



# Annual Registration Statement/ ANNUAL REPORT 2024

From 56-1 One Report

Asia Sermkij Leasing Public Company Limited

The Year End 31 December 2024



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## Message from the Board of Directors

The Board of Directors is pleased to present the annual report of the company and its subsidiaries, including the audited financial statements for the year ended December 31, 2024.

### ECONOMIC AND INDUSTRY OVERVIEW

The year 2024 was another challenging year, influenced by both domestic and global factors. Domestically, delays in the approval of the government's annual budget and a contraction in private sector investment, along with persistently high household debt levels stemming from the COVID-19 period, posed significant challenges. Additionally, Thailand's economy continued to be impacted by geopolitical conflicts and trade protectionist measures. Nevertheless, the country experienced growth in exports and the tourism industry, which remained key drivers of economic recovery.

In the automotive industry, overall new vehicle sales in the domestic market declined due to economic slowdown and high household debt. As a result, total vehicle sales in 2024 fell by 35.47 percent, reaching 572,675 units, compared to 775,780 units in 2023. Similarly, domestic truck sales dropped by 42.03 percent, from 27,682 units in 2023 to 16,046 units in 2024, as demand for commercial vehicles weakened following accelerated purchases in previous years.

In response to economic conditions, the Monetary Policy Committee of the Bank of Thailand reduced the policy interest rate once in October 2024, from 2.50 percent to 2.25 percent per year.

### PERFORMANCE RESULTS FOR 2024

As of December 31, 2024, the Company total assets were THB 72,688 million, decreasing by 6.2 percent from 2023. The total liabilities were THB 62,363 million decreasing by 6.7 percent from 2023. The shareholders' equity was THB 10,325 million, decreasing by 3.1 percent from 2023 resulting from a decrease in the Company's operating profit. The Company has paid up capital at THB 2,639 million with the retained earnings of THB 4,894 million. In 2024, the total revenues were THB 6,408 million, decreasing by 1.4 percent from 2023. The total operating expenses were THB 3,776 million, increasing by 23.4 percent from 2023 mainly due to an increase in decline in value of assets foreclosed as a result of an increase in seized assets and an increase in loss on assets foreclosed. Consequently, the total profit for the year 2024 was recorded at THB 332 million, decreasing by 72.8 percent from THB 1,219 million in 2023. The total portfolio in 2024 amounted to THB 68,823 million, decreasing by 8.5 percent from 2023.

According to the Thai economic slowdown, the Company overall asset quality has been dropped. NPLs ratio at the end of 2024 was 6.97 percent of total portfolio, increasing from 4.70 percent in 2023. The allowance for expected credit loss to NPLs stood at 56.32 percent at the end of 2024.

Despite the challenges, the company's credit rating remained stable. Fitch Ratings (Thailand) Limited reaffirmed Asia Sermkij Leasing Public Company Limited's national long-term rating at 'A(thai)', with a stable outlook, reflecting continued support from major shareholders.

### CORPORATE GOVERNANCE AND SOCIAL RESPONSIBILITY

The Board of Directors is committed to enhancing efficiency, effectiveness, and transparency while firmly upholding the principles of sustainable development. The company strictly adheres to good corporate

governance policies, social responsibility initiatives, anti-corruption measures, and business ethics. The Board aims to maintain rigorous governance standards to establish a solid foundation for long-term sustainable growth.

In terms of corporate social and environmental responsibility, the company promotes responsible lending with the goal of fostering long-term financial stability. Additionally, it actively supports environmental conservation efforts by installing solar panels at branch offices to utilize alternative energy sources for electricity generation.

The company has also established policies to continuously engage in social responsibility initiatives, such as providing scholarships to students and encouraging employees to participate in blood donation programs with the Thai Red Cross Society. Furthermore, employees are encouraged to contribute to community development projects.

In 2024, the company received 98 points in the Annual General Meeting (AGM) Quality Assessment for listed companies on the Stock Exchange of Thailand (SET). This assessment was conducted by the Securities and Exchange Commission (SEC) of Thailand, in collaboration with the Thai Investors Association.

Additionally, the company achieved a 5-stars or “Excellent” rating in the Corporate Governance Report (CGR) for Thai Listed Companies 2024, published by the Thai Institute of Directors Association (IOD).

Most notably, in 2024, the company received an “A” rating for SET ESG Rating and was successfully selected to be in SET ESG Index for the first half year of 2025, affirming its commitment to sustainability and responsible business practices.

#### **BUSINESS OUTLOOK AND STRATEGY FOR 2025**

The Board of Directors has approved the company's business strategy, objectives, and policies, reaffirming its commitment to sustainable operations and good corporate governance. This includes effective risk management and cost control measures to ensure long-term stability and profitability.

The company projects that the Thai economy will expand by approximately 2.9 percent in 2025, driven by public investments, particularly in infrastructure projects and economic stimulus measures. Private investment, including Foreign Direct Investment (FDI), is also expected to grow, benefiting from the relocation of global manufacturing bases. Additionally, the tourism industry is anticipated to recover to pre-pandemic levels, further supporting economic expansion.

However, economic growth may face challenges, including high household debt levels, geopolitical conflicts, and trade barriers imposed by the United States.

The domestic new car market is expected to grow by 4.86 percent, reaching 600,000 units in 2025, reflecting gradual economic recovery.

In 2025, the company aims to maintain its leadership in the new truck hire purchase market, expanding its business cautiously while ensuring asset quality control. The company will also enhance its products, operational processes, and services to better meet customer needs and improve overall efficiency.

On behalf of the Board of Directors, I would like to express my sincere gratitude to our shareholders, customers, and business partners for their unwavering support and trust. Your continued confidence in us is invaluable.

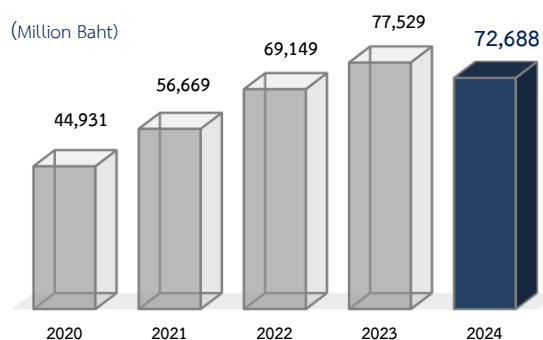
I am confident that through our collective efforts and the dedication of our team, we will achieve greater milestones and create sustainable value for all stakeholders. Thank you.

**Yang, Tze-Ting**

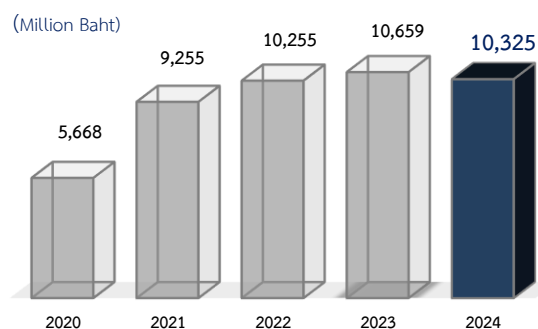
**Chairman of the Board of Directors**

## FIANANCIAL HIGHLIGHT AND OPERATING PERFORMANCE

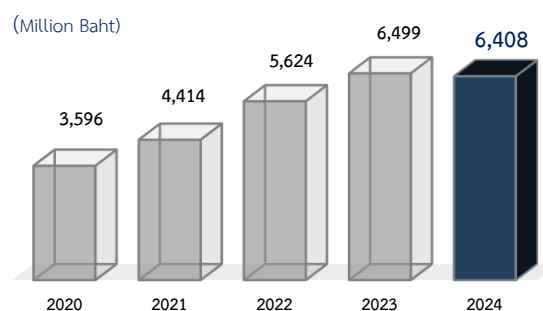
### TOTAL ASSETS



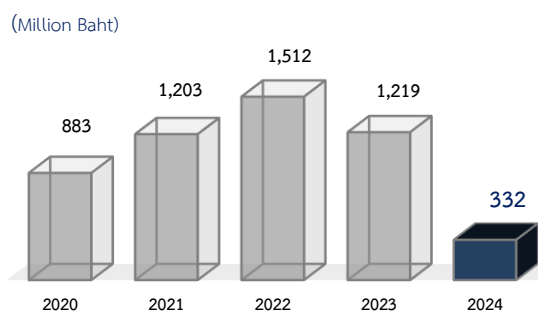
### TOTAL SHAREHOLDER' EQUITY



### TOTAL REVENUE



### PROFIT FOR THE YEAR



**"The company relocate of the Company's head office"**

No. 129, JLK Tower, 19th-21st Floor, Sukhumvit Road.,  
Khlong Toei Nuea, Watthana, Bangkok 10110.



The Company has received an assessment result of the Corporate Governance Report of Thai Listed Company (CGR) **5 star rated as "Excellent"** from the Thai Institute of Directors Association (IOD) supported by The stock exchange Thailand (SET).



The company has been assessed and ranked in **The SET ESG Rating for 2024 at level A** from the Stock Exchange of Thailand and calculating in SETESG index for the first half year 2024 (1 Jan-30 Jun 2024)

# Part 1

## Business Operation and Operating Results

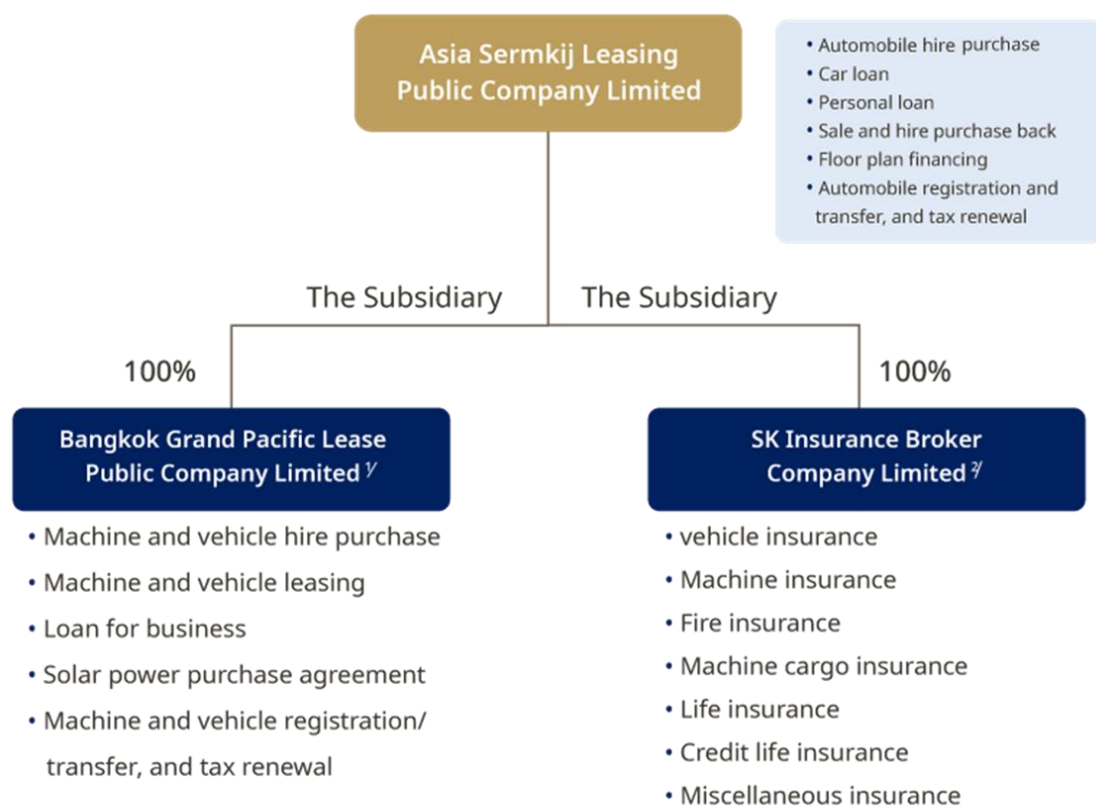
# 1. Organizational structure and operation of the group of companies

## 1.1. Policy and business overview

Asia Sermkij Leasing Public Company Limited (“the Company”) was established in Year 1984 by Bangkok Bank Public Company Limited Group to operate hire purchase business for all new car types of automobiles to its customers in Bangkok and metropolitan area. Subsequently the Company has expanded its business into used car hire purchase, personal loan, floor plan financing and sale and hire purchase back service (SHB Service) automobile finance as well as other services such as auto registration, tax renewal and insurance services.

The Company has 2 subsidiaries, namely Bangkok Grand Pacific Lease Public Company Limited (“BGPL”) operation Automobile hire purchase Business, Machinery and Vehicle Leasing, Other Financing Businesses and Solar rooftop leasing and SK Insurance Broker Company Limited (“SKIB”) operation Insurance facilitation service Business as shown following;

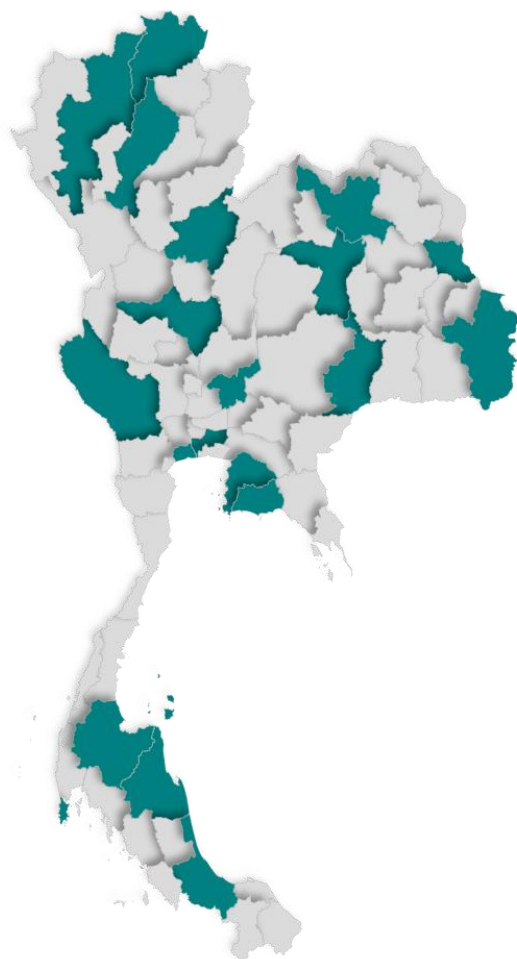
### Structure and Operation of the Group Company



Remark : <sup>y</sup>The Company became a shareholder in Bangkok Grand Pacific Lease Pl. in May 2004  
<sup>z</sup>The SK Insurance Broker Company Limited was registered in April 2017

As of December 31, 2024 the Company had registered and paid up capital of THB 2,639.22 million divided into 527.84 million ordinary shares at par value THB 5.00 per share with the right to vote for one share one vote.

In 2024, the Company has 19 branches, in Rayong, SamutSakhon, Phitsanulok, Chiang Rai, KhonKaen, UbonRatchathani, Lampang, NakhonRatchasima, UdonThani, Mukdahan, SaKaeo, Kanchanaburi, Nakhon Sawan, Chiang Mai, Surat Thani, Chonburi, Songkhla, Buriram and Phuket provinces, and 1 head office with service areas includes all of the countries and regions around Thailand as shown following;



1. Bangkok
2. Rayong
3. Samut Sakhon
4. Phitsanulok
5. Chiang Rai
6. Khon Kaen
7. Ubon Ratchathani
8. Lampang
9. Nakhon Ratchasima
10. Udon Thani
11. Mukdahan
12. Sakaeo
13. Kanchanaburi
14. Nakhon Sawan
15. Chiangmai
16. Surat Thani
17. ChonBuri
18. Songkhla
19. Buriram
20. Phuket

### 1.1.1 Overview of the vision, objectives, goals and business strategies of the Company

#### Business strategies of the Company

The company is committed to maintaining leadership in the new truck hire-purchase market. This year, it continues to expand its loan services by leveraging long-established relationships with dealers and strategically located branches that provide nationwide coverage. Additionally, the company aims to offer a variety of financial products to serve customer needs and enhance collaboration with its subsidiaries.

To improve customer convenience and streamline communication, the company has introduced digital channels for product offerings, including its official LINE account and the “ASK Connect” application.

This year, the company will also continue expanding the car title loan business, covering both transferred and non-transferred ownership. This expansion will utilize our existing customer database, including past payment histories, and expand sales channels through agent.



Furthermore, Bangkok Grand Pacific Lease Public Company Limited, a subsidiary specializing in SME financing, is well-equipped to offer a variety of financial products. These include hire-purchase and leasing services for machinery and vehicles, commercial loans, and loans for the solar energy business. The latter covers investments in solar panel installations or Power Purchase Agreements (PPA). The company has a strategic partner with leading solar panel suppliers and installers. Moreover, the company gets the support from our major shareholder, a market leader in Taiwan's solar energy. The company recognizes the significance of solar power as a clean, sustainable, and cost-efficient energy source, the company aims to enhance energy efficiency while reducing expenses and environmental impact.

This year, the company's growth is also driven by SK Insurance Broker Co., Ltd., a subsidiary specializing in both life and non-life insurance brokerage. With strong partnerships with various leading insurance companies, SK Insurance Broker is able to offer a comprehensive range of insurance and life insurance products that cater to all customer needs. Additionally, the company benefits from the extensive customer database of Asia Sermkij Leasing Public Company Limited and Bangkok Grand Pacific Lease Public Company Limited and also expand to other hire-purchase and leasing companies.

Over the past years including this year, Asia Sermkij Leasing Public Company Limited and its subsidiaries have continuously received support from major shareholders. This includes financial, process improvement guidance, product knowledge, and technological advancements.

This year, the company's growth is expected to be driven from government infrastructure investments, including the increased in private investments, and rising from direct investment (FDI). Additionally, the steady recovery of the tourism industry.

The company aims to achieve sustainable and quality-driven growth by developing a stable and responsible organization. Through close collaboration with its subsidiaries and major shareholders, the company strives to meet customer needs, enhance customer satisfaction, and create long-term value for all stakeholders.

### **Long-term targets (3-5 years)**

#### **Financial targets**

1. The disbursement grows by 2 digits every year.
2. Portfolio grows by 2 digits every year.
3. Non-performing loans to total lending (NPL ratio) less than 4 percent.
4. Cost to income ratio less than 30 percent.

#### **Non-financial targets**

1. Become and maintain leadership in commercial vehicle finance.
2. Provide products and services that cover all customer needs.
3. Provide environmental friendly products and be a part of the environment conservation.
4. Become a digital organization and use information technology to improve services and business operations for the most efficiency.
5. Being an organization that operates business with responsibility and be able to generate sustainable profit.

## VISION MISSION AND CORPORATE VALUE

### VISION

The best financial services company in Thailand

### MISSION

A supporting partner of our customers, a driving force of economic success

### CORPORATE VALUE

VALUE	Value innovation to create beneficial outcomes for all parties
GROWTH	Continuous learning to support sustainable operations
TRUST	Respect-driven to reinforce a passion to serve
DISCIPLINE	Accountability to drive execution

### SLOGAN

**SERVICE WITH PASSION**

#### 1.1.2 Material changes and developments

Significant history and development of the Company are as follow

YEAR	EVENT
1984	• Registered as a limited company with a registered capital of THB 10.00 million by issuing 0.10 million ordinary shares with a par value of THB 100.00 per share and fully paid up.
1991	• Opened the first branch in Rayong to expand the business and to provide services to customers in Rayong and nearby provinces.
1992	• Bangkok Grand Pacific Lease Public Company Limited, whose main shareholders are Bangkok Bank Public Company Limited and Chailease Group from the Taiwan, which operated in hire purchase, leasing and factoring business, acquired 99.99% of the Company's ordinary shares.
1994	• Expanded branch to Samut Sakhon to provide services to customers in Samut Sakhon and nearby provinces.
1998	• Started providing used automobile hire purchase.
2002	• Converted to a public limited company.
2003	• Started providing floor plan loan.
2004	• Changed the par value from THB 100.00 per share to THB 5.00 per share, resulting in the ordinary shares of the Company increasing to 85.60 million shares, totaling THB 428.00 million of registered and paid-up capital.  • Restructured the shareholding of the group of companies. The Company acquired 99.99% shares in Bangkok Grand Pacific Lease Public Company Limited. As a result, Bangkok Grand Pacific Lease Public Company Limited became a subsidiary of the Company.

YEAR	EVENT
	<ul style="list-style-type: none"> <li>Expanded branch in Phitsanulok to provide services to customers in provinces and nearby provinces.</li> <li>Received approval from The Securities and Exchange Commission for offering 6.40 million ordinary shares to directors, executives and employees, which increased the company's paid-up capital to THB 460.00 million.</li> </ul>
2005	<ul style="list-style-type: none"> <li>Received approval from The Securities and Exchange Commission for the public offering of 23.00 million shares and the Company's paid-up capital increased to THB 575.00 million. And on August 25, 2005, the Company's ordinary shares were accepted to be listed in The Stock Exchange of Thailand and started trading for the first day.</li> </ul>
2006	<ul style="list-style-type: none"> <li>Received approval from the shareholders' meeting for the issuance and offer for sale of the company's newly increased ordinary shares in the amount of 115.00 million shares and the allocation of the shares to the existing shareholders of the company in proportion to their shareholding (Right Offering), as a result, in the registered and paid-up capital increased to THB 1,150.00 million.</li> </ul>
2008	<ul style="list-style-type: none"> <li>The Company received the announcement of the "Good" (3 Stars) status for the Corporate Governance Report of Thai Listed Companies (CGR) by the Thai Institute of Directors (IOD) for the first time.</li> </ul>
2012	<ul style="list-style-type: none"> <li>Received approval from the shareholders' meeting for the issuance and offer for sale of the company's newly increased ordinary shares in the amount of 115.00 million shares and the allocation of the shares to the existing shareholders of the company in proportion to their shareholding (Right Offering), as a result, in the registered and paid-up capital increased to THB 1,725.00 million.</li> <li>The company received Very Good rating or 4 medals rating for the first time from the Corporate Governance Report of Thai Listed Company (CGR) Assessment conducted by the Thai Institute of Directors (IOD) for the.</li> <li>The Company has improved its corporate governance and received the announcement of the "Very Good" (4 Stars) status for the Corporate Governance Report of Thai Listed Companies (CGR) by the Thai Institute of Directors (IOD).</li> </ul>
2013	<ul style="list-style-type: none"> <li>Expanded 3 branches in Chiang Rai, Khon Kaen, and Ubon Ratchathani to provide services to customers in provinces and nearby provinces.</li> </ul>
2014	<ul style="list-style-type: none"> <li>Increase the registered capital in the amount of THB 34.50 million by issuing 6.90 million ordinary shares for stock dividend payment. As a result, the company had a registered capital of THB 1,759.50 million and a paid-up capital of THB 1,759.48 million.</li> <li>Expanded 3 branches in Lampang, Nakhon Ratchasima, and Udon Thani to provide services to customers in provinces and nearby provinces.</li> </ul>
2015	<ul style="list-style-type: none"> <li>Bangkok Grand Pacific Lease Public Company Limited, the Subsidiary, started providing loans for business.</li> </ul>
2016	<ul style="list-style-type: none"> <li>Expanded 2 branches in Mukdahan, and Sa Kaeo to provide services to customers in provinces and nearby provinces.</li> </ul>

YEAR	EVENT
2017	<ul style="list-style-type: none"> <li>Established subsidiary, SK Insurance Broker Company Limited (“SKIB”), to operate in insurance brokerage business with a registered capital of THB 10,000,000, divided into 1,000,000 ordinary shares with a par value of THB 10.00 per share, with the company holding 99.80% of the shares.</li> <li>Expanded branch to Kanchanaburi to provide services to customers in provinces and nearby provinces.</li> <li>The Company received the approval of certified membership of the Thai Private Sector Collective Action Against Corruption (CAC) for the first time.</li> </ul>
2018	<ul style="list-style-type: none"> <li>Expanded 2 branches in Nakhon Sawan, and Chiang Mai to provide services to customers in provinces and nearby provinces.</li> </ul>
2019	<ul style="list-style-type: none"> <li>Expanded branch to Surat Thani to provide services to customers in Surat Thani and nearby provinces.</li> </ul>
2020	<ul style="list-style-type: none"> <li>The Subsidiary, SK Insurance Broker Co., Ltd., has obtained a life insurance broker license.</li> <li>Expanded 2 branches to Chonburi and Songkhla to provide services to customers in provinces and nearby provinces.</li> <li>The Company has been renewed the certificate of the first renewal of CAC membership.</li> </ul>
2021	<ul style="list-style-type: none"> <li>Received approval from the shareholders' meeting for the issuance and offer for sale of the company's newly increased ordinary shares in the amount of 175.95 million shares and the allocation of the shares to the existing shareholders of the company in proportion to their shareholding (Right Offering), as a result, in the registered and paid-up capital increased to THB 2,639.22 million.</li> </ul>
2022	<ul style="list-style-type: none"> <li>Received Credit Rating “A” from Fitch Ratings (Thailand) Limited.</li> </ul>
2023	<ul style="list-style-type: none"> <li>The Subsidiary, Bangkok Grand Pacific Lease Public Company Limited has expanded its products to alternative energy business through solar energy business (Solar Rooftop) in the form of hire-purchase, loan and investment.</li> <li>Expanded 2 branches in Buriram, and Phuket to provide services to customers in provinces and nearby provinces.</li> <li>Received reward “The Excellent Organization of the Year 2023 award” in the category of financial services and social benefits by the Foundation for Thai Society.</li> <li>The Company has improved its corporate governance and received the announcement of the “Excellent” (5 Stars) status for the Corporate Governance Report of Thai Listed Companies (CGR) by the Thai Institute of Directors (IOD)</li> <li>The Company has renewed the certificate of the second renewal of CAC membership.</li> <li>received the Re-Certification of membership of</li> </ul>
2024	<ul style="list-style-type: none"> <li>The Company relocate of the Company's head office to No. 129, JLK Tower, 19-21 Fl., Sukhumvit Rd., Khlong Toei Nuea, Watthana, Bangkok 10110</li> <li>The Company received a result of SET ESG Rating from the Stock Exchange of Thailand at “A” and was included in the list of SET ESG INDEX.</li> </ul>

### 1.1.3 Fund raising and fund using progress

The Company and its subsidiaries have used all raising funds in accordance with objectives.

#### 1.1.4 Obligation to securities offering

- None -

#### 1.1.5 General information about the Company

Company Name	: Asia Sermkij Leasing Public Company Limited
Head Office	: No.129, JLK Tower, 19-21 Fl., Sukhumvit Rd., Khlong Toei Nuea, Watthana, Bangkok 10110
Type of business	: The main business is automobile hire purchase loans.
Company registration number	: 0107546000393
Homepage	: <a href="http://www.ask.co.th">www.ask.co.th</a>
Telephone number	: 0-2030-0999, 0-2679-6226 and 0-2679-6262
Fax number	: 0-2679-6241-3
Number of shares issued and fully paid	: 527,843,640 Ordinary shares (As at December 31, 2024)
Par value	: 5 Baht per share
Credit Rating	: A (tha) Stable outlook (by Fitch Ratings (Thailand) Limited on Nov 21, 2024)

## 1.2. Nature of Business

### 1.2.1 Income structure

#### Revenue Structure of the Company and its Subsidiaries

During the fiscal years ending on December 31, 2022 - December 31, 2024, revenue structure of the Company and its subsidiaries can be classified by the types of businesses as follows:

Type of Business	Operated by	2022		2023		2024	
		Mil Baht	%	Mil Baht	%	Mil Baht	%
Hire purchase	The Company and BGPL	4,316.34	76.75	4,974.25	76.54	5,051.98	78.84
Leasing	BGPL	80.77	1.43	86.96	1.34	89.79	1.40
Loan	The Company and BGPL	617.77	10.99	768.61	11.83	819.81	12.79
Factoring	BGPL	2.75	0.05	0.12	0.00	-	-
Insurance Broker	The Company and its subsidiaries	593.67	10.56	608.11	9.36	353.65	5.52
Other item <sup>1/</sup>	The Company and its subsidiaries	12.30	0.22	60.66	0.93	92.89	1.45
<b>Total</b>		<b>5,623.60</b>	<b>100.00</b>	<b>6,498.71</b>	<b>100.00</b>	<b>6,408.12</b>	<b>100.00</b>

Source: Consolidated financial statements of Asia Sermkij Leasing Public Company Limited for the fiscal Year 2022 - 2024 audited by certified public accountant.

Remark: <sup>1/</sup> Other item includes not allocated other income.

## 1.2.2 Product information

### (1) Characteristics of products and services

Business operation of the group company can be classified into 6 main categories, i.e. 1) Automobile hire purchase business 2) Machinery, equipment and vehicle leasing / hire purchase business 3) Loan business 4) Insurance Brokers business 5) Solar PPA business and 6) Other services including auto registration and transfers and tax renewal service. Details are as follows:

#### 1. Automobile Hire Purchase Business

The Company offers automobile hire purchase, mainly to individual customers, for both new and used automobile, including passenger and commercial car such as pickup, van, truck, taxi and mini bus, etc. Majority of the Company's customers are in Bangkok and metropolitan area followed by customers in Northeast, Eastern and the Central. The Company seeking new potential growth opportunities areas to expand into a new market and area can reach new demand for loanable for offering financial products to meet the customers' need for supported a changing according to the time period for all customer group and cover all areas throughout Thailand.

The Company is a founding member of Thai Hire Purchase Association which one of the Company's management is a director of such association. In addition, the Company is a member of the National Credit Bureau Co., Ltd.

#### 2. Machinery, Equipment and Vehicle Leasing / Hire Purchase Business

The Subsidiary (Bangkok Grand Pacific Lease Plc.) has commenced its leasing and hire purchase businesses since Year 1989 primarily to corporate customers. The leasing credit includes financial lease. The majority of the business operators utilizing services of the subsidiary are situated in Bangkok and metropolitan area followed by customers in Eastern and the Central. the subsidiary focuses on providing service to small and medium size enterprises in industries with potential such as Construction industry, Services industry and Vehicles and Parts industry etc,. Assets under leasing and hire purchase agreement include machinery, equipment and vehicle. Leased and hire-purchased machinery of the subsidiary consists of both new and used machines, particularly durable and liquid machinery whose technology does not change rapidly. Leased and hire-purchased vehicles include various types of both new and used vehicles, i.e. pickup, van and truck, etc. Currently the subsidiary has started providing loan for solar cell equipment. Currently the subsidiary is a member of Thailand Leasing Association.

The Subsidiary explained the energy business i.e Providing loan services for solar power generation equipment (Solar Rooftop) in the form of leasing and loans.

#### 3. Loan Business

The Company provide other financing services such as Car loan and Sale and hire purchase back Service: SHB Service, which credit to person who is the owner of the car for enhance working capital needs. Personal loan, the Company has commenced personal loan is a special service offered only to the good customers in need of cash. Floor plan financing, the Company has commenced its floor plan financing service to auto dealers as a source of fund for auto purchasing for resale to enhance their liquidity and

support on a selective basis only to auto dealers who referred hire purchase customers to the Company. In addition, The Company and its subsidiary provide Direct Loan service

#### **4. Insurance Brokers Business**

The Company and its subsidiary also provide insurance facilitation services to auto hire purchase customers and general customers. Mainly operated by SK insurance Brokers Company Limited. Insurers that provide the service by Giving advice by the experts, Providing new insurance for company's customers and a third party, Renewal of the voluntary and compulsory motor insurance (CMI) and Coordination on indemnity for your convenience and rapidity. Also, the company has a variety of insurance company partners for services.

Insurance services include:

- Vehicle insurance e.g. voluntary and compulsory motor insurance (CMI)
- Machine insurance
- Fire insurance
- Marine and cargo insurance
- Life insurance
- Credit Life Insurance
- Miscellaneous insurance e.g. personal accident insurance, third party liability insurance

#### **5. Solar power purchase agreement business (Solar PPA)**

Since 2023, The Subsidiary (Bangkok Grand Pacific Lease Public Company Limited) started operating the Power Purchase Agreement (PPA) project produced from the solar power system (Solar Rooftop) installed on the roofs of factories or buildings of business operators, which for the most is large -sized industrial. For the distribution and installation, there is an agreement to buy and sell solar energy produced from solar rooftops, in which the Subsidiaries is an investor according to the terms of the contract between the Subsidiary and the customer.

#### **6. Other Services**

The Company and its subsidiary also provide other services to auto hire purchase customers including auto registrations and transfers and tax renewal etc. in order to provide full service to the customers.

### **(2) Marketing and competition**

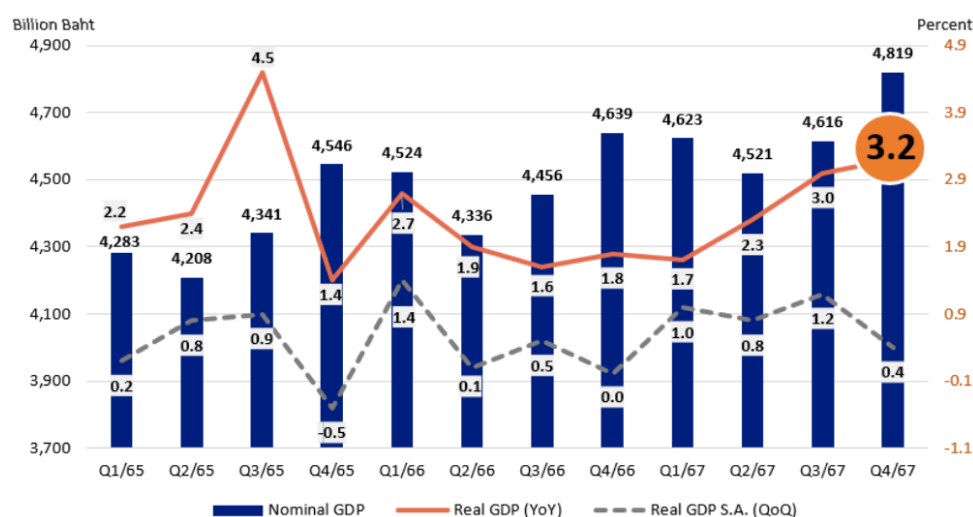
#### **Industrial Overview and Thailand's economic**

The Thai economy in 2024 grew by 2.5 percent, accelerating from 2.0 percent in 2023. On the expenditure side, private consumption expenditure expanded by 4.4 percent, while government consumption expenditure increased by 2.5 percent. Meanwhile, public investment grew by 4.8 percent, whereas private investment declined by 1.6 percent. Additionally, the export value of goods in USD terms expanded by 5.8 percent. In terms of the production side, the accommodation and food services sector, transportation and storage sector, wholesale and retail trade sector, and construction sector grew by 9.5 percent, 9.0 percent, 3.8 percent, and 1.3 percent, respectively. Nevertheless, the manufacturing sector contracted by 0.5 percent, while the agriculture, forestry, and fishing sector declined by 1.0 percent.

In 2024, GDP at current prices was 18.58 trillion baht (526 billion US dollars), increasing from 17.95 trillion baht (515 billion US dollars) in 2023. GDP per capita was 264,607.7 baht per person per annum (7,496.0 US dollars per person per annum), rising from 256,345.4 baht per person per annum (7,363.3 US dollars per person per annum) in 2023. For economic stability, the unemployment rate stood at 1.0 percent, while headline inflation averaged 0.4 percent. Additionally, the current account recorded a surplus of 2.3 percent of GDP.

The Thai economy in 2025 is projected to expand in the range of 2.3 – 3.3 percent (with the midpoint projection of 2.8 percent). Key supporting factors include: (1) the increase in government expenditure, particularly investment spending; (2) the continued expansion of private consumption and the recovery of private investment; (3) the sustained recovery of the tourism sector and related services; and (4) the continual growth of merchandise exports. Therefore, private consumption expenditure and investment are expected to increase by 3.3 percent and 3.2 percent, respectively. Export value of goods in US dollar terms is expected to grow by 3.5 percent. Headline inflation is estimated to be in the range of 0.5 – 1.5 percent, and the current account is projected to record a surplus of 2.5 percent of GDP.

**Chart 1: Gross Domestic Product (“GDP”) (%)**



Source: Office of the National Economic and Social Development Council

### Overview of the Automotive industry

Thai automotive industry, the contraction in domestic auto sales stems from several factors including industry-specific, cyclical, and structural factors. However, since the phasing out of financial assistance measures in 2023, combined with uneven economic recovery, those car buyers who borrowed to purchase faced difficulties in paying their installments resulting in many cars being repossessed and auctioned off, especially pickup trucks which were owned by farmers and the self-employed whose income recovery were slow and uncertain. Consequently, this had a knock-on effect causing a sharp and rapid decline in used car prices, leading to substantial rise in the loss given default for financial institutions. In response, financial institutions have become more cautious in approving hire purchase loans. Moreover, regulations such as interest rate ceiling on auto loans and measures to promote responsible lending, have also compelled financial institutions to adopt stricter lending practices. (source: Bank of Thailand)



For the overall automobile industry, in 2024, the total vehicle production amounted to 1,468,997 units, a decreased of 19.95 percent from 1,834,986 units ompared to the same period in 2023, and truck production amounted to 16,847 units, a decreased of 55.04 percent from 37,475 units ompared to the same period in 2023.

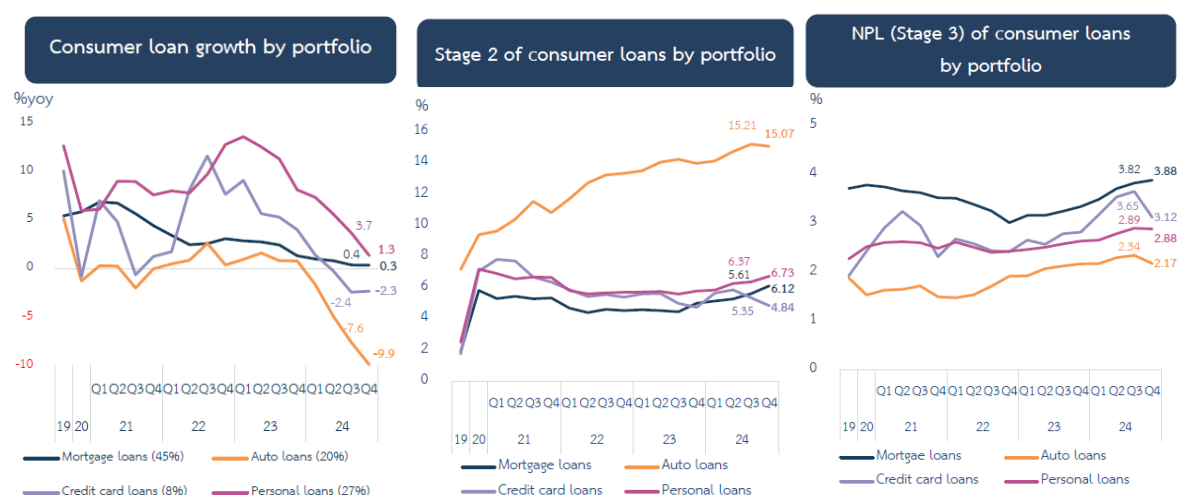
Tht total vehicle sales amounted to 572,675 units, a decreased of 35.47 percent from 775,780 units ompared to the same period in 2023, and truck sales amounted to 16,046 units, a decreased of 42.03 percent from 27,682 units ompared to the same period in 2023. The difficulty in getting auto loans approved under financial institutions strict conditions amidst Thailand's economy high household debt. Non-performing loans in the automotive sector continued to increase as Thailand's economy experienced slow growth. Besides, the declining index for total industrial production also led to declining purchasing power of the workers. (source:The Federation of Thai Industries-FTI) The growth of automobile industry resulted in the attractiveness of automobile hire purchase industry and attracting new players into the industry. This may result in an intense competition and there may be price competition to attract customers. The Companies's strategies needs to maintain market share by both acquiring new customers and preserving relationships with existing customer base. Additionally, it must develop products that meet customer needs and ensure an appropriate proportion of loan products in its portfolio.

### **Credit Conditions Report**

In 2024, overall, bank loan contraction eased, while bond financing continued to decline in line with lower funding demand. The contraction in bond financing was observed across almost all sectors (except utilities), particularly in the high-yield segment. Driven by an expansion in large corporate lending, while SMEs loans contracted at a slower pace. Consumer loans continued to decline, particularly auto loans, which were affected by structural issues and slow income recovery among vulnerable groups. However, there remains a need to monitor the debt serviceabilityof SMEs and certain households with slower income recovery and high debt burdens, businesses affected by structural issuesand declining competitiveness, as well as the effectiveness of the assistance measures under the “Khun Soo, Rao Chuay” program.

Household debt to GDP ratio decreased from the previous quarter, driven by a slowdown in household debt. However, there remains a need to closely monitor the debt serviceability of vulnerable households. And Corporate debt to GDP ratio decreased due to contractions in loans and debt securities. Overall corporate profitability decreased from the previous year, particularly in the manufacturing sector, despite positive contributions from the tourism sector.

Overall outstanding NPLs (stage 3) and the NPL ratio decreased across almost all portfolios, primarily from business loans. This was partly due to banks' loan portfolio management, ongoing debt assistance, and the reclassification of some NPL debtors who resumed repayments under debt restructuring obligations to stage 2 loans. In addition, qualitative criteria in asset classification of business loans contributed to an increase in stage 2 loans.

Consumer loan growth by portfolio, Stage 2 and NPL (Stage 3) of consumer loans by portfolio.

Source: Bank of Thailand

**(3) Procurement of products and services**Sources of fund of the Company and its subsidiary

The Company and its subsidiaries' sources of fund are from shareholders' equity, borrowing from Thai and foreign banks, and debenture issuance both short term and long term for the Year 2022-2024 as following;

Type	As at December 31,					
	2022		2023		2024	
	Mil Baht	Mil Baht	Mil Baht	%	Mil Baht	%
Short-term loans from banks <sup>1</sup>	500.00	2,790.00	2,790.00	0.89	400.00	0.67
Bill of exchange	10,500.34	4,329.95	4,329.95	18.71	4,745.71	7.97
<b>Short-term borrowings</b>	<b>11,000.34</b>	<b>7,119.95</b>	<b>7,119.95</b>	<b>19.60</b>	<b>5,145.71</b>	<b>8.64</b>
Long-term loans from banks <sup>3</sup>	28,915.23	30,502.61	30,502.61	51.52	28,420.93	47.71
Long-term debentures <sup>4</sup>	16,207.22	26,541.81	26,541.81	28.88	25,997.14	43.65
<b>Long-term borrowings</b>	<b>45,122.45</b>	<b>57,044.42</b>	<b>57,044.42</b>	<b>80.40</b>	<b>54,418.06</b>	<b>91.36</b>
<b>Total borrowings</b>	<b>56,122.79</b>	<b>64,164.37</b>	<b>64,164.37</b>	<b>100.00</b>	<b>59,563.77</b>	<b>100.00</b>

Source: Audited 2022 - 2024 consolidated financial statements of Asia Sermkij Leasing Public Company Limited.

Remark: <sup>1/</sup> Short-term loans from bank consist of short-term loans from banks exclude current portion.<sup>2/</sup> Short-term debentures – exclude current portion.<sup>3/</sup> Long-term loans from bank consist of long-term loans from banks include current portion.<sup>4/</sup> Long-term debentures – include current portion.

Major sources of fund of the Company and its subsidiary are loans from banks and debentures. The loans from bank accounted for 52.41 percent, 51.89 percent and 48.38 percent of total borrowing of the Company and its subsidiary in 2022 – 2024 respectively. While debentures accounted for 28.88 percent, 41.36 percent and 43.65 percent of total borrowing of the Company and its subsidiary in 2022 – 2024 respectively.

Considering the liquidity, the Company and its subsidiary have long-term borrowings to short-term borrowings at the end of 2022 – 2024 equal to 80:20, 89:11 and 91:9 The Company and its subsidiary's policy is to use more long-term borrowings to protect liquidity risk.

**The loan repayment and the installment to be obtained as at December 31, 2024**

(Million Baht)

Period	Loan Repayment Due	Installment to be Obtained from Debtor
Within 1 year	29,895.23	27,576.59
More than 1 year but not more than 2 years	15,657.74	21,331.45
More than 2 years but not more than 3 years	11,426.15	15,280.11
More than 3 years	6,159.44	13,502.48
Stop accrued account receivables	-	-
<b>Total</b>	<b>63,138.56</b>	<b>77,690.63</b>

The loan repayment due in 1 year more than installment expected to be obtained within 1 year in the amount of THB 2,318.65 million. However, this gap would not affect the Company and its subsidiary liquidity as the Company and its subsidiaries can always renew the loan agreement and can regularly issue new bond when it comes maturity. In addition, the Company and its subsidiaries still have the unused credit line from financial institutions amounting to approximately THB 14,311.00 million. These factors reflected the credibility and sufficiency in the financial status of the Company and its subsidiaries

The company's sources of funding in the future. The company remain used from the equity of the company's shareholders and long-term loan. The company has financial policies provides guidelines for reliable funding sources are essential to achieving your company's objectives in consideration of the repayment period and interest rates.

**(4) Assets used in business undertaking**

**1. Hire purchase receivables**

The major assets used in the business are hire purchase receivables. The Company and its subsidiary had hire purchase receivables after deducting interest income (before allowance for expected credit losses / allowance for doubtful accounts) in 2023 and 2024 as following

Type	Year 2023 <sup>1/</sup>		Year 2024 <sup>1/</sup>	
	THB Million	Percent	THB Million	Percent
<b>Hire purchase receivables<sup>2/</sup></b>				
- Automobile	60,885.21	90.48	55,120.03	89.81
- Machine	6,408.27	9.52	6,255.28	10.19
<b>Total</b>	<b>67,293.48</b>	<b>100.00</b>	<b>61,375.30</b>	<b>100.00</b>

Type	Year 2023 <sup>1/</sup>		Year 2024 <sup>1/</sup>	
	THB Million	Percent	THB Million	Percent
Add deferred commission	422.86		280.08	
Grand Total	67,716.34		61,655.38	
Remaining term of the contract (excluding court case receivables) <sup>3/</sup>				
< 12 Months	1,465.51	2.18	1,585.47	2.36
13 - 24 Months	5,721.12	8.50	6,437.60	9.57
25 - 36 Months	11,724.90	17.42	11,918.43	17.71
37 - 48 Months	17,872.40	26.56	18,335.35	27.25
> 48 Months	30,509.55	45.34	23,098.46	34.32
Total	67,293.48	100.00	61,375.30	100.00
Add deferred commission	422.86		280.08	
Grand Total	67,716.34		61,655.38	

Source: Consolidated financial statements of Asia Sermkij Leasing Public Company Limited for the Year 2023 – 2024 audited by certified public accountant.

Remark: <sup>1/</sup> Before allowance for expected credit losses in 2023-2024 amounted THB 1,926.34 million and THB 2,420.48 million. excluding court case receivables

<sup>2/</sup> The hire purchase receivables were calculated from the hire purchase receivables before subtracting allowance for expected credit risk.

<sup>3/</sup> Remaining term of the contract excluding court case receivables

## 2. Financial lease receivables

The financial lease receivable (net of allowance for expected credit losses) of the subsidiary (Bangkok Grand Pacific Lease Plc.) at the end of the year 2023 and 2024 are as follow;

Type	Year 2023 <sup>1/</sup>		Year 2024 <sup>1/</sup>	
	THB Million	Percent	THB Million	Percent
Financial lease receivables				
- Vehicle	623.06	47.01	569.37	47.47
- Machine	702.19	52.99	630.06	52.53
Total	1,325.25	100.00	1,199.43	100.00
Remaining term of the contract (excluding court case receivables)				
< 12 Months	51.34	3.87	77.97	6.50
13 - 24 Months	255.58	19.29	255.38	21.29

Type	Year 2023 <sup>1/</sup>		Year 2024 <sup>1/</sup>	
	THB Million	Percent	THB Million	Percent
25 - 36 Months	387.92	29.27	410.52	34.23
37 - 48 Months	443.43	33.46	274.23	22.86
> 48 Months	186.98	14.11	181.33	15.12
<b>Total</b>	<b>1,325.25</b>	<b>100.00</b>	<b>1,199.43</b>	<b>100.00</b>

Source: Consolidated financial statements of Asia Sermkij Leasing Public Company Limited for the Year 2023 - 2024 audited by certified public accountant.

Remark: <sup>1/</sup> Before allowance for expected credit losses in 2023-2024 amounted THB 24.90 million and THB 31.50 million. excluding court case receivables

<sup>2/</sup> Remaining term of the contract excluding court case receivables

### 3. Loan receivables

The subsidiary had factoring receivables in 2023 and 2024 as follows:

(Million Baht)

	Year 2023	Year 2024
Loan receivables of the Company	3,451.02	3,945.81
Loan receivables of the Subsidiary	2,764.86	2,022.37
<b>Total loan receivables<sup>1</sup></b>	<b>6,215.88</b>	<b>5,968.18</b>

Source: Consolidated financial statements of Asia Sermkij Leasing Public Company Limited for the Year 2023 - 2024 audited by certified public accountant.

Remark: <sup>1/</sup> Before allowance for expected credit losses in 2023 and 2024 amounted THB 253.94 million and 249.58 million.

### Revenue recognition

The Company and its subsidiary recognize interest income from hire purchase, financial leases, factoring and loan agreements on an accrual basis throughout the term of the contract, using the effective interest rate method, with the calculation based on the gross book value of the receivables. Income directly attributable to the initial recognition of the loan receivables are amortized using the effective interest rate method and presented as adjustments on interest income throughout the term of the agreement, to reflect the effective rate of return. When the receivables are later credit-impaired, the Group continues to recognize interest income using the effective interest rate, based on the net book value (gross book value net of allowance for expected credit losses) of the receivables. When the debtor is no longer credit-impaired, the Group changes to calculate interest income based on the gross book value.

### **Allowance for expected credit losses**

The Group recognizes an allowance for expected credit losses for hire purchase receivables, financial lease receivables and loan receivables using a general approach. The Group considers changes in credit risk and groups its receivables into 3 stages as described below.

- Stage 1: Receivables with no significant increase in credit risk (Performing) - The Group recognizes expected credit losses in an amount equal to the expected credit losses in the next 12 months. For receivables under loan agreements with remaining periods of less than 12 months, recognition is based on the probability of default over the remaining period.
- Stage 2: Receivables with a significant increase in credit risk (Under-performing) - The Group recognizes expected credit losses in an amount equal to the expected credit losses over the lifetime of the receivable.
- Stage 3: Receivables that are credit-impaired (Non-performing) - The Group recognizes expected credit losses in an amount equal to the expected credit losses over the lifetime of the receivable.

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 in credit-impaired 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.

If the credit quality of a receivable improves in a subsequent period and the assessment is that it is no longer a receivable whose credit risk has significantly increased since initial recognition, as assessed in a previous period, the Group will change the basis for recognizing expected credit losses from the lifetime expected credit losses to the 12-month expected credit losses, or the remaining period if that is less than 12 months.

In order to estimate expected credit losses, the Group considers historically collected loss data, adjusted on the basis of current observable data. In addition, the Group applies forward-looking macroeconomic information that is supportable and reasonable and appropriately exercises judgement. At least once a year the Group also considers whether to adjust forward-looking information and the weighting of the probability of each scenario used in determining the expected credit losses. Most of the information used by the Group is announced by the Bank of Thailand or other government agencies and adjusted to reflect the Group's internal perspective. The Group calculates expected credit losses based on three probability-weighted scenarios, which are a base scenario, best-case scenario and worst-case scenario. For the base scenario, the Group applies an unbiased market perspective that incorporates forecasts of macroeconomic factors.

For factoring, floor-plan loan and other receivables, the Group applies a simplified approach in calculating expected credit losses. Therefore, the Group does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime expected credit losses at each reporting date. The Group has established a provision matrix of ageing that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

### **4. Land, building and equipment**

As of December 31, 2024, the Company and its subsidiaries had land, plant and equipment as follows:

	Detail	Book value (THB million)	Ownership type	Obligation
1.	Land with building used for locating 17 branches*	88.06	Owner	None
2.	Furniture, fixtures and equipment	211.01	Owner	None
3.	Vehicles	15.09	Owner	None
4.	Solar equipment	592.99	Owner	None
	<b>Total</b>	<b>929.30</b>		

Remark : Details of each land and building are show in Attachment 4

#### 5. Assets foreclosed

The Company and its subsidiary have assets foreclosed, which are vehicles and machinery repossessed from hire purchase and financial lease receivables due to the default for the Year 2023- 2024 as follows;

Year	Total contracts	Amount of remaining assets foreclosed (Unit)	Value of remaining assets foreclosed* (THB million)
2022	63,279	587	720.00
2023	69,912	1,522	2,012.64
2024	67,727	2,598	3,408.11

Remark: Assets value = Loan value before deducting allowance for diminution

The table showing details of assets seized and disposed during the year

Year	Amount of asset foreclosed (Unit)	Value of sale of asset foreclosed (THB milion) (1)	Value of asset foreclosed (THB milion) (2)	Gross profit (loss) from sale of asset foreclosed (THB milion) (3) = (1) - (2)	Refund to customer (THB milion) (4)	Net profit (loss) from sale of asset foreclosed (THB milion) (5) = (3) - (4)
2022	586	444.89	589.27	(144.38)	5.69	(150.07)
2023	1,033	823.40	1,126.96	(303.56)	3.48	(307.04)
2024	2,039	1,524.17	2,418.15	(893.98)	1.75	(895.72)

Remark: Assets value = Loan value before deducting allowance for diminution

The Company and its subsidiary had losses from gross sales of assets in 2022 - 2024 amounting to THB 144.38 million, THB 303.56 million and THB 893.98 million respectively. After deducting of penalty income and refunding to customers, the Company and its subsidiary had losses on sale of asset foreclosed in 2022 - 2024 in the amount of THB 150.07 million, THB 307.04 million and THB 895.72 million respectively. However, the Company and its subsidiary can collect payments from customers or file a lawsuit against the remaining debt.

## 6. Investment in subsidiaries

As of December 31, 2024, the Company had investments in 2 subsidiaries, namely Bangkok Grand Pacific Lease Public Company Limited and SK Insurance Broker Company Limited. The proportion of investment and details of business operations of subsidiaries can be summarized as follows:

(Unit: Baht)

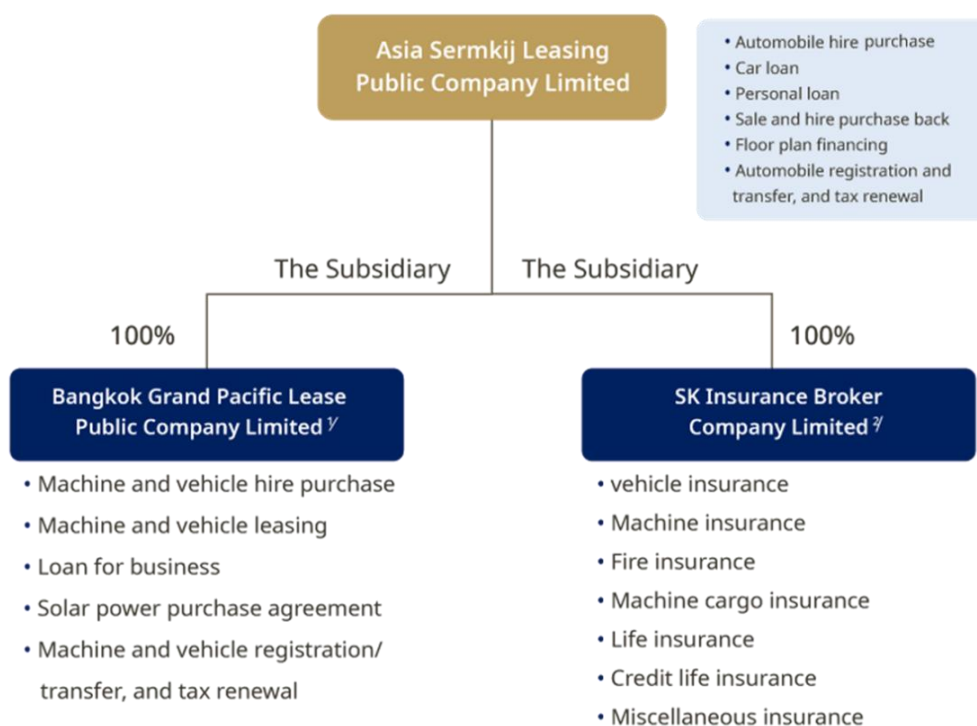
Company	Type of business	Paid up capital	Percent of investment	Value of investment
Bangkok Grand Pacific Lease Public Company Limited	Leasing and factoring	2,192,500,000	100	2,192,499,860
SK Insurance Broker Company Limited	Insurance broker	10,000,000	100	9,999,980

### 1.3. Shareholding Structure

#### 1.3.1 Shareholding structure of the group of companies

The Company operates in hire purchase and loan business including all types of automobiles, personal loan, car loan, floor plan and services for registration / transfer of automobile and tax renewal. The Company has 2 subsidiaries which are (1) Bangkok Grand Pacific Lease Public Company Limited (“BGPL”), operates in vehicle and machine hire purchase and leasing, loan for business, factoring, and services for registration / transfer of vehicle and machine and tax renewal, and (2) SK Insurance Broker Company Limited (“SKIB”), operates in insurance broker business including vehicle insurance, machine insurance, fire insurance, machine cargo insurance, life insurance, credit life insurance, and miscellaneous insurance.

#### Structure and Operation of the Group Company



Remark : <sup>1/</sup> The Company became a shareholder in Bangkok Grand Pacific Lease Pl. in May 2004  
<sup>2/</sup> The SK Insurance Broker Company Limited was registered in April 2017



## Information of the subsidiaries

<b>Company Name</b>	: <b>Bangkok Grand Pacific Lease Public Company Limited</b>
Head Office	: No.129, JKL Tower, 18 Fl., Sukhumvit Rd., Khlong Toei Nuea, Watthana, Bangkok 10110 Tel. 0-2030-0999, 0-2679-6226 and 0-2679-6262 Fax. 0-2679-6241-3
Type of business	: Vehicle and machine hire purchase and leasing, loan for business, factoring, and services for registration.
Number of shares issued and fully paid	: 219,250,000 Ordinary shares (As of December 31, 2024)
Par value	: 10 Baht per share
<b>Company Name</b>	: <b>Sk Insurance Broker Company Limited</b>
Head Office	: No.129, JKL Tower, 19 Fl., Sukhumvit Rd., Khlong Toei Nuea, Watthana, Bangkok 10110 Tel. 0-2030-0999, 0-2679-6226 and 0-2679-6262 Fax. 0-2679-6258
Type of business	: Insurance broker business
Number of shares issued and fully paid	: 1,000,000 Ordinary shares (As of December 31, 2024)
Par value	: 10 Baht per share

### 1.3.2 Shareholding in subsidiaries or associates of persons who may have conflicts

- None -

### 1.3.3 Relationship with major shareholders' business

- None -

### 1.3.4 Shareholders

Major shareholders as of December 31, 2024

No.	Name	No. of shares	%
1	Chailease's Group <sup>1/</sup>	266,082,577	50.41
	Chailease Finance Company Limited	193,256,488	36.61
	Chailease International Company (Malaysia) Limited	62,698,848	11.88
	Chailease Capital (Thailand) Company Limited	10,127,241	1.92
2	Bangkok Bank Public Company Limited	38,784,489	7.35
3	Thai NVDR Company Limited	16,049,732	3.04
4	Mr. Ekarith Ekasmith	7,090,000	1.34
5	Mrs. Supaporn Chansereewittaya	5,810,000	1.10
6	Mr. Thammarit Ekasmith	3,990,000	0.76
7	Mr. Chatsiri Sophonpanich	3,968,233	0.75
8	Mrs. Savitri Ramyarupa	3,838,175	0.73
9	Mr. Min Tieworn	3,800,000	0.72

No.	Name	No. of shares	%
10	Mrs. Suchada Leeswadtrakul	3,734,175	0.71
	<b>Top Ten Shareholders</b>	<b>353,147,381</b>	<b>66.90</b>
	Other Shareholders	174,696,079	33.10
	<b>Total</b>	<b>527,843,460</b>	<b>100.00</b>

Remark: <sup>1/</sup> Chailease's Group (a group of major shareholders) from the Taiwan.

#### 1.4. Amounts of registered capital and paid-up capital

As of December 31, 2024, the Company has registered capital of THB 2,639,217,300 and paid-up Capital of THB 2,639,217,300 consisting of 527,843,460 shares of common stock at par value of THB 5.00 each.

#### 1.5. Issuance of other securities

The Company had other securities which are debentures and bill of exchange. The Company received a credit rating at A (tha) from Fitch Ratings (Thailand) Limited on November 21, 2024.

The Company had outstanding debentures as at December 31, 2024 as follows:

##### Long Term Debentures

(THB million)

Long term debentures				Consolidate financial statement		
Debentures	Interest rate	Age	Date of maturity	2024	2023	2022
Bond No.1/2020	2.90 % per year	3 Years	17 February 2023	-	-	600.00
Bond No.2/2020	2.88 % per year	3 Years	26 March 2023	-	-	500.00
Bond No.3/2020 Tranche 2	3.75 % per year	3 Years	28 November 2023	-	-	602.50
		3 Months				
Bond No.3/2021	2.70 % per year	2 Years	18 March 2023	-	-	200.00
Bond No.5/2021	2.70 % per year	2 Years	21 April 2023	-	-	317.00
Bond No.6/2021	2.90 % per year	3 Years	18 June 2024	-	2,200.00	2,200.00
Bond No.7/2021	2.88 % per year	3 Years	27 August 2024	-	500.00	500.00
Bond No.8/2021	2.52 % per year	2 Years	30 August 2023	-	-	500.00
Bond No.9/2021 Tranche 1	2.50 % per year	2 Years	17 October 2023	-	-	500.00
Bond No.9/2021 Tranche 2	2.85% per year	3 Years	7 October 2024	-	1,500.00	1,500.00
Bond No.10/2021	2.50 % per year	2 Years	23 November 2023	-	-	650.00
Bond No.1/2022	2.42 % per year	2 Years	3 May 2024	-	500.00	500.00
Bond No.2/2022	2.20 % per year	1 Years	25 July 2023	-	-	500.00
Bond No.3/2022	3.30 % per year	2 Years	14 August 2024	-	95.00	95.00
Bond No.4/2022	2.80 % per year	2 Years	30 September 2024	-	600.00	600.00
Bond No.5/2022	2.80 % per year	2 Years	30 September 2024	-	600.00	600.00

Long term debentures				Consolidate financial statement		
Debentures	Interest rate	Age	Date of maturity	2024	2023	2022
Bond No.6/2022	2.00 % per year	1 Years	17 October 2023	-	-	400.00
Bond No.7/2022 Tranche 1	3.35 % per year	2 Years	18 November 2024	-	3,700.00	3,700.00
Bond No.7/2022 Tranche 2	3.65 % per year	3 Years	18 November 2025	1,000.00	1,000.00	1,000.00
Bond No.8/2022 Tranche 1	3.20 % per year	2 Years	21 January 2025	650.00	650.00	650.00
Bond No.8/2022 Tranche 2	3.35 % per year	3 Years	11 December 2025	150.00	150.00	150.00
Bond No.8/2022 Tranche 3	4.00 % per year	5 Years	8 December 2027	200.00	200.00	200.00
Bond No.1/2023 Tranche 1	3.14 % per year	2 Years	3 March 2025	2,100.00	2,100.00	-
Bond No.1/2023 Tranche 2	3.14 % per year	2 Years	3 March 2025	500.00	500.00	-
Bond No.1/2023 Tranche 3	3.30 % per year	3 Years	3 March 2026	400.00	400.00	-
Bond No.1/2023 Tranche 4	3.71 % per year	4 Years	3 March 2027	2,500.00	2,500.00	-
Bond No.2/2023	2.88 % per year	2 Years	11 April 2025	2,500.00	2,500.00	-
Bond No.3/2023 Tranche 1	3.18 % per year	2 Years	20 June 2025	1,400.00	1,400.00	-
Bond No.3/2023 Tranche 2	3.41 % per year	3 Years	23 June 2026	250.00	250.00	-
Bond No.3/2023 Tranche 3	3.75 % per year	4 Years	22 June 2027	650.00	650.00	-
Bond No.4/2023 Tranche 1	3.47 % per year	2 Years	19 September 2025	926.00	926.00	-
Bond No.4/2023 Tranche 2	3.70 % per year	3 Years	21 September 2026	107.00	107.00	-
Bond No.4/2023 Tranche 3	4.10 % per year	4 Years	21 September 2027	1,667.00	1,667.00	-
Bond No.5/2023 Tranche 1	3.51 % per year	2 Years	26 December 2025	1,820.00	1,820.00	-
Bond No.5/2023 Tranche 2	4.06 % per year	4 Years	30 November 2027	600.00	600.00	-
Bond No.1/2024 Tranche 1	3.25 % per year	2 Years	16 November 2025	1,275.00	-	-
		9 Months				
Bond No.1/2024 Tranche 2	3.83 % per year	4 Years	14 February 2028	1,298.30	-	-
Bond No.2/2024 Tranche 1	3.21 % per year	2 Years	9 April 2026	1,122.00	-	-
Bond No.2/2024 Tranche 2	3.21 % per year	2 Years	11 April 2026	206.30	-	-
Bond No.2/2024 Tranche 3	3.71 % per year	4 Years	11 April 2028	232.40	-	-
Bond No.3/2024 Tranche 1	3.44 % per year	2 Years	17 July 2026	2,485.00	-	-
		1 Month				
Bond No.3/2024 Tranche 2	3.44 % per year	2 Years	19 July 2026	99.90	-	-
		1 Month				
Bond No.3/2024 Tranche 3	3.94 % per year	4 Years	19 June 2028	768.20	-	-
Bond No.4/2024 Tranche 1	3.40 % per year	2 Years	28 August 2026	900.00	-	-
Bond No.4/2024 Tranche 2	4.00 % per year	5Years	30 August 2029	685.00	-	-
Total long term debenture				27,115.00	16,464.50	11,633.00

**The Company's short-Term Debenture type of senior unsecured age not over 270 days.**

As of December 31, 2024, no outstanding balance, offering period from June 6, 2024 – May 13, 2026, amount not exceeding 50,000,000 units (par value THB 1,000 per unit). A replacement tranche shall be entitled to issue to replace a matured tranche, provided the total outstanding balance at any time shall not exceed THB 50,000 million. The interest rate depends on the market rate at the time of offering for each tranche.

**The Company's short-term bill of exchange age not over 270 days.**

The outstanding value of short-term bills of exchange offered to institutional investors as of 31 December 2024 was THB 4,770.00 million. The interest rate was discounted rate based on the market rate at the time of offering. A replacement tranche shall be entitled to issue to replace a matured tranche, provided the total outstanding balance at any time shall not exceed THB 20,000 million.

**1.6. Dividend Payment policy**

The Company and its subsidiaries are, according to the Company and its subsidiaries' circumstances from time to time, to declare dividend in an appropriate rate, considering their performance, financial standing, and economic conditions. The payment rate shall not be less than 40 percent but not more than 70 percent, for the Company of the payable amount arising after the Company and its subsidiaries have, for each fiscal year, incurred net profit from operation, and duly complied with applicable laws, Articles of Association as well as fulfilled all of their obligations, except for the Company and its subsidiaries require to utilize any part or all of such payables on investment to generate higher income. This payment, in any event, shall be subject to the Company and its subsidiaries' Articles of Association, prohibiting them from paying any dividend from other monies than profit. Additionally, where the Company and its subsidiaries incur accumulated losses, no dividend shall be paid.

Unless otherwise stipulated, dividend shall be paid according to the number of shares held (equally for each share), under the approval from a shareholders' meeting. However, the Company and its subsidiaries might, from time to time, pay interim dividend to the shareholders as their profits are deemed adequate for such purpose, and, if so, report the same to the shareholders in their next meeting.

However, the Board of Directors might decide otherwise, or amend the said Policy from time to time, provided that such decision is made for the shareholders' best interest and under approval from the shareholders' meeting

According to the resolution of the Annual General Meeting of Shareholders No. 38/2022 held on April 21, 2022, that has approved cash dividend payment from year 2021 operating result at the rate equivalent to Baht 1.14 per share in the total amount of Baht 601,741,544. The payout ratio is 50.03% and the payment of dividends shall be subjected to withholding tax at the rate prescribed by law. The Company fixed the record date on March 4, 2022 to determine the shareholders right to receive dividends. The dividend payment date shall be made on May 6, 2022.

According to the resolution of the Annual General Meeting of Shareholders No. 39/2023 held on April 11, 2023, that has approved cash dividend payment from year 2022 operating result at the rate equivalent to Baht 1.44 per share in the total amount of Baht 760,094,582. The payout ratio is 50.27% and the payment of dividends shall be subjected to withholding tax at the rate prescribed by law. The Company fixed the record date on March 1, 2023 to determine the shareholders right to receive dividends. The dividend payment date shall be made on April 27, 2023.

According to the resolution of the Annual General Meeting of Shareholders No. 40/2024 held on April 11, 2024, that has approved cash dividend payment from year 2023 operating result at the rate equivalent to Baht 1.16 per share in the total amount of Baht 612,298,414. The payout ratio is 50.24% and the payment of dividends shall be subjected to withholding tax at the rate prescribed by law. The Company fixed the record date on March 1, 2024 to determine the shareholders right to receive dividends. The dividend payment date shall be made on April 30, 2024.

**Historical dividend payment information year 2022-2024 as following;**

Details of the Payment of Dividend	Year 2022	Year 2023	Year 2024
1 Net Profit (Consolidated)	1,202,804,01 Baht (Year 2021 performance)	1,512,139,980 Baht (Year 2022 performance)	1,218,768,708 (Year 2023 performance)
2 Number of shares	527,843,460 shares	527,843,460 shares	527,843,460 shares
3 Dividend Payment per Share	<b><u>1.14 Baht</u></b>	<b><u>1.44 Baht</u></b>	<b><u>1.16 Baht</u></b>
4 Total Dividend Paid	601,741,544 Baht	760,094,582 Baht	612,298,414 Baht
5 Dividend Payout Ratio	50.03%	50.27%	50.24%

## 2. RISK MANAGEMENT

### 2.1. RISK MANAGEMENT POLICY AND PLAN

The Company and its subsidiary determined to operate to achieve the business goals of creating added value and stability for the best interests of stakeholders and in accordance with the principles of Good Corporate Governance. The company believes that Risk Management is the basis for sustainable business operations. The organization's Risk Management Policy has been formulated to serve as a framework for Risk Management in accordance with the business plan and to be effective in various activities and operations in order to manage risks at an appropriate level within the company's Risk Appetite with the following policies:

#### **Risk Management Policy**

1. Provide integrated enterprise-wide Risk Management and set Risk Management to be the responsibility of all departments in organization under the Risk Management Process is part of normal operations and to be managed systematically and continuously.
2. Provide regular monitoring, evaluation, review and improvement of risk management by providing development of tools and processes in order to monitor and control the organization's risks on a regular basis and keep up with the changing situations appropriately.
3. Determine the business strategy that balances with risk level and return on business under the management's acceptable level of risk in order to generate appropriate returns to shareholders as well as social responsibility.
4. Risks that may affect the achievement of the Company's objectives and strategies must be managed in time and continual basis.
5. Determine risk management guidelines according to the Company's anti-corruption policy. This policy applies to all executives and employees of the Company and its subsidiary.
6. Risk Management Policy to be under the supervision of the Risk Management Committee under the Risk Management Policy.
7. Directors and Executives support to encourage cooperation in overall risk management of the company and review the adequacy of the policy and Risk Management System including the efficiency of the system and its compliance.

## Roles, Obligations, and Responsibilities in Risk Management

The company has established a risk management structure that clearly defines the roles and responsibilities in Risk Management with the following:

**The Board of Directors** is responsible for setting policies, determining the strategic direction of the Company, and supervising the Company to have an efficient and effective risk management system to ensure that the management division pays attention to risk management and cultivates a corporate culture.

**The Risk Management Committee** is responsible for establish an adequate operational risk management system, approve operational risk management policy and procedures, and quarterly operational risk management reports and review the effectiveness of the overall operational risk management system and internal control. Including with giving opinions, suggestions, advice to the management division and reporting to the board of directors.

**The Operational risk management subcommittee** is responsible for establish and implement adequate operational risk management policy and procedures in each specific risk area and review operational risk management reports and submit to the risk management committee for approval.

### Operational Risk Management Facilitating Department

Corporate Planning Department is responsible for establish procedures for identification, measurement, assessment, and monitor of operational risk to comply with the established policy, including provide improvement of operational risk management procedures and actions taken. As well as, summarize quarterly operational risk management reports and submit report to Risk management committee of the Board through Operational Risk Management Subcommittee for approval and to determine the acceptable level of risk.

## 2.2. Risk Factors for the Company's Business Operation

### 2.2.1 Strategic Risk

#### 1) Risk from the operation does not achieve the business plan

##### Risk Characteristics

The Company and its subsidiaries have strategies to increase variety of products and services to provide comprehensive financial services for customers as well as to expand branches to potential area to increase the opportunity to reach more customers and also create good relationships with car dealers and financial institutions.

##### Risk impact

In case that the Company and its subsidiaries are unable to operate to meet the Company's business plan, experiencing delays or disruptions due to both internal and external factors, it may struggle to meet the evolving and diverse needs of its customers. These factors could lead to negative consequences for the business, including decreased performance, weakened financial standing, and a loss of competitive edge."

Risk management measures

The company and its subsidiaries will analyze the cause either internal and external factors and adjust the strategic plan to operate based on the analysis, as well as looking for new business opportunities.

**2.2.2 Operational Risk**

**1) Risk from Marketing and Competition**

Risk Characteristics

The contraction of the automotive industry and transportation industry, resulted in an intense competition and there may be price competition to attract customers.

Risk impact

Considering the revenue structure, as of December 31, 2023-2024, major revenue of the Company and its subsidiaries was interest income from hire purchase business accounting for 76.54 and 78.84 respectively, percent of total revenue. That means the Company and its subsidiaries may expose to high competitive risk arisen from the recession in automobile industry that may occur. This could have a negative impact on the business in terms of operating results, financial position, and competitiveness.

Risk management measures

However, the Company and its subsidiaries still commit to offer a good quality service, to maintain the existing customer base, to have strict credit approval and to have a monitoring measure for customer repayment process. In addition, the Company will focus on an increase in the proportion of other hire purchase segments such as buses which has no impact from the recession in automobile industry, and try to increase income from service fee in order to increase profitability of the Company and its subsidiaries. In addition, the company's long-standing relationships with car dealer which provide a valuable source of customer referrals for leasing.

**2) Risk of Used Cars Financing**

Risk Characteristics

Although used cars financing will face up with higher risk than new cars financing, but it generate higher return. Nowadays, customers with low purchasing power have more chance to buy a car due to higher competition in automobile hire purchase industry causing more flexibility in credit approval process. Additionally, used car financing involve a broader range of risks, including those related to vehicle condition, resale value, and the customer's credit history.

Risk impact

The company may face risks related to inaccuracies in assessing the value and condition of used cars, potentially leading to the sale of vehicles at undervalue and not cover the outstanding loan balance. Including in the higher probability of defaulting on loans payments compared to those leasing new cars. As of December 31, 2024, used car financing accounted for



approximately 30% of the total loan portfolio. This significant proportion could negatively impact the company's operating results and financial position.

#### Risk management measures

In order to prevent risk arising from used cars financing, the Company has set out a policy to finance cars that are popular, durable and will be easily sold at good prices in secondary market. A stringent credit approval for used cars is set out. Additionally, the Company maintains good relationship with a number of used car dealers. Used car transaction will be made only with trustworthy and strong financial dealers who sell only good quality used car at reasonable prices. This will help reduce possible risk arising from the substandard used cars and give customer confidence to the Company's service standard. The Company has a strong marketing team with extensive experiences in used car financing. They specialized in used car appraisal and inspection which will enable credit verification to be more accurate. Moreover, the Company has debt management staffs with high experience in debt monitoring, collection and car repossession. Thus, the Company has no loss incurred from significant error in the price appraisal of used cars.

### **3) Risk of Non-Performing Loans**

#### Risk Characteristics

Risk of Non-performing Loan: NPL, It's caused by Default on a debt and resulting in non-performing loans is one of the risks which might arise from Lending. The company places a high priority on the monitoring and management of NPLs and maintains adequate loan loss provisions.

#### Risk impact

The risk of non-performing loan (NPL) lead to a decline in the quality of its loan portfolio. Then NPLs increases, the company will set aside a higher allowance for expected credit losses in accordance with financial reporting standards, which is an expense on the income statement and has a direct impact on the company's profit.

As of the end of Year 2022- 2024, non-performing loans accounted for 3.47 percent 4.70 percent and 6.97 percent of total outstanding receivables of the Company and its subsidiary, respectively. Non-performing loans to total outstanding receivables ratio was increased. This factor could significantly impact on the company's overall performance, financial position, and net profit.

#### Risk management measures

To prevent the risk arising from non-performing loans, the Company and its subsidiary hence have laid out the measures comprising screening of quality employees and customers, being strict and careful in credit approval process and building up an effective credit control and collection system. In addition, the Company and its subsidiary opt for the liquid and popular assets which can be promptly resold at good price, to generate profit or minimize loss, in case of customer default of payments. However, in case of which the selling price of asset sold is less than the amount of outstanding debts, the Company and its subsidiary can pursue the collection and legal proceeding to claim for the remaining debts from its debtors Furthermore, the company

and its subsidiary continue on legal process with these bad debts which have been partially collected or sometimes found other assets of the debtors.

**4) Risk from relying on dealers**

Risk Characteristics

For the truck industry, manufacturers sell products through dealers and dealers will propose the loan service provider to customers to consider. Dealer is an important part in choosing credit providers of customers.

Risk impact

The Company and its subsidiary mainly do the marketing through dealers. Therefore, the Company and its subsidiary have a risk of relying on dealers to refer customers. This could significantly risk impact on the business's ability to operate.

Risk management measures

The Company and its subsidiary have been in this business for a long time. This makes the Company and its subsidiary have a strong relationship with dealers. In addition, the Company and its subsidiary have a policy to reduce the risk of relying on a particular dealer by continually seeking new potential partners.

**5) Risk from inability to sell assets foreclosed and losses from sale of foreclosed assets**

Risk Characteristics

The Company and its subsidiary have assets foreclosed repossessing from customers who are unable to pay the installment. The Company and its subsidiary will sell assets foreclosed for repayment of the loans. Therefore, if the Company and its subsidiary cannot sell the assets foreclosed or the sales do not cover the outstanding loans and cause losses from the sales, it will affect the Company and its subsidiary's financial position and performance.

Risk impact

In 2024, the Company sold a total of 2,039 units of assets foreclosed, with a loss in the amount of THB 895.72 million. As of December 31, 2024, there were 2,598 units of assets foreclosed remaining, with a value of THB 3,408.11 million. This will increase losses from the sale of non-performing assets and negatively impact its overall financial performance, including operating results and net profit.

Risk management measures

However, the Company and its subsidiary have a set strict and efficient measures for credit approval in order to reduce the risk of default, as well as having an effective credit control and monitoring system to quickly track down and repossess the cars and to sell at the best price. In addition, the Company is trying to increase the distribution channel of the repossessed cars by establishing a website [www.mycarmytruck.com](http://www.mycarmytruck.com)

## 6) Risks of exceed 50 percent shares held by major shareholders

### Risk Characteristics

As at December 31, 2024, Chailease Group (a group of major shareholders) held 266,082,577 shares, representing 50.41 percent of the total paid up shares. As a result of this shareholding structure, Chailease Group can control most of the resolutions of the shareholders' meeting including the election of directors and other matters which require majority voting for approval. With exception to the matters, as required by law and other rules and regulations of the Company, to have a vote of not less than three quarters of the total number of votes from shareholders who attend the meeting and have the right to vote.

### Risk impact

Therefore, other shareholders may not have enough voting right to check and balance on the proposal from the major shareholders. This could significantly risk impact on the company's reputation for transparency and trustworthiness.

### Risk management measures

However, the Company has appointed 5 directors as the independent directors who 4 of 5 are in the Audit Committee. The Audit Committee shall monitor and consider any conflict of interest transactions according to the rules and regulations, to ensure transparency, auditability, reasonableness, and the best interest for the Company.

## 2.2.3 Financial Risk

### 1) Risk of Mismatching between the Term of Financing and Source of Fund

#### Risk Characteristics

The leasing business requires substantial capital which is primarily sourced from short-term and long-term borrowings from financial institutions, equity, public offerings, and operating cash flow and operating cash flow to support its leasing business.

#### Risk impact

The Company and its subsidiary charge a fixed interest rate to their hire purchase and leasing customers throughout the term of agreements while some of the loan's borrowing costs fluctuate according to the market interest rate. This leads to interest rate risk especially when the interest rate increases. If the company is unable to manage risk of mismatching between the term of financing and source of fund and insufficient operating cash flow. This could negatively impact the company's liquidity and cash flow management efficiency.

#### Risk management measures

The company effectively manages its capital structure, which includes loans, bonds, and bill of exchange, with the objective of minimizing the cost of capital. However, as in the year 2023 and 2024, 34.82 percent and 35.50 percent of total receivables have been repaid each year, therefore the Company and its subsidiary can lend the proceeds collected to new debtors at the higher interest rate according to the market situation.

## 2) Risk of Liquidity

### Risk Characteristics

Risk of liquidity arises due to a portion of the company's and its subsidiaries' debt being short-term borrowings. This could lead to the risk of early loan repayment or non-renewal the loan.

### Risk impact

If the company is unable to manage risk of liquidity and maintaining of cash flow. This could negatively impact the company's operating, financial position, stakeholder confidence and corporate image.

### Risk management measures

In relation to the financial liquidity risk, the Company and its subsidiary can be exposed to the risk of demand for loan repayment or non-renewal of the loans after maturity by the financial institutions as the majority of loan of the Company and its subsidiary are short-term. However, most of these short-term loans are from financial institution is the Company's major shareholder, hence the risk of demand for loan repayment is minimal. In addition, the Company and its subsidiary have never incurred any problem concerning the source of borrowing and sufficiency of the working capital as their short-term loans have never been recalled for repayment or unable to renew upon maturity. Furthermore, the Company and its subsidiary have sought for additional credit line from domestic financial institutions and diversified to more fund from new sources such as equity market and debt capital market, which can secure the financial liquidity risk. Moreover, and its subsidiary have hedged against liquidity risks by increasing the proportion of long-term borrowing. As at December 31, 2024, the ratio of long-term borrowings to short-term borrowings was at 91:9.

## 3) Risks from Interest Rate Volatility

### Risk Characteristics

Because the Company and its subsidiaries' sources of fund are from shareholders' equity, borrowing from Thai and foreign banks, and debenture issuance and bill of exchange in Thai bond market association. Result, effected on the operating results of the Company directly and significantly and Interest income from loans are operating costs, as the company's primary revenue source from fixed-rate interest income from loans.

### Risk impact

By December 31, 2024, the Company has the total interest-bearing debt of the Company, or equivalent to 59,984.00 million baht and interest bearing debt to equity or IBD/E ratio equivalent to 5.81 time. If the interest rate increases, it may have significantly impacts on profits and the company's operations.

### Risk management measures

In order to reduce impacts on financial costs due to changes in market interest rates, the Company will increase proportion both long-term loans and debentures. The company's

credit rating at A(thai) level by Fitch Ratings (Thailand) Limited on November 21, 2024 with savings funding costs and to manage risk from interest rate volatility.

#### 2.2.4 Compliance Risk

##### 1) Risk from the company's inability to comply with the laws and regulations

###### Risk Characteristics

The company conducts business according to good corporate governance guidelines and complies with relevant laws and regulations. It is under the supervision of government agencies and related agencies, including the Ministry of Finance, Bank of Thailand, Office of the Consumer Protection Board, Office of the Anti-Money Laundering Commission, Office of Insurance Commission, The Securities and Exchange Commission, and other regulators related to the business operations.

###### Risk impact

The relevant authorities have the power to impose penalties on both the company and its employees. These penalties may be imposed for conducting business in violation of laws, regulations, or requirements, or for breaching any legal duty. Such penalties may include public or private charges, fines, disciplinary proceedings, and, in severe cases, suspension or revocation of relevant licenses or legal proceedings. If the Company is unable to conduct business in accordance with laws, rules and regulations, it may significant impact the business, reputation, image and operating results of the Company.

###### Risk management measures

The Company is aware of this risks and therefore has set up compliance department to be responsible for following the change of the related laws and regulations, evaluating the impact of such changes, communicating and creating understanding of the rules and regulations. This information will be applied to develop appropriate measures and report to the committee to ensure compliance with regulations.

##### 2) Risk of Personal Protection Law

###### Risk Characteristics

The Company recognizes the importance of protecting personal information, which is an important basic right to privacy that must be protected according to the law regarding personal data protection and according to the The Personal Data Protection Act B.E. 2562 (2019) to protect people's rights regarding personal data and prevent damage from infringement.

###### Risk impact

If there is a lack of proper data control management, the Company and its employees may be at risk of being sued for damages or a lawsuit, fines, imprisonment, and administrative penalties. It may significant impact the business, reputation, image and operating results of the Company.

###### Risk management measures

Therefore, the company has announced a policy to protect customers' personal information and procedures to cover all operating activities of the Company and its subsidiaries

related to personal data, such as data storage channels, type and format of stored data, objectives in using the information, sharing such information with others as well as how the Company protects customers' personal information, penalties and legal proceedings.

## 2.2.5 ESG Risk which covers the environment, society, and corporate governance

### 1) ESG Risks

#### Risk Characteristics

ESG risk is risk related to environmental, social and governance (ESG) issues. As businesses strive to combine profitability with sustainability, organizations are becoming increasingly aware of these risks. This will contribute significantly to improving the company's competitive advantage, profitability, brand image, and long-term sustainability. As a result, it is essential for companies to embed sustainability risk management into their business processes and engage all employees in sustainability initiatives.

#### Risk impact

The Company has risk related to environmental issues from the climate change that may cause weather-related disasters such as flood that impacts on transportation and the agriculture sector and consequently affects the payment of customers.

#### Risk management measures

The Company takes that risk into account by closely following up customers. If there is an event that the customers are unable to pay the installment as a result of a natural disaster, the company will assist customers by assisting plans such as debt restructuring, etc.

### 2) Risk of the Environment

#### Risk Characteristics

The company's commitment to environmental sustainability is a crucial component of its long-term growth. Environmental risks can arise from both internal and external factors. The companies must awareness and cultivate a culture of environmental resource management, throughout the value chain.

#### Risk impact

Risk of the environment can arise from pollution, including water pollution and air pollution. If a company without to manage its energy, waste water , and emissions, it could significant environmental consequences and increase the company's expenses. Activities, which are harmful to society and/or the environment, either by the Company or its business partners, will affect the credibility of the company.

#### Risk management measures

The Company monitors and assesses social and environmental responsibility by cultivating an attitude and creating a corporate culture to make employees responsible for the environment and Social support activity, CSR volunteer, Energy and water resources saving campaign, Waste reduction, Promoting the most efficient use of resources and retain knowledgeable employees to environmental responsibility.

From the business operations of the Company, the Company has to consider the impact on the environment as a key factor in the development of the Company to be sustainable. Subsidiaries (Bangkok Grand Pacific Lease Public Company Limited) provide credit services for the environmental friendly products such as Solar rooftop assess credit considerations for ESG risks to safeguard against severe adverse impacts to society and environment.

### **3) Risk from Climate Change**

#### Risk Characteristics

The rapid change of climate as well as the increase of occurrence and effect such as the increase in temperature, climate variability, natural disasters including fires, storms, floods and droughts, can affect the Company's business both directly and indirectly.

#### Risk impact

The impacts of climate change arise significant direct and indirect risks to businesses. There are also events that cause the Company's business to suddenly stop and cause damage, such as floods, which may affect service delivery in some areas. Storms cause damage to the Company's property or air pollution affects health, etc.

#### Risk management measures

The Company is aware of its responsibility towards the issue of climate change and has prepared a disaster prevention and disaster relief plan, surveillance and methods for dealing with natural disasters, guidelines for preventing significant impacts on the company and has a policy regarding safety and health in the workplace.

### **4) Risk of Fraud and Corruption**

#### Risk Characteristics

The Company has a policy to conduct business by emphasizing anti-fraud or corruption and adhering to morality, ethics, transparent management, and responsibility to all stakeholders. Including considered in all company activities to ensure that the company operates with integrity, transparency, and good corporate governance.

#### Risk impact

Risk of fraud and corruption can have a significant negative consequences for both the company and all stakeholders. Corruption and fraud can occur at every activities of business operations, both intentional and negligent such as bribery, conflicts of interest, extortion, and any other actions taken to obtain an unfair advantage. These risks impact on the company's business, reputation, and competitive advantage.

#### Risk management measures

The Company has demonstrated its commitment to fighting fraud and corruption. The Company has announced its commitment as a collaborative approach of Thai private sector in combating corruption and has been certified as a member of the Thai Private Sector Collective Action against Corruption (CAC) since 2017 (2017 – 2020), 1st renewing its membership with CAC

in 2020 (2020 – 2023) and in 2023, the company renewing its membership with CAC 2<sup>nd</sup>, which expires in the 2026 (2023 – 2026).

In order to reduce the risk of fraud and corruption that may occur, the Company has set up an anti-fraud and corruption policy. It arranges an internal audit to ensure the internal control system and to audit the operations of all departments to comply with the requirements and regulations, including conducting corruption risk assessments on a quarterly basis and communicated it to employees at all levels to comply. Additionally, channels for whistleblowing on corruption and whistleblower protection measures for stakeholders related to business operations are also in place.

## 5) Risk of Human Rights

### Risk Characteristics

Human rights are human dignity and fundamental freedoms to which all human without discrimination, regardless of race, color skin, sex, language, religion, political, national or other opinion. Human rights violations are a delicate issue in today's society and all sectors are both agents and potential perpetrators of human rights.

### Risk impact

Human rights concerns present both opportunities and risks for businesses, example business operations that enhance social well-being, safe and healthy work environment for their employees and stakeholders. Additionally, can also lead to negative consequences, including labor rights violations, illegal employment, discrimination, and invasions of customer privacy. If a Company has a complaint and it is brought to the public's attention, it will directly and indirectly affect the reputation and image of the Company.

### Risk management measures

For this reason, the Company has established a policy to support and respect the protection of human rights by treating related parties with equal respect and equality without discrimination. It does not discriminate against race, gender, age, skin color, religion, disability, sexual preference, or social status. It respects labor rights by not using forced labor, child labor, pregnant women labor, and strictly adheres to relevant laws and labor regulations, as well as encouraging partners and business partners to do the same. In addition, the Company monitors compliance with human rights requirements by providing participation in expressing opinions and providing channels for receiving complaints about actions that are inconsistent with the human rights policy for those who have been damaged by rights violations arising from the Company's business operations.

## 2.2.6 Emerging risks

### 1) Risks from changes in consumer behaviors and needs.

#### Risk Characteristics

Nowadays, consumer behavior and need can change rapidly. If companies cannot adapt to meet that change, they will encounter problems in business operations. For the Company, there is



a risk arising from changes in consumer behavior and needs from environmental awareness as well as needs to decrease the cost of fuel which results in an increase in demand for electric car.

Risk impact

If the customers change to buy electric car but the Company is unable to provide loan for that. It may cause the company's lending amount to decrease and affect the Company's operating performance and The company's competitive advantage.

Risk management measures

The Company pays attention to such risks and study and monitor of consumer needs and trend regularly to be able to develop products and services that can serve the future trends. The Company continuously study the feasibility of new products and services and develops potential products such as Specific car group (Electric Vehicle-EVs, Premium car or Bigbike) and expanding high return the loan portfolios.

**2) Risks from Cyber Threats**

Risk Characteristics

Technology development as well as business operations change to become a digital organization is a development to make business operations more efficient. On the other hand, it can also increase the risk of cyber threats.

Risk impact

The risk of cyber threats can affect business operations, service, or data protection. Some of the cyber threats is ransomware, which is malware whose purpose is to attack data, files and documents, or other threats that damages the computer system or data

Risk management measures

The company recognizes the importance of such threats, therefore the Company sets policies and guidelines for cyber security protection and strictly complies with them, including the installation of protective equipment and security as well as specifying the scope of employees' access to information, frequency of data back up and transfer, and responsibility of information technology department in the emergency situation, including reviewing the continuity plan at least once a year. In addition, the company uses information technology systems to support fair and equality of customer service, and develop programs to support daily operations.

**3) Risk from changes in laws regulations, and related accounting standards**

Risk Characteristics

There are several laws, regulations, and standards related to hire purchase and leasing business such as Decree, Royal Gazette, Financial Institution Business Act, Consumer Protection Act, Debt Collection Act, Accounting Act, Accounting Profession Act, including accounting policies and financial reporting standards.

Risk impact

Therefor, if there are changes, additions or amendments to laws, regulations or accounting rules related to business operations. That changes could affect business operation and result in business performance.

Risk management measures

In this regard, the may have a negative impact on the Company's operating results, both directly in terms of loan approval, growth of the loan portfolio and the indirect impact on the Company's operating costs. The Company therefore creates awareness of this risks and has studied and followed up on changes in various rules, regulations, policies of relevant agencies regularly.

**4) Carbon Tax Risk**

Risk Characteristics

Currently, many countries are implementing the carbon tax law to collect tax from carbon or greenhouse gas emissions. Thailand, by the Excise Department, Ministry of Finance, is now developing carbon tax law to be in line with the international standards. This includes the study of Carbon dioxide emissions measure and collaboration with relevant ministries, organizations, and agencies to consider adjusting the tax structure to be consistent and appropriate. The examples of measures to promote sustainable development include measures for green business loans (solar panels), low interest rates, and measures to promote the use of electric cars, etc.

Risk impact

In this regards, it may have a negative impact on the Company's operating results, both directly in terms of loan approval, growth of the loan portfolio and the indirect impact on the increase of Company's operating costs.

Risk management measures

The Company therefore creates awareness of the importance of maximizing the use of resourses and regularly promotes for responsibility towards natural resources, environment, and participation in save the world campaign.

**5) Geopolitical risks**

Risk Characteristics

Geopolitical risks are a significant external threat that could impact the Thai economy in the near future. The overall situation of geopolitical conflict tends to escalate, including the trade war between the US and China, and violent conflicts such as the war between Russia and Ukraine, the war between Israel and Hamas (Palestine), and Israel and Iran, as well as the upcoming elections in many countries such as the United States or India.

Risk impact

This risk are one of the negative factors that contribute to the economic slowdown, including the impact of higher oil prices and the impact of the global supply chain, which affects exports. These problems directly affect business operations and company performance.

### Risk management measures

The company has a risk management approach to the impacts of Geopolitical risks by diversifying its customer base across a variety of industries and also developing a wide range of products. Furthermore, the company continues to closely monitor the news to adjust the operating plan in a timely manner.

### 2.3. The operational risk management

Credit risk management main purpose is to establish for risk management that the counterparty will default on a contract due to internal improper or faulty on operation, financial affairs, system, personnel, or external changes on counterparty itself, economy, and laws, which may cause the company financial loss.

The Company has employed risk management guidelines following;

- 1) **Establish Objectives/Goals:** It establishes corporate/business line objectives that are consistent with the organization's vision and mission, as well as its policies and main goals.
- 2) **Risk identification:** Combining key risk issues that cause the performance to not meet the set goals can be used to create a corporate risk profile.
- 3) **Define Risk Assessment Criteria and Risk Appetite:** It defines a risk assessment criterion in terms of the likelihood and impact of risk events to classify the importance of the risk using a risk map, including setting risk appetite and key risk indicators/trigger point (KRI).
- 4) **Risk Assessment:** It is the analysis of various information related to the identified risk factors to assess the risks according to the specified criteria.
- 5) **Risk measurement:** It determines a method to manage risks to an acceptable level with various measures.
- 6) **Follow-Up and Report Risk management Results:** The Company has assigned the management division responsible for risk (Risk Owners) to follow up and take action to manage the risk to be at an acceptable level.
- 7) **Evaluation of operational risk treatment plan:** After implementation of operational risk treatment plan, business unit or department should assess and measure the underlying risk again to evaluate the effectiveness of the treatment plan. If the result of treatment plan does not mitigate the risk to the acceptable levels, business unit or department should propose and implement another treatment plan to mitigate the risk as planned.

### 3. Business Sustainability Development

#### 3.1 Policy and objectives of sustainable management

The Company and its subsidiaries focus on driving business sustainable growth with awareness of sustainable development and regarded as a guideline for the Company's operations which covers all dimensions including economy, society and environment along with risk management, maintaining good corporate governance principles, adhere to conducting business with transparency, committed to improving the quality of operations and developing capabilities as well as setting guidelines and concrete operational processes in line with sustainability guidelines to build confidence among stakeholders in the business value chain. The Company has established a sustainability management framework and policy by giving importance to business operations and considering the sustainability operations in 4 aspects as follows.

##### 1. Economic Security

- The Company aims to operate business to create sustainable growth and return.
- The Company provides credit services responsibly to all stakeholders and is committed to conducting business on the basis of good corporate governance in order to generate sustainable return along with setting appropriate risk management strategies.
- The company is committed to customer centricity by promoting innovation and product and service development to serve the needs of customers and social change.
- The company is committed to continuously developing and improving work efficiency to cope with future changes.

##### 2. Value and Social Responsibility






















- The Company treats customers and partners with honesty, appropriateness and fairness as well as treating creditors with responsibility.
- The Company has a policy to take care and develop society, support activities for public benefit and create educational opportunities for youth as a foundation for a good quality of life in the future.

##### 3. Sustainable Environment

- The company aims to be a part of environmental conservation.
- The company is committed to conducting environmentally friendly business by developing of eco-friendly products and focusing on customers who operate business with environmental responsibility.
- The company promotes knowledge and practices on environmental conservation to employees as well as promoting the most efficient use of resources.
- The company attaches importance to promoting and supporting environmental activities in order to create participation and be able to expand the environment conservation effectively

#### 4. Sustainable Environment

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- The company attaches importance to promoting and supporting environmental activities in order to create participation and be able to expand the environment conservation effectively

	Sustainability Policy		
	Economic	Social	Environment
<b>Target</b>	Operate business to create sustainable growth and return	Being a responsible organization for social and all stakeholders	Being a part of environmental conservation
<b>Guidance</b>	1. Development of comprehensive products and services to serve the needs of customers and social change. 2. Focusing on improving efficiency and effectiveness of operations. 3. Management with transparency.	1. Fair and appropriate treatment of employees. 2. Treat customers and partners with honesty, appropriateness and fairness. 3. Responsible treatment of creditors 4. Operate business with social responsibility and ethics along with taking care of society and community. 5. Strictly comply with the regulations of related regulators.	1. Development of eco-friendly products. 2. Promoting knowledge and practices on environmental conservation to employees. 3. Promoting the most efficient use of resources. 4. Promoting and supporting of environmental activities.
<b>Sustainable Development Goals</b>	   	        	       

### 3.2 Management of impacts on stakeholders in the business value chain

#### 3.2.1 Business value chain

The Company committed to create value for products and services in order to meet the expectation of key stakeholders involved in business operation from upstream to downstream which can be identified as the Value Chain as follows:

Primary activities	<b>Inbound logistics</b> Using fund from equity and borrowing to provide loan to customers.
	<b>Operations</b> Offering various loan services to customers such as hire purchase and leasing for automobile and vehicle, title loan, loan for business, factoring and life and non-life insurance broker services, as well as, registration services. The Company will design variety of products and services to cover all needs of target customers.
	<b>Outbound logistics</b> The Company provides services to customers through branches, service at the dealer's showroom and direct marketing.
	<b>Marketing and Sales</b> The Company provides clear, accurate, complete, straight and most beneficial information about products to customers and answers questions clearly. The Company will offer products that suit and meet the needs of customers as well as fast service. The Company's marketing officers will coordinate with both customers and dealers to offer services.
	<b>Customer services</b> After the completion of the loan service the Company still takes care of customers continuously, such as calling to follow up if the customers forget to pay the installment to help prevent customers from default. In addition, it also provides advice to customers if customers have problems in paying installments, and a convenient installment payment system.

Activities that support the company to achieve its main activities include credit analysis, support systems include accounting, finance, legal and information technology systems which are important parts

Support activities	<b>Accounting and finance</b> Are accurate, transparent and financially stable to enable the business to operate sustainably.
	<b>Human resource management</b> Focuses on developing human resources and enhancing corporate culture and fair compensation.
	<b>Legal and Good corporate governance</b> Updated the laws related to business operations and responsibility for legal act contract and lawsuit.
	<b>Information technology systems</b> New product invention, original product improvement and check the system to be stable to ready at all times.

### 3.2.2 Analysis of stakeholders in the business value chain

The Company give importance to all groups of stakeholders, whether internal or external. The policy is to meet the expectations of the stakeholders as follows:

Stakeholders	Stakeholder expectation	Stakeholder expectation responsiveness	Company Responders
1. Shareholders / Investors	<ul style="list-style-type: none"> <li>- Continuous and sustainable performance growth</li> <li>- Receive adequate information</li> <li>- Efficient business operations</li> </ul>	<ul style="list-style-type: none"> <li>- Operate business to grow and generate continuous profit.</li> <li>- Disclose information completely and timely.</li> <li>- Effective management of company resources</li> <li>- Respecting shareholder rights, granting rights to propose meeting agenda, nominate individuals for election as directors and advance questions</li> </ul>	<ul style="list-style-type: none"> <li>- Annual General Meeting of Shareholders (AGM)</li> <li>- Opportunity Day Activities</li> <li>- Analyst Meeting and Company visits etc.</li> <li>- Prepare an annual One Report (56-1 One Report) and SD Report</li> <li>- Management Discussion and Analysis (MD&amp;A)</li> <li>- Disclose information through IR- Web</li> <li>- Channels for inquiries</li> </ul>
2. Employees	<ul style="list-style-type: none"> <li>- Reasonable, fair compensation, including other welfare</li> <li>- Secure job with career path</li> <li>- Opportunity to continuously learn and develop.</li> <li>- Fairness in work.</li> <li>- Health and safety at work.</li> </ul>	<ul style="list-style-type: none"> <li>- Fair compensation, incentives and good welfare.</li> <li>- Promote opportunities and career growth.</li> <li>- Promote learning and development both internal training and external training.</li> <li>- Treat employees equally and fairly.</li> <li>- Create a good workplace.</li> </ul>	<ul style="list-style-type: none"> <li>- Performance evaluation</li> <li>- Company system (Intranet)</li> <li>- Employee Opinion Survey</li> <li>- Channels for whistleblowing and complaints.</li> <li>- Executives meet employees</li> </ul>
3. Customers	<ul style="list-style-type: none"> <li>- Products that meet the needs.</li> <li>- Receive good service with reasonable and fair prices and conditions.</li> <li>- Easy and quick access to services</li> </ul>	<ul style="list-style-type: none"> <li>- Develop suitable products according to market demand.</li> <li>- Disclose complete and accurate product information.</li> <li>- Provide good and fast service to make customers satisfied.</li> </ul>	<ul style="list-style-type: none"> <li>- Communications and public relations through various channels such as FB, call center and line official.</li> <li>- Credit services and Engagement Relationship</li> <li>- Customer Opinion / Satisfaction Survey</li> </ul>
4. Business partners	<ul style="list-style-type: none"> <li>- Receive remuneration</li> <li>- Build a good relationship and take care of regularly</li> </ul>	<ul style="list-style-type: none"> <li>- Comply with the terms of contracts which are fair and transparent.</li> </ul>	<ul style="list-style-type: none"> <li>- Credit services and Engagement Relationship</li> </ul>

Stakeholders	Stakeholder expectation	Stakeholder expectation responsiveness	Company Responders
		<ul style="list-style-type: none"> <li>- Visit partners regularly to listen to opinions, suggestions in order to improve the Company's system and business operations.</li> </ul>	<ul style="list-style-type: none"> <li>- Acceptance of complaints and Satisfaction assessment</li> <li>- Trade agreement</li> <li>- Training and knowledge sharing</li> </ul>
5. Competitors	<ul style="list-style-type: none"> <li>- Behave according to the good competition rules.</li> <li>- Compete fairly.</li> </ul>	<ul style="list-style-type: none"> <li>- Operate business with ethics</li> <li>- Operate business by the rules and good common.</li> <li>- Fair Competition</li> </ul>	<ul style="list-style-type: none"> <li>- Attending the Thai Hire Purchase Association Meeting</li> <li>- Communications and public relations through various channels such as FB and call center.</li> </ul>
6. Creditors / lender	<ul style="list-style-type: none"> <li>- Comply with the agreement</li> <li>- Repayment of debts on time</li> </ul>	<ul style="list-style-type: none"> <li>- Comply with the agreement</li> <li>- Repayment of debts on time</li> </ul>	<ul style="list-style-type: none"> <li>- Making agreements and contracts.</li> <li>- Meeting and providing information to relevant authorities.</li> <li>- Providing accurate and sufficient information</li> </ul>
7. Regulators / Government Agencies	<ul style="list-style-type: none"> <li>- Regulations compliance</li> <li>- Coordination to request government services and receive project inspections</li> <li>- Sharing opinions and build good relationships with government agencies</li> </ul>	<ul style="list-style-type: none"> <li>- Strictly comply with the regulations</li> <li>- Study and understanding of the laws and regulations, implementing be consistent with business operations by adhering to the laws or related regulations strictly.</li> <li>- Disclose operational information accurately and transparently.</li> </ul>	<ul style="list-style-type: none"> <li>- Attending meetings to listen and give comments on draft law and Good corporate governance</li> <li>- Sharing opinions and knowledge</li> <li>- Build good relationships with government</li> <li>- Reporting and proving information to government sector.</li> </ul>
8. Community /Society	<ul style="list-style-type: none"> <li>- Operate business with social responsibility</li> <li>- Preventing impacts from business operations and social impact.</li> <li>- Preventing impacts from business operations</li> </ul>	<ul style="list-style-type: none"> <li>- Servuy community needs, satisfaction and impacts.</li> <li>- Help for social development</li> <li>- Have social and environmental responsibility</li> </ul>	<ul style="list-style-type: none"> <li>- Develop products or services that environmentally responsible</li> <li>- Community Relations Activities (CSR)</li> <li>- Community Opinion / Satisfaction Survey</li> <li>- Communications and public information Social media</li> </ul>



### 3.2.3 Materiality Assessment Process

#### Step 1 Identification of relevant sustainability issues

Take into account the expectations of stakeholders, relevant issues in the real estate industry, including emerging risks and major global trends.

#### Step 2 Prioritizing the key issues

Workshop to discuss with the Sustainability and Environment Working Group, including considering the results of opinion surveys and the issues that stakeholders pay attention to.

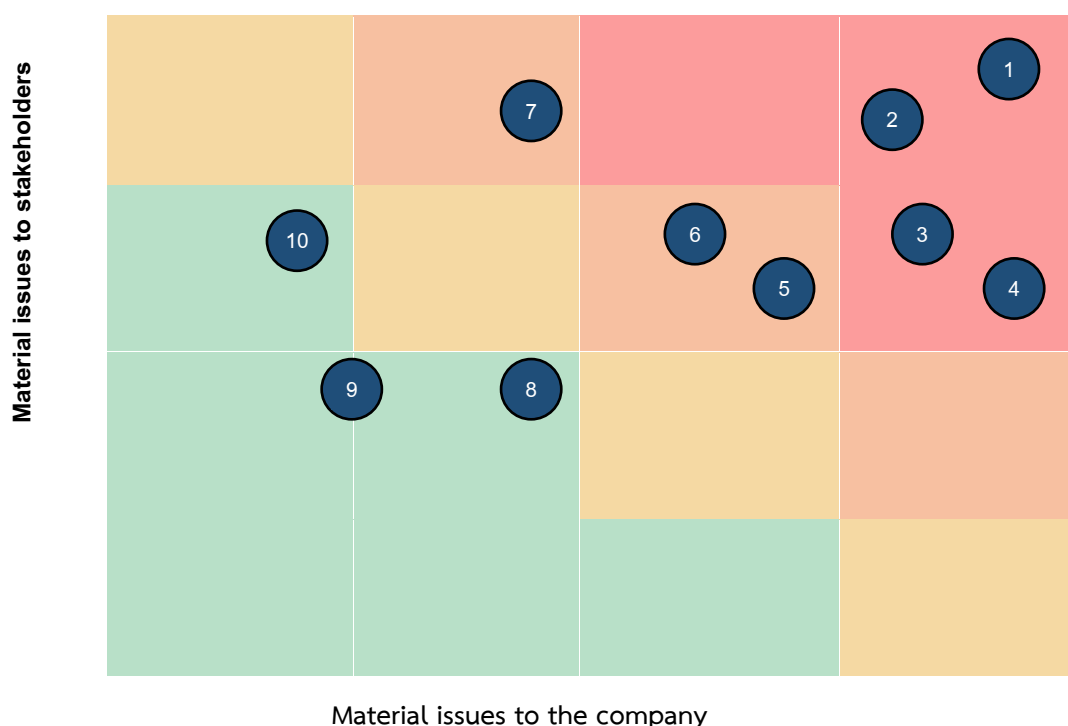
#### Step 3 Verification of key issues

Present sustainability key issues to corporate leaders/Corporate Governance and Sustainability Committees for consideration and approval in line with the context, goals and strategies of the Company.

#### Step 4 Continuous development

Continuously review the disclosures in the Integrated Sustainability Report, as well as collecting opinions and suggestions from relevant stakeholders.

#### Materiality Assessment






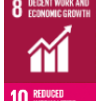




















Important material issues affecting business operations are as follow;






- 1) Provide comprehensive products to serve the needs of customers and social change
- 2) Good corporate governance
- 3) Human resource management
- 4) Risk Management

- 5) Development of information technology
- 6) Respect for Human Rights and Fair Treatment of Workers
- 7) Responsible treatment of stakeholders
- 8) Taking care the community and society
- 9) Environmental management
- 10) Greenhouse Gas and Climate Change Management

The Company has important sustainable development issues as detailed in the following table.

Sustainability Dimension	Key issues	Impact/Importance	Strategy	SDGs	GRI
Corporate Governance and Economy	1. Provide comprehensive products to serve the needs of customers and social change	Pass on the image of the brand and impact on continuously operational	Develop comprehensive products considering the needs of customers and social change	 	<ul style="list-style-type: none"> <li>Stakeholder Engagement (GRI 102-43)</li> <li>Non-discrimination (GRI 406)</li> <li>Customer Privacy (GRI 418)</li> </ul>
	2. Good corporate governance	Reputation impact of transparency in operations	Conduct business with transparency and in a verifiable manner according to the principles of business ethics and complies with the criteria of CGR by the Thai Institute of Directors.	 	<ul style="list-style-type: none"> <li>Ethics &amp; Integrity (GRI 102-17)</li> <li>Supplier Environmental Assessment (GRI 308)</li> <li>Supplier Social Assessment (GRI 414)</li> </ul>
	3. Human resource management	The impact on continuously operational because employees play an important role in the development of the organization.	Create a corporate culture for unity and increase potential according to individual suitability and Fair remuneration, and good welfare as well as supporting opportunities and career path	  	<ul style="list-style-type: none"> <li>Employment (GRI 401)</li> <li>Training &amp; Education (GRI 404)</li> <li>Diversity &amp; Equal Opportunity (GRI 405)</li> </ul>
	4. Risk Management	Reputation impact of transparency in operations and impact on continuously operational	Review issues and unexpected risks that impact in business operations	 	<ul style="list-style-type: none"> <li>Risk Management (GRI 103)</li> <li>Strategy (GRI 102-15)</li> </ul>

Sustainability Dimension	Key issues	Impact/Importance	Strategy	SDGs	GRI
	5. Development of information technology	Reputation impact of transparency in Data Security	Promoting the development of information technology to develop products and services and work processes to be more efficient.	  	<ul style="list-style-type: none"> <li>Risk Management (GRI 103)</li> <li>Customer Privacy (GRI 418)</li> </ul>
Social Dimension	6. Respect for Human Rights and Fair Treatment of Workers	Operational impact where business partners are at risk of violating human rights and new business partners.	Comply with regulations and policies, encourage all participate stakeholders according to the code of conduct	    	<ul style="list-style-type: none"> <li>Employment (GRI 401)</li> <li>Forced and Compulsory Labor (GRI 409)</li> <li>Non-discrimination (GRI 406)</li> <li>Human Right Assessment (GRI 412)</li> </ul>
	7. Responsible treatment of stakeholders	Reputation impact of transparency in operations and impact on continuously operational	Treat customers and partners with honesty, appropriateness and fairness and treatment creditors with responsibility.	 	<ul style="list-style-type: none"> <li>Stakeholder Engagement (GRI 102-43)</li> <li>Non-discrimination (GRI 406)</li> <li>Customer Privacy (GRI 418)</li> </ul>
	8. Taking care the community and society	The impact on Pass on the image of the brand and all stakeholder	Emphasis on creating participation for employees, residents, communities and related agencies in operating for social and environmental development.	    	<ul style="list-style-type: none"> <li>Risk Management (GRI 103)</li> <li>Local Community (GRI 413-1)</li> <li>Stakeholder Engagement (GRI 102-43)</li> </ul>

Sustainability Dimension	Key issues	Impact/Importance	Strategy	SDGs	GRI
Environmental Dimension	9.Environmental management	The impact on reputation is in line with the trend among consumers who care about the environment	Promoting of environmental supporting activities and Development of eco-friendly products.	    	<ul style="list-style-type: none"> <li>Emissions (GRI 305)</li> <li>Energy (GRI 302)</li> </ul>
	10. Greenhouse Gas and Climate Change Management	The impact on reputation is in line with the trend among consumers who care about the environment and Climate change	Driven from the policy level, along with establishing a working group on sustainability and the environment. Implement environmental policy.	    	<ul style="list-style-type: none"> <li>Emissions (GRI 305)</li> <li>Energy (GRI 302)</li> </ul>

### 3.3 Management of environmental sustainability

#### 3.3.1 Environmental Policy and guidelines

The Company and its subsidiaries give importance on environmental responsibility by cultivating an attitude and creating a corporate culture to make employees responsible for the environment and set up environmental policies such as measures to reduce environmental impacts throughout the value chain and reduce resource usage and efficient resource utilization.

The environmental measures that the Group has implemented are as follows:

Development of eco-friendly products	Use of resources	Promoting of environmental supporting activities.
Loan for solar power generation and electric vehicles	Promoting the most efficient use of resources.	Promote awareness of employees to understand and realize the importance of environmental protection.

### 3.3.2 Environmental operating results

#### 1. Development of eco-friendly products

The Subsidiary (Bangkok Grand Pacific Lease Public Company Limited), a part of supporting and promoting clean energy. The Subsidiaries provide credit services for solar power generation, including leasing of solar power generation equipment. and loans for use in solar energy production business. In addition, operating the Power Purchase Agreement (PPA) project produced from the solar power system (Solar Rooftop) installed on the roofs of factories or buildings of business operators, which for the most is large-sized industrial. For the distribution and installation, there is an agreement to buy and sell solar energy produced from solar rooftops, in which the Subsidiaries is an investor according to the terms of the contract between the Subsidiary and the customer.

#### Solar Cell hire purchase and loan business

	2022	2023	2024
Number of customers/ contracts	37/41	39/51	36/39
Amount of loan (Million Baht)	187	199	140

#### Solar PPA business

	2022	2023	2024
Number of customers/ contracts	2/2	25/32	67/78
Installed Capacity (kW)	936	11,727	28,673
Amount (Million Baht)	22	260	610

#### 2. Promoting the most efficient use of resources.

##### Water supply consumption

The Company regularly maintains and inspects the branch's water supply system to prevent water loss and meet standards. In addition, the Company has promoted campaigns to encourage employees to save and use water efficiently.

Performance	2023 <sup>1/</sup>	2024 <sup>2/</sup>	Change	
			Cubic Meter	Percent
Water consumption (Cubic Meter)	3,868	5,387	N/A	N/A
Water consumption per head (Cubic Meter/head)	11.28	5.89	(5.4)	(47.7)

Remark: <sup>1/</sup> In 2023, The water consumption and number of employees of branches (The number of branch employee in year 2023 = 343), exclude head office. The company's head office is located in a rented space and cost of utilities are paid on a lump-sum basis included in the lease agreement.

<sup>2/</sup> In 2024, The water consumption and number of employees are used database of all the company (branch+ head office) (The number of employee in year 2024 = 914). The company's head office has relocated and cost of utilities are not included in the lease agreement.

**Electricity consumption**

The Company and its subsidiary are aware of efficient energy management and give importance of lighting system, maintenance of equipment and electrical system, and promote campaign to use electricity as necessary such as turning off the lights during lunch time and turning off the device after use.

Performance	2023	2024	Change	
			kW	Percent
Electricity consumption (kW)	987,895	891,889	(96,006)	(9.7)
Electricity consumption per head (kW/head)	1,117.53	975.81	(141.72)	(12.7)

Note: The number of employee in year 2023 = 884 persons and year 2024 = 914 persons

**Reduce paper usage**

The Company and its subsidiaries have a policy to reduce the use of paper by using technology in operation (Paperless system), encouraging supplier to use E-Tax invoice and E-Receipt to reduce paper, and encouraging employees to use double-sided paper, etc.

Performance	2023	2024	Change	
			Rm	Percent
Paper usage (Rm)	7,874	6,814	(1,060)	(13.5)
Paper usage per total revenue (rm/total revenue)	1.21	1.04	(0.17)	(14.1)

Note: The total revenue in year 2023 = 6,498.71 MB. and year 2024 = 6,408.12 MB.

**Fuel consumption**

The Company and its subsidiaries have measures to manage the fuel consumption and campaigns to reduce expenses, online meetings with customers and partner, including travel expenses of public transportation or carpooling are reasonable and comply with that job.

Performance	2023	2024	Change	Percent
Diesel (Litres)	30,964	30,419	(544)	(1.8)
Gasoline (Litres)	117,906	98,962	(18,944)	(16.1)
Total fuel (Litres)	148,869	129,381	(19,488)	(13.1)
Total fuel consumption per head (Litres/head)	168.40	141.55	(26.85)	(15.9)

Note: The number of employee in year 2023 = 884 persons and year 2024 = 914 persons

**3. Reduction of Greenhouse gas**

The Company and its subsidiaries are aware of the impact of carbon dioxide emissions which is the cause of the Greenhouse Effect and the risk from climate change, which is becoming increasingly severe.

The Company and its subsidiaries. The Company and its subsidiaries are aware of its important role in driving society towards sustainability, committed to supporting and promoting participation in the development of knowledge to reduce carbon dioxide emissions, environmental management, risk management and mitigation of the impacts of climate change. The example of activities such as online meetings to reduce electricity consumption, reduce the paper of lecture handouts and sorting waste to facilitate proper disposal and management of each type of waste etc.

In 2024, the Company and its subsidiaries have implemented projects to reduce greenhouse gas emissions as follows:

#### **The use of clean energy**

The Company supports the use of clean energy. The company has a project to install solar panels to generate solar energy for use at branch offices. Details of branches that have installed and used electricity generation are as follows:

	2022	2023	2024
Number of branches installed and used electricity generation	4 Branches Samut Sakhon, Chiang Mai, Phitsanulok and Khon Kaen branches	9 Branches The new branches include Chiang Rai, Ubon Ratchathani, Udon Thani, Lampang and Surat Thani branches.	13 Branches The new branches include Rayong, chonburi, Songkhla and Nakhonsawan branches.
Amount of greenhouse gas reduction (kg of CO <sub>2</sub> equivalent)	21.1	28.7	82.9

#### **Join “Care the Bear Change the Climate Change” project from the Stock Exchange of Thailand**

The Group joined the "Care the Bear" project, which is established by the Stock Exchange of Thailand, under the concept of "Change the Climate Change" to be a part to reduce global warming by reducing greenhouse gas emissions from company's activities. The principle of 6 Cares consisting of

1. Campaign to travel by public transport or carpool.
2. Reduce the use of paper and plastic from documents and packaging.
3. Stop using foam package or foam for decoration.
4. Reduce electrical use or use energy-saving equipment.
5. Use materials that can be recycled to decorate.
6. Reduce food waste from form events and activities.

The Company and its subsidiaries support online meetings and seminars to reduce energy use and meeting room decorations and to reduce the paper used for meeting documents. The amount of carbon footprint reduced from the activities in 2024 is equal to 1,381.81 kilograms of CO<sub>2</sub> equivalent.

#### 4. Waste reduction

The Company and its subsidiaries have project to reduce waste by encouraging employees to separate recyclable waste such as glass bottles, plastic bottles, etc. The wastes are divided into 3 types which are general waste, recycle waste and electronic waste. Each type of waste will be managed as appropriate.

Performance	2023 <sup>1/</sup>	2024 <sup>2/</sup>	Change	
			Kilogram	Percent
Amount of reuse/recycle waste (Kilogram)	876	6,587	N/A	N/A

Remark: <sup>1/</sup> The data in 2023, collected from the head office and 5 branches (from 19 branches)

<sup>2/</sup> The data in 2024, collected from the head office and 19 branches

#### 5. Promote participation and awareness in environmental activities.

The Company and its subsidiaries have organized social activities (CSR) to encourage employees to do the following:

- Mangrove planting at the Mangrove Forest Conservation Center, Khlong Khon, Samut Songkhram
- Releasing aquatic animals back to the nature, and cleaning up the surrounded area in Bangsan Beach, Chonburi.
- Annual training activities for employees to increase knowledge, understanding and awareness of environmental problems that occur and have widespread impacts.

Details of related policies and information on operating results in the environmental dimension are disclosed in “Environmental dimensions” of the 2024 Sustainability Report and on the company website ([www.ask.co.th](http://www.ask.co.th)) in the “Investor Relations” section.

### 3.4 Social sustainability management

#### 3.4.1 Social policy and guidelines

The Company and its subsidiaries operate business with responsibility for social and all stakeholders inside and outside. The Company adheres to the principles of ethical business operations along with taking care of society and community to grow together in a sustainable way.

Treatment of employees	<b>Fair and appropriate treatment of employees</b>
	<ul style="list-style-type: none"> <li>• Recruit and select employees with an efficient and fair selection system and strictly comply with labor laws</li> <li>• Provide fair compensation to employees determined in accordance with the Company's performance and appropriate welfare.</li> <li>• Support the development of knowledge, abilities and skills of employees</li> <li>• Support career growth</li> <li>• Enhance a good working environment including health, safety and occupational health in the workplace.</li> </ul>



Treatment of customers and business partners	<p><b>Treat customers and business partners with honesty</b></p> <p><u>Treatment of customers</u></p> <ul style="list-style-type: none"> <li>• Commit to service customers for maximum benefit and satisfaction at a fair rate and maintain a good relationship in the long term.</li> <li>• Provide accurate, complete and clear information to customers as well as fair contracts and conditions for both parties.</li> <li>• Store customer information systematically, securely and do not misuse customer information.</li> <li>• Establish a department responsible for giving advice to customers, solving problems and receiving complaints from customers via easily accessible channels.</li> </ul> <p><u>Treatment of business partners</u></p> <ul style="list-style-type: none"> <li>• Comply with the terms of contracts which are fair and transparent.</li> <li>• Visit partners regularly to listen to opinions, suggestions in order to improve the Company's system and business operations.</li> <li>• Not accept property or any benefits from partners</li> </ul>
Treatment of creditors	<p><b>Responsible treatment of creditors</b></p> <ul style="list-style-type: none"> <li>• Comply with the agreement</li> <li>• Repayment of debts on time</li> </ul>
Treatment of community and society.	<p><b>Operate business with social responsibility and ethics along with taking care of society and community.</b></p> <ul style="list-style-type: none"> <li>• Support and carry out activities for the public, community and society.</li> </ul>
Regulations compliance	<p><b>Strictly comply with the regulations of related regulators.</b></p> <ul style="list-style-type: none"> <li>• Business operations laws, regulations, rules and under relevant announcements all party which, government, the private sector and Including all agencies with strictly.</li> </ul>

### 3.4.2 Social operating results

#### 1. Treatment of employees

##### (1) Fair treatment of employees

The Company has a policy and fair treatment guidelines for employees covering 5 issues as follows:

##### Issue 1: Fair employment/termination

The Company has a fair employment policy by specifying a step-by-step procedure starting from requesting, preliminary selection, interview and final selection. The most qualified applicant will be selected for a job opening. The Company selects employees based on knowledge and ability fairly without discrimination on gender, race and religion.

In 2024, the Company has total number of employees 914 persons, divided into male employees 412 persons and female employees 502 persons

The Company's unemployment are specified completely, clearly and fairly. In this regard, human rights have been thoroughly considered and respected. In the event that unemployment, The supervisor must to request unemployment letter form the Human Resources Department and make for approval and then will has informed employees to proceed in accordance with the rules of company.

**In 2024, the Company has not layout employees.**

**Issue 2: Remuneration and welfare of employees**

The Company has a policy to pay fair compensation to employees by setting up an appropriate salary structure. The salary structure is reviewed from time to time according to the changes in the consumer index, economic change or other factors to be able to retain talented employees. The Company also has a policy to pay remuneration to employees at a competitive rate compared to the market in the same type of business.

Determining employee wages is based on factors including position, responsibilities, education, experience, and language and other proficiency that are beneficial to that job or position.

The company provides additional welfare to employees, including medical expenses for both in-patients and out-patients, accident insurance, uniform for female employees, Influenza vaccination, and annual health checking.

**In 2024, the Company has employee expenses totaling 717.81 million baht and employees participating in the provident fund, representing 83% of all employees.**

**Issue 3: Employee Development**

The Company and its subsidiaries had focus on employee development to increase knowledge performance and quality of service. The Company and its subsidiaries have policy to encourage employees to develop knowledge, competency and skills as well as a good attitude by proving both internal training and external training. The HR department is responsible for evaluating training, setting an annual training plan, and evaluating and monitoring the achievement of the training courses.

In addition, the Company encourages directors to attend seminars in relevant and appropriate courses to develop knowledge continuously and lead the company to success.

There are 2 methods for employee development:

- (1) development program provided by the Company that the Company or supervisors play an important role in the development by setting appropriate training programs to employees
- (2) self-development that the employees play an important role for development plan to achieve company goals and/or career advancement plans for themselves.

The Company and its subsidiaries set strategies to develop knowledge and skills of employees in line with the organization's strategy for both executive level, which focuses on the skills of management and psychology and the operational level, which focuses on the skills and knowledges

for employees to learn and practice under the guidance of experienced professionals. The Company and its subsidiaries have provided training within the Company by inviting knowledgeable speakers from internal and external institutions.

In 2024, the Company and its subsidiaries have provided training both internal training and external institutions to managements and employees totaling 89 times comprised of 63 times internal training covered the content to support the work of the Company, and skills relating to the Company business, 26 times external training.

The Company and its subsidiaries have employee development expenses THB 0.35 million and The average hour of training was 11.48 hours/ person/ year.

**Issue 4 :** Take care of employees for quality of life and health, safety and occupational health in the workplace.

The Company and its subsidiaries have a policy of health, safety and occupational health in the workplace by setting safety as the first priority for everyone. The Company and its subsidiaries have a campaign on safety at work constantly regarding workplace safety and sanitation policy.

In 2024, The Company and its subsidiaries have no accidents arising from working and death from work-related injuries. the Company recorded sick leave equal to 1.98 percent of the total employees of the Company and its subsidiaries.

The Company has organized the annual health check for the welfare of manpower to keep all healthy. This project, the Company held annually and operated continuously for more than 20 years.

The Company in conjunction with the office juristic person organize the annual fire drill and fire evacuation training every year. During the fire drills, the building department will turn on the warning signal and the employees will escape from the building by using the fire escape to the assembly point.

**Issue 5 :** Employee gathering for benefit negotiation

The company and its subsidiaries have established a welfare committee of 10 people by election of employees to be representative in discussions with the company to provide welfare to employees as well as consulting discussing and recommending opinions to the company on welfare arrangements for employees, inspecting, controlling, overseeing the welfare arrangements that the company provides to employees.

The Company has established the Whistle Blowing Policy as a channel for directors, executives, employees and all stakeholders to be able to file a complaint or to report cases of corruption or fraud in significant matter such as the illegal act, act against the rules or the Company's policies, or against business ethics, to help improve or perform action with accuracy, adequacy, transparency, and fairness. The whistleblower's information and reporting subject will be kept confidentially in order to prevent the infringement.

In 2024, the Company has not received any complaints

## **(2) Promotion of employee engagement and retention**

### **Plan to increase employee satisfaction and engagement**

The company gives priority to employee retention. The company has created a project to create employee satisfaction and engagement, such as job rotation in order to develop employees to be able to learn new jobs and have more skills and knowledge and career advancement plan. It also gives employees the opportunity to move internally on a voluntary basis so that employees can work and have the opportunity to grow in the field of interest as well as satisfy and retain knowledgeable employees to work with the Company.

In addition, the company has projects to increase employee satisfaction and maintain employee engagement, such as awarding gold medals for employees who have completed 15 years, 20 years, 25 years and 35 years of service, organizing sports competitions to enhance good relations between employees, etc.

### **Employee turnover rate**

In 2024, the Company and its subsidiaries had the employee resigned total of 95 persons or 10.39 percent of the total number of employees and the turnover rate of 10.57 percent.

### **Employee satisfaction or engagement**

The company and its subsidiaries have a satisfaction survey of employees one time per year. By creating a questionnaire and invited employees to answer the survey for development planning and improvement the company including with supported employee development. And then, publish the result to email employee.

**In 2024, The number of employees participating in the questionnaire as a 86 percent of the total number of employees and the results of the survey showed that 82 percent of employee satisfaction scores (in 2023 = 80 percent ) were at a very good level.**

## **2. Treatment of customers and stakeholders**

### **(1) Retention of customers' confidential information**

The Company realizes and gives importance to the protection of customer's personal information.

The Company has a policy to maintain customer confidentiality in accordance with the Personal Data Protection Act. Details are disclosed on the company's website ([www.ask.co.th](http://www.ask.co.th))

### **(2) Development of service based on customers' safety and health.**

The company gives priority to provide services to customers with safety as the first priority. The company arranges suitable areas for customers to receive services with proper cleanliness and hygiene, especially during the outbreak of COVID-19, the Company has taken care of safety service both in terms of spacing, cleaning and disinfection as well as providing of alcohol for customers attending the service.

**In 2024, there was no accident or the impact on the health of customers who have received service.**

(3) Customer relationship management

The Company gives importance to maintaining relationships with customers. The marketing department has developed a customer relationship management plan, including continuous evaluation of customer satisfaction of service. The company has evaluated customers satisfaction of service by marketing officers after signing contract and used the results to improve service. The Company has set target of customer satisfaction not less than that 80 percent and in 2024 the customer service satisfaction score was at 80 percent, that show the resulted of customer service satisfaction at a very good level

In addition, the Company has established policies and guidelines for providing accurate and complete information of products and services, including setting up a channel to contact or complain about service and communication via the Company's Line Official.

(4) Promoting innovation to improve product and service

The company has policies and guidelines to promote Company innovation related to technology development for products and/or services. The Company gives importance on the use of innovation in operations by encouraging creativity and driving innovation into every process to improve work efficiency and to create competitive abilities and meet the needs of customers and stakeholders to move towards a sustainable organization.

(5) Responsible Lending

The company has policies Responsible Lending to establish a standard for operational control that comply with the Bank of Thailand's regulations on responsible lending, and to enhance communication to relevant departments to have knowledge and understanding of the principles of responsible lending.

In addition, to encourage the implementation of sustainability principles, the company has integrated environmental, social, and governance (ESG) factors into its loan consideration process.

(6) Treatment of creditors

The company has a policy to treat creditors with transparency and fairness and strictly follow the terms of contract.

(7) Treatment of competitors

The company has a policy to treat competitors with responsibility, and under fair competition. The Company will not seek competitors' confidential information and not use competitor information to create a competitive advantage. The company sets a goal to treat competitors strictly according to the policy without exception.

**In 2024, the company has fully complied with the guidelines and no disputes with competitors occurred.**

**3. Treatment of community and society.**

(1) Supporting disable people and other underprivileged groups

The company gives importance to the development of quality of life for the disabled and other underprivileged groups. The Company has a policy to strictly comply with the Empowerment and Development of the Life of Persons with Disabilities Act B.E. 2550. However, the Company is still

unable to recruit people with disabilities to work in appropriate positions. Therefore, the Company sends money to the Fund for Empowerment of Persons with Disabilities instead of an employment.

**In 2024, the Company and its subsidiaries had 8 persons with disabilities required to work according to the law and the Company has sent money to the fund in the amount of THB 957,780 completely and on time.**

(2) Scholarship support

The company realizes the importance of education and youth development, which will be the main force in driving the country in the future. However, the shortage of funds is a major obstacle that makes students not be able concentrate on studying. Therefore, the Company has set up a scholarship program for undergraduate students from 2016 onwards. The Company provides scholarship for tuition expenses for 4th year students with good school results but lack of fund.

**In this regard, in 2024, the Company has given scholarship to at the university students for 19 scholarships amounted THB 20,000 - 35,000, totaling THB 545,000.**

(3) Social support activity

The company has implemented social support projects in order to be a part that makes better society, in the year 2024, the Company has carried out activities to help society as follows;

- Donate Funds to Police Hospital, Thai Red Cross Society, Hatyai Hospital, Maharaj Nakorn Chiang Mai Hospital and Naresuan University Hospital to purchase medical equipment.
- Donate blood to help patients at The Thai Red Cross Society.
- Donate money to Academic Excellence Scholarship
  - Faculty Business Administration, Burapha University for 3 scholarships totaling amounted THB 90,000
  - Faculty Business Administration, Rajamagala University Of Technology Krungthep for 4 scholarships totaling amounted THB 80,000
  - Faculty of Business, Economics and Communications, Naresuan University for 3 scholarships totaling amounted THB 90,000
  - Faculty Business Administration, Chiang Mai University for 3 scholarships totaling amounted THB 90,000
  - Faculty of Management Science, Ubon Ratchathani University for 3 scholarships totaling amounted THB 105,000
  - Faculty of Management Sciences, Prince of Songkla University for 3 scholarships totaling amounted THB 90,000
- Donates Funds to Support Cleft Lip and Palate Correction and Aid Disabled patients.
- Managing Director, and volunteer staff sewing artificial breasts with the intention of providing them to cancer patients who had undergone breast surgery and were seeking to regain confidence and happiness following treatment in the 2<sup>nd</sup> year

- Managing Director, and volunteer staff crafting with Elastic Bands" Event, Donates Exercise Bands to the Elderly
- Collectively participated in cleaning up the area around Bueng Kaen Nakhon Park in Khon Kaen Province and donate essential items to orphans and underprivileged children at the Baan Look Rak Foundation.
- Organize volunteer activities to develop the community and join in cleaning at Tri Rattanaram temple in Rayong province.
- The company branches jointly organized an ESG activity focused on environmental conservation and community care and Improving the facilities at Wat Hin Lat School in Phitsanulok province.

#### **4. Regulations compliance**

The Company has established a Compliance Department to responsible for planning, managing, executing, reviewing and improving the compliance system. Including provide appropriate consultation as to laws, and regulations and effective coordination and communication with regulations of government regulators such as The Office of the Securities and Exchange Commission including a Data Governance Office to promote and support the efficient and accurate data management that consistent with the regulations and laws as part of good corporate governance.

Details of the Company's policies and guidelines are shown in the Sustainability Report, published on the company's website ([www.ask.co.th](http://www.ask.co.th)) in "Investor Relations" section.

## 4. MANAGEMENT DISCUSSION AND ANALYSIS: MD&A

### 4.1 Overview of operating performance

The year 2024 is another year that the economy is still slowing down due to both domestic factors, such as the delay in disbursement of the government's annual budget, the contraction of private sector investment, and the high level of household debt. In addition, the Thai economy is still affected by geopolitical conflicts, including trade barriers. Although the export sector and the tourism industry can still grow, they cannot improve the overall economy. The transportation sector still cannot recover. The overall automotive industry has seen a contraction in new car domestic sales due to the economic slowdown. Demand for commercial vehicles has slowed down from the previous year.

In 2024, the Monetary Policy Committee of the Bank of Thailand reduced the policy interest rate once in October from 2.50 percent to 2.25 percent per year.

From the above factors, the company's overall performance was not as expected. In 2024, total revenue was THB 6,408.12 million, decreased of 1.39 percent from 2023. Total operating expenses were 3,776.47 million, increased 23.40 percent from 2023, mainly due to an increase in impairment of assets foreclose due to the Company's increasing of reposses cars and the increase in losses from assets for sale, the total profit in 2024 was THB 331.80 million, decreased 72.78 percent from THB 1,218.77 million in 2023. The total portfolio in 2024 was THB 66,121.19 million, decreased 9.49 percent from 2023.



## 4.2 Financial Position and Operating Performance analysis

### Overview of the Historical Financial Position and Operating Performance

Overview of the historical financial position and operating performance from 2022 – 2024 are as follow;

	2022		2023		2024	
	Million Baht	Change YoY (%)	Million Baht	Change YoY (%)	Million Baht	Change YoY (%)
Assets	69,148.57	22.02	77,528.92	12.12	72,687.50	(6.24)
Liabilities	58,894.05	24.21	66,870.37	13.54	62,362.67	(6.74)
Shareholders' equity	10,254.52	10.80	10,658.55	3.94	10,324.83	(3.13)
Revenues						
Interest income from loan receivables	4,860.42	27.74	5,657.62	16.40	5,747.76	1.59
Service income	638.10	25.22	657.62	3.06	411.99	(37.35)
Other income	125.08	25.38	183.47	46.68	248.37	35.37
Total revenues	5,623.60	27.39	6,498.71	15.56	6,408.12	(1.39)
Expenses						
Selling and administrative expenses	1,126.66	7.38	1,281.31	13.73	1,286.09	0.37
Expected credit losses and impairment loss on assets foreclosed	1,264.88	54.87	1,779.05	40.65	2,490.38	39.98
Finance cost	1,335.61	28.53	1,909.51	42.97	2,213.40	15.91
Total expenses – exclude income tax expense	3,727.15	28.30	4,969.87	33.34	5,989.87	20.52
Profit for the year	1,512.14	25.72	1,218.77	(19.40)	331.80	(72.78)
Earning per share* (Baht)	2.86	9.16	2.31	(19.23)	0.63	(72.73)
Disbursement	35,684.26	15.69	35,313.93	(1.04)	22,547.79	(36.15)
Total portfolio - before allowance for expected credit losses	67,605.39	21.31	75,257.47	11.32	68,822.75	(8.55)
Total portfolio - Net	65,844.18	21.05	73,052.27	10.95	66,121.19	(9.49)

Note: <sup>1</sup> Weighted average

The shareholders' equity as of December 31, 2024 was THB 10,324.83 million, decreased by 3.13 percent from THB 10,658.55 million at the end of 2023. This was resulted from a dividend payment and a decrease in operating performance. The Company had registered capital of THB 2,639.22 million and retained earnings of THB 4,893.99 million.

Total revenues in 2024 amounted to THB 6,408.12 million, decreased by 1.39 percent from THB 6,498.71 million in 2023 as a result of a decrease in portfolio. The major sources of revenues were from

interest income from loan receivables which mainly were interest income from hire purchase business, accounted for 75.68 percent of total revenue in 2024 and 74.06 of total revenue in 2023.

The total profit for the year 2024 amounted to THB 331.80 million decreased by 72.78 percent from THB 1,218.77 million in 2023. The net profit margin ratio in 2024 was 5.18 percent decreased from 18.75 percent in 2023. The return on equity ratio in 2024 was 3.17 percent, decreased from 11.71 percent at the end of 2023.

The total portfolio before allowance for expected credit losses in 2024 amounted to THB 68,822.75 million, decreased from THB 75,257.47 million in 2023 or decreased by 8.55 percent. This was resulted from a decrease in disbursement of the Company and its subsidiary. The disbursement in 2024 amounted to THB 22,547.79 million, decrease by 36.15 percent from THB 35,313.93 million in 2023. The NPLs ratio at the end of 2024 was at 6.97 percent of the total portfolio, increased from 4.70 percent at the end of 2023. This was the result of an increase in delinquency of the Company and its subsidiary. The allowance for expected credit losses to NPLs ratio was 56.32 percent at the end of 2024, decreased from 62.32 percent at the end of 2023.

## Operating Performance by Business

### Revenues

The total revenues of the Company and its subsidiaries during 2022 - 2024 equaled to THB 5,623.60 million, THB 6,498.71 million and THB 6,408.12 million respectively. The major sources of revenues were an interest income from loan receivables and service income.

#### Interest income from loan receivables

Interest income from loan receivables in 2022 - 2024 amounted to THB 4,860.42 million, THB 5,657.62 million and THB 5,747.76 million respectively. Interest income in 2023 increased 16.40 percent from 2022 and interest income in 2024 increased 1.59 percent from 2023. Interest income from loan receivables in 2022 - 2024 accounted for 86.43 percent 87.06 percent and 89.69 percent of total revenues respectively.

#### Interest income from hire purchase agreements

Interest Income from hire purchase agreements during 2022 - 2024 amounted to THB 4,168.89 million, THB 4,813.16 million, and THB 4,849.90 million respectively. The hire-purchase interest income in 2023 increased by 15.45 percent from 2022, income in 2024 increased by 0.76 percent from 2023 due to the increase of hire purchase interest rate. The hire-purchase account receivables before allowance for expected credit losses at the end of the year 2022 - 2024 equaled to THB 60,637.60 million, THB 67,716.34 million and THB 61,655.38 million respectively. The hire-purchase interest income accounted for 74.13 percent, 74.06 percent and 75.68 percent of the total revenues of the Company and its subsidiaries during the year 2022 - 2024 respectively.

#### Interest income from financial lease agreements

Interest income from financial leases agreements of the subsidiary (Bangkok Grand Pacific Lease Plc.) during 2022 - 2024 amounted to THB 79.72 million, THB 85.70 million and THB 88.41 million respectively. This income in 2023 increased by 7.50 percent from 2022 and income in 2024 increased by 3.16 percent from 2023. The increase was from an increase in financial lease interest rate. The financial lease receivables before allowance for expected credit losses at the end of the year 2022 - 2024 equaled to THB 1,255.42 million, THB 1,325.25 million and 1,199.19 THB million respectively. Interest income from financial leases accounted for 1.42 percent, 1.32 percent and 1.38 percent of the total revenues of the Company and its subsidiaries respectively.

#### Interest income from loan agreements

Interest income from loan business during 2022 - 2024 amounted to THB 611.81 million, THB 758.76 million and 809.45 THB million respectively. The loan income in 2023 increased by 24.02 percent from 2022, and loan income in 2024 increased by 6.68 percent from 2023 due to an increase in average interest rate. The loan account receivables before allowance for expected credit losses at the end of the year 2022 - 2024 equaled to THB 5,695.88 million, THB 6,215.88 million and THB 5,968.18 million respectively. The interest income accounted for 10.88 percent, 11.68 percent and 12.63 percent of the total revenues of the Company and its subsidiaries during the year 2022 - 2024 respectively.

#### Service incomes

Service incomes during 2022 - 2024 amounted to THB 638.10 million, THB 657.62 million and THB 411.99 million respectively. Service incomes comprised of brokerage income, fee and other service incomes. Service incomes were mainly from brokerage income which accounted for 84.59 percent of service income in 2024.

#### Brokerage income

Brokerage income during 2022 - 2024 amounted to THB 585.96 million, THB 605.48 million and THB 348.51 million respectively. This income in 2023 increased by 3.33 percent from 2022 due to an increase of disbursement and penetration rate, and in 2024 decreased by 42.44 percent from 2023 due to a decrease of disbursement.

#### Other Incomes

Other incomes included penalty income, dividend income, income from solar PPA business and etc. Other incomes from the Company and its subsidiaries during 2022 - 2024 amounted to THB 125.08 million, THB 183.47 million and THB 248.37 million respectively. Other other incomes in 2023 increased by 46.68 percent from 2022 and incomes in 2024 increased by 35.37 percent from 2023. The increases in 2024 were mainly attributable to an increase in income from solar PPA business of the subsidiary.

## Expenses

The Company and its subsidiaries' expenses (including expected credit losses and impairment loss on assets foreclosed and finance cost, excluding income tax expenses) during 2022 - 2024 amounted to THB 3,727.15 million, THB 4,969.87 million and THB 5,989.87 million respectively. Expenses in 2023 increased by 33.34 percent from 2022 and expenses in 2024 increased by 20.52 percent from 2023. The major source of expenses was finance cost, followed by expected credit losses and impairment loss on assets foreclosed, and selling and administrative expenses. Details of expense are as follows:

### Selling and administrative expenses

Selling and administrative expenses of the Company and its subsidiaries during 2022 - 2024 amounted to THB 1,126.66 million, THB 1,281.31 million and THB 1,286.09 million respectively. Selling and administrative expenses in 2023 increased by 13.73 percent from 2022 due to the increase of selling expense of solar PPA business, and employee expense from an increase of staff and the open of new branches, and expense in 2024 increased by 0.37 percent from 2023

The cost to income ratio in 2024 was 30.48 percent, increased from 27.91 percent in 2023 and from 26.26 in 2022. Selling and administrative expenses accounted for 30.23 percent, 25.78 percent and 21.47 percent of the total expenses exclude income tax expenses of the Company and its subsidiaries during 2022 - 2024 respectively. The selling and administrative expenses were mainly employee expenses.

### Expected credit losses and impairment loss on assets foreclosed

Expected credit losses and impairment loss on assets foreclosed expenses of the Company and its subsidiary during 2022 - 2024 amounted to THB 1,264.88 million, 1,779.05 THB and THB 2,490.38 million respectively. Expected credit losses and impairment loss on assets foreclosed in 2023 increased by 40.65 percent from 2022, and in 2024 increased by 39.98 percent from 2023. This was a result of an increase in loss from declining in value of asset foreclosed due to repossession, and an increase in loss on sale of asset foreclosed. The expected credit losses and impairment loss on assets foreclosed accounted for 33.94 percent, 35.80 percent and 41.58 percent of total expenses exclude income tax expenses during 2022 - 2024 respectively. The Company had expected credit losses to average loan receivable ratio (Credit cost) in 2022 - 2024 equal to 1.66 percent, 1.67 percent and 1.58 percent respectively.

### Financial Cost

Financial cost was the main cost of the Company's business which consisted of interest expenses and guarantee fees. The financial cost of the Company and its subsidiaries during 2022 - 2024 amounted to THB 1,335.61 million, THB 1,909.51 million and THB 2,213.40 million respectively. Financial cost in 2023 increased by 42.97 percent from 2022 and finance cost in 2024 increased by 15.91 percent from 2023. This increase was due to an increase of interest expense rate. The interest expense rate in 2022 - 2024 were equal to 2.63 percent, 3.14 percent and 3.49 percent respectively. During the year 2022 - 2024, the financial cost accounted

for 35.83 percent, 38.42 percent and 36.95 percent of the total expenses exclude income tax expense respectively.

### **Profit for the year**

Profits during the year 2022 - 2024 for the Company and its subsidiaries amounted to THB 1,512.14 million, THB 1,218.77 million and THB 331.80 million respectively. The profit in 2023 decreased by 19.40 percent from 2022 and profit in 2024 decreased by 72.78 percent from 2023 due to a decrease in revenue from slowdown of new disbursement, an increase in Expected credit losses and impairment losses on assets foreclosed and an increase in finance cost.

Net profit margin ratio during the year 2022 - 2024 equaled to 26.89 percent, 18.75 percent and 5.18 percent respectively. The earning per weighted average shares during the year 2022 - 2024 equaled to THB 2.86 per share, THB 2.31 per share and THB 0.63 per share respectively.

### **Financial Status**

#### **Assets**

The total assets of the Company and its subsidiaries at the end of the year 2022 - 2024 amounted to THB 69,148.57 million, THB 77,528.92 million and THB 72,687.50 million respectively. Total assets at the end of 2023 increased by 12.12 percent from end of 2022 and total assets at the end of 2024 decreased by 6.24 percent from end of 2023. The decrease in total assets in 2024 was a result of the contraction of the loan portfolio due to the decrease in disbursement. The Company and its subsidiary's main assets are hire purchase receivables (net of allowance for expected credit losses) which were the main assets of the Company and its subsidiary which accounted for 85.66 percent, 84.86 percent and 81.49 percent of the total assets at the end of the year 2022 - 2024 respectively. The main assets of the Company and its subsidiaries were summarized as follows:

#### **Total portfolio**

Total portfolio (net of allowance for expected credit losses) of the Company and its subsidiary at the end of the year 2022 - 2024 amounted to THB 65,844.18 million, THB 73,052.27 million and THB 66,121.19 million respectively. Total portfolio at the end of 2023 increased by 10.95 percent from end of 2022 and total assets at the end of 2024 decreased by 9.49 percent from end of 2023. The detail of types of portfolio are as follow;

#### **Hire-Purchase Receivables**

The hire-purchase receivables (net of allowance for expected credit losses) of the Company and its subsidiary at the end of the year 2022 - 2024 amounted to THB 59,234.97 million, THB 65,790.00 million and THB 59,234.90 million respectively. The hire-purchase receivables at the end of 2023 increased by 11.07 percent from end of 2022 and hire-purchase receivables at the end of 2024 decreased by 9.96 percent from end of 2023 due to the decrease of disbursement. The disbursement in 2024 amounted to THB 17,949.19 million, decreased 38.99 percent from THB 29,421.96 million in 2023.

### Financial Lease Receivables

The financial lease receivable (net of allowance for expected credit losses) of the subsidiary (Bangkok Grand Pacific Lease Plc.) at the end of the year 2022 - 2024 amounted to THB 1,235.24 million, THB 1,300.34 million and THB 1,167.69 million respectively. Financial lease receivables at the end of 2023 increased by 5.27 percent from end of 2022 and financial lease receivables at the end of 2024 decreased by 10.20 percent from end of 2023 due to the decrease in disbursement. Financial lease disbursement in 2024 amounted to THB 485.01 million decreased by 21.14 percent from THB 615.04 million from 2023.

### Loan Receivables

The loan receivables (net of allowance for expected credit losses/ doubtful accounts) of the Company and its subsidiary at the end of the year 2022 - 2024 amounted to THB 5,357.58 million, THB 5,961.93 million and THB 5,718.60 million respectively. The loan receivables at the end of 2023 increased by 11.28 percent from end of 2022 and loan receivables at the end of 2024 decreased by 4.08 percent from end of 2023. The decrease in the loan receivables were mainly from a decrease of the disbursement of the Company and its subsidiary. The disbursement in 2024 amounted to THB 3,691.22 million increased 26.35 percent from THB 5,012.10 million in 2023. The majority of disbursement were from and car loan of the and the subsidiary in the amount of THB 1,699.98 million.

### Quality of Receivables of the Company and its subsidiary

The Company and its subsidiary had the customer's status classification under Thai Financial Report Standard 9 to assess the quality of the receivables. The Company classify receivables status by state of credit risk.

**Table of the balance of hire purchase receivables of the Company and its subsidiary classified by State of credit risk as at December 31, 2024**

State of credit risk	Amount (THB Million)	Percent	Allowance for expected credit losses (THB Million)
Receivables with no significant increase in credit risk (State 1)	49,673.53	80.57	488.84
Receivables with a significant increase in credit risk (State 2)	7,561.08	12.26	815.65
Receivables that are credit-impaired (State 3)	4,420.77	7.17	1,115.99
<b>Total *</b>	<b>61,655.38</b>	<b>100.00</b>	<b>2,420.48</b>
Less: Allowance for expected credit losses	2,420.48		
<b>Hire purchase lease receivables - net</b>	<b>59,234.90</b>		

Note: \* The hire purchase receivables were calculated from the hire purchase receivables before subtracting allowance for expected credit risk.

Table of the balance of financial lease receivables of the subsidiary classified by  
State of credit risk as at December 31, 2024

State of credit risk	Amount (THB Million)	Percent	Allowance for expected credit losses (THB Million)
Receivables with no significant increase in credit risk (State 1)	1,166.21	97.25	14.60
Receivables with a significant increase in credit risk (State 2)	5.26	0.44	0.62
Receivables that are credit-impaired (State 3)	27.72	2.31	16.28
<b>Total *</b>	<b>1,199.19</b>	<b>100.00</b>	<b>31.50</b>
Less: Allowance for expected credit losses	31.50		
<b>Financial lease receivables - net</b>	<b>1,167.69</b>		

Note: \* The financial lease receivables were calculated from the financial lease receivables before subtracting allowance for expected credit risk.

Table of the balance of loan receivables of the Company and its subsidiary classified by  
State of credit risk as at December 31, 2024

State of credit risk	Amount (THB Million)	Percent	Allowance for expected credit losses (THB Million)
Receivables with no significant increase in credit risk (State 1)	5,221.63	87.49	59.37
Receivables with a significant increase in credit risk (State 2)	398.10	6.67	55.17
Receivables that are credit-impaired (State 3)	348.45	5.84	135.04
<b>Total *</b>	<b>5,968.18</b>	<b>100.00</b>	<b>249.58</b>
Less: Allowance for expected credit losses	249.58		
<b>Loan receivables - net</b>	<b>5,718.60</b>		

Note: \* The loan receivables were calculated from the loan receivables before subtracting allowance for expected credit risk.

Non-performing loans to total lending (NPL ratio) at the end of the year 2022 - 2024 of the Company and its subsidiary were at 3.47 percent 4.70 percent and 6.97 percent respectively.

#### The adequacy of the Company and its subsidiary's provision for expected credit losses

The Company and its subsidiary have adequate provision for expected credit losses according to financial reporting standards. Management judgement is used in estimating the allowance for expected credit losses of debtors who are having problems making principal and/or interest payments, with management taking into consideration analysis of debtor status performed on an individual and a group basis, the probability of default, estimated losses arising from the default, historical collection experience,

collateral value, statistical data and economic factors. These are used in determining assumptions and forward-looking scenarios, as well as probability weighted outcomes.

The allowance for expected credit losses to NPL ratio at the end of 2024 was 56.32 percent, reflecting the adequacy of the provision for credit losses of the Company and its subsidiary according to financial reporting standards.

	Receivables with no significant increase in credit risk	Receivables with a significant increase in credit risk	Receivables that are credit-impaired	Total
Amount (THB Million)	56,061.36	7,964.45	4,796.94	68,822.75
Allowance for expected credit losses (THB Million)	562.81	871.45	1,267.31	2,701.57
				56.32

#### Land, Building and Equipment and Intangible assets

Land, Building and Equipment and Intangible assets (Intangible assets such as computer programs) of the Company and its subsidiaries at the end of the year 2022 - 2024 amounted to THB 202.62 million, THB 497.63 million and THB 929.30 million respectively. The increase in 2024 was mainly from solar cell equipment of the subsidiary's solar PPA business.

#### Assets Foreclosed

Assets foreclosed of the Company and its subsidiary such as vehicles and equipment repossessed from contractual customers' default, at the end of the year 2022 - 2024 amounted to THB 556.55 million, THB 1,570.43 million and THB 2,513.80 million respectively, comprised of 587 contracts, 1,522 contracts and 2,598 contracts respectively. The increase of the assets foreclosed in 2023-2024 was a result of an increase in repossessed vehicles of the Company. However, the number of contracts of assets foreclosed are considered to be low compared to total contracts in 2022 - 2024 which were 63,279 contracts, 69,912 contracts and 67,727 contracts, respectively.

#### Total Liabilities

Total liabilities of the Company and its subsidiaries at the end of the year 2022 - 2024 amounted to THB 58,894.05 million, THB 66,870.37 million and THB 62,362.67 million respectively. The total liabilities at the end of 2023 increased 13.54 percent from end of 2022 and total liabilities at the end of 2024 decreased 6.74 percent from end of 2023. The increases in liabilities were mainly from an increase in the borrowings to support disbursement and the growth of portfolio.



Table presents details of total liabilities of the Company and its subsidiaries

Liabilities	As at December 31,					
	2022		2023		2024	
	THB million	%	THB million	%	THB million	%
Short-term loans from banks	500.00	0.85	2,790.00	4.17	400.00	0.64
Current portion of long-term loans from banks	6,449.18	10.95	15,148.11	22.65	12,336.44	19.78
Other short-term loan	10,500.34	17.83	4,329.95	6.48	4,745.71	7.61
Current portion of long-term debentures	4,748.71	8.06	9,663.30	14.45	10,874.57	17.44
<b>Total current borrowings</b>	<b>22,198.23</b>	<b>37.69</b>	<b>31,931.36</b>	<b>47.75</b>	<b>28,356.72</b>	<b>45.47</b>
Long-term loans from banks	22,466.05	38.14	15,354.50	22.96	16,084.48	25.79
Long-term debentures	11,458.51	19.46	16,878.51	25.24	15,122.56	24.25
<b>Total non-current borrowings</b>	<b>33,924.56</b>	<b>57.60</b>	<b>32,233.01</b>	<b>48.20</b>	<b>31,207.04</b>	<b>50.04</b>
<b>Total borrowings</b>	<b>56,122.79</b>	<b>95.29</b>	<b>64,164.37</b>	<b>95.95</b>	<b>59,563.76</b>	<b>95.51</b>
Other liabilities <sup>1/</sup>	2,771.26	4.71	2,706.00	4.05	2,798.91	4.49
<b>Total Liabilities</b>	<b>58,894.05</b>	<b>100.00</b>	<b>66,870.37</b>	<b>100.00</b>	<b>62,362.67</b>	<b>100.00</b>

Source: Audited 2022-2024 consolidated financial statements of Asia Sermkij Leasing Public Company Limited.

Note: <sup>1/</sup> Other liabilities consisted of lease liabilities, amounts due to related parties, income tax payable, other current liabilities, deposits relating to collateral of customers, derivative liabilities, provision for long-term employee benefit, and other non-current liabilities.

The Company and its subsidiaries had short-term borrowings (including the current portion of long-term borrowings that due within 1 year) at the end of 2022 - 2024 amounted to THB 22,198.23 million, THB 31,931.36 million and THB 28,356.72 million respectively, or equaled to 37.69 percent, 47.75 percent and 45.47 percent of total liabilities at the end of 2022 - 2024 respectively.

Debt to equity ratio of the Company and its subsidiaries at the end of the year 2022 - 2024 equaled to 5.74 times, 6.27 times and 6.04 times respectively.

### Shareholders' equity

Shareholders' equity of the Company and its subsidiaries at the end of the year 2022 - 2024 amounted to THB 10,254.52 million, THB 10,658.55 million and THB 10,324.83 million respectively, decreasing from a decrease of operating profit. The retained earnings at the end of 2024 equaled to THB 4,893.99 million, increased from THB 5,179.435 million in 2023.

Return on equity during 2022 - 2024 equaled 15.69 percent, 11.71 percent and 3.17 respectively.

## Liquidity

As at December 31, 2024 the loan repayment and the installment to be obtained in different period were summarized as follows:

(Unit : Million Baht)

Period	Loan Repayment Due	Installment to be Obtained from Debtor
Within 1 year	29,895.23	27,576.59
More than 1 year but not more than 2 years	15,657.74	21,331.45
More than 2 years but not more than 3 years	11,426.15	15,280.11
More than 3 years	6,159.44	13,502.48
<b>Total</b>	<b>63,138.56</b>	<b>77,690.63</b>

The Company and its subsidiaries have the loan repayment due in 1 year more than installment expected to be obtained within 1 year in the amount of THB 2,318.64 million. However, this gap would not affect the Company and its subsidiary liquidity as the Company and its subsidiaries can always renew the loan agreement and can regularly issue new bond when it comes maturity. In addition, the Company and its subsidiaries still have the unused credit line from financial institutions amounting to approximately THB 14,311 million. These factors reflected the credibility and sufficiency in the financial status of the Company and its subsidiaries

The Company and its subsidiaries have improved the funding structure by gradually increasing the long-term borrowings to short-term borrowings ratio to prevent liquidity risk. In the end of 2024, the Company and its subsidiaries had long-term borrowings to short-term borrowings ratio at 91:9.

Borrowings	As at December 31,					
	2022		2023		2024	
	THB million	%	THB million	%	THB million	%
Short-term borrowings-excluding the current portion of long-term borrowings	11,000.34	19.60	7,119.95	11.10	5,145.71	8.64
Long-term borrowings-including the current portion	45,122.45	80.40	57,044.42	88.90	54,418.06	91.36
<b>Total borrowings</b>	<b>56,122.79</b>	<b>100.00</b>	<b>64,164.37</b>	<b>100.00</b>	<b>59,563.77</b>	<b>100.00</b>

## Cash Flow

The Company and its subsidiaries had the profit before tax during the year 2022 - 2024 amounted to THB 1,896.45 million, THB 1,528.84 million and THB 418.25 million respectively. After adjusting the non-cash expenditures and the change in assets and liabilities, the Company and its subsidiaries had the net

cash flow used in operating activities during the year 2022 - 2023 amounted to THB 10,250.89 million and THB 7,357.34 million. This was mainly resulted from an increase in hire purchase receivables during the year 2022 - 2023 in the amount of THB 12,229.53 million and THB 9,857.57 million, and the increase in loan receivables during the year 2022 - 2023 in the amount of THB 1,212.00 million and THB 1,208.65 million. The net cash flow from operating activities in the year 2024 amounted to THB 5,806.31 million.

The net cash flow used in investing activities of the Company and its subsidiaries during the year 2022 - 2024 amounted to THB 62.97 million, THB 310.35 million and THB 487.21 million respectively. The net cash flow used in 2023 and 2024 increased from previous years due to an investment in equipment which was solar cell equipment for solar PPA business of the subsidiary.

Moreover, the net cash flow from financing activities of the Company and its subsidiaries during the year 2022 - 2023 amounted to THB 10,443.76 million and THB 7,617.37 million. The net cash used in financing activities in 2024 amounted to THB 4,893.45 million, resulting from the repayment of bank loans and debentures.

#### **Fulfillment of borrowing covenant obligation**

The Company has to comply with the borrowing covenant by maintaining debt to equity ratio of not more than 10 times which the Company has always fulfilled the obligation. As of December 2024, the Company has debt to equity ratio at 6.04 times.

#### **4.3 Factors that may significantly affect the financial status or operations in the future (forward looking)**

Factors that may significantly affect the Company's operations consists details are as follows;

##### **Growth of the Thai economy**

The Company expects the economy in 2025 to expand by approximately 2.9 percent from the previous year. Growth may be supported by government investment through infrastructure investment and various economic stimulus measures, as well as private investment, especially foreign direct investment (FDI), and may also benefit from the relocation of production bases of foreign industries. In addition, the trend of foreign tourist numbers is increasing to the level before COVID-19. However, economic growth may be negatively affected by various factors, such as household debt levels that remain high.

##### **Trade war**

The trade war from the United States' import tariffs has caused volatility in the global economy, which is expected to have a net negative effect on the Thai economy due to an expected slowdown in exports. Thai products that are expected to be most affected include electronic components, solar cells, and automobile tires.

#### 4.4 Financial statements and significant financial ratios

##### Financial statements and significant financial ratios

Consolidated Financial Statements of Asia Sermkij Leasing Public Company Limited in 2022 were audited by Ms. Vissuta Jariyathanakorn Certified Public Accountant (Thailand) No. 3853 of EY Office Limited as Auditors of the opinion that the financial statements as at December 31, 2022 of financial position, performance and cash flows for the year of the Company and its subsidiary in accordance with Thai Financial Reporting Standards.

Consolidated Financial Statements of Asia Sermkij Leasing Public Company Limited in 2023 were audited by Mrs. Poonnard Paocharoen Certified Public Accountant (Thailand) No. 5238 of EY Office Limited as Auditors of the opinion that the financial statements as at December 31, 2023 of financial position, performance and cash flows for the year of the Company and its subsidiary in accordance with Thai Financial Reporting Standards.

Consolidated Financial Statements of Asia Sermkij Leasing Public Company Limited in 2024 were audited by Mrs. Poonnard Paocharoen Certified Public Accountant (Thailand) No. 5238 of EY Office Limited as Auditors of the opinion that the financial statements as at December 31, 2024 of financial position, performance and cash flows for the year of the Company and its subsidiary in accordance with Thai Financial Reporting Standards.

## Summary Financial Position and Performance

Table shows statement of financial statement in 2022 - 2024 as follows;

Statement of financial position	2022		2023		2024	
	THB million	%	THB million	%	THB million	%
<b>Current assets</b>						
Cash and cash equivalents	601.20	0.87	550.88	0.71	976.53	1.34
Bank deposits with restrictions	146.05	0.21	114.74	0.15	65.06	0.09
Current portion of hire purchase receivables	18,061.20	26.12	19,979.88	25.77	19,914.60	27.40
Current portion of financial lease receivables	464.48	0.67	526.40	0.68	513.95	0.71
Factoring receivables	16.39	0.02	-	-	-	-
Current portion of loan receivables	2,825.53	4.09	2,393.02	3.09	2,325.77	3.20
Derivative assets	-	-	433.36	0.56	78.98	0.11
Other current financial assets	12.40	0.02	12.99	0.02	11.67	0.02
Assets foreclosed	556.55	0.81	1,570.43	2.02	2,513.78	3.46
Other current assets	478.44	0.69	437.82	0.56	315.64	0.43
<b>Total current assets</b>	<b>23,162.24</b>	<b>33.50</b>	<b>26,019.52</b>	<b>33.56</b>	<b>26,715.98</b>	<b>36.75</b>
<b>Non-current assets</b>						
Hire purchase receivables	41,173.77	59.54	45,810.12	59.09	39,320.30	54.09
Financial lease receivables	770.76	1.12	773.94	1.00	653.74	0.90
Loan receivables	2,532.05	3.66	3,568.91	4.60	3,392.83	4.67
Derivative assets	734.14	1.06	155.16	0.20	50.26	0.07
Other non-current financial assets	2.72	-	2.67	0.00	2.96	0.00
Land, building and equipment	186.75	0.27	477.46	0.62	907.15	1.25
Right-of-use assets	44.72	0.06	24.54	0.03	654.78	0.90
Intangible assets	15.87	0.02	20.17	0.03	22.15	0.03
Deferred tax assets	446.26	0.65	596.16	0.77	916.58	1.26
Other non-current assets	79.29	0.12	80.27	0.10	50.77	0.07
<b>Total non-current assets</b>	<b>45,986.33</b>	<b>66.50</b>	<b>51,509.40</b>	<b>66.44</b>	<b>45,971.52</b>	<b>63.25</b>
<b>Total assets</b>	<b>69,148.57</b>	<b>100.00</b>	<b>77,528.92</b>	<b>100.00</b>	<b>72,687.50</b>	<b>100.00</b>
<b>Liabilities and shareholders' equity</b>						
<b>Current liabilities</b>						
Short-term loans from banks	500.00	0.72	2,790.00	3.60	400.00	0.55
Current portion of long-term loans from banks	6,449.18	9.33	15,148.11	19.54	12,336.44	16.97

Statement of financial position	2022		2023		2024	
	THB million	%	THB million	%	THB million	%
Other short-term loans	10,500.34	15.18	4,329.95	5.58	4,745.71	6.53
Current portion of long-term debentures	4,748.71	6.87	9,663.30	12.46	10,874.57	14.96
Current portion of lease liabilities	34.03	0.05	16.25	0.02	59.94	0.08
Income tax payable	200.66	0.29	244.53	0.32	172.16	0.24
Current portion of deposits relating to collateral of customers	536.85	0.78	247.77	0.32	161.28	0.22
Other current liabilities	1,030.36	1.49	1,293.44	1.67	943.69	1.30
<b>Total current liabilities</b>	<b>24,000.13</b>	<b>34.71</b>	<b>33,733.35</b>	<b>43.51</b>	<b>29,693.79</b>	<b>40.85</b>
<b><i>Non-current liabilities</i></b>						
Long-term loans from banks	22,466.05	32.49	15,354.50	19.80	16,084.48	22.13
Long-term debentures	11,458.51	16.57	16,878.51	21.77	15,122.56	20.80
Lease liabilities	12.05	0.02	9.16	0.01	630.29	0.87
Derivative liabilities	-	-	-	-	51.17	0.07
Deposits relating to collateral of customers	770.24	1.11	696.59	0.90	573.90	0.79
Provision for long-term employee benefits	186.88	0.27	195.36	0.25	201.34	0.28
Other non-current liabilities	0.19	0.00	2.90	0.01	5.13	0.01
<b>Total non-current liabilities</b>	<b>34,893.92</b>	<b>50.46</b>	<b>33,137.02</b>	<b>42.74</b>	<b>32,668.87</b>	<b>44.94</b>
<b>Total liabilities</b>	<b>58,894.05</b>	<b>85.17</b>	<b>66,870.37</b>	<b>86.25</b>	<b>62,362.66</b>	<b>85.80</b>
<b><i>Shareholders' equity</i></b>						
Issued and fully paid-up	2,639.22	3.82	2,639.22	3.40	2,639.22	3.63
Share premium	2,824.82	4.08	2,824.82	3.64	2,824.82	3.89
Difference from restructuring of shareholding	4.19	0.01	4.19	0.01	4.19	0.01
Retained earnings Appropriated - statutory reserve	263.92	0.38	263.92	0.34	263.92	0.36
Retained earnings Unappropriated	4,455.83	6.44	4,915.51	6.34	4,630.07	6.37
Other components of equity	66.54	0.10	10.89	0.02	(37.38)	(0.05)
<b>Total shareholders' equity</b>	<b>10,254.52</b>	<b>14.83</b>	<b>10,658.55</b>	<b>13.75</b>	<b>10,324.84</b>	<b>14.20</b>
<b>Total liabilities and shareholders' equity</b>	<b>69,148.57</b>	<b>100.00</b>	<b>77,528.92</b>	<b>100.00</b>	<b>72,687.50</b>	<b>100.00</b>

Source: Consolidated financial statements of Asia Sermkij Leasing Public Company Limited for the Year 2022 -

2024 audited by certified public accountant

Table shows statement of comprehensive income in 2022 - 2024 as follows;

Statement of comprehensive income	2022		2023		2024	
	THB million	%	THB million	%	THB million	%
<b>Revenues</b>						
Interest income from loan receivables	4,860.42	86.43	5,657.62	87.06	5,747.76	89.69
Interest income from Hire purchase agreement	4,168.89	74.13	4,813.16	74.06	4,849.90	75.68
Interest income from Financial lease agreements	79.72	1.42	85.70	1.32	88.41	1.38
Interest income from Loan agreements	611.81	10.88	758.76	11.68	809.45	12.63
<b>Service income</b>	<b>638.10</b>	<b>11.35</b>	<b>657.62</b>	<b>10.12</b>	<b>411.99</b>	<b>6.43</b>
Brokerage income	585.96	10.42	605.48	9.32	348.51	5.44
Other service income	52.14	0.93	52.14	0.80	63.48	0.99
<b>Other income</b>	<b>125.08</b>	<b>2.22</b>	<b>183.47</b>	<b>2.82</b>	<b>248.37</b>	<b>3.88</b>
Penalty income	89.94	1.60	106.51	1.64	136.60	2.13
Others	35.14	0.62	76.96	1.18	111.77	1.74
<b>Total revenues</b>	<b>5,623.60</b>	<b>100.00</b>	<b>6,498.71</b>	<b>100.00</b>	<b>6,408.12</b>	<b>100.00</b>
<b>Expenses</b>						
Selling expenses	355.04	6.32	373.41	5.74	293.42	4.58
Administrative expenses	771.62	13.72	907.90	13.97	992.67	15.49
Expected credit losses and impairment loss on assets foreclosed	1,264.88	22.49	1,779.05	27.38	2,490.38	38.86
<b>Total expenses</b>	<b>2,391.54</b>	<b>42.53</b>	<b>3,060.36</b>	<b>47.09</b>	<b>3,776.47</b>	<b>58.93</b>
Finance cost	1,335.61	23.75	1,909.51	29.38	2,213.40	34.54
Income tax expenses	384.31	6.83	310.07	4.77	86.45	1.35
<b>Profit for the year</b>	<b>1,512.14</b>	<b>26.89</b>	<b>1,218.77</b>	<b>18.75</b>	<b>331.80</b>	<b>5.18</b>
Other comprehensive income:						
Gain (loss) on cash flow hedges - net of income tax	86.47	1.54	(150.54)	(2.32)	99.46	1.55
Net changes in cost of hedging - net of income tax	(2.59)	(0.05)	94.93	1.46	(147.96)	(2.31)
Loss on changes in value of equity investments designated at fair value through other comprehensive income - net of income tax	(0.90)	(0.02)	(0.04)	0.00	0.23	0.00
Actuarial gain (loss) - net of income tax	5.65	0.10	(0.27)	0.00	(4.97)	(0.08)
<b>Other comprehensive income for the year</b>	<b>88.63</b>	<b>1.58</b>	<b>(55.92)</b>	<b>(0.86)</b>	<b>(53.24)</b>	<b>(0.83)</b>
<b>Total comprehensive income for the year</b>	<b>1,600.77</b>	<b>28.47</b>	<b>1,162.85</b>	<b>17.90</b>	<b>278.56</b>	<b>4.35</b>

Source: Consolidated financial statements of Asia Sermkij Leasing Public Company Limited for the Year 2022 - 2024  
audited by certified public accountant.

Table shows cash flows statement in 2022 - 2024 as follows;

(Unit : Million Baht)

Cash flow statement	2022	2023	2024
<b>Cash flows from operating activities</b>			
Profit before tax	1,896.45	1,528.84	418.25
<i>Adjustments to reconcile profit before tax to net cash provided by (paid from) operating activities:</i>			
Expected credit losses and impairment loss on assets foreclosed	1,264.88	1,779.05	2,490.38
Depreciation of building and equipment	28.1	46.46	86.80
Depreciation of right-of-use assets	35.52	38.81	87.36
Amortization of intangible assets	2.43	2.96	3.19
Write-off of equipment and vehicles	0.01	0.18	0.12
Gain on disposals of equipment and vehicles	(1.43)	(1.37)	(0.79)
(Gain) loss from revaluation of financial assets	(4.15)	(0.58)	1.32
Provision for long-term employee benefits	17.55	19.94	19.57
Other provision	-	20.81	-
Dividend income	(0.12)	(0.22)	(0.30)
Interest income	(4,862.80)	(5,657.71)	(5,747.76)
Finance costs	1,335.61	1,909.51	2,213.40
Loss from operating activities before changes in operating assets and liabilities	(287.95)	(313.32)	(428.46)
<i>Operating assets (increase) decrease</i>			
Bank deposits with restriction	1.85	31.31	49.68
Hire purchase receivables	(12,229.53)	(9,857.57)	1,663.11
Financial lease receivables	(170.95)	(72.86)	111.62
Factoring receivables	12.39	15.53	-
Loan receivables	(1,212.00)	(1,208.65)	(356.33)
Assets foreclosed	439.20	819.92	1,519.80
Other current assets	(17.29)	7.68	69.34
Other non-current assets	86.77	(0.66)	44.00
<i>Operating liabilities increase (decrease)</i>			
Deposit relating to collateral of customers	245.49	(165.62)	(36.15)
Other current liabilities	100.04	152.37	(363.93)
Other non-current liabilities	-	2.52	2.08
Cash from (used in) operating activities	(13,031.98)	(10,589.35)	2,274.75
Cash paid for long-term employee benefits	(2.81)	(11.80)	(19.80)
Compensation for loss on assets foreclosed	21.02	15.64	21.45
Cash received from bad debts recovery	165.84	271.02	322.86



Cash flow statement	2022	2023	2024
Cash received from interest	4,601.29	5,509.18	5,816.15
Cash paid for finance costs	(1,548.09)	(2,150.09)	(2,143.17)
Cash paid for income tax	(456.16)	(401.94)	(465.93)
<b>Net cash from (used in) operating activities</b>	<b>(10,250.89)</b>	<b>(7,357.34)</b>	<b>5,806.31</b>
<b>Cash flows from investing activities</b>			
Acquisitions of equipment and vehicles	(57.17)	(304.69)	(484.64)
Acquisitions of intangible assets	(7.34)	(7.26)	(4.76)
Proceeds from disposals of equipment and vehicles	1.42	1.38	1.89
Dividend received	0.12	0.22	0.30
<b>Net cash from (used in) investing activities</b>	<b>(62.97)</b>	<b>(310.35)</b>	<b>(487.21)</b>
<b>Cash flows from financing activities</b>			
Increase (decrease) in short-term loans from banks	(3,780.00)	2,290.00	(2,390.00)
Increase (decrease) in other short-term loans	5,835.00	(6,175.00)	410.00
Increase (decrease) in short-term debentures	(500.00)	-	-
Proceeds from long-term loans from banks	12,554.40	8,100.00	13,077.50
Repayments of long-term loans from banks	(7,860.00)	(6,450.00)	(14,703.00)
Proceeds from long-term debenture issuances	8,395.00	15,420.00	9,072.10
Repayments of long-term debentures	(3,563.50)	(4,769.50)	(9,695.00)
Payments of lease liabilities	(35.69)	(39.31)	(52.77)
Dividend paid	(601.45)	(758.82)	(612.27)
<b>Net cash from (used in) financing activities</b>	<b>10,443.76</b>	<b>7,617.37</b>	<b>(4,893.45)</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>129.90</b>	<b>(50.32)</b>	<b>425.66</b>
Cash and cash equivalents at beginning of year	471.30	601.20	550.88
<b>Cash and cash equivalents at end of year</b>	<b>601.20</b>	<b>550.88</b>	<b>976.54</b>

Source: Consolidated financial statements of Asia Sermkij Leasing Public Company Limited for the Year 2022 –  
2024 audited by certified public accountant

## Financial ratio

Financial Ratio	Unit	Consolidated financial statements		
		2022	2023	2024
Profitability ratio				
Interest revenue <sup>1/</sup>	(%)	8.03	8.04	8.09
Interest expense <sup>1/</sup>	(%)	2.63	3.14	3.49
Interest spread	(%)	5.40	4.90	4.60
Credit cost	(%)	1.66	1.67	1.58
Net profit margin	(%)	26.89	18.75	5.18
Return on equity	(%)	15.69	11.71	3.17
Efficiency Ratio				
Return on asset	(%)	2.38	1.64	0.43
Cost to income	(%)	26.26	27.91	30.48
Asset turnover	(Times)	0.09	0.09	0.08
Leverage Ratio				
Debt to equity	(Times)	5.74	6.27	6.04
Lending to borrowings	(Times)	1.19	1.15	1.13
Asset Quality Ratio				
Allowance for expected credit losses to total lending	(%)	2.61	2.93	3.93
Bad debt to total lending	(%)	1.98	1.44	1.34
NPL to total lendings	(%)	3.47	4.70	6.97
Allowance for expected credit losses to NPL	(%)	75.04	62.32	56.32

Note: <sup>1/</sup> Interest revenue is an Effective Rate and interest expense includes aval and guarantee fees.

## 5. GENERAL INFORMATION AND OTHER MATERIAL FACTS

### 5.1 General information

<b>COMPANY NAME</b> : ASIA SERMKIJ LEASING PUBLIC COMPANY LIMITED		
<b>Address</b>	<b>: Head Office</b>	No. 129, JLK Tower, 19-21 Fl., Sukhumvit Rd., Klong Toei Nuea, Watthana, Bangkok 10110 Tel. 0-2030-0999, 0-2679-6226, 0-2679-6262 Fax 0-2679-6241-3
	<b>Rayong Branch</b>	No. 6,8 soi 3 Sukhumvit Road, Tha Pradu, Mueang, Rayong 21000 Tel. 0-3861-2185, 0-3861-7380, 0-3886-0153-5 Fax. 0-3886-0156
	<b>Samut Sakhon Branch</b>	No. 199/193-4, Moo 3, Nadi, Mueang Samut Sakhon, Samut Sakhon 74000 Tel. 0-3444-6958-63 Fax. 0-3444-6964
	<b>Phitsanulok Branch</b>	No. 9/7-9, Moo 5, Ban Khlong, Mueang Phitsanulok, Phitsanulok 65000 Tel. 0-5521-6566 Fax. 0-5528-2630
	<b>Chiang Rai Branch</b>	No. 478/4 -5, Moo 5, Rim Kok, Mueang Chiang Rai, Chiang Rai 57100 Tel. 0-5316-6981-83 Fax. 0-5316-6984
	<b>Khon Kaen Branch</b>	No. 161/7-8, Moo 5, Old Town, Mueang Khon Kaen, Khon Kaen 40000 Tel. 0-4346-7031-34 Fax. 0-4346-7030
	<b>Ubon Ratchathani Branch</b>	No. 941/18-19 Chayangkun Road, Nai Mueang, Mueang Ubon Ratchathani, Ubon Ratchathani 34000 Tel. 0-4531-1512-14 Fax. 0-4531-1524
	<b>Lampang Branch</b>	No. 108/7 Highway-Lampang-Ngao Road, Phrabat, Mueang Lampang, Lampang 52000 Tel. 0-5482-1990-92 Fax. 0-5482-1993
	<b>Nakhon Ratchasima Branch</b>	No. 1444/23-24 Village Moo 13, Johor, Mueang Nakhon Ratchasima, Nakhon Ratchasima 30310 Tel. 0-4437-0267-68 Fax. 0-4437-0266

<b>Udon Thani Branch</b>	No. 12/9-10, Moo 2, Nadi, Mueang Udon Thani, Udon Thani 41000 Tel. 0-4234-7594-96 Fax. 0-4234-7597
<b>Mukdahan Branch</b>	No. 111/4 Phithaksantirat Road. Sibunruang, Mueang Mukdahan, Mukdahan 49000 Tel. 0-4261-4045 – 47 Fax. 0-4261-4048
<b>Sa Kaeo Branch</b>	No. 354/78 Suwannasorn Rd., Sa Kaeo, Mueang Sa Kaeo, Sa Kaeo 27000 Tel. 0-3742-1937, 037-421998 Fax. 0-3451-8465
<b>Kanchanaburi Branch</b>	No. 65/30-31, Moo 9, Pak Phraek, Mueang Kanchanaburi, Kanchanaburi 71000 Tel. 0-3451-8462-4 Fax. 0-3451-8465
<b>Nakhon Sawan Branch</b>	No. 105/10-11, Moo 9, Wat Sai, Mueang Nakhon Sawan, Nakhon Sawan 60000 Tel. 0-5605-3957-59 Fax. 0-5605-3955
<b>Chiang Mai Branch</b>	No. 161/60, Moo 4, Nong Pa Khrang, Mueang Chiang Mai, Chiang Mai 50000 Tel. 0-5324-0971-3 Fax. 0-5324-0974
<b>Surat Thani Branch</b>	No. 88/41-42, Moo 5, Kanchanawithi Road, Bang Kung, Mueang Surat Thani, Surat Thani 84000 Tel. 0-7720-3405-7 Fax. 0-7720-3409
<b>Chonburi Branch</b>	Suansuea Park Ville, No. 379/15, Moo 3, Nong Kham, Si Racha, Chonburi 20110 Tel. 0-3819-8346-7, 0-3811-1644-5 Fax. 0-3819-8350
<b>Songkhla Branch</b>	No. 299/14 Moo 2, Sanambin-Lopburiramet Road, Khuan Lang, Hat Yai, Songkhla 90110 Tel. 0-7423-6231-4 Fax. 0-7423-6235
<b>Buriram Branch</b>	No. 437/336, Jira Road, Nai Mueang, Mueang Buriram, Buriram 31000 Tel. 044-634702 Fax. 044-634705
<b>Phuket Branch</b>	4 Floor, DS Tower, No.78 Moo.2, Ko Kaeo, Muang Phuket, Phuket 83000 Tel. 076-390-243 Fax. 076-390-244

Homepage	: <a href="http://www.ask.co.th">www.ask.co.th</a>
Company registration number	: 0107546000393
Type of business	: The main business is automobile hire purchase loans.
Number of shares issued and fully paid	: 527,843,640 Ordinary shares (As at December 31, 2024)
Par value	: 5 Baht per share
Credit Rating	: A (tha) Stable outlook (By Fitch Ratings Co., Ltd. on November 21, 2024)

#### Information of the subsidiaries

<b>COMPANY NAME</b>	<b>: BANGKOK GRAND PACIFIC LEASE PUBLIC COMPANY LIMITED</b>
Head Office	: No. 129, JKL Tower, 18 FL., Sukhumvit Rd., Khlong Toei Nuea, Watthana, Bangkok 10110
Contact	: Tel. 0-2030-0999, 0-2679-6226, 0-2679-6262 Fax. 0-2679-6241-3
Type of business	: Vehicle and machine hire purchase and leasing, loan for business, factoring, and services for registration.
Number of shares issued and fully paid	: 219,250,000 Ordinary shares (As of December 31, 2024)
Par value	: 10 Baht per share

<b>COMPANY NAME</b>	<b>: SK INSURANCE BROKER CO., LTD.</b>
Head Office	: No. 129, JKL Tower, 19 FL., Sukhumvit Rd., Khlong Toei Nuea, Watthana, Bangkok 10110
Contact	: Tel. 0-2030-0999, 0-2679-6226, 0-2679-6262 Fax. 0-2679-6258
Type of business	: Insurance broker business
Number of shares issued and fully paid	: 1,000,000 Ordinary shares (As of December 31, 2024)
Par value	: 10 Baht per share

#### Reference Information

<b>COMPANY SECRETARY</b>	<b>: Mr. Danai Lapaviwat</b>
Address	: No. 129, JKL Tower, 20 FL., Sukhumvit Rd., Khlong Toei Nuea, Watthana, Bangkok 10110
Contact	: Tel. 0-2030-0999, 0-2679-6226, 0-2679-6262 Fax. 0-2679-6241-3

**SECURITIES REGISTRAR : THAILAND SECURITIES DEPOSITORY CO., LTD.**

Address : No. 93 Ratchadaphisek Road, Din Daeng , Bangkok 10400

Contact : Tel. 0-2009-9000 Fax. 0-2009-9991

**DEBENTURE REGISTRAR : BANK OF AYUDHYA PUBLIC COMPANY LIMITED**

Address : No. 1222 Rama III Road, Bangphongphang, Yannawa, Bangkok 10120

Contact : Tel. 0-2296-2000, 0-2683-1000 Fax. 0-2683-1304

**AUDITOR : EY OFFICE LIMITED**Address : 33<sup>rd</sup> Floor Lake Ratchada Building, No.193/136-137 Ratchadapisek Road, Klongtoey, Bangkok 10110

Contact : Tel. 0-2264-0777 Fax. 0-2264-0789-90

**5.2 Other material facts - None -****5.3 Legal disputes**

As of December 31, 2024, the Company and its subsidiaries have not been sued as a defendant in any lawsuit or dispute, including any arbitration proceedings that may have a negative impact on the Company's assets at an amount that is greater than 5.0% of the shareholders' equity, that significantly affect the business operations, the financial status of the Company's operations, or business opportunities but is unable to quantify the impact and that are not caused by the Company's normal business operations.

**5.4 Secondary market - None -****5.5 Financial institution with regular contact****BANK : BANGKOK BANK PUBLIC COMPANY LIMITED**Address : No. 333, Bangkok Bank Head office, 14<sup>th</sup> Floor, Silom Road, Silom, Bangrak, Bangkok10500

Contact : Tel. 02-230-1445



## Part 2

# Corporate Governance



## 6. CORPORATE GOVERNANCE POLICY

The Company establishes the operational policy concerning corporate governance system of the management in order to maximize the efficiency of the Company's management. The Company's Board of Directors sets out the Code of Best Practice for directors of a listed company to comply with the guidelines of the Stock Exchange of Thailand and the Corporate Governance Code for Listed companies 2017 of the Securities and Exchange Commission to enhance the transparency and effectiveness of the management which will create confidence to the shareholders, investors and all stakeholders. The details are as follows;

- Principle 1: Establish Clear Leadership Roles and Responsibilities for the Board of Directors
- Principle 2: Define Objectives that Promote Sustainable Value Creation
- Principle 3: Strengthen the Board of Directors' Effectiveness
- Principle 4: Ensure an Effective CEO and People Management
- Principle 5: Nurture Innovation and Responsible Business Promotion
- Principle 6: Strengthen Effective Risk Management and Internal Control
- Principle 7: Ensure Disclosure and Financial Integrity
- Principle 8: Ensure Engagement and Communication with Shareholders

### 6.1 Overview of Corporate Governance Policies and Practices

The Company has been published its good governance policy and code of conduct on its website ([www.ask.co.th](http://www.ask.co.th)) section "Investor-relations" main objective of this communication is to inform all stakeholders to fair and equal practices as a guideline for correct practice. The details are as follows;

#### 6.1.1 Policy and guidelines related to the Board of Directors

The Company's Board of Directors has a duty to determine vision, mission, strategy, business plan, budget and objective of the operation of business which can be changed according the business situation and will be reviewed every year, which approved in 1<sup>st</sup> meeting of the year by the Board of Directors Meeting. As well as to supervise the management to perform in accordance with the targeted plan in an effectiveness and efficient manner and to monitor the implementation of the Company's strategy. It also has a duty to establish the appropriate internal control, internal audit and risk management system, and to ensure that the financial report is provided on a regular basis and with quality under supervision of the Audit Committee in order for the Company to meet the determined target and to provide optimal benefits to all groups of stakeholders.

#### The Remuneration to the Board of Directors

The Company is aware of the selection of the Board of Directors, subcommittees and executives to be appropriate to their duties and responsibilities as well as driving the Company towards its goals and performance targets, and to be able to compete with other companies in the industry.

The Company does not have an established nominating committee to select directors. The Board of Directors considers a nomination who was selected to be a director in the structure, board diversity policy such gender, nationality (the Company' directors are both Thai and foreign) and the expertise to complement the existing skill of the Board of Directors and personal qualification for directorship as well as experience, skills, directorship performance and unprohibited person by the law and the regulation of the Securities and Exchange Commission. The Board of Directors have the appropriate qualifications as well as the experience, knowledge, skills in the business and have performed their directorship effectively to the Company.

The Board of Directors has considered that they should be proposed to the Shareholders' Meeting. The company has an established term of office for directors in the Articles of Association. therefore at each General Meeting of Shareholders, one-third of the directors – or if their number is not a multiple of three, then the number nearest to one-third - must retire from office. A retiring director maybe re-elected and the term of each director is set at 3 years.

The Company also has a balance of power for directors that the Board of Directors consists of 12 directors, comprising 1 executives and 11 non-executive directors. The Company establishes the Audit Committee comprising 4 independent directors. In addition, there are independent directors accounting for 42 percent or 5 of 12 of the Board of Directors. The Audit Committee is regarded as the representatives of minor shareholders with the duty to supervise the operation of the Company to ensure its accuracy and transparency.

Although, the Company has not yet established the policy to limit the number of listed companies that a director can hold, none of the Director holds the directorship more than 5 listed companies in which the details are disclosed in the Board of Directors and Managements' Profiles.

#### Independence of the Chairman

The Company separates the duty and authority of the Board of Directors, Executive Board and the Audit Committee are clearly separated (as detailed in Shareholding and Management Structure) to ensure the transparency, sufficient balance of power and ability to review the operation of the Company. Resolution on any material agenda still requires the approval from the Board of Directors or the shareholders' meeting. In addition, authority assigned to the Board of Directors, Executive Board and the Managing Director shall not allow the directors with conflict of interest in any transaction, whether by themselves or by their potential conflict of interest related parties, to approve such transaction made with the Company or Subsidiaries.

#### Directors and Executives Remuneration

The director's remuneration is not determined by the Nomination and Remuneration Committee. However, the Company has considered the policy and criteria for determining remuneration of directors carefully and appropriately. The Company has 3 types of remunerations i.e., monthly fixed remuneration, meeting allowance, and bonus. The Board of Directors has been carefully considered in comparison with appropriate industry sector and the Company's profitability as well as directors' performance and the satisfaction of stakeholders. The company does not provide any additional benefits to the Board of Directors.

The considering compensation or other benefits to the Board of Directors subcommittees and executives, including the compensation structure must be approved by a resolution of the shareholders' meeting, which will consider and approve appropriate remuneration to promote the performance of the Board of Directors.

#### Development of the Board of Directors

The Company gives importance on supporting, and facilitating directors, executives, and staff to attend related seminars regularly in order to develop and increase knowledge to support operation and to perform duties more efficiently for the maximum benefit of the company and stakeholders.

The Company organized the director orientation for newly appointed directors starting in the year 2009 to familiarize them with the Company information, rule and responsibilities of director and related regulations. The topics covered the company mission and vision, business plan, company background, shareholding structure, organization structure and list of management, standard agenda and minutes of the Board of Directors Meeting in the past year and also enclosed with Directors Handbook to familiarize them in performing the duty of director of a listed company.

#### Board of Directors meeting

The Company would inform preliminary the schedule of the Board of Directors to facilitate the director for attending. However, the informed schedule is for the regular meeting. The extra meeting if any, the secretary to the Board of Directors will send the invitation letter to each director prior to the meeting.

The Company requires the directors to attend every Board of Directors' meeting except in case of emergency. Meeting agenda must be clearly indicated prior to each Board of Directors' meeting with the inclusion of agenda on operational monitoring on a regular basis. The Company delivers the meeting invitation letter together with meeting agenda and support documents for the meeting to each director at least 7 days in advance of the meeting date to allow sufficient timing for the Board of Directors to study on the information prior to attend the meeting. In each Board of Directors' meeting, the Chairman of the Board of Directors is obliged to allocate adequate timing in order to enable the management to propose and provide thorough explanation on the material issues. Minutes of the meeting are accurately and completely recorded in writing. Minutes of the meeting, certified by the Board of Directors, will be retained for further examination by the Board of Directors and other related parties.

#### Evaluation Performance of Directors

The Company has established an annual performance evaluation for the Board of Directors and its subcommittees, the Audit Committee and the Risk Management Committee. These assessments, which include the overall board structure and the Self Assessment to assess the board's structure and performance. The Board Assessment Form consisted of 6 areas: Structure and characteristics of the Board, Roles and responsibilities of the Board, Board Meetings, The board's performance of duties, Relationship with management, and Self-development of directors.

The assessment form was provided individual to each director by the Investor Relations team, who assists the Company Secretary. The 6 assessment areas were included sub-item and director could fill 0-4 score for each sub-item. The Company Secretary will consolidate the results and present the findings at the board meeting.

#### **6.1.2 Policy and guidelines related to shareholders and stakeholders**

The Company recognizes and is aware of the importance of all groups of stakeholders, both internal and external including customers, shareholders, employees, creditors, debtors, competitors and others related entities. Moreover, the Company also pays attention to the social and environmental responsibility, since every stakeholder always has a long term support for the company. The company is well aware of the rights of stakeholders and treat stakeholders in accordance with the rights, conditions, laws and regulations In order for stakeholders to be looked after and treated with good care as follows;

##### **1) Shareholders' right**

The Board of Directors has recognized the importance of shareholders' right, which has been listed in shareholders' right protection policy, and also encourages every shareholders and institutional shareholders to exercise their rights under the law i.e. the Company profit sharing, the right to sell or transfer stocks, the shareholders' right to obtain the information, the voting right in the shareholders' meeting to appoint or to demote the directors, the remuneration of the Board of Directors, the appointment of a certified auditor, the approval of the audit fee and other issues which may significance effect the company.

In addition, the circulation of the information needed for any shareholders have been listed through the company website "www.ask.co.th" i.e. the shareholders' right for a shareholder or shareholders holding shares and having an aggregate voting rights not less than 1 percent of all Company voting rights to propose the meeting agenda or nomination of directors. The Company has been disclosed to SET and Company's website since October 9, 2024.

For the year 2024, the Company has circulated the shareholders' invitation letter and supplementary documents for the meeting on the Company's website since March 13, 2024 (or before meeting 28 days, the Company held the Annual General Meeting of Shareholders on April 11, 2024). Thailand Securities Depository Co., Ltd (TSD) as the Company registrar has sent out the shareholders' invitation letter and supplementary documents and annual report 2023 via registered postage on March 20, 2024 (or before the meeting 21 days). The minutes of the meeting has been revealed to public through the Company website for advance consideration of shareholders on April 24, 2024 or 14 days after the meeting. Moreover, the Company never had any policy to lessen the shareholders' right. The Company will not

distribute the importance information immediately on the meeting day, or not put additional agenda or change any details of the meeting without noticing the shareholders in advance. In addition, the shareholders shall be obtained the rights to ask any question to the Board of Directors and attend in the meeting although they come late.

## **2) Fair and Equitable Treatment to Shareholders**

The Company recognizes the importance of the right of shareholders and treats every shareholder included institutional shareholders equally. As a result, the Company will timely, accurately and completely disclose material information and news to its shareholders on a regular basis. In an invitation to the shareholders' meeting, the Company will deliver a meeting invitation letter together with support information relevant to meeting agenda to the shareholders 21 days prior to the meeting date. Invitation letter for the meeting is also announced in the newspaper with complete opinion of the Board of Directors on each meeting agenda in order that the shareholders have sufficient time to consider the information prior to the meeting. Minutes of the meeting are also accurately recorded for further review by the shareholders. The Company intends to provide additional option to the shareholders by authorizing the independent director of the Company as a proxy on behalf of the shareholders in case the shareholders cannot attend the meeting.

In the Year 2024, the Company held an annual general meeting of shareholders which was the Annual General Meeting of Shareholders No.40/2024 held on April 11, 2024 at 3.00 pm. at Regency Ballroom 1, 5<sup>th</sup> Floor, Hyatt Regency Bangkok Sukhumvit, no. 1, Sukhumvit Soi 13, Klongtoey Nua, Wattana, Bangkok 10110. The venue was convenient for travelling by public transportation and BTS. Every shareholder is entitled to use his/her right to vote and express opinion or make inquiry before making decision.

### Before the meeting

The Company has posted the invitation letter, which detailed every aspects of the meeting through the company website 28 days in advance, since March 13, 2024. The Company has sent the invitation letter including, the Meeting Agenda, the Board of Directors' opinion and the minute of the previous shareholders' meeting and also the Annual report together with the documents important for the meeting, the proxy which detailed the clarification manual. The documents will be handed to Thailand Security Depository Company Limited, the company registrar who has been in charge of distributing the documents to the shareholders 21 days prior to the meeting date.

In 2024, the Company has sent the invitation letter and others importance documents to the shareholders since March 20, 2024 and made an announcement through the Sai Klang News for 3 consecutive days from April 3-5, 2024 in order to inform in advance the shareholders and allow them to look through all information before The General Meeting has been called. The Company has sent the documents to all shareholders listed at the date of the record date on March 1, 2024. In order to facilitate the shareholders who cannot attend the meeting, the company also sent the proxy together with the invitation letter and listed the required documents for the meeting stated the detailed for both the

shareholders who will attend the meeting and who will assign the others as the representative in order to assist the shareholders for the preparation of the documents and to avoid any problems which might occur in attending the meeting. Moreover the company has authorized Mr. Pradit Sawattananond the Chairman of the Audit Committee/ Independent Director as a proxy on behalf of the shareholders in case the shareholders cannot attend the meeting. For the shareholders' meetings online through the E-EGM system, the company open system for shareholders can register to participate and submit questions or proposals throughout the meeting on April 3, 2024.

On the meeting date

The Company has set the venue, and the appropriate time that is convenient for every shareholder and institutional shareholders to assure the security. The Company has provided the sufficient registration counters with "Barcode System" and allowed the participants to register 2 hours before the meeting starts. They can also register prior to or during the meeting. The Company also provided free of charge duty stamps for authorization of proxies. There were snack and coffee break provided to the shareholders. Including, The Company has provided the Shareholders' meeting via electronic media (E-Meeting) for the shareholders or proxies who cannot attend the meeting.

The Company has provided the related documents for the meeting such as invitation letter, One report for the shareholders who requested. The Company also appointed the legal consultant to conduct and clarify the details of the meeting, including voting method, counting, the use of ballot and announced the voting result in each agenda. During the meeting, the Company had appropriately and adequately provided the opportunities to shareholders to ask or express their opinions. Regarding the appointing of director agenda, the Company had set the vote to be separated one by one and collected the ballot of each director for the transparently counted by legal consultant.

In the Annual General Meeting No.40/2024, there were 12 directors participated including 8 directors attended in meeting room which are (1) Mr. Yang, Tze-Ting, Chairman of the Board of Directors, (2) Mr. Pradit Sawattananond, Chairman of the Audit Committee/ Independent Director, (3) Mr. Tang, Lai-Wang, Director/ Managing Director, (4) Dr. Supriya Kuandachakupt Audit Committee/ Independent Director, (5) Mr. Kasem Akanesuwana Audit Committee/ Independent Director, (6) Mr. Anant Svattananon Audit Committee/ Independent Director, (7) Mrs. Patima Chavalit, Independent Director and (8) Mr. Tientavee Saraton Director and 4 directors attended via video conference which are (1) Chen, Jui-Hsin Director and (2) Mr. Wang, Chia-Hung Director, (3) Chen, Fong-Long, Director, and (4) Mr. Liao, Ying-Chih, Director

Together with Mr. Danai Lapaviwat Chief Financial Officer/ Company Secretary/ Secretary to the Board of Directors. There were also 2 Company's auditor (EY office Limited) and 4 Independent legal advisors from MSC International Law Office as a Master of Ceremony, and Invent tech System (Thailand) Co., Ltd as an Independent Vote Counter during the meeting.

After the Meeting

The Company had informed the resolution of the meeting on April 11, 2024 via the Stock Exchange of Thailand's information system. The Company had submitted and published the minutes of the meeting on the Company website within 14 days after the meeting. In 2024, the company had posted

the minutes through the company website since April 25, 2024. The event had also recorded both in video and audio format to be distributed to any shareholders who may have an interest and also posted on the Company website and made an announcement through the newspaper for 3 consecutive days from April 19- 21, 2024 in order to inform the shareholders for dividend payment.

### 3) Awareness in stakeholders

The Company recognizes and is aware of the importance of all groups of stakeholders, both internal and external including customers, shareholders, employees, creditors, debtors, competitors and others related entities. Moreover, the Company also pays attention to the social and environmental responsibility, since every stakeholder always has a long term support for the company. The Company has disclosed the further information the “Corporate Governance” in company’ s website [www.ask.co.th](http://www.ask.co.th) in section “Investor Relations” with the following:

- Code of Conduct
- Anti-Corruption Policy
- Facilitating and Promoting to attending the Shareholders’ Meeting Policy
- Anti-Fraud Policy
- Whistle Blowing Policy and form
- Employee development program policy
- Workplace safety and sanitation policy
- Procurement policy
- ESG policy
- Energy and water resources management policy
- Environmental management policy
- Social responsibility policy
- Human rights policy and comprehensive human rights audit policy
- IT securities policy
- Business Partners’ s Code of Conduct

The Company has provided “Corporate Social Responsibility Report/ Sustainable Report 2024” in the Company website [www.ask.co.th](http://www.ask.co.th) in “Investor Relations” section for all stakeholders to access.

#### Human Resource Management

The human development policy will be very crucial to help every single employee to develop himself both on the knowledge concerning current responsibility and the skill development in supporting them for the achievement in their career path. The Company therefore provides both internal and external development program for every employee.

In year 2024, the company and its subsidiaries provided all employees totally 89 training programs. 63 programs were internal training programs and 26 programs were external training programs.

The Company has a campaign on safety at work constantly regarding workplace safety and sanitation policy.

In 2024 the Company recorded sick leave equal to 1.98 percent of the total employees of the Company and its subsidiaries. And The Company has no accidents arising from working.

The Company has organized the annual health check for the welfare of manpower to keep all healthy. This project, the Company held annually and operated continuously for more than 20 years.

#### Whistleblowing or Reporting Complaints

In order to be a channel for stakeholders' participation, the Company has set up a channel to gather any complaints, suggestions or comments to the board via the Company's website (in Investor Relations Section) or the stakeholders may send by mail or by hand at the Company.

In 2024, there was no whistleblowing or report of complaints regarding the corruption or violation of the Company's corporate governance policy.

#### Anti-Corruption

The Company operates business with integrity according to good corporate governance and adhere to responsibility to social and all stakeholders by establishing the Anti-Fraud Policy to identify the responsibility and practices for fraud prevention as clear guidelines for business operations which develop corporate sustainability.



The company was first certified as a member of the Thai Private Sector Collective Action Against Corruption (CAC), on August 18, 2017 and has been renewed the certify membership continuously. In 2023, the Company received the certificate of the second renewal of CAC membership. The certification is valid for 3 years, effective until 2026 (2023 - 2026).

#### **4) Information disclosure and transparency**

The Company recognizes the important of accurate, complete and prompt disclosure of important information of the company including the company performance information, clearness shareholding structure which detailed in Shareholding Structure section and the corporate governance policy, which was disclosed in the One Report and the Company website at [www.ask.co.th](http://www.ask.co.th).



Regarding the quality of financial report, in 2024, the company appointed EY Office Limited, who has been certified by the Securities and Exchange Commission, as an independent auditor. The Company's 2024 financial report was certified with unqualified opinion from the auditor.

Furthermore, the Company establishes the Investor Relations Department to be another channel to disclose the information to its shareholders, the analysts and general investors. The Investor Relations Department can be reached at 0-2030-0999, 0-2679-6226, 0-2679-6262 ext 5130 or 5131. The information including the shareholders' structure, the organization structure, corporate governance policy, the Board of Directors member, the financial report, the annual report, the invitation to the shareholders' meeting and the minutes of the shareholders' meeting, has been disclosed in the company's website in Investor Relations section.

In 2024, the Company has disclosed and presented the information to related parties as follows:

Activities	Times
Analyst Meeting	4
Road Show for institution investor arranging by securities companies	5
SET Opportunity Day	4
Disclosure of the company's performance to newspaper (Press releases)	1
Disclosure of the company's quarterly performance via SET	4

The Company has initiated the policy for directors to report the conflict of interest in order to prepare the related transactions according to the Securities and Exchange Act.

## 6.2 Business code of conduct

The Company prepared the guidelines on business ethics for the Board of Directors, managements and all levels of employees that guide of the business operation and implement. The Company will notify the Code of Conduct to all employees during the new employee orientation for new directors, executives and employees.

Including requiring to sign an acknowledgment of compliance policy and Business code of conduct. The Company believes that the guidelines about the Ethics is an important tool to enhance transparency for the business operations which lead to the confidence all related parties.

Details of the Company's Code of Business Conduct are shown in Attachment 5 and for more information on good corporate governance policies and the Code of Business Conduct, in the Company website [www.ask.co.th](http://www.ask.co.th) in "Investor Relations" section for all stakeholders to access.

**In year 2024, it was found that the Company's directors, executives and all employees are violation of the Code of Business Conduct.**

### 6.3 Material changes and developments regarding policy, guidelines and corporate governance system of the year 2023.

#### 6.3.1 Significant developments in the review of policies, guidelines, and corporate governance systems

The Board of Directors emphasize the review of the Company's good corporate governance policy and business ethics to enhance the efficiency and the standard of corporate governance of the Company by reviewing the said policy at least once a year. In 2024, the Board of Directors had completed a review of the corporate governance policy in accordance with the Corporate Governance Code 2017 according with the situation changes that affect the company's operations and all related regulations. The essence of the Company's Code of Conduct is as follows:

- The company has adjusted its practices to align with the corporate governance survey criteria set by the Thai Institute of Directors
- The Board of Directors has considered the corporate governance score (CG Score) in order to improve the Company's corporate governance.
- To revise the personal data protection policy to encompass the request for CCTV footage, ensuring compliance with relevant data protection laws and establishing appropriate procedures.
- Establishing sustainability policies and practices aligned with the principles of sustainable development, fostering a balance between economic, social, and environmental aspects throughout our value chain.
- Establishing the Responsible Lending policy to ensure compliance with Bank of Thailand regulations and to promote responsible business practices across all stakeholder groups.
- Established guidelines for tax practices that comply with all relevant laws and regulations, and that prioritize fair, transparent, and socially responsible business operations, considering the interests of all stakeholders.
- To integrate the results of the SET ESG Ratings assessment along with recommendations to improve and develop the company's operations for greater efficiency

#### 6.3.2 Implementation of the Corporate Governance Code 2017 (CG Code)

The Board of Directors had implemented and adapted the CG Code to suit the Company's business operations. For practices that the Company had not yet implemented, the Board of Directors had considered to prepare and develop a plan for future implementation in the future.

Issues that the Company is unable to comply with the principles of good corporate governance for listed company year 2017 (CG Code) are as follows:

Guideline 3.2.1 The chairman of the board should be an independent director.

Reason The Chairman of the Board of Directors must have knowledge, expertise and experience in the Company's business. Although the Chairman is not an independent director, the Board of Directors

has clearly defined the roles and responsibilities of the Chairman according to the principles of good corporate governance.

Guideline 3.2.4 Having the board comprise a majority of independent directors

Reason The Board of Directors comprises of 42 percent of independent directors because the directors must have knowledge and experiences in the Company' businesses. However, the Board of Directors has appropriately balanced the power between the directors and the management.

Guideline 3.2.5 The Board of Directors should establish the policy that the tenure of an independent director should not exceed a cumulative term of 9 years from the first day of service.

Reason The Company has independent directors who have been appointed for more than 9 years because the independent directors have performed effectively for their directorship. They have direct experiences in the Company' businesses, knowledge and can provide opinion independently and in accordance with the related regulation.

Guideline 3.3.1 The Board of Directors should establish a nomination committee.

Reason Currently, the company does not have a nomination committee. However, to select a person to be nominated to be a director, the Board of Directors carefully considers the structure and board diversity.

Guideline 3.4.1 The Board of Directors should establish a remuneration committee.

Reason Currently, the company does not have a remuneration committee. However, in order to propose the remuneration of the directors, the Board of Directors has carefully considered in comparison with appropriate industry sector and the Company's profitability.

Guideline 3.7.3 The Company should appoint an external consultant to assist in setting guidelines and providing recommendations for a board assessment at least once every three years.

Reason The Company does not appoint an external consultant to assist in setting guidelines and providing recommendations for a board assessment. However, the Company has conducted the performance evaluation of the Board of Directors and use the results to develop performance of the directors.

### **6.3.3 Other practices in accordance with the principles of good corporate governance**

To enhance the compliance with good corporate governance principles or CG Code B.E. 2017, the Company participated in the Corporate Governance Report of Thai listed companies organized by the Thai Institute of Directors detail as following;



The Company received “Excellent” (five stars) scoring of the Corporate Governance Report of Thai Listed Companies 2024 (CGR), conducted by The Thai Institute of Directors (IOD). An overall score of 98 percent or very good level. This is higher than the average of listed companies, which is 84 percent and average of companies in the financial sector, which is 90 percent



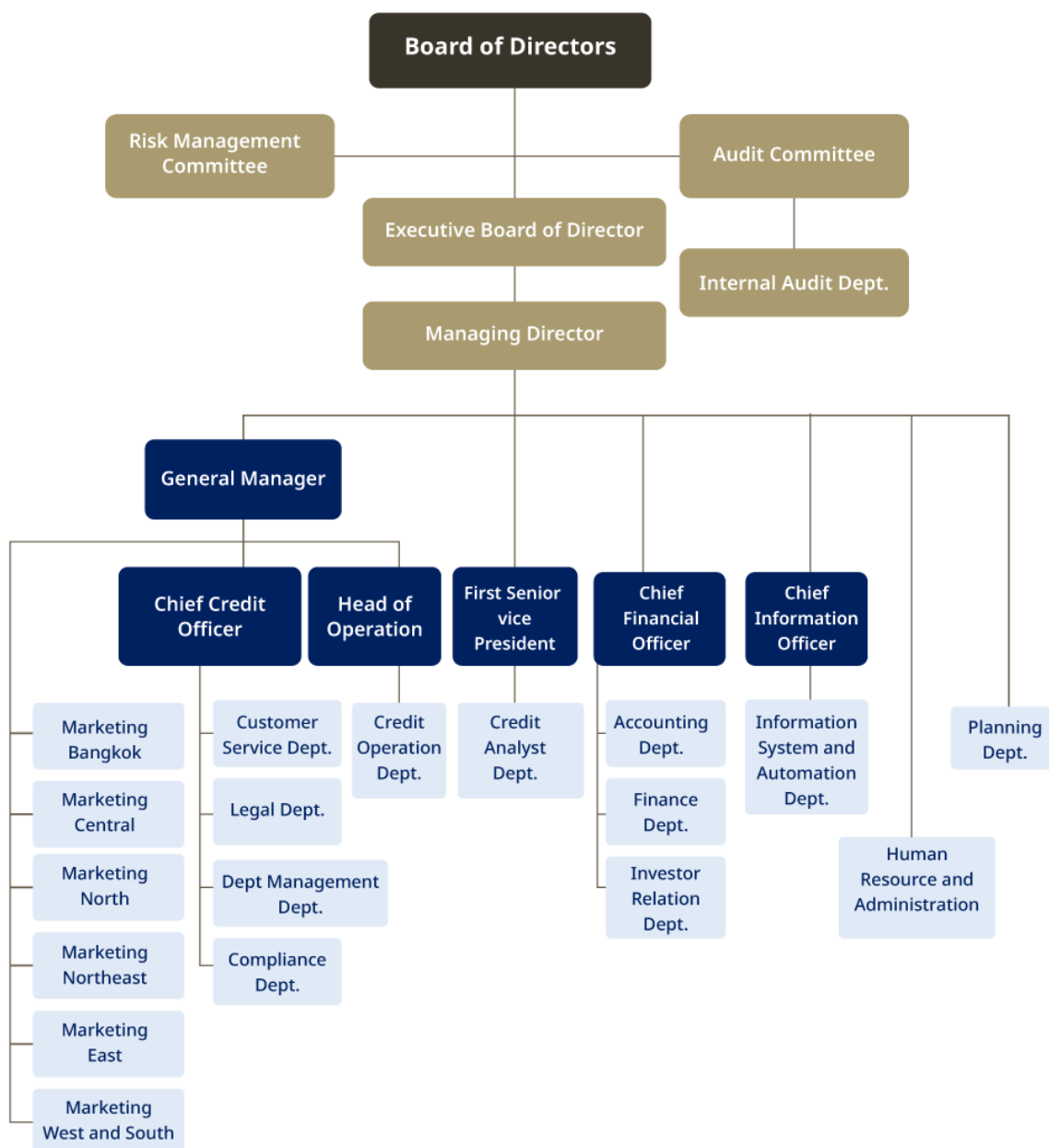
In addition, the company also participated in the AGM Assessment Program of listed companies organized by the Securities and Exchange Commission in conjunction with the Thai Investors Association to assess the quality of the shareholders' meeting. In 2024, the Company received an evaluation score of 98.



The Company has been assessed and ranked in the SET ESG Rating for 2024 at level A from the Stock Exchange of Thailand.

## 7. Corporate governance structure and significant information related to the Board of Directors, subcommittees, executives, employees and others

### 7.1 Corporate Governance Structure



## 7.2 Information on the Board of Directors

### 7.2.1 The composition of the Board of Directors

The Company also has a balance of power for directors that the Board of Directors consists of 12 directors, comprising 1 executives and 11 non-executive directors. The Company establishes the Audit Committee comprising 4 independent directors. In addition, there is 1 independent director accounting for 42 percent or 5 of 12 of the Board of Directors. The Audit Committee is regarded as the representatives of minor shareholders with the duty to supervise the operation of the Company to ensure its accuracy and transparency.

Component	Number	Proportion
<b>Ggender</b>		
Male	10	83
Female	2	17
<b>Types of directors</b>		
Independent directors	5	42
Executives directors	1	8
Non-executive directors	11	92

The Company has a policy to determine the structure of the Board of Directors to be diverse in skills, specialization, and set the Board Skill Matrix such as business administration, accounting, finance, economics, law, risk management and corporate governance. The Company targets the Board of Directors to consist of at least 4 directors with knowledge in the Company business, at least 2 directors in accounting and finance, at least 1 director in economics, at least 1 director in law, including no gender limitation. Age, race, nationality. In addition, the Board of Directors must consist of independent directors. which is independent as specified by the Company and numbering at least 1 in 3 of the entire Board of Directors and not less than 3 persons

The skill matrix of the Company's Board of Directors, the details are as follows:

	Company business	Management	Marketing	Accounting and Finance	Economics	Law	Risk Management
1. Mr. Yang, Tze-Ting	x	x	x	x	x		x
2. Mr. Tang, Lai-Wang	x	x	x	x	x		x
3. Mr. Chen, Fong-Long	x	x	x	x	x		x
4. Mr. Liao, Ying-Chih	x	x				x	
5. Mr. Chen, Jui-Hsin	x	x	x				
6. Mr. Wang, Chia-Hung	x	x	x		x		
7. Mr. Tientavee Saraton	x	x	x		x		
8. Mrs. Patima Chavalit	x	x		x			
9. Mr. Pradit Sawattananond	x	x		x			x
10. Mr. Anant Svattananon <sup>1</sup>	x	x	x				x
11. Dr. Supriya Kuandachakupt	x	x			x		x
12. Mr. Kasem Akanesuwan	x	x		x			x

#### 7.2.2 The information on each director and controlling person.

The Company's Board of Directors as at December 31, 2024 consists of 12 members as follows:

No.	Name	Position
1.	Mr. Yang, Tze-Ting	Chairman of the Board of Directors
2.	Mr. Tang, Lai-Wang	Director
3.	Mr. Chen, Fong-Long	Director
4.	Mr. Liao, Ying-Chih	Director
5.	Mr. Chen, Jui-Hsin	Director
6.	Mr. Wang, Chia-Hung	Director
7.	Mr. Tientavee Saraton	Director
8.	Mrs. Patima Chavalit	Independent Director
9.	Mr. Pradit Sawattananond	Chairman of the Audit Committee/ Independent Director
10.	Mr. Anant Svattananon <sup>1</sup>	Member of the Audit Committee/ Independent Director
11.	Dr. Supriya Kuandachakupt	Member of the Audit Committee/ Independent Director
12.	Mr. Kasem Akanesuwan	Member of the Audit Committee/ Independent Director

Remark: <sup>1</sup> the meeting of the Board of Directors Asia Sermkij Leasing Public Company Limited No. 2<sup>nd</sup>/2025 held on February 14, 2025 has acknowledged the resignation of Member of the Audit Committee/ Independent Director Mr. Anant Svattananon effective from January 31, 2025, onward.

Mr. Danai Lapaviwat is Company Secretary and Secretary to the Board of Directors

### 7.2.3 Roles and duties of the Board of Directors

#### **Power, Role and Responsibilities of the Board of Directors**

- 1) To administrate and manage the Company's business in conformity with applicable laws, company objectives, and the articles of association as well as the resolutions of the shareholders' meeting. To use their authority to do any action as specified in the memorandum of association or which may be relevant to such action pursuant to the Public Limited Companies Act honestly and in good faith and with care to preserve the interest of the Company and to disclose any information accurately and completely standardized and to be transparent.
- 2) To consider and have Authority on Credit Approval, Non-Policy Expenses Approval, and Non-Policy Assets (Buying and Selling) Approval as granted from Shareholders Meeting, other Non-Policy, and annual business plan, budgeting, or management including policy or administrative matters which have not set policy or which are beyond the authority of the Executive Board of Directors but requested for approval by them under the authority and/or authorized amount that the Board of Directors are approved by the shareholders' meeting.
- 3) The Board of Directors may appoint the directors and/or some executives as deemed appropriate to administrate and manage the Company's business as assigned by the Board of Directors; unless it is clearly stipulated otherwise in the Company's article of association.
- 4) A director shall not: operate any business which has the same nature and is in competition with the business of the Company; become a partner in an ordinary partnership; become a partner with unlimited liability in a limited partnership, or become a director of a private company or any other public limited company operating business which has the same nature as and is in competition with the business of the Company either for the director's own benefit or for the benefit of other persons, unless the director notifies the shareholders' meeting before the resolution for his or her appointment has passed.
- 5) A director shall, without delay, notify the Company in case that he/she has a direct or indirect interest in any contract which is made by the Company during the fiscal year, and shall indicate the nature of the contract, names of the contracting party and his/her interest in the contract. Furthermore, a director shall notify the Company if he/she holds shares or a debenture or any other securities of the Company or any affiliated company, which have increased or decreased during the fiscal year.
- 6) A director who has specific interest in any matter shall not be entitled to vote on such matter.
- 7) At any meeting, in an event of a tie vote, the chairman of the meeting shall have the casting vote.



- 8) The Board of Director will stipulate the company to have the efficient and effectiveness internal control system by appointing the internal audit department to follow up and co-proceed and coordinate with the Audit Committee to conduct the business of the company to comply with the laws and the regulations of competent bodies in line with business moral.

#### **Board Approval Authority**

- 1) Approve loan to customers
- 2) Approve loan from banks
- 3) Approve non-policy expenses
- 4) Approve buying and selling of non-policy assets
- 5) Approve the Company's annual business plan and budgeting
- 6) Approve special policy such as interim dividend

#### **Roles of the Chairman of the Board of Directors**

- 1) Determine the Board of Directors meeting agendas. To call meetings of the Board of Directors
- 2) Chair the Board of Directors meetings, conduct the meetings according to the agenda, allocate sufficient time for the presentation of each agenda item, and encourage and give opportunities to directors to express their opinions on presented issues independently.
- 3) Supervise, monitor, and ensure that the performance of the Board of Directors is effective and achieves the objectives and goals of the company.
- 4) Encourage good relationships among the directors and between the directors and management.
- 5) Chair the shareholders' meeting and ensure the meeting complies with applicable laws, regulations and the Articles of Association, allocate appropriate time for each agenda and give an opportunity for shareholders to freely express their opinions and ask questions relevant to the company as well as managing responses to shareholders' questions.

### **7.3 Information on each subcommittee**

The Company has 3 subcommittees which are Audit Committee, Executive Committee, and Risk Management Committee as detail;

#### **7.3.1 Audit Committee**

The Audit Committee Member was established and appointed from the Annual General Meeting of Shareholders No. 20/2004 to be an independent committee in reviewing the financial report to be submitted to shareholders and stakeholders, internal control and internal audit system and operation of the Company according to the Role and Responsibilities of the Audit Committee.

As of December 31, 2024, the Audit Committee consists of 4 members as follows:

No.	Name	Position
1.	Mr. Pradit Sawattananond	Chairman of the Audit Committee/ Independent Director
2.	Mr. Anant Svattananon	Member of the Audit Committee/ Independent Director

No.	Name	Position
3.	Dr. Supriya Kuandachakupt	Member of the Audit Committee/ Independent Director
4.	Mr. Kasem Akanesuwan	Member of the Audit Committee/ Independent Director

Remark: <sup>1</sup> the meeting of the Board of Directors Asia Sermkij Leasing Public Company Limited No. 2<sup>nd</sup>/2025 held on February 14, 2025 has acknowledged the resignation of Member of the Audit Committee/ Independent Director Mr. Anant Svattananon effective from January 31, 2025, onward.

Mr. Pradit Sawattananond and Mr. Kasem Akanesuwan have experiences in accounting, financing and reviewing of financial statements.

#### **Role and Responsibilities of the Audit Committee**

- 1) To review the Company's financial reporting process to ensure that it is accurate and adequate.
- 2) To review the Company's internal control system and internal audit system to ensure that they are suitable and efficient, to determine an internal audit unit's independence, as well as to approve the appointment, transfer and dismissal of the Internal Audit Department Head or any other unit in charge of an internal audit.
- 3) To review the Company's compliance with the Securities and Exchange Act., the Stock Exchange of Thailand's regulations, and the laws relating to the Company's business.
- 4) To consider, select, nominate and dismissal an independent person to be the Company's external auditor, and to propose such person's remuneration, as well as to attend a non-management meeting with an auditor at least once a year.
- 5) To review the Connected Transactions, or the transactions that may lead to conflicts of interests, to ensure that they are in compliance with the laws and the Stock Exchange of Thailand's regulations, and are reasonable and for the highest benefit of the Company.
- 6) To prepare, and to disclose in the Company's annual report, an audit committee's report which must be signed by the audit committee's chairman and consist of at least the following information:
  - a) An opinion on the accuracy, completeness and creditability of the Company's financial report,
  - b) An opinion on the adequacy of the Company's internal control system,
  - c) An opinion on the compliance with the Securities and Exchange Act., the Stock Exchange of Thailand's regulations, or the laws relating to the Company's business,
  - d) An opinion on the suitability of an auditor,
  - e) An opinion on the transactions that may lead to conflicts of interests,
  - f) The number of the audit committee meetings, and the attendance of such meetings by each committee member,
  - g) An opinion or overview comment received by the audit committee from its performance of duties in accordance with the charter, and
  - h) other transactions which, according to the audit committee's opinion, should be known to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Company's board of directors; and

- 7) To perform any other act as assigned by the Company's Board of Directors, with the approval of the audit committee.

### 7.3.2 Executive Board of Directors

The Company sets up the Executive Board of Directors comprising 6 directors with a 2-year tenure. It is a policy of the Executive Board of Directors to regularly arrange a meeting at least once a month with additional meeting to be called if required.

As of December 31, 2024, the Executive Board of Directors consists of 6 members as follows:

No.	Name	Position
1.	Mr. Yang, Tze-Ting	Chairman of the Executive Board of Directors
2.	Mr. Tang, Lai-Wang	Director
3.	Mr. Shen, Ying-Hui	Director
4.	Mr. Liao, Ying-Chih	Director
5.	Mr. Chen, Fong-Long	Director
6.	Mr. Chen, Jui-Hsin	Director

### Power, Role and Responsibilities of the Executive Board of Directors

- 1) To generally act on behalf and in the interest of the Company and its subsidiaries to carry on the business.
- 2) To administrate the Company's business in conformity with applicable laws, company objectives, the article of association, the resolutions of the shareholders' meeting and the Board of Directors.
- 3) To consider and have Authority on Credit Approval, Non-Policy Expenses Approval, Non-Policy Assets (Buying and Selling) Approval, and request for approval to the Board of Director for which is beyond the granted authority and/or authorized amount. To consider and have authority on personnel Policy which includes recruiting, transferring, promoting, terminating, compensating, annual salary increase and other related human resource management as granted from the Board of Directors.
- 4) To appoint one or more directors in the Executive Board of Directors or other persons to perform any act which is under the supervision of the Executive Board of Directors as the Executive Board of Directors may deem appropriate and within the period defined by them. However, such appointment may be revoked, altered, changed as the Executive Board of Directors deemed appropriate.
- 5) To perform any other act delegated by the Board of Directors.

### 7.3.3 Risk Management Committee

Regarding the risk management, the company had set up a Risk Management Committee to establish an adequate risk management system and approve risk management policy, procedures and quarterly risk management reports and presented results to the board of directors prepared by Risk Management Subcommittee. The risk management system covers important risks which are credit risk, financial risk and operational risk. The risk management procedures include risk assessment, risk

management, risk monitoring and risk controlling which will be reviewed every quarter. The members of the committee were fixed with the internal position as follows:

As of December 31, 2024, the Risk Management Committee consists of 4 members as follows:

No.	Name	Position in the Company and its subsidiaries	Position in Risk Management Committee
1.	Mr. Tang, Lai-Wang	Managing Director	Chairman of the Risk Management Committee
2.	Mr. Anurit Wongudom	General Manager	Member of the Risk Management Committee
3.	Mr. Danai Lapaviwat	Chief Financial Officer	Member of the Risk Management Committee
4.	Mr. Chaiwat Limvipaveanan	Chief Information Officer	Member of the Risk Management Committee

#### **Power, Role and Responsibilities of the Risk Management Committee**

- 1) Establish an adequate operational risk management system
- 2) Approve operational risk management policy and procedures, and quarterly operational risk management reports
- 3) Review the effectiveness of the overall operational risk management system and internal control

## **7.4 Information on executives**

### **7.4.1 Names and positions of the highest ranking executive**

Management as of December 31, 2024 consists of 4 members as follows

No.	Name	Position
1.	Mr. Tang, Lai-Wang	Managing Director
2.	Mr. Anurit Wongudom	General Manager
3.	Mr. Danai Lapaviwat	Chief Financial Officer/Company Secretary/Secretary to the Board of Directors
4.	Mr. Chaiwat Limvipaveanan	Chief Information Officer

#### **Role and Responsibilities of the Managing Director**

- 1) Set out policy, plan and business strategy of the Company and monitor the operation of the Company to ensure that the determined policy, plan and business strategy is complied with.
- 2) Operate and manage normal operation of the Company's business.
- 3) Perform other duties as assigned by the Board of Directors on an ad hoc basis.
- 4) Consider to approve the operations of the Company as authorized by the Board of Directors.
- 5) Consider to approve the employment and salary, staff transfer, rotation, promotion, termination, rewarding and remuneration provision and any other matters related to human resource management.
- 6) Authorized to appoint attorney or assign other persons whom the Managing Director considers appropriate to act on his/her behalf. Such appointment / assignment must comply with the regulations and the articles of association of the Company.

## 7.4.2 Remuneration for Directors and Management

### 1. Remuneration for Directors

The remuneration policy for directors, approved by the shareholders' meeting, is clearly established. The remuneration for directors is provided at an appropriate level and sufficient to attract and retain the capable and qualified directors. Such remuneration is set at the same level as industry standard suitable to the duty and responsibility assigned. The Company does not set out a policy to provide excessive amount of remuneration to its directors. Remuneration for the management is set according to the principles and policy determined by the Board of Directors by correlating the compensation with the Company's operating performance together with the performance of each individual management.

Currently, the company has three types of director remunerations which are the monthly fixed remuneration, meeting attendant allowance (for audit committee and external director only) and bonus which will be paid to the directors based on company's performance.

The company does not have an established remuneration committee to consider the appropriate remuneration. However, the remuneration has been carefully considered by the Board of Directors in comparison with the referenced industry sector and the Company's profitability.

#### Cash Remuneration

The Annual General Meeting of Shareholders No.40/2024 held on April 11, 2024 approved the remuneration of year 2024 for directors as follows:

Unit : Baht

Position	Fixed Remuneration (Baht per month)	Meeting Attendant Allowance (Baht per meeting)	Bonus (Y2023 performance)
1. Chairman of the Board of Directors	50,000	-	-
2. Chairman of the Audit Committee / Independent Director	50,000	10,000	500,000
3. Audit Committee / Independent Director/ Non-Executive Director	37,500	10,000	375,000
4. Executive Director	25,000	-	-

Summary the directors' remunerations for the year 2022- 2024 are as follows;

Type of Remunerations	2022		2023		2024	
	No. of Person	Amount (Baht)	No. of Person	Amount (Baht)	No. of Person	Amount (Baht)
Fixed Remuneration	13*	4,702,500	12	4,950,000	12	4,950,000
Meeting Attendant Allowance	6	420,000	6	360,000	6	410,000
Bonus	6	1,900,000	6	2,375,000	6	2,375,000
Other remunerations	- None -					
<b>Total</b>	<b>13</b>	<b>7,022,500</b>	<b>12</b>	<b>7,685,000</b>	<b>12</b>	<b>7,735,000</b>

\*Remark: One director resigned in January 2022 and a new director was appointed to replace the resigned director.

## 2. Remuneration for Management

Remuneration for management is based on the Company's principle and policies of the board of directors with in regarding the operation of the company, short-term and long-term business goals and the performance of each management. Such remuneration is set at the same level as industry standard and considering sustainability policy.

### Cash Remuneration

Summary the directors' remunerations for the year 2022- 2024 are as follows;

Type of Remunerations	2022		2023		2024	
	No. of Person	Amount (Baht)	No. of Person	Amount (Baht)	No. of Person	Amount (Baht)
Salary and bonus	7	42,120,623	5	38,822,942	4	23,941,643
Other remunerations such as provident fund and social security fund etc.	7	2,668,264	5	2,585,317	4	2,053,090
Other Remunerations	- None -					
<b>Total</b>	<b>7</b>	<b>44,775,576</b>	<b>5</b>	<b>41,408,259</b>	<b>4</b>	<b>25,994,733</b>

## 7.5 Information on employees

### 7.5.1 Number of Employees

Number of Employees of the Company and its subsidiaries as December 31, 2024, total 914 persons (include Management), the number of employees of the company 657 persons and its subsidiaries 250 persons. The number of employees increased by 30 persons or 3.39 percentage from 884 persons in 2023, can be classified by each line of work as follows:

Department	Number of Employees (persons)		
	The Company	The Subsidiaries	Total
1. Management	4	3	7
2. Marketing and Credit Department	181	116	297
3. Credit Operation Department	33	45	78
4. Credit Analyst Department	51	37	88
5. Credit Control Department	79	27	106
6. Branch Operation Department	203	0	203
7. Accounting Department	22	7	29
8. Finance Department	12	6	18
9. Information System and Autonomous Department	40	4	44
10. Planning Department	5	3	8
11. Human Resource and Secretary Department	22	5	27
12. Investor Relations Department	2	0	2
13. Internal Audit Department	7	0	7
<b>Total</b>	<b>661</b>	<b>253</b>	<b>914</b>

Gender	Number	Proportion (%)
Male	412	45
Female	502	55
<b>Total</b>	<b>914</b>	<b>100</b>

### 7.5.2 Remuneration for Employees of the Company and subsidiaries

The Company has a fair compensation structure for employees. A pay structure is established and review will be periodically conducted depending on variations of the consumer price index (CPI), economic change, etc. in order to retain competent employees. It is the Company's policy to pay its employees equitably in comparison with current market rates of similar businesses.

Employees' salary is based on factors including position, responsibilities, education, experience, level, and language and other proficiency that are beneficial to that job or position.

The annual salary increase depends on the results of the employee's performance evaluation, the performance of the company, the Company's ability to pay, economic indicators, pay rates and practices of the other companies in the same industry.

The company provides additional welfare to employees, including medical expenses for both inpatients and outpatients, accident insurance, female staff uniform, influenza vaccination and annual health check. In addition, the company has established a provident fund to promote savings and create financial security for employees with 757 person or 83 percent of employees.

### Cash Remuneration

The employee remunerations of the Company and subsidiaries include salary, bonus, provident fund and other benefits detail as following;

Type of Remunerations	2022		2023		2024 <sup>1/</sup>	
	No. of Person	Amount (Baht)	No. of Person	Amount (Baht)	No. of Person	Amount (Baht)
Salary and bonus	773	517,485,088	879	564,686,636	910	541,604,513
Other remunerations such as provident fund, fuel cost, phone bill, social security fund, medical bill and staff reward for operating of customer's service etc.	773	231,216,123	879	226,038,059	910	176,204,220
Other remunerations	- None -					
<b>Total</b>	<b>773</b>	<b>748,701,210</b>	<b>879</b>	<b>790,724,695</b>	<b>910</b>	<b>717,808,733</b>

Remark : <sup>1/</sup> Exclude 5 managements of the Company.

The proportion of remuneration of female employees to male employees (include) in 2024 was 44:56

### 7.5.3 Major Labor disputes

In 2024, The Company does not have any significant labor disputes which has a significant impact on the business, financial status, and the Company's performance. Including, not have dispute resolution of human rights are currently being resolved.

## 7.6 Other significant information

### 7.6.1 The name of the person assigned to take direct responsibility for accounting oversight, company secretary, head of internal audit, head of compliance unit

#### The person assigned to take direct responsibility for accounting oversight

Miss Jintana Vivatanavanon, First Senior Vice President, Accounting Department

#### Company Secretary

According to the resolution of the Board of Directors Meeting No. 4/2012 as of May 8, 2012, it opined to appoint Mr. Danai Lapaviwat as the Company Secretary, to be responsible for and undertake the tasks of the Company Secretary in order to comply with Section 89/15 of the Securities and Exchange B.E. 2535 (including its amendments) as follows:

1. Notify the resolutions and policies of the Board of Directors and shareholders to the relevant executives as well as provide initial advice and recommendations to the Board of Directors in accordance with the Company's Article of Association and corporate governance practices.
2. Preparing and keeping the following documents:
  - 2.1 A register of directors
  - 2.2 A notice calling director meeting, a minute of the board of directors and an annual report of the company
  - 2.3 A notice calling shareholder meeting and a minute of shareholders' meeting;
3. Keeping a report on interest filed by a director or an executive;
4. Performing any other acts as specified in the notification of the Capital Market Supervisory Board.
5. Contact and communicate with general shareholders to acknowledge the rights of shareholders.
6. Arrange the performance evaluation of the Board of Directors and all subcommittees which include self-assessments and report the evaluation results to the Board of Directors.
7. Perform any duties in compliance with the securities and exchange laws as well as relevant laws and other regulations including good corporate governance principles.

The detail of the Company's Secretary is follow Attachment 1 part of Details of directors, managements, the person assigned to take direct responsibility for accounting oversight, and the Company's secretary in clause of board of directors on headline managements' profiles.

#### Head of internal audit

Mr. Kaweewat Chouthong, First Vice President, Internal Audit Department

#### Head of compliance unit

Mr. Chinnatat Hiranyakhap, Senior First Vice President, Compliance Department



The detail of the Company's Secretary is follow Attachment 3 part of Details of the Heads of the Internal Audit and Heads of Compliance Units.

#### 7.6.2 Name of the head of investor relations and contact information

Miss Kanokporn Charoenphol

First Vice President of investor relations

Email : [kanokporn.ch@ask.co.th](mailto:kanokporn.ch@ask.co.th)

Tel : 0-2030-0999, 0-2679-6226, 0-2679-6262 Ext. 5130

#### 7.6.3 Remunerations of the auditor

In this regard the audit committee, by the approval of the Board of Directors, elected the Company's auditors in accordance with the Public Company Limited Act B.E. 2535 and the Notification of the SEC. The appointment of auditors and the fixing of the auditing fees proposed to the meeting to appoint the following persons as the Company's auditors.

In Year 2024, the Company and its subsidiaries' auditor is EY Office Company Limited, remuneration to the auditors were summarized as follows :

- 1) Audit Fee, The office employing such auditor in the previous financial period totaling Baht 4,595,000 following parties;

The Company's remuneration to the auditor 2,190,000 Baht

The Company's remuneration to the auditor 2,405,000 Baht

- 2) Other expenses related to auditing, The Company and its subsidiaries' expenses related to auditing were derived from such expenses as document delivery, traveling expense and other expenses etc. The office employing such auditor in the previous financial period totaling Baht 31,294 following parties;

The Company's expenses related to auditing 23,692 Baht

The subsidiaries' expenses related to auditing 7,603 Baht

- 3) Fee from other services (Non-Audit fee), The Company and its subsidiaries' fee from other services paid to the office related to the audit firm was consultancy fee for revisiting and improving expected credit loss calculation according to financial reporting standards totaling Baht 600,000

The Company's fee from other services to auditing 600,000 Baht

The subsidiaries' fee from other services to auditing - Baht

However, The Company's and its subsidiaries' no expenses other than mentioned above. No The person or business related to such auditor and its office in the previous financial period for other expense related to auditing service.

## 8. Report on key operating results on corporate

### 8.1 Summary of duty performance of the Board of Directors in the past year

#### 8.1.1 Selection, development and evaluation of duty performance of the Board of Directors

In the year 2024, the Board of Directors and the sub-committees have monitored, evaluated and supervised the operating result appropriately under the ethical, transparent and verifiable. The Company has established important criteria for nomination and appointment of directors and top management as follows:

#### 1. Independent Directors

##### Qualifications of Independent Directors

The Company has defined the meaning of “Independent Directors” more strengthen than the criteria set by the Capital Market Supervisory Board Tor.Chor.14/2551 as follows:

- 1) Holding shares not exceeding 0.5 percent of the total number of voting rights of the company, its parent company, subsidiaries, affiliate or juristic person which may have conflicts of interest, including the shares held by related persons of the independent director.
- 2) Neither being nor having been an executive director, employee, staff, or advisor who receives salary, or a controlling person of the company, its parent company, subsidiaries, affiliate, same-level subsidiaries or juristic person who may have conflicts of interest unless the foregoing status has ended not less than two years prior to the appointment.
- 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 executive or controlling persons of the Company or its subsidiaries.
- 4) Not having a business relationship with the Company, its parent company, subsidiaries, affiliate or juristic person who may have conflicts of interest, in the manner which may interfere with his independent judgment, and neither being nor having been a major shareholder, non-independent director or executive of any person having business relationship with the company, its parent company, subsidiaries, affiliate or juristic person who may have conflicts of interest unless the foregoing relationship has ended not less than two years prior to the appointment.

Business relationships under the first paragraph include normal business transactions such as renting or renting out properties related to assets or services, or providing or receiving financial assistance through accepting or lending, guaranteeing, or pledging assets as collateral for liabilities, as well as other similar behaviors that obligate the Company or the counterparty to pay the other party from 3% of the Company's net tangible assets or from at least 20 million Baht, whichever amount is lower. However, such indebtedness shall be calculated in accordance with the method for calculating the value of connected transactions according to the notifications of the Capital Market Supervisory Board, mutatis mutandis. This includes debt obligations incurred 1 year prior to the commencement of a business relationship with the same individual.

- 5) Neither being nor having been an auditor of the Company, its parent company, subsidiaries, affiliate or juristic person who may have conflicts of interest, and not being a major shareholder, non-independent director, executive or partner of an audit firm which employs auditors of the Company, its parent company, subsidiaries, affiliate or juristic person who may have conflicts of interest unless the foregoing relationship has ended not less than two years from the appointment.
- 6) Neither being nor having been any professional advisor including legal advisor or financial advisor who receives an annual service fee exceeding two million Baht from the company, its parent company, subsidiaries, affiliate or juristic person who may have conflicts of interest, and neither being nor having been a major shareholder, non-independent director, executive or partner of the professional advisor unless the foregoing relationship has ended not less than two years from the appointment date.
- 7) Not being a director who has been appointed as a representative of the Company's director, major shareholder or shareholders who are related to the company's major shareholder.
- 8) Not having any characteristics which make him incapable of expressing independent opinions with regard to the Company's business affairs.

## **2. Nomination of directors and top management**

The Company does not have an established nominating committee to select directors. The Board of Directors considers a nomination selected to be a director in the structure, board diversity policy such gender, nationality (the Company' directors are both Thai and foreign) and the expertise to complement the existing skill of the Board of Directors and personal qualification for directorship as well as experience, skills, directorship performance and unprohibited person by the law and the regulation of the Securities and Exchange Commission.

The procedure of appointment is as follows:

- 1) The committee is conducting a review of the Board Skill Matrix to ensure it reflects the directors' competencies and the company's strategic direction, with the goal of identifying the necessary attributes for board members.
- 2) The board of directors has approved the nomination of a candidate for the position of company director for consideration and approval by the shareholders' meeting.
- 3) Each shareholder shall have a number of votes at the equivalent of one share per one vote;
- 4) Shareholders shall vote for each individual director; and
- 5) After the vote, the candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as directors in that order until all of the directorial positions are filled. In the event of a tie vote, the Chairman shall have the casting vote.

## **3. Director Development**

The Company gives importance to director development and training. All Directors who based in Thailand have finished the Director Accreditation Program and some of them have been trained in Director

Certification Program. All of the above programs have been conducted by the Thai Institute of Directors (IOD) and the company has sponsored this full-course training. The Company also encourages new director to attend the program. Furthermore, all directors are also encouraged to attend other seminar or training to enhance their knowledge for being a director.

In 2024, the directors have attended training courses detail as following:

Name	Course
Mr. Chen, Fong-Long	<ul style="list-style-type: none"> <li>- Chailease Holdings_ISO37001_Anti-bribery management system operation mechanism education and training 2024</li> <li>- Introduction to Intellectual Property Rights of Chailease Holdings 2024</li> <li>- Economic sanctions and financial crime risks related to international trade 2024</li> </ul>
Mr. Liao, Ying-Chih	<ul style="list-style-type: none"> <li>- Chailease Holdings_ISO37001_Anti-bribery management system operation mechanism education and training 2024</li> <li>- Introduction to Intellectual Property Rights of Chailease Holdings 2024</li> </ul>
Mr. Chen Jui-Hsin	<ul style="list-style-type: none"> <li>- Economic sanctions and financial crime risks related to international trade 2024</li> <li>- Insurance Principles of Fair Treatment of Customers 2024</li> <li>- Workplace Equality and Sexual Harassment Prevention Course 2024</li> <li>- Information Security and Social Engineering Protection Course 2024</li> <li>- Exchange rate risk and foreign exchange related regulations course 2024</li> <li>- Anti-money laundering and counter-terrorism financing courses 2024</li> <li>- Personal Data Protection Law Course 2024</li> <li>- Financial Services Course for People with Disabilities 2024</li> <li>- Courses on insurance benefits for elderly customers 2024</li> </ul>

#### 4. Evaluation of the Board of Directors

The Company has established the Board of Directors Self Assessment to assess the board's structure and performance. The evaluation at least 1 time per year to consider the Structure and Qualifications of the Board and The Roles, Duties and Responsibilities of the Board of Directors and sub-committees as following;

Performance Evaluation Topics for the Board of Directors and Subcommittees (Group) consisted of 6 areas as following;

- 1) Structure and Qualifications of the Board
- 2) Roles, Duties and Responsibilities of the Board
- 3) Board Meetings
- 4) Duties of Directors (at Board Meetings)
- 5) Relationship with the Management Team
- 6) Self-Development of the Board and Development of Executives

Performance Evaluation Topics for individual assessment the Board of Directors (Self Assessment) consisted of 5 areas as following;

- 1) Roles and responsibilities of the director
- 2) The director's performance of duties
- 3) Board Meetings
- 4) Roles, Duties and Responsibilities of the Board
- 5) Relationship with the Management Team

Performance Evaluation Topics for individual assessment the Audit Committee (Self Assessment) consisted of 4 areas as following;

- 1) Structure and Qualifications of the Audit Committee
- 2) Audit Committee Meetings
- 3) Roles, Duties and Responsibilities of the Audit Committee
- 4) Reporting of the Audit Committee

The each assessment areas were included sub-item and director could fill 0-4 score for each sub-item. After received the assessment form, the company secretary would evaluate and then informed to the board of directors meeting.

Criteria for Performance Evaluation of the Board of Directors and subcommittees of the Company (both the entire board and individual members)

Rating Scores	Evaluation Result
Score range 3.50 - 4.00	Excellent
Score range 3.00 - 3.49	Very Good
Score range 2.50 - 2.99	Good
Score range 2.00 - 2.49	Fair
Less score range than 2.00	Need Improvement

The Overall Evaluation Results of the Board of Directors and the Subcommittees for 2023

	Average score received / Result	
Board of Directors (Group)	3.58	Excellent
Board of Directors (Individual)	3.45	Excellent
Risk Management Committee	3.53	Excellent

#### 8.1.2 Meeting attendance and remuneration payment to each Board member

Each director has dedicated his/her time to attend all of the Board of Directors' meetings, except in case of necessity. In the year 2024, all meetings were attended by each of the Company's directors and the Audit Committee as follows:

Name	No. of Meetings Attended/ No. of Total Meeting (Times)		
	Board of Directors	Audit Committee	Annual general meeting of shareholders
1. Mr. Yang, Tze-Ting	7/7	-	1/1
2. Mr. Tang, Lai-Wang	7/7	-	1/1
3. Mr. Chen, Fong-Long	4/7	-	1/1
4. Mr. Liao, Ying-Chih	6/7	-	1/1
5. Mr. Chen, Jui-Hsin	4/7	-	1/1
6. Mr. Wang, Chia-Hung	7/7	-	1/1
7. Mr. Tientavee Saraton	7/7	-	1/1
8. Mrs. Patima Chavalit	7/7	-	1/1
9. Mr. Pradit Sawattananond	7/7	5/5	1/1
10. Mr. Anant Svattananon	6/7	5/5	1/1
11. Dr. Supriya Kuandachakupt	7/7	5/5	1/1
12. Mr. Kasem Akanesuwan	7/7	5/5	1/1

The directors' remunerations for the year 2024 are as follows:

(Unit: Baht)

Name	Position	Fixed Remuneration	Meeting Attendant Allowance	Bonus	Total
1. Mr. Yang, Tze-Ting	Chairman of the Board of Directors	600,000	-	-	600,000
2. Mr. Tang, Lai-Wang	Director	300,000	-	-	300,000
3. Mr. Chen, Fong-Long	Director	300,000	-	-	300,000
4. Mr. Liao, Ying-Chih	Director	300,000	-	-	300,000
5. Mr. Chen, Jui-Hsin	Director	300,000	-	-	300,000
6. Mr. Wang, Chia-Hung	Director	300,000	-	-	300,000
7. Mr. Tientavee Saraton	Director	450,000	70,000	375,000	895,000
8. Mrs. Patima Chavalit	Independent Director	450,000	70,000	375,000	895,000
9. Mr. Pradit Sawattananond	Chairman of the Audit Committee/ Independent Director	600,000	70,000	500,000	1,170,000

Name	Position	Fixed Remuneration	Meeting Attendant Allowance	Bonus	Total
10. Mr. Anant Svattananon	Member of the Audit Committee/ Independent Director	450,000	60,000	375,000	885,000
11. Dr. Supriya Kuandachakupt	Member of the Audit Committee/ Independent Director	450,000	70,000	375,000	895,000
12. Mr. Kasem Akanesuwan	Member of the Audit Committee/ Independent Director	450,000	70,000	375,000	895,000
<b>Total</b>		<b>4,950,000</b>	<b>410,000</b>	<b>2,375,000</b>	<b>7,735,000</b>

### 8.1.3 Supervision of subsidiaries and associated companies

The Company established a policy for supervising and managing the operations of its subsidiaries and associated companies. The objective is to establish measures and mechanisms, both directly and indirectly, that will enable the Company to supervise and manage the operations of the subsidiaries and associated companies. This includes monitoring to ensure that subsidiaries and associated companies adhere to the Company's policies and various measures and mechanisms. This includes laws regarding public limited company law, the civil and commercial code, securities law, and related laws, as well as notifications, rules, and regulations issued by the Capital Market Supervisory Board, the Securities and Exchange Commission, and the Stock Exchange of Thailand in order to maintain investor benefits in the Company's subsidiaries and associated companies. Guideline of Subsidiaries Management of the Company are as following;

- 1) The appointment, dismissal, and performance review of the Company legal representative, who is appointed to Subsidiaries due to stake holding, shall be approved by the Company. The Company representative includes company promoter, authorized representative, director, supervisor and others.
- 2) To protect the Company's rights and interests, the company representative appointed by Company shall exercise authorities, fulfill duties, and observe the Company's instruction under the relevant laws and ordinances, articles of Incorporation, contract, ect.
- 3) Subsidiaries shall pursue approval from the Company for matters regulated by the rule of "Subsidiaries' matters reserved for Holding Company".
- 4) Subsidiaries shall hold business review meeting (the Meeting) regularly and invite persons designated by the Company to attend the meeting. Minutes of the Meeting shall be submitted to Corporate Secretary for the Company's review.

- 5) Subsidiaries shall accept regular audits from the Company. The Company can also appoint an auditor to conduct extra audits on Subsidiaries at any time, whenever necessary.
- 6) Cohere with the rule of “Guideline of Managing Subsidiaries Performance Reports”, Subsidiaries shall submit relevant reports and statements to the Company regularly or upon request.
- 7) The policies and procedures of Subsidiaries shall comply with the rule of “Guideline of Company Policies and Procedures Management” stipulated by the Company and shall be maintained and updated regularly.
- 8) When the continuity of business or the investment reason of Subsidiaries is vanished, the company-dissolving proposal or stake-selling project shall be submitted to Corporate Planning Department and subject to the approval of Board of Directors.

#### **8.1.4 Monitoring of compliance with the corporate governance policy and guidelines**

The company has emphasized the good corporate governance and set the relevant policy and guidance in the Company's corporate governance policy and business ethics as well as encouraged the implementation to create confidence in all stakeholders and has monitored to ensure compliance with good corporate governance. In addition, the Company has monitored for compliance with 4 other good corporate governance issues as follows:

##### **1. Prevention of conflicts of interest policy**

The Company has a conflict of interest policy as follows:

##### **1) Board of Directors and Management**

Consider conflict of interest regarding the related transaction between the Company and the Subsidiaries as well as the other related parties according to the regulations of the Stock Exchange of Thailand with honesty rational and independence within the framework of good ethics by taking into account the interests of the company's primary focus to ensure that the transaction is reasonable and for the benefit of the company.

##### **2) The Audit Committee**

The Audit Committee are responsible to ensure the related transactions or transactions that may have conflicts of interests are complied with the law and the regulations of the Stock Exchange of Thailand, are reasonable and for the Company's benefit.

##### **3) Employees**

- Employees should avoid any action that is contrary to the interests of the Company whether arising from contact with the Company's operating related parties such as business partners, customers, competitors, or from using opportunities or information obtained from being an employee for personal benefit or from doing business in competition with the Company.
- Employees must protect the interests of the Company with full capacity.
- Employees must not do anything else that is contrary to the interests of the Company, whether directly or indirectly.



- Employees must not be involved in any other business which may affect the benefits of the Company or competition with the company.

## **2. Supervision on the Use of Internal Information**

The Company sets out the policy on a supervision on the use of internal information and complies with the policy in a strictly manner and public the policy on a supervision on the use of internal information through Intranet and E-mail Informed all employees to study and comply that policy. In addition, the company provide knowledge to all new employees 2 times per month, total 24 times per year.

Details of the policy can be summarized as follows:

- 1) The information is provided only to relevant parties while at the same time emphasis is made to the officers to retain the information cautiously. If the information is required for disclosure, report or disclosure of such internal information can be made only by the assigned person.
- 2) Notification must be made to all directors and management of the Company pertaining to their duty and responsibility on the internal information by not using internal information for their personal interest, including securities trading.
- 3) Every director and management of the Company is made aware of their duty and responsibility in providing a report of change in securities holding by themselves, by their spouses, minority and by other parties related to directors and/or management, pursuant to Section 258 of the Securities and Exchange Act B.E. 1992, within 3 days from the date of a change in holding of the Company's securities. Such requirement is in compliance with Section 59 of the Securities and Exchange Act B.E. 1992. In addition, the Board of Directors sets the policy that all directors have to inform the change in shareholding by sending the copy of the report to the Company Secretary in order to inform in the next Board of Directors Meeting.
- 4) Directors, management and employees in the division receiving internal information are recommended to avoid or suspend their trading of the Company's securities for a period of 1 month prior to the disclosure of financial statements to public. These persons have to sign the acknowledgement of restrain the internal information.
- 5) Disciplinary penalty is determined should the policy be violated. Punishment will be determined based on the intention of the action and the severity of such wrongdoing.

The company has strictly followed up the policy on the use of inside information. Rights of access to information are clearly defined according to their relevance. The company secretary will send an e-mail to remind management of the trading halt period.

**In the year 2024, the Company has not committed an offense from using inside information.**

## **3. Anti-Corruption**

The Company operates business with integrity according to good corporate governance and adhere to responsibility to social and all stakeholders by establishing the Anti-Fraud Policy to identify the responsibility and practices for fraud prevention as clear guidelines for business operations which develop corporate sustainability. The Company received the Approval of certified membership of Thailand's Private

Sector Collective Action Coalition Against Corruption on August 18, 2017 and has been continuously re-certification membership in the CAC. In 2023, received the approval of 2<sup>nd</sup> re-certification of membership on September 30, 2023 for period of three years (2023 - 2026).

The Company has strictly implemented Anti-Corruption policy and has organized the anti-corruption training course by the Internal Audit Department on a regular basis for employees to know and understand about the Anti-Corruption policy of the Company in order to be able to properly comply with the policy. For new employees, on the orientation day, there will be training on the said policy as well.

In addition, the Company also pays attention to other related matter which is the prevention and suppression of Money Laundering. The Company has organized training courses on the law on Anti-Money Laundering, Anti-Money Laundering laws, and suppress financial support for employees. In 2024, 13 courses were held, totaling 259 hours.

The company has assessed the risk of fraud and corruption and established measures to manage risks. Details are published on the company's website ([www.ask.co.th](http://www.ask.co.th)) in "Investor Relations" section.

**In the year 2024, the company had no reports of corruption offenses.**

#### **4. Whistle Blowing Policy**

The Company has established the Whistle Blowing Policy as a channel for directors, executives, employees and all stakeholders to be able to file a complaint or to report cases of corruption or fraud in significant matter such as the illegal act, act against the rules or the Company's policies, or against business ethics, to help improve or perform action with accuracy, adequacy, transparency, and fairness. The whistleblower's information and reporting subject will be kept confidentially in order to prevent the infringement.

##### Guidelines for practice

- 1) Any staff/ outsider with concern may report such concern through the Company's Internal Audit Vice President. All allegations raised should be made in writing and finally sent to the Company's Internal Audit Vice President. The Internal Audit Vice President shall make preliminary study to decide whether the raised allegation is a suspected fraud event and an investigation is necessary.

through various channels as following:

- (1) Internal Audit First Vice President

Name : Mr. Kaweewat Chouthong  
Telephone: 0-2030-0999, 0-2679-6226 and 0-2679-6262  
E-mail address: [kaweewat.ch@ask.co.th](mailto:kaweewat.ch@ask.co.th)

- (2) Regular mail: Internal audit First Vice President,

Address: No. 129, JKL Tower, 20 FL., Sukhumvit Rd., Khlong Toei Nuea,  
Wattana, Bangkok 10110  
Facsimile: 02-679-6241-3

- 2) In case that the allegation does not stand for a suspected fraud event and no investigation is needed, the Internal Audit Vice President will inform the initiator who raises the concern of the reason not to start an investigation.
- 3) If the suspected fraud event is a subsidiaries' case and without concern of materiality or interest conflict, the Head of the subsidiaries concerned will be informed of the case.
- 4) As the suspected fraud event is considered material or concerned with interest conflict or considered the Company's case, the Internal Audit Vice President is responsible for carrying out the subsequent investigation and reporting to the Audit Committee and MD of the investigation result. The MD is to instruct the actions to be taken and inform the Audit Committee.
- 5) If the suspected fraud event involves senior management of the Company, the investigation report will be submitted to the Audit Committee.
- 6) The Human Resource Department shall be responsible for the subsequent disciplinary meeting as instructed by the MD of the Company.
- 7) The summary report of a material case shall be informed to Audit committee.
- 8) As the case is closed, the Internal Audit Vice President may inform the initiator of the result.
- 9) Principles
  - (1) The allegation should be raised in good faith, not for personal gain.
  - (2) Anonymous Event Note will not be considered and no action will be taken.
  - (3) All participants in a fraud investigation shall keep the details and results of the investigation confidential.
- 10) Contact Information will be accessible on the Company's Web site: [www.ask.co.th](http://www.ask.co.th). The record of each allegation and related documents shall be kept by the Internal Audit of ASK confidentially. The retaining period should not be less than three years
- 11) Approval and review, these procedures shall be reviewed periodically and amended if necessary.

#### Protection of Complainants or Whistle-Blowers

Any staff/ outsider who raise allegation with their sincerity are to be appropriately protected by the company as follows:

- 1) The Company will keep the whistle-blower and suspect their confidential information.
- 2) In case that the Company requires disclosure the information, it must be done as necessary to secure and protect the whistle-blowers and suspects.

## **8.2 Report on the results of duty performance of the Audit Committee in the past year**

### **8.2.1 Specify the total number of the Audit Committee's meetings and the attendance of each member;**

Each Audit Committee member has dedicated his/her time to attend all of the Audit Committee's meetings. In the year 2024, all meetings were attended by each of the Company's directors and the Audit Committee as follows:

Name	Position	No. of Meetings Attended / No. of Total Meeting (Times)	
		2023	2024
1. Mr. Pradit Sawattananond	Chairman of the Audit Committee	5/5	5/5
2. Mr. Anant Svattananon	Audit Committee	5/5	5/5
3. Dr. Supriya Kuandachakupt	Audit Committee	5/5	5/5
4. Mr. Kasem Akanesuwan	Audit Committee	5/5	5/5

### 8.2.2 Performance result of the Audit Committee

During the year 2024, the Audit Committee held 5 meetings with the Company's management, the internal auditors and the external auditors for discussion of the related agenda, including one non-management meeting with the external auditors in order to enhance good corporate governance and transparency of the Company's financial statements. The important issues are as follows:

#### 1. Financial Statements

Review of the consolidated quarterly and annual financial statements with the external auditors and the related management by considering the accounting information, compliance with accounting standards and regulatory requirements and internal control in the preparation process of the financial statements. The review concluded that the financial statements were prepared in accordance with the generally accepted accounting principles and the disclosure of information was adequate, accurate, reliable, and timely.

#### 2. Internal Control System

Review of the internal control system with the internal auditors and the external auditors to assess its sufficiency and effectiveness with the aim to prevent all possible risks. The Audit Committee reviewed the internal control assessment for the year 2024 with the Assessment Form of Sufficiency of Internal Control System prescribed by the Securities and Exchange Commission (SEC). The review concluded that there were no significant flaws from the operation and the Company's internal control system was sufficient, effective and in compliance with the SEC's requirements.

#### 3. Regulatory Compliance

Review of the Company's operations to ensure that they were in compliance with the Securities and Exchange Acts and the Stock Exchange of Thailand's regulations and laws relating to the Company's business. The review concluded that the Company's operations were in compliance with the relevant laws and regulations.

#### 4. Nomination of External Auditor

Consideration of the selection, nomination, and remuneration of the Company's external auditors in order to propose to the Board of Directors for approval in the Shareholders' meeting including

non – audit services of the office related to the Company’s external auditors. With regard to the past performance, independence, and the appropriate remuneration, the Audit Committee nominated EY Office Company Limited as the Company’s external auditors for the year 2025. The Audit Committee concluded that the external auditors performed their duties professionally and independently. In addition, the external auditors have no relations with the Company and its subsidiary.

#### **5. Connected Transactions**

Review of the connected transactions or those which may cause conflict of interest, including the reasoning, transparency and completeness of the Company’s disclosure of such information, to ensure that they were in compliance with the laws and regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission. The review concluded that they were consistent with the normal business practices, all the required regulations, reasoning and the best interest of the Company.

#### **6. Internal Audit**

Approval of the internal audit plan for the year 2025 with emphasis on a risk-based audit approach for each business function, review of the internal audit activities, resources and manpower, and suggest and follow-up the improvement of audit items from the Internal Audit Department. The management concerned was invited to explain the result of the corrective action. The Audit Committee concluded that the internal audit practices were independent, appropriate, effective and contributive to the Company’s good internal control, risk management, and corporate governance.

#### **7. Risk Management**

Review and evaluation of the Company’s risk management process as well as giving recommendations on the improvement of the efficiency and effectiveness of the Company’s risk management system according to the Company’s risk management policy.

#### **8. Major Shareholder’s Audit**

Acknowledgment of the annual audit report prepared by the internal auditors of Chailease Group, the Company’s major shareholder, and followed-up of their suggestions on the improvement of the significant issues on a quarterly basis.

#### **9. Self Assessment**

Conduct of the self assessment on the audit committee in accordance with the guidelines of the Stock Exchange of Thailand. The Audit Committee had the opinion that its practices were in compliance with such guidelines with the effective enhancement of the Company’s good corporate governance.

#### **10. Anti – Corruption**

Consideration and review of the Company’s Self-Evaluation Tool for Countering Bribery as required by the Institute of Directors (IOD) in order to send to CAC Committee for the Re-Certification process.

In addition, the Company has obtained the 2<sup>nd</sup> Re-Certification of membership from CAC Committee for 3 years since September 30, 2023 (2023 - 2026).

### 8.3 Summary of the results of duty performance of subcommittees

#### 8.3.1 Number of the subcommittees' meetings and the attendance of each subcommittee member

##### 1. Executive Board of Directors' meeting

The Executive Board of Directors has a policy to regularly arrange a meeting at least once a month with additional meeting to be called if necessary.

In 2024, the Detail of attendance of each director are as follow;

Name	Position	No. of Meetings Attended / No. of Total Meeting (Times)	
		2023	2024
1. Mr. Yang, Tze-Ting	Chairman of the Executive Committee	12/12	12/12
2. Mr. Tang, Lai-Wang	Executive Committee	12/12	12/12
3. Mr. Chen, Fong-Long	Executive Committee	12/12	12/12
4. Mr. Liao, Ying-Chih	Executive Committee	12/12	12/12
5. Mr. Chen, Jui-Hsin	Executive Committee	12/12	12/12
6. Mr. Wang, Chia-Hung	Executive Committee	12/12	12/12

##### 2. Risk Management Committee's meeting

The Risk Management Committee have a policy to arrange a meeting at least once a year with additional meeting to be called if necessary. In 2024, the Risk Management Committee holds 1 meeting with the Managing Director as Chairman of the meeting and all directors have attended the meeting.

The Risk Management Committee emphasized the continuous monitoring of risk management including the participation of executives and employees at all levels by focusing on preventative approaches and monitor risks that affect business operations.

In 2024, the Risk Management Committee held a meeting to analyze emerging risks and risk management plan. In addition, the Risk Management Committee also revised a crisis management plan.

Name	Position	No. of Meetings Attended / No. of Total Meeting (Times)
1. Mr. Tang, Lai-Wang	Chairman of the Risk Management Committee	1/1
2. Mr. Anurit Wongudom	Risk Management Committee	1/1
3. Mr. Danai Lapaviwat	Risk Management Committee	1/1
4. Mr. Chaiwat Limvipaveanan	Risk Management Committee	1/1

## 9. Internal control and related party transactions

### 9.1 Internal control and Risk Assessment

The Company has recognized the important of good internal control systems by set up Internal Audit department to examine and monitor to improve continuously which found from the Company's operational. For Internal Audit department has independent to check and balance extremely, so the Company determines Internal Audit reporting directly to the Audit Committee.

#### 9.1.1 Adequacy and appropriateness of the Company's internal control system

The Company has appropriate and effective internal control and risk management system by complies with internal control and risk management framework according to the internationally accepted standards on enterprise risk management developed by The Committee of Sponsoring Organizations of the Treadway Commission (COSO-ERM). This corresponds to the Company's business operations and based on 5 internal control components, namely;

- (1) Control Environment
- (2) Risk Assessment
- (3) Control Activities
- (4) Information & Communication
- (5) Monitoring Activities

Internal control and risk management system is the important tool and mechanism which enables the Company to have a good management system. The Company has assigned the employees to collaborate their role and responsibility in control self-assessment (CSA), it encourages the employees to be responsible for risk assessment and continuously develop internal control by themselves including risk assessment and related system in order to improve system and mitigate risk.

In addition, the Company has set up fraud risk assessment by Internal Audit department has conducted fraud risk assessment to enable to assess the possibility to occur fraud and consider the most efficient preventive and control measure to be ensure that the Company will be able to prevent and control to be guideline in the business operations with morals according to good corporate governance.

In addition, the company has established a compliance department to ensure that the Company is conducting business in full compliance with the related laws and regulations. Compliance department shall report the company's management team in the event of a compliance violation. Compliance will educate compliance-related issues to employees across all divisions of organization that will prevent wrongdoing.

#### **9.1.2 The Board of Directors' opinion to the Internal Control System**

In the Board of Directors' meeting No.2/2025 held on February 14, 2025 which the Audit Committee members attended this meeting. The Board of Directors assessed the Company's internal control, allowing the management to explain the systems relevant to the internal control including discussion with the management. The Board of Directors concluded that the Company's internal control system was sufficient and appropriate in this situation covering 5 components, namely Control Environment, Risk Assessment, Control Activities, Information & Communication, and Monitoring Activities.

In addition, the Company has also provided sufficient employees to perform internal control efficiently, and monitored the asset safeguard of the Company and its subsidiary from the management's misuse including the scope regarding the transactions with the persons who may have conflicts of interest and connected persons sufficiently.

#### **9.1.3 The Audit Committee's opinion to the Internal Control System**

In the Audit Committee's meeting No. 1/2025 held on February 11, 2025 concluded regarding the Company's internal control and reviewed the Assessment Form of Sufficiency of Internal Control System as required by the Securities and Exchange Commission (SEC), based on 5 components, namely Control Environment, Risk Assessment, Control Activities, Information & Communication, and Monitoring Activities. The review concluded that the Company's internal control was sufficient and complied with the SEC's requirement, and there was no significant change from the previous year.

#### **9.1.4 The Company's Head of Internal Audit**

The Company's Head of Internal Audit Department, Mr. Kaweewat Choothong, who is responsible for overseeing internal audit operations. He is experienced in internal auditing and understands the operating activities of the Company and its subsidiaries.

Therefore, he is suitably qualified for this task. In the addition, to approve the appointment, transfer and dismissal of the Company's Head of Internal Audit will be passed the approval of the Audit Committee.

### **9.2 Related party transactions**

The Company and its subsidiaries have connected transactions with connected persons who may have conflict of interest, all of which being made in a normal course of business of the Company and its subsidiaries. In approving the connected transaction, the Company and its subsidiaries set out policy to proceed according to normal trading terms by referring to appropriate market rate and condition. In case where the transaction is not normal business transaction or without normal trading terms, such transaction must be presented to the Board of Directors' meeting for approval. In approving the connected transaction, directors and persons with potential interest or potential conflict of interest will not be entitled to participate in the voting of such transaction. Such transaction must be reported to the Company's Board of Directors for further acknowledgement accordingly. In entering into such transaction, it must be ensured that the transaction must provide maximum benefit to the Company.



In considering the transaction, the Audit Committee must attend the meeting for review its necessity and reasonableness by considering price and rate of return of such transaction except where the connected transaction is the normal business transaction or has normal trading terms which can be approved by the Executive Board of Directors or Managing Director within the predetermined authorized limit. In case where the Audit Committee does not have expertise in considering the transaction arisen, the Company will arrange to have person with expertise and skill, e.g. the Company's auditor or independent expert, to provide opinion on such connected transaction. Opinion of the Audit Committee or expert will be used as support for decision making of the Company's Board of Directors or shareholders as the case may be.

In addition, the information on connected transactions will be disclosed in the notes to financial statements as audited by the Company and its subsidiaries' auditor. The connected transaction must be made in accordance with the Securities and Exchange Act, rules and regulations, notification, order or provision of the Office of Securities and Exchange Commission and/or the Stock Exchange of Thailand concerning the connected transactions or the acquisition and disposal of the Company's asset in a strictly manner. The Company must also comply with the provision concerning the disclosure of information of connected transaction and acquisition or disposal of asset.

In entering into any potential connected transaction in the future, the Company will proceed according to the measure stipulated above. It has a policy to operate in accordance with normal course of business by referring to appropriate market rate and condition to maximize benefit to the Company.

#### **Details of Connected Transaction**

According to the resolution from the Board of Directors meeting No. 2/2025 on February 14, 2025 also attended by the Audit Committee and the independent directors to review the connected transaction for the period ended December 31, 2023 and December 31, 2024, the Board of Directors provided opinion concerning connected transactions that such connected transaction were necessary for the ordinary course of business whereas terms of such connected transactions with connected persons during such period were according to the market rate, contractual and agreed price which were reasonable and in the ordinary course of business. Details of the transaction can be summarized as follows:

Unit: Million Baht

Parties with Potential Conflict / Nature of Transaction	Type of Transaction	Value of Connected Transaction for the Period Ended as 31 DEC		Reason and Necessity of the Connected Transaction / Remark
		2023	2024	
1. Chailease Finance Co., Ltd. - Major shareholder of the Company with 36.61% shareholding as of December 31, 2024	Internal Audit Fee	1.00	1.00	- Audit Committee and/or Independent Director have reviewed and considered this item and provided opinion that value of such internal audit fee is comparable with the asset size in reference industry and deemed reasonable in the ordinary course of business.
	Financial guarantee fee Income	-	1.34	- Audit Committee and/or Independent Director have reviewed and considered this item and provided opinion that such prepaid insurance expenses incurred from life insurance and assets insurance for Company and its subsidiary is reasonable and in the ordinary course of business.
2. CITC Enterprise (Thai) Limited - Common director with the Company's major shareholders	Finance lease and loan receivables	-	2.53	- Audit Committee and/or Independent Director have reviewed and considered this item and provided opinion that such interest of loan for this company is reasonable and in the same rate for other customer.
	Interest income	0.24	0.47	
	Other income	2.20	2.20	
3. Anywhere 2 go Company Limited	Finance lease and loan receivables	0.76	-	- Audit Committee and/or Independent Director have reviewed and considered this

Parties with Potential Conflict / Nature of Transaction	Type of Transaction	Value of Connected Transaction for the Period Ended as 31 DEC		Reason and Necessity of the Connected Transaction / Remark
		2023	2024	
- Common director with the Company	Interest income	0.17	0.003	item and provided opinion that such interest of loan for this company is reasonable and in the same rate for other customer.
4. Chailease Special Finance Co.,Ltd. - Related party of ultimate parent company	Financial guarantee fee income	0.11	-	- Audit Committee and/or Independent Director have reviewed and considered this item and provided opinion that value of such internal audit fee is comparable with the asset size in reference industry and deemed reasonable in the ordinary course of business
5. JLK Biomedical Holding (Thailand) Co.,Ltd - Common director with the Company	Other income	0.09	0.29	- Audit Committee and/or Independent Director have reviewed and considered this item and provided opinion that value of such internal audit fee is comparable with the asset size in reference industry and deemed reasonable in the ordinary course of business
6. JLK Holding Co., Ltd.	Lease Liability	-	653.75	- Audit Committee and/or Independent Director have reviewed and considered this
	Rental and Service fee	-	60.14	

Parties with Potential Conflict / Nature of Transaction	Type of Transaction	Value of Connected Transaction for the Period Ended as 31 DEC		Reason and Necessity of the Connected Transaction / Remark
		2023	2024	
- Related party of ultimate parent company	Other service fee and Utilities	-	4.59	item and provided opinion that the rental rate is close to rental rates of other buildings in the same area and this transaction is reasonable, considering the benefit for the Company and the fair price.

Source: Consolidated financial statements of Asia Sermkij Leasing Public Company Limited as audited by the auditor for the Year 2023 - 2024.

#### **Reasonableness of the Connected Transactions**

According to the resolution of the Board of Directors' Meeting No. 2/2024 on February 14, 2025 where the Audit Committee who are independent directors have attended, it was opined that the connected transaction is necessary in the normal operation of business. Terms of the connected transactions are made according to the market price, contractual price and agreed price, which are reasonable and in the ordinary course of business.

#### **Measures or Process for Connected Transaction Approval**

To prevent any conflict of interest arisen from the transaction, the connected transaction between the Company and a person with potential conflict of interest, which is neither in the normal course of business nor has normal term of trading must be presented to the Board of Directors' meeting for approval. Directors and persons with interest or potential conflict of interest in such transaction will not be entitled to vote on such matter and must report the Board of Directors accordingly. Such transaction must be entered for the maximum benefit to the Company. In considering such transaction, member of the Audit Committee must attend the meeting to provide opinion pertaining to the execution of such connected transaction, except if such connected transaction entered by the Company or related companies is made in the normal course of business or normal trading terms. In such case, the Executive Board of Directors or the Managing Director is authorized to approve the transaction according to the predetermined approval authority limit. The execution of connected transaction, however, must be in accordance with the Securities and Exchange Act, regulation, notification, order or the provision of the Office of Securities and Exchange

Commission and/or the Stock Exchange of Thailand concerning the connected transactions and the acquisition and disposal of the Company's asset in a strictly manner.

**Policy or Tendency of Connected Transactions**

In entering into connected transaction in the future, the Company's procedures are as discussed earlier in order to maximize benefit to the Company. Accordingly, it is the Company's policy to undertake the transactions according to the normal course of business based on appropriate market price and conditions. The Audit Committee and/or Independent Director will be required to audit and provide opinion, taking into account pricing and return, on the necessity and appropriateness of the transactions. In relation to the execution of connected transactions in the future, the Board of Directors must comply with the Securities and Exchange Act, regulation, notification, order or the provision of the Office of Securities and Exchange Commission and/or the Stock Exchange of Thailand concerning the disclosure of information of connected transaction and the acquisition or disposal of assets.

However, in case of the Audit Committee have no special skill for consideration related transaction which occurred, the Company will provide specialists such as auditor of the Company or independent expert provide opinion on such related transaction. The opinion of the Audit Committee or specialist will be applied to decision of the Board of Directors or shareholders. Moreover, the Company will be disclosed the related transaction in the note of financial statement have been audited by the auditors of the Company and its subsidiaries.

## Part 3

# Financial Statement

## Report on the Board of Directors Responsibilities for Financial Statements

The Board of Directors is responsible for the consolidated financial statement of the Company and its subsidiaries which have been prepared in accordance with generally accepted accounting standards in Thailand. The accounting policies pursued are deemed appropriate and applied consistently with adequate disclosure of important information in the notes to financial statements. This is for the benefit of the shareholders and general investors who are entitled to acknowledge the information that is accurate, on time and reasonable.

The Board of Directors has appointed the Audit Committee comprising qualified independent directors, to review the quality of financial report and internal control system. The opinion of the Audit Committee is reported in the Audit Committee's Report in this annual report.

The Board of Directors views that the Company's internal control system provides reasonable assurance that the financial position and results of operation are presented accurately.



Yang, Tze-Ting

Chairman of the Board of Directors

## Independent Auditor's Report

To the Shareholders of Asia Sermkij Leasing Public Company Limited

### Opinion

I have audited the accompanying consolidated financial statements of Asia Sermkij Leasing Public Company Limited and its subsidiaries ("the Group"), which comprise the consolidated statement of financial position as at 31 December 2024, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policies information, and have also audited the separate financial statements of Asia Sermkij Leasing Public Company Limited for the same period (collectively "the financial statements").

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Asia Sermkij Leasing Public Company Limited and its subsidiaries and of Asia Sermkij Leasing Public Company Limited as at 31 December 2024, 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 Matters

Key audit matters are those matters that, in my professional judgement, were of most significance in my audit of the financial statements of the current period. These matters were addressed in the context of my audit of the financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.



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 these matters. 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 are described below.

*Allowance for expected credit losses on loan receivables*

As described in Note 4.13, 5 and 12 to the financial statements, as at 31 December 2024, the Group had total loan receivables (before net of allowance for expected credit losses) of Baht 68,823 million and allowance for expected credit losses of Baht 2,702 million (the net balance representing 91% of total assets), which are material to the financial statements.

The expected credit losses on loan receivables method requires development of a complex calculation model, which involves significant use of management judgement and estimates in order to be compliant with the Thai Financial Reporting Standard. The areas of significant management judgement include the identification of criteria for assessing that there has been a significant increase in credit risk since initial recognition, the selection of future economic variables to be incorporated in the model and use of an overlay adjustment on the allowance for expected credit losses due to limitations of the model.

Because of the materiality and the extent of the judgement and estimates mentioned above, the allowance for expected credit losses on loan receivables is considered a key audit matter.

My audit procedures included assessment of the calculation methodologies inherent within the model used for estimating expected credit loss, tests of the accuracy and completeness of data used in model development on a sampling basis and assessment and tests of the Group's information technology system and internal controls relevant to the estimation of allowance for expected credit losses. I assessed the assumptions significant to the model and considered the assumptions in the forward-looking information and the weightings adopted. I also assessed the overlays applied by management.

In addition, I focused on the Group's disclosures regarding the allowance for expected credit losses on loan receivables.

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

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

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

## Auditor's Responsibilities for the Audit of the Financial Statements

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

As part of an audit in accordance with 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 matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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



Poonard Paocharoen

Certified Public Accountant (Thailand) No. 5238

EY Office Limited

Bangkok: 14 February 2025

Asia Sermkij Leasing Public Company Limited and its subsidiaries

Statement of financial position

As at 31 December 2024

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2024	2023	2024	2023
Assets					
Current assets					
Cash and cash equivalents	7	976,535,844	550,879,157	876,183,352	375,510,627
Bank deposits with restrictions	8	65,059,667	114,740,546	-	-
Current portion of hire purchase receivables	9	19,914,600,276	19,979,884,312	16,124,198,096	16,148,841,452
Current portion of financial lease receivables	6, 10	513,951,519	526,401,491	-	-
Current portion of loan receivables	6, 11	2,325,768,540	2,393,020,951	1,362,710,470	1,151,912,286
Short-term loans to a related party	6	-	-	1,350,000,000	1,175,000,000
Current portion of long-term loans to a related party	6	-	-	-	3,000,000,000
Derivative assets	34.1	78,977,015	433,362,137	78,977,015	433,362,137
Other current financial assets	13	11,670,750	12,987,000	11,670,750	12,987,000
Assets foreclosed	14	2,513,779,939	1,570,429,991	2,492,548,300	1,555,418,239
Other current assets	6	315,643,075	437,819,040	132,750,717	212,785,132
Total current assets		26,715,986,625	26,019,524,625	22,429,038,700	24,065,816,873
Non-current assets					
Hire purchase receivables	9	39,320,297,436	45,810,114,745	34,666,220,189	40,745,128,798
Financial lease receivables	6, 10	653,737,906	773,943,737	-	-
Loan receivables	6, 11	3,392,833,221	3,568,912,082	2,444,533,695	2,209,204,183
Long-term loans to a related party	6	-	-	2,000,000,000	-
Derivative assets	34.1	50,263,787	155,160,638	50,263,787	155,160,638
Other non-current financial assets	13	2,956,179	2,669,532	2,841,459	2,509,532
Investment in subsidiaries	15	-	-	3,631,389,600	3,621,365,532
Land, building and equipment	16	907,148,162	477,454,038	259,903,359	169,663,700
Right-of-use assets	17	654,784,642	24,540,981	405,465,421	19,304,049
Intangible assets	18	22,147,320	20,170,065	18,563,119	17,197,317
Deferred tax assets	28	916,578,686	596,156,367	654,077,819	406,135,469
Other non-current assets	6	50,769,891	80,274,225	15,027,425	9,763,181
Total non-current assets		45,971,517,230	51,509,396,410	44,148,285,873	47,355,432,399
Total assets		72,687,503,855	77,528,921,035	66,577,324,573	71,421,249,272

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

Asia Sermkij Leasing Public Company Limited and its subsidiaries

Statement of financial position (continued)

As at 31 December 2024

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2024	2023	2024	2023
<b>Liabilities and shareholders' equity</b>					
<b>Current liabilities</b>					
Short-term loans from banks	19	400,000,000	2,790,000,000	400,000,000	2,590,000,000
Current portion of long-term loans from banks	20	12,336,443,797	15,148,106,463	10,666,443,797	12,348,106,463
Other short-term loans	19	4,745,712,930	4,329,954,989	4,745,712,930	4,329,954,989
Current portion of long-term debentures	21	10,874,571,047	9,663,303,505	10,874,571,047	9,663,303,505
Current portion of lease liabilities	17	59,939,926	16,245,293	37,209,457	12,972,540
Amounts due to related parties	6	-	-	1,595,838	11,265,253
Income tax payable		172,159,864	244,531,868	146,626,582	210,049,265
Current portion of deposits relating to collateral of customers		161,283,519	247,771,810	-	-
Other current liabilities	6	943,686,514	1,293,436,342	565,201,899	870,303,990
<b>Total current liabilities</b>		<b>29,693,797,597</b>	<b>33,733,350,270</b>	<b>27,437,361,550</b>	<b>30,035,956,005</b>
<b>Non-current liabilities</b>					
Long-term loans from banks	20	16,084,482,359	15,354,500,062	13,084,482,359	13,684,500,062
Long-term debentures	21	15,122,564,362	16,878,513,681	15,122,564,362	16,878,513,681
Lease liabilities	17	630,293,939	9,159,335	391,531,711	6,985,334
Derivative liabilities	34.1	51,166,093	-	51,166,093	-
Deposits relating to collateral of customers		573,903,743	696,594,942	-	-
Provision for long-term employee benefits	22	201,338,981	195,356,953	160,599,677	154,035,315
Other non-current liabilities		5,125,203	2,897,665	4,787,243	2,710,748
<b>Total non-current liabilities</b>		<b>32,668,874,680</b>	<b>33,137,022,638</b>	<b>28,815,131,445</b>	<b>30,726,745,140</b>
<b>Total liabilities</b>		<b>62,362,672,277</b>	<b>66,870,372,908</b>	<b>56,252,492,995</b>	<b>60,762,701,145</b>

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

Asia Sermkij Leasing Public Company Limited and its subsidiaries

Statement of financial position (continued)

As at 31 December 2024

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2024	2023	2024	2023
<b>Shareholders' equity</b>					
Share capital					
Registered					
527,843,460 ordinary shares of Baht 5 each		2,639,217,300	2,639,217,300	2,639,217,300	2,639,217,300
Issued and paid-up					
527,843,460 ordinary shares of Baht 5 each		2,639,217,300	2,639,217,300	2,639,217,300	2,639,217,300
Share premium		2,824,819,459	2,824,819,459	2,824,819,459	2,824,819,459
Difference from restructuring of shareholding		4,188,003	4,188,003	-	-
Retained earnings					
Appropriated - statutory reserve	24	263,921,730	263,921,730	263,921,730	263,921,730
Unappropriated		4,630,069,223	4,915,513,837	4,634,180,554	4,919,661,392
Other components of equity		(37,384,137)	10,887,798	(37,307,465)	10,928,246
<b>Total shareholders' equity</b>		<b>10,324,831,578</b>	<b>10,658,548,127</b>	<b>10,324,831,578</b>	<b>10,658,548,127</b>
<b>Total liabilities and shareholders' equity</b>		<b>72,687,503,855</b>	<b>77,528,921,035</b>	<b>66,577,324,573</b>	<b>71,421,249,272</b>
		-	-	-	-

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

Directors

Asia Sermkij Leasing Public Company Limited and its subsidiaries

Statement of comprehensive income

For the year ended 31 December 2024

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2024	2023	2024	2023
<b>Profit or loss:</b>					
<b>Revenues</b>					
Interest income from loan receivables					
Hire purchase agreements		4,849,900,742	4,813,162,001	4,145,194,848	4,139,947,532
Financial lease agreements		88,408,599	85,693,828	-	-
Loan agreements		809,454,896	758,762,116	641,799,007	519,410,206
Service income					
Brokerage income		348,506,219	605,476,511	-	-
Other service income		63,487,455	52,139,456	236,958,557	405,032,128
Other income					
Penalty income		136,597,242	106,513,092	129,777,365	102,280,157
Others		111,767,026	76,961,703	20,912,272	32,166,399
<b>Total revenues</b>		<b>6,408,122,179</b>	<b>6,498,708,707</b>	<b>5,174,642,049</b>	<b>5,198,836,422</b>
<b>Expenses</b>					
Selling expenses		293,414,548	373,415,747	193,113,270	250,593,676
Administrative expenses		992,672,901	907,899,846	726,470,770	702,689,634
Expected credit losses and impairment					
loss on assets foreclosed	25	2,490,383,844	1,779,046,679	2,045,283,531	1,315,321,258
<b>Total expenses</b>		<b>3,776,471,293</b>	<b>3,060,362,272</b>	<b>2,964,867,571</b>	<b>2,268,604,568</b>
<b>Profit before share of gain from investments</b>					
<b>in subsidiaries, finance cost</b>					
<b>and income tax expenses</b>		2,631,650,886	3,438,346,435	2,209,774,478	2,930,231,854
Share of gain from investments in subsidiaries	15	-	-	198,063,072	292,267,077
<b>Profit before finance cost and income tax expenses</b>		<b>2,631,650,886</b>	<b>3,438,346,435</b>	<b>2,407,837,550</b>	<b>3,222,498,931</b>
Finance cost	26	(2,213,402,282)	(1,909,505,584)	(2,042,777,430)	(1,766,909,018)
<b>Profit before income tax expenses</b>		<b>418,248,604</b>	<b>1,528,840,851</b>	<b>365,060,120</b>	<b>1,455,589,913</b>
Income tax expenses	28	(86,451,236)	(310,072,143)	(33,262,752)	(236,821,205)
<b>Profit for the year</b>		<b>331,797,368</b>	<b>1,218,768,708</b>	<b>331,797,368</b>	<b>1,218,768,708</b>

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



Asia Sermkij Leasing Public Company Limited and its subsidiaries

Statement of comprehensive income (continued)

For the year ended 31 December 2024

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2024	2023	2024	2023
<b>Other comprehensive income:</b>					
<i>Other comprehensive income to be reclassified</i>					
<i>to profit or loss in subsequent periods:</i>					
Gain (loss) on cash flow hedges - net of income tax		99,457,289	(150,544,931)	99,457,289	(150,544,931)
Net changes in cost of hedging - net of income tax		(147,958,541)	94,931,747	(147,958,541)	94,931,747
Other comprehensive income to be reclassified					
to profit or loss in subsequent periods - net of income tax		(48,501,252)	(55,613,184)	(48,501,252)	(55,613,184)
<i>Other comprehensive income not to be reclassified</i>					
<i>to profit or loss in subsequent periods</i>					
Gain (loss) on changes in value of equity investments					
designated at fair value through other comprehensive					
income - net of income tax		229,317	(40,448)	265,541	-
Actuarial gain (loss) - net of income tax		(4,967,232)	(264,922)	(3,471,744)	1,867,781
Share of other comprehensive income					
from investments in subsidiaries	15	-	-	(1,531,712)	(2,173,151)
Other comprehensive income not to be reclassified					
to profit or loss in subsequent periods - net of income tax		(4,737,915)	(305,370)	(4,737,915)	(305,370)
<b>Other comprehensive income for the year</b>		<b>(53,239,167)</b>	<b>(55,918,554)</b>	<b>(53,239,167)</b>	<b>(55,918,554)</b>
<b>Total comprehensive income for the year</b>		<b>278,558,201</b>	<b>1,162,850,154</b>	<b>278,558,201</b>	<b>1,162,850,154</b>
<b>Earnings per share</b>	29				
Basic earnings per share					
Profit for the year		0.63	2.31	0.63	2.31

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

Asia Sermkij Leasing Public Company Limited and its subsidiaries

Cash flow statement

For the year ended 31 December 2024

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2024	2023	2024	2023
<b>Cash flows from operating activities</b>				
Profit before tax	418,248,604	1,528,840,851	365,060,120	1,455,589,913
Adjustments to reconcile profit before tax to net cash provided by (paid from) operating activities:				
Expected credit losses and impairment loss on assets foreclosed	2,490,383,844	1,779,046,679	2,045,283,531	1,315,321,258
Depreciation of building and equipment	86,795,021	46,461,098	34,533,898	24,943,524
Depreciation of right-of-use assets	87,358,553	38,813,993	56,690,327	30,159,978
Amortisation of intangible assets	3,188,621	2,956,852	2,605,039	2,472,795
Write-off of equipment and vehicles	123,064	179,775	95,443	133,969
Gain on disposals of equipment and vehicles	(786,503)	(1,366,728)	(877,774)	(1,216,729)
(Gain) loss from revaluation of financial assets	1,316,250	(585,000)	1,316,250	(585,000)
Share of gain from investments in subsidiaries	-	-	(198,063,072)	(292,267,077)
Provision for long-term employee benefits	19,572,585	19,935,699	14,535,612	15,435,908
Other provision	-	20,811,210	-	16,362,258
Dividend income	(301,275)	(216,450)	(301,275)	(216,450)
Interest income	(5,747,764,237)	(5,657,708,163)	(4,786,993,855)	(4,659,357,738)
Finance cost	2,213,402,282	1,909,505,584	2,042,777,430	1,766,909,018
Loss from operating activities before changes in operating assets and liabilities	(428,463,191)	(313,324,600)	(423,338,326)	(326,314,373)
Operating assets (increase) decrease				
Bank deposits with restrictions	49,680,879	31,305,163	-	-
Hire purchase receivables	1,663,109,057	(9,857,569,684)	1,463,091,596	(8,950,342,280)
Financial lease receivables	111,621,906	(72,861,907)	-	-
Factoring receivables	-	15,534,806	-	-
Loan receivables	(356,327,373)	(1,208,651,050)	(579,866,140)	(1,144,386,673)
Short-term loans to a related party	-	-	(175,000,000)	1,600,000,000
Long-term loans to a related party	-	-	1,000,000,000	-
Assets foreclosed	1,519,795,993	819,924,728	1,509,631,010	778,078,105
Other current assets	69,338,063	7,682,705	35,162,850	41,676,455
Other non-current assets	43,996,428	(662,631)	4,397,066	(561,099)
Operating liabilities increase (decrease)				
Amounts due to related parties	-	-	(9,669,415)	3,600,435
Deposits relating to collateral of customers	(36,150,100)	(165,623,965)	-	-
Other current liabilities	(363,932,777)	152,372,682	(309,187,514)	123,350,106
Other non-current liabilities	2,076,495	2,523,832	2,076,496	2,523,832
Cash from (used in) operating activities	2,274,745,380	(10,589,349,921)	2,517,297,623	(7,872,375,492)
Cash paid for long-term employee benefits	(19,799,597)	(11,795,412)	(12,310,930)	(10,014,785)
Compensation for loss on assets foreclosed	21,454,120	15,637,576	20,887,784	15,249,684
Cash received from bad debts recovery	322,860,474	271,023,977	223,561,959	206,582,664
Cash received from interest	5,816,154,936	5,509,175,587	4,848,142,408	4,518,622,696
Cash paid for finance costs	(2,143,168,759)	(2,150,088,516)	(1,972,497,627)	(2,007,712,129)
Cash paid for income tax	(465,934,685)	(401,940,073)	(331,699,842)	(275,225,447)
<b>Net cash from (used in) operating activities</b>	<b>5,806,311,869</b>	<b>(7,357,336,782)</b>	<b>5,293,381,375</b>	<b>(5,424,872,809)</b>

The accompanying notes are an integral part of the financial statements 144 -

Asia Sermkij Leasing Public Company Limited and its subsidiaries

Cash flow statement (continued)

For the year ended 31 December 2024

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2024	2023	2024	2023
<b>Cash flows from investing activities</b>				
Acquisitions of investment in subsidiary	-	-	-	(1,737,556,250)
Acquisitions of equipment and vehicles	(484,637,564)	(304,695,035)	(102,602,511)	(45,240,011)
Acquisitions of intangible assets	(4,759,989)	(7,257,835)	(3,564,954)	(4,997,880)
Proceeds from disposals of equipment and vehicles	1,888,823	1,380,281	1,393,402	1,230,280
Dividend received	301,275	216,450	186,808,568	240,841,174
<b>Net cash from (used in) investing activities</b>	<b>(487,207,455)</b>	<b>(310,356,139)</b>	<b>82,034,505</b>	<b>(1,545,722,687)</b>
<b>Cash flows from financing activities</b>				
Increase (decrease) in short-term loans from banks	(2,390,000,000)	2,290,000,000	(2,190,000,000)	2,090,000,000
Increase (decrease) in other short-term loans	410,000,000	(6,175,000,000)	410,000,000	(6,175,000,000)
Proceeds from long-term loans from banks	13,077,500,000	8,100,000,000	10,077,500,000	7,100,000,000
Repayments of long-term loans from banks	(14,703,000,000)	(6,450,000,000)	(11,903,000,000)	(5,950,000,000)
Proceeds from long-term debentures issuance	9,072,100,000	15,420,000,000	9,072,100,000	15,420,000,000
Repayments of long-term debentures	(9,695,000,000)	(4,769,500,000)	(9,695,000,000)	(4,769,500,000)
Payments of lease liabilities	(52,772,977)	(39,306,326)	(34,068,405)	(30,493,678)
Dividend paid	(612,274,750)	(758,823,350)	(612,274,750)	(758,823,350)
<b>Net cash from (used in) financing activities</b>	<b>(4,893,447,727)</b>	<b>7,617,370,324</b>	<b>(4,874,743,155)</b>	<b>6,926,182,972</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>425,656,687</b>	<b>(50,322,597)</b>	<b>500,672,725</b>	<b>(44,412,524)</b>
Cash and cash equivalents at beginning of year	550,879,157	601,201,754	375,510,627	419,923,151
<b>Cash and cash equivalents at end of year</b>	<b>976,535,844</b>	<b>550,879,157</b>	<b>876,183,352</b>	<b>375,510,627</b>
	-	-	-	-
<b>Supplemental cash flows information</b>				
Non-cash items consist of				
Increase in payables for purchase of equipment	33,076,965	32,663,909	22,782,117	5,900,400
Increase in payables for purchase of intangible assets	405,887	-	405,887	-
Increase in right-of-use assets and lease liabilities	718,835,860	18,637,154	442,085,344	13,647,476

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

Asia Sermkij Leasing Public Company Limited and its subsidiaries

Statement of changes in shareholders' equity

For the year ended 31 December 2024

(Unit: Baht)

		Consolidated financial statements									
		Other components of equity									
		Other comprehensive income					Total other components of				
Note	Issued and paid-up share capital	Share premium	Difference from restructuring of shareholding	Retained earnings		Fair value reserve	Cash flow hedge reserve	Cost of hedging reserve	Total other components of shareholder's equity	Total	
				Appropriated - Statutory reserve	Unappropriated						
<b>Balance as at 1 January 2023</b>	2,639,217,300	2,824,819,459	4,188,003	263,921,730	4,455,833,401	(5,592,374)	78,038,761	(5,904,957)	66,541,430	10,254,521,323	
Profit for the year	-	-	-	-	1,218,768,708	-	-	-	-	1,218,768,708	
Other comprehensive income for the year	-	-	-	-	(264,922)	(40,448)	(150,544,931)	94,931,747	(55,653,632)	(55,918,554)	
Total comprehensive income for the year	-	-	-	-	1,218,503,786	(40,448)	(150,544,931)	94,931,747	(55,653,632)	1,162,850,154	
Dividend paid	-	-	-	-	(758,823,350)	-	-	-	-	(758,823,350)	
<b>Balance as at 31 December 2023</b>	2,639,217,300	2,824,819,459	4,188,003	263,921,730	4,915,513,837	(5,632,822)	(72,506,170)	89,026,790	10,887,798	10,658,548,127	
<b>Balance as at 1 January 2024</b>	2,639,217,300	2,824,819,459	4,188,003	263,921,730	4,915,513,837	(5,632,822)	(72,506,170)	89,026,790	10,887,798	10,658,548,127	
Profit for the year	-	-	-	-	331,797,368	-	-	-	-	331,797,368	
Other comprehensive income for the year	-	-	-	-	(4,967,232)	229,317	99,457,289	(147,958,541)	(48,271,935)	(53,239,167)	
Total comprehensive income for the year	-	-	-	-	326,830,136	229,317	99,457,289	(147,958,541)	(48,271,935)	278,558,201	
Dividend paid	-	-	-	-	(612,274,750)	-	-	-	-	(612,274,750)	
<b>Balance as at 31 December 2024</b>	2,639,217,300	2,824,819,459	4,188,003	263,921,730	4,630,069,223	(5,403,505)	26,951,119	(58,931,751)	(37,384,137)	10,324,831,578	
-	-	-	-	-	-	-	-	-	-	-	
-	-	-	-	-	-	-	-	-	-	-	

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

Asia Sermkij Leasing Public Company Limited and its subsidiaries

Statement of changes in shareholders' equity

For the year ended 31 December 2024

Separate financial statements											(Unit: Baht)
	Note	Issued and paid-up share capital	Share premium	Retained earnings			Other components of equity				Total
				Appropriated - Statutory reserve	Unappropriated	Fair value reserve	Cash flow hedge reserve	Cost of hedging reserve	Total other components of shareholder's equity		
<b>Balance as at 1 January 2023</b>											
Profit for the year		-	-	263,921,730	4,460,021,404	(5,592,374)	78,038,761	(5,904,957)	66,541,430	10,254,521,323	
Other comprehensive income for the year		-	-	-	1,218,768,708	-	-	-	-	1,218,768,708	
Total comprehensive income for the year		-	-	-	(305,370)	-	(150,544,931)	94,931,747	(55,613,184)	(55,918,554)	
Dividend paid	32	-	-	-	1,218,463,338	-	(150,544,931)	94,931,747	(55,613,184)	1,162,850,154	
		-	-	-	(758,823,350)	-	-	-	-	(758,823,350)	
<b>Balance as at 31 December 2023</b>											
		2,639,217,300	2,824,819,459	263,921,730	4,919,661,392	(5,592,374)	(72,506,170)	89,026,790	10,928,246	10,658,548,127	
<b>Balance as at 1 January 2024</b>											
Profit for the year		-	-	263,921,730	4,919,661,392	(5,592,374)	(72,506,170)	89,026,790	10,928,246	10,658,548,127	
Other comprehensive income for the year		-	-	-	331,797,368	-	-	-	-	331,797,368	
Total comprehensive income for the year		-	-	-	(5,003,456)	265,541	99,457,289	(147,958,541)	(48,235,711)	(53,239,167)	
Dividend paid	32	-	-	263,921,730	5,246,455,304	(5,326,833)	26,951,119	(58,931,751)	(37,307,465)	10,937,106,328	
		-	-	-	(612,274,750)	-	-	-	-	(612,274,750)	
<b>Balance as at 31 December 2024</b>											
		2,639,217,300	2,824,819,459	263,921,730	4,634,180,554	(5,326,833)	26,951,119	(58,931,751)	(37,307,465)	10,324,831,578	
		-	-	-	-	-	-	-	-	-	

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

## Asia Sermkij Leasing Public Company Limited and its subsidiaries

## Notes to financial statements

For the year ended 31 December 2024

**1. General information**

Asia Sermkij Leasing Public Company Limited is a public company incorporated and domiciled in Thailand. Its major shareholders are Chailease Finance Company Limited and Chailease International (Malaysia) Company Limited, which have the same group of shareholders, and its ultimate parent company is Chailease Holding Company Limited. The Company is principally engaged in the auto hire purchase services and its registered address is 129 JKL Tower, 19th - 21st Floor, Sukhumvit Road, Khlong Toei Nuea, Wattana, Bangkok.

**2. Basis of preparation**

- 2.1 The financial statements have been prepared in accordance with Thai Financial Reporting Standards enunciated under the Accounting Profession 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 Asia Sermkij Leasing Public Limited (“the Company”) and the following subsidiary companies (collectively as “the Group”).

Subsidiaries	Nature of business	Country of incorporation	Percentage of shareholding	
			2024 (Percent)	2023 (Percent)
Bangkok Grand Pacific Lease Public Company Limited	Hire purchase, leasing and loan	Thailand	99.99	99.99
SK Insurance Broker Company Limited	Insurance broker	Thailand	99.99	99.99

- b) The Company is deemed to have control over investees 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, 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 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. The Group had the same directors and shareholders both before and after the Company acquired a subsidiary, and the Company therefore recorded the difference between the attributable net asset value of a subsidiary and the acquisition cost of Baht 4 million in shareholders' equity.

2.3 The separate financial statements present investments in subsidiaries under the equity 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 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 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 2025**

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 2025. 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 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) Interest income from loan receivables**

The Group recognises interest income from hire purchase, financial leases and loan agreements on an accrual basis throughout the term of the contract, using the effective interest rate method, with the calculation based on the gross book value of the receivables.

Costs and income directly attributable to the initial recognition of the loan receivables are amortised using the effective interest rate method and presented as adjustments on interest income throughout the term of the agreement, to reflect the effective rate of return.

When the receivables are later credit-impaired, the Group continues to recognise interest income using the effective interest rate, based on the net book value (gross book value net of allowance for expected credit losses) of the receivables. When the debtor is no longer credit-impaired, the Group changes to calculate interest income based on the gross book value.

**b) Service income**

Most of service income are recognised at a point in time upon completion of the service.

**c) Penalty income**

Penalty income is recognised on a cash basis.

**d) Dividends**

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

**e) Finance cost**

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

**f) Other income and expenses**

Other income and expenses are 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 3 months or less and not subject to withdrawal restrictions.

For the purpose of the cash flow statement, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts.

**4.3 Assets foreclosed**

These represent assets repossessed from loan receivables and are stated at the lower of cost (which mostly comprises the net outstanding balance) and estimated net realisable value. Allowance is made for the decline in value of the repossessed assets.

**4.4 Land, building and equipment/Depreciation**

Land is stated at cost. Building and equipment are stated at cost less accumulated depreciation and allowance for impairment loss on assets (if any). Depreciation of building and equipment is calculated by reference to their costs on the straight-line basis over the following estimated useful lives.

Buildings	20 years
Furniture, fixtures and equipment	5 - 15 years
Vehicles	5 years

Depreciation is charged to profit or loss.

No depreciation is provided for land and assets under installation.

An item of land, building 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 is included in profit or loss when the asset is derecognised.



#### 4.5 Intangible assets

Intangible assets are initially recognised at cost. Following initial recognition, the intangible assets are stated at cost less accumulated amortisation and allowance for impairment loss on assets (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 profit or loss.

The finite useful lives of intangible assets, computer software is 10 years.

The amortisation is charged to profit or loss. No amortisation is provided for computer software in process.

#### 4.6 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 lessor**

A lease that transfers substantially all the risks and rewards incidental to ownership of an underlying asset to a lessee is classified as finance leases. As at the commencement date, amounts due from lessees under hire purchases and financial leases are recorded as receivables at the amount of the Group's net investment in leases.

Initial costs directly attributable to a hire purchase contract, such as commissions, are included in the measurement of the net investment in the lease and reflected in the calculation of the implicit interest rate.

##### **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.

Buildings	10	years
Vehicles	5	years

Depreciation is charged to profit or loss.

#### *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 discounts 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.

### **4.7 Related party transactions**

Related parties comprise individuals or enterprises 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 or enterprises 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.

### **4.8 Foreign currencies**

The consolidated and separate financial statements are presented in Baht, which is also the Company's functional currency. Items of each entity included in the consolidated financial statements are measured using the functional currency of that entity.

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.

### **4.9 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 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.

#### 4.10 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 Group and its employees have jointly established a provident fund. The fund is monthly contributed by employees and the Group. The fund's assets are held in a separate trust fund and the Group's contributions is 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, namely long service award.

The obligation under the defined benefit plan and other long-term employee benefit plan is 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 are recognised immediately in other comprehensive income.

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

Past service costs are recognised in profit or loss on the earlier of the date of the plan amendment or curtailment and the date that the Group recognises restructuring-related costs.

#### 4.11 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.

#### 4.12 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 it recognises 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.

### 4.13 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 at FVOCI*

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 including interest income recognised in profit or loss.

These financial assets include derivatives and security investments held for trading.

Dividends on listed equity investments are recognised as other income 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 discounts or premiums on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance costs in profit or loss.

#### **Financial guarantee contracts**

Provisions on financial guarantee contracts are initially recognised in the financial statements at fair value, which is equal to the fee received. The provision under each guarantee contract is subsequently measured at the higher of the amount initially recognised less cumulative amortisation, and the allowance for expected credit losses.

The guarantee fee income is recognised as other income in profit or loss by amortising the initial fair value or fee received on a straight-line basis over the life of the guarantee.

#### **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 asset.

### **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. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

The Group recognises an allowance for expected credit losses for hire purchase receivables, financial lease receivables and loan receivables using a general approach. The Group considers changes in credit risk and groups its receivables into 3 stages as described below.

- Stage 1: Receivables with no significant increase in credit risk (Performing) - The Group recognises expected credit losses in an amount equal to the expected credit losses in the next 12 months. For receivables under loan agreements with remaining periods of less than 12 months, recognition is based on the probability of default over the remaining period.
- Stage 2: Receivables with a significant increase in credit risk (Under-performing) - The Group recognises expected credit losses in an amount equal to the expected credit losses over the lifetime of the receivable.
- Stage 3: Receivables that are credit-impaired (Non-performing) - The Group recognises expected credit losses in an amount equal to the expected credit losses over the lifetime of the receivable.

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 in credit-impaired 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.

If the credit quality of a receivable improves in a subsequent period and the assessment is that it is no longer a receivable whose credit risk has significantly increased since initial recognition, as assessed in a previous period, the Group will change the basis for recognising expected credit losses from the lifetime expected credit losses to the 12-month expected credit losses, or the remaining period if that is less than 12 months.

In order to estimate expected credit losses, the Group considers historically collected loss data, adjusted on the basis of current observable data. In addition, the Group applies forward-looking macroeconomic information that is supportable and reasonable and appropriately exercises judgement. At least once a year the Group also considers whether to adjust forward-looking information and the weighting of the probability of each scenario used in determining the expected credit losses. Most of the information used by the Group is announced by the Bank of Thailand or other government agencies and adjusted to reflect the Group's internal perspective. The Group calculates expected credit losses based on three probability-weighted scenarios, which are a base scenario, best-case scenario and worst-case scenario. For the base scenario, the Group applies an unbiased market perspective that incorporates forecasts of macroeconomic factors.

For floor-plan loan and other receivables, the Group applies a simplified approach in calculating expected credit losses. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime expected credit losses at each reporting date. The Group has established a provision matrix of ageing that is based on its historical credit loss experience, 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.

#### **Impairment of financial guarantee contracts**

The Group estimates the expected credit losses of financial guarantee contracts based on the present value of the payments expected to be made to the holder of the contract if a default occurs, discounted using a risk-adjusted interest rate relevant to the exposure. The calculation is made using a probability-weighting. The expected credit losses related to financial guarantee contracts are recognised under provisions.

#### **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.

### **4.14 Derivatives and hedge accounting**

#### **Derivatives**

The Group uses derivatives, such as interest rate swaps and cross-currency interest rate swap contracts, to hedge its foreign currency risks and interest rate risks.

Derivatives are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. The subsequent changes including interest income are recognised in profit or loss unless the derivative is designated and effective as a hedging instrument under cash flow hedge. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Derivatives are presented as non-current assets or non-current liabilities if the remaining maturity of the instrument is more than 12 months and it is not due to be realised or settled within 12 months. Other derivatives are presented as current assets or current liabilities.

## Hedge accounting

For the purpose of hedge accounting, hedges are classified as:

- Fair value hedges when hedging the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment
- Cash flow hedges when hedging the exposure to a variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognised firm commitment
- Hedges of a net investment in a foreign operation

At the inception of a hedging relationship, the Group formally designates and documents the hedging relationship to which it wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge.

The documentation, at the inception of the hedge and on an ongoing basis, includes identification of the hedging instrument, the hedged item, the nature of the risk being hedged and how the Group will assess whether the hedging relationship meets the hedge effectiveness requirements, including analysis of the sources of hedge ineffectiveness and how the hedge ratio is determined.

A hedging relationship qualifies for hedge accounting if it meets all of the following hedge effectiveness requirements:

- There is 'an economic relationship' between the hedged item and the hedging instrument.
- The effect of credit risk is not the dominant factor in the value changes that result from that economic relationship.
- The hedge ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the Group actually hedges and the quantity of the hedging instrument that the Group actually uses to hedge that quantity of hedged item.

Hedges that meet all of the qualifying criteria for hedge accounting are accounted for, as described below:

### *Cash flow hedges*

The effective portion of the gain or loss on the hedging instrument is recognised in other comprehensive income in the cash flow hedge reserve, while any ineffective portion is recognised immediately in profit or loss. The cash flow hedge reserve is adjusted to the lower (in absolute amounts) of the cumulative gain or loss on the hedging instrument and the cumulative change in fair value of the hedged item.

The way cash flow hedge reserve accumulated in other comprehensive income are subsequently accounted for, depends on the nature of the underlying hedged transaction. If the hedged transaction subsequently results in the recognition of a non-financial item, the reserve accumulated in equity is removed from the separate component of equity and included in the initial cost or other carrying amount of the hedged asset or liability. This is not a reclassification adjustment and is not recognised in other comprehensive income for the period. For any other cash flow hedges, the reserve accumulated in other comprehensive income is subsequently reclassified to profit or loss as a reclassification adjustment in the same period which the hedged cash flows affect profit or loss.



If cash flow hedge accounting is discontinued, the cash flow hedge reserve accumulated in other comprehensive income must remain in equity if the hedged future cash flows are still expected to occur. Otherwise, the reserve will be immediately reclassified to profit or loss as a reclassification adjustment. After discontinuation, once the hedged cash flow occurs, the way the reserve remaining in equity is accounted for depends on the nature of the underlying transaction as described above.

The Group designates only the financial instrument excluding the foreign currency basis spread as a hedging instrument. The change in fair value of the foreign currency basis spread of financial instrument that relates to the hedged item is separately accounted for as a cost of hedging which is recognised in other comprehensive income and accumulated in a separate component of equity under cost of hedging reserve.

If the hedged item is transaction-related, the cost of hedging reserve accumulated in other comprehensive income is reclassified to profit or loss when the hedged item affects profit or loss. If the hedged item is time-period related, then the reserve accumulated in other comprehensive income is reclassified to profit or loss on systematic and rational basis. The reclassified amounts are recognised in profit or loss in the same line as the hedged item. If the hedged item is a non-financial item, then the reserve is removed directly from equity and included in the initial carrying amount of the recognised non-financial item. Furthermore, if the Group expects that some or all of the loss accumulated in cost of hedging reserve will not be recovered in the future, that amount is immediately reclassified to profit or loss.

#### **4.15 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 its 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. Significant judgements and estimates are as follows.

**Allowance for expected credit losses**

Judgement is used in estimating the allowance for expected credit losses of debtors who are having problems making principal and/or interest payments, with management taking into consideration analysis of debtor status performed on an individual and a group basis, the probability of default, estimated losses arising from the default, historical collection experience, collateral value, statistical data and economic factors. These are used in determining assumptions and forward-looking scenarios, as well as probability weighted outcomes. In addition, the management sets aside an additional allowance for expected credit losses to account for the uncertainties around future events that have not yet been reflected in the model (Management overlay), based on the assessment and judgement of the management.

**Allowance for impairment on assets foreclosed**

In determining allowance for impairment on assets foreclosed, the management exercises judgement in estimating the anticipated loss on such assets, based on analysis of various factors, including net realisable value, historical data and the prevailing economic conditions.

**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.

## 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.

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

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

## 6. Related party transactions

The relationships between the Company and its related parties are summarised below.

Name	Relationship
Chailease Holding Company Limited	Ultimate parent company
Chailease Finance Co., Ltd.	The Company's major shareholder
Bangkok Grand Pacific Lease Public Company Limited	Subsidiary
SK Insurance Broker Company Limited	Subsidiary
Chailease International Financial Services Co., Ltd.	Share common director with the Company
Anywhere 2 Go Company Limited	Share common director with the Company
JLK Biomedical Holding (Thailand) Co., Ltd.	Share common director with the Company
Chailease International Financial Services (Singapore) Pte. Ltd.	Related party of ultimate parent company
Chailease Specialty Finance Co., Ltd.	Related party of ultimate parent company
CITC Enterprise (Thai) Co., Ltd.	Related party of ultimate parent company
JLK Holding Co., Ltd.	Related party of ultimate parent company

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 Company and those related parties.

(Unit: Million Baht)

	Consolidated		Separate		Transfer pricing policy
	financial statements		financial statements		
	2024	2023	2024	2023	
Subsidiaries					
(Eliminated from the consolidated financial statements)					
Marketing fee income	-	-	179	359	As stipulated in the agreement
Management fee income	-	-	14	14	Cost plus margin of 5%
Interest income	-	-	137	143	Close to interest rates of other loans with similar conditions
Dividend income	-	-	187	241	As declared

(Unit: Million Baht)

	Consolidated		Separate		Transfer pricing policy
	financial statements		financial statements		
	2024	2023	2024	2023	
Related companies					
Financial guarantee fee income	1	-	-	-	As stipulated in the agreement
Other income	2	2	-	-	As stipulated in the agreement
Rental and service fees	60	-	38	-	As stipulated in the agreement
Other expenses	7	-	5	-	As stipulated in the agreement
Major shareholder					
Internal audit fee	1	1	1	1	Close to actual cost

**Directors and management's benefits**

During the years ended 31 December 2024 and 2023, the Group had employee benefit expenses of its directors and management as below.

	Consolidated		Separate	
	financial statements		financial statements	
	2024	2023	2024	2023
Short-term employee benefits	41,267	59,008	32,662	44,873
Post-employment and other long-term employee benefits	1,347	2,150	1,068	1,554
Total	42,614	61,158	33,730	46,427

As at 31 December 2024 and 2023, the Group had outstanding balances of significant assets and liabilities with the related parties as follows.

	Consolidated		Separate	
	financial statements		financial statements	
	2024	2023	2024	2023
<b>Subsidiaries</b>				
(Eliminated from the consolidated financial statements)				
Short-term loans to a related party	-	-	1,350,000	1,175,000
Long-term loans to a related party	-	-	2,000,000	3,000,000
Other current assets				
Accrued marketing fee income	-	-	7,233	23,355
Other receivables	-	-	1	228
Amounts due to related parties				
Insurance premium payables	-	-	1,596	11,265

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2024	2023	2024	2023
<b>Related companies</b>				
Financial lease and loan receivables	2,533	774	-	-
Other current assets				
Accrued income	1,105	397	2	11
Other non-current assets				
Rental deposit	22,551	-	14,093	-
Other current liabilities				
Unearned financial guarantee fee income	151	-	-	-
Lease liabilities	652,750	-	398,986	-

The movements of short-term loans to a related party during the year ended 31 December 2024 are as follows.

(Unit: Thousand Baht)

Movement	Separate financial statements
Balance as at 31 December 2023	1,175,000
Increase during the year	4,285,000
Decrease during the year	(4,110,000)
Balance as at 31 December 2024	1,350,000

The movements of the long-term loans to a related party during the year ended 31 December 2024 are as follows.

(Unit: Thousand Baht)

Movement	Separate financial statements
Balance as at 31 December 2023	3,000,000
Increase during the year	2,000,000
Decrease during the year	(3,000,000)
Balance as at 31 December 2024	2,000,000

Short-term and long-term loans to a related party are denominated in Thai Baht and unsecured.

## 7. Cash and cash equivalents

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2024	2023	2024	2023
Cash	20	1,946	-	1,927
Bank deposits	976,516	548,933	876,183	373,584
Total	976,536	550,879	876,183	375,511

As at 31 December 2024, the Group's bank deposits in savings accounts are carrying interests between 0.15% - 0.90% per annum (2023: between 0.18% and 0.60% per annum) the Company only: between 0.15% - 0.60% per annum (2023: between 0.18% and 0.50% per annum).

## 8. Bank deposits with restrictions

The balance represents deposits at bank of insurance premiums that a subsidiary received from policyholders. A subsidiary has to submit these premiums to the insurers, and the brokerage contracts stipulates that it cannot use or derive benefit or deduct any expenses from them.

## 9. Hire purchase receivables

### 9.1 The balance of hire purchase receivables classified by contractual due date

(Unit: Thousand Baht)

	Consolidated financial statements		
	2024		
	Current portion	Long-term portion	Total
Hire purchase receivables	24,620,850	45,848,444	70,469,294
Less: Unearned interest income	(3,881,419)	(4,932,498)	(8,813,917)
Net investment in the hire purchase contract	20,739,431	40,915,946	61,655,377
Less: Allowance for expected credit losses	(824,831)	(1,595,648)	(2,420,479)
Hire purchase receivables - net	19,914,600	39,320,298	59,234,898

(Unit: Thousand Baht)

	Consolidated financial statements		
	2023		
	Current portion	Long-term portion	Total
Hire purchase receivables	24,801,455	53,285,229	78,086,684
Less: Unearned interest income	(4,219,726)	(6,150,618)	(10,370,344)
Net investment in the hire purchase contract	20,581,729	47,134,611	67,716,340
Less: Allowance for expected credit losses	(601,845)	(1,324,496)	(1,926,341)
Hire purchase receivables - net	19,979,884	45,810,115	65,789,999

(Unit: Thousand Baht)

	Separate financial statements		
	2024		
	Current portion	Long-term portion	Total
Hire purchase receivables	20,108,832	40,548,921	60,657,753
Less: Unearned interest income	(3,341,233)	(4,509,823)	(7,851,056)
Net investment in the hire purchase contract	16,767,599	36,039,098	52,806,697
Less: Allowance for expected credit losses	(643,401)	(1,372,878)	(2,016,279)
Hire purchase receivables - net	16,124,198	34,666,220	50,790,418

(Unit: Thousand Baht)

	Separate financial statements		
	2023		
	Current portion	Long-term portion	Total
Hire purchase receivables	20,258,443	47,552,816	67,811,259
Less: Unearned interest income	(3,666,037)	(5,692,623)	(9,358,660)
Net investment in the hire purchase contract	16,592,406	41,860,193	58,452,599
Less: Allowance for expected credit losses	(443,565)	(1,115,064)	(1,558,629)
Hire purchase receivables - net	16,148,841	40,745,129	56,893,970

9.2 The balances of hire purchase receivables classified by the stage of credit risk

(Unit: Thousand Baht)

	Consolidated financial statements			
	2024		2023	
	Balance of receivables net of unearned interest income	Allowance for expected credit losses	Balance of receivables net of unearned interest income	Allowance for expected credit losses
Receivables with no significant increase in credit risk	49,673,526	488,839	58,320,262	453,022
Receivables with a significant increase in credit risk	7,561,084	815,648	6,178,186	701,706
Receivables that are credit-impaired	4,420,767	1,115,992	3,217,892	771,613
Total	61,655,377	2,420,479	67,716,340	1,926,341

(Unit: Thousand Baht)

	Separate financial statements			
	2024		2023	
	Balance of receivables net of unearned interest income	Allowance for expected credit losses	Balance of receivables net of unearned interest income	Allowance for expected credit losses
Receivables with no significant increase in credit risk	41,558,463	409,331	49,705,717	382,236
Receivables with a significant increase in credit risk	7,296,523	745,868	5,999,421	652,420
Receivables that are credit-impaired	3,951,711	861,080	2,747,461	523,973
Total	52,806,697	2,016,279	58,452,599	1,558,629

## 9.3 Undiscounted lease payments receivable under hire purchase contacts

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2024	2023	2024	2023
Within one year	24,620,850	24,801,455	20,108,832	20,258,443
After one year but not more than five years	45,163,485	51,748,431	39,866,229	46,023,911
More than five years	684,959	1,536,798	682,692	1,528,905
Total	70,469,294	78,086,684	60,657,753	67,811,259
Less: Unearned interest income	(8,813,917)	(10,370,344)	(7,851,056)	(9,358,660)
Net investment in the hire purchase contract	61,655,377	67,716,340	52,806,697	58,452,599
Less: Allowance for expected credit losses	(2,420,479)	(1,926,341)	(2,016,279)	(1,558,629)
Net	59,234,898	65,789,999	50,790,418	56,893,970

9.4 As at 31 December 2024, the Company had assigned collection rights over hire purchase receivables with outstanding balances (before net of unearned interest income) of Baht 8,455 million (2023: Baht 13,577 million), in order to secure certain credit facilities granted by commercial banks as discussed in Note 19 and 20 to financial statements.

9.5 Most of hire purchase agreements of the Group have terms of 36 to 60 months and require settlement in equal installments.

**10. Financial lease receivables**

10.1 The balance of financial lease receivables classified by contractual due date

(Unit: Thousand Baht)

	Consolidated financial statements		
	2024		
	Current portion	Long-term portion	Total
Financial lease receivables	590,567	725,316	1,315,883
Less: Unearned interest income	(62,750)	(53,941)	(116,691)
Net investment in the financial lease contract	527,817	671,375	1,199,192
Less: Allowance for expected credit losses	(13,865)	(17,637)	(31,502)
Financial lease receivables - net	513,952	653,738	1,167,690



(Unit: Thousand Baht)

Consolidated financial statements			
2023			
	Current portion	Long-term portion	Total
Financial lease receivables	606,127	853,236	1,459,363
Less: Unearned interest income	(69,649)	(64,468)	(134,117)
Net investment in the financial lease contract	536,478	788,768	1,325,246
Less: Allowance for expected credit losses	(10,077)	(14,824)	(24,901)
Financial lease receivables - net	526,401	773,944	1,300,345

10.2 The balances of financial lease receivables classified by the stage of credit risk

(Unit: Thousand Baht)

Consolidated financial statements				
	2024		2023	
	Balance of receivables net of unearned interest income	Allowance for expected credit losses	Balance of receivables net of unearned interest income	Allowance for expected credit losses
Receivables with no significant increase in credit risk	1,166,206	14,597	1,285,835	7,057
Receivables with a significant increase in credit risk	5,263	626	8,409	1,256
Receivables that are credit-impaired	27,723	16,279	31,002	16,588
Total	1,199,192	31,502	1,325,246	24,901

10.3 Undiscounted lease payments receivable under financial lease contracts

(Unit: Thousand Baht)

Consolidated financial statements		
	2024	2023
Within one year	590,567	606,127
After one year but not more than five years	724,910	853,236
Over five years	406	-
Total	1,315,883	1,459,363
Less: Unearned interest income	(116,691)	(134,117)
Net investment in the financial lease contract	1,199,192	1,325,246
Less: Allowance for expected credit losses	(31,502)	(24,901)
Net	1,167,690	1,300,345

10.4 Most of financial lease agreements of a subsidiary have terms of 36 to 60 months and require settlement in equal installments.

# 11. Loan receivables

11.1 The balances of loan receivables classified by contractual due date

(Unit: Thousand Baht)

	Consolidated financial statements		
	2024		
	Current portion	Long-term portion	Total
Loan receivables	2,365,826	3,539,630	5,905,456
Less: Deferred financing fee	(10,435)	(7,972)	(18,407)
Add: Interest receivables	81,133	-	81,133
	2,436,524	3,531,658	5,968,182
Less: Allowance for expected credit losses	(110,756)	(138,824)	(249,580)
Loan receivables - net	2,325,768	3,392,834	5,718,602

(Unit: Thousand Baht)

	Consolidated financial statements		
	2023		
	Current portion	Long-term portion	Total
Loan receivables	2,443,887	3,723,503	6,167,390
Less: Deferred financing fee	(14,921)	(11,968)	(26,889)
Add: Interest receivables	75,375	-	75,375
	2,504,341	3,711,535	6,215,876
Less: Allowance for expected credit losses	(111,320)	(142,623)	(253,943)
Loan receivables - net	2,393,021	3,568,912	5,961,933

(Unit: Thousand Baht)

	Separate financial statements		
	2024		
	Current portion	Long-term portion	Total
Loan receivables	1,363,210	2,531,950	3,895,160
Less: Deferred financing fee	(3,886)	(4,141)	(8,027)
Add: Interest receivables	58,681	-	58,681
	1,418,005	2,527,809	3,945,814
Less: Allowance for expected credit losses	(55,295)	(83,275)	(138,570)
Loan receivables - net	1,362,710	2,444,534	3,807,244

(Unit: Thousand Baht)

Separate financial statements			
2023			
	Current portion	Long-term portion	Total
Loan receivables	1,151,190	2,271,518	3,422,708
Less: Deferred financing fee	(3,767)	(6,036)	(9,803)
Add: Interest receivables	38,115	-	38,115
	1,185,538	2,265,482	3,451,020
Less: Allowance for expected credit losses	(33,626)	(56,278)	(89,904)
Loan receivables - net	1,151,912	2,209,204	3,361,116

11.2 The balances of loan receivables classified by the stage of credit risk

(Unit: Thousand Baht)

Consolidated financial statements				
	2024		2023	
	Balance of receivables net of deferred financing fee	Allowance for expected credit losses	Balance of receivables net of deferred financing fee	Allowance for expected credit losses
Receivables with no significant increase in credit risk	5,221,631	59,371	5,598,887	67,426
Receivables with a significant increase in credit risk	398,100	55,173	327,269	62,900
Receivables that are credit-impaired	348,451	135,036	289,720	123,617
Total	5,968,182	249,580	6,215,876	253,943

(Unit: Thousand Baht)

Separate financial statements				
	2024		2023	
	Balance of receivables net of deferred financing fee	Allowance for expected credit losses	Balance of receivables net of deferred financing fee	Allowance for expected credit losses
Receivables with no significant increase in credit risk	3,413,253	33,191	3,176,720	30,545
Receivables with a significant increase in credit risk	315,864	36,451	146,150	17,440
Receivables that are credit-impaired	216,697	68,928	128,150	41,919
Total	3,945,814	138,570	3,451,020	89,904

## 12. Allowance for expected credit losses

(Unit: Thousand Baht)

	Consolidated financial statements			
	Receivables with an insignificant increase in credit risk	Receivables with a significant increase in credit risk	Credit-impaired receivables	Total
<b>Loan receivables <sup>(1)</sup></b>				
Balance as at 1 January 2023	565,551	499,515	707,088	1,772,154
Changes due to transfers				
of loan classification	(732,385)	200,603	531,782	-
Changes due to revaluation	714,456	170,915	184,698	1,070,069
Derecognition	(20,117)	(105,171)	(511,750)	(637,038)
Balance as at 31 December 2023	527,505	765,862	911,818	2,205,185
Changes due to transfers				
of loan classification	(876,789)	282,865	593,924	-
Changes due to revaluation	950,537	(1,318)	130,962	1,080,181
Derecognition	(38,446)	(175,962)	(369,396)	(583,804)
Balance as at 31 December 2024	562,807	871,447	1,267,308	2,701,562

<sup>(1)</sup> Consist of hire purchase, financial lease and loan receivables.

(Unit: Thousand Baht)

	Separate financial statements			
	Receivables with an insignificant increase in credit risk	Receivables with a significant increase in credit risk	Credit-impaired receivables	Total
<b>Loan receivables <sup>(2)</sup></b>				
Balance as at 1 January 2023	479,557	419,210	311,925	1,210,692
Changes due to transfers				
of loan classification	(553,266)	201,944	351,322	-
Changes due to revaluation	498,794	126,220	175,237	800,251
Derecognition	(12,304)	(77,514)	(272,592)	(362,410)
Balance as at 31 December 2023	412,781	669,860	565,892	1,648,533
Changes due to transfers				
of loan classification	(698,163)	249,925	448,238	-
Changes due to revaluation	755,212	(2,531)	128,256	880,937
Derecognition	(27,308)	(134,935)	(212,379)	(374,622)
Balance as at 31 December 2024	442,522	782,319	930,007	2,154,848

<sup>(2)</sup> Consist of hire purchase and loan receivables.

### 13. Other financial assets

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2024	2023	2024	2023
Equity instruments at FVTPL				
Quoted equity investments	11,671	12,987	11,671	12,987
Equity instruments at FVOCI				
Unquoted equity investments	2,956	2,670	2,841	2,510
Total other financial assets - net	14,627	15,657	14,512	15,497
Current	11,671	12,987	11,671	12,987
Non-current	2,956	2,670	2,841	2,510
	14,627	15,657	14,512	15,497

### 14. Assets foreclosed

14.1 As at 31 December 2024 and 2023, assets foreclosed are as follows.

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2024	2023	2024	2023
Repossessed assets	3,408,111	2,012,643	3,369,451	1,987,882
Less: Allowance for impairment	(894,331)	(442,213)	(876,903)	(432,464)
Assets foreclosed - net	2,513,780	1,570,430	2,492,548	1,555,418

14.2 A reconciliation of the cost of assets foreclosed for the years ended 31 December 2024 and 2023 is presented below.

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2024	2023	2024	2023
Cost at beginning of year	2,012,643	719,997	1,987,882	710,634
Additions	3,811,317	2,419,610	3,757,775	2,345,798
Disposals	(2,415,849)	(1,126,964)	(2,376,206)	(1,068,550)
Cost at end of year	3,408,111	2,012,643	3,369,451	1,987,882

## 15. Investments in subsidiaries

15.1 Details of investments in subsidiaries as presented in separate financial statements are as follows.

(Unit: Thousand Baht)

Subsidiaries	Paid-up capital		Percentage of shareholding		Separate financial statements			
					Cost		Carrying amounts based on equity method	
	2024	2023	2024	2023	2024	2023	2024	2023
	(Thousand Baht)	(Thousand Baht)	(Percent)	(Percent)				
Bangkok Grand Pacific Lease Public Company Limited	2,192,500	2,192,500	99.99	99.99	3,125,052	3,125,052	3,575,039	3,532,589
SK Insurance Broker Company Limited	10,000	10,000	99.99	99.99	9,999	9,999	56,351	88,777
Total					<u>3,135,051</u>	<u>3,135,051</u>	<u>3,631,390</u>	<u>3,621,366</u>

15.2 During the years, the Company recognised its share of comprehensive income from investments in subsidiaries and dividend income in the separate financial statements as follows.

(Unit: Thousand Baht)

Subsidiaries	Separate financial statements					
	Share of gain from investments in subsidiaries		Share of other comprehensive income from investments in subsidiaries		Dividend received during the year	
	2024	2023	2024	2023	2024	2023
Bangkok Grand Pacific Lease Public Company Limited	129,295	168,886	(1,338)	(1,785)	85,507	109,625
SK Insurance Broker Company Limited	68,768	123,381	(194)	(388)	101,000	130,999
Total	<u>198,063</u>	<u>292,267</u>	<u>(1,532)</u>	<u>(2,173)</u>	<u>186,507</u>	<u>240,624</u>

15.3 A reconciliation of the investments in subsidiaries account for the years ended 31 December 2024 and 2023 are as follows.

(Unit: Thousand Baht)

	Separate financial statements	
	2024	2023
Net book value at beginning of year	3,621,366	1,834,340
Acquisition of investment in subsidiary	-	1,737,556
Share of gain from investments in subsidiaries	198,063	292,267
Share of other comprehensive income from investments in subsidiaries	(1,532)	(2,173)
Dividend income	(186,507)	(240,624)
Net book value at end of year	<u>3,631,390</u>	<u>3,621,366</u>

On 9 May 2023, the Company's Board of Directors' Meeting passed a resolution approving the purchase of additional ordinary shares of Bangkok Grand Pacific Lease Public Company Limited of 110 million shares with a par value of Baht 10.00 per share at a price of Baht 15.85 each, totaling Baht 1,738 million, to maintain its existing percentage of shareholding. The Company made a full payment for the shares in May 2023.

# 16. Land, building and equipment

(Unit: Thousand Baht)

Consolidated financial statements						
	Land	Buildings	Furniture, fixtures and equipment	Vehicles	Assets under installation	Total
<b>Cost</b>						
As at 1 January 2023	16,771	129,510	230,730	76,456	13,187	466,654
Additions	-	-	259,895	1,711	75,753	337,359
Disposals and write-off	-	-	(17,735)	(11,773)	-	(29,508)
Transfers	-	-	38,526	-	(38,526)	-
As at 31 December 2023	16,771	129,510	511,416	66,394	50,414	774,505
Additions	-	-	279,063	8,781	229,870	517,714
Disposals and write-off	-	-	(50,381)	(7,920)	-	(58,301)
Transfers	-	-	230,857	-	(230,857)	-
As at 31 December 2024	16,771	129,510	970,955	67,255	49,427	1,233,918
<b>Accumulated depreciation</b>						
As at 1 January 2023	-	45,738	172,320	61,846	-	279,904
Depreciation for the year	-	6,243	34,908	5,311	-	46,462
Depreciation on disposals and write-off	-	-	(17,549)	(11,766)	-	(29,315)
As at 31 December 2023	-	51,981	189,679	55,391	-	297,051
Depreciation for the year	-	6,243	75,857	4,695	-	86,795
Depreciation on disposals and write-off	-	-	(49,156)	(7,920)	-	(57,076)
As at 31 December 2024	-	58,224	216,380	52,166	-	326,770
<b>Net book value</b>						
As at 31 December 2023	16,771	77,529	321,737	11,003	50,414	477,454
As at 31 December 2024	16,771	71,286	754,575	15,089	49,427	907,148

(Unit: Thousand Baht)

	Separate financial statements					
	Land	Buildings	Furniture, fixtures and equipment	Vehicles	Assets under installation	Total
<b>Cost</b>						
As at 1 January 2023	16,771	129,510	178,740	60,581	1,428	387,030
Additions	-	-	19,334	1,711	30,095	51,140
Disposals and write-off	-	-	(15,341)	(10,180)	-	(25,521)
As at 31 December 2023	16,771	129,510	182,733	52,112	31,523	412,649
Additions	-	-	116,603	8,781	-	125,384
Disposals and write-off	-	-	(37,575)	(5,257)	-	(42,832)
Transfer	-	-	31,523	-	(31,523)	-
As at 31 December 2024	16,771	129,510	293,284	55,636	-	495,201
<b>Accumulated depreciation</b>						
As at 1 January 2023	-	45,738	147,958	49,720	-	243,416
Depreciation for the year	-	6,243	14,491	4,210	-	24,944
Depreciation on disposals and write-off	-	-	(15,202)	(10,173)	-	(25,375)
As at 31 December 2023	-	51,981	147,247	43,757	-	242,985
Depreciation for the year	-	6,243	24,700	3,591	-	34,534
Depreciation on disposals and write-off	-	-	(36,964)	(5,257)	-	(42,221)
As at 31 December 2024	-	58,224	134,983	42,091	-	235,298
<b>Net book value</b>						
As at 31 December 2023	16,771	77,529	35,486	8,355	31,523	169,664
As at 31 December 2024	16,771	71,286	158,301	13,545	-	259,903

As at 31 December 2024, certain building, equipment and vehicle items of the Group have been fully depreciated but are still in use. The gross carrying amount (before deducting accumulated depreciation) of those assets amounted to Baht 152 million (2023: Baht 172 million) (the Company only: Baht 137 million (2023: Baht 146 million)).

## 17. Leases

The Group has entered into operating leases for use in its operation. The lease terms are between 3 to 5 years with extension options.

### 17.1 Right-of-use assets

Movement of right-of-use assets account for the years ended 31 December 2024 and 2023 are as follows.

(Unit: Thousand Baht)

	Consolidated financial statements			Separate financial statements		
	Buildings	Vehicles	Total	Buildings	Vehicles	Total
As at 1 January 2023	36,088	8,630	44,718	28,632	7,185	35,817
Additions	13,419	5,218	18,637	10,614	3,033	13,647
Depreciation for the year	(34,678)	(4,136)	(38,814)	(26,755)	(3,405)	(30,160)
As at 31 December 2023	14,829	9,712	24,541	12,491	6,813	19,304
Additions	706,397	12,439	718,836	433,166	10,919	444,085
Decrease from lease cancellation	(1,234)	-	(1,234)	(1,234)	-	(1,234)
Depreciation for the year	(82,402)	(4,956)	(87,358)	(52,741)	(3,949)	(56,690)
As at 31 December 2024	637,590	17,195	654,785	391,682	13,783	405,465



## 17.2 Lease liabilities

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2024	2023	2024	2023
Lease payments	812,562	26,407	515,809	20,677
Less: Deferred interest expenses	(122,328)	(1,003)	(87,068)	(719)
Total	690,234	25,404	428,741	19,958
Less: Portion due within one year	(59,940)	(16,245)	(37,209)	(12,973)
Lease liabilities - portion due over one year	630,294	9,159	391,532	6,985

Movement of the lease liabilities account for the years ended 31 December 2024 and 2023 are summarised below.

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2024	2023	2024	2023
Beginning balances	25,404	46,074	19,958	36,804
Additions	718,836	18,637	444,085	13,647
Decrease from lease cancellation	(1,234)	-	(1,234)	-
Accretion of interest	25,072	1,410	17,613	1,048
Lease payments	(77,844)	(40,717)	(51,681)	(31,541)
Ending balances	690,234	25,404	428,741	19,958

A maturity analysis of lease payments is disclosed in Note 34.2 to financial statements under the liquidity risk.

## 17.3 Expenses relating to leases that are recognised in profit or loss for the years ended 31 December 2024 and 2023

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2024	2023	2024	2023
Depreciation of right-of-use assets	87,358	38,814	56,690	30,160
Interest expense on lease liabilities	25,072	1,410	17,613	1,048
Expenses relating to short-term leases	2,043	1,972	1,756	1,746

The Group had total cash outflows for leases for the year ended 31 December 2024 of Baht 80 million (2023: Baht 43 million) (the Company only: Baht 53 million (2023: Baht 33 million)), including the cash outflow related to short-term lease.

**18. Intangible assets**

18.1 The net book value of intangible assets, computer software as at 31 December 2024 and 2023 are as follows.

(Unit: Thousand Baht)

	Consolidated financial statements			Separate financial statements		
	Computer software			Computer software		
	software	progress	Total	software	progress	Total
As at 31 December 2023						
Cost	66,712	671	67,383	53,662	671	54,333
Less: Accumulated amortisation	(47,213)	-	(47,213)	(37,136)	-	(37,136)
Net book value	19,499	671	20,170	16,526	671	17,197
As at 31 December 2024						
Cost	71,708	-	71,708	58,110	-	58,110
Less: Accumulated amortisation	(49,561)	-	(49,561)	(39,547)	-	(39,547)
Net book value	22,147	-	22,147	18,563	-	18,563

18.2 A reconciliation of the net book value of intangible assets for the years ended 31 December 2024 and 2023 is as follows.

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2024	2023	2024	2023
Net book value at beginning of year	20,170	15,869	17,197	14,672
Acquisitions	5,166	7,258	3,971	4,998
Amortisation	(3,189)	(2,957)	(2,605)	(2,473)
Net book value at end of year	22,147	20,170	18,563	17,197

**19. Short-term loans from banks and other short-term loans**

As at 31 December 2024, short-term loans from banks of the Group amounting to Baht 400 million (the Company only: Baht 400 million) were clean loans (2023: short-term loans from banks of the Group amounting to Baht 1,990 million (the Company only: Baht 1,790 million) were clean loans, while other loans were secured by the assignment of collection rights over hire purchase receivables of the Company, as discussed in Note 9.4 to financial statements).

The Company's other short-term loans are clean loans in form of bills of exchange.

## 20. Long-term loans from banks

(Unit: Thousand Baht)

Movement	Consolidated financial statements		Separate financial statements	
	2024	2023	2024	2023
Beginning balances	30,515,272	28,941,370	26,045,272	24,971,370
Increase during the year	13,077,500	8,100,000	10,077,500	7,100,000
Decrease during the year	(14,703,000)	(6,450,000)	(11,903,000)	(5,950,000)
Unrealised gain on exchange rate	(449,822)	(76,098)	(449,822)	(76,098)
Ending balances	28,439,950	30,515,272	23,769,950	26,045,272
Less: Deferred financing fees	(19,024)	(12,665)	(19,024)	(12,665)
Long-term loans - net	28,420,926	30,502,607	23,750,926	26,032,607
Less: Portion due within one year	(12,336,444)	(15,148,107)	(10,666,444)	(12,348,107)
Long-term loans - portion due over one year	16,084,482	15,354,500	13,084,482	13,684,500

(Unit: Thousand Baht)

Due for repayment	Consolidated financial statements		Separate financial statements	
	2024	2023	2024	2023
Within 2024	-	15,148,760	-	12,348,760
Within 2025	12,337,532	12,366,512	10,667,532	10,696,512
Within 2026	7,881,418	3,000,000	6,881,418	3,000,000
Within 2027	5,221,000	-	5,221,000	-
Within 2028	3,000,000	-	1,000,000	-
Total	28,439,950	30,515,272	23,769,950	26,045,272

Interest rates on the Group's long-term loans from banks are fixed and floating rates.

As at 31 December 2024, the Group entered into interest rate swap contracts to hedge against interest rate risks associated with the long-term loans of Baht 2,000 million (2023: Baht 1,500 million).

As at 31 December 2024, the Group entered into cross-currency interest rate swap contracts to hedge against foreign exchange rate and interest rate risks associated with syndicated loans of US dollar 205 million (2023: US dollar 220 million).

The long-term loans are partially secured by the assignment of collection rights over hire purchase receivables of the Company, as discussed in Note 9.4 to financial statements. The loan agreements contain certain covenants and restrictions, pertaining to matters such as maintenance of the shareholding of the shareholders, debts to equity ratio and interest coverage ratio.

## 21. Long-term debentures

The Company's long-term debentures which are unsecured, issued with a registered certificate and unsubordinated are summarised below.

(Unit: Thousand Baht)						
Year of issuance	Interest rate (% p.a.)		Terms (years)		Consolidated/Separate financial statements	
	2024	2023	2024	2023	2024	2023
2021	-	2.85 - 2.90	-	3	-	4,200,000
2022	3.20 - 4.00	2.42 - 4.00	2 - 5	2 - 5	2,000,000	7,495,000
2023	2.88 - 4.10	2.88 - 4.10	2 - 4	2 - 4	15,420,000	15,420,000
2024	3.21 - 4.00	-	2 - 5	-	9,072,100	-
Total long-term debentures, at face value					26,492,100	27,115,000
Less: Unamortised costs relating to the issuance of the debentures					(494,965)	(573,183)
Long-term debentures - net					25,997,135	26,541,817
Less: Long-term debentures - portion due within one year					(10,874,571)	(9,663,303)
Long-term debentures - portion due over one year					15,122,564	16,878,514

Movements of the long-term debentures during the years ended 31 December 2024 and 2023 are summarised below:

(Unit: Thousand Baht)		
	Consolidated/Separate financial statements	
	2024	2024
Beginning balance	27,115,000	16,464,500
Increase during the year	9,072,100	15,420,000
Decrease during the year	(9,695,000)	(4,769,500)
Ending balance	26,492,100	27,115,000

In accordance with the rights and obligations of the debenture issuer, the Company has to comply with certain covenants and restrictions including maintenance of a debt to equity ratio in the consolidated financial statements at the end of each fiscal year throughout the term of the debentures, and restrictions on dividend payment.

## 22. Provision for long-term employee benefits

22.1 Provision for long-term employee benefits, which is compensations on employees' retirement and long service awards, was as follows.

(Unit: Thousand Baht)

Consolidated financial statements			
	Provision for retirement benefits	Provision for other long-term benefits	Total
Balance as at 1 January 2023	177,156	9,730	186,886
Included in profit or loss:			
Past service cost	-	430	430
Current service cost	14,438	1,118	15,556
Interest cost	3,745	205	3,950
Included in other comprehensive income:			
Actuarial (gain) loss arising from			
Demographic assumption changes	-	-	-
Financial assumption changes	(4,066)	-	(4,066)
Experience adjustments	4,397	-	4,397
Total	331	-	331
Benefit paid during the year	(10,963)	(833)	(11,796)
Balance as at 31 December 2023	184,707	10,650	195,357
Included in profit or loss:			
Past service cost	-	-	-
Current service cost	13,550	1,300	14,850
Interest cost	3,663	1,060	4,723
Included in other comprehensive income:			
Actuarial loss arising from			
Demographic assumption changes	1,626	-	1,626
Financial assumption changes	4,583	-	4,583
Experience adjustments	-	-	-
Total	6,209	-	6,209
Benefit paid during the year	(19,013)	(787)	(19,800)
Balance as at 31 December 2024	189,116	12,223	201,339

(Unit: Thousand Baht)

	Separate financial statements		
	Provision for retirement benefits	Provision for other long-term benefits	Total
Balance as at 1 January 2023	143,450	7,499	150,949
Included in profit or loss:			
Past service cost	-	396	396
Current service cost	11,061	818	11,879
Interest cost	3,003	158	3,161
Included in other comprehensive income:			
Actuarial (gain) loss arising from			
Demographic assumption changes	-	-	-
Financial assumption changes	(2,965)	-	(2,965)
Experience adjustments	630	-	630
Total	(2,335)	-	(2,335)
Benefit paid during the year	(9,345)	(670)	(10,015)
Balance as at 31 December 2023	145,834	8,201	154,035
Included in profit or loss:			
Past service cost	-	-	-
Current service cost	9,952	959	10,911
Interest cost	2,827	798	3,625
Included in other comprehensive income:			
Actuarial loss arising from			
Demographic assumption changes	1,124	-	1,124
Financial assumption changes	3,216	-	3,216
Experience adjustments	-	-	-
Total	4,340	-	4,340
Benefit paid during the year	(11,721)	(590)	(12,311)
Balance as at 31 December 2024	151,232	9,368	160,600

22.2 As at 31 December 2024, the Group expects to pay Baht 37 million of long-term employee benefits during the next year (2023: Baht 44 million) (the Company only: Baht 30 million (2023: Baht 37 million)).

22.3 As at 31 December 2024 and 2023, the weighted average duration of the liabilities for long-term employee benefit is 5 years.

22.4 Principal actuarial assumptions at the valuation date were as follows.

	Consolidated/Separate financial statements	
	2024	2023
	(% per annum)	(% per annum)
Discount rate	2.60	2.60
Salary increase rate	5.00	5.00
Staff turnover rate (depending on age)	2.00 - 16.00	2.00 - 16.00
Gold price inflation rate	5.00	5.00

22.5 The result of sensitivity analysis for significant assumptions that affect the increase (decrease) in the present value of the long-term employee benefit obligation as at 31 December 2024 and 2023 are summarised below.

(Unit: Thousand Baht)

	Provision for retirement benefits			
	Consolidated financial statements		Separate financial statements	
	2024	2023	2024	2023
Discount rate				
Increase by 1%	(8,008)	(9,266)	(5,642)	(6,772)
Decrease by 1%	9,165	10,600	6,432	7,720
Salary increase rate				
Increase by 1%	8,851	10,237	6,212	7,456
Decrease by 1%	(7,907)	(9,149)	(5,571)	(6,686)
Staff turnover rate				
Increase by 10% of base in each age	(2,830)	(3,267)	(1,960)	(2,352)
Decrease by 10% of base in each age	2,994	3,456	2,069	2,483

(Unit: Thousand Baht)

	Provision for other long-term benefits			
	Consolidated financial statements		Separate financial statements	
	2024	2023	2024	2023
Discount rate				
Increase by 1%	(902)	(832)	(678)	(627)
Decrease by 1%	1,031	950	773	715
Staff turnover rate				
Increase by 10% of base in each age	(475)	(438)	(354)	(327)
Decrease by 10% of base in each age	510	470	378	350

**23. Financial guarantee contracts**

The Group entered into financial guarantee contracts in order to guarantee loans of a company, which committed the Group to make payments on the company's behalf in the event of default on loan payments.

As at 31 December 2024, the Group had the outstanding exposure of financial guarantee contracts being not recognised in the financial statements amounting to Baht 42 million (2023: None).

**24. 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 percent of their net profit after deducting accumulated deficit brought forward (if any), until the reserve reaches 10 percent of the registered capital. The statutory reserve is not available for dividend distribution. At present, the statutory reserve has fully been set aside.

**25. Expected credit losses and impairment loss on assets foreclosed**

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2024	2023	2024	2023
Expected credit losses				
Loan receivables	1,148,794	1,190,233	743,420	754,756
Other receivables	10,519	18,835	7,383	12,152
Impairment loss on assets foreclosed	1,331,071	570,172	1,294,481	548,606
Others	-	(193)	-	(193)
Total	<u>2,490,384</u>	<u>1,779,047</u>	<u>2,045,284</u>	<u>1,315,321</u>

**26. Finance cost**

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2024	2023	2024	2023
Interest expenses on borrowings	2,421,596	2,272,628	2,258,430	2,130,393
Interest expenses on lease liabilities	25,072	1,410	17,613	1,048
Interest received from derivatives defined as instruments used for cash flow hedges	(233,266)	(364,532)	(233,266)	(364,532)
Total	<u>2,213,402</u>	<u>1,909,506</u>	<u>2,042,777</u>	<u>1,766,909</u>



## 27. Expenses by nature

Significant expenses by nature are as follows.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2024	2023	2024	2023
Salary, wages and other employee benefits	751,658	839,938	549,573	627,747
Depreciation and amortisation	177,342	88,233	93,829	57,577
Legal expenses	112,642	85,221	90,364	65,403

## 28. Income tax expenses

### 28.1 Income tax expenses for the years ended 31 December 2024 and 2023

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2024	2023	2024	2023
Current income tax				
Current income tax charge	393,564	445,990	268,278	328,380
Deferred tax				
Relating to origination and reversal of temporary differences	(307,113)	(135,918)	(235,015)	(91,559)
Income tax expenses reported in profit or loss	86,451	310,072	33,263	236,821

### 28.2 The amounts of income tax relating to each component of other comprehensive income for the years ended 31 December 2024 and 2023

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2024	2023	2024	2023
Deferred tax on				
Gain (loss) on changes in value of equity instruments at FVOCI	57	(10)	66	-
Actuarial gain (loss)	(1,242)	(66)	(869)	467
Gain (loss) on cash flow hedges	24,864	(37,636)	24,864	(37,636)
Net change in cost of hedging	(36,989)	23,733	(36,989)	23,733
Total	(13,310)	(13,979)	(12,928)	(13,436)

## 28.3 A reconciliation between accounting profit and income tax expenses

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2024	2023	2024	2023
Accounting profit before tax	418,249	1,528,841	365,060	1,455,590
Applicable tax rate	20%	20%	20%	20%
Accounting profit before tax multiplied by applicable tax rate	83,650	305,768	73,012	291,118
Share of gain from investments in subsidiaries	-	-	(39,613)	(58,453)
Effects of:				
Additional expense deductions allowed	(610)	(648)	(532)	(572)
Non-deductible expenses and others	3,411	4,952	396	4,728
Total	2,801	4,304	(136)	4,156
Income tax expenses reported in profit or loss	86,451	310,072	33,263	236,821

## 28.4 The components of deferred tax assets and liabilities

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2024	2023	2024	2023
Deferred tax assets				
Allowance for expected credit losses	543,992	444,070	433,717	331,792
Allowance for impairment in value of assets foreclosed	178,866	88,443	175,381	86,493
Provision for long-term employee benefits	40,268	39,038	32,120	30,807
Accrued penalty income	31,368	20,850	27,081	17,080
Write-offs of debts	354,062	289,052	167,092	169,597
Derivatives	7,995	-	7,995	-
Others	11,752	10,995	6,422	6,009
Total	1,168,303	892,448	849,808	641,778
Deferred tax liabilities				
Revenue recognition under finance leases	(55,968)	(60,649)	-	-
Deferred commission to dealers	(86,663)	(106,001)	(86,663)	(106,001)
Unrealised gain from revaluation of equity investments	(924)	(1,121)	(924)	(1,121)
Deferred discounts	(99,098)	(114,498)	(99,098)	(114,498)
Derivatives	-	(4,130)	-	(4,130)
Others	(9,071)	(9,893)	(9,045)	(9,893)
Total	(251,724)	(296,292)	(195,730)	(235,643)
Deferred tax assets - net	916,579	596,156	654,078	406,135

28.5 The reconciliation of deferred tax assets and deferred tax liabilities for the years ended  
31 December 2024 and 2023

	Consolidated		(Unit: Thousand Baht)	
	financial statements		Separate	
	2024	2023	2024	2023
Beginning balance	596,156	446,259	406,135	301,140
Deferred tax income recognised in profit or loss	307,113	135,918	235,015	91,559
Deferred tax income recognised in other comprehensive income	13,310	13,979	12,928	13,436
Ending balance	916,579	596,156	654,078	406,135

**Effect from international tax reform - Pillar Two model rules**

The Group is within the scope of the Pillar Two model rules published by the Organisation for Economic Co-operation and Development (OECD). Accordingly, the Group has applied the mandatory exception requiring that entities shall neither recognise nor disclose information about deferred tax assets and liabilities related to Pillar Two income taxes.

The Group operates in country where Pillar Two legislation has been enacted and will be effective for fiscal years beginning on or after 1 January 2025. The management of the Group has determined that the Group is not subject to Pillar Two “top-up” taxes since its effective tax rate is well above 15% in the jurisdiction in which it operates.

**29. Earnings per share**

Basic earnings per share is calculated by dividing profit for the year (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the year.

**30. Segment information**

For management purposes, the Group is organised into business units based on its services and has 4 reportable operating segments as follows.

- 1) The hire purchase segment provides auto and machine hire purchase services, for consumers and commercial customers.
- 2) The leasing segment principally provides auto and machine leasing services for commercial customers.
- 3) The loan segment principally provides lending services to hire purchase customers, entrepreneur and automotive dealers.
- 4) The insurance broker segment provides insurance broker service, principally for to the Group’s hire purchase and finance lease customers.

Segment results, segment assets and segment liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

Segment assets consist principally of loan receivables. Segment liabilities consist principally of interest-bearing loans and borrowings.

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 following tables present revenues and profit for the years ended 31 December 2024 and 2023, and total assets and total liabilities information regarding the Group's operating segments.

(Unit: Thousand Baht)						
For the year ended 31 December 2024	Hire purchase	Leasing	Loan	Insurance broker	Items not allocated	Consolidated
Interest income from loan receivables	4,849,901	88,409	809,454	-	-	5,747,764
Service income	51,672	738	9,824	348,506	76,021	486,761
Other income	150,407	643	531	5,142	16,874	173,597
Employee expenses	(633,680)	(16,599)	(66,173)	(26,811)	(8,396)	(751,659)
Operating expenses	(38,037)	(2,553)	(28,698)	(17,201)	(270,598)	(357,087)
Segment profit	4,380,263	70,638	724,938	309,636	(186,099)	5,299,376
Depreciation and amortisation						(177,342)
Expected credit losses and impairment loss on assets foreclosed						(2,490,384)
Finance cost						(2,213,402)
Income tax expenses						(86,451)
Profit for the year						<u>331,797</u>
Segment total assets						
As at 31 December 2024	<u>61,990,439</u>	<u>1,182,405</u>	<u>5,759,431</u>	<u>283,366</u>	<u>3,471,863</u>	<u>72,687,504</u>
Segment total liabilities						
As at 31 December 2024	<u>54,695,098</u>	<u>454,604</u>	<u>5,271,655</u>	<u>215,068</u>	<u>1,726,247</u>	<u>62,362,672</u>

(Unit: Thousand Baht)

	Hire				Insurance	Items not	
For the year ended 31 December 2023	purchase	Leasing	Loan	Factoring	broker	allocated	Consolidated
Interest income from loan receivables	4,813,162	85,694	758,762	90	-	-	5,657,708
Service income	41,471	756	9,503	28	605,476	382	657,616
Other income	119,620	512	344	-	2,636	60,273	183,385
Employee expenses	(721,737)	(18,404)	(73,443)	-	(26,290)	(64)	(839,938)
Operating expenses	(51,233)	(2,530)	(27,523)	(11)	(18,763)	(253,084)	(353,144)
Segment profit	4,201,283	66,028	667,643	107	563,059	(192,493)	5,305,627
Depreciation and amortisation							(88,233)
Expected credit losses and impairment							
loss on assets foreclosed							(1,779,047)
Finance cost							(1,909,506)
Income tax expenses							(310,072)
Profit for the year							<u>1,218,769</u>
Segment total assets							
As at 31 December 2023	<u>68,138,544</u>	<u>1,332,241</u>	<u>5,994,927</u>	<u>-</u>	<u>320,926</u>	<u>1,742,283</u>	<u>77,528,921</u>
Segment total liabilities							
As at 31 December 2023	<u>59,785,276</u>	<u>476,994</u>	<u>5,213,042</u>	<u>390</u>	<u>191,803</u>	<u>1,202,868</u>	<u>66,870,373</u>

The Group is operated in Thailand only. As a result, all of the revenues and assets as reflected in these financial statements pertain to the aforementioned geographical reportable.

For the years ended 31 December 2024 and 2023, the Group has no major customer with revenue of 10 percent or more of the Group's revenues.

### 31. Provident fund

The Group and its employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. Both employees and the Group contributed to the fund monthly at the rate of 5 percent of basic salary. The fund, which is managed by CIMB-Principal Asset Management Limited, will be paid to employees upon termination in accordance with the fund rules. The contributions for the year 2024 amounting to approximately Baht 17 million were recognised as expenses (2023: Baht 16 million) (the Company only: Baht 13 million (2023: Baht 12 million)).

**32. Dividend paid**

Dividends	Approved by	Dividend per share (Baht)	Total dividends (Thousand Baht)
Dividends for 2024			
Dividends for 2023	Annual General Meeting of the shareholders on 11 April 2024	1.16	<u>612,275</u>
Dividends for 2023			
Dividends for 2022	Annual General Meeting of the shareholders on 11 April 2023	1.44	<u>758,823</u>

**33. Commitments**

As at 31 December 2024, the Group had capital commitments of Baht 109 million relating to the purchases of equipment (2023: Baht 171 million relating to the purchases of equipment and computer software, and office decoration) (the Company only: Baht 1 million (2023: Baht 86 million)).

**34. Financial instruments****34.1 Derivatives and hedge accounting**

	(Unit: Thousand Baht)	
	Consolidated/Separate financial statements	
	2024	2023
<b>Derivative assets</b>		
Cross-currency interest rate swap contracts	129,241	582,376
Interest rate swap contracts	-	6,147
<b>Derivative liabilities</b>		
Cross-currency interest rate swap contracts	48,361	-
Interest rate swap contracts	2,805	-

**Derivatives designated as hedging instruments****Cash flow hedges****Foreign currency risk and interest rate risk**

The Group uses hedging instruments to hedge cash flows as follows:

- Interest rate swaps as hedging instruments to hedge cash flows on variable rate loans. The Group receives a variable rate THOR of interest and pays interest at a fixed-rate. These are defined as a hedge of interest rate risk.
- Cross-currency interest rate swaps as hedging instruments to hedge cash flows on variable rate loans in foreign currency. These are defined as a combined hedge of currency risk and interest rate risk.

There is an economic relationship between the hedged items and the hedging instruments as the terms of the interest rate swap and cross-currency interest rate swap contracts match those of the conditions of loans (i.e., notional amount, maturity and expected payment date). To test the hedge effectiveness, the Group uses the hypothetical derivative method and compares the changes in the fair value of the hedging instruments against the changes in fair value of the hedged items attributable to the hedged risks.

Details of derivatives held by the Group as hedging instruments as at 31 December 2024 and 2023 classified based on the maturity date are as follows.

	Less than 1 year		1 - 5 years		Total	
	2024	2023	2024	2023	2024	2023
Interest rate swap contracts						
Notional amount (Thousand Baht)	-	500,000	2,000,000	1,000,000	2,000,000	1,500,000
Average fixed rate (%)	-	2.23	3.15 - 3.29	3.15	3.15 - 3.29	2.23 - 3.15
Cross-currency interest rate swap contracts						
Notional amount (Thousand Baht)	4,004,400	2,993,000	2,877,500	4,004,400	6,881,900	6,997,400
Average fixed rate (%)	2.62	2.31	3.11 - 3.76	2.62	2.62 - 3.76	2.31 - 2.62
Average exchange rate (Baht/US dollar)	33.37	29.93	32.44 - 35.65	33.37	32.44 - 35.65	29.93 - 33.37

## 34.2 Financial risk management objectives and policies

The Group's financial instruments principally comprise cash and cash equivalents, loan receivables, investments, short-term loan, long-term loans and debentures. 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 loan receivables. The Group manages the risk by adopting appropriate credit control policies and procedures. In addition, it does not have high concentrations of credit risk since it has a large customer base diversified across many industries.

The maximum exposure to credit risk for financial assets recognised on the statements of financial position is equal to their gross carrying value before allowance for expected credit losses. For financial guarantee contracts, the maximum exposure to credit risk is the maximum amount that the Group would have to pay if the guarantees are called. For undrawn credit limits that are irrevocable over the life of the respective facilities, the maximum exposure to credit risk is the full amount of the committed facilities. The maximum exposure is the gross value before both the effect of mitigation through use of collateral arrangements and other credit enhancements.

All loan receivables are categorised into 'not yet due or past due not over 30 days', 'past due 31 - 90 days' and 'past due over 90 days'.

Distribution of loan receivables by credit quality as at 31 December 2024 and 2023

(Unit: Million Baht)

	Consolidated financial statements		
	2024		
	12-month	Lifetime	Lifetime
	expected credit losses	expected credit losses - not credit impaired	expected credit losses - credit impaired
			Total
Not yet due or past due not over 30 days	55,884	177	-
Past due 31 - 90 days	-	7,964	-
Past due over 90 days	-	-	4,797
Gross carrying amount	55,884	8,141	4,797
Less: Allowance for expected credit losses	(562)	(873)	(1,267)
Net carrying amount	55,322	7,268	3,530

(Unit: Million Baht)

	Consolidated financial statements		
	2023		
	12-month	Lifetime	Lifetime
	expected credit losses	expected credit losses - not credit impaired	expected credit losses - credit impaired
			Total
Not yet due or past due not over 30 days	65,023	181	-
Past due 31 - 90 days	-	6,514	-
Past due over 90 days	-	-	3,539
Gross carrying amount	65,023	6,695	3,539
Less: Allowance for expected credit losses	(526)	(767)	(912)
Net carrying amount	64,497	5,928	2,627



(Unit: Million Baht)

	Separate financial statements			
	2024			
	12-month expected credit losses	Lifetime expected credit losses - not credit impaired	Lifetime expected credit losses - credit impaired	Total
Not yet due or past due not over 30 days	44,795	3,527	-	48,322
Past due 31 - 90 days	-	7,612	-	7,612
Past due over 90 days	-	-	4,168	4,168
Gross carrying amount	44,795	11,139	4,168	60,102
Less: Allowance for expected credit losses	(441)	(784)	(930)	(2,155)
Net carrying amount	44,354	10,355	3,238	57,947

(Unit: Million Baht)

	Separate financial statements			
	2023			
	12-month expected credit losses	Lifetime expected credit losses - not credit impaired	Lifetime expected credit losses - credit impaired	Total
Not yet due or past due not over 30 days	52,701	4,356	-	57,057
Past due 31 - 90 days	-	6,146	-	6,146
Past due over 90 days	-	-	2,876	2,876
Gross carrying amount	52,701	10,502	2,876	66,079
Less: Allowance for expected credit losses	(411)	(672)	(566)	(1,649)
Net carrying amount	52,290	9,830	2,310	64,430

Explanations of the 12-month expected credit losses, lifetime expected credit losses - not credit impaired, and lifetime expected credit losses - credit impaired are included in Notes 4.13 to the financial statements under Impairment of financial assets.

#### Market risk

Market risk is the risk that changes in interest rates, foreign exchange rates and securities prices may have an effect on the financial positions of the Group.

**Foreign currency risk**

The Group's exposure to the foreign currency risk relates primarily to borrowings that are denominated in foreign currencies. The Group seeks to reduce this risk by entering into cross-currency interest swap contracts.

As at 31 December 2024 and 2023, the balances of financial liabilities denominated in foreign currencies are summarised below.

Currency	Financial liabilities		Average exchange rate	
	2024	2023	2024	2023
	(Million)	(Million)	(Baht per 1 foreign currency unit)	(Baht per 1 foreign currency unit)
US dollar	205	220	34.15	34.39

When a derivative is entered into for the purpose of being a hedge, the Group negotiates the terms of the derivative to match the terms of the hedged exposure. For hedges of forecast transactions, the derivative covers the period of exposure from the point the cash flows of the transactions are forecasted up to the point of settlement of the resulting payable that is denominated in the foreign currency.

**Interest rate risk**

The Group's exposure to interest rate risk relates primarily to its cash at banks, loans to customers, bank overdrafts, loans and debentures.

The Group manages interest rate risk by appropriate structuring of its proportionate holdings in assets and liabilities that have the different interest rate repricing periods that is in line with the market rate, in order to achieve an appropriate return within an acceptable risk level. To manage this, the Group enters into interest rate swaps and cross-currency interest swaps, in which it agrees to exchange, at specified intervals, between variable and fixed rate interest amounts calculated by reference to an agreed-upon notional principal amount.

As at 31 December 2024 and 2023, 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					
	2024					
	Fixed interest rates			Floating interest rate	Non-interest bearing	Total
	Within 1 year	1 - 5 years	More than 5 years			
<b>Financial assets</b>						
Cash and cash equivalents	-	-	-	648	328	976
Bank deposits with restrictions	-	-	-	-	65	65
Hire purchase receivables	20,740	40,253	662	-	-	61,655
Financial lease receivables	528	671	-	-	-	1,199
Loan receivables	2,199	3,513	19	156	-	5,887
Derivative assets	-	-	-	129	-	129
Other financial assets	-	-	-	-	15	15
	<u>23,467</u>	<u>44,437</u>	<u>681</u>	<u>934</u>	<u>408</u>	<u>69,927</u>

(Unit: Million Baht)

Consolidated financial statements

	2024					
	Fixed interest rates			Floating	Non-interest	Total
	Within 1 year	1 - 5 years	More than 5 years	interest rate	bearing	
<b>Financial liabilities</b>						
Short-term loans from banks	400	-	-	-	-	400
Other short-term loans	4,746	-	-	-	-	4,746
Long-term loans from banks	6,362	13,207	-	8,852	-	28,421
Debentures	10,874	15,123	-	-	-	25,997
Derivative liabilities	-	-	-	51	-	51
Deposits relating to collateral of customers	-	-	-	-	735	735
	<u>22,382</u>	<u>28,330</u>	<u>-</u>	<u>8,903</u>	<u>735</u>	<u>60,350</u>

(Unit: Million Baht)

Consolidated financial statements

	2023					
	Fixed interest rates			Floating	Non-interest	Total
	Within 1 year	1 - 5 years	More than 5 years	interest rate	bearing	
<b>Financial assets</b>						
Cash and cash equivalents	-	-	-	59	492	551
Bank deposits with restrictions	-	-	-	-	115	115
Hire purchase receivables	20,581	45,652	1,483	-	-	67,716
Financial lease receivables	536	789	-	-	-	1,325
Loan receivables	2,265	3,672	39	165	-	6,141
Derivative assets	-	-	-	588	-	588
Other financial assets	-	-	-	-	16	16
	<u>23,382</u>	<u>50,113</u>	<u>1,522</u>	<u>812</u>	<u>623</u>	<u>76,452</u>
<b>Financial liabilities</b>						
Short-term loans from banks	1,600	-	-	1,190	-	2,790
Other short-term loans	4,330	-	-	-	-	4,330
Long-term loans from banks	7,800	9,266	-	13,437	-	30,503
Debentures	9,663	16,879	-	-	-	26,542
Deposits relating to collateral of customers	-	-	-	-	944	944
	<u>23,393</u>	<u>26,145</u>	<u>-</u>	<u>14,627</u>	<u>944</u>	<u>65,109</u>

(Unit: Million Baht)

Separate financial statements						
2024						
Fixed interest rates						
	Within 1 year	1 - 5 years	More than 5 years	Floating interest rate	Non-interest bearing	Total
<b>Financial assets</b>						
Cash and cash equivalents	-	-	-	622	254	876
Hire purchase receivables	16,768	35,378	661	-	-	52,807
Loan receivables	1,203	2,524	4	157	-	3,888
Loans to a related party	-	2,000	-	1,350	-	3,350
Derivative assets	-	-	-	129	-	129
Other financial assets	-	-	-	-	15	15
	<u>17,971</u>	<u>39,902</u>	<u>665</u>	<u>2,258</u>	<u>269</u>	<u>61,065</u>
<b>Financial liabilities</b>						
Short-term loans from banks	400	-	-	-	-	400
Other short-term loans	4,746	-	-	-	-	4,746
Long-term loans from banks	5,062	10,207	-	8,482	-	23,751
Debentures	10,875	15,122	-	-	-	25,997
Derivative liabilities	-	-	-	51	-	51
	<u>21,083</u>	<u>25,329</u>	<u>-</u>	<u>8,533</u>	<u>-</u>	<u>54,945</u>

(Unit: Million Baht)

Separate financial statements						
2023						
Fixed interest rates						
	Within 1 year	1 - 5 years	More than 5 years	Floating interest rate	Non-interest bearing	Total
<b>Financial assets</b>						
Cash and cash equivalents	-	-	-	1	375	376
Hire purchase receivables	16,592	40,385	1,475	-	-	58,452
Loan receivables	983	2,264	1	165	-	3,413
Loans to a related party	3,000	-	-	1,175	-	4,175
Derivative assets	-	-	-	588	-	588
Other financial assets	-	-	-	-	15	15
	<u>20,575</u>	<u>42,649</u>	<u>1,476</u>	<u>1,929</u>	<u>390</u>	<u>67,019</u>
<b>Financial liabilities</b>						
Short-term loans from banks	1,600	-	-	990	-	2,590
Other short-term loans	4,330	-	-	-	-	4,330
Long-term loans from banks	5,000	7,966	-	13,067	-	26,033
Debentures	9,663	16,879	-	-	-	26,542
	<u>20,593</u>	<u>24,845</u>	<u>-</u>	<u>14,057</u>	<u>-</u>	<u>59,495</u>

## Liquidity risk

Liquidity risk arises in the general funding of the Group's activities and in the management of positions. It includes both the risk of being unable to source assets with appropriate maturities and costs and the risk of being unable to liquidate assets at a reasonable price and in an appropriate time frame.

The Group has access to a diverse funding base, with funds being raised using a broad range of instruments including capital and loans. This enhances funding flexibility, limits dependence on any one source of funds and generally lowers the costs of funds. The Group strives to maintain a balance between continuity of funding and flexibility through the use of liabilities with a range of maturities. The Group continually assesses liquidity risk by identifying and monitoring changes in funding required to meet business goals and targets set in terms of the Group's overall strategy.

In addition, the Group holds a portfolio of liquid assets as part of its liquidity risk management strategy.

As at 31 December 2024, the credit facilities of the Group which have not yet been drawn down amounted to Baht 14,311 million (2023: Baht 11,462 million).

The table below summarises the maturity profile of the Group's non-derivative financial liabilities and derivative financial instruments as at 31 December 2024 and 2023 based on contractual undiscounted cash outflows (inflows).

(Unit: Million Baht)

	Consolidated financial statements				
	2024				
	On demand	Less than 1 year	1 - 5 years	More than 5 years	Carrying amount
<b>Non-derivatives</b>					
Short-term loans from banks	-	400	-	-	400
Other short-term loans	-	4,770	-	-	4,770
Long-term loans from banks	-	13,223	17,021	-	30,244
Debentures	-	11,415	16,170	-	27,585
Deposits relating to collateral of customers	4	157	573	1	735
Lease liabilities	-	83	346	383	812
<b>Total non-derivatives</b>	<b>4</b>	<b>30,048</b>	<b>34,110</b>	<b>384</b>	<b>64,546</b>
<b>Derivatives</b>					
Derivative assets	-	(135)	(116)	-	(251)
Derivative liabilities	-	46	34	-	80
<b>Total derivatives</b>	<b>-</b>	<b>(89)</b>	<b>(82)</b>	<b>-</b>	<b>(171)</b>

(Unit: Million Baht)

	Consolidated financial statements					
	2023					
	On demand	Less than 1 year	1 - 5 years	More than 5 years	Total	Carrying amount
<b>Non-derivatives</b>						
Short-term loans from banks	1,190	1,603	-	-	2,793	2,790
Other short-term loans	-	4,360	-	-	4,360	4,330
Long-term loans from banks	-	16,150	15,794	-	31,944	30,503
Debentures	-	10,163	18,050	-	28,213	26,542
Deposits relating to collateral of customers	8	230	706	-	944	944
Lease liabilities	-	17	9	-	26	25
<b>Total non-derivatives</b>	<b>1,198</b>	<b>32,523</b>	<b>34,559</b>	<b>-</b>	<b>68,280</b>	<b>65,134</b>
<b>Derivatives</b>						
Derivative assets	-	(619)	(168)	-	(787)	588
<b>Total derivatives</b>	<b>-</b>	<b>(619)</b>	<b>(168)</b>	<b>-</b>	<b>(787)</b>	<b>588</b>

(Unit: Million Baht)

	Separate financial statements					
	2024					
	On demand	Less than 1 year	1 - 5 years	More than 5 years	Total	Carrying amount
Non-derivatives						
Short-term loans from banks	-	400	-	-	400	400
Other short-term loans	-	4,770	-	-	4,770	4,746
Long-term loans from banks	-	11,418	13,798	-	25,216	23,751
Debentures	-	11,415	16,170	-	27,585	25,997
Lease liabilities	-	54	220	242	516	429
Total non-derivatives	-	28,057	30,188	242	58,487	55,323
Derivatives						
Derivative assets	-	(135)	(116)	-	(251)	129
Derivative liabilities	-	46	34	-	80	51
Total derivatives	-	(89)	(82)	-	(171)	180

Separate financial statements					
2023					
	On demand	Less than 1 year	1 - 5 years	More than 5 years	Carrying amount
<b>Non-derivatives</b>					
Short-term loans from banks	990	1,603	-	-	2,593
Other short-term loans	-	4,360	-	-	4,360
Long-term loans from banks	-	13,218	14,100	-	27,318
Debentures	-	10,163	18,050	-	28,213
Lease liabilities	-	14	7	-	21
<b>Total non-derivatives</b>	<b>990</b>	<b>29,358</b>	<b>32,157</b>	<b>-</b>	<b>62,505</b>
<b>Derivatives</b>					
Derivative assets	-	(619)	(168)	-	(787)
<b>Total derivatives</b>	<b>-</b>	<b>(619)</b>	<b>(168)</b>	<b>-</b>	<b>(787)</b>

### 34.3 Fair values of financial instruments

#### Fair values estimation

The methods and assumptions used by the Group in estimating the fair value of financial instruments are as follows.

- For financial assets and liabilities which have short-term maturity, including cash and cash equivalents, short-term loan receivables, bank overdrafts and short-term loans, their carrying amounts in the statement of financial position approximate their fair value.
- For equity securities, their fair value is generally derived from quoted market prices, or based on generally accepted pricing models when no market price is available.
- For fixed rate hire purchase, financial lease and loan receivables and fixed rate debentures and long-term loans, their fair value is estimated by discounting expected future cash flow by the current market interest rate of the loans with similar terms and conditions.
- For debentures and long-term loans carrying interest approximate to the market rate, their carrying amounts in the statement of financial position approximate their fair value.
- The fair value of derivatives has been determined using a discounted future cash flow model and a valuation model technique. Most of the inputs used for the valuation are observable in the relevant market, such as spot rates of foreign currencies, yield curves of the respective currencies, interest rate yield curves and commodity price yield curves. The Group considers to counterparty credit risk when determining the fair value of derivatives.

As at 31 December 2024 and 2023, the Group had the assets and liabilities that were measured and disclosed at fair value using different levels of inputs as follows.

(Unit: Million Baht)

	Consolidated financial statements				
	2024				
	Carrying	Fair value			
	amount	Level 1	Level 2	Level 3	Total
Assets (liabilities) measured at fair value					
Quoted equity investments	12	12	-	-	12
Unquoted equity investments	3	-	-	3	3
Cross-currency interest rate swap contacts	81	-	81	-	81
Interest rate swap contracts	(3)	-	(3)	-	(3)
Assets for which fair value are disclosed					
Hire purchase receivables	59,235	-	59,840	-	59,840
Financial lease receivables	1,168	-	1,168	-	1,168
Loan receivables	5,719	-	5,701	-	5,701
Liabilities for which fair value are disclosed					
Long-term loans from banks	28,421	-	28,546	-	28,546
Long-term debentures	25,997	-	26,252	-	26,252

(Unit: Million Baht)

	Consolidated financial statements				
	2023				
	Carrying	Fair value			
	amount	Level 1	Level 2	Level 3	Total
Assets measured at fair value					
Quoted equity investments	13	13	-	-	13
Unquoted equity investments	3	-	-	3	3
Cross-currency interest rate swap contacts	582	-	582	-	582
Interest rate swap contracts	6	-	6	-	6
Assets for which fair value are disclosed					
Hire purchase receivables	65,790	-	65,700	-	65,700
Financial lease receivables	1,300	-	1,283	-	1,283
Loan receivables	5,962	-	5,928	-	5,928
Liabilities for which fair value are disclosed					
Long-term loans from banks	30,503	-	30,619	-	30,619
Long-term debentures	26,542	-	26,636	-	26,636



(Unit: Million Baht)

	Separate financial statements				
	2024				
	Carrying	Fair value			
	amount	Level 1	Level 2	Level 3	Total
<b>Assets (liabilities) measured at fair value</b>					
Quoted equity investments	12	12	-	-	12
Unquoted equity investments	3	-	-	3	3
Cross-currency interest rate swap contacts	81	-	81	-	81
Interest rate swap contracts	(3)	-	(3)	-	(3)
<b>Assets for which fair value are disclosed</b>					
Hire purchase receivables	50,790	-	51,390	-	51,390
Financial lease receivables	3,807	-	3,789	-	3,789
Long-term loans to a related party	2,000	-	1,996	-	1,996
<b>Liabilities for which fair value are disclosed</b>					
Long-term loans from banks	23,751	-	24,013	-	24,013
Long-term debentures	25,997	-	26,252	-	26,252

(Unit: Million Baht)

	Separate financial statements				
	2023				
	Carrying	Fair value			
	amount	Level 1	Level 2	Level 3	Total
<b>Assets measured at fair value</b>					
Quoted equity investments	13	13	-	-	13
Unquoted equity investments	2	-	-	2	2
Cross-currency interest rate swap contacts	582	-	582	-	582
Interest rate swap contracts	6	-	6	-	6
<b>Assets for which fair value are disclosed</b>					
Hire purchase receivables	56,894	-	56,840	-	56,840
Financial lease receivables	3,361	-	3,337	-	3,337
Long-term loans to a related party	3,000	-	2,964	-	2,964
<b>Liabilities for which fair value are disclosed</b>					
Long-term loans from banks	26,033	-	26,204	-	26,204
Long-term debentures	26,542	-	26,636	-	26,636

During the current year, there were no transfers within the fair value hierarchy.

**35. Capital management**

The primary objective of the Group's capital management is to ensure that it has an appropriate financial structure and preserves the ability to continue its business as a going concern.

The Group manages its capital position with reference to their debt-to-equity ratio in order to comply with a condition in long-term loan agreements with financial institutions and issuance of debentures, which require the Group to maintain a debt-to-equity ratio of not more than 10:1.

As at 31 December 2024, the Group's debt-to-equity ratio was 6.04:1.00 (2023: 6.27:1.00) and the Company's was 5.45:1.00 (2023: 5.70:1.00).

No changes were made in the objectives, policies or processes during the years ended 31 December 2024 and 2023.

**36. Events after the reporting period**

On 14 February 2025, the meeting of the Company's Board of Directors passed the following resolutions to propose the following matters for approval by the Annual General Meeting of shareholders to be held in April 2025.

- An increase of Baht 879,739,100 in the Company's registered capital, from Baht 2,639,217,300 to Baht 3,518,956,400, through the issuance of 175,947,820 new ordinary shares with a par value of Baht 5 each
- The issuance and offer of the Company's 175,947,820 new ordinary shares and the allocation of the shares to the existing shareholders of the Company in proportion to their shareholding, excluding shareholders whose holding of such share would cause the Company to be under the obligations of any international laws (Preferential Public Offering: PPO) with a subscription ratio of 3 existing ordinary shares per 1 new ordinary share (fractional shares rounded down) at an offering price of Baht 7 each
- A dividend payment of Baht 0.32 per share, or a total of Baht 169 million, to the shareholders, from 2024 profit. The dividend will be paid and recorded after approval is granted by the Annual General Meeting of the Company's shareholders.

**37. Approval of financial statements**

These financial statements were authorised for issue by the Company's Board of Directors on 14 February 2025.

# Attachment

## Attachment 1

Details of directors, managements, the person assigned to take  
direct responsibility for accounting oversight,  
and the Company's secretary

## Details of directors

### 1. Mr. Yang, Tze-Ting

**Position** Chairman of the Board of Directors/ Chairman of the Executive Board of Directors  
(The director who authorized to sign)

Appointed as director on July 31, 2018

**Age** 72 years

**Education** Master of Business Administration, University of Southern California, USA  
Bachelor of Business Administration, National Taiwan University

#### Experience

2018 - Present Chairman of the Board of Directors / Chairman of the Executive Board of Directors, Asia Sermkij Leasing Public Company Limited

2018 - Present Chairman of the Board of Directors / Chairman of the Executive Board of Directors, Bangkok GrandPacific Lease Public Company Limited

2016 - Present Chairman, Chailease Auto Rental Co., Ltd.

2016 - Present Chairman, Apex Credit Solutions Inc.

2018 - 2019 Chief Executive Officer, Asia Sermkij Leasing Public Company Limited

2018 - 2019 Chief Executive Officer, Bangkok Grand Pacific Lease Public Company Limited

2009 - 2016 Chief Audit Officer, Chailease Holding Co., Ltd

2005 - 2008 Senior Executive Vice President, Chailease Consumer Finance Co., Ltd.

#### Director program

- Personal Information Protection Act 2012, Taiwan Corporate Governance Association
- Reinforcing CG blueprint and sophisticating CSR vision statement 2014, Taiwan Corporate Governance Association
- Corporate Governance and Planning/Managing Shareholders Meeting 2015, Taiwan Corporate Governance Association
- Enterprise Fraud Risk Deduction and Prevention 2016, Taiwan Corporate Governance Association
- Introduction and Impact of CFC, PEM and CRS 2017, Taiwan Corporate Governance Association
- Common Financial Scandals, Fraud Cases and Mechanisms in Prevention 2018, Taiwan Corporate Governance Association
- Obligations & Liabilities of Directors in M&A Deals 2018, Taiwan Corporate Governance Association
- Anti-Money Laundering regulations and the role of Leasing industry 2019, Taiwan Corporate Governance Association
- AI Changing the Landscape of Corporate Governance 2019, Taiwan Corporate Governance Association
- Compliance with Personal Data Protection Act, Trade Secret Act, and Anti-Corruption Law 2020, Taiwan Corporate Governance Association
- Best Practices and the Development Trend of Corporate Governance and Corporate Social Responsibility 2020, Taiwan Corporate Governance Association
- Anti-Money Laundering regulations and the role of Leasing industry 2022
- ESG Education and Training-Climate Change and Corporate Sustainability Actions 2023, Taiwan Corporate Governance Association

#### Year of Directorship

7 years

#### Position in others listed Company

None

#### Position in Non-Listed Company

1. Chairman of the Board of Directors / Chairman of the Executive Board of Directors/ Managing Director, Bangkok Grand Pacific Lease Public Company Limited
2. Chairman, Chailease Auto Rental Co., Ltd.
3. Chairman, Apex Credit Solutions Inc.

#### Nature of relationships between director/management

None

#### Changes of shares held as at December 31, 2024, compared with those of 2023

None

## 2. Mr. Tang, Lai-Wang

<b>Position</b>	Director/ Managing Director (The director who authorized to sign) Appointed as director on April 19, 2019
<b>Age</b>	62 years
<b>Education</b>	Master of Business Administration, Chung Yuan Christian University, Taiwan Bachelor of Business Administration, Feng Chia University

**Experience**

2019 - Present	Director/ Managing Director, Asia Sermkij Leasing Public Company Limited
2020 - Present	Director/ Managing Director, SK Insurance Broker Company Limited
2019 - Present	Managing Director, Bangkok Grand Pacific Lease Public Company Limited
2019 - Present	Director, Anywhere 2 Go Company Limited
2015 - Present	Director, Bangkok Grand Pacific Lease Public Company Limited
2015 - 2019	Managing Director, Chailease Berjaya Credit Sdn. Bhd (Malaysia)
2012 - 2015	Executive Vice President, Chailease Finance Co., Ltd
2006 - 2012	Managing Director, Chailease International Leasing Co., Ltd (Vietnam)
2000 - 2006	Deputy Managing Director, Asia Sermkij Leasing Public Company Limited
2000 - 2006	Deputy Managing Director, Bangkok Grand Pacific Lease Public Company Limited

**Director program**

- Director Certification Program No. 48/2004, Thai Institute of Directors Association

<b>Year of Directorship</b>	6 years
<b>Position in others listed Company</b>	None
<b>Position in Non-Listed Company</b>	1. Director/ Managing Director, Bangkok Grand Pacific Lease Public Company Limited 2. Director/ Managing Director, SK Insurance Broker Company Limited 3. Director, Anywhere 2 Go Company Limited
<b>Nature of relationships between director/management</b>	None
<b>Changes of shares held as at December 31, 2024, compared with those of 2023</b>	Remain unchanged (Outstanding at 240,453 shares or equivalent to 0.05% of the total shares)

### 3. Mr. Chen, Fong-Long

<b>Position</b>	Director (The director who authorized to sign) Appointed as director on May 3, 1999
<b>Age</b>	69 years
<b>Education</b>	Master of Science in Management, Massachusetts Institute of Technology (MIT), U.S.A. Bachelor of Management Science, National Cheng Kung University Taiwan, R.O.C.

#### Experience

1999 - Present	Director, Asia Sermkij Leasing Public Company Limited
1999 - Present	Director, Bangkok Grand Pacific Lease Public Company Limited
2019 - Present	Director, Chailease Commercial Factoring Corporation
2019 - Present	Chairman, Chung Chen Energy Integration Co., Ltd.
2018 - Present	Director, Chailease International Company (Hong Kong) Limited
2016 - Present	Chairman, Innovation Energy Integration Co., Ltd.
2015 - Present	Director, Chailease International Company (UK) Limited
2015 - Present	Director, CL Capital Management Company Limited
2015 - Present	Director, CLJ Investment Partners Company Limited
2015 - Present	Chairman, Chailease Energy Integration Co., Ltd.
2014 - Present	Chairman, Chailease Finance (B.V.I.) Co., Ltd.
2014 - Present	Director, My Leasing (B.V.I.) Corp.
2014 - Present	Director, Chailease International Financial Services Co., Ltd.
2013 - Present	Director, Chailease International (B.V.I.) Corp.
2013 - Present	Director, Golden Bridge (B.V.I.) Corp.
2013 - Present	Director, My Leasing (Mauritius) Corp.
2013 - Present	Chairman, Chailease Cloud Service Co., Ltd.
2012 - Present	Chairman, Jirong Real Estate Co., Ltd.
2012 - Present	Chairman, Chailease Finance International Corp.
2011 - Present	Chairman, Fina Finance and Trading Co., Ltd.
2011 - Present	Chairman, Chailease Specialty Finance Co., Ltd.
2011 - Present	Chairman and President, Chailease Holding Co., Ltd.
2008 - Present	Chairman, Chailease International Corp.
2007 - Present	Chairman, Chailease Finance Co., Ltd.
2007 - Present	Director, Grand Pacific Holdings Corp.
2007 - Present	Chairman, Chailease International Finance Co. Ltd..

#### Director program

- Personal Information Protection Act 2012, Taiwan Corporate Governance Association
- Reinforcing CG blueprint and sophisticating CSR vision statement 2014, Taiwan Corporate Governance Association
- Corporate Governance and Planning/Managing Shareholders Meeting 2015, Taiwan Corporate Governance Association
- Enterprise Fraud Risk Deduction and Prevention 2016, Taiwan Corporate Governance Association
- Fraud Incident Response and Investigation 2559, Taiwan Corporate Governance Association
- Introduction and Impact of CFC, PEM and CRS 2017, Taiwan Corporate Governance Association
- Common Financial Scandals, Fraud Cases and Mechanisms in Prevention 2018, Taiwan Corporate Governance Association
- Obligations & Liabilities of Directors in M&A Deals 2018, Taiwan Corporate Governance Association
- Anti-Money Laundering regulations and the role of Leasing industry 2019, Taiwan Corporate Governance Association

**Director program**

- AI Changing the Landscape of Corporate Governance 2019, Taiwan Corporate Governance Association
- Compliance with Personal Data Protection Act, Trade Secret Act, and Anti-Corruption Law 2020, Taiwan Corporate Governance Association
- Best Practices and the Development Trend of Corporate Governance and Corporate Social Responsibility 2020, Taiwan Corporate Governance Association
- Chailease Holdings\_ISO37001\_Anti-bribery management system operation mechanism education and training 2023, Taiwan Corporate Governance Association
- Chailease Holdings\_ISO37001\_Anti-bribery management system operation mechanism education and training 2024
- Introduction to Intellectual Property Rights of Chailease Holdings 2024
- Economic sanctions and financial crime risks related to international trade 2024

**Year of Directorship**

26 years

**Position in others listed Company**

None

**Position in Non-Listed Company**

1. Director, Bangkok GrandPacific Lease Public Company Limited
2. Director, Chailease Commercial Factoring Corporation
3. Chairman, Chung Chen Energy Integration Co., Ltd.
4. Director, Chailease International Company (Hong Kong) Limited
5. Chairman, Innovation Energy Integration Co., Ltd.
6. Director, Chailease International Company (UK) Limited
7. Director, CL Capital Management Company Limited
8. Director, CLJ Investment Partners Company Limited
9. Chairman, Chailease Energy Integration Co., Ltd.
10. Chairman, Chailease Finance (B.V.I.) Co., Ltd.
11. Director, My Leasing (B.V.I.) Corp.
12. Director, Chailease International Financial Services Co., Ltd.
13. Director, Chailease International (B.V.I.) Corp.
14. Director, Golden Bridge (B.V.I.) Corp.
15. Director, My Leasing (Mauritius) Corp.
16. Chairman, Chailease Cloud Service Co., Ltd.
17. Chairman, Jirong Real Estate Co., Ltd.
18. Chairman, Chailease Finance International Corp.
19. Chairman, Fina Finance and Trading Co., Ltd.
20. Chairman, Chailease Specialty Finance Co., Ltd.
21. Chairman and President, Chailease Holding Co., Ltd.
22. Chairman, Chailease International Corp.
23. Chairman, Chailease Finance Co., Ltd.
24. Director, Grand Pacific Holdings Corp.
25. Chairman, Chailease International Finance Co. Ltd.

**Nature of relationships between director/management**

None

**Changes of shares held as at December 31, 2024, compared with those of 2023**

Remain unchanged (Outstanding at 236,028 share or equivalent to 0.04% of the total shares)



#### 4. Mr. Liao, Ying-Chih

<b>Position</b>	Director (The director who authorized to sign) Appointed as director on February 26, 2008
<b>Age</b>	61 years
<b>Education</b>	Ph.D. Candidate, Harvard University, U.S.A. Master of Law, Harvard Law School Bachelor of Law, National Taiwan University

#### Experience

2011 - Present	Director, Asia Sermkij Leasing Public Company Limited
2016 - Present	Director, Chailease Engine Lease Finance Corp.
2015 - Present	Director, Chailease International Company (UK) Limited.
2015 - Present	Director, CL Capital Management Company Limited.
2015 - Present	Director, CLJ Investment Partners Company Limited.
2015 - Present	Director, Chailease Berjaya Credit Sdn. Bhd.
2012 - Present	Chief Strategy Officer, Chailease Holding Co., Ltd.

#### Director program

- Compliance with Personal Data Protection Act, Taiwan Corporate Governance Association
- Trade Secret Act, Taiwan Corporate Governance Association
- Anti-Corruption Law 2020, Taiwan Corporate Governance Association
- Chailease Holdings\_ISO37001\_Anti-bribery management system operation mechanism education and training 2023, Taiwan Corporate Governance Association
- Chailease Holdings\_ISO37001\_Anti-bribery management system operation mechanism education and training 2024
- Introduction to Intellectual Property Rights of Chailease Holdings 2024

<b>Year of Directorship</b>	17 years
<b>Position in others listed Company</b>	None
<b>Position in Non-Listed Company</b>	1. Director, Chailease Engine Lease Finance Corp. 2. Director, Chailease International Company (UK) Limited. 3. Director, CL Capital Management Company Limited. 4. Director, CLJ Investment Partners Company Limited. 5. Director, Chailease Berjaya Credit Sdn. Bhd. 6. Chief Strategy Officer, Chailease Holding Co., Ltd.
<b>Nature of relationships between director/management</b>	None
<b>Changes of shares held as at December 31, 2024, compared with those of 2023</b>	None

## 5. Mr. Chen, Jui-Hsin

<b>Position</b>	Director (The director who authorized to sign) Appointed as director on November 9, 2020
<b>Age</b>	52 years
<b>Education</b>	Master of Science in Business Administration, Bournemouth University, England Bachelor of Arts in Economics, National Taipei University

**Experience**

2020 - Present	Director, Asia Sermkij Leasing Public Company Limited
2025 - Present	Marketing President, Chailease Finance Co., Ltd.
2021 - Present	President, Chailease Resources Technology Co., Ltd.
2020 - Present	Director, Bangkok GrandPacific Lease Public Company Limited
2020 - Present	Director, Chailease Capital (Thailand) Co., Ltd.
2020 - Present	Chief Operating Officer, JLK Holding Company Limited
2019 - Present	Senior Executive Vice President, Chailease Finance Co., Ltd.
2024 - 2025	Chief Marketing Officer, Chailease Finance Co., Ltd.
2016 - 2019	Executive Vice President, Chailease Energy Co., Ltd.
2015 - 2016	Senior Vice President, Chailease Finance Co., Ltd.

**Director program**

- Obligations and Responsibilities of Companies, Taiwan Corporate Governance Association
- Directors and Supervisors under the Securities and Exchange Act 2020, Taiwan Corporate Governance Association
- Chailease \_ Preventing Money Laundering and Combating Terrorism Financing Courses 2023, Taiwan Corporate Governance Association
- Economic sanctions and financial crime risks related to international trade 2024
- Insurance Principles of Fair Treatment of Customers 2024
- Workplace Equality and Sexual Harassment Prevention Course 2024
- Information Security and Social Engineering Protection Course 2024
- Exchange rate risk and foreign exchange related regulations course 2024
- Anti-money laundering and counter-terrorism financing courses 2024
- Personal Data Protection Law Course 2024
- Financial Services Course for People with Disabilities 2024
- Courses on insurance benefits for elderly customers 2024

<b>Year of Directorship</b>	4 years
<b>Position in others listed Company</b>	None
<b>Position in Non-Listed Company</b>	1. Director, Bangkok GrandPacific Lease Public Company Limited 2. Director, Chailease Capital (Thailand) Co., Ltd. 3. Chief Operating Officer, JLK Holding Company Limited 4. Executive Vice President, Chailease Finance Co., Ltd.
<b>Nature of relationships between director/management</b>	None
<b>Changes of shares held as at December 31, 2024, compared with those of 2023</b>	None

## 6. Mr. Wang, Chia-Hung

<b>Position</b>	Director (The director who authorized to sign) Appointed as director on January 19, 2022
<b>Age</b>	47 years
<b>Education</b>	Master in Business, Analytics & Digital Transformation, Asian Institute of Technology Master in Finance, National Chiao Tung University (Taiwan) Bachelor of Arts in Economics, National Taiwan University

### Experience

2022 - Present	Director, Asia Sermkij Leasing Public Company Limited
2024 - Present	Executive Vice President, Management Department, Asia Sermkij Leasing Public Company Limited
2023 - Present	Director, JLK Biomedical Holding (Thailand) Company Limited.
2022 - Present	Director, Bangkok Grand Pacific Lease Public Company Limited
2022 - Present	Director, SK Insurance Broker Company Limited.
2021 - 2023	Senior Vice President, Marketing Department, Asia Sermkij Leasing Public Company Limited
2019 - 2020	First Vice President, Planning Department, Asia Sermkij Leasing Public Company Limited
2015 - 2018	First Vice President, Credit Analysis Department, Bangkok Grand Pacific Lease Public Company Limited

### Director program

- Director Accreditation Program No. 199/2022, Thai Institute of Directors Association

<b>Year of Directorship</b>	3 years
<b>Position in others listed Company</b>	None
<b>Position in Non-Listed Company</b>	1. Director, SK Insurance Broker Company Limited 2. Director, Bangkok Grand Pacific Lease Public Company Limited 3. Director, JLK Biomedical Holding (Thailand) Co.,Ltd
<b>Nature of relationships between director/management</b>	None
<b>Changes of shares held as at December 31, 2024, compared with those of 2023</b>	Increase 1,000 shares (Outstanding at 11,000 shares or equivalent to 0.002% of the total shares)

## 7. Mr. Tientavee Saraton

<b>Position</b>	Director Appointed as director on June 18, 1987
<b>Age</b>	76 years
<b>Education</b>	Master of Science in Management, Arthur D. Little Management Education Institute, U.S.A. Bachelor of Economics, Thammasat University (Second Class Honors)

## Experience

1987 - Present	Director, Asia Sermkij Leasing Public Company Limited
1999 - Present	Director, Bangkok Grand Pacific Lease Public Company Limited
1992 - 2015	Executive Director, Asia Sermkij Leasing Public Company Limited
1999 - 2015	Executive Director, Bangkok Grand Pacific Lease Public Company Limited

## Director program

- Director Accreditation Program No. 22/2004, Thai Institute of Directors Association
- Director Certification Program No. 48/2004, Thai Institute of Directors Association

<b>Year of Directorship</b>	37 years
<b>Position in others listed Company</b>	None
<b>Position in Non-Listed Company</b>	Director, Bangkok Grand Pacific Lease Public Company Limited
<b>Nature of relationships between director/management</b>	None
<b>Changes of shares held as at December 31, 2024, compared with those of 2023</b>	None

## 8. Mrs. Patima Chavalit

<b>Position</b>	Independent Director Appointed as director on July 29, 1993
<b>Age</b>	65 years
<b>Education</b>	Bachelor of Accounting Theory, Chulalongkorn University

### Experience

2013 - Present	Independent Director, Asia Sermkij Leasing Public Company Limited
1993 - Present	Director, Asia Sermkij Leasing Public Company Limited
1999 - Present	Director, Bangkok Grand Pacific Lease Public Company Limited
2020 - 2023	Advisor, Office of the President, Bangkok Bank Public Company Limited
2008 - 2019	Senior Vice President, Human Resource Division, Bangkok Bank Public Company Limited

### Director program

- Director Certification Program No. 48/2004, Thai Institute of Directors Association

<b>Year of Directorship</b>	31 years
<b>Position in others listed Company</b>	None
<b>Position in Non-Listed Company</b>	Director, Bangkok Grand Pacific Lease Public Company Limited
<b>Nature of relationships between director/management</b>	None
<b>Changes of shares held as at December 31, 2024, compared with those of 2023</b>	Decrease 2,100 shares (Outstanding at 244,842 shares or equivalent to 0.05% of the total shares)

## 9. Mr. Pradit Sawattananond

<b>Position</b>	Chairman of the Audit Committee/ Independent Director Appointed as director on June 18, 2004
<b>Age</b>	76 years
<b>Education</b>	Master of Business Administration, Central State University, Oklahoma, U.S.A. Bachelor's degree in commerce, Chulalongkorn University

**Experience**

2004 - Present	Chairman of the Audit Committee/ Independent Director, Asia Sermkij Leasing Public Company Limited
2000 - Present	Audit Committee Member / Independent Director, KGI Securities Public Company Limited
2018 - Present	Chairman of the Audit Committee/ Independent Director/ Chairman of Corporate Governance Committee/ Member of Nomination and Remuneration Committee/ Member of Risk Oversight Committee, Land and House Bank Public Company Limited
2018 - Present	Member of the Audit Committee/ Independent Director/ Member of Corporate Governance Committee, LH Financial Group Public Company Limited
2015 - 2020	Chairman of the Audit Committee/ Independent Director, Nusasiri Public Company Limited
2004 - 2019	Audit Committee Member/ Independent Director, Thai Film Industries Public Company Limited

**Director program**

- Director Certification Program No. 3/2000, Thai Institute of Directors Association
- Audit Committee Program No. 3/2004, Thai Institute of Directors Association
- Chief Financial Officer Certification Program No. 1/2004, The Institute of Certified Accountants and Auditor of Thailand
- Improving the Quality of Financial Reporting No.4/2006, Thai Institute of Directors Association
- Monitoring the Quality of Financial Reporting No.5/2007, Thai Institute of Directors Association
- Monitoring the Internal Audit Function No. 5/2008, Thai Institute of Directors Association
- Monitoring the System of Internal Control and Risk Management No. 2/2008, Thai Institute of Directors Association
- Role of the Compensation Committee No. 6/2008, Thai Institute of Directors Association
- Advance Audit Committee Program No. 13/2013, Thai Institute of Directors Association
- How to Develop a Risk Management Plan (HRP) No. 4/2013, Thai Institute of Directors Association
- Corporate Governance for Capital Market Intermediaries No. 1/2014, Thai Institute of Directors Association

**Year of Directorship**

20 years

**Position in others listed Company**

1. Member of the Audit Committee/ Independent Director/ Member of Corporate Governance Committee, LH Financial Group Public Company Limited
2. Audit Committee Member/ Independent Director, KGI Securities Public Company Limited)

**Position in Non-Listed Company**

1. Chairman of the Audit Committee/ Independent Director/ Chairman of Corporate Governance Committee/ Member of Nomination and Remuneration Committee/ Member of Risk Oversight Committee, Land and House Bank Public Company Limited

**Nature of relationships between director/management**

Elder Brother of Mr. Anant Svattananon

**Changes of shares held as at December 31, 2024, compared with those of 2023**

Remain unchanged (Outstanding at 37,700 shares or equivalent to 0.01% of the total shares)

## 10. Mr. Anant Svattananon

<b>Position</b>	Member of the Audit Committee/ Independent Director Appointed as director on June 18, 2004
<b>Age</b>	73 years
<b>Education</b>	Commerce Course, The Institute of Foreign Languages Business Development & Management Course, U.S.A.

### Experience

2004 - Present	Member of the Audit Committee/ Independent Director, Asia Sermkij Leasing Public Company Limited
1998 - Present	Executive Vice Chairman, Shanghai Kinghill Co., Ltd. Pudong P.R.O.C.
1998 - Present	Managing Director, Star of Andaman Co., Ltd.

### Director program

- Director Accreditation Program No. 38/2005, Thai Institute of Directors Association

<b>Year of Directorship</b>	20 years
<b>Position in others listed Company</b>	None
<b>Position in Non-Listed Company</b>	1. Executive Vice Chairman, Shanghai Kinghill Co., Ltd. Pudong P.R.O.C. 2. Managing Director, Star of Andaman Co., Ltd.
<b>Nature of relationships between director/management</b>	Younger brother of Mr. Pradit Sawattananond
<b>Changes of shares held as at December 31, 2024, compared with those of 2023</b>	Remain unchanged (Outstanding at 116,500 shares or equivalent to 0.02% of the total shares)

Remark: <sup>1</sup> the meeting of the Board of Directors Asia Sermkij Leasing Public Company Limited No. 2<sup>nd</sup>/2025 held on February 14, 2025 has acknowledged the resignation of Member of the Audit Committee/ Independent Director Mr. Anant Svattananon effective from January 31, 2025, onward.

## 11. Dr. Supriya Kuandachakupt

**Position** Member of the Audit Committee/ Independent Director

Appointed as director on June 2, 2006

**Age** 71 years

**Education** Doctor of Economics, University of Hawaii, U.S.A.  
Master of Arts in Economics, Thammasat University  
Bachelor of Economics, University of Tasmania, Australia

**Experience**

2006 - Present Member of the Audit Committee/ Independent Director, Asia Sermkij Leasing Public Company Limited

2021 - Present Chairman of Risk Oversight Committee/ Member of Nomination and Remuneration Committee, Land and House Bank Public Company Limited

2017 - Present Member of the Audit Committee/ Independent Director/ Member of Corporate Governance Committee/ Member of Nomination and Remuneration Committee, LH Financial Group Public Company Limited

2017 - Present Member of the Audit Committee/ Independent Director/ Member of Corporate Governance Committee, Land and House Bank Public Company Limited

2018 - 2021 Member of Risk Oversight Committee, LH Financial Group Public Company Limited

2017 - 2018 Member of Nomination and Remuneration Committee, Land and House Bank Public Company Limited

2013 - 2018 Special Senior Fellow, Faculty of Economics, Kasetsart University

1986 - 2018 Associate Professor, Department of Economics, Faculty of Economics, Kasetsart University

2012 - 2013 Chairman of Board of Operation Director, Entrepreneurial Economics Bachelor of Administration (EEBA) International Program, Kasetsart University

2007 - 2013 Chairman of the Business Economics, Faculty of Economics, Kasetsart University

2010 - 2012 Member of Board of Directors, The Government Lottery Office

**Director program**

- Director Accreditation Program No. 56/2006, Thai Institute of Directors Association
- Director Certification Program No. 97/2007, Thai Institute of Directors Association
- Financial Statements for Directors No. 10/2010, Thai Institute of Directors Association
- Diploma of Corporate Governance for Directors and Senior Executives of State Enterprises and Public Organizations (PDI 7), Public Director Institute, King Prajadhipok's Institute
- Audit Committee Effectiveness Program Year 2012, Thai Institute of Directors Association
- How to Develop a Risk Management Plan (HRP) No. 4/2013, Thai Institute of Directors Association
- Diploma of Administrative Justice for Senior Executives No. 5/2014, College of Administrative Justice, the Administrative Court
- Corporate Governance for Capital Market Intermediaries No.7/2015, Thai Institute of Directors Association
- Chartered Director Class No. 9/2015, Thai Institute of Directors Association
- Advanced Audit Committee Program Class No. 31/2018, Thai Institute of Directors Association
- Information Security Awareness Training 2021, Land and House Bank Public Company Limited
- Risk Management Program for Corporate Leaders (RCL) 2022, Thai Institute of Directors Association

**Year of Directorship**

18 years

**Position in others listed Company**

1. Member of the Audit Committee/ Independent Director/ Member of Corporate Governance Committee/ Member of Nomination and Remuneration Committee, LH Financial Group Public Company Limited

**Position in Non-Listed Company**

1. Chairman of Risk Oversight Committee/ Member of Nomination and Remuneration Committee/ Member of the Audit Committee/ Independent Director/ Member of Corporate Governance Committee, Land and House Bank Public Company Limited

**Nature of relationships between director/management**

None

**Changes of shares held as at December 31, 2024, compared with those of 2023**

None



## 12. Mr. Kasem Akanesuwan

<b>Position</b>	Member of the Audit Committee/ Independent Director Appointed as director on March 24, 2009
<b>Age</b>	77 years
<b>Education</b>	Master of Science in Accounting, Roosevelt University, U.S.A. Bachelor's in accounting, Chulalongkorn University, Bangkok, Thailand

### Experience

2009 - Present	Member of the Audit Committee/ Independent Director, Asia Sermkij Leasing Public Company Limited
2022 - Present	Member of the Board of Directors, LH Financial Group Public Company Limited
2000 - 2016	Member of the Board of Directors, BNH Medical Center Co., Ltd.
2013 - 2015	Vice President-Internal Audit and Compliance Department, Bangkok Airways Public Company Limited
1997 - 2012	Assistant Vice President-Finance Department, Bangkok Airways Public Company Limited

### Director program

- Director Accreditation Program No. 79/2009, Thai Institute of Directors Association
- Director Certification Program No. 127/2010, Thai Institute of Directors Association
- How to Develop a Risk Management Plan (HRP) No. 4/2013, Thai Institute of Directors Association

<b>Year of Directorship</b>	16 years
<b>Position in others listed Company</b>	None
<b>Position in Non-Listed Company</b>	Member of the Board of Directors, LH Financial Group Public Company Limited
<b>Nature of relationships between director/management</b>	None
<b>Changes of shares held as at December 31, 2024, compared with those of 2023</b>	None

## Details of managements

## Mr. Anurit Wongudom

Position	General Manager
Age	66 years
Education	Master Degree in Management Mahidol University Bachelor of Laws, Ramkhamhaeng University

## Experience

2023	-	Present	General Manager, Asia Sermkij Leasing Public Company Limited
2022	-	Present	Director, SK Insurance Broker Company Limited
2022	-	2023	Acting General Manager, Asia Sermkij Leasing Public Company Limited
2019	-	2021	Chief Marketing Officer, Asia Sermkij Leasing Public Company Limited
2018	-	2019	First Senior Executive Vice President, Asia Sermkij Leasing Public Company Limited
2015	-	2017	Senior Executive Vice President, Asia Sermkij Leasing Public Company Limited
2010	-	2015	Deputy General Manager (Marketing), Asia Sermkij Leasing Public Company Limited

Director program	None
Nature of relationships between director/management	None
Changes of shares held as at December 31, 2024, compared with those of 2023	None

## Mr. Danai Lapaviwat

<b>Position</b>	Chief Financial Officer/ Company Secretary/ Secretary to the Board of Directors
<b>Age</b>	61 years
<b>Education</b>	Master of Business Administration (Finance), San Diego State University, U.S.A.

### Experience

2013 - Present	Secretary to the Board of Directors, Bangkok Grand Pacific Lease Public Company Limited
2012 - Present	Company Secretary, Asia Sermkij Leasing Public Company Limited
2004 - Present	Secretary to the Board of Directors, Asia Sermkij Leasing Public Company Limited
2003 - Present	Chief Financial Officer, Asia Sermkij Leasing Public Company Limited
2003 - Present	Chief Financial Officer, Bangkok Grand Pacific Lease Public Company Limited

### Director program

- Director Certification Program No. 48/2004, Thai Institute of Directors Association
- Company Secretary Program (CSP) 50/2013, Thai Institute of Directors Association

### Nature of relationships between director/management

None

### Changes of shares held as at December 31, 2024, compared with those of 2023

Remain unchanged (Outstanding at 237,948 share or equivalent to 0.05% of the total shares)

## Mr. Chaiwat Limvipaveanan

Position	Chief Information Officer
Age	51 years
Education	Master of Business Administration (MBA) - General Business, The National Institute of Development Administration (NIDA)

## Experience

2024 - Present	Chief Information Officer, Asia Sermkij Leasing Public
2019 - 2023	Head of Information Technology and Operations, CIMB Thai Bank
2017 - 2018	Head of Information Technology, MOCAP Limited (Thailand)
2008 - 2016	Disaster Recovery Department Head, SDM and People Manager, IBM Thailand Company Limited

Director program	None
Nature of relationships between director/management	None
Changes of shares held as at December 31, 2024, compared with those of 2023	None

## The person assigned to take direct responsibility for accounting oversight

Ms. Jintana Vivatanavanon

Position	Senior Vice President, Accounting Department
Age	53 years
Highest Education	Master of Business Administration (MBA), Management Huachiew Chalermprakiet University (year 2002)

### Experience

2023	-	Present	First Senior Vice President, Accounting Department, Asia Sermkij Leasing Public Company Limited
2018	-	2023	Senior Vice President, Accounting Department, Asia Sermkij Leasing Public Company Limited
2012	-	2018	Accounting Department Toyota Leasing (Thailand) Co.,Ltd
2010	-	2012	Accounting & Finance Department, Suzuki Leasing International (Thailand) Co.,Ltd

### Training program

- Withholding tax and Value added tax for oversea payment 2022 by Dharmniti Seminar and Training
- Hedge Accounting 2022 by NYC management Co.,Ltd
- Transformative Accounting 2021 by Dharmniti Seminar and Training
- Corporate Wealth Management 2021 by Dharmniti Seminar and Training
- TFRS9: Financial instrument - Hedge accounting 2021 by Thai Hire-Purchase Association
- Updates new collection debt law 2021 by Thai Hire-Purchase Association
- The impact of New TFRS (Thai Financial Report Standard) Analysis point of view 2020 by NYC management Co.,Ltd
- e-Withholding tax and National e-Payment 2020 by NYC management Co.,Ltd
- TFRS9: Financial instrument - Hedge accounting 2020 by EY Corporate services Limited
- Dividend payment 2019 by Dharmniti Seminar and Training
- TFRS 19 Employee Benefits 2019 by ACTUARIALBIZ (ABS)
- Overview 2025 of The Thai Financial Reporting Standard by NYC management Co.,Ltd
- For 2024 Taxes Overview and New Taxes in the year 2025 by NYC management Co.,Ltd

Nature of relationships between director/management	None
Changes of shares held as at December 31, 2024, compared with those of 2023	None

## Detail of the Company's Secretary

Mr. Danai Lapaviwat	
Position	Chief Financial Officer/ Company Secretary/ Secretary to the Board of Directors
Age	61 years
Education	Master of Business Administration (Finance), San Diego State University, U.S.A.
Experience	
2013 - Present	Secretary to the Board of Directors, Bangkok Grand Pacific Lease Public Company Limited
2012 - Present	Company Secretary, Asia Sermkij Leasing Public Company Limited
2004 - Present	Secretary to the Board of Directors, Asia Sermkij Leasing Public Company Limited
2003 - Present	Chief Financial Officer, Asia Sermkij Leasing Public Company Limited
2003 - Present	Chief Financial Officer, Bangkok Grand Pacific Lease Public Company Limited
Director program	<ul style="list-style-type: none"> <li>- Director Certification Program No. 48/2004, Thai Institute of Directors Association</li> <li>- Company Secretary Program (CSP) 50/2013, Thai Institute of Directors Association</li> </ul>
Nature of relationships between director/management	None
Changes of shares held as at December 31, 2024, compared with those of 2023	Remain unchanged (Outstanding at 237,948 share or equivalent to 0.05% of the total shares)

Company Secretary

According to the resolution of the Board of Directors Meeting No. 4/2012 as of May 8, 2012, it opined to appoint Mr. Danai Lapaviwat as the Company Secretary, to be responsible for and undertake the tasks of the Company Secretary in order to comply with Section 89/15 of the Securities and Exchange B.E. 2535 (including its amendments) as follows:

The duties and responsibilities of the Company's secretary:

1. Notify the resolutions and policies of the Board of Directors and shareholders to the relevant executives as well as provide initial advice and recommendations to the Board of Directors in accordance with the Company's Article of Association and corporate governance practices.
2. Preparing and keeping the following documents:
  - 2.1 A register of directors
  - 2.2 A notice calling director meeting, a minute of the board of directors and an annual report of the company
  - 2.3 A notice calling shareholder meeting and a minute of shareholders' meeting;
3. Keeping a report on interest filed by a director or an executive;

4. Performing any other acts as specified in the notification of the Capital Market Supervisory Board.
5. Contact and communicate with general shareholders to acknowledge the rights of shareholders.
6. Arrange the performance evaluation of the Board of Directors and all subcommittees which include self-assessments and report the evaluation results to the Board of Directors.
7. Perform any duties in compliance with the securities and exchange laws as well as relevant laws and other regulations including good corporate governance principles.

## Shareholding of Directors and Management

Name	Ordinary Share (Shares)				
	As at Year Ended 2024		As at Year Ended 2023		Change
	Direct	Indirect	Direct	Indirect	
<b>Directors</b>					
1. Mr. Yang, Tze-Ting	-	-	-	-	-
2. Mr. Tang, Lai-Wang	240,453	-	240,453	-	-
3. Mr. Chen, Fong-Long	236,028	-	236,028	-	-
4. Mr. Liao, Ying-Chih	-	-	-	-	-
5. Mr. Chen, Jui-Hsin	-	-	-	-	-
6. Mr. Wang, Chia-Hung	10,000	-	11,000	-	1,000
7. Mr. Tientavee Saratan	-	-	-	-	-
8. Mrs. Patima Chavalit	244,842	-	246,942	-	(2,100)
9. Mr. Pradit Sawattananond	37,700	-	37,700	-	-
10. Mr. Anant Svattananon	116,500	-	116,500	-	-
11. Dr. Supriya Kuandachakupt	-	-	-	-	-
12. Mr. Kasem Akanesuwan	-	-	-	-	-
<b>Management</b>					
1. Mr. Anurit Wongudom	-	-	-	-	-
2. Mr. Danai Lapaviwat	237,948	-	237,948	-	-
3. Mr. Mr. Chaiwat Limvipaveanan	-	-	-	-	-

Remark: <sup>1</sup> the meeting of the Board of Directors Asia Sermkij Leasing Public Company Limited No. 2<sup>nd</sup>/2025 held on February 14, 2025 has acknowledged the resignation of Member of the Audit Committee/ Independent Director Mr. Anant Svattananon effective from January 31, 2025, onward.

## Attachment 2

Information of Directors and executives in the Company, subsidiaries and related companies as of December 31, 2024

Name of Directors and Managements		The Company	The Subsidiaries		Related Companies			
			BGPL	SKIB	CHAILEASE FINANCE CO., LTD.	CHAILEASE INTERNATIONAL COMPANY (MALAYSIA) LIMITED	Chailease Capital (Thailand) Co., Ltd.	Chailease Holding Co., Ltd.
1.	Mr. Yang, Tze-Ting	X ///	X ///	-	-	-	-	-
2.	Mr. Tang, Lai-Wang	// / I	// / I	/ I	-	-	-	-
3.	Mr. Chen, Fong-Long	/	/	-	X	-	-	X
4.	Mr. Liao, Ying-Chih	/	/	-	-	-	-	I
5.	Mr. Chen, Jui-Hsin	/	/	-	I	-	/	-
6.	Mr. Wang, Chia-Hung	// /	// / I	/ I	-	-	-	-
7.	Mr. Tientavee Saraton	/	/	-	-	-	-	-
8.	Mrs. Patima Chavalit	/	/	-	-	-	-	-
9.	Mr. Pradit Sawattananond	/	-	-	-	-	-	-
10.	Mr. Anant Svattananon	/	-	-	-	-	-	-
11.	Dr. Supriya Kuandachakupt	/	-	-	-	-	-	-
12.	Mr. Kasem Akanesuwan	/	-	-	-	-	-	-
13.	Mr. Anurit Wongudom	I	-	-	-	-	-	-
14.	Mr. Danai Lapaviwat	I	I	-	-	-	-	-
15.	Mr. Chaiwat Limvipaveanan	I	-	-	-	-	-	-

Remark: X: Chairman of the Board of Directors    ///: Chairman of the Executive Board of Directors  
 //: Executive Directors    /: Director    I: Management



### Bangkok Grand Pacific Lease Public Company Limited

Name		Chairman of the Executive Board of Directors	Executive Directors	Directors
1.	Mr. Yang, Tze-Ting	x		x
2.	Mr. Tang, Lai-Wang		x	x
3.	Mr. Chen, Fong-Long			x
4.	Mr. Chen, Jui-Hsin			x
5.	Mr. Wang, Chia-Hung		x	x
6.	Mr. Tientavee Saraton			x
7.	Mrs. Patima Chavalit			x

### SK Insurance Broker Company Limited

Name		Directors
1.	Mr. Tang, Lai-Wang	x
2.	Mr. Wang, Chia-Hung	x
3.	Mr. Anurit Wongudomm	x

## Attachment 3

Details of the Heads of the Internal Audit and Heads of Compliance Units as of December 31, 2024, are as follows:

### 1. The persons assigned to be the Head of the Internal Audit

Mr. Kaweewat Chouthong	
Position	First Vice President, Internal Audit Department
Position	Master's degree in finance and Banking Faculty of Business Administration Ramkhamhaeng University
	Bachelor's degree in finance and Banking Faculty of Business Administration Ramkhamhaeng University

#### Training

- Risk Based Audit by the Association of Internal Auditors of Thailand
- Better Understanding: Governance, Control and Risk Management by the Association of Internal Auditors of Thailand
- IT Audit, by the Federation of Accounting Professions
- Analysis of hire purchase business loans organized by the Thai Hire Purchase Association
- Enterprise Risk Management by the Association of Internal Auditors of Thailand
- Annual Seminar from the Association of Internal Auditors of Thailand
- Anti-Money Laundering Act, B.E. 2542, KYC (Know Your Customer) / CDD (Customer Due Diligence) and Money Laundering Risk management

#### Experience

Period	Position	Company
2023 - Present	First Vice President, Internal Audit Department	Asia Sermkij Leasing Public Company Limited
2016 - 2023	Vice President, Internal Audit Department	Asia Sermkij Leasing Public Company Limited
2012 - 2016	Manager, Internal Audit Department	Suzuki House Co., Ltd.
2004 - 2012	Senior Section Manager, Internal Audit Department	Sin Industry Public Company Limited

## 2. The persons assigned to be the Head of the Compliance Unit

Mr. Chinnatat Hiranyakhap		
Position	Sernior Vice President, Compliance Department	
Education	Master’s degree in business Analytic and Digital Transformation, Asian Institute of Technology (AIT)	
	Master’s degree in business Economic, Wichita State University, USA.	
	Bachelor’s degree in marketing, Bangkok University	
Training		
<ul style="list-style-type: none"><li>- DPO License by the Thai Hire Purchase Association</li><li>- ESG Risk Management Workshop by The Securities Exchange of Thailand (SET)</li><li>- Company Preparation Project to develop into online hire purchase loans by the Thai Hire Purchase Association</li><li>- Anti-money laundering and anti-terrorist financing courses</li><li>- PDPA for debt collection business (for executives) by the Thai Hire-Purchase Association</li><li>- The law on the OCPB Announcement 2022 and the correct practices of hire-purchase and leasing business by the Thai Hire-Purchase Association</li><li>- Electronic Hire Purchase under Principles of the Rule of Law and e-Signature 2024 updated Royal Decree on the Operation of Digital Platform Service Businesses That Are Subject to Prior Notification, B.E. 2565 (2022)</li></ul>		
Experience		
Period	Period	Period
2023 - Present	Sernior Vice President, Compliance Department	Asia Sermkij Leasing Public Company Limited
2023 - Present	Sernior Vice President, Planning Department	Asia Sermkij Leasing Public Company Limited
2022 - 2023	First Vice President, Compliance Department	Asia Sermkij Leasing Public Company Limited
2022 - 2023	First Vice President, Planning Department	Asia Sermkij Leasing Public Company Limited

## Attachment 4

## Assets used in business undertaking and asset appraisal values

As of December 31, 2024, the Company and its subsidiaries had land, plant and equipment as follows:

List		Book value (THB million)	Ownership type	Obligation
1.	- Land with 2 blocks of 4-storey commercial building. No.6,8 Sukhumvit Road, Tha Pradu, Mueang, Rayong.	0.43	Owner	None
	- Land with 2-storey commercial buildings. No.354/78 Suwannasorn Rd., Sa Kaeo, Mueang Sa Kaeo, Sa Kaeo	2.22	Owner	None
	- Land with 3-storey commercial building. No.379/15, Moo 3, Nong Kham, Si Racha, Chonburi	4.81	Owner	None
	- Land with 2 blocks of 4-storey commercial building. No.199/ 193-4, Moo 3, Nadi, Mueang SamutSakhon, SamutSakhon.	5.88	Owner	None
	- Land with 2 blocks of 3-storey commercial buildings. No. 65/30- 31, Moo 9, Pak Phraek, Mueang Kanchanaburi, Kanchanaburi	6.19	Owner	None
	- Land with 2 blocks of 3-storey commercial building. No. 88/41-42, Moo 5, Kanchanawithi Road, Bang Kung, Mueang Surat Thani, Surat Thani	6.50	Owner	None
	- Land with 3-storey commercial building. No.299/14 Moo 2, Sanambin-Lopburiramet Rd, Khuan Lang, Hat Yai, Songkhla	5.71	Owner	None
	- Land with 3 blocks of 3 and a half storey commercial buildings. No.9/7-9, Moo 5, Ban Khlong, Mueang Phitsanulok, Phitsanulok	2.00	Owner	None
	- Land with 2 blocks of 4-storey commercial building. No. 105/10- 11, Moo 9, Wat Sai, Mueang Nakhon Sawan, Nakhon Sawan	7.03	Owner	None
	- Land with 2 blocks of 3 and a half storey commercial buildings. No.12/9-10, Moo 2, Nadi, Mueang Udon Thani, Udon Thani.	7.60	Owner	None
	- Land with 2 blocks of 3-storey commercial buildings. No.478 /4-5, Moo 5, Rim Kok, Mueang Chiang Rai, Chiang Rai	5.76	Owner	None
	- Land with a 3-storey commercial building. No.108/7 Highway - Lampang-Ngao Road, Phrabat, Mueang Lampang, Lampang	2.96	Owner	None
	- Land with 2 blocks of 3-storey commercial buildings. No.161/7-8, Moo 5, Old Town, Mueang Khon Kaen, Khon Kaen	4.87	Owner	None
	- Land with 2 blocks of 3-storey commercial buildings. No. 1444/23-24 Village Moo 13, Johor, Mueang Nakhon Ratchasima, Nakhon Ratchasima	4.40	Owner	None
	- Land with a 3-storey commercial building. No.111/4 Phithaksantirat Rd. Sibunruang, Mueang Mukdahan, Mukdahan	2.67	Owner	None

List		Book value (THB million)	Ownership type	Obligation
	- Land with 2 blocks of 3 and a half storey commercial buildings. No. 941/18-19 Chayangkun Road, Nai Mueang, Mueang Ubon Ratchathani, Ubon Ratchathani	8.20	Owner	None
	- Land with 3.5-storey commercial building. No.161/60, Moo 4, Nong Pa Khrang, Mueang Chiang Mai, Chiang Mai.	10.81	Owner	None
2.	Vehicles	15.09	Owner	None
3.	Furnishings and office supplies	211.01	Owner	None
4.	Equipment- Solar cell	592.99	Owner	None
5.	Intangible assets	22.15	Owner	None
Total		929.30		

Source: Consolidated financial statements of Asia Sermkij Leasing Public Company Limited for the Year 2024 audited by certified public accountant.

In addition, the Company and its subsidiaries have entered into important contracts in business operations as follows:

**1) Lease Agreement, office decoration and service agreement for the Company's office located on the 24th floor of Sathorn City Tower, 175 South Sathorn Road, Thungmahamek, Sathorn, Bangkok.**

Contract party : Sathorn City Tower Asset Management Fund by Bualuang Asset Management Company Limited (lessor) and the Company (lessee)

Space : 1,568 Square meter

Period : February 1, 2024 – March 31, 2024

Rental fee : February 1, 2024 – March 31, 2024: 1,207,360.00 THB/month

**2) Lease Agreement, office decoration and service agreement for the Company's office located on the 25th floor of Sathorn City Tower, 175 South Sathorn Road, Thungmahamek, Sathorn, Bangkok**

Contract party : Sathorn City Tower Asset Management Fund by Bualuang Asset Management Company Limited (lessor) and the Company (lessee)

Space : 1,218.94 Square meter

Period : November 1, 2023 – March 31, 2024

Rental fee : November 1, 2023 – March 31, 2024: 975,152 THB/month

**3) Lease Agreement, office decoration and service agreement for the Company's office located on the 9th floor of Panjapoom Tower 1, No. 127 South Sathorn Road, Thungmahamek, Sathorn, Bangkok.**

Contract party : Panjamit Holding Company Limited (lessor) and Company (lessee)

Space : 570 Square meter

Period : November 1, 2023 – March 31, 2024

Rental fee : Fix 290,700.00 THB/month

4) Lease Agreement, office decoration and service agreement for the Subsidiary's office located on the 10/1th floor of Sathorn City Tower, 175 South Sathorn Road, Thungmahamek, Sathorn, Bangkok

Contract party : Sathorn City Tower Asset Management Fund by Bualuang Asset Management Company Limited (lessor) and the Subsidiary (Bangkok Grand Pacific Lease Public Company Limited) (lessee)

Space : 488.71 Square meter

Period : February 1, 2024 – March 31, 2024

Rental fee : February 1, 2024 – March 31, 2024: 376,306.70 THB/month

5) Lease Agreement, office decoration and service agreement for the Subsidiary's office located on the 10th floor of Sathorn City Tower, 175 South Sathorn Road, Thungmahamek, Sathorn, Bangkok

Contract party : Sathorn City Tower Asset Management Fund by Bualuang Asset Management Company Limited (lessor) and the Subsidiary (Bangkok Grand Pacific Lease Public Company Limited) (lessee)

Space : 305.27 Square meter

Period : November 1, 2023 – March 31, 2024

Rental fee : November 1, 2023 – March 31, 2024: 244,216.00 THB/month

6) Lease Agreement, office decoration and service agreement for the Subsidiary's office located on the 25th floor of Sathorn City Tower, 175 South Sathorn Road, Thungmahamek, Sathorn, Bangkok

Contract party : Sathorn City Tower Asset Management Fund by Bualuang Asset Management Company Limited (lessor) and the Subsidiary (SK Insurance Broker Company Limited) (lessee)

Space : 151.30 Square meter

Period : November 1, 2023 – March 31, 2024

Rental fee : November 1, 2023 – March 31, 2024: 121,040.00 THB/month

7) Lease Agreement, office decoration and service agreement for the Company's hub located on the 6th floor, The Mall Shopping Center Building, Bang Khae Branch, No. 518, 518/1 Petchkasem Road, Bang Khae Nuea Subdistrict, Bang Khae District, Bangkok

Contract party : Thonburi Real Estate Company Limited (lessor) and the Company (lessee)

Space : 84 Square meter

Period : December 1, 2022 – November 30, 2025

Rental fee : December 1, 2022 – November 30, 2023 : 33,600 THB/month  
December 1, 2023 – November 30, 2024 : 35,700 THB/month  
December 1, 2024 – November 30, 2025 : 37,800 THB/month

8) Lease Agreement, office decoration and service agreement for the Company's office located on the No. 129, JLK Tower, 19<sup>th</sup>-21<sup>st</sup> floor, Sukhumvit Road, Khlong Toei Nuea, Watthana, Bangkok.

Contract party : JLK Holding Company Limited (lessor) and the Company (lessee)

Space : 4,232 Square meter

Period : May 1, 2024 – April 30, 2027

Rental fee : May 1, 2024 – April 30, 2027: 4,697,520.00 THB/month

May 1, 2027 – April 30, 2028: 4,697,520.00 THB/month

May 1, 2028 – April 30, 2029: 4,697,520.00 THB/month

\*\*A total 6 month of rent-free period in rental and service agreements\*\*

9) Lease Agreement, office decoration and service agreement for the Subsidiary's office located on the No. 129, JLK Tower, 18<sup>th</sup> floor, Sukhumvit Road, Khlong Toei Nuea, Watthana, Bangkok.

Contract party : JLK Holding Company Limited (lessor) and the Company (lessee)

Space : 1,693 Square meter

Period : May 1, 2024 – April 30, 2027

Rental fee : May 1, 2024 – April 30, 2027: 1,879,230.00 THB/month

May 1, 2027 – April 30, 2028: 1,879,230.00 THB/month

May 1, 2028 – April 30, 2029: 1,879,230.00 THB/month

\*\*A total 6 month of rent-free period in rental and service agreements\*\*

10) Lease Agreement, office decoration and service agreement for the Subsidiary's office located on the No. 129, JLK Tower, 18<sup>th</sup> floor, Sukhumvit Road, Khlong Toei Nuea, Watthana, Bangkok.

Contract party : JLK Holding Company Limited (lessor) and the Company (lessee)

Space : 1,693 Square meter

Period : May 1, 2024 – April 30, 2027

Rental fee : May 1, 2024 – April 30, 2027: 1,879,230.00 THB/month

May 1, 2027 – April 30, 2028: 1,879,230.00 THB/month

May 1, 2028 – April 30, 2029: 1,879,230.00 THB/month

\*\*A total 6 month of rent-free period in rental and service agreements\*\*

11) Lease Agreement, office decoration and service agreement for the Company's hub located on the 12<sup>th</sup> floor, Bangna Complex Office Tower, No. 2/58, soi Bang Na-Trat Km.25, Bangna Nuea Subdistrict, Bang Na District, Bangkok.

Contract party : Mr.thanan Sirisithiochti (lessor) and the Company (lessee)

Space : 126.59 Square meter

Period : December 21, 2023 – December 20, 2026

Rental fee : December 21, 2023 – December 20, 2026 : 68,487.72 THB/month

December 21, 2026 – December 20, 2027 : 68,487.72 THB/month

December 21, 2027 – December 20, 2028 : 68,487.72 THB/month

**12) Lease Agreement, office decoration and service agreement for the Company's branch located on the 3<sup>rd</sup> floor Samaphan building, No. 180/1, Sukhumvit Road, Choengnoen, Mueang rayong, Rayong.**

Contract party : Samaphan Property Company Limited (lessor) and the Company (lessee)  
Space : 197 Square meter  
Period : October 1, 2023 – September 30, 2026  
Rental fee : October 1, 2023 – September 30, 2024: 63,000.00 THB/month  
October 1, 2024 – September 30, 2025: 63,000.00 THB/month  
October 1, 2025 – September 30, 2026: 63,000.00 THB/month

**13) Lease Agreement, office decoration and service agreement for the Company's branch located on the 4<sup>th</sup> Floor, DS Tower, No. 78 Moo. 2, Ko Kaeo Subdistrict, Muang Phuket District, Phuket.**

Contract party : Mrs. Patcharin Mayakarn (lessor) and the Company (lessee)  
Space : Commercial building for 3 floors, 130 Square meters  
Period : October 1, 2023 – September 30, 2026  
Rental fee : October 1, 2023 – September 30, 2024: 30,000.00 THB/month  
October 1, 2024 – September 30, 2025: 30,000.00 THB/month

**14) Lease Agreement, office decoration and service agreement for the Company's branch located on the Commercial building for 3 floors, No. 437/336, Jira Road, Nai Mueang Subdistrict, Mueang Buriram District, Buriram.**

Contract party : Miss.Waritha Chaywimol (lessor) and the Company (lessee)  
Space : Commercial building for 3 floors, 160 Square meters  
Period : October 1, 2023 – September 30, 2026  
Rental fee : October 1, 2023 – September 30, 2024: 30,000.00 THB/month  
October 1, 2024 – September 30, 2025: 30,000.00 THB/month  
October 1, 2025 – September 30, 2026: 30,000.00 THB/month

**Supervision of subsidiaries and associated companies**

- 1) The appointment, dismissal, and performance review of the Company legal representative, who is appointed to Subsidiaries due to stake holding, shall be approved by the Company. The Company representative includes company promoter, authorized representative, director, supervisor and others.
- 2) To protect the Company's rights and interests, the company representative appointed by Company shall exercise authorities, fulfill duties, and observe the Company's instruction under the relevant laws and ordinances, articles of Incorporation, contract, ect.
- 3) Subsidiaries shall pursue approval from the Company for matters regulated by the rule of "Subsidiaries' matters reserved for Holding Company".



- 4) Subsidiaries shall hold business review meeting (the Meeting) regularly and invite persons designated by the Company to attend the meeting. Minutes of the Meeting shall be submitted to Corporate Secretary for the Company's review.
- 5) Subsidiaries shall accept regular audits from the Company. The Company can also appoint an auditor to conduct extra audits on Subsidiaries at any time, whenever necessary.
- 6) Cohere with the rule of "Guideline of Managing Subsidiaries Performance Reports", Subsidiaries shall submit relevant reports and statements to the Company regularly or upon request.
- 7) The policies and procedures of Subsidiaries shall comply with the rule of "Guideline of Company Policies and Procedures Management" stipulated by the Company and shall be maintained and updated regularly.
- 8) When the continuity of business or the investment reason of Subsidiaries is vanished, the company-dissolving proposal or stake-selling project shall be submitted to Corporate Planning Department and subject to the approval of Board of Directors.

#### The detail of Asset Appraisal values

- None -

## Attachment 5 Corporate Governance Policy and Code of Conduct

### Principles of Good Corporate Governance

The Company establishes the operational policy concerning corporate governance system of the management in order to maximize the efficiency of the Company's management. The Company's Board of Directors sets out the Code of Best Practice for directors of a listed company to comply with the guidelines of the Stock Exchange of Thailand and the Corporate Governance Code for Listed companies 2017 of the Securities and Exchange Commission to enhance the transparency and effectiveness of the management which will create confidence to the shareholders, investors and all stakeholders as following;

#### Policy and guidelines related to the Board of Directors

The Company's Board of Directors has a duty to determine vision, mission, strategy, business plan, budget and objective of the operation of business which can be changed according the business situation and will be reviewed every year, as well as to supervise the management to perform in accordance with the targeted plan in an effectiveness and efficient manner and to monitor the implementation of the Company's strategy. It also has a duty to establish the appropriate internal control, internal audit and risk management system, and to ensure that the financial report is provided on a regular basis and with quality under supervision of the Audit Committee in order for the Company to meet the determined target and to provide optimal benefits to all groups of stakeholders.

In addition, the Company has guidelines for Policy and guidelines related to the Board of Directors, which includes;

- Selection of the Board of Directors
- Independent Directors
- Remuneration for Directors and Management
- Director Development
- The Board of Directors' Meeting
- Evaluation of the Board of Directors

Please see our Policy for more details on the topic Corporate Governance Policy and Code of Conduct

#### Policy and guidelines related to shareholders and stakeholders

##### Shareholders' right

The Board of Directors has recognized the importance of shareholders' right, which has been listed in shareholders' right protection policy, and also encourages every shareholders and institutional shareholders to exercise their rights under the law i.e. the Company profit sharing, the right to sell or transfer stocks, the shareholders' right to obtain the information, the voting right in the shareholders' meeting to appoint or to demote the directors, the remuneration of the Board of Directors, the appointment of a certified auditor, the approval of the audit fee and other issues which may significance effect the company.

In addition, the circulation of the information needed for any shareholders have been listed through the company website “www.ask.co.th” i.e. the shareholders’ invitation letter, the minutes of the meeting, the Company never had any policy to lessen the shareholders’ right and the Company will not distribute the importance information immediately on the meeting day, or not put additional agenda or change any details of the meeting without noticing the shareholders in advance. In addition, the shareholders shall be obtained the rights to ask any question to the Board of Directors and attend in the meeting although they come late. The shareholders’ right for a shareholder or shareholders holding shares and having an aggregate voting rights not less than 1 percent of all Company voting rights to propose the meeting agenda or nomination of directors. The Company has been disclosed to SET and Company’s website for public communicate and be able to access easily.

#### **Fair and Equitable Treatment to Shareholders**

The Company recognizes the importance of the right of shareholders and treats every shareholder included institutional shareholders equally. As a result, the Company will timely, accurately and completely disclose material information and news to its shareholders on a regular basis. In an invitation to the shareholders’ meeting with adequate information for the shareholders to be notified about 7 days prior to the date of the Meeting, the Company will deliver a meeting invitation letter together with support information relevant to meeting agenda to the shareholders 30 days prior to the meeting date. Invitation letter for the meeting is also announced in the newspaper with complete opinion of the Board of Directors on each meeting agenda in order that the shareholders have sufficient time to consider the information prior to the meeting. Minutes of the meeting are also accurately recorded for further review by the shareholders. The Company intends to provide additional option to the shareholders by authorizing the independent director of the Company as a proxy on behalf of the shareholders in case the shareholders cannot attend the meeting. On the meeting date, The Company has set the venue, and the appropriate time that is convenient for every shareholder and institutional shareholders to assure the security. The Company has provided the sufficient registration counters with “Barcode System” and allowed. the participants to register 1 hours before the meeting starts and can also register prior to or during the meeting. During the meeting, the Company had appropriately and adequately provided the opportunities to shareholders to ask or express their opinions. In addition, the Company has established measures to prevent Board of directors and Executive use inside information to gain benefits for yourself or others. Including, to protect minority shareholder rights. the Company has set a clear policy on related transactions and disclosed in the Company annual report.

#### **Awareness in stakeholders**

The Company recognizes and is aware of the importance of all groups of stakeholders, both internal and external including customers, shareholders, employees, creditors, debtors, competitors and others related entities. Moreover, the Company also pays attention to the social and environmental responsibility, since every stakeholder always has a long-term support for the company. In addition, the human development policy will be very crucial to help every single employee to develop himself both on the

knowledge concerning current responsibility and the skill development in supporting them for the achievement in their career path. For the Environmental management policy, the nature of company's business operations are not direct impacts the environment. The company has already same focus on Environmental policy.

**Information disclosure and transparency**

The Company recognizes the important of accurate, complete and prompt disclosure of important information of the company including the company performance information, clearness shareholding structure which detailed in Shareholding Structure section and the corporate governance policy, which was disclosed in the One Report and the Company website at [www.ask.co.th](http://www.ask.co.th). Furthermore, the Company establishes the Investor Relations Department to be another channel to disclose the information to its shareholders, the analysts and general investors.

The company disclosed the Principles of Good Corporate Governance for public acknowledgement via the Company's website as [www.ask.co.th](http://www.ask.co.th) > section investor Relations

## Anti-Corruption Policy

Asia Sermkij Leasing Public Company Limited (“The Company”) and its subsidiary have the guidelines on doing the business with code of conduct according to the good corporate governance, and adhere to the social responsibility and all stakeholders. The Company has prepared an anti-corruption policy to define the responsibilities, practical guidelines, preventions and anti-corruption leading to the development of the sustainable organization. It has disclosed information to the public on the anti-corruption measures via the company’s website [www.ask.co.th](http://www.ask.co.th) and its e-Policy, which is the internal communication system of the Company.

### Objectives

1. To show the intention and determination of the Company in all forms of anti-corruption.
2. To designate the guidelines for directors, management, including employees to acknowledge and practice in anti-corruption.

### Scope

This policy is applicable with all the employees, which covers from directors, management and employees, regardless of the regular or temporary employees (collectively called “Employees”) of Asia Sermkij Leasing Public Company Limited and its subsidiary.

### Definitions

“Corruption” means the abuse of authority to give, demand or receive the undue benefit for the interest of self, family or acquaintance except it is the case that is allowed by the law, rule, notice, regulation, custom and tradition or business practice so can be made. “Political Contributions” mean giving assets, rights or other benefits in any forms as help, support or other interests to a political party, politician or person related to politics, including giving to political activity, regardless of directly or indirectly.

### Duties and Responsibilities

1. Board of Directors has a duty and responsibility to determine the policy and oversee the establishment of the anti-corruption system with suitability and efficiency to ensure that the management prioritizes the Company’s anti-corruption and promotes anti-corruption practice to become an organizational culture on the good corporate governance.
2. Audit committee has a duty and responsibility to review the Company’s internal audit and risk management system to comply with the suitable anti-corruption guidelines, including may agree to assign an authority or hire a consultant to investigate corruption independently.
3. Management has a duty and responsibility to promote and support the anti-corruption policy by communicating with employees and reviewing on suitability of the system and measures to be consistent with a changing business.
4. Internal audit department has a duty and responsibility to examine, review the operations to ensure that the Company has the suitable and sufficient control system to prevent the corruption risk, and also report to audit committee in case of unusual situation.

5. Head of Department has a duty and responsibility to determine the control system as well as promoting and supporting the anti-corruption policy in the responsible department to ensure that there is an efficient practice to prevent or mitigate the corruption risk.
6. Employees have a duty and responsibility to comply with the anti-corruption policy. If there is a doubt or encounter with the violation of this policy, employees shall notify superiors for acknowledgement or the channel specified in this policy immediately.

#### **Practical Guidelines**

The directors, the management and all the employees of the Company and its subsidiary have to comply with the anti-corruption policy and the Company's code of conduct by not participating in all forms of corruption, regardless of directly or indirectly. The Company prioritizes the prevention of corruption and exploit of undue benefit for themselves or others as follows:

1. Giving or receiving a Gift or Entertainment
  - 1.1 The employees are prohibited to demand, offer, receive, or give a gift, entertainment or other benefits in form of money or other kind from/to the business participants as a bribe except receiving or giving a gift according to festive occasions or traditional norm which may not affect the recipient's business decision-making.
  - 1.2 In case that an employee has received a gift according to festive occasion or traditional norm exceeding the normal value from business participants, he/she shall report to the hierarchical superior.
2. Political Contributions, Charity Donation and Sponsorship
  - 2.1 Political Contributions
    - 2.1.1 The Company has the policy to maintain neutrality in politics by not taking any actions which show loyalty towards any particular parties as the following employee practices:
      - (1) The employees should exercise their rights as good citizen in accordance with the constitution law and other relevant laws.
      - (2) The employees have personal rights to attend political activity during non-working hours, but shall not claim as the Company's employees or participation on behalf of the Company.
      - (3) The employees are prohibited to attend any activity that may cause misunderstanding that the Company has involved or given Political Contributions or showed loyalty towards any particular parties.
      - (4) The employees are prohibited to use any assets, equipment or tools of the Company for a Political Contributions.
  - 2.2 Giving a Charity Donation
    - 2.2.1 Giving a charity donation shall be made on behalf of the Company to any reliable organization with the objective to benefit the society.
    - 2.2.2 Giving a charity donation must be proceeded with evidence and transparency through verification and approval procedure according to the Company's policy and legal.

2.2.3 The evidence for charity donation must be kept for later audit.

### 2.3 Sponsorship

2.3.1 Giving sponsorship, regardless of money, object or asset to any activity or project to promote business or good image of the Company's and its subsidiary, shall be proceeded with transparency through verification and approval procedure according to the Company's policy and legal.

2.3.2 Giving sponsorship must be proceeded with evidence and stored evidence for inspection later.

### 3. Control of Corruption

3.1 The Company provides appropriate segregation of duty, in order to prevent one individual to be responsible from the beginning to the end of process with proper job assignment authorized by the hierarchy.

3.2 The Company provides appropriate job rotation to the employees who continue one position for long time to avoid corruption risk.

3.3 The Company ensures that all the employees understand the Company's code of conduct and providing with training of the anti-corruption policy and practical guidelines, including other training related to the anti-corruption, if necessary.

3.4 The Company prepares a whistle blowing procedure to report suspect information of corruption or action that breaches the policy with accuracy, convenience, and safe for the employees and outsiders.

3.5 The Company encourages employees to report corruption allegation in good faith, not for personal gain which may lead to disciplinary action.

### 4. Complaint and Measures on Protection of Evidence and Complainant

4.1 In case there is doubt or encountering an offence that may fall into the violation of this policy, the employee has to report to the superior promptly, or report via the channel according to the "whistle blowing policy."

4.2 The Company shall give fairness and protection to the employee who reports suspect information of corruption by using the protection measures for the complainant, or giving cooperation on the report of the corruption as specified in the policy on whistle blowing.

4.3 When receiving a suspected report of corruption, the Company shall immediately prevent evidence from theft, change or destruction by moving the evidence to a safe place, limiting the right to access the evidence-storing place, etc. To terminate the security guarding, the evidence shall be kept with sufficient security until the internal audit concludes the result.

4.4 All participants shall keep the details and the results of the investigation confidential, and be prohibited from disclosing the information to unauthorized persons.

### 5. Human Resources (HR)

5.1 The Company has designated the anti-corruption policy as part of the human resources (HR) management covering the process on recruitment, training, performance evaluation, compensation and promotion, which reflect the Company's intention towards the anti- corruption.

5.2 The Company has assured that there will be none of its employees be demoted, punished or given a negative result to those who refuse corruption, although it may cause the Company to lose the business opportunity.

6. Violation of the Policy

6.1 The Company shall punish the employee who violates this policy, in which the punishment shall comply with the rules on the discipline of the Company and/or the relevant law.

7. Assessment of the Risk from Corruption

7.1 The Company has provided the preventive and control measures for the corruption risk to comply with business ethic and good corporate governance.

7.2 The Company has an independent internal audit department to assess the corruption risk and report directly to the audit committee.

8. Monitoring and Reviewing of the Anti-Corruption Policy

8.1 The company shall review the compliance with anti-corruption policy periodically.

8.2 The company shall review the anti-corruption policy, practical guidelines and other policies to be consistent with the change of business, rules, regulations and legal requirements.

9. In case there is a doubt on the anti-corruption policy, the employees shall contact for advice from the superior or the human resources (HR)



## Code of Conduct

### Scope

Applied to each member of the Board of Directors, managements, and all employees of Asia Sermkij Leasing Public Company Limited and subsidiary company and others that the company has control right over which including the business abroad. “Employees” mean both permanent, temporary, special contract, and hired employees working either full or part-time

### Procedure

#### 1. Conflict of interest

##### 1.1 Board of committees and managements

Must carefully consider the conflict of interest on related party transactions under the regulations of the SET between the company and its subsidiary including related individual and juristic persons with honesty, rational, and independent under morality by considering the benefit of the company as the most importance to ensure that the transactions are reasonable and happen for the company’s benefit.

##### 1.2 Audit Committee

Has duty to review transactions that relate or might relate to the conflict of interest to comply with the law and regulations from the SET to ensure that these transactions are reasonable and happen for the company’s benefit.

##### 1.3 Employees

1.3.1 Employees should avoid any act that against company’s benefits neither from contacting with company business related persons such as business partners, customers, competitors nor using opportunity or information received during work with the company as an employee to find self benefits or to do any business that is considered company’s competitor.

1.3.2 Employees must protect the company’s benefit with their best efforts.

1.3.3 Employees must not do any act against the company’s benefit neither direct or indirect way.

1.3.4 Employees must not involve with other businesses that might affect the company’s benefits or be the company’s competitors.

#### 2. Protect and use of company’s assets and information/confidential data of the company

2.1 During the employment, employee would know the information of the company called “the trade secrets” which means the information that is not yet disclosed or not yet accessible by groups of people who normally have duties related to those data which have commercial benefits that the company uses proper procedures to protect them. The procedures may be regulations, contracts, or any other agreements of the company that are defined and valid or under the trade secret Act, B.E. 2545 which states that the employees must agree to protect all of the company’s “Trade secrets” that received or known or given due to working for the company. Employees shall not sent the company’s “trade secrets” to any recipient nor copy without

permission, including not disclosing and or omitting or postponing to do any act that may discredit the company's reputation or create loss or damage to the company's business, and employees shall not work or become employees or provide advice or help or make any contract with any legal entities or businesses of competitors or businesses which are similar to that of the company during the employment term.

- 2.2 Employees must not work for other persons or organizations that give compensation benefits during company's working hours except with a permission in letter from the CEO or assigned person.
- 2.3 Employees must not act anything that is against the company's benefits neither in direct nor indirect way and neither by themselves nor with others.
- 2.4 Employees must strictly follow the company's policy of information system such as:
  - Do not intervene in others' privacy in any case
  - Do not use the company's confidential information. Only the direct responsible persons are allowed.
  - Must follow the rules and regulations of using equipment's and tools in computer system.
  - Do not enter into the data and files of other users without permission
- 2.5 Employees must know and follow the guidelines for using computer system and network system correctly and properly.
- 2.6 Do not install or record any software into company's computer system without permission.
- 2.7 Do not give company's software to any person including trade partners, contract partners, and customers. And do not bring company software for personal installing, including employees' use of internet or connect with internet for data transferring and distributing of indecent material, submitting or receiving information through electronic system (E-mail) that violate the law or copyright law or against intentions, objectives, or regulation, or policy of the company's information system or violate the Computer Crimes Act B.E. 2550 or other laws.
- 2.8 Under employment contract, employees must not act and/or restrain the act that will result in any damage of the company due to the information and/or report or record or communication that is fraud or incorrect by any means with intention.
- 2.9 Employees must not violate the company's copyright and/or other companies' copyright that allow the company to use their computer programs neither by contract or other means and/or neither by duplicating nor modifying and distributing to public or renting the original or copy for seeking profit or not. If any employee violates this, the company has right to cancel the employment contract suddenly.
- 2.10 Employees must use the company's asset with care, and responsible and take care of tools and equipment's given from the company to be in good conditions and call for repair when out of order or damage.
- 2.11 Employees must not violate the rules, instructions, or commands of the company that may cause an accident or damage of the company's asset.

- 2.12 Employees must not bring the company's equipment's or assets to use in purpose other than for the company's businesses and activities.
- 2.13 All of managements, committees, and employees of the company must protect the confidential information of customers, contract partners, or trade partners or any others
- 2.14 All of managements, committees, and employees of the company must not disclose information and documents that are confidential or trade secret.
- 2.15 Managements and employees of the company must know and follow procedure for information security in order to protect the confidential information from accidentally disclosure.

### **3. Gifts or entertainment benefits**

- 3.1 Employees should not request, receive, or accept cash or other benefit from any business related party.
- 3.2 Employees may accept or give some gifts according to the traditional common practice in case that the gifts have no effect to the receiver's business decision.
- 3.3 If employees receive the gift during the traditional occasion but in excessive value from business related parties, employees must report to the superior position under the chain of command.

### **4. Personal trading and use of insider information**

- 4.1 Committees and managements have to submit report of personal trading record to comply with the regulations of the SET and the SEC.
- 4.2 The company and subsidiary must follow the law regarding to the use of insider information for equality and fair to all shareholders and for protecting law violation from the company's all level staffs and their families that know or receive the non-public information. The company prohibits the above people from trading or assisting others to buy or sell or bid or offer of the company's stocks neither by themselves nor through brokers during the time that receive the undisclosed information. The company and the SET will consider this type of trading as speculative trading or trading that create advantage to some group of people.
- 4.3 The company sets up the security system at workplace in order to protect the data files and confidential documents and limit the accessibility of non-public information to only related and necessary persons. So, it is a responsibility of data owners or receivers to insist related parties to follow the security procedures strictly. People who violate the insider information policy must be punished under the company's discipline and/or the law according to the case.

### **5. Control system and internal audit and accounting and financial reports**

#### **5.1 Control system and internal audit**

Develop the efficient control system and internal audit under the supervision of internal auditors and the review of the audit committee

#### **5.2 Accounting and financial reporting**

- Managements of the Company are responsible for the preparation of both annual and quarterly financial reports that must be accurate, complete and timely and prepared according to the accepted accounting standards.

- Recording of all business transactions of the Company must be accurate and complete and can be examined without any limitations or exceptions.
- The record of accounting transactions and business records must base on the truth without distortion or false transaction for any particular purpose.
- Employees at all levels must perform business transactions complying and according to rules and regulations of the company with documentary evidence on each transaction. And employees must provide adequate and timely information to those who are responsible for recording, preparing, and evaluating accounting and financial reports. So they are able to record and prepare all kinds of accounting and financial reports of the company into the company's accounting system with correct and complete information.
- Employees at all levels must follow the regulations and related laws of the country and/or abroad in order to provide and record the financial reports correctly and completely.
- Employees at all levels must adhere to honesty, fairness, and integrity while record and prepare all financial reports.

## **6. Responsibility to shareholders**

- 6.1 Act with integrity and perform with fairness to all shareholders including institutional investors under the good corporate governance.
- 6.2 Regularly report to shareholders on the status of organization with complete actual information.
- 6.3 Regularly report to shareholders on the future prospects of the organization in both positive and negative side with sufficient supporting reasons.
- 6.4 Disclose important information correctly, completely, clearly, and timely to give shareholders the financial position and the operational performance of the company through contact channels that allow shareholders to access the data at ease.
- 6.5 Company provides policy to facilitate and encourage the attendance of shareholders by announcing the report submission period and distributing documents related the shareholders' meeting to provide shareholders the correct and adequate information in proper time to facilitate and encourage shareholders participation during the meeting.
- 6.6 Prohibit the Board of Directors, managements, and employees from using the insider information that has not been released publicly to inappropriately seek benefits for themselves which is unfair to other shareholders.

## **7. Employees**

- 7.1 Select and recruit with efficiency and fair and strictly follow the labor laws with respect for individual rights without limitation, and human rights violations, such as not employing child labor and no limitation set on hiring disabled workers, and so on.
- 7.2 Provide fair remuneration to employees in accordance with the operating performance of the company for example for the short term, the company has determined the rate of the salary and the annual bonus to be consistent with the performance of the company. And for long term, the

company provides employees the provident fund in order to motivate employees to join the company and develop the company including providing appropriate and fair welfare.

- 7.3 Provide the working environment that is safe for employees' lives and properties.
- 7.4 The promotion and transfer of employees including the reward and punishment must be done under integrity and based on knowledge, capability, and suitability of employees.
- 7.5 Give priority to the development of knowledge and skills of employees thoroughly and regularly.
- 7.6 Strictly comply with laws and regulations related to employee

#### **8. Practices of employees and practices of employees to other employees**

- 8.1 Shall perform duties with intention, integrity, and transparency.
- 8.2 Shall refrain from giving gifts to supervisors or accepting gifts from subordinates.
- 8.3 Respect the rights of other employees
- 8.4 Supervisors shall behave to be respected by employees. And employees shall not perform anything showing the disrespect of supervisors.
- 8.5 Shall be disciplined and follow to the rules, regulations, and good traditions of the organization whether they are in written form or not.
- 8.6 Create and maintain an atmosphere of harmony and solidarity among employees. And shall avoid any action that may affect the reputation and image of the company or later become problems to the company.

#### **9. Practices of employees to customers**

- 9.1 Commit to customers' benefits and satisfactions with fair rates and maintain good relationships in long-term.
- 9.2 Provide accurate, complete and clear information to customers with fair terms and conditions for both parties
- 9.3 Record customers' information systematically and safely and do not use customers' information in misappropriated way.
- 9.4 Set up unit responsible for advising and solving customers' problems and receiving complaints in easily accessible channel.

#### **10. Competitors**

- 10.1 Respect for the equality of competition by operating under the rules of fair competition.
- 10.2 Do not seek for confidential information of the competitors by dishonest or inappropriate way.
- 10.3 Do not violate the intellectual property rights of competitors.
- 10.4 Do not discredit the competitors by malicious accusation without the fact.

#### **11. Trade partners**

- 11.1 The company has criteria for selecting trade partners by considering their financial stability together with expertise and experience in the business and their reliability.
- 11.2 Follow the defined commercial terms and agreements with fairness and transparency.
- 11.3 Regularly visit trade partners to receive feedback and suggestions to better improve the company's system and performance.

- 11.4 Do not do business with trade partners that have illegal and immoral behavior including bad financial record.
- 11.5 Do not accept any assets or benefits from trade partners.

## **12. Creditors**

- 12.1 Prepare all contracts according to related laws with fairness and transparency.
- 12.2 Follow conditions and agreements of contracts or other agreed conditions strictly.
- 12.3 Manage the loan repayments and interest payments to creditors in correct amount and on time as agreed.
- 12.4 The Company has proper and fair guarantee conditions. In case of overdue payment, the company agrees to follow the contract and will pay for the principal, fee, and interest at the rate clearly specified in the loan contract agreements with creditors.
- 12.5 The Company applies the principles of good capital management to provide adequate cash flow for repaying loan and interest.

## **13. Social and community responsibility**

- 13.1 Place an importance on the guidelines and principles of social and community responsibility including operating under the proper environmental standards of the business.
- 13.2 Support and perform activities for the benefits of public, community, society and environment.
- 13.3 Place an importance on the environmental protection, such as the campaign for employees to use both sides of paper including collecting documents in Digital files (PDF files) to reduce environmental impact and to reduce the use of resources, the company's policy of turning-on lights as necessary which will be turned-off during lunch break, and policy to turn off the computers and other devices before leaving the company in order to support the energy savings.

## **14. Protect violation of the intellectual properties or copyrights.**

- 14.1 The company respect and will not violate the intellectual property rights or copyrights of others.
- 14.2 Avoid buying products from sellers who violate the intellectual property rights or copyrights.

## **15. Protect violation of human rights**

Respect the rights of individuals under the law including not limiting the privacy rights and not violating the human rights, such as not employing child labor and no limitation set on hiring disabled workers, and so on.

## **Monitoring for compliance**

- 1) In case of finding themselves involving or allowing subordinates to violate laws, regulations, codes of conduct, or policies of the companies, the executives, the board of directors and employees must directly report to the human resources department and then let the human resources department to further follow the procedures set in the related policies and the regulations according to the case.

The company shall review the code of conduct every two years or when a significant change found to ensure that the code of conduct is still suitable for the business environment that has changed.

In addition, to provide channels for stakeholders' participation, the company has set communication channels to receive complaints, suggestions, and ideas sending to the board of directors through the company's website [www.ask.co.th](http://www.ask.co.th) in the section of investor relation or through mails or documents directly submitted to the company.

## Attachment 6

## AUDIT COMMITTEE'S REPORT

To Shareholders,

The Audit Committee of Asia Sermkij Leasing Public Company Limited consists of four independent and non-executive directors whose qualifications are appropriate and in compliance with the regulations stipulated by the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission. In the year 2024, the attendance record of each member of the Audit Committee is as follows:

Name	Position	Attendance Record / Total Meeting
1. Mr.Pradit Sawattananond	Chairman of the Audit Committee	5/5
2. Mr.Anant Svattananon	Audit Committee Member	5/5
3. Dr.Supriya Kuandachakupt	Audit Committee Member	5/5
4. Mr.Kasem Akanesuwan	Audit Committee Member	5/5

Whereby Mr. Kaweewat Chouthong position First Vice President of Internal Audit Department serves as the Secretary of the Audit Committee.

During the year 2024, the Audit Committee held 5 meetings with the Company's management, the internal auditors and the external auditors for discussion of the related agenda, including one non management meeting with the external auditors in order to enhance good corporate governance and transparency of the Company's financial statements.

The Audit Committee completely performed duties as designated by the Board of Directors and specified in the Audit Committee Charter in accordance with the terms and the best practices for Audit

### 1. Financial Statements

Review of the consolidated quarterly and annual financial statements with the external auditors and the related management by considering the accounting information, compliance with accounting standards and regulatory requirements and internal control in the preparation process of the financial statements. The review concluded that the financial statements were prepared in accordance with the generally accepted accounting principles and the disclosure of information was adequate, accurate, reliable, and timely.

### 2. Internal Control System

Review of the internal control system with the internal auditors and the external auditors to assess its sufficiency and effectiveness with the aim to prevent all possible risks. The Audit Committee reviewed the internal control assessment for the year 2024 with the Assessment Form of Sufficiency of Internal



Control System prescribed by the Securities and Exchange Commission (SEC). The review concluded that there were no significant flaws from the operation and the Company's internal control system was sufficient, effective and in compliance with the SEC's requirements.

### **3. Regulatory Compliance**

Review of the Company's operations to ensure that they were in compliance with the Securities and Exchange Acts and the Stock Exchange of Thailand's regulations and laws relating to the Company's business. The review concluded that the Company's operations were in compliance with the relevant laws and regulations.

### **4. Nomination of External Auditor**

Consideration of the selection, nomination, and remuneration of the Company's external auditors in order to propose to the Board of Directors for approval in the Shareholders' meeting including non – audit services of the office related to the Company's external auditors. With regard to the past performance, independence, and the appropriate remuneration, the Audit Committee nominated EY Office Company Limited as the Company's external auditors for the year 2025. The Audit Committee concluded that the external auditors performed their duties professionally and independently. In addition, the external auditors have no relations with the Company and its subsidiary.

### **5. Connected Transactions**

Review of the connected transactions or those which may cause conflict of interest, including the reasoning, transparency and completeness of the Company's disclosure of such information, to ensure that they were in compliance with the laws and regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission. The review concluded that they were consistent with the normal business practices, all the required regulations, reasoning and the best interest of the Company.

### **6. Internal Audit**

Approval of the internal audit plan for the year 2025 with emphasis on a risk-based audit approach for each business function, review of the internal audit activities, resources and manpower, and suggest and follow-up the improvement of audit items from the Internal Audit Department. The management concerned was invited to explain the result of the corrective action. The Audit Committee concluded that the internal audit practices were independent, appropriate, effective and contributive to the Company's good internal control, risk management, and corporate governance.

### **7. Risk Management**

Review and evaluation of the Company's risk management process as well as giving recommendations on the improvement of the efficiency and effectiveness of the Company's risk management system according to the Company's risk management policy.

## 8. Major Shareholder's Audit

Acknowledgment of the annual audit report prepared by the internal auditors of Chailease Group, the Company's major shareholder, and followed-up of their suggestions on the improvement of the significant issues on a quarterly basis.

## 9. Self Assessment

Conduct of the self assessment on the audit committee in accordance with the guidelines of the Stock Exchange of Thailand. The Audit Committee had the opinion that its practices were in compliance with such guidelines with the effective enhancement of the Company's good corporate governance.

## 10. Anti - Corruption

Consideration and review of the Company's Self-Evaluation Tool for Countering Bribery as required by the Institute of Directors (IOD) in order to send to CAC Committee for the Re-Certification process.

In addition, the Company has obtained the Re- Certification of membership from CAC Committee for 3 years since September 30, 2023.

In conclusion, the Audit Committee performed its duties with prudence and independence, and provided straightforward comments based on transparency and good governance. The Audit Committee concluded that the Company's financial statements were prepared in accordance with generally accepted accounting principles with adequate disclosure. The connected transactions, which may cause conflict of interest, were reasonable and consistent with the normal business practices. The overall internal control, internal audit, and risk management systems were adequate and effective. Furthermore, the Company's endeavor to conduct the operations transparently and ethically in compliance with the relevant laws and regulations and the principles of good corporate governance will create the confidence to the shareholders, investors and all parties concerned.

A handwritten signature in blue ink, appearing to read 'P. Sawatt', with a stylized flourish at the end.

(Mr. Pradit Sawattananond)

Chairman of the Audit Committee



