



# ANNUAL REPORT

# 2023

(Form 56-1 One Report)

NCL International Logistics Public Company Limited

# Table of Contents

Message from The Board of Director	I
Member of The Board of Director	II

---

## 1 Nature of business and operating performance

Company structure and nature of business	2
Risk management	44
Sustainable development for business	50
Management discussion and analysis	63
General information and other significant information	83

---

## 2 Corporate governance

Corporate governance policy	88
Corporate governance structure and significant information of the board of director, sub-committees, management, employees, and others	116
Corporate governance report	135
Internal control and other related transactions	154

## 3 Financial report

164

---

## 4 Certifies the correctness and completeness

244

---

### Attachment

Attachment 1	Details of Board of Directors, Executives and Company Secretary	246
Attachment 2	Details of Directors of Subsidiaries and Associated Companies	258
Attachment 3	Details about The Head of the Internal Audit and The Supervisor of The Company	261
Attachment 4	Properties for Business Operation and Detail about the Asset appraisal items	264
Attachment 5	The Business Ethics	274
Attachment 6	The Audit Committee's Report	324

## Message from the Board of Directors

For the year 2023, many people believe that it will be the year that the economy grows exponentially because we are recovering from the 2019 coronavirus outbreak and the country has been able to open for a full year. The number of tourists returning will be like a springboard to make the economy grow compared to last year. But the growth rate was not as expected. The economy was recovering slowly. The cost of doing business has skyrocketed. Especially the interest rate, which the Bank of Thailand wanted to keep the interest rate high to have space to support when the economy encounters problems. In addition, in 2023, the value of exports decreased by 1% and the value of imports decreased by 3.8%. However, this is a condition that was consistent with the exports of many countries that were equally affected by the world economy, including geopolitical problems.

In 2023, the Company was affected by the economic slowdown. Operating results may not be as expected. However, 80% of the losses were non-cash expenses, namely allowance for impairment losses and estimates for lawsuits which were transactions that occurred from events in the past. In this regard, the Board of Directors and executives have adjusted the business strategy plan so that the Company can have continuous and sustainable growth. The Company has plans to expand its business in both logistics and non-logistics. Expanding the logistics business, the Company plans to increase sales personnel and expand the customer base, including the acquisition of small and medium sized logistics businesses. For expanding non-logistics businesses, the Company will consider and study the project which may be government projects or joint venture with another company by choosing projects that are not complicated and have low risks. In addition, the Company has changed its internal management structure, so that the management aims at the same goal and is appropriate to support the expansion of business operations.

In addition to our determination to develop our business for continuous and sustainable growth, as for good corporate governance, the Board of Directors and executives are also committed to conducting business with transparency according to good ethics, supporting anti-corruption and conducting business with consideration of human rights principles. It also campaigns and creates awareness for directors, executives, and all employees in the organization to be aware and act considering the impact on the environment, society and all stakeholders.

On behalf of the Board of Directors, executives, employees, and affiliated companies, we would like to thank all shareholders and stakeholders who always support and promote the business and operations of the Company. The Company is committed to conducting business under good corporate governance and providing efficient and effective customer service to develop and grow continuously, firmly and sustainably according to the organization's goals further.



Adm. Surapong Amnucksoradeja  
Chairman



Mr. Pongthep Vichaiikul  
Chief Executive Officer

## Board of Directors



Adm. Surapong Amnucksoradeja  
Chairman / Independent Director



RAdm. Pattana Pibultip  
Audit Committee / Independent Director



Mr. Priyong Teerasathian  
Audit Committee / Independent Director



Mr. Parnkorn Kirativarasedt  
Audit Committee / Independent Director



Mr. Pongthep Vichaikul  
Director / Executive Committee /  
Chief Executive Officer (CEO)



Mr. Wit Sangwitayanon  
Director / Executive Committee



Mrs. Ravipa Koekkaivan  
Director / Executive Committee



Mr. Harit Rattanaparinyanon  
Director / Executive Committee





# Part 1

Nature of Business and Operating Performance

# STRUCTURE AND OPERATION OF THE GROUP

## Policy and Business Overview

The Board of Directors realizes the importance of the Company's business operations and so determines the Company's vision, mission, goals and strategies. Such designations are annually reviewed to be comprehensive, clear and to indicate the direction, goals, and reflect on the identity of the Company, as well as evaluating the economic situation at both the macro and micro levels that affect the Company's business

operations. This is to improve the business plan to ensure proper operations and competitiveness, leading to the goals set by the Company. In addition, the Board of Directors and sub-committees oversee that the Company follows Principles of Good Corporate Governance prescribed by the Stock Exchange of Thailand.



### Vision

Being a leader in providing integrated logistics services with international standards that is the first and best choice for the Company's customers and partners.



### Mission

Operating a business providing integrated logistics services with personnels who have knowledge and expertise and provide services to customers with sincerity, as well as creating an efficient network of trade partners and foreign offices.



### Goal

Being professional helps reduce logistics costs to increase efficiency and create satisfaction for customers as much as possible.

Creating income for the Company for sustainable growth and expanding the income base to non-logistics businesses.



### Operation Strategy

Developing personnels to have knowledge and ability to provide services to customers which can offer a comprehensive range of services, from consulting to planning and sourcing the most appropriate transportation methods and management so that customers can transport on time with the lowest cost.

Working with powerful local and international partners to provide transportation services to destinations in countries around the world.



# Significant change and developments over the past 3 years

## Significant events in 2023

MAY

- The Company sold investment in Grace Water Med Company Limited which manufactured dialysis solutions and held 52.80% of the shares, for a value of 43.90 million baht. The Company realized profit from the sale of investments in the amount of 19.85 million baht in the consolidated financial statements and 21.11 million baht in the separate financial statements.

JUNE

- The Company purchased investment in Meta Freight and Logistics Company Limited, which operates the same freight forwarder service business as the Company in order to expand its business and increase its customer base. The total acquisition value is 64 million baht, with a shareholding percentage of 100% of the total number of shares.

DECEMBER

- Senior executive - Mr. Kittu Phuathavornsakul retired early, and resigned from being a director of the Company and from every position in the Group effective on 31 December 2023. The Company paid compensation for early retirement in the amount of 38.55 million baht (before withholding tax)



## Significant events in 2022



### FEBRUARY

- Invested in a business that provides information technology system development services, Cheese Digital Network Company Limited, a company that operates Digital Marketing Services, for 125,000 shares, or 25% of the issued and paid-up shares as of business transfer date.



### MARCH

- The Company dissolved Suwan Bio Farm Company Limited, which operated the business of supporting research and development in planting, extracting, distributing, and developing herbal products from plants for medical and commercial with a shareholding proportion of 10,200 shares, or 51% of the total number of shares.



### APRIL

- The Company sold investments in Zim (Thailand) Company Limited in which the Company held 51% of shares to Zim Integrated Shipping Services Limited "ZIM" amounted to 5,100,000 baht.



### AUGUST

- The Company established Golden Supply Company Limited as a subsidiary company with a registered capital of 10,000,000 baht, operating a procurement and fulfillment business.

## Significant events in 2021



- The Company increased its registered capital by 11,250,000 baht to be registered capital of 124,788,062 baht by issuing additional common shares, to be ready and have financial liquidity for the Company's operations, and/or to support business expansion and investment of the Company in the future.



- The Company revised the terms of the joint venture contract with Zim Integrated Shipping Service Limited (Israel) to act as an agent for air cargo services, sole in Thailand.



- The Company joined with Eureka Design Public Company Limited to establish a joint venture company with a registered capital of 20,000,000 baht. The Company will hold shares in the proportion of 51% of the registered capital. The objective is to support research and commerce of the Faculty of Agriculture, Kasetsart University, regarding the cultivation, extraction, and distribution of hemp and marijuana for medical and commercial purposes in the area of Kasetsart University.

## Shareholding Structure of the Group

NCL International Logistics Public Company Limited ("NCL" or "the Company") has operated One-stop Service Logistics Solution Provider for land, air and sea transportation for more than 30 years. Since the start of business, the Company has grown continuously and is able to provide international shipping services for both less-than and full container load, including providing customs clearance services and being an agent in issuing goods to customers and warehouse services. Apart from business growth in international transportation services, the Company also operates a domestic transportation business using tractor-trailer trucks to create continuity of service to customers.

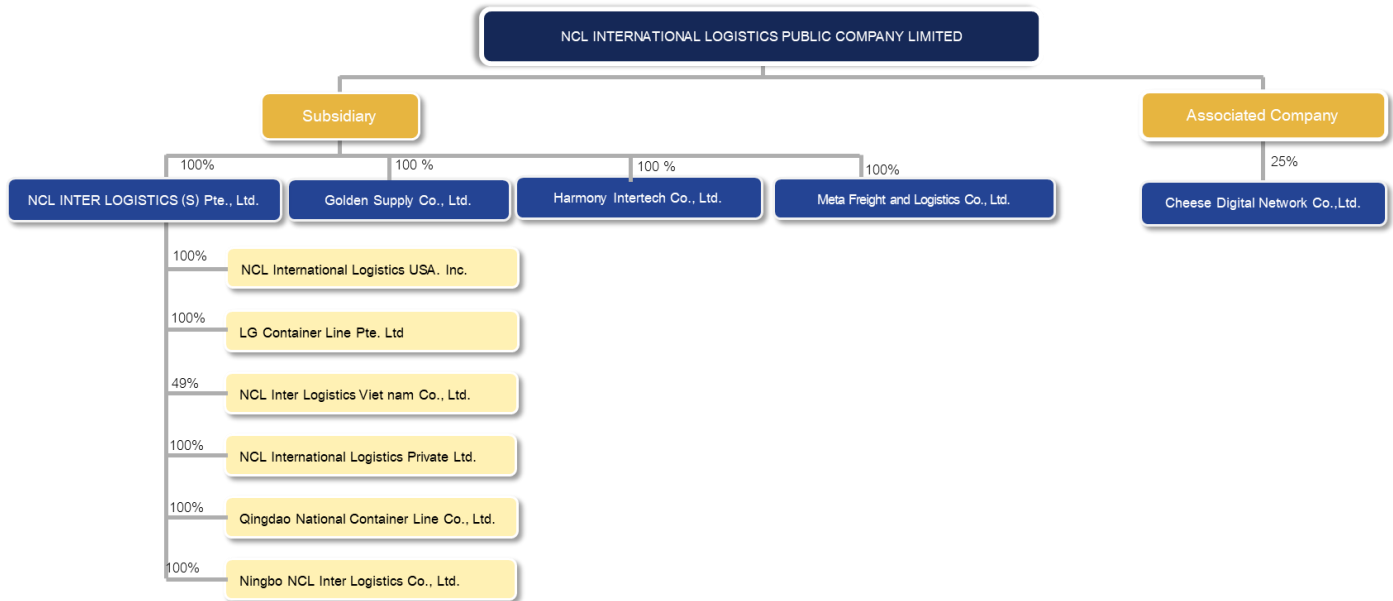
Providing logistics services requires knowledge and expertise and specialized experience since each customer's needs are unique and have different needs. The Company focuses on developing teams with expertise in each area to cover all aspects of logistics services and focuses on creating satisfaction for customers along with sustainable business growth.

In addition, the Company plans to expand its business in non-logistics areas such as participating in auctions for government projects, entering a joint venture with a company that has specific expertise, etc. This is to increase the income and stability in the Company's growth. Project selection is under the supervision of the Board of Directors to reduce risks that may arise in starting a new business.





## Shareholding Structure of the Group as at 31 January 2024



## Shareholding Structure of the Group

At present, the Company has subsidiaries, associated company and companies in which the subsidiaries hold shares ("the Group") engages in the business of providing transportation services by land, sea and air, which covers the delivery of goods in Full Containers Load (FCL) and Less than Containers Load (LCL), Door to Door, Custom's Broker, Shipper Owned Containers (SOC), container rental and domestic transportation by trucks and trailers, shipping agent by sea

and air, totaling 8 companies and another 3 companies of subsidiaries and associated companies doing other businesses as engaging in the business of providing support systems for digital content services through telecommunications channels and business for procurement and fulfillment business. 11 companies of the Company, subsidiaries, associated companies and companies in which the subsidiaries hold shares are as follows.

### 1. NCL International Logistics Public Company Limited ("the Company" or "NCL")

NCL International Logistics Public Company Limited ("the Company" or "NCL") is Logistics Solution Provider, registered in the Market for Alternative Investment on 11 November 2014. Currently, the Company has operated

with stability for more than 30 years which its registered share capital and issued and fully paid-up capital of 132.06 million baht, divided into 528.23 million common shares with a par value of 0.25 baht per share.

## 2. NCL INTER LOGISTICS (S) PTE. LTD. ("NCL(S)")

NCL INTER LOGISTICS (S) PTE. LTD. ("NCL(S)") was established on 25 November 2014 with SGD 500,000. During 2017 and 2000, the Company increased the capital for operation amounted to SGD 3.8 million. As at 31

December 2023, NCL Inter Logistics (S) Pte. Ltd. has registered and paid-up share capital totaling SGD 4.32 million which the Company has 100% of shareholding.

### 2.1 NCL International Logistics USA Inc.

Established in the United States on 23 February 2018 engaging in international logistics provider with USD 130,000 registered and paid-up

share capital. NCL Inter Logistics (S) Pte. Ltd. which is the subsidiary of the Company hold 100% of shares.

### 2.2 Qingdao National Container Line Co., Ltd.

Established in China on 18 May 2018 engaging in international logistics provider with CNY 5,000,000 and had paid-up share capital of CNY 750,433. NCL Inter Logistics (S) Pte. Ltd. which is the subsidiary of the Company hold

100% of shares. The company temporarily stops the operation to stop loss recognition due to the outbreak situation of coronavirus disease 2019 in China.

### 2.3 Ningbo NCL Inter Logistics Co., Ltd.

Established in China on 30 November 2018 engaging in international logistics provider with CNY 5,000,000 and had paid-up share capital of CNY 1,364,030. NCL Inter Logistics (S) Pte. Ltd. which is the subsidiary of

the Company hold 100% of shares. The company temporarily stops the operation to stop loss recognition due to the outbreak situation of coronavirus disease 2019 in China.

### 2.4 LG Container Line Pte. Ltd.

Established in Singapore on 27 July 2018 engaging in international logistics and containers provider. As at 31 December 2023, the company has SGD 2.69

million of registered and paid-up share capital. NCL Inter Logistics (S) Pte. Ltd. which is the subsidiary of the Company hold 100% of shares.

### 2.5 NCL Inter Logistics Vietnam Company Limited

Established in Vietnam on 17 July 2018 with VND 2,500,000,000 of registered and paid-up share capital. NCL Inter Logistics (S) Pte. Ltd. which is the subsidiary of the Company hold 49% of shares. On 13 May 2020, the

Board of Directors' meeting had a resolution to approve the closure of the company due to loss and operating expenses increased significantly. In addition, the situation of the spread of the coronavirus disease 2019 has affected the

transportation of goods, resulting income significantly decreased. Therefore, it was considered to close the company before being affected further for the benefit of the

Company and shareholders in the future. Presently, it is in the process of dissolution registration,

### 2.6 NCL International Logistics Private Limited

Established in India on 22 February 2019 with INR 5,000,000 (USD 70,000) of registered share capital and has INR 286,000 (USD 4,086) of paid-up share capital. The

company has yet started the operation. NCL Inter Logistics (S) Pte. Ltd. which is the subsidiary of the Company hold 100% of shares.

### 3. Golden Supply Company Limited

Golden Supply Company Limited was established on 8 August 2022 with 10 million baht of share capital and has 2.5 million baht of issued and paid-up share capital or 25% of

registered share capital. The company engages in fulfillment business and is the subsidiary of the Company which the Company holds 100% shares.

### 4. Harmony Intertech Company Limited

Harmony Intertech Company Limited was established on 15 February 2023 with 5 million baht of share capital and has 1.25 million baht of issued and paid-up share capital or 25% of

registered share capital. The company engages in fulfillment business and is the subsidiary of the Company which the Company holds 100% shares.

### 5. Meta Freight and Logistics Company Limited

Meta Freight and Logistics Company Limited was established on 1 April 2022 with 5 million baht of registered share capital and fully paid-up. The company engages in

international logistics provider and is the subsidiary of the Company which the Company holds 100% shares.

### 6. Cheese Digital Network Company Limited ("CDN")

Cheese Digital Network Company Limited ("associate company") was established on 8 July 2004 with 50 million baht of registered share capital, engages in providing digital content services through telecommunications channels. Presently, the Company holds 25% shares.

## Nature of the Business

NCL International Logistics Public Company Limited, subsidiaries and associates ("the Group") operates the business management of logistics service provider and produces and sells dialysis solution for kidney disease patients with an artificial kidney and distributing medical supplies for use in hemodialysis group and also invest in company with expertise in digital marketing and information technology system development.

### Revenue Structure

The Group's revenue, classified by services, as shown in the Group's financial statements are summarized below.

Revenue	2021		2022		2023	
	Million Baht	%	Million Baht	%	Million Baht	%
1. Revenue from services						
1.1 International transportation						
1.1.1 Sea freight	1,580.96	82.71	1,671.48	86.21	480.82	66.55
1.1.2 Air freight	140.72	7.31	18.17	0.94	6.90	0.96
1.1.3 Other services	0.05	0.01	0.05	0.01	0.04	0.01
Total revenue from international transportation	1,721.73	89.49	1,689.70	87.15	487.76	67.51
1.2 Domestic transportation <sup>1</sup>	45.02	2.34	109.44	5.64	155.19	21.48
1.3 Other services <sup>2</sup>	35.72	1.85	-	-	-	-
Total revenue from services	1,802.47	93.68	1,799.14	92.79	642.95	88.99
2. Revenue from sales of dialysis and products <sup>3</sup>	90.33	4.70	104.45	5.39	45.03	6.23
3. Other revenue <sup>4</sup>	31.10	1.62	35.33	1.82	14.67	2.03
Profit from disposal on investment in subsidiary	-	-	-	-	19.85	2.75
Total revenue	1,923.90	100.00	1,938.92	100.00	722.50	100.00

- Remarks**
- 1) Revenue from domestic transportation by trucks and trailers
  - 2) Revenue from other services is the provision of consulting, managing and supporting the sales of medical tools
  - 3) Revenue from sales of dialysis and products belong to Grace Water Med Company Limited which was subsidiary since 1 March 2018
  - 4) Other revenue is consulting fees, rental income, gain on exchange and interest income etc.





# Nature of Products

## Logistics Service Provider Business

Includes planning, managing, and offering solutions to problems for customers. This is to ensure that the process of moving customer goods from origin to destination in the shortest time and at the lowest cost. The services provided by the Group of companies can be divided into 2 main groups which are international transportation management services and domestic transportation services. Each service is detailed below.

### 1. International transportation management services

Include managing the movement of goods from loading points for export from Thailand to destinations in more than 180 countries, covering all main trade routes around the world and being the person who manages the movement of goods from various countries to the loading points into the country. The Group provides transportation services by both sea and air which is a transportation management service provider that does not have its own ships or airplanes. But it will procure ships or planes slot as well as containers from shipping operators which include ship companies and airlines providing services to customers. In addition, the Group also coordinates with partners in various countries to be able to provide goods movement services from overseas ports or airports to destinations within those countries as well. In this regard, income from such services is the main source of income of the Group. The Group's international transportation management services can be divided according to transportation methods as follows:

#### 1.1 International sea transportation:

Currently, the Group provides sea transportation services covering all 5 continents: Europe, America, Asia, Australia and Africa, covering over 180 main ports in

important trading zones in various countries. Sea transportation can be divided into 3 types.

#### ➤ Full Container Load: FCL

Suitable for customers with large volumes of goods to rent an entire container to contain the goods of that customer alone without the need to share containers with other customers. The Company will provide services for sourcing containers of various sizes that are appropriate, arranging ship lines according to the schedule and customer's requirements, serve as a custom broker and goods issuance agent.

#### ➤ Less than Container Load: LCL

which is suitable for customers with fewer goods for transit, the quantity of which is not economical to warrant the renting of a whole container solely for their goods. The Company will gather goods from individual customers and allocate loading space in the reserved container, and then it will calculate the space and place the goods suitably for their types and requirements of each customer. This is to ensure that each customer's goods are put in the same container safely and are delivered on time at the lowest cost. However, since the majority of the customers are operators rendering freight transport services as the Company, they have the abilities to handle their own customs documentation on their own.



### ➤ Shipper Owned Container: SOC

The Group will provide services for providing empty containers to customers to be used to pack their own products without waiting for containers from the shipping line. And if some shipping lines do not have containers available to serve customers, the Group will provide containers instead to let customers use the container service for packing products.

Providing container rental services, the Group will purchase and rent containers to provide customers who are transportation operators same as the Group.

#### 1.2 International air transportation:

This is a fast mode of transport, which takes a shorter time to transport goods to destinations compared to sea freight transport. However, as it bears a higher cost, it is suitable for transporting perishable or temperature-sensitive goods, such as fresh fruits and vegetables, goods with that are high value or need special care, e.g., gems and gold, as well as goods with a low weight and quantity that require fast delivery, e.g., documents and printed materials. The Company finds an airline according to the customer's schedule and requirements and serves as a customs broker and a goods issuance agent. Currently, the Company can provide air shipment services to over 180 countries.

#### 1.3 Other services:

The Company provides services concerning customs formalities and relevant documentation and serves as a goods issuance agent. The services require experts in customs formalities and regulations pertaining to importation and exportation so that the customers can comply with relevant laws in each country and receive or send goods on time.

## 2. Domestic transportation

The Company provides domestic transportation services using trucks and trailers to expand the scope of service to customers who already use international transportation management services with the Company and also to expand the business by relying on expertise in transportation management services to provide services to customers who want to deliver goods within the country by road with trucks and trailers. The Company has trucks and trailers for connecting to a truck to transport goods. The Company's trailers are both herringbone models, which are designed for use with containers and a flatbed type that can be used to place containers or place goods directly on the trailer. The Company's domestic product transportation services has a service route from the product manufacturing factory to the product loading point to prepare for export from the country and from the point of loading and unloading goods imported from abroad to factories or various destinations in the country, including moving goods from the origin to various destinations in the country as required by the customer. The Company has service points for transporting goods within the country as follows:

➤ Service point at Hat Yai:

Located at Hat Yai, Songkhla

➤ Service point at Surat Thani:

Located at Phunphin, Surat Thani which offers both short and long-distance transport service. The short-distance transport takes not over one day, which involves delivering goods from factories in Surat Thani to ports or railway stations within the same province or to ports in the southern region, such as the Phuket Port. The long-distance transport takes more than one day, which involves delivering goods from factories in Surat Thani to Bangkok or other provinces and sending goods from destination provinces or nearby provinces back to the southern provinces.

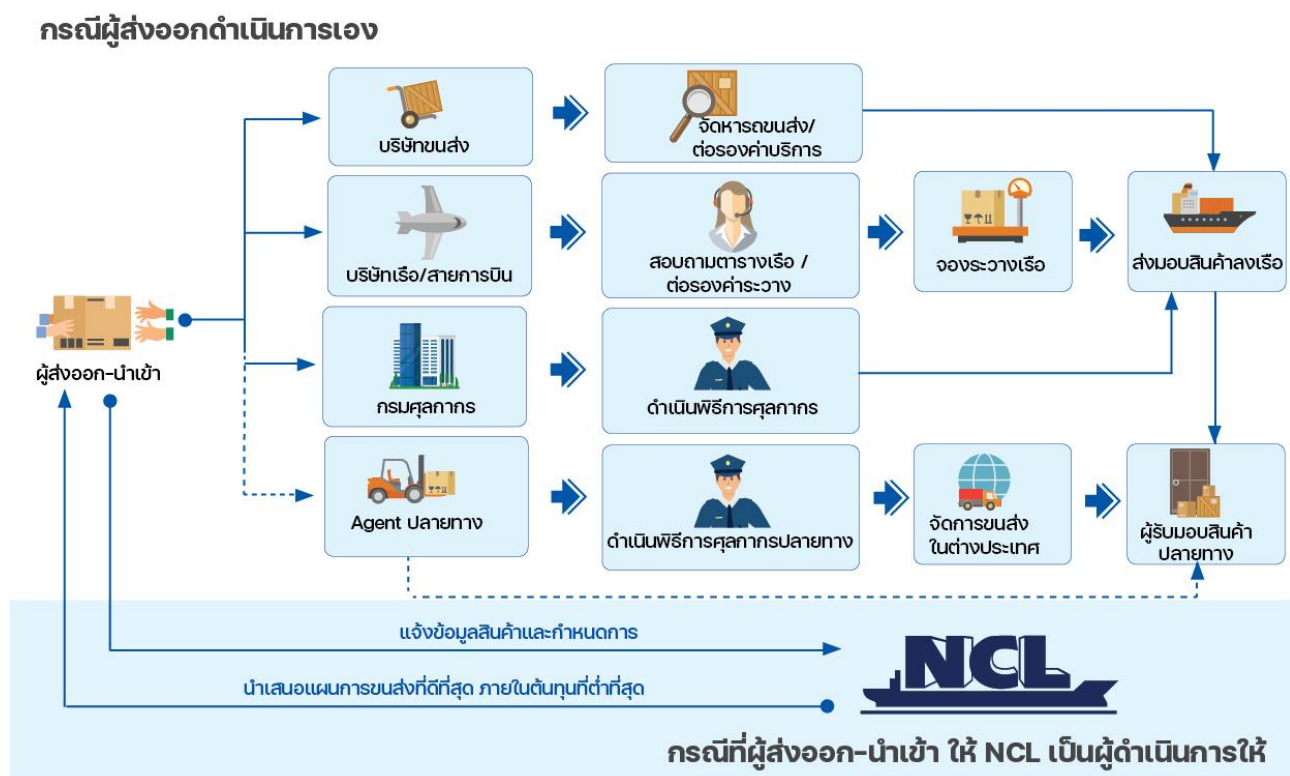
➤ Service point at Laem Chabang, Chonburi:

Located at Sriracha, Chonburi. Currently, there are short distance transport services as delivering empty containers to pick up products from Laem Chabang warehouse to Laem Chabang port and Khlong Toei port and long-distance transport service is to pick up products from the central and eastern provinces to Laem Chabang port and Khlong Toei port.

➤ Service point at Lat Krabang:

Located at Rom Klao bus terminal, Lat Krabang district, Bangkok. Currently, there are short and long-distance transport services as transportation from Klong Toei port, Sahathai port, BMT port in Samut Prakan province to the central, southern and northeast.

## Summary of nature of NCL's logistics management services



## Other businesses

### 1. Invest in digital business

On 31 January 2022, the Extraordinary General Meeting of Shareholders of NCL International Logistics Public Company Limited resolved to approve the investment in a business that operates Digital Marketing Services business by holding a proportion of percent which divided into 3 types of business service. 1. Digital content gateway service provider is a service provider of digital content support service in Thailand with a comprehensive platform for managing content, news, information, and entertainment. The services provide the transition of various new technologies and continuously expansion of services to meet all lifestyle in digital era. 2. Project based digital solution which provides various development system services especially in information technology system related

to network connection of mobile operators, digital content services and ability in developing system to handle large amount of data. Mostly, this Company always trusted by large enterprise, government, and private agency to develop large networks, digital content management, online marketing platforms, and other technology systems such as advertising and public relations via mobile phones, delivery of electronics coupons (E-coupon) via SMS 3. Digital Agency is an online media and advertising business which provide services in online advertising placement to entrepreneurs and marketing platforms developers for most effective advertisements and public relations to products and services with having private corporation, government, and SME as primary target audiences.

### 2. Procurement of products or services

The Company established new subsidiaries; Golden Supply Company Limited and Harmony Intertech Company Limited which hold 100% shares. This is to expand non-logistics business. The two subsidiaries will carry out business related to purchasing, procuring, or possibly providing installation services for equipment as

specified by customers. The subsidiary companies will order or procure when receiving an order or commissioning a project from a customer. There is no advance order policy. The various projects that the subsidiaries carry out will have different characteristics and/or qualifications.

# Market and Competition

Competitive strategy of main business is to provide transportation management service as follows.

## 1. Personnel with expertise and commitment to services

Providing international transport services requires an understanding of exportation and importation-related regulations and laws of different countries. Because the regulations and laws vary to countries, the Company provides staff with expertise in international transport business to serve the customers. It has two licensed staff members that are customs specialists, who provide advisors for other staff in different departments to ensure compliance with relevant regulations and laws. This makes the customers feel confident that the Company will comply with relevant regulations and laws, that it will receive or deliver goods on time, and reduce potential errors.

In addition to the personnel possessing expertise in relevant regulations and laws, the Company has staff members equipped with adequate experience in the

international transport business who have worked for the Company for at least five years. Thus, they are able to give advice based upon their real work experience, such as advice on the reservation of sea freight during low export volumes or proper placement of goods from different customers in the same container to optimize the space being used to reduce transport costs of the customers.

In addition to supporting and developing personnel to equip them with expertise in their responsibilities, the Company aims to instill work values in them – having commitment and integrity to serve the customers. The Company believes that the work values approach is a key factor that enables it to serve customers efficiently and to build good relationships with them.

## 2. Development of service quality

Being aware of the importance of logistics management because the logistics cost is the customers' major cost, the Company is committed to continuous optimization of the service process. In terms of international transport services, the Company has developed the Freight Log system, an IT system that links to the customer database to manage documents required for the importation and exportation within the shortest time. This allows the Company to prepare the bill of lading and delivery order, which are

important documents required for goods issuance, within one day. In addition, the Company's staff can check the status of documentation of the client via the intranet, which connects to the central network, which allows them to render services for the customers without restrictions related to the workplace.

As for domestic transport services, the Company has utilized a global positioning system (GPS) for tractor heads in order to track their location and speed in real time. This enables

the Company to plan transport routes and track the delivery status for the customers. Moreover, the Company Obtained the safety standard ISO 9001:2015 to increase confidence in our customer service standard for land transport by tractor. The

### 3. Full range of services

The Company is committed to serving as a total logistics provider. Its services include planning and providing transport methods that are suitable for the customers' goods and requirements and comply with laws and regulations in different countries; sourcing and booking sea or ship freight at the lowest cost; loading goods in containers safely with optimized use of space; managing

Company certified ISO 9001:2015 safety standards to increase customer confidence in service standards for land transportation services by tractor heads and trailer trucks as well.

customs clearance and relevant documents to ensure that the Customers will send or receive goods on time; and following up and coordinating with overseas business partners for goods transport and distribution to destinations in different countries. Its trade partners are in more than 180 countries worldwide.

### 4. Creating business partners

The Company's continual development of its service system and its 30-year-long business has resulted in the Company being trusted by other local small-scale transport operators to serve their customers. Small-scale operators with a limited range of services can offer a more comprehensive range of services to their own customers by using the Company's services. As a result, the Company is considered to be the center of consolidation for small-scale entrepreneurs. For the Company, these small-scale operators are regarded as its business partners that refer business activities from retail customers across the country to the Company.

The Company is also seeking business partners who are logistics providers in different countries to serve as its agents that can coordinate the services in different countries. Currently, the company has 80 business partners in 30 countries, which allows the Company to serve clients from Thailand to destinations in more than 180 countries worldwide. Moreover, the Company's business partners share information about market opportunities for target customers to allow for the expansion of the customer base. The Company can also expand its customer base by coordinating services for its business partners' clients residing in Thailand.

## 5. Investing in opening an office to provide transportation management services abroad

As the Company has gained trust from overseas operators, the Company anticipates the opportunity to expand transportation services from abroad to other countries by opening an office in a foreign country which has

executives and local teams that have experience in doing business in that country, causing the group to gain more income from overseas activities.

## 6. Potential for cost management

Since the start of its business, the Company has been able to build its local and foreign trade partners' confidence in its services, which has resulted in the Company continually growing and expanding its customer base. The Company's consistent transport volume helps it to negotiate with its trade partners, such as shipping lines and airlines, about booking schedules for the delivery of freight on ships or planes as required by the customers. Also, this allows the Company to negotiate about the management of freight charges, which is the major cost of its services. Furthermore, having business partners in various countries allows the Company to share information about cost management for services in different countries to maximize its benefits.

In 2022, the situation of the Coronavirus disease starting in 2019 (COVID-19) outbreak improved after a severe outbreak in 2020–2021. The key factor was that the public received widespread vaccination, which led to the country's economy beginning to recover. The driving force of the economy in 2022 came mainly from domestic consumption, investment, and domestic tourism to compensate for the slowdown in exports due to the global economic situation.

However, the Company has developed a business management strategy under the uncertainty that may arise from various factors such as a sluggish economy, fluctuation

of exchange rates, fluctuation of oil prices which is a transportation cost, and new regulations and policies related to the Company's business operations.

Strategic business management as mentioned above, some cases may not meet the target set by the Company due to factors such as the economic slowdown, oil prices which are the cost of transportation. New regulations and policies that are relevant to the business of the Company and Situation of the epidemic of Coronavirus disease starting in 2019 (COVID-19). However, if the problem occurs, the Company will immediately take corrective action with customers to continue the business. Finally, if the Company believes that its business operations are not in line with its goals, the Company will have to consider the decision whether or not to stop or continue its business in order to limit the scope of damage to a limited extent, such as the case of stopping freight from the port of Ranong to Myanmar which the Company invested in March 2015 and ceased operations in July 2015. In such cases, the Company encounters problems due to uncertainties and changes policies in removing cargo from port and checking container which affect the operations and goals of the Company, to make this point as the freight transport hub to Myanmar or closure Stop operation, and sell foreign investments in 2020 due to the coronavirus epidemic situation 2019.



## Characteristics of Customers and Target Customers

### 1. International transportation management service business

**The Operators of Exporter and Importer** These are factories that produce products (Manufacturer), including traders and distributors, etc., for example, rice traders, rubber, tire, and consumer goods, etc. These customers usually have enough freight to rent a container for their own containers. These customers usually use FCL, SOC transport services.

**The Operator of Freight Forwarder** These customers are entrepreneurs, providing transportation management services. as well as the Group. But their volume of shipping containers is not enough to rent the entire cabinet.

### 2. Domestic transportation business

Target customers of this business are entrepreneurs in various industries and businesses as well as manufacturer, or trader, distributor that transports goods to destinations in the

country, for example, rice traders, rubber producers, beverage distributors, construction material traders etc.

Since the Company's customers are widespread across 2,000 to 3,000 businesses, both in the agricultural and industrial sectors, including logistics service providers, the Company therefore does not rely on any customer for more

than 30% of its revenue from service each year. By year 2021 and 2022, does not have the Company provided services to customers more than 15% of revenues.

## Sales and Sales Channels

The Group uses both direct and indirect distribution channels. Direct sales channels include direct contact with customers through our marketing and website staff. [www.nclthailand.com](http://www.nclthailand.com) of the Company. The Group is divided into 3 sections according to customers' groups to keep up with the news and provide services that can respond to the needs of each group of customers as much as possible, including the Freight Forwarding Department (FF), the Non-Vessel Operating Common Carrier Department

(NVOCC), and the Truck Department (Truck). The marketing and sales staff will be responsible for contacting both target customers by phone and an appointment to present the service.

The Group's indirect distribution channels are based on the recommendations of its existing customers, and from the introduction of our trading partners, which include the Company's agents. They are the operators in the domestic transportation business. These agents will act as

coordinators in the shipping management services in their respective countries. On the other hand, they will recommend or assign to the Group as a customer care agent in the management of transport services in Thailand. At present, the Company has established a memorandum of understanding with about 80 agents around the world. The introduction of these new clients is the key distribution channel of the Group.

In addition to the direct and indirect distribution channels mentioned above, the Group also has a channel for public relations, allowing its partners and clients to become acquainted with the group, both domestically and internationally, including Association of Thai Chamber of Commerce, the Customs Broker and Transportation Association of Thailand, Association of Freight and Logistics as well.

## Industry and Business Outlook



Overall, in 2023, exports were worth 284,561.8 million USD, contracting 1.0% compared to the same period last year. Imports were valued at 289,754.3 million USD, contracting 3.8%. Trade balance in 2023 has a deficit of 5,192.5 million USD. Products related to oil, gold and military equipment expanded by 0.6%. The top 10 agricultural and agro-industrial products include (1) fresh, chilled, frozen and dried fruits (2) rice (3) cassava products (4) rubber (5) canned and processed seafood (6) sugar (7) processed chicken, (8) pet food, (9) wheat products and other prepared foods, and (10) beverages. The top 10 industrial products include (1) automobiles, equipment, and components (2) computers equipment and components (3)

gems and jewelry (4) rubber products (5) refined oils (6) electrical circuit boards (7) plastic pellets (8) machinery and machine components (9) chemicals and (10) iron and steel. The top 10 export markets in 2023, in order of export value in USD terms, are (1) United States (2) China (3) Japan (4) Australia (5) Malaysia (6) Vietnam (7) Hong Kong. (8) Singapore (9) India and (10) Indonesia.

Thai exports are also affected by the Russian-Ukrainian geopolitical problems, the short recovery of China's forecasts, and product price levels that affected consumer decisions caused by inflation remaining stable at a high level, following an increase in interest rates to alleviate the effects of inflation which resulted the contraction of consumer loans. However, Thai exports can still be above the average level of the past 5 years (2018-2022) with important supporting factors, for example, the baht depreciates, worldwide food reserve needs, reduced freight and transportation costs, and the operations of the Ministry of Commerce, both proactive and in-depth to expand market share in main markets, increase exports to new potential markets by accelerating negotiations on a new trade agreement continuously, including promoting Thai

products through new trade channels such as digital trade platforms and online business matching, etc., as a result, Thai exports in 2023 will shrink less than the prediction of many agencies. The supporting factors include (1) the recovery of the global supply chain, semiconductor problems solved which it has a positive effect on the export of automobiles and components related products such as vehicle tires including the recovery of electronic products (2) Demand for agricultural products and food to reserve for food security concerns, restrictions on agricultural exports of some countries affected by the El Niño phenomenon which it is an opportunity for Thailand to export products for replacement (3) Demand for environmentally friendly products is increasing from policies that promote the transition to clean energy, supporting the expansion of exports of related products (4) Growth of the digital economy causing the demand increase for products related to communication technology (5) Separation of the US-China supply chain is more clear which Thai products have the benefit of becoming alternatives (6) Working together of the Ministry of Commerce and the private sector in terms of facilitating trade and accelerating the resolution of export problems, such as solving the problem of contamination in exported cars to Australia, opening additional border

checkpoints with neighboring countries after closing them since the outbreak of COVID-19, etc.

The contraction in imports and exports was caused by the problem of the world economic slowdown. The policy interest rate is still high in many countries, affecting the purchasing power of trading partners. In particular, the European Union faces the problem of inflation, affecting the purchasing power of Germany consumers which is the largest economy in the European Union. In addition, an important trading partner like China's economy grew lower than expected due to the real estate crisis and China's self-reliance policy, affecting the export of some Thai industrial products such as chemicals, plastic pellets, steel and products and air conditioners, etc., together with the problem of geopolitical conflicts that are still protracted, whether the US-China or Russia-Ukraine, and in 2023 there was a declaration of war between Israel and Hamas which it has expanded to include attacks on merchant ships in the Red Sea by the Houthis in Yemen, affecting the shipping sector and may cause the conflict to expand at the regional level creating uncertainty for the recovery of the world economy causing trade and investment to slow down.

### Important events affecting exports in 2023

#### Adaptation of global supply chains

At the beginning of 2023, Thai exports faced obstacles from geopolitical conflicts which would be consequences from 2022, but there is a better recovery trend. All countries are improving their supply chains in response to the crisis, for example, importing more products within the region, entering long-term trading contracts to prevent risk and finding alternative sources of raw material imports. These are all measures to help alleviate the impact of supply chain problems causing the world's manufacturing sector to begin to recover and the trade volume has begun to expand again. This is due to increasing the production capacity of industrial products and agricultural products to solve the shortage problem in previous years. In 2023,

#### Global policy interest rates have been high throughout the year

the supply of many products will begin to return to the market, such as the quantity of semiconductors that is sufficient to support the expansion of the industry, especially the automobile industry, electronic industry, and electrical appliances. Agricultural supply chains unraveled during the Russo-Ukrainian war, causing products such as grains, that were previously in short supply, to be exported more as replacements from many countries.

From the inflation rate that continued to expand from the previous year and to cope with such problems, Central banks of almost every country have therefore taken monetary measures by increasing the interest rate policy to control inflation back into the target range causing inflation to begin to slow down. However, the increase in interest rates affecting people's consumption decisions, especially consumer loans and home purchase loans. As a result, world trade in the first half of the year was heavily affected, especially the Eurozone economy is still affected by rising energy prices after the conflict with Russia. In addition, rising interest rates cause bond yields to soar, attracting large amounts of investment into the bond market and affecting the demand for other speculative products such as gold. In 2023, Thailand's gold exports shrank by 15.5% compared to the previous year. However, the world is adjusting to energy balance again. Energy problems are solved both directly and indirectly, such as finding alternative import sources, issuing measures to reduce energy use, supporting products that make energy use more efficient, etc. These measures have helped inflation to continue to slow down, as a result, during the 4th quarter of 2023 onwards, we began to see signs of slowing down the hikes of interest rate policy of central banks in many countries. This signals the end of the upward cycle of inflation and interest rates. Consumers are therefore starting to see the possibility in the future that products and services will be cheaper which creates confidence in people's spending and allow Thai exports to expand again at the end of 2023.

#### US economy Returning to strong growth

The United States has returned to growth compared to other countries, especially Europe and China, where their economies have slowed significantly from the wage increase making spending in the United States still growing well. GDP in the 3rd quarter of 2023 of the United States expanded as high as 4.9% compared to the same quarter of the previous year and continues to expand in the 4th quarter of 2023 (estimated by the Bureau of Economic Analysis) at 3.3%. The resilience of the US economy that was able to escape the recession outstandingly. Meanwhile, the US Federal Reserve has signaled its readiness to reduce interest rates periodically. Manufacturing and construction sectors are recovering, as a result, Thai exports to the United States are continuously expanding.

Real estate crisis in China and the economic recovery was not as expected.

After the COVID-19 crisis, world trade has begun to expand again. Countries are accelerating exports to make up for lost growth during the COVID-19 outbreak. Meanwhile, the world is expecting China, which is a large export market in Asia, to recover to support exports from other countries again. However, the rate of Chinese economic recovery was not as many parties expected. Chinese economy is growing at a gradual rate but this is different from what analysts expected that the Chinese economy would return to grow at the same level as before COVID-19 due to the lockdown according to the zero-COVID policy in the past, caused the Chinese economy to lose much of its economic momentum. Moreover, the number of businesses in China that had to exit the market due to lack of purchasing power. People at wealth levels are decreasing due to lack of income from reduced economic activities. And the most important thing is the real estate market in China is facing a crisis due to lack of financial liquidity, together with the use of policies emphasizing the production of products within the country to reduce reliance on imports. It is an important factor that causes Thai exports to China in 2023 to continuously shrink.

Breaking down the US-China supply chain is more clear

The condition of supply chain decoupling has been talked about a lot since 2021, but it will become clearer in 2023 after the United States Make serious efforts to exclude China from the global supply chain by limiting access to advanced technology products such as semiconductors, cutting-edge equipment that may be used in defense, raising tariffs on several imported products exported from China, including promoting trade within the region through more agreements at various levels in order to reduce China's role in trade and investment which Thailand and countries in Southeast Asia get benefit from multinational companies affected by setting up production sites in China, starting to move more investment into the ASEAN region as well as many products that Thailand has the ability to produce and export instead of China. Results of a study of supply chain decoupling of key industries between the United States and China and implications for the Thai economy and trade, it was found that the decoupling that occurred, caused the United States and China to play a reduced role as trading partners with each other. Especially, China's market share in the US market clearly decreased because the United States turned to importing more products from Thailand and Vietnam instead.

Environmentally friendly products have higher demand

Changes in electric vehicle technology and the growth of the digital industry cause the world's energy demand to increase, while the problem of energy price fluctuations become an accelerating factor that causes consumers to change to using products that reduce energy use. Many countries also need to prepare for new trade measures that emphasize a greater environmental focus, such as the US and EU's green measures. Importers therefore began

#### Using measures to limit agricultural and food exports due to drought problems

to adjust by finding substitute products that fit these conditions, especially clean energy such as solar cells, which Thailand's exports have continued to expand throughout 2023.

The world is facing crises of inflation and food security. Meanwhile, the drought situation has caused decreases in the production of agricultural and food products in many regions. This causes more demand for food products to increase the amount of food reserves in the country, especially the ASEAN and South Asian countries. By the end of July 2023, India, which is the world's largest rice producer and exporter, issued an announcement prohibiting the export of rice produced in the country. The only exception is basmati rice which can still be exported. This is to stockpile rice in sufficient quantities for domestic use due to concerns that there would not be enough rice from drought problems and to cater to the consumption of over 1,300 million Indian people. In Thailand, although many Thai agricultural products have decreased in quantity, however, Thai export products benefit from increased global demand and prices due to the El Niño phenomenon that causes drought, especially rice and sugar which continued to expand at the end of the year. Information from the Food Institute which is an agency in the Ministry of Industry network, revealed that in 2023, Thailand was the 12th food exporter in the world, improving 3 places from 15th in the world in 2022.

#### Israel-Hamas geopolitical conflict

It happened in the early part of Q4 2023 after a blitzkrieg attack by the Palestinian armed group Hamas. and held more than 200 hostages since 7 October 2023, followed by the launch of Israel's offensive in the Gaza Strip. which resulted in many deaths. The war spread widely and involved many people, although Thailand was very little affected. This is because Israel's share of Thai exports is only 0.2%. But one incident that has had an impact on global trade is the Houthi militia in Yemen, which opposes Israel, attacking merchant ships in the Red Sea which it is an important sea transport route in connecting trade from Asia to Europe. As a result, shipping operators have had to divert around the Cape of Good Hope at the southern tip of Africa, increasing transit times by 10-14 days. There was a problem of backlog of goods at the port. Ship lines are experiencing a shortage of ships, containers and loading and unloading equipment causing the transportation cost to increase each round. While some products require expedited air transportation instead. causing additional costs to increase. In the short term, the impact may not be clearly visible, but in the long run, if the conflict situation is not resolved, it may be a factor that pushes product prices and inflation to rise even further, and thus the world must make greater efforts to solve such problems.





Even though there are events that have a negative impact on Thailand's exports. Exports in 2024 are expected to expand further as the recovery of the world economy after inflation has slowed down and returned to target. The cycle of interest rate increases is likely to end, and private sector economic activity will gradually improve. There are supporting factors from the increased world trade volume. The world economy is gradually recovering. The hike of interest rate policy is likely to end after inflation pressure eased and began to return to the target level. Food security concerns from drought and geopolitical conflicts have a positive impact on agricultural and food exports. Meanwhile, the recovery of electronic products coincides with the digital economy's high expansion, which is beneficial to Thai exports of electrical appliances and electronic products. While there are risk factors from geographic tensions which

it may be a trade barrier, increasing the risk that the supply chain will be disrupted affecting the world economy and Thai exports. Commodity prices on world markets fluctuate. El Niño may affect the volume of Thai agricultural exports. Emerging markets recover slowly due to the financial crisis and rising public debt. The Ministry of Commerce's export working target for 2024 is set to expand by 1%-2%, accounting for the value of 287,407-290,253 million USD (9.9–10.0 trillion baht). In 2024, the Ministry of Commerce has activities to drive exports together with the private sector, with plans to organize more than 400 export promotion activities, such as penetrating markets in secondary cities, fixing and facilitating trade, driving FTA negotiations with new trading partners, promoting Soft Power aiming to enter the world stage, improving the work of the public sector to become a digital government, promoting new economic development such as the development of the digital economy, electronic commerce trade, promotion of green industries, etc. as well as policies to promote direct investment from abroad that will attract more production base migration into Thailand that is to push exports to grow, generate income into the country and support the Thai economy to grow sustainably. In summary, the transportation industry will have a changing form according to the forecast of the Office of Trade Policy and Strategy as follows.

#### Use of digital technology

Using digital technology is to sell products online both near and far without having to incur the cost of having a storefront, including being able to use technology to plan and manage resource use better, using technology to track ships and manage goods and coordinating routes with trucks to reduce transportation time, increasing the ability to reduce costs and reduce greenhouse gas emissions.

#### Sustainability

Doing business in a sustainable and environmentally friendly manner is in focus nowadays. The transportation and logistics sector is promoting more environmentally friendly transportation, such as

	issuing IMO Regulations 2020 by the International Maritime Organization that requires older ships to use cleaner fuel and install air treatment systems on ships.
Warehouse management	Using automation to participate in shipping, storage, and operations in the supply chain, such as the use of picking robots that can move products automatically and the use of automated warehouse technology that allows real-time information on products in inventory, allows all users in the system to plan inventory management more conveniently and quickly.
Flexibility in the supply chain	: After the COVID-19 outbreak situation, the transport and logistics sectors need to be managed to be flexible and ready to cope with global changes. The important methods are risk management, being able to adapt flexibly and agile, creating alliances and partners to have a variety of producers.
E-commerce	The transport and logistics sector must adapt to today's ever-growing online trade since the number of times of transportation increases and must be transported quickly and efficiently. It also must consider the cost of returning products that consumers are not satisfied with.
Demand for faster transport	The transport sector must focus on reaching consumers as quickly as possible. This causes the need to modify the traditional logistics process to include more distribution points and more warehouses in each region, to facilitate Last-Mile Delivery reaching the hands of consumers. Currently, drones or unmanned trucks are being used to deliver such products and there may be further developments in transportation technology in the future.

## Competition is divided as follows

### International transportation service business

For Thai entrepreneurs in the logistics business who operate businesses similar to the Company, most are small entrepreneurs who provide Less Than Container Load (LCL) transportation services or have only provide some services. These entrepreneurs are therefore more like

business partners who accept work from small customers scattered throughout the country and forward it to the group of companies, rather than competitors. As for large Thai operators with customer groups similar to the Company, there are approximately 25 operators, divided into

approximately 15 Thai operators and approximately 10 foreign operators including affiliated companies. However, the management estimates that Competition between Thai entrepreneurs is still not very intense. Because the logistics

market is large and tends to expand continuously. Business operators therefore both compete to offer services to their customers and at the same time exchange or cooperate to be able to serve their customers as well.



**In term of Container ships:** Revenue for the entire shipowner group, shipping lines and transportation management service providers are likely to continue to grow from the recovery of the world economy stimulating the demand for more products. In addition, the turnover of containers has returned to normal levels. However, freight demand will recover gradually. This causes businesses to manage trucking capacity and product volumes accordingly to be able to transport the full amount of cargo on the ship. In addition, competition in the sea container shipping business is likely to become more intense, especially from 2025 onwards, as a result of the number 1 and 2 shipping companies in the world (Maersk and Mediterranean Shipping Company: MSC) announcing the cancellation of agreements on prices and shipping routes made since 2017, it may cause a fight for market share through price

competition which this will have a negative impact on Thai entrepreneurs.

The competition in business is quite intense because it is transport in international waters with service providers from every region. The income of the business will come from the transportation of goods or freight rates which depend on the demand for boat use, ship supply each time, and type of services. For example, the route transport service will earn income from freight, volume of goods and distance transported. For charter transportation services, income will be rented as agreed, which may be by renting an empty boat or hiring a contractor to transport the delivered goods. As for the main costs of the business, they are divided into (1) Voyage costs, which are mainly bunker and port charge/ port dues) (2) Operating costs, such as manning costs (including salaries and compensation of ship personnel and

subsistence costs), repair and maintenance, insurance, fees and expenses for complying with various regulatory criteria and (3) Capital costs such as the cost of purchasing and renting a boat and interest.

Thailand's maritime shipping business is difficult to compete in the world market because (1) Thailand has a relatively small number of commercial ships, only 0.8% of the world fleet or 391 ships (Source: UNCTAD), with a total tonnage of only 2.2 million DWT or 0.24% of cargo weight of the world commercial fleet (2021 data). The majority (72% or 271 vessels) were small vessels (not more than 5,000 DWT) and only 11% (or 42 ships) were large ships (more than 20,000 DWT). Thai commercial ships account for only

7% of the total amount of goods that Thailand trades with foreign countries and most of the remaining Intra-Asia routes (93%) must rely on foreign commercial fleets (especially European and Asian fleets) in transporting goods (2) Most boats have a long lifespan. Therefore, maintenance costs and fuel costs are quite high. This is an obstacle to price competition, for example, the average age of oil tankers and gas tankers is more than 25 years, and the average age of refrigerated container ships (Reefer) is more than 30 years and (3) Top 20 shipping lines in the world have major fleets and shipping routes throughout the world, of which more than 50% belong to only 4 large shipping lines (Source: UNCTAD), they are able to meet the demand for shipping goods on various routes.

## Domestic transportation by truck and trailer business

According to information from the Department of Land Transport, throughout the country, the number of non-scheduled trucks has accumulated as follows.

	As at 30 September 2022	As at 30 September 2023
Bangkok	93,078 trucks	94,392 trucks
Provincial	304,044 trucks	320,365 trucks
รวม	397,122 trucks	414,757 trucks



Total accumulated non-scheduled trucks increased by 4.44 %, which is a small increase. The management assesses that the overall competition in the tractor truck transport business is not very intense, with competition only occurring at certain times. And at the same time, each entrepreneur can become a trading partner as well. When any entrepreneur receives work that is beyond their ability to provide services, there will be contact to find other entrepreneurs to help take on the next job. (Subcontract).

From the development of services by using the GPS system to plan and control service quality and attention to developing the standards of the Company's drivers continuously organizing training and creating incentives for safe and fuel-efficient driving makes the Company confident that it has sufficient potential for competition.

In addition, the Group also takes advantage of being an international transportation service provider.

makes it possible to offer continuous services that connect both international transportation and domestic transportation in the form of One-Stop-Service, which allows customers to use a variety of logistics services from the Company, only one place. In addition, the Company has received ISO 9001:2015 safety standard certification to increase confidence in service standards to customers for land transportation services by tractor trucks.

This is due to the competitive situation in the transportation industry. and logistics business trends as mentioned above. The Company is confident that operations in 2024 will be in line with the goals set from the government's economic support measures that continuously stimulate the finances both domestically and abroad. Moreover, the logistics business in Thailand is growing continuously every year, which is a good opportunity for the Company that will create good operating results in the future.



## Laws related to business operations

Currently, Thailand has no law governing the provision of specialized logistics services. But there are several laws pertaining to each activity of logistics services, such as: The Civil and Commercial Code, Sea Act B.E. 2534 (1991), Multimodal Transport Act B.E. 2550 (2007), Rail and Highway Management Act B.E.2464 (1921), Land Transport

Act B.E. 2522(1979), Land Traffic Act B.E. 2522(1979), Thai Vessels Act B.E. 2481 (1938), The Navigation in Thai Waters Act B.E. 2456 (1913) and Thailand Air Navigation Act B.E. 2497 (1954), etc. For important laws related to the core business of the Company are as follows:

### Sea Act B.E. 2534 (1991)

The Sea Act is an act that applies to sea transport from one place of the Kingdom to another outside the Kingdom. By virtue of such act, the carrier is not liable in case of loss, damage or late delivery, as a result of force majeure, sea accidents, war, or any other cause under Chapter 5, Section 52 of this Act. This includes non-liability in the event of damage caused by the sender's fault, or due to its own condition.

In case the carrier is liable, this Act restricts the liability of the carrier for only 10,000 Baht per transport unit, or 30 Baht per kilogram of net weight of that whichever amount is more. But it must not exceed its price. (See more details in Chapter 6, Section 58-61).

### Civil and Commercial Code

The Civil Code is a private law on rights, duties and relationships between private and the law is the law governing the rights and obligations of the parties with respect to the legal, economic and trade regulations concerning trade between individuals or businesses. For the domestic transportation business of the Company, the law requires the Company to be liable in the event of loss or damage to the goods, or late delivery, unless proven otherwise by force majeure, or due to its own condition, or the sender's fault. (See details in sections 420 and 616)

To prevent the risk of domestic transportation service, the Company has purchased cargo insurance,

truck insurance, and accident insurance, which has a higher value of insurance sum than the damage that may occur.

In the area of customs clearance services, which the Company is authorized by the customer to represent the customs clearance. The Company is not personally liable to third parties because the Company is a customer representative. Therefore, the person who authorized the Company shall have the obligation to a third-party agent in all that is done within the scope of the authorization. (See Section 820 for more details)



## Service Sourcing

### Service sourcing and Sources

#### 1. International transportation business

In providing international freight services, the Company must procure air or sea freight from transport operators to provide services to the customers and

requested partners in foreign countries to coordinate the services. The sources of such services are as follows:

##### Sea or air freight

Sea or air freight charges are the Company's major international transport costs, which represent approximately 80 %- 85 % of its total international transport costs. The Company mainly procures sea or air freight from domestic operators, which accounts for 70 %- 75 % of its total freight charge costs. The cost will be paid directly to the transport operator in Thai Baht. Each year, the Company procures sea and air freight from over 300 transport operators. Since the Company consistently books freight on ships or airplanes, it is able to negotiate with service providers about determining freight charges 15-30 days in advance.

In the case that the Company has to provide transport services in other countries, the Company will ask its agent partners to handle the services. Thus, the freight cost for the overseas services provided by the agents will be paid in foreign currency. In such cases, its partner agents will bill the freight charge and fees for all services that the partner agents provide. The freight charges paid in foreign currency constitute about 20-25 percent of the Company's total freight charges.

##### Agent

As for services in foreign countries, such as shipping freight from ports in foreign countries to destinations in different countries, the Company will contact agents that are its trade partners to help handle the services. The Company's agents are transport operators in foreign countries, who will coordinate transport services in the country where they oversee the service delivery and serve as service fee collectors for the Company in

the case a customer specifies that a service fee shall be borne by a recipient residing overseas. Currently, the Company has entered into business agreements with about 80 agents, who are ready to serve customers in over 180 countries across the world. Payment of freight charges and service fees of these agents will be made in foreign currency.

## 2. Domestic transportation business

As for transport services in Thailand, the Company has 93 tractor heads and 101 trailer trucks. The major cost of the transport services is fuel, which accounts for 40%-45% of the total domestic transport service costs. This is followed by the transport cost, which involves the cost of subcontracting other tractor heads-trailer truck operators,

which represents 5 percent of the total domestic transport service costs; and the cost of salaries and allowances for drivers, which accounts for 15%-20% of the total domestic transport service costs. The Company's vehicle and service costs stem from the following:

### Trucks and trailers

The Group sourced its tractor heads and trailer trucks by purchasing directly from truck manufacturers. In the case of used vehicles, the Company examines their conditions and service life prior to purchasing them. All the

tractor heads of the Company have insurance and goods insurance, with the sum insured that is higher than potential damage.

### Fuel

As for management of risks from the fluctuation of the prices of diesel, the main fuel, the Company set the service charges under a sliding scale, whereby the service charges vary according to fuel prices. However, because

the prices of diesel are regulated by the Ministry of Energy, its price volatility is relatively low. In 2022, the price of diesel stayed consistently at 29-34 Baht per liter.

### Subcontractor for trucks and trailers (Sub-Contract)

The costs associated with subcontracting tractor head and trailer truck operators arise when the Company's vehicles are not sufficient for the customers' demand, or when it is not cost-effective for the Company to operate on its own. In such cases, the Company will subcontract the work to its trade partners.

The costs associated with subcontracting tractor head and trailer truck operators arise when the Company's vehicles are not sufficient for the customers' demand, or when it is not cost-effective for the Company to operate on its own. In such cases, the Company will subcontract the work to its trade partners.

## Person who may have a conflict

-None-

## Securities Information and Shareholder

### Shareholders

The Company's 10 major Shareholders, as of 13 March 2024, are as follows:

No.	Shareholders		Number of Shares	Percentage
1.	Mr. Pongthep	Vichaikul	73,944,045	14.00
2.	<u>Phuathavornskul Family</u>			
	Mr. Kitt	Phuathavornskul	60,066,974	11.37
	Mr. Wisit	Prasitsirikul	4,187,154	0.79
	Miss Yingrak	Phuathavornskul	264,400	0.05
	Mr. Suradet	Phuathavornskul	254,000	0.05
	Ms. Fahsai	Phuathavornskul	1,273,100	0.24
	Total		66,045,628	12.50
3.	Mr. Sompob	Tingthanathikul	40,000,000	7.57
4.	Mr. Danai	Praditsuwan	11,150,000	2.11
5.	Mr. Teeraphan	Hempassorn	9,000,000	1.70
6.	Thai NVDR Company Limited		7,550,454	1.43
7.	Mr. Surasak	Udomsilp	7,000,000	1.33
8.	Mr. Bordin	Larbnongsang	5,300,000	1.00
9.	Mr. Pornchai	Krivichan	5,290,000	1.00
10.	Miss Supamas	worranuntakul	5,000,000	0.95
11.	Other		297,953,866	56.41
	Total		528,233,993	100.00

Information from: The Thailand Securities Depository Co., Ltd. (TSD)

## Paid-up Registered Capital

### 1. Ordinary Share

As of 31 December 2022, the Company's registered capital of 132,058,498.25 Baht divided into the ordinary shares 528,233,993 shares as the par value 0.25 Baht per share and paid-up registered capital of 132,058,498.25 Baht, which comprises of 528,233,993 ordinary shares with a par value of 0.25 Baht per share

### 2. Other types of shares with rights or conditions different from ordinary shares

- None -

### 3. The Company's shares or convertible securities are underlying securities for issuing mutual funds for foreign investors

- None -

## Issuance of Other Securities

### 1. Convertible securities

- None -

### 2. Debt Securities

- None -

## Dividend Payment Policy

The Company's dividend payment policy is to pay at least 50 percent of its net profit after the deduction of all reserves. Dividend payments must not adversely affect the Company's operations, financial position, liquidity, business expansion, necessity, future suitability, or other factors relevant to the Company's administration, as determined by the Board of Directors deems, and must yield maximum benefits to the shareholders.

The subsidiaries will consider paying dividends based on the net profit after the deduction of the corporate income tax each year. However, this will depend on the investment plan and other suitability considerations. The subsidiaries may pay interim dividends to their shareholders from time to time.

However, the Board of Directors' resolution considering dividend payment must be presented to the shareholders' meeting for approval, except for interim dividend payment. The Board of Directors has the power to approve the operation when

it is considered that the Company has sufficient profit to pay without any impact on the Company's operations and report to the shareholders' meeting in the next meeting.

However, in 2023 there is no dividend payment.

## Funding Objective

- None -



## Properties for business operation

As of 31 December 2023, the consortium has main properties for business operation according to the consolidated financial statement as follows

### Land, buildings and building improvements

The consortium has Land, buildings and building improvements with value of 77.94 million Baht as follows

Description	Ownership	Book value (Million baht)	Obligation
1. Land and premises of NCL Office No. 56/9,10 Soi Somdej Phrachaotaksin 12/1, Somdej Phrachaotaksin Road, Bukkhalo Sub-district, Thonburi District, Bangkok 10600			
- Land and improvements	Owner	6.29	Land and premises are mortgaged as collateral for short-term loan, long-term loan and promissory notes in amount of 170 million Baht
- Office building and improvements	Owner	1.37	
2. Land and premises of NCL Office No. 56/9,10 Soi Somdej Phrachaotaksin 12/1, Somdej Phrachaotaksin Road, Bukkhalo Sub-district, Thonburi District, Bangkok 10600			
- Land and improvements	Owner	45.92	Land and premises are mortgaged as collateral for overdraft, promissory notes and amount of foreign currency exchange in amount of 280 million Baht
- Office building and improvements	Owner	10.98	
1. Counter service office at a service point in Bangkok Port (Loading yard 45 Rai, Port Authority of Thailand, Khlong Toei Sub-district, Khlong Toei District, Bangkok			
- Office Building	Owner	0.47	None
2. Office Building at warehouse No.14 ICD Road, Khlong Sam Prawet Sub-district, Lat Krabang District, Bangkok			
- Office Building	Owner	0.14	None
3. Building improvements of NCL Office 48/31 TISCO Tower, 16th Floor, North Sathorn Road, Silom, Bangrak, Bangkok 10500			
- Office building improvements	Owner	11.66	None
4. Building improvements of Meta Freight and Logistics Co., Ltd. 43 THAI CC TOWER, FLOOR 12th ROOM A127 S Sathon Rd, Yannawa Sathon, Bangkok 10120			
- Office building improvements	Owner	0.18	None



Description	Ownership	Book value (Million baht)	Obligation
5. Office building improvements of NCL Inter Logistic(s) Pte. Ltd. 8 Burn Road, #10-08 Trivex Singapore 369977			
- Office building improvements	Owner	0.62	None
6. Office building improvements of NCL International Logistics USA Inc. 7372 Walnut AVE., Suite W, Buena Park, CA 90620			
- Office building improvements	Owner	0.13	None
7. Office building improvements of LG Container Line Pte. Ltd. 8 Burn Road, #10-07 Trivex Singapore 369977			
- Office building improvements	Owner	0.18	None
<b>Total</b>		<b>77.94</b>	

### Real estate for investment

As of 31 December 2023, real estate for investment is lands and buildings for rent in the amount of 10.98 million baht as follow:

Description	Ownership	Book value (Million baht)	Obligation
1. Land and premises No. 56/15 Soi Somdejprachaotaksin 12/1 Somdejprachaotaksin Road. Khwang Bukkhalo, Khet Thon Buri, Bangkok 10600			Land and premises are mortgaged as collateral for overdraft, promissory notes, and amount of foreign currency exchange in amount of 280 million Baht
- Office building and improvements	Owner	2.15	
2. Land and premises No. 2/4 Tapi Charoen Road, Tha Kham Sub-district, Phunphin District, Suratthani Province			Land and premises are mortgaged as collateral for overdraft, promissory notes, and amount of foreign currency exchange in amount of 170.44 million Baht
- Land and improvements	Owner	5.39	
- Office building and improvements	Owner	3.44	
<b>Total</b>		<b>10.98</b>	

The consortium has made insurance for possible risks incurred with properties of the consortium including furniture, decorations, equipment, tools and office supplies with sum insured of 62.08 million baht and 150,000 Singapore dollar. This insurance covers loss/ damages of properties with direct cause from risks of all kinds due to external factors such as fire, strike, explosion, water disaster (excluding flood), smokes, disasters to vehicle, aircraft and accidents from other external factors not identified in the policy.

### Vehicle

The Group has vehicles consisting of tractor-trailers, pickup trucks, and other vehicles in the amount of 63.91 million baht as follows:

Description	Quantity (vehicle)	Book value (Million baht)	Ownership characteristics
<b>1. Truck</b>			
- Tractor	33	30.22	Owned
	21	15.67	Owned, have a bank guarantee obligation
- Trailer	86	14.29	Owned
	13	2.82	Owned, have a bank guarantee obligation
- Pick-up truck	2	0.40	Owned
<b>2. Other vehicles</b>	1	0.48	They are bound with rental agreement
	1	0.03	Owned
<b>Total</b>		<b>63.91</b>	

### Office supply

The Group has a total of 57.91 million baht in equipment, 30.12 million baht in property, plant and equipment and 27.79 million baht of rights to use assets (because it is a purchase under a finance lease)

Description	Quantity (Box)	Book value (Million baht)	Ownership characteristics
<b>1. Container</b>			
size 20 feet	500	27.79	They are bound with rental agreement
size 40 feet	100	22.30	Owned
<b>2. Computer, Air-conditioner, Decorations, Office tools and Others</b>		7.82	Owned
<b>Total</b>		<b>57.91</b>	

## Important Contract Summary

Important lease agreement as of 31 December 2023

Description	Signatory	Duration	Details
1. Service point: Khlong Toei Port, Port Authority of Thailand Khlong Toei Sub-district, Khlong Toei District, Bangkok	Port Authority of Thailand	3 year (1 Feb 2023 – 31 Jan 2026)	<u>Leased properties</u> Space in loading yard 45 rai amount 26.5 square wah <u>Rental rate</u> Fixed rate of 3,500 Baht/ month <u>Agreement renewal</u> The agreement is valid until the tenant cannot pay rental for two consecutive months or the tenant desires to return the leased space <u>Agreement termination</u> The tenant made a prior written notice to the landlord at least 1 month.
2. 2nd branch office No. 373 Niphat Songkhro Road Hat Yai Sub-district, Hat Yai District, Songkhla	Mr. Kittipol Thitapipatkul	3 years (1 Feb 2022 – 1 Feb 2025)	<u>Leased property</u> 3-floor building <u>Rental rate</u> 15,790 Baht/ month <u>Agreement renewal</u> -No- <u>Agreement termination</u> 1.When it is due 2.When the tenant fails to comply with conditions.
3. Document warehouse No. 59,61, Soi Charoen Nakhon 24, Charoen Nakhon Road, Banglamphu Lang Sub- district, Khlongsan District, Bangkok	Miss Waraporn Kittayanurak	1 years (1 Aug 2023 – 31 Jul 2024)	<u>Leased property</u> Building <u>Rental rate</u> Fixed rental at 7,895 Baht/ month <u>Agreement renewal</u> -No- <u>Agreement termination</u> -No-
4. Car parking space Soi Somdejprachaotaksin 12/1. Khwang Bukkhalo, Khet Thon Buri, Bangkok	Mr. Thawatchai Jianpaisanchaoren	1 years (1 Nov 2023 – 31 Oct 2024)	<u>Leased property</u> Land <u>Rental Rate</u> Fixed rental rate at 83,368.42 Baht/ Year <u>Agreement Renewal</u> -No-

Description	Signatory	Duration	Details
5. Ruam Klao Bus Terminal Platform area for loading and unloading goods No.5 Area 700 square meters and Platform 5, 75 square meters	Department of Land Transport	1 year (1 Oct 2023 – 30 Sep 2024)	<u>Leased property</u> Cargo handling platform and building platform <u>Rental rate</u> 79,450 Baht / Month <u>Agreement renewal</u> Submit a renewal request at least 2 months before the expiration data. <u>Agreement termination</u> 1. When the agreement is due 2. When the tenant fails to comply with conditions 3. When the tenant notifies at least 60
6. Service point in Chonburi 2 rai of land, title deed 152342, Bueng Subdistrict, Si Racha District, Chonburi Province.	Mr. Pratum Sawasdee	1 year (1 Nov. 2023 – 31 Jan. 2024)	<u>Leased property</u> Land <u>Rental rate</u> 21,053 Baht / Month <u>Agreement renewal</u> The contract is binding until the tenant does not pay the rent. <u>Agreement termination</u> 1. When the agreement is due 2. When the tenant notifies at least 1 month in advance
7. Office space of Meta Freight and Logistics Co., Ltd. 43 THAI CC TOWER, FLOOR 12th ROOM A127 S Sathon Rd, Yannawa Sathon, Bangkok	Srisiam Property Co., Ltd.	2 year 10 month (1 Nov. 2023 – 28 Feb. 2025)	<u>Leased property</u> Space amount 100 square meter <u>Rental rate</u> 250 Baht/square meter 25,000 Baht/month <u>Agreement renewal</u> Tenant informs the renter 1 month in advance. <u>Agreement termination</u> Tenant informs the renter 1 month in advance.
8. Office space of NCL Inter Logistic(s) Pte., Ltd. 8 Burn Road, #10-08 Trivex Singapore 369977	SCAN RENT (S) PTE LTD	1 Jan 2023 - 31 Dec 2024	<u>Leased property</u> Office space <u>Rental rate</u> 5,750 Singapore Dollar/ month <u>Agreement renewal</u> -No- <u>Agreement termination</u> 1. When the agreement is due 2. When the tenant fails to comply with conditions

Description	Signatory	Duration	Details
9. Office space of NCL International Logistics USA Inc.No.7372 Walnut Ave., Suite w, Buena Park, CA 90620	MIKAN PROPERTIES,L.P.	1 Apr 2021 - 31 Mar 2024	<u>Leased property</u> Office space <u>Rental rate</u> 1 <sup>st</sup> year: rental is 1,733 USD/ month 2 <sup>nd</sup> year: rental is 1,785 USD/ month 3 <sup>rd</sup> year: rental is 1,839 USD/ month <u>Agreement renewal</u> -No- <u>Agreement termination</u> 1.When the agreement is due 2.When the tenant fails to comply with conditions
10. Office space of LG CONTAINER LINES PTE LTD, 8 Burn Road, #10-07 Trivex Singapore 369977	JIT POH INVESTMENT PTE LTD	1 Jan 2024 - 31 Dec 2024	<u>Leased property</u> Office space <u>Rental rate</u> 2,645 Singapore Dollar/ Month <u>Agreement renewal</u> -No- <u>Agreement termination</u> 1.When the agreement is due 2.When the tenant fails to comply with conditions

## Agency agreement summary

The Company made an agency agreement with an agent to be a coordinator in providing transport service in jurisdiction each agent takes care of for the company. The agreement contains following subject matters.

- The Company and agents will coordinate in providing transport services for each other.
- The Company and agents will jointly determine remuneration and service costs in writing before each transport.
- The agents shall not discharge or deliver the products to a recipient until payment is made or a damage guarantee is received from a bank.
- The agents shall inform the company immediately if they are unable to deliver the products or the products are rejected.
- The agents shall inform the company of problems with products such as damages or untimely arrival at a destination etc. and shall be responsible for investigations of causes.
- The agreement term is three year and it will be automatically renewed if either party does not requests termination.
- Agreement termination requires prior written notice at least 30 days.
- The agreement will be immediately terminated if either party fails to comply with provisions herein.

## Investments and Policies in Subsidiaries and Associates

The Company has investments in subsidiaries and associates as shown in specific financial statements of the company according to capital price method. As of 31 December 2023, the Company has net investment value of

398.71 million baht accounted for 39.57 % of total assets in specific financial statement of the Company with following details.

Company Name	Registered Capital (Million)	Paid up Share Capital (Million)	Proportion of Shares	Net investment value (Million baht)
<b>Investments in subsidiaries which the company directly holds</b>				
1. NCL Inter Logistic(s) Pte. Ltd. Business of providing logistics management services in Singapore	SGD 4.33	SGD 4.33	100.00%	101.33
2. Golden Supply Co., Ltd. Engages in the business of provision and fulfillment	THB 10.00	THB 2.50	100.00%	2.50
3. Harmony Intertech Co., Ltd. Engages in the business of provision and fulfillment	THB 5.00	THB 1.25	100.00%	1.25
4. Meta Freight and Logistics Co., Ltd. Operating a business providing international transportation services.	THB 5.00	THB 5.00	100.00%	64.00
<b>Investments in associated companies</b>				
1. Cheese Digital Network Co.,Ltd.	THB 50.00	THB 50.00	25.00%	230.19
<b>Total</b>				<b>398.71</b>

**NCL Inter Logistic(S) Pte., Ltd. has invested in various subsidiaries as follows:**

Company Name	Registered Capital (Million)	Paid up Share Capital (Million)	Proportion of Shares	Net investment value (Million baht)
<b>Subsidiary held by NCL Inter Logistic(s) Pte., Ltd.</b>				
1. NCL International Logistics USA Inc. providing logistics management services in USA	USD 0.13	USD 0.13	100%	USD 0.13
2. Qingdao National Container Line Co., Ltd. providing logistics management services in China	CNY 5.0	CNY 0.8	100%	CNY 0.8
3. LG Container Line Pte. Ltd. operate business as a principal office in providing logistics services in Singapore	SGD 2.34 and USD 0.25	SGD 2.34 and USD 0.25	100%	SGD 2.34 and USD 0.25
4. Ningbo NCL Inter Logistics Co., Ltd. providing logistics management services in China	CNY 5.0	CNY 1.4	100%	CNY 1.4
5. NCL Inter Logistics Vietnam Co., Ltd. logistics management services in Vietnam	VND 2,500	VND 2,500	49%	VND 1,225
6. NCL International Logistics Private Limited providing logistics management services in India	INR 5.0	INR 0.3	100%	INR 0.3



Nevertheless, the consortium has a policy to invest through subsidiaries and associates by considering investments in relation with businesses of the consortium focused on long-term investment. The board of director will jointly consider the investment policy by recognizing necessity, suitability and benefit of the consortium, and shareholders that can create good returns in the investment.

The consortium has a policy to invest in sufficient proportion to take part in managing and defining trends of such business. It may consider investments in different forms properly as a major shareholder in the companies in which it invests and/or joint shareholder to be agreed in a shareholder's agreement.

### Investment and Governance Police of Subsidiaries and Associates

1. Investment in other companies include joint venture to set up a new Company and buying shares in other companies. The Company has a policy to coinvest with other investors that have transparent business operation and corporate governance.
2. Businesses in which the Company will invest must be supportive and beneficial Company's business vertically and horizontally to create equilibrium of the Company.
3. Businesses in which the Company will invest shall be analyzed in terms of basic business factors, business trend as well as return rate evaluation and future risk prediction.
4. Investment shall not cause problems to liquidity of the Company and subsidiaries.
5. The Company will invest at sufficient proportion to take part in managing and defining business operation regulations of a Company to be invested in.
6. The Company will review investment in subsidiaries and associates properly and in accordance with business condition of the Company in each period.
7. The investment shall be approved by the board of director or general meetings of the Company according to the article of association and related laws to be in accordance with a notice of Capital Market Supervisory Board associated with principles of providing significant particulars within scope of obtainment or distribution of properties and a notice of Stock of Exchange Commission on disclosure of data and practices of listed companies about property obtainment B.E. 2547
8. The Company will supervise a Company in which it invests by sending representatives to be a director of subsidiaries and/or associates by proportion of shareholding. The Company's representatives must be free from conflict of interest of the subsidiaries and/or associates in which the Company invests, and they shall supervise the subsidiaries and/or associates to comply with specified regulations and principles in the Company's article of association and applicable laws about business operation of the subsidiaries and/or associates.

It is valid from 13 December 2016 and onwards.

## RISK MANAGEMENT

### Risk Management Policy and Plan

The Company realizes and sees the importance of good organizational management to drive the organization to grow and expand its business with stability, have a stable financial position and create appropriate returns for shareholders. The Board of Directors has appointed a Risk Management Committee consisting of an Audit Committee, which is an independent committee, and executives, and has prepared a risk management policy, duties, and responsibilities for risk management, manage to prevent, reduce risks or impacts that may occur effectively. In addition, the Company has given importance to preventing corruption. The Company has established a policy to comply with anti-corruption laws and continuously

assessment of corruption risks every year. It has established a policy to prevent involvement in corruption and included in the Company's corporate governance policy and business ethics manual under the topic "Policy regarding receiving, giving gifts and compensation," "Policy on prevention of corruption and bribery," "Policy on entertainment," and "Policy on charitable donations and providing support to external agencies." The Company is in the process of preparing to participate in the declaration of intent to become a member of the Thai Private Sector Collective Action Against Corruption (CAC) by reviewing policies and practices in combating corruption and assessing risks related to corruption within the Company.

### Risk factors for the Group's business operations

#### Risks to the Group's business operations

##### Corporate risks

##### Risk from business expansion through acquisitions and joint ventures

Expanding the business through acquisitions and joint ventures is one strategy to grow the business. By choosing an appropriate business or joint venture, the main factors that the Group considers are the readiness of the Group and upcoming business opportunities, including considering the sustainable growth of that business.

Expansion and joint ventures will require high investment, the Group will take into account the maximum benefits of shareholders.

Expanding the business through acquisitions and joint ventures result that the Group is exposed to risks related to new investments, such as changes in investment

values, project initiation success, contractual obligations and related laws, etc. However, the Group has measures in place to closely monitor investments, going through detailed due diligence, creating work plans and standard procedures in accordance with relevant legal requirements, establishing prudent investment criteria, etc. The Group will hire experts with knowledge and expertise, such as legal consultants, accounting consultant which will work with the Group's team to ensure that the Group will successfully pursue acquisitions and joint ventures and the continued operation of the business in order to make a profit as planned. In addition, the Group has measures to reduce risks for investing in businesses that the Group has never operated before, or businesses that have complex operations. In the beginning, the Group will jointly invest with knowledgeable and expertise business partners in running such business to study market conditions, various laws and regulations and learn how to run a business until having enough confidence in running that business.

### Risk from fluctuations in freight rates

Freight costs are the main costs of operating an international shipping service business. Freight fluctuations change according to supply and demand in the market. If the Group is unable to adjust the additional service fees according to the increased freight costs, it will have an impact on the cost of services and the net profit margin of the Group. The Group is aware of the risks that may arise from fluctuations in freight rates. Therefore, importance is given to the procurement of freight by forecasting according to the amount of customer demand, including

Therefore, there will be a decision to invest in an increased proportion.

If it is the case of investing in a business abroad, the Group may be at risk due to conducting business in an unfamiliar country, including culture, society, politics, laws, and regulations. Policies and plans to expand the market abroad may cause the Group to face more business competitors. This is because there are many foreign companies that provide similar services.

The Group places importance on risk analysis in various areas to consider investment decisions. The Group must be major shareholders who can control and have decision-making authority in the companies they invest in. The Group will first consider finding local executives and teams with experience in operating business in that country to reduce the risk of the Group having no experience in operating business in the country in which it decides to invest.

considering industry trends according to the nature of the customer's business. Booking large quantities of freight is to increase freight negotiation power and may be made into a contract. In the event that there is a change in the price as specified in the contract, shipping lines must notify at least 30 days in advance. In addition, the Group will closely monitor and monitor freight prices in order to predict the situation and trends in freight rates. This allows the Group to set service prices and to have a profit margin at a level that can cover the overall expenses of the Group.

### Risk from exchange rate fluctuations

In providing services to customers abroad, the Group has trading partners who are operators in the transportation management business in various countries who will act as representatives of the Group in coordinating to provide services in foreign territories (Agent) including receiving service fees from destination customers and payment of costs for various services abroad, such as the cost of freight, air freight, transportation costs or the cost of various formal documents abroad, etc. Therefore, the Group has income and costs in foreign currency for providing services to customers who use agent services in such foreign countries.

The Group may be exposed to risks from fluctuations in foreign currency exchange rates from revenues and costs denominated in foreign currencies. Revenue from services in foreign currency, if the baht

strengthens, will affect the income received to decrease. Costs are in foreign currency, if the baht weakens, will result in higher costs. Therefore, fluctuations in foreign currency exchange rates will affect the financial position and operating results of the Group. The fact that the Group has income and costs in foreign currencies, therefore, it is considered a natural hedge against exchange rate risk. The Group will closely follow news and exchange rate movements in order to assess the situation and find ways to prevent exchange rate risks. In the past, the impact of exchange rates was not significant on the overall operating results of the Group.

In addition, the Group has reduced the risk from exchange rate fluctuations by opening a foreign currency deposit account (FCD). The Group has no policy to speculate on exchange rates at all.

### Risk from having a major shareholder who influences the determination of management policy

As of December 31, 2023, the major shareholder is Vichaikul Family holds shares representing 14% of the total number of issued and paid-up share capital of the Company. Mr. Phongthep Vichaikul is also the Managing Director and an authorized director of the Company, thus making the said group of major shareholders has the authority to manage and control votes in almost all-important resolutions, whether in the matter of appointing directors or requesting resolutions on other matters that

require a majority vote of the shareholders' meeting, except for matters of law or company regulations that require a vote of 3/4 of the number of shares attending the meeting and having the right to vote, such as capital increase or capital reduction, therefore other shareholders who attend the meeting and have the right to vote, may not be able to collect votes to check or balance the management of the major shareholder

## Financial risks

### Risk from debt default by debtors

Most of the Group's customers are importers-exporters and transportation agents. The Group provides trade credit to customers on average between 30-60 days. If customers of the Group face liquidity problems from their business operations, the Group may be at risk from customers defaulting on their debts or delayed payment of debt. This will cause the Group to face financial liquidity problems.

The Group reduces such risk from the process of considering trade credit for each customer. This will be considered from information on trading transactions from

the past until the present, reliability and financial status. In addition, in the case of any customer who is late in repaying the debt, the Group will notify customers and set a time for them to contact to repay the debt. If the customer hasn't contacted us yet or has contacted us but has given reasons which cannot be accepted, the Group will temporarily stop conducting business with customers and follow up on debts until outstanding debts have been paid. In 2022 and 2023, there were 3 debtors who did not pay their debts. The Group has filed a lawsuit according to the law and won the case in the Court of First Instance. However, the lawsuit is still at the Court of Appeal.

### Risk from not being able to maintain financial ratios as specified in the credit agreement

According to the Group's business expansion plan, the Group may require additional funds to increase personnel who are experts in the logistics business and may invest in non-logistics projects or acquire other businesses. As a result, the Group must maintain liquidity and reserve adequate loan lines from banks to use as working capital. It is also necessary to procure long-term

funding sources in advance and diversify the sources of funds. However, the Company maintains a strong financial position in order to comply with the conditions set forth in the loan agreement. In addition, the Company has measures in place to monitor compliance with the conditions specified in the loan contract on a monthly basis.

## Operational risk

### Risk from relying on personnel or not having enough personnel to perform the job

International transportation management services businesses require knowledge and understanding of various regulations applicable to exports or imports and the laws of various countries, as well as understanding the forms and conditions of international payment formalities. This is to ensure that customers will be able to comply with

relevant regulations correctly and be able to receive or deliver products on time. As for the domestic transportation business, it relies on drivers with specific expertise and being able to follow the Group's regulations. Therefore, the Group is at risk of personnel shortages. If the Group

expands or employees resign, the Group cannot find replacement personnel in time.

The Group is well aware of the importance of such personnel. Therefore, the Group has given importance to developing and motivating people to work with the Group. The Group has career advancement plans and compensation that is appropriate to the knowledge and abilities of employees in each line of work. Therefore, the Group has a low employee turnover rate in areas important to business operations. The average length of service of employees in the Transportation Management and Customs Clearance Service Department (FF) and NVOCC is not less than 5 years, and the average length of service of executive-level employees is not lower than 20 years.

In addition, the Group has introduced information systems into work, such as the Log Freight system, which is an information system that can link customer databases to manage various documents required for customs procedures and import-export operations and the Global Positioning System (GPS) which is a system for tracking truck delivery situations. This is to create convenience for employees in providing customer service and also to reduce the number of personnel required in various work processes of the Group as well.

The Group still places importance on developing and bringing new information systems into use continuously, to increase convenience for employees and increase work efficiency even further.

#### Risk from computer system or communication network failure

Risks from computer system or communication network failure may occur from systems and programs malfunctioning, or intruders entering and changing orders. It affects the operations of the Group and may not be able to provide timely service to customers. The Group has

measures to reduce such risks by regularly monitoring the use of the internal network and internet access, including creating a firewall to prevent outside access and attacks to all computers in the database network.

#### Risk from reliance on large customers

The Group's customers are spread across various business groups, both those related to agriculture and the industrial sector, including a group of logistics service providers as well as the Group. As a result, the Group does not depend on any customer for more than 30% of service revenue each year. In 2022 and 2023, the Group does not provide services to any customer with more than 15% of revenue from services.

However, the Group has a policy to reduce the risk of relying on any one customer. The Group has a policy to expand to new customers in order to diversify the Group's customer base. It also creates additional business opportunities in providing various services to the group of companies.



## Risk of compliance with related laws or regulations

### Risk from changes in business regulations

Because the Group is in the business of providing international transportation services which must be related to various regulations that are applicable in exporting or importing and the laws of various countries. Therefore, the Group is at risk if various regulations are changed, and the Group is unable to comply with them. It may result in the Group being unable to deliver products according to the customers' requirements, including the possibility of damage from various fines.

However, the Group has prepared personnel with knowledge and expertise in the international transportation business to provide services to customers and provide advice to employees in various departments. The Group

has designated people responsible for studying information and following up enforcement of trade regulations and measures of various countries, both from following the news and contact government agencies including collecting information from entrepreneurs who are business partners of the Group. This is to notify information to various related departments in the Group and put it into practice correctly in accordance with customs regulations and laws, including other related laws. As a result, each department in the Group receives continuous and sufficient information to provide advice to customers so that they can comply with various relevant regulations. In the past, the Group has never been sued or demanded damages for failing to comply with laws or regulations.

## Investment Risk of Securities Holder

The management structure of the Group consists of a board of directors and 6 sub-committees, which are the Board of Directors, Executive Committee, Audit Committee, Risk Management Committee, Nomination and Remuneration Committee, and the Corporate Governance Committee. Each committee has clearly defined the scope of authority and duties, making the working system of the Group standardized and easily inspectable. In addition, the board of director structure consists of 4 independent directors from a total of 8 directors and an audit committee consisting of 3 independent directors, each of whom is knowledgeable and capable. This makes it possible to

review the work of the Group to be more transparent, as well as being able to balance power in presenting various matters to be considered at the shareholders' meeting to a certain extent. In addition to that the Group has regulations in place for transactions involving directors, major shareholders, or those with control over the business including people who may have conflicts. This person will not have authority to approve such transactions, which will also help reduce risks that may occur.

# DRIVING BUSINESS FOR SUSTAINABILITY

## Sustainability Management Policy and Goals

NCL is committed to developing the company to be a leader in providing total logistics services. It will be the first and best choice for our customers and partners. The company focuses on quality and efficient work, which is the cornerstone of the company's sustainable growth, and affiliates with a focus on the economy, society, and environment which is under the international code of practice which has set the following guidelines:

### Economic and Corporate Governance Dimension

1. Conducting a full-service logistics business with knowledgeable and skilled personnel who provide genuine customer service, under good corporate governance principles, while considering the economic, social, and environmental impacts.

2. Conducting business with honesty and integrity, adhering to laws and commercial regulations, promoting clear and transparent internal management that can be audited, supporting anti-corruption efforts, and preventing seeking personal benefits and abusing power, in order to create the maximum benefit that is fair to all stakeholders.

3. Promote the practice of human rights principles, with consideration for the dignity of human beings, their rights, freedoms, and equality, of individuals protected by the Constitution of the Kingdom of Thailand

4. and relevant international laws, including respecting local customs and traditions, at the Company or subsidiary level.

5. Emphasize improving and developing work processes and services throughout the value chain based on the principles of quality management throughout the organization to create a quality mindset among personnel

in the organization, resulting in creating value for customers and generating long-term growth.

6. Committed to comprehensive and all-around risk management, in order to prevent and mitigate losses or impacts that may occur to the Company, community, society, and environment.

7. Promote innovation with social and environmental responsibility, in order to increase efficiency and effectiveness, as well as creating value for the organization and stakeholders

### Societal Dimension

1. Manage human resources with fairness, equality, and justice according to human rights principles and labor laws. Place importance on developing workforce capabilities and promoting happiness at work, which will lead to efficient organizational performance.

2. Promote understanding and adherence to business ethics among executives and employees, in order to achieve business objectives and benefit all stakeholders involved.

3. Conduct business with responsibility towards society and stakeholders, which will lead to the growth and development of both the Company and the community, and contribute to an improved quality of life.

### Environmental Dimension

1. Promote and support efficient use of resources, including reducing and controlling the social and environmental impacts resulting from the operations of the Company, its subsidiaries, and relevant trading partners.
2. Raise awareness of and prioritize occupational safety, health, and environmental conditions for employees,

trading partners, customers, and visitors to prevent loss of life and assets, as well as injuries or illnesses resulting from work.

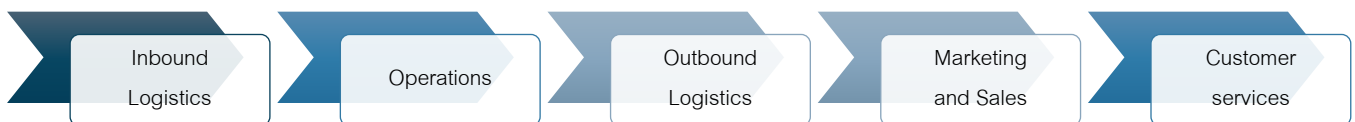
3. Communicate and ensure understanding with the Board of Directors, executives, employees, partners, and stakeholders to raise awareness of environmental concerns.

## Managing the impact on stakeholders

### Business Value Chain

NCL International Logistics Public Company Limited and its subsidiaries operate with responsibility in accordance with good governance principles. Considering the economic social and environmental impacts to drive the organization to sustain development and to enhance this operation to its stakeholders. With the aim of driving and encouraging cooperation in sustainable business operations at the same time, the Company considers the relationship of key stakeholders in activities related to business operations from upstream to downstream to reflect that the Company is committed to create value for goods and services to meet the expectation of all major stakeholders.

#### Stakeholder identification and Impact Issues



### Inbound Logistics

- Finding a partner or trade partners to increase effective work abroad to be able to increase the potential working in destinations in countries around the world.
- Acquisition of alliances or business partners that will affect the strengths and opportunities of the Company to become a leading logistics provider in the world's major trade routes.

- Finding specialists to enhance the potential in customer service such as Government Agencies (Customs) for domestic and international route.

- Increasing the Company's revenue from becoming a leading logistics service provider to be more integrated by expanding its warehouse business, inland transportation in domestic and neighboring countries.

### Operations

- Facilitate transportation and price comparison process to customers, as well as coordinate with the shipping agent so that customers receive the lowest transportation costs.
- Employees are trained to have knowledge and potential to work in each sector to ensure effective customer service.
- The Company constantly improves the work system of employees to respond the new technologies.

### Outbound Logistics

- The Company has an office building for customers to contact and to facilitate customers in receiving and providing services.
- The Company has several contact channels for customers to facilitate and access operational information promptly.

### Stakeholder Analysis of the Business Value Chain

Analysis of the needs of the Company's stakeholders help the Company understand the needs and the expectations of the stakeholders and enable the Company to develop services, as well as defining activities that can meet the needs of each group of stakeholders closely.

The Company recognizes the importance of all stakeholder groups whether it is the internal and external stakeholders such as shareholders, employees, executives

### Marketing and Sales

- Employees survey market price in the same industrial business to quote customers at the lowest prices or according to customer satisfaction
- The Company has amendment customer contact channels information are always up to date for communication and public relations purposes through various channels to cover as much as possible

### Customer Services

- There are agencies that gathering customer feedbacks to improve the Company operation and performance.
- Customer needs are surveyed to further develop the operating system.
- There is a department that accept customer complaints and feedback to consider and take corrective action in the relevant departments.

of the Company and subsidiaries. Creditors, partners, customers, investors, communities, government agencies and other organizations related to the Company and affect the Company's business operations. Therefore, the Company has established guidelines and engagements with stakeholders to demonstrate that the Company commit to create service value to meet the expectations of all stakeholders.

## Stakeholder Analysis Table on the Business Value Chain

Stakeholders	Stakeholders Expectations	Key Action and Engagements
Suppliers	<ul style="list-style-type: none"> <li>The Company has a stable and reliable financial position</li> <li>The Company complies with the payment agreement</li> <li>Perform tasks according to the specified conditions</li> <li>Fair price of services</li> <li>Maintaining confidential information of customers</li> </ul>	<ul style="list-style-type: none"> <li>Provide efficient, reliable, and professional services and solutions to all customers</li> <li>On time payment</li> <li>Follow terms and conditions</li> <li>Treat partners fairly</li> <li>There are various communication channels for customers</li> </ul>
Customers	<ul style="list-style-type: none"> <li>Professional service at the lowest price</li> <li>Solving problems well</li> <li>Comply with agreement or contract</li> <li>Safely deliver products to destinations</li> <li>Get thorough and reliable information</li> </ul>	<ul style="list-style-type: none"> <li>Provide professional, efficient, reliable service</li> <li>Provide advice and assistance to customers</li> <li>Comply with the terms of contact</li> <li>Prepare customer satisfaction questionnaires and feedbacks</li> <li>The details and information are clearly discussed with the customers</li> </ul>
Shareholders	<ul style="list-style-type: none"> <li>Business growth and sustainability</li> <li>Receive profit sharing in term of dividend</li> <li>Good corporate governance</li> <li>Equal treatment of shareholders</li> <li>There are channels to monitor the Company's operations</li> <li>Able to provide suggestions to the Company</li> <li>Easy accessibility to Management of the Company</li> </ul>	<ul style="list-style-type: none"> <li>Build and maintain image and increase the Company's sustainable value</li> <li>Strictly follow the dividend payment policy as specified</li> <li>Disclose relevant information transparently and accurately</li> <li>Regularly communicate with investors and answer questions and doubts</li> <li>There are communication channels between shareholders, executives and directors</li> <li>Ensure the shareholder meetings effectively</li> </ul>
Employees	<ul style="list-style-type: none"> <li>Appropriate compensation and benefit</li> <li>Career stability and advancement</li> <li>Knowledge development and competency enhancement</li> <li>Fair, non-discriminatory practices</li> <li>Employee acceptance and appreciation in value</li> <li>Security and safety at work</li> <li>Accept employees' opinions</li> </ul>	<ul style="list-style-type: none"> <li>Consider reviewing returns welfare and benefits to remain competitive with industry standards</li> <li>Develop and encourage employees to have knowledge and self-improvement to increase productivity</li> <li>Treat all employees fairly and equally</li> <li>There is a channel to listen to employee comments, problems and suggestions</li> <li>Provide safety at work</li> <li>Bring employee feedback to plan and implement improvements</li> </ul>
Investors	<ul style="list-style-type: none"> <li>Provide profit or return on investment</li> <li>Business growth and sustainability</li> <li>Risk Management</li> <li>There are channels to monitor the Company's operations</li> </ul>	<ul style="list-style-type: none"> <li>Disclose information through the SET regularly</li> <li>There are various channels to communicate with executives</li> <li>Meetings are hold with investors regularly, as well as discussions and answers to inquiries</li> <li>There are publications available for investors to download</li> </ul>
Creditors	<ul style="list-style-type: none"> <li>Comply with the terms and contracts strictly</li> <li>Ability to repay debts and punctual payment</li> <li>Fair returns on loans and service fees</li> <li>Transparent information sharing</li> </ul>	<ul style="list-style-type: none"> <li>Comply with the terms of contracts with the objectives of using the borrowed funds</li> <li>Arrange meetings for information exchange regularly</li> <li>Prepare financial and annual operating reports</li> <li>Promptly respond to any queries</li> </ul>

Stakeholders	Stakeholders Expectations	Key Action and Engagements
Regulators	<ul style="list-style-type: none"> <li>Compliance with relevant laws, rules and regulations</li> <li>Good corporate governance and transparency</li> <li>Conduct business for legal law and related guidelines</li> <li>Clearly communicate to employees about rules and guidelines</li> </ul>	<ul style="list-style-type: none"> <li>Periodic internal assessment of regulatory compliance</li> <li>Summary of regulations and convey to employees and to comply with the enforcement regulations</li> <li>Regular disclosures information through SET</li> <li>Regular participation in meetings and activities</li> </ul>
Community, Society and Environment	<ul style="list-style-type: none"> <li>Conduct business ethically along with participation in social and environmental responsibility</li> <li>Support and participate in social events</li> <li>Requite to the community and society</li> <li>Environment Protection</li> </ul>	<ul style="list-style-type: none"> <li>Instill awareness of social and environmental responsibility for employees through the activities</li> <li>Develop an operating system with regarding to environmental impact</li> <li>Implement appropriate measures to reduce the environmental impact from the company's business operations</li> <li>Encourage executives and employees to work for the common good and participate in social activities continuously</li> </ul>

## Sustainability management in the social and

NCL International Logistics Plc. is committed to operating businesses that are beneficial to the economy society and environmental. The policy to conduct business with social and environmental responsibility under the 8 principles as follows:

### 1. Good Corporate Governance

The Company will operate its business in accordance with relevant laws and regulations, transparency, disclosure of important information and audit. The Company will comply with the good corporate governance policy, considering the benefits with all stakeholders

### 2. Operating business with fairness

The Company will promote free trade, avoid potential conflicts of interest and infringe on intellectual property rights, and promote social responsibility in the business chain at all stages.

### 3. Anti-Corruption

The Company has the policy to support anti-corruption both inside and outside the organization for transparency and accountability. It also cooperates with various organizations to fight against corruption and encourages employees to be aware of the anti-corruption.

### 4. Human Right and Employee Treatment

The Company supports and respects the protection of human rights by ensuring equal and fair treatment of employees by providing welfare, safety, and hygiene in the workplace, as well as promoting learning and development of personnel to enhance Professional work. The Company will support the development of the work system and encourage its employees to participate in direct and indirect social benefits.

### 5. Company's responsibility on consumer

The Company will develop services that do not harm consumers and impact the environment by maintaining quality to meet or exceed consumer expectations under fair conditions. It will provide information about products and services that are accurate, adequate, without exaggeration, and keeping the confidentiality of clients and not used it to their own interests or those involving wrongfully.

### 6. Environment and Safety

The Company will undertake risk and environmental impact analysis and safety in all business processes. It also uses resources efficiently and energy-saving in accordance with international principles.

### 7. Participation in Community and Society

The Company will undertake risk and environmental impact analysis and safety in all business processes. It also uses resources efficiently and energy-saving in accordance with international principles.

### 8. Develop and Disseminate Innovation from CSR

The Company shall promote the creation and promotion of co-creation of all stakeholders in the development of innovation that balances values and worth of the community, society, and the environment, along with sustainable business growth.



## Policies and Practices to the Environment

The Company aims to operate and expand its business based on environmental responsibility by promoting, preventing, and mitigating environmental impacts in accordance with relevant practices, regulations, laws, and international standards. The Company has set frameworks and guidelines for its practices as follows:

1. Conduct the business in accordance with laws, regulations and environmental policy by considering to the impact on natural resources and environment. Review and evaluate the performance result regularly.
2. Create a corporate culture and raise awareness for employees at all levels to collaborate and responsible in environmental management, efficient and sustainable use of resources.
3. Knowledge enhancement and training employees on the environment.
4. Promote environmental management system. This includes the use of resources, the cost of treatment and rehabilitation, the replacement of surveillance and the protection of the impact on natural resources and the environment.
5. Select the business partners who run the business with environment friendly.

## Environment Management

The Company is aware of the impact of business operations that are transmitted to the environment, although in the business of the Company does not directly affect the environment but in order to comply with sustainable business which must take into account the environmental, social and corporate governance of the business. The Company has guidelines on environmental practices and encourages employees to follow them regularly, for example, having regular maintenance and repairs to the Company's vehicles, walking instead of using the elevator, campaign for the use of two-sided paper and reduce to use of paper in the work process, turn off and turn on electricity and air conditioner for a period of time, campaigning to use water economically and there is enough drinking water to serve the staff to reduce to uses plastic bottles. And in 2023, the Company began collecting statistics on electricity, water, and fuel consumption related to its business operations to assess the Company's carbon footprint. This will enable the Company to establish directions and goals for its operations, reducing environmental impact in the future.



Quantity of water and electricity usage of the head office in 2023

	2023
Electricity usage (kilowatt)	107,659
Quantity of water (cubic metre)	1,679

In 2024, the Company plans to join the project producing electricity from solar energy by installing solar panels on the roof. This is to promote the production of electricity from renewable energy and can also sell the remaining electricity.

## Sustainability Management - Social Dimensions

The Company is committed to complying with laws, regulations, and policies related to social management. It sets policies and guidelines that may affect society and all stakeholders and communicates these policies and guidelines to the board, executives, and employees, who are responsible for implementing them as follows:

### Human rights and Employees treatment

The Company respects human rights within and outside the organization. The Company treats its business partners and those who deal with business entities irrespective of race, religion, or other factors that would lead to a serious disregard for human rights. Within the organization, the Company equally treats its employees, contract workers and without discrimination, gender, race, religion, or anything else that would bring disunity and inequality. The practices per the employee are according to the Code of Business Ethics, while the Code of Conduct is the guidance of the work of all employees. It is considered a practice in the Ethics Guide as a part of the "Employee Rules and Regulations" which the employees have to comply with. The Company has undertaken to clarify the Code of Business Conduct for all employees to be acknowledged when they join the Company. The Company has implemented according to the guideline as follows:

1. The Company provides opportunities for employees at all levels to express their opinions in order to listen to problems and suggestions for working and living together. by enable them to report directly to the management. In case the employee has a complaint.

2. The Company has clear procedures and process for the complaint. The Company will find a way to terminate the complaint quickly and fairly to limit the problem for not expanding the scope to a broader scope.

3. The Company has developed an employee satisfaction assessment form to reflect the Company's attention and sincerity to its employees in improving, developing and moving forward together. If employees have any doubts or comments, the Company, by the relevant management, will consider and communicate with the staff quickly.

4. The Company encourages employees to make progress on the basis of their knowledge and ability, with a minimum training plan for each employee. It aims to strengthen the organization and to increase the potential of employees, such as knowledge of services, good corporate governance, business ethics, and anti-corruption etc

5. The Company has provided channels of complaints and report inappropriate work practices in accordance with the Company's Code of Business Ethics. It is a recommendation or complaint about work to the Board of Directors to oversee all aspects and sustainability in the organization, including the protection of employees from harassment or punishment from his/her complaint (Whistleblower Policy), to take care of all parties and create sustainability in the organization, can info rm the clues of offenses (Whistle Blowing), which is in accordance with the policy and guidelines for reporting whistleblowing and measures to protect the whistle blower with details as follows.

6. The Company has policies and guidelines on the appropriate remuneration and welfare of employees. The remuneration paid to employees, such as salaries, annual bonuses, salary adjustments, promotion, must be consistent with the performance of each employee and the Company's performance. Employees are also provided with welfare benefits such as the establishment of a provident fund, the provision of annual health checks, and the provision of a healthy working environment. Accident insurance is also provided to employees, drivers, messengers and / or those who are at risk of accidents at work to ensure that when unexpected accidents happen the employees will be taken care of

7. The Company has focused on the importance of human resources by providing good physical health by arranging health checks for employees and executives on an annual basis.

In addition, the company Various activities have been organized To allow executives and employees to have activities together



The Company also offers a New Year' party every year to give employees an opportunity to socialize, relax outside of work time, foster friendships and enhance unity in the organization.



The company has organized annual merit-making activities for the company. and celebrate Chinese New Year.





The company has focused on the importance of human resources by providing good physical health by arranging health checks for employees and executives on an annual basis.



The company organized a water-pouring activity on the heads of executives during the Songkran festival, to promote tradition The beautiful culture of Thailand and good fortune On the occasion of Thai New Year's Day There are also activities that create fun and joy and strengthen unity among employees.



The company organized an activity to celebrate the 30th anniversary of the company by closing the movie theater for employees to watch movies together.

#### Company's responsibility on consumer

The Company recognizes the importance of being responsible to stakeholders in the business chain, including shareholders, customers, partners, and business competitors. The Code of Business Ethics and the Code of Conduct has been adopted as the guideline for the Company's operations with the following principles of customer responsibility.

1. Delivering quality products and services as agreed at fair prices
2. Providing accurate, adequate, and up-to-date information to customers about their businesses and services, without exaggeration, misleading customers about the quality of the service.
3. Be courteous, efficient, and trustworthy to customers, and provide a process system that addresses customer complaints about the quality and security of the service.
4. Keeping the confidentiality of clients and not used it for personal interest or those involving wrongfully.
5. The Company has set the vision, mission, and business goals of the Company, effective from July 18, 2013. To emphasize that employees must set equal pricing of products and services for their customers by offering the best and most appropriate logistics solutions to each customer and building an effective alliance network to grow together with our customers and partners.

#### Anti-Corruption

The Company has established a policy to comply with anti-corruption laws by setting the anti-corruption guidelines in the Company's Code of Business Ethics under the heading "Policy on Receiving, Giving Gift and Return" "Policy on anti -



corruption and bribery". "Entertainment Policy" and "Policy on Donations for Charitable Causes and Financial Contributions to External Organizations" The Company's employees have been informed and implemented since July 20, 2013.

The Company is currently preparing to join the Thai Private Sector Collective Action Against Corruption: CAC by reviewing its policies and practices to combat corporate corruption and assessing the risks associated with internal corruption.

#### Activities for social and environmental benefits

The Company continuously promotes and supports social and environmental activities. In particular, supporting for education and cultivating virtue for the youth, which will grow into a major force in the country in the future, Religious Support to maintain virtue Ethics in Thai society Including health, hygiene, etc.

#### Provide support for transporting medical equipment.

Due to the outbreak of the COVID-19 virus, it was found that there were many chronically ill patients with respiratory problems. The Company therefore would like to be a part of society by cooperating with business partners in donating medical equipment and transporting necessary items to various areas in many provinces in Thailand to help and provide encouragement to society.



#### Employs Disabled People

The Company employs disabled people in the network of the Samphran Blind Women's Vocational Training Center Alumni Association, providing massage services for public benefit in various community areas.

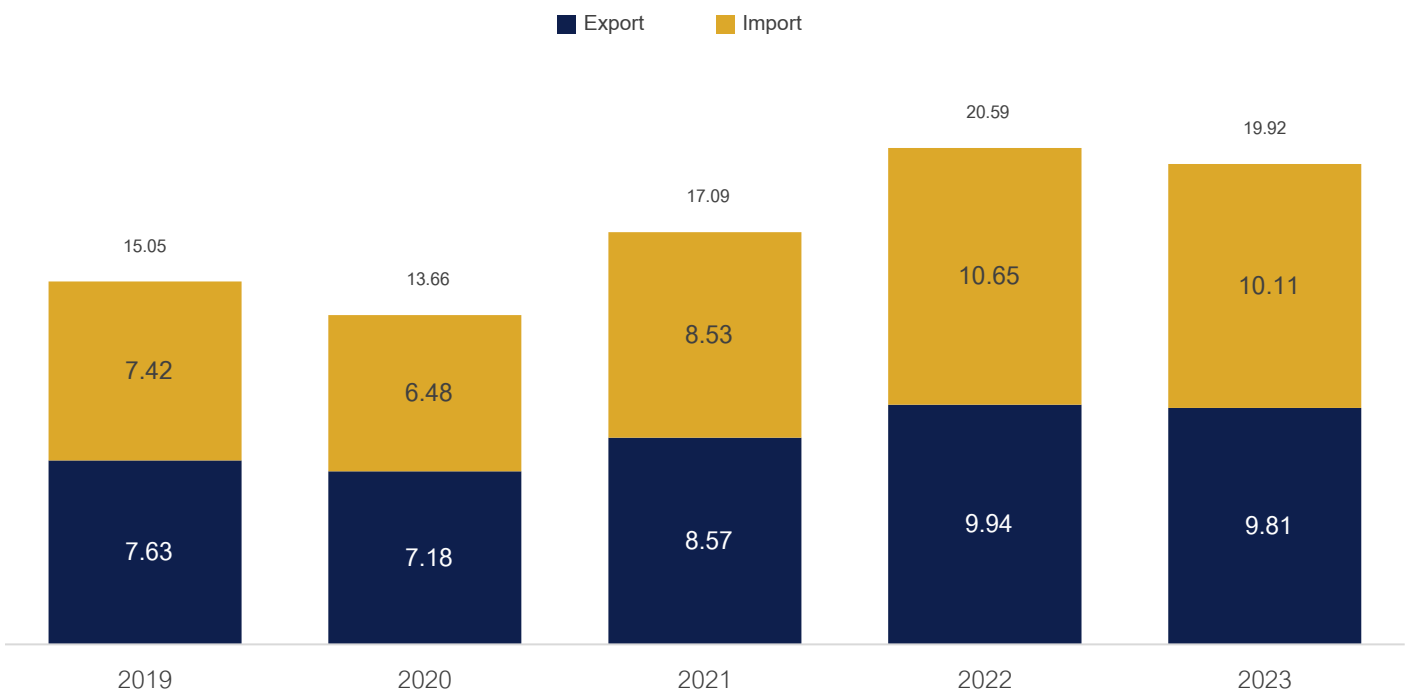




## MANAGEMENT DISCUSSIONS AND ANALYSIS

### Operation analysis and financial status

The value of Export, Import and total trade for 2019 - 2023 (Trillion Baht)



(Reference: Information Technology & Communication Centre, Office of Permanent Secretary Ministry of Commerce)

Overall, the Thai economy in 2023 expands at a slower pace. This is reflected in the Gross Domestic Product (GDP) expansion of only 1.9 percent this year, which slowed down from the expansion of 2.5 percent. In 2022, income from the tourism sector decreased as the number of foreign tourists slowed down slightly. The value of exports does not include gold, which has slowed down due to a slow recovery in global demand. Structural problems that hold back exports, such as China becoming more self-reliant with higher domestic production and consumption and reducing imports of goods and services from trading partners, geopolitical problems between Russia – Ukraine, unrest in

Israel causing transportation problems in the Red Sea to the Suez Canal and the fragmentation of supply chains between the United States and China that affects the global technology industry. Also, this caused China's market share in the United States decrease because the United States imports more goods from Thailand and Vietnam instead of importing from China. For products in which Thailand has an increased market share in the United States, such as air conditioners, electronic circuit, hard disk drive, photosensitive semiconductor devices and automotive parts. These issues directly affect the prices of commodities such as metals and crude oil, which are the main costs of the logistics business.

Thailand has a total trade value in 2023 of 19.92 million baht, a decrease of 3.3% compared to the previous year. Export value was 9.81 trillion baht, a decrease of 1.3% compared to the previous year. And the value of imports was 10.11 trillion baht, a decrease of 5.1% compared to the previous year. The most valuable form of transportation (export-import) is sea transportation, for which the number of outbound and inbound forms was 1.98 and 1.56 million, respectively. Important Thai export products include automobiles, equipment, and components which the export value increased 9.0% compared to the previous year. The export value of computers, equipment and components decreased 13.9% and of rubber products had a 4.4% decrease. However, the overall value of the baht in 2023 is quite volatile. The baht value at the end of 2023 strengthened by 1.3% compared to the end of 2022.

The trend of Thai exports in 2024 is likely to grow. There are supporting factors from the expansion of the world economy and the continuity of recovery of international trade reflected in the value of Thai exports which returned to expand by 4.6%. In the 4th quarter of 2023, it was the first expansion in 5 quarters and the trend is likely to continue to improve in 2024, as can be seen from the latest data in January 2024. The value of merchandise exports of

South Korea, Taiwan and Vietnam expanded by 18.0%, 18.1%, and 42.0%, marking the highest expansion in 20 months, 21 months, and 33 months, respectively. Inflation pressures subside and tight monetary policy in major economies end. It is expected that the direction of interest rates will decrease. As a result, financial costs decreased, and world trade volume increased. The Ministry of Commerce's export promotion policies include (1) accelerating trade and the aggressive economy in China by integrating collaboration between Provincial Commerce, 9 Overseas Trade Promotion Offices, Royal Embassies, and the Office of Foreign Investment Economics (2) Achieving results in the Thai-Sri Lanka FTA negotiations (Thailand's success in negotiating the 15th FTA) covering trade in goods, trade in services, investment, and economic cooperation (3) Joint meeting of the public and private sectors to lay out fruit management in 2024 through proactive measures in 6 areas, 25 plans, with important plans related to exports such as border trade fairs to promote the sale of Thai fruits in neighboring countries. However, the global economy still faces risks, such as geopolitical issues that may affect global supply chains and product costs, currency fluctuations interest rate and inflation.



### Overview of performance

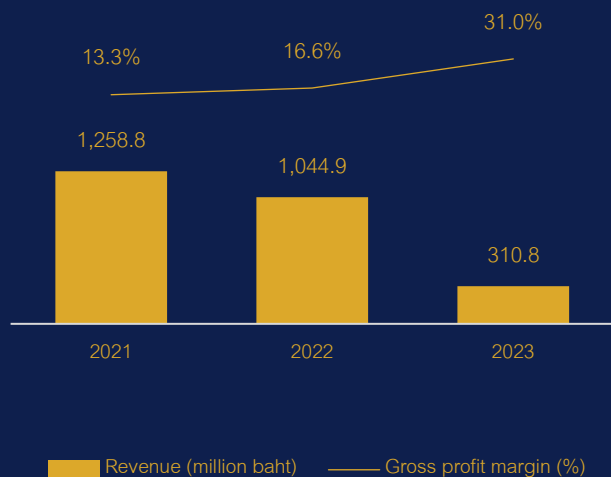
Income statement (million baht)	2021	2022	2023	%YOY
<b>Revenue</b>				
Service income	1,802.47	1,799.14	642.95	-64.26%
Sales income	90.33	104.45	45.03	-56.89%
Other income	31.09	35.33	34.52	-2.29%
<b>Total revenues</b>	<b>1,923.89</b>	<b>1,938.92</b>	<b>722.50</b>	<b>-62.74%</b>
<b>Expenses</b>				
Cost of services	1,496.20	1,559.57	574.55	-63.16%
Cost of sales	66.65	80.23	35.93	-55.22%
Selling and distribution expenses	33.45	43.82	28.18	-35.69%
Administrative expenses	193.24	245.76	440.38	79.19%
<b>Total expenses</b>	<b>1,789.54</b>	<b>1,929.38</b>	<b>1,079.04</b>	<b>-44.07%</b>
<b>Profit (losses) from operating activities</b>	<b>134.35</b>	<b>9.54</b>	<b>(356.54)</b>	<b>-3837.32%</b>
Share of profit on investment in associate	2.65	3.81	4.85	27.30%
Finance income	4.62	1.48	6.65	349.32%
Finance cost	(12.21)	(13.49)	(20.53)	52.19%
<b>Profit (losses) before income tax expense</b>	<b>129.41</b>	<b>1.34</b>	<b>(365.57)</b>	<b>-27381.34%</b>
Income tax revenue (expense)	(16.68)	(7.25)	37.35	-615.17%
<b>Profit (losses) for the year</b>	<b>112.73</b>	<b>(5.91)</b>	<b>(328.22)</b>	<b>5453.64%</b>
Non-controlling interest of the subsidiaries	(1.65)	(0.72)	(0.34)	-52.78%
<b>Equity holders of the Company</b>	<b>111.08</b>	<b>(6.63)</b>	<b>(328.56)</b>	<b>4855.66%</b>

In 2023, the Company had total income of 722.5 million baht, a decrease of 62.74% since service income decreased of 64.26% due to a decrease in freight rates and the slow-down of the import-export economic situation. Sales income decreased by 56.89% because the Company sold the dialysis solution business in the 2nd quarter of 2023 and other income decreased by 0.8 million baht or 2.29% compared to the previous year with having a profit from the sale of investment in subsidiary of 19.8 million baht. Total expenses were 1,079.04 million baht, a decrease of 850.34 million baht or 44.07% compared to the previous year. This was because service costs decreased by 985.02 million baht or 63.16% compared to the previous year which was in the same direction as service income decreased. In addition, the import-export volume decreased significantly due to the economic situation, resulting in a decrease in

gross profit to 10.64%. Cost of goods sold decreased from the sale of the dialysis business in the second quarter of 2023. Selling and distribution expenses decreased in line with the decrease in costs. Administrative expenses increased 194.52 million baht, compared to previous year due to the recognition of expected credit losses, losses on impairment on assets, provision for litigation cases and compensation payment on early retired senior executive totaling 190.26 million. The share of profit on investment in associate increased of 27.30% was share of profit on investment in Cheese Digital Network Company Limited. Finance income increased 5.17 million baht from providing loans to the Group. Finance costs increased 7.04 million baht or 52.19% compared to the previous year due to an increase in interest rates. In 2023, the Company got net losses of 328.22 million baht.



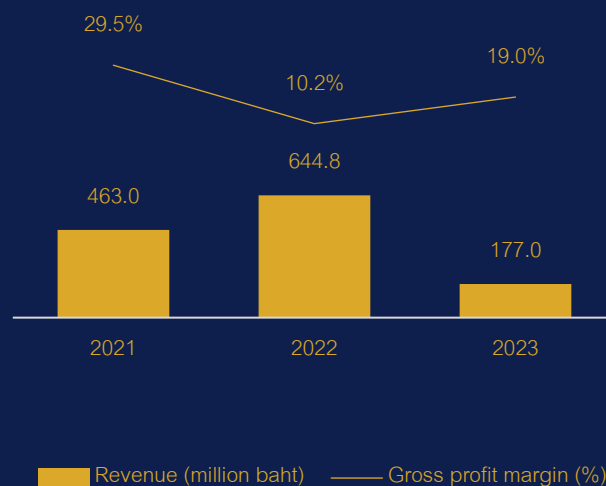
### Freight Forwarder Business



**Freight Forwarder Business** had income in 2023 totaling 310.8 million baht or 45% of total income in 2023. This portion of income decreased by 733.39 million baht or 70% compared to the previous year causing from lower freight rates and a slower economic environment. However, the gross profit of the business increased by 86.75% due to efficient cost management. The freight forwarder business is also the business that generates the main income for the Group. And the Company has a strategy to expand the new customer base and increase the number of sales personnel and control cost management to be efficient to increase income.

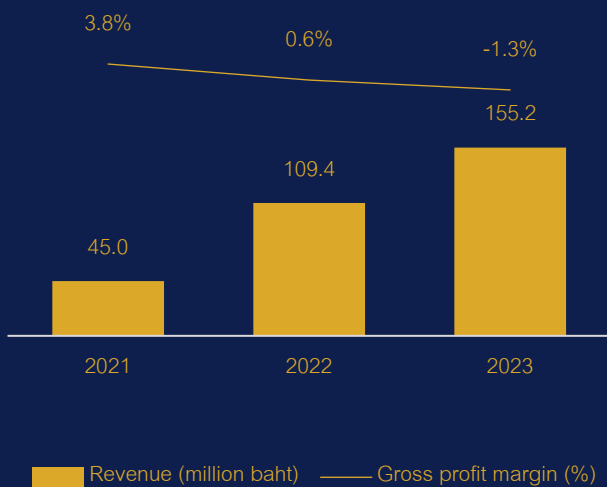
**Container service and Less-than-container load (LCL Consolidation)** had income in 2023 totaling 177.0 million baht, or 26% of total income in 2023. This income decreased by 467.8 million baht, or 72.55%, compared to the previous year which was in line with the economic slowdown. Gross profit increased 86.27% due to adjustments in operating strategies and cost management to achieve maximum efficiency.

### Container services and LCL consolidation





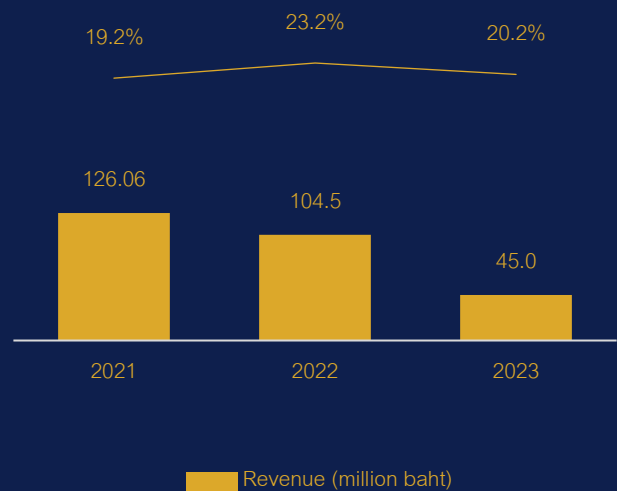
### Land transportation and warehouse business



Land transportation and Warehouse Business had Total income of 2023 totaling 155.2 million baht or 23% of total income in 2023 which increased by 45.76 million baht or 41.83% compared to the previous year due to the increase in number of truck customers and the acceptance of more project customers both in the land transport business and in the warehouse business. However, the Company had a gross loss of 1.3% due to the relatively high costs of maintaining and repairing tractors and trailers in 2023.

**Other business** (the sales of dialysis solutions, in which the Company held 52.8% of shares of Grace Water Med Company Limited) has total income of 2023 totaling 45.0 million baht or 6% of total income which decreased by 59.5 million baht or 56.94% compared to the previous year since the Company disposed investment in Grace Water Med Company Limited in the second quarter and ended being the subsidiary since thereon.

### Other business



## Source of funds

As at 31 December 2023, the Group had short-term loans as follows.

1. Bank overdrafts have a credit facility of 40 million baht. As at 31 December 2023, there is an unused overdraft line of 20 million baht, with the objective of using it as working capital in the Group.
2. Promissory notes have a credit facility of 400 million baht. There is an unused promissory note limit of 149 million baht. The objective is to use it as working capital in the Group and for use in additional investment in business expansion. The nature of the loan is to issue a promissory note for the amount used which has a due date of 3-4 months after the issuing date of the promissory note.

As at 31 December 2023, the Company had long-term loans from banks of 105.87 million baht.

During the year 2023, the Company has not entered into any additional long-term loan agreements.

## Compliance of significant conditions of loans

For long-term loans from banks, the Company has conditions regarding maintaining the following ratios.

1. The debt to equity shall not be more than 2.0 times and 3.2 times.
2. The debt service coverage ratio shall not be less than 1.5 times.

As at 31 December 2023, the Company is still able to maintain the aforementioned debt to equity ratio. The debt service coverage ratio was more than 1.5 times, which did not meet the conditions specified in the credit agreement. However, the Company received a confirmation letter from the bank that the bank had considered and considered that the company is still able to repay debts according to the conditions specified in the credit agreement. Therefore, the bank will not exercise its right in the event of breach of the said contract and will require the Company to comply with the conditions specified in the credit agreement correctly and completely.

## Financial ratios

At the end of 2021, 2022, and 2023, the Company had a liquidity ratio equal to 1.20 times, 1.22 times, and 0.46 times, respectively. It could be seen that the liquidity ratio in 2023 significantly decreased from 2021 and 2022 because during the year the Company had additional investment in a subsidiary and its operating results decreased. However, the Group's current liabilities decreased as well, but in a ratio that was less than the decrease in current assets.

The important capital management objectives of the Company is to provide an appropriate capital structure to support the operations and expansion of the Company's business and to enhance shareholding value for shareholders. As of December 31, 2023, the Group had a debt-to-equity ratio of 1.89. In addition, the Group had a working capital ratio of 0.46. The Group used bank deposits of 121.88 million baht to secure credit lines received from banks because the management considered that capital management would be more flexible.

The Company has an average debt collection period of 52 days, 55 days, and 56 days for 2021, 2022, and 2023, respectively. The average debt collection period is considered to remain at a normal level and is in line with the Company's policy.



for providing credit to customers for which the company has set an average period of not more than 90 days. In addition, the Company has implemented more intensive debt tracking and control the granting of credit to customers.

The Company has an average repayment period of 23 - 31 days for trade creditors and could pay off various debts and repay loans within the specified time by using the money taken from normal operations. However, the Company still has an outstanding credit line that can be used further. The Company takes into account the cost of borrowing and finds other sources of funds by taking into account the maximum benefit of shareholders.

The debt-to-equity ratio at the end of 2021, 2022, and 2023 was equal to 1.42 times, 1.01 times, and 1.89 times, respectively. In 2023, there was an increase in the ratio from 2022 because the Group had increased losses from the recognition of provision for impairment losses and litigation cases including compensation payments to early retired senior executive in the total amount of 190.26 million baht.

The rate of return on equity at the end of 2021, 2022, and 2023 was equal to 25.90%, -0.87% and -98.34%, respectively, because in 2021 there was a net profit of 112.73 million baht. As for 2022, there was a net loss of 5.90 million baht due to losses from operations of overseas subsidiaries. In 2023, there was a net loss of 328.22 million baht due to operating losses which were affected by freight rates and the economic slowdown and the recognition of provisions for impairment losses and litigation cases including compensation payments to early retired senior executive in the total amount of 190.26 million baht.

## Factors that might affect financial position and operating performance

- The spread of COVID-19 is still the main factor which needs to be closely observed because there still exists the vulnerable condition of the supply chain, either due to the shortage of materials, equipment and processed goods, which are transported through the logistics system, the limitation of the transport routes, labor shortage due to the disease infection or quarantine of the person at risk of infection, accessibility restrictions to the origin of the production source for some areas due to the outbreak of the infection. Even though many countries have returned to being reopened with an unprecedented high volume of product demand causing a significant positive effect on the transportation industry group in the past year, but there remain continuous risks from the variants of the COVID-19, which will be a variable that can put pressure on the overall economic growth.
- The war which occurred in the beginning of 2022 affected the global economic expansion and have impacted Thailand. From the data of the TTB Analytics, it was found that in 2021 Thailand imported crude oil from Russia with the value of 26,000 million Baht, which accounted for 5% of the total import of crude oil. As for Ukraine, Thailand imports wheat and soybeans from Ukraine to be used for animal feed. In 2021, Thailand imported wheat from Ukraine with the value of 4,200 million Baht, which accounted for 10% of Thailand's total import of wheat. The unrest situation between the two countries has the possibility of continuing to intensify and spread widely, becoming a regional conflict. Therefore, there is the possibility that the impact on trade will expand its scope to the countries in the European region and will affect in Thailand, as well. In addition, there is a problem that product prices will tend to rise due to the shortage problem. This may result in the price of several products to increase significantly, either the agricultural products, industrial products, and energy products. In addition, this can also cause the global oil price to increase and will have a direct effect on the domestic cost of living of the people with its tendency to rise.
- Regarding the export promotional plan of 2022, the Ministry of Commerce continues to organize export promotion activities from the previous year, which will (1) strengthen the potentials of the export entrepreneurs and promote the export approach through mixed format between online and offline (hybrid format) (2) arrange for online trade negotiations (OBM) and cooperate with online platforms, both domestically and internationally, organize promotional sales activities of Thai products (3) promote the image of Thailand (Trust Thailand) through public relations as well as products of Thai brands to be widely accepted through the logo of Thailand Trust Mark (T Mark) to build confidence for Thai products, especially food products (4) penetrate the market of secondary cities with the goal of expanding the trade and investment values and gaining access to consumers in the areas to increase the market share of Thai products. MOUs or Mini FTAs with cities and counties of the targeted country have been signed, and (5) expedite the pending FTA negotiations such as Thai-Pakistan, Thai-Turkey, Thai-Sri Lanka. Furthermore, there are additional export promotion activities in 2022, such as (1) market penetration of the secondary city in Hainan city, in which the Top Thai Brand project will be organized, that is, the world-renowned brands of Thailand will be displayed in the

exhibitions of the Hainan Expo, (2) Additional FTA negotiations such as Thailand-EU, Thailand-EFTA, Thailand-United Kingdom, Thailand-Eurasia Economic Union, and ASEAN-Canada, (3) Development of export entrepreneurs in the Young Exporter from Local to Global Project, etc. All of these will help to increase the trade opportunities of the Thai exporters and enable Thailand to achieve its export target for this year.

➤ Regional Comprehensive Economic Partnership (RCEP) has previously entered into force on 1 January 2022. RCEP is the 14th Free Trade Agreement (FTA) of Thailand, with 15 membership countries, a total population of 2,300 million people (30.2% of the world total population). Its total GDP has the value of 28.5 trillion USD (33.6% of the world GDP) and total trade value of 10.7 trillion USD (30.3% of the world trade value). All of these make the RCEP to be the largest regional comprehensive economic partnership. Based on this fact, RCEP will enable the international trade of the members to be more convenient and help to promote the increase of market interests among the members. Based on the data from the Kasikorn Research Center, it was found that Thailand's for becoming a member of the RCEP, Thailand can reap benefit in 3 main areas, which are:

- Tax reduction in some groups of products, even though originally Thailand will have FTA negotiations (Free Trade Area) with some ASEAN countries. However, for some groups of products which are sensitive and highly sensitive, there is still the imposition of taxes. Under the membership of the RCEP, majority of said products have reduced tax rates of 0% immediately or for some

items, there will be a gradual reduction in steps, such as pineapples, plastic pellets, which will receive more tax benefits than the original trade agreement, etc.

- Opportunity expansion of the immediate products or products which are produced and used as raw materials in the next step of the production. Immediate products of Thailand which are attached to the production chains of the countries in which there have not been FTA with Thailand, such as China, Japan, South Korea, and New Zealand. These immediate products could further expand, such as certain types of chemical products which is exported to South Korea.
- Positive impact on investment. As Thailand enters the global production chain, this creates an opportunity for Thailand to receive a large sum of capital under the cooperation framework such as RCEP. The RCEP enables Thailand to be part of the production chain of Asia and creates an opportunity for Thailand to earn additional investment capital to top off the production. This will help drive the manufacturing industry of Thailand in the future, such as assembly of printed circuits or automobiles. However, this opening up of the country will also make Thailand face more competition, such as from Vietnam. Therefore, the government sector may have to be involved in supporting Thailand to be able to step into the future production, such as provide incentives to attract pro-active investment, etc.

## Key financial information

### Audit report summary

- Auditor's report for the Company's financial statements and the consolidated financial statements of the Company and its subsidiaries for the year 2021 audited by Ms. Orawan Techwattanasirikul. Certified Public Accountant Registration No. 4807 from EY Office Company Limited has expressed an unqualified opinion. That the above financial statements Show the consolidated and separate financial position of the Company as of December 31, 2021, consolidated and separate operating results, and total cash and separate cash flows. For the year ended the same Company, It is correct as it should, in essence, under generally accepted accounting principles.
- Auditor's report for the Company's financial statements and the consolidated financial statements of the Company and its subsidiaries for the year 2022 audited by Ms. Orawan Techwattanasirikul. Certified Public Accountant Registration No. 4807 from EY Office Company Limited has expressed an unqualified opinion. That the above financial statements Show the consolidated and separate financial position of the Company as of December 31, 2022, consolidated and separate operating results, and total cash and separate cash flows. For the year ended the same Company, It is correct as it should, in essence, under generally accepted accounting principles, and has information and events focused on:
  - The investment in associate. On 3 February 2022, the Company paid the compensation by transferring the Company's ordinary shares totaling value of Baht 250.2 million to sellers to acquire of 125,000 shares with a par value of Baht 100 each, equivalent to 25% of the issued and paid-up share capital of Cheese Digital Network Company Limited ("associate Company"), which engaged in provision of digital marketing services. The Company proceeded with measuring the fair value of identifiable assets and liabilities assumed at the acquisition date. This valuation was completed in November 2022.
- Auditor's report for the Company's financial statements and the consolidated financial statements of the Company and its subsidiaries for the year 2023 audited by Ms. Orawan Techwattanasirikul. Certified Public Accountant Registration No. 4807 from EY Office Company Limited has expressed an unqualified opinion. That the above financial statements Show the consolidated and separate financial position of the Company as of December 31, 2023, consolidated and separate operating results, and total cash and separate cash flows. For the year ended the same Company, It is correct as it should, in essence, under generally accepted accounting principles, and has information and events focused on:
  - Payment for investment in a subsidiary (Acquisition value of Baht 64 million). On 10 May 2023, the Board of Directors' Meeting No. 4/2023 approved the Company's investment in Meta Freight and Logistics Company Limited, which is a registered company in Thailand providing international transportation services. On 6 June 2023, the Company entered into share purchase

agreements with two companies. The Company received the transfer of shares, and made a payment of Baht 64 million. During the year 2023, the Company's management already arranged for the fair value measurement of the identifiable assets acquired and liabilities assumed at the acquisition date. This process within evaluation period of 12 months from the acquisition date, as stipulated in the Thai Financial Reporting Standard No. 3 Business Combinations.

However, the subsidiary incurred a net loss of Baht 2.46 million for the year ended 31 December 2023, and had retained earnings of Baht 0.24 million as at 31 December 2023. The operating results of the subsidiary have deviated from the projections. Therefore, the value of the acquired subsidiary depends on the future performance of the subsidiary, whether it is able to generate profits and operating cash flows in line with the projection made at the acquisition date. Given these circumstances, the Company's management has arranged for the fair value measurement of the investment in the subsidiary as at 31 December 2023.

An independent appraiser has estimated the fair value of the investment in the subsidiary by Baht 65 million, using the discounted cash flow method from the business, under the fair value appraisal report dated

15 February 2024. In determining the discounted cashflows from the investment, the independent appraiser used a discount rate based on the Weighted Average Cost of

Capital. Since the discount rate is a significant assumption that requires the exercise of judgement by the independent appraiser and the management to establish an expected long-term rate of return of the investment, and given the current volatility of economic and market conditions, market rates of return and borrowing interest rate that may affect the determination of a discount rate, and may impact to the value of this investment. The management has disclosed a sensitivity analysis of the fair value of the investment in a subsidiary as at 31 December 2023 based on changes in the discount rate in this note to the consolidated financial statements.

In addition, auditor made observations regarding the purchase of this investment, and informed the Company's Audit Committee in my letter dated 25 January 2024. In this regard, the Company's Audit Committee reported such observations including the initial clarification to the relevant regulatory agencies in a letter dated 16 February 2024. However, auditor could not conclude whether there will be any further investigation of the investment in such subsidiary, and related accounts or similar matters in other matters of not, after the relevant regulatory authorities have received a letter of clarification from the Company's Audit Committee.

- Investment in an associate. As at 31 December 2023, the Company has an investment in an associate reflecting a carrying amount under the equity method of Baht 233 million and carrying amount under

cost method of Baht 230 million in the consolidated and separate statements of financial position, respectively. The Company's management has engaged an independent appraiser to measure the fair value of the investment in such associate, the fair value measurement was presented by Baht 230 million, using the discounted cash flow method from the business, under fair value appraisal report dated 19 February 2024. The management considered to record the provision for impairment loss on investment in associate by Baht 20 million. The independent appraiser has determined the discounted rate based on the weighted average cost of capital to use in discounted cash flows. Since the discount rate is a significant assumption that requires the exercise of judgement by the independent appraiser and the management to establish an expected long-term rate of return of the investment, and given the current volatility of economic and market conditions, market rates of return and borrowing interest rates that may affect the determination of a discount rate, and may impact to the value of this investment. The management has disclosed a sensitivity analysis of the fair value of the investment in an associate as at 31 December 2023 based on changes in the discount rate in this note to the consolidated financial statements

- **Advance payment for land survey fees (outstanding balance of Baht 59 million) and short-term loan provided to the subsidiary company's trading partner (outstanding balance of Baht 27 million)**

- (a) In 2022, the Company had a plan to implement a project related to government sector and entered into a contract with a company to survey the project area. An advance payment of Baht 59 million was made to such company for the survey fees. During the year 2023, the Company's management negotiated with the such company to scale down the survey area of the project from changing of situation. As a result, the Company did not have any additional payment obligations for the delivery of work, and the work value equivalent to the payment amount already made. In addition, the Company's management has changed the project plan by assigning a subsidiary to carry on this project on its behalf. In this respect, the Company will collect the advance payment for the project survey fee from such subsidiary. Therefore, the subsidiary recognised this advance payment for area survey fee against with cost of service in the consolidated income statement for the year 2023
- (b) The Group provided a short-term loans to a trading partner at a interest rate of 6 percent per annum. This loan is unsecured and is due for repayment on 2 March 2024. The trading partner is a contracting party of the subsidiary and is involved in the operation of the project as described in clause (a). As at 31 December 2023, the Group had the outstanding balances of such short-term loans by Baht 27 million. In January 2024,

the Group additional received payment from a trading partner by Baht 13.9 million.

The undertaking and transactions of the Project as described in clause (a) and clause (b) involved group parties and complexing conditions of agreements. Furthermore, there have been changes made to the project operation plan, as disclosed in Note 10 to consolidated financial statements. As at 31 December 2023, the outstanding balance of advance payment for the survey fee amounted to Baht 59 million in the

separate statement of financial position, which will be received from a subsidiary, and the outstanding balance of the short-term loans to a trading partner of the Group amounting to Baht 27 million in the consolidated statement of financial position, will be dependent upon the following the future performance of the project by the Group. In addition, it relies on the compliance with the terms of the contracts involving group parties, including the Group's ability to request repayment in accordance with the contract terms.



## Statement of financial position

As of 31 December 2021, 31 December 2022, and 31 December 2023

Unit: Million Baht	Consolidate financial statement						Separate financial statement					
	2021		2022		2023		2021		2022		2023	
	MB	%	MB	%	MB	%	MB	%	MB	%	MB	%
<b>Asset</b>												
Current Assets												
Cash and Cash equivalents	147.78	14.04	249.21	18.36	40.53	4.20	72.36	8.34	174.64	14.73	17.41	1.73
Trade and other receivables - related parties	13.28	1.26	5.26	0.39	1.51	0.16	15.48	1.78	10.83	0.91	76.52	7.60
Trade and other receivables - other parties	382.81	36.37	247.12	18.21	131.94	13.66	213.55	24.60	111.27	9.38	61.97	6.15
Loan to a subsidiary	-	-	-	-	-	-	-	-	20.29	1.71	35.00	3.47
Receivable from disposal of investment due within one year	38.72	3.68	19.06	1.40	-	-	38.72	4.46	19.06	1.61	-	-
Inventories	9.08	0.86	6.07	0.45	-	-	-	-	-	-	-	-
Short-term loan to other party	-	-	-	-	27.00	2.80	-	-	-	-	-	-
Other current assets	10.13	0.96	75.98	5.60	6.38	0.66	4.21	0.48	71.28	6.01	5.14	0.51
<b>Total current assets</b>	<b>601.80</b>	<b>57.18</b>	<b>602.70</b>	<b>44.41</b>	<b>207.36</b>	<b>21.47</b>	<b>344.32</b>	<b>39.66</b>	<b>407.37</b>	<b>34.35</b>	<b>196.04</b>	<b>19.46</b>
Non-current assets												
Restricted bank deposits	97.22	9.24	111.63	8.22	121.88	12.62	87.58	10.09	101.62	8.57	111.89	11.11
Investments in associated	7.95	0.76	250.96	18.49	233.56	24.18	5.10	0.59	250.19	21.10	230.19	22.85
Investments in subsidiaries	-	-	-	-	-	-	134.32	15.47	126.62	10.68	168.52	16.73
Long-term loan to a subsidiary	-	-	-	-	-	-	20.00	2.30	-	-	-	-
Investment properties	69.79	6.63	69.23	5.10	10.98	1.14	69.79	8.04	69.23	5.84	10.98	1.09
Property, plant, and equipment	178.83	16.99	177.42	13.07	179.59	18.59	148.13	17.06	148.74	12.54	177.34	17.60
Right-of-use assets	50.55	4.80	84.85	6.25	81.70	8.46	40.01	4.61	48.50	4.09	55.11	5.47
Intangible assets	26.83	2.55	25.79	1.90	21.40	2.22	2.90	0.33	2.92	0.25	5.37	0.53
Goodwill	2.25	0.21	2.25	0.17	55.23	5.72	-	-	-	-	-	-
Withholding tax deducted at source	10.19	0.97	3.11	0.23	9.18	0.95	10.19	1.17	3.11	0.26	8.01	0.80
Deferred tax assets	5.26	0.50	7.23	0.53	42.36	4.39	4.32	0.50	5.96	0.50	41.78	4.15
Other non-current assets	1.86	0.17	22.04	1.62	2.57	0.27	1.42	0.16	21.63	1.82	2.27	0.23
<b>Total non-current assets</b>	<b>450.73</b>	<b>42.82</b>	<b>754.51</b>	<b>55.59</b>	<b>758.45</b>	<b>78.53</b>	<b>523.76</b>	<b>60.34</b>	<b>778.52</b>	<b>65.65</b>	<b>811.46</b>	<b>80.54</b>
<b>Total assets</b>	<b>1,052.53</b>	<b>100.00</b>	<b>1,357.21</b>	<b>100.00</b>	<b>965.81</b>	<b>100.00</b>	<b>868.08</b>	<b>100.00</b>	<b>1,185.89</b>	<b>100.00</b>	<b>1,007.50</b>	<b>100.00</b>

Unit: Million Baht	Consolidate financial statement						Separate financial statement					
	2021		2022		2023		2021		2022		2023	
	MB	%	MB	%	MB	%	MB	%	MB	%	MB	%
<b>Liabilities and shareholders' equity</b>												
Current liabilities												
Bank overdrafts and short-term loans from banks	195.01	18.53	294.86	21.73	275.28	28.50	190.00	21.89	266.17	22.45	260.97	25.90
Trade and other payables - related parties	3.76	0.36	0.15	0.01	0.46	0.05	12.11	1.40	3.29	0.28	1.15	0.11
Trade and other payables - other parties	239.16	22.72	137.22	10.11	97.71	10.12	123.21	14.19	56.84	4.79	40.00	3.97
Current portion of lease liabilities	16.12	1.53	23.90	1.76	24.91	2.58	8.77	1.01	11.35	0.96	12.14	1.20
Current portion of long-term loans from banks	24.42	2.32	28.32	2.09	38.47	3.98	24.42	2.81	28.32	2.39	38.47	3.82
Other current liabilities	22.87	2.17	9.45	0.70	14.79	1.53	7.35	0.85	5.18	0.44	11.22	1.11
<b>Total current liabilities</b>	<b>501.34</b>	<b>47.63</b>	<b>493.90</b>	<b>36.39</b>	<b>451.62</b>	<b>46.76</b>	<b>365.86</b>	<b>42.15</b>	<b>371.15</b>	<b>31.30</b>	<b>363.95</b>	<b>36.12</b>
Non-current liabilities												
Long-term loans from banks - net of current portion	68.65	6.52	107.21	7.90	67.41	6.98	68.65	7.91	107.21	9.04	67.41	6.69
Long-term loans from related persons	-	-	10.00	0.74	-	-	-	-	-	-	-	-
Lease liabilities - net of current portion	30.42	2.89	53.44	3.94	41.17	4.26	26.26	3.03	29.18	2.46	26.53	2.63
Provision for long-term employee benefits	15.52	1.47	14.89	1.10	10.56	1.09	15.17	1.75	14.36	1.21	10.09	1.00
Deferred income tax liabilities	0.29	0.03	0.37	0.03	0.34	0.04	-	-	-	-	-	-
Provision for liabilities from lawsuits	-	-	-	-	54.80	5.67	-	-	-	-	54.80	5.44
Other non-current liabilities	1.14	0.11	0.90	0.07	6.15	0.64	1.15	0.13	0.90	0.08	6.13	0.61
<b>Total non-current liabilities</b>	<b>116.02</b>	<b>11.02</b>	<b>186.81</b>	<b>13.76</b>	<b>180.43</b>	<b>18.68</b>	<b>111.23</b>	<b>12.81</b>	<b>151.65</b>	<b>12.79</b>	<b>164.96</b>	<b>16.37</b>
<b>Total liabilities</b>	<b>617.36</b>	<b>58.65</b>	<b>680.71</b>	<b>50.16</b>	<b>632.05</b>	<b>65.44</b>	<b>477.09</b>	<b>54.96</b>	<b>522.80</b>	<b>44.09</b>	<b>528.91</b>	<b>52.50</b>
Shareholders' equity												
Share capital												
Issued and fully paid-up capital	116.54	11.07	132.06	9.73	132.06	13.67	116.54	13.42	132.06	11.14	132.06	13.11
Share premium	207.83	19.75	436.86	32.19	436.86	45.23	207.83	23.94	436.86	36.84	436.86	43.36
Retained earnings (deficits)												
Appropriated - legal reserve	12.48	1.19	13.21	0.97	13.21	1.37	12.48	1.44	13.21	1.11	13.21	1.31
Unallocated	73.89	7.02	66.54	4.90	(255.85)	(26.49)	54.14	6.24	80.96	6.83	(103.54)	(10.28)
Other components of shareholders' equity	2.92	0.28	5.60	0.41	6.11	0.63	-	-	-	-	-	-
Non-controlling interests of subsidiaries	21.51	2.04	22.23	1.64	1.37	0.14	-	-	-	-	-	-
<b>Total shareholders' equity</b>	<b>435.17</b>	<b>41.35</b>	<b>676.50</b>	<b>49.84</b>	<b>333.76</b>	<b>34.56</b>	<b>390.99</b>	<b>45.04</b>	<b>663.09</b>	<b>55.91</b>	<b>478.59</b>	<b>47.50</b>
<b>Total liabilities and shareholders' equity</b>	<b>1,052.53</b>	<b>100.00</b>	<b>1,357.21</b>	<b>100.00</b>	<b>965.81</b>	<b>100.00</b>	<b>868.08</b>	<b>100.00</b>	<b>1,185.89</b>	<b>100.00</b>	<b>1,007.50</b>	<b>100.00</b>

## Statement of Comprehensive income

For the year end 31 December 2021, 31 December 2022, and 31 December 2023

Unit: Million Baht	Consolidate financial statement						Separate financial statement					
	2021		2022		2023		2021		2022		2023	
	MB	%	MB	%	MB	%	MB	%	MB	%	MB	%
<b>Revenue and cost</b>												
Service income	1,802.48	95.23	1,799.14	94.51	642.95	93.45	1,225.97	100.00	1,106.07	100.00	437.28	100.00
Sales	90.33	4.77	104.45	5.49	45.03	6.55	-	-	-	-	-	-
Cost of services	(1,496.20)	(79.05)	(1,559.57)	(81.93)	(574.55)	(83.51)	(1,044.40)	(85.19)	(899.72)	(81.34)	(315.36)	(72.12)
Cost of Sales	(66.65)	(3.52)	(80.22)	(4.21)	(35.93)	(5.22)	-	-	-	-	-	-
<b>Gross profit</b>	<b>329.96</b>	<b>17.43</b>	<b>263.80</b>	<b>13.86</b>	<b>77.50</b>	<b>11.27</b>	<b>181.57</b>	<b>14.81</b>	<b>206.35</b>	<b>18.66</b>	<b>121.92</b>	<b>27.88</b>
Other revenue	31.09	1.64	35.33	1.86	34.52	5.02	37.71	3.08	33.58	3.04	38.03	8.70
Selling expense	(33.45)	(1.77)	(43.82)	(2.30)	(28.18)	(4.10)	(22.18)	(1.81)	(31.89)	(2.88)	(22.65)	(5.18)
Administrative expenses	(193.25)	(10.21)	(245.76)	(12.91)	(440.39)	(64.01)	(133.97)	(10.93)	(165.34)	(14.95)	(356.26)	(81.47)
<b>Operating profit (Loss)</b>	<b>134.35</b>	<b>7.10</b>	<b>9.55</b>	<b>0.50</b>	<b>(356.55)</b>	<b>(51.83)</b>	<b>63.13</b>	<b>5.15</b>	<b>42.70</b>	<b>3.86</b>	<b>(218.96)</b>	<b>(50.07)</b>
Finance income	4.62	0.24	1.48	0.08	6.65	0.97	5.57	0.45	2.25	0.20	7.43	1.70
Finance costs	(12.21)	(0.65)	(13.50)	(0.71)	(20.53)	(2.98)	(10.90)	(0.89)	(11.11)	(1.00)	(16.50)	(3.77)
Share of profit from investments in associates	2.65	0.14	3.81	0.20	4.85	0.70	-	-	-	-	-	-
<b>Profit (loss) before income tax</b>	<b>129.41</b>	<b>6.84</b>	<b>1.34</b>	<b>0.07</b>	<b>(365.58)</b>	<b>(53.14)</b>	<b>57.80</b>	<b>4.71</b>	<b>33.84</b>	<b>3.06</b>	<b>(228.03)</b>	<b>(52.15)</b>
Income tax revenue (expense)	(16.68)	(0.88)	(7.25)	(0.38)	37.36	5.43	(10.74)	(0.88)	(6.30)	(0.57)	37.36	8.54
<b>Profit (loss) for the year</b>	<b>112.73</b>	<b>5.96</b>	<b>(5.91)</b>	<b>(0.31)</b>	<b>(328.22)</b>	<b>(47.71)</b>	<b>47.06</b>	<b>3.84</b>	<b>27.54</b>	<b>2.49</b>	<b>(190.67)</b>	<b>(43.60)</b>
Other comprehensive income (loss)	7.67	0.41	2.69	0.14	6.67	0.97	-	-	-	-	6.17	1.41
<b>Total comprehensive income (loss) for the year</b>	<b>120.40</b>	<b>6.36</b>	<b>(3.22)</b>	<b>(0.17)</b>	<b>(321.55)</b>	<b>(46.74)</b>	<b>47.06</b>	<b>3.84</b>	<b>27.54</b>	<b>2.49</b>	<b>(184.50)</b>	<b>(42.19)</b>
<b>Loss sharing</b>												
Equity holders of the parent Company	111.08		(6.63)		(328.56)		47.06		27.54		(190.67)	
Non-controlling interest of the subsidiary	1.65		0.72		0.34		-		-		-	
	112.73		(5.91)		(328.22)		47.06		27.54		(190.67)	
<b>Sharing of total comprehensive loss</b>												
Equity holders of the parent Company	118.75		(3.94)		(321.89)		47.06		27.54		(184.50)	
Non-controlling interest of the subsidiary	1.65		0.72		0.34		-		-		-	
	120.40		(3.22)		(321.55)		47.06		27.54		(184.50)	
Basic earnings (loss) per share attributable to the Company	0.244		(0.013)		(0.622)		0.103		0.053		(0.361)	
Weighted average number of ordinary shares (Unit: shares)	466.15		528.23		528.23		466.15		528.23		528.23	

## Statement of Comprehensive income

For the year end 31 December 2021, 31 December 2022, and 31 December 2023

Unit: Million Baht	Consolidate			Separate		
	2021	2022	2023	2021	2022	2023
<b>Cash flows from operating activities</b>						
Profit (loss) before tax	129.41	1.34	(365.58)	57.80	33.84	(228.02)
Adjustments to reconcile profit (loss) before tax to net cash						
Expected credit losses	1.92	13.16	37.38	3.72	12.63	37.94
Write-off withholding tax deducted at source	0.13	0.09	-	0.13	0.09	-
Unrealised (gain) loss on exchange	(0.53)	1.33	0.71	(0.37)	2.30	0.06
(Gain) Loss on disposal of equipment and vehicles	(0.08)	0.09	12.88	(0.08)	0.09	12.88
Gain on cancellation of lease agreement	(0.06)	(0.13)	(0.01)	(0.06)	(0.13)	(0.01)
Loss on write-off of equipment and building improvement	0.23	0.01	0.27	0.23	0.01	0.27
Loss on write-off of intangible assets	-	-	5.16	-	-	-
Loss on impairment of investment in associate	-	-	20.00	-	-	20.00
Loss on impairment of assets (reversal)	-	(2.11)	39.53	-	(2.11)	39.53
Depreciation and amortization	39.43	45.13	48.18	20.20	26.27	29.33
Bad debt written-off	1.72	-	-	1.72	-	-
Amortization for transaction cost	0.12	0.17	0.31	0.12	0.17	0.31
Allowance for diminution in value of inventories	0.01	0.04	-	-	-	-
Deferred prepaid rental	0.13	0.10	0.06	0.13	0.10	0.06
Long-term employee benefit expenses (reversal)	2.95	(0.33)	11.65	2.81	(0.52)	11.13
Gain on disposal of investment in a subsidiary	-	-	(19.85)	-	-	(21.11)
Loss on disposal of investment in associate	-	4.18	-	-	-	-
Share of profit on investment in associate	(2.65)	(3.81)	(4.85)	-	-	-
Provision for litigation cases	-	-	54.80	-	-	54.80
Dividend income	-	-	-	(4.03)	(1.71)	(4.78)
Finance income	(4.62)	(1.48)	(6.65)	(5.57)	(2.25)	(7.43)
Finance cost	12.21	13.50	20.53	10.90	11.11	16.50
<b>Profit from operating activities before changes in operating assets and liabilities</b>	<b>180.32</b>	<b>71.28</b>	<b>(145.48)</b>	<b>87.65</b>	<b>79.89</b>	<b>(38.54)</b>
Trade and other receivables	(187.08)	132.58	66.50	(129.40)	96.34	23.52
Inventories	(4.74)	2.96	0.74	-	-	-
Other assets	(5.36)	(86.14)	66.74	0.15	(87.37)	5.91
Trade and other payables	115.87	(111.28)	(22.23)	78.09	(76.02)	(19.05)
Other liabilities	11.06	(13.64)	6.18	(0.74)	(2.42)	5.89
<b>Cash flows from (used in) operating activities</b>	<b>110.07</b>	<b>(4.24)</b>	<b>(27.55)</b>	<b>35.75</b>	<b>10.42</b>	<b>(22.27)</b>
Cash received for interest	0.33	1.36	3.36	0.27	1.45	0.67
Cash received for income tax	3.76	10.09	0.99	3.76	10.09	-
Cash paid for employee benefits	(0.44)	(0.30)	(7.83)	-	(0.30)	(7.71)
Cash paid for corporate income tax	(14.73)	(12.33)	(6.39)	(9.22)	(11.04)	(4.90)
<b>Net cash flows from (used in) operating activities</b>	<b>98.99</b>	<b>(5.42)</b>	<b>(37.42)</b>	<b>30.56</b>	<b>10.62</b>	<b>(34.21)</b>

Unit: Million Baht	Consolidate			Separate		
	2021	2022	2023	2021	2022	2023
<b>Cash flows from investing activities</b>						
Cash paid for acquisition of building and equipment	(28.43)	(5.88)	(25.62)	(27.44)	(4.24)	(23.74)
Cash paid for acquisition of investment property	-	(0.79)	-	-	(0.79)	-
Cash received from disposal of equipment and vehicles	0.34	1.47	1.01	0.34	1.47	1.01
Cash paid for acquisition of intangible assets	(1.99)	(0.06)	(2.47)	(1.99)	(0.06)	(2.47)
Increase in short-term loans to subsidiaries	-	-	-	-	(1.46)	(82.03)
Increase in short-term loan to other company	-	-	(50.00)	-	-	-
Cash received from short-term loans to subsidiaries	-	-	-	-	-	67.32
Cash received from short-term loan to other company	-	-	23.00	-	-	-
Cash received from non-controlling interest	-	-	0.56	-	-	-
Dividend paid for non-controlling interest	-	-	(2.27)	-	-	-
Cash received from disposal on intangible assets	-	2.11	-	-	2.11	-
Cash paid for acquisition investment in subsidiaries	-	-	(64.00)	(5.00)	(2.50)	(64.69)
Cash increase from acquisition of investment in a subsidiary	-	-	12.23	-	-	-
Cash received from disposal of investment in a subsidiary	-	-	43.90	-	-	43.90
Cash received from liquidation in subsidiary	-	-	-	-	5.16	-
Cash decreased from disposal of investment in a subsidiary	-	-	(7.12)	-	-	-
Cash received from disposal of investment in associate	-	5.10	-	-	5.10	-
Cash received from account receivable from disposal of investments	-	1.41	4.35	-	1.41	4.35
Cash received from interest income	-	-	-	1.00	0.82	2.68
Cash received from dividend in subsidiary	-	-	-	2.53	-	2.53
Cash received from dividend in associate	1.49	1.71	2.25	1.49	1.71	2.25
Increase in restricted bank deposits	(0.70)	(14.40)	(10.25)	(0.25)	(14.04)	(10.26)
<b>Net cash flows used in investing activities</b>	<b>(29.29)</b>	<b>(9.33)</b>	<b>(74.43)</b>	<b>(29.32)</b>	<b>(5.31)</b>	<b>(59.15)</b>
<b>Cash flows from financing activities</b>						
Increase (decrease) in overdrafts and short-term loan from bank	4.47	99.85	(19.58)	24.52	76.17	(5.20)
Increase in long-term loans from related persons	-	10.00	-	-	-	-
Cash received from long-term loans from banks	30.00	69.26	-	30.00	69.26	-
Cash paid for long-term loans from banks	(15.35)	(26.97)	(29.96)	(15.35)	(26.97)	(29.96)
Cash paid for lease liabilities	(23.19)	(24.23)	(27.56)	(9.45)	(10.58)	(12.76)
Interest paid	(11.82)	(13.30)	(19.98)	(10.51)	(10.91)	(15.95)
Cash received from share capital	40.20	-	-	40.20	-	-
Dividend paid to non-controlling interest in subsidiary	(2.27)	-	-	-	-	-
<b>Net cash flows from (used in) financing activities</b>	<b>22.04</b>	<b>114.61</b>	<b>(97.08)</b>	<b>59.41</b>	<b>96.97</b>	<b>(63.87)</b>
Increase (decrease) in translation adjustments	5.52	1.67	0.60	-	-	-
Increase (decrease) in effect of changes in exchange rate on cash	0.10	(0.10)	(0.36)	-	-	-
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>97.36</b>	<b>101.43</b>	<b>(208.69)</b>	<b>60.65</b>	<b>102.28</b>	<b>(157.23)</b>
Cash and cash equivalents at beginning of year	50.42	147.78	249.22	11.71	72.36	174.64
<b>Cash and cash equivalents at end of year</b>	<b>147.78</b>	<b>249.21</b>	<b>40.53</b>	<b>72.36</b>	<b>174.64</b>	<b>17.41</b>

## Financial Ratio

Financial ratio	Consolidate			Separate		
	2021	2022	2023	2021	2022	2023
<b>Liquidity ratio</b>						
Liquidity ratio (times)	1.20	1.22	0.46	0.94	1.10	0.54
Quick ratio (times)	1.18	1.21	0.46	0.94	1.10	0.54
Cash flow ratio (times)	0.20	(0.01)	(0.08)	0.08	0.03	(0.09)
Accounts receivable turnover ratio (times)	7.09	6.62	4.17	9.09	7.96	6.42
Average collection period (days)	51.51	55.11	87.57	40.14	45.83	56.87
Accounts payable turnover ratio (times)	11.27	10.82	6.39	14.08	12.15	8.93
Average payment period (days)	32.39	33.73	57.12	25.93	30.03	40.89
Cash cycle (days)	19.13	21.38	30.45	18.33	15.80	15.98
<b>Ratios for profitability</b>						
Gross profit margin (%)	17.43	13.86	11.27	14.81	18.66	27.88
Profit rate (loss) from operations (%)	7.24	0.70	(51.12)	5.15	3.86	(50.07)
Cash to profitability ratio (loss) (%)	72.26	(40.59)	10.64	48.41	24.87	15.62
Net profit margin (%)	5.87	(0.35)	(47.76)	3.84	2.49	(43.60)
Return on equity (%)	33.24	(1.24)	(66.60)	13.55	5.23	(33.40)
<b>Ratio showing operational efficiency</b>						
Return on assets (%)	12.27	(0.55)	(28.29)	6.15	2.68	(17.39)
Return on fixed assets (%)	106.48	23.53	(153.14)	57.03	36.25	(95.17)
Asset turnover (times)	2.13	1.61	0.62	1.65	1.11	0.43
<b>Financial Policy Analysis Ratio</b>						
Debt to equity ratio (times)	1.42	1.01	1.89	1.22	0.79	1.11
Interest coverage ratio (times)	12.23	1.30	(16.48)	6.30	4.05	(12.44)
Obligation capability ratio (times)	2.11	0.12	(0.20)	0.94	0.43	(0.26)
Dividend payment rate (%)	0.00	0.00	0.00	0.00	0.00	0.00

## General Information and Other Important Information

### General Information

#### Company Information

Company	:	NCL International Logistics Public Company Limited
Symbol	:	NCL
Registered No.	:	0107556000434
Type of Business	:	Logistics Solution Provider
Registered Capital	:	132,058,498.25 Bath
Paid-up Capital	:	132,058,498.25 Bath
No. of common stock	:	528,233,993 Units
Par Value	:	0.25 Bath
Head Office	:	56/9-10 Soi Somdetphrachaotaksin 12/1 Somdetphrachaotaksin Road, Bukkalo, Thonburi Bangkok 10600
Telephone	:	02-4737300
Website	:	<a href="http://www.nclthailand.com">www.nclthailand.com</a>
Company Secretary	:	Telephone : 02-4594945 Ext.1202 Email : <a href="mailto:ratirat.c@nclthailand.com">ratirat.c@nclthailand.com</a>
Investor Relationship	:	Telephone : 02-4594945 Ext.501 Email : <a href="mailto:IR@nclthailand.com">IR@nclthailand.com</a>



## Reference

- Ordinary Share Registrar** : Thailand Securities Depository Company Limited.  
93 Ratchadaphisek Road, Dindaeng, Dindaeng, Bangkok 10400  
Telephone : 0 2009-9000  
Fax : 0 2009-9991
- Auditor** : EY Company Limited.  
33<sup>rd</sup> Floor Lake Ratchada Office Complex, 193/136-137,  
Rachadapisek Road, Klongtoey, Klongtoey, Bangkok 10110  
Telephone : 0-2264-9090  
Fax : 0-2264-0789 – 90
- Legal Advisor** : Jugkrid and Associates Law Office Company Limited  
AIA Capital Center No 89, Room 1507, 15th Floor Ratchadapisek Road,  
Din Daeng Sub-Districts, Din Daeng District, Bangkok 10400  
Telephone : 090-9866989
- : Dharmniti Law Office Company Limited  
2/2 Bhakdi Building 2nd Floor, Witthayu Rd,  
Khwaeng Lumpini, Pathum Wan, Bangkok 10330  
Telephone : 0 2680 9777

## Details of the entity which the Company holds 10 percent and more

### Subsidiary

#### 1. NCL INTER LOGISTICS (S) PTE. LTD.

8 Burn Road, # 10-08 Trivex, Singapore 369977

#### 2. Golden Supply CO., LTD.

56/9 SoiSomdetphrachaotaksin 12/1 Somdetphrachaotaksin Road, Bukkalo, Thonburi  
Bangkok 10600

#### 3. Harmony Intertech CO., LTD.

56/9 SoiSomdetphrachaotaksin 12/1 Somdetphrachaotaksin Road, Bukkalo, Thonburi  
Bangkok 10600

#### 4. Meta Freight and Logistics Co., Ltd

43 THAI CC TOWER, FLOOR 12th ROOM A127 S Sathon Rd, Yannawa Sathon, Bangkok 10120

#### Associated Company

#### 5. Cheese Digital Network CO., LTD.

2521/55-56 Ladprao Road, Khlong Chaokhun Sing, Wang Thong Lang Bangkok 10310

#### Held by NCL INTER LOGISTICS (S) PTE. LTD. (Subsidiary)

#### 6. NCL International Logistics USA Inc.

7372 Walnut Ave., Suite W, Buena Park, CA 90620

#### 7. Qingdao National Container Line Co., Ltd.

Room No.2118, Floor 21, No.9 Fu zhou nan Road, Shinan District 266000

#### 8. Ningbo NCL Inter Logistics Co., Ltd.

Room 1203, 12th Floor, 50th Dalai Street, Haishu District, Ningbo City, Zhejiang Province 315000

#### 9. LG Container Line Pte. Ltd.

8 Burn Road, # 10-07 Trivex, Singapore 369977

#### 10. NCL Inter Logistics Viet Nam Company Limited

96-98 Dao Duy Anh, Ward 9, Phu Nhuan District, Ho Chi Minh City, Vietnam

#### 11. NCL International Logistics Private Limited

504, Mangla Tower, Off.P.K. Road, Mulund West, MUMBAI, Mumbai City, Maharashtra, India, 400080

## Other Important Information

- None -

## Legal disputes

On 5 August 2022, a group of three timber trading companies filed lawsuits with the Central Intellectual Property and International Trade Court, alleging that the Company, as the co-defendants with a company and an individual, breached the sea freight contract by suspending the delivery of the original bill of lading to the plaintiff. The indictment demands the turnover of the bill of lading and damages for the goods, along with interest totaling Baht 55 million.

During the year 2023, the Central Intellectual Property and International Trade Court ruled on the lawsuits of three timber trading companies, ordering the Company to hand over the bill of lading and pay joint damages totaling Baht 51 million plus interest at the rate of 5% per annum. Therefore, the management of the Company recorded a provision for liability arising from this lawsuit for compensation regarding damages from not delivering the bills of lading of three timber trading companies, totaling Baht 55 million in the income statement for the year 2023. However, the Company is in the process to file this case to the Appeal Court.



# Part 2

## Corporate Governance



## CORPORATE GOVERNANCE POLICY

NCL International Logistics Public Company Limited ("the Company") realizes the importance of good corporate governance which is important and necessary to help the company achieve our corporate commitment in becoming a leading efficient organization equipped with good corporate governance and management excellence. In addition, good corporate governance is also a critical success factor to the company's continuous business growth and stability which shall impact the confidence of shareholders, investors and all relevant parties as well as long-term business value of the company.

### Corporate Governance Policy and Guideline

The Board of Directors has set up the Good Corporate Governance Policy of the Company in accordance with the Good Corporate Governance Principles for Listed Companies of the Stock Exchange of Thailand, with the Corporate Governance Policy and the Business Ethics and Operational Guideline. In writing, The Board of Directors is the driven and regulates the implementation in work process, executives and employees are strictly complied and held on to practice since 2014 and has been distributed on the Company's website to inform the shareholders, investors, interested person and related parties

The Company had determined that the corporate governance policy need to be reviewed annually or at least once a year. In 2023, there was a review made through the Board of Directors Meeting No. 1/2023 on 22 February 2023, performing a manual update corporate governance policy by additional policies and practices covering all 5 policies, as follow:

1. The Rights of Shareholders
2. The Equitable treatment of Shareholders
3. Role of Stakeholders
4. Disclosure of Information and Transparency
5. Responsibility of the Board

Therefore, the Board of Directors has established the Good Corporate Governance policy to all directors, executives and employees to follow the guidelines as below

1) The Board, management and employees will perform their duties with full effort and responsibility to maximum the benefits of the company. They will reply on Good Governance Policy, Business Ethic as the way to operate.

2) The Board has a role with the management to determine vision, strategies, policy and business goal of the company to cover the planning of management and proper business operation.

3) The Board, management and Employees must perform their duties responsibly, prudently, earnestly and honestly in accordance with the relevant laws, Company Articles and Notifications.

4) The Board, Management and employees will treat all stakeholders with fairness and will examine, control and prevent any action or decision that will lead to any conflicts.

5) The Board, management and employees will perform their duties with honesty, fairness, and transparency.

6) An internal control system shall be installed and risks management shall be managed at suitable levels,

including an accounting system and financial statement which are accurate and reliable.

7) Treat employees with fairness, awareness, promotion and cultivation of virtue ethics, coupled with the development of the potential of continue personal.

8) Execute important information disclosure on finances and ono-finance matter with creditability and punctuality so that shareholders, investors and stakeholders of the company can access such information with fairness, appropriate and thorough

9) Implement anti-fraud policy, corruption, including ongoing control

10) Complete the business with social responsibility, community and the environment, including all stakeholders, which leads to sustainable development.

Include a review of the Code of Business conduct and Practices to all directors, executives and employees of the Company and the subsidiaries to be held as a practice guideline. Additional information on misconduct and fraud, violation or non-compliance, whistle blowing and protection measures and fairness to data providers, reporters, complainants or collaborators in reporting such information

## Board of Director's Policy and Guideline

The Board of Directors consists of experts with knowledge, capability and experiences that are beneficial to the running of the company and have independence in making decision for the maximum benefit of the company and shareholders. The Board of Directors participates in formulating the policy, corporate overview, consider the business plan and annual budget of the company, by assigning the management to present, and the Board of Directors shares opinions and discusses with the management. This is to create mutual agreement as well as to supervise the management to carry out the business according to the business plan and specified budget in an efficient manner. Moreover, the Board of Directors also supervises the procedures for assessing adequacy of the internal control system, financial reporting and performance monitoring on a regular basis.

### Board of Directors' structure

The Company requires at least one-third, but not less than 3 members of the total number of the Board of Directors must be Independent Directors acting as agents of the minority shareholders scope in order to perform the auditing and balance management of the Company to be accurate and fair, and enhance the shareholders' trust and value.

Furthermore, the Board of Directors promote diversity in the structure of the Board of Director to have experts from diversified fields fully equipped with experiences, knowledge, expertise that are beneficial to the business running, adhering to morale and integrity, regardless of gender, race, religion, age, professional skills or other specific qualifications.

The current Board of Directors consists of 8 members, 4 executive directors and 4 non-executive directors along with the Audit Committee which consists of 3 independent directors, which accounts for more than one-third of the total number of directors. Such board structure allows for balance in voting in the consideration of matters. The Board of Directors also appoints Committees to supervise the Company's business, as follows:

- Audit Committee
- Risk Management Committee
- Nomination and Remuneration Committee
- Corporate Governance Committee
- Executive Committee

The Board of Directors has appointed Company Secretary having the duties and responsibilities in accordance with the Securities and Exchange Act. However, the company may recruit other sub-committees to perform their assigned tasks to alleviate the administrative burden of the Board of Directors in the future

#### The Board of Director's diversity policy

The Board of Directors is realized to the benefits of the diversity of the Board of Directors and considers that it is one of the important factors in increasing the efficiency of making decision and performance of the Board of Directors.

However, diversity is not just limited to gender but also includes age, educational background, professional experience skills and knowledge. Therefore, the selection and appointment of the Company's directors will be based on knowledge, capability and the selection criteria which taking into account benefits of diversity as well.

#### Terms of Directorship

At each Annual General Meeting of Shareholders, one-third of the directors or the number nearest to one-third if the number is not a multiple of three must retire from office. Retiring directors may be re-elected in the Annual General Meeting.

For the Audit Committee, each member is in charge for a period of 3 years. A member of the Audit Committee whose term is ended due to the maturity of term according to the company's regulations may be appointed again. If a position in the Audit Committee is vacant due to a reason other than the end of term, the Board of Directors shall appoint a qualified person to become a member of the Audit Committee so as to ensure the complete set of the committee as specified by the Board of Directors. The person who is newly appointed will has the term length equal to the remaining term of the member of the Audit Committee he/she replaces

Besides, the Company has specified the qualification of the person who shall be an appropriate independent director in accordance with the characteristics of the company. The independence of the independent director must be in accordance with the rules prescribed by the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand. The Company requires an independent director to hold a term of office not exceeding 9 years from the date of appointment at first time. If the company is required to appoint an independent director to assume the position onward, the board be able to do but should be the reasonable consideration and clarification of the necessity.

And to clarify the responsibilities, the Company has set the clear duties of the Chairman and the director to protect the unlimited power in any person and to separate the person who assume the position as the Chairman out of the person who assume the position as Managing Director and appointed the Independent Directors as the Chairman. In the year 2023, not have any independent director hold a term more than 9 years

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

The Chairman of the Board is responsible for the leadership of the Board. He is also the Chairman of the Board of Directors and the shareholders' meeting. The Chairman of the Board of Directors is responsible to the Board of Directors for management in accordance with the guidelines and policies of the Board of Directors.

#### Scope of duties and responsibilities of the Committees.

The Company requires the Board of Directors to comply with the code of best practice in accordance with the guidelines of the SET. The directors must understand and recognize their roles, duties, and responsibilities, and perform their duties in accordance with the law, the Company's objectives and the Articles of Association, shareholders' resolutions, the charter of the Board of Directors, and the Company's corporate governance policy with integrity and honesty, with



priority given to the best interests of the Company and its shareholders. The Board of Directors determines the policies, business goals, business plans, and the budget of the Company, and governs the management division to ensure compliance with the policies, plans, and budget specified with efficiency and effectiveness, for the best interests of the Company and its shareholders.

#### Board of Directors' Meeting

The Board of Directors' meeting follow the regulations, laws related to public limited company, and regulations of the Stock Exchange of Thailand. Special meetings are arranged if necessary. The meetings are held at least 6 times a year. In order to effectively monitor the operations of the company and the Audit Committee has a meeting at least 4 times a year. The Company secretary prepares the annual meeting calendar to the Board of Directors in advance, within November yearly. To supporting the directors to allocate their schedule time and schedule of meeting in advance, which is not include special occasions of the meetings. When the company will send an invitation letter with the meeting agenda and meeting documents as attachments to the directors no less than 7 days before the date of the meeting so that the directors have time to study the information adequately before attending the meeting. Except in the case of an emergency to protect the rights and interests of the company, the meeting will be notified by other means and then set the date for an earlier meeting. The directors of two or more persons may request the Chairman of the Board of Directors to call a meeting of the Board of Directors. In cases where two or more directors request, the Chairman shall set the date of the meeting within 14 days from the requesting date.

At Board Meetings, not less than two-third (2/3) of the total number of directors shall be present at the meeting so that the quorum of the Board of Directors will be available for the Board to vote. All committee member must attend at

least 75% of the board meeting which are held in the whole year and an average rate not less than 80% of all committee meetings during the year round. The Company shall maintain the minutes of meetings and keep the said documents receiving the confirmation from the Board of Directors for future examine by the Board or related party.

All this, the committee has set a policy that non-executive directors should have the opportunity to meet among themselves as appropriate or at least once a year without executive directors or management participated in the meeting. To discuss various issues, both regarding the Company's business such as management strategies, sustainable growth guidelines or other matters of interest and report the result of the meeting to the Managing Director. In the year 2023, the meeting was held on 18 December 2023.

#### Remuneration for the Board of Directors and Executives

The company has determined remuneration for the directors and executives at an appropriate level, which is sufficient to retain competent directors and executives. While it avoids paying excessive remuneration, it remains the rate at the level comparable to companies in the same group of industry. Factors to be considered include experience, obligations, appraisal and scope of roles and responsibilities. The remuneration payment of the directors must be approved be the company's shareholders. For remuneration of executives, it will be in accordance with principles and policies as determined by the Company's Board of Directors in which the consideration will be made based on duties, responsibilities, performance of each executive, and operational performance of the company.

#### Report of the Board of the Directors

The Board of Directors is responsible for the financial reports preparation including the Company's financial statements, the consolidated financial statements of the Company and subsidiaries and financial information memorandum as shown in annual report. The financial

statements are prepared based on generally accepted accounting standard. The Company applies proper and acceptable accounting standard and complies with such standard regularly. The Company is very careful to prepare and manage sufficient information to disclose in the notes of financial statements

#### Self-evaluation of the Board of Director

The Board has evaluated their performance every year with three formats 1) person 2) team 3) sub-team and CEO for the Board to assess the outcome, the problems, and the obstacles during the previous year in order to fix and increase efficiency. The evaluation as a team and as a sub-team will be based on the protocols suggested by the Stock Exchange of Thailand, leading to properly changes of the company. With this, the assessment as referred to 6 topics:

- 1) The structure and qualifications of the Board of Directors
- 2) Duty and responsibility of the Board of Directors
- 3) The Board of Directors' meeting
- 4) Performance of Directors
- 5) Relationships with the management
- 6) Self-development of Directors and management development.

#### Development of Directors and Executives

The company encourages the Board of Directors and the management to attend seminar courses that are beneficial to their functions. Courses that the Board of Directors should attend at least are courses arranged by the Thai Institute of Directors (IOD) namely Directors Certification Program courses from related supervisory agencies on a regular and constant basis. The Board of Directors has assigned the company's secretary to be a coordinator with directors to inform training courses so that directors can bring in knowledge and experiences to continuously develop the company.

#### The orientation of new Directors

The Board of Directors has set an orientation for newly appointed directors by assigning the Company secretary to prepare company information, annual report, business overview, shareholding structure, organizational structure, director's guide and meeting schedule and other necessary information. In order to create knowledge and understanding in business and various operations of the Company to inform new directors about roles and responsibilities of the directors' corporate governance policies and practices, in order to prepare the directors to perform their duties.

#### Policy on re-positioning to the Board position, managing director, and executives in other company

Corresponding to the good corporate governance and the suggestion from the Stock Exchange of Thailand, the Board has determined the policy on limiting the number of the re-positioning to the Board of other companies that are registered in the Stock Exchange of Thailand to be no more than 5 companies. All current Board members are within this limit.

Also, the Board determines the managing directors and Managements to take the positions in other company as necessary in a way that it will not affect the duties and the responsibilities of the company. There also requires approval from the Board or the one in charge first.

#### Succession Plan

In order to ensure that the company shall have continuity in administration, the Board of Directors sees the necessity and importance of position succession of the high-level executives, the company has made a position succession plan in support of the positions from division directors upwards. Replacement persons are identified. In case no persons who can replace instantly, the company has arranged a personnel development system for preparing persons in subordinate positions along with external

selection. This is to ensure confidence in investors, organizations as well as employees that the business running of the company shall be succeeded in good time.

#### Report of conflicts of interests

The Board has determined the protocol in reporting of conflicts of interests of the Board and Managements for transparency in order to prevent the problem that will lead to benefit conflicts as the followings

- The Board or Managements including family members that are associated or are the shareholders must report the conflict of interest to the company by each member must report the information since the day he or she started.
- The Board determines the evaluation of the conflicts of interests in every year
- The Board or Managements have the duties to report the stock holding of the company. If any changes, they must report to the Stock Exchange Commissioner within 3 days after changes.
- The Board assigns the Corporate Secretary to record the report of conflicts of interests.

#### Nomination and Selection of Directors and Management

##### Nomination and Selection of Independent Directors

The Nomination and Remuneration Committee has responsibilities to make primary recommendations to the nomination and selection process for independent directors who must possess the qualifications as stipulated by the Company and in accordance with The Securities and Exchange Commission Announcements or The Stock Exchange of Thailand Notifications. The Board of Directors will be considered to select independent directors from experts who have work experienced and other suitability combined to create diversity in the structure, considering from the necessary skills that are lacking as well as the strategy of the Company that will be continued. After that it will be presented to the shareholder's meeting to be appointed as the company's director and experiences, and

propose to the Annual General Meeting for nomination as directors of the Company. There must be at least three independent directors, and not less than one-third of the Board size with the following qualifications:

1. Holding not more than one percent of the total voting shares of the Company, a subsidiary, an affiliate, other associate company, a major shareholder, or a controlling person, including shares held by related persons.
2. Neither being nor used to take part in management, or being an employee, staff member, advisor receiving a regular salary, or controlling person of the Company, a subsidiary, an affiliate, other associate company, a major shareholder, or a controlling person in the past two years unless the foregoing relationship has ended not less than two years. The above prohibited characters exclude the independent director who is a government employee or consultant who is major shareholders or controlling person of the Company.
3. Not being a close relative by birth or by legal registration as a parent, a spouse, a brother or sister, a son or daughter of management, a controlling person, a shareholder or a person nominated as management or a controlling person of the Company or its subsidiary.
4. Neither having nor used to involve in a business relationship with the Company, a subsidiary, an affiliate, a major shareholder, or a controlling person in such a way that will obstruct his independent judgment including not being a major shareholder or a controlling person of the person who has a business relationship with the company, a subsidiary, an affiliate, a major shareholder, or a controlling person unless the foregoing relationship has ended not less than two years, a business relationship includes a normal cause of business transaction, a rent or lease of property, a transaction related to assets, service, providing or receiving financial support such as borrowing, lending, guaranteeing, or

assignment resulting in the Company or other party being in debt obligation of more than three per cent of net tangible assets of the Company of twenty million baht, whichever is lower. The calculation of debt obligation shall be in accordance with the calculation of value of related party transaction specified by the Capital Market Supervisory Board's Announcement of Related Party Transaction including debt obligation one year prior to the date that business relationship starts.

5. Neither being nor used to be an external auditor of the Company, a subsidiary, an affiliate, a major shareholder, or a controlling person of the Company and not being a shareholder holding major portion in an audit office of an external auditor of the Company, a subsidiary, an affiliate, a major shareholder, or a controlling person in the past two years.

6. Neither being nor used to be a provider of professional service such as legal or financial services and receives a professional fee of more than two million baht per year from the Company, a subsidiary, an affiliate, a major shareholder, or a controlling person and not being a major shareholder or a partner of such a provider of professional service in the past two years.

7. Not being a director representing another director of the Company, a major shareholder, or a shareholder related to a major shareholder.

8. Not being in a business substantially the same and compete with the Company, or a subsidiary, or not being a principal partner in a business partnership or being a director involving in management, employee, staff member, advisor receiving a regular salary, or holds of shares with voting right more than one per cent of total number of voting right of other company that engages in a business substantially the same and compete with the Company and its subsidiary.

9. Be able to express an independent opinion with respect to the operation of the Company.

The Board of Director contains 4 independent members, which are the persons with knowledge or competency and truly have the freedom to operate such as no business connection to the company, no connect to other influences that might affect the independent performance

#### Terms of the Director

The Board determines the independent Director to be in position for 3 years and will circulate and retire as 1 in 3 of the entire team accordingly. When the term comes, the committee could be presented to the Annual General Meeting of Shareholders to continue as the Board and to come back in the position. The independent committee will in the position for no longer than 3 terms or 9 years starting from the day of accepting the position. In addition, the board of directors should clearly state a policy that independent directors who have served on the Board beyond nine years from the date of their first appointment should be subject to particularly rigorous review of their continued independence.

#### Nomination of Directors and Management

In selecting experts to take up a position of directors who complete the term, or in other cases, to propose to the company in selecting persons who are nominated to be candidates to the meeting of shareholders for approval, the company has a procedure to select experts from their expertise, visions, leadership, morale, transparent work background and ability to express opinions independently. The composition of the company's directors and the selection, appointment, or removal from the position of a director of the company has been determined in the regulations of the company which can be concluded as follows

1. The Board of Directors consists of at least 5 directors of which not less than half of the total directors must

reside in Thailand. And the company's directors must have qualifications as required by law.

2. The meeting of shareholders is responsible for electing directors according to the following rules and methods:

- Each shareholder has 1 vote for 1 share.
- Each shareholder may use all his/her votes under (1) to elect one person or more persons to be directors. but cannot divide the votes to any person to any extent.

- Persons receiving the highest number of votes in descending order shall be elected as directors equal to the number of directors to have or to be elected at that time. In the event that the persons who are elected in descending order have equal votes, the number of directors is more than the number of directors required to have the chairman of the meeting shall have a casting vote.

3. In every Annual General Meeting of shareholders, the terms of one-third (1/3) of the current number of the Directors will be ended. If the number of Directors could not be divided into three proportions, the number of Directors whose terms will be ended will be the closet number to the one-third proportion. Directors whose terms are ended in the first and the second years after the registration of the company will be decided by drawing lots. For the consecutive years, the Directors who are in the positions the longest will be removed. However, those Directors who are removed may be elected to fill the positions again.

4. In addition to the end of the term. Directors will vacate when

- Death
- Resign
- Be without qualifications or possess of the characteristics prohibited under Act and the related Notification.

- The shareholders' meeting passed a resolution to leave.

- The court has issued an order.

5. In voting for any director to retire before the expiration of the term Must hold a vote of not less than three-fourths (3/4) of the number of shareholders attending the meeting and having the right to vote. and holding shares in aggregate not less than half of the number of shares held by the shareholders attending the meeting and having the right to vote

6. Any director who wishes to resign from the position must submit a resignation letter to the company. The resignation will be effective from the date the resignation letter reaches the company.

7. In the event that the director's position becomes vacant for reasons other than the expiration of the term The committee shall select qualified persons. and does not have any prohibited characteristics under the law on public limited companies and the law on securities and exchange to become a replacement director in the next Board of Directors' meeting unless the remaining term of that director is less than two months. The person who is appointed as a replacement director will be in the position of director only for the remaining term of the director he replaces.

The Board must allow the shareholders to present a name with qualifications to become a Board member.

#### Nomination and Appointment of the Audit Committee

The Audit Committee of the company must be the company's director who is appointed from the Board of Directors and have qualifications as specified by the securities law and the Stock Exchange of Thailand. The Audit Committee must contain no less than 3 persons and at least 1 director must have knowledge on accounting and finance.

#### Nomination and Appointment of the Risk Management Committee

The Risk Management Committee is appointed by the Board of Directors to define and implement strategies for overall risk management. In addition, the Risk Management Committee is responsible for developing and reviewing management systems and risk management in line with the policy consistently. One of the Risk Management Committee shall be appointed to be the chairman of the Risk Management Committee by the Boards of Directors. He/she shall have the qualifications required by the Securities Laws and the Stock Exchange of Thailand, including regulations and / or regulations of the Stock Exchange of Thailand

#### Nomination and Appointment of the Corporate Governance Committee

The Board of Directors proposes the appointment of the Corporate Governance Committee by election from an independent committee Certain amount as it deems appropriate but must not less than 3 people to help support the Board of Directors in formulating policies and laying down criteria for strengthening policies and laying down criteria for strengthening the Company to have concrete standards and practices in corporate governance to cover the entire organization with transparency, credibility, and accountability, build confidence for shareholders and stakeholders and the Board of Directors has appointed a member of the Good Corporate Governance Committee to be the Chairman of the Good Corporate Governance Committee with qualifications as required by the Securities and Exchange Act of Thailand, including notifications, regulations and / or regulations of the Stock Exchange of Thailand

#### Nomination and Appointment of the Executives Committee

The Board of Directors is responsible for proposing the appointment of the Executives Committee by electing from Directors and/or a certain number of Management as it sees appropriate and the Board of Directors will appoint one of the members of the Executives Committee to be the chairman of the Executives Committee.

#### Nomination and Appointment of Chief Executive Officer

The Executive Committee will nominate the qualified delegates with proper knowledge, capabilities and experiences for the position of Chief Executive Officer for the Nomination and Remuneration Committee and Board of Directors' approval.

#### Corporate Governance of the Subsidiaries, Joint Venture and Other Joint Venture

The Company has always put great emphasis on good governance policy in line with business operation. The Company has also set up a policy to supervise its subsidiaries, affiliated companies and other associated companies for the purpose of overseeing those companies. The Board of Directors has a regulatory mechanism that regulates, manages, and is responsible for the operations of its subsidiaries, associated companies and other affiliates in order to maintain the interests of the company's investment, including:

- Sending of a person to represent the Company as a director of the invested company in proportion to the shareholding. The company's representative shall be a person without any conflict of interest with the business of such subsidiary, associated or other associated company
- The company's representative will oversee that its subsidiaries, associates and other affiliates comply with the rules and regulations set forth in the company's regulations and the laws governing the conduct of business. In addition, the company's representative must ensure that the subsidiary has the regulations governing connected transactions, the acquisition or disposition of assets or other important transactions of such company shall be complete and accurate, and apply the rules related to disclosure and the above transaction in the same manner as the Company's criteria.

Supervision of disclosure of financial status and operating results, including important transactions to be



consistent with the rules of the company, and to keep the records and accounting records of the company so that the company can review and collect the consolidated financial statements in a timely manner

#### Investment and Governance Policy of Subsidiaries and Associates

1. Investment in other companies include joint venture to set up a new company and buying shares in other companies. The Company has a policy to coin vest with other investors that have transparent business operation and corporate governance.

2. Businesses in which the company will invest must be supportive and beneficial company's business vertically and horizontally to create equilibrium of the Company.

3. Businesses in which the company will invest shall be analyzed in terms of basic business factors, business trend as well as return rate evaluation and future risk prediction.

4. Investment shall not cause problems to liquidity of the Company and subsidiaries.

5. The Company will invest at sufficient proportion to take part in managing and defining business operation regulations of a company to be invested in.

6. The company will review investment in subsidiaries and associates properly and in accordance with business condition of the Company in each period.

7. The investment shall be approved by the board of director or general meeting of the Company according to the article of association and related laws to be in accordance with a notice of Capital Market Supervisory Board associated with principles of providing significant particulars within scope of obtainment or distribution of properties and a notice of Stock of Exchange Commission on disclosure of data and practices of listed companies about property obtainment B.E. 2547

8. The company will supervise a company in which it invests by sending representatives to be a director of subsidiaries and/or associates by proportion of shareholding. The company's representatives must be free from conflict of interest of the subsidiaries and/or associates in which the Company invests and they shall supervise the subsidiaries and/or associates to comply with specified regulations and principles in the company's article of association and applicable laws about business operation of the subsidiaries and/or associates.

It is valid from 13 December 2016 and onwards

## The Rights of Shareholders Policy and Guideline

### Shareholder Rights

The Company is aware of the importance of the rights of the shareholders and no action is taken to restrict or violate or deprive of the rights of the shareholders. The Company is responsible for the fair treatment of shareholders including encourages its shareholders to exercise their rights by the basic rights of all shareholders, either domestic or

foreign both major shareholders, minor shareholders or institutional shareholders such as the right to buy, sell, or transfer shares, share in the profit of the company, obtain relevant and adequate information on the company in a timely manner and on a regular basis, participate and vote in shareholder meetings to elect or remove members of the board, appoint the external auditor, and make decisions on any transactions that affects the company, such as

dividend payment, amendments to the company's articles of association or bylaws, capital increases or decreases, or the approval of extraordinary transactions.

Beside the basic rights mentioned above. The Company also conducts in various matters to facilitate the exercise of shareholders' equities. The Annual General Meeting of shareholders is determined to be held every year within 4 months after the ending of the accounting year of the company. In case of urgency that there is a need to consider a special agenda that may affect or relate to the benefits of the shareholders and is required an approval from shareholders, the Extraordinary General Meeting of shareholders can then be called upon on a case-by-case basis.

1. Give an opportunity for shareholders to propose agenda items and nominate persons to be elected as directors of the Company in advance for at least 30 days. The Company has set the criteria for the right of shareholders to propose the agenda item and / or to nominate persons to be elected as directors in the Annual General Meeting of Shareholders

2. Invitation letter to the Annual General Meeting of shareholders is prepared and sent to every type of shareholders including institutional shareholders, together with the details of meeting agendas; important and necessary information for the shareholder's consideration; all types of letters of power of attorney namely Form A, Form B, and Form C as determined by the Ministry of Commerce; and indicating how to authorize clearly by indicating location, date, time and a map of the meeting venue. In the meeting invitation letter, details of documents that shareholders need to present in the meeting in order to preserve the right in attending the meeting will be given. The letter will be sent to shareholders at least 7 days and in case of acquisition / disposition of assets or connected transaction or request for

delisting Securities offering to directors and employees. The offering of newly issued shares at low price to private placement, capital increase or reduction must be sent to the shareholders together with the relevant of full information before the meeting not less than 14 days in advance of the meeting date so that shareholders will receive sufficient, accurate, complete, and transparent information in making a decision to cast a vote. In addition, the letter will be announced in the newspapers in Thai for 3 consecutive days before the meeting date at least 3 days. Moreover, the company determines to distribute a complete book of the general annual meeting and the documents about the meeting on the website in Thai version for at least 30 days prior to the meeting day and in English version for at least 7 days prior. The shareholders can then use the information to make a decision for voting with completeness and honesty. The provided documents are intended for the shareholders to be prepared before attending the meeting. The company also broadcasts this news via the channel of SET that the company has distributed the meeting book and related documents on the company website.

3. Shareholders will be informed in case there are additional agendas in the meeting. For an urgent case regarding the preserving of rights or benefits of the company, a meeting invitation letter will be sent in advance no less than 7 days before the meeting date, while relevant information of the meeting agendas will be publicized on the website in advance before sending the documents.

4. Providing convenient channel in receiving news for shareholders by posting news and details through Company website, especially shareholders' meeting invitation letter which should be post prior to the meeting date for shareholders to conveniently and have sufficient time to study information relating to the meeting. Hard copies of

information relating to the shareholders' meeting is nonetheless delivered to shareholders.

5. The company will not take any actions that are considered limiting the rights of attendance of shareholders. Every shareholder has to right to attend the meeting of shareholders throughout the length of the meeting.

6. If a shareholder cannot attend the meeting, the Company allows the shareholders to appoint an independent director or any person to attend on their behalf with the power of attorney in any form which has been sent by the Company together with the invitation letter. The Proxies are legitimate has the right to attend and vote in the same manner as all shareholders. The Company has proposed the list of independent directors in the proxy form as an alternative to the shareholders to be an opportunity to appoint any independent director.

7. Chairman of the meeting shall inform the shareholders of rules of the meeting and voting procedures. All shareholders shall be treated equally in expressing their opinion and raising questions in the meeting. Directors and relevant management team members shall attend the shareholders' meeting to provide responses to any inquiry raised at the meeting. Time shall be allotted appropriately.

8. In counting votes, the company will arrange an independent outsider to count or examine the vote counts in ordinary and extra Annual General Meetings, for example the auditor, the legal division or shareholders who are selected and approved from the meeting, etc. The vote counts will be available to present to the meeting and will be recorded in the minutes of the meeting.

9. Shareholders are given the right to attend the meeting of shareholders after the meeting has been declared open, and have the right to cast a vote in the agenda in-between consideration that has not been voted.

10. The company has indicated the interests of directors in the invitation letter to the meeting of shareholders. And in the meeting of shareholders, if any director has an interest or is related in any of the agendas, the chairman of the meeting will inform the meeting attendants in advance before considering the agenda. The director with an interest to that agenda will not attend the meeting and be refrained from casting a vote in such an agenda.

11. The Company shall disclose the resolutions and voting results of each agenda item at the Annual General Meeting of Shareholders and the Extraordinary General Meeting of Shareholders within the meeting date or no later than 9.00 am on the next business day through the website of the Stock Exchange of Thailand ([www.set.or.th](http://www.set.or.th)) and published on the company's website ([www.nclthailand.com](http://www.nclthailand.com)) within the same day.

12. Record the minutes of meetings with complete, accurate, timely, transparent and record down significant issues in the minutes of meeting for shareholders to review. Moreover, the Company shall present minutes of meeting on Company website for shareholders to consider as well as hand in the said minutes of meeting to The Stock Exchange of Thailand within 14 days commencing from that of shareholders' meeting.

13. Right of shareholders regarding dividends and share of profits the company has announced the dividend payment policy. The reasons and information for the dividend payment or non-payment are disclosed in the Annual Report and Form 56-1 (the details, please see the dividend payment policy) and the Company's website. ([www.nclthailand.com](http://www.nclthailand.com))

14. The Right to Consider Directors' Remuneration: Nomination and Remuneration Committee are responsible for the consideration of the form and criteria of the remuneration of each director which considered from the business type, size of the business and the responsibilities of the Board,

compared with other listed companies in the Stock Exchange of Thailand which has market capitalization. In similar size, the Company has proposed the remuneration as a meeting allowance, a commission of the director and proposed to the shareholders' meeting to be considered in every year. Thus, the details of Directors' Remuneration appear on the Annual Report (One Report) under "Directors and Management Remuneration"

15. The appointment of a certified auditor and the approval of the audit fee: The Audit committee selects and sets auditor fee to propose to Board of Directors and shareholder's meeting. The proposed auditors have been under the Audit Committee's consideration on basis of qualification, quality, efficiency, not related to or concerned to the company, and appropriate remuneration

In year 2023, the Company held the 2023 Annual General Meeting (AGM) on 21 April 2023, at 10.00 a.m. broadcasting live via electronic media at NCL Meeting's room 56/9-10 Soi Somdejprajaotaksin 12/1, Somdejprajaotaksin Road, Bukkalo, Thonburi, Bangkok 10600 The meeting was attended by 6 directors. However, Managing Director, and Chairman of subcommittee attended the meeting including

Chief Financial Officer, Corporate Secretary, Auditor were also in attendance to answer questions of the shareholders. The Company designated Thailand Securities Depository Co., Ltd., its share registrar, to circulate an invitation letter to shareholders. The letter was also posted at <http://www.nclthailand.com> 28 days prior to the meeting date. The Minutes of the 2023 AGM were posted on the website 14 days after the meeting. The Company allowed minority shareholders to propose agenda items and to nominate qualified candidates as directors and how to propose through the website of the Stock Exchange of Thailand ([www.set.or.th](http://www.set.or.th)) and published on the company's website ([www.nclthailand.com](http://www.nclthailand.com)). The shareholders can propose such rules from 16 November 2022 to 13 January 2023. Therefore, on the closing date, there is no shareholder proposed the matter. Besides, to register for the meeting, the Company provides facilities for shareholders; the staff and computer systems are adequate and appropriate. Participants are registered with the barcode system and printed out the voting card of each term to the shareholders or their granted proxy.



Picture of the 2023 Annual General Meeting (AGM) on 21 April 2023, broadcasting live via electronic media

### The Equitable treatment of Shareholders

The Company has a policy to emphasize equal and fair treatment of the shareholders including those with management positions, non-executive shareholders, local shareholders and foreign shareholders, major shareholders or minority shareholders and to ensure that the shareholders be able to trust that the company's Board of Directors and management shall use their money to maximize the long-term benefits of all shareholders appropriately as the follow guidelines:

1. The company gives importance to every shareholder by giving an opportunity to shareholders to exercise their right in raising an additional agenda to be added to the meeting and in nominating for an expert to be elected as a company's director at least 30 days in advance of the Annual General Meeting of shareholders. In addition, the company will publicize the rules of such execution of the right through channels of the Stock Exchange of Thailand ([www.set.or.th](http://www.set.or.th)) as well as clearly inform the consideration

rules in accepting the proposed agenda by publicizing on the company's website ([www.nclthailand.com](http://www.nclthailand.com)) since 16 November 2022 to 13 January 2023.

2. Conduct and facilitate the shareholders on the date of the meeting equally and not to do any act that restricts or abuses or deprives the shareholders' rights. Provide the reception staff with sufficient information to check and register the attendance records. The company uses the barcode system to register improve the potential of rapidity and be prepared the stamps in case the shareholder has a proxy to attend the meeting with no expenses. In addition, the Company has prepared the meeting area in sufficiently sized to accommodate the number of shareholders, convenience to travel and located in Bangkok.

3. In the shareholders' meeting, the shareholders will consider and vote on their agenda without changing of any important information. The shareholders' meeting shall be preceded according to the agenda item as stated in the notice of the meeting and the agenda could not have added

without prior notice to the shareholders to provide the opportunity to shareholders to study the information before decide to vote.

4. In the case that a shareholder cannot attend the meeting, the Company shall provide convenience and allow the shareholder to appoint at least 1 independent director or any other person to attend on their behalf with the power of attorney in any form which has been sent by the Company together with the invitation letter.

5. The Company stipulates the duty for Independent Director to take care of the minority shareholders as minority shareholders can give suggestions, and comments to Independent Director who shall consider action as appropriated in each case. The directors shall carry out to verify the facts and find out an appropriate corrective action. For suggestion essentially affecting stakeholders as a whole or the Company's business conduct, it shall be proposed to the shareholder meeting for its consideration of inclusion thereof as agenda therein.

6. Updated information will be disclosed through the company's website so that shareholders can receive important changing news of the company including information required to be disclosed by relevant regulations. After dis-closure to the Stock Market, such information can be disclosed on the company's website both in Thai and English. and allow the communication channels between the company and the shareholders on the company website so that the shareholders can ask questions and receive fair information.

7. Educating directors and executives about the duty to report their securities holding to SEC pursuant to Section 59 of the Securities and Exchange Act B.E.2535. The Board shall regularly inform any information and regulations of the SEC and the Stock Exchange of Thailand to the Board

of Directors and the executives upon it has been notified thereof from such agency.

8. The Company stipulates protection measures on insider trading of person related to Directors, Executive, employee, and person employed by the Company including spouse and children who are minors and related to the information. The Board also imposed penalty clause on disclosure of the Company's information or exploit the Company's information for personal gain and such regulations shall be declared and abided by the directors, executives, employees accordingly

The Company has established a policy to use the Company's internal information and policy to prevent conflicts of interest as the following details.

#### Insider Information Usage Policy

The Company establishes a policy to keep and protect the use of internal information in a written manner and to notify such practices to all persons in the Company and the way to take care of directors and the management in using of internal information of the Company which is not yet disclose to the public use for personal gain as follows.

1. Directors, executives and employees of the company and its subsidiaries are required to maintain confidentiality of information within the company and subsidiaries.

2. Directors, executives and employees of the company and its subsidiaries shall not expose confidential information of the company and its subsidiaries to disclose or seek benefits for themselves or for the benefit of any other person, whether directly or indirectly. Also, whether they receive compensation or not.

3. Educate the board of directors, executives, and senior management in the accounting or finance department at the managerial level or higher. About the duty to prepare



and submit reports on the holding of securities in the company, his spouse and children under age. To the Office of the Securities and Exchange Commission under Section 59 and Penalties under the Securities and Exchange Act BE 2535 (as amended)

4. Directors and Executives of the Company include spouse and minor children are prepared and disclosed the report on securities holding and the report on the change of the Company's securities holding to the Office of the Securities and Exchange Commission under Section 59 and the Penal Code under Section 275 of the Securities and Exchange Act BE 2535 (including the additional revision) and submit a copy of this report to the Company on the same day that was sent the report to the Securities and Exchange Commission.

5. The directors, executives, employees and its subsidiaries of the Company are prohibited (including spouse and minor children) who receive significant internal information that affects the change of the Company's securities trading prices within 30 days prior to such disclosure or disclosure to the public. And within 24 hours after the internal information of the company has disclosed to the public. Any person who involved with the internal information must not disclose that information to others until the information is provided to the SET. Penalties for violations of the above rules. The Company treated this action as guilty of misconduct in accordance with the Company's Articles of Association and will be considered the punishment such as verbal warning, warning letter, remit punishment as well as termination of employment by dismissal or deposition depends on the case.

6. The directors, executives and employees of the Company are prohibited to use internal information of the Company which can effect of the change in the price of securities of the Company which has not yet been disclosed

to the public which it has knowledge by their position or such status and used to buy or sell or offer to buy or offer to sell or to persuade others to buy or sell shares or other securities of the Company (if any), whether directly or indirectly and whether this is done for the benefit of themselves or others, or to bring such facts out, to disclose to others to do so, whether they receive benefits or not.

7. Directors and executives including the executive level position in accounting or finance or equivalent level manager are required to submit the list of their first securities holding and report on changes of securities holding including those of their spouses and minor children, as well as related persons. The submission and report shall be conducted and submitted within 30 days from the date of appointment to the position of a director or executive and within 3 working days from the date of buying, selling, transferring or receiving the transfer of the securities, submit it to the Office of the Securities and Exchange Commission (SEC) and send a copy to the Company secretary to acknowledges every time of the change to prepare a report to the board of meeting acknowledge in every quarter.

8. Specified that the Directors and Executives including those who assume the position as executive in accounting or finance, equivalent to department manager or equivalent. (According to the definition of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand), it is required to report at least one business day before trading to the Company Secretary for reporting to the Board.

#### The Conflict of Interest Policy

The Board of Directors sets policies on conflict prevention on the principle that any decision in conducting business activities must be done for the best interests of the Company and should be avoided any act that can cause the conflicts of interest, determined that any participant or

stakeholder in the transaction must notify the company of its relationship or interest in the transaction, aforementioned, must not participate in the decision-making process, or no authority to approve such transactions. The Company has set the policies and practice guideline as below:

1. Director, executive and employee are required to disclose upon arising of any situation believable as a cause for conflict of interest.

2. Avoid making transactions with directors that may cause a conflict of interest with the company. In case of emergency, the transaction must be proposed to Audit Committee for consideration prior to approval from the Executive Committee or Board of Directors (Depending on case), in accordance with the principles of corporate governance and ensure compliance with the rules of the Stock Exchange of Thailand and Commission on Securities and the Stock Exchange.

3. Directors and executives who have a significant interest in a manner are prohibited to give an opinion freely and abstain from taking part in the meeting agenda. The directors and executives are required to inform the stakeholders before the agenda, the minutes of meeting should be recorded.

4. Has set up the clear and transparent structure no cross-shareholdings with major shareholders, to avoid conflicts of interest to any one party and disclose the shareholding structure of the Company and its subsidiaries in the annual report.

5. The company complies with the policy on conflict of interest and business ethics, whereby directors, executives and all employees as well as employees in the subsidiaries are required to strictly comply with such policy. The company provides information to better understand the practices of employees throughout the company

## Role of Stakeholders

The Company recognizes the importance of rights of every stakeholder including shareholders, customers, trading partners, counterparts or creditors, Company's employees and the society. The Company should set a clear policy on fair treatment for each and every stakeholder in accordance with the laws or mutual agreements. To ensure that such rights are protected and treated fairly and equally. Thus, the Company has set the Business Ethics or Code of Conduct as a guideline for dealing with each stakeholder, as well as the community society and the environment for sustainable development; anti-fraud and corruption, no violate intellectual property including respect for human rights. Any actions that can be considered in violation of stakeholders' legal rights should be prohibited.

## Policies and guidelines for shareholders.

The Company operates business by taking into consideration the long term grown of the Company as well as provision of good return to the shareholders. The Company operates business transparency by putting in place an efficiency internal control system and has strictly prohibited performing any acts in the nature that may cause conflict of interest with the Company. The disclosed information must be accurate, sufficient and timely.

1. The ownership rights of shareholders are equitably and fairly respected.

2. Operations are undertaken in accordance with the principles of good corporate governance, which will foster the trust and confidence of shareholders and eventually lead to sustainable growth.

3. The company's businesses are continually advanced to ensure proper returns to shareholders.

4. Significant information which affects or potentially affects shareholders' interests shall be disclosed, whether reports made pursuant to the accounting period or

situation reports, pursuant to the relevant laws and notifications. However, no action shall be taken to restrict shareholders access to Company information.

5. A Report of the Board of Directors' responsibility for the financial statements in the annual report shall be prepared

6. Minority shareholders shall be given an opportunity to propose matter for inclusion in the meeting agenda and/or to nominate persons for election as Company Directors in the Annual General Meeting of Shareholders

7. Shareholders are given an opportunity to submit questions relevant to the meeting prior to the shareholders' meeting

8. Shareholders' meeting notices in both Thai and English are published on the Company website at least 30 days prior to the shareholders' meeting day as information for shareholders and to enable the study of information prior to meetings

9. Shareholders' meeting shall be facilitated. The date, time, venue and procedure must not pose an obstacle to the shareholders' attendance of the meeting. Shareholders who are not able to attend in person must have the opportunity to grant a proxy to other persons to attend the meeting and vote on their behalves.

10. Conflicts of interests must be dealt with prudently, rationally and information must be fully disclosed.

11. The Company's interests and assets shall be safeguarded as a reasonable person would safeguard his/her property. Wrongful interests, whether obtained by director or indirect means, shall be eliminated

#### Policies and guidelines for customers.

The Company realizes that customer satisfaction and confidence are key factors which contribute to the Company's sustainable success. The following policies and guidelines have been prescribed in this regard:

1. The Company operates the business of manufacturing, product distribution and services which are safe for consumers and environmentally friendly.

2. Businesses are operated with commitment to develop goods and services, introduce new innovations and add value to goods and service in order to continually meet the demands of customers along with the disclosure of necessary information for decision-making without concealment or distortion of facts.

3. Businesses are operated in earnest, honest and fair values and no action is taken that would violate the rights of customers. The confidentiality of customer trade secrets is maintained and not exploited for wrongful personal gains or for the gains of others.

4. The Company does not demand, receive or consent to the director or indirect receipt of properties or other dishonest benefits from customers.

5. The Company adheres to trade agreements. In the case where adherence is not possible, the customer would be notified in advance in order to jointly find a remedy and prevent loss.

6. The Company provides communication channels to enable customers to file complaints to the Company. Complaints are processed with care and dealt with fairly.

#### Policies and guidelines for Partners

The Company treats trading partners equitably and takes into account mutual interests by prescribing the following policies and guidelines.

1. The Company has the policies on treating business partner and all creditors fairly, does not take advantage of business partner and shall not defraud partners or creditors as well as stringently observe contracts, agreements, and conditions given to creditors or partners.

The Company is focused on developing and maintaining sustainable relationships with its business partners.

2. The Company has a system for screening trading partners in the value chain who operate businesses in compliance with the law, safety and occupational hygiene standards and friendliness to the environment. Trading partners are treated on the basis of fair competition, equality and mutual respect.

3. The confidentiality of secrets or communications of trading partners are maintained and not exploited for wrongful gains of one self or of others.

4. Relationships and good understandings are fostered. Knowledge is exchanged. Developments and value adding to goods and service are jointly undertaken to promote mutual growth.

5. The Company adheres to trade agreements and makes proper representations of data. In the event that an agreement cannot be complied with, the Company will expeditiously engage in early negotiations with trading partners in order to reach a mutual remedy and loss prevention solution.

6. The Company does not demand, receive or consent to the receipt of properties or any other benefits outside trade agreements

#### Policies and guidelines for competitors.

1. The Company encourages the policy to promote the free and fair competition conforming to the rules of good competition. The Company shall define the practice under framework of good competitive roles and laws and avoid defamation of competitors as well as in strict adherence to established ethics.

2. The Company will not damage the reputation of its trade competitors.

#### Policies and Guidelines for Creditors

1. All creditor groups shall be treated equitably and fairly.

2. Contracts and items will be strictly adhered to.

3. Operations will be administered to ensure the confidence of creditors on the Company's financial standing and credit rating.

4. Financial standings shall be accurately and timely disclosed.

5. In the event of an inability to comply with a particular term, the creditor will be forthwith notified in advance in order to enable a joint solution for remedy and loss prevention.

#### Policies and guidelines for employees

The Company also realizes that the employees are one of the important resources to develop the growth of the organization so should be treated equally and fairly as well as focuses on developing employees' potential, knowledge, and competency.

1. Human dignity and fundamental rights of employees are respected at work. Employee data or confidential information is not disclosed or transmitted to third parties or unrelated persons.

2. Employees are treated in accordance with the provisions of law, regulations and articles governing the Company's operations.

3. Employment equality is promoted. There is no discrimination on the grounds of gender, skin color, race, religion, age, disability or other status that is not directly related to the works.

4. Training and knowledge exchange are sponsored and promoted to encourage learning and skill development throughout, strengthen career security and offer

opportunities for advancements pursuant to each person's potential.

5. Employees participation in the determination of the Company's direction and development are promoted and listen to opinions and suggestions from every level of employees on a fair and equal basis.

6. Encourage and encourage the provision of additional training to all employees. It is in line with the Company's policies, problems, visions, missions and strategies. Annually for example, the potential for work. The importance of the environment.

7. Provide training, public relations Corporate Governance, Business Ethics and anti-corruption to all employees to acknowledge and strictly follow.

8. Give a fair return which appropriate to their knowledge, ability, responsibility and performance including the compensation in accord with the Company's performance in both short and long term.

9. Appropriate welfare and benefits are given to employees, e.g. employee welfare policy medical expenses 10 serious diseases, provident fund etc.

10. Channel are provided for employees to communicate suggestions and complaints pertaining to work. These suggestions are considered and remedies will be determined in the interest of all parties and in view of the creation of good working relations.

11. Employees of all levels are encouraged to participate in social responsibility activities.

12. Facilities necessary for work operations are provided and working conditions are maintained with due regard to safety and occupational hygiene as a means of promoting and raising the quality of lives of employees

#### Policies and guidelines for financial assistance

The company has a policy not to provide financial assistance to any other company which is not a subsidiary of

the company. Regarding to process transactions between the company and a subsidiary in the form of providing financial assistance, the Board of Directors has determined guidelines of processing transactions each other in the form of financial assistance in regulations for approval and operations approved by the Board of Directors themselves.

#### Policies and guidelines under human rights

The company has a policy to treat each other under human rights. It is the ethics and code of business conduct should respect in the dignity of each individual, independence, privacy, legal and human rights and the interests of the stakeholders. The decision of the management should be impartial and treat everyone without prejudice and no discrimination against gender, class or racism.

by directors, executives and employees including employees in subsidiaries that must be strictly adhered to by all parties. It is as part of the discipline of work, which must take into account human dignity, freedom and equality of individuals. The company does not do and promote of human rights violations. The company and its subsidiaries are not related to the organizations or individuals that violate human rights, in all cases, the company has complied with the basic principles of human rights.

#### Personal information protection policy

NCL International Logistics Public Company Limited (the "Company") recognizes and respects the privacy of personal information. Therefore, the company has published a Personal information protection policy to control the collection, use and disclosure of personal information of the company to oversee the operating process of the collection, use and disclosure of personal information of the company

1. Scope, this policy is enforced to all personal information collected by the company for the purpose of

offering the company's products and services to any parties. In this policy, "Personal information" refers to the information related to a person that allows such person to be identified whether directly or indirectly, but it does not include particular information about the deceased.

2. Giving Consent, the company shall collect, use and disclose personal information only with your consent. The consent can be made either electronically or in writing. Nevertheless, personal information may be collected, used or disclosed without having consent of the individual in the following situations:

- 2.1 When the company collects personal information for conducting research or collect statistical data.
- 2.2 When the company is required to prevent danger which may happen to the individual, third party or cause damage to the said individual's property.
- 2.3 When that personal information has been revealed to the public
- 2.4 When the company complies with the relevant laws, rules and regulations.

3. Collection of Personal Information, the company may collect the Personal Information and only for the duration necessary for the purposes specified in this policy. However, the personal information shall be collected in an appropriate way and in accordance with the law.

4. The Use of Personal Information, the company shall not use your personal information for any purpose other than as specified in this policy or as *determined* by law. In this regard, the company is aware of providing knowledge to employees in the organization to manage such personal information. For example, access to personal information created and not cause loss or destroy, modify, revise, leakage and others and shall manage security

measures appropriately. In addition, the company shall continuously conduct to review and improve necessary measures for the safety of data storage.

5. Disclosure of Personal Information, the company shall not sell or distribute personal information of employees to third parties or any other organization. The personal information shall be disclosed only if you request and give consent to the company to proceed. Otherwise, the disclosure of that information is as permitted or required by law. For example, the disclosure of information under the order of the government officials authorized by law, according to judicial order or the subpoena.

In the case that the company has developed and maintained the work system of the company effectively, the company shall enter into an agreement with a third party to operate. The third party must accept the Personal Confidentiality Agreement as well.

6. Storage of Personal Information, the company shall collect personal information for a period of time as necessary to achieve the objectives as specified in this policy or in accordance with relevant laws and regulations. In this regard, when the company considers that it is no longer necessary to use the information, the company shall take appropriate actions to securely delete or destroy personal information from the system.

7. Access of Personal Information, you may request access to your personal information in order to correct, change or delete personal information provided to the company by submitting a written application letter to [www.nclthailand.com](http://www.nclthailand.com). In order to prevent unlawful possession of personal information or the change of personal information processed by third parties, the company shall ask for personal information to confirm the identity of such person before processing as request. In this regard, the company shall response to every inquiry within a reasonable time. However, the company may



reject the inquiry in certain situations. For instance, the case of the said information refers to another individual or cannot be disclosed due to legal or security reasons.

8. The right to choose, you have the right to decide how that personal information will be collected, used and disclosed, including opting out of Privacy settings and unsubscribing from email or certain letters.

9. Security, the company has implemented measures to control and maintain the security of information systems appropriately to protect the personal information. Although the company takes the best effort to provide the security protection of the information on the website and computer programs, however, we cannot guarantee that the internet data transmission and control will be 100% secured. If you find that the use of the company's services is not secure enough, please notify the company immediately by sending details via the website by clicking on "Contact Us" button.

#### Policies and Practices to respect for intellectual property and copyright

Company adheres to and respects the intellectual property and copyright as follow:

1. The company must not take any actions that violate the intellectual property rights of others or competitors
2. Executives, managers, and employees must not seek a competitor's trade secrets or specifications of competitors by unlawful ways e.g. illegal theft, espionage or violation of an agreement not to disclose information of a competitor, whether from customers or other parties. It also includes trade secrets of the company, for example, a business plan and technical innovation, which company's employees have a duty to keep it confidential. It must not be distributed to third parties, whether they are competitors or not.
3. The company recognizes the importance of intellectual property and copyright. The company only allows

employees to use the software defined and installed by the company. The programs are copyrighted and legally prohibited from installing or downloading copyrighted music, movies, games, and etc. that are not legitimate. The Information Technology department is responsible for oversight and checking individuals' computers regularly. Internal Audit is also responsible to conduct a random check again so that employees understand the importance of such matters.

#### Policies and guidelines on compensation and benefit

1. The company will employ and allow all employees to progress in jobs and works with fairness.
2. The company will offer various compensation in comparable amount to other business in same category according to the position, experience, degrees, and qualification of the employees. Based on the performance of the company. It will depend on the evaluation and competency assessment to measure the success the work of the employees as well.
3. The company will provide the fair and proper compensation according to knowledge, responsibility, and the out-come of each employee.
4. The company offers benefits for basic needs of the employees such as provident fund, annual physical examination, uniforms, various compensation in case 10 serious diseases, and training to increase professional skills.

#### Employee Complaint Channels

Company determines the time period for the employee to report the incident in the wrong way, discipline and law. It can be sent as a sealed letter to the Managing Director or send by email to the Managing Director at [kitti@nclthailand.com](mailto:kitti@nclthailand.com)

The information provided by the informer will be seriously responded and the reporter will not suffer any loss

due to the reporting of the complaint in good faith. Employee disclosures are always kept confidential. However, for the complaint, the complainant should collect the information carefully and realize to the accuracy of the information disclosed.

#### Policies and Guidelines for Hygiene and Safety and Workplace Environment

The Company always realizes that the employees are the key to the Company's success. We strive to meet the safety, hygiene, and environmental standards. The Company has set the guidelines for prevention and control of workplace hazards, safety, hygiene and workplace environment which is the duty and responsibility of all employees to cooperate in the surveillance and surveillance of the work environment in a safe condition.

1. Compliance with standards to ensure safety in health and work environment for all employees.
2. Compliance with safety laws and regulations. Health and Environment of the country where the company enters the business
3. The Company always supports the regular improvement of work conditions and safety environment.

4. All employees must consider to their own safety; colleagues include the company's assets as importantly at all work time

5. All employees must maintain cleanliness and orderliness of their work area

6. All employees have the right to offer feedback on improving their work conditions and their workplace and the environment of the company for the improvement

7. The Company support and promotes participation in various security activities that will stimulate employee awareness such as training, incentives, public relations safety and good hygiene.

8. Promote knowledge about hygiene, safety at all levels, it also supports the way and implementation of environmental protection measures in accordance with the laws of the industry.

9. The executives at all level must be a good role model and can encourage employees to work in a safe way.

#### Accident and Injuries Statistics from the year 2023

Number of all employees (people)	Employees injuries (people)					
	Died	Infirm	Some dismemberment	Less than 3 days off work	More than 3 days off work	No day off
133	-	-	-	-	-	-

### Policies and Practice Guidelines for Community and Society

The Company runs its business regarding to its duties and responsibilities to the nation, community and society and local traditions to preserve the goodness in society and the public.

1. Do not run the business that affect to the social and not violate the rights of other people that living in that community and society
2. Encourage of the conscious mind to the responsibility to the community and society in the company and employees at all level continuously.
3. To defined the measurement in prevention and the solution of the impact on communities and society as a result of the Company's operations.
4. Promoting cultural preservation and local traditions
5. Cooperate with various agencies in community development
6. Support the activities that cause public interest
7. Create a good relationship between the Company and the community on the basis of accuracy, transparency and fairness.

### Policies and Practice Guidelines to the Environment

1. Conduct the business in accordance with laws, regulations and environmental policy by considering to the impact on natural resources and environment. Review and evaluate the performance result regularly.
2. Create a corporate culture and raise awareness for employees at all levels to collaborate and responsible in environmental management, efficient and sustainable use of resources
3. knowledge enhancement and training employees on the environment

4. Promote environmental management system.

This includes the use of resources, the cost of treatment and rehabilitation, the replacement of surveillance and the protection of the impact on natural resources and the environment.

5. Select the business partners who run the business with environmental friendly

### Policies and Guidelines for Effective Use of Resources

The Board recognizes and promotes a conscious effort to use resources efficiently in the organization. To encourage the staff for the conscious mind and together save the usage of energy resources such as walking up and down the stairs instead of using the elevator, use two-sided paper, reduce paper usage in work process. Turn off and turn on the electricity and air conditioning when necessary and close the air conditioning during the lunch break, use water economically, provide the water dispenser adequately to reduce the purchase of drinking water using plastic bottles.

### Guidelines for Prevention of Involvement in Corruption

The Company is committed to running its business using good corporate governance principles. The Company takes responsibility for society, the environment, and all stakeholders, and it has formulated policies towards the compliance with anti-corruption laws. Also, it has defined the anti-corruption guidelines in the Company's Business Code under the headings "Policy on Receiving and Giving Gifts and Recompenses" and "Policy on Prevention of Corruption and Bribery," which are outlined as follows:

### Policy on Receiving and Giving Gifts and Recompenses

- Executives and employees are prohibited from asking for any benefit from partners or those who do business with the Company.

- Executives and employees are prohibited from offering any benefit to any other third parties or partners in any attempt to persuade them to commit an unlawful action.

### Policy on Prevention of Corruption and Bribery

- Receiving or giving property, or any other benefit that may produce motivation to make an unlawful decision, must be done correctly and straightforwardly, and it must be ensured that the actions will not lead to any criticism of, or a bad reputation to, the Company. What the Directors have received must be kept in the office or distributed to the employees.

- Procurements must conform to the procedures set forth in the Company's regulations and they should be fair for stakeholders. The decisions on procurements must take into account the reasonableness of prices, quality and services to receive, and transparent auditability.

- As for transactions with the government sector, the Company shall avoid any actions that may persuade the government sector or government officers to take wrongful or improper actions. However, building a good mutual relationship or taking any actions within a proper extent and customary practices are acceptable, e.g. extending congratulations or giving a bouquet for special occasions.

### Penalty

The Company has authorized the CEO, Deputy CEO or supervisors in each department to consider and take disciplinary actions on employees who have committed wrong actions or fail to comply with the Company's

regulations. The disciplinary actions are imposed according to the severity of the offense, ranging from a verbal warning to suspension or dismissal

### Participation in Thailand's Private Sector Collective Action against Corruption - CAC

The Company aims to operate its businesses with honesty and transparency in compliance with laws related to anti-bribery and anti-corruption and with the good corporate governance policy of the Company because organizational corruption is a risk to the sustainable growth of business operations. The Company is aware of anti-corruption in every form without exception and shall not participate in corruption either directly or indirectly. Every director, executive, and employee of the Company shall adhere to and comply with the anti-corruption policy.

### Disclosure of Information and Transparency

The Board of Directors recognizes the importance of disclosure of information, both financial and non-financial, that is accurate, complete and transparent as stipulated by the regulations of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET), as well as other material information that may affect the price of the Company's securities that influences the decision-making process of its investors and stakeholders. This is to ensure that all shareholders can access to the Company's information equally. After the Company has registered and became publicly listed in the Stock Exchange of Thailand, proposed the IPO shares in this time. Information on the Company is disseminated to the shareholders, investors and general public through the channels of the SET and the Company's website.

### Financial Report

The Board of Directors recognizes the responsibility of the accurate, complete and reasonable quarter and annual financial statements and its subsidiaries under the recognized

certified standard with the choice of appropriate accounting policy and practice on regular basis. Sufficient explanations to the financial statements are also inclusive in the annual report. The Company's Board of Directors intentionally maintains effective internal control system to ensure accurate and complete accounting information record with sufficiency to secure asset and realize weak points. This will prevent the Company from any important malpractice or misconduct. The Company Board of Directors has appointed the Audit Committee to take a responsibility for matters concerning quality of financial report and internal control system. The Audit Committee shall report the minutes to the Board of Directors every minutes meeting. The Company has established a dedicated Investor Relations to provide accurate, complete, and accurate information and correspondence to shareholders, analysts and other relevant authorities.

#### Whistle Blowing Policy and Practice and Whistleblower Protection Measures

The Company is committed to maintaining a well-founded corporate practice. This is in line with the principles of good corporate governance for all stakeholders as stated in the Corporate Governance Policy and Business Ethics Guide. This policy has been set up as a mechanism and gives the rights to employees and stakeholders. Thus, the Board of Directors has set the channels for communication with the Board of Directors by mail or email to provide a channel of information and instructions for ordering a process-based review for complaints related to illegal activity, accuracy of financial reports, defective internal control system, offense or unethical behavior of the executives and employees. The Company will keep the information from this report confidentially and the reporters are protected by the Company.

#### Policy scope

This policy is set up to encourage all employees and stakeholders to disclose information that indicates violations of the Company's laws, regulations, and ethics.

- Corruption
- Fraud, Misappropriation, Theft
- Corruption actions to benefit themselves and others.
- Actions that is harmful to health and safety or environmental
- Intentionally causing damage or loss to the Company.
- Clear violation of business ethics
- Support for violating the law, regulations and business ethics including concealing or assist to conceal such actions.

#### Keeping Confidential Information

This policy is designed to ensure that employees and stakeholders are fully aware of their complaints, and that reporters will not suffer due to the reporting of complaints in good faith. Employee disclosures are always kept confidential. However, the complaint and the complainant should collect the information carefully and the information disclosed should be accurate.

#### False Allegations

If any employee or stakeholders deliberately makes a complaint with false allegations or malicious intend to the complainant, the Company will consider the complaint to be a violation of business ethics. Besides, the Company will conduct the investigation to consider the punishment according to the Company's regulations.

By clues, complaints and recommendations will be considered and implemented as appropriate. It shall be considering and take appropriate action case by case, without disclose the name of the whistle-blowers and also

records as the confidentiality complaint. There are measures to protect the whistle-blowers to ensure that the whistle-blowers and the complainant will not be affected by such clues and complaints. If the Company is required to disclose that information, the Company will only disclose the necessary information, to considerate of the important of safety and the damage of the complainant and the whistle-blowers at most.

#### Channel for complaints

Register letter

The Board of Directors

NCL INTERNATIONAL LOGISTICS PUBLIC COMPANY LIMITED  
56/9-10 SoiTaksin 12/1, Taksin Road, Bukkaloo, Thonburi,  
Bangkok 1060

The Company secretary is responsible for accepting documents sent to the Board of Directors and submitting them to sub-committees or related directors and summarizing all recommendations and issues for submission to the Board of Directors on a basis of quarterly except documents sent to the audit committee, which will be sent directly to the audit committee.

#### Channel for contact to the company

	Email	Phone
The Board of Directors	<a href="mailto:management@nclthailand.com">management@nclthailand.com</a>	-
Corporate Secretary	<a href="mailto:Ratirat.c@nclthailand.com">Ratirat.c@nclthailand.com</a>	02-4594945 # 1202
Investor Relation	<a href="mailto:IR@nclthailand.com">IR@nclthailand.com</a>	02-4594945 # 501
Website	<a href="http://www.nclthailand.com">www.nclthailand.com</a>	-

In 2023, there was no report from any stakeholders to The Board of Directors. However, the company always promoted to all stakeholders to be more aware of such channels

## Business Ethics

The Company encourages directors, executives, and employees to operate and make decisions on the Company's business in a transparent, straightforward manner adhere to the law, held on virtue and ethics. The Business Ethics Handbook has been prepared as a part of the Corporate Governance Policy. It is a guideline and standard for the performance of directors, executives and all employees in the organization strictly follow, including continuous supervision. The "Corporate Governance Policy" and the "Business Ethics Handbook" are posted on the Company's website ([www.nclthailand.com](http://www.nclthailand.com)) to communicate with outsiders and within the organization to the directors, executives and employees of the Company acknowledged to properly implementation.

## Major changes and developments of the policy Practices and corporate governance systems in the past year

NCL International Logistics Public Company Limited (“the Company”) realizes the importance of good corporate governance, and cooperate in the implementation of rules and regulations with various relevant agencies, such as the Stock Exchange of Thailand (SET), Securities and Exchange Commission (SEC), Thai Listed Association (TLCA), Thai Investors Association Thai Institute of Directors Association (IOD), Thai Private Sector Collective Action Coalition Against Corruption (CAC) Project, etc., including because we have always believed that building confidence or a good performance alone may not be enough to be a good listed company, but the company must be able to adapt to suit the changing business conditions and have a good relationship with the people around in all aspects of the business so that the company can grow and survive, have a good long-term performance, trustworthy for shareholders, and the people around. It is beneficial to create sustainable value for the business that meets the expectations of both the business sector, investors, as well as the capital market, and society as a whole.

The company has reviewed the corporate governance policy to be consistent and in line with the good corporate governance principles. For CG Code 2017 listed companies through the Board of Directors annually. In the past year, the company has reviewed things such as good corporate governance policy, Business Ethics Manual Charter of various policy committees, etc.

In the previous year, the company has been evaluated by the agency related as follows:

1. Results of the evaluation of the "Assessment of the quality of conducting the Annual General Meeting of Shareholders" project for the year 2023 organized by the Thai Investors Association which has been assigned by the Commission Securities and Exchange Commission (SEC), where the company receives a score of 90 percent
2. The evaluation results of the “Corporate Governance Survey of Thai Listed Companies” project, (CGR) 2023, organized by the Thai Institute of Directors Association (IOD), received a 95 % rating score, which is excellent. (The company has received the evaluation results from 90 percent which is excellent for the six consecutive year since 2018)

The company has introduced recommendations for the development of corporate governance under the CGR projects in various categories to improve and develop corporate governance of the Company to raise the standards of corporate governance of the company to be even better.



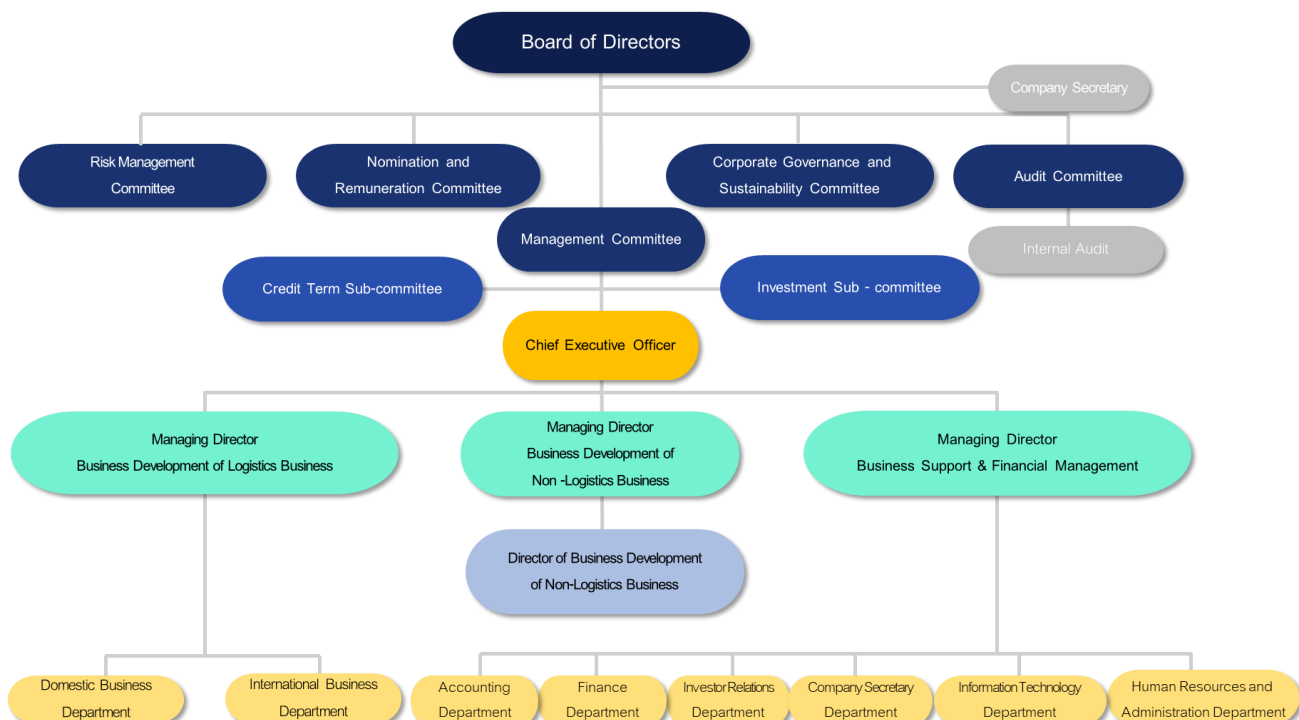
# CORPORATE GOVERNANCE STRUCTURE AND IMPORTANT INFORMATION ABOUT THE BOARD OF DIRECTOR, SUB-COMMITTEES, MANAGEMENT EMPLOYEES AND OTHERS

## Management Structure

The Company's management structure is comprised of a board and five committees, namely the Board of Directors, Executive Committee, the Audit Committee, the Risk Management Committee, the Nomination and Remuneration Committee and the Good Corporate Governance. The Company's management structure is comprised of a board and five committees, namely the Board of Directors, Executive Committee, the Audit Committee, the Risk Management Committee, the Nomination and Remuneration Committee and the Good Corporate Governance Sustainability Committee.

The Company's Board of Directors and management are composed of qualified people whose qualifications meet the regulations of the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission. They have performed their duties with integrity and have protected the shareholders' interest. Furthermore, they have operated within the framework of accepted business ethics, have considered all stakeholders' interests, and have provided a trustworthy accounting system, financial reports, and account reviews.

The Management Structure of the Company (as of 31 December 2023) are as follows



(As of 31 January 2024)

# Board of Director Information

## Board of Director

As of 31 January 2024 the Company's Board of Directors was composed of the following eight people.

Name		Position	Type of Director	Date of Appointment
1. Adm. Surapong	Amnucksoradeja	Director Chairman of the Board of Directors	Independent Director	16 August 2021
2. Mr. Parnkorn	Kirativarasedt	Director Audit Committee Chairman of Nomination and Remuneration Committee Chairman of Risk Management Committee Corporate Governance and Sustainability Committee	Independent Director	28 April 2023 <sup>2</sup>
3. RAdm. Pattana	Pibultip	Director Audit Committee Nomination and Remuneration Committee Risk Management Committee Chairman of Corporate Governance and Sustainability Committee	Independent Director	18 February 2023 <sup>3</sup>
4. Mr. Priyong	Teerasathian	Director Chairman of Audit Committee Nomination and Remuneration Committee Risk Management Committee Corporate Governance and Sustainability Committee	Independent Director	4 January 2024 <sup>4</sup>
5. Mr. Pongthep	Vichaikul	Director Chairman of Management Committee Risk Management Committee Nomination and Remuneration Committee	Executive Director Authorized Signing Director	27 July 2021
6. Mrs. Ravipa	Koekkaivan	Director Management Committee Risk Management Committee Corporate Governance and Sustainability Committee	Executive Director Authorized Signing Director	22 February 2023 <sup>1</sup>
7. Mr. Harit	Rattanaparinyanon	Director Management Committee Risk Management Committee	Executive Director Authorized Signing Director	1 January 2024 <sup>3</sup>
8. Mr. Wit	Sangwitayanon	Director Management Committee Risk Management Committee	Executive Director Authorized Signing Director	4 January 2024 <sup>4</sup>

Miss. Ratirat Chanagjan served as the Secretary of the Board of Directors and Company Secretary.

**Remark:**

<sup>1</sup> The Board of Director's Meeting No. 1/2023 held on 22 February 2023 Approved the appointment of Mrs. Ravipa Koekkaivan to be the Company's Director, Executive Committee, Risk Management Committee, Corporate Governance Committee , effective from 22 February 2023 onwards

<sup>2</sup> The Board of Director's Meeting No. 3/2023 held on 28 April 2023 Approved the appointment of Mr. Parnkorn Kirativarasedtto to be the Company's Independent Director, Audit Committee , Nomination and Remuneration Committee ,Risk Management Committee ,Corporate Governance and Sustainability Committee, effective from 28 April 2023 onwards

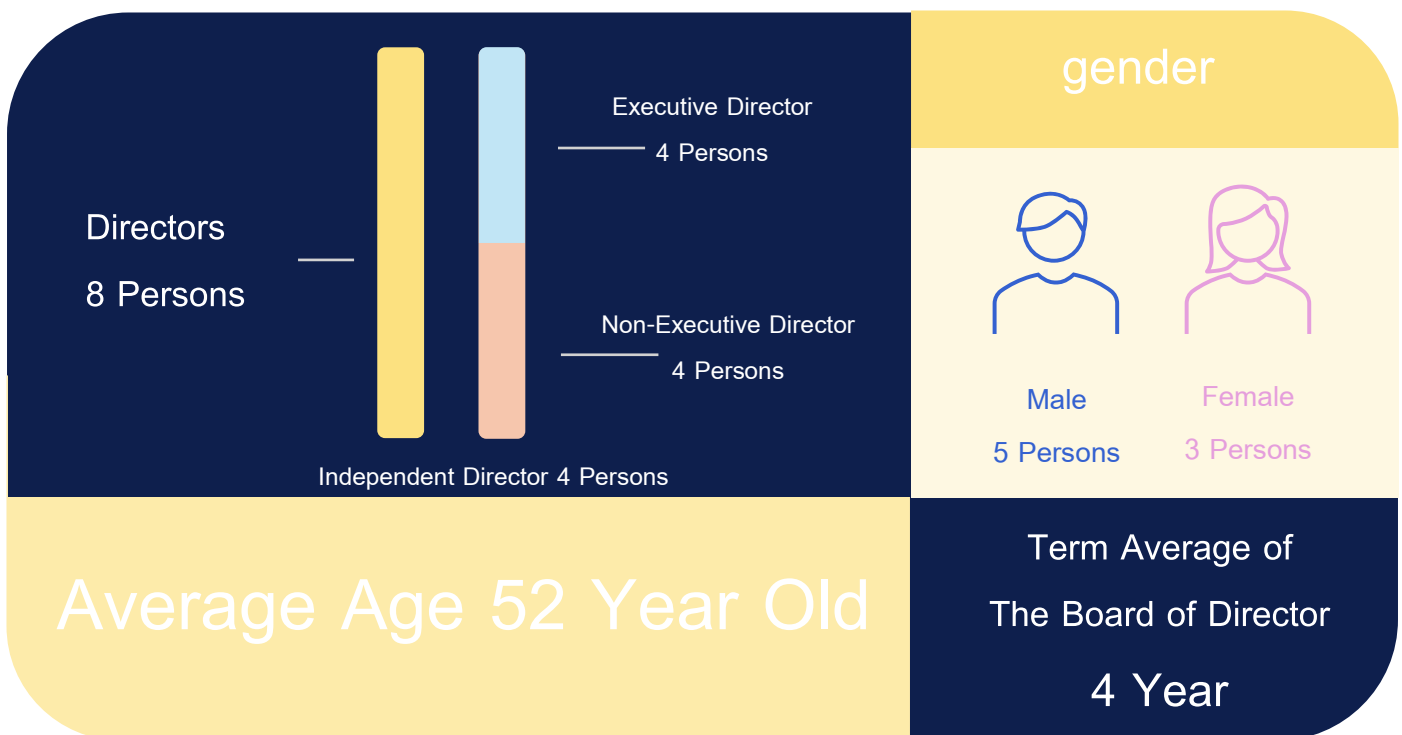
<sup>3</sup> The Board of Director's Meeting No. 8/2023 held on 18 December 2023 Approved the appointment of RAdm. Pattana Pibultipbe the Company's Independent Director, Audit Committee , Nomination and Remuneration Committee ,Risk Management Committee ,Corporate Governance and Sustainability Committee, effective from 18 December 2023 onwards and appointment of Mr.Harit Rattanaparinyanon the Company's Director, Risk Management Committee , Management Committee, effective from 1 January 2024 onwards

<sup>4</sup> The Board of Director's Meeting No. 1/2024 held on 4 January 2024 Approved the appointment of 1.Mr. Priyong Teerasathian the Company's Independent Director, Audit Committee , Nomination and Remuneration Committee ,Risk Management Committee ,Corporate Governance and Sustainability Committee, effective from 4 January 2024 onwards and appointment of Mr. Wit Sangwitayanon the Company's Director, Risk Management Committee , Management Committee, effective from 4 January 2024 onwards

### the Company's Directors who resigned during 2023

Name		Type of Director	Date of termination of directors
1. Mr. Pongpun	Kongkumnerd	Independent Director	31 March 2023
2. Mom Rajawong Chirakom	Kitiyakara	Independent Director	26 April 2023
3. Mr. Somchai	Kuvijitsuwan	Independent Director	26 April 2023
4. Asst. Prof. Surin	Assawawitoontip	Independent Director	6 December 2023
5. Ms. Chanyapat	Wiphatthanananthakul	Independent Director	31 December 2023
6. Mr. Kittti	Phuathavornskul	Executive Director	31 December 2023
7. Ms. Pornthip	Sae-Lim	Executive Director	31 December 2023

As of 31 January 2023 the proportion of directors are as follows:



## Directors who were authorized to bind the Company

The directors who were authorized to bind the Company included Mr. Pongthep Vichaikul, Mrs. Ravipa Koekkaivan, Mr. Harit Rattanaparinyanon and Mr. Wit Sangwitayanon. The directors who were authorized to bind the Company included.

## Roles and Responsibilities of the Board of Director

The Board of Director has been deputed to take a responsibility to manage the Company in accordance with objectives, articles of association, and resolutions of shareholders' meeting. The Board of Directors Charter as follows:

1. The Board of Directors is responsible for determining the Company's vision and mission. To lead executives and employees' operations to approach the same goal and direction. Also consider, review and approve the Company's vision, mission strategy, goals and Company's business directions annually. Including reviewing an important policy to be appropriate and consistent with business operations in accordance with good corporate governance principles such as corporate governance policy and anti-corruption policy.
2. Monitor and ensure that the Company's strategy is in practice. In every quarter, the Board of Directors will monitor the performance of the management team which specifying a report on the results of operations and Company performance especially in term of financial goals and various plans in order to get along with the strategy planned.
3. Perform the duty in the most professional manner to comply with all laws, the Company's objectives, articles of association and shareholder's resolutions as well as to preserve the Company's benefit and interests.
4. The Board of Directors shall manage to have a shareholders' meeting as annual general meeting within four months after the end of the Company's accounting period.
5. Board of Directors meetings are required minimum once of each quarter.
6. Prepare a balance sheet and a profit and loss statement of the Company as of the end of the accounting period and to propose such reports which are audited by the external auditor to the shareholder's meeting for their consideration and approval.
7. Set goals, procedures, policies, plans and budgets of the Company, to govern the administration of the management to be in compliance with the specified policies.
8. Evaluate the operation and ensure that the plan and budget are followed. The Board of Directors also shall take the role of determining business strategies, policies, plans, and budgets.
9. Determine and approve other function which related to the Company which shall be provided maximum benefit to the Company.
10. Scrutinizes the transactions required to be submitted for shareholders' approvals in the shareholders' meetings, with main session in the Annual General Meeting as follows:
  - Consider the Board of Director's reports showing the Company's performances which will be proposed to the meeting.
  - Consider and approve the financial statements.

- Consider profit appropriation.
- Nominate new directors to replace the retiring directors, the auditor and determine the auditor's remunerations.
- Consider the transaction with possible conflicts of interest which must be approved by shareholders.
- Other matters.

11. Acknowledge the importance of the Audit Committee or internal audit's report including audit and consult with other sections of the Company. Also take responsibility to set the solution.
12. Consider the organization structure, to nominate the management and other Committee as appropriate including considering the appropriateness of an appointment of the Company secretary in accordance with the SEC rule.
13. The Board of Directors shall neither engage in the business of the same nature as the Company that might compete with the Company, nor a partner in the partnership, unlimited-liability partner in limited partnership, or director of another Company limited or public Company limited that engages in the business of the same nature as the Company that might compete with the Company, unless informing to the shareholders' meeting prior to the appointment.
14. Ensure management's accountability to shareholders and preserve their rights and interests. Report financial data and other information to shareholders, stakeholders and investors correctly in accordance with the laws.
15. The Board of Directors shall authorize one or many of director(s) or any other person to perform the

duties on behalf of the Board of Directors under the Board of Directors' supervision or delegate such persons to have authorities and over the period the Board of Directors deems appropriate where the Board of Directors can revoke or alter such delegation of authorities as they deem appropriate.

16. Consider a performance evaluation of the Company's Board of Directors and other Committees approved the risk management policy and have an effective management system including overseeing an arrangement of an effective procedure for an assessment of the Company's executives' duty performance.
17. If there are any laws, rules or the Company's roles which have been set up for distinct scopes of authority for the Board of Directors, the Board of Directors shall operate under those laws, rules or the Company's roles. In case the Board of Directors' action due to their interest or gain/ loss in accordance with the regulations of the SEC and/ or related laws, the authorities shall be ineffective.
18. Authorization of duty and responsibility of the executive committee shall not constitute authorization or sub-authorization that enable the person authorized by the executive committee to approve a transaction in which they or other persons likely with a conflict (as defined by the notifications of the Capital Market Supervisory Board, the SET, or relevant organizations) have an interest or any other conflict of interest with the Company, subsidiary, and/or related Company unless it is the transaction in the nature of normal course of business operation in accordance with

the notifications of the Capital Market Supervisory Board, the SET, and/or relevant organizations.

- The transactions that are required by law to receive the Shareholders' Meeting approval.
- The transactions that might lead to any conflict of interests as well as are required by laws and/or regulations of the Stock Exchange of Thailand to receive the Shareholders' Meeting approval.

19. The transactions as specified below shall be approved by the Board of Directors' Meeting and the Shareholders' Meeting with not less than three-fourth of the voting right of the shareholders who are present at the meeting and have the right to vote.

- The transactions that are required by law to receive the Shareholders' Meeting approval.
- The transactions that might lead to any conflict of interests as well as are required by laws and/or regulations of the Stock Exchange of Thailand to receive the Shareholders' Meeting approval.

20. The transactions as specified below shall be approved by the Board of Directors' Meeting and the Shareholders' Meeting with not less than three-fourth of the voting right of the shareholders who are present at the meeting and have the right to vote

- Disposition or transfer of the part or the whole of the Company to others.
- Acquisition of the part or the whole of others.
- Engage in, amend or cancel the rental agreement of the whole or any significant business of the Company, to assign others to manage the Company and to merge the Company with others with a purpose of profit sharing.
- Revision of the memorandum of association.
- To increase, decrease, issue debentures, to merge and to liquidate the Company.
- Perform any other activities those are required by securities laws or regulations of the Stock Exchange of Thailand to have the approval of the Board of Directors' Meeting and the Shareholders' Meeting with such voting condition.

However, such appointment does not include the authority to approve the transactions that such directors and/or their related persons have the conflict of interests with the Company or its subsidiary.

In addition, the board of directors shall have the duty and responsibility to govern the Company to comply with the laws related to the securities and the stock exchange including the undertaking of the connected transaction and the acquisition and disposition of major assets as per the rules and regulations of the stock exchange of Thailand and other relevant laws.

## Information about Committees

### Committees

The Company's management structure comprises 6 of Board such as Board of Directors, Management Committee, Audit Committee, Risk Management Committee, Corporate Governance and Sustainability Committee and Nomination and Remuneration Committee.

### The Audit Committee

The Board of Directors appointed the Audit Committee to assist the Board of Directors in reviewing the quality and reliability of the accounting system, the audit system, the internal control system, and the financial report process.

As of 31 January 2024, the Audit Committee consisted of three people, as follows:

Name			Position	Type of Director
1.	Mr. Priyong	Teerasathian	Chairman of the Audit Committee The Audit Committee The Audit Committee	กรรมการอิสระ
2.	RAdm. Pattana	Pibultip		กรรมการอิสระ
3.	Mr. Parnkorn	Kirativarasedt		กรรมการอิสระ

Miss. Ratirat Changjan served as the Secretary of the Audit Committee.

The Audit Committee: The Company's audit Committee (Independent Director), consisting of 3 members, is appointed to perform specific tasks and propose matters to the Board of Directors for consideration and acknowledgement. The audit Committee's rights and duties are specified in the audit Committee charter. At least one audit Committee member shall possess sufficient knowledge and experience in accounting to be able to inspect the credibility of the Company's financial statements.

The audit committee with knowledge and experience in reviewing the financial statements of the Company is

1. Mr. Priyong Teerasathian

The Audit Committee has knowledge and experience related to the Company's business is

1. RAdm. Pattana Pibultip

### Roles and Responsibilities of the Audit Committee

The Board of Directors has been deputed to take Roles and Responsibilities of the Audit Committee. The Audit Committee Charter as follows:

1. Review to ensure proper financial reporting and adequate disclosure by coordinating with an auditor from outside, with the management being responsible for producing financial reports both quarterly and annually. The Audit Committee might suggest the auditor to review or

audit any transactions deemed necessary and important during an audit.

2. Review the Company's internal control system and internal audit system to ensure that they are suitable and effective, to determine an internal audit unit's



independence, as well as to approve the appointment, transfer and dismissal of the chief of an internal audit unit or any other unit in charge of an internal audit as well as to approve the appointment, transfer, termination of the head of the internal audit unit or other agencies

3. Review the Company's compliance with the law on securities and exchange, the Exchange's regulations, and the laws relating to the Company's business.

4. Consider, select and nominate an independent person to be the Company's auditor, and to propose such person's remuneration, as well as to attend a non-management meeting with an auditor at least once a year.

5. Review the Connected Transactions, or the transactions that may lead to conflicts of interest, to ensure that they are in compliance with the laws and the Exchange's regulations and are reasonable and for the highest benefit of the Company.

6. Prepare, and to disclose in the Company's annual report, an Audit Committee's Report which will be signed by the Audit Committee's Chairman and consist of at least the following information:

- an opinion on the accuracy, completeness and creditability of the Company's financial report,
- an opinion on the adequacy of the Company's internal control system,
- an opinion on the compliance with the law on securities and exchange, the Exchange's regulations, or the laws relating to the Company's business,
- an opinion on the suitability of an auditor,

➤ an opinion on the transactions that may lead to conflicts of interests,

➤ the number of the audit committee meetings, and the attendance of such meetings by each committee member,

➤ an opinion or overview comment received by the Audit Committee from its performance of duties in accordance with the charter, and

➤ other transactions which, according to the Audit Committee's opinion, should be known to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Company's Board of Directors.

7. Perform any other act as required by law or as delegated by the Board of Directors.

8. Reporting the findings or suspicious transactions or any of the following acts such as a transaction which causes a conflict of interest; any fraud, irregularity, or material defect in an internal control system; or an infringement of the law on securities and exchange, the Stock Exchange of Thailand's regulations, or any law relating to the Company's business which may materially affect the Company's financial condition and operating results to the Board of Directors for rectification within the period of time that the Audit Committee thinks fit. If the Company's Board of Directors or Management fails to make a rectification within the period of time under the first paragraph, any Audit Committee member may report on the transaction or act under the first paragraph to the Office of the Securities and Exchange Commission or the Stock Exchange of Thailand.

## The Risk Management Committee

As of 31 January 2024, the Risk Management Committee was composed of the following 7 people:

Name		Position	Type of Director
1. Mr. Parnkorn	Kirativarasedt	Chairman of the Risk Management Committee	Independent Director
2. RAdm. Pattana	Pibultip	The Risk Management Committee	Independent Director
3. Mr. Priyong	Teerasathian	The Risk Management Committee	Independent Director
4. Mr. Pongthep	Vichaikul	The Risk Management Committee	Executive Director
5. Mrs. Ravipa	Koekkaivan	The Risk Management Committee	Executive Director
6. Mr. Harit	Rattanaparinyanon	The Risk Management Committee	Executive Director
7. Mr. Wit	Sangwitayanon	The Risk Management Committee	Executive Director

Miss. Ratirat Changjan served as the Secretary of the Risk Management Committee

### Roles and Responsibilities of Risk Management Committee

The Board of Directors has been deputed to take Roles and Responsibilities of the Risk Management Committee. The Risk Management Committee Charter as follows:

1. Support the Board of Directors in setting risk management policy and acceptable risk level,
2. Establish risk management profile to align with the Risk Management Policy, following the compliance, review the effectiveness of risk management profile,
3. Consider and review risk management report and performing to ensure that the Company's risk management is adequate and appropriate, can be managed in acceptable level and is performed,
4. Continuously coordinate with the audit committee through the knowledge and information exchange about the risks and internal control which shall affect or may affect to the Company.
5. Decision and provide guidance on the key issues which shall arise in the risk management procedure.
6. Report the operating performance of the Risk Management Committee to the Audit Committee to acknowledge and/or to regularly consider quarter.

### (3) The Nomination and Remuneration Committee

As of 31 January 2024, the Nomination and Remuneration Committee consisted of the following 4 people:

Name		Position	Type of Director
1. Mr. Parnkorn	Kirativarasedt	Chairman of the Nomination and Remuneration Committee	Independent Director
2. RAdm. Pattana	Pibultip	The Nomination and Remuneration Committee	Independent Director
3. Mr. Priyong	Teerasathian	The Nomination and Remuneration Committee	Independent Director
4. Mr. Pongthep	Vichaikul	The Nomination and Remuneration Committee	Executive Director

Miss. Ratirat Changjan the Secretary of the Nomination and Remuneration Committee.

#### Roles and Responsibilities of Nomination and Remuneration Committee

The Board of Directors has been deputed to take Roles and Responsibilities of the Nomination and Remuneration Committee.

The Nomination and Remuneration Committee Charter as follows:

##### Nomination

1. Setting guidelines and policies in nominating Board of Directors and other sub-committee members by considering what would be the appropriate number, structure and composition of members, and outlining necessary directors' qualifications,
2. Proposing these ideas for approval by the Board of Directors and/or Shareholders' Meeting as appropriate.
3. Searching, selecting, and proposing appropriate persons to assume the position of the Company's directors whose terms have expired and/or became vacant, including newly appointed director.
4. Executing other tasks related to nominations as assigned by the Board of Directors.
5. Evaluating the performance of the top management and reporting to the Board of Directors for their consent.

##### Remuneration

1. Preparing guidelines and policies in determining the Board of Directors and other sub-committees' remuneration and proposing it to the Board of Directors and/or Shareholders' Meeting for approval as appropriate.

2. Determining necessary and appropriate monetary and non-monetary remuneration, for individual members of the Board of Directors by taking into consideration each director's duties and responsibilities, performance, and comparisons against similar businesses, and the benefits expected in return from each director. The report will be submitted to the Board of Directors for consent and to the Shareholders' Meeting for approval.
3. Taking responsibility to support the Board of Directors and being responsible for explaining and answering any questions regarding the Board of Directors' remuneration in the Shareholders' Meeting.
4. Reporting policies and principles/reasons in determining the remuneration of directors and management according to the SET guidelines by disclosing them in the Company's annual information disclosure (56-1 One Report).
5. Being responsible for any other tasks related to the remuneration as assigned by the Board of Directors. The management team and other units have to report or present the information relating to the NRC in order to support the operation of the NRC to achieve their assigned tasks.

## The Corporate Governance and Sustainability Committee

As of 31 January 2024, the Corporate Governance and Sustainability Committee consisted of the following 4 people:

Name		Position	Type of Director
1. RAdm. Pattana	Pibultip	Chairman of Corporate Governance and Sustainability Committee	Independent Director
2. Mr. Parnkorn	Kirativarasedt	Corporate Governance and Sustainability Committee	Independent Director
3. Mr. Priyong	Teerasathian	Corporate Governance and Sustainability Committee	Independent Director
4. Mrs. Ravipa	Koekkaivan	Corporate Governance and Sustainability Committee	Executive Director

Miss. Ratirat Changjan the Secretary of the Corporate Governance and Sustainability Committee.

In 2023, the Board of Directors considered and approved the appointment of the Corporate Governance and Sustainable Committee. It increases the scope of authority and responsibility in the field of sustainable development. The scope of authority and duties regarding corporate governance of the Corporate Governance Committee remains the same.

### Governance Committee has the scope of duties and responsibilities as follows:

The Board of Directors has been deputed to take Roles and Responsibilities of the Governance Committee. The Governance Committee Charter as follows:

#### Governance

- Supervised the Company to operate and complied with the principles of good corporate governance in accordance with the determined policy of the directors' board.
- Considering and approving work plans for activities promoting good corporate governance with the objective of maintaining standards and developing good corporate governance as well as creating good corporate governance to be a corporate culture by regularly communicating with the directors, executives and employees regarding good corporate governance.
- Supervised the performance of directors and management to comply with good corporate governance principles of the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission.
- Overseeing operations and activities on social and environmental responsibility
- Determining guidelines for reporting on compliance with the principles of good corporate governance in the annual report.
- To consider and approve the dissemination and public relations of the corporate governance of the Company and information disclosure policy of the Company to the public in wide space, including the improvement of the dissemination of good corporate governance information on the Company's website.
- Establish a system to receive complaints from stakeholders in the case of good corporate governance and business ethics of directors, executives and employees.
- Regularly review the principles of good corporate governance of the Company by comparing with

the international practices and recommendations of the Supervisory Institute or related departments to the Board of Directors.

9. Review current business ethics of the Company, appropriate with the Company's business and in accordance with the guidelines of the Stock Exchange of Thailand.
10. Review and update every committee's charter and submit it to the board for approval.
11. Perform other duties as assigned by the Board of Directors.

#### Sustainable

1. Set policies, goals, and action plans for sustainable development as well as guidelines to be consistent with the Company's business operations by creating joint development in economics, society and the

environment and present it to the Board of Directors for consideration.

2. Review goals, sustainable development policies and practices to be consistent with and respond to changing trends in the world, economic conditions, laws, and international practices by taking into account the impact on the Company, shareholders and all stakeholders.
3. Give opinions and suggestions regarding operations or organizing activities for sustainable development as well as overseeing, monitoring, and evaluating the Company's sustainable development operations.
4. Perform any other sustainable development as assigned by the Board of Directors.

## The Management Committee

As of 31 January 2024, the Management Committee consisted of the following 5 people:

Name		Position	Type of Director
1. Mr. Pongthep	Vichaikul	Chairman of the Management Committee	Executive Director
2. Mrs. Ravipa	Koekkaivan	The Management Committee	Executive Director
3. Mr. Harit	Rattanaparinyanon	The Management Committee	Executive Director
4. Mr. Wit	Sangwitayanon	The Management Committee	Executive Director
5. Mr. Tirawit	Disphanurat	The Management Committee	Executive Director

Miss. Ratirat Changjan the Secretary of the Executive Committee.

### Roles and Responsibilities of the Executive Committee

The Board of Directors has been deputed to take the roles and responsibilities in performing the overall management of the Company. The Executive Committee also creates policies, budgeted business plan, management structure, rules and regulations and authority of the Company in accordance with the current economic situation and submits to the Board of Directors for approval and audit. In this regard, the Executive Committee Charter as follows:

- Operating and managing business according to the policies and reporting the Company's performance to the Board of Directors.
- Setting and preparing the Company's business strategies, policies, business plans and budget structure to the Board of Directors for approval.
- Setting an appropriate approval authority limit for each executive, categorizing the roles and responsibilities which may cause fraudulent, controlling the practice according to the rules and procedures, and submitting to the Board of Directors for approval.
- Considering the organizational structure for the approval of the Board of Directors.
- Managing the overall human resources management including remuneration structure, recruitment process, transfer procedures, dismissal, punishment and reward of employees.
- Considering and permitting the financial operations with commercial banks or financial institutions as approved by the Board of Directors. Such transactions include opening and closing bank accounts, borrowing and lending funds, financing funds, pledging, mortgaging, guaranteeing, buying and selling as well as signing the proprietary right of the land.
- Considering and permitting the investment and investment budget as stated in the approval process manual.
- Considering and permitting each department's operation plan as well as the over-limit requisitions as authorized by the Board of Directors.
- Considering and permitting the appointment of committees required for the smoothness of the Company's operations.
- Considering the fundraising for the approval of the Board of Directors.
- Being responsible for other assignments periodically delegated by the Board of Directors.

The above duties and responsibilities do not give the Executive Committee the authority to approve transactions in which they or any related persons may have any potential conflicts of interest (as defined by The Securities and Exchange Commission or The Stock Exchange of Thailand) with the Company or subsidiaries. All transactions must be approved by the Board of Directors and/or the Annual General Meeting according to the Company's regulations or related laws unless such transactions are the Company's general business transactions.

## About Management

### Management

As of 31 January 2024,, the Management consisted of the following 4 people:

Name - Surname			Position
1.	Mr. Pongthep	Vichaikul	Chief Executive Officer
2.	Mrs. Ravipa	Koekkaivan	Managing Director Business Support & Financial Management
3.	Mr. Wit	Sangwitayanon	Managing Director Business Development of Logistics Business
4.	Mr.Harit	Rattanaparinyanon	Director of Business Development of Non-Logistics Business

List of Management who resigned during in 2023

Name - Surname			Position
1.	Mr. Kitti	Phuathavornskul <sup>1</sup>	President / Managing Director Business Development (International)
2.	Ms. Pornthip	Sae-Lim <sup>2</sup>	Managing Director Business Development (Domestic)

หมายเหตุ : 1 Mr. Kitti Phuathavornskul has retire from the position of President / Managing Director Business Development (International) On 31 December 2023.

2 Ms. Pornthip Sae-Lim has resign from the position of Managing Director Business Development (Domestic) On 31 December 2023.

### Role and Responsibilities of Chief Executive Officer

The Board of Directors Meeting No. 1/2013 on 18 July 2013 resolved that the Chief Executive Officer holds the following roles and responsibilities:

1. Performing all duties in compliance with the related laws by The Securities and Exchange Commission Announcements or The Stock Exchange of Thailand Notifications, Company objectives and articles of association and Board of Directors', Annual General Meeting's and Shareholders' Meeting's resolutions.

2. Managing and operating the business in accordance with the Board of Directors' strategies, plans and its annual budget to ensure the goals are achieved.

3. Implementing mission of the Company in accordance with the budget, business and strategic plans set by the Board of Directors.

4. Managing the overall business operations of the Company in financial, marketing, human resources sections and other departments according to the policies set by the Board of Directors.

5. Being responsible for human resources management such as remuneration structure, recruitment process, transfer procedures, dismissal of employees as well as authorizing the attorney to perform such operations.

6. Allocating reward, salary increase, remuneration and special bonus apart from the usual annual bonus.



7. Negotiating, signing contracts and/or general business transactions within the budgeted plans as authorized by the Board of Directors.

8. Setting rules, regulations, announcements and memorandums for proper and smooth business operations as well as the benefit of the Company.

9. Being responsible for other assignments periodically delegated by the Board of Directors.

10. Arranging the attorney in accordance with the power of attorney and/or the Board of Directors' resolutions. Such arrangement must not authorize the attorney to approve the transactions which may cause direct or indirect damages, leading to personal or others benefits with or without any individual returns (according to The Securities and Exchange Commission Announcements) unless such transactions are in accordance with the policies and

regulations of the Board of Directors or Shareholders' Meeting.

### Succession Plan

To ensure that the Company shall have continuity in administration, the Board of Directors sees the necessity and importance of position succession of the high-level executives, the Company has made a position succession plan in support of the positions from division directors upwards. Replacement persons are identified. In case no persons who can replace instantly, the Company has arranged a personnel development system for preparing persons in subordinate positions along with external selection. This is to ensure confidence in investors, organizations as well as employees that the business running of the Company shall be succeeded in good time.

### Remuneration for the Management

The Management of the Company receive the compensation as monthly remuneration and bonus which agree well with outcome of the Company. In 2023, the Company paid remuneration of 102.85 million Baht to four management personnel, which is described as follows:

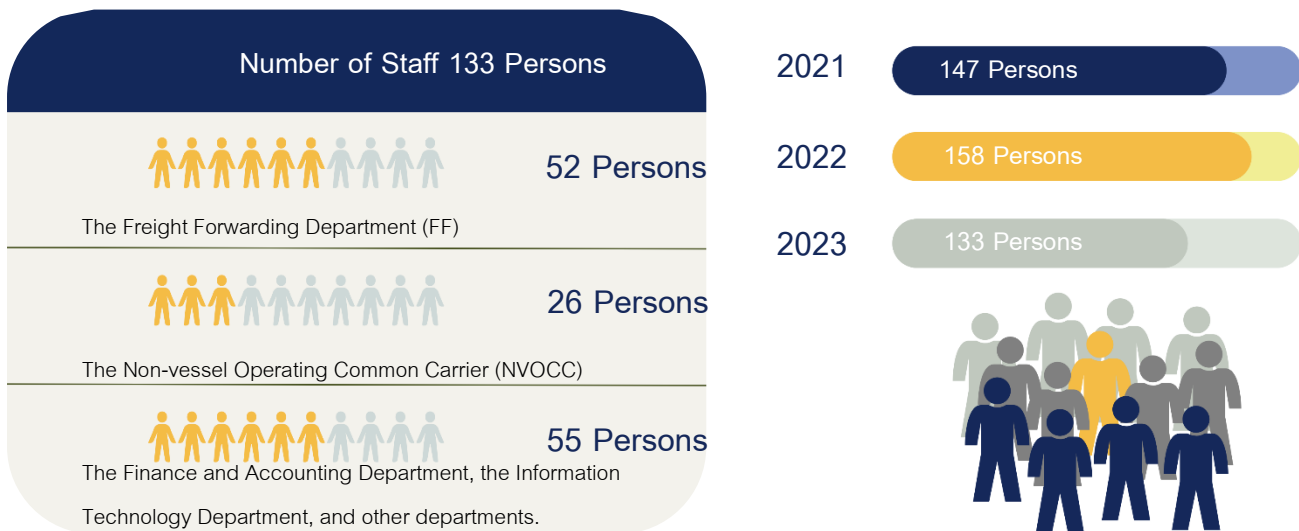
Remuneration	Total (Million Baht/Year)
Financial Remuneration	
- Salary and bonus	19.48
- Other remuneration, e.g., contributions to the Social Security Fund, contributions to the Provident Fund, and commissions.	83.37
Non-Financial Remuneration	None

### Other Benefit

-None-

## About Personnel

As of 31 December 2023., the total number of staff (excluding the management) was 133, in 2023, the remuneration that the Company paid for staff was 103.61 million Baht. The remuneration included salaries, bonuses, commissions, contributions to the Social Security Fund, contributions to the Provident Fund, etc. They are described as follows:



### Provident Fund

The Company set up the Provident Fund on October 1, 2013 with Thailand Kasikorn Asset Management Co., Ltd., which aimed to boost the morale of its staff and to motivate them to work for the Company in the long run. In 2023 set up the Provident Fund with Eastspring Asset Management (Thailand) Co., Ltd. to provide an alternative for employees. In 2023, 97 employees are remaining in the provident fund.

### Other Remunerations

In addition to remunerations in the form of monthly salary, bonus and the provident fund that the Company pays to its employees, there are other additional welfare payments to the Company's employees as follow:

- Annual health check-up
- Social security fund
- Welfare on assistance
- Welfare on employees' uniforms
- Welfare on compensation for transportation / accommodation / allowances
- Welfare on activities
- Holidays

### Important Disputes on Labor over the last 3 years,

- None –

### Personnel Development Policy

The Company has a policy to develop personnel at all levels on a regular basis to enhance their expertise and the efficiency of their work. The Company has prepared a yearly plan for in-house and outsourced training to improve their working skills in accordance with their responsibilities, which will bring benefits to the overall development for the Company. In the year 2023, the executives and employees attended the training course with outsource organization for 30 topics and Internal Training Courses for 5 topics as follows:

1. Service skills development course
2. Topic of Corporate Good Governance Policy
3. Code of Conduct - Code of Conduct, Basic Knowledge of Stock Exchange
4. Log Freight
5. Topic: Time management and prioritizing work

### The Summarize of Staff Training hours in 2023

Level	Training hours / Person
Executives	28
Employees	14.85

training, the Company supports employees and the executives to attend the appropriate training courses and effective to development their work capacity which organized by various institutions and in-house training to provide the executives and employees with knowledge, understanding of fundamentals of organization, policy, organization overview to acknowledge and practice properly, including other related development.

## Important Information

### List of Persons Assigned

#### Company Secretary

In order to comply with the Securities and Exchange Act, Sections 89/15 and 89/16, the Board of Directors Meeting No. 6/2023 has resolved to appoint Ms. Ratirat Changjan is the Company secretary, effective from 8 November 2023 onwards. Details of Attachment 1.

#### Roles and Responsibilities

- Prepare and maintain key documents, including the Board roster, meeting notices, minutes of Board meetings and shareholders' meetings, annual reports, and reports of vested interest.
- Schedule Board meetings and shareholders' meetings under the law and Company regulations. Coordinate conformance to the resolutions of Board and shareholders' meetings.
- Advise and support the performance of directors and the management under the law and relevant regulations.
- Coordinate between the Chairman and the President and chief executive officer together with his management team, which includes coordination between the Company and its shareholders.
- Encourage the directors, management, and employees to conform to corporate governance.
- Perform other lawful tasks and Board-assigned tasks.

#### Accounting Supervisor

The Company assigned Mrs.Kavisara Panitudom Head of Accounting to be directly responsible for the supervision of accounting. Please see information of the head of Accounting Supervisor in Attachment 1.

#### Head of Internal Audit

The Audit Committee appointed Act-Plus Consultant Company Limited with Miss Wanna Malueng-non as Managing Director of Act-Plus Consultant Company Limited and the position of accounting, accounting and tax system consultant. Far East Law Firms Limited, with over 20 years of experience as financial advisors and internal auditors, acts as an internal auditor. The Audit Committee has considered the qualifications of the head of the internal audit as it is appropriate to perform the said duties efficiently. Please see information of the head of Internal Audit in Attachment 3.

## Head of Investor Relations

Investors and related parties can make queries or ask for the Company's information at Mr. Tirawit Disphanurat, Investor Relations Manager, Tel. 02-4594945 Ext 501 or Email: [IR@nclthailand.com](mailto:IR@nclthailand.com)

## Auditor Fees

The Audit Committee will consider auditors according to the assessment standard of the Company such as independence in working, quality of work, and working standard. The auditors must have qualifications according to The Stock Exchange of Thailand.

They must not relate to the stakeholders of the Company, subsidiary, executives, major shareholder, and associated persons. They must have freedom to Audit and give opinion to the financial statement of the Company.

For the year ended 31 December 2023, the Company paid audit fee of 3.30 million Baht to EY Company Limited. This fee included the service of quarterly and annual audit of the Company but excluded other non-audit services such as photocopy and travelling expenses.

### Non-Audit Free

-None-

# CORPORATE GOVERNANCE REPORT

## Performance of the Board of Directors

### Nomination, Development and Performance Assessment of the Board

#### Independent Directors

The Company has a policy to appoint independent directors at least one third of the total number of directors of the Company, but not less than three persons. The qualifications of independent directors are as follows:

1. An Independent Director must hold no more than one percent of all the voting shares of the Company, a subsidiary, an affiliate, other associate Company, a major shareholder, or a controlling person, including shares held by related persons.

2. Neither being nor used to take part in management, or being an employee, staff member, advisor receiving a regular salary, or controlling person of the Company, a subsidiary, an affiliate, other associate Company, a major shareholder, or a controlling person in the past two years unless the foregoing relationship has ended not less than two years prior. The above prohibited characters exclude the independent director who is a government employee or consultant who is major shareholders or controlling person of the Company.

3. Not being a close relative by birth or by legal registration as a parent, a spouse, a brother or sister, a son or daughter of management, a controlling person, a shareholder or a person nominated as management or a controlling person of the Company or its subsidiary

4. Neither having nor used to involve in a business relationship with the Company, a subsidiary, an affiliate, a major shareholder, or a controlling person in such a way that will obstruct his independent judgment including

not being a major shareholder or a controlling person of the person who has a business relationship with the Company, a subsidiary, an affiliate, a major shareholder, or a controlling person unless the foregoing relationship has ended not less than two years, a business relationship includes a normal cause of business transaction, a rent or lease of property, a transaction related to assets, service, providing or receiving financial support such as borrowing, lending, guaranteeing, or assignment resulting in the Company or other party being in debt obligation of more than three per cent of net tangible assets of the Company of twenty million Baht, whichever is lower. The calculation of debt obligation shall be in accordance with the calculation of value of related party transaction specified by the Capital Market Supervisory Board's Announcement of Related Party Transaction including debt obligation one year prior to the date that business relationship starts.

5. Neither being nor used to be an external auditor of the Company, a subsidiary, an affiliate, a major shareholder, or a controlling person of the Company and not being a shareholder holding major portion in an audit office of an external auditor of the Company, a subsidiary, an affiliate, a major shareholder, or a controlling person in the past two years.

6. Neither being nor used to be a provider of professional service such as legal or financial services and receives a professional fee of more than two million Baht per year from the Company, a subsidiary, an affiliate, a major shareholder, or a controlling person and not being a major shareholder or a partner of such a provider of professional service in the past two years.

7. Not being a director representing another director of the Company, a major shareholder, or a shareholder related to a major shareholder.

8. Not being in a business substantially the same and compete with the Company, or a subsidiary, or not being a principal partner in a business partnership or being a director involving in management, employee, staff

member, advisor receiving a regular salary, or holds of shares with voting right more than one per cent of total number of voting right of other Company that engages in a business substantially the same and compete with the Company and its subsidiary.

9. Be able to express an independent opinion with respect to the operation of the Company.

The Board of Director consists 4 independent members, which are the persons with knowledge or competency and truly have the freedom to operate such as no business connection to the Company, no connect to other influences that might affect the independent performance.

## Nomination of Directors and Management

In 2023, The Company has nominated and appointed a new director. To replace the former director who resigned / retired by rotation which has been considered by the Nomination and Remuneration Committee, which considers the selection of qualified persons based on expertise, vision, leadership, morality have a transparent work history and able to express their opinions independently. The composition and selection, appointment, removal or retirement of the Company's directors have set out in the Company's articles of association which can be summarized as follows:

1. The Board of Directors consists of at least 5 directors of which not less than half of the total directors must reside in Thailand. And the Company's directors must have qualifications as required by law.

2. The meeting of shareholders is responsible for electing directors according to the following rules and methods:

(1) Each shareholder has 1 vote for 1 share.

(2) Each shareholder may use all his/her votes under (1) to elect one person or more persons to be directors, but cannot divide the votes to any person to any extent.

(3) Persons with the highest votes in order respectively will be elected as directors equaling to the

number of directors that are supposed to be or to elect in a particular occasion. In case that persons in the second orders have the same number of votes and more than the number of directors that are supposed to be or to select in a particular occasion, the chairman of the meeting shall have the deciding vote.

3. In every Annual General Meeting of shareholders, the terms of one-third (1/3) of the current number of the Directors will be ended. If the number of Directors could not be divided into three proportions, the number of Directors whose terms will be ended will be the closet number to the one-third proportion. Directors whose terms are ended in the first and the second years after the registration of the Company will be decided by drawing



lots. For the consecutive years, the Directors who are in the positions the longest will be removed. However, those Directors who are removed may be elected to fill the positions again.

4. In addition to the end of the term. Directors will vacate when:

- Death.
- Resign.
- Be without qualifications or possess of the characteristics prohibited under Act and the related Notification.
- The decision of the shareholders' meeting to resign.
- Court order

5. In casting a vote on which Directors whose terms should be ended before seeing out their actual terms, the number of votes must be at least no less than three-fourth of the number of shareholders attending the meeting and having the right to vote, and that the total number of

shares must be no less than a half of the number of shares held by the shareholders who attend the meeting and having the right to vote.

6. Any director who wishes to resign from the position must submit a resignation letter to the Company. The resignation will be effective from the date the resignation letter reaches the Company.

7. In case a director's position is vacant due to other reason than the completion of term, the Board of Directors is to elect a candidate with qualifications according to the Company's regulations in the next meeting except when the Director's term is to be completed in less than two months. The elected Director holds the position until the completion of term of the Director they have replaced.

The Board must allow the shareholders to present a name with qualifications to become a Board member. In 2021, no name was nominated by shareholders.

## Nomination and Appointment of Chief Executive Officer

The Executive Committee will nominate the qualified delegates with proper knowledge, capabilities and experiences for the position of Chief Executive Officer for the Nomination and Remuneration Committee and Board of Directors' approval.

## The orientation of new Directors

The Board of Directors has set an orientation for newly appointed directors by assigning the Company secretary to prepare Company information, annual report, business overview, shareholding structure, organizational structure, director's guide and meeting schedule and other necessary information. In order to create knowledge and understanding in business and various operations of the Company to inform new directors about roles and responsibilities of the directors' corporate governance policies and practices, in order to prepare the directors to perform their duties.

## Development of Directors and Executives

The Company encourages the Board of Directors and the management to attend seminar courses that are beneficial to their functions. Courses that the Board of Directors should attend at least are courses arranged by the Thai Institute of Directors (IOD) namely Directors Certification Program courses from related supervisory agencies on a regular and constant basis. The Board of Directors has assigned the Company's secretary to be a coordinator with directors to inform training courses so that directors can bring in knowledge and experiences to continuously develop the Company.

In 2023, there were directors who participated in trainings to develop knowledge, understandings of role and duty of directors in administering work efficiently as follows:

Directors	Topic	Organization to Provide Training
1. Mr. Parnkorn Kirativarasedt	Audit Committee Seminar 2023, topic: Corruption in decorating financial statements Update on economic conditions, ESG direction and carbon dioxide.	EY Company Limited
2. Mr. Pongthep Vichaikul	The Connex 2	The Connex
3. Mrs. Ravipa Koekkaivan	CYBER VISION 2023 : Measure – Compare – Improve	The Stock Exchange of Thailand
	Economic and Business Update Series No.1	The Stock Exchange of Thailand
	Insight in SET: Knowledge for growth and sustainability in the capital market, No 2	The Stock Exchange of Thailand
	Project to develop audit quality reviewers (EQR) and audit firm quality reviewers (Monitoring) In the capital market according to TSQM1 in 2023	Federation of Accounting Professions
	e-Learning CFO Orientation for New IPOs	The Stock Exchange of Thailand
	e-Learning CFO's Refresher	The Stock Exchange of Thailand
	Director Accreditation Program DAP 207/2023	Thai Institute of Directors
	Risk Management For CFOs	Thai Listed Companies Association
	CFO & Tax Forum	EY Company Limited
	TLCA CFO-Green Assets: Opportunities for Sustainable Development	Thai Listed Companies Association
	TLCA CFO Professional Development Program (TLCA CFO CPD) Topic "What is the future of the CFO role?"	Thai Listed Companies Association
	Governance System for Fraud Detection	The Stock Exchange of Thailand
	Fintech financial technology	Thai Listed Companies Association
	Leadership roles and driving business towards sustainability	The Stock Exchange of Thailand

Directors	Topic	Organization to Provide Training
4. Asst. Prof. Surin Assawawitoontip	Audit Committee Seminar 2023, topic: Corruption in decorating financial statements Update on economic conditions, ESG direction and carbon dioxide.	EY Company Limited
5. Miss Pornthip Sae-lim	Leadership roles and driving business towards sustainability	The Stock Exchange of Thailand

However, the Board of Directors still determines that each year At least 1 company director must attend training to develop and increase knowledge and understanding of the roles and responsibilities of directors.

## Succession Plan

In order to ensure that the Company shall have continuity in administration, the Board of Directors sees the necessity and importance of position succession of the high-level executives, the Company has made a position succession plan in support of the positions from division directors upwards. Replacement persons are identified. In case no persons who can replace instantly, the Company has arranged a personnel development system for preparing persons in subordinate positions along with external selection. This is to ensure confidence in investors, organizations as well as employees that the business running of the Company shall be succeeded in good time.

## Assessment of Directors' Performances

The Board has evaluated their performance every year with three formats 1) person 2) team 3) sub-team and CEO for the Board to assess the outcome, the problems, and the obstacles during the previous year in order to fix and increase efficiency. The evaluation as a team and as a sub-team will be based on the protocols suggested by the Stock Exchange of Thailand, leading to properly changes of the Company. With this, the assessment as referred to 6 topics.

- 1) The structure and qualifications of the Board of Directors.
- 2) Duty and responsibility of the Board of Directors.
- 3) The Board of Directors' meeting.
- 4) Performance of Directors.
- 5) Relationships with the management.
- 6) Self-development of Directors and management development.

In 2023, the results of the self-assessment of work performance of Board of Directors and every sub-committee had excellent scores (scores of 90 - 100 %).

## Meeting attendance and remuneration of individual committees

### Board Meeting

The Company has set a schedule for the Board of Directors' meetings in advance throughout the year. The Company will send the meeting invitation together, the meeting agenda with complete detail to the Board of Directors at least 7 days in advance for the Board of Directors to attend have enough time to study the information before attending the meeting except in case of urgent need to preserve the benefits of the Company will notify the meeting by other methods and the meeting date may be earlier than that. However, two or more directors may request the chairman of the board to call a meeting of the board of directors. In the case of two or more directors requesting the chairman of the board shall determine the meeting date within 14 days from the date of request.

All this, the committee has set a policy that non-executive directors should have the opportunity to meet among themselves as appropriate or at least once a year without executive directors or management participated in the meeting. To discuss various issues, both regarding the Company's business such as management strategies, sustainable growth guidelines or other matters of interest and report the result of the meeting to the Managing Director.

In 2023, the Board of Directors held 10 meetings and there were meetings only Independent Directors without the Executive Director on 18 December 2023

In 2022, the Board of Directors' Meetings and Committees' Meeting as following :

Number of Attendance / Number of Meeting							
Name		BOD Meeting	Audit Committee Meeting	Risk Management Committee Meeting	Nomination and Remuneration Committee Meeting	Corporate Governance Committee Meeting	Executive Committee Meeting
1. Adm. Surapong	Amnucksoradeja	8/8	2/2	1/1	2/2	1/1	-
2. Mr. Pamkorn	Kirativarasedt	5/5	4/4	3/3	3/3	1/1	-
3. Mr. Pongthep	Vichaiikul	8/8	-	4/4	5/5	-	15/15
4. Mrs. Ravipa	Koekkaivan	7/7	-	3/3	-	1/1	13/13
5. Mr. Pongpun	Kongkumnerd	1/1	2/2	1/1	1/1	1/1	-
6. Mom Rajawong Chirakom	Kitiyakara	2/2	-	-	-	-	-
7. Mr. Somchai	Kuvijitsuwan	2/2	2/2	1/1	1/1	-	-
8. Asst. Prof. Surin	Assawawitoontip	3/4	3/4	3/3	2/2	1/1	-
9. Ms. Chanyapat	Wiphatthanananthakul	8/8	6/6	4/4	5/5	2/2	-
10. Mr. Kittti	Phuathavornskul	8/8	-	4/4	-	-	15/15
11. Ms. Pornthip	Sae-Lim	8/8	-	4/4	-	-	15/15

## Remuneration for the Board of Directors and the Management

The Company considered the formulation of the remuneration policy for the Board in a fair and reasonable manner by taking into account suitability and consistency with the Company's performance and the Board's duties and responsibilities. At the General Meeting of Shareholders for the year 2023, on 20 April 2023, the rates of remuneration for the Board of Directors, the Audit Committee, the Risk Management Committee, the Corporate Governance Committee and the Nomination and Remuneration Committee. were determined as an allowance paid per each meeting, which are as follows:

Position	Remuneration (Baht/person/meeting)
Chairman of the Board of Directors	75,000
Member of Board of Directors	20,000
Chairman of the Audit Committee	30,000
Member of the Audit Committee	10,000
Chairman of the Risk Management Committee	30,000
Member of the Risk Management Committee	10,000
Chairman of the Corporate Governance Committee	10,000

The remuneration paid for the directors and committee members for the year 2022 as follows :

Remuneration (Baht)						
Name	สกุล	Director	Audit Committee	Risk Management Committee	Corporate Governance Committee	Total
1. Adm. Surapong	Amnucksoradeja	435,000	20,000	10,000		465,000
2. Mr. Parnkorn	Kirativarasedt	100,000	40,000	90,000		230,000
3. Mr. Pongthep	Vichaikul	160,000		40,000		200,000
4. Mrs. Ravipa	Koekkaivan	140,000		30,000		170,000
5. Mr. Pongpun	Kongkumnerd	20,000	60,000	30,000		110,000
6. Mom Rajawong Chirakom	Kitiyakara	150,000				150,000
7. Mr. Somchai	Kuvijitsuwan	40,000	20,000	10,000		70,000
8. Asst. Prof. Surin	Assawawitoontip	60,000	30,000	30,000		120,000
9. Ms. Chanyapat	Wiphatthanananthakul	160,000	140,000	40,000	20,000	360,000
10. Mr. Kitt	Phuathavornskul	160,000		40,000		200,000
11. Ms. Pornthip	Sae-Lim	160,000		40,000		200,000
		1,585,000	310,000	360,000	20,000	2,275,000

## Oversight of the Subsidiaries, Joint Venture and Other Joint Venture

The Company has always put great emphasis on good governance policy in line with business operation. The Company has also set up a policy to supervise its subsidiaries, affiliated companies and other associated companies for the purpose of overseeing those companies. The Board of Directors has a regulatory mechanism that regulates, manages, and is responsible for the operations of its subsidiaries, associated companies and other affiliates in order to maintain the interests of the Company's investment, including.

- Sending of a person to represent the Company as a director of the invested Company in proportion to the shareholding. The Company's representative shall be a person without any conflict of interest with the business of such subsidiary, associated or other associated Company.
- The Company's representative will oversee that its subsidiaries, associates and other affiliates comply

with the rules and regulations set forth in the Company's regulations and the laws governing the conduct of business. In addition, the Company's representative must ensure that the subsidiary has the regulations governing connected transactions, the acquisition or disposition of assets or other important transactions of such Company shall be complete and accurate, and apply the rules related to disclosure and the above transaction in the same manner as the Company's criteria.

- Supervision of disclosure of financial status and operating results, including important transactions to be consistent with the rules of the Company, and to keep the records and accounting records of the Company so that the Company can review and collect the consolidated financial statements in a timely manner.

## Investment and Governance Police of Subsidiaries and Associates

1. Investment in other companies include joint venture to set up a new Company and buying shares in other companies. The Company has a policy to coin vest with other investors that have transparent business operation and corporate governance.
2. Businesses in which the Company will invest must be supportive and beneficial Company's business vertically and horizontally to create equilibrium of the Company.
3. Businesses in which the Company will invest shall be analyzed in terms of basic business factors, business trend as well as return rate evaluation and future risk prediction.
4. Investment shall not cause problems to liquidity of the Company and subsidiaries.
5. The Company will invest at sufficient proportion to take part in managing and defining business operation regulations of a Company to be invested in.
6. The Company will review investment in subsidiaries and associates properly and in accordance with business condition of the Company in each period.
7. The investment shall be approved by the board of director or general meeting of the Company according to the article of association and related laws to be in accordance with a notice of Capital Market Supervisory Board associated with principles of providing significant particulars within scope of obtainment or distribution of properties and a notice of Stock of Exchange Commission on disclosure of data and practices of listed companies about property obtainment B.E. 2547
8. The Company will supervise a Company in which it invests by sending representatives to be a director of subsidiaries and/or associates by proportion of shareholding. The Company's representatives must be free from conflict of interest of the subsidiaries and/or associates in which the Company invests and they shall supervise the subsidiaries and/or associates to comply with specified regulations and principles in the Company's article of association and applicable laws about business operation of the subsidiaries and/or associates.



## Monitoring to ensure compliance with corporate governance policies and

### Policy

The Board of Directors has set up the Good Corporate Governance Policy of the Company in accordance with the Good Corporate Governance Principles for Listed Companies of the Stock Exchange of Thailand, with the Corporate Governance Policy and the Business Ethics and Operational Guideline. In writing, The Board of Directors is the driven and regulates the implementation in work process, executives and employees are strictly complied and held on to practice since 2014 and has been distributed on the Company's website to inform the shareholders, investors, interested person and related parties.

The Company had determined that the corporate governance policy need to be reviewed annually or at least once a year. In 2023, there was a review made through the Board of Directors Meeting No. 1/2023 on 23 February 2023, performing a manual update corporate governance policy by additional policies and practices covering all 5 policies, as followดังนี้

1. The Rights of Shareholders.
2. The Equitable treatment of Shareholders.
3. Role of Stakeholders.
4. Disclosure of Information and Transparency.
5. Responsibility of the Board.
6. Communication

### Communication

The Company has communicated to employees and stakeholders to acknowledge the corporate governance principles and the Company's business ethics continuously through various channels. In order to communicate to stakeholders about the intention and standards of the Company's operations as follows:

- Send an e-mail to all employees in the Company to acknowledge the principles of good corporate governance and the Company's business code of conduct after the Board of Directors has reviewed it.
- Announce the principles of good corporate governance and important policies on the Company's website.

### Guidelines

- All employees were required to undertake a test of the Good Corporate Governance Policy and Business Code of Conduct test to ensure proper understanding of employees.
- Emphasis is placed on the policy of receiving – giving gifts and rewards.
- The Company provides whistle blowing channels for stakeholders of the Company. Complaints can be reported through the Company's website under the topic of good corporate governance.

## Report on the Performance of the Audit Committee in the past year

### The Audit Committee's Report

To Shareholders

The Audit Committee of NCL International Logistics Public Company Limited ("the Company") as of 31 January 2024 consists of 3 Independent Directors details are as follow;

Name		Position		Remark
1.	Mr. Priyong Teerasathian	Chairman of the Audit Committee	Independent Director	appointment 4 January 2024
2.	RAAdm. Pattana Pibultip	Audit Committee	Independent Director	appointment 18 December 2023
3.	Mr. Parnkorn Kirativarasedt	Audit Committee	Independent Director	appointment 28 April 2023

in the year 2023 had 6 meetings and the meeting details are as follow;

Name		Meeting Attendance / Total (Times)	Remark
1.	Mr. Parnkorn Kirativarasedt	4/4	appointment 28 April 2023
2.	Adm. Surapong Amnucksoradeja	1/1	appointment to chairman on 28 April 2023
3.	Ms. Chanyapat Wiphatthanananthakul	6/6	Resign on 31 December 2023
4.	Asst. Prof. Surin Assawawitoontip	3/4	Resign on 3 December 2023
5.	Mr. Somchai Kuvijitsuwan	2/2	Resign on 26 April 2023
6.	Mr. Pongpun Kongkumnerd	1/1	Resign on 31 March 2023

Below are the highlights of deliberations in 2023

1. Reviewed the quarterly and annual financial statements of the company with the auditor, Internal Audit, and management. Investigated and commented on repercussions on financial statements to ensure that the financial statements met with generally accepted accounting standards and adequate information disclosure to submission for approval of the Board. The Audit Committee is of opinion that the financial statements are accurate and complete with adequate disclosure of material information.
2. Reviewed the assessment of internal control system to ensure that the internal control and internal audit system were adequate and appropriate, including risk assessment, control activities, information system and communication and operation monitoring. The Committee is confident that there was no material flaw in the internal control system.
3. Reviewed the Company's operation to ensure compliance with the Securities and Exchange Act, rules stipulated by the Stock Exchange of Thailand and laws related to the Company's business.
4. The Audit Committee's meeting No. 1/2023 had considered and recommended the appointment of EY Office Company Limited as the Company's External Auditor and audit fee. The Committee is of opinion that EY Office Company Limited performed their tasks with independence and was qualified to audit the Company's financial

statement to ensure accuracy and reliability with disclosure of material information and proposed to the Board of Director to approve.

5. Reviewed and commented on related party transactions and transactions that may constitute a conflict of interest to ensure complete information disclosure and compliance with rules and regulations stipulated by the Securities and Exchange Commission, the Stock Exchange of Thailand and other regulatory bodies with a view to ensure reasonableness and the Company's best interest. The Committee is confident that related party transactions were reasonable, fair, transparent, free of a material conflict of interest, and in the best interest of the Company.
6. Review of Good Corporate Governance, The Audit Committee reviews compliance with the code of conduct and corporate governance policy, laws on securities and securities exchange and other related laws.
7. Reviewed the performance of the Committee for the year 2022 by way of self-assessment and assessment by the Board. The assessment revealed that the Committee functioned at excellent level.

In 2023, the Audit Committee fulfilled its duties and responsibilities as assign by the Board of Director and be in line with the Audit Committee Charter.



(Mr. Priyong Teerasathian)

Chairman of the Audit Committee

## Report on the performance of other Committees

### Risk Management Committee Report

To Shareholders

The Board of Directors has appointed the Risk Management Committee to serve in the define policies, plans, frameworks, and risk management processes. that may affect the Company's business operations which covers strategic risks financial operations by ensuring that the Company will be able to conduct business under constantly changing environment.

The Risk Management Committee of NCL International Logistics Public Company Limited (“the Company”) as of 31 January 2024 consists of 7 Directors details are as follow;

Name		Position	Type of Directors
1. Mr. Parnkorn	Kirativarasedt	Chairman of the Risk Management committee	Independent Director
2. RAdm. Pattana	Pibultip	The Risk Management committee	Independent Director
3. Mr. Priyong	Teerasathian	The Risk Management committee	Independent Director
4. Mr. Pongthep	Vichaikul	The Risk Management committee	Executive Director
5. Mrs. Ravipa	Koekkaivan	The Risk Management committee	Executive Director
6. Mr.Harit	Rattanaparinyanon	The Risk Management committee	Executive Director
7. Mr. Wit	Sangwitayanon	The Risk Management committee	Executive Director

in the year 2023 had 4 meetings and the meeting details are as follow;

Name			Meeting Attendance / Total (Times)	Remark
1.	Adm. Surapong	Amnucksoradeja	1/1	appointment to chairman on 28 April 2023
2.	Mr. Parnkorn	Kirativarasedt	3/3	appointment 28 April 2023
3.	Mr. Pongthep	Vichaikul	4/4	appointment 22 July 2021
4.	Mrs. Ravipa	Koekkaivan	3/3	appointment 22 February 2023
5.	Mr. Pongpun	Kongkumnerd	1/1	Resign on 31 March 2023
6.	Mr. Somchai	Kuvijitsuwan	1/1	Resign on 26 April 2023
7.	Asst. Prof. Surin	Assawawitoontip	3/3	Resign on 6 December 2023
8.	Ms. Chanyapat	Wiphatthanananthakul	4/4	Resign on 31 December 2023
9.	Mr. Kittti	Phuathavomskul	4/4	Resign on 31 December 2023
10.	Ms. Pomthip	Sae-Lim	4/4	Resign on 31 December 2023

In 2023, the Risk Management Committee has performed its duties to the best of its ability. There was a total of 4 meetings of the Risk Management Committee, with the key points being as follows:

1. The consider reviewing and formulating a risk management plan for the year 2024 before submitting it to the Board of Directors' meeting for approval.
2. The consider screening and giving suggestions on new investments of the Company. This ensures that appropriate risk management and management processes are implemented before making investment decisions. and presented to the Board of Directors' meeting for approval.
3. The consider and review the risks important to the Company's business operations and report to the Audit Committee meeting and the Board of Directors regularly every quarter.

The Risk Management Committee is committed to performing its duties for the Company can indeed operate efficiently in pursuit of its goals including the maximum benefit to all stakeholders



(Mr. Parnkorn Kirativarasedt)

Chairman of the Risk Management committee

## Nomination and Remuneration Committee Report

To Shareholders

The Company appointed the Nomination and Remuneration Committee. It consists of Independent Director more than 50 percent of the total number of Nomination and Remuneration Committee members. The details of the directors are as follows:

The Nomination and Remuneration Committee of NCL International Logistics Public Company Limited ("the Company") as of 31 January 2024 consists of 3 Independent Directors and 1 Executive Director details are as follow;

Name		Position	Type of Director
1. Mr. Parnkorn	Kirativarasedt	Chairman of the Nomination and Remuneration Committee	Independent Director
2. RAdm. Pattana	Pibultip	The Nomination and Remuneration Committee	Independent Director
3. Mr. Priyong	Teerasathian	The Nomination and Remuneration Committee	Independent Director
4. Mr. Pongthep	Vichaikul	The Nomination and Remuneration Committee	Executive Director

in the year 2023 had 5 meetings and the meeting details are as follow;

Name			Meeting Attendance / Total (Times)	Remark
1.	Adm. Surapong	Amnucksoradeja	2/2	appointment to chairman on 28 April 2023
2.	Mr. Parnkorn	Kirativarasedt	3/3	appointment 28 April 2023
3.	Mr. Pongthep	Vichaikul	5/5	appointment 22 July 2021
4.	Mr. Pongpun	Kongkumnerd	1/1	Resign on 31 March 2023
5.	Mr. Somchai	Kuvijitsuwan	1/1	Resign on 26 April 2023
6.	Asst. Prof. Surin	Assawawitoontip	2/2	Resign on 6 December 2023
7.	Ms. Chanyapat	Wiphatthanananthakul	5/5	Resign on 31 December 2023

In 2023, the Nomination and Remuneration Committee has performed its duties to the best of its ability. There were 1 meetings of the Nomination and Remuneration Committee with the following important things:

### Nomination

The Nomination and Remuneration Committee considers the selection of persons to replace the directors who retire by rotation and those who resign before the expiration of the term, considering the propose from the major and minor shareholders including the list of Directors' Pool by the qualified according to the process and in accordance with the established criteria and taking into account the knowledge and ability the experience is appropriate and consistent with the composition and structure of the directors according to the Company's business strategy as well as having a good attitude towards the organization able to devote enough time which is beneficial to the operation of the Company. In addition, diversity in the structure of the board of directors, both of genders and knowledge and abilities according to board skill matrix.

## Remuneration

The Nomination and Remuneration Committee considers and determines the remuneration of directors, including Chief Executive Officer considering the suitability of the responsibilities of Directors in accordance with the Company's performance and the performance of the directors which is comparable to companies in similar industries listed on the Stock Exchange of Thailand.

The Nomination and Remuneration Committee performs its duties to the best of its ability, considering the principles of good corporate governance to make the process of recruiting and setting compensation be transparent build confidence for shareholders and all stakeholders.



(Mr. Parnkorn Kirativarasedt)

Chairman of the Nomination and Remuneration Committee



## The Corporate Governance and Sustainability Committee Report

To **Shareholders**

The Board of Directors appoints the Corporate Governance and Sustainability Committee, for the Company to operate and comply with the principles of good governance in accordance with the Company's policy and in accordance with the principles of good corporate governance of the Securities and Exchange Commission and the Stock Exchange of Thailand the Corporate Governance Committee consists of 4 directors, details as follows:

The Corporate Governance and Sustainability Committee of NCL International Logistics Public Company Limited ("the Company") as of 31 January 2024 consists of 5 Independent Directors details are as follow;

Name		Position	Type of Director
1. RAdm. Pattana	Pibultip	Chairman of The Corporate Governance and Sustainability Committee	Independent Director
2. Mr. Parnkorn	Kirativarasedt	The Corporate Governance and Sustainability Committee	Independent Director
3. Mr. Priyong	Teerasathian	The Corporate Governance and Sustainability Committee	Independent Director
4. Mrs. Ravipa	Koekkaivan	The Corporate Governance and Sustainability Committee	Executive Director

in the year 2023 had 2 meetings and the meeting details are as follow;

Name		Meeting Attendance / Total (Times)	Remark
1. Adm. Surapong	Amnucksoradeja	1/1	appointment to chairman on 28 April 2023
2. Mr. Parnkorn	Kirativarasedt	1/1	appointment 28 April 2023
3. Mrs. Ravipa	Koekkaivan	1/1	appointment 22 February 2023
4. Mr. Pongpun	Kongkumnerd	1/1	Resign on 31 March 2023
5. Asst. Prof. Surin	Assawawitoontip	1/1	Resign on 6 December 2023
6. Ms. Chanyapat	Wiphatthanananthakul	2/2	Resign on 31 December 2023

In 2023, the Corporate Governance Committee has performed its duties and responsibilities sufficiently and effectively according to the assigned role and has been assigned by the Board of Directors. The key points can be summarized as follows:

1. Reviewing the Good Corporate Governance Policy and Business Ethics of the Company to be appropriate and in line with the principles of Good Corporate Governance of the Securities and Exchange Commission and the Stock Exchange of Thailand.
2. Follow up and control the Company operate and follow the Good Corporate Governance Policy of the Company.
3. The consider giving shareholders the right to propose matters for inclusion as a meeting agenda or to propose a person to be considered for election as a director of the Company at the 2023 Annual General Meeting of Shareholders, the granting period will be from 16 November 2023 to 13 January 2024 in order to comply with good corporate governance principles regarding rights supervision of shareholders and equitable treatment of shareholders.

4. The consider the assessment results of the AGM Checklist and the Corporate Governance Report of Thai Listed Companies (CGR) project organized by the Thai Institute of Directors (IOD) for the year 2023, which the Company's assessment results are at an excellent level.
5. Reviewing the charter The Board of Director and the Committees.



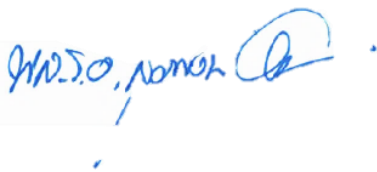
(RAdm. Pattana Piboltip)

Chairman of The Corporate Governance  
and Sustainability Committee

## Statement of Responsibilities of the Board of Directors on Financial

The Board of Directors recognizes the importance of the Corporate Governance Management Policy and the preparing process of the financial statement and financial information as reported in the annual report to ensure that the statements are prepared in accordance with the Thai generally accepted accounting standards, using appropriate and consistent accounting policy and sufficient information is disclosed in the notes to financial statements. This also assures the efficiency and effectiveness of internal controls such as safeguarding of assets connected or potential conflict of interest transactions and the compliance to applicable laws and regulations, which the Audit Committee's opinion is stated in the Audit Committee's Report. The Audit Committee's report on these matters is also published in the Company's 2023 Annual Report and Annual Registration Statement (Form 56-1 One Report).

It is the opinion of the Board of Directors that the Company and its subsidiaries' overall internal controls are adequate for its business and operations and that the financial statements for the year ended 31 December 2023 are fairly presented with adequate disclosure in accordance with generally accepted accounting principles.



(Adm. Surapong Amnucksoradeja)

Chairman



(Mr. Pongthep Vichaikul)

Chairman of the Management Committee

# INTERNAL CONTROL AND RELATED PARTY TRANSACTIONS

## Internal Control

The Company recognizes the importance of an internal control system in both of executive and operation levels for effective and efficient operation of all departments. The Company has specified the scopes of duty and authority for its executives and employees clearly in writing. It also conducts the control of assets usage for the greatest benefit and divided duties among the operator, the follower and to control and separately assess to make balance and suitably audit each other. In addition, the company provided internal control about financial aspects as the company provided financial report system to propose to the responsible management.

The Company has hired a consultant, Ms. Wanna Maluengnon (Managing Director of Acc-Plus Consultant Co., Ltd.) is the operator to improve an internal control system and after the system has been completely improved, the Company shall hire an independent external audit to verify the internal control system to report directly to the Audit Committee. The Company has set up a compliance unit to coordinate with the consulting firm as mentioned above.

## The Board of Director's Opinions about the Company's Internal Control System

The Board realizes the importance of internal control by assigning the Audit Committee composed of independent committee comprised of three Audit Committee to examine and assess the internal control system to appoint the ACC-Plus Consultant Co., Ltd. to internally audit the company and directly report to the Audit Committee. This company has a duty to inspect working system of each department of the company according to the yearly examination approved by the Audit Committee. The objective is to ensure efficient performance, good resource usage, correct financial operation, following on regulation and rules, evaluation of efficiency of control

system so that the business can be operated and reaches maximum benefits for all stakeholders. The Audit Committee also has a duty in considering and choosing auditors and auditor compensation, and in considering the publicizing the company information for correctness in the case of related issues and benefit conflicts.

At the NCL International Logistics Public Company Limited's Board of Directors' meeting, No. 1/2023 on 22 February 2023, The Board of Directors, the Audit Committee and Executive have been attended to the meeting for assessing the adequacy of the Company's internal control system based on the Securities and Exchange

Commission's Adequacy Assessment Form for the Internal Control System. Inquiries were conducted with the management concerning five components: 1) Organization and the control environment, 2) Risk assessment and management, 3) Control of the management's operation, 4) Information and communication system, and 5) Monitoring and evaluation system.

### Organization and control environment

Based on information from management with the assessment of the adequacy of the internal control system form, the Board of Directors is of the opinion that the Company has adequate internal management and internal control system, which there are no significant internal control deficiencies. The management encourages employees in the organization to be aware of the importance of internal control and to provide adequate personnel to ensure that the Company's internal control system is adequate and appropriate. In addition, the Company can adjust to suit the changing situation in an efficient manner so that the company's operations meet the objectives set in accordance with relevant laws and regulations and in accordance with the good corporate governance principles. The Company has clearly defined its duties and responsibilities, and has set the rules, regulations, policies, levels of authority, and the level of approval of the appropriate items in writing.

### Risk Management and Assessment

The company realizes and sees the importance of good organizational management in driving the organization to foster and expand the business stably with secured financial position and generating good returns to shareholders appropriately. The Board of Directors has appointed the Risk Management Committee comprising of the Auditing Committee which is an independent body and Executive Officer to consider organization's risk factors both internal and external issues in order to find how the Company can prevent possible risk or its impact effectively. Moreover the

Company has paid attention to corruption prevention. The Company launched a policy toward compliance with anti-corruption laws. It defined anti-corruption guidelines in the Company's Business Code under the headings "Policy on Receiving and Giving Gifts and Recompenses" and "Policy on Prevention of Corruption and Bribery" (See details in Section 12.4: Guidelines for Prevention of Involvement in Corruption), which was announced to employees on July 20, 2013. Thus, the Company has declared its intention in joining the Collective Action Coalition since October 3, 2017 organized by private sectors in anti-corruption.

### Management Control Activities

The Company monitors its performance monthly through the Board of Directors' meetings, compared to the same period last year and other companies in the same industry. The Board of Directors has assigned the internal audit unit to directly report the audit results to the Audit Committee. in order to analyze the causes of the differences and adjust their strategies, to achieve the goals, and to have an effective internal control system of the Company. If there is a significant defect, the Audit Committee shall report to the Board of Directors and continually report of such corrections. In addition, the Company has set policies to consider and approve the company's transactions that take into account the company's maximum benefit. The Company also applied the process of monitoring the operation of a subsidiary or associated company, which has set guidelines for the appointment of a person to be a director or executive of the subsidiary or associated company.

### Information and Communication

The company has a systematic collection of important information with effective internal controls, ensuring that the information is reliable to support internal control. Based on information gathered from internal and

external, and information systems to process and store information to support internal control can proceed as scheduled. It also communicates the information needed to support internal control, which can be provided to the relevant parties within the organization, and to communicate other relevant information to third parties.

The company has a process of communicating information within the organization about its objectives, policies, and practices. It also provides channels for employees to report information about offenses and fraud to the Company safely.

For external communication, the Company provides investor relations and contact information to investors, relevant persons, and disseminates important news through its website (www.nclthailand.com) and channels of the Stock Exchange of Thailand. It also provides a way for third parties to provide information about offenses and fraud safely to the Board of Directors at management@nclthailand.com in accordance with the policy and practice guidelines for reporting offenses and measures for the protection of whistleblowing.

### Monitoring and Evaluation

The Company has an internal audit function that is an independent unit to monitor and evaluate internal control by commissioning the inspection of Internal control system from external agencies (outsourcing), which reports directly to the Audit Committee to review the performance of the activities to achieve the objectives and goals of the Company as a whole. As a result, the Company is able to control the transactions with persons who may have conflicts or connected persons, including the major shareholders, directors, executives or persons related to such persons, sufficiently and appropriately, and to protect company property from the person who may have conflicts of interest that led to the wrongful or without power. For

internal control on other topics, the Board of Directors considers that the Company has sufficient internal controls as well.

### The Audit Committee' Opinions about the Company's Internal Control System that are different from the Board and the auditor

- None-

### Regulating Unit of the Company's Internal Control System

The Company has a policy to hire outsourced internal audits. At the NCL International Logistics PCL's Board of Directors' meeting, no. 1/2023, on 22 February 2023, it was resolved to appoint ACC-Plus Consultant Co., Ltd. to serve as the Company's internal auditor. ACC-Plus Consultant Co., Ltd. Designated Ms. Wanna Malueangnon, Managing Director, to serve as the key internal auditor for the Company. After studying the qualifications of ACC-Plus Consultant Co., Ltd., the Board regarded that this company has adequate expertise and experience in performing the said duty since it has 20 years of experience in internal auditing and the key internal auditor attended the Workshop "COSO 2013," batch 3/2013, which is the latest framework for internal control. Furthermore, as a result of the fact that ACC-Plus Consultant Co., Ltd is unrelated to the Company, it is allowed to audit the Company and provide the Company with advice freely. The Company has set up an internal compliant unit to coordinate with the company's auditors.

The appointment, withdrawal or reshuffling of the Company's internal auditor must be screened and approved by the Board of Directors. The Board of Directors will propose the internal auditor that has been approved by the Audit Committee at the Board of Directors' meetings for approval of employment and the negotiation on related costs.

## Related Party Transactions

### Summary of the Group's relationships with related persons / companies

Persons who may have conflicts	Relationship
1 Mr. Kitti Phuathavornskul	- Director and shareholder of the Company holding 14.15% of the registered and paid-up capital of 116.54 million baht.
2 Ms. Pinrak Prasitsirikul	- She is the wife of Mr.Kitti Phuathavornskul and shareholder of the Company
3 Ms. Waraporn Kittiyannurak	- She is the mother of Ms. Pinrak Prasitsirikul, the wife of Mr. Kitti Phuathavornskul
4 Grace & Glamour (Thailand) Company Limited ("G & M")	- G&M is the company which Ms. Pinrak Prasitsirikul, the wife of Mr. Kitti Phuathavornskul, is a director and shareholder of the company holding 99.99% of the registered and paid-up capital of 5 million baht. - G & M manufactures and sells handicrafts.
5 Seven Day Dialysis Company Limited	- A company that Khun Wisit Prasitsirikul is a director and Kidney Time Company Limited holds a 74% shareholding of registered capital of 5 million baht - Kidney Time Company Limited is a company that Khun Wisit Prasitsirikul is a director and holds 52% of the registered capital of 40 million baht. - Khun Wisit Prasitsirikul is Khun Pinrak Prasit Sirikun's brother who is the wife of Khun Kitti Phuathavornskul and a shareholder in the company 1.69% of registered and paid-up capital of 113.54 million baht - Seven Day Dialysis Company Limited operates a business service in treating hemodialysis patients who have kidney failure.
6 Waree Medical Company Limited	- A company that Khun Yingrak Phuathavornskul is a director and holds 99.94% of the registered capital of 5 million baht. - Khun Yingrak Phuathavornskul is the daughter of Mr. Kitti Phuathavornskul and is a shareholder of the Company for 6.88% of the registered and paid-up capital of 113.54 million baht - Waree Medical Company Limited engages in the business of selling, installing, repairing and maintaining medical equipment. Medical equipment Including spare parts and accessories of such products
7 Zim Intergrated Shipping Service Ltd.	- Being a shareholder in Zim (Thailand) Company Limited holding 49% of the registered share capital of 10,000,000 baht *

Remark: Information as at 31 December 2022

\* Investment in Zim (Thailand) Company Limited was disposed on 20 September 2022.



## Summary of connected transactions in 2021 2022 and 2023

Related person	Relationship	Type of transactions	Value of connected transactions (million baht)			Necessity and reasonableness of the transaction
			2021	2022	2023	
Ms. Waraporn Kit- tayanurak	She is the mother of Ms. Pinruck Prasitsirikul, the wife of Mr. Kittu Phuathavornskul.	Rental of the Document Warehouse	0.095	0.095	0.095	<p><u>Necessity and reasonableness</u></p> <p>The Company's business involves large quantity of documents, which must be kept for at least five years. Therefore, a place to keep such documents is needed, the Company signed a contract to rent a 3-floor commercial building located at 59/61, Soi Charoennakhon 24, with a total utility space of 408 square meters, to serve as its document warehouse. The Company has entered into a lease agreement for the building since 2008 with the current agreement, starting from 1 August 2023 to 31 July 2024 with a rental fee of 90,000 baht per year, which is 18.38 baht per square meter per month (exclusive of withholding tax). In comparison, the rentals of other commercial buildings of similar features in the vicinity range from 190,000 - 360,000 baht per year, which is 25.00 - 69.44 baht per square meter per month. In addition, by renting this building, the Company is able to make use of it as the temporary office in the case of emergency</p>
Ms. Pinrak Prasitsirikul	She is the wife of Mr. Kittu Phuathavornskul	Rental income	1.20	1.20	0.50	<p><u>Reason and Necessity</u></p> <p>The rental fee is generated by Grace Water Med Co., Ltd., a subsidiary company which need the land to set up factories to produce dialysis solution. The Company has entered into a land lease agreement approximately 1 rai 3 ngan 60 square wah, located at 13/7 Moo 8, Bang Muang-Bang Khu Lat Road, Bang Muang District, Bang Yai District, Nonthaburi 11140. The contract starts from 1 April 2017 and present the contract started at 1 January to 31 December 2023. The rental rate is 1,200,000 baht per year or equal to 131.58 baht per square wah per month, respectively (excluding withholding tax) which when compared to developed land in the same area nearby, found that the rental rate is</p>

Related person	Relationship	Type of transactions	Value of connected transactions (million baht)			Necessity and reasonableness of the transaction
			2021	2022	2023	
						around 1,094,400-1,276,800 baht per year or 120.00-140.00 baht per square wah per month. In 2021 and 2022, the rental fee was 1.20 million baht per year and in 2023, the rental fee was 0.50 million baht which is appropriate fee as marketed. *
Grace & Glamour (Thailand) Co., Ltd. (G&M)	-It is a company that Ms. Pinruck Prasitsirikul the wife of Mr. Kittiphuathavornskul is a director and shareholder, collectively holding a stake of 99.99% of its 5 million baht of registered capital.	Rental income	0.60	0.60	0.25	<p><u>Necessity and reasonableness</u></p> <p>The rental fee is generated by Grace Water Med Co., Ltd., a subsidiary company which want to use office buildings and factory buildings to produce the dialysis solution. The Company has entered into a building lease agreement. It's located at 13/7, Moo 8, Bang Muang Road - Bang Khu Lat, Bang Muang Subdistrict, Bang Yai District, Nonthaburi Province 11140 with a total living area of approximately 1,478 square meter, the contract started from 1 Jan 2021 to 31 Dec 2023, with the rental rate is 600,000 baht per year or equal to 33.83 baht per square meter per month respectively (excluding withholding tax) which compared to similar buildings in the nearby area, found that the rental rate is in the range of approximately 800,000-1,000,000 baht per year or 50.00-60.00 baht per square meter per month. In 2021 and 2022, the rental fee was 0.60 million baht and in 2023, the rental fee was 0.25 million baht which the fee was cheaper than other place nearby. The management deemed it is appropriate for such fee and also consider for high benefit for the Company.</p>
Seven Day Dialysis Co., Ltd.	Is a company that Khun Wisit Prasitsirikun is a director and Kidney Time Company Limited holds a 74% shareholding of registered capital for 5 million baht. Kidney Time Company Limited is a company that	Sales Accounts receivable	25.32 2.69	25.72 5.03	11.22 5.11	<p>Sale income is the income that Grace Water Med Co., Ltd., Subsidiary Company Limited collects from Seven Day Dialysis Co., Ltd. in the sale of dialysis and various medical equipment related to dialysis which is normal business with the selling price determined at the price comparable to the outsiders.</p> <p>In the year 2021, 2022 and 2023, the Company had sales revenue equal at 25.32, 25.72 และ 11.22 million baht respectively and trade accounts receivable were 2.69, 5.03 และ 5.11 million baht respectively*</p>

Related person	Relationship	Type of transactions	Value of connected transactions (million baht)			Necessity and reasonableness of the transaction
			2021	2022	2023	
	Khun Wisit Prasitsirikun is a director and holds 52% of the registered capital of 40 million baht. Khun Wisit Prasitsirikun is Khun Pinrak Prasitsirikun's brother which is the wife of Khun Kitti Phuathavornsakul and a shareholder in the Company for 1.41% of registered and paid-up capital of 116.54 million baht.					
Waree medical Co., Ltd.	It's a company that Khun Yingrak Phuathavornskul is a director and holds 99.94% of the registered capital of 5 million baht. Khun Yingrak Phuathavornskul is the daughter of Mr. Kitti Phuathavornskul and is a shareholder of the Company. 0.05% of the registered and paid-up capital of 132.06 million baht	Rental income	0.09	-	-	Rental income is the income generated from the pickup truck rental. The rental price is set between each other at a price comparable to that of third parties.
		Sales	0.04	0.12	0.07	
		Sales of assets	0.36	-	-	Sales came from Grace Water Med Company Limited sold dialysis in the market.
		Cost of services	0.36	0.44	-	Asset sales are derived from selling office equipment at market prices.
		Purchase of assets	-	2.58	0.53	Service cost derived by subsidiary Grace Water Maid Co., Ltd. uses electrical installation, water system and maintenance services at a price comparable to third parties.
						Purchases of assets was purchase of RO water manufacturing equipment at a price comparable to third parties*

Related person	Relationship	Type of transactions	Value of connected transactions (million baht)			Necessity and reasonableness of the transaction
			2021	2022	2023	
Zim Intergrated Shipping Service Ltd.	It's a joint shareholder in Zim (Thailand) Co., Ltd., holding 49% of the registered capital of 10,000,000 baht**	Consulting income	10.03	6.43	-	<p>The service income is the revenue collected from Zim integrated Shipping Service Ltd. for international transportation services which is a normal business operation with pricing between services at cost price plus margin.</p> <p>The advisory service income which occurred on August 10, 2018, the Board of Directors of the Company resolved to allow the management to negotiate, change and amend certain conditions in the agreement between the shareholders and Zim integrated Shipping Service Ltd in respect of the interests of the Company which must not be less than the original benefit specified in the original contract,</p> <p>However, the Company must take into account the highest benefits of the shareholders. On November 15, 2018, the negotiations ended, the Company has made a consultancy agreement with Zim integrated Shipping Service Ltd. to provide advisory services for transportation operations in the country where the service fee is as specified in the contract.</p> <p>Service cost is the cost incurred from the use of international transportation services at a price comparable to the outsiders.</p>
		Cost of service	15.47	40.53	-	
		Advance	-	-	-	
		Other receivable	10.25	-	-	
		Accounts payable	3.39	-	-	

Remark : Information as at 31 December 2023

\* Investment in Grace Water Med Company Limited was disposed on 23 May 2023.

Information as at 31 December 2022

\*\* Investment in Zim (Thailand) Company Limited was disposed on 20 September 2022.

## Summary of guaranteed obligation between the Company and individuals that may have conflicts.

As at 31 December 2023, the Company was granted credit facilities from 3 commercial banks, totaling 598.41 million baht as detailed below.

- Overdrafts 40 million baht
- Promissory notes 320 million baht
- Credit limit for guarantee / acceptance / aval of bills 30 million baht
- Foreign exchange rate 7 million baht
- Long-term loans 201.41 million baht

The credit facilities have been secured by the claims for the Company's bank accounts, trailer, the mortgage of the Company's land and buildings.

## Necessity and Reasonableness of Connected Transactions

The Company's connected transactions from 2019 to 2023 are divided into 2 categories, as follows:

1. Normal business transactions and transactions supporting normal business Zim Intergraded Shipping Service Ltd., and Grace Water Med Co., Ltd. and revenue from sales with Seven Day Dialysis Co., Ltd. such transactions are considered as necessary and reasonable, and do not let the company lose any benefits. The Company has a pricing policy that can be compared with that of an unrelated party by setting the selling price at the cost plus margin and selling goods between the parties at a cost price plus a margin and with normal trading conditions as for the consulting fee income, it is a reasonable price specified in the contract.
2. Rental of property included the lease of land with buildings from close relatives of Mr.Kitti Phuathavornskul, a director, and major shareholders. Land lease office buildings and factory buildings from the wife of Khun Kitti Phuathavornsakul and from the Company that the wife is a director and shareholder. Such transactions are considered as necessary and reasonable and do not let the company lose any benefits.

## Measures or Procedures of Approval for Connected Transactions

The Company formulated measures and procedures for approval of connected transactions, which were approved at the Board of Directors' Meeting, No. 7/2013 on April 3, 2013. It is prescribed that If there is a necessity for the Company to enter into a connected transaction with a person who may have a conflict of interest or any interest. The Company must have the Audit Committee giving opinions about the necessity and appropriateness of the transactions. In the event that the Audit Committee has no expertise in the consideration of any potential connected transactions, it must have an independent expert or account auditor of the Company provide opinions of such transactions to assist in the decision-making of the Board of Directors, and/or the Audit Committee, and/or shareholders, as the case may be. Those who may have a conflict of interest or any interest of such transactions will have no right vote to approve the connected transactions. The Company's policy towards connected transactions is classified as follows:

- Normal business transactions and transactions supporting normal business, such as the purchase and sale of goods and raw materials etc. Such transactions must be subject to fair and reasonable trading conditions and shall not result in transferring of interests, which is comparable to the transactions between the Company and the public, or transactions between persons who may have conflict of interest with the public, or transactions in the same way as other operators in the business. The Company has a policy for the Audit Committee to consider and give opinion on the reasons and necessity for such transaction on a quarterly basis. The Company will also comply with laws concerning securities and the stock exchange; regulations, announcements, orders or requirements from the Stock Exchange of Thailand; and requirements on connected transaction disclosures.
- Other transaction than normal business transactions and normal business support transactions, such as property rental transactions or property transactions, or financial assistance etc. The Company has a policy to have the Audit Committee consider, and provide opinions about, the necessity and reasonableness of such transactions. The Company shall comply with the law governing securities and exchange, the rules, notifications, orders or requirements of the Stock Exchange of Thailand, including compliance with the disclosure requirements of connected transactions and acquisition or disposition of assets. The company has no policy to provide loans to people who may have conflict to conduct business or to operate on behalf of the company.

The Audit Committee has considered the necessity and appropriateness of entering into related transactions, most of which are normal business transactions and normal business support transactions. Which is in accordance with trade conditions and fair prices. This is comparable to the transactions between the company and the general public. And for the best interest of the company.

The Board of Directors shall comply with the laws governing securities and stock exchange and the regulations, notifications, orders or requirements of the Stock Exchange of Thailand. This includes compliance with the terms and conditions of connected transactions and acquisition or disposition of important assets of the Company. so that the decision to enter into such a transaction will not cause any conflict of interest and benefit to all shareholders. The Company will disclose such transactions in the annual registration statement (Form 56-1 One report) and the Annual Report of the Company and the notes to the financial statements audited by the auditor of the Company.

### Trends of Connected Transactions

Transactions that will continue to be carried out in the future include the provision of transportation services, and customs clearance, revenue from the sale of blood purification and medical equipment related to hemodialysis which are normal business transactions, rental transactions, document storage, land rented, office buildings and factory buildings owing to the need to operate the business. For connected transactions that will occur in the future, the company will adhere to the policy of connected transactions as described above.



# Part 3

## Financial Report



# FINANCIAL STATEMENT

NCL International Logistics Public Company Limited and its subsidiaries

Report and consolidated financial statements

31 December 2023

## Independent Auditor's Report

To the Shareholders of NCL International Logistics Public Company Limited

### Opinion

I have audited the accompanying consolidated financial statements of NCL International Logistics Public Company Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2023, and the related consolidated statements of 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 NCL International Logistics 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 NCL International Logistics Public Company Limited and its subsidiaries and of NCL International Logistics 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.

## Emphasis of matters

### 1. Payment for investment in a subsidiary (Acquisition value of Baht 64 million)

I draw attention to Note 14 to the consolidated financial statements regarding the investment in a subsidiary. On 10 May 2023, the Board of Directors' Meeting No. 4/2023 approved the Company's investment in Meta Freight and Logistics Company Limited, which is a registered company in Thailand providing international transportation services. On 6 June 2023, the Company entered into share purchase agreements with two companies. The Company received the transfer of shares, and made a payment of Baht 64 million. During the year 2023, the Company's management already arranged for the fair value measurement of the identifiable assets acquired and liabilities assumed at the acquisition date. This process within evaluation period of 12 months from the acquisition date, as stipulated in the Thai Financial Reporting Standard No. 3 Business Combinations.

However, the subsidiary incurred a net loss of Baht 2.46 million for the year ended 31 December 2023, and had retained earnings of Baht 0.24 million as at 31 December 2023. The operating results of the subsidiary have deviated from the projections. Therefore, the value of the acquired subsidiary depends on the future performance of the subsidiary, whether it is able to generate profits and operating cash flows in line with the projection made at the acquisition date. Given these circumstances, the Company's management has arranged for the fair value measurement of the investment in the subsidiary as at 31 December 2023. An independent appraiser has estimated the fair value of the investment in the subsidiary by Baht 65 million, using the discounted cash flow method from the business, under the fair value appraisal report dated 15 February 2024. In determining the discounted cashflows from the investment, the independent appraiser used a discount rate based on the Weighted Average Cost of Capital. Since the discount rate is a significant assumption that requires the exercise of judgement by the independent appraiser and the management to establish an expected long-term rate of return of the investment, and given the current volatility of economic and market conditions, market rates of return and borrowing interest rate that may affect the determination of a discount rate, and may impact to the value of this investment. The management has disclosed a sensitivity analysis of the fair value of the investment in a subsidiary as at 31 December 2023 based on changes in the discount rate in this note to the consolidated financial statements.

In addition, I made observations regarding the purchase of this investment, and I informed the Company's Audit Committee in my letter dated 25 January 2024. In this regard, the Company's Audit Committee reported such observations including the initial clarification to the relevant regulatory agencies in a letter dated 16 February 2024. However, I could not conclude whether there will be any further investigation of the investment in such subsidiary, and related accounts or similar matters in other matters of not, after the relevant regulatory authorities have received a letter of clarification from the Company's Audit Committee.

## 2. Investment in an associate

I draw attention to Note 13 to the consolidated financial statements regarding the fair value of investment in an associate. As at 31 December 2023, the Company has an investment in an associate reflecting a carrying amount under the equity method of Baht 233 million and carrying amount under cost method of Baht 230 million in the consolidated and separate statements of financial position, respectively. The Company's management has engaged an independent appraiser to measure the fair value of the investment in such associate, the fair value measurement was presented by Baht 230 million, using the discounted cash flow method from the business, under fair value appraisal report dated 19 February 2024. The management considered to record the provision for impairment loss on investment in associate by Baht 20 million. The independent appraiser has determined the discounted rate based on the weighted average cost of capital to use in discounted cash flows. Since the discount rate is a significant assumption that requires the exercise of judgement by the independent appraiser and the management to establish an expected long-term rate of return of the investment, and given the current volatility of economic and market conditions, market rates of return and borrowing interest rates that may affect the determination of a discount rate, and may impact to the value of this investment. The management has disclosed a sensitivity analysis of the fair value of the investment in an associate as at 31 December 2023 based on changes in the discount rate in this note to the consolidated financial statements.

## 3. Advance payment for land survey fees (outstanding balance of Baht 59 million) and short-term loan provided to the subsidiary company's trading partner (outstanding balance of Baht 27 million)

I draw attention to Note 6, and Note 10 to the consolidated financial statements regarding the advance payment for land survey fees of a project related to government sector, and Note 11 to the consolidated financial statements regarding a short-term loan provided to a trading partner.

(a) In 2022, the Company had a plan to implement a project related to government sector and entered into a contract with a company to survey the project area. An advance payment of Baht 59 million was made to such company for the survey fees. During the year 2023, the Company's management negotiated with the such company to scale down the survey area of the project from changing of situation. As a result, the Company did not have any additional payment obligations for the delivery of work, and the work value equivalent to the payment amount already made. In addition, the Company's management has changed the project plan by assigning a subsidiary to carry on this project on its behalf. In this respect, the Company will collect the advance payment for the project survey fee from such subsidiary. Therefore, the subsidiary recognised this advance payment for area survey fee against with cost of service in the consolidated income statement for the year 2023.

(b) The Group provided a short-term loans to a trading partner at a interest rate of 6 percent per annum. This loan is unsecured and is due for repayment on 2 March 2024. The trading partner is a contracting party of the subsidiary and is involved in the operation of the project as described in clause (a). As at 31 December 2023, the Group had the outstanding balances of such short-term loans by Baht 27 million. In January 2024, the Group additional received payment from a trading partner by Baht 13.9 million.

The undertaking and transactions of the Project as described in clause (a) and clause (b) involved group parties and complexing conditions of agreements. Furthermore, there have been changes made to the project operation plan, as disclosed in Note 10 to consolidated financial statements. As at 31 December 2023, the outstanding balance of advance payment for the survey fee amounted to Baht 59 million in the separate statement of financial position, which will be received from a subsidiary, and the outstanding balance of the short-term loans to a trading partner of the Group amounting to Baht 27 million in the consolidated statement of financial position, will be dependent upon the following the future performance of the project by the Group. In addition, it relies on the compliance with the terms of the contracts involving group parties, including the Group's ability to request repayment in accordance with the contract terms.

My opinion is not modified in respect of the above matters.

### Key Audit Matters

Key audit matters are those matters that, in my professional judgement, were of most significance in my audit of the financial statements of the current period. These matters were addressed in the context of my audit of the financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.

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

Key audit matters and how audit procedures respond for each matter are described below.

### Revenue recognition

The Group has entered into agreements with a large number of customers and there are a variety of conditions in these agreements. As a result, the Group's recognition of revenue from service is complex. In addition, the volatility of economic and market conditions may affect the competition in the import and export service providers. I have therefore determined as a key audit matter by focusing on the occurrence and timing of revenue recognition.

I have examined the revenue recognition of the Group by

- Assessing and testing the Group's internal controls with respect to the revenue cycle by making enquiry of responsible executives, gaining an understanding of the controls and selecting representative samples to test the operation of the designed controls.
- Applying a sampling method to select service income transactions during the year to assess whether revenue recognition was consistent with the conditions, and in compliance with the Group's policy.
- On a sampling basis, examining supporting documents for actual sales transactions occurring and near the end of the accounting period.
- Reviewing credit notes issued after the period-end.
- Performing analytical procedures on disaggregated data in revenues transactions throughout the period.

## Investments in associate and subsidiaries

As described in Note 13 and Note 14 to the consolidated financial statements, the Company had significant investments in associate and subsidiaries which the Company's management will test for impairment in investments in associate and subsidiaries whenever events in circumstances indicate for impairment. I have focused on impairment assessment of such investments. In determining the impairment loss, the management had to exercise significant judgement with respect to its projections of future operating performance by using financial model to calculate for recoverable amount and identifying the cash generating units, and estimating the cashflows that are expected to be generated from that asset group, including setting an appropriate discount rate and long-term growth rate.

I assessed the identification of cash generating units and the financial models, including gaining an understanding and testing significant assumptions that the management used for preparation of estimating cashflows that are expected to be generated from such assets and discount rate, by inquiring the responsible person to understand the process of getting such figures and comparing past cashflow projections to actual operating results in order to evaluate the exercise of management judgement in estimating the cash flow projections, including setting discount rate by assessing weighted average cost of capital and other information in comparable industries.

## Other Information

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

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

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

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

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

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

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

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

## Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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

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

From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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

Orawan Techawatanasirikul

Certified Public Accountant (Thailand) No. 4807

EY Office Limited

Bangkok: 27 February 2024



**NCL International Logistics Public Company Limited and its subsidiaries**

**Statement of financial position**

**As at 31 December 2023**

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2023	2022	2023	2022
<b>Assets</b>					
<b>Current assets</b>					
Cash and cash equivalents	7	40,527,851	249,214,146	17,407,128	174,639,073
Trade and other receivables - related parties	6, 8	1,506,518	5,261,766	76,523,412	10,832,180
Trade and other receivables - other parties	9	131,936,017	247,119,385	61,968,079	111,272,216
Short-term loans to subsidiaries	6	-	-	35,000,000	20,288,380
Short-term loan to other party	11	27,000,000	-	-	-
Account receivable from disposal of investment	9	-	19,056,760	-	19,056,760
Inventories		-	6,069,825	-	-
Other current assets	10	6,387,074	75,982,347	5,144,103	71,278,341
<b>Total current assets</b>		<b>207,357,460</b>	<b>602,704,229</b>	<b>196,042,722</b>	<b>407,366,950</b>
<b>Non-current assets</b>					
Restricted bank deposits	12	121,883,858	111,625,790	111,886,702	101,619,879
Investment in associate	13	233,559,186	250,959,737	230,189,432	250,189,432
Investments in subsidiaries	14	-	-	168,518,789	126,619,364
Investment properties	15	10,975,076	69,232,969	10,975,076	69,232,969
Property, plant and equipment	16	179,591,953	177,416,701	177,337,166	148,741,491
Right-of-use assets	17	81,699,957	84,848,841	55,108,093	48,503,110
Intangible assets	18	21,399,119	25,790,658	5,368,966	2,920,732
Goodwill	14	55,227,898	2,252,566	-	-
Withholding tax deducted at source		9,180,042	3,113,578	8,009,678	3,113,578
Deferred tax assets	24	42,358,420	7,234,124	41,775,712	5,960,926
Other non-current assets	19	2,576,795	22,035,385	2,291,243	21,617,114
<b>Total non-current assets</b>		<b>758,452,304</b>	<b>754,510,349</b>	<b>811,460,857</b>	<b>778,518,595</b>
<b>Total assets</b>		<b>965,809,764</b>	<b>1,357,214,578</b>	<b>1,007,503,579</b>	<b>1,185,885,545</b>

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

**NCL International Logistics Public Company Limited and its subsidiaries**

**Statement of financial position (continued)**

**As at 31 December 2023**

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2023	2022	2023	2022
<b>Liabilities and shareholders' equity</b>					
<b>Current liabilities</b>					
Bank overdrafts and short-term loans from banks	20	275,279,037	294,859,003	260,973,698	266,172,211
Trade and other payables - related parties	6	458,572	152,389	1,145,320	3,287,738
Trade and other payables - other parties	21	97,712,194	137,222,678	40,001,418	56,841,000
Current portion of long-term loans from banks	22	38,467,573	28,317,764	38,467,573	28,317,764
Current portion of lease liabilities	17	24,906,463	23,903,533	12,135,722	11,351,382
Other current liabilities		14,801,509	9,445,435	11,224,679	5,179,081
<b>Total current liabilities</b>		<b>451,625,348</b>	<b>493,900,802</b>	<b>363,948,410</b>	<b>371,149,176</b>
<b>Non-current liabilities</b>					
Long-term loans from banks - net of current portion	22	67,406,161	107,209,491	67,406,161	107,209,491
Long-term loans from related persons	6	-	10,000,000	-	-
Lease liabilities - net of current portion	17	41,173,565	53,438,609	26,528,148	29,184,401
Deferred tax liabilities	24	341,849	374,050	-	-
Provision for liabilities from lawsuits	34.4.1	54,797,432	-	54,797,432	-
Provision for long-term employee benefits	23	10,562,763	14,893,790	10,087,892	14,357,250
Other non-current liabilities		6,145,165	898,208	6,145,165	898,208
<b>Total non-current liabilities</b>		<b>180,426,935</b>	<b>186,814,148</b>	<b>164,964,798</b>	<b>151,649,350</b>
<b>Total liabilities</b>		<b>632,052,283</b>	<b>680,714,950</b>	<b>528,913,208</b>	<b>522,798,526</b>

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

**NCL International Logistics Public Company Limited and its subsidiaries**

**Statement of financial position (continued)**

**As at 31 December 2023**

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2023	2022	2023	2022
<b>Shareholders' equity</b>					
Share capital	26				
Registered					
528,233,993 ordinary shares of Baht 0.25 each					
(2022: 538,670,924 ordinary shares					
of Baht 0.25 each)		132,058,498	134,667,731	132,058,498	134,667,731
Issued and paid-up					
528,233,993 ordinary shares of Baht 0.25 each		132,058,498	132,058,498	132,058,498	132,058,498
Share premium		436,859,994	436,859,994	436,859,994	436,859,994
Retained earnings (deficits)					
Appropriated - statutory reserve	27	13,205,850	13,205,850	13,205,850	13,205,850
Unappropriated		(255,848,414)	66,541,909	(103,533,971)	80,962,677
Other components of shareholders' equity		6,108,416	5,602,763	-	-
Equity attributable to owners of the Company		332,384,344	654,269,014	478,590,371	663,087,019
Non-controlling interests of the subsidiaries		1,373,137	22,230,614	-	-
<b>Total shareholders' equity</b>		<b>333,757,481</b>	<b>676,499,628</b>	<b>478,590,371</b>	<b>663,087,019</b>
<b>Total liabilities and shareholders' equity</b>		<b>965,809,764</b>	<b>1,357,214,578</b>	<b>1,007,503,579</b>	<b>1,185,885,545</b>
		-	-	-	-

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

(Mr. Pongthep Vichaikul)

Director

(Mr. Wit Sangwitayanon)

Director

NCL International Logistics Public Company Limited and its subsidiaries

Statement of comprehensive income

For the year ended 31 December 2023

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2023	2022	2023	2022
<b>Profit or loss:</b>					
<b>Revenues</b>					
Service income		642,951,191	1,799,138,339	437,280,668	1,106,072,839
Sales		45,028,419	104,454,437	-	-
Gain on disposal of investment in a subsidiary	14	19,847,307	-	21,112,000	-
Other income		14,670,520	35,329,052	16,920,131	33,579,820
<b>Total revenues</b>		<b>722,497,437</b>	<b>1,938,921,828</b>	<b>475,312,799</b>	<b>1,139,652,659</b>
<b>Expenses</b>					
Cost of services		574,548,419	1,559,565,830	315,362,954	899,718,212
Cost of sales		35,927,583	80,229,061	-	-
Selling and distribution expenses		28,183,414	43,816,072	22,647,860	31,894,459
Administrative expenses		288,679,078	234,715,010	203,994,293	157,981,211
Expected credit losses	9	37,381,725	13,160,809	37,939,675	9,470,957
Loss on impairment of investment in associate	13	20,000,000	-	20,000,000	-
Loss on impairment of assets (reversal)	16, 19	39,527,303	(2,112,818)	39,527,303	(2,112,818)
Provision for litigation cases	34.4.1	54,797,432	-	54,797,432	-
<b>Total expenses</b>		<b>1,079,044,954</b>	<b>1,929,373,964</b>	<b>694,269,517</b>	<b>1,096,952,021</b>
<b>Profit (loss) from operating activities</b>		<b>(356,547,517)</b>	<b>9,547,864</b>	<b>(218,956,718)</b>	<b>42,700,638</b>
Share of profit from investment in associate	13	4,849,449	3,807,973	-	-
Finance income	28	6,650,471	1,480,777	7,433,456	2,246,734
Finance cost	29	(20,530,487)	(13,495,266)	(16,500,942)	(11,108,333)
<b>Profit (loss) before income tax expense</b>		<b>(365,578,084)</b>	<b>1,341,348</b>	<b>(228,024,204)</b>	<b>33,839,039</b>
Income tax revenue (expense)	24	37,355,060	(7,246,387)	37,357,340	(6,297,224)
<b>Profit (loss) for the year</b>		<b>(328,223,024)</b>	<b>(5,905,039)</b>	<b>(190,666,864)</b>	<b>27,541,815</b>

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

NCL International Logistics Public Company Limited and its subsidiaries

Statement of comprehensive income (continued)

For the year ended 31 December 2023

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2023	2022	2023	2022
<b>Other comprehensive income:</b>					
Other comprehensive income to be reclassified to profit or loss in subsequent periods					
Exchange differences on translation of financial statements in foreign currencies		505,653	2,686,292	-	-
Other comprehensive income not to be reclassified to profit or loss in subsequent periods					
Actuarial gain - net of income tax		6,170,216	-	6,170,216	-
<b>Other comprehensive income for the year</b>		<u>6,675,869</u>	<u>2,686,292</u>	<u>6,170,216</u>	<u>-</u>
<b>Total comprehensive income for the year</b>		<u>(321,547,155)</u>	<u>(3,218,747)</u>	<u>(184,496,648)</u>	<u>27,541,815</u>
<b>Profit (loss) attributable to:</b>					
Equity holders of the Company		(328,560,539)	(6,628,155)	(190,666,864)	27,541,815
Non-controlling interest of the subsidiary		337,515	723,116		
		<u>(328,223,024)</u>	<u>(5,905,039)</u>		
<b>Total comprehensive income attributable to:</b>					
Equity holders of the Company		(321,884,670)	(3,941,863)	(184,496,648)	27,541,815
Non-controlling interest of the subsidiary		337,515	723,116		
		<u>(321,547,155)</u>	<u>(3,218,747)</u>		
<b>Earnings (loss) per share</b>	31				
Basic earnings (loss) per share					
Profit (loss) attributable to equity holders of the Company		<u>(0.622)</u>	<u>(0.013)</u>	<u>(0.361)</u>	<u>0.053</u>

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



## NCL International Logistics Public Company Limited and its subsidiaries

## Statement of changes in shareholders' equity

For the year ended 31 December 2023

(Unit: Baht)

	Consolidated financial statements							
	Equity attributable to owners of the Company							
			Retained earnings (deficits)		translation of financial	Total equity	Equity attributable to	Total
	Issued and		Appropriated -		statements in	attributable to owners	non-controlling interest	shareholders'
	share capital	Share premium	Statutory reserve	Unappropriated	foreign currencies	of the Company	of the subsidiaries	equity
Balance as at 1 January 2022	116,538,062	207,830,057	12,478,806	73,897,108	2,916,471	413,660,504	21,507,498	435,168,002
Profit (loss) for the year	-	-	-	(6,628,155)	-	(6,628,155)	723,116	(5,905,039)
Other comprehensive income for the year	-	-	-	-	2,686,292	2,686,292	-	2,686,292
Total comprehensive income for the year	-	-	-	(6,628,155)	2,686,292	(3,941,863)	723,116	(3,218,747)
Increase in share capital	15,520,436	229,029,937	-	-	-	244,550,373	-	244,550,373
Statutory reserve (Note 27)	-	-	727,044	(727,044)	-	-	-	-
Balance as at 31 December 2022	132,058,498	436,859,994	13,205,850	66,541,909	5,602,763	654,269,014	22,230,614	676,499,628
Balance as at 1 January 2023	132,058,498	436,859,994	13,205,850	66,541,909	5,602,763	654,269,014	22,230,614	676,499,628
Profit (loss) for the year	-	-	-	(328,560,539)	-	(328,560,539)	337,515	(328,223,024)
Other comprehensive income for the year	-	-	-	6,170,216	505,653	6,675,869	-	6,675,869
Total comprehensive income for the year	-	-	-	(322,390,323)	505,653	(321,884,670)	337,515	(321,547,155)
Registered the establishment of a subsidiary (Note 14.1)	-	-	-	-	-	-	562,750	562,750
Dividend paid	-	-	-	-	-	-	(2,265,840)	(2,265,840)
Disposal of investment in a subsidiary (Note 14.1)	-	-	-	-	-	-	(19,491,902)	(19,491,902)
Balance as at 31 December 2023	132,058,498	436,859,994	13,205,850	(255,848,414)	6,108,416	332,384,344	1,373,137	333,757,481
	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-

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

**NCL International Logistics Public Company Limited and its subsidiaries**

**Statement of changes in shareholders' equity**

**For the year ended 31 December 2023**

(Unit: Baht)

	Separate financial statements				
	Issued and paid-up share capital	Share premium	Retained earnings (deficits)		Total shareholders' equity
			Appropriated - Statutory reserve	Unappropriated	
<b>Balance as at 1 January 2022</b>	116,538,062	207,830,057	12,478,806	54,147,906	390,994,831
Profit for the year	-	-	-	27,541,815	27,541,815
Other comprehensive income for the year	-	-	-	-	-
Total comprehensive income for the year	-	-	-	27,541,815	27,541,815
Increase in share capital	15,520,436	229,029,937	-	-	244,550,373
Statutory reserve (Note 27)	-	-	727,044	(727,044)	-
<b>Balance as at 31 December 2022</b>	<u>132,058,498</u>	<u>436,859,994</u>	<u>13,205,850</u>	<u>80,962,677</u>	<u>663,087,019</u>
<b>Balance as at 1 January 2023</b>	132,058,498	436,859,994	13,205,850	80,962,677	663,087,019
Loss for the year	-	-	-	(190,666,864)	(190,666,864)
Other comprehensive income for the year	-	-	-	6,170,216	6,170,216
Total comprehensive income for the year	-	-	-	(184,496,648)	(184,496,648)
<b>Balance as at 31 December 2023</b>	<u>132,058,498</u>	<u>436,859,994</u>	<u>13,205,850</u>	<u>(103,533,971)</u>	<u>478,590,371</u>
	-	-	-	-	-
	-	-	-	-	-

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



**NCL International Logistics Public Company Limited and its subsidiaries**

**Cash flows statement**

**For the year ended 31 December 2023**

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2023	2022	2023	2022
(Unit: Baht)				
<b>Cash flows from operating activities</b>				
Profit (loss) before tax	(365,578,084)	1,341,348	(228,024,204)	33,839,039
Adjustments to reconcile profit (loss) before tax to net cash provided by (paid from) operating activities				
Expected credit losses	37,381,725	13,160,809	37,939,675	12,634,887
Loss on disposal of investment in associate	-	4,183,447	-	-
Depreciation and amortisation	48,178,706	45,130,245	29,328,906	26,269,747
Amortisation for transaction cost	306,029	166,446	306,029	166,446
Gain on cancellation of lease agreement	(12,152)	(129,940)	(12,152)	(129,940)
Loss on impairment of investment in associate	20,000,000	-	20,000,000	-
Loss on impairment of assets (reversal)	39,527,303	(2,112,818)	39,527,303	(2,112,818)
Loss on diminution in value of inventories	-	44,723	-	-
Loss on disposal of equipment and vehicles	12,883,655	88,499	12,883,655	88,499
Loss on write-off of equipment and building improvement	271,059	6,604	271,059	6,604
Loss on write-off of intangible assets	5,158,243	-	-	-
Deferred prepaid rental	65,408	98,111	65,408	98,111
Long-term employee benefit expenses (reversal)	11,645,304	(325,758)	11,152,248	(517,802)
Gain on disposal of investment in a subsidiary	(19,847,307)	-	(21,112,000)	-
Share of profit from investment in associates	(4,849,449)	(3,807,973)	-	-
Provision for litigation cases	54,797,432	-	54,797,432	-
Unrealised loss on exchange	708,679	1,331,131	57,671	2,296,725
Write-off withholding tax deducted at source	-	94,373	-	94,373
Dividend income	-	-	(4,784,160)	(1,707,651)
Finance income	(6,650,471)	(1,480,777)	(7,433,456)	(2,246,734)
Finance cost	20,530,487	13,495,266	16,500,942	11,108,333
Profit (loss) from operating activities before changes in operating assets and liabilities	(145,483,433)	71,283,736	(38,535,644)	79,887,819
Operating assets (increase) decrease				
Trade and other receivables - related parties	3,755,248	7,624,246	(5,995,647)	4,095,509
Trade and other receivables - other parties	62,743,240	124,956,033	29,511,702	92,247,339
Inventories	736,104	2,961,584	-	-
Other current assets	67,482,714	(65,843,722)	6,651,738	(67,071,498)
Other non-current assets	(736,988)	(20,291,764)	(739,537)	(20,300,503)

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

**NCL International Logistics Public Company Limited and its subsidiaries**

**Cash flows statement (continued)**

**For the year ended 31 December 2023**

(Unit: Baht)

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2023	2022	2023	2022
Operating liabilities increase (decrease)				
Trade and other payables - related parties	306,183	(3,607,895)	(2,059,038)	(3,822,532)
Trade and other payables - other parties	(22,540,393)	(107,672,079)	(16,990,896)	(72,200,513)
Other current liabilities	6,340,356	(13,409,447)	6,045,598	(2,171,584)
Other non-current liabilities	(156,467)	(242,958)	(156,467)	(242,958)
Cash flows from (used in) operating activities	(27,553,436)	(4,242,266)	(22,268,191)	10,421,079
Cash received for interest	3,361,730	1,355,689	665,107	1,453,403
Cash received for income tax	987,454	10,093,096	-	10,093,096
Cash paid for employee benefits	(7,817,959)	(297,913)	(7,708,836)	(297,913)
Cash paid for corporate income tax	(6,393,575)	(12,330,351)	(4,896,100)	(11,050,803)
<b>Net cash flows from (used in) operating activities</b>	<b>(37,415,786)</b>	<b>(5,421,745)</b>	<b>(34,208,020)</b>	<b>10,618,862</b>
<b>Cash flows from investing activities</b>				
Cash paid for acquisition of building and equipment	(25,618,489)	(5,879,496)	(23,735,970)	(4,248,576)
Cash received from disposal of equipment and vehicles	1,010,513	1,471,539	1,010,513	1,471,539
Cash paid for acquisition of investment property	-	(794,393)	-	(794,393)
Cash paid for acquisition of intangible assets	(2,475,000)	(64,464)	(2,475,000)	(57,486)
Cash received from disposal on intangible assets	-	2,112,818	-	2,112,818
Increase in short-term loans to subsidiaries	-	-	(82,032,620)	(1,460,000)
Increase in short-term loan to other company	(50,000,000)	-	-	-
Cash received from short-term loans to subsidiaries	-	-	67,321,000	-
Cash received from short-term loan to other company	23,000,000	-	-	-
Cash received from non-controlling interest	562,575	-	-	-
Dividend paid for non-controlling interest	(2,265,840)	-	-	-
Cash received from interest income	-	-	2,683,925	824,868
Cash received from account receivable				
from disposal of investments	4,346,900	1,414,425	4,346,900	1,414,425
Cash paid for acquisition investment in subsidiaries	(64,000,000)	-	(64,687,425)	(2,500,000)
Cash increase from acquisition of investment in a subsidiary	12,234,322	-	-	-
Cash received from liquidation in a subsidiary	-	-	-	5,156,328
Cash received from disposal of investment in a subsidiary	43,900,000	-	43,900,000	-
Cash decreased from disposal of investment in a subsidiary	(7,116,353)	-	-	-
Cash received from disposal of investment in an associate	-	5,100,000	-	5,100,000
Cash received from dividend in a subsidiary	-	-	2,534,160	-
Cash received from dividend in associates	2,250,000	1,707,651	2,250,000	1,707,651
Increase in restricted bank deposits	(10,258,068)	(14,402,369)	(10,266,823)	(14,035,817)
<b>Net cash flows used in investing activities</b>	<b>(74,429,440)</b>	<b>(9,334,289)</b>	<b>(59,151,340)</b>	<b>(5,308,643)</b>

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

**NCL International Logistics Public Company Limited and its subsidiaries**

**Cash flows statement (continued)**

**For the year ended 31 December 2023**

(Unit: Baht)

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	2023	2022	2023	2022
<b>Cash flows from financing activities</b>				
Increase (decrease) in bank overdrafts and short-term loans from banks	(19,579,966)	99,846,018	(5,198,513)	76,172,211
Increase in long-term loans from related persons	-	10,000,000	-	-
Cash received from long-term loans from banks	-	69,261,500	-	69,261,500
Cash paid for long-term loans from banks	(29,959,550)	(26,971,070)	(29,959,550)	(26,971,070)
Cash paid for lease liabilities	(27,555,427)	(24,232,876)	(12,759,875)	(10,588,200)
Interest paid	(19,984,193)	(13,295,346)	(15,954,647)	(10,908,412)
<b>Net cash flows from (used in) financing activities</b>	<b>(97,079,136)</b>	<b>114,608,226</b>	<b>(63,872,585)</b>	<b>96,966,029</b>
Increase in translation adjustments	599,963	1,680,929	-	-
Decrease in effect of changes in exchange rate on cash and cash equivalents	(361,896)	(99,952)	-	-
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>(208,686,295)</b>	<b>101,433,169</b>	<b>(157,231,945)</b>	<b>102,276,248</b>
Cash and cash equivalents at beginning of year	249,214,146	147,780,977	174,639,073	72,362,825
<b>Cash and cash equivalents at end of year</b>	<b>40,527,851</b>	<b>249,214,146</b>	<b>17,407,128</b>	<b>174,639,073</b>
<b>Supplemental cash flows information</b>				
Non-cash items consist of				
Settle account receivable from disposal of investment with vehicles	-	15,080,000	-	15,080,000
Lease liabilities	17,993,479	54,828,753	11,250,455	16,219,040
Invest in associate by transferring the ordinary shares	-	250,189,432	-	250,189,432

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

## NCL International Logistics Public Company Limited and its subsidiaries

### Notes to consolidated financial statements

For the year ended 31 December 2023

#### 1. General information

##### Corporate information

NCL International Logistics Public Company Limited (“the Company”) is a public company incorporated and domiciled in Thailand. The Company is listed on The Market for Alternative Investment (MAI). The Company’s major shareholder is Vichaikul Family, which total shareholding are 14.00% (31 December 2022: 12.86%) and Phuathavornskul Family, which total shareholding are 12.50% (31 December 2022: 12.28%). The Company is principally engaged in an international freight forwarding, customs broker, inland transportation, multimodal transport operator and all freight related services for imports and exports. The registered office of the Company is at 56/9-10 Soi Taksin 12/1, Somdejprachaotaksin Road, Bukkhalo, Thonburi, Bangkok.

#### 2. Basis of preparation

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

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

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

#### 2.2. Basis of consolidation

- a) The consolidated financial statements include the financial statements of NCL International Logistics Public Company Limited and the following subsidiaries (“the Group”):

Company's name	Nature of business	Country of incorporation	Percentage of Shareholding	
			2023	2022
			(%)	(%)
<u>Subsidiaries which are directly held by the Company</u>				
NCL Inter Logistics (S) Pte. Ltd.	Providing service of international freight forwarding	Singapore	100.00	100.00
Grace Water Med Co., Ltd.*	Producing dialysis	Thailand	-	52.80
Golden Supply Co., Ltd.	Providing service of equipment	Thailand	100.00	100.00
Asset Security Co., Ltd.***	Providing security services	Thailand	54.99	-
Meta Freight and Logistics Co., Ltd.	Providing service of international freight forwarding	Thailand	99.99	-

			Percentage of	
Company's name	Nature of business	Country of incorporation	Shareholding	
<u>Subsidiaries which are held by NCL Inter Logistics (S) Pte. Ltd.</u>				
NCL International Logistics USA Inc.	Providing service of international freight forwarding	United States of America	100.00	100.00
LG Container Line Pte. Ltd.	Providing service of international freight forwarding	Singapore	100.00	100.00
NCL International Logistics Private Limited**	Providing service of international freight forwarding	India	100.00	100.00
Qingdao National Container Line Co., Ltd.**	Providing service of international freight forwarding	China	100.00	100.00
Ningbo NCL Inter Logistics Co., Ltd.**	Providing service of international freight forwarding	China	100.00	100.00
NCL Inter Logistics Vietnam Co., Ltd.**	Providing service of international freight forwarding	Vietnam	49.00	49.00

\* Investments in subsidiary was sold on 23 May 2023.

\*\* These subsidiaries have been stopped operations.

\*\*\* The subsidiary registered to change the company name from National Security Solution Co., Ltd. on 10 May 2023.

During the year 2023, the Company has changed in the composition of the group of companies as described in Note 14 to the financial statements.

- b) The Company is deemed to have control over an investee or subsidiaries if it has rights, or is exposed, to variable returns from its involvement with the investee, and it has the ability to direct the activities that affect the amount of its returns.
  - c) Subsidiaries are fully consolidated, being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.
  - d) The financial statements of the subsidiaries are prepared using the same significant accounting policies as the Company.
  - e) The assets and liabilities in the financial statements of overseas subsidiary companies are translated to Baht using the exchange rate prevailing on the end of reporting period, and revenues and expenses translated using monthly average exchange rates. The resulting differences are shown under the caption of "Exchange differences on translation of financial statements in foreign currencies" in the statements of changes in shareholders' equity.
  - f) Material balances and transactions between the Group have been eliminated from the consolidated financial statements.
  - g) Non-controlling interests represent the portion of profit or loss and net assets of the subsidiaries that are not held by the Company and are presented separately in the consolidated profit or loss and within equity in the consolidated statement of financial position.
- 2.3. The separate financial statements present investments in subsidiaries and associate under the cost method.



### 3. New financial reporting standards

#### 3.1. Financial reporting standards that became effective in the current year

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

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

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

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

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

### 4. Significant accounting policies

#### 4.1. Revenue and expense recognition

##### Rendering of services

Service revenue is recognised at a point in time upon completion of the service and is recognised over time when services have been rendered taking into account the stage of completion, measuring based on comparison of actual costs incurred up to the end of the period and total anticipated costs to be incurred to completion.

##### Sales of goods

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

##### Interest income

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

##### Finance cost

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

## Dividends

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

### 4.2. Cash and cash equivalents

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

### 4.3. Investments in subsidiaries and associate

Investment in associate is accounted for in the consolidated financial statements using the equity method.

Investments in subsidiaries and associate are accounted for in the separate financial statements using the cost method less allowance for loss on impairment of investments (if any).

### 4.4. Investment properties

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

Depreciation of investment properties is calculated by reference to their costs on the straight-line basis over estimated useful lives of 10 - 30 years. Depreciation of the investment properties is included in determining income.

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

### 4.5. Property, plant and equipment / Depreciation

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

Depreciation of buildings and equipment is calculated by reference to their costs on the straight-line basis over the following estimated useful lives:

Land improvement	10 years
Buildings and building improvement	3 - 30 years
Furniture, fixtures and office equipment	3 - 5 years
Machinery and equipment	5 - 30 years
Containers	15 - 20 years
Motor vehicles, trucks and trailers	5 - 15 years

Depreciation is included in determining income.

No depreciation is provided on land and assets under construction.



An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on disposal of an asset is included in profit or loss when the asset is derecognised.

#### 4.6. Intangible assets

Intangible assets acquired through business combination are initially recognised at their fair value on the date of business acquisition while intangible assets acquired in other cases are recognised at cost. Following the initial recognition, the intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses (if any).

Intangible assets with finite lives are amortised on the straight-line basis over the economic useful life and tested for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method of such intangible assets are reviewed at least at each financial year end. The amortisation expense is charged to profit or loss.

A summary of the intangible assets with finite useful lives is as follows:

	<u>Useful lives</u>
Computer software	3 - 10 years
Business relationship of customer, container lessor and feeder	3 - 25 years
Technical knowledge of NVOCC operation	10 years

#### 4.7. Goodwill

Goodwill is initially recorded at cost, which equals to the excess of cost of business combination over the fair value of the net assets acquired. If the fair value of the net assets acquired exceeds the cost of business combination, the excess is immediately recognised as gain in profit or loss.

Goodwill is carried at cost less any accumulated impairment losses. Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the Company's cash generating units (or group of cash-generating units) that are expected to benefit from the synergies of the combination. The Group estimates the recoverable amount of each cash-generating unit (or group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognised in profit or loss. Impairment losses relating to goodwill cannot be reversed in future periods.

#### 4.8. Leases

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

##### The Group as a lessee

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

##### Right-of-use assets

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

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

Land and Buildings	1.75 - 3 years
Containers	3 - 20 years
Motor vehicles	5 years
Office equipment	3 - 5 years

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

##### Lease liabilities

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

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

#### Short-term leases

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

#### The Group as a lessor

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

### 4.9. Related party transactions

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

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

### 4.10. Foreign currencies

The consolidated and separate financial statements are presented in Baht, which is also the Company's functional currency. Items of each entity included in the consolidated financial statements are measured using the functional currency of that entity.

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

Gains and losses on exchange are included in determining income.

#### 4.11. 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 asset, investment properties and other intangible assets whenever events or changes in circumstances indicate that an asset may be impaired. The Group also carries out annual impairment reviews in respect of goodwill. An impairment loss is recognised when the recoverable amount of an asset, which is the higher of the asset's fair value less costs to sell and its value in use, is less than the carrying amount. 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 recognised in profit or loss.

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

#### 4.12. Employee benefits

##### Short-term employee benefits

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

##### Post-employment benefits

##### Defined contribution plans

The Company and its employees have jointly established a provident fund. The fund is monthly contributed by employees and by the Company. The fund's assets are held in a separate trust fund and the Company's contributions are recognised 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 defined benefit plans are recognised immediately in other comprehensive income.

Past service costs are recognised in profit or loss on the earlier of the date of the plan amendment or curtailment and the date that the Group recognises restructuring-related costs.

#### 4.13. Provisions

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

#### 4.14. Income tax

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

##### Current tax

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

##### Deferred tax

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

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

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

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

#### 4.15. Financial instruments

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

##### Classification and measurement of financial assets

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

### Financial assets at amortised cost

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

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

### Classification and measurement of financial liabilities

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

### Derecognition of financial instruments

A financial asset is primarily derecognised when the rights to receive cash flows from the asset have expired or have been transferred and either the Group has transferred substantially all the risks and rewards of the asset, or the Group has neither transferred nor retained substantially all the risks and rewards of the asset but has transferred control of the asset.

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

### Impairment of financial assets

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

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

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

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

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

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

#### **Offsetting of financial instruments**

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

#### **4.16. Fair value measurement**

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

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

Level 1 - Use of quoted market prices in an active market for such assets or liabilities

Level 2 - Use of other observable inputs for such assets or liabilities, whether directly or indirectly

Level 3 - Use of unobservable inputs such as estimates of future cash flows

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



## 5. Significant accounting judgements and estimates

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

### Revenue from contracts with customers

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 comparison of actual costs incurred up to the end of the period and total anticipated costs to be incurred to completion.

### Allowance for expected credit losses of trade accounts receivable

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

### Investment properties, property, plant and equipment and Depreciation

In determining depreciation of investment properties (excluded land), plant and equipment, the management is required to make estimates of the useful lives and residual values of the investment properties (excluded land), 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 investment properties, property, plant and equipment for impairment on a periodical basis and record impairment losses when it is determined that their recoverable amount is lower than the carrying amount. This requires judgements regarding forecast of future revenues and expenses relating to the assets subject to the review.

### Deferred tax assets

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

#### **Allowance for impairment of non-financial assets**

In determining allowance for impairment of a non-financial asset, the management is required to exercise judgements regarding determination of the recoverable amount of the asset, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs of disposing of the asset. The value in use calculation is based on a discounted cash flow model. The cash flows are derived from the budget for the next 5 years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the performance of the assets of the cash-generating unit being tested. The recoverable amount is sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. These estimates are most relevant to property, plant and equipment, right of use assets and goodwill recognised by the Group.

#### **Impairment of investments in subsidiaries and associate**

The Company treat these investments as impaired when there has been a significant or prolonged decline in the fair value below their cost or where other objective evidence of impairment exists. The determination of what is "significant" or "prolonged" requires judgement of the management to determine the recoverable amount of the investments.

#### **Post-employment benefits under defined benefit plans**

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

#### **Litigation**

The Company has contingent liabilities as a result of litigation. The Company's management has used judgement to assess of the results of the litigation and recorded a provision for liability arising from the lawsuits on the end of reporting period, as described in Note 34.4.1 to the consolidated financial statements.

### **6. Related party transactions**

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

The relationship between the Company and the related parties are summarised below.

Name of related parties	Relationship with the Company
NCL Inter Logistics (S) Pte. Ltd.	Subsidiary
Grace Water Med Co., Ltd.**	Subsidiary
Golden Supply Co., Ltd.	Subsidiary
Asset Security Co., Ltd.***	Subsidiary
Meta Freight and Logistics Co., Ltd.	Subsidiary
NCL International Logistics USA Inc.	Subsidiary (Held by a subsidiary)
LG Container Line Pte. Ltd.	Subsidiary (Held by a subsidiary)
Qingdao National Container Line Co., Ltd.*	Subsidiary (Held by a subsidiary)
Ningbo NCL Inter Logistics Co., Ltd.*	Subsidiary (Held by a subsidiary)
NCL Inter Logistics Vietnam Co., Ltd.*	Subsidiary (Held by a subsidiary)
NCL International Logistics Private Limited*	Subsidiary (Held by a subsidiary)
Cheese Digital Network Co., Ltd.	Associate
Waree Medical Co., Ltd.	Held by close person of director
Grace and Glamour (Thailand) Co., Ltd.	Held by close person of director
Limsophon Panich Co., Ltd.	Mutual director
LNG Food Products Co., Ltd.	Mutual director
CMO Public Co., Ltd.	Mutual director
PM Center Co., Ltd.	Mutual director
CM Lab Co., Ltd.	Mutual director
CM Live Co., Ltd.	Mutual director
Muse Corporation Co., Ltd.	Mutual director
Exposition Technology Co., Ltd.	Mutual director
Momentum S Co., Ltd.	Mutual director
Nerve Creative Co., Ltd.	Mutual director
Qualitech Public Co., Ltd.	Mutual director
Cellmed Biotech Co., Ltd.	Mutual director
Qualitech Solution Energy Co., Ltd.	Mutual director
Duwell Intertrade Ltd.	Mutual director
Delta Paint Public Co., Ltd.	Mutual director
World For One Co., Ltd.	Mutual director
AEC Interservice Co., Ltd.	Mutual director
AEC Wellness Construction Co., Ltd.	Mutual director
Asian Interlaw Co., Ltd.	Mutual director
Home Paint Co., Ltd.	Mutual director
Icare Insurance Public Co., Ltd.	Mutual director
Derma Health Co., Ltd.	Mutual director
Thai EV Rent Co., Ltd.	Mutual director

\* These subsidiaries have no operations

\*\* Investments in subsidiary was sold on 23 May 2023.

\*\*\* The subsidiary registered to change the company name from National Security Solution Co., Ltd. on 10 May 2023.

Such significant transactions for the years ended 31 December 2023 and 2022 are summarised below:

	Consolidated financial statements		Separate financial statements		(Unit: Thousand Baht) Transfer Pricing Policy
	2023	2022	2023	2022	
<u>Transactions with subsidiaries</u> (eliminated from the consolidated financial statements)					
NCL Inter Logistics (S) Pte. Ltd.					
Service income	-	-	7,701	18,442	Cost plus margin 10% - 30%
Cost of services	-	-	4,173	14,707	Price compared to third parties
LG Container Line Pte. Ltd.					
Interest income	-	-	358	118	At a rate of 5.00% per year
Rental income	-	-	6,329	6,402	As stipulated in the agreement
Rental	-	-	-	548	As stipulated in the agreement
Grace Water Med Co., Ltd.					
Other income	-	-	-	1,199	As stipulated in the agreement
Interest income	-	-	222	707	At a rate of 5.00% per annum
Dividend income	-	-	2,534	-	As declared by Baht 120.00 per share
Rental income	-	-	-	94	Price compared to third parties
NCL International Logistics USA Inc.					
Service income	-	-	74	6,554	Cost plus margin 10% - 30%
Cost of services	-	-	2,308	12,399	Price compared to third parties
Golden Supply Co., Ltd.					
Interest income	-	-	2,338	-	At a rate of 6.00% per annum
Other income	-	-	2,179	-	As stipulated in the agreement
Meta Freight and Logistics Co., Ltd.					
Interest income	-	-	562	-	At a rate of 6.00% per annum
<u>Transaction with associate</u>					
Zim (Thailand) Co., Ltd.					
Dividend income	-	-	-	1,708	As declared by Baht 334.87 per share
Cheese Digital Network Co., Ltd.					
Dividend income	-	-	2,250	-	As declared by Baht 18 per share

	Consolidated financial statements		Separate financial statements		(Unit: Thousand Baht) Transfer Pricing Policy
	2023	2022	2023	2022	
<u>Transactions with related parties</u>					
Grace and Glamour (Thailand) Co. Ltd.					
Rental	250	600	-	-	As stipulated in the agreement
Sevenday Dialysis Co., Ltd.					
Sales	11,216	25,717	-	-	Price compared to third party
Zim Integrated Shipping Service Ltd.					
Consulting income	-	6,434	-	6,434	As stipulated in the agreement
Cost of services	-	40,532	-	40,532	Price compared to third parties
Waree Medical Co., Ltd.					
Sales	69	117	-	-	Cost plus margin 10% - 30%
Rental income	-	436	-	-	As stipulated in the agreement
Cost of service	177	1,719	-	-	Price compared to third parties
Cost of sales	1,007	860	-	-	Price compared to third parties
<u>Transactions with persons relative with directors</u>					
Rental	595	1,295	95	95	As stipulated in the agreements
Interest expense	228	322	-	-	At a rate of 5.50% per annum

As at 31 December 2023 and 2022, the balances of the accounts between the Company, its subsidiaries and those related persons and parties are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
<b><u>Trade and other receivables - related parties</u></b>				
Trade accounts receivable				
Subsidiaries				
NCL Inter Logistics (S) Pte. Ltd.	-	-	3,530	1,934
NCL International Logistics USA Inc.	-	-	20	17
LG Container Line Pte. Ltd.	-	-	526	2,092
Related companies				
Waree Medical Co., Ltd.	-	8	-	-
Sevenday Dialysis Co., Ltd.	-	5,034	-	-
CMO Public Co., Ltd.	1,507	-	1,507	-
Total	1,507	5,042	5,583	4,043
Advance payment for land survey fee				
Subsidiaries	-	-	59,483	-
Other receivables				
Subsidiaries	-	-	11,457	6,569
Related companies	-	220	-	220
Total	-	220	70,940	6,789
Total trade and other receivables - related parties	1,507	5,262	76,523	10,832
<b><u>Trade and other payables - related parties</u></b>				
Trade accounts payable				
Subsidiaries				
NCL Inter Logistics (S) Pte. Ltd.	-	-	626	2,060
NCL International Logistics USA Inc.	-	-	59	954
Ningbo NCL Inter Logistics Co., Ltd.	-	-	-	168
Total	-	-	685	3,182
Other payables				
Directors	459	152	459	106
Subsidiary	-	-	1	-
Total	459	152	460	106
Total trade and other payables - related parties	459	152	1,145	3,288

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

Short-term loans to subsidiaries

(Unit: Thousand Baht)

	Separate financial statements			
	Balance as at 31 December 2022	Increase during the year	Decrease during the year	Balance as at 31 December 2023
Loans to				
Grace Water Med Co., Ltd.	10,000	-	(10,000)	-
LG Container Line Pte. Ltd.	10,288	8,033	(18,321)	-
Meta Freight and Logistics Co., Ltd.	-	24,000	(16,000)	8,000
Golden Supply Co., Ltd.	-	50,000	(23,000)	27,000
Total	20,288	82,033	(67,321)	35,000

On 21 February 2023, a meeting of the Company's executive committee No. 2/2023 approved the loan facility to Golden Supply Co., Ltd. of Baht 50 million, carrying an interest rate of 6% per annum, to be used as working capital for business operations. The loan is unsecured and due within one year from the agreement date. In January 2024, the Company received loan repayment of Baht 10 million from such subsidiary.

On 18 July 2023, a meeting of the Company's executive committee No. 10/2023 approved the loan facility to Meta Freight and Logistics Co., Ltd. of Baht 24 million, carrying an interest rate of 6% per annum, to be designated for repaying debts of former shareholder and to be used as working capital for business operations. The loan is unsecured and due within one year from the agreement date.

Long-term loans from related persons

(Unit: Thousand Baht)

	Consolidated financial statements			
	Balance as at 31 December 2022	Increase during the year	Decrease during the year	Balance as at 31 December 2023
Loan from				
Related persons	10,000	-	(10,000)	-
Total	10,000	-	(10,000)	-



### Directors and management's benefits

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

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Short-term employee benefits	38,231	36,340	25,269	23,329
Post-employment benefits	34,303	1,797	34,076	1,715
Total	<u>72,534</u>	<u>38,137</u>	<u>59,345</u>	<u>25,044</u>

As at 31 December 2023, the Company entered into building lease agreements with a close relative of a director for a period of three years with an option to renew as conditions in mutual agreement. The Company is committed to pay rental of Baht 0.09 million per year.

The increase in post-employment benefits in 2023 occurred from the Company's Board of Directors Meeting No. 8/2023 on 18 December 2023 resolved to approve early retirement and the payment of compensation in accordance with the Labor Protection Act., and the final lump sum was given to an executive director in the amount of Baht 32 million (net of withholding tax).

### 7. Cash and cash equivalents

	(Unit: Thousand Baht)			
	Consolidation financial statements		Separate financial statements	
	2023	2022	2023	2022
Cash	294	272	90	210
Bank deposits	40,234	248,942	17,317	174,429
Total	<u>40,528</u>	<u>249,214</u>	<u>17,407</u>	<u>174,639</u>

As at 31 December 2023, bank deposits in saving accounts and fixed deposits carried interests between 0.05% - 1.30% per annum (2022: between 0.05% - 0.55% per annum).

## 8. Trade and other receivables - related parties

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
<b><u>Trade accounts receivable</u></b>				
Aged on the basis of due dates				
Not yet due	119	1	844	921
Past due				
Up to 1 month	1,333	2,737	1,487	1,220
1 - 3 months	55	2,304	785	1,202
3 - 6 months	-	-	717	700
6 - 12 months	-	-	1,750	-
Total	1,507	5,042	5,583	4,043
<b><u>Other receivables</u></b>				
Advance payment for land survey fee	-	-	59,483	-
Others	-	220	11,457	6,789
Total trade and other receivables - related parties	1,507	5,262	76,523	10,832

## 9. Trade and other receivables - other parties

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
<b><u>Trade accounts receivable</u></b>				
Aged on the basis of due dates				
Not yet due	45,317	79,267	32,795	61,664
Past due				
Up to 1 month	19,185	27,800	17,119	17,010

1 - 3 months	10,616	33,890	3,521	4,918
3 - 6 months	8,114	72,729	2,024	2,186
6 - 12 months	32,634	7,817	238	5,762
Over 12 months	25,871	24,295	22,631	16,653
Total	141,737	245,798	78,328	108,193
Less: Allowance for expected credit losses	(39,978)	(23,973)	(39,978)	(19,912)
Total trade accounts receivable - net	101,759	221,825	38,350	88,281
<b>Other receivables</b>				
Advance payments for custom clearance	23,220	22,579	22,957	22,579
Less: Allowance for expected credit losses	(7)	(7)	(7)	(7)
Net	23,213	22,572	22,950	22,572
Other receivables	5,306	-	377	-
Accrued interest receivables	291	-	291	-
Others	1,367	2,722	-	419
Total other receivables - net	30,177	25,294	23,618	22,991
Other trade and other receivables				
- other parties, net	131,936	247,119	61,968	111,272

Movement in the allowance for expected credit losses of trade and other receivables - other parties, and account receivable from disposal of investment as follows:

(Unit: Thousand Baht)

Consolidated financial statements						
	Balance as at	Addition	Collect		Decrease	Balance as at
Allowance for expected credit losses	31 December 2022	during the year	during the year	Translation adjustment	from disposal of investment in subsidiary	31 December 2023
Trade accounts receivable	23,973	19,508	-	7	(3,510)	39,978
Advance payments for custom clearance	7	-	-	-	-	7
Account receivable from disposal of investment	-	17,874	-	-	-	17,874
Total	23,980	37,382	-	7	(3,510)	57,859

(Unit: Thousand Baht)

	Separate financial statements			
	Balance as at 31 December 2022	Addition during the year	Collect during the year	Balance as at 31 December 2023
Allowance for expected credit losses				
Trade accounts receivable	19,912	20,066	-	39,978
Advance payments for custom clearance	7	-	-	7
Account receivable from disposal of investment	-	17,874	-	17,874
Total	19,919	37,940	-	57,859

An increase in the allowance for expected credit losses of trade receivables and account receivable from disposal of investment during the year in the amount of Baht 20.07 million and Baht 17.9 million, respectively, therefore the management has considered the results of lawsuits as described in Note 34.4.2 to the consolidated financial statements, and considered in the ability to repay debts to the Company.

#### 10. Other current assets

As of 31 December 2022, the Company had an advance payment for land survey fee for a project related to government sector made to a company amounted to Baht 59.48 million, which is included as part of the other current assets in the consolidated financial statements.

Later, during the year 2023, the project situation changed. The Company's management negotiated with such company to downsize the survey area of the project from changing of situation whereby the Company will not be liable to pay additional fees for the delivery of work and the value of the work is equivalent to the amount already paid. The Company received the site survey report in November 2023. In addition, the Company's management has changed the project plan by assigning a subsidiary to carry on this project on behalf of the Company, and the Company will collect the advance payment for land survey fee from subsidiary. As a result, as of 31 December 2023, the Company had an outstanding amount of advance payment for land survey fee to be collected from the subsidiary in the amount of Baht 59.48 million which is presented as other receivables - related parties in the separate statement of financial position. The subsidiary also recognised an advance payment for land survey fee as cost of services in the consolidated statement of comprehensive income totalling Baht 59.48 million.

## 11. Short-term loan to other company

On 1 March 2023, the Board of Directors' Meeting of a subsidiary No. 2/2023 resolved to approve the subsidiary to provide the loan facility to other company in the amount of Baht 50 million. As at 31 December 2023, the outstanding balance of short-term loan to other company amounted to Baht 27 million, which bears interest at a rate of 6% per annum. The short-term loan is unsecured and due within 2 March 2024. The other company is a contracting party of the subsidiary, which related to the project as described in Note 10 to the consolidated financial statements. Moreover, in January 2024, the subsidiary received the repayment in the amount of Baht 13.9 million of loan to the other company.

## 12. Restricted bank deposits

As at 31 December 2023, fixed deposits carried interests between 1.15 % - 1.30 % per annum (2022: 0.15% - 0.65% per annum)(the Company only: 1.15 % - 1.30 % per annum (2022: 0.15% - 0.65% per annum)). The Group has pledged fixed deposits with the banks to secure credit facilities that the Group received from several commercial banks.

## 13. Investment in associate

### 13.1.Details of associate

Company's name	Nature of business	Country of incorporation	Consolidated financial statements					
			Shareholding percentage		Cost method		Carrying amount based on the equity method	
			2023	2022	2023	2022	2023	2022
			(%)	(%)				
Cheese Digital Network Co., Ltd.	Digital marketing services	Thailand	25.00	25.00	250,189	250,189	233,559	250,960
					<u>250,189</u>	<u>250,189</u>	<u>233,559</u>	<u>250,960</u>

(Unit: Thousand Baht)

Company's name	Nature of business	Country of incorporation	Separate financial statements							
			Shareholding percentage		Cost method		Provision for loss on Impairment of investment		Carrying amount On the cost method	
			2023	2022	2023	2022	2023	2022	2023	2022
			(%)	(%)						
Cheese Digital Network Co., Ltd.	Digital marketing services	Thailand	25.00	25.00	250,189	250,189	(20,000)	-	230,189	250,189
					<u>250,189</u>	<u>250,189</u>	<u>(20,000)</u>	<u>-</u>	<u>230,189</u>	<u>250,189</u>

### 13.2. Share of comprehensive income and dividend received

During the year 2023, the Company recognised its share of profit from investment in associate company in the consolidated financial statements and dividend income in the separate financial statements as follows:

Company's name	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	Share of profit from investment in associate during the year		Dividend received during the year	
	2023	2022	2023	2022
Zim (Thailand) Co., Ltd.	-	3,037	-	1,708
Cheese Digital Network Co., Ltd.	4,849	771	2,250	-
<b>Total</b>	<b>4,849</b>	<b>3,808</b>	<b>2,250</b>	<b>1,708</b>

### 13.3. Summarised financial information about material associate

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

	(Unit: Thousand Baht)	
	Cheese Digital Network Co., Ltd.	
	2023	2022
Current assets	144,285	96,464
Non-current assets	147,210	160,674
Current liabilities	(68,062)	(28,452)
Non-current liabilities	(23,979)	(46,680)
Net assets	199,454	182,006
Shareholding percentage (%)	25.00	25.00
Share of net assets	49,864	45,501
Elimination	(3,434)	(1,670)
Goodwill	207,129	207,129
Carrying amounts of associate based on equity method	253,559	250,960
Less: Allowance for impairment of investment	(20,000)	-
<b>Carrying amounts of associate based on equity method - net</b>	<b>233,559</b>	<b>250,960</b>

Summarised information about profit or loss for the year ended 31 December 2023 and 2022.

	(Unit: Thousand Baht)	
	Cheese Digital Network Co., Ltd.	
	2023	2022
Revenues	266,696	183,402
Profit for the year	33,133	13,382

In 2023, the Company's management has arranged for the measurement of the fair value of the investment in associate. An independent appraiser estimated the fair value of the investment in the associate at Baht 230 million, using the net present value method of the expected cash flows from the operation, as per the fair value assessment report dated 19 February 2024. The management recorded loss on impairment of investment by Baht 20 million. The appraiser has determined the discounted rate based on the weighted average cost of capital to use in discounted cash flows.

#### Sensitivity analysis

Since the discount rate is an assumption which is significant for assessing the fair value of investment in such associate, it requires the discretion of independent appraiser and management to estimate the long-term returns of this investment. Independent appraiser has determined a discounted rate based on the weighted average cost of capital to be used to discount the cash flows projection from this investment. Coupled with the uncertainty of economic conditions, market conditions, and market rate of return and borrowing interest rate that may affect the determination of discount rates. Therefore, the Company presented a sensitivity analysis of the fair value of this investment as at 31 December 2023 based on changes in the discount rate as follows:

	The adjustment of discount rates : WACC (% per annum)		
	+ 1.00%	0.00%	- 1.00%
Company value (Million Baht)	857.67	921.59	1,002.43
Company value at shareholding percentage (25%) (Million Baht)	214.42	230.41	250.61
Share value (Baht per share)	1,715.34	1,843.18	2,004.85

## 14. Investments in subsidiaries

### 14.1. Details of investments in subsidiaries as presented in separate financial statements

(Unit: Thousand Baht)

Company's name	Paid-up capital		Shareholding percentage		Cost		Dividend received during the years	
	2023	2022	2023	2022	2023	2022	2023	2022
			(%)	(%)				

#### Subsidiaries which are directly held by the

#### Company

NCL Inter Logistics (S) Pte. Ltd.	SGD 4.3 million	SGD 4.3 million	100.00	100.00	101,331	101,331	-	-
Grace Water Med Co., Ltd.	-	Baht 40.0 million	-	52.80	-	22,788	2,534	-
Golden Supply Co., Ltd.	Baht 2.5 million	Baht 2.5 million	100.00	100.00	2,500	2,500	-	-
Asset Security Co., Ltd.	Baht 1.25 million	-	54.99	-	688	-	-	-
Meta Freight and Logistics Co., Ltd	Baht 5.0 million	-	99.99	-	64,000	-	-	-

#### Subsidiaries which are held by NCL Inter Logistics (S) Pte. Ltd.



Company's name	Paid-up capital		Shareholding percentage		Cost		Dividend received during the years	
	2023	2022	2023	2022	2023	2022	2023	2022
NCL International Logistics USA Inc.	USD 0.1 million	USD 0.1 million	100.00	100.00	-	-	-	-
LG Container Line Pte. Ltd.	SGD 2.7 million	SGD 2.7 million	100.00	100.00	-	-	-	-
NCL International Logistics Private Limited	INR 0.3 million	INR 0.3 million	100.00	100.00	-	-	-	-
Qingdao National Container Line Co., Ltd.	CNY 0.8 million	CNY 0.8 million	100.00	100.00	-	-	-	-
Ningbo NCL Inter Logistics Co., Ltd.	CNY 1.4 million	CNY 1.4 million	100.00	100.00	-	-	-	-
NCL Inter Logistics Vietnam Co., Ltd.	VND 2,500.0 million	VND 2,500.0 million	49.00	49.00	-	-	-	-
Total					168,519	126,619	2,534	-

#### Asset Security Company Limited

On 18 November 2022, a meeting of the Company's Board of Directors No. 9/2022 approved a joint investment between the Company and a local company to establish National Security Solutions Company Limited for the purpose of providing security services. On 15 February 2023, the Company registered the establishment of "National Security Solution Company Limited" with the registered share capital of Baht 5 million, representing 50,000 ordinary shares with a par value of Baht 100 per share. The Company holds 54.99% of the shares and, as of that date, National Security Solution Company Limited is regarded as a subsidiary of the Company.

On 8 May 2023, the Extraordinary General Meeting of Shareholders No. 1/2023 approved to change the name of company from "National Security Solution Company Limited" to "Asset Security Company Limited". The name changed was duly registered with the Ministry of Commerce on 10 May 2023.

#### Grace Water Med Company Limited

On 22 February 2023, a meeting of the Company's Board of Directors No. 1/2023 acknowledged the consideration of the disposal of the investment in Grace Water Med Company Limited (a subsidiary) which had been approved by the Board of Directors' meeting.

On 23 May 2023, the Company entered into a share purchase agreement with an unrelated local company to dispose of the investment in Grace Water Med Company Limited (a subsidiary) for a total amount of Baht 43.9 million. This led to the termination of Grace Water Med Company Limited's status as a subsidiary of the Company, effective from that date. The Group recognised gain on the disposal of investment in the subsidiary in the consolidated statement of comprehensive income for the year ended 31 December 2023 amounting to Baht 19.85 million (the Company only: Baht 21.11 million).

### Meta Freight and Logistics Company Limited

On 10 May 2023, the Board of Directors' Meeting of the Company No. 4/2023 resolved to approve the Company's investment in Meta Freight and Logistics Company Limited, a company registered in Thailand, which engage in international freight forwarding services. The Board of Directors' meeting of the Company considered the acquisition price based on the valuation report of an independent appraiser calculated using the net present value method of discounted cashflows. On 6 June 2023, the Company signed the share purchase agreements with two companies and received the share transferred and paid compensation in the amount of Baht 64 million. As a result, Meta Freight and Logistics Company Limited is a subsidiary of the Company since that date.

These consolidated financial statements include the statement of financial position of such company as at 31 December 2023 and the statement of comprehensive income for the period as from 6 June 2023 to 31 December 2023. The asset value as at 6 June 2023 presented as the fair value which was equivalent to their net book value. Since the Company's management considered that Meta Freight and Logistics Company Limited was established in 2022 and has just operated. The fair value of the identifiable assets acquired and liabilities assumed as at 6 June 2023 was not different from the net book value. The remaining excess of the purchase price over the fair value of the net assets acquired has been recorded as goodwill in the consolidated statement of financial position.

Revenues of Meta Freight and Logistics Company Limited for the period as from 6 June 2023 to 31 December 2023 which included in consolidated statement of comprehensive income for the year ended 31 December 2023 was Baht 51 million. The subsidiary had a net loss for the year ended 31 December 2023 by Baht 2.46 million, and had retained earnings as at 31 December 2023 by Baht 0.24 million.

During the year 2023, the Company arranged for the fair value measurement of the identifiable assets acquired and liabilities assumed at the acquisition date. This process within evaluation period of 12 months from the acquisition date, as stipulated in the Thai Financial Reporting Standard No. 3 Business Combinations. The fair value and book value of identifiable assets and liabilities of Meta Freight and Logistics Co., Ltd. at the acquisition date is as follows:

	(Unit: Thousand Baht)	
	Fair value	Book Value
<b>Assets</b>		
Cash and cash equivalents	12,234	12,234
Trade and other receivables	6,807	6,807
Accrued income	651	651
Other current assets	661	661
Property, plant and equipment - net	577	577
Other assets	173	173
<b>Total assets</b>	<b>21,103</b>	<b>21,103</b>

	(Unit: Thousand Baht)	
	Fair value	Book Value
<b>Liabilities</b>		
Trade and other payables	1,841	1,841
Short-term loans from other company	10,000	10,000
Provision for long-term employee benefits	46	46
Other liabilities	444	444
Total liabilities	12,331	12,331
Net assets value	8,772	8,772
Equity of the subsidiary (%)	99.99	
Net assets value attributable to the subsidiary's investment	8,772	
Add: Goodwill	55,228	
Purchase price	64,000	

Details of acquisition of the subsidiary are presented as follows:

	(Unit: Thousand Baht)
<b>Purchase price</b>	
Cash paid	64,000
Net book value of net assets received	(8,772)
Goodwill	55,228

Currently, the operating results of the subsidiary was in line with the logistics industry sector which is mainly impacted from slowdown microeconomics and macroeconomics and geopolitical tensions impacting on transportation sector.

In this regard, the Company's management has arranged for the measurement of the fair value of the subsidiary as of 31 December 2023. An independent appraiser estimated the fair value of the investment in the subsidiary at Baht 65 million, using the net present value method of the expected cash flows from the operation, as per the fair value assessment report dated 15 February 2024.

#### Sensitivity analysis

Since the discount rate is an assumption which is significant for assessing the fair value of investment in such subsidiary, it requires the discretion of independent appraiser and management to estimate the long-term returns of this investment. Independent appraiser has determined a discounted rate based on the weighted average cost of capital to be used to discount the cash flows projection from this investment. Coupled with the uncertainty of economic conditions, market conditions, and market rate of return and borrowing interest rate that may affect the determination of discount rates. Therefore, the Company presented a sensitivity analysis of the fair value of this investment as at 31 December 2023 based on changes in the discount rate as follows:

	The adjustment of discount rates : WACC (% per annum)		
	+ 1.00%	0.00%	- 1.00%
Company value (Million Baht)	60.78	65.38	71.18
Share value (Baht per share)	1,215.51	1,307.69	1,423.53

#### 14.2.Details of investments in subsidiaries that have material non-controlling interests

(Unit: Million Baht)

Company's name	Proportion of equity interest held by non-controlling interests		Accumulated balance of non-controlling interests		Profit (loss) allocated to non-controlling interests during the years		Dividend paid to non-controlling interests during the years	
	2023	2022	2023	2022	2023	2022	2023	2022
	(%)	(%)						
Grace Water Med Co., Ltd.	-	47.20	-	21.42	0.35	0.72	-	-
Asset Security Co., Ltd.	45.01	-	0.56	-	(0.01)	-	-	-
NCL Inter Logistics Vietnam Co., Ltd.	51.00	51.00	0.81	0.81	-	-	-	-

#### 14.3.Summarised financial information that based on amounts before inter-company elimination about subsidiaries that have material non-controlling interest.

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

(Unit: Million Baht)

	Grace Water Med Co., Ltd.		Asset Security Co., Ltd.		NCL Inter Logistics Vietnam Co., Ltd.	
	2023	2022	2023	2022	2023	2022
Current assets	-	58.84	1.25	-	1.28	1.33
Non-current assets	-	28.07	-	-	0.41	0.43
Current liabilities	-	30.91	0.01	-	1.25	1.30
Non-current liabilities	-	10.63	-	-	-	-

## Summarised information about comprehensive income

(Unit: Million Baht)

	Grace Water Med Co., Ltd.		Asset Security Co., Ltd.	
	For the period from 1 January 2023 to 23 May 2023	For the year ended 31 December 2022	For the period from 15 February 2023 to 31 December 2023	For the year ended 31 December 2022
Revenue	64.38	166.91	-	-
Profit (loss)	0.90	1.53	(0.01)	-
Other comprehensive income	-	-	-	-
Total comprehensive income	0.90	1.53	(0.01)	-

## Summarised information about cash flows for the years ended 31 December 2023 and 2022.

(Unit: Million Baht)

	Grace Water Med Co., Ltd.		Asset Security Co., Ltd.	
	2023	2022	2023	2022
Cash flows used in operating activities	-	(3.75)	-	-
Cash flows used in investing activities	-	(0.02)	-	-
Cash flows used in financing activities	-	(1.03)	-	-
Net decrease in cash and cash equivalents	-	(4.80)	-	-

## 15. Investment properties

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

(Unit: Thousand Baht)

	Consolidated / Separate financial statements			
	Land	Land improvement	Buildings and building improvement	Total
31 December 2023				
Cost	5,387	5,402	7,434	18,223
Less: Accumulated depreciation	-	(4,573)	(2,675)	(7,248)
Net book value	5,387	829	4,759	10,975
31 December 2022				
Cost	51,303	5,402	22,108	78,813
Less: Accumulated depreciation	-	(4,033)	(5,547)	(9,580)
Net book value	51,303	1,369	16,561	69,233

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

	(Unit: Thousand Baht)	
	Consolidated / Separate	
	financial statements	
	2023	2022
Net book value at beginning of year	69,233	69,795
Additions	-	794
Depreciation charged	(1,366)	(1,356)
Transfer to property, plant and equipment	(56,892)	-
Net book value at end of year	10,975	69,233

The fair value of the investment properties as at 31 December 2023 and 2022 is presented below:

	(Unit: Thousand Baht)	
	Consolidated / Separate	
	financial statements	
	2023	2022
Land and office building - Bangkok	8,921	60,780
Land and structures there on - Surat Thani	11,330	13,790

The fair value of land and office buildings - Bangkok has been determined by an accredited independent valuer using the income approach. Key assumptions applied in the valuation include the yield rate, inflation rate, long-term vacancy rate and long-term growth in the real rental rate based on the proportion of buildings that are rented out and remain investment properties.

The fair value of land and structures thereon - Surat Thani has been determined by an accredited independent valuer. The land value has been determined by using the market value while the structures thereon value has been determined by using the depreciated replacement cost method.

As at 31 December 2023, the Company has pledged investment properties with net book value of Baht 10.98 million (2022: Baht 69.23 million) as collateral against credit facilities received from commercial banks.

## 16. Property, plant and equipment

(Unit: Thousand Baht)

	Consolidated financial statements							Total
	Land and land improvement	Buildings and building improvement	Furniture, fixtures and office equipment	Machinery and equipment	Containers	Motor vehicles, trucks and trailers	Assets under construction	
<b>Cost:</b>								
1 January 2022	6,372	36,123	21,090	21,458	22,040	146,622	2,138	255,843
Additions	-	738	3,067	-	-	2,075	-	5,880
Increase from settlement of account receivable from disposal of investment	-	-	-	-	-	15,080	-	15,080
Disposals/write-off	-	(54)	(1,237)	-	-	(6,147)	-	(7,438)
Transfer from assets under construction	-	-	-	-	2,138	-	(2,138)	-
Translation adjustment	-	14	40	-	-	-	-	54
31 December 2022	6,372	36,821	22,960	21,458	24,178	157,630	-	269,419
Additions	-	11,942	4,278	1,776	-	-	7,622	25,618
Increase from acquisitions of investment in subsidiary	-	173	500	-	-	-	-	673
Disposals/write-off	-	(295)	(3,947)	-	-	(20,136)	-	(24,378)
Decrease from disposals of investment in subsidiary	-	(15,219)	(1,549)	(23,234)	-	(3,458)	-	(43,460)
Transfer from investment properties	45,916	14,673	-	-	-	-	-	60,589
Translation adjustment	-	64	64	-	-	(112)	-	16
31 December 2023	52,288	48,159	22,306	-	24,178	133,924	7,622	288,477

(Unit: Thousand Baht)

## Consolidated financial statements

	Land and land improvement	Buildings and building improvement	Furniture, fixtures and office equipment	Machinery and equipment	Containers	Motor vehicles, trucks and trailers	Assets under construction	Total
Accumulated depreciation:								
1 January 2022	5	18,370	15,337	6,963	306	36,030	-	77,011
Depreciation for the year	8	1,919	2,557	1,658	740	13,992	-	20,874
Depreciation on disposals/write-off	-	(54)	(1,203)	-	-	(4,614)	-	(5,871)
Translation adjustment	-	(28)	18	-	-	(2)	-	(12)
31 December 2022	13	20,207	16,709	8,621	1,046	45,406	-	92,002
Depreciation for the year	8	1,783	2,880	808	742	14,199	-	20,420
Depreciation on disposals/write-off	-	(245)	(3,725)	-	-	(6,243)	-	(10,213)
Increase from acquisitions of investment in subsidiary	-	20	92	-	-	-	-	112
Decrease from disposals of investment in subsidiary	-	(3,035)	(1,444)	(9,328)	-	(2,866)	-	(16,673)
Depreciation on transfer from investment properties	-	3,697	-	-	-	-	-	3,697
Translation adjustment	-	59	60	(101)	-	(5)	-	13
31 December 2023	21	22,486	14,572	-	1,788	50,491	-	89,358
Allowance for impairment loss:								
31 December 2022	-	-	-	-	-	-	-	-
Increase during the year	-	-	-	-	-	19,527	-	19,527
31 December 2023	-	-	-	-	-	19,527	-	19,527
Net book value:								
31 December 2022	6,359	16,614	6,251	12,837	23,132	112,224	-	177,417
31 December 2023	52,267	25,673	7,734	-	22,390	63,906	7,622	179,592
Depreciation for the year								
2022 (Baht 11.16 million included in cost of service, and the balance in selling and administrative expenses)								20,874
2023 (Baht 10.70 million included in cost of service, and the balance in selling and administrative expenses)								20,420



(Unit: Thousand Baht)

## Separate financial statements

	Land and land improvement	Buildings and building improvement	Furniture, fixtures and office equipment	Containers	Motor vehicles, trucks and trailers	Assets under construction	Total
<b>Cost:</b>							
1 January 2022	6,372	19,193	14,671	22,040	132,699	2,138	197,113
Additions	-	409	2,885	-	955	-	4,249
Increase from settlement of account receivable from disposal of investment	-	-	-	-	15,080	-	15,080
Disposals/write-off	-	-	(1,180)	-	(6,147)	-	(7,327)
Transfer from assets under construction	-	-	-	2,138	-	(2,138)	-
31 December 2022	6,372	19,602	16,376	24,178	142,587	-	209,115
Additions	-	11,906	4,208	-	-	7,622	23,736
Disposals/write-off	-	(295)	(2,296)	-	(20,136)	-	(22,727)
Transfer from investment properties	45,916	14,673	-	-	-	-	60,589
31 December 2023	52,288	45,886	18,288	24,178	122,451	7,622	270,713
<b>Accumulated depreciation:</b>							
1 January 2022	5	15,476	9,865	307	23,330	-	48,983
Depreciation for the year	8	1,100	2,023	740	13,280	-	17,151
Depreciation on disposals/write-off	-	-	(1,146)	-	(4,614)	-	(5,760)
31 December 2022	13	16,576	10,742	1,047	31,996	-	60,374
Depreciation for the year	8	1,313	2,521	742	13,756	-	18,340
Depreciation on disposals/write-off	-	(245)	(2,074)	-	(6,243)	-	(8,562)
Depreciation on transfer from investment properties	-	3,697	-	-	-	-	3,697
31 December 2023	21	21,341	11,189	1,789	39,509	-	73,849
<b>Allowance for impairment loss:</b>							
31 December 2022	-	-	-	-	-	-	-
Increase during the year	-	-	-	-	19,527	-	19,527
31 December 2023	-	-	-	-	19,527	-	19,527
<b>Net book value:</b>							
31 December 2022	6,359	3,026	5,634	23,131	110,591	-	148,741
31 December 2023	52,267	24,545	7,099	22,389	63,415	7,622	177,337
<b>Depreciation for the year</b>							
2022 (Baht 8.86 million included in cost of service, and the balance in selling and administrative expenses)							17,151
2023 (Baht 9.54 million included in cost of service, and the balance in selling and administrative expenses)							18,340

As at 31 December 2023, certain items of motor vehicles and plant and equipment were fully depreciated but are still in use. The gross carrying amount before deducting accumulated depreciation of those assets amounted to approximately Baht 9.47 million (2022: Baht 11.01 million) (the Company only: Baht 9.47 million (2022: Baht 8.66 million)).

As at 31 December 2023, the Group has pledged the land and structures thereon, containers and certain trucks and trailers with net book value of Baht 108.22 million (2022: Baht 39.85 million) (the Company only: Baht 108.22 million (2022: Baht 53.75 million)) as collateral against credit facilities received from commercial banks.

## 17. Leases

### 17.1. The Group as a lessee

The Group has lease contracts for used in its operations. Leases generally have lease terms between 2 - 8 years.

#### a) Right-of-use assets

Movement of right-of-use assets for the years ended 31 December 2023 and 2022 are summarised below:

(Unit: Thousand Baht)

	Consolidated financial statements				
	Land and buildings	Containers	Motor vehicles	Office equipment	Total
1 January 2022	7,875	35,437	7,011	230	50,553
Additions	3,539	38,376	13,638	668	56,221
Decreases	(54)	-	(1,339)	-	(1,393)
Depreciation for the year	(6,655)	(10,326)	(3,630)	(346)	(20,957)
Translation adjustment	105	320	-	-	425
31 December 2022	4,810	63,807	15,680	552	84,849
Additions	14,002	-	6,654	2,656	23,312
Decreases	(369)	-	-	-	(369)
Depreciation for the year	(6,656)	(12,843)	(4,464)	(818)	(24,781)
Decrease from disposals of investment in subsidiary	(1,026)	-	-	(136)	(1,162)
Translation adjustment	-	(149)	-	-	(149)
31 December 2023	10,761	50,815	17,870	2,254	81,700

(Unit: Thousand Baht)

	Separate financial statements				
	Land and buildings	Containers	Motor vehicles	Office equipment	Total
1 January 2022	2,841	29,944	7,012	217	40,014
Additions	3,539	-	13,638	435	17,612
Decreases	(54)	-	(1,339)	-	(1,393)
Depreciation for the year	(2,753)	(1,079)	(3,630)	(268)	(7,730)
31 December 2022	3,573	28,865	15,681	384	48,503
Additions	9,313	-	4,600	2,656	16,569
Decreases	(368)	-	-	-	(368)
Depreciation for the year	(3,609)	(1,079)	(4,123)	(785)	(9,596)
31 December 2023	8,909	27,786	16,158	2,255	55,108

**b) Lease liabilities**

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Lease payments	72,327	84,480	41,738	44,158
Less: Deferred interest expenses	(5,075)	(7,137)	(3,074)	(3,623)
Less: Decrease from disposals of investment in subsidiary	(1,172)	-	-	-
Total	66,080	77,343	38,664	40,535
Less: Portion due within one year	(24,906)	(23,904)	(12,136)	(11,351)
Lease liabilities - net of current portion	41,174	53,439	26,528	29,184

**c) Expenses relating to leases that are recognised in profit or loss**

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Depreciation expense of right-of-use assets	24,781	20,957	9,596	7,730
Interest expense on lease liabilities	3,657	2,016	1,798	1,376
Expense relating to short-term leases	219	414	219	414

## d) Others

The Group had total cash outflows for leases for the year ended 31 December 2023 of Baht 27.78 million (2022: Baht 24.64 million) (the Company only: Baht 12.98 million (2022: Baht 11.00 million)), including the cash outflow related to short-term lease. Moreover, the Group had non-cash decrease to right-of-use assets and lease liabilities of Baht 0.38 million (2022: Baht 1.54 million) (the Company only: Baht 0.38 million (2022: Baht 1.54 million)).

## 17.2. The Company as lessor

The Company entered into container lease agreement with a subsidiary which such agreement is able to cancel.

During the year 2023, the Company has sub-lease income amounting to Baht 6.33 million (2022: Baht 6.96 million).

## 18. Intangible assets

The net book value of intangible assets as at 31 December 2023 and 2022 is presented below:

(Unit: Thousand Baht)

	Consolidated financial statements				Separate financial statements	
	Computer software	Business relationship of customer, container lessor and feeder	Technical knowledge of NVOCC operation	Total	Computer software	Total
As at 31 December 2023:						
Cost	11,080	20,000	5,000	36,080	7,828	7,828
Less: Accumulated amortisation	(4,859)	(5,871)	(5,570)	(16,300)	(2,459)	(2,459)
Less: Allowance for impairment loss	(486)	-	-	(486)	-	-
Translation adjustment	87	1,448	570	2,105	-	-
Net book value	5,822	15,577	-	21,399	5,369	5,369
As at 31 December 2022:						
Cost	8,573	20,000	5,000	33,573	5,353	5,353
Less: Accumulated amortisation	(4,681)	(3,049)	(1,777)	(9,507)	(2,432)	(2,432)
Less: Allowance for impairment loss	(486)	-	-	(486)	-	-
Translation adjustment	83	1,583	545	2,211	-	-
Net book value	3,489	18,534	3,768	25,791	2,921	2,921

A reconciliation of the net book value of intangible assets for the years 2023 and 2022 is presented below:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Net book value at beginning of year	25,791	26,826	2,921	2,897
Acquisitions during the year - at cost	2,475	64	2,475	57
Increase from the acquisitions of investments in subsidiary	17	-	-	-
Disposal/write-off during the year	(5,158)	(2,113)	-	(2,113)
Reversal of allowance for impairment loss	-	2,113	-	2,113
Amortisation for the year	(1,612)	(1,943)	(27)	(33)
Translation adjustment	(114)	844	-	-
Net book value at end of year	21,399	25,791	5,369	2,921

#### 19. Other non-current assets

On 27 October 2022, the Board of Directors' Meeting No. 7/2022 resolved to approve the Company's investment in Asia Wealth Securities Company Limited ("AWS"), a company registered in Thailand and engaged in the securities brokerage business. On 4 November 2022, the Company executed a share purchase agreement with Asia Wealth Holding Co., Ltd. to acquire 26,694,228 ordinary shares. The value of the share purchase agreement amounted to Baht 372 million, representing 60% of the issued and paid-up capital. The Company made a deposit of Baht 20 million for the purchase of such shares.

On 18 November 2022, the Board of Directors' Meeting No. 9/2022 approved the Company's decision to terminate its investment in AWS and terminated all AWS share purchase agreements to mitigate the risk associated with investment in such company. The management put effort to follow up on the deposit but has not repaid yet. Therefore, during the year 2023, the management considered to set up allowance for impairment loss by Baht 20 million for such transaction. On 18 October 2023, the Company filed a complaint with the South Bangkok Civil Court as described in Note 34.4.3 to the consolidated financial statements.

#### 20. Bank overdrafts and short-term loans from banks

(Unit: Thousand Baht)

	Interest rate (% per annum)		Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022	2023	2022
Bank overdrafts	2.75 - 6.71	5.30	20,028	16,172	20,028	16,172
Promissory notes	2.00 - 6.10	1.30 - 4.85	255,251	278,687	240,946	250,000
Total			275,279	294,859	260,974	266,172

Bank overdrafts and promissory notes from banks are secured by the mortgage of the Group's land and structures thereon, certain trucks and trailers, and bank deposits.

As at 31 December 2023, the bank overdrafts and promissory note according to the credit facilities agreement of the Group have not yet been drawn down amounted to Baht 30.98 million and Baht 88.99 million, respectively, (2022: Baht 23.83 million and Baht 80.00 million) (the Company only: Baht 30.98 million and Baht 88.99 million (2022: Baht 23.83 million and Baht 70.00 million)).

## 21. Trade and other payables - other parties

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Trade accounts payable	81,208	109,872	27,436	39,357
Accrued expenses	12,686	18,947	8,773	12,324
Other payables	3,818	8,404	3,792	5,160
Total trade and other payables				
- other parties	97,712	137,223	40,001	56,841

## 22. Long-term loans from banks

(Unit: Thousand Baht)

Loan	Interest rate (% per annum)	Repayment schedule	Consolidated / Separate financial statements	
			2023	2022
1	2.00	Repay for 12 installments on monthly basis, Baht 0.83 million each, starting first installment on 3 March 2022 until 3 February 2023	-	2,500
2	MLR-2.15	Repay for 60 installments on monthly basis, Baht 0.48 million each, starting first installment on 30 April 2020 until 30 March 2025	6,831	12,591
3	Average MLR of 4 banks-1.46	Repay for 36 installments on monthly basis, Baht 0.43 - 0.50 million each, starting first installment on 30 June 2022 until 30 May 2025	8,464	13,889
4	Year 1 - 2 at rate of 2.00 Year 3 - 5 at rate of 6.00	Repay for 48 installments on monthly basis, Baht 0.42 million each, starting first installment on 17 September 2022 until 17 August 2026	13,333	18,333

Loan	Interest rate (% per annum)	Repayment schedule	Consolidated / Separate financial statements	
			2023	2022
5	MLR-1.00	Repay for 84 installments on monthly basis, Baht 0.72 million each, starting first installment on 30 April 2020 until 30 March 2027	27,825	36,405
6	MLR-2.15	Repay for 60 installments on monthly basis, Baht 0.05 million each, starting first installment on 22 November 2022 until 22 October 2027	2,258	2,869
7	Year 1 - 2 at rate of 2.00 Year 3 - 5 at rate of 4.23	Repay for 60 installments on monthly basis, Baht 1.04 million each, starting first installment on 25 November 2023 until 25 November 2027	47,917	50,000
Total			106,628	136,587
Less: Deferred transaction cost			(754)	(1,060)
Loans - net			105,874	135,527
Less: Current portion			(38,468)	(28,318)
Long-term loans, net of current portion			67,406	107,209

Movement of the long-term loan account during the years ended 31 December 2023 and 2022 are summarised below:

(Unit: Thousand Baht)

	Consolidated / Separate financial statements	
	2023	2022
Beginning balance	135,527	93,071
Additional borrowings	-	69,986
Repayments	(29,959)	(26,971)
Amortised transaction cost	306	166
Transaction cost	-	(725)
Ending balance	105,874	135,527

The Company's long-term loans from banks for loan credit facilities No. 2, 3, 5 and 7 are secured by the mortgage of the Company's land and structures thereon, containers, certain trucks and trailers, and bank deposits.

For loan credit facilities No. 1, 4 and 6 are unsecured loan.

The loan agreements contain several covenants which, among other things, require the Company to maintain debt-to-equity ratio and debt service coverage ratio at the rate described in the agreements.

As at 31 December 2023, the Company has remaining the long-term credit facilities that has not yet been drawn down Baht 13.01 million (2022: Bath 13.01 million).

### 23. Provision for long-term employee benefits

Provision for long-term employee benefits, which represents compensation payable to employees after they retire, was as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
<b>Provision for long-term employee benefits</b>				
at beginning of year	14,894	15,517	14,357	15,173
Included in profit or loss:				
Current service cost	11,114	(304)	10,623	(491)
Interest cost	531	(21)	529	(27)
Included in other comprehensive income:				
Actuarial (gain) loss arising from				
- Demographic assumptions changes	3,019	-	3,019	-
- Financial assumptions changes	(2,096)	-	(2,096)	-
- Experience adjustments	(8,635)	-	(8,635)	-
Acquisition of subsidiary	46	-	-	-
Disposal of subsidiary	(492)	-	-	-
Benefits paid during the year	(7,818)	(298)	(7,709)	(298)
<b>Provision for long-term employee benefits</b>				
at end of year	10,563	14,894	10,088	14,357

The Group does not expect to pay for long-term employee benefits during the next year.

As at 31 December 2023, the weighted average duration of the liabilities for long-term employee benefit is 12 - 21 years (2022: 23 - 27 years) (the Company only: 21 years (2022: 23 years)).

Significant actuarial assumptions are summarised below:

	(Unit: percent per annum)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Discount rate	3.1	1.2 - 1.6	3.1	1.2
Salary increase rate	5.0	5.0	5.0	5.0
Staff turnover rate (depending on age)	11 - 23	16 - 23	11 - 23	16 - 23



The result of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligation as at 31 December 2023 and 2022 are summarised below:

(Unit: Thousand Baht)

	2023			
	Consolidated financial statements		Separate financial statements	
	Increase 1.0%	Decrease 1.0%	Increase 1.0%	Decrease 1.0%
Discount rate	(1,117)	1,266	(1,117)	1,266
Salary increase rate	1,219	(1,099)	1,219	(1,099)
Staff turnover rate (depending on age)	(1,232)	721	(1,232)	721

(Unit: Thousand Baht)

	2022			
	Consolidated financial statements		Separate financial statements	
	Increase 1.0%	Decrease 1.0%	Increase 1.0%	Decrease 1.0%
Discount rate	(75) - (1,317)	89 - 1,463	(1,317)	1,463
Salary increase rate	91 - 1,807	(78) - (1,643)	1,807	(1,643)
Staff turnover rate (depending on age)	(84) - (1,448)	39 - 706	(1,448)	706

## 24. Income tax

Income tax expenses for the years ended 31 December 2023 and 2022 are made up as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
<b>Current income tax:</b>				
Current income tax charge	310	9,140	-	7,937
<b>Deferred tax:</b>				
Relating to origination and reversal of temporary differences	(37,665)	(1,894)	(37,357)	(1,640)
<b>Income tax expense (revenue) reported in profit or loss</b>	<b>(37,355)</b>	<b>7,246</b>	<b>(37,357)</b>	<b>6,297</b>

The amounts of income tax relating to each component of other comprehensive income for the years ended 31 December 2023 and 2022 are as follows:

(Unit: Thousand Baht)

Consolidated

Separate

	financial statements		financial statements	
	2023	2022	2023	2022
Deferred tax relating to actuarial gain	1,543	-	1,543	-
	<u>1,543</u>	<u>-</u>	<u>1,543</u>	<u>-</u>

The reconciliation between accounting profit and income tax expense is shown below:

	Consolidated		(Unit: Thousand Baht)	
	financial statements		Separate	
	2023	2022	2023	2022
Accounting profit (loss) before tax	<u>(365,578)</u>	<u>1,341</u>	<u>(228,024)</u>	<u>33,839</u>
Applicable tax rate	8.84% - 21%	8.84% - 21%	20%	20%
Accounting profit (loss) before tax multiplied by income tax rate	(70,352)	1,361	(45,605)	6,768
Effects of:				
Non-deductible expenses	9,137	375	8,761	384
Additional expense deductions allowed	(516)	(1,123)	(513)	(855)
Unused tax loss not expected to benefit	24,376	6,633	-	-
Total	<u>32,997</u>	<u>5,885</u>	<u>8,248</u>	<u>(471)</u>
Income tax expense (revenue) reported in profit or loss	<u>(37,355)</u>	<u>7,246</u>	<u>(37,357)</u>	<u>6,297</u>

The components of deferred tax assets and deferred tax liabilities are as follows:

	(Unit: Thousand Baht)	
	Consolidated financial statements	Separate financial statements
	2023	2022
<b>Deferred tax assets</b>		
Allowance for expected credit losses	11,572	5,252
Allowance for diminution in value of inventories	-	16
Allowance for asset impairment	11,969	63
Depreciation for building improvement	100	61
Provision for long-term employee benefits	2,103	3,101
Provision for liabilities from lawsuits	10,959	-
Unused tax losses	7,237	-
<b>Total</b>	<b>43,940</b>	<b>8,493</b>
<b>Deferred tax liabilities</b>		
Depreciation for building improvement	(342)	(374)
Lease liabilities	(1,582)	(1,259)
<b>Total</b>	<b>(1,924)</b>	<b>(1,633)</b>
<b>Deferred tax assets - net</b>	<b>42,016</b>	<b>6,860</b>
<b>Presentation in the statements of financial position is as follow:</b>		
Deferred tax assets	42,358	7,234
Deferred tax liabilities	(342)	(374)
<b>Deferred tax assets - net</b>	<b>42,016</b>	<b>6,860</b>

As at 31 December 2023, the Group has unused tax losses totaling Baht 147.8 million (2022: Baht 53.1 million) which the Group did not recognise the deferred tax assets.

## 25. Debentures

On 26 July 2022, the Extraordinary General Meeting of the Company's shareholders No. 2/2022 approved to issue and offer all types of debentures not exceeding Baht 1,000 million with a maximum tenor of 2 years and interest rates determined by market conditions during the issue and offering period. The debentures are offered at one time or multiple times as deemed appropriate to support business expansion and the Company's operations. As at 31 December 2023, the Company has not issued the debentures.

## 26. Share capital

### Registered share capital

On 22 February 2023, a meeting of the Company's Board of Directors No.1/2023 approved the following resolutions.

- Proposed to the Annual General Meeting of Shareholders to consider and approve the decrease in the Company's registered share capital of Baht 2,609,233 from Baht 134,667,731 to Baht 132,058,498 by cancelling 10,436,931 registered ordinary shares with a par value of Baht 0.25 per share, which were remaining shares from the offering through private placement. As a result, the registered share capital of the Company will decrease from 538,670,924 shares to 528,233,993 shares.
- Proposed to the Annual General Meeting of Shareholders to consider and approve the amendment of the Memorandum of Association to reflect the reduction of the Company's registered capital from 538,670,924 shares to 528,233,993 shares.

On 21 April 2023, the Annual General Meeting of Shareholders No. 1/2023 resolved to approve the reduction in the Company's registered capital of Baht 2,609,233 from Baht 134,667,731 to Baht 132,058,498 by cancelling 10,436,931 ordinary shares with a par value of Baht 0.25 per share, which were the remaining ordinary shares from the issuance and offering to private placement. The meeting also approved the amendment of the Memorandum of Association to comply with the reduction of the Company's registered capital from 538,670,924 shares to 528,233,993 shares. The Company completed the reduction of the registered capital and the amendment of the Memorandum of Association with the Ministry of Commerce on 26 May 2023.

## 27. Statutory reserve

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside a statutory reserve at least 5 percent of its net profit after deducting accumulated deficit brought forward (if any), until the reserve reaches 10 percent of the registered capital. The statutory reserve is not available for dividend distribution. At present, the statutory reserve has fully been set aside (2022: Baht 727,044).

## 28. Finance income

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Interest income on bank deposits	3,486	306	790	247
Interest income from account receivable				
from disposal of investment	3,164	1,175	3,164	1,175
Interest income from loans	-	-	3,479	825
Total	6,650	1,481	7,433	2,247

## 29. Finance cost

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Interest expenses on borrowings	16,873	11,479	14,703	9,732
Interest expenses on lease liabilities	3,657	2,016	1,798	1,376
Total	20,530	13,495	16,501	11,108

## 30. Expenses by nature

Significant expenses classified by nature are as follows:

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Salaries and wages and other employee benefits	106,748	118,632	67,798	76,212
Directors remuneration	70,522	35,968	57,700	23,329
Depreciation and amortisation	48,179	45,130	29,329	26,270
Air and sea freight	296,655	1,059,269	169,658	696,550
Custom clearance	4,988	4,132	4,921	4,132
Commission	27,383	39,770	26,581	38,333
Transportation	118,872	211,948	96,151	149,726
Expense for head trailer	12,037	17,438	12,037	17,438
Service expense - Sea	6,157	5,779	6,157	5,779
Loss on impairment of assets (reversal)	39,527	(2,113)	39,527	(2,113)
Loss on impairment of investment	20,000	-	20,000	-
Rental and service	14,095	13,218	11,329	11,640
Travelling	3,088	5,555	3,045	5,400
Entertainment	4,491	4,144	4,168	3,765
Professional fees	19,336	7,624	14,885	7,624
Interest expenses on borrowings	14,630	10,734	14,703	9,733
Interest expenses on lease liabilities	3,657	2,016	1,798	1,376
Loss on exchange rate	3,485	2,222	2,985	1,999
Provision for litigation cases	54,797	-	54,797	-

### 31. Earnings (loss) per share

Basic earnings (loss) per share is calculated by dividing profit (loss) for the year attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the year.

The following table sets forth the computation of basic earnings (loss) per share:

Consolidated financial statements					
Loss for the year		Weighted average number of ordinary shares		Loss per share	
2023	2022	2023	2022	2023	2022
(Thousand Baht)	(Thousand Baht)	(Thousand shares)	(Thousand shares)	(Baht)	(Baht)
<b>Basic loss per share</b>					
Loss attributable to equity holders of the Company					
<u>(328,561)</u>	<u>(6,628)</u>	<u>528,234</u>	<u>522,961</u>	<u>(0.622)</u>	<u>(0.013)</u>
Separate financial statements					
Profit (loss) for the year		Weighted average number of ordinary shares		Earnings (loss) per share	
2023	2022	2023	2022	2023	2022
(Thousand Baht)	(Thousand Baht)	(Thousand shares)	(Thousand shares)	(Baht)	(Baht)
<b>Basic earnings (loss) per share</b>					
Profit (loss) attributable to equity holders of the Company					
<u>(190,667)</u>	<u>27,542</u>	<u>528,234</u>	<u>522,961</u>	<u>(0.361)</u>	<u>0.053</u>

### 32. 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 chief operating decision maker has been identified as Chief Executive Officer.

For management purposes, the Group is organised into business units based on its services and has four reportable segments as follows:

- Land transportation
- Freight forwarder
- Non-Vessel Operating Common Carrier (NVOCC)
- Producing and distributing dialysis

No operating segments have been aggregated to form the above reportable operating segments.

The chief operating decision maker monitors the operating results of the business units separately for the purpose of making decisions about resource allocation and assessing performance. Segment performance is measured based on operating profit or loss and total assets and on a basis consistent with that used to measure operating profit or loss and total assets in the financial statements. The basis of accounting for any transactions between reportable segments is consistent with that for third party transactions.

During the current year, the Group stopped recognizing the operating revenue of the production and distribution of dialysis solutions from 23 May 2023 onwards, due to the disposal of its investment in Grace Water Med Co., Ltd. (a subsidiary) as described in Note 14 to the consolidated financial statements. The discontinuation of revenue recognition does not have a material impact on the Group's financial position as the revenue share of the said subsidiary for the year ended 31 December 2022 amounted to Baht 104.45 million, representing 5.49% of the Group's total revenue.

The following tables present revenue and profit information regarding the Group's operating segments for the year ended 31 December 2023 and 2022.

(Unit: Million Baht)

For the year ended 31 December

	Non-vessel operating														Consolidated financial	
	Land transportation		Freight forwarder		common carrier (NVOCC)		Producing and selling dialysis		Others		Total reportable segments		Eliminations		statements	
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
<b>Revenues</b>																
Revenues from external																
customers	155.19	109.44	310.79	1,044.90	176.97	644.80	45.03	104.45	-	-	687.98	1,903.59	-	-	687.98	1,903.59
Inter-segment revenues	-	-	17.51	43.79	0.30	10.10	-	-	-	-	17.81	53.89	(17.81)	(53.89)	-	-
<b>Total revenues</b>	<b>155.19</b>	<b>109.44</b>	<b>328.30</b>	<b>1,088.69</b>	<b>177.27</b>	<b>654.90</b>	<b>45.03</b>	<b>104.45</b>	<b>-</b>	<b>-</b>	<b>705.79</b>	<b>1,957.48</b>	<b>(17.81)</b>	<b>(53.89)</b>	<b>687.98</b>	<b>1,903.59</b>
<b>Segment operating profit (loss)</b>	<b>(2.09)</b>	<b>0.64</b>	<b>96.40</b>	<b>173.04</b>	<b>33.57</b>	<b>65.89</b>	<b>9.10</b>	<b>24.23</b>	<b>(59.48)</b>	<b>-</b>	<b>77.50</b>	<b>263.80</b>	<b>-</b>	<b>-</b>	<b>77.50</b>	<b>263.80</b>
<b>Unallocated revenues and expenses:</b>																
Gain from disposal of investment in subsidiary															19.85	-
Other income															14.67	35.33
Selling and distribution expenses															(28.18)	(43.82)
Administrative expenses															(288.68)	(234.71)
Expected credit losses															(37.38)	(13.16)
Loss on impairment of investment in associate															(20.00)	-
Loss on impairment of assets															(39.53)	2.11
Provision for litigation cases															(54.80)	-
Share of gain on investments in associates															4.85	3.81
Finance income															6.65	1.48
Finance cost															(20.53)	(13.50)
Income tax revenue (expense)															37.36	(7.25)
Loss for the year															(328.22)	(5.91)
Non-controlling interest of the subsidiary															(0.34)	(0.72)
<b>Loss attributable to equity holders of the Company</b>															<b>(328.56)</b>	<b>(6.63)</b>



### Major customer information

For the years 2023 and 2022, the Group has no major customer with revenue of 10% or more of the entity's revenues.

### 33. Provident fund

The Company and its employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. Both employees and the Company contribute to the fund monthly at the rate of 5% of basic salary. The fund, which is managed by K Master Pooled Fund, will be paid to employees upon termination in accordance with the fund rules. The contributions for the year 2023 amounting to Baht 2.37 million (2022: Baht 2.62 million) were recognised as expenses.

### 34. Commitments and contingent liabilities

#### 34.1. Capital commitments

As at 31 December 2023 and 2022, the Company had capital commitments as follows:

	(Unit: Million Baht)	
	Consolidated / Separate	
	financial statements	
	31 December 2023	31 December 2022
<b>Capital commitments</b>		
- Agreements relating to the computer software	-	2.48
- Agreements of interior decoration	2.52	-

#### 34.2. Commitments in respect of uncalled investments

As at 31 December 2023 and 2022, the Company has uncalled portion of investment in two subsidiaries as follows:

	(Unit: Million Baht)	
	31 December	31 December
	2023	2022
Golden Supply Co., Ltd.	7.5	7.5
Asset Security Co., Ltd.	2.1	-

### 34.3. Guarantees

(Unit: Million Baht)

Consolidated / Separate  
financial statements

31 December 2023	31 December 2022
---------------------	---------------------

- Letter of guarantee relating payments of fee and others related with logistics	0.5	0.6
- Letter of guarantee relating contractual performance regarding being logistic operator	0.5	0.5

### 34.4. Litigation

#### The Company as Defendant

34.4.1) On 5 August 2022, a group of three timber trading companies filed lawsuits with the Central Intellectual Property and International Trade Court, alleging that the Company, as the co-defendants with a company and an individual, breached the sea freight contract by suspending the delivery of the original bill of lading to the plaintiff. The indictment demands the turnover of the bill of lading and damages for the goods, along with interest totaling Baht 55 million.

During the year 2023, the Central Intellectual Property and International Trade Court ruled on the lawsuits of three timber trading companies, ordering the Company to hand over the bill of lading and pay joint damages totaling Baht 51 million plus interest at the rate of 5% per annum. Therefore, the management of the Company recorded a provision for liability arising from this lawsuit for compensation regarding damages from not delivering the bills of lading of three timber trading companies, totaling Baht 55 million in the income statement for the year 2023.

However, the Company is in the process to file this case to the Appeal Court.

#### The Company as the plaintiff

34.4.2) On 8 July 2022, the Company, as the plaintiff, file a complaint with the Central Intellectual Property and International Trade Court, alleging that three timber trading companies, as the first defendant. A local company as the 2nd defendant and a person as the 3rd defendant owed money for the transportation of goods. The three defendants jointly compensated the service fees in the amount of Baht 21.77 million plus interest at the rate of 5% per annum.

On 24 July 2023, the Central Intellectual Property and International Trade Court ruled on the lawsuit of two timber trading companies, dismissing the case against the 1st defendant and ordering the 2nd and 3rd defendants to

collectively pay sum of Baht 21.77 million, along with an interest rate of 5% per annum, to the Company. On 11 August 2023, the Central Intellectual Property and International Trade Court ruled on the third timber trading company's lawsuit, dismissing all charges against the defendants. Currently, the Company is in the process of filing this case to the Appeal Court.

34.4.3) On 18 October 2023, the Company, as the plaintiff, filed a lawsuit with the Bangkok South Civil Court, alleging that a company in Thailand (the defendant) breached the share purchase agreement with the plaintiff. This breach resulted in the Company's inability to attain the objectives of the share purchasing as described in Note 19. The Company seeks the return of the deposit amounting to Baht 20 million including the interest at a rate of 15 percent per annum under the share purchase agreement from the defendant. Currently, the outcome of the lawsuit remains pending and depends on the future judicial proceedings.

### 35. Fair value hierarchy

As at 31 December 2023 and 2022, the Group had assets that were disclosed at fair value using different levels of inputs as follows:

(Unit: Thousand Baht)

	Consolidated / Separate financial statements			
	31 December 2023			
	Level 1	Level 2	Level 3	Total
Assets for which fair value are disclosed				
Investment properties	-	-	20.25	20.25

(Unit: Thousand Baht)

	Consolidated / Separate financial statements			
	31 December 2022			
	Level 1	Level 2	Level 3	Total
Assets for which fair value are disclosed				
Investment properties	-	-	74.57	74.57

### 36. Financial instruments

#### 36.1. Financial risk management objectives and policies

The Group's financial instruments principally comprise cash and cash equivalents, trade accounts receivable, loans, investments, and short-term and long-term loans. The financial risks associated with these financial instruments and how they are managed is described below.

## Credit risk

The Group is exposed to credit risk primarily with respect to trade accounts receivable, deposits with banks and loans. The maximum exposure to credit risk is limited to the carrying amounts as stated in the statement of financial position.

### Trade accounts receivable

The Group manages the risk by adopting appropriate credit control policies and procedures and therefore does not expect to incur material financial losses. Outstanding trade accounts receivable are regularly monitored. The Group does not have high concentrations of credit risk since it has a large customer base in various industries.

An impairment analysis is performed at each reporting date to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar credit risks. The Group classifies customer segments by customer type and rating. The calculation of expected credit loss reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade accounts receivable are written-off when having highly probable for uncollectible and the necessary process is performed.

## Market risk

There are two types of market risk comprising foreign currency risk and interest rate risk.

### Foreign currency risk

The Group's exposure to the foreign currency risk relates primarily to its trading transactions that are denominated in foreign currencies and translation of the Group's investments in foreign operations.

As at 31 December 2023 and 2022, the balances of financial assets and liabilities denominated in foreign currencies are summarised below:

Consolidated financial statements						
Foreign currencies	Financial assets		Financial liabilities		Average exchange rate	
	2023	2022	2023	2022	2023	2022
	(Thousand)	(Thousand)	(Thousand)	(Thousand)	(Baht per 1 foreign currency unit)	
<i>US Dollar</i>	1,944.70	1,931.95	984.16	619.32	34.22	34.56
<i>EUR</i>	2.02	-	1.88	35.17	38.03	36.83
<i>Singapore Dollar</i>	20.09	444.99	54.05	55.99	25.97	25.72

Separate financial statements

Foreign currencies	Financial assets		Financial liabilities		Average exchange rate	
	2023	2022	2023	2022	2023	2022
	(Thousand)	(Thousand)	(Thousand)	(Thousand)	(Baht per 1 foreign currency unit)	
US Dollar	756.93	1,154.40	179.79	170.29	34.22	34.56
EUR	2.02	-	1.85	35.17	38.03	36.83

*Foreign currency sensitivity*

The following tables demonstrate the sensitivity of the Group's profit before tax to a reasonably possible change in US Dollar exchange rates, with all other variables held constant.

Currency	2023		2022	
	Increase/decrease	Effect on profit before tax	Increase/decrease	Effect on profit before tax
	(%)	(Million Baht)	(%)	(Million Baht)
US Dollar	+1.0	0.33	+1.0	0.45
	-1.0	(0.33)	-1.0	(0.45)

This information is not a forecast or prediction of future market conditions and should be used with care.

The impact on the Group's profit before tax is due to changes in the fair value of monetary assets and liabilities as at 31 December 2023 and 2022. The Group's exposure to foreign currency changes for all other currencies is not material.

**Interest rate risk**

The Group's exposure to interest rate risk relates primarily to short-term loan to other party, restricted bank deposits, loans from banks and lease liabilities. Most of the Group's financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate.

The Group manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

As at 31 December 2023 and 2022, significant financial assets and liabilities classified by type of interest rate are summarised in the table below, with those financial assets and liabilities that carry fixed interest rates further classified based on the maturity date, or the repricing date if this occurs before the maturity date.

(Unit: Million Baht)

Consolidated financial statements							
As at 31 December 2023							
	Fixed interest rates			Floating interest rate	Non- interest bearing	Total	Effective interest rate  (% per annum)
	Within	1-5	Over				
	1 year	years	5 years				
<b>Financial assets</b>							
Cash and cash equivalents	-	-	-	14.89	25.64	40.53	0.05 - 1.30
Trade and other receivables	-	-	-	-	133.45	133.45	-
Short-term loan to other party	27.00	-	-	-	-	27.00	6.00
Restricted bank deposits	-	-	-	121.88	-	121.88	0.15 - 1.30
	27.00	-	-	136.77	159.09	322.86	
<b>Financial liabilities</b>							
Bank overdrafts and short-term							
loans from banks	275.28	-	-	-	-	275.28	2.00 - 6.71
Trade and other payables	-	-	-	-	98.17	98.17	-
Lease liabilities	24.91	41.17	-	-	-	66.08	2.00 - 6.00
Long-term loans from banks	17.63	43.23	-	45.02	-	105.88	Note 22
	317.82	84.40	-	45.02	98.17	545.41	

(Unit: Million Baht)

	Consolidated financial statements						
	As at 31 December 2022						
	Fixed interest rates						
	Within	1-5	Over	Floating	Non- interest		Effective
	1 year	years	5 years	interest rate	bearing	Total	interest rate
							(% per annum)
Financial assets							
Cash and cash equivalents	-	-	-	138.63	110.58	249.21	0.05 - 0.55
Trade and other receivables	-	-	-	-	252.38	252.38	-
Account receivable from disposal							
of investment	-	-	-	19.06	-	19.06	3.47
Restricted bank deposits	-	-	-	111.63	-	111.63	0.15 - 0.65
	-	-	-	269.32	362.96	632.28	
Financial liabilities							
Bank overdrafts and short-term							
loans from banks	294.86	-	-	-	-	294.86	1.30 - 4.85
Trade and other payables	-	-	-	-	137.38	137.38	-
Lease liabilities	23.90	53.44	-	-	-	77.34	0.42 - 4.32
Long-term loans from banks	7.72	62.62	-	65.19	-	135.53	Note 22
Long-term loans from related persons	-	10.00	-	-	-	10.00	5.50
	326.48	126.06	-	65.19	137.38	655.11	

(Unit: Million Baht)

Separate financial statements						
As at 31 December 2023						
	Fixed interest rates			Floating interest rate	Non- interest bearing	Effective interest rate (% per annum)
	Within 1 year	1-5 years	Over 5 years			
<b>Financial assets</b>						
Cash and cash equivalents	-	-	-	11.18	6.23	17.41 0.05 - 1.30
Trade and other receivables	-	-	-	-	138.49	138.49 -
Short-term loans to subsidiaries	35.00	-	-	-	-	35.00 6.00
Restricted bank deposits	-	-	-	111.89	-	111.89 0.15 - 1.30
	35.00	-	-	123.07	144.72	302.79
<b>Financial liabilities</b>						
Bank overdrafts and short-term loans from banks	260.97	-	-	-	-	260.97 2.00 - 6.71
Trade and other payables	-	-	-	-	41.15	41.15 -
Lease liabilities	12.13	26.53	-	-	-	38.66 2.59 - 4.76
Long-term loans from banks	17.63	43.23	-	45.02	-	105.88 Note 22
	290.73	69.76	-	45.02	41.15	446.66

(Unit: Million Baht)

Separate financial statements						
As at 31 December 2022						
	Fixed interest rates			Floating interest rate	Non- interest bearing	Effective interest rate (% per annum)
	Within 1 year	1-5 years	Over 5 years			
<b>Financial assets</b>						
Cash and cash equivalents	-	-	-	126.98	47.66	174.64 0.05 - 0.55
Trade and other receivables	-	-	-	-	122.10	122.10 -
Account receivable from disposal of investment	-	-	-	19.06	-	19.06 3.47
Short-term loans to subsidiaries	20.29	-	-	-	-	20.29 5.00
Restricted bank deposits	-	-	-	101.62	-	101.62 0.15 - 0.65
	20.29	-	-	247.66	169.76	437.71
<b>Financial liabilities</b>						
Bank overdrafts and short-term loans from banks	266.17	-	-	-	-	266.17 1.30 - 4.85
Trade and other payables	-	-	-	-	60.13	60.13 -
Lease liabilities	11.35	29.18	-	-	-	40.53 2.5 - 4.32
Long-term loans from banks	7.72	62.62	-	65.19	-	135.53 Note 22
	285.24	91.80	-	65.19	60.13	502.36

### Interest rate sensitivity

The following table demonstrates the sensitivity of the Group's profit before tax to a reasonably possible change in interest rates on that portion of floating rate loans to and loans from affected as at 31 December 2023 and 2022.

Currency	2023		2022	
	Increase/ decrease	Effect on profit before tax	Increase/ decrease	Effect on profit before tax
	(%)	(Thousand Baht)	(%)	(Thousand Baht)
Baht	+1.0	(0.62)	+1.0	(1.18)
	-1.0	0.62	-1.0	1.18

The above analysis has been prepared assuming that the amounts of the floating rate loans to, loans from, and all other variables remain constant over one year. Moreover, the floating legs of these loans to, loans from are assumed to not yet have set interest rates. As a result, a change in interest rates affects interest payable for the full 12-month period of the sensitivity calculation. This information is not a forecast or prediction of future market conditions and should be used with care.

### Liquidity risk

The Group monitors the risk of a shortage of liquidity through the use of bank overdrafts, loans from bank, trade and other payables and lease liabilities. The Group manages these liabilities which maturing within 12 months by considering cash inflow and outflow from operating activities and daily liquidity. In addition, the Group manages payment due date of liabilities are not concentrated to lower liquidity risk.

The table below summarises the maturity profile of the Group's non-derivative financial liabilities as at 31 December 2023 and 2022 based on contractual undiscounted cash flows including interest payment.



(Unit: Thousand Baht)

Consolidated financial statements					
As at 31 December 2023					
	On		1 to 5	More than 5	
	demand	Less than 1 year	years	years	Total
<b>Non-derivatives</b>					
Bank overdraft and short-term loans from banks	-	254,333	-	-	254,333
Trade and other payables	-	98,171	-	-	98,171
Lease liabilities	-	27,485	43,645	-	71,130
Long-term loans from banks	-	38,561	68,067	-	106,628
<b>Total non-derivatives</b>	-	418,550	111,712	-	530,262

(Unit: Thousand Baht)

Consolidated financial statements					
As at 31 December 2022					
	On		1 to 5	More than 5	
	demand	Less than 1 year	years	years	Total
<b>Non-derivatives</b>					
Bank overdraft and short-term loans from banks	-	294,874	-	-	294,874
Trade and other payables	-	137,375	-	-	137,375
Lease liabilities	-	26,907	57,573	-	84,480
Long-term loans from banks	-	29,082	107,505	-	136,587
Long-term loans from related persons	-	-	10,459	-	10,459
<b>Total non-derivatives</b>	-	488,238	175,537	-	663,775

(Unit: Thousand Baht)

Separate financial statements					
As at 31 December 2023					
	On demand	Less than 1 year	1 to 5 years	More than 5 years	Total
<b>Non-derivatives</b>					
Bank overdraft and short-term loans from banks	-	240,028	-	-	240,028
Trade and other payables	-	41,146	-	-	41,146
Lease liabilities	-	13,536	28,202	-	41,738
Long-term loans from banks	-	38,561	68,067	-	106,628
<b>Total non-derivatives</b>	-	333,271	96,269	-	429,540

(Unit: Thousand Baht)

Separate financial statements					
As at 31 December 2022					
	On demand	Less than 1 year	1 to 5 years	More than 5 years	Total
<b>Non-derivatives</b>					
Bank overdraft and short-term loans from banks	-	266,188	-	-	266,188
Trade and other payables	-	60,129	-	-	60,129
Lease liabilities	-	12,702	31,456	-	44,158
Long-term loans from banks	-	29,082	107,505	-	136,587
<b>Total non-derivatives</b>	-	368,101	138,961	-	507,062

### 36.2. Fair values of financial instruments

Since the majority of the Group's financial instruments are short-term in nature or carrying interest at rates close to the market interest rates, their fair value is not expected to be materially different from the amounts presented in the statement of financial position.

The methods and assumptions used by the Grouping estimating the fair value of financial instruments are as follows:

- For financial assets and liabilities which have short-term maturities, including cash and cash equivalents, accounts receivable and short-term loans to related parties, accounts payable and short-term loans from banks, the carrying amounts in the statement of financial position approximate their fair value.
- The fair value of long-term loans is estimated by discounting expected future cash flows by the current market interest rate of loans with similar terms and conditions.
- The fair value of fixed rate long-term loans is estimated by discounting expected future cash flows by the current market interest rate of loans with similar terms and conditions.

d) The carrying amounts of long-term loans carrying interest at rates approximating the market rate, in the statement of financial position approximates their fair value.

During the current year, there were no transfers within the fair value hierarchy.

### 37. Capital management

The primary objective of the Company's capital management is to ensure that it has appropriate capital structure in order to support its business and maximise shareholder value. As at 31 December 2023, the Company and its subsidiaries' debt-to-equity ratio was 1.89:1 (2022: 1.01:1) (the Company only 1.11:1 (2022: 0.79:1)). In addition, the Group's current ratio was 0.46:1 (2022: 1.22:1) (the Company only: 0.54:1 (2022: 1.10:1)). The Group used bank deposits amounting to Baht 122 million (the Company only: Baht 112 million) to guarantee for credit facilities received from banks since the management considered that it makes the capital management more flexible and if bank deposits are included in calculating current ratio, current ratio would be 0.73:1 (the Company only: 0.85:1).

### 38. Events after the reporting period

On 4 January 2024, the Company's Board of Directors' meeting No. 1/2024 approved as the following resolutions.

- Approved the establishment of a joint venture company with the Industrial Estate Authority of Thailand (IEAT). The registered capital amounting to Baht 10 million. The Company's shareholding is 75% of such company's registered capital.
- Approve the additional purchase of 7,503 shares, equivalent to 15%, from Asset Security Co., Ltd. (a subsidiary company) by 23 January 2024, at a price of Baht 100 each, representing the par value of the shares. Following the transaction, the Company's interest will increase to 70% of the shares.
- Approve the change of a subsidiary company name from Asset Security Co., Ltd. to Harmony Intertech Co., Ltd. The business type and nature have also been modified from personal security business to procurement and fulfillment business.

The name change was duly registered with the Ministry of Commerce on 25 January 2024.

On 27 February 2024, the Company's Board of Directors' meeting No. 2/2024 approved as the following resolutions.

- Approved the business restructuring plan via the Direct Transfer method and/or asset leasing, including any associated or requisite actions for such transactions. This involves the establishment of a new subsidiary company, with the parent company holding a 100% interest. Following the restructuring, the Company will transition into a holding company focused on business investment, while the newly established subsidiary will provide logistics services. The parent company will retain its status as a publicly listed company in Thailand.
- Approved the establishment of a new subsidiary company to assume the transfer of logistics operations and/or lease assets in the logistics business.
- Approved the additional purchase of 15,000 shares, equivalent to 30%, from Harmony Intertech Co., Ltd. (a subsidiary company), at a price of Baht 100 each, representing the par value of the shares. Following the transaction, the Company's interest will increase to 100% of the shares.

- Approved the loan application from a domestic bank for an amount up to Baht 20 million, with a trailer truck pledged as collateral.
- Approved the issuance and offering of promissory notes and/or debentures and/or any other debt securities with an accumulative value not exceeding Baht 100 million within two years.
- Approved to increase in the share capital, following the general mandate, through the issuance of 52,800,000 new ordinary shares with a par value of Baht 0.25 per share to be offered on a private placement. In this regard, the registered capital increased from Baht 132,058,498 to 145,258,498.
- Approved the amendment of the Memorandum of Association to align with the Company's capital increase.
- Approved the allocation of the Company's new ordinary shares in order to accommodate the capital increase following the general mandate not exceeding 52,800,000 shares with a par value of Baht 0.25 each.

### 39. Approval of consolidated financial statements

These consolidated financial statements were authorised for issue by the Company's Board of Directors on 27 February 2024.



# Part 4

Certifies the Correctness and Completeness



# CONFIRMATION OF INFORMATION ACCURACY

"We have duly verified the information contained in this Prospectus. We hereby certify that all of the aforementioned documents are correct and complete in all respects. We also certify that the said documents neither contain any false nor misleading statement nor omission of any material statement that should have been stated therein. In addition, the Company certifies that:

(1) Financial Statement and Financial information summarized in this Prospectus has presented accurate and complete information regarding the materiality of financial status, operating performance and cash flow of the Company and subsidiary companies.

(2) The Company has a good information disclosure system to ensure that the Company has disclosed the material statement of the Company and its subsidiaries correctly and completely, as well as oversaw the implementation of the said system.

(3) The Company has arranged a good internal control system and oversaw the implementation of the said system. In addition, the Company has informed the information of Evaluation of the Internal Control System to the auditor and the audit committee of the Company on 22 February 2023, covering the defects and significant changes in the internal control system, including any improper actions that may affect the preparation of the financial statements of the Company and its subsidiaries.

"In this regard, as evidence that all documents are the same set of the exact documents to which I have certified. I have authorized Mrs. Ravipa Koekkaivan to sign an initial of signature on each and every page of the documents. Any document without the initial of signature of Mrs. Ravipa Koekkaivan shall not be regarded as the information to which I have certified as above aforementioned."

Name		Position	Signed
1. Mr. Pongthep	Vichaikul	Director	.....
2. Mr. Wit	Sangwitayano	Director	.....
	n		

## Proxy

Name		Position	Signed
1. Mrs. Ravipa	Koekkaivan	Director	.....



## Adm. Surapong Amnucksoradeja

Independent Director / Chairman

Age 66 years Nationality : Thai

### Education Qualification

#### Master's Degree

Master of Public Administration, Burapha University

#### Bachelor's Degree

Mechanical Engineering, Burapha University

### Holding the post of the Company's Director / Independent Director

2 year and 7 months

### Appointed as a Director / Independent Director

16 August 2021

### Family relationship with the management

- None –

### No. of share held (Own / Spouse / Minor Child) (%)

Mrs. Phornkamol Amnucksoradeja (Spouse)

270,000 shares 0.051%

### Directorship in other (Listed Company)

- None –

### Directorship in other (Non-Listed Company)

- None –

### Directorship in Related Companies

- None –

### Directorship in Companies That May Cause the Conflict of Interest to the Company

- None –

### Working Experiences

2021 – Present	Independent Director / Chairman	NCL International Logistics PCL.
2016	Deputy Commander of Royal Thai Fleet	Royal Thai Fleet, Royal Thai Navy
2016	Representative of Thai Navy for check and test Factory Acceptance Test, HVAT, HTMS Prachuap Khiri Khan, Singapore	
2015	Deputy Commander of Second Naval Area Command	Royal Thai Navy
2015	Hotel Manager	Navy Phirom Hua Hin Hotel, Royal Thai Navy
2013	Deputy Commissioner of Navy Education Department	Navy Education Department, Royal Thai Navy
2013	Manager of gas station	Navy Education Department, Royal Thai Navy
2013	Manager of Salaya Navy golf course	Navy Sports Center, Royal Thai Navy
2011	Manager of Saving Cooperative	Royal Thai Navy Dockyard, Royal Thai Navy
2002	Representative of Thai Navy for check and test Test Bench System, MTU, Germany	



## RAdm. Pattana Pibultip

Independent Director / Audit Committee / Risk Management  
Committee / Nomination and Remuneration Committee /  
Chairman of Corporate Governance Committee  
Age 66 years Nationality : Thai

### Education Qualification

- Armed Forces Academies Preparatory School 16
- Royal Thai Naval Academy 73
- Naval Command and Staff College 55
- Naval War College 35

Holding the post of the Company's Director / Independent Director  
4 months

Appointed as a Director / Independent Director  
18 December 2023

Family relationship with the management  
- None –

### Working Experiences

2023 – Present	Independent Director / Audit Committee / Risk Management Committee / Nomination and Remuneration Committee / Chairman of Corporate Governance Committee	NCL International Logistics PCL.
2014	Assistant military officer at Office of the Naval Attaché Royal Thai Embassy, Washington D.C.	
2011	Deputy Director	Naval Supply Department
1989	Deputy Chief	Naval Supply Department

### No. of share held (Own / Spouse / Minor Child) (%)

- None –

### Directorship in other (Listed Company)

- None –

### Directorship in other (Non-Listed Company)

- None –

### Directorship in Related Companies

- None –

### Directorship in Companies That May Cause the Conflict of Interest to the Company

- None –





## Mr. Parnkorn Kirativarasedt

Independent Director / Director / Audit Committee /  
Chairman of Risk Management Committee /  
Chairman of Nomination and Remuneration Committee /  
Corporate Governance and Sustainable Committee  
Age 45 Year    Nationality : Thai

### Working Experiences

#### Bachelor Degree

Major Accountancy, Chulalongkorn University

#### MBA

MBA, Sasin School of Management

### Training Course

Director Certification Program (DCP) Batch 76

Thai Institute of Director (IOD)

### Holding the post of the Company's Director / Independent Director

1 year

### Appointed as a Director / Independent Director

28 April 2023

### Family relationship with the management

- None –

### No. of share held (Own / Spouse / Minor Child) (%)

- None –

### Position in the other listed companies

2022 - Present	Independent Director / Chairman of Audit Committee / Nomination and Remuneration Committee / Risk Management Committee	Delta Paint Public Company Limited.
----------------	---	--

### Position in the others company (Non listed companies)

2023 - Present	Director	Home Paint Company Limited
----------------	----------	-------------------------------

### Directorship in Related Companies

- None –

### Directorship in Companies That May Cause the Conflict of Interest to the Company

- None –

### Working Experiences

2023 – Present	Independent Director / Director / Audit Committee / Chairman of Risk Management Committee / Chairman of Nomination and Remuneration Committee / Corporate Governance and Sustainable Committee	NCL International Logistics PCL.
2023 - Present	Director	Home Paint Company Limited
2022 - Present	Independent Director / Chairman of Audit Committee / Nomination and Remuneration Committee / Risk Management Committee	Delta Paint Public Company Limited.
2010 - 2021	General Manager	CP ALL Public Company Limited



## Mr. Priyong Teerasathian

Independent Director / Director / Chairman of Audit Committee /

Chairman of Risk Management Committee /

Nomination and Remuneration Committee /

Corporate Governance and Sustainable Committee

Age 56 Year Nationality : Thai

### Working Experiences

#### Bachelor Degree

- Business Administration in Accounting Ramkhamhaeng University
- Laws (Bachelor Program), Thammasat University

#### Training Course

Director Accreditation Program (DAP) Batch 190/2022

Thai Institute of Director (IOD)

### Holding the post of the Company's Director / Independent Director

4 months

### Appointed as a Director / Independent Director

4 January 2024

### Family relationship with the management

- None –

### No. of share held (Own / Spouse / Minor Child) (%)

- None –

### Position in the other listed companies

2023 - Present	Senior Director of Compliance	Maybank Securities (Thailand) PCL.
2021 - Present	Independent Director	One To One Contacts PLC.

### Position in the others company (Non listed companies)

- None –

### Directorship in Related Companies

- None –

### Directorship in Companies That May Cause the Conflict of Interest to the Company

- None –

### Working Experiences

2024 - Present	Independent Director / Director / Chairman of Audit Committee / Chairman of Risk Management Committee / Nomination and Remuneration Committee / Corporate Governance and Sustainable Committee	NCL International Logistics PCL.
2023 - Present	Senior Director of Compliance	Maybank Securities (Thailand) PCL.
2021 - Present	Independent Director	One To One Contacts PLC.
2022 - Present	Assistant Managing Director of Supervision and inspection	Pi Securities PLC.
2020 - 2022	Senior Director of Internal Audit	XSpring Capital PLC.
2020 - 2022	Managing Director of Supervision and inspection	Kingsford Securities PLC.
2013 – 2016	Managing Director of Supervision and inspection	Country Group Securities PLC.



## Mr. Pongthep Vichaikul

Director / Risk Management Committee / Nomination and  
Remuneration Committee /Chairman of Management Committee /  
Chief Executive Officer (CEO)

Age 42 years Nationality Thai

### Education Qualification

#### Bachelor's Degree

Business Administration (Marketing), Assumption University

#### Master's Degree

- Master in Business Administration (Finance), Asian Institute of Technology

- Master in Management, ESCP Europe (Grande École), France

### Training Course

Director Accreditation Program (DAP) Batch 156/2019

Thai Institute of Director (IOD)

### Holding the post of the Company's Director

3 years

### Appointed as a Director

23 July 2021

### Family relationship with the management

- None -

### Working Experiences

2021 – Present	Director / Risk Management Committee / Nomination and Remuneration Committee / Management Committee / Managing Director	NCL International Logistics PCL.
2022 - Present	Director	Golden Supply Co., Ltd.
2022 - Present	Director	LG Container Line Pte. Ltd.
2022 - Present	Director	NCL Inter Logistics (S) Pte., Ltd.
2023 - Present	Director	Meta Freight and Logistics Co., Ltd.
2023 - Present	Director	Harmony Intertech Co., Ltd.
2022 – 2023	Director	Cheese Digital Network Co., Ltd.
2022 – 2023	Director	Grace Water Med Co., Ltd.
2021 – 2022	Director	Suwan Bio Farm Co., Ltd.
2020 - 2021	Head of Strategic Finance & Investor Relations	Samart Aviation Solutions PCL.
2012 - 2021	Head of Strategic Finance & Investor Relations Executive Assistant to CEO	Samart Corporation PCL.
	Head of Strategic Finance & Investor Relations	Samart Telcoms PCL.
	Head of Strategic Finance & Investor Relations	Samart Digital PCL.
2014 – 2020	Head of Strategic Finance & Investor Relations	One to One Contacts PCL.
2010 – 2012	AVP, Investment Banking	Asia Plus Advisory Co., Ltd.
2005 - 2007	Account Executive	JWT (Bangkok)

### No. of share held (Own / Spouse / Minor Child) (%)

Mr. Pongthep Vichaikul 73,944,045 shares or 14.00 %

### Directorship in other (Listed Company)

-- None -

### Directorship in other (Non-Listed Company)

2022 - Present	Director	Golden Supply Co., Ltd.
2022 - Present	Director	LG Container Line Pte. Ltd.
2022 - Present	Director	NCL Inter Logistics (S) Pte., Ltd.
2023 - Present	Director	Meta Freight and Logistics Co., Ltd.
2023 - Present	Director	Harmony Intertech Co., Ltd.

### Directorship in Related Companies

-- None -

### Directorship in Companies That May Cause the Conflict of Interest to the Company

-- None -



## Mrs. Ravipa Koekkaivan

Director / Risk Management Committee /  
Corporate Governance Committee / Management Committee /  
Managing Director Business Support & Financial Management  
Age 53 years Nationality Thai

### Education Qualification

#### Master's Degree

M.S. (Information Technology and Management), Assumption University

#### Bachelor's Degree

Bachelor of Accountancy, Assumption University

### Training Course

Director Accreditation Program (DAP) Batch 207/2023

Thai Institute of Director (IOD)

### Holding the post of the Company's Director

1 Year

### Appointed as a Director

22 February 2023

### Family relationship with the management

- None -

### No. of share held (Own / Spouse / Minor Child) (%)

- None -

### Directorship in other (Listed Company)

- None -

### Directorship in other (Non-Listed Company)

2023 - Present	Director	Golden Supply Co., Ltd.
2023 - Present	Director	LG Container Line Pte. Ltd.
2023 - Present	Director	NCL Inter Logistics (S) Pte., Ltd.
2023 - Present	Director	Meta Freight and Logistics Co., Ltd.
2023 - Present	Director	Harmony Intertech Co., Ltd.

### Directorship in Related Companies

- None -

### Directorship in Companies That May Cause the Conflict of Interest to the Company

-- None -

### Working Experiences

2023 - Present	Director / Risk Management Committee / Corporate Governance Committee / Management Committee / Managing Director Business Support & Financial Management	NCL International Logistics PCL.
2023 - Present	Director	Golden Supply Co., Ltd.
2023 - Present	Director	LG Container Line Pte. Ltd.
2023 - Present	Director	NCL Inter Logistics (S) Pte., Ltd.
2023 - Present	Director	Meta Freight and Logistics Co., Ltd.
2023 - Present	Director	Harmony Intertech Co., Ltd.
2021 - 2022	Senior Vice President of Audit Department	Grant Thornton Limited
1993 - 2021	Manager of Audit Department	EY Office Co., Ltd.



## Mr. Wit Sangwitayanon

Board of Director / Risk Management Committee /  
Management Committee / Managing Director Business  
Development of Logistics Business

Age 54 years Nationality Thai

### Education Qualification

Bachelor Degree

Major International Business Management (BBA) , Assumption University

### Holding the post of the Company's Director

4 months

### Appointed as a Director

4 January 2024

### Family relationship with the management

-- None -

### No. of share held (Own / Spouse / Minor Child) (%)

-- None -

### Directorship in other (Listed Company)

-- None -

### Working Experiences

2024 - Present	Board of Director / Risk Management Committee / Management Committee / Managing Director Business Development of Logistics Business	NCL International Logistics PCL.
2024 - Present	Director	LG Container Line Pte. Ltd.
2024 - Present	Director	NCL Inter Logistics (S) Pte., Ltd.
2019 - 2024	Managing Director	Seanex services co., Ltd ( NVOCC agency )
2014 - 2024	Managing Director	Intertrans Marine co., ltd. ( Freight Forwarder to USA )
2009 - 2024	Managing Director	Nexus line co., ltd ( Freight Forwarder )
2003 - 2023	Managing Director	Seaborne Logistics & Services Co., Ltd. (Freight Forwarder)
2001 - 2003	Marketing Manager	Royaltainer Corporation Ltd. (Freight forwarder)
2000 - 2001	Managing Director	Marine International Transportation Co., Ltd.
2000 - 1997	Marketing Manager	TMM Mexican Line (Shipping line)
1995 - 1996	Export Sales Manager	Orient Overseas Container Line Ltd. (Shipping line)
1994 - 1995	Sales Executive Inbound	Orient Overseas Container Line Ltd.

### Directorship in other (Non-Listed Company)

2024 - Present Director LG Container Line Pte. Ltd.

2024 - Present Director NCL Inter Logistics (S) Pte., Ltd.

### Directorship in Related Companies

--- None -

### Directorship in Companies That May Cause the Conflict of Interest to the Company

--- None -



## Mr. Harit Rattanaparinyanon

Board of Director / Risk Management Committee / Management Committee / Director Business Development of Non-Logistics  
Age 40 years Nationality Thai

### Education Qualification

#### Bachelor Degree

Major Business Computer, Sripatum University

#### Master Degree

Major Management Information System, King Mongkut's University of Technology North Bangkok

### Holding the post of the Company's Director

4 months

### Appointed as a Director

1 January 2024

### Family relationship with the management

-- None -

### No. of share held (Own / Spouse / Minor Child) (%)

Mr. Harit Rattanaparinyanon 430,000 share 0.081%

### Directorship in other (Listed Company)

2023 - Present Director JAN 29 PCL

### Directorship in other (Non-Listed Company)

2024 - Present Director Golden Supply Co., Ltd.  
2023 - Present Director Harmony Intertech CO., LTD.  
2023 - Present Director Jinlong Groups Co., Ltd.  
2023 - Present Director Kai Kan Holdings Co., Ltd.  
2020 - Present Director Well Time Corporation Co., Ltd.  
2018 - Present Director Glowing Whale Co., Ltd.  
2017 - Present Director Thai Ticket Pro Co., Ltd.

### Directorship in Related Companies

--- None -

### Directorship in Companies That May Cause the Conflict of Interest to the Company

--- None -

### ประสบการณ์การทำงาน

2024 - Present	Board of Director / Risk Management Committee / Management Committee / Director of Business Development of Non-Logistics	NCL International Logistics PCL.
2023 - Present	Director	JAN 29 PCL.
2020 - Present	Steering subcommittee Big Data and Gov Tech	Ministry of Agriculture and Cooperatives
2024 - Present	Director	Golden Supply Co., Ltd.
2023 - Present	Director	Harmony Intertech CO., LTD.
2023 - Present	Director	Jinlong Groups Co., Ltd.
2023 - Present	Director	Kai Kan Holdings Co., Ltd.
2020 - Present	Director	Well Time Corporation Co., Ltd.
2018 - Present	Director	Glowing Whale Co., Ltd.
2018 - Present	Director	Thai Ticket Pro Co., Ltd.
2019 - 2020	Co-Founder and Advisor for Information and Communication Technology and Marketing	Money Value Company Limited
2018 - 2020	Co-Founder and Marketing Consultant	Gateway Service Company Limited
2015 - 2019	Assistant to President & Business Development	Samart Corporation Public Company Limited
2012 - 2015	information technology Bringing innovation and technology Infrastructure is used in online marketing, websites, and organization management systems.	GMM CJ O Shopping Company Limited



## Mr. Tirawit Disphanurat

Management Committee / Head of Investor Relations

Age 32 years Nationality Thai

### Education Qualification

Bachelor Degree

B.A./ Economic (International) Thammasat University

### Holding the post of the Company's Director

4 months

### Appointed as a Director

1 January 2024

### Family relationship with the management

-- None -

### No. of share held (Own / Spouse / Minor Child) (%)

Mr. Tirawit Disphanurat 24,900 share 0.005 %

### Directorship in other (Listed Company)

- None -

### Directorship in other (Non-Listed Company)

- None -

### Directorship in Related Companies

-None -

### Directorship in Companies That May Cause the Conflict of Interest to the Company

- None -

### Working Experiences

2021 -Present	Head of Investor Relations
2019 - 2021	Investor Relations Specialist
2018 – 2019	Investor Relations Specialist
2017 – 2018	Financial officer
2016 - 2017	Associate Financial Analyst

NCL International Logistics PCL.

บริษัท แอดวานซ์ อินโฟร์ เซอร์วิส จำกัด (มหาชน)

บริษัท อมตะ คอร์ปอเรชั่น จำกัด (มหาชน)

บริษัท อมตะ คอร์ปอเรชั่น จำกัด (มหาชน)

บริษัท เมดิคอล ดีพาร์ทเมนท์ (ประเทศไทย) จำกัด



## Mrs.Kavisara Panitodom

Head of Accounting / The person supervising accounting

Age 38 years Nationality Thai

### Education Qualification

#### Master's Degree

Master in Real Estate Business Program, Thammasat University

#### Bachelor's Degree

Bachelor of Accountancy, Kasetsart University

### Working Experiences

2022 – Present	Head of Accounting	NCL International Logistics PCL.
2019 – 2020	Senior Budgeting & Risk Management Manager	Aegon Insights (Thailand) Limited
2018 – 2019	Accounting Manager	GrabTaxi (Thailand) Company Limited
2017 - 2018	Oversea Accounting Manager	Singha Estate PCL.
2016 - 2017	Corporate Account Manager	Plan B Media PCL.
2014 – 2016	Assistant Manager	AIA (Thailand) Company Limited
2011 - 2014	Financial Reporting	Siam City Cement PCL.
2008 – 2011	Senior Auditor Assistant	Pricewaterhouse Coopers ABAS Limited





## Miss Ratirat Chanagjan

Company Secretary

Age 31 years Nationality Thai

### Education Qualification

Bachelor's Degree

Agroforestry Maejo University

### Training Course

Professional Development Program for Company Secretary 2023

Thai Listed Companies Association (TLCA)

### Working Experiences

2023 – Present	Company Secretary	NCL International Logistics PCL.
2022 – 2023	Assistant to Company Secretary	NCL International Logistics PCL.
2020 – 2022	Secretary to The Board of Directors	Small and Medium Enterprise Development Bank of Thailand (SME Bank)
2018 – 2020	Work Product Assistant	Weerawong, Chinnavat & Partners Ltd.



# Attachment 2

Details of Directors of Subsidiaries  
and Associated Companies

## Position information of the Board of Directors and Executives as of 31 January 2024

Name list of directors and executives		NCL International Logistics PCL.	Golden Supply Co., Ltd.	Harmony Intertech CO., LTD.	Meta Freight and Logistics Co., Ltd.	NCL INTER LOGISTICS (S) PTE. LTD.	LG Container Line Pte. Ltd.
Adm. Surapong	Amnucksoradeja	C , D , I					
Mr. Parnkorn	Kirativarasedt	D , I , AC					
RAdm. Pattana	Pibultip	D , I , AC					
Mr. Priyong	T eerasathian	D , I , AC					
Mr. Pongthep	Vichaikul	D , X , CEO ,M	D	D	D	D	D
Mrs. Ravipa	Koekkaivan	D , X , M	D	D	D	D	D
Mr. Wit	Sangwitayanon	D , X , M				D	D
Mr.Harit	Rattanaparinyanon	D , X , M	D	D			

Remark C = Chairman of the Board of Director D = Director I = Independent Director AC = Audit Committee X = Executive Director CEO = Chief Executive Officer M = Executive

## Details of directors of subsidiaries, associates and other associated companies as 31 January 2024


Name list of directors and executives		Golden Supply Co., Ltd.	Harmony Intertech CO., LTD.	Meta Freight and Logistics Co., Ltd.	NCL INTER LOGISTICS (S) PTE. LTD.	LG Container Line Pte. Ltd.	NCL International Logistics USA Inc.
Mr. Pongthep	Vichaikul	D	D	D	D	D	
Mrs. Ravipa	Koekkaivan	D	D	D	D	D	
Mr. Wit	Sangwitayanon				D	D	
Mr.Harit	Rattanaparinyanon	D	D				
Miss Natthakarn	Ruangchupong			D / M			
Arlene	Pasumbal						D
Goh	Sook Fung				D		
Mr.Teoh	Waytin Jackson				D		

Remark D = Director M = Executive



# Attachment 3

Details about The Head of the Internal Audit  
and The Supervisor of The Company



## DETAILS ABOUT THE HEAD OF THE INTERNAL AUDIT AND THE SUPERVISOR OF THE COMPANY

The Audit Committee appointed Act-Plus Consultant Company Limited with Miss Wanna Malueng-non as Managing Director of Act-Plus Consultant Company Limited and the position of accounting, accounting and tax system consultant. Far East Law Firms Limited, with over 20 years of experience as financial advisors and internal auditors, acts as an internal auditor. The Audit Committee has considered the qualifications of the head of the internal audit as it is appropriate to perform the said duties efficiently.

**Ms. Wanna Maluengnon** Managing Director of Acc-Plus Consultant Co., Ltd.

### No. of share held

- None -

### Family relationship with the management

- None -

### Experience in other organization

1994 – Present	Acc-Plus Consultant Co., Ltd.	Managing Director
2018 – Present	Siam Biomass Supply Co., Ltd.	Director
2021 – Present	Sky Tower PCL.	Independent Director / Chairman of the Audit Committee
2022 – Present	Ocean Commerce PCL.	Independent Director / Chairman
2023 – Present	Connect Techno Solutions Co., Ltd.	Director

### Education Qualification

1994	MA. Of Business Administration	Chulalongkorn University
1991	Certificate of Accounting	Thammasart University
1990	Bachelor's Degree of Account	Chulalongkorn University
1986	Rajini School	

### Training Course

- Integrated Audit by Federation of Accounting Professions
- Managing the Internal Audit Function by the Institute of Internal Auditors of Thailand
- Fraud Risk & Control: The Institute of Internal Auditors of Thailand
- Certificate of Risk Management Program for Corporate Leader (RCL5 / 2016)  
by the Thai Institute of Directors Association (IOD)

- Training on internal audit on fraud investigation Organized by the Federation of Accounting Professions
- Workshop COSO2013, the latest internal control system framework, version 3/56, organized by the Federation of Accounting Professions
- Workshop for Risk Assessment Method for Internal Audit Planning Class 3/55, organized by the Federation of Accounting Professions
- Workshop: Assessment of the COSO-ERM internal control system of each system (December 2011)
- Certificate of Audit Committee Program - ACP, Class 42/2013 by Thai Institute of Directors (IOD)
- Certificate of Director Accreditation Program - DAP, Class 99/2012, by the Thai Institute of Directors (IOD)
- Certified Public Accountant Registration Number 4170

#### Internal Audit Work

##### Companies listed on the Stock Exchange of Thailand

- NCL International Logistics PCL
- Ocean Commerce PCL
- East Coast Furnitech PCL
- Forth Corporation PCL
- T.M.C. Industrial PCL
- Eureka Design PCL
- Teera-Monkol Industrial PCL
- Asia Green Energy PCL


##### Other Public

- Forth Smart Service PCL
- Sammitr Motor Manufacturing PCL
- Siam Amaco Holdings PCL
- Power Solution Technologies PCL
- Siam Wellness Group PCL



# Attachment 4

Properties for Business Operation  
and Detail about the Asset Appraisal items





## DETAILS ABOUT THE DETAILS ABOUT THE ASSET APPRAISAL ITEMS

### Properties for business operation

As of 31 December 2023, the consortium has main properties for business operation according to the consolidated financial statement as follows

#### Land, buildings and building improvements

The consortium has Land, buildings and building improvements with value of 77.94 million Baht as follows

Description	Ownership	Book value (Million baht)	Obligation
1. Land and premises of NCL Office No. 56/9,10 Soi Somdej Phrachaotaksin 12/1, Somdej Phrachaotaksin Road, Bukkhalo Sub-district, Thonburi District, Bangkok 10600			Land and premises are mortgaged as collateral for short-term loan, long-term loan and promissory notes in amount of 170 million Baht
- Land and improvements	Owner	6.29	
- Office building and improvements	Owner	1.37	
2. Land and premises of NCL Office No. 56/9,10 Soi Somdej Phrachaotaksin 12/1, Somdej Phrachaotaksin Road, Bukkhalo Sub-district, Thonburi District, Bangkok 10600			Land and premises are mortgaged as collateral for overdraft, promissory notes and amount of foreign currency exchange in amount of 280 million Baht
- Land and improvements	Owner	45.92	
- Office building and improvements	Owner	10.98	
1. Counter service office at a service point in Bangkok Port (Loading yard 45 Rai, Port Authority of Thailand, Khlong Toei Sub-district, Khlong Toei District, Bangkok			
- Office Building	Owner	0.47	None
2. Office Building at warehouse No.14 ICD Road, Khlong Sam Prawet Sub-district, Lat Krabang District, Bangkok			
- Office Building	Owner	0.14	None
3. Building improvements of NCL Office 48/31 TISCO Tower, 16th Floor, North Sathorn Road, Silom, Bangrak, Bangkok 10500			
- Office building improvements	Owner	11.66	None

Description	Ownership	Book value (Million baht)	Obligation
4. Building improvements of Meta Freight and Logistics Co., Ltd. 43 THAI CC TOWER, FLOOR 12th ROOM A127 S Sathon Rd, Yannawa Sathon, Bangkok 10120 - Office building improvements	Owner	0.18	None
5. Office building improvements of NCL Inter Logistic(s) Pte. Ltd. 8 Burn Road, #10-08 Trivex Singapore 369977 - Office building improvements	Owner	0.62	None
6. Office building improvements of NCL International Logistics USA Inc. 7372 Walnut AVE., Suite W, Buena Park, CA 90620 - Office building improvements	Owner	0.13	None
7. Office building improvements of LG Container Line Pte. Ltd. 8 Burn Road, #10-07 Trivex Singapore 369977 - Office building improvements	Owner	0.18	None
Total		77.94	

#### Real estate for investment

As of 31 December 2023, real estate for investment is lands and buildings for rent in the amount of 10.98 million baht as follow:

Description	Ownership	Book value (Million baht)	Obligation
1. Land and premises No. 56/15 Soi Somdejprachaotaksin 12/1 Somdejprachaotaksin Road. Khwang Bukhalo, Khet Thon Buri, Bangkok 10600 - Office building and improvements	Owner	2.15	Land and premises are mortgaged as collateral for overdraft, promissory notes, and amount of foreign currency exchange in amount of 280 million Baht
2. Land and premises No. 2/4 Tapi Charoen Road, Tha Kham Sub-district, Phunphin District, Suratthani Province - Land and improvements - Office building and improvements	Owner Owner	5.39 3.44	Land and premises are mortgaged as collateral for overdraft, promissory notes, and amount of foreign currency exchange in amount of 170.44 million Baht
Total		10.98	

The consortium has made insurance for possible risks incurred with properties of the consortium including furniture, decorations, equipment, tools and office supplies with sum insured of 62.08 million baht and 150,000 Singapore dollar. This insurance covers loss/ damages of properties with direct cause from risks of all kinds due to external factors such as fire, strike, explosion, water disaster (excluding flood), smokes, disasters to vehicle, aircraft and accidents from other external factors not identified in the policy.

### Vehicle

The Group has vehicles consisting of tractor-trailers, pickup trucks, and other vehicles in the amount of 63.91 million baht as follows:

Description	Quantity (vehicle)	Book value (Million baht)	Ownership characteristics
<b>1. Truck</b>			
- Tractor	33	30.22	Owned
	21	15.67	Owned, have a bank guarantee obligation
- Trailer	86	14.29	Owned
	13	2.82	Owned, have a bank guarantee obligation
- Pick-up truck	2	0.40	Owned
<b>2. Other vehicles</b>	1	0.48	They are bound with rental agreement
	1	0.03	Owned
<b>Total</b>		<b>63.91</b>	

### Office supply

The Group has a total of 57.91 million baht in equipment, 30.12 million baht in property, plant and equipment and 27.79 million baht of rights to use assets (because it is a purchase under a finance lease)

Description	Quantity (Box)	Book value (Million baht)	Ownership characteristics
<b>1. Container</b>			
size 20 feet	500	27.79	They are bound with rental agreement
size 40 feet	100	22.30	Owned
<b>2. Computer, Air-conditioner, Decorations, Office tools and Others</b>		7.82	Owned
<b>Total</b>		<b>57.91</b>	

## Important Contract Summary

### Important lease agreement as of 31 December 2023

Description	Signatory	Duration	Details
1. Service point: Khlong Toei Port, Port Authority of Thailand Khlong Toei Sub-district, Khlong Toei District, Bangkok	Port Authority of Thailand	3 year (1 Feb 2023 – 31 Jan 2026)	<u>Leased properties</u> Space in loading yard 45 rai amount 26.5 square wah <u>Rental rate</u> Fixed rate of 3,500 Baht/ month <u>Agreement renewal</u> The agreement is valid until the tenant cannot pay rental for two consecutive months or the tenant desires to return the leased space <u>Agreement termination</u> The tenant made a prior written notice to the landlord at least 1 month.
2. 2nd branch office No. 373 Niphat Songkhro Road Hat Yai Sub-district, Hat Yai District, Songkhla	Mr. Kittipol Thitapipatkul	3 years (1 Feb 2022 –1 Feb 2025)	<u>Leased property</u> 3-floor building <u>Rental rate</u> 15,790 Baht/ month <u>Agreement renewal</u> -No- <u>Agreement termination</u> 1.When it is due 2.When the tenant fails to comply with conditions.
3. Document warehouse No. 59,61, Soi Charoen Nakhon 24, Charoen Nakhon Road, Banglamphu Lang Sub- district, Khlongsan District, Bangkok	Miss Waraporn Kittayanurak	1 years (1 Aug 2023 – 31 Jul 2024)	<u>Leased property</u> Building <u>Rental rate</u> Fixed rental at 7,895 Baht/ month <u>Agreement renewal</u> -No- <u>Agreement termination</u> -No-
4. Car parking space Soi Somdejprachaotaksin 12/1. Khwang Bukkhalo, Khet Thon Buri, Bangkok	Mr. Thawatchai Jianpaisanchaoen	1 years (1 Nov 2023 – 31 Oct 2024)	<u>Leased property</u> Land <u>Rental Rate</u> Fixed rental rate at 83,368.42 Baht/ Year <u>Agreement Renewal</u> -No-

Description	Signatory	Duration	Details
5. Ruam Klao Bus Terminal Platform area for loading and unloading goods No.5 Area 700 square meters and Platform 5, 75 square meters	Department of Land Transport	1 year (1 Oct 2023 – 30 Sep 2024)	<u>Leased property</u> Cargo handling platform and building platform <u>Rental rate</u> 79,450 Baht / Month <u>Agreement renewal</u> Submit a renewal request at least 2 months before the expiration data. <u>Agreement termination</u> 1. When the agreement is due 2. When the tenant fails to comply with conditions 3. When the tenant notifies at least 60
6. Service point in Chonburi 2 rai of land, title deed 152342, Bueng Subdistrict, Si Racha District, Chonburi Province.	Mr. Pratum Sawasdee	1 year (1 Nov. 2023 – 31 Jan. 2024)	<u>Leased property</u> Land <u>Rental rate</u> 21,053 Baht / Month <u>Agreement renewal</u> The contract is binding until the tenant does not pay the rent. <u>Agreement termination</u> 1. When the agreement is due 2. When the tenant notifies at least 1 month in advance
7. Office space of Meta Freight and Logistics Co., Ltd. 43 THAI CC TOWER, FLOOR 12th ROOM A127 S Sathon Rd, Yannawa Sathon, Bangkok	Srisiam Property Co., Ltd.	2 year 10 month (1 Nov. 2023 – 28 Feb. 2025)	<u>Leased property</u> Space amount 100 square meter <u>Rental rate</u> 250 Baht/square meter 25,000 Baht/month <u>Agreement renewal</u> Tenant informs the renter 1 month in advance. <u>Agreement termination</u> Tenant informs the renter 1 month in advance.
8. Office space of NCL Inter Logistic(s) Pte., Ltd. 8 Burn Road, #10-08 Trivex Singapore 369977	SCAN RENT (S) PTE LTD	1 Jan 2023 - 31 Dec 2024	<u>Leased property</u> Office space <u>Rental rate</u> 5,750 Singapore Dollar/ month <u>Agreement renewal</u> -No- <u>Agreement termination</u>

Description	Signatory	Duration	Details
			1.When the agreement is due 2.When the tenant fails to comply with conditions
9. Office space of NCL International Logistics USA Inc.No.7372 Walnut Ave., Suite w, Buena Park, CA 90620	MIKAN PROPERTIES,L.P.	1 Apr 2021 - 31 Mar 2024	<u>Leased property</u> Office space <u>Rental rate</u> 1 <sup>st</sup> year: rental is 1,733 USD/ month 2 <sup>nd</sup> year: rental is 1,785 USD/ month 3 <sup>rd</sup> year: rental is 1,839 USD/ month <u>Agreement renewal</u> -No- <u>Agreement termination</u> 1.When the agreement is due 2.When the tenant fails to comply with conditions
10. Office space of LG CONTAINER LINES PTE LTD, 8 Burn Road, #10-07 Trivex Singapore 369977	JIT POH INVESTMENT PTE LTD	1 Jan 2024 - 31 Dec 2024	<u>Leased property</u> Office space <u>Rental rate</u> 2,645 Singapore Dollar/ Month <u>Agreement renewal</u> -No- <u>Agreement termination</u> 1.When the agreement is due 2.When the tenant fails to comply with conditions

## Agency agreement summary

The Company made an agency agreement with an agent to be a coordinator in providing transport service in jurisdiction each agent takes care of for the company. The agreement contains following subject matters.

- The Company and agents will coordinate in providing transport services for each other.
- The Company and agents will jointly determine remuneration and service costs in writing before each transport.
- The agents shall not discharge or deliver the products to a recipient until payment is made or a damage guarantee is received from a bank.
- The agents shall inform the company immediately if they are unable to deliver the products or the products are rejected.
- The agents shall inform the company of problems with products such as damages or untimely arrival at a destination etc. and shall be responsible for investigations of causes.
- The agreement term is three year and it will be automatically renewed if either party does not requests termination.

- Agreement termination requires prior written notice at least 30 days.
- The agreement will be immediately terminated if either party fails to comply with provisions herein.

## Investments and Policies in Subsidiaries and Associates

The Company has investments in subsidiaries and associates as shown in specific financial statement of the company according to capital price method. As of 31 December 2023, the Company has net investment value of 398.71 million baht accounted for 39.57 % of total assets in specific financial statement of the Company with following details.

Company Name	Registered Capital (Million)	Paid up Share Capital (Million)	Proportion of Shares	Net investment value (Million baht)
<b>Investments in subsidiaries which the company directly holds</b>				
1. NCL Inter Logistic(s) Pte. Ltd. Business of providing logistics management services in Singapore	SGD 4.33	SGD 4.33	100.00%	101.33
2. Golden Supply Co., Ltd. Engages in the business of provision and fulfillment	THB 10.00	THB 2.50	100.00%	2.50
3. Harmony Intertech Co., Ltd. Engages in the business of provision and fulfillment	THB 5.00	THB 1.25	100.00%	1.25
4. Meta Freight and Logistics Co., Ltd. Operating a business providing international transportation services.	THB 5.00	THB 5.00	100.00%	64.00
<b>Investments in associated companies</b>				
1. Cheese Digital Network Co.,Ltd.	THB 50.00	THB 50.00	25.00%	230.19
<b>Total</b>				<b>398.71</b>

NCL Inter Logistic(S) Pte., Ltd. has invested in various subsidiaries as follows:

Company Name	Registered Capital (Million)	Paid up Share Capital (Million)	Proportion of Shares	Net investment value (Million baht)
<b>Subsidiary held by NCL Inter Logistic(s) Pte., Ltd.</b>				
1. NCL International Logistics USA Inc. providing logistics management services in USA	USD 0.13	USD 0.13	100%	USD 0.13
2. Qingdao National Container Line Co., Ltd. providing logistics management services in China	CNY 5.0	CNY 0.8	100%	CNY 0.8

Company Name	Registered Capital (Million)	Paid up Share Capital (Million)	Proportion of Shares	Net investment value (Million baht)
3. LG Container Line Pte. Ltd. operate business as a principal office in providing logistics services in Singapore	SGD 2.34 and USD 0.25	SGD 2.34 and USD 0.25	100%	SGD 2.34 and USD 0.25
4. Ningbo NCL Inter Logistics Co., Ltd. providing logistics management services in China	CNY 5.0	CNY 1.4	100%	CNY 1.4
5. NCL Inter Logistics Vietnam Co., Ltd. logistics management services in Vietnam	VND 2,500	VND 2,500	49%	VND 1,225
6. NCL International Logistics Private Limited providing logistics management services in India	INR 5.0	INR 0.3	100%	INR 0.3

Nevertheless, the consortium has a policy to invest through subsidiaries and associates by considering investments in relation with businesses of the consortium focused on long-term investment. The board of director will jointly consider the investment policy by recognizing necessity, suitability and benefit of the consortium, and shareholders that can create good returns in the investment. The consortium has a policy to invest in sufficient proportion to take part in managing and defining trends of such business. It may consider investments in different forms properly as a major shareholder in the companies in which it invests and/or joint shareholder to be agreed in a shareholder's agreement.



## Details about the asset appraisal items

Appraised assets		Asset assessor	Date of Assessment	Objectives of Assessment	Assessed price
1.	Type of assets : Land with buildings	Prospec Appraisal Company	14 December	For public purposes	61,420,000
	Location of assets : No.56/15 Somdej Phrachao Taksin Road, Bukkhalo Subdistrict, Thonburi District, Bangkok	Limited	2023		
	Methods of Assessment : Cost approach to value	<u>Asset assessor</u>			
	Ownership of land : NCL International Logistics Public company limited	Mr. Bunchai Meksisuwan			
	Obligations : Mortgages are guaranteed with Land and Houses Bank Public Company Limited	qualified main assessor, no. WorThor. 102			
2.	Type of assets : Land with buildings	Prospec Appraisal Company	21 December 2023	For public purposes	12,200,000
	Location of assets : No. 2/4 Tapecharoen Road, cut from Nong Khri – Phunphin (ThorLor. 4153), Tha Kham Sub-district, Phunphin District, Surat Thani Province	Limited			
	Methods of Assessment :Cost approach to value	<u>Asset assessor</u>			
	Ownership of land :NCL International Logistics Public company limited	Mr. Bunchai Meksisuwan			
	Obligations :The mortgage is insured against TMB Bank Thanachart Public Company Limited	qualified main assessor, no. WorThor. 102			



# Attachment 5

Corporate Governance Policy and  
Guideline and the Business Ethics

## Corporate Governance Policy

NCL International Logistics Public Company Limited ("the Company") realizes the importance of good corporate governance which is important and necessary for carry on a business that makes the company have management system efficiently and promoting the Company's business to expand and steadily, that make the shareholders and related parties gain confidence, also contributes to the Company's benefits and the sustainability.

### Overview of Corporate Governance Policy and Guidelines

The Board of Directors has set up the Good Corporate Governance Policy of the Company in accordance with the Good Corporate Governance Principles for Listed Companies of the Stock Exchange of Thailand, with the Corporate Governance Policy and the Business Ethics and Operational Guideline in writing. The Board of Directors push on and regulates the implementation in work process, executives and employees are strictly complied and follow since 2014 and has been distributed on the Company's website to inform the shareholders, investors, interested person and related parties.

The Company had determined that the corporate governance policy need to be reviewed annually or at least once a year. In 2022, there was a review made through the Board of Directors Meeting No. 2/2022 on February 24,2022, performing a manual update corporate governance policy by additional policies and practices covering all 5 policies, as follow:

1. The Rights of Shareholders
2. The Equitable treatment of Shareholders
3. Role of Stakeholders
4. Disclosure of Information and Transparency
5. Responsibility of the Board

Therefore, the Board of Directors has established the Good Corporate Governance policy to all directors, executives and employees to follow the guidelines as below:

- 1) 1) The Board of Director, management and employees will perform their duties with full effort and responsibility to maximum the benefits of the company. They will reply on Good Governance Policy, Business Ethic as the way to operate.
- 2) The Board of Director has a role with the management to determine vision, strategies, policy and business goal of the company to cover the planning of management and proper business operation.

- 3) The Board of Director, management and employees must perform their duties responsibly, cautiously and accordance with the relevant laws, the Company's Articles and related announcements.
- 4) The Board of Director, management and employees will treat all stakeholders with fairness and will examine, control and prevent any action or decision that will lead to any conflicts.
- 5) The Board of Director, management and employees will perform their duties with honesty, fairness, and transparency.
- 6) An internal control system shall be installed and risks management shall be managed at suitable levels, including an accounting system and financial statement which are accurate and reliable.
- 7) Treat employees with fairness, awareness, promotion and cultivation of virtue ethics, coupled with the development of the potential of continue personal.
- 8) Execute important information disclosure on finances and ono-finance matter with creditability and punctuality so that shareholders, investors and stakeholders of the company can access such information with fairness, appropriate and thorough
- 9) Implement anti-fraud policy, corruption, including ongoing control
- 10) Complete the business with social responsibility, community and the environment, including all stakeholders, which leads to sustainable development.

Include a review of the Code of Business conduct and Practices to all directors, executives and employees of the Company and the subsidiaries to be held as a practice guideline. Additional information on misconduct and fraud, violation or non-compliance, whistle blowing and protection measures and fairness to data providers, reporters, complainants or collaborators in reporting such information.

## 1. Right of Shareholders

The Company is aware of the importance of the rights of the shareholders and no action is taken to restrict or violate or deprive of the rights of the shareholders. The Company is responsible for the fair treatment of shareholders including encourages its shareholders to exercise their rights by the basic rights of all shareholders, either domestic or foreign both major shareholders, minor shareholders or institutional shareholders such as the right to buy, sell, or transfer shares, share in the profit of the company, obtain relevant and adequate information on the company in a timely manner and on a regular basis, participate and vote in shareholder meetings to elect or remove members of the board, appoint the external auditor, and make decisions on any transactions that affects the company, such as dividend payment, amendments to the company's articles of association or bylaws, capital increases or decreases, or the approval of extraordinary transactions.

Beside the basic rights mentioned above. The Company also conducts in various matters to facilitate the exercise of shareholders' equities. The Annual General Meeting of shareholders is determined to be held every year within 4 months after the ending of the accounting year of the company. In case of urgency that there is a need to consider a special agenda that

may affect or relate to the benefits of the shareholders and is required an approval from shareholders, the Extraordinary General Meeting of shareholders can then be called upon on a case-by-case basis.

- 1) Give an opportunity for shareholders to propose agenda items and nominate persons to be elected as directors of the Company in advance for at least 30 days. The Company has set the criteria for the right of shareholders to propose the agenda item and / or to nominate persons to be elected as directors in the Annual General Meeting of Shareholders
- 2) Invitation letter to the Annual General Meeting of shareholders is prepared and sent to every shareholders including institutional shareholders, together with the details of meeting agendas; important and necessary information for the shareholder's consideration and the opinion of the Board of Director, the previous minutes, annual report, proxy form (form A, form B and form C) as determine by the Ministry of Commerce and indicating how to authorize clearly by indicating location, date, time and a map of the meeting venue. In the meeting invitation letter, details of documents that shareholders need to present in the meeting in order to preserve the right in attending the meeting will be given. The letter will be sent to shareholders at least 7 days and in case of acquisition / disposition of assets or connected transaction or request for delisting Securities offering to directors and employees. The offering of newly issued shares at low price to private placement, capital increase or reduction must be sent to the shareholders together with the relevant of full information before the meeting not less than 14 days in advance of the meeting date so that shareholders will receive sufficient, accurate, complete, and transparent information in making a decision to cast a vote. In addition, the letter will be announced in the newspapers in Thai for 3 consecutive days before the meeting date at least 3 days. Moreover, the company determines to distribute a complete book of the general annual meeting and the documents about the meeting on the website in Thai version for at least 30 days prior to the meeting day and in English version for at least 7 days prior. The shareholders can then use the information to make a decision for voting with completeness and honesty. The provided documents are intended for the shareholders to be prepared before attending the meeting. The company also broadcasts this news via the channel of SET that the company has distributed the meeting book and related documents on the company website.
- 3) Shareholders will be informed in case there are additional agendas in the meeting. For an urgent case regarding the preserving of rights or benefits of the company, a meeting invitation letter will be sent in advance no less than 7 days before the meeting date, while relevant information of the meeting agendas will be publicized on the website in advance before sending the documents.
- 4) Providing convenient channel in receiving news for shareholders by posting news and details through Company website, especially shareholders' meeting invitation letter which should be post prior to the meeting date for shareholders to conveniently and have sufficient time to study information relating to the meeting. Hard copies of information relating to the shareholders' meeting is nonetheless delivered to shareholders.
- 5) The company will not take any actions that are considered limiting the rights of attendance of shareholders. Every shareholder has to right to attend the meeting of shareholders throughout the length of the meeting.

- 6) If a shareholder cannot attend the meeting, the Company allows the shareholders to appoint an independent director or any person to attend on their behalf with the power of attorney in any form which has been sent by the Company together with the invitation letter. The Proxies are legitimate has the right to attend and vote in the same manner as all shareholders. The Company has proposed the list of independent directors in the proxy form as an alternative to the shareholders to be an opportunity to appoint any independent director.
- 7) Chairman of the meeting shall inform the shareholders of rules of the meeting and voting procedures. All shareholders shall be treated equally in expressing their opinion and raising questions in the meeting. Directors and relevant management team members shall attend the shareholders' meeting to provide responses to any inquiry raised at the meeting. Time shall be allotted appropriately.
- 8) In counting votes, the company will arrange an independent outsider to count or examine the vote counts in ordinary and extra Annual General Meetings, for example the auditor, the legal division or shareholders who are selected and approved from the meeting, etc. The vote counts will be available to present to the meeting and will be recorded in the minutes of the meeting.
- 9) Shareholders are given the right to attend the meeting of shareholders after the meeting has been declared open, and have the right to cast a vote in the agenda in-between consideration that has not been voted.
- 10) The company has disclosed the interests of directors in the invitation letter to the meeting of shareholders. And in the meeting of shareholders, if any director has an interest or is related in any of the agendas, the chairman of the meeting will inform the meeting attendants in advance before considering the agenda. The director with an interest to that agenda will not attend the meeting and be refrained from casting a vote in such an agenda.
- 11) The Company shall disclose the resolutions and voting results of each agenda item at the Annual General Meeting of Shareholders and the Extraordinary General Meeting of Shareholders within the meeting date or no later than 9.00 am on the next business day through the website of the Stock Exchange of Thailand ([www.set.or.th](http://www.set.or.th)) and published on the company's website ([www.nclthailand.com](http://www.nclthailand.com)) within the same day.
- 12) Record the minutes of meetings with complete, accurate, timely, transparent and record down significant issues in the minutes of meeting for shareholders to review. Moreover, the Company shall present minutes of meeting on Company website for shareholders to consider as well as hand in the said minutes of meeting to The Stock Exchange of Thailand within 14 days commencing from that of shareholders' meeting.
- 13) Right of shareholders regarding dividends and share of profits the company has announced the dividend payment policy. The reasons and information for the dividend payment or non-payment are disclosed in the Annual Report and Form 56-1 (the details, please see the dividend payment policy) and the Company's website. ([www.nclthailand.com](http://www.nclthailand.com))
- 14) The Right to Consider Directors' Remuneration: Nomination and Remuneration Committee are responsible for the consideration of the form and criteria of the remuneration of each director which considered from the business type, size of the business and the responsibilities of the Board, compared with other listed companies in the Stock Exchange of Thailand which has market capitalization. In similar size, the Company has proposed the

remuneration as a meeting allowance, a commission of the director and proposed to the shareholders' meeting to be considered in every year. Thus, the details of Directors' Remuneration appear on the Annual Report (One Report) under "Directors and Management Remuneration"

- 15) The appointment of a certified auditor and the approval of the audit fee: The Audit committee selects and sets auditor fee to propose to Board of Directors and shareholder's meeting. The proposed auditors have been under the Audit Committee's consideration on basis of qualification, quality, efficiency, not related to or concerned to the company, and appropriate remuneration.

## 2. The Equitable Treatment of Shareholders

The Company has a policy to emphasize equal and fair treatment of the shareholders including those with management positions, non-executive shareholders, local shareholders and foreign shareholders, major shareholders or minority shareholders and to ensure that the shareholders be able to trust that the company's Board of Directors and management shall use their money to maximize the long-term benefits of all shareholders appropriately as the follow guidelines:

- 1) The Company realizes the importance shareholders by giving an opportunity to shareholders to exercise their right by propose the agenda to be added to the meeting and can be nominate for an expert to be elected as a company's director at least 30 days in advance of the Annual General Meeting of shareholders. The Company has regulated the criteria for granting shareholders' rights to propose the agenda and/or nominate persons to be elected as Directors in the Annual General Meeting of Shareholders, which announce the criteria and method through the website of the Stock Exchange of Thailand ([www.set.or.th](http://www.set.or.th)) and the Company's website ([www.nclthailand.com](http://www.nclthailand.com)).
- 2) Conduct and facilitate the shareholders on the date of the meeting equally and not to do any act that restricts or abuses or deprives the shareholders' rights. Provide the reception staff with sufficient information to check and register the attendance records. The company uses the barcode system to register improve the potential of rapidity and be prepared the stamps in case the shareholder has a proxy to attend the meeting with no expenses. In addition, the Company has prepared the meeting area in sufficiently sized to accommodate the number of shareholders, convenience to travel and located in Bangkok and shareholders' meetings are held via electronic media (E-AGM) to facilitate shareholders.
- 3) In the shareholders' meeting, the shareholders will consider and vote on their agenda without changing of any important information. The shareholders' meeting shall be preceded according to the agenda item as stated in the notice of the meeting and the agenda could not have added without prior notice to the shareholders to provide the opportunity to shareholders to study the information before decide to vote.
- 4) In the case that a shareholder cannot attend the meeting, the Company shall provide convenience and allow the shareholder to appoint at least 1 independent director or any other person to attend on their behalf with the power of attorney in any form which has been sent by the Company together with the invitation letter.
- 5) The Company stipulates the duties for Independent Director to take care of the shareholders, the shareholders can give suggestions, and comments to Independent Director who shall consider action as appropriated in each case.

The Independent Directors shall carry out to verify the facts and find out an appropriate corrective action. For suggestion essentially affecting stakeholders as a whole or the Company's business conduct, it shall be proposed to the shareholder meeting for its consideration as agenda.

- 6) Updated information will be disclosed through the Company's website so that shareholders can receive important changing news of the company including information required to be disclosed by relevant regulations. After disclosure to the Stock Market, such information can be disclosed on the company's website both in Thai and English. and allow the communication channels between the company and the shareholders on the company website so that the shareholders can ask questions and receive fair information.
- 7) Educate directors and executives about the duty to report their securities holding to SEC pursuant to Section 59 of the Securities and Exchange Act B.E.2535. The Board shall regularly inform any information and regulations of the SEC and the Stock Exchange of Thailand to the Board of Directors and the executives upon it has been notified thereof from such agency.
- 8) The Company stipulates protection measures on insider trading of person related to Directors, Executive, employee, and person employed by the Company including spouse and children who are minors and related to the information. The Board also imposed penalty clause on disclosure of the Company's information or exploit the Company's information for personal gain and such regulations shall be declared and abided by the directors, executives, employees accordingly.

### 3. Role of Stakeholders

The Company recognizes the importance of rights of every stakeholder including shareholders, customers, trading partners, counterparts or creditors, Company's employees and the society. The Company should set a clear policy on fair treatment for each and every stakeholder in accordance with the laws or mutual agreements. To ensure that such rights are protected and treated fairly and equally. Thus, the Company has set the Business Ethics or Code of Conduct as a guideline for dealing with each stakeholder, as well as the community society and the environment for sustainable development; anti-fraud and corruption, no violate intellectual property including respect for human rights. Any actions that can be considered in violation of stakeholders' legal rights should be prohibited.

#### 3.1 Policies and guidelines for shareholders

The Company operates business by taking into consideration the long term grown of the Company as well as provision of good return to the shareholders. The Company operates business transparency by putting in place an efficiency internal control system and has strictly prohibited performing any acts in the nature that may cause conflict of interest with the Company. The disclosed information must be accurate, sufficient and timely.

1. The ownership rights of shareholders are equitably and fairly respected.
2. Operations are undertaken in accordance with the principles of good corporate governance, which will foster the trust and confidence of shareholders and eventually lead to sustainable growth.
3. The company's businesses are continually advanced to ensure proper returns to shareholders.



4. Significant information which affects or potentially affects shareholders' interests shall be disclosed, whether reports made pursuant to the accounting period or situation reports, pursuant to the relevant laws and notifications. However, no action shall be taken to restrict shareholders access to Company information.
5. A Report of the Board of Directors' responsibility for the financial statements in the annual report shall be prepared
6. Minority shareholders shall be given an opportunity to propose matter for inclusion in the meeting agenda and/or to nominate persons for election as Company Directors in the Annual General Meeting of Shareholders
7. Shareholders are given an opportunity to submit questions relevant to the meeting prior to the shareholders' meeting
8. Shareholders' meeting notices in both Thai and English are published on the Company website at least 30 days prior to the shareholders' meeting day as information for shareholders and to enable the study of information prior to meetings
9. Shareholders' meeting shall be facilitated. The date, time, venue and procedure must not pose an obstacle to the shareholders' attendance of the meeting. Shareholders who are not able to attend in person must have the opportunity to grant a proxy to other persons to attend the meeting and vote on their behalves.
10. Conflicts of interests must be dealt with prudently, rationally and information must be fully disclosed.
11. The Company's interests and assets shall be safeguarded as a reasonable person would safeguard his/her property. Wrongful interests, whether obtained by director or indirect means, shall be eliminated.

### 3.2 Policies and guidelines for customers.

The Company realizes that customer satisfaction and confidence are key factors which contribute to the Company's sustainable success. The following policies and guidelines have been prescribed in this regard:

1. The Company operates the business of manufacturing, product distribution and services which are safe for consumers and environmentally friendly.
2. Businesses are operated with commitment to develop goods and services, introduce new innovations and add value to goods and service in order to continually meet the demands if customers along with the disclosure of necessary information for decision-making without concealment or distortion of facts.
3. Businesses are operated by earnest honest and fair values and no action is taken that would violate the rights of customers. The confidentiality of customer trade secrets is maintained and not exploited for wrongful personal gains or for the gains of others.
4. The Company does not demand, receive or consent to the director or indirect receipt of properties or other dishonest benefits from customers.
5. The Company adheres to trade agreements. In the case where adherence is not possible, the customer would be notified in advance in order to jointly find a remedy and prevent loss.
6. The Company provides communication channels to enable customers to file complaints to the Company. Complaints are processed with care and dealt with fairly.

### 3.3 Policies and guidelines for Partners

The Company treats trading partners equitably and takes into account mutual interests by prescribing the following policies and guidelines.

1. The Company has the policies on treating business partner and all creditors fairly, does not take advantage of business partner and shall not defraud partners or creditors as well as stringently observe contracts, agreements, and conditions given to creditors or partners. The Company is focused on developing and maintaining sustainable relationships with its business partners.
2. The Company has a system for screening trading partners in the value chain who operate businesses in compliance with the law, safety and occupational hygiene standards and friendliness to the environment. Trading partners are treated on the basis of fair competition, equality and mutual respect.
3. The confidentiality of secrets or communications of trading partners are maintained and not exploited for wrongful gains of one self or of others.
4. Relationships and good understandings are fostered. Knowledge is exchanged. Developments and value adding to goods and service are jointly undertaken to promote mutual growth.
5. The Company adheres to trade agreements and makes proper representations of data. In the event that an agreement cannot be complied with, the Company will expeditiously engage in early negotiations with trading partners in order to reach a mutual remedy and loss prevention solution.
6. The Company does not demand, receive or consent to the receipt of properties or any other benefits outside trade agreements.

### 3.4 Policies and guidelines for competitors.

1. The Company encourages the policy to promote the free and fair competition conforming to the rules of good competition. The Company shall define the practice under framework of good competitive roles and laws and avoid defamation of competitors as well as in strict adherence to established ethics.
2. The Company will not damage the reputation of its trade competitors.

### 3.5 Policies and Guidelines for Creditors

1. All creditor groups shall be treated equitably and fairly.
2. Contracts and items will be strictly adhered to.
3. Operations will be administered to ensure the confidence of creditors on the Company's financial standing and credit rating.
4. Financial standings shall be accurately and timely disclosed.
5. In the event of an inability to comply with a particular term, the creditor will be forthwith notified in advance in order to enable a joint solution for remedy and loss prevention.

### 3.6 นโยบายและแนวทางปฏิบัติต่อพนักงาน

The Company also realizes that the employees are one of the important resources to develop the growth of the organization so should be treated equally and fairly as well as focuses on developing employees' potential, knowledge, and competency.

1. Human dignity and fundamental rights of employees are respected at work. Employee data or confidential information is not disclosed or transmitted to third parties or unrelated persons.
2. Comply with the law Rules and regulations relating strictly to employees
3. Encourage equality in employment do not discriminate on grounds of gender, skin color, race, religion, age, disability or any other status that is not directly related to work.
4. Training and knowledge exchange are sponsored and promoted to encourage learning and skill development throughout, strengthen career security and offer opportunities for advancements pursuant to each person's potential.
5. Employees participation in the determination of the Company's direction and development are promoted and listen to opinions and suggestions from every level of employees on a fair and equal basis.
6. Encourage and encourage the provision of additional training to all employees. It is in line with the Company's policies, problems, visions, missions and strategies. Annually for example, the potential for work. The importance of the environment.
7. Provide training, public relations Corporate Governance, Business Ethics and anti-corruption to all employees to acknowledge and strictly follow.
8. Give a fair return which appropriate to their knowledge, ability, responsibility and performance including the compensation in accord with the Company's performance in both short and long term.
9. Appropriate welfare and benefits are given to employees, e.g. employee welfare policy medical expenses 10 serious diseases, provident fund etc.
10. Provide employees with communication channels to suggestions and work complaints. These suggestions are considered and remedies will be determined in the interest of all parties and in view of the creation of good working relations.
11. Employees of all levels are encouraged to participate in social responsibility activities.
12. Facilities necessary for work operations are provided and working conditions are maintained with due regard to safety and occupational hygiene as a means of promoting and raising the quality of lives of employees.

### 3.7 Policies and guidelines under human rights

The company has a policy to treat each other under human rights. It is the ethics and code of business conduct should respect in the dignity of each individual, independence, privacy, legal and human rights and the interests of the

stakeholders. The decision of the management should be impartial and treat everyone without prejudice and no discrimination against gender, class or racism.

The directors, executives and employees including employees in subsidiaries that must be strictly adhered to by all parties. It is as part of the discipline of work, which must take into account human dignity, freedom and equality of individuals. The company does not do and promote of human rights violations. The company and its subsidiaries are not related to the organizations or individuals that violate human rights, in all cases, the company has complied with the basic principles of human rights.

## Human Rights Policy

NCL International Logistics Public Company Limited and its subsidiaries (“the group of companies”) are committed to conducting business responsibly by adhering to principles of transparency, accountability, ethical standards, and respect for human rights, alongside good governance practices that ensure equal treatment for all stakeholders. To support compliance with human rights principles, we have established a policy on human rights, which is guided by the United Nations Guiding Principles on Business and Human Rights (UNGP). The policy is aimed at ensuring sustainable development and ensuring that the Company conducts its business without violating human rights.

### Scope

This policy applies to the business operations of NCL International Logistics Co., Ltd. and its subsidiaries, as well as trading partners and business associates, in order to be applied in business operations and to promote respect for human rights among those involved in the Company's supply chain.

### Definition

“Human rights” means the inherent dignity of the human person, as well as the fundamental rights and freedoms that have existed since birth and the equal treatment that should not be discriminated against on grounds of race, religion, gender, skin color, language, ethnicity, or any other status in accordance with the laws of each country.

### Human Rights Policy

The Board of Directors, executives, and employees of the Company must be aware of and give importance to respecting human rights, which should be adhered to in accordance with the Company's human rights policy as follows:

1. Treating everyone equally according to human rights principles, without discrimination.
2. Avoid actions that violate human rights.
3. Support and promote the principles of human rights.

4. Communicate, disseminate knowledge, and promote understanding among all stakeholders, while providing support to trading partners and business associates to ensure their participation in business operations while respecting and adhering to the principles of human rights.

#### Guidelines for Practice

1. Support, promote, and respect human rights with dignity for everyone and equal treatment for all employees, partners, and stakeholders of the organization without discrimination on the basis of physical appearance, religion, race, nationality, gender, language, age, social status, culture, customs, or any other factors.
2. Exercise caution and avoid actions that violate human rights directly or indirectly toward all stakeholders.
3. Support employees to exercise their rights as citizens with fairness according to the constitution and laws.
4. Communicate, disseminate knowledge, promote understanding, provide guidance, and provide any other support to all employees in the Company, as well as joint venture partners, to ensure that business is conducted with integrity and ethics, respect for human rights, and treat everyone in accordance with the principles of human rights policy. This includes not using child labor below the age specified by law or using forced labor within the Company or within the Company's supply chain.
5. Monitor and uphold human rights, not neglect or remain indifferent when encountering actions that violate human rights related to the Company. Report to superiors or notify the designated complaint channel.

### 3.8 Personal Data Protection Policy

The Company recognizes and respects the privacy of personal information. Therefore, the Company has published a Personal Data protection policy to control the collection, use and disclosure of personal information of the company to oversee the operating process of the collection, use and disclosure of personal information of the company

1. Scope of this policy is enforced to all personal information collected by the Company for the purpose of offering the company's products and services to any parties. In this policy, "Personal information" refers to the information related to a person that allows such person to be identified whether directly or indirectly, but it does not include particular information about the deceased.
2. Giving Consent, the Company shall collect, use and disclose personal information only with your consent. The consent can be made either electronically or in writing. Nevertheless, personal information may be collected, used or disclosed without having consent of the individual in the following situations:
  - 2.1 When the Company collects personal information for conducting research or collect statistical data.
  - 2.2 When the Company is required to prevent danger which may happen to the individual, third party or cause damage to the said individual's property.
  - 2.3 When that personal information has been revealed to the public
  - 2.4 When the Company complies with the relevant laws, rules and regulations.

3. Collection of Personal Information, the Company may collect the Personal Information and only for the duration necessary for the purposes specified in this policy. However, the personal information shall be collected in an appropriate way and in accordance with the law.
4. The Use of Personal Information, the Company shall not use your personal information for any purpose other than as specified in this policy or as determined by law. In this regard, the Company is aware of providing knowledge to employees in the organization to manage such personal information. For example, access to personal information created and not cause loss or destroy, modify, revise, leakage and others and shall manage security measures appropriately. In addition, the company shall continuously conduct to review and improve necessary measures for the safety of data storage.
5. Disclosure of Personal Information, the Company shall not sell or distribute personal information of employees to third parties or any other organization. The personal information shall be disclosed only if you request and give consent to the company to proceed. Otherwise, the disclosure of that information is as permitted or required by law. For example, the disclosure of information under the order of the government officials authorized by law, according to judicial order or the subpoena. In the case that the Company has developed and maintained the work system of the company effectively, the company shall enter into an agreement with a third party to operate. The third party must accept the Personal Confidentiality Agreement as well.
6. Storage of Personal Information, the Company shall collect personal information for a period of time as necessary to achieve the objectives as specified in this policy or in accordance with relevant laws and regulations. In this regard, when the Company considers that it is no longer necessary to use the information, the Company shall take appropriate actions to securely delete or destroy personal information from the system.
7. Access of Personal Information, You may request access to your personal information in order to correct, change or delete personal information provided to the company by submitting a written application letter to [www.nclthailand.com](http://www.nclthailand.com). In order to prevent unlawful possession of personal information or the change of personal information processed by third parties, the company shall ask for personal information to confirm the identity of such person before processing as request. In this regard, the company shall response to every inquiry within a reasonable time. However, the company may reject the inquiry in certain situations. For instance, the case of the said information refers to another individual or cannot be disclosed due to legal or security reasons.
8. The right to choose, you have the right to decide how that personal information will be collected, used and disclosed, including opting out of Privacy settings and unsubscribing from email or certain letters.
9. Security, the Company has implemented measures to control and maintain the security of information systems appropriately to protect the personal information. Although the Company takes the best effort to provide the security protection of the information on the website and computer programs, however, we cannot guarantee that the internet data transmission and control will be 100% secured. If you find that the use of the company's

services is not secure enough, please notify the Company immediately by sending details via the website by clicking on "Contact Us" button.

### 3.9 Policies and Practices to respect for intellectual property and copyright

The Company adheres to and respects the intellectual property and copyright as follow:

1. The Company must not take any actions that violate the intellectual property rights of others or competitors
2. Executives, managers, and employees must not seek a competitor's trade secrets or specifications of competitors by unlawful ways e.g. illegal theft, espionage or violation of an agreement not to disclose information of a competitor, whether from customers or other parties. It also includes trade secrets of the Company, for example, a business plan and technical innovation, which company's employees have a duty to keep it confidential. It must not be distributed to third parties, whether they are competitors or not.
3. The Company recognizes the importance of intellectual property and copyright. The Company only allows employees to use the software defined and installed by the company. The programs are copyrighted and legally prohibited from installing or downloading copyrighted music, movies, games, and etc. that are not legitimate. The Information Technology department is responsible for oversight and checking individuals' computers regularly. Internal Audit is also responsible to conduct a random check again so that employees understand the importance of such matters.

### 3.10 นโยบายและแนวปฏิบัติเกี่ยวกับค่าตอบแทนและสวัสดิการ

1. The company will employ and allow all employees to progress in jobs and works with fairness.
2. The company will offer various compensation in comparable amount to other business in same category according to the position, experience, degrees, and qualification of the employees. Based on the performance of the company. It will depend on the evaluation and competency assessment to measure the success the work of the employees as well.
3. The company will provide the fair and proper compensation according to knowledge, responsibility, and the out-come of each employee.
4. The company offers benefits for basic needs of the employees such as provident fund, annual physical examination, uniforms, various compensation in case 10 serious diseases, and training to increase professional skills.

### 3.11 ช่องทางการร้องเรียนของพนักงาน

Company determines the time period for the employee to report the incident in the wrong way, discipline and law. It can be sent as a sealed letter to the Managing Director or send by email to the Managing Director at [pongthep@nclthailand.com](mailto:pongthep@nclthailand.com)

The information provided by the informer will be seriously responded and the reporter will not suffer any loss due to the reporting of the complaint in good faith. Employee disclosures are always kept confidential. However, for the complaint, the complainant should collect the information carefully and realize to the accuracy of the information disclosed.

### 3.12 Policies and Guidelines for Sanitation and Safety and Workplace Environment

The Company always realizes that the employees are the key to the Company's success. We strive to meet the safety, hygiene, and environmental standards. The Company has set the guidelines for prevention and control of workplace hazards, safety, hygiene and workplace environment which is the duty and responsibility of all employees to cooperate in the surveillance and surveillance of the work environment in a safe condition.

1. Comply with standards to ensure safety in health and work environment for all employees.
2. Comply with safety laws and regulations. Health and Environment of the country where the company enters the business
3. The Company always supports the regular improvement of work conditions and safety environment.
4. All employees must consider to their own safety; colleagues include the Company's assets as importantly at all work time
5. All employees must maintain cleanliness and orderliness of their work area
6. All employees have the right to offer feedback on improving their work conditions and their workplace and the environment of the company for the improvement.
7. The Company support and promotes participation in various security activities that will stimulate employee awareness such as training, incentives, public relations safety and good sanitation.
8. Promote knowledge about hygiene, safety at all levels, it also supports the way and implementation of environmental protection measures in accordance with the laws of the industry.
9. The executives at all level must be a good role model and can encourage employees to work in a safe way.

### 3.13 Policies and Practice Guidelines for Community and Society

The Company runs its business regarding to its duties and responsibilities to the nation, community and society and local traditions to preserve the goodness in society and the public.

1. Do not run the business that affect to the social and not violate the rights of other people that living in that community and society
2. Encourage of the conscious mind to the responsibility to the community and society in the company and employees at all level continuously.
3. To defined the measurement in prevention and the solution of the impact on communities and society as a result of the Company's operations.
4. Promoting cultural preservation and local traditions
5. Cooperate with various agencies in community development
6. Support the activities that cause public interest
7. Create a good relationship between the Company and the community on the basis of accuracy, transparency and fairness.



### 3.14 Policies and Practice Guidelines to the Environment

1. Conduct the business in accordance with laws, regulations and environmental policy by considering to the impact on natural resources and environment. Review and evaluate the performance result regularly.
2. Create a corporate culture and raise awareness for employees at all levels to collaborate and responsible in environmental management, efficient and sustainable use of resources
3. Knowledge enhancement and training employees on the environment
4. Promote environmental management system. This includes the use of resources, the cost of treatment and rehabilitation, the replacement of surveillance and the protection of the impact on natural resources and the environment.
5. Select the business partners who run the business with environment friendly

### 3.15 Policies and Guidelines for Effective Use of Resources

The Board recognizes and promotes a conscious effort to use resources efficiently in the organization. To encourage the staff for the conscious mind and together save the usage of energy resources such as walking up and down the stairs instead of using the elevator, use two-sided paper, reduce paper usage in work process. Turn off and turn on the electricity and air conditioning when necessary and close the air conditioning during the lunch break, use water economically, provide the water dispenser adequately to reduce the purchase of drinking water using plastic bottles.

### 3.16 Sustainable Policy

The Company is committed to developing the company to be a leader in providing total logistics services. It will be the first and best choice for our customers and partners. The company focuses on quality and efficient work, which is the cornerstone of the company's sustainable growth, and affiliates with a focus on the economy, society, and environment which is under the international code of practice which has set the following guidelines:

#### Economic and Corporate Governance Dimension

1. Conducting a full-service logistics business with knowledgeable and skilled personnel who provide genuine customer service, under good corporate governance principles, while considering the economic, social, and environmental impacts.
2. Conducting business with honesty and integrity, adhering to laws and commercial regulations, promoting clear and transparent internal management that can be audited, supporting anti-corruption efforts, and preventing seeking personal benefits and abusing power, in order to create the maximum benefit that is fair to all stakeholders.
3. Promote the practice of human rights principles, with consideration for the dignity of human beings, their rights, freedoms, and equality, of individuals protected by the Constitution of the Kingdom of Thailand and relevant international laws, including respecting local customs and traditions, at the Company or subsidiary level.

4. Emphasize improving and developing work processes and services throughout the value chain based on the principles of quality management throughout the organization to create a quality mindset among personnel in the organization, resulting in creating value for customers and generating long-term growth.
5. Committed to comprehensive and all-around risk management, in order to prevent and minimize losses or impacts that may occur to the group of companies, communities, society, and the environment.
6. Promote innovation with social and environmental responsibility, in order to increase efficiency and effectiveness, as well as creating value for the organization and stakeholders.

#### Societal Dimension

7. Manage human resources with fairness, equality, and justice according to human rights principles and labor laws. Place importance on developing workforce capabilities and promoting happiness at work, which will lead to efficient organizational performance.
8. Promote understanding and adherence to business ethics among executives and employees, in order to achieve business objectives and benefit all stakeholders involved.
9. Conduct business with responsibility towards society and stakeholders, which will lead to the growth and development of both the Company and the community, and contribute to an improved quality of life.

#### Environmental Dimension

10. Promote and support efficient use of resources, including reducing and controlling the social and environmental impacts resulting from the operations of the Company, its subsidiaries, and relevant trading partners.
11. Raise awareness of and prioritize occupational safety, health, and environmental conditions for employees, trading partners, customers, and visitors to prevent loss of life and assets, as well as injuries or illnesses resulting from work.
12. Communicate and ensure understanding with the Board of Directors, executives, employees, partners, and stakeholders to raise awareness of environmental concerns.

#### 4. Disclosure of Information and Transparency

The Board of Directors recognizes the importance of disclosure of information, both financial and non-financial, that is accurate, complete and transparent as stipulated by the regulations of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET), as well as other material information that may affect the price of the Company's securities that influences the decision-making process of its investors and stakeholders. This is to ensure that all shareholders can access to the Company's information equally. After the Company has registered and became publicly listed in the Stock Exchange of Thailand, proposed the IPO shares in this time. Information on the Company is disseminated to the shareholders, investors and general public through the channels of the SET and the Company's website.

## 4.1 Financial Report

The Board of Directors recognizes the responsibility of the accurate, complete and reasonable quarter and annual financial statements and its subsidiaries under the recognized certified standard with the choice of appropriate accounting policy and practice on regular basis. Sufficient explanations to the financial statements are also inclusive in the annual report. The Company's Board of Directors intentionally maintains effective internal control system to ensure accurate and complete accounting information record with sufficiency to secure asset and realize weak points. This will prevent the Company from any important malpractice or misconduct. The Company Board of Directors has appointed the Audit Committee to take a responsibility for matters concerning quality of financial report and internal control system. The Audit Committee shall report the minutes to the Board of Directors every Minutes of meeting. The Company has established a dedicated Investor Relations to provide accurate, complete, and accurate information and correspondence to shareholders, analysts and other relevant authorities.

## 4.2 Whistle Blowing Policy and Practice and Whistleblower Preventive Measures

The Company is committed to maintaining a well-founded corporate practice. This is in line with the principles of good corporate governance for all stakeholders as stated in the Corporate Governance Policy and Business Ethics Guide. This policy has been set up as a mechanism and gives the rights to employees and stakeholders. Thus, the Board of Directors has set the channels for communication with the Board of Directors by mail or email to provide a channel of information and instructions for ordering a process-based review for complaints related to illegal activity, accuracy of financial reports, defective internal control system, offense or unethical behavior of the executives and employees. The Company will keep the information from this report confidentially and the reporters are protected by the Company.

### Policy scope

This policy is set up to encourage all employees and stakeholders to disclose information that indicates violations of the Company's laws, regulations, and ethics.

- Corruption
- Fraud, Misappropriation, Theft
- Corruption actions to benefit themselves and others.
- Actions that is harmful to health and safety or environmental
- Intentionally causing damage or loss to the Company.
- Clear violation of business ethics
- Support for violating the law, regulations and business ethics including concealing or assist to conceal such actions.

### Keeping Confidential Information

This policy is designed to ensure that employees and stakeholders are fully aware of their complaints, and that reporters will not suffer due to the reporting of complaints in good faith. Employee disclosures are always kept confidential. However, the complaint and the complainant should collect the information carefully and the information disclosed should be accurate.

### False Allegations

If any employee or stakeholders deliberately makes a complaint with false allegations or malicious intent to the complainant, the Company will consider the complaint to be a violation of business ethics. Beside, the Company will conduct the investigation to consider the punishment according to the Company's regulations.

By clues, complaints and recommendations will be considered and implemented as appropriate. It shall be considering and take appropriate action case by case, without disclose the name of the whistle-blowers and also records as the confidentiality complaint. There are measures to protect the whistle-blowers to ensure that the whistle-blowers and the complainant will not be affected by such clues and complaints. If the Company is required to disclose that information, the Company will only disclose the necessary information, to considerate of the important of safety and the damage of the complainant and the whistle-blowers at most.

### Channel for complaints

Register letter

The Board of Directors

NCL INTERNATIONAL LOGISTICS PUBLIC COMPANY LIMITED

56/9-10 SoiTaksin 12/1, Taksin Road, Bukkaloo, Thonburi, Bangkok 10600

The Company secretary is responsible for accepting documents sent to the Board of Directors and submitting them to sub-committees or related directors and summarizing all recommendations and issues for submission to the Board of Directors on a basis of quarterly except documents sent to the audit committee, which will be sent directly to the audit committee.

### Channel for contact to the company

	Email	Phone Number
Board of Director	management@nclthailand.com	-
Company Secretary	Ratirat.c@nclthailand.com	02-459-4945 # 1202
Investor Relations	IR@nclthailand.com	02-459-4945 # 501
Website	<a href="http://www.nclthailand.com /Good Governance/ Channel for Complaints">www.nclthailand.com /Good Governance/ Channel for Complaints</a>	
		-

## 5. Board Responsibility

### 5.1 The Board of Director's Policy and Guideline

The Board of Directors consists of experts with knowledge, capability and experiences that are beneficial to the running of the company and have independence in making decision for the maximum benefit of the company and shareholders. The Board of Directors participates in formulating the policy, corporate overview, consider the business plan and annual budget of the company, by assigning the management to present, and the Board of Directors shares opinions and discusses with the management. This is to create mutual agreement as well as to supervise the management to carry out the business according to the business plan and specified budget in an efficient manner. Moreover, the Board of Directors also supervises the procedures for assessing adequacy of the internal control system, financial reporting and performance monitoring on a regular basis.

## 5.2 Board of Directors' structure

The Company requires at least one-third, but not less than 3 members of the total number of the Board of Directors must be Independent Directors acting as agents of the minority shareholders scope in order to perform the auditing and balance management of the Company to be accurate and fair, and enhance the shareholders' trust and value.

Furthermore, the Board of Directors promote diversity in the structure of the Board of Director to have experts from diversified fields fully equipped with experiences, knowledge, expertise that are beneficial to the business running, adhering to morale and integrity, regardless of gender, race, religion, age, professional skills or other specific qualifications.

The management Structure of the Company consist of the Board of Director and 5 Committees are as Management Committee, Audit Committee, Risk Management Committee, Nomination and Remuneration Committee and Corporate Governance Committee

The Board of Directors has appointed Company Secretary having the duties and responsibilities in accordance with the Securities and Exchange Act. However, the company may recruit other sub-committees to perform their assigned tasks to alleviate the administrative burden of the Board of Directors in the future.

- Nomination of Directors and Management

In selecting experts to take up a position of directors who complete the term, or in other cases, to propose to the Company in selecting persons who are nominated to be candidates to the meeting of shareholders for approval, the Company has a procedure to select experts from their expertise, visions, leadership, morale, transparent work background and ability to express opinions independently. The composition of the company's directors and the selection, appointment, or removal from the position of a director of the company has been determined in the regulations of the company which can be concluded as follows:

- 1) The Board of Directors consists of at least 5 directors of which not less than half of the total directors must reside in Thailand and elected by the Shareholder's meeting, the Audit Committee must consist at least 3 directors.
- 2) The meeting of shareholders is responsible for electing directors according to the following rules and methods:
  - Each shareholder has 1 vote for 1 share.
  - Each shareholder may use all his/her votes under (1) to elect one person or more persons to be directors. but cannot divide the votes to any person to any extent.
  - Persons receiving the highest number of votes in descending order shall be elected as directors equal to the number of directors to have or to be elected at that time. In the event that the persons who are elected in descending order have equal votes, the number of directors is more than the number of directors required to have The chairman of the meeting shall have a casting vote.
- 3) In every Annual General Meeting of shareholders, the terms of one-third (1/3) of the current number of the Directors will be ended. If the number of Directors could not be divided into three proportions, the number of

Directors whose terms will be ended will be the closet number to the one-third proportion. Directors whose terms are ended in the first and the second years after the registration of the company will be decided by drawing lots. For the consecutive years, the Directors who are in the positions the longest will be removed. However, those Directors who are removed may be elected to fill the positions again.

- 4) In addition to the end of the term. Directors will vacate when
  - Death
  - Resign
  - Be without qualifications or possess of the characteristics prohibited under Act and the related Notification.
  - The shareholders' meeting passed a resolution to leave.
  - The court has issued an order.
- 5) In voting for any director to retire before the expiration of the term Must hold a vote of not less than three - fourths (3/4) of the number of shareholders attending the meeting and having the right to vote. and holding shares in aggregate not less than half of the number of shares held by the shareholders attending the meeting and having the right to vote
- 6) Any director who wishes to resign from the position must submit a resignation letter to the company. The resignation will be effective from the date the resignation letter reaches the company.
- 7) In the event that the director's position becomes vacant for reasons other than the expiration of the term The committee shall select qualified persons. and does not have any prohibited characteristics under the law on public limited companies and the law on securities and exchange to become a replacement director in the next Board of Directors' meeting unless the remaining term of that director is less than two months. The person who is appointed as a replacement director will be in the position of director only for the remaining term of the director he replaces.

The Board must allow the shareholders to present a name with qualifications to become a Board member.

- Nomination and Selection of Independent Directors

The Nomination and Remuneration Committee has responsibilities to make primary recommendations to the nomination and selection process for independent directors who must possess the qualifications as stipulated by the Company and in accordance with The Securities and Exchange Commission Announcements or The Stock Exchange of Thailand Notifications. The Board of Directors will be considered to select independent directors from experts who have work experienced and other suitability combined to create diversity in the structure, considering from the necessary skills that are lacking as well as the strategy of the Company that will be continued. After that it will be presented to the shareholder's meeting to be appointed as the company's director and experiences, and propose to the Annual General Meeting for nomination as directors of the Company. There must be at least three independent directors, and not less than one-third of the Board size with the following qualifications:

1. Holding not more than one percent of the total voting shares of the Company, a subsidiary, an affiliate, other associate company, a major shareholder, or a controlling person, including shares held by related persons.
2. Neither being nor used to take part in management, or being an employee, staff member, advisor receiving a regular salary, or controlling person of the Company, a subsidiary, an affiliate, other associate company, a major shareholder, or a controlling person in the past two years unless the foregoing relationship has ended not less than two years. The above prohibited characters exclude the independent director who is a government employee or consultant who is major shareholders or controlling person of the Company.
3. Not being a close relative by birth or by legal registration as a parent, a spouse, a brother or sister, a son or daughter of management, a controlling person, a shareholder or a person nominated as management or a controlling person of the Company or its subsidiary.
4. Neither having nor used to involve in a business relationship with the Company, a subsidiary, an affiliate, a major shareholder, or a controlling person in such a way that will obstruct his independent judgment including not being a major shareholder or a controlling person of the person who has a business relationship with the company, a subsidiary, an affiliate, a major shareholder, or a controlling person unless the foregoing relationship has ended not less than two years, a business relationship includes a normal cause of business transaction, a rent or lease of property, a transaction related to assets, service, providing or receiving financial support such as borrowing, lending, guaranteeing, or assignment resulting in the Company or other party being in debt obligation of more than three per cent of net tangible assets of the Company of twenty million baht, whichever is lower. The calculation of debt obligation shall be in accordance with the calculation of value of related party transaction specified by the Capital Market Supervisory Board's Announcement of Related Party Transaction including debt obligation one year prior to the date that business relationship starts.
5. Neither being nor used to be an external auditor of the Company, a subsidiary, an affiliate, a major shareholder, or a controlling person of the Company and not being a shareholder holding major portion in an audit office of an external auditor of the Company, a subsidiary, an affiliate, a major shareholder, or a controlling person in the past two years.
6. Neither being nor used to be a provider of professional service such as legal or financial services and receives a professional fee of more than two million baht per year from the Company, a subsidiary, an affiliate, a major shareholder, or a controlling person and not being a major shareholder or a partner of such a provider of professional service in the past two years.
7. Not being a director representing another director of the Company, a major shareholder, or a shareholder related to a major shareholder.
8. Not being in a business substantially the same and compete with the Company, or a subsidiary, or not being a principal partner in a business partnership or being a director involving in management, employee, staff member, advisor

receiving a regular salary, or holds of shares with voting right more than one per cent of total number of voting right of other company that engages in a business substantially the same and compete with the Company and its subsidiary.

9. Be able to express an independent opinion with respect to the operation of the Company.

- [The Board of Director's diversity policy](#)

The Board of Directors is realized to the benefits of the diversity of the Board of Directors and considers that it is one of the important factors in increasing the efficiency of making decision and performance of the Board of Directors.

However, diversity is not just limited to gender but also includes age, educational background, professional experience skills and knowledge. Therefore, the selection and appointment of the Company's directors will be based on knowledge, capability and the selection criteria which taking into account benefits of diversity as well.

- [Terms of Directorship](#)

At each Annual General Meeting of Shareholders, one-third of the directors or the number nearest to one-third if the number is not a multiple of three must retire from office. Retiring directors may be re-elected in the Annual General Meeting.

For the Audit Committee, each member is in charge for a period of 3 years. A member of the Audit Committee whose term is ended due to the maturity of term according to the company's regulations may be appointed again. If a position in the Audit Committee is vacant due to a reason other than the end of term, the Board of Directors shall appoint a qualified person to become a member of the Audit Committee so as to ensure the complete set of the committee as specified by the Board of Directors. The person who is newly appointed will has the term length equal to the remaining term of the member of the Audit Committee he/she replaces.

Besides, the Company has specified the qualification of the person who shall be an appropriate independent director in accordance with the characteristics of the company. The independence of the independent director must be in accordance with the rules prescribed by the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand. The Company requires an independent director to hold a term of office not exceeding 9 years from the date of appointment at first time. If the company is required to appoint an independent director to assume the position onward, the board be able to do but should be the reasonable consideration and clarification of the necessity.

And to clarify the responsibilities, the Company has set the clear duties of the Chairman and the director to protect the unlimited power in any person and to separate the person who assume the position as the Chairman out of the person who assume the position as Managing Director and appointed the Independent Directors as the Chairman.

- [Terms of the Independent Director](#)

The Board determines the independent Director to be in position for 3 years and will circulate and retire as 1 in 3 of the entire team accordingly. When the term comes, the committee could be presented to the Annual General Meeting of Shareholders to continue as the Board and to come back in the position. The independent committee will in the position for no longer than 3 terms or 9 years starting from the day of accepting the position. In addition, the board of directors should clearly



state a policy that independent directors who have served on the Board beyond nine years from the date of their first appointment should be subject to particularly rigorous review of their continued independence.

- [Policy for holding the position in other company of the Directors, managing director, and executives](#)

Corresponding to the good corporate governance and the suggestion from the Stock Exchange of Thailand, the Board has determined the policy on limiting the number of the re-positioning to the Board of other companies that are registered in the Stock Exchange of Thailand to be no more than 5 companies. All current Board members are within this limit.

Also, the Board determines the managing directors and Managements to take the positions in other company as necessary in a way that it will not affect the duties and the responsibilities of the company. There also requires approval from the Board or the one in charge first.

### 5.3 The Committee

The Board of Director has appointed the committee for effective performance of the Board of Directors and to assist in the supervision of the Company's business with the following details:

- [Audit Committee](#)

The Audit Committee of the company must be the company's director who is appointed from the Board of Directors and have qualifications as specified by the securities law and the Stock Exchange of Thailand. The Audit Committee must contain no less than 3 persons and at least 1 director must have knowledge on accounting and finance to assist the Board of Directors in performing their duties responsible, reviewing the quality and reliability of the Accountant system Audit Sys tem Internal Control and Financial Reporting Process of the Company.

- [Risk Management Committee](#)

The Risk Management Committee was appointed by the Board of Director to define and implement strategies for overall risk management. In addition, the Risk Management Committee is responsible for developing and reviewing management systems and risk management in line with the policy consistently. The Risk Management Committee consist at least 3 directors, one of them must be the Independent Director and the head of the Enterprise Risk Management and Internal Control Department acts as the secretary of the Risk Management Committee. One of the Risk Management Committee shall be appointed to be the chairman of the Risk Management Committee by the Boards of Directors. He/she shall have the qualifications required by the Securities Laws and the Stock Exchange of Thailand, including regulations and / or regulations of the Stock Exchange of Thailand.

- [Nomination and Remuneration Committee](#)

The Board of Directors shall nominate the Nomination and Remuneration Committee by election from the number of independent directors and executives as deemed appropriate to be independent to nominate directors and determine remuneration which is suitable for the company. One of the Nomination and Remuneration Committee shall be appointed to be the chairman of the Nomination and Remuneration Committee by the Boards of Directors. He/she shall have the

qualifications required by the Securities Laws and the Stock Exchange of Thailand, including regulations and / or regulations of the Stock Exchange of Thailand.

- [Corporate Governance Sustainability Committee](#)

The Board of Director proposed to appointed the Corporate Governance Sustainability Committee by elected from the Independent Director, consist at least 3 directors to assist the Board of Director in formulating policies and setting criteria to strengthen the Company's standards and practices in corporate governance. It is transparent, reliable and verifiable. Build confidence for shareholders and stakeholders and the Board of Directors shall appoint a member of the Good Corporate Governance Sustainability Committee as the Chairman of the Good Corporate Governance Sustainability Committee. He/she shall have the qualifications required by the Securities Laws and the Stock Exchange of Thailand, including regulations and / or regulations of the Stock Exchange of Thailand.

- [Management Committee](#)

The Board of Directors is responsible for proposing the appointment of the Executives Committee by electing from Directors and/or a certain number of Management as it sees appropriate and the Board of Directors will appoint one of the members of the Executives Committee to be the chairman of the Executives Committee.

#### 5.4 Roles of the Board of Directors

- [Roles of Chairman of the Board of Directors](#)

The Chairman of the Board is responsible for the leadership of the Board. He is also the Chairman of the Board of Directors and the shareholders' meeting. The Chairman of the Board of Directors is responsible to the Board of Directors for management in accordance with the guidelines and policies of the Board of Directors.

- [Roles and Responsibilities of the Board of Director](#)

The Company requires the Board of Directors to comply with the code of best practice in accordance with the guidelines of the SET. The directors must understand and recognize their roles, duties, and responsibilities, and perform their duties in accordance with the law, the Company's objectives and the Articles of Association, shareholders' resolutions, the charter of the Board of Directors, and the Company's corporate governance policy with integrity and honesty, with priority given to the best interests of the Company and its shareholders. The Board of Directors determines the policies, business goals, business plans, and the budget of the Company, and governs the management division to ensure compliance with the policies, plans, and budget specified with efficiency and effectiveness, for the best interests of the Company and its shareholders.

#### 5.5 Board of Directors' Meeting

The Board of Directors' meeting follow the regulations, laws related to public limited company, and regulations of the Stock Exchange of Thailand. Special meetings are arranged if necessary. The meetings are held at least 6 times a year. In order to effectively monitor the operations of the company and the Audit Committee has a meeting at least 4 times a year. The Company secretary prepares the annual meeting calendar to the Board of Directors in advance, within November yearly. To supporting the directors to allocate their schedule time and schedule of meeting in advance, which is not include special

occasions of the meetings. When the company will send an invitation letter with the meeting agenda and meeting documents as attachments to the directors no less than 7 days before the date of the meeting so that the directors have time to study the information adequately before attending the meeting. Except in the case of an emergency to protect the rights and interests of the company, the meeting will be notified by other means and then set the date for an earlier meeting. The directors of two or more persons may request the Chairman of the Board of Directors to call a meeting of the Board of Directors. In cases where two or more directors request, the Chairman shall set the date of the meeting within 14 days from the requesting date.

At Board Meetings, not less than two-third (2/3) of the total number of directors shall be present at the meeting so that the quorum of the Board of Directors will be available for the Board to vote. All committee member must attend at least 75% of the board meeting which are held in the whole year and an average rate not less than 80% of all committee meetings during the year round. The Company shall maintain the minutes of meetings and keep the said documents receiving the confirmation from the Board of Directors for future examine by the Board or related party.

All this, the committee has set a policy that non-executive directors should have the opportunity to meet among themselves as appropriate or at least once a year without executive directors or management participated in the meeting. To discuss various issues, both regarding the Company's business such as management strategies, sustainable growth guidelines or other matters of interest and report the result of the meeting to the Managing Director.

#### 5.6 Self-evaluation of the Board of Director

The Board has evaluated their performance every year with three formats 1) person 2) team 3) sub-team and CEO for the Board to assess the outcome, the problems, and the obstacles during the previous year in order to fix and increase efficiency. The evaluation as a team and as a sub-team will be based on the protocols suggested by the Stock Exchange of Thailand, leading to properly changes of the company. With this, the assessment as referred to 6 topics:

- 1) The structure and qualifications of the Board of Directors
- 2) Duty and responsibility of the Board of Directors
- 3) The Board of Directors' meeting
- 4) Performance of Directors
- 5) Relationships with the management
- 6) Self-development of Directors and management development.

#### 5.7 Remuneration for the Board of Directors and Executives

The company has determined remuneration for the directors and executives at an appropriate level, which is sufficient to retain competent directors and executives. While it avoids paying excessive remuneration, it remains the rate at the level comparable to companies in the same group of industry. Factors to be considered include experience, obligations, appraisal and scope of roles and responsibilities. The remuneration payment of the directors must be approved by the company's shareholders. For remuneration of executives, it will be in accordance with principles and policies as determined by the Company's Board of Directors in which the consideration will be made based on duties, responsibilities, performance of each executive, and operational performance of the company.

### 5.8 The orientation of new Directors

The Board sets up the orientation for all new members for them to understand the roles, the duties of the Board, and the protocols in operating the business. This includes building up the business knowledge and process, risk management, and organization visiting in order to prepare for the job performance.

### 5.9 Development of Directors and Executives

The company encourages the Board of Directors and the management to attend seminar courses that are beneficial to their functions. Courses that the Board of Directors should attend at least are courses arranged by the Thai Institute of Directors (IOD) namely Directors Certification Program courses from related supervisory agencies on a regular and constant basis. The Board of Directors has assigned the company's secretary to be a coordinator with directors to inform training courses so that directors can bring in knowledge and experiences to continuously develop the company.

However, the Board requires that every year at least one Board member will attend such training to develop and increase knowledge in roles of the Board.

### 5.10 Succession Plan

In order to ensure that the company shall have continuity in administration, the Board of Directors sees the necessity and importance of position succession of the high-level executives, the company has made a position succession plan in support of the positions from division directors upwards. Replacement persons are identified. In case no persons who can replace instantly, the company has arranged a personnel development system for preparing persons in subordinate positions along with external selection. This is to ensure confidence in investors, organizations as well as employees that the business running of the company shall be succeeded in good time.

### 5.11 Report of the Board of the Directors

The Board of Directors is responsible for the financial reports preparation including the Company's financial statements, the consolidated financial statements of the Company and subsidiaries and financial information memorandum as shown in annual report. The financial statements are prepared based on generally accepted accounting standard. The Company applies proper and acceptable accounting standard and complies with such standard regularly. The Company is very careful to prepare and manage sufficient information to disclose in the notes of financial statements.

### 5.12 Report of conflicts of interests

The Board has determined the protocol in reporting of conflicts of interests of the Board and Managements for transparency in order to prevent the problem that will lead to benefit conflicts as the followings

- The Board or Managements including family members that are associated or are the shareholders must report the conflict of interest to the company by each member must report the information since the day he or she started.
- The Board determines the evaluation of the conflicts of interests in July of every year
- The Board or Managements have the duties to report the stock holding of the company. If any changes, they must report to the Stock Exchange Commissioner within 3 days after changes.
- The Board assigns the Corporate Secretary to record the report of conflicts of interests.

## 6. Prevention of Conflicts of Interest supervision of the of Insider Information usage and Internal Control

### 6.1 The Conflict of Interest Policy

The Board of Directors sets policies on conflict prevention on the principle that any decision in conducting business activities must be done for the best interests of the Company and should be avoided any act that can cause the conflicts of interest, determined that any participant or stakeholder in the transaction must notify the company of its relationship or interest in the transaction, aforementioned, must not participate in the decision-making process, or no authority to approve such transactions. The Company has set the policies and practice guideline as below:

1. Director, executive and employee are required to disclose upon arising of any situation believable as a cause for conflict of interest.
2. Avoid making transactions with directors that may cause a conflict of interest with the company. In case of emergency, the transaction must be proposed to Audit Committee for consideration prior to approval from the Executive Committee or Board of Directors (Depending on case), in accordance with the principles of corporate governance and ensure compliance with the rules of the Stock Exchange of Thailand and Commission on Securities and the Stock Exchange.
3. Directors and executives who have a significant interest in a manner are prohibited to give an opinion freely and abstain from taking part in the meeting agenda. The directors and executives are required to inform the stakeholders before the agenda, the minutes of meeting should be recorded.
4. Has set up the clear and transparent structure no cross-shareholdings with major shareholders, to avoid conflicts of interest to any one party and disclose the shareholding structure of the Company and its subsidiaries in the annual report.
5. The company complies with the policy on conflict of interest and business ethics, whereby directors, executives and all employees as well as employees in the subsidiaries are required to strictly comply with such policy. The company provides information to better understand the practices of employees throughout the company.

### 6.2 Insider Information Usage Policy

The Company establishes a policy to keep and protect the use of internal information in a written manner and to notify such practices to all persons in the Company and the way to take care of directors and the management in using of internal information of the Company which is not yet disclose to the public use for personal gain as follows.

1. Directors, executives and employees of the company and its subsidiaries are required to maintain confidentiality of information within the company and subsidiaries.
2. Directors, executives and employees of the company and its subsidiaries shall not expose confidential information of the company and its subsidiaries to disclose or seek benefits for themselves or for the benefit of any other person, whether directly or indirectly. Also, whether they receive compensation or not.

3. Educate the board of directors, executives, and senior management in the accounting or finance department at the managerial level or higher. About the duty to prepare and submit reports on the holding of securities in the company, his spouse and children underage. To the Office of the Securities and Exchange Commission under Section 59 and Penalties under the Securities and Exchange Act BE 2535 (as amended)
4. Directors and Executives of the Company include spouse and minor children are prepared and disclosed the report on securities holding and the report on the change of the Company's securities holding to the Office of the Securities and Exchange Commission under Section 59 and the Penal Code under Section 275 of the Securities and Exchange Act BE 2535 (including the additional revision) and submit a copy of this report to the Company on the same day that was sent the report to the Securities and Exchange Commission.
5. The directors, executives, employees and its subsidiaries of the Company are prohibited (including spouse and minor children) who receive significant internal information that affects the change of the Company's securities trading prices within 30 days prior to such disclosure or disclosure to the public. And within 24 hours after the internal information of the company has disclosed to the public. Any person who involved with the internal information must not disclose that information to others until the information is provided to the SET. Penalties for violations of the above rules. The Company treated this action as guilty of misconduct in accordance with the Company's Articles of Association and will be considered the punishment such as verbal warning, warning letter, remit punishment as well as termination of employment by dismissal or deposition depends on the case.
6. The directors, executives and employees of the Company are prohibited to use internal information of the Company which can effect of the change in the price of securities of the Company which has not yet been disclosed to the public which it has knowledge by their position or such status and used to buy or sell or offer to buy or offer to sell or to persuade others to buy or sell shares or other securities of the Company (if any), whether directly or indirectly and whether this is done for the benefit of themselves or others, or to bring such facts out, to disclose to others to do so, whether they receive benefits or not.
7. Directors and executives including the executive level position in accounting or finance or equivalent level manager are required to submit the list of their first securities holding and report on changes of securities holding including those of their spouses and minor children, as well as related persons. The submission and report shall be conducted and submitted within 30 days from the date of appointment to the position of a director or executive and within 3 working days from the date of buying, selling, transferring or receiving the transfer of the securities, submit it to the Office of the Securities and Exchange Commission (SEC) and send a copy to the Company secretary to acknowledges every time of the change to prepare a report to the board of meeting acknowledge in every quarter.
8. Specified that the Directors and Executives including those who assume the position as executive in accounting or finance, equivalent to department manager or equivalent. (According to the definition of the

Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand), it is required to report at least one business day before trading to the Company Secretary for reporting to the Board.

## 7. Business Ethics

The Company encourages directors, executives, and employees to operate and make decisions on the Company's business in a transparent, straightforward manner adhere to the law, held on virtue and ethics. The Business Ethics Handbook has been prepared as a part of the Corporate Governance Policy. It is a guideline and standard for the performance of directors, executives and all employees in the organization strictly follow, including continuous supervision. The "Corporate Governance Policy" and the "Business Ethics Handbook" are posted on the Company's website ([www.nclthailand.com](http://www.nclthailand.com)) to communicate with outsiders and within the organization to the directors, executives and employees of the Company acknowledged to properly implementation.

## 8. Policies and Guidelines for Anti-Corruption

The Company is committed to running its business using good corporate governance principles. The Company takes responsibility for society, the environment, and all stakeholders, and it has formulated policies towards the compliance with anti-corruption laws. Also, it has defined the anti-corruption guidelines in the Company's Business Code under the headings "Policy on Receiving and Giving Gifts and Recompenses" and "Policy on Prevention of Corruption and Bribery," which are outlined as follows:

### Policy on Receiving and Giving Gifts and Recompenses

- Executives and employees are prohibited from asking for any benefit from partners or those who do business with the Company.
- Executives and employees are prohibited from offering any benefit to any other third parties or partners in any attempt to persuade them to commit an unlawful action.

### Policy on Prevention of Corruption and Bribery

- Receiving or giving property, or any other benefit that may produce motivation to make an unlawful decision, must be done correctly and straightforwardly, and it must be ensured that the actions will not lead to any criticism of, or a bad reputation to, the Company. What the Directors have received must be kept in the office or distributed to the employees.
- Procurements must conform to the procedures set forth in the Company's regulations and they should be fair for stakeholders. The decisions on procurements must take into account the reasonableness of prices, quality and services to receive, and transparent auditability.
- As for transactions with the government sector, the Company shall avoid any actions that may persuade the government sector or government officers to take wrongful or improper actions. However, building a good mutual relationship or taking any actions within a proper extent and customary practices are acceptable, e.g. extending congratulations or giving a bouquet for special occasions.

### Entertainment Policy

1. The Company does not have an entertainment policy for external individuals or entities doing business or contacting the Company, including both private and public organizations, in order to avoid practices that may be construed as bribery. However, entertainment may be provided on special occasions in accordance with social norms, budgetary considerations, appropriateness of the occasion, as well as customs and traditions to maintain good business relationships without expecting anything in return.
2. Executives and employees are prohibited from providing entertainment that could create a conflict of interest, such as providing entertainment during ongoing bidding processes. Entertainment that is provided as a form of compensation may involve hidden actions intended to provide assistance or benefits.
3. Executives and employees are prohibited from providing entertainment that contradicts the policies of trading partners, the government, or stakeholders.
4. Executives and employees are prohibited from providing entertainment with the intention of seeking benefits or influencing business decisions.
5. Executives and employees are prohibited from providing entertainment that violates the Company's policies, rules, or relevant laws and regulations.
6. The expense reimbursement for entertainment shall be conducted in accordance with the Company's operating manual.

### Policy on Donations for Charitable Causes and Financial Contributions to External Organizations

- Donations and support provided to any organization must take into consideration the credibility of the organization and must be legally established.
- Operations must be conducted transparently and in the name of the Company, following the Company's policies and in compliance with the law.
- Donations and support must not be given to any officer or individual in a personal capacity unless the details are specified in a request letter and there is clear and written evidence of support provided.
- Follow-up or verification should be conducted to ensure that donations or financial support are not being used as a means of avoiding bribery. Donations or financial support should have a purpose, to promote the Company's image, business, and public relations, and can be done in various forms such as supporting cultural events, social and environmental activities, education and sports events, etc.
- The expense reimbursement for donations shall be conducted in accordance with the Company's operating manual.

### Penalty

The Company has authorized the CEO, Deputy CEO or supervisors in each department to consider and take disciplinary actions on employees who have committed wrong actions or fail to comply with the Company's regulations. The disciplinary actions are imposed according to the severity of the offense, ranging from a verbal warning to suspension or dismissal.

The policy was approved at the Board of Directors' Meeting No. 1/2023 and notification was given to the employees on 22 February 2023.



# Code of Conduct

## Introduction

The Company has determination to do business based on integrity and value addition for its shareholders, including the practice towards all the stakeholders with equity. Meanwhile, the Company has established the duty and responsibility for the directors, the management and all the employees shall realize and comply with the policies and practices designated in the ethics manual strictly. It is to achieve the business target and benefit the stakeholders, the shareholders and the society.

## Definitions

Business ethics means merits, justice and integrity that are the practices for the business operations.

Practical guidelines are the guidelines to maintain and encourage honor and reputation.

## 1. Principles of Business Operation

### 1.1. Vision, Mission, Goal and Strategies in Operation

#### Vision

To be a leading total logistics provider to International standard that is the first and best choice for the customers and its partners.

#### Mission

The Company's mission is to operate a comprehensive logistics service business with personnel who were expertise and service to customers with sincerity as well as creating the network of trade partners and international offices efficiently.

#### Goal

To be a professional company that helps reduce logistics costs to maximize efficiency and customer satisfaction.

#### Strategies

To provide personnel with expertise which offer the customers a comprehensive range of services, including consultation about planning related to, and the provision of, the most suitable transport methods, management that allows the customers to forward their freight on time with the lowest cost, by expanding their own branch offices in target countries and working with effective partners in abroad to be able to distribute products to destinations in various countries around the world.

## 2. Business Ethics of the Company

### 2.1 Honesty

The management shall maintain integrity towards the relevant persons and shall not cause misunderstanding deliberately or deceptively by distorting the information, exaggeration, partial facts, discrimination or omission on the practice or by other methods.

### 2.2 Integrity

The management should display its morals and bravery to do things it believes to be correct, although having been pressured to do the opposite thing. It shall adhere to the principles, respectability and equity. The management should fight for its beliefs and shall not abandon the principles for any objectives until they become deceptive or immoral persons.

### 2.3 Trust worthiness

The management should reveal and provide the relevant information and remedy the misunderstanding from the facts. It should try in a suitable way to achieve their pledge, but should not use the existing instruments incorrectly. It should avoid using unsuitable and legal interpretation, as it can be used as an excuse for non-cooperation or avoiding the established agreement.

### 2.4 Loyalty

The management should show loyalty towards the company with help and dedication to duty, but it should not use or reveal secret information for personal advantage, instead of maintaining the ability in making a decision of independent professional. It avoids unsuitable things and beneficial conflict, and has loyalty towards the company and co-workers. Moreover, if the management has an intention to resign, it should give advance notice suitably, including the priority to the company information and not doing business that utilizes their original job merits.

### 2.5 Fairness

The management should have fairness and morals towards the relevant persons, not using arbitrary power, and not using the cheating method or unsuitable method to derive or maintain the interests or advantages from misunderstanding or based on suffering of other people. The management who has fairness should disclose the agreements for consideration and treat everyone with equality. They should open up for different opinions and are willing to accept a fault upon making a mistake, and is ready to change the standing point and existing belief to the correct and suitable things.

## 2.6 Concern for others

The management should pay attention, has compassion, generosity and good intentions for other people according to the principle that treat others the way you want to be treated. The management should help other people on the things that person has necessity and find a method to make the business can accomplish its goal simultaneously with the objective of other people.

## 2.7 Respect for International Human Rights Principles

The management should respect in the dignity of each individual, independence, privacy, legal and human rights and the interests of the stakeholders.

The decision of the management should be impartial and treat everyone without prejudice and no discrimination against gender, class or racism. The company shall designate the directors, the management and all of the employees to comply with the human rights principle strictly. It is considered as part in the operations and shall not support the business that is in violation of the international human rights principle.

## 2.8 Commitment to Excellence

The management should perform the duty with endeavor that is, being knowledgeable person, preparedness, determination with skills to be able to manage all things under responsibility.

## 2.9 Leadership

The management should be aware of responsibility and its leadership and should provide the format of the practical suitability to benefit self and the organization. Meanwhile, the management should create the environment that gives priority to the ethical principles and decision-making.

## 2.10 Reputation and Morale

The management should find a way to build a reputation for the company as well as merits among the employees. They shall mutually do not destroy relations between the company and its employees. On the contrary, the employees may join each other for anything necessary to remedy or prevent incorrect and inappropriate circumstances.

## 2.11 Accountability

The management should realize and be responsible for its duty considering the ethics used in decision-making and omission of something for its company, colleagues and community.

## 2.12 Policy on Compliance with the Law and Relevant Rules and Regulations

The company has determination to conform with the law, bylaws and regulations involved with the operations for the directors, the management and its employees as follows:

- It shall comply with the laws, rules, regulations and respect for the culture and traditions of the country where the company does its business.
- It shall comply with the requirements of the SET and the SEC.
- It shall comply with the rules and bylaws of the company strictly.
- It shall not help or encourage avoidance of complying with the various laws or rules.
- It shall cooperate with the supervisory unit and report the information related to a violation or non-compliance with the law or failure to comply with the law or rules by the relevant persons.

### 3. Conflict of Interests and Keeping Confidential Information

#### 3.1 The Conflict of Interest Policy

The Board of Directors sets policies on conflict prevention on the principle that any decision in conducting business activities must be done for the best interests of the Company and should be avoided any act that can cause the conflicts of interest, determined that any participant or stakeholder in the transaction must notify the company of its relationship or interest in the transaction, aforementioned, must not participate in the decision-making process, or no authority to approve such transactions. The Company has set the policies and practice guideline as below:

1. Director, executive and employee are required to disclose upon arising of any situation believable as a cause for conflict of interest.
2. Avoid making transactions with directors that may cause a conflict of interest with the company. In case of emergency, the transaction must be proposed to Audit Committee for consideration prior to approval from the Executive Committee or Board of Directors (Depending on case), in accordance with the principles of corporate governance and ensure compliance with the rules of the Stock Exchange of Thailand and Commission on Securities and the Stock Exchange.
3. Directors and executives who have a significant interest in a manner are prohibited to give an opinion freely and abstain from taking part in the meeting agenda. The directors and executives are required to inform the stakeholders before the agenda, the minutes of meeting should be recorded.
4. Has set up the clear and transparent structure no cross-shareholdings with major shareholders, to avoid conflicts of interest to any one party and disclose the shareholding structure of the Company and its subsidiaries in the annual report.
5. The company complies with the policy on conflict of interest and business ethics, whereby directors, executives and all employees as well as employees in the subsidiaries are required to strictly comply with such policy. The company provides information to better understand the practices of employees throughout the company.

### 3.2 Insider Information Usage Policy

The Company establishes a policy to keep and protect the use of internal information in a written manner and to notify such practices to all persons in the Company and the way to take care of directors and the management in using of internal information of the Company which is not yet disclose to the public use for personal gain as follows.

1. Directors, executives and employees of the company and its subsidiaries are required to maintain confidentiality of information within the company and subsidiaries.
2. Directors, executives and employees of the company and its subsidiaries shall not expose confidential information of the company and its subsidiaries to disclose or seek benefits for themselves or for the benefit of any other person, whether directly or indirectly. Also, whether they receive compensation or not.
3. Educate the board of directors, executives, and senior management in the accounting or finance department at the managerial level or higher. About the duty to prepare and submit reports on the holding of securities in the company, his spouse and children underage. To the Office of the Securities and Exchange Commission under Section 59 and Penalties under the Securities and Exchange Act BE 2535 (as amended)
4. Directors and Executives of the Company include spouse and minor children are prepared and disclosed the report on securities holding and the report on the change of the Company's securities holding to the Office of the Securities and Exchange Commission under Section 59 and the Penal Code under Section 275 of the Securities and Exchange Act BE 2535 (including the additional revision) and submit a copy of this report to the Company on the same day that was sent the report to the Securities and Exchange Commission.
5. The directors, executives, employees and its subsidiaries of the Company are prohibited (including spouse and minor children) who receive significant internal information that affects the change of the Company's securities trading prices within 30 days prior to such disclosure or disclosure to the public. And within 24 hours after the internal information of the company has disclosed to the public. Any person who involved with the internal information must not disclose that information to others until the information is provided to the SET. Penalties for violations of the above rules. The Company treated this action as guilty of misconduct in accordance with the Company's Articles of Association and will be considered the punishment such as verbal warning, warning letter, remit punishment as well as termination of employment by dismissal or deposition depends on the case.
6. The directors, executives and employees of the Company are prohibited to use internal information of the Company which can effect of the change in the price of securities of the Company which has not yet been disclosed to the public which it has knowledge by their position or such status and used to buy or sell or offer to buy or offer to sell or to persuade others to buy or sell shares or other securities of the Company (if any), whether directly or indirectly and whether this is done for the benefit of themselves or others, or to bring such facts out, to disclose to others to do so, whether they receive benefits or not.
7. Directors and executives including the executive level position in accounting or finance or equivalent level manager are required to submit the list of their first securities holding and report on changes of securities holding including those of their spouses and minor children, as well as related persons. The submission and report shall

be conducted and submitted within 30 days from the date of appointment to the position of a director or executive and within 3 working days from the date of buying, selling, transferring or receiving the transfer of the securities, submit it to the Office of the Securities and Exchange Commission (SEC) and send a copy to the Company secretary to acknowledge every time of the change to prepare a report to the board of meeting acknowledge in every quarter.

8. Specified that the Directors and Executives including those who assume the position as executive in accounting or finance, equivalent to department manager or equivalent. (According to the definition of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand), it is required to report at least one business day before trading to the Company Secretary for reporting to the Board.

## 4. Responsibility to the Company and its Properties and Assets

### 4.1 Properties Protection

The company expected its directors, the management and employees to have responsibility in protecting its assets, and use them with efficiency for optimization. They shall not use the company's properties for self-interest or for others with the following guidelines.

- The management and employees shall use its assets and resources with economy and optimum benefits for the company.
- The management and its employees shall take care of the properties of the company against deterioration or missing.
- Setting guidelines on prevention of a damage or risk to the company's properties that may be caused by the operations, e.g. natural disasters, accidents, etc.

### 4.2 Business Ethics on Intellectual Property

The company has designated its directors, the management and all of its employees to have prudence and circumspection on the intellectual property, including paying respect to the copyrights of the intellectual property owners.

### 4.3 Use of Computer and Information Technology

1. All computers, information technology and information and data relating to its operation are the property of the Company. Executives and staff should not use the Company's computers and information technology for personal interests.
2. Executives and staff are prohibited from disclosing their password to others for access to the Company's information system.
3. Executives and staff are prohibited from disclosing any information or data on the Company's information system(s) to other parties without proper authorization.
4. Executives and staff are prohibited from changing, copying, deleting or destroying the Company's information or data without proper authorization.

5. Executives and staff are prohibited from using illegal software for any reason and from using copyright protected software without the permission of the copyright owner.
6. Executives and staff are prohibited from altering their computer equipment or installing any other accessories in addition to the standard equipment provided by the Company.
7. Executives and staff are prohibited from using the Company's electronic mail system to transmit derogatory, offensive, pornographic, abusive or annoying messages according to the Computer Crimes Act B.E. 2550.
8. Executives and staff may only use the internet to seek information and knowledge related to their work and shall not access illegal or immoral websites.
9. Executives and staff should use all communication equipment provided by the Company, such as telephones, facsimile machines, mobile phones and pagers with an appropriate sense of responsibility and care, taking the Company's interests into consideration.

#### 4.4 Policies and Practices for Anti - Corruption

The Company is committed to running its business using good corporate governance principles. The Company takes responsibility for society, the environment, and all stakeholders, and it has formulated policies towards the compliance with anti-corruption laws. Also, it has defined the anti-corruption guidelines in the Company's Business Code under the headings "Policy on Receiving and Giving Gifts and Recompenses" and "Policy on Prevention of Corruption and Bribery," which are outlined as follows:

##### Policy on Receiving and Giving Gifts and Recompenses

- Executives and employees are prohibited from asking for any benefit from partners or those who do business with the Company.
- Executives and employees are prohibited from offering any benefit to any other third parties or partners in any attempt to persuade them to commit an unlawful action.

##### Policy on Prevention of Corruption and Bribery

- Receiving or giving property, or any other benefit that may produce motivation to make an unlawful decision, must be done correctly and straightforwardly, and it must be ensured that the actions will not lead to any criticism of, or a bad reputation to, the Company. What the Directors have received must be kept in the office or distributed to the employees.
- Procurements must conform to the procedures set forth in the Company's regulations and they should be fair for stakeholders. The decisions on procurements must take into account the reasonableness of prices, quality and services to receive, and transparent auditability.
- As for transactions with the government sector, the Company shall avoid any actions that may persuade the government sector or government officers to take wrongful or improper actions. However, building a good mutual relationship or taking any actions within a proper extent and customary practices are acceptable, e.g. extending congratulations or giving a bouquet for special occasions.

### Entertainment Policy

1. The Company does not have an entertainment policy for external individuals or entities doing business or contacting the Company, including both private and public organizations, in order to avoid practices that may be construed as bribery. However, entertainment may be provided on special occasions in accordance with social norms, budgetary considerations, appropriateness of the occasion, as well as customs and traditions to maintain good business relationships without expecting anything in return.
2. Executives and employees are prohibited from providing entertainment that could create a conflict of interest, such as providing entertainment during ongoing bidding processes. Entertainment that is provided as a form of compensation may involve hidden actions intended to provide assistance or benefits.
3. Executives and employees are prohibited from providing entertainment that contradicts the policies of trading partners, the government, or stakeholders.
4. Executives and employees are prohibited from providing entertainment with the intention of seeking benefits or influencing business decisions.
5. Executives and employees are prohibited from providing entertainment that violates the Company's policies, rules, or relevant laws and regulations.
6. The expense reimbursement for entertainment shall be conducted in accordance with the Company's operating manual.

### Policy on Donations for Charitable Causes and Financial Contributions to External Organizations

- Donations and support provided to any organization must take into consideration the credibility of the organization and must be legally established.
- Operations must be conducted transparently and in the name of the Company, following the Company's policies and in compliance with the law.
- Donations and support must not be given to any officer or individual in a personal capacity unless the details are specified in a request letter and there is clear and written evidence of support provided.
- Follow-up or verification should be conducted to ensure that donations or financial support are not being used as a means of avoiding bribery. Donations or financial support should have a purpose, to promote the Company's image, business, and public relations, and can be done in various forms such as supporting cultural events, social and environmental activities, education and sports events, etc.
- The expense reimbursement for donations shall be conducted in accordance with the Company's operating manual.

### Penalty

The Company has authorized the CEO, Deputy CEO or supervisors in each department to consider and take disciplinary actions on employees who have committed wrong actions or fail to comply with the Company's regulations. The disciplinary actions are imposed according to the severity of the offense, ranging from a verbal warning to suspension or dismissal.

The policy was approved at the Board of Directors' Meeting No. 1/2023 and notification was given to the employees on 22 February 2023.



#### 4.5 Penalties

The company has designated the president, vice president or the superiors in each division can impose the disciplinary penalty to the guilty employees or failure to follow the posted rules and regulations.

The company has designated the disciplinary actions in 5 aspects as follows:

- Verbal warning with a written record as evidence.
- Written warning.
- Demotion.
- Suspension without pay and no payment on the fringe benefits.
- Termination without compensation.

### 5. Practices towards Stakeholders

The Company recognizes the importance of rights of every stakeholder including shareholders, customers, trading partners, counterparts or creditors, Company's employees and the society. The Company should set a clear policy on fair treatment for each and every stakeholder in accordance with the laws or mutual agreements. To ensure that such rights are protected and treated fairly and equally. Thus, the Company has set the Business Ethics or Code of Conduct as a guideline for dealing with each stakeholder, as well as the community society and the environment for sustainable development; anti-fraud and corruption, no violate intellectual property including respect for human rights. Any actions that can be considered in violation of stakeholders' legal rights should be prohibited.

#### 1.1 Policies and Practices for Shareholders

The Company operates business by taking into consideration the long term grown of the Company as well as provision of good return to the shareholders. The Company operates business transparency by putting in place an efficiency internal control system and has strictly prohibited performing any acts in the nature that may cause conflict of interest with the Company. The disclosed information must be accurate, sufficient and timely.

1. The ownership rights of shareholders are equitably and fairly respected.
2. Operations are undertaken in accordance with the principles of good corporate governance, which will foster the trust and confidence of shareholders and eventually lead to sustainable growth.
3. The company's businesses are continually advanced to ensure proper returns to shareholders.
4. Significant information which affects or potentially affects shareholders' interests shall be disclosed, whether reports made pursuant to the accounting period or situation reports, pursuant to the relevant laws and notifications. However, no action shall be taken to restrict shareholders access to Company information.
5. A Report of the Board of Directors' responsibility for the financial statements in the annual report shall be prepared
6. Minority shareholders shall be given an opportunity to propose matter for inclusion in the meeting agenda and/or to nominate persons for election as Company Directors in the Annual General Meeting of Shareholders

7. Shareholders are given an opportunity to submit questions relevant to the meeting prior to the shareholders' meeting
8. Shareholders' meeting notices in both Thai and English are published on the Company website at least 30 days prior to the shareholders' meeting day as information for shareholders and to enable the study of information prior to meetings
9. Shareholders' meeting shall be facilitated. The date, time, venue and procedure must not pose an obstacle to the shareholders' attendance of the meeting. Shareholders who are not able to attend in person must have the opportunity to grant a proxy to other persons to attend the meeting and vote on their behalfs.
10. Conflicts of interests must be dealt with prudently, rationally and information must be fully disclosed.
11. The Company's interests and assets shall be safeguarded as a reasonable person would safeguard his/her property. Wrongful interests, whether obtained by director or indirect means, shall be eliminated.

## 5.2 Policies and Practices for Customers

The Company realizes that customer satisfaction and confidence are key factors which contribute to the Company's sustainable success. The following policies and guidelines have been prescribed in this regard:

1. The Company operates the business of manufacturing, product distribution and services which are safe for consumers and environmentally friendly.
2. Businesses are operated with commitment to develop goods and services, introduce new innovations and add value to goods and service in order to continually meet the demands of customers along with the disclosure of necessary information for decision-making without concealment or distortion of facts.
3. Businesses are operated in earnest, honest and fair values and no action is taken that would violate the rights of customers. The confidentiality of customer trade secrets is maintained and not exploited for wrongful personal gains or for the gains of others.
4. The Company does not demand, receive or consent to the director or indirect receipt of properties or other dishonest benefits from customers.
5. The Company adheres to trade agreements. In the case where adherence is not possible, the customer would be notified in advance in order to jointly find a remedy and prevent loss.
6. The Company provides communication channels to enable customers to file complaints to the Company. Complaints are processed with care and dealt with fairly.

## 5.3 Policies and Practices for Partners

The Company will treat its partners with equality and take into account mutual benefits as follows:

1. The Company has the policies on treating business partner and all creditors fairly, does not take advantage of business partner and shall not defraud partners or creditors as well as stringently observe contracts, agreements,

and conditions given to creditors or partners. The Company is focused on developing and maintaining sustainable relationships with its business partners

2. The Company has a system for screening trading partners in the value chain who operate businesses in compliance with the law, safety and occupational hygiene standards and friendliness to the environment. Trading partners are treated on the basis of fair competition, equality and mutual respect.
3. The confidentiality of secrets or communications of trading partners are maintained and not exploited for wrongful gains of oneself or of others.
4. Relationships and good understandings are fostered. Knowledge is exchanged. Developments and value adding to goods and service are jointly undertaken to promote mutual growth.
5. The Company adheres to trade agreements and makes proper representations of data. In the event that an agreement cannot be complied with, the Company will expeditiously engage in early negotiations with trading partners in order to reach a mutual remedy and loss prevention solution.
6. The Company does not demand, receive or consent to the receipt of properties or any other benefits outside trade agreements

#### 5.4 Policies and Practices for Competitors

1. The Company encourages the policy to promote the free and fair competition conforming to the rules of good competition. The Company shall define the practice under framework of good competitive roles and laws and avoid defamation of competitors as well as in strict adherence to established ethics.
2. The Company will not damage the reputation of its trade competitors.

#### 5.5 Policies and Practices for Creditors

1. All creditor groups shall be treated equitably and fairly.
2. Contracts and items will be strictly adhered to.
3. Operations will be administered to ensure the confidence of creditors on the Company's financial standing and credit rating.
4. Financial standings shall be accurately and timely disclosed.
5. In the event of an inability to comply with a particular term, the creditor will be forthwith notified in advance in order to enable a joint solution for remedy and loss prevention.

#### 5.6 Policies and Practices for Employees

The Company also realizes that the employees are one of the important resources to develop the growth of the organization so should be treated equally and fairly as well as focuses on developing employees' potential, knowledge, and competency.

1. Human dignity and fundamental rights of employees are respected at work. Employee data or confidential information is not disclosed or transmitted to third parties or unrelated persons.
2. Employees are treated in accordance with the provisions of law, regulations and articles governing the Company's operations.
3. Employment equality is promoted. There is no discrimination on the grounds of gender, skin color, race, religion, age, disability or other status that is not directly related to the works.
4. Training and knowledge exchange are sponsored and promoted to encourage learning and skill development throughout, strengthen career security and offer opportunities for advancements pursuant to each person's potential.
5. Employees participation in the determination of the Company's direction and development are promoted and listen to opinions and suggestions from every level of employees on a fair and equal basis.
6. Encourage and encourage the provision of additional training to all employees. It is in line with the Company's policies, problems, visions, missions and strategies. Annually for example, the potential for work. The importance of the environment.
7. Provide training, Public relations Corporate Governance, Business Ethics and anti-corruption to all employees to acknowledge and strictly follow.
8. Give a fair return which appropriate to their knowledge, ability, responsibility and performance including the compensation in accord with the Company's performance in both short and long term.
9. Appropriate welfare and benefits are given to employees, e.g. employee welfare policy medical expenses 10 serious diseases, provident fund etc.
10. Channel are provided for employees to communicate suggestions and complaints pertaining to work. These suggestions are considered and remedies will be determined in the interest of all parties and in view of the creation of good working relations.
11. Employees of all levels are encouraged to participate in social responsibility activities.
12. Facilities necessary for work operations are provided and working conditions are maintained with due regard to safety and occupational hygiene as a means of promoting and raising the quality of lives of employees.

## 5.7 Policies and Practices Under Human Rights

The company has a policy to treat each other under human rights. It is the ethics and code of business conduct should respect in the dignity of each individual, independence, privacy, legal and human rights and the interests of the stakeholders. The decision of the management should be impartial and treat everyone without prejudice and no discrimination against gender, class or racism.

Directors, executives and employees including employees in subsidiaries that must be strictly adhered to by all parties. It is as part of the discipline of work, which must take into account human dignity, freedom and equality of individuals. The company does not do and promote of human rights violations. The company and its subsidiaries are not related to the organizations or individuals that violate human rights, in all cases, the company has complied with the basic principles of human rights.

## Human Rights Policy

NCL International Logistics Public Company Limited and its subsidiaries (“the group of companies”) are committed to conducting business responsibly by adhering to principles of transparency, accountability, ethical standards, and respect for human rights, alongside good governance practices that ensure equal treatment for all stakeholders. To support compliance with human rights principles, we have established a policy on human rights, which is guided by the United Nations Guiding Principles on Business and Human Rights (UNGP). The policy is aimed at ensuring sustainable development and ensuring that the Company conducts its business without violating human rights.

### Scope

This policy applies to the business operations of NCL International Logistics Co., Ltd. and its subsidiaries, as well as trading partners and business associates, in order to be applied in business operations and to promote respect for human rights among those involved in the Company's supply chain.

### Definition

“Human rights” means the inherent dignity of the human person, as well as the fundamental rights and freedoms that have existed since birth and the equal treatment that should not be discriminated against on grounds of race, religion, gender, skin color, language, ethnicity, or any other status in accordance with the laws of each country.

### Human Rights Policy

The Board of Directors, executives, and employees of the Company must be aware of and give importance to respecting human rights, which should be adhered to in accordance with the Company's human rights policy as follows:

1. Treating everyone equally according to human rights principles, without discrimination.
2. Avoid actions that violate human rights.
3. Support and promote the principles of human rights.
4. Communicate, disseminate knowledge, and promote understanding among all stakeholders, while providing support to trading partners and business associates to ensure their participation in business operations while respecting and adhering to the principles of human rights.

### Guidelines for Practice

1. Support, promote, and respect human rights with dignity for everyone and equal treatment for all employees, partners, and stakeholders of the organization without discrimination on the basis of physical appearance, religion, race, nationality, gender, language, age, social status, culture, customs, or any other factors.
2. Exercise caution and avoid actions that violate human rights directly or indirectly toward all stakeholders.
3. Support employees to exercise their rights as citizens with fairness according to the constitution and laws.
4. Communicate, disseminate knowledge, promote understanding, provide guidance, and provide any other support to all employees in the Company, as well as joint venture partners, to ensure that business is

conducted with integrity and ethics, respect for human rights, and treat everyone in accordance with the principles of human rights policy. This includes not using child labor below the age specified by law or using forced labor within the Company or within the Company's supply chain.

5. Monitor and uphold human rights, not neglect or remain indifferent when encountering actions that violate human rights related to the Company. Report to superiors or notify the designated complaint channel.

## 5.8 Policies and Practices to Respect for Intellectual Property and Copyright

Company adheres to and respects the intellectual property and copyright as follow:

1. The company must not take any actions that violate the intellectual property rights of others or competitors
2. Executives, managers, and employees must not seek a competitor's trade secrets or specifications of competitors by unlawful ways e.g. illegal theft, espionage or violation of an agreement not to disclose information of a competitor, whether from customers or other parties. It also includes trade secrets of the company, for example, a business plan and technical innovation, which company's employees have a duty to keep it confidential. It must not be distributed to third parties, whether they are competitors or not.
3. The company recognizes the importance of intellectual property and copyright. The company only allows employees to use the software defined and installed by the company. The programs are copyrighted and legally prohibited from installing or downloading copyrighted music, movies, games, and etc. that are not legitimate. The Information Technology department is responsible for oversight and checking individuals' computers regularly. Internal Audit is also responsible to conduct a random check again so that employees understand the importance of such matters.

## 5.9 Policies and Practices on Compensation and Benefit

1. The company will employ and allow all employees to progress in jobs and works with fairness.
2. The company will offer various compensation in comparable amount to other business in same category according to the position, experience, degrees, and qualification of the employees. Based on the performance of the company. It will depend on the evaluation and competency assessment to measure the success the work of the employees as well.
3. The company will provide the fair and proper compensation according to knowledge, responsibility, and the outcome of each employee.
4. The company offers benefits for basic needs of the employees such as provident fund, annual physical examination, uniforms, various compensation in case 10 serious diseases, and training to increase professional skills.

### 5.10 Policies and Practices for Hygiene and Safety and Workplace Environment

The Company always realizes that the employees are the key to the Company's success. We strive to meet the safety, hygiene, and environmental standards. The Company has set the guidelines for prevention and control of workplace hazards, safety, hygiene and workplace environment which is the duty and responsibility of all employees to cooperate in the surveillance and surveillance of the work environment in a safe condition.

1. Compliance with standards to ensure safety in health and work environment for all employees.
2. Compliance with safety laws and regulations. Health and Environment Of the country where the company enters the business
3. The Company always supports the regular improvement of work conditions and safety environment.
4. All employees must consider to their own safety, colleagues includes the company's assets as importantly at all work time
5. All employees must maintain cleanliness and orderliness of their work area
6. All employees have the right to offer feedback on improving their work conditions and their workplace and the environment of the company for the improvement
7. The Company support and promotes participation in various security activities that will stimulate employee awareness such as training, incentives, public relations safety and good hygiene.
8. Promote knowledge about hygiene, safety at all levels, it also supports the way and implementation of environmental protection measures in accordance with the laws of the industry.
9. The executives at all level must be a good role model and can encourage employees to work in a safe way.

### 5.11 Policies and Practices for Community and Society

The Company runs its business regarding to its duties and responsibilities to the nation, community and society and local traditions to preserve the goodness in society and the public.

1. Do not run the business that affect to the social and not violate the rights of other people that living in that community and society
2. Encourage of the conscious mind to the responsibility to the community and society in the company and employees at all level continuously.
3. To defined the measurement in prevention and the solution of the impact on communities and society as a result of the Company's operations.
4. Promoting cultural preservation and local traditions
5. Cooperate with various agencies in community development
6. Support the activities that cause public interest
7. Create a good relationship between the Company and the community on the basis of accuracy, transparency and fairness.

## 5.12 Policies and Practices to the Environment

1. Conduct the business in accordance with laws, regulations and environmental policy by considering to the impact on natural resources and environment. Review and evaluate the performance result regularly.
2. Create a corporate culture and raise awareness for employees at all levels to collaborate and responsible in environmental management, efficient and sustainable use of resources
3. knowledge enhancement and training employees on the environment
4. Promote environmental management system. This includes the use of resources, the cost of treatment and rehabilitation, the replacement of surveillance and the protection of the impact on natural resources and the environment.
5. Select the business partners who run the business with environment friendly

## 5.13 Policies and Practices for Effective Use of Resources

The Board recognizes and promotes a conscious effort to use resources efficiently in the organization. To encourage the staff for the conscious mind and together save the usage of energy resources such as walking up and down the stairs instead of using the elevator, use two-sided paper, reduce paper usage in work process. Turn off and turn on the electricity and air conditioning when necessary and close the air conditioning during the lunch break, use water economically, provide the water dispenser adequately to reduce the purchase of drinking water using plastic bottles.

## 5.14 Employee Complaint Channels

Company determines the time period for the employee to report the incident in the wrong way, discipline and law. It can be sent as a sealed letter to the Managing Director or send by email to the Managing Director at [pongthep@nclthailand.com](mailto:pongthep@nclthailand.com)

The information provided by the informer will be seriously responded and the reporter will not suffer any loss due to the reporting of the complaint in good faith. Employee disclosures are always kept confidential. However, for the complaint, the complainant should have collected the information carefully and realize to the accuracy of the information disclosed.

## 5.15 Whistle Blowing Policy and Practice and Whistleblower Protection Measures

The Company is committed to maintaining a well-founded corporate practice. This is in line with the principles of good corporate governance for all stakeholders as stated in the Corporate Governance Policy and Business Ethics Guide. This policy has been set up as a mechanism and gives the rights to employees and stakeholders. Thus, the Board of Directors has set the channels for communication with the Board of Directors by mail or email to provide a channel of information and instructions for ordering a process-based review for complaints related to illegal activity, accuracy of financial reports, defective internal control system, offense or unethical behavior of the executives and employees. The Company will keep the information from this report confidentially and the reporters are protected by the Company.

### Policy scope

This policy is set up to encourage all employees and stakeholders to disclose information that indicates violations of the Company's laws, regulations, and ethics.



- Corruption
- Fraud, Misappropriation, Theft
- Corruption actions to benefit themselves and others.
- Actions that is harmful to health and safety or environmental
- Intentionally causing damage or loss to the Company.
- Clear violation of business ethics
- Support for violating the law, regulations and business ethics including concealing or assist to conceal such actions.

### Keeping Confidential Information

This policy is designed to ensure that employees and stakeholders are fully aware of their complaints, and that reporters will not suffer due to the reporting of complaints in good faith. Employee disclosures are always kept confidential. However, the complainant and the complainant should collect the information carefully and the information disclosed should be accurate.

### False Allegations

If any employee or stakeholders deliberately makes a complaint with false allegations or malicious intend to the complainant, the Company will consider the complaint to be a violation of business ethics. Beside, the Company will conduct the investigation to consider the punishment according to the Company's regulations.

By clues, complaints and recommendations will be considered and implemented as appropriate. It shall be considering and take appropriate action case by case, without disclose the name of the whistle-blowers and also records as the confidentiality complaint. There are measures to protect the whistle-blowers to ensure that the whistle-blowers and the complainant will not be affected by such clues and complaints. If the Company is required to disclose that information, the Company will only disclose the necessary information, to considerate of the important of safety and the damage of the complainant and the whistle-blowers at most

### Channel for complaints

Register letter

The Board of Directors

NCL INTERNATIONAL LOGISTICS PUBLIC COMPANY LIMITED 56/9-10 SoiTaksin 12/1,  
Taksin Road, Bukkaloo, Thonburi, Bangkok 10600

### Channel for contact to the company

	Email	Phone Number
The Board of Directors	<a href="mailto:management@nclthailand.com">management@nclthailand.com</a>	-
Corporate Secretary	<a href="mailto:Ratirat.c@nclthailand.com">Ratirat.c@nclthailand.com</a>	02-459-4945 # 1202
Investor Relation	<a href="mailto:IR@nclthailand.com">IR@nclthailand.com</a>	02-459-4945 # 501
Website	<a href="http://www.nclthailand.com">www.nclthailand.com</a>	-

## 6. Compliance with the Business Ethics and Guidelines of the Company

### 6.1 Practical guidelines for the management

- Perform the duty with integrity, transparency and equity to make sure that in making each decision is based on the optimum benefit for the relevant groups overall.
- Perform the duty like a professional with knowledge and proficiency, determination and prudence. They can envisage the problems in advance and find ways to solve the problems and keep practical standardization, including applying knowledge and skills in the management of the company with full knowledge and capability.
- It does not seek self-interest or for the relevant persons by disclosing the inside information not yet revealed or still confidential or disclosed to a third party, or an action that may cause a conflict of interest.
- Provide care and verification inside the company and the environment of the company constantly to make sure that there is compliance with the designated policy and process.
- Provide correct information reports in full, on time and constant, as well as a report on the future trend of the company based on the possibility and substantiated information.
- Comply with the various laws and relevant rules. Maintain the industrial standards and designate the practical guidelines to keep up with the recent developments. There will be sufficient documentation and suitability for a control to comply with the designated guidelines for practice at all level of management. It is to make sure that the business operations go with efficiency in accordance with relevant requirements. There is a division of business activities and suitable approval according to the relevant laws and requirements.
- Develop the company to achieve the goals, objectives and acceptable standardization.
- Promote knowledge and understanding on the company.

### 6.2 Practical Guidelines for the Board of Directors

- Establish the business direction, targets, policies and tactics.
- Perform the duty with integrity, circumspection and keep the interests of the company.
- Comply with the relevant laws, criteria and rules, including the Business Ethics and the guidelines on good corporate governance and its bylaws.
- Follow up on the operations of the company to achieve its goals.
- Consider appointing subcommittees and set their scope of duty/responsibility to be clear-cut and suitable.
- Consider doing the important businesses of the company with complete intention and diligence.
- Hold board meetings and consider the meeting agenda with suitability.
- Evaluate the operation results of the board constantly.
- Prepare a plan on succession for the management at the senior level of the company.

### 6.3 Practical Guidelines for the Directors

- Diligence to perform the duty assigned by the board of directors.
- Performance of duty with integrity, circumspection and maintaining the interests of the company.

- Compliance with the relevant laws, rules and regulations, including the Business Ethics and good corporate governance and business operations to comply with the bylaws of the company.
- Follow-up on the operations of the management to achieve the goals and objectives of the company.
- Implementation to make sure there is keeping of confidentiality of the confidential information within the company, and not yet revealed to a third party and not allowed to be disclosed to the outsiders, and not to use the inside information company, not yet revealed to the public for self-benefit.
- Avoidance of any action or decision-making that may cause a conflict of interest.

#### 6.4 Practical Guidelines for the Company Secretary

- Diligence on performance of the duty assigned by the board of directors.
- Performance of duty with integrity, circumspection and maintenance of interests of the company.
- Taking care of the various activities by the board of directors to comply with the relevant laws, criteria and rules, including the Business Ethics and good corporate governance and operate the business in accordance with the bylaws of the company.
- There is readiness and deliberation to hold shareholder meetings, board meetings and subcommittee meetings and prepare the minutes of the meetings.
- Being a medium on the good communication between the directors and the shareholders.
- Keeping inside information confidential, including the information in the minutes of the board meetings and the various subcommittee meetings, as well as not allowing to reveal the information to the outsiders, and not the inside information of the company not yet disclosed to the public for self-benefit.

#### 6.5 Practical Guidelines for the Employees

- Perform the duty with integrity, following the code conduct and taking responsibility for the company.
- Comply with the relevant laws, criteria and rules, including the Business Ethics and good corporate governance and the bylaws of the company.
- Implement to make sure that there is keeping of confidential information that is confidential within the company and not yet allowed to be disclosed to a third party, and not allowed to be disclosed to the public for self-benefit.
- Maintain and join the creativity for solidarity among the employees.

#### 6.6 Corporate Governance and Business Ethics Revisions

- The Company will regularly update its Corporate Governance and Business Ethics directives to ensure they remain appropriate and accord to international best practice.

#### 6.7 Compliance with the Business Ethics

- The Company considers it to be a duty of every director, executive and staff to strictly comply with all policies and practices stated in this Business Ethics. This is neither voluntary nor can any corporate member claim he/she is not aware of these guidelines.
- Executives of all levels must be responsible for and consider it a priority to ensure that their subordinates truly learn, understand and comply with this Business Ethics.

Approved by the Board of Directors Meeting No.1/2023 held on 22 February 2023 and effective date on 22 February 2023



# Attachment 6

The Audit Committee's Report

# THE AUDIT COMMITTEE'S REPORT

To Shareholders

The Audit Committee of NCL International Logistics Public Company Limited (“the Company”) as of 31 January 2024 consists of 3 Independent Directors details are as follow;

Name		Position		Remark
1.	Mr. Priyong Teerasathian	Chairman of the Audit Committee	Independent Director	appointment 4 January 2024
2.	RAdm. Pattana Pibultip	Audit Committee	Independent Director	appointment 18 December 2023
3.	Mr. Parnkorn Kirativarasedt	Audit Committee	Independent Director	appointment 28 April 2023

in the year 2023 had 6 meetings and the meeting details are as follow;

ชื่อ – สกุล		Meeting attendance / total (times)	Remark
1.	Mr. Parnkorn Kirativarasedt	4/4	appointment 28 April 2023
2.	Adm. Surapong Amnucksoradeja	1/1	appointment to chairman on 28 April 2023
3.	Ms. Chanyapat Wiphatthanananthakul	6/6	Resign on 31 December 2023
4.	Asst. Prof. Surin Assawawitoontip	3/4	Resign on 3 December 2023
5.	Mr. Somchai Kuvijitsuwan	2/2	Resign on 26 April 2023
6.	Mr. Pongpun Kongkumnerd	1/1	Resign on 31 March 2023

Below are the highlights of deliberations in 2023:

1. Reviewed the quarterly and annual financial statements of the company with the auditor, Internal Audit, and management. Investigated and commented on repercussions on financial statements to ensure that the financial statements met with generally accepted accounting standards and adequate information disclosure to submission for approval of the Board. The Audit Committee is of opinion that the financial statements are accurate and complete with adequate disclosure of material information.
2. Reviewed the assessment of internal control system to ensure that the internal control and internal audit system were adequate and appropriate, including risk assessment, control activities, information system and communication and operation monitoring. The Committee is confident that there was no material flaw in the internal control system.
3. Reviewed the Company's operation to ensure compliance with the Securities and Exchange Act, rules stipulated by the Stock Exchange of Thailand and laws related to the Company's business.
4. The Audit Committee's meeting No. 1/2023 had considered and recommended the appointment of EY Office Company Limited as the Company's External Auditor and audit fee. The Committee is of opinion that EY Office Company Limited performed their tasks with independence and was qualified to audit the Company's financial

statement to ensure accuracy and reliability with disclosure of material information and proposed to the Board of Director to approve.

5. Reviewed and commented on related party transactions and transactions that may constitute a conflict of interest to ensure complete information disclosure and compliance with rules and regulations stipulated by the Securities and Exchange Commission, the Stock Exchange of Thailand and other regulatory bodies with a view to ensure reasonableness and the Company's best interest. The Committee is confident that related party transactions were reasonable, fair, transparent, free of a material conflict of interest, and in the best interest of the Company.
6. Review of Good Corporate Governance, The Audit Committee reviews compliance with the code of conduct and corporate governance policy, laws on securities and securities exchange and other related laws.
7. Reviewed the performance of the Committee for the year 2022 by way of self-assessment and assessment by the Board. The assessment revealed that the Committee functioned at excellent level.

In 2023, the Audit Committee fulfilled its duties and responsibilities as assign by the Board of Director and be in line with the Audit Committee Charter.



(Mr. Priyong Teerasathian)

Chairman of the Audit Committee

บริษัท เอ็นซีแอล อินเตอร์เนชั่นแนล โลจิสติกส์ จำกัด (มหาชน)  
NCL International Logistics Public Company Limited

56/9-10 ซอยสมเด็จพระเจ้าตากสิน 12/1  
แขวงบुकคโล เขตธนบุรี กรุงเทพฯ 10600  
56/9-10 Soi Somdetphrachaotaksin 12/1  
Khwang Bukkalo, Khet Thon Buri, Bangkok 10600

Tel : +66 2 459 4945  
[www.nclthailand.com](http://www.nclthailand.com)