



Annual Report 2023

Form 56-1 One Report

SRIRACHA CONSTRUCTION PUBLIC COMPANY LIMITED

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## **PART 1**

### **Business Operations and Performance**

#### **1. Structure and Operations of the Group of Companies**

##### **1.1 Policy and Business Operations Overview**

###### **Overview on Operation Policy of the Company and the Group of Companies**

The Company has registered as a public company limited on December 14, 2011 and has changed the name from Sriracha Construction (1994) Company Limited to Sriracha Construction Public Company Limited. The Company's major shareholder is Sriracha Holdings Company Limited which holds 145,300,000 shares or 46.89% of total shares. The Company has been listed in the Stock Exchange of Thailand on July 2, 2012 with the registered capital of 310,000,000 baht, at par value of 1.00 baht per share, and paid-up registered of 309,879,000 baht as at December 31, 2023.

###### **Nature of Business**

The Company engages in steel structure construction service business for the main contractors and the project owners directly. Main customer bases of the Company are customers in energy industry, i.e., oil refinery, power generation industry, petrochemical industry, and mining industry, domestically and internationally. Engineering services rendered by the Company can be divided into:

###### **Steel Structural Works**

The Company will design details, procure materials, assemble and install steel structure of pipe bridge and pipe rack for transmission of liquid, including steel structure supporting equipment and machineries in various industries, such as, oil refinery, petrochemical plant, power plant, beverage plant as per specified by the customers.

###### **Assemble and Installation of Piping System (Piping)**

The Company provides the works on fabrication, installation and connection of pipes used for transportation liquid and gas, such as oil and solvents and etc., to heavy industries, such as petrochemical plant, oil refinery and power plant.

### **Tanks, Equipment & Mechanical Installation and Modification**

The Company provides services of fabrication, installation and modification of liquid tanks, equipment and materials including heavy lift operation used in the heavy industrial factories, i.e., petrochemical plant, oil refinery, beverage plant and etc.

### **Other Works**

Apart from the above-mentioned works, the Company also operates other works, such as modification and maintenance of machinery and equipment, which consist of moving and lifting of machinery, equipment and materials used in heavy industry, i.e., petrochemical plant, oil refinery, beer manufacturing plant, which require specific expertise. Such work can be performed on live plant areas and new construction plant areas.

As at December 31, 2023, SRICHA Group consists of the Company, 1 affiliate company, as follows:

1. **SCC Maintenance Services Company Limited, an affiliate**, which engages in business of maintenance services for the machineries, annual overhaul or improvement of manufacturing unit in Eastern Seaboard areas, as well as construction works which have value less than 100 million baht in Rayong Province, Most of income derived from maintenance works in Rayong province, particularly in petrochemical plant, chemical product plants and plastic fiber manufacturing plant.

### **Vision**

To become one of the leading companies with world class standard that sustained the reliability and acceptability in mechanical and engineering construction from people in heavy industrialized business both domestic and international and to be known as one of the most reliable and acceptable construction company worldwide.

## **Mission**

1. To build quality works with safety working standards, preserve environment, deliver the works as per the specified time and the customers' requirements.
2. To create maximum returns to the Company's shareholders, maintain benefits and enhance satisfaction to all groups of stakeholders.
3. To manage the works with efficiency and effectiveness to prepare readiness to move forward to business operations with international standards.
4. To develop potential on quality of life of the employees by enhancement their capability and working skills to support for expansion of the Company in the future as well as to develop safety standard which is the key factor of the Company's operations.
5. To emphasize the Company to be the organization with good governance which operates business with integrity, fairness, and transparency with social and environmental responsibility that cultivates ethics to the employees at all levels.

### **❖ Organization values :**

To complete work within the specified time period.

To maintain the highest level of safety standard.

To submit work in accordance with customer's requirements.

To increase the competency of staffs, management system, information system with advances technologies system.

To Keep up with the World class Construction Standard.

To have a strong corporate social responsibilities.

### **❖ Objectives**

The Company sets the clear vision to become one of the leading company with world class standard that sustained the reliability and acceptability in mechanical and engineering construction from people in heavy industrialized business both domestic and international and to be the most reliable and acceptable construction company worldwide. In order to achieve

such vision, the Company sets the objectives of 3 main aspects; to success in mechanical construction of heavy industrial business, to continue develop the capabilities of the staffs, and to work in transparency.

**To success in mechanical construction of heavy industrialized business.**

The Company focuses on developing the organization and increasing the potential in business operation in several aspects as follows:

**To become the leader in construction business of heavy industrialized business**

The Company focus on being the leader in mechanical, engineering construction and services of heavy industrialized business as the main business of the Company, The Company emphasizes on developing the competency of staffs, management, information system and advance technologies system so that the Company can gain the best in service qualities with world class standard and to complete the project in time.

**Enhance the financial status**

In conversion to public company limited and in registration with the Stock Exchange of Thailand, the company has a great chance to raise fund for business expansion in the future. It also enhances the company's profile that would also give a greater chance of acquiring a good project in the future from both domestic and international clients.

**Create and maintain the business allies**

Presently, the company has business allies who are the project executives or the main contractors in many international projects. The Company is generally accepted and well known for the best quality of work as from history the company has shown the competent in completing many projects that required good experiences, proficiency, highest safety standard and special expertise in the operation. The mentioned business alliance increased the opportunity to earn the big construction or services projects in foreign countries continuously. The Company has set the goal of creating more alliance both in the numbers and the relationship.

### **The objective in developing and maintaining the staffs**

The Company is well aware that staff is one of the most crucial part for successful of the company. That's why there are the policies that enhance the development of staff in both management and operational levels, especially engineer which is considered to be the most important resources of the Company. The Company sets forth the plan to continually develop the knowledge and competence of staffs both in special fields and principle of project management as well as encouraging team work for exchanging the opinion and learning from others. There is also the development of efficiency in operation while maintain the competitiveness of work. Moreover, the company also planed to create the learning institute for developing the proficiency of all human resources of the company. The Company maintains valuable human resources by monitoring their needs and constantly assess their performance as to provide the benefit that match their ability. An increase in salaries, bonus and other benefit of the employee depends on individual work performance along with the financial status and work performance of the Company. Furthermore, the Company also issued an ESOP (Employee Stock option) to employees and key persons of the Company. The company believes that if employees' need and requirement are met, they will work happily and devote more to the company. These all enforce the Company to be able to maintain the staffs with quality and significance for the Company.

### **The objective in business operation with transparency**

The Company sets the goal in operating with transparency, honesty, and efficiency. The policies are set for good governance that cover the important principle in the rights of shareholders, the treat with shareholders equally, the consideration on the roles of stakeholder, the sufficiently revelation of data for all related person and the responsibilities of committees. These will be the guidelines in operating the business to achieve the objectives and the goals set in the business operation following the correctness and transparency.

## Background and significant development during the past period

Sriracha Construction PLC (“the Company”) operates business in Mechanical Engineering and Construction. Most tasks are complicated and require high proficiency, for example, Mechanical Construction, pipeline system construction, and large metal tanks including the installation of Machine and Equipment. The Company has a lot of experience in Detailed Engineering, Procurement, and Construction of industrialized business focusing on the specialty in the construction of heavy industrial factories.

The Company was established by Mr. Boonkrua Khemapiratana in 1994 with the registration capital of 10 million baht. After that, the registration capital was increased for serving the operational expansion in the future. At present, the registration capital of the Company is at 310 million baht. The Company is located in Chonburi Province near the location of industrial estates and industrial factories which are the main target groups of the company, for example, petroleum industrial factories, petrochemical industrial factories, energy industrial factories, power plants, and large food and agriculture industrial factories.

Earlier, most tasks were the civil construction and mechanical Construction. Especially for the Mechanical Construction, it could bring a lot of fame to the Company proven by the tasks both in the quality and the Track Record. The Company was also acceptable and well known among customers in the heavy industrial business both domestic and international. Therefore, the Company changes the strategy to focus more on Mechanical Construction which can create more profits and reduce the work of Civil construction which creates lower profits. The Company is well aware of the tendency for the continually increasing demand of the Mechanical Construction in heavy industrialized business on July 23rd 1997 the Company had increased the registration capital from 10 million baht to 50 million baht. The Par value was at 100 baht per share as to serve the expansion of the company which require an increasing capital. The Company was invited to participate in the expansion of production in the oil distillation factory of Esso (Thailand) Public Co., Ltd. The Foster Wheeler company was the administrator of the main project leading the fame



to the Company including the acceptance from the project's owner both in the construction operation with quality and in the punctual submission of tasks to be acceptable in the construction of heavy industrialized business, especially in the petroleum and petrochemical industries. The Company gained great reliability from construction contractor of oil distillation factories and other large industrial factories and become well known among customers ever since.

For more than 12 years, the Company has continually succeeded in the construction of several projects in the heavy industry, for example, petroleum, petrochemical industrial factories, energy industrial factories, power plant, mineral smelting factories, and food and beverage production factories. This results in the fame of the company to be reliable among customers for the standardized construction operation, the quality of work, the punctuality in work submission, and the highest safety during the operation. The successful and experience history made the Company to be able to enlarge the scope of service to cover the large construction for both domestic and international.

In 2008, the company was awarded the project with value over 7,000 million baht by the large construction company from foreign countries. Then the Company decided to increase the registration capital to 225 million baht in 2010 and to 310 million baht in 2011 respectively as to serve the rapid expansion of Company's operation in the future. Presently, the Company has 3 factories based to support the construction in several projects, for example, factory of cutting and welding mechanical construction, factory of cutting and welding pipelines, and factory of sand blasting and painting. The 3 factories have productivity in mechanical instruction and pipelines in the quantity of about 20,000 tons per year including the productivity in the welding of metal pipes of about 1,000,000 Diameter Bore/year.

The Company develops the organization to reach the international level by improving the organization structure, developing the operational process and internal control, and developing the knowledge and competence of personnel. The continual development causes the Company to reach international standard and receive several certificates, for example, the standard of ISO

9001:2008 for the mechanical construction and pipe assembly as well as the certificate of safety from the Main contractors of the world

## **Business Structure**

Revenue structure of the Company can be divided into 3 product lines. The 1<sup>st</sup> product is construction contract service, the 2<sup>nd</sup> product is mechanical modification and maintenance services, and the 3<sup>rd</sup> product is other works apart from mentioned above. The Company provides construction contract works both within Thailand and overseas. Our products and service can be classified into 4 types as follows:

### **❖ Steel Structure**

The company works with fabrication and installation of steel structure for heavy industrial factories, by using steel plate and structural steel from both domestic and international as the main materials. Those steel structures will be prefabricating from our fabrication shop in order to reduce time consume and solving problem before deliver to site for installation. At present, the Company can produce the steel structure in the maximum of 20,000 tons per year. The constructions of steel structure mostly use in a large scale industrial, particularly, power plants, oil and gas, petrochemical and oil refinery.

### **❖ Piping**

The company has high proficiency in piping installation. Most customers will usually provide pipe material for the company due to engineering design. Those pipes are imported from oversea due to high quality of pipe in which cannot produce domestically. Most of pipes are seamless with special diameter and thickness more than pipes used in other industries, For example, Carbon Steel, Stainless Steel and Alloy with and special metal such as titanium. Especially for the pipelines in petrochemical factories and oil refinery factories, those pipes are used for carrying chemical substance in the production process. The materials used in those industrial must be resistant to high pressure and heavy environmental conditions. Therefore, that type of work will need high accuracy in the construction. We have a very high experienced

engineering team with proficiency in piping installation and fabrication along with the quality control of inspection.

#### ❖ Tanks, Equipment & Mechanical Installation

The company provides the service of fabrication, installation and modification of liquid tanks, equipment, and materials including Heavy Lift Operation in industrial factories, for example, oil refinery factories, beverage manufacturing factories, plastic manufacturing factories and petrochemical factories, etc. The examples of this kind of work are the installation of metal tanks, compressors, big pumps, etc. We provide service from the material supply until complete installation or only installation depends on customer demand.

#### ❖ Other operations; maintenance of machines

We provide maintenance service of machines and equipment in industrial factories for increasing the efficiency in the operation and for the expansion of capacity. The operation mostly consists of lifting, transferring, and installing machines and equipment in which requires special competence and experience construction team while those plant are running (Live Plant). Most of the operations are the projects with limited duration and high regulation of safety. We provide service of maintenance mostly for petrochemical factories, oil refinery factories, beverage manufacturing plants, etc.

Main revenue of the Company derived from steel structural work and piping system installation.

Revenue structure of the Company and its affiliate in 2021-2023, classified by product types is as follows: Unit : Million Baht

Product	Operated By	% of Shareholding	2021		2022		2023	
			Value	%	Value	%	Value	%
<b>Construction Contract Service</b>								
<b>Steel Structural Work</b>								
Domestic	SCC	100%	284.30	11.09%	137.25	8.62%	267.33	16.79%
Domestic	SMS	75%	126.14	4.92%	2.76	0.17%	98.14	6.17%
Overseas	SCC	100%	-		-	0.00%		0.00%
<b>Piping System Installation</b>								
Domestic	SCC	100%	854.96	33.36%	514.26	32.31%	688.09	43.23%
Overseas	SCC	100%	334.47	13.05%	79.27	4.98%	11.71	0.74%
<b>Installation of Machines &amp; Equipment</b>								
Domestic	SCC	100%	146.66	5.72%	42.24	2.65%	60.99	3.83%
Overseas	SCC	100%	-		-	0.00%		0.00%
<b>Other Types of Works</b>								
Domestic	SCC	100%	420.95	16.42%	116.43	7.31%	98.88	6.21%
Overseas	SCC	100%	-		277.76	17.45%	636.31	39.97%
<b>Rendering of Services <sup>(1)</sup></b>								
Domestic	SCC	100%	-		7.27	0.46%	4.14	0.26%
Domestic	SMS	75%	190.63	7.44%	218.20	13.71%	195.80	12.30%
Overseas	SCC	100%	194.30	7.58%	187.10	11.75%	153.35	9.63%
<b>Other Works <sup>(2)</sup></b>								
Domestic	SCC	100%	10.63	0.42%	9.23	0.58%	8.30	0.52%
Overseas	SCC	100%			0.04	0.00%		0.00%
<b>Total</b>			<b>2,563.04</b>	<b>100.00%</b>	<b>1,591.82</b>	<b>100.00%</b>	<b>2,223.04</b>	<b>100.00%</b>

**Remark** SCC means Sriracha Construction Public Company Limited, and SMS means SCC Maintenance Services Company Limited.

<sup>(1)</sup> Rendering of Services means revenue the Group received from rendering of services under equipment & mechanical maintenance contracts.

<sup>(2)</sup> Other Works means equipment & mechanical installation and modification, civil work, and etc.

## Investment Promotion (BOI)

Presently, Sriracha Construction Public Co., Ltd. has been granted investment promotion from the Board of Investment (BOI) for fabrication of steel structure and equipment for industrial works, Activity 4.19: Fabrication of metal structural products or metal industrial equipment (Fabrication Industry) or platform repair. Details on rights, benefits and conditions are as follows:

<b>Promotion Certificate No.</b>	: 59-0060-0-00-1-0
<b>Promoted date</b>	: January 11, 2016
<b>Promoted benefits</b>	Permission to bring the skilled or expert foreign nationals, their spouses and dependents into the Kingdom and to work in the specified job functions pursuant to the period of time the Board of Investment may deem appropriate.
	<div><div></div><b>Right on tax exemption and reduction</b><ul style="list-style-type: none"><li>a. Exemption of corporate income tax for the net profit from the promoted activity up to <b>five years</b> from the date income is first derived from such activity.</li><li>b. Permission to deduct such annual loss from the net profits accrued after the expiration of the period of exemption of juristic person income tax for a period of not more than <b>five years</b> from the expiry date of such period.</li><li>c. Exemption of import duty on raw materials and materials necessary to be imported for usage in production for export for <b>one year</b> beginning from the first import date.</li><li>d. Exemption from computation of dividends derived from a promoted activity of taxable corporate income under a. throughout the exemption period of corporate income tax.</li><li>e. Exemption of import duty for materials imported for re-export purpose for <b>one year</b> beginning from the first import date.</li></ul></div>
<b>Material conditions:</b>	<div><div></div><b>The following essence of the promoted project must be complied:</b><ul style="list-style-type: none"><li>a. Type of products, steel structures and equipment for industrial works (such as, pressure vessel, tank and piping system, etc.).</li><li>b. Size of business: Production capacity of steel structures and equipment for industrial works (i.e., pressure vessels, tanks and piping system, etc.) shall be approximately 18,000 tons per year (8 working hours/day: 300 days/year). By products are debris or waste from production process.</li></ul><div><div></div>There must be expenses to support the personnel and technology development fund approved by the Board of Investment in aggregate of not less than 1 percent of total sales amount in the first 3 years or total expenses not less than 150 million baht, whichever amount is lower.</div></div>

■	The promoted machine must be a new one and must be imported within July 11, 2018.
■	Operation must be completed and ready for commencement of business within a period of not exceeding 36 months from the issued date of the promotion certificate.
■	Paid-up registered capital shall be at least 307.23 million baht and the shareholders of at least 51 percent of registered capital shall be Thai nationality.
■	Size of investment shall be at least 1 million baht (excluding cost of land and working capital).
■	ISO 9000 or ISO 14000 or similar international standard certification shall be obtained within 2 years from its commencement of operation date.
■	Factory must be established in Chonburi areas. In addition, within 15 years from the commencement of business operation date, such factory cannot be relocated to other areas.
■	Operations pursuant to the project shall be confirmed to the Office after 6 months, 1 year and 2 years from the date the promotion certificate is issued.

### Certificates Awarded in the Past

The Company is well-known and is recognized in the steel structure field for mechanical construction which are evidenced by the certificates the Company received from the project owners and the main contractors during the past 10 years, as follows:

Customer's Name	Characteristic of Project	Certificates Awarded
Thai Gypsum Products Public Co., Ltd.	Expansion project	Excellent contractor
Esso (Thailand) Public Co., Ltd.	Machinery system assembly & installation	Excellence performance
Thai Oil Public Co., Ltd.	Plant modification and maintenance	Excellence performance
Aromatics (Thailand) Public Co., Ltd.	Turnaround	Effectively compliance with safety policy
Thai Gypsum Products Public Co., Ltd.	Machinery system assembly & installation	Excellence contractor
Electrowatt-Ekono (Thailand) Ltd.	Power plant construction	Excellence safety
Thai Oil Public Co., Ltd.	EMISSION IMPROVEMENT AND PSA-3 PROJECT	Successfully achieving
Thai Oil Public Co., Ltd.	Machinery system assembly & installation	Safe White Green Level 2

Hitachi Plant Technologies (Thailand) Co., Ltd.	Machinery system assembly & installation, RT II Project	Business Partner Award 4,000,000 Man Hour Loss time Accident Free Achievement
IRPC Public Co., Ltd.	Plant modification and maintenance	Achievement for First Heavy Lifting

Summary of some of the past main track record which built reputation to the Company during the past 5 years.

No.	Customer Name/ Project Site	Characteristics of Project	Operating Period	Value (Million Baht)
1	Dynatec Madagascar Madagascar	Maintenance Service (Dynatec) Project	12 months Jan 2021 – Dec 2021	197.3
2	Thai Oil Public Co., Ltd. Thailand	EMISSON IMPROVEMENT AND PSA-3 PROJECT	21 months Dec 2012- Oct 2014	2,563.2
3	Hyundai Engineering Co., Ltd. Thailand	Linear Alky Benzene	13 months Mar 2014 – Apr 2016	460.3
4	CUEL Limited Thailand	CUEL	15 months Aug 2014 – Nov 2015	601.3
5	PTT Maintenance & Engineering Thailand	Aromatic II Debottlenecking (ARDB)	12 months Jan 2015 – Jan 2016	62.7
6	Nippon Express Thailand	Steel Coil Heavy Duty Warehouse	8 months May 2015 – Dec 2015	99.9
7	Hitachi Plant Technologies Thailand	Rung Tawan II	7 months Jul 2015- Apr 2016	376.4
8	Hitachi Plant Technologies Thailand	I Project	9 months Nov 2015- Sep 2016	60.6
9	Sinopec Engineering Thailand	Mechanic Work of PPC &PPE (IRPC-CN-ME01-02)	19 months Jun 2016 – Aug 2018	930.0
10	Mikropul France France	Veolia HTI Project	14 months Oct 2017 – Nov 2018	13.4
11	PQ Chemicals(Thailand)LTD. Thailand	Miscellaneous Service Works	7 months Apr 2018- Dec 2018	2.3
12	Thai Oil (Public) Co., Ltd. Thailand	Structure & Piping works for TOP Crude Oil Tank Project	18 months Aug 2017 – Feb 2019	288.6
13	Thai Oil (Public) Co., Ltd. Thailand	Site Preparation for ERU Construction of CFP Project (PLOT X)	11 months Jul 2018 – May 2019	75.8
14	Thai Oil (Public) Co., Ltd. Thailand	Shutdown TEI-IN 2019 Project	11 months Jul 2018- May 2019	100.4
15	MKK Asian Co., Ltd. Thailand	TH1801: Piping Work, Equipment Work and Temporary Facilities	15 months Jul 2019 – Sep 2020	105.0

No.	Customer Name/ Project Site	Characteristics of Project	Operating Period	Value (Million Baht)
16	CTCI (Thailand) Co., Ltd. Thailand	EPC Main Work for CFP Crude Oil Tank Project	19 months Aug 2019 – Mar 2021	198.8
17	JGC Holding Corporation Thailand	Harmony Project	34 months Aug 2019 – Jun 2022	747.63
18	Thai Oil (Public) Co., Ltd. Thailand	CFP Concurrent Work Project Package III	15 months Nov 2019 – Feb 2021	36.4
19	Dynatec Madagascar Madagascar	PEXCELL Project	25 months Mar 2020 – Apr 2022	690.33
20	Prachinburi Thailand	T3 Project	23 months Apr 2020 – Mar 2022	1,844.35
21	Joint Venture of PSEAL, SSING and SET	Thai Oil Clean Fuel Project	33 months Mar 2021 – Dec 2023	1,746.92
22	Joint Venture of PSEAL, SSING and SET	Shutdown-Piping Tie-Ins	14 months Feb 2020 – Dec 2021	9.20
23	Dynatec Madagascar, Madagascar	Ambatovy Miscellaneous Project	15 months Jun 2022 – Aug 2023	1,112.74
24	Joint Venture of PSEAL, SSING and SET	Main Mechanical HCU UNIT	20 months Mar 2023 – Nov 2024	1,461.66
25	Covesto (Thailand) Co., Ltd.	Blue Flame Project (the Affiliate)	16 months Jan 2023 – Apr 2024	110.94

### Undelivered Works as of December 31, 2023

Total value of the projects under operation is 4,432.26 million baht, and total backlog is 1,530.84 million baht. Details of the projects are as follows: (Unit: Million Baht)

Customer Name / Project Site	Characteristic of Project	Operating Period	Estimated Project Value (Million Baht)	Backlog (Million Baht)
Joint Venture of PSEAL, SSING and SET / Thailand	Thai Oil Clean Fuel Project	33 months	1,746.92	342.17
Dynatec Madagascar / Madagascar	Ambatovy Miscellaneous Project	15 months	1,112.74	198.66
Joint Venture of PSEAL, SSING and SET / Thailand	Main Mechanical HCU UNIT	20 months	1,461.66	977.20
Covesto (Thailand) Co., Ltd / Thailand	Blue Flame Project (the Affiliate)	16 months	110.94	12.81
<b>Total</b>			<b>4,432.26</b>	<b>1,530.84</b>



## Operating Assets

### Main Fixed Assets

As at December 31, 2023, the operating assets of the Company and its affiliate were as follows:

(Unit : Million Baht)

Nature of Asset	Consolidated Financial Statement		
	Nature of Ownership	Value	Encumbrance
Land and land improvement	Owner	285,878,011	None
Building and structure	Owner	333,556,006	None
Machinery and equipment	Owner	327,409,666	None
Furniture and office equipment	Owner	23,042,206	None
Computer and computer program	Owner	47,603,536	None
Vehicle	Owner	93,946,942	None
Total Value of Assets		1,111,436,367	
<u>Less Depreciation</u>		613,404,251	
Total Book Value - Net		498,032,116	

Details on location, utilization areas and objective on ownership of the important assets for business operation of the Group of Company could be summarized as follows:

#### Land of the Group of Companies

Type of Asset	Location	Areas	Objectives on Ownership	Nature of Ownership	Encumbrance
Land	No. 97 Moo. 3, Surasak Sub-district, Sriracha District, Chonburi Province Title deed no. 104807, 104808, 29038, 49488, 18809, 8347	30 Rai, 1 Ngan, 66 Sq. w.	Occupied as headquarter building, piping fabrication and construction plant and liquid tank fabrication and installation plant.	The Company is the owner.	None
Land	No. 153 Moo. 3, Surasak Sub-district, Sriracha District, Chonburi Province Title deed no. 156533	16 Rai, 3 Sq. w.	Occupied as steel structure fabrication plant	The Company is the owner.	None
Land	Surasak Sub-district, Sriracha District, Chonburi Province Title deed no. 13854, 156533	18 Rai, 2 Ngan, 45 Sq. w.	Occupied as steel structure temporary warehouse prior to installation and as sand blasting areas.	Rented from SCC Park Co., Ltd.	None

#### Land of the Group of Companies (Cont'd)

Type of Asset	Location	Areas	Objectives on Ownership	Nature of Ownership	Encumbrance
Land	Makhamkoo Sub-district, Nikom Pattana District, Rayong Province. Title deed no. 1579-1580, 2178	64 Rai 22 Sq. w.	Occupied as office of SCC Maintenance Services Co., Ltd. at Rayong Province	The Company is the owner.	None
Land	Pananikom Sub-district, Ban Khai District, Rayong Province. Title deed no. 1963, 2521	48 Rai, 59.2 Sq. w.	To support for future business expansion	The Company is the owner.	None

### Building and Structure of the Group of Companies

Asset	Location	Objectives on Ownership	Nature of Ownership	Encumbrance
<b>Headquarter building and plant</b> - Headquarter – 1,120 Sq. m. - Office building – 468 Sq. m. - Warehouse – 228 Sq. m. - Piping and tank fabrication and construction plant - 7,204 Sq. m. - Canteen - 286 Sq. m.	No. 97 Moo. 3, Surasak Sub-district, Sriracha District, Chonburi Province	Occupied as headquarter and piping and tank fabrication and construction plant and employees' canteen	The Company is the owner.	None
<b>Office building and plant</b> - Steel structure fabrication plant – 2,387 Sq. m.	No. 153 Moo. 3, Surasak Sub-district, Sriracha District, Chonburi Province	Occupied as steel structure fabrication plant	The Company is the owner.	None

### Building and Structure of the Group of Companies (Cont'd)

Asset	Location	Objectives on Ownership	Nature of Ownership	Encumbrance
<b>Office building and equipment warehouse (Makhamkoo Sub-district)</b> - Building 1 - 960 Sq. m. - Building 2 - 1,920 Sq. m. - Building 3 - 672 Sq. m. - Building 4 - 450 Sq. m. - Building 5 - 2,040 Sq. m.	Makhamkoo Sub-district, Nikom Pattana District, Rayong Province	Occupied as office of SCC Maintenance Services Co., Ltd. and equipment warehouse	Owned by the Company.	None
<b>Clubhouse</b> - 432 Sq. m. - Sandblasting Plant (Temporary)	Surasak Sub-district, Sriracha District, Chonburi	Occupied as sport complex for employees and sand blasting plant	Owned by the Company.	None

### Machineries, Tools and Equipment used in Construction Work

Asset	Nature of Ownership	Encumbrance
<b>Tools and Equipment</b> - Shearing Steel Machine - Welding Machine - Sand Blasting Machine	Owner	None
<b>Vehicles</b> - Crane - Crane with Aerial Device - Truck and Crane Truck	Owner	None

### Computer and Computer Program

Asset	Nature of Ownership	Encumbrance
<b>Computer System</b>  Program, software and Information technology	Owner	None

## Marketing Conditions and Competition

### ❖ Marketing Strategies

In selecting a contractor for the construction project in most heavy industrial business, the owner/main contractor will consider mainly on the contractor's reputation and their past experience. This is because the failure, delay, or construction under-standard will vastly and directly effect on the operation of the owner/main contractor. As a result, the main strategies of the Company are to build a strong relationship with customers and maintain a good reputation of the company. The long term strategic plan for achieving the Company's objectives will be as follows:

### ❖ Operational Safety Standard

The safety at work is considerably important both for the owner/main contractor and the contractor. The occurring accident can directly affect the project possibly causing the project to delay or damage. Moreover, the occurrence of accident may affect the encouragement of the employees as well. Therefore, controlling the operation to have high level of safety standard is the most important factor in creating the reliability to the owner/main contractor and reputation of the Company. Before start construction a new project, the Company will do an analysis on the possibility of accident which may occur in each process as well as finding the preventive to reduce the risk from accident, training the employees to be aware of the possibility of accident, educate employees, and increase the carefulness. In each project, the Company provides adequate Personal Protection Equipment (PPE) to all employees in order to meet with international safety standard. The Company has excellent history in safety proven record as can be seen by various safety award certificates received from the customers ( Please see section 4.5; Safety certificates and past construction record).

### ❖ Continual Improving High Quality of Work

The reputation of the quality construction work is the keys success factors in the construction industry. The company has long-lasting reputation and contains vast experience in the construction field. Our mission is to strengthen the quality of construction works which will be a strong point in supporting company growth in the future. The Company continually develops the competitiveness both in the employees, technologies, machinery, and operational process. For employees, the Company provides continual training for improving knowledge and skill in relation to their work field. The company also seeks to acquire new higher efficiency machinery and to improve the operational process. This is to ensure that the Company can continually improve the quality of work.

### ❖ Completion of Work On Time

The construction of steel structure in mechanical work requires long time planning and it is very importance to finish the work within the specified time period. The Company has reputation in complete the work on time. This is one of the successful factors in the construction business. The Company has the systematic planning in all processes for continually develop the competitiveness of the Company. This is to ensure that our operation will succeed within the specified time.

### ❖ Contract Award Process

The company provides construction services in mechanical areas both domestic and international. The main channels of the Company to be awarded the construction projects are 1) bidding directly from Project Owner and 2) bidding from the Main Contractor.

#### **Bidding from Project Owner**

The Company directly contacts the project owners for several projects. Most project owners which are the Company's customers are the leading companies in basic industry of the country and the industry group which has plan to expand the investment in order to increase

productivity and/or improve the factories to operate with more efficiency, for example, oil and gas refinery plants, power plants, food industry, small and medium plastic plants and petrochemical plants, etc. Most customers have good relationship with the Company.

### **Bidding from Main Contractors**

The Company has vast experienced in the construction for both domestic and international through international main contractors. The Company usually works as sub-contractor. The main contractors will have huge investment capital with internationally reputation. The main contractor will operate the bidding in the large construction projects or the entire project from the project owners. After that, the main contractor will divide the area and hire Sub-contractors to perform the construction work. The main contractors will select only the sub-contractors with the performance reputation of quality construction with international standard in the industry. The company continually receives the contract from a main contractor.

### **Group of Customers and Target Group**

The target groups of customers can be classified into 4 groups as follows:

#### **❖ Petroleum and Petrochemical Industry**

The group of customers in the petroleum and petrochemical industry are oil and gas group and refinery industry group, for example, oil refinery plants, gas refinery plant, etc. which are the upstream industry and the product of petroleum industry, for example, olefin manufacturing factories used as the raw material in manufacturing plastic industry and other aromatic products, also to be used as the raw material in manufacturing Polyurethane and form and also the group of downstream products such as other petroleum products. The Company has proven records in construction both green field and brown field from construction a new plant to expansion the existing plant. From previous construction work in the past, the Company has a potential to be the main contractor in the expansion project for Thai Oil PCL as well as being the contractor of oil refinery plant for international oil refinery in the world such as: Esso Standard (Thailand) Co., Ltd.

and Caltex Oil (Thailand) Co.,Ltd. in which Caltex is renamed to Chevron (Thailand) Co.,Ltd., also is the affiliated to Chevron Corporation. The work experience continues in the oil refinery plants lead us a good reputation and to be accepted in the petrochemical industry which caused the Company to have a chance to be the contractor continually in petroleum and petrochemical industries.

#### ❖ Energy Industry

The group of customers of the Company in the energy industry is power plants. Most operations of the Company are the construction of power plants, assembly and installation of gas and steam pipes including the maintenance of machines and equipment. Previously, the Company was the contractor for the construction of Bangpakong Power Plant by responsible for the construction of steel structure unit 3 and 4 of 4 units of power plant, also the construction of COCO Phase III Project of the Co-Generation Co., Ltd. (currently is Glow Energy PCL) which is the power plant from coals, and including construction Small Power Producer – SPP Projects.

#### ❖ Mining Industry

The groups of customers in mining industry are manufacturing plants and processing plants; for instance, steel plant, aluminum plants, copper plant, etc. At present, the Company has finished the construction which submitted in early 2012 are the construction project of Ambatovy in Madagascar which the project was joint venture between Sherritt International Corporation (Canada), Sumitomo Corporation (Japan) and Kores (Korea). This project is considered to be the largest mining project with the total value about 7,500 million baht. The company is responsible for all construction works of steel structure, including assembly and installation gas pipelines, storage tanks, machinery and equipment installation.

#### ❖ Others Industry

The Company's customers in others industry are in mechanical engineering such as: food processing manufacturing, large agricultural industrial factories and other processing plants.



Previously, the Company was the contractor in the construction project of brewery plant in Kamphaengpetch Province of Beer Thai (1991) PCL owned by Thai Beverage Group PCL. This competence in continually operating the construction work with higher value contract indicates the success in competitiveness of the Company.

## **Industrial conditions and competition**

### **Industrial condition of construction in heavy industry**

As the customer of the company are heavy industry the growth of those heavy industry, for example, energy industry, petroleum and petrochemical industry, mine industry, and other heavy industries positively affect the Company's business. These heavy industries continually grow following the demand of energy usage and petrochemical products. Besides, the growth of Gross Domestic Products (GDP) of the world along with the economic and industrial growth at present are also likely to grow a lot indicate the increase of energy demand as well as the industrial expansion in energy and petrochemical industry. Moreover, the rapid economic growth of China and India is also the main factor in the growth of world economy with the average growth rate (CAGR) 10.7% and 7.8%, respectively during 2001 to 2010. The rapid expansions of both countries lead to increase demand of consumption products of the world significantly. As a result the product prices are increasing due to the demand, for example, oil price and mineral price. Those are factors in increasing demand of construction in heavy industrial factories.

### **Competition in the mechanical construction**

Most of the Mechanical Construction has slight competition as the customers always choose the reputation contractors from proven record in the field in order to ensure that the contractors can perform the construction work which meets the specified design and standard. This is due to the size of the project with mostly huge investment. The emerging of new born contractor is very difficult due to lack of trust from the owner and no proven record for the industry. From this reason, the competition is not a big issue as there are few of companies with proficiency

and potential in the construction. Each contractor possesses some different strong points and different target group. The Company has strong points in the operation of construction with standard. The quality of work is reliable and the submission is also punctual. Besides, the competence in safety control during the operation with international standard also makes the company to be accountable and reliable in the field of Mechanical Construction throughout 18 years of experiences. The companies in which in same business in Thailand are STPI PCL, Shino-Thai Engineering and Construction PCL, and Watthanapaisan Engineering Co., Ltd. However, each company focuses differently. The Company focuses on the mechanical Construction with less proportion of engineering design and Procurement of raw materials compared to those above companies. For the construction in foreign countries, the Company received the construction work directly from the project owners or the main contractors.

#### **Future Trend**

The continual expansions of world economy and industry lead the construction in mechanical work are likely to increase. Moreover, the maintenance of machines and equipment in the industrial factories following the usage duration and the shutdown in production line for improving the efficiency of factories as well as the increase in productivity also lead the mechanical construction business likely to expand more in the future, especially for petroleum and petrochemical industry which is expected to have some investment in the new project and the maintenance of factories around the world of not less than 56,430 million US dollars and 63,875 million US dollars, respectively in 2011 and it is likely to gradually increase.

Those above factors increase the opportunity of the company in the construction in other countries. The Company has an alliance whose are the expert in the mechanical construction in the international level and are the leaders in the construction service of industrial factories which are internationally reliable among project owners. Therefore, the Company alliance has a project the company will have a chance to receive a construction work as well. For the previous projects in foreign countries which the Company has done the construction work, the project owners are

confident in the quality and operation standard of the Company. As a result the company has many of contract amendment with high value continually.

For the construction in Thailand, although the expansion rate of investment in petroleum and petrochemical expansion slows down due to the fluctuation of oil price in the world market, the investment in the construction of new plant and/or the expansion of productivity in Thailand still remain. The Company is well-known among business operators in the industry and is reliably in the quality of work leading the Company to have a construction work continually.

### **Procurement of Raw Material**

The procurement process of raw materials for the mechanical construction seeks from several suppliers. The Company has no policy to buy from any single supplier. The raw materials procured for the Company's operation can be classied into 2 types as follows.

#### **❖ Raw Materials**

The Company specifies the properties of raw materials together with the customers and purchases the raw materials with the quality to meet the customer's demand/standard. The Company will check the price from several supplier and suppliers for comparing the price, quality, and conditions to be suitable before deciding to purchase in order to receive the raw materials with the highest quality and good price. Moreover, the Company also has the policy in not depending on any particular supplier or producer for reducing the risk in business operation and increasing the bargaining power to the company. Most raw materials are metal pipes, fitting, and several types of iron such as steel sheet, structural steel, etc.

#### **❖ Machines and Equipment**

At present, the Company has sufficient machines and equipment for the construction. In the case of the Company has to procure more machines and equipment, the Company will purchase and/or rent following the suitability. In the process of purchase or rental, the Company

will consider the properties, price, and conditions from several suppliers before making final decision to purchase.

### **Environment Impact**

The company objective is to operate our construction work without negative impact to environment. The Company sets the policies to following all environment regulations. Moreover, the Company has never received any complaint from the communication and has never prosecuted from the government agency.

## **2.Risk Factors for Company Operation**

### **❖ The Risk of Revenue Fluctuation**

The main revenues of the Company are from construction contracts and services. In the fiscal accounting period of 2010, 2011, and 2012, the estimated annual net revenue of construction contracts and services were 98.0%, 97.7%, and 94.2% of the company's total revenue respectively. The fluctuations in company's revenue depend on the business cycle of petroleum and petrochemical industries, energy industry, and mining industry. Over the past three years, demand for mechanical construction in petroleum and petrochemical industries, energy industry, and mining industry has been continually grown up. In addition, this growth rate depended on the demand of Commodity in which results from the growing demand of countries with have a lot of population such as China and India. However, the Company could not predict the future trend of the industry. In the event of global demand for petroleum products, petrochemical products, energy products and mining products decrease that could make entrepreneurs and project owners to delay or to terminate the production expansion project which possibly impacted to revenue and profits of the Company eventually. Moreover, earning revenue also depends on the Company's capabilities for bidding, the uncertainty of bidding project in which could be delay by itself. These impacted to the Company's revenue to be fluctuated by the uncertainties in quantities

of awarded projects. Although, the Company attempts to maintain the company's revenue by producing the high quality and standards of performance, on time delivery, offering reasonable price, satisfying customers' needs, and building strong relation with the main contractors. However, the Company cannot assure that the above mentioned strategy for risk management will be able to assist the Company to maintain revenue and profits level continually. In the past, the Company's revenue had fluctuated significantly due to the Company was awarded on the very large, high- value projects.

#### ❖ Risk Prevention and Reduction

##### The Risk of Human Resources Loss

The mechanical construction of steel structure in large-scale industry is requires special expertise and high proficiency in the field. Since this construction is to support the heavy industry. Therefore, the construction must support high pressure, high temperature, pH level, and also corrosion resistance which possibly occurring. If there is non-standard work, it could cause damage to the entire production processes. These constructions require the high competency engineering and technicians teams who have high experience and competency. Thus, losing these key human resources may cause the Company to loss in competitiveness and will greatly affect the company's future operating performance.

#### ❖ Risk Prevention and Reduction

Personnel are defined as one of the main key factors that directly contributing to the achievement of business strategy, especially for the construction of large mechanical construction of steel structure, in which, the Company has high-level competence personnel with special proficiency and expertise in this field. To prevent and reduce the risk of losing valuable personnel, the Company set up the policy to keep these valuable personnel by consideration promotion and remuneration annually, including special remuneration based on skill and expertise.

#### ❖ The Risk of Operation

The Risk of work complete out of time. For the construction companies, general contracts and agreement will specify the completion date and will have penalty item in case failure to deliver on time. The delay could occur from several causes; some causes could not control by the Company such as delay by subcontractor or other subcontractor. Even though the Company has never had any record of delay which leads to penalty fine but the Company cannot ensure that all future projects will be able to deliver on time. If the company unable to deliver the project on time which specified in the contracts, the company will have to pay a late penalty and will lead to an increase in operating costs which will reduce company's profits greatly. This might cause the company to lose its reputation for reliability among other customers and also impact the future business opportunities.

#### ❖ Risk Prevention and Reduction

In order to prevent risk factors of a delayed delivery, the company has focused on the detail of agreement. Due to long-term experience, the Company found that most awarded construction contracts are the modification or Change Order /Decreasing in almost every projects, including some cases by other subcontractor which could cause delay. For these factors, the Company would make a concisely contract and some conditions to cover these risk factors every time. However, with business operations and management philosophy of the Company has clear goal to emphasize on quality. The Company also has focused on personnel potential and sufficient personnel resources to complete project on time and to achieve the defined goal.

#### ❖ The Risk of Fluctuations of Raw Materials and Constructional Materials

The cost of raw material and constructional materials are the major cost of the Company's Operation which accounted for 30% of the total construction costs Generally, the Company attempts to reduce the risk of fluctuation in the price of raw materials and

constructional materials by negotiating with the customer that the price shall be adjusted as per the market price and/or by negotiating the customers to be responsible for procurement and/or purchasing with suppliers when the project is awarded. However, practically, the company may not be able to avoid the responsibility or put all the burden cost of raw materials to the customers and the Company could not purchase all raw materials on the date of award also. Consequently, the company still has the risk of fluctuation of raw materials and constructional materials price. If the price of raw materials and constructional materials is increased, it could increase the cost of construction also and impact to the Company's' performance eventually.

#### ❖ Risk Prevention and Reduction

The Company has developed raw material and constructional materials management system by maintaining the strong relationship with all distributors, also monitoring and tracking the raw materials price all the time, as well as opening for the competition among the distributors in order to create the most price advantage for the Company, then could use for planning and maintaining appropriate cost level and comply with current raw materials market pricing. Or, the Company could confirm the purchase order in order to fix the price in accordance with the bidding price.

#### ❖ The Risk of the Political Situation

National political stability is one of the most important factors for investment decision making by foreign investor, especially high-value project with long-duration; for example, the investment in a new manufacturing plant to expand production bases. The instability of the politics situation may result in the change of policy and government regulations which can impact on the investment project.

#### ❖ Risk Prevention and Reduction

In this case, the Company is closely monitoring the situation, including setting up plan to expand its service to overseas markets. This could help the Company to reduce the

risk of the political instability but also increase business opportunities. However, over nearly 20 years of business operation, the Company had never served in any public service project and currently, there is no such policy.

#### **The Risk of Managing and Administrating the Company Business.**

##### **❖ The Risk of Controlling the Votes at a Shareholder's Meeting by Majority Shareholders**

Khemaphirat family including juristic persons (holding company), which this family has a larger portion of shares more than 55% of the paid-up capital after offering ordinary shares in this time contributes that the Khemaphirat family still in the position of executive management, and authorized person to sign on behalf of the Company. This makes them to be the major shareholder holding power in controlling the company's operations and management including the control of votes in shareholder's meeting for nearly the whole both in the nomination of committee or any resolution in other subjects which requiring majority votes from the shareholder's meeting except for the subjects specified by the law or company's regulations specifying that shall receive 3 of 4 votes of the shareholder's meeting. Therefore, it is very difficult for other shareholders to collect shareholders' votes for inspection and balancing consideration subjects proposed by the largest shareholder.

##### **❖ Risk Prevention and Reduction**

The Company attempts to develop a transparency and controllable system. The Company appoints five (5) Independent Committees in which three (3) of them serve as Audit Committee. There is also Internal Audit and Internal Control Department which report directly to the Audit Committee to be a mechanical for monitoring and inspection the Company's operation and management. Moreover, there are six (6) directors from nine(9) directors who are not in the Khemaphirat family which can balance the powers in proposing any subject for consideration to the general shareholder's meeting



## **The Risk of Unable to Pay Dividend**

At present, although, the Company's Board of Directors has a dividend policy proposing to shareholders to pay dividend at least 50% of net profit before foreign exchange shown in financial statement under the conditions of the investment plans and any other relevant factors. Payment future dividend payment (if any) will depend on the discretion of the Company's Board of Directors as specified in the Public Company Limited Act B.E.2535 (and additional amendments) including other conditions; for example, actual cash flow, profits, financial status, demand for capital, and any other investment of the Company as well as any other factors that the board of directors consider that it relevant to the company's business. The Company cannot guarantee that the Company will earn enough profit and pay out a dividend in any year. In spite of the Company may earn enough profit, it may not approve for paying dividends to shareholders. By the way, according to the Public Company Limited Act B.E.2535 (and additional amendments), if there is still accumulated losses, it is prohibited to pay dividend, no matter that the Company has the net profits in that year or not.

## **3. Business Sustainable Development Goals.**

### **Sustainability Management Policy and Goals**

The Company aims to conduct business and generate sustainable growth for the business under the principles of good corporate governance to generate maximum benefits for shareholders. The business will be conducted with due regard for the impact on all groups of stakeholders, society and the environment and to make the aspirations of the company come true. The company therefore has set policies related to social responsibility, which are social responsibility policies. Anti-Corruption Policy and quality and environment policy and communicated to employees of the group The company acknowledges and strictly complied with the following ;

1. Adhere to conducting business in accordance with the principles of CG Code.
2. Focus on business development with innovation and responsibility to all groups of stakeholders.
3. Conduct business in an environmentally friendly manner, starting from the procurement of raw materials, usage, production, and waste disposal. and energy conservation.
4. Focus on quality control of products and services to meet standards, reduce losses in the production process and deliver products on time. by bringing the standard quality management system and environmental management to be applied in the operational process
5. Develop and engage employees and customers. to enhance the quality of life taking into account human rights principles.
6. Adhere to the principle to resist all forms of corruption and bribery. both directly and indirectly.
7. Define processes and procedures that are safe and have standards. to prevent possible accidents.

#### **Managing the impact on stakeholders in the business value chain.**

The company is engaged in steel structure work and piping system assembly and installation work. Providing construction services for metal work to the main contractor and directly from the project owner. The industrial groups that are the majority of the Company's customer base are: customers in the energy industry such as an oil refinery power plant petrochemical industry and mining industry both domestically and internationally thus contributing to the growth of the country's economy and the company still has Machines that can adequately support the production according to the needs of both domestic and foreign customers The Company considers the business value chain as follows:

1. Management of factors of production Focus on the procurement of quality materials.
2. Operations take into account the quality of work and reduction of waste and environmental impacts from operational procedures.
3. Determine the price of each job appropriately and fairly.
4. Delivery of work with quality and within the specified time.
5. After-sales service is strictly in accordance with the contract and agreement.

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

Stakeholders	Stakeholder expectations	Fulfilling expectations
Shareholder	High return on investment	Dividend
Employees	Work safety, stability and advancement in career	Adhere to human rights/labor laws and promote learning and development
Customers	Quality products, reasonable prices, timely delivery.	Control the quality of products and services to meet standards, reduce losses in the production process.
Partners	The trading system is accurate, efficient, fair and equality for all partners.	<ul style="list-style-type: none"> <li>* Develop an efficient trading system</li> <li>* Adhere to the principle of equal and fair treatment to all trading partners. Dealing with business partners must be rewarding. fair on both sides.</li> </ul>
Creditor	Receiving debt payments completely and on time.	<ul style="list-style-type: none"> <li>* Comply with the conditions and contracts made with creditors</li> <li>* Pay debts completely and on time.</li> </ul>
Commercial competitor	There is honest competition, there is ethics.	Treat competitors under the law and ethics. good trade.
Government and Society	The benefit society and help develop Improve the process, the results are not affected. to the environment.	Practice environmental law with practical criteria According to environmental management standards.

### 3.3 Environmental Sustainability Management

#### Environmental policies and practices

The company is in the process of implementing the quality and environment policy that focuses on practice, prevention and promotion. To achieve the main goal to manage product quality standards and manage environmental issues such as energy, water, waste, pollution and management to reduce greenhouse gas problems. in accordance with the environment of the organization, community and environmental laws simultaneously. In the year 2022, the company is in the process of collecting and preparing information about environmental management goals that are in line with both short-term and/or long-term business strategies. So that investors can compare and track performance.

#### Environmental Performance.

Regarding greenhouse gas management, the Company realizes the importance of energy conservation and resource allocation to achieve Most useful and worthwhile The company gives priority to management to reduce greenhouse gas emissions both directly and indirectly. which is in the process of collecting data and find ways to manage greenhouse gases Currently, the company continues to inherit energy management projects. Providing information and procedures for saving electricity and oil in offices and factories and construction sites to create awareness in Valuable use of available resources

In 2023, the Company still applied the energy saving policy measures continually which has begun since 2018, for instance, the employees were asked to switch off the light and air-conditioners during lunch break, set computer screen to sleep mode when it is not in use, replace all fluorescent lamps with LED lamps, clean air-conditioners every 3 months, turn off tap water when it is not in use or use only as necessary, and inspect leakage of water then maintain to make it always in normal condition. In 2021, water and electricity usage were increased in relation to the increased amount of work and number of employees, but the energy saving measures were strictly and continually observed.

In the past, the Company has never received any complaints and has no history of disputes. or being sued for its creation

### **Sustainability management in a social dimension.**

#### **Social Policy and Practice**

The company is aware of the importance of doing business by taking into account the principles of conducting business under the code of conduct along with social responsibility and giving importance to all levels of stakeholders. Emphasis is placed on human rights principles, fair and equitable treatment. and return benefits to society with a policy Social Responsibility and Anti-Corruption Policy The main guidelines are as follows:

(1) Staff supervision and development: Prepare operational procedures. Supervise and prevent serious accidents at work. Adhere to compliance with labor laws and human rights. The Company places importance on continuous personnel development. To increase the potential of employees to operate in accordance with the goals and directions of the company's operations. and to support future growth able to compete internationally The company has prepared training plans and activities plans for employees. to increase knowledge, competence and skills in various fields of work Company personnel development guidelines. All new employees must receive an orientation and basic safety training within 7 days and must receive at least one competency development training course within 6 months according to the ISO 9001 quality standard. Development of competency and safety in the workplace (Safety). Depending on the duties and nature of work responsible, in 2022, a total of 1066 employees at each level have been trained and have collected the history of each employee's knowledge development to be used as a database for consideration. Evaluation of performance and use to create a training plan to further enhance the potential of the personnel of the organization.

(2) Responsibility towards customers: sourcing raw materials and selecting quality vendors/subcontractors capable of producing products. quality according to relevant standards meet customer requirements and deliver on time at a fair price.

(3) Society and community: Prevent pollution from the company's activities that may affect the environment of the organization and community and participate in helping, promoting and developing the living of society and surrounding communities.

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#### 4.Management Discussion and Analysis : MD&A

##### **Overview on Operations of the Company and the Affiliate**

The Company operates business in steel structure construction services directly for the main contractors and the project owners. Main customer bases of the Company are customers in energy industry, i.e., oil refinery, power plant, petrochemical industry and mining industry which are regarded as heavy mechanical construction industrial group. Most of the works are complicated and required high expertise, for instance, fabrication of steel structure, pipeline system construction and large metal tanks including installation of large industrial machineries. The Company has experiences on detailed engineering works, procurement of machines & equipment and integrated mechanical construction but the specialized field of expertise is the heavy mechanical construction. Main strategies of the Company are to enhance confidence to the customer groups and maintain good reputations of the Company in the long term. Factors to define the achievement are the control of quality of work and costs, management of construction projects as planned and completion of works within the specified period. Revenues of the Company depend on the acquisition of works awarded by the customers from bidding process, so uncertainty of the bidding project and delay of the project may fluctuate the Company's revenue pursuant to the amount of work bid, despite the Company tries to maintain continuity of revenues.

There are a few competitors in the heavy mechanical construction industry and each competitor has different strength. The Company focuses on mechanical construction in heavy industry with a fewer ratio in detailed engineering work and raw materials procurement when compared with other competitors. There are constantly project works on construction and expansion of production capacity in Thailand.

In 2023, the operations of the Company and the affiliate emphasized on management of the projects in hand which comprised of the following projects:

- Machinery control and maintenance project under Ambatovy Project in Madagascar with value of USD 5 million/year or approximately 186 million Baht/year. This project has commenced since 2012 and up to present, the Company has operated this project for more than 12 years.
- Thai Oil Clean Fuel Project, valued 1,746.92 million Baht,

- Ambatovy Miscellaneous Project, valued 1,112.74 million Baht,
- Main Mechanical HCU UNIT Project, valued 1,461.66 million Baht,
- Blue Flame Project (the Affiliate), valued 110.94 million Baht.

As of December 31, 2023, value of the Company's backlogs of construction works totaled 1,530.84 million Baht, which comprised of the following projects:

- Thai Oil Clean Fuel Project, valued 342.17 million Baht,
- Ambatovy Miscellaneous Project, valued 198.66 million Baht,
- Main Mechanical HCU UNIT Project, valued 977.20 million Baht,
- Blue Flame Project (the Affiliate), valued 12.81 million Baht.

Operating results of the Company and the affiliate for the years ended December 31, 2023 and 2022 were as follows:

(Unit: Million Baht)

Operating Results	For the Year Ended December 31			
	Consolidated Financial			
	Statements		Increase (Decrease)	
	2023	2022	Total	%
Revenues from construction services	1,861.45	1,169.98	691.47	59.10
Revenues from services	353.29	412.57	(59.28)	(14.37)
Other incomes	8.30	9.27	(0.97)	(10.46)
Cost of construction services	(1,622.95)	(945.54)	677.41	71.64
Cost of services	(270.87)	(375.65)	(104.78)	(27.89)
Administrative expenses	(160.59)	(185.00)	(24.41)	(13.19)
Finance income	2.68	1.20	1.48	123.33
Finance costs	(5.04)	(1.16)	3.88	334.48
Income tax expenses	(32.17)	(35.69)	(3.52)	(9.86)
Net profit	134.10	49.98	84.12	168.31
<b>Net profit (loss) attributable to equity holder of the parent</b>	<b>122.79</b>	<b>47.36</b>	<b>75.43</b>	<b>159.27</b>

For net profit in 2023, profits increased by 75.43 million baht, or 159.27 percent, when compared with 2022. Revenue from construction services increased by 691.47 million baht, or 59.10 percent due to the increased volume of construction projects and many new projects in

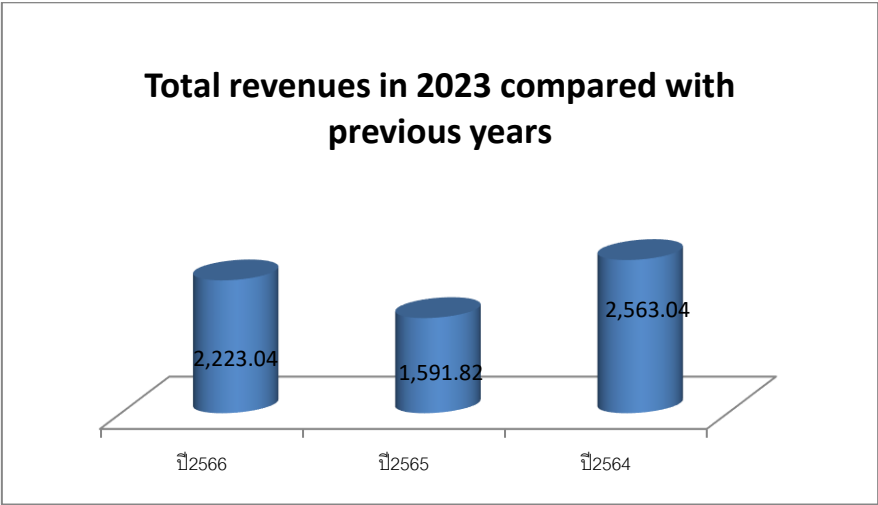


2023. Revenue from services decreased by 59.28 million baht, or 14.37 percent due to the decreased volume of overseas works and the affiliate's works.

For construction business, revenue from construction contracts is recorded in percentage of the completed construction works.

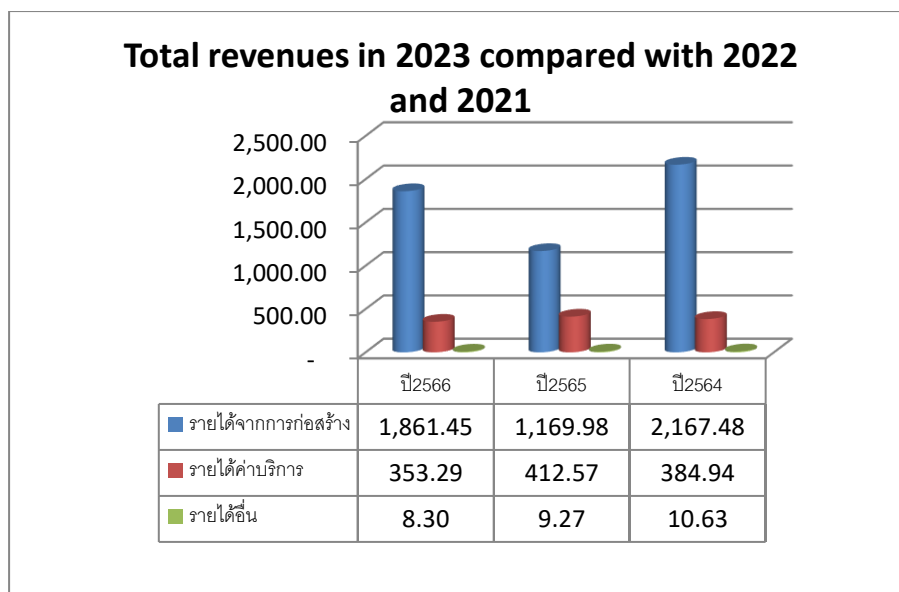
From overview, revenues from construction services and revenues from services in 2023 were 2,214.74 million baht, increased by 632.19 million baht, or 39.95 percent from the year 2022 which was 1,582.55 million baht. Other incomes decreased by 0.97 million baht, or 10.46 percent. Cost of construction services increased by 677.41 million baht, or 71.64 percent pursuant to the increased ratio of revenue from construction contracts. Cost of services decreased by 104.78 million baht, or 27.89 percent which was in line with the decreased ratio of revenues from services. Administrative expenses decreased by 24.41 million baht or 13.19 percent. Income tax expenses decreased by 3.52 million baht, or 9.86 percent.

Analysis of Operating Results



Operating Revenue

Revenues classified by main products which comprised of revenues from construction services, revenues from services and other incomes.



Revenues for the year ended December 31, 2023

Type of Revenue	Unit : Million Baht	% of Total Revenues
1. Revenue from construction services	1,861.45	83.7%
2. Revenues from services	353.29	15.9%
3. Other incomes	8.30	0.4%
<b>Total Operating Revenues</b>	<b>2,223.04</b>	<b>100.0%</b>

Revenues for the year ended December 31, 2023 and 2022 classified by type of revenue are as follows:

Type of Revenue	Consolidated Financial Statements			
	Unit : Million Baht		Increase (Decrease)	
	2023	2022	Total	%
Revenue from construction services	1,861.45	1,169.98	691.47	59.10
Revenues from services	353.29	412.57	(59.28)	(14.37)
Other incomes	8.30	9.27	(0.97)	(10.46)
<b>Total</b>	<b>2,223.04</b>	<b>1,591.82</b>	<b>631.22</b>	<b>39.65</b>

Revenue from construction services is revenue the Group received from providing construction contract services to the customers, consisting of steel structural work, fabrication & installation of piping system and installation of machinery & equipment, while revenue from services is revenue the Group received from provision of services under the machinery and equipment maintenance contracts, both domestic and overseas.

#### Revenue from construction services

Type of Revenue	Consolidated Financial Statements			
	Unit : Million Baht		Increase (Decrease)	
	2023	2022	Total	%
Revenue from construction services	1,861.45	1,169.98	691.47	59.10
Total revenues from construction services	1,861.45	1,169.98	691.47	59.10

In fiscal year 2023, the Company's revenue from construction services was 1,861.45 million baht, increased by 691.47 million baht, or 59.10 percent when comparing with 2022. Revenue from construction services accounted for 83.7 percent of total revenues of the Company. Revenue from construction services comprises of the following projects:

- Thai Oil Clean Fuel Project
- Ambatovy Miscellaneous Project
- Main Mechanical HCU UNIT Project
- Blue Flame Project (the Affiliate)

Increase or decrease of volume of works in each type depended on works of each customer because the main operations of the Company are in the project formats, so ratio of the Company's products in each project is differently.

#### Revenue from services

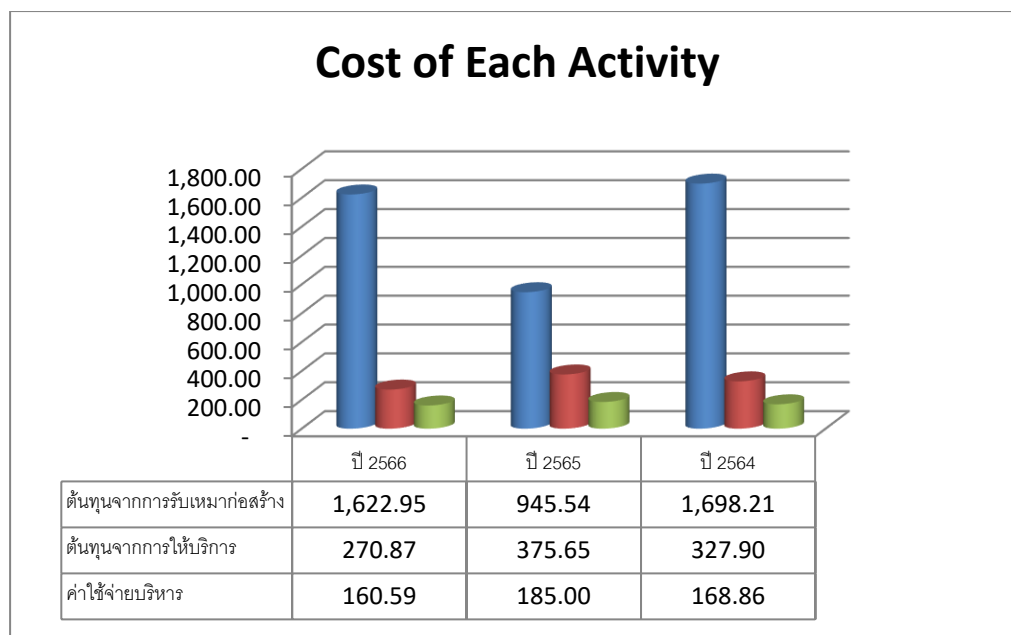
Type of Revenue	Consolidated Financial Statements			
	Unit : Million Baht		Increase (Decrease)	
	2023	2022	Total	%
Revenue from services	353.29	412.57	(59.28)	(14.37)
<b>Total revenue from services</b>	<b>353.29</b>	<b>412.57</b>	<b>(59.28)</b>	<b>(14.37)</b>

Revenue from services in 2023 was 353.29 million baht, decreasing by 59.28 million baht, or 14.37 percent when compared with 2022. Revenues from services accounted for 15.9 percent of total revenues. Revenue from services on control and maintenance of machinery under Ambatovy Project in Madagascar and revenue from providing maintenance service of machinery and equipment of SCC Maintenance Services Co., Ltd. were 264.07 million baht, or 74.96 percent of revenue from services.

#### Other Incomes

Type of Revenue	Consolidated Financial Statements			
	Unit : Million Baht		Increase (Decrease)	
	2023	2022	Total	%
Other incomes	8.30	9.27	(0.97)	(10.46)
<b>Total other incomes</b>	<b>8.30</b>	<b>9.27</b>	<b>(0.97)</b>	<b>(10.46)</b>

Other incomes in 2023 decreased by 0.97 million baht, or 10.46 percent, when compared with 2022. Majority of other incomes derived from interest income, gains from assets disposition and gains from exchange rate. Other incomes accounted for 0.40 percent of total revenues.



#### Cost and expenses for the year ended December 31, 2023

Type of Expenses	Consolidated Financial Statements			
	Unit : Million Baht		Increase (Decrease)	
	2023	2022	Total	%
Cost of construction services	1,622.95	945.54	677.41	71.64
Cost of services	270.87	375.65	(104.78)	(27.89)
Cost of construction and services	<b>1,893.82</b>	<b>1,321.19</b>	<b>572.63</b>	<b>43.34</b>
Administrative expenses	160.59	185.00	(24.41)	(13.19)
<b>Total</b>	<b>2,054.41</b>	<b>1,506.19</b>	<b>548.22</b>	<b>36.40</b>

Main expenses of the Company are cost of construction services and cost of services, which comprise of materials supply, labor cost and production overhead. In fiscal year of 2023, cost of construction services and cost of services totaled 1,893.82 million baht, or accounting for 92.18 percent of total costs and expenses, which was increased by 548.22 million baht, or 36.40 percent, when compared with the year 2022. These costs and expenses can be classified by structure of products as follows:

**Cost of construction services** was 1,622.95 million baht, increased by 677.41 million baht, or 71.64 percent, comparing with 2022. Cost of construction services accounted for 87.19 percent of revenue from construction services of the Company, or accounting for 85.70 percent of total cost.

**Cost of services** was 270.87 million baht, decreasing by 104.78 million baht, or 27.89 percent, comparing with 2022. Cost of services accounted for 76.67 percent of revenue from services or 14.30 percent of total cost.

**Administrative expenses.** Main administrative expenses are employees' salary, expenses related to employees, depreciation, and etc. In fiscal year of 2023, administrative expenses were 160.59 million baht, decreasing by 24.14 million baht, or 13.19 percent, when comparing with 2022.

#### Gross Profit (Loss) and Net Profit

Gross profit (loss) and gross profit margin, divided into profit from construction services and profit from services

	2023		2022		Increase (Decrease)	
	Gross Profit	Profit Margin	Gross Profit	Profit Margin	Gross Profit	Profit Margin
	(Million Baht)	(%)	(Million Baht)	(%)	(Million Baht)	(%)
Gross profit (loss) from construction services	238.50	12.81	224.44	19.18	14.06	6.26
Gross profit from services	82.42	23.33	36.92	8.95	45.50	123.24
<b>Total Gross Profit</b>	<b>320.92</b>	<b>14.49</b>	<b>261.36</b>	<b>16.52</b>	<b>59.56</b>	<b>22.79</b>

Total gross profit in fiscal year 2023 was 320.92 million baht or accounted for total gross profit margin of 14.49 percent, increased by 59.56 million baht, or 22.79 percent, when comparing with the year 2022.

In 2023, the Company's gross profit from construction services was at 238.50 million baht, or accounted for gross profit margin of 12.81 percent of revenue from construction services, which was increased by 14.06 million baht, or 6.26 percent, when comparing with the year 2022. Reason for the increased gross profit was due to the nature of works. In 2023, the

Company's gross profit from services was 82.42 million baht, or accounted for gross profit margin of 23.33 percent of revenue from services, which increased by 45.50 million baht, or 123.24 percent from 2022. Reason for increase of gross profit was due to nature of works of overseas services works and of the affiliate.

#### Net Profit (Loss)

	2023		2022		Increase (Decrease)	
	(Million Baht)	(%)	(Million Baht)	(%)	(Million Baht)	(%)
Profit (Loss) before finance cost and income tax	168.63	7.59	85.63	5.38	83.00	96.93
Net profit (loss) attributable to equity holders of parent	122.79	5.52	47.36	2.98	75.43	7

As of December 31, 2023, profit before finance costs and income tax was 168.63 million baht, increased by 83 million baht and net profit attributable to equity holders of the parent was 122.79 million baht, increased by 75.43 million baht when compared with 2022. Thus, it made the Company's earnings per share (EPS) increased from 0.15 baht to 0.40 baht. Return on Equity (ROE) was 7.15%, increased by 158.21% from the previous year. Return on Assets (ROA) was 7.33%, an increase from 2022 by 82.23%, while Asset Turnover was 0.97 time, increased from the last year which was 29.23%.

#### 14.1.2 Analysis of Financial Position

As some particulars in the balance sheet are specifically used in mechanical construction business only, so we would like to clarify about such specific particulars and nature of construction business.

When the Company enters into a long-term construction contract, the Company shall negotiate with the Employer (Principal) on making of advance payment, so that the Company shall have fund for purchasing construction supplies (i.e., steel, and other equipment). Ratio of such advance payment of each construction project shall not be fixed

amount but it depends on negotiation between the Company and the Employer. The Company shall record such advance payment in “advance payment from customer” account. Balance of this account shall be gradually reduced in proportion with progress of the project or percentage of completion.

When the Company commences the project construction, the Company shall evaluate progress of work and calculate percentage of completion to be used to recognize revenue in each accounting period. The work which has been completed (revenue is recognized) but invoice has not been issued to collect money from the customer shall be recorded in “accrued revenue” or “unbilled completed work”. In case the Company submits invoice and waits for payment from the customers, such accrual balance shall be recorded as “trade account receivable”. At the same time, if the Company collects money before commencing the work, such money shall be recorded as “advanced revenue” together with revenue recognition. The Company shall recognize construction cost based on completion of work and cost estimation which has been assessed by the engineers and the management of the Company. Cost of construction materials which have already been paid but not yet recognized as construction cost shall be recorded as “construction in progress”.

After the project construction has been completed and delivered to the customer, normally some project’s customers may retain some money (i.e., 10% of project value) to warrantee the work. Such money shall be retained for some period of time (i.e., 1 year) which is called warrantee period. The customer shall return such money to the Company after the end of warrantee period. Ratio of retention and warrantee period of each project shall not be the same, depending on negotiation of the Company and the customer. In case such project has many phases, money shall be retained after completion of each phase and the customer shall gradually return retention in each phase after the end of warrantee period. In addition, the Company usually negotiates with the customers to expedite return of retention by submitting a letter of credit to the customer instead. In this regard, the Company’s deposit account shall be used as collateral for such letter of credit.



Balance Sheet	Consolidated Financial Statements			
	( Unit : Million Baht )		Increase (Decrease)	
	2023	2022	Total	%
<b>Assets</b>				
Current assets	1,821.02	1,337.82	483.20	36.12
Non-current assets	690.73	752.49	(61.76)	(8.21)
<b>Total Assets</b>	<b>2,511.75</b>	<b>2,090.31</b>	<b>421.44</b>	<b>20.16</b>
<b>Liabilities</b>				
Current liabilities	583.72	228.11	355.61	155.89
Non-current liabilities	142.03	145.97	(3.94)	(2.70)
<b>Total Liabilities</b>	<b>725.75</b>	<b>374.08</b>	<b>351.67</b>	<b>94.01</b>
<b>Shareholders' Equity</b>				
Equity attributable to parent	1,746.67	1,687.40	59.27	3.51
Non-controlling interests	39.33	28.83	10.50	36.42
<b>Total Shareholders' Equity</b>	<b>1,786.00</b>	<b>1,716.23</b>	<b>69.77</b>	<b>4.07</b>

Material changes of assets, liabilities, and shareholders' equity of the Company as of December 31, 2023, when compared with the balance as of December 31, 2022, were as follows:

#### Assets

As of December 31, 2023, total assets of the Company and the affiliate were 2,511.75 million baht, increasing from 2022 by 421.44 million baht or 20.16%, due to the following reasons:

**Current assets increased** by 483.20 million baht or 36.12%, mainly due to an increase of cash and cash equivalents of 320.32 million baht. Trade account receivables and other receivables increased by 62.43 million baht, and unbilled completed works increased by 102.50 million baht.

**Non-current assets decreased** by 61.76 million baht, or 8.21%.

## Liabilities

As of December 31, 2023, liabilities of the Company and the affiliate were 725.75 million baht, increasing by 351.67 million baht or 94.01% from 2022, mainly due to the following reasons:

**Current liabilities increased by 355.61 million baht, or increase by 155.89%.** Primary reasons were due to the increase of trade account payables and other payables amounted to 54.14 million baht, and increase of advance payment from the Employer of 189.28 million baht. However, such particulars did not cause the Company to incur any interest burden.

**Non-current liabilities decreased by 3.94 million baht, or 2.7%.**

The Company's Debt to Equity (D/E) Ratio was 0.41 time.

## Shareholders' Equity

As of December 31, 2023, shareholders' equity of the Company and the affiliate was 1,786 million baht, increasing by 69.77 million baht or 4.07% from 2022. In 2023, retained earnings increased by 64.60 million baht due to operating results of the Company and the affiliate in 2023.

## Analysis of Liquidity

Liquidity of the Company and the affiliate for the year ended December 31, 2023: Net cash flow increased by 320.32 million baht. The Company and the affiliate have net cash carried forward from 2022 amounted to 463.56 million baht, decrease by 148.17 million baht, which made outstanding net cash at the ending period equaled to 783.88 million baht. Details of sources of cash flow from and used in each activity were as follows:

Type of Cash Flow	Consolidated Financial Statements			
	( Unit : Million Baht )		Increase (Decrease)	
	2023	2022	Total	%
Cash flow from operating activities	390.69	(47.18)	437.87	(928.08)
Cash flow from investing activities	(21.05)	(6.29)	14.76	234.66
Cash flow from financing activities	(43.99)	(79.37)	(35.38)	(44.58)
Currency translation differences increase (decrease)	(5.33)	(15.33)	10.00	(65.23)
Net cash and cash equivalents increase (decrease)	320.32	(148.17)	468.49	316.18
Cash and cash equivalents as of January 1	463.56	611.73	(148.17)	(24.22)
<b>Cash and cash equivalents as of December 31</b>	<b>783.88</b>	<b>463.56</b>	<b>320.32</b>	<b>69.10</b>

**Net cash flow from operating activities** was 390.69 million baht which derived from profit attributable to the parent pursuant to income statement amounting to 166.27 million baht, adjusted with reconciliation of net profit of cash received (paid) from operating activities. Major items which resulted in the increase of cash flow were depreciation of 38.21 million baht, and provision of employee benefit liabilities of 12.45 million baht, trade payables and other payables of 54.12 million baht, and advance payment from the Employer of 78.52 million baht. Major items which resulted in a decrease of cash flow were trade account receivables and other receivables of 70.45 million baht, and unbilled completed works of 102.50 million baht.

**Net cash flow from investing activities** was in deficit of 21.05 million baht, mainly due to payment for acquisition of building and equipment.

**Net cash flow from financing activities** was in deficit of 43.99 million baht, mainly came from dividend to non-controlling interest of 61.96 million baht.

Cash cycle of the Company and the affiliate increased from 51 days to 52 days in 2023 because average collection period of the Company and the affiliate equaled to 68 days

which was lower than last year which was 71 days, and it was under normal collection period of the Company, while payment period equaled to 16 days.

Even though cash and cash equivalents as at ending of 2023 of the Company and the affiliate were 783.88 million baht, increased by 320.32 million baht from the previous year (cash and cash equivalents in 2022 were 463.56 million baht) but it did not cause any liquidity problem at all. As it can be seen that liquidity ratio was 3.12 times, which was higher than 1 time and quick ratio equaled 2.22 times, which was regarded as good criteria with capability to pay total liquidity liabilities from total liquidity assets. From analysis of current asset structure at as ending of the year, it showed that receivables and other receivables from operations amounted to 528.43 million baht, and unbilled completed works amounted to 450.72 million baht. While current liabilities were 583.72 million baht, which was higher than previous year which was at 355.61 million baht. Such amounts comprised of trade account payables and other payables amounting to 54.14 million baht which did not have any impact or decrease liquidity in 2023 as it did not only make the Company do not have to invest in purchase of raw material by its own in advance, but it could also guarantee that the Company can collect some partial payment of the works. The Company expected that it is quite confident to have adequate reserve fund to expand the works and accept the works with high values in 2024.

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## 5.General Data and Other parties

Company's name	:	Sriracha Construction Public Co., Ltd. (SRICHA)
Business type	:	Mechanical Engineering and Construction
Location	:	97 Moo3 Kao Kilo Rd., Surasak Sub-district, Sriracha District, Chonburi Province 20110 Thailand
Company's registration	:	No. 0107554000305
Telephone	:	+66 38 317 - 555
Fax	:	+66 38 317 - 579
website	:	<a href="http://www.sricha.com">www.sricha.com</a>
Registration capital	:	310,000,000.00 baht
Paid-up capital	:	309,879,000 baht
Numbers of ordinary shares	:	309,879,000 shares
Par value	:	1 baht
Company's name	:	SCC Maintenance Service Company Limited
Business type	:	Maintenance Service
Location	:	97 Moo3 Kao Kilo Rd., Surasak Sub-district, Sriracha District,Chonburi Province 20110 Thailand
Company's registration	:	No. 0205541005947
Telephone	:	+66 38 317 - 555
Fax	:	+66 38 317 - 579
Registration capital	:	10,000,000.00 baht
PNumbers of ordinary shares	:	1,000,000 shares
Par value	:	10 baht

### Other parties

<u>Securities registrar</u>	:	Thailand Securities Depository Co., Ltd.
Location	:	93 Stock Exchange of Thailand Building Ratchadaphisek Rd., Klongteoy, Bangkok 10400 Thailand
Telephone	:	+66 2009 9000
Fax	:	+66 2009 9991
<u>Auditor</u>	:	AST Master Co., Ltd.
		Mr. Pradit Rodloytuk License 218
		Ms. Nongram Laohaareedilok License 4334
Location	:	790/12 Thonglor Tower, Soi Thonglor 18, Sukhumvit 55 Rd., Klongtan Neau, Wattana, Bangkok 10110 Thailand
Telephone	:	+66 2714 8843, +66 2185 0342
Fax	:	+66 2185 0225

### 5.1 Legal Disputes

In 2023, the company doesn't have legal disputes.

## Part2

### Good Corporate Governance Policy

#### 6. Corporate Governance Policy

The Board of Directors has consistently adhered to and complied with the principles of good corporate governance and has established the Company's corporate governance policy as a guideline and practice within the organization for directors, executives and employees to conduct business with responsibility. society and all stakeholders equally and fair, focusing on creating long-term business value for sustainable growth, along with monitoring the performance of the Board of Directors and executives in accordance with the Company's policies which the Company has announced and published on the website. of the company in accordance with the principles of good corporate governance of the Stock Exchange of Thailand (SET), the regulations of the Securities and Exchange Commission (SEC) and the Capital Market Supervisory Board and ASEAN CG standards Scorecard.

##### **6.1 Overview of Corporate Governance Policies and Practices.**

The Board of Directors has consistently applied the principles of good corporate governance for listed companies in 2012 of the Stock Exchange of Thailand, set policies and reviewed corporate governance policies annually or at least once a year. In 2023, the Securities and Exchange Commission announced the new corporate governance principles or Corporate Governance Code (CG Code) for listed companies to apply. to be adapted for appropriate practice, which is beneficial to creating sustainable value for the business and has a good long-term performance. The Board of Directors has considered applying the principles in accordance with the CG Code to adapt to suit the nature of business or find other measures to replace it. Guidelines for further development.

The company has organized a training course on the use of the anti-corruption policy for employees in 2023 and communicated information to employees at all levels throughout the

organization through electronic communication systems and new employee orientation public relations boards, focusing on Enhance knowledge and understanding to lead to compliance with the Company's corporate governance policy and business ethics. The Board of Directors, executives and employees of Sriracha Construction Public Company Limited and its subsidiaries have complied with the corporate governance policy and regularly monitored the performance for the year 2023. There is no issue or situation where non-compliance with the above policies.

#### **6.1.1 Policies and guidelines for Boards**

The Board of Directors consists of persons with knowledge and ability, and experiences that can benefit the company who plays an important role in policy making. The company's strategies together with senior management plan both short-term and long-term operations, including corporate governance policies, internal control systems, and risk management in the overall picture of the organization as well as review and follow up and evaluate the performance of the management in accordance with the established strategic plan. The Chairman of the Board is not an executive director, and has no involvement in the management of the company. As well as not having the authority to sign to bind the company. In order to clearly segregate duties between the overall policy supervision of the company and the management.

#### **Separation of duties between the Board of Directors and the Management**

The company has set a management structure and clearly separated roles and responsibilities between the Board of Directors and the management that are suitable for the nature of the company's business operations. The Board of Directors is responsible for setting policies, and supervise the operations of senior management at the corporate level. While senior management is responsible for the implementation of assigned policies to achieve the specified goals. And regularly monitor the performance from the information reported in the monthly meeting. The Board of Directors did not interfere with the management's performance of duties. Unless participating in the consideration of solving the problem appropriately. In the event that the management's performance of duties does not comply with the specified business plan



Therefore, the Chairman of the Board of Directors and Chief Executive Officer therefore not the same person The senior executives must be appointed by the Board of Directors. This may be an outsider who is not an executive, in order to obtain the most qualified person to take a leadership position. organization for sustainable growth.

### **Supervision of Subsidiaries' Operations**

The Company, as the parent company and has the power to control the business in proportion to its shareholding The Board of Directors has supervised the operations of subsidiaries or associated companies. To maintain the benefits of the Company's investments as follows:

1. Appointment of senior management Representing the company as a director or executives of subsidiaries in proportion to their shareholding in the Company
2. Encourage good corporate governance in accordance with the Company's practice through representative directors and assigned executives. Including setting up work systems and personnel that are in line with company policies.
3. Regularly and consistently monitor the performance of subsidiaries and report status/major events to the Board of Directors for acknowledgment. Or give suggestions or solutions in the event of an incident (if any).
4. Consider important matters that require approval before proceeding. or seek approval from the Board of Directors of the parent company according to the authority to approve the Company's operations, such as the appointment and removal of directors Remuneration for Managing Director capital increase or decrease, investment plan, strategic plan and business direction or expanding the scope of business beyond the main business, etc.

5. Manage an internal audit by the internal audit department of the parent company. To ensure that there is an appropriate and adequate internal control system. Comply with relevant laws and regulations.

#### **6.1.2 Policies and guidelines relating to shareholders and stakeholders.**

The company has set policies and guidelines for shareholders and stakeholders in the corporate governance policy, summarized as follows:

##### **(1) The Rights of Shareholders**

The company places importance on good corporate governance. taking into account the importance of fundamental rights of shareholders as a stock investor and shareholders or owners of the company with a standard method that is accepted and reliable Encourage shareholders to exercise their rights that cover basic legal rights. such as purchase sell transfer Securities held independently right to receive dividends Accurate receipt of significant information enough timely and equal The right to attend the meeting or authorize another person to attend the meeting and exercise the right to vote in the shareholders' meeting. to appoint or dismissal of directors Set remuneration for directors Appointment of auditors and determination of auditor's remuneration Profit allocation, dividend payment proposing agenda in advance Nomination of persons to be elected as directors of the Company Opportunity for shareholders to express their opinions and ask questions at the meeting. Independently including jointly making decisions on important matters that affect the direction of the Company's business operations. such as Amendment to the Memorandum of Association regulations of the company. Every shareholder has the right to vote according to the number of shares held. Each share is entitled to one vote. and no shares have special privileges over other shareholders In addition, any other rights of shareholders under the Public Limited Company Act. Securities and Exchange Act or other relevant laws in addition to the basic rights According to the law mentioned above The Company has also taken steps to protect shareholders' rights and facilitate shareholders in exercising their rights. which shareholders should receive

## **(2) The Equitable Treatment of Shareholders**

The Board of Directors places importance on the rights and equality of shareholders. It is stated clearly in the corporate governance policy. in fair and equitable treatment to occur with all groups of shareholders, whether they are major shareholders minority shareholders institutional shareholders Being a Thai nationality shareholder or a foreign shareholder Every shareholder has fundamental rights both as an investor in securities. And as a shareholder or owner of the company in a standardized way that is acceptable and reliable. have the right to receive sufficient information in time in a form suitable for decision-making Rights of shareholders to attend meetings and vote According to the agenda of the shareholders' meeting, they consider and participate in decision making on important matters of the company, including significant transactions that affect the direction of the company's business operations. however Every shareholder has the right to vote according to the number of shares held. Each share has one vote and no share has special rights over other shareholders in the year. 2023, there was no event or activity. which violates or deprives the rights of shareholders. The Board of Directors also supervises various matters. so that the shareholders can be confident that the Company has truly treated minority shareholders fairly and equitably. and has established a policy on equitable treatment of shareholders. In addition to what is required by law

## **(3) Role of Stakeholders in Corporate Governance**

company Realizing and acknowledging the basic rights of stakeholders as required by law. Adhere to creating fairness for all stakeholders involved for sustainable mutual benefits. namely shareholder employee customer partners commercial competitor creditor society and public environment ( community where the company is located ) as defined in the corporate governance and business ethics manual of the company It is the duty and responsibility of the director. executive and all employees must acknowledge understand and strictly follow the established guidelines The Board of Directors has supervised a management system to ensure that the rights of each group of stakeholders are recognized and treated with strict equality.

According to the review and improvement of the business ethics Announcement for general information And disseminated to stakeholders and related to know and disseminated at the company's website.

#### **(4) Disclosure and Transparency**

The Board of Directors places importance on communication and disclosure of important information related to the Company. both financial and non-financial information Report information by accounting period and information disclosed by events with the purpose of providing accurate information completely enough and timely to demonstrate the actual performance and financial status of the company. Including the business trend of the company in the future. as well as other important information that affects the stock price of the Company. And news recipients can use the information to consider making investment decisions. However, it shall be in accordance with the guidelines, criteria and requirements. by the Securities and Exchange Commission and the Stock Exchange of Thailand including the law standard and good practices related to business operations and disclosure of financial information through various channels and investor relations department that can be conveniently and equally accessible

#### **6.2 business ethics**

Board of Directors The business ethics and code of conduct of directors have been established. All executives and employees To be a guideline for business operations of the group of companies. Sriracha Construction Public Company Limited, including all stakeholders . by the Board of Directors It is believed that it will promote corporate governance in accordance with good corporate governance principles and build confidence in business operations. And cause efficiency and effectiveness to the organization by the Board of Directors The business ethics have been revised to be in line with the anti-corruption policy. suitable for the business operations of the Company Group director All executives and employees as well as all stakeholders involved to cooperate in complying with the Code of Conduct. with commitment

Create long-term business value for sustainable growth Communicating to employees through electronic internal communication systems. and prepared in the form of a book delivered to the directors executive and all employees Signed to acknowledge compliance with the Business Ethics Manual. It has been published on the company's website. under the heading “ Good Corporate Governance ” for shareholders investor And interested people can easily view the information (website: <http://www.sricha.com/> good corporate governance / business ethics ) in summary, the practical guidelines as follows

### **Business ethics**

The Board of Directors adheres to ethics. Honesty and virtue It is the principle of conducting business that is correct and fair. therefore encourages directors executive and all employees of the company Strictly conduct business in accordance with ethical principles by prescribing a good corporate governance manual and business ethics (Code of Conduct) in writing It is considered an obligation that must be jointly adhered to as a principle of compliance with the scope of responsibility to the Company and all stakeholders with honesty under the law and regulations of the Company. operate a transparent business honest and fair for the development of the organization to international standards Policy essence namely Conflicts of interest , Responsibility to shareholders , Treatment of employees , Treatment of customers , Treatment of partners , Treatment of competitors , Social and public responsibility as well as monitoring and supervising strict compliance with the Ethics Manual. And published on the company's website (website: <http://www.sricha.com/> Good Corporate Governance / Corporate Governance Policy.)

### **Business Ethics**

Board of Directors with the intention to encourage the company and its subsidiaries or affiliates Be an organization that conducts business responsibly be fair transparent and can be checked based on ethics and morality and have responsibility to all stakeholders Aiming to

create long-term business value for stakeholders for sustainable growth together through business ethics that the company adhere to namely

1. Be responsible for the results of their decisions and actions (Accountability).
2. Transparency and openness (Transparency)
3. Treat all parties equally and fairly (Equitable Treatment).
4. Aiming to create long-term business value for stakeholders (Long-Term Value-Added Creation to Stakeholders).
5. Promotion of Best Practices

#### **Ethics on Responsibility to Stakeholders**

company Encourage the exercise of the fundamental rights set forth in the law and the Company's Articles of Association. Committed to creating maximum customer satisfaction Take into account equality and honesty in business operations. maintain mutual benefits with partners Treat commercial competitors under the framework of the law fairly and honestly. Stick to the commitments and fulfill the agreed commitments.

#### **Ethics on data and information responsibility**

company Encourage the disclosure of accurate information. sufficient and timely for transparency and fair investment and the disclosure of important information, both financial and non-financial information. by submitting information via electronic information dissemination system specified by the SET and at the company website

## **Code of Conduct for Quality, Safety and Occupational Health Responsibility**

company Give importance to quality management. safety and occupational health in the workplace with continuous standards by establishing and reviewing the quality policy safety and occupational health and environment including good practices for sustainable development

## **Ethics on Responsibility in Procurement and Treatment of Business Partners**

company Give importance to fair selection practices for partners or contractors. Which has prepared criteria for selecting and evaluating sellers contractors and activities covered by vendors / contractors It is specified in the procurement process according to the requirements of the quality management system. which has already defined the guidelines in the business ethics

## **Code of Conduct for Company Directors Executives and employees**

### **Code of Conduct for Company Directors**

Director should have guidelines for conducting oneself in order to comply with the Company's business ethics Directors should always remember that The performance of one's duties is not an obligation and responsibility to the Company. and shareholders only If still responsible for customers and other stakeholders as well so Taking into account the common interests of all groups of people. The aforementioned are all practical guidelines. They must be responsible for the conduct of the Company's directors.

### **Code of conduct for executives and employees**

Code of Conduct for Executives and Employees It is a guideline for conduct along with work regulations. regulations specification Orders and announcements of the group companies Sriracha Construction Public Company Limited aims to provide employees with a good working environment. Have safety in life and property select and employment It will operate on the basis of equality and equality. based on knowledge experience ability and moral Appropriate with the

job position, job description , and have attitudes consistent with the organization's values. provide fair returns and appropriate according to knowledge ability responsibility and performance of each employee Enhance happiness at work, develop and foster teamwork culture. create satisfaction for stakeholders taking into account equality and honesty in business operations both practice treatment of colleagues conduct towards the company and behavior towards superiors and subordinates attach importance to the potential development of executives and employees. by providing opportunities thoroughly and regularly Executives and employees have the right to file complaints in case of unfair treatment according to the established system and process.

#### **Policies and practices**

##### **Respect and comply with relevant laws, rules and regulations.**

Sriracha Construction Public Company Limited Group places importance on respecting and obeying the law. order and related regulations wherever they go to conduct business. company employees Therefore, the law must be respected. do not disobey and conduct their duties according to best practices, provide channels for employees to report matters that may lead to non-compliance with the laws and regulations of the state or corporate governance principles business ethics policy and regulations of the company or implied corruption Including providing protection whistleblower or whistleblower and related persons to avoid negative consequences from complaints

##### **Conflict of Interest and Conflict of Interest**

Board of Directors It is an important policy in conducting business that takes into account the benefits of the Group. Sriracha Construction Public Company Limited and stakeholders as a whole. Therefore, guidelines have been established to show the intention of conducting business with ethics. transparent can check And to take it as the duty of the director. executive and personnel at all levels Including those involved and those related to Must avoid having a stake or being involved in any action that may cause a conflict of interest. which will result in the group



of companies Sriracha Construction Public Company Limited loses benefits In case such items cannot be avoided The responsible unit will supervise the transaction. to be transparent clear for the best interest of the group of companies Sriracha Construction Public Company Limited has a guideline to follow the policy " interests and conflicts of interest " as shown in Section 4 : Disclosure and Transparency.

#### **Inside information and keeping confidential information**

The Board of Directors has established measures to prevent wrongful use of inside information (Insider Trading) of related persons. which means Board of Directors management and employees in data related departments Including spouses and minor children of such persons to bring inside information of the Company Which has not yet been disclosed to the public to disclose or use for personal benefit or conduct transactions that may cause conflicts of interest is considered a serious offense and may be subject to disciplinary action. There is a guideline for the implementation of the policy “ Supervision of the use of insider information ” as shown in Chapter 3 Roles of Stakeholders.

#### **Receiving or giving gifts property or any other benefit**

Receiving or giving gifts property or any other benefits as a gift / property according to festivals / traditions in each locality and has reasonable or reasonable value To be able to do it in a reasonable way, it is acceptable, but at the same time, the company does not allow employees to accept gifts / assets. which has values beyond the normal nature of business related persons and shall not claim or accept in any case that is out of the ordinary or inappropriate In addition to the expected return from the group of companies That may affect the decision to work with bias.

#### **use of information and communication technology**

company Realize the importance of using electronic data. or information and communication technology It is considered an important factor that promotes business

operations and increases work efficiency. It is a shared responsibility of all employees to comply with the policies and regulations on the use of information technology that have been defined. Including the duty to protect and maintain from being violated or published without permission.

#### **Respect for human rights and fair treatment of labor**

company Support and respect human rights principles. which is the foundation of human resource development Which is associated with the business in a way that adds value. And it is considered an important factor for the business to create added value and productivity. by caring Follow up to prevent the company's business group from Sriracha Construction remember Public Company Limited to do business or be involved in human rights violations . by accepting practices that are beneficial to society as a whole such as Universal Declaration of Human Rights Agreement United Nations Human Rights Principles

#### **exercise of social and political rights**

director executive and staff have the right and freedom to participate in various activities other in society by avoiding any action which is incorrect against the law or morality make society unstable and maintain their honor and dignity to be accepted as appropriate to their status in society and communities company located In this regard, the following guidelines have been established.

1. Adhere to democracy Encourage the exercise of constitutional rights and another law other Related
2. do not take any action which may make it possible to understand that the company get involved or support any political party

#### **Guidelines on non-infringement of intellectual property**

company Conduct business without violating intellectual property. or the copyright of others Including commercially useful information that is considered a trade secret. both in the

form of a contract agreement or any other documents which will cause damage to the company which has established guidelines in the business ethics.

### Anti-Corruption Guidelines

company Focus on all employees to perform their duties with honesty and adherence to morality and ethics. transparent can check by promoting Encourage and follow up on strict compliance with the code of conduct and business ethics. for the Company's business operations to be efficient and effective

### Anti-Corruption

Board of Directors Give importance to honest business operations. be fair and transparent has prepared a policy against corruption and Anti-Corruption Policy Compliance Manual as a guideline and executive directors are prohibited and all employees support corruption Or accept all forms of corruption both directly and indirectly. and has reviewed such policies to cover cases of rights violations which announced the policy The scope of whistle blowing and complaints Including protection mechanisms for whistleblowers complaint or in the event of being violated and published on the Company's website ( as disclosed in Section 2 Disclosure of Information Subject : Whistleblowing and Complaints or in case of infringement

### Policy

*“ Company directors are prohibited executive and employees of the company Take action to support corruption. corruption Or accept all forms of corruption both directly and indirectly. which covers the business of subsidiaries Associate or other companies over which the Company has the power to control in any case and must strictly comply with anti-corruption measures Including establishing a structure for responsible persons and a risk management system. internal control and internal auditing to prevent and suppress fraud or corruption within the organization. as well as reviewing guidelines and the requirements to operate in accordance with the changes of the business order rules and requirements of the law ”*

It contains a summary of measures and guidelines. as follows

1. Political contributions : not concentrating on any political party And there is no policy for employees at all levels. command or persuade by any means This may cause conflicts within the organization.
2. Charitable donations and sponsorships : transparency There is a control process. Check and have evidence to record the account correctly.
3. Paying and receiving money related to the cost of gifts welcome fee And expenses for receptions : must be in accordance with traditional practice. It is approximately appropriate to the occasion. and must not violate the law rules in accordance with the Company's business ethics
4. Getting discounts from customers according to normal business practice
5. Risk assessment : This is the foundation of anti-corruption.
6. Control : Provide an effective internal control system throughout the organization.
7. Procurement : no policy or receive offer or give Financial interest or any other benefit to the seller or service provider.
8. Accounting audit and data storage : There is a process for auditing accounting transactions. and approve appropriately and must comply with accounting standards accounting policy and regulations relevant official
9. Human Resource Management : It is a part of the Company's human resource management.
10. Training and Communication : Provide training to educate about this policy. This is regarded as part of the orientation of all employees prior to taking the position. Including continuous annual training

however Such policies and guidelines are signed by the Chairman of the Board of Directors. Published on the company's website. Investor Relations topic " Good Corporate Governance " and the management will convey such policies to all departments. All employees of the company and its subsidiaries and in affiliates to know the guidelines for further action

Actions to prevent involvement in corruption are as follows

1. company make public relations communication Anti-Corruption Policy to director executive and all employees for acknowledgment and strict compliance. through electronic communication channels within the organization and attach a public relations board and communicated to external parties investor by disseminating through the Company's website
2. Prepare a manual to comply with the anti-corruption policy. It is part of a consistent practice. with the " Policy and Guidelines for the Prevention and Anti-Corruption " of the company which has been announced and published on the company website
3. company Provide channels for whistleblowing complaints and to report if a violation is found or action Corruption And there are measures to protect the complainant. by reporting to the Audit Committee Through the company secretary as specified in the whistleblowing channel. or in case of violation
4. Communicate Anti-Corruption Policy and refrain from accepting and giving gifts Gifts in any form with those doing business with the Company and its subsidiaries, namely customer partners direct and indirect distributors as well as business partners both domestically and internationally to acknowledge such policy and inform all employees for acknowledgment and strict compliance
5. set to be reviewed Assessment and risk management guidelines Including establishing guidelines for risk prevention and control, as well as identifying responsible persons. Prepare reports to follow up and present to executives to monitor and manage risks.

6. company Arrange for reports and investigations of corruption to be presented to the Board of Directors. to consider and give opinions through the Audit Committee
7. company Will propose to the committee to review the appropriate anti-corruption policy every year.

#### **Compliance with other good corporate governance principles**

board executive and employees of the Company and its subsidiaries has complied with the corporate governance policy and strictly and consistently followed up on the implementation of the operational plan In 2021 , there was no situation where the implementation did not comply with the policy.

## 7. Corporate governance structure and important information concerning the Board of Directors, Sub-committees, management, employees, and others

### 1 Board of Directors

Articles of Association How much there will be will be determined by the general meeting of shareholders. But the number of directors must not be less than 5 persons and not less than half of the total number of directors must reside in the Kingdom. And the director may or may not be a shareholder of the company. There must be at least 1 in 3 or at least 3 independent directors elected and removed by the shareholders' meeting. All directors must be qualified as required by law. (See list and history educational qualifications Working experience of each director Including information on the positions of directors in the company and related companies as of December 31, 2023 can be found in Attachment 1 Details of directors, executives, controlling persons company secretary and head of internal audit department

### Appointment of Directors

Let the shareholders' meeting vote for the election of company directors. according to the following criteria

(1) One shareholder has one vote per share.

(2) Each shareholder may use all the votes he has under (1) to elect one or more persons to be directors. But cannot divide the votes to anyone in any amount. In the event that several persons are elected as directors Each shareholder can elect a director not more than The total number of directors to be elected by the shareholders' meeting The votes could not be divided to any person in any amount.

(3) Persons receiving the highest number of votes in descending order shall be elected as directors equal to the number of directors to be elected by the shareholders' meeting in case the persons elected in descending order have votes. equal number of directors exceeding the

number of directors to be elected by the shareholders' meeting. The chairman of the meeting shall have an additional vote as a casting vote.

- The board of directors shall elect one director to be the chairman. In the event that the Board deems it appropriate will elect one director Or several people can be vice chairman. The vice chairman has duties in accordance with the regulations in business. which the chairman assigned

- In the event that a director's position becomes vacant due to reasons other than retirement by rotation The Board of Directors shall elect a person to be a replacement director, so he/she shall be in office only for the remaining term of the director he/she replaces. The resolution of the said committee must consist of votes of not less than three-fourths of the number of remaining directors.

- At the regular general meeting Every year, one-third of the directors shall retire from office. If the number of directors cannot be divided exactly into three parts The number nearest to one-third shall be issued.

- Directors to be retired in the first year and the second year after the registration of the company shall be drawn by lots to determine who will retire. In the following years, the directors who have been in office the longest shall be retired. Directors who have retired by rotation may be re-elected.

- In addition to retirement by rotation Directors will vacate office upon death or resignation or lack of qualifications. or having prohibited characteristics as required by law Or the meeting of shareholders resolved to retire. or the court has issued an order to leave

- Any director who wishes to resign from the position must submit a resignation letter to the company. The resignation is effective from the date the resignation letter reaches the company. Directors who resign will notify their resignation to the public company registrar. You can also know.



The shareholders' meeting may pass a resolution for any director to retire before the expiration of the term by not less than three-fourths of the number of shareholders attending the meeting and having the right to vote and having shares altogether not less than half of the number of shares held by shareholders attending the meeting and having the right to vote.

On 31st December, 2023 the Company's Committees consist of 9 committees as follows:

No.	Name	Position
1.	Mr. Yiem Chundprasit	Chairman
2.	Mr. Dusit Choopanya	Independent director and chairman of Audit Committee
3.	Mrs.Piyapa Chongsatien	Independent director and Audit Committee
4.	Mr. Saravut Krailadsiri	Independent director and Audit Committee
5.	Mr. Kamol Ratanachai	Independent Director
6.	Mr. Boonkrua Khemapiratana	Director/Managing Director
7.	Mr. Gridsada Potisomporn	Director/Deputy Managing Director
8.	Mr. Chatmongkol Khemapirat	Director/Asst. Managing Director in operation
9.	*Mrs. Sudchinda Sethakulvichai	Director/Company Secretary

Mrs. Sudchinda Sethakulvichai acting as the secretary of the Board of Directors and company secretary

Directors authorized to sign to bind the Company are Mr. Boonkrua Khemapiratana, Mr. Chatmongkol Khemapirat, Mrs. Sudchinda Sethakulvichai. Two people jointly sign and affixed with the Company's seal according to the Company's Articles of Association The number of names or directors who will be able to sign as an important sign to bind the company. Two directors shall jointly sign and affix the Company's seal. The Board of Directors has the authority to determine and change the names of directors who have authority to bind the Company.

The Board of Directors has the power to authorize one or more directors or other persons to perform specific tasks on behalf of the Board of Directors. and the Board may cancel, revoke, change or modify such authority

#### **Term of being a director of the Company**

At every annual general meeting, one-third of the directors shall retire from office. If the number of directors cannot be divided exactly into three parts The number nearest to one-third shall be issued. Directors to retire in the first year and the second year after the registration of the company shall draw lots to determine who will retire. retiring A retired director may be re-elected.

#### **Scope of duties and responsibilities of the Board of Directors**

The Board of Directors is responsible for the shareholders in the Company's business operations. and oversight to ensure that management is in accordance with the goals and guidelines that generate the greatest benefit to shareholders. under the framework of good ethics and taking into account the interests of all stakeholders Including compliance with the rules and regulations of the Stock Exchange of Thailand. Securities and Exchange Commission and the Capital Market Supervisory Board established under Securities and Exchange Act B.E. 2535 and amended by The Securities and Exchange Act (No. 4) B.E. 2551 has the following powers, duties and responsibilities:

1. Set policies, directions and strategic goals in the overall picture of the company. Consider suitability, give advice, approve vision, goals, strategies, policies and operational plans and budgets of the company. presented by the management department to supervise, control, supervise the administration and operating in accordance with the policy Plans and goals set taking into account the benefits of all stakeholders as well as implementing an efficient and effective internal control system.

2. Supervise and manage the company in accordance with the law, objectives and regulations of the company. as well as the resolutions of the shareholders' meeting Honesty, honesty and care for the interests of the company.
3. Proceed to ensure that the company has a financial and accounting reporting system. To be accurate and show The company's position is true according to generally accepted accounting standards. To present to the shareholders' meeting for consideration and approval.
4. Consider the appointment of executive directors Audit Committee and/or other sub-committees as appropriate and necessary. to oversee the management system and internal control to be in accordance with the established policy as well as consider and determine the remuneration of the management
5. Consider the appropriateness of the appointment and determine the scope of authority and duties of various sub-committees.
6. Ensure that there is a process for submitting information so that the Board of Directors receives sufficient information from the management to enable them to perform their duties and responsibilities completely.
7. Supervise the practice of ethics in the Company's business operations. Best practices for directors and employees Including communicating to related parties to know and practice.
8. Consider selecting and proposing the appointment of auditors and considering appropriate remuneration before proposing to the shareholders' meeting for approval.
9. Consider approving operating expenses in the amount that exceeds the authority of the Managing Director. Executive Board and other sub-committees
10. Other operations relating to business operations in order to comply with laws, regulations and resolutions of the shareholders' meeting of the Company; or a person who may have a conflict of interest or a stake or a conflict of interest with the Company or its subsidiaries Directors or persons

authorized by directors who has vested interest or has a conflict of interest has no right to vote on that matter

### **Audit Committee**

On 31st December, 2023, the Audit Committee of the Company consists of 3 persons who are independent directors with diverse abilities in each field of occupation for both engineering, and Finance Account. They are responsible for considering and approving of the company's financial statements and the affiliates, verifying the internal audit and internal control, holding the meeting with the auditor, assistant managing director in financial and accounting department and considering the referential details. The Audit Committees consist of:

No.	Name	Position
1	Mr. Dusit Choopanya	Chairman of Audit Committee
2	Mrs.Piyapa Chongsatien	Audit Committee
3	Mr. Saravut Krailadsiri	AuditCommittee

Ms.Julrairak Suttipong is the secretary of Audit Committee

The Audit Committee term is 3 years except resignation case following the Company's regulation. They canbe re-elected to return to the position again.

### **Elements of Audit Committee**

Among 3 audit committee, there must be at least 1 Auditing Committee with proficiency in accounting or financial management of the Company. The meeting of Audit Committee consists of no less than two third to attend the meeting.

## Scope of duties and responsibilities of Audit Committee – in internal audit

1. Verify the Company to have correct, complete, sufficient, and reliable financial report
2. Verify the Company to have sufficient, suitable, and effective internal control and internal audit systems. Consider the independence of internal audit department and consider approving the nomination, transfer and dismiss the head of internal audit department
3. Verify that the company works in comply with the related law and regulation.
4. Consider recruiting or nominating the persons to be independently responsible for the auditor of the Company and propose the remuneration of such persons as well as attending the meeting with the auditor without the participation of management department for at least once a year
5. Openly conduct the report of the Audit Committee in the annual report of the Company.  
The mentioned report must be signed by the Chairman of Audit Committee and must consist of the following data:
  - 1) Opinion on the correctness, completeness, and reliability of financial report of the Company
  - 2) Opinion on the sufficiency of internal control system of the Company
  - 3) Opinion on the conformity to the law related to the Company's business
  - 4) Opinion on the suitability of auditor
  - 5) Opinion on the details possibly related party transaction.
  - 6) Other details which the shareholders should be acknowledged under the scope of duties and responsibilities assigned by the Board of directors.

6. Report the operation of the Audit Committee to the Board of Directors for at least four times a year.
7. Be responsible for the duties of Audit Committee. The Audit Committee has authorization in holding the meeting with the executives or employees to request for necessary data being use by the Audit Committee.
8. If the Audit Committee find or be doubtful in any detail or activity which may significantly affect the financial status or operational performance of the Company, the Audit Committee must report the Board of Directors to verify such detail or activity immediately
9. Perform other things following the assignment of the Board of Directors and the approval of the Audit Committee.

#### **Scope of duties and responsibilities of Audit Committee– in risk management**

1. Consider the policies and guidelines in the risk management of the Company covering several kinds of risks, for example, financial risk, the risk affecting the Company's reputation, for proposing to the approval of the Board of Directors.
2. Specify the guidelines in the risk management of the Company to be in accordance with the policy of risk management by assessing, observing, and supervising the amount of risk of the Company to be in the of the Company suitable level
3. Supervise and observe the conformity to the policy of risk management under the guidelines and policies approved by the Board of Directors.
4. Provide the assessment and analysis on the damage possibly occurring systematically and continually for assuring that the risk survey covers all processes of business operation
5. Specify the criteria and limit of risk which is acceptable by the Company

6. Support and develop the risk management to continually occur throughout the whole Company
7. Review the sufficiency of policies and system of risk management including the effectiveness of the system and the conformity to the specified policies
8. Regularly report the operational performance to the Board of Directors on the operation and status of risk of the Company as well as to propose to the Board of Directors for considering the improvement and correction on the Company's operation in order to agree with the specified policies and strategies of risk management.

#### **Board of Executive Committee**

On 31st December, 2023, the Executive Committees consist of 5 committees as follows:

The Executive committee with management power and authorization consists of not less than 5 persons appointed by the Board of directors. The meeting of Executive Committee shall consist of no less than half of the whole committee to attend the meeting.

Scope of duties and responsibilities for Board of Executive Committees are as follows:

1. Plan and set the policies, direction, strategies, financial plan, budget, and other managements to meet with the economic conditions and competitive conditions of market and to propose to the Board of Directors for the approval
2. Study the possibility for new projects. Consider the approval to participate in bidding as well as supervise and control the current project to go as directed.
3. Inspect and observe the operation following the policies and guidelines in the management specified by the Company efficiently for facilitating the business operation and report the operational result to the meeting of Company's Committee
4. Give some advice and consultation. Specify the policies and authorization of managing director and committees for supporting the business of the Company
5. Consider the approval of authorization in the management and business operation to the executives

following the Company's regulations

6. Consider the approval of payment for the management and business operation in the part over the financial budget of managing director following the approval announced at that time. Report to the Company's Committee is required in the first meeting of Company's Committee from the date of approval
7. Operate others following the policies assigned by the Company's Committee

The aforementioned authorization to the Executive Committees must be under the regulation of law and Company's rules. In the case that any operation with or possibly with the benefits or stakes of Executive Committees and/or persons possibly with conflict, the Executive Committees and/or assigned persons do not have authorization in approving the mentioned operation. This must be proposed to the Company's Committee for the consideration later.

#### **Nomination and Remuneration**

Committee are as follows:

The Nomination and Remuneration Committee shall hold office for a term of 3 years each. The director who is retired on rotation pursuant to the Company's Article of Association may be re-appointed.

Components of the Nomination and Remuneration Committee

In order to constitute the quorum during the meeting, the number of the Nomination and Remuneration Committee must not be less than two thirds.

#### **Scope of Power and Responsibility of the Nomination and Remuneration Committee**

Scope of power, duties and responsibility of the Nomination and Remuneration as per specified by the Board of Directors are as follows:

#### **Duties and responsibilities regarding the nomination**

To consider an appropriateness of the organizational structure including components of the Board of Directors and the Committees of Sriracha Construction Public Co., Ltd.



To consider guideline and criteria on appropriated qualifications of the Board of Directors, the Committee, the Executive Committee, the Managing Director and High-level Executives as well as criteria on recruitment of the appropriated personnel to hold such positions.

To perform other works as per assigned by the Board of Directors.

#### **Duties and responsibility related to remuneration consideration**

To consider fair and reasonable remuneration criteria for the Board of Directors, the Committees, the Executive Committee, Managing Directors and High-level Executives who have been appointed by the Company's Board of Directors.

To consider other remuneration criteria, i.e. reward, meeting allowance, pension, bonus and other benefits of the Board of Directors and the Committees including the Executive Committee, and high-level executives who have been appointed by the Board of Directors, and propose to the shareholders' meeting for consideration and approval

The Board of Directors may assign the Nomination and Remuneration Committee to perform other tasks related to remuneration and other benefits of the high-level executives in order to achieve the company's objectives, as follows:

To determine and operate pursuant to the policy as well as the Human Resources Department for the high level executives to be in the same direction of the Company's business objectives.

To strengthen confidence that remuneration including benefits of the high-level executives are on par with other business operators in the same industry.

To maintain qualified and appropriated personnel in the high-level executives to work for the Company.

#### **Meeting of the Nomination and Remuneration Committee**

The meeting should be held at least once a year and the management or the executive or the relevant employees or the person deemed necessary may attend the meeting or provide related or necessary information to the meeting. In addition, the Nomination and Remuneration Committee may specify the number of the meeting, as it deems appropriated.

In order to constitute the quorum during the meeting, the number of the Nomination and Remuneration Committee must not be less than two thirds and to consider all remuneration of the people currently holding the position.

The Nomination and Remuneration Committee who has interests in the matter considered must not vote for such matter, except in the case of considering about the remuneration for the whole Board of Directors.

In case of vote, each member of the Nomination and Remuneration Committee can have 1 vote, in case of tie vote, the Chairman of the Nomination and Remuneration Committee shall cast the vote.

### Remuneration

Remuneration for Board of Directors and others sub-committee

The remuneration of the Board of Directors, Audit Committee, and Executive Committee are as follows:

Position	Meting allowance/time	Operational remuneration	
		Monthly	Annual
Chairman	15,000	50,000	The remuneration of all Directors in total is no less than 0.1% but not greater than 0.5% of gross revenue stated in Financial Statement that has been approved by shareholders in the Annual General Meeting.
Directors	15,000	25,000	
Chairman of audit Committee	20,000	-	
Audit Committee	10,000	-	
Chairman of NRC Committee	15,000		
NRC Committee	10,000		
Chief Executive Officer	-	10,000	
Executive Officer	-	5,000	

(Unit : baht)

## Monthly remuneration and meeting allowance

The criteria of remuneration of Company's Committee, Auditing Committee, NRC Committee and Executive Committee are as mentioned above.

### Annual remuneration

The Board of Directors receive remunerations in total of all members is between 0.1 - 0.5 percent of the total revenue of the Company's annual financial statements that have been approved by shareholders at the Annual General Meeting of shareholders. The annual bonus allocation shall be determined, considered and approved each year by the Board of Directors depending on the operation performance of the company.

## PERSONEL

As of December 31, 2023, the Company and the affiliate has 2,629 employees, dividing by department as follows:

Department	2023	2022
Accounting and Finance Department	11	11
Human Resources Department	6	6
Administration Department	16	16
Salary and Wages Department	3	3
Store Department	18	12
IT and Work Systems Department	3	3
Operation Department	1,877	1,550
Procurement Department	5	5
Marketing Department	-	-
Employees of the Affiliate (SMS)	690	571
Total	2,629	2,177

## **Employee Remuneration**

Employees of the Company and the affiliate will be remunerated in the form of monetary and non-monetary remuneration. Monetary remuneration includes salary, annual bonus, overtime allowance, diligence allowance, special reward money, living allowance and other welfares in monetary form.

Major non-monetary remuneration includes the Employees' Provident Fund, which is managed by a licensed fund management company, by complying with the requirements of the Provident Fund Act B.E. 2542 (1999). In addition, the Company provides the employees with the right to choose or change investment policies twice a year. Life insurance and group health insurance are provided to executives and employees. The amount of employee benefits given depends on age of the employee and level of risk on operation of each position, including supporting of training expenses, both internal and external training courses/seminars appropriately

In 2023, the Company and the affiliate paid employee remuneration in the form of monetary remuneration and non-monetary remuneration totaling 1,065.57 million baht, and in 2022, employee remuneration paid totaling 872.16 million baht.

### **Changes in the number of employees of the Company in the past 2 years:**

In 2023, there were 887 resigned employees and 619 new employees.

In 2022, there were 1,016 resigned employees and 643 new employees.

There have been no major labor disputes in the past 2 years.

## **Human Resource Development Policy**

The Company places importance on human resource development continually to enhance employees' potential to operate in accordance with the Company's goals and operational direction and to support future growth and competitiveness in international level. The Company has prepared training plans and activity plans for employees to increase their knowledge, abilities and skills in various fields in accordance with the Company's personnel development guidelines. All new employees must attend orientation and basic safety training within 7 days and must attend at least 1 skill and capability development training course within 6 months. ISO 9001 Quality Standards specified type of training that should be provided to the employees, such

as competency development and work safety, depending on duties and mature of works responsible. In 2023, a total of 788 employees at each level have been trained and record on knowledge development of each employee has been collected to be used as a database for consideration on performance evaluation and for preparation of training plans to increase the potential of the organization's personnel.

## **8. Corporate Governance Report**

The Board of Directors has continuously applied the principles of good corporate governance for listed companies in 2012 of the Stock Exchange of Thailand, has set policies and has reviewed the corporate governance policy annually or at least once a year, which has been There was a review of the corporate governance policy in the past year. In 2019, the Securities and Exchange Commission announced a new good corporate governance principle or Corporate Governance Code (CG Code) for listed companies in order to apply the principles for appropriate practice, which is beneficial to creating sustainable business value and good long-term performance, which the Board of Directors has considered applying the principles in accordance with CG . Code to adapt to suit the nature of business operations or find other measures instead. However, the company will use the practices that have not yet been implemented as a guideline for further development.

Articles that have not yet been implemented	reason
<ol style="list-style-type: none"> <li>1. The Board of Directors should require independent directors to hold office continuously for not more than 9 years . from the date of appointment as an independent director for the first time</li> <li>2. The Board of Directors should set the maximum number of consecutive terms of office for directors and sub-committees.</li> </ol>	<p>The Board of Directors has not yet determined the longest continuous term of office for an independent director. Directors and sub-committees The Board of Directors believes that all directors are knowledgeable and capable. experience, understanding the characteristics of black conduct business well have independence in expressing their opinions Suggestions that are beneficial to the company Not being or not being involved with major shareholders or has control Not influenced or overwhelmed by management Possess independent director qualifications as stipulated by the Office of the Securities and Exchange Commission S. L. L. T. and __ market</p>
<ol style="list-style-type: none"> <li>3. The Nomination and Remuneration Committee is entirely independent directors.</li> </ol>	<p>In order for the executive directors in the Nomination and Remuneration Committee to provide information to the independent committee from the perspective of the management concerning the business. and jointly consider recruiting personnel and considering remuneration appropriate to the business and business conditions at that time.</p>
<ol style="list-style-type: none"> <li>4. Require directors or senior executives to notify the board of directors or the person assigned by the directors about</li> </ol>	<p>The Board of Directors has established measures to prevent the wrongful use of inside information by related persons. including spouses and minor</p>

Articles that have not yet been implemented	reason
the purchase. Sell your company's shares at least 1 day in advance. before trading	children Prohibiting the use of information that has not yet been disclosed to the public transactions or for personal benefits that may cause conflicts of interest considered a serious offence. by prescribing it as the company's business ethics

## Section 1. The Rights of Shareholders

The company places importance on good corporate governance. taking into account the importance of fundamental rights of shareholders as a stock investor and shareholders or owners of the company with a standard method that is accepted and reliable Encourage shareholders to exercise their rights that cover basic legal rights. such as purchase sell transfer Securities held independently right to receive dividends Accurate receipt of significant information enough timely and equal The right to attend the meeting or authorize another person to attend the meeting and exercise the right to vote in the shareholders' meeting. to appoint or dismissal of directors Set remuneration for directors Appointment of auditors and determination of auditor's remuneration Profit allocation, dividend payment proposing agenda in advance Nomination of persons to be elected as directors of the Company Opportunity for shareholders to express their opinions and ask questions at the meeting. Independently including jointly making decisions on important matters that affect the direction of the Company's business operations. such as Amendment to the Memorandum of Association regulations of the company. Every shareholder has the right to vote according to the number of shares held. Each share is entitled to one vote. and no shares have special privileges over other shareholders In addition, any other rights of shareholders under the Public Limited Company Act. Securities and Exchange Act or other relevant laws in addition to basic rights According to the law mentioned

above The Company has also taken steps to protect shareholders' rights and facilitate shareholders in exercising their rights. which shareholders should receive as follows

#### **Arrangement of the shareholders' meeting**

The Company has scheduled an annual general meeting of shareholders once a year. Within not more than 4 months from the end of the Company's fiscal year for shareholders to participate in monitoring and acknowledged the report on the Company's operating results for the past year and in case of urgent necessity, a special agenda must be proposed which affects or relates to the interests of shareholders. or relating to conditions or rules law required to be approved by shareholders. The company will call an extraordinary general meeting of shareholders on a case by case basis.

In year 2023 the company to hold the Annual General Meeting of Shareholders on Wednesday April 19, 2023 at 10.00 am., at Pacific Room, The Tide Resort Bangsaen located at 44 Soi 1 Bangsaen sai 1, Tumbon Saensook, Amphor Mueng , Chonburi. There were all directors attending the meeting. together with Chairman of the Board Chairman of the Audit Committee Chairman of the Nomination and Remuneration Committee Independent Director Executive Chairman Chief Executive Officer and management 100 % attendance at the shareholders' meeting The Company complies with the AGM Checklist manual prepared by the Thai Investors Association. for credibility transparent inter-check according to the mission assigned by the Office of the Securities and Exchange Commission ( SEC ) as an individual shareholder representative organization The company has proceeded as follows.

#### **Before the date of the shareholders' meeting**

company Preparing meeting documents that contain complete and material information for the consideration of shareholders' voting. By disseminating information to shareholders in advance through the information reporting system. of the Stock Exchange of Thailand and company website



1. Company Disseminated through the information reporting system of the Stock Exchange of Thailand to the shareholders immediately after the Board of Directors resolved to set the date time Venue of the Annual General Meeting of Shareholders Agenda with relevant information Record Date for attending the shareholders' meeting and dividend payment To make shareholders aware of their rights and plan to attend the shareholders' meeting as scheduled.

2 . Company Disseminating the meeting invitation letter with complete supporting documents both Thai and English versions in advance on the Company's website from March 21, 2023 , 30 days prior to the meeting date. The agenda of the Annual General Meeting of Shareholders annual 2023 contains matters for consideration as specified in the Company's Articles of Association . Chapter 5 Regarding Shareholders' Meetings The consideration of each agenda consisted of objectives. clarify the background and reason Including specifying the opinions of the Board of Directors in each agenda sufficiently and clearly. together with clarifying the rights of shareholders to attend the meeting and the right to vote of shareholders clearly stated

3 . Company assigned to company Securities Depository ( Thailand ) Co., Ltd. "TSD" which is the company's registrar. is an operator Delivery of the meeting invitation letter and supporting documents to the shareholders for consideration in advance since April 4, 2023 prior to the meeting date. 15 day beyond the law And in accordance with good corporate governance principles that require listed companies to send meeting invitations to shareholders at least 7 days in advance. and 21 days respectively In case there are foreign shareholders, the meeting invitation letter in English will be sent together with the above documents. The invitation letter specified the details of the date time meeting place A map showing the meeting place, meeting agenda, and complete meeting documents and disseminate information about the meeting invitation letter to shareholders both Thai and English versions along with meeting documents and proxy form at the Company's website in advance from March 21 , 2023 5 for 30 days Before sending the invitation letter to the meeting to allow shareholders to have time to study the meeting information in advance before receiving such information in the form of documents that

are sent in detail together with The meeting invitation letter was sent to the registrar in advance. From April 4 , 2022 ( not less than 7 legal days ) and delivered to the auditor of the company on the same day.

4 . Company Announcement of the meeting invitation in a newspaper on 6 - 8 April 2023 4 for 3 consecutive days and not less than 7 days prior to the meeting date. according to the law and company regulations so that the shareholders can study the information in advance enough to prepare before attending the meeting

5 . Company Inform details about supporting documents for attending the meeting Proxy Form and Procedures In the event that shareholders are unable to attend the meeting in person May authorize the independent directors of the company as per the name list. or any person which shareholders will appoint proxies to attend the meeting and vote on their behalf or appoint a proxy to the list of independent directors of the Company by using the proxy form B. which was delivered together with the meeting invitation letter however Shareholders can download all 3 proxy forms ( forms A . Model b . and model c .) through the Company's website The company has prepared duty stamps for shareholders to close the proxy form on the meeting day.

6 . Company Give shareholders the opportunity to submit questions in advance. who wish to clarify on the issues of the agenda presented in advance to the Company by April 18 2023

7 . Company Facilitate shareholders who wish to receive the annual report in hard copy. To be able to contact and request through various channels, including via email telephone fax and business envelopes accepted, which the company sent by post as soon as the shareholders requested together with organized prepared on the day of the shareholders' meeting

8 . Company provide a channel for contacting for details or in case of any doubts You can contact the company secretary office. or send an email come to [scc@sricha.com](mailto:scc@sricha.com) or Telephone number 038-317555 ext. 1134 for shareholders to get the most out of the meeting. as well as fully protecting the rights of shareholders.

## Shareholders' Meeting Day

company Encourage the exercise of the right to attend and vote at the shareholders' meeting. by facilitating the shareholders attending the meeting and black conducting meetings with transparency can check and do not take any action which violates or diminishes the rights of shareholders Including the opportunity for shareholders to ask questions and express their opinions fully.

1. The Chairman of the Board acts as the chairman of the meeting according to the Company's Articles of Association. Starting from informing the meeting of the quorum. Assign the company secretary to take minutes of the meeting. and recommend director executive auditor and legal advisor who attended the meeting and was a member of the vote counting review committee. to provide more information and answers ask of the shareholders by Chairman The entire Board of Directors and all sub-committees attended the shareholders' meeting. or 100 percent of each committee Chairman The Chairman of all sub-committees and the Chief Executive Officer attended the meeting.

2. Facilitating and encouraging shareholders to attend the meeting as follows

- Show a map of the location of the meeting place that is convenient to travel.
- Determine appropriate registration service points for both in-person and proxies ( document checkpoints ) . There are company officers to welcome, take care and provide convenience to shareholders.
- Pre-registration opens 2 hours before the meeting ( from 8.00-10.00 hrs .) and allows shareholders who register after the meeting has started to register to attend the meeting and have the right to vote. any agenda which is under consideration and has not yet been resolved and counted as a quorum starting from the agenda of the meeting onwards Unless the shareholders' meeting has a different opinion.

- Use the shareholders' meeting program and use the barcode system for registration and vote counting. to be effective fast Transparent and verifiable

- Ensuring that the shareholders attending the meeting ensure appropriate convenience.

3. Explaining to shareholders how to vote in each agenda and the vote counting method for voting in each agenda. Processing and announcement of meeting resolutions on each agenda item transparent and verifiable

4. Conducting the meeting Consider the meeting agenda in the order specified in the meeting invitation sent to the shareholders in advance. which the presentation of the agenda background reason Necessity and proposals for the meeting without changing the order of the said agenda and no additional meeting agenda or change any important information without notifying the shareholders in advance which the Board recognizes the importance and memory It is where the shareholders must have enough time to study the information before making a decision. therefore do not take any action which violates or diminishes the rights of shareholders in every meeting

5. Annual dividend payment agenda There is a dividend payment policy. Inform the shareholders of the interim dividend payment. And proposed to the meeting to pay dividends for the operating results of the last six months of the year. 2015 ( June - December ) as well as clarification of reasons and information for approval in the shareholders' meeting .

6. Appointment of directors who are due to retire by rotation, which provides a brief profile of the person nominated for re-election / re-election as a director for another term. including other relevant and useful information for consideration however Before starting to consider the agenda for the election of the aforementioned directors Directors who had retired by rotation and were nominated for another term left the meeting room. This allows shareholders to freely express their opinions and vote for each director individually. and the company collects ballots from all shareholders attending the meeting. only disagree or abstain from voting individually first Then

keep all the remaining ballots after the meeting has been completed for verification and reference for accuracy and transparency.

7. Remuneration agenda for directors There was an explanation to the shareholders about the number of and remuneration for each type of director Divided into meeting allowances and directors' bonuses. Including compensation in case of being appointed as a sub-committee as well as policies and criteria for consideration of remuneration which has been clarified in detail in the annual report

8. The agenda on appointment of auditors and determination of auditor's remuneration includes the names of auditors nominated for appointment as auditors / to be re-appointed as auditors. Number of years acting as the Company's auditor Including other relevant information for the benefit of shareholders' consideration.

9. In a meeting The chairman of the meeting allocates sufficient time. to provide opportunities for shareholders to have equal rights In making inquiries or expressing opinions independently on matters related to the agenda and operations of the Company. Including answering questions from shareholders completely on important issues. with a record of questions clarifications and ideas See the important things in the minutes. in its entirety for Let the shareholders who did not attend the meeting acknowledge.

10. Company Announce to the meeting the result of the resolution of the meeting on that agenda. After every vote counting, the votes are classified as “ approve ”, “ disapprove ” and “ abstain ” or “ voided ballots ” .

11. The company has invited the auditor's representative of the company " Company AST Master Co., Ltd. " to act as an intermediary , 'Inspector', to ensure that the shareholders' meeting is transparent. Comply with the law and the Company's Articles of Association in the following matters

- Document verification process of shareholders or proxies who are entitled to attend the meeting
- Quorum and the method of voting and vote counting in accordance with the Company's Articles of Association
- collecting ballots from shareholders and check the results of resolutions and voting from ballot papers
- Sign to certify the correctness of the voting results for each agenda after the meeting has been completed.

At the regular general meeting of shareholders year 2023 .The number of attendees at the general meeting of shareholders on At the opening of the meeting quantity 32 income who attended the meeting in person, number 20 income and by proxy number 12 income Count the number of shares held together 185,005,900 shares percentage 59.70 of the total number of shares sold A quorum was formed according to the Company's Articles of Association.

#### **After completion of the shareholders' meeting**

1. Company Notification of the resolutions of the shareholders' meeting through the information technology reporting system of the Stock Exchange of Thailand Immediately within the business day after the end of the meeting, namely April 19, 2023 There are complete details in accordance with good corporate governance principles, showing voting results for each agenda, separating the votes as “ approve ”, “ disapprove ” , and “ abstain ” or “ voided ” , along with showing the proportion of each type of vote. clearly
2. The company prepares the minutes of the general meeting of shareholders. annual 2023 meeting on April 19 , 2023 Completely correct in essence It contains various details. the following

- Name list and positions of directors various sub-committees senior management and auditors / consultants

Laws attending the meeting and those unable to attend the meeting ( if any )

- Quorum consisting of Number of shareholders attending the meeting in person Number of proxies attending the meeting on behalf ofshareholding and the number of shareholders who gave proxies to independent directors of the Company as a proxy

- Voting methods for each agenda and vote counting as a resolution of the shareholders' meeting prior to the start of the meeting and guidelines for using ballots

- resolutions of the meeting with the votes cast agree disagree Abstain and bad cards in every agenda

Meetings requiring voting and can be checked later.

- Summary of questions from shareholders Clarification of the Board of Directors and Management and

Suggestions and additional comments of the attendees were clearly stated.

3. Prepare minutes of the meeting in both Thai and English. through information reporting system of the Stock Exchange of Thailand and the company website ( at [www.sricha.com](http://www.sricha.com) Investor Relations Section ) within 14 days from the date of the meeting To provide opportunities for shareholders to express their opinions or propose corrections if the recording of the meeting's resolutions is incorrect within 30 days . without having to wait for the next meeting It appeared that after disseminating the minutes of the meeting There was no shareholder making amendments. Add or update the minutes of the said meeting. There is also a system to keep minutes of meetings that can be reviewed and referenced.

4. Submit the minutes of the meeting signed by the chairman to the SET. office SEC and Registrar ( Department of Business Development ) for inspection and reference since the date 19 April 2022 as required by law within 14 days from the date of the shareholders' meeting
5. Provide video and audio recordings of the meeting in the form of video media throughout the meeting. for shareholders who did not attend the meeting acknowledged the event on the day of the meeting Published on the company's website after the meeting.
6. After the shareholders' meeting has approved the dividend payment company Informed the resolutions of the meeting regarding the details of the dividend payment to the shareholders through the information technology reporting system. of the Stock Exchange of Thailand and coordinate with the Registrar company Securities Depository ( Thailand ) Co., Ltd. to ensure that the shareholders receive the right to dividends completely and correctly.

#### **Company visits and education to shareholders and investors**

In year 2023 There was no business visit after the shareholders' meeting epidemic situation, including time limitations and shareholders' convenience however The Company gave the opportunity to the shareholders who attended the meeting to take time before the meeting to inquire about service information. Company's construction work Including a visit to the company's factory and prepare marketing officers to answer questions regarding the details of providing services to shareholders as appropriate. as well as having the opportunity to meet

( Please see details of the Company's treatment of all stakeholders as shown in Section 3. Roles of Stakeholders. )

#### **Section 2 Equitable Treatment of Shareholders**

The Board of Directors places importance on the rights and equality of shareholders. It is stated clearly in the corporate governance policy. in fair and equitable treatment to occur with all groups of shareholders, whether they are major shareholders minority shareholders institutional



shareholders Being a Thai nationality shareholder or a foreign shareholder Every shareholder has fundamental rights both as an investor in securities. And as a shareholder or owner of the company in a standardized way that is acceptable and reliable. have the right to receive sufficient information in time in a form suitable for decision-making Rights of shareholders to attend meetings and vote According to the agenda of the shareholders' meeting, they consider and participate in decision making on important matters of the company, including significant transactions that affect the direction of the company's business operations. however Every shareholder has the right to vote according to the number of shares held. Each share has one vote and no share has special rights over other shareholders in the year. 2021 No event or action which violates or deprives the rights of shareholders. The Board of Directors also supervises various matters. so that the shareholders can be confident that the Company has truly treated minority shareholders fairly and equitably. and has established a policy on equitable treatment of shareholders. In addition to what is required by law as follows

1. The Company places importance on the protection of shareholders' rights . By refraining from adding an agenda in the meeting without notifying the shareholders in advance so that the shareholders Have the opportunity to study the information of the meeting agenda before voting. especially the important agenda that the shareholders It takes time to study the information sufficiently to make a decision.

2 . Company Encourage shareholders to use proxy forms ( form b .) Forms that can direct voting ( as defined by the Department of Business Development Ministry of Commerce ) by sending together with the meeting invitation letter. and nominated independent directors 1 person along with information about such independent directors as alternatives for granting proxy to others to attend the meeting on their behalf together with

- type A. It is a general proxy form.
- model B. It is a proxy form that specifies the direction of voting . show details clear

- type C . It is a proxy form used only in case the shareholder is a foreign investor and appoints a custodian in Thailand to be a share depository and custodian.

however Shareholders can download All 3 proxy forms can be obtained from the Company's website as another channel. Or the shareholders may consider using other proxy forms or those prepared by themselves as they see fit or convenience.

3. Using ballots for every agenda The use of ballot papers for voting in the shareholders' meeting for all attendees. by using a computer system to help process the vote and a legal advisor named Mr. Voraphot Pli-arun as a volunteer to help verify the accuracy Especially in the agenda for the election of directors, voting is to be split individually ( votes are equal to the number of shares held, 1 share per 1 vote ) and all ballots are collected for inspection and reference for accuracy and transparency.
4. Give minority shareholders the opportunity to make suggestions. comment or report complaints to independent directors via email : [ind@sricha.com](mailto:ind@sricha.com) The independent directors will appropriately consider each issue. such as If a complaint Independent directors will investigate the facts and find appropriate methods. or in case it is a suggestion that the independent directors have considered and are of the opinion that it is important that affects stakeholders as a whole. Or affect the business of the company. Independent directors will propose the matter to the Board of Directors' meeting to consider and set as an agenda in the shareholders' meeting ( refer to the Company's complaint management handbook ) .
- 5 . The Company provides various communication channels for shareholders to receive information equally. by using the dissemination channel through the SET 's information reporting system as the main channel and designate a person responsible for disclosing information of the company namely Chief Executive Officer In addition, there are communication channels / public relations via the company website. and responsible agencies

namely Company Secretary and Investor Relations so that shareholders have equal access to the company's information

6 . Company Measures to prevent misuse of inside information have been established in the written corporate governance policy. executive directors are prohibited and employees related to information Misuse of the information to seek benefits for oneself or those involved, both directly and indirectly, until such information has been disclosed to the public ( according to item 7., item 8. and item 9. are shown in the annual report. Section 4. Disclosure and Transparency Subject: “ Policy on supervision of the use of insider information ”)

7 . Board of Directors The directors and executives are required to report changes in the holding of their own company's securities. Spouse and minor children per office SEC . According to Section 59 of the Securities and Exchange Act 1992

8 . Board of Directors set Criteria and methods for reporting a conflict of interest of directors and executives in writing and are considered as guidelines for directors and executives. and if any director has significant interests That person abstains from voting and does not participate in the consideration of that agenda. and recorded in the minutes of the meeting

9 . Company Has defined and announced the " policy on security and safety of information systems " network and computer systems To elevate the security and safety standards of the company's information technology to international standards. with reference to the ISO/IEC 27001 framework via internal communication channels and complies with the requirements of the Computer Crime Act also Actions to reduce the impact of incidents Fast system recovery after attack is over Ongoing protection against network threats as a practice for efficient use of the company's network and computer systems maximize benefits has summarized the guidelines as follows:

- Determine the access rights by using a password. and must keep the password secret

- Let employees use internet media for their work benefits. Do not disseminate inappropriate information regarding morality and customs. custom or violates the law
- use email internet and computer equipment licensed by the Company in accordance with the terms and instructions Safe use for the benefit of the Company only.
- Use only valid licensed programs.
- check in search follow investigate and control the use of information systems to be safe as necessary and appropriate

11. Board of Directors Measures and procedures for related party transactions have been established as required by law and in accordance with the standards specified by the Capital Market Supervisory Board. and the Stock Exchange of Thailand This is a regulation that has been approved by the Board of Directors. If there is a connected transaction that requires approval from the shareholders' meeting before entering into the transaction The company will disclose information in the meeting invitation letter. and in the year 2023 There are no connected transactions or transactions of such nature ( please see the section “ Measures for Approval of Related Transactions ”).

### **Section 3 : The Role of Stakeholders in Corporate Governance**

company Realizing and acknowledging the basic rights of stakeholders as required by law. Adhere to creating fairness for all stakeholders involved for sustainable mutual benefits. namely shareholder employee customer partners commercial competitor creditor society and public environment ( community where the company is located ) as defined in the corporate governance and business ethics manual of the company It is the duty and responsibility of the director. executive and all employees must acknowledge understand and strictly follow the established guidelines

The Board of Directors has supervised a management system to ensure that the rights of each group of stakeholders are recognized and treated with strict equality. According to the review and improvement of the business ethics Announcement for general information And disseminated to stakeholders and related to know and disseminated at the company's website in accordance with the following guidelines.

shareholder	<p>The company performs its duties with honesty and fairness. taking into account all shareholders and for the benefit of all related parties as a whole</p> <p>Manage the company's business to be progressive, stable and generate good returns to shareholders. Take care not to lose any assets of the company. or wasted in vain</p> <p>Disclose both financial and non-financial data and information related to the business and operating results of the Company that are true, complete, adequate, consistent, timely and reflect the actual operating and financial status of the Company.</p>
employee	<p>The Company realizes the importance of employees. and to achieve the goals set by the company</p> <p>Recruit and employ personnel with knowledge, ability and experience. to work and relate to the needs and growth of the company and treat employees equally and equitably by providing appropriate and fair compensation and welfare</p> <p>The Company places importance on personnel development. by establishing a clear internal personnel development plan</p> <p>Encourage employees at all levels to receive training to develop their knowledge. Including employment on fair conditions suitable for market conditions and in accordance with labor laws.</p>
customer	<p>The company has a positive attitude. and give importance to customers</p> <p>Treat customers with willingness, enthusiasm, kindness and keep customer</p>

	<p>confidentiality. without using it for the benefit of oneself or others wrongfully</p> <p>including treating all customers equally</p>
business partners and creditors	<p>The Company treats all trade partners and/or creditors/debtors with equality and fairness. taking into account the best interests of the company and based on fair returns for both parties Avoid situations that cause conflicts of interest. including complying with the commitment provide real information accurate report Negotiations are based on business relationships.</p>
commercial competitor	<p>The company complies with the framework of honest trade competition. Adhere to conducting business with fairness within the framework of the law. Do not damage the reputation of commercial competitors by making malicious accusations and without truthful information. Behave within the framework of good competition. Do not access competitors' confidential information by dishonest means or by other inappropriate means.</p>
stakeholders	<p>The company has clearly defined the procedures for approving connected transactions. to prevent conflicts of interest that may arise</p>
society and public	<p>The company takes into account the public interest and does not take any action that will damage the reputation of the country. Natural resources, environment and public interest Don't act to help, support, or be used as a tool to avoid compliance with the law. Supporting environmental conservation and cooperate with employees, customers, government and private sectors including the general public To create a good image and understanding of the company's environmental management.</p>

## Contact channels for stakeholders

company Opportunity for employees and stakeholders to participate in suggesting their opinions through various channels. to get information compile Scrutinize and report to senior executives and the Board of Directors.

Company Secretary : Mrs. Sudchinda Sethakulwichai Telephone Number 038-317555 Ext. 1134

Email : [scc@sricha.com](mailto:scc@sricha.com)

Investor Relations : Mr. Kantarith Ketsamphan Phone : 02-6815805-7

Email : [Brandwealth.pr@gmail.com](mailto:Brandwealth.pr@gmail.com)

in addition There are also channels for whistleblowing. Complaint through Whistleblowing Published on the company's website. All employees and stakeholders can contact suggest an opinion or complain about wrong actions Follow the process as follows.

- 1) employees or stakeholders whistleblowing complaint or suggesting opinions through channels designated by

- 1.1) notified via letter or complaint document via complaint box or send by post to

*Chairman of the Audit Committee Sriracha Construction Public Company Limited*

*97 Moo 3, Surasak Sub-district, Sri Racha District, Chonburi Province, postal code 20110*

- 1.2) Inform via telephone channel 038 - 317555 ext. 1134

- 1.3) Notify the Audit Committee through the Independent Director website  
[ind@sricha.com](mailto:ind@sricha.com)

- 1.4) Report through the clue box in front of the personnel department

However, if the whistleblower or complainant Have a complaint to the director or managing director Please send your complaint directly to the audit committee. Person who can report

clues or complaints about fraud is All groups of stakeholders of the company are: shareholder customer commercial competitor creditor government sector community society executives and employees of the company Regardless of how you notify by any of the methods mentioned above. The company will keep your confidentiality the best. which the company has measures to protect whistleblowers complaint or in case of infringement As specified in the policy and guidelines to prevent and combat corruption. and / or the company's business ethics

2) The Audit Committee accepts complaints. And proceed to consider complaints according to the “ Anti-Corruption Policy Compliance Manual ” by dividing complaints into 3 categories . namely

2.1 ) about corruption

2.2 ) about actions that violate laws / regulations / regulations of the company

2.3 ) about violations of ethics / code of conduct violation of the policy and guidelines for the prevention and anti-corruption of Company and affiliates

3) Procedure : Check the preliminary facts. Seek reliable additional information about such complaints. In the event that an actual offense is found, it shall be presented for consideration according to the degree of offense in each category. namely Employee Level - by Human Resources Executive Level - by Audit Committee Chief Executive Officer or Director level The Board of Directors or may appoint a committee to investigate facts as appropriate. hierarchy

4) Follow-up and evaluation : through the complaints committee. Until finding a solution or a solution already and notify the complainant Within 7 working days after the settlement

5) In the event that stakeholders want to contact the Board of Directors directly ( not through the management ) to file a complaint in case of rights violations. Reports of fraud, illegal or unethical violations concerning senior management can be filed through the Independent Commission at email : [ind@sricha.com](mailto:ind@sricha.com)



## **Section 4 Disclosure and Transparency**

The Board of Directors places importance on communication and disclosure of important information related to the Company. both financial and non-financial information Report information by accounting period and information disclosed by events with the purpose of providing accurate information completely enough and timely to demonstrate the actual performance and financial status of the company. Including the business trend of the company in the future. as well as other important information that affects the stock price of the Company. And news recipients can use the information to consider making investment decisions. However, it shall be in accordance with the guidelines, criteria and requirements. by the Securities and Exchange Commission and the Stock Exchange of Thailand including the law standard and good practices related to business operations and disclosure of financial information through various channels and investor relations department that can be conveniently and equally accessible The Company has the following important guidelines.

### **Communication channels and information disclosure of the company**

The Company places importance on the disclosure of important information and information. The Board of Directors and management have monitored and established mechanisms to ensure that information disclosed to investors is correct. don't make a mistake and sufficient for investor decision making through various channels as follows:

**Information is disclosed through the information system of the Stock Exchange of Thailand and the Company's website.**

The company discloses information in accordance with the rules and regulations of the Stock Exchange of Thailand. and notify important news to shareholders Investors and related parties are informed through the information reporting system of the Stock Exchange of Thailand. There is a company secretary and investor relations to prepare information that must be disclosed. both Thai and English versions The Chief Executive Officer and Company Secretary

are responsible for approving information and reporting through the information reporting system of the Stock Exchange of Thailand. and provide communication channels and disclose information through the Company's website. [www.sricha.com](http://www.sricha.com) The information disclosed is the same information disclosed through the information reporting system of the Stock Exchange of Thailand. In addition, the company's website also discloses important company information. such as Company's important documents organizational structure nature of business Policies and guidelines for various aspects of the company Information for Shareholders including quarterly / yearly financial statements Management Discussion and Analysis (MD&A) and press releases . The company regularly updates the information on the website to be accurate.

#### **Information in Annual Registration Statement (Form 56-1 One Report )**

Board of Directors Arrange for an annual information disclosure form ( Form 56-1 One Report ) to disclose information of the company. with accuracy completely clear To reflect useful information for shareholders. and stakeholders regarding business operations and results of the past year. in accordance with the requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand and the Company's website

#### **Investor Relations Department**

The company has established an investor relations unit to represent the company in preparing disclosure document press release Company press conference and communicate and publicize news and activities to build good relations between the Company and its shareholders investor securities analyst and those who are interested in the general public to receive up-to-date information about the company Including facilitating contact to obtain information of the company. Contact for a visit to the business and to meet with the executives or answer different questions other about the operation of the company however Investors can contact the company's investor relations by the company assigning Mr. Kanrit Ketsamphan who can inquire by telephone : 02-6815805-7 Email : [Brandwealth.pr@gmail.com](mailto:Brandwealth.pr@gmail.com) Or via the company's website : [www.sricha.com](http://www.sricha.com)

## **Company secretary**

Board of Directors The Company Secretary is assigned to be responsible for organizing the Board of Directors' meetings. Subcommittees assigned And the shareholders' meeting is responsible for preparing documents to disclose information information according to the regulations of the Stock Exchange of Thailand ( SET ) and the Office of the Securities and Exchange Commission ( SEC ) correctly . completely transparent It has been examined by an authorized director or a person assigned to report information. Including the supervision of the company Board of Directors Executives There is an action that is in accordance with the relevant requirements as a coordinator with SET and \_ SEC and communications between shareholders and related parties however Investors can contact company secretary of the company via email : scc@sricha.com or telephone 038-317555 ext. 1134

## **Disclosure of information about the Board of Directors and sub-committees**

Board of Directors Arrange for the disclosure of information about the Board of Directors and sub-committees. through various channels together with Structure and composition of the Board of Directors and sub-committees roles and responsibilities Term of office Number of meetings and the attendance of each member of the Board of Directors and sub-committees Nomination of Directors Remuneration Policy and Criteria Remuneration for Directors and Executives and reporting on performance of the Board of Directors and each sub-committee

## **Reporting on performance of duties of the Board of Directors and sub-committees**

Board of Directors Is responsible for the consolidated financial statements ( which have been audited by the Company's auditor ) of the Company and its subsidiaries. and financial information to be prepared in accordance with financial reporting standards By using appropriate accounting policies and consistently applying them with careful discretion. Reasonable reporting in the preparation of financial statements Important information is adequately disclosed in the notes to the financial statements. however The Board of Directors

has reported the responsibility of the Board of Directors for financial reports. along with the auditor's report for the benefit of shareholders and general investors And the sub-committees have prepared a report on the performance of the past year to be presented to the shareholders in the annual report. 2023

In year 2023 The company has submitted both quarterly and annual financial reports within the specified period in accordance with Public Company Limited Act 2535 Securities and Exchange Act \_ B.E. 2535 (1992 ( including amendments ) and the announcement of the Securities and Exchange and was not notified by the Office of the Securities and Exchange Commission to amend the financial statements prepared

#### **Connected Transactions and Conflicts of Interest**

The Board of Directors considers it an important policy not to let the Board executive and employees take the opportunity to be directors executive or employees of the company seeking personal gain This has been specified in the Corporate Governance Policy Manual. business ethics and guidelines for reporting conflicts of interest There are guidelines for directors. executive and employees of the company Avoid making transactions that may involve yourself that may cause conflicts of interest with the Company. and director Executives or employees with vested interest in the transaction must not participate in the approval process. Disclosure of items that may have conflicts of interest and material inter-party transactions by showing details of persons who may have conflicts of interest, relationships Characteristics of the item condition price policy and item value necessity reason By taking into account the best interests of the shareholders is important. by expressing opinions of the Audit Committee and / or the Board of Directors Disclosure of related party transactions as shown in the annual information disclosure form ( Form 56-1 One Report ) of the Company requires the preparation of various reports. as follows

## Preparation of reports for disclosure of transactions that may have conflicts of interest and related transactions.

Board of Directors Disclosure of items that may have conflicts of interest and significant related party transactions by showing details of persons who may have conflicts of interest relationship Characteristics of the item condition price policy and the value of the item, justification, necessity and opinions of the Audit Committee and / or the Board of Directors Details appear in the section “ Connected Transactions ” in order to comply with good corporate governance guidelines. The Board of Directors has established guidelines for conflicts of interest. assigned to directors executive And all employees are required to report conflicts of interest to the Board of Directors annually. once a year And in the event that there is a conflict of interest as mentioned above, the policies and guidelines set by the Board of Directors must be followed. important as follows

- The company has a clear shareholding structure. transparent There is no cross-holding with major shareholders. Therefore, there is no conflict of interest for any party. The shareholding structure of the Company and its subsidiaries has been disclosed in the annual information disclosure form ( Form 56-1 One Report ) in detail. Including complete disclosure of securities holdings by the Board of Directors.
- There is a clear separation of duties and responsibilities between the Board of Directors. executive director Senior Executives / Management and shareholders thus making it free from interfering with responsibilities In the case of a director or any one of the executives has a stake with benefits in the matter under consideration Stakeholders will not attend the meeting. or abstain from voting to make decisions of the Board of Directors and executives in a fair manner for the true benefit of shareholders.
- Determine policies for supervision and use of insider information in the operational authority. and employee regulations in writing with clear penalties In the event that

executives or employees disclose inside information to the public or use it for their own benefit

- Set policies and guidelines for conflicts of interest, and connected transactions / related transactions for consideration of suitability in making transactions that must be screened by the Audit Committee and ensure compliance with the rules of the Office of the Securities and Exchange Commission, Capital Market Supervisory Board Stock Exchange of Thailand
- assigned to the director executive or employees who have interests in connection with the transactions of the Company or its subsidiaries Must not participate in the consideration or approval of such transactions, and pricing is reasonable and fair according to general trading conditions as if making a transaction with a general person
- The connected transactions are required to be presented to the Audit Committee for consideration and opinion before submitting to the Board of Directors for approval. According to good corporate governance principles and guidelines set by the Office of the Securities and Exchange Commission with the Securities and Exchange Commission
- Disclose information about transactions that may have conflicts of interest, or connected transactions or related transactions according to the rules prescribed by the Office of the Securities and Exchange Commission, and the Capital Market Supervisory Board Disclosed in the annual information disclosure form ( Form 56-1 One Report ) or any other form as the case may be, however This includes the disclosure of related party transactions as shown in the notes to the financial statements. Regarding connected transactions that are in accordance with the rules By taking into account the best interests of the shareholders is important.
- The Company's Code of Conduct provides additional guidelines for prohibiting employees from using Company assets. Or spend time working to find contact

information. or trading securities on a regular basis for the benefit of oneself or other persons without reasonable cause and not for the benefit of the Company • Employees and family must not take any action which is contrary to the interests of the Company, whether caused by dealing with the Company's business related parties such as partners customer competitor or from taking the opportunity or Information obtained from being an employee for personal benefit and in conducting business that competes with the Company or working other than or apart from the Company's work which affects the performance of employees

- ignore or avoid Opinions to third parties or The media in relation to the company without authority or any other matters that may affect the reputation. and operations of the company

however Published on the Company's website (website: <http://www.sricha.com/> Good Corporate Governance / Corporate Governance Policy / Conflict of Interest Prevention Policy )

In year 2023 The company has no practices that violate or do not comply with the rules for related party transactions prescribed by the Securities and Exchange Commission. and the Stock Exchange of Thailand

#### **Preparation of reports on securities holdings and changes in securities holdings of the Company**

Board of Directors assigned to the director executive director and executives ( according to the definition of the office SEC and SET ) , which includes the number of securities held by related persons pursuant to Section 59 of the Securities and Exchange Act . Responsible for reporting the holding of the company's securities. as follows

1) Reporting securities holdings to the SEC for the first time ( Form 59-1) within 30 days from the date of being appointed as a director or executive.

2) Reporting every change in the holding of the company's securities ( Form 59-2) when trading transfer or to accept the transfer of the Company's securities by submitting within 3 working days from the date of such change.

However The Company Secretary is required to report changes in securities holdings to the Chairman of the Board of Directors and the Chairman of the Audit Committee within 3 working days from the date the Company receives such report. in addition Prepare a quarterly summary report on the Company's shareholdings for the Board of Directors. and keeping the report on the holding of such securities for examination and reference. 256 5 There is no change in the holding of the Company's securities by directors. Executive Directors and Executives The Company's shareholdings of individual directors and executives are also reported to the Board of Directors' meeting for acknowledgment on a quarterly basis. It disclosed a report on securities holdings of directors and executives showing the number of shares held. on the beginning of the year end of the year and that are traded during the year Specify details in the topic “ Securities and Shareholders Information ”

#### **Preparation of a report on the interests of directors executive and related persons**

Board of Directors assigned to the director executives ( according to the definition of the office Securities and Exchange Commission ( SEC ) and the Stock Exchange of Thailand ) , related persons operate in accordance with Section 89 of the Securities and Exchange Act . must prepare and submit a stakeholder report form To report to the Company about their own interests or those of related persons ( including every time there is a change ) of directors and executives, which are stakeholders related to the management of the Company or its subsidiaries. The company secretary is responsible for collecting and sending copies to the Chairman of the Board of Directors. and Chairman of the Audit Committee acknowledged And summarized the report of interest that has changed to the Board of Directors' meeting every 6 months . It is considered a follow-up for directors and executives to perform their duties with integrity. with criteria and method of reporting as follows



- Report when taking a position as a director or executive for the first time
- Report every time there is a change in stakeholder information. or every 6 months
- In the event that a director vacates office and has been re-appointed as a new director continuously That director does not need to submit a new report if there is no change in the information of interest.
- assigned to the director executive and all employees Report conflicts of interest annually. within December of each year or if any during the year, report on a case-by-case basis ( Additional )

#### **Supervision of the use of inside information**

company Value disclosure and transparency. and set a policy on disclosure of information transparency Financial reports and operations In disclosing accurate financial and non-financial information completely enough reliable and consistently timely to shareholders investor securities analyst as well as the general public The Board of Directors is committed to ensuring compliance with the law. rules and regulations related to information disclosure and transparency strictly. In order to comply with Article 59 of Securities and Exchange Act ( including amendments ) and / or \_ \_ Securities and Exchange Commission by assigning those who are directly and indirectly involved or the person assigned to provide accurate and complete information On the basis of factual information carefully.

The Board of Directors has established measures to prevent wrongful use of inside information (Insider Trading) of related persons. which means Board of Directors company management and employees in data related departments or engaged in ad hoc work involving non-public information pending negotiations. and that job It is in the category of keeping inside information that may affect the movement of the company's stock price. And that inside information has not been disclosed to such public. those executives and employees must Keep inside information with the Company until it is publicly disclosed. are as follows

1. Company Set to prevent the use of the Company's information. to use The prohibitions are specified in the Company's Code of Conduct. and work regulations that prohibit directors executive and employees of the company Bring inside information that is important to the company. to disclose or use for personal benefit
2. director executive and employees of the Company Insider trading should be avoided. for their own benefit in buying or selling the Company's shares or give inside information to other people for the benefit of buying or selling the company's shares
3. director executive and employees of the company Should avoid and refrain from trading the company's securities during the period of 1month before the disclosure of the financial statements. including other important information to the public and should wait at least 24 - 48 hours After disclosure of information to the public Before buying or selling company stock
4. Directors and executives are responsible for reporting their holdings of securities issued by the company. which are for themselves, their spouses, and their minor children to the Office of the Securities and Exchange Commission within 10 days from the date of appointment as a director or executive in the company
5. Directors and executives of the company which has changed the holding of the Company's securities must notify the company and report changes in the holding of such securities to the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand within 3 business days from the date of purchase, sale, transfer or acceptance of transfer in accordance with Section 59 of the Securities Act. and the Stock Exchange of Thailand B.E. 2535 and for public dissemination.
6. Directors, executives and employees are prohibited from using information in the computer system. exploit information for oneself and others in a wrongful way

7. Company provided knowledge and understanding to the directors and executives of the Company Regarding the duty to report the holding of the Company's securities including related penalties According to the Public Limited Companies Act B.E. 2535 (with amendments and the Securities and Exchange Act 2535 (1992) (with amendments ) ("Act .Securities and Exchange Commission ("SEC") is duty to report the interest of directors and executives. and the prohibition on the use of material inside information of the Company in stock trading including Related penalty provisions according to the Act. securities
8. Employees who neglect to comply with the rules set forth above will have a disciplinary offense according to the regulations of the company as appropriate
9. The Board of Directors has also followed up on the implementation of such measures. The directors and high-ranking executives or persons related to the information Report changes in securities holding through the company secretary. in order to report such changes to the meeting of the Board of Directors for acknowledgment

#### **Whistleblowing or complaints or in case of violation**

The company has established channels for complaints or whistleblowing for illegal actions or business ethics or violations of the anti-corruption policy. or behavior that may imply corruption or misconduct of persons in the organization which includes employees Executives and Stakeholders Including measures to protect information providers. and give importance to the confidentiality of complaints to build confidence for complainants as specified in the Anti-Corruption Policy and disclosed on the Company's website in the Investor Relations section (<http://www.sricha.com / good corporate governance / policies and 8 Anti-Corruption Policy Guidelines> )

The Board of Directors has assigned the Audit Committee to is the person who considers the case Whistleblowing Complaints about actions that may cause suspicion of fraud and

corruption happened to the company directly or indirectly through the receiving channels specified in this policy The complainant must specify Details of the matter to be notified or complaints with name address and a telephone number that can be contacted and sent to the following receiving channels

funnel	Email	phone number
Board of Directors	scc@sricha.com	038-317555 Ext. 1131
Audit Committee	ind@sricha.com	038-317555 Ext. 1134
Independent Director	ind@sricha.com	038-317555 Ext. 1134
company secretary	scc@sricha.com	038-317555 Ext. 1131

mailing address

Chairman of Audit Committee/Audit Committee

Sriracha Construction Public Company Limited

No. 97 Moo 3, Surasak Subdistrict, Si Racha District, Chonburi Province, Postal Code 20110

or notify through channels company website [ind@sricha.com](mailto:ind@sricha.com)

There are doubts about good corporate governance and anti-corruption policies. Inquiries can be made to the company secretary by telephone or by e-mail above.

Company Secretary Is responsible for receiving documents submitted to the Board of Directors and forwarding them to the Board of Directors/related persons. Investigate the facts and summarize recommendations and issues (if any) for submission to the Board of Directors for acknowledgment. Except documents sent to the Audit Committee will be sent directly to the Audit Committee. This is in accordance with the guidelines specified in the Anti-Corruption

Policy Manual of the Company and its subsidiaries, which is in accordance with the Anti-Corruption Policy and the Company's Good Corporate Governance Manual. T

In 2023, the Company followed up on whistleblowing reports or complaints through the specified channels. There was no indication of corruption. From the review report of the Internal Audit Department Except for the lack of training to communicate to internal departments to understand at the same level, the committee acknowledged the observations found and set guidelines for the responsible departments to adopt the policy to follow.

### **Investor Relations**

company Disclose information in accordance with the requirements of the Securities and Exchange Commission. and the Stock Exchange of Thailand by providing investor relations to perform duties with responsibility careful Serves to communicate and publicize accurate information complete, up-to-date to shareholders retail investors institutional investors securities analyst and / or relevant government agencies in an equitable and fair manner, including Clarification of rumors news that is not factual to investors through various channels Executive meetings and business visits answering questions by phone or email Media Outreach Preparation of press releases and disclosure of various information according to the event According to the accounting period performance presentation Quarterly Management Discussion and Analysis Through the company's website at [www.sricha.com](http://www.sricha.com) Investor Relations for other groups of stakeholders receive information equally

company It also pays attention to the dissemination of information through investor relations activities. The senior executives participated in providing information and meeting with investors to gain a better understanding of the company's management. foster good relationships as well as promoting the continuous exchange of ideas. with various important activities in the year 2023 namely

Activity	Number of times
<ul style="list-style-type: none"> <li>Publish press releases (Press Release) regularly business movements Operational results and press releases of various activities of the company via various media.</li> </ul>	
<ul style="list-style-type: none"> <li>Welcome shareholders and retail investors who come to the meeting ( AGM 2023/ Investor Meeting)</li> </ul>	1 time

in addition The company provides information about the company. performance financial statements and lead information offered in various forms Including information reports that the company notified to the Stock Exchange of Thailand. Through the company's website at [www.sricha.com](http://www.sricha.com) The company prepares the information in 2 languages ( Thai and English ) for all groups of stakeholders to receive information equally. In case of shareholders investor or those who are interested Have questions or want to make an appointment to meet with the management and visit the business You can contact the Investor Relations Department at Phone : 02-6815805-7 Email : [Brandwealth.pr@gmail.com](mailto:Brandwealth.pr@gmail.com) or through the Company's website [www.sricha.com](http://www.sricha.com)

By The Board of Directors has established the Code of Conduct for Investor Relations to be used as a guideline for with care Subject : Equitable Treatment of Shareholders and Disclosure and Transparency " which is stated on the Company website. [www.sricha.com](http://www.sricha.com) Investor Relations.

## **Section 5 Responsibilities of the Board of Directors Structure and sub-committees**

### **Board structure**

in year 2023 The structure of the Board of Directors consists of 9 members . together with Independent Director quantity 5 person and executive directors 4 person The proportion of independent directors is higher than the legal requirement. There must be independent directors at least one- third of the total number of directors or at least 3 persons . accounted for as a percentage 55.55 of the total number of directors The list of independent directors and qualifications according to the Company's definition of independent directors are equal to the requirements of the Capital Market Supervisory Board. details shown in Topic “ Management Structure ”

### **Subcommittee**

The Board of Directors has appointed various sub-committees. namely Audit Committee Nomination and Remuneration Committee and Executive Committee to perform specific duties and propose the matter to the Board of Directors for consideration or acknowledgment The Company has established the regulations of the Board of Directors and sub-committees (Charter) to specify duties and responsibilities in various areas. and has revealed The charter is also available on the company's website. however The performance assessment and review of the performance of sub-committees are conducted annually at least once a year . In addition, the Board of Directors may appoint other specific committees. as appropriate to the changing situation ( details of roles, duties and responsibilities shown in the heading “ Management Structure ”)

### **Audit Committee**

The Audit Committee consists of independent directors. 3 people \_ All members of the Audit Committee have knowledge and understanding. and experience related to audit work with

Mr.Saravut Krailadsiri Being a member of the Audit Committee who has sufficient knowledge and experience in accounting and finance to review the Company's financial reports. Review the adequacy of internal control and risk management systems. review of financial transactions It is responsible for reviewing compliance with relevant policies and regulations. as well as laws and regulatory requirements to encourage the development of financial and accounting reporting systems to meet international standards. Including reviewing the internal control system. internal audit system and a strict risk management system suitable for modern and efficient

By the year 2023The company has hired an internal auditor from the company. Ascent Advisory Co., Ltd. to inspect compliance with policies, regulations and the organization's internal control practices to ensure that there is sufficient control to achieve the organization's goals. which reports directly to the Audit Committee Including having a consultation with the auditor. on a regular basis The Audit Committee will hold regular meetings with the auditors without the presence of the management. at least once a year to request opinions from auditors on various matters in addition The audit committee can also find independent external consultants ( as the case may be ) with all expenses borne by the company and in 2025 5 The Audit Committee has a meeting. 4 time All directors attended every meeting.

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

Nomination and Remuneration Committee consists of independent directors at least 3 sir The Chairman of the Nomination and Remuneration Committee must be an independent director. to consider review structure component Diverse Qualifications of Directors Prepare the Board Matrix table to be used as a guideline for director development. and recruiting qualified persons to serve as directors who retire by rotation. or replacing the resigned director as well as determination of remuneration for directors and senior executives. that corresponds to the market in the same industry By using the survey results of directors' remuneration from the Thai Institute of Directors Association (IOD) as a guideline for consideration.



## **Separation of duties between the Board of Directors and the Management**

The company has set a management structure and clearly separated roles and responsibilities between the Board of Directors and the management that are suitable for the nature of the company's business operations. The Board of Directors is responsible for setting policies, and supervise the operations of senior management at the corporate level While senior management is responsible for the implementation of assigned policies to achieve the goals set. And regularly monitor the performance from the information reported in the monthly meeting. The Board of Directors did not interfere with the management's performance of duties. Unless participating in the consideration of solving the problem appropriately. In the event that the management's performance of duties does not comply with the specified business plan

The Chairman of the Board is not an executive director, and has no involvement in the management of the company As well as not having the authority to sign to bind the company. In order to clearly segregate the duties between the overall policy supervision of the company and the management, so Chairman of the Board and Chief Executive Officer therefore not the same person The senior executives must be appointed by the Board of Directors. This may be an outsider who is not an executive, however to get the most qualified person to take a leadership position organization for sustainable growth

## **Nomination of Directors and Executives**

Board of Directors The nomination and selection process for directors and high-ranking executives of the Company has been set up transparently. The Nomination and Remuneration Committee determines the qualifications and criteria for nominating directors to present to the shareholders, and high-level executives take on leadership positions of the organization presented to the Board of Directors There is a procedure in accordance with the criteria and method for recruiting directors, with qualifications and no prohibited characteristics according to the law. Have a variety of qualifications from making the Board Matrix of the entire Board of Directors for consideration Including knowledge related to the main business operations of the

company for the utmost benefit to the organization ( details of criteria and methods for recruiting directors Shown in the topic of management structure. Regarding the recruitment of directors and executives )

### **Board of Directors Meeting**

Board of Directors Encourage all directors to attend meetings regularly by setting a meeting schedule in advance every year. Notify all directors so that they can allocate time to attend the meeting to acknowledge and consider making decisions on the business of the company at least once every 3 months. And there may be additional special meetings to consider urgent matters that may affect business opportunities. And must be approved by the Chairman of the Board of Directors. as the case may be Board meetings are in accordance with the Company's Articles of Association )

By Chairman and Chief Executive Officer jointly consider matters to be included in the agenda of the meeting Notice Follow-up matters or matters for consideration and allow the directors to propose matters ( if any ) to be included in the agenda of the meeting. The secretary of the Board of Directors sends the meeting invitation letter together with the meeting agenda and supporting documents containing complete information to each director at least 7 days in advance. So that the directors have time to study the information before the meeting and can request additional information from the management.

In 2023 , there were 4 meetings of the Board of Directors . whereby all directors attended the meeting in accordance with the quorum for every However, the company's meeting has the proportion of attendance and is in accordance with the quorum specified in the corporate governance policy. By determining that each meeting has directors attending at least two - thirds of the total number of directors to constitute a quorum. and set a minimum quorum on While voting, there must be at least three - fourths of the number of directors attending every meeting.

Number	List of directors	Year 2023					
		Total number of meetings/meeting attendance					
		director company	director examine	director Nomination	director manage	director risk management	General meeting Shareholders in 2023
1	Mr. . Yiem Chundprasit	4/4	-	-	-	12/12	1/1
2	Mr.BoonkruaKhemapiratana	1/4	-	-	-	5/12	1/1
3	Mr. Dusit Choopanya	4/4	4/4		-	-	1/1
4	Mrs.Piyapa Chongsathien	4/4	4/4	2/2	-	-	1/1
5	Mr. Kamol Ratanachai	4/4	-	2/2	-	12/12	1/1
6	Mr. Saravut Krailadsiri	4/4	4/4	2/2	-	-	1/1
7	Mr. Gridsada Potisomporn	3/ 4	-	-	3/3	-	1/1
8	Mr.Chatmongkol Khemapirat	4/4	-		3/3	-	1/1
9	Mrs.Sudchinda Sethakulvichai	4/4	-	-	3/3	-	1/1

In considering various matters Chairman who served as the chairman of the meeting had a leadership role and control the meeting to run smoothly Allocate sufficient time for directors to discuss important matters. Encourage all directors have the opportunity to express their opinions freely In the meeting, senior executives or related persons may be invited. such as High-ranking executives or managing directors of subsidiaries to attend the meeting. To clarify information for decision-making on a specific subject ( if any ) . Resolutions at the Board of Directors' meetings are based on majority votes, with one director having one vote, and directors with conflicts of interest will not attend the meeting. or not exercise the right to vote on that matter If the votes are equal, the chairman of the meeting will have an additional vote as a casting vote. and set a minimum quorum on While voting, there must be at least three - fourths of the number of directors attending the meeting.

Board of Directors It has monitored and supervised the implementation of corporate strategy and regularly reported performance against targets. every quarter and give useful suggestions to adjust the strategic plan appropriately. For the months without meetings, directors will receive a summary of the Company's and its subsidiaries' operating results ( if any ) continuously. by submitting a document summarizing the operating results As well as important news of the company, including the improvement of rules or regulations related to the stock market. and office Securities and Exchange Commission for Company Directors Communicate via e-mail by the Company Secretary who completes the process.

At the end of the meeting The secretary of the Board of Directors is responsible for preparing minutes of meetings that contain correct and complete information in material terms and submit them to the Board of Directors for approval in the first agenda of the next meeting. and the Chairman of the Board of Directors sign to certify the correctness and keep the certified and signed minutes of the meeting It is an important document of the company. Provide an electronic document storage system For safety and convenience in searching for references And provide the original data in document file format and keep it for at least 5 years. at the Office of the Company Secretary

The company has a company secretary to act as secretary to the Board of Directors. which is responsible for conducting the meeting of the Board of Directors and the shareholders' meeting Including supporting activities of the Board of Directors related to legal requirements and various regulations. Related.

#### **Roles and responsibilities of the Chairman**

The Chairman of the Board acts as the chairman of the Board of Directors' meetings. In case the Chairman is absent from the meeting or unable to perform duties If there is a vice chairman The Vice Chairman shall preside over the meeting. If there is no vice chairman or they are unable to perform their duties The members present at the meeting shall elect one among themselves to preside over the meeting.

Roles and responsibilities of the Chairman are as follows

1. Schedule the board meeting plan in advance ( annual )
2. Set the board meeting agenda together with the Chief Executive Officer. and scrutinize the agenda for each meeting
3. Control the meeting to be in accordance with the Company's Articles of Association and relevant laws.
4. Conduct the meeting in accordance with the order of the agenda specified in the meeting notice so that it can be completed smoothly.
5. Be an innovator give feedback Statement or answer various questions to the meeting of the Board of Directors
6. Consulting promote and support management to complete assigned tasks
7. Analyze the problem Suggest opinions and find solutions to problems. consider making decisions significant
8. Voting is based on majority votes. If the votes are equal, the chairman of the meeting shall have a casting vote.
9. Supervise and monitor the implementation of the resolutions of the Board of Directors in each matter. Or may assign the company secretary to be assigned on specific matters.
10. Others ( if any )

#### **Company secretary**

The Board of Directors resolved to appoint Mrs. Sudchinda Setthakulwichai Company Secretary with authority under the Securities and Exchange Act ( No. 4) B.E. 2551 and must perform duties with responsibility caution and honesty as well as to act as secretary to the Board of Directors and sub-committees assigned Including supervising the activities of the Board of Directors and coordinating the implementation of the resolutions of the Board of Directors. as follows

1. Prepare and maintain documents the following

1. Director Registration

2. Notice of the Board of Directors Meeting Board Meeting Minutes company annual report

3. Invitation letter for the shareholders' meeting and minutes of the shareholders' meeting

2. Keep reports of interest reported by directors or executives and submit a copy of the report of interest under Section 89/14 to the Chairman of the Board. and Chairman of the Audit Committee Within 7 days from the date the company received the report

3. perform other actions as specified by the Capital Market Supervisory Board in addition The Company Secretary also has other duties as assigned by the Board of Directors. as follows

1. Managing the Board of Directors' meetings. and sub-committees
2. Organize the shareholders' meeting and prepare the minutes of the meeting.
3. Ensuring that the committee complies with the law regulations related to the business of the company
4. Supervise and support corporate governance information of the Board of Directors.
5. take care of other matters related to the Board of Directors and management and shareholders
6. Follow up on the implementation of the resolutions of the Board of Directors' meeting and the resolutions of the shareholders' meeting.
7. Contact and coordinate with departments within the company to comply with the resolutions of the Board of Directors. and resolutions of the shareholders' meeting

8. Liaise with regulatory agencies such as office SET Oversee the disclosure and reporting of information to regulatory agencies and the public. To be correct and complete according to the law
9. perform other actions According to the Securities and Exchange Act ( No. 4) B.E. 2551 , the law and other regulations relevant, including announcements and requirements of the Capital Market Supervisory Board
10. perform other actions As assigned by the Board of Directors

The Company Secretary appointed by the Board of Directors is considered appropriate by the Board of Directors. Possesses the ability to manage company secretary work subordinate Management and Organization Development which is a unit that supports corporate secretary work in accordance with the law regulations as well as being responsible for overseeing good corporate governance

#### **Brief Profile of Company Secretary**

**Mrs. Sudchinda Sethakulvichai**

Company Secretary/Secretary of the Board of Directors/Secretary of the Audit Committee

Education : Master of Business Administration – Procurement and Logistic,Golden Gate University

#### **training history**

- Company Secretary Program(CST) , Class 37 / 2010
- Effective Minute Taking (EMT) Class 18/2010
- Board Reporting Program (BRP ) Class 4/2010
- Program (DAP) Class 84 / 2010
- Statement for Directors (FSD) Class 11 / 2011
- Advances for Corporate Secretaries (ACS) Class 2 / 2016

## Work experience

2009 - Present Managing Director, SCC Maintenance Services Co., Ltd.

## **Audit Committee**

The Audit Committee conducts an annual performance appraisal. using a self-assessment form for the whole faculty According to the assessment form of the Audit Committee Manual Securities and Exchange Commission which is divided into 2 parts

Part 1. Overall Performance of the Audit Committee structure and composition general environment that supports work and has performed its duties according to the charter of the Audit Committee as assigned by the Board of Directors, setting a policy limiting the number of listed companies in which each director can hold a directorship in no more than 5 companies But there is no policy limiting the number of years in office of an independent director to not exceed 9 years .

Part 2. Performance of specific duties of the Audit Committee There is a review to ensure that the Company's financial reports are accurate and adequate. And there are no issues with lawsuits and obligations.

The Audit Committee has reported the results of the Audit Committee Self-Assessment. Year 2023 to the Board of Directors for acknowledgment in the Board of Directors' meeting. No. 1/2023 On the 27th February 2023 The assessment results concluded that In general, they can perform their duties according to the scope of duties and responsibilities that are in line with the guidelines of the Stock Exchange of Thailand. And take what has not been done to develop the audit plan for the next year by preparing the audit committee report together with the auditor's report to propose to the shareholders for the year 2020 4 In the topic " Report of the Audit Committee " .

## **Nomination and Remuneration Committee**

Nomination and Remuneration Committee Has prepared an annual performance assessment. Using a self-assessment form recommended by the Stock Exchange of Thailand



be used as a guideline for proper evaluation. The assessment form is divided into 3 main items, namely (1) Structure and qualifications of the Board of Directors (2) Meetings (3) Roles, duties and responsibilities of the Nomination and Remuneration Committee.

Board of Directors Agree with the results of self-assessment of the Nomination and Remuneration Committee, that the structure and properties are appropriate. Be able to perform duties assigned to responsibilities as specified in the Nomination and Remuneration Committee Charter.

### **Assessment of Chief Executive Officer and Senior Executives**

Board of Directors Consists of non-executive directors. Assess the performance of senior executives annually, namely Chief Executive Officer and executives at the level of department director and above by setting a policy. The criteria used in the assessment are consistent with the performance evaluation in the form of key performance indicators (KPI: Key Performance Indicators) that are transmitted from the company each year in line with the organization's goals, and the performance of the company taking into account the individual responsibilities and the results of the operation of the company under clear criteria transparent and fair having been considered. Screened by the Nomination and Remuneration Committee and presented to the Board of Directors for approval. The Chairman of the Board shall inform the Chief Executive Officer of the evaluation results and opinions of the directors for further improvement.

### **Orientation for new directors**

company. An orientation for new directors is scheduled every time there is a change of directors. by making Director's Guide. Consists of 1) important information documents, namely company certificate, memorandum, Articles of Association, Director's handbook for listed companies, compliance guide SET and SEC Corporate Governance Handbook, business ethics as well as policies and guidelines of the company, And related regulations. 2) general knowledge related to business operations and other information useful for the new director's performance of duties. To prepare for the duties of directors before the first meeting or within 1 month after being appointed as a director of the company, as well as meeting with the Chairman

of the Board Board of Directors or Chief Executive Officer and ask for in-depth information about the company's business operations The company secretary is responsible for coordinating various matters. for new directors who have not completed the training course for directors company Training courses for directors organized by the IOD or other appropriate institutes will be provided. For new directors who have already received training in either the DAP or DCP director courses. The Company will provide other relevant training courses for the development of directors' performance on a continuous basis and alternately, and then share their experiences in the meetings.

### **Knowledge Development for Directors and Company Secretary**

Board of Directors Support and promote the development of knowledge for all directors to attend training courses related to the performance of duties of the Board of Directors, more than 75 % of the total number of directors. organized by Thai Institute of Directors Association (IOD) The Stock Exchange of Thailand for worker SEC or other institutions \_ \_ \_ To enhance knowledge and understanding of roles and duties of company directors in corporate governance New management innovations to continuously improve and develop apply the knowledge appropriately in accordance with the principles of good corporate governance By applying for membership to the IOD Association for directors for the purpose of acknowledging news and increasing knowledge for directors.

### **Succession plan of top executives**

Board of Directors has given importance to the preparation of a succession plan and executive development plans for the succession of high-level executives of the organization however In order to be able to continue management work and to be able to select personnel with potential according to their competencies and readiness for such important positions. By using the principles of career development (Career Management) and succession plans (Talent Management and Succession) Plan) Nomination and Remuneration Committee has assigned the Human Resources Department Continuously implement the human resource management plan. As well as making plans for human resource development for career growth along with the

organization respectively. which in 2023 Plan to implement a performance appraisal system. be used in the annual performance evaluation.

1) company There is an appropriate recruitment and selection system for personnel or employees to take on the duties and responsibilities of important management positions at all levels.

2) Company There is a senior executive below the Chief Executive Officer who will perform the duties in the event that the Chief Executive Officer is unable to perform his duties.

#### **Directorship in other listed companies**

The Board of Directors attaches importance to the performance of duties of directors. so that the directors can fully devote their time to corporate governance Therefore, the policy on holding directorships has been adjusted. as follows

#### **Policy for Directors to Hold Directorship in Other Listed Companies**

Board of Directors Has reviewed the policy on holding directorships in other listed companies. to increase the efficiency of performing duties as a director of the Company Therefore, the “ Policy ” for holding directorships in other listed companies of each director shall not exceed 5 companies . and subsidiaries that are not listed companies in which each director holds positions in no more than 5 companies. in order to maximize the benefits to the organization for future business growth

#### **Policy on Directorship in Subsidiaries or Associated Companies of Senior Executives**

Board of Directors Has established a policy for holding directorships in subsidiaries or associated companies of senior executives / Chief Executive Officer. It must be approved by the Board of Directors. or a person appointed by the Board of Directors to represent the Company to hold directorship positions in subsidiaries or associated companies according to their shareholding proportion or as assigned by the Board of Directors at present 9 directors \_ No director holding a directorship in a listed company or other company exceeds the criteria set forth.

## **Supervision of Subsidiaries' Operations**

company as the parent company and the person having the power to control the business according to the proportion of shareholding The Board of Directors has supervised the operations of subsidiaries or associated companies. to maintain the benefits of the investment of the company as follows

1. Appointment of senior management Representing the company as a director or executives of subsidiaries in proportion to their shareholding in the Company
2. Encourage good corporate governance in accordance with the Company's practice through representative directors and assigned executives. Including setting up work systems and personnel that are in line with company policies.
3. Follow up the performance of subsidiaries regularly. regularly and report the status / important events to the Board of Directors for acknowledgment Or give suggestions or solutions in the event of an incident ( if any ).
4. Consider important matters that require approval before proceeding. or seek approval from the Board of Directors of the parent company according to the authority of the Company such as Appointment and removal of directors Remuneration for Managing Director capital increase or capital reduction investment plan Strategic Plan and Business Direction or expanding the scope of business operations beyond the core business etc.
5. Organize an internal audit by the internal audit department of the parent company. To ensure that there is an appropriate and sufficient internal control system. Comply with relevant laws and regulations

## **Corporate Governance**

Board of Directors Sub-committees have been appointed to supervise various areas. however There is an audit committee. Supervise and review the process of compliance with laws and regulations of the Stock Exchange of Thailand and related agencies. Including corporate governance that is consistent with policies and best practices according to the principles of

corporate governance covering all 5 categories of principles. namely Shareholders' rights Equitable Treatment of Shareholders Role of Stakeholders Disclosure and Transparency and responsibilities of the Board of Directors with the company secretary Is responsible for supporting information and coordinating with the management. or suggestion and / or improvements to various guidelines by the Corporate Governance Development Department Stock Exchange of Thailand or the Office of the Securities and Exchange Commission or other related organizations The guidelines have been revised to be consistent with the nature of business operations. By assigning the management to manage according to the company's corporate governance policy for sustainable growth of the organization and credibility to investors or outsiders.

## **9. Internal control and related transactions**

### **9.1 Internal Control**

Board of Directors Giving importance to internal control and risk management systems, which are important mechanisms to build confidence for the management to perform work efficiently achieve goals legal Requirements that comply with the guidelines of the office. SEC , SEC , and SET according to the framework of the internal control system according to international standards of The Committee of Sponsoring Organizations of the Treadway Commission . (COSO) covering all 5 elements namely Internal Control (Control Environment) Risk Management (Risk Assessment, Control Activities, Information and Communication, and Monitoring Activities) by specifying the responsibilities and authority of the operators. executive To have control over the use of company assets for the benefit. Do not use it for wrongful use or without power. protect property from leakage lost or from fraud and misconduct There is a separation of duties of operators. Moderator / Approver to have a check and balance mechanism between each other Including providing a complete financial reporting system. correct in time to propose to the highest authority according to the line of work responsible for the Board of Directors has assigned the audit committee appointed by the resolution of the Board of Directors' meeting according to the guidelines set by the Stock Exchange of Thailand Consists of 3 independent directors Has the scope of duties and responsibilities to review financial statements, disclosures in financial reports. Connected transactions or conflicts of interest between the Company and its subsidiaries to ensure accuracy. completely reliable with the

secretary of the Audit Committee as a coordinator with the auditor Internal auditors and company management in reviewing the adequate internal control system proper risk management and supervise the operation to be in accordance with the relevant laws and regulations Including considering the approval of plans. Evaluation of work, appointment and termination of internal auditors, selection and proposal for appointment of auditors and fixing annual audit fees. Including performing other duties assigned by the Board of Directors. and self-assessment of both individual and group performance of the Audit Committee. To ensure that the Audit Committee performs its duties completely and efficiently within the scope assigned to it. And report the performance to the Board of Directors on a quarterly basis. and report to shareholders at least once a year Which is disclosed in the Annual Registration Statement ( Form 56-1 One Report).

In the Board of Directors meeting the time 1 / 2022 on 25 February 2022 has assessed the sufficiency of the control system within the year . 2022 by using the assessment form for the adequacy of the internal control system The Securities and Exchange Commission has established a guideline for evaluating a company's internal control. by the Audit Committee and the Management Jointly assessed the sufficiency of the internal control system in various aspects of 5 elements. namely Organization, environment and control risk management operational control information and communication systems, as well as follow-up systems which has been screened by the Audit Committee The Board of Directors has the same opinion as the Audit Committee. overall company There is an adequate internal control system. suitable for business operations in various fields other as follows

#### **Internal control**

Sufficient personnel management is required to implement the system effectively. Including the internal control system in monitoring and controlling the operations of the Company and its subsidiaries to be able to protect the assets of the Company and its subsidiaries from directors. representative or executive Not to be used improperly or without authority such as Determination of authorization to order Clear separation of roles and responsibilities of directors and executives including Written announcement of policies and guidelines namely Corporate Governance Policy Ethics and code of conduct in conducting business with honesty Honest and transparent As well as the code of conduct of directors. executives and employees appropriately Since the training plan, develop and retain knowledgeable personnel Succession plans for key

organizational positions Comprehensive oversight Transactions with related persons or may have conflicts of interest There are appropriate measures to examine related party transactions.

### **Risk Assessment Management**

Establish risk management policy which focuses on developing a risk management system according to good corporate governance guidelines and provide comprehensive risk management in all aspects systematically and continuously There is a risk management structure. It consists of high-level executives in each line as a working group. All employees are responsible for the risk factors of the department linked to the organization's goals to be at the level acceptable to the organization. Set objectives for risk assessment. to be able to identify estimate analyze follow up and report potential risks through line management and the audit committee to propose to the Board of Directors for acknowledgement as well as assessing the adequacy of the internal control system appropriately for the assessment and management of corporate risks. It has been shown in the section " Risk Factors " .

### **Operational control**

Determine control measures that reduce the risk of not achieving the organization's objectives. to an acceptable level with control measures examine and follow up to ensure proper practice such as Preventive and tracking controls Defining appropriate security measures for technology systems Determine authority to approve, operate and review regularly. Clear separation of duties and responsibilities for checks and balances Transactions that fall under the terms of connected transactions shall be in accordance with the regulations of the Securities and Exchange Commission. The stakeholders are not involved in the approval. Disclosure is in accordance with the Securities and Exchange Act. specification of S. L. L. T. and \_ \_ SET and related laws as well as Follow up on performance through the Chief Executive Officer. and / or managing director of subsidiaries or authorized representative

### **Information systems and data communications**

Require accurate and relevant information to be provided. completely sufficient and timely inside and outside namely Storing important documents systematically Defining the right communication process Important information is regularly reported by holding meetings of the

Board of Directors and sub-committees. Meetings by non-executive directors Meetings of the Audit Committee with auditors without the participation of the management and / or consult independently Disclosure of information through the channels of the Stock Exchange of Thailand To investors / outsiders Including the determination of channels for whistle blowing and complaints. and measures to protect complainants and other guidelines other As shown in the topic “ Anti-Corruption ” , Section of Corporate Governance. and published on the company website [www.sricha.com](http://www.sricha.com) Investor Relations

### **Tracking system**

Board of Directors Has provided a comprehensive reporting system in all aspects. to ensure that the internal control continues to operate in its entirety such as Accounting and Finance performance Compliance with Laws / Regulations Property custody There is a follow-up on the performance according to the goals set in the hierarchical order. from the Board of Directors and executives Track goals and strategies Plans and ongoing projects approved by the Board of Directors. The target is regularly compared with the performance and reported to the Board of Directors on a quarterly basis. in addition There is an internal audit department to inspect the operation. And report the results to the Audit Committee on a quarterly basis in the past year. Audit Committee and the Board of Directors There were no reports of significant deficiencies from the auditor and the internal audit department. annual 2023 reported in the topic " Report of the Audit Committee " .

### **Internal audit**

in order to promote good corporate governance processes The Board of Directors has hired Ascent Advisory Co. , Ltd., an external independent internal auditor, to perform internal audit duties and report directly to the Audit Committee. and link to the Chief Executive Officer by the Secretary of the Audit Committee Perform duties according to the annual internal audit plan of the Company and / or its subsidiaries. approved by the Audit Committee give black to achieve the specified goals. Assign the internal audit department to report on the performance with recommendations. or significant defects to the Audit Committee on a quarterly basis. and a report summarizing the results of regular inspections quarterly to the Board of Directors for acknowledgment. and follow up and supervise the management to do Step-by-step improvements



### **Head of internal audit department**

The Company has appointed Ascent Advisory Co., Ltd. as an internal auditor by Mr. Phakor Asavatouchaporn, 51 years old, who has appropriate qualifications. Have knowledge and experience in the business/industry similar to the company and have been developed and trained in both internal and external courses. to increase knowledge in performing duties Including a financial advisor course Association of Thai Securities Companies Course 7 Operational Risks and Guidelines for Handling Crisis to perform internal audit work under the scope of audit work that covers the Company and its subsidiaries as specified in the annual audit plan that has been approved by the Audit Committee. There was a summary of the audit meeting with the executives. before reporting in writing to the Audit Committee and present the internal audit results to the audit committee for acknowledgment of the internal audit results however The Audit Committee's opinion is that the internal auditors have performed their duties completely as assigned.

### **Risk management**

Board of Directors Has given importance to systematic risk management. which covers fraud risk management This is considered a part of good corporate governance. And is a strategy that is part of the preparation of the annual business plan that will help achieve the organization's objectives. according to the goals set for sustainable growth Assign executives in each line to be responsible for the risks of the department they are responsible for. for comprehensive governance and risk management that may affect the achievement of the organization's goals And consider the sufficiency of risk management to be at an acceptable level as specified in the Anti-Corruption Policy Manual that specifies risk factors and impacts, risk prevention guidelines for risk management. corrupt In terms of operations, risk assessments are conducted once a year in order to collect and present to the Audit Committee. The report is presented to the Board of Directors once a quarter. Risk management is monitored to be at an acceptable level by using information systems as a tool to support assessment and reporting. and arrange for a review of policies and practices to prevent and combat corruption that are consistent with the current situation Annually at least once a year Announce and publish the policy at the company's website.

## **Board of Directors' Financial Reporting Responsibilities**

Board of Directors Is responsible for the consolidated financial reporting of the company. and its subsidiaries and financial information The financial reports are prepared in accordance with financial reporting standards, with appropriate accounting policies selected and consistently practiced. The Audit Committee and the auditor will jointly consider and review the appropriateness of the accounting policies that are regularly practiced. Careful judgment is exercised in the preparation of reasonable reports. As well as adequate disclosure of important information in the notes to the financial statements. however The Board of Directors has reported the responsibility of the Board of Directors for financial reports. along with the auditor's report for the benefit of shareholders and general investors by the Board of Directors Assign the Audit Committee to be responsible for the quality of financial reports. internal control system internal audit and the opinions of the Audit Committee which have appeared in the Audit Committee Report which is shown in this annual report.

Board of Directors Opined that the financial reports of the Company and its subsidiaries on date 31 December 2023 is the correct report . complete and sufficient and reliable

## **Auditor's remuneration**

### **appointment of an auditor**

According to the Company's Articles of Association, the Annual General Meeting of Shareholders shall appoint and determine the auditor's remuneration annually. through consideration and selection from the audit committee To present to the Board of Directors for consideration and to propose to the annual general meeting of shareholders to consider the appointment and determination of the auditor's remuneration of the Company and its subsidiaries. The selected auditor must be independent. No relationship or interest other with the company executive major shareholder or persons related to such persons and provide auditor rotation in accordance with the rules of the Office of the Securities and Exchange Commission with securities and stock exchange If the former auditor has performed the duties of reviewing and expressing opinions on the Company's financial statements. 9 consecutive fiscal years The company will consider selecting other auditors to act as the company's auditors.

**Audit Fee**

For financial statements year 2023 of the company has audited and expressed opinions by Ms. Nongram Laohaareedilok Certified Public Accountant No. 4334 from the company AST Master Limited who is the Company's auditor And signed to certify the financial statements for the 5th year and paid the audit fee of the Company and its subsidiaries in the fiscal year 2022 and years 2023 is the total amount per year .1,300,000baht and 1,450,000 baht respectively

**Other service charges other ( Non Audit Fee)**

In year 2023 The Company and its subsidiaries do not pay any other service fees. other that is not an audit.

## 9.2 Related transactions (if any)

Related transactions with persons who may have conflicts as of December 31, 2023

### 1. Land rental - related parties

Juristic persons/persons that may have conflicts	SCC Park Company Limited
relationship style	Company's directors and 2 shareholders of the Company <ol style="list-style-type: none"> <li>1. Mr. Boonkrua Khemapirat</li> <li>2. Mrs. Sudchinda Sethakulwichai</li> </ol> Both of them are directors of SCC Park Co., Ltd.
Characteristics of related transactions	land rent Title deed 103854 18 rai 1 ngan 2 sq m. Title deed 103856 12 rai 3 ngan 62 sq m. Title deed 154790 5 rai 2 ngan 2 sq.wa. Title deed 103855 10 rai Title deed 154827 120 sq.wa.
number of items	1 item
Transaction value (million baht)	5,909,880 baht
Necessity/reasonability of the transaction	The company has rented land in the amount of 47 rai 9 square wa. of SCC Park Co., Ltd. for use in the operations of the company The rental rate is reasonable.
Opinion of the Audit Committee	It is a normal rental item. The rental price is a reasonable rate according to the market price. in the present

## 2. Machinery rental - related parties

Juristic persons/persons that may have conflicts	SCC Park Company Limited
relationship style	Company's directors and 2 shareholders of the Company  1. Mr. Boonkrua Khemapirat 2. Mrs. Sudchinda Sethakulwichai  Both of them are directors of SCC Park Co., Ltd.
Characteristics of related transactions	Machine rental
number of items	1 item
Transaction value (million baht)	600,000 baht
Necessity/reasonability of the transaction	The company has rented machinery. of SCC Park Co., Ltd.  for use in the operations of the company  The rental rate is reasonable.
Opinion of the Audit Committee	It is a normal rental item.  The rental price is a reasonable rate according to the market price.  in the present

## 3. Service fee - related parties

Juristic persons/persons that may have conflicts	SCC Park Company Limited
relationship style	Company's directors and 2 shareholders of the Company  1. Mr. Boonkrua Khemapirat 2. Mrs. Sudchinda Sethakulwichai  Both of them are directors of SCC Park Co., Ltd.
Characteristics of related transactions	service fee

number of items	1 item
Transaction value (million baht)	54,860 baht
Necessity/reasonability of the transaction	The company has used the service of SCC Park Co., Ltd. for use in the operations of the company The service rate is reasonable.
Opinion of the Audit Committee	It's a normal service item. The service price is a reasonable price according to the current market price.

#### 4. Room rental - related parties

Juristic persons/persons that may have conflicts	B.K.One Sriracha Company Limited
relationship style	Company's directors and 2 shareholders of the Company 1. Mr. Boonkrua Khemapirat 2. Mrs. Sudchinda Sethakulwichai Both of them are directors of the Company. B.K.One. Sriracha Co., Ltd.
Characteristics of related transactions	room rental
number of items	1 item
Transaction value (million baht)	200,556 baht
Necessity/reasonability of the transaction	The company has rented the auditor's room. of B.K.One Sriracha Co., Ltd. for use in the operations of the company The rental rate is reasonable.
Opinion of the Audit Committee	It is a normal rental item. The rental price is at a reasonable rate based on the current market price.

## 5. Land rental - related parties

Juristic persons/persons that may have conflicts	B.K.One Sriracha Company Limited
relationship style	Company's directors and 2 shareholders of the Company  1. Mr. Boonkrua Khemapirat 2. Mrs. Sudchinda Sethakulwichai Both of them are directors of the Company. B.K.One. Sriracha Co., Ltd.
Characteristics of related transactions	land rent  Title Deed No. 7812 7 Rai
number of items	1 item
Transaction value (million baht)	1,326,316 baht
Necessity/reasonability of the transaction	The company has rented land in the amount of 7 rai.  of BK One Co., Ltd.  for use in the operations of the company  The rental rate is reasonable.
Opinion of the Audit Committee	It is a normal rental item.  The rental price is at a reasonable rate based on the current market price.

## 6. Service income - Subsidiaries

Juristic persons/persons that may have conflicts	SCC Maintenance Services Company Limited
relationship style	owned by the Company and 3 joint directors  1. Mr. Boonkrua Khemapirat 2. Mr. Chatmongkol Khemapirat 3. Mrs. Sudchinda Sethakulwichai

	All three of them are directors of SCC Maintenance Services Co., Ltd.
Characteristics of related transactions	service income
number of items	1 list
Transaction value (million baht)	1,226,696 baht
Necessity/reasonability of the transaction	The company receives labor service fees from SCC Maintenance Services Company Limited The rate of cost plus normal profit. The labor service rate is a reasonable rate.
Opinion of the Audit Committee	It's a normal employment list. The wage price is a reasonable rate according to the market price. in the present

#### 7. Revenue from construction services - Subsidiaries

Juristic persons/persons that may have conflicts	SCC Maintenance Services Company Limited
relationship style	owned by the Company and 3 joint directors 1. Mr. Boonkrua Khemapirat 2. Mr. Chatmongkol Khemapirat 3. Mrs. Sudchinda Sethakulwichai All three of them are directors of SCC Maintenance Services Co., Ltd.
Characteristics of related transactions	Construction revenue
number of items	1 item
Transaction value (million baht)	47,956,819 baht
Necessity/reasonability of the transaction	The company receives the construction fee from SCC Maintenance Services Company Limited The rate of cost plus normal profit.



	The contractor wage rate is a reasonable rate.
Opinion of the Audit Committee	It's a normal employment list.
	The wage price is a reasonable rate according to the market price.
	in the present

#### 8. Income from property rental - Subsidiaries

Juristic persons/persons that may have conflicts	SCC Maintenance Services Company Limited
relationship style	owned by the Company and 3 joint directors <ol style="list-style-type: none"> <li>1. Mr. Boonkrua Khemapirat</li> <li>2. Mr. Chatmongkol Khemapirat</li> <li>3. Mrs. Sudchinda Sethakulwichai</li> </ol> All three of them are directors of SCC Maintenance Services Co., Ltd.
Characteristics of related transactions	Property rental income
number of items	1 item
Transaction value (million baht)	1,140,000 baht
Necessity/reasonability of the transaction	The company has rented the property. to SCC Maintenance Services Co., Ltd. for use in the operations of the company. The rental rate is reasonable.
Opinion of the Audit Committee	It is a normal rental item.
	The rental price is at a reasonable rate based on the current market price.

#### 9. Sales revenue - Subsidiaries

Juristic persons/persons that may have conflicts	SCC Maintenance Services Company Limited
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relationship style	<p>owned by the Company and 3 joint directors</p> <ol style="list-style-type: none"> <li>1. Mr. Boonkrua Khemapirat</li> <li>2. Mr. Chatmongkol Khemapirat</li> <li>3. Mrs. Sudchinda Sethakulwichai</li> </ol> <p>All three of them are directors of SCC Maintenance Services Co., Ltd.</p>
Characteristics of related transactions	sales revenue
number of items	1 item
Transaction value (million baht)	8,434 baht
Necessity/reasonability of the transaction	<p>The company has sold</p> <p>to SCC Maintenance Services Co., Ltd.</p> <p>for use in the operations of the company</p> <p>The rate is reasonable.</p>
Opinion of the Audit Committee	<p>It's a normal sale item.</p> <p>The selling price is a reasonable price according to the current market price.</p>

#### 10. Services - Subsidiaries

Juristic persons/persons that may have conflicts	SCC Maintenance Services Company Limited
relationship style	<p>owned by the Company and 3 joint directors</p> <ol style="list-style-type: none"> <li>1. 1. Mr. Boon Krua Khemapirat</li> <li>2. 2. Mr. Chatmongkol Khemapirat</li> <li>3. 3. Mrs. Sudchinda Sethakulwichai</li> </ol> <p>All three of them are directors of SCC Maintenance Services Co., Ltd.</p>
Characteristics of related transactions	service fee
number of items	1 list
Transaction value (million baht)	30,304,899 baht

Necessity/reasonability of the transaction	The company has used the service SCC Maintenance Services Company Limited for use in the operations of the company The labor service rate is a reasonable rate.
Opinion of the Audit Committee	It's a normal employment list. The wage price is a reasonable rate according to the market price. in the present

#### 11. Service Fee - Related Company

Juristic persons/persons that may have conflicts	Printing 108 Co., Ltd.
relationship style	owned by the Company and 1 co- director 1. Mr. Chatmongkol Khemapirat Being a director of Printing 108 Co., Ltd.
Characteristics of related transactions	service fee
number of items	1 list
Transaction value (million baht)	162,845 baht
Necessity/reasonability of the transaction	The company has used the service Printing 108 Co., Ltd. for use in the operations of the company The service rate is reasonable.
Opinion of the Audit Committee	It is a normal service fee. The service price is a reasonable rate according to the market price. in the present

## Measures and procedures for approval of related party transactions

The Company has established policies and procedures for related transactions. In order to make transactions between individuals or juristic persons that may have conflicts to be transparent and to protect the interests of the Company. The aforementioned policies and procedures can be summarized as follows:

- 1) Entering into a connected transaction or a connected transaction of the Company and its subsidiaries Will consider the necessity and appropriateness of the transaction. Using the same price and conditions as third parties ( Arm's Length Basis) . If there is no such price. The Company will compare the prices of third-party products or services under similar conditions. Or may use the report of an independent appraiser. which was hired by the Company to compare prices for important related party transactions
- 2) Transactions considered to be connected transactions To be in accordance with the rules of the Securities Act. and the announcement of the Capital Market Supervisory Board No. Tor Jor. 21/2551 regarding the rules for making connected transactions together with the announcement of the Board of Governors of the Stock Exchange of Thailand on disclosure of information and practices of listed companies in connected transactions including various rules of the Office of the SEC and/or the Stock Exchange of Thailand related as well as complying with the requirements regarding the disclosure of related party transactions in the notes to the financial statements audited by the Company's auditor. and annual registration statement (56-1) as well
- 3) In the event that the law requires that the Company obtain approval from the Board of Directors' meeting or the Shareholders' Meeting before entering into any connected transaction, the Company will arrange for the Audit Committee to inspect and give opinions on such items; The opinions of the Audit Committee will be presented to the meeting of the Board of Directors or shareholders, as the case may be. To ensure that the proposed transaction is for the best interest of the Company.

In this regard, the Board of Directors Meeting No. 15/2011 has considered and approved the principle that the management can approve such transactions if those transactions have trade agreements in the same way that a reasonable person would do with a general counterparty in the same situation. together with commercial bargaining power without the influence of their status as directors, executives or persons with conflicts The company must

prepare a report summarizing transactions with a size of more than 1,000,000. baht, or transactions with a total value of more than 1,000,000 baht in the past six months to report to the Board of Directors.

#### **Policy or trend of future connected transactions**

entering into connected transactions or transactions between the Company with subsidiaries and persons who may have conflicts It will be a normal business transaction. without any transfer of benefits between the Company with subsidiaries and persons who may have conflicts The Company must comply with the regulations of the Stock Exchange of Thailand. and the applicable Securities and Exchange Commission. If the company wishes to enter into a connected transaction or transactions between the Company with subsidiaries The company will strictly follow the measures mentioned above. by the audit committee or auditor or an independent expert to consider the appropriateness of the price and reasonableness of the transaction. Ready to reveal the type Transaction value and reasons for the transaction to shareholders according to the requirements of the SEC and the SET strictly. In addition, consider the necessity of the transaction for the Company's operations. and consider comparing prices with comparable transactions made with third parties (if any), including considering the essence of the transaction size. There will be a meeting to inform the relevant parties about new requirements, including clear, written procedures for complete compliance. for transparency and to maintain the interests of shareholders

Independent Auditor's Report



ACCOUNTING SYSTEM & TAX  
Certified Public Accountants

บริษัท เอเอสที มาสเตอร์ จำกัด

790/12 ทองหล่อทาวเวอร์ ซอยทองหล่อ 18  
ถนนสุขุมวิท 55 แขวงคลองตันเหนือ เขตวัฒนา  
กรุงเทพฯ 10110  
โทร : 0-2714-8843, 0-2185-0342

**Independent Auditor's Report**

To the Board of Directors and Shareholders of **Sriracha Construction Public Company Limited**

**Opinion**

I have audited the accompanying consolidated financial statements of **Sriracha Construction Public Company Limited and its subsidiary** ("the Group"), which comprise the consolidated statement of financial position as at 31 December 2023, 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 a summary of significant accounting policies, and have also audited the separate financial statements of **Sriracha Construction Public Company Limited** for the same period.

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

**Basis for Opinion**

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

**Key Audit Matters**

Key audit matters are the matters that, in my professional judgement, were of most significance in my audit of the financial statements of the current period. There 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 there matters.

Key audit matters and how audit procedures respond are described below.

### **Revenue recognition from construction services**

The Group recognized its revenue from rendering service on construction contract, which is performance obligation satisfied over time of performance construction by measuring the progress towards complete satisfaction of that performance obligation based on input method. This method measures the progress of performance construction based on the proportion that contract costs incurred for work performed to date bear to the estimated total contract costs. I focused on this area because the recognition of revenue on construction contracts involved significant judgement and assumption in estimating the progress of construction service.

My procedures in relation to management's assumptions used in recognition of revenue on construction contract included:

- Understood and assessed the estimated total contract cost prepared by management, in particular, the key assumptions including the expected recovery, the historical financial performance and forecast out-turn against budget of other contracts of a similar nature and size. Tested internal controls over the construction budgeting process relating to the estimated total construction contract costs and revisions thereto and verified estimated costs by interviewing the project engineer and random inspecting the supporting evidences;
- Tested the internal controls over revenue and receivable cycle and purchase and payable cycle for construction projects;
- Inspected acceptance certificates signed by client, correspondence and minutes of meetings between the Group and customers. Inspected selected signed contracts for key clauses to identify relevant contractual mechanisms such as variations to the contract requested by the customer, sharing of cost overruns or efficiencies with the customer, contractual damages and success fees and assessed whether these key clauses were appropriately reflected in the amounts included in the forecasts;
- Compared gross profit from the start of projects up to now for analysis and assessment for the appropriateness of estimated project costs;
- Performed site visit for significant projects, inquired the progress of projects from engineers and compared and assessed the appropriateness of the progress of construction projects with the progress measuring using input method.
- Checked actual costs against supporting documents, tested the calculation of the progress of work based on actual construction costs incurred, and compared the analysis of the progress as evaluated by the project engineer to the progress based on actual construction costs incurred.

### **Revenue recognition from services**

The Group's revenue from rendering manpower and maintenance services are considered as a material amount and have direct impact to the Group's profit or loss, as well as revenue from construction services, which financial statements users pay attention, including the large numbers of size and volume of transactions, numerous conditions. As a result, the recognition of revenues from services is related to judgements and accounting estimates, and there is a risk with respect to the amount and timing of revenue recognition. I, therefore, focused on this matter.



I have examined the revenue recognition of the Group by assessing and testing the internal controls with respect to the revenue cycle, and with special consideration giving to expanding the scope of the testing which respond to the accuracy and revenue recognition period in the financial statements of the Group. Applying a sampling method to select service revenues transactions to assess whether revenue was accurate and appropriate recognized in consistence with the conditions stipulated in relevant document and in compliance with the Group's revenue recognition policy. On a sampling basis, examining supporting documents for actual revenue recognition occurring during the year and near the end of the accounting period. Reviewing credit notes that the Group issued after the period-end. Performing analytical procedures to detect possible irregularities in revenues transactions throughout the accounting period, particularly for accounting entries made through journal vouchers.

**Other Information**

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

My opinion on the financial statements does not cover the other information and I 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, 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.

NONGRAM LAOHAAREEDILOK  
Certified Public Accountant  
Registration No. 4334

AST Master Co., Ltd.  
26 February 2024

**SRIRACHA CONSTRUCTION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY**

**STATEMENT OF FINANCIAL POSITION**

**AS AT 31 DECEMBER 2023**

		In Baht			
		Consolidated financial statements		Separate financial statements	
	Notes	2023	2022	2023	2022
<b><u>ASSETS</u></b>					
<b>CURRENT ASSETS</b>					
Cash and cash equivalents	6	783,881,348	463,562,509	715,087,938	443,784,645
Trade and other current receivables	7	528,435,164	466,004,516	420,788,282	399,026,877
Unbilled receivables	8	450,724,246	348,219,786	450,724,246	348,219,786
Supplies	9	38,249,338	40,951,796	33,162,176	36,451,343
Other current financial assets	10	19,730,082	19,077,364	19,730,082	19,077,364
Total current assets		1,821,020,178	1,337,815,971	1,639,492,724	1,246,560,015
<b>NON-CURRENT ASSETS</b>					
Deposit at bank pledged as collateral	11	125,696,934	125,625,966	125,696,934	125,625,966
Investment in subsidiary	12	-	-	11,722,619	11,722,619
Investment in associated company	13	-	-	-	-
Property, plant and equipment	14	498,032,116	507,376,413	489,597,251	497,897,185
Intangible assets	15	2,921,645	3,194,375	2,665,974	2,686,659
Deferred tax assets	16	19,204,303	17,818,824	15,476,558	14,191,953
Income tax refundable		44,583,116	98,196,418	32,869,646	52,863,091
Other non-current assets		295,000	283,000	239,000	263,000
Total non-current assets		690,733,114	752,494,996	678,267,982	705,250,473
<b>TOTAL ASSETS</b>		<b>2,511,753,292</b>	<b>2,090,310,967</b>	<b>2,317,760,706</b>	<b>1,951,810,488</b>

The notes to financial statements are an integral part of these financial statements.

**SRIRACHA CONSTRUCTION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY**

**STATEMENT OF FINANCIAL POSITION (CONTINUED)**

**AS AT 31 DECEMBER 2023**

		In Baht			
		Consolidated financial statements		Separate financial statements	
	Notes	2023	2022	2023	2022
<b>LIABILITIES AND</b>					
<b>SHAREHOLDERS' EQUITY</b>					
<b>CURRENT LIABILITIES</b>					
Short-term loans from financial institutions	17	50,000,000	20,000,000	50,000,000	20,000,000
Trade and other current payables	18	254,435,536	200,295,612	231,944,494	186,250,555
Current portion of lease liabilities	19	8,774,237	7,818,336	8,475,621	7,603,399
Advance received for construction works	8	78,522,400	-	77,705,108	-
Deferred construction revenues	8	189,282,896	-	189,006,410	-
Accrued income tax		2,707,481	-	-	-
Total current liabilities		583,722,550	228,113,948	557,131,633	213,853,954
<b>NON-CURRENT LIABILITIES</b>					
Lease liabilities	19	3,446,816	8,155,625	3,024,756	8,155,625
Deferred tax liability	16	-	6,782,372	-	6,782,372
Non-current provisions for employee benefits	20	138,579,965	131,033,061	117,637,022	110,801,805
Total non-current liabilities		142,026,781	145,971,058	120,661,778	125,739,802
<b>TOTAL LIABILITIES</b>		725,749,331	374,085,006	677,793,411	339,593,756
<b>SHAREHOLDERS' EQUITY</b>					
Share capital					
Authorized share capital					
310,000,000 common shares, Baht 1 par value		310,000,000	310,000,000	310,000,000	310,000,000
Issued and paid-up share capital					
309,879,000 common shares, Baht 1 par value		309,879,000	309,879,000	309,879,000	309,879,000
Premium on share capital		1,187,139,623	1,187,139,623	1,187,139,623	1,187,139,623
Retained earnings					
Appropriated for legal reserve	21	31,000,000	31,000,000	31,000,000	31,000,000
Unappropriated		329,966,322	265,361,775	223,267,768	190,183,799
Other components of shareholders' equity		(111,319,096)	(105,985,690)	(111,319,096)	(105,985,690)
Total equity holders of the parent		1,746,665,849	1,687,394,708	1,639,967,295	1,612,216,732
Non-controlling interests	12	39,338,112	28,831,253	-	-
<b>TOTAL SHAREHOLDERS' EQUITY</b>		1,786,003,961	1,716,225,961	1,639,967,295	1,612,216,732
<b>TOTAL LIABILITIES AND</b>					
<b>SHAREHOLDERS' EQUITY</b>					
		2,511,753,292	2,090,310,967	2,317,760,706	1,951,810,488

The notes to financial statements are an integral part of these financial statements.

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**SRIRACHA CONSTRUCTION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY**

**STATEMENT OF COMPREHENSIVE INCOME**

**FOR THE YEAR ENDED 31 DECEMBER 2023**

	Notes	In Baht			
		Consolidated financial statements		Separate financial statements	
		2023	2022	2023	2022
<b>REVENUES</b>					
Revenue from construction services		1,861,456,776	1,169,980,650	1,763,319,645	1,167,218,754
Revenue from services		353,286,701	412,573,506	157,491,409	194,370,819
Dividends income	5.3	-	-	3,750,000	34,500,000
Other income		8,301,004	9,267,845	7,701,492	8,472,170
<b>Total revenues</b>		<b>2,223,044,481</b>	<b>1,591,822,001</b>	<b>1,932,262,546</b>	<b>1,404,561,743</b>
<b>EXPENSES</b>					
Cost of construction services		1,622,953,848	945,543,760	1,566,764,279	975,848,658
Cost of services		270,871,048	375,648,857	97,209,409	143,178,592
Administrative expenses		160,585,110	184,996,918	153,598,560	178,182,144
<b>Total expenses</b>		<b>2,054,410,006</b>	<b>1,506,189,535</b>	<b>1,817,572,248</b>	<b>1,297,209,394</b>
<b>Profit from operating activities</b>		<b>168,634,475</b>	<b>85,632,466</b>	<b>114,690,298</b>	<b>107,352,349</b>
Finance income		2,675,882	1,204,543	2,514,040	1,146,679
Finance costs		(5,039,992)	(1,168,063)	(4,589,565)	(1,139,437)
<b>Profit before income tax</b>		<b>166,270,365</b>	<b>85,668,946</b>	<b>112,614,773</b>	<b>107,359,591</b>
Income tax	24	(32,166,188)	(35,687,746)	(20,032,652)	(33,349,444)
<b>Profit for the year</b>		<b>134,104,177</b>	<b>49,981,200</b>	<b>92,582,121</b>	<b>74,010,147</b>
<b>Other comprehensive income</b>					
<b>Other comprehensive income to be reclassified to profit or loss in subsequent period</b>					
Differences on the translating of the financial statements		(5,333,406)	(15,335,463)	(5,333,406)	(15,335,463)
<b>Other comprehensive income not to be reclassified to profit or loss in subsequent periods</b>					
Actuarial (gain) loss arising from employee benefit plan	20	5,291,286	(200,151)	3,097,060	(384,048)
<u>Less : Tax effect</u>	24	<u>(1,058,257)</u>	<u>40,030</u>	<u>(619,412)</u>	<u>76,810</u>
<b>Other comprehensive income for the year</b>		<b>(1,100,377)</b>	<b>(15,495,584)</b>	<b>(2,855,758)</b>	<b>(15,642,701)</b>
<b>Total comprehensive income for the year</b>		<b>133,003,800</b>	<b>34,485,616</b>	<b>89,726,363</b>	<b>58,367,446</b>

The notes to financial statements are an integral part of these financial statements.

**SRIRACHA CONSTRUCTION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY**

**STATEMENT OF COMPREHENSIVE INCOME (CONTINUED)**

**FOR THE YEAR ENDED 31 DECEMBER 2023**

		In Baht			
		Consolidated financial statements		Separate financial statements	
	Notes	2023	2022	2023	2022
<b>Profit attributable to:</b>					
Equity holders of the parent		122,786,163	47,363,437	92,582,121	74,010,147
Non-controlling interests	12	11,318,014	2,617,763	-	-
		<u>134,104,177</u>	<u>49,981,200</u>	<u>92,582,121</u>	<u>74,010,147</u>
<b>Total comprehensive income attributable to:</b>					
Equity holders of the parent		121,246,941	31,831,074	89,726,363	58,367,446
Non-controlling interests		<u>11,756,859</u>	<u>2,654,542</u>	<u>-</u>	<u>-</u>
		<u>133,003,800</u>	<u>34,485,616</u>	<u>89,726,363</u>	<u>58,367,446</u>
<b>Basic earnings per share</b>					
Profit per share attributable to equity holders					
of the parent (Baht per share)		<u>0.396</u>	<u>0.153</u>	<u>0.299</u>	<u>0.239</u>

The notes to financial statements are an integral part of these financial statements.

**SRIRACHA CONSTRUCTION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY**  
**CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY**  
**FOR THE YEAR ENDED 31 DECEMBER 2023**

		In Baht							
		Equity holders of the parent				Other components			
		Issued and paid-up share capital	Premium on share capital	Retained earnings		Exchange differences on translating financial statements	Total equity holders of the parent	Non-controlling interests	Total shareholders' equity
Notes				Appropriated for legal reserve	Unappropriated				
Balance as at 1 January 2022		309,879,000	1,187,139,623	31,000,000	295,664,988	(90,650,227)	1,733,033,384	37,676,711	1,770,710,095
Dividends paid	23	-	-	-	(77,469,750)	-	(77,469,750)	-	(77,469,750)
Profit for the year		-	-	-	47,363,437	-	47,363,437	2,617,763	49,981,200
Other comprehensive income for the year		-	-	-	(196,900)	(15,335,463)	(15,532,363)	36,779	(15,495,584)
Total comprehensive income for the year		-	-	-	47,166,537	(15,335,463)	31,831,074	2,654,542	34,485,616
Dividends of subsidiary paid to non-controlling interests	12	-	-	-	-	-	-	(11,500,000)	(11,500,000)
Balance as at 31 December 2022		<u>309,879,000</u>	<u>1,187,139,623</u>	<u>31,000,000</u>	<u>265,361,775</u>	<u>(105,985,690)</u>	<u>1,687,394,708</u>	<u>28,831,253</u>	<u>1,716,225,961</u>
Balance as at 1 January 2023		309,879,000	1,187,139,623	31,000,000	265,361,775	(105,985,690)	1,687,394,708	28,831,253	1,716,225,961
Dividends paid	23	-	-	-	(61,975,800)	-	(61,975,800)	-	(61,975,800)
Profit for the year		-	-	-	122,786,163	-	122,786,163	11,318,014	134,104,177
Other comprehensive income for the year		-	-	-	3,794,184	(5,333,406)	(1,539,222)	438,845	(1,100,377)
Total comprehensive income for the year		-	-	-	126,580,347	(5,333,406)	121,246,941	11,756,859	133,003,800
Dividends of subsidiary paid to non-controlling interests	12	-	-	-	-	-	-	(1,250,000)	(1,250,000)
Balance as at 31 December 2023		<u>309,879,000</u>	<u>1,187,139,623</u>	<u>31,000,000</u>	<u>329,966,322</u>	<u>(111,319,096)</u>	<u>1,746,665,849</u>	<u>39,338,112</u>	<u>1,786,003,961</u>

The notes to financial statements are an integral part of these financial statements.

**SRIRACHA CONSTRUCTION PUBLIC COMPANY LIMITED**  
**SEPARATE STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY**  
**FOR THE YEAR ENDED 31 DECEMBER 2023**

In Baht

	Note	Retained earnings				Other components	Total	
		Issued and paid-up share capital	Premium on share capital	of shareholders' equity		Exchange differences on translating financial statements		
				Appropriated for legal reserve	Unappropriated			Total shareholders' equity
Balance as at 1 January 2022		309,879,000	1,187,139,623	31,000,000	193,950,640	(90,650,227)	1,631,319,036	
Dividends paid	23	-	-	-	(77,469,750)	-	(77,469,750)	
Profit for the year		-	-	-	74,010,147	-	74,010,147	
Other comprehensive income for the year		-	-	-	(307,238)	(15,335,463)	(15,642,701)	
Total comprehensive income for the year		-	-	-	73,702,909	(15,335,463)	58,367,446	
Balance as at 31 December 2022		309,879,000	1,187,139,623	31,000,000	190,183,799	(105,985,690)	1,612,216,732	
Balance as at 1 January 2023		309,879,000	1,187,139,623	31,000,000	190,183,799	(105,985,690)	1,612,216,732	
Dividends paid	23	-	-	-	(61,975,800)	-	(61,975,800)	
Profit for the year		-	-	-	92,582,121	-	92,582,121	
Other comprehensive income for the year		-	-	-	2,477,648	(5,333,406)	(2,855,758)	
Total comprehensive income for the year		-	-	-	95,059,769	(5,333,406)	89,726,363	
Balance as at 31 December 2023		309,879,000	1,187,139,623	31,000,000	223,267,768	(111,319,096)	1,639,967,295	

The notes to financial statements are an integral part of these financial statements.

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**SRIRACHA CONSTRUCTION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY**

**STATEMENT OF CASH FLOWS**

**FOR THE YEAR ENDED 31 DECEMBER 2023**

	In Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>				
Profit before income tax	166,270,365	85,668,946	112,614,773	107,359,591
Adjustments to reconcile profit to net cash provided by (used in) operating activities				
Unrealized loss on exchange rate	1,436,538	1,238,335	1,436,538	1,238,335
Depreciation	38,215,202	39,593,115	35,086,014	36,536,012
Amortization	1,668,453	3,463,330	1,400,755	2,653,346
Reversal of loss on obsolescence of supplies	(9,944)	(6,758)	(9,944)	(6,758)
Reversal of allowance for impairment of investment	(606,600)	-	(606,600)	-
Gain from disposal of assets	(1,468,807)	(667,767)	(1,468,807)	(667,767)
Gain on disposal of investment in associated company	(653,600)	-	(653,600)	-
Unrealized gain from changes in fair value of investments	(66,236)	(12,714)	(66,236)	(12,714)
Non-current provisions for employee benefits	12,447,910	12,036,678	9,285,755	9,091,531
Interest income	(2,675,882)	(1,204,543)	(2,514,040)	(1,146,679)
Dividends income from subsidiary	-	-	(3,750,000)	(34,500,000)
Interest expenses	5,039,992	1,168,063	4,589,565	1,139,437
Profit from operating activities before change in operating assets and liabilities	219,597,391	141,276,685	155,344,173	121,684,334
<b>(Increase) decrease in operating assets</b>				
Trade and other current receivables	(70,453,001)	(71,928,877)	(29,788,266)	(61,174,863)
Unbilled receivables	(102,504,460)	(63,047,586)	(102,504,460)	(61,437,011)
Supplies	2,712,402	(9,232,799)	3,299,111	(10,163,421)
Other non-current assets	(12,000)	348,150	24,000	245,095
<b>Increase (decrease) in operating liabilities</b>				
Trade and other current payables	54,116,409	(10,015,543)	45,670,426	14,537,193
Advance received for construction works	78,522,400	(41,225,855)	77,705,108	(41,225,855)
Deferred construction revenues	189,282,896	-	189,006,410	-
Employee benefit obligations paid	(2,306,133)	(2,769,289)	(1,629,334)	(2,235,700)
<b>Cash received (paid) from operating activities</b>	<b>368,955,904</b>	<b>(56,595,114)</b>	<b>337,127,168</b>	<b>(39,770,228)</b>
Cash received from refundable income tax	76,188,407	42,578,690	42,672,992	34,617,897
Cash paid for income tax	(54,453,364)	(33,164,101)	(44,592,032)	(18,567,438)
<b>Net cash provided by (used in) operating activities</b>	<b>390,690,947</b>	<b>(47,180,525)</b>	<b>335,208,128</b>	<b>(23,719,769)</b>

The notes to financial statements are an integral part of these financial statements.



**SRIRACHA CONSTRUCTION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY**

**STATEMENT OF CASH FLOWS (CONTINUED)**

**FOR THE YEAR ENDED 31 DECEMBER 2023**

	In Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>				
Increase in other current financial assets				
- 12 months fixed deposits	(586,482)	(13,213,884)	(586,482)	(13,213,884)
(Increase) decrease in deposit at bank pledged as collateral	(70,968)	13,858,309	(70,968)	13,858,309
Cash received for additional investment in associated company	1,260,200	-	1,260,200	-
Proceeds from disposals of equipment and vehicles	1,734,449	884,001	1,734,449	884,001
Cash paid for acquisition of plant and equipment	(24,446,301)	(8,876,111)	(23,272,691)	(8,585,855)
Cash paid for acquisition of intangible assets	(1,395,723)	(117,995)	(1,380,070)	(117,995)
Proceeds from interest income	2,455,142	1,174,195	2,297,807	1,111,858
Dividends income from subsidiary	-	-	3,750,000	34,500,000
<b>Net cash provided by (used in) investing activities</b>	<b>(21,049,683)</b>	<b>(6,291,485)</b>	<b>(16,267,755)</b>	<b>28,436,434</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>				
Increase in short-term loans from financial institutions	30,000,000	20,000,000	30,000,000	20,000,000
Cash payment for lease liabilities	(8,443,154)	(9,249,156)	(8,037,678)	(8,427,480)
Interest paid	(2,339,291)	(1,166,200)	(2,309,422)	(1,137,574)
Dividends paid to non-controlling interests	(1,250,000)	(11,500,000)	-	-
Dividends paid	(61,956,574)	(77,450,224)	(61,956,574)	(77,450,224)
<b>Net cash used in financing activities</b>	<b>(43,989,019)</b>	<b>(79,365,580)</b>	<b>(42,303,674)</b>	<b>(67,015,278)</b>
<b>Exchange differences on translating financial statements</b>	<b>(5,333,406)</b>	<b>(15,335,463)</b>	<b>(5,333,406)</b>	<b>(15,335,463)</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>320,318,839</b>	<b>(148,173,053)</b>	<b>271,303,293</b>	<b>(77,634,076)</b>
<b>Cash and cash equivalents, beginning of year</b>	<b>463,562,509</b>	<b>611,735,562</b>	<b>443,784,645</b>	<b>521,418,721</b>
<b>Cash and cash equivalents, end of year</b>	<b>783,881,348</b>	<b>463,562,509</b>	<b>715,087,938</b>	<b>443,784,645</b>
<b>SUPPLEMENT DISCLOSURE OF</b>				
<b>CASH FLOWS INFORMATION</b>				
Non-cash transactions				
Increase in lease liabilities	4,690,246	630,643	3,779,031	630,643
Increase in accrued dividends	19,226	19,526	19,226	19,526
Increase in accrued interest income	(220,742)	(30,349)	(216,233)	(34,822)

The notes to financial statements are an integral part of these financial statements.

**SRIRACHA CONSTRUCTION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 DECEMBER 2023**

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**1. GENERAL INFORMATION**

Sriracha Construction Public Company Limited is a public company incorporated and domiciled in Thailand. The Company engages in construction business, rendering manpower services and maintenance service. The major shareholder of the Company is Sriracha Holding Co., Ltd. which holds 47% shares. The registered addresses are as follows:

Head Office is located at 97 Moo 3, Surasak Sub-district, Sriracha District, Chonburi.

Branch Office 1 is located at 153 Moo 3, Surasak Sub-district, Sriracha District, Chonburi.

Madagascar Branch is located at LOT VA 46 TSIADANA AMPASANIMALO - 101 ANTANANARIVO - MADAGASCAR.

**2. BASIS FOR CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS PREPARATION**

The financial statements are prepared in accordance with Thai Financial Reporting Standards (TFRS); guidelines promulgated by the Thailand Federation of Accounting Professions (“TFAC”); and applicable rules and regulations of the Thai Securities and Exchange Commission.

The preparation of financial statements in conformity with Thai generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the amounts of revenues and expenses in the reported periods. Although these estimates are based on management’s best knowledge of current events and actions, actual results may differ from those estimates.

The financial statements have been prepared under the historical cost convention except as disclosed in the accounting policies below.

The consolidated and separate financial statements are presented in Baht, which is also the Group's functional currency. All financial information presentation has been rounded to Baht unless otherwise stated.

The consolidated financial statements included the accounts of subsidiary that the Company being influence over the control is as follow:

Company name	Country of incorporation	The date of commencing control	Percentage of holding by company
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**Subsidiary**

SCC Maintenance Services Co., Ltd.	Thailand	Year 2002	75
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*Outsourcing maintenance service business*

“The Company” represents “Sriracha Construction Public Company Limited” while “The Group” represents “Sriracha Construction Public Company Limited and its subsidiary”.

Significant transactions with subsidiary in the consolidated financial statements have been eliminated.

For the convenience of the user, an English translation of the financial statements has been prepared from the financial statements that are issued in the Thai language.

**3. NEW THAI FINANCIAL REPORTING STANDARDS**

**3.1 Financial reporting standards that became effective in the current year**

During current year, the Group has adopted several revised financial reporting standards, which are effective for fiscal years beginning on or after 1 January 2023, onwards, which does not have any significant impact on the Group’s financial statements.

**SRIRACHA CONSTRUCTION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 DECEMBER 2023**

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3.2 New financial reporting standards that will become effective for fiscal years beginning on or after 1 January 2024, onwards

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

The Group's management believe that the amended financial reporting standards shall not have significant impacts to the Group.

#### **4. SIGNIFICANT ACCOUNTING POLICIES**

The principal accounting policies adopted in the preparation of these consolidated and separate financial statements are set out below;

4.1 Cash and cash equivalents

Cash and cash equivalents consist of cash on hand, cash at banks, and all highly liquid investments with an original maturity of 3 months or less and not subject to withdrawal restrictions.

Deposits at financial institutions that are restricted in use are presented as "Fixed deposits pledged as collateral" under non - current assets in the statement of financial position.

4.2 Supplies

Supplies are stated at the lower of cost or net realizable value. Cost is determined by the average method.

4.3 Construction contracts

A Construction contract is a contract specifically negotiated for the construction of an asset or a combination of assets that are closely interrelated or interdependent in terms of their design, or their ultimate purpose or use.

The Group recognizes revenue from construction contracts over time only if the Group can reasonably measure its progress towards complete satisfaction of the construction performance obligation. In the case that the Group is unable to reasonably measure the outcome of a construction performance, but the Group expects to recover the costs incurred in satisfying the performance obligation. The Group recognize revenue only to the extent of the costs incurred until such time that it can reasonably measure the outcome of the performance obligation.

Measuring progress has been determined using input method which is calculated as a proportion of the actual completed construction costs to total budget costs.

When it is probable that total construction costs will exceed total construction revenue, the expected loss is recognized as an expense immediately.

When measuring progress, the Group excludes from the measure of progress any goods or services for which the Group does not transfer control to a customer. Conversely, the Group includes in the measure of progress any goods or services for which the Group transfers control to a customer when satisfying that performance obligation.

The Group's construction contracts typically are fixed price which payments from customers are based on a monthly billing schedule according to construction progress. Therefore, the Group recognizes trade receivables (including accrued income) when the Group has the right to receive payments according to such billing schedule indicated in the contracts.

Contract assets represent the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer which determined by costs incurred plus recognized profits (less recognized losses) exceed progress billings and presented as unbilled completed works.

**SRIRACHA CONSTRUCTION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 DECEMBER 2023**

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Contract liabilities represent the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or the amount is due) from the customer. A contract liability is recognized when the Group receives or has an unconditional right to receive non-refundable consideration from the customer before the Group recognizes the related revenue. The Group's contract liabilities consist of deferred construction revenues which is determined as progress billings exceed costs incurred plus recognized profits (less recognized losses) and advance received for construction work which is the amount received before the related work is performed and will gradually be settle net with the payments of progress billing from customers.

**4.4 Investment in subsidiary**

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

Intercompany transactions, balances and unrealized gains (losses) on transactions between group companies are eliminated; unrealized losses are also eliminated unless cost cannot be recovered. Where necessary, accounting policies of subsidiaries have been changed to ensure consistency with the policies adopted by the Group, respectively.

The Group treats transactions with non-controlling interests as transactions with equity owners of the Group. For purchases from non-controlling interests, the difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

In the Company's separated financial statements, investment in subsidiary is accounted for at cost less impairment (if any).

**4.5 Investment in associated company**

Associate is the company in which the Company has significant influence over the associate that is the Company has power to participate in determining relating to the financial and operating policies of the enterprise but not up to the level of governing such policies. Investment in associated is stated by equity method in consolidated financial statements. In case of the associate has capital deficiencies the recognition of Company's portion on such investment will be equal to zero only.

Investment in associate is accounted for in the separate financial statement using the cost method net of impairment (if any).

**4.6 Property, plant and equipment**

Property, plant and equipment are initially recorded at cost. All assets, except for land, are stated at historical cost less accumulated depreciation.

Depreciation of plant and equipment is calculated on the straight-line method over their estimated useful lives are as follows:

	<u>No. of Years</u>
Land improvement	5 - 30
Building and structure	5 - 50
Machinery and equipment	5 - 10
Fixtures and office equipment	4 - 10
Vehicles	5 - 10
Computer	5 - 10

**SRIRACHA CONSTRUCTION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 DECEMBER 2023**

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When assets are sold or retired, the Group will eliminate their costs and accumulated depreciation from the accounts and any gain or loss resulting from their disposal is included in the profit or loss.

Where the carrying amount of an asset is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount. Estimated recoverable amount is the higher of the anticipated discounted cash flows from the continuing use of the asset and the amount obtainable from the sale of the asset less any costs of disposal.

Repairs and maintenance are charged to the income statement during the financial period in which they are incurred. The cost of the replacement part is included in the carrying amount of the asset is depreciated over the remaining useful life of the related asset.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount and are included in operating profit.

Work in progress is stated at cost. These assets are not depreciated until such time as the relevant assets are completed and ready for their intended operational use.

#### **4.7 Intangible asset**

Intangible asset is right to use a computer program that looks at a specific purchase recorded as an asset when the cost of acquisition and action to a particular computer program used accompanied by a request. It is amortized using the straight-line method over the estimated useful life of 3 - 10 years.

#### **4.8 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 - cost of spectrum licenses, other related 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 recognized 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. In determining value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is used. These calculations are corroborated by a valuation model that, based on information available, reflects the amount that the Group could obtain from the disposal of the asset in an arm's length transaction between knowledgeable, willing parties, after deducting the costs of disposal.

An impairment loss is recognized in profit or loss.

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

#### **4.9 Translation of foreign currency**

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the profit or loss.

#### **4.10 Translation of foreign currency financial statements**

The financial statements of a branch in foreign country have been prepared in the currency of the Malagasy Ariary. The results and financial position of all the group entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

**SRIRACHA CONSTRUCTION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 DECEMBER 2023**

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- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position.
- Income and expenses for each statement of comprehensive income are translated at average exchange rates; and
- All resulting exchange differences are recognized as a separate component of equity.

#### 4.11 Leases

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

The Group assesses the lease term for the non-cancellable period as stipulated in lease contract or the remaining period of active leases together with any period covered by an option to extend the lease if it is reasonably certain to be exercised or any periods covered by an option to terminate the lease if it is reasonably certain not to be exercise by considering the effect of changes in technology and/or the other circumstance relating to the extension of the lease term.

The Group as a lessee

The Group applies 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 recognizes right-of-use assets representing the right to use the underlying assets and lease liabilities based on lease liabilities based on lease payments.

Right-of-use assets

Right-of-use assets included in property, plant and equipment asset, are recognized at the commencement date of the lease. Right-of-use assets are stated at cost, less any accumulated depreciation and impairment losses (if any) and adjusted for any remeasurement of lease liabilities (if any). The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date, less any lease incentives received.

The cost of right-of-use assets also includes an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

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, 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 recognized as expenses in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate, which is determined by referring to the government bond yield adjusted with risk premium depending on the lease term, at the lease commencement date if the interest rate implicit in the lease is not readily determinable. 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.

**SRIRACHA CONSTRUCTION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 DECEMBER 2023**

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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 recognized as expenses on a straight-line basis over the lease term.

#### 4.12 Employee benefits

Short-term employee benefits

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

Post-employment benefits

Defined contribution plans

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

Defined benefit plans

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.

The obligation under the defined 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 other long-term benefits are recognized immediately in other comprehensive income.

Past service costs are recognized in profit or loss on the earlier of the date of the plan amendment or curtailment and the date that the Company recognizes restructuring-related costs.

The defined benefits liability comprises the present value of the defined benefit obligation less unrecognized past service cost and unrecognized actuarial gains or losses.

#### 4.13 Provision

Provisions are recognized when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate of the amount can be made. Where the Group expects a provision to be reimbursed, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain.

#### 4.14 Revenue and cost recognition

Revenue is recognized when a customer obtains control of the goods or services in an amount that reflects the consideration to which the Group expects to be entitled, excluding those amounts collected on behalf of third parties for example value added tax or other output taxes and is after deduction of any trade discounts and volume rebates.

##### Revenue from construction service

For construction contract, which mutually agreed before commencing related work, the customer controls assets under construction as which the Group's performance creates. Therefore, revenues have been recognized over time of construction using input method (Note 4.3) for measuring progress of construction. This method measures construction progress as a proportion of the actual completed construction costs to total budget costs. The Group determines that input method is able to reasonably depict the Group's performance in transferring control of goods or services promised to a customer.

**SRIRACHA CONSTRUCTION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 DECEMBER 2023**

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Revenue from rendering manpower services and maintenance services

The Group recognizes revenue from rendering manpower services and maintenance service throughout the service period as the customers simultaneously receive and consume the benefits as the Group provides the services. The Group recognizes revenue in the amount to which the Group has a right to invoice.

Interest income is recognized using the effective interest method. Other incomes are recognized by accrual basis. Dividend income is recognized on the date the Group's right to receive payments is established.

**4.15 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 income 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 recognizes deferred tax liabilities for all taxable temporary differences while they recognize 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 utilized.

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 utilized.

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

**4.16 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.

Classification and measurement of financial assets

Financial assets are classified, at initial recognition, as to be subsequently measured at amortized 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 amortized cost

The Group measures financial assets at amortized 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 amortized cost are subsequently measured using the effective interest rate ("EIR") method and are subject to impairment. Gains and losses are recognized in profit or loss when the asset is derecognized, modified or impaired.



**SRIRACHA CONSTRUCTION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 DECEMBER 2023**

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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 recognized in profit or loss.

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

Classification and measurement of financial liabilities

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

Derecognition of financial instruments

A financial asset is primarily derecognized 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 neither transferred nor retained substantially all the risks and rewards of the asset but has transferred control of the asset.

A financial liability is derecognized 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 recognized in the statement of profit or loss.

Impairment of financial assets

The Group recognize an allowance for expected credit losses on its financial assets which measured at amortized cost, without requiring a credit-impaired event to have occurred prior to the recognition. The Group accounts for changes in expected credit losses in stages, with differing methods of determining allowance for credit losses and the effective interest rate applied at each stage. An exception from this approach is that for trade receivables and contract assets that do not contain significant financing components, in which the Group applies a simplified approach to determine the lifetime 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 of receivables and contract assets at each reporting date. It is based on its historical credit loss experience and adjusted for forecast factors specific to the debtors and the economic environment, including time value of money as appropriate.

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

Offsetting of financial instruments

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

**SRIRACHA CONSTRUCTION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 DECEMBER 2023**

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4.17 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 Company and its subsidiaries apply a quoted market price in an active market to measure their assets and liabilities that are required to be measured at fair value by relevant financial reporting standards. Except in case of no active market of an identical asset or liability or when a quoted market price is not available, the Company and its subsidiaries measure fair value using valuation technique that are appropriate in the circumstances and maximizes 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 categorized within the fair value hierarchy into three levels based on categories 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 Company and its subsidiaries determine 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.

4.18 Critical accounting estimates and assumption

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

Property plant and equipment

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

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

Revenue from contracts with customers

Identification of performance obligations

In identifying performance obligations to transfer goods or services to a customer, the management is required to use judgement regarding whether each promise to deliver goods or services is considered distinct, taking into consideration terms and conditions of the arrangement. In other words, if a good or service is separately identifiable from other promises in the contract and if the customer can benefit from it, it is accounted for separately.

Determination of timing of revenue recognition

In determining the timing of revenue recognition, the management is required to use judgement regarding whether performance obligations are satisfied over time or at a point in time, taking into

**SRIRACHA CONSTRUCTION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 DECEMBER 2023**

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consideration terms and conditions of the arrangement. The Group recognises revenue over time if one of the following criteria is met:

- The customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs.
- The Group's performance creates an asset that the customer controls as the asset is created; or
- The Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Where the above criteria are not met, The group recognizes revenue at a point in time, the management is required to use judgement when the performance obligation under the contract is satisfied.

In calculating the revenue recognised over time, the management is required to use judgement regarding measuring progress towards complete satisfaction of a performance obligation, measuring based on a proportion of the actual completed construction costs to total budget costs.

Estimated of construction project costs

The Group estimate costs of construction projects based on details of the construction work, taking into account the volume and value of construction materials to be used in the project, including labor costs, construction overheads, other direct costs and indirect systematically allocated costs to be incurred to completion of construction, taking into account the direction of the movement in these costs. Estimates are reviewed regularly when there is change in scope of work or whenever actual costs differ significantly from the figures used in the original estimate.

Deferred tax assets

Deferred tax assets are recognized 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 utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and level of estimate future taxable profits.

Post-employment benefits under defined benefit plans

The obligation under the defined benefit plan is determined based on actuarial techniques by using the Projected Unit Credit Method. Such determination is made based on various assumptions, including discount rate, future salary increase rate, mortality rate and staff turnover rate.

**4.19 Related parties**

Enterprises and individuals that directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, the Company, including holding companies, subsidiaries and fellow subsidiaries are related parties of the Company. Associates and individuals owning, directly or indirectly, an interest in the voting power of the Company that gives them significant influence over the enterprise, key management personnel, including directors and officers of the Company and closed members of the family of these individuals and companies associated with these individuals also constitute related parties.

In considering each possible related party relationship, attention is directed to the substance of the relationship, and not merely the legal form.

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4.20 Dividend distribution

Dividend distribution to the Company's shareholders is recognized as a liability in the consolidated and separate financial statements in the period in which the annual dividends are approved by the Company's shareholders and the interim dividends are approved by the Board of Directors' Meeting.

**5. TRANSACTIONS WITH RELATED PERSONS AND COMPANIES**

5.1 Relationships and pricing policies

The relationship and pricing policies among the Company with related persons and companies are as follows:

	Relationships	
	2023	2022
<b><u>Parent company</u></b>		
Sriracha Holding Co., Ltd.	The Company's shareholder and directorship	The Company's shareholder and directorship
<b><u>Associated company</u></b>		
Thai Taihei Co., Ltd.	Not related since 31 October 2023 (Note 13)	The Company owns 21% and directorship
<b><u>Subsidiary</u></b>		
SCC Maintenance Services Co., Ltd.	Shareholding by the Company and directorship	Shareholding by the Company and directorship
<b><u>Related companies</u></b>		
SCC Park Co., Ltd.	Directorship	Directorship
B.K.One Sriracha Co., Ltd.	Directorship	Directorship
PRINTING 108 Co., Ltd.	Directorship	Directorship
<b><u>Related Persons</u></b>		
Boonkrua Khemapiratana	The Company's director and shareholder	The Company's director and shareholder
Gridsada Potisomporn	The Company's director and shareholder	The Company's director and shareholder
	Pricing policies for significant transactions	
<b><u>Transactions</u></b>		
Revenue from services and construction	At price which had been agreed upon.	
Revenue from sales	At normal business prices, as same as other entities.	
Rental income	At contract prices.	
Purchase of materials	At normal business prices, as same as other entities.	
Rental and service expenses	At contract prices.	
Administrative expenses	At normal business prices, as same as other entities.	
Acquisition of assets	At cost plus margin.	
Consultant fee	At contract prices.	

**SRIRACHA CONSTRUCTION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 DECEMBER 2023**

5.2 Balances of transactions with related companies

Balances of transactions with related parties as at 31 December 2023 and 2022 are as follows:

	In Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
<b>Trade receivable (Note 7)</b>				
SCC Maintenance Services Co., Ltd.	-	-	455,512	191,837
<b>Right-of-use assets</b>				
SCC Maintenance Services Co., Ltd.	-	-	1,051,258	2,102,515
<b>Trade payable (Note 18)</b>				
SCC Maintenance Services Co., Ltd.	-	-	6,208,355	4,799,464
<b>Other payable (Note 18)</b>				
SCC Park Co., Ltd.	-	542,490	-	542,490
PRINTING 108 Co., Ltd	29,409	-	29,409	-
Total	29,409	542,490	29,409	542,490
<b>Lease liabilities</b>				
SCC Maintenance Services Co., Ltd.	-	-	1,107,714	2,157,979

5.3 Revenues and expenses with related persons and companies

Transactions with related persons and parties for the years ended 31 December 2023 and 2022 are as follows:

	In Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
<b>Revenues from service</b>				
SCC Maintenance Services Co., Ltd.	-	-	1,898,968	1,226,696
<b>Revenues from construction service</b>				
SCC Maintenance Services Co., Ltd.	-	-	-	47,956,819

**SRIRACHA CONSTRUCTION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
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	In Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
<b>Revenue from sales</b>				
SCC Maintenance Services Co., Ltd.	-	-	63,599	8,434
<b>Property rental income</b>				
SCC Maintenance Services Co., Ltd.	-	-	1,140,000	1,140,000
<b>Dividends income</b>				
SCC Maintenance Services Co., Ltd.	-	-	3,750,000	34,500,000
<b>Service expense</b>				
SCC Maintenance Services Co., Ltd.	-	-	65,231,709	30,304,899
PRINTING 108 Co., Ltd	507,370	162,845	505,390	162,845
Total	507,370	162,845	65,737,099	30,467,744
<b>Rental expense</b>				
SCC Park Co., Ltd.	5,976,885	6,564,740	5,976,885	6,564,740
B.K.One Sriracha Co., Ltd.	2,289,735	1,526,872	2,289,735	1,526,872
Total	8,266,620	8,091,612	8,266,620	8,091,612
<b>Directors and management's benefits</b>				
Short-term benefits	44,999,812	39,407,992	43,057,812	37,656,292
Post-employment benefits	894,105	693,669	718,333	581,334
Total	45,893,917	40,101,661	43,776,145	38,237,626

**6. CASH AND CASHEQUIVALENTS**

	In Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Cash	798,120	945,016	608,120	755,016
Current deposits	149,102,673	78,714,806	116,520,002	66,920,093
Saving deposits	576,780,903	296,005,539	541,032,921	288,484,630
Fixed deposits, maturity less than 3 months	57,199,652	87,897,148	56,926,895	87,624,906
Total	783,881,348	463,562,509	715,087,938	443,784,645

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As at 31 December 2023, the interest rates of deposits at financial institutions were 0.15% to 1.40% per annum (31 December 2022: were 0.05% to 0.90% per annum).

**7. TRADE AND OTHER CURRENT RECEIVABLES**

	In Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Trade receivables - related company				
(Note 5.2)	-	-	455,512	191,837
Trade receivables - other companies	482,309,009	366,611,749	392,528,833	330,787,037
Accrued income	19,609,324	36,162,997	9,364,344	10,710,779
Total trade receivables	501,918,333	402,774,746	402,348,689	341,689,653
Retention receivables	12,490,481	39,377,602	5,583,717	34,724,434
Prepaid foreign income tax	3,408,760	11,987,686	3,408,760	11,987,686
Prepaid expenses	6,532,461	7,850,879	5,433,895	6,704,493
Other receivables	4,085,129	4,013,603	4,013,221	3,920,611
Total other current receivables	26,516,831	63,229,770	18,439,593	57,337,224
Total trade and other current receivables	528,435,164	466,004,516	420,788,282	399,026,877

Aging of trade receivables and accrued income as at 31 December 2023 and 2022, are as follows:

	In Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Trade receivables - related company				
Within credit terms	-	-	455,512	191,837
Total trade receivables - related company	-	-	455,512	191,837
Trade receivables and accrued income - other companies				
Within credit terms	471,521,790	242,120,379	385,748,209	196,394,637
Overdue				
Less than 3 months	28,928,910	159,835,870	14,857,223	144,589,637
3-6 months	1,467,633	818,497	1,287,745	513,542
Total trade receivables and accrued income - other companies	501,918,333	402,774,746	401,893,177	341,497,816

**SRIRACHA CONSTRUCTION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
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For trade receivables, the Group considers the allowance for lifetime expected credit losses based on the Group's historical experience, analysis of current receivables and analysis of current general economic conditions. Management determines that the Group has no significant credit losses arising from the trade receivables outstanding as at 31 December 2023.

**8. UNBILLED RECEIVABLES / DEFERRED CONSTRUCTION REVENUES**

**8.1 Unbilled receivables**

	In Baht			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Value of signed construction contracts	2,859,660,153	2,882,655,839	2,859,660,153	2,882,655,839
Construction revenues recognized to date	2,308,884,984	1,696,272,644	2,308,884,984	1,696,272,644
<u>Less</u> Installments due to date	(1,858,160,738)	(1,348,052,858)	(1,858,160,738)	(1,348,052,858)
Unbilled receivables	450,724,246	348,219,786	450,724,246	348,219,786
Retention receivables	-	39,377,602	-	34,724,434

**8.2 Deferred construction revenues**

	In Baht			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Value of signed construction contracts	1,572,603,297	-	1,461,659,823	-
Construction revenues recognized to date	582,592,923	-	484,455,792	-
<u>Less</u> Installments due to date	(771,875,819)	-	(673,462,202)	-
Unbilled receivables	(189,282,896)	-	(189,006,410)	-
Retention receivables	6,753,597	-	-	-
Advance received for construction works	(78,522,400)	-	(77,705,108)	-



**SRIRACHA CONSTRUCTION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY**  
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The outstanding balance of unbilled completed works as at 31 December 2023 and 2022, classify by expected collection period in the future are as follows:

In Baht				
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Expected collection period				
Within 6 months	450,724,246	348,219,786	450,724,246	348,219,786
Total unbilled completed works	450,724,246	348,219,786	450,724,246	348,219,786

As at 31 December 2023, the Group and the Company has revenue of construction contracts allocated to the performance obligation that are unsatisfied is approximately Baht 1,530 million. The management estimates that revenues would be recognized according to the transfer of the controls of goods or services to customers in the years 2024 of approximately Baht 1,530 million (31 December 2022: the Group and the Company has amount of Baht 1,145 million which forecasted to transfer in the years 2023 amount of Baht 945 million and 2024 amount of Baht 200 million).

**9. SUPPLIES**

In Baht				
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Cost	39,126,200	41,838,602	34,039,038	37,338,149
Less allowance for diminution of supplies	(876,862)	(886,806)	(876,862)	(886,806)
Supplies - net	38,249,338	40,951,796	33,162,176	36,451,343

For the years ended 31 December 2023 and 2022, the movements of allowances for obsolete of supplies are as follows:

In Baht				
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Beginning balance as at 1 January	886,806	893,564	886,806	893,564
Reversal during the year	(9,944)	(6,758)	(9,944)	(6,758)
Ending balance as at 31 December	876,862	886,806	876,862	886,806

Allowances for obsolete of supplies was shown in cost of construction services in statements of income.

**10. OTHER CURRENT FINANCIAL ASSETS**

				In Baht	
		Interest rates (%)		Consolidated and Separate financial statements	
	Fair value method	2023	2022	2023	2022
12-months fixed deposits	Amortized	0.15 - 0.85	0.15	13,800,366	13,213,884
Investments in equity instruments-unit trusts-open-end fund	Fair value through profit or loss			5,929,716	5,863,480
Total				19,730,082	19,077,364

**SRIRACHA CONSTRUCTION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY**  
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Other current financial assets include of the investment in the open-ended fund which measured with fair value through profit or loss are movement as follow:

	In Baht	
	Consolidated and Separate financial statements	
	2023	2022
Net book value, beginning of year	5,863,480	5,850,766
Gain on change in fair value	66,236	12,714
Net book value, end of year	5,929,716	5,863,480

**11. DEPOSITS AT BANK PLEDGED AS COLLATERAL**

	Interest rates (%)		In Baht	
			Consolidated and Separate financial statements	
	2023	2022	2023	2022
3-months fixed deposits	0.20 - 1.05	0.10 - 0.55	3,196,934	3,125,966
12-months fixed deposits	0.15 - 1.15	0.15 - 0.50	122,500,000	122,500,000
Total			125,696,934	125,625,966

Such deposits were pledged as collateral against credit facilities from the financial institutions (Notes 17 and 29).

**12. INVESTMENT IN SUBSIDIARY**

**Separate financial statements**

Company name	Paid-up capital (In Baht)		Holdings (%)		At cost (In Baht)	
	2023	2022	2023	2022	2023	2022
SCC Maintenance Services Co., Ltd.	10,000,000	10,000,000	75	75	11,722,619	11,722,619

Details of non-controlling interests of the Group's non- wholly owned subsidiary are as follow:

Company name	In Baht							
	Proportion of equity interest held by on-controlling interests (%)		Accumulated balance of non-controlling interests		Profit/loss allocated to non-controlling interests during the years		Dividend paid to non-controlling interests	
	2023	2022	2023	2022	2023	2022	2023	2022
SCC Maintenance Services Co., Ltd.	25	25	39,338,112	28,831,253	11,318,014	2,617,763	1,250,000	11,500,000

**SRIRACHA CONSTRUCTION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
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**13. INVESTMENT IN ASSOCIATED COMPANY**

			In Baht			
			Consolidated financial statements		Separate financial statements	
			At equity method		At cost	
Company name	2023	2022	2023	2022	2023	2022
Thai Taihei Co., Ltd.	-	21	-	-	-	606,600
<u>Less</u> Allowance for impairment of investment			-	-	-	(606,600)
Net			-	-	-	-

Thai Taihei Co., Ltd. was incorporated in Thailand and engages in business of consultant for the construction services and had not commenced any significant operation.

**Sold stock and director resigned from the director of the associated company.**

Thai Taihei Co., Ltd.

On 25 February 2022, the Board of Directors' meeting Sriracha construction public company limited, resolved to propose Sriracha construction public company limited withdraw shares from Thai Taihei Co., Ltd. and director resigned from the director of Thai Taihei Co., Ltd. which has been completed and received for shares on 31 October 2023.

**SRIRACHA CONSTRUCTION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 DECEMBER 2023**

**14. PROPERTY, PLANT AND EQUIPMENT**

**Consolidated financial statements**

	In Baht							Total
	Land and land improvement	Building and structure	Machinery and equipment	Fixtures and office equipment	Vehicles	Computer	Building and machinery in progress	
As at 1 January 2022								
Cost	285,878,011	329,184,123	341,221,212	19,998,665	89,470,984	47,050,514	1,045,360	1,113,848,869
<u>Less</u> Accumulated depreciation	(21,256,234)	(186,942,456)	(252,721,543)	(17,135,763)	(62,835,073)	(35,278,792)	-	(576,169,861)
Net book value	<u>264,621,777</u>	<u>142,241,667</u>	<u>88,499,669</u>	<u>2,862,902</u>	<u>26,635,911</u>	<u>11,771,722</u>	<u>1,045,360</u>	<u>537,679,008</u>
For the year ended 31 December 2022								
Opening net book value	264,621,777	142,241,667	88,499,669	2,862,902	26,635,911	11,771,722	1,045,360	537,679,008
<u>Add</u> Acquisitions	-	2,873,986	2,215,538	2,716,295	983,600	306,573	410,762	9,506,754
Transfer in (out)	-	1,045,360	-	-	-	-	(1,045,360)	-
<u>Less</u> Disposals / write off assets	-	-	(65,875)	(23,093)	(85,920)	(41,346)	-	(216,234)
Depreciation	(7,063,848)	(6,641,095)	(15,071,370)	(1,275,805)	(5,754,252)	(3,786,745)	-	(39,593,115)
Closing net book value	<u>257,557,929</u>	<u>139,519,918</u>	<u>75,577,962</u>	<u>4,280,299</u>	<u>21,779,339</u>	<u>8,250,204</u>	<u>410,762</u>	<u>507,376,413</u>

**SRIRACHA CONSTRUCTION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 DECEMBER 2023**

	In Baht							
	Land and land improvement	Building and structure	Machinery and equipment	Fixtures and office equipment	Vehicles	Computer	Building and machinery in progress	Total
As at 31 December 2022								
Cost	285,878,011	333,103,469	337,543,650	21,620,871	90,053,649	47,278,735	410,762	1,115,889,147
<u>Less</u> Accumulated depreciation	(28,320,082)	(193,583,551)	(261,965,688)	(17,340,572)	(68,274,310)	(39,028,531)	-	(608,512,734)
Net book value	<u>257,557,929</u>	<u>139,519,918</u>	<u>75,577,962</u>	<u>4,280,299</u>	<u>21,779,339</u>	<u>8,250,204</u>	<u>410,762</u>	<u>507,376,413</u>

**Consolidated financial statements**

	In Baht							
	Land and land improvement	Building and structure	Machinery and equipment	Fixtures and office equipment	Vehicles	Computer	Building in progress	Total
For the year ended 31 December 2023								
Opening net book value	257,557,929	139,519,918	75,577,962	4,280,299	21,779,339	8,250,204	410,762	507,376,413
<u>Add</u> Acquisitions	-	-	18,507,135	2,874,395	6,809,860	903,382	41,775	29,136,547
Transfer in (out)	-	452,537	-	-	-	-	(452,537)	-
<u>Less</u> Disposals / write off assets	-	-	(225,704)	(39,899)	(5)	(34)	-	(265,642)
Depreciation	(7,063,848)	(5,543,200)	(14,052,179)	(1,550,597)	(6,233,226)	(3,772,152)	-	(38,215,202)
Closing net book value	<u>250,494,081</u>	<u>134,429,255</u>	<u>79,807,214</u>	<u>5,564,198</u>	<u>22,355,968</u>	<u>5,381,400</u>	<u>-</u>	<u>498,032,116</u>

**SRIRACHA CONSTRUCTION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 DECEMBER 2023**

	In Baht							Total
	Land and land improvement	Building and structure	Machinery and equipment	Fixtures and office equipment	Vehicles	Computer	Building in progress	
As at 31 December 2023								
Cost	285,878,011	333,556,006	327,409,666	23,042,206	93,946,942	47,603,536	-	1,111,436,367
<u>Less</u> Accumulated depreciation	(35,383,930)	(199,126,751)	(247,602,452)	(17,478,008)	(71,590,974)	(42,222,136)	-	(613,404,251)
Net book value	<u>250,494,081</u>	<u>134,429,255</u>	<u>79,807,214</u>	<u>5,564,198</u>	<u>22,355,968</u>	<u>5,381,400</u>	<u>-</u>	<u>498,032,116</u>

**SRIRACHA CONSTRUCTION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 DECEMBER 2023**

**Separate financial statements**

	In Baht							Total
	Land and land improvement	Building and structure	Machinery and equipment	Fixtures and office equipment	Vehicles	Computer	Building and machinery in progress	
As at 1 January 2022								
Cost	285,878,011	324,898,479	317,639,347	18,046,978	75,230,345	44,269,632	1,045,360	1,067,008,152
<u>Less</u> Accumulated depreciation	(21,256,234)	(184,210,652)	(234,944,874)	(15,456,264)	(52,682,514)	(33,024,681)	-	(541,575,219)
Net book value	<u>264,621,777</u>	<u>140,687,827</u>	<u>82,694,473</u>	<u>2,590,714</u>	<u>22,547,831</u>	<u>11,244,951</u>	<u>1,045,360</u>	<u>525,432,933</u>
For the year ended 31 December 2022								
Opening net book value	264,621,777	140,687,827	82,694,473	2,590,714	22,547,831	11,244,951	1,045,360	525,432,933
Opening net book value	-	2,873,986	2,153,938	2,598,639	983,600	195,573	410,762	9,216,498
<u>Add</u> Acquisitions								
Transfer in (out)	-	1,045,360	-	-	-	-	(1,045,360)	-
<u>Less</u> Disposals / write off assets	-	-	(65,875)	(23,093)	(85,920)	(41,346)	-	(216,234)
Depreciation	(7,063,848)	(6,212,531)	(13,676,546)	(1,177,087)	(4,793,304)	(3,612,696)	-	(36,536,012)
Closing net book value	<u>257,557,929</u>	<u>138,394,642</u>	<u>71,105,990</u>	<u>3,989,173</u>	<u>18,652,207</u>	<u>7,786,482</u>	<u>410,762</u>	<u>497,897,185</u>

**SRIRACHA CONSTRUCTION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 DECEMBER 2023**

	In Baht							
	Land and land improvement	Building and structure	Machinery and equipment	Fixtures and office equipment	Vehicles	Computer	Building and machinery in progress	Total
As at 31 December 2022								
Cost	285,878,011	328,817,825	313,900,185	19,551,528	75,813,010	44,386,853	410,762	1,068,758,174
<u>Less</u> Accumulated depreciation	(28,320,082)	(190,423,183)	(242,794,195)	(15,562,355)	(57,160,803)	(36,600,371)	-	(570,860,989)
Net book value	<u>257,557,929</u>	<u>138,394,642</u>	<u>71,105,990</u>	<u>3,989,173</u>	<u>18,652,207</u>	<u>7,786,482</u>	<u>410,762</u>	<u>497,897,185</u>

**Separate financial statements**

	In Baht							
	Land and land improvement	Building and structure	Machinery and equipment	Fixtures and office equipment	Vehicles	Computer	Building in progress	Total
For the year ended 31 December 2023								
Opening net book value	257,557,929	138,394,642	71,105,990	3,989,173	18,652,207	7,786,482	410,762	497,897,185
<u>Add</u> Acquisitions	-	-	17,805,761	2,790,497	5,594,907	818,782	41,775	27,051,722
Transfer in (out)	-	452,537	-	-	-	-	(452,537)	-
<u>Less</u> Disposals / write off assets	-	-	(225,704)	(39,899)	(5)	(34)	-	(265,642)
Depreciation	(7,063,848)	(5,114,636)	(12,664,208)	(1,447,671)	(5,188,437)	(3,607,214)	-	(35,086,014)
Closing net book value	<u>250,494,081</u>	<u>133,732,543</u>	<u>76,021,839</u>	<u>5,292,100</u>	<u>19,058,672</u>	<u>4,998,016</u>	<u>-</u>	<u>489,597,251</u>



**SRIRACHA CONSTRUCTION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 DECEMBER 2023**

	In Baht							Total
	Land and land improvement	Building and structure	Machinery and equipment	Fixtures and office equipment	Vehicles	Computer	Building in progress	
As at 31 December 2023								
Cost	285,878,011	329,270,362	303,064,827	20,888,965	78,491,350	44,627,054	-	1,062,220,569
<u>Less</u> Accumulated depreciation	(35,383,930)	(195,537,819)	(227,042,988)	(15,596,865)	(59,432,678)	(39,629,038)	-	(572,623,318)
Net book value	<u>250,494,081</u>	<u>133,732,543</u>	<u>76,021,839</u>	<u>5,292,100</u>	<u>19,058,672</u>	<u>4,998,016</u>	<u>-</u>	<u>489,597,251</u>

**SRIRACHA CONSTRUCTION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY**  
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Right-of-use assets which the Group is the lessee, consisted of land, vehicles and machines which presented include in above property, plant and equipment are presented below:

	In Baht			
	Land	Machinery	Vehicles	Total
<b>Consolidated financial statements</b>				
As at 1 January 2022				
Cost	16,349,492	2,588,785	21,235,486	40,173,763
<u>Less</u> Accumulated depreciation	-	(814,831)	(6,557,725)	(7,372,556)
Net book value	<u>16,349,492</u>	<u>1,773,954</u>	<u>14,677,761</u>	<u>32,801,207</u>
For the year ended 31 December 2022				
Opening net book value	16,349,492	1,773,954	14,677,761	32,801,207
<u>Add</u> Acquisitions during year	-	-	969,000	969,000
<u>Less</u> Transfer of assets due to expiration of lease	-	-	(3,723,738)	(3,723,738)
<u>Less</u> Depreciation	<u>(5,449,830)</u>	<u>(465,981)</u>	<u>(3,453,388)</u>	<u>(9,369,199)</u>
Closing net book value	<u>10,899,662</u>	<u>1,307,973</u>	<u>8,469,635</u>	<u>20,677,270</u>
As at 31 December 2022				
Cost	16,349,492	2,588,785	13,358,850	32,297,127
<u>Less</u> Accumulated depreciation	<u>(5,449,830)</u>	<u>(1,280,812)</u>	<u>(4,889,215)</u>	<u>(11,619,857)</u>
Net book value	<u>10,899,662</u>	<u>1,307,973</u>	<u>8,469,635</u>	<u>20,677,270</u>

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	In Baht			
	Land	Machinery	Vehicles	Total
<b>Consolidated financial statements</b>				
For the year ended 31 December 2023				
Opening net book value	10,899,662	1,307,973	8,469,635	20,677,270
<u>Add</u> Acquisitions during year	-	-	6,317,860	6,317,860
<u>Less</u> Transfer of assets due to expiration of lease	-	(1,193,074)	(1,582,786)	(2,775,860)
<u>Less</u> Depreciation	(5,449,830)	(114,899)	(2,617,519)	(8,182,248)
Closing net book value	<u>5,449,832</u>	<u>-</u>	<u>10,587,190</u>	<u>16,037,022</u>
As at 31 December 2023				
Cost	16,349,492	-	16,168,617	32,518,109
<u>Less</u> Accumulated depreciation	<u>(10,899,660)</u>	<u>-</u>	<u>(5,581,427)</u>	<u>(16,481,087)</u>
Net book value	<u>5,449,832</u>	<u>-</u>	<u>10,587,190</u>	<u>16,037,022</u>

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**FOR THE YEAR ENDED 31 DECEMBER 2023**

	In Baht		
	Land	Vehicles	Total
<b>Separate financial statements</b>			
As at 1 January 2022			
Cost	16,349,492	18,601,841	34,951,333
<u>Less</u> Accumulated depreciation	-	(5,194,753)	(5,194,753)
Net book value	<u>16,349,492</u>	<u>13,407,088</u>	<u>29,756,580</u>
For the year ended 31 December 2022			
Opening net book value	16,349,492	13,407,088	29,756,580
<u>Add</u> Acquisitions during year	-	969,000	969,000
<u>Less</u> Transfer of assets due to expiration of lease	-	(2,642,930)	(2,642,930)
<u>Less</u> Depreciation	(5,449,830)	(3,263,523)	(8,713,353)
Closing net book value	<u>10,899,662</u>	<u>8,469,635</u>	<u>19,369,297</u>
As at 31 December 2022			
Cost	16,349,492	13,358,850	29,708,342
<u>Less</u> Accumulated depreciation	(5,449,830)	(4,889,215)	(10,339,045)
Net book value	<u>10,899,662</u>	<u>8,469,635</u>	<u>19,369,297</u>
For the year ended 31 December 2023			
Opening net book value	10,899,662	8,469,635	19,369,297
<u>Add</u> Acquisitions during year	-	5,102,907	5,102,907
<u>Less</u> Transfer of assets due to expiration of lease	-	(1,582,786)	(1,582,786)
<u>Less</u> Depreciation	(5,449,830)	(2,467,731)	(7,917,561)
Closing net book value	<u>5,449,832</u>	<u>9,522,025</u>	<u>14,971,857</u>

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	In Baht		
	Land	Vehicles	Total
<b>Separate financial statements</b>			
As at 31 December 2023			
Cost	16,349,492	14,953,664	31,303,156
<u>Less</u> Accumulated depreciation	<u>(10,899,660)</u>	<u>(5,431,639)</u>	<u>(16,331,299)</u>
Net book value	<u>5,449,832</u>	<u>9,522,025</u>	<u>14,971,857</u>

**15. INTANGIBLE ASSETS**

Movement in intangible assets during the years are as follows:

	In Baht			
	2023			2022
	Computer software	Computer software during installation	Total	Computer software
<b>Consolidated financial statements</b>				
As at 1 January				
Cost	39,419,161	-	39,419,161	39,301,166
<u>Less</u> Accumulated amortization	<u>(36,224,786)</u>	<u>-</u>	<u>(36,224,786)</u>	<u>(32,761,456)</u>
Net book value	<u>3,194,375</u>	<u>-</u>	<u>3,194,375</u>	<u>6,539,710</u>
For the year ended 31 December				
Opening net book value	3,194,375	-	3,194,375	6,539,710
<u>Add</u> Acquisitions	447,888	947,835	1,395,723	117,995
<u>Less</u> Amortization	<u>(1,668,453)</u>	<u>-</u>	<u>(1,668,453)</u>	<u>(3,463,330)</u>
Closing net book value	<u>1,973,810</u>	<u>947,835</u>	<u>2,921,645</u>	<u>3,194,375</u>

**SRIRACHA CONSTRUCTION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 DECEMBER 2023**

	In Baht			
	2023			2022
	Computer software	Computer software during installation	Total	Computer software
<b>Consolidated financial statements</b>				
As at 31 December				
Cost	39,867,049	947,835	40,814,884	39,419,161
<u>Less</u> Accumulated amortization	<u>(37,893,239)</u>	<u>-</u>	<u>(37,893,239)</u>	<u>(36,224,786)</u>
Net book value	<u>1,973,810</u>	<u>947,835</u>	<u>2,921,645</u>	<u>3,194,375</u>
<b>Separate financial statements</b>				
As at 1 January				
Cost	34,137,058	-	34,137,058	34,019,063
<u>Less</u> Accumulated amortization	<u>(31,450,399)</u>	<u>-</u>	<u>(31,450,399)</u>	<u>(28,797,053)</u>
Net book value	<u>2,686,659</u>	<u>-</u>	<u>2,686,659</u>	<u>5,222,010</u>
For the year ended 31 December				
Opening net book value	2,686,659	-	2,686,659	5,222,010
<u>Add</u> Acquisitions	<u>432,235</u>	<u>947,835</u>	<u>1,380,070</u>	<u>117,995</u>
<u>Less</u> Amortization	<u>(1,400,755)</u>	<u>-</u>	<u>(1,400,755)</u>	<u>(2,653,346)</u>
Closing net book value	<u>1,718,139</u>	<u>947,835</u>	<u>2,665,974</u>	<u>2,686,659</u>
As at 31 December				
Cost	34,569,293	947,835	35,517,128	34,137,058
<u>Less</u> Accumulated amortization	<u>(32,851,154)</u>	<u>-</u>	<u>(32,851,154)</u>	<u>(31,450,399)</u>
Net book value	<u>1,718,139</u>	<u>947,835</u>	<u>2,665,974</u>	<u>2,686,659</u>

**SRIRACHA CONSTRUCTION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY**  
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**FOR THE YEAR ENDED 31 DECEMBER 2023**

**16. DEFERRED INCOME TAX ASSETS AND LIABILITIES**

The gross movement and the deferred income tax account are as follow:

	In Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
As at 1 January	11,036,452	18,145,213	7,409,581	14,922,010
Change (credited) to profit or loss	9,226,108	(7,148,791)	8,686,389	(7,589,239)
Change to other comprehensive income	(1,058,257)	40,030	(619,412)	76,810
As at 31 December	19,204,303	11,036,452	15,476,558	7,409,581

The movement in deferred tax assets and liabilities during the years are as follow:

	In Baht			
	1 January 2023	Charged	(credited)	31 December 2023
		(credited) to profit or loss	to other comprehensive income	
<b><u>Consolidated financial statement</u></b>				
<b><u>Deferred tax assets</u></b>				
Non-current provisions for employee benefits	26,206,612	2,567,638	(1,058,257)	27,715,993
Lease liabilities	124,708	(14,543)	-	110,165
Depreciation	(8,512,496)	(109,359)	-	(8,621,855)
Deferred tax assets - net	17,818,824	2,443,736	(1,058,257)	19,204,303
<b><u>Deferred tax liabilities</u></b>				
Accrued income	(6,782,372)	6,782,372	-	-
Deferred tax liabilities - net	(6,782,372)	6,782,372	-	-

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	In Baht			
	1 January 2023	Charged (credited) to profit or loss	(credited) to other comprehensive income	31 December 2023
<b><u>Separate financial statement</u></b>				
<b><u>Deferred tax assets</u></b>				
Non-current provisions for employee benefits	22,160,361	1,986,455	(619,412)	23,527,404
Lease liabilities	112,415	(5,860)	-	106,555
Depreciation	(8,080,823)	(76,578)	-	(8,157,401)
Deferred tax assets - net	<u>14,191,953</u>	<u>1,904,017</u>	<u>(619,412)</u>	<u>15,476,558</u>

**Deferred tax liabilities**

Accrued income	(6,782,372)	6,782,372	-	-
Deferred tax liabilities - net	<u>(6,782,372)</u>	<u>6,782,372</u>	<u>-</u>	<u>-</u>

	In Baht			
	1 January 2022	Charged (credited) to profit or loss	Charged to other comprehensive income	31 December 2022

**Consolidated financial statement**

**Deferred tax assets**

Non-current provisions for employee benefits	24,313,104	1,853,478	40,030	26,206,612
Lease liabilities	88,020	36,688	-	124,708
Depreciation	(5,406,863)	(3,105,633)	-	(8,512,496)
Accrued income	(849,048)	849,048	-	-
Deferred tax assets - net	<u>18,145,213</u>	<u>(366,419)</u>	<u>40,030</u>	<u>17,818,824</u>



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	In Baht			
	Charged		(credited)	
	1 January 2023	(credited) to profit or loss	to other comprehensive income	31 December 2023
<b><u>Deferred tax liabilities</u></b>				
Accrued income	-	(6,782,372)	-	(6,782,372)
Deferred tax liabilities - net	-	(6,782,372)	-	(6,782,372)

**Separate financial statement**

**Deferred tax assets**

Non-current provisions for employee benefits	20,712,385	1,371,166	76,810	22,160,361
Lease liabilities	64,779	47,636	-	112,415
Depreciation	(5,006,106)	(3,074,717)	-	(8,080,823)
Accrued income	(849,048)	849,048	-	-
Deferred tax assets - net	14,922,010	(806,867)	76,810	14,191,953

**Deferred tax liabilities**

Accrued income	-	(6,782,372)	-	(6,782,372)
Deferred tax liabilities - net	-	(6,782,372)	-	(6,782,372)

**17. SHORT-TERM LOANS FROM FINANCIAL INSTITUTIONS**

	In Baht			
	Interest rates (%)		Consolidated and Separate financial statements	
	2023	2022	2023	2022
Short-term loans from financial institutions	3.40 - 4.34	3.40	50,000,000	20,000,000

As at 31 December 2023 and 2022, the Group and the Company have credit facilities for short-term loans and other facilities from financial institutions totaling Baht 767.07 million. Such loans are guaranteed by deposits at financial institutions (Note 11).

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**18. TRADE AND OTHER CURRENT PAYABLES**

	In Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Trade payables - related company				
(Note 5.2)	-	-	6,208,355	4,799,464
Trade payables - other companies	98,327,409	77,049,299	86,790,342	70,195,781
Total trade payables	98,327,409	77,049,299	92,998,697	74,995,245
Accrued expenses	132,849,102	103,694,815	118,210,327	94,058,792
Payable - Revenue Department	18,678,966	12,727,314	16,462,396	11,146,591
Other payables - related company				
(Note 5.2)	29,409	542,490	29,409	542,490
Other payables	4,550,650	6,281,694	4,243,665	5,507,437
Total other current payables	156,108,127	123,246,313	138,945,797	111,255,310
Total trade and other current payables	254,435,536	200,295,612	231,944,494	186,250,555

**19. LEASE LIABILITIES**

The Group entered into the lease liabilities for land, vehicles and machines with the lease period of 3 - 4 years with the amount of minimum installments and the present values for lease liabilities as follows:

	In Baht			
	Minimum installments amount		The present value of minimum installments amount	
	2023	2022	2023	2022
<b><u>Consolidated financial statements</u></b>				
Within 1 year	9,144,561	8,426,434	8,774,237	7,818,336
Over 1 to 5 years	3,569,669	8,394,661	3,446,816	8,155,625
	12,714,230	16,821,095	12,221,053	15,973,961
<u>Less</u> Deferred interest	(493,177)	(847,134)	-	-

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	In Baht			
	Minimum installments amount		The present value of minimum installments amount	
	2023	2022	2023	2022
	12,221,053	15,973,961	12,221,053	15,973,961
<b><u>Separate financial statements</u></b>				
Within 1 year	8,817,131	8,209,374	8,475,621	7,603,399
Over 1 to 5 years	3,133,095	8,394,661	3,024,756	8,155,625
	11,950,226	16,604,035	11,500,377	15,759,024
<u>Less</u> Deferred interest	(449,849)	(845,011)	-	-
	11,500,377	15,759,024	11,500,377	15,759,024

The movements of lease liabilities for the years ended 31 December 2023 and 2022 are as follow:

	In Baht			
	Land	Machinery	Vehicles	Total
<b><u>Consolidated financial statements</u></b>				
As at 1 January 2022	16,349,492	839,369	7,403,613	24,592,474
Addition from lease agreement				
during the year	-	-	630,643	630,643
Accretion of interest	747,576	26,742	278,238	1,052,556
Payment	(5,909,880)	(651,174)	(3,740,658)	(10,301,712)
As at 31 December 2022	11,187,188	214,937	4,571,836	15,973,961
<u>Less</u> current portion	(5,444,682)	(214,937)	(2,158,717)	(7,818,336)
Lease liabilities - net of current portion	5,742,506	-	2,413,119	8,155,625
As at 1 January 2023	11,187,188	214,937	4,571,836	15,973,961
Addition from lease agreement				
during the year	-	-	4,690,246	4,690,246
Accretion of interest	465,198	2,122	242,009	709,329

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	In Baht			
	Land	Machinery	Vehicles	Total
Payment	(5,909,880)	(217,059)	(3,025,544)	(9,152,483)
As at 31 December 2023	5,742,506	-	6,478,547	12,221,053
<u>Less</u> current portion	(5,742,506)	-	(3,031,731)	(8,774,237)
Lease liabilities - net of current portion	-	-	3,446,816	3,446,816
<b><u>Separate financial statements</u></b>				
As at 1 January 2022	16,349,492	-	7,206,369	23,555,861
Addition from lease agreement				
during the year	-	-	630,643	630,643
Accretion of interest	747,576	-	276,354	1,023,930
Payment	(5,909,880)	-	(3,541,530)	(9,451,410)
As at 31 December 2022	11,187,188	-	4,571,836	15,759,024
<u>Less</u> current portion	(5,444,682)	-	(2,158,717)	(7,603,399)
Lease liabilities - net of current portion	5,742,506	-	2,413,119	8,155,625
As at 1 January 2023	11,187,188	-	4,571,836	15,759,024
Addition from lease agreement				
during the year	-	-	3,779,031	3,779,031
Accretion of interest	465,198	-	214,261	679,459
Payment	(5,909,880)	-	(2,807,257)	(8,717,137)
As at 31 December 2023	5,742,506	-	5,757,871	11,500,377
<u>Less</u> current portion	(5,742,506)	-	(2,733,115)	(8,475,621)
Lease liabilities - net of current portion	-	-	3,024,756	3,024,756

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The following are the amounts for the years ended 31 December 2023 and 2022 recognized in profit or loss:

	In Baht			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Depreciation of right-of-use assets	8,182,248	9,369,199	7,917,561	8,713,352
Interest expense on lease liabilities	709,329	1,052,556	679,459	1,023,930
Expense relating to short-term lease	133,136,351	24,839,161	126,223,603	21,008,393
Leases of low-value underlying assets	406,339	1,187,435	179,000	1,064,579
Total	142,434,267	36,448,351	134,999,623	31,810,254

**20. NON-CURRENT PROVISIONS FOR EMPLOYEE BENEFITS**

Movements of non-current provisions for employee benefits for the years ended 31 December 2023 and 2022 are summarized below:

	In Baht			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
As at 1 January	131,033,061	121,565,521	110,801,805	103,561,926
Included in profit or loss:				
Current service costs	12,447,910	12,862,465	9,285,755	10,181,661
Past service cost	-	(2,529,657)	-	(2,529,657)
Current interest costs	2,696,413	1,703,870	2,275,856	1,439,527
Total	15,144,323	12,036,678	11,561,611	9,091,531
Included in other comprehensive income:				
Actuarial loss (profit) arising from				
Financial assumptions changes	(3,953,002)	(5,885,189)	(3,630,672)	(4,972,280)
Demographic assumptions changes	(338,888)	-	(288,617)	-

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	In Baht			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Experience adjustments	(999,396)	6,085,340	822,229	5,356,328
Total	(5,291,286)	200,151	(3,097,060)	384,048
Benefit paid by the plan	(2,306,133)	(2,769,289)	(1,629,334)	(2,235,700)
As at 31 December	<u>138,579,965</u>	<u>131,033,061</u>	<u>117,637,022</u>	<u>110,801,805</u>

Line items in profit or loss under which long-term employee benefit expenses are recognised are as follows:

	In Baht			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Cost of construction services	6,062,435	5,888,591	6,062,435	5,888,591
Cost of services	3,297,848	3,556,531	304,877	723,719
Administrative expenses	3,087,627	2,591,556	2,918,443	2,479,221
Interest Cost	<u>2,696,413</u>	<u>-</u>	<u>2,275,856</u>	<u>-</u>
Total	<u>15,144,323</u>	<u>12,036,678</u>	<u>11,561,611</u>	<u>9,091,531</u>

The Group expect to pay Baht 17.57 million of long-term employee benefits during the next year (Separate financial statements: Baht 15.52 million).

As at 31 December 2023, the weighted average duration of the liabilities for long-term employee benefit is 10.1 years.

Principal actuarial assumptions at the reporting date for the years ended 31 December 2023 and 2022.

	Consolidated and Separate financial statements	
	2023	2022
Discount rate	2.83% per annum	2.73% per annum
Salary increase rate	2.0 - 6.0% per annum	3.0 - 5.0% per annum
Employee turnover rate	Scale related to Age ranging from 0.0 - 45.0%	Scale related to Age ranging from 0.0 - 45.0%

**SRIRACHA CONSTRUCTION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 DECEMBER 2023**

	Consolidated and Separate financial statements	
	2023	2022
Mortality rate	According to Thailand TMO 2017	According to Thailand TMO 2017
	Estimated adjusted death rate from 3.0% per annum.	Estimated adjusted death rate from 3.0% per annum.

**Sensitivity analysis**

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

	In Baht			
	Consolidated financial statements		Separate financial statements	
	Increase	Decrease	Increase	Decrease
<b>Defined benefit obligation at 31 December 2023</b>				
Discount rate (1% movement)	(8,281,228)	9,298,221	(6,976,445)	7,830,319
Future salary growth (1% movement)	9,203,189	(8,355,612)	7,754,220	(7,042,630)
Turnover rate (20% movement)	(5,219,835)	6,330,321	(4,157,691)	5,014,592
Mortality rate (1% movement)	584,958	(645,348)	507,989	(559,550)
<b>Defined benefit obligation at 31 December 2022</b>				
Discount rate (1% movement)	(7,092,529)	7,967,006	(5,956,580)	6,687,587
Future salary growth (1% movement)	7,854,896	(7,127,001)	6,594,341	(5,986,313)
Turnover rate (20% movement)	(4,670,550)	5,625,936	(3,668,674)	4,389,096
Mortality rate (1% movement)	392,096	(432,730)	329,489	(363,496)

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

**21. LEGAL RESERVE**

The legal reserve of the Company was established in accordance with the provisions of the Thai Public Company Limited Act B.E. 2535, which requires the appropriation as legal reserve of at least 5% of net income for the year after deduction of the deficit brought forward (if any) until the reserve reaches 10% of the authorized share capital. This reserve is not available for dividend distribution.

**SRIRACHA CONSTRUCTION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 DECEMBER 2023**

**22. PROVIDENT FUND**

The Group established a contributory registered provident fund, in accordance with the Provident Fund Act B.E. 2530. The registered provident fund was approved by the Ministry of Finance. Under the plan, employees must contribute 3 percent of their basic salary, with 3 percent of the employees' basic salary based on employees' service years to be matched by the Company. The Company appointed an authorised fund manager to manage the fund in accordance with the terms and conditions prescribed in the Ministerial Regulation No. 2 (B.E. 2532) issued under the Provident Fund Acts B.E. 2530.

For the years ended 31 December 2023 and 2022, the Group's contribution to the provident fund recorded in the consolidated financial statements is Baht 3.84 million and Baht 3.49 million, respectively. (Separate financial statements for 2023 and 2022: Baht 3.39 million and Baht 3.09 million, respectively.)

**23. DIVIDENDS PAID**

Dividends paid for the years ended 31 December 2023 and 2022 are as follows:

Dividend	Approved by	Dividend		
		Dividend (Million Baht)	per share (Baht per share)	Date of payment
Dividend for year 2021	At the Company's Ordinary Shareholders Meeting dated 19 April 2022	77.47	0.25	17 May 2022
Total dividends paid during 2022		77.47	0.25	
Dividend for year 2022	At the Company's Ordinary Shareholders Meeting dated 19 April 2023	61.98	0.20	17 May 2023
Total dividends paid during 2023		61.98	0.20	

**24. INCOME TAX**

Income tax expenses for years ended 31 December 2023 and 2022 are as follows:

	In Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Current income tax				
Income tax for the year	41,392,296	24,759,164	28,719,041	21,980,414



**SRIRACHA CONSTRUCTION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 DECEMBER 2023**

	In Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Understatement of income tax of previously period	-	3,779,791	-	3,779,791
Total current income tax	41,392,296	28,538,955	28,719,041	25,760,205
Deferred income tax				
Relating to origination and reversal of temporary differences	(9,226,108)	7,148,791	(8,686,389)	7,589,239
Income tax expense presented in the statements of comprehensive income	32,166,188	35,687,746	20,032,652	33,349,444
Tax income recognised in other comprehensive income				
Actuarial profit	1,058,257	(40,030)	619,412	(76,810)
Total	1,058,257	(40,030)	619,412	(76,810)

Reconciliation between income tax expenses and the product of accounting profit multiplied by the applicable tax rates for the years ended 31 December 2023 and 2022 are as follows:

	In Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Accounting profit before income tax	166,270,365	85,668,946	112,614,773	107,359,591
Applicable tax rate	20%	20%	20%	20%
Income tax	33,254,073	17,133,790	22,522,955	21,471,918
Effects of:				
Non-deductible expenses	5,588,644	4,085,452	3,720,930	3,241,818
Additional expenses deductible for tax purposes	(9,631,436)	(10,181,431)	(8,955,859)	(9,554,675)
Income not subject to tax	-	-	(750,000)	(6,900,000)
Income tax of foreign branches	12,181,015	13,721,353	12,181,015	13,721,353

**SRIRACHA CONSTRUCTION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 DECEMBER 2023**

	In Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Additional income tax of prior years	-	3,779,791	-	3,779,791
Current income tax expenses	41,392,296	28,538,955	28,719,041	25,760,205
Changes of temporary differences	(9,226,108)	7,148,791	(8,686,389)	7,589,239
Income tax expenses presented in the statements of comprehensive income	<u>32,166,188</u>	<u>35,687,746</u>	<u>20,032,652</u>	<u>33,349,444</u>

Information about deferred tax further disclosed in Note 16.

**25. REVENUE FROM CONTRACTS WITH CUSTOMERS**

**Disaggregation of revenue**

	In Million Baht					
	Domestic		Overseas		Total	
	2023	2022	2023	2022	2023	2022
<b><u>Consolidated financial statements</u></b>						
Types of Income						
Steel Structure	365	140	-	278	365	418
Piping and installation	688	514	12	79	700	593
Machine and equipment installation	61	42	-	-	61	42
Other types of work	99	116	636	-	735	116
Installation and maintenance	<u>200</u>	<u>226</u>	<u>153</u>	<u>187</u>	<u>353</u>	<u>413</u>
Total	<u>1,413</u>	<u>1,038</u>	<u>801</u>	<u>544</u>	<u>2,214</u>	<u>1,582</u>

**Separate financial statements**

Types of Income						
Steel Structure	267	137	-	278	267	415
Piping and installation	688	514	12	79	700	593
Machine and equipment installation	61	42	-	-	61	42
Other types of work	99	116	636	-	735	116

**SRIRACHA CONSTRUCTION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 DECEMBER 2023**

	In Million Baht					
	Domestic		Overseas		Total	
	2023	2022	2023	2022	2023	2022
Installation and maintenance	4	8	153	187	157	195
Total	<u>1,119</u>	<u>817</u>	<u>801</u>	<u>544</u>	<u>1,920</u>	<u>1,361</u>

Total construction services revenue and service revenue of the Group are revenues recognized over time.

## 26. EXPENSES BY NATURE

Significant expenses by nature for the years ended 31 December 2023 and 2022 are as follows:

	In Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Purchase of materials and consumable used	140,780,666	94,138,561	106,057,354	72,619,425
Staff costs	1,087,873,735	902,845,120	892,503,331	749,829,313
Subcontractors costs	151,359,133	200,005,175	111,021,124	161,531,854
Short-term and low value of rental land, equipment and vehicles	133,542,690	26,026,596	126,402,603	22,072,972
Depreciation	38,215,202	39,593,115	35,086,014	36,536,012
Amortization	1,668,453	3,463,330	1,400,755	2,653,346

## 27. SEGMENT INFORMATION

Operating segment information is reported in a manner consistent with the internal reports that are regularly reviewed by the chief operating decision maker in order to make decisions about the allocation of resources to the segment and assess its performance. The segment information in the management internal report classify the group business operation to construction service business and maintenance service business, it also classifies by the location of customer (Geographical) to local and oversea business.

The financial information is classified by business operation of the Group and geographical segment which manner consistent with the management internal reports for the years ended 31 December 2023 and 2022 are as follows:

**SRIRACHA CONSTRUCTION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 DECEMBER 2023**

**Consolidated financial statements**

	In Million Baht					
	Domestic		Overseas		Total	
	2023	2022	2023	2022	2023	2022
Revenue from construction services	1,213	812	648	357	1,861	1,169
Revenue from services	200	226	153	187	353	413
Total revenues	1,413	1,038	801	544	2,214	1,582
Cost of construction services	(1,207)	(750)	(416)	(196)	(1,623)	(946)
Cost of services	(182)	(239)	(89)	(137)	(271)	(376)
Total cost	(1,389)	(989)	(505)	(333)	(1,894)	(1,322)
Segment operating profit	24	49	296	211	320	260

**Consolidated financial statements**

	In Million Baht					
	Construction		Services		Total	
	2023	2022	2023	2022	2023	2022
Segment assets	488	497	10	10	498	507
Segment liabilities	635	283	91	91	726	374

The Group's total revenues from operations derived from two domestic and foreign customers equivalent to 86% of total revenues, two of which revenue from construction services (equivalent to 79% of total revenues) and one of which revenue from services (equivalent to 7% of total revenues) (2022: two customers equivalent to 74% of total revenues, two of which revenue from construction services (equivalent to 63% of total revenues) and one of which revenue from services (equivalent to 12% of total revenues)).

## **28. FINANCIAL INSTRUMENTS**

As at 31 December 2023, the Group is not engaged in the trading of any derivative financial instruments for speculative purposes.

### **Financial risk management objectives and policies**

The Group's financial instruments principally comprise cash and cash equivalents, trade and other receivables, trade payables and short-term loans from financial institution. The financial risks associated with these financial instruments and how they are managed is described below.

#### **28.1 Interest Rate Risk**

The Group is exposure to interest rate risk relates primarily to its cash at banks and liabilities under financial arrangement agreements. Most of the Group's financial assets and liabilities bear floating

**SRIRACHA CONSTRUCTION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 DECEMBER 2023**

interest rates or fixed interest rates which are close to the market rate: therefore, no financial derivative was adopted to manage such risks.

**Interest rate sensitivity**

The Group expected that there is no materiality effect on profit (loss) before tax from a possible change in interest rate due to the interest rate of financial assets of the Group are market rate.

**28.2 Credit risk**

**Trade and other accounts receivables**

The Group was exposed to credit risk. As management manages the risk by adopting appropriate credit control policies to ensure that the services are provided only to the customers when have with a good credit history, The Group does not anticipate material losses from its debt collection. The Group estimated the allowance for doubtful accounts from the ending balance of accounts receivable. The estimate was made by considering the customer's past collection experiences. An impairment analysis is performed at each reporting date to measure expected credit losses. The provision for expected credit losses rates are based on days past due for groupings of various customer segments. The calculation reflects the reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade and other receivables are written-off in accordance with the Group's policy.

**Financial instruments and cash deposits**

Credit risk from balances with banks and financial institutions is managed in accordance with the Group's policy. Investments are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits may be updated throughout the year. The limits are set to minimise the concentration of risks and therefore mitigate risk through a counterparty's potential failure to make payments.

**28.3 Liquidity risk**

The Group monitors its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and to mitigate the effects of fluctuations in cash flows.

The table below summarises the maturity profile of the Group's non-derivative financial liabilities as at 31 December 2023 based on contractual undiscounted cash flows:

	In Baht			Total
	Less than 1 year	1 - 5 years	Over 5 years	
<b>Consolidated financial statements</b>				
<b>Non-derivatives</b>				
Short-term loans from financial institutions	50,000,000	-	-	50,000,000

**SRIRACHA CONSTRUCTION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 DECEMBER 2023**

	In Baht			
	Less than 1 year	1 - 5 years	Over 5 years	Total
Trade and other current accounts payable	235,756,570	-	-	235,756,570
Lease liabilities	9,144,561	3,569,669	-	12,714,230
Total non-derivatives	294,901,131	3,569,669	-	298,470,800
<b>Separate financial statements</b>				
Non-derivatives				
Short-term loans from financial institutions	50,000,000	-	-	50,000,000
Trade and other current accounts payable	215,482,098	-	-	215,482,098
Lease liabilities	8,817,131	3,133,095	-	11,950,226
Total non-derivatives	274,299,229	3,133,095	-	277,432,324

**28.4 Foreign currency risk**

The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to US Dollar. Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities and net investments in foreign operations.

As at 31 December 2023 the Group was exposed to foreign currency risk in respect of financial assets denominated in the following currencies:

	In Baht		
	Consolidated and Separate		
	financial statements		
	Currency	Foreign currency	Baht
Assets	US Dollars	2,725,707	92,834,869

Foreign currency assets mainly represent trade receivables and contract assets.

Foreign currency sensitivity analysis

The Group is mainly exposed to the currency of assets and liabilities to USD currency.

**SRIRACHA CONSTRUCTION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 DECEMBER 2023**

The following table details the Group's sensitivity to a 5% appreciate and depreciate in Thai Baht against the relevant foreign currencies. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at 31 December 2023 for a 5% change in foreign currency rates as follows:

	In Million Baht
	Consolidated and Separate financial statements
	Assets
Profit (loss)	
- 5% appreciate	(4.64)
- 5% depreciate	4.64

**28.5 Fair value hierarchy**

The financial assets and liabilities include cash and cash equivalents, trade receivable, accrued income, unbilled receivables, retention receivables, trade payables, other current payables and accrued expenses which are measured at amortised cost. Their carrying values approximate to their fair values, due to having a short-term due.

As at 31 December 2023 and 2022, the Group had the assets that were measured at fair value or the recurring basis, using different levels of inputs as follow:

	(Unit: In Million Baht)		
	Consolidated and Separate financial statements		
	Level 1	Level 2	Level 3
<b>Assets measured at fair value</b>			
As at 31 December 2023			
Investments in opened - end fund	-	5.93	-
As at 31 December 2022			
Investments in opened - end fund	-	5.86	-

**29. COMMITMENTS AND CONTINGENT LIABILITIES**

As at 31 December 2023, The Group has contingent liabilities in relation to letter of guarantees issued by the banks for performance guarantee in the service contracts with customers in Thai Baht amounting to Baht 453 million and the Company has amounting to Baht 445.70 million, U.S. Dollars 0.91 million and letters of guarantee issued for electricity amounting to Baht 2.75 million. These letters of guarantees are pledged by deposits at financial institutions (Note 11).

**SRIRACHA CONSTRUCTION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY**  
**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 DECEMBER 2023**

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As at 31 December 2022, The Group has contingent liabilities in relation to letter of guarantees issued by the banks for performance guarantee in the service contracts with customers in Thai Baht amounting to Baht 359.36 million and the Company has amounting to Baht 160.75 million, U.S. Dollars 0.70 million and letters of guarantee issued for electricity amounting to Baht 2.68 million. These letters of guarantees are pledged by deposits at financial institutions (Note 11).

As at 31 December 2023, a foreign branch of the Company is undergoing an investigation of taxes of previous years by the foreign tax authority. The Group's management is in the process of disputing and submitting information and supporting documents for the accuracy of the tax amounts which the foreign branch submitted to the tax authority in previous years. In this regard, the Company may incur contingent liabilities. However, the certainty of the amount payable to the foreign tax authority will depend on the conclusions of the foreign tax authority after considering additional documents and information submitted by the Group's management. However, the Group's management expects that the Group will not have any significant tax expenses.

**30. CAPITAL MANAGEMENT**

The primary objective of the Group's and subsidiary capital management is to ensure that it has an appropriate financial structure and preserves the ability to continue its business as a going concern.

As at 31 December 2023, debt to equity ratio in the consolidated financial statement is 0.41: 1 (2022: 0.22: 1) and the separate financial statement debt to equity ratio is 0.41: 1 (2022: 0.21: 1).

**31. EVENTS AFTER THE REPORTING PERIOD**

On 26 February 2024, the Board of Directors' meeting, resolved to propose the Annual General Meeting of Shareholders to approve a dividend payment of Baht 0.25 per share totaling Baht 77.47 million. The dividend will be paid from the retained earnings. Such resolution will be proposed to the annual general meeting of shareholders for the year 2024 for further approval.

**32. APPROVAL OF FINANCIAL STATEMENTS**

These financial statements were authorized for issuing by the Company's Board of Directors on 26 February 2024.



Material Financial Ratios		Consolidated Financial Statements			Separate Financial Statements		
		2023	2022	2021	2023	2022	2021
<b><u>Liquidity Ratio</u></b>							
Liquidity Ratio	Time	3.12	5.86	5.15	2.94	5.83	5.39
Quick Ratio	Time	2.20	3.72	3.40	2.02	3.71	3.44
Operating Cash Flow to Current Liabilities	Time	0.96	(0.19)	0.42	0.87	(0.11)	0.29
Receivable Turnover	Time	5.24	5.01	11.71	5.34	4.98	12.71
Average Collection Period	Day	68.00	71.00	30.00	67.00	72.00	28.00
Accounts Payable Turnover	Time	21.60	17.75	19.65	19.81	17.23	20.29
Payment Period	Day	16.00	20.00	18.00	18.00	20.00	17.00
Cash Cycle	Day	52.00	51.00	12.00	49.00	52.00	11.00
<b><u>Profitability Ratio</u></b>							
Gross Profit Margin	%	14.49	16.52	20.62	13.37	17.81	20.05
Operating Profit Margin	%	7.48	5.38	14.42	5.83	7.64	14.03
Profitability Ratio	%	234.97	(55.07)	36.06	297.66	(22.09)	25.96
Net Profit Margin (For the Parent)	%	5.52	2.98	13.32	4.79	5.27	14.03
Return on Equity - ROE (for the Company)	%	7.15	2.77	20.22	5.69	4.56	20.03
<b><u>Efficiency Ratio</u></b>							
Return on Assets / ROA	%	7.33	4.02	17.01	5.37	5.47	16.07
Return on Fixed Assets	%	34.61	17.81	75.57	26.14	22.12	70.01
Total Assets Turnover	เท่า	0.97	0.75	1.18	0.91	0.72	1.15
<b><u>Financial Policy Ratio</u></b>							
Debt to Equity*	เท่า	0.41	0.22	0.22	0.41	0.21	0.21
EBITDA Coverage Ratio /Cash Basis	เท่า	4.07	(0.44)	0.48	3.59	(0.25)	0.31
Dividend Payout Ratio	%	47.13	177.97	71.67	66.92	104.65	77.39

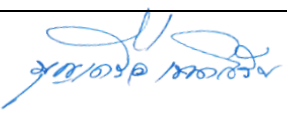


## Part 4

### Certification of Information

The company has reviewed the information in this annual information disclosure form. with caution The company hereby certifies that such information is correct and complete. not false Do not mislead others or lack of information that should be informed in essence In addition, the company certifies that

1. Financial statements and financial information summarized in the annual information disclosure form The information has been accurately and completely presented in material matters relating to the financial position. performance and cash flow of the Company and its subsidiaries.
2. The company has set up a good information disclosure system. To ensure that the company has disclosed material information both of the company and its subsidiaries accurately and completely. as well as to supervise and supervise the implementation of such system.
3. The company has set up a good internal control system. and supervise to ensure compliance with such system And the company has informed the assessment of the internal control system. **on February 27 , 2023** to the auditor and audit committee of the company. which covers deficiencies and major changes in the internal control system Including misconduct that may affect the preparation of financial reports of the Company and itssubsidiaries.

In this regard as evidence that all documents It is the same set of documents that the company has certified the correctness. \*The company has assigned Mrs. Sudchinda Sethakulvichai is the person who signs this document on every page as well If any document does not have the signature of Mrs. Sudchinda Sethakulvichai directed The company will consider that it is not the information that the company has certified the accuracy of the above information.

Name	Position	Signature
Mr.Boonkrua Khemapiratana	Director	
Mr.Chatmongkol Khemapirat	Director	
Mrs.Sudchinda Sethakulvichai	Director/Company Secretary	

### Attachment 1

#### Details of Directors executive Controlling Person and Company Secretary

Name - Surname	age	Qualifications/Education al History	stake (%)	family relationship Directors and executives	Work experience in the past 5 years period	current position	Department/Company
1. Mr. Yiem Chundprasit	83	Master of Chemical Engineering University of Kansas, U.S.A. Bachelor of Engineering Chulalongkorn University DAP Course Class 84/Year 2010	-0-	-	2011- Present	Independent Director/ Chairman	Sriracha Construction Plc.
2. Mr. Boonkrua Khemapiratana	82	high school Wat Suthiwararam School DAP Course Class 84/Year 2010	-0-	Mr. Chatmongkol Khemapirat's Father Mrs. Sudchinda Sethakulvichai's Father	2011- Present   2009- Present	director/ Managing Director/ Executive Chairman  Director	Sriracha Construction Plc.   SCC Park Co., Ltd.

Name - Surname	age	Qualifications/Education al History	stake (%)	family relationship Directors and executives	Work experience in the past 5 years		
					2008- Present		BK One Sriracha Co., Ltd.
					2008- Present		Sriracha Yokohama Co., Ltd.
3.Mr. Dusit Choopanya	84	Diploma in Aeronautical Engineering First Class Royal Aeronautical College London DAP Course Class 84/Year 2010 ACP Course Class 38/Year 2012	-0-	-	2011- Present	Independent Director/ Chairman of the Audit Committee	Sriracha Construction Plc.

Name - Surname	age	Qualifications/Education al History	stake (%)	family relationship Directors and executives	Work experience in the past 5 years		
					period	current position	Department/Company
4.Mr. Kamol Rattanachai	57	Master of Business Administration Bangkok University	-0-	-	2011- Present	Independent Director Nomination Committee /	Sriracha Construction Plc.
		Bachelor of Accountancy Bangkok University			2010- Present	Independent Director/ Audit Committee	Matching Maximize Solution Plc.
		Internationally Certified Internal Auditor ( CIA)			2012- Present	Independent Director Independent	Gear Head Co., Ltd. The Studio Co., Ltd.
		Internal Auditor CAC- SME IA(CAC)			2012 - Present	Director/Audit Committee	Park (Thailand) Super Rich Currency
		ELP Course 2019			2018 - Present		Exchange 1965 Co., Ltd.
		CGE Course 2019					
		CRC Course 2022					
		AACP Course 2022					
		DLCP Course2023					
		SBM Course 2023					

Name - Surname	age	Qualifications/Education al History	stake (%)	family relationship Directors and executives	Work experience in the past 5 years period	current position	Department/Company
5.Mr. Grisada Potisomporn	66	Bachelor of Engineering The University of Melbourne, Australia DCP Course , Class 139 / Year 2010 DAP Course Class 84/Year 2010	1.38 perc ent	-	2011- Present	director/ Executive Director/ Deputy Managing Director	Sriracha Construction Plc.
6.Mr.Chatmongkol Khemapirat	55	Master of Chatmongkol Business Administration Oklahoma City University,USA Bachelor of Commerce and Accountancy Chulalongkorn University DCP Course 2010 DAP Course Class 84/Year 2010	-0-	Mr. Boonkrua Khemapiratana's son Mrs. Sudchinda Sethakulvichai's brother	2011- Present	director/ Executive Director/ Assistant Managing Director Support line	Sriracha Construction Plc.



Name - Surname	age	Qualifications/Education al History	stake (%)	family relationship Directors and executives	Work experience in the past 5 years		
					period	current position	Department/Company
8.Mrs. Piyapa Chongsathien	51	Master of Business	-0-	-	2021-	Independent Director	Sriracha Construction
		Administration (1996),			Present		Plc.
		Assumption University			2014 -	Chief Executive	S14 Advisory Company
		Bachelor of Business			Present	Officer	
		Administration (1992) in			2015 –	executive director	TNT Capital Company
		Banking and Finance			2016		
		Assumption University			2002 –	Director of Investment	Asia Plus Consulting
11. Mr. Sarawut Krailetsiri	52	AACP Course 2021	-0-	-	2014	Banking Department	Company Limited
		NCSEP Course 2023			2001-	Deputy director of	Capital Securities Public
					2002	research	Company Limited
		Master of Laws/Private			2021-	Independent Director	Sriracha Construction
		Law Thammasat			Present		Plc.
		University	-0-	-	2018 -	director	Kudan and Partners
		DAP Course 2021			present		Company Limited
		AACP Course 2021			2010 –	director	Banpu Company
		RFP Course 2022			2010		Limited
		RCL Course 2023					



Name - Surname	age	Qualifications/Education al History	stake (%)	family relationship Directors and executives	Work experience in the past 5 years		
					2010 – 2012 2014 – 2018		Baker & McKenzie Co., Ltd. PTT Exploration and Production Company Limited
9. Mrs. Boonlom Fakmit	80	Mini MBA, Thammasat University Bachelor of Accountancy Thammasat University Anti-Corruption course : The Practical Guide (ACPG) No. 17/2015	0.08	Mr. Boonkrua Khemapiratana's sister	2011- Present   2015- Present	Executive Director/ Assistant Managing Director Financial Accounting Division director	Sriracha Construction Plc.   Boon Thiam Pattana Co., Ltd.
10. Mr. Sompong Chalumpong	59	Bachelor of Engineering Chiang Mai University	0.58	-	2019- Present	Assistant Managing Director Operations Division	Sriracha Construction Plc.

Name - Surname	age	Qualifications/Education al History	stake (%)	family relationship Directors and executives	Work experience in the past 5 years period	current position	Department/Company
11. Ms. Wanida Praphan	52	Master of Accounting Burapha University Bachelor of Accountancy Burapha University	0.07	-	2011- Present	Accounting Manager	Sriracha Construction Plc.

## Attachment 2

### Details of the Directors of Subsidiaries

Director positions in subsidiaries as of December 31 , 2023

Name	Company	SCC maintenance Services Co., Ltd.
Mr. Boonkrua Khemapiratana	*◊▲	◊
Mr. Chatmongkol Khemapirat	◊▲	◊
Mrs. Sudchinda Setthakulvichai	◊▲	◊
Mr. Gridsada Poisomporn	◊▲	-
Mrs. Boonlom Farkmitra	▲	-

\* = Chairman ◊ = Director ▲ = Executive Director

### Attachment 3

Details about the head of the internal audit department and the head of the company's compliance department

- Ms. Phakon Asavatouchaporn, 52 years old

**Education** : Master of Business Administration Khon Kaen University

**Experience** : More than 22 years in internal control system industrial plant and financial institutions listed on the Stock Exchange of Thailand Training : Internal Auditor Certification Program of Thailand ( CPIAT), Association of Internal Auditors of Thailand financial advisor course Association of Thai Securities Companies Course 7 Operational Risks and Crisis Response Practices

- Ms. Chonthicha Komaratat, 33 years old

**Education** : Bachelor's Degree in Accounting, Mahanakorn University of Technology

**Experience** : 8 years in internal control system Real estate business, construction, industrial plants and services of companies listed on the Stock Exchange of Thailand Thailand

Certificate: Certificate of Internal Auditor of Thailand ( CPIAT) No. 1044 , Association of Internal Auditors of Thailand

**Training** :

1. Certificate of Internal Auditor of Thailand ( CPIAT) Class 62 , Association of Internal Auditors
2. Course Adopting data science & Automation in internal audit , Association of Internal Auditors of Thailand
3. Curriculum New automated auditing techniques e -Auditing & Automation New Auditing, The Institute of Internal Auditors of Thailand
4. Upgrading work paper course Anti-Corruption Review Expert, Class 2/ 63 , Federation of Accounting Professions under the royal patronage
5. Analytical Thinking in the Internal Audit Process Class 2 / 61 , Federation of Accounting Professions under the royal patronage.
- 6.Road to Certify 4/2023 (ThaiCAC)
- 7.International Audit in a Quick and ever-changing world 2023
- 8.CAF Forum 2023

Details about the head of the internal audit department and the head of the company's compliance department

-Ms.Napaporn Wongkor,40 Years Old

**Education :** Bachelor's Degree in Accounting, Rajamangala University of Technology Phra Nakhon

**Experience :** 10 years in internal control system Real estate business, construction, industrial plants and services of companies listed on the Stock Exchange of Thailand Thailand

**Training :**

-Adopting data science & Automation in internal audit 2022

-Certificate of Internal Auditor of Thailand ( CPIAT) No. 75, 2023

#### Attachment 4

##### Assets used in business :

-As of 31 December 2023, the company don't reappraise the property value during the accounting period.

## Attachment 5

### Corporate Governance

Corporate Governance means a system that provides a structure and process of relationships between the Board of Directors, management and shareholders. to build competitiveness Leading to growth and increasing shareholder value over the long term. taking into account other stakeholders

The Company realizes the importance of good governance in the organization. with the view that a good corporate governance system will encourage the organization to have quality management There is transparent and standard disclosure of information. This builds confidence for shareholders, investors, creditors, customers and other related parties and is the basis for promoting business expansion for sustainable growth. In this regard, the principles of corporate governance of the company have the following important elements:

#### 1. Rights of Shareholders

Do not take any action that violates or diminishes the rights of shareholders. Encourage shareholders to exercise their basic rights.

#### 2. Equitable treatment of shareholders

Supervise all shareholders to be treated equally. There are measures to prevent the use of inside information for the benefit of oneself or others in a wrongful way that causes damage to shareholders as a whole.

#### 3. Role of Stakeholders

Do not take any action that violates the rights of stakeholders. Take care of stakeholders according to their rights under relevant laws. There is a process to promote cooperation between the company and stakeholders.

#### 4. Disclosure and Transparency

operate with transparency can check Ensure that important information relevant to the Company is disclosed accurately, completely, within an appropriate timeframe.

#### 5. Responsibilities of the Board of Directors

The Board of Directors performs their duties with integrity. for the best interest of the Company and fairness to all shareholders. Including compliance with the company's code of conduct.

## Shareholders' rights

### Principle

Shareholders have the right to own the company through the appointment of the Board of Directors to act on their behalf and have the right to make decisions about significant changes of the company.

The basic rights of shareholders are:

1. Trading or transfer of shares
2. Having a share of the profits of the business
3. Receiving sufficient news and information of the business
4. Participation in the meeting to exercise the right to vote in the shareholders' meeting to appoint or remove directors, appoint an auditor and issues affecting the company such as dividend allocation Determination or amendment of the Articles of Association and Memorandum of Association capital reduction or capital increase and approval of special items, etc.

Shareholders should be informed of the rules and procedures for attending the meeting and sufficient information for consideration of each agenda prior to the meeting at a reasonable time. Have the opportunity to ask questions to the directors both in the meeting and submitting questions in advance. Have the opportunity to propose meeting agendas and have the right to appoint a proxy to attend the meeting.

The Board of Directors must realize and give importance to the rights of shareholders. Do not take any action that violates or diminishes the rights of shareholders.

### Guidelines

1. The company gives importance to shareholders and the rights of shareholders in ownership, and have the right to make decisions about significant changes of the Company The Company therefore encourages shareholders to exercise their rights and receive basic rights protection. by proceeding to provide shareholders with information Accurate, complete, adequate and timely news of the Company

2. At the shareholders' meeting The company will send the meeting invitation letter together with supporting information according to various agendas to the shareholders 7 days in advance of the meeting date, which is in accordance with the company's regulations. so that the shareholders had time to consider the details of each agenda. For shareholders who are unable to attend the meeting in person The company proposed to authorize the Chairman of the Audit Committee. or Audit Committee or other person attending the meeting and voting on their behalf

3. The company has a policy to encourage all directors to attend the shareholders' meeting. And the chairman of the meeting will allow shareholders to have equal rights to inspect the company's operations. The time of the meeting will be set so that shareholders have the opportunity to ask questions or express their opinions and suggestions fully.



## **Equitable Treatment of Shareholders**

### **Principle**

all shareholders Both executive and non-executive shareholders should be treated equally and fairly. Minority shareholders whose rights have been violated should have the opportunity to be compensated.

Ensuring shareholders that the Board of Directors and management will ensure proper use of shareholders' funds. Is an important factor for confidence in investing with the company. The Board should supervise Shareholders are treated and fundamental rights are equally protected.

The board of directors should organize the shareholder meeting process in a manner that encourages equitable treatment of all shareholders. Minority shareholders should be given the opportunity to nominate persons to be elected as directors in advance at a reasonable time. In addition, shareholders who cannot attend the meeting should be given the opportunity to exercise their voting rights by authorizing others to attend the meeting and vote on their behalf.

The board should have measures to prevent the case where directors and executives use inside information for their own benefit or others in a wrongful way which takes advantage of other shareholders, such as trading securities by using inside information. The use of inside information to disclose to persons related to directors and executives. which may cause damage to shareholders as a whole, etc.

The board should require company directors and executives to disclose information about their interests and those of their related parties. So that the Board of Directors can consider the Company's transactions that may have conflicts of interest and be able to make decisions for the benefit of the Company as a whole. such transaction

### **Guidelines**

1. The Company provides an opportunity for shareholders to propose agenda items for the Annual General Meeting of Shareholders and nominate qualified persons to be considered for appointment as directors in advance of the meeting, which will be considered by the Board of Directors. Appropriateness of including or not including the agenda proposed by the shareholders

2. The company conducts the shareholders' meeting in the order of the agenda that has been informed in the meeting invitation letter. and not adding an agenda to the meeting without notifying the shareholders in advance. This is to allow shareholders to have the opportunity to study information for consideration of various agendas.

3. Appointment of directors to replace directors whose terms expired The Company allows shareholders to exercise their rights to appoint individual directors.

4. The company has a policy and strictly complies with the management of inside information. provided for acknowledgment only by relevant persons Reporting or dissemination of inside information can only be done by designated persons. In this regard, all directors and executives of the Company are aware of their obligations and responsibilities for inside information without using it for their own benefit.

5. Connected transactions of the company must be approved by the Board of Directors with the approval of the Audit Committee. Approval of transactions will take into account the best interests of the company with fairness. reasonableness of the transaction In addition, stakeholders or those who may have conflicts of interest in related transactions will not be able to participate in approving such transactions for fairness and for the benefit of the Company.

### **Role of Stakeholders**

#### **principle**

Stakeholders should be treated by the Company in accordance with their rights under applicable laws. The board should consider having a process to foster cooperation between the company and stakeholders in creating wealth. financial stability and sustainability of the business

In the corporate governance system, there are several important groups of stakeholders. Including customers, employees, partners Shareholders or investors, creditors and the community in which the company is located. society or government Other stakeholders include competitors and independent auditors, etc.

The Board of Directors should formulate a policy to treat each group of stakeholders by taking into account the rights of such stakeholders according to the law or agreement made with the Company. Should not take any action that violates the rights of those stakeholders. and compensation measures should be established in case stakeholders suffer damages from rights violations.

The board should develop a mechanism for stakeholder participation in enhancing the company's performance. to create sustainable stability for the business And important information should be disclosed to those stakeholders adequately. in order to be able to act in such participation effectively

The board should have a measure for whistle-blowing to the board on illegal violations. Accuracy of financial reports defective internal control system or unethical conduct and there should be a mechanism to protect the rights of such whistleblowers as well.

The board should clearly formulate a policy to take care of the environment and society.

### **Guidelines**

The company has given importance to the rights of all groups of stakeholders. Whether it is an internal stakeholder, including employees and executives of the company. or external stakeholders such as customers, suppliers, competitors, creditors, communities, society, government agencies and other

related agencies. To ensure that the fundamental rights of these stakeholders are well protected and maintained in accordance with the requirements of relevant laws and regulations. The company has proceeded as follows.

#### shareholder

- perform duties with honesty and fairness taking into account all shareholders and for the Benefits of the stakeholders as a whole
- Manage the company's business to be progressive, stable and generate good returns to shareholders.
- Take care not to lose any assets of the company. or wasted in vain
- Disclose both financial and non-financial data and information related to the business and operating results of the Company that are true, complete, adequate, consistent, timely and reflect the actual operating and financial status of the Company.

#### Trade partners and/or creditors/debtors

- Treat all trading partners and/or creditors/debtors with equality and fairness. taking into account the results Company's best interests and based on fair returns for both parties
- Avoid situations that cause conflicts of interest. including fulfilling the commitment.
- provide real information accurate report Negotiations are based on business relationships.

#### customer

- have a good attitude and give importance to customers Treat customers with willingness, enthusiasm, kindness and keep customer confidentiality. without using it for the benefit of oneself or others wrongfully including treating all customers equally

#### rival

- Do not damage the reputation of commercial competitors by making malicious accusations and without truthful information.
- Behave within the framework of good competition.
- Do not access competitors' confidential information by dishonest means or by other inappropriate means.

#### business stakeholders

- The company has clearly defined the procedures for approving connected transactions. to prevent conflicts of interest that may arise

## employee

- The Company realizes the importance of employees. And to achieve the set goals, the company has recruited and hired personnel with knowledge, ability and experience. to work and relate to the needs and growth of the company
- The company treats employees with equality and equality. by providing appropriate and fair compensation and welfare
- The Company places importance on personnel development. by establishing a clear internal personnel development plan Encourage employees at all levels to receive training to develop their knowledge. Including employment on fair conditions suitable for market conditions and in accordance with labor laws.

## society and public

- Take into account the public interest and do not do anything that will damage the reputation of the country. Natural resources, environment and public interest
- Don't act to help, support, or be used as a tool to avoid compliance with the law.
- Supporting environmental conservation and cooperate with employees, customers, government and private sectors including the general public To create a good image and understanding of the company's environmental management.

## **Disclosure and Transparency**

### **principle**

The board should ensure that the company discloses important information related to the company. both financial and non-financial information with accuracy, completeness, timeliness, transparency through easily accessible channels. Equal and trustworthy

Important company information includes Financial reports and other non-financial information according to the requirements of relevant government agencies.

The quality of financial reports is a concern for shareholders and outsiders. The board should therefore ensure that the information presented in the financial report is accurate. in accordance with generally accepted accounting standards and audited by an independent auditor

The Chairman and the Managing Director are in the most appropriate position to act as the “ Spokesperson ” of the Company, however, the Board of Directors may appoint other directors or executives to perform such duties instead. The appointed person should act with caution. In addition, the board should establish a unit or person responsible for “ Investor Relations ” to communicate with external parties such as shareholders, institutional investors, and investors. General investors, analysts and related government sectors with equality and fairness.

## Guidelines

1. The Board of Directors takes into account the importance of good corporate governance policies. It is a policy to ensure that the Company's business operations are governed with transparency and can be examined. Responsibilities are clearly defined. In addition, the company also places importance on internal control and audit systems and risk management. And taking into account ethics in business operations with fairness to partners, shareholders and all groups of stakeholders.

2. The Board of Directors is responsible for important business operations and corporate governance. The Company's financial statements and financial information are in accordance with generally accepted accounting standards in Thailand and are consistently applied. In this regard, the Board of Directors has appointed an Audit Committee consisting of members who are not executives and are sufficiently independent to be responsible for the accuracy of financial reports and internal control systems

3. The Board of Directors places importance on the disclosure of important information related to the Company in an accurate, complete, transparent, thorough and timely manner. The Investor Relations Department is responsible for disclosing information to shareholders and shareholders. Related person

4. The company discloses financial information. There is also a report on the Board of Directors' responsibilities for financial reports, together with the auditor's report accurately.

5. The company has set a clear and transparent policy on remuneration for directors and executives. The remuneration is in the same industry level and is high enough to look after and maintain qualified directors and managing directors. Remuneration for executives, excluding the managing director, is in accordance with the principles and policies set by the Executive Board. Which is linked to the performance of the company and the performance of the executives.

## Board Responsibilities

### principle

The board plays an important role in corporate governance for the best interest of the company. The Board of Directors is responsible for the results of their duties to the shareholders and is independent of the management.

The board should have leadership, vision and independence in making decisions for the best interests of the company and shareholders as a whole. The board should set up a system for clearly separating roles and responsibilities between the board of directors and the management. and supervise the company to have a work system that ensures that the company's activities are carried out in a legal and ethical manner.

The board should consist of directors with various qualifications. Both in terms of skills, experience, and specific abilities that are beneficial to the company. Including devoting time and effort in performing duties to strengthen the Company's Board of Directors.

The recruitment process for the Company's director positions to be appointed by the shareholders' meeting should be transparent. Free from the influence of controlling shareholders or management. and build confidence to outsiders

To ensure that the performance of duties of the Board of Directors is efficient and effective. The board should establish various committees to help study and scrutinize work as necessary. Especially in the case of impartiality in the diagnosis. and should set policies, roles, responsibilities Work processes such as conducting meetings and reporting to the Board are clearly defined.

Every director should understand well the duties and responsibilities of the director and the nature of business operations of the company. Ready to express their opinions independently and keep themselves up to date at all times. Directors should perform their duties with honesty. careful and careful By taking into account the best interests of the company and fairness to all shareholders. The information received is accurate and complete. In addition, all directors should dedicate sufficient time to perform their duties fully. It is the duty of the directors to attend every board meeting. Unless there really is a special reason.

Determination of directors' remuneration is directly related to the interests of directors. Directors should therefore not approve their own remuneration. The board should establish a transparent remuneration determination process and seek approval from shareholders. The level and composition of directors' remuneration should be appropriate and sufficient to motivate and retain qualified directors as required. But should avoid paying unreasonably.

## **Guidelines**

### Board structure

The Board of Directors consists of 9 qualified persons. Person consisting of 5 executive directors Person Non-executive Director 4 Person (Independent Director 4 persons , numbering more than 1/3 of the total number of directors) where the Chairman is an independent director and has no relationship with the management . and not the same person as the managing director In order to separate the duties of policy-making, supervision and routine management.

### subcommittee

2 sub-committees to monitor and supervise the operations closely and regularly report to the Board of Directors. which consists of Board of Directors Audit Committee The duties and responsibilities of each sub-committee are in accordance with the roles and responsibilities of each sub-committee.

### Roles, duties and responsibilities of the Board of Directors

1. The Board of Directors is knowledgeable, competent, skilled and experienced in a variety of ways that can exercise independent judgment and leadership. Responsible for determining the vision, mission, strategies, goals, business plans and budgets of the company. as well as to supervise the management to perform according to the business plan and budget with efficiency and effectiveness. as well as monitoring the results of operations to achieve the objectives and to comply with the relevant policies, rules, laws and regulations.

2. The Board of Directors has established a written corporate governance policy of the Company. and approve such policies and review them at least once a year .

3. The company has prepared a code of conduct of the company. The Board of Directors has approved the implementation. The company's code of conduct consists of the best conduct. Conduct of directors, executives and employees both toward the Company, colleagues, third parties and society according to good ethical principles.

4. The Board of Directors has considered transactions that may have conflicts of interest or related transactions or related transactions appropriately under the framework of good ethics. through the screening of the audit committee And disclose information about transactions that may have such conflicts of interest to the public.

5. In considering transactions that may have conflicts of interest Interested directors will not attend the meeting and abstain from voting on that agenda.

6. The Board of Directors places great emphasis on risk management. by appointing the Faculty The Audit Committee is responsible for setting risk management policies to cover the entire organization. There is also a system for monitoring and evaluating the effectiveness of internal control and risk management. by reporting to the Board of Directors.

### **Board of Directors Meeting**

The Company has set the Board of Directors' meeting schedule in advance. This allows the directors to manage their time and attend meetings, except for special agendas. The chairman or the number of directors required by law can call additional meetings as necessary. The Board of Directors has a regular meeting every 3 days. months. The Office of the Managing Director and Company Secretary will send the meeting invitation letter together with the meeting agenda. and supporting documents to the Board of Directors at least 7 days in advance of the meeting so that the Board of Directors has sufficient time to study the information before attending each meeting.

in every meeting The chairman of the meeting will ensure that each agenda is carefully considered and allow all directors to express their opinions and discuss together. and have high-ranking executives attend the meeting to clarify information as persons directly involved in the operation before voting on

each agenda. In addition, the minutes of the meeting are kept in writing and stored in an orderly manner for auditing.

#### Self-Assessment of the Board of Directors

The Company has a policy for the Board of Directors to assess the overall performance of the Board at least once a year in order to use the evaluation results to consider improving the performance of the Board Director.

#### Remuneration for Directors and Executives

##### 1. Remuneration for Directors

The company has set a clear and transparent policy on remuneration for directors and managing directors. approved by the shareholders' meeting which the remuneration is in the same industry level and high enough to will supervise and maintain the directors and the Managing Director with required qualifications.

##### 2. Executive remuneration

Executive remuneration is in accordance with the principles and policies set by the Board of Directors. which is linked to the Company's performance Company and Executive Performance.



## Attachment 6

### **Audit Committee Report**

Report of the Audit Committee for the year 2023

To Shareholders,

Company Audit Committee Sriracha Construction Public Company Limited consists of 3 independent directors as follows:

- |                            |                                 |
|----------------------------|---------------------------------|
| 1. Mr. Dusit Choopanya     | Chairman of the Audit Committee |
| 2. Mrs.Piyapa Chongsathien | Audit Committee                 |
| 3. Mr.Saravut Krailadsiri  | Audit Committee                 |

Audit Committee performed their duties with independence covering the scope of duties and responsibilities It is also supported by the Board of Directors. in order to be able to perform work in accordance with the charter and in accordance with the announcements of the Stock Exchange of Thailand (SET) and the Office of the Securities and Exchange Commission (SEC), which in 2023 the Audit Committee has There were 4 meetings in total and all members of the Audit Committee attended every meeting. The Audit Committee has worked with the management. The internal audit department and the auditor on the relevant agenda, requesting to report the performance as summarized below.

1. Review of financial statements The Audit Committee reviews quarterly financial information. And the 2023 annual financial report of the Company and its subsidiaries, including the consolidated financial statements that have been accurately prepared Sufficient information is disclosed. The auditor expressed his opinions in the report unconditionally and had a meeting with the auditor to discuss the independence of the auditor's performance of duties and expressing opinions. along with taking note of the observations as well as ways to improve that are beneficial to the company.

2. Review of internal control and internal audit The Audit Committee reviewed the internal control system of the Company and its subsidiaries. which covers accounting and finance Property custody Operations, monitoring, compliance with laws and regulations There is a check and balance mechanism by an internal audit unit that is independent and effective enough to review the Company's internal control system and internal audit system that are adequate, appropriate and effective.

3. Good Corporate Governance Review The Audit Committee has reviewed the implementation of the specified work system. To ensure that the company conducts business with ethics. And has complied with the law on securities and stock exchange. As well as the regulations of the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC), including other relevant laws. especially in regard to connected transactions and review the process of complaints and whistleblowing of corruption of the Company . In addition, the Audit Committee has evaluated the performance of the entire Audit Committee. and self-assessment according to the best practices of the Stock Exchange of Thailand

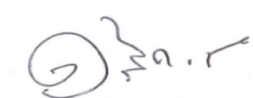
4. Risk Management Review There is a follow-up on the performance of the management together with the results of the work system audit. To bring to the meeting with the management to prevent and reduce the risks that occur in the work system. Including considering the risk management plan to be included in determining the audit plan of the internal audit department to be consistent and appropriate.

5. Supervision of internal audit work The Audit Committee reviewed and approved the annual internal audit plan. And the performance according to the plan, review the results of the audit by providing recommendations and following up on corrective actions according to the audit report on significant issues. To create good corporate governance and adequate internal control. The Audit Committee has considered that the Company adheres to the policy of good corporate governance. Important risk management is consistent with the Company's policy. As a result, the internal control system is effective enough to respond to both internal and external changes.

6. Consideration for selection and appointment of auditors for the year 2023. The Audit Committee has considered and selected auditors according to the Company's evaluation criteria, including independence in performance, quality, standards of performance. and the auditor is qualified according to the announcement of the Stock Exchange of Thailand and considered the remuneration to be proposed to the Board of Directors for approval at the Annual General Meeting of Shareholders for the year 2023 by nominating the auditor of AST Master Company Limited to be the auditor of the Sriracha Construction Public Company Limited Year 2023

In summary, the Audit Committee has performed the duties and responsibilities specified in the Audit Committee Charter, which is reviewed and approved by the Board of Directors every year. to use their knowledge independently and with caution careful enough for the benefit of all stakeholders equally The

Audit Committee is of the opinion that the Company's financial information reports are accurate. It is accurate, reliable and in line with generally accepted accounting standards. and the Company has adequate risk management. There is an internal control system. Proper and effective internal audit Including operating under good corporate governance. and complied with all laws related to the Company's business operations.

A handwritten signature in dark ink, appearing to read 'Dusit Choopanya', with a stylized circular mark to the left.

Mr. Dusit Choopanya

Chairman of the Audit Committee