all leases except for short-term leases with a lease term of 12 months or less and leases for which the underlying asset is of low value. The Group recognizes the lease payments associated with those leases as an expense on a straight-line basis over the lease term.

After the commencement date, the Group measures the right-of-use asset at cost less any accumulated depreciation and any accumulated impairment losses.

The Group depreciates the right-of-use assets on a straight-line basis from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. If the lease transfers ownership of the underlying asset to the Group by the end of the lease term or if the cost of the right-of-use asset reflects that the Group will exercise a purchase option, the Group depreciates the right-of-use asset from the commencement date to the end of the useful life of the underlying asset.

Where the Group is the lessor

The Group recognizes assets held under a finance lease in its statement of financial position and present them as a receivable at an amount equal to the net investment in the lease and recognizes finance income over the lease term based on a pattern reflecting a constant periodic rate of return on the net investment in the lease.

The Group recognizes lease payments from operating leases as income on a straight-line basis and adds initial direct costs incurred in obtaining an operating lease to the carrying amount of the underlying asset and recognizes those costs as an expense over the lease term on the straight-line basis.

4.6 Intangible assets

Intangible assets in type of computer softwares, which have finite useful lives, are stated at cost less accumulated amortization and impairment losses (if any). Amortization is calculated using the straight-line method to allocate the cost over their estimated useful lives 5 years.

Intangible assets in type of costs of gas branch piping system in producing and distributing electricity and heat energy project, which acquired by the Group, are stated at cost less accumulated amortization and impairment losses (if any). Amortization is calculated using the straight-line method to allocate the cost over their estimated useful lives 15 years.

4.7 Revenue from contracts with customers

The Group recognizes the revenue from sale of steel wire products when the customers has accepted the promised goods delivered by the Group identified as a performance obligation satisfied at a point in time according to the amount of the transaction price.

The Group recognizes the revenue from production of infrastructure for electric power and telecom under long-term contracts in the form of project work when the production is completed, work has been inspected and delivered to the customer at the Group's factory identified as a performance obligation satisfied at a point in time according to the amount of the transaction price.

The Group recognizes the revenue from sale of industrial products when the customers has accepted the promised goods delivered by the Group identified as a performance obligation satisfied at a point in time according to the amount of the transaction price.

The Group recognizes the revenue from generation and distribution of electricity identified as a performance obligation satisfied at a point in time according to the number of units measured from the power meter and the rate specified in the power purchase agreement in each month.

The Group recognizes revenue from provision of a use of telecommunication tower and consulting services, project management, planning and installation. including equipment maintenance for communication and telecommunications, including technical advisors related to communications and telecommunications identified as a single performance obligation satisfied over time according to the amount of the transaction price based on the progress towards complete satisfaction of that performance obligation and the Group measures the progress towards complete satisfaction of the performance obligation with the input method for revenue from provision of telecom implementation service according to the proportion of time.

The Group determines the transaction price, which is the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer for that performance obligation, which includes the fixed amounts and the estimate variable amounts by using the expected value method only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is subsequently resolved.

Where the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, the Group will present the contract as a contract asset.

Where a customer pays consideration, or the Group has a right to an amount of consideration that is unconditional, before the Group transfers a good or service to the customer, the Group will present the contract as a contract liability when the payment is made or the payment is due (whichever is earlier).

4.8 Income tax

The Group recognizes a deferred tax liability for all taxable temporary differences associated with investments in subsidiaries and associates, except to the extent that the Group is able to control the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. And the Group recognizes a deferred tax asset for all deductible temporary differences arising from investment in subsidiaries and associates, to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary difference can be utilized.

4.9 Financial assets

Investments in equity instruments are measured at fair value through profit or loss.

4.10 Impairment of financial assets

The Group measures the loss allowance by applying the simplified approach for trade receivables, contract assets and lease receivables at an amount equal to lifetime expected credit losses.

The Group measures the loss allowance by applying the general approach for other financial instrument that is measured at amortized cost or at fair value through other comprehensive income at an amount equal to 12-month expected credit losses if the credit risk on a financial instrument has not increased significantly since initial recognition and at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition.

4.11 Critical accounting estimates, assumption and judgments

Estimates and judgments 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.

Plant and equipment

Management determines the estimated useful lives and residual values for the Group's plant and equipment. Management will revise the depreciation charge where useful lives and residual values are different to previously estimated, or it will write off or write down technically obsolete or assets that have been abandoned or sold.

Employment benefits

The obligation under the defined benefit plan is determined based on actuarial techniques. Such determination is made based on various assumptions, including discount rate, future salary increase rate, mortality rate and staff turnover rate.

Provision for decommissioning cost

The Group recognises provision for decommissioning costs, which are provided at the onset of completion of the project, for the estimate of the eventual cost that relate to the removal of the common tower. The recognised provision for decommissioning cost are based on future removal cost estimates and incorporate many assumptions such as abandonment times and future inflation rate and discounted to present value at the discount rate estimated by management. Those cost are included as part of the cost of common tower use.

Estimated recoverable amount

Goodwill arising from the businesses combination is tested annually for impairment by comparing the carrying amount to the recoverable amount for the cash-generating unit which is determined based on the higher of the the fair value less costs of disposal and the value in use. The value in use is calculated by estimating the future cash inflows and outflows to be derived from continuing use of the cash-generating unit and from its ultimate disposal. And the appropriate discount rate is applied to those future cash flows.

5. Business combination

On December 25, 2023, a subsidiary, “Medisphere Co., Ltd.” purchased the business of Mini Clinic, clinic specialized in ophthalmology by Dr. Ariya, which has been operating a business related to beauty salons, medical facilities, medicine and cosmetic for 7 years. As such, information of business combination in the consolidated financial statement is as follows :-

Consideration paid Consisted of:-

	(Unit : Baht)
Cash paid	5,800,000.00
Subsidiary’s ordinary shares *	5,375,400.00
Total	<u>11,175,400.00</u>

For the purpose of financial reporting

* (632,400 Subsidiary’s ordinary shares, fair value at acquisition date equaled Baht 8.50 per share.)

The amounts of the assets acquired and liabilities assumed were as follow :-

	(Unit : Baht)
Cash and cash equivalents	8,110,000.00
Building and equipment	8,426,836.40
Gain from bargain purchases	(5,361,436.40)
The fair value of the net assets acquired	<u>11,175,400.00</u>

The Group recognized the acquisition-related costs in the amount of Baht 0.09 million as the administrative expense in the consolidated statement of comprehensive income for the year ended December 31, 2023.

However, in July 2024, the Management intends to sell back two clinics of its subsidiary (Medisphere Co., Ltd.) to the original owners as described in the Note 14 to the financial statements.

6. Related party transactions

Enterprises and individuals that directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, the Company, including holding companies, subsidiaries and fellow subsidiaries are related parties of the Company. Associates and individuals owning, directly or indirectly, an interest in the voting power of the Company that gives them significant influence over the enterprise, key management personnel, including directors and officers of the Company and close members of the family of these individuals and companies associated with these individuals also constitute related parties.

In considering each possible related party relationship, attention is directed to the substance of the relationship, and not merely the legal form.

As at December 31, 2024, Leenabanchong family is a major shareholder, holding 62.62% (2023 : 60.63%) of the share capital of the Company. Transactions related to companies in which the Leenabanchong family is the principal shareholders or directors are recognized as related parties to the Company.

The Company has transactions with related persons and companies for the year ended December 31, 2024 and 2023 as follows:-

6.1 Inter-assets and liabilities

	(Unit : Baht)			
	Consolidated		Separate financial statement	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Trade receivable				
- Subsidiaries	-	-	1,926,000.00	1,926,000.00
- Related companies	15,292.02	-	-	-
<u>Less</u> Allowance for expected credit loss	-	-	(1,926,000.00)	(1,926,000.00)
Net	15,292.02	-	-	-
Retention receivable				
- Related companies	2,595,809.65	2,595,809.65	-	-
<u>Less</u> Allowance for expected credit loss	(2,595,809.65)	(2,595,809.65)	-	-
Net	-	-	-	-
Advance payment				
- Joint ventures	1,564,971.04	2,176,770.34	1,564,971.04	2,176,770.34

(Unit : Baht)

	Consolidated		Separate financial statement	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Accrued interest receivables				
- Subsidiaries	-	-	15,533,765.05	15,554,038.56
- Related companies	-	4,520.55	-	-
Total	-	4,520.55	15,533,765.05	15,554,038.56
<u>Less</u> Allowance for expected credit loss	-	-	(15,531,435.82)	(15,531,435.82)
Net	-	4,520.55	2,329.23	22,602.74
Total trade and other current receivables	1,580,263.06	2,181,290.89	1,567,300.27	2,199,373.08
Contract assets				
Accrued internal audit income				
- Subsidiaries	-	-	502,900.00	481,500.00
Accrued fee income				
- Subsidiaries	-	-	127,605.76	127,955.36
Total contract assets	-	-	630,505.76	609,455.36
Receivable under finance lease				
- Subsidiaries	-	-	3,023,436.60	248,141.47
Short-term loans to related parties				
- Subsidiaries				
Opening balance	-	-	58,360,000.00	52,260,000.00
Increase during the year	-	-	13,000,000.00	6,100,000.00
Decrease during the year	-	-	(18,500,000.00)	-
Ending balance	-	-	52,860,000.00	58,360,000.00
<u>Less</u> Allowance for expected credit loss	-	-	(52,360,000.00)	(52,260,000.00)
Net	-	-	500,000.00	6,100,000.00
- Related companies				
Opening balance	30,000,000.00	-	-	-
Increase during the year	30,000,000.00	30,000,000.00	-	-
Decrease during the year	(50,000,000.00)	-	-	-
Ending balance	10,000,000.00	30,000,000.00	-	-
Total	10,000,000.00	30,000,000.00	500,000.00	6,100,000.00

(Unit : Baht)

	Consolidated		Separate financial statement	
	2024	2023	2024	2023
Other current financial assets				
Investments in listed equity instruments				
- Related companies	348,912,092.76	189,709,730.04	182,911,223.28	101,826,916.56
Other payables				
- Key management person	3,089.00	116,240.00	-	-
Accrued interest payable				
- Subsidiaries	-	-	160,928.96	174,109.59
Total other current payables	3,089.00	116,240.00	160,928.96	174,109.59
Short-term loans from related parties				
- Subsidiaries				
Opening balance	-	-	60,082,562.89	60,082,562.89
Increase during the year	-	-	80,194,174.76	242,719.69
Decrease during the year	-	-	(80,241,477.65)	(242,719.69)
Ending balance	-	-	60,035,260.00	60,082,562.89

As at December 31, 2024, short-term loans to a related party in form of promissory notes, maturity 6 month, due on March 2, 2025, with interest rate 6.25% per annum, secured by the collateral the condominiums of related company valued of Baht 85.34 million.

As at December 31, 2024, short-term loans from related parties were in form of promissory notes maturity 12 months with interest rate 4.00% – 5.50% per annum. (2023 : 3.00% – 4.00% per annum)

6.2 Inter-revenue and expenses

(Unit : Baht)

	Consolidated		Separate financial statement	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Revenue from electricity and telecom				
- Related company	14,291.71	-	-	-
Service income				
- Subsidiaries	-	-	1,997,310.00	2,090,142.00
- Related person	205,213.00	129,100.00	-	-
	205,213.00	129,100.00	1,997,310.00	2,090,142.00
Fee income				
- Subsidiaries	-	-	1,408,010.51	1,408,010.47
Internal audit fee				
- Subsidiaries	-	-	1,960,000.00	1,800,000.00
Parking fee income				
- Subsidiaries	-	-	-	12,000.00
Interest income				
- Subsidiaries	-	-	383,196.71	22,602.74
	209,504.71	129,100.00	5,748,517.22	5,332,755.21
Other expense				
- Subsidiaries	-	-	194,174.76	242,719.67
Service fee				
- Subsidiaries	-	-	132,000.00	121,000.00
Interest expenses				
- Subsidiaries	-	-	2,894,755.02	1,836,663.90
	-	-	3,220,929.78	2,200,383.57

6.3 Management benefit expenses

(Unit : Baht)

	Consolidated		Separate financial statement	
	2024	2023	2024	2023
Short-term employee benefits	49,214,588.31	53,988,626.80	5,433,852.50	4,880,505.00
Post-employment benefits	2,021,255.96	1,993,977.00	227,882.92	216,918.77
Total	51,235,844.27	55,982,603.80	5,661,735.42	5,097,423.77

6.4 Pricing policies

<u>Trading transactions</u>	<u>Policy of pricing</u>
Revenue from sales and revenue from steel tower manufacturing	Cost plus margin of the rate of around 5.00% - 30.00%
Revenue from electricity and telecom	Cost plus margin net of cost of around 30.00%
Revenue from services	Contract price
Internal audit fee	The amount approved by the Company's directors
Rental income	Cost plus margin from management at the rate of around 10.00% - 30.00%
Revenue from clinic services	Market price less discount 30%
Fee income from use of assets as collateral	0.50% - 2.00% per annum of mortgaged value
Interest income and interest expense	The amount approved by the Company's directors meeting, based on borrowing cost of the Company
Purchase and sale of equity securities	Market price
Dividends income	The amount approved by the shareholders of the Subsidiary or associates Company
Remuneration of directors and managements represent salary, meeting allowance, per diem and bonus	The amount approved by the Company's directors and shareholders
Subcontract fee	Based on the agreed price
Management Fee	Based on the agreed price
Purchase asset	Based on the agreed price
Service fee	Contract price

6.5 Relationship

<u>Name of Companies</u>	<u>Nature of relationship</u>
<u>Subsidiaries</u>	
Rayong Wire Industries Public Company Limited	52.30 % shareholding and some common directors
Sky Tower Public Company Limited	38.39 % shareholding and some common directors
Enesol Company Limited	100.00% shareholding and some common directors
Medisphere Company Limited	69% shareholding and some common directors
Evergreen Biomass Company Limited	99.00 % shareholding and some common directors
WJC Enterprise Company Limited****	94.25% shareholding and some common directors
Capital digital network Company Limited	100.00% shareholding and some common directors
Paradise Green Energy Company Limited ***	24.95% indirectly owned subsidiary through Sky Tower PLC
Ultra Asia Company Limited	38.39% indirectly owned subsidiary through Sky Tower PLC
UWCC (Cambodia) Company Limited	26.87% indirectly owned subsidiary through Sky Tower PLC
Ultra Asia Singapore Pte.Ltd.	38.39% indirectly owned subsidiary through Sky Tower PLC
Ultra Network Pte.Ltd. *	38.39% indirectly owned subsidiary through Sky Tower PLC
Ultra Asia Investment Pte.Ltd. *	38.39% indirectly owned subsidiary through Sky Tower PLC
Sky Towers Infra Inc.	38.39% indirectly owned subsidiary through Sky Tower PLC
QROI Network Services Inc.	25.38% indirectly owned subsidiary through Sky Tower PLC
<u>Joint venture</u>	
Sunflowergreen Company Limited	A joint venture of Evergreen Biomass Company Limited at 20.83%
Prospera Alliance Pte. Ltd.	A joint venture at 50.00%
<u>Associates</u>	
Interglob Investment Company Limited	An associate Company of Sky Tower PLC at 48.00%
<u>Other related companies</u>	
EMC Public Company Limited	Related company by shareholding
PAE (Thailand) Public Company Limited.	Related company by shareholding
Igen Energy Company Limited **	Related company by director
Key management personnels	Persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director of the Company (whether executive or otherwise)

* On February 24, 2023 , the Board of director No.1/2023 of Sky Tower Public Company Limited has resolved to approve liquidation and currently the liquidation has been completed.

** This is a related party until June 30, 2023, as it is no longer a director.

***On September 5, 2023, the subsidiary has registered the dissolution with the Department of Business Development , Ministry of Commerce and currently the liquidation has been completed..

****On December 23, 2024, the subsidiary has registered the dissolution with the Department of Business Development and currently is in the process of liquidation.

6.6 Obligation

As at December 31, 2024 and 2023, the Company had commitment related to the guarantee and pledge its assets as collateral for credit facilities of subsidiaries with financial institutions credit line of Baht 70.40 million.

As at December 31, 2024, the Company has entered into a service agreement with subsidiary, one contracts. This contract is for 1 year. the Company has an obligation to pay in the amount of Baht 11,000.00 per month. (2023 : This contract is for 11 month).

7. Trade and other current receivable - related parties

Consisted of :-

			(Unit : Baht)	
	Consolidated		Separate financial statement	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Trade receivable				
Within credit term	15,292.02	-	-	-
Overdue 1 - 3 months	-	-	-	-
Overdue 3 - 6 months	-	-	-	-
Overdue 6 - 12 months	-	-	-	-
Overdue over 12 months	-	-	1,926,000.00	1,926,000.00
Total	15,292.02	-	1,926,000.00	1,926,000.00
<u>Less</u> Allowance for expected credit loss	-	-	(1,926,000.00)	(1,926,000.00)
Net	15,292.02	-	-	-
Other receivables	2,595,809.65	2,595,809.65	-	-
Advance payment	1,564,971.04	2,176,770.34	1,564,971.04	2,176,770.34
Accrued interest receivable	-	4,520.55	15,533,765.05	15,554,038.56
Total	4,160,780.69	4,777,100.54	17,098,736.09	17,730,808.90
<u>Less</u> Allowance for expected credit loss	(2,595,809.65)	(2,595,809.65)	(15,531,435.82)	(15,531,435.82)
Net	1,564,971.04	2,181,290.89	1,567,300.27	2,199,373.08
Total trade and other current receivable	1,580,263.06	2,181,290.89	1,567,300.27	2,199,373.08

The movement of allowance for expected credit loss of trade receivable - related parties for the year ended December 31, 2024 and 2023 is as follows :-

			(Unit : Baht)	
	Consolidated		Separate financial statement	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Opening balance	-	-	(1,926,000.00)	(1,926,000.00)
Increase during the year	-	-	-	-
Decrease during the year	-	-	-	-
Ending balance	-	-	(1,926,000.00)	(1,926,000.00)

The movement of allowance for expected credit loss of other current receivable - related parties for the year ended December 31, 2024 and 2023 is as follows :-

	(Unit : Baht)			
	Consolidated		Separate financial statement	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Opening balance	(2,595,809.65)	(2,595,809.65)	(15,531,435.82)	(15,531,435.82)
Increase during the year	-	-	-	-
Decrease during the year	-	-	-	-
Ending balance	(2,595,809.65)	(2,595,809.65)	(15,531,435.82)	(15,531,435.82)

8. Trade and other current receivable - third parties

Consisted of:-

	(Unit : Baht)			
	Consolidated		Separate financial statement	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Trade receivables	391,504,179.11	308,698,072.28	84,108,920.93	84,108,920.93
<u>Less</u> Allowance for expected credit loss	(115,880,244.15)	(110,635,999.01)	(84,108,920.93)	(84,108,920.93)
Net	275,623,934.96	198,062,073.27	-	-
Other receivables	13,785,030.66	8,186,740.09	625,508.46	635,525.07
Prepaid expense	1,622,135.03	1,999,777.99	175,157.92	170,015.38
Retention receivables	-	2,670,384.11	-	-
Advance payments	20,578,809.61	17,024,691.25	463,175.00	463,175.00
Revenue Department receivable	15,772,423.36	14,934,255.10	4,096,633.83	4,044,506.22
Withholding tax receivables	12,224,075.73	4,669,892.56	-	-
Suspend input vat	28,634,612.16	28,951,896.92	51,292.10	43,842.03
Advance corporate income tax	939,092.31	986,673.84	-	-
Total	93,556,178.86	79,424,311.86	5,411,767.31	5,357,063.70
<u>Less</u> Allowance for expected credit loss	(18,269,112.08)	(18,394,615.94)	(1,088,683.56)	(1,088,683.56)
Net	75,287,066.78	61,029,695.92	4,323,083.75	4,268,380.14
Total trade and other current receivables	350,911,001.74	259,091,769.19	4,323,083.75	4,268,380.14

Outstanding trade receivable - third parties can be aged as follows:-

(Unit : Baht)

	Consolidated		Separate financial statement	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Within credit term	131,214,894.22	78,860,450.93	-	-
Overdue 1 month to 3 months	100,142,626.88	74,127,922.48	-	-
Overdue 3 months to 6 months	20,454,732.44	17,390,862.55	-	-
Overdue 6 months to 12 months	17,872,859.07	28,734,355.84	-	-
Overdue over 12 months	121,819,066.50	109,584,480.48	84,108,920.93	84,108,920.93
Total	391,504,179.11	308,698,072.28	84,108,920.93	84,108,920.93
<u>Less</u> Allowance for expected credit loss	(115,880,244.15)	(110,635,999.01)	(84,108,920.93)	(84,108,920.93)
Net	275,623,934.96	198,062,073.27	-	-

The movement of allowance for expected credit loss of trade receivables - third parties for the year ended December 31, 2024 and 2023 is as follows :-

(Unit : Baht)

	Consolidated		Separate financial statement	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Opening book value	(110,635,999.01)	(112,884,168.59)	(84,108,920.93)	(84,108,920.93)
Increase during the year	(11,139,233.93)	(7,095,606.10)	-	-
Decrease during the year	5,886,040.09	9,331,626.88	-	-
Difference from financial statement translation	8,948.70	12,148.80	-	-
Ending balance	(115,880,244.15)	(110,635,999.01)	(84,108,920.93)	(84,108,920.93)

The movement of allowance for expected credit loss of other current receivables - third parties for the year ended December 31, 2024 and 2023 is as follows :-

(Unit : Baht)

	Consolidated		Separate financial statement	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Opening balance	(18,394,615.94)	(22,545,355.90)	(1,088,683.56)	(1,088,683.56)
Increase during the year	-	(1,184,052.71)	-	-
Decrease during the year	-	5,165,566.41	-	-
Exchange differences on translating financial statements	125,503.86	169,226.26	-	-
Ending balance	(18,269,112.08)	(18,394,615.94)	(1,088,683.56)	(1,088,683.56)

9. Contract assets - third parties

Consisted of:-

	Consolidated		Separate financial statement	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Accrued service income	30,244,146.63	20,565,152.73	385,200.00	385,200.00
<u>Less</u> Allowance for expected credit loss	(385,200.00)	(385,200.00)	(385,200.00)	(385,200.00)
Net	29,858,946.63	20,179,952.73	-	-

The movement of contract assets for the year ended December 31, 2024 and 2023 is as follows :-

	Consolidated	
	<u>2024</u>	<u>2023</u>
Beginning balance	20,179,952.73	82,143,071.88
Classified the contract asset as the trade receivable	(20,176,225.72)	(82,642,947.04)
Amount of revenue recognized exceeding the unconditional right to consideration during the year	30,655,871.06	20,259,110.68
Exchange differences on translating financial statements	(800,651.44)	420,717.21
Ending balance	29,858,946.63	20,179,952.73

As at December 31, 2024 and 2023, contract assets will be classified as the accounts receivable in the future periods when the Group has an unconditional right to consideration as follow :-

	Consolidated		Separate financial statement	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Expected billing period				
within 12 months	29,858,946.63	20,179,952.73	-	-
Total	29,858,946.63	20,179,952.73	-	-

The movement of allowance for expected credit loss of contract assets - third parties for the year ended December 31, 2024 and 2023 is as follows :-

	Consolidated		Separate financial statement	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Opening balance	(385,200.00)	(385,200.00)	(385,200.00)	(385,200.00)
Increase during the year	-	-	-	-
Decrease during the year	-	-	-	-
Ending balance	(385,200.00)	(385,200.00)	(385,200.00)	(385,200.00)

10. Receivable under finance lease

Consisted of:-

	Consolidated					
	2024			2023		
	Current portion	Non-current portion	Total	Current portion	Non-current portion	Total
Receivable under finance lease	16,085,594.81	41,243,715.36	57,329,310.17	14,852,818.22	57,329,310.21	72,182,128.43
<u>Less</u> Allowance for expected credit loss	-	-	-	-	-	-
Net	16,085,594.81	41,243,715.36	57,329,310.17	14,852,818.22	57,329,310.21	72,182,128.43

	Separate financial statement					
	2024			2023		
	Current portion	Non-current portion	Total	Current portion	Non-current portion	Total
Receivable under finance lease	1,345,176.08	1,678,260.52	3,023,436.60	248,141.47	-	248,141.47
<u>Less</u> Allowance for expected credit loss	-	-	-	-	-	-
Net	1,345,176.08	1,678,260.52	3,023,436.60	248,141.47	-	248,141.47

The movement of receivable under finance lease for the year ended December 31, 2024 and 2023 is as follows :-

	Consolidated		Separate financial statement	
	2024	2023	2024	2023
Opening balance	72,182,128.43	85,896,648.32	248,141.47	1,709,129.87
Increased during the year	-	-	4,082,559.89	-
Collected during the year	(14,852,818.26)	(13,714,519.89)	(1,307,264.76)	(1,460,988.40)
Decreased during the year	-	-	-	-
Ending balance	57,329,310.17	72,182,128.43	3,023,436.60	248,141.47

Receivable under finance lease - minimum lease payments receivable as follows:-

	Consolidated					
	2024			2023		
	Lease receivable	Unearned finance income	Net	Lease receivable	Unearned finance income	Net
Year 1	20,090,624.72	(4,005,029.91)	16,085,594.81	20,090,624.72	(5,237,806.50)	14,852,818.22
Year 2	20,090,624.72	(2,669,933.47)	17,420,691.25	20,090,624.72	(4,005,029.91)	16,085,594.81
Year 3	20,090,624.72	(1,224,024.69)	18,866,600.03	20,090,624.72	(2,669,933.47)	17,420,691.25
Year 4	5,022,656.10	(66,232.02)	4,956,424.08	20,090,624.72	(1,224,024.69)	18,866,600.03
Year 5	-	-	-	5,022,656.14	(66,232.02)	4,956,424.12
Total	65,294,530.26	(7,965,220.09)	57,329,310.17	85,385,155.02	(13,203,026.59)	72,182,128.43

	Separate financial statement					
	2024			2023		
	Lease receivable	Unearned finance income	Net	Lease receivable	Unearned finance income	Net
Year 1	1,494,900.00	(149,723.92)	1,345,176.08	249,150.00	(1,008.53)	248,141.47
Year 2	1,494,900.00	(63,870.91)	1,431,029.09	-	-	-
Year 3	249,150.00	(1,918.57)	247,231.43	-	-	-
Total	3,238,950.00	(215,513.40)	3,023,436.60	249,150.00	(1,008.53)	248,141.47

11. Short-term loans to third parties

Consisted of :-

	Consolidated		Separate financial statement	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Financial assets measured at amortized cost				
Short-term loan to third parties	44,850,000.00	24,850,000.00	4,850,000.00	4,850,000.00
<u>Less</u> Allowance for expected credit loss	(4,973,645.22)	(4,850,000.00)	(4,850,000.00)	(4,850,000.00)
Net	39,876,354.78	20,000,000.00	-	-

As at December 31, 2024, the short-term loans to third parties amount of Baht 40.00 million in form of promissory notes, maturity 6 months due to April 10, 2025, carries interest rate 6.50% per annum, with a land of such borrower in the amount of Baht 54.09 million pledged as collateral.

The movement of allowance for expected credit loss of short-term loans to third parties for the year ended December 31, 2024 and 2023 is as follows :-

	Consolidated		Separate financial statement	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Opening balance	(4,850,000.00)	(4,850,000.00)	(4,850,000.00)	(4,850,000.00)
Increase during the year	(123,645.22)	-	-	-
Decrease during the year	-	-	-	-
Ending balance	(4,973,645.22)	(4,850,000.00)	(4,850,000.00)	(4,850,000.00)

12. Inventories

Consisted of:-

(Unit : Baht)

Consolidated						
2024			2023			
Allowance for diminution in			Allowance for diminution in			
Cost	value of inventories	Net	Cost	value of inventories	Net	
Finished						
goods	42,931,676.97	(9,794,340.03)	33,137,336.94	45,781,280.82	(15,309,023.08)	30,472,257.74
Work in						
progress	47,490,297.37	(23,067,565.22)	24,422,732.15	45,422,476.65	(25,340,013.49)	20,082,463.16
Raw						
materials	133,240,734.76	(7,599,961.47)	125,640,773.29	125,126,549.82	(13,149,065.91)	111,977,483.91
Factory						
supplies	21,221,661.45	(841,388.58)	20,380,272.87	22,581,758.66	(837,289.80)	21,744,468.86
Goods in						
transit	-	-	-	3,926,993.31	-	3,926,993.31
Total	244,884,370.55	(41,303,255.30)	203,581,115.25	242,839,059.26	(54,635,392.28)	188,203,666.98

The movement of allowance for diminutions in value of inventories for the year ended December 31, 2024 and 2023 is as follows :-

(Unit : Baht)

Consolidated		
	2024	2023
Beginning balance	(54,635,392.28)	(81,823,361.55)
Additional during the year	(7,189,328.90)	(704,010.07)
Reversal during the year	20,442,209.56	27,777,832.74
Exchange differences on translating financial statements	79,256.32	114,146.60
Ending balance	(41,303,255.30)	(54,635,392.28)

For the year ended December 31, 2024, the costs of inventories recognized as expenses are Baht 780.77 million in the consolidated financial statement (For the year ended December 31, 2023 : Baht 878.20 million in the consolidated financial statement).

For the year ended December 31, 2024, the Group have reversed allowance for diminutions in the value of inventories in amount of Baht 20.44 million in the consolidated financial statement (For the year ended December 31, 2023 : Baht 27.78 million in the consolidated financial statement).

As at December 31, 2024, some inventories that the Group expects to be sold for more than 12 months from the reporting period amount of Baht 10.66 million in the consolidated financial statement. (2023 : Baht 10.61 million in the consolidated financial statement)

13. Other current financial assets

Consisted of :-

	Consolidated		Separate financial statement	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Financial assets measured at amortized cost				
Fixed deposit	1,293,874.60	669,310.23	-	-
Financial assets measured at fair value through profit or loss				
Investment in listed equity instruments	351,369,852.00	209,916,198.49	185,368,982.52	107,283,385.01
Investment in opened fund	-	-	-	-
Total	352,663,726.60	210,585,508.72	185,368,982.52	107,283,385.01

The movement of investment in listed equity instruments for the year ended December 31, 2024 and 2023 is as follow:-

	Consolidated		Separate financial statement	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Beginning book value	209,916,198.49	326,327,359.62	107,283,385.01	169,578,743.14
Purchase during the year	147,552,011.88	135,570.18	79,198,712.88	-
Disposal during the year	(26,392,076.32)	(6,302,563.22)	(11,734,156.32)	(3,492,936.67)
Changes in fair value	20,293,717.95	(110,244,168.09)	10,621,040.95	(58,802,421.46)
Ending book value	351,369,852.00	209,916,198.49	185,368,982.52	107,283,385.01

The movement of investment in opened fund for the year ended December 31, 2024 and 2023 is as follows :-

(Unit : Baht)

	Consolidated		Separate financial statement	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Beginning book value	-	200,548,582.13	-	-
Purchase during the year	16,000,000.00	146,000,000.00	-	-
Disposal during the year	(16,048,980.88)	(346,548,582.13)	-	-
Changes in fair value	48,980.88	-	-	-
Ending book value	-	-	-	-

The Board of Directors' Meeting no. 3/2024 with held on May 15, 2024 has the resolution to approve the Company (as an existing shareholder) purchases an increase common shares of EMC Public Company Limited allocated to existing shareholders at the ratio of 1 common share to 1 new common share according to rights and/or exceeding the rights at an offering price of Baht 0.07 per share to maintain the shareholding proportion and increase the opportunity to create returns to receive warrants (EMC-W7) allocated to existing shareholders who purchase the increase common shares at the ratio of 2 new common shares : 1 warrant unit at an offering price of Baht 0.00 per warrant unit.

The Group has investment in EMC Public Company Limited at 32.92% however, the Group has no significant influence to EMC Public Company Limited and has no representatives on the Board of Directors of such company. Additionally, the Group plans to sell this investment in order to reduce its holding percentage. Therefore, EMC Public Company Limited is classified as other current financial assets.

14. Non-current assets held for sale

The movement of non-current assets held for sale for the year ended December 31, 2024 is as follow:-

(Unit : Baht)

	<u>Consolidated</u>
Opening balance	29,019,358.59
Transferred from property, plant and equipment	171,383,992.14
Disposal during the period	(169,012,690.42)
Exchange differences on translating financial statements	(2,090,453.19)
Ending balance	29,300,207.12

During the year 2023, the Group's management entered into an agreement to sell telecommunications towers of a subsidiary to other investors. The subsidiary received an advance payment under the agreement in the amount of Baht

22.97 million. Therefore, as at December 31, 2024, the Group has classified such assets in the amount of Baht 29.30 million in the consolidated financial statements as non-current assets held for sale.

And in March 2024, the Group has also entered into an agreement to sell additional the telecommunications towers to another investors. The subsidiary received an advance payment under the agreement by Baht 94.96 million. During the year ended December 31, 2024, the subsidiary completed the sale of these assets and recognized a gain from the disposal of Baht 35.83 million in consolidated statements of comprehensive income.

In July, 2024, the Group has already transferred two clinics of its subsidiary (Medisphere Co., Ltd.) to original owners. The Company recognized the gain on disposal of such assets in the amount of Baht 4.95 million in the consolidated statement of comprehensive income.

On July 12, 2024, the Management intends to sell back two clinics of its subsidiary (Medisphere Co., Ltd.) to the original owners, who are the shareholder of the subsidiary.

Disposal asset group (liabilities associated) classified as held for sale as at July 12, 2024 is as follows: -

	(Unit: Baht)
	<u>Consolidated</u>
Other current receivable	2,700.00
Inventories	-
Plant and equipment	9,745,784.65
Disposal asset group classified as held for sale	<u>9,748,484.65</u>
Other current payable	(350.00)
Contract liabilities	<u>(630,677.37)</u>
Liabilities associated with disposal asset group classified as held for sale	<u>(631,027.37)</u>

15. Investments in associates

The nature and carrying value of investment in associate can be summarized as follows :-

Name of Companies	Nature of business	Country of incorporation	(Unit : '000 Baht)		Percentage % of holding		(Unit : '000 Baht)	
			Paid-up capital				Equity method	
			2024	2023	2024	2023	2024	2023
All individual immaterial associate			(Unit : USD)					
Interglob Investment Co., Ltd.	Sale and rental of real estate	Cambodia	25,000	25,000	48.00	48.00	-	-
Net							<u>-</u>	<u>-</u>

16. Investments in joint venture

The nature and carrying value of investment in joint venture can be summarized as follows :-

Name of <u>Company</u>	Nature of <u>business</u>	Country of <u>incorporation</u>	Paid-up capital		Percentage % of holding		(Unit : '000 Baht)			
							Equity method		Cost method	
			<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Each material joint venture			(Unit : '000 Baht)							
Sunflowergreen Co., Ltd.	Wood chipper	Thailand	180,000	180,000	20.83	20.83	-	-	59,471	59,471
Each material joint venture			(Unit : SGD)							
Prospera Alliance Pte. Ltd.	Holding	Singapore	33,600	33,600	50.00	50.00	-	-	441	441
Total							-	-	59,912	59,471
<u>Less</u> Allowance for impairment loss							-	-	(59,912)	(59,912)
Net							-	-	-	-

In April 2023, the Company entered into a memorandum of understanding on a joint venture with third party by jointly establishing Prospera Alliance Pte.Ltd. (in which the company invests 50.00%, and third party invests 50.00%) to jointly invest in additional shares of ASTI Holdings Limited. Both parties have joint control such joint venture. Later in November 2023, the Company has canceled investment in the such joint venture.

17. Investments in subsidiaries

The composition of the Group in the consolidated financial statements and the carrying value of investments in subsidiaries in the separate financial statement can be summarized as follows :-

Name of subsidiaries	Paid-up capital ('000 Baht)		Investment portion (%)		Cost method ('000 Baht)		Dividends ('000 Baht)	
	2024	2023	2024	2023	2024	2023	2024	2023
<u>Subsidiaries don't having non-controlling interests</u>								
Enesol Co., Ltd.	181,500	242,000	100.00	100.00	151,325	211,825	-	-
Medisphere Co., Ltd.	38,760	51,000	100.00	69.00	42,554	35,190	-	-
Evergreen Biomass Co., Ltd.	50,000	50,000	99.00	99.00	49,440	49,440	-	-
Capital digital network Co., Ltd.	6,250	6,250	100.00	100.00	6,250	6,250	-	-
<u>Subsidiaries having material non-controlling interests</u>								
Rayong Wire Industries PLC	457,638	457,638	52.30	52.30	301,223	301,223	-	-
Sky Tower PLC	3,697,325	3,697,251	38.39	38.39	817,443	817,442	-	-
<u>Subsidiary having immaterial non-controlling interests</u>								
WJC Enterprise Co., Ltd.	150,000	150,000	94.25	94.25	120,631	120,631	-	-
Total					1,488,866	1,542,001	-	-
<u>Less</u> Allowance for impairment loss					(744,850)	(734,311)	-	-
Net					744,016	807,690	-	-

The movements of allowance for impairment loss on investments in subsidiaries for the year ended December 31, 2024 and 2023, are as follow:-

	(Unit : Baht)	
	Separate financial statement	
	<u>2024</u>	<u>2023</u>
Opening balance	(734,311,218.12)	(550,879,121.59)
Increase during the year	(18,983,881.27)	(291,697,587.23)
Reversal during the year	8,445,558.00	108,265,490.70
Ending balance	<u>(744,849,541.39)</u>	<u>(734,311,218.12)</u>

For the year ended December 31, 2024, Sky Tower Public Company Limited and Rayong Wire Industries Public Company Limited has issued some common shares to the warrant holders from the exercise of rights to purchase ordinary shares. In addition, the Group additionally invested in the ordinary shares of Medisphere Company Limited. Thus, the shareholding proportion in the subsidiaries was changed.

The Group recognized the difference between the consideration received/paid and the carrying amount of non-controlling interests increased/decreased at Baht 10.96 million directly to the account of surplus from change in the controlling interests in subsidiaries in the consolidated financial statements.

Information on subsidiaries having non-controlling interests can be summarized as follows:-

Name of Company	Paid-up capital ('000 Baht)		Investment portion (%)		Non-controlling interest ('000 Baht)		Profit (loss) allocated to non-controlling interest ('000 Baht)	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
<u>Subsidiaries having material non-controlling interests</u>								
Rayong Wire Industries PLC	457,638	477,433	52.30	52.30	479,565	477,433	2,131	(52,842)
Sky Tower PLC	3,697,325	3,697,251	38.39	38.39	460,507	538,160	(79,371)	(116,334)
<u>Subsidiaries having immaterial non-controlling interests</u>								
Other subsidiaries					(4,202)	1,879	418	(58)
Total					<u>935,870</u>	<u>1,017,472</u>	<u>(76,822)</u>	<u>(169,234)</u>

Financial information before inter-company eliminations of the subsidiaries having non-controlling interests that are material can be summarized as follows:-

(Unit : Baht)

Rayong Wire Industries PLC.

	<u>2024</u>	<u>2023</u>
Current assets	834,820,973.87	823,363,776.62
Non-current assets	376,020,718.06	393,540,892.50
Current liabilities	69,266,464.59	75,709,456.98
Non-current liabilities	136,121,963.13	140,209,576.82
Owners of the parent	525,888,551.33	523,552,266.01
Non-controlling interest	479,564,712.88	477,433,369.31

(Unit : Baht)

Rayong Wire Industries PLC.

	<u>2024</u>	<u>2023</u>
Revenues	592,886,365.46	737,517,723.66
Profit (loss) from continuing operations	4,466,457.39	(111,273,214.11)
Post-tax profit (loss) from discontinued operation	-	-
Other comprehensive income	-	367,407.60
Total comprehensive income (loss)	4,466,457.39	(110,905,806.51)
Dividend paid to non-controlling interest	-	-

(Unit : Baht)

Sky Tower PLC.

	<u>2024</u>	<u>2023</u>
Current assets	480,248,360.10	454,270,885.08
Non-current assets	440,331,770.66	691,068,389.53
Current liabilities	92,767,347.77	112,222,477.11
Non-current liabilities	72,010,913.50	148,606,794.42
Owners of the parent	295,294,673.21	346,349,358.25
Non-controlling interest	460,507,196.28	538,160,644.83

(Unit : Baht)

	Sky Tower PLC.	
	<u>2024</u>	<u>2023</u>
Revenues	418,151,138.65	185,574,170.64
Profit (loss) from continuing operations	(64,780,569.70)	(216,205,007.93)
Post-tax profit (loss) from discontinued operation	-	-
Other comprehensive income (loss)	(64,001,721.82)	(2,883,064.43)
Total comprehensive income (loss)	(128,782,291.52)	(219,088,072.36)
Dividend paid to non-controlling interest	-	-

18. Investment property

Consisted of:-

(Unit : Baht)

	Consolidated / Separate financial statement			
	<u>Land</u>	<u>Building</u>	<u>Condominium units</u>	<u>Total</u>
Cost:-				
As at January 1, 2024	397,613,922.30	940,000.00	-	398,553,922.30
Purchase	-	-	85,763,854.00	85,763,854.00
Transfer out	-	-	-	-
Disposal	-	-	-	-
As at December 31, 2024	397,613,922.30	940,000.00	85,763,854.00	484,317,776.30
Accumulated depreciation :-				
As at January 1, 2024	-	(939,998.00)	-	(939,998.00)
Depreciation for the year	-	-	(3,178,801.23)	(3,178,801.23)
As at December 31, 2024	-	(939,998.00)	(3,178,801.23)	(4,118,799.23)
Allowance for impairment:-				
As at January 1, 2024	(62,585,968.00)	-	-	(62,585,968.00)
Addition	11,999,659.87	-	-	11,999,659.87
As at December 31, 2024	(50,586,308.13)	-	-	(50,586,308.13)
Net book value:-				
As at December 31, 2024	347,027,614.17	2.00	82,585,052.77	429,612,668.94
Depreciation for the year ended December 31, 2024				3,178,801.23

(Unit : Baht)

Consolidated / Separate financial statement

	<u>Land</u>	<u>Building</u>	<u>Total</u>
Cost:-			
As at January 1, 2024	397,613,922.30	940,000.00	398,553,922.30
Purchase	-	-	-
Transfer out	-	-	-
Disposal	-	-	-
As at December 31, 2024	397,613,922.30	940,000.00	398,553,922.30
Accumulated depreciation :-			
As at January 1, 2024	-	(939,998.00)	(939,998.00)
Depreciation for the year	-	-	-
As at December 31, 2024	-	(939,998.00)	(939,998.00)
Allowance for impairment:-			
As at January 1, 2024	(62,585,968.00)	-	(62,585,968.00)
Addition	11,999,659.87	-	11,999,659.87
As at December 31, 2024	(50,586,308.13)	-	(50,586,308.13)
Net book value:-			
As at December 31, 2024	347,027,614.17	2.00	347,027,616.17
Depreciation for the year ended December 31, 2024			-

(Unit : Baht)

	Consolidated / Separate financial statement		
	<u>Land</u>	<u>Building</u>	<u>Total</u>
Cost:-			
As at January 1, 2023	405,213,922.30	940,000.00	406,153,922.30
Purchase	-	-	-
Transfer out	-	-	-
Disposal	(7,600,000.00)	-	(7,600,000.00)
As at December 31, 2023	397,613,922.30	940,000.00	398,553,922.30
Accumulated depreciation :-			
As at January 1, 2023	-	(939,998.00)	(939,998.00)
Depreciation for the year	-	-	-
As at December 31, 2023	-	(939,998.00)	(939,998.00)
Allowance for impairment:-			
As at January 1, 2023	(62,585,968.00)	-	(62,585,968.00)
Addition	-	-	-
As at December 31, 2023	(62,585,968.00)	-	(62,585,968.00)
Net book value:-			
As at December 31, 2023	335,027,954.30	2.00	335,027,956.30
Depreciation for the year ended December 31, 2023			-

In December 2024, the independent appraiser (KAWIN Appraisal Co., Ltd.) appraised the value of land and their building and condominium units by applying the market comparable approach.

The independent appraiser has not changed any land and building valuation techniques used in the valuation of land and buildings in the previous year.

The fair value measurements is as follows:-

(Unit : Million Baht)

Assets	Consolidated / Separate financial statement				
	2024		2023		Fair value hierarchy
	Carrying amount	Fair value	Carrying amount	Fair value	
Land and building	347.03	373.85	335.03	373.85	Level 2
Condominium units	82.59	103.96	-	-	Level 2

During the year 2023, the Company disposal 2 plots of investment property, with a book value of Baht 7.60 million, to a other company and realized a profit from the disposal of Baht 3.40 million.

As at December 31, 2024, certain investment properties are pledged as collateral for subsidiary borrowings from the financial institutions.

On February 16, 2024, the Board of Directors' Meeting of the subsidiary No. 1/2024 resolved to approve the purchase of 4 condominium units of the Urbitia Thonglor project from EMC Public Company Limited, which a related company, in value of Baht 25,840,546.00 to receive returns from investing in the real estate.

On April 17, 2024, the Annual General Meeting of Shareholders of the subsidiary for the year 2024 has resolved to approve the purchase of 8 units of URBITIA Thonglor condominium at the total value of Baht 59,923,308.00.

The amounts recognized in profit or loss for the year ended December 31, 2024 and 2023 are as follows:

(Unit : Baht)

	Consolidated	
	<u>2024</u>	<u>2023</u>
Rental income	1,553,243.00	-
Depreciation	3,178,801.23	-
Direct operating expenses	547,769.72	-

Undiscounted lease payments to be received are as follows:

(Unit : Baht)

	Consolidated	
	<u>2024</u>	<u>2023</u>
Year 1	4,206,500.00	-
Year 2	1,572,000.00	-
Year 3	828,255.94	-
Total	<u>6,606,755.94</u>	-

19. Property, plants and equipment

Consisted of :-

(Unit : Baht)

	Consolidated							
	Land and	Assets present at cost						
	improvement	Building, improvement	Machine and factory	Furniture and office		Medical	Assets under	
	present	and utility system	equipments	equipment	Vehicle	instrument and	construction	Total
	at revalued amount					medical equipment		
Revalued amount/Cost:-								
As at January 1, 2024	299,834,343.74	363,841,032.41	944,335,725.49	42,842,703.44	42,552,244.15	3,953,800.00	28,804,165.42	1,726,164,014.65
Addition	-	76,950.00	4,176,393.49	5,856,711.98	10,047,600.00	2,122,338.91	13,475,252.83	35,755,247.21
Increase from provisions for decommissioning cost	-	239,634.78	-	-	-	-	-	239,634.78
Transfer in	-	9,760,372.18	6,999,229.78	158,788.00	-	-	(649,892.26)	16,268,497.70
Disposal/write off	-	(14,362,127.48)	(4,929,482.36)	(7,081,875.62)	(1,572,419.81)	(5,969,779.96)	(1,278,602.26)	(35,194,287.49)
Transfer out	-	-	(4,160,638.35)	-	-	-	(12,323,069.55)	(16,483,707.90)
Decrease from provisins for decommissioning cost	-	(351,060.56)	(1,882,914.08)	-	-	-	-	(2,233,974.64)
Classified as the non-current assets held for sale	-	-	(155,911,128.47)	-	-	-	(22,539,269.37)	(178,450,397.84)
Difference from financial statement translation	(1,381.62)	(78,145.85)	2,482,106.33	(70,441.70)	(50,621.75)	-	900,619.03	3,182,134.44
As at December 31, 2024	299,832,962.12	359,126,655.48	791,109,291.83	41,705,886.10	50,976,802.59	106,358.95	6,389,203.84	1,549,247,160.91
Accumulated depreciation :-								
As at January 1, 2024	-	(282,426,630.18)	(523,323,052.40)	(34,662,860.93)	(28,845,585.69)	(15,731.99)	-	(869,273,861.19)
Depreciation for the year	-	(8,474,556.84)	(23,810,706.04)	(3,291,318.16)	(2,647,237.59)	(553,595.03)	-	(38,777,413.66)
Disposal/write off	-	931,878.96	2,387,206.49	5,512,119.74	1,572,418.81	561,148.98	-	10,964,772.98

(Unit : Baht)

Consolidated

	Land and improvement present at revalued amount	Assets present at cost						Total
		Building, improvement and utility system	Machine and factory equipments	Furniture and office equipment	Vehicle	Medical instrument and medical equipment	Assets under construction	
Decrease from provisins for decommissioning cost	-	17,553.04	1,457,739.92	-	-	-	-	1,475,292.96
Classified as the non-current assets held for sale	-	-	7,066,405.70	-	-	-	-	7,066,405.70
Difference from financial statement translation	-	53,802.81	46,614.47	56,313.66	12,444.01	-	-	169,174.95
As at December 31, 2024	-	(289,897,952.21)	(536,175,791.86)	(32,385,745.69)	(29,907,960.46)	(8,178.04)	-	(888,375,628.26)
Allowance for impairment:-								
As at January 1, 2024	(210,343.74)	(12,084,285.25)	(94,541,692.04)	-	(5,812,263.20)	-	(4,248,181.85)	(116,896,766.08)
Increase	(139,825,668.32)	(17,916,660.25)	(4,018,533.03)	-	-	-	-	(161,760,861.60)
Difference from financial statement translation	1,381.62	16,801.73	-	-	38,177.24	-	27,903.73	84,264.32
As at December 31, 2024	(140,034,630.44)	(29,984,143.77)	(98,560,225.07)	-	(5,774,085.96)	-	(4,220,278.12)	(278,573,363.36)
Net book value:-								
As at December 31, 2024	159,798,331.68	39,244,559.50	156,373,274.90	9,320,140.41	15,294,756.17	98,180.91	2,168,925.72	382,298,169.29

Depreciation in the statement of comprehensive income for the year ended December 31, 2024

38,777,413.66

(Unit : Baht)

	Consolidated							
	Land and improvement present at revalued amount	Assets present at cost						Total
		Building, improvement and utility system	Machine and factory equipments	Furniture and office equipment	Vehicle	Medical instrument and medical equipment	Assets under construction	
Revalued amount/Cost:-								
As at January 1, 2023	253,740,333.58	345,629,289.47	858,163,771.26	42,513,755.20	44,912,541.91	-	120,859,063.21	1,665,818,754.63
Increase from business combination	-	4,461,450.00	-	11,586.40	-	3,953,800.00	-	8,426,836.40
Addition	-	5,493,269.00	6,049,977.88	1,670,132.10	9,200.94	-	56,454,527.70	69,677,107.62
Revaluation surplus	46,096,000.00	-	-	-	-	-	-	46,096,000.00
Increase from provisions for decommissioning cost	-	351,060.56	-	-	-	-	-	351,060.56
Transfer in	-	10,171,991.40	138,798,897.31	-	-	-	-	148,970,888.71
Disposal/write off	-				(2,296,592.2	-	-	
		(2,224,531.06)	(24,697,290.35)	(1,088,453.75)	0)			(30,306,867.36)
Transfer out	-					-	(148,737,044.60	
		-	-	(248,844.11)	-)	(148,985,888.71)
Classified as the non-current assets held for sale	-	-	(31,135,665.16)	-	-	-	-	(31,135,665.16)
Difference from financial statement translation	(1,989.84)	(41,496.96)	(2,843,965.45)	(15,472.40)	(72,906.50)	-	227,619.11	(2,748,212.04)
As at December 31, 2023	299,834,343.74	363,841,032.41	944,335,725.49	42,842,703.44	42,552,244.	3,953,800.00	28,804,165.42	1,726,164,014.65
					15			
Accumulated depreciation :-								
	-		(521,737,973.34)	(32,276,650.24)	(28,554,448.3	-	-	
As at January 1, 2023		(277,298,511.48)			6)			(859,867,583.42)

(Unit : Baht)

Consolidated

	Land and improvement present at revalued amount	Assets present at cost					Total	
		Building, improvement and utility system	Machine and factory equipments	Furniture and office equipment	Vehicle	Medical instrument and medical equipment	Assets under construction	
					(1,381,978.09			
Depreciation for the year	-	(7,331,154.18)	(28,514,109.19)	(3,489,048.27))	(15,731.99)	-	(40,732,021.72)
Disposal/write off	-	2,224,529.06	24,606,160.24	1,087,122.50	1,072,917.90	-	-	28,990,729.70
Transfer in	-	(35,338.94)	-	-	-	-	-	(35,338.94)
Transfer out	-	-	35,338.94	-	-	-	-	35,338.94
Classified as the non-current assets held for sale	-	-	2,116,306.57	-	-	-	-	2,116,306.57
Difference from financial statement translation	-	13,845.36	171,224.38	15,715.08	17,922.86	-	-	218,707.68
					(28,845,585.6			
As at December 31, 2023	-	(282,426,630.18)	(523,323,052.40)	(34,662,860.93)	9)	(15,731.99)	-	(869,273,861.19)

52

Allowance for impairment:-

As at January 1, 2023	(212,333.58)		(94,541,692.04)	-	(5,867,246.86	-		
		(12,108,483.45))		(4,288,369.39)	(117,018,125.32)
Increase	-	-	-	-	-	-	-	-
Transfer in	-	-	-	-	-	-	-	-
Decrease	-	-	-	-	-	-	-	-

(Unit : Baht)

	Consolidated						
	Land and improvement present at revalued amount	Assets present at cost					Total
		Building, improvement and utility system	Machine and factory equipments	Furniture and office equipment	Vehicle	Medical instrument and medical equipment	Assets under construction
Transfer out	-	-	-	-	-	-	-
Difference from financial statement translation	1,989.84	24,198.20	-	-	54,983.66	-	40,187.54
As at December 31, 2023	(210,343.74)				(5,812,263.20		
		(12,084,285.25)	(94,541,692.04)	-)	-	(4,248,181.85)
Net book value:-							(116,896,766.08)
As at December 31, 2023	299,624,000.00	69,330,116.98	326,470,981.05	8,179,842.51	7,894,395.26	3,938,068.01	24,555,983.57
							739,993,387.38
Depreciation in the statement of comprehensive income for the year ended December 31, 2023							40,732,021.72

(Unit : Baht)

	Separate financial statements			
	Building, improvement and utility system	Furniture and office equipment	Vehicle	Total
Cost:-				
As at January 1, 2024	292,121.68	6,800,561.43	600,056.00	7,692,739.11
Addition	-	2,150,357.56	-	2,150,357.56
Increase from provisions for decommissioning cost	239,634.78	-	-	239,634.78
Disposal/write off	-	(2,001,884.09)	-	(2,001,884.09)
Transfer out	-	-	-	-
As at December 31, 2024	531,756.46	6,949,034.90	600,056.00	8,080,847.36
Accumulated depreciation :-				
As at January 1, 2024	(292,121.68)	(6,395,021.48)	(600,055.00)	(7,287,198.16)
Depreciation for the year	(22,188.40)	(268,927.20)	-	(291,115.60)
Disposal/write off	-	2,000,913.57	-	2,000,913.57
Transfer out	-	-	-	-
As at December 31, 2024	(314,310.08)	(4,663,035.11)	(600,055.00)	(5,577,400.19)
Allowance for impairment:-				
As at January 1, 2024	-	-	-	-
Increase	-	-	-	-
Decrease	-	-	-	-
As at December 31, 2024	-	-	-	-
Net book value:-				
As at December 31, 2024	217,446.38	2,285,999.79	1.00	2,503,447.17
Depreciation in the statement of comprehensive income for the year ended December 31, 2024				291,115.60

(Unit : Baht)

	Separate financial statements			
	Building, improvement	Furniture and office		
	and utility system	equipment	Vehicle	Total
Cost:-				
As at January 1, 2023	292,121.68	6,763,061.43	600,056.00	7,655,239.11
Addition	-	81,000.00	-	81,000.00
Disposal/write off	-	(43,500.00)	-	(43,500.00)
Transfer out	-	-	-	-
As at December 31, 2023	292,121.68	6,800,561.43	600,056.00	7,692,739.11
Accumulated depreciation :-				
As at January 1, 2023	(292,121.68)	(5,782,300.27)	(600,055.00)	(6,674,476.95)
Depreciation for the year	-	(656,220.21)	-	(656,220.21)
Disposal/write off	-	43,499.00	-	43,499.00
Transfer out	-	-	-	-
As at December 31, 2023	(292,121.68)	(6,395,021.48)	(600,055.00)	(7,287,198.16)
Allowance for impairment:-				
As at January 1, 2023	-	-	-	-
Increase	-	-	-	-
Decrease	-	-	-	-
As at December 31, 2023	-	-	-	-
Net book value:-				
As at December 31, 2023	-	405,539.95	1.00	405,540.95

Depreciation in the statement of comprehensive income for the year ended December 31, 2023 656,220.21

As at December 31, 2024, certain plant and equipment items of the Group's have been fully depreciated but are still in use. The original cost, before deducting accumulated depreciation, of those assets amounted to Baht 648.31 millions.(2023 : Baht 643.44 million)

The Group's land was revalued in the year 2023 by an external independent value. Valuations were made on the basis of recent market transactions on arm's length terms. The revaluation surplus net of income tax of Baht 36.88 million was recorded in of other components of shareholders' equity.

During the year 2024, the Group recognized loss on impairment of assets in the amount of Baht 161.76 million due to one subsidiary's operating results not being as planned. The Group presented such under "Loss on impairment of assets" in the profit and loss for the year in the amount of Baht 21.93 million and other comprehensive income net of income tax in the amount of Baht 111.86 million.

20. Right-of-use assets

Consiststed of:-

(Unit : Baht)

	Consolidated			
	Land and office space	Office equipment and equipment	Vehicles	Total
As at January 1, 2023	137,729,121.45	3,697,761.71	3,633,520.80	145,060,403.96
Increase in right-of-use assets	88,512,981.91	-	-	88,512,981.91
Effect from terminating the lease in the year	(28,527.80)	(38,149.28)	-	(66,677.08)
Depreciation for the year	(15,405,791.25)	(1,051,257.85)	(666,331.02)	(17,123,380.12)
Difference from financial statement translation	(990,072.78)	-	-	(990,072.78)
As at December 31, 2023	209,817,711.53	2,608,354.58	2,967,189.78	215,393,255.89
Increase in right-of-use assets	13,343,030.09	185,933.18	6,251,910.42	19,780,873.69
Effect from terminating the lease in the year	(83,061,801.26)	-	-	(83,061,801.26)
Depreciation for the year	(13,241,414.16)	(1,045,899.98)	(1,605,186.87)	(15,892,501.01)
Difference from financial statement translation	451,853.43	-	(222,651.89)	229,201.54
As at December 31, 2024	127,309,379.63	1,748,387.78	7,391,261.44	136,449,028.85

(Unit : Baht)

	Separate financial statements
	Office space
As at January 1, 2023	530,640.45
Increase in right-of-use assets	-
Depreciation for the year	(379,455.85)
As at December 31, 2023	151,184.60
Increase in right-of-use assets	9,379,051.74
Depreciation for the year	(510,332.89)
As at December 31, 2024	9,019,903.45

Expenses relating to leases consisted of:-

	Consolidated		Separate financial statement	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Interest expense on lease liabilities	8,621	12,531	614	40
Expense relating to short-term lease	4,459	8,941	-	-

Total cash outflow for leases for the year ended December 31, 2024 is Baht 19.81 million in consolidated and in the amount of Baht 1.90 million in the separate financial statement. (2023 : Baht 16.59 million in consolidated and in the amount of Baht 1.92 million in the separate financial statement).

21. Goodwill

Consisted of:-

	Consolidated	
	<u>2024</u>	<u>2023</u>
Cost :-		
As at January 1,	99,319,402.92	99,319,402.92
Purchase of subsidiary	-	-
As at December 31,	99,319,402.92	99,319,402.92
Accumulated allowance for impairment :-		
As at January 1,	(49,000,000.00)	-
Impairment loss for the year	-	(49,000,000.00)
As at December 31,	(49,000,000.00)	(49,000,000.00)
Net book value :-		
As at December 31,	50,319,402.92	50,319,402.92

The cash-generating units with goodwill that are subject to impairment testing consists of the telecom implementation service segment.

The Group has engaged CL Advisory Co., Ltd. as an independent valuation expert to assist management in evaluating the recoverable amount of its cash-generating units determined on a value in use basis based on cash flow projections in line with the financial budget approved by the management covering a period of 5 years.

Key assumption on which management has based its cash flow projections consists of:

	<u>2024</u>	<u>2023</u>
Annual revenue growth rate (based on management's estimates)	0.00%	19.30%
Gross margins (based on past experience)	40.00%	24.40%
Long-term average growth rate (not higher than the industry)	0.00%	0.00%
Pre-tax discount rate	7.82%	7.28%

The recoverable value and carrying amount of the cash-generating unit are as follows:

	<u>(Unit: Million Baht)</u>	
	<u>2024</u>	<u>2023</u>
Recoverable amount	64.49	43.21
Carrying amount of net assets in consolidated financial statement	59.10	42.90

Changes in key assumptions will affect the recoverable amount as follows:

	<u>(Unit: Million Baht)</u>	
	<u>2024</u>	<u>2023</u>
If the long-term growth rate decreases by 10%	15.86	6.43
If the pre-tax discount rate increases by 0.5%	12.50	5.09

For the year ended December 31, 2023, the Group recognized the impairment loss on goodwill in the amount of Baht 49.00 million due to the telecom munication towerindustry in the Philippines causing the operating results of the subsidiary was changes in not line with plan, that presented under other expenses in the consolidated statement of comprehensive income.

22. Intangible assets

Consisted of:-

(Unit : Baht)

	Consolidated		
	Right to use gas branch piping system	Computer software	Total
Cost :-			
As at January 1, 2024	6,288,110.65	13,214,073.29	19,502,183.94
Purchase	-	302,655.65	302,655.65
Disposal	(6,288,110.65)	-	(6,288,110.65)
Difference from financial statement translation	-	(16,311.10)	(16,311.10)
As at December 31, 2024	-	13,500,417.84	13,500,417.84
Accumulated amortization :-			
As at January 1, 2024	(6,288,110.65)	(9,729,386.29)	(16,017,496.94)
Amortization for the year	-	(602,913.34)	(602,913.34)
Disposal	6,288,110.65	-	6,288,110.65
Difference from financial statement translation	-	16,283.14	16,283.14
As at December 31, 2024	-	(10,316,016.49)	(10,316,016.49)
Allowance for impairment :-			
As at January 1, 2024	-	-	-
Increase	-	-	-
Decrease	-	-	-
As at December 31, 2024	-	-	-
Net book value :-			
As at December 31, 2024	-	3,184,401.35	3,184,401.35
Amortization charges for the year ended December 31, 2024			602,913.34

	Consolidated			
	Right to use gas branch piping system	Computer software	Computer software during installation	Total
Cost :-				
As at January 1, 2023	6,288,110.65	12,832,362.83	42,000.00	19,162,473.48
Purchase	-	384,914.76	-	384,914.76
Disposal	-	-	(42,000.00)	(42,000.00)
Difference from financial statement translation	-	(3,204.30)	-	(3,204.30)
As at December 31, 2023	6,288,110.65	13,214,073.29	-	19,502,183.94
Accumulated amortization :-				
As at January 1, 2023	(6,288,110.65)	(9,115,483.40)	-	(15,403,594.05)
Amortization for the year	-	(616,750.63)	-	(616,750.63)
Difference from financial statement translation	-	2,847.74	-	2,847.74
As at December 31, 2023	(6,288,110.65)	(9,729,386.29)	-	(16,017,496.94)
Allowance for impairment :-				
As at January 1, 2023	-	-	-	-
Increase	-	-	-	-
Decrease	-	-	-	-
As at December 31, 2023	-	-	-	-
Net book value :-				
As at December 31, 2023	-	3,484,687.00	-	3,484,687.00
Amortization charges for the year ended December 31, 2023				616,750.63

23. Other non-current assets

Consisted of:-

(Unit : Baht)

	Consolidated		Separate financial statement	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Withholding tax receivable	10,324,196.65	17,118,350.43	603,259.85	1,280,443.07
Advance maintenance expense	57,329,080.28	43,096,916.82	-	-
Deposit	3,564,203.45	4,896,255.20	2,444,981.20	2,443,916.70
Guarantee payments	345,101.00	845,410.85	-	-
Others	1,770.98	8,269.98	-	-
Total	71,564,352.36	65,965,203.28	3,048,241.05	3,724,359.77
<u>Less</u> Allowance for expected credit loss	(45,101.00)	(45,101.00)	-	-
Net	71,519,251.36	65,920,102.28	3,048,241.05	3,724,359.77

The movement of allowance for expected credit loss of other non-current assets for the year ended December 31, 2024 and 2023 is as follows :-

(Unit : Baht)

	Consolidated		Separate financial statement	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Opening balance	(45,101.00)	(45,101.00)	-	-
Increase during the year	-	-	-	-
Decrease during the year	-	-	-	-
Ending balance	(45,101.00)	(45,101.00)	-	-

24. Short-term loans from financial institutions

As at December 31, 2024 and 2023, the whole amount is trust receipt of Rayong Wire Industries Public Company Limited are loan due to one commercial banks. Such loans carries interest at the rates of 5.15% per annum and rate of 5.27% per annum respectively, Ownership of merchandise purchased from trust receipt contract performance is still belonged to a commercial bank until there is repayment of trust receipt payables to such

commercial banks. Such borrowings were collateralized by deposits at financial institutions and some land of Company.

25. Trade and other current payable - third parties

Consisted of:-

			(Unit : Baht)	
	Consolidated		Separate financial statement	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Trade payables	43,234,326.43	23,099,225.50	-	-
Other payables	6,939,640.88	7,800,222.79	303,818.70	303,318.70
Retention payables	12,485.00	-	-	-
Asset payables	636,572.83	1,871,317.09	-	-
Accrued expenses	24,193,838.66	26,061,565.71	1,567,045.52	1,521,802.85
Accrued interest payable	-	34,130.33	-	-
Suspend output vat	28,098,906.30	4,503,150.43	192,448.04	191,070.91
Withholding tax payable	806,599.67	2,038,687.73	106,926.42	99,930.41
Revenue Department payable	2,440,469.20	3,079,232.44	-	-
Provision for other Current liabilities	3,580,983.44	-	-	-
Total	109,943,822.41	68,487,532.02	2,170,238.68	2,116,122.87

26. Short-term loans from person and third parties

Consisted of:-

			(Unit : Baht)	
	Consolidated		Separate financial statement	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Opening balance	12,276,000.00	12,380,000.00	-	-
Additions in during the year	-	260,000,000.00	-	260,000,000.00
Repayment in during the year	-	(260,000,000.00)	-	(260,000,000.00)
Exchange differences on translating financial statements	(592,000.00)	(104,000.00)	-	-
Ending balance	11,684,000.00	12,276,000.00	-	-

As at December 31, 2024 and 2023, short-term loans from person and third parties in the form of loan agreements in PHP currency, has the period 1 year with interest rate 6.50% per annum.

27. Lease liabilities

The maturity analysis of lease liabilities is as follows:-

(Unit : Baht)

	Consolidated					
	2024			2023		
	Lease liabilities	Deferred lease charges	Net	Lease liabilities	Deferred lease charges	Net
Not later than 1 year	16,226,260.45	(8,192,667.99)	8,033,592.46	23,684,304.99	(12,925,522.17)	10,758,782.82
Later than 1 year but not later than 5 years	72,207,766.55	(30,522,411.85)	41,685,354.70	107,128,032.80	(51,787,000.36)	55,341,032.44
More than 5 years	133,458,668.35	(29,573,542.99)	103,885,125.36	213,245,744.68	(47,184,791.50)	166,060,953.18
Total	221,892,695.35	(68,288,622.83)	153,604,072.52	344,058,082.47	(111,897,314.03)	232,160,768.44

(Unit : Baht)

	Separate financial statement					
	2024			2023		
	Lease liabilities	Deferred lease charges	Net	Lease liabilities	Deferred lease charges	Net
Not later than 1 year	1,920,510.00	(753,826.97)	1,166,683.03	320,085.00	(1,196.32)	318,888.68
Later than 1 year but not later than 5 years	7,682,040.00	(2,181,862.84)	5,500,177.16	-	-	-
More than 5 years	6,081,615.00	(597,221.55)	5,484,393.45	-	-	-
Total	15,684,165.00	(3,532,911.36)	12,151,253.64	320,085.00	(1,196.32)	318,888.68

As at December 31, 2024, the Group performs the contract of long term financial leased with several lessor companies so as to lease land, building, office space, vehicles and equipment by number of 24 contracts (2023 : number of 60 contracts). The leased contracts determine leased fee repayment as monthly installment from Baht 4,400.00 to Baht 160,042.50 and from PHP 11,170.61 to PHP 22,341.22 per month and Baht 9.28 million to Baht 15.19 million per year. (2023 : Baht 4,400.00 to Baht 160,042.50 and from PHP 10,526.32 to PHP 36,842.11 per month and Baht 9.28 million to Baht 15.19 million per year). The leased period is carried from 1 - 20 years (2023 : 1 - 20 years).

28. Deferred tax assets/liabilities

Changed of deferred tax assets and liabilities for the year ended December 31, 2024 and 2023 is as follows:-

(Unit : Baht)

	Consolidated							
	January 1,2023	Recognized in profit or loss	Recognized in comprehensive income	Difference from financial statement translation	December 31, 2023	Recognized in profit or loss	Recognized in comprehensive income	Difference from financial statement translation
Trade and other current receivable								
- third parties	17,365,365.45	-	-	-	17,365,365.45	2,388.22	-	(15,666.90)
Short-term loans to third parties	970,000.00	-	-	-	970,000.00	-	-	-
Inventories	604,468.66	-	-	-	604,468.66	-	-	-
Other non-current financial assets	(6.90)	6.90	-	-	-	-	-	-
General investments	3,000,000.00	-	-	-	3,000,000.00	-	-	-
Investments in subsidiaries	(29,023,683.89)	18,566,137.83	-	-	(10,457,546.06)	4,185,803.02	-	-
Investment properties	2,171,441.20	-	-	-	2,171,441.20	-	-	-
Property, plants and equipment	(49,915,123.68)	-	(9,219,200.00)	-	(59,134,323.68)	-	27,965,133.66	-
Employee benefit obligation	8,925,403.11	(731,683.15)	114,960.67	(7,990.84)	8,300,689.79	(598,235.87)	(346,259.37)	(16,320.73)
Lease liabilities	-	-	-	-	-	(213,941.12)	-	10,151.76
Loss carried forward other	-	-	-	-	-	581,428.77	-	302,049.18
Other	-	-	-	-	-	93,048.65	-	1,819.62
Total	(45,902,136.05)	17,834,461.58	(9,104,239.33)	(7,990.84)	(37,179,904.64)	4,050,491.67	27,618,874.29	282,032.93

(Unit : Baht)

	Separate financial statement					
	January 1,2023	Recognized in profit or loss	Recognized in comprehensive income	December 31, 2023	Recognized in profit or loss	Recognized in comprehensive income
Trade and other current receivable						
- third parties	16,821,784.85	-	-	16,821,784.85	-	-
Short-term loans to third parties	970,000.00	-	-	970,000.00	-	-
General investments	3,000,000.00	-	-	3,000,000.00	-	-
Investment properties	2,171,441.20	-	-	2,171,441.20	-	-
Employee benefit obligation	758,186.66	82,257.14	-	840,443.80	82,387.94	-
Total	23,721,412.71	82,257.14	-	23,803,669.85	82,387.94	-

The Group offsets the deferred tax assets and the deferred tax liabilities for the presentation in the statement of financial position only in a case where such assets and liabilities relates to the same taxable company and the income tax is levied by the same taxation authority, as follows :-

(Unit : Baht)

	Consolidated		Separate financial statement	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Amount recognized as assets/liabilities in the statement of financial position				
- Deferred tax assets	28,769,210.14	28,075,074.89	23,886,057.79	23,803,669.85
- Deferred tax liabilities	(33,997,715.89)	(65,254,979.53)	-	-
Total	(5,228,505.75)	(37,179,904.64)	23,886,057.79	23,803,669.85

The deferred tax asset is not recognized in the statement of financial position; consisted of:-

(Unit : Baht)

	Consolidated		Separate financial statement	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Unused tax losses				
- Expire in next 1 year	98,233,050.06	61,012,338.20	-	-
- Expire in next 2-5 years	150,166,891.01	267,996,929.36	18,309,810.39	16,886,216.55
Temporary differences	153,804,287.03	188,821,262.23	204,449,864.54	206,407,788.79
Total	402,204,228.10	517,830,529.79	222,759,674.93	223,294,005.34

The deferred tax asset and liability, which is not recognized in the statement of financial position, arises from undistributed profits associated with investments in subsidiaries, joint ventures and associates; consisted of :-

(Unit : Baht)

	Consolidated	
	<u>2024</u>	<u>2023</u>
Deferred tax assets (liabilities) are not recognized :-		
- Subsidiaries	67,244,451.44	146,657,510.83
- Joint ventures	10,733,132.80	10,733,132.80
- Associates	246,006.90	246,006.90
Total	78,223,591.14	157,636,650.53

29. Employee benefit obligation

Consisted of:-

(Unit : Baht)

	Consolidated		Separate financial statement	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Retirement employee benefit obligation	38,076,989.	47,396,796.94	4,614,158.7	4,202,219.00
	95		2	
Other long-term employee benefit obligation	235,652.36	234,689.31	-	-
Total	38,312,642.	47,631,486.25	4,614,158.7	4,202,219.00
	31		2	

Changes in the present value of the retirement employee benefit obligation for the year ended December 31, 2024 and 2023 is as follow :-

(Unit : Baht)

	Consolidated		Separate financial statement	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Opening defined benefit balance	47,396,796.94	56,565,658.14	4,202,219.00	3,790,933.28
Current service cost	4,662,471.12	5,095,681.63	293,683.77	299,074.08
Interest cost	1,302,729.81	1,222,600.41	118,255.95	112,211.64
Actuarial losses arising from change in demographic assumption	-	503,421.54	-	-
Actuarial (gains) losses arising from change in financial assumption	495,388.54	(2,269,169.24)	-	-
Actuarial (gains) losses arising from change in experience adjustment	(3,373,623.53)	4,230,229.89	-	-
Benefit paid	(12,341,490.00)	(18,144,659.00)	-	-
Difference from financial statement translation	(65,282.93)	193,033.57	-	-
Closing defined benefit balance	38,076,989.95	47,396,796.94	4,614,158.72	4,202,219.00

Changes in the present value of the other long-term employee benefit obligation for the year ended December 31, 2024 and 2023 is as follow :-

(Unit : Baht)

	Consolidated	
	<u>2024</u>	<u>2023</u>
Opening defined benefit balance	234,689.31	276,723.60
Current service cost	23,747.80	25,904.64
Interest cost	5,677.86	5,689.44
Benefit paid	(28,462.61)	(73,628.37)
Closing defined benefit balance	235,652.36	234,689.31

Principal actuarial assumptions as at December 31, 2024 and 2023 are as follows :-

	Consolidated		Separate financial statement	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Discount rate at end of year	2.49% – 6.08%	2.49% – 6.11%	2.96%	2.96%
Future salary growth	4.00% – 6.00%	4.00% – 6.00%	5.00%	5.00%
Proportion of employees opting for early retirement	1.00% – 34.38%	1.00% – 34.38%	1.91% - 22.92%	1.91% - 22.92%

As at December 31, 2024 and 2023, changes in the actuarial assumption will affect to the employee benefit obligation as follows:-

	(Unit : Baht)			
	Consolidated		Separate financial statement	
	Employee benefit obligation Increase (decrease)			
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
If the discount rate increase 1.00 %	(3,137,579.05)	(2,582,654.72)	(270,075.19)	(276,327.13)
If the discount rate decrease 1.00 %	3,622,898.33	2,939,392.02	311,997.74	318,839.44
If the future salary growth increase 1.00%	3,656,686.25	3,524,888.63	364,499.58	351,991.92
If the future salary growth decrease 1.00%	(3,221,398.22)	(3,132,135.52)	(318,272.07)	(311,163.90)
If the proportion of employees opting for early retirement increase 20%	(3,337,895.25)	(3,419,407.28)	(198,002.40)	(185,888.88)
If the proportion of employees opting for early retirement decrease 20%	3,870,746.26	3,950,352.51	224,819.00	208,749.14

The expected maturity analysis of the undiscounted employee benefit obligation is as follows:-

	Consolidated		Separate financial statement	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Not later than 1 year	3,583,755.20	12,760,724.71	1,478,988.59	1,478,988.59
2 - 5 years	10,312,496.13	8,745,063.72	1,070,710.64	1,070,710.64
More than 5 years	60,627,413.66	64,769,360.49	2,352,840.55	2,352,840.55
Total	74,523,664.99	86,275,148.92	4,902,539.78	4,902,539.78

As at December 31, 2024, the weighted average duration of the defined employee benefit obligation of the Group are 5-14 years on consolidated and 10 years on separate financial statements. (2023 : 9-15 years on consolidated and 11 years on separate financial statements)

30. Share capital

	Number of share (Unit : share)	Amount (Unit : Baht)
Registered share capital (Baht 1.00 per share)		
As at January 1, 2023	1,341,255,471	1,341,255,471.00
Reduction of share capital	(223,737,318)	(223,737,318.00)
Increment of share capital	80,000,000	80,000,000.00
As at December 31, 2023	1,197,518,153	1,197,518,153.00
Increment of share capital	-	-
As at December 31, 2024	1,197,518,153	1,197,518,153.00

	Premium on share			
	Number of shares (Unit : Share)	Ordinary shares (Unit : Baht)	capital (Unit : Baht)	Amount (Unit : Baht)
Paid-up share capital (Baht 1.00 per share)				
As at January 1, 2023	745,161,929	745,161,929.00	891,327,913.88	1,636,489,842.88
Increment of share capital	-	-	-	-
As at December 31, 2023	745,161,929	745,161,929.00	891,327,913.88	1,636,489,842.88
Increment of share capital	-	-	-	-
As at December 31, 2024	745,161,929	745,161,929.00	891,327,913.88	1,636,489,842.88

The Extraordinary General Meeting of Shareholders No.1/2023 with held on March 15, 2023, has resolved the following details:-

- Approved the reduction of the Company's registered capital from Baht 1,341,255,471.00 to Baht 1,117,518,153.00 newly registered capital by cutting unissued stock of 223,737,318 shares as par value of 1.00 Baht. The company has allocated a total of 223,542,578 shares, valued at 1.00 Baht per share, to facilitate the increase of the General Mandate in according to the resolution of the shareholders' general meeting of the year 2022 and the remaining 194,740 shares of the warrants (CEN-W5) at the par value of Baht 1.00 per share as approved by the Annual General Meeting of Shareholders for the year 2021.

- Approved to issue and allocate the Company's registered capital do not exceed 80,000,000 shares with a par value of 1.00 Baht in order to allocate the Company's registered capital to Private Placement in an offering price of Baht 2.702 per share or a total of Baht 216,147,936.00.

- Approved the increasing of the Company's registered capital from Baht 1,117,518,153.00 to Baht 1,197,518,153.00 newly registered capital by issuing not exceeding 80,000,000 new ordinary shares at a par value of 1.00 Baht per share to support the allocation of the Company's shares to private placement.

The Company had registered the capital with the Department of Business Development, Ministry of Commerce, effective on March 16, 2023 for reduction of capital and on March 17, 2023 for increment of capital.

The Annual General Meeting of Shareholders of the Company of year 2023 with held on April 28, 2023, has resolved the following details:-

- Approved the increase of the Company's registered capital from Baht 1,197,518,153.00 to Baht 1,421,066,731.00 by issuance of Newly Ordinary Shares as amounting not exceed 223,548,578 shares (par value of Baht 1) to reserve General Mandate as amount of 223,548,578 shares (equal to 30% of paid-up capital as of the date the Board of Directors has approved a capital increase).

- Approved the allocating of Newly Issued Ordinary Shares under General Mandate of 223,548,578 shares with par value of Baht 1.00 per as follows:-

1) Allocating of Newly Issued Ordinary Shares of 223,548,578 shares (equal to 30% of paid up capital) for right offering; or

2) Allocating of Newly Issued Ordinary Shares of 149,032,385 shares (equal to 20% of paid up capital) for public offering; or

3) Allocating of Newly Issued Ordinary Shares of 74,516,193 shares (equal to 10% of paid up capital) for private placement.

Warrant (CEN-W5)

On May 13, 2021, the Company disposed warrants of 372,376,224 units (CEN-W5) to the former shareholders. The warrants (CEN-W5) the detail by summation as follows:-

- It is the kind of specifying the names of holders and the holders can be changed. The warrants as registered as securities in the Stock Exchange of Thailand.

- The age of warrant is 5 years.

- The date the warrants are issued on May 13, 2021.

- The rate of warrants right exercise is one unit per one ordinary share.

- The exercised price is Baht 2.14 per share.
- The exercise dates are at every 15th of March, June, September and December annually. The first exercise date is March 15, 2022 and the last exercise date is May 12, 2026.

As at December 31, 2024, the remaining warrants (CEN-W5) not yet exercised are 372,356,224 units.

The capital management

The Group constitutes purpose with respect to capital management in order to remain for ability in the continued operation and ability to appropriately provide remuneration to various group of participating interest while the Group will maintain capital in the level with the least risk.

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 obligations.

31. Legal reserve

Under the provisions of the Public Company Limited Act C.E. 1992, the Company is required to set aside as a legal reserve at least 5% of its net profit after accumulated deficit brought forward (if any) until the reserve is not less than 10% of the registered capital. This reserve is not available for dividend distribution.

32. Income tax (income) expense

The income tax (income) expenses recognized in profit or loss for the year ended December 31, 2024 and 2023 are as follow:-

	(Unit : Baht)			
	Consolidated		Separate financial statement	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Current tax expense	1,123,546.44	4,072.48	-	-
Expense (income) deferred tax expense relating to the origination and reversal of temporary differences	(4,050,491.67)	(17,834,461.58)	(82,387.94)	(82,257.14)
Total income tax (income) expense recognized in profit or loss	(2,926,945.23)	(17,830,389.10)	(82,387.94)	(82,257.14)

The relationship between income tax (income) expense and accounting loss for the year ended December 31, 2024 and 2023, are as follow :-

	(Unit : Baht)			
	Consolidated		Separate financial statement	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Accounting loss	(61,911,509.41)	(405,361,797.51)	(13,261,804.28)	(381,676,058.22)
Tax rate used	20%	20%	20%	20%
Tax at the applicable tax rate	(12,382,301.88)	(81,072,359.50)	(2,652,360.85)	(76,335,211.64)
Temporary difference not recognized as a deferred tax asset	15,257,930.61	26,458,551.29	3,862,266.61	59,574,580.59
Temporary difference before the periods aren't recognized as deferred tax assets	(14,301,194.51)	(39,242,320.09)	(2,921,705.97)	(353,158.14)
The effect of income that isn't required to be calculated for taxation profits	(1,005,613.17)	(767,887.28)	(10,639.55)	-
Expenses that aren't deductible in determining taxation profit	1,926,080.23	624,723.79	216,457.97	145,315.50
Expenses that are deductible in determining taxation profit	(3,349,665.87)	(1,842,822.00)	-	-
Effect of write-down of deferred tax assets (liabilities)	(4,185,803.02)	(18,566,137.83)	-	-
Loss from operation for the year	22,009,164.46	104,370,104.43	1,423,593.85	16,886,216.55
Effect of income tax rates of subsidiaries	(832,239.72)	(3,314,934.25)	-	-
Loss carried forward	(6,063,302.36)	(4,477,307.66)	-	-
Total income tax (income) expense	(2,926,945.23)	(17,830,389.10)	(82,387.94)	(82,257.14)

Tax rate	<u>2024</u>	<u>2023</u>
- The Company and subsidiary in Thailand		
- Profit of non-BOI business	20%	20%
- Profit of BOI business		
- Exemption from taxation	-	-
- Overseas subsidiary companies	17%-25%	17%-25%

The income tax expenses recognized in other comprehensive income for the year ended December 31, 2024 and 2023 are as follow:-

	(Unit : Baht)			
	Consolidated		Separate financial statement	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Income tax expense				
Actuarial gains or losses	346,259.37	(114,960.67)	-	-
Surplus from asset valuation	(27,965,133.66)	9,219,200.00	-	-
Total income tax expense recognized in other comprehensive income	(27,617,874.29)	9,104,239.33	-	-

33. Basic earnings (loss) per share

	Consolidated		Separate financial statement	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Loss for the year used for calculation of basic EPS and diluted EPS ('000 Baht)	(21,588)	(197,338)	(13,179)	(381,594)
Weighted-average number of ordinary shares used for calculation of basic EPS ('000 shares)	745,162	740,589	745,162	740,589
Dilutive potential ordinary shares - Warrants (CEN-W5) ('000 shares)	0*	0*	0*	0*
Weighted-average number of ordinary shares used for calculation of diluted EPS ('000 shares)	745,162	740,589	745,162	740,589
Basic (Loss) per share (Baht)	(0.03)	(0.27)	(0.02)	(0.52)
Diluted (Loss) per share (Baht)	(0.03)	(0.27)	(0.02)	(0.52)

* Because the exercise price is higher than the average market price of ordinary shares, the exercise of CEN-W5 will not occur according to the assumption.

34. Supplemental disclosures of cash flow information

34.1 Cash and cash equivalents consist of :-

	Consolidated		Separate financial statement	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Cash on hand	9,020,742.91	16,984,766.16	20,057.21	32,429.89
	587,050,747.83	770,123,056.35	37,069,221.3	71,006,203.63
Cash deposits-Saving accounts			7	
Cash deposits-Current accounts	2,859,446.91	32,343,826.80	57,900.00	57,900.00
Fixed deposits not exceeding 3 months	300,250.50	4,721,520.76	-	-
	599,231,188.15	824,173,170.07	37,147,178.5	71,096,533.52
Total			8	

34.2 Non-cash items are as follows :-

	Consolidated		Separate financial statements	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Right-of-use asset not yet paid	19,780,873.69	88,350,891.76	13,122,602.09	-
Purchase equipment but not yet paid	605,091.09	1,740,288.41	-	-
Reclassify to property, plant and equipment to non-current assets held for sale	171,383,992.15	29,019,358.59	-	-
Provision for decommissioning but not yet paid	-	351,060.56	-	-
Transfer of lease right	57,076,316.41	-	-	-

34.3 Liabilities arising from financing activities :-

The movements of liabilities arising from financing activities the year ended December 31, 2024 and 2023 was as follow:-

(Unit : Baht)

	Consolidated			
	Increase (decrease)			December 31, 2024
	January 1, 2024	Cash flows	during the year	
Short-term loans from financial institution	59,096,631.49	(28,022,880.78)	-	31,073,750.71
Short-term loans from person and third parties	12,276,000.00	(592,000.00)	-	11,684,000.00
Lease liabilities	232,160,768.44	(11,190,409.71)	(67,366,286.21)	153,604,072.52
Total	303,533,399.93	(39,805,290.49)	(67,366,286.21)	196,361,823.23

(Unit : Baht)

	Consolidated			
	Increase (decrease)			December 31, 2023
	January 1, 2023	Cash flows	during the year	
Short-term loans from financial institution	71,174,660.17	(12,078,028.68)	-	59,096,631.49
Short-term loans from person and third parties	12,380,000.00	-	(104,000.00)	12,276,000.00
Lease liabilities	156,985,716.11	(9,242,585.66)	84,417,637.99	232,160,768.44
Total	240,540,376.28	(21,320,614.34)	84,313,637.99	303,533,399.93

(Unit : Baht)

	Separate financial statement			
	Increase (decrease)			December 31, 2024
	January 1, 2024	Cash flows	during the year	
Short-term loans from related parties	60,082,562.89	20,000,000.00	(20,047,302.89)	60,035,260.00
Lease liabilities	318,888.68	(1,904,505.75)	13,122,602.09	12,151,253.64
Total	60,401,451.57	18,095,494.25	(6,924,700.80)	72,186,513.64

(Unit : Baht)

	Separate financial statement			
	Increase (decrease)			December 31, 2023
	January 1, 2023	Cash flows	during the year	
Short-term loans from related parties	60,082,562.89	-	-	60,082,562.89
Lease liabilities	2,199,138.11	(1,880,249.43)	-	318,888.68
Total	62,281,701.00	(1,880,249.43)	-	60,401,451.57

34.4 Cash paid for business combination

For the year ended December 31, 2023, the Group has acquired Mini Clinic (as described in Notes no. 5)
Cash paid for business combination in consolidated financial statement is as follows:-

	(Unit : Baht)
Purchase price for purchase of clinic business	11,175,400.00
<u>Less</u> paid by issuance of subsidiary's ordinary shares	<u>(5,375,400.00)</u>
Consideration paid by cash	5,800,000.00
<u>Less</u> Cash and cash equivalents of clinic business acquired	<u>(8,110,000.00)</u>
Cash paid to obtain control net of cash acquired	<u>(2,310,000.00)</u>

35. Employee benefit

35.1 Provident fund

For the year ended December 31, 2024, the Group recognizes as the employee benefit expense for the payment of contribution into the provident fund at the amount of Baht 3.68 million and Baht 0.33 million in consolidated and separate financial statement, respectively. (2023 : Baht 4.16 million and Baht 0.33 million in consolidated and separate financial statement, respectively)

35.2 Retirement employee benefit

For the year ended December 31, 2024 and 2023, the Group recognizes the employee benefit expense in case of retirement or termination under the labor law, as follows:-

	(Unit : Baht)			
	Consolidated		Separate financial statement	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Amounts recognized in profit or loss				
Current service cost	4,662,471.12	5,095,681.63	293,683.77	299,074.08
Interest cost	1,302,729.81	1,222,600.41	118,255.95	112,211.64
Total amounts recognized in profit or loss	<u>5,965,200.93</u>	<u>6,318,282.04</u>	<u>411,939.72</u>	<u>411,285.72</u>
Amounts recognized in other comprehensive income				
Actuarial losses arising from change in demographic assumption	-	503,421.54	-	-
Actuarial (gain) losses arising from change in financial assumption	495,388.54	(2,269,169.24)	-	-
Actuarial (gain) losses arising from change in experience adjustment	(3,373,623.53)	4,230,229.89	-	-
Total amounts recognized in other comprehensive income	<u>(2,878,234.99)</u>	<u>2,464,482.19</u>	<u>-</u>	<u>-</u>
Total	<u>3,086,965.94</u>	<u>8,782,764.23</u>	<u>411,939.72</u>	<u>411,285.72</u>

An item of the employee benefit expense in case of retirement or termination for the year ended December 31, 2024 and 2023 are inclusively presented in the line items, as follows :-

(Unit : Baht)

	Consolidated		Separate financial statement	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Cost of sales	1,471,051.66	2,628,523.05	-	-
Selling expenses	128,430.50	141,253.12	-	-
Administrative expenses	2,344,462.81	1,554,528.87	184,056.80	194,366.95
Management benefit expenses	2,021,255.96	1,993,977.00	227,882.92	216,918.77
Total	5,965,200.93	6,318,282.04	411,939.72	411,285.72

36. Expenses by nature

The following expenditure items of expense have been classified by nature:-

(Unit : Baht)

	Consolidated		Separate financial statements	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Raw material and consumables used	792,580,702.33	854,131,213.81	-	-
Change in finished goods and work in progress decreased	496,664.81	32,948,091.51	-	-
Purchased finished goods	17,499,882.68	28,424,121.39	-	-
Staff costs	137,117,131.56	130,353,351.47	4,291,795.44	4,814,892.39
Repair and maintenance expenses	6,867,575.62	8,603,200.38	-	-
Depreciation and amortization	58,451,629.24	58,472,152.47	801,448.49	1,035,676.06
Allowance for expected credit loss (Reversal)	5,376,839.06	(6,217,534.48)	-	-
Reversal allowance for declining in value of inventories	(13,252,880.66)	(27,073,822.67)	-	-
Utility expenses	37,351,678.79	50,770,508.80	261,523.85	372,747.91
Management benefit expenses	51,235,844.27	55,982,602.85	5,661,735.42	5,097,423.77
Rental	6,409,320.76	11,953,402.95	1,523,604.60	1,536,408.00
Subcontract expense	11,922,325.29	7,361,762.32	-	-
Transportation expenses	25,687,856.00	26,003,413.68	-	11,492.30
Consulting fee	33,442,879.49	67,939,861.95	-	12,885,431.78
Loss from impairment of asset	10,643,266.00	49,000,000.00	6,984,221.40	292,138,251.23
Loss on exchange rate	2,862,468.54	3,149,225.93	-	98,745.66
Loss from onerous contract (reversal)	206,968.25	(239,807.65)	-	-

37. Operating segments

The Group identified the operating segments on the basis of internal reports that are regularly reviewed by the Group's chief operating decision maker in order to allocate resources to the segment and assess its performance and shall disclose the amount reported for each operating segment item to be the measure reported to the Group's chief operating decision maker for the purpose of allocating resources to the segment and assessing its performance.

The Group classifies the operating segment in the form of type of business operated. The Group has 7 operating segments which consist of investing in other companies segment, steel wire segment, production and distribution of high voltage transmission tower and telecommunication tower, electricity and thermal energy segment, distribution of goods segment, telecom implementation service segment and clinic service segment.

The Group measures the profit or loss for each segment from the gross profit excluding the items of other income, interest revenue, gain or loss on exchange rate, other central expenses and finance cost.

The segment operation for the year ended December 31, 2024 and 2023 are as follows:-

(Unit : Million Baht)

	Consolidated															
	Production and distribution															
	of high voltage															
	Investing in other		Steel wire		transmission tower and		Electricity and		Distribution		Telecom implementation		Clinic service		Total	
	companies	telecommunication tower			thermal energy	of good	service									
<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>	
Revenues from external customers	-	-	563.35	731.63	225.72	81.72	180.21	230.80	15.52	10.75	129.37	80.80	12.92	-	1,127.09	1,135.70
Gross margin (loss)	20.34	(110.24)	47.84	8.16	(11.69)	(38.65)	7.95	12.58	0.92	4.18	55.42	8.68	(2.02)	-	118.76	(115.29)
Other income															79.62	36.65
Distribution expenses															(30.03)	(33.73)
Administrative expenses															(202.15)	(219.80)
Loss from impairment of asset															(10.64)	(49.00)
Finance cost															(17.47)	(23.75)
Share of loss from investments in join venture															-	(0.44)
Loss before income tax															(61.91)	(405.36)

The reconciliations of each segment total assets to the Group's assets and other material items.

(Unit : Million Baht)

	Consolidated																	
	Production and distribution of high voltage																	
	Investing in other companies		Steel wire		transmission tower and telecommunication tower		Electricity and thermal energy		Distribution of good		Telecom implementation service		Clinic service		Central		Total	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Depreciation	0.78	1.04	23.55	24.80	8.75	8.93	0.87	0.86	0.7	0.05	6.80	13.96	3.21	-	12.75	8.21	56.76	57.85
Amortization	-	-	-	-	0.11	0.14	-	-	-	-	0.08	0.11	-	-	0.41	0.48	0.60	0.62
Loss on impairment of assets	-	-	-	-	21.94	-	-	-	-	-	-	49.00	-	-	-	-	21.94	49.00

Information about geographical areas for the year ended December 31, 2024 and 2023 are as follows:-

(Unit : Million Baht)

	Consolidated					
	Thailand		Philippines		Total	
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
Revenues from external customers	997.71	1,054.90	129.38	80.80	1,127.09	1,135.70
Non-current assets (excluding financial instruments and deferred tax assets)	1,048.60	1,180.27	16.45	237.78	1,065.05	1,418.05

For the year ended December 31, 2024, the Group has the revenue from sale of goods to 2 major customers in the amount of Baht 315.32 million earned from electricity and thermal energy segment and production and distribution of high voltage power pole and telecommunication service segment. (For the year ended December 31, 2023 : 1 major customers in the amount of Baht 230.80 million earned from electricity and thermal energy segment).

38. Revenue

The relationship between the revenue information disclosed for each reportable segment and the revenue derived from transfer of goods and services over time and a point in time for the year ended December 31, 2024 and 2023 are as follows:-

(Unit : Million Baht)

	Consolidated Segment operation													
	Production and distribution of high voltage transmission tower and telecommunication													Total
	Investing in other companies		Steel wire		tower		Electricity and thermal energy		Distribution of good		Telecom implementation service			
	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023		
	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023		
Revenue from external customers	-	-	563.35	731.63	225.72	81.72	180.21	230.80	15.52	10.75	129.37	80.80	1,127.09	1,135.70
Revenue recognized when a performance obligation														
- satisfied at a point in time	-	-	563.35	731.63	225.72	81.72	180.21	230.80	15.52	10.75	-	-	997.72	1,054.90
- satisfied over time	-	-	-	-	-	-	-	-	-	-	129.37	80.80	129.37	80.80
Total	-	-	563.35	731.63	225.72	81.72	180.21	230.80	15.52	10.75	129.37	80.80	1,127.09	1,135.70

For the year ended December 31, 2024 and 2023, there is not an amount of revenue recognized concerning the performance obligation satisfied in the previous period.

39. Financial instruments

The principal financial risks faced by the Group are market risk, credit risk and liquidity risk. In this regard, the Group will enter into derivative financial transactions as appropriate with the objective to mitigate the impact of risks. However, the Group did not speculate in or engage in trading of any derivative financial instruments.

Market risk

The market risks faced by the Group are currency risk, interest rate risk and other price risk.

Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

The Group constitutes material risk from exchange rates in oversea currencies because there are trading transactions, cash at bank, trade receivable, trade payable and trust receipt that are foreign currency. The management has managed risk from exchange rates by performing the forward foreign currencies contract dependent on each case.

As at December 31, 2024 and 2023, the significant outstanding balances of the Company's financial assets and liabilities denominated in foreign currencies are as follow:-

(Unit: Foreign Currency)				
Consolidated				
<u>Currency</u>	2024		2023	
	<u>Assets</u>	<u>Liabilities</u>	<u>Assets</u>	<u>Liabilities</u>
USD	11,122.60	691.00	3,041.90	3,880.40
EUR	-	-	-	15,906.50

The sensitivity analysis for currency risk will affect to the profit or loss as follows:-

(Unit : Thousand Baht)

	Consolidated	
	Increase (decrease) in profit before	
	income tax	
	<u>2024</u>	<u>2023</u>
If the USD/Baht exchange rate strange 1.00%	(4.00)	(0.30)
If the USD/Baht exchange rate weak 1.00%	4.00	0.30
If the EUR/Baht exchange rate strange 0.50%	-	(3.05)
If the EUR /Baht exchange rate weak 0.50%	-	3.05

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Group has short-term loans from financial institutions which require floating interest rate payments. Therefore, the Group is exposed to the risk of being affected by changes in market interest rates.

The sensitivity analysis for equity interest rate risk will affect to the profit or loss as follows:-

(Unit : Thousand Baht)

	Profit before income tax increase (decrease)	
	<u>2024</u>	<u>2023</u>
If the interest rate increases 0.50%	(155)	(295)
If the interest rate decrease 0.50%	155	295

Price risk

Price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices.

The Group has the investment in listed equity securities, and therefore the Group is exposed to the risk of being adversely affected by fluctuations as a result of the future value of such investment.

The sensitivity analysis for equity price risk will affect to the profit or loss as follows:-

(Unit : Thousand Baht)

	Consolidated		Separate financial statements	
	Increase (decrease) in profit before income tax			
	<u>2024</u>	<u>2023</u>	<u>2024</u>	<u>2023</u>
If the price of listed equity securities at the reporting date increases 10%	43,925	20,683	27,325	10,420
If the price of listed equity securities at the reporting date decreases 10%	(43,925)	(20,683)	(27,325)	(10,420)

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation.

The gross carrying amount of trade receivables, contract assets and lease receivables and the lifetime expected credit losses calculated by using a provision matrix, which specifies a fixed provision rates depending on the number of days that a trade receivable is past due based on historical credit loss adjusted to reflect a current and forwarding looking macroeconomic factor affecting the customer's ability to settle the amount outstanding, are as follows:-

(Unit : Thousand Baht)

	Consolidated					
	Days past due as at December 31, 2024					
	Within credit term	Overdue 1 - 3 Months	Overdue 3 - 6 Months	Overdue 6 - 12 Months	Overdue over 12 Months	Total
Expected loss rate	0.00% - 0.34%	0.20% - 4.49%	6.68% - 38.89%	16.59% - 100.00%	100%	
Gross carrying amount – trade receivables	131,215	100,142	20,455	17,873	121,819	391,504
Expected credit loss	329	1,790	1,982	2,745	109,034	115,880
Gross carrying amount – contract assets	13,846	15,113	891	10	385	30,244
Expected credit loss	-	-	-	-	385	385
Gross carrying amount – lease receivables	57,329	-	-	-	-	57,329
Expected credit loss	-	-	-	-	-	-

(Unit : Thousand Baht)

	Consolidated					
	Days past due as at December 31, 2023					
	Within credit term	Overdue 1 - 3 Months	Overdue 3 - 6 Months	Overdue 6 - 12 Months	Overdue over 12 Months	Total
Expected loss rate	0.00% - 0.39%	0.28% - 8.87%	4.41% - 34.56%	12.59% - 100.00%	1.46%-100%	
Gross carrying amount – trade receivables	78,861	74,128	17,391	28,734	109,584	308,698
Expected credit loss	94	1,206	1,042	3,503	104,791	110,636
Gross carrying amount – contract assets	14,951	5,229	-	-	385	20,565
Expected credit loss	-	-	-	-	385	385
Gross carrying amount – lease receivables	72,182	-	-	-	-	72,182
Expected credit loss						

(Unit : Thousand Baht)

	Separate financial statement					
	Days past due as at December 31, 2024					
	Within credit term	Overdue 1 - 3 Months	Overdue 3 - 6 Months	Overdue 6 - 12 Months	Overdue over 12 Months	Total
Expected loss rate	0.00%	0.00%	0.00%	0.00%	100%	
Gross carrying amount – trade receivables	-	-	-	-	84,109	84,109
Expected credit loss	-	-	-	-	84,109	84,109
Gross carrying amount – contract assets	-	-	-	-	385	385
Expected credit loss	-	-	-	-	385	385
Gross carrying amount – lease receivables	3,023	-	-	-	-	3,023
Expected credit loss	-	-	-	-	-	-

(Unit : Thousand Baht)

	Separate financial statement					
	Days past due as at December 31, 2023					
	Within credit	Overdue	Overdue	Overdue	Overdue over	
	term	1 - 3 Months	3 - 6 Months	6 - 12 Months	12 Months	Total
Expected loss rate	0.00%	0.00%	0.00%	0.00%	100%	
Gross carrying amount – trade receivables	-	-	-	-	84,109	84,109
Expected credit loss	-	-	-	-	84,109	84,109
Gross carrying amount – contract assets	-	-	-	-	385	385
Expected credit loss	-	-	-	-	385	385
Gross carrying amount – lease receivables	248	-	-	-	-	248
Expected credit loss	-	-	-	-	-	

The Group has loans to related parties, loans to third parties and loans to subsidiaries. The gross carrying amount of financial asset and the allowance for expected credit losses on financial assets based on the levels of credit risk calculated by the general approach based on historical credit loss data and adjusted to reflect current conditions and expectations of future conditions are as follows:

(Unit : Million Baht)

	Consolidated		Basis used to measure the expected credit losses
	Gross carrying Amount	Expected credit loss allowance	
December 31, 2024			
Short-term loans to related parties	10.00	-	12-month expected credit losses
Short-term loans to third parties	40.00	0.12	12-month expected credit losses

(Unit : Million Baht)

	Consolidated		Basis used to measure the expected credit losses
	Gross carrying Amount	Expected credit loss allowance	
December 31, 2023			
Short-term loans to related parties	30.00	-	12-month expected credit losses
Short-term loans to third parties	20.00	-	12-month expected credit losses

(Unit : Million Baht)

	Separate financial statement		Basis used to measure the expected credit losses
	Gross carrying Amount	Expected credit loss allowance	
December 31, 2024			
Short-term loans to related parties	0.50	-	12-month expected credit losses
Short-term loans to subsidiaries	67.79	67.79	Lifetime expected credit losses (Credit Impaired)

(Unit : Million Baht)

	Separate financial statement		Basis used to measure the expected credit losses
	Gross carrying Amount	Expected credit loss allowance	
December 31, 2023			
Short-term loans to related parties	6.10	-	12-month expected credit losses
Short-term loans to subsidiaries	67.79	67.79	Lifetime expected credit losses (Credit Impaired)

Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset.

Maturity for the Group's financial liabilities as at December 31, 2024 and 2023 based on the contractual undiscounted cash flow is as follows:-

(Unit : Thousand Baht)

	Consolidated			Total	Carrying amount
	Less than 1 year	1 – 5 years	Over 5 years		
December 31, 2024					
Short-term loans from financial institution	31,074	-	-	31,074	31,074
Other current payable - related parties	3	-	-	3	3
Trade and other current payable - third parties	107,872	-	-	107,872	107,872
Lease liabilities	16,226	72,208	133,459	221,893	153,604
Short-term loans from person and third parties	11,684	-	-	11,684	11,684

(Unit : Thousand Baht)

	Consolidated			Total	Carrying amount
	Less than 1 year	1 – 5 years	Over 5 years		
December 31, 2023					
Short-term loans from financial institution	59,097	-	-	59,097	59,097
Other current payable - related parties	116	-	-	116	116
Trade and other current payable - third parties	50,634	-	-	50,634	50,634
Lease liabilities	23,684	107,128	213,246	344,058	232,161
Short-term loans from person and third parties	12,276	-	-	12,276	12,276

(Unit : Thousand Baht)

	Separate financial statements				Carrying amount
	Less than 1 year	1 – 5 years	Over 5 years	Total	
December 31, 2024					
Other current payable - related parties	161	-	-	161	161
Trade and other current payable - third parties	1,871	-	-	1,871	1,871
Lease liabilities	1,920	7,682	6,082	15,684	12,151
Short-term loans from related parties	60,000	-	-	60,000	60,035

(Unit : Thousand Baht)

	Separate financial statements				Carrying amount
	Less than 1 year	1 – 5 years	Over 5 years	Total	
December 31, 2023					
Other current payable - related parties	174	-	-	174	174
Trade and other current payable - third parties	1,825	-	-	1,825	1,825
Lease liabilities	320	-	-	320	318
Short-term loans from related parties	60,000	-	-	60,000	60,082

40. Borrowing facilities

(Unit: Million Baht)

	Consolidated	
	The amount of undrawn borrowing facilities	
	2024	2023
Bank overdrafts	1.00	1.00
Letters of guarantee	5.63	10.87
Letter of credit and packing credit	155.60	155.49
Total	162.23	167.36

The Group has pledged fixed deposits and land to guarantee against such credit facilities, the Group's directors also provide private guarantee for these loans.

41. Fair value Measurement

TFRS establishes a fair value hierarchy that categorizes into 3 levels the inputs to valuation techniques used to measure fair value, as follows :-

Level 1 : The inputs are quoted prices in active markets for identical assets or liabilities that the Company can access at the measurement date.

Level 2 : The inputs are observable inputs for the asset or liability, either directly or indirectly.

Level 3 : The inputs are unobservable inputs for the asset or liability.

Financial assets and financial liabilities of the Company measured the fair value in the statement of financial position are as follows:-

(Unit : Million Baht)

Assets and liabilities	Fair value		Fair value hierarchy	Valuations techniques
	2024	2023		
Investment in listed equity instruments (Note 13)	351.37	209.91	Level 1	Market value approach as at reporting period. The data is publicly available on the Stock Exchange of Thailand.

For the year ended December 31, 2024 and 2023, there is no the transfer of any amount between level 1 and level 2 of the fair value hierarchy.

The financial assets and financial liabilities not measured the fair value in the statement of financial position are as follows:-

(Unit : Thousand Baht)

Assets and liabilities	Consolidated				
	2024		2023		Fair value hierarchy
	Carrying amount	Fair value	Carrying amount	Fair value	
Financial assets					
Short-term loans to related parties	10,000	10,055	30,000	29,249	Level 2
Short-term loans to third parties	39,876	40,160	20,000	19,388	Level 2
Deposits at bank pledged as collateral	101,367	101,367	104,651	103,735	Level 2
Financial liabilities					
Short-term loans from financial institutions	31,074	31,074	59,096	59,096	Level 2
Short-term loans from person and third parties	11,684	11,505	12,276	11,527	Level 2

(Unit : Thousand Baht)

Assets and liabilities	Separate financial statement				
	2024		2023		Fair value hierarchy
	Carrying amount	Fair value	Carrying amount	Fair value	
Financial assets					
Short-term loans to related parties	500	513	6,100	6,076	Level 2
Financial liabilities					
Short-term loans from related parties	60,035	59,614	60,082	56,818	Level 2

The carrying amount of cash and cash equivalents, trade receivables and trade payables approximates the fair value.

The fair value of deposits at financial institutions pledged as collateral, short-term loans to related parties and short-term loans to third parties are determined by using the discounted cash flow method. The contractual future cash inflows are discounted at the current market interest rate for similar financial instruments adjusted by counterparty risk.

The fair value of short-term loan from financial institution and short-term loan from person and third party and short-term loan from related party are determined by using the discounted cash flow method. The contractual future cash outflows are discounted at the current market interest rate for similar financial instruments enhanced by the Company's credit risk.


42. Commitments and contingent liabilities

42.1 Apart from the various liabilities presented in the financial statements, the Group have the obligations as at December 31, 2024 and 2023 are as follow:-

(Unit : Million Baht)

	Consolidated	
	2024	2023
Letter of Guarantee		
Baht	41.48	44.06

42.2 As at December 31, 2024, a subsidiary has commitments from entered into agreement with one foreign companies to procure spare parts and maintenance for electrical equipment. The contract covers the time period specified by the machine working hours and the number of major inspections specified in the contract. The contract periods are 15 years. The Group has outstanding commitments of USD 0.80 million. (2023 : The Group has outstanding commitments of USD 1.17 million.)

- 42.3 As at December 31, 2024, the Group has a commitments under security contracts with two contract for a period of 1 year. The Group have an obligaton to pay a service fee in amount of Baht 122,800.00 – 156,000.00 per month (2023 : Baht 122,800.00 – 152,000.00 per month).
- 42.4 As at December 31, 2024, the Group has entered into a service agreement with four contracts. This contract is for 1-3 years. The Group has an obligation to pay in the amount of Baht 17,927.80 – 160,042.50 per month. (2023 : Baht 17,500.00 - 128,034.00 per month).
- 42.5  As at December 31, 2024, the Group has a employee bus service for two contract. This contract is for one year. The Group has an obligation to pay in the amount of Baht 56,000.00 per month and the terms are based on the price specified in the contract (2023 : Baht 70,200.00 per month).
- 42.6 As at December 31, 2024, the Group has entered into a legal advisory for one contract. (December 31, 2023 : two contract). This contract is for one year. the Group has an obligation to pay in the amount of Baht 26,000.00 per month. (2023 : Baht 100,000.00 per month).
- 42.7 As at December 31, 2024, the Group has obligations under 7 contracts for freight transportation with companies and individuals. This contract is for 9-12 months (2023 : 7 contracts, each with a period of 1 year) under the terms specified in the contract prices.
- 42.8 As at December 31, 2024, the Group has an obligation under a labor outsourcing services contract. This contract the period of 1 year, based in the terms and prices specified in the contract.
- 42.9 As at December 31, 2024 and 2023, the Group has entered into a service contract for three contract,the Group has an obligation to in the amount of Baht 56,000.00-120,000.00 per month

43. Events after the reporting period

The Board of Directors' Meeting no. 1/2025 with held on February 28, 2025 has the resolution to

- It was resolved to approve Capital Digital Network Co., Ltd. to invest in the electronic money services business, and
- The investment in the lending services business of Rayong Wire Industries Public Company Limited was acknowledged.



44. Approval of financial statements

These consolidated and separated financial statements were authorized for issue by the Company's board of directors on February 28, 2025.

The background of the upper half of the page features a photograph of a dark grey, textured roof surface on the left, which slopes upwards towards the right. The sky above the roof is filled with soft, white clouds. A solid blue horizontal band spans the width of the page, partially overlapping the roof image. The text 'SECTION 4' is printed in white, bold, sans-serif capital letters within this blue band.

SECTION 4

CERTIFICATION OF INFORMATION ACCURACY

Certification of Information Accuracy

The Company has reviewed the information on this annual registration statement /annual report with care and hereby certifies that the information is accurate, complete, not false or misleading, and does not lack material information that should be notified. In addition, the Company certifies that :

(1) The financial statements and financial information summarized in this annual registration statement /annual report show material information accurately and completely regarding the financial condition, the operating results and the cash flows of the Company and the subsidiaries;

(2) The Company has provided an efficient disclosure system to ensure that the material information of the Company and the subsidiaries is disclosed accurately and completely, and has supervised compliance with such disclosure system;

(3) The Company has provided an efficient internal control system, supervised compliance with the system, and submitted the information on the internal control as at December 31, 2024 to the auditor and the Audit Committee, which covers deficiencies, significant changes to the internal control system, and wrongful acts that may affect the preparation of financial report of the Company and the subsidiaries.

	Name	Position	Signature
1. Dr. Visit	Ongpipattnakul	Chairman Chairman of Audit committee	- Visit Ongpipattnakul -
3. Mr. Siriphong	Vongvuttinpornchai	Vice Chairman No.1 Chairman of the Executive Committee	- Mr. Siriphong Vongvuttinpornchai-
4. Miss Laphassarin	Krai Wongwanitrun	Vice Chairman No.2 Acting Chief Executive Officer	- Ms. Laphassarin Krai Wongwanitrun-

A low-angle photograph of a modern glass skyscraper reaching towards a clear blue sky. To the right, the green foliage of trees is visible, with the sun shining through the leaves, creating a bright, hazy effect. A semi-transparent dark grey horizontal band is overlaid across the middle of the image, serving as a background for the title text.

ATTACHMENT 1

Detail of Directors, Executives, Controlling Person, the highest responsibility in Accounting and Finance, the person who directly responsible for Accounting Supervision and Company Secretary

1.1 Information of Board of Directors, Executives, CFO and Company Secretary

Name-Surname/ Position	Age (Year)	Educational Qualification	Proportion of holding company's shares	Family relationship among Executives	Experiences		
					Period	Position	Company
1. Dr. Visit Ongpipattanakul Position: <ul style="list-style-type: none"> • Director • Independent Director • Chairman of Audit Committee • Chairman of Nomination and Remuneration Committee Appointed Date: August 14, 2015	61	<ul style="list-style-type: none"> • Doctor of Business Administration (DBA) of Asian Institute of Technology (AIT) • Master of Business Administration, University of Florida, United Stated • Master of Art (Business Law), Chulalongkorn University Training roles of Directors from Thai Institute of Director (IOD): <ul style="list-style-type: none"> • Directors Accreditation Program (DAP) No.26/2004 • Directors Certification Program (DCP) No.185/2014 	-None-	-None-	Holds position in listed companies in totaling of 1 place		
					Year 2011 – Present	Director	Trinity Watthana PLC.
					Holds position in related companies –None-		
					Holds position in non-registered company in totaling of 2 places		
					Year 2019 – Present	Chairman Independent Director	Star Money Co., Ltd
					Year 2010 – 2022	Director Managing Director	Trinity Securities Co., Ltd
					Year 2023 - Present	Chief Executive Officer	Trinity Securities Co., Ltd

Name-Surname/ Position	Age (Year)	Educational Qualification	Proportion of holding company's shares	Family relationship among Executives	Experiences		
					Period	Position	Company
2. Mr. Siriphong Vongvuttipornchai Position: <ul style="list-style-type: none"> • Vice Chairman No. 1 • Chairman of the Risk Management Committee • Chairman of Executive Committee • Authorized Director Appointment Date : August 15, 2022	59	<ul style="list-style-type: none"> • Master of Faculty of Commerce and Accountancy, Chulalongkorn University • Bachelor of Faculty of Journalism and Mass Communication, Thammasat University Training on the roles and duties of being a director of the Thai Institute of Directors Association (IOD): <ul style="list-style-type: none"> • Directors Accreditation Program (DAP) No. 21/2005 	-None-	-None-	Holds position in listed companies –None-		
					Holds position in related companies in totaling of 1 place		
					Year 2023 – Present	Director	Rayong Wire Industries PLC.
					Hold positions in related companies –None-		
					Holds position in non-registered company –None-		

Name-Surname/ Position	Age (Year)	Educational Qualification	Proportion of holding company's shares	Family relationship among Executives	Experiences		
					Period	Position	Company
3. Dr. Krissada Surawathanawises Position: <ul style="list-style-type: none"> • Director • Independent Director • Audit Committee • Nomination and Remuneration Committee • Risk Management Committee Appointment date : November 14, 2023	42	<ul style="list-style-type: none"> • Ph.D. Doctor of Philosophy, Materials Science and Engineering, LEHIGH UNIVERSITY • Master of Engineering, Materials Science and Engineering, LEHIGH UNIVERSITY Training on the roles and duties of being a director of the Thai Institute of Directors Association (IOD): <ul style="list-style-type: none"> • Directors Accreditation Program (DAP) Year 2021 	-None-	-None-	Holds position in listed companies –None-		
					Holds position in related companies –None-		
					Holds position in non-registered companies –None-		

Name-Surname/ Position	Age (Year)	Educational Qualification	Proportion of holding company's shares	Family relationship among Executives	Experiences		
					Period	Position	Company
4. Mr. Jakkathan Yothanan Position: <ul style="list-style-type: none"> • Director • Independent Director • Audit Committee • Nomination and Remuneration Committee Appointed Date: August 26, 2008	55	<ul style="list-style-type: none"> • Master of Economic Law, (Faculty of Law), Chulalongkorn University • Bachelor of Political Science, (Public Administration), Ramkhamhaeng University Training roles of Directors from Thai Institute of Director (IOD): <ul style="list-style-type: none"> • Directors Accreditation Program (DAP) No.79/2009 	-None-	-None-	Holds position in listed companies –None-		
					Holds position in related companies –None-		
					Holds position in non-registered company in totaling of 1 place		
					Year 2007 – Present	Managing Director	Puphar Inter Law Co., Ltd

Name-Surname/ Position	Age (Year)	Educational Qualification	Proportion of holding company's shares	Family relationship among Executives	Experiences		
					Period	Position	Company
5. Miss Laphassarin Kraiwongwanitrungr Position: <ul style="list-style-type: none"> • Vice Chairman no. 2 • Acting Chief Executive Officer • Authorized Director • Director of Accounting, Finance, and Investment Appointed Date: February 23, 2018	41	<ul style="list-style-type: none"> • Master of Business Administrator, Ramkhamhaeng University • Bachelor Degree (BA), Rajamangala University of Technology Krungthep Training roles of Directors from Thai Institute of Director (IOD): <ul style="list-style-type: none"> • Directors Accreditation Program (DAP) No.79/2009 	-None-	-None-	Holds position in listed companies which is a subsidiary in totaling 1 place		
					Year 2019 –Present	Vice Chairman Managing Director Nomination and Remuneration Committee	Rayong Wire Industries PCL.
					Year 2024 - Present	Vice Chairman Chairman of the Executive Committee	Sky Tower PCL.
					Holds position in related companies in totaling of 2 places		
					Year 2015 –Present	Chairman	Medisphere Co., Ltd
					Year 2018 –Present	Managing Director	Enesol Co., Ltd
					Year 2022-Present	Director	Capital Digital Network Co., Ltd.
					Year 2024-Present	Director	Evergreen Biomass Co., Ltd.

Name-Surname/ Position	Age (Year)	Educational Qualification	Proportion of holding company's shares	Family relationship among Executives	Experiences		
					Period	Position	Company
6. Mr. Wai Leong Fong Position: ● Director Appointed Date: March 17, 2023	56	● Bachelor's Degree and Higher Major in Accounting & Finance, Malaysia Institute of Certified Public Accountants Training roles of Directors from Thai Institute of Director (IOD): ● Directors Accreditation Program (DAP) No. 203/2023	-None-	-None-	Holds position in listed companies –None-		
					Holds position in related companies –None-		
					Holds position in non-registered companies –None-		

Name-Surname/ Position	Age (Year)	Educational Qualification	Proportion of holding company's shares	Family relationship among Executives	Experiences		
					Period	Position	Company
7. Lt. Gen. Dr.Krisada Suthaanintr Position: • Director Appointed Date: April 28, 2023	66	• Ph.D Political Science, Florida State University, USA Training roles of Directors from Thai Institute of Director (IOD):	-None-	-None-	Holds position in listed companies –None-		
					Holds position in related companies –None-		
					Holds position in non-registered companies –None-		

Name-Surname/ Position	Age (Year)	Educational Qualification	Proportion of holding company's shares	Family relationship among Executives	Experiences		
					Period	Position	Company
8. Mr. Lim Anwin Position: <ul style="list-style-type: none">Director Appointed Date: April 28, 2023	34	<ul style="list-style-type: none">Masters of Science – Management, University of ManchesterBachelor of Science – Pharmaceutical Chemistry, Queen Mary, University of London Training roles of Directors from Thai Institute of Director (IOD):	-None-	-None-	Holds position in listed companies –None-		
					Holds position in related companies –None-		
					Holds position in non-registered companies –None-		

Name-Surname/ Position	Age (Year)	Educational Qualification	Proportion of holding company's shares	Family relationship among Executives	Experiences		
					Period	Position	Company
9. Mr. Aruk Onsuphab Position: <ul style="list-style-type: none"> • Director • Executive Committee Appointed Date: November 14, 2024	46	<ul style="list-style-type: none"> • Master in Law, Temple University Beasley School of Law Training roles of Directors from Thai Institute of Director (IOD): <ul style="list-style-type: none"> • Directors Accreditation Program (DAP) No. 226/2025 	-None-	-None-	Holds position in listed companies in totaling 1 place		
					Year 2024 – Present	Director	Rayong Wire Industries PLC.
					Holds position in related companies –None-		
					Holds position in non-registered companies –None-		

Name-Surname/ Position	Age (Year)	Educational Qualification	Proportion of holding company's shares	Family relationship among Executives	Experiences		
					Period	Position	Company
10. Mr. Khomwuthi Pornnaradol Position: <ul style="list-style-type: none"> • Director (Internal Audit) • Secretary of Audit Committee Appointed Date: June 16, 2008	56	<ul style="list-style-type: none"> • Bachelor Degree in Business Administration (Accounting), Ramkhamhaeng University Training: <ul style="list-style-type: none"> • Ultimate technique of using internal control system to maximize technique for business No. 2/2018 • Monitoring and Internal Control System • Issue summary accountant mistakes • The best of the best techniques of using internal control systems for the best benefit of the business. • Audit and internal control • Summary of errors of accountants 	-None-	-None-	Holds position in listed companies		
					Year 2008 - Present	Audit Committee Secretary	Capital Engineering Network PLC. and Subsidiaries
					Holds position in related companies –None-		
					Holds position in non-registered companies –None-		

Name-Surname/ Position	Age (Year)	Educational Qualification	Proportion of holding company's shares	Family relationship among Executives	Experiences		
					Period	Position	Company
11. Miss Chuthamas Sirimass Position: <ul style="list-style-type: none"> • Manager HR and Administration • Remuneration Committee secretary Appointed Date: July 10, 2020	50	<ul style="list-style-type: none"> • Bachelor of Business Administration Faculty of finance and Banking, Kasembanthit University 	-None-	-None-	Holds position in listed companies		
					Year 2008 – Present	Remuneration Committee Secretary	Capital Engineering Network PCL.
					Holds position in related companies in totaling of 1 place		
					Year 2023 - Present	Director	WJC Enterprise Co., Ltd.
					Holds position in non-registered companies –None-		

Name-Surname/ Position	Age (Year)	Educational Qualification	Proportion of holding company's shares	Family relationship among Executives	Experiences		
					Period	Position	Company
12. Jantharat Sodsongchit Position: <ul style="list-style-type: none"> Assistant Manager of Corporate Governance and Investor Relations Corporate Secretary Appointed Date: August 23, 2020	48	<ul style="list-style-type: none"> Master of Business Administrator, Ramkhamhaeng University Bachelor of Faculty of Business Administration, Human Resource Management Program, Phranakhon Si Ayutthaya Rajabhat University Training roles of Directors from Thai Institute of Director (IOD): <ul style="list-style-type: none"> Company Secretary Program (CSP) No.123/2021 2023 Professional Development Program for Company Secretary, IOD and Thailand Capital Market Development Fund (CMDf) IR IN ACTION Course, Batch 4, Association of Listed Companies on the MAI Stock Exchange 	400	-None-	Holds position in listed company in totaling of 1 place		
					Year 2020 – Present	Senior Assistant Manager, Corporate Governance and Investor Relations	Capital Engineering Network PCL. and Subsidiaries
					Holds position in related companies in totaling of 1 place		
					Year 2024 - Present	Director	Evergreen Biomass Co., Ltd.
					Holds position in non-registered company –None-		

- Remarks:
1. Board of Directors No .1-9, Executives No. 10-12, and Corporate Secretary No.12
 2. Authorized Director No. 2, 5
 3. Proportion of holding shares not includes children because children not holding shares
 4. Board of Directors and Executives in totaling of 12 people -No legal dispute in the past 5 years-
 5. Board of Directors and Executives in totaling of 12 people -No history of criminal offense against property by fraud in the past 5 years-
 6. Board of Directors and Executives in totaling of 12 people -No references materials that cause conflict of interest with company in the past 5 years-

Details of Directors, Executives and Persons with Controlling Authority Maintain position in subsidiary and Company Secretary

List of companies		CEN	Subsidiaries																
			STOWER	RWI	ENS	WJC	MEDI	EBM	CDN	PGE	ULA	UAS	QNSI	UAI	UN	UA	SKY-I	UWCC	ITG
Dr. Visit	Ongpipattanakul	❶ ❷ ❸ ❹	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Miss Laphassarin	Kraiwongwanitrun	❷ ❸ ❹ ❺ ❻ ⚙️ Ⓜ️ ⚙️	❸ ❹ ❺ Ⓜ️	❹ ❺ Ⓜ️	❹	-	❹	-	❹	-	-	-	-	-	-	-	-	-	-
Mr. Siriphong	Vongvuttipornchai	❷ ❸ ❹	-	❹	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Mr. Jakkathan	Yothanan	❹ ❷ ❸ ❹ ⚙️ ⚙️ ⚙️	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Mr. Wai Leong	Fong	❹	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Lt. Gen. Dr.Krisada	Suthaanintr	❹	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Mr. Anwin	Lim	❹	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Dr. Krissada	Surawathanawises	❹ ❷ ❸ ❹ ⚙️ ⚙️ ⚙️	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

List of companies		CEN	Subsidiaries																
			STOWER	RWI	ENS	WJC	MEDI	EBM	CDN	PGE	ULA	UAS	QNSI	UAI	UN	UA	SKY-I	UWCC	ITG
Mr. Aruk	Onsuphab	9	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Mr. Komwuthi	Pornradol	☒	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Miss Chuthamas	Sirimas	❖	-	-	-	9	-	-	-	-	-	-	-	-	-	-	-	-	-
Miss Jantharat	Sodsongchit	☆	-	-	-	-	-	9	-	-	-	-	-	-	-	-	-	-	-

Remark : Company

CEN	=	Capital Engineering Network Public Company Limited	QNSI	=	QROI Network Services Inc.
STOWER	=	Sky Tower Public Company Limited	ULA	=	Ultra Asia Company Limited
RWI	=	Rayong Wire Industries Public Company Limited	UAS	=	ALtra Asia Singapore Pte.Ltd
ENS	=	Enesol Company Limited	Sky-I	=	Sky Tower Infra Inc.
MEDI	=	Medisphere Company Limited	UAI	=	Ultra Asia Investment Pte.Ltd
EBM	=	Evergreen Biomass Company Limited	UN	=	Ultra Network Pte.Ltd
CDN	=	Capital Digital Company Limited	UWCC	=	UWC (Cambodia) Company Limited
			ITG	=	Interglob Investment Company Limited

Remark : Position

❶	=	Chairman	⚙️	=	Director of Accounting and Finance
❷	=	Vice Chairman	🔍	=	Director of Internal Audit
❸	=	Chairman of Audit Committee	⚙️	=	Senior Director of Development and Investment
❹	=	Chairman of Remuneration Committee	❖	=	Human Resources and Administration Manager
❺	=	Chairman of the Nomination and Remuneration Committee	✂️	=	Assistant Manager of Accounting and Finance
❻	=	Chairman of Executive Director	★	=	Assistant Manager of Corporate Governance and Investor Relations
❼	=	Chairman of Risk Management Committee	⚙️	=	Managing Director
❽	=	Chief Executive Officer	☆	=	Deputy Managing Director
❾	=	Acting Chief Executive Officer	⚙️	=	Managing Director
❿	=	Director	💧	=	Risk Management Committee
⓫	=	Executive Director	😊	=	Remuneration Committee
⓬	=	Independent Director	⚙️	=	Nomination and Remuneration Committee
⓭	=	Audit Committee			

1.2 Duties and Responsibilities of Company Secretary

According to the Securities and Exchange Act (No. 4) B.E. 2551, the Board of Directors must provide a company secretary. Responsible for performing duties as required by law on behalf of the company or the Board of Directors The company secretary plays an important role in effective coordination. inside and outside Board of Directors has been appointed

The company has assigned Miss Jantharat Sodsongchit to be the company secretary. and has passed a training course related to the duties of a secretary named Company Secretary Program (CSP) from the Thai Institute of Directors Association (IOD) Class 123/2021, and has been trained in the Professional Development Program of the 2023 Company's Secretariat organized by the Thai Listed Companies Association and has experience in corporate governance.

Composition and Properties

1. Must have basic knowledge in the principles of laws and regulations of regulatory agencies in relation to the law on public limited companies. Securities and Exchange Law
2. Must have knowledge Understanding of Good Corporate Governance Principles and good practice on corporate governance
3. Knowledge of the company's business and good communication skills

Duties and Responsibilities

1. Provide preliminary advice to directors on legal matters. Rules and regulations of the company and follow up to ensure that they are properly and consistently followed. including reporting significant changes to directors
2. Coordinate between Director and the Management Department, supervising and coordinating relevant laws and regulations as well as to ensure compliance with the Board of Directors' resolutions
3. Hold a shareholders' meeting and meeting the Board of Directors in accordance with the law Articles of Association and practices
4. Record the minutes of the shareholders' meeting. and meeting minutes of the Director as well as follow up to ensure compliance with the resolutions of the shareholders' meeting and the Board of Directors meeting
5. Supervise the disclosure of information and reports of relevant information in accordance with the regulations and requirements of the Office of the Securities and Exchange Commission. and the Stock Exchange of Thailand
6. Prepare and maintain the following documents:
 - a. register of directors

- b. notice of meeting of the Board of Directors Minutes of Board Meetings and Annual Reports of Company
 - c. invitation letter for a shareholders' meeting and the minutes of the shareholders' meeting
- 7. Maintain reports of interests reported by directors or executives.
- 8. Other Actions as announced by the Capital Market Supervisory Board

This also includes organizing an orientation for new directors. and promoting knowledge and understanding on good corporate governance for directors, executives and employees.

A low-angle photograph of a modern glass skyscraper reaching towards a clear blue sky. To the right, the green foliage of trees is visible, with the sun shining through the leaves, creating a bright, hazy effect. A semi-transparent dark grey horizontal band is overlaid across the middle of the image, serving as a background for the title text.

ATTACHMENT 2

Details of the Directors of the Subsidiary

List of subsidiary directors	STOWER	RWI	ENS	MEDI	EBM	CDN	UAS	QNSI	UAI	UN	ULA	SKY-I	UWCC	ITG
Dr. Nutavoot Pongsiri	1	-	-	-	-	-	-	-	-	-	-	-	-	-
Ms. Laphassarin Kraiwongwanitrun	2 6	8 9 10 ☺	8 9	8 7	8	8	-	-	-	-	-	-	-	-
Ms. Yuwamon Malai	8 ❄ 3 ⚙	-	-	-	-	-	-	-	-	-	-	-	-	-
Mrs. Pimsiri Pinrod	8 ❄ © 5 ✱	-	-	-	-	-	-	-	-	-	-	-	-	-
Mr. Somchai Apiwattanapron	-	1	-	-	-	-	-	-	-	-	-	-	-	-
Mr. Worawit Siriwatwimon	-	8 3 ❄ 5	-	-	-	-	-	-	-	-	-	-	-	-
Mr. Wichian Sophanpanichkul	-	8 © ❄ ☺	-	-	-	-	-	-	-	-	-	-	-	-
Mr. Aniwut Pongpaijit	-	8 © ❄	-	-	-	-	-	-	-	-	-	-	-	-

List of subsidiary directors	STOWER	RWI	ENS	MEDI	EBM	CDN	UAS	QNSI	UAI	UN	ULA	SKY-I	UWCC	ITG
Ms. Nongnuch Khamchaithep	- 8 10	-	-	-	-	-	-	-	-	-	-	-	-	-
Mr. Siriphong Vongvuttipornchai	- 8	-	-	-	-	-	-	-	-	-	-	-	-	-
Mr. Polpong Jiraphan	8 ❄️ 🌀 😊	-	-	-	-	-	-	-	-	-	-	-	-	-
Dr. Ronnachit Mahattanapreut	8 10	-	-	-	-	-	-	-	-	-	-	-	-	-
Mr. Ukris Aphiratimai	8 😊 ⚙️ 10	-	-	-	-	-	-	-	-	-	-	-	-	-
Mr. Poonpat Loharjun	8 10	-	-	-	-	-	-	-	-	-	-	-	-	-
Ms. Wanna Sakulchaimongkol	- 8	-	-	-	-	-	-	-	-	-	-	-	-	-
Mr. Aruk Onsuphab	- 8	-	-	-	-	-	-	-	-	-	-	-	-	-
Mrs. Runnapa Suwannachart	8 10	-	-	-	-	-	-	-	-	-	-	-	-	-
Ung Sitavila	-	-	-	-	-	-	-	-	-	-	-	-	8	8

Remark : Company

CEN	=	Capital Engineering Network Public Company Limited	ULA	=	Ultra Asia Company Limited
STOWER	=	Sky Tower Public Company Limited	UAS	=	ALtra Asia Singapore Pte.Ltd
RWI	=	Rayong Wire Industries Public Company Limited	Sky-I	=	Sky Tower Infra Inc.
ENS	=	Enesol Company Limited	UAI	=	Ultra Asia Investment Pte.Ltd
WJC	=	WJC Enterprise Company Limited	UN	=	Ultra Network Pte.Ltd
MEDI	=	Medisphere Company Limited	UWCC	=	UWC (Cambodia) Company Limited
EBM	=	Evergreen Biomass Company Limited	ITG	=	Interglob Investment Company Limited
PGE	=	Paradise Green Energy Company Limited	QNSI	=	QROI Network Services Inc.
CDN	=	Capital Digital Company Limited			

Remark : Position

❶	=	Chairman	⚙	=	Chairman of the Risk Management Committee
❷	=	Vice Chairman	⚙	=	Risk Management Committee
❸	=	Chairman of Audit Committee	⚙	=	Independent Director
❹	=	Chairman of Remuneration Committee	🎯	=	Audit Committee
❺	=	Chairman of the Nomination and Remuneration Committee	😊	=	Remuneration Committee
❻	=	Chairman of Executive Director	👤	=	Nomination and Remuneration Committee
❼	=	Chief Executive Officer	★	=	Managing Director
❽	=	Director	⚙	=	Deputy Managing Director Senior
❾	=	Managing Director	☆	=	Deputy Managing Director
❿	=	Executive Director			

A low-angle photograph of a modern glass skyscraper reaching towards a clear blue sky. To the right, the green foliage of trees is visible, with the sun shining through the leaves, creating a bright, hazy effect. A semi-transparent dark grey horizontal band is overlaid across the middle of the image, serving as a background for the title text.

ATTACHMENT 3

**Details about the supervisor, internal auditor and
Head of the Company's Compliance Department**

The Director has assigned the Audit Committee to review the Company's internal control system that is sufficient. and suitable for business operation and efficiency in operation and report to the Board of Directors and shareholders and set up an internal audit unit Separated into one unit of the company has a direct line of command to the Audit Committee

1. Details about the supervisor of the internal auditor

Name of the head of the internal auditor : Mr. Komwuthi Pornnradol
Position : Secretary of the Audit Committee
 Director of Internal Audit
Appointment date : June 16, 2008
Age : 56 Years

Highest educational qualification

- Bachelor of Business Administration (Accounting), Ramkhamhaeng University

Current important positions

- Director of Internal Audit Department, Capital Engineering Network Public Company Limited
- Secretary of the Audit Committee, Capital Engineering Network Public Company Limited and companies in the group

Experience

- 2007 - Present: Director of Internal Audit, Capital Engineering Network Public Company Limited
- 2004 - 2007: Manager of Internal Audit, Uawithya Public Company Limited (now Sky Tower Public Company Limited)
- 2001 - 2004: Head of Internal Audit Unit, Uawithya Public Company Limited (now Sky Tower Public Company Limited)
- 2001 - 2007: Internal Quality Auditor, ISO 9001:2000
 Secretary, Quality Management System Steering Committee
 Secretary, Quality Management System Working Team
 at Uawithya Public Company Limited (now Sky Tower Public Company Limited)

Training history

- Organizational Risk Management (CHULAMOOC3002, 2023/2)
- Working Papers for Anti-Corruption Measures in Organizations, Class 2/2561
- Organizational Risk Management (In-House)
- ISO 9001:2015 Requirements and Interpretation
- Ethics and Anti-Corruption Importance
- Best Techniques for Maximizing Business Benefits Through Internal Control
- Internal Control Under the COSO Framework
- Key Accounting Errors and Compliance with Standards
- Auditing and Internal Control for Organizational Efficiency

Company's securities holding (including spouses and minor children)

- None

Family relationships among executives, directors, or major shareholders of the company or its subsidiaries.

- None

Responsibility

Serves to review the sufficiency assessment. The suitability and efficiency of the internal control system
There are audit standards and there is sufficient independence. by giving suggestions for improvement to create added value to the organization and support the company's corporate governance process

In 2024, the Audit Committee has fully performed the duties assigned by the Director Committee. There is an internal audit unit as a tool to support the mission accomplishment. The internal auditors are qualified to perform their duties appropriately. The results of the internal control system assessment Issues that need to be corrected have been reported to the auditee and relevant agencies. including appropriate recommendations that the management deems necessary for the Company's business operations and presented to the Board of Directors to be considered at the Director Board meeting every quarter. The internal audit will report the results of the assessment and reviewing the internal control system to the Audit Committee. The Audit Committee meets every quarter and in 2023, the Audit Committee meets 5 times and reports the results to the Director quarterly. The Audit Committee reports its opinions on the adequacy of the internal control system and the risk management system of the Audit Committee every quarter. company in the annual report titled "Corporate Governance Report of the Audit Committee"

2. Details about the company's supervisory supervisor

Name of the head of the internal auditor	: Miss Jantharat Sodsongchit
Position	: Senior Assistant Manager of Corporate Governance and Investor Relations
Appointment date	: August 24, 2020
Age	: 48 Years

Highest educational qualification

- Master's degree, Faculty of Business Administration Ramkhamhaeng University

Current important positions

- Corporate Secretary
- Senior Assistant Manager of Corporate Governance and Investor Relations

Experience

- Assistant Manager, Regulatory Affairs and Investor Relations, Sky Tower Public Company Limited

Training history

- Acting as a center for disclosing important information to investors, stakeholders and all related parties
- Coordinate with Secretary of Audit Committee and Shareholders for effective disclosure of information to be accurate and complete for the benefit of shareholders and all stakeholders
- Promote knowledge and understanding on good corporate governance for directors, executives and employees, including taking care of the corporate image

A low-angle photograph of a modern glass skyscraper reaching towards a clear blue sky. To the right, the green foliage of trees is visible, with the sun shining through the leaves, creating a bright, hazy effect. A semi-transparent dark grey horizontal band is overlaid across the middle of the image, serving as a background for the title text.

ATTACHMENT 4



Attachment 4

Details about the Property Appraisal List

- None -

A low-angle photograph of a modern glass skyscraper reaching towards a clear blue sky. To the right, the green foliage of trees is visible, with the sun shining through the leaves, creating a bright, hazy effect. A semi-transparent dark grey horizontal band is overlaid across the middle of the image, serving as a background for the title text.

ATTACHMENT 5

Other Assembly Details

5.1 Performance of the Audit Committee

To Shareholders

Audit Committee of Capital Engineering Network Public Company Limited has consists of 3 people is fully qualified and experienced in accordance with the Charter in accordance with the requirements of the Securities and Exchange Commission (SEC) and The Stock Exchange of Thailand (SET). Year 2024, there are 5 times of Audit Committee meetings as name of audit committees attends the meetings as follows.

			Attended
Dr. Visit	Ongpipattanakul	Chairman of Audit Committee	5/5
Mr. Jakkathan	Yothanan	Audit Committee	5/5
Dr. Krissada	Surawathanawises	Audit Committee	4/5

Audit Committee has practices under duties and responsibilities as assigned by Board of Directors in order to ensure that company has adequate corporate governance which in accordance to good corporate governance of Securities and Exchange Commission and The Stock Exchange of Thailand thus Audit Committee has held the meeting for consideration and commendation on critical issues with management team, auditors, internal auditors and report those practical includes any suggestion to Board of Directors quarterly in order to proceed with matters that the Board of Directors deems appropriate which can summarized as follows:

Financial Reporting

- The Audit Committee has reviewed the financial reports, both the separate financial information and the quarterly and annual consolidated financial information, which have been reviewed and audited by the auditor. As well as disclosure of Key Audit Matters in the auditor's report, based on the reliability of the projection figures, assumptions required by the management to exercise discretion, presentation, and the impact of changes in financial reporting standards. By this, executives and auditors has consulted this reviewed on rectitude, completely before comment on report of financial statement, adjustable of accounts as affected financial statement which includes enough information to be disclosed and remarks from auditors. The Audit Committees agrees with the Company's accounting and financial management's report that the financial statements have been prepared in accordance with legal requirements and financial reporting standards and are reliable and timely. Choosing a reasonable accounting policy and disclosing significant information in the notes, accompanying the financial statements in a sufficient and complete

manner, is beneficial to users of financial statements. In addition, Audit Committee discussed with the auditors the independence of the meeting. The auditors confirmed that they had complied with the Code of Ethics and communicated with the person responsible for overseeing all relationships and other matters. It is believed that there is reason for external parties to consider affecting the independence of the office and measures taken to prevent the lack of independence. The auditor is satisfied with the cooperation of the company's personnel.

The adequacy of internal control system and internal audit

Risk Management and Corporate Governance

- Audit Committee has reviewed company to have effective internal control system by considering from conclusion on results of internal audit and monitoring quarterly as cover any important system of company together with suggestion for beneficial. Apart from this, considering on internal control system of company follows COSO of year 2013 as adjusted of Securities and Exchange Commission and The Stock Exchange of Thailand. Therefore, there is not any error which make less effective in internal control system therefore Audit Committee seems that company has adequate of internal control system
- Audit Committee has verified the internal control systems by reviewed practices and responsibilities in order to make sure that has processes are conducting appropriate internal investigation with effectively. Apart from this, approved of work plans annually, internal audit has make of risk plans respectively and adjust audit plans in order to be consistent with changes in risk throughout further practices follows internal audit plans. Audit Committee has opinions on internal audit control system is independent, adequate and practices of internal audit are relevant as required, good communication among executives and auditors and support any practices of Audit Committee
- Audit Committee has reviewed on Risk Management as appropriate and effective by review importance risk factors which disclosed in annual report
- The Audit Committee has consistently encouraged all levels of employees to be consistency in ethics and integrity in term of anti-corruption for create culture and values of organization through anti-corruption policies as have a way to point out clues to management and all staff levels. The Company received membership renewal certification from the Thai Private Sector Collective Action Against Corruption (CAC) Committee for the first time on September 30, 2022.

Related Transaction

Acquisition and Disposition of Assets

- Audit Committee has considered on related transaction of company with person or related juristic person or any transaction as conflict of interest to company follows regulation of Securities and Exchange Commission and any other related division to make sure that has highest return to company. Audit Committee have agreed with report of executives (Accounting and Finance) as related business transaction or financial assistance transaction thus the company operates in accordance with normal business conditions that have general trading conditions that are reasonable. Fairness and maximum benefit to the company, including disclosure and listing in the financial statements and notes to the financial statements has been accurately and completely disclosed
- Audit Committee has considered transaction on acquisition of assets for size and value which may affect financial status and business operation in accordance to rules and guidelines of Securities and Exchange Commission and The Stock Exchange of Thailand and Capital Market Supervisory Board; Audit Committee has comments and report to supervisor of accounting and finance; acquisition and disposition of assets happened, the company follows rules completely and correctly

Audit Committee Compliance

- The Audit Committee reviewed the Company's compliance with the Stock Exchange of Thailand (SET) Act, the regulations of the Securities and Exchange Commission (SEC), SET's regulations, and the Capital Market Supervisory Board and any other laws related to the Company's business operations, including obligations that the Company has to external parties, have not found any significant point in its compliance with these laws and regulations

To maintain quality of Audit committee

- Audit Committee has reviews its charters to be in accordance to current situations as approved by Board of Directors every year. Mentioned charter still complete and consistent to assigned duties and comments on those practical under Audit Committee Charter
- Audit Committee has reviews and evaluates performance in accordance to charters and good corporate governance as results Audit Committee has perform duties efficiently with independence in accordance to good practices and Audit Committee Charter which help to strengthen the good corporate governance system effectively
- Audit Committee has prepare performing report to Board of Directors for acknowledgement quarterly thus year 2023 there are 4 reports in total

External Auditors

- Audit Committee has considered on independent evaluation and performance of auditor year 2024 and saw that the overall performance was satisfactory and independently.
- In considering the nomination of the Company's auditor for the year 2025, the Audit Committee has considered the selection of the office which is on the list of auditors approved by the Securities and Exchange Commission and Stock Exchange of Thailand from quality of office including details of submitted audit fees; Audit Committee has considered and proposed to Board of Directors to ask for approval from shareholders meeting to appoint Miss Susan Eiamvanicha certified public accountant no. 4306 and/or Mr. Suchart Panitcharoen certified public accountant no. 4475 and/or Miss Chuenta Chommern certified public accountant no. 7570 and/or Miss Wandee Eiamvanicha certified public accountant no. 8210 and/or Mr. Kiatisak Vanithanun certified public accountant no. 9922 of SP Audit Company Limited ("SP AUDIT") is the company's auditor for the year 2025 and requested to approve the audit fees for the financial statements for the year 2025 and the financial statements review fees Quarterly of the company And consolidated financial statements Totaling 1,920,000.- Baht which is equal to the year before.

Overall comments and concerns

From duties of Audit Committee in year 2024 so believed that company has accurate and reliable in term of accounting and financial report system, adequate internal control, effective in term of risk management, good corporate governance includes any practice in accordance with laws, regulations and any related rules for business operation.

In the performance, Audit Committees has use their knowledge, can be attributed to the conservative and independent enough and no limitation on receive information from executives, employees and related person including any suggestion in order the have benefit in every division equally.

In the name of Audit Committee

- Dr. Visit Ongpipatnakul –

Dr. Visit Ongpipatnakul

Chairman of Audit Committee

5.2 Corporate Social Responsibility Report 2024

Information about the report

Capital Engineering Network Public Company Limited: CEN Limited has prepare report on Corporate Social Responsibility (CSR Report) by clearly separated as the second year thus Boards has focus on providing information with reliable and high quality by the company will sets key for sustainability issues and evaluating significance of issue which related to company goals and operations to be one of communication channels for interested parties to know determination along with conducting business with morality and ethics

Reporting Guideline

The company determines content by considering both internal and external factors based on operations of company and its subsidiaries as important issues affecting economy Society and Environment From; perspective of both internal and external stakeholders which based on guidelines for international sustainability reporting. GRI Sustainability Reporting Standards (GRI Standards) is a framework for reporting. The company offers overall sustainability performance covering the economic, social and environmental dimensions of the company, during January 1 to December 31, 2024

Reporting Scopes

Scopes of report covers performance of company and its subsidiaries which a part of supervision which encourage disclosure according to international guidelines in order to meet expectation of stakeholders. By this, that information was disclosed in this report

The company has plans to produce CSR report on yearly basic as well as develop system and method of storage the information regularly for clearly, collection of data and completed information thus communicates on business operation with social responsibility to stakeholders continuously

Distribution channels

This report is for the benefit of all stakeholders to receive appropriate information for consideration of interesting issues. The company has prepared Thai and English in the form of QR codes as well as published them on its website for diversity and ease of access to information.

Therefore, report can be downloaded from company's website which enclosed in Annual Report and for more information please contact bellows:

➤ Corporate Secretary and Investor Relations

TEL : 02-049-1041

E-mail : Jantharat@cenplc.com

➤ Capital Engineering Network Public Company Limited

1011 Supalai Grand Tower, 17th Floor, Room No. 1703, 1704,

Rama 3 Road, Chongnonsi sub-district,

Yannawa district, Bangkok 10120

TEL : 02-049-1041 Ext. 1022

FAX : 02-049-1045

Website : <http://www.cenplc.com>

The background of the page is a low-angle, upward-looking photograph of a modern skyscraper with a glass facade. The building's lines converge towards the top of the frame, creating a strong sense of height and architectural scale. The sky is a pale, clear blue.

CAPITAL ENGINEERING NETWORK PUBLIC COMPANY LIMITED