

Form 56-1 One Report **2023**



Annual Report

RPCG Public Company Limited



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SUSTAINABILITY



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Message from the Chairman of the Board of Directors

To our shareholders

In 2023, I, on behalf of the Board of Directors of RPCG Public Company Limited, would like to thank shareholders, partners, customers, and financial institutions. Executives at all levels as well as all employees who have always supported the Company's operations. This year is still a year that continues to face challenges from various factors, such as the world economic situation, geographic conflicts about the war between Israel and Hamas which has an impact on energy prices and crude oil prices in the world market soared causing high inflation. Therefore, monetary policies of different countries around the world, including the Bank of Thailand, measures have been taken to continually increase interest rates thus causing the global economy to slow down within the country, Thailand is no different from other countries. There is a problem from public debt, household debt and the cost-of-living increases causing purchasing power to decrease. For an overview of the direction of the Thai economy in 2023, although there are problems and obstacles that cause the expansion of the Thai economy to be lower than expected, but there has been a gradual adjustment and there are signs of recovery in a better direction from various economic and social activities, such as people returning to work at the office. In addition, the new government has issued various measures to stimulate the government economy and welcome tourists from abroad. However, the company still closely monitoring and evaluating the situation in order to be able to operate under rapidly changing economic conditions.

Board of Directors still give importance and focus on reviewing and setting the direction, vision, mission, and strategy of the company including policies by supervising and monitoring our operations to ensure compliance with the set goals to be efficient and effective. In addition, the company places importance on the development of sustainability to cover all dimensions in terms of economy, society, environment by organizing various activities such as tree planting and waste reduction campaigns in the organization, the company believes that this approach will eventually bring benefits to the environment and help alleviate the impacts of climate and social change to create sustainability for the company's business as well as integration in business operations along with sustainable development.

However, the company is still looking for opportunities and alternative investment channels in various businesses that will help strengthen the company's business by adjusting the company's business strategy as well as emphasis will be placed on investments that continuously provide good returns in the long term. Please be confident that I, the Board of Directors and employees will intend with full strength and ability to conduct business with good governance and direction for sustainable growth and for the highest benefit of all our stakeholders.



Mr. Sajja Chanthamukul

Chairman of the Board

Board of Directors



Mr. Satja Janetumnugul
Chairman of the Board



Mr. Tawat Ungsuprasert
Director



Mr. Supapong Krishnakan
Director



Mr. Suthud Khancharoensuk
Director / Nomination and Remuneration
Committee Member



Ms. Panicha Pongsivapai
Independent Director /
Chairman of the Audit Committee /
Chairman of Nomination and Remuneration
Committee Member



Ms. Pordee Khanistanan
Independent Director /
Audit Committee Member /
Nomination and Remuneration
Committee Member



Ms. Chanida Pattanotai
Independent Director /
Audit Committee Member /
Nomination and Remuneration
Committee Member



Mr. Napon Janetumnugul
Director / Managing Director

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Business Operations and Operating Performance



Part 1 : Business Operations and Operating Performance

1) Structure and operations of the Company group

1.1 Policy and overview of business operations.

RPCG Public Company Limited (the “Company”) was established in 1995 to operate a petroleum business. Later in the year 2015, the business structure was restructured to include income primarily from holding shares in other companies (Holding Company) through the Company and subsidiaries which can be divided into 2 businesses as follows:

- 1) Energy business.
- 2) Real estate business.

1.1.1 Vision, objectives, and goals or strategies for the overall operations of the Company or group of companies.

Vision: We strive to be a holding company that diversifies investment into a Variety of new businesses.

Under rapid change creatively and sustainably.

Mission:

- Develop businesses under RPCG's shareholding to have the ability to compete in each industry to lead to sustainable profits.
- Invest and operate a business that emphasizes competition that creates or replaces demand for products in businesses that are closely related to the original business.
- Develop a team of personnel and create a good environment for working together to achieve maximum efficiency.

The Company has a strategy to operate by investing in businesses that are related to the Company's core business, ready to look for new projects or businesses with growth potential that bring benefits and support the Company's business operations. Considering the potential risk factors and investment possibilities for the Company able to analyze investments appropriately, stably create good returns for shareholders and stakeholders. The aim is to invest in a sufficient proportion for the Company to participate in managing and determining the direction of important businesses. Including increasing efficiency within the organization, develop modern information technology systems to be ready to drive business strategies correctly and transparent and sustainable.

1.1.2 The changes and important developments of the Company in the past 3 years.

In the year 2021, there were important events that occurred, which can be summarized as follows:

- **April:** The Company resolved to approve the establishment of a subsidiary (Onward Venture Company Limited) to operate a retail loan business (Pico Plus).
- **June:** Black Case No. P.3016/2016 (Black Case No. 114/2009), the Supreme Court issued a judgment upholding the Civil Court's judgment to enforce the award of the Arbitration Tribunal. The case was finalized, resulting in PTT having to pay damages to the Company including interest. The amount was 2,263 million Baht. And the case Black Number P.3492/2017 (Dispute Black Number 78/2012), the Supreme Court had ruled to overturn the judgment of the Civil Court to enforce the arbitral award. The case was final. As a result, the Company had to pay for raw materials condensate residue final payment to PTT including interest. The total amount was 2,862 million Baht. The Supreme Court's decision in both cases was considered final. Later, the Company and PTT had already paid the debt according to the decision of the Supreme Court.
- **August:** SCTP joint venture is a joint venture of SCT Sahaphan Co., Ltd. (SAP) which is a subsidiary owned by Pure Thai Energy Co., Ltd. Funded in the joint venture SCTP of 40 percent of the working capital. The total amount of capital is 2 million Baht to operate a construction contracting business.
- **December:** The Company resolved to approve the dissolution and liquidation of RPCG JV-1 Company Limited ("RPCG-JV1"), a subsidiary of the Company which holds 100 percent of shares.

In the year 2022, there were important events that occurred which can be summarized as follows:

- **April:** The 2022 Annual General Meeting of Shareholders resolved to approve the payment of dividends from operating results in the year 2021 at the rate of 0.10 Baht per share, accounting for the total dividend payment 130,466,412.50 Baht or equivalent to 20.77 percent of the separate financial statements or equivalent to 14.33 percent of the consolidated financial statements and approved the allocation of profits as a legal reserve in the amount of 35,345,077 Baht by specifying the names of shareholders for the right to receive dividends (Record Date) on April 29, 2022. Dividend payment was scheduled for May 19, 2022.
- **May:** RPCG JV-1 Company Limited ("RPCG-JV1"), a subsidiary had registered the completion of liquidation with the Department of Business Development Ministry of Commerce. The dissolution of the said subsidiary did not affect the Company's operations in any way.
- **September:** Onward Venture Company Limited, in which the Company holds 100% of shares, received a license to operate a microfinance Business (Pico Plus) and has opened for business.

- **September:** RPC Management Company Limited (“RPCM”), a subsidiary registered a capital reduction with the Ministry of Commerce. Reduce the registered capital of RPCM from the original registered capital of 500,000 Baht to the new registered capital of 125,000 Baht by reducing the par value of shares from 100 Baht per share to 25 Baht per share. This reduction in registered capital did not affect the number of shares of the said subsidiary and the shareholding percentage of the Company in any way.
- **November:** Black Case No. 3162/2010 in which the Company sued PTT for damages from breach of the raw material purchase contract. Board of Directors had a resolution to withdraw the lawsuit. Later, the court ordered the lawsuit to be withdrawn and the fees returned to the Company and disposed of the case.
- **November:** Onward Move Company Limited (“OMC”), a subsidiary in which Onward Venture Company Limited holds 99.97% of shares, operates a general service business.

In the year 2023 there were important events that occurred, which can be summarized as follows:

- **January:** On January 1, 2023, there was a change in the management structure, causing the Company to have de facto control over Sammakorn Public Company Limited (“SAMCO”) and have control over important operations of SAMCO. Therefore, it is considered to change the type of investment in SAMCO from the Company, join as a subsidiary.
- **February:** The Company reduced its stake in ONW from 100 percent to 80 percent by Onward Venture Company Limited by selling its share of OnWords to two shareholders. In the amount of 1.1 million Baht (11,000 common shares, par value 100 baht per share) and 0.9 million Baht (9,000 common shares, par value 100 Baht per share). After the sale of shares is completed, the Company's shareholding percentage will be reduced from 100% to 80%.
- **February:** Extraordinary Annual General Meeting of Onward Venture Company Limited, a subsidiary company resolved to approve an increase in registered capital of 10 million Baht by issuing 100,000 additional common shares with a par value of 100 Baht per share, from the original registered capital of 10 million Baht to a new registered capital of 20 million Baht and call for payment of 50 percent of the additional registered capital. (Paid for capital increase shares). Onward Venture Company Limited has registered its capital increase with the Ministry of Commerce on March 10, 2023.

- **February:** Sammakorn Public Company Limited (“SAMCO”) resolved to approve the establishment of Sammakorn-JV4 Co., Ltd. (subsidiary) to support the expansion of the real estate development business of the Group Co., Ltd., holding 100 percent of the shares, has a registered capital of 1 million Baht (fully paid). Currently, it has purchased land to develop projects in the area. Soi Lasalle 75.
- **August:** In 2021, the company sued an unrelated company. Due to a breach of rental conditions In addition, the company sued the company for requesting the revocation of land transfers under the purchase agreement and claiming a certain amount of damages. Later, the company and the unrelated company agreed to a compromise agreement. In this court, on August 31, 2023, unrelated companies moved away from the leased land. The building has become the ownership of the company in accordance with the conditions stipulated in the contract. And the company has paid 13 million baht to the said company.

1.1.3 The use of funds raised was in accordance with the intended purpose.

- None –

1.1.4 The commitments that the Company promises in the securities offering Registration form and/or conditions. Office permission and/or conditions for receiving securities from the Stock Exchange

- None –

1.1.5 Company Head office

Company Name	RPCG Public Company Limited (“the Company”).
Type of Business	Conducts business by holding shares in other companies (Holding Company). Currently investing in businesses: energy business and real estate business.
Head Office location	86/2 Sammakorn Place, Ramkhamhaeng Road, Saphansoong, Bangkok 10240
Registered Capital and Paid-up Capital	1,304,664,125 Baht.
Ordinary shares	1,304,664,125 Shares
Par value	1 Baht
Paid-up Capital	1,304,664,125 Baht
Company Register No.	0107546000202
	Telephone Number 02-372-3600
Factory location	7/3 Pakorn Songkrohrad Road, Tambol Map-ta-phut, Amphur Muang-Rayong, Rayong Province 21150 Telephone Number (038) 685-816 -9
Company website	http://www.rpcthai.com

1.2 Nature of business operations.

1.2.1 Revenue structure.

The table shows the main revenue structure of the Company and subsidiaries divided by segment and business type for the year 2023.

Revenue by business type	Operated by	Hold shares %	2023		2022		2021	
			Million Baht	Percent	Million Baht	Million Baht	Percent	Million Baht
1.energy business revenue								
<u>Oil retail business.</u>	PTEC	100						
1.1 Oil sale income			8,251.24	80.26	7,822.00	99.60	5,473.76	85.44
1.2 Service income			0.36	0.01	0.56	0.01	6.33	0.10
1.3 Rental income			19.26	0.19	15.27	0.19		
Total energy business revenue			8,270.86	80.46	7,837.83	99.80	5,480.09	85.54
2.Real estate business revenue¹								
<u>Real estate development business</u>	SAMCO	48.25						
2.1 House and land sale income			1,757.87	17.10				
2.2 Service income			113.23	1.10				
2.3 Rental income			83.54	0.81				
2.4 Bakery sale income			19.75	0.19				
Total real estate business revenue			1,974.39	19.20	0.00	0.00	0.00	0.00
Total sale and service revenue			10,245.26	99.66	7,837.83	99.80	5,480.09	85.54
3.Other income²		-	35.09	0.36	15.57	0.20	926.75	14.47
Total revenue			10,280.35	100.00	7,853.40	100.00	6,406.84	100.00

Remark: 1. The Company has de facto control (Defecto Control) SAMCO from 1 January 2023

2. Other revenue consists of rental income, dividend income, management fee and gain from investment sales.

1.2.2 Product information

- Fuel business.

(1) Characteristics of products or services.

Pure Thai Energy Company Limited ("PTEC") is a subsidiary company in which the Company holds 100% of its shares. It operates a retail business and oil distributor, has entered into an oil purchase contract and has granted rights to the Esso trademark.

On September 1, 2023, existing shareholders of Esso (Thailand) Public Company Limited the existing shareholders sold its shares to Bangchak Corporation Public Company Limited and changed its name to Bangchak Sriracha Public Company Limited. As a result, PTEC gas stations must change their trademark to "Bangchak" within 2 years from November 15, 2023 in cooperation with Bangchak Company Sriracha. This time it will increase the potential and strength of the oil retail business and further expand the Company's future business.

Sales revenue of the Company's product sales and its subsidiaries.

Products	2023		2022		2021	
	Million Baht	Percent	Million Baht	Percent	Million Baht	Percent
Domestic						
High-Speed Diesel	5,969.50	72.19	5,767.87	73.73	4,018.66	73.33
Gasohol	2,271.49	27.47	2,043.61	26.12	1,448.07	26.42
Other Products	10.26	0.11	10.52	0.13	7.03	0.13
Total Domestic Sale Values	8,251.24	99.79	7,822.00	99.99	5,473.76	99.88
Service income	0.36	0.21	0.56	0.01	6.33	0.12
Grand Total	8,251.60	100.00	7,822.56	100.00	5,480.09	100.00

Sales volumes of the Company and its subsidiaries

Products	2023		2022		2021	
	Million Liter	Percent	Million Liter	Percent	Million Liter	Percent
Domestic						
High-Speed Diesel	197.10	74.84	184.11	76.14	157.43	74.41
Gasohol	66.27	25.16	57.69	23.86	54.13	25.59
Other Products	0.00	0.00	0.00	0.00	0.00	0.00
Total Domestic Sale Volumes	263.37	100.00	241.80	100.00	211.56	100.00

(2) Marketing and competition.

- Oil retail business.

The Company has a subsidiary that operates oil retail business, Pure Thai Energy Company Limited. Later the Company has agreed to change a gas service station under the brand "Pure" to a gas service station under the trademark "Esso". Pure Thai Energy Co., Ltd. signed an oil sales and trademark contract with Esso Thailand Public Company Limited. Later,

In this regard, the form of management is also a self-managed gas service station (Company Operate: CO). The Company still owns the gas service station and manages all gas service stations. As of the end of December 2023, the Company has 75 gas service stations under the Esso trademark and plans to expand gas service stations continuously.

- **Marketing Strategy.**

Due to the business of distributing refined oil is a business with quite high competition and requires higher operating capital than general businesses. Therefore, in cooperation with Esso Company which later changed to Bangchak Corporation Public Company Limited (BCP) in order to increase the potential and strength of the oil retail business include expand the Company's future business. The Company has established a policy and marketing strategies for the oil retail business as follows;

1. **Quality of oil products**

The quality of oils sold at the Company's gas service stations is a new fuel technology, "Synergy Formula" that protects the engine up to 2 times and makes the engine cleaner by 30 percent. Increasing combustion efficiency makes the engine run smoothly, increase the acceleration. The engine is more responsive. There are also cleaning agents and create a film to coat parts in the combustion chamber with Shield Technology to help increase acceleration. Synergy Formula products that the Company sells are Supreme plus Gasohol 95, Super Gasohol 95, Extra Gasohol 91, Extra Gasohol E20, Supreme plus Diesel and Diesel Synergy Formula for customers to choose as appropriate. This is to expand the customer base that uses more quality grade oils.

2. **Image improvement and strengthen service standards.**

In addition to improving the image of gas service stations and equipment to serve customers in ready-to-use condition, toilets, buildings and places for customers to be convenient, comfortable and to support the service of new groups of customers sufficiently that the Company has continuously operated. The company has adjusted the image of the service station in line with the Sinergy fuel technology, giving more service availability, more brightness and brighter atmosphere, creating a good experience to deliver maximum customer satisfaction. In the past year, a new gas service station was built and has designed a premise to accommodate large truck customers which are the main customers of the Esso brand diesel, and raise the standard of service through the Mystery Shopper project higher than the previous year. And there are plans to develop and improve the service to be modern to meet the lifestyle of today's customers.

3. **Expanding the network to support transport customers.**

From partnering with Esso, there is a promotion in increasing and expanding the network of gas service stations to be able to support the transportation customers. And the Company's customers (Fleet

card) who want the gas service station to support the transportation routes in the customer's business operation continuously and sufficiently and have a system to support the customer's internal control.

4. Membership System (Membership Card).

Increase the Company's retail promotion channel through the membership card system (Smile Card) (Currently being changed to Green Miles) by collecting points to redeem discounts and various prizes that will help expand the base of regular customers to increase and help the Company to make promotional programs for customers to meet their needs.

5. Environment and safety.

In addition, the Company increases attention to care for the environment, especially inside the gas service station and surrounding areas, so that the surrounding communities are not affected by the Company's gas service station operations as well as increases campaigns and strengthen international safety standards. This is the Company's policy to operate continuously in addition to responsibility and participation in community development.

(3) Product distribution.

The Company distributes its products through distribution channels which is distribution through the Retail Marketing operated by Pure Thai Energy Co., Ltd. through regional service station network in the main target regions as well as responsible for formulating retail market strategies, retail market development and gas service station network expansion, operations, investments, agency gas service station management and supplementary business development.

The Company plans to increase the number of gas service stations to increase competitiveness. And there is a plan to improve the efficiency of the retail business by collecting and analyzing information about gas service station customers on demand and the supply of oil quantity, gas service station location and timing of oil delivery to develop services to meet the needs of customers and to cover more groups of customers. There are also rewards or incentives for outstanding gas service stations. This is measured through the continuous implementation of the Mystery Shopper project, etc.

- **Characteristics of customers and target groups.**

Target customers for fuel retail business through the Company's gas service station is a group of gas users who live nearby and in the route where the gas service station is located as follows:

1. Group of transport entrepreneurs and manufacturers of goods that use vehicles to transport goods which operate in the community adjacent to the gas service station or transport goods through gas service station on a regular basis.

2. Group of farmers who use fuel for various agricultural machinery who live or farm in the vicinity of a gas service station.
3. Group of car and motorcycle users in daily life who live in a community adjacent to a gas service station.

Because the target customers use fuel for their daily life and occupation, therefore, use oil regularly. In the past year, the Company has invested in improving the image of the gas service station in terms of equipment, systems, and locations in order to meet the standards and be ready to support the increasing sales volume from current customers and new customer groups.

- **Competitive Strategy.**

The Company's competitive strategy focuses on providing service standards to meet more target group and increase sales of premium oil products. The image of every service station branch has been improved to accommodate a clear target group, such as truck stops, increased facilities, toilets, parking locations, etc. and increase regular customer base by promoting Smile Card membership applications and continuous promotional programs. There has been an increase in the development of other additional services (Non-oil) in the areas of convenience stores, restaurants, beverages, car washing services and the sale of other products such as Mobil One engine oil, etc.

The Company also has a goal of expanding new service stations every year. Focusing on points that can support truck customers, large transport vehicle. In addition to providing community services at the sub-district or village level, which the Company has a continuous policy to be a part of that community and promote careers and income for people in the area, so that employees can still be close to their families.

- **Price Policy.**

The Company's retail oil price setting policy according to the market mechanism without causing a price war situation to compete for customers. This will be consistent with the adjustment of retail prices of major oil traders. However the Company has started selling premium grade oil to add value in branches in Bangkok and its vicinities, including various city districts and has a policy to expand more branches that sell premium grades.

- **Industrial Situation.**

Fuel consumption in the year 2023 was 43,689 million liters, increase of 168 million liters or a 0.4 percent increase compared to the previous year. While the high speed diesel fuel consumption was at 25,152 million liters, or decrease of 5.6 percent.

The table shows the distribution of fuel in the country.

Year	Total fuel		High-speed diesel	
	Million Liter	Growth Rate	Million Liter	Growth Rate
2017	43,148	2.6%	23,261	2.7%
2018	44,271	2.6%	23,603	1.47%
2019	45,520	2.8%	24,603	4.24%
2020	40,157	-11.8%	23,946	-2.7%
2021	37,604	-6.4%	23,042	-3.8%
2022	43,521	15.7%	26,663	15.7%
2023	43,689	0.4%	25,152	-5.6%

Source: Department of Energy Business: Ministry of Energy

Characteristics of sales of refined fuel by domestic refinery operators.

The refined crude oil can be used to produce many types of fuel which can be divided into 5 important groups as follows:

- 1) Diesel: high speed diesel and slow speed diesel.
- 2) Gasoline: gasoline octane 95, gasoline octane 91, gasohol 95 (E10), gasohol 91 (E10), gasohol E20 and gasohol 95 (E85).
- 3) Jet fuel group: Jet A1 and JP 8 jet fuel.
- 4) Fuel Oil.
- 5) Kerosene group.

Most of the fuel produced from crude oil refining are diesel fuel and gasoline group. Most of the fuel produced by the large oil refinery operators in the country is sold domestically, especially the diesel fuel and gasoline that the Company sold.

Domestic diesel and gasoline distribution channels.

Considering the sales volume of the domestic diesel fuel and gasoline group by business type found that the sale of diesel fuel and gasoline through the gas service station business as the most common channel. In this regard, the sales volume of domestic diesel fuel and domestic gasoline in the year 2023 can be shown as follows:

Table showing domestic oil distribution channels in the year 2023.

Distribution channels	H-speed diesel		H-speed diesel B7		Gasohol 91 E10		Gasohol 95 E10		Gasohol E20	
	Million Liter	%	Million Liter	%	Million Liter	%	Million Liter	%	Million Liter	%
Service station	126	44.7	18,016	77.6	2,306	92.2	5,495	87.6	2,092	97.5
Transportation	42	14.8	567	2.4	7	0.3	8	0.1	0	0.0
Industry	78	27.6	1,046	4.5	7	0.3	20	0.3	2	0.1
Electricity generation			1	0.0						

Distribution channels	H-speed diesel		H-speed diesel B7		Gasohol 91 E10		Gasohol 95 E10		Gasohol E20	
	Million Liter	%	Million Liter	%	Million Liter	%	Million Liter	%	Million Liter	%
Government / State enterprise	17	6.1	324	1.4	5	0.2	11	0.2	0	0.0
Others	7	2.6	942	4.1	43	1.7	180	2.9	17	0.8
Mor.10	12	4.2	2,318	10.0	134	5.4	557	8.9	36	1.7
Total	281	100	23,213	100	2,502	100	6,271	100	2,147	100

Source: Department of Energy Business: Ministry of Energy

Price structure.

The oil price structure consists of 2 parts: the wholesale price in front of the refinery and the retail price. The wholesale price in front of the refinery consists of the price in front of the refinery, excise tax, municipal tax, Fuel Fund, Conservation Promotion Fund and Value-added tax. And the retail price consists of the wholesale price in front of the refinery, transportation costs, marketing costs and Value-added tax.

The table shows the oil price structure in Bangkok as of December 31, 2023.

(Unit: Baht/Liter)

	H-Diesel B10	H-Diesel B7	Gasoline	Gasohol 95 E10	Gasohol 91 E10	Gasohol E20
Ex-refinery price	22.88	22.88	20.60	21.05	20.62	21.68
Excise tax	3.67	3.67	5.50	4.95	4.95	4.40
Municipality tax	0.37	0.37	0.55	0.50	0.50	0.44
Oil Fuel Fund	(0.95)	(0.95)	9.38	2.80	1.45	0.81
Promotion of Energy	0.05	0.05	0.05	0.05	0.05	0.05
Ex-refinery wholesale price	26.02	26.02	36.08	29.34	27.56	27.38
Value-added tax	1.82	1.82	2.53	2.05	1.93	1.92
Market margin	1.97	1.97	4.51	3.88	4.01	3.87
Value-added tax	0.14	0.14	0.32	0.27	0.28	0.27
Retail Price	29.94	29.94	43.44	35.55	33.78	33.44

Source: Energy Policy and Planning Office

Domestic demand for diesel and gasoline.

Domestic oil consumption tends to decrease, especially the volume of oil sales in the gas service station business. This is caused by the number of domestic car use that tends to decrease.

The table shows the production and sales volume of fuel in the country.

(Unit: Million Litre)

Year	Total domestic fuel			Other fuel			High-Speed diesel		
	Produced	Sold	Percentage of surplus	Produced	Sold	Percentage of surplus	Produced	Sold	Percentage of surplus
2017	54,787	43,148	27.0%	27,886	19,887	40.2%	26,901	23,261	15.6%
2018	57,064	44,271	28.9%	29,398	20,669	42.2%	27,666	23,603	17.2%
2019	52,783	45,520	15.9%	28,210	20,918	34.8%	24,572	24,603	-0.31%
2020	50,889	40,157	26.7%	22,653	16,212	39.7%	28,236	23,946	17.9%
2021	49,241	37,604	30.9%	21,570	14,562	48.1%	27,671	23,042	20.1%
2022	52,749	43,521	21.2%	24,781	16,858	46.9%	27,968	26,663	4.9%
2023	54,022	43,689	23.6%	25,627	18,536	38.2%	28,395	25,152	12.8%

Source: Department of Energy Business: Ministry of Energy

Characteristics of fuel service stations in the country.

The number of fuel service stations in the country tends to decrease. This is due to the demand for fuel that tends to decrease. Shown as follows:

Comparative number of gas stations in Thailand between 2022 and 2023

Operator name	Year 2023	Year 2022
PTT PTG BCP ESSO SHELL	7,911	7,462
Other Gas Stations	671	681
Independent fuel trader	18,433	19,850
Total	27,015	27,993

Source: Department of Energy Business Ministry of Energy

In addition, gas stations and oil can also be divided according to the characteristics of fuel service station operators as follows:

1) Gas station or gas where the operator is a large and medium sized fuel trader oil or gas service stations that are open for service will have the trademarks of each fuel merchant displayed inside the fuel service station.

2) Gas station or gas for which the operator is an oil distributor or gas chosen by large and medium-sized fuel traders oil distributor or gas is therefore permitted to use the trademark of the said fuel trader within the gas station or gas that the dealer provides service.

3) Gas station or gas operated by independent operators which is a gas station operator or small gas companies that are not distributors of large oil traders. Therefore, there may not be any trademarks displayed inside gas stations. Or, the operator's logo may be displayed inside the service station.

However, each group of entrepreneurs will focus on different target customer groups. As a result, the nature of business operations is different, such as focusing on opening services on main roads with a large number of car users or focus on opening services in community areas to sell gasoline to car users in that community, etc.

(4) Assets used in business operations

The company has assets used in conducting business that are divided into the main fixed assets of the company and subsidiaries used for business operations consisting of land and buildings as well as has office equipment. The Company has a policy to invest in businesses only in businesses that operate in a manner related to the Company's main business. The aim is to invest in a sufficient proportion for the company to participate in managing and determining the direction of important businesses in order to promote and support the operations of the Company's main business to be stable. Additional details can be found in [Attachment 4](#).

(5) Work that has not yet been delivered.

- None -

- **Real estate development business**

(1) Product characteristics

Sammakorn Public Company Limited (SAMCO) is a subsidiary of the Company holding 48.25% of the shares, operating the business of developing residential real estate for sale since 1974, mostly pre-built houses for sale with land in Bangkok, surrounding areas and other provinces. Under the brand name "Sammakorn" there are currently 12 projects: 1. Sammakorn Rangsit Khlong 7 Project, 2. Sammakorn Rangsit Prime 7 Project, 3. Sammakorn Avenue Ramintra-Wongwaen Project, 4. Sammakorn Project Korn Avenue Chaiyaphruek-Wongwaen, 5. Sammakorn Avenue Suvarnabhumi Project, 6. Mitti Chaiyaphruek-Wongwaen Project, 7. Anaphana Ladkrabang Project, 8. Providen Lane Project, 9. Park Project Heritage, 10. Barnyard Khao Yai Project, and in 2023, a new single house brand will be launched as the 11th project named Mitti Ratchaphruek-346 Project and 12. Mitti Lam Luk Ka-Khlong 6 Project.

The company remains committed to developing quality real estate for Thai people at a reasonable price and to create a sustainable business for caring about the well-being of customers, employees, and society.

(2) Marketing and competition**(a) Marketing policy and sales of the company's products**

1. The company has focused on the potential of marketing media, including marketing communication content to be effective and have the highest efficiency to target groups in each segment by adding other channels or how to communicate with content that is consistent with the interests of customers in each segment, including focusing on creating awareness and being known (Brand Awareness) of the Sammakorn brand to be more well known in the market.

2. Other marketings through PR channels, holding press releases with various media and news agencies, and creating partnerships with more various brands to create an image along with affiliate marketing both online and offline. Therefore, focussing on building various brands under the Sammakorn brand to be a Top of Mind when people decide to buy their homes. In addition, increasing organic traffic, the number of people who visit the website through using keyword searches on various Search Engine pages of all of the company's projects.

3. Adding efficiency in every Marketing Funnels, starting from the number of people registering, number of customers visiting the project, reservation closing rate based on the number of customers visiting the project, transfer rate from total number of reservations, each part will be improved based on main factors such as improving the neatness of the project. Therefore, it will have a significant effect on the closing rate of customers who visit the project, etc.

(b) Market conditions and competition

1. The company has a policy for customers to receive maximum satisfaction from the delivery of good quality houses and on time with a quality inspection process from the agency (Quality Control) to ensure that the completed houses are met and correct according to engineering principles by a team of experienced engineers. This includes giving full attention to after-sales service. In addition, technology has been developed to quickly reach the needs of customers. This strategy will increase the competitiveness of the market and increase confidence for our customers.

2. The company uses strategies to plan marketing. Emphasis is placed on understanding the target customer group of each project mainly because they are different, such as

- For the target group that has a workplace in the same location as the project and wants to find a place to live close to their workplace or travel to work conveniently.
- For the target group living in housing projects or small townhome and want to expand the size of the residence with a larger area.
- For the target group who want to expand their family but do not want to move to another location or moving far away from the original family.

However, in order to be able to respond correctly to the needs of customers. The company still places importance on expanding the customer base and building the Sammakorn brand to be better known through marketing in every channel and in terms of products that focus on meeting the living needs that covering all target groups.

(3) Product distribution

The company places importance on acquiring land with potential and suitable project locations by considering locations that are along routes that are close to public transportation. People can travel easily and has the state's public utility system to support it. For construction materials used in the project: If it is an expensive material that is used in large quantities or is a material that requires quality control, the company will procure and purchase it itself in order to achieve standard quality and benefit in cost management as the company desires. For other construction materials, the company's contractors to purchase, there will be clear standards specified to meet the standards the company requires. For construction materials that the company considers purchasing, the proportion is divided into purchases within the country that accounting for 95 percent, for hiring contractors, will use the method of hiring sub-contractors who have passed the test according to the company's standards and have work experience and expertise appropriate to each project with good work results, and are able to maintain standards and quality of work and able to deliver work as scheduled.

The company places importance on selecting construction materials and work procedures that are environmentally friendly. Currently, the company has developed construction using precast concrete production technology (PRECAST) to be used in conjunction with normal construction. (CONVENTIONAL) which will reduce the work process, using a small amount of labor. Quality can be controlled further and scraps generated from the construction process at the construction site are greatly reduced. It also greatly reduces construction time. There is a new generation of home designs where you can sleep comfortably without worry and with a design that takes into account people of all ages. Materials that are also environmentally friendly, energy saving including green glass that cuts light, LED bulbs, prefabricated roof structures, etc.

(4) Assets used in business operations

Details as per [Attachment 4](#)

(5) Work that has not yet been delivered.

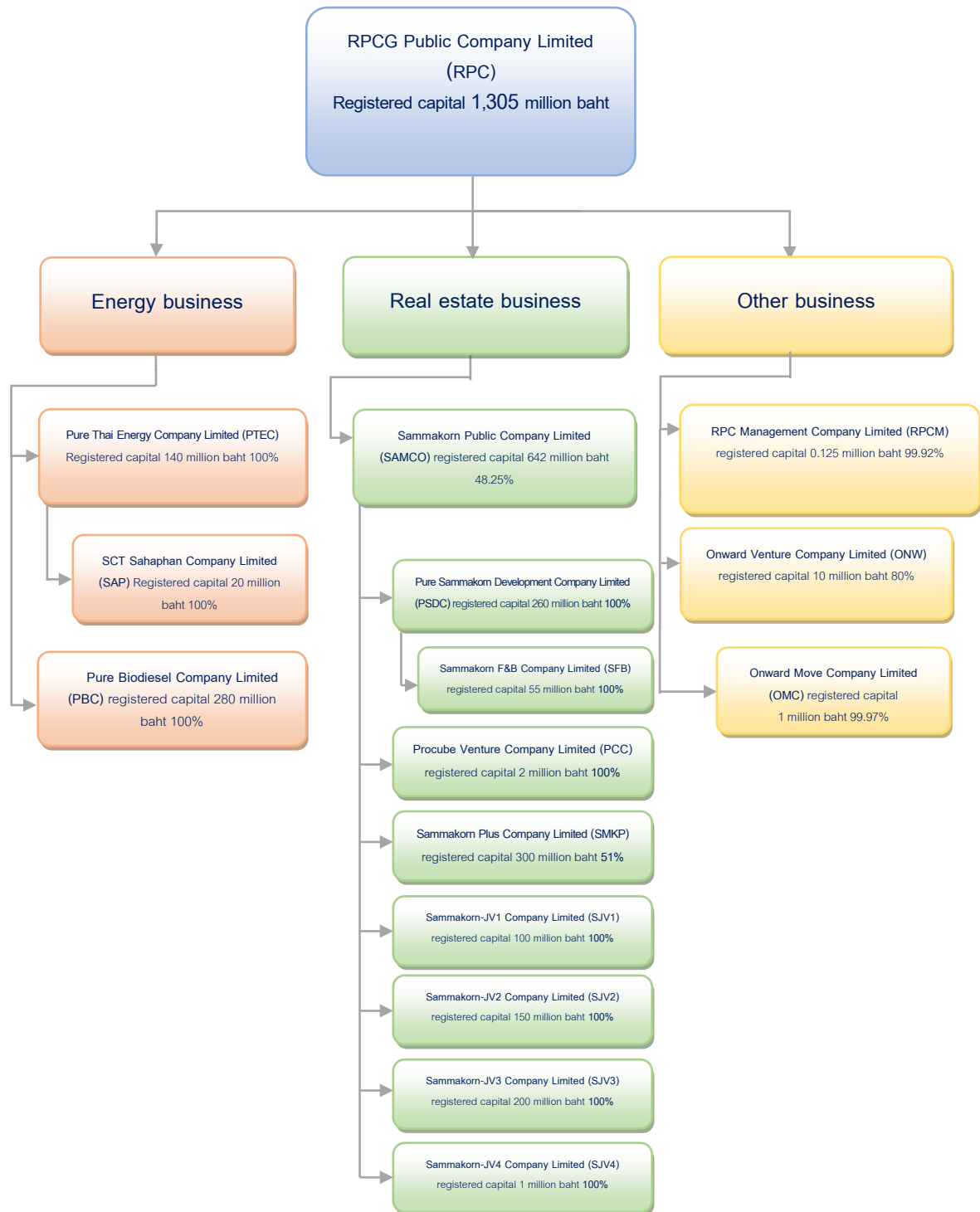
As of December 31, 2023, the company has undelivered work of 11 projects, 47 units, and total project value of 811.79 million baht

1.3 Shareholding structure of the group of companies

1.3.1 Shareholding structure of the group of companies

As of December 31, 2023, the company has total registered capital. 1,304,664,125 baht and has paid-up capital 1,304,664,125 baht with the shareholding structure as follows:

Business Group Structure of RPCG Public Company Limited



General information of subsidiaries as of 31 December 2023

Company name and business location of head office,	Office, type of business	Registered capital (baht)	Shareholding percentage (%)
1) Pure Thai Energy Company Limited Abbreviation: PTEC Location No: 86 Sammakorn Place Building, 3rd Floor, Ramkhamhaeng Road, Saphan Sung S Subdistrict, Saphan Sung District, Bangkok 10240 Tel: 02-515-9000	Oil Retailer through service station Esso Oil	140,000,000	100%
1.1) SCT Sahaphan Company Limited Abbreviation: SAP Location No: 86 Sammakorn Place Building, Ramkhamhaeng Road, Saphan Sung Subdistrict, S Saphan Sung District, Bangkok 10240 Tel: 02-515-9091:	Selling gas station equipment and tools and provide repair	20,000,000	100%
2) Pure Biodiesel Company Limited Abbreviation: PBC Location No: 7/4 Pakorn Songkhrodat Road Map Ta Phut Subdistrict, Mueang Rayong District Rayong Province 21150 Tel: 038-693-223	Produce biodiesel from crude palm oil. in the country	280,000,000	100%
3) RPC Management Company Limited Abbreviation: RPCM Location No: 86/2 Sammakorn Place Building, Ramkhamhaeng Road Saphan Sung Subdistrict, Saphan Sung District, Bangkok 10240 Tel: 02-372-3600	Oil wholesaler or independent fuel distributor (Jobber) and provide services	125,000	99.92%
4) Onward Venture Company Limited Abbreviation: ONW Location No: 86/2 Sammakorn Place Building, Ramkhamhaeng Road Saphan Sung Subdistrict, Saphan Sung District, Bangkok 10240 Tel: 02-372-3600 4.1) Onward Move Company Limited Abbreviation: OMC Number: 86/2 Sammakorn Place Building, Ramkhamhaeng Road Saphan Sung Subdistrict, Saphan Sung District, Bangkok 10240 Tel: 02-372-3600	Retail loans (Pico Plus) General services	20,000,000 1,000,000	80% 99.97%

Company name and business location of head office,	Office, type of business	Registered capital (baht)	Shareholding percentage (%)
5) Sammakorn Public Company Limited Abbreviation: SAMCO Location No: 188 Spring Tower Building, 21st Floor, Phaya Thai Road, Thung Phaya Thai Subdistrict, Ratchathewi District, Bangkok 10400 Tel: 02-106-8300	Property development	641,800,446	48.25%
5.1) Pure Sammakorn Development Company Limited Abbreviation: PSDC Location No: 86 Ramkhamhaeng Road, Saphan Sung Sub-district, Bangkok Metropolis 10240 Tel: 02-027-7861	Property development	260,000,000	100%
5.1.1) Sammakorn F&B Company Limited Abbreviation: SFB Location No: 86 Sammakorn Place Building,Ramkhamhaeng Road, Saphan Sung Sub-district/District, Bangkok Metropolis 10240 Tel: 02-027-7861	Food services in restaurant/food shop	55,000,000	100%
5.2) Procube Venture Company Limited Abbreviation: PCC Location No: 86 Sammakorn Place Building,Ramkhamhaeng Road, Saphan Sung Sub-district/District, Bangkok Metropolis 10240 Tel: 02-027-7861	Juristic person management service and after sales service work	2,000,000	100%
5.3) Sammakorn Plus Company Limited Abbreviation: SMKP Location No: 188 Spring Tower Building, 21st Floor,Phaya Thai Road, Thung Phaya Thai Sub-district, Ratchathewi District, Bangkok Metropolis 10400 Tel: 02-106-8300	Real Estate Development	300,000,000	51%
5.4) Sammakorn-JV1 Company Limited Abbreviation: SJV1 Location No: 188 Spring Tower Building, 21st Floor,Phaya Thai Road, Thung Phaya Thai Sub-district, Ratchathewi District, Bangkok Metropolis 10400 Tel: 02-106-8300	Real Estate Development	100,000,000	100%
5.5) Sammakorn-JV2 Company Limited Abbreviation: SJV2 Location No: 188 Spring Tower Building, 21st	Real Estate Development	150,000,000	100%

Company name and business location of head office,	Office, type of business	Registered capital (baht)	Shareholding percentage (%)
Floor,Phaya Thai Road, Thung Phaya Thai Sub-district, Ratchathewi District, Bangkok Metropolis 10400 Tel: 02-106-8300 5.6) Sammakorn-JV3 Company Limited Abbreviation: SJV3 Location No: 188 Spring Tower Building, 21st Floor,Phaya Thai Road, Thung Phaya Thai Sub-district, Ratchathewi District, Bangkok Metropolis 10400 Tel: 02-106-8300	Real Estate Development	200,000,000	100%
5.7) Sammakorn-JV4 Company Limited Abbreviation: SJV4 Location No: 188 Spring Tower Building, 21st Floor,Phaya Thai Road, Thung Phaya Thai Sub-district, Ratchathewi District, Bangkok Metropolis 10400 Tel: 02-106-8300	Real Estate Development	1,000,000	100%

1.3.2 Persons who may have conflicts of interest hold shares in subsidiaries or joint ventures exceeding 10 percent of the number of shares with voting rights of the company.

-None-

1.3.3 Relationship with the business group of the major shareholder

-None-

1.3.4 Shareholders

As of March 13, 2023, the list of the top 10 shareholders holding the highest shares, including shares held by related persons according to Section 258 of the Securities and Exchange Act B.E. 2535

	<u>Names of Shareholders</u>	<u>Number of shares held</u>	<u>Shareholding percentage (percent) (1)</u>
1	Petro-Instrument Company Limited	257,227,140	19.72
2	Mr. Tawat Ungsuprasert and spouse	48,539,238	3.72
3	Mr. Apinan Hosaengchai	40,615,100	3.11
4	Mr. Bunchat Ployjirachai	37,744,300	2.89
5	Miss Monthana Janetumnugul	34,481,978	2.64
6	Miss Pimuma Janetumnugul	33,403,550	2.56

	<u>Names of Shareholders</u>	<u>Number of shares held</u>	<u>Shareholding percentage (percent) (1)</u>
7	Miss Parinnee Janetumnugul	29,601,578	2.27
8	Mr. Satja Janetumnugul and spouse	22,734,592	1.74
9	Mr. Napon Janetumnugul	21,400,000	1.64
10	Miss Methanee Sukontharak	20,500,000	1.57

Remark: Calculated from the number of issued and paid-up common shares. 1,304,664,125 shares

1.4.1 Number of registered capital and paid-up capital

Common shares

As of December 31, 2023, the company has registered capital of 1,304,664,125 baht, divided into a number of common shares 1,304,664,125 shares with a par value of 1.00 baht per share and has paid-up capital. 1,304,664,125 baht

1.4.2 Other types of stocks

-None-

1.4.3 Shares or convertible securities of the company that are the underlying securities in the issuance of investment units of the mutual fund for foreign investors (Thai Trust Fund).

-None-

1.5 Issuance of other securities

-None-

1.6 Dividend payment policy

Dividend payment policy of RPCG Public Company Limited

The Company has a policy to pay dividends to shareholders at a rate of not less than 50 percent of net profits after deducting all reserves, unless there is a reasonable cause that cannot be paid. However, when paying dividends, various factors must be taken into account by considering factors such as financial status, liquidity, and business expansion. And other factors involved in the management of the company.

The resolution of the Board of Directors approving the payment of dividends must be presented for approval at the shareholder meeting except for paying interim dividends. The Board of Directors has the authority to approve the payment of interim dividends. Then report to the shareholder meeting at the next meeting.

Dividend payment information for the past 3 years

No.	List	2023	2022	2021
1	Net earnings per share (Baht per share)	0.0242	-	0.5418
2	Dividend paid per share (Baht per share)	0.0400	-	0.1000
3	Dividend payout ratio to net profit Of the company (%)	60.50%	-	541.83%

Dividend payment policy of subsidiaries

The subsidiary company will consider paying dividends by taking into account various factors to create maximum benefit to shareholders such as financial status, cash flow, liquidity, investment plans and other factors according to the appropriate opinion of the subsidiary's board of directors and the payment of dividends must not affect the normal operations of the subsidiary significantly. The subsidiary's board of directors considers and presents it for approval from the subsidiary's shareholder meeting except for paying interim dividends. The Board of Directors has the authority to approve the payment of interim dividends. Then report to the shareholder meeting at the next meeting.

2) Risk management

2.1 Risk management policy and plan

Board of Directors and Executives of the Company realizing the importance of managing enterprise (Enterprise Risk Management: ERM) in a systematic and continuous manner, the company has a risk management policy and communicates it throughout the organization to ensure that the company will be able to manage appropriately, adequately, efficiently and effectively by appropriately allocating resources to protect, maintain and look after assets. A clear risk management policy has been established by assigning the audit committee which consists of independent directors responsible for supervising the risk management system and the company's corporate governance system that is appropriate and effective. The company has complied with the regulations. And related laws to avoid conflicts of interest and use of property to prevent corruption or misconduct.

2.2 Risk factors for the company's business operations

2.2.1 Risks to business operations

Energy business group

The company has assessed risks based on the current situation. In addition to the risk factors listed here there may be other risks. That the company cannot know at this time which is caused by external factors that is beyond the control of the company and may affect business operations in the future.

In 2023, the company has assessed important risks to business operations from various factors affecting business operations, there are summarized as follows:

- Risk from changing the brand of gas stations.

Because in 2023, in the retail business of the company It was the year that the logo began to be gradually changed and the product name was changed from the original ESSO brand to the Bangchak brand. At the service station which may affect consumers service station customers as follows:

- 1.1) Confusion in gas station brands and communication to customers
- 1.2) Confidence in the original brand ESSO from the Target Group.
- 1.3) Stock remaining for some products that need to be changed brands, such as engine oil.
- 1.4) Costs involved in changing brands

As the main risks above, the company has prepared to prevent and reduce the risk to a certain level. In the past, there has been direct communication in front of the station to current customers both in terms of oil quality and services of station staff that has not changed and there is advance management regarding stock of products that may remain to a minimum. There has repared to negotiate the renovation budget with the vendor to a reasonable and acceptable level. It does not affect the operating results of the company but receives support from brands.

- **Risk from fluctuations in the price of refined oil.**

In the past year, various situations occurred. Especially the geopolitical conflict situations arising from Russia, Ukraine, Israel, and the economic conditions of China. OPEC production control and the global climate from global warming cause's seasons and energy use to change. From the above situation, the price of refined oil is continuously fluctuating and affecting the demand for oil. These factors are beyond the control of the company but it affects the retail and wholesale prices as well as the value of the Company's oil stocks at the stations. Therefore, it may affect the operating results of the company. Risk mitigation measures that the company has continuously implemented by monitoring on the situation of oil price changes and the world market situation on a daily basis to manage oil stocks to an appropriate level.

To reduce the impact from uncontrollable retail businesses, the company has prepared to expand investment into more non-fuel businesses in order to maintain business operations and increase the company's income. Including finding ways to reduce costs and operating expenses in other areas. In addition, policies and strategies will focus on customers who use large amounts of oil. Especially the transportation group after the Covid situation, the transportation has begun to ease back to similar to before the COVID situation.

- **Risks related to government intervention in product prices.**

From the fluctuations in world oil prices from the situation in the past year. It directly affects retail prices to customers and the people who use oil. To reduce the impact on the cost of living of the people, the government has a policy to maintain the retail price of oil by using the mechanism of the Oil Fund and periodic excise taxes throughout the past year.

The company has closely followed government policy with daily adjustments to the Oil Fund to alleviate the impact on the company's oil procurement costs.

Real estate business group

- **Risks related to competition**

The house or land allocation business is a highly competitive business with many entrepreneurs in the market. Each one focuses on increasing sales and profits and to compete with condominiums, which have a high-volume increase risk related to the real estate business

- **Financial liquidity**

Such risks it is an important risk for real estate development companies. The problem of lack of liquidity can arise from the fact that the business's income is much lower than the target while the total expenditure is high or in cases where there is little liquidity but there is a lot of additional investment or have a large amount of short-term debt obligations that must be paid on time.

The solution is that the company closely monitors the cash flow of income and expenditure accounts. Do not incur a lot of debt beyond your ability to pay off. Delay investments that will create a large debt burden. If it is necessary to invest, risks must be assessed as carefully as possible. An agreement has been negotiated with the bank to be as lenient as possible and there must be sufficient cash reserves. Including requesting a loan amount from the bank as a reserve and most importantly, there must be a warning signal in order to know in time before problems arise.

General risks and new risks

1. **Risk from being a company whose main business is holding shares in other companies.**

Because the company main objective is to invest in other companies. Company's operating results will mostly come from the operating results of the invested companies. Deciding which company to invest in is therefore important that greatly affects the operations of the company. If the subsidiary has good operating results, it will be able to generate profits for the company. But if on the other hand, the subsidiaries and associated companies have a decrease in operating results or losses, it will have a direct impact on the company as well.

2. **Personnel and technology risks**

The current demand for businesses to operate sustainably and the advancement of digital technology may result in the company to invest in technology and increase the creation of personnel to change the way of working or the business model including preparation new skills of employees to support changes that affect risk of personnel as follows:

- 2.1 Personnel performing the work may not have sufficient ability or have ability but does not Match the nature of the work. (Incompetence)
- 2.2 The number of personnel is not sufficient to carry out the work (Inadequacy)

- **New risks that may occur**

After the Covid situation has eased, consumer behavior trends are increasingly shifting towards digital system. They carefully live and pay more attention to the environment. Including and various technologies, It is a catalyst for various changes. Change quickly and sometimes it's hard to predict tends to affect the structure and the traditional business model faster.

- **Risk from automotive technology and innovation.**

From the phenomenon of inventing and producing electric cars, EV Cars continue to develop and tend to expand rapidly together with the government's economic promotion policy which defines the modern automotive industry, EV Car, as an industry that has been developed and promotes investment in the Eastern Special Development Zone. It is also classified as a vehicle that complies with environmental policies that effectively reduce carbon dioxide emissions. As a result, the demand for fuel will decrease and inevitably affect the company's business. However, the company has prepared to adjust its strategy by finding more channels to invest in businesses related to electrical energy. Including expanding investment to more non-fuel businesses in order to maintain business performance as well as increase the company's income.

2.2.2 Risk factors for investment by security holders

Risk from uncertainty of the Company's ability to pay dividends It depends on many factors such as the operating results of the company and its subsidiaries. Reserve funds to support investment plans or new businesses, etc. In addition, the company's share price may fluctuate. Due to many factors which are beyond the control of the company, such as economic conditions, crises in abnormal situations or changes according to policies, rules, regulations, or various conditions that may have a significant impact on the Company's business operations Such factors may cause the Company's share price to fall below the price that investors bought and/or higher than the price at which investors sold their shares. As a result, investors may be at risk from the uncertainty of the returns that investors will receive. The Company has been closely monitoring the situation continuously. To manage risks and set risk management plans to reduce impacts on the Group's business operations.

2.2.3 Risks from investing in foreign securities

-None-

3) Driving business towards sustainability

3.1 Sustainability management policies and goals

The company intends to operate with responsibility for various impacts. The Company's Board of Directors have announced. "Sustainability Management Policy" as a basic requirement for managing the organization in the same direction along with establishing Sustainability Development Committee which consists of senior executives and consultants.

In 2023, the company held a meeting of the Sustainability Development Committee to review its roles and responsibilities by setting guidelines and operational plans that are appropriate and consistent with company policy and by participation in various projects within the framework of sustainable development with relevant agencies both internal and external. These to create a culture of sustainable development and communicating it to directors, executives, and employees at all levels, including business partners and related parties, to understand and be aware of sustainability operations. It covers economic, social and environmental aspects to achieve balance under the sustainable development guidelines of the Stock Exchange of Thailand and to support business operations to grow continuously.

Economic dimension in terms of sustainability

- The principles of good corporate governance shall operate and focus on conducting business according to the principles of good governance, laws and regulations that related to create transparency, reliability, and fairness with all groups of stakeholders.
- Provide practice guidelines that give importance to compliance with business ethics and anti-corruption
- Risk and crisis in management are a must of every step of business process to reduce the loss of not achieving the goal to a minimum and increase business opportunities as much as possible for the company.
- Create an efficient value chain management that adhere to treating business associates with fairness and transparency.
- Carry out the group's strategy that focuses on bringing innovation and business opportunities to create continuous growth.

Environmental dimension with sustainability

- To focus on resource management and environment appropriately by reducing the amount of resource use in a worthwhile manner in order to reduce the impact on the environment and has guidelines for rehabilitation as well as to compensate for impacts that may occur from business operations.
- To raise awareness and instill awareness of environmental conservation among executives and employees at all levels in order to operate under guidelines for protecting the environment, such as adjusting the use of resources appropriately and efficiently to create maximum benefit.

Social dimension on sustainability

- Conducting business by giving importance to society, communities, and stakeholders fairly and equally. For example, provide a better quality of life, support and care for all employees equally, promote and develop the potential of employees to offers and opinions, encourage everyone to participate in developing the organization for sustainable growth as well as regularly support and cultivate awareness of community and social responsibility.

- Operating business honestly by not taking advantage or creating any trouble for society. The company has provided a channel for stakeholders and related parties to express their opinions regarding the Company's operations and complain in cases where the Company's actions have not been treated fairly.

3.2 Managing impacts on stakeholders in the business value chain

3.2.1 Business value chain

The company places importance on responding to customer needs and the lives of people in society along with environmental conservation. From the product development process that To meet the highest customer needs and the care of the environment at the same time, the company has sourced products and materials that are environmentally friendly including the quality of products and services to deliver quality of life and a sustainable environment which consists of 2 types of business value chain activities as follows;

Oil business

1) Primary Activities

The company operates an oil retail business as of the end of December 2023 with 75 branches and plans to expand more branches every year with units for developing service stations, construction engineering and coordinate government work who play a key role in finding a location to build a quality service station along with correctly applying for a license from the relevant government agency. There is a retail line with personnel who have skills and expertise in managing gas station management along with the oil procurement and transportation team, the system and plans for procurement and oil stock management are efficient that make expenses or costs more competitive.

2) Support Activities

Because the company's operations require knowledge, expertise and experience in management, personnel who come to work and manage at Gas station must be committed to providing efficient service to customers, both Standard oil quality and good service along with giving advice to customers to achieve maximum customer satisfaction. Therefore, the supporting agencies must play an important role in making the main business achieve its business goals, such as Human Resources Department, for this reason employees are an important force in driving the business. In addition, selecting personnel to join the operation is very important. The company has a thorough selection process. To recruit quality personnel, there is a plan to promote and support the development of various knowledge that related to operations that make personnel to enjoy to work and for the company, they have to fully dedicated to performing tasks as assigned. Other supporting activities such as accounting and financial systems. The innovation and technology in work for the service station management include of a procurement system that has good cost management and is the most worthwhile. Therefore, those involved in these supporting activities are considered an important part of the company's work process that drive the company's business

and various services to succeed according to objectives and goals. They are also a group of stakeholders that the company places great importance on.

Real estate business

1) Primary activities

1. Land acquisition and source of funds

The company acquires land with potential both in the surrounding area and in other provinces by focusing on locations close to public transportation. There is a government utility system supporting both near the original project and expanding into new high potential locations for competitor analysis and define customer groups in order to consider the worthiness of the investment. So that investment in every project receives returns according to the company's goals. There are appropriate and diverse sources of funding both from internal cash flow and loans from financial institutions, which must first go through the land purchase approval process, so the land purchase and sale negotiations can continue.

2. Project design

The format of the project is designed the common area and scenery within the project to meet the needs of the contractor by looking and selecting quality construction materials. And friendly to the environment

3. Procurement

The company fairly selects contractors through the procedures by considering abilities and experience, expertise, and various works including sourcing and selecting high quality materials or products that are environmentally friendly from many manufacturers.

4. Marketing and sales

Provide accurate and straightforward information and conduct marketing communications through various social media platforms to maintain customer information (PDPA) as well as inquire and survey satisfaction from customers both in products and services.

5. Construction

To select contractors for construction in a fair and straightforward manner and request permission to build according to the law strictly to follow government regulations. There are also safety measures and occupational health. There is also construction quality control both during construction and after construction is completed as well as regularly inspecting workpieces to meet standards. To ensure the construction period is as planned, the company gives importance of environmental impacts on surrounding communities. Including the cost-effective use of resources in construction to help reduce the amount of pollution emissions and waste disposal from construction both directly and indirectly.

6. Delivery and transfer of ownership

To help facilitate trading and providing credit services to customers, the company shall manage to answer various inquiries to the customer throughout the period before the transfer of ownership, delivery and transfer of ownership if after construction is completed and if there are cases where damage are occurred and found, the company will carry out various repairs and provide insurance after delivery.

7. After-sales service

The company's business also expands its services, which covers organizing after-sales activities through social media under the concept "A house where you sleep well" to build relationships. This will create a strong customer base for the company in the future.

2) Support Activities

The company supports main activities to achieve its goals. There are various systems supported as follows; financial accounting system, enterprise management system, system for checking and tracking construction progress and construction quality, budget system, personnel management support system, IT service system, and complaint management system, etc.

3.2.2 Analysis of stakeholders in the business value chain

The company has classified stakeholders in the business value chain into 7 groups: 1. Shareholders 2. Employees 3. Customers, 4. Partners, 5. Competitors, 6. Creditors, and 7. Community, society, and environment. The expectations of all groups of stakeholders were assessed in 2023 as shown in the following table

Stakeholder expectations	Responding to stakeholder expectations	Stakeholder expectations
Shareholders		
<ul style="list-style-type: none"> ● Respect for shareholders' rights. ● Investing in new business or business with potential. ● Continuous compensation. ● Sustainable growth of the business. 	<ul style="list-style-type: none"> ● Provide information equally, accurate, complete, clear, efficient, and timely. ● Seek opportunities and study the possibility of investing in new businesses and/or businesses. ● Notification of operational plans performance. 	<ul style="list-style-type: none"> ● Annual general meeting of shareholders. ● Publish news and information through the news system of Stock Exchange and company website. ● Information inquiry channels, listen to opinions and complaints through the company website and investor relation department.
Employees		
<ul style="list-style-type: none"> ● Work safety management according to international standards. ● Organize training to increase 	<ul style="list-style-type: none"> ● Provide knowledge about safety at work. ● Support and develop knowledge and skills training and provide opportunities for learning to develop oneself. 	<ul style="list-style-type: none"> ● Involvement/participation in activities. ● Continuously carry out the employee potential development plan. ● Establish committees and welfare in the

Stakeholder expectations	Responding to stakeholder expectations	Stakeholder expectations
knowledge and skills. • Compensation and benefits. • Promote happy in workplace.	• Provide annual health examination. • Organize festival activities. Set up a snack corner and serve drinks.	workplace. • Establish a working group which are representative from various departments of the company.
Customer		
• Product prices are fair and appropriate. • Deliver quality products and services according to contractual conditions. • Respond to customer needs and quick problem solving.	• Creation or development to deliver products and services that meet the customer needs. • Continuously meet with customers. • Check satisfaction survey.	• Meetings or visits customers regularly. • Customer relation activities. • Channels for communicating information and listening to opinions, suggestions, and complaints via telephone, Contact Center.
Partners		
• There is a procurement process fairly and equally. • Set fair prices. • Growing business together.	• Set criteria for evaluating and selecting partners and customers to create fair competition. • Implement clear objectives about product quality and service. • Exchange information and knowledge to improve the quality of products or services including creating business cooperation.	• Have meeting to exchange information and build good relationship. • Provide activities to strengthen relationships. • Compliance with contractual terms and conditions.
Competitor		
• Compete according to law and ethics.	• Treat competitors fairly and transparently. • Do not destroy the reputation of commercial competitors.	• Follow competitors' changes regularly.
Creditor		
• Treat creditors fairly. • Repay debts on time.	• Do not take advantage and are responsible to creditors. • Follow the contract and related laws in repaying debts.	• Discussing and answering questions, listening to opinions and suggestions. • Contracts and repayment conditions.
Community, society and environment		
• Do not create pollution for the community. • Enhance the quality of life, promote and preserve local traditions and culture. • Conduct business with the principles of good governance and pay attention to environment, health, and safety impacts.	• Create various projects to support the activities of people in the community with good relationships. • Regularly cooperate in public benefit activities of the community. • Promote local procurement. • Preventing various business operations problems from causing complaints.	• Community relations activities. • Visit community and meet with the community leaders regularly. • Receive complaints.

3.3 Sustainability management in the environmental dimension

3.3.1 Environmental policies and practices

The company places importance on protecting the environment conservation and preservation of natural resources with training to educate and instill awareness among employees by campaigning for employees to know basic environmental management methods such as saving water, saving electricity, using resources efficiently, separating garbage and waste, reducing the use of plastic. In order to participate in environmental responsibility including campaigns to promote and support environmental conservation and worthwhile use of natural resources, such as

1. Business process by focusing on resource use technology and procedures for providing services efficiently taking into account safety and having no impact on the environment.
2. Bring digital technology to be used for various meetings to reduce the amount of printing and paper use
3. The company uses resources wisely and efficiently by systematically managing garbage and waste in the office by efficiently separating waste according to type along with creating awareness and participation with those involved.
4. Support and use products that consider the environment by choosing to use products and products that is environmentally friendly as well as buy products or packaging that can be reused to reduce the impact that may be caused by the production of various packaging, etc.
5. Electricity saving campaign and water use within the organization by turning it off when not in use.

The company provides training to provide knowledge and communication to employees at all levels regarding policies and guidelines for environmental preservation. So that all employees can take part in protecting the environment both inside and outside the organization.

3.3.2 Environmental performance

The company is in the process of preparing guidelines through the cooperation of all departments in collecting various information. Next to set goals and various measures to achieve the most efficient use of resources in every aspect including promote efficient water management and protect ecosystems and biodiversity.

1. Energy management

Business operations of the company that is related to the use of fuel energy including the use of electrical energy within the office and in order to conduct business according to various standards, the company has recorded data on the amount of energy used, such as the amount of fuel used by all types of vehicles used for the company's business. or the use of electricity in the office and at the company's gas stations, etc., that help to know the trends in energy use each year. Including campaigns to reduce energy use or choose energy that is more environmentally friendly.

Indicators	2021	2022	2023
Electricity consumption (kWh)	2,742,393	3,165,892	3,071,856
Electricity cost (million baht)	11.739	14.949	15.583

2. Water management

The company has established measures and guidelines for saving water by adjusting the water flow rate to be in an appropriate condition, repair damaged equipment to prevent water leaks, carry out replacement of water-saving sanitary ware at service stations, and record daily water volume to provide information to control water use. Indicators have been established to control water costs at various service stations. The company has implemented this as a guideline for using water for maximum benefit and efficiency. And reduce water wastage.

(Unit: cubic meter)

Amount of water used	2021	2022	2023
Amount of tap water or water supply usage	54,206	63,064	84,087
The amount of groundwater used	20,950	25,970	24,033

3. Garbage, waste and pollution management

The company systematically manages trash and waste in its business operations according to the 3R (Reduce, Reuse, and Recycle) principles. There is an efficient waste sorting system according to type. Along with create awareness and participation of employees and related parties to reduce waste disposal by landfill, in 2023 the company had a total of 195.27 tons of trash and waste.

Type of waste	Quantity (Tons)
All waste that is non-hazardous.	194.18
- Amount of non-hazardous waste that is recycled	47.81
All hazardous waste	1.09
- Quantity of hazardous waste recycled	0
Total	195.27

The company has set a campaign for communications and promotions to create environmental awareness among Employees the Company has announced a green meeting policy. To join the project called “Care the Bear” project with the Stock Exchange of Thailand to reduce greenhouse gas emissions from organizing various events or meetings both inside and outside the company and waste that can be recycled is separated or brought back into the reuse process. These will maximize benefits according to the principles of the “Circular Economy” (circular economy system) and also provide knowledge about sorting employee about waste to raise environmental awareness from the beginning. There is a check on garbage separation by allowing gas stations to collect

information on each type of waste at the gas station. Then record the amount of waste generated to lead to planning, management, and disposal of each type of waste as appropriate in each area. In addition, the company has committed to reducing the amount of waste and creating awareness of proper waste management both inside and outside the company.



4. Management to reduce greenhouse gas problems

The company places importance on management to reduce greenhouse gas problems. It was found that the activities of Businesses with the greatest amount of greenhouse gas emissions are selling fuel products to customers, using lights at night, and air conditioning. And fuel from cars, the company has measures to reduce the use of electrical energy from the use of air conditioners from the temperature set at 24-25 degrees Celsius to 26-27 degrees Celsius and then turning on the fan, it helps us save more electricity. In order to reduce the use of cars to attend meetings. Increasingly shifting to online meetings and there is also a project to install rooftop solar. From the survey or assessment of greenhouse gas emissions in 2023, the company has direct greenhouse gas emissions of 1,883.85 tCO₂e and indirect greenhouse gas emissions of 855,959 tCO₂e, totaling 857,843 tCO₂e.

The amount of greenhouse gas emissions

Scope	tCO ₂ e
Scope 1	428.67
Scope 2	1,455.18
Scope 3	855,959
Total	857,843

Note: The information has not yet been verified by a verifier.

Gas station solar rooftop project

The company installs rooftop solar to support the use of clean energy and to reduce electricity use at gas stations and reduce greenhouse gas emissions in scope 2. In 2023, the company has piloted the installation of solar rooftops at all 6 branches. There is a project to install

another 20 branches by 2024, for a total of 26 branches if installed all rooftop solar panels, it is expected to help reduce greenhouse gas emissions by a total of 60 tCO₂e per year.

In 2023, the company has installed solar rooftops at 6 branches, with a total electricity production capacity of 46,204 kilowatt hours. Thus, helps save electricity costs in the amount of 258,953 baht and can help reduce emissions greenhouse gases accounted for 23.10 tCO₂e.



3.4 Sustainability management in the social dimension

3.4.1 Social policies and practices

The Company and its subsidiaries constantly aware of the importance and responsibility that one should have towards society and the community by focusing on building good relationships and consider the impact that may have on related parties both inside and outside the organization by cultivating attitudes and creating organizational culture. To enable employees to have social responsibility, it is considered as our main mission to create projects and activities that are beneficial to the development of society and communities, as well as taking into account the guidelines regarding responsibilities towards stakeholders as specified in the corporate governance policy and business ethics of the group of companies. The company supervises the business operations of the group of companies operate in accordance with laws, regulations, requirements of relevant regulatory agencies and human rights principles according to relevant international principles. In this regard, guidelines for stakeholders are which contributes to the sustainable growth of the group's business operations that can be summarized as follows;

- **Employees:** Employees are a valuable resource of the company. The company is therefore aware of and attaches importance to fair treatment of labor, and respect the dignity of human beings based on equality. No workers under the legal age limit will be hired. Whether it is a regular job or a contract.
- **Customers:** The company considers the highest satisfaction of customers as important. The company is committed to providing customers with quality products and services and a fair price as well as aiming to develop and maintain sustainable relationships to build customer engagement.

- **Business partners:** Conduct business with each other with fairness by not taking advantage and respect and strictly comply with the contract conditions.
- **Community, society and environment:** Creating benefits for the community and society by reducing Negative impacts and creating positive impacts from the group's business operations. Including encouraging employees to participate in making benefits to society both directly and indirectly through various forms such as employee volunteer activities. Giving things or donations, etc.

3.4.2 Social performance

The social performance results of the group of companies are as follows:

- 1) **Employees:** The Company will act in accordance with relevant laws and standards and treat employees fairly and with respect for human rights, including determining compensation and other benefits fairly, providing welfare that is no less than what is required by law or more as appropriate, caring for health and safety for the lives, bodies, and property of employees in the workplace, training provides knowledge, develops potential and promotes progress and encourage employees to have knowledge according to ESG working principles in order to understand the overall picture of sustainable business development in the ESG 101 (e-Learning) course. Last year, there were quite a few employees passed the course and received certificates. More than 40 people have the opportunity to develop their work skills and the company encourage employees to participate in expressing opinions and suggestions at all levels equally by opening channels for employees to report or complain about wrongdoing in terms of events or situations that affect work in other areas.

Employment, compensation and employee benefits The Company has a policy of providing compensation and welfare. And various benefits appropriately. This is consistent with the results of evaluating the work efficiency of the employees and the company's operating results. In addition, the appointment and transfer of employees giving rewards or considering merit and punishment of group employees will be done with equality, honesty and based on the knowledge, ability and suitability of the employees to comply with relevant laws and regulations Company regulations and human rights principles. As of December 31, 2023, the total number of employees of the Company and its subsidiaries was 1,072 people, divided into 430 male employees and 642 female employees, including the employment of 9 people with disabilities according to the amount and conditions specified by law.

The company provides welfare to employees of the company group such as contributions to the social security fund, contribution to provident fund. The company established a provident fund to provide welfare to employees and promote long-term savings among employees. Employees who have applied for provident fund membership will pay savings to the provident fund at the

rate of 5 to 10 percent of their salary, depending on their willingness and the company will pay contributions to the provident fund at the rate of 5 to 10 percent of the salary according to the employee's length of service. Employees who have worked for 1 year or more than 1 year will receive contributions and benefits from the contributions that the company has. Pay contributions when leaving work and annual health examination.

- 2) **Customers:** The Company will comply with relevant laws and standards. Consider health, safety, Fairness, and keeping customer information. Comply with contracts, agreements or conditions. Towards customers fairly does not cause misunderstandings or take advantage of customers' misunderstandings; do not demand, receive, or give any dishonest benefits to customers; including maintaining good and sustainable relationships. Committed to creating satisfaction and confidence for customers to receive excellent quality service under appropriate safety and technology, including continually raising standards and seriously organizing systems. Customer service Allow customers to complain about dissatisfaction about products and services Follow the company's complaints policy. And respond quickly to customer needs
- 3) **Partners:** The Company will treat partners strictly according to contracts, agreements, or Conditions with partners strictly and equally. It is fair and based on receiving fair returns to both parties. In the event that conditions cannot be complied with, negotiations will be made to inform trading partners in advance. To find ways to solve problems together and prevent damage, do not demand, accept, or not provide any benefits that is dishonest with trading partners
- 4) **Competitors:** The Company will act within the framework of good competition rules. Do not seek confidential information of business competitors through dishonest means.or inappropriate. Do not destroy the reputation of business competitors. With malicious accusations without the truth.
- 5) **Creditors:** The Company will treat trade creditors in accordance with various conditions according To the contract with creditors equally and fairly, including repayment of principal, interest and strict supervision of various collaterals under relevant contracts.
- 6) **Community, Society and Environment:** The Company will cultivate awareness of social Responsibility and environment to employees at all levels by managing, taking care of, preventing, creating or causing negative impacts on the environment. Other covers energy use such as water use, electricity use, use of renewable resources releasing and managing waste generated from business operations, greenhouse gas emissions, etc. Establish measures to prevent/correct when there is an impact on the environment and community due to the company's operations. The company joined "Care the Bear Project" to change behaviors. And to reduce greenhouse gases Bb announcing a policy for organizing green meetings (Green Meeting) to reduce greenhouse gases. Employees must attend the meeting and adhering to the 6 guidelines of Care the bear and the Say No to Plastic project to create new behaviors for employees in the company in a sustainable way.

On November 5, 2023, Mr. Satja Janetumnugul, Chairman of RPCG Public Company Limited, with the executives and employees, business partners, contractors, and the company's trading partners. Made merit Kathin ceremonies at Tha Takiap, Tha Takiap, and Chachoengsao, and organized committees to participate in wildlife conservation by doing Salt Lick camping. And donate the necessary supplies for the Forest Guard to protect the wildlife in the Wildlife Conservation Area. Chachoengsao Province On the occasion of the 25th anniversary of Pure Thai Energy Company Limited.



4) Discussion and Analysis (MD&A)

Overview of past operating results and financial status

RPCG Public Company Limited was established in 1995 and has now improved its operations and restructured its business in the form of a holding company with joint ventures in the energy business group and development business group in real estate. The main income of the energy business comes from retail sales of oil at the point of sale at gas stations through Pure Thai Energy Company Limited (PTEC), the company's core company and the main income of the real estate development business comes from selling real estate through Sammakorn Public Company Limited (SAMCO).

4.1 Operational analysis and financial status

Operating results for 2023

Revenue from sales and services of the company and subsidiaries

Product	2023		2022		2021	
	Million Baht	Percent	Million Baht	Percent	Million Baht	Percent
Income from the sale of national oil	8,251.24	81.35	7,822.00	99.99	5,473.76	99.88
Income from real estate sales	1,757.87	17.33	-	-	-	-
Income from food and bakery sales	19.75	0.20	-	-	-	-
Sales income	10,028.86	98.88	7,822	99.99	5,473.76	99.88
Service income	113.60	1.12	0.56	0.01	6.33	0.12
Total income from sales and services	10,142.46	100.00	7,822.56	100.00	5,480.09	100.00

For the year 2021, 2022 and 2023, the Company and its subsidiaries had sales and service income of 5,480.09 million baht, 7,822.56 million baht, 10,142.46, respectively, divided into a total sales income of 10,028.86 million baht, an increase of 2,206.86 million baht or equivalent to 28.21% is mostly income from selling oil in the amount of 8,251.24 million baht, income from selling real estate in the amount of 1,757.87 million baht, income from selling food and bakery in the amount of 19.75 million baht. In addition, the company also has income from services provided increased in the amount of 113.04 million baht due to changing the type of investment of Sammakorn Public Company Limited, causing the company to have additional income.

Other income

Product	2023		2022		2021	
	MB	%	MB		MB	%
Rental income	-	-	-	-	13	1.40
Interest income	-	-	-	-	10	1.08
Dividend income	8	22.86	-	-	-	-
Other income	27	77.14	16	100.00	4	0.43
Income from compensation for damages according to the judgment	-	-	-	-	900	97.09
Total	35	100	16	100	927	100

For 2021, 2022, and 2023, the Company has other income equal to 927 million baht, 16 million baht, and 35 million baht, respectively. Consisting of income from Land, buildings and equipment for rent Interest income, other income and compensation income for damages according to judgment.

Cost of sales

For 2021, 2022, and 2023, the Company has cost of goods sold equal to 5,148 million baht, 7,400 million baht, and 9,129 million baht, or 80 percent, 94 percent, and 89 percent of total revenue, respectively.

Cost of sales increased from changing the type of capital as well as income. Total cost of sales in 2023 amounted to 9,129 million baht, an increase of 1,729 million baht or 23 percent compared to cost of sales in 2022 of 7,400 million. baht, which comes from the cost of selling oil in the amount of 7,812, the cost of selling real estate in the amount of 1,290, the cost of selling food and bakery in the amount of 27 million baht. In addition, the company has increased service costs in the amount of 117 million baht, the cost of rent increased and the amount increased by 26 million baht because it varied according to increased income.

Selling and administrative expenses

For 2021, 2022, and 2023, the company has sales and administrative expenses equal to 359 million baht, 402 million baht, and 885 million baht, respectively.

Because in 2023, the company has changed the type of investment, causing selling and administrative expenses to be 885 million baht, an increase of 483 million baht or 120.15 percent compared

to the previous year. With sales and administrative expenses equal to 402 million baht, coming from advertising and public relations expenses on management fees from the real estate business group such as employee expenses office expenses Amortizing investment properties In addition, in 2023, there was an increase in loss from impairment of use rights assets by 13.47 million baht.

Share of profits from investments in joint ventures and associated companies

For the years 2021, 2022, and 2023, the company recognized profit shares from investments in joint ventures and associated companies equal to 20 million baht, 56 million baht, and 1 million baht and had corporate income tax expenses equal to 166 million baht, 10 million baht, and 24 million baht. Respectively.

Financial costs

For 2021, 2022, and 2023, the Company has financial costs of 33 million baht, 35 million baht, and 50 million baht, respectively, in 2021, 2022, and 2023. Such financial costs include interest expense on debt from service station rental agreements in the amount of 32 million baht, 33 million baht, and 36 million baht, respectively.

Profit belonging to the shareholders of the company

In 2021, the company had profit attributable to the company's shareholders equal to 724 million baht, calculated as net profit. An increase of 655 million baht compared to the previous year. with a net profit of 69 million baht, an increase from damage compensation income. The Company's gross profit decreased by 11 million baht, although the company's profit from discontinued operations increased by 13 million baht, but the company's selling and administrative expenses increased by 5 million baht. Recognition of profit sharing from investments in joint ventures and associated companies increased by 0.6 million baht.

In 2022, the company had a profit attributable to the company's shareholders of 64 million baht, representing a net profit, a decrease of 660 million baht compared to the previous year. with a net profit of 724 million baht, the main reason being that in 2021 the company had income from compensation for damages according to the judgment in the amount of 899.87 million baht

In 2023, the company had a profit attributable to the company's shareholders of 28 million baht, representing a net profit, decreasing by 36 million baht compared to the previous year with a net profit of 64 million baht, mainly due to the fact that in 2023 the group had a loss from the asset impairment, rights of use, increasing by 13 million baht and a loss from amortization of investment properties in the amount of 17 million baht.

Property management ability

Asset

For 2021, 2022, and 2023, the Company has total assets equal to 4,028 million baht, 4,131 million baht, and 9,015 million baht respectively. In 2023, the company's total assets increased by 4,884 million baht, or 118 percent.

Liquidity and adequacy of capital**Debt**

For 2021, 2022, and 2023, the Company's total liabilities were 1,506 million baht, 1,677 million baht, and 5,018 million baht, respectively. In 2023, the company's total liabilities increased by 3,341 million baht, or 199 percent, mostly from overdrafts. Accounts payable long- term loan and deposit and money received in advance and the deposit and advance receipt from the client.

Shareholder's equity

For 2021, 2022, and 2023, the Company's shareholders' equity was 2,522 million baht, 2,454 million baht, and 3,996 million baht, respectively. In 2023, the company's shareholders' equity increased by 1,543 million baht.

Cash flow

In 2021, the Company had net cash flow of 82 million baht, of which net cash flow used in operating activities was 585- million-baht, net cash flow from investing activities was 692 million baht, and net cash flow used in financing activities was 25 million baht.

In 2022, the Company had net cash flow of 70 million baht, of which 225 million baht was net cash flow from operating activities, 0.5 million baht of net cash flow used in investing activities, and 155 million baht

In 2023, the Company had decrease net cash flow of 62 million baht, of which net cash flow from operating activities was 582- million- baht, net cash flow used in investing activities was 246 million baht, and net cash flow used in financing activities was 274 million baht.

Liquidity ratio

The Company has a liquidity ratio in 2021, 2022, and 2023 equal to 1.38 times, 1.11 times, and 1.95 times, respectively.

Debt to equity ratio

The Company has a debt -to-equity ratio in 2021, 2022, and 2023 equal to 0.60 times, 0.68 times, and 1.26 times, respectively.

4.2 Factors that may have a significant impact on operations in the future

- **Business risks**

Because the company operates business as a holding company, earning income mainly from holding shares in other companies and does not conduct its own main business that generates significant income. Therefore, the operating results of company depends on the operating results and ability to pay dividends of the subsidiary. Risks that may occur are therefore business risks. The performance of

subsidiaries is therefore very important to the overall profits. If the subsidiary encounters operational problems, it will directly affect the overall operating results of the company. However, the company has established an investment policy (Management policy in the invested company). There is also supervision of subsidiaries. By appointing people to serve as directors or executives in those companies and determine the scope of powers, duties and responsibilities of the appointed directors or executives.

- Risk from uncertainty regarding both the global economy and geopolitics that affect Thailand.

Foreign risk factors that must be watched out for, such as the impact of geopolitical conflicts Russia and Ukraine and Israel and Hamas which is still an important risk factor for world oil prices. The relations between the United States and China in the technology war affecting the expansion of the world economy as a whole because although some countries have a tendency to expand, such as India, but the overall world economy has not yet fully recovered. and although the overall picture of the Thai economy is in the direction of continuous recovery but from the structure of the domestic economy, there are limitations in every sector. For example, the household sector, and the household debt burden is quite high. Total debt outside the system has also a negative effect on purchasing power. Limitations of the private sector with high production costs and low competitive. The company continues to monitor economic movements and regularly reviews goals and plans.

4.3 Important financial information

4.3.1 Financial statements

Summary of the audit report, the auditor's report for the company's financial statements for the Year ending December 31, 2023, audited by Ms. Kosum Cha-em from EY Office Limited, expressed an unqualified opinion in the audit report as expected. In essence according to financial reporting standards.

Summary on Statement of Financial position of the Company

(Unit: Baht)

Statement of financial position	Consolidated financial statements		
	2023	2022	2021 (newly updated)
Asset			
Current assets			
Cash and cash equivalents	207,209,586	268,827,076	198,863,697
Other current financial assets	58,102,569	300,244,979	252,226,756
Trade and other receivables	70,734,965	33,158,844	30,490,229
Short-term loans to related businesses	61,500,000	39,000,000	140,000,000
Short-term loans to unrelated businesses	-	12,100,000	12,100,000
Long-term loans to individuals or businesses			
that unrelated matters due within one year	2,250,000	-	386,759
Inventories	100,974,270	103,884,518	72,870,300
Real estate project development costs	4,650,929,113	-	-
Deposit to pay for land	3,234,000	-	-
Other current assets	45,447,659	15,470,657	11,189,257
Total current assets	5,200,382,162	772,686,074	718,126,998
Non-current assets			
Bank deposits that are collateralized	271,444,822	126,551,000	141,451,000
Long-term loans to unrelated persons or businesses	27,187,500	-	-
Other non-current financial assets	94,735,725	-	-
Investments in joint ventures	4,896,883	4,312,583	1,009,554
Investments in associated companies	-	1,247,938,999	1,208,180,912
Land waiting for development	197,635,919	-	-
Investment property	1,192,263,605	177,365,093	186,043,902
Land, buildings and equipment	1,240,673,091	1,172,989,891	1,156,183,235
Right of use assets	564,243,843	576,952,540	573,375,269
Intangible assets	47,460,719	20,391,517	7,379,430
Deferred tax assets	70,833,445	17,434,327	13,817,847
Income tax deducted at source, waiting for refund	73,006,562	7,615,787	-
Other non-current assets	29,984,288	6,659,469	22,430,511
Total non-current assets	3,814,366,402	3,358,211,206	3,309,871,660
Total assets	9,014,748,564	4,130,897,280	4,027,998,658

(Unit: Baht)

Statement of financial position	Consolidated financial statements		
	2023	2022	2021 (newly updated)
Liabilities and shareholders' equity			
Current liabilities			
Bank overdrafts and short-term loans from financial Institutions.	165,667,140	-	-
Trade and other payables	815,838,561	592,640,626	429,640,727
Short-term loans from related businesses.	94,000,000	-	-
Short-term loans from unrelated businesses.	-	-	100,000
The portion of a long-term loan that is due to pay within one year.	1,229,006,464	-	-
Deposits and advances received from customers.	183,001,728	8,681,436	-
Rental security deposit due within one year.	11,927,803	-	-
The portion of rent received in advance that is waiting to be known or recognized as income within one year.	34,286,672	-	-
The portion of the debt under the lease that is due to pay within one year	40,429,382	27,842,573	25,030,903
Advances received for gas station improvements are amortized within one year.	54,778,224	52,676,076	49,928,412
Accrued income tax	9,241,264	11,152,410	366,040
Other current liabilities	23,881,239	5,815,933	14,113,392
Total current liabilities	2,662,058,477	698,809,054	519,179,474
Non-current liabilities			
Long-term loans - net of portion due within one year.	483,077,927	-	-
Rental security deposit received - net of portion due within one year.	6,116,851	-	-
Rental income received in advance - net of the portion waiting to be recognized as income within one year.	854,586,093	-	-
Liabilities under lease agreements - net of Payment due within one year.	505,416,782	494,906,060	484,487,654
Reserve long-term employee benefits.	38,597,475	19,701,270	20,424,791
Advance money received for improving gas stations.	381,137,248	407,384,235	425,170,892
Provisions for decommissioning costs.	456,197	439,539	423,488
Deferred tax liabilities.	57,598,932	55,998,932	55,998,932
Other non-current liabilities.	29,214,331	-	-
Total non-current liabilities	2,356,201,836	978,430,036	986,505,757
Total debts	5,018,260,313	1,677,239,090	1,505,685,231
Shareholder's equity			
Registered capital	1,304,664,125	1,304,664,125	1,304,664,125
Issued and paid-up capital	1,304,664,125	1,304,664,125	1,304,664,125
Retained earnings			
Allocated and reserved according to law	35,345,077	35,345,077	-
Not yet allocated	924,591,937	896,990,227	998,806,181
Other components of shareholders' equity	214,486,319	216,658,761	218,843,121
Shareholders' equity of the company	2,479,087,458	2,453,658,190	2,522,313,427
Stakeholders who do not have control over the subsidiary	1,517,400,793	-	-
Total shareholders' equity	3,996,488,251	2,453,658,190	2,522,313,427
Total liabilities and shareholders' equity	9,014,748,564	4,130,897,280	4,027,998,658

(Unit: Baht)

income statement	Consolidated financial statements		
	2023	2022	2021 (newly updated)
Income			
Sales income	10,028,864,610	7,822,003,183	5,473,763,194
Service income	113,598,096	559,060	6,327,940
Rental income	102,793,364	15,265,774	
Dividend income	7,712,035	-	
Other incomes	27,377,309	15,570,853	26,874,729
Income from compensation for damages according to the judgment	-	-	899,874,040
Total income	10,280,345,414	7,853,398,870	6,406,839,903
Expenses			
Cost of sales	9,128,716,916	7,399,511,263	5,147,604,837
Cost of service	117,336,418	387,017	1,417,961
Cost of renting	28,991,486	2,534,186	-
Selling and distribution expenses	319,354,042	109,364,204	93,909,978
Operational expenses	515,645,643	285,180,628	269,439,562
Loss from amortization of investment properties	16,869,065	-	-
Loss from impairment of buildings and equipment and right-of-use assets (reverse transfer)	32,999,911	7,422,621	(4,111,672)
Total expenses	10,159,913,481	7,804,399,919	5,508,260,666
Profit (loss) from operations	120,431,933	48,998,951	898,579,237
Share of profits from investments in joint ventures and associated companies	584,300	55,633,424	20,344,781
financial income	5,063,399	4,231,243	-
Profit (loss) before finance costs and income tax expenses	126,079,632	108,863,618	918,924,018
Financial costs	(50,390,448)	(34,552,184)	(33,120,170)
Profit before income tax	75,689,184	74,311,434	885,803,848
Income tax expenses	(24,067,999)	(10,318,919)	(166,376,527)
Profit for the year from continuing operations	51,621,185	63,992,515	719,427,321
Discontinued operations			
Profit (loss) for the year from discontinued operations	-	-	4,862,984
Profit for the year	51,621,185	63,992,515	724,290,305
Profit (Loss) Sharing			
Equity owned by the Company's shareholders	27,795,100	63,992,515	724,290,305
Parts belonging to stakeholders who do not have control over the subsidiary	23,826,085	-	-
Profit for the year	51,621,185	63,992,515	724,290,305

(Unit: Baht)

Cash flow statement	Consolidated financial statements		
	2023	2022	2021 (Newly updated)
Cash flow from operating activities			
Profit before income tax from continuing operations	75,689,184	74,311,434	885,803,848
Profit (loss) before income tax from discontinued operations	-	-	4,862,984
Profit before income tax	75,689,184	74,311,434	890,666,832
Adjustments to reconcile profit before income tax to cash received (paid) from operating activities.			
Depreciation and Amortization	186,105,486	121,103,973	119,535,880
Amortization of advances received for improving gas stations.	(62,191,269)	(52,285,843)	(48,293,503)
Increase in allowance for expected credit losses (reversal)	3,083,996	266,709	2,303,856
Reducing the cost of inventories to their net realizable value.	55,358	68,505	(6,390,786)
Receiving gain from the sale of other current financial assets	(2,393,431)	(1,355,152)	(1,881,317)
Loss (gain) from adjusting the fair value of other current financial assets	118,180	(18,223)	1,083,874
Loss from selling and writing off land, building and equipment.	1,923,255	5,295,446	3,505,907
Loss from impairment of buildings and equipment (revers transfer)	26,102,405	7,422,621	(10,361,503)
(Profit) Loss from change in lease or rental agreement	(4,709,396)	-	408,618
Rental income received in advance	(34,326,873)	-	-
Reversing allowance for impairment of real estate project development costs.	(246,340)	-	-
Loss from amortization of intangible assets.	3	16	-
(Profit) Loss from amortization and impairment of right-of-use assets.	13,474,450	-	(16,425)
Loss from amortization of investment properties.	16,869,065	-	-
Reserve long-term employee benefits increase and/or (decrease)	4,353,876	(682,399)	2,135,992
Provisions for decommissioning costs increased.	16,658	16,051	15,464
Income from compensation for damages according to the judgment	-	-	(899,874,040)
Dividends received from investments in trust units	(7,712,035)	-	-
Interest from income	(5,063,399)	(4,231,243)	(9,565,659)
Interest from expenses	14,126,263	1,061,744	1,060,053
Interest expenses according to the lease agreement	36,264,185	33,490,440	32,060,117
Share of profits from investments in joint ventures and with associated companies	(584,300)	(55,633,424)	(20,344,781)
Operating profit before changes in operating and liabilities	260,955,321	128,830,655	56,048,579
Operating assets (increased) decreased			
Trade and other receivables.	(7,861,763)	(2,983,189)	(7,584,062)
Inventories.	2,854,890	(31,082,723)	(2,463,580)
Real estate project development costs.	(143,833,699)	-	-
Deposit to pay for land.	(546,065,102)	-	-
Other current assets.	(2,017,114)	(4,281,400)	6,813,152
Other non-current assets.	(2,319,879)	8,959,345	(10,605,736)
Operating liabilities increased (decreased)			
Trade and other payables.	(6,287,876)	162,999,899	78,851,518
Deposits and advances received from customers.	81,692,839	(945,028)	-
Rental Deposit.	300,928	-	-
Other current liabilities.	5,181,901	1,229,005	1,136,485
Other non-current liabilities.	(25,878,391)	-	-
Pay benefits for long-term employees.	(2,781,625)	(41,122)	(20,000)
Cash from (used in) operating activities.	(386,059,570)	262,685,442	122,176,356
Cash received from compensation for quality adjustments and interest.	-	-	97,730,463
Cash to pay compensation for damages according to the judgment.	-	-	(618,234,697)
Payment of interest.	(96,314,545)	(1,061,744)	(1,060,053)
Pay interest according to the lease agreement.	(35,222,195)	(32,690,514)	(30,138,442)
Cash received from corporate income tax refunds	1,089,549	298,209	20,564,309
Pay income tax	(65,336,289)	(4,251,328)	(175,714,638)
Net cash from (used in) operating activities	(581,843,050)	224,980,065	(584,676,702)

(Unit: Baht)

Cash flow statement	Consolidated financial statements		
	2023	2022	2021 (Newly updated)
Cash flow from investing activities			
Increased cash from changing the status of an associate to a subsidiary.	96,557,465	-	-
Bank deposits that are collateralized (increase) decrease.	(20,730,321)	14,900,000	-
Interest earning.	7,619,774	4,279,108	9,618,395
Dividends received from associated companies.	-	12,387,948	9,290,961
Dividends received from investments in trust units.	7,712,035	-	-
Cash paid to purchase other current financial assets.	(880,000,000)	(840,000,000)	(1,568,000,000)
Proceeds from the sale of other current financial assets.	1,193,429,881	793,355,152	2,460,127,456
Short-term loans to related businesses (increase) decreased net.	(17,500,000)	101,000,000	(140,000,000)
Short-term loans to unrelated businesses (increased) decreased.	12,100,000	-	(12,100,000)
Long-term loans to unrelated persons or businesses (increase) decreased net.	(29,437,500)	386,759	538,250
Cash paid for investment in joint venture.	-	(2,000,000)	-
Buying investment property.	(23,915,760)	-	(960,000)
Purchasing buildings and equipment.	(117,459,303)	(101,500,176)	(115,420,523)
Purchase of intangible assets.	(21,205,051)	(13,928,661)	(2,229,395)
Cash received from equipment sales.	6,698,594	1,624,755	127,598
Cash paid for right-of-use assets	(6,072,577)	(8,245,000)	(5,720,000)
Advance money received for improving gas stations	38,046,430	37,246,850	56,432,800
Net cash from (used in) investing activities.	245,843,667	(493,265)	691,705,542
Cash flow from financing activities.			
Bank overdrafts and short-term loans from financial institutions are increasing.	130,667,140	-	-
Short-term loans from related businesses increased (decreased).	45,000,000	-	-
Cash received for shares from non-controlling stakeholders.	3,000,200	-	-
Cash received from long-term loans from financial institutions.	938,147,044	-	-
Repay long-term loans from financial institutions.	(768,633,634)	-	-
Cash paid to repay debts under the lease agreement.	(40,589,377)	(24,060,029)	(25,527,100)
Pay dividends.	-	(130,463,392)	-
Dividends paid by subsidiaries to non-controlling shareholders.	(33,209,480)	-	-
Net cash from (used in) financing activities or operations.	274,381,893	(154,523,421)	(25,527,100)
Net increase (decreased) in cash and cash equivalents.	(61,617,490)	69,963,379	81,501,740
Cash and cash equivalents at the beginning of the year.	268,827,076	198,863,697	117,361,957
Cash and cash equivalents at the end of the year.	207,209,586	268,827,076	198,863,697
Non-cash list items.			
Transfer of right-of-use assets to investment property.	-	-	35,340,132
Right-of-use assets and lease liabilities increased from making Additional rental contracts.	27,067,512	38,127,330	48,813,506
Investments in joint ventures accrued.	-	-	1,000,000
Right-of-use assets and lease liabilities decreased from changes to the lease agreement.	(42,624,760)	(86,038)	-
Transfer of land awaiting development to cost of developing a real estate project.	1,285,013,681	-	-
Transferring land awaiting development into investment property.	67,555,011	-	-
Transfer investment property to real estate project development costs.	77,041,825	-	-
Transfer buildings and equipment as investment property.	6,870,436	-	-
Transfer investment property into a right-of-use asset.	-	6,212,981	-
Real estate for increased investment.	-	-	5,436,065

Important financial information

Financial ratios	Unit	31 December 2023	31 December 2022	31 December 2021 (Restated)
Liquidity ratio	Equal to	1.95	1.11	1.38
Inventory turnover ratio	Equal to	89.12	83.73	75.21
Debt collection period	Day	2	1	2
Net profit margin	%	1	1	13
Gross profit margin	%	9.47	5.55	6.04
Rate of return on equity	%	0.70	2.61	28.72
Rate of return on assets	%	0.31	1.55	17.98
Net earnings per share	Baht	0.02	0.05	0.56
Book value per share	Baht	3.06	1.88	1.93
Debt to equity ratio	Equal to	2.02	0.68	0.60
Long-term debt to equity ratio	Equal to	0.95	0.40	0.39

Financial status and operating results

(Unit: Million Baht)

Financial report	31 December 2023	31 December 2022	31 December 2021 (revised)
Total assets	9,015	4,131	4,028
Total debt	5,018	1,677	1,506
Total shareholders' equity	3,997	2,454	2,522
Sales income and service fees	10,245	7,838	5,480
Total income	10,280	7,853	6,407
Gross profit	970	435	331
Profit before interest depreciation and income tax	307	170	1,018
Profit belonging to the shareholders of the company	28	64	724
Profit attributable to shareholders of the Company per share (Baht)	0.02	0.05	0.56

5) General information and other important information

5.1 General information

Regulatory agency for securities
issuing companies

Office of the Securities Commission and the stock exchange

333/3 Vibhavadi Rangsit Road, Chomphon Subdistrict, Chatuchak
District, Bangkok

Telephone 02-695-9999 Fax 02-695-9660

Listed company supervision agency

Stock Exchange of Thailand (SET)

93 Stock Exchange of Thailand Building Ratchadaphisek Road, Din
Daeng Subdistrict

Din Daeng District, Bangkok 1040

Call 02-009-9726-50 Fax 02-009-9807-8

Securities Registra

Thailand Securities Depository Company Limited

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

Telephone 02-009-9000 Fax 02-009-9991

Auditor

EY Office Company Limited

33rd Floor, Lake Ratchada Building, 193/136-137 Ratchadaphisek Road,
Khleng Toei Subdistrict

Khleng Toei District, Bangkok 10110

Telephone 02-264-0777 Fax 02-264-0790

5.2 Other important information

-None-

5.3 Legal disputes

As of December 31, 2023, the Company and its subsidiaries have no legal disputes that cause damage to the company. And subsidiaries with an amount higher than 5% of shareholders' equity and there are no other legal disputes that may cause a significant impact on business operations.

5.4 Secondary market

The company has no securities listed on the stock exchanges of other countries.

5.5 Financial institutions with regular contact (Only if the company issues debt instruments)

-None-

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Coporate Governance Policy



Part 2 : Corporate Governance

6) Corporate Governance Policy

The Company has the intention and determination to conduct business under the principles of good corporate governance of the Securities and Exchange Commission and the Stock Exchange (SEC) and the Stock Exchange of Thailand (SET). In addition, recommendations from the Thai Institute of Directors Association (IOD) according to the Corporate Governance Assessment Report with awareness of the importance of good corporate governance for transparency which can be checked and built confidence among all parties involved to help support and result in sustainable business development, the company has prepared a corporate governance policy published on the company's website and prepare business ethics in writing and communicate them to executives and employees at all levels of the company for acknowledgment in order to use them as guidelines for conduct of directors, executives, and employees to adhere to it as a principle of conduct in operations.

6.1 CORPORATE GOVERNANCE POLICY AND PRACTICE

6.1.1 Policy and Practice Related of the Board of Directors

The Board is aware of the responsibilities and roles in policy making and supervise the company to have good management that covers objectives of the business goals, strategies, operating policies to achieve the objectives and goals of business operations, as well as monitor, evaluate and supervise the reporting of operating results to be consistent with the laws and regulations of the company as well as the resolutions of the shareholder meeting which leads to operations and creates sustainable value for the business of the company.

The Board has implemented the principles of good corporate governance for listed companies in various areas as follows:

1. Selection of directors and senior executives

(1) Selection of independent directors

The Company has determined the structure of the Board of Directors with the number of independent directors, who are persons who can express their opinions freely and perform their duties to best protect the interests of the company and its shareholders, not less than one-third of the number. All directors and not less than 3 people. The Nomination and Remuneration Committee will select directors who have appropriate qualifications in terms of skills and experience that will be beneficial to the current company and has independent director qualifications.

The definition of an independent director of the company is as follows:

1. Hold shares not exceeding 1 percent of the paid-up registered capital of the company, subsidiaries, or related companies. The shares held by related persons of the independent directors must also be counted.

2. Not being or having been a director who participates in management, an employee, a staff member, or an advisor who receives a regular salary or the controlling person of the company unless it has been free from having the aforementioned characteristics for not less than 2 years.
3. Not a person related by blood or legal registration or by being legally registered as parents, spouses, siblings, and children, including spouses of children of other directors' company executive, major shareholders controlling person or persons who will be nominated to be directors' executives or controlling persons of the company or subsidiary.
4. Do not have or have ever had a business relationship with the company in a manner that may impede the exercise of one's independent judgment including not being or having ever been a significant shareholder or controlling person of a person who has a business relationship with the company. Unless it has been free from having the aforementioned characteristics for not less than 2 years.
5. Not being or having been an auditor of the company and not being a significant shareholder controlling person or partner of the audit firm which has the company's auditor unless this person has been free from having the aforementioned characteristics for not less than 2 years, this person is not a professional service provider which receives service fees exceeding 2 million baht per year from companies, subsidiaries, or juristic persons that may have conflicts of interest.
6. Not being or having ever been a professional service provider which includes providing services as a legal advisor or financial advisor who receives service fees in excess of 2 million baht per year from the company and not being a significant shareholder controlling person or a partner of that professional service provider as well unless it has been free from having the aforementioned characteristics for not less than 2 years.
7. Not being a director appointed to represent the company's directors or major shareholders or Shareholders who are related to the major shareholders
8. Do not operate a business that has the same nature and is in significant competition with the business of the company or its subsidiaries or not being a significant partner in the partnership or being a director who participates in management, an employee, a staff member, or a consultant who receives a regular salary or holding shares exceeding 1% of the total number of shares with voting rights of other companies which operates a business that has the same nature and is in significant competition with the business of the company or its subsidiaries.
9. Not having any other characteristics that prevent him from giving independent opinions about the company's operations.

(2) Selection of directors

The Nomination and Remuneration Committee will consider setting criteria and a transparent recruitment process as well as screening and selecting qualified individuals to appoint directors to replace directors who have vacated their positions, both in the case of resignation before the end of their term and those whose term has expired according to the following criteria:

1. Consider the structure and composition of the committee both in terms of the number of committee members appropriate to the size, type, and complexity of the business, qualifications of each director in terms of skills, experience, and specific abilities related to the company's main business or industry.
2. Consider the qualifications of independent directors in accordance with the criteria set by the Securities and Exchange Commission.
3. Set criteria for selecting company directors, sub-committee and Managing Director including giving shareholders the opportunity to nominate directors.
4. Consider recruiting company directors, sub-committee and Managing Director. They are individuals with knowledge, experience, and specific abilities that are beneficial to the company in order to propose to the Board of Directors for approval and/or to propose to the shareholders' meeting for approval, as the case may be.
5. Consider the qualifications of the Managing Director position that are appropriate for managing the company's business in order to achieve the stated vision. These will cover education, experience, knowledge, and expertise and take into account important and relevant business environment factors such as conditions and trends of the economy and industry as well as business competition are also taken into consideration along with the duty to offer remuneration to those who are suitable to be managing directors.
6. Ensure that the company provides orientation and distributes documents and information useful to the performance of duties of new directors.
7. Set policies and criteria for determining compensation of company directors, subcommittee member and managing director to present to the Board of Directors to consider approval and/or propose for approval to the shareholders' meeting as the case may be.
8. Set necessary and appropriate remuneration both in form of monetary and non-monetary to motivate and retain company director's sub-committee and managing director.
9. Set criteria and methods for evaluating job performance of company directors, sub-committee and managing director.
10. Consider reviewing the policy, criteria for recruiting and determining compensation and the compensation system to be appropriate to the duties. responsibility including being consistent

with the company's operating results and market conditions, taking into account the benefits that will be created for the company as important.

11. Ensure that details of the remuneration that each member of the Nomination and Remuneration Committee receives in addition to serving as a director are disclosed in the annual report.
12. Review the succession plan for the position of managing director and senior executives (Succession plan) in order to prepare such persons who have the potential to succeed in the position in the event that the managing director or senior executive retires, resigns, or is unable to perform their duties.
13. Perform any other duties as assigned by the Board of Directors.

The Nomination and Remuneration Committee will nominate individuals with the aforementioned qualifications for the Board of Directors to consider and propose to the shareholder meeting for election as company directors.

According to the company regulations, at every annual general meeting of shareholders, one-third of the directors shall retire from office if the number of directors cannot be divided into three parts. The number closest to 1 in 3 must be removed. Therefore, the company's directors have a term of office of 3 years. Directors who retire from office may be re-elected. The company has not specified the number of terms of office of directors or the number of other listed companies in which directors will hold directorship positions. But will consider the appropriateness of appointing directors whose terms have expired to hold office again. In the company regulations, the criteria and procedures for appointing directors by shareholders are as follows;

(3) Recruitment of Managing Director

1. Executives in the position of Managing Director will be selected by the Nomination and Remuneration Committee which will consider selecting qualified persons according to the criteria, processes and methods as specified in the company's regulations, such as knowledgeable and capable, have experience that is beneficial to management to achieve objectives or goals set by the Board of Directors, and has a good understanding of the company's business. The Nomination and Remuneration Committee will present it to the Board of Directors for approval by a majority vote before presenting it to the shareholders' meeting. To consider and approve the appointment, the resolution of the shareholder meeting requires a majority vote of the shareholders who attend the meeting and have the right to vote.

In addition, the company also gives shareholders the opportunity to present names of directors in advance. In order for the Nomination and Remuneration Committee to consider the qualifications of the nominees in accordance with the criteria that the company has set and present it to the Company's Board of Directors for consideration and approval before presenting it to the shareholders' meeting to consider appointment according to the next steps.

2. Duties of the Chairman and Managing Director

The Chairman of the Board of Directors and the Managing Director are not the same person. In order to separate duties in policy setting, supervision and routine administration. The committee has determined the authority and duties of the chairman and managing director clearly. The Chairman of the Board is an independent director according to the meaning of the Stock Exchange.

3. Directors and the Executives' remuneration

Directors: The shareholders' meeting is authorized to approve all types of remuneration for directors. The Board of Directors assigns the Nomination and Remuneration Committee to take charge of formulating policies and criteria on remuneration for directors. To present directors' remuneration to the shareholders' meeting, the Board of Directors will look into the pay structure and remuneration against business strategies and long-term goals. Also forming part of the consideration are experience, duties, accountability, and responsibility as well as the benefit expected of each director. The practice is comparable to peer industrial companies. Compensation must be attractive enough for directors to take the organization towards both short-term and long-term goals

Executives: Regarding compensation for executives, the Board of Directors has a policy on determining the suitable remuneration structure for motivating the Chief Executive Officer, Senior Executives, and all others to work towards the objectives and goals and achieve the long-term benefit for the organization. The Board of Directors assigns the Nomination and Remuneration Committee to define pay criteria against performance assessment for the Managing Director before seeking approval from the Board of Directors.

4. Independence of directors from management

The Board of Directors is made up of executive directors and non-executive directors at a ratio where proper balance of power can be upheld. Most directors are non-executive directors, who are free to express their views on business management. The number and qualifications of independent directors are defined by SEC and SET. The Board of Directors will ensure that all independent directors can work with one another on panels with efficiency and with freedom to express their opinions. Present Board of Directors consisting of 8 directors, 3 are independent directors, representing 37.5 percent, who are non-executive directors. (Including independent directors) 7 persons, representing 87.5 percent, which is in accordance with the criteria of the SEC Office and the Stock Exchange of Thailand.

5. Development of directors

Board of Directors shall supervise each director to have knowledge and understanding about their roles, duties, nature of business operations and laws related to business operations as well as encourage all directors to receive skills and knowledge enhancement for performing their duties as directors on a regular basis. For example, courses organized by the Thai Institute of Directors (IOD) and the Stock Exchange of Thailand or other agencies, etc.

6. Assessment of Board performance

The Board of Directors has in place a policy on performance assessment of the Board of Directors, sub-committees, and each director at least once a year to allow all directors to jointly deliberate work results and problems encountered. Results of the assessment will benefit further performance development.

6.1.2 Policies and operation guideline relating to shareholders and stakeholders

The Company emphasizes the basic rights of the shareholders and stakeholders, both as the shareholders are both investors and the Company's owners. The Company has a policy to promote the right exercising by the shareholders, as the following details:

1. Right to receive accurate, complete, sufficient and prompt information
2. Right to attend the shareholders of meetings, express opinions and raise questions in the meetings in accordance with the meeting agenda
3. Right to nominate or dismiss directors
4. Right to approve the auditor and propose audit fee
5. Right to propose meeting agenda, that need additional review, in the shareholders' meetings
6. Other rights as stated by laws and the Company's regulations

Roles of Stakeholders

The Company is attentive to the right of the beneficiaries in all groups, be they the internal beneficiaries like staffs and the Company's and its subsidiaries' executives, or the external beneficiaries like competitors, creditor, the governmental authority and other related agents. The company actually conducts its operation in compliance with the provisions of law and other relevant regulations in order to maintain the appropriate care of these beneficiaries. In 2022, the Company ensured that all stakeholders were properly treated each stakeholder as follows:

Shareholders	The Company values the rights of shareholders and rights stipulated by the law, such as the right to attend the shareholders' meetings; the right to vote at the meeting; the right to freely express opinions at the shareholders' meetings; the Company also gives shareholders the right, as the owners of the Company, to make suggested and comments on the Company's affairs to the independent.
Employees	The Company truly believes that its employees are the most valuable assets and also support employees to improve their knowledge and skill by providing skills trainings, knowledge sharing workshops and leaning opportunities to all employees for their self-development and career growth with the Company. The Employee Performance Assessment system integrates the employees' values with the corporate objective to ensure that the business success is their mutual benefits.

Customers	The Company is determined to provide customers with maximum benefit in terms of quality and price, to develop and maintain the sustainable relationship with customer, to commitment to the customers.
Partners	The Company is operates its business by upholds promises and committed to fair and equal treatment of its suppliers and business partners to establish mutual trust.
Competitors	The Company is legally competing with the competitors by adhering to the business fairness under the trade competition act. , and not take any action that violates the intellectual property or copyright of competitors, not use dishonest methods to discredit a competitor or no trade secret violations.
Creditors	The Company honestly and strictly adheres to loan agreement, pay attention to the importance of the creditors and strive to keep good relationship with them on the best interest of the Company.
Communities, Social and Environment	The Company perceives the corporate responsibility for the environment in the society and community and for natural resources conservation. The Company supports activities that promote quality of life and create happiness for communities, society and environment.

Equitable Treatment of Shareholders

The Company has a policy to treat all the shareholders equally. That is, a shareholder can vote independently to elect the board of directors, partake in resolution making, opining, and enquiring the meeting as per the meeting's agenda and proposed issue. Every shareholder has the right and equity to receive correct, well-rounded, and updated information, of which he/she can also check for its verity. The company has a policy to provide more alternatives for the shareholders by permitting an independent director to be entrusted by a shareholder, in the event the latter cannot attend the meeting. All are treated fairly and equally as following guidelines:

1. All shareholders have the rights and equality of receiving information, expressing opinions and asking questions, in accordance with the meeting agenda and the issues proposed in the meeting.
2. Shareholders are able to obtain the meeting details and agendas from the Company's website prior to the meeting date. To promote the rights of the shareholders, the Company posts an announcement encouraging the shareholders to nominate a person to take the role of a director and suggest additional meeting agendas for the Annual General Meetings of shareholders. In addition, the shareholders are also encouraged to express their ideas about clear operation guidelines.
3. The Company has the policy and operation guidelines about the use of inside information prevent directors, management and employees from wrongly using inside information or preventing inside trading. The securities trading is suspended for one month before the financial statement and inside information are released to the public.

4. Directors and management are required to report the details about their stake holding so that the Board of Directors can consider any transactions that may involve in conflicts of interest and that may impact overall decision making for the Company's benefits. Directors and management involving in any transactions done with the company shall not take part in decision making in such transactions.
5. Directors and management are required to report the details about their holding and trading of securities to the Company's secretary office, which will submit such report to the SEC, depending on the case, within the duration specified by the laws and related regulations.

Prevention of inside information exploitation

The Corporate Governance Policy prohibits directors, executives, and staff as well as all others involved from using or revealing business information that is not intended for the public for personal gain or for securities trading. Inside information is not to be released to outsiders or any stakeholders before disclosure to the public through SET. To ensure strict compliance, the Company has established disciplinary actions for violators.

Prevention of conflict of interest

In the past years, the company's directors and management have been considering about the eradication of the interests' conflict with prudence, honesty, and independence under the frame of decent morality. This effort is to achieve the overall benefits of the company, transparency, and protection of personal interest through exploitation. The Company's directors, executives and all employees are not allowed to engage in any business that competes with the Company or execute any business transaction which involves themselves or related person/juristic person that may lead to conflict of interest and not to seek benefits for themselves and related parties by using inside information that has not been disclosed to the public. In case that connected transaction or the transactions that may lead to conflicts of interests, to ensure that they are in compliance with the laws and the exchange's regulations, and are reasonable and for the highest benefit of the Company.

Anti-Corruption

The Company is aware of the importance of Anti-Corruption and emphasizes the management of business ethics; fairness, transparency and accountability; specifically in related processes or risk of corruption in all forms, either directly or indirectly according to good corporate governance in order to enhance stakeholders' trust and indoctrinate good awareness and establish good value for directors, managements and employees in all level of the Company for their acknowledgment and practice.

Anti-Corruption Policy

The company places importance on conducting business carefully regarding corruption by adhering to the principles of good corporate governance for the highest benefit of the shareholders, stakeholders, and those involved. Therefore, a policy against corruption has been established including business ethics and ethics to be used as guidelines as follows:

- Directors, executives and employees must not commit corruption both directly and indirectly, such as presenting, making promises, requesting, demanding, demanding or receiving benefits, giving benefits inducing illegal acts or breaking trust or any other actions that constitute corruption, etc., for the benefit of oneself or other persons.
- Directors, executives, and employees must comply with anti-corruption policies and measures. If any person violates this policy, he or she must be considered for disciplinary punishment and prosecute according to the law on a case-by-case basis.
- If findings any acts of corruption or actions that may cause corruption, The witness must report the incident or report it to your supervisor immediately or may report it through the whistleblowing channels specified by the company.
- Establish policies and guidelines to prevent corruption in various forms, such as political assistance, charitable donation, providing support payment of gifts or service fee etc. There will be a follow up on such matters to be transparent that not contrary to relevant laws or provide benefits incorrectly or inappropriately.
- Establish an adequate and appropriate internal control system to prevent corruption and operations that do not comply with the principles of good corporate governance.
- Procurement must be carried out transparently that not contrary to the law, work regulations, and procedures set by the company including organizing regular inspections of procurement operations.
- Giving donations or support to government agencies or the private sector must be done with transparency. It is not contrary to morality, ethics, and legality and strictly in accordance with the company's policies and procedures regarding such matters. Approval must be obtained from the parent organization before proceeding. Providing donations or support to government agencies or the private sector must not cause conflicts of interest for both personal and company interests. This must not be used as an excuse for corruption. Approval of donations or support to government agencies or the private sector must strictly follow the regulations. A report is prepared along with supporting documents for consideration and approval of donations or support to government agencies or the private sector and propose approval to the executives for further consideration.
- The company conducts business in a politically neutral manner. Here will be no political assistance or support is given to political parties or politicians in any form. This includes not encouraging company directors, executives, or employees to participate in any political activities on behalf of the company. However, each person has the legal right to participate in political activities, but must not pretend to be an

employee, or take any assets of the company to use in political support or do anything that causes a misunderstanding that the company is involved in or supports any political cause. This expression and/or express political opinions in the office or area of the company's unit It is considered against the company's regulations.

- If finding an action that is considered corruption. That person must notify supervisors or the channels that the company has set up for filing complaints about the discovery of corruption clues or violation of various rights. The company has measures in place to protect complainants. Whistleblower and those providing information as specified details appear in accordance with the policy regarding whistleblowing and measures to protect whistleblowers. The company has provided channels for reporting clues and complaints to the Company Secretary.

Address: RPCG Public Company Limited, 86/2 Sammakorn Place Building
Ramkhamhaeng Road, Saphan Sung Subdistrict, Saphan Sung District,
Bangkok 10240

- Designated KPMG Phoomchai Company Limited, which was appointed to conduct internal audits to have the duty to assess risks from corruption by evaluating, analyzing, monitoring and controlling corruption risks to an acceptable level. Then report to the Audit Committee including following up on the results of the implementation of the anti-corruption policy.

- Punishment of wrongdoing shall be in accordance with the company's regulations and/or relevant laws.

6.2 CODE OF CONDUCT

The Board of Directors is committed to good corporate governance, and thus has established the Code of Conduct as the operating framework and guideline for all directors, executives, employees, ensuring effectiveness and transparency, inspiring confidence and acceptance among all stakeholders, leading to sustainable value creation for the businesses.

The guidelines in Code of Business Ethics cover Legal compliance, Anti-Corruption, Stake holding and conflicts of interest, supervising the use of inside information and trading the Company's securities, Disclosure and confidentiality of information, Protection of personal information, Human rights, Protection and non-infringement of intellectual property, Receiving complaints, whistleblowing channels and protection of the rights of whistleblowers, Responsibility to stakeholders.

In addition, the Company requires monitoring of compliance with Corporate Governance Policy and Code of Business Ethics through internal audit processes. Any neglect or violation will be subject to disciplinary action and/or law, as the case may be, and in case of seeing practices that may be contrary to business ethics have employees report to supervisors. Or the Compliance Department or internal audit department or the Managing Director, as the case may be, through channels for complaints or whistleblowing provided by the Company. Neglecting or violating Code of Business Conduct will be subject to disciplinary action and/or law. In

the event that a practice that may be contrary to Code of Business Conduct is found, employees must report to supervisors or Compliance Department or Internal Audit Department or President through complaint channels or whistleblowing provided by the Company.

6.3 SIGNIFICANT CHANGES AND DEVELOPMENTS IN POLICIES, PRACTICES AND CORPORATE GOVERNANCE SYSTEMS

6.3.1 Changes and important developments regarding the review of policies, practices, and corporate governance systems or board charters in the past year.

Board of Directors have been implemented good corporate governance policy and business ethics and code of conduct manual for directors, executives, and employees to follow along with requiring companies in the group to apply the aforementioned guidelines to be appropriate and sufficient for each of the company's businesses in terms of adhering to honesty, integrity, transparency, fairness and compliance with relevant laws. The policy, code of conduct and various committee charters will be reviewed annually in order to keep up with the changing circumstances.

In the past year 2023, the Board of Directors considered and reviewed policies and practices regarding good corporate governance, social, and environmental policies and practices to be consistent with the context of the company that related to laws including the current situation as a working practice for executives and employees of the group of companies with relevant regulations or guidelines. Moreover, adhere to the principles of ethics and ethics in doing business that covers various matters such as honesty to customers, introduction and dissemination of information, compliance with rules and regulations, conflicts of interest, maintaining customer confidentiality, etc., which the company has disseminated to all directors, executives, and employees for acknowledgment and practice. The company also organize training for all new employees as well.

As for the Board of Directors, the committee's charter will be reviewed annually in order to be current and consistent with the principles of good corporate governance and to ensure the operations of the Board of Directors. It is efficient and consistent with the direction of the organization. In addition to the Board of Directors of various sub-committees' charters of each faculty were also reviewed.

6.3.2 Practice in other matters according to the principles of good corporate governance.

- **Results of the corporate governance assessment of Thai listed companies for the year 2022.**

Results of the survey on corporate governance of the company of the Thai Institute of Directors Association (IOD) according to the 2022 Corporate Governance Survey Project of Listed Companies. Overall, the company is in the "Very Good" criteria and received an overall and category average score of 80%. From a total of 750 listed companies surveyed in 2022.

- **Results of the assessment of the quality of organizing general shareholder meetings of listed companies for the year 2023.**

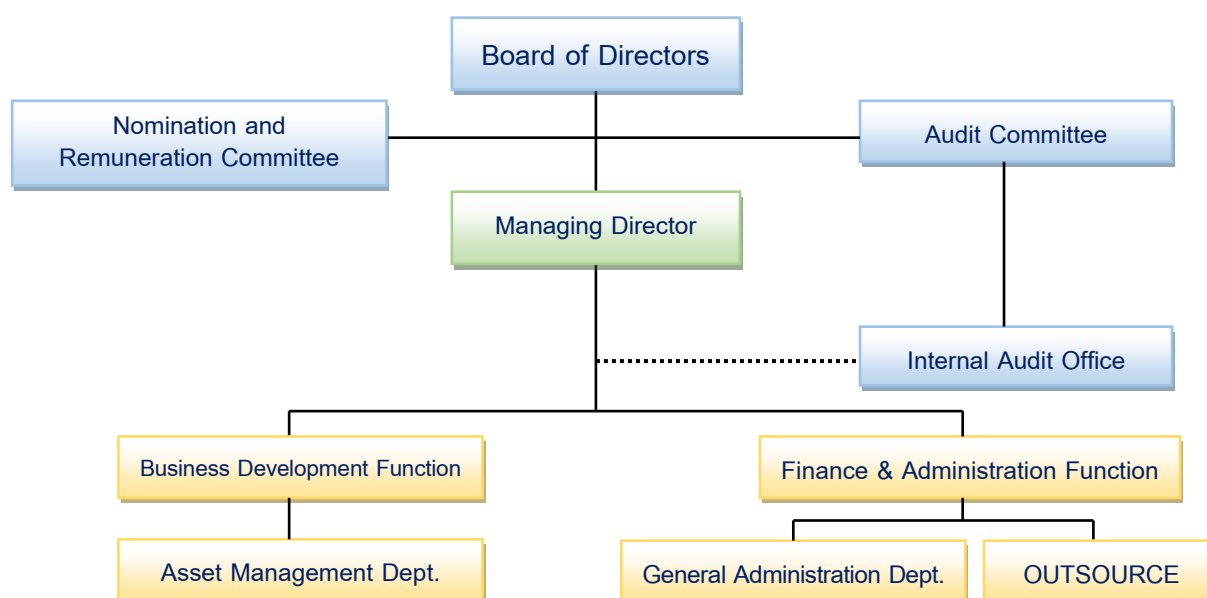
The company received the results of the assessment of the quality of holding the general meeting of shareholders of listed companies for the year 2023 (Annual General Meeting Checklist). The company passed the assessment of the quality of holding the general meeting of shareholders with a score of 96 points, classified as “good”. Excellent” from the Thai Investors Association.

7). Corporate Governance Structure and Details of Board of Directors, Sub-Committee, Executives, Employees and Others

7.1 CORPORATE GOVERNANCE STRUCTURE

The Organization Structure as at December 31, 2023

RPCG PUBLIC COMPANY LIMITED



7.2 BOARD OF DIRECTORS INFORMATION

7.2.1 Composition of the Board of Directors

The Board comprises fully qualified directors as specified. In 2023, the directors represented diverse skills, expertise knowledge, experience, sex and age, which benefited the business. The Board also had an appropriate proportion of independent directors as stipulated by law consisting of 8 directors, a sufficient number to supervise the Company's operations.

As of 31 December 2023, the Board of Directors are in total of 8 persons, comprising of:

- Independent Directors in total of 3 persons (38% of total 8 directors) which are in line with regulations of the SEC that prescribe listed companies of have independent directors of at least 1 out of 3 of the total directors and no less than 3 persons. In addition, Independent Directors can provide opinions to operations under prescribed policies with independency and without dominance or limitations within

the meeting of the Board of Directors. Such 3 Independent Directors serve as Member of Audit Committee of the Company.

- Non-Executive Directors in total of 4 persons (50% of total 8 directors) in which Non-Executive Directors have work experience related to main businesses of RPCG Group or management of large-sized company, or other experience beneficial to management of the Company.
- Executive Director in total 1 person who is the Acting Managing Director (13% of total 8 directors).

7.2.2 Board of Directors Information

The Board of Directors comprises experts in various fields with expertise and experience. At least one non-executive director must have the knowledge, understanding of the Company's business, leadership, vision, independence in decision-making. His/her is a person who devotes his/her time to perform his/her duties with responsibility for the best interests of the Company, shareholders and all stakeholders.

As of December 31, 2023, the Board of Directors consisted of the following seven members:

Name		Position
1. Mr. Satja	Janetumnugul	Chairman of the Board
2. Mr. Tawat	Ungsuprasert	Director
3. Mr. Supapong	Krishnakan	Director
4. Mr. Suthud	Khancharoensuk	Director
5. Mr. Napon	Janetumnugul ⁽¹⁾	Managing Director
6. Ms. Panicha	Pongsivapai ⁽²⁾	Independent Director / Chairman of the Audit Committee
7. Ms. Pordee	Khanistanan	Independent Director / Member of the Audit Committee
7. Ms. Chanida	Pattanotai ⁽³⁾	Independent Director / Member of the Audit Committee
<i>Mrs. Supanee Tanchaisrinakorn : Company Secretary</i>		
Remark: ⁽¹⁾ Appointed as a director at the 2023 Annual General Meeting of Shareholders on 20 April 2023.		
⁽²⁾ Has been appointed as Chairman of the Audit Committee From the 2023 Annual General Meeting of Shareholders on 20 April 2023 instead. Mr. Prasit Teeraratbongkot, whose term has expired and does not wish to renew his term as a director.		
⁽³⁾ Appointed as an independent director and audit committee member. From the 2023 Annual General Meeting of Shareholders on 20 April 2023.		

Directors authorized to sign on behalf of the Company are Mr.Satja Janetumnugul , Mr.Supapong Krishnakan, Mr.Tawat Ungsuprasert, Mr.Suthud Khancharoensuk; two of these four directors jointly sign and stamped with the Company's seal.

7.2.3 Scope of authority, duties and responsibilities of the Board of Directors as follows:

1) Perform duties responsibly, carefully, and honestly that comply with the law, objectives and regulations of the company as well as board resolutions and resolutions of the shareholders' meeting to maintain and enhance the benefits of the company's business. Except for matters that must be

approved by the shareholder meeting before proceeding, such as matters that are required by law to receive a shareholder meeting resolution, conducting connected transactions and buying or selling important assets according to the rules of the Stock Exchange or as determined by other government agencies, etc.

2) Establish policies, directions, goals, plans and operating budgets of the Company as well as to supervise the management to perform in accordance with the established policies with efficiency and effectiveness.

3) Consider the nomination of Directors to replace the Directors who retired by rotation as well as considering the remuneration of Directors who proposed by the Nomination and Remuneration Committee to present to the shareholders' meeting for approval.

4) Consider appointing a Director to replace the vacant Director position for other reasons in addition to retiring by rotation. Unless the remaining term of the Director is less than 2 months. And the person who takes the position of the Director replaces, will be in the position of Director only for the remaining term of the Director he replaces.

5) Consider appointing Sub-Committees which include, but not limit to Audit Committee Nomination and Remuneration Committee, to administer of the management system, internal control system, Nomination and remuneration system including to help perform the duties according to the responsibility of the Board of Directors to be in accordance with the established policy.

6) Consider appointing Managing Director and the Company secretary as well as consider the remuneration.

7) Consider and amend the names of Directors who have the authority to bind the Company.

8) Arrange for the preparation of a statement of financial position and the income statement account at the end of the Company's fiscal year. And sign to certify the said financial statements to present to the annual general meeting of shareholders for approval.

9) Consider selection and appointment of auditors. And consider appropriate remuneration proposed by the Audit Committee before presenting to the shareholders' meeting at the annual general meeting to consider and approve.

10) Appoint any other person to operate the business of the Company under the control of the Board of Directors or may delegate so that the said person has the authority and/or within the time as the Board of Directors deem appropriate. The Board of Directors may cancel, withdraw, change or amend the said authority.

11) Consider approving the acquisition or disposition of the Company's assets. Unless the said transaction requires approval from the shareholders' meeting. In this regard, the said approval must be in accordance with the relevant notifications, rules and/or regulations of the Stock Exchange of Thailand.

12) Consider approving the connected transactions. Unless in the event that the said transactions require approval from the shareholders' meeting. The said approval must be in accordance with the announcements, rules and/or regulations related to the Stock Exchange of Thailand.

13) Consider approving interim dividend payment to shareholders when seeing that the Company has good enough performance. And report the said dividend payment to the shareholders' meeting for acknowledgment in the next shareholders' meeting.

14) Consider making decisions on important matters such as policies and business plans for large investment projects, executive authority and any other items that require by law. Including may seek advice from outside independent consultants or professional experts, if it is necessary and appropriate.

15) Supervise the management to have an appropriate and efficient risk management system.

16) Determine the authority and level of approval for transactions and the operations relating to the work of the Company to the group or individual as appropriate. And to comply with the relevant laws by preparing a manual of operational authority.

17) Provide a system that supports effective anti-corruption to ensure that the management recognizes the importance and implements of it, until it becomes the organizational culture.

18) Provide appropriate communication channels with shareholders and supervise disclosure of information to ensure accuracy, clarity, transparency, credibility, up-to-date and standardized.

19) The Committee must evaluate the performance by themselves. And evaluate the performance as a whole in order to review the results, problems and obstacles each year. And then develop to improve work performance.

20) Responsible to shareholders on a regular basis. Operate by protecting the interests of shareholders. Material information is disclosed to investors accurately and completely, standardized and transparent. Including arranging for an annual general meeting of shareholders within 4 months from the end of the Company's fiscal year or another extraordinary general meeting of shareholders when deemed appropriate.

21) Prepare annual reports and report on the Board of Directors' responsibilities in preparing the financial reports together with the auditor's report, in the annual report which covers important issues of the Company in the past year to present to the shareholders' meeting and distribute to the public in general.

22) Develop and encourage the Company Directors and Executives to attend training courses related to the duties and responsibilities of the Directors and Executives.

23) Consider reviewing and improving the Board of Directors' charter to be suitable for the operations.

Information about core company directors

Executive Committee of Pure Thai Energy Company Limited as of December 31, 2023, the Company's Board of Directors has 8 people, consisting of:

List of names	Position
1. Mr. Sumit Chanmethee	Executive Chairman
2. Mr. Satja Janetumnugul	Executive Vice Chairman
3. Mr. Rabil Phonpathakul	Executive committee
4. Miss Kanokporn Jarukulwanit	Executive committee
5. Ms. Kallaya Klaithong	Executive committee
6. Mr. Prasit Dheeraratbongkot	Consultant
7. Mr. Napon Janetumnugul	Consultant
8. Mr. Phatthana Sukontharak	Consultant

The Board of Directors of Sammakorn Public Company Limited as of 31 December 2023, there are 9 people in the Board of Directors which consisting of

List of names	Position
1. Mr. Bibit Bijaisoradat	Chairman of the Board of Directors
2. Mr. Satja Janetumnugul	Directors / Executive committee
3. Mr. Tawat Ungsuprasert	Directors / Executive Chairman
4. Mr. Kittipol Pramroj Na Ayudhya	Directors / Executive committee
5. Mr. Napon Janetumnugul	Directors / Managing Director
6. Mr. Piyabut Lertdamrikarn	Directors / Executive committee
7. Mr. Thawatchai Chongdarakul	Independent Director / Chairman of the Audit Committee /Chairman of the Nomination and Remuneration Committee.
8. Mr. Anutip Krairiksh	Independent Director / Audit Committee Member / Risk Management Committee / Nomination and Remuneration Committee.
9. Mrs. Kunthala Sassamit	Independent Director / Audit Committee Member / Risk Management Committee / Nomination and Remuneration Committee.

7.3 SUB-COMMITTEES INFORMATION

The Board of Directors can appoint sub-committees on specific matters as needed through the nomination of the Nomination and Remuneration Committee for important matters are carefully scrutinized on specific important issues before presenting their opinions to the Board of Directors for further consideration for the best interest of the Company.

The Company had two subcommittees at the committee level, namely Audit Committee, Nomination and Remuneration Committee, with details as follows:

7.3.1 Audit Committee

As of December 31, 2023, the Audit Committee consisting of the audit committee who is an independent Director, there are 3 people as follows:

List of names	Position
1. Miss Panicha Phongsiwapai ⁽¹⁾	Chairman of the Audit Committee
2. Miss Pordee Khanitthanan	Audit Committee Member
3. Ms. Chanida Phatthanothai ⁽²⁾	Audit Committee Member
- Mrs. Suphannee Tanchaisrinakorn: Secretary of the Audit Committee	

Remark: ⁽¹⁾ Appointed as Chairman of the Audit Committee From the 2023 Annual General Meeting of Shareholders on 20 April 2023 instead Mr. Prasit Teeraratbongkot, whose term has expired and does not wish to renew his term as a director.

⁽²⁾ Appointed as an independent director and audit committee member. From the 2023 Annual General Meeting of Shareholders on 20 April 2023.

The audit committee are 3 people is an audit committee member who has sufficient knowledge and experience to be able to perform her duties in reviewing the reliability of the company's financial statements.

In 2023, the Audit Committee with total of 7 meetings were held, including meetings with the auditor and the internal audit office including a meeting without executives attending the meeting (Private Session) 1 time.

Scope, powers, duties and responsibilities of the Audit Committee

1. Review the company and its subsidiaries on financial statements that are disclosed and reported according to accounting standards prescribed by law correctly and adequately by coordinating with external auditors and executives responsible for preparing financial reports. The report will be submitted both quarterly and annual The Audit Committee may recommend that the auditor review or examine any transactions that are considered important and necessary during the audit of the accounts of the company and its subsidiaries.

2. Review the company and its subsidiaries that have an internal control system and an internal audit system that are adequate, appropriate, and efficient. according to generally accepted methods and standards Including considering the independence of the Internal Audit Office as well as giving approval in considering the appointment, removal, and termination of the head of internal audit. What other departments are responsible for internal auditing

3. Review the company and its subsidiaries to see if they comply with the laws regarding securities and the stock exchange, including announcements, rules and/or regulations of the SEC and the Stock Exchange. And laws related to the company's business including policies on good corporate governance and appropriate business ethics.

4. Consider to propose the appointment of an independent person to act as the auditor of the company and its subsidiaries and offer remuneration to such person including attending a meeting with the auditor without the management attending at least once a year.

5. Consider connected transactions or transactions that may have conflicts of interest to be in accordance with the law and regulations of the Stock Exchange in order to ensure that the said transactions are reasonable and is the most beneficial to the company

6. Report regularly to the Board of Directors in order for the Board of Directors to be informed of the activities of the Audit Committee.

7. Prepare a report of the Audit Committee and disclose it in the company's annual report. This report must be signed by the Chairman of the Audit Committee.

8. Review the company and its subsidiaries the there is an appropriate risk management system or process. Effective to reduce the impact on the company's business.

9. Consider reviewing, improving and amending the Audit Committee Charter at least once a year or as needed to be modern and suitable for the company's environment and present to the Board of Directors for approval.

10. Audit Committee may seek independent opinions from any other professional advisors if necessary. However, the hiring process must be in accordance with the company's regulations.

11. Any other reports that shareholders and general investors should know within the scope of duties and responsibilities assigned by the Board of Directors.

12. In the performance of duties, if found or there is doubt that there is a transaction that has a conflict of interest or corruption or there's something wrong or there is a significant defect in the internal control system or violation of the law on securities and exchange Stock Exchange Requirements or laws related to the company's business. This may have a significant impact on the financial position and operating results of the Company and its subsidiaries. Report must be submitted to the Board of Directors for improvement and correction within the time the Audit Committee deems appropriate.

13. Perform any other duties within the scope of authority and duties and responsibilities set out in the charter or as assigned by the Board of Directors.

7.3.2 Selection Committee and consider compensation

As of December 31, 2023, the Nomination and Remuneration Committee consisting of 4 directors as follows:

List of names	Position
1. Miss Panicha Phongsiwapai ⁽¹⁾	Chairman of the Nomination and Remuneration Committee
2. Mr. Suthat Khancharoensuk	Member of the Nomination and Remuneration Committee
3. Miss Pordee Khanitthanon	Member of the Nomination and Compensation Committee
4. Miss Chanida Patthanothai ⁽²⁾	Member of the Nomination and Compensation Committee

- Mrs. Suphannee Tanchaisinakhon: Secretary of the Nomination and Remuneration Committee

Remark: ⁽¹⁾ appointed as Chairman of the Nomination and Remuneration Committee From the 2023 Annual General Meeting of Shareholders on April 20, 2023 in place of Mr. Prasit Teeraratbongkot, who was due to retire by rotation and did not wish to renew his term as a director.

⁽²⁾ Has been appointed as Nomination and Remuneration Committee From the 2023 Annual General Meeting of Shareholders on 20 April 2023

Scope, powers, duties and responsibilities of the selection committee and consider compensation

1. Consider the structure and composition of the committee both in terms of the number of committee members appropriate to the size, type, and complexity of the business. Other considers are qualifications of each director in terms of skills, experience, and specific abilities related to the company's main business or industry.

2. Consider the qualifications of independent directors in accordance with the criteria set by the Securities and Exchange Commission.

3. Set criteria for selecting company directors, sub-committees and managing directors including giving shareholders the opportunity to nominate directors.

4. Consider recruiting company directors, sub-committees and managing directors, they are individuals with knowledge, experience, and specific abilities that are beneficial to the company and to propose to the Board of Directors for approval and/or to propose to the shareholders' meeting for approval, as the case may be.

5. Consider the qualifications of the managing director positions that are appropriate for managing the company's business in order to achieve the stated vision. The qualifications will cover education, experience, knowledge, and expertise that take into account important and relevant business environment factors such as conditions and trends of the economy and industry as well as business competition are also taken into consideration along with the duty to offer remuneration to those who are suitable to be managing directors.

6. Ensure that the company provides orientation and distributes documents and information useful to the performance of duties of new directors.

7. Set policies and criteria for determining compensation of company directors, subcommittee members and managing directors to present to the Board of Directors for considering approval and/or propose for approval to the shareholders' meeting, as the case may be.

8. Set necessary and appropriate remuneration both in form of monetary and non-monetary to motivate and retain company directors, sub-committees and managing directors.

9. Set criteria and methods for evaluating work performance of company directors, sub-committees and managing directors.

10. Consider reviewing the policy, criteria for recruiting and determining compensation and the compensation system to be appropriate to the duties. responsibility including being consistent with the company's operating results and market conditions, taking into account the benefits that will be created for the company as important.

11. Ensure that details of the remuneration that each member of the Nomination and Remuneration Committee receives in addition to serving as a director are disclosed in the annual report.

12. Review the succession plan for the position of managing directors and senior executives (Succession plan) in order to prepare the persons who have the potential to succeed in the position in the event that the managing director or senior executive retires, resigns, or is unable to perform their duties.

13. Perform any other duties as assigned by the Board of Directors. The Nomination and Remuneration Committee will nominate individuals with the aforementioned qualifications for the Board of Directors to consider and propose to the shareholder meeting for election as company directors.

7.4 MANAGEMENT INFORMATION

7.4.1 Names and Positions of Management

The Company has a policy to recruit knowledgeable, capable and experienced executives with good working records and ethics, who can contribute well to the Company. The nomination of such persons must pass through consideration by the Nomination and Remuneration Committee and approval by the Board of Directors.

As of December 31, 2023 the Company had six Executives as follows:

List of names		Position
1. Mr. Napon	Janetumnugul	Managing Director
2. Mrs. Supanee	Tanchaisrinakorn	General Manager - Finance & Administration Function
3. Ms. Kallaya	Klaithong	General Manager - Business Development Function

Scope of authority, Duties and Responsibilities of the Managing Director

The Managing Director has the authority and responsibilities to conduct business in accordance with the Board of Directors' assignment and shall follow strictly and ethically the Company's business plan or budget that has been approved by the Board of Directors. The Managing Director shall also act diligently to protect the Company's and the shareholders' best interests. The authority and responsibilities of the Managing Director are described as follows:

- 1) Oversee and supervise the Company's routine operation.
- 2) Oversee the process of recruitment, appointment, promotion, and salary adjustment, based primarily on the pre-approval of the related authority in each department.
- 3) Consider and approve the purchase of fixed assets with the amount not exceeding Baht 10 million. The approval must be complied with the Stock Exchange of Thailand's regulation on the acquisition and disposal of assets of the listed companies or related party transactions or regulations of related authorities.
- 4) Prepare and propose the Company's policy, business plan, and budget to the Board of Directors for approval and report the progress thereof to the Board of Directors on the quarterly basis.
- 5) Execute the policy, business plan, and budget, which have been approved by the Board of Directors. The above authority of the Managing Director shall not be valid if, in exercising such authority, the Managing Director may receive benefits or have potential conflict of interest with the Company.

7.4.2 Executive Directors and Executives' Remuneration Policy

Board of Directors has assigned the Nomination and Remuneration Committee to consider and set criteria regarding remuneration and performance evaluation of the managing directors to make recommendations to the Board of Directors to consider for approval.

Executive's compensation is based on the evaluation of performance according to duties and responsibilities of executives and their efficiency, the Company's overall performance, and benchmarking studies on compensation payment with other listed companies of the same business nature against the Company's previous practices to ensure and appropriate compensation structure suiting responsibilities and induce executives to achieve goals.

7.4.3 Total Remuneration for Executive Directors and Executives

■ Financial remuneration

In 2022, the fee for 7 directors totaled Baht 1.55 million, paid for the meeting allowances in congruence with the Company's performance and dividend payment to the Shareholders.

The fee for 3 Managements totaled Baht 7.05 million, paid for salary and bonus in congruence with the Company's performance.

In 2023, the fee for 8 directors totaled Baht 2.6 million, paid for the meeting with monthly compensation, Attendance Fee and Bonus with the Company's performance and dividend payment to the Shareholders.

The fee for 3 Managements totaled Baht 7.04 million, paid for salary and bonus in congruence with the Company's performance.

- Other forms of remuneration
 - In 2022, the Company's provident fund contribution for 3 Management was Baht 0.46 million.
 - In 2023, the Company's provident fund contribution for 3 Management was Baht 0.48 million.

7.5 PERSONNEL

1. Number of Employees

As of December 31, 2023, the Company and its subsidiaries had 6 and 1,057 employees respectively. This does not include Directors, the Executive Committee, or Executives. The Company still maintains a proportion of each department to suit the business operations which can be divided in accordance with the following departments:

Organization Structure As of 31 December 2022		Organization Structure As of 31 December 2023	
<u>Function</u>	Quantities	<u>Function</u>	Quantities
- Business & Finance	2	- Business & Finance	2
- Business Development	5	- Business Development	4
<u>Subsidiaries</u>	Quantities	<u>Subsidiaries</u>	Quantities
- PTEC	819	- PTEC	772
		- SAMCO	285
Total	826	Total	1,063

2. Remuneration

Financial Remuneration

Total remuneration to the Company's employees including salaries, overtime, fringe benefits, bonuses and provident fund contribution for the year 2022 and 2023 were Baht 173.11 million and 278 million respectively and benefits on termination of employment.

7.6 OTHER IMPORTANT INFORMATION

7.6.1 List of Persons Assigned

▪ Company Secretary

The Board of Directors have a resolution to appoint Mrs.Supanee Tanchaisrinakorn, General Manager - Finance & Administration Function as the Company Secretary as of August 13, 2014 in order to perform in relation to the meetings of the Shareholders Meetings, the meeting of the Board of Directors and the Sub-Committees as well as to support the corporate governance in accordance with the standard of corporate governance. Mrs.Supanee Tanchaisrinakorn profile is presented in [Attachment 1](#). As such, the Company Secretary must have the qualifications and responsibility as follows:

Qualifications

- 1) Must possess basic knowledge of the principles of laws and regulations of regulatory agencies related to the public limited companies laws and the securities and exchange laws.
- 2) Must have knowledge and understanding of the principles of good corporate governance and the good practices in corporate governance.
- 3) Must have knowledge in the various businesses of the Company and good communication skills, which re supplementary qualifications that assist the Company Secretary in efficiently carrying out her duties.

The Company Secretary's scope of duties responsibilities on behalf of the Company or its Board of Directors are as follows:

- 1) To prepare and maintain the following documents:
 - a. Registration of Directors
 - b. Notice of the Board of Directors Meeting, Minutes of the Board of Directors Meeting and the Company's annual report
 - c. Notice of the Shareholder's Meeting and Minutes of the Annual General Meeting of Shareholders
- 2) Keeping the reports of conflict of interests which reported by Directors or Executives
- 3) To performance any other actions as prescribed by the Capital Market Supervisory Board.

In the event that Company Secretary retires or is unable to perform his or her duties, the Board of Directors shall appoint the new Company Secretary within 90 days from the date which the Company Secretary retired or was unable to perform his or her duties. The Board of Directors shall authorize one of any of directors to act on behalf based on temporary basis for such period of time.

■ Person Assigned Direct Responsibility for Supervising Accounting

The Company appointed Mrs.Supanee Tanchaisrinakorn, General Manager - Finance & Administration Function as the person assigned the highest responsibility in finance and accounting, which is qualified according to the qualification specified in the announcement of the Department of Business Development. Mrs.Supanee Tanchaisrinakorn profile is presented in [Attachment 1](#)

■ Head of Internal Audit

External Internal Auditor was Mr.Supachate Kunaluckkul (KPMG Phoomchai Business Advisory Ltd.), review and evaluate internal control system, and plan internal audit plan by reporting directly to the Audit Committee. Profile is presented in [Attachment 3](#)

7.6.2 Head of Investor Relations

The Company established an Investor Relations Unit to be a center for answering inquiries and disclosing the Company information. Shareholders, investors and the general public can contact Investor Relations Unit Tel. 0 2372 3600 or E-mail: ir@rpcthai.com

7.6.3 Remuneration of Auditor

Auditor's Fee

(1) Audit Fee

The Annual General Shareholder Meeting of 2023, appointed EY Office Company Limited with Ms.Kosum Cha-em C.P.A. Registration No.6011 or Mrs. Kulrapee Piyawansut, C.P.A. Registration No. 6137 or Mr.Termphong Opanaphan C.P.A. Registration No.4501, as auditor of the Company for the year 2023.

EY Office Company Limited is an auditor approved by the Securities and Exchange Commission and is an auditor who is independent in reviewing opinions on the financial statements of the company. Reliability And have no relationship or interest with the company, sub-company, executive director, executive major shares held, or those involved in any way, therefore being independent in the investigation and commenting on the financial statements of the company.

In the year 2023, the Company paid an audit fee of Baht 870,000 and its subsidiaries used auditors from EY Office Company Limited and other offices in the amount of Baht 1,572,000.

(2) Other remuneration (non-audit fee) amount 56,986 baht

EY Office Company Limited by Ms. Kosum Cha-em, Certified Public Accountant No. 6011 or Mrs. Kulrapee Piyawansut, Certified Public Accountant No. 6137 or Mr. Termphong Opanaphan, Certified Public Accountant No. 4501, each will be an auditor at the Office of the Securities and Exchange Commission and gave approval and received approval in 2023. Annual General Meeting of Shareholders resolved to approve the appointment of an auditor who is independent in auditing and expressing opinions on the Company's financial statements, reliable and has no relationship or interest with the company, subsidiaries, directors, executives, major shareholders or anyone involved in any way. Therefore, they are independent in auditing and expressing opinions on the Company's financial statements.

8). Corporate Governance Report

8.1 Summary of the Board of Director's Performance

The Company's Board of Directors realizes the roles and responsibility in directing the overall operation as well as monitor management's performance. They perform their work with knowledge, expertise, transparency, caution and accountability to bring the maximum benefits to the Company and shareholders. In the past year, the Board of Directors performed duties as directors. For example, they determined policies and strategies for the management, which can help enhance the Company's business, such as organizational restructuring, determining marketing strategies and outlining guidelines for internal control system as well as risk management and etc.

8.1.1 Selection, Development and Performance appraisal of Directors

Independent Directors

The Nomination and Remuneration Committee determined the criteria and regulation for selecting persons to be independent directors, based on qualifications according to the Public Limited Company Act, the Securities Act, the notification of the SEC and the SET, the notifications of the Capital Market Advisory Board as well as other related regulations. The Committee also considers other qualifications, such as experience and knowledge. The Company has a policy to appoint independent directors at least one thirds of the total directors.

Qualification of Independent Directors

The Audit Committee of the Company is independent as defined by the independent directors as follows:

- 1) Holding shares not exceeding on per cent of the total number of voting rights of the company, its parent company, a subsidiary, an affiliate or a juristic person with a potential conflict of interest.
- 2) Not being an executive director, employee, staff member or advisor who receives salary, or a person having control over the company, its parent company, a subsidiary, an affiliate, a same-level subsidiary or a juristic person with a potential conflict of interest.
- 3) Not being a person related by blood or registration under laws, such as father, mother, spouse, sibling, and child, including spouse of the children, executives, major shareholders, controlling persons, or persons to be nominated as an executive or controlling persons of the company or any of its subsidiaries.
- 4) Not having a business relationship with the Company, its parent company, a subsidiary, an affiliate or a juristic person with a potential conflict of interest in the manner which may interfere with his/her independent judgment, and not being a major shareholder, non-independent directors or executives of any person having business relationship with the Company, its parent company, a subsidiary, an affiliate or a juristic person with a potential conflict of interest.
- 5) Not being an auditor of the Company, its parent company, a subsidiary, an affiliate or a juristic person with a potential conflict of interest and not being a major shareholder, the director did not perform as independent director, executive or partner of an audit firm which employs auditors of the Company, its parent company, a subsidiary, an affiliate or a juristic person with a potential conflict of interest.
- 6) Not being having been any type of professional advisor, including legal advisor or financial advisor, who receives an annual service fee exceeding Baht 2 million per year from the Company, its parent company, a subsidiary, an affiliate or a juristic person with a potential conflict of interest and not being a major shareholder non-independent director, executive or partner of the professional advisor.
- 7) Not being a director who has been appointed as representative of the company's director, major shareholder, or shareholder who are related to the company's major shareholder.

- 8) Not having any characteristics which make him/her incapable of expressing independent opinions with regard to the Company's business affairs.
- 9) Not being a directors assigned by the board of directors to take part in the business decision-making of the Company, its parent company, a subsidiary, an affiliate, a same-level subsidiary or a juristic person with a potential conflict of interest and not being a director of the listed company, its parent company, a subsidiary, an affiliate or same-level subsidiary.
- 10) Having duties as prescribed in the notification of the Stock Exchange of Thailand on the qualifications and scope of work of Audit Committee.

The Appointment of Directors and Management

The Company sets up the Nomination and Remuneration Committee to be responsible for the appointment of directors and management. In this regard, an individual who is eligible to be appointed as director and management of the Company must possess the qualifications as specified in the Public Company Act B.E. 2535, Section 68 and the Company's requirement, and shall not be disqualified per the SEC announcement dated December 12, 2008 on request for approval and Approval to offer new shares. The appointment process is as follows:

Composition and appointment of the Board of Directors

Component

1. Directors of the company must be approved and appointed by the shareholder meeting and according to the criteria of company regulations and relevant legal requirements consisting of qualified individuals with knowledge and abilities, such as be honest, and have ethics in doing business. There must be transparency and clarity. The consideration must include the educational history and professional experience of that person. with sufficient details for the benefit of decision-making by the Board of Directors and shareholders to provide enough time to devote knowledge and ability to perform duties for the company.
2. The committee consists of not less than 5 directors and should not exceed 12 people, and/or not less than half of the total number of directors must reside in the Kingdom of Thailand.
3. The board structure consists of a number of independent directors appropriate to corporate governance. In addition, the number must be not less than one-third of the total number of directors, but there must be no less than 3 people, which is in accordance with the requirements of the Securities and Exchange Commission.
4. Board of Directors consisting of at least 3 members of the Audit Committee, this Audit Committee must have all the qualifications as announced by the Capital Market Supervisory Board No. TorJor. 39/2016 and also have the scope of duties and responsibilities as specified by the Stock Exchange of Thailand. ("Stock Exchange") Announcement.

Appointment

1. Appointment of company directors shall be in accordance with the company laws and regulations and related regulations must be carried out with transparency and clarity.
2. In the case where a director leaves office upon the expiration of his/her term. Have the shareholder meeting consider appointing directors by resolution. Appointment of directors requires a majority vote of the shareholders who attend the meeting and cast their votes. If there is an equal vote, the chairman of the meeting shall cast an additional vote as the deciding vote.
3. At the annual general meeting of shareholders, there will allow 1/3 of the directors to retire from their positions, if the number of directors cannot be divided into three parts, then the nearest number will be removed with a portion of 1 in 3. In addition, directors or independent directors who retire by rotation may be re-elected to hold new positions.
4. Term of office.
5. Company Director shall hold office for a term of 3 years and can be re-elected as a new director at the annual general meeting of shareholders. Every time, there will be at least one-third of the directors must leave their positions. If the number of directors cannot be divided into three parts, then issue the number closest to 1/3.
6. The board of directors shall elect one director to be the chairman of the board. In the case where the committee considers it appropriate, it may select one or more directors to be vice-chairmen. The Vice Chairman of the Board has duties according to the regulations of the business which the Chairman of the Board assigned.
7. If the position of director is vacant for reasons other than retirement at the end of the term, unless the remaining of director's term is less than 2 months, the board of directors shall select a person who has qualifications and does not have prohibited characteristics according to the law on public limited company and the law on stock exchanges and the Stock Exchange to become directors in the next board meeting. The replacement director then will hold the position of director only for the remaining term of the director he or she replaces.
8. The resolution of the committee according to paragraph three must consist of votes of not less than three-quarters of the number of remaining directors.

Composition and appointment of the audit committee

Board of Directors shall be the person who appoints the audit committee by appointing at least 3 persons and having a term of office for 3 years. These persons must have all qualifications according to the announcement of the Securities and Exchange Commission and the announcement of the Stock Exchange of Thailand as follows:

1. Have been appointed by the Company's Board of Directors or the Company's shareholder meeting.

2. Each person has qualified as an independent director.
3. Not being a director assigned by the Board of Directors, able to make decisions on the operations of the company, subsidiaries, associated companies, and related companies or legal entities that may have conflicts.
4. Not being a director of a subsidiary company, joint company or only a listed company.
5. Have sufficient knowledge and experience to be able to perform duties as an audit committee member. There must be at least one member of the audit committee has sufficient knowledge and experience to perform the duty of reviewing the reliability of the financial statements.
6. Hold shares not exceeding 1 percent of the total number of shares with voting rights of the company, subsidiaries, and associated companies, company's related or juristic persons that may have conflicts that the shares held by related persons must also be counted.
7. Not being or having been a director involved in management/employee/employee/consultant who receives a regular salary/controlling authority of the company, subsidiaries, associated companies, related companies. Or legal entities that may have conflicts within 2 years before being appointed
8. Not related by blood or registration in the form of father, mother, spouse, sibling, and child. Including spouses of children and executives or major shareholders Controlling person or person who will be nominated as an executive or controlling person of the company. Affiliated companies, subsidiaries or associated companies related companies or legal entities that may have conflicts
9. Do not have or have never had a business relationship with a company, juristic person, or person considered to be independent both relationships in the nature of providing professional services and all types of commercial/business relationships. Except there is a necessary and appropriate event that does not occur regularly and continuously. Must be approved by the Board of Directors first and the resolution must be unanimous.
10. Not being a director appointed to represent the company's directors, major shareholders or shareholders who is related to the major shareholder of the company.
11. Able to perform duties and express opinions or report performance results according to assigned duties. Independently assigned by the Board of Directors not under the control of executives or major shareholders of the company, including related persons or close relatives of such persons.
12. Can appoint company employees, this may be the Company Secretary or the Director of Accounting and Finance (Chief Finance Officer) acting as secretary to the Audit Committee.

Appointment

The Board of Directors will appoint the Chairman of the Audit Committee and audit committee. Every member of the audit committee must be a director of the company. Once the audit committee has been appointed, the company must submit a form notifying the names and scope of work of the audit committee (Form F24-1) and a certificate and history of the audit committee members (Form F24-2) to the Stock Exchange and the Office of the SEC.

The subcommittee

The board of directors has appointed the subcommittee board to support on corporate governance, as follows:

- The Audit committee with a 3 year term in office. The committee's body consists of 3 persons, all are the independent directors.
- The Nomination and Remuneration Committee with a 3 year term in office. The committee's body consists of 4 persons, all are not the Executive Board and committee's chairman must be the Independent director.

Evaluation of the performance of the Board of Directors and sub-committees

The Company provides an annual performance evaluation of the Board of Directors' duties. Sub-committees at least one time per year in order to comply with the principles of good corporate governance, taking into account the elements that determine performance sustainability aspect of the company. It is part of the indicators for evaluating the performance of the Board of Directors and sub-committees. The evaluation form of the Board of Directors, sub-committees have the same evaluation criteria and is consistent with the sample self-assessment form of the board of directors of the Stock Exchange of Thailand. It has also been reviewed to ensure that it is appropriate for the nature and structure of the Company's board of directors.

The self-evaluation form of the Board of Directors as a whole has evaluation criteria divided into 4 main topics: 1) Structure and qualifications of the Board of Directors, 2) Board meetings, 3) Roles, duties and responsibilities of the Board, and 4) Other matters for the Board of Directors' self-evaluation form of the individual model of criteria. The assessment is divided into 3 main topics: 1) Structure and qualifications of the committee, 2) Committee meetings, and 3) Roles, duties, and responsibilities of the committee. The assessment form has a score scale from 0-4 from disagree strongly to strongly agree.

Summary of the results of the self-evaluation of the Board of Directors and sub-committees for the year 2023 have an overall average score of every category as follows:

- Results of the performance evaluation of the Board of Directors (individual). The score was 3.42 out of a full score of 4, or equivalent to 85.50 %.
- Results of the performance evaluation of the Board of Directors (individual), the score was 3.44 out of a full score of 4, calculated as 86.00 %.
- Results of the performance evaluation of the Audit Committee. The score was 3.85 out of 4, or equivalent to 96.25 %.
- Results of the evaluation of the performance of the Nomination and Remuneration Committee. The score was 3.71 out of 4, or equivalent to 92.70 %.

Assessment process

The Company Secretary will send a performance evaluation form to all Company Directors for self-evaluation at the end of each year. After each committee member has finished evaluating their works, The performance evaluation form will be sent back to the company secretary. The secretary then to collect evaluation scores and report the results to the Board of Directors' meeting in order to determine measures to further improve the efficiency of the Board's work.

Directors Training

The Board of Directors continues to try and enhance their value by participation in activities, courses and events which add to their knowledge base in the continually changing business environment to ensure that they are updated and possess full knowledge. All the Company's Directors have attended important training courses that are available such as the Director Certification Program (DCP) or the Director Accreditation Program (DAP) held by the Thai Institute of Directors Association (IOD).

Details of Directors attended training courses for Directors

Name	Mr.Satja Janetumgul	Mr.Supapong Krishnakan	Mr.Tawat Ungsuprasert	Mr.Suthud Khancharoensuk	Mr.Prasit Dheeraratbongkut	Ms.Panicha Pongsivapai	Ms.Pordee Khanistanan
COURSES:							
DAP : Directors Accreditation Program	20/2004	15/2004	DAP	15/2004	-	-	-
DCP : Directors Certification Program	-	-	-	-	DCP62	234/2017	315/2022
Director Diploma Examination	-	-	-	-	-	58/2017	-
AACP : Advance Audit Committee Program	-	-	-	-	-	26/2017	-
BMD : Boards That Make a Difference	-	-	-	-	-	8/2018	-
Board Performance Evaluation	-	-	-	2/2007	-	-	-
BNCP : Board Nomination & Compensation Program	-	-	-	-	-	13/2022	-

New Director Orientations

The Company organizes newly appointed director orientations pursuant to the director development plan developed by the Nomination and Remuneration Committee so that the new directors have knowledge and understanding of the Company's historical background, including providing relevant information, e.g., the Annual Report (Form 56-1 One Report) and notify them of good practice as a director of the Company.

8.1.2 Meeting Attendance and Remuneration of Individual Directors

■ The Board of Director's meeting

The Company has a policy to send the inviting letters for a meeting with accompanying documents to the directors' consideration at least 7 days earlier, in order to reach the minimum period determined by the law. In 2023, the board of directors had 4 meetings. The meetings are normally pre-scheduled for the entire year and informed to the entire Board. The Board of Directors shall meet with a pre-determined schedule or a special meeting that may be called by the Chairman if it necessary. To consider the significant matter, each Board meeting requires a quorum not less than half (1/2) of the total directors to participate. Each meeting will be recorded and the approved documents will be gathered for reference or future review or investigation.

Name	Position	Meetings in the 2023			
		Board of Director	Audit Committee	Nomination & Remuneration Committee	Shareholders Meeting
1. Mr.Satja Janetumnugul	Chairman of the Board	4/4	-	-	1/1
2. Mr.Tawat Ungsuprasert	Director	4/4	-	-	1/1
3. Mr.Supapong Krishnakan	Director	3/4	-	-	1/1
4. Mr.Suthud Khancharoensuk	Director / Member of the Nomination & Remuneration Committee	4/4	-	2/2	1/1
5. Mr.Napon Janetumnugul ⁽¹⁾	Director	4/4	-	-	-
6. Ms.Panicha Pongsivapai ⁽²⁾	Independent Director Chairman of the Audit Committee Chairman of the Nomination & Remuneration Committee	4/4	7/7	2/2	1/1
7. Ms.Pordee Khanistanan	Independent Director Member of the Audit Committee Member of the Nomination & Remuneration Committee	4/4	7/7	2/2	1/1
8. Ms. Chanida Pattanotai ⁽³⁾	Independent Director Member of the Audit Committee Member of the Nomination & Remuneration Committee	3/3	6/6	1/1	-

Directors who retired during 2023

1. Mr. Prasit Teeraratbongkot	Independent Director	1/1	1/1	1/1	1/1
	Chairman of the Audit Committee				
	Chairman of the Nomination and Remuneration Committee.				

Note: (1) Appointed as a director at the 2023 Annual General Meeting of Shareholders on April 20, 2023.

(2) Has been appointed as Chairman of the Audit Committee and Chairman of the Nomination and Remuneration Committee From the 2023 Annual General Meeting of Shareholders on 20 April 2023 instead

Mr. Prasit Teeraratbongkot, whose term has expired and does not wish to renew his term as a director.

(3) Appointed as an Independent director, Audit Committee and Nomination and Remuneration Committee. From the 2023 Annual General Meeting of Shareholders on 20 April 2023.

■ Remuneration of the Directors

The Nomination and Remuneration Committee is responsible for determining policies and rates of remuneration for directors in order to propose to the Company's Board of Directors for consideration and further propose to the Annual General Meeting of Shareholders for approval every year. In addition, the Company has set the remuneration for directors at a reasonable rate comparable to other listed companies in the same industry and the business of similar size, in reference to the SET's Survey of Directors and Executive of Listed Companies, in order to motivate and retain directors who have qualifications that the Company need. In 2023, the general meeting of shareholders it was resolved to approve the remuneration of the Company's directors and sub-committees in 2023, with details as follows.

1) Monetary compensation

1.1 Monthly compensation

- Chairman 20,000 baht / person / month
- Director 15,000 baht / person / month

1.2 Meeting allowance for the Board of Directors

- Chairman 20,000 baht / person / time
- Director 15,000 baht / person / time

1.3 Meeting allowance for Sub-committees

- Chairman 35,000 baht / person / time
- Director 30,000 baht / person / time

2) Other remuneration

-None-

The details of remuneration for individual directors in 2023 are as follows:

(Unit: Baht)

Name	Position	Board of Directors	Audit Committee	Nomination & Remuneration Committee	Total
1. Mr.Satja Janetumnugul	Chairman of the Board	275,000	-	-	275,000
2. Mr.Tawat Ungsuprasert	Director	210,000	-	-	210,000
3. Mr.Supapong Krishnakan	Director	195,000	-	-	195,000
4. Mr.Suthud Khancharoensuk	Director Member of the Nomination & Remuneration Committee	210,000	-	60,000	270,000
5. Mr.Napon Janetumnugul	Director	180,000	-	-	180,000
6. Ms.Panicha Pongsivapai	Independent Director Chairman of the Audit Committee Chairman of the Nomination & Remuneration Committee	210,000	240,000	65,000	515,000
7. Ms.Pordee Khanistanan	Independent Director Member of the Audit Committee Member of the Nomination & Remuneration Committee	210,000	210,000	60,000	480,000
8. Ms. Chanida Pattanotai	Independent Director Member of the Audit Committee Member of the Nomination & Remuneration Committee	180,000	180,000	30,000	390,000

Directors who retired during 2023

1. Mr. Prasit Teeraratbongkot	Independent Director Chairman of the Audit Committee Chairman of the Nomination and Remuneration Committee.	30,000	35,000	35,000	100,000
Total		1,700,000	665,000	250,000	2,615,000

Note: (1) Appointed as a director at the 2023 Annual General Meeting of Shareholders on April 20, 2023.

(2) Has been appointed as Chairman of the Audit Committee From the 2023 Annual General Meeting of Shareholders on 20 April 2023 instead Mr. Prasit Teeraratbongkot, whose term has expired and does not wish to renew his term as a director.

(3) Appointed as an Independent director, Audit Committee and Nomination and Remuneration Committee. From the 2023 Annual General Meeting of Shareholders on 20 April 2023.

8.1.3 Governance of the Subsidiary and Associated Company

The Board of Directors has oversight mechanism that can control the direction of management and responsible of subsidiaries and associated companies to maintain the benefits of the Company's investment as follows:

1. Individuals are sent to represent the Company to be a director, an executive or authorized individual in such company in proportion to the shareholding. And it is approved by the Board of Directors.
2. The scope of authority and responsibility of directors and executives representing the Company are determined by the authority of each company.
3. There is the mechanism of governance has resulted in the disclosure of the financial position and results of operations, transactions between the Company and the connected persons, acquisition or disposition of assets or any other important transaction of such company is completely accurate. And also comply the criteria related with the disclosure of information and transactions similarly to the above-mentioned criteria of the Company.
4. Determine the appropriate and sufficient internal control system in its subsidiaries by testing the internal control system and monitoring by the Internal Audit Committee of the Company.

8.1.4 Monitoring of the Compliance with Corporate Governance Policies and Practices

1) Prevention of Conflicts of Interest

The Company encourages executives and employees to apply Good Corporate Governance Policy and guidelines which is set out in corporate Governance Policy, Code of Business Ethics, Anti-Corruption Policy for all management and directors to follow so that they can avoid and actions that may lead to conflicts of interest; and occasions that they may take some opportunities or information received from the management and employees to seek their personal benefits; and separate business operation to compete with the competitors. All review process and disclosure of stake holding matters as well as any connected transactions or transactions that may lead to conflicts of interest must comply with the relevant laws and regulations announced by the SET. Connected persons are required to report details of connected transactions to be reviewed to the Company and they shall not be allowed to take part in decision making or approval such connected transactions. In approving such connected transactions, approvers must take account of the pricing and terms and conditions similar to other transactions done with third parties. In case of suspicious transactions or under the situation that may lead to conflicts of interest, written reports of such transactions shall be made to disclose the details to supervisors based on the chain of command. The reports are required to be submitted to the Company's Secretary, the internal control unit immediately before entering the review procedure whether or not such transactions involve entail conflicts of interest in the group.

The management and supervisors are required to ensure that all employees under their supervisory strictly follow the aforementioned operation guideline as well as other relevant regulations. In case any violation actions are found, further investigation and review of disciplinary punishment shall be proceeded.

2) Exploitation of Internal Information

The Company imposes the policy to control internal information and prevent all employees from disclosing it to external parties or using such information for their own benefits. There is sufficient and appropriate procedure to control the use of insider information and there is a written guideline for control and protection of the internal information. This guideline is communicated to all personnel to follow. The Company prohibits any persons related to internal information from trading the Company's securities within one month before the Company's financial information is disclosed.

Securities held in the name of Directors and Executives

Report of RPC's share held by Directors and Executives for the year 2023

Name	Amount of Ordinary Shares			
	As of 31 December 2022	Change during the year 2023	As of 31 December 2023	
			Amount	Shareholding (%)
Directors				
1. Mr.Satja Janetumnugul and Spouse	22,734,592	-	22,734,592	1.74
2. Mr.Supapong Krishnakan	1,791,092	-	1,791,092	0.14
3. Mr.Tawat Ungsuprasert and Spouse	48,539,238	-	48,539,238	3.72
4. Mr.Suthud Khancharoensuk and Spouse	10,833,356	-	10,833,356	0.83
5. Mr.Napon Janetumnugul	-	-	-	-
6. Ms.Panicha Pongsivapai	-	-	-	-
7. Ms.Pordee Khanistanan	-	-	-	-
8. Ms.Chanida Pattanotai	-	-	-	-
Executives				
9. Mrs.Supanee Tanchaisrinakorn	-	-	-	-
10. Ms.Kallaya Klaithong	-	-	-	-

■ Disclosure and Transparency

The Board of Directors realizes the importance of information disclosure and has set up policies to ensure that all information disclosed is accurate, complete and transparent. Such information includes financial and non-financial information about the Company that is in line with the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand that may affect the share price as well as the decisions of the Company's investors and stakeholders.

Therefore, the Company has disseminated important and adequate information including Annual Report 2023 (Form 56-1 One Report) to shareholders, investors and the general public via the SET Community Portal. In addition, operational performance and credit rating are posted on the Company's website. The Company also prepares a good corporate governance report annually in both Thai and English versions and discloses them in its annual report.

The Board of Directors takes responsibility for the consolidated financial statements of the Company and its subsidiaries as well as financial information disclosed in its annual report. The Report on the Board of Directors' responsibility towards the Company's financial statements is disclosed in the annual report together with the report of the independent auditor. Financial statements are prepared in accordance with generally accepted accounting principles in Thailand, by utilizing appropriate accounting policies and applied consistently. Moreover, sufficient important information is disclosed in the notes to the financial statements. The Audit Committee reviews the quality of financial reporting and the adequacy of the internal control system and ensures that sufficient significant information is disclosed in the notes to the financial statements. The views of the Audit Committee on such matters are presented to the Board and to the shareholders' meeting, respectively.

The Company also discloses information on the Board of Directors and sub committees i.e. their roles and responsibilities, number of meetings, attendance of each director, opinions in line with the committee's duties, remuneration for directors and management policy, type and amount of remuneration paid to directors of the Company and where those directors also sit on subsidiaries' Boards.

3) Anti-Corruption

The Company recognizes the importance of anti-corruption and intends to operate business with good morals and under good corporate governance framework as well as adhere to the Code of Business Ethics. Also, the Company takes responsible for the society, environment and all stakeholders by conducting transparent and fair business which can be auditable. To make certain that the Company has policy specifying appropriate responsibility, guidelines and rules for its business operation to prevent all types of corruption in all of the Company's activities and that the Company's decision and business operation involving with the risk of corruption have been thoroughly considered and conducted, the Company has arranged for the written Anti-Corruption Policy to be clear guidelines for doing business and developing to sustainable organization.

The Company's Internal Audit Department is responsible for review and assessment of operations in each department to be in line with laws, policies, and regulations of RPCG Group in order to reduce corruption problems. The internal audit results will be reported to the Audit Committee and the Board of Directors for acknowledgment. The Company also provides multiple channels to accept whistleblowing or suspiciousness related to corruption from stakeholders of both internal and external and clearly prescribes procedures to manage complaints and protection measures for whistleblower.

4) Whistleblowing

The Company has established channels for raising concerns or receiving complaints from the employees or the Company's stakeholders. The employees can send the complaints letter with indicating "Private and Strictly Confidential" to the Chairman of the Audit Committee, for the Company's stakeholders can directly send to the

Chairman of the Audit Committee or via the Company's E-mail ir@rpc.thai.com or The Company's address No. 86/2 Sammakorn Place, Ramkhamhaeng Road, Saphansoong, Bangkok 10240. The complaints will be investigated according to the Company's procedures and reported to the Board of Directors. All evidence and documents related to the complaints and names of the complainants will be kept confidential.

In 2023, the Company did not receive any clues or complaints about illegal actions, corruption or violating Corporate Governance Policy and Code of Business Ethics of the Company from any stakeholder.

8.2 Report on the performance of duties of the Audit Committee in the past year.

8.2.1 Number of meetings and attendance of individual audit committee members.

Name	Position	Audit Committee Meeting 2023		
		Number of times All meetings	Number of times Attend the meeting	Proportion (%)
1. Miss Panicha Phongsiwapai ⁽¹⁾	Chairman of the Audit Committee	7	7	100
2. Miss Pordee Khanitthanan	Audit Committee	7	7	100
3. Miss Chanida Patthanothai ⁽²⁾	Audit Committee	6	6	100

Note: (1) Appointed as Chairman of the Audit Committee from the 2023 Annual General Meeting of Shareholders on April 20, 2023 in place of Mr. Prasit Teeraratbongkot, who was due to retire by rotation and did not wish to renew his term as a director.

(2) Appointed as an independent director and member of the audit committee from the 2023 Annual General Meeting of Shareholders on 20 April 2023.

8.2.2 Performance of duties of the Audit Committee Audit Committee

In the year 2023, the Audit Committee, there will be a total of 7 joint meetings which will consist of the company's independent directors with number of at least three (3) members, and at least one (1) member of the Audit Committee must have sufficient knowledge and experience in accounting or finance to be able to perform their duties in reviewing the reliability of the financial statements. They have qualifications according to the criteria of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand to follow up on the operations of the company, review of internal controls, and internal audits to evaluate the efficiency and effectiveness of the Internal Audit Office and the results of the Audit Committee's performance appear in the "Audit Committee Report" as to Attachment 6.

8.3 Clarification of the performance of sub-committees

8.3.1 Report of the number of the meetings and attendance of each member of the Nomination and Remuneration Committee

Name	Position	Number of the Committee Meeting in 2023		
		Number of Meetings	Number of Attendance	Portion (%)
1. Ms.Panicha Pongsivapai	Chairman of the Nomination & Remuneration Committee	2	2	100
2. Mr.Suthud Khancharoensuk	Nomination & Remuneration Committee Member	2	2	100
3. Ms.Pordee Khanistanan	Nomination & Remuneration Committee Member	2	2	100
4. Ms.Chanida Patthanothai ⁽¹⁾	Nomination & Remuneration Committee Member	1	1	100

Remark: ⁽¹⁾ has been appointed as Nomination and Remuneration Committee From the 2023 Annual General Meeting of Shareholders on April 20, 2023.

8.3.2 Clarification of the performance of the Nomination & Remuneration Committee

All committee members gave priority to meeting attendance and contribution of opinions and information proven beneficial for fair and appropriate compensation to relevant parties where they adequately exercised knowledge, prudence and independence when expressing opinions and giving recommendations for the best interest of the Company in accordance with the good corporate governance guidelines.

Under the charter of the Committee, its roles and responsibilities include recommendation of qualified candidate as directors along with review of compensation practices and criteria for board members, subcommittee members, and the Managing Director in accordance with the corporate governance guidelines.

In 2023, the Committee convened 1 time to consider the following significant agenda items; Totality of board composition; Board's nomination process; Nomination and appointment of directors in replacement of those who resign and retire by rotation; Compensation practices and criteria for directors and management.

9). Internal Control and Connected Transactions

9.1 Internal control

Board of Directors and Executives of the Company has continuously given importance to the internal control system that covers both finances operation and must be carried out in accordance with relevant laws, rules and regulations. Realizing that it is an important mechanism to build confidence in the management in helping to reduce business risks including providing appropriate and sufficient risk management for efficiency and effectiveness by appropriately allocating resources to protect, maintain, and look after assets. Company

Board of Directors Has assigned the audit committee which consists of independent directors to perform duties in supervising the internal control system, risk management system, and the company's corporate governance system which is appropriate and effective.

The Audit Committee has appointed KPMG Phoomchai Company, a business advisor. Co., Ltd. ("KPMG") as the company's internal auditor. Considering the performance, experience, standards and independence of internal auditors. They also provided recommendations for compliance with relevant regulations, policies, laws, and regulations according to the internal control system audit plan. And follow up on improvements to the internal control system. This includes the assessment guidelines of The Committee of Sponsoring Organizations of the Treadway Commission: COSO to assess the adequacy of the company's internal control system. The internal control system is divided into 5 parts as follows:

1. Organization and Environment

The Company has formulated its business goal and objectives on a clear, possible, and measurable basis. In this regard, it has modified the organizational structure to facilitate job efficiency and flexibility, as well as to correspond with incessantly changing business environments. Hence, the Company has set regulations and penalty rules to prevent the management and employees from engaging in a conflict of interest with the Company. In addition, the policy and operational rules regarding financial transactions, selling, purchasing, and managing were also framed on the basis of fairness to all parties concerned.

2. Risk management

The Company's executives has assigns a person in charge of risk in each work unit, sets a plan and a measure for risk management, evaluates potentially threatening risk factors, formulates a measure for risk reduction, and follows up on risk management procedures of every work unit. The risk management committee will subsequently report its performance to the Audit Committee to be continually forwarded to the Board of Directors. Moreover, the Company has organized training on this matter to employees.

3. Controlling of the management

The Company has distinctly delineated the scope of authority and responsibility of both the management team and the employees of all levels. The approval scope of each management level is clearly and appropriately determined, and the operations of subsidiaries and affiliated companies are continuously and constantly supervised to comply with the existing legal requirements.

4. Information and communication system

The Company has utilized the ERP information technology system to efficiently manage purchasing, selling, accounting system, inventory, and permanent assets, so that the IT database be made efficient and handy for the executive's decision making. Moreover, additional developments have been brought in to advance the existing IT system, e.g. the systems for gas station management, close-circuit TV, and video conferencing. These developments aim prominently to facilitate work coordination and supervision, to cover

extensive IT usage among employees, and to increase efficiency of communication channels between the Company and its subsidiaries and affiliated firms.

5. Monitoring activities system

The Board of Directors has conducted a thorough consideration and monitoring on the performance of the Management team. If any deviation from the preset goal is detected, the Board of Directors will have the Executives correct it immediately. In this regard, the Internal Control Committee will report directly to the Audit Committee in due time, especially when those deviations are critical. A report on correction process and progression should also be filed.

9.1.1 The adequacy and appropriateness of the Company's internal control system

At the Board of Directors' Meeting No.1/2024 held on 23 February 2024, all three Audit Committee members attended the meeting. The Board of Directors assessed the adequacy of the internal control system for the fiscal year 2023 in accordance with the assessment form as prescribed by the SEC. Results from internal audits and inquiries from the management, the Board of Directors did not find any significant flaws in the internal control system. Therefore, the Board of Directors had the common opinion that the Company had adequate internal control system appropriate for the current operating conditions with sufficient personnel to perform the operation of systems effectively as well as having the monitoring system of the operational performance of the subsidiaries to protect the properties from being misused by the directors or the executives unrightfully or without power, as well as transactions with individuals who may have conflicts and related individuals.

9.1.2 The implementation of the internal control of the Company

In 2023, the Company found no significant flaws in the Company's internal control system that might affect its primary objectives.

9.1.3 The Audit Committee's Opinion in addition to the Opinion of the Board of Directors

In 2023, the Audit Committee and the Board of Directors commented and recommended developing and improving the consistent operating process.

9.1.4 The Audit Committee's Opinion ensured that had supervised the Internal Auditor to be fully qualified in education, experiences, and training courses suitable for the duty

The Audit Committee selected internal auditor is fully qualified and able to perform the duty as an internal auditor. According to the Company's policy prescribed, the Company will engage the independent internal auditor qualified and directly experienced in the company's major business. KPMG Phoomchai Business Advisory Limited as the internal audit department of the Company, the internal audit unit which is independent from management report directly to the Audit Committee in the operation to be efficient and effective with constant monitoring and corrective action on important issues. For various departments of the Company and subsidiaries have appropriate internal control systems and independent as possible, as well as

having monitoring and control system to oversee business operations of subsidiaries that can protect assets from usage by directors and executives wrongfully or without authority and found no relevant details that need adjustments to be in line with generally accepted.

9.1.5 Appointment, Termination and transfuse of the Internal Auditor

Note that to consider appointing, removing and transferring the head of the internal audit department is subject to approval (or acknowledgement) of the Audit Committee. The profile of the head of internal audit is shown in [Attachment 3](#).

9.2 Related transactions

The Company has prepared a report summarizing transactions with related persons to report in the Audit Committee meeting. On a quarterly basis by summarizing related transactions with related companies or persons who may have conflicts of interest by being able to summarize the nature of the relationship and the transactions which occurred as follows:

Summary of transactions between the Company, subsidiaries and related companies or persons who may have conflicts of interest occurring in 2021-2023 are as follows:

Persons who may have conflicts/ relationships	Item characteristics	Item value (million baht)			Necessity and Reasonableness of the item
		2021	2022	2023	
Petro-Instrument Co., Ltd. ("PICO") PICO is the major shareholder, holding 19.72% of shares in RPC. PICO and RPC have common directors including: Mr. Satja Janetumnugul / Mr. Napon Janetumnugul Mr. Suthud Khancharoensuk SAMCO is a subsidiary company, held by RPCG. 48.25 percent PICO and SAMCO have common directors including:	1. RPCG hires PICO to make a Solar Roof. - Buy assets	12.35	6.65	-	The list is appropriate. It is in accordance with normal trading conditions and market prices which is beneficial to the business operations of the Company.
	- Other creditors: PICO is the creditor for the Solar Roof installation fee.				
	Beginning of the year balance	0.01	2.50	0.86	
	Increased during the year	3.88	0.03	2.03	
	Decreased during the year	(1.39)	(1.67)	-	
	End of year balance	2.50	0.86	2.89	
	2. RPCG pays for other services. - Buy products / services	3.88	0.03	-	The list is appropriate. It is in accordance with normal trading conditions and market prices which is beneficial to the business operations of the Company.
	Accrued expenses	-	1.90	-	

Persons who may have conflicts/ relationships	Item characteristics	Item value (million baht)			Necessity and Reasonableness of the item
		2021	2022	2023	
	End of year balance	-	-	-	
	<p><u>5. Samco has a performance guarantee for construction costs of the Ladkrabang project with PICO.</u></p> <p>- Samco has a performance guarantee for construction costs of the Ladkrabang project with PICO.</p> <p>Beginning of the year balance</p> <p>Increased during the year</p> <p>Decreased during the year</p> <p>End of year balance</p>	<p>-</p> <p>-</p> <p>-</p> <p>-</p> <p>-</p>	<p>-</p> <p>-</p> <p>-</p> <p>-</p> <p>-</p>	<p>-</p> <p>0.02</p> <p>-</p> <p>0.02</p>	The list is appropriate. It is in accordance with normal trading conditions and market prices which is beneficial to the business operations of the Company.
<p>SCTP Joint Venture ("SCTP")</p> <p>• SCTP is 40% owned by SAP and SAP is 40% owned by</p> <p>PTEC is 100 % and PTEC is 100 % owned by RPC.</p> <p>• SAMCO is a subsidiary company, 48.25% owned by RPC.</p>	<p><u>1. SAMCO hires SCTP to construct utility works for the Mitti 346 Project.</u></p> <p>- SAMCO pays construction costs for the project's utility work to the business SCTP joint venture</p> <p>Beginning of the year balance</p> <p>Increased during the year</p>	<p>-</p> <p>-</p> <p>-</p>	<p>-</p> <p>-</p> <p>-</p>	<p>-</p> <p>4.54</p>	The list is appropriate. It is in accordance with normal trading conditions and market prices which is beneficial to the business operations of the Company.

Persons who may have conflicts/ relationships	Item characteristics	Item value (million baht)			Necessity and Reasonableness of the item
		2021	2022	2023	
<ul style="list-style-type: none"> PSDC is 100 % owned by SAMCO. 	Decreased during the year	-	-	(4.54)	
	End of year balance	-	-	-	
	<u>2. SAMCO is another creditor (water bill, electricity bill) of SCTP joint venture.</u> - SAMCO is another creditor (water bill, electricity bill) of SCTP joint venture. Beginning of the year balance Increased during the year Decreased during the year End of year balance	- - - -	- - - -	- 0.02 (0.02) -	The list is appropriate. It is in accordance with normal trading conditions and market prices which is beneficial to the business operations of the Company.
	<u>3. SAMCO has other income from water and electricity bills from contractors from SCPT\</u> - SAMCO has other income (contractor water and electricity bills) from SCPT From the following projects 1. Krung Kreetha Project 2. Chaiyapruet Wongwaen 3, Project, 3. Mitti 346 Project, 4 Mitti Project Lam Luk Ka - Khlong 6	-	-	0.07	The list is appropriate. It is in accordance with normal trading conditions and market prices which is beneficial to the business operations of the Company.

Persons who may have conflicts/ relationships	Item characteristics	Item value (million baht)			Necessity and Reasonableness of the item
		2021	2022	2023	
	<p><u>4. PSDC has a performance guarantee for the construction of Muang Ake Market with SCTP.</u></p> <p>- PSDC has performance insurance from SCTP.</p> <p>Beginning of the year balance</p> <p>Increased during the year</p> <p>Decreased during the year</p> <p>End of year balance</p> <p>- Other income: PSDC has income from selling scrap materials to SCTP.</p>	- - - -	- - - -	- 1.42 - 1.42 0.82	The list is appropriate. It is in accordance with normal trading conditions and market prices which is beneficial to the business operations of the Company.
<p>Asset Pro Group Co., Ltd. ("ASPG")</p> <ul style="list-style-type: none"> ASPG holds 49 percent of shares in Sammakorn Plus Co., Ltd. ("SMKP"). SMKP is 51 percent owned by SAMCO. ASPG and SMKP have common directors including: Mr. Klalayut Jintanakul, Mr. Ekarak Saengseridamrong and Mr. Teerawat Angkhasakulkiat 	<p><u>1. SMKP borrowed money from Asset Pro Group Company Limited.</u></p> <ul style="list-style-type: none"> Short-term loans: SMKP borrows money by issuing a promissory note ("PN") to ASPG. <p>Beginning of the year balance</p> <p>Increased during the year</p> <p>Decreased during the year</p> <p>End of year balance</p>	- - - -	- - - -	- 94.00 - 94.00	The list is appropriate. It is in accordance with normal trading conditions and market prices which is beneficial to the business operations of the Company.

Persons who may have conflicts/ relationships	Item characteristics	Item value (million baht)			Necessity and Reasonableness of the item
		2021	2022	2023	
	<ul style="list-style-type: none"> Accrued Interest: SMKP has accrued interest on the PN ASPG notes. <p>Beginning of the year balance</p> <p>Increased during the year</p> <p>Decreased during the year</p> <p>End of year balance</p> <ul style="list-style-type: none"> Interest Expenses: SMKP has interest expenses on PN ASPG notes. <ul style="list-style-type: none"> Guarantee fee: SMKP <p>There is an ASPG guarantee fee.</p>	-	-	-	
	<p>2. <u>SMKP pays in advance the fee for issuing a loan guarantee (Project Finance) to ASPG.</u></p> <ul style="list-style-type: none"> SMKP pays the loan guarantee issuance fee in advance to ASPG. <p>Beginning of the year balance</p> <p>Increased during the year</p> <p>Decreased during the year</p> <p>End of year balance</p>	-	-	-	The list is appropriate. It is in accordance with normal trading conditions and market prices which is beneficial to the business operations of the Company.

Persons who may have conflicts/ relationships	Item characteristics	Item value (million baht)			Necessity and Reasonableness of the item
		2021	2022	2023	
Brain wake Co., Ltd.	<u>1. PSDC provides loans to Brain wake Company Limited.</u>				The list is appropriate. It is in accordance with normal trading conditions and market prices which is beneficial to the business operations of the Company.
• PSDC holds 19 percent of shares in Brain wake Company Limited.	- Short-term loans: Brain wake Company Limited issues a promissory note (PN) to PSDC.				
• PSDC is 100 percent owned by SAMCO.	Beginning of the year balance	-	-	-	
• PSDC and Brain wake Company Limited have directors who hold shares in common, including Mr. Pipit Pichaisornthat, who holds shares in Brain wake Company Limited 2.67%, Mr. Piyabut Lertdamri holds shares in Brain wake Company Limited 0.95%	Increased during the year	-	-	5.00	
	Decreased during the year	-	-	-	
	End of year balance	-	-	5.00	
	• Accrued interest: PSDC has accrued interest on PN notes from Brain wake Company Limited.				
	Beginning of the year balance	-	-	-	
	Increased during the year	-	-	0.68	
	Decreased during the year	-	-	-	
	End of year balance	-	-	0.68	
	• Allowance for doubtful debts-interest.	-	-	(0.68)	
	• Interest Income: PSDC receives interest on PN notes from Brane Weck Company Limited.	-	-	0.19	
	• Doubtful debts-interest.	-	-	(0.19)	
Pure Sammakorn Development Company Limited (PSDC)	<u>1. RPCG pays office rental and other expenses to PSDC.</u>				The list is appropriate. It is in accordance with normal trading conditions and market prices
	Buy products / services	0.22	0.34	-	

Persons who may have conflicts/ relationships	Item characteristics	Item value (million baht)			Necessity and Reasonableness of the item
		2021	2022	2023	
<ul style="list-style-type: none"> SAMCO Is a subsidiary company 48.25% owned by RPC. PSDC is 100% owned by SAMCO Mr. Satja Janetumnugul Is a director of Sammakorn Public Company Limited and Sammakorn Public Company Limited holds a 100% stake 	Other Payables				which is beneficial to the business operations of the Company.
	Beginning of the year balance	-	-	-	
	Increased during the year	0.22	0.34	-	
	Decreased during the year	(0.22)	(0.34)	-	
	End of year balance	-	-	-	
	<u>2. PTEC Pay rent for land</u>				
	<u>Office rental And other expenses for PSDC</u>				
	Buy products / services	0.74	0.88	-	
	Other Payables				
	Beginning of the year balance	-	-	-	
	Increased during the year	0.74	0.88	-	
	Decreased during the year	(0.74)	(0.88)	-	
	End of year balance	-	-	-	
	<u>1. RPCG Receive interest from Samco</u>				
	interest	6.80	0.53	-	
Sammakorn Public Company Limited ("SAMCO") <ul style="list-style-type: none"> SAMCO เป็นบริษัทย่อยถือหุ้นโดย RPC ร้อยละ 48.25 นายสัจจา เชนธรรมนุกูล เป็นกรรมการของ PTEC และ SAMCO 	accrued interest receivable				
	Beginning of the year balance	-	0.63	-	
	Increased during the year	6.80	0.53	-	
	Decreased during the year	(6.17)	(1.16)	-	
	End of year balance	0.63	-	-	

Persons who may have conflicts/ relationships	Item characteristics	Item value (million baht)			Necessity and Reasonableness of the item
		2021	2022	2023	
	<u>2. RPCG Receive dividends from Samco</u>				
	Dividend income	9.29	12.39	-	
	Accrued dividend income				
	Beginning of the year balance	-	-	-	
	Increased during the year	9.29	12.39	-	
	Decreased during the year	(9.29)	(12.39)	-	
	End of year balance	-	-	-	
	<u>3. SAMCO Buy fuel from PTEC</u>				
	Revenue from sales	0.22	0.26	-	
	account receivable				
	Beginning of the year balance	0.02	0.02	-	
	Increased during the year	0.22	0.26	-	
	Decreased during the year	(0.22)	(0.26)	-	
	End of year balance	0.02	0.02	-	
	<u>4. SAMCO pays the business fee. Office rental</u>				
	<u>And other expenses for PTEC</u>				
	Buy products / services	1.88	3.93	-	
	Other Payables				
	Beginning of the year balance	0.09	0.39	-	
	Increased during the year	1.88	3.93	-	
	Decreased during the year	(1.58)	(4.05)	-	
	End of year balance	0.39	0.27	-	

Persons who may have conflicts/ relationships	Item characteristics	Item value (million baht)			Necessity and Reasonableness of the item
		2021	2022	2023	
	5. SAP Receive revenue from services from SAMCO				
	Revenue from services	0.94	0.06	-	
	other Receivables				
	Beginning of the year balance	-	0.94	-	
	Increased during the year	0.94	0.06	-	
	Decreased during the year	-	(1.00)	-	
	End of year balance	0.94	-	-	

- **Necessity and Appropriate Reason of Transaction**

The connected transaction made was necessary and reasonable to create the highest benefit to the Company. The Audit Committee concluded that such was in accordance with business and the general ordinary course of received and paid consideration by and from the Company was fair.

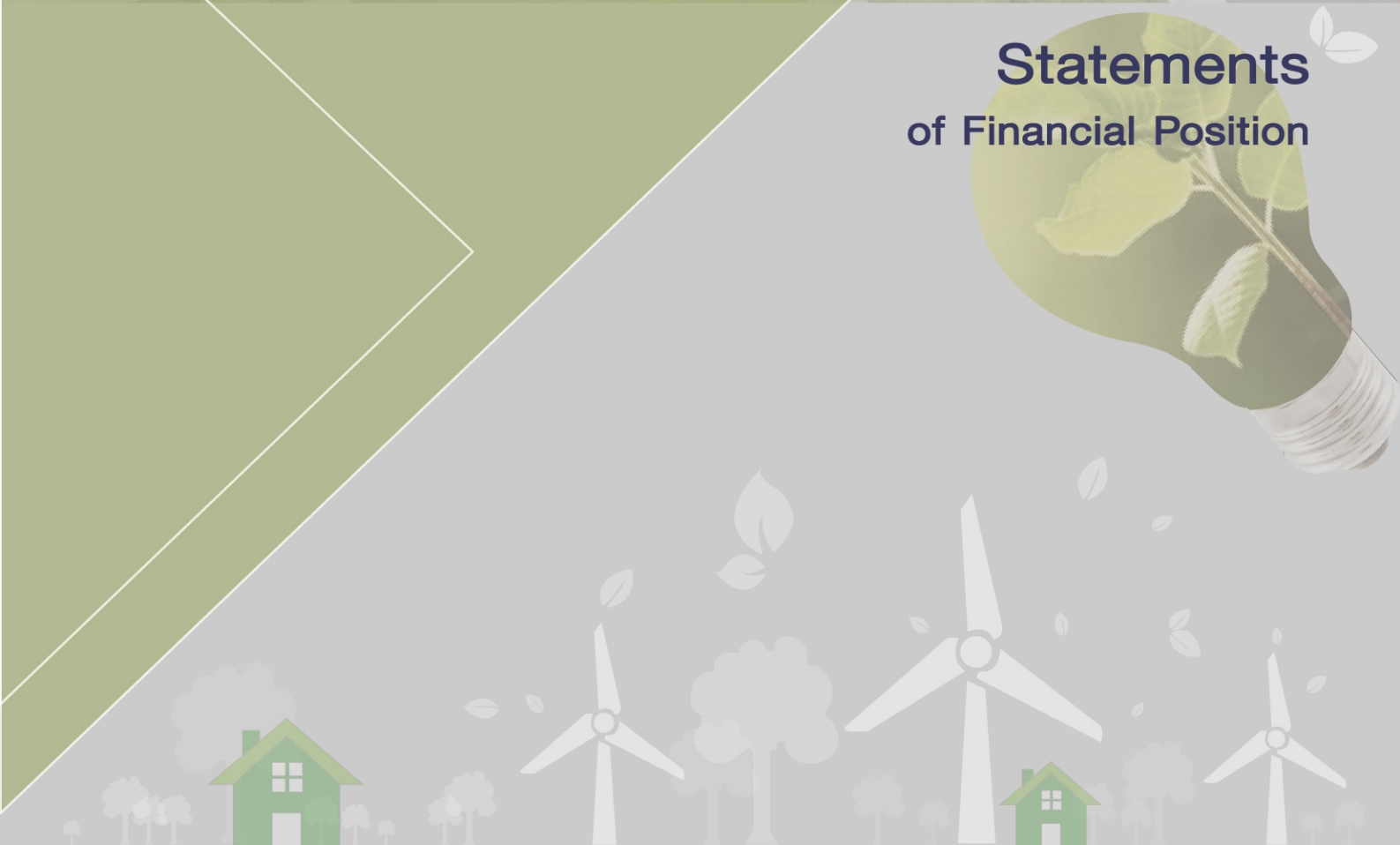
- **Policy or tendency to conduct connected transactions in future**

As for connected transaction that may be occurred in the future, the Board of Directors shall comply with the laws on Securities and Stock Exchange, and Regulations, Announcement, Order, or Regulations of Stock Exchange of Thailand, and including compliance with the regulations on disclosure of information of connected transaction and acquiring or disposing of material assets of the Company or the Subsidiary However, if there will be connected transaction of the Company or its subsidiary occurred to person or stakeholder who may have conflict of benefit, or may have conflict of interest in the future, the Company shall have the Audit Committee give the opinion on necessity and appropriateness for such transactions. In case the Audit Committee is not skillful in considering the connected transaction that may be occurred, the Company shall arrange for an Independent expert or auditor of the Company to give opinion on such connected transaction in order to bring such information to support for the decision making of the Board of Directors or shareholders as the case may be. However, the Company shall disclose connected transaction in the note of the financial statement audited by the Auditor of the Company.

3³



Statements
of Financial Position



Section 3: Financial Statements

The Board of Directors' Responsibility for Financial Statement's Report

The Board of Directors is responsible for the financial statement and information of RPCG Public Company Limited and its subsidiaries as appeared in the annual report. The financial statements was prepared in accordance with Thai Financial Reporting Standards using appropriate accounting policies with consistent practices. The judgment thereof was exercised cautiously with the best applicable estimates and adequate disclosure of important information in the financial statements remarks.

The Board of Directors has provided and maintained the efficient internal control system, to assure that the accounting records be thorough, accurate, and adequate to keep all assets, and to be notified of possible weaknesses to assure that the financial statements are free of material misstatements.

In this aspect, the Board of Directors has authorized the Audit Committee comprising non-executive committees to supervise the quality of financial statement, and the internal control system. Their opinion thereof appears in the report of Audit Committee.

The Board of Directors perceived that the Company's overall internal control system is in the acceptable and reliable level as appearing in the financial statements of the Company and its subsidiaries as of 31 December 2023.



Mr. Satja Janetumnugul
Chairman of the Board of Directors

RPCG Public Company Limited and Its Subsidiaries

Financial Statements for the year ended
31 December 2023
and
Independent Auditor's Report

RPCG Public Company Limited and its subsidiaries
Report and consolidated financial statements
31 December 2023

Independent Auditor's Report

To the Shareholders of RPCG Public Company Limited

Opinion

I have audited the accompanying consolidated financial statements of RPCG Public Company Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2023, and the related consolidated statements of income, comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and have also audited the separate financial statements of RPCG Public Company Limited for the same period.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of RPCG Public Company Limited and its subsidiaries and of RPCG Public Company Limited as at 31 December 2023, their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

Basis for Opinion

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

Key Audit Matter

Key audit matter is the matter that, in my professional judgement, was of most significance in my audit of the financial statements of the current period. This matter was addressed in the context of my audit of the financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on this matter.

I have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of my report, including in relation to this matter. Accordingly, my audit included the performance of procedures designed to respond to my assessment of the risks of material misstatement of the financial statements. The results of my audit procedures, including the procedures performed to address the matter below, provide the basis for my audit opinion on the accompanying financial statements as a whole.

Key audit matter and how audit procedures respond for such matter is described below.

Revenue recognition

The majority of the Group's revenue comes from the energy business and the real estate development business. The main revenues of the energy business are generated from retail oil sales at a significant number of service stations, involving a high volume of transactions. The primary income of the real estate development business comes from property sales, which involve contracts with a large number of customers with diverse stipulations. These revenue streams are significant to the financial statements considering their material value relative to the Group's total revenue (approximately 98% of total income), and their direct impact on the Group's operating results, which financial statement users focus on. Therefore, there are risks with respect to the appropriate amount and timing of revenue recognition from such revenues.

I have examined the revenue recognition by

- Gained an understanding of the Group's internal controls with respect to these revenues and cash receipt cycles by making an enquiry of the responsible person.
- Assessed and tested the Group's internal controls with respect to these revenues and cash receipt cycles by, on a sampling basis, selecting representative samples to test the operation of the designed controls.
- Conducted correlation analysis between revenue, trade receivables and cash, and, on a sampling basis, examined supporting documents for sales and cash receipt transactions occurred during the year.
- Performed analytical procedures on disaggregated data to detect possible irregularities in sale transactions throughout the period, especially on accounting entries made through journal vouchers.

Other Information

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

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

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

When I read the annual report of the Group, if I conclude that there is a material misstatement therein, I am required to communicate the matter to those charged with governance for correction of the misstatement.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fairly presentation of the financial statements in accordance with Thai Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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

As part of an audit in accordance with Thai Standards on Auditing, I exercise professional judgement and maintain professional skepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

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

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

From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matter. I describe this matter 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.

I am responsible for the audit resulting in this independent auditor's report.



Kosum Cha-em

Certified Public Accountant (Thailand) No. 6011

EY Office Limited

Bangkok: 23 February 2024

RPCG Public Company Limited and its subsidiaries

Statement of financial position

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		As at	As at	As at	As at
		31 December 2023	31 December 2022	31 December 2023	31 December 2022
Assets					
Current assets					
Cash and cash equivalents	6	207,209,586	268,827,076	5,688,931	10,262,827
Other current financial assets	14	58,102,569	300,244,979	28,102,569	300,244,979
Trade and other receivables	7, 8	70,734,965	33,158,844	8,652,804	6,472,505
Short-term loans to related parties	8	61,500,000	39,000,000	341,500,000	39,000,000
Short-term loans to unrelated party	11	-	12,100,000	-	-
Current portion of long-term loans to unrelated party	12	2,250,000	-	-	-
Inventories	9	100,974,270	103,884,518	-	-
Project development costs	10	4,650,929,113	-	-	-
Advance for land acquisition		3,234,000	-	-	-
Other current assets		45,447,659	15,470,657	3,716,693	6,559,372
Total current assets		5,200,382,162	772,686,074	387,660,997	362,539,683
Non-current assets					
Pledged deposits at banks	13	271,444,822	126,551,000	49,240,000	49,240,000
Long-term loan to related party	8	-	-	-	-
Long-term loans to unrelated party	12	27,187,500	-	-	-
Other non-current financial assets	14	94,735,725	-	-	-
Investment in joint venture	15	4,896,883	4,312,583	-	-
Investment in associate	16	-	1,247,938,999	-	785,801,800
Investments in subsidiaries	17	-	-	1,096,213,880	313,901,233
Land held for development	18	197,635,919	-	-	-
Investment properties	19	1,192,263,605	177,365,093	161,212,995	146,936,000
Property, plant and equipment	20	1,240,673,091	1,172,989,891	382,851,940	379,906,346
Right-of-use assets	26	564,243,843	576,952,540	3,239,203	920,419
Intangible assets	21	47,460,719	20,391,517	3,435,241	3,435,241
Deferred tax assets	32	70,833,445	17,434,327	-	-
Withholding tax refundable		73,006,562	7,615,787	7,615,787	7,615,787
Other non-current assets		29,984,288	6,659,469	1,755,471	1,532,775
Total non-current assets		3,814,366,402	3,358,211,206	1,705,564,517	1,689,289,601
Total assets		9,014,748,564	4,130,897,280	2,093,225,514	2,051,829,284

The accompanying notes are an integral part of the financial statements.

RPCG Public Company Limited and its subsidiaries

Statement of financial position (continued)

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		As at	As at	As at	As at
		31 December 2023	31 December 2022	31 December 2023	31 December 2022
Liabilities and shareholders' equity					
Current liabilities					
Bank overdrafts and short-term loans					
from financial institutions	22	165,667,140	-	-	-
Trade and other payables	8, 23	815,838,561	592,640,626	6,383,049	5,375,429
Short-term loan from related party	8	94,000,000	-	-	-
Current portion of long-term loans	24	1,229,006,464	-	-	-
Deposits and advances received from customers		183,001,728	8,681,436	-	-
Current portion of rental deposits		11,927,803	-	-	-
Current portion of rental income received					
in advance	19	34,286,672	-	-	-
Current portion of lease liabilities	26	40,429,382	27,842,573	1,193,594	1,047,424
Current portion of advances received					
for renovation of gasoline stations	25	54,778,224	52,676,076	-	-
Income tax payable		9,241,264	11,152,410	-	-
Other current liabilities		23,881,239	5,815,933	291,247	297,206
Total current liabilities		2,662,058,477	698,809,054	7,867,890	6,720,059
Non-current liabilities					
Long-term loans - net of current portion	24	483,077,927	-	-	-
Rental deposits - net of current portion		6,116,851	-	-	-
Rental income received in advance					
- net of current portion	19	854,586,093	-	-	-
Lease liabilities - net of current portion	26	505,416,782	494,906,060	2,198,588	-
Provision for long-term employee benefits	27	38,597,475	19,701,270	5,415,456	4,540,527
Advances received for renovation of					
gasoline stations	25	381,137,248	407,384,235	-	-
Provision for decommissioning costs		456,197	439,539	-	-
Deferred tax liabilities	32	57,598,932	55,998,932	43,418,295	42,218,295
Other non-current liabilities		29,214,331	-	-	-
Total non-current liabilities		2,356,201,836	978,430,036	51,032,339	46,758,822
Total liabilities		5,018,260,313	1,677,239,090	58,900,229	53,478,881

The accompanying notes are an integral part of the financial statements.

RPCG Public Company Limited and its subsidiaries

Statement of financial position (continued)

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		As at	As at	As at	As at
		31 December 2023	31 December 2022	31 December 2023	31 December 2022
Shareholders' equity					
Share capital					
Registered					
1,304,664,125 ordinary shares of Baht 1 each		1,304,664,125	1,304,664,125	1,304,664,125	1,304,664,125
Issued and fully paid					
1,304,664,125 ordinary shares of Baht 1 each		1,304,664,125	1,304,664,125	1,304,664,125	1,304,664,125
Retained earnings					
Appropriated - statutory reserve	28	35,345,077	35,345,077	35,345,077	35,345,077
Unappropriated		924,591,937	896,990,227	520,642,904	489,468,022
Other components of shareholders' equity		214,486,319	216,658,761	173,673,179	168,873,179
Equity attributable to owner of the Company		2,479,087,458	2,453,658,190	2,034,325,285	1,998,350,403
Non-controlling interests of the subsidiaries		1,517,400,793	-	-	-
Total shareholders' equity		3,996,488,251	2,453,658,190	2,034,325,285	1,998,350,403
Total liabilities and shareholders' equity		9,014,748,564	4,130,897,280	2,093,225,514	2,051,829,284

The accompanying notes are an integral part of the financial statements.

Directors

RPCG Public Company Limited and its subsidiaries

Income statement

For the year ended 31 December 2023

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2023	2022	2023	2022
Revenues					
Sales		10,028,864,610	7,822,003,183	-	-
Service income		113,598,096	559,060	-	-
Rental income		102,793,364	15,265,774	1,552,305	581,894
Dividend income	16, 17	7,712,035	-	51,969,811	27,707,907
Other income		27,377,309	15,570,853	12,854,747	17,848,965
Total revenues		10,280,345,414	7,853,398,870	66,376,863	46,138,766
Expenses					
Cost of sales		9,128,716,916	7,399,511,263	-	-
Cost of services		117,336,418	387,017	-	-
Cost of rental		28,991,486	2,534,186	241,983	-
Selling and distribution expenses		319,354,042	109,364,204	-	-
Administrative expenses		515,645,643	285,180,628	33,992,631	47,703,258
Loss on write-off of investment properties		16,869,065	-	-	-
Loss on impairment of investments in subsidiaries		-	-	5,489,153	12,490,007
Loss on impairment of buildings and equipment and right-of-use assets (reversal)		32,999,911	7,422,621	934,486	(3,543,874)
Total expenses		10,159,913,481	7,804,399,919	40,658,253	56,649,391
Operating profit (loss)		120,431,933	48,998,951	25,718,610	(10,510,625)
Share of profit from investments in joint venture and associate	15, 16	584,300	55,633,424	-	-
Finance income		5,063,399	4,231,243	5,821,994	2,361,708
Finance cost	30	(50,390,448)	(34,552,184)	(12,923)	(217,382)
Profit (loss) before income tax		75,689,184	74,311,434	31,527,681	(8,366,299)
Income tax expense	32	(24,067,999)	(10,318,919)	-	-
Profit (loss) for the year		51,621,185	63,992,515	31,527,681	(8,366,299)
Profit (loss) attributable to:					
Equity holders of the Company		27,795,100	63,992,515	31,527,681	(8,366,299)
Non-controlling interest of the subsidiaries		23,826,085	-	-	-
		51,621,185	63,992,515		
Basic earnings per share	34				
Profit (loss) attributable to equity holders of the Company		0.0213	0.0490	0.0242	(0.0064)
Weighted average number of ordinary shares (shares)		1,304,664,125	1,304,664,125	1,304,664,125	1,304,664,125

The accompanying notes are an integral part of the financial statements.

RPCG Public Company Limited and its subsidiaries

Statement of comprehensive income

For the year ended 31 December 2023

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2023	2022	2023	2022
Profit (loss) for the year		<u>51,621,185</u>	<u>63,992,515</u>	<u>31,527,681</u>	<u>(8,366,299)</u>
Other comprehensive income:					
<i>Other comprehensive income not to be reclassified to profit or loss in subsequent periods</i>					
Actuarial loss - net of income tax	27, 32	(193,390)	-	(352,799)	-
Changes in revaluation of assets					
- net of income tax	29, 32	6,400,000	-	4,800,000	-
Loss on investment in REIT designated at fair value through other comprehensive income - net of income tax of subsidiary	14	(7,366,720)	-	-	-
Loss on change in value of equity investments of non-listed companies - net of income tax		(10,400,000)	-	-	-
Share of other comprehensive income of associate	16	-	(2,184,360)	-	-
Other comprehensive income not to be reclassified to profit or loss in subsequent periods - net of income tax		<u>(11,560,110)</u>	<u>(2,184,360)</u>	<u>4,447,201</u>	<u>-</u>
Other comprehensive income for the year		<u>(11,560,110)</u>	<u>(2,184,360)</u>	<u>4,447,201</u>	<u>-</u>
Total comprehensive income for the year		<u>40,061,075</u>	<u>61,808,155</u>	<u>35,974,882</u>	<u>(8,366,299)</u>
Total comprehensive income attributable to:					
Equity holders of the Company		25,429,268	61,808,155	35,974,882	(8,366,299)
Non-controlling interest of the subsidiaries		14,631,807	-	-	-
		<u>40,061,075</u>	<u>61,808,155</u>		

The accompanying notes are an integral part of the financial statements.

RPCG Public Company Limited and its subsidiaries
Statement of changes in shareholders' equity
For the year ended 31 December 2023

(Unit: Baht)

Consolidated financial statements										
	Equity attributable to owners of the Company									
	Retained earnings		Other components of shareholders' equity							
	Issued and paid-up share capital	Appropriated - statutory reserve	Unappropriated	Other comprehensive income			Total other components of shareholders' equity	Total equity attributable to shareholders of the Company	Equity attributable to non-controlling interests of the subsidiaries	Total shareholders' equity
				Revaluation surplus on assets	Share of other comprehensive income of associate/subsidiary					
Balance as at 1 January 2022	1,304,664,125	-	998,806,181	223,995,728	(5,152,607)		218,843,121	2,522,313,427	-	2,522,313,427
Unappropriated retained earnings transferred to statutory reserve (Note 28)	-	35,345,077	(35,345,077)	-	-	-	-	-	-	-
Dividend paid (Note 37)	-	-	(130,463,392)	-	-	-	-	(130,463,392)	-	(130,463,392)
Profit for the year	-	-	63,992,515	-	-	-	-	63,992,515	-	63,992,515
Other comprehensive income for the year	-	-	-	-	(2,184,360)	(2,184,360)	(2,184,360)	(2,184,360)	-	(2,184,360)
Total comprehensive income for the year	-	-	63,992,515	-	(2,184,360)	(2,184,360)	(2,184,360)	61,808,155	-	61,808,155
Balance as at 31 December 2022	1,304,664,125	35,345,077	896,990,227	223,995,728	(7,336,967)		216,658,761	2,453,658,190	-	2,453,658,190
Balance as at 1 January 2023	1,304,664,125	35,345,077	896,990,227	223,995,728	(7,336,967)		216,658,761	2,453,658,190	-	2,453,658,190
Increase in non-controlling interest of the subsidiary from the changes in classification of investment (Note 17)	-	-	-	-	-	-	-	-	1,532,978,266	1,532,978,266
Dividend paid by subsidiaries (Note 17)	-	-	-	-	-	-	-	-	(33,209,480)	(33,209,480)
Profit for the year	-	-	27,795,100	-	-	-	-	27,795,100	23,826,085	51,621,185
Other comprehensive income for the year	-	-	(193,390)	6,400,000	(8,572,442)	(8,572,442)	(2,172,442)	(2,365,832)	(9,194,278)	(11,560,110)
Total comprehensive income for the year	-	-	27,601,710	6,400,000	(8,572,442)	(8,572,442)	(2,172,442)	25,429,268	14,631,807	40,061,075
Increase in non-controlling interest of the subsidiary from investment in subsidiary	-	-	-	-	-	-	-	-	3,000,200	3,000,200
Balance as at 31 December 2023	1,304,664,125	35,345,077	924,591,937	230,395,728	(15,909,409)		214,486,319	2,479,087,458	1,517,400,793	3,996,488,251

The accompanying notes are an integral part of the financial statements.

RPCG Public Company Limited and its subsidiaries

Statement of changes in shareholders' equity (continued)

For the year ended 31 December 2023

(Unit: Baht)

	Separate financial statements					
	Retained earnings		Other components of shareholders' equity			
	Issued and paid-up share capital	Appropriated - statutory reserve	Unappropriated	Other comprehensive income		Total shareholders' equity
				Revaluation surplus on assets	Total other components of shareholders' equity	
Balance as at 1 January 2022	1,304,664,125	-	663,642,790	168,873,179	168,873,179	2,137,180,094
Unappropriated retained earnings						
transferred to statutory reserve (Note 28)	-	35,345,077	(35,345,077)	-	-	-
Dividend paid (Note 37)	-	-	(130,463,392)	-	-	(130,463,392)
Loss for the year	-	-	(8,366,299)	-	-	(8,366,299)
Other comprehensive income for the year	-	-	-	-	-	-
Total comprehensive income for the year	-	-	(8,366,299)	-	-	(8,366,299)
Balance as at 31 December 2022	1,304,664,125	35,345,077	489,468,022	168,873,179	168,873,179	1,998,350,403
Balance as at 1 January 2023	1,304,664,125	35,345,077	489,468,022	168,873,179	168,873,179	1,998,350,403
Profit for the year	-	-	31,527,681	-	-	31,527,681
Other comprehensive income for the year	-	-	(352,799)	4,800,000	4,800,000	4,447,201
Total comprehensive income for the year	-	-	31,174,882	4,800,000	4,800,000	35,974,882
Balance as at 31 December 2023	1,304,664,125	35,345,077	520,642,904	173,673,179	173,673,179	2,034,325,285

The accompanying notes are an integral part of the financial statements.

RPCG Public Company Limited and its subsidiaries

Statement of cash flows

For the year ended 31 December 2023

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Cash flows from operating activities				
Profit (loss) before income tax	75,689,184	74,311,434	31,527,681	(8,366,299)
Adjustments to reconcile profit (loss) before tax to net cash provided by (paid from) operating activities:				
Depreciation and amortisation	186,105,486	121,103,973	3,519,322	2,309,005
Amortisation of advances received for renovation of gasoline stations	(62,191,269)	(52,285,843)	-	-
Increase in allowance for expected credit losses (reversal)	3,083,996	266,709	(1,310,000)	-
Reduction of cost of inventories to net realisable value	55,358	68,505	-	-
Gain on sales of other current financial assets	(2,393,431)	(1,355,152)	(2,270,288)	(1,355,152)
Loss (gain) on the change in value of other current financial assets	118,180	(18,223)	105,960	(18,223)
Loss on sales and write-off of property, plant and equipment	1,923,255	5,295,446	-	6,502,390
Loss on impairment of buildings and equipment (reversal)	26,102,405	7,422,621	934,486	(3,543,874)
Gain on lease modification	(4,709,396)	-	-	-
Rental income received in advance	(34,326,873)	-	-	-
Reversal of provision for impairment loss of project development costs	(246,340)	-	-	-
Loss on write-off of intangible assets	3	16	-	-
Loss on impairment of right-of-use assets	13,474,450	-	-	-
Loss on write-off of investment properties	16,869,065	-	-	-
Increase (decrease) in provision for long-term employee benefits	4,353,876	(682,399)	522,130	297,336
Increase in provision for decommissioning costs	16,658	16,051	-	-
Loss on impairment of investments in subsidiaries	-	-	5,489,153	12,490,007
Dividend income from associate	-	-	-	(12,387,948)
Dividend income from subsidiaries	-	-	(51,969,811)	(15,319,959)
Dividend income from investment in REIT	(7,712,035)	-	-	-
Interest income	(5,063,399)	(4,231,243)	(5,821,994)	(2,361,708)
Interest expense	14,126,263	1,061,744	50	205,137
Interest expense from lease liabilities	36,264,185	33,490,440	12,873	12,245
Share of profit from investments in joint venture and associate	(584,300)	(55,633,424)	-	-
Profit (loss) from operating activities before changes in operating assets and liabilities	260,955,321	128,830,655	(19,260,438)	(21,537,043)
Operating assets (increase) decrease				
Trade and other receivables	(7,861,763)	(2,983,189)	(767,190)	275,939
Inventories	2,854,890	(31,082,723)	-	-
Project development costs	(143,833,699)	-	-	-
Advances for land deposits	(546,065,102)	-	-	-
Other current assets	(2,017,114)	(4,281,400)	2,842,679	(3,982,255)
Other non-current assets	(2,319,879)	8,959,345	4,000	9,365,327

The accompanying notes are an integral part of the financial statements.

RPCG Public Company Limited and its subsidiaries

Statement of cash flows (continued)

For the year ended 31 December 2023

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Operating liabilities increase (decrease)				
Trade and other payables	(6,287,876)	162,999,899	1,007,620	(7,107,207)
Deposits and advances received from customers	81,692,839	(945,028)	-	-
Rental deposits	300,928	-	-	-
Other current liabilities	5,181,901	1,229,005	(5,959)	(349,488)
Other non-current liabilities	(25,878,391)	-	-	-
Cash paid for long-term employee benefits	(2,781,625)	(41,122)	-	-
Cash flows from (used in) operating activities	(386,059,570)	262,685,442	(16,179,288)	(23,334,727)
Cash paid for interest expense	(96,314,545)	(1,061,744)	(50)	(205,137)
Cash paid for interest expense from lease liabilities	(35,222,195)	(32,690,514)	(17,199)	(26,115)
Cash received from income tax refunded	1,089,549	298,209	-	298,209
Cash paid for income tax	(65,336,289)	(4,251,328)	(226,696)	(329,448)
Net cash flows from (used in) operating activities	(581,843,050)	224,980,065	(16,423,233)	(23,597,218)
Cash flows from Investing activities				
Increase in cash from changing status from				
an associate company to a subsidiary	96,557,465	-	-	-
Decrease (increase) in pledged deposits at banks	(20,730,321)	14,900,000	-	-
Interest received	7,619,774	4,279,108	5,718,885	2,350,439
Dividend received from associate	-	12,387,948	-	12,387,948
Dividend received from subsidiaries	-	-	51,969,811	15,319,959
Dividend received from investment in REIT	7,712,035	-	-	-
Cash paid for purchases of other current financial assets	(880,000,000)	(840,000,000)	(723,000,000)	(840,000,000)
Proceeds from sales of other current financial assets	1,193,429,881	793,355,152	997,306,738	793,355,152
Decrease (increase) in short-term loans to related parties, net	(17,500,000)	101,000,000	(302,500,000)	101,000,000
Decrease in short-term loans to unrelated party	12,100,000	-	-	-
Decrease in long-term loans to related party	-	-	-	80,000,000
Decrease (increase) in long-term loans to unrelated party	(29,437,500)	386,759	-	-
Cash paid for investment in joint venture	-	(2,000,000)	-	-
Cash paid for investment in subsidiary	-	-	(4,000,000)	-
Cash receipts from return of capital from subsidiary	-	-	-	300,374,400
Acquisitions of investment properties	(23,915,760)	-	(14,518,978)	-
Acquisitions of buildings and equipment	(117,459,303)	(101,500,176)	(91,868)	(6,650,000)
Acquisitions of intangible assets	(21,205,051)	(13,928,661)	-	(3,435,204)
Proceeds from sales of equipment	6,698,594	1,624,755	-	378,506
Cash paid for right-of-use assets	(6,072,577)	(8,245,000)	-	-
Cash advances received for renovation of gasoline stations	38,046,430	37,246,850	-	-
Net cash flows from (used in) investing activities	245,843,667	(493,265)	10,884,588	455,081,200

The accompanying notes are an integral part of the financial statements.

RPCG Public Company Limited and its subsidiaries

Statement of cash flows (continued)

For the year ended 31 December 2023

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Cash flows from financing activities				
Increase in bank overdrafts and short-term loans				
from financial institutions	130,667,140	-	-	-
Increase (decrease) in short-term loan from related party	45,000,000	-	-	(299,500,000)
Cash receipt from investment from non-controlling interests	3,000,200	-	-	-
Proceeds from sales of investment in subsidiary	-	-	2,000,000	-
Cash receipt from long-term loans from financial institutions	938,147,044	-	-	-
Repayment of long-term loans from financial institutions	(768,633,634)	-	-	-
Cash paid for lease liabilities	(40,589,377)	(24,060,029)	(1,035,251)	(1,019,846)
Dividend payment	-	(130,463,392)	-	(130,463,392)
Dividend paid by subsidiary to non-controlling interests	(33,209,480)	-	-	-
Net cash flows from (used in) financing activities	274,381,893	(154,523,421)	964,749	(430,983,238)
Net increase (decrease) in cash and cash equivalents	(61,617,490)	69,963,379	(4,573,896)	500,744
Cash and cash equivalents at beginning of year	268,827,076	198,863,697	10,262,827	9,762,083
Cash and cash equivalents at end of year	207,209,586	268,827,076	5,688,931	10,262,827

Supplemental cash flows information:

Non-cash transactions consist of

Increase in right-of-use assets and lease liabilities from				
additional lease agreements	27,067,512	38,127,330	3,384,335	-
Decrease in right-of-use assets and lease liabilities from				
lease modification	(42,624,760)	(86,038)	-	(109,241)
Change in status of investment in associate to investment in subsidiary	-	-	785,801,800	-
Transfer land held for development to project development costs	1,285,013,681	-	-	-
Transfer land held for development to investment properties	67,555,011	-	-	-
Transfer investment properties to project development costs	77,041,825	-	-	-
Transfer property, plant and equipment to investment properties	6,870,436	-	-	-
Transfer investment properties to right-of-use assets	-	6,212,981	-	-

The accompanying notes are an integral part of the financial statements.

RPCG Public Company Limited and its subsidiaries

Notes to consolidated financial statements

For the year ended 31 December 2023

1. General information

RPCG Public Company Limited ("the Company") is a public company incorporated and domiciled in Thailand. The Company is principally engaged in the investment and holding company business. The registered office of the Company, which is the head office, is located at 86/2 Sammakorn Place, Ramkhamhaeng Road, Saphan Sung, Bangkok. The Company's branch, which is the plant, is located at 7/3 Pakorn Songkrohrad Road, Map-ta-phut, Muang Rayong, Rayong.

The Company's major shareholder is Petro-Instruments Co., Ltd., which as at 31 December 2023 and 2022 held 19.72% of the issued and paid-up capital of the Company.

2. Basis of preparation

- 2.1 The financial statements have been prepared in accordance with Thai Financial Reporting Standards enunciated under the Accounting Professions Act B.E. 2547 and their presentation has been made in compliance with the stipulations of the Notification of the Department of Business Development, issued under the Accounting Act B.E. 2543.

The financial statements in Thai language are the official statutory financial statements of the Company. The financial statements in English language have been translated from the Thai language financial statements.

The financial statements have been prepared on a historical cost basis except where otherwise disclosed in the accounting policies.

2.2 Basis of consolidation

- a) The consolidated financial statements include the financial statements of RPCG Public Company Limited ("the Company") and the following subsidiary companies ("the subsidiaries") (collectively as "the Group").

Company's name	Nature of business	Country of incorporation	Percentage of shareholding	
			2023	2022
			%	%
<u>Hold by the Company</u>				
Pure Biodiesel Co., Ltd.*	Manufacture and distribution of biodiesel (B100) and crude glycerin	Thailand	100	100
Pure Thai Energy Co., Ltd.	Trading of fuel oil	Thailand	100	100
RPC Management Co., Ltd.*	Systems management	Thailand	100	100
Onward Venture Co., Ltd.**	Pico plus business	Thailand	80	100
Sammakorn Plc.	Real estate development	Thailand	48	-
<u>Held by Pure Thai Energy Co., Ltd.</u>				
SCT Sahapan Co., Ltd.	Distribution and maintenance of gasoline station equipment	Thailand	100	100
<u>Held by Onward Venture Co., Ltd.</u>				
Onward Move Co., Ltd. **	General service	Thailand	100	100
<u>Held by Sammakorn Plc.</u>				
Pure Sammakorn Development Co., Ltd.	Developing land in Bangkok and its environs into community malls	Thailand	100	-
PRO Cube Venture Co., Ltd.	Real estate management and other related services	Thailand	100	-
Sammakorn Plus Co., Ltd.	Real estate development	Thailand	51	-
Sammakorn-JV1 Co., Ltd.	Real estate development	Thailand	65	-
Sammakorn-JV2 Co., Ltd.	Real estate development	Thailand	100	-
Sammakorn-JV3 Co., Ltd.	Real estate development	Thailand	100	-
Sammakorn-JV4 Co., Ltd.	Real estate development	Thailand	100	-
<u>Held by Pure Sammakorn Development Co., Ltd.</u>				
Sammakorn F&B Co., Ltd.	Food and beverage restaurant	Thailand	100	-

* Business suspended.

** Business has not yet commenced its operation.

During the current year, there was significant change in the structure of the Group as follows:

The change in classification of investments from investment in associate to investment in subsidiary which the Company has de facto control

Since the Company has invested in Sammakorn Public Company Limited with 48.25% shareholding, the Company's management has exercised its judgement and determined that the Company has significant influence over Sammakorn Public Company Limited and classified the investment in Sammakorn Public Company Limited as an investment in associate since the Company's shareholding is less than a half, and the Company lacks arbitration rights in the operations of the entity. As a result, the Company did not have the power to control over the important operations of Sammakorn Public Company Limited.

However, starting from the first quarter of 2023, the Company exercised its judgement and considered appointing an additional director and a new Acting Managing Director. The person appointed to such position also serves as the Managing Director of Sammakorn Public Company Limited, effectively acting as a joint director for both companies. As a result, the Company has more representative directors on the Board of Directors of Sammakorn Public Company Limited and is considered to be more involved in the important operations of the business. The Company's management exercised its judgement to consider whether despite the Company's shareholding still being less than a half, there is an obvious reason to support the Company's de facto control over Sammakorn Public Company Limited through a control over the important operations of Sammakorn Public Company Limited. The Company therefore decided to change the classification of investment in Sammakorn Public Company Limited from an associated company to a subsidiary, effective from 1 January 2023 onwards.

- b) The Company is deemed to have control over an investee or subsidiaries if it has rights, or is exposed, to variable returns from its involvement with the investee, and it has the ability to direct the activities that affect the amount of its returns.
- c) Subsidiaries are fully consolidated as from the date of acquisition, being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.
- d) The financial statements of the subsidiaries are prepared using the same significant accounting policies as the Company.
- e) Material balances and transactions between the Group have been eliminated from the consolidated financial statements.

- f) Non-controlling interests represent the portion of profit or loss and net assets of the subsidiaries that are not held by the Company and are presented separately in the consolidated profit or loss and within equity in the consolidated statement of financial position.

2.3 The separate financial statements present investments in subsidiaries and associate under the cost method.

3. New financial reporting standards

3.1 Financial reporting standards that became effective in the current year

During the year, the Group has adopted the revised financial reporting standards which are effective for fiscal years beginning on or after 1 January 2023. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards.

The adoption of these financial reporting standards does not have any significant impact on the Group's financial statements.

3.2 Financial reporting standards that will become effective for fiscal years beginning on or after 1 January 2024

The Federation of Accounting Professions issued a number of revised financial reporting standards, which are effective for fiscal years beginning on or after 1 January 2024. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users.

The management of the Group believes that adoption of these amendments will not have any significant impact on the Group's financial statements.

4. Significant accounting policies

4.1 Revenue and expense recognition

a) Revenue from sales

Sales of goods

Revenue from sale of goods is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the goods. Revenue is measured at the amount of the consideration received or receivable, excluding value added tax, of goods supplied after deducting discounts.

Real estate sales

Revenues from sales of land and houses and sales of residential condominium units are recognised at a point in time as income when control of the asset is transferred to the customer, generally registration of ownership transfer. Revenue is measured at the amount of the consideration received after deducting discount and fees paid on behalf of customers. The payment terms and conditions are stated in the agreement with customers. Amount received from customer before the control of asset is transferred is presented as "Deposits and advances received from customers" in the statement of financial position.

b) Revenues from construction services

Revenues from construction services are recognised over time when services have been rendered taking into account the stage of completion, measuring based on comparison of actual construction costs incurred up to the end of the year and the total anticipated construction costs to be incurred to completion. Provision for the total anticipated loss on construction projects will be made in the accounts as soon as the possibility of loss is ascertained.

c) Rendering of services

Service revenue is recognised on a straight-line basis over the service agreement terms.

d) Rental income

Rental income is recognised on a straight-line basis over the lease term.

e) Interest income

Interest income is calculated using the effective interest method and recognised on an accrual basis. The effective interest rate is applied to the gross carrying amount of a financial asset, unless the financial assets subsequently become credit-impaired when it is applied to the net carrying amount of the financial asset (net of the expected credit loss allowance).

f) Dividends

Dividends are recognised when the right to receive the dividends is established.

g) Cost of real estate sales

In determining the cost of real estate sales, the anticipated total development costs (taking into account of actual costs incurred to date) are attributed to unit on the basis of saleable area.

Cost of real estate sales includes cost of items that the Group offers to customers such as furniture and fixtures which are component parts of houses or residential condominium units.

Selling expenses directly associated with projects, such as specific business tax and transfer fee are recognised when sale incurred.

h) Finance cost

Interest expense from financial liabilities at amortised cost is calculated using the effective interest method and recognised on an accrual basis.

4.2 Cash and cash equivalents

Cash and cash equivalents consist of cash in hand and at banks, and all highly liquid investments with an original maturity of three months or less and not subject to withdrawal restrictions.

4.3 Inventories

Inventories are valued at the lower of average cost and net realisable value.

4.4 Project development costs

Project development costs are valued at the lower of the cost and net realisable value. The cost is consisted of land cost, land development cost, design fees, utilities, construction cost, capitalised interest of projects, and the relating expenses including project development cost estimation.

The Group recognises loss on diminution in value of projects (if any) in income statement.

4.5 Investments in subsidiaries, joint venture and associate

- a) Investments in joint venture and associate are accounted for in the consolidated financial statements using the equity method.
- b) Investments in subsidiaries and associate are accounted for in the separate financial statements using the cost method.

4.6 Land held for development

Land held for development represents the plots of land in the real estate projects for which will be developed in the future. It is valued at the lower of the cost and net realisable value.

4.7 Investment properties

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and allowance for loss on impairment (if any).

Depreciation of investment properties is calculated by reference to their costs on the straight-line basis over estimated useful lives of 5 - 30 years. Depreciation of the investment properties is included in determining income.

On disposal of investment properties, the difference between the net disposal proceeds and the carrying amount of the asset is recognised in income statement in the period when the asset is derecognised.

4.8 Property, plant and equipment and depreciation

Land is stated at cost or revalued amount. Plant and equipment are stated at cost or revalued amount less accumulated depreciation and allowance for loss on impairment of assets (if any).

Land, factory buildings, machinery and factory equipment are initially recorded at cost on the acquisition date, and subsequently revalued by an independent professional appraiser to their fair values. Revaluations are made with sufficient regularity to ensure that the carrying amount does not differ materially from fair value at the end of reporting period.

Differences arising from the revaluation are dealt with in the financial statements as follows.

- When an asset's carrying amount is increased as a result of a revaluation of the Group's assets, the increase is credited directly to the other comprehensive income and the cumulative increase is recognised in equity under the heading of "Revaluation surplus on assets" in other components of shareholders' equity. However, a revaluation increase is recognised as income to the extent that it reverses a revaluation decrease in respect of the same asset previously recognised as an expense.
- When an asset's carrying amount is decreased as a result of a revaluation of the Group's assets, the decrease is recognised in the income statement. However, the revaluation decrease is charged to the other comprehensive income to the extent that it does not exceed an amount already held in respect of the same asset in "Revaluation surplus on assets" in other components of shareholders' equity.

Depreciation of plant and equipment is calculated by reference to their costs or the revalued amount, on the straight-line basis over the following estimated useful lives.

Buildings and building improvement on plots of leased land	-	Reference to land lease terms
Buildings	-	20 - 30 years
Building improvements	-	5 - 30 years
Machinery and factory equipment	-	5 - 25 years
Gas station equipment	-	5 - 25 years
Power generation equipment	-	15 years
Office furniture, fixture and equipment	-	3 - 15 years
Motor vehicles	-	5 years

Depreciation is included in determining income.

No depreciation is provided on land and construction in progress.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on disposal of an asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

4.9 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset or project development that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective assets. All other borrowing costs are expensed in the period they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

To the extent that funds are borrowed specifically for the development of projects, interest costs are presented as the actual borrowing costs less any investment income from the temporary investment of those borrowings (if any). To the extent that funds are borrowed and used for the general purposes, the interest costs are determined by applying a capitalisation rate to the expenditures on that project. The capitalisation rate is the weighted average of the borrowing costs applicable to the borrowings of the entity that are outstanding during the year, other than borrowings made for specific purposes.

4.10 Intangible assets and amortisation

Intangible assets acquired are recognised at cost on the date of acquisition. Following the initial recognition, the intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses (if any).

Intangible assets with finite lives are amortised on the straight-line basis over the economic useful life and tested for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method of such intangible assets are reviewed at least at each financial year end. The amortisation expense is charged to the income statement. No amortisation is provided on computer software under installation.

The useful lives of computer software are 3, 5 and 10 years.

4.11 Leases

At inception of contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group as a lessee

The Group applied a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. At the commencement date of the lease (i.e. the date the underlying asset is available for use), the Group recognises right-of-use assets representing the right to use underlying assets and lease liabilities based on lease payments.

Right-of-use assets

Right-of-use assets are measured at cost, less accumulated depreciation, any accumulated impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities initially recognised, initial direct costs incurred, and lease payments made at or before the commencement date of the lease less any lease incentives received.

Depreciation of right-of-use assets are calculated by reference to their costs, on the straight-line basis over the shorter of their estimated useful lives and the lease term.

Land and land improvement	-	3 - 31	years
Buildings and building improvement	-	2 - 6	years
Motor vehicles	-	3 - 5	years

If ownership of the leased asset is transferred to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

Right-of-use assets which are classified as investment properties are presented as part of investment properties in the statement of financial position.

Lease liabilities

Lease liabilities are measured at the present value of the lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be payable under residual value guarantees. Moreover, the lease payments include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising an option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs.

The Group discounted the present value of the lease payments by the interest rate implicit in the lease or the Group's incremental borrowing rate. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

Short-term leases and leases of low-value assets

A lease that has a lease term less than or equal to 12 months from commencement date or a lease of low-value assets is recognised as expenses on a straight-line basis over the lease term.

The Group as a lessor

A lease is classified as an operating lease if it does not transfer substantially all the risks and rewards incidental to ownership of an underlying asset to a lessee. Lease receivables from operating leases is recognised as income in profit or loss on a straight-line basis over the lease term. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying assets and recognised as an expense over the lease term on the same basis as the lease income.

4.12 Related party transactions

Related parties comprise enterprises and individuals that control, or are controlled by, the Company, whether directly or indirectly, or which are under common control with the Company.

They also include associates and individuals which directly or indirectly own a voting interest in the Company that gives them significant influence over the Company, key management personnel, directors and officers with authority in the planning and direction of the Company's operations.

4.13 Foreign currencies

The consolidated and separate financial statements are presented in Baht, which is also the Company's functional currency.

Transactions in foreign currencies are translated into Baht at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into Baht at the exchange rate ruling at the end of reporting period.

Gains and losses on exchange are included in determining income.

4.14 Impairment of non-financial assets

At the end of each reporting period, the Group performs impairment reviews in respect of the property, plant and equipment, right-of-use assets, investment properties and other intangible assets whenever events or changes in circumstances indicate that an asset may be impaired. An impairment loss is recognised when the recoverable amount of an asset, which is the higher of the asset's fair value less costs to sell and its value in use, is less than the carrying amount.

An impairment loss is recognised in profit or loss. However in cases where property, plant and equipment were previously revalued and the revaluation was taken to equity, a part of such impairment is recognised in equity up to the amount of the previous revaluation.

In the assessment of asset impairment if there is any indication that previously recognised impairment losses may no longer exist or may have decreased, the Group estimates the asset's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The increased carrying amount of the asset attributable to a reversal of an impairment loss shall not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss unless the asset is carried at a revalued amount, in which case the reversal, which exceeds the carrying amount that would have been determined, is treated as a revaluation increase.

4.15 Employee benefits

Short-term employee benefits

Salaries, wages, bonuses and contributions to the social security fund are recognised as expenses when incurred.

Post-employment benefits and other long-term employee benefits

Defined contribution plans

The Company, its subsidiaries and its employees have jointly established a provident fund. The fund is monthly contributed by employees and by the Group. The fund's assets are held in a separate trust fund and the Group's contributions are recognised as expenses when incurred.

Defined benefit plans and other long-term employee benefits

The Group has obligations in respect of the severance payments it must make to employees upon retirement under labor law. The Group treats these severance payment obligations as a defined benefit plan. In addition, the Group provides other long-term employee benefit plan, such as long-service award.

The obligation under the defined benefit plan and other employee benefits plans are determined by a professionally qualified independent actuary based on actuarial techniques, using the projected unit credit method.

Actuarial gains and losses arising from post-employment benefits plan are recognised immediately in other comprehensive income.

Actuarial gains and losses arising from other long-term benefits plan are recognised immediately in profit and loss.

4.16 Advances received for renovation of gasoline stations

The subsidiary records financial support for renovation of gasoline stations as advances received and recognised by net of depreciation expenses of gasoline stations in the income statement on a straight-line basis over the period of the related agreements.

4.17 Provisions

Provisions are recognised when the Group has a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

4.18 Free products

Subsidiaries have distributed free products to customers who making purchases of goods under specified conditions. The subsidiaries record cost of free products as cost of sales when goods are delivered.

4.19 Income tax

Income tax expense represents the sum of corporate income tax currently payable and deferred tax.

Current tax

Current income tax is provided in the accounts at the amount expected to be paid to the taxation authorities, based on taxable profits determined in accordance with tax legislation.

Deferred tax

Deferred income tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts at the end of each reporting period, using the tax rates enacted at the end of the reporting period.

The Group recognises deferred tax liabilities for all taxable temporary differences while they recognise deferred tax assets for all deductible temporary differences and tax losses carried forward to the extent that it is probable that future taxable profit will be available against which such deductible temporary differences and tax losses carried forward can be utilised.

At each reporting date, the Group reviews and reduces the carrying amount of deferred tax assets to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

The Group records deferred tax directly to shareholders' equity if the tax relates to items that are recorded directly to shareholders' equity.

4.20 Financial instruments

The Group initially measures financial assets at its fair value plus, in the case of financial assets that are not measured at fair value through profit or loss, transaction costs. However, trade receivables, that do not contain a significant financing component, are measured at the transaction price as disclosed in the accounting policy relating to revenue recognition.

Classification and measurement of financial assets

Financial assets are classified, at initial recognition, as to be subsequently measured at amortised cost, fair value through other comprehensive income ("FVOCI"), or fair value through profit or loss ("FVTPL"). The classification of financial assets at initial recognition is driven by the Group's business model for managing the financial assets and the contractual cash flows characteristics of the financial assets.

Financial assets at amortised cost

The Group measures financial assets at amortised cost if the financial asset is held in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest rate ("EIR") method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

Financial assets designated at FVOCI (equity instruments)

Upon initial recognition, the Group can elect to irrevocably classify its equity investments which are not held for trading as equity instruments designated at FVOCI. The classification is determined on an instrument-by-instrument basis.

Gains and losses recognised in other comprehensive income on these financial assets are never recycled to profit or loss.

Dividends are recognised as other income in profit or loss, except when the dividends clearly represent a recovery of part of the cost of the financial asset, in which case, the gains are recognised in other comprehensive income.

Equity instruments designated at FVOCI are not subject to impairment assessment.

Financial assets at FVTPL

Financial assets measured at FVTPL are carried in the statement of financial position at fair value with net changes in fair value recognised in profit or loss.

These financial assets include security investments held for trading, equity investments which the Group has not irrevocably elected to classify at FVOCI and financial assets with cash flows that are not solely payments of principal and interest.

Dividends on listed equity investments are presented separately in profit or loss.

Classification and measurement of financial liabilities

At initial recognition the Group's financial liabilities are recognised at fair value net of transaction costs and classified as liabilities to be subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. In determining amortised cost, the Group takes into account any fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance costs in profit or loss.

Regular way purchases and sales of financial assets

Regular way purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace are recognised on the trade date, i.e., the date on which the Group commits to purchase or sell the assets.

Derecognition of financial instruments

A financial asset is primarily derecognised when the rights to receive cash flows from the asset have expired or have been transferred and either the Group has transferred substantially all the risks and rewards of the asset, or the Group has transferred control of the asset.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in profit or loss.

Impairment of financial assets

The Group recognises an allowance for expected credit losses ("ECLs") for all debt instruments not held at FVTPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate.

For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure (a lifetime ECL).

The Group considers a significant increase in credit risk to have occurred when contractual payments are more than 30 days past due and considers a financial asset as credit impaired or default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to have a significant increase in credit risk and to be in default using other internal or external information, such as credit rating of issuers.

For trade and other receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date.

ECLS are calculated based on its historical credit loss experience and adjusted for forward-looking factors specific to the debtors and the economic environment.

A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Offsetting of financial instruments

Financial assets and financial liabilities are offset, and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

4.21 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 buyer and seller (market participants) at the measurement date. The Group applies a quoted market price in an active market to measure their assets and liabilities that are required to be measured at fair value by relevant financial reporting standards. Except in case of no active market of an identical asset or liability or when a quoted market price is not available, the Group measures fair value using valuation technique that are appropriate in the circumstances and maximises the use of relevant observable inputs related to assets and liabilities that are required to be measured at fair value.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy into three levels based on categorise of input to be used in fair value measurement as follows:

- Level 1 - Use of quoted market prices in an observable active market for such assets or liabilities
- Level 2 - Use of other observable inputs for such assets or liabilities, whether directly or indirectly
- Level 3 - Use of unobservable inputs such as estimates of future cash flows

At the end of each reporting period, the Group determines whether transfers have occurred between levels within the fair value hierarchy for assets and liabilities held at the end of the reporting period that are measured at fair value on a recurring basis.

5. Significant accounting judgements and estimates

The preparation of financial statements in conformity with financial reporting standards at times requires management to make subjective judgements and estimates regarding matters that are inherently uncertain. These judgements and estimates affect reported amounts and disclosures; and actual results could differ from these estimates. Significant judgements and estimates are as follows.

Leases

Determining the lease term with extension and termination options - The Group as a lessee

In determining the lease term, the management is required to exercise judgement in assessing whether the Group is reasonably certain to exercise the option to extend or terminate the lease considering all relevant facts and circumstances that create an economic incentive for the Group to exercise either the extension or termination option.

Estimating the incremental borrowing rate - The Group as a lessee

The Group cannot readily determine the interest rate implicit in the lease, therefore, the management is required to exercise judgement in estimating its incremental borrowing rate to discount lease liabilities. The incremental borrowing rate is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment.

Lease classification - The Group as lessor

In determining whether a lease is to be classified as an operating lease or finance lease, the management is required to exercise judgement as to whether significant risk and rewards of ownership of the leased asset has been transferred, taking into consideration terms and conditions of the arrangement.

Allowance for expected credit losses of trade receivables and other receivables

In determining an allowance for expected credit losses of trade receivables and other receivables, the management needs to make judgement and estimates based upon, among other things, past collection history, aging profile of outstanding debts and the forecast economic condition for groupings of various customer segments with similar credit risks. The Group's historical credit loss experience and forecast economic conditions may also not be representative of whether a customer will actually default in the future.

Estimation of project development costs

In recognising cost of real estate sales, the Group needs to estimate all project development costs, including land costs, land development costs, design and construction costs, utilities, borrowing costs for construction and other related expenses. The management estimates these costs based on its business experience and revisit the estimation on a periodical basis or when the actual costs incurred significantly vary from the estimation.

Property, plant and equipment and depreciation

In determining depreciation of plant and equipment, the management is required to make estimates of the useful lives and residual values of the plant and equipment and to review estimate useful lives and residual values when there are any changes.

The Group measures land, factory buildings, machinery and factory equipment at revalued amounts. Such amounts are determined by the independent valuer using the market approach for land and the orderly liquidation value approach for factory buildings, machinery and factory equipment. The valuation involves certain assumptions and estimates as described in Note 20 to the consolidated financial statements.

In addition, the management is required to review property, plant and equipment for impairment on a periodical basis and record impairment losses when it is determined that their recoverable amount is lower than the carrying amount. This requires judgements regarding forecast of future revenues and expenses relating to the assets subject to the review.

Deferred tax assets

Deferred tax assets are recognised for deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the temporary differences and losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of estimate future taxable profits.

Reclassification of long-term loans

The reclassification current portion of long-term loans from banks requires management to make subjective judgements and estimates regarding release of collaterals and repayment of loans as stipulated in the agreements.

Post-employment benefits under defined benefit plan and other long-term employee benefits

The obligations under the defined benefit plan and other long-term employee benefit plan are determined based on actuarial techniques. Such determination is made based on various assumptions, including discount rate, future salary increase rate, mortality rate and staff turnover rate.

6. Cash and cash equivalents

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Cash	23,163	28,532	60	60
Bank deposits	184,047	240,295	5,629	10,203
Total	207,210	268,827	5,689	10,263

As at 31 December 2023, bank deposits carried interests between 0.15% - 1.10% per annum (2022: between 0.13% - 0.50%).

7. Trade and other receivables

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Trade receivables - related parties				
Aged on the basis of due dates				
Past due				
Not over 3 months	-	15	-	-
Total trade receivables - related parties	-	15	-	-
Trade receivables - unrelated parties				
Aged on the basis of due dates				
Not yet due	18,142	19,578	-	-
Past due				
Not over 3 months	9,608	9,424	-	-
3 - 6 months	542	1,467	-	-
6 - 12 months	17	36	-	-
Over 12 months	3,754	3,293	-	-
Total	32,063	33,798	-	-
Less: Allowance for expected credit losses	(2,963)	(3,056)	-	-
Total trade receivables - unrelated parties, net	29,100	30,742	-	-
Total trade receivables - net	29,100	30,757	-	-
Other receivables				
Accrued income - related parties	594	86	7,657	6,285
Accrued income - unrelated parties	69,815	475	136	33
Others	26,754	3,965	860	1,465
Total	97,163	4,526	8,653	7,783
Less: Allowance for expected credit losses	(55,528)	(2,124)	-	(1,310)
Total other receivables - net	41,635	2,402	8,653	6,473
Total trade and other receivables - net	70,735	33,159	8,653	6,473

The normal credit term is 7 to 60 days.

Set out below is the movement in the allowance for expected credit losses of trade and other receivables.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Beginning balance	5,180	6,053	1,310	2,450
Increased due to the changes in classification of investment in associate to subsidiary *	53,957	-	-	-
Increase in provision for expected credit losses	5,630	714	-	-
Amount written off	(3,371)	(1,316)	-	(1,140)
Amount recovered	(2,905)	(271)	(1,310)	-
Ending balance	58,491	5,180	-	1,310

* Increased due to the inclusion of the financial statements of Sammakorn Public Company Limited and its subsidiaries in the consolidated financial statements from the date on which the Company obtained power to control, as described in Note 2.2 to the consolidated financial statements.

8. Related party transactions

During the years, the Group had significant business transactions with related parties. Such transactions, which are summarised below, arose in the ordinary course of business and were concluded on commercial terms and bases agreed upon between the Group and those related parties.

	(Unit: Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Transactions with subsidiaries				
(Eliminated from the consolidated financial statements)				
Management fee income	-	-	2	2
Dividend income	-	-	52	15
Other income - other services	-	-	1	1
Interest income	-	-	4	-

(Unit: Million Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Transactions with associates *				
Dividend income	-	12	-	12
Interest income	-	1	-	1
Land rental expense	-	1	-	-
Office rental expense	-	2	-	-
Other expenses	-	2	-	-
Transactions with related party				
Interest income	2	1	2	1
Revenue from scrap sales	1	-	-	-
Interest expense	2	-	-	-
Other expense	1	-	-	-
Acquisition of assets	-	7	-	7

* The status of Sammakorn Public Company Limited was changed from an associate company to a subsidiary as discussed in the Note 2.2 to the consolidated financial statements.

Transfer pricing policy for significant business transactions with related parties are summarised below.

Transactions	Transfer pricing policy
Service income	Contract price
Dividend income	As declared
Interest income	2.50% - 3.50% per annum (2022: 0.75% - 3.50% per annum)
Revenue from scrap sales	Mutually agreed price with comparison to market price
Other income	The price is set out based on the market price.
Management fee income	Contract price
Acquisition of assets	The price is set out based on the market price.
Interest expense	3.78% - 4.78% per annum (2022: 2.50% per annum)
Land and office rental expenses	Rental expenses are set out based on the market price.
Other expenses	The price is set out based on the market price.

Guarantee obligation with related parties

- a) Pure Thai Energy Co., Ltd. entered into an agreement with SCT Sahapan Co., Ltd. (subsidiary held by Pure Thai Energy Co., Ltd.) to guarantee bank credit facility of the subsidiary as described in Note 38.2 b) to the consolidated financial statements.
- b) Sammakorn Public Company Limited has outstanding guarantee obligation with its related parties, as described in Note 38.2 c) to the consolidated financial statements.

As at 31 December 2023 and 2022, the balances of the accounts between the Group and those related parties are as follows.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Trade and other receivables - related parties (Note 7)				
<i>Trade receivables - related party</i>				
Associate *	-	15	-	-
Total trade receivables - related party	-	15	-	-
<i>Other receivables - related parties</i>				
Subsidiaries	-	-	7,064	6,199
Related company (shareholder of the Company)	594	86	593	86
Total other receivables - related parties	594	86	7,657	6,285
<i>Prepaid guarantee fee - related party</i>				
Related company (shareholder of subsidiary)	626	-	-	-
Total prepaid guarantee fee - related party	626	-	-	-
Trade and other payables - related parties (Note 23)				
<i>Trade payables - related party</i>				
Joint venture	655	-	-	-
Total trade payables - related party	655	-	-	-
<i>Other payables - related parties</i>				
Joint venture	5,625	-	-	-
Associate *	-	333	-	-
Related company (shareholder of the Company and shareholder of subsidiary)	4,739	2,755	2,888	2,755
Total other payables - related parties	10,364	3,088	2,888	2,755

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Lease liabilities - related party				
Associate *	-	16,004	-	-
Total lease liabilities - related party	-	16,004	-	-
Less: Portion due within one year	-	(2,783)	-	-
Lease liabilities - related party, net of current portion	-	13,221	-	-

* The status of Sammakorn Public Company Limited was changed from an associate company to a subsidiary as discussed in the Note 2.2 to the consolidated financial statements.

Loans to related parties and loan from related party

As at 31 December 2023 and 2022, the balances of loans between the Group and those companies and the movements in loans to and loan from are as follows:

		(Unit: Thousand Baht)			
		Consolidated financial statements			
	Related by	Balance as at			Balance as at
		31 December	Increase	Decrease	31 December
		2022	during the year	during the year	2023
Short-term loans to related parties					
Petro-Instruments Corp., Ltd.	Shareholder of the Company	39,000	22,500	(5,000)	56,500
Brain Wake Co., Ltd.	Related by director	-	*5,000	-	5,000
Total		39,000	27,500	(5,000)	61,500
Long-term loan to related party					
KP Energy Group Co., Ltd.	Related by director	4,500	-	(4,500)	-
Less: Allowance for expected credit losses		(4,500)	-	4,500	-
Net		-	-	-	-
Short-term loan from related party					
Asset Pro Group Co., Ltd.	Shareholder of subsidiary	-	**94,000	-	94,000
Total		-	94,000	-	94,000

** Increased amounting to Baht 49 million due to the inclusion of the financial statements of Sammakorn Public Company Limited and its subsidiaries in the consolidated financial statements from the date on which the Company obtained power to control, as described in Note 2.2 to the consolidated financial statements.

(Unit: Thousand Baht)

		Separate financial statements		
Related by		Balance as at		Balance as at
		31 December	Increase	31 December
		2022	during the year	2023
Short-term loans to related parties				
Pure Biodiesel Co., Ltd.	Subsidiary	319,188	-	319,188
Onward Venture Co., Ltd.	Subsidiary	-	20,000	20,000
Sammakorn Plc.	Subsidiary	-	695,000	(430,000)
Petro-Instruments Corp., Ltd.	Shareholder of the Company	39,000	22,500	(5,000)
Total		358,188	737,500	(435,000)
Less: Allowance for expected credit losses		(319,188)	-	(319,188)
Net		39,000	737,500	(435,000)
Long-term loan to related party				
KP Energy Group Co., Ltd.	Related by director	4,500	-	(4,500)
Less: Allowance for expected credit losses		(4,500)	-	4,500
Net		-	-	-

Short-term loan to Brain Wake Co., Ltd. is a loan that Pure Sammakorn Development Co., Ltd. (the subsidiary of Sammakorn Plc.) granted to Brain Wake Co., Ltd. This loan is unsecured and subject to the repayment of principal and interest due within September 2023. Later, in September 2023, Brain Wake Co., Ltd. asked for an extension of the loan and interest repayment to September 2024, whereby the interest was charged at a same rate of 3.75 percent per annum. Subsequently, Pure Sammakorn Development Co., Ltd. granted approval on the extension for the repayment.

The short-term loans from Asset Pro Group Co., Ltd. are loans that Sammakorn Plus Co., Ltd. borrowed from Asset Pro Group Co., Ltd. The loans are in the form of promissory notes, unsecured and due within one year. The loan carries interests at the rates of 3.78 - 4.78 percent per annum.

As at 31 December 2023, the Company has loans to subsidiaries and related companies totaling Baht 661 million (2022: Baht 358 million) which are in the form of short-term promissory notes carrying interest at a rate of 2.50% to 3.50% per annum (2022: 3.50% per annum). Short-term loans to Pure Biodiesel Co., Ltd. were guaranteed by the mortgage of land, building, machinery and oil depots and short-term loans to Sammakorn Public Company Limited were guaranteed by the mortgage of land amounting to Baht 500 million.

The Company set aside allowance for expected credit losses for the loans to Pure Biodiesel Co., Ltd. and KP Energy Group Co., Ltd. for the whole amount, as the Company expects that the assets of these companies will not be sufficient to repay the loans.

Management benefit expenses

During the years ended 31 December 2023 and 2022, the Group had employee benefit expenses payable to their directors and management as below.

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Land and construction developed	33,743	14,123	9,656	9,811
Post-employment benefits	2,117	1,320	886	774
Total	35,860	15,443	10,542	10,585

9. Inventories

(Unit: Thousand Baht)

	Consolidated financial statements					
	Cost		Reduce cost to net realisable value		Inventories - net	
	2023	2022	2023	2022	2023	2022
Finished goods	109,210	112,065	(8,236)	(8,180)	100,974	103,885
Supplies	2,776	2,776	(2,776)	(2,776)	-	-
Total	111,986	114,841	(11,012)	(10,956)	100,974	103,885

(Unit: Thousand Baht)

	Separate financial statements					
	Cost		Reduce cost to net realisable value		Inventories - net	
	2023	2022	2023	2022	2023	2022
Finished goods	7,055	7,055	(7,055)	(7,055)	-	-
Supplies	2,776	2,776	(2,776)	(2,776)	-	-
Total	9,831	9,831	(9,831)	(9,831)	-	-

During the year 2023, the Group reduced cost of inventory by Baht 0.1 million (2022: Baht 0.1 million), to reflect the net realisable value. This was included in cost of sales. (separate financial statements: nil, 2022: nil).

10. Project development costs

	(Unit: Thousand Baht)	
	Consolidated	
	financial statements	
	2023	2022
Land and construction developed	48,876	-
Land and construction under development	4,602,053	-
Total	4,650,929	-

As at 31 December 2023, the subsidiaries have mortgaged their land and constructions thereon in the projects amounting to approximately Baht 4,203 million as collateral against bank overdraft facilities and credit facilities received from financial institutions.

11. Short-term loans to unrelated party

As at 31 December 2022, loans to unrelated party were guaranteed by entering into land sale with right of redemption contracts for a period of 1 year, carrying interest at a rate of 15% per annum (2023: nil).

12. Long-term loans to unrelated parties

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Long-term loans to unrelated parties	29,438	5,146	-	5,146
Less: Allowance for expected credit losses	-	(5,146)	-	(5,146)
Long-term loans to unrelated parties, net	29,438	-	-	-
Less: Current portion	(2,250)	-	-	-
Non-current portion	27,188	-	-	-

As at 31 December 2023, long-term loans to unrelated party are repayable within 2026 and carrying interest at a rate of 7.5% per annum.

13. Pledged deposits at banks

These represented fixed deposits pledged with the banks to secure credit facilities and to guarantee electricity use and utility systems in the projects of the Group.

14. Other financial assets

		(Unit: Thousand Baht)	
		Consolidated	Separate
		financial statements	financial statements
		2023	2022
		2023	2022
Debt instruments at amortised cost			
Deposits in fixed-term bank account -			
maturing within 1 year			
		30,000	-
Total		30,000	-
Financial assets measured at FVTPL			
Investment units in mutual funds			
		28,103	300,245
Total		28,103	300,245
Investments in equity instruments			
 measured at FVOCI			
Investment in REIT - ALLY Leasehold Real			
Estate Investment Trust			
		110,501	-
Less: Decrease in the par value of the trust units		(4,374)	-
Loss on investment designated			
at fair value			
		(31,884)	-
		74,243	-
Investment in equity instrument of non-listed			
companies			
KP Energy Group Co., Ltd.			
		-	-
Brain Wake Co., Ltd.			
		20,493	-
Total		20,493	-
Total other financial assets		152,839	300,245
Other financial assets			
Current			
		58,103	300,245
Non-current			
		94,736	-
		152,839	300,245

The Company has an investment in 6,702 ordinary shares (representing 17.46% shareholding) of KP Energy Group, which is principally engaged in the production and distribution of electricity. Fair value of such investment was zero because of continuous operating losses and capital deficit.

15. Investment in joint venture

15.1 Details of investment in joint venture

Investment in joint venture represents investment in entity which is jointly controlled by SCT Sahapan Co., Ltd. (a subsidiary held by Pure Thai Energy Co., Ltd.) and other company. Details of this investment are as follows:

(Unit: Thousand Baht)

Joint venture	Nature of business	Country of incorporation	Consolidated financial statements					
			Shareholding percentage		Cost		Carrying amount based on equity method	
			2023	2022	2023	2022	2023	2022
			(%)	(%)				
SCTP Joint Venture	Construction service	Thailand	40	40	3,000	3,000	4,897	4,313
Total					3,000	3,000	4,897	4,313

15.2 Share of profit and dividend received

During the years, the Group recognised its share of profit from investment in joint venture in the consolidated financial statements as follows:

(Unit: Thousand Baht)

Joint venture	2023	2022
SCTP Joint Venture	584	1,303
Total	584	1,303

During the year 2023 and 2022, the Group had no dividend received from its joint venture.

15.3 Summarised financial information about material joint venture

Summarised information about financial position of SCTP Joint Venture as at 31 December 2023 and 2022.

(Unit: Million Baht)

	2023	2022
Current assets	12	19
Non current assets	1	-
Current liabilities	(1)	(8)
Net assets	12	11
Shareholding percentage (%)	40	40
Carrying amounts of joint venture based on equity method	5	4

Summarised information about comprehensive income of SCTP Joint Venture for the year ended 31 December 2023 and 2022.

	(Unit: Million Baht)	
	2023	2022
Revenue	61	55
Profit for the year	1	3
Other comprehensive income	-	-
Total comprehensive income	1	3

16. Investment in associate

16.1 Details of associate

		(Unit: Thousand Baht)					
		Consolidated		Separate			
		financial statements		financial statements			
		Carrying amounts		Carrying amounts			
		based on equity method		based on cost method			
Company's name	Nature of business	Country of incorporation	Shareholding percentage	2023	2022	2023	2022
				(%)	(%)		
Sammakorn Plc.	Real estate development	Thailand	-	48.25	-	1,247,939	-
						-	785,802
Total						-	785,802

During the current year, the Company changed the classification of investment in Sammakorn Public Company Limited from an associate company to a subsidiary since the Company had de facto control over such company as discussed in the Note 2.2 to the consolidated financial statements.

16.2 Share of comprehensive income and dividend received

During the years, the Company has recognised its share of comprehensive income from investment in associate in the consolidated financial statements and dividend income in the separate financial statements as follows.

		(Unit: Thousand Baht)					
		Consolidated financial statements		Separate financial statements			
		Share of profit from investment in associate during the years		Share of other comprehensive income from investment in associate during the years		Dividend received during the years	
Company's name		2023	2022	2023	2022	2023	2022
Sammakorn Public Company Limited		-	54,330	-	(2,184)	-	12,388
Total		-	54,330	-	(2,184)	-	12,388

16.3 Fair value of investment in listed associate

As at 31 December 2022, fair value of investment in Sammakorn Public Company Limited, an associate that is listed company on the Stock Exchange of Thailand, was Baht 440 million.

16.4 Summarised financial information about material associate

Summarised information about financial position of Sammakorn Public Company Limited as at 31 December 2022.

	(Unit: Million Baht)
	2022
Current assets	2,751
Non-current assets	2,997
Current liabilities	(1,667)
Non-current liabilities	(1,422)
Net assets	2,659
Shareholding percentage (%)	48.25
Share of net assets	1,283
Eliminations	(35)
Carrying amounts of associate based on equity method	1,248

Summarised information about comprehensive income of Sammakorn Public Company Limited for the year ended 31 December 2022.

	(Unit: Million Baht)
	2022
Revenue	2,404
Profit for the year	113
Other comprehensive income	(5)
Total comprehensive income	108

17. Investments in subsidiaries

17.1 Details of investments in subsidiaries as presented in separate financial statements

(Unit: Thousand Baht)

Company	Paid-up capital		Shareholding percentage		Cost		Dividend received during the years	
	2023	2022	2023	2022	2023	2022	2023	2022
			(%)	(%)				
Pure Biodiesel Co., Ltd. *	280,000	280,000	100	100	279,999	279,999	-	-
Pure Thai Energy Co., Ltd.	140,000	140,000	100	100	140,000	140,000	21,000	14,000
RPC Management Co., Ltd. *	125	125	100	100	581	581	-	-
RPCG-JV 1 Co., Ltd. *	-	-	-	-	-	-	-	1,320
Onward Venture Co., Ltd. **	15,000	10,000	80	100	12,000	10,000	-	-
Sammakorn Public Company Limited ***	641,800	-	48	-	785,802	-	30,970	-
Total investments in subsidiaries					1,218,382	430,580	51,970	15,320
Less: Allowance for impairment					(122,168)	(116,679)		
Investments in subsidiaries - net					1,096,214	313,901		

* Business suspended.

** Business has not yet commenced its operation.

***The status of the entity was changed from an associate company to a subsidiary as discussed in the Note 2.2 to the consolidated financial statements.

During the year 2023, the Company recorded an increase in the allowance for impairment of investments in subsidiaries amounting to Baht 5.5 million (2022: Baht 12.5 million).

During the year 2023, Sammakorn Public Company Limited paid a dividend of Baht 0.10 per share, a total of Baht 64.2 million of which Baht 31.0 million and Baht 33.2 million were paid to the Company and non-controlling interests, respectively.

The changes of the classification of investment in associate to investment in subsidiary

During the current year, the Company changed the classification of investment in Sammakorn Public Company Limited from an associate company to a subsidiary since the Company had de facto control over such company as discussed in the Note 2.2 to the consolidated financial statements. The Company therefore included the financial statements of Sammakorn Public Company Limited and its subsidiaries in the preparation of the consolidated financial statements from the date on which the Company obtained control over the subsidiary.

The values of assets acquired, liabilities assumed, and non-controlling interests of Sammakorn Public Company Limited and its subsidiaries as at the control date were summarised below:

	Amount (Thousand Baht)
Cash and cash equivalents	96,557
Other current financial assets	69,012
Trade and other receivables	31,875
Project development costs	2,360,406
Advances for land acquisition	159,889
Other current assets	32,960
Pledged deposits at banks	124,164
Other non-current financial assets	116,944
Land held for development	1,550,205
Investment properties	1,055,605
Property, plant and equipment	57,324
Other non-current assets	215,316
Short-term loans from financial institutions	(35,000)
Trade and other payables	(226,526)
Deposits and advances received from customers	(92,628)
Current portion of long-term loans	(1,173,238)
Current portion of rental income received in advance	(34,327)
Current portion of lease liabilities	(13,650)
Other current liabilities	(91,688)
Long-term loans, net of current portion	(369,333)
Rental income received in advance - net of current portion	(888,873)
Lease liabilities - net of current portion	(84,949)
Other non-current liabilities	(79,128)
Non-controlling interests of the subsidiaries	(194,515)
Net assets of subsidiary	2,586,402
Less: Non-controlling interests in proportion to ownership of the net assets of the subsidiary	(1,338,463)
Net assets of the subsidiary in proportion holds by the Company (48.25%)	<u>1,247,939</u>

Subsidiaries included in the consolidated financial statements of Sammakorn Public Company Limited as at the control date are as follows.

Company's name	Nature of business	Country of incorporation	Percentage of shareholding (%)
Pure Sammakorn Development Co., Ltd.	Developing land in Bangkok and its environs into community malls	Thailand	100
PRO Cube Venture Co., Ltd.	Real estate management and other related services	Thailand	100
Sammakorn Plus Co., Ltd.	Real estate development	Thailand	51
Sammakorn-JV1 Co., Ltd.	Real estate development	Thailand	65
Sammakorn-JV2 Co., Ltd.	Real estate development	Thailand	100
Sammakorn-JV3 Co., Ltd.	Real estate development	Thailand	100
Sammakorn F&B Co., Ltd.	Food and beverage restaurant	Thailand	100

Changes in investments in subsidiaries during the years

RPCG-JV 1 Co., Ltd.

On 21 February 2022, the Annual General Meeting of the Shareholders of RPCG-JV 1 Co., Ltd. has a special resolution to dissolve the company. On 1 March 2022, the subsidiary registered its dissolution with the Ministry of Commerce. Later, on 8 March 2022, the Company received cash proceeds from return of capital from the subsidiary amounting to Baht 300 million. This subsidiary registered its liquidation on 25 May 2022.

RPC Management Co., Ltd.

On 15 July 2022, the Extraordinary General Meeting of Shareholders of RPC Management Co., Ltd. passed a special resolution to approve a decrease in its registered share capital from Baht 500,000 to Baht 125,000 by reducing the par value of the share from Baht 100 per share to Baht 25 per share. The reduction in registered capital had no effect on the number of shares of such subsidiary and the Company's shareholding percentage. This subsidiary registered the share capital decrease with the Ministry of Commerce on 1 September 2022. The Company received cash proceeds from return of capital from the subsidiary amounting to Baht 374,700 on 28 September 2022.

Onward Venture Co., Ltd.

On 15 August 2022, the Board of Directors Meeting of the Company passed a resolution to seek partners to invest in shares of Onward Venture Co., Ltd. in the proportion that does not exceed 20% of its registered share capital. The selling price is equal to the par value. Later, on 14 February 2023, the Company sold shares of Onward Venture Co., Ltd. to 2 partners amounting to Baht 1.1 million (11,000 ordinary shares at a par value of Baht 100 each) and Baht 0.9 million (9,000 ordinary shares at a par value of Baht 100 each), respectively. The sale reduced the shareholding of the Company from 100% to 80%.

On 28 February 2023, the Extraordinary General Meeting of the Shareholders of Onward Venture Company Limited passed a resolution approving the increase in registered share capital from Baht 10 million (100,000 ordinary shares at a par value of Baht 100 each) to Baht 20 million (200,000 ordinary shares at a par value of Baht 100 each) and called up the share payment 50% of the registered share capital increased, amounting to Baht 4 million. The Company made the share payment on 3 March 2023 and Onward Venture Company Limited registered the share capital increase with the Ministry of Commerce on 10 March 2023.

Onward Move Co., Ltd. (held by Onward Venture Co., Ltd.)

On 11 November 2022, the Board of Directors Meeting of the Company passed a resolution approving the incorporation of a new company named "Onward Move Co., Ltd.". This company is engaged in the general service business and has a registered share capital of Baht 1 million (10,000 ordinary shares at a par value of Baht 100 each). Later, on 8 December 2022, the Board of Directors Meeting of Onward Venture Co., Ltd. passed a resolution to invest 100% of the shares in Onward Move Co., Ltd. (9,997 ordinary shares at a par value of Baht 100 each) and made a payment for such shares on 13 December 2022. Onward Move Co., Ltd. registered its establishment with the Ministry of Commerce on 15 December 2022.

Sammakorn-JV4 Company Limited (held by Sammakorn Public Company Limited)

On 21 February 2023, the Board of Director's Meeting of Sammakorn Public Company Limited No. 1/2023 passed a resolution approving the incorporation of a new company under the name of Sammakorn-JV4 Company Limited to accommodate the expansion of real estate development business. This company was registered with the Ministry of Commerce on 20 March 2023, with a registered capital of Baht 1 million. Sammakorn Public Company Limited acquired 9,998 ordinary shares with a par value of Baht 100 each, accounting for 100 percent of the total shares, and paid such share capital.

Sammakorn-JV3 Company Limited (held by Sammakorn Public Company Limited)

On 21 February 2023, the Extraordinary General Meeting of the Shareholders of Sammakorn-JV3 Company Limited approved an increase in the registered share capital from Baht 1 million to Baht 100 million, by issuing additional 990,000 ordinary shares with a par value of Baht 100 each. Sammakorn Public Company Limited fully paid such share capital and such company registered the increase of share capital with the Ministry of Commerce on 22 March 2023.

On 12 October 2023, the Extraordinary General Meeting of the Shareholders of Sammakorn-JV3 Company Limited passed a resolution approving the increase in registered share capital from Baht 100 million (1,000,000 ordinary shares at a par value of Baht 100 each) to Baht 200 million (2,000,000 ordinary shares at a par value of Baht 100 each). Sammakorn Public Company Limited fully paid such share capital and such company registered the increase of share capital with the Ministry of Commerce on 19 October 2023.

Sammakorn F&B Co., Ltd. (held by Pure Sammakorn Development Co., Ltd.)

On 30 November 2023, the Extraordinary General Meeting of the Shareholders of Sammakorn F&B Co., Ltd. No. 2/2023 approved an increase in the registered share capital from Baht 40 million to Baht 55 million, by issuing additional 150,000 ordinary shares with a par value of Baht 100 each. Pure Sammakorn Development Co., Ltd. fully paid such share capital and such company registered the increase of share capital with the Ministry of Commerce on 30 November 2024.

17.2 Details of investments in subsidiaries that has material non-controlling interest

(Unit: Thousand Baht)

Company's name	Proportion of equity		Accumulated balance of		Profit (loss) allocated to		Other comprehensive		Dividend paid to non-	
	interest held by		non-controlling interest		non-controlling interest		income allocated to		controlling interests	
	non-controlling interest		non-controlling interest		during the year		during the year		during the year	
	2023	2022	2023	2022	2023	2023	2023	2023	2023	2022
	(%)	(%)								
Onward Venture Co., Ltd.	20	-	2,581	-	(419)	-	-	-	-	-
Sammakorn Plc.	52	-	1,514,820	-	24,245	-	(9,194)	-	33,209	-

17.3 Summarised financial information that based on amounts before inter-company elimination about subsidiaries that have material non-controlling interests

Summarised information about financial position as at 31 December 2023 and 2022

(Unit: Thousand Baht)

	Onward Venture Co., Ltd.		Sammakorn Plc. and its subsidiaries	
	2023	2022	2023	2022
Current assets	2,669	-	4,790,964	-
Non-current assets	31,897	-	1,566,913	-
Current liabilities	23,396	-	2,301,131	-
Non-current liabilities	-	-	1,419,327	-

Summarised information about comprehensive income for the years ended 31 December 2023 and 2022

(Unit: Thousand Baht)				
Sammakorn Plc.				
	Onward Venture Co., Ltd.		and its subsidiaries	
	2023	2022	2023	2022
Revenue	6	-	2,002,847	-
Profit (loss)	(2,094)	-	58,945	-
Other comprehensive income	-	-	(15,681)	-
Total comprehensive income	(2,094)	-	43,264	-

Summarised information about cash flow for the years ended 31 December 2023 and 2022

(Unit: Thousand Baht)				
Sammakorn Plc.				
	Onward Venture Co., Ltd.		and its subsidiaries	
	2023	2022	2023	2022
Cash flow used in operating activities	(8,564)	-	(586,425)	-
Cash flow from (used in) investing activities	(20,786)	-	22,795	-
Cash flow from financing activities	25,000	-	528,422	-
Net decrease in cash and cash equivalents	(4,350)	-	(35,208)	-

18. Land held for development

Movements of the land held for development for the year ended 31 December 2023 are summarised as follows.

(Unit: Thousand Baht)	
Consolidated	
financial statements	
Net book value as at 1 January 2023	-
Increased due to the changes in classification of investment in associate to subsidiary *	1,550,205
Transfer to investment properties	(67,555)
Transfer to project development costs	(1,285,014)
Net book value as at 31 December 2023	197,636

* Increased due to inclusion of the financial statements of Sammakorn Public Company Limited and its subsidiaries in the consolidated financial statements from the date on which the Company obtained power to control, as described in Note 2.2 to the consolidated financial statements.

19. Investment properties

The net book value of investment properties as at 31 December 2023 and 2022 is presented below.

	Consolidated financial statements					(Unit: Thousand Baht) Separate financial statements		
	Land	Buildings	Asset	Right-of-	Total	Land	Buildings	Total
	for rent	for rent	under construction	use assets for rent		for rent	for rent	
As at 31 December 2023:								
Cost	800,529	656,369	23,322	38,038	1,518,258	146,936	14,519	161,455
Less: Accumulated depreciation	-	(315,850)	-	(10,144)	(325,994)	-	(242)	(242)
Net book value	<u>800,529</u>	<u>340,519</u>	<u>23,322</u>	<u>27,894</u>	<u>1,192,264</u>	<u>146,936</u>	<u>14,277</u>	<u>161,213</u>
As at 31 December 2022:								
Cost	146,936	-	-	38,038	184,974	146,936	-	146,936
Less: Accumulated depreciation	-	-	-	(7,609)	(7,609)	-	-	-
Net book value	<u>146,936</u>	<u>-</u>	<u>-</u>	<u>30,429</u>	<u>177,365</u>	<u>146,936</u>	<u>-</u>	<u>146,936</u>

A reconciliation of the net book value of investment properties for the years 2023 and 2022 is presented below.

	(Unit: Thousand Baht) Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Net book value at beginning of year	177,365	186,044	146,936	146,936
Increased due to the changes in classification of investment in associate to subsidiary *	1,037,113	-	-	-
Additions	23,916	-	14,519	-
Transfer from land held for development	67,555	-	-	-
Transfer from property, plant and equipment	6,870	-	-	-
Transfer to project development costs	(77,042)	-	-	-
Transfer to right-of-use assets	-	(6,213)	-	-
Write-off - net book value	(16,869)	-	-	-
Depreciation	(26,644)	(2,466)	(242)	-
Net book value at end of year	<u>1,192,264</u>	<u>177,365</u>	<u>161,213</u>	<u>146,936</u>

* Increased due to inclusion of the financial statements of Sammakorn Public Company Limited and its subsidiaries in the consolidated financial statements from the date on which the Company obtained power to control, as described in Note 2.2 to the consolidated financial statements.

The subsidiaries have mortgaged their investment properties with a net book value of approximately Baht 183 million as at 31 December 2023, as collateral against bank overdraft facilities, short-term and long-term loans which the subsidiaries obtained from financial institutions.

On 4 December 2019, Pure Sammakorn Development Co., Ltd. entered into an agreement with trustee to invest in Bualuang K.E. Retail Leasehold Real Estate Investment Trust (REIT), whereby, Pure Sammakorn Development Co., Ltd. agreed to sublease land and lease building and building improvement of the projects and in return received 30 years' rental totaling Baht 1,029 million. Pure Sammakorn Development Co., Ltd. recorded this rental fees as "Rental income received in advance" in the statements of financial position, and it will be recognised as income on a straight-line over the period of the lease contract.

The additional information of the investment properties as at 31 December 2023 and 2022 stated below.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
The fair value of land and building for rent	2,714,465	146,936	224,749	146,936
The fair value of right-of-use assets for rent	76,741	51,398	-	-

In 2023, the Group arranged for an independent professional valuer to appraise the fair value of investment properties. Land and land with buildings thereon for rent under long-term lease obligations and not under long-term lease obligations have been determined based on market price, while that of the right-of-use assets for rent have been determined using the income approach. Key assumptions used in the valuation of building and right-of-use assets for rent consist of discount rate, growth rate and occupancy rate.

In 2022, the Group arranged for an independent professional valuer to appraise the fair value of the land for rent has been determined based on market prices, while that of the right-of-use assets for rent have been determined using the income approach. Key assumptions used in the valuation of such right-of-use assets for rent consist of discount rate, growth rate and occupancy rate.

Amounts recognised in profit or loss for investment properties are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Rental income				
Fixed rental income	93,714	10,893	1,552	582
Rental income relating to variable lease payments that do not depend on an index or a rate	9,079	4,373	-	-
Direct operating expenses (including repairs and maintenance) of property that generated rental income	25,875	-	-	-

20. Property, plant and equipment

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Operating assets	757,611	654,502	20,728	22,848
Ceased using assets	987,553	979,553	594,262	588,262
Total property, plant and equipment	1,745,164	1,634,055	614,990	611,110
Less: Allowance for impairment	(504,491)	(461,065)	(232,138)	(231,204)
Property, plant and equipment - net	<u>1,240,673</u>	<u>1,172,990</u>	<u>382,852</u>	<u>379,906</u>

(Unit: Thousand Baht)

Consolidated financial statements

	Revaluation basis	Cost basis							Total
		Land on which gasoline stations are located	Land	Office buildings and office building improvements	Gas station equipment	Power generation equipment	Office furniture, fixture and equipment	Motor vehicles	
Operating assets									
Cost/revalued amount									
1 January 2022	7,350	-	-	611,102	138,257	-	139,839	18,125	945,087
Additions	-	-	-	-	118	-	756	-	101,501
Disposals/write-off	-	-	-	(118)	(247)	-	(887)	(6,548)	(7,800)
Transfers in (out)	-	-	-	47,704	8,366	19,000	10,134	-	-
31 December 2022	7,350	-	-	658,688	146,494	19,000	149,842	11,577	1,038,788
Increased due to the changes in classification of investment in associate to subsidiary *	-	6,961	150,602	-	-	-	85,979	9,912	259,369
Additions	-	-	4,123	108	-	-	10,708	147	117,458
Disposals/write-off	(7,350)	-	(2,298)	(3,753)	-	-	(7,498)	(4,544)	(25,443)
Transfers in (out)	-	-	67,082	17,858	-	-	9,775	6,707	-
Transfer to investment properties	-	-	-	-	-	-	(6,901)	-	(6,901)
31 December 2023	-	6,961	878,197	160,707	19,000	241,905	23,799	52,702	1,383,271

* Increased due to inclusion of the financial statements of Sammakorn Public Company Limited and its subsidiaries in the consolidated financial statements from the date on which the Company obtained power to control, as described in Note 2.2 to the consolidated financial statements.

Consolidated financial statements

	Revaluation basis	Cost basis							Total
		Land on which gasoline stations are located	Land	Office buildings and office building improvements	Gas station equipment	Power generation equipment	Office furniture, fixture and equipment	Motor vehicles	
Accumulated depreciation									
1 January 2022	-	-	-	187,239	47,834	-	71,091	15,532	321,696
Depreciation for the year	-	-	-	38,733	16,186	317	14,468	646	70,350
Depreciation on disposals/write-off	-	-	-	(118)	(245)	-	(849)	(6,548)	(7,760)
31 December 2022	-	-	-	225,854	63,775	317	84,710	9,630	384,286
Increased due to the changes in classification of investment in associate to subsidiary *	-	-	-	103,675	-	-	53,395	9,159	166,229
Depreciation for the year	-	-	-	47,286	16,549	1,267	25,008	1,888	91,998
Depreciation on disposals/write-off	-	-	-	(2,298)	(2,608)	-	(7,372)	(4,544)	(16,822)
Transfer to investment properties	-	-	-	-	-	-	(31)	-	(31)
31 December 2023	-	-	-	374,517	77,716	1,584	155,710	16,133	625,660

* Increased due to inclusion of the financial statements of Sammakorn Public Company Limited and its subsidiaries in the consolidated financial statements from the date on which the Company obtained power to control, as described in Note 2.2 to the consolidated financial statements.

(Unit: Thousand Baht)

Consolidated financial statements

	Revaluation basis	Cost basis							
	Land on which gasoline stations are located	Land	Office buildings and office building improvements	Gas station equipment	Power generation equipment	Office furniture, fixture and equipment	Motor vehicles	Construction in progress	Total
Allowance for impairment loss									
1 January 2022	-	-	-	-	-	-	-	-	-
31 December 2022	-	-	-	-	-	-	-	-	-
Increased due to the changes in classification of investment in associate to subsidiary *	-	-	16,131	-	-	1,193	-	-	17,324
Increase during the year	-	-	-	-	-	17,749	-	-	17,749
31 December 2023	-	-	16,131	-	-	18,942	-	-	35,073
Net book value									
31 December 2022	7,350	-	432,834	82,719	18,683	65,132	1,947	45,837	654,502
31 December 2023	-	6,961	487,549	82,991	17,416	67,253	7,666	52,702	722,538
Depreciation for the years									
2022 (included in administrative expenses)									70,350
2023 (included in administrative expenses)									91,998

* Increased due to inclusion of the financial statements of Sammakorn Public Company Limited and its subsidiaries in the consolidated financial statements from the date on which the Company obtained power to control, as described in Note 2.2 to the consolidated financial statements.

(Unit: Thousand Baht)

Consolidated financial statements				
	Revaluation basis			Total
	Land	Factory buildings and factory building improvements	Machinery and factory equipment	
Ceased using assets				
Revalued amount				
1 January 2022	413,929	175,768	1,491,221	2,080,918
Write-off	-	-	(34,400)	(34,400)
31 December 2022	413,929	175,768	1,456,821	2,046,518
Revaluations	8,000	-	-	8,000
31 December 2023	421,929	175,768	1,456,821	2,054,518
Accumulated depreciation				
1 January 2022	-	114,444	980,040	1,094,484
Depreciation for the year	-	-	(27,519)	(27,519)
31 December 2022	-	114,444	952,521	1,066,965
31 December 2023	-	114,444	952,521	1,066,965
Allowance for impairment loss				
1 January 2022	-	46,265	407,377	453,642
Increase during the year	-	952	12,252	13,204
Reversal of impairment due to write-off	-	-	(5,781)	(5,781)
31 December 2022	-	47,217	413,848	461,065
Increase during the year	-	905	7,448	8,353
31 December 2023	-	48,122	421,296	469,418
Net book value				
31 December 2022	413,929	14,107	90,452	518,488
31 December 2023	421,929	13,202	83,004	518,135

(Unit: Thousand Baht)

Separate financial statements						
	Cost basis					Total
	Office buildings and office building improvements	Power generation equipment	Office furniture, fixture and equipment	Motor vehicles	Construction in progress	
Operating assets						
Cost						
1 January 2022	8,679	-	17,158	5,246	12,350	43,433
Additions	-	-	-	-	6,650	6,650
Disposals	-	-	-	(800)	-	(800)
Transfers in (out)	-	19,000	-	-	(19,000)	-
31 December 2022	8,679	19,000	17,158	4,446	-	49,283
Additions	-	-	92	-	-	92
31 December 2023	8,679	19,000	17,250	4,446	-	49,375
Accumulated depreciation						
1 January 2022	5,195	-	17,043	3,733	-	25,971
Depreciation for the year	299	317	48	600	-	1,264
Depreciation on disposals	-	-	-	(800)	-	(800)
31 December 2022	5,494	317	17,091	3,533	-	26,435
Depreciation for the year	299	1,267	46	600	-	2,212
31 December 2023	5,793	1,584	17,137	4,133	-	28,647
Net book value						
31 December 2022	3,185	18,683	67	913	-	22,848
31 December 2023	2,886	17,416	113	313	-	20,728
Depreciation for the years						
2022 (included in administrative expenses)						1,264
2023 (included in administrative expenses)						2,212

(Unit: Thousand Baht)

	Separate financial statements			
	Revaluation basis			
	Factory buildings and factory building		Machinery and factory equipment	Total
	Land	improvements		
Ceased using assets				
Revalued amount				
1 January 2022	316,861	108,094	950,091	1,375,046
Write-off	-	-	(34,400)	(34,400)
31 December 2022	316,861	108,094	915,691	1,340,646
Revaluations	6,000	-	-	6,000
31 December 2023	322,861	108,094	915,691	1,346,646
Accumulated depreciation				
1 January 2022	-	80,501	699,402	779,903
Depreciation for the year	-	-	(27,519)	(27,519)
31 December 2022	-	80,501	671,883	752,384
31 December 2023	-	80,501	671,883	752,384
Allowance for impairment loss				
1 January 2022	-	18,482	216,266	234,748
Increase during the year	-	-	2,237	2,237
Reversal of impairment due to write-off	-	-	(5,781)	(5,781)
31 December 2022	-	18,482	212,722	231,204
Increase during the year	-	362	572	934
31 December 2023	-	18,844	213,294	232,138
Net book value				
31 December 2022	316,861	9,111	31,086	357,058
31 December 2023	322,861	8,749	30,514	362,124

In January 2024, the Group arranged for an independent professional valuer to appraise the value of certain refinery assets on an asset-by-asset basis. The revaluation was concluded as at 31 December 2023 and the basis of the revaluation was as follows.

- a) Land was revalued using the market approach. The fair value of the land was at the average of Baht 9.7 million per rai (2022: Baht 9.5 million per rai).
- b) Factory buildings, machinery and factory equipment were revalued using the orderly liquidation value approach. The orderly liquidation value is the amount expected to be obtained from finding buyers for the assets on a piecemeal basis, given the condition and location of the assets at that time and the applicable conditions. It assumes there is a reasonable period of time within which the owner is forced to sell, that the assets are sold through an intermediary or offered to the buyer for other uses, and that the buyer will pay all expenses.

The reappraised value of the land was Baht 8.0 million (separate financial statements: Baht 6.0 million) higher than the value per the 2022 revaluation. The Group recognised the increase in asset values in shareholders' equity under the heading of "Revaluation surplus on assets".

In addition, the appraised values of the buildings and equipment were Baht 26.1 million (separate financial statements: Baht 0.9 million) lower than their net book value as presented in the consolidated financial statements. The Group therefore recognised the loss on impairment of assets in full amount in the income statement.

Had the land, factory buildings, machinery and factory equipment been carried in the financial statements on a historical cost basis, their net book values as of 31 December 2023 and 2022 would have been as follows.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Land	133,934	141,286	105,770	105,770
Factory buildings and improvements	13,202	14,107	8,749	9,111
Machinery and factory equipment	83,004	90,452	30,514	31,086

Pure Biodiesel Co., Ltd. has mortgaged land, buildings, machinery and oil depots with a total book value as at 31 December 2023 of Baht 105 million (2022: Baht 104 million), as collateral to secure short-term loans received from the Company, as discussed in Note 8 to the consolidated financial statements.

As at 31 December 2023, certain items of plant and equipment were fully depreciated but are still in use. The gross carrying amount before deducting accumulated depreciation and allowance for impairment loss of those assets amounted to Baht 312 million (2022: Baht 172 million) in the consolidated financial statements (separate financial statements: Baht 20 million, 2022: Baht 20 million).

21. Intangible assets

	(Unit: Thousand Baht)		
	Consolidated financial statements		
	Computer software under installation	Computer software	Total
Cost			
1 January 2022	-	33,529	33,529
Additions	13,447	482	13,929
Write-off	-	(76)	(76)
31 December 2022	13,447	33,935	47,382
Increased due to the changes in classification of investment in associate to subsidiary *	-	24,297	24,297
Additions	20,756	449	21,205
Write-off	-	(846)	(846)
31 December 2023	34,203	57,835	92,038
Accumulated amortisation			
1 January 2022	-	26,150	26,150
Amortisation for the year	-	916	916
Amortisation on write-off	-	(76)	(76)
31 December 2022	-	26,990	26,990
Increased due to the changes in classification of investment in associate to subsidiary *	-	15,027	15,027
Amortisation for the year	-	3,406	3,406
Amortisation on write-off	-	(846)	(846)
31 December 2023	-	44,577	44,577
Net book value			
31 December 2022	13,447	6,945	20,392
31 December 2023	34,203	13,258	47,461
Amortisation for the years			
2022 (included in administrative expenses)			916
2023 (included in administrative expenses)			3,406

* Increased due to inclusion of the financial statements of Sammakorn Public Company Limited and its subsidiaries in the consolidated financial statements from the date on which the Company obtained power to control, as described in Note 2.2 to the consolidated financial statements.

(Unit: Thousand Baht)

	Separate financial statements		
	Computer software under installation	Computer software	Total
Cost			
1 January 2022	-	19,738	19,738
Additions	3,435	-	3,435
31 December 2022	3,435	19,738	23,173
31 December 2023	3,435	19,738	23,173
Accumulated amortisation			
1 January 2022	-	19,738	19,738
31 December 2022	-	19,738	19,738
31 December 2023	-	19,738	19,738
Net book value			
31 December 2022	3,435	-	3,435
31 December 2023	3,435	-	3,435

As at 31 December 2023, certain items of computer software were fully amortised but are still in use. The gross carrying amount before deducting accumulated amortisation of those assets amounted to approximately Baht 38 million (2022: Baht 24 million) (separate financial statements: Baht 20 million, 2022: Baht 20 million).

22. Bank overdrafts and short-term loans from financial institutions

(Unit: Thousand Baht)

	Interest rate (percent per annum)	Consolidated financial statements	
		2023	2022
Bank overdrafts	MOR	100,667	-
Promissory notes	2023: 4.60, MOR - 2.75	65,000	-
Total		165,667	-

Bank overdrafts of the subsidiary are secured by the pledge of land and construction thereon of projects, including guarantee from Sammakorn Public Company Limited and directors of a related company of the subsidiary

Short-term loans from financial institutions of the subsidiary are secured by the pledge of investment properties, land and construction thereon of projects of the subsidiary, including guarantee from Sammakorn Public Company Limited.

23. Trade and other payables

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Trade payables - related parties	655	-	-	-
Trade payables - unrelated parties	537,661	506,926	-	-
Other payables - related parties	10,364	3,088	2,888	2,755
Other payables - unrelated parties	64,965	29,294	1,946	1,433
Accrued expenses	77,546	50,250	1,549	1,187
Accrued construction cost	47,856	-	-	-
Retention payables	76,792	3,083	-	-
Total	815,839	592,641	6,383	5,375

24. Long-term loans

The balances of long-term loans account as at 31 December 2023 and 2022 are summarised as follows.

	(Unit: Thousand Baht)	
	Consolidated	
	financial statements	
	2023	2022
Long-term loans	1,712,084	-
Less: Current portion of long-term loans	(1,229,006)	-
Long-term loans - net of current portion	483,078	-

Movements of the long-term loans account during the year ended 31 December 2023 are summarised below:

	(Unit: Thousand Baht)	
	Consolidated	
	financial statements	
Balance as at 1 January 2023	-	
Increased due to the changes in classification of investment in associate to subsidiary *	1,542,571	
Additional borrowings	938,147	
Less: Repayments	(768,634)	
Balance as at 31 December 2023	1,712,084	

* Increased due to inclusion of the financial statements of Sammakorn Public Company Limited and its subsidiaries in the consolidated financial statements from the date on which the Company obtained power to control, as described in Note 2.2 to the consolidated financial statements.

The subsidiaries have mortgaged its investment properties, and land and construction in its projects and secured by the pledge of their land leasehold rights as collateral for their long-term loans.

As at 31 December 2023, the subsidiaries' long-term loans from financial institutions comprise credit facilities from local commercial banks totaling Baht 4,389 million under numerous agreements. Most of these loans carried interest at MLR minus certain rate, as stipulated in the agreements. The loans principal and their interest are to be paid in monthly basis or when the subsidiaries release mortgaged the subsidiaries' land and construction to its customers. Full settlement of these loans are to be made within 2024 - 2028.

The majority of loan agreements of the subsidiaries contain covenants such as maintaining certain debt-to-equity ratio.

As at 31 December 2023, long-term credit facilities of the Group which have not yet been drawn down amounted to Baht 1,756 million.

25. Advances received for renovation of gasoline stations

	(Unit: Thousand Baht)	
	Consolidated	
	financial statements	
	2023	2022
Advances received for renovation of gasoline stations		
at beginning of year	460,060	475,099
Increase during the year	38,046	37,247
Less: Amortisation for the year	(55,614)	(52,286)
Less: Amortisation from changing the trademark of gasoline stations	(6,577)	-
Advances received for renovation of gasoline stations		
at end of year	435,915	460,060
Less: Current portion	(54,778)	(52,676)
Advances received for renovation of gasoline stations, net of current portion	381,137	407,384

26. Leases

26.1 The Group as a lessee

The Group has lease contracts for various items of property, plant, and equipment used in its operations. Leases generally have lease terms between 2 - 31 years.

a) Right-of-use assets

Movement of right-of-use assets for the years ended 31 December 2023 and 2022 are summarised below:

(Unit: Thousand Baht)

	Consolidated financial statements			
	Land and land improvement	Buildings and building improvement	Motor vehicles	Total
1 January 2022	559,204	7,267	6,904	573,375
Additions	44,821	-	-	44,821
Transfer to investment properties	-	6,213	-	6,213
Adjustment due to lease modification	(86)	-	-	(86)
Depreciation for the year	(43,738)	(2,052)	(1,580)	(47,370)
31 December 2022	560,201	11,428	5,324	576,953
Increased due to the changes in classification of investment in associate to subsidiary *	57,911	14,492	1,904	74,307
Additions	28,451	3,025	1,664	33,140
Adjustment due to lease modification	(42,625)	-	-	(42,625)
Depreciation for the year	(54,653)	(6,646)	(2,758)	(64,057)
Loss on impairment for the year	(13,474)	-	-	(13,474)
31 December 2023	535,811	22,299	6,134	564,244

* Increased due to inclusion of the financial statements of Sammakorn Public Company Limited and its subsidiaries in the consolidated financial statements from the date on which the Company obtained power to control, as described in Note 2.2 to the consolidated financial statements.

	(Unit: Thousand Baht)
	Separate financial statements
	Land and land improvement
1 January 2022	2,075
Adjustment due to lease modification	(109)
Depreciation for the year	(1,046)
31 December 2022	920
Additions	3,384
Depreciation for the year	(1,065)
31 December 2023	3,239

The movements of right-of-use assets exclude the right-of-use assets which are classified as investment properties which are presented in Note 19 to the consolidated financial statements.

In 2023, the subsidiaries recorded impairment losses of right-of-use assets amounting to Baht 13.5 million in the consolidated statement of income for the year ended 31 December 2023 due to the recoverable amounts of the assets being lower than the carrying amounts. The subsidiaries have determined the recoverable amounts of the assets based on value in use using cash flow projections from financial estimation approved by management.

b) Lease liabilities

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Lease payments	833,476	828,457	3,451	1,053
Less: Deferred interest expenses	(287,630)	(305,708)	(59)	(6)
Total	545,846	522,749	3,392	1,047
Less: Portion due within one year	(40,429)	(27,843)	(1,193)	(1,047)
Lease liabilities - net of current portion	505,417	494,906	(2,199)	-

Movements of the lease liability account during the years ended 31 December 2023 and 2022 are summarised below:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Balance at beginning of year	522,749	509,519	1,047	2,190
Increased due to the changes in classification of investment in associate to subsidiary *	82,911	-	-	-
Additions	27,068	36,576	3,384	-
Accretion of interest	36,264	33,490	13	12
Repayments	(75,812)	(56,750)	(1,052)	(1,046)
Adjustment due to lease modification	(47,334)	(86)	-	(109)
Balance at end of year	545,846	522,749	3,392	1,047

* Increased due to inclusion of the financial statements of Sammakorn Public Company Limited and its subsidiaries in the consolidated financial statements from the date on which the Company obtained power to control, as described in Note 2.2 to the consolidated financial statements.

A maturity analysis of lease payments is disclosed in Note 40.1 to the consolidated financial statements under the liquidity risk.

c) Expenses relating to leases that are recognised in profit or loss

	(Unit: Thousand Baht)			
	For the years ended 31 December			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Depreciation expense of right-of-use assets	66,592	49,836	1,065	1,046
Interest expense on lease liabilities	36,264	33,490	13	12
Expense relating to short-term or low-value assets leases	22,885	3,091	112	428
Expense relating to variable lease payments that do not depend on an index or a rate	11,455	10,715	-	-

The Group has lease contracts for land that contains variable payments based on sales quantity. The lease term is 11 - 25 years.

d) Others

The Group had total cash outflows for leases for the year ended 31 December 2023 of Baht 110.1 million (2022: Baht 72.9 million) (separate financial statements: Baht 1.2 million, 2022: Baht 1.5 million), including the cash outflow related to short-term lease, leases of low-value assets and variable lease payments that do not depend on an index or a rate.

26.2 Group as a lessor

The Group has entered into operating leases for its investment properties portfolio consisting of land, buildings and right-of-use assets (see Note 19 to the consolidated financial statements) of the lease terms are between 1 - 22 years.

The Group has future minimum rentals receivable under non-cancellable operating leases as at 31 December 2023 and 2022 as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Within 1 year	14,658	4,755	670	646
Over 1 and up to 5 years	22,445	3,589	399	1,069
Over 5 years	37,396	-	-	-
Total	74,499	8,344	1,069	1,715

During the year 2023, the Group has rental income and sub-lease income amounting to Baht 102.8 million (2022: Baht 15.1 million) (separate financial statements: Baht 1.6 million, 2022: Baht 0.6 million).

27. Provision for long-term employee benefits

Provision for long-term employee benefits as at 31 December 2023 and 2022, which represents compensation payable to employees after they retire from the company, was as follows.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Provisions for long-term employee				
benefits at beginning of year	19,701	20,425	4,541	4,243
Increased due to the changes in				
classification of investment in associate				
to subsidiary *	17,170	-	-	-
Included in profit or loss:				
Current service cost	3,916	1,830	460	456
Interest cost	820	310	61	54
Actuarial gain arising from				
- Financial assumptions changes	(141)	-	-	-
- Experience adjustments	(241)	-	-	-
Included in other comprehensive income:				
Actuarial (gain) loss arising from				
- Demographic assumptions changes	256	-	-	-
- Financial assumptions changes	(2,529)	-	(305)	-
- Experience adjustments	2,427	-	658	-
Reversal of provision for long-term				
employee benefits	-	(2,823)	-	(212)
Benefits paid during the year	(2,782)	(41)	-	-
Provisions for long-term employee				
benefits at end of year	38,597	19,701	5,415	4,541

* Increased due to inclusion of the financial statements of Sammakorn Public Company Limited and its subsidiaries in the consolidated financial statements from the date on which the Company obtained power to control, as described in Note 2.2 to the consolidated financial statements.

The Group expects to pay Baht 2.4 million (2022: Baht 0.9 million) (separate financial statements: 0.7 million, 2022: nil) of long-term employee benefits during the next year.

As at 31 December 2023, the weighted average duration of the liabilities for long-term employee benefit is approximately 5 - 23 years (2022: 1 - 13 years) (separate financial statements: 6 years, 2022: 6 years).

Key actuarial assumptions used for the valuation are as follows.

	(Unit: % per annum)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Discount rate	2.52 - 3.20	0.63 - 1.71	2.70	1.28
Future salary increase rate	3.00 - 6.00	3.00 - 5.00	5.00	5.00

The result of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligation as at 31 December 2023 and 2022 are summarised below:

	(Unit: Thousand Baht)			
	As at 31 December 2023			
	Consolidated		Separate	
	financial statements		financial statements	
	Rate increase	Rate decrease	Rate increase	Rate decrease
Increase or decrease 0.5%				
in discount rate	(2,562)	2,926	(131)	138
Increase or decrease 1%				
in future salary increase rate	3,678	(3,125)	241	(225)

	(Unit: Thousand Baht)			
	As at 31 December 2022			
	Consolidated		Separate	
	financial statements		financial statements	
	Rate increase	Rate decrease	Rate increase	Rate decrease
Increase or decrease 0.5%				
in discount rate	(944)	1,008	(129)	135
Increase or decrease 1%				
in future salary increase rate	2,318	(2,046)	327	(303)

28. Statutory reserve

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside a statutory reserve at least 5% of its net profit after deducting accumulated deficit brought forward (if any), until the reserve reaches 10% of the registered capital. The statutory reserve is not available for dividend distribution.

29. Revaluation surplus

This outstanding balance represents surplus arising from revaluation of land. Movements in the revaluation surplus account, net of income tax, during the years ended 31 December 2023 and 2022 are summarised below.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Balance - beginning of year	223,996	223,996	168,873	168,873
Add: Revaluation of assets during the year	8,000	-	6,000	-
Less: Effect of income tax from revaluation	(1,600)	-	(1,200)	-
Balance - end of year	<u>230,396</u>	<u>223,996</u>	<u>173,673</u>	<u>168,873</u>

The revaluation surplus can neither be offset against deficit nor used for dividend payment.

30. Finance cost

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Interest expenses on borrowings	14,126	1,062	-	205
Interest expenses on lease liabilities	36,264	33,490	13	12
Total	<u>50,390</u>	<u>34,552</u>	<u>13</u>	<u>217</u>

31. Expenses by nature

Significant expenses classified by nature are as follows.

	Consolidated		(Unit: Thousand Baht)	
			Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Costs of land	589,851	-	-	-
Construction costs	664,687	-	-	-
Salaries, wages and other employee benefits	312,764	189,043	18,121	16,223
Long-term employee benefits (reversal)	1,726	(724)	874	298
Depreciation and amortisation	186,105	121,104	3,519	2,309
Changes in finished goods	3,042	(31,083)	-	-
Cost of merchandise inventories and services	7,808,357	7,430,981	-	-
Advertising and promotion expenses	135,425	9,360	-	-
Commission expenses	12,299	-	-	-
Specific business tax	60,946	-	-	-
Other fees	46,692	32,914	1,820	9,230
Security service expenses	54,954	1,334	1,189	1,031
Loss on impairment of buildings and equipment (reversal)	26,102	7,423	934	(3,544)
Loss on impairment of investments in subsidiaries	-	-	5,489	12,490
Loss on write-off investment properties	16,869	-	-	-
Bad debts and doubtful debts (reversal)	3,084	443	(1,310)	-

32. Income tax

Income tax expense for the years ended 31 December 2023 and 2022 are made up as follows.

	Consolidated		(Unit: Thousand Baht)	
			Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Current income tax:				
Current income tax charge	32,104	13,935	-	-
Deferred tax:				
Relating to origination and reversal of temporary differences	(8,036)	(3,616)	-	-
Income tax expense reported in the income statement	24,068	10,319	-	-

The amounts of income tax relating to each component of other comprehensive income for the years ended 31 December 2023 and 2022 are as follows.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Deferred tax on gain from revaluation of land	1,600	-	1,200	-
Deferred tax on loss from the change in value of financial assets measured at FVOCI	(4,442)	-	-	-
Deferred tax relating to actuarial gains	40	-	-	-
Total	(2,802)	-	1,200	-

The reconciliation between accounting profit (loss) and income tax expense is shown below.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Accounting profit (loss) before tax	75,689	74,311	31,528	(8,366)
Applicable tax rate	20%	20%	20%	20%
Accounting profit (loss) before tax multiplied by income tax rate	15,138	14,862	6,306	(1,673)
Utilisation of previously unrecognised deferred tax assets on temporary differences	(762)	-	-	-
Deferred tax assets which were not recognised during the year as future taxable profits may not be sufficient	9,123	10,670	(713)	926
Deductible temporary differences that is used to reduce deferred tax expense	(288)	-	-	-
Reversal of previous deferred tax assets	(1,807)	-	-	-
Effects of non-deductible expenses				
- Allowance for impairment on investments in subsidiaries	-	-	1,098	2,498
- Allowance for expected credit losses	103	-	-	-
- Other non-deductible expenses	(438)	(3,247)	(547)	1,454
Effects of:				
- Income not subject to tax	(10,852)	(5,875)	(10,371)	(5,503)
- Write-off bad debt	1,944	-	1,944	-
- Others	3,396	2,595	2,283	2,298
Effect of elimination entries on the consolidated financial statements	8,511	(8,686)	-	-
Income tax expense reported in the income statement	24,068	10,319	-	-

The components of deferred tax assets and deferred tax liabilities are as follows.

(Unit: Thousand Baht)

	Statements of financial position			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Deferred tax assets				
Allowance for expected credit losses	11,795	686	-	-
Allowance for diminution in value of inventories	209	198	-	-
Allowance for impairment on building and equipment	7,015	-	-	-
Allowance for impairment of right-of-use assets	2,695	-	-	-
Provision for establishing the Justice Persons for housing estate	4,300	-	-	-
Provision for long-term employee benefits	6,550	3,032	-	-
Unused tax loss	8,795	77	-	-
Lease	11,545	9,224	-	-
Provision for housing and utility repair	3,892	-	-	-
Interest expenses, unclaimed as taxable expenses	224	-	-	-
Unrealised loss from change in fair value of investment	10,828	-	-	-
Others	2,985	4,217	-	-
Total	70,833	17,434	-	-
Deferred tax liabilities				
Revaluation surplus on land	57,599	55,999	43,418	42,218
Total	57,599	55,999	43,418	42,218

As at 31 December 2023, the Group has deductible temporary differences and unused tax losses totaling Baht 1,048 million (2022: Baht 1,046 million) per the consolidated financial statements and Baht 689 million (2022: Baht 698 million) per the separate financial statements. No deferred tax assets have been recognised on these amounts as the Group believes future taxable profits may not be sufficient to allow utilisation of the temporary differences and unused tax losses. The unused tax losses amounting to Baht 207 million per the consolidated financial statements (separate financial statements: Baht 1 million) will expire by 2027.

Movements of deferred tax asset and liabilities as presented in the consolidated financial statements are presented below.

(Unit: Thousand Baht)

	Consolidated financial statements				
	As at 31 December 2022	*Increased due to the changes in classification of investment	Income statement	Statement of comprehensive income	As at 31 December 2023
Deferred tax assets					
Allowance for expected credit losses	686	12,741	(1,632)	-	11,795
Allowance for diminution in value of inventories	198	-	11	-	209
Allowance for impairment on building and equipment	-	3,464	3,551	-	7,015
Allowance for impairment of right-of- use assets	-	-	2,695	-	2,695
Provision for establishing the Justice Persons for housing estate	-	4,300	-	-	4,300
Provision for long-term employee benefits	3,032	3,434	124	(40)	6,550
Unused tax loss	77	5,890	2,828	-	8,795
Lease	9,224	(614)	2,935	-	11,545
Provision for housing and utility repair	-	6,987	(3,095)	-	3,892
Interest expenses, unclaimed as taxable expenses	-	224	-	-	224
Unrealised loss from change in fair value of investment	-	4,535	1,851	4,442	10,828
Others	4,217	-	(1,232)	-	2,985
Total	17,434	40,961	8,036	4,402	70,833
Deferred tax liabilities					
Revaluation surplus on land	55,999	-	-	1,600	57,599
Total	55,999	-	-	1,600	57,599

* Increased due to inclusion of the financial statements of Sammakorn Public Company Limited and its subsidiaries in the consolidated financial statements from the date on which the Company obtained power to control, as described in Note 2.2 to the consolidated financial statements.

33. Promotional privileges

The Company has received promotional privileges from the Board of Investment for the solar power generation, pursuant to the promotion certificate No.64-1095-1-00-1-0 issued on 14 September 2021. Subject to certain imposed conditions, the privileges include an exemption from corporate income tax for a period of 8 years from the date the promoted operations begin generating revenues. However, in the year 2023 and 2022, the Company has no income from such business.

34. Basic earnings per share

Basic earnings per share is calculated by dividing profit for the year attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the year.

35. Segment information

Operating segment information is reported in a manner consistent with the internal reports that are regularly reviewed by the chief operating decision maker in order to make decisions about the allocation of resources to the segment and assess its performance.

For management purposes, the Group is organised into business units based on its products and services. During the year, the Group has changed the structure of its segment information as reported from the latest financial statements since changed in classification of investments in Sammakorn Public Company Limited from associate to subsidiary as discussed in the Note 2.2 to the consolidated financial statements. The Group therefore included the segment information of such company in the consolidated financial statements from the date on which the Company obtained power to control.

The Group has five reportable segments as detailed below:

- 1) Energy segment: Fuel and gas retailing through a network of gas stations and distribution of gas station equipment
- 2) Real estate development segment: Residential property development with focus on housing estates and condominiums
- 3) Rental segment: Rental property business
- 4) Service segment: Provision of services related to common area management for housing estates and utility management for rental properties as well as construction contracting business
- 5) Restaurant and bakery segment: Production and distribution of bakery products

No operating segments have been aggregated to form the above reportable operating segments.

The chief operating decision maker monitors the operating results of the business units separately for the purpose of making decisions about resource allocation and assessing performance. Segment performance is measured based on operating profit or loss and on a basis consistent with that used to measure operating profit or loss in the financial statements.

The basis of accounting for any transactions between reportable segments is consistent with that for third party transactions.

The following tables present revenues and profit (loss) information regarding the Group's operating segments for the years ended 31 December 2023 and 2022.

(Unit: Million Baht)

For the years ended 31 December																
	Energy segment			Real estate development segment			Rental segment		Service segment		Restaurant and bakery segment		Elimination of intersegment revenues		Consolidated financial statements	
	2023	2022		2023	2022		2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
Revenues from external customers	8,251	7,822		1,758	-		103	15	114	1	19	-	-	-	10,245	7,838
Inter-segment revenues	-	-		-	-		34	-	19	-	-	-	(53)	-	-	-
Total revenues	8,251	7,822		1,758	-		137	15	133	1	19	-	(53)	-	10,245	7,838
Segment profit (loss)	440	422		468	-		74	13	(4)	-	(8)	-	-	-	970	435
Unallocated income and expenses																
Dividend income															8	-
Interest income															5	4
Other income															27	15
Selling and distribution expenses															(319)	(109)
Administrative expenses															(516)	(285)
Loss on write-off of investment properties															(17)	-
Loss on impairment of buildings and equipment															(20)	(7)
Loss on impairment of right-of-use assets															(13)	-
Share of profit from investments in joint venture and associate															1	56
Finance cost															(50)	(35)
Income tax expense															(24)	(10)
Profit for the year															52	64

The following table presents segment assets of the Group's operating segments as at 31 December 2023 and 2022.

(Unit: Million Baht)

	Energy segment		Real estate development segment		Rental segment		Service segment		Restaurant and bakery segment		Consolidated financial statements	
			2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
	2023	2022										
Trade and other receivables	18	31	11	-	13	-	29	2	-	-	71	33
Project development costs	-	-	4,651	-	-	-	-	-	-	-	4,651	-
Advance for land acquisition	-	-	3	-	-	-	-	-	-	-	3	-
Land held for development	-	-	198	-	-	-	-	-	-	-	198	-
Investment properties	-	-	-	-	1,192	177	-	-	-	-	1,192	177
Property, plant and equipment	1,189	1,173	23	-	3	-	1	-	25	-	1,241	1,173
Right-of-use assets	521	571	14	-	26	-	-	6	3	-	564	577
Other assets											1,095	2,171
Total assets											9,015	4,131

Transfer prices between business segments are as set out in Note 8 to the consolidated financial statements.

Geographic information

The Group operates in Thailand only. Segment performance is measured based on operating profit or loss, on a basis consistent with that used to measure operating profit or loss in the financial statements. As a result, all of the revenues, operating profits (losses) and assets as reflected in these financial statements pertain exclusively to the aforementioned reportable operating segment and geographical area.

Major customers

For the years 2023 and 2022, the Group has no major customer with revenue of 10 percent or more of an entity's revenues.

36. Provident fund

The Group and its employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. Both the Group and employees contributed to the fund monthly at the rates of 5% - 10% of basic salary. The fund, which is managed by Aberdeen Standard Asset Management (Thailand) Limited, will be paid to employees upon termination in accordance with the fund rules. The contributions for the years 2023 amounting to Baht 8.5 million (2022: Baht 3.5 million) were recognised as expenses (separate financial statements: Baht 0.8 million, 2022: Baht 0.7 million).

37. Dividend

Dividends	Approved by	Total dividend (Thousand Baht)	Dividend per share (Baht)
Final dividend for 2021	Annual General Meeting of the Company's shareholders on 21 April 2022	130,463	0.10
		130,463	0.10

During the year 2023, the Company has not declared a dividend payment.

38. Commitments and contingent liabilities

38.1 Capital commitments and lease commitments

	(Unit: Million Baht)			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Capital commitments				
Constructions of gas stations agreements	7	15	-	-
Survey, design, and construction agreements	168	-	-	-
Land purchase and sale agreement	13	-	-	-
Lease commitments				
Short-term lease and lease of low-value assets	13	3	-	-

38.2 Guarantees

- a) As at 31 December 2023 and 2022, the outstanding bank guarantees issued by banks on behalf of the Group in respect of certain performance bonds as required in the normal course of business were summarised as follows:

	(Unit: Million Baht)			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Letter of trade creditor guarantee	180	180	-	-
Letter of electricity use guarantee	5	2	-	-
Guarantee utility system	624	-	-	-

- b) As at 31 December 2023 and 2022, Pure Thai Energy Company Limited entered into an agreement with its subsidiary to guarantee bank credit facility of its subsidiary totaling Baht 10 million. The guarantee is effective as long as the underlying obligations have not been discharged by the subsidiary. No guarantee fee was charged for the guarantee.
- c) As at 31 December 2023, Sammakorn Public Company Limited entered into an agreement with its subsidiary to guarantee bank credit facility of its subsidiary totaling Baht 1,981 million. The guarantee is effective as long as the underlying obligations have not been discharged by the subsidiary.

38.3 Long-term purchase and sale commitments

As at 31 December 2023, Pure Thai Energy Company Limited has signed up to gasoline trading agreements with Esso (Thailand) Public Company Limited and was granted the right to use the "Esso" trademark at 79 gasoline stations (2022: 77 gasoline stations) for at least 10 years from the date that each station is opened under the "Esso" trademark. The subsidiary continues to be the operator of these gasoline stations. Under the agreements, the subsidiary has to order fuel in quantities and at prices as specified in the agreements throughout the contractual period.

Subsequently, in November 2023, Esso (Thailand) Public Company Limited changed its name to "Bangchak Sriracha Public Company Limited", resulting in gasoline stations changing the trademark to "Bangchak".

38.4 Service commitments

As at 31 December 2023, the Group has entered into several service agreements related to cleaning services, security services, advertising, office rental, management and commission expenses. The terms of the agreements are generally between 1 and 5 years.

As at 31 December 2023 and 2022, future minimum payments required under these service agreements were as follows.

	(Unit: Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Within 1 year	26	1	-	1
Over 1 and up to 5 years	4	-	-	-

38.5 Commitment in relation to investment in subsidiary

As at 31 December 2023, the Company has a commitment relating to the uncalled portion of investment in subsidiary in the amount of Baht 4 million (31 December 2022: nil).

38.6 Other commitments

- a) In 2021, the Company filed a lawsuit against an unrelated company for breach of the lease agreement. In addition, such company filed a lawsuit against the Company as the second defendant regarding the revocation of the land transfer under the land purchase agreement and a claim for a certain amount of damages, contingent upon the plaintiff's inability to utilise the leased land for the duration remaining within the lease term.

During the current year, the Civil Court has adjudicated that such company is liable to pay the rental payments to the Company in accordance with the lawsuit filed by the Company as the plaintiff as described above. However, on 24 May 2023, the Company and the unrelated company entered into a compromise agreement within the precincts of the Court, pertaining to the ongoing litigation wherein the Company had been sued. The Company agrees to pay such company a net amount of Baht 13 million by 31 August 2023. The ownership of the buildings on such land shall revert to the Company pursuant to various conditions specified in the compromise agreement.

On 31 August 2023, the Company has already paid the Baht 13 million to this company and the ownership of the buildings has transferred to the Company according to the conditions specified in the agreement.

- b) There were 11 houses which the subsidiary had sold in 2006 for which the home buyers had obtained mortgage loans from a commercial bank to fund their purchases. Since the houses are located outside the area covered by a land development license, the bank requires that the subsidiary provided it with undertakings to buy the houses back from the home buyers in the event they default on payment of their debts or their access is blocked. The buyback price is the higher of the market value of the house and the home buyer's outstanding debt to the bank. As at 31 December 2023, the home buyers' outstanding debts totaled Baht 4.0 million.
- c) A subsidiary may have a commitment derived from being one of defendants in a lawsuit. The subsidiary's legal advisor and management believed that the subsidiary will not incur any losses arising from this litigation; therefore, no provision for contingent liabilities has been recorded in the account.

39. Fair value hierarchy

As at 31 December 2023 and 2022, the Group had the assets that were measured at fair value or for which fair value was disclosed using different levels of inputs as follows:

(Unit: Million Baht)

	Consolidated financial statements					
	As at 31 December 2023			As at 31 December 2022		
	Level 2	Level 3	Total	Level 2	Level 3	Total
Assets measured at fair value						
Financial assets measured at PVTPL						
Investment in investment units in						
mutual funds	28	-	28	300	-	300
Financial assets measured at FVOCI						
- Investment in REIT	74	-	74	-	-	-
- Investment in equity instrument of						
non-listed companies	-	20	20	-	-	-
Property, plant and equipment	518	-	518	526	-	526
Assets for which fair value is disclosed						
Investment properties	225	2,566	2,791	147	51	198

(Unit: Million Baht)

	Separate financial statements					
	As at 31 December 2023			As at 31 December 2022		
	Level 2	Level 3	Total	Level 2	Level 3	Total
Assets measured at fair value						
Financial assets measured at PVTPL						
Investment in investment units in						
mutual funds	28	-	28	300	-	300
Property, plant and equipment	362	-	362	357	-	357
Assets for which fair value is disclosed						
Investment properties	225	-	225	147	-	147

40. Financial instruments

40.1 Financial risk management objectives and policies

The Group's financial instruments principally comprise cash and cash equivalents, accounts receivable, accounts payable, loans receivable, investments, loans payable, and lease liabilities. The financial risks associated with these financial instruments and how they are managed is described below.

Credit risk

The Group is exposed to credit risk primarily with respect to trade and other receivables, loans, deposits with banks and financial institutions and other financial instruments. The maximum exposure to credit risk is limited to the carrying amounts as stated in the statement of financial position.

Trade and other receivables

The Group manages the risk by adopting appropriate credit control policies and procedures and therefore does not expect to incur material financial losses. Outstanding trade receivables are regularly monitored and any shipments to major customers are generally covered by pledging of collateral. In addition, the Group does not have high concentrations of credit risk since it has a large customer base in various industries.

An impairment analysis is performed at each reporting date to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar credit risks. The Group classifies customer segments by customer type and coverage by pledging of collateral according to the Group's policy. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade and other receivables are written-off if past due for more than two years and may subject to enforcement activity.

Financial instruments and cash deposits

The Group manages the credit risk from balances with banks and financial institutions by making investments only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Group's Board of Directors on an annual basis, and may be updated throughout the year subject to approval of the Group's Board of Directors. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through a counterparty's potential failure to make payments.

The credit risk on debt instruments is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

Interest rate risk

The Group's exposures to interest rate risk relate primarily to its loans. However, the loans bear fixed interest rates which are close to the market rate. The interest rate risk is expected to be minimal.

As at 31 December 2023 and 2022, significant financial assets and liabilities classified by type of interest rates are summarised in the table below, with those financial assets and liabilities that carry fixed interest rates further classified based on the maturity date, or the repricing date if this occurs before the maturity date.

(Unit: Million Baht)

Consolidated financial statements as at 31 December 2023							
	Fixed interest rates			Floating		Total	Effective interest rate (% p.a.)
	Within 1 year	1 - 5 years	Over 5 years	interest rate	Non-interest bearing		
Financial assets							
Cash and cash equivalents	-	-	-	141	66	207	0.15 - 1.10
Other current financial assets	30	-	-	-	28	58	1.75
Trade and other receivables	-	-	-	-	71	71	-
Short-term loans to related party	62	-	-	-	-	62	3.50 - 3.75
Long-term loans to unrelated party	2	27	-	-	-	29	7.50
Pledged deposits at banks	271	-	-	-	-	271	0.30 - 1.10
	<u>365</u>	<u>27</u>	<u>-</u>	<u>141</u>	<u>165</u>	<u>698</u>	
Financial liabilities							
Short-term loans from financial institutions	-	-	-	166	-	166	4.60, MOR
Trade and other payables	-	-	-	-	816	816	-
Short-term loan from related party	94	-	-	-	-	94	3.78 - 4.78
Long-term loans	-	-	-	1,712	-	1,712	MLR - 1.50, MLR - 2.75
Lease liabilities	40	168	338	-	-	546	1.80 - 7.09
	<u>134</u>	<u>168</u>	<u>338</u>	<u>1,878</u>	<u>816</u>	<u>3,334</u>	

(Unit: Million Baht)

Consolidated financial statements as at 31 December 2022

	Fixed interest rates			Floating		Total	Effective interest rate (% p.a.)
	Within	1 - 5	Over	interest	Non-interest		
	1 year	years	5 years	rate	bearing		
Financial assets							
Cash and cash equivalents	-	-	-	236	33	269	0.13 - 0.50
Other current financial assets	-	-	-	-	300	300	-
Trade and other receivables	-	-	-	-	33	33	-
Short-term loans to related parties	39	-	-	-	-	39	3.50
Short-term loans to unrelated party	12	-	-	-	-	12	15.00
Pledged deposits at banks	127	-	-	-	-	127	0.13 - 0.30
	<u>178</u>	<u>-</u>	<u>-</u>	<u>236</u>	<u>366</u>	<u>780</u>	
Financial liabilities							
Trade and other payables	-	-	-	-	593	593	-
Lease liabilities	28	132	363	-	-	523	1.15 - 6.88
	<u>28</u>	<u>132</u>	<u>363</u>	<u>-</u>	<u>593</u>	<u>1,116</u>	

(Unit: Million Baht)

Separate financial statements as at 31 December 2023

	Fixed interest rates		Floating		Total	Effective interest rate (% p.a.)
	Within	1 - 5	interest	Non-interest		
	1 year	years	rate	bearing		
Financial assets						
Cash and cash equivalents	-	-	4	2	6	0.50
Other current financial assets	-	-	-	28	28	-
Trade and other receivables	-	-	-	9	9	-
Short-term loans to related parties	342	-	-	-	342	2.50 - 3.50
Pledged deposits at banks	49	-	-	-	49	0.80 - 1.10
	<u>391</u>	<u>-</u>	<u>4</u>	<u>39</u>	<u>434</u>	
Financial liabilities						
Trade and other payables	-	-	-	6	6	-
Lease liabilities	1	2	-	-	3	1.80
	<u>1</u>	<u>2</u>	<u>-</u>	<u>6</u>	<u>9</u>	

(Unit: Million Baht)

Separate financial statements as at 31 December 2022

	Fixed interest rates		Floating		Total	Effective interest rate (% p.a.)
	Within	1 - 5	interest	Non-interest		
	1 year	years	rate	bearing		
Financial assets						
Cash and cash equivalents	-	-	6	4	10	0.20 - 0.35
Other current financial assets	-	-	-	300	300	-
Trade and other receivables	-	-	-	6	6	-
Short-term loans to related parties	39	-	-	-	39	3.50
Pledged deposits at banks	49	-	-	-	49	0.15 - 0.30
	<u>88</u>	<u>-</u>	<u>6</u>	<u>310</u>	<u>404</u>	
Financial liabilities						
Trade and other payables	-	-	-	5	5	-
Lease liabilities	1	-	-	-	1	1.15
	<u>1</u>	<u>-</u>	<u>-</u>	<u>5</u>	<u>6</u>	

Liquidity risk

The Group regularly monitors the risk of a shortage of liquidity and has a policy to manage the cash inflow and outflow to be sufficient for its operations.

The table below summarises the maturity profile of the Group's financial liabilities as at 31 December 2023 and 2022 based on contractual undiscounted cash flows:

(Unit: Thousand Baht)

Consolidated financial statements as at 31 December 2023

	On demand	Less than		Over		Total
		1 year	1 - 5 years	5 years		
Short-term loans from financial institutions	-	165,667	-	-		165,667
Trade and other payables	-	815,839	-	-		815,839
Short-term loan from related parties	-	94,000	-	-		94,000
Lease liabilities	-	73,357	274,378	485,741		833,476
Long-term loans	-	1,263,356	573,952	-		1,837,308
Total	<u>-</u>	<u>2,412,219</u>	<u>848,330</u>	<u>485,741</u>		<u>3,746,290</u>

(Unit: Thousand Baht)

Consolidated financial statements as at 31 December 2022

	Less than			Over	Total
	On demand	1 year	1 - 5 years	5 years	
Trade and other payables	-	592,641	-	-	592,641
Lease liabilities	-	60,433	242,480	525,545	828,458
Total	-	653,074	242,480	525,545	1,421,099

(Unit: Thousand Baht)

Separate financial statements as at 31 December 2023

	Less than			Over	Total
	On demand	1 year	1 - 5 years	5 years	
Trade and other payables	-	6,383	-	-	6,383
Lease liabilities	-	1,233	2,218	-	3,451
Total	-	7,616	2,218	-	9,834

(Unit: Thousand Baht)

Separate financial statements as at 31 December 2022

	Less than			Over	Total
	On demand	1 year	1 - 5 years	5 years	
Trade and other payables	-	5,375	-	-	5,375
Lease liabilities	-	1,053	-	-	1,053
Total	-	6,428	-	-	6,428

40.2 Fair values of financial instruments

Since the majority of the Company's financial instruments are short-term in nature or carrying interest at rates close to the market interest rates, their fair value is not expected to be materially different from the amounts presented in the statement of financial position.

The methods and assumptions used by the Grouping estimating the fair value of financial instruments are as follows:

- For financial assets and liabilities which have short-term maturities, including cash and cash equivalents, accounts receivable and short-term loans receivable, accounts payable and short-term loans payable, the carrying amounts in the statement of financial position approximate their fair value.
- The fair value of debt securities is generally derived from quoted market prices or by using the yield curve announced by the Thai Bond Market Association or by other relevant bodies.

During the current year, there were no transfers within the fair value hierarchy.

41. Capital management

The primary objective of the Company's capital management is to ensure that it has appropriate capital structure in order to support its business and maximise shareholder value. As at 31 December 2023, the Group's debt-to-equity ratio was 1.26:1 (2022: 0.68:1) and the Company's was 0.03:1 (2022: 0.03:1).

42. Events after the reporting period

- a) On 12 February 2024, the Board of Directors Meeting of Pure Thai Energy Co., Ltd. passed a resolution approving payment of interim dividend to its shareholders of Baht 20 per share, with the Company to receive Baht 28.00 million. The Company expects the interim dividend to be received on 28 February 2024.
- b) On 20 February 2024, the Board of Directors Meeting of Sammakorn Public Company Limited resolved to propose to the Annual General Meeting of the Shareholders, held in April 2024, that a dividend payment to its shareholders of Baht 0.03 per share, with the Company to receive Baht 9.29 million.
- c) On 20 February 2024, the Board of Directors Meeting of Sammakorn Public Company Limited approved an increase in the registered share capital of Sammakorn-JV2 Co., Ltd. (subsidiary) from Baht 100 million to Baht 150 million, by issuing additional 500,000 ordinary shares with a par value of Baht 100 each. The subsidiary will register the increase with the Ministry of Commerce within April 2024.
- d) On 23 February 2024, the Board of Directors Meeting of the Company resolved to propose to the Annual General Meeting of the Shareholders, held in April 2024, that a dividend payment of Baht 0.04 per share, totaling Baht 52.19 million, be paid to the shareholders.

43. Approval of financial statements

These financial statements were authorised for issue by the Company's Board of Directors on 23 February 2024.

Details of Directors, Executives, Controlling Persons and Company Secretary

As of December 31, 2023

Name-Surname Position	Education / Training	Shareholding in the Company (%) ⁽¹⁾	Relationship	Working Experience		
				During	Position	Company
1) Mr. Satja Janetumnugul Age 69 years ▪ Chairman of the Board (Authorized Signature) ▪ Date of appointment 25 February 2011	- B.Engineering, King Mongkut's University of Technology Thonburi Thai Institute of Directors Association (IOD) - DAP: Directors Accreditation Program 20/2004	22,734,592 shares / 1.74%	-	Listed company :		2 Companies
				1995-Present 2012-Present	Director / Chairman of the Board Director	RPCG Public Company Limited Sammakorn Public Company Limited
				Holding a position of Director in related company		-None-
				Non listed company :		7 Companies
				2022-Present	Director	Onward Move Co., Ltd.
				2021-Present	Director	Onward Venture Co., Ltd.
				2020-Present	Director	DNA Vital Lab Co., Ltd.
				2001-Present	Director	Pure Thai Energy Co., Ltd.
				2001-Present	Director	RPC Management Co., Ltd.
				2012-Present	Director	SCT Sahaphan Co, Ltd.
				1998-Present	Chairman of the Board	Petro-Instruments Corp.,Ltd.
				Dec.2020-2021	Director	RPCG -JV1 Co., Ltd.
				2012-2020	Director	Super Pure Gas Co., Ltd.
				2015-2019	Director	Thai Public Port Co., Ltd.
				2007-2009,2014	Director	Pure Biodiesel Co., Ltd.
				2006-2010	Director	Pure Sammakorn Development Co., Ltd.

Name-Surname Position	Education / Training	Shareholding in the Company (%) ⁽¹⁾	Relationship	Working Experience		
				During	Position	Company
2) Mr.Supapong Krishnakan Age 67 years ▪ Director (Authorized Signature) ▪ Date of appointment 27 January 1995	- M.S.in Chemical Engineering & Process Control Computer University of California, Davis, California, USA - M.S.c. Economics / Advance Engineering & Economics California State Polytechnic University, Pomona, California, USA - B.S. in Chemical Engineering, Chulalongkorn University, Bangkok, Thailand Thai Institute of Directors Association (IOD) - DAP: Directors Accreditation Program 15/2004	1,791,092 shares / 0.14%	-	Listed company :		1 Company
				1995-Present	Director	RPCG Public Company Limited
				Holding a position of Director in related company		-None-
				Non listed company :		8 Companies
				2008-Present	Director	RPC Management Co., Ltd.
				2017-Present	Director	Pure Biodiesel Co., Ltd.
				1988-Present	Director	Honest and Efficient Co. ,Ltd.
				2002-Present	Director	Humankind Co., Ltd.
				2005-Present	Director	ALT Energy Co., Ltd.
				2002-Present	Director	Steel Shield (Thailand) Co., Ltd.
				2000-Present	Director	Jazzy Creation Co., Ltd.
				2003-Present	Director	Logistics Network Co., Ltd.
				Dec.2020-2021	Director	RPCG-JV 1 Co., Ltd.
				2014-2015	Director	Thai Public Port Co., Ltd.
				2006-2014	Director	Pure Sammakorn Development Co., Ltd.
				2012-2014	Director	SCT Sahaphan Co, Ltd.
				2008-2013	Director	Pure Thai Energy Co., Ltd.

Name-Surname Position	Education / Training	Shareholding in the Company (%) ⁽¹⁾	Relationship	Working Experience		
				During	Position	Company
3) Mr.Tawat Ungsuprasert Age 77 years ▪ Director (Authorized Signature) ▪ Date of appointment 1 July 2020	- B.Sc. (Chemistry), Chulalongkorn University Thai Institute of Directors Association (IOD) - DAP: Directors Accreditation Program	48,539,238 shares / 3.72%	-	Listed company :		2 Companies
				2020-Present	Director	RPCG Public Company Limited
				2013-Present	Director	Sammakorn Public Company Limited
				Holding a position of Director in related company		-None-
				Non listed company :		1 Company
				2021-Present	Director	Onward Venture Co., Ltd.
				Dec.2020-2021	Director	RPCG-JV1 Co., Ltd.
				1999-2013	Director	RPCG Public Company Limited (formerly:Rayong Purifier PLC.)
4) Mr.Suthud Khancharoensuk Age 65 years ▪ Director ▪ Member of the Nomination and Remuneration Committee (Authorized Signature) ▪ Date of appointment 1 November 1996	- MBA : Thammasat University - B.Sc., Chulalongkorn University Thai Institute of Directors Association (IOD) - DAP: Directors Accreditation Program15/2004 - Board Performance Evaluation 2/2007	10,833,356 shares / 0.83%	Mr.Satja Jantumnugul's brother-in-law	Listed company :		2 Companies
				1996-Present	Director / Member of Nomination & Remuneration Committee	RPCG Public Company Limited
				2013-Present	Independent Director / Member of Audit Committee	LEASE IT Public Company Limited
				Holding a position of Director in related company		-None-
				Non listed company :		1 Company
				1991-Present	Director	Petro-Instruments Corp.Ltd.
				Dec.2020-2021	Director	RPCG-JV1 Co., Ltd.
				2007-2014	Director	Pure Thai Energy Co., Ltd.
				2012-2014	Director	Pure Biodiesel Co., Ltd
				2012-2014	Director	RPC Management Co., Ltd.
				2012-2014	Director	SCT Sahaphan Co, Ltd.,

Name-Surname Position	Education / Training	Shareholding in the Company (%) ⁽¹⁾	Relationship	Working Experience		
				During	Position	Company
5) Mr.Napon Janetumnugul Age 37 years ▪ Director ▪ Managing Director (Authorized Signature) ▪ Date of appointment 1 April 2023	- Master of Business Administration, Duke University - Bachelor of Arts in Economics (International Program), Chulalongkorn University Thai Institute of Directors Association (IOD) - DAP: Directors Accreditation Program 169/2020 Other training - Finance and Quantitative Modeling Certificate, University of Pennsylvania - Design Thinking Certificate, IDEO U - Department of Philosophy Non-credit Certificate, Duke University - Real Estate Business Strategy Program Chulalongkorn University - ESG Update to AC and Management by KPMG	21,400,000 shares / 1.64%	Mr.Satja Janetumnugul's Son	Listed company :		2 Companies
				2023-Present	Director / Managing Director	RPCG Public Company Limited
				2020-Present	Director / Managing Director	Sammakorn Public Company Limited
				Holding a position of Director in related company		-None-
				Non listed company :		12 Companies
				2023-Present	Director	Onward Move Co., Ltd.
				2023-Present	Director / Managing Director	Onward Venture Co., Ltd.
				2023-Present	Director	Sammakorn-JV4 Co.,Ltd.,
				2022-Present	Director	Sammakorn-JV3 Co.,Ltd.,
				2022-Present	Director	Sammakorn-JV2 Co.,Ltd.,
				2022-Present	Director	Sammakorn-JV1 Co.,Ltd.
				2021-Present	Director	Sammakorn F&B Co., Ltd.
				2020-Present	Director	Pro Cube Ventures Co., Ltd.
				2020-Present	Director	DNA Vital Lab Co., Ltd.
				2018-Present	Director	Sammakorn Plus Co.,Ltd.
				2017-Present	Director	Petro-Instruments Corp.Ltd.
				2016-Present	Director	Pure Sammakorn Development Co.,Ltd.

Name-Surname Position	Education / Training	Shareholding in the Company (%) ⁽¹⁾	Relationship	Working Experience		
				During	Position	Company
6) Ms. Panicha Pongsivapai Age 53 years ▪ Independent Director ▪ Chairman of the Audit Committee ▪ Chairman of the Nomination and Remuneration Committee ▪ Date of appointment 1 September 2016	- Master of Science, Finance, University of Colorado at Denver - B.B.A, Management, Faculty of Commerce and Accountancy, Chulalongkorn University Thai Institute of Directors Association (IOD) - DCP: Director Certification Program 234/2017 - AACP: Advanced Audit Committee Program 26/2017 - Director Diploma Examination 58/2017 - BMD: Boards That Make a Difference 8/2018 - BNCP: Board Nomination & Compensation Program 13/2022	-	-	Listed company :		1 Company
				2023-Present	Independent Director / Chairman of the Audit Committee / Chairman of the Nomination & Remuneration Committee	RPCG Public Company Limited
				2016-April 2023	Independent Director / Member of Audit Committee / Member of Nomination & Remuneration Committee	
				Holding a position of Director in related company		-None-
				Non listed company :		3 Companies
				2024-Present	Independent Director / Chairman of the Audit Committee / Chairman of the Nomination & Remuneration Committee	C INSPIRE Company Limited
				2024-Present	Advisor	Baan Puripuri
2014-Present	Advisor to President	United Foods Public Co., Ltd.				
2018-Present	Deputy Managing Director	Inside Out Design Co., Ltd.				
Sep.2021-July2022	Independent Director /Member of Audit Committee / Member of Risk Management Committee / Chairman of the Nomination & Remuneration Committee	The Star Company Limited				

Name-Surname Position	Education / Training	Shareholding in the Company (%) ⁽¹⁾	Relationship	Working Experience		
				During	Position	Company
				2005-2014	Senior Vice President, Investment Banking Group	Bualuang Securities Public Company Limited
7) Ms. Pordee Khanistanan Age 53 years ▪ Independent Director ▪ Member of the Audit Committee ▪ Member of the Nomination and Remuneration Committee ▪ Date of appointment 17 December 2021	- Master of Engineering Management, University of technology Sydney - Bachelor of Engineering (Chemical Engineering), Chulalongkorn University Thai Institute of Directors Association (IOD) - DCP: Director Certification Program 315/2022	-	-	Listed company :		1 Company
				2021-Present	Independent Director / Member of Audit Committee / Member of Nomination & Remuneration Committee	RPCG Public Company Limited
				Holding a position of Director in related company		-None-
				Non listed company :		2 Companies
				2022-Present	Director	U.Charoen Estates Co., Ltd.
				2012-Present	Consultant	Royal Porcelain Plc
				2020-2022	Director	Panna Living Co., Ltd.
8) Ms. Chanida Pattanotai Age 44 years ▪ Independent Director ▪ Member of the Audit Committee ▪ Member of the Nomination and Remuneration Committee ▪ Date of appointment 20 April 2023	- Master degree of science in Accounting, Thammasat University - Bachelor degree in Accounting, Chulalongkorn University <u>Other Training:</u> - Qualified as Certified Public Accountant (Thailand) ("CPA"). - SEC Financial Advisor (FA) License - Certificate of endorsed program in Internal Auditing (certified by coordination between Faculty of commerce and accountancy, Chulalongkorn University and Institution of	-	-	Listed company :		1 Company
				2023-Present	Independent Director / Member of Audit Committee / Member of Nomination & Remuneration Committee	RPCG Public Company Limited
				Holding a position of Director in related company		-None-
				Non listed company :		1 Company
				2018-Present	Chief Financial Officer	Safe Fertility Center Company Limited, Thailand
				2017-2018	Vice President	The Siam Commercial Bank Public Company Limited

Name-Surname Position	Education / Training	Shareholding in the Company (%) ⁽¹⁾	Relationship	Working Experience		
				During	Position	Company
	Certified Internal Auditor of America. -REACH Awards 2003 (Reach for success) – Deloitte Touche Tohmatsu Jaiyos Co., Ltd.			2015-2517	Vice President	Bangkok Capital Asset Management Company Limited
9) Mrs.Supannee Tanchaisrinakom Age 57 years ▪ General Manager – Finance & Administration Function ▪ The Company Secretary	- MBA,Finance, Ramkhamhaeng Universtiy - Bachelor of Accounting, Ramkhamhaeng University Thai Listed Companies Associated -Fundamental Practice for Corporate Secretary (FPCS) 18/2008 - Strategic Financial Leadership Program (SFLP) : 2017 Thai Institute of Directors Association (IOD) - Effective Minutes Taking (EMT) 39/2017 Other training in 2022 by Dharmniti - PDPA for Accounting - Employee Benefits Other training - Finishing of financial statements for corruption in the Thai capital market And sustainability under a recession and global warming measures (EY) - Processes and procedures of digital accounting systems (Digital Accounting) - Clear the tax issue from the Revenue Department and the tax guru	-	-	Listed company :		2 Companies
				2012-Present	GM-Finance & Administration Function	RPCG Public Company Limited
				2014-Present	GM-Finance & Administration Function	Sammakorn Public Company Limited
				Holding a position of Director in related company		-None-
				Non listed company :		11 Companies
				2023-Present	Director	Sammakorn-JV4 Co., Ltd.
				2022-Present	Director	Onward Move Co., Ltd.
				2022-Present	Director	Sammakorn-JV3 Co., Ltd.
				2022-Present	Director	Sammakorn-JV2 Co., Ltd.
				2022-Present	Director	Sammakorn-JV1 Co., Ltd.
				2021-Present	Director	Onward Venture Co., Ltd.
				2021-Present	Director	Sammakorn F&B Co., Ltd.
				2018-Present	Director	Sammakorn Plus Co.,Ltd.
				2015-Present	Director	Pure Sammakorn Development Co.,Ltd.
				2014-Present	Director	RPC Management Co., Ltd.
				2016-Present	Director	Pro Cube Ventures Co., Ltd.
				2014-2020	Director	Super Pure Gas Co., Ltd..
				2015-2019	Director	Thai Public Port Co., Ltd.

Name-Surname Position	Education / Training	Shareholding in the Company (%) ⁽¹⁾	Relationship	Working Experience		
				During	Position	Company
10) Ms.Kallaya Klaithong Age 55 years • General Manager – Business Development Function	- Master of Engineering, Chulalongkorn University - Bachelor of Science (Chemical Engineering) Chulalongkorn University	-	-	Listed company :		1 Company
				2017-Present	GM-Business Development Function	RPCG Public Company Limited
				2016-2017	GM-Asset Management Office	
				Holding a position of Director in related company		-None-
				Non listed company :		5 Companies
				Jun.2022-Present	Director	Fondooz Services Technology Co., Ltd.
				Aug.2022-Present	Director	Global Star Technologies Co.,Ltd.
				Jun.2021-Present	Director	Petro-Instruments Corp.Ltd.
				Dec.2018-Present	Director	Pure Thai Energy Co., Ltd.
				2017-Present	Director	Pure Biodisel Co., Ltd.
				2015-2019	Director	Thai Public Port Co., Ltd.
				2008-2012	Director	RPC Management Co., Ltd.

Remark:

⁽¹⁾ Including shareholding portion of spouse and minor child.

Details regarding Directors of Core Company and Subsidiaries

Name of Director		RPCG	Core Company	Subsidiaries						
			1	2	3	4	5	6	7	
Mr.Satja	Janetunmnugul	X,/	X,/	/,//	X,/	-	X,/	X,/	/	
Mr.Tawat	Ungsuprasert	/	-	-	-	-	-	/	-	
Mr.Supapong	Krishnakan	/	-	-	-	/	/	-	-	
Mr.Suthud	Khancharoensuk	/	-	-	-	-	-	-	-	
Mr.Napon	Janetunmnugul	/	-	/,//	-	-	-	/,//	/	
Ms.Panicha	Pongsivapai	/	-	-	-	-	-	-	-	
Ms.Pordee	Khanistanan	/	-	-	-	-	-	-	-	
Ms.Chanida	Pattanotai	/	-	-	-	-	-	-	-	
Mrs.Supanee	Tanchaisrinakorn	-	-	-	-	-	/	/	/	
Ms.Kallaya	Klaithong	-	/,//	-	-	/	-	-	-	

Remarks: - Meaning of the symbol: X = Chairman / = Director // = Executive Director

- List of Core Company Subsidiaries and Associated Companies:

RPCG : RPCG Public Company Limited

Core Company

1 Pure Thai Energy Co., Ltd.

Subsidiaries

2 Sammakorn Public Company Limited

3 SCT Sahaphan Co., Ltd.

4 Pure Biodiesel Co., Ltd.

5 RPC Management Co., Ltd.

6 Onward Venger Co., Ltd.

7 Onward Move Co., Ltd.

Details of Head of Internal Audit

Internal Audit of RPCG Public Company Limited

The Company

- KPMG Phoomchai Business Advisory Ltd.
- Mr. Supachate Kunaluckkul
- Partner, Advisory

Head of Internal Audit

Name

- Mr. Supachate Kunaluckkul

Education, Licenses & Certifications

- Master Degree of Accounting, Thammasat University, Thailand
- Bachelor Degree of Accounting, Srinakharinwirot University, Thailand
- Certified Internal Auditor (CIA)
- Certified Information Systems Auditor (CISA)
- Certification in Control Self-Assessment (CCSA)
- Certified Public Accountant, Thailand

Experiences

- | | |
|----------------|---|
| 2019 - current | • Partner - KPMG Phoomchai Business Advisory Ltd. |
| 2015 - 2019 | • Director - KPMG Phoomchai Business Advisory Ltd. |
| 2014 - 2015 | • Associate Director - KPMG Phoomchai Audit Co., Ltd. |
| 2012 - 2014 | • Manager - KPMG China, Guangzhou Office |
| 2010 - 2012 | • Manager - KPMG Phoomchai Audit Co., Ltd. |
| 2008 - 2010 | • Assistant Manager - KPMG Phoomchai Audit Co., Ltd. |
| 2004 - 2008 | • Audit Assistant - KPMG Phoomchai Audit Co., Ltd. |

Responsibility of Head of Internal Audit

- Developing the Company's Internal Audit Plan and present to Audit Committee (AC) for approval
- Conducting the internal audit execution for selected business processes in accordance with the approved Internal Audit Plan or identified by Audit Committee (AC)
- Summarize the control deficiencies and non-compliances to existing controls and procedures, and recommendations together with management responses in the report

● **Assets under Management and Asset Appraisal**

1. **Assets of the Company and its subsidiaries that used in their business operations**

Fuel business

As of 31 December 2023, main fixed assets which the Company and its subsidiaries use to operate the business re as follows:

(Unit : Baht)

Type of assets	Ownership	Book Value	Obligation
- Commercial building 3 Floors. No.19/42-43 (Hua-Hin)	Owner	2,888,753	None
- Buildings and building improvements	Owner	30,403,929	None
- Gasoline service stations equipment	Owner	82,990,358	None
- 3 Gasoline service stations	Owner	11,473,804	None
- 72 Gasoline service stations	Rent	442,783,440	None
Total		570,540,284	

As of 31 December 2023, fixed assets which the Company and its subsidiaries have not use to operate the business are as follows:

Type of assets	Ownership	Book Value	Obligation
<u>Land</u>			
- Areas 42 Rai, No.7/3 Pakorn Songkrohrad Road Maptaput Sub-district,Muang Rayong District, Rayong Province	Owner	419,067,569	None
- 2 Plots of land, Areas 55 5/10 Sq. Wah Hua Hin Subdistrict	Owner	2,861,074	None
<u>Building and Equipment</u>			
- 2 Building 2 Floors, 1 Building 1 Floor Office supplies	Owner	12,430,376	None
- Commercial building 3 Floors. No.19/42-43 (Hua-Hin)	Owner	772,000	None
- Machinery, Refinery Equipment , oil depots	Owner	82,569,509	None
- Equipment	Owner	434,281	None
Total		518,134,809	

Real estate development business

Real estate development projects for sale in 2023

Project Name	31 December 2023							
	Location	Type of Product	Ownership	Book value (Million baht)	Appraisal Value (Million baht)	Appraisers	Date	Obligation
<u>Project development costs</u>								
<u>Sammakorn Public Company Limited</u>								
Sammakorn S9 Condominium	Rattana Thibet Road	Condominium	SAMCO	6.10	-	-	-	None
Sammakorn Bangkapi	Sukhaphiban 3 Road	Land	SAMCO	6.60	-	-	-	None
Sammakorn Minburi	Samwa Road	Land	SAMCO	3.70	-	-	-	None
Sammakorn Rangsit, Khlong 7 (Zone 3)	Rangsit Road, Khlong 7, Thanyaburi District, Pathum Thani Province	Detached House	SAMCO	84.95	-	-	-	None
Sammakorn Rangsit, Khlong 7 (Zone 1, 2, 4)	Rangsit Road, Khlong 7, Thanyaburi District, Pathum Thani Province	Detached House	SAMCO	275.35	-	-	-	None
Sammakorn Avenue Ramintra-Wongwaen	Kanchanaphisek Road, Tha Raeng Subdistrict, Bang Khen District, Bangkok		SAMCO	48.40	-	-	-	Mortgage loans as collateral for financial institutions
Sammakorn Avenue Chiyapruek-Wongwaen	Kanchanaphisek Road, Tha Raeng Subdistrict, Bang Khen District, Bangkok	Townhome	SAMCO	3.80	-	-	-	Mortgage loans as collateral for financial institutions
Sammakorn Avenue Suvarnabhumi	Phatthana Chonburi 3 Road, Khlong Song Ton Nun Subdistrict, Lat Krabang District, Bangkok	Townhome	SAMCO	192.00	-	-	-	Mortgage loans as collateral for financial institutions

Project Name	31 December 2023							
	Location	Type of Product	Ownership	Book value (Million baht)	Appraisal Value (Million baht)	Appraisers	Date	Obligation
Sammakorn - ANAPANA LAD KRABANG	Luang Phaeng Road (Lat Krabang), Thap Yao Subdistrict, Lat Krabang District, Bangkok	Detached House	SAMCO	580.60	-	-	-	Mortgage loans as collateral for financial institutions
Sammakorn -MITTI Chaiyapruerk-Wongwaen	Ratchapruerk Road, Lam Pho Subdistrict, Bang Bua Thong District, Nonthaburi Province	Detached House/Semi-detached house	SAMCO	323.50	-	-	-	Mortgage loans as collateral for financial institutions
Sammakorn -Mitti Ratchapruerk - 346	Liap Khlong Phra Maha Yotha Road, Bang Luang Subdistrict, Mueang District, Pathum Thani	Detached House	SAMCO	260.50	-	-	-	Mortgage loans as collateral for financial institutions
Sammakorn -Mitti Lamlukka - Klong 6	Pathum Thani Road 5031, Bueng Kham Proi Subdistrict, Lam Luk Ka District, Pathum Thani	Detached House	SAMCO	280.80	-	-	-	Mortgage loans as collateral for financial institutions
Sammakorn --Mitti Ratchapruerk Rattanaibet	Tha It Subdistrict, Pak Kret District, Nonthaburi Province	Detached House	SAMCO	87.70	-	-	-	Mortgage loans as collateral for financial institutions
Providence Lane Kaset Nawamin	Kaset-Nawamin Road	Detached House	SAMCO	27.10	-	-	-	Mortgage loans as collateral for financial institutions
Subsidiary								
PARK HERITAGE Phatthanakan 20	Soi Phatthanakan 20, Intersection 8, Suan Luang Subdistrict, Suan Luang District, Bangkok	Detached House	SMKP	944.95	-	-	-	Mortgage loans as collateral for financial institutions
Providence Lane Nakniwat	88 Synthetic Society 14, Lat Phrao Subdistrict, Lat Phrao District, Bangkok	Detached House	SMKP	20.96	-	-	-	None

Project Name	31 December 2023							
	Location	Type of Product	Ownership	Book value (Million baht)	Appraisal Value (Million baht)	Appraisers	Date	Obligation
Lat Phrao 91	Wang Thonglang Subdistrict, Bang Kapi, Bangkok	Detached House	SMKP	45.00	-	-	-	None
Bran Yard Khaoyai	Road 3052, Moosi Subdistrict, Pak Chong District, Nakhon Ratchasima Province	Detached House	SMK-JV1	381.78	-	-	-	Mortgage loans as collateral for financial institutions
ANAPANA Chatuchot	Kanchanaphisek Road Sam Wa Tawan Tok Subdistrict, Khlong Sam Wa District, Bangkok	Detached House	SMK-JV2	350.63	-	-	-	Mortgage loans as collateral for financial institutions
ANAPANA North Ratchapruet	Phimonrat Subdistrict, Bang Bua Thong District, Nonthaburi Province	Detached House	SMK-JV3	680.59	-	-	-	Mortgage loans as collateral for financial institutions
Providence Lane Lasalle	Bangna Subdistrict, Phra Khanong District, Bangkok	Detached House	SMK-JV4	45.93	-	-	-	Mortgage loans as collateral for financial institutions
Total				4,650.94				
<u>Land held for development</u>								
Project -Bang Saray	Sattahip District, Chonburi Province	Land	SAMCO	108.16	-	-	-	None
Project -One gate Ekkamai-Ramindra	Phra Khanong Subdistrict, Khlong Toei District, Bangkok	Land	SAMCO	73.00	-	-	-	None
Project-Chaiyaphruek Wongwaen 2	Lam Pho Road, Lam Pho Subdistrict, Bang Bua Thong District Nonthaburi Province	Land	SAMCO	16.48	-	-	-	None
Total				197.64				

Project Name	31 December 2023							
	Location	Type of Product	Ownership	Book value (Million baht)	Appraisal Value (Million baht)	Appraisers	Date	Obligation
<u>Investment properties</u>								
<u>Sammakorn Public Company Limited</u>								
Gas station land -Esso(Bang Kapi)	Soi Ramkhamhaeng 110 Ramkhamhaeng Road, Saphan Sung Subdistrict, Saphan Sung District, Bangkok	Land	SAMCO	0.97	50.31	Agency for Real Estate Affairs Co., Ltd.	31/12/2023	None
Land Main G SCB,Makro,Building I Sammakorn Premier C.13	Soi Ramkhamhaeng 110 Ramkhamhaeng+B41+Y42	Land	SAMCO	3.12	369.35	Agency for Real Estate Affairs Co., Ltd.	31/12/2023	Mortgage loans as collateral for financial institutions
Water tank land - Bang Kapi project	Soi Ramkhamhaeng 110 Ramkhamhaeng Road, Saphan Sung Subdistrict, Saphan Sung District, Bangkok	Land	SAMCO	0.95	14.35	Agency for Real Estate Affairs Co., Ltd.	31/12/2023	None
Land opposite the Bang Kapi project, area 2 rai 312 sq m, le	Soi Ramkhamhaeng 110 Ramkhamhaeng Road, Saphan Sung Subdistrict, Saphan Sung District, Bangkok	Land	SAMCO	88.96	216.43	Agency for Real Estate Affairs Co., Ltd.	31/12/2023	None
and at Bang Kapi Market, title deed 8880,8881,8882, 7716	Soi Ramkhamhaeng 110 Ramkhamhaeng Road, Saphan Sung Subdistrict, Saphan Sung District, Bangkok	Land	SAMCO	8.70	933.87	Agency for Real Estate Affairs Co., Ltd.	31/12/2023	Mortgage loans as collateral for financial institutions
Rangsit Khlong 2	Soi Rangsit-Nakhon Nayok Road 63, Rangsit-Nakhon Nayok Road (Highway-305), Thanyaburi, Pathum Thani	Land	SAMCO	29.78	72.40	Agency for Real Estate Affairs Co., Ltd.	31/12/2023	None

Project Name	31 December 2023							
	Location	Type of Product	Ownership	Book value (Million baht)	Appraisal Value (Million baht)	Appraisers	Date	Obligation
Ratchapruk	Ratchaphruek Road KM 26, Om Kret Subdistrict Pak Kret District, Nonthaburi	Land	SAMCO	96.84	172.81	Agency for Real Estate Affairs Co., Ltd.	31/12/2023	None
Krungthep Kreetha	Nakthi Road, Laem Thong, Thap Chang Subdistrict, Saphan Sung District, Bangkok	Land	SAMCO	136.00	136.00	Agency for Real Estate Affairs Co., Ltd.	31/12/2023	None
Office Park	Kanchanaphisek parallel road 3902) Tha Raeng Subdistrict, Bang Khen District, Bangkok	Land	SAMCO	1.89	6.19	Agency for Real Estate Affairs Co., Ltd.	31/12/2023	None
Sukhumvit 50	Soi Ream Charoen, Soi Sukhumvit 50, Sukhumvit Road, Phra Khanong Subdistrict, Khlong Toei District, Bangkok	Building	SAMCO	67.56	63.47	Agency for Real Estate Affairs Co., Ltd.	31/12/2023	None
Commercial building, 3 floors	Soi Ramkhamhaeng 110 Ramkhamhaeng Road, Saphan Sung Subdistrict, Saphan Sung District, Bangkok	Building	SAMCO	8.12	15.81	Agency for Real Estate Affairs Co., Ltd.	31/12/2023	Mortgage loans as collateral for financial institutions
Two-story office building -Siam Commercial Ban	Soi Ramkhamhaeng 110 Ramkhamhaeng Road, Saphan Sung Subdistrict, Saphan Sung District, Bangkok	Building	SAMCO	6.19	8.40	Agency for Real Estate Affairs Co., Ltd.	31/12/2023	Mortgage loans as collateral for financial institutions
One-story building - Makro Food Service	Soi Ramkhamhaeng 110 Ramkhamhaeng Road, Saphan Sung Subdistrict, Saphan Sung District, Bangkok	Building	SAMCO	5.66	5.04	Agency for Real Estate Affairs Co., Ltd.	31/12/2023	Mortgage loans as collateral for financial institutions
One-story sales office building, Office Park	Kanchanaphisek parallel road 3902) Tha Raeng Subdistrict, Bang Khen District, Bangkok	Building	SAMCO	0.05	1.88	Agency for Real Estate Affairs Co., Ltd.	31/12/2023	None

Project Name	31 December 2023							
	Location	Type of Product	Ownership	Book value (Million baht)	Appraisal Value (Million baht)	Appraisers	Date	Obligation
Shell gas station building	Soi Ramkhamhaeng 110 Ramkhamhaeng Road, Saphan Sung Subdistrict, Saphan Sung District, Bangkok	Building	SAMCO	6.92	2.10	Agency for Real Estate Affairs Co., Ltd.	31/12/2023	None
Bang Kapi Market	Soi Ramkhamhaeng 110 Ramkhamhaeng Road, Saphan Sung Subdistrict, Saphan Sung District, Bangkok	Market	SAMCO	3.29	-	-	-	None
Total				465.00	2,068.41			
Subsidiaries								
Land-Sammakorn Mueang Ek Market	Thaksin Road, in the city center, Phahonyothin Road, Lak Hok Subdistrict, Mueang Pathum Thani District Pathum Thani Province	Land	PSDC	103.00	119.00	Agency for Real Estate Affairs Co., Ltd.	31/12/2023	Mortgage loans as collateral for financial institutions
Sammakorn Mueang Ake Market Building	Thaksin Road, in the city center, Phahonyothin Road, Lak Hok Subdistrict, Mueang Pathum Thani District Pathum Thani Province	Building	PSDC	48.00	32.00	Agency for Real Estate Affairs Co., Ltd.	31/12/2023	Mortgage loans as collateral for financial institutions
Buildings and building improvements		Building	PSDC	282.00				None
Total				433.00	151.00			

Remark :

SAMCO	means	SAMMAKORN PUBLIC COMPANY LIMITED
PSDC	means	PURE SUMMAKORN DEVELOPMENT COMPANY LIMITED
SMKP	means	SAMMAKORN PLUS COMPANY LIMITED
SMK-JV1	means	SAMMAKORN-JV1 COMPANY LIMITED
SMK-JV2	means	SAMMAKORN-JV2 COMPANY LIMITED
SMK-JV3	means	SAMMAKORN-JV3 COMPANY LIMITED
SMK-JV4	means	SAMMAKORN-JV4 COMPANY LIMITED

- **Policy on Investing in Subsidiaries and Associates**

The Company has a policy to invest in and manage subsidiaries and associates that are related, or beneficial and in support of the Company's business operations to strengthen its security and operating results. Additionally, in overseeing the operations of subsidiaries and associates, the Company will send out its representatives with qualifications and experience that are suitable for the businesses in which the Company will invest to hold director positions in subsidiaries and associates to oversee their operations in the direction that is proper and beneficial to the Company as a whole.

The Company, subsidiaries and/or associates may consider investing in other businesses that have potential business growth or are beneficial to RPCG group's business, which can generate good returns on investment. The Company will consider investment proportion, expected profits, potential risks, and the Company's financial position as well as conduct probability analysis for investment and consider potential before investing in projects. The consideration of investments of the Company, subsidiaries and/or associates must be approved and/or endorsed by the Board of Directors meeting and/or the shareholders' meeting (as the case may be).

2. Operating Assets and Details of Assets Assessment

- None -

Corporate Governance Policy and Practice, and Code of Conduct and Business Ethics

Corporate Governance Policy and Practice, and Code of Conduct and Business Ethics of the Company in full version disclosed on the Company website (www.rpcthai.com) in Investor Relations section.

The Audit Committee's Report

Dear All Shareholders

The Audit Committee of RPCG Public Company Limited (the "Company") consists of three independent directors who are knowledgeable, with a variety of expertise and experiences in management, accounting, and finance. They are also independent and possess appropriate qualifications to perform the duty of reviewing the reliability of financial statements in accordance with the requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand. Miss Panicha Pongsivapai serves as the Chairman of the Audit Committee, with Miss Pordee Khanistanan and Miss Chanida Pattanotai as members of the Audit Committee while Mrs. Supanee Tanchaisrinakorn, the Company Secretary, serves as the secretary of the Audit Committee.

In the fiscal year 2023, the Audit Committee held a total of seven meetings, which were attended jointly by the Management, Auditor, and internal auditors as appropriate. All members of the Audit Committee attended each of these meetings and reported the summary results to the Board of Directors' meeting each time.

In addition, the Audit Committee held a special meeting with the Auditor, without the Company's Management attending. This meeting was held to discuss the audit plan, internal control system, complaints and corruption, independence in performing the duties of the Auditor, the Auditor's opinion, key audit matters, and disclosure of information in accordance with standards.

During the previous year, the Audit Committee had performance results to be summarized as follows:

1. Accuracy, completeness, and reliability of financial reports

The Audit Committee reviewed important information in the quarterly financial statements and the 2023 annual financial statements of the Company and its subsidiaries. Together with the Management and Auditor, they inquired and received clarification until satisfied that the preparation of the financial statements, including the disclosure of notes to the financial statements, is in accordance with legal requirements and financial reporting standards. The Audit Committee formed an opinion consistent

with the Auditor that the quarterly financial statements and annual financial statements of the Company were prepared according to generally accepted accounting principles with accuracy, completeness, and reliability, and that the selection of accounting policies is appropriate and reasonable.

In 2023, the Company changed the classification of its investment in Sammakorn Public Company Limited ("SAMCO") from that of an associate company to a subsidiary company. This decision was made due to the Company's de facto control over SAMCO, as evidenced by the appointment of additional directors and a new Managing Director. The individual appointed to this position concurrently holds the role of Managing Director at SAMCO, resulting in shared directorship between the two companies. Consequently, the Company now holds a greater number of director representatives on SAMCO's Board and has increased involvement in the essential operations of the business, despite maintaining a shareholding of less than half. This reclassification of the investment came into effect from 1 January 2023 onwards.

2. Adequacy of the internal control system, internal audit and risk management

The Audit Committee has supervised the internal audit activities by reviewing the results and recommendations provided by KPMG Phoomchai Business Advisory Company Limited, an external internal audit agency outsourced by the Company and its subsidiaries. This agency directly reports to the Audit Committee. Additionally, the Committee has monitored the progress of management's corrective actions based on the recommendations outlined in the aforementioned reports on a quarterly basis. The Audit Committee is of the opinion that the Company's internal control system is sufficient and appropriate, conforming to the approved internal audit plan. The Internal Audit Unit is independent and adheres to professional standards of practice concerning the risks arising from Bangchak Corporation Public Company Limited ("BCP") purchasing shares of Bangchak Sriracha Public Company Limited ("BSRC") (formerly, Esso (Thailand) Public Company Limited) from the end of the second quarter to the third quarter. Therefore, in early September 2023, Pure Thai Energy Company Limited ("PTEC"), a subsidiary company and contractual party with BSRC, began transitioning to sell oil products according to BCP's formula. Negotiations are ongoing regarding the redesign of the service station to meet BCP's standard by September 2025. Consequently, the contracts between PTEC and BSRC, established prior to share acquisition, remain unchanged in content and effect.

3. Compliance with the Securities and Exchange Act, requirements of Stock Exchange of Thailand or laws related to the Company's businesses

The Audit Committee has regularly reviewed compliance with the Securities and Exchange Act, requirements of the Stock Exchange of Thailand, and laws related to the Company's businesses. It is of the opinion that the Company's compliance is correct and complete, in accordance with the Securities and Exchange Act, requirements of the Stock Exchange of Thailand, and related laws.

4. Related Transactions:

The Audit Committee considered the disclosure of related transactions and other transactions that may cause a conflict of interest, which are disclosed and presented in the financial statements and notes to the financial statements. The Committee is of the opinion that the transactions were reasonable and beneficial to the business operations of the Company and its subsidiaries. Additionally, the disclosures were accurate, adequate, and in compliance with the laws and regulations of the Capital Market Supervisory Board.

5. Properness of the Auditor

When selecting the Auditor, the Audit Committee considered the Auditor's independence, competency, and their tenure with the Company. EY Office Limited was chosen and appointed as the Company's Auditor in 2023, adhering to the guidelines for the Audit Committee's selection of Auditors, as prepared by the Office of the Securities and Exchange Commission. In considering the past performance, the Auditor is independent, possesses skills, knowledge, and competencies, and has experience in auditing, as well as the ability to provide insights related to business in addition to auditing. For subsidiaries, Auditors from EY Office Limited and other offices were utilized, deemed suitable for the size of the business and capable of completing tasks on time.

6. Good Corporate Governance

The Company conducts business according to the principles of good corporate governance. The Audit Committee has adequately and correctly supervised the disclosure of information, encouraging the Company to maintain a robust corporate governance system, transparent management practices, and ethical standards. This fosters confidence among stakeholders, including but not limited to shareholders, investors, and employees. The Company has also established a framework for

sustainable development, covering three dimensions: (1) Environment; (2) Social; and (3) Economic. In 2023, the Company organized a seminar to provide knowledge to executives and employees so that they can address sustainability issues with relevant stakeholders and plan to proceed in various areas to foster business growth with good, fair, and transparent supervision. Additionally, it aims to empower personnel within the organization to contribute to achieving goals and foster sustainable growth together with all stakeholders.

In summary, the Audit Committee has fulfilled its duties within the scope of authority, duties, and responsibilities as outlined in the Charter approved by the Board of Directors. This adherence is fully consistent with the regulations of the Stock Exchange of Thailand. The Audit Committee is of the opinion that the Company has a process for preparing and disclosing information in financial reports correctly, appropriately, and reliably. There are appropriate internal control systems, internal audit, and risk management measures in place. Additionally, the Company complies with laws and regulatory requirements. Related transactions and those that may cause conflicts of interest are deemed appropriate and beneficial to the Company. The Company's operations are conducted in accordance with the principles of good corporate governance, and the operating system has been continuously developed and improved for better quality, making it suitable for the business environment.

On Behalf of the Audit Committee



(Miss Panicha Pongsivapai)

Chairman of the Audit Committee

The Nomination and Remuneration Committee's Report

Dear All Shareholders

The Nomination and Remuneration Committee of RPCG Public Company Limited (the "Company") consists of four members. Miss Panicha Pongsivapai serves as the Chairman of the Nomination and Remuneration Committee. Miss Pordee Khanistanan and Miss Chanida Pattanotai are members of the Nomination and Remuneration Committee and independent directors. Mr. Suthud Khancharoensuk is a member of the Nomination and Remuneration Committee and a non-executive director. Mrs. Supanee Tanchaisrinakorn serves as the secretary of the Nomination and Remuneration Committee.

In 2023, the Nomination and Remuneration Committee held a total of 2 meetings. Details of each member's attendance and performance are as follows:

Name - Surname	Meeting Attendance
1. Miss Panicha Pongsivapai	2/2
2. Mr. Prasit Dheeraratbongkot ¹	1/1
3. Mr. Suthud Khancharoensuk	2/2
4. Miss Pordee Khanistanan	2/2
5. Miss Chanida Pattanotai ²	1/1

Note: ¹Mr. Prasit Dheeraratbongkot has chosen not to extend his term, leading to his termination as the Chairman of the Nomination and Remuneration Committee on 20 April 2023.

²Miss Panicha Pongsivapai assumed the position as a member of the Nomination and Compensation Committee on 20 April 2023.

Based on the Charter, the Nomination and Remuneration Committee plays a role in considering individuals to serve as directors of the Company and in determining the remuneration of the Board of Directors and sub-committees, including the remuneration of the Managing Director, on an annual basis. In 2023, the Nomination and Remuneration Committee performed the following duties:

1. Consideration of Individuals Nominated as the Company's Directors

The Nomination and Remuneration Committee has reviewed and nominated individuals who possess appropriate qualifications in accordance with the laws and rules pertaining to holding positions as directors of the Company, to replace those retiring by rotation. This process involves considering and recruiting individuals with knowledge, ability, experience, transparent work history, morality, responsibility, leadership, and professionalism. Additionally, Board Diversity is taken into account by providing shareholders with opportunities to propose director candidates according to criteria disclosed on the Company's website from 7 September 2022 to 30 November 2022.

Results of the selection of directors in 2023: a total of 4 directors were appointed, namely: (1) Mr. Supapong Krishnakan; (2) Mr. Suthud Khancharoensuk, who had to retire by rotation but was reappointed due to his performance of duties, active participation, and valuable contributions during meetings; (3) Miss Chanida Pattanotai, a new director with the ability to express independent opinions and possessing qualifications in accordance with the laws pertaining to independent directors, as well as meeting all the requirements stipulated in the Public Company Limited Act, B.E. 2535 (A.D. 1992) and related announcements of the Capital Market Supervisory Board; and (4) Mr. Napon Janetumnugul, a new director expected to enhance efficiency in investment and operations across various businesses within the Company Group in the future.

2. Consideration of Remuneration for the Board of Directors, Sub-committees and Managing Director

The Nomination and Remuneration Committee has considered the remuneration of the Board of Directors, Sub-committees, and Managing Director based on assigned responsibilities, performance, the financial status of the Company, and the level of remuneration by comparing it with the remuneration of directors of other companies in similar businesses, as per the 2022 annual director remuneration survey report of the Thai Institute of Directors. This information is to be presented to the Company's Board of Directors and the General Meeting of Shareholders for consideration and approval. In 2023, the Company adjusted the remuneration payment mode

for directors, previously divided into two modes, to include three modes: monthly remuneration (newly added), meeting allowances, and bonus. The Annual General Meeting of Shareholders in 2023, held on April 20th, resolved to approve the directors' remuneration in the same amount as the previous year, not exceeding 8,000,000 Baht.

3. Self-evaluation for the Performance of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee has conducted an evaluation of its performance, assessing duties on a group-by-group basis. This evaluation encompasses four key topics: (1) structure and qualifications; (2) meetings; (3) roles, duties, and responsibilities; and (4) reporting. The results of the evaluation for the Nomination and Remuneration Committee yielded a score of 3.71 out of a possible full score of 4. The Committee intends to utilize these evaluation results as guidelines for further improving their performance of duties.

The Nomination and Remuneration Committee has performed its duties with caution, prudence, transparency, and honest expression of opinion, adhering to the principles of good corporate governance for the benefit of all shareholders, investors, and stakeholders.

On behalf of the Nomination and Remuneration Committee



(Miss Panicha Pongsivapai)

Chairman of the Nomination and Remuneration Committee



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