



# GROWTH

with **EXPERTISE AND STABILITY**

**ANNUAL REPORT 2023 (FORM 56-1 ONE REPORT)**

Loxley Public Company Limited



1939 - 2023

A choice based on confidence  
For customers, partners and investors



2023

The Third Period : 1988 - 2010  
Expand business in infrastructure,  
telecommunications, technology and  
communications



The First Period Since the Foundation of  
the Company in 1939 to 1952  
The Company operated its business by  
mainly exporting agricultural products



1939

The Second Period : 1953 - 1987  
Expand business to import products  
from abroad



The Fourth Period : 2011 - Present  
Balancing the business structure  
Ready to grow with expertise and  
stability and sustainable



# GROWTH with EXPERTISE

## “GROWTH with EXPERTISE”

Leverage specialized knowledge and skills in strategic business areas. It involves developing and utilizing the expertise of individuals, businesses, and institutions to drive innovation, increase productivity, and create new opportunities for growth.







LOXLEY







A background image showing a close-up of two people in business suits shaking hands. Overlaid on this image are several abstract, curved lines in shades of blue and orange, some solid and some dotted, creating a sense of movement and growth.

# GROWTH with STABILITY

**"GROWTH with STABILITY"**

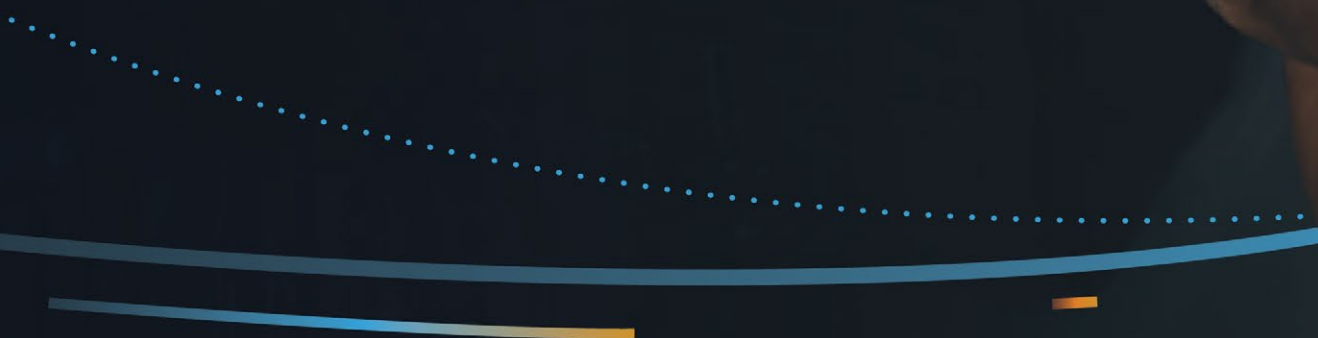
Creation of business models which accelerates the Company's growth and creation of long-term relationships with customers and trading partners.



# GROWTH with SUSTAINABILITY

## “GROWTH with SUSTAINABILITY”

Give importance to building up and maintaining the confidence and trust of our stakeholders, for Business, Social and Environment aspects with supervision and management imbued with corporate good governance.



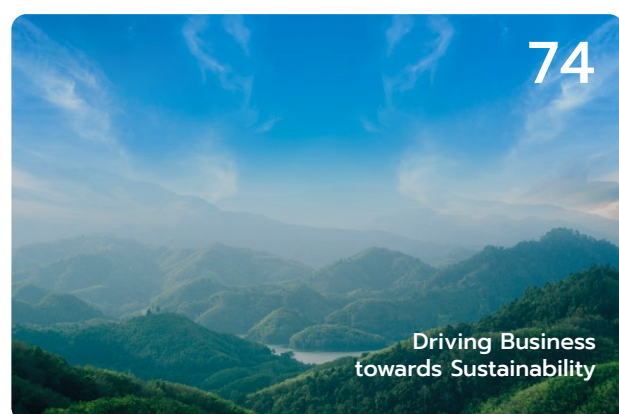
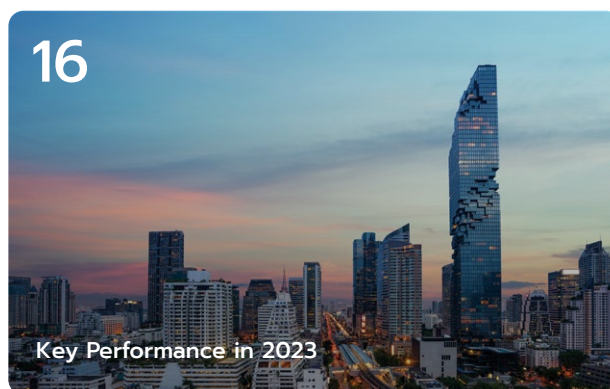
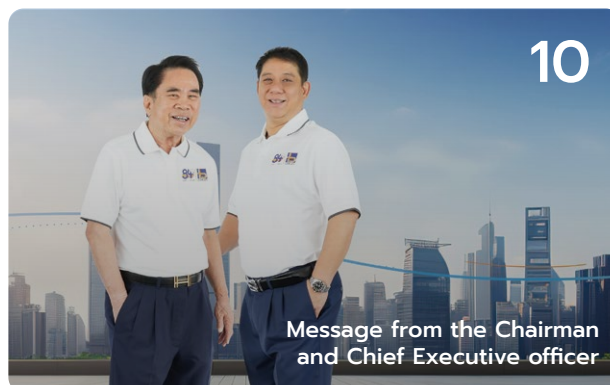




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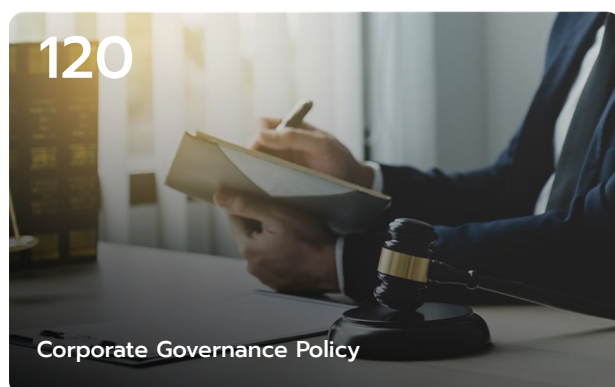
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# Message from the Chairman and Chief Executive Officer



## Dear All Shareholders,

Year 2023 is the 84<sup>th</sup> anniversary of our company establishment upon incorporation on 15 January, 1939, which deems our first move.

The 84-year business operation has encountered great achievements and obstacles. However, the devotion and endeavors of all parties along with strong supports from our partners, suppliers, and customers help the Company overcome many critical situations, crisis, and challenges proudly. We continue enjoying the growth, building confidence in customers, suppliers, and investors according to our determination and intent.

Previously, the Company has laid the groundwork for the business operation and the core business strategy for better management efficiency. The Company also gave precedence to the corporate governance, placed the risk management guideline for flexibility in encountering any crisis and in recovering from the unaccomplished goals, and built the internal strength before moving forward to the business expansion. All are challenging and important for our stable growth in the future.

Drawing competency of each business unit for the good operating performance, competitiveness under existing resources and assets, efficiency in profit making, acquisition of business opportunities, and development of new innovations become the key goals and determination of the Company in 2024. To pave the next secure move, the Company is still determined to focus on synergy among main businesses in the Group of Companies for mutual business strength, good relationship retention, and cooperation with alliances in every business which would be further connected for new business opportunities.

Next, the Company will be determined to operate the business in accordance with the vision and main strategy established to give good returns to the shareholders and all groups of stakeholders. Definitely, the Company will continue operating the business with corporate responsibility to local communities, society, and environment to lead the organization to achieve sustainability under main goals in caring for and strengthening the community and the society, and offering opportunities and equality in the society through various activities to support athletes with disabilities, communities, and aged people. The Company also defines the environmental policy to encourage efficient uses of resources, reduce the consumption of resources and the emerge of waste, and support the use of alternative energy because the building of foundation and long-term business success must involve the sharing and returning to the society for joint living and simultaneous growth.

On behalf of the Board of Directors of the Company, I would like to extend my gratitude to all shareholders, joint venture partners, suppliers, business partners, financial institutions, customers, and other related parties who have strongly supported and trusted the Company throughout 84 years. We greatly appreciate our executives and employees who have made a valuable contribution and effort to drive the Company to meet goals and success.



(Mr. Dhongchai Lamsam)

Chairman



(Mr. Suroj Lamsam)

Chief Executive Officer



# Financial Highlights

## Total Revenue of the Company and its Subsidiaries is

2023

**11,235.65** Million baht

2022

**12,638.57** Million baht

## Net Profit

2023

**359.11** Million baht

2022

**87.55** Million baht


### Information Technology SBG



Total Revenue

**2,647** Million Baht

Providing comprehensive technology solutions for information technology, communications and software development, as well as fully-integrated financial transaction applications.



### Services SBG



Excellence in global security standards for airport office buildings and critical locations,



Excellent in personnel development training by certified Standards from global organizations

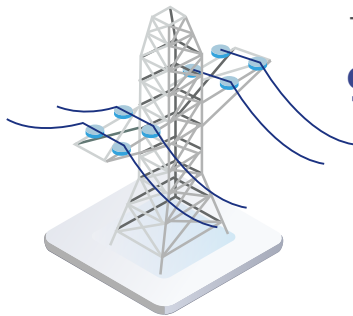


Total Revenue

**1,624** Million Baht



## Energy SBG



Total Revenue

**906** Million Baht

Providing comprehensive electrical and energy system construction services with over 15 years of experience in the electricity and energy production industry.



## Network Solutions SBG



Total Revenue

**2,593** Million Baht



Designs and develops solutions according to customer requirements, procures and installs equipment and provides software and application development services,

Covers all aspects of telecommunications.



## Trading SBG



Total Revenue

**3,332** Million Baht

Conduct business as a distributor and supplier of consumer goods for over 45 years.



## Special Projects and Other



A specialized unit that caters to the specific needs of businesses,



serving customers with expertise, specialization or studying business models ensuring the potential for future growth and development.



Total Revenue

**627** Million Baht

# Financial Summary

## Loxley Public Company Limited and Its Subsidiaries

Unit : Million Baht

Item	2023	2022	2021
Total Revenues	11,235.65	12,638.57	11,835.61
Net Profit	359.11	87.55	518.37
Earnings per share (Baht)	0.16	0.04	0.23
Total Assets	13,570.32	14,349.68	15,072.31
Total Liabilities	7,222.31	8,341.35	9,107.78
Issued and paid-up share capital	2,264.95	2,264.95	2,264.95
Par value per share (Baht)	1.00	1.00	1.00
Shareholders' Equity	6,348.01	6,008.33	5,964.53
Dividend per share (Baht)	NA	0.00	0.07
Dividend to Net income Ratio * (%)	NA	0%	54%

\* Dividend to Net income Ratio is calculated on the separate financial statements.

## Summary of 2023 operating results of Loxley Public Company Limited ("The Company") and its subsidiaries :

**Assets :** Total assets of The Company and its subsidiaries as at December 31, 2023 amounted to Baht 13,570.32 million decreased from 2022 of Baht 779.36 million or 5.43%.

**Shareholders' Equity :** Shareholders' equity of The Company and its subsidiaries as at 31 December 2023 amounted to Baht 6,348.01million increased from 2022 of Baht 339.68 million or 5.65%.

**Revenues :** In 2023 ,Total revenues of The Company and its subsidiaries decreased of Baht 1,402.92 million or 11.10% from Baht 12,638.57 million in 2022 to Baht 11,235.65 million.

**Net Profit :** In 2023, The Company and its subsidiaries had net profit of Baht 359.11 million increased of Baht 271.56 million or 310.18% compared to that in 2022 which had net profit of Baht 87.55 million

# Financial Ratio

## Loxley Public Company Limited and Its Subsidiaries

Financial Ratio	2023	2022	2021
Net profit to total revenue	3.20%	0.69%	4.38%
Return on average equity	6.09%	1.53%	9.59%
Return on average total assets	2.57%	0.60%	3.38%
Earnings per share (Baht)	0.16	0.04	0.23
Net book value per share (Baht)	2.68	2.52	2.53



# 2023 Company Revenue Structure

Compared information for the same period ended 2023, 2022 and 2021

## Loxley Public Company Limited and Subsidiaries

Unit : Million Baht

Revenue Structure	2023		2022		2021	
	Total Revenue	%	Total Revenue	%	Total Revenue	%
1. Information Technology Business Group	2,647	23.56%	2,664	21.08%	2,674	22.59%
2. Services Business Group	1,624	14.45%	1,529	12.10%	1,333	11.26%
3. Energy Business Group	906	8.06%	733	5.80%	960	8.11%
4. Network Solution Business Group	2,593	23.08%	2,341	18.52%	2,382	20.13%
5. Trading Business Group	3,332	29.65%	4,831	38.22%	4,303	36.36%
6. Special Project And Other Businesses	627	5.58%	1,122	8.88%	679	5.74%
<b>Total Revenue</b>	<b>11,729</b>	<b>104.39%</b>	<b>13,220</b>	<b>104.59%</b>	<b>12,331</b>	<b>104.19%</b>
<u>Less</u> Related Transaction	(554)	(4.93)%	(631)	(4.99)%	(531)	(4.49)%
<u>Add</u> Unallocated Other Revenue	61	0.54%	50	0.40%	36	0.30%
<b>Grand Total Revenue</b>	<b>11,236</b>	<b>100.00%</b>	<b>12,639</b>	<b>100.00%</b>	<b>11,836</b>	<b>100.00%</b>

# Key Performance in 2023



## January 2023

- The 84<sup>th</sup> anniversary of Loxley Public Company Limited was on 15 January 2023 from the starting point on 1939 to become a leader in technologies, trading, and services through 5 main businesses including information technology business, service business, energy business, network solutions business and trading business, which all serve the market demands perfectly along with the business responsibility, joint living and growth with local communities and society.
- On 25 January 2023 it was the 23<sup>rd</sup> anniversary of establishing the OPPY (Old People Playing Young) Longevity CLUB, which is a non-profit social enterprise organizing activities for the elderly.

## May 2023

- TRIS Rating Company Limited has affirmed the credit rating of the Company at **“BBB”**, as well as the rating outlook at **“Stable”**. Such credit rating implies the diversity of sources of income, consistency of dividends received by the Company from associated companies, and the Company’s long-term relationships with customers and distributors.
- Loxley Public Company Limited signed the Memorandum of Understanding with MEA Smart Energy Solutions Company Limited (MEAEI) in the feasibility study on the renewable energy development which is a pilot project in the management of renewable energy and smart energy system to promote the use of renewable energy and sustainable use of clean energy, to reduce the emission of greenhouse gases, and move into the carbon neutrality society in the future.



## April 2023

- Loxley Public Company Limited held the 2023 Annual General Meeting of Shareholders via electronic media (E-AGM) on 25 April 2023 at the Muang Thai Life Assurance Auditorium to report the annual operating performance and business direction of the Company.



- ASM Security Management Company Limited (ASM) and Loxley Property Development Company Limited (LoxProp), which are subsidiaries of the Company in the service business, received Health Organization for Nation Building Award from **“Wellness Corporate Nation-Building”** project, Class 1, organized by The Nation-Building Institute. ASM was certified as the Health Organization for Nation Building, Level 5A, and LoxProp was certified as the Health Organization for Nation Building, Level 3A.
- Legal entity working with Loxley-LLPS delivered the work in the Purchase Agreement together with an installation of the baggage handling system (BHS) and the explosive destruction system (EDS) (departure), Suvarnabhumi Airport Enhancement Project (fiscal year 2011 - 2017) on 28 April 2023.

### July 2023

- ASM Security Management Company Limited (ASM), Subsidiary of the Company, was awarded the Standard on Prevention and Solution to Drug Problems in an Establishment from the Department of Labor Protection and Welfare as a good model in the prevention and solution to drug problems in an establishment on **“International Day against Drug Abuse and Illicit Trafficking”** on 26 June 2023.
- 11 July 2023 : L Food Solutions Company Limited, a service provider of WaQ Yakiniiku Restaurant serving a premium Japanese grill buffet, opened a new branch at Asiatique The Riverfront.



### November 2023

Loxley Power Systems Company Limited, subsidiary of the Company as a subcontractor, delivered the work in the project for procurement and construction of transmission lines of 500 kilowatts from Thung Song High Voltage Electricity Station to Songkhla Electricity Station 3 (Thung Song High Voltage Electricity Station-Kilometer 105) in the distance of 105 kilometers of the Electricity Generating Authority of Thailand. Henan Electric Transmission Transformation Construction Company Limited was the main contractor of this project undertaken to solve the blackout problems in the South of Thailand.



### October 2023

1 of 33 organizations that was certified in the Low Emission Support Scheme (LESS) project from its tangible operations through the Care the Whale and Care the Bear project in **Climate Care Forum 2023 : Time to Reduce** by collaboration between the Stock Exchange of Thailand (SET) and the state-owned Greenhouse Gas Management Organization (Public Organization).

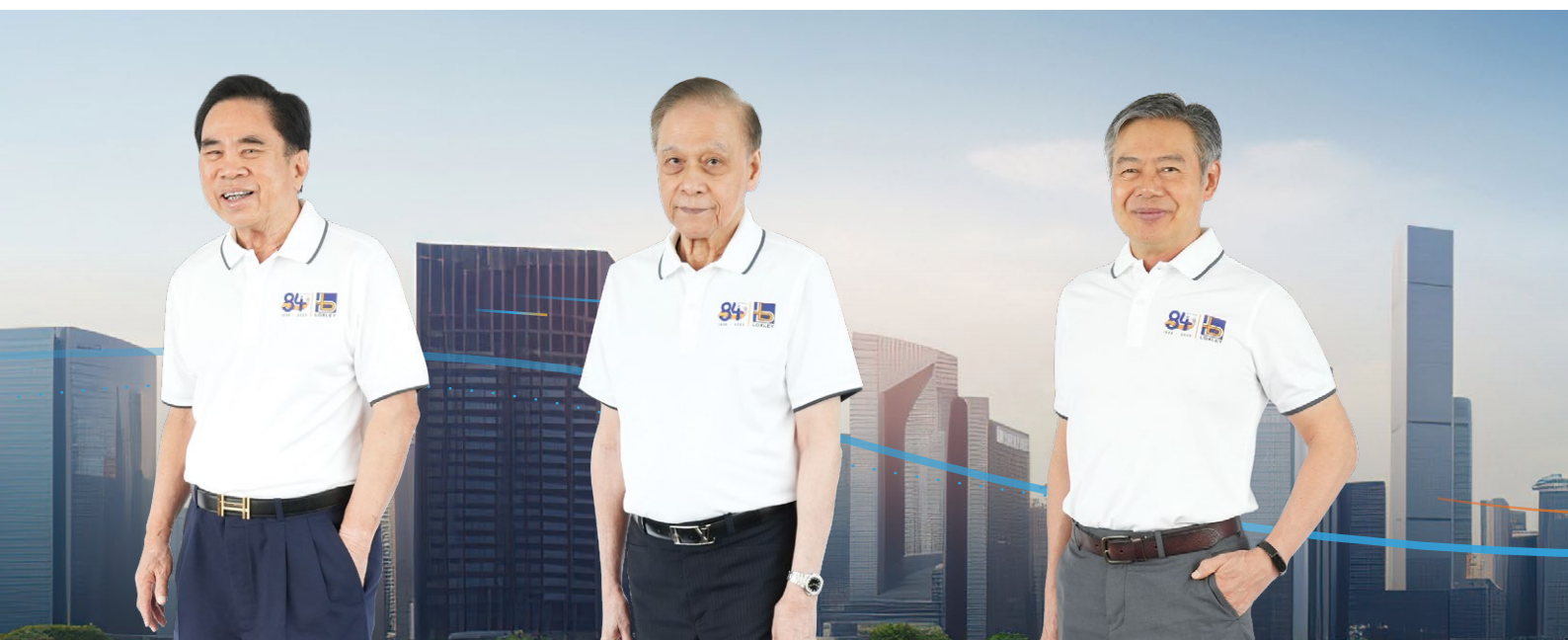
### December 2023

The Company was selected as an Organization for Promotion of Employment for Disabled People for the year of 2023 at the **“Excellent”** level on the International Day of Persons with Disabilities for the year of 2023, awarded by the Department of Empowerment of Persons with Disabilities, the Ministry of Social Development and Welfare.





# Board of Directors



**Mr. Dhongchai Lamsam**

Chairman of the Board

**Mr. Suebtrakul Soonthornthum**

Vice Chairman of the Board

**Mr. Supavud Saicheua, Ph.D.**

Independent Director



**Prof. Rawat Chamchalerm, Ph.D.**

Independent Director

**Mrs. Nattaporn Phan-Udom, Ph.D.**

Independent Director

**Mr. Surapol Srangsomwong**

Independent Director



**Mr. Harit Sutabutr, Ph.D.\***

Independent Director

Resigned since 30<sup>th</sup> November, 2023

**Mr. Chatmongkol Peetathawatchai, Ph.D.\***

Independent Director

Appointed on 21<sup>st</sup> December, 2023

**Mr. Vasant Chatikavanij**

Director



**Mr. Petch Wanglee**

Director

**Mr. Krisada Lamsam**

Director

**Mr. Suroj Lamsam**

Director

Chief Executive Officer and  
President

**Mr. Chalermchoke Lamsam**

Director

Managing Director



# Executive Board



## Mr. Suroj Lamsam

Chief Executive Officer  
and President

## Mr. Chalermchoke Lamsam

Managing Director

## Mr. Supat Karachalkul

Executive Vice President,  
Chief Financial Officer





**Mr. Pattara Pojanapanich**

Executive Vice President,  
Network Solutions SBG

**Mr. Ouychai Rangchaikul, Ph.D.**

Executive Vice President,  
Trading SBG

**Mr. Panu Khongthorn**

Executive Board Member,  
Energy SBG

**Mr. Ali Aljunied**

Executive Board Member,  
Information Technology SBG

# Advisors to Chairman and Advisors of the Executive Board



**Mr. Jingjai Hanchanlash, Ph.D.**

Advisor to Chairman

**Mr. Suraphand Bhasitnirand**

Advisor to Chairman

**Mr. Sompop Chareonkul, Ph.D.**

Advisor to Chairman



**Mr. Karn Thongyai**

Advisor of the Executive Board

**Mr. Saknarong Saengsangapong**

Advisor of the Executive Board

**Mr. Nimit Prasertsuk**

Advisor of the Executive Board

# List of Group and Department Management (Year 2023)

List of Group and Department Management as of 31 December 2023 as follows :

## Executive Vice President

Mr. Dawarit Tansuphasiri, Ph.d.	Human Resource Department
Miss Patra Laohapolwatana	Legal Department
Mr. Werasak Pattarakorn	Engineering Department
Mrs. Suphattra Busarakul	Printing & Advanced Technology Department
Mr. Pises Dissawat	Environmental Business Department

## Senior Vice President

Mr. Piboon Piboontum	Alternative Energy Department
Mr. Arthasith Katanyutanon	Defense Technology Department
Mr. Pratya Indranupakorn	Office Of The Managing Director
Miss Jinda Vanisvatanyou	Chemical Group Management Department
Mr. Charaspong Lamsam	Food Service Department
Mr. Poj Pojanapanich	Office Of The Managing Director
Mr. Boonlert Jaimun	Project Investment & Evaluation Committee (Piec) Department
Mrs. Preeyanuch Palboonsithiwong	Internal Audit Department
Mrs. Kitima Kittikachorn	Office Of The President
Miss Samitta Tinnam	Office Of The President
Acting Sub Lt. Naruebodin Lertsirirapa	Construction Materials Department

## Vice President

Mrs. Thanida Greechurt	Office Of Vice Chairman
Miss Napaporn Mettagitto	Inter Trade Department
Mrs. Chutintorn Thangsupanich	Defense Technology Department
Mr. Bongkarn Jiraboonsri	Contract Management Department
Mr. Sap Chimpalee	Coperate It Department
Mr. Wuttipong Subanprasert	Construction Materials Department
Miss Wannee Boontaganon	Treasury And Credit Control Department
Mrs Salisa Chareonsuk	Security & Intelligent Network Department
Mr. Pongsak Bureetan	Financial And Statutory Reporting Department
Mrs. Chanyaporn Khaoroptham	Office Of The President
Miss Nopparat Supadulchai	Financial Management And Investor Relations Department
Miss Wallada Tangkulanupun	Administration & General Affairs Department
Mr. Paitoon Asawateeranunt	Project Management Department
Miss Supaporn Kusolsat	Consolidated Account And Budgeting Department
Mrs. Manisara Janewithayapun	Office Of Company Secretary

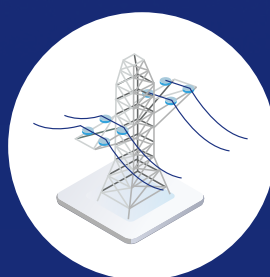
## Assistant Vice President

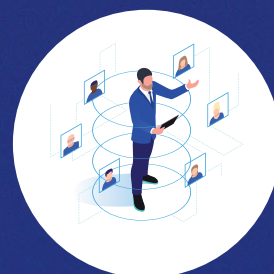
Miss Yawalak Peukliang	Consolidated Account And Budgeting Department
Mr. Pairatch Wiseadpan	Alternative Energy Department
Miss Charatsang Wonwien	Corporate Communication Department
Miss Pannapa Kannapan	Sales & Marketing Chemical Department
Miss Ratana Vajrasthira	Corporate Social Responsibility Department
Miss Sutket Suksart	Financial Management And Investor Relations Officer Department
Miss Matinee Pokarattananun	Statutory Accounting & Reporting Department
Mr. Phachern Chungchot	Customer Relations Department
Mrs. Kannika Mahapakulchai	Educational Technology Business Department
Mr. Karun Sitthirit, Ph.d.	Project Management Department
Mr. Mana Musikaphan	Implementation Department
Miss Noochanat Pakdeesrisakda	Chemical Group Management Department
Mr. Perayos Somthavil	Environmental Business Department
Mr. Kamol Posopa	Office Of Chief Financial Officer Department
Miss Wilawan Srijonakul	Food Service Department
Mr. Kittisook Saiuthayarn	Customer Relations Department
Miss Manasa Sujirungsri	Office Of Chief Financial Officer Department
Mr. Wuttiapol Sukjit	Customer Relations Department
Mr. Pasakorn Aksornsuwan	Human Resource Department



## Part 1

# Business Operations and Operating Results





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# 1. Operational Structure of the Group





## 1.1 Policy and Business Overview

### 1.1.1 Background and Major Changes and Milestones

Loxley Public Company Limited has operated its business for over 80 years. It was formerly known as Loxley Rice Company (Bangkok) Limited. It was incorporated as a limited company on 15 January 1939 through the joint venture between Ng Yuk Long Lamsam and Andrew Beattie (from W.R. Loxley Company in Hong Kong), with the objectives of exporting agricultural products, such as rice and timbers.

Throughout its 84 years of business operation, the Company has seen continuous growth since the incorporation of the Company. In 1957, Loxley Rice Company (Bangkok) Limited was renamed Loxley (Bangkok) Company Limited and the Company expanded its export business as well as added the business of importing and distributing foreign products, including offering industrial products and advanced technology products. Due to its outstanding performance and positive reputation in doing business, The Company had attracted a huge number of leading local and foreign corporations, many of which later become the Company's business partners. In 1988, the Company fully commenced its technology business and it was deemed as enhancement of potential to expand its business to meet the constantly changing market demands.

The Company was transformed into a public company and changed its name to Loxley Public Company Limited on 1 April 1993 and was listed on the Stock Exchange of Thailand Company in the commercial group of stocks, under the "LOXLEY" designation. The Company's first trade date on the Stock Exchange of Thailand was 25 January 1994. The Company is determined to operate a comprehensive business, focusing on quality growth to respond to customer needs and manage its existing assets for maximum benefits based on the economic added value principle and maintain benefits for all stakeholders.

Amidst the increasingly intense business competition and the rapidly changing business environment, the Company has adjusted its business operation strategies to enhance

its competitiveness and profitability efficiency. In 2018, the Company adjusted its business operation guidelines, from being a diverse business operator that can fully meet demands of partners, trade partners and customers comprehensively, to putting the focus on the five strategic business groups in which the Company has the expertise, in order to expand the revenue base and enhance its competitiveness. The Company is confident that the clarity in the business operation direction under the new management structure and efficient allocation of resources will be the key strategy to lead the Company towards sustainable growth. In 2020, the Company adjusted the management structure to be more flexible, established a management mechanism that minimizes business operation risks, and developed strong financial discipline to focus on profit generation and stable growth, which was the appropriate period that enabled the Company to overcome the crisis due to the impacts from the pandemic and cross-border wars.

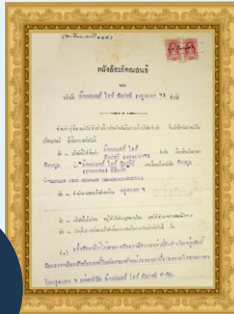
In 2023, the 84<sup>th</sup> anniversary of Loxley Public Company Limited, the Company remains determined to operate its business according to its established core strategies, aiming to grow professionally through accumulation of knowledge and expertise in core businesses, enhancement of operational efficiency, creation of new business opportunities, and creation of stable growth through a business model generating long-term returns to achieve long-term sustainable growth with customers and trade partners, as well as contributing to social, community and environmental responsibility to sustainably create value for the business.

# 84 Years of Loxley

## The First Period Since the Foundation of the Company in 1939 to 1952

The Company operated its business by mainly exporting agricultural products, such as rice and timber, before expanding its business to include importing goods after World War II.

1939  
-1952



15 January 1939

Loxley Rice Company (Bangkok) Company Limited was incorporated to operate the business relating to the export of agricultural products. The business was expanded to import some goods from English, e.g. consumer goods, recent technological products, and so on for selling in Thailand.

TT&T

1992

29 June 1992

The Company and other joint venture companies including Jasmine International Public Company Limited, Phatra Thanakit Finance and Securities Company Limited, Italian Thai Development Corporation Company Limited, and Nippon Telegraph and Telephone Corporation established Thai Telephone and Telecommunication Company Limited. The Company and joint venture companies signed the Consortium and Joint Venture Agreement to provide the telephone service in provincial areas for 1 million telephone numbers.



1945

Head office was relocated to a 6-storey building at Suea Pa Road.

1945

## The Third Period 1988 - 2010

The Company expanded its business into infrastructure, telecommunications, energy, information technology and communications as well as consumer goods and services. The Company has developed operating systems and products and acted as distributor or entered into joint ventures with other entrepreneurs owning the technology or products that are nationally and internationally accepted in terms of quality. Loxley, therefore, is the center for all aspects of customer needs.

1990

1990

- The Company made the Joint Venture Agreement with IBM Thailand Company Limited to incorporate Professional Computer Company Limited, which, now, is a leading company to provide the information technology services.
- Hutchinson Telecommunication (Thailand) Company Limited was also incorporated by collaboration between Loxley and Hutchinson Telecommunication International to sell and provide the pager service in the name of "Hutchinson Page Phone" up to Year 2002

## The Second Period 1953 - 1987

The Company started importing goods mainly from England, including engines, electrical appliances and motors. Subsequently, it also imported goods from countries in Asia; for example, engines from Japan and cosmetic powder from Korea, and started to sell more industrial products and high advanced technology products from other countries, such as Olivetti typewriters. The accumulation of skills and expertise in the advanced technology product business during this period was the beginning of the Company's business expansion into the technology business completely in the following period.



1957

**20 May 1957**

The Company name was changed and registered to be Loxley (Bangkok) Company Limited.



1958

A joint investment with Burmah Oil Company Limited to establish Castrol (Thailand) Company Limited.



1958

1997

**14 July 1977**

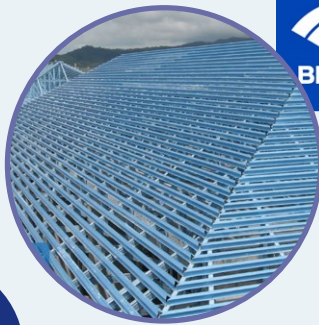
The Company name was changed to be Loxley (Bangkok) Company Limited to operate the business relating to technological goods as well as other industrial and high-tech goods. The Company's potential has moved forward to state concessions and investment in large projects.



1987

**17 February 1987**

NS BlueScope Lysaght (Thailand) Limited was incorporated as a joint venture between the Company and a holding company of BlueScope Steel Limited from Australia, Nippon Steel & Sumitomo Metal Corporation from Japan as a leader of sheet metal forming by the most recent technology from Australia.



1997

**9 August 1977**

Loxley Trading Company Limited was incorporated for the distribution of consumer products. The business of this company has grown up continuously. At present, the company is the distributor of leading consumer products through traditional trade and modern trade.





### 1 April 1993

The Company was converted to be a public company. The company name was also changed to be Loxley Public Company Limited. It was listed on the Stock Exchange of Thailand in the commercial sector under the name of "LOXLEY"



1993

### 21 October 1993

ITS (Thailand) Company Limited was incorporated as a joint venture company of ITS Singapore and Loxley Public Company Limited. Later, in 1997, the Company acquired some shares of this company, and changed the name to be NetOne Network Solution Company Limited. It is a subsidiary of the Company to operate the business relating to the provision of advice, design, the distribution of tools and devices, and the installation of complete information technology infrastructure system.



### 25 January 1994

The Company's shares were first traded on the Stock Exchange of Thailand.

1994

## The Fourth Period 2011 - Present

In the eight decade, the Company can be called a conglomerate with expertise in various fields and there is unity and mutual synergy in such diversity. The heart of conglomerate management is decentralization of decision-making power to executives of different levels.

### 9 August 2022

The 45<sup>th</sup> anniversary of establishing Loxley Trading Company Limited.



2022

### January 2018

The Company has undertaken the corporate restructuring by changing its corporate strategy in 5 Strategic businesses to be the operating holding company.

2018

### 15 February 2018

The Company signed in the Purchase Agreement together with an installation of the baggage handling system (BHS) and the explosive destruction system (EDS) (departure), Suvarnabhumi Airport Enhancement Project (fiscal year 2011 - 2017), which was completed and delivered on 28 April 2023.

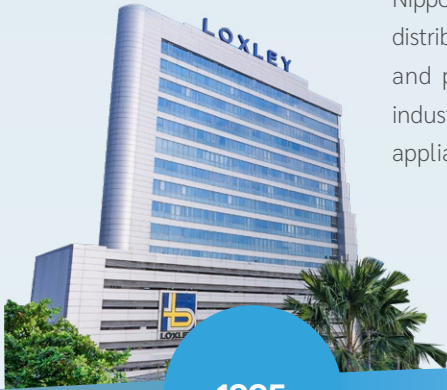


2023

### 15 January 2023

The 84<sup>th</sup> anniversary of Loxley Public Company Limited.





1995

### 13 December 1995

NS BlueScope (Thailand) Limited was incorporated as a joint venture between Loxley Public Company Limited and a holding company of BlueScope Steel Company Limited and Nippon Steel Corporation for manufacturing and distribution of zinc/ aluminum alloy coated steel and pre-painted steel for the construction industry, manufacturing industry and electrical appliance industry.

### 19 February 1996

Loxley Information Service Company Limited was incorporated to provide the internet service under the brand of "LoxInfo". In 2002, this company was merged with C.S. Communication Company Limited to be C.S. LoxInfo Company Limited now.

1996

### 1995

- The head office of the Company was moved from Suea Pa Road to the Loxley Building located on Na Ranong Road, Khlong Toey.
- In this year, Loxley Wireless Company Limited was also incorporated, which, later, in 2013, it was converted to be Loxley Wireless Public Company Limited.

### 25 January 2000

"OPPY" was established to teach the basic computer and internet use to members who were aged. At present, this Club was transformed to be a social enterprise in the name of OPPY Company Limited to carry out various activities to develop the quality of life of aged people.

2009



### 28 December 2009

L Solar Company Limited was incorporated for the construction of the solar power plan in the generating capacity of 8.7 MWs on an area of 215 Rai at Kabin Buri District, Prachin Buri Province by obtaining the promotion of investment from the Board of Investment of Thailand (BOI) in the business of generating electricity from solar power. Later, investment in this business was sold to QTC Global Power Company Limited (QTCGP), which is a subsidiary of QTC Energy Public Company Limited (QTC), on 25 July, 2017

2006

### August 2006

The Company had a joint venture with ICTS Europe Holdings B.V., a leading company which provides the security service aviation business from Israel. Asia Security Management Company Limited (ASM) was incorporated. Later, the company name is changed to be ASM Security Management Company Limited to expand the security service.



2000



## 1.1.2 Vision and Mission

### Vision

**“Inspired Choice  
for customers, Business  
Partners and Investors.”**



### Mission



Offer products and services that best suit customers, meeting their requirements and primary interests.



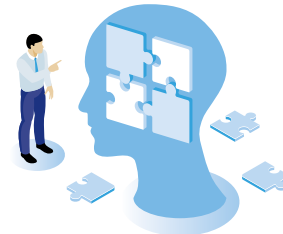
Strengthen financial stability and increase profitability on a continuous sustainable basis.



Conduct business with integrity and fairness with a view toward growth, trust and long-term relationships with business partners.



Enhance business improvement and efficiency through applying information and technology.



Create the pleasant workplace environment while continuing to develop human resource capabilities and competencies, conduct business with responsibilities and grow along with community and society engagement.

## 1.1.3 Objectives and Corporate Strategy

In 2023, Thailand's economic growth was still lower than the previous average growth rate. The economic recovery of Thailand did not hit the expected target. When the annual economic indicators as disclosed dropped from the forecast greatly, Thailand's overall economic activities have not yet returned to the level before the pandemic of COVID-19. The Company realizes the importance of adaptation to respond

to the economic circumstances. Meanwhile, the Company continues forming its long-term strength by adhering to its foundation, implementing the established corporate strategy, and focusing on proceeding its 5 core businesses where the Company has achieved both expertise and experience to secure its operating performance, and to manage its business risks.



In the previous year, the Company had strong determination and used best endeavors in performing the operation to attain the corporate strategy established, including 1) strong financial target; 2) accumulation of expertise to be the leader in core businesses; and 3) strong and potential working team with consistent working.

The Company has formulated the long-term business operation plan of the Group of Companies in 3-5 years by focusing on creating corporate values through 3 aspects of growth as described below.

- Growth with expertise : leverage specialized knowledge and skills in strategic business areas. It involves developing and utilizing the expertise of individuals, business, and institutions to drive innovation, increase productivity, and create new opportunities for growth.
- Growth with stability : creation of business models which accelerates the Company's growth and creation of long-term relationships with customer and trading partners. In addition, this is complemented by appropriate risk management and fostering financial discipline.
- Growth with sustainability : give importance to building up and maintaining the confidence and trust of our stakeholders, for Business, Social and Environment aspects with supervision and management imbued with corporate good governance.

The Company's business model would be in the form of an operating holding company comprising 5 core businesses. In this regard, the corporate strategy, the business strategy, and the operational strategy have been defined already. The performance would be monitored in 4 dimensions; namely, monitoring of operating performance, monitoring of customers and products, monitoring of operations, and monitoring of personnel competency development along with risk management in the business operation. This is to attain the corporate vision of being **"Inspired Choice for Customers, Business Partners and Investors."**

Except the financial target for profit and management of business portfolio, in 2023, the Company also placed the targets for other supporting divisions to measure their working proficiency and efficiency, and to shape the working direction to be consistent with the corporate strategy throughout the organization; for example,

- Efficient budget administration for maximum benefits
- Preparation of individual employee development to improve the Company's human resources as an important capital of the organization.
- Development and improvement of working process, and application of information technology in the working process of the Company.

Moreover, to support and strengthen the Company's long-term growth, the Company moves the organization forward by placing the policy and goals for sustainable development in environmental, social, and good governance ("ESG") aspects. The Sustainable Development Task Force is the main mechanism to tangibly drive the Company's policy of sustainability management apart from many social activities that have been run for long. By this policy, the Company cared for the living of its employees and surrounding communities, and organized some activities to encourage the opportunities and equality in the society, which would lead the organization to meet the sustainable achievements in every dimension. In 2023, the Company determined that the assessment of the corporate governance quality, and the progress on reporting the greenhouse gas emission for the organization were its corporate and division goals. The progress of the operating performance had to be directly reported to the Board of Directors of the Company.

By corporate goals and operating direction defined through vision, mission, and operating guideline focusing on growth in 3 dimensions along with the intense business plan emphasizing on the tangible monitoring of results, either efficiency or proficiency, as well as the organization strength in expertise and experience and cooperation of employees at all levels, the Company believes that its operation can be driven to meet the established goals, and the Company would be able to enhance the secure and sustainable growth.

#### 1.1.4 Use of Raised Funds Pursuant to the Objective Specified in the Registration Statement for Securities Offering

-None-

#### 1.1.5 Obligations that the Company Promised to Fulfill in the Registration Statement for Securities Offering and/or Conditions for Approval of the SEC Office

-None-

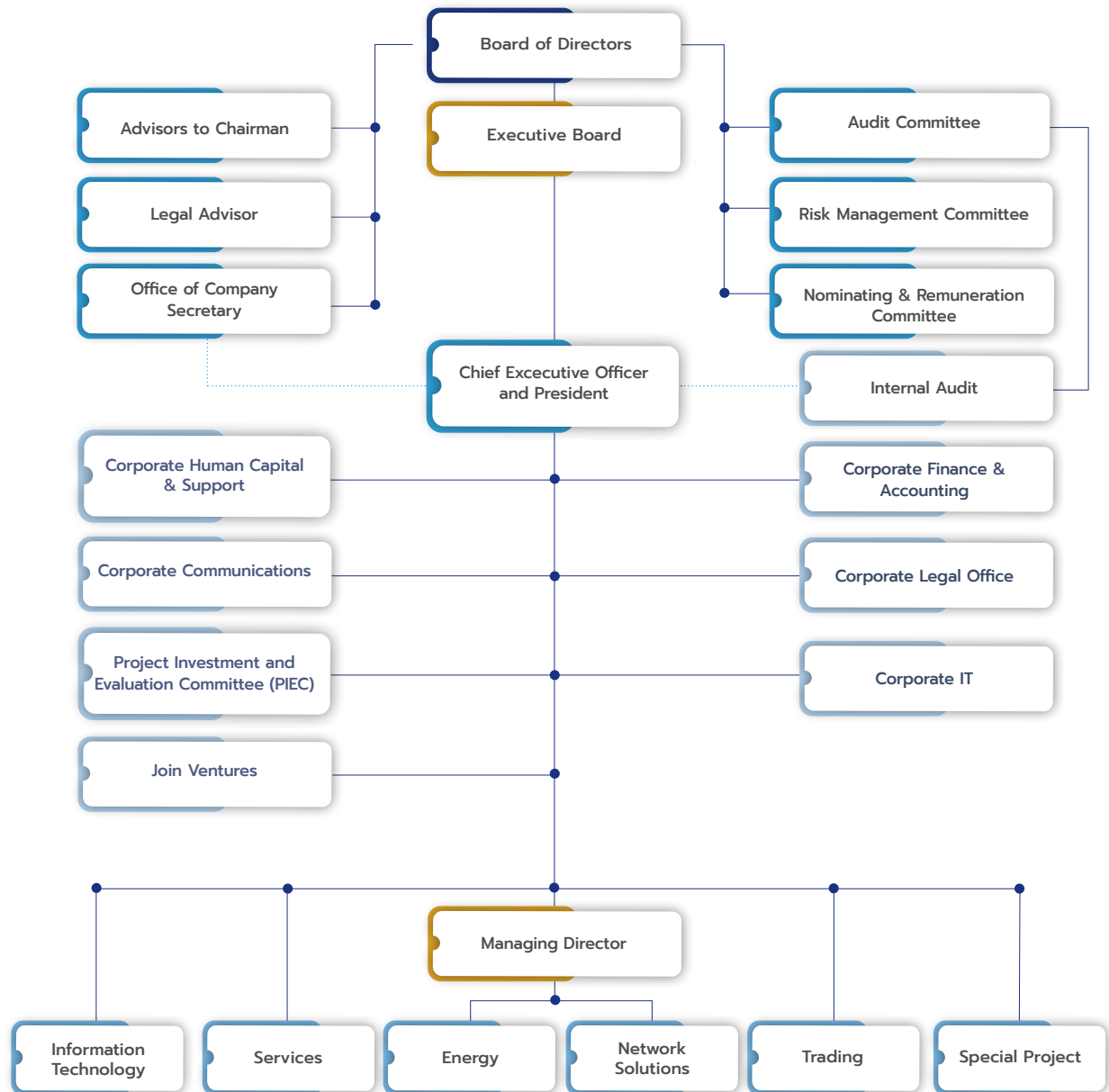
## 1.1.6 Details of the Company

Company Name	:	Loxley Public Company Limited
Location of Head Office	:	102 Na Ranong Road, Klong Toey Subdistrict, Klong Toey District, Bangkok 10110
Registration Number	:	0107536000218
Telephone No.	:	(66) 0-2348-8000
Facsimile No.	:	(66) 0-2348-8001
Website	:	www.loxley.co.th
Type of Business	:	Commerce
Number and Type of Total Issued Shares	:	
Registered Capital		Baht 2,331,250,000.00, divided into 2,331,250,000 ordinary shares
Paid-up Capital		Baht 2,264,954,920.00, divided into 2,264,954,920 ordinary shares
Par Value per Share		Baht 1.00

### Information on Registered Capital

Date/Month/Year of Registration in MOA	Increased/ Decreased Capital (Million Baht)	Capital after Increase/ Decrease of Capital (Million Baht)	Reason of Capital Increase/Decrease	Number of Shares and Price of Capital Increase/Decrease
1 April 1993	240.00	400.00	Business expansion and increase of investment fund	24,000,000 shares, at Baht 10.00 per share
27 January 1995	60.00	460.00	Reservation for the exercise of conversion right on debentures	6,000,000 shares, at Baht 10.00 per share
20 March 1996	60.00	520.00	Reservation for the exercise of conversion right on debentures	6,000,000 shares, at Baht 10.00 per share
30 November 2000	(120.00)	400.00	Reduction of shares for non-converted debentures	12,000,000 shares, at Baht 10.00 per share
4 December 2000	1,600.00	2,000.00	<ul style="list-style-type: none"> <li>- Offering 65 million shares to existing shareholders</li> <li>- Reservation of 85 million shares for the exercise of conversion rights on debentures</li> <li>- Offering 10 million shares to Company directors and staffs</li> </ul>	<ul style="list-style-type: none"> <li>- 65,000,000 shares, at Baht 10.00 per share</li> <li>- 85,000,000 shares, at Baht 10.00 per share</li> <li>- 10,000,000 shares, at Baht 10.00 per share</li> </ul>
25 December 2003	-	-	Reduction of par value from Baht 10.00 to Baht 1.00	2,000,000,000 shares, at Baht 1.00 per share
3 May 2007	(1.92)	1,998.07	Cancellation of non-issued ordinary shares	1,998,078,970 shares, at Baht 1.00 per share
11 May 2007	1.92 650.00	2,000.00 2,650.00	<ul style="list-style-type: none"> <li>- Offering shares to Ekpavee Company Limited</li> <li>- Reservation for the exercise of conversion right on debentures</li> </ul>	<ul style="list-style-type: none"> <li>- 2,000,000,000 shares, at Baht 1.00 per share</li> <li>- 2,650,000,000 shares, at Baht 1.00 per share</li> </ul>
8 May 2008	(650.00)	2,000.00	Reduction of reserve shares for the exercise of conversion right on debentures	2,000,000,000 shares, at Baht 1.00 per share
20 May 2013	331.25	2,331.25	<ul style="list-style-type: none"> <li>- Supporting the stock dividend</li> <li>- Offering shares to general investors</li> <li>- Reservation for the exercise of LOXLEY-W to existing shareholders</li> <li>- Reservation for the exercise of LOXLEY-W to general investors who subscribe for newly issued shares</li> </ul>	<ul style="list-style-type: none"> <li>- 100,000,000 shares, at Baht 1.00 per share</li> <li>- 165,000,000 shares, at Baht 1.00 per share</li> <li>- 25,000,000 shares, at Baht 1.00 per share</li> <li>- 41,250,000 shares, at Baht 1.00 per share</li> </ul>

## 1.1.7 Organization Structure 2023





## 1.2 Nature of Business

At Loxley, we adhere to integrity as our fundamental morality. We provide opportunities and allow freedom of thought through our positive corporate culture. All elements of determination and commitment are incorporated towards achieving a common goal. Additionally, we cooperate with strong partners to enhance our capabilities in various areas to accommodate the country's growth for a better quality of life.

### Loxley - "Inspired choice for customers, Business Partners and Investors"

Loxley's business operations consists of five strategic business groups (SBGs), namely Information Technology, Services, Energy, Network Solutions and Trading.

#### Trading SBG

A leading distributor of consumer and chemical products that covers domestic and internationally, with a strong presence in Thailand for over 45 years.



#### Information Technology SBG

Step into the future with information technology. We provide integrated solutions including procurement, installation, and maintenance service for information technology systems to international standards.



#### Service SBG

Providing exceptional security service with international standard, delivered by well-trained personal certified by world-class organization



#### Energy SBG

Committing to sustainable energy practices and supporting the efficient utilization of resources.



#### Network Solutions SBG

Providing innovative full-service digital solutions, connecting operation and supporting security measures for all telecommunications services.



## IT Strategic Business Group



Know Your  
Customer  
System

Moving towards future with information technology, with procurement, installation and maintenance service for information technology systems with international standards which meet every need with the highest efficiency and safety.

IT SBG is a leading solutions provider of information technology, covering comprehensive design, procurement, installation and management services. It also provides a service of computer network systems by skilled engineers, and system management with highly-efficient technology for the best results and stability with safety standards of use. In addition, integrated financial application platforms have been developed for fully complete financial transactions, to support Thailand's transition to a cashless society. Services also cover the development of Artificial Intelligent technology, Blockchain technology and cyber-security for efficient data management and customer service.

Key Subsidiaries under the Information Technology SBG's Supervision and Responsibility are as follows :

**Loxbit Public Company Limited** is an information technology service provider with experience and expertise in integrated financial transaction systems, including customer service systems for financial self-service machines and electronic payment systems, as well as providing a design service for development of payment solutions in response to specific customers' needs through modern and highly safe technology. With more than 30 years of experience in providing services to customers in the banking sector, government agencies and other industries, the Company has become the leader with major market share in the nation payment solutions service market. For example, the automatic deposit-withdrawal system, automatic passbook update machines, EDC electronic payment systems, interactive voice response (IVR) systems, and automatic PIN changing machines (PIN Pad). In addition, the company provides services of procurement, installation and maintenance of equipment, as well as operating support systems and Business Support Systems software. The Company's key customers are the banking sector, financial institutions and credit card issuer group.



**2,647** Million Baht

Total income from IT SBG  
procurement, installation and  
maintaining systems in 2023.

**Professional Computer Co., Ltd.** operates the business of providing consultation and integrated information technology system services, i.e., distribution of hardware and software, design and installation of computer systems, network systems, security systems, program analysis, design and development (software development), site preparation and cabling for installation of computer systems, repair and maintenance of hardware and software, including integrated IT outsourcing service, namely computer facilities oversight and management, provision of advice on computers and information technology for the purpose of designing, installing and delivering information system solutions based on the requirements of corporate clients. Additionally, it is a reseller and first-tier service provider during the warranty service period and maintenance service of leading products with quality recognized by customers worldwide, such as IBM, HP, DELL, Lenovo, Oracle, Microsoft, Cisco, F5, VMware, FortiNet, RedHat, and Nutanix. The Company's key customers include the public sector and financial institutions, such as the Excise Department, Revenue Department, Legal Execution Department, Krung Thai Bank Public Company Limited, and KTB Computer Services Co., Ltd., and Professional Computer Co., Ltd. It has been certified for quality management system standard (ISO 9001), information technology service management standard (ISO 20000) and certification for quality of management or software products (ISO 29110) and has had achievements that include design and installation of information systems at the corporate level since 1990 to date.

**NetOne Network Solution Co., Ltd.** operates the business providing consultation and services, distributing equipment and installing integrated information technology infrastructure systems. It provides services in the turnkey project model, with officers and experts on the customers' site in the form of IT Outsourcing Service or Managed Service, covering provision of services in the form of Network Operation Center/ Security Operation Center with experienced personnel and expertise. The Company has been certified by manufacturers and is a Gold Certified Partner granted by Cisco Systems, Inc., received a certificate of quality management system under the ISO/IEC 20000 : 2018 standard on information technology management and the ISO/IEC 27001 : 2013 information security management standard. Apart from the aforementioned models of services, the Company is also a reseller, installation service, warranty service and provides first-tier services during the warranty service period and maintenance service for leading quality products recognized by worldwide customers, such as

Cisco, Palo Alto, Infoblox, F5, FortiNet, VMware, RadWare, HP and Microsoft. The Company's portfolio includes a wide range of designs and installation projects for corporate information systems. Key contracts awarded by its target customers include the Revenue Department, Metropolitan Waterworks Authority, Tobacco Authority of Thailand, Geo-Informatics and Space Technology Development Agency (Public Organization), National Health Security Office, Siam Piwat Co., Ltd., and Siam Cement Public Company Limited. In 2023, the company has developed and improved its service capabilities. It received the Skilled to Secure award at the Sapphire level, which is the highest level. This achievement marks the first time for a Thai company to receive this recognition from Infoblox, a leading Cyber Security company from the United States.

#### Key performance of the Information Technology SBG in 2023 is as follows :



Project for Installation of Recycle Machine (RCM), Siam Commercial Bank



Project for Procurement of Computer Inventory, List of Improving the Weather Forecast System by High Performance Computer, the Meteorological Department.



Project for Leasing of Computer Network Equipment and Related Systems at Suvarnabhumi Airport, Thai Airways International Public Company Limited.



Project for Selling and Installation of Computer and Process Device of the Computer System to boost efficiency of the infrastructure system for the provision of big data service and the data processing by AI/ML technology, Geo-Informatics and Space Technology Development Agency.

In 2024, the significant projects that have been on process were :

- Project for Installation of Recycle Machine (RCM), Bank for Agriculture and Agricultural Cooperatives.
- Project for Procurement of VDI Software to be used in auditing, Office of the Auditor General of Thailand.
- Project for Maintenance of Wireless Network System in the Organization, Metropolitan Waterworks Authority.



## Competition, Opportunities and Business Operation Restrictions

In 2023, the information technology business still tended to grow rapidly. The demands for the application of technology in the reform or improvement of the structure of manufacturing and service industries, including government agencies, were extensive in order to add value, enhance efficiency and build sustainability for businesses. The demands for the use of software and applications to support new business models for respond to the specific needs of consumers, who are expected to rely on various transactions through online channels has significantly increased. These are opportunities for the Information Technology SBG to grow. However, the impact from economic volatility on investment and government policy continue to affect the overall project works, resulting in delays in operation and project delivery, including the policy-related impact on decisions to invest in or slow down projects. The Company has appropriately carried out management and implemented measures on control of expenses and management of project cost in order to alleviate the problems that have occurred and expedited the delivery of projects to recognize income according to budget goals. Based on its achievements and years of experience in installation and system development of information technology for government agencies, financial institutions and private businesses, its knowledge and understanding of customers' business, together with its personnel with knowledge, skills and expertise that have been continuously developed, the Company is therefore trusted and accepted by customers and trade partners, which are deemed as key advantages that enable the Company to compete in the market and continues to be a leader in providing solutions in information technology.

## Quality Development and Key Business Innovations

Manufacturing and provision of digital technology services covering the development of digital platforms, provision of information, content and transactions via digital platforms, including software development, are considered as a key element of value creation through innovations and creativity to which the Information Technology SBG gives importance and specifies as the strategy for development for sustainability. In 2023, the Company focused on expanding the customer base to new industries, e.g. customers in financial industry and new businesses which need some innovations and technologies for their business transformation and restructuring. The Digital Innovation Solution Unit was established to prepare the

Company to be the Tech Company, and to emphasize its vision to be "The most preferred solution partner with 360° offerings". This new business unit shall also present products and services to the digital innovation group, and develop the business model of new financial products for more financial opportunities, new income sources, retention of existing clients, and long-term secure and sustainable business.

## Future Business Plan (3-5 Years)

The overall digital and software service business tends to expand according to the direction of demands of the business sector emphasizing the digital transformation strategy to meet the demands of consumers as well as the new normal lifestyle that is expected to rely more on conducting transactions through online channels. In terms of competition, it is likely to intensify as there are new players developing different platforms for provision of services, as well as the government's clear digital policy on promoting development and use of digital technological innovations. As a result, the technology market is interesting and likely to continue to expand.

In order to accommodate such direction of growth, the Information Technology SBG has assessed related risks, review the strategic plan and preparing to develop new innovations for respond to technological changes and towards creation of new products and services to increase business opportunities for creation of a new sustainable revenue stream to supplement and replace the income from existing products and services, which is likely reduce in the near future as a result of the rapid changes in technology, consumer behavior, and customers' changing styles of technology investment and expenses, as well as to increase the capability to offer new technologies or solutions with increasing demand from customers consistently. There are dedicated units and teams responsible for innovations that can respond to customer requirement and generate benefits for customers' businesses, and also generate new sustainable income and create competitive advantages in the future. In addition, the Company plans to increase the proportion of income in the form of recurring business when compared with the total revenue.

Apart from the strategic planning for development of new products and services based on the changing trend of technologies and customers' needs, the Information Technology SBG has focused on the personnel development to ensure they have necessary knowledge, competencies and skills, both technical skill and soft skill, to support customer

service and to be able to continuously create service satisfaction. Furthermore, it includes internal operation efficiency enhancement by using technology and tools to support operations to ensure agility, speed and flexibility to ensure efficiency and competitiveness against competitors in the same market and to increase the profit margin per employee, and to adjust the business operation model according to the data-driven business principle to be able to forecast customers' needs accurately and determine the direction of operations or business expansion in line with the target. This will be done by closely monitoring technological changes and working with customers to jointly develop an IT Road Map for mutual sustainable growth.

## Key ESG Operations/Management of Impacts on Stakeholders

- To create positive experience and customer satisfaction and to be a channel for enhancement of service quality, the Information Technology SBG has assigned a project manager/sales representative to directly coordinate with relevant persons to resolve the problems and ensure that the quality of work will be as required and as per the conditions specified in the contract. Moreover, a quarterly customer satisfaction survey has been conducted. Customers may submit the assessment results directly to executives. Based on the service satisfaction survey results for 2023 from key customers, the Company received an average score of 3.8 points of the total point of 5 regarding satisfaction, at the customers are extremely satisfied level. The result and recommendations obtained from the assessment were considered and analyzed to find the solution for improvement of operational procedures and personnel development to ensure better quality of the services of the Company and to continue to impress customers.
- Promoting selection of products and services or entering into an agreement on cooperation for development of solutions with business partners that have the policies, products/services supporting ESG to be presented in the Company's projects.
- Consideration and selection of products, office equipment, and office cars with a low carbon footprint.
- Developing the internal management efficiency to support the sustainability policy in respect with environment dimension, social dimension, and corporate governance dimension. The significant performance in 2023 included the revision of the corporate governance policy and the

Work Regulations of the Company, campaign of the 5S or activities to enhance tidiness in the office, and use of e-Signature in the office and with making contracts with suppliers to reduce the use of paper, etc.

- A budget was allocated and training was held to enhance knowledge and capabilities of the employees, including awareness of technology updates and information of each product and service, including workshops in collaboration with the Company's business partners. Additionally, there is an arrangement for evaluating the effectiveness of training after employees have undergone training for a certain period. This includes storing training certificates and maintaining individual training records for each employee.
- PCC Academy was established within the Company to carry out training and development of employees, in the form of training, self-learning and on-the-job training, through provision of speakers, equipment and E-learning systems that support learning. The Company has formulated a systematic knowledge development plan for its employees, including trainees, to enhance their potential and performance capabilities. Additionally, the Company encouraged arranging for its employees to take tests for standard certification or certificates from product manufactures or other recognized institutions to increase its competitiveness, ensure recognition by customers, and have well-trained personnel in an adequate number in line with current sales action plan, business strategies as well as future business direction. Furthermore, employees were allowed to express their creativity to be developed into innovations and new products for the Company.
- To improve work efficiency and to upgrade competency of human resources, Loxbit Public Company Limited carried out the internal restructuring and the organization chart to respond to its future vision. Meanwhile, the personnel were developed to enhance the future skills, and they were prepared for the organization development in the future.
- Joining hands with Google Cloud and Mambu to arrange Navigating the Future : Leapfrog Your Digital Lending Strategies activity, which proposed an innovation of loan service to small and medium businesses through cloud technology. This is to jointly upgrade the solution for loan management system for senior executives of the leading organizations in the financial industry. This service obtained the good response from the event participants.
- Giving cooperation in the Active Learning Promotion for Education in Thailand project (Albus II), which is the research project to assess efficiency of using Google

Education technology to promote the active learning by Google for Education Solution and Chromebook device. This project is the collaboration between the Faculty of Education, Chulalongkorn University, Loxley Orbit Public Company Limited, Lenovo (Thailand) Company Limited, and Panel that is a non-profit organization focusing on improving the competency of people and society by using technologies to improve digital skills, special education, and remote education. In this project, Setsatian School under the Royal Patronage was the pilot school for further application in teaching and learning of deaf students.

### Management of Risks Which May Affect Key Operations

As the nature of the overall business operation of the Information Technology SBG involves projects related to computer technology which changes rapidly and must rely mainly on specific knowledge, expertise and competencies of personnel, if they are unable to adapt themselves and be prepared for the changes that have occurred, it may cause the Company to be unable to retain its competitive advantage and lose its business opportunities.

- Risks from new technology or new models of innovations that have significantly changed the business operation and consumer behavior to the extent that they have successfully replaced existing products or technology in the market (Disruptive Technology), have caused the Company to closely monitor technological changes and formulate the action plan regarding development of personnel and development of new goods and products continuously, including modifying models of presentation of goods and services to be suitable, such as presentation as a service in place of investment in equipment.
- Risks related to human resources management, from the recruitment process to hire employees according to the manpower plan, including the number, required duration, and specific knowledge and skills, retention of knowledgeable and skilled personnel, personnel development, the turnover rate of employees in the Information Technology SBG that is higher than in other SBGs, including the shortage of IT personnel, especially those with the expertise in designing and developing programs, such as business analysts, system analysts, programmer and developers, have resulted in an inadequate number of personnel to meet the rising demand of the market. The Company is aware of the importance of such problems affecting the factors for the success of the organization. Therefore, the Company has established a policy on attractive and appropriate remuneration structure, adjusted the operation structure to be flexible and in line with the new style of working of the new generation, formulated the employee development plan, and the action plan to enable employees to work in place of one another, in order to motivate and retain potential personnel.
- Risk arising from delays in project management which are mostly due to uncontrollable external factors and which affect the cost of projects, such as delays in products delivery from sellers or manufacturers due to raw material shortages, on which the Company has established operating measures to prevent, by closely coordinating with sellers or product owners to assess the period in which actual delivery can be made before taking on projects, and regularly monitoring and inspecting the delivery schedules. Such process must rely on efficient coordination of project management with both the customers and the sellers/manufacturers owners, which will enable the prediction of potential problems during operation and reduce potential impacts.





## Services Strategic Business Group



security  
system

The Services SBG is outstanding with international safety standards for airports, office buildings and other key locations. There is excellence in personnel development and training to standards certified by world-class organizations. It operates business with professionalism according to international standards and has expanded business into cleaning services, insect prevention and extermination service, building maintenance services and turnkey facilities management, to underscore the quest for leadership in service business.

**ASM Security Management Company Limited (ASM)** is the Thai-owned business under the Services SBG. It provides a wide range of aviation security services and solutions, including security services for airports, airlines, depots, aviation-related businesses as well as office buildings. It enhances the standards of security services, with professional personnel and management, that can be customized to meet business requirements and are flexible based on the requirements of customers using the services, in order to deliver comprehensive security services, helping businesses to achieve efficient and safe operations and to create confidence for customers and service users.

Key target customers of ASM are aviation and air transportation industries, including airlines, airports, depots and post offices, ground handling agents and aviation institutions, energy industry, factory industry, service industry, logistic industry, as well as nursing home, and financial institutions in both state enterprise and private sectors.



**1,624** Million Baht

Total income from  
Services SBG with  
international safety  
standards for airports  
and integrated building  
management in 2023

**ASM Training Co., Ltd.** is certified as a training center for security courses as specified in the Security Business Act, B.E. 2558 by the Royal Thai Police. It provides aviation security training services according to regulations of the Civil Aviation Authority of Thailand (CAAT), which had been developed to be in line with the standards and guidelines of the International Civil Aviation Organization (ICAO), International Air Transport Association and in accordance with relevant laws such as the Air Navigation Act B.E. 2497 (No. 14).

**Loxley Property Development Co., Ltd.** is engaged in two main types of business, namely space leasing and management and real estate-related operations; and management and contract construction of projects of the public sector, state enterprises and private entities.

Contract construction of major achievements in 2023 included the construction of groundwater distribution system for agriculture, and groundwater improvement project by using solar energy in the responsible areas of the Department of Groundwater Resources, Region 2, Suphan Buri province.

### Competition, Opportunities and Business Operation Restrictions

The overall competition circumstances in the security service business in aviation-related industries still engaged the competitive advantage while the demand on the security service in airports and by businesses in the aviation business has been higher to serve higher number of tourists. Meanwhile, the general security service and the facility management in other industrial sectors have been affected by higher number of competitors, which caused the competition of service fee. Thus, the Company has adjusted the service models by applying the management model of the International Air Transport Association (IATA) to increase management flexibility and to be able to deliver fast and standard services to customers. As a result, the operating performance in 2023 were satisfactory.

In 2023, the project management and construction business got impact from the government's measure on supporting local small and medium-sized enterprises (SMEs), which made the Company lose its price competitiveness when submitting bids to the government projects.

### Quality Development and Key Business Innovations

ASM Security Management Company Limited has been involved in the Airline Operators Committee (AOC) to accept comments from representatives of airlines members and regional entrepreneurs, which would be useful for improving the security service quality. Meanwhile, the Company joins hands with certain specialized business alliances to create the artificial intelligence in respect with security to mitigate some security risks, and to serve the service users' demand on customer database management in order that an expansion of customers could be analyzed and targeted efficiently, which would lead to the Company's reform of service strategies in the future.

Regarding the service quality improvement, the training centers of ASM Training Company Limited were expanded to ensure that the training for security officers would cover areas

in the eastern region of Chonburi branch, and in the central region of Loxley Building branch, in the total of 4 training centers. This improvement is to support an expansion of the security service to other regions, which deems a better business expansion. Meanwhile, the service quality of this business group would be also upgraded by means of expanding the certification of various quality systems such as Quality Management System (ISO 9001:2015), Environmental Management System (ISO 14001:2015), Occupational Health & Safety Management System (ISO 45001:2018), Cleaning Service Evaluation System (EN 13549:2001). This is to root creditability in the Company's service quality and standards.

### Future Business Plan (3-5 Years)

To ensure reliability and become a leader in the aviation security service business, apart from experience, knowledge and competencies in activities related to security, the key element in the provision of professional services is human resource to which executives of all levels give importance. ASM promotes and pushes for development of knowledge and skills of personnel. Development of employees' potential and competency is better than security surveillance in buildings and premises. The Company also encourages and allows employees to express their opinions, to participate in resolving problems, to develop operating systems, and to provide health care and welfare for employees, both during working hours and outside working hours as the Company is confident that developing personnel to be qualified ones would be the key factor in making its services differentiate, and in retaining competent employees with the Company.

In 2024, ASM continues building certain business alliances with expertise in technologies, which are consistent with the security service in the future. This not only strengthens the Company's brand and image, but also drives the Company to get a target. The Company wants to increase the operating income and market share until it is ranked the first top three service providers in next 3 years in order that the Company's market value is driven higher.

Loxley Property Development Company Limited sets up a plan to submit the application for registration of the construction operator with the Comptroller General's Department in order that the Company shall be eligible to submit proposals to government agencies. In addition, regarding the lease management business, the Company has a plan to renovate some buildings and premises to respond to the certification of the Environmental Management System (ISO 14001), and to apply some technologies to serve the tenants pursuant to the Company's aim at having standardized buildings which are friendly to the environment, and saves energy.

## Key ESG Operations/Management of Impacts on Stakeholders

Beyond the business operation for benefits offered to shareholders, the Services Business Strategic Business Group is determined to carry out the business under the concept of sustainable business development. It prioritizes the environmental preservation, social development, and good governance through a variety of activities mutually joined and held by several companies under supervision of the Services Business Strategic Business Group.

### ASM Security Management Company Limited (ASM)

- Announcing the implementation of the environmental policy to be relevant to the Environmental Management System (ISO 14001 : 2015).
- Arranging ASM Save the World Together by arousing the Company's personnel to collect the used plastic bottles which would be exchanged with glasses made from natural materials. At the end, 12,000 plastic bottles in the total weight of 204 kilograms were delivered to the Mirror Foundation through the Re-life Recycle project which helps the elderly to gain revenues from waste separation before waste reuse, and also Increase carbon credit of 212.16 kg CO<sub>2</sub>eq or equivalent to the planting of 22 trees.
- Passing 1,764 old uniforms for further reuse through "Donate Supplies" project, Wat Suan Kaew Foundation, Nonthaburi province held by Phra Ratchdhamanithet (Prapayom Kanlayano).
- Receiving the certificate from the White Factory project, Level 1, and Standard on Prevention and Solution to Drugs Problems in an Establishment certificate from the Department of Labor Protection and Welfare.
- Receiving the 4-A Level certificate in Wellness Corporate Nation-Building : Wellness CNB from Nation-Building Institute by formulating a management guideline of health promotion and good environment for personnel.
- Upgrade the Work Manual and the Business Code of Conduct to ensure they are updated and relevant to Sedex Member Ethical Trading Audit (SMETA) to arouse the personnel to comply with international industrial standards in terms of ethics, society, and environment, and to understand human rights and protection under local and foreign labor laws.
- Receiving the excellent trader assessment result with scores of 86.46% from Energy Complex Company Limited (EnCo) in accordance with EnCo Suppliers Sustainable Code of Conduct.

### Loxley Property Development Company Limited

- Arranging for building inspections and safety for use of office buildings and commercial buildings on a yearly basis to ensure life and property safety of tenants and service users, and to build up confidence. The Company was also granted the "Safe Building for Use" certificate by the Public Works Department, Bangkok Metropolitan Administration.
- Organizing campaigns and encouraging participation in energy saving and environmental care in collaboration with tenants and building users, e.g., publicizing energy conservation, reduction of electricity consumption, change of light bulbs and electrical appliances in buildings to be energy-saving ones, seeking cooperation from tenants and building users to sort waste by providing containers for waste sorting in various places, and donating recyclable waste to foundations and agencies for further reuse.
- Installing solar panels on roofs of 2 office buildings to generate electricity from solar energy. The result of this installation was the alternative energy of 12,839.52 kWh, which helps reduce the electricity consumption of office buildings at 26%.
- Developing the mobile application to report the building repair and maintenance works, machinery, equipment, and asset inspection works for building management. This mobile application would facilitate the building tenants and building users, and reduce the use of paper.
- Arranging training and seminar courses on a yearly basis for personnel who would be able to improve knowledge and skills in their related works.

## Management of Risks Which May Affect Key Operations

The overall business operations of the Energy SBG must rely mainly on personnel in the delivery of services. Therefore, the adequate number of personnel, quality of personnel in performing their work, and personnel management are important issues affecting the revenue and future business expansion. Planning for appropriate human resources management, human resource development, retention of competent personnel, in combination with the application of security systems, and selection of durable and environmentally friendly equipment to ensure high-quality security standards, business management cost, and consistence with the environmental policy are therefore the matters that the Company has continuously given importance to and set them as targets for operations.

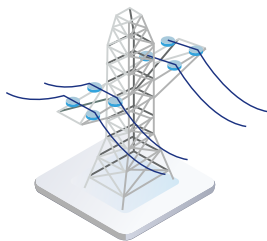


## Energy Strategic Business Group



Energy Strategic  
Business

Building energy sustainability and supporting cost-effective use of resources. The Energy SBG is a leader in engineering high-tension power transmission systems and high-voltage substations, constructing, installing, and testing of electrical power systems, implementing SCADA power control centers to move towards the Smart Grid Electrical System. The Energy SBG is also determined to keep up the pace of development, seeks renewable energy with building solar farms, including on factory rooftops, on ground installations and on water surfaces, and biomass power plants to generate sustainable energy.



**906** Million Baht

Total Energy SBG revenue from construction of substations and transmission lines in 2023

The Energy SBG is engaged to conduct power systems operations for both government and private sectors by providing service as turnkey Engineering Procurement and Construction (EPC) services. These cover a range of services from project management, design, procurement and installation of equipment, to the construction of public works and system testing includes construction of power stations and construction of transmission lines, both overground and underground. The Company also provides power systems for factories and high-rise buildings, and utility systems which include general power systems, maintenance service, system testing and consulting on power systems under the responsibility of Loxley Power System Company Limited, a subsidiary of the Company.

As well as turnkey construction concerned with electrical power systems, which is basic national infrastructure, the Alternative Energy Department of the Energy SBG is engaged in the business related to design, construction and installation of solar power systems as a turnkey EPC project and operate and maintenance (O&M). The SBG is focused on providing quality management services with a knowledgeable and professional team of engineers with over 15 years of experience in the power generation industry. The Company is also the owner of petty patents for rooftop solar panel cleaning machines and solar panel cleaning machines which have been registered with the Department of Intellectual Property. Furthermore, Alternative Energy Division also undertakes investments in solar rooftop installations for state and private agencies to invest in and share the benefits from solar power generation. These create business opportunities from renewable energy and ensure long-term energy sustainability.

Systems, products, and services on offer which are delivered by the Energy SBG are mostly in the form of projects. Key customers comprise the Electricity Generating Authority of Thailand, the Metropolitan Electricity Authority, the Provincial Electricity Authority, which oversee the country's infrastructure and energy aspects, together with local and foreign customers with project coordinators, project managers or engineers responsible for directly coordinating with customers. In addition, the general customers or persons impacted by the Company's project operations may contact or make complaints via [lpdpo@loxley.co.th](mailto:lpdpo@loxley.co.th).

In 2023, the Energy SBG delivered major achievements, i.e., nine projects of construction of substations and transmission lines, e.g., upgrading and construction project of 115kV electrical substations, construction project of overhead 115kV transmission line systems, and construction project of overhead 500kV transmission line system, etc. Other eight major projects are still in progress and would be gradually delivered in 2024.

### **Competition, Opportunities and Business Operation Restrictions**

In 2023, the public sector still formulates and allocates budgets for investment projects for infrastructure, especially construction of public utilities, construction of electrical substations and transmission line system. Moreover, the Company has long been engaged in business in electricity generation and power generation industries and has teams and personnel with expertise. In addition, it has experience and recognized works in the business, constantly good relationships with customers and trade partners and adheres to the policy to provide quality services. As a result, it is highly likely to be awarded certain projects. In addition, Loxley Power System Company Limited has always received excellent results from project operation assessment by key customers while its project works have been broadly accepted, which may be deemed as an indicator of the Company's project operation efficiency.

However, the public sector's policy and the continual allocation of budgets in the construction of electrical substations and transmission lines have allowed more local and foreign operators to enter into the market, which may take effect to the Company's market share and chance of works to be awarded in the future.

At present, the public sector formulates the policy of free solar power generating on rooftop and building. This makes the market opportunity wider, and enables more operators to join in the alternative energy market, which may take affect to the Company's market share and income growth in the future.

In 2023, the situation of war and conflicts between countries has resulted in shortages of certain types of equipment and increased project costs. So the company has effective project forecasting and management to help mitigate risks and reduce the aforementioned impacts, allowing project delivery according to the established plans.

### **Quality Development and Key Business Innovations**

In 2023, the Energy SBG developed its potential for accepting project works on a continuous basis, through development of knowledge and expertise, enhancement of capabilities and accumulation of experience in the electrical energy business. The delivery of the overhead 500kV transmission lines construction project, which is the maximum voltage in ASEAN region, deems a major achievement for the Company's creditability and capacity to bid for construction works throughout the region, and to be awarded for more projects. The Energy Strategic Business Group by the Company and Loxley Power system Company Limited is also registered in the Pre-Qualification List for the construction of electrical substations and transmission lines of core customers, which include the Electricity Generating Authority of Thailand, Provincial Electricity Authority and Metropolitan Electricity Authority. This not only implies the Company's work quality, qualifications, and well-preparedness in accepting various projects, but also its competition strength.

### **Future Business Plan (3-5 Years)**

To build up stability of income and sustainable growth, the Energy SBG has focused on generating continued income by ensuring efficient project management, from decision making to take on projects, price quoting, bidding, project cost management, project management, and delivery of work as scheduled, expansion of power business as business models for recurring income, e.g., investment, product selling agent, and project acceptance in other countries.

Moreover, it has implemented strategies to enhance competitiveness to ensure stability for the business and income in the long run by developing knowledge and competencies of personnel, strengthening the Company's capacity for taking on projects by continuously creating a work portfolio in the electricity and energy businesses.

The Energy SBG continues to put emphasis on quality of services, quality of products and quality of teams as core business operation strategies in line with the Company's vision and to generate stable growth for the Company along with building a positive long-term relationship with customers.

## Key ESG Operations/Management of Impacts on Stakeholders

- The ESB Group is trusted by core customers as a key business partner being involved in providing significant opinions to projects relating to infrastructure development for electrical substations and transmission lines of the country, which is beneficial to the organization development and the expansion of collaboration.
- As the overall business nature of the Energy SBG is related to construction, it gives priority to work safety and responsibility to society and communities within the vicinity of construction sites, by communicating with all employees to ensure they are always aware of work safety, strictly complying with safety standards and safety conditions specified in contracts, including ensuring that subcontractors and equipment manufacturers comply with safety measures as well by providing safety measures for construction works to subcontractors, work safety practice guidelines, safety regulations on construction works for subcontractors. In addition, it has expedited project completion and could deliver work as specified in contracts to reduce environmental impacts on surrounding communities. In 2023, the Company was able to delivered projects according to the contracts to the satisfaction of customers and trade partners without any impact and complaint from communities within the vicinity of projects.
- It established work safety measures and considered them as practical guidelines, namely providing education on work safety to employees, procurement of safety tools, site surveys, planning the projects' environmental conditions to determine necessary safety equipment, ensuring subcontractors comply with occupational health and safety measures, inspection of devices, work safety environment, etc.
- It encouraged and educated all employees about the importance of environmental care, and the cost-effective consumption of resources. It also carried out the energy saving activities in order to control the budget as targeted such as campaigns for saving the electricity cost, office supplies, and fuel cost, and other relationship activities with surrounding communities.
- In respect with personnel development, the ESB Group formulates the annual employee training and development plan to improve skills and capability of individual employees. The training for use of project tools and equipment is regularly held for customers before delivering each project to ensure the customers' satisfaction.
- In order to respond to sustainable development with consideration for the environment, the company has entered into a memorandum of understanding with M.E.A.

Smart Energy Solutions Company Limited (M.E.A.E.I.) which is a subsidiary of the Metropolitan Electricity Authority (MEA), who is a consulting, design, installation, and investment service provider in comprehensive smart energy management systems. This collaboration aims to jointly undertake pioneering projects in the development of alternative energy management businesses and smart energy systems to meet the diverse needs of electricity users, participate in the efficient production, and use renewable energy efficiently. As well as promoting sustainable clean energy consumption, leading towards future carbon neutrality.

## Management of Risks Which May Affect Key Operations

Most of the work of the Energy SBG are project-based, especially projects of the public sector relying on the national policies and budget expenditure. Changes in the investment policy and budgets of the public sector will significantly affect the number of projects, thereby resulting in revenue uncertainty, including the risks from project management that may not be as planned. However, as the public sector continues to allocate budgets to investment projects for national infrastructure, especially development of public utilities, combined with the Company's well-established experience in project implementation in the energy business, it therefore is the business opportunity for the Company to generate income and create works to expand into other areas of the energy business in the future.

In addition, attentiveness to major issues relating to climate change has taken great effect to business investment in energy conservation or new power technologies, e.g., Smart Grid management system. This deems a business opportunity of the Company.

### Key Subsidiaries Under the Energy SBG's Operation

- Loxley Power System Co., Ltd. is an expert in power systems, project management, construction and upgrading of electrical substations and transmission line systems for the public and private sectors. Its key customers are the Electricity Generating Authority of Thailand, Provincial Electricity Authority and Metropolitan Electricity Authority. Its services are provided in the form of Engineering Procurement and Construction (EPC), from design, construction, and installation to system test.
- L Solar 3 Co., Ltd., a joint venture, is engaged in the business installing solar rooftops to sell electricity through private power purchase agreements (private PPA).



## Network Solutions Strategic Business Group



Network Solutions

Connecting every use case with full safety measures, covering all telecommunications services and creating comprehensive digital service innovations



**2,593** Million Baht

Total revenue from system planning, design, installation, and maintenance of telecommunications systems and digital networks in 2023

Network Solutions SBG comprises providing system layout, designing, installing and maintaining telecommunications systems and communications services over digital networks. It also includes developing a diverse of service platforms and digital solutions to serve all type of uses, to level up quality of life and safety. Its core business involves designing and developing solutions which can be customized for specific requirements, purchasing, procuring and installing equipment, and developing software and applications. Continuous and efficient services of training and repair enable service users to enjoy a quality network that is fit for purpose.

- Procurement and provision of design and installation services for visual and audio signal transmission systems, program production equipment, and broadcasting of

digital radio and television signals. The Company is licensed by the Office of the National Broadcasting and Telecommunications Commission to trade in radio communication devices or any accessories of radio communication devices.

- Contracting for designing, development and installation of toll collection systems, expressway traffic surveillance and safety control systems, building security systems, including provision of training on system maintenance to enable customers to uninterruptedly and efficiently use the systems.
- Providing services of acquisition and procurement of engineering systems related to integrated rail transport systems, from designing, manufacturing, purchasing, installing, maintaining, and training to after-sales services for the rail transport system industry, such as signaling system, communication system, safety system, and electrical power system.
- Providing service involving automatic control systems, machinery and equipment control systems for power plants, remote supervisory control and data acquisition (SCADA) systems, and telemetry systems.
- Under the responsibility of the Environmental Business Department, Network Solutions SBG also operates the business relating to the design, construction, and maintenance of water treatment system, which is handled

and cared by new technology that can be flexibly moved and installed, but helps save energy and less budget for management and maintenance. Network Solutions SBG also operates the business relating to the distribution of chemicals for the water treatment system as produced by qualified chemical manufacturers under significant standard certifications.

Products and services offered and delivered to customers of each project are based on the specified requirements and specifications. Most of them are purchased and procured from famous manufacturers with acceptable quality and standards, from both local manufacturers and suppliers, and import from other countries such as the import of products in respect with the transmitter and studio devices, and most of devices relating to TV and radio broadcasting from the USA, Europe, and Japan, etc. With respect to the design and development of systems and software, it involves designing and procuring equipment, carrying out development by using equipment and current technology together, conducting research and testing to ensure they meet the established standards and conditions, including cooperating with business partners who own the technology and who have the experience and expertise in order to develop diverse solutions that meet various need of customer, as well as to be able to efficiently provide after-sales service and ensure customer satisfaction.

The target customers of the Network Solutions SBG are corporate customers, including government agencies, state enterprises and large-scale private companies, namely the Government Public Relations Department, Royal Thai Army Radio and Television, National Assembly Radio and Television Broadcasting Station, MCOT Public Company Limited, Department of Highways, Department of Corrections, Expressway Authority of Thailand, Department of Land Transport, Bangkok Expressway and Metro Public Company Limited, State Railway of Thailand, S.R.T. Electrified Train Co., Ltd., Electricity Generating Authority of Thailand, Royal Irrigation Department, Metropolitan Waterworks Authority, Provincial Waterworks Authority, Sino-Thai Engineering & Construction Public Company Limited, Nawarat Patanakarn Public Company Limited, Italian-Thai Development Public Company Limited and CH. Karnchang Public Company Limited. Overall, nature of business of Network Solutions SBG is project-based, directly involved with corporate clients. The project coordinators or marketing teams are responsible for coordinating with customers, handling complaints and resolving problems and errors of projects which have arisen.

In 2023, major achievements of the Network Solutions SBG's are as follows :

- The equipment procurement project for efficiency of Provincial Radio Thailand in Kanchanaburi province and the Public Relations Department.
- The procurement project for renovation of sound recording and broadcasting system of MOE Radiothai.
- The procurement and installation project of non-linear editing set and devices for MCOT Public Company Limited.
- The renovation project for toll collection system of Burapha Withi Expressway.
- The installation project for Lane Control Sign at Chaloem Maha Nakhon Expressway and Chalong Rat Expressway.
- The installation project for CASS & OAIT system of Red Line train service.
- The renovation project for turbine control system, in collaboration with the Electricity Generating Authority of Thailand, at Khwae Noi Hydropower Plant.
- The installation project for remote control system, in collaboration with the Electricity Generating Authority of Thailand, at Pha Chuk Hydropower Plant in respect with the power plant control system devices.
- The procurement and installation project for Supervisory Control and Data Acquisition (SCADA) of Khlong Rangsit Prayulsak floodgate project, the Royal Irrigation Department.
- The maintenance project for Big Data Development project, the Royal Irrigation Department.
- The renovation project for Trans-Thai-Malaysia gas pipeline control system, in collaboration with Trans Thai-Malaysia Company Limited.

Other major projects which have been on process include :

- The project for design, installation, and procurement of traffic control and management system on the motorway, Bang Pa-in-Nakhon Ratchasima Route (M6), and Bang Yai-Kanchanaburi Route (M81), in collaboration with BGSR Join Venture.
- The Nakhon Si Thammarat prison construction project, in collaboration with the Department of Corrections.
- The equipment procurement project for the production of TV programs for PDR Media Center, the Public Relations Department.
- The equipment procurement and installation project for the OB HD production van, National Broadcasting Services of Thailand, SorTorTor. 11.
- The maintenance project for broadcasting network and facilities equipment, the Public Relations Department.

- The procurement and installation project for Audio Mixer devices, MCOT Public Company Limited.

## Competition, Opportunities and Business Operation Restrictions

With respect to marketing and competition in business operations in 2023, businesses were faced with new challenges from rapid growth of the internet technology which has played an important role and brought about the change in lifestyles. The application of such technology in the business operations affected the way of use and the changing needs of service users, especially the popularity of online radio and television, digital TV, plus the expansion of the 5G telecommunications network affecting the application of technology in the operational and service provision process. This is deemed as the opportunity to develop new models of products and services to be consistent with technology and meet the customers' changing communication demands, as well as the opportunity for expanding the target customer base to cover more private business sector, namely educational institutions, program producers and small radio and television stations.

In addition, the public sector's infrastructure development plan that aims to develop the country's transport systems on an ongoing basis resulted in the growth of the overall market value of transportation engineering. The public sector's expenditure budget plan for large-scale transportation system projects, including the business opportunity for control systems are sought after in several industries. These are deemed as key business opportunities that are the driving force enabling the Network Solutions SBG to generate income in accordance with the target. Apart from the aforementioned business opportunities, the long-standing expertise and experience of personnel and teams in planning and development of systems, the good relationships with customers and their trust, together with collaboration from partners and business partners that are strong and renowned and with quality technology and recognized standards, are considered the heart and key potential, which are the Company's advantages in presenting its products and solutions to customers.

Regarding problems and obstacles in business operations in 2023, the Network Solutions SBG has still got impact of the COVID-19 pandemic and the international wars, which caused delays in projects and delayed delivery of products and devices. The problems also included the shortage of certain types of equipment, spare parts, and semi-conductors, higher transportation prices, higher freight, and rising prices of

materials due to the exchange rate volatility, these all took effect to the project cost. The shortage of skillful and specialized personnel for project works is also another important factor in managing each responsible project.

However, under the efficient risk management plan and project management plan, cash flow management, and strict cost control, the Network Solutions SBG was able to speed up the project delivery, and it is anticipated that other on-process projects would be completed as scheduled.

## Quality Development and Key Business Innovations

With respect to the nature of products, goods and services delivered to customers of the Network Solutions SBG, most of them are offered and delivered in the format of projects under which the quality of products will be in accordance with requirements or conditions stipulated in contracts to which the Company gives importance. Apart from acquisition and procurement of quality products that meet the specifications, the Company considers it as the main responsibility to offer consultation and advice to ensure customers receive products and systems that are efficient and can be used uninterruptedly, by taking into consideration the best interest of customers.

The Company also encourages research and development by using equipment and technology together to develop systems, software, platform applications and other solutions to meet the requirements of customers in order to enhance the efficiency of systems and reduce reliance on foreign technologies, such as the automatic vehicle classification system, LED signs showing traffic information on expressways, freeflow toll collection system software, and traffic management system software.

## Future Business Plan (3-5 Years)

The Network Solutions SBG aims to be a full-service provider of integrated solutions which customers trust and choose, to focus on providing reliable and accurate services, to be able to deliver projects on time, and gives importance to development of existing products to be efficient, updated and in line with the changing trend of technologies, by focusing on development of software products. This is to ensure that customers will receive the best service products and systems that meet their requirements while the Company would be able to approach some new customers to enhance its income stability and long-term business sustainability. Simultaneously, the Network Solutions SBG emphasizes human resources development by



focusing on developing knowledge, competencies, and potential of its teams and sharing resources by adhering to cost-effective use of human resources for maximum benefits.

### Key ESG Operations/Management of Impacts on Stakeholders

- Development of the Company's and leading partners' personnel : The Network Solutions SBG has organized training and seminars to enhance the levels of knowledge, competencies and to continuously develop the potential of internal personnel, both the knowledge and skills related to products and services currently on offer. Apart from being the joint development of personnel, it is also the establishment of a long-term relationship with customers.
- As most of the business operations of the Network Solutions SBG are project-based and are related to construction work where it is necessary to engage contractors, importance is therefore given to work safety and social responsibility. Measures were established for the selection of contractors who, apart from being a juristic person or a person engaged in construction business with experience, their key personnel must be licensed professional engineers or skilled workers. They shall have an adequately stable financial position, sufficient equipment, tools, machines, and work safety devices, and sufficient skilled workers. Additionally, if they are foreign workers, they must have a legal work permit. They shall also strictly comply with the requirements, safety practice guidelines, and other measures established by the Company or the employer.

### Management of Risks Which May Affect Key Operations

Changes of any policies, rules and regulations, and obligations of each supervisory agency or government agency take significant effect to the business operation of Network Solutions SBG such as terms and conditions of the license, concession term in the broadcasting service, or government policy and practice guideline in encouraging small and medium-sized entrepreneurs (SMEs) to make bids, etc. Changes of these policies, and rules and regulations directly affect the formation of business strategies and opportunities, competitiveness, and profit-making. Therefore, the Management and Department executives must monitor all related changes and circumstances in order to forecast and manage potential risks, and must also carry out necessary measures to mitigate possible impacts, and to build business stability in the future.

In addition, changes and advancement of technologies lead to new goods and services and alternative goods, providing customers with more choices. Moreover, new models of business structure with lower costs also emerged, which affected the Network Solutions SBG that operates businesses directly related to technologies. As a result, the Company is required to adapt to changes and handle such challenge to maintain its customer base and ensure stability for long-term income and business growth.

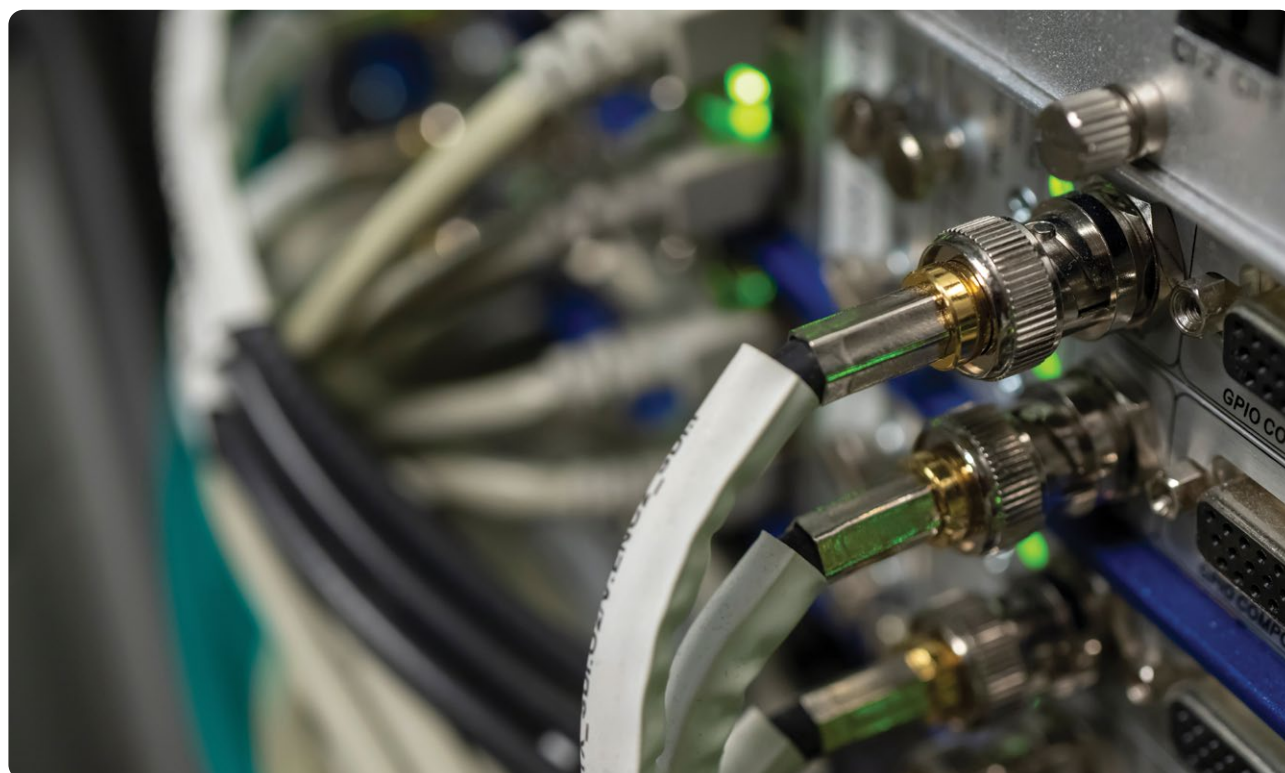
Based on the business model involving projects, efficient project management to ensure delivery can be made as scheduled, cost management and control of expenses of projects as planned, are therefore the significant factors in risk management apart from other external factors that are difficult to control, such as volatility of energy prices, exchange rates, changes in the demand and supply of the country's economic system, and changes in rules and regulations of government agencies. Such factors affecting the success of project work are key issues that require efficient management and resolution of circumstances and close monitoring of circumstances. The Network Solutions SBG has realized that and considered it an important policy in its operation management.

### Key subsidiaries under the operation of the Network Solutions SBG

**Loxley Evolution Technology Co., Ltd.** operates the business providing implementation of integrated security systems (system integrator), i.e., security systems including hardware and software, network systems, development of security applications, design for site preparation and maintenance services as well as providing advice on security by professional personnel with expertise. It offers high-quality security solutions that are designed for specific requirements of businesses that require flexibility and which can be segregated and extended based on the objectives of usage. The main customers of the company are government agencies, airport buildings, defense agencies and businesses. The Company's key projects delivered in 2023 included the sales and installation of closed-circuit television systems of the Suvarnabhumi International Airport, Don Muang International Airport, Phuket International Airport, and Phase 3 of Hat Yai Airport, the e-Service projects for provision of the service to general people, and wildlife management in accordance with the Wildlife Protection and Conservation, B.E. 2562. Moreover, the company also received the contract for operation and maintenance of the baggage handling system of the Satellite 1 Terminal (SAT-1) at Suvarnabhumi Airport.

**Loxley System Integrator Co., Ltd.**, an expert in telecommunications system engineering, provides services including design, procurement of telecommunication equipment from leading manufacturers, installation, system test runs as well as maintenance of large-scale telecommunications networks nationwide, such as the fiber optic cable network, transmission network and submarine cable network, wireless communication network, mobile network, and satellite communication network. The Company's target customers are mostly government agencies, state enterprises and private companies providing telecommunications services. Key projects which were completely delivered in 2023 included the project for purchase of the server and storage to support the Application and Tools system, the contracted work for renovation and expansion of the regional BBIP network, B.E. 2565 of National Telecom Public Company Limited, the procurement and installation project for the IP Access Network extension in the central region for the year of 2023 by the Provincial

Electricity Authority, and the procurement project for the Optical Line Amplifier of the Metropolitan Electricity Authority. The Company's projects to be delivered in 2024 include the Next Generation DWDM system devices in the central region and western region, the procurement project for expansion of transmission system capacity of the ASEAN Digital Hub to support the Asia Direct Cable (ADC) service, the turnkey project improvement and expansion of the regional BBIP network, B.E. 2566 of National Telecom Public Company Limited, the repair and maintenance project for the optical fiber cable network, available for 24-hour version, for 12 areas in the southern region by the Provincial Electricity Authority, the procurement project for the Video Wall Screen system for the monitor SAP system of Control and Processing Division Infrastructure Department and the Security Center of the Metropolitan Electricity Authority, and the repair, maintenance project for the optical fiber cable network for the fiscal year of 2024 of the Office of the Higher Education Commission, etc.



## Trading Strategic Business Group



Trading Strategic Business

A well-established leader in consumer products distribution in Thailand. It imports and exports consumer products and chemical products, and product sales with distribution that covers both domestic and other countries.



**3,332** Million Baht

Total income from Trading SBG from sales, imports, and exports of consumer products and chemicals in 2023

With relationships and trust from leading products owner, under efficient management, driven by a professional team, distribution of products can be carried out in a fast manner, covering all regions of the country for any demand which lead to stable growth and continuous development. The Trading SBG is ready to create new business opportunities and stepping into the leadership in food-related service and distribution business status, which will enable every product line to grow.

The Trading SBG operates as an agent in distribution and logistics for leading daily consumer products or fast moving consumer goods, through both retail channels and the food services segment. Services are provided in a complete cycle of product distribution including sales, marketing, inventory management and transportation with over 45 years of experiences and a nationwide network of retail partners. As a result, the company has been trusted as the distributor for both domestic and overseas manufacturers who can grow markets in Thailand, such as for “Cook” cooking oil, “Nongpho” UHT milk, “Green Nut” crispy green pea, “Tra-Chang” fish sauce and



shrimp paste, “Sumaco” canned sardines, “Lee Kum Kee” seasoning sauces, “Mum Zaab” fermented fish sauces and products, and “Jordan” products. Products under its remit are distributed to consumers through retail channels comprising both modern trade and traditional retail, including Lotus’s, Makro, 7-11, Big C and Tops, and nationwide traditional retail outlets. The international business group under the Trading SBG is also an agent for the distribution and sale of Castrol lubrication products in the Republic of the Union of Myanmar, by appointing local agents to cover the country’s four regions. This expands the Castrol lube oil business directly to consumers and distributes to various sectors such as manufacturing, motorcycle users, fisheries, and the manufacture and sellers of Power Generator equipment.

As well as being a leading agent for the distribution of consumer goods, Trading SBG is also a representative distributor and consultant for chemicals as a Solutions Provider, in both importing products from overseas and from domestic manufacturers. The company seeks out products from leading manufacturers with high quality at suitable price points which are competitive in the market. This includes sourcing environmentally-friendly materials which have been produced with new technologies. They are alternatives for industrial factories and business partners in key industries such as food industry, personal products, ceramics and glassware, rubber, paint and coatings, and agricultural chemicals industry, which are offered directly to factories.

L Food Solutions Co., Ltd., under the Trading SBG, operates a Japanese restaurant called “WaQ Yakiniku,” providing grilled dishes and Japanese-styled shabu with the highlight of sauces and dips based on a recipe from Osaka, made by the restaurant itself, and the “Tamrub Guru” brand of original Thai dishes famous for taste and deliciousness to accommodate customers who enjoy tastes and different kinds of food. It also provides catering services for parties on all occasions.

## Competition, Opportunities and Business Operation Restrictions

The consumer goods market is the market with constant movement due to intense competition, both from goods in the same group and from other kinds of substitute goods, including external triggering factors. The 2023 overview of the consumer goods market has grown up continuously from the recovery of local consumption and tourism. However, the international conflicts, wars, and fluctuating foreign exchange rates took

effect to economic circumstances and purchasing power of consumers. The Company’s Trading Business was also affected by the fluctuation of agricultural products. In particular, the increasing quantity of oil palm yields caused the excessive drop of oil palm price, which directly affected the Company’s revenue gained from the oil distribution from soybean products, and affected the operating performance of the Trading Business.

However, from the Company’s intense marketing, especially in non-Cook products, an efficient internal management and the market expansion by adding new products to the portfolio enable the Trading Business to create the business balance, and to mitigate the impact resulted by the declining distribution of Cook products.

In 2023, the Chemicals Group was significantly impacted by fluctuation of foreign exchange rates because over 85% of goods were imported. The impact also came from the declining demand on goods when the economic expansion did not meet the anticipated forecast, which took effect to the quantity of inventory and the business cost. However, the Company has closely monitored these situations, and proceeded certain measures regarding inventory management, customer expansion to other businesses, and searching for demands in other product categories to obtain more revenues. The revenues gained from new customer base and new products accounted for 11% of total revenues of the Chemicals Group.

Apart from the long-term strategy involving planning joint operations and growth with business partners, the chemical product group has also focused on development of personnel, teams and management efficiency to support business expansion, by emphasizing the capacity and speed in responding to customers’ needs. The indicator prescribed as the key goal of the chemical product group is to increase the market share of main products of the group to be in the top 5 ranks of the market and to aim for satisfaction of business partners at 90% or more. In 2023, based on the assessment of main customer in each industry satisfaction, the chemical product group received an average score of over 92% from the assessment.

In Restaurant business still affected by the rising cost of living situation that affects purchasing power and spending, resulting in the sales volumes of restaurants not meeting their targets, Simultaneously, the business was faced with the rising cost of raw materials and cost of restaurant management. Moreover, technologies, especially the online social media and delivery

service, have played an important role in consumer behavior, and competition was also more intense. As a result, the Company had to adapt itself which included the model of restaurant service. However, with the outstanding and distinguished tastes and quality of raw materials of the restaurants that were different from other brands, they were not much affected by the competition.

### Key Business Development

In 2023, the Trading SBG expanded its business by seeking new consumer products to add to its portfolio, and participated in investing in a fermented fish sauce production company to do integrated marketing and develop products for related product groups. The goal is to create new sources of income and expand the base to support future growth. In addition, in terms of enhancing management efficiency, Loxley Trading Company Limited has collaborated with a leading financial institution to pilot test the use of a centralized financial and payment infrastructure system for document exchange and digital payment transactions. This collaboration aims to reduce business costs and increase management efficiency, as well as connect to relevant government data to make business processes fully digital.

In addition L Food Solutions Company Limited, which operates a restaurant business and provider of premium Japanese style grill buffet are expanded business by opening WaQ Yakiniiku shop at Asiatique The Riverfront Branch for support additional customer needs

### Future Business Plan (3-5 Years)

For the purpose of business expansion and growth, the Trading SBC continues to focus on recruiting a variety of products to add to the portfolio in order to create a balance of income sources, reduce dependency on just one main type of product, including looking for opportunities to seek new business partners in many forms in addition to being a distributor of goods and products and conducting marketing through distribution channels, such as an opportunity for a joint venture for joint business operation, creating cooperation with partner manufacturers to develop products together for the purpose of rapid business growth.

The Chemicals Group continues paying attention to the retention of core customers for its secure and regular revenues. Meanwhile, the Group designs its growth through the horizontal business expansion or the acquisition of new customers in other industries connected with the targeted industries such as plastic industry and pet food industry, etc. The Group also

proceeded the vertical business expansion by adding food categories to serve demands of existing core customers.

For the restaurant business, the Company focuses on growth by means of secure expansion of branches, and on online marketing to be relevant to the era and changing consumption behavior. In addition, to conform to the environmental management and operation policy and the sustainability policy, the Company plans to proceed the waste management activities with aims at reducing the quantity of waste to be landfilled, and at mitigating the impact to the environment and the greenhouse gas emission.

### Key ESG Operations/Management of Impacts on Stakeholders

- In order to create a happy workplace, the Company has implemented a flexible work policy by allowing employees to dress casually for work and the Flexi-hour policy has been implemented.
- Business review meetings with customers have been organized quarterly to report the overview of key operations, including problems and obstacles, to customers for acknowledgement. In addition, an annual business plan has been established and direction for joint operations was determined to ensure sales volume growth.
- Meetings were held with trade partners at the team and executive levels quarterly for mutual cooperation and coordination.
- Improving the building and facilities for employees at the Pathum Thani service and distribution center to ensure work safety.

### Management of Risks Which May Affect Key Operations

In 2023, the Trading SBG was significantly affected by positive factors which supported its operation and by negative factors which were mostly from uncontrollable external factors, such as impacts from economic fluctuations that affect product demand and purchasing power, fluctuations in agricultural crop prices and exchange rate, which occurred globally. However, close monitoring of situations and efficient management, problem solving and decision making have enabled the Trading SBG to continue operating its business and to achieve satisfactory operating results.

Apart from external factors leading to risks affecting the operating results of the business, the SBG has tried to manage the risks in its operation arising from reliance on a small number

of goods and products by adding new products to its portfolio in order to create a balance of income and additional business opportunities. It has also established a strategy to find new models of business partners apart from merely being a reseller. In addition, it focuses on operational system development, enhancement of internal management efficiency, and development of teams to ensure business continuity and to accommodate future expansion.

## Special Projects and Other

This is a specialized business unit handling customers with specific business needs or specific groups of customers requiring specialized expertise, or projects with unique features or studies of business prototypes for the possibility of future growth and development.



**627** Million Baht

Total income from Special Projects and other. It aims to respond to specific business needs, with expertise and special expertise in 2023

### • Printing and Advanced Technology Department

The Department offers cutting-edge printing technology to agencies in the public and private sectors. Its end-to-end services encompasses printing technology, printer and software related with control of printing process, quality control, analysis of printing data and anti-counterfeiting printing system including consumables. In addition, design, maintenance and consulting services are also provided to improve the client's printing system, and to capably accommodate future innovations, and to maintain and distribute any related printing supplies. In 2023, the Printing and Advanced Technology Department offered a printing system to prevent the advanced counterfeit at the level of printing the banknote, duty stamp, and passport, where such work is provided by few service providers. The Department is also a distributor of the printing design program to prevent the counterfeit of lottery machine, and of the tablet press machine, which are reliable, in order to expand the Company's business and business opportunity to generate higher income.

### • Defense Technology Department

The Department supplies specialized electronic equipment related to high-quality security technology and requiring special expertise, including providing installation, maintenance and after-sales services, by importing high-quality products, selecting and purchasing goods from standard manufacturers and assembling them into complete systems to be presented to customers.

### • Education Technology Department

The Department provides procurement and installation services of education hardware for government agencies, educational institutions and agencies under the local administrative organizations, such as experimental and skills training sets and waste incinerators.

### • Construction Product Department

The Department provides procurement, installation, and distribution services of products and equipment for construction works under the name of "LoxCons", e.g., roof product (Lox Roof), lift product (Lox Lift), landscape architecture product (Lox Green), and decoration product (Lox Paint & Décor), etc. These products cover construction works in both government and private sectors such as infrastructure projects, mass transit system, electric vehicle, Expressway Authority of Thailand, hospital, educational institute, industry plant, as well as landed and high-rise property development projects. The Department also offers solutions of construction works for customers in various industry groups where certain core customers include contractors in mega projects such as MRT Pink-line electric train, MRT Yellow-line electric train, power plant construction projects of independent power producers (IPP), etc.

Key customers under the care of the Special Project Business include government agencies with specific demands on special knowledge, expertise, and technologies different from general customers, which are considered the Company's advantage. This is because the Company has personnel with long-standing expertise and experience in provision of services as well as the well-established cooperation and relationships with trade partners who are technology owners. Major achievements under the Special Project Business, delivered in 2023, included the delivery of the special offset printer equipped with the program to prevent the advanced counterfeit for Playing Cards Factory, the Excise Department, the delivery of products for the Orange-line, Yellow-line and Pink-line electric train projects, and ongoing delivery of military equipment to the armed forces.



## Competition, Opportunities and Business Operation Restrictions

In 2023, the Special Project Business was affected by economic slowdown, shrinkage of investment budgets in construction projects of the public and private sectors, together with politics and government policy. When the investment budget allocated by the government sector was restrained, it directly took effect to the operation of the Special Project Business because its main customers were the government agencies. Also, tougher competition and higher construction materials price resulted from energy cost, as well as the Department's adaptation to the green industry under the sustainability concept all take effect to the Department's future product and service offers.

## Quality Development and Key Business Innovations

Overall, the Special Project Business continues offering products and services to customers with focus on serving their specific demands. However, the Department initiates the collaboration project with customers and business partners to seek for environmentally friendly products and technologies in order to support the efficient consumption of resources; namely, the development project for "White Wool by LoxCons x MicroFiber", which is the fiberglass insulation produced from recycled glass bottles that are free from Formaldehyde as carcinogen for users' health safety, and is friendly to the environment under the sustainable building standards in Thailand.

## Future Business Plan (3-5 Years)

The business operation goals and new challenges for the Special Project Business include the addition of value to existing goods and services through digital platform technology to help with the preparation for future technologies, together with the addition of value by offering environmentally friendly innovations and products, e.g., green label product, solar roof and solar wall product, offering of solution-based products and services, and integrated consulting service with aims at transforming and adding some business opportunities to be relevant to the government sector's goals and policy which desire to reduce the greenhouse gas emissions, and to create carbon neutrality.

## Key ESG Operations/Management of Impacts on Stakeholders

Loxley gives importance to the building and maintenance of confidence and trust with stakeholders in all sectors, including business, social and environmental aspects, which are held by

the Special Project Business as the important policy for operation to achieve sustainable growth. In 2023, key operations were as follows :

- Presenting printing tools or devices that highlight conservation of electrical power and feature a system to strictly control the air pollutants
- Joining hands with the business alliance, Microfiber Industries Limited, to develop "White Wool" innovation made from recycled glass bottles and fiberglass waste materials whereas the qualification of fiberglass is free from formaldehyde as a carcinogen so this innovation is healthy for users, promotes the cost-effective use of resources, reduces the consumption of new resources and the creation of waste. This product is categorized in LoxGreen product group as an alternative for customers who care for the environment.
- Prioritizing both health and safety of the Company's employees and business partners by setting up the zero-accident goal and good health in working. The actions were also consistent with the policy formulated by the Occupational Safety, Health and Environment Committee, and with the Company's Governance Policy.
- Controlling all product and service standards as well as installation standards delivered to customers by capable teamwork, and controlled by specialized engineers.

## Management of Risks Which May Affect Key Operations

As the operation of the Special Project Business relies upon its customers that are mostly government agencies and must heavily rely upon experts from companies that own the products overseas, it is necessary to have a plan to manage potential risks, by taking into consideration various factors that may have impacts and by finding preventive and remedial measures as follows :

- Risks from changing technologies, which may cause the cancellation of production or out-of-date goods, or the failure to deliver contracted products. Therefore, it is necessary to receive the product quality guarantee from every producer and distributor that such new products have equivalent or better qualifications than those prior to the delivery.
- Risks from price competition, especially goods and products from China and Vietnam that bear lower cost, and become more active in the market, In particular, there is a disadvantage from Free Trade Area (FTA) permitting some goods from China and Vietnam to pay low import tax or no tax; this partially impaired the Company's competitive advantage and operating profit.

## Joint Venture Business

The strong collaboration with partners and the long-standing relationships as trading partners are partial strategies adopted by Loxley to ensure business stability and growth, and key targets to drive for sustainable development in the future. Key joint ventures of Loxley are as described below.

**BP-Castrol (Thailand) Limited** a joint-venture between Loxley Joint and Hold Co., Ltd. and BP Oil UK Ltd., is incorporated for manufacturing and distribution of engine lubricants under “Castrol” and “BP” trademarks that are well recognized by consumers. BP-Castrol has manufactured quality goods as required by customers. In addition, technologies related to goods are always upgraded and developed to ensure that goods are of the highest quality and are suitable for the customers’ needs. It has received Thai Industrial Standard 17025 (ISO/IEC17025) certification, testing and calibration laboratories from Thai Industrial Standards Institute (TISI) on 5 April 2022. BP-Castrol’s products cover users in groups of passenger cars, pickups, trucks, motorcycles, as well as products used in the industrial sector and cargo ships.

**Target customers and users** are general customers with vehicles for transportation and for both land and marine transportation businesses, including other industries using heavy machinery. In addition, BP-Castrol has expanded its customer base continuously with a focus on repair shops, spare parts shops and independent cars and motorcycles garages through strong relationships and development of such shops to have images, service models and platforms that are outstanding and different from competitors, and to be standard for engine oil service changing center. BP-Castrol consistently improves the quality of goods distribution channels through resellers to facilitate convenient, accurate, quick delivery and thorough manner.

In 2023 the engine lubricants market in Thailand was highly competitive. Competitors continued to use the pricing strategies, promotional campaigns and advertising on media. There were also impacts with respect to procurement and supply of raw

materials for manufacturing which resulted from the pandemic, international wars, and prices of raw materials that have increased significantly. However, in 2024, BP-Castrol remains its focus on growth of core businesses, both in the consumer market and industrial market, by expediting the expansion of the network of service centers, and by increasing the income from provision of services through Castrol service centers as well as building business partnerships and new business opportunities to strengthen the brand. Additionally, it develops businesses related to future vehicles in response to emerging markets that are likely to grow in the future and in line with the net zero carbon target of BP within 2050.

In 2023, BP-Castrol (Thailand) Limited’s Samut Sakhon Plant held a Zero Accident Campaign activity to minimize the accident statistics and was awarded four platinum prizes by the Thailand Institute of Occupational Safety and Health (Public Organization) (TOSH) under the supervision of Ministry of Labor. In addition, it has been receiving the Green Industry Level 3 (Green System) certificate from the Ministry of Industry since 2018 up to present. This certifies that the Company has systematic environmental management and result monitoring and review system for continuous development. It was awarded a certificate for ECO Industrial Estate - Eco Excellence Level by the Ministry of Industry in 2022, and also joined the Environmental Governance Project (Green Star Award) with Samut Sakhon Industrial Estate.

**NS BlueScope (Thailand) Limited and NS BlueScope Lysaght (Thailand) Limited** are joint-venture companies of between Loxley Public Company Limited and a holding company of BlueScope Steel Limited, Nippon Steel Corporation and Sumitomo Metal Corporation. BlueScope Steel is an Australian leading company and a global leading company in coated steel business. Currently NS BlueScope (Thailand) Limited is engaged in the business of manufacturing and distributing zinc/aluminum alloy coated steel and pre-painted steel for the construction industry, manufacturing industry and electrical appliance industry under various brands, as well as coated steel sheets, pre-painted roll-forming steel, roofing and wall steel sheets, wall structures for industrial factory buildings, large and medium-sized commercial buildings and residential units, which are popular and sought after in the market. Its plant is located Map Ta Phut Industrial Estate in Rayong province.

Core brands of products of NS BlueScope (Thailand) Limited are COLORBOND® and ZINCALUME®, which are products for industrial factory buildings and large commercial buildings, BLUESCOPE Zacs® and JINGJOE LEK® brands of products which are for small to medium-sized (SMEs) commercial buildings and residential housing. For the manufacturing industry and electrical appliance industry, NS BlueScope (Thailand) Limited has presented products under the SuperDyma® brand to the general manufacturing industry market and the electrical appliance market and presented the VIEWKOTE™ brand featuring highly corrosion resistance with aesthetic coating surface with the top pre-painted steel technology from Japan to the electrical appliance market, in order to offer products that meet the needs for use of each customer groups.

In 2023, the domestic market demand continued to grow. However, due to domestic and international economic circumstances, and high import volumes of steel from China and Vietnam resulting in more intense price competition in the market, the key strategies of improving the goods quality, expanding the distribution channels, and communicating with customers consistently were placed; as a result, the products under the joint venture of NS BlueScope (Thailand) Limited and NS BlueScope Lysaght (Thailand) Limited become acceptable and favorite in various industries, especially BlueScope roof which is efficient, strong, durable, and lighter than other roof materials in the market such as concrete roofing tiles and fiber cement roofing slates. Therefore, the profit from the operations of these 2 joint-venture companies continues to grow.

With the confidence on strong and long-term growth of Thailand's economic outlook, especially the growth of the construction industry and investment in the country's infrastructure, the third metal-coated steel plant of NS BlueScope (Thailand) located at the Map Ta Phut Industrial Estate in Rayong province has played an important role in increasing the manufacturing capacity in order to respond to the demands of the construction industry, either giant or small, in Thailand and ASEAN region, and to reduce the import of steel products in Thailand and to boost competitiveness in price.

**AOT Aviation Security Company Limited** or AOT AVSEC is a joint-venture company between ASM Security Management Co., Ltd., which is a subsidiary of Loxley Public Company Limited, and Airports of Thailand Public Company Limited (AOT), Thailand's leading state enterprise, Palangruam Security Guard Co., Ltd. (PLR) and Security M A I International Co., Ltd. (MAI). It is engaged in the business of providing airport security services for six airports under AOT, namely Suvarnabhumi Airport, Don Mueang International Airport, Phuket International Airport, Chiang Mai International Airport, Hat Yai International Airport, and Mae Fah Luang - Chiang Rai International Airport, including the Free Zone at Suvarnabhumi Airport and AOT Headquarter.

AOT AVSEC provide securities services with expertise and experience in airport and aviation security with international standards and has been certified by the Civil Aviation Authority of Thailand (CAAT). In addition, all of its passenger and baggage screening officers and airport security officers have been trained and certified as licensed security officers (Thor Por. 7). They are responsible for passenger and baggage screening to search for weapons, hazardous or prohibited substances to prevent any weapons or other hazardous items which may be used for unlawful intervention from being carried onto the aircraft to ensure that security for aviation operations will be in line with the standards of the International Civil Aviation Organization (ICAO) or other applicable laws, including the compliance with measures on liquids, aerosols and gels (LAGs) or other similar items or substances.

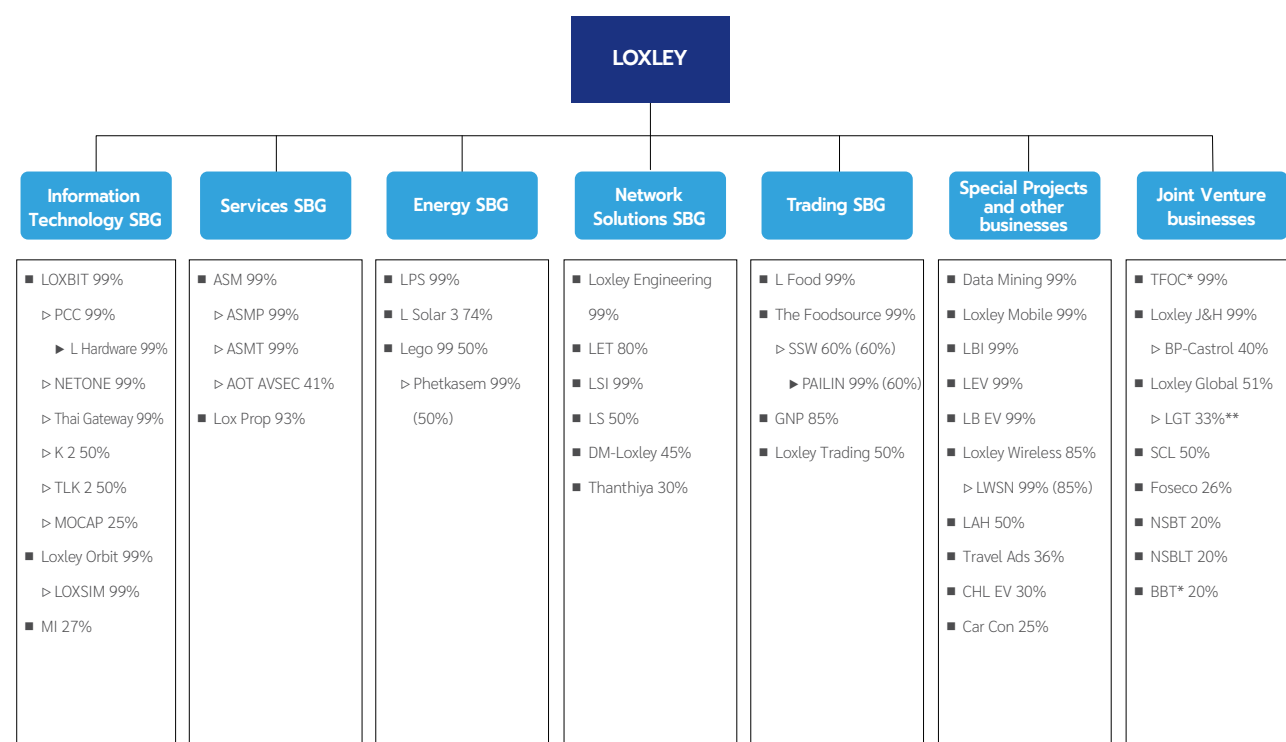
In addition, AOT AVSEC is responsible for airport security within the airport areas, including in the terminals and premises, both within and outside the airside, as well as providing assistance to passengers, service users and officers in the case of irregular events. These include providing security in the Free Zone of Suvarnabhumi Airport, i.e., traffic operation, security pass issuance, screening of persons and transportation vehicles, venue guarding service, patrolling service and CCTV center operation.



## 1.3 Shareholding Structure of the Group

### 1.3.1 Details of Ownership in Loxley Subsidiaries, Associates, and Joint Ventures

As of 31 December 2023, the Company holds shares in 53 other entities directly and indirectly; divided into 35 subsidiaries, 16 associates, and 2 joint ventures as follows :



Note : % in parentheses means percentage of the indirect shareholding of Loxley

\* Cease the business

\*\* Loxley Public Company Limited directly holds 18.35% of the shares and indirectly holds shares in the name of Loxley Global Company Limited, another 16.65%. Total shareholding proportion is 35%

## Direct subsidiaries

No.	Name of companies	Address	Type of business	Registered Capital (Million Baht)	% of shareholding
1	Loxbit Public Company Limited (LOXBIT)	No. 102/99 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Trading of telecommunication equipment, computers and computer programs	450	99
2	Loxley Orbit Public Company Limited (Loxley Orbit)	No. 102/99 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Telecommunication and computerized database service	45	99
3	Data Mining Co., Ltd. (Data Mining)	No. 102/99 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Service of information technology equipment and computer systems	20	99
4	Loxley Joint & Hold Co., Ltd. (Loxley J&H)	No. 102 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Holding company	1,000	99
5	Loxley Mobile Co., Ltd. (Loxley Mobile)	No. 102 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Sale and service of various prepaid electronics cash card	20	99
6	L Food Solutions Co., Ltd. (L Food)	No. 102 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Provide food service	10	99
7	Loxley Business innovation Co., Ltd. (LBI)	No. 3332 Viwatchai Building, Unit B, 4 <sup>th</sup> FL., Phahonyothin Road, Chom Phon Subdistrict, Chatuchak District, Bangkok	Sale, service, and installation of automatic telephone switching systems	10	99
8	Loxley Power Systems Co., Ltd. (LPS)	No. 102 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Power system business	100	99
9	L Elevator and Engineering Co., Ltd. (LEV)	No.99, 101, 103, 2 <sup>nd</sup> Floor, Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Trading and installation of elevator and escalator	3	99
10	Loxley Engineering Co., Ltd. (Loxley Engineering)	No. 102 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Engineering services in the telecommunication network systems	10	99
11	Loxley System Integrator Co., Ltd. (LSI)	No. 102 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Engineering services in the telecommunication network systems	40	99
12	ASM Security Management Co., Ltd. (ASM)	No. 102 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Provide security services	100	99

## Direct subsidiaries (continued)

No.	Name of companies	Address	Type of business	Registered Capital (Million Baht)	% of shareholding
13	The Foodsource Co., Ltd. (The Foodsource)	No. 102 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	To import, wholesale, distribute of raw materials and food supply	30	99
14	Thai Fiber Optics Co., Ltd. (TFOC)	No. 233 Moo 6, Soi Wat Chungrueng Suksawat Road, Naiklongbangplakot, Prasamutchedi, Samutprakarn	Manufacture of fiber optic	100	99
15	LB EV Co., Ltd. (LB EV)	No. 102 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Manufacturing, assembly, trading electricity automotive including related equipment	40	99
16	Loxley Property Development Co., Ltd. (Lox Prop)	No. 102 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Renting of building, advertising board and providing services	350	93
17	Loxley Wireless Public Company Limited (Loxley Wireless)	No. 102 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Sale and service of telecommunication and information technology systems	368	85
18	Green Natural Product Co., Ltd. (GNP)	No. 102 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Manufacture and distribute citrus essential oil	4	85
19	Loxley Evolution Technology Co., Ltd. (LET)	No. 102 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	The distributor and provider of advance security equipment and solution	50	80
20	L Solar 3 Co., Ltd. (L Solar 3)	No. 102 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Manufacture and distribute electricity, plan design, install and construct solar power plant	10	74
21	Loxley Global Co., Ltd. (Loxley Global)	No. 102 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Holding company	99	51
22	Lego 99 Co., Ltd. (Lego 99)	No. 102 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Solar power plant business	15	50
23	Loxley Trading Company Limited (Loxley Trading)	No. 102 Loxley Building, Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Sale of consumer products	100	50
24	Societe Commerciale Lao (SCL)	Unit 36, Bon Dongpalad, Alley 10 Chanthabouly District, Vientiane, LAO. P.D.R.	Trading in Lao People's Democratic Republic	4,135 Million Kip	50



## Indirect subsidiaries

No.	Name of companies	Address	Type of business	Registered Capital (Million Baht)	% of shareholding
25	NetONE Network Solution Co., Ltd. (NETONE)	No. 408/81, 19 <sup>th</sup> Floor, Phaholyothin Place Building, Phaholyothin Road, Samsean Nai Subdistrict, Chatuchak District, Bangkok	Trading of computer, computer spare parts and equipment, of all types	100	99
26	Thai Gateway Co., Ltd. (Thai Gateway)	No. 102 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Trading of telecommunication equipment	20	99
27	Professional Computer Co., Ltd. (PCC)	No. 102/99 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Supply, maintenance and set up of work system, installation of computers and management of computerized center	330	99
28	L Hardware and Services Co., Ltd. (L Hardware)	No. 44/385-389 Moo 10, Navamin Road, Klong-kum Subdistrict, Bueng-kum District, Bangkok	Installation and repair of IT equipment, sale of computers and peripherals	20	99
29	Loxley Simulation Technology Co., Ltd. (LOXSIM)	No. 102 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Import, export and distribution, virtual learning services and system development	40	99
30	ASM Professional Co., Ltd. (ASMP)	No. 102 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Recruitment and other related services	4	99
31	ASM Training Co., Ltd. (ASMT)	No. 102 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Personnel development, Training, and other related services	4	99
32	LWSN Co., Ltd. (LWSN)	No. 2 Soi Phaholyothin 19, Phaholyothin Road, Chatuchak Subdistrict, Chatuchak District, Bangkok	Service of telecommunication, IT systems and submarine cable network	1	85
33	Siam Samut Warin Co., Ltd. (SSW)	No. 275/1 Pracha Uthit Road, Thung Khru Subdistrict, Thung Khru District, Bangkok	Import, wholesale, and distribution of food ingredients and food products	50	60
34	Pailin Seaport Co., Ltd. (PAILIN)	No. 275/1 Pracha Uthit Road, Thung Khru Subdistrict, Thung Khru District, Bangkok	Import, wholesale, and distribution of food ingredients and food products	3	60
35	Phetkasem Green Holding Co., Ltd. (Phetkasem)	No. 39/48 Soi Thawiwatthana 9, Thawiwatthana Subdistrict, Thawiwatthana District, Bangkok	Manufacturing operations compressor, steam generator, pressure tank, filter, conveyor, installation of steam generator, pressure tank, filter and conveyor belt.	60	50

## Direct associates

No.	Name of companies	Address	Type of business	Registered Capital (Million Baht)	% of shareholding
1	DM-Loxley Co., Ltd. (DM-Loxley)	Ban Phonepanao, Xaysetha District, Vientiane Capital, LAO PDR	Providing water supply and distribution services	45	45
2	Travel Ads Network (Thailand) Co., Ltd. (Travel Ads)	No. 102 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	To provide digital platform services for tourism and hospitality sectors in Thailand and the region	40	36
3	Loxley GTECH Technology Co., Ltd. (LGT)	No. 102 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Sale and service of information technology and online lottery sale system	300	35
4	Thanthiya Technology Co., Ltd. (Thanthiya)	No. 288/54-56 Phaholyothin Road, Anusaowaree Subdistrict, Bangkhen District, Bangkok	Manufacture and sale of water and wastewater treatment equipment and systems	11	30
5	CHL EV Co., Ltd. (CHL EV)	No. 102 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Manufacture, assembly, rent, lease, import, export and after sale service of all kinds of vehicles and spare parts	33	30
6	Mobile Innovation Co., Ltd. (MI)	No. 128/224, 227-230 21 <sup>st</sup> Floor, Phayathai Plaza Building, Phayathai Road, Thung Phayathai Subdistrict, Rajthevi District, Bangkok	Services of real time vehicles tracking management system	184	27
7	Foseco (Thailand) Limited (Foseco)	No. 170/69, 22 <sup>nd</sup> Floor, Ocean Tower I Building, Rajchadaphisek Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Manufacture and sale of chemicals for metal casting	10	26
8	Car Convenie Co., Ltd. (Car Con)	No. 102 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Car body & paint repair services	10	25
9	NS BlueScope (Thailand) Limited (NSBT)	No. 2 Soi G9, Pakornsongkrohrad Road, Maptaphut Subdistrict, Muang District, Rayong	Manufacture and sale of cold rolled steel	5,000	20
10	NS BlueScope Lysaght (Thailand) Limited (NSBLT)	No. 4, Soi G9 Pakornsongkrohrad Road, Huai Pong Subdistrict, Muang Rayong District, Rayong	Manufacture and sale of steel roofing	600	20
11	BlueScope Building (Thailand) Limited (BBT)	No. 2 Soi G9, Pakornsongkrohrad Road, Maptaphut Subdistrict, Muang District, Rayong	Provide pre-engineered building solution	360	20

## Indirect associates

No.	Name of companies	Address	Type of business	Registered Capital (Million Baht)	% of shareholding
12	K 2 Venture Capital Co., Ltd. (K 2)	No. 102/99 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Venture capital	100	50
13	TLK 2 Management Co., Ltd. (TLK 2)	No. 102/99 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Investment by shareholding in the company which operation in Technology business	1	50
14	AOT Aviation Security Co., Ltd. (AOT AVSEC)	No. 222, Room 2001-2002, 2 <sup>nd</sup> FL., Central Block Building, Dong Mueang International Airport, Vibhavadi Rangsit Road, Sanambin Subdistrict, Don Mueang District, Bangkok	To provide security services	350	41
15	BP-Castrol (Thailand) Limited (BP-Castrol)	No.3 ,23 <sup>rd</sup> floor, Rajanakarn Building, South-Sathorn Road, Yannawa Subdistrict, Sathorn District, Bangkok	Sale of Castrol and BP lubricant	49	40
16	MOCAP Limited (MOCAP)	11 <sup>th</sup> Floor, Siripinyo Building, No. 475 Sri-Ayudthaya Road, Thanon Phayathai Subdistrict, Rajthevee District, Bangkok	Outsourcing contact center	61	25

## Direct joint ventures

No.	Name of companies	Address	Type of business	Registered Capital (Million Baht)	% of shareholding
1	LS Technology Solutions Co., Ltd. (LS)	No. 102 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Operate the security technology solutions	10	50
2	Loxley & AIT Holding Co., Ltd. (LAH)	No. 102 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	Provide installation service of power plant telecommunication	83	50



## 1.3.2 Shareholding in the Company, Subsidiaries, or Associated Companies Exceeding 10% by Persons Who May Have a Conflict of Interest

-None-

## 1.3.3 Relationships with Business Groups of the Major Shareholder

### Shareholder structure of Ekpavee Co., Ltd. as of 31 December 2023

As of 31 December 2023, Ekpavee Co., Ltd. had a total of 6,350,000 paid up shares, at Baht 100 par value. Details are as follows:

No.	Name	No. of shares	%
1	The Lamsam family (13 persons) and Lamsam Estate Co., Ltd.*	4,076,783	64.20
2	The Wanglee family (22 persons)	599,682	9.44
3	The Chatikavanij family (3 persons)	430,209	6.77
4	Mrs. Nartrudee Weeramaeteekul	349,291	5.50
5	Mrs. Sumanta Mekkaves	147,557	2.32
6	Aran Ordinary Partnership	129,896	2.05
7	Sujit Ordinary Partnership	129,896	2.05
8	The Jutrakul family (3 persons)	107,784	1.70
9	The Sibunruang family (3 persons)	107,784	1.70
10	The Changtrakul family (3 persons)	92,402	1.46
11	Others	178,716	2.81
	<b>Total</b>	<b>6,350,000</b>	<b>100.00</b>

\* The shareholder structure of Lamsam Estate Co., Ltd. comprises the Lamsam Family which holds 100 percent in the registered capital.

## 1.3.4 Shareholder

List of 10 major shareholders of the Company, as of 31 December 2023 (date of closing shareholder's register):

No.	Name	No. of shares	Percentage share
1	The Lamsam Group consisting of	706,217,845	31.18
	1.1 Ekpavee Co., Ltd.	596,028,913	26.32
	1.2 Mr. Pairote Lamsam	37,368,481	1.65
	1.3 Mr. Dhongchai Lamsam	26,732,044	1.18
	1.4 Mr. Banyong Lamsam and Mrs. Nartrudee Weeramaeteekul	20,200,000	0.89
	1.5 Mr. Suroj Lamsam	13,150,595	0.58
	1.6 Mrs. Duangruthai Poomchusri	12,737,812	0.56
2	Mrs. Hatairat Jurangkool	118,301,400	5.22
3	Thai NVDR Co., Ltd. *	102,849,463	4.54
4	Mr. Thaveechat Jurangkool	96,022,100	4.24
5	Mr. Nuttapol Jurangkool	86,239,500	3.81
6	Mr. Kiatchai Limpichotpong	65,027,540	2.87
7	Mr. Apirum Panyaphol	54,240,300	2.40
8	Mr. Poolsombut Dumnernchanvanit	32,761,000	1.45
9	M.L. Prasopchai Kasemsant	21,420,000	0.95
10	Mr. Wipong Ratanasiriwilai	15,496,600	0.68

\* Thai NVDR Company Limited is a subsidiary established by The Stock Exchange of Thailand. It is automatically regarded as a listed security by SET. Those who invest in Thai NVDR receive the same full financial benefits as they would receive had they invested directly in shares, however, without any voting right in shareholders meeting.

## 1.4 Amount of Registered Capital and Paid-Up Capital

### Common Stock

As of 31 December 2023, the Company's registered capital was Baht 2,331,250,000. Paid-up capital totaled Baht 2,264,954,920, divided into 2,264,954,920 ordinary shares at Baht 1 par value. The remaining of 66,295,080 shares are 1) the remaining shares after being allocated to the existing shareholders, who is entitled to receive a stock dividend as per resolution of the Annual General Meeting of Shareholders in 2013, and 2) the shares reserved for exercising warrants of the Company for the existing shareholders who have the right to receive the stock dividend as aforesaid and public investors who subscribe the capital increased shares of the Company as per resolution of the Extraordinary General Meeting of Shareholders no.1/2014.

## 1.5 Issuance of Other Securities

### 1.5.1 Convertible Securities

-None-

### 1.5.2 Securities Which are Debt Instruments

#### Debentures

The 2019 Annual General Meeting of Shareholders of the Company, held on 26 April 2019, resolved to grant approval for the Company to issue and offer for sale debentures within a limit of Baht 2,000 million for use in its business operations and/or investment in the Company's current and future projects, and/or for repayment of loans, and/or for other purposes.

As of 31 December 2023, the Company has the remaining obligation of debentures of Baht 300,000,000, Unsecured Debenture No. 1/2022 (LOXLEY 259A) issued on September 21, 2022, offered for sale to institutional investors and/or high net worth investors in the amount of 300,000 units with the par value of Baht 1,000 per unit, totaling Baht 300,000,000, with a fixed interest rate of 4.50% per annum. The maturity date is 21 September 2025.

Such debentures are name-registered, unsubordinated, unsecured debentures with debenture holders' representatives, which are redeemable prior to maturity date by the issuer. The credit rating of the issuer is at BBB level and the rating outlook is "stable" as rated by TRIS Rating Co., Ltd. on 2 May 2023.

### Bill of Exchange

-None-

## 1.6 Dividend Payment Policy

### Company policy

It is the Company's policy to make dividend payments of at least 40% of its net profits after corporate tax of individual financial statement and all reserves as stated in the Company's regulations and related laws. The Company considers financial status, cash flow, investment plans, business plan and other conditions and limitations (if any) as well as other administrative factors in making decision on dividend payment. The Board of Directors' resolution on dividend payment shall be approved by the shareholders' meeting, excluding interim dividend payment that the Board of Directors may resolve to occasionally pay shareholders when it is considered appropriate and should be reported in the next shareholders' meeting.

- In 2018 2019 and 2020, The Company did not pay dividend.
- In 2021, the Company paid dividends at 0.07 Baht per share, totaling 159 million Baht.
- And In 2022, The Company did not pay dividend.

### Policy of subsidiaries

In terms of subsidiaries, the Board of Directors of subsidiaries have the policy to pay dividend based on operating performance and with consideration of each company's financial position, cash flow and investment plan.



## 2 Risk Management

### 2.1 Risk Management Policy and Plan



For the purpose of corporate governance and enabling the organization to grow, expand its business stably, enjoy a secure financial position, generate an appropriate level of returns for the shareholders, the Board of Directors has considered appointing the Risk Management Committee to be responsible for formulating a risk management policy to ensure that the Company will be able to operate its business to achieve the established objectives, as well as pushing and promoting the Company's risk management to be undertaken systematically, continuously and efficiently and in accordance with the Company's strategic plan and in alignment with the risk management standards stipulated by the Securities and Exchange Commission and the Stock Exchange of Thailand.

The Risk Management Committee has established key risk management guidelines as follows :

1. providing risk management methods, as well as overseeing and reviewing the risk management process on a regular basis to ensure that they are aligned with the changing situations and in line with generally recognized risk management standards;
2. pushing for risk management to be one of the core strategies of each business unit by stipulating risk management measures to be at an acceptable level and having a clear action plan, with continuous monitoring of implementation thereof, reviewing and adjusting the plan based on the changing situations, including being able to measure the progress and conduct assessment; and
3. pushing for communication of risks across the enterprise to ensure everyone recognizes the importance of risk management and raise risk awareness extensively.

The Company's risk management operation structure consists of the Risk Management Committee, the Risk Committee's Secretary, and the task force consisting of representatives of each strategic business group to ensure that risk management is comprehensive for the Company's organizational structure with business diversity. Significant performance in 2023 may be summarized as follows :

1. From January to April, each unit, with coordination of the Risk Management Committee, followed the risk management methods and framework to identify the risks, assess them,

and prepare their own risk management plan, including establishing key risk indicators to be proposed to their unit supervisors before summarizing key risk issues and the risk management plan and reporting them to the Risk Management Committee and the Board of Directors for consideration.

2. The Risk Management Committee reviewed risk management, monitored operations according to goals and key risk indicators quarterly and summarized annual risk management results, as well as planning risk management guidelines for the following year by considering what happened and lessons learned in 2023 to revise its operations to ensure continuous development.
3. In Quarter 4/2023, the Risk Management Task Force and relevant units carried out actions under the risk management framework and drafted the 2024 risk management plan. Key operations are as follows :
  - A workshop on risk management was held for the Task Force to enhance its knowledge and understanding and to improve the efficiency of risk management operations on a continuous basis. The workshop was intended to enable the Task Force and relevant parties to establish the objectives of each unit, identify risks associated with operations, select risk assessment criteria in alignment with risks of each unit, specify the risk management plan clearly and in pace with the identified risks, and monitor the progress of implementation of risk management plans. Speakers from PricewaterhouseCoopers ABAS Ltd. were invited to educate 80 participants consisting of independent directors, the Risk Management Committee, the Risk Management Task Force, executives, and related parties.
  - Risks and risk management plans were prepared for 2024 under the COSO Enterprise Risk Management-Integrating with Strategy and Performance framework. The key process included identification and assessment of risks that may affect business operations, preparation of a risk management plan for each unit, as well as the Key Risk Indicators, to be proposed to the responsible unit supervisors before summarizing the major risk issues and risk management plans and proposing them to the Risk Management Committee for approval and then presenting them to the Board of Directors Meeting No. 7/2023.

## 2.2 Risk Factors on Business Operations of the Group and Risk Management

The Loxley Group consists of five strategic business groups (SBGs), namely Information Technology SBG, Services SBG, Energy SBG, Network Solutions SBG, and Trading SBG. Due to the diverse nature of its business, there are various risk factors in several dimensions that may significantly impact its business. As such, with respect to risk management, there is the Risk Management Task Force consisting of representatives from each SBG and back office to support operations. The overview of risks and the risk management plan for 2023 may be summarized as described below.

### Risk from revenue uncertainty of the project business which may prevent achievement of results as planned

As the main revenue of the Company and its subsidiaries is from projects, which are mostly projects of the government sector and state enterprises, which significantly depend on national's budget expenditure. Therefore, political stability, changes in government policies and the public sector's investment plans would significantly affect the volume of project works. In 2023, political changes from the general election and the lengthy process of forming a new government caused impacts on policies and delays in budget allocation. Moreover, project bidding competition continued to intensify, thereby causing the Company's performance to fluctuate based on the timing of being granted new work. As a result, projects are faced with risks associated with revenue uncertainty which may prevent achievement of results as planned.

The Company placed importance on such existing risk factors and required risk management on a continuous basis. Its major risk management efforts included close monitoring of the policies and budget investment plans of the public sector and state enterprises and determining business operation guidelines to expand its customer base to cover more different ministries and state enterprise agencies, including expanding its customer base to include new targets that are not government agencies to reduce the risk of overreliance on government agencies.

In addition, the Company pushed for a policy on recurring revenues, especially from maintenance projects which must

be carried out on a continuous basis and also promoted expansion of other SBGs, which is the main effort to reduce risk from revenue uncertainty. Upon consideration of the overall revenue structure of the Company, it can be seen that the Company still has revenue from the Trading SBG and Services SBG, considered as regular and definite revenue, including its joint venture business and other projects that can generate income and profit for the Company on a long-term and ongoing basis in order to create the balance of sources of income and minimize risk into diverse groups of businesses.

## Risk from project management that may not be as planned

Both in terms of cost management or risk from project delays. For projects with a definite completion schedule, if project management could not ensure completion as defined in the contract of each project, the Company may be subject to a fine as stipulated in the contract, as well as facing the rising project management cost due to fluctuations, such as major equipment and labor, which may cause expenses and operating costs of particular projects to be higher than estimated.

In 2023, in terms of project costs, the Company has been affected by the fluctuations in prices of materials and equipment which in turn significantly affected the project costs. In such case, the Company reduced the risk by planning project costs both from negotiations and by executing futures contracts to reduce volatility. In addition, as the Company has been in the project business for over 60 years, it has trade partners with long-term relationships thereby enabling positive negotiations on delivery of goods and prices.

Apart from the increased costs, project management may contain risk from work that has not been completed as specified in the contract, due to the shortage of some types of equipment, delays in delivery of goods or equipment, especially the equipment that must be imported, as well as operations by trade partners that were slower than scheduled. The Company has stipulated operational measures and plans to reduce such risk, by focusing on careful planning of project management, negotiations with clear mutual agreement, selection of trade partners with experience and competency, and contract management preparation, to enable operations to be carried out as planned and scheduled.

In addition, in order to reduce the foregoing risks, the Company assigned the Project Investment and Evaluation Committee (PIEC) to consider and screen risks of projects before deciding to take on the projects or make any investment to ensure that each project will have the guidelines on preventing or minimizing risks which may arise at project commencement. Moreover, if there is a chance or risk that any projects may suffer any delay, the Company will form an ad hoc task force or a project steering committee to closely monitor and manage projects that encounter difficulties and report the issues to the Executive Board or Board of Directors for acknowledgement to seek solutions consistent with the circumstances and to help minimize potential impacts.

## Risks from technological changes affecting the business context

Rapid and consecutive changes due to technological advancement had affected customer demand patterns, especially the technological changes that facilitate creation of new types of service products from new service providers, new business operation formats, and new forms of requirements of markets, such as the reduction of use of conventional electronic devices, consumers may need multi-purpose equipment, or the focus may be shifted to digital, online, or Cloud services. If the Company is unable to monitor technological advancement and adapt to market requirements, the Company may not be able to maintain its existing customer base and may lose business opportunities.

Such risk affects various businesses of Loxley, in particular, the businesses related to information technology and telecommunications. As the Company is aware of the risks due to technological changes and potential impacts, it has placed emphasis on the plan to develop products and service models and personnel preparation to enable development of innovations or services that meet market demands and the changing business context. This included the increase of cooperation from partners, including research and educational institutions, or joint ventures with small and medium enterprises (SMEs) with innovation and technological expertise and readiness, to enable the Company to have the potential and to be ready to adapt to the changes in a timely manner, able to exist or become the business leader as well as being able to create confidence for its customers.



Additionally, the Company has analyzed business demands of its target customers to develop products and operating systems based on the corporate strategies of customers, in order to ensure future revenue growth and to help expand the business towards sustainable growth with its customers on an ongoing basis.

## Risks from Trading SBG with Supply Chain Impacts

With respect to risks of the Trading SBG, which required management of both demand and supply, which are the important factors in business operations and the main risks of this business, and in the past year, in terms of supply, there were still problems due to shortages of raw materials in some industries, that may cause insufficient products to meet customer demand in some periods, plus the attacks on cargo vessels in the Red Sea that resulted in disruption of global maritime transportation and higher freight costs, or in terms of demand, the requirement for each category of products would vary according to economic conditions, the proper management of demand and supply and stipulation of business operation guidelines are therefore necessary to reduce potential impacts.

The Company continues to focus on supply chain risk management, including procuring additional manufacturers to avoid overreliance on goods from certain manufacturers, continuous monitoring of goods price trends for the purpose of negotiation and appropriate pricing based on different periods. Apart from pricing strategy risk management, the Company placed importance on management of relationships with trade partners by continuously working with customers to know their needs to place orders for goods. These efforts help with inventory management to ensure there would be a sufficient supply of goods and to reduce the risk of excess stock.

## Financial risks from exchange rate volatility

With the nature of the Company's business operations, the Company needs to purchase goods and equipment from manufacturers and trade partners overseas for use in its operations, especially for various projects, including importing goods and raw materials for the Trading SBG, and such activities require the use of foreign currencies to pay for and accept payment for goods. As a result, the Company suffered the risk of exchange rate volatility. Moreover, the economic situations

and cross-border conflicts in 2023 resulted in volatile exchange rates which may affect the cost of goods and project cost. Therefore, in order to prevent financial risks from exchange rate volatility, the Company considers it as one of major policies to follow to ensure smooth business operations and to reduce risks from such external factors, by having management guidelines, i.e., to determine the additional value of exchange rate risk in the project cost calculation and consider gradually trading currency futures contracts to reduce exchange rate volatility and minimize the potential impacts on projects. In addition, the Company emphasizes the importance of inventory management, execution of futures contracts and management of contracts with trade partners.

## Risks from human resources development planning to be in alignment with the business growth wplan

In the Company's business operations, it is necessary to rely on personnel with specialized expertise and skills, especially in major positions and core executive positions of the Company that must rely on experience and expertise in businesses related to technology and complex business operation rules and regulations. If the Company loses these executives and personnel, it may affect the Company's future operating results and financial position.

The Company realized the importance of consecutive personnel development planning, including appropriate strategies for selecting, developing and managing human resources. In this regard, the Company has improved the performance evaluation process and method and pushed for a human resources management policy for each SBG that has a different work culture, in order to ensure management flexibility.

The Company has a policy to take care of its employees, creating a sense of commitment and being part of the organization. In the past, the Company has focused on developing management professionally and developing a new generation of executives for expansion systematically through a succession plan and has developed an individual development plan. Moreover, it allows the executives to express their opinions to formulate the Company's policies, business plans and business directions as well as granting them authority for making decisions in various aspects as appropriate to strengthen the understanding and develop the Company's business management potential and expertise.

## 2.3 Emerging Risk

### Risk from climate change due to greenhouse gas emission

Climate change is one of the main causes of natural disasters that have been more frequent and tend to be more severe, causing the loss of lives and assets, with the extensive economic and social impacts. Climate change also affects consumer behavior that has changed. Consumers tend to be more aware of environmental impacts and sustainability concepts. Trade partners, including the public sector, have issued measures to control, manage or stipulate them as conditions for business operations, such as the policy and measures on management and reduction of environmental impacts, green procurement policies, policies or measures related to greenhouse gas emission reduction, stricter legislation governing climate change, and future collection of tax on greenhouse gas emission. These factors affect the buying decision of customers or trade partners, or may affect the consideration of being selected to take on works, business opportunities, competition, image, and reputation of the Company, and may affect its future profitability. Therefore, it is necessary to be prepared to handle such situations.

In 2023, the Company monitored situations, assessed major climate change-related risks and opportunities, including transition risk and physical risk to establish measures to prevent and handle situations that may arise. It has also commenced the rooftop solar power generation system installation project to increase the use of alternative energy and to decrease greenhouse gas emission.



### Information technology system security risk

The Company uses information technology in its business operations to achieve efficiency, including operating its businesses in industries related to information technology and cybersecurity which must rely on networks and connection to external networks. As a result, the Company is faced with various forms of information technology and cybersecurity risk, such as malware, unauthorized attempts to access data, and other cybersecurity attacks which may cause data leakage, loss or disruption to operating systems, thereby affecting the operations, image and reputation of the Company, including affecting the services delivered to customers.

To minimize such risk, the Company has focused on system development designing process by working with customers in offering solutions and systems that have taken into account the possibility, likelihood and risks that may occur, establishment of data security measures, cybersecurity plans, including installation of other additional security devices. With respect to its internal information system, the Company has formulated an information technology system security policy and rules on information security as practical guidelines for units and employees. The Company has also educated its employees about the guidelines on the correct use of online social media and the guidelines on the prevention of cyber-attacks through the Company's communications channel and in-house training.



# 3 Driving Business towards Sustainability



## 3.1 Sustainability Policies and Goals

Throughout the company's operations, there has always been a strong emphasis on building and maintaining trust with all our stakeholders. To that end, our interactions with all parties from the economic, social and environmental sectors has consistently followed our corporate governance policies. Despite changes and crises in a fast-changing business world, the company has overcome the obstacles and strives to continue with our vision in being "the Inspired Choice for Customers, Business Partners and Investors."

In 2021, the Board of Directors' Meeting No. 6/2021 on 20 December 2021 resolved to issue the Company's sustainability policies to reflect the intention and determination for sustainable development and takes into account all aspects mentioned as well as the wellbeing and human rights of all those involved in the entire supply chain and corporate governance. Goals and business policies under the sustainable framework are set out as follows :



**Economic Aspects :** To operate in a responsible manner; placing the customers' benefit first and foremost by offering high quality products and services suited to their needs at an appropriate price. To create a business model which helps the company develop alongside our business partners, and that helps create trust and strong relationships with our customers.



**Social Aspects :** The company places great importance on creating a positive working environment, caring for the well-being and development of employees towards professionalism and on creating more opportunities for employees with a disability. Furthermore, the Company will strive towards improving the quality of life of the surrounding communities.



**Environmental Aspects :** The Company is aware of the importance of environmental responsibility and is determined to work to reduce consumptions of natural resources and energy as well as curtailing environmental impact by promoting employee activities and participation in various projects on a continuous basis.

The Company's Sustainability Policies is displayed on its website [www.loxley.co.th](http://www.loxley.co.th) under the Sustainability section.

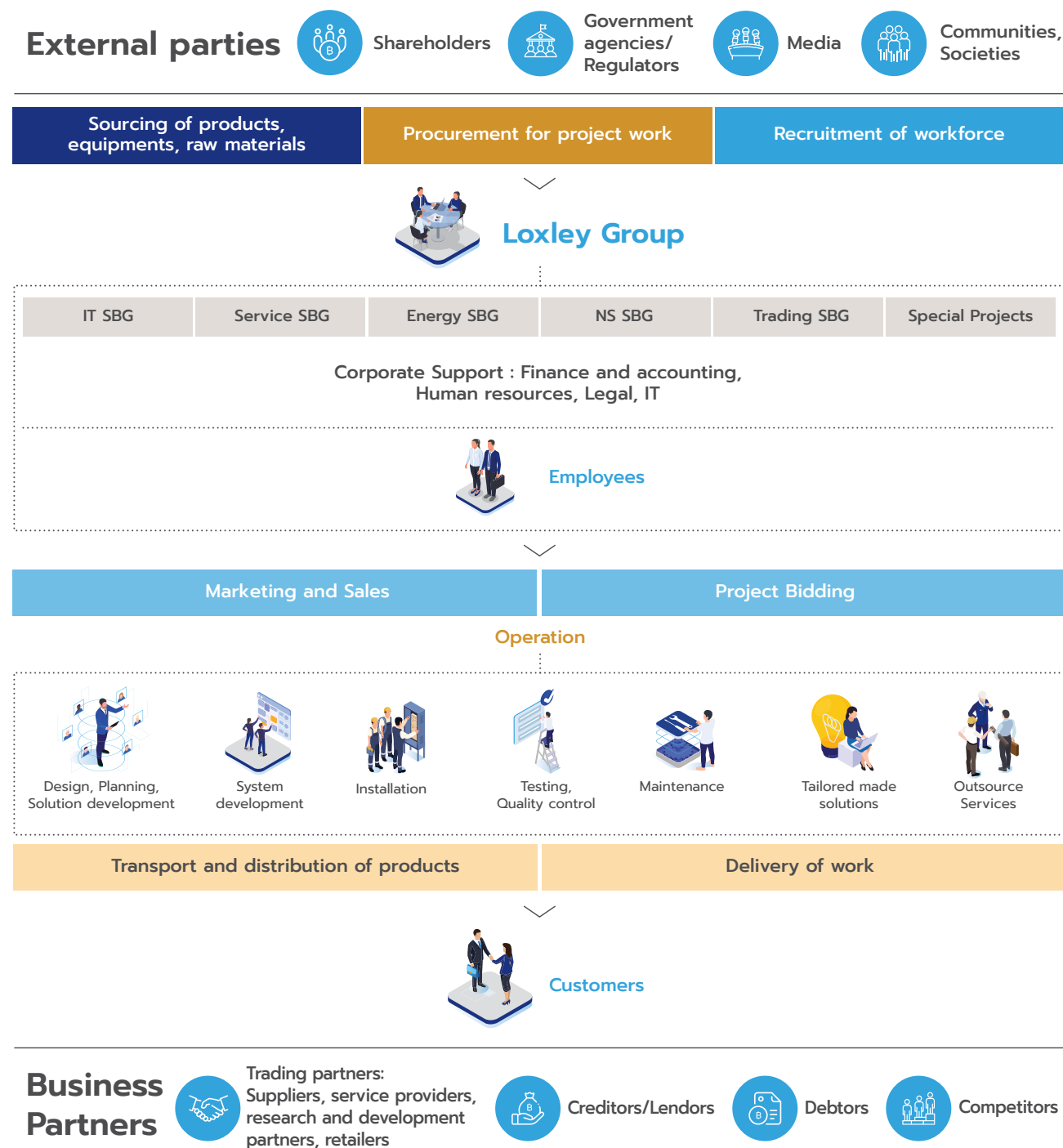
The Company has established a working group to drive its sustainability activities and ensure they are aligned with the visions of sustainable development. The working group will also monitor, follow up on such activities and directly report to the Board of Directors.



## 3.2 Managing the Impact on Stakeholders in the Business Value Chain

### 3.2.1 The Business Value Chain

The Company values its Stakeholders and has an operational approach that responds to the expectations of Stakeholders throughout the entire Value Chain. This is illustrated in the figure below :








## 3.2.2 Stakeholders in the Value Chain

With the vision of being “The Inspired Choice for Customers, Business Partners and Investors”, the Company values its stakeholders in creating value and sustainability for business operations in the long run. Therefore, the Company recognizes and prioritizes the need to respond to stakeholders’ expectations throughout the business value chain from upstream to downstream.

To ensure that the Company responds to the expectations of all stakeholders fairly and appropriately, groups of Stakeholders are classified and operational guidelines for each are set. In addition, the Company sets policies on business ethics to help supervise operations. In 2023, the Stakeholders' needs, expectations, communication channels and examples what has been done for stakeholders were continuously analyzed as follows :

Stakeholder	Expectation	Fulfilling expectations/Action taken	Communication channel
<b>Employees</b> 	<ul style="list-style-type: none"> <li>• Appropriate remuneration and welfare</li> <li>• Job stability and opportunity for growth</li> <li>• Development of knowledge and capabilities for their role that is adapted to business changes</li> <li>• Safe and good occupational health and safety policies, and a good working environment.</li> <li>• Equality in advancement opportunities.</li> </ul>	<ul style="list-style-type: none"> <li>• Developed a performance review system. Set business unit goals and personal KPI to align with the missions and goals of the organization. Hold quarterly performance reviews and encourage communication between employees and managers on performance and expectations.</li> <li>• Established an Individual Development Plan (IDP) for all employees.</li> <li>• Develop individual capabilities by providing both internal and external training courses. These are held both as in-person seminars and online courses. Encourage employees to take professional certification exams in areas such as IT and other specialized technical skills.</li> <li>• Develop leadership skills in management positions by implementing development guidelines and training courses for each management level. Aim to have managers be exemplary role models and leaders that can lead the team to success according to the goals and missions of the business unit and organization.</li> <li>• Review of safety, occupational health and working environment policies. Providing knowledge about safety at work and provide personal safety equipment according to the suitability of the work</li> <li>• Organize employee activities to build good interpersonal relationships in the workplace and to create a positive working environment</li> <li>• Promoting diversity, equality and difference of employee through related policies and internal communications</li> <li>• Arrange the Happy retirement preparation to prepare employees before retirement.</li> </ul>	<ul style="list-style-type: none"> <li>• Email, LINE messenger group, Intranet, Google Site and other social media platforms</li> <li>• Human Resource Information System (HRIS)</li> <li>• Digital Signage and other internal communication channels</li> <li>• Evaluating employee satisfaction with various activities.</li> </ul>
<b>Shareholders</b> 	<ul style="list-style-type: none"> <li>• Respect for shareholder rights and equal treatment for all shareholders</li> <li>• Good business performance and a growth trend for the company</li> <li>• A good corporate governance</li> <li>• Appropriate dividend payment</li> <li>• Accurate and timely communication of company information</li> </ul>	<ul style="list-style-type: none"> <li>• Organize the Annual General Shareholder Meeting to report on the operation results and its development in various area.</li> <li>• Report relevant information according to schedule and when events have occurred through the Stock Exchange of Thailand’s website so that all shareholders and stakeholders have equal and timely access to information.</li> <li>• Provide channels for communicating with company, such as the company website or annual reports</li> <li>• Annually review adequacy of Corporate Governance Policy and follow up on results</li> <li>• Set and review risk management, and crisis management procedures to prevent, correct or minimize effects of unseen events that may occur.</li> </ul>	<ul style="list-style-type: none"> <li>• Shareholder meetings</li> <li>• Company website</li> <li>• Annual reports</li> <li>• Channels for receiving complaints</li> </ul>

Stakeholder	Expectation	Fulfilling expectations/Action taken	Communication channel
<b>Customers</b> 	<ul style="list-style-type: none"> <li>Receive products that meets their needs and expectations in value provided. Quality suitable for the price.</li> <li>Receive accurate product and service information</li> <li>Receive timely and effective assistance and solutions</li> <li>Receive good after-sales service</li> <li>Affairs conducted under good business ethic practices, maintain customer confidentiality and comply with the agreement fairly</li> <li>Monitoring technological changes to introduce new products and services</li> <li>The knowledge and abilities of the company's employees in providing services to build confidence in customers.</li> <li>Increasing the publicity and dissemination of the organization's activities to the public.</li> </ul>	<ul style="list-style-type: none"> <li>Understand customer needs and expectations and provide products and services that meet customers need in both quality and pricing.</li> <li>Continuous training and development of employees.</li> <li>Conducting inspections and ensuring the quality of products and services.</li> <li>Organize meetings, trainings and prepare user manuals for effective technology transfer. And to receive customer feedback so that the company can recommend suitable products to the customers.</li> <li>Offer products and services that are up-to-date with new technology and market demands.</li> <li>Cooperate with corporate customers to co-develop products and goods.</li> <li>Offer channels for reporting complaints and other faults that are readily available to customers</li> <li>Prepare information protection policies and improve internal practices to ensure confidentiality of personal information.</li> <li>Surveying customer opinions and satisfaction to gather data for service improvement and development.</li> </ul>	<ul style="list-style-type: none"> <li>Company website</li> <li>Annual reports</li> <li>Sales representatives, Project managers</li> <li>Joint meetings</li> <li>Team-building events</li> </ul>
<b>Trade partners</b> 	<ul style="list-style-type: none"> <li>Operate business with good business ethic practices and adhering to agreements and treating each other fairly.</li> <li>Long term business partnership</li> <li>Collaboration with partners in co-creating innovations together.</li> <li>Adhering to the standards of partners for sustainable development throughout the business chain, such as safety and occupational health standards, labor rights and human rights, ESG (Environmental, Social, and Governance) standards etc.</li> <li>Announcement of environmental ESG policy and engaging in activities to reduce greenhouse gasemissions, as well as other ESG-related activities</li> </ul>	<ul style="list-style-type: none"> <li>Set and follow anti-corruption policies</li> <li>Maintain good working relationships in the long term, both with domestic and international partners</li> <li>Regularly participate in business meetings with partners.</li> <li>Expand on cooperation and co-development of products and services to create further business opportunities</li> <li>Develop procurement policies and ethical guidelines for partners as a code of conduct.</li> <li>Survey the opinions and expectations of partners to review and improve policies and operational guidelines.</li> <li>Activities related to ESG</li> </ul>	<ul style="list-style-type: none"> <li>Partner meetings</li> <li>Networking meetings and conventions</li> <li>Project managers</li> <li>Company website</li> <li>Annual reports</li> <li>Surveying the expectations of stakeholders to identify key sustainability issues.</li> </ul>
<b>Creditors/ Lenders</b> 	<ul style="list-style-type: none"> <li>Comply with conditions in the agreement</li> <li>Transparency in business operations.</li> </ul>	<ul style="list-style-type: none"> <li>The company ensures that the conditions are complied</li> <li>Notify partners of conditions related procedures</li> </ul>	<ul style="list-style-type: none"> <li>Meetings</li> <li>Project managers</li> <li>Company website</li> <li>Annual reports</li> </ul>

Stakeholder	Expectation	Fulfilling expectations/Action taken	Communication channel
<b>Debtors</b> 	<ul style="list-style-type: none"> <li>Compromise and relief on account of the economic situation</li> </ul>	<ul style="list-style-type: none"> <li>Hold negotiations as appropriate and make decisions on a case-by-case basis</li> <li>Take legal action in cases which do not fit the criteria for relief</li> </ul>	<ul style="list-style-type: none"> <li>Meetings</li> <li>Project managers</li> </ul>
<b>Regulators/ Government agencies</b> 	<ul style="list-style-type: none"> <li>Operate business in compliance with the law and regulations</li> <li>Cooperate with authorities providing pertinent information to be used for further development</li> <li>Release of relevant business information according to law and regulations</li> </ul>	<ul style="list-style-type: none"> <li>Comply with relevant law and regulations</li> <li>Cooperate with and provide feedback as well as information that may be useful to regulators and government agencies when requested</li> </ul>	<ul style="list-style-type: none"> <li>Meetings, forums and academic seminars</li> <li>Reports of business operation</li> </ul>
<b>Media, Analysts</b> 	<ul style="list-style-type: none"> <li>Release financial and operation results correctly and transparently</li> <li>Fast, accessible and reliable channel for communication</li> </ul>	<ul style="list-style-type: none"> <li>Provide channels to communicate information and updates from the company, such as Facebook, annual reports and public press releases</li> <li>Set up an investor relations unit that is responsible for dissemination of information</li> <li>Organize “Opportunity Day” activities</li> <li>Hold interviews, executive press releases and publication of public updates and press releases</li> </ul>	<ul style="list-style-type: none"> <li>Company website</li> <li>Annual reports</li> <li>Communication channels for the public : press conferences, newspaper articles, executive interviews, ‘opportunity day’</li> <li>Information from the Stock Exchange of Thailand</li> </ul>
<b>Community and society</b> 	<ul style="list-style-type: none"> <li>Provide assistance to the community and society</li> <li>Provide continuous support for athletes with disabilities</li> <li>Operate in a manner that takes the environment into consideration</li> <li>Cleanliness and safety in the workplace area.</li> </ul>	<ul style="list-style-type: none"> <li>Organize activities that are beneficial to Khlong Toei nearby communities. Provide support to agencies, foundations, and other organizations to support sustainable development.</li> <li>Organize the Loxley-ASM Sport Hero project which has continuously supported athletes with disabilities</li> <li>Operating a business that considers environmental impacts and advocates for energy conservation for sustainability, such as investing in alternative energy businesses, promoting reduced electricity and water usage within the organization, and utilizing renewable energy sources.</li> <li>Join the Care the Bear project to raise awareness and change the behavior of employees towards reduction of greenhouse gas emissions. Joined the Care the Whale project to reduce greenhouse gas emissions through waste management and separation. Both projects were initiated and supported by the Stock Exchange of Thailand.</li> <li>Put great effort in implementing waste management practices and projects. Campaigns were made to educate employees on waste separation. Separate waste bins were provided for different types of waste, including hazardous waste, recyclable waste, general and organic waste. Collected plastic were sent for recycling and to an up-cycling development process.</li> </ul>	<ul style="list-style-type: none"> <li>Site community visits through social activities</li> </ul>
<b>Competitors</b> 	<ul style="list-style-type: none"> <li>Follow fair and transparent competition framework and regulations</li> <li>Do not infringe on intellectual properties or attempt to collect confidential information</li> </ul>	<ul style="list-style-type: none"> <li>Follow good business ethics and comply with competition frameworks and regulations</li> </ul>	<ul style="list-style-type: none"> <li>Company website</li> <li>Annual reports</li> <li>Cooperation activities between business groups</li> </ul>



## Key Sustainability Issues

In 2023, the Sustainable Development Working Group has analyzed the expectations of each stakeholder group in the business value chain to identify risk areas and potential impacts to both the company and stakeholders. The collected information was used to determine a direction and plan for sustainable development. Key issues were identified as follows :

### Economic Aspects



1. Corporate governance : good government principles, and corporate governance policy and procedures to ensure that the Company would be able to perform work to obtain long-term sustainable returns.
2. Information security : information security system and privacy.
3. Risk and crisis management : risk management resulted by the Company's operation, change of laws and rules, credit risk, image risk, as well as the assessment of emerging risks which may take effect to the business operation.

### Environmental Aspects



4. Operational ecoefficiency : building of balance between the economic growth, and the increased efficiency in using resources and the reduction of emission of pollution to the environment, which would lead to the sustainable production and consumption.
5. Environmental policy and management system : the organization's environmental projects that have been managed universally and systematically under written policy and plan, along with the corporate structure, planning and allocation of resources for development and operating procedures, and the Company's policy implementation with respect to the management of environmental resources.
6. Climate change mitigation and adaptation : effort to reduce and prevent the emission of greenhouse gases by the organization, adaptation and measures taken to respond to the effect of the climate change.

### Social Aspects



7. Labor rights and practice : Treating employees by paying respect to diversity, equitable opportunity, no discrimination, fair compensation, and mechanism and channel of accepting labor complaints.
8. Human resource management and training for talent management : guideline used by the organization in the human resource management to attain the organization's goals, development of talent employees, and personnel replacement.
9. Health and safety along the value chain : care for well-being of employees, customers, suppliers, and environment throughout every step of the production and delivery of products and services.
10. Community engagement: Arranging a variety of activities for communities, volunteer activities, and activities arousing the growth of community economy.



The Sustainable Development Working Group has taken key sustainability issues identified above and organized them in order of importance and urgency to facilitate decision-making. The group has taken into account business strategy, stance of other companies within the industry, international standards, business relevant issues that are receiving attention from sustainability related agencies and lastly, macro-level policies. The organized list is as follows :




The Company determines the operating guideline that is consistent with significant and urgent issues, and, then, integrates them to the Company's business operation. There are 7 issues targeted for assessment and monitoring of outcome, e.g. corporate governance, cyber safety, risk management, operating and practice in labor rights, occupational health and safety of individuals in the value chain, employee management and training of talent employees, and climate change mitigation and adaptation. The work performance shall be reported to the Sustainable Development Task Force and the Board of Directors. The reporting guideline shall be consistent with the GRI Standards 2021 as presented in the 2023 Sustainability Report. Such sustainability issues shall be assessed, monitored, and revised on the yearly basis to have the operating guideline and development goals in the future.

## Economic Aspects



Issues	Goals	Activities/Actions in 2023	Benefits Obtained/ Effect to Business
 <b>Corporate Governance</b>	Quality of Corporate Governance at the <b>excellent</b> level	<ul style="list-style-type: none"> <li>Revision of adequacy of the corporate governance.</li> <li>Preparation and revision of the corporate governance policy and measures.</li> <li>Preparation of the action plan.</li> <li>Monitoring of the implementations, evaluation and monitoring of results, and reporting of such to the Executive Board, and the Board of Directors.</li> </ul>	<ul style="list-style-type: none"> <li>Confidence from stakeholders and investors.</li> <li>Operating efficiency and figures of the operating performance.</li> <li>Company's image.</li> </ul>
 <b>Information Security</b>			
 <b>Risk and Crisis Management</b>			

## Environmental Aspects

Issues	Goals	Activities/Actions in 2023	Benefits Obtained/ Effect to Business
 Mitigation and adaptation to cope with the climate change	<ul style="list-style-type: none"> <li>2023 - Quantity of carbon footprint reduced by waste separation is equivalent to <b>600 trees</b> used to absorb the greenhouse gases.</li> <li>2024 - Information preparation regarding the greenhouse gas emission of the base year.</li> <li>2030 - Reduction of greenhouse gas emission for <b>20% as compared with the base year.</b></li> </ul>	<ul style="list-style-type: none"> <li>Campaign for efficient consumption of resources.</li> <li>Campaign for waste separation.</li> <li>Report on the greenhouse gas emission, scope of work, Type 1 and Type 2 of Loxley Plc.</li> </ul>	<ul style="list-style-type: none"> <li>Participation in the environmental care, and the response to the government policy on the national greenhouse gas reduction.</li> <li>Confidence from stakeholders and investors.</li> <li>Reduction of risks and impact caused by laws and regulations that may take effect to business opportunities and investment.</li> </ul>



## Social Aspects

Issues	Goals	Activities/Actions in 2023	Benefits Obtained/ Effect to Business
 <p><b>Actions and practice regarding labor rights</b></p>	<p>Number of incidents in respect with the violation of human rights is <b>zero</b>.</p>	<ul style="list-style-type: none"> <li>• Strict compliance with related laws and regulations.</li> <li>• Notification of the Code of Conduct for Business Partners.</li> </ul>	
 <p><b>Safety and occupational health of everyone in the value chain</b></p>	<ul style="list-style-type: none"> <li>• Number of fatalities in employees is <b>zero</b>.</li> <li>• Lost time injuries longer than <b>3 days but not more than 3 times</b></li> </ul>	<ul style="list-style-type: none"> <li>• Improvement of the safety and occupational health policy.</li> <li>• Supplier assessment and auditing.</li> </ul>	<ul style="list-style-type: none"> <li>• Development of the quality of life, living, and competency of the personnel.</li> <li>• Operating efficiency and improvement of profitability.</li> <li>• Reduction of risks and impact caused by laws and regulations.</li> </ul>
 <p><b>Efficient management and training for employees</b></p>	<ul style="list-style-type: none"> <li>• Preparation of the individual development plan for <b>80% of all employees</b>, and the plan can be implemented.</li> <li>• Number of training hours for employees is <b>12 hours per person per year</b>.</li> </ul>	<ul style="list-style-type: none"> <li>• Employee training and development is in line with the employee development plan in terms of management and necessary skills for work.</li> </ul>	





## 3.3 Sustainability in the environmental aspect

### 3.3.1 Environmental policies and practices

The company is aware of the current environmental issues and is determined to do its due to society in reducing their extent. Therefore, the company has adjusted internal processes to reduce or mitigate the environmental impact that arises as a result of business operations. The company's sustainability policies places emphasis on implanting and cultivating a culture of resource efficiency, environmental responsibility, energy efficiency, efficient resource utilization and good waste management in our personnel. This is to play our part in taking care of the environment and conserving energy. The company has set a goal to reduce electricity consumption in lighting and air conditioning within the main head office building. With a goal of no more than 2,953,500 kilowatt-hours (kWh) of electricity consumption, which is a baseline from 2020. And to reduce water consumption to no more than 25,000 cubic meters, the baseline for 2020. Furthermore, the company has set a goal to participate in tackling climate change. In 2023, the company set targets for collecting and reporting greenhouse gas emissions data, operational scope type 1 and scope type 2, for Loxley Public Company Limited. Additionally, they conducted waste segregation activities for recycling. The goal was to achieve a reduction in greenhouse gas emissions equivalent to the number of trees used for absorbing greenhouse gases, which amounted to 600 trees.

### 3.3.2 Results of work in environmental sustainability

#### Energy management

The company has implemented measures to utilize energy efficiently and effectively, and to promote energy conservation. Including : campaigning to reduce elevator usage and promote energy conservation through media platforms, signs in the office building and video media that aims to educate people on methods to reduce energy consumption, turning off lighting and air conditioning systems at set times and installation of solar panels on office buildings (Solar Rooftop). In 2023, the company used a total 2,418,000 kWh of electricity for lighting and air conditioning. This is a decrease of 535,500 kWh from the consumption 2,953,500 kWh in the base year of 2020, or a decrease of 18.13%. and the amount of renewable energy used is 12,839.52 kWh

#### Water management

Use of water for consumption in the office should be done in a more socially and environmentally responsible manner. The company has started projects asking for cooperation from employees to start changing small habits in the everyday life to waste less water. For example, signs asking employees to reduce usage of water in the toilet sinks. The projects then extend towards larger aspects such as efficient wastewater management. Wastewater passes through a wastewater treatment system before being released into the public drainage system to avoid negative impacts to the surrounding communities. In 2023, the company consumed 27,837 cubic meters of water, an increase of 2,837 cubic meters from the baseline of 2020, at 25,000 cubic meters and increase of 2022 at 26,918 cubic meters. Regardless, future guidelines and measures will be reviewed to address the issue more effectively.

#### Waste management

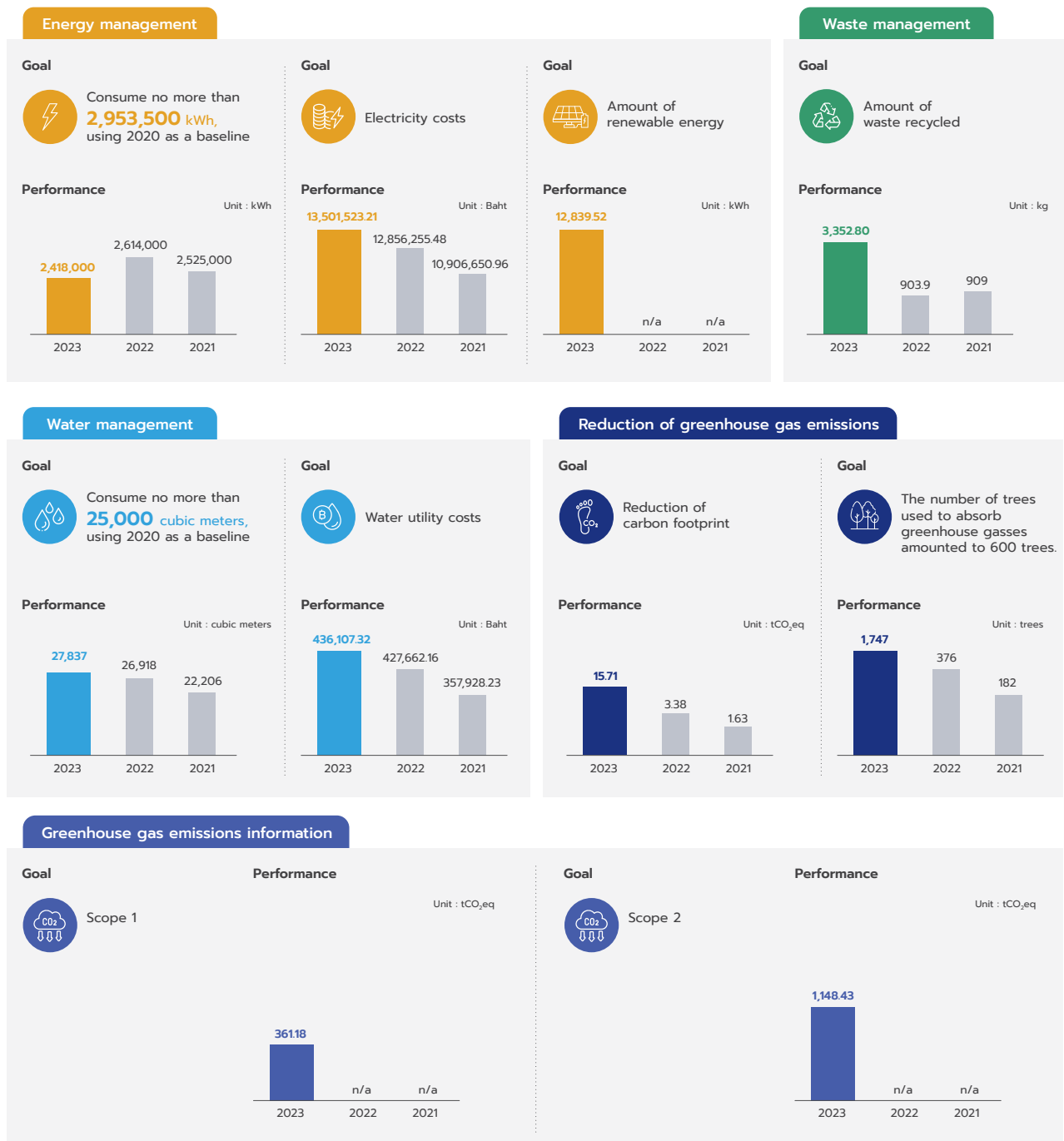
The company manages waste according to the 3Rs principle : Reduce, Reuse and Recycle. This is a concept and practice for making more efficient use of resources. It can help to reduce the amount of waste generated by decreasing the amount used, reusing the product before recycling into another useful product. For example, stopping the use of plastic bags and Styrofoam boxes in the company's canteens, supporting the use of cloth bags, campaign promotes the use of personal water glasses and separating waste into clearly separated waste streams. It includes separating paper waste for recycling into new paper and plastic waste sorting. In 2023, A total of 3,352.80 kg of waste was recycled. To compare, the reduction in greenhouse gas emissions is equivalent to the number of trees needed to absorb greenhouse gases, which is 1,746 trees. Alternatively, it can be expressed as a reduction of 15.71 tCO<sub>2</sub>eq (based on data collected in collaboration with the Stock Exchange of Thailand).

#### Reduction of greenhouse gas emissions

The company places importance on managing greenhouse gas emissions. An energy management working group has been installed to formulate energy saving plans and measures. Such as, working to replace all light bulbs with energy saving LED bulbs, campaigning for separation and recycling of plastic waste into fuel and support for alternative and clean energy includes initiatives such as installing solar panels on office buildings (Solar Rooftop) and declaring policies regarding the management of company vehicles. This involves procurement,

replacement with alternatives, and periodic changes in usage and additional procurement, specifying the use of hybrid or electric vehicles exclusively. In 2023, the company had a share of alternative energy vehicles accounting for 20.37% of all company vehicles. In addition, the company has participated in the Stock Exchange of Thailand's Care the Whale project which aims to reduce waste generation at the source, as part of reducing the emission of greenhouse gases and carbon footprints, which contribute to climate change and reducing carbon footprint.

From the results of the organization's greenhouse gas emissions data collection scope 1-2 for Loxley Public Company Limited during the period from January to December 2023. It was found that the amount of greenhouse gas emissions from scope 1 was 361.18 tCO<sub>2</sub>eq, and scope 2 was 1,148.43 tCO<sub>2</sub>eq. However, in the year 2024, the company aims to proceed with collecting greenhouse gas emissions data for the organization to serve as a baseline for calculating and reporting emissions. Furthermore, arrangements have been made for ongoing auditing and certification of the results.



## 3.4 Sustainability in society aspect

### 3.4.1 Policies and guidelines for sustainability in society

The company has policies to create a positive and happy working environment because we believe that ‘people’ are key in creating positive changes that bring the company forwards in a successful manner. ‘People’ not only covers the company’s personnel but also refers to the surrounding communities and even people outside the company who provide support so that the company can grow strongly and sustainably.

The company is committed to operating with policies that comply fully with laws, rules and regulations related to social management. Including respecting human rights for everyone throughout the business value chain. Examples include :

managing in a way that provides equality and fairness to all personnel, supporting the development and improvement of employees’ capabilities and quality of life through various training courses in both work and life related areas and providing welfare and safety for employees.

With regards to respecting human rights principles, the company respects and treats all stakeholders fairly on the basis of human dignity without discrimination of origin, race, skin color, age, gender, etc. The company treats all employees and workers fairly; providing appropriate compensation and welfare benefits according to labor laws. In addition, the company supports employment for people with disabilities, helping to provide opportunities to create careers and better lives. Lastly, the company has set measures to protect the personal information to ensure the security and privacy of personnel.

A summary of the operational guidelines can be found below :

Subject	Guideline	Implementation and management
1. Transparent recruitment process.	An emphasis on transparency when recruiting new employees to the company.	The company has appointed the Final Interview Committee for selecting suitable personnel based on their qualifications and suitability and consists of qualified senior members from various departments.
2. Comply with labor laws and government policies.	Employment is based on labor laws, guidelines and policies from the government.	Employment is according to labor laws with compensation appropriate to the role, education and qualifications. Overtime pays for extended working hours is provided and employees are given more annual holidays than that stipulated by labor laws. Adjustment of the minimum wages are done according to the Wages Committee. Lastly, the company cooperates with the government in implementing various guidelines and policies.
3. Uphold human rights, equality and fairness principles.	Employment is based on awareness of human rights equality, fairness and without discrimination.	Employ people without discrimination based on age, gender, race, nationality or religion.
4. Employment of people with disabilities.	Employment is based on human rights and dignity-on the fundamental rights and equality of each individual. To this end, employment aims to improve and support career and quality of life for people with disability.	People with disabilities are employed at the company - fulfilling the target number set by the law. In addition, the company implements the Loxley ASM Sport Hero to support the employment of athletes with disabilities and provide them with a stable source of income. This is in order to promote opportunities within society for people with disabilities, equality with other employees in the workplace, and also to encourage their continued participation in the national athletic teams. In 2023, Loxley ASM Sport Hero employed a total of 55 people with disabilities. Of these, 5 individuals worked across various departments within the company, while the remaining 50 worked within the group of companies. The budget allocated to support the employment of people with disabilities amounted to Baht 9,308,700.

Subject	Guideline	Implementation and management
5. Confidentiality of employees' personal information.	Ensure confidentiality and protect employees' personal information for their security, privacy and benefit.	Announcement : Personal Data Protection Policy and Privacy Notice for Employees and Personnel of Loxley Public Company Limited for compliance with the Personal Data Protection Act 2019. This is to set standards for maintaining security of personal data, and proper usage according to the purposes where consent was agreed with the owner of the data.
6. Equality and fairness in termination of work.	Put focus on building understanding. Follow principles equality and fairness when termination of work is necessary due to economic situations, the loss incurred or company necessity.	Early Retirement Program and Voluntary Resignation Program which has financial support for employees. The amount is not less than the amount stipulated in labor law. The company offers training and education on tax management and also offers alternative roles in the company or with its business partners.

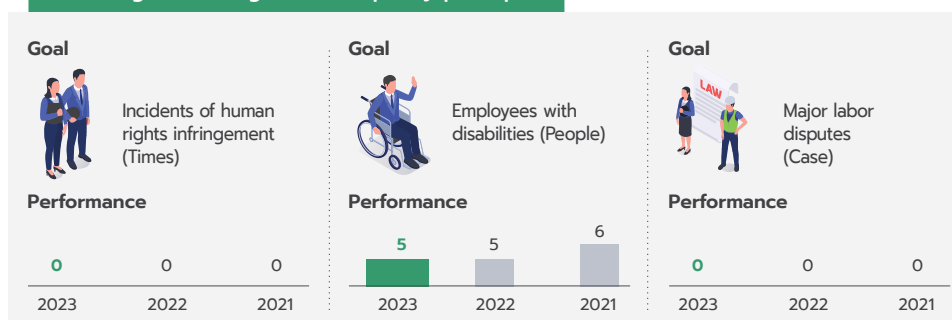
In addition, as part of the community and society, the company has policies aiming to contribute to the surroundings. This is done through continuously supporting various projects and activities that create shared values between the company and the communities such as, community development, education, sports and public health services. This creates a shared happiness within the society and also fulfills part of the company's goal as part of its sustainable development goals.

### 3.4.2 Social Performance

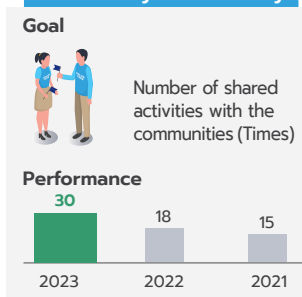
#### Health and Safety



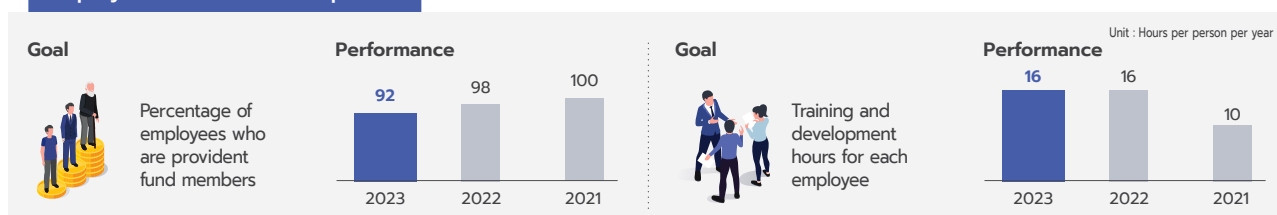
#### Following human rights and equality principles



#### Taking care of the community and society



#### Employee care and development



Note : Information on the social work of Loxley Public Company Limited



In 2023, the company was awarded an “excellent level” for organizations that supports the empowerment of people with disabilities from the Department of Empowerment of Persons with Disabilities, Ministry of Social Development and Human Security.

## Health and Safety aspects

- The company complies with all laws and regulations related to safety, occupational health and the environment by maintaining a working environment that is conducive for work and safe for the wellbeing and valuables of the employees. This includes but not limited to: organizing fire evacuation training and drills to annually maintain and improve employees’ preparedness, educating employees on how the security system works, campaigning for safe driving practices in the building’s parking area and providing a health garden for relaxation and exercise. In 2023, the company acted to manage safety and occupational health by improving the physical wellbeing of employees, renovation buildings and installing facilities equipment, safety warning sign, improving cleanliness of the workplace to reduce pathogens, inspecting and certifying the building’s electrical system and organizing

a fire evacuation training and drill. In 2023, there have been no statistics of fatal accidents involving employees due to work-related incidents, and no employees have been injured to the extent of missing work for more than 1 day.

- To take care of the health and safety of employees during the epidemic situation. The company has prepared measures and procedures to support in the event of an outbreak, including preparing communication channels for reporting incidents and following up on the situation. By assigning the Human Resources Department to be the central unit in incident management.
- The Transport Safety Management System Task Force was established while the personnel were registered in accordance with the transport safety management system (TSM). The registered personnel must attend the training, and pass the examination organized by the Department of Land Transport. Such personnel shall be responsible for planning, controlling, and caring for the transport safety. Their duties also include the preparation of the plan for accident or emergency management and prevention to enhance the transport safety.

## Safety and Occupational Health Training

In 2023, the company and its subsidiaries organized training on safety and occupational health as follows:

Course	Length of training (days/hours)	Organized by	Participants
Fire evacuation	0.5 day	Safety and Health at Work Promotion Association (Thailand) Under Her Royal Highness Princess Maha Chakri Sirindhorn Patronage	277
the energy management system within the organization Auditing	1 day	Solution Engineering Consultant Company Limited	9
Initial firefighting procedures, firefighting training units, and fire evacuation drills	6 hours	Safety and Health at Work Promotion Association (Thailand) Under Her Royal Highness Princess Maha Chakri Sirindhorn Patronage	45
Training course for the Safety, Occupational Health and Working Environment Committee	2 day	Safety and Health at Work Promotion Association (Thailand) Under Her Royal Highness Princess Maha Chakri Sirindhorn Patronage	25
Work safety officer at supervisor level (In-House Training)	2 day	Pinthong Group Management and Consultants Company Limited (P.M.C.)	40
Work safety officer at supervisor level	2 day	Top Professional and Development Company Limited	14
Oil storage facility operator course	2 day	Natural Energy Tech Company Limited	2

## Human Rights and Equality aspects

### Recruitment process

As of 31 December 2023, Loxley Public Company Limited has 486 employees and has hired 5 people with disabilities in accordance with the Persons with Disabilities Empowerment Act 2007 (and as amended). Details are as follows :

Category	Number of employees		
	Male	Female	Total
Permanent employees	224	217	441
Employees and disabilities	2	1	3
<b>Total permanent employees</b>	<b>226</b>	<b>218</b>	<b>444</b>
Contractors	31	9	40
Contractors with disabilities	2	0	2
<b>Total contractors</b>	<b>33</b>	<b>9</b>	<b>42</b>
<b>Total employees</b>	<b>259</b>	<b>227</b>	<b>486</b>

Note : Number of employees with disabilities fulfills requirements of the law

In 2023, the company had 55 employees who voluntarily resigned, or a turnover rate of 10.88 percent.

The company complies with human rights principles throughout the recruitment and employment process of all employees. In 2023, the company adhered strictly to labor protection laws and relevant regulations, as well as implemented personnel policies focusing on the importance of creating a happy working environment. So the company received no complaints about human rights violation and the company has had no significant labor disputes within the past 3 years.

In addition, to reduce the risk of human rights violations, The company has also announced a code of ethics for business partners. It has defined labor and human rights issues and occupational health and safety issues for business partners of the company group to study and use it as a guideline for managing the organization and working together. To ensure that business process standards between the group of companies and trading partners are aligned in the same direction throughout the business chain.

### Termination of Employment

The company may consider laying off employees due to reorganization, a downsizing in workforce, discontinuation of certain positions, reduction in the employee's own work capabilities, employee's personal issues, etc. This is done according to laws and regulations related to employment. The company pays compensation to employees who terminate

their employment fairly and in accordance with the criteria of relevant laws. In 2023, the company has laid off 14 employees.

### Employee care and development

The company through its Human Resources Department provides welfare and other benefits to employees through various incentives in addition to their salaries. This is stated in the work regulations as follows :

- Provident fund - To encourage employees to have savings and additional welfare when necessary due to unforeseen situations or upon leaving the company. The company pays contribution an additional amount to the employees' fund.
- Measures are in place and budget allotted to help employees who have suffered from natural disasters, accidents, or various events of emergencies.
- For employees who have worked with the company for 10 consecutive years, then every following 5 years, a souvenir and certificate are presented by the Company to express its appreciation and gratitude.
- Welfare are extended in the form of subsidies on the demise of parent(s), legitimate spouse or child of a regular employee.
- Special discount will be given to employees on purchase of products or use of the Company's or its affiliates' restaurants.
- Loxley Group Employee club's activities - a way to build good work relationships, engagement, and work environment. This also acts as communication channels to listen to feedback, opinions, and suggestions from employees on various matters.

### Customer care

The company continuously strives to deliver good products and services. It is a mission of the company to be the best choice for customers by providing products and services that meets customers' needs and expectations, and by putting great importance on the customers' benefits. Therefore, in any project, the company arranges periodic meetings with the customer before, throughout and after completion of the project. This allows the company to offer solutions that are tailored to customers' needs, track job progress, improve customer satisfaction, listen to feedback that improves the work and encouraging customer engagement. The Company has implemented personal data protection policies and privacy notices. This is to instill confidence in customers and partners that their personal and business information will be securely managed, stored, and used according to relevant data standards and regulations. In addition, the company provides channels for data owners to exercise their rights over the collected data according to the law. In 2023, the Company has not received any major complaints from customers.

## Procurement Policy and Practice Guideline to Suppliers

The meeting of the Board of Directors, No. 5/2023 on 19 October 2023 resolved to approve the procurement policy which was revised in accordance with the good governance principles to ensure that the Company's operation relating to procurement is appropriate, efficient, proficient, and run in the same direction. The Company's procurement activities are carried out fairly, transparently, and ethically under its sustainability strategy in order to make all stakeholders trust in the Company.

The Company complies with fair trade competition frameworks. This includes complying strictly to contracts, trades at fair purchasing and selling prices, and taking into consideration all aspects of price, quality and functionality of products and services before trading. In addition, the company has a register of vendors for consumer goods, office supplies, electronic equipment and consumables to facilitate fair comparisons that is constantly updated and reviews as appropriate.

To merge the suppliers' participation in operating the business on social and environmental responsibility and morality, the Company provides the Business Ethic and Code of Conduct to guide the suppliers of the Group of Company to operate their businesses with accountability, and to grow up together sustainably throughout the value chain. Such practice guideline may be applied by the suppliers in their organizations as appropriate to make the business standards between the Group of Companies and these suppliers run in the similar way. This deems a pace of cooperation which leads to the business development along with the creation of sustainable society and environment.

## Caring for the community and society

The Company has policies in place to take care of the surrounding communities and society. Focus is placed on contributing back to society by leveraging the resources and expertise of the organization and its employees. With this, the Company aims to respond and resolve social issues, promote community development, provide opportunities for underprivileged or disabled people, and to promote engagement with the network organizations in the area. Namely these are: the Penang market community, Duang Prateep Foundation and the Sikkha Asia Foundation., Wat Khlong Toei Nai and Wat Khlong Toei School.

## "LOXLEY - ASM Sport Hero"

Loxley Public Company Limited and ASM Security Management Company Limited as the Company's subsidiary, have continuously given some financial support to disabled persons under care of Sport Association for the Disabled of Thailand (under the Royal Patronage of His Majesty the King) for consecutive 12 years under "LOXLEY - ASM Sport Hero" program by purchasing some sport equipment for disabled athletes, supporting disabled athletes to participate in the national and international sport competitions and so on. The Company has constantly recruited the disabled persons to be its employees. In 2023, 55 disabled athletes were recruited by the Company. Except an opportunity of work career, this is to support the use of sport competency to create reputation for themselves and Thailand.

In 2023, disabled athletes from the program participated in several international competitions such as the 12<sup>th</sup> ASEAN Para Games at Cambodia, the 2023 World Para Athletics Championships in Paris, France, the 4<sup>th</sup> Asian Para Games at Hangzhou, China, IBSA Blind Football World Grand Prix 2023 in Brazil, etc.

The Company has published and promoted the activities and achievements of athletes from the program through newspapers, TV programs, websites and other online media platforms to raise awareness and to create acceptance and inspiration for people with disabilities and underprivileged people.

The Company is committed to continuously supporting and implementing many projects for people with disabilities. In 2023, the Company was awarded for an organization supporting the employment of persons with disabilities at "Excellent" level, given by the Department of Empowerment of Persons with Disabilities, the Ministry of Social Development and Welfare.

## "OPPY" by LOXLEY

Loxley Public Company Limited establishes the OPPY by Loxley Club to carry out various activities to improve the quality of life of the elderly. The activities include the teaching and learning of using the computer, internet, and applications to make the elderly wise to new technologies, and other health and mind promotion activities to balance life and to improve the quality of life such as the activity of improving the right cerebral hemisphere and meditation practice by watercolor painting, the slowdown of Alzheimer's Disease by Line Dance

and singing, cartoon drawing, Chinese paintbrush art, etc. At present, this club is transformed to be a social enterprise with aim at being the model of longevity society to help the elderly care for themselves and live in the aging society comfortably as a kind of supporting the pace of the aging society. Up to now, this social enterprise contains over 5,000 elderly members.

Except some internal activities, OPPY in collaboration with alliances arranged many activities for the elderly and neighboring communities. For example, the Company and Advanced Info Service Public Company Limited arranged the training program for OPPY members to promote their digital skills from cyber protection devices in the subject of “Wise to Tricks, Danger on Online World” via digital learning program platform. This program aims at helping the elderly aware of the digital danger and live on the online world constructively and safely. The Company also arranged the activity educating about the maintenance and checking of cooking gas tank in the subject of “Serve Happiness, Deliver Knowledge to the Community”. This activity was held for students at Prathom 5 and 6, Wat Khlong Toei School, in collaboration with Atlas Energy Public Company Limited, LPG service provider, etc.

### Development of the Penang market community

The Company has collaborated with the Penang market community committee to prepare the “2023 Strong Community Project” while complying with strict COVID-19 measures. The project’s target group is the community committee with children and youth in the community who helped drive work by putting their effort together. The goal of the project is to promote self-sufficiency by encouraging group-work in thinking, designing, planning and delegating to run various projects and activities in the community. All projects and activities are based on mutual agreement, cooperation after holding productive meetings together. Members of the working group will have the opportunity to develop their capabilities, teamwork skills and build a good relationship with others in the community. Activities are as follows :

- **Community in Photograph Activity**

In 2023, the Community Committee and youth determined the subject of “Community in Photograph Activity” to create the joint learning, living, and harmony through the photograph activity. Ten children from 4 communities comprising Penang Market Community, 70 Rai Community,



Lock 1-2-3 Community, and Lock 4-5-6 Community were selected to learn about photograph taking and courtesy, and look for the community attraction to be disseminated in the online world. There were some lessons learned from this activity while the photographs were delivered to the Community for its historical record.

- **Activities to promote community relations**

This activity takes place throughout the year at specific times or on important festivals. These are events or festivals that align with the culture and context of the community, such as Mother’s Day or New Year’s Eve. These events serve to promote good intra-community relationships and cohesion by providing opportunities for people to celebrate together with joy. The activities are organized by the community committee, BY Penang youth group and the Company’s CSR activities department.

- **Dessert Cabinet Activity**

This activity is organized every month to allow the Community Committee and youth to discuss and summarize their working, and to have the communication channel.



## Development of Khlong Toei Community

- The Company in collaboration with Pho3nix Foundation, Switzerland, organized the Move for Life event. The event promoted the physical body skills, cognitive and emotional skills, and social skills, and educated about waste separation as well. The activity was divided into 2 levels depending on the skill level. In 2023, this activity was held 3 times; namely, on the period of February-March, and June-August at Chumchon Mooban Pattana School, attended by 25 students, and on the period of November-December at Wat Khlong Toei School, attended by 66 students. The volunteers from the Company also participated in this activity.
- The Company offered to Wat Khlong Toei School the teaching and learning materials, appliances in school, and some money to renovate the library.
- The Company in collaboration with Duang Prateep Foundation organized “Caravan Tale” project on the summer to educate about traffic discipline to children at Khlong Toei. The Caravan Tale campaign visited 10 communities, including Romklao Community, 70-Rai Community, Ta Rua Railway Community, Pattana Mai Community, Lock 1-2-3 Community, Rim Klong Phra Kanong Community, Flat 23-24 Community, Flat 11-18 Community, Nong Mai Community, and Wat Khlong Toei Nai Community.
- The Company offered its products to 33 communities in Khlong Toei, which would be further delivered to children there on the National Children Day

## Projects for social development

### • Blood donation activities

The Company has collaborated with the National Blood Service Center of the Thai Red Cross Society to set up blood donation activities for employees in the company since 1999. Then in 2012, the Company invited other companies in the area, namely : The Shell Company of Thailand Co., Ltd., Bangkok Post Co., Ltd. (Public Company Limited) and Colgate-Palmolive (Thailand) Co., Ltd. to participate in the blood donation activity. Coordination was rotated between each participating member company to organize a total of 4 blood donation runs per year. In 2023, The amount of blood received from donations and usable is 215 units.

### • Education activities

The Loxley Group has cooperated with the Chitralada School (vocational program) to provide on-site education since 2005. Activities were provided for students in

the 3<sup>rd</sup> year of the information technology vocational program and later expanded to include students in the Bachelor’s level of the Faculty of Business Administration from the Chitralada Institute of Technology. In 2023, the company received internship students at the second-year professional certificate level, totaling 2 individuals.

### • Activities for society

The Company invites its employees to donate unwanted desk calendars to make teaching materials for the Bangkok School for the Blind through a donation through the Foundation for the Blind in Thailand (under the Royal Patronage of Her Majesty the Queen).

## Projects to provide financial supports and objects to government and private agencies and institutes

In 2023, the Company has provided the financial support and materials support to many government and private agencies, foundations, and institutions in the total of Baht 22,560,369.17 as listed below.

- Monetary support for operations in the total of Baht 7,480,789.80 to many foundations, hospitals, sport clubs, temples, and agencies as follows :
  - UNICEF Thailand
  - Foundation for Khao Yai National Park Protection
  - Vajiravet College Chaloem Phrakiat Foundation
  - Suanluang Rama IX Foundation
  - Foundation for the Blind in Thailand under the Royal Patronage of Her Majesty the Queen
  - Foundation for Children with Cerebral Palsy and Intellectual Disabilities (girl)
  - Police General Pow Sarasin Foundation
  - Khlong Sam Wa Hospital
  - King Prajadhipok Institute’s Society
  - Money offering in Kathin ceremony at Wat Pa Rong Than, Trad province
- Donation of stuff and products of the Company for public benefits in the total of Baht 85,332.50, e.g. support of Nongpho milk on the National Children’s Day in 2023 to 33 communities in Khlong Toei District and Thung Maha Mek Police Station to arrange activities on the Children’s Day, donation of teaching and learning materials to several schools located at Khlong Toei District, and donation of electronic tools to Naresuan University.

- Giving support by arranging social activities in the amount of Baht 14,994,246.87, which included Loxley-ASM Sport Hero, Move For Life sport activity arranged for Chumchon Mooban Patana School and Wat Khlong Toei School, Caravan Tale activity arranged on the summer for 10 communities located in Khlong Toei District, support for Port Futsal Club and Port F.C. Club.
- Other public benefit activities, such as donating surplus goods. In 2023, employees collected and delivered 9.5 kg of plastic straws to the Sustainable Power Foundation. Delivered 2 kg of lottery tickets and 6 kg of aluminum can lid rings for the Association of Persons with Physical Disability International. Lastly, delivered 27 kg of plastic caps to Quali Thailand Co., Ltd. for further use.

## The format and nature of social support



**Total**  
**22,560,369.17 Baht**

**Percentage**  
**100.00**

### The format of support



**Support in the form of money**  
**7,480,789.80 Baht**  
**33.16%**



**Goods and services**  
**85,332.50 Baht**  
**0.38%**



**Social activities**  
**14,994,246.87 Baht**  
**66.46%**

### The nature of support



**Donation**  
**4,637,789.80 Baht**  
**20.56%**



**Community and social investment**  
**9,437,032.50 Baht**  
**41.83%**



**Commercial investment for social impact**  
**8,485,546.87 Baht**  
**37.61%**

From the outcomes of the activities and projects described above, the positive impacts to society can be summarized as follows :

- Continuously provide jobs and career opportunities for athletes with disabilities. Raise awareness and acceptance for the underprivileged and for people with disabilities in society and also inspire people through publicizing the activities of these athletes.
- Children and youth groups in the Klong Toei community and the Penang market community, the Duang Prateep Foundation, the Sikkha Asia Foundation and in the Khlong Toei area show continuous growth and development. People in the communities are ready to start initiatives for their own communities and are volunteering to help in other communities as well. This is a good start for

becoming self-sufficient, and for being able to spread the culture of giving to others.

- Encourage and cultivate awareness of the importance of caring for the community and environment with a focus on sustainability through self-improvement and good problem solving.
  - Build a community based on cooperation, participation and engagement from all parties within the community
- Furthermore, the Company encourages employees to attend training seminars on sustainability. These include both internal and external training courses and seminars. Employees are encouraged to use the knowledge gained to contribute to the company's sustainable development operations and to act as agents of change in society.

In 2023, the Company has organized activities related to training and seminars in sustainability as follows :

Course	Length of training	Organized by	Participants
Sustainability and ESG workshop	5 day	Optiwise Company Limited	30
Creating an organization's carbon footprint (CFO) workshop	1.5 day	Securities and Exchange Commission together with Thailand Greenhouse Gas Management Organization	8
Online discussion on the topic “Trends, Opportunities and Challenges in ESG”	2 hour	Thai Listed Companies Association	2
Online seminar on the topic : Guidelines for disclosing ESG information in One Report	2 hour	Thai Listed Companies Association	2
Business and Human Rights Course for listed companies” (ESG SEC) and Guidelines for self-inspection of business operations with respect for human rights in all aspects under the Business and Human Rights Project for Business Sectors in the Thai Capital Market (Phase 2)	1 day	Law Chula & Securities and Exchange Commission	2
ESG 101 course	1 day	The Stock Exchange of Thailand (SET)	1
ESG Risk Management Practical Challenges	1 day	Securities and Exchange Commission and Federation of Accounting Professions	4
ESG Seminar on the topic “Impacts of Climate Change on Business”	2 hour	Thai Investors Association	1
Creating ESG DNA for Employees (Sustainability knowledge set for personnel at all levels in the organization)	1 day	Personnel Management Association of Thailand together with The Stock Exchange of Thailand (SET)	1
SDG Guidebook for Listed Companies and SDG Impact Standards	1 day	Securities and Exchange Commission	2
Insight in SET : Knowledge for growth and sustainability in the capital market (Phase 3)	2 day	The Stock Exchange of Thailand (SET)	1
GRI Standards Certified Training Course 2021 Update	2 day	Thaipat Institute	1
Corporate Governance Audit	1 day	Federation of Accounting Professions	1
Preparation of audit action plans based on the COSO control framework.	1 day	Federation of Accounting Professions	1
Responsible Business Alliance : RBA	1 day	Thumb Up Plus Production Company Limited	62
ASM Organization Optimization Project, ASM Culture Smart and Value, How to Implement, ASM Commitment	1 day	In-House	187
SMART Core Value “Active”, Take Action Get Active, 2023 Corporate Strategy	1 day	In-House	167
C Level Speech (ASM Transformer, Empower, Smarter not harder, Respect Yourself, Self Transform, Self Esteem)	1 day	In-House	163

## 4. Management Discussion and Analysis related to the Results of Business Operations (MD&A)

### 4.1 Analysis of Financial Position and Operating Results

Operating results according to the consolidated financial statements of the Company and its subsidiaries for the years 2023, 2022 and 2021

#### Income

In 2023, 2022 and 2021, the Company had total income of Baht 11,235.65 million, Baht 12,638.57 million and Baht 11,835.61 million, respectively. Income structure can be described as follows :

Income Structure (Unit : Million Baht)	Year ended 31 Dec 2023		Year ended 31 Dec 2022		Year ended 31 Dec 2021	
	Value	%	Value	%	Value	%
Revenue from sale of goods and rendering of services	11,075.25	98.57%	12,446.05	98.48%	11,695.80	98.82%
Other income	160.40	1.43%	192.52	1.52%	139.81	1.18%
<b>Total income</b>	<b>11,235.65</b>	<b>100.00%</b>	<b>12,638.57</b>	<b>100.00%</b>	<b>11,835.61</b>	<b>100.00%</b>

The Company's main income was from projects at an average of 52-58% and from services and distribution of goods at an average of 42-48%, which can be divided by business segment as detailed in the table of consolidated revenue by business segment.

#### Total revenues by business segment

Total income in 2023, 2022, and 2021 as categorized by business segment is as follows :

Income Structure (Unit : Million Baht)	Year ended 31 Dec 2023		Year ended 31 Dec 2022		Year ended 31 Dec 2021	
	Value	%	Value	%	Value	%
Information Technology SBG	2,646.94	23.56%	2,664.06	21.08%	2,674.29	22.59%
Services SBG	1,623.47	14.45%	1,528.78	12.10%	1,332.96	11.26%
Energy SBG	905.83	8.06%	733.02	5.80%	960.46	8.12%
Network Solutions SBG	2,593.61	23.08%	2,340.65	18.52%	2,382.32	20.13%
Trading SBG	3,332.15	29.66%	4,831.02	38.22%	4,302.54	36.36%
Special Project and Other Businesses	626.63	5.58%	1,121.72	8.87%	678.39	5.74%
<b>Total income</b>	<b>11,728.63</b>	<b>104.39%</b>	<b>13,219.25</b>	<b>104.59%</b>	<b>12,330.96</b>	<b>104.19%</b>
<u>Less Related Transaction</u>	(554.00)	(4.93)%	(630.66)	(4.99)%	(531.26)	(4.49)%
<u>Add Unallocated Other</u>	61.02	0.54%	49.98	0.40%	35.91	0.30%
<b>Total income</b>	<b>11,235.65</b>	<b>100.00%</b>	<b>12,638.57</b>	<b>100.00%</b>	<b>11,835.61</b>	<b>100.00%</b>



The revenues for the year of 2023 totaled Baht 11,235.65 million, comprising main revenues from the Trading Business Group, Information Technology Business Group, and Network Solutions Business Group in the proportion of 29.66%, 23.56%, and 23.08% respectively. If compared with revenues in 2022, the revenues of Baht 3,332.15 million earned by the Trading Business Group in 2023 decreased by Baht 1,498.87 million or a decrease of 31.03% due to pressure from the selling price and competition of the palm oil since the end of 2022 that had lower selling price. Nevertheless, the revenues in this year earned by the Energy Business Group amounting to Baht 905.83 million and by the Network Solutions Business Group amounting to Baht 2,593.61 million were better than the previous year for 23.58% and 10.81% respectively resulted by the economic recovery and delayed transportation while the supply chain became better.

The total revenues of Baht 12,638.57 million in 2022 comprised some main revenues from the Trading Business Group, Information Technology Business Group, and Network Solutions Business Group for 38.22%, 21.08%, and 18.52% respectively. If compared with those in 2021, the revenues from the Trading Business Group in 2022 totaled Baht 4,831.02 million,

an increase of Baht 528.48 million or 12.28% from the previous year resulted by the relief of COVID-19 pandemic and Thailand reopening on the second half of the year which made the household consumption and services hike. The revenues of the special projects business and others Baht 1,121.72 million increased by Baht 443.33 million or 65.35% from the previous year due to the growth of printing and technology department.

As of 31 December 2023, the group and its companies counted revenues from projects and services expected in the future from as yet unfulfilled operations of Baht 7,213 million and Baht 1,597 million respectively, with most of this revenue expected to be realized between 2024 and 2029.

### Other Income

Other income of the Company involves the dividend, quantity discount, interest, and other revenues. In 2023, the Company gained this income amounting of Baht 160.40 million, a decrease of Baht 32.12 million from the year of 2022 because, in 2022, other income of Baht 192.52 million or an increase of Baht 52.71 million from the year of 2021 came from the money returned by suppliers after the previous setting of the allowance for impairment amounting to Baht 35.5 million.

### Costs and Expenses

The Company had costs and expenses in 2023, 2022, and 2021 as follows :

Costs and Expenses of the Company (Unit : Million Baht)	Year ended 31 Dec 2023		Year ended 31 Dec 2022		Year ended 31 Dec 2021	
	Value	%	Value	%	Value	%
Cost of sale of goods and rendering of services	9,340.44	81.70%	10,937.85	85.52%	10,576.12	86.14%
Distribution costs	622.94	5.45%	598.13	4.68%	517.76	4.22%
Administrative expenses	1,275.77	11.16%	1,154.42	9.03%	1,132.49	9.22%
(Gain) loss on fair value adjustment	44.75	0.39%	(43.71)	(0.34)%	(102.61)	(0.84)%
Finance costs	148.62	1.30%	142.50	1.11%	154.61	1.26%
<b>Total expenses</b>	<b>11,432.52</b>	<b>100.00%</b>	<b>12,789.19</b>	<b>100.00%</b>	<b>12,278.37</b>	<b>100.00%</b>

### Cost of Goods Sold and Rendering of Services

The Company's cost of goods sold and rendering of services in 2023 amounted to Baht 9,340.44 million or a decrease of 14.60% from the year of 2022 due to the declining sales sum. However, if considering the gross profit margin on 2023, 2022, and 2021 with the gross profit margin of 15.66%, 12.12%, and 9.57% respectively, the gross profit margin in 2023 was improved to stay on the normal criteria because, in 2023, the Company got no effect from the provisions of project works as compared with the year of 2023 and 2021 where the effect still existed for Baht 178 million and Baht 590 million respectively.

### Distribution Costs and Administrative Expenses

The Group of Companies had some significant distribution costs which include the expenses relating to personnel, expenses for sales promotion, and transportation cost. The distribution costs in 2023 amounted to Baht 622.94 million or an increase of 4.15% from the year of 2022. Most costs came from some expenses in being the distributor for new products of the Trading Business Group, e.g. Nong Pho Milk, Lee Kum Kee Oyster Sauce, and Mum Sap products, etc.

Key management expenses comprised human resources, depreciation and amortization, public utilities and office expenditures. Total management expenses in 2023 were Baht 1,275.77 million, similar to 2022's figure of Baht 1,154.42 million.

Costs and Expenses of the Company (Unit : Million Baht)	Year ended 31 Dec 2023		Year ended 31 Dec 2022		Year ended 31 Dec 2021	
	Value	%	Value	%	Value	%
Information Technology SBG	2,611.66	23.24%	2,617.25	20.62%	2,610.28	21.35%
Services SBG	1,524.05	13.56%	1,453.53	11.45%	1,259.97	10.30%
Energy SBG	875.68	7.79%	777.53	6.13%	898.02	7.34%
Network Solutions SBG	2,521.07	22.43%	2,430.55	19.15%	2,811.62	23.00%
Trading SBG	3,276.68	29.15%	4,615.09	36.37%	4,158.86	34.02%
Special Project and Other Businesses	610.83	5.44%	997.99	7.86%	651.74	5.33%
<b>Total Costs and Expenses</b>	<b>11,419.97</b>	<b>101.61%</b>	<b>12,891.94</b>	<b>101.58%</b>	<b>12,390.49</b>	<b>101.34%</b>
<u>Less</u> Related Transaction	(531.85)	(4.73)%	(542.48)	(4.27)%	(499.41)	(4.08)%
<u>Add</u> Unallocated Other	351.03	3.12%	340.94	2.69%	335.29	2.74%
<b>Total Costs and Expenses</b>	<b>11,239.15</b>	<b>100.00%</b>	<b>12,690.40</b>	<b>100.00%</b>	<b>12,226.37</b>	<b>100.00%</b>

### Gain on Fair Value Adjustment

Gain (loss) on fair value adjustment is to recognize differences of fair value of derivatives (Forward Contract), and other non-current financial assets (equity instruments that are not demanded by the market, and not categorized as subsidiary or associate and joint venture). The value of derivatives is assessed by the mark-to-market approach while the value of equity instruments is assessed by using the latest net asset value as of the reporting date. The Company had the equity instruments not in line with the market demand as of 31 December 2023 amounting to Baht 335.60 million, which mainly was an investment in the soybean oil industry with the net asset value of Baht 253.87 million.

In 2023, 2022, and 2021, the Company has recognized the profit (loss) from fair value adjustment equivalent to Baht (44.75) million, Baht 43.70 million, and Baht 102.61 million respectively from the fair value adjustment of investment in equity instruments not in line with the market.

## Financial Cost

The Company's financial cost in 2023 amounted to Baht 148.62 million or an increase of Baht 142.50 million from the year of 2022. This increase was derived from higher interest rates during the year.

(Unit : Million Baht)	Year ended 31 Dec 2023		Year ended 31 Dec 2022		Year ended 31 Dec 2021	
	Value	% per Total income	Value	% per Total income	Value	% per Total income
Total income	11,235.65	100.00%	12,638.57	100.00%	11,835.61	100.00%
Total costs and expenses	(11,432.52)	(101.75)%	(12,789.19)	(101.19)%	(12,278.37)	(103.74)%
Share of profit of associates and joint ventures-net	596.37	5.31%	310.92	2.46%	500.60	4.23%
Reversal of expected credit loss	16.58	0.15%	82.99	0.66%	662.38	5.60%
<b>Profit (loss) before income tax expense</b>	<b>416.08</b>	<b>3.70%</b>	<b>243.29</b>	<b>1.92%</b>	<b>720.22</b>	<b>6.09%</b>
Income tax	(56.40)	(0.50)%	(88.59)	(0.70)%	(107.51)	(0.91)%
Profit from discontinued operation, net of tax Non-controlling interests	(0.57)	(0.01)%	(67.15)	(0.53)%	(94.35)	(0.80)%
<b>Profit (loss) to owners of the parent</b>	<b>359.11</b>	<b>3.20%</b>	<b>87.55</b>	<b>0.69%</b>	<b>518.37</b>	<b>4.38%</b>

## Share of Profit of Associates and Joint Ventures, Net

The share of profit from investments in joint ventures is to recognize the profit or loss from operating activities of associates and joint ventures by means of the equity method based on the investment proportion. The key investments fell in the lubricant industry and coated steel industry. The Company's share of profit of associates and joint ventures in 2023, 2022, and 2021 amounted to Baht 596.37 million, Baht 310.92 million, and Baht 500.60 million respectively. The increase of these transactions in 2023 mostly came from the improved share of profit of associates in the coated steel business group due to less fluctuation of hot rolled steel price and lower distribution price of coated steel in the market. This made the Company's gross profit margin look better, which, subsequently, gradually made the cost management better.

## Reversal of expected credit impairment loss accounting

Profit items from the reversal of losses by devaluation during 2023 2022 and 2021 were items in which the company received repayment of debt and outstanding interest, and accounts receivable from joint ventures which had been previously booked as an allowance for loss. The entire devaluations totaled Baht 30 million, Baht 91 million and Baht 771 million respectively. This was a result of the joint venture receiving payment for damages subsequent to a verdict of the Supreme Administrative Court.

## Net Profit

The company had net profit from shareholders' equity for 2023, 2022 and 2021 of Baht 359.11 million, Baht 87.55 million and Baht 518.37 million respectively.

In 2023, the Company recorded a net profit of Baht 271.56 million or an increase over 100% from the year of 2022. This change is a positive factor from the Company's improved share of profit of associates and joint ventures as detailed stated above while there was no negative factor from the provisions of the project works in the Network Solutions Business Group.

**The Company's and subsidiaries' financial status as of 31 December 2023, 2022 and 2021**

As of 31 December 2023, 2022 and 2021, assets, liability and shareholder's equity of the Company are as follows :

Unit : Million Baht	31 Dec 2023	31 Dec 2022	31 Dec 2021
Assets	13,570.32	14,349.68	15,072.31
Liabilities	7,222.31	8,341.35	9,107.78
Shareholders' equity	6,348.01	6,008.33	5,964.53
<b>Total liabilities and shareholders' equity</b>	<b>13,570.32</b>	<b>14,349.68</b>	<b>15,072.31</b>

**Assets**

The Company's total assets as of 31 December 2023, 2022 and 2021 were Baht 13,570.32 million, Baht 14,349.68 million and Baht 15,072.31 million respectively.

**Key assets are detailed as follows :****Accounts receivable**

The company had total accounts receivable as of 31 December 2023, 2022 and 2021 of Baht 1,925.61 million, Baht 2,324.26 million and Baht 1,958.56 million respectively. The rate of increase (decrease) at the end of 2023 and 2022 were (17.15%) and 18.67% respectively. The company's main accounts receivable come from government agencies and state enterprises in large-scale projects in the Network Solutions and IT divisions.

The company booked allowances for credit losses expected to arise for accounts receivable during 2023, 2022 and 2021 of Baht 15.94 million, Baht 0.15 million and Baht 83.11 million respectively.

**Accounts receivable in debt restructuring agreements (long term and short term)**

The company had total accounts receivable from debt restructuring agreements as of 31 December 2023, 2022 and 2021 of Baht 357.55 million, Baht 508.39 million and Baht 670.14 million respectively. This was reduced because of repayments received under the OTEP debt forgiveness plan according to details of the compromise plan, and booked as interim allowances for credit losses between 2022 and 2021.

However, due to the pandemic of COVID-19, the Company's trade receivable, OTEP, has defaulted on payments since May 2020. Up to now, the default payment amount for the additional annuity excluding the default interest on May 2022 and 2023, amounted to Baht 155 million and Baht 209 million

respectively or Baht 364 million in total. Later, the trade receivable, OTEP, submitted a letter requesting for an expansion of repayment periods which were due for the default periods mentioned above. However, Loxley Wireless Public Company Limited replied such request in writing and reserved the right to charge the default interest in accordance with the Settlement Agreement.

During Year 2022 - 2023, Loxley Wireless Public Company Limited filed a petition to the Legal Execution Department by requesting for seizure of assets of this trade receivable. Later, on May 2023, Loxley Wireless Public Company Limited filed a petition to the Civil Court by requesting for an examination of assets of this trade receivable, OTEP. Later, a portion of assets of this trade receivable was seized.

On November 2023, the Civil Court ordered to revoke the order issued by the executing officer for seizure of assets subject to the trade receivable's objection. Later, on 25 December 2023, Loxley Wireless Public Company Limited lodged an appeal to the Appeal Court against such order of revocation, and requested for considering and issuing the order of reversing the decision made by the First Instance Court. At present, the Court is on trial on this case. The Management of the Group of Companies and subsidiaries anticipate that this case would not take any material effect to the financial statements.

**Other debtors (short term and long term)**

The company had total other debtors outstanding as of 31 December 2023, 2022 and 2021 totaling Baht 391.34 million, Baht 443.51 million and Baht 638.03 million respectively. These included withholding tax, value added tax, accounts receivable for sales promotion costs, advance expenditures, accrued interest receivable, advance payments to employees and deposits. The rate of decrease as of the end of 2023 and 2022 were 11.76% and 30.49% respectively. In 2022, The big



debtors which were reduced, comprised accrued interest receivable from joint venture companies totaling Baht 42.79 million. This was the result of the joint venture receiving compensation for damage from the Government Lottery Office as mentioned above, which was fully paid up mid-year.

### **Assets arising from contracts (short term and long term)**

Assets arising from contracts comprise accounts receivable not yet collected, and debtors providing performance guarantees. The company's total uncollected accounts receivable is the value of work in process according to work completion ratio which is expected to be collected from the customer. In this, the company has complied with the hiring contract, but has not yet specified a schedule of delivery tranches to collect income from various different projects. The reason for total uncollected accounts receivable being so high was because that in some cases, the disbursement of money according to the contract was conditional on completing the installation of the work and passing a Final Acceptance Test. Meanwhile, the company was booking income from the project according to successful milestones of the work according to financial reporting standards. This may not be consistent with tranches of issuing invoices. However, after the company has fulfilled the terms and conditions of the contract and the tranche in the schedule of financial disbursement, the company can issue invoices to the customer and book the account as normal accounts receivable.

Liabilities from performance guarantees are liabilities on projects in which the company was deducted installments by the hirer to an amount agreed in the contract as a performance guarantee. Approximately 1-2 years after the work has been delivered, the company will be refunded this money from the customer.

The company had assets arising from contracts as of 31 December 2023, 2022 and 2021 of Baht 1,338.66 million, Baht 1,461.55 million and Baht 2,234.81 million respectively. The rate of decrease as of the end of 2023 and 2022 were 8.41% and 34.60% respectively. The main reason for reductions in 2022 was the collection of money following the schedule for tranche payments on large projects.

### **Inventory**

The Company's inventory as of 31 December 2023, 2022, and 2021 amounted to Baht 513.78 million, Baht 750.87 million, and Baht 684.18 million respectively whereas the increase (decrease) rates at the end of 2023 and 2022 were (31.58)% and 9.75% respectively. The decline of the inventory was mainly resulted by the installation and delivery of project devices, and the management of products available for sale by the Trading Business Group. The Company's main inventory involved tools and equipment for project works and project works in process of the Information Technology Business Group and the Network Solutions Business Group. The products available for sale included the consumption goods and chemical product. The Company recorded the allowance to reduce inventory to net realizable value for the year of 2023, 2022, and 2021 amounting to Baht 5.44 million, Baht 7.36 million, and Baht 3.88 million respectively.

### **Advance expenses for products and services (short term and long term)**

The company had advance expenses for products as of 31 December 2023, 2022 and 2021 totaling Baht 853.50 million, Baht 764.36 million and Baht 786.25 million respectively. The rate of increase (decrease) as of the end of 2023 and 2022 were 11.66% and (2.78%) respectively. The increase (decrease) of advance payments for goods and services was mostly the result of project operations and booked as costs during the year.

### **Investment in Associates and Joint Ventures**

The Company's investment in associates and joint ventures as of 31 December 2023, 2022, and 2021 amounted to Baht 2,819.07 million, Baht 2,915.30 million, and Baht 3,143.96 million respectively. Most changes came from the recognition of increasing share of net profit from investments (decrease) from the deduction of dividend whereas the rates of change were not so high. At the end of 2023 and 2022, the rates of change dropped by 3.30% and 7.27% respectively.

### **Other current assets**

Other current assets, or temporary investments, are items of cash on deposit and short-term promissory notes from financial institutions. The company and its subsidiaries had temporary investments as of 31 December 2023, 2022 and 2021 of Baht 435.08 million, Baht 514.93 million and Baht 475.26 million respectively. Movements in temporary investment were the result of normal changes to the management of working capital.

### Other non-current assets

Other non-current assets comprise money on one-year fixed deposit, debt instruments and capital instruments for which there is market demand, and for which there is not market demand. Other non-current assets as of 31 December 2023, 2022 and 2021 totaled Baht 512.79 million, Baht 526.88 million and Baht 502.95 million respectively. The rate of increase (decrease) at the end of 2023 and 2022 was (2.67%) and 4.76% respectively. The increase (decrease) was mainly due to fair value adjustments compliance with financial reporting standards in tools of capital instruments which were not in market demand.

### Investment Property

Investment property of the Group of Companies consists of the contemporary land and structure which, at present, have not yet been specified for objectives of uses in the future, and the right-of-use assets under the main lease agreement (building for rent) in which the Group of Companies aims to lease out them to the third party. As of 31 December 2023, the fair value amounted to Baht 467.47 million. Such fair value was appraised by an independent appraiser approved by the SEC by taking account of the current value of the net cash flow obtained from such assets. The fair value was similar to the fair value in 2022 amounting to Baht 479.08 million. In addition, there was the recognition of the unrealized loss from the fair value adjustment of Baht 7.43 million, Baht 1.10 million, and Baht 3.31 million in 2023, 2022, and 2021 respectively.

### Land, buildings and equipment

Land, buildings and equipment comprise land and buildings and adjustments, fixtures and fittings, office equipment, tools, leased equipment, vehicles and work under construction which the company has used in its operations. As of 31 December 2023, 2022 and 2021, these had a total value of Baht 1,008.20 million, Baht 999.20 million and Baht 1,008.34 million respectively.

### Right-of-use assets

Right-of-use assets comprise the right to control assets according to the terms of agreements to lease land, buildings and adjustments, office equipment and vehicles. As of 31 December 2023, 2022 and 2021 these totaled Baht 152.24 million, Baht 147.49 million and Baht 147.25 million respectively.

### Other intangible assets other than goodwill

Other intangible assets other than goodwill comprise software licenses. Intangible assets as of 31 December 2023, 2022 and 2021 totaled Baht 54.04 million, Baht 64.38 million and Baht 75.21 million respectively. The rate of decrease as of the end of 2023 and 2022 were 16.06% and 14.40% respectively.

### Liabilities

The company had total liabilities as of 31 December 2023, 2022 and 2021 totaling Baht 7,222.31 million, Baht 8,341.35 million and Baht 9,107.78 million respectively. The rate of decrease at the end of 2023 and 2022 was 13.42% and 8.42% respectively.

### Key liabilities are detailed as follows :

#### Overdraft Account and Short-term Loans from Financial Institutions

The Company had the overdraft account and short-term loans from financial institutions as of 31 December 2023, 2022 and 2021 amounting to Baht 1,147.77 million, Baht 1,404.46 million, and Baht 1,593.66 million respectively. These changes were in line with the demand of working capital in each year. At the end of 2023 and 2022, these changes have declined for 18.28% and 11.85% respectively. Such overdraft account and short-term loans from financial institutions involved the overdraft account, short-term loans, and liabilities under trust receipt. The short-term loans in 2023 were mainly the short-term loans from the credit line of project works, which would be repaid according to the money collection period.

#### Trade account payables

The company had trade payables as of 31 December 2023, 2022 and 2021 totaling Baht 1,710.63 million, Baht 2,289.35 million and Baht 2,315.68 million respectively, with a rate of decrease at the end of 2023 and 2022 of 25.28% and 1.14% respectively. Most of this was trade creditors in projects from the Network Solutions division, Trading division and IT division.

#### Other Payables (short term and long term)

The company had other payables as of 31 December 2023, 2022 and 2021 totaling Baht 1,085.79 million, Baht 1,011.65 million and Baht 943.78 million respectively. The rate of increase at the end of 2023 and 2022 was 7.33% and 7.19% respectively. As of 31 December 2023, the company's other payables comprised unpaid project costs, allowances of guarantees for damage and other unpaid expenses.

### Liabilities arising from contracts (short term and long term)

The company had liabilities arising from contracts (advance payments from customers) as all 31 December 2023, 2022 and 2021 totaling Baht 601.30 million, Baht 482.32 million and Baht 757.74 million respectively. The rate of increase (decrease) at the end of 2023, 2022 was 24.67% and (36.35%) respectively. In 2023, this was increased from money received in advance from customers in the IT division, for which gradually installed and recognize income during the year.

### Loan from Related Parties (short and long terms)

The Company had a loan from related parties as of 31 December 2023, 2022, and 2021 respectively amounting to Baht 81.43 million, Baht 80.73 million, and Baht 92.73 million respectively with the rates of increase (decrease) at the end of 2023 and 2022 for 0.87% and (12.94)% respectively. At the end of 2023, the Company had a loan from related parties amounting to Baht 80 million. This loan has been granted to the Company's subsidiary and the partial amount has been granted by the financial institution to purchase the investment property since 2016 in the total of Baht 265.47 million. The remaining amount is the loan from related parties, which would be gradually repaid. The loan granted by the financial institution was completed repaid.

### Long-term liabilities

Unit : Million Baht	31 Dec 2023	31 Dec 2022	31 Dec 2021
- Current portion of lease liabilities	91.12	85.65	78.88
- Current portion of long-term loans from financial institutions	130.58	118.68	375.53
- Loan under debt restructuring agreement and accrued interest expenses	393.43	538.87	686.77
- Current portion of Long-term debenture	-	-	700.00
- Lease liabilities	102.40	136.00	170.68
- Long-term loans from financial institutions	640.81	753.10	171.34
- Long-term debenture	300.00	300.00	-
<b>Total Long-term liabilities</b>	<b>1,658.34</b>	<b>1,932.30</b>	<b>2,183.20</b>

The Company had the long-term liabilities as of 31 December 2023, 2022, and 2021 amounting to Baht 1,658.34 million, Baht 1,932.30 million, and Baht 2,183.20 million respectively with the rate of decrease at the end of 2023 and 2022 for 14.18% and 11.49% respectively. As of 31 December 2023, such long-term liabilities included the liabilities from debt restructuring and accrued interest payable of a subsidiary of the Company amounting to Baht 393.43 million. The installment plan would be based on the debtor's cash flow

according to the Debt Restructuring Agreement for a period of 6 years, commencing on 2017 as explained in the subject of "Debtor under the Debt Restructuring Agreement" The long-term liabilities amounting to Baht 300 million would be repaid in September 2025. For the long-term loan from financial institutions amounting to Baht 630 million, the principle would be repaid on every six months on June and December of each year up to Year 2029.

The following table shows the remaining maturity period of long-term liabilities.

Unit : Million Baht	Payment terms			
	Within 1 year	1-5 years	Over 5 years	Total
- Lease liabilities	91.12	79.35	23.05	193.52
- Long-term loans from financial institutions	130.58	447.85	192.96	771.39
- Loans under debt restructuring agreement and accrued interest expenses	393.43			393.43
- Long-term debenture	-	300.00		300.00
<b>Total long-term liabilities as of 31 December 2023</b>	<b>615.13</b>	<b>827.20</b>	<b>216.01</b>	<b>1,658.34</b>

### Provisions for employee benefits (short term and long term)

The company had provisions for employee benefits as of 31 December 2023, 2022 and 2021 totaling Baht 719.23 million, Baht 700.72 million and Baht 725.63 million respectively. The rate of increase (decrease) at the end of 2023 and 2022 was 2.64% and (3.43%) respectively. The company assessed provisions for employee benefits using the Projected Unit Credit Method, applied by an independent expert.

### Shareholders' equity

Shareholders' equity as of 31 December 2023 was Baht 6,348.01 million comprising paid-up capital of 2,264.95 million, consisting of 2,264.95 million paid-up ordinary shares with a par value of 1 THB. Retained earnings appropriated as legal reserves and unappropriated earnings were Baht 166.58 million and Baht 1,403.13 million respectively. There were changes in shareholdings by subsidiary companies of Baht 1,301.45 million and other components of shareholders' equity were Baht 439.45 million

### Cash flow of the company and its subsidiaries at the end of 2023, 2022 and 2021

The company had net cash flow from (used in) operations in 2023, 2022 and 2021 of Baht 350.81 million, Baht 412.51 million and Baht (647.40) million respectively. This net cash flow is positive (negative) from business operations. There are causes of change to the working capital every year, and the key change making net cash flow positive in 2023 was important changes to operating assets and liabilities, which were a decrease in trade payables of Baht 404.12 million, trade account receivables from debt restructuring agreement reduced by Baht 165 million, assets from contracts reducing by Baht 122.89 million, trade account payables reducing by Baht 585.41 million, liabilities from contracts increased by Baht 118.98 million, and payments of tax income and withholding tax in 2023 of Baht 170.91 million.

The company had net cash flow from investments in 2023, 2022 and 2021 of Baht 576.19 million, Baht 626.22 million and Baht 811.31 million respectively. The company had net cash from key activities in 2023, 2022 and 2021 of dividends of Baht 683.43 million, Baht 574.71 million and Baht 372.85 million respectively, an (increase) decrease of borrowings of Baht 4.61 million, Baht (0.34) million and Baht 482.63 million respectively, and Interest income of Baht 13.31 million, Baht 150.51 million and Baht 180.15 million respectively.

The company had net cash flow from (used in) fundraising activities in 2023, 2022 and 2021 of Baht 753.12 million, Baht (819.78) million and Baht (578.96) million respectively key fundraising activities in 2023, 2022 and 2021 were a reduction in overdrafts and short term borrowings from financial institutions of Baht 256.70 million, Baht 188.87 million and Baht 99.32 million respectively. Repayments of long term borrowings and debentures were Baht 373.60 million. Baht 1,386.61 million and Baht 558.02 million respectively. Long term borrowings from financial institutions and debentures increased by Baht 21.00 million, Baht 1,067.00 million and Baht 200.00 million respectively. Payment of costs on borrowing were Baht 139.37 million, Baht 128.56 million and Baht 142.41 million respectively.

Therefore, in 2023, 2022 and 2021 the Company's increase (decrease) in net cash and cash equivalents was Baht 173.88 million, Baht 218.95 million and Baht (415.05) million respectively.



## The Company's financial ratio analysis

### Liquidity Ratio

Liquidity Ratio	2023	2022	2021
Current ratio (times)	1.59	1.36	1.16
Quick ratio (times)	1.23	1.08	0.88
Flow liquidity (times)	0.06	0.06	(0.09)
Account receivable turnover (times)	2.76	2.76	2.33
Collection period (days)*	130.55	130.52	154.26
Inventory turnover (times)	14.80	15.23	15.02
Inventory turnover period (days)	24.32	23.64	23.96
Account payable turnover (times)	4.67	4.75	4.13
Payment period (days)	77.08	75.78	87.16
Cash cycle (days)	77.79	78.37	91.06

Note \* Period of debt-collection is calculated on the aggregate total of trade accounts receivable and contract assets.

The Company's overall liquidity for three years, i.e., 2021-2023, was in the normal range, at over 1.00 times, without any substantial change.

### Profitability Ratio

Profitability Ratio	2023	2022	2021
Gross profit margin (%)	15.66%	12.12%	9.57%
Operating profit (loss) margin (%)	(0.44)%	(0.07)%	(2.46)%
Net profit (loss) margin (%)	3.20%	0.69%	4.38%
Return of equity (%)	6.09%	1.53%	9.59%

### Efficiency Ratio

Efficiency Ratio	2023	2022	2021
Return on assets (%)	2.57%	0.60%	3.38%
Return on fixed assets (%)	50.67%	23.33%	70.24%
Asset turnover (times)	0.80	0.86	0.77

The Company had better profitability and efficiency ratio if compared with the previous year due to the improved share of profit of associates and joint ventures, and no negative factors from recording estimated liabilities from loss of project works in the Network Solutions Business Group as stated in the sales cost and service cost.

## Financial Policy Ratio

Financial Policy Ratio	2023	2022	2021
Debt to equity (times)	1.14	1.39	1.53
Dividend payout ratio* (%)	N/A	-	53.80%

Note \* Dividend ratios calculated from the balance sheet of each business

The company's debt to equity ratios in 2023, 2022 and 2021 were 1.14, 1.39 and 1.53 respectively. These ratios were reduced as a result of the repayment of long-term borrowings and debentures, and a reduction in overdrafts and short term borrowings from financial institutions to manage projects. These gradually reduced as each project was completed.

## 4.2 Factors with potential future impacts on operations and financial status

Most factors with the potential to impact operations and financial status in the future are external factors, as follows :

### Revenue structure

1. Revenue structure in the group as of 31 December 2023 was 40% from the government sector and state enterprises. Therefore, the company's revenues have a relationship with national budget expenditures, including political security and economic conditions, and changes in policy from the state sector may impact the revenues of this group.
2. The revenue structure mostly comes from projects whose value and completion schedule is definitively determined by contracts. They require performance guarantees as stipulated in the contract. In the cases of equipment cost overruns, the company is at risk of shouldering these excess costs, with no recourse of demanding compensation from the customer as agreed. The company also has risk factors which may delay projects such as importation and delivery of product from suppliers, bringing things to the site, as well as verification, acceptance and handover of the project to the customer.

### Financial risk factors

Financial risk factors include volatile foreign exchange rates, and market interest rates. As of 31 December 2023, the group had liabilities subject to interest totaling Baht 2,780.36 million. Thus, if market rates increased, the company's finance costs also increased. However, as the structure of the company's

debt to equity ratio is not very high, this resulted in finance costs in 2023 remaining at a manageable level, calculated at 1.32% of revenues.

### Strategy and Guideline of Business Operation of the Company

The Company is determined to gain growth under a long-term goal to be a company that undertakes businesses and makes investment through the organic expansion and new S-curve investment in 5 main businesses in where the Company has been specialized. The corporate strategy, business strategy, and operational strategy are defined. The implementation results are regularly and tangibly monitored in terms of the operating performance, customers and products, operations, and potential development of personnel, along with the appropriate risk management in the business operation. These are to boost strength and added value to the Company's business model, and to shift the business operation potential through the organization synergy.

ESG is an important issue taking effect to the Company's business operation because the consumers are more likely to concern about the impact to the environment, and to think of sustainability. Other business alliances and government agencies place more management measures that are formulated as conditions when considering the business operation such as the policy and measures on reducing the environmental impact, green procurement policy, policy or measures relating to greenhouse gas emission, more stringent laws on climate change control, measures on tax collection for greenhouse gas emission in the future, etc. These all take effect to the decision-making in any purchase or to the consideration in awarding any project work, business opportunities, competition, image, and reputation of the Company, as well as profitability of the Company in the future. However, the Company took actions to mitigate such risks by applying the ESG issues as the criteria of selecting the suppliers, and by presenting new technologies to the customers to support the use of clean energy, and to reduce the use of unnecessary resources.

The Company monitors the situation and evaluates all risks and changes relating to the climate change including the transition risk and physical risk to define the precise plan and measures to cope with such situation. The Company determines that the operating activities must reduce the greenhouse gas emission for 20% from the quantity of greenhouse gas emission in the normal case by Year 2030. Such an attempt implies the Company's determination to be a part of operating the business under sustainability and responsibility to the environment.

Regarding the employee care and development, the Company focuses on developing the employees who deem the valuable resource. The individual development plan is provided; meanwhile, the employees have been developed by various forms including training, coaching, self-learning, and others. The succession plan is also defined to systematically prepare the employees to have necessary knowledge and skills to cope with any business challenges that are changing rapidly.

## 4.3 Key financial data

### 4.3.1 Financial Statements

#### 4.3.1.1. Summary of audit reports of Loxley Public Company Limited and its subsidiaries

Year	Auditor	CPA No.	Audit Firm
ปี 2566	Ms. Marisa Tharathornbunpakul	5752	KPMG Phoomchai Audit Limited
ปี 2565	Ms. Marisa Tharathornbunpakul	5752	KPMG Phoomchai Audit Limited
ปี 2564	Ms. Marisa Tharathornbunpakul	5752	KPMG Phoomchai Audit Limited

#### Financial statements for the years ended 31 December 2023, 2022 and 2021

The financial statements of Loxley Public Company Limited (the "Company") and its subsidiaries for the years ended 31 December 2023, 2022 and 2021 were audited by KPMG Phoomchai Audit Limited. The auditor had expressed an unqualified opinion in the certified public accountant's report. The auditor was of the view that the Company's financial

statements fairly present, in all material respects, the Company's financial position as of 31 December 2023, 2022 and 2021, operating results and cash flow for the year then ended of Loxley Public Company Limited and its subsidiaries and the separate financial statements of Loxley Public Company Limited in accordance with the financial reporting standards.

### 4.3.1.2 Summary of financial statements of Loxley Public Company Limited and its subsidiaries

#### Loxley Public Company Limited and its subsidiaries Statement of financial position as of 31 December 2023, 2022, and 2021

Assets	Consolidated financial statements			Percentage to total		
	2023	2022	2021	2023	2022	2021
<b>Current assets</b>						
Cash and cash equivalents	2,449.93	2,275.86	2,056.77	18.05%	15.86%	13.64%
Trade accounts receivable and contract assets	3,220.54	3,756.58	4,082.79	23.73%	26.18%	27.09%
Other receivables and advances paid to suppliers	703.33	628.49	926.09	5.18%	4.38%	6.14%
Current portion of lease receivables	57.03	25.13	30.08	0.42%	0.18%	0.20%
Current portion of receivable under debt restructuring agreement	357.55	246.31	406.40	2.64%	1.72%	2.70%
Short-term loans	62.37	62.37	66.08	0.46%	0.43%	0.44%
Inventories	513.78	750.87	684.18	3.79%	5.23%	4.54%
Other Current financial assets	435.08	514.93	475.26	3.21%	3.59%	3.15%
Other current assets	9.76	10.55	7.27	0.07%	0.07%	0.05%
Non-current assets classified as held for sale	108.73	-	-	0.80%	-	-
<b>Total current assets</b>	<b>7,918.10</b>	<b>8,271.09</b>	<b>8,734.92</b>	<b>58.35%</b>	<b>57.64%</b>	<b>57.95%</b>
<b>Non-current assets</b>						
Investments in associates and joint ventures	2,819.07	2,915.30	3,143.96	20.77%	20.31%	20.86%
Other non-current financial assets (Other long-term investment)	512.79	526.88	502.95	3.78%	3.67%	3.34%
Other receivables and advances paid to suppliers	541.50	579.39	498.18	3.99%	4.04%	3.31%
Lease receivables	11.83	34.21	56.22	0.09%	0.24%	0.37%
Receivable under debt restructuring agreement	-	262.08	263.74	-	1.83%	1.75%
Contract assets	43.73	29.23	110.58	0.32%	0.20%	0.73%
Long-term loans	-	-	11.95	-	-	0.08%
Investment properties	467.47	479.08	477.66	3.45%	3.34%	3.17%
Property, plant and equipment	1,008.20	999.20	1,008.34	7.43%	6.96%	6.69%
Right-of-use assets	152.24	147.49	147.25	1.12%	1.03%	0.98%
Goodwill	41.35	41.35	41.35	0.30%	0.29%	0.27%
Intangible assets other than goodwill	54.04	64.38	75.21	0.40%	0.45%	0.50%
<b>Total non-current assets</b>	<b>5,652.22</b>	<b>6,078.59</b>	<b>6,337.39</b>	<b>41.65%</b>	<b>42.36%</b>	<b>42.05%</b>
<b>Total assets</b>	<b>13,570.32</b>	<b>14,349.68</b>	<b>15,072.31</b>	<b>100.00%</b>	<b>100.00%</b>	<b>100.00%</b>



**Loxley Public Company Limited and its subsidiaries**  
**Statement of financial position as of 31 December 2023, 2022, and 2021**

Assets	Consolidated financial statements			Percentage to total		
	2023	2022	2021	2023	2022	2021
<b>Current liabilities</b>						
Bank overdrafts and short-term loans from financial institutions	1,147.77	1,404.46	1,593.33	8.46%	9.79%	10.57%
Trade accounts payable	1,710.63	2,289.35	2,315.68	12.61%	15.95%	15.36%
Other payables	1,075.34	995.80	929.49	7.92%	6.94%	6.17%
Contract liabilities	339.65	387.94	515.06	2.50%	2.70%	3.42%
Other current financial liabilities	2.19	7.21	0.79	0.02%	0.05%	0.01%
Current portion of long-term loans from financial institutions and current portion of long-term debenture	130.58	118.68	1,075.53	0.96%	0.83%	7.14%
Current portion of lease liabilities	91.12	85.65	78.88	0.67%	0.60%	0.52%
Loans under debt restructuring agreement and accrued interest expenses	393.42	538.87	686.77	2.90%	3.75%	4.56%
Short-term loans	1.49	1.04	25.35	0.01%	0.01%	0.17%
Income tax payable	8.38	4.37	15.07	0.06%	0.03%	0.10%
Provisions for project loss	0.72	216.44	264.63	0.01%	1.51%	1.76%
Current provisions for employee benefits	76.66	32.69	33.44	0.56%	0.23%	0.22%
<b>Total current liabilities</b>	<b>4,977.95</b>	<b>6,082.50</b>	<b>7,534.02</b>	<b>36.68%</b>	<b>42.39%</b>	<b>50.00%</b>
<b>Non-current liabilities</b>						
Other payables	10.45	15.85	14.29	0.08%	0.11%	0.09%
Long-term loans	80.00	80.00	80.00	0.59%	0.56%	0.53%
Long-term loans from financial institutions and Long-term debenture	940.81	1,053.09	171.34	6.93%	7.34%	1.14%
Contract liabilities	261.65	94.38	242.68	1.93%	0.66%	1.61%
Lease liabilities	102.40	136.00	170.68	0.75%	0.95%	1.13%
Deferred tax liabilities	206.48	211.50	202.58	1.52%	1.47%	1.34%
Non-current provisions for employee benefits	642.57	668.03	692.19	4.74%	4.65%	4.59%
<b>Total non-current liabilities</b>	<b>2,244.36</b>	<b>2,258.85</b>	<b>1,573.76</b>	<b>16.54%</b>	<b>15.74%</b>	<b>10.43%</b>
<b>Total liabilities</b>	<b>7,222.31</b>	<b>8,341.35</b>	<b>9,107.78</b>	<b>53.22%</b>	<b>58.13%</b>	<b>60.43%</b>
<b>Equity</b>						
Share capital – ordinary share, par value Baht 1 per share						
Registered capital = 2,331.25 million shares	2,264.95	2,264.95	2,264.95	16.69%	15.78%	15.03%
Paid-up capital = 2,264.95 million shares						
Premium on ordinary shares	503.25	503.25	503.25	3.71%	3.51%	3.34%
Change in percentage of holding in subsidiaries	1,301.24	1,301.45	1,303.12	9.59%	9.07%	8.64%
Fair value reserve	(84.89)	(73.18)	(54.40)	(0.63)%	(0.51)%	(0.36)%
Translation reserve	(2.34)	(7.69)	(8.63)	(0.02)%	(0.05)%	(0.06)%
Revaluation reserve	526.68	532.27	527.65	3.88%	3.71%	3.50%
Retained earnings – Appropriated	166.58	157.49	156.48	1.23%	1.10%	1.04%
– Unappropriated	1,403.13	1,032.03	1,042.14	10.34%	7.19%	6.91%
Non-controlling interests	269.41	297.76	229.97	1.99%	2.07%	1.53%
<b>Total equity</b>	<b>6,348.01</b>	<b>6,008.33</b>	<b>5,964.53</b>	<b>46.78%</b>	<b>41.87%</b>	<b>39.57%</b>
<b>Total liabilities and equity</b>	<b>13,570.32</b>	<b>14,349.68</b>	<b>15,072.31</b>	<b>100.00%</b>	<b>100.00%</b>	<b>100.00%</b>

**Loxley Public Company Limited**  
**Statement of financial position as of 31 December 2023, 2022, and 2021**

အိမ်နိမ့်	Separate financial statements			Percentage to total		
	2023	2022	2021	2023	2022	2021
<b>Current assets</b>						
Cash and cash equivalents	730.88	964.29	443.65	10.77%	12.86%	5.58%
Trade accounts receivable and contract assets	1,300.95	1,463.05	1,669.14	19.16%	19.51%	21.00%
Other receivables and advances paid to suppliers	195.21	328.19	817.31	2.88%	4.37%	10.28%
Current portion of short-term/long-term loans	37.30	38.23	117.30	0.55%	0.51%	1.48%
Current portion of long-term loans to related parties	2.20	-	-	0.03%	-	-
Inventories	216.17	310.95	433.97	3.19%	4.15%	5.46%
Other current financial assets	2.78	2.75	2.74	0.04%	0.04%	0.04%
Other current assets	0.18	0.17	0.32	0.00%	0.00%	0.00%
Non-current assets classified as held for sale	100.00	-	-	1.47%	-	-
<b>Total current assets</b>	<b>2,585.67</b>	<b>3,107.63</b>	<b>3,484.43</b>	<b>38.09%</b>	<b>41.44%</b>	<b>43.84%</b>
<b>Non-current assets</b>						
Investments in subsidiaries, associates and joint ventures	3,105.68	3,185.28	3,199.27	45.75%	42.47%	40.25%
Other non-current financial assets (Other long-term investment)	132.50	145.93	161.03	1.95%	1.95%	2.02%
Other receivables and advances paid to suppliers	108.62	152.20	76.93	1.60%	2.03%	0.97%
Contract assets	31.07	25.17	106.60	0.46%	0.34%	1.34%
Long-term loans	35.40	37.60	36.39	0.52%	0.50%	0.46%
Property, plant and equipment	620.07	614.91	611.75	9.13%	8.20%	7.70%
Right-of-use assets	142.17	196.09	232.97	2.09%	2.61%	2.93%
Intangible assets other than goodwill	27.90	34.35	39.29	0.41%	0.46%	0.49%
<b>Total non-current assets</b>	<b>4,203.41</b>	<b>4,391.53</b>	<b>4,464.23</b>	<b>61.91%</b>	<b>58.56%</b>	<b>56.16%</b>
<b>Total assets</b>	<b>6,789.08</b>	<b>7,499.16</b>	<b>7,948.66</b>	<b>100.00%</b>	<b>100.00%</b>	<b>100.00%</b>

**Loxley Public Company Limited**  
**Statement of financial position as of 31 December 2023, 2022, and 2021**

Liabilities and equity	Separate financial statements			Percentage to total		
	2023	2022	2021	2023	2022	2021
<b>Current liabilities</b>						
Bank overdrafts and short-term loans from financial institutions	329.36	778.43	1,046.68	4.85%	10.38%	13.17%
Trade accounts payable	708.10	795.20	728.65	10.43%	10.60%	9.17%
Other payables	301.68	288.41	242.28	4.44%	3.85%	3.05%
Contract liabilities	70.60	93.88	155.18	1.04%	1.25%	1.95%
Other current financial liabilities	2.19	7.20	0.79	0.03%	0.10%	0.01%
Current portion of long-term loans from financial institutions and current portion of long-term debenture	80.00	70.00	1,026.69	1.18%	0.93%	12.92%
Current portion of lease liabilities	60.95	58.48	52.78	0.90%	0.78%	0.66%
Provisions for project loss	0.72	212.95	247.79	0.01%	2.84%	3.12%
Current provisions for employee benefits	37.31	5.60	3.51	0.55%	0.08%	0.04%
<b>Total current liabilities</b>	<b>1,590.91</b>	<b>2,310.15</b>	<b>3,504.35</b>	<b>23.43%</b>	<b>30.81%</b>	<b>44.09%</b>
<b>Non-current liabilities</b>						
Long-term loans from financial institutions and long-term debenture	850.00	930.00	-	12.52%	12.40%	-
Lease liabilities	91.42	147.74	188.19	1.35%	1.97%	2.37%
Deferred tax liabilities	98.61	98.91	98.29	1.45%	1.32%	1.24%
Non-current provisions for employee benefits	264.93	288.88	323.65	3.90%	3.85%	4.07%
<b>Total non-current liabilities</b>	<b>1,304.96</b>	<b>1,465.53</b>	<b>610.13</b>	<b>19.22%</b>	<b>19.54%</b>	<b>7.68%</b>
<b>Total liabilities</b>	<b>2,895.87</b>	<b>3,775.68</b>	<b>4,114.48</b>	<b>42.65%</b>	<b>50.35%</b>	<b>51.77%</b>
<b>Equity</b>						
Share capital – ordinary share, par value Baht 1 per share						
Registered capital = 2,331.25 million shares	2,264.95	2,264.95	2,264.95	33.36%	30.20%	28.49%
Paid-up capital = 2,264.95 million shares						
Premium on ordinary shares	503.25	503.25	503.25	7.41%	6.71%	6.33%
Fair value reserve	(85.47)	(73.54)	(54.64)	(1.26)%	(0.98)%	(0.69)%
Revaluation reserve	353.68	353.68	353.68	5.21%	4.72%	4.45%
Retained earnings - Appropriated	166.58	157.49	156.48	2.46%	2.10%	1.97%
- Unappropriated	690.22	517.65	610.46	10.17%	6.90%	7.68%
<b>Total equity</b>	<b>3,893.21</b>	<b>3,723.48</b>	<b>3,834.18</b>	<b>57.35%</b>	<b>49.65%</b>	<b>48.23%</b>
<b>Total liabilities and equity</b>	<b>6,789.08</b>	<b>7,499.16</b>	<b>7,948.66</b>	<b>100.00%</b>	<b>100.00%</b>	<b>100.00%</b>

**Loxley Public Company Limited and its subsidiaries**  
**Statement of income as of 31 December 2023, 2022, and 2021**

Items	Consolidated financial statements			Percentage to total		
	2023	2022	2021	2023	2022	2021
<b>Revenue</b>						
Revenue from sale of goods and rendering of services	11,075.25	12,446.05	11,695.80	98.57%	98.48%	98.82%
Other income	160.40	192.52	139.81	1.43%	1.52%	1.18%
<b>Total revenue</b>	<b>11,235.65</b>	<b>12,638.57</b>	<b>11,835.61</b>	<b>100.00%</b>	<b>100.00%</b>	<b>100.00%</b>
<b>Costs and expenses</b>						
Cost of sale of goods and rendering of services	9,340.44	10,937.85	10,576.12	83.13%	86.54%	89.36%
Distribution costs and administrative expenses	1,898.71	1,752.55	1,650.24	16.90%	13.87%	13.94%
Gain on fair value adjustment	44.75	(43.70)	(102.61)	0.40%	(0.35)%	(0.87)%
<b>Total costs and expenses</b>	<b>11,283.90</b>	<b>12,646.70</b>	<b>12,123.75</b>	<b>100.43%</b>	<b>100.06%</b>	<b>102.43%</b>
Reversal of expected credit loss	16.58	82.99	662.38	0.15%	0.65%	5.60%
Share of profit of associates and joint ventures, net	596.37	310.92	500.60	5.31%	2.46%	4.23%
<b>Profit before finance costs and income tax expense</b>	<b>564.70</b>	<b>385.78</b>	<b>874.84</b>	<b>5.03%</b>	<b>3.05%</b>	<b>7.40%</b>
Finance costs	148.62	142.50	154.61	1.32%	1.13%	1.31%
Income tax	56.40	88.58	107.51	0.50%	0.70%	0.91%
<b>Profit for the year</b>	<b>359.68</b>	<b>154.70</b>	<b>612.72</b>	<b>3.21%</b>	<b>1.22%</b>	<b>5.18%</b>
Less Non-controlling interests	(0.57)	(67.15)	(94.35)	(0.01)%	(0.53)%	(0.80)%
<b>Profit Owners of the parent</b>	<b>359.11</b>	<b>87.55</b>	<b>518.37</b>	<b>3.20%</b>	<b>0.69%</b>	<b>4.38%</b>
<b>Net profit per share</b>						
- Basic earning per share	0.16	0.04	0.23			



**Loxley Public Company Limited**  
**Statement of income as of 31 December 2023, 2022, and 2021**

Items	Separate financial statements			Percentage to total revenue		
	2023	2022	2021	2023	2022	2021
<b>Revenue</b>						
Revenue from sale of goods and rendering of services	3,484.09	3,658.76	3,327.93	83.50%	85.05%	85.24%
Other income	688.54	643.12	576.48	16.50%	14.95%	14.76%
<b>Total revenue</b>	<b>4,172.63</b>	<b>4,301.88</b>	<b>3,904.41</b>	<b>100.00%</b>	<b>100.00%</b>	<b>100.00%</b>
<b>Costs and expenses</b>						
Cost of sale of goods and rendering of services	3,048.13	3,425.43	3,440.00	73.05%	79.63%	88.10%
Distribution costs and administrative expenses	879.60	852.84	746.02	21.08%	19.82%	19.11%
(Gain) loss on fair value adjustment	(3.52)	3.29	(6.78)	(0.08)%	0.08%	(0.17)%
<b>Total costs and expenses</b>	<b>3,924.21</b>	<b>4,281.56</b>	<b>4,179.24</b>	<b>94.05%</b>	<b>99.53%</b>	<b>107.04%</b>
Reversal of expected credit loss	22.19	90.45	667.54	0.53%	2.10%	17.10%
<b>Profit (loss) before finance costs and income tax expense</b>	<b>270.61</b>	<b>110.77</b>	<b>392.71</b>	<b>6.48%</b>	<b>2.57%</b>	<b>10.06%</b>
Finance costs	89.25	89.99	97.45	2.14%	2.09%	2.50%
Income tax expense (benefit)	(0.30)	0.63	0.55	(0.01)%	0.01%	0.01%
<b>Profit (loss) for the year</b>	<b>181.66</b>	<b>20.15</b>	<b>294.71</b>	<b>4.35%</b>	<b>0.47%</b>	<b>7.55%</b>
<b>Net profit (loss) per share</b>						
- Basic earnings (loss) per share	0.08	0.01	0.13			

**Loxley Public Company Limited and its subsidiaries**  
**Consolidated statement of cash flows as of 31 December 2023, 2022, and 2021**

Consolidated statement of cash flows	Audited		
	2023	2022	2021
<b>Cash flows from operating activities</b>			
Profit (loss) for the year	359.68	154.70	612.72
Adjustments to reconcile profit (loss) to cash receipts (payments)	(341.10)	12.90	(706.00)
	<b>18.58</b>	<b>167.60</b>	<b>(93.28)</b>
Changes in operating assets and liabilities	332.23	244.91	(554.12)
<b>Net cash from (used in) operating activities</b>	<b>350.81</b>	<b>412.51</b>	<b>(647.40)</b>
<b>Cash flows from investing activities</b>			
Interest received	13.31	150.51	180.15
Dividends received	683.43	574.71	372.85
Increase in investments in associate	(60.00)	-	-
Proceed from paid-up share capital of non-controlling interests	3.76	34.99	-
Increase in property, plant, equipment and intangible assets	(83.29)	(70.95)	(60.26)
Increase in other financial assets	(21.92)	(32.17)	(182.18)
(Increase) decrease in loans to related parties and other parties	4.61	(0.34)	482.63
Proceeds from sale of investment properties	-	-	23.93
Others	36.29	(30.53)	(5.81)
<b>Net cash from investing activities</b>	<b>576.19</b>	<b>626.22</b>	<b>811.31</b>
<b>Cash flows from financing activities</b>			
Payment of change in ownership interest in subsidiaries without a change in control	(4.90)	-	(3.00)
Finance costs paid	(139.37)	(128.56)	(142.41)
Payment of dividends to the company's shareholders	-	(158.43)	-
Decrease in bank overdrafts and short-term loans from financial institutions	(256.70)	(188.87)	(99.32)
Increase (decrease) in short-term loans	0.45	(24.31)	23.79
Increased long term borrowing from financial institutions and debentures	21.00	1,067.00	200.00
Repayment of long-term liabilities	(373.60)	(1,386.61)	(558.02)
<b>Net cash used in fundraising activities</b>	<b>(753.12)</b>	<b>(819.78)</b>	<b>(578.96)</b>
<b>Net cash and cash equivalents increased (decreased)</b>	<b>173.88</b>	<b>218.95</b>	<b>(415.05)</b>
Cash and cash equivalents at 1 January	2,275.86	2,056.77	2,471.03
Effect of exchange rate changes on balances held in foreign currencies	0.19	0.14	0.79
<b>Cash and cash equivalents at 31 December</b>	<b>2,449.93</b>	<b>2,275.86</b>	<b>2,056.77</b>

**Loxley Public Company Limited and its Subsidiaries**  
**Information per share and growth rate as of 31 December 2023, 2022 and 2021**

Information per share	Consolidated financial statements			Separate financial statements		
	2023	2022	2021	2023	2022	2021
net book value per share = $\frac{\text{Shareholders' equity}}{\text{Number of paid up share capital}}$	2.68	2.52	2.53	1.72	1.64	1.69
Earnings (loss) per share = $\frac{\text{Net Profit (Loss)}}{\text{Number of paid up share capital}}$	0.16	0.04	0.23	0.08	0.01	0.13
dividend per share = $\frac{\text{dividend paid}}{\text{Number of paid up share capital}}$	NA	-	0.07	NA	-	0.07

Growth rate	Consolidated financial statements			Separate financial statements		
	2023	2022	2021	2023	2022	2021
Total assets	(5.43)%	(4.79)%	(3.13)%	(9.47)%	(5.66)%	(2.55)%
Total liabilities	(13.42)%	(8.42)%	(11.88)%	(23.30)%	(8.23)%	(13.23)%
Revenue from sale of goods and rendering of services	(11.01)%	6.41%	(18.27)%	(4.77)%	9.94%	(37.53)%
Distribution costs and administrative expenses	8.34%	6.20%	(2.27)%	3.14%	14.32%	(3.92)%
Net profit Owners of the parent	310.16%	(83.11)%	672.68%	801.47%	(93.16)%	282.08%

**Loxley Public Company Limited and its Subsidiaries**  
**Key Financial Ratios as of 31 December 2023, 2022 and 2021**

Key Financial Ratios		Consolidated financial statements			Separate financial statements			
		2023	2022	2021	2023	2022	2021	
<b>LIQUIDITY RATIO</b>								
Current ratio	=	1.59	1.36	1.16	1.63	1.35	0.99	(times)
Quick ratio	=	1.23	1.08	0.88	1.28	1.05	0.60	(times)
Flow liquidity	=	0.06	0.06	(0.09)	(0.11)	0.09	(0.24)	(times)
Account receivable turnover*	=	2.76	2.76	2.33	2.06	1.86	1.33	(times)
Collection period**	=	130.55	130.52	154.26	174.86	193.18	270.42	(days)
Inventory turnover	=	14.80	15.23	15.02	12.85	9.81	10.91	(times)
Inventory turnover period	=	24.32	23.64	23.96	28.01	36.69	33.01	(days)
Account payable turnover	=	4.67	4.75	4.13	4.06	4.50	3.45	(times)
Payment period	=	77.08	75.78	87.16	88.77	80.08	104.47	(days)
Cash cycle	=	77.79	78.37	91.06	114.09	149.80	198.96	(days)
<b>PROFITABILITY RATIO</b>								
Gross profit (loss) margin	=	15.66%	12.12%	9.57%	12.51%	6.38%	(3.37)%	( % )
Operating profit (loss) margin	=	(0.44)%	(0.07)%	(2.46)%	7.13%	0.56%	(8.26)%	( % )
Net profit (loss) margin	=	3.20%	0.69%	4.38%	4.35%	0.47%	7.55%	( % )
Return of equity	=	6.09%	1.53%	9.59%	4.77%	0.53%	8.13%	( % )
<b>EFFICIENCY RATIO</b>								
Return on assets	=	2.57%	0.60%	3.38%	2.54%	0.26%	3.66%	( % )
Return on fixed assets	=	50.67%	23.33%	70.24%	44.91%	18.53%	69.88%	( % )
Asset turnover	=	0.80	0.86	0.77	0.58	0.56	0.48	(times)
<b>FINANCIAL POLICY RATIO</b>								
Debt to equity	=	1.14	1.39	1.53	0.74	1.01	1.07	(times)
Dividend payout ratio	=	N/A	-	30.59%	N/A	-	53.80%	( % )

Notes : \* The account receivable turnover ratio is calculated based on the total accounts receivable excluding OTEP and receivables under lease agreements capital.

\*\* The average collection period is calculated based on the total of trade accounts receivables and contract assets.



## 5. General Information and Other Significant Information

### 5.1 General Information

#### Office Location

##### Head Office

102 Na Ranong Road, Klongtoey Subdistrict,  
Klongtoey District, Bangkok 10110, Thailand  
Telephone : (66) 0-2348-8000  
Fax : (66) 0-2348-8001  
Email : info@loxley.co.th  
Website : www.loxley.co.th

##### Branch Office

Loxley Bangkhen Building  
2 Soi Phaholyothin 19, Chatuchak,  
Bangkok 10900, Thailand  
Telephone : (66) 0-2515-8200

##### Regional Office

244/2 Wua Lai Road, Hai Ya Subdistrict,  
Muang Chiangmai District,  
Chiangmai Province 50100, Thailand  
Telephone : (66) 0-5328-3238

##### Warehouse

83 Moo 5, Leab Klong Rangsit Road,  
Baanmai Subdistrict, Muang Pathumthani District,  
Pathumthani Province 12000, Thailand  
Telephone : (66) 0-2019-6000-10

#### Other Parties

##### Registrar

##### Thailand Securities Depository Company Limited

93 Ratchadapisek Road, Dindaeng Subdistrict,  
Dingdaeng District, Bangkok 10400, Thailand  
Telephone : (66) 0-2009-9000  
Fax : (66) 0-2009-9991  
SET Call Center : (66) 0-2009-9999

##### Auditor

- Ms. Marisa Tharathornbunpakul  
Certified auditor No. 5752 or
- Mr. Veerachai Ratanajaratkul  
Certified auditor No. 4323 or
- Mr. Sakda Kaothanthong  
Certified auditor No. 4628 or
- Mr. Thanit Osathalert  
Certified auditor No.5155

##### KPMG Phoomchai Audit Limited

48<sup>th</sup> - 50<sup>th</sup> Floor, Empire Tower Building  
1 South Sathorn, Yannawa Subdistrict,  
Sathorn District, Bangkok 10120, Thailand  
Telephone : (66) 0-2677-2000  
Fax : (66) 0-2677-2222

##### Debentureholders' Representative and Registrar

##### Bank of Ayudhya Public Company Limited

(for debentures LOXLEY259A)  
Head office, No. 1222, Rama 3 Road, Bang Phongphang  
Subdistrict, Yannawa District, Bangkok 10120, Thailand  
Telephone : (66) 0-2296-3582, (66) 0-2296-5557  
Fax : (66) 0-2683-1298

##### Legal advisor for the issuance and offering of debentures

##### International Law Firm Siam Premier Co., Ltd.

Central World Office, 26<sup>th</sup> Floor, No. 999/9 Rama 1 Road,  
Pathumwan Subdistrict, Pathumwan District,  
Bangkok 10330, Thailand  
Telephone : (66) 0-2646-1888  
Fax : (66) 0-2646-1919

##### Financial Advisor

-None-

## 5.2 Other Significant Information

-None-

## 5.3 Legal Disputes

As at 31 December 2023, Loxley and its subsidiaries are not involved in any litigation or legal action and are not a party in any dispute that is not yet resolved, that the Company believes could negatively impact the assets of the Company and its subsidiaries at an amount higher than 5% of shareholders' equity presented in the consolidated financial statement as of 31 December 2023, or that could significantly affect business operations of the Company or its subsidiaries. However, they may occasionally be involved in legal proceedings or be a party in litigation related to normal business operations of the Company and its subsidiaries.

## 5.4 Secondary Market

-None-

## 5.5 Regular Contact Financial Institution

### Bank of Ayudhya Public Company Limited

(for debentures LOXLEY259A)

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## Part 2

# Corporate Governance





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## 6. Corporate Governance Policy



## 6.1 Overview of Corporate Governance Policies and Practices

It is the intention of the Company's Board of Directors to conduct its operations under the principles of Good Corporate Governance as encouraged by the Stock Exchange of Thailand to be adhered to by listed companies in order to reinforce its organization with an efficient management system that forms the base for sustainable growth. The full version of its Corporate Governance Policy and Business Code of Ethics are on display on company website [www.loxley.co.th](http://www.loxley.co.th) under Corporate Governance category, which are intended to be clearly understood and implemented by the Board of Directors, executives, and employees in the same way, whether Loxley or its subsidiaries. The summary of the Corporate Governance policy are as follows:

### 6.1.1 Policies and Guidelines for Directors

With full awareness of the importance and the duty of its Board of Directors to supervise and take care of operations in the Company's best interest, directors and executives, therefore, must discharge their duties responsibly with care and integrity such that the structure, role, and duties of the Board have been clearly defined and other committees set up on the basis of Corporate Governance, which are separated into the following sub-headings :

#### Composition and qualifications of the Board of Directors

The Board of Directors shall consist of not less than five but shall not exceed 21 members. At least half of all directors shall reside in Thailand, and at least one-third of the total number of directors, but not less than three directors, shall be independent directors. Not less than half of all members of the Board shall be non-executive directors. The Board of Directors shall not possess qualifications contrary to the Public Limited Companies Act, B.E. 2535 (and as amended), the Securities and Exchange Act, B.E. 2535 (and as amended) or any other applicable laws, including requirements of the Stock Exchange of Thailand (SET) and the Office of the Securities and Exchange Commission (the Office of the SEC) as well as the Company's regulations, and shall not operate any business similar to or in competition with the business of the Company or its subsidiaries, unless the shareholders' meeting has been

informed thereof prior to the appointment resolution. Each director may hold office as a director in no more than five listed companies.

In addition, the Board of Directors shall consist of directors with qualifications, skills, experience, specific expertise in various fields beneficial to the Company, regardless of gender, race, religion or age.

The Board Chairman shall not be the same person as the President, and shall not be the Company's employee or executive. The Board Chairman shall act as chairman of the Company's Board of Directors. The President shall act as chairman of the Executive Board, and financial executives shall oversee financial, accounting and investment matters of the Company. Each of the Company's independent directors shall be independent in expressing their opinions, providing advice or warning, shall not be involved with or have any financial interest and shall not be involved in the management of the Company's business. For the purpose of transparency, the Company therefore does not authorize any independent director to jointly sign to undertake any juristic act with executive directors.

New directors will attend orientation where they will be introduced to their roles, duties, responsibilities, nature of business, and business operation guidelines, by the Company Secretary.



All members of the Board of Directors and the Executive Board will be given the director's handbook to be used as guidance for discharging their duties as legally required. In addition, the handbook contains information related to the Company's business operations which will be updated periodically.

## Independence of the Board of Directors

The Company encourages all directors to express their views independently, especially the independent directors and other external directors, to exercise their discretion independently in establishing strategies, administration, use of resources, appointment of directors and establishment of standards for business operations, as well as making objection to act of other directors or the management if there is any disagreement on matters affecting the equality of all shareholders. Therefore, it is assured that the Company's Board of Directors has appropriate checks and balances in place. They can also discharge their duties as representatives of shareholders independently without giving any person or group unlimited power.

## Qualifications of the Company's independent directors shall be as described below.

1. They shall hold no more than 0.5 (zero point five) percent of the total number of voting shares of the Company, its parent company, subsidiaries, associated companies or juristic persons with possible conflicts of interest, including the shareholding by related persons of such independent directors.\*
2. They shall neither be nor have been a director involved with management, employee, staff member, advisor with a regular salary or person with controlling power of the Company, its parent company, subsidiaries, associated companies, same-tier subsidiaries or juristic persons with possible conflicts of interest, unless such foregoing status has ended at least two years prior to their appointment.
3. They shall not be a person related by blood or legal registration as father, mother, spouse, sibling and child, including spouse of any children of an executive, major shareholder, controlling person or person likely to be nominated as executive or controlling person of the Company or its subsidiaries.
4. They shall neither have nor have had business relationship such as engaging in normal business transactions to operate a business, rental or lease of immovable property, transactions related to assets or services, or granting or receipt of financial assistance, including other similar circumstances, resulting in indebtedness payable to the other party in the amount of three (3) percent or more of

the net tangible assets of the Company or Baht 23 million or more, whichever is lower, with the Company, its parent company, subsidiaries, associated companies or juristic persons with possible conflicts of interest, in the manner that may prevent the exercise of their discretion independently. Moreover, they shall neither be nor have been a major shareholder, non-independent director or executive of any person with a business relationship with the Company, its parent company, subsidiaries, associated companies or juristic persons with possible conflicts of interest, unless such foregoing status has ended at least two years prior to their appointment.

5. They shall neither be nor have been an auditor of the Company, its parent company, subsidiaries, associated companies or juristic persons with possible conflicts of interest and shall not be a major shareholder, non-independent director, executive or managing partner of an audit firm that employs the auditor of the Company, its parent company, subsidiaries, associated companies or juristic persons with possible conflicts of interest, unless such foregoing status has ended at least two years prior to their appointment.
6. They shall neither be nor have been a provider of professional services, including providing services as legal or financial advisor who receives an annual service fee exceeding Baht 2 million from the Company, its parent company, subsidiaries, associated companies or juristic persons with possible conflicts of interest. If the professional service provider is a juristic person, it shall include being a major shareholder, non-independent director, executive or managing partner of such professional service provider, unless such foregoing status has ended at least two years prior to their appointment.
7. They shall not be a director appointed as representative of the Company's directors, major shareholder or shareholders related to the Company's major shareholder.
8. They shall not be a director assigned by the Company's Board of Directors to make decisions in relation to the business operations of the Company, its parent company, subsidiaries, associated companies, same-tier subsidiaries or juristic persons with possible conflicts of interest.
9. They shall not operate a business with the same nature as and in significant competition with the business of the Company or its subsidiaries or be a partner or executive director, employee, staff member, advisor who receives a regular salary or holds shares exceeding one percent of the total shares with voting rights of another company operating a business with the same nature as and in significant competition with the business of the Company or its subsidiaries.

Note : \* The Company's requirement is stricter than the requirement of the Capital Market Supervisory Board which specifies that shareholding shall not exceed one (1) percent.

10. They shall not possess any other characteristics that prevent them from expressing independent opinions on the Company's operations.

Upon being appointed as independent directors, they may be assigned by the Board of Directors to make decisions regarding the business operations of the Company, its parent company, subsidiaries, associated companies, same-tier subsidiaries or juristic persons with possible conflicts of interest. In this regard, collective decisions may be made.

If the appointed independent director is the person who has or once had a business relationship, or provision of professional services at a value exceeding the specified amount under clause 5 or 6 above, the Company shall be granted an exemption from such prohibition of having or having had a business relationship or provision of professional services at such excessive value, provided that the Company has obtained an opinion of the Board of Directors indicating that upon consideration pursuant to Section 89/7 of the Securities and Exchange Act, the appointment of such person does not affect the performance of duties and provision of independent opinions, and that the relevant information is also disclosed in the notice of shareholders' meeting under the agenda of the appointment of an independent director.

### Terms of Office

One-third of directors are required to retire at the annual general shareholders' meeting. Retired directors may be re-elected. An independent director can continue to hold his position for no more than nine years from the date of his first appointment as an independent director. If an independent director is appointed to continue his position, the Board should consider his necessity reasonably.

### Board of Directors Meetings and Quorum

The schedule of the Board of Directors meeting will be set annually in advance and must be held at least once every three months, and not less than six times per year unless there is a special agenda. Chairman or the number of directors as prescribed by law, can call for additional meetings as necessary. Chairman or chairman of the meeting will adhere to the policy to encourage transparent consideration of various issues; allocate sufficient time to present details and answer inquiries. The notice of the shareholders' meeting, including supporting documents for a meeting should be submitted by the Company Secretary to the Board of Directors at least five business days before a meeting takes place, except in urgent cases to preserve the right or interest of the Company, the notice of the meeting and supporting documents may be sent electronically or any other methods as prescribed under law or regulations. At a meeting, there must be at least one-half

of the total number of directors to constitute a quorum. The decision of the meeting shall be made by a majority of votes. Each director shall have one vote but any director who has an interest in any matter shall not be eligible to vote on that matter. In the case of an equality of votes, the chairman of the meeting shall cast an additional vote as a casting vote. The minimum number of quorums at the time the Directors will vote at the Board of Directors' meeting must be no less than two-thirds of the total number of directors.

Each director is required to attend at least 75% of the total number of Board of Directors Meetings held each year, unless there is a reasonable cause and necessity.

There should be a meeting between non-executive directors (without the management team) held as regularly as necessary. In 2023, Meeting No. 1/2023 of independent directors and non-executive directors was held on 18 July 2023.

The Company's secretary is responsible for preparing and sending the minutes of the meeting to the Chairman of the Board of Directors for consideration and signature to verify accuracy. A director is allowed to voice opinions and recommend that a minute of the meeting shall be revised and amended. The minutes of the meeting approved by the meeting will be systematically stored in the form of electronic confidential documents for the convenience of searching for references. There is an auditor to review the report quarterly, for other sub-committees, there will be a separate meeting and act according to the aforementioned.

### Approval Authority of the Board of Directors

The Board of Directors has the authority to approve matters as required by laws, regulations, charters and shareholders' meeting resolutions, including the delegation of authority that are set.

### Roles, Duties and Responsibilities of the Board of Directors

The Company has realized the importance of its Board of Directors' performance with responsibilities and honesty. Therefore, the Corporate Governance policy guideline has been delivered to the Board to help them manage their operation as expected by law and regulatory agencies. The guideline includes vital information related to the business operations, which will be updated periodically. The Board of Directors and other sub-committees have an important role to lead the team and have responsibilities based on hierarchy while having a full right to raise their opinions towards Company's vision, strategies, goals, and main business conduct guidelines,



as well as the proposed budget. The Company has a mechanism to ensure executives carry out tasks as planned and to assess performance under the policy on a regular basis. The Company has publicized a clearly written manual of Company's Corporate Governance for directors, executives and employees at all levels as a mutual guideline. This is to ensure that all employees will continue their duty with honesty, integrity, and morality not only to the Company, but also to all stakeholders and other related parties. The Company frequently communicates with the employees and monitors their behavior in order to ensure that they strictly comply with such policy on a regular basis.

### Scope of Authority and Responsibilities of the Company's Board of Directors are as described below.

1. Discharges its duties in line with the laws, Company Objectives and its Articles of Association as well as resolutions adopted by general meeting(s) of shareholders and exerts care in safeguarding the Company's interests.
2. Sets out policies, objectives, strategies, and directs the Company's course of action as well as supervises and monitors the management's activities to ensure that they are effectively implemented pursuant with the policies that had been laid down.
3. Gives approvals on issues of substance such as policies, business plans, major projects and investment, appoints or nominates persons as directors of subsidiaries and any other items as prescribed by the law unless such matters are subject to resolutions from general meeting(s) of shareholders as required by law.
4. Nominates director(s) duly authorized to sign to bind the Company, appoints Chairman of the Board and Deputy Chairman or else assigns one or several directors or any other person(s) to carry out any action on behalf of the Board.
5. Appoints the company secretary to be responsible for any operations abide by law.
6. Convenes shareholders meetings, Board of Directors meetings and ensures that there are preparations for financial reports which shall be presented in conjunction with the Licensed Auditor's report, report on the Board of Directors' responsibility for financial statements in the annual report covering major issues pursuant with the Stock Exchange of Thailand's policy and as prescribed by the law.
7. Establishes the internal control, risk management, and regulation according to the corporate governance guidelines as well as transparent, accurate, and timely disclosure of information for shareholders, investors, and stakeholders.
8. Reports its own interest or interest of other people related to management of business or holding of shares or debentures of the Company or its subsidiaries annually and immediate reports any transaction upon occurrence to the person designated by the Board of Directors.
9. Considers and approves any acquisition or disposal of significant assets, related-party transactions of the Company or subsidiaries with related parties according to the criteria prescribed by the Securities and Exchange Commission, the Stock Exchange of Thailand and other relevant laws, and considers and approves principles related to commercial terms which are general commercial conditions in conducting transaction with related parties under the prescribed criteria.

### The Role and Duty of Chairman of the Board

The Board Chairman takes the role of the Board's leader in overseeing the following matters :

1. Ensuring that the Board performs effectively by giving its support, advice and help to the Management to carry out work under its jurisdiction as assigned by the Board in order to achieve the corporate's objectives and targets.
2. Ensuring that every Board member takes part in promoting Corporate Culture based on good business ethics and corporate governance.
3. Reviewing/ approving items of agenda for the Board Meeting on consultation with the CEO & President and the Managing Director with measures in place to ensure that items of materiality are included in the agenda.
4. Allot adequate time for the management to submit items on the agenda which should be enough for major issues to be duly discussed in general. Support will be readily given for directors to exercise their discretion in making frank and well thought-out opinion.
5. Build up good relations between executive and non-executive directors as well as between the Board and the Management.
6. Serve with efficiency as Chairman of the Board's Meeting as well as at Shareholders' Meeting.
7. Cast the decisive vote in the case of tie-votes at a Board Meeting.
8. Promoting/ensuring that Board members discharge their duties within the parameters of their power and responsibility towards shareholders, stakeholders and in line with the principles of Good Governance.

### The Role and Duty of the President

1. Monitor and supervise work undertaken by the management to ensure that they are implemented in accordance with policies laid down by the Company's Board of Directors.
2. Conduct the operations and approve a variety of issues in the normal course of the Company's businesses to ensure undisrupted continuity.

3. Duly authorized to look after, manage, undertake and carry out regular work in the normal course of business in the Company's interest and to ensure that they are in compliance with Company's Objectives and Charter as well as rules, resolutions, policies, plans and budgets that have been duly authorized or approved by the Company's Executive Board or Board of Directors or which have been assigned by either of them to be performed under the framework of the relevant laws.
4. With the power to approve procurement, participation in tenders, purchase of goods, execution of contracts or any juristic acts as well as undertaking the Company's various operations which are normal conduct of businesses or in relation to its normal course of operations pursuant to the Company's objectives, as follows :
  - 4.1 Participate in a tender for a project, execute any contract or juristic act in connection with the Company's businesses or in relation to the Company's normal course of business within a line not exceeding Baht 500 million for each project or each tender.
  - 4.2 Provide or accept financial aid to/from any party, subsidiary, associated company or any other juristic person that is not a financial institution, including provision of a guarantee, creation of encumbrances, investment, joint venture, new business, and juristic acts in relation to such matter within a maximum limit of Baht 10 million per transaction.
  - 4.3 In case that specific project details are clearly stated in business plan or budget already approved by the Board of Directors, the President can take action as allowed by the Board of Directors' resolution.
5. Approve transactions of acquisition and disposal of assets and related-party transactions as prescribed by the policy and relevant notifications and according to the Company's Delegation Authority.
6. For transactions with related persons which may be considered as related parties' transaction, the President has to propose to the Executive Board prior to propose to the Board of Directors for approval with presence of independent directors or the Audit Committee and the persons with conflict of interest shall not attend the meeting and do not vote, except for normal items with regular trade terms and conditions allowed by the Company's policy and criteria that are earlier approved. In addition, the President will have to strictly follow the SET's regulations on related parties' transactions.

On this matter governing the normal signing of approval for various matters for the Company and its subsidiaries, the Company normally has a policy in place which sets out the scope of authority concerning the signing for approval of such matters which are in a form that will be decentralizing power by setting out the line and matters for which an executive at any specific level will be authorized to approve. Review, improvement and changes will also be made appropriately in accordance with the circumstances. As for other matters which are of material importance to the Company, the Company has prescribed that two directors signing jointly, with the Company's seal affixed, will have the authority to act on its behalf.

### Establishment of Sub-Committees

To achieve the ultimate corporate objectives, the committee should have specific skills suitable for the Company business, vision, and help the Board for consideration in significant matters for best benefit of the Company. With clear separate roles and responsibilities, the Sub-Committee includes the Audit Committee, Nominating & Remuneration Committee and Risk Management Committee.

To ensure efficient operation and the sub-committees can closely monitor all progresses, the Company has appointed working groups, namely the Project Investment and Evaluation Committee, the Personal Data Protection Working Group (PDPA) and the Sustainability Working Group to support the operation of the sub-committees, ensure concrete implementation of policies, and report operation outcomes to the Board of Directors.

The Company provides opportunities for independent directors or non-executive directors to hold the meetings as necessary to discuss various problems and giving suggestions to the management without the presence of the management.

In the event that the Audit Committee deems that there are any issues that should be reported, the secretary of the Audit Committee can send a notice of the meeting results to the Chief Executive Officer and the President for acknowledgment.

### Evaluation of the Boards' Performance

The Company assigns the Nomination and Remuneration Committee to conduct the evaluation of the entire Board, Sub-committees and also the performance of the Chief Executive Officer and the President to enable them to review problems and obstacles occurred during the past year. Evaluation results are used to improve and develop performance of directors according to the guidelines recommended by the Stock Exchange of Thailand (SET) and Thai Institute of Directors (IOD).



Evaluation process consists of the Secretary of the Nominating & Remuneration Committee sending performance evaluation forms on the Board and the President to every member of the Board member to make their annual performance evaluation. The evaluation forms will then be sent back to the Secretary of the Nominating & Remuneration Committee who will collate the scores and make a summary before sending the results to the Nominating & Remuneration Committee for their consideration and further submission to the Company's Board of Directors for action.

## Remuneration

The Nominating & Remuneration Committee is responsible for considering director remuneration and present to the Board of Directors and shareholders' meeting approval. The Nomination and Remuneration Committee shall compare the Company's remuneration against other businesses in the same industry and ensure that the remuneration is not unnecessary high but attractive enough to attract and maintain quality directors. Remunerations for the directors are unveiled in the annual report as required by the Securities and Exchange Commission.

## Company Secretary

The Company appointed a Company Secretary in accordance with the Section 89/15 in the Securities and Exchange Act (No. 4) B.E. 2551. The Company Secretary shall prepare and keep the Company's significant documents as required by law and is responsible for ensuring that the Board of Directors and Executives activities fully comply with the legal framework. Roles and responsibilities of the Company Secretary are clearly stated in the Company's Corporate Governance Policy and in other related documents announced by the Capital Market Supervisory Board.

## Development of Directors

In the furtherance of knowledge and skills, it is the Company's policy to promote development of knowledge for its directors and executives to ensure that they are constantly updated to support the discharge of their duties with appropriate adjustment of work strategies befitting the conditions of operations. Training, seminars and brainstorming sessions, therefore, were held periodically to encourage a forum for exchanges of opinion which will be beneficial to the corporate governance of the company.

## Directorship in Other Companies

The Company disclosed information about Directorship of individual director in the Information of Company Executives Section. In case a director holds position in other companies, a director shall ensure that such position does not obstruct his/her ability to perform duty as the Company's Director.

And to enable the Company's directors and President to devote their time adequately and efficaciously in the discharge of their duties for the Company, the Board determines their terms of office in other listed companies as follows :

- Company Directors shall not hold more than 5 posts as directors in SET listed companies.
- The President shall not hold more than 2 posts as director in SET listed companies

## Supervision and Monitoring of Operations of Subsidiaries, Associated Companies and Joint Ventures

In order to look after its investment interests, there are mechanisms in the Board to supervise and monitor operations of its subsidiaries and other ventures in which the Company has invested which include :

- Appointment of the Company's high-level executive(s) as manager(s) or executive(s) proportionately to the Company's equity, who will be appointed by the Board or assigned by Chairman of the Executive Board or appointed by the President depending on the size of the business the Company has invested in.
- Setting out lines of action concerning supervision/monitoring of companies in which the Company has invested which shall be adhered to by its representative director(s) to ensure that operations by the subsidiary, associated companies and joint venture are conducted in the same direction and in keeping with the Company's policy.
- Support given to have an appropriate and adequately reliable internal control system in place and to ensure that various transactions are made properly in line with the law and applicable criteria/rules.
- Supervision over disclosure of financial standing and operating results including major transactions to ensure proper compliance with the Company's criteria.

## Charter of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee's duties involve stipulating the criteria and procedures for nominating persons with appropriate qualifications to be appointed as the Company's directors and top management, including selecting the Company's directors to act as members in sub-committees, considering the form and criteria for payment of remuneration, and selecting persons according to the stipulated nomination procedure to be proposed to the Board of Directors and/or the shareholders' meeting for consideration and approval as required by law.

In addition, it has been specified that the Nomination and Remuneration Committee shall consist of at least three members, and one member who is an independent director shall be selected to be the chairman of the Nomination and Remuneration Committee. At least three meetings a year shall be convened. Members of the Nomination and Remuneration Committee shall receive remuneration as approved by the shareholders' meeting.

## Charter of the Audit Committee

The Audit Committee acts as an independent organization that supports and performs work on behalf of the Board of Directors to audit financial information presented to shareholders and other related parties, to audit the internal control system established by the management and the Board of Directors, as well as the internal audit process, including communicating with the Company's auditor.

The Audit Committee has duties as assigned by the Board of Directors, i.e., to consider and approve the Charter of the Audit Committee prior to presenting it for approval from the Board of Directors and ensure the suitability of the Charter is reviewed annually, to ensure the accuracy and adequacy of the Company's financial reporting, to ensure there is an appropriate and effective internal control system and internal audit system, and to review the independence of the internal audit unit, to approve the appointment, transfer, and dismissal of the head of the internal audit unit or any other units responsible for internal audit, to ensure the Company complies with the securities and exchange law, the requirements of the Stock Exchange of Thailand, the Public Limited Companies Act, the Accounting Act or the laws applicable to the Company's business, to ensure that the Company has a suitable risk management system, as well as to consider, select or nominate the engagement of an independent person as the auditor of the Company, and propose remuneration for such person, as well as considering terminating the engagement of the auditor, and to attend at least one meeting a year with the auditor

without the presence of the management, to consider and ensure connected transactions or transactions with possible conflicts of interest will comply with law and requirements of the Stock Exchange of Thailand, to ensure that those transactions are reasonable and for the best interest of the Company, to consider and approve the annual internal audit plan, and the Audit Committee Chairman or a committee member designated by the Chairman must attend the Company's shareholders meeting to give clarification on matters related to the Audit Committee or the appointment of the auditor, to prepare and disclose the report of the Audit Committee in the Company's annual report, and to undertake any other acts as designated by the Board of Directors with approval from the Audit Committee. The Audit Committee directly reports to the Board of Directors.

In addition, the Charter of the Audit Committee specifies that the committee shall convene at least four meetings a year. The Audit Committee shall receive remuneration as approved by the shareholders' meeting.

## Charter of the Risk Management Committee

The Risk Management Committee's duties include driving and promoting risk management activities of the Company to be systematic, continuing, efficient and in accordance with the Company's strategic plan and in conformity with risk management standards stipulated by the Securities and Exchange Commission and the Stock Exchange of Thailand. The committee has the authority to establish a system, provide risk management procedures, as well as supervise and review the risk management process on a regular basis. The committee shall also review risk management policies and frameworks to be proposed to the Board of Directors for approval, present risk management strategies and determine the risk appetite, support the drive for internal risk management, consider and approve corporate risk management plans, and to report the risks and the plans for management of risks that are material to and affect the business operations and significant recommendations to the Board of Directors.

The Charter of the Risk Management Committee stipulates that the committee shall convene at least one meeting per quarter. The Risk Management Committee shall receive remuneration as approved by the shareholders' meeting.

## 6.12 Policies and Guidelines Related to Shareholders and Stakeholders

Policies and guidelines in this section have been established for various groups of stakeholders to support the Company in building and maintaining long-term business relationships for sustainable growth.



## Shareholders' rights

As shareholders are highly important to business organizations as they are considered legal owners of businesses, the Company considers their importance and appropriately take care of basic rights that shareholders should be entitled to as legally prescribed and other rights as described below.

1. Ensuring that all shareholders are provided with basic rights :
  - The right to receive share certificates and transfer rights and to receive information adequately and timely and in an appropriate form for making decisions that will affect the Company and themselves;
  - The right to attend and cast their votes in the shareholders' meeting to make decisions regarding major policy changes of the Company and the shareholders' rights for which the Board of Directors must seek approval from the shareholders' meeting, such as consideration and approval of remuneration for members of the Board of Directors;
  - The right to elect and remove directors and approve appointment of the auditor; and
  - Profit share/dividend entitlement.
2. The date for the shareholders' meeting has been notified 30 days prior to the meeting and the invitation to the meeting, together with, 2022 Annual Report (Form 56-1 One Report) in QR Code, both in Thai and in English, have been delivered, and the hard copy thereof has been distributed to shareholders who requested it. Prior to the meeting, the Company has publicized the meeting invitation, including its agenda on the Company's website to enable shareholders to explore the meeting agenda in advance. Each item of the agenda is accompanied by the opinions of the Board of Directors. A proxy form, containing clarifications on documents required for proxy granting, has also been attached to facilitate vote casting by shareholders. In addition, a phone number has been provided for inquiries for more details should there be any further questions. The notice of the meeting has been published in a newspaper for three consecutive days and at least three days prior to the date of the meeting.
3. With respect to the agenda item on election of directors, shareholders may elect individual directors, with each shareholder having one vote per share. The Company shall attach a profile summary of each of the directors to be nominated for appointment, which contains information such as educational background, work history, directorship in other entities, and stakeholding.
4. The Chairman, directors and relevant executives are responsible for attending the shareholders' meeting to answer questions raised by shareholders. Before the meeting commences, the attendees will be informed of the procedure, including how votes of shareholders on

each agenda item requiring a resolution are counted. During the meeting, the Company has allowed attendees to express their opinions and recommendations and to raise questions on each agenda item, and given them sufficient time for discussion. The Chairman, directors, executives and relevant sub-committees would give importance to all questions and then answered them clearly and then concluded each agenda item with a resolution and vote counting before ending each agenda item.

5. After the shareholders' meeting, the shareholders may access the minutes of the meeting and voting results on the Company's website within 14 days after the date of the meeting. The meeting is also recorded on video and disclosed on the Company's website.

## Equitable treatment of shareholders

The Company has a policy to preserve the rights and benefits of all groups of shareholders, whether they are major, minor, individual or institutional shareholders, with equality. The Company provides an opportunity for shareholders to propose meeting agenda items, nominate candidates for directorship, and submit their questions at least four months prior to the date of the Annual General Meeting. Such invitation is publicized electronically through the system of the Stock Exchange of Thailand and on the Company's website. Issues will be presented based on the agenda notified in the notice of the meeting and any agenda item that has not been notified in advance will not be added. Shareholders will adequately and equally, in advance, receive clarification and information regarding the shareholders meeting, as well as all information related to matter on which shareholders must decide in the meeting. Shareholders who are unable to attend the meeting in person may appoint an independent director, the President, Company Secretary, or any other person as their proxy to attend the meeting and cast votes on their behalf based on the number of shares held by the shareholders. The Company shall grant the proxies the rights and treat them as if they are the shareholders. The shareholders may select to use a proxy form that is attached to the notice of the meeting, which is as prescribed by the Department of Business Development, or e-proxy voting. In the proxy form, the shareholders may specify whether they vote form vote against or abstain their vote on each agenda item, or allow their proxy to vote on their behalf during the meeting. The Company grants the shareholders one vote per share.

In addition to the foregoing meeting, the Company offers equality in the aspect of obtaining accurate and timely news and information of the Company by normal disclosure through the system of the Stock Exchange of Thailand first and then through other mass media to comply with rules and regulations and to

make the news and information available to shareholders or investors as well as the general public as supporting information for further investment decisions.

The Company also has a corporate governance policy to prevent executives from using insider information for their own benefits or benefits of related parties, which is considered taking advantage of other shareholders. The Company's executives must disclose their interest or interest of related parties where they have interest in transactions carried out with the Company and shall not be involved in such decision. This is to enable other executives to make decisions for the Company's interest as a whole. Additionally, legal measures are applied; for example, directors and executives are required to report any change in their securities holding to the Office of the Securities and Exchange Commission pursuant to section 59 of the Securities and Exchange Act, B.E. 2535 (and as amended) by reporting every purchase, sale, transfer or acceptance of transfer of securities of the Company within three days from the date of such purchase, sale, transfer or acceptance of transfer.

The Company also prohibits the management or units with insider information from disclosing such insider information to third parties or persons who do not have relevant duties, and they must keep undisclosed significant information confidential and must not trade securities of the Company during the one-month period prior to the disclosure of quarterly and annual financial statements and within 24 hours after the disclosure of such financial statements to the general public. In addition, the Company has established a rule prohibiting all directors and employees from abusing their authority or work opportunity to seek personal benefits or benefits for others. Violation of such rule will result in immediate disciplinary action.

### Consideration of roles of stakeholders

The Company recognizes the importance of operating its business based on the principle of responsibility towards all groups of stakeholders, namely shareholders, the Company's employees, customers, trade partners/creditors and competitors, including towards the community, society and environment. By taking into account the rights of each group of stakeholders as appropriate, which will in turn help the Company to build and maintain positive long-term relationships. The Company has established the guidelines on the treatment of stakeholders in its Code of Conduct which is published under this report's Code of Conduct topic and published on the Company's website.

## 6.1.3 Corporate management policy and practices

### Disclosure and transparency

The Company is determined to comply with the Stock Exchange of Thailand's disclosure regulations in disclosing accurate, complete, transparent and extensive information covering financial data, operating results and other information equally to shareholders and related parties, through the following disclosure channels and media :

1. The Company's information is disclosed on the Company's website, [www.loxley.co.th](http://www.loxley.co.th), as one of the channels for investors or interested persons to access the Company's information from anywhere and anytime. The Company regularly updates and completes the information on its website.
2. The Company has assigned the Company Secretary Office to disclose significant information of the Company, report major transactions, report the Company's operating results and financial position (the Company's quarterly and annual financial statements) in conformity with the requirements of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.
3. The Company shall disclose its financial information and report the responsibility of the Board of Directors for the financial report together with the auditor's report, the Management Discussion and Analysis (MD&A), general information and key information in the annual report and in Form 56-1 One Report completely, accurately, timely and in compliance with the requirements of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.
4. The Company shall disclose roles and duties of the Board of Directors, committees, number of meetings and the number of attendances of each director.
5. The Company has disclosed the remuneration for directors and high-level executives that reflected the duties and responsibilities of each person, including the form or nature of the remuneration. In this regard, the Nomination and Remuneration Committee has compared the remuneration for directors with those of listed companies in the same industry with the similar business size and viewed that they are comparable.
6. Apart from disclosing information as required by law and relevant agencies, the Company has established the Investor Relations (IR) unit to communicate with shareholders, investors, analysts, mass media and all related parties to ensure they correctly understand the Company's information, especially the operating results and progress of projects.

Opportunities for meeting with the Company's management are also provided as appropriate so that inquiries about the Company may be made. These activities are the channels through which all related parties can directly and explicitly contact the Company. Moreover, the Company can improve its operations and provision of various services based on comments and recommendations received. The IR Department may be contacted on Tel. No. 0-2348-8468, 0-2348-8613 or this e-mail address : ir@loxley.co.th. The Company has also announced the contact information for general investors on its website.

## Policy on the respect for law and human rights

The Company shall establish a policy on the respect for human rights of all stakeholders within the Company's supply chain. In this regard, the Company shall encourage its personnel to respect human rights and basic freedom of individuals, to comply with international human right principles, i.e. not using child labor, equal treatment without discrimination against any person on the grounds of gender, race, religion or culture, as well as avoiding any act unfair to its employees and providing an opportunity for its employees and stakeholders to file complaints due to grievances or injustice to seek proper solutions.

## Oversight of use of insider information and securities holding by directors and executives

### 1. Prevention of use of insider information

The Company has an oversight policy to prevent executives from using insider information of the Company for their own benefits, including trading of securities, by applying legal measures such as requiring directors and executives to report any change in their securities holding to the Office of the Securities and Exchange Commission pursuant to section 59 of the Securities and Exchange Act, B.E. 2535, by reporting every purchase, sale, transfer or acceptance of transfer of securities of the Company within three business days from the date of such purchase, sale, transfer or acceptance of transfer. Furthermore, the directors and executives must also report their interest and holding of the Company's securities as at the end of the previous year to the Company through the Board of Directors' meeting. Additionally, executives or units with insider information are prohibited from disclosing such insider information to third parties or persons with no relevant duties and they must keep the undisclosed significant information confidential. Such information is limited for the knowledge of relevant high-level executives only. For example, they shall not purchase, sell, or offer to purchase or sell, or persuade others

to purchase, sell or offer to purchase the Company's securities, directly or indirectly, within a one-month period prior to the release of the quarterly and annual financial statements and within 24 hours after disclosure of such financial statements to the general public. In addition, the Company has established a rule to prohibit all of its directors and employees from abusing their authority or work opportunity to seek personal benefits or benefits for others. Violation of such rule will result in immediate disciplinary action.

Additionally, the Company requires its directors to report the sale of the Company's shares by the directors, executives, their spouse and underaged children to the Board of Directors for acknowledgment at least every quarter and notify the Company Secretary of any change in their holding of the Company's securities.

### 2. Prevention of conflicts of interest

The Board of Directors has stipulated a policy on prevention of conflicts of interest based on the principle that connected transactions with any persons with possible conflicts of interest are not encouraged. Where such transactions are required, they shall be conducted in accordance with the normal course of business as if such transactions are conducted with third parties. If any transactions are not conducted in accordance with the normal course of business, the approval procedure for connected transactions must be followed and the interested persons in such transactions shall not have any right to vote on the transactions. Directors, executives, and employees of the Company are obligated to disclose their interest and interest of related parties by reporting them to the Company Secretary for submission of information on interest to the Board Chairman, Audit Committee Chairman, and the Board of Directors within seven business days from the date of receipt of such report.

The Board of Directors has assigned the duty of overseeing operations to the Executive Board and the Company's high-level executives. The Executive Board has ensured that there is an efficient internal control system, regular monitoring and evaluation. If any irregularities are detected, thorough investigation will be immediately conducted and the matters will be promptly resolved. The internal control system is deemed as a significant administration mechanism that helps reduce business risks, thereby enabling the business operations to be stable and to achieve the established goals. It helps protect the Company's property from loss and also helps protect the investment of shareholders from loss of benefits.

## Internal Control and Audit Charter

The Internal Audit Department is an independent unit that provides support and performs work on behalf of the Audit Committee. It conducts audit, analyses and assessments of efficiency of risk management, internal control and corporate governance, including evaluation of efficiency and effectiveness of operations, provides recommendations on improvement of risk management, internal control and corporate governance to ensure operations will achieve the established objectives and goals, reviews the operational system with significant impacts on operations and reporting, reviews accuracy and reliability of financial information and reviews the suitability of the asset management system and use of resources to ensure they are efficient, effective, economical and cost-effective, including providing advice regarding risk management and internal control to ensure compliance with corporate governance principles. The Director of the Internal Audit Department is responsible for preparing the annual internal audit plan to be proposed to the Audit Committee for approval, conducting audit work, reviewing, and adjusting the audit plan as necessary, monitoring the audit results, and reporting them directly to the Audit Committee, and reporting the general administration to the President of the Company.

## Anti-fraud and Anti-corruption Policy

The Board of Directors' Meeting No. 1/2015 on 2 March 2015 resolved to issue a written anti-corruption policy as the practice for the employees for performing their work, together with the existing corporate governance policy and business code of conduct. The Company has communicated with and educated its employees about policies and practices in fighting corruption, including relevant policies, on a continuous basis. Employees of every level can access the policies through internal communication and the Company's website to ensure that all employees acknowledge and strictly adhere to those policies.

In executing transactions with the public sector, the Company has signed the Integrity Pact of Cooperation on Prevention and Suppression of Corruption in Public Procurement to promote transparent and fair procurement. The Company has also signed integrity pacts with trade partners and business partners in other sectors to jointly conduct transactions.

The Company has issued an announcement to communicate to all employees to refrain from giving/receiving all types of gifts (No-gift Policy) resulting from performance of duties with customers, trade partners and related parties during the New Year festival or any other occasions.

## Personal Data Protection Policy

The Board of Directors approved the Privacy Policy and the Privacy Notice. To ensure that the Company will have legally explicit and appropriate personal data oversight and management rules, mechanisms and measures, the Company has appointed a task force on personal data protection and personal data protection officers to oversee and ensure compliance with policies, evaluate and review the standards and practices so that they will be in conformity with law and policies established by the Board of Directors.

## Sustainability Management Policy

The Company has the intention and determination to develop its business sustainably in the economic, social and environmental aspects on a continuous basis, covering the respect for human rights of stakeholders in the Company's supply chain and corporate governance principles. The Company's targets and guidelines for operating the business under the sustainable development framework are as follows :

**Economic aspect :** The Company operates its business responsibly by offering quality products and services that meet the needs of customers at appropriate prices, with a focus on the interest of customers. This includes creating a business model that enables the Company to grow together with trade partners, creating trust and a long-term relationship with customers and trade partners.

**Social aspect :** The Company places importance on creating a happy workplace, well-being care, along with enhancement of the potential of the Company's personnel to achieve professionalism, including promoting opportunities for disabled employees and residents in the surrounding community to have a better quality of life.

**Environmental aspect :** The Company realizes the importance of participation and having significant roles in being environmentally responsible. It is determined to become an organization that encourages reduction of use of natural resources, to efficiently decrease energy use and to lessen environmental effects by promoting activities and employee participation in various projects.

## Safety, Occupational Health, and Work Environment Policy

The Company operates its business based on legal requirements, operation frameworks, standards, rules, and practical guidelines related to safety, occupational health, and environment. It promotes knowledge and cultivate awareness of health, safety and occupational health among executives, employees and relevant stakeholders, organizes safety, occupational health and work environment activities on a regular basis, as well as disclosing information on operations



regarding safety, occupational health and work environment transparently through various channels as appropriate.

### Confidentiality Policy

The Company realizes the importance of keeping secrets of the Company and all groups of stakeholders, namely shareholders, the Company's personnel, customers, trade partners, and creditors, which may affect the business operations, both in trade and legal aspects. The Company has established guidelines for confidentiality, data preservation and use of insider information. The Company's executives and employees shall place importance on and be strictly careful in keeping confidential data and information of stakeholders. The Company will apply punishment according to the Company's rules if it is found that confidential or insider information is used or if any behavior that is likely to tarnish or cause damage to the Company is found.

### Policy on the use of computers and Internet connectivity

The Company has established a policy and rules for use of the computer system, including connection to the Internet through the Company's network for the employees to strictly follow. The Company reserves the right to inspect, collect evidence and take reasonable action if any breach of the policy on the use of computer and Internet connectivity is found.

### Information Security Policy

The Company has established an information security policies to ensure the Company's uninterrupted and appropriate use of services and provision of services, in line with the Company's business policy, and to prevent potential problems arising from misuse of the information system, both from users and threats, which may affect the Company, as well as ensuring the Company's information system has a good, secure and reliable management framework which complies with the rules, guidelines on information security standards, and other relevant laws.

### Policy on non-infringement of intellectual property/ copyright

The returns and copyrights obtained from work assigned by the Company or work used for the Company are considered the property of the Company. The executives and employees must preserve and protect the Company's intellectual property rights and respect and refrain from infringing the intellectual property rights of other, must not support products or download computer programs infringing the copyright of the intellectual property owners, and must not reproduce, adapt or use by any means the intellectual property and confidential information

of the Company, trade partners and stakeholders for their own benefit or for benefit of other parties without permission. Employees shall report to their supervisors when they come across any act that is infringement of intellectual property or that may result in intellectual property infringement, or any act that may cause any dispute regarding the intellectual property of the Company or other parties. Additionally, the executives and employee shall use computer and information technology in compliance with the law on computer crime, including but not limited to using software with legal copyright. They are strictly prohibited from installing and using illegal software and from using the Company's email to send slandering or degrading messages or vulgar, obscene, threatening, disturbing or annoying messages to others. If the Company detects any said act, it shall be deemed as Company disciplinary violation.

### Policy on connected transactions

The Board of Directors has established a policy on connected transactions to be in line with applicable laws and practices. The execution of connected transactions must be approved by the management, the Board of Directors or the shareholders' meeting based on the size of the connected transactions.

### Tax Policy

The Company has a policy to operate its business and organize its operational system to align with accounting system standards, tax legislation and relevant rules and regulations, with transparency and accountability, by ensuring compliance with relevant laws and regulations.

### Investor Relations Policy and Practices

The Company places importance on the operations of the Investor Relations Unit, by focusing on providing accurate, clear, and regular information based on the principle of disclosure of significant information, preservation of insider information, and equitable and fair treatment of stakeholders to build confidence for all groups of stakeholders.

### Purchasing and Procurement Policy

The Company has established a purchasing and procurement policy to ensure that purchasing and procurement activities are carried out appropriately and efficiently and to be the guidelines for employees and relevant parties. Purchasing and procurement shall be conducted by taking into consideration the features of products and services, cost-effectiveness in terms of quality, price, quantity, delivery, provision of services, and other conditions in the best interest of the Company. The focus is also placed on business ethics, no unfair treatment of traders, equitable treatment of traders, and fair, transparent

and accountable operations, strict compliance with relevant rules, regulations and laws, promotion of purchasing and procurement that consider environmental factors and impacts, social responsibility, governance and corporate governance, to create confidence for stakeholders and establish long-term relationships according to the sustainable business development approach.

### Suppliers' Code of Conduct

The Company has issued the Suppliers' Code of Conduct and Best Practices for the Company's suppliers to use as guidelines on responsible business operations to ensure the standards for business operation procedures between the Company Group and suppliers are in the same alignment for mutual sustainable growth throughout the value chain. The Suppliers' Code of Conduct is available on the Company's website under the corporate governance section.

### Measures against persons violating policies and practices

The Company has specified that it is the duty and responsibility of all of the Company's directors, executives and employees to be aware of, understand and comply with the policies and practices prescribed in this corporate governance policy. There will also be regular monitoring of results of compliance with such practices. The Company has a process for appropriately and fairly punishing personnel failing to comply with anti-fraud and anti-corruption measures. Any act violating or failing to comply with such policies, whether directly or indirectly, will be subject to disciplinary action in accordance with the rules specified by the Company, with the procedures for investigation, interrogation, punishment and appeals or legal penalties. The Company's employees must understand and strictly comply with the anti-fraud and anti-corruption policy in all steps of performing their work.

### Acceptance of complaints

The Company allows the general public to file a complaint when there is any behavior of directors, executives and employees that is inappropriate or in conflict with the Company's corporate governance manual or any other matters that may cause damage to the Company or the Board of Directors. Complaints/whistleblower reports may be filed with through independent directors or members of the Audit Committee through the following channel :

#### The Secretary to the Audit Committee

Loxley Public Company Limited  
102 Na Ranong Road, Khlong Toey Subdistrict,  
Khlong Toey District, Bangkok 10110  
Or E-mail : ac@loxley.co.th

The Company will consider all requests and complaints and take action fairly and transparently, treating all parties fairly, within an appropriate timeframe and will keep information confidential to ensure safety of the complainants. Independent directors or members of the Audit Committee may conduct investigation and directly report the matters to the Board of Directors.

## 6.2 Code of conduct

The Company focuses on operating its business in conformity with the principles of corporate governance and responsibility towards all groups of stakeholders, namely shareholders, customers, trade partners/creditors and competitors as well as being responsible towards the community, society and environment, by taking into account the rights that each group of stakeholders shall receive. Having a good code of conduct will lead to social acceptance and will enable the business to exist and grow sustainably. As such, the Company has established its code of conduct to be observed by its directors, executives, and employees as guidelines for their behavior and discharge of their duties with integrity and morality, including protection for all groups of stakeholders. The Company has published its code of conduct on its website under the Corporate Governance topic. The policies and practices are as described below.

### 1. Shareholders Code of Conduct

The Company realizes and places importance on rights of its shareholders, by encouraging the shareholders to exercise their basic rights. The Company shall not undertake any act violating or diminishing shareholders' rights. All shareholders shall be equally and fairly treated.

1. Directors, executives, and employees shall respect the rights and equality of all shareholders of all categories and ensure all shareholders are treated equally.
2. Directors, executives, and employees shall manage and discharge duties by applying knowledge and management skills to the best of their abilities with integrity and shall make any decision on any matter with due care as reasonable persons would do under the same circumstances and in a fair manner to all shareholders in the best interest of the shareholders, considering the generation of appropriate returns and ensuring long-term

sustainable growth.

3. No act that may cause conflicts of interest should be undertaken.
4. They shall report the Company's status and operating results, and provide significant information to shareholders accurately and timely according to the rules prescribed by law and regulatory agencies and in an equitable manner.
5. Directors, executives, and employees shall not seek benefits for themselves or related parties by utilizing insider information that has not been publicly disclosed and shall not disclose to third parties any trade secrets which may cause damage to the Company.
6. Shareholders shall be provided with opportunities and channels for making recommendations and comments beneficial to management and creation of added value for the Company or filing complaints on matters that are inappropriate or contrary to the business ethics, or any other matters that may cause damage to the Company. Information shall be kept confidential to ensure safety of the complainants.
7. Shareholders shall be given an opportunity to propose the matters to be included in the meeting agenda or nominate persons deemed as qualified to be considered and appointed as directors of the Company, prior to the shareholders' meeting, through the channel and criteria prescribed by the Company. The Nomination and Remuneration Committee shall consider and screen the suitability thereof and propose the matters to the Board of Directors for approval accordingly. Shareholders shall be allowed to submit their inquiries on each agenda item or other information of the Company prior to the date of the meeting.

## 2. Employee Code of Conduct

The Company places importance on creating good work environment as it believes that "people" are the key factor that can bring about changes and make the organization successful.

1. The Company shall comply with laws and regulations related to employees and principles of basic human rights without discrimination on the basis of origin, race, gender, age, religion, disability, educational institution, or any other status not directly related to performance of work. Employees shall be treated equally based on human dignity.
2. The Company shall establish a structure of remuneration in line with the market rate, and shall manage fair remuneration as appropriate based on knowledge, abilities, responsibilities, performance, attitude, and potential of employees and in line with the Company's

operating results.

3. The Company shall provide benefits as required by law and provide its employees with other benefits that align with the Company's status and cost of living.
4. The appointment and transfer, including granting of rewards and punishment of employees shall be carried out equitably and in good faith and based on the knowledge, skills, and suitability as well as behavior or performance of such employees.
5. The Company shall promote development and encourage employees to attend both internal and external training and seminars to enhance their skills and potential, as well as encouraging employees to utilize their knowledge and abilities for individual career advancement.
6. The Company shall provide an internal communication channel accessible by all employees for information of the Company equally and shall support establishment of groups or clubs of employees within the Company with the aim to promote relations, share knowledge among employees and hold activities promoting relationships between employees and external community agencies.
7. The Company shall promote quality of life at work for employees and promote safety and occupational health, as well as ensuring the workplace and work environment are safe for life and property of employees.
8. The Company shall welcome comments and recommendations from its employees by providing a channel for employees to submit a whistleblower report or file a complaint upon finding inappropriate behavior contrary to the code of conduct or any other matters that may cause damage to the Company or may lead to violation of work regulations, rules, requirements, orders, notifications, or laws.

## 3. Customer Code of Conduct

The Company is determined to be the best alternative for its customers by delivering quality products and services that meet the needs of and for the benefit of its customers. The Company also aims to maintain good relationships with its customers for mutual sustainable growth.

1. The Company shall responsibly provide services and deliver quality products and services that meet the requirements of its customers and in accordance with commercial terms, set appropriate and fair prices based on the levels of quality of products and services.
2. The Company shall consider commercial terms and conduct business negotiation in a fair and cautious manner, without taking any advantage, and shall strictly comply with conditions with customers. If the Company is unable to comply with them, the Company shall notify

its customers in advance to jointly find solutions.

3. Product and service information shall be disclosed accurately, completely and without distortion of facts.
4. The Company shall safeguard customers' confidential information as if it is the Company's information and shall not disclose or use such information for the benefit of the Company or other parties.
5. The Company shall provide a communications channel to receive recommendations, comments, and complaints from its customers and third parties to prevent or resolve problems for its customers with speed and use such information to upgrade or enhance products and services.
6. The Company shall treat customers with courtesy and honesty and equally provide care to all customers, to maintain good and sustainable relationships between customers and the Company.
7. The Company shall not demand or accept assets or items from customers or give any benefits to those with dishonest intention towards customers.

#### 4. Supplier and Creditor Code of Conduct

The Company considers equality, fairness, and integrity in operating its business and safeguarding interest with suppliers and creditors by strictly complying with laws and conditions mutually prescribed.

1. The Company shall treat suppliers and creditors with equality and on the basis of fair returns for both parties.
2. The Company shall prepare a fair contract and strictly comply with terms and conditions agreed with suppliers and creditors. If there is any event expected by the Company that will prevent compliance therewith, the Company shall immediately negotiate with suppliers or creditors to jointly find solutions and prevent any damage.
3. The Company shall establish a transparent and fair method for selecting suppliers. All bidders shall receive the same written details, information, and conditions.
4. The Company shall avoid purchasing goods or services from suppliers with illegal behavior, such as violation of human rights or intellectual property infringement.
5. The Company shall treat all financial institution creditors equally and report the Company's financial position and information to the creditors accurately and punctually.
6. The Company shall not demand and accept gifts, gratuities, and hosted meals except on appropriate occasions according to custom and shall refrain from showing favoritism which may cause other parties to think there may be injustice, especially causing other suppliers to misunderstand and do not want to participate in bidding and it may be talked about to the extent that the



Company's image is tarnished.

7. The Company shall keep suppliers' secrets confidential and shall not use suppliers' information for benefit of the Company or other parties.

#### 5. Competitor Code of Conduct

The Company shall comply with a good and fair competition framework.

1. The Company shall comply with a good competition framework and encourage free and fair competition. The Company shall not ruin the reputation of business competitors by making accusations or slandering without truth.
2. The Company shall focus on competition in terms of prices and the performance of products and services by taking into consideration the best interest of customers and preservation of the overall business image.
3. The Company shall not infringe intellectual property of other parties and shall not seek confidential information of business competitors by dishonest or inappropriate methods.

#### 6. Community, Social and Environmental Code of Conduct

The Company shall operate its business with community, social and environmental responsibility to build confidence and trust among all groups of stakeholders, encourage and cultivate the Company's personnel's awareness of using resources cost-effectively and being environmentally responsible, and promote social equality.

1. The Company shall establish a specific unit to take charge of corporate social and environmental activities and sustainable development. It shall establish a policy and a plan to implement projects beneficial to communities to enable them to be sustainably self-sufficient and contribute to resolving social and environmental



problems for sustainable development.

2. The Company shall operate its business based on legal provisions, standards, rules and regulations, and guidelines, and shall offer or develop environmentally-friendly products and services to prevent and minimize environmental impacts.
3. The Company shall, with transparency, disclose sustainability operations in the economic, social, and environmental aspects through different channels as appropriate.
4. The Company shall promote knowledge and cultivate a sense of community, social and environmental responsibility among executives, employees, and relevant stakeholders through various means as appropriate, and organize activities that benefit communities and society on a regular basis, as well as providing opportunities for families of executives and employees to participate in such activities.
5. The Company shall encourage executives and employees to use the Company's assets and natural resources for maximum benefit by realizing the importance of the environment and both short-term and long-term impacts.
6. The Company shall build good relationships, coordinate with agencies in both private and public sectors, as well as community leaders, supervise corporate social responsibility activities by focusing on implementing projects that benefit surrounding communities and environment to ensure sustainable development of better living conditions.

## 7. Code of Conduct for Executives and Employees

All employees are expected to perform their duties to the best of their ability, with responsibility towards stakeholders, achieve sustainable growth, develop their potential, and contribute to a positive work atmosphere, taking into account equality and business ethics.

1. The executives and employees shall perform their work to the best of their abilities, with responsibility for their assigned tasks, carefully, reasonably, and honestly. They shall be committed and dedicated to achieving success and shall comply with work regulations, relevant laws, rules, requirements, notifications, and policies, considering the best interest of the Company, shareholders, and the society.
2. The executives and employees shall honestly professionally perform their work, refrain from illegally seeking profits from their positions or reputation of the Company, have a positive work attitude to ensure they work more efficiently and effectively.
3. The executives and employees shall be punctual, safeguard the Company's interest and use the Company's

assets economically, cost-effectively, and carefully as a reasonable person would safeguard his/her own assets from harm or wastage, and shall not use the Company's assets for their personal use.

4. The executives and employees shall be responsible for performing their work, cooperate, provide proper assistance to their own work unit and the Company, in terms of comments, help with work and mutual problem resolution, promote unity in the discharge of duties for common benefits, as well as treating colleagues and stakeholders with politeness and kindness and having positive human relations.
5. The executives and employees shall be eager to gain knowledge and experience to enhance their capabilities in performing work and develop themselves in such a way that benefit themselves and the Company, share their knowledge with their colleagues to develop knowledge, skills, and abilities, and create new knowledge beneficial to the Company's further development.
6. The executives and employees shall keep undisclosed information confidential and shall not use the Company's insider information for their own benefit or disclose it to other persons.
7. The executives and employees shall adhere to morality and ethics, refrain from all vices and addictive substances, and refrain from engaging in any behavior that may harm their reputation and the Company's reputation.
8. The executives and employees shall take care of subordinates in terms of performance of work, moral support, and welfare, and shall welcome comments of subordinates as well as supervising their subordinates based on ethical principles and reasons.
9. The executives and employees shall not conceal any mistake or action that may seem lead to wrongdoing or may cause wrongdoing and shall immediately report the matter to supervisors according to the chain of command, or to the internal audit department, or the Audit Committee, or through channels for receiving complaints upon finding any action that seems to be fraud or misconduct, to seek solutions and prevention measures.

All employees of Loxley Public Company Limited or juristic entities owned by, or in which Loxley Public Company Limited, holds shares with voting rights exceeding 50%, whether directly or indirectly, or over which the Company has control, shall have a duty to comply with principles and practical guidelines stipulated in the Business Code of Conduct. They shall consult or ask their supervisors when they are unsure of or have any doubts regarding the guidelines and communicate to other parties or stakeholder the guidelines on performance of work based on the Code of Conduct, as well as submitting

whistleblower reports upon any wrongdoing through channels prescribed by the Company. Non-compliance with the policies and practical guidelines prescribed in the Code of Conduct may be subject to disciplinary or legal action as the case may be, and may be subject to penalty based on the specified rules. In addition to the non-compliance with the Code of Conduct, supporting others to violate the Code of Conduct, ignoring the failure to comply with the Code of Conduct, obstructing the investigation process and unfair treatment of witnesses, are also deemed as non-compliance with the Code of Conduct.

## 6.3 Major changes and Developments in policies, practices and corporate governance schemes in the previous year

### 6.3.1 Major changes and developments in relation to the review of policies, practices and corporate governance schemes or charters of committees in the previous year

In 2023, the Board of Directors reviewed corporate governance policies, measures, and guidelines, as well as revising the business operation guidelines to develop and enhance corporate governance standards to ensure continuous efficiency, in alignment with the economic, social, and environmental changes, including expanding business for sustainable growth. Key achievements include :

- The Board reviewed and approved amendment of the Company's articles of association to comply with the Public Limited Companies Act (No. 4), B.E. 2565 (2022) which had been amended, and to comply with the criteria, rules and regulations of regulators, to be proposed to the 2024 Annual General Meeting accordingly;
- The Board reviewed the suitability and adequacy of the Company's corporate governance policy and business code of conduct by granting approval for the amendment of the corporate governance policy and business code of conduct to be consistent with law, rules, guidelines, and comments from stakeholders, as well as in alignment of the business formats that had changed. It has also approved the procurement policy and the business partner code of conduct that had been additionally stipulated;
- During 2023, the Board of Directors approved the organizational management policy and regulations to ensure consistency with the corporate governance

principles, i.e. the policy on information technology system security and information security regulations, to be used as guidelines on operational procedures for units and employees; and

- The Audit Committee approved the charter of the internal audit department which had been amended at the Audit Committee's Meeting No. 4/2023, held on 9 November 2023, and presented it to the Board of Directors for acknowledgment.

In 2023, the Company has encouraged provision of other rights than the voting right to shareholders, namely the right to submit questions prior to the 2023 Annual General Meeting to express their opinions and inquire the Company about matters on the agenda. The Company provided convenience for shareholders that will attend the meeting in person and by proxy by delivering Proxy Form B to shareholders together with the meeting invitation. Moreover, shareholders may download the form from the Company's website. The right for the shareholders to propose agenda items and nominate persons for directorship prior to the 2023 Annual General Meeting has been provided during 3 October 2022 - 31 December 2022 and the provision of such right was publicized on the Company's website and the Stock Exchange of Thailand's channel.

The Company has provided online communication channels to provide communication convenience and disclose the Company's news and information, namely the disclosure of the annual report digitally on the Company's website and the Stock Exchange of Thailand's website, including communicating with investors, analysts and related government agencies by phone, e-mail and online meetings, i.e., communicating with investors, analysts and interested persons by e-mail and/or phone on a quarterly basis, and participating once in the SET Opportunity Day activity organized by the Stock Exchange of Thailand. In addition, in 2023, the Company issued the Company Snapshot to disseminate its quarterly operating results to investors and analysts.

### 6.3.2 Application of Corporate Governance Code

The Board of Directors realizes the roles and duties under the Corporate Governance Code (CG Code) and has at least once a year considered and reviewed the application of the CG Code in accordance with the Company's business context. However, some of the practices could not be applied by the Company due to reasons and necessity based on the nature of business operations of the Company, with the following material details :

1. The Company's Board Chairman should be an

independent director and at least half of the members of the Board of Directors shall be independent directors.

The Board of Directors has not elected an independent director to be the Board Chairman because it views that the current Board Chairman (Mr. Dhongchai Lamsam) is a qualified and experienced person who best understands the diverse nature of the Company's business and always has adequate time to offer his recommendations and opinions to the management for the utmost benefit of the Company. For independent directors of the Company, although the number is less than half of the total number of the Board members, it is higher than the criteria set by the Office of the SEC, i.e., more than one-third of the total number of Board members shall be independent directors. All of the Company's independent directors possess the knowledge and experience appropriate for the Company's business and can offer independent opinions. The Company allows independent directors to freely contribute to the determination or proposal of agenda items for the Board of Directors' meeting.

2. The majority of the Nomination and Remuneration Committee should be independent directors.

The Company's Nomination and Remuneration Committee consists of independent directors and non-executive directors, being responsible for considering payment criteria and the form of remuneration for members of the Board of Directors and members of sub-committees to be proposed to the Board of Directors and the shareholders' meeting for consideration and approval in accordance with the explicitly specified procedures and criteria, before submitting it to the Board of Directors for consideration prior to presenting it to the shareholders for approval at the shareholders' meeting. With respect to the consideration of the payment criteria and the form of remuneration for high-level executives, evaluation shall be linked to the targets, the Company's operating results and the performance by each executive. It can be deemed that there are clear, transparent and fair criteria and practices

3. The Board of Directors shall arrange for the performance of each Board member to be evaluated on an individual basis.

The Company shall consider appropriate criteria and procedures for further evaluation of the performance of each Board member.

4. The Board of Directors has considered the appointment of its CG Committee of which more than 50% of its members shall be independent directors and the appointment of the Sustainability Committee consisting

of at least one Board member.

The Board of Directors has not considered appointing such CG Committee and the Sustainability Committee. However, the Company appointed the task force on sustainable development responsible for driving towards stipulation of sustainable strategies and goals covering all aspects, including economic, social and environmental aspects, and business operations in line with corporate governance principles. The task force is also responsible for presenting policies and operation guidelines related to sustainable development, reviewing and determining the sustainability direction and goals of the Company. The efforts shall be driven through corporate strategic management planning, coordination with the responsible agencies to implement action plans to achieve sustainability targets, including monitoring results and efficiency of the operations and reporting them to the Board of Directors, to be prepared before the appointment of such committee in the future.

### 6.3.3 Other practices under corporate governance principles

The Company's corporate governance in 2023 has continuously progressed and evolved from the previous year. As a result, the Company received positive assessment results regarding corporate governance and was granted awards as described below.

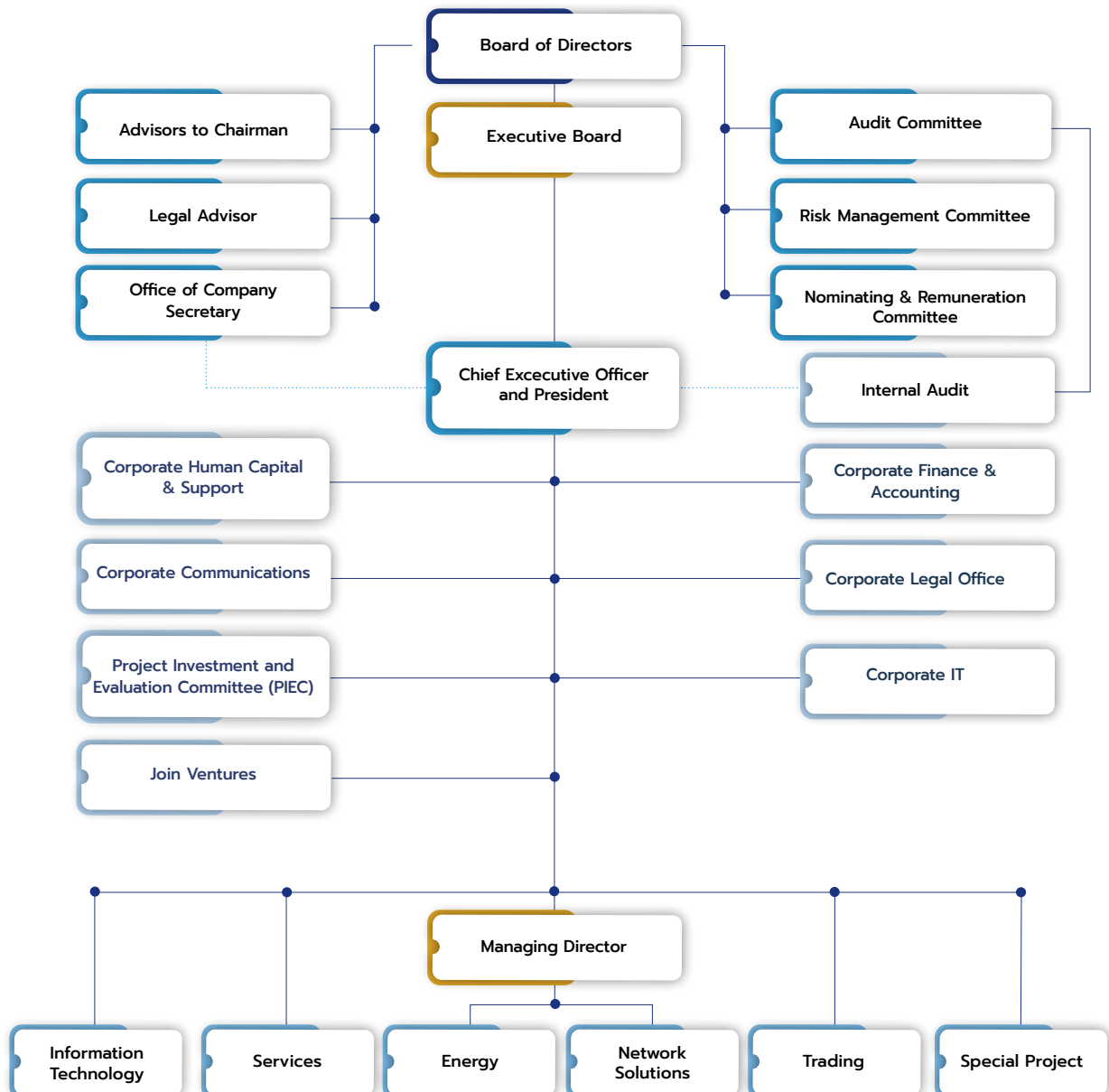
- The Company was awarded the Excellent Score or five stars from the assessment under the Corporate Governance Report of Thai Listed Companies 2023 (CGR) survey project by the Thai Institutes of Directors (IOD);
- The Company scored 100 out of 100 points from the assessment of the quality of the arrangement of the 2023 Annual General Meeting (AGM Checklist) by the Thai Investors Association;
- The Company was awarded a certificate of recognition in the Low Emission Support Scheme (LESS) at the Climate Care Forum 2023 : Time to Reduce "Reduce-for-the-World" event from its concrete operations through the Care the Whale project, the collaboration between the Stock Exchange of Thailand and the Greenhouse Gas Management Organization (Public Organization); and
- The Company was selected as a distinguished organization that promotes employment of people with disabilities in 2023 at the International Day of Persons with Disabilities 2023 event, by the Department of Empowerment of Persons with Disabilities, Ministry of Social Development and Human Security.

## 7. Structure of Corporate Governance and Major Information on its Board of Directors, Sub-Committees, Employees and Others

### 7.1 Structure of Corporate Governance

The Company's management structure in 2023 consisted of the Board of Directors and Sub-Committees, namely the Audit Committee, the Nominating & Remuneration Committee, the Risk Management Committee, the Executive Board, and working groups, namely the Project Investment and Evaluation Committee, the Personal Data Protection Working Group and the Sustainable Development Working Group.

#### Organization Structure 2023

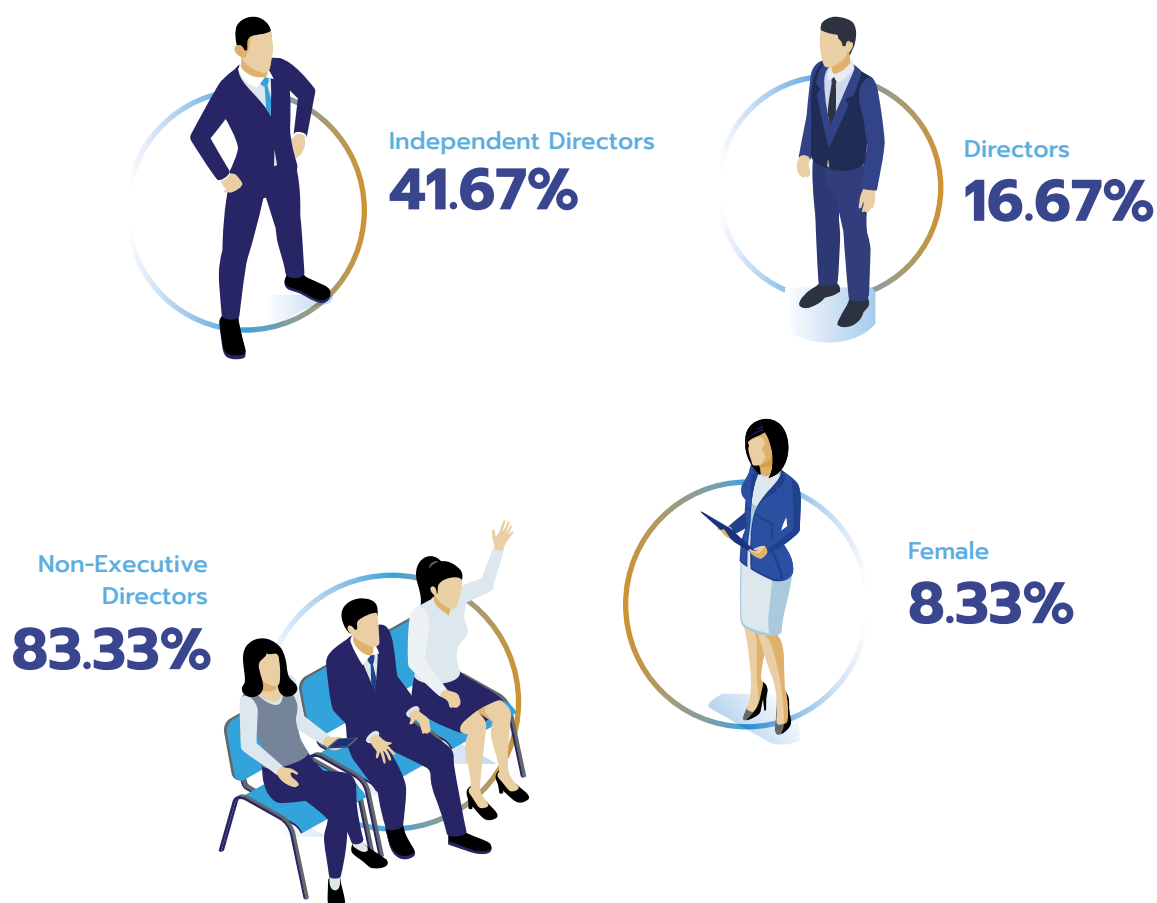




## 7.2 Information on the Board

### 7.2.1 Components of the Board

As of 31 December 2023, the Board of Directors with 12 members, of which two directors are executives, representing 16.67% of all directors, and 10 non-executive directors, representing 83.33% of all directors. Among the non-executive directors, five are independent directors, representing 41.67% of all directors, which are more than one-third of the total number of directors and more than 3 persons. There is no gender discrimination as there is one female director, representing 8.33% of the total number of directors. The Board Chairman had no involvement in management and is not the same person as the Chief Executive Officer and President, in order to ensure clarity in the segregation of duties and performance. Independent directors shall not hold more than 0.5% of the total number of voting shares of the Company, its parent company, subsidiaries, affiliated companies or juristic persons with possible conflicts of interest, and these shall include the shares held by related persons of such independent directors. As a result, the shareholding requirement as prescribed by the Company is stricter than the regulation specified in the notification of the Capital Market Supervisory Board.



## 7.2.2 Information on the Board of Directors and Controllers of the Company

The management structure of Loxley Public Company Limited consists of the Board of Directors with experts from various fields and the Board of Directors appointed sub-committees to help with the oversight and management in various aspects. Each sub-committee has the following duties and powers :

### The Company's Board of Directors

As of 31 December 2023, the Board of Directors of Loxley Public Company Limited consists of 12 members as listed below.

No.	Name	Position	Position in Sub-Committees
1.	Mr. Dhongchai Lamsam	Chairman of the Board	Member of the Nominating & Remuneration Committee
2.	Mr. Suebtrakul Soonthornthum	Vice Chairman of the Board	Member of the Nominating & Remuneration Committee
3.	Mr. Harit Sutabutr,Ph.D.*	Independent Director	Chairman of the Audit Committee
	Mr. Chatmongkol Peetathawatchai,Ph.D.*	Independent Director	Member of the Audit Committee
4.	Mr. Supavud Saicheua,Ph.D.	Independent Director	Member of the Audit Committee
5.	Professor Rawat Chamchalerm,Ph.D.	Independent Director	Chairman of the Nominating & Remuneration Committee
6.	Mrs. Nattaporn Phan-Udom,Ph.D.	Independent Director	Chairman of the Audit Committee**
7.	Mr. Surapol Srangsomwong	Independent Director	Chairman of the Risk Management Committee
8.	Mr. Vasant Chatikavanij	Director	-
9.	Mr. Petch Wanglee	Director	Member of the Risk Management Committee
10.	Mr. Krisada Lamsam	Director	-
11.	Mr. Suroj Lamsam	- Director - Chief Executive Officer & President	-
12.	Mr. Chalermchoke Lamsam	- Director - Managing Director	-

Company Secretary is Mrs. Manisara Janewithayapun

Note : Directors No. 1-10 are non-executive directors

Directors No. 11-12 are executive directors

Directors No. 4 and No. 6 are directors with the knowledge and experience who can conduct the audit on the credibility of the Company's financial statements.

Directors No. 1, 2, 8, 9 and 10 are non-executive directors with the experience in relation to the Company's business.

\* Mr. Harit Sutabutr,Ph.D. resigned from an Independent Director. Effective from 30 November 2023. The Board of Directors Meeting No. 7/2023, held on 21 December 2023, it was resolved to appoint Mr. Chatmongkol Peetathawatchai,Ph.D. as an Independent Director and Audit Committee member to replace the vacant director position, which is effective from 21 December 2023.

\*\* The Board of Directors Meeting No. 7/2023, held on 21 December 2023, it was resolved to appoint Mrs. Nattaporn Phan-Udom, Ph.D. as an Chairman of the Audit Committee.

The Company has prescribed that the Board of Directors should be comprised of persons who shall have diverse knowledge, professional skills, specific experience and expertise (Board Skill Matrix) beneficial to the business operations of the Company and its subsidiaries, that are aligned with the business strategies, as well as having morality, responsibility, leadership, and vision, and who can sufficiently devote their time to their performance of work for the Company, with no restrictions on gender, age, race, cultural background, religion or professional skills.

## Board Skill Matrix

List of Board of Directors

Skills	Mr. Dhongchai Lamsam	Mr. Suebtrakul Soonthornthum	Mr. Supavud Saicheua, Ph.D.	Professor Rawat Chamchaleem, Ph.D.	Mrs. Nattaporn Phan-Udom, Ph.D.	Mr. Surapol Srangsomwong	Mr. Chatmongkol Peetathawatchai, Ph.D.	Mr. Vasant Chatikavanij	Mr. Petch Wanglee	Mr. Krisada Lamsam	Mr. Suroj Lamsam	Mr. Chalermchoke Lamsam
 Business management, Organizational management, Human resources management, Corporate strategies and management, Business negotiations and joint ventures	●	●	●	●	●	●	●	●	●	●	●	●
 Commerce and accountancy, Finance, Accountancy, Economics, Life insurance and non-life insurance, Finance and banking		●	●		●		●			●	●	●
 Law, Risk management, and Internal audit				●	●	●			●			
 ESG and Sustainability management				●	●							
 Sales, Marketing, Trading, International trading and E-Commerce	●	●							●	●	●	
 Project management				●		●		●				●
 Engineering (electrical, energy, electronic, and civil engineering), Telecommunications, Information technology, Information technology management, and Cybersecurity							●	●			●	
 Science and Chemistry	●											

Business management, Organizational management, Human resources management, Corporate strategies and management, Business negotiations and joint ventures <b>100%</b>  <b>12 persons</b>	Commerce and accountancy, Finance, Accountancy, Economics, Life insurance and non-life insurance, Finance and banking <b>58.33%</b>  <b>7 persons</b>	Law, Risk management, and Internal audit <b>33.33%</b>  <b>4 persons</b>	ESG and Sustainability management <b>16.67%</b>  <b>2 persons</b>
Sales, Marketing, Trading, International trading and E-Commerce <b>41.67%</b>  <b>5 persons</b>	Project management <b>33.33%</b>  <b>4 persons</b>	Engineering (electrical, energy, electronic, and civil engineering), Telecommunications, Information technology, Information technology management, and Cybersecurity <b>25%</b>  <b>3 persons</b>	Science and Chemistry <b>8.33%</b>  <b>1 persons</b>

## Authority of Directors and Restrictions on Authority of Directors

Number and names of the directors who are authorized to sign on behalf of the Company were as follows : Any two of the following seven directors jointly sign and affix the Company's seal : Mr. Dhongchai Lamsam, Mr. Suebtrakul Soonthornthum, Mr. Vasant Chatikavanij, Mr. Suroj Lamsam, Mr. Chalermchoke Lamsam, Mr. Petch Wanglee, Mr. Krisada Lamsam.

## 7.2.3 Roles and Responsibilities of the Board of Directors, Chairman, Chief Executive Officer and President

The scope of roles and responsibilities of the Board of Directors, Chairman, Chief Executive Officer and President is published on the Company's website under the Corporate Governance Policy topic and summarized under the Corporate Governance topic in this report.

## 7.3 Information about the Sub-Committees

### 7.3.1 Information on Sub-Committees

The Board of Directors has appointed three committees, namely the Audit Committee, Nominating & Remuneration Committee and Risk Management Committee, to help with the governance and management in various aspects of the Company. Their authority, roles and responsibilities are as published on the Company's website under the Corporate Governance Policy section and summarized under the Corporate Governance topic in this report.

#### 1. The Audit Committee

As of 31 December 2023, the Audit Committee of Loxley Public Company Limited consists of :

No.	Name	Position
1.	Mr. Harit Sutabutr, Ph.D. *	Chairman of the Audit Committee
2.	Mrs. Nattaporn Phan-Udom, Ph.D. **	Chairman of the Audit Committee
3.	Mr. Supavud Saicheua, Ph.D.	Audit Committee Member
4.	Mr. Chatmongkol Peetathawatchai, Ph.D. ***	Audit Committee Member

Secretary to the Audit Committee is Mrs. Preeyanuch Pairoonsithiwong.

Note : Committee member No. 2 graduated with a degree in accounting. Committee members No. 2 and No. 3 possess the knowledge and experience for auditing the credibility of the Company's financial statements.

\* Mr. Harit Sutabutr, Ph.D. resigned from an Independent Director and Chairman of the Audit Committee. on 30 November 2023.

\*\* Mrs. Nattaporn Phan-Udom, Ph.D. was appointed as an Chairman of the Audit Committee. According to the resolution of the Board of Directors No. 7/2023 on 21 December 2023.

\*\*\* Mr. Chatmongkol Peetathawatchai, Ph.D. was appointed as an Audit Committee member. According to the resolution of the Board of Directors No. 7/2023 on 21 December 2023.

#### 2. The Nominating & Remuneration Committee

As of 31 December 2023, the Nominating & Remuneration Committee of Loxley Public Company Limited consists of :

No.	Name	Position
1.	Prof. Rawat Chamchalerm, Ph.D.	Chairman of the Nominating & Remuneration Committee
2.	Mr. Dhongchai Lamsam	Member
3.	Mr. Suebtrakul Soonthornthum	Member

Secretary to the Nominating & Remuneration Committee is Mr. Dawarit Tansuphasiri, Ph.D.

Note : Committee member No. 1 is an independent director, representing 33.33% of the total number of members.

Committee members No. 2 and No. 3 are non-executive directors.

#### 3. The Risk Management Committee

As of 31 December 2023, the Risk Management Committee of Loxley Public Company Limited consists of :

No.	Name	Position
1.	Mr. Surapol Srangsomwong	Chairman of the Risk Management Committee
2.	Mr. Petch Wanglee	Member
3.	Mr. Saknarong Saengsangapong	Member

Secretary to the Risk Management Committee is Mr. Boonlert Jaimun.

Note : Committee members No. 1 is an independent director.

Committee members No. 2 are non-executive directors.

Committee members No. 3 are advisor of the Executive Board.

### 7.3.2 Working Groups

To support the work of the Board of Directors and the Company's committees, the Company has appointed three working groups as follows :

#### 1. The Project Investment and Evaluation Committee (PIEC) consists of :

No.	Name	Position
1.	Mr. Boonsiri Wattanarajanikorn	Member
2.	Mr. Werasak Pattarakorn	Member
3.	Mr. Piboon Piboontum	Member
4.	Mr. Bongkarn Jiraboonsri	Member
5.	Mr. Boonlert Jaimun	Member



The Project Investment and Evaluation Committee Department supports the operation of the Project Investment and Evaluation Committee.

The Project Investment and Evaluation Committee has the scope, authority and responsibility for considering and screening projects and investment of the Company and companies under the Company's control, to ensure such projects and investment are linked to and consistent with the Company's policies, goals and strategies, by taking into consideration acceptable factors and returns that are worth the investment, before submitting them to the authorized person under the Company's rules and delegation of authority policy for consideration and approval accordingly.

## 2. The Personal Data Protection Working Groups consists of :

No.	Name	Position
1.	Mr. Boonlert Jaimun	Head of the Personal Data Protection Working Groups & Data Protection Officer (DPO)
2.	Mr. Dawarit Tansuphasiri,Ph.D.	Member
3.	Mr. Sap Chimpalee	Member
4.	Mr. Bongkarn Jiraboonsri	Legal Advisor

Secretary to the Personal Data Protection Working Groups is Miss Naphalai Paungpook.

The scope of authority, duties, and responsibilities of the working group are as follows :

1. Overseeing and ensuring that the Company's Personal Data Protection Policy, Privacy Notice and rules are in compliance with the Personal Data Protection Act, B.E. 2562 (2019) and relevant notifications;
2. Overseeing and ensuring that each operational unit has consistent regulations in compliance with the Company's Personal Data Protection Policy; and
3. Supervising and ensuring continuous compliance with the Personal Data Protection Policy and coordinating between internal units, external agencies and the Office of the Office of Personal Data Protection Commission (PDPC).

## 3. The Sustainable Development Working Group consists of :

No.	Name	Position
1.	Mr. Srihanath Lamsam	Working group advisor
2.	Mr. Dawarit Tansuphasiri,Ph.D.	Head of the Sustainable Development Working Groups
3.	Mr. Charaspong Lamsam	Member
4.	Mr. Pasakorn Aksornsuwan	Member
5.	Miss Wallada Tangkulanapun	Member
6.	Mrs. Somboon Chukhwa	Member
7.	Mrs. Manisara Janewithayapun	Member
8.	Miss Ratana Vajrasthira	Member & Secretary

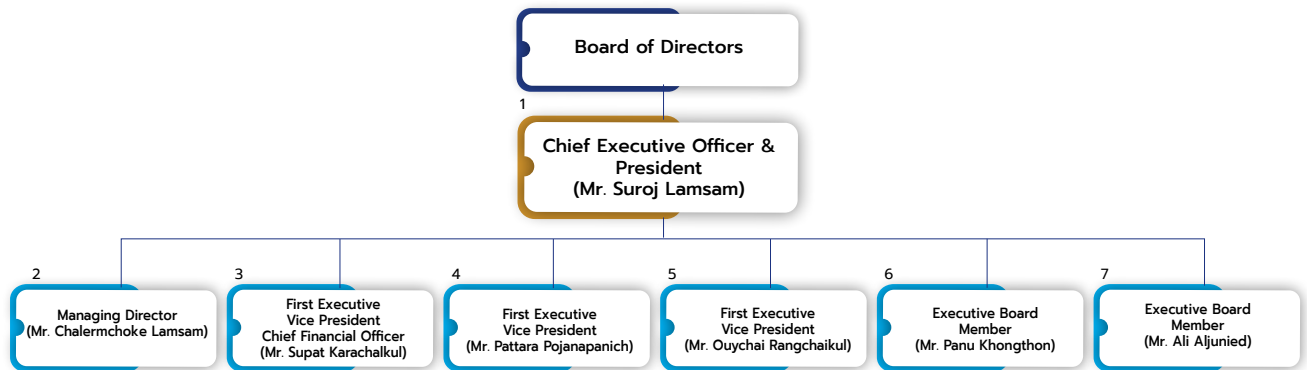
The working group has the scope of authority, duties and responsibilities to drive for stipulation of sustainable development strategies and targets, present policies and guidelines on operations related to sustainable development, revising and stipulating the Company's sustainability directions and targets, by driving through the corporate strategy management planning process, coordinating with responsible agencies in the implementation of plans to achieve the corporate sustainability goals as well as monitoring the results and efficiency of operations to report them to the Executive Committee and Board of Directors.

In addition to the appointment of the aforementioned working group, the Company has appointed the Business Continuity Planning Working Group to manage risks in the event of an emergency that may affect the business and operations of the Company, including making strategic recovery and continuity planning decisions for the organization. There is a framework of responsibility for oversight and responsibility for business continuity program operations, reporting, and day-to-day activities and preparing a business continuity plan to the Executive Board and ensures that the organization's Business Continuity Plans are regularly considered, reviewed, tested and updated when organizational change occurs.

## 7.4 Information about the management

The Board of Directors has clearly segregated roles, duties and responsibilities between the Board and the management by stipulating the roles, duties and responsibilities in carrying out and managing the Company's normal business operations to ensure that it is aligned with the Company's policies, plans, goals, articles of association, and rules, including in accordance with the resolutions of the Board of Directors' meeting and the principles of good corporate governance.

### The Company's Executives pursuant to the definition stated in the Notification of the SEC



1-7 are executives pursuant to the definition stated in the Notification of the Securities and Exchange Commission

Re : Determination of Definitions in the Notifications relating to Issuance and Offering of Securities

Note : Information as of 31 December 2023

### 7.4.1 The Executive Board

There are seven executives as per the definition of “executive” of the Office of the SEC, who are on the Company's Executive Board, consisting of :

No.	Name	Position
1.	Mr. Suroj Lamsam	Chief Executive Officer & President
2.	Mr. Chalermchoke Lamsam	Managing Director
3.	Mr. Supat Karachalkul	First Executive Vice President, Chief Financial Officer
4.	Mr. Pattara Pojanapanich	First Executive Vice President - Network
5.	Mr. Ouychai Rangchaikul ,Ph.D.	SBG First Executive Vice President - Trading SBG
6.	Mr. Panu Khongthong	Executive Vice President - Energy SBG
7.	Mr. Ali Aljunied	Executive Vice President - Information Technology SBG

Secretary to the Executive Board is Ms. Samitta Tinnam.

### Scope of Authority and Responsibilities of the Executive Board

1. Determines business plans, budgets, strategies, core management structure for business operations and defines various management authorities of the Company compatible to economic conditions and competition. With the Board of Directors' approval, leads the Company through any crisis.
2. Operates and manages the Company's businesses according to the objectives, regulations, policies, rules, requirements, orders and resolutions of the Board of Directors meetings and the Company's shareholders meetings.
3. Inspects, follows-up and implements Company policies and operating results as well as controlling operating costs to ensure effective and efficient implementation of business plans.
4. With the Chief Executive Officer's authorized signature, considers and establishes policies, and makes decisions on management and development of human resources, and succession plans that are in line with the Company's vision and mission, including considering and making decisions on hiring , appointment, employment, transfer, discharge or job rotation, suspension and termination as well as determining remuneration including expenses and facilities for employees from the levels of Vice President upwards including directors of affiliated companies.

5. With the power to approve disbursements of expenses or extension of credit, investment, exploitation for opportunities, new business undertakings, purchase/ sale of Company's fixed assets, procurement, participation in tenders, purchase of goods, execution of contracts or any juristic acts as well as undertaking the Company's various operations which are normal conduct of businesses or in relation to its normal course of operations pursuant to the Company's objectives, as follows :

- 5.1 Participates in a tender for a project, execute any contract or juristic act in connection with the Company's businesses or in relation to the Company's normal course of business within a line not exceeding Baht 2,000 million for each project or each tender.

- 5.2 Consideration and approval for the conduct of financial transactions with banks or financial institutions, such as opening/closing of bank accounts, taking out loans, application for credit facilities, financial management according to the Company's policy and undertaking juristic acts in relation thereto, shall be approved by the CFO.

- 5.3 Borrowing, lending, provision of guarantee or creating any binding obligations on the Company with any person or subsidiary, or associated company or other legal entities that are not banks or financial institutions including making investment, joint ventures, undertaking new business venture within a line not exceeding Baht 50 million each time Compliance, however, shall be made pursuant to the Stock Exchange's rules governing acquisition and/ or disposal of assets as well as relevant laws and shall also be reported to the Company's Board of Directors at its next meeting that follows.

- 5.4 In case that specific details are clearly stated in business plan or budget already approved by the Board of Directors, the Executive Board can take action as allowed by the Board of Directors' resolution.

6. For transactions with related persons which may be considered as related parties' transaction, the Executive Board has to propose to the Board of Directors for approval with presence of independent directors or the Audit Committee. Persons with conflict of interest shall not attend the meeting and do not vote, except for normal items with regular trade terms and conditions allowed by the Company's policy and criteria that are earlier approved. In addition, the Executive Board will have to strictly follow the SET's regulations on related parties' transactions.

7. The Executive Board may sub-assign the authority to the Chief Executive Officer, any executive or individual to take action on any one or several matters as it deems fit which, however, shall not be involved with an approval of an inter-related transaction, an issue which may be one with

conflict of interests or a transaction in which the Executive Board is a party with vested interest under criteria defined by a regulatory authority unless such is an issue that is in line with the policy and criteria already approved by the Company's Board of Directors.

8. Takes action on various matters as assigned by the Company's Board or shareholders or as required by the laws or the Company's Articles of Association which includes screening various matters for submission to the Company's Board.

## 7.4.2 The Policy on Remuneration for Executive Directors and Executives

Executives receive remuneration in the form of a monthly salary and a bonus (if any) which build motivation in working to achieve the organization's goals. Such remuneration has been prescribed to be at the comparable level with those adopted by the industry. The criteria for considering the rate of remuneration for executive directors and executives will be based on the performance in line with their duties and responsibilities and implementation of policies as assigned by the Board of Directors, the business development ability, the Company's operating results, the overall improvement of operational efficiency, and economic and social conditions, to create both short-term and long-term motivation. For executives, KPIs are applied to evaluate their performance and remuneration is linked to their performance.

The Board of Directors has ensured that the performance of the Chief Executive Officer & President is evaluated annually through fair and careful consideration using the evaluation criteria recommended by the Stock Exchange of Thailand. The Board of Directors assigned the Chairman to report the evaluation results to the Chief Executive Officer & President.

## 7.4.3 Total amount of remuneration for executive directors and executives

The total remuneration for a total of seven executive directors and executives pursuant to the definition of "executive" of the Office of the SEC was Baht 30,820,800 (as compensation in the form of a monthly salary, the return on performance, and other benefits).

### Total remuneration of the Executive Board, including compensation received from subsidiaries

Four executive directors or executives of the Company received compensation from three subsidiaries in the total amount of Baht 1,040,000 (as compensation in the form of meeting allowance and bonus) and there was no outstanding compensation.

## 7.5 Information on employees

### 7.5.1 Personnel

As of 31 December 2023, the Company had 486 employees in total. It had 444 permanent employees and 42 contract employees. Employees are divided according to strategic business groups and employee levels as follows :

Segment	As at 31 December 2023 (Personnel)	As at 31 December 2022 (Personnel)
Information Technology SBG	0	0
Services SBG	0	0
Energy SBG	18	97
Network Solutions SBG	156	140
Trading SBG	78	81
Special Project	54	28
Supporting Unit	180	179
<b>Total Employees</b>	<b>486</b>	<b>525</b>

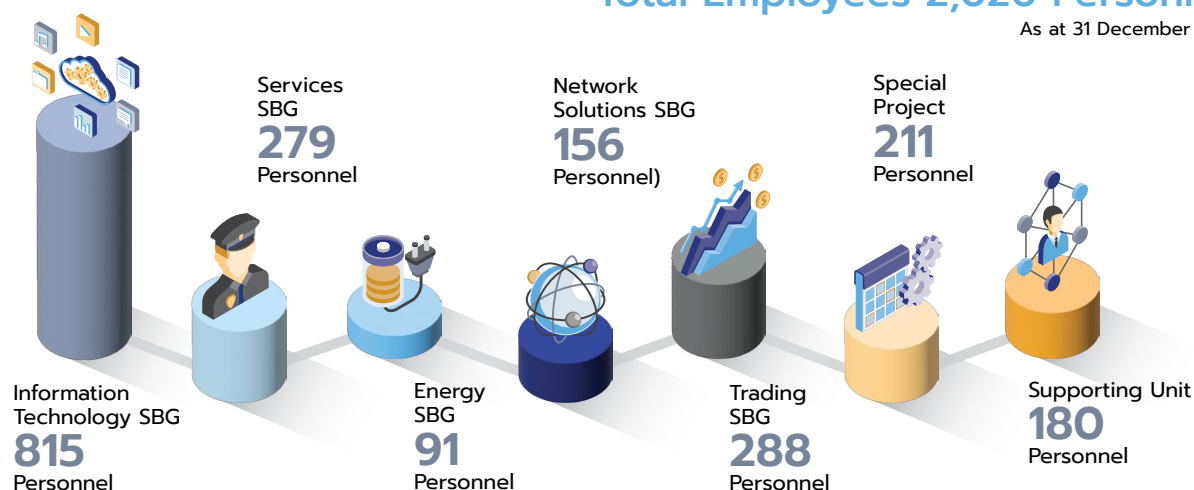
Employee details	Information Technology SBG	Services SBG	Energy SBG	Network Solutions SBG	Trading SBG	Special Project	Supporting Unit	Total
Sr. Management	0	0	4	11	7	7	36	65
Management	0	0	3	15	7	15	34	74
Supervisor	0	0	1	35	9	16	31	92
officer	0	0	10	95	55	16	79	255
<b>Total employees</b>	<b>0</b>	<b>0</b>	<b>18</b>	<b>156</b>	<b>78</b>	<b>54</b>	<b>180</b>	<b>486</b>

The Company has disclosed information on employment where equality was provided, without discrimination, and persons with disabilities and other underprivileged persons were included, as detailed in this report's section covering the topics of driving the business towards sustainability, human rights management and equality.

Number of employees in the company and subsidiaries divided according to strategic business groups

### Total Employees 2,020 Personnel

As at 31 December 2023



## 7.5.2 Significant change in the number of employees in the past three years

Over the past year, the Company's change in the number of employees is as shown in the following table.

Number of Employees as of date	Personnel	Increase (Decrease)	Percentage
31 December 2023	486	(39)	(7.43)
31 December 2022	525	5	0.96
31 December 2021	520	(41)	(7.31)

As of 31 December 2023, the number of employees decreased by 39 persons from the number in 2022, significantly due to corporate restructuring and end of employment contract.

## 7.5.3 Employee Remuneration

The Board of Directors has a policy to provide employees with remuneration and benefits that are suitable as well as in alignment with the short-term and long-term operating results which are linked to the business performance, employee performance and other economic and environmental conditions. Importance is also given to the welfare of employees to ensure that the employees are working in a secure and safe environment. Additionally, support necessary for operations under different conditions is provided.

The Company established a structure for employee remuneration that is consistent with the Company's short-term and long-term operating results through the Performance Management System (PMS) which is a continuous and systematic operating process to ensure the targeted operating results are achieved and in conformity with the organization's business direction strategy. The Company annually considers raising employees' salaries based on individual performance. The key performance indicators (KPIs), including competency, are applied in the individual performance evaluation to consider the employee remuneration and corporate development. The indicators are divided into Corporate KPIs and Functional and Individual KPIs. The determination of these KPIs must be linked to all four aspects of the organization's operational strategies (financial, customer, operational and developmental aspects) to ensure consistency with current operating results (short-term) and the Company's strategic plan to be implemented in the long

term which will sustainably lead to the established goals, such as business expansion, profit growth rate, ongoing enhancement of operational efficiency, and sustainable development performance.

The Company has determined that there will be payment of an annual bonus based on profitability of each year and a variable bonus (performance-based from PMS) which is consistent with the results of evaluation of KPIs for executives and employees of each unit to motivate them to achieve the goals of their unit and of the organization in each year.

For the fiscal year ending on 31 December 2023, the Company paid compensation to employees in the form of monthly salary, wages, overtime pay and bonuses, in the total amount of Baht 321 million (exclusive of the provident fund). The average compensation ratio of female employees to male employees was 1.09 : 1.

To provide long-term welfare for employees and promote good quality of life, the Company has established a provident fund for its employees. Employees are entitled to apply for membership of the provident fund. They can select an investment plan and can choose to contribute 5-15% of their monthly salary to the fund and the Company will match such contribution, up to a maximum of 5%. Currently, 90.12% of employees of the Company is member of the provident fund managed by MFC Asset Management Public Company Limited.

## 7.5.4 Labor Disputes

The Company have had no labor disputes that are significant to their business operations in the past three years.

However, in 2021 and 2022, ASM Security Management Company Limited, a subsidiary of the company, had some of its employees transferred to Thai Airport Security Co., Ltd. They filed a petition with Labor Court Section 1 and Section 8, claiming compensation and indemnity for advance notice. As of 31 December 2023, the subsidiary received a certified letter from Labor Court Section 1 and Section 8, stating that the case had been finalized. Thus, the subsidiary is not liable to pay damages from the aforementioned lawsuit



## 7.5.5 Employee Engagement Assessment

The Company has a policy to conduct the Employee Engagement Survey every two years and arranges an assessment on employees' satisfaction towards activities of the Company as appropriate. In addition, the Human Resources Department has conducted an assessment on the employee engagement based on resignation of employees. In summary, in 2023, the resignation rate was at 10.88% which is lower than the average rate of general companies which have an approximate resignation rate of 12%. Based on the exit interview for the purpose of listening to opinions and reasons for resignation, it was found that most employees resigned because the salary structure for some positions is not attractive when compared with the labor market, or because they wanted to run their own business, and family-related reasons. Therefore, in order to attract and retain personnel, the Human Resources Department has included the exit interview findings in its review of the employment policy and determination of remuneration, especially for the positions that require specialized skills and are highly competitive in the labour market, namely information technology-related positions and programmers. Additionally, the department has improved the evaluation system and process, setting of personal performance goals and goals of units to be in line with the corporate goals to reflect the efficiency and effectiveness of operations and to help the organization achieve its established goals, as well as promoting development of potential of the employees and taking the performance evaluation results into consideration as criteria for appropriate and fair payment of remuneration and financial rewards.

The Company encouraged the establishment of the Loxley Group Staff Club and provided a supporting budget for carrying out activities with the focus on promoting the importance of the three pillars-nation, religion and the monarchy, as well as activities aimed at creating unity among the employees, including supporting other activities of the Company as assigned. Its goal is to oversee and build relationships among employees, to encourage participation, create the culture of assisting and sharing among employees, and to forward assistance to surrounding communities and society. The club also acts as a channel for communicating and acknowledging what employees expect and require from the organization, in order to build organizational commitment and cooperation among employees pursuant to the Company's mission aimed

at creating a happy society and workplace. In 2023, the Loxley Group Staff Club organized activities which included an event to offer alms to monks on the occasion of the Company's anniversary, offering of alms to monks every Tuesday and Thursday morning, health-related activities in collaboration with Theptarin Hospital, distribution of food coupons in the Canteen, providing free meals to employees working at the warehouse in Pathum Thani, a Buddha image bathing activity on important days, providing employee welfare by arranging evening shuttle bus services from the office to mass transit stations, futsal and golf competitions to strengthen relationships, and granting scholarships to children of employees. The Company plans to hold employee engagement activities through the club on regular basis as to provide care and create a bond between the employees and the organization.

## 7.5.6 Employee Development Policy

The new normal way of doing business resulted in the change in work styles. Therefore, it is necessary to make changes in human resources management and personnel development accordingly and to be able to handle the realized changes, in order to enhance work efficiency and, in particular, to formulate standards to ensure the personnel in the organization have the concepts and behavior in the direction desired by the organization to enhance work values and create consistent inspiration to the extent that they become the corporate culture. These include encouraging the ongoing knowledge and skill development for personnel to improve their potential as well as increasing the organization's long-term capabilities.

1. Building good corporate culture is necessary for driving the organization to achieve its vision and to be in line with the established business strategies. The Human Resources Department has been planning and implementing clear core values that are in alignment with the organization's core vision and mission, including stipulation of core competencies for those holding certain positions, especially senior executives, as the guidelines on succession plans and further development of personnel.
2. The Company places importance on development of knowledge and abilities of personnel, including providing necessary training to develop management skills and specialized skills for operations through in-house training, participation in training arranged by external institutions, and online training, as well as other forms of learning, i.e. on-the-job training and delegation of tasks.

3. Development of skills, knowledge, and abilities of employees is emphasized to ensure they are aligned with the business operation direction by determining basic necessary knowledge and competencies of executives and employees at each level to clearly formulate training courses and guidelines on development. The Company established the Leadership Development Program for executives as follows :

- Upper Management Development Program, aimed at developing management skills and necessary competencies of high-level executives, as well as executive development according to the succession plan.
- Leadership Development for Middle Management Program which is the preparation and foundation of leadership towards high-level executives in the future where programs and courses were organized. They consisted of Strategic Management via Balance Scorecard, Job Design and Job Redesign Approach, PMS Coaching and Feedback, Informal Learning and Individual Development Plan, and Business Transformation programs.
- Development of employees in the supervisory level of units, consisting of Critical Thinking for Business Decision Making Workshop and Work Better with Collaborative Negotiation Course, for assistant managers and supervisors. In 2023, 20 employees in the supervisory level joined the training.

Apart from the Leadership Development Program for employees, the Company has established a plan for staff training and development in other areas. These included Functional Training for each position and training courses in line with laws and regulations, such as project management programs, programs for salespersons, and programs for work safety officers of the supervisory level

4. All units were encouraged to develop Skill Gap Analysis to formulate a core competency development plan and an individual employee development plan, both in the form of training and learning, to be in conformity with the organization's business operation direction and the unit's goals, as well as expected tasks to be undertaken by employees in their daily work. Apart from being the development of employees' skills, it is the development of leadership of executives and promotion of internal communication.

5. The Company encourages its employees to achieve excellent performance along with ensuring the employees work happily to retain and develop high performers. As a result, the Company has a policy to select high-performing employees and plan to develop them individually to be prepared for succession of positions especially among senior executives.

6. Importance was placed on the performance evaluation process to support and push the employees to perform their work efficiently and effectively. A process was established to appraise work and to review and monitor performance during the year, in order to measure the work success according to the specified individual goal and the overall goal of the unit, as well as to offer advice to subordinates, to encourage discussions and exchange of opinions with subordinates on a regular basis to ensure targets will be achieved as expected by the supervisors.
7. Exchange of knowledge both internally and among business unit is encouraged to create the learning culture and environment, namely publicizing knowledge through the Company's internal online communication channels, and organizing special lectures by executives and members of the Board of Directors.

In summary, in 2023 the Company organized a total of 58 training courses for employees to enhance their skills and potential in performing their work, which were divided into 10 in-house training courses, both online and on-site training, and 48 training courses, attended by the employees, which were organized by external institutions. The number of hours of training or knowledge development activities was 16 hours on average per employee per year compared with the targeted 12 hours per employee per year, or equivalent to a total of 1,026,432 hours of work of employees. The budget for training and development of employees totaled Baht 1,271,624.

## 7.6 Other important information (if any)

### 7.6.1 List of Assigned Persons

#### Company Secretary

Mrs. Manisara Janewithayapun holds the position of company secretary, to responsibilities and comply with the Securities and Exchange Act, B.E. 2535 (1992) (and as amended) and other duties as assigned by the company and the board of directors.

### Scope of Duties and Responsibilities

1. Organize Board of Directors meetings and shareholders meetings in compliance with laws, the Company's articles of association and principles of good corporate governance, including coordinating with relevant parties to ensure that resolutions of Board of Directors meetings and shareholders meetings are implemented;
2. Prepare and store important documents, namely the register of the Company's directors, meeting invitation letters, minutes of the Board of Directors meetings and shareholders meetings, annual reports and reports on stake holding;
3. Provide advice and support to operations of directors and executives ensuring they are in line with applicable laws and regulations;
4. Coordinating with the Board of Directors, Sub-committees, Chairman, Chief Executive Officer & President, Managing Director and the management, including coordinating between the Company and its shareholders;
5. Encourage directors, executives and employees of the Company and subsidiaries to follow the principles of good corporate governance;
6. Orientation and provide information about the nature of the business and necessary information for the current and newly appointed director to perform their duties; and
7. Perform other duties under law and as specified by regulatory agencies or as assigned by the Board of Directors.

### Person Assigned to Be Directly Responsible for Supervision of Accounting

The Company assigned Mr. Pongsak Bureetan, Vice President of Statutory Accounting & Reporting Department, to be directly responsible for supervising accounting. Details of his bio-data are shown in Attachment No. 1.

### Head of the Company's Internal Audit Function

The Company assigned Mrs. Preeyanuch Paiboonsitthiwong, Senior Director of the Internal Audit Department, to be the Company's Head of Internal Audit Function. Details of her bio-data are shown in Attachment No. 3.

### Person Assigned to Responsible for compliance

The Company assigned Ms. Tantip Pattanawittayakul, to be Compliance Supervisor

### Data Protection Officer (DPO)

The Company assigned Mr. Boonlert Jaimun, Senior Vice President, to be Data Protection Officer.

## 7.6.2 Head of Investor Relations and Contact Information

Miss Nopparat Supadulchai

Vice President, Financial Management and Investor Relations Department

102 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok 10110

Telephone : 0-2348-8468

E-mail address : ir@loxley.co.th

## 7.6.3 Auditor's Remuneration

### Financial Audit Fee

For the accounting period ending on 31 December 2023, the Company and its subsidiaries paid remuneration for auditing to audit firm, persons or entities related to the auditors and their audit firms in the total amount of Baht 10,559,000. The audit firm and auditors had no relations or interest with the Company, executives, major shareholder or their related parties.

### Non-Audit Fee

-None-

## 7.6.4 In case of a foreign company, specify the personnel assigned as representatives in Thailand and contact details in the country. Such personnel shall have Thai nationality and shall reside in Thailand :

-None-

## 8. Reports on Significant Corporate Governance Performance

### 8.1 Summary of Performance of the Board of Directors in the Previous Year

Under the principles of good corporate governance for listed companies to create confidence among shareholders, investors, and stakeholders, including providing support to achieve positive business operating results for the Company and strengthening long-term competitiveness and sustainable growth in 2023, the Board of Directors reviewed the policies, measures and guidelines by performing duties under the principles of good corporate governance as follows :

- The Company appointed a task force to determine the corporate strategies, with the aim of establishing corporate strategies and business planning guidelines for 2024-2026 to ensure they are consistent with the operational guidelines aimed at professional, stable, and sustainable growth.
- The Board of Directors reviewed and amended the Company's articles of association to comply with the Public Limited Companies Act (No. 4), B.E. 2565 (2022), as amended, and the Notification of Department of Business Development Re : Criteria for Delivery of Letters or Documents via Electronic Means and Advertising via Electronic Media, B.E. 2565 (2022), to ensure it is updated and in pace with current situations. The Board of Directors Meeting No. 5/2023, held on 19 October 2023, passed a resolution approving the Company's amended articles of association and stating that the amended articles of association shall be proposed to the shareholders meeting for consideration and approval accordingly.
- The Board of Directors reviewed the Company's corporate governance policy and code of conduct to ensure they are in alignment with the Company's business operation guidelines, including the principles of good corporate governance for listed companies. The Board of Directors passed a resolution approving the amended corporate governance policy and code of conduct at its Meeting No. 5/2023, held on 19 October 2023, as detailed under the Corporate Governance Policy topic of this report.
- The Board of Directors considered and approved the additional purchase and procurement policy and trade partner code of conduct to be used as practical guidelines for directors, executives and employees based on the principles of good corporate governance, taking into consideration sustainable development and mutual growth of stakeholders throughout the business chain, at the Board of Directors Meeting No. 5/2023, held on 19 October 2023, as detailed under the Corporate Governance Policy topic of this report.
- The Board of Directors approved the 2024 Risk Management Plan which was approved by the Risk Management Committee at the Board of Directors Meeting No. 7/2023 on 21 December 2023.
- The Audit Committee approved the charter of the Internal Audit Department which had been reviewed and amended, at the Audit Committee Meeting No. 4/2023 on 9 November 2023, and had been proposed to the Board of Directors Meeting for acknowledgment.
- The Board of Directors provided an opportunity for shareholders to appropriately be granted the rights and to be able to exercise them equally. These rights include the right to attend a shareholders meeting to jointly make a decision on important matters of the Company by exercising their voting right on each item as detailed in the letter of invitation to the shareholders meeting, the right to receive information and news of the Company quickly, comprehensively and adequately through easily accessible channels within a period suitable for decision making, which has been publicized by the Company through its website and channels of the Stock Exchange of Thailand pursuant to the required time frame and in accordance with the corporate governance criteria, and the right to receive dividend.
- Shareholders were treated equally. All shareholders are given a chance to propose items for consideration to be included as agenda items and to nominate persons with suitable qualifications to be considered for appointment as directors in the Annual General Meeting of Shareholders. In this regard, criteria are clearly specified and published on the Company's website. Shareholders may propose the list of persons for appointment as directors and submit questions in advance through the specified channels.
- The Board of Directors has promoted and encouraged the use of technology in holding shareholders meetings to provide convenience and promote transparency of the meetings by using a QR code to facilitate submission of application for attending the meeting, submission of questions prior to the meeting, downloading of documents, annual reports, proxy forms and other forms, including casting votes through the E-Voting system.

- The 2023 Annual General Meeting of Shareholders was held on 25 April 2023 which was an electronic meeting (E-AGM) in line with the Emergency Decree on Electronic Meetings, B.E. 2563 (2020), with Inventech Systems (Thailand) Co., Ltd. as electronic shareholders meeting management system provider that complied with the electronic meeting standards of the Electronic Transactions Development Agency (ETDA). To provide convenience for shareholders, starting from the registration to attend the meeting, asking questions via video conference, to vote casting and vote counting, the Company has prepared details and procedures for the appointment of a proxy, submission of a request/registration to join the meeting, and procedures for attending the meeting via electronic means for the shareholders' information prior to the meeting, which had been delivered to the shareholders together with the notice of the meeting to ensure the meeting would be conducted with speed, accuracy and transparency. The Company has prepared three different proxy forms, as prescribed by the Department of Business Development, Ministry of Commerce, for shareholders to choose, i.e., Proxy Form A, Form B and Form C. The conditions and documents required are clear and do not cause difficulty for the shareholders in appointing their proxy to attend the meeting on their behalf. For the 2023 shareholders meeting, the Company delivered Proxy Form B, together with the meeting invitation letter and has offered choices to shareholders by nominating four independent directors and specifying how their interest in the agenda items to be considered is different from the interest of other directors (if any) to be appointed as their proxy to attend the shareholders meeting on their behalf. In this meeting, the Company's 12 directors were all present, representing 100%. With measures and preparation undertaken with care, attention and respect for shareholders, the Company received a full score of 100 for its quality of meeting organization pursuant to the AGM Checklist assessment by the Thai Investors Association.
- At the Board of Directors Meeting No. 3/2023 on 12 May 2023, the Board of Directors approved the Information System Security Policy to ensure the use of services and provision of services of the Company could be carried out uninterruptedly, appropriately and in line with the Company's business policy and to prevent potential issues from unauthorized use of the information system, by users and threats which may affect its business, and to ensure that the Company's information system is operated under the efficient, secure, and reliable management framework, in compliance with the criteria and guidelines under the information system security guidelines and other applicable laws.
- In 2023, the Company organized a meeting of independent directors and non-executive directors without the presence of management on 18 July 2023. The key agenda item was to acknowledge the schedule and operations to determine the corporate strategies and provide opinions to the management, as well as offering other recommendations for sustainable business growth. The meeting results together with the recommendations had been proposed to the Board of Directors Meeting and the Chief Executive Officer & President for consideration and action accordingly.
- The Board of Directors considered and appointed an independent director and member of the Audit Committee to replace the director who resigned, based on the opinion of the Nomination and Remuneration Committee. The Board of Directors Meeting No. 7/2023, on 21 December 2023, passed a resolution appointing Mr. Chatmongkol Peetathawatchai, Ph.D as independent director and member of the Audit Committee of the Company, for the remaining term of the director whom he replaced, and a resolution appointing Mrs. Nattaporn Phan-Udom, Ph.D as Chairwoman of the Audit Committee, effective 21 December 2023.

## 8.1.1 Nomination, Development and Evaluation of Performance of the Board of Directors

The nomination, development and evaluation of performance of the Board of Directors are highly important as the Board of Directors plays an important role in formulating strategies and approaches for business operations towards sustainable growth. The summary of details regarding the policy on determination of qualifications of the Board of Directors appears under the Corporate Governance topic herein. Details on the process of nomination, development and evaluation of performance of the Board of Directors may be summarized as follows :

### Nomination and Appointment of Directors and Top Executives

The nomination of members of the Board of Directors, independent directors, the President, as well as members of committees must undergo consideration, selection and screening by the Nominating & Remuneration Committee before presentation thereof to the Board of Directors and/or the shareholders meeting for consideration and approval. With respect to the nomination of members of the Board of Directors, directors and shareholders are allowed to nominate persons with suitable qualifications in addition to the use of Director Pool of the Institute of Thai Directors (IOD), the list of directors of companies listed on the Stock Exchange of Thailand, or other public channels in support of consideration and nomination of new directors.



## Screening and Selection of Independent Directors

With respect to the screening and nomination process for independent directors, the Nominating & Remuneration Committee would consider the qualifications and prohibited characteristics of directors pursuant to the Public Limited Companies Act, the Securities and Exchange Act, the notifications of the Capital Market Supervisory Board, including the Company's articles of association, and/or applicable regulations, including the requirements on qualifications of independent directors of the Company which have been disclosed on the Company's website, and then select independent directors from qualified persons with the characteristics, knowledges, skills and experience required by the Company based on the Board Skill Matrix consistent with the business direction strategy before presenting the selected list to the Board of Directors and/or the shareholders meeting for consideration and appointment as independent directors. The Company has a policy requiring that the number of independent directors shall at least be one-third of the total number of directors and shall not be less than three persons. In addition, according to the Company's policy, any independent director may not serve as independent director for longer than nine consecutive years from the date of his/her first appointment as independent director. If such independent director is to be appointed to continue holding his/her position, the Board of Directors should consider the reasons and necessity for that appointment to be proposed to the Annual General Meeting of Shareholders for consideration and election of such person as director of the Company.

As of 2023, the Company has five independent directors out of the total of 12 directors. Such composition of the Board of Directors is in accordance with the requirement of the Office of the SEC, i.e., independent directors shall account for at least one-third of the total number of directors but shall not be less than three persons. One independent directors are Mr. Supavud Saicheua, Ph.D., who has been serving as independent director longer than nine consecutive years. The Nominating & Remuneration Committee and the Board of Directors have considered and reviewed the reasonable necessity based on the principle of trust and the performance of their duties with responsibility, due care and loyalty (fiduciary duties) pursuant to section 89/7 of the Securities and Exchange Act B.E. 2535 (1992) (and as amended), and found that appointing director as independent director will not hinder the free expression of opinions in any respect. The knowledge, competency, experience and specialized skills of the directors will be beneficial to the determination of the Company's strategic direction of business operations and will enhance the efficiency of the performance of duties of the Board of Directors. The decision would be proposed to the shareholders meeting to consider appointing them as directors of the Company.

## Process and Methods of Nomination and Selection of Directors

- The Company allows minor shareholders/ major shareholders/ directors to nominate persons suitably qualified as the Company's directors to the Company. The Company will post the announcement thereof on its website. If no share holders nominate any person to be appointed as a director of the Company, the Board of Directors will report the result to the shareholders meeting for acknowledgment through a channel of the Stock Exchange of Thailand and announce the result on the date of the Annual General Meeting of Shareholders.
- The qualifications of the nominated persons shall be considered to ensure they are in line with laws and stipulated requirements and that such persons possess leadership qualities with a broad vision, are moral and ethical persons, have transparent work background, are able to devote their time as directors, are able to express their opinions freely, and have the characteristics, knowledge, skills and experience required by the Company based on the Board Skill Matrix in line with the direction of business operation strategies, without including differences in terms of gender, ethnicity, race, nationality or origin as qualification restrictions (Board Diversification).
- The composition of the Board of Directors shall be considered to ensure it is suitable for the organizational structure and is diverse in alignment with the business operation strategies
- The independence of directors and potential conflicts of interest with the Company shall be emphasized.
- The Nominating & Remuneration Committee shall consider and select persons with qualifications consistent with applicable rules and regulations and suitable for the Company's business operation as directors, and shall provide opinions and present them to the Board of Directors to seek agreement and/ or approval.
- The Board of Directors shall consider approving the list of directors to be proposed for approval at the Annual General Meeting of Shareholders.

## Appointment and Retirement of Directors

The shareholders' meeting is entitled to elect directors according to the rules and procedures prescribed in the Company's articles of association by majority vote. Each shareholder has one vote per share and directors may be elected individually. The persons receiving the highest votes in a descending order will be elected as directors up to the number of directors required or who shall be elected at that time. In case the number of persons, who are elected in a descending order, and received equal votes, exceeds the number of directors required or who shall be elected at that time, the Chairman shall have a casting vote.

At every annual general meeting of shareholders, one-third of the number of the directors shall vacate office. If the number is not a multiple of three, then the number nearest to one-third shall retire. The directors to retire during the first and second years following the registration of the Company shall, unless otherwise agreed, be determined by drawing lots. In subsequent years, the director who has been in office for the longest term shall retire. A retiring director is eligible for re-election.

Apart from retirement by rotation, a director shall vacate his/her office upon death, resignation, lack of qualifications or having prohibited characteristics under the law on public limited companies and the law on securities and exchange, removal by a resolution of the meeting of shareholders pursuant to the law on public limited companies, or removal by a court order.

In the event that there is a director vacancy, occurring otherwise than by rotation, the Board of Directors shall elect a person who has the qualifications and does not have any prohibited characteristics under the Company's articles of association as a replacement director at the subsequent meeting of the Board of Directors, unless the remaining duration of the director's term of office is less than two months. The resolution of the Board of Directors shall be supported by a vote of not less than three-fourths of the number of the remaining directors. The replacing director shall hold office only for the remaining term of office of the director whom he/ she replaces.

In 2023, the 2023 Annual General Meeting of Shareholders, held on 25 April 2023, re-elected four existing directors, namely Mr. Suebtrakul Soonthornthum, Professor Rawat Chamchalerm, Mr. Surapol Srangsomwong and Mr. Suroj Lamsam as directors for another term as proposed by the Board of Directors. Professor Rawat Chamchalerm and Mr. Surapol Srangsomwong are an independent director who have been re-elected as director. All these four directors are persons with qualifications under applicable laws and consistent with the Company's Board Skill Matrix.

## Development of Directors

In 2023, skills and knowledge related to the roles and duties assigned to members of the Board of Directors and the Executive Board were enhanced on a continuous basis and constantly updated, both through training and seminars organized by external agencies and institutions and training and seminars carried out internally by qualified speakers and special lectures by directors to exchange information and opinions as well as dissemination of beneficial information to the performance of duties as the Company's directors.

The Company's directors and executive directors who attended seminars organized by external agencies and institutions are as follows :

Name	Directorship	Seminars and Special Lectures	Agency/Institution
Mrs. Nattaporn Phan-Udom, Ph.D.	Independent Director	<ul style="list-style-type: none"> <li>- Engaging Board in ESG : The Path to Effective Sustainability</li> <li>- Organizational risk management for working group workshop</li> </ul>	<ul style="list-style-type: none"> <li>- Thai Institute of Directors Association</li> <li>- Pricewaterhouse Coopers ABAS Ltd.</li> </ul>
Mr. Surapol Srangsomwong	Independent Director	<ul style="list-style-type: none"> <li>- Organizational risk management for working group workshop</li> </ul>	<ul style="list-style-type: none"> <li>- PricewaterhouseCoopers ABAS Ltd.</li> </ul>
Mr. Supat Karachalkul	Executive Board Member	<ul style="list-style-type: none"> <li>- CFO Conference 2023 Embracing Changes &amp; Unveiling the Path to Business Resilience and Success</li> <li>- The Secret Sauce Summit 2023</li> <li>- Seminar on TFRS Financial Reporting Standards 2023 via Live Streaming</li> <li>- The Standard Economic Forum 2023 Future Ready Thailand "Thai economy chases the future"</li> </ul>	<ul style="list-style-type: none"> <li>- Federation of Accounting Professions</li> <li>- The Standard</li> <li>- The Stock Exchange of Thailand (SET)</li> <li>- The Standard</li> </ul>
Mr. Ouychai Rangchaikul, Ph.D.	Executive Board Member	<ul style="list-style-type: none"> <li>- Security Management and Leadership for Executive Program (SML) Class 5/2023</li> <li>- Role of Chairman Program (RCP) Class 55/2023</li> </ul>	<ul style="list-style-type: none"> <li>- The Association of National Defence College of Thailand Under The Royal Patronage of His Majesty The King (ANDCT)</li> <li>- Thai Institute of Directors Association</li> </ul>

In addition, the Company organized special lectures by its directors with the knowledge and expertise to exchange information and opinions. All of the Company's directors attended the special lectures and discussed their opinions extensively, as well as providing recommendations to the management to consider implementing them. In 2023, one special talks were held, namely The economic trends of Thailand and the global economy in the second half of 2023, given by Mr. Supavud Saicheua, Ph.D.

Currently, all 12 directors of the Company have been trained in courses regarding performance of directors' duties, namely the Director Certification Program (DCP) and/or Director Accreditation Program (DAP), representing 100% of the entire Board of Directors. The details thereof are shown under this report's topic of details of directors, executives, controllers, the person assigned as the Chief Financial Officer, the person assigned to be directly responsible for the Company's accounting, and the Company Secretary.

## Evaluation of Performance of Duties of the Board of Directors

In 2023, the Nominating & Remuneration Committee conducted an evaluation of performance of duties of the Board of Directors and all sub-committees on an individual basis, and the Chief Executive Officer & President, to apply the evaluation findings in the enhancement of efficiency of performance of duties of the Board of Directors. The evaluation was conducted pursuant to the criteria recommended by the Stock Exchange of Thailand and the Thai Institute of Directors (IOD). The evaluation of the Board of Directors was divided into six topics, namely the Composition and Qualifications of the Board of Directors; Roles, Duties and Responsibilities of the Board of Directors; Board of Directors Meetings; Performance of Duties of Board Members; Relations with the Management; and Self-Development of Directors and Development of Executives. The evaluation of sub-committees on an individual basis was divided into four topics, namely Composition and Qualifications of Committees; Meetings of Committees; Roles, Duties and Responsibilities of Committees; and Reports on Performance of Committees, including evaluation of performance of committees as a whole and additional recommendations.

The results of the assessment of performance of the Board of Directors and Committees can be summarized as follows :

Board of Directors/ Sub-Committees	Assessment results of the entire Board/Committees (%)		
	2023	2022	2021
Board of Directors	89.0	88.6	89.4
Audit Committee	96.9	96.9	n/a
Nomination & Remuneration Committee	88.0	91.9	n/a
Risk Management Committee	84.8	84.2	n/a

## Assessment results of the performance of the

### Chief Executive Officer & President

The Board of Directors has assessed the overall performance of the Chief Executive Officer & President (Mr. Suroj Lamsam) with an average score of 87.7 percent. The Board of Directors has assigned the Board Chairman to inform the result of the assessment to the Chief Executive Officer & President.

### Preparation of Succession Plans for Executives and Chief Executive Officer

The Company has a policy on planning, selecting and considering high-performing employees based on their characteristics, knowledge and competencies that meet the requirements and are suitable for the business direction plan, the qualifications align with the necessary core competencies required for the position as well as consistent with the corporate values and corporate goals, together with the plan to develop individual personnel, both in terms of functional development and management skills and leadership to prepare and develop personnel for succession of positions in advance, especially among senior executives.

With respect to the succession plan for the Chief Executive Officer of the Company and its subsidiaries, the Human Resources Department shall specify the qualifications of the holder of that position that are consistent with the business operation direction through interview and discussion with the Chairman and/or the President, prepare a list of candidates together with their characteristics, knowledge and competencies in support of the preparation of the succession plan, formulate a development plan for the prospective successor, including working with the consulting firm in the consideration and nomination of a qualified third party for comparison and selection of the successor accordingly.

The Human Resources Department has reviewed the succession plan for executives and regularly and annually reported the progress thereof to the Board of Directors.

## 8.1.2 Attendance of Meetings and Remuneration for Individual Directors

In 2023, the Board of Directors held seven meetings, with one non-management meeting of non-executive directors as described below.

Name	Attendance (Number of meeting attendance/Number of meeting held)					
	Board Meeting				Annual General Meeting of Shareholders	
	Total	As a percentage	Method of Meeting Attendance		Method of Meeting Attendance	
			In Person	via electronic media	In Person	via electronic media
Mr. Dhongchai Lamsam	7/7	100	7	-	1/1	-
Mr. Suebtrakul Soonthornthum	7/7	100	7	-	-	1/1
Mr. Harit Sutabutr,Ph.D.*	6/6	100	-	6	1/1	-
Mr. Supavud Saicheua,Ph.D.	7/7	100	1	6	-	1/1
Professor Rawat Chamchalerm,Ph.D.	7/7	100	5	2	1/1	-
Mrs. Nattaporn Phan-Udom,Ph.D.	7/7	100	6	1	-	1/1
Mr. Surapol Srangsomwong	7/7	100	7	-	-	1/1
Mr. Vasant Chatikavanij	7/7	100	2	5	-	1/1
Mr. Petch Wanglee	6/7	85.71	4	2	-	1/1
Mr. Krisada Lamsam	7/7	100	1	6	-	1/1
Mr. Suroj Lamsam	7/7	100	7	-	1/1	-
Mr. Chalermchoke Lamsam	7/7	100	6	1	1/1	-
Mr. Chatmongkol Peetathawatchai,Ph.D.*	0/0	-	-	-	0/0	-
<b>Number of meetings in 2023</b>	<b>7</b>				<b>1</b>	
<b>Percentage of attendance of all directors</b>	<b>98.80</b>				<b>100</b>	

Note : \* Mr. Harit Sutabutr,Ph.D. resigned from an independent director. Effective from 30 November 2023. While holding the position, attending all meetings as an independent committee member, representing 100% of the meeting. The Board of Directors Meeting No. 7/2023 on 21 December 2023 resolved to appointed Mr. Chatmongkol Peetathawatchai,Ph.D. to replace the position, and no attended in The Board of Directors Meeting 2023

## The Board of Directors Meeting, specifically for independent directors and non-executive director

Name	Attendance (Number of meeting attendance/Number of meeting held)			
	Total	as a percentage	In Person	via electronic media
Mr. Harit Sutabutr, Ph.D.	1/1	100	-	1/1
Mr. Supavud Saicheua, Ph.D.	1/1	100	-	1/1
Professor Rawat Chamchalerm, Ph.D.	1/1	100	1/1	-
Mrs. Nattaporn Phan-Udom, Ph.D.	1/1	100	1/1	-
Mr. Surapol Srangsomwong	1/1	100	1/1	-
Mr. Petch Wanglee	1/1	100	1/1	-
Mr. Krisada Lamsam	1/1	100	1/1	-

## Policy on payment of compensation to the Board of Directors and Sub-Committees

The policy on remuneration for the Board of Directors and Sub-Committees shall be as per the resolution of the 2023 Annual General Meeting of Shareholders held on 25 April 2023 as follows

## Policy and Method concerning determination of compensation payment and Remunerative Structure for directors

The Remuneration	Year 2023
<b>1. The Remuneration of the Board of Directors</b>	
1.1 Meeting Allowance	
- Chairman	100,000 Baht/Person/Month
- Director	50,000 Baht/Person/Month
1.2 Bonus	
- Chairman	-None-
- Director	-None-
<b>2. The Sub-Committees include the Audit Committee, the Nominating &amp; Remuneration Committee, and the Risk Management Committee</b>	
2.1 Meeting Allowance	
- Chairman	30,000 Baht/Person/Month
- Director	20,000 Baht/Person/Month
<b>3. Non-Monetary Remuneration/ Any Other Benefits</b>	-None-



## Remuneration for Members of the Board of Directors and Sub-Committees

### 1) Monetary remuneration during 1 January - 31 December 2023

1. Remuneration for 12 members of the Board of Directors, totaling Baht 7,750,000 (as compensation in the form of meeting allowances)
2. Remuneration for members of the Audit Committee, Nominating & Remuneration Committee, Risk Management Committee, totaling Baht 2,250,000 (as compensation in the form of meeting allowances).

Such remuneration was not inclusive of returns and benefits paid to directors as employees or member in any working group of the Company, with the following details :

(Unit : Baht)

Name	Directorship	Company's Directors	Bonus	Audit Committee	Nominating & Remuneration Committee Members	Risk Management Committee
1. Mr. Dhongchai Lamsam	Non-Executive Director	1,200,000	-	-	240,000	-
2. Mr. Sueptrakul Soonthornthum	Non-Executive Director	600,000	-	-	240,000	-
3. Mr. Harit Sutabutr,Ph.D.*	Independent Director	550,000	-	330,000	-	-
4. Mr. Supavud Saicheua,Ph.D.	Independent Director	600,000	-	240,000	-	-
5. Professor Rawat Chamchalerm,Ph.D.	Independent Director	600,000	-	-	360,000	-
6. Mrs. Nattaporn Phan-Udom,Ph.D.	Independent Director	600,000	-	240,000	-	-
7. Mr. Surapol Srangsomwong	Independent Director	600,000	-	-	-	360,000
8. Mr. Vasant Chatikavanij	Non-Executive Director	600,000	-	-	-	-
9. Mr. Petch Wanglee	Non-Executive Director	600,000	-	-	-	240,000
10. Mr. Krisada Lamsam	Non-Executive Director	600,000	-	-	-	-
11. Mr. Suroj Lamsam	Executive Director	600,000	-	-	-	-
12. Mr. Chalermchoke Lamsam	Executive Director	600,000	-	-	-	-
13. Mr. Chatmongkol Peetathawatchai,Ph.D.*	Independent Director	-	-	-	-	-
<b>Total</b>		<b>7,750,000</b>	<b>-</b>	<b>810,000</b>	<b>840,000</b>	<b>600,000</b>

Note : Remuneration for the Risk Management Committee was not inclusive of compensation of Baht 240,000 for Mr. Saknarong Saengsangapong who is not in the list of members of the Board of Directors.

\* Mr. Harit Sutabutr,Ph.D. resigned from all position, effective from 30 November 2023. And Mr. Chatmongkol Peetathawatchai,Ph.D. assumes the position of Independent Director and Audit Committee member, from 21 December 2023. (the compensation payments begin from 1 January 2024 onwards.)

### 2) Other compensation

-None-

The Company did not pay other compensation and benefits to members of the Board of Directors in addition to those approved by the shareholders' meeting as per the aforementioned details.

### 8.1.3 Supervision and Monitoring of Operations of Subsidiaries, Affiliates and Joint Ventures

The Board of Directors has a mechanism to oversee the operations of its subsidiaries and affiliated companies operating core businesses of the Company to maintain the benefits of the Company's investment. Core operations are as listed below.

- Appointment of the Company's senior executives or nomination of persons as directors or executives in subsidiaries or affiliated companies at least in proportion to their shareholding, shall be carried out by the Board of Directors, or the Executive Board Chairman or the President shall be assigned to make the appointment. This depends on the scale of the business in which the Company invests, to ensure that the business operations of subsidiaries, affiliated companies or joint ventures will be in the same direction and in line with the Company's policy.
- Encouraging an appropriate and prudently adequate internal control system and ensuring that transactions correctly comply with applicable laws and regulations.
- Subsidiaries must disclose information on their financial position, operating results and related-party transactions, including acquisition and disposal of property and/or significant transactions to the Company in a comprehensive and accurate manner and within reasonable timeframe and consistent with the Company's rules.

### 8.1.4 Ensuring Compliance with Corporate Governance Policy and Guidelines

The Board of Directors has formulated the Company's corporate governance policy in writing since 2013 which is a guideline for all directors, executives, and employees to follow. The policy is reviewed annually. At Board of Directors No. 5/2023, on 19 October 2023, the Board of Directors passed a resolution approving the corporate governance policy and code of conduct that had been amended to comply with laws and rules related to corporate governance of listed companies, as detailed under the Corporate Governance topic in this report. The Company gathered the corporate governance policy, including other relevant policies, and the code of conduct to make a manual on corporate governance as practical guidelines for directors, executives, and employees. It has also organized an orientation session for new employees on such guidelines and published them on the Company's website for easy access by employees and for the general public's knowledge. Monitoring is also carried out to ensure compliance with the corporate governance policy and guidelines as follows :

#### Prevention of Conflicts of Interest

The Board of Directors has established a policy on conflicts of interest on the principle that it does not support related-party transactions with persons who may have conflicts of interest. The policy is included in the corporate governance policy and code of conduct, under which it is specified that directors, executives, and employees must report their interest and the interest of related parties to avoid seeking personal benefits. The related-party transactions must be approved by the Audit Committee before proposing them to the Board of Directors Meeting or the Shareholders Meeting according to the procedures. In the event that such transactions are required, they shall be in accordance with normal business practices as if they are transactions with third parties. If any transactions do not comply with normal business practices, they shall comply with the procedure for approving related-party transactions, and the persons with interest in such transactions shall not be entitled to cast a vote. The Company has publicized its policy and provide knowledge through its website and internal communication channels. Based on the monitoring results in 2023, no transactions falling into the scope of conflicts of interest were found.

#### Prevention of Use of Insider Information to Seek Benefits

The Company supervises the use of insider information which refers to information that has not been disclosed publicly, and the materiality of which affects the change in prices or value of securities. The Company has a governance policy to prevent executives from using the Company's insider information to seek personal benefits by implementing legal measures to be followed by directors, executives, and employees.

The directors, executives as well as those in management positions in finance or accounting functions, including their spouses and underaged children, must not buy or sell securities of the Company, directly or indirectly, within a period of one month prior to the disclosure of annual and quarterly financial statements to the public. The Office of the Company Secretary shall announce the blackout period for trading securities to directors and executives in advance through email and online communication channels to ensure that no insider information will be used to seek personal benefits, including reporting in the meetings of the Board of Directors and Executive Board every time sensitive information is disclosed apart from publicizing the policy and providing knowledge through website and internal communication channels. Based on the monitoring results in 2023, no violation of such policy was found.

## Reports on Change of Securities Holding of the Board of Directors and Executives

The Company requires that changes in securities holding of directors and executives shall be reported. The Company Secretary will collect information and report changes in securities holding to the Board of Directors meeting for acknowledgement by specifying it as an item in the agenda of the Board of Directors meeting. The information on securities holding of directors, executives and the Company Secretary is as follows :

No.	Name	Number of Shares		Number of Shares Increased (Decreased)	Percentage of Shareholding (%)
		31 Dec 2023	31 Dec 2022		
1.	Mr. Dhongchai Lamsam spouse and underage children	26,732,044 1,168,513	26,732,044 1,168,513	- -	1.18 0.05
2.	Mr. Suebtrakul Soonthornthum spouse and underage children	- -	- -	- -	- -
3.*	Mr. Harit Sutabutr,Ph.D. spouse and underage children	55,125 -	55,125 -	- -	0.002 -
4.	Mr. Supavud Saicheua,Ph.D. spouse and underage children	- -	- -	- -	- -
5.	Professor Rawat Chamchalerm,Ph.D. spouse and underage children	- -	- -	- -	- -
6.	Mrs. Nattaporn Phan-Udom,Ph.D. spouse and underage children	- -	- -	- -	- -
7.	Mr. Surapol Srangsomwong spouse and underage children	- -	- -	- -	- -
8.*	Mr. Chatmongkol Peetathawatchai,Ph.D. spouse and underage children	- -	- -	- -	- -
9.	Mr. Vasant Chatikavanij spouse and underage children	2,242,478 -	2,242,478 -	- -	0.10 -
10.	Mr. Petch Wanglee spouse and underage children	- -	- -	- -	- -
11.	Mr. Krisada Lamsam spouse and underage children	- -	- -	- -	- -
12.	Mr. Suroj Lamsam spouse and underage children	13,150,595 -	13,150,595 -	- -	0.58 -
13.	Mr. Chalermchoke Lamsam spouse and underage children	9,876,688 3,920,437	9,876,688 3,920,437	- -	0.44 0.17
14.	Mr. Supat Karachalkul spouse and underage children	- -	- -	- -	- -
15.	Mr. Pattara Pojanapanich spouse and underage children	- 560,369	- 560,369	- -	- 0.02
16.	Mr. Ouychai Rangchaikul,Ph.D. spouse and underage children	- -	- -	- -	- -
17.	Mr. Panu Khongthon spouse and underage children	- -	- -	- -	- -
18.	Mr. Ali Aljunied spouse and underage children	- -	- -	- -	- -
19.	Mrs. Manisara Janewithayapun spouse and underage children	- -	- -	- -	- -

Note : \* Director No. 3, Mr. Harit Sutabutr,Ph.D., resigned as director, effective 30 November 2023, and was replaced by Director No. 8, Mr. Chatmongkol Peetathawatchai,Ph.D. on 21 December 2023.

In 2023, there was no insider trading by any directors and executives of the Company, and regulatory agencies, such as the Securities and Exchange Commission or the Stock Exchange of Thailand, did not impose any fine on, or make any accusation or take any civil action against the Company regarding insider trading by the Company's directors or executives.

## Anti-Corruption

After the Board of Directors Meeting No. 1/2015, held on 2 March 2015, resolved to approve the issuance of the anti-corruption policy in writing to be the guideline for operation for employees along with the existing corporate governance policy and code of conduct. The Company has communicated to and educated its directors, executive and employees regarding the anti-corruption policy and guidelines, including relevant policies, on a continuous basis. All levels of employees can access policies through internal communication and such policies are disclosed on the Company's website for all employees to acknowledge and follow. In addition, the Company has announced its No-Gift Policy to refrain from receiving/giving all types of gifts, resulting from performance of duties with customers, trade partners and related parties during the New Year festival or any other occasions. This policy has been communicated to its employees for acknowledgment and strict compliance.

In 2023, the Company still has and adheres to its No-Gift Policy to strengthen the transparent corporate culture, to remain ethical and to prevent corruption.

The Company has signed the Integrity Pact of Cooperation on Prevention and Suppression of Corruption in Public Procurement in executing transactions with the public sector, to promote transparent and fair procurement.

The Company has provided a channel for acceptance of complaints and whistleblowing for reporting cases of violation of laws, rules and the Company's articles of association and code of conduct. In 2023, no violation of the Anti-Corruption Policy was found.

In this regard, in order to be ready for the announcement of the Company's intention to join the Thai Private Sector Collective Action Against Corruption (CAC), the Company has arranged for its personnel to be trained in the Road to Certify with THAI CAC course and the Road to Join CAC & SME Briefing course, organized by the Thai Institute of Directors (IOD) to ensure understanding of procedures of certification and self-assessment before applying for certification and guidelines on developing a standard anti-corruption system.

## Whistleblowing/Acceptance of Complaints

The Company allows the general public to file a complaint upon finding any behavior of directors, executives and employees, that is inappropriate or in conflict with the Company's code of conduct or any other matters that may cause damage to the Company or the Board of Directors. The complaints/whistleblowing may be reported through independent directors or members of the Audit Committee to :

### The Secretary to the Audit Committee

Loxley Public Company Limited  
102 Na Ranong Road, Khlong Toey, Khlong Toey, Bangkok 10110  
Or E-mail address : ac@loxley.co.th

The Company shall consider all requests and complaints and take appropriate action in equitable, transparent and justly to all related parties within the appropriate timeframe, and keep the information as confidential to protect the complainant. The independent directors or Audit Committee will investigate and directly report to the Board of Directors.

In 2023, no complaints regarding any behavior of directors, executives and employees that is inappropriate or in conflict with the Company's code of conduct as mentioned above were made.

## Information Technology Security Policy and Violation of Intellectual Property/ Copyrights

The Company has established a policy and rules for use of the computer system, including connection to the Internet through the Company's network for the employees to strictly follow. The Company also oversees and ensures that the use of computers and information technology will be in compliance with applicable laws and guidelines.

In 2023, the Company updated its Information Security Management System (ISMS) policy. The Board of Directors Meeting No. 3/2023, on 12 May 2023, passed a resolution approving the Information System Security Policy to ensure the use of services and provision of services of the Company could be carried out uninterruptedly, appropriately, and in line with the Company's business policy and to prevent potential issues from unauthorized use of the information system, by users and threats which may affect its business, and to ensure that the Company's information system is operated under the efficient, secure, and reliable management framework, in compliance with the criteria and guidelines under the information system security guidelines and other applicable laws. In addition, the Company has established regulations on information system security as guidelines on operational

procedures for units and employees. Such regulations were published and communicated to directors, executives, and employees to follow, through the Company's website, intranet, and other internal communication channels. In 2023, training sessions were organized to summarize the ISMS policy for employees and educational videos on such topic were made and publicized on the Company's channel.

In addition, the Company has developed the Private Cloud System for storing the Company's important information in compliance with the information security policy and regulations and the Personal Data Protection Policy. Moreover, it has organized training on the use of the Private Cloud System for employees, in which 73 employees participated. The Company sent 2 employees also joined the Cyber Risk 2023 seminar, organized by the Thai Listed Companies Association. The practices regarding prevention of cyber threats were communicated to all employees via the Company's email.

In addition, to prevent and minimize business impacts from potential risks, the Company has reviewed its Business Continuity Plan (BCP) regarding information technology to prescribe procedures and guidelines to ensure that its business can be operated continuously.

In 2023, based on the monitoring of compliance with the policy on non-infringement of intellectual property/copyrights, two software copyright infringement incidents were found. The Company has conducted an investigation into the incidents, uninstalled the software, purchased the software license, and taken disciplinary action as prescribed by the Company's work regulations, including educating its employees about the intellectual property policy and law.

### Income Tax Expenses for 2023

The Company and its subsidiaries realize that taxes are important for the overall sustainable development of the country, therefore attach importance to accurate and complete tax management. It is based on the provision and responsibilities, organize working systems in accordance with accounting system standards, tax laws and related regulations, payment of taxes in full within the specified period along with operations that are transparent and verifiable. In 2023, the company and its subsidiaries pay taxes to the government for national administration and development, which is an investment in social and economic development as a whole, with a total value of 56 million baht.

Unit: million baht

Consolidated financial statements (2023)		
	Rate (%)	Million baht
Profit before income tax expense		416
Income tax using the Thai corporation tax rate	20	83
Tax effect of income and expenses that are not taxable income or not deductible in determining taxable profit, net and others		(27)
Total	14	56

### Trade Partner Code of Conduct

The Company has formulated the Trade Partner Code of Conduct and Best Practice to be observed by trade partners of the Company group as mutual operation guidelines to ensure responsible business operations and mutually sustainable growth throughout the business chain. In 2023, the Company held meetings with its major trade partners to inspect operations and offer recommendations for improvement.



## 8.2 Report on Performance of the Audit Committee in the Previous Year

### 8.2.1 Number of Meetings and Attendance by Each Member of the Audit Committee

Details are shown in the Audit Committee's Report in Attachment No. 6.

### 8.2.2 Performance of the Audit Committee

The Board of Directors approved the establishment of the Audit Committee, consisting of three members who are independent directors. Two members of the Audit Committee are directors with knowledge and experience adequate for the audit of the integrity and credibility of financial statements. Duties performed by the Audit Committee in 2023 are shown in the Audit Committee's Report in Attachment No. 6.



## 8.3 Summary of Performance of Other Sub-Committees

### 8.3.1 Number of Meetings and Attendance by Sub-Committees

Number of Meetings and Attendance by the Nominating & Remuneration Committee

	Name	Position	Attendance (Number of meeting attendance/Number of meeting held)
1.	Professor Rawat Chamchalerms, Ph.D.	Chairman of the Nominating & Remuneration Committee	3/3
2.	Mr. Dhongchai Lamsam	Member of the Nominating & Remuneration Committee	3/3
3.	Mr. Suebtrakul Soonthornthum	Member of the Nominating & Remuneration Committee	3/3
Number of meeting in 2023			3

Number of Meetings and Attendance by the Risk Management Committee

	Name	Position	Attendance (Number of meeting attendance/Number of meeting held)
1.	Mr. Surapol Srangsomwong	Chairman of the Risk Management Committee	6/6
2.	Mr. Petch Wangleew	Member of the Risk Management Committee	6/6
3.	Mr. Saknarong Saengsangapong	Member of the Risk Management Committee	6/6
Number of meeting in 2023			6

### 8.3.2 Committee's Performance of Duties Assigned by the Board of Directors

#### Performance of the Nominating & Remuneration Committee

The Board of Directors approved the establishment of the Nominating & Remuneration Committee, consisting of three members, i.e., one independent director and two non-executive directors. The Nominating & Remuneration Committee Chairman is an independent director.

The Nominating & Remuneration Committee has performed duties as assigned by the Board of Directors with due care, prudence, transparency and fairness. It has also revised the operational guidelines to be comprehensive and in line with the current situation and the Company's business strategies and in the best interest of shareholders and stakeholders. In 2023, the Nominating & Remuneration Committee held three meetings and considered important issues as follows :

- It summarized and acknowledge the results of the 2022 evaluation of performance of the Board of Directors

Sub-Committee and the Chief Executive Officer & President in Meeting No. 1/2022 to be presented to the Board of Directors and to be published in the annual report accordingly.

- Considering nominating candidates to replace retiring directors in 2023 based on the qualifications of directors pursuant to the Securities and Exchange Act, B.E. 2535 (1992), knowledge, proficiency, competencies, and experience in the businesses related to the Company's business operations (Board Skill Matrix) and in alignment with applicable requirements, to be presented to the Board of Directors and the 2023 Annual General Meeting of Shareholders for consideration and appointment.
- Considering the list of individuals nominated for appointment of an independent directors and an Audit Committee member to replace the resigning committee member based on the qualifications of directors pursuant to the Securities and Exchange Act, B.E. 2535 (1992), qualifications of independent directors under law, articles of association, knowledge, proficiency, competencies, experience in the businesses related to the Company's business operations, who shall be able to express opinions freely and in line with the applicable requirements, to be presented to the Board

of Directors for consideration and appointment.

- Considering the determination of remuneration for the Board of Directors and Sub-Committees in 2023, based on the operating results and business scale of the Company, and practices of the listed companies in the same industry and leading companies in the country. The Committee proposed such remuneration to the Board of Directors for approval to be presented to the 2023 Annual General Meeting of Shareholders accordingly.
- Considering self-assessment results for the Board of Directors, each Committee, and the President. The comments obtained from self-assessment results would be used to improve the work efficiency of the Committees, and further proposed to the Board of Directors for acknowledgement.
- Considering and defining the bonus payment policy for the year of 2023 which would be further proposed to the Board of Directors for approval.

### Work Performance of the Risk Management Committee

The risk management structure of the Company consists of the Risk Management Committee, and the Secretary to the Risk Management Committee. The Risk Management Committee comprises of at least 3 members appointed from the directors and executives of the Company whereas at least one of them must be an independent director. The Risk Management Task Force is also appointed, which comprises the risk officers who are the representatives of each core business to ensure that the risk management would cover the corporate structure of the Company with business diversity. In 2023, the main performance included :

1. Providing the conceptual framework for the year of 2023, and revising all related criteria to be consistent with the Charter of the Risk Management Committee. In 2023, the main mission involved :
  - Driving the risk management to be a core strategy of each office.
  - Valuing the preparation of the risk management plan to respond to and mitigate potential risks, building flexibility in the business and the organization when they encounter risks or crisis by educating about the preparation of risk management plan, driving for the tangible implementation of the risk management plan, adjusting the risk management plan in accordance with changing circumstances, and measuring the progress of such risk management plan.
  - Driving for communicating the risk management throughout the organization so that every employee at

all levels realizes the importance of risk management, sources of risk management, and mutual responsibility. The risk recognition culture must be built up through regular communications.

2. Implementing the risk management framework of COSO as integrated with the strategy and performance measurement. The important steps included :
  - Indicating and assessing risks which might affect the business operation.
  - Preparing the risk management plan of every office, fixing key risk indicators to be proposed to the Management of the parent department before summarizing important risks and risk management plan, which would be further reported to the Risk Management Committee, and the Board of Directors.
  - Reviewing the risk management, monitoring the result on the quarterly basis, summarizing the annual risk management result to be proposed to the Board of Directors, and planning for the risk management in the next year. What occurred and learnt from 2023 would be considered for further improvement and revision of work to have the unstopped development.
3. The workshop seminar on corporate risk management was organized for the Task Force. This aimed that the Task Force and other related persons would be able to specify the objectives of each office, indicate risks relating to the operation of each office appropriately, select the risk assessment criteria to be consistent with risks of each office, identify the risk management plan precisely and consistently to the specified risks, and be able to follow up the progress of the implementation of the risk management plan. The Company invited the lecturer from PricewaterhouseCoopers ABAS Ltd. to educate 80 attendants in the workshop seminar, which included the Company's directors, executives, task forces, and related persons.

In 2023, the Risk Management Committee had 6 meetings in total.

### Work Performance of the Project and Investment Screening Committee

The working structure consists of the Project and Investment Screening Committee and the Task Force. The members of the Project and Investment Screening Committee were appointed from the representatives of each related business and some experts. The Task Force has duties of supporting and

coordinating with each business line under the established mission. The key performance of the Project and Investment Screening Committee in 2023 is summarized below.

1. Joint meetings between the Project and Investment Screening Committee and the Management to review the related criteria, and defining the supervision framework of the Project and Investment Screening Committee by relying on the work performance in 2022.
2. The Task Force has coordinated and monitored the information of projects and investment of the offices on the monthly basis. The Task Force shall preliminarily screen the information before proposing it to the Project and Investment Screening Committee.

In 2023, the Project and Investment Screening Committee had 13 meetings in total. It has considered 97 projects with the total value of Baht 16,673 million. There were only 2 projects valued Baht 20 million that were appropriate for investment/capital reduction.

### Work Performance of the Personal Data Protection Task Force

The key mission of the Personal Data Protection Task Force in 2023 was to encourage each office to have the practice and working procedures in compliance with the Personal Data Protection Act, B.E. 2562, which must also be consistent with the personal data protection policy announced in 2023. The key actions included :

1. Revising the personal data protection policy, and the privacy notice of the Company in accordance with the Personal Data Protection Act, B.E. 2562, which would be used as the guideline of managing and protecting the business data and personal data of related persons.
2. Establishing a data center to promote knowledge and understanding about the principle and intent of this law as well as the practice guideline in accordance with the Personal Data Protection Act, B.E. 2562; and shaping the implementation guideline for related persons who would place the practice measures for their responsible tasks further.
3. Coordinating continuously between the Personal Data Protection Task Force, Personal Data Protection Officers, and Personal Data Control Officers, who were the representatives of each office. In 2023, the Personal Data Protection Task Force had 4 meetings in total to ensure that each office would have the practice in conjunction with the personal data protection policy defined by the Company.

From monitoring the performance result, there was no petition against the operating that did not comply with the personal data protection policy.

### Performance of Duties of the Sustainable Development Working Group

The Company announced the establishment of the Sustainable Development Working Group on 1 October 2022 and announcement of the revised appointment of the working committee on 9 August 2023. It is responsible for encouraging the determination of strategies and goals for sustainable development, establishing relevant policies and operational guidelines, reviewing and determining the Company's sustainability directions and goals. These are driven through the process of planning the management of organizational strategies, coordinating with the responsible agencies in implementing the plan to achieve the sustainability goals of the organization, as well as monitoring the results and efficiency of operations to be reported to the Board of Directors.

In 2023, the Sustainable Development Task Force had 6 meetings in total to define the working guideline, define the policy and guideline of driving the sustainable development of the Company. Various activities were done; for example, the training for the Company's executives and employees of related offices to educate them about sustainability, risks, practice guideline, and guideline of reporting the sustainable activities. The training was attended by 30 persons, accounting for 150 ManDay. The Sustainable Development Task Force also communicated with the stakeholders to identify key sustainable issues for placing the policy and guideline of propelling the sustainable development of the Company. It also prepared the report on the emission of greenhouse gases, and gathered the information about sustainable development activities in the environmental and social domains, and corporate governance carried out by the Company to prepare the sustainability report.

### Work Performance of the Business Continuity Task Force

In 2023, the Business Continuity Task Force revised and updated the list of the action team in accordance with the business continuity plan of each office so that it is consistent with the change of personnel.

## 9. Internal Control and Audit

### 9.1 Internal Control

The Company has emphasized on the internal control and audit system. The Company has had comprehensive internal control covering the areas of finance, administration and operation, ensuring working efficiency and compliancy with related laws, rules and regulations. Working descriptions of the operators, executives are clearly assigned. The Company's assets are effectively managed. Works of internal control staffs and monitoring staffs are separated for transparency and reciprocal examination. Monthly financial reports are presented to relevant departments. The Company has transparently disclosed information in related transactions to ensure confidence and financial report credibility.

The Audit Committee is responsible for considering the nomination, transfer and termination of the head of the Internal Audit Department and participate in the annual performance evaluation of the head of the internal audit department. The heads of the Internal Audit Department in 2023 was Mrs. Preeyanuch Paiboonsithiwong who has the required qualifications, knowledge, skills, experience and ability to efficiently perform the duty.

The Audit Committee has assessed the Company's internal control and audit processes including encouraging risk management processes and various advices as well as emphasizing the importance of the auditor's remarks. The Committee concluded that the Company and its subsidiaries have adequately established proper internal control processes. The established Internal Audit Department is responsible for auditing of internal control processes according to its annual audit planning with monitoring, correction of significant issues and report to the Audit Committee according to the Stock Exchange of Thailand's regulations.

#### 1. Control Environment

The Company has determined vision, objective, strategy, budget, and ethics. The Company has continuously restructured itself according to the concurrent business planning to ensure efficient operations of the management that can be clearly monitored, verified, and assessed which is considered as the essence of the internal control. The Company has set good work environment and regulations that covers every type of transactions, including continue human resource's development and delegation of responsibilities to ensure efficient operations.

#### 2. Risk Assessment

The management has verified the risk management policies both internal and external factors in order to prevent or lessen impacts in business performance, operations, financial management, safety management, and significant risks affecting corporate performance. Various actions were taken by the Company to reduce, avoid and participate in risks management in order to ensure that its risks are maintained at an appropriate and acceptable level by supporting various work units in the Company to recognize their risks and to ensure that appropriate and efficacious action are taken to manage risks at every levels in the Company.

#### 3. Control

Duties and responsibilities in the Company are divided into groups according to the business category in order to efficiently spread out its work administration to ensure that they are performed in line with the Company's policy and achieve its targets. Policies and various measures as well as operating procedures were set up in writing and announced for the information of all to ensure that there is an inter-control and that risks will be reduced or controlled. Furthermore, follow-up of its performance as well as those of its affiliates are conducted on a regular basis with its director (s) or executive (s) sitting in the board (s) of its affiliates to keep a close watch on their management where joint meetings will be held every month.

## 4. Internal Information and Data Communications

The Company also provides information on operations, rules and regulations, job function handbook, and related regulations within its corporate website to provide information access for all staff and precise operations. There are internal and external communications and corporate website to distribute current information or notices for all staff. The Company has established adequate information system and financial information system. The Company has encouraged communications via e-mail and other internal channels among management executives and staff. In addition, the company has provided channels for receiving complaints or reporting various clues both inside and outside the organization appropriately.

## 5. Monitoring and Assessment

The Company has established the monitoring and assessment processes for the management and executive committee from the assessment reports of corporate performance monthly compared with the budget and plan. Additionally, the Internal Audit department will independently monitor and assess by directly reporting to the management with suggestions for improvement to prevent possible damage and avoid risks to raise confidence in the management through its efficient, adequate, and proper internal control processes.

## 9.2 Related Transactions

### Related Transactions

The Company does not have a policy engaging in related party transactions with related companies, major shareholders, or the Company's management, unless it is a related party transaction between the Company and its subsidiaries or associated companies. However, if the Company needs to engage in related party transactions with related companies, major shareholders, or the Company's management, it would be done under the rules and regulations of the stock market, taking into consideration the highest benefits of the Company's shareholders as the main priority.

### Future Related Transaction Policy or Trend

The related transaction is a normal business practice that has tendency to reoccur repeatedly in the future. In case of future related transactions, the Company shall follow the Securities and Exchange Act, the Capital Market Committee's announcement and the Stock Exchange of Thailand's regulations, announcement, orders or rules; and comply with the regulations related to disclosure of related transactions information, the acquisition and sales of assets of the Company or subsidiaries, and strictly follow the accounting standards specified by professional council in relations of connected transactions.

The Audit Committee reviews transactions with related companies and the list of related persons on quarterly basis. The Committee considers the necessity, benefits to the Companies and subsidiaries, fairness and appropriateness of the related transactions.

In case that the Company is required to report the transactions to the Stock Exchange of Thailand, seek approval from the shareholders' meeting and appoints an independent financial consultant to provide opinion to the shareholders, the Company ensures that the Stock Exchange of Thailand's regulations concerning related transactions are met by implementing the following principles :

1. The items are approved through a transparent process where stakeholders are not involved in the decision making.
2. The items are prepared for the best interest of the Company as if they were transactions with outsiders.
3. The monitoring and investigation system are in place to ensure that transactions are correct and transparent.



According to Remarks No.5 on Financial Statements for the year ending 31 December 2023 re : related parties for the purpose of these Financial Statements, related parties mean individuals or enterprises with the power of control or holding joint power of control, either directly or indirectly, or with substantial influence over any decision-making on financial or management matters for the Group of companies/ Companies, individuals or enterprises under the same jurisdiction, or substantially subjected to the same influence with the Group of companies/ Companies or Group of companies/ Companies with the power of control or joint control, either directly or indirectly or wielding substantial influence over any decision-making or management of that individual or enterprise.

The pricing policies for particular types of transactions are explained further below :

Transactions	Pricing policies
Sale of goods and rendering of services	Market prices, contractually agreed prices or third party compatible prices
Other income	Market prices or contractually agreed prices
Purchase of goods and rendering of services	Market prices, contractually agreed prices or prices agreed by distributors who absorb distribution costs
Distribution costs	Market prices or contractually agreed prices
Administrative expenses	Market prices or contractually agreed prices
Finance costs	Market rates or contractually agreed rates
Acquisification of right-of-use assets	Market prices or contractually agreed prices

Significant transactions for the year ended 31 December 2022 with related parties were as follows :

Related Parties and Relationship	Description of Transaction	Value (MB)	Justification and Necessity for Transaction
<b>Associates and joint ventures</b>			
K2 Venture Capital Co., Ltd. 50% of its shares are held by Loxbit Plc.	Loan - net	-	- The Indirect Associate asked for loan from a subsidiary, its major shareholder, since it had limited credit line from other financial resources. The interest rate was at market rate. This doubtful account is set aside in full.
TLK 2 Management Co., Ltd. 50% of its shares are held by Loxbit Plc.	Loan - net	-	- The Indirect Associate asked for loan from a subsidiary, its major shareholder, since it had limited credit line from other financial resources. The interest rate was at market rate. This doubtful account is set aside in full.
BP - Castrol (Thailand) Limited 40% of its shares are held by Loxley Joint and Hold Co., Ltd., with the following directors in common : Mr. Dhongchai Lamsam, Mr. Suebtrakul Soonthornthum, and Mr. Suroj Lamsam.	Income from rendering of services	3.58	- Normal business transaction as scope of works at third party compatible prices.
	Purchase of goods	198.30	- Normal business transactions at third party compatible prices.
	Trade accounts payable	44.08	

Related Parties and Relationship	Description of Transaction	Value (MB)	Justification and Necessity for Transaction
Loxley GTECH Technology Co., Ltd. 35% of its shares are held by the Loxley Group, with a director in common, namely Mr. Suroj Lamsam.	Trade accounts receivable	-	- Trade accounts receivable and others from the past which the Company has set aside the remaining credit losses in full amount. Later, in 2021, 2022 and 2023, the associate received partial compensation from the Government Lottery Office and offered to pay the debt to the Company at the end of the year. The Company therefore reversed some past impairment losses.
	Other receivables	-	
Foseco (Thailand) Limited 26% of its shares are held by Loxley Plc, with a director in common, namely Mr. Suetrakul Soonthornthum.	Income from rental fee and rendering of services	9.63	- Space rental service based on area at third party compatible prices. Income of transportation, consultancy service and other services as scope of works at third party compatible prices.
	Other receivables	2.39	
NS BlueScope Lysaght (Thailand) Limited 20% of its shares held by Loxley Plc. Directors in common are : Mr. Dhongchai Lamsam, Mr. Suetrakul Soonthornthum, and Mr. Chalermchoke Lamsam.	Income from rendering of services	0.10	- Normal business transaction as scope of works at third party compatible prices. - Purchase of goods for projects, recognized as normal business transaction at the at third party compatible prices.
	Purchase of goods	105.54	
	Trade accounts payable	21.32	
LPDPS Joint Venture Loxley Property Development Co., Ltd. has 46% interests in joint operation.	Interest income	1.57	- Interest income as contractually agreed prices at market rate - Trade accounts receivable and loan from the Company and subsidiary to support the subsidiary's operation; due to the joint venture's limited credit line from other financial resources. The interest rate was at market rate, the Company has set doubtful accounts at partial amount.
	Trade accounts receivable	(0.02)	
	Loan-net	62.37	
LXBRN Joint Venture Loxley Plc. has 60% interests in joint operation.	Income from sale of goods and rendering of services	4.68	- Income from project, as normal business transactions at third party compatible prices. Income from other services as scope of works at third party compatible prices.
	Trade accounts receivable	1.54	
AOT Aviation Security Co., Ltd. 41% of its shares held by ASM Security Management Co., Ltd. Directors in common are Mr. Suroj Lamsam and Mr. Chalermchoke Lamsam.	Income from rendering of services	32.58	- Normal business transaction as scope of works at third party compatible prices.
	Trade accounts receivable	0.82	
MOCAP Limited 25% of its shares are held by Loxbit Plc.	Income from rendering of services	1.24	- Normal business transaction as scope of works at third party compatible prices. - Normal business transactions at third party compatible prices.
	Services expense	0.06	
	Trade accounts receivable	0.80	

Related Parties and Relationship	Description of Transaction	Value (MB)	Justification and Necessity for Transaction
Others	Income from sale of goods, rendering of services and others	1.71	- Total value of related party transactions between the Company and its subsidiaries with various associates and joint ventures. Sizes of transaction are relatively small. All related party transactions are conducted in ordinary course of business, with prices and conditions in compliance with general market prices and conditions.
	Selling cost and Administrative expenses	0.75	
	Trade accounts receivable	0.10	
	Other receivables	0.01	
	Trade accounts payable	0.39	
Related parties			
Ekpavee Company Limited	Income from rendering of services	0.41	- Normal business transaction as scope of works at third party compatible prices.
Major shareholder, 26% shareholding of Loxley Plc. Directors in common are Mr. Dhongchai Lamsam, Mr. Vasant Chatikavanij, Mr. Suebrakul Soonthornthum, Mr. Suroj Lamsam, Mr. Chalermchoke Lamsam, Mr. Petch Wanglee and Mr. Kraisada Lamsum.	Services expense	0.09	- Normal business transaction as scope of works at third party compatible prices.
	Interest paid	4.17	- Interest paid for loan at market rate.
	Loan	80.00	- Loan provided to a subsidiary due to limit financial amount from other source of funds, the interest rate at market rate.
	Increase of right-of-use assets	0.49	
	Lease liabilities	0.45	
Thanakorn Vegetable Oil Products Co., Ltd. 6% of its shares are held by Ekpavee Co., Ltd. and 7% by Loxley Trading Co., Ltd., with a director in common, namely Mr. Suroj Lamsam and Mr. Petch Wanglee.	Purchase of goods	1,071.02	- Purchase of vegetable oil at fixed purchase price. The price is the same as third party where sale agents bear the cost of goods distribution from central warehouse.
	Trade accounts payable	254.18	
Zin Suapah Company Limited 20% of its shares are held by Ekpavee Co., Ltd., with the following directors in common : Mr. Dhongchai Lamsam, Mr. Suebrakul Soonthornthum, and Mr. Krisada Lamsam.	Income from sale of goods and rendering of services	1.96	- Income derived from sales of goods at third party compatible prices. Income from consultancy and other services as scope of works at third party compatible prices.
L Business Process Outsourcing Co., Ltd. Ekpavee Co., Ltd. is its major shareholder.	Income from rendering of services	0.25	- Normal business transaction as scope of works at third party compatible prices.
	Services expense	9.73	- Consultancy service as normal business transaction, based on work scope, at third party compatible prices.
	Trade accounts receivable	0.01	
	Other receivables	0.01	
	Trade accounts payable	0.15	
	Other payables	0.25	

Related Parties and Relationship	Description of Transaction	Value (MB)	Justification and Necessity for Transaction
Loxley International Company Limited Mr. Pairote Lamsam and Mr. Dhongchai Lamsam are its major shareholders with the following directors in common : Mr. Dhongchai Lamsam, Mr. Vasant Chatikavanij, and Mr. Chalermchoke Lamsam.	Income from rental fee and rendering of services	2.43	- Space rental fee based on area and other income based on scope of works at third party compatible prices.
	Trade accounts receivable	0.01	
	Other receivables	0.14	
Muang Thai Life Assurance Public Company Limited Director in common is Mr. Krisada Lamsam and Dr. Nattaporn Phan-Udom.	Income from sale of goods	17.89	- Income derived from projects as normal business transaction at third party compatible prices. - Normal business transaction at third party compatible prices.
	Services expense	1.87	
	Trade accounts receivable	0.83	
Lamsam Estate Co., Ltd. Directors in common are Mr. Dhongchai Lamsam, Mr. Krisada Lamsam, and Mr. Suroj Lamsam.	Income from rental fee and rendering of services	1.80	- Space rental fee based on area and other income based on scope of works at third party compatible prices. - Interest paid for lease liabilities by using incremental borrowing rate as the discount rate of each contract.
	Interest paid	0.55	
	Trade accounts receivable	0.01	
	Lease liabilities	7.96	
Phatra Leasing Public Company Limited Director in common is Mr. Suebtrakul Soonthronthum.	Services expense	1.58	- Normal business transaction as scope of works at third party compatible prices. - Interest paid for lease liabilities by using incremental borrowing rate as the discount rate of each contract.
	Interest paid	2.94	
	Increase of right-of-use assets	14.24	
	Trade accounts payable	0.21	
	Lease liabilities	38.05	
KASIKORNBANK PCL. Director in common is Mr. Suroj Lamsam.	Income from sale of goods, rental fee and rendering of services	42.48	- Sale of goods at the third party compatible prices, space rental fee based on area and other income based on scope of works at third party compatible prices. - Interest income as contractually agreed prices at market rate. - Paid for interest and bank fees as contractually agreed prices at market rate.
	Interest income	2.01	
	Finance costs	2.93	
	Cash equivalent	435.69	
	Other financial assets	1.01	
		1.43	
	Trade accounts receivable Letter of guarantee from the bank	475.50	

Related Parties and Relationship	Description of Transaction	Value (MB)	Justification and Necessity for Transaction
Market Boomer (Thailand) Co., Ltd. Director in common is Mr. Vasant Chatikavanij.	Income from rental fee and rendering of services	1.40	- Space rental fee based on area and other income based on scope of works at third party compatible prices.
	Trade accounts receivable	0.02	
C.E.S. Co., Ltd. Director in common is Mr. Petch Wanglee.	Income from sale of goods	5.70	- Income from project, as normal business transactions at third party compatible prices.
	Trade accounts receivable	4.30	
OPPY Co., Ltd. 51% of its shares are held by Ekpavee Co., Ltd.	Income from rental fee and rendering of services	1.83	- Space rental fee based on area and other income based on scope of works at third party compatible prices.
	Services expense	1.20	- Normal business transaction as scope of works at third party compatible prices.
	Trade accounts receivable	0.27	
Others	Income from sale of goods, rendering of services and others	0.73	- Total value of related party transactions between the Company and its subsidiaries with various associates and joint ventures. Sizes of transaction are relatively small. All related party transactions are conducted in ordinary course of business, with prices and conditions in compliance with general market prices and conditions.
	Purchase of goods, Selling cost and Administrative expenses	0.84	
	Interest paid	0.28	
	Trade accounts receivable	0.18	
	Other receivables	0.01	
	Trade accounts payable	0.18	
	Loan from director	1.43	

Remarks : Shareholders and/or investors may find comparative information of related transactions in the past 3 years from the Company's at this website [www.loxley.co.th](http://www.loxley.co.th)



Part 3

# Financial Statements





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# Independent Auditor's Report

## Independent Auditor's Report

### To the Shareholders of Loxley Public Company Limited

#### *Opinion*

I have audited the consolidated and separate financial statements of Loxley Public Company Limited and its subsidiaries (the “Group”), and of Loxley Public Company Limited (the “Company”), respectively, which comprise the consolidated and separate statements of financial position as at 31 December 2023, the consolidated and separate statements of income, comprehensive income, changes in equity and cash flows for the year then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

In my opinion, the accompanying consolidated and separate financial statements present fairly, in all material respects, the financial position of the Group and the Company, respectively, as at 31 December 2023 and their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards (TFRSs).

#### *Basis for Opinion*

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

#### *Key Audit Matters*

Key audit matters are those matters that, in my professional judgment, were of most significance in my audit of the consolidated and separate financial statements of the current period. These matters were addressed in the context of my audit of the consolidated and separate financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.

Recognition of contract revenue, related receivables and provisions for project loss	
Refer to Note 3(f), 3(o), 3(q), 20 and 24	
The key audit matter	How the matter was addressed in the audit
<p>The Group's major revenue is rendering of services related to information technology, services, energy and network solutions businesses. Some of these service contracts account for revenue and margin based on the stage of completion of individual contracts, assessed by reference to the proportion of costs incurred to the reporting date compared to the estimated final costs of the contract at completion including possible losses.</p> <p>The accurate recording of contract revenue, and related receivables is highly dependent on the following key factors:</p> <ul style="list-style-type: none"> <li>• The cost incurred;</li> <li>• The engineers' surveys of work performed;</li> <li>• The estimated final costs of the contract at completion including possible losses; and</li> <li>• Revision for certain events or condition that occur or expected to occur to complete the contract including variations result in adjustments of these estimates that could give rise to variances in the amounts recognised.</li> </ul> <p>I focused on this area as a key audit matter due to the estimation events over the course of the contract life, the wide variety of unique contract conditions, leading to complex and highly judgmental revenue recognition from contracts.</p>	<p>I evaluated the controls designed and implemented and tested the operating effectiveness of relevant controls regarding review of contract, cost estimate and provision for contract loss. I then selected a sample of contracts using a variety of quantitative and qualitative factors in order to assess and challenge the most significant and more complex contract positions. In this area, my audit procedures included:</p> <ul style="list-style-type: none"> <li>• testing the details of costs incurred by verifying with supporting documents;</li> <li>• challenging competency of the Group's engineers in respect of estimation the stage of completion of individual projects;</li> <li>• inspecting key terms in the contracts relating to estimates made and revenue recognition in the financial statements;</li> <li>• obtaining detailed estimated final costs of the contract at completion including possible losses from the management and assessing the reasonableness of estimates by reviewing the result of estimates in historical year and current surrounding factors;</li> <li>• testing mathematical accuracy of contract revenue, related receivables and provisions for project loss and comparatively analysing the stage of completion of the costs incurred up to the end of reporting period and the estimated final costs of the contract at completion and the stage of completion by the engineer;</li> <li>• assessing the Group's ability to deliver contracts within budget by analysing the relationship of cost versus billing on contracts;</li> <li>• physically inspecting the existence and the reasonableness of stage of completion of individual projects; and</li> <li>• considering the adequacy of disclosures in accordance with Thai Financial Reporting Standards.</li> </ul>

Valuation of investments in subsidiaries, associates and joint ventures	
Refer to Note 3(b), 3(m), 10 and 11	
The key audit matter	How the matter was addressed in the audit
<p>The Group held a number of investments in subsidiaries, associates and joint ventures. In considering the investment in each project, the Group has policy in place to consider the future possibility of the project, the returns expected to be recovered from the investment, and other factors that might impact to the investment. In addition, the Group determines whether there is any indication of impairment on a regular basis. This area involves management's judgment, therefore, I focused on as a key audit matter.</p>	<p>My audit procedures included:</p> <ul style="list-style-type: none"> <li>• inspecting the design and implementation of relevant controls;</li> <li>• considering the profitability of the investee, historical financial information and other information to assess the sufficiency of allowance for impairment of investment;</li> <li>• assessing the Group's budgeting procedures which is the source of discounted future cash flow model;</li> <li>• challenging the key assumptions by comparing against the historical and external information regarding key inputs such as the revenue, the cost, the capital and operating expenditures, and the discount rate;</li> <li>• testing mathematical accuracy; and</li> <li>• considering the adequacy of disclosures in accordance with Thai Financial Reporting Standards.</li> </ul>

Valuation of trade accounts receivable, other receivables, and receivable under debt restructuring agreement	
Refer to Note 3(f), 7, 8 and 30	
The key audit matter	How the matter was addressed in the audit
<p>The Group's accounts receivable mainly comprise of private companies, government agencies and state enterprises. Certain Group's accounts receivable have significant outstanding balances and expose the Group to additional credit risk by given the age profile and high debt levels.</p> <p>The Group measured expected credit losses on trade receivables, other receivables and receivable under debt restructuring agreement are based on management's estimate of the lifetime expected credit loss, which is estimated by taking into account the historical credit data, the current and future market environment and customer-specific conditions.</p>	<p>My audit procedures included:</p> <ul style="list-style-type: none"> <li>• testing the design and implementation and the effectiveness of controls over credit approval process and monitoring of receivables and over the collection process;</li> <li>• testing the historical default data by assessing the segmentation on receivables by risk characteristics with management analysis report and Group's historical experience;</li> <li>• testing the default data by assessing the categorisation in the receivables aging report by comparing a sample with the relevant underlying documents and inspecting, on a sample basis, cash receipts from debtors subsequent from 31 December 2023;</li> </ul>



<p>I identified the measurement of expected credit losses as a key audit matter because receivables are material to the Group and the recognition of expected credit loss requires the exercise of significant management judgement.</p>	<ul style="list-style-type: none"> <li>• evaluating the reasonableness of the economic factors used by management in the models to adjust losses rate based on current economic conditions and forward-looking information by comparing them to relevant market information;</li> <li>• developing own estimates of loss rates for ECL by using a point estimate for the ECL and examining whether the point estimate is consistent with management's estimate;</li> <li>• assessing overall data and assumptions used in management estimation whether the assumptions used in making the accounting estimate are reasonable, including interdependent and internally consistent for that accounting estimate;</li> <li>• testing the calculation of expected credit losses on receivables, and</li> <li>• considering the adequacy of disclosures in accordance with Thai Financial Reporting Standards.</li> </ul>
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#### *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 consolidated and separate financial statements and my auditor's report thereon. The annual report is expected to be made available to me after the date of this auditor's report.

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

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

When I read the annual report, if I conclude that there is a material misstatement therein, I am required to communicate the matter to those charged with governance and request that the correction be made.

#### *Responsibilities of Management and Those Charged with Governance for the Consolidated and Separate Financial Statements*

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

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

Those charged with governance are responsible for overseeing the Group's and the Company's financial reporting process.

*Auditors' Responsibilities for the Audit of the Consolidated and Separate Financial Statements*

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

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

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by 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 and the Company's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group and the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

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



(Marisa Tharathornbunpakul)  
Certified Public Accountant  
Registration No. 5752

KPMG Phoomchai Audit Ltd.  
Bangkok  
29 February 2024

## Loxley Public Company Limited and its Subsidiaries

## Statement of financial position

Assets	Note	Consolidated		Separate	
		financial statements		financial statements	
		31 December		31 December	
		2023	2022	2023	2022
(in Baht)					
Current assets					
Cash and cash equivalents	5, 6	2,449,934,032	2,275,856,270	730,881,589	964,290,041
Trade accounts receivable	5, 7, 17, 30	1,925,609,789	2,324,260,413	769,541,067	781,475,563
Other receivables	5, 7, 30	160,681,141	224,944,786	101,109,946	106,968,487
Current portion of lease receivables	7, 30	57,033,457	25,128,123	-	-
Current portion of receivable under debt restructuring agreement	8, 17, 30	357,553,279	246,309,572	-	-
Contract assets	7, 24, 30	1,294,928,803	1,432,321,072	531,408,167	681,578,446
Short-term loans to related parties	5, 30	62,371,102	62,371,102	37,296,102	38,229,264
Current portion of long-term loans to related parties	5	-	-	2,200,000	-
Inventories	9	513,775,254	750,872,773	216,168,449	310,946,809
Advances paid to suppliers		542,653,811	403,546,415	94,095,490	121,218,578
Dividend receivables	5	-	-	-	100,000,000
Other current financial assets	5, 30	435,077,832	514,930,482	2,782,900	2,745,858
Other current assets		9,757,402	10,546,211	181,862	173,957
Non-current assets classified as held for sale	10	108,728,097	-	100,000,000	-
Total current assets		7,918,103,999	8,271,087,219	2,585,665,572	3,107,627,003
Non-current assets					
Other non-current financial assets	30	512,791,588	526,884,311	132,502,803	145,929,303
Investments in associates and joint ventures	10	2,819,071,258	2,915,306,535	822,103,113	866,603,112
Investments in subsidiaries	11	-	-	2,283,575,279	2,318,675,279
Other receivables	5, 7, 30	230,658,854	218,569,120	72,018,182	78,932,232
Lease receivables	7, 30	11,825,359	34,212,801	-	-
Receivable under debt restructuring agreement	8, 17, 30	-	262,078,967	-	-
Contract assets	7, 24, 30	43,730,381	29,228,651	31,065,804	25,174,800
Advances paid to suppliers		310,843,912	360,816,540	36,601,290	73,269,702
Long-term loans to related parties	5, 30	-	-	35,400,000	37,600,000
Investment properties	13	467,470,782	479,077,384	-	-
Property, plant and equipment	14, 17	1,008,197,976	999,198,621	620,069,927	614,907,463
Right-of-use assets	15	152,243,278	147,496,150	142,175,292	196,089,952
Goodwill	16	41,345,425	41,345,425	-	-
Intangible assets other than goodwill	16	54,042,145	64,380,624	27,901,148	34,353,333
Total non-current assets		5,652,220,958	6,078,595,129	4,203,412,838	4,391,535,176
Total assets		13,570,324,957	14,349,682,348	6,789,078,410	7,499,162,179

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

## Loxley Public Company Limited and its Subsidiaries

## Statement of financial position

Liabilities and equity	Note	Consolidated financial statements		Separate financial statements	
		31 December		31 December	
		2023	2022	2023	2022
(in Baht)					
<b>Current liabilities</b>					
Bank overdrafts and short-term loans from financial institutions	17, 30	1,147,766,079	1,404,463,493	329,360,997	778,430,852
Trade accounts payable	5, 18, 30	1,710,625,868	2,289,354,822	708,102,518	795,195,783
Other payables	5, 19, 30	1,075,344,137	995,799,664	301,681,990	288,411,944
Contract liabilities	24	339,652,208	387,936,494	70,600,087	93,882,412
Other current financial liabilities	30	2,189,327	7,205,365	2,189,327	7,205,365
Current portion of lease liabilities	5, 15, 17, 30	91,123,322	85,652,032	60,948,647	58,476,984
Current portion of long-term loans from financial institutions	17, 30	130,575,653	118,682,026	80,000,000	70,000,000
Loans under debt restructuring agreement and accrued interest expenses	8, 17	393,425,573	538,866,435	-	-
Short-term loans from related parties	5, 17, 30	1,430,000	730,000	-	-
Short-term loans from other parties	17, 30	62,161	312,000	-	-
Income tax payable		8,381,149	4,374,470	-	-
Provisions for project loss	20	715,019	216,441,944	715,019	212,949,771
Current provisions for employee benefits	21	76,661,019	32,686,253	37,315,436	5,600,165
<b>Total current liabilities</b>		<b>4,977,951,515</b>	<b>6,082,504,998</b>	<b>1,590,914,021</b>	<b>2,310,153,276</b>
<b>Non-current liabilities</b>					
Other payables	19, 30	10,449,574	15,846,645	-	-
Long-term loans from related parties	5, 17, 30	80,000,000	80,000,000	-	-
Contract liabilities	24	261,647,252	94,384,860	-	-
Lease liabilities	5, 15, 17, 30	102,395,473	135,996,927	91,422,294	147,736,666
Long-term loans from financial institutions	17, 30	640,810,489	753,095,330	550,000,000	630,000,000
Long-term debenture	17, 30	300,000,000	300,000,000	300,000,000	300,000,000
Deferred tax liabilities	27	206,483,114	211,498,335	98,611,215	98,910,392
Non-current provisions for employee benefits	21	642,568,575	668,025,829	264,923,216	288,884,228
<b>Total non-current liabilities</b>		<b>2,244,354,477</b>	<b>2,258,847,926</b>	<b>1,304,956,725</b>	<b>1,465,531,286</b>
<b>Total liabilities</b>		<b>7,222,305,992</b>	<b>8,341,352,924</b>	<b>2,895,870,746</b>	<b>3,775,684,562</b>
<b>Equity</b>					
Share capital	22				
Authorised share capital		2,331,250,000	2,331,250,000	2,331,250,000	2,331,250,000
Issued and paid-up share capital		2,264,954,920	2,264,954,920	2,264,954,920	2,264,954,920
Additional paid in capital					
Premium on ordinary shares	22	503,250,900	503,250,900	503,250,900	503,250,900
Other surpluses					
Change in percentage of holding in subsidiaries	23	1,301,241,981	1,301,453,583	-	-
Retained earnings					
Appropriated					
Legal reserve	23	166,574,500	157,490,500	166,574,500	157,490,500
Unappropriated	29	1,403,132,993	1,032,025,895	690,224,299	517,647,636
Other components of equity	23	439,452,216	451,394,017	268,203,045	280,133,661
<b>Equity attributable to owners of the parent</b>		<b>6,078,607,510</b>	<b>5,710,569,815</b>	<b>3,893,207,664</b>	<b>3,723,477,617</b>
Non-controlling interests	12	269,411,455	297,759,609	-	-
<b>Total equity</b>		<b>6,348,018,965</b>	<b>6,008,329,424</b>	<b>3,893,207,664</b>	<b>3,723,477,617</b>
<b>Total liabilities and equity</b>		<b>13,570,324,957</b>	<b>14,349,682,348</b>	<b>6,789,078,410</b>	<b>7,499,162,179</b>

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



## Loxley Public Company Limited and its Subsidiaries

## Statement of income

	Note	Consolidated		Separate	
		financial statements		financial statements	
		Year ended 31 December		Year ended 31 December	
		2023	2022	2023	2022
		(in Baht)			
<b>Income</b>	<b>5, 24</b>				
Revenue from sale of goods and rendering of services		11,075,251,770	12,446,053,201	3,484,090,948	3,658,758,610
Dividend income	10, 11	43,661,924	40,062,311	621,144,842	550,533,961
Other income	13	116,732,314	152,455,008	67,394,569	92,584,048
<b>Total income</b>		<b>11,235,646,008</b>	<b>12,638,570,520</b>	<b>4,172,630,359</b>	<b>4,301,876,619</b>
<b>Expenses</b>	<b>5</b>				
Cost of sale of goods and rendering of services	26	9,340,436,931	10,937,851,235	3,048,126,695	3,425,429,247
Distribution costs	26	622,941,936	598,127,511	340,827,260	299,832,494
Administrative expenses	26	1,275,770,047	1,154,424,207	538,772,005	553,004,144
(Gain) loss on fair value adjustment	30	44,754,548	(43,706,277)	(3,520,154)	3,291,714
<b>Total expenses</b>		<b>11,283,903,462</b>	<b>12,646,696,676</b>	<b>3,924,205,806</b>	<b>4,281,557,599</b>
<b>Profit (loss) from operating activities</b>		<b>(48,257,454)</b>	<b>(8,126,156)</b>	<b>248,424,553</b>	<b>20,319,020</b>
Finance costs		(148,618,595)	(142,498,546)	(89,249,338)	(89,991,560)
Reversal of expected credit loss	7	16,583,397	82,990,740	22,186,271	90,449,855
Share of profit of associates and joint ventures, net	10	596,373,053	310,921,490	-	-
<b>Profit before income tax expense</b>		<b>416,080,401</b>	<b>243,287,528</b>	<b>181,361,486</b>	<b>20,777,315</b>
Income tax benefit (expense)	27	(56,397,457)	(88,586,060)	299,177	(625,627)
<b>Profit for the year</b>		<b>359,682,944</b>	<b>154,701,468</b>	<b>181,660,663</b>	<b>20,151,688</b>
<b>Profit attributable to:</b>					
Owners of the parent		359,112,279	87,554,158	181,660,663	20,151,688
Non-controlling interests	12	570,665	67,147,310	-	-
		<b>359,682,944</b>	<b>154,701,468</b>	<b>181,660,663</b>	<b>20,151,688</b>
<b>Basic earnings per share</b>	<b>28</b>	<b>0.16</b>	<b>0.04</b>	<b>0.08</b>	<b>0.01</b>

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

## Loxley Public Company Limited and its Subsidiaries

## Statement of comprehensive income

		Consolidated		Separate	
		financial statements		financial statements	
		Year ended 31 December		Year ended 31 December	
	Note	2023	2022	2023	2022
		(in Baht)			
<b>Profit for the year</b>		<b>359,682,944</b>	<b>154,701,468</b>	<b>181,660,663</b>	<b>20,151,688</b>
<b>Other comprehensive income</b>					
<i>Items that will be reclassified subsequently to profit or loss</i>					
Exchange differences on translating financial statements		-	949,854	-	-
Reversal of exchange differences on translating financial statements		5,350,195	-	-	-
<b>Total items that will be reclassified subsequently to profit or loss</b>		<b>5,350,195</b>	<b>949,854</b>	<b>-</b>	<b>-</b>
<i>Items that will not be reclassified subsequently to profit or loss</i>					
Loss on investments in equity instruments designated at fair value through other comprehensive income	30	(11,709,994)	(18,693,810)	(11,930,616)	(18,905,475)
Revaluation of assets	13, 14	(2,254,717)	6,211,920	-	-
Gain on remeasurements of defined benefit plans	21	21,078,819	62,340,597	-	46,593,633
Income tax relating to items that will not be reclassified subsequently to profit or loss	27	(3,798,517)	(1,284,717)	-	-
<b>Total items that will not be reclassified subsequently to profit or loss</b>		<b>3,315,591</b>	<b>48,573,990</b>	<b>(11,930,616)</b>	<b>27,688,158</b>
<b>Other comprehensive income for the year, net of tax</b>		<b>8,665,786</b>	<b>49,523,844</b>	<b>(11,930,616)</b>	<b>27,688,158</b>
<b>Total comprehensive income for the year</b>		<b>368,348,730</b>	<b>204,225,312</b>	<b>169,730,047</b>	<b>47,839,846</b>
<b>Total comprehensive income attributable to:</b>					
Owners of the parent		368,249,297	136,221,178	169,730,047	47,839,846
Non-controlling interests		99,433	68,004,134	-	-
		<b>368,348,730</b>	<b>204,225,312</b>	<b>169,730,047</b>	<b>47,839,846</b>

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

# Statement of changes in equity

Consolidated financial statements														
Note	Issued and paid-up share capital	Share premium	Other surpluses		Retained earnings		Other components of equity					Equity attributable to owners of the parent	Non-controlling interests	Total equity
			Change in percentage of holding in subsidiaries	Legal reserve	Unappropriated reserve	Translation reserve	Fair value reserve (in Baht)	Revaluation reserve		Total other components of equity				
								Portion of Company	Portion of subsidiary					
Year ended 31 December 2022														
Balance at 1 January 2022														
	2,264,954,920	503,250,900	1,303,115,958	156,482,500	1,042,143,186	(8,639,587)	(54,397,453)	353,677,506	173,969,926	464,610,392	5,734,557,856	229,971,784	5,964,529,640	
Transactions with owners, recorded directly in equity														
Contributions by and distributions to owners of the parent														
	-	-	-	-	-	-	-	-	-	-	-	-	34,989,000	
29	-	-	-	-	(158,546,844)	-	-	-	-	-	(158,546,844)	-	(158,546,844)	
	-	-	-	-	-	-	-	-	-	-	-	(36,803,200)	(36,803,200)	
	-	-	-	-	(158,546,844)	-	-	-	-	-	(158,546,844)	(1,814,200)	(160,361,044)	
Changes in ownership interests in subsidiaries														
4	-	-	(1,662,375)	-	-	-	-	-	-	-	(1,662,375)	1,662,375	-	
	-	-	-	-	-	-	-	-	-	-	-	(64,484)	(64,484)	
	-	-	(1,662,375)	-	-	-	-	-	-	-	(1,662,375)	1,597,891	(64,484)	
Total transactions with owners, recorded directly in equity														
	-	-	(1,662,375)	-	(158,546,844)	-	-	-	-	-	(160,209,219)	(216,309)	(160,425,528)	
Comprehensive income for the year														
	-	-	-	-	87,554,158	-	-	-	-	-	87,554,158	67,147,310	154,701,468	
	-	-	-	-	61,883,595	949,854	(18,785,113)	-	4,619,184	(13,216,375)	48,667,020	856,824	49,523,844	
	-	-	-	-	149,437,553	949,854	(18,785,413)	-	4,619,184	(13,216,375)	136,221,178	68,004,134	204,225,312	
Transfer to legal reserve														
23	-	-	-	1,008,000	(1,008,000)	-	-	-	-	-	-	-	-	
Balance at 31 December 2022														
	2,264,954,920	503,250,900	1,301,453,583	157,490,500	1,032,025,895	(7,689,733)	(73,182,866)	353,677,506	178,589,110	451,394,017	5,710,569,815	297,759,609	6,008,329,424	

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

# Statement of changes in equity

	Note	Consolidated financial statements									
		Other surpluses		Retained earnings		Other components of equity					Total equity
		Issued and paid-up share capital	Share premium	Change in percentage of holding in subsidiaries	Legal reserve	Unappropriated reserve	Translation reserve	Fair value reserve (in Baht)	Portion of Company Revaluation reserve	Portion of subsidiary of equity	
Year ended 31 December 2023											
Balance at 1 January 2023		2,264,954,920	503,250,900	1,301,453,583	157,490,500	1,032,025,895	(7,689,733)	(73,182,866)	353,677,506	178,589,110	6,008,329,424
Transactions with owners, recorded directly in equity											
<i>Contributions by and distributions to owners of the parent</i>											
Dividends of subsidiaries to non-controlling interests		-	-	-	-	-	-	-	-	-	(27,519,189)
Total contributions by and distributions to owners of the parent		-	-	-	-	-	-	-	-	-	(27,519,189)
<i>Changes in ownership interests in subsidiaries</i>											
Decrease in non-controlling interests without a change in control		-	-	(211,602)	-	-	-	-	-	(211,602)	(4,900,000)
Increase in non-controlling interests without a change in control		-	-	-	-	-	-	-	-	-	3,760,000
Total changes in ownership interests in subsidiaries		-	-	(211,602)	-	-	-	-	-	(211,602)	(1,140,000)
Total transactions with owners, recorded directly in equity											
		-	-	(211,602)	-	-	-	-	-	(211,602)	(28,659,189)
<i>Comprehensive income for the year</i>											
Profit or loss		-	-	-	-	359,112,279	-	-	-	-	359,112,279
Other comprehensive income		-	-	-	-	21,078,819	5,350,195	(11,706,528)	-	(5,585,468)	8,665,786
Total comprehensive income for the year		-	-	-	-	380,191,098	5,350,195	(11,706,528)	-	(5,585,468)	368,348,730
Transfer to legal reserve											
		-	-	-	9,084,000	(9,084,000)	-	-	-	-	-
Balance at 31 December 2023		2,264,954,920	503,250,900	1,301,241,981	166,574,500	1,403,132,993	(2,339,538)	(84,889,394)	353,677,506	173,003,642	6,348,018,965

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

# Statement of changes in equity

Separate financial statements									
		Retained earnings			Other components of equity				
	Issued and paid-up share capital	Share premium	Legal reserve	Unappropriated	Fair value reserve	Revaluation reserve	Total other components of equity	Total equity	
Note	(in Baht)								
Year ended 31 December 2022									
	2,264,954,920	503,250,900	156,482,500	610,457,159	(54,638,370)	353,677,506	299,039,136	3,834,184,615	
Transactions with owners, recorded directly in equity		-	-	(158,546,844)	-	-	-	(158,546,844)	
	29	-	-	(158,546,844)	-	-	-	(158,546,844)	
		-	-	-	-	-	-	-	
		-	-	-	-	-	-	-	
		-	-	-	-	-	-	-	
Comprehensive income for the year									
	-	-	-	20,151,688	-	-	-	20,151,688	
	-	-	-	46,593,633	(18,905,475)	-	(18,905,475)	27,688,158	
	-	-	-	66,745,321	(18,905,475)	-	(18,905,475)	47,839,846	
23	-	-	1,008,000	(1,008,000)	-	-	-	-	
	2,264,954,920	503,250,900	157,490,500	517,647,636	(73,543,845)	353,677,506	280,133,661	3,723,477,617	
Year ended 31 December 2023									
	2,264,954,920	503,250,900	157,490,500	517,647,636	(73,543,845)	353,677,506	280,133,661	3,723,477,617	
Comprehensive income for the year									
	-	-	-	181,660,663	-	-	-	181,660,663	
	-	-	-	-	(11,930,616)	-	(11,930,616)	(11,930,616)	
	-	-	-	181,660,663	(11,930,616)	-	(11,930,616)	169,730,047	
23	-	-	9,084,000	(9,084,000)	-	-	-	-	
	2,264,954,920	503,250,900	166,574,500	690,224,299	(85,474,461)	353,677,506	268,203,045	3,893,207,664	

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



## Loxley Public Company Limited and its Subsidiaries

## Statements of cash flows

		Consolidated		Separate	
		financial statements		financial statements	
		Year ended 31 December		Year ended 31 December	
	Note	2023	2022	2023	2022
		(in Baht)			
<b>Cash flows from operating activities</b>					
Profit for the year		359,682,944	154,701,468	181,660,663	20,151,688
<i>Adjustments to reconcile profit to cash receipts (payments)</i>					
Income tax (benefit) expense		56,397,457	88,586,060	(299,177)	625,627
Finance costs		148,618,595	142,498,546	89,249,338	89,991,560
Depreciation and amortisation		149,430,751	146,607,582	95,668,652	93,490,035
Project loss used, net	20	(215,726,925)	(48,187,797)	(212,234,752)	(34,835,710)
Reversal of contract assets		-	95,707,383	-	95,707,383
Employee benefit expenses	21	95,861,080	86,775,889	39,958,817	30,809,520
Unrealised (gain) loss on exchange		11,316,638	(7,334,100)	11,832,120	(7,327,700)
(Gain) loss on fair value adjustment		44,754,548	(43,706,277)	(3,520,154)	3,291,714
Loss on changes in fair value of investment properties	13	7,428,882	1,103,845	-	-
Dividends received		(43,661,924)	(40,062,311)	(621,144,842)	(550,533,961)
Written-off withholding tax deducted at source		6,693,354	14,259,536	-	-
Loss on written-off accounts receivable		20,827,765	-	4,078,230	-
Reversal of expected credit loss		(16,583,397)	(82,990,740)	(22,186,271)	(90,449,855)
Set up provision for decline in value of inventories		5,435,692	7,364,537	387,567	6,373,082
Set up impairment loss on investment in subsidiaries		-	-	39,207,064	7,500,000
(Reversal) set up impairment loss on investment in associates and joint venture		(238,389)	-	144,581	81,500,000
Reversal impairment loss on advance paid to suppliers		(3,344,052)	(35,545,594)	(3,344,052)	(35,545,594)
Gain on sales of investments in subsidiaries		-	(199,419)	-	-
Loss on sales of investments in associates		-	2,925,964	-	-
(Gain) loss on disposals of/written-off property, plant and equipment and intangible assets		(2,365,436)	914,689	(3,409,569)	(1,035,023)
Share of profit of associates and joint ventures, net	10	(596,373,053)	(310,921,490)	-	-
Exchange differences on translating financial statements		5,350,195	949,854	-	-
Interest income		(14,925,431)	(5,851,946)	(10,730,029)	(6,995,569)
		<b>18,579,294</b>	<b>167,595,679</b>	<b>(414,681,814)</b>	<b>(297,282,803)</b>

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

## Loxley Public Company Limited and its Subsidiaries

## Statements of cash flows

	Note	Consolidated		Separate	
		financial statements		financial statements	
		Year ended 31 December		Year ended 31 December	
		2023	2022	2023	2022
<i>(in Baht)</i>					
<i>Changes in operating assets and liabilities</i>					
Trade accounts receivable		404,118,695	(322,120,405)	20,381,052	(2,511,927)
Other receivables		29,368,626	92,191,797	8,236,856	75,199,216
Lease receivables		(9,517,892)	26,959,056	-	-
Contract assets		122,890,539	677,186,390	144,279,275	237,675,460
Receivable under debt restructuring agreement		165,000,000	170,000,000	-	-
Inventories		231,646,522	(71,650,444)	94,390,793	116,649,464
Advances paid to suppliers		(85,790,716)	57,432,607	67,135,552	100,678,099
Other assets		788,809	(356,352)	(7,905)	99,998
Trade accounts payable		(585,410,610)	(17,739,364)	(94,020,653)	74,951,117
Other payables		72,679,861	66,906,480	12,306,804	45,155,335
Contract liabilities		118,978,106	(275,460,449)	(23,282,325)	(61,334,650)
Provisions for employee benefits	21	(56,264,749)	(49,350,352)	(32,204,559)	(16,897,745)
Withholding tax deducted at source refunded		94,652,987	85,527,939	49,856,278	42,012,756
Income tax and withholding tax deducted at source paid		(170,909,147)	(194,612,929)	(42,758,431)	(49,804,529)
<b>Net cash from (used in) operating activities</b>		<b>350,810,325</b>	<b>412,509,653</b>	<b>(210,369,077)</b>	<b>264,589,791</b>
<i>Cash flows from investing activities</i>					
Interest received		13,308,937	150,507,966	9,004,566	151,569,271
Dividends received		683,425,126	574,712,108	721,144,842	730,533,961
Proceed from disposal of subsidiaries, net of cash disposed		-	1,329,984	-	-
Increase in other financial assets		(21,918,176)	(32,175,627)	(54,420,012)	(684,578)
Increase in investments in subsidiaries	11	-	-	(4,900,000)	(75,011,000)
Increase in investments in associate	10	(60,000,000)	-	(60,000,000)	-
Proceed from paid-up share capital of non-controlling interests		3,760,000	34,989,000	-	-
Decrease in loans to related parties		-	3,703,898	933,162	77,858,410
(Increase) decrease in loans to other parties		4,611,632	(4,044,921)	4,611,632	(429,356)
Cash dividends of subsidiaries paid to non-controlling interests		(27,519,189)	(36,803,200)	-	-
Increase in investment properties		(3,464,883)	-	-	-
Increase in property, plant and equipment		(74,031,199)	(65,306,871)	(33,797,000)	(29,532,110)
Increase in intangible assets		(5,793,746)	(5,641,212)	(1,243,478)	(2,585,985)
Proceed from sales of investment in associates		-	2,000,000	-	-
Proceed from liquidation of subsidiary		-	-	792,936	-
Proceed from liquidation of associates and joint ventures	10	58,738,389	-	58,738,389	-
Proceed from sales of property, plant and equipment and intangible assets		5,071,663	2,947,374	5,026,616	1,523,603
<b>Net cash from investing activities</b>		<b>576,188,554</b>	<b>626,218,499</b>	<b>645,891,653</b>	<b>853,242,216</b>

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

## Loxley Public Company Limited and its Subsidiaries

## Statements of cash flows

	Note	Consolidated		Separate	
		financial statements		financial statements	
		Year ended 31 December		Year ended 31 December	
		2023	2022	2023	2022
<i>(in Baht)</i>					
<b>Cash flows from financing activities</b>					
Payment of change in ownership interest in subsidiaries					
without a change in control		(4,900,000)	-	-	-
Finance costs paid		(139,369,903)	(128,563,038)	(89,556,747)	(86,179,404)
Dividends paid to owners of the Company	29	-	(158,427,739)	-	(158,427,739)
Decrease in bank overdrafts and short-term					
loans from financial institutions		(256,697,414)	(188,870,707)	(449,069,855)	(268,254,235)
Increase (decrease) in loans from related parties		700,000	(12,000,000)	-	-
Decrease in short-term loans from other parties		(249,839)	(12,312,000)	-	-
Payment of lease liabilities	15	(97,796,213)	(86,419,451)	(60,232,752)	(57,955,024)
Proceeds from long-term loans from financial institutions	17	21,000,000	767,000,000	-	700,000,000
Repayment of long-term loans from financial institutions		(121,391,212)	(442,095,154)	(70,000,000)	(326,693,339)
Repayment of long-term loans under debt restructuring agreement		(154,414,613)	(158,090,593)	-	-
Proceeds from issuing long-term debentures	17	-	300,000,000	-	300,000,000
Repayment of long-term debenture		-	(700,000,000)	-	(700,000,000)
<b>Net cash used in financing activities</b>		<b>(753,119,194)</b>	<b>(819,778,682)</b>	<b>(668,859,354)</b>	<b>(597,509,741)</b>
<b>Net increase (decrease) in cash and cash equivalents</b>		<b>173,879,685</b>	<b>218,949,470</b>	<b>(233,336,778)</b>	<b>520,322,266</b>
Cash and cash equivalents at 1 January		2,275,856,270	2,056,773,208	964,290,041	443,652,358
Effect of exchange rate changes on balances held in foreign currencies		198,077	133,592	(71,674)	315,417
<b>Cash and cash equivalents at 31 December</b>	6	<b>2,449,934,032</b>	<b>2,275,856,270</b>	<b>730,881,589</b>	<b>964,290,041</b>

**Non-cash transaction**

During 2023, the Company had dividend received amounting to Baht 621 million, received dividend in cash of Baht 721 million (including payment of dividend receivables at the beginning of period of Baht 100 million).

During 2022, the Company had dividend received amounting to Baht 551 million, received dividend in cash of Baht 731 million and had dividend receivables amounting to Baht 100 million (including payment of dividend receivables at the beginning of period of Baht 280 million).

During 2023, the Group and the Company's right-of-use assets increased for Baht 70 million and Baht 6 million, respectively, which were from lease liabilities.

During 2022, the Group and the Company's right-of-use assets increased for Baht 59 million and Baht 23 million, respectively, which were from lease liabilities.

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

## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2023

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Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2023

These notes form an integral part of the financial statements.

The financial statements issued for Thai statutory and regulatory reporting purposes are prepared in the Thai language. These English language financial statements have been prepared from the Thai language statutory financial statements, and were approved and authorised for issue by the Board of Directors on 29 February 2024.

## 1 General information

Loxley Public Company Limited, the “Company”, is incorporated in Thailand and was listed on the Stock Exchange of Thailand in January 1994. The Company’s registered office at 102 Na Ranong Road, Klong Toey, Klong Toey, Bangkok, 10110, Thailand.

The Company’s major shareholder during the financial year was Ekpavee Company Limited (26% shareholding) which was incorporated in Thailand.

The principal businesses of the Company are trading and turnkey contract sales of telecommunication equipment, rail transport engineering and other systems including installation. Active subsidiaries mainly engage in their core businesses of trading, sales and services of information technologies and automated customer services machines for financial transactions, sales of consumer products, providing food service and other services. Details of the Company’s subsidiaries as at 31 December 2023 and 2022 are given in note 11.

## 2 Basis of preparation of the financial statements

The financial statements are prepared in accordance with Thai Financial Reporting Standards (“TFRS”), guidelines promulgated by the Federation of Accounting Professions and applicable rules and regulations of the Thai Securities and Exchange Commission. The financial statements are prepared in Thai Baht which is the Company’s functional currency. All financial information has been rounded in the notes to the financial statements to the nearest million, unless otherwise stated.

The preparation of financial statements in conformity with TFRS requires management to make judgements, estimates and assumptions that affect the application of the Group’s/Company’s accounting policies. Actual results may differ from these estimates. Estimates and underlying assumptions that are described in each note are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

## 3 Significant accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

### (a) Basis of consolidation

The consolidated financial statements relate to the Company and its subsidiaries (together referred to as the “Group”) and the Group’s interests in associates and joint ventures.

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.



## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2023

At the acquisition date, the Group measures any non-controlling interest at its proportionate interest in the identifiable net assets of the acquiree. In addition, when there is a change in the Group's interest in a subsidiary that do not result in a loss of control, any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received from the acquisition or disposal of the non-controlling interests with no change in control are accounted for as other surpluses/deficits in shareholders' equity.

When the Group loses control over a subsidiary, it derecognises the assets and liabilities, any related non-controlling interests and other components of equity of the subsidiary. Any resulting gain or loss is recognised in profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost.

Associates are those entities in which the Group has significant influence, but not control or joint control, over the financial and operating policies. A joint venture is an arrangement in which the Group has joint control, whereby the Group has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities.

The Group recognised investments in associates and joint ventures using the equity method. They are initially recognised at cost, which includes transaction costs. Subsequent to initial recognition, Group's dividend income and share of the profit or loss and other comprehensive income of equity-accounted investees, until the date on which significant influence or joint control ceases.

Intra-group balances and transactions, and any unrealised income or expenses arising from intra-group transactions, are eliminated on consolidation. Unrealised gains arising from transactions with associates and joint ventures are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

### *Business combinations*

The Group/Company applies the acquisition method when the Group assess that the acquired set of activities and assets include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. The acquisition date is the date on which control is transferred to the Group/Company, other than business combinations with entities under common control. Expenses in connection with a business combination are recognised as incurred.

The Group/Company elect to apply a 'concentration test' that permits a simplified assessment of whether an acquired set of activities and assets is an assets rather than a business acquisition when substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets.

Goodwill is measured as the fair value of the consideration transferred including the recognised amount of any non-controlling interest in the acquiree, less net fair value of the identifiable assets acquired and liabilities assumed. Any gain on bargain purchase is recognised in profit or loss immediately.

Consideration transferred includes assets transferred, liabilities incurred by the Group/Company to the previous owners of the acquiree, any contingent consideration and equity interests issued by the Group/Company.

Any contingent consideration is measured at fair value at the date of acquisition, and remeasured at fair value at each reporting date. Subsequent changes in the fair value are recognised in profit or loss.

A contingent liability of the acquiree is assumed in a business combination only if such a liability represents a present obligation and arises from a past event, and its fair value can be measured reliably.

Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2023

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to its acquisition-date fair value and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

Business combination under common control are accounted for using a method similar to the pooling of interest method, by recognising assets and liabilities of the acquired businesses at their carrying amounts in the consolidated financial statements of the ultimate parent company at the transaction date. The difference between the carrying amount of the acquired net assets and the consideration transferred is recognised as surplus or deficit from business combinations under common control in shareholder's equity. The surplus or deficit will be written off upon divestment of the businesses acquired. The results from operations of the acquired businesses will be included in the consolidated financial statements of the acquirer from the beginning of the comparative period or the moment the businesses came under common control, whichever earliest date, until control ceases.

## **(b) Investments in subsidiaries, associates and joint ventures**

Investments in subsidiaries, associates and joint ventures in the separate financial statements are measured at cost less allowance for impairment losses. Dividend income is recognised in profit or loss on the date on which the Group's/Company's right to receive payment is established. If the Company disposes of part of its investment, the deemed cost of the part sold is determined using the weighted average method. Gains and losses on disposal of the investments are recognised in profit or loss.

## **(c) Foreign currencies**

Transactions in foreign currencies including non-monetary assets and liabilities denominated in foreign currencies are translated to the respective functional currencies of each entity in the Group at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the exchange rate at the reporting date.

Foreign currency differences are generally recognised in profit or loss.

### *Foreign operations*

The assets and liabilities of foreign operations are translated to Thai Baht at the foreign exchange rates ruling at the reporting date. The revenues and expenses of foreign operations are translated to Thai Baht at rates approximating the exchange rates at the dates of the transactions.

Foreign exchange differences are recognised in other comprehensive income and presented in the foreign currency translation reserve in equity until disposal of the investment, except to extent that the translation difference is allocated to non-controlling interest.

When a foreign operation is disposed of in its entirety or partially such that control the cumulative amount in the translation reserve related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal. If the Group disposes of part of its interest in a subsidiary but retains control, then the relevant proportion of the cumulative amount is reattributed to non-controlling interests.

## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2023

## (d) Financial instruments

### (d.1) Classification and measurement

Debt securities issued by the Group/Company are initially recognised when they are originated. Other financial assets and financial liabilities (except trade accounts receivables (see note 3(f))) are initially recognised when the Group/Company becomes a party to the contractual provisions of the instrument, and measured at fair value plus or minus, for an item not at fair value through profit or loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

On initial recognition, a financial asset is classified as measured at: amortised cost; fair value through other comprehensive income (FVOCI); or FVTPL. Financial assets are not reclassified subsequent to their initial recognition unless the Group/Company changes its business model for managing financial assets, in which case all affected financial assets are reclassified prospectively from the reclassification date.

On initial recognition, financial liabilities are classified as measured at amortised cost using the effective interest method or FVTPL. Interest expense, foreign exchange gains and losses and any gain or loss on derecognition are recognised in profit or loss.

Financial assets measured at amortised costs are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by expected credit losses. Interest income, foreign exchange gains and losses, expected credit loss and any gain or loss on derecognition are recognised in profit or loss.

Debt investments measured at FVOCI are subsequently measured at fair value. Interest income, calculated using the effective interest method, foreign exchange gains and losses and expected credit loss are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Equity investments measured at FVOCI are subsequently measured at fair value. Dividend income is recognised as income in profit or loss on the date on which the Group's/Company's right to receive payment is established, unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss.

### (d.2) Derecognition and offset

The Group/Company derecognises a financial asset when the contractual rights to receive the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group/Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

The Group/Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Group/Company also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

The difference between the carrying amount extinguished and the consideration received or paid is recognised in profit or loss.

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group/Company currently has a legally enforceable right to set off the amounts and the Group/Company intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2023

## *(d.3) Derivatives*

Derivatives are recognised at fair value and remeasured at fair value at each reporting date. The gain or loss on remeasurement to fair value is recognised immediately in profit or loss.

## *(d.4) Impairment of financial assets other than trade accounts receivables*

The Group/Company recognises allowances for expected credit losses (ECLs) on financial assets measured at amortised cost, debt investments measured at FVOCI, and loan commitments issued which are not measured at FVTPL.

The Group/Company recognises ECLs equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition or credit-impaired financial assets, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

ECLs are a probability-weighted estimate of credit losses based on forward-looking and historical experience. Credit losses are measured as the present value of all cash shortfalls discounted by the effective interest rate of the financial asset.

The Group/Company considers a financial asset to have low credit risk when its credit rating is equivalent to the globally understood definition of 'investment grade'. The Group/Company recognises ECLs for low credit risk financial asset as 12-month ECLs.

The Group/Company assumes that the credit risk on a financial asset has increased significantly if it is more than 90 days past due, significant deterioration in credit rating, significant deterioration in the operating results of the debtor and existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group/Company.

The Group/Company considers a financial asset to be in default when the debtor is unlikely to pay its credit obligations to the Group/Company in full, without recourse by the Group/Company taking action such as realising security (if any is held).

## *(d.5) Write offs*

The gross carrying amount of a financial asset is written off when the Group/Company has no reasonable expectations of recovering. Subsequent recoveries of an asset that was previously written off, are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

## *(d.6) Interest*

Interest income and expense is recognised in profit or loss using the effective interest method. In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

## *(e) Cash and cash equivalents*

Cash and cash equivalents comprise cash balances, call deposits and highly liquid short-term investments which have a maturities of three months or less from the date of acquisition. Bank overdrafts that are repayable on demand are a component of cash and cash equivalents for the purpose of the statement of cash flows.

## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2023

**(f) Trade and other accounts receivable**

A receivable is recognised when the Group/Company has an unconditional right to receive consideration. A trade receivable is measured at transaction price less allowance for expected credit loss. Bad debts are written off when incurred.

The Group/Company estimates lifetime expected credit losses (ECLs), using a provision matrix to find the ECLs rates. This method groups the debtors based on shared credit risk characteristics and past due status, taking into account historical credit loss data, adjusted for factors that are specific to the debtors and an assessment of both current economic conditions and forward-looking general economic conditions at the reporting date.

**(g) Inventories**

Inventories comprise of raw materials, merchandise inventories and project equipment.

Inventories are measured at the lower of cost and net realisable value. Cost of raw material is calculated using first-in first out principle. Cost of merchandise inventories is calculated using first-in first out and weighted average cost principle. Cost of project equipment is calculated using specific costs by individual project. Cost comprises of direct cost related to cost to obtain inventories.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs to complete and to make the sale.

Group's/Company's allowance is made for all deteriorated, damaged, obsolete and certain slow-moving inventories.

**(h) Investment properties**

Investment properties are properties that held as right-of-use assets, as well as properties that are owned by the Group/Company. Investment properties are held to earn rental income, for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes.

Investment properties are measured at cost on initial recognition and subsequently at fair value, with any change recognised in profit or loss. Cost includes expenditure that is directly attributable to the acquisition of the investment property. The cost of self-constructed investment property includes the cost of materials, direct labour, and other costs directly attributable to bringing the investment property to a working condition for its intended use and capitalised borrowing costs. When the use of a property changes such that it is reclassified as property, plant and equipment, its fair value at the date of reclassification becomes its cost for subsequent accounting.

Differences between the proceeds from disposal and the carrying amount of investment property are recognised in profit or loss. When investment property that was previously classified as property, plant and equipment measured at revalued amounts is sold (see note 3(i)), the amounts included in the revaluation reserve are transferred to retained earnings.

**(i) Property, plant and equipment**

Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses except for land which are measured at their revalued amounts. The revalued amount is the fair value determined on the basis of the property's existing use at the date of revaluation less any losses.



Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2023

Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes capitalised borrowing costs and the costs of dismantling and removing the items and restoring the site on which they are located including transfers from other comprehensive income of any gain or loss on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment. Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Differences between the proceeds from disposal and the carrying amount of property, plant and equipment, and are recognised in profit or loss. When there is a disposal of revalued assets, the amount recognised in revaluation reserve is reclassified to retained earnings.

## *Revalued assets*

Revaluations are performed by independent professional valuers with sufficient regularity to ensure that the carrying amount of these assets does not differ materially from that which would be determined using fair values at the reporting date. Any increase in value, on revaluation, is recognised in other comprehensive income under the presented in “revaluation reserve” in other components of equity unless it offsets a previous decrease in value recognised loss in profit or loss in respect of the same asset, the increase is recognized in profit or loss. A decrease in value is recognised in profit or loss to the extent it exceeds an increase previously recognised in other comprehensive income in respect of the same asset. Upon disposal of a revalued asset, any related revaluation surplus is transferred directly to retained earnings and is not taken into account in calculating the gain or loss on disposal.

## *Reclassification to investment property*

When the use of a property changes from owner-occupied to investment property, that is measured at fair value, the Group/Company shall remeasure the property is remeasured to fair value and reclassified as investment property. Any gain arising on remeasurement is recognised in profit or loss to the extent the gain reverses a previous impairment loss on the specific property, with any remaining gain recognised in other comprehensive income and presented in “revaluation surplus” in other components of equity. Any loss is recognised in other comprehensive income and presented in “revaluation surplus” in other components of equity to the extent that an amount had previously been included in the revaluation reserve relating to the specific property, with any remaining loss recognised immediately in profit or loss.

## *Subsequent costs*

The cost of replacing a part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group/Company, and its cost can be measured reliably. The carrying amount of the replaced part is derecognised. The costs of the day-to-day servicing of property, plant and equipment are recognised in profit or loss as incurred.

## *Depreciation*

Depreciation is calculated on a straight-line basis over the estimated useful lives of each component of an asset and recognised in profit or loss. No depreciation is provided on freehold land and assets under construction.

The estimated useful lives are as follows:

Buildings and improvements	2 - 25	years
Furniture, fixtures and office equipment	3 - 10	years
Tools, equipment and equipment held for lease	1 - 10	years
Vehicles	5	years

## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2023

**(j) Goodwill**

Goodwill is measured at cost less accumulated impairment losses. In respect of equity-accounted investee, the carrying amount of goodwill is included in the carrying amount of the investment.

**(k) Intangible assets**

Intangible assets are measured at cost less accumulated amortisation and impairment losses. Subsequent expenditure is capitalised only when it will generate future economic benefits. Amortisation is calculated on a straight-line basis over the estimated useful lives of intangible assets and recognised in profit or loss.

The estimated useful lives are as follows:

Software license and others	3 - 10 years
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**(l) Leases**

At inception of a contract, the Group/Company assesses that a contract is, or contains, a lease when it conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

*As a lessee*

At commencement or on modification of a contract that contains a lease component, the Group/Company allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices. However, for the leases of property the Group/Company has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

The Group/Company recognises a right-of-use asset and a lease liability at the lease commencement date, except for leases of low-value assets and short-term leases which are recognised as expenses on a straight-line basis over the respective lease terms.

Right-of-use asset is measured at cost, less any accumulated depreciation and impairment loss, and adjusted for any remeasurements of lease liability. The cost of right-of-use asset includes the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of restoration costs, less any lease incentives received. Depreciation is charged to profit or loss on a straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group/Company by the end of the lease term or the cost of the right-of-use asset reflects that the Group/Company will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment.

The lease liability is initially measured at the present value of all lease payments that shall be paid under the lease. The Group/Company uses the Group's/Company's incremental borrowing rate to discount the lease payments to the present value. The Group/Company determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a lease modification, or a change in the assessment of options specified in the lease. When the lease liability is remeasured, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2023

## *As a lessor*

At inception or on modification of a contract, the Group/Company allocates the consideration in the contract to each component on the basis of their relative standalone selling prices.

At lease inception, the Group/Company considers to classify a lease that transfers substantially all of the risks and rewards incidental to ownership of the underlying asset to lessees as a finance lease. A lease that does not meet this criteria is classified as an operating lease.

When the Group/Company is an intermediate lessor, the Group/Company classifies the sub-lease either as a finance lease or an operating lease with reference to the right-of-use asset arising from the head lease. In case of a head lease is a short-term lease, the sub-lease is classified as an operating lease. Those right-of-use assets are presented as investment properties.

The Group/Company recognises finance lease receivables at the net investment of the leases, which includes the present value of the lease payments, and any unguaranteed residual value, discounted using the interest rate implicit in the lease. Finance lease interest income reflects a constant periodic rate of return on the Group's/Company's net investment outstanding in respect of the leases.

The Group/Company recognises lease payments received under operating leases in profit or loss on a straight-line basis over the lease term as part of revenue from sale of goods and rendering of services/other income. Initial direct costs incurred in arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue from sale of goods and rendering of services/other income in the accounting period in which they are earned.

The Group/Company estimates lifetime expected credit losses (ECLs), using a provision matrix to find ECLs rate. This method groups the lease receivables based on shared credit risk characteristics and past due status, taking into account historical credit loss data, adjusted for factors that are specific to the debtors and an assessment of both current economic conditions and forward-looking general economic conditions at the reporting date. The Group/Company derecognises the lease receivables as disclosed in note 3(d).

## **(m) Impairment of non-financial assets**

The carrying amounts of the Group's/Company's assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the assets' recoverable amounts are estimated. For goodwill and intangible assets that have indefinite useful lives or are not yet available for use, the recoverable amount is estimated each year at the same time.

An impairment loss is recognised in profit or loss if the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount, unless it reverses a previous revaluation credited to equity, in which case it is charged to equity.

### *Calculation of recoverable amount*

The recoverable amount is the greater of the asset's value in use or fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

Impairment losses of assets recognised in prior periods is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed. An impairment loss is reversed only to the extent that the asset's carrying amount does not

## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2023

exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

**(n) Employee benefits**

*Defined contribution plan*

Obligations for contributions to the Group's/Company's provident funds are expensed as the related service is provided.

*Defined benefit plans*

The Group's/Company's net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods. The defined benefit obligations is discounted to the present value, which performed regularly by a qualified actuary using the projected unit credit method.

Remeasurements of the net defined benefit liability, actuarial gain or loss are recognised immediately in OCI. The Group/Company determines the interest expense on the net defined benefit liability for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period, taking into account any changes in the net defined benefit liability during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in profit or loss. The Group/Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

Termination benefits are expensed at the earlier of when the Group/Company can no longer withdraw the offer of those benefits and when the Group/Company recognises costs for a restructuring. If benefits are not expected to be settled wholly within 12 months of the end of the reporting period, then they are discounted.

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group/Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

**(o) Provisions**

A provision is recognised if, as a result of a past event, the Group/Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as a finance cost.

*Warranties*

A provision for warranties is recognised when the underlying products or services are sold. The provision is based on historical warranty data and a weighting of all possible outcomes against their associated probabilities.

*Provision for onerous contracts*

A provision for onerous contracts is recognised when the expected benefits to be derived by the Group/Company from a contract are lower than the unavoidable cost of meeting the Group's/Company's obligations under the contract. The provision is measured at the present value of the lower of the

# Notes to the Financial Statements

For the year ended 31 December 2023

expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Group/Company recognises any impairment loss on the assets associated with that contract.

**(p) Fair value measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Group/Company has access at that date. The fair value of a liability reflects its non-performance risk.

When measuring the fair value of an asset or a liability, the Group/Company uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: inputs for the asset or liability that are based on unobservable input.

The Group/Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

If an asset or a liability measured at fair value has a bid price and an ask price, then the Group/Company measures assets and asset positions at a bid price and liabilities and liability positions at an ask price.

The best evidence of the fair value of a financial instrument on initial recognition is normally the transaction price – i.e. the fair value of the consideration given or received. If the Group/Company determines that the fair value on initial recognition differs from the transaction price based on a valuation technique for which any unobservable inputs are judged to be insignificant in relation to the measurement, then the financial instrument is initially measured at fair value adjusted for the difference between the fair value on initial recognition and the transaction price and the difference is recognised in profit or loss basis over the life of the instrument but no later than when the valuation is wholly supported by observable market data or the transaction is closed out.

**(q) Revenue from contracts with customers**

**(1) Revenue recognition**

Revenue is recognised when a customer obtains control of the goods or services in an amount that reflects the consideration to which the Group/Company expects to be entitled, excluding those amounts collected on behalf of third parties, value added tax and is after deduction of any trade discounts and volume rebates.

Revenue from sales of goods is recognised on the date on which the goods are delivered to the customers. For the sales that permit the customers to return the goods, the Group/Company estimates the returns based on the historical return data, does not recognize revenue and cost of sale for the estimated products to be returned.

Revenue for rendering of services is recognised over time based on stage of completion/as the services are provided. The stage of completion is assessed based on cost-to-cost method/surveys of work performed. The related costs are recognised in profit or loss when they are incurred.

For bundled packages, the Group/Company recognises revenue from sales of products and rendering of services separately if a product or service is separately identifiable from other items and a customer can benefit from it or the multiple services are rendered in different reporting periods. The consideration received is allocated based on their relative stand-alone selling prices.



## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2023

(2) *Contract balances*

Contract assets are recognised when the Group/Company has recognised revenue before it has an unconditional right to receive consideration. The contract assets are measured at the amount of consideration that the Group/Company is entitled to, less allowance for expected credit loss. The contract assets are classified as trade receivables when the Group/Company has an unconditional right to receive consideration.

Contract liabilities are the obligation to transfer goods or services to the customer. The contract liabilities are recognised when the Group/Company receives or has an unconditional right to receive non-refundable consideration from the customer before the Group/Company recognises the related revenue.

(3) *Contract cost assets*

Contract cost assets are the incremental costs to obtain a contract with a customer. The Group/Company expects to recover these costs. However, the incremental costs of obtaining a contract are expensed when incurred, if the expected amortisation period is one year or less.

Contract cost assets are measured at cost less accumulated amortisation and impairment losses. Amortisation is charged to profit or loss on systematic basis over the term of the contract it relates to, consistent with the related revenue recognition.

(r) *Other income*

Other income, which comprises dividend, interest income and others is generally recognised based on accrual basis, except for dividend income which is recognised in profit or loss on the date on which the Group's/Company's right to receive payment is established.

(s) *Income tax*

Income tax expense for the year comprises current and deferred tax, which is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

Current tax is recognised in respect of the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for the temporary differences: the initial recognition of goodwill; the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss; and differences relating to investments in subsidiaries, associates and joint venture to the extent that it is probable that they will not reverse in the foreseeable future.

The measurement of deferred tax reflects the tax consequences that would follow the manner in which the Group/Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities, using tax rates enacted or substantively enacted at the reporting date. Current deferred tax assets and liabilities are offset in the separate financial statements.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2023

## (t) *Earnings per share*

Basic earnings per share (EPS) is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding, adjusted for own shares held, for the effects of all dilutive potential ordinary shares.

## (u) *Related parties*

A related party is a person or entity that has direct or indirect control, or has significant influence over the financial and managerial decision-making of the Group/Company; a person or entity that is under common control or under the same significant influence as the Group/Company; or a person or entity over which the Group/Company has direct or indirect control or has significant influence over the financial and managerial decision-making.

## (v) *Segment reporting*

Segment results that are reported to the Group's chief operating decision maker include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly gain on sales of investments, share of profits of associates and joint ventures accounted for using the equity method, dividend income and central expenses.

## 4 **Acquisitions and disposals of subsidiaries and non-controlling interests**

### (a) *Subsidiaries increased in share capital*

#### 2022

In April 2022, Loxley Trading Company Limited, a subsidiary of the Company, increased its registered share capital from Baht 50 million to Baht 100 million, which had been fully paid up. The Company paid up the increase in share capital according to percentage of shareholding of 50%, amounting to Baht 25 million.

In August 2022, Loxley Power Systems Co., Ltd., a subsidiary of the Company, increased its registered share capital from Baht 50 million to Baht 100 million, which had been fully paid up. The Company paid up the increase in share capital according to percentage of shareholding of 99%, amounting to Baht 50 million.

In November 2022, Loxley Evolution Technology Co., Ltd., a subsidiary of the Company, increased in registered share capital from Baht 40 million to Baht 50 million, which the Company did not exercise the right to increase the share capital, resulting in the decrease in percentage of holding in subsidiary from 99% to 80%. The Group has loss on change in percentage of holding in consolidated financial statements amounting to Baht 1.6 million which was recorded under "change in percentage of holding in subsidiaries" in other surpluses of equity.

## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2023

**(b) Disposal of interest in subsidiary with a change of control****2022**

In May 2022, a subsidiary disposed its entire investment in ProProve Rojana Joint Venture Company Limited, an indirect subsidiary of the Company, to a non-related party amounting to Baht 1.4 million, resulting in a loss of control in the said subsidiary. The Group recognised an increase in non-controlling interest of Baht 0.06 million and has gain from disposal of investments in consolidated financial statements amounting to Baht 0.2 million, which was recorded in consolidated statements of income in full. The deconsolidation of such entity does not have any material impact on the consolidated financial statements.

**5 Related parties**

Relationships with subsidiaries, associates and joint ventures are described in notes 10 and 11. Other related parties that the Group/Company had significant transactions with during the year were as follows:

<b>Name of entities</b>	<b>Nature of relationships</b>
<b><i>Major shareholder</i></b>	
Ekpavee Company Limited	A major shareholder, 26% shareholding of the Company, common director
<b><i>Key management personnel</i></b>	
Key management personnel	Persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of the Company.
<b><i>Other related parties</i></b>	
Thanakorn Vegetable Oil Products Co., Ltd.	Shareholding by the major shareholder, subsidiary, common director
Zin Suapah Company Limited	Shareholding by the major shareholder, common director
L Business Process Outsourcing Co., Ltd.	Shareholding by the major shareholder
Loxley International Company Limited	Shareholding by Company's director, common director
<b><i>Other related parties</i></b>	
Muang Thai Life Assurance Public Company Limited	Common director
The Lamsam Estate Co., Ltd.	Shareholding by Company's director, common director
Mainstay Property Solutions & Security Services Co., Ltd.	Shareholding by the major shareholder
Phatra Leasing Public Company Limited	Common director
Phuket Smart Bus Co., Ltd.	Shareholding by Company, common director
Kasikornbank Public Company Limited	Common director

The above related parties were incorporated in Thailand.

## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2023

<i>Significant transactions with related parties</i> <i>Year ended 31 December</i>	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2023	2022	2023	2022
	<i>(in million Baht)</i>			
<b>Subsidiaries</b>				
Sale of goods and rendering of services	-	-	65	63
Other income	-	-	21	22
Dividend income	-	-	239	311
Purchases of goods and rendering of services	-	-	237	223
Distribution costs	-	-	10	10
Administrative expenses	-	-	36	36
Finance costs	-	-	6	8
Increase in right-of-use assets	-	-	-	3
<b>Associates and joint ventures</b>				
Sale of goods and rendering of services	39	42	5	12
Other income	16	14	15	14
Dividend income	-	-	365	232
Purchases of goods and rendering of services	305	249	304	249
<b>Other related parties</b>				
Sale of goods and rendering of services	73	70	6	2
Other income	6	5	5	3
Dividend income	31	36	3	3
Purchases of goods and rendering of services	1,080 <sup>1</sup>	2,543 <sup>1</sup>	8	29
Distribution costs	-	1	-	1
Administrative expenses	7	5	6	5
Finance costs	11	21	3	14
Increase in right-of-use assets	15	35	4	12
<b>Key management personnel</b>				
Key management personnel compensation				
Short-term management benefits	148	133	46	46
Long-term management benefits	7	5	4	4

<sup>1</sup> The amount mainly comprises a subsidiary's purchase of vegetable oil from a related party totaling Baht 1,071 million and Baht 2,512 million for the years then ended 31 December 2023 and 2022 in the consolidated financial statements, respectively. The pricing policy is based on prices agreed by distributors who absorb distribution costs.

Balances as at 31 December with related parties were as follows:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2023	2022	2023	2022
	<i>(in million Baht)</i>			
<b>Cash and cash equivalents</b>				
Other related parties	<u>436</u>	<u>541</u>	<u>108</u>	<u>142</u>
<b>Other current financial assets</b>				
Other related parties	<u>1</u>	<u>1</u>	<u>-</u>	<u>-</u>

## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2023

		Consolidated financial statements		Separate financial statements	
	Note	2023	2022	2023	2022
		(in million Baht)			
<b>Trade accounts receivable</b>					
Subsidiaries		-	-	28	38
Associates and joint ventures		168	251	37	121
Other related parties		9	3	5	-
<b>Total</b>		<b>177</b>	<b>254</b>	<b>70</b>	<b>159</b>
Less allowance for expected credit loss		(167)	(197)	(40)	(103)
<b>Net</b>		<b>10</b>	<b>57</b>	<b>30</b>	<b>56</b>
<b>Expected credit losses</b>					
Written-off	7	-	-	(33)	-
Reversal	10	(30)	(49)	(30)	(49)
<b>Other receivables - other income</b>					
Subsidiaries		-	-	17	26
Associates and joint ventures		3	4	3	4
<b>Total</b>		<b>3</b>	<b>4</b>	<b>20</b>	<b>30</b>
Less allowance for expected credit loss		-	-	(3)	(3)
<b>Net</b>		<b>3</b>	<b>4</b>	<b>17</b>	<b>27</b>
<b>Expected credit losses</b>					
Reversal	10	-	(43)	-	(43)
<b>Other receivables - deposit</b>					
Subsidiaries		-	-	28	28
<b>Dividend receivables</b>					
Subsidiaries		-	-	-	100
		Interest rate		Consolidated financial statements	
		2023	2022	2023	2022
		(% per annum)		(in million Baht)	
<b>Short-term loans to</b>					
Associates and joint ventures		3.5 - 6.52	3.5 - 4	193	193
Less allowance for expected credit loss				(131)	(131)
<b>Net</b>				<b>62</b>	<b>62</b>
		Interest rate		Separate financial statements	
		2023	2022	2023	2022
		(% per annum)		(in million Baht)	
<b>Short-term loans to</b>					
Subsidiaries		6.52	3.25 - 5	30	31
Associates and joint ventures		6.52	4	27	27
<b>Total</b>				<b>57</b>	<b>58</b>
Less allowance for expected credit loss				(20)	(20)
<b>Net</b>				<b>37</b>	<b>38</b>



Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2023

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
<i>Expected credit losses</i>				
		(in million Baht)		
Addition	-	1	-	-

Short-term loans to related parties are repayable at call.

	Interest rate		Separate financial statements	
	2023	2022	2023	2022
	(% per annum)		(in million Baht)	
<i>Long-term loans to Subsidiaries</i>	6.52	4.22	38	38
Current			2	-
Non-current			36	38
<b>Total</b>			<b>38</b>	<b>38</b>

The Company entered into a long-term loan agreement with a subsidiary amounting to Baht 38 million for 4 - 9 years periods ended during year 2024 - 2029, annually principle and interest repayment.

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
		(in million Baht)		
<i>Trade accounts payable</i>				
Subsidiaries	-	-	3	20
Associates and joint ventures	66	45	66	45
Other related parties	255	308	-	3
<b>Total</b>	<b>321</b>	<b>353</b>	<b>69</b>	<b>68</b>
<i>Other payables - other expenses</i>				
Subsidiaries	-	-	5	6
<i>Lease liabilities</i>				
Other related parties	46	58	143	195
Current	25	23	57	55
Non-current	21	35	86	140
<b>Total</b>	<b>46</b>	<b>58</b>	<b>143</b>	<b>195</b>

The Group/Company leases land, buildings and improvement and vehicle from other related parties, the contract was 1 - 5 years period which will mature within 2024 - 2028.

A subsidiary has obligation to pay rental fees according to the conditions specified in the land with building rental agreement. The agreement has rental term of a 3-year period ended 31 December 2024.

## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2023

	Interest rate		Consolidated financial statements	
	2023	2022	2023	2022
	(% per annum)		(in million Baht)	
<b>Short-term loans from</b>				
Other related parties	3	-	1	1

Short-term loans from other related parties are repayable at call.

	Interest rate		Consolidated financial statements	
	2023	2022	2023	2022
	(% per annum)		(in million Baht)	
<b>Long-term loans from</b>				
Major shareholder	5	5	80	80

Long-term loans from major shareholder are repayable in September 2026.

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
	(in million Baht)			
<b>Other commitments</b>				
<b>Bank guarantees (for projects performance, customers tender guarantees)</b>				
Other related parties	476	654	127	167

## 6 Cash and cash equivalents

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
	(in million Baht)			
Cash on hand and cash at banks - current accounts	163	401	6	216
Cash at banks - savings accounts	1,562	1,858	370	746
Highly liquid short - term investments	466	-	351	-
Cheque on hand	259	17	4	2
<b>Total</b>	<b>2,450</b>	<b>2,276</b>	<b>731</b>	<b>964</b>

Highly liquid short-term investments consisted of promissory notes, fixed deposits at banks, and others which have maturity period less than 3 months from the acquisition date.

## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2023

## 7 Trade and other receivables

	Consolidated financial statements				Allowance for expected credit loss
	Trade accounts receivable	Lease receivables	Contract assets (in million Baht)	Total carrying amounts	
<b>At 31 December 2023</b>					
Within credit terms	1,191	69	1,345	2,605	6
Overdue:					
Less than 3 months	615	-	-	615	13
3 - 6 months	32	-	-	32	1
6 - 12 months	35	-	-	35	3
More than 12 months	531	-	-	531	461
<b>Total</b>	<b>2,404</b>	<b>69</b>	<b>1,345</b>	<b>3,818</b>	<b>484</b>
Less allowance for expected credit loss	(478)	-	(6)	(484)	
<b>Net</b>	<b>1,926</b>	<b>69</b>	<b>1,339</b>	<b>3,334</b>	

<b>At 31 December 2022</b>					
Within credit terms	1,577	57	1,468	3,102	15
Overdue:					
Less than 3 months	567	2	-	569	3
3 - 6 months	108	-	-	108	6
6 - 12 months	31	-	-	31	2
More than 12 months	533	-	-	533	472
<b>Total</b>	<b>2,816</b>	<b>59</b>	<b>1,468</b>	<b>4,343</b>	<b>498</b>
Less allowance for expected credit loss	(492)	-	(6)	(498)	
<b>Net</b>	<b>2,324</b>	<b>59</b>	<b>1,462</b>	<b>3,845</b>	

	Separate financial statements			Allowance for expected credit loss
	Trade accounts receivable	Contract assets (in million Baht)	Total carrying amounts	
<b>At 31 December 2023</b>				
Within credit terms	541	568	1,109	6
Overdue:				
Less than 3 months	197	-	197	13
3 - 6 months	18	-	18	1
6 - 12 months	12	-	12	1
More than 12 months	252	-	252	236
<b>Total</b>	<b>1,020</b>	<b>568</b>	<b>1,588</b>	<b>257</b>
Less allowance for expected credit loss	(251)	(6)	(257)	
<b>Net</b>	<b>769</b>	<b>562</b>	<b>1,331</b>	

<b>At 31 December 2022</b>					
Within credit terms	533	713	1,246	15	
Overdue:					
Less than 3 months	170	-	170	3	
3 - 6 months	58	-	58	6	
6 - 12 months	3	-	3	1	
More than 12 months	318	-	318	282	
<b>Total</b>	<b>1,082</b>	<b>713</b>	<b>1,795</b>	<b>307</b>	
Less allowance for expected credit loss	(301)	(6)	(307)		
<b>Net</b>	<b>781</b>	<b>707</b>	<b>1,488</b>		

## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2023

		Consolidated financial statements		Separate financial statements	
	Note	2023	2022	2023	2022
<i>(in million Baht)</i>					
<b>Other receivables</b>					
Prepaid withholding tax		164	155	43	50
Receivables - other income	5	102	113	65	76
Value added tax		40	48	26	24
Deposit		35	32	29	29
Prepaid expenses		33	31	12	9
Others		39	72	6	8
<b>Total</b>		<b>413</b>	<b>451</b>	<b>181</b>	<b>196</b>
Less allowance for expected credit loss	5	(22)	(8)	(8)	(10)
<b>Net</b>		<b>391</b>	<b>443</b>	<b>173</b>	<b>186</b>
Current		161	225	101	107
Non-current		230	218	72	79
<b>Total</b>		<b>391</b>	<b>443</b>	<b>173</b>	<b>186</b>

Loss rates are based on actual credit loss experience over the past 5 years. These rates are multiplied by scalar factors to reflect differences between economic conditions during the period over which the historical data has been collected, current conditions and the Group's/Company's view of economic conditions over the expected lives of the receivables.

Consolidated financial statements			
	Note	At 1 January 2023	At 31 December 2023
<i>(in million Baht)</i>			
<b>Allowance for expected credit loss</b>			
Trade accounts receivable	10	492	478
Other receivables		8	22
Contract assets		6	6
<b>Total</b>		<b>506</b>	<b>506</b>

Consolidated financial statements			
	Note	At 1 January 2022	At 31 December 2022
<i>(in million Baht)</i>			
<b>Allowance for expected credit loss</b>			
Trade accounts receivable	10	541	492
Other receivables	10	51	8
Contract assets		6	6
<b>Total</b>		<b>598</b>	<b>506</b>

Separate financial statements			
	Note	At 1 January 2023	At 31 December 2023
<i>(in million Baht)</i>			
<b>Allowance for expected credit loss</b>			
Trade accounts receivable	10	301	251
Other receivables		10	8
Contract assets		6	6
<b>Total</b>		<b>317</b>	<b>265</b>

Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2023

<i>Allowance for expected credit loss</i>	<i>Note</i>	Separate financial statements		
		At 1 January 2022	Reversal (in million Baht)	At 31 December 2022
Trade accounts receivable	10	349	(48)	301
Other receivables	10	53	(43)	10
Contract assets		6	-	6
<b>Total</b>		<b>408</b>	<b>(91)</b>	<b>317</b>

## 8 Receivable under debt restructuring agreement

- a) In December 2017, Loxley Wireless Public Company Limited (“Loxley Wireless”) and Office of the Welfare Promotion Commission for Teachers and Educational Personnel (“OTEP”) entered into a compromise agreement. The said debtor agrees to pay the amount of Baht 1,294 million as follows;
- 1) Repayment as textbooks amount of Baht 165 million, which will be delivered to Loxley Wireless within 60 days from the agreement date (Loxley Wireless received textbooks from OTEP in full amount).
  - 2) The remaining amount of Baht 1,129 million is repayable within 6 years. The first installment is due within 25 January 2018 and the last installment is due within 25 December 2023.
    - 2.1) Monthly payment of not less than Baht 5 million, the first installment within 25 January 2018 and within 25<sup>th</sup> of the following month until the end of the agreement but not later than 25 December 2023.
    - 2.2) Additional payment as follows;
      - Additional payment within May 2019 amounting to not less than Baht 120 million
      - Additional payment within May 2020 amounting to not less than Baht 120 million
      - Additional payment within May 2021 amounting to not less than Baht 120 million
      - Additional payment within May 2022 amounting to not less than Baht 200 million
      - The rest of payment will be made within May 2023

As at 31 December 2023, Loxley Wireless received payment according to clause 2) as above amount of Baht 765 million (*31 December 2022: Baht 600 million*). However, due to the impact from COVID-19 outbreak, OTEP made default additional payment according to clause 2.2) of May 2022 and 2023, amount of Baht 155 million and Baht 209 million, respectively, in total amount of Baht 364 million. Subsequently, OTEP has issued a letter to Loxley Wireless requesting to delay the payment of the default payment. However, Loxley Wireless has submitted a response letter denying and reserving the right to claim interest for late payment in accordance with the compromise agreement.

During the year 2023, Loxley Wireless proceeded to file a petition for asset seizure against the debtor to the Enforcement Department. Subsequently, in May 2023, Loxley Wireless filed a petition for the civil court investigation into the operations and assets of OTEP, as well as a request for debtor summons and document witnesses. The debtor filed objections and requested the court to withdraw the enforcement officer's order.

In November 2023, the civil court ordered the withdrawal of the enforcement officer's order, dated 12 September 2023, to release the seizure of the debtor's assets (OTEP). Then, on 25 December 2023, Loxley Wireless appealed against the aforementioned withdrawal order to the court of appeal for consideration and issuance of an order to reverse the original court order. Currently, the litigation proceeding in the Court was underway and the outcome was yet to be determined. However, the Group's/subsidiary's management expected no materially significant impact on the financial statements.

Receivable under debt restructuring agreement has been pledged as collateral for the loan restructuring agreement with the financial institution (note 17).



## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2023

Receivable under debt restructuring agreement as at 31 December are as follows;

	Consolidated financial statements					
	Within one year		After one year but within five years		Total	
	2023	2022	2023	2022	2023	2022
	<i>(in million Baht)</i>					
Receivable under debt restructuring agreement	364	260	-	269	364	529
Less allowance for expected credit loss	(6)	(14)	-	(7)	(6)	(21)
<b>Net</b>	<b>358</b>	<b>246</b>	<b>-</b>	<b>262</b>	<b>358</b>	<b>508</b>

	Consolidated financial statements	
	2023	2022
	<i>(in million Baht)</i>	
Addition	-	20
Reversal	15	(28)

**Expected credit losses**

- b) A receivable of the Group entered into the business rehabilitation process under the order of the Central Bankruptcy Court according to bankruptcy law. The Group has outstanding receivable under business rehabilitation from the said company which consist of trade account receivable amounting to Baht 46 million and lease receivable amounting to Baht 13 million (net of the transfer of the right to receive money from such debtor to a leasing company in the amount of Baht 7 million). In June 2021, the Central Bankruptcy Court granted an order to approve the said business rehabilitation plan with the repayment plan as follows;
- 1) Pay 100% of outstanding principal receivable by the cash flow from the normal operation of the said receivable. The payment is made on a semi - annual basis for a period of 7 years, the first payment start from second half of the third year at the rate of 12.5%.
  - 2) The remaining debt from 1) shall be deemed settled and/or discharged immediately on the date the court granted the approval.

From those circumstance, the Group classified trade account receivable and lease receivable amounting to Baht 59 million and allowance for expected credit loss amounting to Baht 21 million to receivable under debt restructuring agreement in 2021. The Group's management recognised allowance for expected credit loss for the whole default amount that entering into the business rehabilitation process amounting to Baht 38 million in the year 2021.

## 9 Inventories

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
	<i>(in million Baht)</i>			
Raw materials	2	2	-	-
Merchandise inventories	265	464	175	268
Project equipment	242	287	10	22
Goods in transit	46	47	46	47
<b>Total</b>	<b>555</b>	<b>800</b>	<b>231</b>	<b>337</b>
Less allowance for decline in value	(41)	(49)	(15)	(26)
<b>Net</b>	<b>514</b>	<b>751</b>	<b>216</b>	<b>311</b>

Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2023

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
	<i>(in million Baht)</i>			
Inventories recognised as cost of sale of goods and rendering of services				
- Cost of sale of goods and rendering of services	<u>7,573</u>	<u>9,239</u>	<u>3,028</u>	<u>3,201</u>
Inventories recognised as administrative expenses				
- Provisions for declining in value	5	7	-	6
- Reversal of provision for declining in value	<u>(13)</u>	<u>(11)</u>	<u>(11)</u>	<u>(8)</u>
	<u>(8)</u>	<u>(4)</u>	<u>(11)</u>	<u>(2)</u>

## 10 Investments in associates and joint ventures

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
	<i>(in million Baht)</i>			
<b>Associates</b>				
At 1 January	2,908	3,120	862	852
Addition	60	-	60	-
Share of profit of associates, net	591	322	-	-
Dividend income	(636)	(535)	-	-
Disposal	-	(5)	-	-
Transfer of investment in joint ventures to associates	-	6	-	10
Transfer of investment in associates to non- current assets classified as held for sale	(108)	-	(100)	-
Write-off investment				
Write-off	-	(2)	-	(26)
Reversal of loss from impairment	-	2	-	26
<b>At 31 December</b>	<u><b>2,815</b></u>	<u><b>2,908</b></u>	<u><b>822</b></u>	<u><b>862</b></u>
<b>Joint ventures</b>				
At 1 January	7	24	5	96
Share of profit (loss) of joint ventures, net	5	(11)	-	-
Dividend income	(3)	-	-	-
Transfer of investment in joint ventures to associates	-	(6)	-	(10)
Transfer of impairment in joint ventures to other non-current financial assets	54	-	54	-
Return on capital reduction	(59)	-	(59)	-
Allowance for impairment	-	-	-	(81)
<b>At 31 December</b>	<u><b>4</b></u>	<u><b>7</b></u>	<u><b>-</b></u>	<u><b>5</b></u>

## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2023

	<b>Consolidated</b>		<b>Separate</b>	
	<b>financial statements</b>		<b>financial statements</b>	
	2023	2022	2023	2022
	<i>(in million Baht)</i>			
<b>Total</b>				
At 1 January	2,915	3,144	867	948
Addition	60	-	60	-
Share of profit of associates and joint ventures, net	596	311	-	-
Dividend income	(639)	(535)	-	-
Disposal	-	(5)	-	-
Transfer of investment in associates to non-current assets classified as held for sale	(108)	-	(100)	-
Transfer of impairment in joint ventures to other non-current financial assets	54	-	54	-
Return on capital reduction	(59)	-	(59)	-
Write-off investment				
Write-off	-	(2)	-	(26)
Reversal of loss from impairment	-	2	-	26
Allowance for impairment	-	-	-	(81)
<b>At 31 December</b>	<b>2,819</b>	<b>2,915</b>	<b>822</b>	<b>867</b>

## 2023

In June 2023, the Company purchased shares of Thai Fiber Optic Co., Ltd., an associate of the Company from the shareholders in the amount of 600,000 shares, amounting to Baht 60 million. The purchase of the said investment resulted in the shareholding in the associated company increased from 40% to 99%, resulting in the said associated company change to a subsidiary of the Company. The Group has prepared the consolidated financial statements for the year ended 31 December 2023. However, after investing the Company received an offer to purchase the said investment in full amount from other party. Therefore, the Company is in the process of considering the proposal and classified the said investment as held for sale and recorded at carrying amount amounting to Baht 108 million and Baht 100 million in the consolidated and separate financial statements, respectively.

In December 2023, the Company restructured its equity holdings in Campana Group Pte. Ltd. (Campana), an investment of Loxley and AIT Holding Limited (LAH), a joint venture of the Company, in which the Company holds 50%. The purpose was for both companies to directly invest in Campana due to LAH stopping its core operations over the past several years. LAH sold its investment in Campana to both joint ventures, with each company amounting to Baht 54 million according to their respective shareholdings, based on Campana's book value, resulting in a change in Campana's investment classification from a joint venture to a non-marketable equity security (Note 30). Subsequently, LAH reduced its registered share capital from Baht 200 million to Baht 83 million, receiving a capital return of Baht 59 million and recognising an equity profit of Baht 4 million in the consolidated financial statements.

However, the above restructuring had no impact on the fair value of Campana, as the investments were previously fully impaired in 2022 due to credit risk, liquidity issues, and the inability to generate profits for the Company in the foreseeable future.

## 2022

In May 2022, a subsidiary disposed its entire investment in Wisdom Vast Co., Ltd., an indirect associate of the Company, to a non-related party amounting to Baht 2 million. The Group has loss from disposal of investments in consolidated financial statements amounting to Baht 2.9 million, which was recorded in consolidated statements of income in full.

 Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2023

## *Impairment testing*

Management of the Group/Company performed an impairment test of carrying amount of investment in associate and joint venture. The recoverable amount was based on its value in use, determined by discounted future cash flows to be generated from the continuing operations of CGU according to the business plan and discount rate which is calculated by weighted average cost of capital. Assumptions were derived from the Group/Company's management judgements, and were based on business plan taking into account past experience as well as the future prediction that is believed to be reasonable in the present situation. Any change or clarification in information arises in the future might create effect to the estimated recoverable amount.

# Notes to the Financial Statements

For the year ended 31 December 2023

Investments in associates and joint ventures as at 31 December 2023 and 2022, and dividend income for the years then ended were as follows:

Consolidated financial statements															Attachments	
	Ownership interest	Paid-up capital		Cost method		Equity method		Impairment		At equity - net		Dividend income for the year				
		2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022			
	(%)								(in million Baht)							
Associates	50	50	100	million Baht	50	50	-	-	-	-	-	-	-			
	50	50	1	million Baht	1	1	-	-	-	-	-	-	-			
	45	45	45	million Baht	20	20	19	19	-	19	19	-	-			
	41	41	350	million Baht	144	144	130	177	-	130	177	15	7			
	40	40	49	million Baht	20	20	837	812	-	837	812	256	289			
	36	36	40	million Baht	14	14	4	4	(4)	(4)	-	-	-			
	35	35	300	million Baht	105	105	-	-	-	-	-	-	-			
	30	30	11	million Baht	15	15	14	11	-	14	11	-	-			
	30	30	33	million Baht	10	10	4	4	-	4	4	-	-			
	27	27	184	million Baht	50	50	20	22	-	20	22	-	-			
26	26	10	million Baht	3	3	14	14	-	14	14	5	12				
25	25	61	million Baht	15	15	23	25	-	23	25	4	7				
25	25	10	million Baht	3	3	-	-	-	-	-	-	-				
NS BlueScope Lysaght (Thailand) Limited	20	20	600	million Baht	120	120	221	209	-	221	209	-	-			
NS BlueScope (Thailand) Limited	20	20	5,000	million Baht	640	640	1,533	1,516	-	1,533	1,516	312	220			
BlueScope Buildings (Thailand) Limited (ceased its operation during 2018)	20	20	360	million Baht	72	72	9	9	(9)	(9)	-	-	-			
Thai Fiber Optics Company Limited (ceased its operation during 2022)	-	40	-	100	million Baht	-	40	-	99	-	99	44	-			
					1,282	1,322	2,828	2,921	(13)	(13)	2,908	636	535			



# Notes to the Financial Statements

For the year ended 31 December 2023

Consolidated financial statements												
Ownership interest	Paid-up capital		Cost method		Equity method		Impairment		At equity - net		Dividend income for the year	
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
(in million Baht)												
Joint ventures												
L S Technology Solutions Co., Ltd. Loxley & AIT Holding Co., Ltd. CHL EV Co., Ltd. Car Convinie Co., Ltd. LBS Joint Venture LXBRN Joint Venture LPDPS Joint Venture*	50	50	10 million Baht	10 million Baht	5	5	-	-	-	-	-	-
	50	50	83 million Baht	200 million Baht	54	113	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-	-	-	-
Total				59	118	4	7	(13)	(13)	4	7	3
				1,341	1,440	2,832	2,928	(13)	(13)	2,819	2,915	639
												535

\* As at 31 December 2023 and 2022, the Group recorded share of loss from the joint venture by recognising allowance for impairment for trade accounts receivable and short-term loans to in the consolidated financial statements as the Group has an obligation to pay in accordance with the contract.

## For the year ended 31 December 2023

The above associates and joint ventures were incorporated in Thailand except DM-Loxley Co., Ltd. which was incorporated in Lao People's Democratic Republic.

## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2023

*Associates and joint ventures*

The following table summarises the financial information of the material associates and joint ventures as included in their own financial statements, adjusted for fair value adjustments at acquisition and differences in accounting policies. The table also reconciles the summarised financial information to the carrying amount of the Group's interest in these companies.

	BP-Castrol (Thailand) Limited		NS BlueScope (Thailand) Limited	
	2023	2022	2023	2022
	<i>(in million Baht)</i>			
Revenue	4,644	4,904	13,449	14,041
Total comprehensive income (100%)	<u>703</u>	<u>702</u>	<u>1,646</u>	<u>206</u>
Group's share of total comprehensive income	<u>281</u>	<u>281</u>	<u>329</u>	<u>38</u>
Current assets	2,300	2,297	4,125	4,946
Non-current assets	710	704	6,467	6,760
Current liabilities	(771)	(812)	(2,454)	(3,229)
Non-current liabilities	<u>(146)</u>	<u>(159)</u>	<u>(450)</u>	<u>(872)</u>
<b>Net assets (100%)</b>	<b><u>2,093</u></b>	<b><u>2,030</u></b>	<b><u>7,688</u></b>	<b><u>7,605</u></b>
Group's share of net assets	<u>837</u>	<u>812</u>	<u>1,533</u>	<u>1,516</u>
Group's interest in net assets of associates at 1 January	812	820	1,516	1,698
Total comprehensive income attributable to the Group	281	281	329	38
Dividends received during the year	<u>(256)</u>	<u>(289)</u>	<u>(312)</u>	<u>(220)</u>
<b>Group's interest in net assets of associates at 31 December</b>	<b><u>837</u></b>	<b><u>812</u></b>	<b><u>1,533</u></b>	<b><u>1,516</u></b>

*Immaterial associates and joint ventures*

The following is summarised financial information for the Group's interest in immaterial associates and joint ventures based on the amounts reported in the Group's consolidated financial statements:

	Immaterial Associates		Immaterial Joint ventures	
	2023	2022	2023	2022
	<i>(in million Baht)</i>			
Carrying amount of interests in immaterial associates and joint ventures	445	580	4	7
Group's share of profit (loss) of total comprehensive income	(19)	3	5	(11)

## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2023

## Investment in the 3-digit and 2-digit online lotteries project

Loxley GTECH Technology Co., Ltd., an associate of the Company, has entered into an agreement with the Government Lottery Office (GLO) of Thailand on 29 July 2005. However, the associate filed a complaint to the Administrative Court against GLO and on 27 May 2021, the Supreme Administrative Court judged GLO to pay total of Baht 1,654.6 million plus interest at the rate of 7.5% per annum of such principal amount from the lawsuit filing date until 10 April 2021 with interest of 3% per annum plus an additional payment of 2% per annum until the payment is settle, to be completed within 60 days. Later on, GLO and the associate has negotiated on the payment which reached an agreement that GLO will pay Baht 2,099.3 million and signed the compromise agreement on 23 July 2021, to repay principle amounting to Baht 1,654.6 million within August 2021 and interest amounting to Baht 444.7 million within the budget of fiscal year 2022. The interest payment will be divided into 4 equal installments, both parties entered into the compromise agreement and submitted it to the Administrative Court, the court issued notification letter to acknowledge the settlement according to the compromise agreement on 5 August 2021. In 2021, the associate has divided the said settlement balance to pay off the outstanding liabilities according to preferential rights and the debt proportion of each creditor. The Company will receive the repayment amounting to Baht 771 million. As at 31 December 2022, the Company received payment in full amount.

In 2023 and 2022, the associate has divided an additional settlement to each creditor which company will receive the repayment amounting to Baht 32 million and Baht 95 million, respectively. The Company recognised the said transaction as part of the reversal of impairment loss in the statements of income for the year ended 31 December 2023 and 2022.

Details of balance as at 31 December 2023 are as follows;

### Consolidated financial statements

	Investment	Trade and other receivables (note 7) (in million Baht)	Total
<b><i>Balance</i></b>			
At 1 January 2022	105	260	365
Decrease	-	(194)	(194)
<b>At 31 December 2022</b>	<b>105</b>	<b>66</b>	<b>171</b>
Decrease	-	(30)	(30)
<b>At 31 December 2023</b>	<b>105</b>	<b>36</b>	<b>141</b>
<b><i>Less equity loss</i></b>			
At 1 January 2022	105	143	248
Reversal	-	(92)	(92)
<b>At 31 December 2022</b>	<b>105</b>	<b>51</b>	<b>156</b>
Reversal	-	(30)	(30)
<b>At 31 December 2023</b>	<b>105</b>	<b>21</b>	<b>126</b>
<b><i>Less allowance for impairment</i></b>			
At 1 January 2022	-	15	15
<b>At 31 December 2022 and 1 January 2023</b>	<b>-</b>	<b>15</b>	<b>15</b>
<b>At 31 December 2023</b>	<b>-</b>	<b>15</b>	<b>15</b>
<b><i>Net book value</i></b>			
<b>At 31 December 2022</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>At 31 December 2023</b>	<b>-</b>	<b>-</b>	<b>-</b>

Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2023

Separate financial statements	Investment	Trade and other receivables (note 7) (in million Baht)	Total
<b>Balance</b>			
At 1 January 2022	105	260	365
Decrease	-	(194)	(194)
<b>At 31 December 2022</b>	<b>105</b>	<b>66</b>	<b>171</b>
Decrease	-	(30)	(30)
<b>At 31 December 2023</b>	<b>105</b>	<b>36</b>	<b>141</b>
<b>Less allowance for impairment</b>			
At 1 January 2022	105	158	263
Reversal	-	(92)	(92)
<b>At 31 December 2022</b>	<b>105</b>	<b>66</b>	<b>171</b>
Reversal	-	(30)	(30)
<b>At 31 December 2023</b>	<b>105</b>	<b>36</b>	<b>141</b>
<b>Net book value</b>			
At 31 December 2022	-	-	-
At 31 December 2023	-	-	-

## 11 Investments in subsidiaries

	Note	Separate financial statements 2023 (in million Baht)	2022
At 1 January		2,318	2,251
Addition	4	5	75
Write-off investment			
Write-off		(35)	-
Reversal of loss from impairment		35	-
Allowance for impairment		(40)	(8)
<b>At 31 December</b>		<b>2,283</b>	<b>2,318</b>

### Impairment testing

Management of the Company performed an impairment test of carrying amount of investment in subsidiaries. The recoverable amount was based on its value in use, determined by discounted future cash flows to be generated from the continuing operations of CGU according to the business plan and discount rate which is calculated by weighted average cost of capital. Assumptions were derived from the Company's management judgements, and were based on business plan taking into account past experience, as well as the future prediction that is believed to be reasonable in the present situation. Any change or clarification in information arises in the future might create effect to the estimated recoverable amount.



# Notes to the Financial Statements

For the year ended 31 December 2023

Investments in subsidiaries as at 31 December 2023 and 2022 and dividend income for years ended were as follows:

Separate financial statements												
Ownership interest	Paid-up capital		Cost method		Impairment		At cost - net		Dividend income for the year			
	2023	2022	2023	2022	2023	2022	2023	2022				
(%)												
Subsidiaries												
Loxbit Public	99	99	450 million Baht	450 million Baht	476	476	-	-	476	476	-	-
Company Limited												
Loxley Orbit Public	99	99	45 million Baht	45 million Baht	110	110	(100)	(60)	10	50	-	-
Company Limited												
Data Mining Co., Ltd.	99	99	20 million Baht	20 million Baht	20	20	-	-	20	20	-	-
Company Limited												
Loxley Joint and Hold Co., Ltd.	99	99	1,000 million Baht	1,000 million Baht	1,000	1,000	-	-	1,000	1,000	100	220
Company Limited												
Loxley Mobile	99	99	20 million Baht	20 million Baht	20	20	(20)	(20)	-	-	-	-
Company Limited												
L Food Solutions	99	99	10 million Baht	50 million Baht	50	50	(30)	(30)	20	20	-	-
Company Limited												
Loxley Business Innovation	99	99	10 million Baht	10 million Baht	10	10	-	-	10	10	3	3
Company Limited												
Loxley Power Systems Co., Ltd.	99	99	100 million Baht	100 million Baht	100	100	-	-	100	100	30	50
Company Limited												
L-Elevator and	99	99	3 million Baht	3 million Baht	3	3	-	-	3	3	2	-
Engineering Co., Ltd.												
Loxley Engineering Co., Ltd.	99	99	10 million Baht	10 million Baht	10	10	(8)	(8)	2	2	-	-
Company Limited												
Loxley System Integrator	99	99	40 million Baht	40 million Baht	48	48	-	-	48	48	60	-
Company Limited												
ASM Security Management	99	99	100 million Baht	100 million Baht	95	95	-	-	95	95	-	-
Company Limited												

# Notes to the Financial Statements

For the year ended 31 December 2023

Separate financial statements											
Ownership interest	Paid-up capital		Cost method		Impairment		At cost - net		Dividend income for the year		
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	
(%)							(in million Baht)				
Subsidiaries											
The Foodsource Co., Ltd.	99	99	30 million Baht	30 million Baht	30	30	-	-	30	30	-
LB EV Co., Ltd.	99	51	10 million Baht	10 million Baht	10	5	-	-	10	5	-
Loxley Property Development Co., Ltd.	93	93	350 million Baht	350 million Baht	355	355	-	-	355	355	9
Loxley Wireless Public Company Limited	85	85	275 million Baht	275 million Baht	255	255	(255)	(255)	-	-	-
Green Natural Products Co., Ltd.	85	85	4 million Baht	4 million Baht	16	16	-	-	16	16	10
Loxley Evolution Technology Co., Ltd.	80	80	50 million Baht	50 million Baht	31	31	-	-	31	31	-
L Solar 3 Co., Ltd.	74	74	10 million Baht	10 million Baht	7	7	-	-	7	7	-
Loxley Global Co., Ltd.	51	51	99 million Baht	99 million Baht	50	50	(50)	(50)	-	-	-
Lego 99 Co., Ltd.	50	50	15 million Baht	15 million Baht	8	8	(8)	(8)	-	-	-
Loxley Trading Company Limited	50	50	100 million Baht	100 million Baht	50	50	-	-	50	50	25
Societe Commercial Lao	50	50	4,135 million Kip	4,135 million Kip	15	15	(15)	(15)	-	-	-
Loxley Intertrade (Guangzhou) Co., Ltd. (Ceased its operation during 2022)	-	99	-	1.05 million USD	-	35	-	(35)	-	-	-
					2,769	2,799	(486)	(481)	2,283	2,318	239
											311

## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2023

Name of the entity	Type of Business	Ownership interest (%)		
		2023	2022	
<i>Indirect subsidiaries</i>				
NetONE Network Solution Co., Ltd.	Trading of computer, computer spare parts and equipment, of all types	99	99	
Thai Gateway Company Limited	Trading of telecommunication equipment	99	99	
Professional Computer Company Limited	Supply, maintenance and set up of work system, installation of computers and management of computerised center	99	99	
L Hardware & Services Co., Ltd.	Installation and repair of IT equipment, sale of computers and peripherals	99	99	
Loxley Simulation Technology Co., Ltd.	Import, export and distribution virtual learning services and system development	99	99	
ASM Professional Co., Ltd.	Recruitment and other related services	99	99	
ASM Training Co., Ltd.	Personnel development, Training, and other related services	99	99	
LWSN Company Limited	Service of telecommunication, information technology systems and submarine cable network	85	85	
Siamsamut Warin Co., Ltd.	Import, Wholesale, and distribution of food ingredients and food products	60	60	
Pailin Seaport Co., Ltd.	Distribution of food ingredients and food products	60	60	
Phetkasem Green Holding Co., Ltd.	Manufacturing, assembling and distributing steam generator, pressure tank, filter, and conveyor belt	50	50	

# Notes to the Financial Statements

For the year ended 31 December 2023

## 12 Non-controlling interests

The following table summarises the information relating to each of the Group's subsidiaries that has a material non-controlling interest:

	31 December 2023				
	Loxley Property Development Co., Ltd.	Loxley Trading Company Limited	Siamsamut Warin Co., Ltd.	Other individually immaterial subsidiaries	Total
	<i>(in million Baht)</i>				
Non-controlling interest percentage	7.05	49.99	40.00		
Current assets	149	597	94		
Non-current assets	775	296	24		
Current liabilities	(86)	(466)	(30)		
Non-current liabilities	(270)	(65)	(16)		
<b>Net assets</b>	<b>568</b>	<b>362</b>	<b>72</b>		
Carrying amount of non-controlling interest	40	181	29	19	269
Revenue	200	1,714	170		
Profit	41	2	(7)		
Other comprehensive income	(2)	-	-		
<b>Total comprehensive income</b>	<b>39</b>	<b>2</b>	<b>(7)</b>		
Profit allocated to non-controlling interest	3	1	(3)	-	1
Other comprehensive income allocated to non-controlling interest	-	-	-	-	-
Net increase (decrease) in cash and cash equivalents	(4)	23	(7)		

# Notes to the Financial Statements

For the year ended 31 December 2023

	31 December 2022					
	Loxley Property Development Co., Ltd.	Loxley Trading Company Limited	Siamsamut Warin Co., Ltd. <i>(in million Baht)</i>	Other individually immaterial subsidiaries	Total	
Non-controlling interest percentage	7.05	49.99	40.00			
Current assets	159	731	141			
Non-current assets	801	322	20			
Current liabilities	(104)	(562)	(82)			
Non-current liabilities	(313)	(81)	(10)			
<b>Net assets</b>	<b>543</b>	<b>410</b>	<b>69</b>			
Carrying amount of non-controlling interest	38	205	28	27		298
Revenue	374	3,242	161			
Profit	34	139	1			
Other comprehensive income	6	-	1			
<b>Total comprehensive income</b>	<b>40</b>	<b>139</b>	<b>2</b>			
Profit allocated to non-controlling interest	2	70	-	(5)		67
Other comprehensive income allocated to non-controlling interest	-	-	1	-		1
Net increase (decrease) in cash and cash equivalents	6	(11)	(9)			



Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2023

## 13 Investment properties

	<b>Consolidated financial statements</b>	
	2023	2022
	<i>(in million Baht)</i>	
At 1 January	479	478
Addition	3	-
Transfers in	1	2
Loss on fair value adjustments	(16)	(1)
<b>At 31 December</b>	<b>467</b>	<b>479</b>

	<b>Consolidated financial statements</b>	
	2023	2022
	<i>(in million Baht)</i>	
<b><i>Amounts recognised in profit or loss</i></b>		
Rental income	12	11
Loss on fair value adjustments	(7)	(1)
<b><i>Amounts recognised in other comprehensive income</i></b>		
Loss on fair value adjustments	(9)	-

Investment properties of the Group comprise of land with building held for a currently undetermined future use amounting to Baht 421 million (2022: Baht 421 million), right-of-use assets under sub-lease contract amounting to Baht 46 million (2022: Baht 58 million) and no commercial properties that are leased to third parties.

The fair value of investment properties was determined by independent professional valuers, at open market values on an existing use basis/discounted cash flow using risk-adjusted discount rates. The fair value of investment property has been categorised as a Level 3 fair value.

<b>Valuation technique</b>	<b>Significant unobservable inputs</b>	<b>Inter-relationship between key unobservable inputs and fair value measurement</b>
<b>Land held for a currently undetermined future use</b> <i>Market comparison technique;</i> the valuation model considers the characteristics of land, compared to market prices of similar properties. The market value of land was analysed considering the relevant factors including zoning, surrounding environment, transportation facilities, size, shape and land features, and current use of land.	<ul style="list-style-type: none"> <li>Land price of neighborhood areas</li> </ul>	The estimated fair value increase (decrease) if land price of neighborhood areas were higher (lower).

## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2023

Valuation technique	Significant unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurement
<b>Commercial properties</b> <i>Discounted cash flows;</i> The valuation model considers the present value of net cash flows to be generated from the property, taking into account expected rental growth rate, void periods, occupancy rate lease incentive costs such as rent-free periods and other costs not paid by tenants. The expected net cash flows are discounted using risk-adjusted discount rates. Among other factors, the discount rate estimation considers the quality of a building and its location (prime vs secondary), tenant credit quality and lease terms.	<ul style="list-style-type: none"> <li>Expected market rental growth 5% - 10% for 1-3 year period</li> <li>Occupancy rate 100%</li> <li>Discount rates 10% (2022: 9%)</li> </ul>	The estimated fair value increase (decrease) if: <ul style="list-style-type: none"> <li>Expected market rental growth were higher (lower);</li> <li>The occupancy rate were higher (lower); or</li> <li>The discount rate were lower (higher).</li> </ul>

## For the year ended 31 December 2023

## Consolidated financial statements

### *Accumulated depreciation and impairment losses*

# Notes to the Financial Statements

For the year ended 31 December 2023

	Consolidated financial statements (in million Baht)					Total
	Land	Buildings and improvements	Furniture, fixtures and office equipment	Tools, equipment and equipment held for lease	Vehicles	
<i>Net book value</i>						
At 31 December 2022	733	112	61	49	12	999
and 1 January 2023	739	112	58	74	12	1,008
At 31 December 2023						

## For the year ended 31 December 2023

Separate financial statements						
	Land	Buildings and improvements	Furniture, fixtures and office equipment	Tools, equipment and equipment held for lease (in million Baht)	Vehicles	Construction in progress
						Total
<b>Cost / revaluation</b>						
At 1 January 2022	513	459	186	115	35	-
Additions	-	2	6	6	-	16
Disposals/written-off	-	(1)	(45)	(4)	(2)	-
Transfers in (out)	-	1	-	-	-	(1)
<b>At 31 December 2022</b>						
At 1 January 2023	513	461	147	117	33	15
Additions	-	5	3	20	1	5
Disposals/written-off	-	(2)	(10)	(4)	(21)	-
Transfers in (out)	-	3	-	14	1	(17)
<b>At 31 December 2023</b>	513	467	140	147	14	3
<b>Accumulated depreciation and impairment losses</b>						
At 1 January 2022	-	417	161	88	30	-
Depreciation charge for the year	-	8	9	8	1	-
Disposals/written-off	-	(1)	(44)	(3)	(3)	-
<b>At 31 December 2022</b>						
At 1 January 2023	-	424	126	93	28	-
Depreciation charge for the year	-	9	8	10	1	-
Disposals/written-off	-	(2)	(9)	(4)	(20)	-
<b>At 31 December 2023</b>	-	431	125	99	9	-
<b>Net book value</b>						
At 31 December 2022	513	37	21	24	5	15
At 1 January 2023	513	36	15	48	5	3
At 31 December 2023						



## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2023

The fair value of land was determined by independent professional valuers, at open market values on an existing use basis. The fair value of land has been categorised as a Level 3 fair value.

Valuation technique	Significant unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurement
<p><i>Current replacement cost;</i> The valuation model considers the characteristics of land, compared to market prices of similar properties. The market value of land was analysed considering the relevant factors including zoning, surrounding environment, transportation facilities, size, shape and land features, and current use of land.</p>	<ul style="list-style-type: none"> <li>Land price of neighborhood areas</li> </ul>	<p>The estimated fair value increase (decrease) if land price of neighborhood areas were higher (lower).</p>

## 15 Leases

*As a lessee*

<i>At 31 December</i>	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
	<i>(in million Baht)</i>			
<b><i>Right-of-use assets</i></b>				
Land, buildings and improvements	81	72	122	171
Office equipment	6	11	-	-
Vehicles	65	64	20	25
<b>Total</b>	<b>152</b>	<b>147</b>	<b>142</b>	<b>196</b>

In 2023, additions to the right-of-use assets of the Group and the Company were Baht 70 million and Baht 6 million, respectively net with extension options and lease modifications (2022: Baht 59 million and Baht 23 million, respectively).

The Group/Company leases a number of assets for 1-7 years, with extension options at the end of lease term. The rental is payable monthly as specified in the contract.

### *Extension options*

The Group/Company has extension options on property leases exercisable up to one year before the end of the contract period. The Group/Company assesses at lease commencement date whether it is reasonably certain to exercise the extension options and will regularly reassess so.

Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2023

	Consolidated		Separate	
	financial statements		financial statements	
<i>For the year ended 31 December</i>	2023	2022	2023	2022
	<i>(in million Baht)</i>			
<i>Amounts recognised in profit or loss</i>				
Depreciation of right-of-use assets:				
- Land, buildings and improvements	25	23	48	49
- Office equipment	6	6	-	-
- Vehicles	34	29	12	11
Interest on lease liabilities	11	11	8	10
Expenses relating to short-term leases and leases of low-value assets	33	30	1	3

In 2023, total cash outflow for leases of the Group and the Company were Baht 142 million and Baht 69 million, respectively (2022: Baht 128 million and Baht 71 million, respectively).

## 16 Intangible assets

	Consolidated financial statements			Separate financial statements
	Software License and others	Goodwill	Total	Software License and others
	(in million Baht)			
<b>Cost</b>				
At 1 January 2022	250	99	349	116
Additions	6	-	6	3
Disposals/written-off	(2)	-	(2)	(2)
<b>At 31 December 2022 and 1 January 2023</b>	<b>254</b>	<b>99</b>	<b>353</b>	<b>117</b>
Additions	6	-	6	1
Disposals/written-off	(4)	-	(4)	(3)
<b>At 31 December 2023</b>	<b>256</b>	<b>99</b>	<b>355</b>	<b>115</b>
<b>Accumulated amortisation and impairment losses</b>				
At 1 January 2022	175	58	233	77
Amortisation charge for the year	16	-	16	7
Disposals/written-off	(1)	-	(1)	(1)
<b>At 31 December 2022 and 1 January 2023</b>	<b>190</b>	<b>58</b>	<b>248</b>	<b>83</b>
Amortisation charge for the year	16	-	16	7
Disposals/written-off	(4)	-	(4)	(3)
<b>At 31 December 2023</b>	<b>202</b>	<b>58</b>	<b>260</b>	<b>87</b>
<b>Net book value</b>				
<b>At 31 December 2022 and 1 January 2023</b>	<b>64</b>	<b>41</b>	<b>105</b>	<b>34</b>
<b>At 31 December 2023</b>	<b>54</b>	<b>41</b>	<b>95</b>	<b>28</b>

## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2023

## 17 Interest-bearing liabilities

		Consolidated financial statements		Separate financial statements	
<i>Year ended 31 December</i>	<i>Note</i>	2023	2022	2023	2022
		<i>(in million Baht)</i>			
<b><i>Current</i></b>					
Bank overdrafts					
unsecured		12	13	-	-
Short-term loans from financial institutions					
secured		26	34	-	-
unsecured		733	855	19	358
Short-term loans from related parties					
unsecured	5	1	1	-	-
Liabilities under trust receipts		377	503	311	421
Current portion of lease liabilities		91	86	61	58
Current portion of long-term loans from financial institutions					
secured		3	-	-	-
unsecured		128	118	80	70
Current portion of long-term loans under debt restructuring agreement and accrued interest expense					
secured		393	539	-	-
<b><i>Non-current</i></b>					
Long-term loans from related parties					
unsecured	5	80	80	-	-
Long-term loans from financial institutions					
secured		15	71	-	-
unsecured		626	682	550	630
Long-term debenture					
unsecured		300	300	300	300
Lease liabilities		102	136	91	148

### ***Bank overdrafts and short-term loans from financial institutions and related parties***

As at 31 December 2023, the above outstanding bank overdrafts bear interest at the floating rates ranging from 7.58% to 7.85% p.a. (2022: 5.95% to 6.15% p.a.).

As at 31 December 2023, the above short-term loans from financial institutions mostly are project finance, bear interest at the floating rates ranging from 3.80% to 5.60% p.a. (2022: 2.75% to 4.15% p.a.).

Under the terms of certain agreements of short-term loans from financial institutions, a subsidiary has transferred the right to a financial institution for receipt of trade accounts receivable under service contracts.

Under the terms of trust receipts, the Group/Company imported merchandise in trust for the banks. The Group/Company was obligated to maintain the goods or the proceeds from their sale or to hold them ready for repossession by the financial institution.

Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2023

## *Long-term loans from financial institutions*

As of 31 December 2023, long-term loans from financial institutions bear interest at the rates 1.99% to 6.10% p.a. (2022: 4.25% to 4.85% p.a.) and are repayable in installments up to December 2029. The Group/Company is subject to certain terms and conditions of the long-term loans from financial institutions, including the maintenance of certain financial ratios.

In April 2017, Loxley wireless was granted the approval from a financial institution to extend the repayment period of short-term loan amounting to Baht 1,023 million from repayment within April 2017 to April 2020 and in June 2018, the Loxley wireless was additionally granted the approval to extend the repayment period from repayment within April 2020 to within December 2023 according to the loan restructuring agreement with the financial institution. Consequently, the said receivable OTEP (note 8), which has been transferred the right according to the loan restructuring agreement with the financial institution, has defaulted payment start from May 2020. This makes the Loxley wireless being unable to repayment debt in amount and schedule as specified in the loan restructuring agreement. As a result, as at 31 December 2022, the financial institution has the right to call for repayment the long-term loan in full amount under the original loan agreement. The Group has classified the Loxley wireless's whole amount of such long-term loan as part of debt restructuring agreement and accrued interest expenses. And in December 2023, Loxley wireless was additionally granted the approval to extend the repayment period to within July 2024. As at December 2023, loans under debt restructuring agreement and accrued interest expenses remaining Baht 393 million (accrued interest expenses amounting to Baht 107 million) in the consolidated financial statements.

In December 2022, the Company withdraw an unsecured long-term loan with a financial institution amounting to Baht 700 million for the purpose of repaying the long-term debentures due. The long-term loan has a term of 7 years until 2029 and repayable every 6 months in June and December. As at 31 December 2023, loan with a financial institution remaining Baht 630 million and bear interest at the floating rates 6.10% p.a. (2022: 4.85% p.a.) Interest will be payable every month.

## *Long-term debenture*

In September 2022, the Company has issued debenture amounting to Baht 300 million (300,000 units with a face value of Baht 1,000 per unit) for the purpose of repayment of long-term loan from financial. Debenture has due in September 2025. The debenture bears interest at the rates 4.5% per annum. Interest will be payable every 6 months in March and September.

The Company has to comply with the conditions of the debenture including maintaining certain financial ratios.

## *Assets pledged as security for liabilities*

### *At 31 December*

Receivable under debt restructuring agreement\*  
Fixed deposits at financial institutions\*\*  
Trade accounts receivable\*\*\*  
Building and improvements\*\*\*\*

### **Total**

## **Consolidated financial statements**

2023                      2022  
(in million Baht)

358	508
45	38
26	34
4	4
<b>433</b>	<b>584</b>

\* A subsidiary has entered into an assignment of claim agreement under a compromise agreement to financial institutions.

## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2023

\*\* Fixed deposits at financial institutions are used as a collateral with financial institutions for loans and bank guarantees of subsidiaries.

\*\*\* A subsidiary has transferred the right to a financial institution for receipt of trade accounts receivable under service contracts.

\*\*\*\* A subsidiary has pledged on the building and improvements as a collateral for credit facilities from a financial institution.

The Group's credit facilities contain certain restriction on repayment of loan from related party, financial ratio, shareholding ratio of parent company, and others.

## 18 Trade accounts payable

		Consolidated financial statements		Separate financial statements	
	Note	2023	2022	2023	2022
			(in million Baht)		
Related parties	5	321	353	69	68
Other parties		1,390	1,936	639	727
<b>Total</b>		<b>1,711</b>	<b>2,289</b>	<b>708</b>	<b>795</b>

## 19 Other payables

		Consolidated financial statements		Separate financial statements	
	Note	2023	2022	2023	2022
			(in million Baht)		
Accrued cost and warranty cost		628	625	182	196
Accrued expenses		152	145	38	33
Revenue Department payable		57	49	13	11
Payables - other expenses	5	53	57	37	35
Promotion expense received in advance		40	51	-	-
Deposit		32	16	25	7
Others		124	69	7	6
<b>Total</b>		<b>1,086</b>	<b>1,012</b>	<b>302</b>	<b>288</b>
Current		1,076	996	302	288
Non-current		10	16	-	-
<b>Total</b>		<b>1,086</b>	<b>1,012</b>	<b>302</b>	<b>288</b>



Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2023

## 20 Provision for project loss

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2023	2022	2023	2022
	<i>(in million Baht)</i>			
At 1 January	216	265	213	248
Provisions made	-	178	-	178
Provisions used	(215)	(227)	(212)	(213)
<b>At 31 December</b>	<b>1</b>	<b>216</b>	<b>1</b>	<b>213</b>

As at 31 December 2022, provisions for project loss mostly occur from a project of Network Solutions Business Group with a state enterprise. The said loss is caused by a necessary change in construction plan, significant changes in main equipment of the project and installation of work in the operating area of some systems to allow work in connection with other utilities and building structures completely including the delay of the delivery of the construction area due to the problems of the construction of other contractors and COVID-19 outbreak which are external factors that cannot be controlled and affects the operation of the project resulting in increasing the project's operation costs and expenses. However, the Company has been approved the period extension and the Construction Supplies Acceptance Committee has approved to decrease penalty, with charge of 0% ended at 28 April 2023.

On 28 April 2023, the Company has tested the operation and other equipment. Including the commissioning test of the systems completed according to the activity requirements. The Company received the letter of Substantial Completion on 7 June 2023, effective since 28 April 2023 which was the contract due date. Subsequently, on 11 August 2023, the Company has received the Final Acceptance Certificate from the employer as specified in the contract. There are remaining obligations of warranty for 2 years and 5 years according to the circumstances from 28 April 2023.

## 21 Provisions for employee benefits

The Group and the Company operate a defined benefit plan based on the requirement of Thai Labour Protection Act B.E. 2541 (1998) to provide retirement benefits to employees based on pensionable remuneration and length of service. The defined benefit plans expose the Group/Company to actuarial risks, such as longevity risk, currency risk, interest rate risk and market (investment) risk.

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2023	2022	2023	2022
	<i>(in million Baht)</i>			
<b><i>Present value of the defined benefit obligations</i></b>				
At 1 January	701	726	294	327
<b><i>Include in profit or loss:</i></b>				
Current service cost	68	70	23	22
Interest on obligation	15	11	7	6
Loss on settlement	12	5	10	2
	<b>95</b>	<b>86</b>	<b>40</b>	<b>30</b>

## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2023

<i>Present value of the defined benefit obligations</i>	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2023	2022	2023	2022
	<i>(in million Baht)</i>			
<b><i>Included in other comprehensive income</i></b>				
Actuarial (gain) loss				
- Demographic assumptions	(7)	2	-	1
- Financial assumptions	(8)	(29)	-	(19)
- Experience adjustment	(6)	(35)	-	(28)
	<b>(21)</b>	<b>(62)</b>	<b>-</b>	<b>(46)</b>
<b>Others</b>				
Benefit paid	(56)	(49)	(32)	(15)
Provisions transferred from related parties	-	-	-	(2)
	<b>(56)</b>	<b>(49)</b>	<b>(32)</b>	<b>(17)</b>
<b>At 31 December</b>	<b>719</b>	<b>701</b>	<b>302</b>	<b>294</b>
Current	77	33	37	5
Non-current	642	668	265	289
<b>Total</b>	<b>719</b>	<b>701</b>	<b>302</b>	<b>294</b>

<b><i>Principal actuarial assumptions</i></b>	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2023	2022	2023	2022
Discount rate (%)	1.18 - 2.94	1.18 - 2.94	2.34	2.34
Future salary growth (%)	2 - 6	3 - 6	5	5
Retirement age (Year)	60	60	60	60
Employee turnover (%)	0 - 50	0 - 50	0 - 19	0 - 19

Assumptions regarding future mortality have been based on published statistics and mortality tables.

At 31 December 2023, the weighted-average duration of the defined benefit obligation for Group was 14 - 26 years (2022: 14 - 26 years) and for the Company was 19 years (2022: 19 years).

## ***Sensitivity analysis***

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

<b><i>Effect to the defined benefit obligation At 31 December</i></b>	<b>Consolidated financial statements</b>			
	increase in assumption		decrease in assumption	
	2023	2022	2023	2022
	<i>(in million Baht)</i>			
Discount rate (1% movement)	(50)	(51)	56	58
Future salary growth (1% movement)	61	56	(54)	(50)
Life expectancy (1 year movement)	3	3	(3)	(3)
Employee turnover (1% movement)	(52)	(53)	11	12

Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2023

<i>Effect to the defined benefit obligation At 31 December</i>	<b>Separate financial statements</b>			
	increase in assumption		decrease in assumption	
	2023	2022	2023	2022
	<i>(in million Baht)</i>			
Discount rate (1% movement)	(20)	(20)	22	22
Future salary growth (1% movement)	24	22	(22)	(20)
Life expectancy (1 year movement)	1	1	(1)	(1)
Employee turnover (1% movement)	(21)	(21)	3	3

## 22 Share capital

	Par value per share <i>(in Baht)</i>	2023		2022	
		Number	Amount <i>(million shares / million Baht)</i>	Number	Amount
<b>Authorised share capital</b>					
<b>At 31 December</b>	<b>1</b>	<b><u>2,331.25</u></b>	<b><u>2,331.25</u></b>	<b><u>2,331.25</u></b>	<b><u>2,331.25</u></b>
<b>Issued and paid up</b>					
At 1 January					
- Ordinary shares	1	<u>2,264.95</u>	<u>2,264.95</u>	<u>2,264.95</u>	<u>2,264.95</u>
<b>At 31 December</b>					
<b>- Ordinary shares</b>	<b>1</b>	<b><u>2,264.95</u></b>	<b><u>2,264.95</u></b>	<b><u>2,264.95</u></b>	<b><u>2,264.95</u></b>

### *Share premium*

Section 51 of the Public Companies Act B.E. 2535 requires companies to set aside share subscription monies received in excess of the par value of the shares issued to a reserve account ("share premium"). Share premium is not available for dividend distribution.

## 23 Legal reserves and others

Reserves comprise:

### *Appropriations of profit and/or retained earnings*

#### **Legal reserve**

Section 116 of the Public Limited Companies Act B.E. 2535 (1992) requires that a company shall allocate not less than 5% of its annual net profit, less any accumulated losses brought forward, if any, to a reserve account ("legal reserve"), until this account reaches an amount not less than 10% of the registered authorised capital. The legal reserve is not available for dividend distribution.

#### *Other surpluses*

#### **Change in percentage of holding in subsidiaries**

Change in percentage of holding in subsidiaries within equity comprises of effect from dilution of percentage of holding of the Company in subsidiaries and difference from changes in parent's ownership interest in subsidiaries that do not result in a loss of control.

## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2023

***Other components of equity*****Translation reserve**

The translation reserves comprise all foreign currency differences arising from the translation of the financial statements of foreign operations.

**Fair value reserve**

The fair value reserve comprise:

- the cumulative net change in the fair value of equity securities designated at FVOCI;
- the cumulative net change in fair value of debt securities at FVOCI until the assets are derecognised or reclassified. This amount is adjusted by the amount of loss allowance.

**Revaluation reserve**

The revaluation reserve comprises the cumulative net change in the valuation of assets included in the financial statements at valuation until such assets is sold or otherwise disposed of.

**Movements in reserves**

Movements in reserves are shown in the statements of changes in equity.

## 24 Segment information and disaggregation of revenue

The Group has six reportable segments, as described below, which are the Group's strategic divisions. The strategic divisions offer different products and services, and are managed separately because they require different technology and marketing strategies. The following summary describes the operations in each of the Group's reportable segments.

Segment 1	Information Technology Business Group
Segment 2	Services Business Group
Segment 3	Energy Business Group
Segment 4	Network Solutions Business Group
Segment 5	Trading Business Group
Segment 6	Special project and other businesses

None of other segments meets the quantitative thresholds for determining reportable segments in 2023 or 2022.

Each segment's performance is measured based on segment profit before finance costs and income tax expense, as included in the internal management reports that are reviewed by the Group's CODM. Segment profit before finance costs and income tax expense is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries. Inter-segment pricing is determined on an arm's length basis.

# Notes to the Financial Statements

For the year ended 31 December 2023

<i>For the year ended 31 December</i>	Consolidated financial statements (in million baht)						Total reportable segments 2023	Total reportable segments 2022
	Information Technology Business Group 2023	Services Business Group 2023	Energy Business Group 2023	Network Solutions Business Group 2023	Trading Business Group 2023	Special project and other businesses 2023		
<i>Information about reportable segments</i>								
External revenue	2,619	1,445	899	2,332	4,755	603	11,175	12,589
Inter-segment revenue	28	179	7	261	76	24	554	631
<b>Total revenue</b>	<b>2,647</b>	<b>1,624</b>	<b>906</b>	<b>2,593</b>	<b>4,831</b>	<b>627</b>	<b>11,729</b>	<b>13,220</b>
<i>Disaggregation of revenue Major products/service lines</i>								
Consumer and chemical products	-	-	-	-	4,718	-	3,258	4,718
Technology equipment and others	883	-	-	294	-	141	1,318	1,366
Project works	282	-	895	1,715	-	245	3,137	3,320
Security services	-	1,310	-	-	-	-	1,310	1,067
Maintenance and other services	1,412	117	3	307	-	159	1,998	1,945
Other services	42	18	1	16	37	58	154	173
<b>Total revenue</b>	<b>2,619</b>	<b>1,445</b>	<b>899</b>	<b>2,332</b>	<b>4,755</b>	<b>603</b>	<b>11,175</b>	<b>12,589</b>
<i>Timing of revenue recognition</i>								
At a point in time	931	17	1	337	4,740	198	4,747	6,250
Over time	1,688	1,428	898	1,995	15	405	6,428	6,339
<b>Total revenue</b>	<b>2,619</b>	<b>1,445</b>	<b>899</b>	<b>2,332</b>	<b>4,755</b>	<b>603</b>	<b>11,175</b>	<b>12,589</b>
Segment profit (loss) before finance costs and income tax expense	35	99	31	63	258	14	248	359
Segment assets	2,674	1,492	707	1,676	1,924	898	9,152	9,816



## For the year ended 31 December 2023

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Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2023

<i>For the year ended 31 December</i>	<b>Separate financial statements</b>	
	2023	2022
	<i>(in million Baht)</i>	
<b>Disaggregation of revenue</b>		
<b>Major products/service lines</b>		
Consumer and chemical products	1,307	1,345
Technology equipment and others	200	107
Project works	1,698	1,934
Dividend income	621	551
Other services	347	365
<b>Total revenue</b>	<b>4,173</b>	<b>4,302</b>
<b>Timing of revenue recognition</b>		
At a point in time	2,189	2,067
Over time	1,984	2,235
<b>Total revenue</b>	<b>4,173</b>	<b>4,302</b>

**(a) Reconciliation of reportable segment revenue, profit or loss, assets and liabilities and other material items**

	<b>Consolidated financial statements</b>			
	<b>Revenues</b>		<b>Profit before finance cost and income tax expense</b>	
	2023	2022	2023	2022
	<i>(in million Baht)</i>			
Reportable segments	11,729	13,220	248	359
Eliminate of inter-segment profits	(554)	(631)	(22)	(88)
Unallocated amounts:				
- Gain (loss) on fair value adjustment	-	-	(1)	3
- Other income	61	50	61	50
- Other operating expenses	-	-	(351)	(341)
- Reversal of impairment loss determined in accordance with TFRS9	-	-	34	92
- Share of profit of associates and joint ventures, net	-	-	596	311
<b>Total</b>	<b>11,236</b>	<b>12,639</b>	<b>565</b>	<b>386</b>
			2023	2022
			<i>(in million Baht)</i>	
<b>Assets</b>				
Total assets for reportable segments			9,152	9,816
Investments in associates and joint ventures			2,819	2,915
Unallocated amounts			1,599	1,619
<b>Consolidated total assets</b>			<b>13,570</b>	<b>14,350</b>
<b>Unallocated total liabilities</b>			<b>7,222</b>	<b>8,341</b>

## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2023

**(b) Geographical segments**

The Group is managed and operates principally in Thailand. There are no material revenues derived from, or assets located in foreign countries.

**(c) Major customer**

Revenues from government agencies and state enterprises of all the Group's segments represents approximately Baht 4,404 million (2022: Baht 5,317 million) of the Group's total revenues.

**(d) Contract Balances**

<b>Contract Assets</b>	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2023	2022 (in million Baht)	2023	2022
Service contract	<u>1,339</u>	<u>1,462</u>	<u>562</u>	<u>707</u>
<b>Material movement Year ended 31 December</b>				
Transfer to trade accounts receivables	1,290	1,499	508	589

The contract assets primarily relate to the Group's/Company's rights to consideration for work completed but not billed at the reporting date. The Group's and the Company's contract asset amounted to Baht 44 million and Baht 31 million, respectively, are expected to be recognized as revenue when the products are delivered after 12 months from the reporting date (2022: Baht 29 million and Baht 25 million, respectively).

<b>Contract Liabilities</b>	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2023	2022 (in million Baht)	2023	2022
Advance consideration received from customers	<u>601</u>	<u>482</u>	<u>71</u>	<u>94</u>

The contract liabilities primarily relate to the advance consideration received from customers. The Group/Company recognises such contract liabilities as revenue when transferring control of the goods to the customers and consideration allocated to unsatisfied service-type warranty, for which revenue is recognised on a straight-line basis over the term of the service-type warranty.

The Group's and the Company's contract liabilities at 31 December 2023 amounted of Baht 323 million and Baht 87 million, respectively, and have been recognized as revenue in 2023 (2022: Baht 577 million and Baht 142 million, respectively).

**(e) Revenue expected to be recognised in the future related to performance obligations that are unsatisfied**

As at 31 December 2023, the Group and the Company have revenue expected to be recognised in the future related to project and service performance obligations that are unsatisfied amounting to Baht 7,213 million and Baht 1,597 million, respectively, which expected to be recognised in 2024 to 2029.

As at 31 December 2022, the Group and the Company have revenue expected to be recognised in the future related to project and service performance obligations that are unsatisfied amounting to Baht 7,839 million and Baht 3,162 million, respectively, which expected to be recognised in 2023 to 2028.

## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2023

## 25 Employee benefit expenses

		Consolidated financial statements		Separate financial statements	
	Note	2023	2022	2023	2022
		<i>(in million Baht)</i>			
Salaries, wages, overtimes and bonus		2,378	2,060	407	385
Employees' long-term benefits	21	95	86	40	30
Welfare		65	63	16	12
Contribution to defined benefit plans		44	43	14	13
Social security		45	27	5	3
Others		138	122	32	36
<b>Total</b>		<b>2,765</b>	<b>2,401</b>	<b>514</b>	<b>479</b>

In 2005, the Company established a new contributory funded provident fund covering substantially all employees. This fund was registered with the Ministry of Finance under the Provident Fund Act B.E. 2530. Membership is voluntary upon attaining permanent status. Under the regulations of the fund, members are required to make monthly contributions to the fund at 5 - 15% of the members' basic salaries and the Company is required to make monthly contributions to the fund at 5% of the members' basic salaries.

## 26 Expenses by nature

		Consolidated financial statements		Separate financial statements	
	Note	2023	2022	2023	2022
		<i>(in million Baht)</i>			
Purchase goods, project work, and services		7,329	9,302	2,922	3,076
Employee benefits expense	25	2,765	2,401	514	479
Changes in inventory		244	(63)	106	125
Depreciation and amortisation expenses		149	147	96	93
Promotion expenses		90	120	36	35
Utilities		81	73	22	17
Entertainment		74	70	33	34
Office expenses		63	62	36	34
Travelling expenses		59	57	15	15
Transportation expense		47	46	27	30
Professional and consultant fee		40	35	13	16
Office, equipment and vehicle rental		33	30	1	3
Allowance for decline in value of inventories, investments, and written-off assets		33	22	44	95
Project loss	20	-	178	-	178
Others		232	210	63	48
<b>Total cost of sales of goods and rendering of services, distribution costs and administrative expenses</b>		<b>11,239</b>	<b>12,690</b>	<b>3,928</b>	<b>4,278</b>

## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2023

## 27 Income tax expense

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
	(in million Baht)			
<b><i>Income tax recognised in profit and loss</i></b>				
Current tax expense	65	82	-	-
Deferred tax expense	(9)	7	-	1
<b>Total</b>	<b>56</b>	<b>89</b>	<b>-</b>	<b>1</b>
<b><i>Income tax recognised in other comprehensive income</i></b>				
<b>Tax benefit</b>				
Revaluation of land	1	1	-	-
Revaluation of Investment properties	3	-	-	-
<b>Total</b>	<b>4</b>	<b>1</b>	<b>-</b>	<b>-</b>
<b><i>Reconciliation of effective tax rate</i></b>				
	Consolidated financial statements			
	2023	2022		
	Rate (%)	(in million Baht)	Rate (%)	(in million Baht)
Profit before income tax expense		416		243
Income tax using the Thai corporation tax rate	20	83	20	49
Tax effect of income and expenses that are not taxable income or not deductible in determining taxable profit, net and others		(27)		40
<b>Total</b>	<b>14</b>	<b>56</b>	<b>37</b>	<b>89</b>
	Separate financial statements			
	2023	2022		
	Rate (%)	(in million Baht)	Rate (%)	(in million Baht)
Profit before income tax expense		181		21
Income tax using the Thai corporation tax rate	20	36	20	4
Tax effect of income and expenses that are not taxable income or not deductible in determining taxable profit, net and others		(36)		(3)
<b>Total</b>	<b>-</b>	<b>-</b>	<b>5</b>	<b>1</b>

Deferred tax liabilities are included in statements of financial position as at 31 December are as follows:

	Consolidated financial statements (Charged) / Credited to			
	At 1 January	Retained earnings	Other comprehensive income (in million Baht)	Profit or loss
				At 31 December
<b><i>Deferred tax</i></b>				
<b><i>Deferred tax assets</i></b>				
Provisions	4	-	-	(1)
<b>Total</b>	<b>4</b>	<b>-</b>	<b>-</b>	<b>(1)</b>



## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2023

	At 1 January	Consolidated financial statements (Charged) / Credited to			At 31 December
		Retained earnings	Other comprehensive income (in million Baht)	Profit or loss	
<b>Deferred tax</b>					
<b>2023</b>					
<b>Deferred tax liabilities</b>					
Land					
Change in Fair value	127	-	1	-	128
Investment properties					
Change in Fair value/Disposal	30	-	3	-	33
Financial assets measured at FVOCI					
Change in Fair value	58	-	-	(10)	48
<b>Total</b>	<b>215</b>	<b>-</b>	<b>4</b>	<b>(10)</b>	<b>209</b>
<b>Net</b>	<b>211</b>	<b>-</b>	<b>4</b>	<b>(9)</b>	<b>206</b>
<b>2022</b>					
<b>Deferred tax assets</b>					
Provisions	-	-	-	4	4
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>4</b>	<b>4</b>
<b>Deferred tax liabilities</b>					
Land					
Change in Fair value	126	-	1	-	127
Investment properties					
Change in Fair value/Disposal	28	-	-	2	30
Financial assets measured at FVOCI					
Change in Fair value	49	-	-	9	58
<b>Total</b>	<b>203</b>	<b>-</b>	<b>1</b>	<b>11</b>	<b>215</b>
<b>Net</b>	<b>203</b>	<b>-</b>	<b>1</b>	<b>7</b>	<b>211</b>
	At 1 January	Separate financial statements (Charged) / Credited to			At 31 December
		Retained earnings	Other comprehensive income (in million Baht)	Profit or loss	
<b>Deferred tax</b>					
<b>2023</b>					
<b>Deferred tax liabilities</b>					
Land					
Change in Fair value	88	-	-	-	88
Financial assets measured at FVOCI					
Change in Fair value	11	-	-	-	11
<b>Total</b>	<b>99</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>99</b>
<b>2022</b>					
<b>Deferred tax liabilities</b>					
Land					
Change in Fair value	88	-	-	-	88
Financial assets measured at FVOCI					
Change in Fair value	10	-	-	1	11
<b>Total</b>	<b>98</b>	<b>-</b>	<b>-</b>	<b>1</b>	<b>99</b>

## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2023

Deferred tax assets arising from temporary differences not recognised in the financial statements are as follows:

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
	<i>(in million Baht)</i>			
Deductible temporary differences				
- Provisions	548	595	311	371
- Others	2	2	2	2
Loss carry forward	641	598	663	620
<b>Total</b>	<b>1,191</b>	<b>1,195</b>	<b>976</b>	<b>993</b>

The tax losses expire in 2023 - 2027. The deductible temporary differences do not expire under current tax legislation. The Company and some of subsidiary has not recognised these items as deferred tax assets because a part of the Company and some of subsidiary's income is dividend income which is income tax exempted it is not probable that the Company and some of subsidiary will have sufficient future taxable profit to utilise the benefits therefrom.

## 28 Basic earnings per share

Profit of basic earnings per share for the years ended 31 December 2023 and 2022 were based on the profit for the years attributable to ordinary shareholders of the Company and the weighted average number of ordinary shares outstanding during the years as follows:

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
	<i>(in million Baht / million shares)</i>			
<b>Profit for the year attributable to ordinary shareholders of the Company (basic)</b>	<b>359.11</b>	<b>87.55</b>	<b>181.66</b>	<b>20.15</b>
<b>Number of ordinary shares outstanding</b>	<b>2,264.95</b>	<b>2,264.95</b>	<b>2,264.95</b>	<b>2,264.95</b>
<b>Earnings per share (basic) (in Baht)</b>	<b>0.16</b>	<b>0.04</b>	<b>0.08</b>	<b>0.01</b>

## 29 Dividends

At the Annual General Meeting of Shareholders of the Company held on 22 April 2022, the shareholders approved the appropriation of profit as a dividend at the rate of Baht 0.07 per share, totalling Baht 158 million.

## 30 Financial instruments

### (a) Carrying amounts and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, but does not include fair value information for financial assets and financial liabilities measured at amortised cost if the carrying amount is a reasonable approximation of fair value.

# Notes to the Financial Statements

For the year ended 31 December 2023

At 31 December 2023	Note	Carrying amount			Consolidated financial statements				Fair value
		Financial instruments measured at FVTPL	Financial instruments measured at FVOCI	Financial instruments measured at amortised cost - net	Total (in million Baht)	Level 1	Level 2	Level 3	
<b>Financial assets</b>									
Other financial assets:									
Fixed deposits at financial institutions									
- Assets pledged as security for liabilities	17	-	-	45	45				
- Assets not pledged as security for liabilities		-	-	30	30				
Marketable securities									
- Investment in debt instruments		406	25	-	431	-	431	-	431
- Investment in equity instruments		-	69	-	69	69	-	-	69
Non-marketable securities									
- Investment in debt instruments		-	-	37	37	-	37	-	37
- Investment in equity instruments		336	-	-	336	-	-	336	336
<b>Total other financial assets</b>		<b>742</b>	<b>94</b>	<b>112</b>	<b>948</b>				
<b>Financial liabilities</b>									
Other financial liabilities:									
Derivatives liabilities		(2)	-	-	(2)	-	(2)	-	(2)

# Notes to the Financial Statements

For the year ended 31 December 2023

Consolidated financial statements									
	Note	Carrying amount			Fair value				
		Financial instruments measured at FVTPL	Financial instruments measured at FVOCI	Financial instruments measured at amortised cost - net	Total	Level 1	Level 2	Level 3	Total
		(in million Baht)							
<b>At 31 December 2022</b>									
<b>Financial assets</b>									
Other financial assets:									
Fixed deposits at financial institutions									
- Assets pledged as security for liabilities	17	-	-	38	38				
- Assets not pledged as security for liabilities		-	-	29	29				
Marketable securities									
- Investment in debt instruments		486	25	-	511	-	511	-	511
- Investment in equity instruments		-	81	-	81	81	-	-	81
Non-marketable securities									
- Investment in debt instruments		-	-	33	33	-	33	-	33
- Investment in equity instruments		350	-	-	350	-	-	350	350
<b>Total other financial assets</b>		<b>836</b>	<b>106</b>	<b>100</b>	<b>1,042</b>				
<b>Financial liabilities</b>									
Other financial liabilities:									
Derivatives liabilities		(7)	-	-	(7)	-	(7)	-	(7)

# Notes to the Financial Statements

For the year ended 31 December 2023

	Carrying amount			Separate financial statements			Fair value
	Financial instruments measured at FVTPL	Financial instruments measured at FVOCI	Financial instruments measured at amortised cost - net	Total (in million Baht)	Level 1	Level 2	Total
<b>At 31 December 2023</b>							
<b>Financial assets</b>							
Other financial assets:							
Marketable securities							
- Investment in debt instruments	3	-	-	3	-	3	3
- Investment in equity instruments	-	69	-	69	69	-	69
Non-marketable securities							
- Investment in equity instruments	64	-	-	64	-	-	64
<b>Total other financial assets</b>	<b>67</b>	<b>69</b>	<b>-</b>	<b>136</b>			
<b>Financial liabilities</b>							
Other financial liabilities:							
Derivatives liabilities	(2)	-	-	(2)	-	(2)	(2)



# Notes to the Financial Statements

For the year ended 31 December 2023

## At 31 December 2022

### Other financial assets:

#### Marketable securities

- Investment in debt instruments
- Investment in equity instruments
- Non-marketable securities
- Investment in equity instruments

#### Total other financial assets

### Separate financial statements

#### Carrying amount

Financial instruments measured at FVTPL	Financial instruments measured at FVOCI	Financial instruments measured at amortised cost - net
---	---	--

#### Fair value

Total	Level 1	Level 2	Level 3	Total
<i>(in million Baht)</i>				

3	-	-	-	3
-	81	-	-	81
65	-	-	65	65
<b>68</b>	<b>81</b>	<b>81</b>	<b>65</b>	<b>149</b>

### Financial liabilities

#### Other financial liabilities:

- Derivatives liabilities

(7)	-	(7)	-	(7)
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Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2023

## Financial instruments measured at fair value

Type	Valuation technique
Forward exchange contracts	<i>Forward pricing:</i> The fair value is determined using quoted forward exchange rates at the reporting date and present value calculations based on high credit quality yield curves in the respective currencies.
Investments in marketable unit trusts classified as financial assets measured at fair value	The net asset value as of the reporting date.
Non-marketability of the equity securities	The net asset value as of the reporting date (using financial information of investees as unobservable inputs).

## (b) Movement of debt and equity securities

### (b.1) Marketable debt and equity securities

	Consolidated financial statements				
	At 1 January	Purchase	Disposal (in million Baht)	Fair value adjustment	At 31 December
<b>2023</b>					
<b>Current financial assets</b>					
Debt securities measured at					
- FVTPL	486	15	(98)	3	406
<b>Non-current financial assets</b>					
Debt securities measured at					
- FVOCI	25	-	-	-	25
Equity securities measured at					
- FVOCI	81	-	-	(12)	69
<b>2022</b>					
<b>Current financial assets</b>					
Debt securities measured at					
- FVTPL	455	66	(36)	1	486
<b>Non-current financial assets</b>					
Debt securities measured at					
- FVOCI	25	-	-	-	25
Equity securities measured at					
- FVOCI	100	-	-	(19)	81

## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2023

	Separate financial statements				
	At 1 January	Purchase	Disposal (in million Baht)	Fair value adjustment	At 31 December
<b>2023</b>					
<b>Current financial assets</b>					
Debt securities measured at					
- FVTPL	3	-	-	-	3
<b>Non-current financial assets</b>					
Equity securities measured at					
- FVOCI	81	-	-	(12)	69
<b>2022</b>					
<b>Current financial assets</b>					
Debt securities measured at					
- FVTPL	3	-	-	-	3
<b>Non-current financial assets</b>					
Equity securities measured at					
- FVOCI	100	-	-	(19)	81

**(b.2) Non-marketable debt and equity securities**

Consolidated financial statements							
	Note	At 1 January	Purchase	Disposal (in million Baht)	Fair value adjustment	Transfer in Impairment	At 31 December
<b>2023</b>							
<b>Non-current financial assets</b>							
Debt securities measured at							
- Amortised cost - net		33	37	(33)	-	-	37
Equity securities measured at							
- FVTPL	10	350	90	-	(50)	(54)	336
<b>2022</b>							
<b>Non-current financial assets</b>							
Debt securities measured at							
- Amortised cost - net		43	12	(22)	-	-	33
Equity securities measured at							
- FVTPL		299	1	-	50	-	350

Separate financial statements							
	Note	At 1 January	Purchase	Disposal (in million Baht)	Fair value adjustment	Transfer in Impairment	At 31 December
<b>2023</b>							
<b>Non-current financial assets</b>							
Equity securities measured at							
- FVTPL	10	65	54	-	(1)	(54)	64
<b>2022</b>							
<b>Non-current financial assets</b>							
Equity securities measured at							
- FVTPL		61	1	-	3	-	65

# Notes to the Financial Statements

For the year ended 31 December 2023

## (c) *Financial risk management policies*

### *Risk management framework*

The Group/Company board of directors has overall responsibility for the establishment and oversight of the Group/Company risk management framework. The board of directors has established the risk management committee, which is responsible for developing and monitoring the Group/Company risk management policies. The committee reports regularly to the board of directors on its activities.

The Group/Company risk management policies are established to identify and analyse the risks faced by the Group/Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group/Company activities. The Group/Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Group/Company audit committee oversees how management monitors compliance with the Group's/ Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group/Company. The Group/Company audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

### (c.1) *Credit risk*

Credit risk is the risk of financial loss to the Group/Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's/Company's receivables from customers and investments in debt securities.

#### (c.1.1) Trade and other receivables, Lease receivables and Contract assets

The Group's/Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry and country in which customers operate. Detail of concentration of revenue are included in note 24(b) and 24(c).

The management has established a credit policy under which each new customer is analysed individually for creditworthiness before the Group's/Company's commercial terms and conditions are offered. The Group's/Company's review includes external ratings, if they are available, financial statements, credit agency information, industry information and in some cases bank references. Sale limits are established for each customer and reviewed quarterly. Any sales exceeding those limits require approval from management committee.

Allowance for expected credit loss for trade and other receivables are given in note 7.

#### (c.1.2) Receivable under debt restructuring agreement and loans to related and other parties

The following table presents the exposure to credit risk for receivable under debt restructuring agreement and loans to related and other parties at amortised cost. It indicates whether assets measured at amortised cost were subject to a 12-month ECL or lifetime ECL allowance and, in the latter case, whether they were credit-impaired.

## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2023

At 31 December	Note	Consolidated financial statements		Separate financial statements	
		2023	2022	2023	2022
		(in million Baht)			
Receivable under debt restructuring agreement	8	423	588	1	1
Loans to related parties	5	193	193	95	96
Loans to other parties		15	20	-	4
		<b>631</b>	<b>801</b>	<b>96</b>	<b>101</b>
Less allowance for expected credit loss	5	(211)	(230)	(21)	(25)
<b>Net</b>		<b>420</b>	<b>571</b>	<b>75</b>	<b>76</b>

(c.1.3) Investment in debt instruments, cash and cash equivalent, and derivative

The Group's/Company's exposure to credit risk arising from investment in liquid debt securities, cash and cash equivalents and derivative are limited because the counterparties are banks and financial institutions which the Group/Company considers to have low credit risk.

## (c.2) Liquidity risk

The Group/Company monitors its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's/Company's operations and to mitigate the effects of fluctuations in cash flows.

The following table shows the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted and include contractual interest payments and exclude the impact of netting agreements.

At 31 December	Note	Consolidated financial statements				Total
		Carrying amount	1 year or less	More than 1 year but less than 5 years	More than 5 years	
				(in million Baht)		
<b>2023</b>						
<b>Non-derivative financial liabilities</b>						
Bank overdrafts		12	12	-	-	12
Trade accounts payable		1,711	1,711	-	-	1,711
Payables - other expenses	19	53	53	-	-	53
Lease liabilities		193	99	90	29	218
Loans from financial institutions		1,908	1,318	552	203	2,073
Loans under debt restructuring agreement and accrued interest expense		393	403	-	-	403
Loans from related parties		81	5	87	-	92
Debentures		300	14	310	-	324
		<b>4,651</b>	<b>3,615</b>	<b>1,039</b>	<b>232</b>	<b>4,886</b>



Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2023

## Consolidated financial statements

### Contractual cash flows

<i>At 31 December</i>	<i>Note</i>	Carrying amount	1 year or less	More than 1 year but less than 5 years <i>(in million Baht)</i>	More than 5 years	Total
<b>2022</b>						
<b>Non-derivative financial liabilities</b>						
Bank overdrafts		13	13	-	-	13
Trade accounts payable		2,289	2,289	-	-	2,289
Payables - other expenses	19	57	57	-	-	57
Lease liabilities		222	95	126	26	247
Loans from financial institutions		2,263	1,552	544	318	2,414
Loans under debt restructuring agreement and						
Accrued interest expense		539	559	-	-	559
Loans from related parties		81	5	95	-	100
Debentures		300	-	337	-	337
		<u>5,764</u>	<u>4,570</u>	<u>1,102</u>	<u>344</u>	<u>6,016</u>

## Separate financial statements

### Contractual cash flows

<i>At 31 December</i>	<i>Note</i>	Carrying amount	1 year or less	More than 1 year but less than 5 years <i>(in million Baht)</i>	More than 5 years	Total
<b>2023</b>						
<b>Non-derivative financial liabilities</b>						
Trade accounts payable		708	708	-	-	708
Payables - other expenses	19	37	37	-	-	37
Lease liabilities		152	66	95	-	161
Loans from financial institutions		960	450	458	200	1,108
Debentures		300	14	310	-	324
		<u>2,157</u>	<u>1,275</u>	<u>863</u>	<u>200</u>	<u>2,338</u>

## 2022

### Non-derivative financial liabilities

Trade accounts payable		795	795	-	-	795
Payables - other expenses	19	35	35	-	-	35
Lease liabilities		206	66	156	-	222
Loans from financial institutions		1,479	882	406	318	1,606
Debentures		300	-	337	-	337
		<u>2,815</u>	<u>1,778</u>	<u>899</u>	<u>318</u>	<u>2,995</u>

## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2023

## (c.3) Market risk

The Group/Company is exposed to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk is as follows:

### (c.3.1) Foreign currency risk

The Group/Company is exposed to foreign currency risk relating to purchases and sales which are denominated in foreign currencies. The Group/Company primarily utilizes forward exchange contracts with maturities of less than one year to hedge such financial assets and liabilities denominated in foreign currencies. The forward exchange contracts entered into at the reporting date also relate to anticipated purchases and sales, denominated in foreign currencies, for the subsequent period.

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
<i>At 31 December</i>	<i>(in million Baht)</i>			
<b>United States Dollars (USD)</b>				
Cash and cash equivalents	9	11	7	8
Trade and other accounts receivable	79	3	79	42
Trade and other accounts payable	(95)	(90)	(92)	(86)
<b>Gross statements of financial position exposure</b>	<b>(7)</b>	<b>(76)</b>	<b>(6)</b>	<b>(36)</b>
Currency forwards purchase (sales), net	116	165	116	165
<b>Net assets exposure</b>	<b>109</b>	<b>89</b>	<b>110</b>	<b>129</b>
<b>Euros (EUR)</b>				
Trade and other accounts payable	(47)	(176)	(47)	(176)
<b>Gross statements of financial position exposure</b>	<b>(47)</b>	<b>(176)</b>	<b>(47)</b>	<b>(176)</b>
Currency forwards purchase (sales), net	57	172	57	172
<b>Net liabilities exposure</b>	<b>10</b>	<b>(4)</b>	<b>10</b>	<b>(4)</b>
<b>Chinese Yuan (RMB)</b>				
Trade and other accounts payable	-	(2)	-	(2)
<b>Australian Dollars (AUD)</b>				
Trade and other accounts payable	(1)	(1)	(1)	(1)

### Sensitivity analysis

A reasonably possible strengthening (weakening) of Thai Baht against all other foreign currencies at the reporting date would have affected the measurement of financial instruments denominated in a foreign currency. This analysis assumes that all other variables, in particular interest rates, remain constant.

Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2023

<i>At 31 December</i>	Movement (%)	Profit or loss			
		Consolidated financial statements		Separate financial statements	
		Strengthening	Weakening (in million Baht)	Strengthening	Weakening
<b>2023</b>					
USD	16	17	(17)	18	(18)
EUR	10	1	(1)	1	(1)
<b>2022</b>					
USD	15	13	(13)	19	(19)

## (c.3.2) Interest rate risk

Interest rate risk is the risk that future movements in market interest rates will affect the results of the Group's/Company's operations and its cash flows.

<i>Exposure to interest rate risk At 31 December</i>	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
	(in million Baht)			
<b>Financial instruments with fixed interest rates</b>				
Financial assets	507	668	-	38
Financial liabilities	(1,437)	(2,013)	(782)	(1,285)
	<u>(930)</u>	<u>(1,345)</u>	<u>(782)</u>	<u>(1,247)</u>
<b>Financial instruments with variable interest rates</b>				
Financial assets	27	-	75	38
Financial liabilities	(1,343)	(1,307)	(630)	(700)
	<u>(1,316)</u>	<u>(1,307)</u>	<u>(555)</u>	<u>(662)</u>

## Fair value sensitivity analysis for fixed-rate instruments

The Group/Company does not account for any fixed-rate financial assets or financial liabilities, at FVTPL. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

## Cash flow sensitivity analysis for variable-rate instruments

A reasonable possible change of 1% in interest rates at the reporting; This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

<i>Impact to profit or loss</i>	Consolidated financial statements		Separate financial statements	
	1% increase in interest rate	1% decrease in interest rate	1% increase in interest rate	1% decrease in interest rate
	(in million Baht)			
<b>2023</b>				
Financial instruments with variable interest rate	(13)	13	(6)	6
<b>2022</b>				
Financial instruments with variable interest rate	(13)	13	(7)	7

## Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2023

## 31 Commitments with non-related parties

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
	(in million Baht)			
<b><i>Future minimum lease payments under non-cancellable operating leases</i></b>				
Within 1 year	7	5	2	1
1 - 5 years	1	3	-	1
<b>Total</b>	<b>8</b>	<b>8</b>	<b>2</b>	<b>2</b>
<b><i>Other commitments</i></b>				
Unnegotiated letters of credits for goods and supplies	83	40	14	5
Purchase orders for goods and services accepted by suppliers	1,558	2,540	587	1,801
<b><i>Other commitments</i></b>				
Bank guarantees (for projects performance, customers tender guarantees)	2,048	2,401	996	1,222
<b>Total</b>	<b>3,689</b>	<b>4,981</b>	<b>1,597</b>	<b>3,028</b>

## 32 Contingent liability

- (a) A subsidiary has entered into a sale contract with a state enterprise, amounting to Baht 89 million. A subsidiary has partially delayed to deliver the product. As a result, in September 2019, the subsidiary received a notice to reserve the right to claim penalty of Baht 41.7 million according to the contract. During October 2019, the subsidiary sent a letter to the contractor requested them to reconsider the penalty according to the contract as the amount of the penalty informed is disproportionately high which is inconsistent with the interpretation and penalty calculation according to the contract and inconsistent with the penalty calculation according to the regulations of the Ministry of Finance regarding Government Procurement and Supplies Management Act B.E. 2560 (A.D. 2017). Therefore, the subsidiary calculated the maximum expected delayed penalty at Baht 9 million, which was recognised in the consolidated financial statements.

On 30 May 2022, the subsidiary filed a complaint to the Civil Court against a state enterprise to consider and adjudicate the state enterprise to refund the penalty a total of Baht 41.7 million plus interest at the rate of 3% per annum of such principle amount from 1 May 2018 until the payment to the subsidiary. At the reporting date, the litigation proceeding in the Civil Court was underway and the outcome was yet to be determined. However, the Group's/subsidiary's management reasonably be thought that the said subsidiary has no obligation to pay compensation from the lawsuit.

- (b) In 2021 and 2022, a subsidiary has been filed by a group of employees who were transferred to AOT Aviation Security Co., Ltd. requesting the Labour Court of Region 1 and Region 8 for the compensation and fine for the late notification. The Labour Court of Region 1 and Region 8 dismissed the plaintiff's lawsuit, then the plaintiff made an appeal against the judgment and a subsidiary has made a defend of the appeal to the Court of Appeal for Specialized Cases. Subsequently, the Court of Appeal for Specialized Cases in affirmance with the Courts of First Instance's judgment. As at 31 December 2023, a subsidiary has received the letter of case terminations from the Labour Court of Region 1 and Region 8 notify the final judgement, the said subsidiary has no obligation to pay compensation and fine from the lawsuit.

Loxley Public Company Limited and its Subsidiaries

# Notes to the Financial Statements

For the year ended 31 December 2023

- (c) A subsidiary has entered into an agreement relating to the co-operation project for managing book stores with a public organisation.

Subsequently, in October 2023, a subsidiary was sued by a public organisation to the Civil Court for damages for breach of contract of Baht 31 million. The subsidiary objected to all allegations and claimed damages for breach of Baht 77 million in December 2023. The litigation proceeding in the Civil Court was underway. However, the management of the group and its subsidiaries believes that the subsidiary has no obligation to pay such damage, therefore, no provision has been made in the consolidated financial statements as at 31 December 2023.

## 33 Reclassification of accounts

Certain accounts in the 2022 financial statements have been reclassified to conform to the presentation in the 2023 financial statements as follows:

	Consolidated financial statement 2022		
	Before reclass.	Reclass. (in million Baht)	After Reclass.
<b><i>Statement of financial position</i></b>			
Other payables	1,094	(98)	996
Current portion of long-term loans from financial institutions	559	(441)	118
Loans under debt restructuring agreement and accrued interest expenses	-	539	539
<b>Total</b>		<u>-</u>	

The reclassifications have been made because, in the opinion of management, the new classification is more appropriate to the Group's business.

Part 4

# Attachment







## Attachment 1

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Information of Directors, Executives, Controlling Person, the person assigned to take the highest responsibility in accounting and finance, the person supervising accounting and Company Secretary

## Attachment 2

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Information of Directors' Positions in the Related Parties as of 31 December 2023

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Information of the Head of Internal Audit and the person assigned to oversee in Company compliance

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Assets for Business Undertaking and Asset Appraisal

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Corporate Governance Policy, Guidelines and Code of Conduct

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Report of Audit Committee

## Attachment 7

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Report on Responsibilities of the Board of Directors for Financial Statements

# Attachment 1

**Information of Directors, Executives, Controlling Person, the person assigned to take the highest responsibility in accounting and finance, the person supervising accounting and Company Secretary**

As of 31 December, 2023

1. Mr. Dhongchai Lamsam		Age 77, Nationality - Thai
<b>Position</b>	<ul style="list-style-type: none"> <li>- Chairman of the Board</li> <li>- Nominating &amp; Remuneration Committee Member</li> </ul>	
<b>Term of office</b>	<ul style="list-style-type: none"> <li>- Since 24 February 2018</li> <li>- Since 14 November 2003</li> </ul>	
<b>Education/ Training</b>	<ul style="list-style-type: none"> <li>- Honorary Ph.D. Degree, Science, 2019, Chulalongkorn University</li> <li>- Honorary Ph.D. Degree, Business Administration, 2012, Kasem Bundit University</li> <li>- Bachelor of Science (Honors), Chemical Technology, Chulalongkorn University</li> <li>- M.Sc. Industrial Engineering Illinois Institute of Technology, U.S.A.</li> <li>- Advanced Management Program, Harvard Business School, U.S.A.</li> <li>- Director Accreditation Program 12/2004, Thai Institute of Directors Association (IOD)</li> </ul>	
<b>Expertise</b>	Business Administration, Organization Management, Sale and Marketing, International Trading and Science	
<b>Listed Companies (1)</b>	2018 - present - Chairman of the Board, Loxley Plc./ Technology and trading business 2003 - present - Nominating & Remuneration Committee Member, Loxley Plc./ Technology and trading business	
<b>Non-Listed Companies/ Other Business (14)</b>	2010 - present - Director, Loxley Joint and Hold Co., Ltd./ Holding Company 2006 - present - Chairman, Loxley Global Co., Ltd./ Holding Company 2004 - present - Director, Green Natural Product Co., Ltd./ Manufacture and distribute citrus essential oil 1996 - present - Director, Thai Fiber Optics Co., Ltd./ Manufacture of fiber optic 1995 - present - Director, NS BlueScope (Thailand) Limited/ Manufacture and sale of cold rolled steel 1995 - present - Director, NS BlueScope Lysaght (Thailand) Limited/ Manufacture and sale of steel roofing 1995 - present - Director, NS BlueScope Services (Thailand) Limited/ Manufacture of structural steel and steel roofing sheet 1994 - present - Director, BP-Castrol (Thailand) Limited/ Sale of Castrol and BP lubricant 1990 - present - Managing Director, Ekpavee Co., Ltd./ Holding Company 1989 - present - Director, Loxley Property Development Co., Ltd./ Renting of building, advertising board and providing services 1981 - present - President, Loxley International Co., Ltd./ Maintenance services for computer, communication systems and project consultant 1977 - present - Director, Loxley Trading Co., Ltd./ Sale of consumer products 1972 - present - Director, Zin Suapah Co., Ltd./ Parking services 1960 - present - Director, Lamsam Estate Co., Ltd./ Holding Company	
<b>Work Experience for the Past 5 years</b>	2003 - 2021 - Director, Loxley GTECH Technology Co., Ltd. 2018 - 2019 - Chairman and Chairman of the Executive Board, Loxley Plc. 2017 - Chairman of the Executive Board, Loxley Plc. 2012 - 2018 - Chairman, L Food Solutions Co., Ltd. 2013 - 2018 - Chairman, Loxley Wireless Plc. 2006 - 2017 - Chairman, ASM Security Management Co., Ltd. 2005 - 2017 - Director, L-TAG Technologies Co., Ltd. 1995 - 2017 - Chairman, Data Mining Co., Ltd. 1993 - 2016 - President, Loxley Plc.	
<b>Shareholding in Loxley</b>	<ul style="list-style-type: none"> <li>- Own : 26,732,044 shares or 1.18%</li> <li>- Spouse or Underage Children : 1,168,513 shares or 0.05%</li> </ul>	
<b>Family Relationship among Executives</b>	Uncle of Mr. Vasant Chatikavanij, Mr. Krisada Lamsam, and Mr. Suroj Lamsam, Father of Mr. Chalermchoke Lamsam	

2. Mr. Suebtrakul Soonthornthum		Age 81, Nationality - Thai
<b>Position</b>	<ul style="list-style-type: none"> <li>- Vice Chairman of the Board</li> <li>- Nominating and Remuneration Committee Member</li> </ul>	
<b>Term of office</b>	<ul style="list-style-type: none"> <li>- Since 24 February 2018</li> <li>- Since 14 November 2003</li> </ul>	
<b>Education/ Training</b>	<ul style="list-style-type: none"> <li>- MBIM, Hon.Dlitt : Curtin University, Australia</li> <li>- PMD. Havard University, Graduate School of Business Administration - U.S.A.</li> <li>- National Defense College - Thailand</li> <li>- Director Accreditation Program 17/2004, Thai Institute of Directors Association (IOD)</li> </ul>	
<b>Expertise</b>	Accounting, Finance, Banking, International Trading, Joint Venture Negotiations and Organization Management	
<b>Listed Companies (4)</b>	<p>2018 - present - Vice Chairman of the Board, Loxley Plc./ Technology and trading business</p> <p>2016 - present - Chairman of the Audit Committee, Phatra Leasing Plc./ Provide professional car leasing management and administration for juristic persons</p> <p>2003 - present - Nominating and Remuneration Committee Member, Loxley Plc./ Technology and trading business</p> <p>2000 - present - Chairman of the Board, Muang Thai Real Estate Plc./ Real estate business</p> <p>1996 - present - Vice Chairman of the Board and Independent Director, Vanachai Group Plc./ Creates quality wood-based panels to substitute natural wood</p>	
<b>Non-Listed Companies/ Other Business (12)</b>	<p>2022 - present - Director, Risk Oversight Committee Member, Nomination and Compensation Committee Member, United Overseas Bank (Thai) Plc./ Financial services</p> <p>2013 - present - Director, BlueScope Buildings (Thailand) Limited/ Provide pre-engineering building solution</p> <p>2010 - present - Director, Loxley Joint and Hold Co., Ltd./ Holding company</p> <p>1999 - present - Director, BP-Castrol (Thailand) Limited/ Sale of Castrol and BP lubricant</p> <p>1994 - present - Director, Loxley Property Development Co., Ltd./ Renting of building, advertising board and providing services</p> <p>1992 - present - Chairman, Foseco (Thailand) Limited/ Manufacture and sale of chemicals for metal casting</p> <p>1990 - present - Director, Ekpavee Co., Ltd./ Holding company</p> <p>1987 - present - Director, NS BlueScope (Thailand) Limited/ Manufacture and sale of cold rolled steel</p> <p>1987 - present - Director, NS BlueScope Lysaght (Thailand) Limited/ Manufacture and sale of steel roofing</p> <p>1987 - present - Director, NS BlueScope Services (Thailand) Limited/ Manufacture of structural steel and steel roofing sheet</p> <p>1977 - present - Director, Loxley Trading Co., Ltd./ Sale of consumer products</p> <p>1972 - present - Director, Zin Suapah Co., Ltd./ Parking Services</p>	
<b>Work Experience for the Past 5 years</b>	<p>2004 - 2022 - Chairman of the Nomination and Compensation Committee and Independent Director, United Overseas Bank (Thai) Plc.</p> <p>2012 - 2021 - Independent Director, Muang Thai Life Assurance Plc.</p> <p>2017 - 2019 - Vice Chairman of the Executive Board, Loxley Plc.</p> <p>2006 - 2017 - Director, ASM Security Management Co., Ltd.</p> <p>2004 - 2017 - Director, Data Mining Co., Ltd.</p> <p>2006 - 2016 - Director, Loxley Global Co., Ltd.</p> <p>2003 - 2016 - Director, Loxley GTECH Technology Co., Ltd.</p> <p>1993 - 2016 - Senior Executive Vice President, Loxley Plc.</p>	
<b>Shareholding in Loxley</b>	<ul style="list-style-type: none"> <li>- Own : None</li> <li>- Spouse or Underage Children : None</li> </ul>	
<b>Family Relationship among Executives</b>	None	

**3. Mr. Harit Sutabutr, Ph.D.****Age 87, Nationality - Thai**

<b>Position</b>	- Independent Director - Chairman of the Audit Committee
<b>Term of office</b>	- Since 1 April 1993 - 30 November 2023 - Since 14 December 2008 - 30 November 2023
<b>Education/ Training</b>	- Ph.D. Mechanical Engineering, University of California, Berkeley U.S.A. - Director Accreditation Program 16/2004, Thai Institute of Directors Association (IOD)
<b>Expertise</b>	Management and Engineering
<b>Listed Companies</b>	None
<b>Non-Listed Companies/ Other Business (2)</b>	1998 - present - Vice Chairman of the University Council King Mongkut's University Technology Thonburi/ University Council Present - Director, MITR Technical Consultant Co., Ltd./ Engineering services and technical consultant
<b>Work Experience for the Past 5 years</b>	2008 - 30 November 2023 - Chairman of the Audit Committee, Loxley Plc. 1993 - 30 November 2023 - Independent Director, Loxley Plc. 2002 - 2022 - Senior Adviser to the President, National Science and Technology Development Agency
<b>Shareholding in Loxley</b>	- Own : 55,125 shares or 0.002% - Spouse or Underage Children : None
<b>Family Relationship among Executives</b>	None

**4. Mr. Supavud Saicheua, Ph.D.****Age 66, Nationality - Thai**

<b>Position</b>	- Independent Director - Audit Committee Member
<b>Term of office</b>	- Since 28 February 2007 - Since 11 May 2018
<b>Education/ Training</b>	- Ph.D. in Economics, University of Hawaii at Manoa, U.S.A. - M.A. in Economics, University of the Philippines (Diliman), Philippines - B.A. in Economics, Victoria University of Wellington, New Zealand - Director Accreditation Program 36/2005, Thai Institute of Directors Association (IOD)
<b>Expertise</b>	Economics and Business Administration
<b>Listed Companies (1)</b>	2018 - present - Audit Committee Member, Loxley Plc./ Technology and trading business 2007 - present - Independent Director, Loxley Plc./ Technology and trading business
<b>Non-Listed Companies/ Other Business (4)</b>	2024 - present - Chairman, Office of the National Economic and Social Development Council (NESDC) / Government entity 2023 - present - Member of National Soft Power Policy Committee 2018 - present - Advisor, Kiatnakin Phatra Financial Group / Financial services 2006 - present - Trustee, Kenan Institute Asia/ Non-Profit organization
<b>Work Experience for the Past 5 years</b>	2006 - Jan 2024 - Sub-Committee, Office of the National Economic and Social Development Council 2021 - 2023 - Adviser of Investment Subcommittee, Government Pension Fund 2018 - 2021 - Expert Member of Government Pension Fund 2017 - 2020 - Expert of Investment Subcommittee, Government Pension Fund 2005 - 2017 - Executive Director, Managing Director (Head of Research) Phatra Securities Plc 2013 - 2016 - Special Expert, Thailand Creative Economy Agency 2012 - 2016 - Advisor of Investment Subcommittee, Government Pension Fund 2011 - 2014 - Commission Member, Office of the Police Commission 2011 - 2013 - Committee, Strategic Committee for Reconstruction and Future Development
<b>Shareholding in Loxley</b>	- Own : None - Spouse or Underage Children : None
<b>Family Relationship among Executives</b>	None

5. Professor Rawat Chamchalerm, Ph.D.		Age 79, Nationality - Thai
<b>Position</b>	<ul style="list-style-type: none"> <li>- Independent Director</li> <li>- Chairman of Nominating and Remuneration Committee</li> </ul>	
<b>Term of office</b>	<ul style="list-style-type: none"> <li>- Since 28 April 2016</li> <li>- Since 1 January 2020</li> </ul>	
<b>Education/ Training</b>	<ul style="list-style-type: none"> <li>- Honorary Ph.D., Laws, Chulalongkorn University</li> <li>- Master Degree of Laws, Chulalongkorn University</li> <li>- Bachelor of Laws, Thammasat University</li> <li>- Barrister at Law, Thai Bar Association</li> <li>- Diploma, National Defence College, The Joint State - Private Sector Course Class 1</li> <li>- Director Certification Program 2008, Thai Institute of Directors Association (IOD)</li> <li>- Director Accreditation Program 26/2004, Thai Institute of Directors Association (IOD)</li> <li>- SMART GO/2004</li> </ul>	
<b>Expertise</b>	Law, Business Administration, ESG & Sustainability and Project Management	
<b>Listed Companies (5)</b>	<p>2020 - present - Chairman of Nominating &amp; Remuneration Committee, Loxley Plc./ Technology and trading business</p> <p>2019 - present - Independent Director and Chairman of the Corporate Governance Committee, Siam Makro Plc./ Wholesale business</p> <p>2016 - present - Independent Director, Loxley Plc./ Technology and trading business</p> <p>2011 - present - Independent Director, Serm Suk Plc./ Beverage manufacturer and distributor of both soft drinks and non-carbonated soft drinks</p> <p>2010 - present - Chairman of the Board, Sino-Thai Engineering and Construction Plc./ Engineering and construction</p> <p>2004 - present - Vice Chairman of the Board and Chairman of the Executive Committee, Don Muang Tollway Plc./ Transportation and logistics services</p>	
<b>Non-Listed Companies/ Other Business (19)</b>	<p>present</p> <ul style="list-style-type: none"> <li>- Chairman of the Board Committee on the Revision of the Code of Criminal Procedure, Office of the Council of State</li> <li>- Committee of Council of State Special Committee, Office of the Council of State</li> <li>- Committee of 11<sup>th</sup> Council of State Office of the Council of State</li> <li>- Chairman of the Board on the Review of Bills and Ordinances for submission to the Cabinet</li> <li>- Chairman of the Bill Drafting Commission on Organ Donation and Organ Transplantation, The Thai Red Cross Society</li> <li>- Property Management Committee, The Thai Red Cross Society</li> <li>- Committee and Chairman of Legal committee, Organ Donation Center, The Thai Red Cross Society</li> <li>- Director, Thai National Food Commission</li> <li>- Adjunct Professor, Faculty of Law, Chulalongkorn University</li> <li>- Adjunct Professor, Institute of Legal Education, Thai Bar Association</li> <li>- Adjunct Professor, Master Degree, Mahidol University</li> <li>- Adjunct Professor, Doctoral, Bangkokthonburi University</li> <li>- Lecturer, Justice Affairs, The Ministry of Justice</li> <li>- Lecturer, Department of Special Investigation, The Ministry of Justice</li> <li>- Lecturer, Institute of Administration Development, The Ministry of Interior</li> <li>- Lecturer, District Chief Officer Course, Institute of Administration Development, The Ministry of Interior</li> <li>- Special Lecturer, Office of the Attorney General</li> <li>- Advisor, National Olympic Committee of Thailand under the Royal Patronage of H.M. the King</li> <li>- Advisor, Athletic Association of Thailand</li> </ul>	
<b>Work Experience for the Past 5 years</b>	<p>2010 - Aug 2021 - Independent Director, True Corporation Plc.</p> <p>1995 - 2019 - Director, National Olympic Committee of Thailand under the Royal Patronage of H.M. the King</p> <p>2007 - 2015 - Vice Chairman of the Board, Nakhonluang Leasing Factoring Plc.</p> <p>2002 - 2014 - Expert Member of the Special Investigation Board, Department of Special Investigation</p> <p>2002 - 2014 - Director, the Office of Board of Royal Thai Police</p> <p>2002 - 2006 - Chairman of the Board and Independent Director, MCOT Plc.</p> <p>2003 - 2005 - Director, Krung Thai Bank Plc.</p> <p>2003 - 2005 - Legal Counsel, Thai Airways International Plc.</p> <p>2003 - 2004 - Attorney General, Office of the Attorney General</p>	
<b>Shareholding in Loxley</b>	<ul style="list-style-type: none"> <li>- Own : None</li> <li>- Spouse or Underage Children : None</li> </ul>	
<b>Family Relationship among Executives</b>	None	

**6. Mrs. Nattaporn Phan-Udom, Ph.D.****Age 65, Nationality - Thai**

<b>Position</b>	<ul style="list-style-type: none"> <li>- Independent Director</li> <li>- Chairman of the Audit Committee</li> </ul>	
<b>Term of office</b>	<ul style="list-style-type: none"> <li>- Since 14 August 2019</li> <li>- Since 21 December 2023</li> </ul>	
<b>Education/ Training</b>	<ul style="list-style-type: none"> <li>- Doctor of Philosophy Innovation Management, Suan Sunandha Rajabhat University</li> <li>- Executive Master of Business Administration, SASIN Institute of Administration of Chulalongkorn University</li> <li>- Advanced Diploma in Auditing, Chulalongkorn University</li> <li>- Bachelor of Accounting (Honors), Chulalongkorn University</li> <li>- Directors Certification Program 2016, Thai Institute of Directors Association (IOD)</li> <li>- The Role of the Chairman Program, Thai Institute of Directors Association (IOD)</li> <li>- Ethical Leadership Program 24/2021, Thai Institute of Directors Association (IOD)</li> <li>- Advanced Certificate, Public Economic Administration for Senior Executives Program, King Prajadhipok's Institute</li> <li>- Certificate, Capital Market Academy Program</li> <li>- Diploma, Advanced Security Management Program, National Defence College Association under Royal Patronage</li> <li>- Certificate Program, Politics and Governance in Democratic Systems for Executives, King Prajadhipok's Institute</li> <li>- Certificate Program in Medical Governance for Executives, King Prajadhipok's Institute and Medical Council</li> <li>- Digital Asset which Affecting Listed Companies Operation, Thai Institute of Directors Association (IOD)</li> <li>- Risk Management Corresponding to the COSO ERM 2017 Framework, Federation of Accounting Professions</li> </ul>	
<b>Expertise</b>	<ul style="list-style-type: none"> <li>- Finance &amp; Accounting and Management</li> <li>- Thai Accounting Standards and International Accounting Standards</li> <li>- Managerial Accounting</li> <li>- Risk Management</li> <li>- Internal Audit</li> <li>- Corporate Governance</li> <li>- ESG &amp; Sustainability</li> </ul>	
<b>Listed Companies (1)</b>	2019 - Present 21 Dec 2023 - present	<ul style="list-style-type: none"> <li>- Independent Director, Loxley Plc./ Technology and trading business</li> <li>- Chairman of the Audit Committee, Loxley Plc./ Technology and trading business</li> </ul>
<b>Non-Listed Companies/ Other Business (7)</b>	May 2022 - Present Present	<ul style="list-style-type: none"> <li>- Director, Muang Thai Life Assurance Plc.</li> <li>- Lay Judge of the Central Juvenile and Family Court</li> <li>- Fellow Member, The Institute of Directors Association and Australian Institute of Company Directors</li> <li>- Member, Federation of Accounting Professions</li> <li>- Member, The Institute of Internal Auditors of Thailand</li> <li>- Committee in CPA Exam Applicant Committee, The Revenue Department</li> <li>- Sub-committee in Auditing Profession Committee, Federation of Accounting Professions</li> <li>- Committee in the Accounting Education and Technology Committee, Federation of Accounting Professions</li> <li>- Sub-committee in the Committee for the Monitoring of the Development of IFRS, Federation of Accounting Professions</li> <li>- Selected to the Roster of Directors of State Enterprises</li> </ul>
<b>Work Experience for the Past 5 years</b>	2019 - 21 Dec 2023 1998 - 2019	<ul style="list-style-type: none"> <li>- Audit Committee Member, Loxley Plc.</li> <li>- Partner and Chairman of Oversight Board, PricewaterhouseCoopers</li> </ul>
<b>Shareholding in Loxley</b>	<ul style="list-style-type: none"> <li>- Own : None</li> <li>- Spouse or Underage Children : None</li> </ul>	
<b>Family Relationship among Executives</b>	None	



7. Mr. Surapol Srangsomwong		Age 65, Nationality - Thai
<b>Position</b>	<ul style="list-style-type: none"> <li>- Independent Director</li> <li>- Chairman of Risk Management Committee</li> </ul>	
<b>Term of office</b>	<ul style="list-style-type: none"> <li>- Since 11 August 2020</li> <li>- Since 19 April 2021</li> </ul>	
<b>Education/ Training</b>	<ul style="list-style-type: none"> <li>- Barrister at Law, Institute of Legal Education of Thai Bar Association</li> <li>- Bachelor of Laws Degree, Chulalongkorn University</li> <li>- Director Accreditation Program 132/2016, Thai Institute of Directors Association (IOD)</li> <li>- Risk Management Program for Corporate Leaders (RCL Online) 26/2022, Thai Institute of Directors Association (IOD)</li> <li>- Role of the Chairman Program (RCP) 51/2022, Thai Institute of Directors Association (IOD)</li> </ul>	
<b>Expertise</b>	Law, Organization and Human Resources Management and Project Management	
<b>Listed Companies (2)</b>	2021 - present - Chairman of Risk Management Committee, Loxley Plc./ Technology and trading Business 2020 - present - Independent Director, Loxley Plc./ Technology and trading Business 2018 - present - Independent Director and Audit Committee Member, Premier Technology Plc./ Information & Communication Technology Business	
<b>Non-Listed Companies/ Other Business (3)</b>	Present - Director, Office of the Thai Commercial Arbitration, Board of Trade of Thailand 2019 - present - Advisor to the Board, Investigation and Case, The Securities and Exchange Commission 1999 - present - Director, Gold Master Plc./ Manufacture of jewelry and bijouterie of precious stones and metals	
<b>Work Experience for the Past 5 years</b>	2019 - Commissioner, The Civil Aviation Authority of Thailand 2017 - 2019 - President of Chulalongkorn Law School Alumni Association 2015 - 2018 - Independent Director and Audit Committee, Premier Enterprise Plc.	
<b>Shareholding in Loxley</b>	<ul style="list-style-type: none"> <li>- Own : None</li> <li>- Spouse or Underage Children : None</li> </ul>	
<b>Family Relationship among Executives</b>	None	

**8. Mr. Chatmongkol Peetathawatchai, Ph.D.****Age 54, Nationality - Thai**

<b>Position</b>	<ul style="list-style-type: none"> <li>- Independent Director</li> <li>- Audit Committee Member</li> </ul>		
<b>Term of office</b>	<ul style="list-style-type: none"> <li>- Since 21 December 2023</li> <li>- Since 21 December 2023</li> </ul>		
<b>Education/ Training</b>	<ul style="list-style-type: none"> <li>- Ph.D. Engineering, Massachusetts Institute of Technology, U.S.A.</li> <li>- Master Degree of Engineering, Massachusetts Institute of Technology, U.S.A.</li> <li>- Bachelor of Engineering, Chulalongkorn University</li> <li>- Director Certification Program 317/2022 Thai Institute of Directors Association</li> <li>- Executive Program Certificate : Strategic Management INSEAD, France</li> <li>- Executive Program Certificate : Corporate Strategy Sloan School of Management, Massachusetts Institute of Technology, U.S.A.</li> </ul>		
<b>Expertise</b>	Engineering, Finance, Human Resource Management, Information Technology Management and Artificial Intelligence, Strategic Planning		
<b>Listed Companies (1)</b>	December 2023	- present	- Independent Director and Audit Committee Member, Loxley Plc.
<b>Non-Listed Companies/ Other Business (1)</b>	1995 - present		- Rutnin Medical Associates Co., Ltd./ Hospital Business
<b>Work Experience for the Past 5 years</b>	2001 - 2021		- Senior Vice President Bangkok Bank/ Bank
<b>Shareholding in Loxley</b>	<ul style="list-style-type: none"> <li>- Own : None</li> <li>- Spouse or Underage Children : None</li> </ul>		
<b>Family Relationship among Executives</b>	None		

9. Mr. Vasant Chatikavanij		Age 67, Nationality - Thai
<b>Position</b>	Director	
<b>Term of office</b>	Since 1 April 1993	
<b>Education/ Training</b>	<ul style="list-style-type: none"> <li>- M.S. Chemical Engineering, Lehigh University, U.S.A.</li> <li>- B.S.E. Chemical Engineering, Princeton University, U.S.A.</li> <li>- Director Accreditation Program 12/2004, Thai Institute of Directors Association (IOD)</li> </ul>	
<b>Expertise</b>	Engineering, Information Technology Management and Business Administration	
<b>Listed Companies (1)</b>	2020 - present - Director, Loxley Plc./ Technology and trading business	
<b>Non-Listed Companies/ Other Business (13)</b>	<p>2019 - present - Director, Travel Ads Network (Thailand) Co., Ltd./ Provide digital platform services for tourism and hospitality sectors in Thailand and the region</p> <p>2018 - present - Director, Marketboomer (Thailand) Co., Ltd./ Electronics procurement system services for service industry and trading management system between hotels and suppliers</p> <p>2018 - present - Director, Wanvanij Holding Co., Ltd./ Holding company</p> <p>2016 - present - Director, LWSN Co., Ltd./ Telecommunication, Information and Technology systems and Submarine cable network services</p> <p>2016 - present - Director, Loxley Simulation Technology Co., Ltd./ Virtual simulation solutions and services</p> <p>2012 - present - Director, Loxley &amp; AIT Holding Co., Ltd./ Information technology, Communication and Telecommunication network systems in ASEAN Economic Community</p> <p>2011 - present - Chairman of the Board, Loxley Mobile Co., Ltd./ Sales and services of Electronics prepaid card</p> <p>2007 - present - Director, Mobile Innovation Co., Ltd./ GPS vehicle operation management and SMS broadcasting services</p> <p>2000 - present - Director, Point Asia Land Co., Ltd./ Analysis, research, evaluation and survey the points of Land parcels</p> <p>1999 - present - Chairman of the Board, Loxley Orbit Plc./ Software solutions provider</p> <p>1995 - present - Director, Eximnet Co., Ltd./ Services of information technology and computer systems</p> <p>1990 - present - Director, Ekpavee Co., Ltd./ Holding company</p> <p>1981 - present - Director, Loxley International Co., Ltd./ Maintenance services of computer and communication systems and consulting</p>	
<b>Work Experience for the Past 5 years</b>	<p>2017 - 2019 - Vice Chairman of the Executive Board, Loxley Plc.</p> <p>2017 - 2019 - Director, Loxley Environmental Dynamic Co., Ltd.</p> <p>2016 - 2018 - Director, LWTN Co., Ltd.</p> <p>2013 - 2018 - Director, Loxley Wireless Plc.</p> <p>1995 - 2017 - Director, Data Mining Co., Ltd.</p> <p>1993 - 2016 - Senior Executive Vice President, Loxley Plc.</p>	
<b>Shareholding in Loxley</b>	<ul style="list-style-type: none"> <li>- Own : 2,242,478 shares or 0.10%</li> <li>- Spouse or Underage Children : None</li> </ul>	
<b>Family Relationship among Executives</b>	Nephew of Mr. Dhongchai Lamsam, Cousin of Mr. Krisada Lamsam, Mr. Suroj Lamsam and Mr. Chalermchoke Lamsam	

10. Mr. Petch Wanglee		Age 61, Nationality - Thai
<b>Position</b>	<ul style="list-style-type: none"> <li>- Director</li> <li>- Risk Management Committee Member</li> </ul>	
<b>Term of office</b>	<ul style="list-style-type: none"> <li>- Since 24 February 2018</li> <li>- Since 19 April 2021</li> </ul>	
<b>Education/ Training</b>	<ul style="list-style-type: none"> <li>- Master Degree in Business Administration, University of Babson College, U.S.A.</li> <li>- Bachelor Degree in Business Administration, University of Hartford, U.S.A.</li> <li>- Director Accreditation Program 158/2019, Thai Institute of Directors Association (IOD)</li> <li>- Certificate Politics and Government in Democratic Systems for Executives Course, King Pradjadhipok's Institute 9/2005</li> <li>- Certificate Government Joint Defence Course, Thailand National Defence College 22/2009</li> <li>- Certificate Capital Market Academy Leader Program, Capital Market Academy 17/2013</li> <li>- Certificate for Senior Executives at Energy Science, Thailand Energy Academy 11/2018</li> <li>- Brain Program, The Federation of Thai Industries 4/2020</li> </ul>	
<b>Expertise</b>	Business Administration, Organization Management, Sale and Marketing	
<b>Listed Companies (1)</b>	2021 - present - Risk Management Committee Member, Loxley Plc./ Technology and trading Business 2018 - present - Director, Loxley Plc./ Technology and trading business	
<b>Non-Listed Companies/ Other Business (17)</b>	2023 - present - Director, S T M S Co., Ltd./ Real Estate Development 2022 - present - Director, Ekpavee Co., Ltd./ Holding Company 2021 - present - Director, Pipatasin Co., LTD./ Real Estate Development 2018 - present - President, Thanakorn Vegetable Oil Co., Ltd./ Manufacture and sale of vegetable oil 2015 - present - Director, SMS Corporation Co., Ltd./ Trader of raw agricultural products 2014 - present - Director, Sitthinan Co., Ltd./ Thai glass noodle manufacturer 2007 - present - Director, Loxley Trading Co., Ltd./ Sale of consumer products 2006 - present - Secretary, Soybean and Rice Bran Oil processor Association/ association 2006 - present - Director, Siam Modified Starch Co., Ltd./ Manufacture and sale of Modified Tapioca Starch 2006 - present - Director, Siam Quality Starch Co., Ltd./ Manufacture and sale of Modified Tapioca Starch 2006 - present - Director, C.E.S. Co., Ltd./ Construction and Engineering Services 2004 - present - Director, Poonphol Co., Ltd./ Holding company and trader of agricultural product 2004 - present - Director, Poonudom Co., Ltd./ Trader of agricultural products and transportation services 2003 - present - Director, PPM Holding Co., Ltd./ Holding company 2000 - present - Director, Pirakit Co., Ltd./ Develop and manage areas for markets and apartments 1994 - present - Director, Poonpipat Co., Ltd./ การค้าผลผลิตเกษตรกรรม 1991 - present - Director, Rangsit Ruam Patana Co., Ltd./ Develop and manage areas for markets and apartments	
<b>Work Experience for the Past 5 years</b>	2016 - 2017 - Senior Executive Vice President, Thanakorn Vegetable Oil Co., Ltd. 2012 - 2015 - Deputy Managing Director, Thanakorn Vegetable Oil Co., Ltd.	
<b>Shareholding in Loxley</b>	<ul style="list-style-type: none"> <li>- Own : None</li> <li>- Spouse or Underage Children : None</li> </ul>	
<b>Family Relationship among Executives</b>	None	

11. Mr. Krisada Lamsam		Age 59, Nationality - Thai
<b>Position</b>	Director	
<b>Term of office</b>	Since 24 February 2018	
<b>Education/ Training</b>	<ul style="list-style-type: none"> <li>- Master of Arts, University of Oregon State, U.S.A.</li> <li>- Bachelor of Science, St. John Fisher College, Rochester, New York, U.S.A.</li> <li>- Director Accreditation Program 2013, Thai Institute of Directors Association (IOD)</li> </ul>	
<b>Expertise</b>	Business Administration, Finance, Banking, Insurance and Life Assurance	
<b>Listed Companies (1)</b>	2018 - present - Director, Loxley Plc./ Technology and trading business	
<b>Non-Listed Companies/ Other Business (13)</b>	<ul style="list-style-type: none"> <li>2023 - present - Director, Ekpavee Co., Ltd./ Holding Company</li> <li>2018 - present - Managing Director, Nithisa Co., Ltd./ Holding Company</li> <li>2018 - present - Managing Director, Lamsam Estate Co., Ltd./ Holding Company</li> <li>2018 - present - Managing Director, Pruetthada Co., Ltd./ Holding Company</li> <li>2018 - present - Director, Zin Suapah Co., Ltd./ Parking Services</li> <li>2016 - present - Chairman of the Board, SF Corporation Plc./ operator of movie theaters</li> <li>2016 - present - Chairman of the Board and Chairman of Executive Board, Meister Technik Co., Ltd. (Audi Thailand)/ Importer, distributor and Services Center of Audi</li> <li>2016 - present - Chairman of the Board and Chairman of Executive Board, Suplaor Co., Ltd./ Real estate</li> <li>2016 - present - Chairman of the Board and Chairman of Executive Board, Autobliss Co., Ltd./ sale of new automotive and maintenance</li> <li>2013 - present - Vice Chairman of the Board, MuangThai Group Holding Co., Ltd./ Holding Company</li> <li>2011 - present - Vice Chairman of the Board, Pruksa Clinic Co., Ltd./ General Practitioner Clinic</li> <li>2010 - present - Vice Chairman of the Board, Muang Thai Life Assurance Plc./ Insurance Business</li> <li>1995 - present - Director, Thavee Pramote Co., Ltd./ rental of real estate</li> </ul>	
<b>Work Experience for the Past 5 years</b>	<ul style="list-style-type: none"> <li>2016 - 2020 - Director, Muang Thai Insurance Plc.</li> <li>1996 - 2018 - Director, Pruetthada Co., Ltd.</li> <li>2013 - 2015 - Vice Chairperson, Kasikornbank Plc.</li> <li>2012 - 2013 - Chairman of the Board, Kasikorn Securities Plc.</li> <li>2010 - 2013 - Senior Executive Vice President, Kasikornbank Plc.</li> <li>2009 - 2011 - Chairman of the Board, Kasikorn Leasing Plc.</li> </ul>	
<b>Shareholding in Loxley</b>	<ul style="list-style-type: none"> <li>- Own : None</li> <li>- Spouse or Underage Children : None</li> </ul>	
<b>Family Relationship among Executives</b>	Nephew of Mr. Dhongchai Lamsam, Cousin of Mr. Vasant Chatikavanij, Mr. Suroj Lamsam and Mr. Chalermchoke Lamsam	

**12. Mr. Suroj Lamsam****Age 58, Nationality - Thai**

<b>Position</b>	<ul style="list-style-type: none"> <li>- Director</li> <li>- CEO &amp; President</li> </ul>	
<b>Term of office</b>	<ul style="list-style-type: none"> <li>- Since 27 April 2004</li> <li>- Since 1 January 2020</li> </ul>	
<b>Education/ Training</b>	<ul style="list-style-type: none"> <li>- Master Degree (Business Administration), Sasin Graduate Institute of Business Administration</li> <li>- Master Degree (Communications), New York University, U.S.A.</li> <li>- Bachelor Degree (Marketing and Consumer Studies), Syracuse University, Syracuse, U.S.A.</li> <li>- Director Accreditation Program 40/2005, Thai Institute of Directors Association (IOD)</li> <li>- The National Defence Course Class 61, National Defence College</li> <li>- Advanced Certificate Course in Public Economic Management for Executives Class 1, King Prajadhipok's Institute</li> </ul>	
<b>Expertise</b>	Business Administration, Strategy and Organization Management, Sale and Marketing, International Trading, Information Technology Management, Finance and Banking	
<b>Listed Companies (3)</b>	2022 - present      - Risk Oversight Committee Member, Kasikornbank Plc./ Financial Services 2021 - present      - Director, Kasikornbank Plc./ Financial Services 2020 - present      - Chief Executive Officer and President, Loxley Plc./ Technology and trading business 2017 - present      - Director, QTC Energy Plc./ Manufacturing and distributing of Electrical transformers and services	
<b>Non-Listed Companies/ Other Business (29)</b>	2021 - present      - Director, The Thai Chamber of Commerce 2020 - present      - Chairman of the Board, L Food Solutions Co., Ltd./ Food services 2019 - present      - Director, AOT Aviation Security Co., Ltd./ Security services 2019 - present      - Managing Director, LB EV Co., Ltd./ Manufacturing and trading electricity Automotive 2018 - present      - Chairman of the Board, The Foodsource Co., Ltd./ Import, wholesale and retail of food material and produce food products 2018 - present      - Director, Siamsumut Warin Co., Ltd./ Import, wholesale and distribution of food ingredients and food products 2018 - present      - Director, Loxley Joint and Hold Co., Ltd./ Holding Company 2018 - present      - Director, BP-Castrol (Thailand) Limited/ Lubricant oil sales and distribution business 2017 - present      - Director, Car Convenie Co., Ltd./ Car paint and body repair services 2017 - present      - Chairman of the Board, Loxbit Plc./ Information and communication technology services 2017 - present      - Director, ASM Security Management Co., Ltd./ Security services 2016 - present      - Director, Loxley GTECH Technology Co., Ltd./ Sale and services of information technology and online lottery system 2016 - present      - Director, Loxley Trading Co., Ltd./ Trading of consumer products 2016 - present      - Director, Loxley Global Co., Ltd./ Holding company 2011 - present      - Director, Loxley Mobile Co., Ltd./ Sale and services of prepaid cash card 2008 - present      - Managing Director, Loxley Property Development Co., Ltd./ Real Estate rental business 2008 - present      - Managing Director, Data Mining Co., Ltd./ Services of Information technology equipment and computer systems 2005 - present      - Director, Ekpavee Co., Ltd./ Holding Company 2000 - present      - Managing Director, Thai Gateway Co., Ltd./ Trading of Telecommunication equipment 1999 - present      - Director, Thanakorn Vegetable Oil Co., Ltd./ Manufacturing and sales of vegetable oil 1999 - present      - Director, Lamsam Estate Co., Ltd./ Holding Company	



<b>Non-Listed Companies/ Other Business (29)</b>	Present <ul style="list-style-type: none"> <li>- Director, Phatra Samphant Co., Ltd./ Holding Company</li> <li>- Director, Point Asia Land Development Co., Ltd./ Geological services</li> <li>- Director, Suroj Co., Ltd./ Manufacture of paper containers</li> <li>- Director, Chana Porn Co., Ltd./ Property rental business</li> <li>- Director, Ruam Samphant Co., Ltd./ Holding Company</li> <li>- Director, Vontarn Co., Ltd./ Land Development</li> <li>- Director, Satera Pattana Co., Ltd./ Holding Company</li> <li>- Director, Surudee Co., Ltd./ Holding Company</li> </ul>
<b>Work Experience for the Past 5 years</b>	2019 - Jul 2023 - Chairman of the Board, Dole Thailand Ltd. 2021 - 2022 - Human Resources and Remuneration Committee Member, Kasikornbank Plc. 2019 - 2021 - Director, CHL EV Co., Ltd. 2017 - 2019 - President, Loxley Plc. 2018 - 2019 - Director, Lox Trade Specialty Innovation Co., Ltd. 2012 - 2019 - Managing Director, L Food Solutions Co., Ltd. 1997 - 2019 - Chairman of the Board, L Business Process Outsourcing Ltd. 2004 - 2016 - Senior Executive Vice President, Loxley Plc. 1999 - 2016 - Director, Loxley Orbit Plc.
<b>Shareholding in Loxley</b>	<ul style="list-style-type: none"> <li>- Own : 13,150,595 shares or 0.58%</li> <li>- Spouse or Underage Children : None</li> </ul>
<b>Family Relationship among Executives</b>	Nephew of Mr. Dhongchai Lamsam, Cousin of Mr. Vasant Chatikavanij, Mr. Krisada Lamsam and Mr. Chalermchoke Lamsam

**13. Mr. Chalermchoke Lamsam****Age 50, Nationality - Thai**

<b>Position</b>	<ul style="list-style-type: none"> <li>- Director</li> <li>- Managing Director</li> </ul>	
<b>Term of office</b>	<ul style="list-style-type: none"> <li>- Since 22 December 2010</li> <li>- Since 1 January 2017</li> </ul>	
<b>Education/ Training</b>	<ul style="list-style-type: none"> <li>- Bachelor of Commerce and Accountancy, Chulalongkorn University</li> <li>- MBA., Seattle University, U.S.A.</li> <li>- Public Administration and Public Laws, King Prajadhipoks Institute</li> <li>- Director Accreditation Program 106/2013, Thai Institute of Directors Association (IOD)</li> </ul>	
<b>Expertise</b>	Business Management, Commerce, Finance, Accounting and Project Management	
<b>Listed Companies (1)</b>	2017 - present - Managing Director, Loxley Plc./ Technology and trading business	
<b>Non-Listed Companies/ Other Business (23)</b>	<ul style="list-style-type: none"> <li>2019 - present - Director, AOT Aviation Security Co., Ltd./ Security services</li> <li>2018 - present - Director, NS BlueScope (Thailand) Limited/ Manufacture and sale of cold rolled steel</li> <li>2018 - present - Director, NS BlueScope Lysaght (Thailand) Limited/ Manufacture and sales of steel roofing</li> <li>2017 - present - Director, BlueScope Buildings (Thailand) Limited/ Manufacture and sales of semi-prefabricated steel buildings</li> <li>2017 - present - Director, Loxbit Plc./ Information and Communication technology services</li> <li>2017 - present - Director, L Food Solutions Co., Ltd./ Food services</li> <li>2017 - present - Director, L-Elevator and Engineering Co., Ltd./ Sale and Installation of elevators and escalators</li> <li>2017 - present - Director, ASM Security Management Co., Ltd./ Security services</li> <li>2017 - present - Director, Phuket Smart Bus Co., Ltd./ Bus transporting services</li> <li>2016 - present - Director, L Solar 3 Co., Ltd./ Manufacture and distribute electricity from solar power</li> <li>2016 - present - Director, Loxley System Integrator Co., Ltd./ Total Solutions and system integrator in Telecommunications</li> <li>2015 - present - Director, LB EV Co., Ltd./ Assembling and sales of electric vehicles</li> <li>2015 - present - Chairman, Loxley Power Systems Co., Ltd./ Construction Power substation and transmission systems</li> <li>2014 - present - Director, Lego99 Co., Ltd./ Solar power plants</li> <li>2013 - present - Director, LS Technology Solutions Co., Ltd./ Security technology solutions provider</li> <li>2012 - present - Director, Green Natural Products Co., Ltd./ Manufacture and sales of kaffir oil, essential oil and other healthcare products</li> <li>2011 - present - Director, Loxley Mobile Co., Ltd./ Sales and services of various prepaid electronics cash card</li> <li>2010 - present - Director, Loxley Property Development Co., Ltd./ Real Estate rental business</li> <li>2005 - present - Director, Thai Fiber Optics Co., Ltd./ Manufacture of fiber optic</li> <li>2005 - present - Director, Ekpavee Co., Ltd./ Holding Company</li> <li>2002 - present - Director, Loxley Evolution Technology Co., Ltd./ Security Technology Solutions provider and system Integration services</li> <li>2000 - present - Director, Loxley International Co., Ltd./ Provide maintenance services for computer, communication systems and project consultant</li> <li>Present - Director, Point Asia Land Development Co., Ltd./ Geological services</li> </ul>	

<b>Work Experience for the Past 5 years</b>	<ul style="list-style-type: none"> <li>2014 - 2022 - Director, GMP (Thailand) Co., Ltd.</li> <li>2017 - 2021 - Director, CHL EV Co., Ltd.</li> <li>2010 - 2018 - Director, L Solar 1 Co., Ltd.</li> <li>2010 - 2018 - Director, Loxley Wireless Plc.</li> <li>2014 - 2017 - Director, SLA Asia Co., Ltd.</li> <li>2012 - 2017 - Director, Loxley Business Innovation Co., Ltd.</li> <li>2011 - 2017 - Director, L Force 1 Co., Ltd.</li> <li>2005 - 2017 - Director, L-TAG Technologies Co., Ltd.</li> <li>1998 - 2017 - Director, LTS Travel Service Co., Ltd.</li> <li>2010 - 2016 - Senior Executive Vice President, Loxley Plc.</li> <li>2008 - 2010 - Executive Vice President, Loxley Plc.</li> </ul>
<b>Shareholding in Loxley</b>	<ul style="list-style-type: none"> <li>- Own : 9,876,688 shares or 0.44%</li> <li>- Spouse or Underage Children : 3,920,437 shares or 0.17%</li> </ul>
<b>Family Relationship among Executives</b>	Son of Mr. Dhongchai Lamsam, Cousin of Mr. Vasant Chatikavanij, Mr. Krisada Lamsam and Mr. Suroj Lamsam

14. Mr. Supat Karachalkul		Age 58, Nationality - Thai
<b>Position</b>	<ul style="list-style-type: none"> <li>- First Executive Vice President</li> <li>- Chief Financial Officer (the person taking the highest responsibility in finance and accounting)</li> </ul>	
<b>Term of office</b>	<ul style="list-style-type: none"> <li>- Since 1 January 2017</li> <li>- Since 1 January 2011</li> </ul>	
<b>Education/ Training</b>	<ul style="list-style-type: none"> <li>- B.A. Accountancy, Assumption University</li> <li>- LLB, Laws, Thammasat University</li> <li>- Director Accreditation Program 99/2012, Thai Institute of Directors Association (IOD)</li> <li>- Director Certification Program 168/2013, Thai Institute of Directors Association (IOD)</li> <li>- Successful Formulation &amp; Execution of Strategy (SFE 18/2013)</li> <li>- How to Measure the Success of Corporation Strategy (HMS 2/2013)</li> <li>- Anti-Corruption for Executive Program 12/2014</li> <li>- IOD's 3rd National Director Conference 2014 "Improving Corporate Governance : Key to Advancing Thailand"</li> <li>- Director Certification Program 3/2015, Thai Institute of Directors Association (IOD)</li> <li>- Chief Financial Officer Certification Program CFO Class 19, Federation of Accounting Professions</li> <li>- Strategic CFO In Capital Markets Program Class 5, The Stock Exchange of Thailand</li> <li>- Updated on new version of Thai Financial Reporting Standards (TFRS) for using in 2019 and 2020 (Class 1/2018), Federation of Accounting Professions</li> <li>- Overall of Thai Financial Reporting Standards (TFRS) Class 4, Federation of Accounting Professions</li> <li>- Overall of Thai Standards on Auditing Class 2/2019, Federation of Accounting Professions</li> </ul>	
<b>Expertise</b>	Accounting, Finance and Law	
<b>Listed Companies (1)</b>	2017 - present - First Executive Vice President, Loxley Plc./ Technology and trading business 2011 - present - Chief Financial Officer, Loxley Plc./ Technology and trading business	
<b>Non-Listed Companies/ Other Business (8)</b>	2018 - present - Director, Loxley Trading Co., Ltd./ Sale of consumer products 2018 - present - Director, The Foodsource Co., Ltd./ Import, whole sell and retail of food material and produce food products 2018 - present - Independent Director, Built Land PCL./ Development of real estates business 2017 - present - Director, Loxbit Plc./ Information and communication technology services 2014 - present - Director, Rutnin Eye Hospital/ Hospital Business 2013 - present - Director, Loxley Property Development Co., Ltd./ Real Estate rental business 2006 - present - Director, Loxley Global Co., Ltd./ Holding Company 2006 - present - Director, ASM Security Management Co., Ltd./ Security services	
<b>Work Experience for the Past 5 years</b>	2014 - 2021 - Director, Car Convenie Co., Ltd. 2013 - 2021 - Director, LS Technology Solutions Co., Ltd. 2018 - 2019 - Director, Siamsamut Warin Co., Ltd. 2010 - 2017 - Director, L Solar 1 Co., Ltd.	
<b>Shareholding in Loxley</b>	<ul style="list-style-type: none"> <li>- Own : None</li> <li>- Spouse or Underage Children : None</li> </ul>	
<b>Family Relationship among Executives</b>	None	

15. Mr. Pattara Pojanapanich		Age 59, Nationality - Thai
<b>Position</b>	First Executive Vice President	
<b>Term of office</b>	Since 1 January 2021	
<b>Education/ Training</b>	<ul style="list-style-type: none"> <li>- Master of Business Administration, University Of Central Oklahoma, U.S.A.</li> <li>- Bachelor of Political Science, Thammasat University</li> <li>- Developing Relationships among Executives Course (Batch 6), Directorate of Civil Affairs</li> <li>- Politics &amp; Governance in Democratic Systems for Executives (Batch 15), King Prajadhipok's Institute</li> <li>- Diploma, National Defence College, The National Defence Course Class 60</li> <li>- Director Accreditation Program (DAP) 180/2021 Thai Institute of Directors Association (IOD)</li> </ul>	
<b>Expertise</b>	Business Administration	
<b>Listed Companies (1)</b>	2021 - present - First Executive Vice President, Loxley Plc./ Technology and trading business	
<b>Non-Listed Companies/ Other Business</b>	None	
<b>Work Experience for the Past 5 years</b>	2021 - 2023 - Director, L Elevator & Engineering Co., Ltd. 2017 - 2020 - Executive Vice President, Loxley Plc. 2012 - 2016 - Senior Vice President, Loxley Plc. 2011 - 2017 - Director, L Force 1 Co., Ltd.	
<b>Shareholding in Loxley</b>	<ul style="list-style-type: none"> <li>- Own : None</li> <li>- Spouse or Underage Children : 560,369 shares or 0.02%</li> </ul>	
<b>Family Relationship among Executives</b>	None	

**16. Mr. Ouychai Rangchaikul, Ph.D.****Age 53, Nationality - Thai**

<b>Position</b>	First Executive Vice President
<b>Term of office</b>	Since 1 January 2021
<b>Education/ Training</b>	<ul style="list-style-type: none"> <li>- Ph.D. in Public Administration, Mahachulalongkornrajavidyalaya University</li> <li>- M.B.A. Assumption University</li> <li>- Certificate of Business Management, King's College London</li> <li>- B.B.A. Assumption University</li> <li>- Security Management and Leadership for Executive Program (SML) Class 5/2023, The Association of National Defence College of Thailand Under Royal Patronage of His Majesty</li> <li>- Role of Chairman Program (RCP) Class 55/2023, Thai Institute of Directors (IOD)</li> <li>- Director Leadership Certificate Program (DLCP) Class 1/2021, Thai Institute of Directors (IOD)</li> <li>- Advanced Certificate Course in Politics and Governance in Democratic Systems for Executives Class 24/2020, The College of Politics and Governance, King Prajadhipok's Institute</li> <li>- Director Certification Program (DCP) Class 278/2019, Thai Institute of Directors (IOD)</li> </ul>
<b>Expertise</b>	Business Administration, Sale and Marketing
<b>Listed Companies (1)</b>	2021 - present - First Executive Vice President, Loxley Plc./ Technology and trading business
<b>Non-Listed Companies/ Other Business (10)</b>	2023 - present - Director, Mae Arun Food Co., Ltd./ Manufacture of other processed spices, sauces, condiments and other cooking products 2022 - present - Director, Pailin Seaport Co., Ltd./ Wholesale of other food products 2022 - present - Director, Green Natural Product Co., Ltd./ Manufacture and distribute citrus essential oil 2021 - present - Retail and Services Committee/ Board of Trade of Thailand 2021 - present - Processed Food and Future Food Committee/ Board of Trade of Thailand 2021 - present - Border Trade Committee/ Board of Trade of Thailand 2021 - present - Director, Thailand-Vietnam Business Council 2018 - present - Managing Director, Loxley Trading Co., Ltd./ Trading of consumer products 2018 - present - Managing Director, The Foodsource Co., Ltd./ Import, wholesale and retail of food material and produce food products 2018 - present - Director, Siamsamut Warin Co., Ltd./ Import, wholesale and distribution of food ingredients and food products
<b>Work Experience for the Past 5 years</b>	2013 - 2018 - Executive Vice President, KCG Corporation Plc. - Executive Vice President of Marketing, Lamsoon Plc. - Executive Vice President of Marketing, Universal Food Plc. - Senior Director, King Power International Co., Ltd. - General Manager, Tipco Foods Plc. - Trade Marketing Manager, Colgate-Palmolive (Thailand) Limited - Category Manager, Premier Marketing Plc. - Brand Manager, Sahapathanapibul Plc.
<b>Shareholding in Loxley</b>	- Own : None - Spouse or Underage Children : None
<b>Family Relationship among Executives</b>	None



17. Mr. Panu Khongthon		Age 55, Nationality - Thai
<b>Position</b>	Executive Board Member	
<b>Term of office</b>	Since 1 January 2022	
<b>Education/ Training</b>	<ul style="list-style-type: none"> <li>- M.B.A. Southeast Asia University</li> <li>- Bachelor Degree in Electrical Engineering, King Mongkut's University of Technology North Bangkok</li> <li>- Director Accreditation Program (DAP) Class 194/2022, Thai Institute of Directors Association (IOD)</li> </ul>	
<b>Expertise</b>	Engineering and Project Management	
<b>Listed Companies (1)</b>	2022 - present - Executive Board Member, Loxley Plc./ Technology and trading business	
<b>Non-Listed Companies/ Other Business (1)</b>	2022 - present - Managing Director - Loxley Power Systems Co., Ltd./ Construction of power substations and transmission system	
<b>Work Experience for the Past 5 years</b>	2017 - 2021 - Vice President, Power Infra. Dept., Loxley Plc. 2017 - 2021 - Vice President, Senior Vice President, Deputy Managing Director, Loxley Power Systems Co., Ltd.	
<b>Shareholding in Loxley</b>	<ul style="list-style-type: none"> <li>- Own : None</li> <li>- Spouse or Underage Children : None</li> </ul>	
<b>Family Relationship among Executives</b>	None	

18. Mr. Ali Aljunied		Age 59, Nationality - Singaporean
<b>Position</b>	Executive Board Member	
<b>Term of office</b>	Since 1 January 2022	
<b>Education/ Training</b>	<ul style="list-style-type: none"> <li>- Business Studies, Institute of Commercial Management (UK)</li> <li>- Director Accreditation Program (DAP) Class 193/2022, Thai Institute of Directors Association (IOD)</li> <li>- Company Secretary Program, Thai Institute of Directors Association (IOD)</li> </ul>	
<b>Expertise</b>	Business Administration, Finance and Accounting and Investment Analysis	
<b>Listed Companies (1)</b>	2022 - present - Executive Board Member, Loxley Plc./ Technology and trading business	
<b>Non-Listed Companies/ Other Business (10)</b>	2023 - present - Chief Financial Officer, Loxbit Plc./ Computer, Information and communication technology services 2022 - present - Director, K2 Venture Capital Co., Ltd./ Venture Capital 2022 - present - Director, TLK2 Management Co., Ltd./ Investment by shareholding in the company which operation in technology business 2022 - present - Director, Mobile Innovation Co., Ltd./ Real time vehicles tracking management system provider Present - Director, MOCAP Co., Ltd./ Outsourcing contact center - Director, Thai Gateway Co., Ltd./ Trading of Telecommunication equipment - Director, Loxley Wireless Plc/ Sales and service of telecommunication and information technology system - Director, Loxley Orbit Plc./ Telecommunication and Computerized database service - Director, Loxley Simulation Technology Co., Ltd/ Import, export and distribution, virtual learning services and system development - Director, Travel Ads Network (Thailand) Co., Ltd./ Provide digital platform services for tourism and hospitality sectors in Thailand and the region	
<b>Work Experience for the Past 5 years</b>	2022 - 2023 - President, Loxbit Plc. 2003 - 2022 - Financial Director, Loxbit Plc.	
<b>Shareholding in Loxley</b>	<ul style="list-style-type: none"> <li>- Own : None</li> <li>- Spouse or Underage Children : None</li> </ul>	
<b>Family Relationship among Executives</b>	None	

19. Mr. Pongsak Bureetan		Age 54, Nationality - Thai
<b>Position</b>	Vice President, Statutory Accounting and Reporting Department (The person who assigned to be responsible directly in accounting that has qualifications and conditions of being an Accountant according to the Rules of the Department of Business Development)	
<b>Term of office</b>	Since 1 January 2022	
<b>Education/ Training</b>	<ul style="list-style-type: none"> <li>- Bachelor of Business Administration, Accounting, Ramkhamhaeng University</li> <li>- Courses on the Accounting Standards and Business Tax amounting 12 hours.</li> </ul>	
<b>Expertise</b>	Accounting/ Business Taxation	
<b>Listed Companies (1)</b>	2021 - present - Vice President, Statutory Accounting & Reporting Dept., Loxley Plc./ Technology and trading business	
<b>Non-Listed Companies/ Other Business</b>	None	
<b>Work Experience for the Past 5 years</b>	2017 - 2021 - Assistant Vice President, Accounting Management Dept., Loxley Plc.	
<b>Shareholding in Loxley</b>	<ul style="list-style-type: none"> <li>- Own : None</li> <li>- Spouse or Underage Children : None</li> </ul>	
<b>Family Relationship among Executives</b>	None	

**20. Mrs. Manisara Janewithayapun****Age 56, Nationality - Thai**

<b>Position</b>	Company Secretary
<b>Term of office</b>	Since 1 January 2022
<b>Education/ Training</b>	<ul style="list-style-type: none"> <li>- Bachelor of Science (1<sup>st</sup> Class Honors), Psychology, Kasetsart University</li> <li>- Master of Science in Industrial Psychology (1<sup>st</sup> Class Honors), Kasetsart University</li> <li>- Directors Certification Program 349/2023, Thai Institute of Directors Association (IOD)</li> <li>- Company Secretary Program 116/2021, Thai Institute of Directors Association (IOD)</li> <li>- Insight in SET : Understanding for Sustainable Growth in the Stock Market 3/2023, The Stock Exchange of Thailand (SET)</li> <li>- The Occupational Safety, Health, and Environment Committee Training Course</li> <li>- Leadership Attitude with Growth Mindset</li> <li>- Executive Development Program</li> <li>- Certified Course : DISC Personality Test and Assessment</li> <li>- Career Development &amp; Succession Plan</li> <li>- SET Sustainability Reporting Guide Usage Corresponding to ESG Metrics, Standard and Industrial Level, The Stock Exchange of Thailand (SET)</li> <li>- Company Secretary Professional Development Program, 2022, Thai Listed Companies Association</li> <li>- Anti-Corruption the Practical Guide (ACPG), Thai Institute of Directors Association</li> <li>- Climate Change and Financial Reporting Impacts, KPMG Phoomchai Holdings Co., Ltd.</li> </ul>
<b>Expertise</b>	Human Resource Management, Organizational Planning and Corporate Strategy
<b>Listed Companies (1)</b>	2022 - present <ul style="list-style-type: none"> <li>- Vice President, Office of Company Secretary, Loxley Plc./ Technology and trading business</li> <li>- Company Secretary, Loxley Plc./ Technology and trading business</li> </ul>
<b>Non-Listed Companies/ Other Business (2)</b>	2020 - present <ul style="list-style-type: none"> <li>- Director, Loxley Mobile Co., Ltd./ Sales and services of prepaid card</li> </ul> 2019 - present <ul style="list-style-type: none"> <li>- Director, Jayoun (Thailand) Co., Ltd./ Manufacture of perfumes, fragrances and cosmetics</li> </ul>
<b>Work Experience for the Past 5 years</b>	2016 - 2021 <ul style="list-style-type: none"> <li>- Assistant Vice President, Office of the President, Loxley Plc.</li> </ul> 2014 <ul style="list-style-type: none"> <li>- Head of Operation Development Section, Symphony Communication Plc.</li> </ul> 2003 - 2009 <ul style="list-style-type: none"> <li>- Head of Product and Service Development Division, TT&amp;T Subscriber Services Co., Ltd.</li> <li>- Senior Manager, Sales and Marketing department, TT&amp;T Plc.</li> </ul> 1994 - 2002 <ul style="list-style-type: none"> <li>- Head of Human Resource Development Division, TT&amp;T Plc.</li> </ul>
<b>Shareholding in Loxley</b>	<ul style="list-style-type: none"> <li>- Own : None</li> <li>- Spouse or Underage Children : None</li> </ul>
<b>Family Relationship among Executives</b>	None

# Attachment 2

## Information of Directors' Positions in the Related Parties as of 31 December 2023

Company  Director		Direct and Indirect Subsidiaries																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																										
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Remarks : C = Chairman C1 = Chief Executive Officer VC = Vice Chairman P = President MD = Managing Director M = Managing Director for subsidiaries  
M2 = Chairman of the Executive Board (CEO) / = Director// = First Executive Vice President /// = Executive Board Member  
CA = Chairman of the Audit Committee A = Audit Committee Member I = Independent Director F = Chief Financial Officer  
(Director No. 1-2 and 8-12 are directors who have the authorizes to sign and binding the Company specified in Company's Certificate.)

		Company	Director	Direct and Indirect Joint ventures	Direct and Indirect Associates															
					1. LS Technology Solutions Company Limited	2. Loxley & AIT Holding Co., Ltd.	1. DM-Loxley Co.,Ltd.	2. Travel Ads Network (Thailand) Co., Ltd.	3. Loxley GTECH Technology Co., Ltd.	4. Thanthiya Technology Co. Ltd.	5. CHL EV Co., Ltd. (Formerly L Auto motive co., Ltd)	6. Mobile Innovation Co., Ltd.	7. Foseco (Thailand) Limited	8. Car Convenie Co., Ltd.	9. NS Bluescope (Thailand) Limited	10. NS Bluescope Lysaght (Thailand) Limited	11. Bluescope Building (Thailand) Co., Ltd.	12. K 2 Venture Capital Co., Ltd.	13. TLK 2 Management Co., Ltd.	14. AOT Aviation Security Company Limited
1	Mr. Dhongchai Lamsam												/	/					/	
2	Mr. Suebrakul Soonthornthum									C		/	/	/					/	
3	Mr. Supavud Saicheua,Ph.D.																			
4	Prof. Rawat Chamchaleram,Ph.D.																			
5	Mrs. Nattaporn Phan-Udom,Ph.D.																			
6	Mr. Surapol Srangsomwong																			
7	Mr. Chatmongkol Peetathawatchai,Ph.D.																			
8	Mr. Vasant Chatikavanij			/		/				/										
9	Mr. Petch Wanglee																			
10	Mr. Krisada Lamsam																			
11	Mr. Suroj Lamsam					/					/							/	/	
12	Mr. Chalermchoke Lamsam	/										/	/	/				/		
13	Mr. Supat Karachalkul																			
14	Mr. Pattara Pojanapanich							/												
15	Mr. Ouychai Rangchaikul,Ph.D.																			
16	Mr. Panu Khongthon																			
17	Mr. Ali Aljunied				/					/						/	/			/

Remarks : C = Chairman / = Director



		Other Related Parties																								
		Company	Director	1.	2.	3.	4.	5.	6.	7.	8.	9.	10.	11.	12.	13.	14.	15.	16.	17.	18.	19.	20.	21.	22.	23.
				1. Thanakorn Vegetable Oil Products Co., Ltd.	2. L-TAG Technologies Company Limited	3. Zin Suapah Company Limited	4. L Business Process Outsourcing Co., Ltd.	5. LOC Thai Joint Stock Company	6. Loxley International Company Limited	7. Eximet Co., Ltd.	8. Muang Thai Life Assurance Public Company Limited	9. GMP (Thailand) Co., Ltd.	10. MappointAsia (Thailand) Public Company Limited	11. The Lamsam Estate Co., Ltd.	12. Mainstay Property Solutions & Security Services Co., Ltd.	13. Phatra Leasing Public Company Limited	14. Phuket Smart Bus Co., Ltd.	15. Jayoun (Thailand) Co., Ltd.	16. NP PointAsia Co., Ltd.	17. LN Siam Co.,Ltd.	18. NS BlueScope Services (Thailand) Limited	19. QTC Energy Public Company Limited	20. SF Corporation Public Company Limited	21. Market Boomer (Thailand) Co.,Ltd.	22. C E S Company Limited	23. Kasikornbank Public Company Limited
1	Mr. Dhongchai Lamsam					/			C2					/							/					
2	Mr. Suebtrakul Soonthornthum					/										CA					/					
3	Mr. Supavud Saicheua,Ph.D.																									
4	Prof. Rawat Chamchalerm,Ph.D.																									
5	Mrs. Nattaporn Phan-Udom,Ph.D.										/															
6	Mr. Surapol Srangsomwong																									
7	Mr. Chatmongkol Peetathawatchai,Ph.D.																									
8	Mr. Vasant Chatikavanij								/	/														/		
9	Mr. Petch Wanglee	M																						/		
10	Mr. Krisada Lamsam			/							VC			M									C			
11	Mr. Suroj Lamsam	/												/								/			/	
12	Mr. Chalermchoke Lamsam								/								/									
13	Mr. Supat Karachalkul																									
14	Mr. Pattara Pojanapanich																									
15	Mr. Ouychai Rangchaikul,Ph.D.																									
16	Mr. Panu Khongthon																									
17	Mr. Ali Aljunied																		/							

Remarks : C = Chairman C2 = Chairman of the Executive Board VC = Vice Chairman M = Managing Director / = Director  
CA = Chairman of the Audit Committee

## Information of Directors' Positions in the Subsidiaries as of 31 December 2023

Company  	
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Remarks : C = Chairman C1 = Chief Executive Officer C2 = Chairman of the Executive Board M = Managing Director / = Director

## Information of Directors' Positions in the Subsidiaries as of 31 December 2023 (Continued)

		Direct and Indirect Subsidiaries																																					
		35. Phraesam Green Holding Co., Ltd.	34. Pailin Seaport Co., Ltd.	33. Siam Samut Wain Co., Ltd.	32. WSN Company Limited	31. ASM Training Company Limited	30. ASM Profesional Co., LTD.	29. Loxley Simulation Technology Co.,Ltd.	28. L Hardware & Services Co., Ltd.	27. Professional Computer Company Limited	26. Thai Gateway Company Limited	25. NetOne Network Solution Co., Ltd.	24. Socete Commercial Lao	23. Loxley Trading Co., Ltd	22. Lego 99 Co., Ltd.	21. Loxley Global Co., Ltd.	20. L Solar 3 Co.,Ltd.	19. Loxley Evolution Technology Co., Ltd.	18. Green Natural Product Co., Ltd.	17. Loxley Wireless Public Company Limited	16. Loxley Property Development Co., Ltd	15. LB EV Co., Ltd.	14. Thai Fiber Optics Company Limited	13. The FoodSource Co., Ltd.	12. ASM Security Management Co., Ltd.	11. Loxley System Integrator Company Limited	10. Loxley Engineering Co., Ltd.	9. L-Elevator and Engineering Co., Ltd	8. Loxley Power Systems Co., Ltd.	7. Loxley Business Innovation Co., Ltd.	6. L Food Solutions Company Limited	5. Loxley Mobile Company Limited	4. Loxley Joint and Hold Co., Ltd.	3. Data Mining Co., Ltd.	2. Loxley Orbit Public Company Limited	1. Loxbit Public Company Limited			
Company	Director	40	Mr. Kim Pun Wong													/																							
		41	Mr. Kittti Jongcharoenkijjarn																																				
		42	Mr. Suntad Yingyong													/																							
		43	Mr. Udomsak Kaewsiri													/																							/
		44	Mr. Oudet Souvannavong												M																								
		45	Mr. Viphet Sihachakr												/																								
		46	Mr. Ty Leeaphorn												/																								
		47	Mrs. Manichan Phommachack												/																								
		48	Mrs. Sangmanee Viyagate												/																								
		49	Miss Teeraya Kritsadapong												/																								
		50	Mr. Valentorn singkarlvanch															/																					
		51	Miss Nishapa Rueangrat															/																					
		52	Mrs. Kosoom Sinphurmsukskul												/																								
		53	Mr. Adul Premprasert													/																							
		54	Mrs. Manisara Janewithayapun					/																															
		55	Mr. Wanchai Anantanasakul																											/									
		56	Mr. Surapong Paveena-Aichart												/																								
		57	Mr. Chakree Petchphichetchian							/																													
		58	Miss Jinda Vanisvatanyou																M																				
		59	Mr. Ahichart Nopmuang														/																						
		60	Mr. Ruji Sangkawibha																																/				
		61	Miss Unchulee Jaiboon																															/					
		62	Miss Napaporn Mettagitto																																			/	
		63	Mrs. Kannika Mahapakulchai				/																						/										
		64	Miss Nopparat Supadulchai							/																													
		65	Miss Sdanatcha Maidum									/						/																					
		66	Mr. Srihanath Lamsam	/																																			
		67	Mr. Gun Silpikul			/																							/										
		68	Miss Chayanisa Rattanakij					/												/											/								
		69	Miss Samitta Tinnam							/									/																				
		70	Mrs. Suphattra Busarakul								/																												
		71	Acting Sub Lt. Naruebodin Lertsirirapa								/																												
		72	Mr. Poj Pojanapanich									/																											
		73	Mr. Paitoon Asawateenanunt										/																										
		74	Mr. Pratya Indranupakorn																/																				
		75	Mrs. Supawadee Pasokpakdee																																/				
		76	Mr. Anusone Ruthaiyanont												/																								

Remarks : M = Managing Director / = Director

## Attachment 3

### Information of the Head of Internal Audit and the person assigned to oversee in Company compliance

**Name :** Mrs. Preeyanuch Paiboonsithiwong  
**Position :** Senior Vice President - Internal Audit Dept.

**Educational qualifications :**

- M.S. (Accounting) - Thammasat University
- Graduate Diploma in Auditing - Thammasat University
- BBA (Accounting) with Honour from Assumption Business Administration College (ABAC)

**Other qualifications :** CPA (Thailand)

**Work experience :**

2023 - Present	Senior Vice President - Internal Audit Dept. - Loxley PLC.
2013 - 2022	Vice President - Internal Audit Dept. - Loxley PLC.
2013	Managing Director - Karmarts PLC.
2009 - 2012	Financial Controller - Bangkok Patana School
2007 - 2009	Executive Finance Manager - DKSH (Thailand) Ltd. - Fashion Apparel Business Unit
2005 - 2007	Finance Manager & Project Controller - Unisys Thailand Ltd.
1998 - 2005	Finance Manager - DKSH (Thailand) Group
1993 - 1998	Finance and Accounting Director - Distar Electric Corporation PLC.
1992 - 1993	Accounting Manager - Jack Chia - Smith & Nephew Ltd.
1988 - 1992	Senior Auditor - Price Waterhouse, Thailand

**Training :**

- Sustainability and ESG
- Risk Based Annual Plan for Internal Auditor : From P2P
- COSO 2013 Internal Control Certificate
- Personal Data Protection Act for Internal Auditor
- Auditors' Challenge to AI and Blockchain Technology
- Sustainability Risk and Materiality Analysis
- Quality Assurance and Improvement Program (QAIP) Auditing
- IT Risk and IT Governance
- Risk Management (Advanced Course)
- Business Continuity Management Systems
- IT Audit for Non - IT Auditor

**Name :** Miss Tantip Pattanawittayakul  
**Position :** Compliance Supervisor

**Educational qualifications :** Bachelor of Laws (1<sup>st</sup> Class Honors), Faculty of Law, The University of the Thai Chamber of Commerce (UTCC)

**Work experience :**

2023 - Present	Compliance Supervisor, Loxley PLC.
2006 - 2023	Legal officer/ Secretary, TPI Polene PLC.
2005 - 2006	Lawyer, APTA Law firm

**Training :**

- Criteria of Evaluation and Information disclosure according to good corporate governance guidelines (2023 CGR Workshop), Thai Institute of Directors (IOD) and The Stock Exchange of Thailand (SET)
- Guidelines for disclosing ESG information in 56-1 One Report, Thai Listed Companies Association (TLCA)
- The Impact of climate change on businesses, Thai Investors Association (TIA)
- Creating ESG DNA for Employees, Personnel Management Association of Thailand (PMAT) and The Stock Exchange of Thailand (SET)
- Preparing of Conflict of Interest report and the use of inside information policy, Thai Listed Companies Association (TLCA)
- Risk Management Training Y2024, PricewaterhouseCoopers ABAS Ltd (“PwC”)
- Cyber Risk 2023, Thai Listed Companies Association (TLCA)
- AGM Notice/Board Resolution, Thai Listed Companies Association (TLCA)

**Responsibilities :**

- Promote and disseminate the criteria, laws, and regulations pertaining to corporate governance for the acknowledgment of individuals and entities involved.
- Oversee, coordinate, and supervise the company and its subsidiaries to ensure that all business activities align with established criteria
- Conduct analyses and provide opinions on transactions or activities related to the business within the company group
- Prepare and compile data for the annual report
- Verify the accuracy of the content in various documents prepared to comply with relevant criteria and laws

# Attachment 4 Assets for Business Undertaking and Assets Appraisal

## 1. Assets Used in Business Operations of the Company and its subsidiaries as of December 31, 2023.

Assets Details	Ownership	Obligation	Book value-net (Million Baht) December 31, 2023	Usage
1. Lands				
1.1 Total areas of 38 rai 2 ngan 57.10 square wah consisting of	The Company	None	513	Office, branch office, distribution center, warehouse and used in operations
1.1.1 No. 2 Soi Phaholyothin 19, Chatuchak Subdistrict, Chatuchak District, Bangkok				
1.1.2 No 83, Moo 5, Baanmai, Muang Pathumthani District, Pathumthani Province and vacant land, title deed no. 3940				
1.1.3 Vacant land at Land Country Home (Ban Chang), title deed no.6802, Ban Chang, Ban Chang District, Rayong Province				
1.1.4 Vacant land, title deed no. 60411, Lak Song Subdistrict, Phasi Charoen District, Bangkok				
1.1.5 Vacant land, title deed no. 97253, Map Ta Phut, Mueang Rayong District, Rayong Province				
1.2 Total areas of 1 rai 3 ngan 24 square wah consisting of	Loxley Property Development Co., Ltd., a subsidiary	None	226	Office, branch office and used in operations
1.2.1 No. 102 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok				
2. Building and related modifications in addition to building and related modifications included in item 1. Lands	The Company and subsidiaries		112	Used in operations
2.1 Suite no. 37/29, 7 <sup>th</sup> floor, Bean Had Ouethong Condominium, Building no.37/1, Hua Hin, Hua Hin District, Prachuap Khiri Khan Province		None		
2.2 Suite no. 408/81, Phaholyothin Place, 19 <sup>th</sup> floor, Phahonyothin Road, Samsen Nai Subdistrict, Phaya Thai District, Bangkok		A subsidiary has registered a mortgage of Baht 4 million with a financial institution.		
2.3 No. 102/99 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok		None		
3. Installed decorations and office appliances	The Company and its subsidiaries	None	58	Used in operations
4. Equipment and tools and equipment for lease	The Company and its subsidiaries	None	74	Used in operations
5. Vehicles	The Company and subsidiaries	None	12	Used in operations
6. Work under construction	The Company and subsidiaries	None	13	Assets under construction
Total			1,008	



### Investment properties of the Company and subsidiaries as of December 31, 2023

Since the Group/ Company decided to lease the following lands with temporary buildings whose future purpose of using has not yet been specified and right-of-use assets according to the main lease agreement to third parties, the appraisals were done by the SEC Office's approved Independent Appraiser on consideration of the market price based on the criteria of the current active assets.

Assets Details	Ownership	Obligation	Book value-net (Million Baht) December 31, 2023	Usage
1. Vacant land, title deed no. 7995, Rama 3 Road, Klongtoey Subdistrict, Klongtoey District, Bangkok. Areas of 2 rai 2 ngan 68 square wah	Loxley Property Development Co., Ltd., a subsidiary	None	421	The object of future use has not yet been specified.
2. No. 304 Suapah Road, Pom Prap Subdistrict, Pom Prap Sattru Phai District, Bangkok (improvements and right-of-use assets.)	Related party	None	46	Rented by a third party
<b>Total</b>			<b>467</b>	

### Intangible assets

Intangible assets of the Company and subsidiaries as of 31 December 2023 and 2022 were Baht 54 million and Baht 64 million, respectively. Most of them were computer software licenses for use in the business operations of the Company and subsidiaries with an amortization period for 3-10 years.

## 2. Details of Assets Appraisal

Name	Lands		Property appraiser/ operations controller or principal appraiser	Property appraisal objectives	Report date
	Assets	Appraisal value (Million Baht)			
Loxley Public Company Limited	1. Located at No. 2 Soi Phaholyothin 19, Chatuchak Subdistrict, Chatuchak District, Bangkok 2. Located at No. 83, Moo 5, Baanmai Subdistrict, Muang Pathumthani District, Pathumthani Province and vacant land, title deed no. 3940	508	Agency for Real Estate Affairs Co., Ltd.	To measure the fair value of assets in accordance with accounting standards.	November 2021
Loxley Property Development Co., Ltd.	3. Located at No. 102 Na Ranong Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	226	Agency for Real Estate Affairs Co., Ltd.	To measure the fair value of assets in accordance with accounting standards.	December 2023
Loxley Property Development Co., Ltd.	1. Located at No. 304 Suapah Road, Pom Prap Subdistrict, Pom Prap Sattru Phai District, Bangkok (improvements include right-of-use assets.) 2. Vacant land, title deed no. 7995, Rama 3 Road, Klongtoey Subdistrict, Klongtoey District, Bangkok	460	Agency for Real Estate Affairs Co., Ltd.  Agency for Real Estate Affairs Co., Ltd.	To measure the fair value of assets in accordance with accounting standards.	November 2023  November 2023

# Attachment 5

## Corporate Governance Policy, Guidelines and Code of Conduct

The Company has published the Corporate Governance Policy, Code of Conduct and Charters on its website ([www.loxley.co.th](http://www.loxley.co.th)) under Corporate Governance Section

## Attachment 6 Report of Audit Committee

The Audit Committee of Loxley Public Company Limited consists of three independent directors who possess knowledge, competencies, experience and complete qualifications of independent directors pursuant to the criteria specified by The Securities and Exchange Commission and the Stock Exchange of Thailand, and who are not executives or employees of the Company, thereby enabling them to perform their duties independently. The Audit Committee holds regular meetings. In 2023, there were four meetings with details of attendance of each committee member as follows :

Name	Position	Meeting Attendance (Number of meeting attendance/ Number of meetings held)
1. Mr. Harit Sutabutr,Ph.D.*	Chairman of the Audit Committee	4/4
Mr. Chatmongkol Peetathawatchai,Ph.D.**	Audit Committee Member	-
2. Mr. Supavud Saicheua,Ph.D.	Audit Committee Member	4/4
3. Mrs. Nattaporn Phan-Udom,Ph.D.	Chairman of the Audit Committee***	4/4
<b>Total number of meetings in 2023</b>		<b>4</b>

Mrs. Preeyanuch Paiboonsithiwong is the secretary to the Audit Committee

Note : \* Mr. Harit Sutabutr,Ph.D. resigned from a Company's Director, effective from 30 November 2023.

\*\* The Board of Directors Meeting No. 7/2023 on 21 December 2023, resolved to appoint Mr. Chatmongkol Peetathawatchai, Ph.D. as Independent Director and Audit Committee member to replace the director who resigned, Effective from 21 December 2023, and Mr. Chatmongkol Peetathawatchai,Ph.D didnot attended in The Audit Committee Meeting 2023.

\*\*\* The Board of Directors Meeting No. 7/2023 on 21 December 2023, resolved to appoint Mrs. Nattaporn Phan-Udom,Ph.D. as Chairman of the Audit Committee

The Audit Committee has reported the outcome of each meeting to the Board of Directors to implement matters as deemed appropriate. Its core missions may be summarized as described below.

1. The committee reviewed the consolidated and separate financial statements of Loxley Public Company Limited, both quarterly and annual financial statements reviewed and audited by the auditor. It was found that the Company's consolidated and separate financial statements have been prepared in accordance with the financial reporting standards and information has been sufficiently disclosed.
2. The Company's auditor was invited to meet with the Audit Committee quarterly to listen to clarifications about the auditor's report, the outcome of the audit and review of financial statements, issues from the audit and review and recommendations regarding the internal control system and the directions of Thai financial reporting standards. The Audit Committee held one meeting with the Company's auditor without the presence of Company's management.
3. The committee reviewed the disclosure of connected transactions quarterly according to the Notification of the Securities and Exchange Commission Re : Disclosure of Information and Other Acts of Listed Companies concerning the Connected Transactions to ensure accuracy and completeness.
4. In meetings regarding administration of various aspects, the management of the Company and related subsidiaries had been invited to the meetings based on agenda items as appropriate, to present data, acknowledge observations, listen to opinions and recommendations which enhance the management efficiency for the Group.

5. The committee ensured that the Company complies with the law governing securities and exchange, regulations of the Stock Exchange of Thailand and laws applicable to the Company's business operation.
6. The committee considered, selected and nominated an independent person as the Company's auditor, and proposed remuneration for such person in 2023 before presentation thereof to the Board of Directors to seek approval from the Company's shareholders accordingly.
7. The committee reviewed and evaluated the adequacy of the Company's internal control system, provided advice to the Company to establish an effective internal control system and appropriate internal audit, as well as encouraging more efficient operational control, including encouraging systematic risk management in the Company's operations.
8. The committee approved the annual internal Audit plan, acknowledged audit findings and ensured monitoring of rectification according to the internal audit report, especially the significant issues, to ensure corporate governance.
9. The committee reviewed the suitability of the Audit Committee's Charter on a regular basis.

The Audit Committee performed its work in the previous year independently and received positive cooperation from all related parties. The Audit Committee viewed that the Company has prepared its financial reports and information was adequately disclosed in accordance with the financial reporting standards and regulations and laws related to its business operations, and found no significant issues that may affect the effectiveness of internal control, risk management and corporate governance. The Audit Committee has reported this opinion to the Board of Directors.



(Mrs. Nattaporn Phan-Udom, Ph.D.)  
Chairman of the Audit Committee

## Attachment 7 Report on Responsibilities of the Board of Directors for Financial Statements

The Board of Directors of Loxley Public Company Limited is responsible for consolidated financial statements of the Company and its subsidiaries that are provided in this Annual Report. The financial statements are prepared in accordance with Thai Financial Reporting Standards, using appropriate accounting policies that are applied on a consistent basis. The financial statements are also prepared after careful consideration and, when applicable, use of appropriate estimates and judgments. All significant information related to the accounting policies and the financial statements, including the conventions and practices used for the preparation of these financial statements, are adequately disclosed in the notes to the financial statements. The financial statements have been audited by independent certified public accountants whose unqualified opinions are stated in the audit report.

The Audit Committee, entirely comprising independent directors, has been appointed by the Board of directors, to be responsible for overseeing the quality of the Company's financial reports, internal control system and Internal audit. In this respect, the Audit Committee's opinion regarding such matters is stated in the Annual Report under the Audit Committee's Report.

The Board of Directors is of the view that the Company's overall internal control system is adequate and appropriate and can provide reasonable assurance that the financial statements of the Company, including the consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2023, are reliable pursuant to applicable financial reporting standards, and are correct, complete, and accurate according to accounting standards, relevant laws and regulations which have been reviewed by the certified public accountant.



**(Mr. Dhongchai Lamsam)**  
Chairman of the Board



**(Mr. Suroj Lamsam)**  
Chief Executive Officer

# Office locations

## Head Office

102 Na Ranong Road, Klong Toey, Bangkok 10110, Thailand

Telephone : (66) 0-2348-8000

Fax : (66) 0-2348-8001

Email : [info@loxley.co.th](mailto:info@loxley.co.th)

Website : [www.loxley.co.th](http://www.loxley.co.th)

## Branch Office

Loxley Bangkhen Building

2 Soi Phaholyothin 19, Chatuchak , Bangkok 10900, Thailand

Telephone : (66) 0-2515-8200

## Regional Office

244/2 Wua Lai Road, Hai Ya Subdistrict,

Muang Chiangmai District, Chiangmai Province 50100, Thailand

Telephone : (66) 0-5328-3238

## Warehouse

83 Moo 5, Leab Klong Rangsit Road, Baanmai Subdistrict,

Muang Pathumthani District, Pathumthani Province 12000, Thailand

Telephone : (66) 0-2019-6000-10







## **Loxley Public Company Limited**

102 Na Ranong Road. Klong Toey, Bangkok 10110, Thailand

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