



TECHNOLOGY POWER INNOVATION

■ ■ WE BUILD THE FUTURE ■ ■
■ GREEN AND CLEAN ENRGY ■

TPI Polene Power Public Company Limited

Annual Registration Statement / Annual Report 2023

Form 56-1 One Report

CLEAN & GREEN ENERGY SUSTAINABILITY

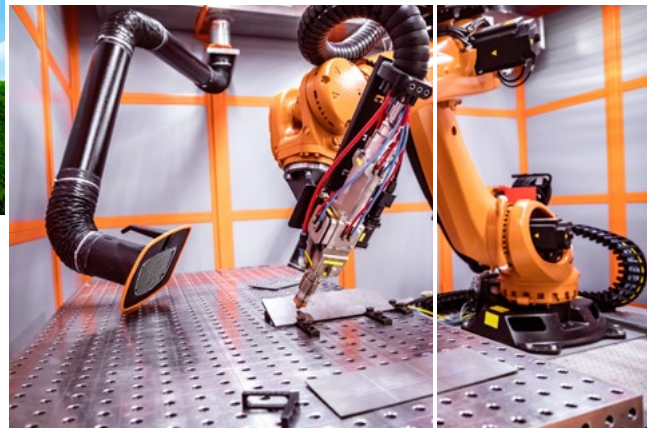


Vision

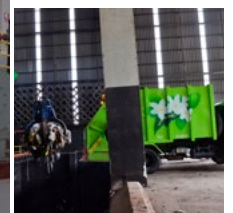
To be a leader in efficient
renewable energy



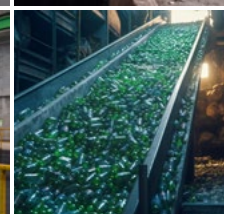
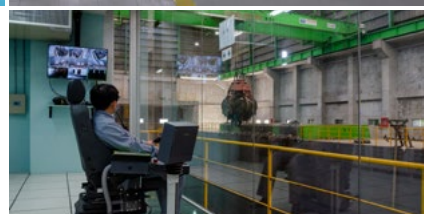
To become a clean and green energy producer



To focus on developing technology and
innovation in all aspects of our operations



To become the most modern and largest
waste disposal facility in Thailand and the
ASEAN region, with the goal of transitioning
to carbon neutrality and achieving zero
greenhouse gas emissions



Conduct business with responsibility to
achieve sustainable growth in economic,
social, and environmental dimensions, under
the framework of good corporate governance

“ CLEAN & GREEN ENERGY PRODUCER FOR OUR HEALTHY COUNTRY ”

ESG POLICY



ENVIRONMENTAL

To elevate clean energy production by processing waste into fuel for electricity generation rather than coal, it is essential to consider environmentally friendly technological factors in future investment projects. This includes producing electricity from renewable sources such as solar and wind energy, reducing reliance on fossil fuels to minimize greenhouse gas emissions, and helping to alleviate environmental problems. Employing a low-carbon strategy to address climate change risks, the aim is to achieve carbon neutrality by 2037.



SOCIAL

Creating a socially responsible organization requires giving importance to stakeholders in a balanced way. This involves engaging in human rights work with stakeholders throughout the value chain, including employees, suppliers, customers, and social communities. Developing personnel to be ready to accept changes and embrace learning is crucial for effectively responding to the needs of organizations and society. Additionally, it is essential to prioritize the health and safety of employees by creating value and enhancing the quality of life for communities and society, thus fostering sustainable growth.



GOVERNANCE

Governance is extremely important in the electric power production business to operate with maximum efficiency. Enterprise-wide risk management supports better performance management, including good corporate governance, anti-corruption efforts, and emphasis on the principles of strict corporate governance to achieve the established objectives and set goals.

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Message from the Board of Directors

By the Chairman of the Board of the Company

“

The Company is one of the leading organizations that places importance on sustainable growth by aligning the strategies of the organization and TPI Polene Group with the Sustainable Development Goals (SDGs)

”

(Mr. Prachai Leophairatana)
Chairman



Dear All Shareholders,

TPI Polene Power Public Company Limited is a producer and distributor of electricity, and it operates the World's largest Municipal Solid Waste (MSW) power plant. Additionally, it runs waste heat power plants and power plants that utilize a mixture of coal and municipal solid waste fuels. (The Company is currently in the process of completely transforming into a 100% municipal solid waste power plant) It also operates a municipal solid waste fuel factory and provides waste disposal services, boasting the largest municipal solid waste disposal plant in Thailand. All of the Company's waste disposal plants are housed in one location, making it the largest such facility in the world.

The Company is one of the leading organizations that places importance on sustainable growth by aligning the strategies of the organization and TPI Polene Group with the Sustainable Development Goals (SDGs) in order to achieve sustainable growth in every dimension, including governance, environmental, and social aspects, based on good corporate governance (Environmental, Social, Governance: ESG). This approach aims to manage the business to benefit all stakeholder groups in a balanced way, while also reducing the impact of climate change.

Performance

In 2023, the Company and its subsidiaries had a total sales revenue of Baht 10,990 million, with earnings before interest, taxes, depreciation, and amortization (EBITDA) equal to Baht 4,835 million. The ratio of interest-bearing debt (net) to EBITDA was only 3.98 times (Net IBD/EBITDA).

The Company and its subsidiaries achieved a net profit of Baht 3,653 million in 2023, marking an increase of 29.88% compared to a net profit of Baht 2,813 million in 2022. This increase can be attributed to the rise in the Base tariff, which resulted from the increase in the FT Charge, offsetting the decrease in the Adder. Moreover, the electricity demand of cement factories increased by approximately 10-15% compared

to 2021 and 2022, driven by higher production volumes in cement factories. Additionally, there was an increased demand for electricity from electric vehicles (EVs) within the TPI Polene Group's production system, totaling approximately 25 megawatts. Furthermore, boilers previously using coal have been upgraded to utilize municipal solid waste fuel instead, enabling the power plant to manage fuel costs more efficiently and reduce the cost of electricity production, thereby increasing the volume available for sale to cement factories. As a result, the volume of electricity sold to cement factories in 2023 is expected to grow by approximately 20% compared to 2022.

Power Purchase Agreement with PEA for Community Solid Waste Power Plant, Songkhla Province, for 7.92 Megawatts

The Company signed a non-firm Power Purchase Agreement (PPA) with a maximum production capacity of 7.92 megawatts for a period of 20 years with the Provincial Electricity Authority (PEA) on March 13, 2023, to sell electricity from the Community Solid Waste Power Plant in Songkhla Province. The Songkhla Provincial Administrative Organization (Songkhla PAO) announced the Company as the winner of the community solid waste power plant auction in March 2021, and the Company subsequently signed a solid waste concession contract with the Songkhla PAO in September 2021. Currently, the power plant is under construction and is expected to commence operations in 2026. The commencement of electricity production from this plant will not only enhance operating results but also contribute to the reduction of community solid waste nationwide, aligning with TPI Polene Group's carbon neutrality goal. The plant is projected to eliminate 400-500 tons of municipal solid waste per day. The solid waste disposal system and electricity generation will operate for 20 years, generating income from the sale of electricity based on the power purchase contract for 7.92 megawatts at a rate of Baht 5.78/unit for the initial 8 years and Baht 5.08 per unit for the subsequent 12 years.

Power Purchase Agreement with the Provincial Electricity Authority for an 8 MW Community Solid Waste Power Plant in Mukdahan Province.

The Company has been selected as the winner of the bid for the project to manage municipal solid waste and convert it into closed-system electricity for Mukdahan Municipality in Mukdahan Province. As of February 27, 2024, the Company has signed a non-firm Electricity Sales Contract (PPA) with an offering production capacity at a maximum of 8 Megawatts, valued at Baht 1,800 million. The agreement stipulates that at least 388 tons of solid waste must enter the project per day, with a total of a minimum of 400,000 tons of old solid waste throughout the 20-year operating period. During this period, the Company will manage the waste disposal system and generate electricity, earning income from the sale of electricity as per the Power Purchase Agreement. Specifically, the agreement entails selling 8 megawatts at a rate of Baht 5.78 per unit for the first 8 years and Baht 5.08 per unit for the subsequent 12 years. This project is expected to commence operations in 2026.

Installation of Artificial Intelligence (AI) Control for Grate Boilers

The Company prioritizes production innovation to enhance its competitiveness. On July 27, 2023, it entered into a contract for the installation of Artificial Intelligence (AI) Control for Grate Boilers, aiming to boost steam production capacity and consequently increase electricity output. Presently, the project is undergoing the process of seeking approval from the Board of Investment to qualify for a 3-year corporate income tax exemption equivalent to 50% of the investment, and is expected to commence operations in 2026.

Expansion of Clean Energy Production Capacity by Another 71.90 Megawatts, Totaling 511.90 megawatts in 2024

The Company is in the process of expanding the production capacity of the power plant by an additional 71.90 megawatts through the construction of a solar power plant. This plant comprises a 61.80 megawatt Solar Farm power plant and a 5.10 megawatt Solar Roof Top power plant, located in the cement factory and tile factory of TPI Polene Public Company Limited in Saraburi Province, resulting in

a total installed capacity of 66.90 megawatts. Additionally, a 5-megawatt wind power plant has been built, bringing the total capacity to 71.90 megawatts. This capacity expansion is aimed at supplying electricity to the cement factory of TPI Polene Public Company Limited in 2024, thereby increasing the Company's installed electricity production capacity from 440 megawatts to 511.90 megawatts.

Achieving Corporate and Bond Ratings at “A-” (Single A Minus) with “Stable” Rating Outlook

The Company received a credit evaluation for both Corporate and Bond Ratings at ‘A-’ (Single A Minus) with the credit rating outlook deemed ‘Stable,’ and a Stand-alone Credit Profile rating from TRIS Rating Company Limited at the level of “a” (The Company's credit rating is capped at the level of its parent company, TPI Polene Public Company Limited, which has a credit rating of “A-/Stable.”) The Company's Stand-alone Credit Profile rating reflects its stable cash flow from Power Purchase Agreements (PPAs) with the Electricity Generating Authority of Thailand (EGAT), as well as its competitive advantages in fuel and lower fuel costs resulting from a project to replace coal with municipal solid waste-derived fuel. The operating results of the Company's power plants are forecasted to lead to improved cash flow.

Reduction of Net Greenhouse Gas Emission and Creation of Opportunities in Selling Carbon Credits

The Company has a policy to reduce greenhouse gases, aiming to achieve carbon neutrality by 2037 through commitments to research and development. This involves introducing modern technology and innovation and continuously applying it in the electricity production process to reduce greenhouse gas emissions. This includes increasing the proportion of 100% renewable energy sourced from municipal solid waste or other alternative fuels, instead of relying on fossil fuels and coal in the Company's electricity production process. The Company emphasizes the use of clean energy, including solar energy and wind energy, and enhances the efficiency of electricity production to the highest and safest level, making it environmentally friendly. This is to reduce the impact of climate change and to transform the Company into a completely “CLEAN & GREEN POWER COMPANY”, which creates opportunities to sell Carbon Credits in the future.

The Largest Community Solid Waste Disposal Plant in Thailand

In response to the government's intention to focus on solving the problem of overflowing solid waste in the city, along with the growth of the Company's solid waste power plant business, the Company has built a community waste disposal plant, which is the largest in Thailand. It is located in the same area to process all forms of solid waste, including community waste, old waste, industrial waste, and infectious waste, to be an alternative fuel that has little impact on the environment. As a result, the Company can reduce greenhouse gases towards the goal of carbon neutrality.

In 2023, the Company expanded its production capacity by constructing a fuel separation plant (Factory 3), which can increase production capacity by another 3,000 tons of municipal solid waste per day from the original production capacity of 9,000 tons per day. This brings the total capacity to receive 12,000 tons of municipal solid waste per day. The Company also invests in solid waste separation plants located in solid waste sources in various provinces, in collaboration with entrepreneurs contracted with the Company (outside Saraburi Province) such as Rayong, Chonburi, Ayutthaya, Pathum Thani, Ratchaburi, and Samut Sakhon, among others. These solid waste separation plants have a total waste disposal capacity of approximately 3,000 to 5,000 tons per day. This capacity enables the Company to receive community solid waste, which is then used to produce 15,000 tons of fuel per day, or 4,500,000 tons per year. This initiative supports the transition away from coal in all of the Company's power plants, which are slated to become entirely waste-fired by 2025.

Stepping into a Full-scale Clean and Green Energy Business Creating Carbon Credit Sales Opportunities

The Company has set a mission to grow steadily and sustainably in the clean and green energy business by participating in the bidding for various renewable energy power plant projects. The government will establish conditions for the private sector to participate in the selection process through bidding on power plants according to the country's Power Development Plan, as announced by the Energy Regulatory Commission

regarding the procurement of renewable energy electricity from community solid waste, industrial waste, as well as green energy from solar and wind sources. These initiatives will create opportunities for the Company to sell Carbon Credits.

Development of Well-being of Communities, Quality of Society and Potential of Employees

In 2023, the Company carried out Corporate Social Responsibility (CSR) activities both within and outside the organization, considering economic, social, and environmental impacts, with the aim of benefiting stakeholders, including employees, customers, suppliers, competitors, communities, society, and the environment. These projects encompass various areas aimed at assisting society, with total expenses amounting to approximately Baht 48.55 million. They include: Providing scholarships to youths who excel academically and behaviorally but lack financial resources, Donating products from TPI Polene Group to improve and repair school buildings at 20 schools across the country; Offering assistance to flood victims and donating winter blankets to those affected by cold weather in various provinces; Providing construction materials to individuals in need of financial support; Co-hosting the Kathina ceremony at various temples; Supporting TPIPL drinking water for volunteer and beneficial activities.

These activities promote the well-being of the community and enhance the quality of society. Additionally, the Company has increased its efforts to encourage employees to participate in sustainable development by organizing projects such as reducing paper usage and reusing it in a meaningful way, collecting plastic bottles within the organization instead of disposing of them in community trash to reduce waste separation processes and use it as fuel in the Company's power plants.

The Company places importance on developing the quality and potential of its employees by providing training to enhance knowledge and prepare them to address climate change problems. Additionally, it encourages employees to participate in creative thinking to develop innovations within the organization, such as improving the efficiency of the fuel feed unit of a

municipal solid waste power plant. This fosters initiative and creates skills for work while emphasizing the impact on communities and the environment. These actions contribute to a sustainable organizational culture that can meet the expectations of external stakeholders, including customers, suppliers, competitors, society, and the environment.

Sustainability Management and Climate Change Management

In 2023, TPI Polene Group prepared a strategy and operated its business in accordance with the sustainability policy approved by the Board of Directors, encompassing sustainability issues which is the materiality for business operations across all three aspects: environmental, social, and economic, including good corporate governance. This policy serves as a tool to propel the organization toward achieving sustainability development goals. The issues approved by the Board of Directors were utilized in drafting the 2023 Sustainability Report, adhering to the standards of the Global Reporting Initiative (GRI).

In addition, the Company has participated in the climate management model project of the Stock Exchange of Thailand. It has disclosed financial information about climate according to the principles of TCFD (Task Force on Climate-related Financial Disclosures), which enhance the disclosure of financial information regarding climate management to stakeholders and investors, enabling them to be aware of the Company's business management practices, taking into account climate change as an important factor. The Company has assessed such risks, resulting in the need to allocate capital to adapt its technology to be more environmentally friendly by processing solid waste into fuel instead of coal in the electricity production process, as well as including the production of electricity from solar power, and wind power. Producing electricity from 100% renewable energy (Renewable Energy Power Plant) will enable the Company to earn a REC100 certificate and have an opportunity to sell Carbon Credits. The Company employs a low-carbon strategy to mitigate the risk of climate change, enabling it to achieve the goal of reducing greenhouse gas emissions.

There are also opportunities arising from the growth of electricity generation from renewable energy sources, which creates opportunities to sell Carbon Credits. This will generate income opportunities for the Company. Society will push for new businesses in infrastructure development, particularly in the charging infrastructure to support the increasing use of electric cars. This is a response to the climate change strategy that aims towards a low-carbon society, further promoting Smart Grid and Smart Cities.

Sustainability Development Performance

With determination and emphasis on work processes to foster sustainable growth, the Company received awards and certifications from recognized organizations in 2023. This achievement reflects its commitment to promoting sustainability and good corporate governance.


1. Selected as one of the 100 listed companies with outstanding performance in environmental, social, and governance (ESG), or ESG100 Securities Group for the year 2023, for the fourth consecutive year (2018, 2021, 2022, and 2023), and recognized as a company worth investing in under the Resource Category, based on the evaluation by the Thaipat Institute.
2. Received a SET ESG Rating of AA for the year 2023 from the Stock Exchange of Thailand in sustainability assessment, reflecting the business operations in Environmental, Social, and Governance (ESG) aspects, for the sustainable benefit of all stakeholders.
3. Received a corporate governance assessment in the Corporate Governance Report of Thai Listed Companies (CGR) for the year 2023, achieving a 5-star rating or "Excellent" CG Scoring from the Thai Institute of Directors (IOD).
4. Received the International Diamond Prize for Excellence in Quality 2023 from the European Society for Quality Research (ESQR), Switzerland, in acknowledgment of good business management practices, adherence to international standards, and modern technological innovations.

5. Received the CSR Award at the global stage, namely the 3G Excellence Award in CSR Activities 2023, and the 3G Environmental Responsibility Award 2023 from the financial consulting company “Cambridge IFA International Financial Advisory” in the United Kingdom. The award serves to honor institutions that have successfully applied social responsibility considerations within their daily business practices.

On behalf of the Board of Directors of TPI Polene Power Public Company Limited, I would like to extend sincere gratitude to the Company’s shareholders,

debenture holders, financial institutions, management, employees, and all other stakeholders who have supported and trusted the Company, enabling the Company to grow continuously and steadily in its business operations. This support serves as a driving force for all executives and employees to collaborate and dedicate their abilities to perform duties with honesty, achieve goals, and create sustainable stability for the organization. It contributes to the economic strength of the country, and benefits all shareholders and stakeholders, as well as Thai society as a whole, while continuously playing a role in driving Thai people toward living in a better and more sustainable environment.

Sincerely yours,



(Mr. Prachai Leophairatana)
Chairman

Key Sustainable Development Activities in 2023



Economic



Total revenue
11,330.53
Million baht

Employee wages and benefits
143.14
Million baht

Net profit
3,653.16
Million baht

EBITDA
4,835.09
Million baht

Tax payments
16.95
Million baht

Dividend per share
0.24
Baht



Environment



Project to produce electricity from wind power **5** megawatts (Expected COD 2024)

Certified for **1,559,229** tons of CO₂e carbon credits and granted a Renewable Energy Certificate (REC) for a total of **1,448,191.774** RECs

The Company achieves **6.43** million tons CO₂e reduction by converting **2.77** million tons of waste into fuel

Greenhouse gas emissions decreased by **739,424.12** tons CO₂e compared to 2022

Coal-fired power plants aim to use **100%** of their waste fuel instead of coal for their electricity generation by 2025

Waste emissions (Zero Waste) decreased by **33.06%** compared to 2022, **100%** can be recycled Hazardous / non-hazardous waste **0% / 100%**

Investment value in the environment-friendly projects Baht **15,476.44** mil.

Proportion of recycled water **4.49%** of the total water usage

Ground-mounted solar farm power plant project (Solar farm phase 1 and 2) **73.21** MW (Expected COD in 2024)



Community and Society



Community and social contributions
Baht **43.34** mil.

Injury frequency rate of employees = **1.31** and contractors = **0**

1,700,016 accident-free work hours (2.05% increase compared to 2022)

Zero Occupational illness and disease rates to be recorded in total **1** million worked hours

Disposed of **1,638** tons of COVID-19-infected waste and disposed of **12,092.65** tons of non-hazardous industrial waste by using it as waste fuel

Employee Turnover (Turnover rate) = **2.42%**

Average training hours for employees **33.88** hours/person/year

Satisfaction and employee engagement with the organization at **83.20%**

0 Work-related deaths of employees and contractors



Corporate Governance



Portion of independent directors **31.25%**

Portion of female directors **25.00%**

Suppliers acknowledge the Company Code of Conduct **96.05%**

Improving the alternative fuel supply system to reduce the use of coal for combustion by **2.8%** compared to 2022

Improve waste fuel quality to reduce moisture to **44 – 45 %**

The average operating efficiency of the power plant is **88.10%**

No complaints about the protection of customer personal information

No complaints of human rights violations (discrimination, child labor, illegal labor)

Improve waste fuel quality to reduce moisture to **44 – 45%**

Satisfaction of power plant customers and waste fuel customers are **100%** and **92.33%**, respectively.

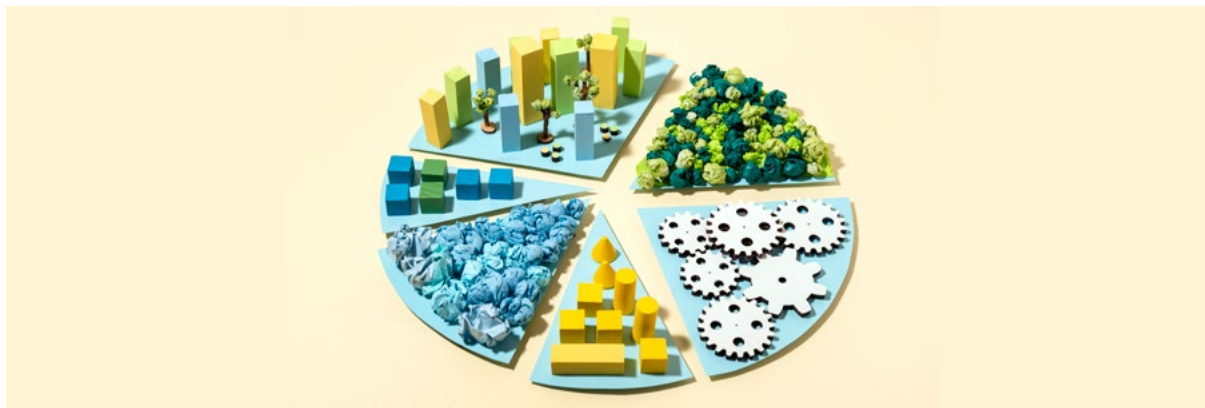
Improve the fuel feed system to increase combustion efficiency, reduce energy consumption by **2.9%** compared to 2022

Sales value of low carbon products (2023) Baht **7,453.15** mil

Reduce the amount of steam used per production **3.88%** compared to 2022

Availability of the overall machine operation of the power plant at an average of **96.54%**

Task Force on Climate-Related Financial Disclosures (TCFD) 2023



TPI Polene Group recognizes climate risk management as a significant sustainability concern for the organization and has announced the goal of achieving carbon neutrality by 2043. TPI Polene Power Public Company Limited, a subsidiary, has committed to achieving carbon neutrality by 2037, aligning with sustainable development objectives. This ambition hinges on leveraging climate management data following the Task Force on Climate-related Financial Disclosures (TCFD) framework to formulate strategies and set goals for greenhouse gas reduction in both the short and long terms. Moreover, this data will guide investment and financial planning, reinforcing the organization's commitment to sustainability and environmental stewardship.

In 2023, the Company managed climate change, dividing it into four main components: Governance, Risk Management, Strategy, and Metrics and Targets, as a framework for disclosing climate management data.

The risk assessment revealed that physical risks, such as water shortages and floods, are classified as medium and low levels, respectively. These risks do not pose significant troubles to the Company, as it can continuously assess the situation and implement appropriate measures to mitigate them.

Risks related to legal factors or regulations for controlling greenhouse gas emissions will be addressed through mechanisms such as carbon tax collection and the use of a carbon tax as a tool to prevent trade through the Carbon Border Adjustment Mechanism (CBAM). The Company has supported the use of electric vehicles

and clean energy, among other initiatives. All of these pose high risks to the business of producing cement from fossil fuels and cause low to moderate risk to the supply chain; however, they are considered opportunities for the business of producing cement from low-carbon energy sources.

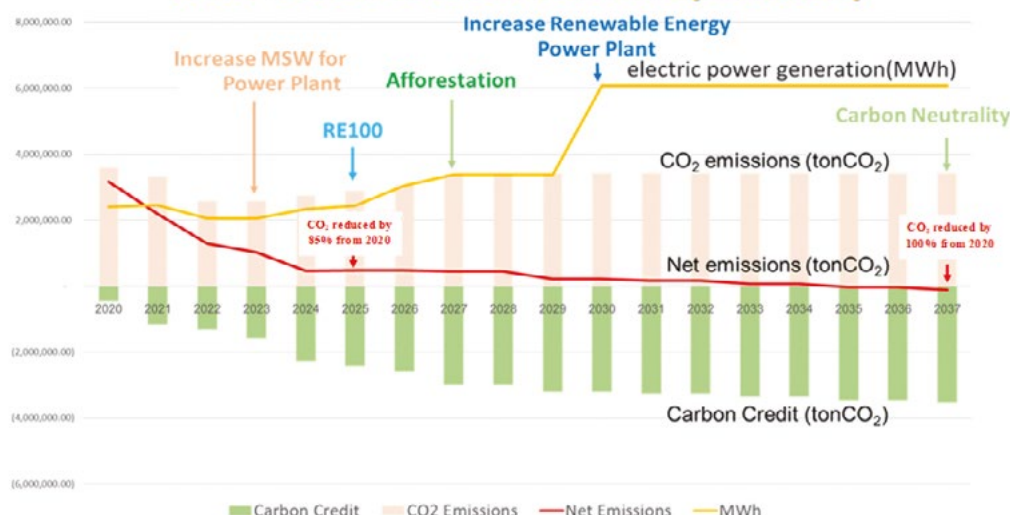
The Company has assessed such risks, resulting in the need to allocate capital for adapting its technology to be more environmentally friendly by processing waste into fuel instead of coal in the electricity production process. This includes the production of electricity from solar power, and wind power. Producing electricity from 100% renewable energy sources (Renewable Energy Power Plant) will enable the Company to obtain a REC100 certificate and create an opportunity to sell Carbon Credits. The Company employs a low-carbon strategy to address the risks of climate change, thereby enabling the achievement of the goal of reducing greenhouse gas emissions in the long term.

Despite the aforementioned risks that have already occurred, opportunities continue to emerge from the growth of electricity production from renewable energy sources. This expansion opens avenues to sell Carbon Credits, thereby generating income for the Company. Society's drive for new businesses in infrastructure development, particularly in charging infrastructure to accommodate the rising number of electric cars, reflects a response to the climate change management strategy geared towards achieving a low-carbon society and fostering further advancements in Smart Grids and Smart Cities.

TPIPP's GHG Reduction Strategies



TPIPP's 2037 Carbon Neutrality Pathway



<http://www.tpipolenelectric.co.th/index.php/en/en-investment/tcfd-en>

Roadmap towards Carbon Neutrality for the TPI Polene Group

TPI Polene Power Public Company Limited has set a target for carbon neutrality by the year 2037. To this end, TPI Polene group has developed a strategic roadmap targeting carbon neutrality by 2043 across its subsidiary companies. The details are as follows :

- 1. Saving in cement & binders** involves the development of new innovations aimed at reducing reliance on clinker and increasing the utilization of alternative substances in cement production processes. This includes promoting low-carbon cement, such as developing hydraulic cement as a substitute for Portland cement Type 1, which is projected to significantly reduce greenhouse gas emissions and contribute to sustainable development in the cement and construction industry in the future.
- 2. Savings in clinker production** by reducing fossil fuel consumption during clinker combustion processes, with a shift towards biomass fuels, industrial waste-derived fuel, or municipal waste-derived fuel. This process was commenced in 2021 and is expected to be completed by 2023.

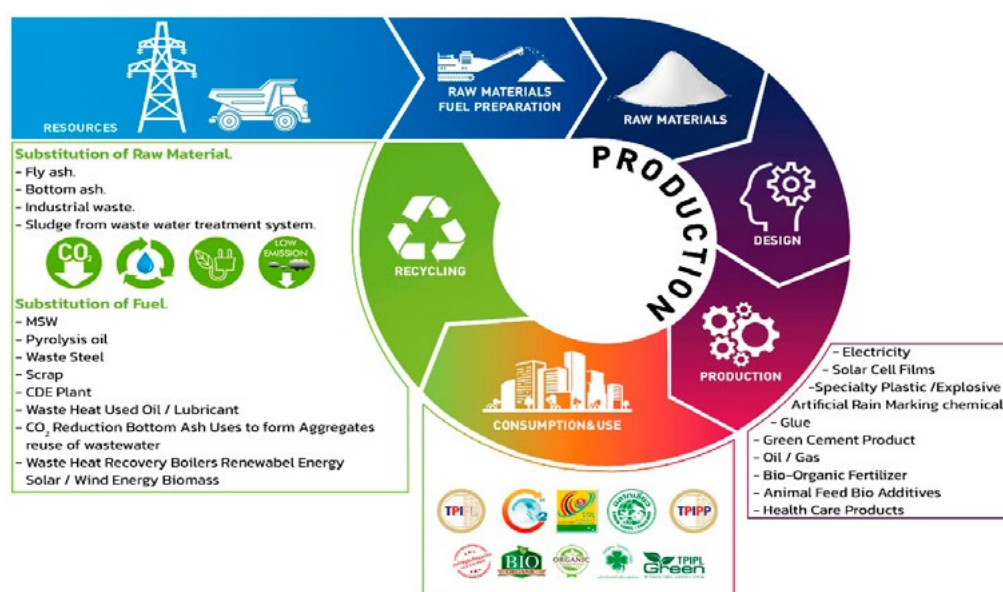
3. **RE100 - Electricity Energy use 100% Renewable Energy** : The TPI Polene Group has established plans and actions, aiming for a complete transition to 100% renewable energy as follows:
- a. Converting waste heat into electricity through recovery techniques
 - b. Using biomass fuel, industrial waste-derived fuel, or municipal waste-derived fuel as substitutes for coal in power generation processes, outlined in the projects below:
 - i. The transition from coal to municipal waste-based fuel in B6 boiler, which generates steam for a waste-to-energy plant operating at 55 bar steam pressure using alternative fuel derived from municipal waste, started in 2023. Additionally, a new boiler project, designed for a 132 bar pressure to supply steam for a 150 MW power plant, will use municipal waste as a complete substitute for coal. This project is expected for completion and full replacement by waste-based fuel by 2025.
 - ii. A plan to transition from coal to biomass fuel in a 6 MW power plant in 2023.
 - c. The Solar Farm, an electricity generation plant utilizing ground-mounted solar panels, capitalizing solar energy as a cost-free primary energy source. The Company employs durable solar panels with long service life for electricity production. The construction phase of the project was scheduled in the year 2023, with operational commencement for electricity production set for 2024.
 - d. The Solar Roof project involves the installation of solar panels on rooftops to generate electricity from solar energy. Solar modules, positioned on the factory buildings' rooftops, are engineered to capture sunlight, converting it into electrical charges. These charges, driven by the cell's internal electric field, produce direct current (DC) electricity, which is transformed into alternating current (AC) electricity through an inverter for practical use. The construction phase of the project was scheduled in the year 2023, with operational commencement for electricity production set for 2024.
 - e. Wind Power Electricity Generation Project aims to utilize wind energy for electricity generation. The core machinery, the 'wind turbine,' transforms the kinetic energy of wind into mechanical energy, as the motion of wind rotates the turbine blades around a rotor, driving a generator to produce electricity. Wind energy, characterized by its natural origin, cleanliness, and inexhaustibility, enables electricity generation without emitting pollutants or greenhouse gases, ensuring environmental safety. The construction phase of the project was scheduled in the year 2023, with operational commencement for electricity production set for 2024.
 - f. Under the RE100 (The transition to 100% renewable energy sources) framework, the TPI Polene Group commits to utilizing electricity from renewable clean energy sources for its cement production processes, along with the strategic procurement of Renewable Energy Certificates (RECs) to ensure that cement production is powered purely by renewable energy sources.
4. **EV Mining Trucks** : TPI Polene Group has transitioned the method of limestone transportation from diesel and NGV-powered mining trucks to electrically driven mining trucks (EV Mining Truck) with a capacity of 60 tons, totaling 41 units, for transporting limestone to the cement plant between 2022 to 2024.
5. **Energy efficiency programs** aim to reduce energy consumption. The details are as follows:
- a. The Regenerative Downhill Conveyor project is an innovative electrical generation system through a conveyor belt system, transitioning from truck-based raw material transportation to conveyor belts. This transition not only results in energy savings and a reduction in both transportation and maintenance costs but also captures the gravitational energy from the conveyance of limestone from limestone transported down from mines located at higher elevations, which is characteristic of a Downhill Conveyor, to generate electricity. This has led to a considerable reduction in the Company's energy costs previously incurred from diesel fuel for raw material transportation, while simultaneously producing electricity that can be reintroduced into the electrical supply system.
 - b. Polytrack Grate is a new aeration technology with reduced pressure that provides consistent aeration with low energy consumption (reduce at least 1 kWh per ton of clinker). This results in energy savings and can also reduce wear and tear on the machine due to the reduced air velocity through the vents, thus reducing maintenance costs. Currently, the Company can reduce energy costs from using coal and can also save electricity.

6. **Recycle Raw Materials** by installing the CDE Plant, as a washing recycle plant enables the cleaning and recycling of soil and stone residuals from mining operations into usable stone for cement production. This enables the Company to reduce the amount of mining waste and reduce the cost of raw material production. It is a circular process that allows leftover resources from production to be reused effectively.
7. **Afforestation** to help absorb greenhouse gases released into the atmosphere: TPI Polene Group has engaged in continuous afforestation activities from the year 1992 to the present, committed to expanding the nation's forests for greater absorption of greenhouse gases.
8. **Carbon Capture & Utilization/Storage (CCUS) Technology:** This involves a detailed study of technology for capturing, utilizing, and storing carbon dioxide emissions from power plants, aiming to capture carbon dioxide from high-pitched smokestacks at power plants and storing them underground or beneath the ocean floor, preventing CO₂ from entering the atmosphere. This study serves as a provisional plan for potential future investments in the event that existing processes for reducing greenhouse gas emissions prove insufficient, and the technology offers cost-effectiveness for future investment.

In 2023, TPI Polene Group initiated waste-derived fuel production projects for the general benefit or the national benefit. The projects, through the segregation of over 2.77 million tons of municipal waste from landfill disposal, contributed to a decrease in greenhouse gas emissions from landfill activities by up to 6.43 million tons of CO₂ equivalent.

TPI Polene Group Conducting Business Based on BCG and ESG Guidelines

TPI Group Carbon Neutrality by 2043



TPI Polene Group has prioritized sustainability policies and business operations based on BCG and ESG guidelines, including a carbon neutrality campaign, saving the world campaign and a ZERO WASTE campaign throughout the Group's production processes. The use of hydraulic cement instead of Portland cement is actively encouraged and supported due to its lower proportion of clinker, resulting in reduced carbon dioxide emissions. Consequently, when hydraulic cement is utilized as a raw material for constructing green buildings according to LEED and TREES standards, it contributes to a decrease in greenhouse gases and mitigates global warming. Additionally, starting from 1 June 2023, TPI Polene Group has implemented a policy to manufacture products aimed at reducing greenhouse gas emissions. This involves increasing the production of Green Products such as Green Clinker, Green Cement, Green Fiber Cement, and Green Concrete Roof Tiles (Green CRT). These products utilize alternative raw materials, alternative fuels, and electricity sourced from renewable energy, thereby further reducing greenhouse gas emissions.

Key Developments

TPI Polene Power Public Company Limited has established the direction for its operations, focusing on the goal of reducing greenhouse gas emissions to reach carbon neutrality. The Company aims to become a green power plant that produces electricity entirely from renewable and clean energy sources, utilizing the BCG model as a practice guideline for recycling waste from the production process to maximize benefits. Furthermore, TPI Polene Power aims to reduce the use of limited natural resources while increasing the production capacity of renewable energy for sale to its affiliated companies. This initiative aims to decrease the Carbon Footprint for Organization and position it as a producer of RE100 products (100% renewable energy production). Additionally, the Company is investing in various local waste management projects and participating in bids for renewable energy projects open for purchasing electricity according to the Power Development Plan. These efforts are geared towards fostering the growth of the Company and increasing its income, all while aligning with the Company's policies.



Green Energy Business Transition

Green Power Plant Project

“The Company’s mission is to produce all electricity from renewable energy power plants, aimed at cancelling the use of fossil fuels and coal in all production processes by 2026.”



The following projects are implemented:

- **The Project to transition the fuel source of B6 Boiler for steam production for the power plant.**

In 2023, TPI Polene Power commenced full steam production from Boiler B6 utilizing waste-derived fuel exclusively, effectively discontinuing coal usage. This aligns with its policy aimed at diminishing reliance on fossil fuels and curbing greenhouse gas emissions. Furthermore, it enables an upsurge in municipal waste disposal while concurrently reducing electricity production costs.

- **Boiler Fuel Replacement Project for Power Plant, TG 8, with a capacity of 150 megawatts**

On 27 April 2022, TPI Polene Power signed a contract to procure machinery and equipment, including construction and installation for three sets of RDF Boilers 160TPH, as part of the development plan for the power plant, TG 8. The objective is to transition from coal to waste-derived fuel by 2022, with additional boilers currently being installed. The project has reached 25% completion and is slated for full operation using waste-derived fuel by 2025. This transition will enable TPI Polene Power to generate a total of 440 megawatts of electricity, converting all plants to renewable energy power plants.



- **Waste-derived fuel Production Plant Project, Factory 3**

The project consists of five production units capable to produce fuel from waste, totaling 3,000 tons per day, to prepare fuel for the project's transition from using all coal to use waste-derived fuel in all of the Company's power plants. Commercial production began in October 2023.

- **Project to Install Grate Boilers B16 Machines for Electricity Production Using Solid Waste Fuel**

On February 28, 2023, the Company signed a contract to purchase and install Grate Boilers B16 machines for electricity production using solid waste fuel.

Renewable Energy Power Plant Project for Selling electricity to Affiliated Companies

To expand its production capacity for additional electricity, the Company has installed additional capacity from solar power plants of another 66.90 megawatts and wind power of another 5 megawatts, totaling 511.90 megawatts. This increase aims to boost the production of electricity using clean energy from solar and wind sources, with the goal of augmenting income derived from the electricity sold to affiliated companies, and increasing the proportion of electricity sourced from natural energy in the production process of TPI Polene Group. Additionally, the Company has converted heavy machinery and trucks to EV electric systems, demonstrating its commitment to reducing emissions of greenhouse gases in the Company Group's products (Carbon Footprint of Product).



- **Solar Farm Construction Project**

The construction site, located in Kaeng Khoi District, Saraburi Province, features installed power on the ground for Phase 1, amounting 61.226 megawatt peak / 52.20 megawatt AC, and Phase 2, amounting to 11.99 megawatt peak / 9.6 megawatt AC. The primary objective is to supply electricity to cement plants pf TPI polene, thereby supporting the increasing demand for renewable energy. It is anticipated to be completed, with electricity supplied to the distribution system by the end of 2024.



- **Solar Roof Construction Project**

The objective of the project is to provide electricity to the fiber cement manufacturing plants, with an installed capacity of 6.012 megawatts peak or 5.10 megawatts AC. Currently, the progression of the project stands at approximately 10 percent completion, and it is expected to be completed, supplying electricity to the distribution system, by the end of 2024.



- **Wind Power Plant Project (Wind Turbine)**

The Company has engaged in the research and subsequent installation of a 5-megawatt Wind Turbine within the limestone quarry concession. The objective is to provide electricity to heavy machinery and trucks at the TPI Polene Public Company Limited's cement plant. The project has been authorized by the Department of Primary Industries and Mines, with an amendment to the mining plan approved by the Environmental Committee. The construction phase is scheduled to begin in the middle of 2024.

Circular Way to Zero Waste

Waste Utilization Project

In accordance with the Circular Economy policy, which aims to maximize the efficient use of resources, the Company has taken steps to utilize waste generated from the fuel production process and renewable energy power plants for maximum benefit.



- **Waste Incinerator and B16 Boiler Construction Project**

The project involves an incinerator and boiler system, designed to manage segregated waste for fuel production. Utilizing a grate incineration approach, the system has the capability to process 800 tons of waste daily, transforming the combustion heat into 80 tons of steam, for electricity production up to 15 megawatts. The project's progression stands at 20%, with expectations for the completion by the end of 2024.



- **Incinerator Bottom Ash (IBA) Plant**

TPI Polene Power's investment in the development of an Incinerator Bottom Ash (IBA) Plant aims at sorting and recycling heavy ash waste from combustion processes in steam boilers, converting them into valuable substitutes for shale in cement production and sand in construction. Furthermore, metals extracted during the segregation process from the IBA plant will be supplied to the recycling process of a steel melting plant. The project has a production capacity of 2,000 tons per day. The construction of the plant has presently advanced to 30% of its projected completion, with full operational status expected by February 2024.

Green Growth

Solid Waste Management Project for Electricity Generation

The Company participated in the auction for the municipal solid waste power plant project, in accordance with the Power Development Plan 2022 (PDP 2022). This plan facilitates the purchase of electricity generated from municipal solid waste, with project selection overseen by the Ministry of Interior and the announcement of electricity purchase regulated by the Energy Regulatory Commission. In total, 34 projects, including those in which the Company participated, were bid for selection by local government organizations that own the respective project.



- **Community Solid Waste Management and Handling Project in Ko Tao Sub-district Municipality, Songkhla Province**

Located in Mueang District, Songkhla Province, the project has the capacity to dispose of 500 tons of waste daily. Currently, it is in the process of installing a 9.95 megawatt generator with the intention of selling 7.92 megawatts of electricity to the Provincial Electricity Authority under a Power Purchase Agreement (PPA) already signed. The project has secured a construction permit and is currently under construction, with progress at approximately 10%. Anticipated completion is expected around the beginning of 2026, at which point electricity sales into the system will commence.



- **Municipal Waste to Energy Project at the City of Nakhon Ratchasima Municipality, Nakhon Ratchasima Province**

TPI Polene Power has emerged as the victor in the project management selection process. However, pending a decision from the Supreme Administrative Court due to requests from competitors in the auction, the final verdict is yet to be determined. Assuming a favorable outcome, it is anticipated that the contract will be finalized, enabling project implementation by 2025, with completion slated for around 2026. Upon contract signing, the municipality intends to engage TPI Polene Power for waste disposal, involving transportation to the Saraburi power plant during its construction phase.

- **Municipal Waste to Energy Project at Mueang Mukdahan Municipality, Mukdahan Province**

The Company participated in the bidding for a project to manage and process community waste into environmentally friendly, closed-system electrical energy in the city of Mukdahan, Mukdahan province. The project has an installed capacity of 9.9 megawatts and an electricity sales capacity of 8 megawatts. The Company was announced as the selected bidder and signed the project contract with the Mukdahan Municipality on December 21, 2023. Subsequently, on February 27, 2024, the Company successfully signed a power purchase agreement with the Provincial Electricity Authority.

Renewable Energy Production Project under Feed-in Tariff (FiT) Scheme

The Company participated in project bidding, following an announcement by the Energy Regulatory Office regarding the purchase of electricity from renewable sources under the Feed-in Tariff (FiT) scheme. This announcement outlined plans for Phase 1, aiming to procure 5,200 megawatts, and Phase 2, aiming for 3,200 megawatts, covering the years 2022 to 2030.



The Company has entered into a joint venture with Electricity Generating Public Company Limited to establish E & T Renewable Energy Company Limited, with a registered capital of Baht 2,000 million and a paid-up capital of Baht 500 million. This joint venture aims to operate power plant business operations such as solar power plants and ground-mounted solar power plants combined with Battery Energy Storage Systems (BESS).

In addition, the Company and the joint venture is strategically positioned to enter competitive bidding for renewable energy projects offered under the forthcoming Feed-in Tariff (FiT) program.

Financial Highlights

	2021	2022	2023
Income statement (Million baht)			
Revenue from sales	11,073.83	10,199.97	10,989.81
Gross income	11,358.26	10,625.50	11,330.53
Cost of sales	6,186.73	7,184.50	6,978.41
Gross profit	4,887.10	3,015.47	4,011.40
EBITDA*	5,426.31	3,913.96	4,835.09
Net profit	4,191.33	2,812.78	3,653.16

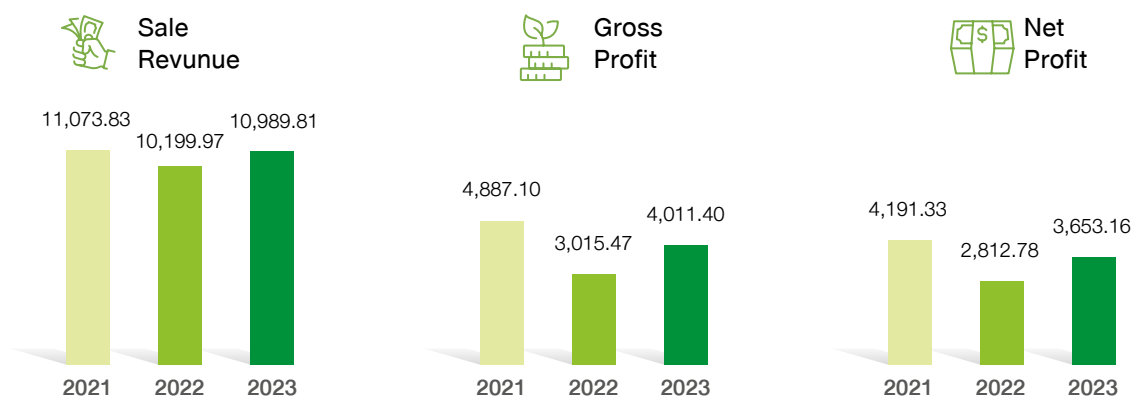
Statement of financial position (Million baht)			
Total assets	48,485.35	50,579.37	59,767.18
Interest bearing debt	16,174.05	16,778.56	23,672.44
Total liabilities	17,633.53	19,014.95	26,565.59
Paid-up Capital	8,400.00	8,400.00	8,400.00
Total Equity	30,851.82	31,564.43	33,201.59

Key financial ratios			
Gross Profit Margin (%)	44.13	29.56	36.50
Net Profit Margin (%)	36.90	26.47	32.24
EBITDA Margin (%)	49.00	38.37	44.00
Return on total assets (%)	9.09	5.68	6.62
Return on Equity (%)	14.02	9.01	11.28
Total debt to equity ratio (times)	0.57	0.60	0.80
Interest bearing debt to equity ratio (times)	0.52	0.53	0.71
Net interest-bearing debt to equity ratio (times)	0.38	0.43	0.58
Net interest-bearing debt to EBITDA ratio (times)	2.17	3.49	3.98

Notes : * EBITDA is calculated from revenue from sales of electricity and goods + revenue from adders + investment income + net foreign exchange gain + other income - cost of sales of electricity and goods - distribution costs - administrative expenses + share of profit(loss) of joint venture accounted for using equity method + depreciation.

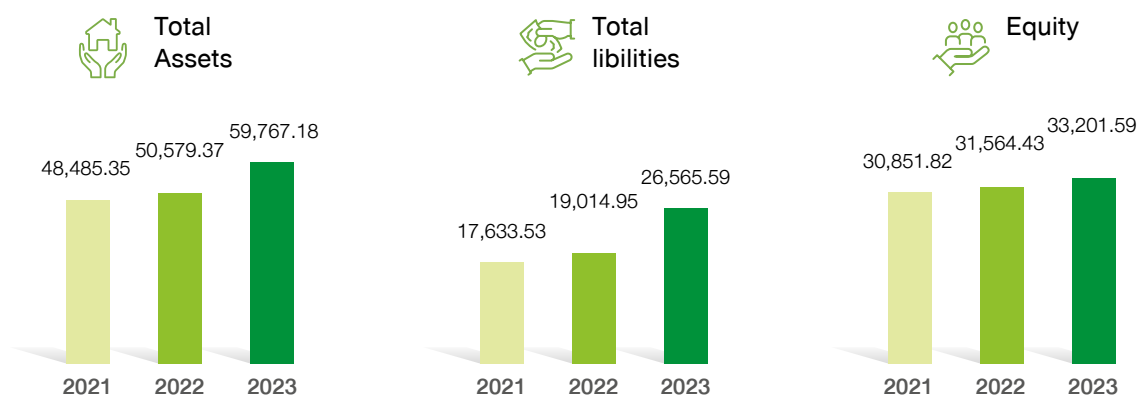
Revenue and Profit

Unit: Million baht



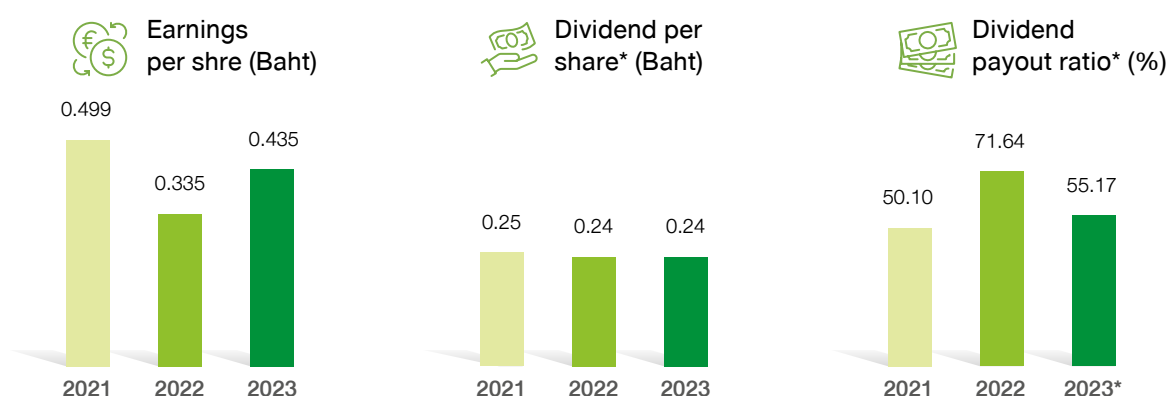
Financial Position

Unit: Million baht



Profit and Dividends

Unit: Million baht



Notes :

* Dividend for 2023 performance is divided into interim dividend payment for the first 6 months of 2023 at the rate of 0.12 baht/share which was already paid to shareholders, and the remaining dividends for the second half of 2023 operating results shall be paid at the rate of 0.12 baht/share, as considered and approved by the Board of Directors in the Company's Board of Director's meeting No. 2/2024 and is required to be approved in the 2024 Annual General Shareholder's Meeting.

Awards and Recognition for 2023

The awards received both nationally and internationally in 2023 serve as confirmation of the outstanding performance of TPI Polene Power Public Company Limited (“TPIPP”) in the realms of economy, society, and environment.

National-Level Awards



SET ESG Ratings : AA

In 2023, TPIPP was assessed and designated as “SET ESG Ratings:AA”, reflecting their commitment to conducting ESG business practices that consider the environment, society, and governance for the sustainable benefit of all stakeholders.



“Excellent” Corporate Governance Scoring (5-star Level)

TPIPP has continuously developed its corporate governance practices and has finally achieved an Excellent CG Scoring (5-star Level) in the Corporate Governance Report of Thai Listed Companies (CGR) scheme for the year 2023, as recognized by the Thai Institute of Directors (IOD).



Sustainability Disclosure Award

TPIPP received the Award of Honor (Sustainability Disclosure Award) for the year 2023, marking the second consecutive year. This award recognizes their excellence in sustainability information disclosure, as evaluated from the Sustainability Report and Form 56-1 One Report for the year 2022 by ThaiPAT Institute.



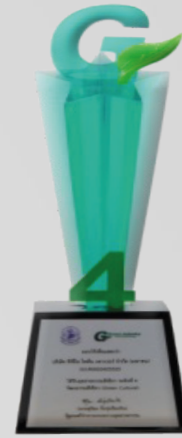
CSR-DIW Continuous Award for the year 2023

For the 8th consecutive year since 2016, TPIPP was awarded plaques and certificates in recognition of its project to promoting sustainable social and community responsibility among industrial factories. This accolade was received under the CSR-DIW Continuous Award category for the year 2023 from the Department of Industrial Works, Ministry of Industry, for Power plants TG1-3 (60MW), TG4 (30MW), TG5 (60MW), TG6 (70MW), TG7 (40MW) and TG8 (150MW).



TPIPP was recognized in the ESG 100 stocks in the year 2023.

In 2023, TPIPP was selected as one of the ESG100 Securities Companies for its outstanding performance in the areas of Environmental, Social, and Governance (ESG) in the Resource Category, as evaluated by the Thaipat Institute on registered securities.



Green Industry Level 4 : Green Culture Award for the years 2021-2024

Power Plants TG 1, 2, and 3 have been awarded Green Industry Level 4 certification for Green Culture, indicating collective cooperation within the organization to operate in an environmentally friendly manner across all aspects of business operations until it becomes ingrained in the organizational culture. This certification is effective from August 26, 2021, to August 25, 2024.



'Circular Economy' Certificate for the year 2023

TPIPP received the Circular Economy Certificate for waste-to-energy plants and waste-derived fuel production plant through the assessment under the project to develop and upgrade industrial establishments to apply the principles of the Circular Economy in organizations, from the Department of Primary Industries and Mines



Green Industry Level 3 : Green System Award

Power Plants TG 4, 5, 6, 7, and 8 have received Green Industry Level 3: Green System, indicating a systematic environmental management approach with follow-up evaluation and review for continuous development. This includes certification of various environmental standards for Power Plants TG 4, 5, 6, and 8, effective from August 21, 2023, to August 20, 2026, and for TG7, effective from September 7, 2023, to September 6, 2026.

International-Level Awards



Global CSR – 3G Environmental Responsibility Award 2023

TPIPP received the 3G Environmental Responsibility Award 2023 from the Global Good Governance Awards (3G Awards) 2023, organized by the financial consulting company Cambridge IFA International Financial Advisory of the United Kingdom. This award aims to recognize organizations that have successfully applied social responsibility in their daily business operations, consisting of quality, consistency, stability, and clarity of social responsibility plans and reports.



The International Diamond Prize for Excellence in Quality 2023 from European Society for Quality Research

On July 9, 2023, TPIPP received The International Diamond Prize for Excellence in Quality 2023 from the European Society for Quality Research (ESQR) in Brussels, Belgium. It is a prestigious award, symbolizing excellence in quality organizational management, reflecting the strength of business operations comparable to international levels, and representing a model organization with sound business principles. The award is granted under quality assessment according to international standards, aiming to create and develop cutting-edge technology innovations.



ASIA's GREATEST BRANDS 2022-2023

On December 17, 2022, TPIPP received ASIA's GREATEST BRANDS 2022-2023 award from Asia One Magazine for its outstanding work that was accepted and trusted by consumers, reflecting the potential of strong leaders promoting the economy both domestically and abroad.



ASIA's GREATEST CEO 2022-2023

Asia One Magazine presented the ASIA's GREATEST CEO 2022-2023 Award to Mr. Prachai Leophairatana, Chief Executive Officer (CEO) of TPI Polene Group, who has played a key role in promoting the economic sector in Thailand and participating at both the micro and macro levels of Thailand and Asia.



Receiving Best Green Renewable Energy Power Plant in Thailand 2023

TPIPP has received the Best Green Renewable Energy Power Plant in Thailand 2023 award, the global-stage award from World Business Outlook, a print and online magazine that provides comprehensive analysis of the financial industry, international business, and the global economy. This award is considered highly prestigious. TPIPP remains committed to fostering sustainable business growth, thereby further strengthening the organization, community, and nation.



The Best Innovations in Renewable Energy Industry in Thailand for the year 2023 (outstanding innovative within the Thai renewable energy industry)

Awarded by The Global Economics, a leading finance magazine in the United Kingdom.



Best ESG Energy Efficiency Initiative Company Thailand 2023

Awarded as the leading company in ESG Energy Efficiency innovations in Thailand for the year 2023, consecutively for the third year, by the International Finance Magazine (IFM), United Kingdom.



Business Excellence Awards 2023 from BIZTECH Outlook

The BIZTECH Outlook magazine awarded the Business Excellence Awards 2023 to Mr. Prachai Leophairatana, the Chief Executive Officer (CEO) of the TPI Polene Group.

Certificates and Awards



Thailand Voluntary Emission Reduction : T-VER

Thailand Voluntary Emission Reduction (T-VER) for Changing Municipal Solid Waste to Fuel Project from Thailand Greenhouse Gas Management Organization (Public Organization).



International Organization for Standardization : ISO

for the implementation of international standard systems in various systems from SOCOTEC Certification (Thailand) Company Limited.

Promotion and support for energy conservation and the advancement of renewable energy



Thailand Energy Awards: Outstanding Renewable Energy Award

- On-Grid Power Generation Project, 20 MW Renewable Fuel Power Generation Project, 60 MW Renewable Fuel Power Generation Project, 70 MW Renewable Fuel Power Generation Project
- Non-Grid Project, Municipal Waste-derived Fuel Production Project, and Municipal waste Renewable Fuel Project 2
- Renewable Energy Application Project (Project to increase efficiency and reduce downtime, renewable fuel (waste) power plant, 60 MW)

From Department of Alternative Energy Development and Efficiency, Ministry of Energy



ASEAN Energy Awards

- 1st runner-up: Renewable Energy: On-Grid Power Generation Project, 60 MW Renewable Fuel Power Generation Project
- 2nd runner-up: Non-Grid Project, Municipal Waste-derived Fuel Production Project, and Municipal waste Renewable Fuel Project

From Department of Alternative Energy Development and Efficiency, Ministry of Energy

Section

01

Business and Performance

TPI Polene Power Public Company Limited
Annual Registration Statement / Annual Report 2023
(From 56-1 One Report)



1. Structure and Operations of the Group

1.1. Revenue structure

TPI Polene Power Group conducts business which can be summarized as follows:

1. For the energy and utility business, the Company currently operates a municipal solid waste power plant, a waste heat power plant, and coal-fired power plants (all of which are in the process of being improved to operate as municipal solid waste power plants). Additionally, the Company has a solid waste fuel production plant to supply solid waste fuel to all of its municipal solid waste power plants. It also operates a community solid waste disposal plant and provides waste separation services, making it the largest community solid waste disposal plant in the world located in the same area. Furthermore, the Company is a producer of green electricity from renewable energy sources such as solar and wind energy, among others.



2. The Company operates 12 fuel and natural gas (NGV) service stations in Bangkok and other provinces. It generates revenue from selling fuel and natural gas (NGV), as well as products from convenience stores situated within these stations.

Revenue structure is divided according to the type of the Company's business as follows:

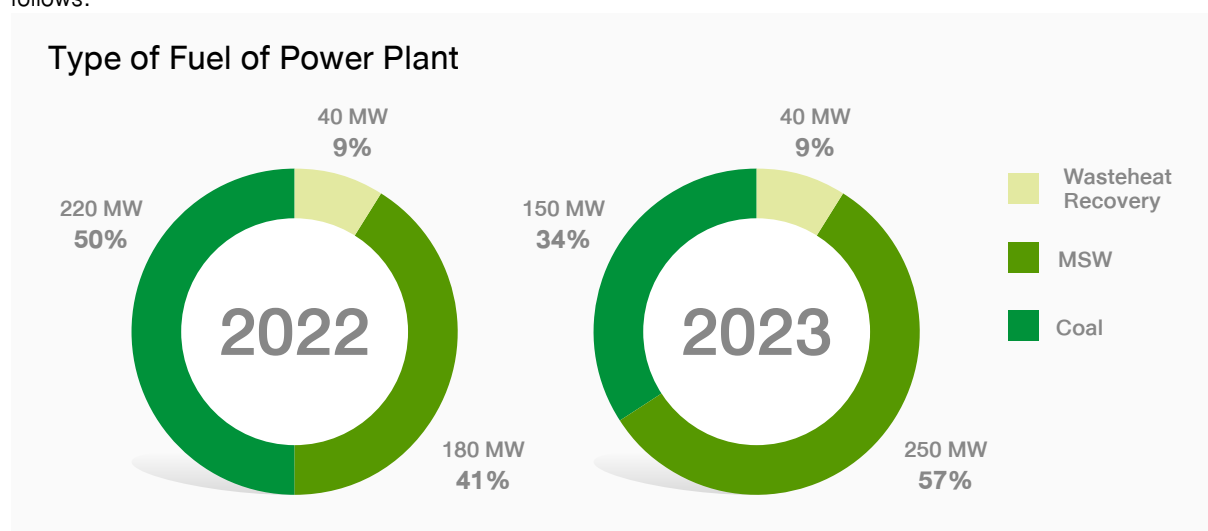
Unit : Million baht

Business Type	Operator	2023		2022		2021	
		Million baht	%	Million baht	%	Million baht	%
1. Energy and Utilities	TPIPP	10,361.43	94.28	9,618.40	94.30	10,557.35	95.34
2. Petrol and natural gas stations	TPIPP	628.38	5.72	581.57	5.70	516.48	4.66
Total revenue from sales		10,989.81	100.00	10,199.97	100.00	11,073.83	100.00

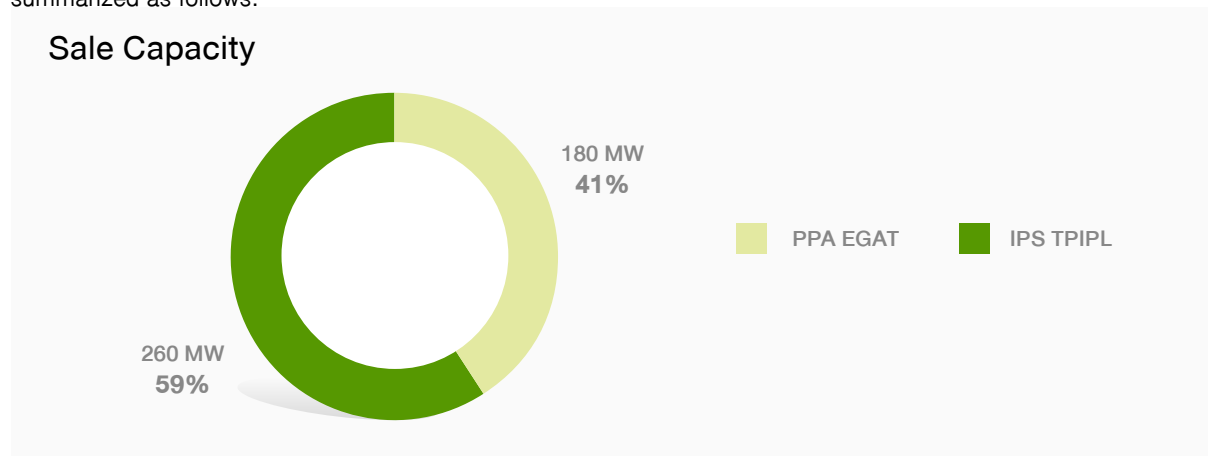
The Company is a power plant operator in Thailand which owns the largest municipal solid waste power plant in the country (according to the information of AWR Lloyd), located in Saraburi Province. It has a total installed capacity of 440 megawatts and is the largest producer of electricity and energy from solid waste disposal in the ASEAN region. Its main business involves disposing of community solid waste to be used as solid waste fuel, and it is a producer of electricity for sale to the Electricity Generating Authority of Thailand (“EGAT”) and TPI Polene Public Company Limited.

Currently, the Company operates three types of power plants, including municipal solid waste power plants, waste heat power plants, and coal-fired power plants. The Company is in the process of transitioning from coal fuel to alternative fuels derived from community solid waste and other renewable sources. It is anticipated that the use of coal will be phased out by 2025.

As of December 31, 2023, a total of 8 power plants operated by the Company are open for commercial operation, with a combined installed capacity of 440 megawatts. This capacity is divided into 40 megawatts generated from waste heat energy produced during the cement production process, 250 megawatts from municipal solid waste fuel, and 150 megawatts from additional coal and alternative fuel power plants. The Company is currently in the process of converting these power plants to alternative fuels, including municipal solid waste and other renewable sources, with the aim of completely replacing all coal fuel by 2025. Power plants can be classified by the type of fuel used as follows:



The Company sells electric power to two customers: the Electricity Generating Authority of Thailand and the cement factory of TPI Polene Public Company Limited in Saraburi Province. The electricity sales volume can be summarized as follows:



Power Purchase Agreement for Power Plants

The Company's Power Purchase Agreements can be divided as follows:

1. Power Purchase Agreement for a municipal solid waste power plant under Small Power Producer (SPP) Category

The Company has an electricity sales agreement with the Electricity Generating Authority of Thailand (EGAT) under the purchasing model of electricity generated from renewable energy, from non-firm waste-to-fuel power plants. EGAT must purchase all electricity produced in accordance with the agreed capacity under the power purchase agreement without requiring a minimum amount of electricity that the Company must sell to EGAT.

Under the power purchase agreement for waste-to-fuel power plants, the Company receives a monthly electricity fee (excluding VAT) which consists of energy payments and an adder from EGAT as follows:

- (2) the electricity price according to average wholesale float time ("Average Wholesale Ft") ("Ft": Fuel Adjustment Charge, at the given time) determined and announced by the Energy Regulatory Commission every 4 months.
- **Adder:** The Company receives an adder at the rate of 3.50 baht per kilowatt-hour in accordance with the amount of electricity sold by the Company to EGAT for a period of 7 years from the date of commencement of operation (COD).

The Company signed 3 renewable energy power purchase agreements for waste-to-fuel power plants with EGAT as follows:

1. Power Purchase Agreement No. PPA-SPP/NF-2014-003 between the Company and EGAT (Project 1), the power capacity of 18 megawatts, a voltage of 115 kV, commencement of power purchase on January 16, 2015 with an installed capacity of 20 megawatts.
2. Power Purchase Agreement No. PPA-SPP/NF-2013-008 between the Company and EGAT (Project 2), the power capacity of 55 megawatts, a voltage of 115 kV, commencement of power purchase on August 6, 2015, with an installed capacity of 60 megawatts.
3. Power Purchase Agreement No. PPA-SPP/NF-2017-003 between the Company and EGAT (Project 3), the power capacity of 90 megawatts, a voltage of 115 kV, commencement of power purchase on April 18, 2018, with an installed capacity of 100 megawatts.

Summary of Power Purchase Agreements with EGAT is as follows:

SPP	PPA	TG	COD	ADDER	Expiration of ADDER
1	18 MW	TG3	16 JAN 2015	7 Y	JAN 2022
2	55 MW	TG5	6 AUG 2015	7 Y	AUG 2022
3	90 MW	TG4+TG6	18 APR 2018	7 Y	APR 2025

2. Power Purchase Agreement for a municipal solid waste power plant under Very Small Power Producer (VSPP) Category

The power purchase agreements for Very Small Power Producers (VSPP) and Small Power Producers (SPPs) were issued for the regulations and announcements inviting to purchase electricity for 34 projects, a total amount of not exceeding 282.98 megawatts of waste disposal projects for electricity generation of local public organizations, has been approved by the Minister of Interior.

Under the aforementioned regulations, the Company holds a power purchase agreement, No. VSPP-MSW1-PEA-005/2023, with PEA (Project 4), originating from the community waste fuel electricity generation project by the Songkhla Provincial Administration Organization, Ko Tao Sub-district, Mueang Songkhla District, Songkhla Province. The electricity capacity is 7.92 megawatts at a voltage level of 33 kilovolts, with an installed power capacity of 9.9 megawatts.

The Company receives a monthly electricity tariff rate (VAT not included), comprising the Feed-in Tariff (FiT) for electricity payment provided by the Provincial Electricity Authority as follows:

- The Company receives an Energy Payment, calculated based on the actual quantity of electricity sold to the Provincial Electricity Authority, at the specified electricity energy rates. The Feed-in Tariff (FiT) rates for electricity derived from community waste for the year 2023, under the PDP2018 Rev.1 plan, are detailed as follows:

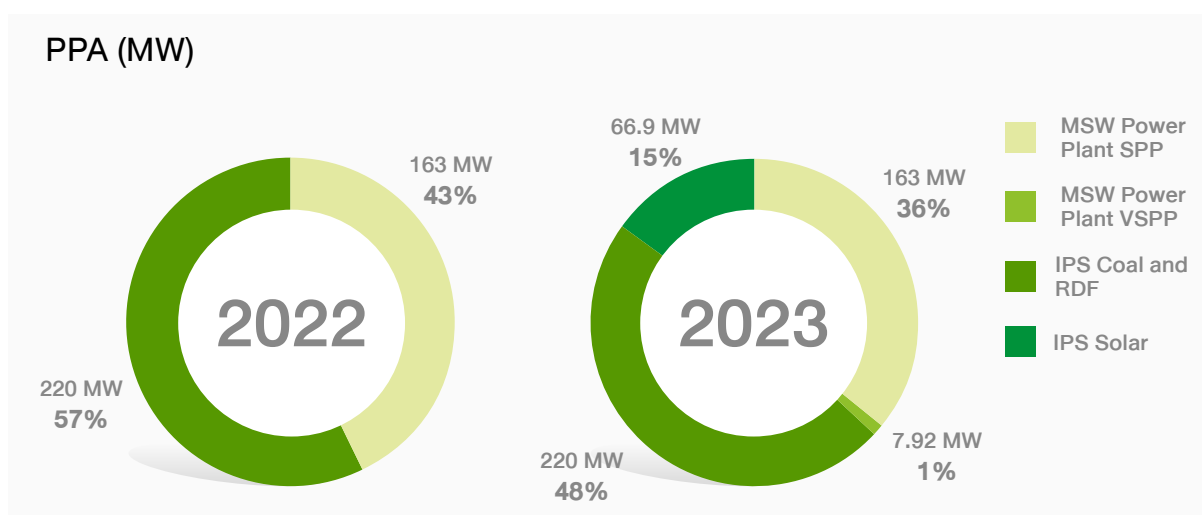
Capacity (megawatts)	FIT (baht/unit)			Support term (year)	FIT Premium for the first 8 years (baht/unit)
	FIT _F	FIT _{V,2017}	FIT		
Installed capacity ≤10 MW	2.39	2.69	5.08	20	0.70

- The electricity rate is based on the formula for automatic adjustment of the average wholesale electricity tariff ("average Ft rate"), which is determined and announced by the Energy Regulatory Commission every four months.

3. Power Purchase Agreement between the Company and the cement plants within the Company Group

The Company entered into a power purchase agreement with cement plants of TPI Polene Public Company Limited, Saraburi Province. The minimum amount of power that the Company and TPI Polene agree to buy and sell shall not be less than 30% of the power generated each year. This power plant has a total installed capacity of 220 megawatts.

Additionally, the Company has further signed with TPI Polene Public Company Limited for an additional solar power electricity purchase agreement of 66.90 megawatts, bringing the total to 286.90 megawatts. The Company charges electricity fees based on the amount of electricity it actually sells each month at the rate of baht per kilowatt-hour which is equal to the base tariff per unit according to the Time of Use Rate (TOU) combined with the electricity bill according to the float time (FT), which is the same rate as the electricity purchase that TPI Polene purchases directly from the Provincial Electricity Authority, calculated from actual electricity sales volume without demand charge (VAT not included). The agreement will expire upon the expiration of the lease period for the land on which this power plant is located pursuant to the lease agreement between the Company as a lessee and TPI Polene as a lessor. The lease term under the lease agreement will expire in July 2042.

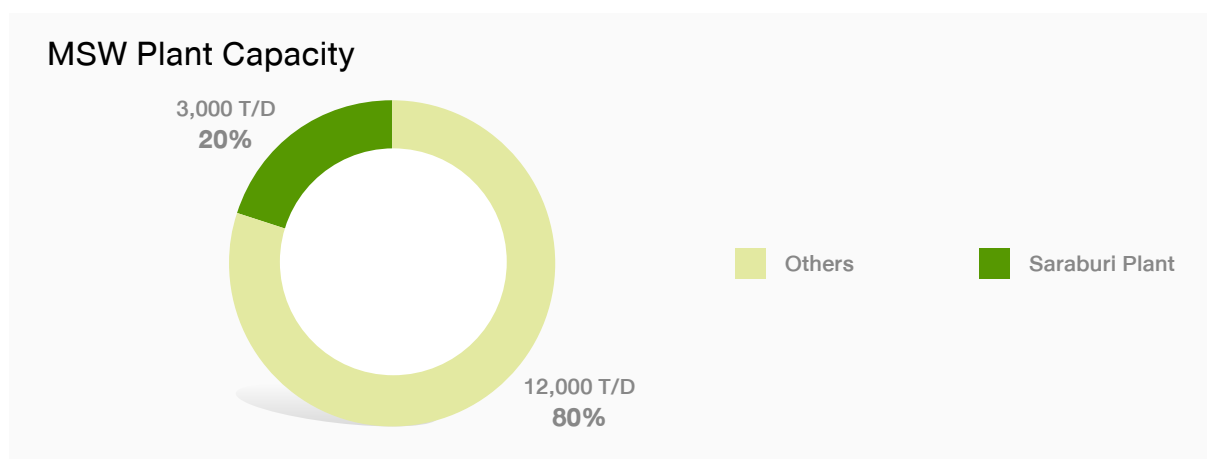


Waste procurement and waste-derived fuel production

The Company's waste-derived fuel production plant produces fuel by processing and converting community waste. This fuel is used to generate electricity in the Company's power plants, and is sold to cement plants of TPI Polene Public Company Limited, to replace as a substitute for coal.

Currently, the Company has two groups of waste-derived fuel production plants, namely the Saraburi waste-to-fuel plants and the community waste-to-fuel plants located across the country such as Samut Sakhon, Ayutthaya, Rayong, Chonburi, and Pathum Thani.

In 2023, the Company expanded its production capacity by constructing a third fuel sorting plant, which increased the daily fuel production capacity from waste by an additional 3,000 tons, from the original capacity of 9,000 tons per day to a total capacity for processing community waste of 12,000 tons per day. Additionally, the Company has invested in the construction of sorting plants at various community waste sources across different provinces, in collaboration with contractors who have agreements with the company, excluding Saraburi Province, such as Rayong, Chonburi, Ayutthaya, Pathum Thani, Ratchaburi, and Samut Sakhon, with a total waste management capacity of 3,000-5,000 tons per day, allowing the Company to manage community waste for fuel production of up to 15,000 tons per day, or 4,500,000 tons annually.



In 2023, the Company could dispose of 15,000 tons of community solid waste, distributed as follows:

1. The operational capacity at the Saraburi plant accounts for 12,000 tons daily, of which 10,000 tons are utilized as raw materials in the fuel production plant, producing 6,000 tons of fuel per day. The remaining waste from the sorting process is used as low-quality fuel, amounting to 3,000 tons daily, with about 1,000 tons of non-fuel-grade waste, such as stones, sand, and food scraps, used in cement production, organic fertilizer, and soil conditioner manufacturing, while metal scraps are sold to recycling plants. The remaining 2,000 tons of community waste are incinerated without sorting, serving as raw material for steam production.
2. External waste contributions, amounting to 3,000 tons daily, are processed at sorting facilities in regions including Ayutthaya, Samut Sakhon, and Pathum Thani, to be transformed into fuel for the Saraburi plant.

In addition, the Company successfully in bidding participated for three municipal waste-fuel power plants as follows:

	Installed capacity	Power Purchase Agreement	Sold to	Commercial operation commenced (approx.)
1. Municipal Waste Power Plant, Songkhla Provincial Administrative Organization	9.9	7.92	Provincial Electricity Authority	2026
2. Municipal Waste Power Plant, Nakhon Ratchasima	9.9	9.90	Provincial Electricity Authority	2026
3. Municipal Solid Waste Power Plant in Mukdahan Municipality, Mukdahan Province	9.9	8	Provincial Electricity Authority	2026
Total	29.7	25.82		

Note:

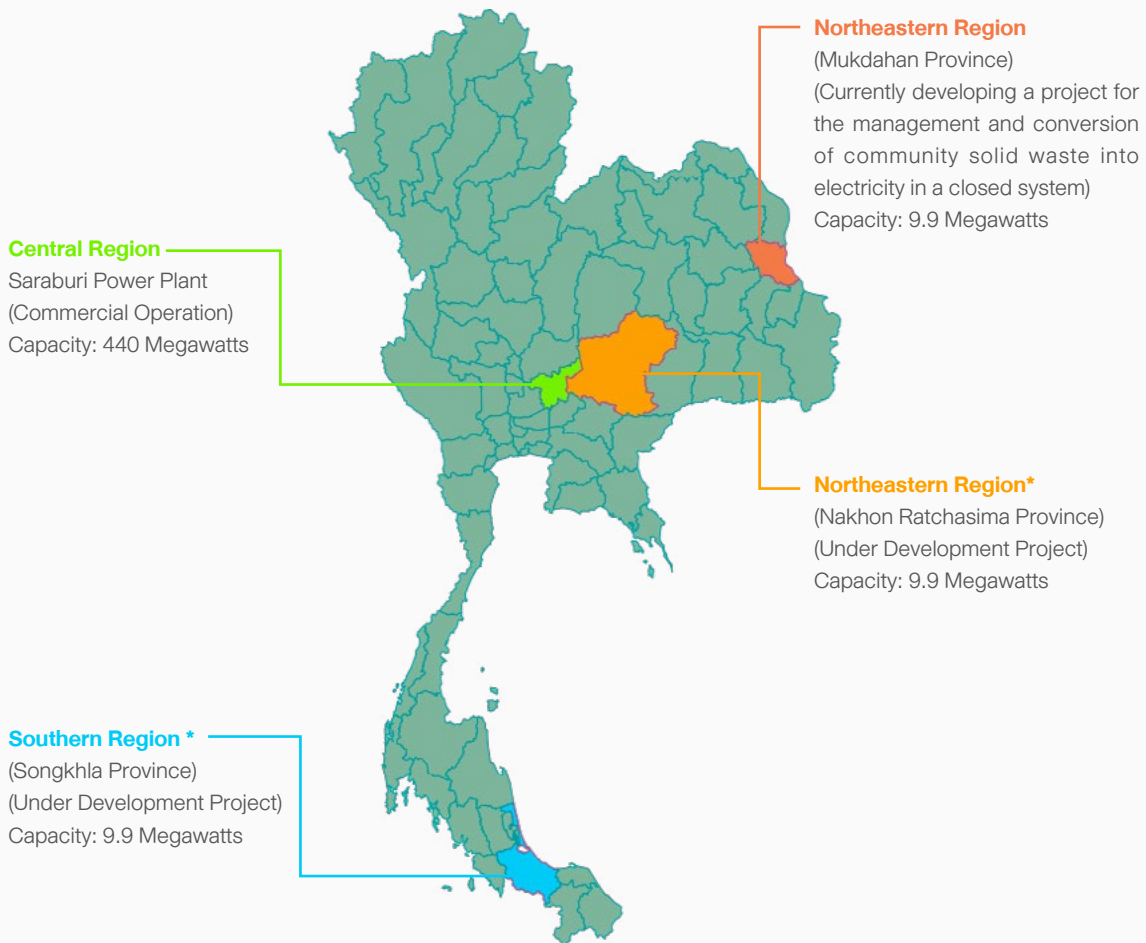
- Projects 1 and 2 receive compensation in the form of solid waste disposal fees and electricity for a period of 20 years, at the rate of Baht 5.78 /unit for the first 8 years and Baht 5.08/unit for the next 12 years.
- The construction of Projects 1 and 2 at the Songkhla Provincial Administrative Organization and Nakhon Ratchasima Municipality has been delayed due to the delay in the announcement of the purchase of electricity from the Energy Regulatory Commission. Consequently, the signing of the Power Purchase Agreement (PPA) was postponed. The PPA is a supporting document required for requesting permission to commence a project. Therefore, the construction of the project was delayed.

In the solid waste fuel power plant project of Nakhon Ratchasima Municipality, there have been legal issues regarding the selection auction for the said project being unlawful. Later, on June 24, 2021, the Company was allowed to act as an interpleader in the case. Subsequently, on June 24, 2021, the Administrative Court of First Instance issued an order suspending the enforcement of Nakhon Ratchasima Municipality Announcement No. 160. On October 23, 2021, Nakhon Ratchasima Municipality, as the defendant, including the Company as the interpleader, exercised its right to appeal against the said order of the Administrative Court of First Instance, submitting to the Supreme Administrative Court. On September 23, 2022, the Supreme Administrative Court issued an order to reverse the order of the Administrative Court of First Instance, dismissing the request to suspend the enforcement of Nakhon Ratchasima Municipality Announcement No.160.

Regarding the main case, on March 7, 2023, the Administrative Court of First Instance issued a judgment revoking the auction on the grounds of its illegality. On March 29, 2023, Nakhon Ratchasima Municipality and team as the defendant and the Company as the interpleader, exercised its right to appeal against the judgment of the Administrative Court of First Instance to the Supreme Administrative Court. Currently, the case is under consideration by the Supreme Administrative Court. Due to these legal proceedings, the construction of a solid waste power plant in Nakhon Ratchasima Municipality has been delayed. Further details can be found on the Stock Exchange's website: <https://www.set.or.th/th/market/news-and-alert/newsdetails?id=83812101&symbol=TIIPP>.

- Project 3 is the Municipal Solid Waste Power Plant located in Mukdahan Municipality, Mukdahan Province. The Company has bid for the community solid waste management project, transforming it into electrical energy in a closed system that is environmentally friendly, specifically within Mukdahan Municipality, Mukdahan Province. The installed capacity is 9.9 megawatts, and the electricity sales capacity is 8 megawatts. On February 27, 2024, the Company successfully signed a power purchase agreement with the Provincial Electricity Authority as the Company was officially selected as the winning bidder for this contract. Subsequently, the opposing bidder has exercised its right to file a lawsuit against the Mukdahan Municipal City. The case is currently under reviewed by the Supreme Administrative Court.

Summary of the Company's Power Plant Projects



Note: *

The construction of the municipal solid waste power plant projects at the Songkhla Provincial Administrative Organization and Nakhon Ratchasima Municipality was delayed due to a delay in the announcement of the purchase of electricity by the Energy Regulatory Commission. Consequently, the signing of the Power Purchase Agreement (PPA), which is a supporting document for requesting permission to construct a project, was delayed, resulting in the overall delay of the project construction. More details can be found at



<https://www.set.or.th/th/market/news-and-alert/newsdetails?id=83812101&symbol=TIIPP>
or Scanning QR Code

1.1.2 Our History and Milestone Achievement

TPI Polene Power Public Company Limited (“TPI Polene Power or the “Company”) is known in English as TPI Polene Power Public Company Limited (abbreviation: TPIPP). The Company was established mainly for the purpose of operating energy and utilities businesses under the name TPI Nylon Company Limited in 1991 and changed its name to TPI Polene Power Company Limited in 1996.

In 2009, TPI Polene Power Company Limited (as a subsidiary held 99.99% by TPI Polene Public Company Limited at that time) operated a business of generating electricity from waste heat energy (from TPIPL’s cement production process) for sale to TPI Polene and in 2011, the Company commenced operations of a waste-to-fuel plant business.

Subsequently, the Company transformed into a public company by offering newly issued ordinary shares in the amount of 2,500,000,000 shares (par value of 1 baht per share) to the general public and listed on the Stock Exchange of Thailand on April 5, 2017, making the Company’s paid-up capital increase from 5,900,000,000 baht to 8,400,000,000 baht, resulting in reducing TPI Polene shareholding in the Company from 99.99% to 70.24%. The Company is currently the largest waste-to-energy power producer in Thailand with a total installed capacity of 440 megawatts.

The Company is a power plant operator in Thailand with the country’s largest waste-fuel power plant business (according to AWR Lloyd) located in Saraburi Province and is recognized as the world’s largest single-site community waste disposal facility. The main business is to dispose of municipal waste to be used as waste-derived fuel and is an electricity producer for sale to the Electricity Generating Authority of Thailand (“EGAT”) and TPI Polene Public Company Limited. The Company currently operates three types of power plants: waste-to-fuel power plants, waste heat recovery power plants, and coal-fired power plants. (The Company is in the process of converting to alternative fuels from municipal waste and other renewable fuels to replace all coal fuel within 2025)

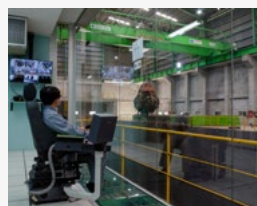
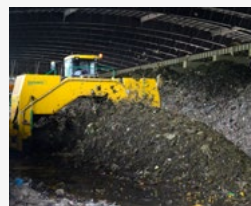
Registered capital	: 8,400,000,000 baht
Issued and fully paid capital	: 8,400,000,000 baht
Par value per share	: 1 baht

1.1 Policy and Overview of Business Operations

1.1.1 Vision, Mission, and Operational Strategies

Vision

To be the leader in efficient renewable energy, a clean and green energy producer, focusing on the development of technology and innovation in every dimension of work, and to function as a producer and distributor of electricity. Our operations include a municipal solid waste power plant, a waste heat power plant, and a coal-fired power plant. The latter is currently undergoing a complete transformation into a municipal solid waste power plant, positioning it as the largest solid waste disposal plant in Thailand and the ASEAN region. Additionally, it holds the distinction of being the largest solid waste disposal plant globally. Our primary aim is to reduce greenhouse gas emissions to zero or negative levels, thereby mitigating our impact on global climate change. We achieve this by conducting business responsibly, fostering sustainable growth across economic, environmental, and social dimensions, and maintaining good corporate governance.



Mission

- To support the disposal of municipal waste to various local organizations to be processed into fuel in the form of renewable energy correctly and efficiently.
- To develop technology to produce alternative fuels and power generation to suit Thailand's waste conditions and reduce waste fuel costs.
- To improve the production efficiency of the power plants to the highest level, as well as design and install equipment to be ready for use, prevent problems in the production process, or if a problem occurs, it can be solved quickly and promptly.
- To transit toward 100% renewable energy consumption, utilizing sources like community waste or other alternative fuels, in place of fossil fuels and coal in the Company's electricity production processes. The Company also prioritizes clean energy sources such as solar and wind power, as well as other renewable energies, to address the challenge of greenhouse gas emissions.
- To promote and advance the capabilities of staff members, ensuring they possess the quality and readiness required to drive the organization's competitiveness.
- To maintain and comply with BCG (Bio-Circular-Green Economy) standards in managing environmental impacts, including implementing waste management practices with maximum utilization and zero waste.
- To conduct business with responsibility to all stakeholders in a balanced manner and strive to develop society to grow along with sustainable development of the organization.

Business Strategy

- To expand business and investment by focusing on increasing domestic electricity generating capacity by emphasizing clean and green energy such as municipal waste-to
- To expand investment in new businesses by focusing on being a leader in public utilities in the southern region and in Songkhla Province, consisting of industrial park development projects, natural gas power plants, solar power plants, deep sea ports, distribution centers, and smart cities, along with readiness to jointly invest with business partners to create stability and to grow business together.
- To seek investment opportunities with good returns at manageable risks and environmental concerns, focus on investing efficiency, reduce costs, review investment plans, and prioritize investment projects by aiming to increase the return on investment.
- To focus on the use of technology and innovation to manage business continuity comprehensively, precisely, and quickly.
- To develop work processes along with developing the potential of personnel to achieve maximum efficiency.
- To reduce financial costs by seeking funding sources with suitable financial conditions, including managing liquidity and financial risks to maintain them at an administratively feasible level.
- To manage risks throughout the organization with good corporate governance and business ethics, create flexibility in adapting to keep up with rapidly change in business disruptions, prepare to look forward to continuously increase competitive competency.
- To create value for shareholders and investors through stable profit growth, good returns, and sustainable business expansion.
- To conduct business responsibly and participate in improving the quality of life for society, communities, manage operations throughout the supply chain, which involves employees, partners, customers, communities, and society.

1.1.3. Report on the purposes of using the proceeds

1) Use of proceeds from the offering of debt securities

In 2023, the Company offered bonds 2 times, with a total value of Baht 9,000 million, which can be summarized as follows.

Fund Utilization Purpose	Amount (Million Baht)	Period	Progress
1. TPIPP Debentures No. 1/2023 with value of Baht 6,000 million			
1. To invest in machinery and equipment of the Company for enhancement of Power Plant TG7	1,014.00	By 2023	Complete repayment on 2 October 2023
2. To invest in machinery and equipment of the Company for enhancement of Power Plant TG8	4,026.00	By 2025	On 2 October 2023, a repayment of 820 Baht Million was made, with the remaining balance of 3,206 Baht Million scheduled for repayment by the year 2025.
3. To invest in machinery and equipment of the Company for enhancement of other boilers	699.00	By 2023	Complete repayment on 2 October 2023
4. To use as working capital	261.00	By 2023	Complete repayment on 2 October 2023
Total	6,000		
2. TPIPP Debentures No. 2/2023 with value of Baht 3,000 million			
To repay debt from issuing debt instruments	3,000	December 2023	Complete repayment on December 10, 2023
Grand Total	9,000		

In this regard, the Company uses the proceeds from the issuance and offering of debentures for the purposes specified in the registration statement for the debenture offering.

As for bills of exchange offered for sale, the Company uses the proceeds as working capital in business operations and has already repaid bills of exchange debt within the period of bills of exchange.

2) Laws Governing Debt Instruments

Debt instruments are binding in accordance with applicable laws and are construed in accordance with Thai law.

1.1.4. Commitments that the Company has pledged in the registration statement and/or the SEC's approval conditions (if any) and/or the Listing Conditions of the SET (if any).

- None -

1.1.5. Name, location of head office, type of business, company registration number, telephone number, facsimile, company website, amount and type of all shares sold

Company name in Thai	: บริษัท ทีพีโอ โพลีน เพาเวอร์ จำกัด (มหาชน)
Company name in English	: TPI Polene Power Public Company Limited
Abbreviation	: TPIPP
Company registration number	: 0107559000184
Business Type	: engage in the operation of waste-to-energy power plants, heat recovery power generation, coal power plants (undergoing a complete transformation to waste-to-energy), solar power plants, wind power plants, and natural gas power plants, alongside operating fuel and natural gas (NGV) service stations.
Type of business	: Energy and Utilities
Fiscal Year End Date	: 31 December of each year
Head office	: 26/56 Chan Tat Mai Road Thungmahamek, Sathorn, Bangkok 10120
Phone	: 0-2213-1039-49, 0-2855-090-9
Fax	: 0-2213-1035, 0-2213-1038
Website	: http://www.tpipoleneppower.co.th
Power Plant and waste-to-fuel plant	: 299 Moo 5, Mittraphap Road, Tab Kwang Sub-district, Kaeng Khoi District, Saraburi Province 18260
Phone	: 036-339111
Fax	: 036-339228-30

Investor Relations Department

Phone : 0-2213-1039 Ext. 12985 and 12988

Company Secretary

Phone : 0-2213-1039 Ext. 12214

Reference**Securities Registrar**

: Thailand Securities Depository Co., Ltd

Location : The Stock Exchange of Thailand Building
93 Ratchadapisek Road, Din Daeng Subdistrict, Din Daeng District,
Bangkok 10400

Phone : 0-2009-9000, 0-2009-9999

Fax : 0-2009-9991

Auditor

: KPMG Phoomchai Audit Co., Ltd.

Location : 1 Empire Tower, 48th-50th Floor, South Sathorn Road, Yannawa
Subdistrict, Sathorn District, Bangkok 10120

Phone : +66 (0) 2677-2000

Fax : +66 (0) 2677-2222

Company Legal Advisor

: SCL Nishimura & Asahi Co., Ltd.
34th Floor, Athenee Tower

Location : 63 Wireless Road Lumpini, Pathumwan, Bangkok 10330

Phone : 02-126-9100

Fax : 02-126-9120

Legal Advisor for Issuance

: Weerawong Chinnawat and Partners Co., Ltd.
and offer debentures

Location : 540 Mercury Tower, 22nd Floor, Ploenchit Road, Lumpini,
Pathumwan, Bangkok 10330

Phone : 0-2264-8000

Fax : 0-2657-2222

Debenture Registrar**CIMB Thai Bank Public Company Limited**

Location : 44 Lang Suan Road, Lumpini Subdistrict Pathumwan, Bangkok 10330

Phone : +66 (0) 2626-7507-8, +66 (0) 2626-7591

Fax : +66 (0) 2657-3390

Bank of Ayudhya Public Company Limited

Location : 1222 Rama 3 Road, Bang Phong Phang Subdistrict,
Yannawa District, Bangkok 10120

Phone : +66 (0) 2296-2000, +66 (0) 2296-5696

Fax : +66 (0) 2683-1302

1.2 Nature of business operations

1.2.1. Information about the product

Nature of business of each product line can be divided by business type as follows:

- 1) Power and Utilities Business
- (1) Product characteristics, production capacity, and strengths

1.1 Power Plant

The Company operates three types of power plants: (1) waste heat recovery power plants, (2) municipal solid waste-to-energy plants, and (3) coal-fired power plants supplemented with additional renewable fuels. The Company believes that operating a power plant utilizing waste heat, solid waste energy, and renewable energy will benefit from government policies that tend to support and promote the production of electricity from solid waste fuel and renewable sources, in line with the National Energy Plan. This plan focuses on clean energy and aims to achieve carbon neutrality between 2065 and 2070, aligning with the global energy direction that emphasizes reducing global warming.

As of December 31, 2023, the Company operates eight power plants with a combined installed capacity of 440 megawatts, all situated within the Company's cement plant area in Saraburi Province. These include five waste-to-energy plants with a total installed capacity of 250 megawatts (of this capacity, 163 megawatts are contracted to be sold to the Electricity Authority of Thailand, while the remaining electricity is sold to TPI Polene Public Company Limited.) Additionally, there are two waste heat power plants with a total installed capacity of 40 megawatts, and one coal-fired power plant with a total installed capacity of 150 megawatts. (The coal-fired power plant is currently undergoing a transition from coal fuel to waste-derived fuel.) The electricity generated by these plants is sold to TPI Polene Public Company Limited and all are located in Kaeng Khoi District, Saraburi Province, adjacent to the cement production plant of TPI Polene Public Company Limited. The types of power plants are summarized as follows:

A. Waste Heat Recovery Power Plant

The waste heat recovery power plant is located in the same area as TPI Polene's cement plant. It commenced its commercial operation in June 2009. The power plant consists of 2 power generating units, each with an installed capacity of 20 megawatts, totaling 40 megawatts, and uses the waste heat emitted from the cement production process of TPI Polene Public Company Limited. The electricity production process of the waste heat power plant involves utilizing waste heat left over from the clinker kiln, instead of being treated by reducing the temperature before releasing it into the atmosphere. Heat is transferred to the boiler to produce electrical energy without the need for any supplementary fuel. This not only generates electrical energy but also helps reduce the impact on the climate.

B. Waste-to-energy Plants

Waste-to-energy power plants generate electricity by combustion of waste-derived fuel as the main fuel by converting municipal waste into fuel to produce steam from the steam boiler and use the steam to generate electrical energy further.

The process of converting municipal waste into fuel to generate power serves as a guideline for community waste management, aiming to reduce the impact on the environment and greenhouse gas emissions which is better than landfill waste management. The Company was also evaluated by the Thailand Greenhouse Gas Management Organization for reducing greenhouse gas emissions by using municipal waste as fuel in order to register for a carbon credit certificate.

Currently, producing energy from solid waste to replace fossil fuels is receiving increasing attention. It is another way to address sustainability issues, as it helps mitigate the problem of the growing amount of solid waste impacting the environment and communities. This issue is becoming increasingly severe in the country. Additionally, it aids in addressing the problem of diminishing resources used in energy production. Currently, two technologies are used in solid waste management to convert it into renewable energy, as follows:

B.1. Incineration Technology involves burning solid waste in a kiln designed to accommodate various solid waste characteristics, including high humidity levels and variable heat values. Effective combustion control is employed to prevent air and environmental pollution, with a system in place to eliminate toxic gases, soot, and particles generated during combustion as required by law. The ash remaining from combustion constitutes approximately 10% by volume and 25 - 30% by weight of the waste burned in the kiln. This ash can either be transported to a landfill or repurposed as a material for road construction. Ash-containing metals can be recycled. Furthermore, in areas with abundant solid waste, the heat energy generated from burning solid waste can be harnessed to produce steam power, which in turn can be used to generate electricity.

The moving grate boiler system is a technology for burning solid waste without first requiring a waste separation management process. It is widely used and has undergone testing, demonstrating acceptable technical performance. It can support the incineration of solid waste with various compositions and calorific values. The second most popular system is the rotary kiln system.

B.2. Waste-derived fuel production technology, which involves the direct burning of collected solid waste, cannot be considered a high-quality fuel due to the uncertainty of various elements. These elements vary according to the community and season, especially resulting in low heating value, high ash, and moisture content. Moreover, burning solid waste directly causes environmental impacts. Processing solid waste through various management processes to improve its physical and chemical properties can address these issues. Converting it into waste-derived fuel has the potential to solve the aforementioned problems.

Solid waste fuel refers to the processing of solid waste through various management processes. This involves sorting combustible materials through processes such as shredding or cutting solid waste into small pieces. These shredded solid wastes will have a higher calorific value or better fuel properties compared to solid waste that is collected and burned directly

without sorting. This is due to their improved chemical and physical components, making them easier to store, transport, manage, and reducing environmental impact.

Solid waste fuel is an alternative source utilized for generating electrical energy and heat. It is typically burned alongside coal in cement kilns to decrease coal consumption in the cement industry, thereby significantly reducing greenhouse gas emissions.

The Burning of Preheated and Homogenized Waste system is a solid waste preparation system that involves sorting, reducing size, grinding, and cutting before burning. It is used in conjunction with a fuel production system from waste-derived fuel, which involves more complicated steps in the operating process. This system aims to obtain quality fuel and provide consistent heat. Consequently, waste-derived fuel production systems like these are not widespread, and their use is limited. Additionally, a fluidized bed kiln may be utilized for drying. The solid waste fuel processed from this type of kiln will be of similar quality. However, fluidized bed technology is still considered a new technology and is used for the incineration of industrial solid waste in a limited manner.

In the production of solid waste fuel, the Company completed the installation of kiln and grate boiler in August 2018, which can be used to directly burn municipal solid waste and increase steam production. This, in turn, enhances the rate of utilization of electricity capacity in municipal solid waste power plants. Additionally, it can eliminate waste or scraps from the solid waste fuel production process. Currently, the Company has installed a Grate Boiler with a capacity to burn 800 tons of solid waste per day per kiln, totaling 5 kilns. This enables the burning and disposal of 4,000 tons of solid waste per day, which is considered the largest in Thailand. It is a solid waste kiln located in the same area (Economy of Scale) with the highest solid waste burning capacity in the ASEAN region. Another kiln of the same size is under construction, expected to be completed in 2024. Once operational, it will be able to burn and dispose of solid waste for use in generating electricity, increasing the capacity to 4,800 tons per day.

C. Coal-fired and renewable fuel power plants

The Company has a coal-fired power plant using steam boiler technology with highly efficient, being a power plant that produces electricity sold to cement factories with a pollution prevention system higher than the environmental impact reporting standards announced by the Office of Natural Resources and Environmental Policy and Planning (ONEP). Currently, the Company's coal-fired and renewable fuel power plants have a total installed capacity of 150 megawatts.

In addition, the Company has committed to be a full- formed green and clean energy producer with an integrated management to solve Thailand's solid waste problem. Therefore, the Company has planned to cease using coal in the power generation process by investment in changing all boilers to use waste-derived fuels and other renewable fuels instead of coal, which was partially completed within 2023 and will be totally completed in 2025. In addition to reducing fuel costs for power generation from rising coal prices, the Company can also apply for a carbon credit certificate due to the increase in the amount of municipal waste to be used as a substitute fuel for coal in such power plants, as well as reducing the direct and indirect impacts on the environment by replacing fuel in power generation to reduce greenhouse gases and solving the problem of governmental waste management.

D. Solar Power Plant

Sunlight or solar energy is a form of energy that exists in nature, originating from the sun's radiation, which is the source of the cycle of life on Earth. It facilitates the circulation of water, wind, and various elements such as carbon, serving as a fuel that will never run out. There are no fuel costs, no pollution, and less impact on the environment compared to other forms of energy sources. For these reasons, it is one of the renewable energy sources with high potential and has become increasingly popular.

Solar electricity is the conversion of solar energy into electrical energy using an electrical device called "Solar Cell" or Photovoltaic Cell (PV). This solar cell converts solar energy into electrical energy for everyday use.

Producing electricity from sunlight, or through a solar cell system, begins with solar panels receiving light from the sun and converting it into Direct Current (DC). This DC is then passed into a power conversion device or inverter to convert it into Alternating Current (AC). The electricity is distributed into the Main Distribution Board (MDB), which then transmits electricity to various electrical appliances within the building. This renewable energy source can replace electricity purchased from EGAT, making it easier for users to partially produce their own electricity (Prosumer) and reducing the burden of electricity costs.

Producing electricity with solar cells connected to a PV Grid Connected System is a method of electricity generation designed to produce electricity by converting direct current to alternating current. This system provides direct access to the electricity transmission system and is used to generate electricity in urban areas or areas with accessible electrical distribution systems. Key equipment for this system includes solar panels and devices for converting direct current to alternating current, which are connected to the electrical distribution system.

E. Renewable Energy Plants from Solar and Wind Power

The Company has committed to grow in the clean and green energy business, therefore the expansion of the Company's power plant business, in addition to waste fuel power plants and solid waste disposal plants, the Company also set a target to grow and expand power generation capacity, focusing on renewable energy plants from solar and wind power, in line with the direction and Thailand's Power Development Plan 2018-2037, Revision 1 (PDP2018 Rev.1).

The Company invested in the Solar Farm Power Plant Project with a maximum installed capacity of 66.9 megawatts in the plant area of Saraburi Province, aiming to sell more electricity to cement plants to increase the proportion of renewable energy in cement production. It is expected to be completed around 2024 and will enable the Company to produce electricity from solar power at lower costs, reduce the average cost of electricity, and increase the amount of electricity sold, in order to support the electricity usage expansion project of TPI Polene Group in the future, which will change the use of energy in vehicles and machinery in the cement plant to the electric system.

1.2 Waste Fuel Plant

The Company has a municipal waste disposal plant to produce waste fuel for its boilers to generate electricity. It is also sold wasted fuel to cement plants to replace the coal fuel of the TPI Polene Cement Plant in Saraburi Province.

The Company's waste fuel plant has a total capacity to support 15,000 tons of waste per day, which is the largest garbage disposal facility in Thailand and the largest in the World. The main plant is located in Kaeng Khoi District, Saraburi Province, in the same area as the Company's power plant.

The Company has built a waste fuel plant in collaboration with its partners who receive waste disposal concessions in surrounding provinces. The Company is confident in its ability to procure a sufficient amount of waste in the long run. The Company expands its waste fuel production plants in Saraburi Province, as well as increases the number of waste-collecting plants in several communities to expand production capacity to support the increasing demand for waste fuel. The goal is to increase the waste fuel production capacity to support of more waste increased up to a total of 23,500 tons per day in 2024.

1.3 Solid Waste Disposal Plant, Waste Incinerator

The Company expanded its business by participating in the bidding for Incinerator Waste Management Projects and Power Generation Projects purchasing for selling electricity from municipal waste power plants in

the Power Purchasing program according to the Energy Regulatory Commission Notification of purchase on June 30, 2022, by purchasing electricity from municipal waste in the form of Feed-in-tariff (FIT) for a period of 20 years and tipping fee from the public agency for the specified duration. Waste disposal fees and terms are varied depending on each agreement.

Under the aforementioned project, the company was selected through a bidding process for the solid waste management project of the Songkhla Provincial Administrative Organization and the Phase 2 municipal waste disposal project of Nakhon Ratchasima Municipality. Agreements have been signed to propose electricity sales to the Provincial Electricity Authority, with both projects expected to commence operations by the year 2026.

1.4 Petrol and Natural Gas Vehicle (NGV) Station Business

At present, the Company operates 12 petrol and natural gas stations under "TPIPP" brand located throughout Bangkok and other provinces. Most of customers are those who transport cement for TPI Polene, and retail customers, in general. There are 8 petrol stations, 1 natural gas station, and 3 petrol and natural gas stations under "TPIPP" brand, which 3 stations located in Bangkok and 6 stations in provincial areas, consisting of 3 stations in Saraburi Province, 1 station in Ubon Ratchathani Province, 1 station in Nakhon Sawan Province, and 1 station in Samut Prakan Province.

The Company was allowed to use trademarks of TPI Polene Public Company Limited under the Trademark License Agreement dated March 7, 2016, (granted by the Department of Intellectual Property on April 4, 2018) for the sale of products from certain types of fuel and natural gas (NGV).

The Company procures fuel for gas stations from gas companies such as Bangchak Corporation Public Company Limited, IRPC Public Company Limited, and Shell Company of Thailand Limited at market prices on a spot basis.

The Company supplies natural gas (NGV) for natural gas (NGV) stations from PTT Public Company Limited (“PTT”) under a long-term natural gas (NGV) purchase agreement.

At present, the Company is studying to change the model of the petrol and natural gas service business to electric vehicle charging stations for EVs (Electrical Vehicles). In addition to providing power charging services for general electric vehicles, the Company aims to develop the lands of TPI Polene Power Group to support the power charging stations project for trucks and buses because the construction of such charging stations requires space and lots of power. The area must be located on the main transportation routes, which TPI Polene Power Group has potential locations to be developed to support such projects in the future.

Currently, the Company is in the process of studying an area adjacent to its natural gas service station along Mittraphap Road, spanning approximately 20 rai, with the intention of developing it into an EV (Electric Vehicle) battery charging station. The plan also includes provisions for a resting area for cars, buses, and trucks, as well as a commercial zone. This location holds significant potential due to the high volume of traffic on Mittraphap Road, which serves as a primary route for transporting a large number of vehicles.

1.2.2. Market and Competition and Industry Trend

(1) Marketing Policy:

1. Power Plant Business

Currently, the power plant business has designated power buyers according to the power purchase agreement, including quantity and exact price structure. The marketing policy of the energy business increases the Company’s ability to meet the conditions for submitting proposals to participate in bidding for government power purchase projects announced by the Energy Regulatory Commission, as well as solid waste management projects, by converting solid waste into electrical energy sourced from various local administrative organizations. To be selected as the

winner of various projects submitted by the Company, it will have more opportunities to produce electricity for sale according to agreements and manage the cost of producing electrical energy to a minimum. Competition in this industry is characterized by an increased procurement of power purchase agreements, both from the government sector announced by the Energy Regulatory Commission and the private sector. Currently, the private sector is selling electricity through direct sales to private customers in the same area as the power plant, which can distribute electricity without relying on EGAT’s transmission lines.

Competition in procuring power plant agreements of government is based on considering criteria of readiness in terms of prices, qualifications, and techniques, with the following consideration framework:

1. Price considerations: The Ministry of Energy is the authority responsible for determining the setting appropriate electricity purchasing rates of electricity suitable for the future based on the electricity generation technology of each type of using specific fuels, as announced and outlined within the project’s scope and the prices shall not cause a burden on the electricity generation cost in the long run to the country. All bidders must accept and comply with the specified electricity tariffs.
2. Price considerations: The Ministry of is the authority responsible for determining the setting appropriate electricity purchasing rates of electricity suitable for the future based on the electricity generation technology of each type of using specific fuels, as announced and outlined within the project’s scope and the prices shall not cause a burden on the electricity generation cost in the long run to the country. All bidders must accept and comply with the specified electricity tariffs.
3. Technical aspect: Readiness will be reviewed and scored in various aspects such as area readiness, technology readiness, fuel readiness, financial readiness, and appropriateness of the operational plan.

Alternatively, in the event of a bidding competition for a solid waste disposal project by combustion in the furnace for electric electricity generation, it will be a direct proposal submitted to the local authority that owns the project using the criteria for readiness determination about the price for waste disposal, qualifications, and techniques, also including the experience and performance of the bidding companies.

Alternatively, in the event of a bidding competition for a solid waste disposal project by combustion in the furnace for electric electricity generation, it will be a direct proposal submitted to the local authority that owns the project using the criteria for readiness determination about the price for waste disposal, qualifications, and techniques, also including the experience and performance of the bidding companies.

In the case of direct sales of electricity to customers, it is the sale of electricity produced for direct distribution to customers without the transmission line of the Electricity Generating Authority of Thailand, which is mainly the electricity generation and sale of electricity in the same area or in an industrial estate area. In the future, the government will allow power trading through the Electricity Generating Authority of Thailand's transmission line, which will increase the opportunity for power plant operators to be able to produce and sell more electricity to customers and they will have to compete in terms of price with the Electricity Generating Authority of Thailand. However, customers can choose to purchase electricity from the operators using renewable energy in order to reduce their company's greenhouse gas emissions.

The Company operates a waste-to-fuel power plant with the highest production capacity in the country. It is also the only producer that sells waste-to-fuel electricity in the form of SPP to EGAT under a power purchase agreement totalling 163 megawatts (Non-firm). In addition, the Company sells electricity generated from coal-fired power plants and other renewable fuels to TPI Polene Public Company Limited with a total capacity of 260 MW, which is currently in the process of converting from coal to waste fuel.

The Company is classified as a large operator, a pioneer, and the leader in the waste-to-fuel power plant business with experience in operating waste-to-fuel power plants for a long time and has a tangible successful performance. Therefore, it has an advantage over other competitors in terms of capital, experience, technology, and credibility with the ability to complete the projects all along.

Moreover, the Company is expanding its electricity generation business in several ways of renewable energy, including wind power, ground-mounted solar power, and ground-mounted solar energy combined with energy storage systems. The Company is a potential readiness operator in all aspects, with experience in operations and awards related to business operations both domestically and internationally. Therefore, it is the Company's strength to compete with other operators in the power business.

(2) Customer Characteristics and Target Customer Group

1. Power Plant Business

Currently, the three Company's power purchasers are (1) the Electricity Generating Authority of Thailand for the Small Power Producer (SPP) Agreements; (2) the Provincial Electricity Authority for the Very Small Power Producer (VSPP) Agreements; and (3) TPI Polene Cement plants, Saraburi Province, TPI Polene Public Company Limited, the Company's parent company, and being a company listed on the Stock Exchange of Thailand.

The Company has been selected to operate the solid waste disposal project, focusing on providing solid waste disposal services to local customers. Its primary objective is to convert solid waste into renewable energy for use in producing and distributing electricity. This will be achieved through a direct power purchase agreement with the Provincial Electricity Authority, under the NON-FIRM power purchase agreement for a Very Small Power Producer (VSPP). The target customer group of the Company includes government agencies or local administrative organizations in various provinces, who are the project owners. Currently, the Company has a contract to carry out the community solid waste

management project by converting it into electrical energy with three local administrative organizations, as follows:

- Songkhla Provincial Administrative Organization in Songkhla Province: the Company has entered into a solid waste disposal contract with this agency, specifying technology requirements for municipal solid waste disposal systems, as well as the amount of solid waste to be disposed and the associated disposal fees. Additionally, this project involves entering into a power purchase agreement with the Provincial Electricity Authority to establish a municipal solid waste power plant in Ko Tao Sub-district.
- Na Klang Sub-district Administrative Organization in Nakhon Ratchasima Province: the Company has entered into a solid waste disposal contract with this agency under various terms and conditions including entering into a power purchase agreement with the Provincial Electricity Authority by setting up a power plant at Nakhon Ratchasima City Municipality.
- Mukdahan Municipality in Mukdahan Province: the Company has entered into a contract for this project with Mukdahan Municipality on December 21, 2023 and is in the process of entering into a power purchase agreement with the Provincial Electricity Authority. The contract is expected to be signed by March 2024.

The sale of solid waste fuel to the cement factory of TPI Polene Public Company Limited in Saraburi Province will adhere to the terms outlined in the contract specifically tailored for this purpose. The pricing structure is contingent upon the quality of the solid waste fuel, aligning with the primary objective of reducing coal consumption in cement production processes and mitigating greenhouse gas emissions.

Industry Trend

1) Trend of Energy Usage in 2024

The Energy Policy and Planning Office (EPPO) forecasted the trend of energy usage in 2024, projecting a 3.1% increase in the country's primary energy demand to 2,063 thousand barrels of oil equivalent

per day. With the recovery of global trade, expansion of exports, private sector investment, as well as the continuous recovery of tourism due to government tourism promotion. Consequently, the utilization of oil is anticipated to surge by 3.1%, with natural gas consumption expected to experience an uptick of 2.5%. Additionally, coal/lignite usage is projected to rise by 2.4%, while the utilization of hydropower and imported electricity is forecasted to increase by 5.4%.

Nevertheless, it remains imperative to closely monitor risk factors, such as the impact of El Niño phenomenon, which could lead to drought-related agricultural production problems, risks from the volatility of the global economy, and conflicts in the Middle East that may affect global production and energy price fluctuations.

The National Energy Plan aims to aid Thailand in reaching carbon neutrality by 2050 while prioritizing energy sector security and fostering a broader array of energy production and utilization methods in the years ahead. Key policy directives include boosting renewable energy's share in electricity generation to over 50% through new capacity and advancing the transition of the transportation sector to utilize green electricity.

The revised draft of the Alternative Energy Development Plan (AEDP 2022), one of the five plans within the NEP, is currently undergoing revisions. Anticipated adjustments include a heightened emphasis on renewable and clean energy sources compared to the original plan. Specifically, there's a focus on increasing the share of solar and wind energy. The initial target for electricity production from renewable sources stands at 29,411 megawatts, allocated as follows: solar energy at 12,139 megawatts, floating solar energy at 2,725 megawatts, biomass at 5,790 megawatts, wind energy at 2,989 megawatts, biomass gas (derived from wastewater/waste/energy plants) at 1,565 megawatts, municipal solid waste at 900 megawatts, industrial waste at 75 megawatts, large hydropower plants at 2,920 megawatts, and small hydropower plants at 308 megawatts. The ongoing drafting and revision of the Power Development Plan (PDP 2024) align with government policy, aiming to augment electricity production capacity from renewable energy sources.



2) Trend of Municipal Waste to Energy Project

The government has prioritized a crucial policy aimed at effectively managing municipal waste by converting it into fuel for electricity generation, thus averting the looming threat of widespread future issues. By establishing “waste management” as a national agenda, the government seeks to address the challenges posed by solid and hazardous waste generated from diverse community activities, including residential house, commercial place, store, service place, fresh-food market, office, etc. The escalating severity of this issue day by day underscores the urgent need to mitigate its impacts, including the resultant air pollution.

The primary cause for the proliferation of overflowing garbage issues in urban areas stems from a confluence of factors: population growth, economic expansion, and everyday behavioral patterns that contribute to littering, exacerbated by lack of correct waste management practices. In response, certain regions have adopted waste disposal guidelines that involve converting waste into fuel for electricity generation, recognized as the most efficient global method. Developed nations, in particular, favor waste incineration, converting the majority of waste into energy, with minimal residue left as ashes, thereby conserving space compared to landfills, which pose environmental risks such as groundwater and waterway pollution, necessitating continuous expansion.

The government sector aims to address the issue by elevating “garbage” to a national agenda, establishing a comprehensive roadmap for managing solid and hazardous waste. The approved version, endorsed by the National Council for Peace and Order (NCPO) on 26 August 2014, encompasses short-term, medium-term, and long-term plans, along with legislation. This includes exemptions from enforcing ministerial regulations and city planning for factory operations, as well as the implementation of the Act on the Maintenance of the Cleanliness and Orderliness of the Country, B.E. 2535 (1992) and its amendments (No. 2) B.E. 2560 (2017) by the Ministry of Interior, etc.

Another crucial initiative, assigned to the Ministry of Energy, involves utilizing waste to generate fuel for electricity production, as outlined in the Alternative Energy Development Plan 2018-2037 (AEDP 2018) for an additional 400 megawatts of community waste electricity, while the AEDP 2015 plan aims to procure 500 megawatts, totaling 900 megawatts by 2037.

The Energy Regulatory Commission (ERC) has announced the procurement of electricity for the 2022 Municipal Solid Waste-to-Energy Power Plant Project. Purchases will be accepted from the time EGAT issues the announcement until 29 December 2023. The electricity is slated to be sold into the system between 2025 and 2026, under a Non-Firm Agreement in the FiT format. Projects must be approved by the Ministry of Interior. Initially, there are 34 projects with a total power purchase volume of 282.98 megawatts. EGAT will disclose the names of qualified entities ready to sign the Power Purchase Agreement within 60 days of document completion. The Scheduled Commercial Operation of this power supply is expected within 2025-2026.

The conditions of this Municipal Solid Waste to Energy Project entail a Non-Firm Power Purchase Agreement with financial support under the Feed-in Tariff (FiT) scheme, as per the project list proposed by the Ministry of Interior and approved by the National Energy Policy Council (NEPC). Producers seeking to generate electricity must sell a maximum amount within

the capacity limit of EGAT's purchasing capabilities.

On 5 November 2021, the NEPC approved the principle of purchasing electricity from community waste under the Feed-in Tariff (FiT) scheme for 2022. Very Small Power Producers (VSPPs) with an installed capacity not exceeding 10 megawatts are eligible for support based on a maximum tariff of Baht 5.08 per unit (FiT Premium of Baht 0.70 per unit over 8 years). Small Power Producers (SPPs) with an installed capacity between 10 and 50 megawatts are subject to a maximum tariff of Baht 3.66 per unit, with support provided for a 20-year period. Additionally, the country's Power Development Plan (PDP2018), 1st revised edition, mandates the integration of a 400-megawatt municipal waste power plant into the system.

As of now, Thailand boasts 42 waste-to-energy power plants across the nation, collectively capable of generating 388.31 megawatts of power and handling approximately 6.4 million tons of waste.

3) Trend of Municipal Solid Waste Amount

The amount of municipal solid waste increased between 2017 and 2019, and the reuse of municipal solid waste also increased, incorrect disposal tendencies decreased. However, with the spread of COVID-19, beginning in March 2020 and continuing until the new outbreak wave in late 2020 and early 2021, it was observed that some local administrative organizations and districts in Bangkok experienced a decrease in the amount of municipal solid waste during this period. This decrease can be attributed to travel restrictions for tourists entering Thailand and measures requiring employees to work from home. However, upon considering the rate of solid waste generation within the country, it is observed that the rate of waste production tends to increase from 0.8 kilograms per person per day to 1.0 kilograms per person per day, compared to the amount of municipal solid waste in 2019. In 2020, there were approximately 25.37 million tons of municipal solid waste, of which 8.36 million tons (33%) were sorted out at the source and reused, while 9.13 million tons (36%) were properly disposed of. Therefore, approximately 7.88 million tons (16%) of municipal solid waste were improperly disposed of.

In 2020, there were 2,305 active municipal solid waste disposal sites, along with 28 municipal solid waste transfer stations. Upon evaluation of these sites, it was observed that a total of 357 sites were operating correctly, employing various methods including landfilling, semi-aerobic landfilling, energy production furnaces, incinerators equipped with air pollution treatment systems, composting, and producing Refuse-derived fuel (RDF). Conversely, a total of 1,948 sites were improperly managing waste disposal, such as dumping, outdoor burning, and operating incinerators lacking air pollution treatment systems.

TPI Polene Power is strategically aligning its business trajectory towards becoming a leading producer of eco-friendly electricity sourced from renewable, clean, and alternative energy. This direction not only encompasses robust expansion and growth strategies but also resonates with the outlined objectives in the Power Development Plan. Moreover, it presents promising opportunities for augmenting electricity transactions with the government sector and engaging in direct trade of renewable energy electricity with various buyers via the Electricity Generating Authority of Thailand's transmission network system.

2.2 Petrol and Natural Gas (NGV) Station Business

The Company has 12 petrol and natural gas stations under TPIPP brand located throughout Bangkok and other provinces. Most of the customers are customers who transport cement for the Company and general retail customers.

Industry Trends

In 2023, the decline in domestic NGV sales volume by 15% from 2022 stemmed from escalated NGV sales prices and a rise in NGV vehicle adoption. This downward trend persisted, leading to a decrease in NGV gas sales volume compared to 2022. Conversely, the overall market scenario for gas stations in 2023 saw adjustments in oil prices, which steadily climbed, resulting in a slight increase in oil sales volume

compared to the preceding year, 2022.

Yet, should the country's economy take a positive turn in 2024, TPI Polene Power anticipates a corresponding enhancement in its oil and NGV sales volume. Moreover, TPI Polene Power persists in conducting promotional campaigns, enabling customers to redeem discount vouchers obtained from diesel refueling for purchases at marts within TPI Polene Power service stations, thereby advertising products of the TPI Polene Group.

Currently, TPI Polene Power is in the process of studying the transformation of its petro and natural gas service business model into an electric charging station for EV vehicles. In addition to offering battery charging services for general electric vehicles, the Company aims to develop land within the Group to accommodate charging stations for trucks and buses. This is because constructing such charging stations requires significant space and power. The selected area must be situated along the main transportation route. Fortunately, the Company possesses an area in a location with the potential for future development of such projects.

TPI Polene Power is currently conducting a study for the development of the area adjacent to the natural gas service station on Mittraphap Road. Spanning approximately 20 rai, this prime location boasts significant potential, situated along a major transportation route with a heavy flow of vehicles. The envisioned project aims to establish a convenient rest area for cars and buses, complete with commercial facilities and charging stations catering to Electric Vehicle (EV). Our services will encompass battery charging for electric cars, buses, and trucks, offering a comprehensive solution for sustainable transportation needs.

Competitive Strategies for Power Plant Business Operations

1. Implementation of modern, environmentally friendly technology in the construction of new renewable power plants

The Company places importance on education and technology development from machinery manufacturers to construct and install various types of renewable

energy power plants as the demand for renewable energy has been increasing worldwide purposely. As a result, there has been competition for improving the efficiency of machinery, and the investment cost of construction, as well as employing technology to control electricity generation and maintenance for maximum efficiency with the lowest cost. Power plant business operators are supposed to cooperate with manufacturers of machinery and equipment used in renewable energy power plants in order to study and analyze in detail to invest in certain projects in the future. The Company cooperates with machinery manufacturers to design renewable energy power plants with the intention of studying and developing projects together using the most advanced technology for the best production efficiency.

The Company adjusts its technology to be environmentally friendly by processing solid waste into fuel instead of coal in the electricity production process. Additionally, it incorporates the production of electricity from solar and wind energy. Producing electricity from 100% renewable sources (Renewable Energy Power Plant) will enable the Company to obtain REC100 certification and create opportunities to sell Carbon Credits. The Company employs a low-carbon strategy to address the risks of climate change, enabling it to achieve the long-term goal of reducing greenhouse gas emissions.

2. Ongoing research and development for the most efficient power plant operations

The Company is committed to increasing its competitiveness by managing power plants to achieve maximum efficiency and studying technology development and new production processes continuously. This is aimed at increasing the Utilization Rate of power plants and reducing the cost of electricity production per unit. The Company believes that technological expertise, aligned with the supply and demand for electricity, which the Company has always adhered to, is an important strength that gives it a competitive advantage and enables it to maintain that advantage. Therefore, the Company places importance on improving and creating new innovations to gain knowledge and expertise in the continuous development of electricity production technology.

3. Being a socially responsible and environmentally friendly organization with a reduction of the amount of greenhouse gas emissions and waste from the production process.

The Company demonstrates social responsibility by prioritizing solid waste management and transforming it into clean energy that is environmentally friendly. Additionally, it aims to promote environmental consciousness among executives, personnel within the organization, and the surrounding society. The Company believes that converting solid waste into fuel to produce electricity is an effective waste management method, reducing the amount of toxic substances and solid waste by transforming it into useful renewable fuel. The Company places great importance on controlling the emission of waste from its power plants into the environment and strictly complying with applicable environmental laws.

The Company acknowledges the limited resources and is determined to proceed according to the guidelines of “Zero Waste” by committing to reusing all resources in the production process without waste released to the environment, which increases the efficiency of the Company’s operations and reduces environment impacts at the same time.

With operations committed to social responsibility and environmental friendliness, the Company is recognized as an environmentally friendly electricity producer, constantly improving efficiency in energy use.

4. Aiming to generate the highest business value for shareholders through prudent capital management and business expansion

The Company is committed to careful and thoughtful capital management by maintaining debt at a manageable level and strengthening its financial position. This is achieved by generating income from various power plant projects, expanding the business to produce more electricity from renewable energy, and expanding its municipal solid waste production plant in areas that need to eliminate more community solid waste. This demonstrates the Company’s concern for

the environment and living conditions in society.

The Company continues to focus on expanding its renewable energy business by utilizing a variety of renewable energy sources.

5. Maintaining appropriate and sustainable relationships with stakeholders in the waste-to-energy industry network

The Company prioritizes maintaining appropriate and sustainable relationships with stakeholders within the waste-to-energy industry network. To secure a consistent supply of community waste for electricity production, the Company has entered into agreements with waste management firms and municipalities. The agreements include provisions where the Company compensates for the transportation costs of waste, with the stipulation that the waste supplied adheres to the Company’s quality standards. The Company enters into this type of contract as part of its social responsibility project, most of which are contracts with government agencies or local government agencies in Saraburi Province. The Company believes that agreeing to procure such waste is appropriate for all parties involved and is sustainable. This allows the Company to maintain good long-term relationships with waste suppliers.

In addition, the Company aims to build good relationships with the community by adhering to good corporate governance guidelines. The Company has published a policy on managing conflicts of interest, as well as a Code of Conduct and Employee Handbook, which serves as a working guideline for the Company’s employees to ensure appropriate treatment of all involved parties and stakeholders.

The Company is also committed to building sustainable relationships with its employees and developing their potential, which is an important resource of the organization. The Company treats employees according to the principles of human rights and equality by providing training and following the equality policy. This includes fair compensation and providing systematic and standardized management of occupational health and safety in the workplace for a good working

environment and quality of life for employees.

Business Advantages

The Company believes that it has advantages in doing business that will make it competitive and differentiate itself from competitors in the waste-to-fuel industry in Thailand as follows:

1. The Company is the largest operator of waste-to-fuel power plants in Thailand and has a proven track record and success in developing its own projects.

According to AWR Lloyd, the Company is the largest operator of waste-to-fuel power plants in Thailand (data provided in 2017). In addition, AWR Lloyd stated that the Company was among the early operators as the pioneer of the waste-to-fuel power plants business in Thailand. It has the advantage of being a pioneer with the know-how and ability to effectively address the challenges in the waste-to-fuel industry.

The Company believes that it is the leading operator of waste-to-fuel power plants in Thailand due to its proven ability to execute projects and sell electricity generated from waste-to-fuel power plants, which won several awards from both domestic and international institutions such as being certified “Crown Standard” for the Clean Quality Development Mechanism Projects, the Thailand Energy Awards 2014, Renewable Energy Award 2014 organized by the ASEAN Energy Center, and the Thailand Energy Awards 2015, 2017, 2018, and 2019, including its power plants being certified by international standards, namely ISO9001:2015, ISO14001:2015 and ISO50001:2011

2. The Company has acceptable operating performances and expertise in waste management and develops technology suitable for waste-to-fuel electricity generation in Thailand.

The Company has proven performance and expertise in waste management and develops its own technology suitable for waste-to-fuel electricity generation in Thailand. It also studied deeply until gaining an understanding of the characteristics of community waste in Thailand. That is, community waste in Thailand has high humidity and low calorific value, thus the Company developed its own technology in waste separating process to produce a qualified waste fuel to

be used for electricity generation.

At the end of 2023, the Company's waste-to-fuel plants have a municipal waste installed capacity of 15,000 tons per day, which in turn equals 7,200 tons per day of waste fuel production.

The Company believes that its technological know-how is a key competitive business advantage which enables the Company to maintain the Company's advantage position. It is also competing with other waste-to-fuel power producers in entering into power purchase agreements with EGAT, in terms of technology development capabilities. This includes the ability to develop technology, which the Company believes is essential for enhancing operating results. Expertise in waste management and technology of the Company allows for proper disposal of solid waste according to its characteristics and quantity of solid waste, including the production of electricity from solid waste fuel, which is generally accepted as one of the important advantages. This will grant the Company the ability and competitive advantage over its competitors. Additionally, experience gained by the Company or its suppliers from improving the production process can be utilized as a reference to propose various solid waste disposal projects in the local area.

3. Strong relationships with key players in the waste-to-fuel industry networks

The Company maintains strong relationships with operators who play vital roles in the waste-to-energy industry network. This provides the Company with an advantage in sourcing solid waste compared to its competitors. With connections to an extensive network of solid waste suppliers, the Company procures both sorted and unsorted solid waste, including community solid waste, which is then processed through the Company's separation process to produce solid waste fuel. This fuel is utilized to generate electricity, while any unusable waste is disposed of responsibly to minimize environmental impact.

In addition, the Company has a strong relationship with EGAT, collaborating on advice, promotion, and the development of electricity production technologies using appropriate technology, while also contributing to the country's solid waste reduction efforts within

communities.

4. The government establishes a promoting policy for the electricity generation industry from renewable energy.

The Company believes that operating waste-to-fuel power plants will benefit from the government's policy to increase the prices according to the electricity tariff structure under the FIT purchase rates and to pay adder above power purchase prices to renewable energy power producers in order to promote the generation of electricity from renewable fuel sources. A purchase rate of electricity from municipal waste is at a FIT rate of 5.08 baht per unit plus a FIT Premium for the first 8 years at 0.70 baht per unit.

Feed-in Tariff (FIT) Power Purchase From Municipal Waste in 2022
under Thailand's Power Development Plan B.E. 2561-2580 (2018 - 2037), 1st Revision
(PDP2018 Rev.1)

Feed-in Tariff (FIT) power purchase from municipal waste in 2022 under the PDP2018 Rev.1 Plan for very small power producers (VSPPs) and small power producers (SPPs) for issuing regulations and announcements inviting to purchase electricity of 34 projects, total amount of not exceeding 282.98 megawatts of waste disposal projects for electricity

1. FIT electricity generation project from municipal waste for very small power producers (VSP) in 2022

Capacity (megawatts)	FIT (baht/unit)			Support term (year)	FIT Premium for the first 8 years (baht/unit)
	FITF	FITV,2560	FIT		
Installed capacity ≤10 MW	2.39	2.69	5.08	20	0.70

2. FIT electricity generation project from municipal waste for small power producers (SPP) in 2022

Capacity (megawatts)	FIT (baht/unit)			Support term (year)
	FITF	FITV,2560	FIT	
Installed capacity ≤10 MW	1.81	1.85W	3.66	20

Note: FITV rate is adjusted annually based on core inflation as announced by the Energy Regulatory Commission

Source: The National Energy Policy Council's Resolution at Meeting No. 3/2022 (158th) on May 5, 2022

5. The Company is strongly supported by TPI Polene Public Company Limited.

The Company is always strongly supported by TPI Polene Public Company Limited, its major shareholder, and believes that their relationship with TPI Polene Public Company Limited in various aspects is a business synergy. This will promote the business to develop continuously and grow sustainably.

6. Experienced and visionary management team, along with dedicated operational and technical staffs

The Company has a management team with extensive experience in the power industry and a track record in the development, operation, and expansion of power plants that have been successful and recognized. The Company's management team believe that waste management problems in Thailand (according to AWR Lloyd, development is still relatively lagging compared to other developed countries) will expand opportunities for companies to grow in the waste-to-fuel industry more

efficiently.

Research and Development

The Company has consistent research and develop production technology, and improve its electricity generation management by the Company's personnel to improve electricity generation from waste fuel to be suitable for the types and characteristics of waste in Thailand which generally have high moisture content and low heat content. The Company believes that its practical know-how and expertise in technology are key competitive strengths which enable the Company to maintain its competitive advantages, especially in the ongoing development and innovation of technological know-how in electricity generation. Therefore, the Company focuses on research and development to improve and modify existing technologies, including waste separation and waste processing techniques, to increase the electricity generation efficiency of power plants, and reduce environmental impacts from the Company's operations.

The Company strives to strengthen its competitiveness and maintain its technological advantage by investing in technological development and process to increase operational efficiency and reduce environmental impact as much as possible.

In addition, a sales and service agreement between the Company and TPI Polene Plc. with research and development services from TPI Polene Plc. can upgrade the technological skills and expertise of the Company's personnel, as TPI Polene Plc. has a research and development team of more than 150 researchers.

The Company has jointly developed and supported researchs of the team and hired professors from universities in Thailand such as Chulalongkorn University, Suranaree University of Technology, and Kasetsart University to support researchs and developments of product, machinery, and technology for production activities, environmental protection as well as the Company's personnel training.

The Company also grants funds to support research through the Fund relating to Research of Community Career Development and Environmental Conservation Projects, TPI Polene Power Public Company Limited,

for research conducted by researchers from educational institutions as an extension and develop research results that can be used for the benefit of both the Company and its stakeholders, such as:

- **Reduce Greenhouse Gas Emission and Increase Carbon Storage by Forest Restoration: Case study of swine farm, Tubkwang Research Station.** This study is conducted by Miss Yingluck Rattanapongsai and Mr. Peerayut Nilchuen from Kasetsart University. The objective is to compare the amount of greenhouse gas emissions and the cost-effectiveness of waste management in swine farms through three different methods: wastewater treatment system without biogas production, wastewater treatment system with biogas production, and the production of organic compost. Additionally, the study aims to examine the increasing amount of organic matter in the soil and investigate some properties of soil by using compost from swine farms as a catalyst, with the aim of enhancing the survival and growth rates of seedlings for forest restoration in limestone mountain areas.
- **A study on groundwater quality from monitoring well of municipal solid waste landfill in Songkhla municipality.** It is conducted by Associate Professor Dr. Thaniya Kaosol, Department of Civil Engineering, Faculty of Engineering, Prince of Songkla University. The objective is to study and monitor the quality of groundwater from observation wells of the solid waste disposal system of Songkhla City Municipality.
- **The Company collaborates with the Faculty of Science at Prince of Songkla University on the project titled “Science for Industry: Sci-Fi,”** aimed at generating new industrial knowledge through the extension of scientific research. The project also focuses on developing alternative technologies for industries and related products, including technology transfer and joint innovation to enhance the grassroots economy. Additionally, the Company aims to expand the project’s outcomes by designing measures to promote investment and develop an economic zone based on the BCG Model within a cooperation period of 3 years (December 15, 2023 – December 14, 2026).

- **The study on the abundance, characteristics, and removal efficiency of microplastics in a municipal wastewater treatment plant towards strategies for the mitigation of microplastics in environments,** conducted by Associate Professor Dr. Prinpida Sonthiphand (Mahidol University), aimed to investigate the amount of microplastics in wastewater entering/exiting the treatment system and sludge. It sought to identify the shape, size, and type of microplastics found in wastewater as it enters/exits the treatment system and sludge, and to assess the efficiency of the wastewater treatment system in removing microplastics. This research is intended to facilitate planning to prevent microplastic contamination in the environment.

Rights and Benefits from Investment Promotions

The Company received investment promotion privileges under the Investment Promotion Act B.E. 2520 (as amended) from the Board of Investment.

Under the provisions stipulated in the investment promotion certificates, the Company's power plants, waste fuel plants, and natural gas (NGV) stations receive the key benefits from investment promotion as follows:

- Permission to own land for operating a business investment promoted as the Board of Investment deems appropriate;
- Exemption from import duty on machinery as approved by the Board of Investment;
- Exemption from corporate income tax on net profit derived from the investment promoted activity for 8 years from the first day the promoted business earns operating income;
- 50% reduction in the corporate income tax rate on the net profit from the regular rate for 5 years after the ending period of the corporate income tax exemption; and
- Exemption from withholding tax on dividends paid from the profit of the investment promoted business for 8 years.

As of December 31, 2023, the Company's investment promotion privileges for power plants, waste fuel plants, and natural gas (NGV) stations can be summarized as follows:

Power Plants/Natural Gas Stations (NGV)	First month of earnings from the promoted business	End of total income tax exemption	Ending of 50% reduction of the income tax rate.
Waste-to-fuel Power Plant-60MW (TG5)	January 2017	January 2025	January 2030
Waste Heat Recovery Power Plant-30MW	January 2016	January 2024	None ⁽¹⁾
Waste-to-fuel Power Plant-70MW	May 2018	May 2026	None ⁽¹⁾
Coal-fired Power Plant-150MW	January 2019	January 2028	None ⁽¹⁾
Waste Fuel Plant	July 2011	End of exemption	June 2024

Notes:

- (1) Not entitled to 50% reduction in the corporate income tax rate from the net profit from the regular rate for 5 years after the expiration of the corporate income tax exemption period.

3. Procurement of Products or Services

3.1. Production Facilities

3.1.1. Power Plants

TPI Polene Power operates eight power plants with a combined installed production capacity of 440 megawatts, situated within the Company's cement plant premises in Saraburi Province. These include five waste-fired power plants generating 250 megawatts (with 163 megawatts under Power Purchase Agreement to the Electricity Authority of Thailand and the remainder supplied to TPI Polene Public Company Limited). Additionally, there are two waste heat power plants with a combined installed capacity of 40 megawatts and one coal-fired power plant with an installed capacity of totally 150 megawatts, (currently undergoing a transition from coal to waste fuel). The electricity generated from these facilities is primarily earmarked for sale to TPI Polene Public Company Limited.

3.1.2. Petrol and Natural Gas Stations

The Company operates 12 oil and natural gas service stations under the TPIPP brand, consisting of 8 oil stations, 1 natural gas (NGV) service station, and 3 combined oil and natural gas service stations. Among these, 3 are located in Bangkok, while the rest are distributed across other provinces, including 6 in Saraburi Province, 1 in Ubon Ratchathani Province, 1 in Nakhon Sawan Province, and 1 in Samut Prakan Province.

Production Process

The Company generates electricity from renewable energy power plants, including waste heat and waste fuel.

The waste heat recovery power plants use the waste heat emitted from the cement production process of TPI Polene Public Company Limited to increase the temperature of the water in the boilers to generate steam used to drive a steam turbine generator to generate electricity.

The waste-to-fuel power plants generate electricity by burning waste fuel as primary fuel and waste heat can be used as an additional energy to generate steam to drive a steam turbine generator to generate electricity.

Details of the electricity generation process from waste heat and waste fuel are as follows.

(1) Generation of power from waste heat

The Company's waste heat recovery power plants generate electricity by using the waste heat emitted from TPI Polene's cement production process, which mix raw materials crushed together through a rotary kiln, complex physical and chemical reactions occur, transforms into clinker, and then the produced clinker is cooled by cold wind, causing waste heat released from the coolers to be used in electricity generation, with the process of electricity generation from waste heat energy as follows:

1. Recovery of waste heat from preheater

It involves the reuse of waste heat from the Suspension Preheater Boiler to generate steam using a steam generator. This is accomplished by heating hot water condensed from recycled waste heat until it transforms into steam.

2. Recovery of waste heat from the clinker coolers

Waste heat from the Air Quenching Cooler Boiler will be utilized to generate steam using a steam generator. This will be achieved by heating hot water condensed from the waste heat, thereby recycling it to convert the hot water into steam.

3. Electricity generation

The steam from suspension preheater boilers and air-quenching cooler boilers is flown into the steam turbine to drive the generator and generate electricity.

(2) Electricity generation from waste fuel

The Company's municipal solid waste power plant produces electricity through the combustion of solid waste fuel. Heat is added to the water in the steam generator until it turns into steam. The steam energy is then utilized to turn steam turbines, drive generators and produce electricity. The steps for producing electricity from solid waste fuel are as follows:

- 1. Waste Fuel Combustion:** Waste fuel is burned in a steam boiler which uses waste fuel to heat water to produce steam.
- 2. Electricity generation:** Steam from the waste-fuel steam boiler passes through a steam turbine to drive a generator to generate electricity.
- 3. Steam condensation:** A condenser takes steam passed through a steam turbine to condense it into water. Water from this process will be flown back to the waste-fuel steam boiler to be recirculated into steam to generate electricity.
- 4. Air purge:** Dissolved oxygen gas may corrode metallic equipment and cause rust in electricity generation systems. The Company installed a machine to extract oxygen from the water before the water was fed back into a waste-fuel steam boiler to generate steam.

(3) Waste fuel production

Most of the waste fuel used in the Company's power plants is produced by reusing municipal waste obtained from municipal waste suppliers and has not been sorted through the sorting process and transformed into waste fuel, including waste fuel from many waste suppliers and waste management companies in the form of sorted waste. It can be directly used as waste fuel after a few sorting processes.

The Company studied until gaining a good understanding of the nature of municipal waste in Thailand. That is, it is a waste with high moisture content and low heating value. The Company develops its own

The waste brought into the waste fuel plant is municipal waste, which the Company quantified by passing through the scale every time and collecting samples to analyze the composition of the waste according to the properties and conditions used in the production of waste fuel and then put it into the production process of waste fuel. The Company can take the waste to a quality improvement process with a machine in its waste fuel preparation plant in order to generate sufficient heat to fuel its electricity generation.

Currently, the Company's waste fuel plant has an installed capacity to process 15,000 tons of municipal waste per day, which can produce up to 7,200 tons per day of waste fuel.

The Company set up a waste fuel storage facility which can store up to 100,000 tons of waste fuel and is in the process of expanding additional areas to reserve raw materials sufficient for the operation of the Company's waste-to-fuel power plant for approximately one month.

3.2 Procurement of Raw Materials

1. Supply of Waste Heat

The Company purchases waste heat from TPI Polene Public Company Limited according to the purchase and service agreement. Such waste heat is generated from the production of clinker in the kiln and the amount of such waste heat cannot be precisely determined depending on the operating conditions and the number of operating hours of the cement plant.

2. Procurement of Waste

In addition to using waste heat energy, the Company's waste-fuel power plants generate electricity by burning waste-derived fuel. Waste used in the production of waste-derived fuel is divided into 3 main types: (1) landfill waste sorted by waste management companies; (2) landfill waste unsorted by waste management companies; and (3) municipal waste that the municipality and waste management companies authorized by the municipality transport to the Company. Most of landfill waste sorted by removing low combustible waste such as sand, stone, and metal will be in a slight re-treatment process and can be burned in a waste-derived fuel steam boiler. The old waste that has not been sorted and community waste must be processed through the Company's sorting process to produce waste-derived fuel before being incinerated in the waste-derived fuel steam boiler.

The calorific value of solid waste fuel produced from solid waste fuel production plants affects the efficiency of electricity production in municipal solid waste power plants. Consequently, solid waste received from old solid waste and community solid waste procurement companies must be sorted and improved in quality. This is necessary for the waste fuel produced to have a high calorific value, enabling the power plant to generate a large amount of electricity.

The Company buys both municipal waste and landfill waste sorted from suppliers and alliances around the plants and suppliers in nearby provinces by independently procuring solid waste, refraining from buying solid waste from any specific waste supplier.

In addition, the Company diversifies the waste procurement risk by seeking investment opportunities and investing in waste fuel production plants in areas with an accumulation of landfill waste and community waste with high amounts of waste per day either from private landfills or from public agencies to create stability in raw material procurement and reduce production costs by purchasing waste as raw materials. Pricing is determined according to the quality of the sorted waste.

The Company operates a solid waste fuel production plant, where it transforms community solid waste into fuel. This fuel is used for generating electricity within TPI Polene Power's power plants and is also supplied to

cement factories to replace coal. Currently, TPI Polene Power operates two groups of fuel production plants: one group in Saraburi province and another group located in various provinces throughout the country, including Samut Sakhon, Ayutthaya, Rayong, Chonburi, and Pathum Thani.

In 2023, TPI Polene Power expanded its production capacity by constructing a solid waste separation plant, Factory 3, which can increase production capacity by another 3,000 tons per day from the original capacity of 9,000 tons per day. This totals the ability to receive community solid waste of 12,000 tons per day and has a separation plant at TPI Polene Power, investing in solid waste sources in various provinces. Together with operators who are contracted with TPI Polene Power in provinces such as Rayong, Chonburi, Ayutthaya, Pathum Thani, Ratchaburi, and Samut Sakhon, they have a total garbage disposal capacity of 3,000 - 5,000 tons per day, making TPI Polene Power capable of receiving community solid waste to produce 15,000 tons of fuel per day or approximately 4,500,000 tons per year.

3. Coal Procurement

As for the coal-fired power plant, the Company buys coal from TPI Polene Plc. at the market price. However, the Company possesses the autonomy to purchase coal from external entities.

The Company entered into a sales and service agreement with TPI Polene Plc. for the initial procurement of coal and at present TPI Polene Plc. procures coal in large quantities for cement production and distribution as a normal business practice, resulting in high bargaining power in coal purchase negotiations as a company under TPI Polene Group.

4. Supply of Oil and Natural Gas

The Company procures fuel for gas stations from oil companies such as Bangchak Corporation Public Company Limited, IRPC Public Company Limited, and The Shell Company of Thailand Company Limited at market prices on a spot basis.

The Company also procures natural gas (NGV) for natural gas (NGV) stations from PTT Public Company Limited ("PTT") under a long-term natural gas (NGV) purchase agreement.

3.3. Maintenance

The Company redesigned steam pipes in power plants by changing materials to resist physical and chemical wear and the redesign of the steam pipe arrangement as well as the installation of the steam pipe cleaning system, necessitating a production pause of approximately 90 days for each unit.

In addition, the fuel feeding system has been improved to solve the problem of fuel feeding accuracy, enhancing overall operational effectiveness.

Proper maintenance not only allows the Company to operate its power plants more efficiently and produce more electricity with higher efficiency, but it also prevents the risk of downtime or major failures of the Company's power plants, including for the safety of employees. The Company is responsible for routine maintenance and performance monitoring of power plants and waste fuel plants.

Major power plant maintenance includes steam turbine maintenance and shutdown of all boilers for maintenance at each power plant, which is performed every five years as recommended by the generator manufacturer and it will take about 30 to 60 days. The Company requires regular maintenance and operational efficiency checks once a year, which take approximately 15 to 30 days. During the routine maintenance, the power plants can operate normally. The boilers will be shut down for maintenance for 30 to 45 days per year. In line with established protocols, the Company has arranged a systematic shutdown plan for maintenance at different intervals. In general, in case there are several boilers installed in each power plant, the Company will perform maintenance for each boiler at different intervals in order to plan appropriate electricity generation and also plan to schedule maintenance of its waste-to-fuel power plants and waste heat recovery power plants in line with the maintenance of TPI Polene's cement plants in order to reduce the interruption of the Company's power plant operations and to be able to continue producing electricity.

3.4 Impacts on Environment, Health and Safety

1. Impacts on Environment

The Company is subject to the Enhancement and Conservation of the National Environmental Quality Act, B.E. 2535 (1992). The Office of Natural Resources and Environmental Policy and Planning approved the environmental impact assessment for each of the Company's plants and the Company will also be held liable if any environmental laws are violated and will be required to undertake developments and/or modifications to its plant as necessary to comply with environmental laws. Each of the Company's plants currently complies with all material environmental regulations and standards in force. The Company believes that its business operations are in strict compliance with relevant laws and the World Bank guidelines on electricity generation. At present, the Group is not a party to any litigation, arbitration, lawsuit, and proceeding regarding environmental issues or compliance with any environmental regulations.

The Company installed a Continuous Emission Monitoring System (CEMS) to monitor air pollution from smokestacks, which will report the measurement results to the data receiving center of the Department of Industrial Works. The measurement result must have the emission value of air pollution not exceeding the specified control value and the measurement result will be displayed on the screen in front of the plants.

The Company also installed air monitoring stations to measure the air quality in the communities located around the power plants from 5 Air Quality Monitoring System (AQMS) stations including Ban Sub Bon School, Ban Subbon Station, Ban Ang Hin Station, Wat Hin Lap Station, and Ban Sai Ngam Station, within a 5-kilometer radius from the power plants. Each station sends measurement results online to the Company's power plants and displays the report on the Company's website and on the display screens at the community monitoring station in order to be able to monitor air quality in a timely and efficient manner.

Air monitoring stations to measure the air quality in the surrounding communities of the power plants from 5 air quality monitoring system stations (AQMS stations)



The Company prepared a report on the measurement results and the implementation of environmental impact reporting measures, which examined and assessed both internal audits and audits by an environmental management system certification body to prepare a report to submit to all relevant public agencies according to the audit period in line with the scope of the environmental impact under the work plan specified by law, by communicating and publicizing the results of the environmental assessment to all relevant parties in the community, as well as listening to and resolving all complaints that arise to ensure that the Company complies with standards and monitors the effectiveness of its environmental management system.

2. Health and Safety at Work

The Company has control and prevention of physical and health hazards of its employees and contractors, which is considered a key aspect of the Company's business operations. The Company applied a proactive occupational health process by health risk assessment covering all areas of practice to determine appropriate risk control and mitigation measures, including regular surveillance and measurement of the working environment, such as measuring light, sound, dust, chemicals and heavy metals in the work area, etc. It also provides an infirmary with nurses and doctors on duty to give advice on illnesses, along with first aid in case of injuries to employees and contractors. The Company provides surveillance of employees' health as follows:

- Health check-up for employees from the start of work: The Company provides health check-ups according to the risk factors, such as, hearing test, pulmonary function test, and EKG test in case of working in confined spaces, etc.
- Taking care of employees' health through annual health check-ups: The Company conducted annual health check-ups for 2023 on Aug 21-25, 2023, both general health check-ups and special check-ups according to job characteristics and occupational health risk factors. The Company's occupational physicians and occupational health professionals jointly determined the health check-up list for workers based on factors inside and outside the workplace, with individual health check-up results being notified. In 2023, there were no abnormalities in health check-up results based on employee risk factors, and in the event that employees had slightly abnormal health check-up results, they were required to see a doctor for continuous health care advice. The Company also provides additional tests according to the risk of age groups by adding blood lipid tests (Total Cholesterol, LDL, HDL, Triglycerides) in the employee health check-up program to cover diseases that may be caused by their daily life and for employees to continuously monitor their health.
- The Company has medical expenses welfare (OPD) for employees, parents, spouses and legitimate children.

- The Company established policies, procedures and control mechanisms to reduce the risk of chemical leakage and reduce the risk that employees may be exposed or exposed to hazardous chemicals. It carefully selects chemicals for different processes in the plants and uses chemicals with the lowest possible impact on the environment and employee health.
- The Company implements an environment, health, and safety training program for its employees in order to become more aware of environmental, health, and safety issues. It also has a contingency plan in the event of a chemical spill, and provides training for employees, including drills in case of emergencies according to the aforementioned plan. The Company regularly provides garbage and hazardous waste disposal reports to public agencies, and implements a waste sorting and collection plan. In addition, it has entered into an agreement with noise control experts to monitor the noise levels from time to time in order to comply with relevant regulations.

Annual Health Checkup 2023



3. Taking care of the health of the people in the communities surrounding the factory

The Company prioritizes the health of people in the communities surrounding the factory; therefore, a mobile medical unit has been arranged to provide health check-up services to the people as part of the annual health examination project, aimed at preventing and correcting environmental impacts. The mobile medical units were deployed six times in 2023, as follows:

- 1st Time: The target group is at Village No. 3 Ban Thai, Village No. 5 Ban Sab Bon, Village No. 9 Ban Rai, Village No. 10 Ban Tham Nam Phu, Thap Kwang Sub-district, Kaeng Khoi District, on Friday, March 3, 2023 at the Thap Kwang Municipality Dome.
- 2nd Time: The target group is at Village No. 4 Ban Sap Phrik, Village No. 7 Ban Sai Ngam, Mittraphap Sub-district, Muak Lek District, on March 8, 2023 at Ban Sai Ngam Community Hall, Village No. 7.
- 3rd Time: The target group is at Village No. 5 Ban Khao Makok, Village No. 10, Ban Amornsri, Tam Mittraphap, Muak Lek District, on March 10, 2023 at Ban Khao Makok Community Hall, Village No. 5.
- 4th Time: The target group is at Village No. 6 Ban Ang Hin, Mittraphap Sub-district, Muak Lek District, on March 15, 2023 at the Ban Ang Hin's Multipurpose Hall.
- 5th Time: The target group is at Village No. 2 Ban Tha Sok, Tha Khlo Sub-district, Kaeng Khoi District, on March 17, 2023 at Tha Sabok Temple.
- 6th Time: The target group is at Village No. 5 Ban Hin Lap, Village No. 6 Ban Sap Pradu, Village No. 12 Ban Khao Mai Kwian, Village No. 13 Ban Tha Sao, Muak Lek Sub-district, Muak Lek District, on March 22, 2023 at Hin Lap Subdistrict Health Promoting Hospital.

The health check-up program includes: 1. Chest X-ray, 2. Urine Analysis, 3. Complete Blood Count (CBC), 4. Vision test, 5. Blood Urea Nitrogen (BUN) test, 6 Creatinine, 7. Serum Glutamic Oxaloacetic Transaminase (SGOT), 8. Serum Glutamate-Pyruvate Transaminase (SGPT), 9. ALK phos, 10. Test of Arsenic Exposure in urine, 11. Test of Chromium Exposure in urine, 12. Test of Mercury Exposure in urine, 13. Test of Cadmium Exposure in blood, 14. Test of Lead Exposure in blood, and 15. Audiometry Test hearing performance.

This initiative aims to ensure that people residing surrounding the factory are in good health and advises people in the community to separate solid waste to promote good hygiene and reduce areas that are breeding grounds for germs.



1st Time: The target group is at Village No. 3 Ban Thai, Village No. 5 Ban Sab Bon, Village No. 9 Ban Rai, Village No. 10 Ban Tham Nam Phu, Thap Kwang Sub-district, Kaeng Khoi District, on Friday, March 3, 2023 at the Thap Kwang Municipality Dome.



2nd Time: The target group is at Village No. 4 Ban Sap Phrik, Village No. 7 Ban Sai Ngam, Mittraphap Sub-district, Muak Lek District, on March 8, 2023 at Ban Sai Ngam Community Hall, Village No. 7.



3rd Time: The target group is at Village No. 5 Ban Khao Makok, Village No. 10, Ban Amornsri, Tam Mittraphap, Muak Lek District, on March 10, 2023 at Ban Khao Makok Community Hall, Village No. 5.



4th Time: The target group is at Village No. 6 Ban Ang Hin, Mittraphap Sub-district, Muak Lek District, on March 15, 2023 at the Ban Ang Hin's Multipurpose Hall.



5th Time: The target group is at Village No. 2 Ban Tha Sok, Tha Khlo Sub-district, Kaeng Khoi District, on March 17, 2023 at Tha Sabok Temple.



6th Time: The target group is at Village No. 5 Ban Hin Lap, Village No. 6 Ban Sap Pradu, Village No. 12 Ban Khao Mai Kwian, Village No. 13 Ban Tha Sao, Muak Lek Sub-district, Muak Lek District, on March 22, 2023 at Hin Lap Subdistrict Health Promoting Hospital.

4. Power Plant Funds to Promote and Support Social Responsibility Activities

The Company provides financial support by establishing funds with the objective of promoting community care in the areas surrounding the Company's power plant operations, for educational institutions, research institutes, academics, and community representatives, and participates in the implementation of several projects for the following purposes:

1. Health insurance fund for communities surrounding the power plant

For the benefit of being a collateral for the treatment of illnesses of people in a radius of 5 kilometers around the projects in the event that the illness is caused by the operation of the projects, 1,000,000 baht will be deposited into the fund account in the first year and 500,000 baht in subsequent years every year.

2. Fund for research projects for community career development and resource conservation and restoration nature and environment

To support community affairs and to create understanding among the communities, to support budgets for research and development projects related to the conservation and restoration of natural resources and the environment, to promote the development of livelihood capabilities, and to develop occupation of the project communities. 1,000,000 baht will be deposited into the fund account in the first year and 200,000 baht in subsequent years every year.

3. Quality of medical equipment and personnel and public health research support budget

To support public health activities in the areas to promote and monitor health at the sub-district, district, and provincial levels, such as supporting the training of village health volunteers, supporting research budgets, or monitoring health impacts, purchasing medical equipment, and supporting public health personnel, etc., with a fund of 300,000 baht deposited into the fund account each year.

4. Occupational health and safety support budget

To support the increase of the hospital's potential, promote sub-district health and public health personnel, to maintain the health of people in the areas by supporting medical supplies and equipment, annual training and practice from personnel in occupational health or hygiene or occupational science, with a fund of 300,000 baht deposited into the fund account each year.

5. Biological resources support budget

A budget of at least 300,000 baht per year to support forest rehabilitation activities for communities and related agencies for reforestation.

3.5 Upcoming Projects

1. Investment project to expand solid waste fuel production capacity (Factory 3) by adding another 5 production lines (production lines 14-18). The installed capacity for receiving solid waste to produce solid waste fuel is 8,500 tons per day to support the power plant project, which will change from coal fuel to using solid waste fuel instead. The project will be completed in 2024, providing the Company with the ability to receive municipal solid waste for use in converting it to energy, totaling 15,000 tons per day.
2. The project to improve Boiler B6 by replacing 100% of its coal usage with solid waste fuel is scheduled for completion in 2023. Once completed, the boiler will solely utilize solid waste fuel to generate steam for the power plants, operating at a steam pressure level of 55 bars. This initiative will significantly increase the proportion of renewable energy production for the Company, aligning with the goal of becoming a producer of green energy as per the policy. Moreover, it will help reduce electricity production costs, which are susceptible to fluctuations in coal prices, while also increasing the amount of community waste disposal in the country.
3. The construction project for a new boiler for a 150-megawatt power plant, Phase 2, is underway. This phase involves utilizing solid waste fuel to replace coal, with an expected completion date in 2025. Once completed, the new boiler will enable the power plant to cease its use of coal. This shift to using fuel from solid waste or other renewable sources aligns with the Company's goal of reducing coal usage to zero. In addition to reducing the cost of electricity production, this initiative also reduces coal imports and lowers greenhouse gas emissions. After the successful implementation of this project, all of the Company's electricity production and usage will be sourced from renewable energy, marking a significant shift towards becoming a complete producer of clean and green energy.
4. The solid waste disposal plant project of Songkhla Provincial Administrative Organization involves installing a solid waste kiln with a capacity of 600 tons per day to support solid waste disposal, as stipulated in the contract for 500 tons per day. The plant receives a solid waste disposal fee of Baht 500 per ton and has an installed power generation capacity of 9.9 megawatts to sell electricity according to the Very Small Power Producer (VSPP) contract, with a capacity of 7.92 megawatts, under a Power Purchase Agreement period of 20 years. It is expected that electricity distribution operations can commence with the Provincial Electricity Authority by the end of 2025, receiving electricity at the FiT purchase rate for renewable energy power producers. This is aimed at promoting the production of electricity from renewable fuels by setting the purchasing rate for electricity generated from community solid waste at the FiT rate of Baht 5.08 per unit, with a FiT Premium of Baht 0.70 per unit for the first 8 years. Currently, the process of preparing an electricity sales offer form with the Provincial Electricity Authority is underway to further sign a power purchase agreement (PPA) for renewable energy.
5. The solid waste disposal plant project Phase 2 at Nakhon Ratchasima Municipality involves installing a solid waste kiln with a capacity of 600 tons per day to support solid waste disposal as per the contract for 500 tons per day. The waste disposal fee is set at Baht 400 per ton, and it includes an installed power generation capacity of 9.9 megawatts for sale under the Very Small Power Producer (VSPP) contract. The contract spans a period of 20 years, with electricity sales expected to commence to the Provincial Electricity Authority by the end of 2026, with feed-in electricity tariffs (FIT) for renewable energy power producers to promote electricity generation from renewable fuels. The feed-in electricity tariff rate of electricity from municipal waste is still at 5.08 baht per unit and the FIT Premium for the first 8 years is 0.70 baht per unit. Currently, it is in the process of preparing an offer for sale of electricity with the Provincial Electricity Authority to sign a renewable power purchase agreement (PPA).

6. The solid waste disposal plant auction project involves utilizing the solid waste kiln to produce electricity for sale. The Company aims to increase electricity production capacity by participating in bids organized by various local public organizations that own the projects under the Energy Regulatory Commission's power purchase announcement according to the resolution of the National Policy Council, Phase 1, for 34 power purchase projects with the total amount of electricity purchased not exceeding 282.98 megawatts. In addition, the Company is currently studying its participation in bidding for Phase 2 projects. Further announcements regarding additional purchases will be made.
7. Ground Mounted Solar Power Plant Project, the Company signed a contract for the construction of a solar power plant in Thap Kwang District, Saraburi Province to construct a solar power plant with an installed capacity of 66.90 megawatts to generate electricity for internal use and sell to the cement plants in order to increase the proportion of electricity consumption from renewable energy in cement production and reduce average cost of electricity generation using solar energy without fuel cost averaged with the cost of electricity generation of the Company's existing renewable energy power plants. Currently, it is in the process of preparing the COP report and is scheduled to be completed and able to generate electricity into the system from 2023 and the entire project will be completed in 2024.
8. The project involves contracting for the surveying, designing, and construction of a solar power plant (roof-mounted) with a total capacity of 6 megawatts, intended to generate electricity for a cement factory. It is anticipated to commence commercial operations in 2024.
9. Cooling Tower efficiency improvement project by replacing new deflector plates and installing cooling panels and air distribution panels, which increase the efficiency of the cooling tower and reduce water consumption in the system and reduces the coolant temperature by 1-2 degrees Celsius, increasing the efficiency in electricity generation and reducing the energy consumption of the machinery in the cooling tower.
10. Construction project of a natural water storage pond with a size of 1 million cubic meters to reduce water consumption and pumping water from the Pasak River and being able to store water in advance before the dry season in order to manage water more efficiently and reduce the cost of electricity generation.
11. Short-term electricity sales project to support emergency situations in line with the Energy Regulatory Commission's invitation announcement for short-term power purchases to support emergency situations from power producers without a power purchase agreement with EGAT. The Company has additionally submitted an offer for the sale of electricity for another 1 project amounting to 40 megawatts from the Company's waste heat power plant to EGAT for consideration. This addition will allow the Company to secure more power purchase agreements with EGAT and increase income from electricity sales.

4. Business assets consist of:

4.1 Major fixed assets of the Company and its subsidiaries

As of December 31, 2023, the Company and its subsidiaries have property, plant and equipment as follows:

Asset	Proprietary nature	Cost price (Million Baht)	Net worth (Million Baht)	Obligation
1. Building	Owner	1,706.23	1,394.74	None
2. Land	Owner	12,122.24	12,122.24	None
3. Machinery	Owner	28,345.13	21,822.56	None
4. Tools, appliances and factory equipment	Owner	317.97	148.32	None
5. Furniture, fixtures and office equipment	Owner	71.88	29.81	None
5. Major spare parts	Owner	68.87	68.87	None
7. Assets under construction and installation	Owner	12,435.49	12,435.49	None
8. Vehicle	Owner	3.62	3.19	None
Total		55,071.43	48,025.22	

4.2 Intangible assets of the Company and its subsidiaries

- None -

4.3 The Company's Investment Policy in Subsidiaries and Joint Venture.

The Company established investment policy in subsidiaries and joint venture to invest in subsidiaries and/or joint ventures with investment policies in line with the Group's vision and growth plan, which will increase the Company's operating performance or profits, or to invest in synergy business for the Company to increase its competitiveness and to achieve the goal of being a leading operator in the Company's core business. In this regard, the Company, its subsidiaries and/or joint venture may consider investing in other businesses if it is a business with growth potential or is beneficial to the Group's business to generate good returns on investment. When considering the investment of the Company, its subsidiaries, and/or joint venture, it must be approved by the Company's Board of Directors' meeting or the shareholders' meeting (as the case may be).

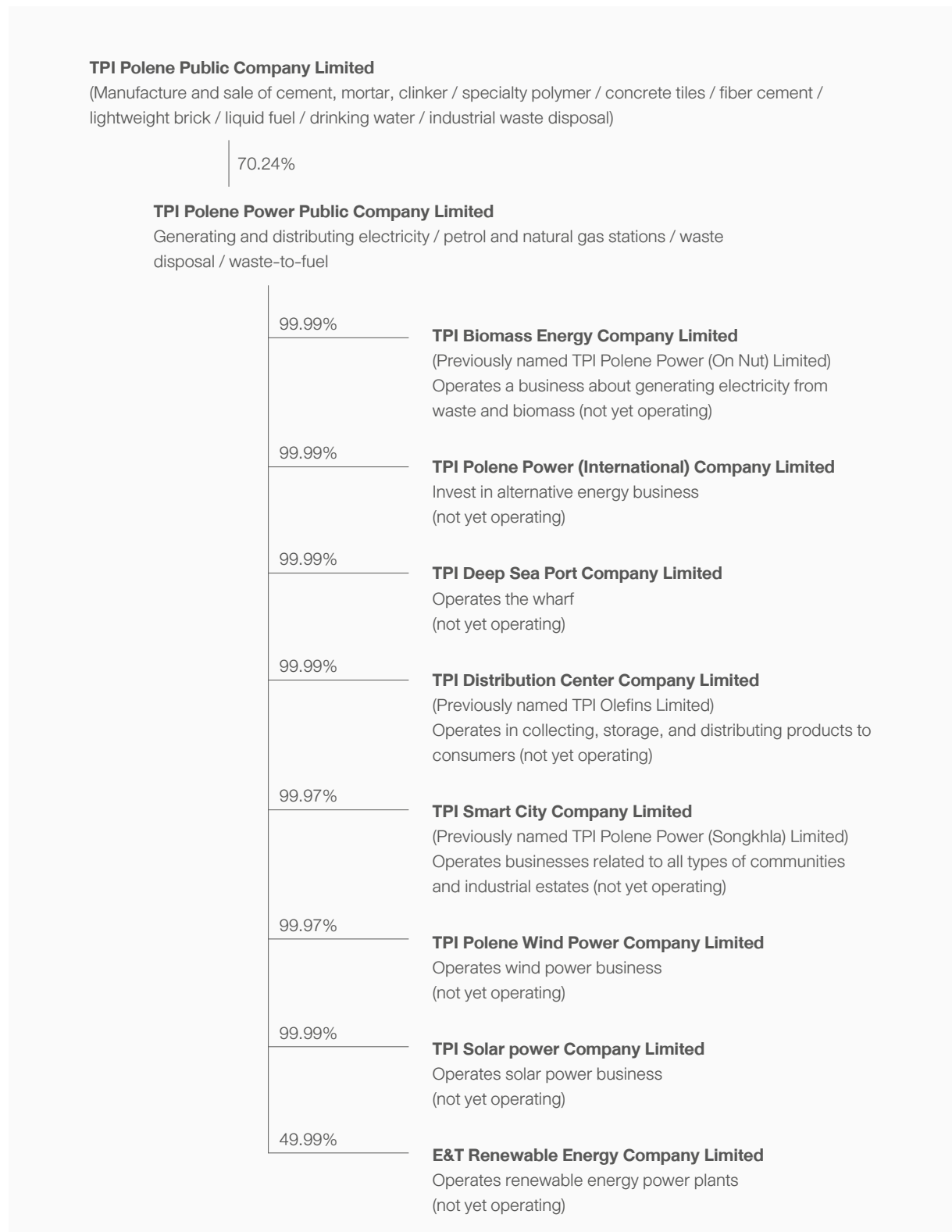
5. Undelivered work

- None -

1.3 Shareholding Structure of the Company Group

1.3.1. The shareholding structure of the Group

as of December 31, 2023, is as shown in the following diagram:



Subsidiary Information as of December 31, 2023

Company	Address	Type and nature of business	Registered capital (Baht)	Paid-up capital (Baht)	Shareholding %
Subsidiaries					
1. TPI Biomass Energy Company Limited	26/56 TPI Building, Chan Tat Mai Road, Thungmahamek, Sathorn, Bangkok 10120 Tel. (02) 285-5090-9 Fax (02) 213-1035	Operates a business about generating electricity from waste and biomass (Inactive)	750,000,000	187,500,000	99.99
2. TPI Polene Power (International) Company Limited	26/56 TPI Building, Chan Tat Mai Road, Thungmahamek, Sathorn, Bangkok 10120 Tel. (02) 285-5090-9 Fax (02) 213-1035	Invests in alternative energy business (Inactive)	100,000,000	100,000,000	99.99
3. TPI Deep Sea Port Public Company Limited	26/56 TPI Building, Chan Tat Mai Road, Thungmahamek, Sathorn, Bangkok 10120 Tel. (02) 285-5090-9 Fax (02) 213-1035	Operates port business (Inactive)	100,000,000	25,000,000	99.99
4. TPI Distribution Center Company Limited	26/56 TPI Building, Chan Tat Mai Road, Thungmahamek, Sathorn, Bangkok 10120 Tel. (02) 285-5090-9 Fax (02) 213-1035	Operates business related to collecting, storing and distributing products to consumers (Inactive)	1,000,000	1,000,000	99.99
5. TPI Smart City Company Limited	26/56 TPI Building, Chan Tat Mai Road, Thungmahamek, Sathorn, Bangkok 10120 Tel. (02) 285-5090-9 Fax (02) 213-1035	Operates business related to all types of communities and industrial estates (Inactive)	1,000,000	1,000,000	99.97
6. TPI Solar Company Limited	26/56 TPI Building, Chan Tat Mai Road, Thungmahamek, Sathorn, Bangkok 10120 Tel. (02) 285-5090-9 Fax (02) 213-1035	Operates solar energy business (Inactive)	100,000,000	100,000,000	99.99
7. TPI Wind Power Company Limited	26/56 TPI Building, Chan Tat Mai Road, Thungmahamek, Sathorn, Bangkok 10120 Tel. (02) 285-5090-9 Fax (02) 213-1035	Operates electricity generation from wind energy (Inactive)	1,000,000	1,000,000	99.97
Joint venture					
8. E&T Renewable Energy Company Limited	26/56 TPI Building, Chan Tat Mai Road, Thungmahamek, Sathorn, Bangkok 10120 Tel. (02) 285-5090-9 Fax (02) 213-1035	Operating power plants and selling all types of electricity power (Inactive)	2,000,000,000	250,000,000	49.99

1.3.2 Parties with Conflict of Interest

- None -

1.3.3 Relationship with major shareholder's businesses

Currently, the Company's major shareholder is TPI Polene Public Company Limited, holding 70.24% of the Company's shares and TPI Polene Plc. entered into sales and service agreements with the Company, both in cases where the Company agrees to provide certain types of services to TPI Polene Plc. and TPI Polene Plc. agrees to provide certain types of services to the Company. However, if either party can procure goods or services from other suppliers or service providers with more reasonable prices or conditions, such party have the right to purchase such products or services from other parties. Sales and services shall be in line with market prices or if there is no reference market price, the cost price plus a margin of about 0.5-10 percent will be applied.

Most of the transactions that the Company purchases or receives services from TPI Polene Public Company Limited are as follows:

1. Purchase of raw water and coal
2. Purchase of waste heat in the form of hot gas emitted from the cement production process from TPI Polene Plc.
3. Payments of occasional labor service fees, spare parts and general consumables, as well as power plant and equipment maintenance and ash removal fees.
4. Payments for administrative works of the head office and factories, such as personnel, legal, administrative, information technology, research and development, waste purchasing (in order to provide another channel of waste supply to the Company), public relations, accounting, finance, import-export, and transportation, etc.

At the same time, the Company has sold electricity to TPI Polene Public Company Limited, generated from the TG 1&2, TG7, and TG8 power plants, at the same rate as the electricity TPI Polene Public Company Limited directly purchases from the Provincial Electricity Authority.

However, TPI Polene Plc. clearly separates the business between the Company and TPI Polene Public Company Limited, where the Company will be a flagship for all types of TPI Polene Group's power plant businesses, both domestic and international. TPI Polene Public Company Limited and its subsidiaries will not operate any type of power plant business competing with the Company and/or its subsidiaries.

1.3.4 Shareholders

List of the first 10 major shareholders of the Company as of December 28, 2023, is as follows (as of the latest registration closing date):

List of shareholders	Number of shares	%
1. TPI Polene Public Company Limited	5,899,999,300	70.238
2. Mr. Prateep Tangmatitham	124,689,700	1.484
3. Thai NVDR Company Limited	87,670,983	1.044
4. SOUTH EAST ASIA UK (TYPE C) NOMINEES LIMITED	82,681,364	0.984
5. Leophairatana Enterprise Company Limited	78,066,394	0.929
6. MR.YUK LUNG LEE	50,000,000	0.595
7. Mr. Nares Ngamapichon	45,000,000	0.536
8. Mr. Paiwan Chartpitak	42,400,000	0.505
9. THE BANK OF NEWYORK MELLON	38,461,257	0.458
10. Supalai Property Management Company Limited	27,091,800	0.323

Notes :

- (1) Major shareholder of TPI Polene Power Public Company Limited is TPI Polene Public Company Limited.
- (2) Shareholders of Thai NVDR Company Limited are those who hold a Non-Voting Depository Receipt (NVDR) and have no voting rights in the shareholders' meeting except for the exercise of voting rights to resolve the delisting of shares from being listed securities on the SET.
- (3) The fourth shareholder is a juristic person or NOMINEE ACCOUNT which the Company has checked with Thailand Securities Depository Company Limited (TSD) and Ultimate Shareholder cannot be verified and disclosed. As of December 31, 2023, the major shareholders whose behavior significantly influences management policy or the Company's operations is TPI Polene Public Company Limited holding 70.238% of the Company's shares.
- 4) The number of minority shareholders (free float) is 31,403 persons, representing 23.76% as of December 28, 2023.

1.4. The Company's registered capital and paid-up capital

1.4.1. Ordinary shares

As of December 31, 2023, the Company has a registered capital of 8,400,000,000 baht, divided into ordinary shares of 8,400,000,000 shares, with a par value of 1 baht per share, which is a paid-up capital of 8,400,000,000 baht as 8,400,000,000 ordinary shares.

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

- None -

1.4.3. Convertible stock or securities of the Company as underlying securities for the issuance of mutual funds for foreign investors (Thai Trust Fund)

- None -

1.4.4. Restrictions on Transfer of Shares

The Company's shares can be transferred without any restrictions. Transfers must not cause the shareholding by foreigners to be more than 49% of the Company's total issued ordinary shares.

1.5 Issuance of other securities

1.5.1 Convertible securities

- None -

1.5.2 Debt securities

(a) Issuance and offering of debentures, debenture registrar, and debenture holder representative

As of December 31, 2023, the Company has debentures offered for sale in the country in the form of bearer, unsubordinated, unsecured, and debenture holders' representative, with the details as follows:

Symbol	Instrument name	Total par value (million baht)	Interest rate per year	Issue date	Redemption date	Age	Debenture Holder Representative *	Debenture Registrar and Payment Agent*
TPIPP247A	Debentures of TPI Polene Power Public Company Limited No. 1/2020 Due 2024	4,000	3.90%	19 Aug. 20	19 Jul. 24	3 years 11 months	Bank of Ayudhya Public Company Limited	CIMB Thai Bank Public Company Limited
TPIPP262A	Debentures of TPI Polene Power Public Company Limited No. 2/2021 Due 2026	4,523.6	3.55%	12 Nov. 21	12 Feb. 26	4 years 3 months	Bank of Ayudhya Public Company Limited	Bank of Ayudhya Public Company Limited
TPIPP278A	Debentures of TPI Polene Power Public Company Limited No. 1/2022 Due 2027	4,695	4.10%	11 Aug. 22	11 Aug. 27	5 years	Bank of Ayudhya Public Company Limited	CIMB Thai Bank Public Company Limited
TPIPP267A	Debentures of TPI Polene Power Public Company Limited No. 1/2023 Due 2026	3,000	4.15%	18 Jan. 23	11 Jul. 26	3 years 6 months	Bank of Ayudhya Public Company Limited	Bank of Ayudhya Public Company Limited
TPIPP281A	Debentures of TPI Polene Power Public Company Limited No. 1/2023 Due 2028	3,000	4.60%	18 Jan. 23	18 Jan. 28	5 years	Bank of Ayudhya Public Company Limited	Bank of Ayudhya Public Company Limited
TPIPP288A	Debentures of TPI Polene Power Public Company Limited No. 2/2023 Due 2028	3,000	4.10%	13 Nov. 23	18 Aug. 28	4 years 9 months	Bank of Ayudhya Public Company Limited	Bank of Ayudhya Public Company Limited
Total		22,218.6						

All debentures are rated as follows:

Credit rating agency	Credit rating	Trend	Rating date
TRIS RATING	A-	Stable	February 29, 2024

Address: Debenture registrar and paying agent, and debenture holders' representative*

Bank of Ayudhya Public Company Limited	CIMB Thai Bank Public Company Limited
Location : 1222 Rama 3 Road, Bang Phongphang Subdistrict, Yannawa District, Bangkok 10120 Phone : +66 (0) 2296-2000, +66 (0) 2296-5696 Fax : +66 (0) 2683-1302 Debenture registrar : TPIPP262A TPIPP267A TPIPP281A TPIPP288A Debenture holders' representative : TPIPP247A TPIPP262A TPIPP278A TPIPP267A TPIPP281A TPIPP288A	Location : 44 Lang Suan Road, Lumpini Subdistrict, Pathum Wan District, Bangkok 10330 Phone : +66 (0) 2638-8000, +66 (0) 2626-7000 Fax : +66 (0) 2657-3333 Debenture registrar : TPIPP247A TPIPP278A
Legal advisor for the issuance and offering of debentures	Weerawong, Chinnavat and Partners Company Limited 22nd Floor, Mercury Tower, 540 Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330

(b) Short-term bills of exchange

As of December 31, 2023, the Company has no short-term bills of exchange outstanding.

1.6 Dividend Payment Policy

1.6.1 Dividend Payment Policy of the Company

The Company has an annual shareholder dividend payment policy according to the single financial statements, at the rate of not less than 50.0% of the net profit from the single financial statements after corporate income tax and all types of reserves as required by laws and the Company's Articles of Association. However, the dividend payment is subject to change depending on operating results, cash flow, investment plan, necessity, and other aspects as the Board of Directors deems appropriate. The annual dividend notification must also be approved by the Annual General Meeting of Shareholders.

In addition, the Board of Directors may, from time to time, pay interim dividends to shareholders when it considers that the Company is reasonably profitable to do so, and when the dividend has been paid, it shall be reported to the next meeting of shareholders for acknowledgment.

Separate financial statements	2023	2022	2021
Net Profit per share (Baht)	0.435	0.335	0.499
Dividend per share (Baht)	0.24*	0.24	0.25
Par value per share (Baht)	1.00	1.00	1.00
Dividend payout ratio per net profit (%)	55.17	71.64	50.10

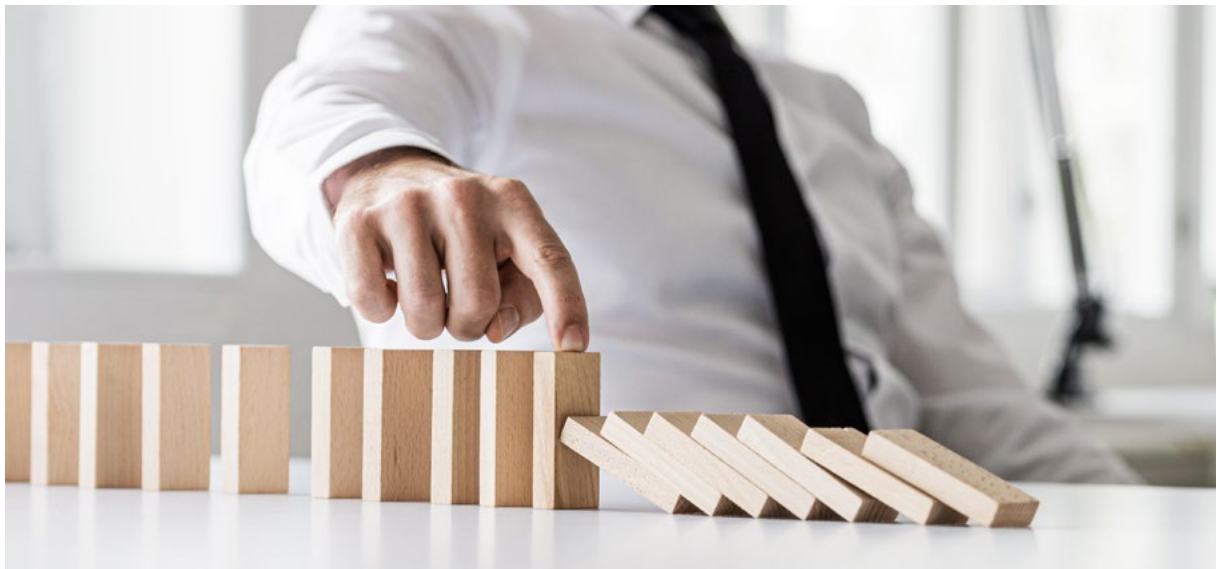
Note * Dividend payment for the Company's operating performance 2023 was divided into an interim dividend payments for the first 6 months of 2023 at the rate of 0.12 baht/share which was already paid to shareholders and remaining dividends for the second 6 month of 2023 will be paid at the rate of 0.12 baht per share according to the resolution of the Board of Directors Meeting No. 2/2024. Such dividends is subject to approval at the Annual General Meeting of Shareholders 2024.

1.6.2 Dividend Payment Policy of Subsidiaries

The Subsidiary's Board of Directors will consider to approve and propose to the shareholders' meeting of that company for approval each year by considering the dividend payment from the investment plan as necessary and appropriate and the subsidiary's net cash flow.

2. Risk Management

The Company has established an integrated approach to organizational risk management in accordance with the principles of The Committee of Sponsoring Organizations of the Treadway Commission - Enterprise Risk Management (COSO-ERM). This approach is aimed at cultivating a culture conducive to the integration of strategic objectives and operational performance in risk management, incorporating the assessment of climatic risks within the standard evaluative framework of organizational risks.



2.1 Policy and Risk Management Plan

TPI Polene Power Group established an enterprise-wide systematic risk management policy in accordance with international standards and integrated it with the organization's business operations in order to identify risks or business opportunities appropriately and in a timely manner, and able to manage risks to an acceptable level.

TPI Polene Power Group believes that risk management throughout the organization with a strong risk management system plays an important role to enable TPI Polene Power Group to quickly achieve its business goals, helps promote the organization to be ready to adapt itself to effectively cope with challenges amid severe impacts on the economy, society, and environment, demonstrating risk management standards are developed and improved in an integrated, systematic and ongoing manner throughout the organization, reducing the likelihood and damage that may arise from risks, resulting in increasing competitiveness and creating sustainable value for the business.

In 2023, the Risk Management Committee performed its duties, which can be summarized as follows:

Assess the climate change risks and opportunities, a risk mitigation plan within the risk management system and process, monitor performance and operation plan, climate change indicators and targets. Further details can be found in the Task Force on Climate-related Financial Disclosures report at

<http://www.tpipolenepower.co.th/index.php/en/en-investment/tcfd-en>



1. To systematically supervise risk management in all aspects to ensure that risk management is in line with the plan.
2. To consider and review risk management information, by classifying risks into 8 types, consisting of
 - 2.1 Strategic Risk
 - 2.2 Operational Risk
 - 2.3 Financial Risk
 - 2.4 Compliance Risk
 - 2.5 Sustainability Risk
 - 2.6 Environment Risk
 - 2.7 Social Risk
 - 2.8 Governance Risk

The Company has managed the ESG Risk consisting of Environmental Risk, Social Risk, and Governance Risk as mentioned above. These are included in the mission and organizational strategy, with an analysis of risks and sustainability issues used to manage risk at various levels, for building confidence among stakeholders.

Details appear in the report of the Risk Management Committee in Form 56-1 One Report 2023, Page 169

Risk Management Structure

The Company has established a Risk Management Committee led by the Chairman of the Board, with executives from relevant departments serving as members. This committee is tasked with reviewing the structure, policies, framework, and plans for risk management, assessing risks, and monitoring risk management activities. The Risk Management Department is responsible for preparing risk management reports, executing, and supporting risk management throughout the organization. The company, through its Risk Management Committee and all organizational units, continuously monitors changing environmental conditions and evaluates significant risks that could impact operations. Measures to mitigate risks to an acceptable level are determined during executive meetings and are incorporated into the annual plan.

The Risk Management Department is responsible for monitoring, evaluating, and reporting the results of

risk management operations in various areas, including the organizational climate, to the Risk Management Committee. The Risk Management Committee will determine the plan and operations to mitigate risks according to their level and the probability of impacting income, disrupting business operations, and affecting the organization's reputation.

The Risk Management Committee has scope of authority, duties, and responsibilities as appeared in Form 56-1 One Report 2023, Page 169

Corporate Culture in Risk Management

The Company emphasizes the promotion of enterprise-wide risk management culture by laying down a systematic foundation for both short-term and long-term risk management, cultivating risk management awareness among all employees, and fostering a risk management atmosphere and culture by considering that risk management is an essential component of all business process and must be linked at all levels by integrating it into key work processes to promote effective risk management.

2.2 Risk factors for the Company's Business Operations

2.2.1 Risks to the Group's Business Operations

Strategic risks in business operations

(1) Risk of gradual purchase of land for the special economic area development project in Chana District, Songkhla Province

Over the course of many years, the Company has gradually acquired land by having plans to invest in the Special Economic Zone Development Project in Chana District (including Na Thap Sub-district, Taling Chan Sub-district, and Sakom Sub-district) of Songkhla Province, as a result of Cabinet approval facilitated by the Southern Border Provinces Administrative Centre (SBPAC), requiring the areas of Chana District (including Na Thap Sub-district, Taling Chan Sub-district, and Sakom Sub-district) of Songkhla Province the Company as a Special Economic Zone in the Southern Region on a special basis, under the Southern Border Administrative Act.

The Company has planned to develop the future industrial city model project in the southern coastal area. This project will consist of industrial estates, including natural gas-fired power plants and other renewable energy power plants, with a total capacity of 3,700 megawatts in Phase 1, as well as a deep-sea port. The Company has planned to purchase land in Na Thap Sub-district, Taling Chan Sub-district, and Sakom Sub-district to develop the project, totaling approximately 18,094 rai. (By the end of 2023, the Company had already paid approximately Baht 12,055 million for the land). Cash flow from business operations will be used to pay for the land as the project progresses. The Company's purchase of a large plot of land resulted in an increase in the Company's assets, along with a higher debt burden. The Company's advance purchase of the land may expose it to various risks, including potential project delays, changes in government policy, opposition from local residents, and others. Furthermore, the project's timeline is uncertain, possibly spanning several years with no set deadline. Consequently, the Company might need to hold the land for an extended period without receiving any compensation.

The Company has a policy to use this land to participate in bidding for renewable energy power generation projects under the Feed-in Tariff (FiT) scheme, specifically for a wind turbine power plant on behalf of TPI Polene Power Public Company Limited.

(2) Investment and business expansion risks

From the expansion of the Group's business with the goal of expanding growth in alternative energy and waste fuel energy, including investing in waste energy innovation to reduce production costs, create potential business growth along with reducing emissions of greenhouse gases that cause global warming, as well as joint ventures with partners who specialize in targeted businesses, human resource development to support long-term business expansion. Investment expansions involves risks that investment returns may not meet targets; project implementation is behind schedule; and capital expenditures exceed the budget.

The Group of Companies has instituted an Administrative Committee tasked with the critical analysis and vetting of investment decisions. This precedes the proposals being advanced to the Board of Directors, facilitating an informed and strategic investment decision process. Upon committing to an investment, there ensues a vigilant monitoring of the project's fruition, aimed at ensuring the investment's maximum benefits and operational efficiency. There is regular follow-up and analysis of investment projects to report summaries to the Executive Committee. This includes improving operating results and reviewing investment plans to achieve successful outcomes according to the investment plan while exercising caution to reduce project risks to manageable levels. This involves completing projects within the established budget and in accordance with relevant laws and regulations.

(3) Uncertainties and changes in operations, incentives, and negative government policies affecting the waste-to-fuel industry may not be beneficial to the Company's business and performance.

Currently, the Company sells electricity from its waste-to-fuel power plants to EGAT and is entitled to an additional Baht 3.50 per kilowatt-hour as the adder in addition to the basic electricity price under the power purchase agreement. The adder will be paid to all waste-to-fuel power plants of the Company in operation for 7 years from the Commercial Operation Date (COD) of each power plant.

The government established a policy to promote and support the development of the renewable energy power plant industry, which prioritizes waste fuel power plants by canceling the adder system and transiting to the feed-in tariff system or a fixed power purchase rate over the contractual period and will receive an additional tipping fee.

In the past, operators who have the adder power purchase agreements with the authorities that are about to expire have applied for permission from the Ministry of Energy to consider renewing the adder power purchase agreements. However, the Ministry of Energy has no policy to renew such adder power purchase agreements, which will result in the operators having no income from the adder.

In the scenario where the Company faces the expiration of the Adder in its electricity sales agreements post the seventh year, the Company has evaluated operational strategies by reducing waste fuel production costs. Additionally, the consideration of introducing a waste disposal fee aims to supplement income, thus offsetting the foregone Adder income. The global concern over climate change, highlighted by the United Nations COP26 discussions, has accentuated the imperative of reducing CO2 emissions. This has led to the valuation of Carbon Credits associated with municipal waste disposal, positioning the Company to potentially gain substantial benefits from Carbon Credits in the future. This represents a viable pathway to compensate for the depletion of Adder revenue, through the provision of waste disposal solutions to local administrations.

(4) Risk of a decrease in electricity revenue due to a reduction in the electricity price per unit from the variable tariffs (Ft)

Ft, or Fuel Adjustment Charge (at the given time), is the shortened term for the automatic electricity rate adjustment formula, or variable electricity costs. This refers to the electricity price that is adjusted to increase or decrease according to changes in the cost of fuel expenses and electricity purchase costs, which are beyond the control of EGAT.

The Energy Regulatory Commission is responsible for overseeing the operation of electricity and natural gas businesses. This includes adjusting the electricity price according to a formula for automatically adjusting the electricity rate, with the Ft value being updated every 4 months using the floating cost of electricity production that EGAT cannot control, such as the price of fuel, inflation rate, foreign currency exchange rates, etc., according to various time periods as a framework for calculation.

Since the energy price situation in the world market has dramatically increased and there is fluctuation in the US dollar exchange rate, compared to the Thai Baht, this is the main reason why the trading prices of oil and natural gas have increased significantly and continue to increase. However, the Energy Regulatory Commission (ERC Office) has announced a reduction in electricity prices according to the Cabinet resolution on September

18, 2023, approving the principle of measures to reduce the electricity tariff announced to be charged to electricity consumers for the period September - December 2023 from the rate of Baht 4.45 per unit to the rate of Baht 3.99 per unit. Since the beginning of 2023, according to the resolution of the Energy Regulatory Commission, there has been an announcement of the electricity tariff (Ft) for January - April 2023 Ft per unit at Baht 1.5492, May - August 2023 Ft per unit at Baht 0.9119 (decreased by Baht 0.6373), September - December 2023 Ft per unit Baht 0.2048 (decreased by Baht 0.7071). This measure has directly affected the energy business operators who must sell electricity at a reduced price per unit, subsequently causing their income and profits from electricity sales of power plant operators to decrease.

FT	SPP		TPIPL	
	2022	2023	2022	2023
January	-0.1439	1.2935	0.0139	1.5492
February	-0.1441	1.2935	0.0139	1.5492
March	-0.1440	1.1920	0.0139	1.5492
April	-0.1447	1.1920	0.0139	1.5492
May	0.0962	0.8002	0.2477	0.9119
June	0.0962	0.8003	0.2477	0.9119
July	0.0961	0.8004	0.2477	0.9119
August	0.0961	0.8004	0.2477	0.9119
September	0.7996	0.1256	0.9343	0.2048
October	0.7996	0.1256	0.9343	0.2048
November	0.7995	0.1256	0.9343	0.2048
December	0.7996	0.1256	0.9343	0.2048
Average	0.2505	0.7229	0.3986	0.8886

(5) Risk of failure to comply with laws and regulations regarding obtaining a license to conduct business with relevant authorities, health and sanitation, safety, and environmental laws and regulations, and other laws or regulations, including the conditions under the relevant license.

As the Company operates the power plant business and the oil and NGV service station business, it is subject to laws and regulations regarding licenses necessary for business operations, construction of power plants, and installation of machinery with related public agencies,

health and sanitary, safety, and environmental laws and regulations, and other laws or regulations, and the Company's compliance with the conditions of the necessary licenses to operate its business. Such laws and regulations regulate air emissions, drainage, waste and hazardous waste management, and the use of hazardous materials, as well as their composition, handling, distribution, and transport of hazardous materials.

The Company implements the ISO 9000, ISO 14000 environmental standards, and ISO50001 energy management standards to ensure that its business operations are safe and environmentally friendly. In addition, the Company conducts operational audits, risk assessments, and action plans which ensure that it complies with relevant laws and regulations.

As legal provisions, regulations, and government policies are very important to the Group's business strategy and expenditure, the Group has taken the following actions:

1. Environment: Operations, including the results of value control, are strictly inspected and verified according to the list and environmental impacts. The Company's personnel inspect and prepare environmental impact reports, which are conducted by registered companies.
2. Establish a team to follow up and report changes to government policies, laws, rules, and regulations for the Group to conduct business in compliance with laws, rules, and regulations.
3. Establish a team of legal advisors and tax advisors to advise the Group to comply with relevant regulations.
4. Handle legal risks in advance by following up on new legislation and regulations in order to analyze issues, problems, and obstacles and prepare discussions on unclear regulations for the Group to conduct business in compliance with new laws and regulations that will be enforced in the future, as well as being used as a factor in considering investments in various projects.
5. Supervise legal and regulatory compliance governance processes in place to comply with good corporate governance guidelines and adequate internal controls, and consider all-around risks to mitigate the risk of non-compliance with relevant laws and regulations.

6. Cultivate values for employees to follow the Group's business ethics and employee handbook in line with its intention to be a responsible business operator for the community, society, and the environment, as well as all stakeholders.

(6) Personnel development risk to support business growth

According to the Group's business growth plan, it must have the right personnel readiness and organizational structure. The Group places importance on personnel development at all levels to support its business growth under appropriate management and coordinates with related educational institutions. It recruits personnel to meet the needs of business units appropriately and establishes manpower plans to ensure that it has executives and employees who are qualified and sufficient to effectively support future business growth.

(7) Competitiveness Risk

In the volatility of socio-economic conditions and severe changes such as new competitors, intense competition, changing consumer behavior, and the emergence of a new normal trend causing a disruptive industry, TPI Polene Group must strengthen its competitiveness, business operations, and be flexible, as well as creating competitive advantages to be able to conduct its business under challenges and volatility from external factors in order to achieve sustainable growth.

TPI Polene Group reduces the sustainability risk by considering an investment so as not to lose opportunities and to maintain sustainable income with new technologies, modernization and innovation, and production process development into a Smart Plant to increase efficiency and reduce production costs.

(8) Risk in Sustainable Water Management

Sustainable water management ability in terms of quantity and cost is essential to business operations in order to prevent production interruption, maintain competitiveness, and increase confidence in future investment plans, the Company has established sustainable water management measures at the national level, procurement of alternative water sources, and considering the use of water reduction technologies

to ensure that water is sufficient for current and future production processes.

TPI Polene Group has a business continuity plan in the event of drought, increases the efficiency of water use in the production process, uses circulating water, improves the production process, provides reserve water sources, and studies new water production technology with integrated water management.

(9) Risks Associated with Climate Change

The global concern of climate change issue leads to the setting of greenhouse gas emission reduction targets, which may involve regulations on greenhouse gas emissions guidelines in the future. The risk of sudden and severe natural disasters caused by climate change and exacerbated by greenhouse gas emissions lead to nationally enforced punitive measures to control greenhouse gas emissions.

The Company acknowledges the crucial role of the electricity sector in addressing the issue of climate change and in limiting global temperature rise to not exceed 1.5 degrees Celsius, as outlined in the Paris Agreement. Therefore, the Company Group has identified climate change management as a key sustainability priority and has announced a long-term goal of achieving carbon neutrality by 2043. TPI Polene Power Public Company Limited has set a goal of achieving carbon neutrality by 2037 to demonstrate its commitment. The Company also aims to produce electricity from 100% renewable energy (RE100) by 2025. Additionally, it has continuously disclosed operating results and related projects, providing relevant operating guidelines for all stakeholders.

In 2023, the Company participated in the climate management model project of the Stock Exchange of Thailand. It adopted the TCFD's (Task Force on Climate-related Financial Disclosures) guidelines for climate-related financial disclosure, which consist of four main elements: Governance, Strategy, Risk Management, and Metrics and Targets. These guidelines serve as a framework for disclosing climate management information. This guidance will unveil the Company's governance information regarding climate-related risks and opportunities, including details on the actual

and potential impacts of these risks and opportunities on business operations, as well as insights into the Company's financial strategy and planning. It will also shed light on how the Company assesses and manages climate risks, including the disclosure of metrics and targets used for this purpose. Consequently, it will enhance the level of information disclosure to stakeholders, allowing them to track progress in climate management operations.

In addition, the Company has considered environmentally friendly technology in its future investment projects to effectively integrate climate change management with Strategy Risk, Operational Risk, Financial Risk, Compliance Risk, and ESG Risk. Moreover, the Company is developing climate change strategies to address these risks and achieve the long-term goal of reducing greenhouse gas emissions.

The Company also analyzed the landscape as part of the transition and physical risk assessment process, evaluating the potential financial impact of significant risks to the Company's business operations, and developing operational plans to determine the commitment and guidelines for achieving carbon neutrality. This includes creating a plan for climate change and greenhouse gas reduction in line with the operations of the Nationally Determined Contributions (NDCs), aiming to control the global average temperature to not increase more than 2 degrees Celsius, as per the International Energy Agency (IEA).

Details appear in the Report of Task Force on Climate-related Financial Disclosures 2024

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Task Force on Climate-related Financial Disclosures
2024 <http://www.tpipolenepower.co.th/index.php/en/en-investment/tcfd-en>



(10) Drought Risk

Climate change results in less seasonal rainfall while increasing the demand for water. The Group established a water management policy to reduce water consumption by taking relevant actions as follows:

1. Construction of rainwater collecting ponds to replace water from natural sources.
2. Recycle wastewater from cooling towers to improve quality for reuse instead of discharging.
3. Implementing the water management plan and coordinating with responsible agencies such as the Royal Irrigation Department in planning water use and various guidelines.
4. Conducting social and environmental activities to restore the areas surrounding the establishment.

Operational Risk

(11) Risk from decreased operating results from electricity production

Since three power purchase agreements between the Company and the Electricity Generating Authority of Thailand involve a total electricity sales capacity of 163 megawatts, the Company can produce and sell according to the agreement terms. This capacity is calculated as a monthly average to ensure it does not exceed the contracted quantity. Any maintenance stoppage or emergency machine downtime may impact the Company's ability to fully meet its contractual obligations, potentially resulting in income loss from electricity sales.

In case that the power plant sells electricity to the cement factory, if the cement factory experiences maintenance shutdowns or reductions in electricity usage for any reason, the Company will need to reduce its production capacity according to customer demand. This will result in the Company losing opportunities for electricity production and distribution.

In addition to planning maintenance and continuous performance improvement, the Company has considered investing in installing additional boilers to compensate for the impact from maintenance shutdowns, aiming to reduce the risk of decreased operating results due to the said electricity production.

(12) Risk of fuel costs

The cost of coal fuel is considered a significant component of operating expenses for a coal-fired power plant with a capacity of 150 megawatts, as it is imported from abroad. The price of such coal depends on many variables, such as energy prices in the global market which refers the fuel prices fluctuated based on market demand and seasons, and the policies and production volumes of fuel manufacturers or the geopolitical conflicts such as the war between Russia and Ukraine, the fuel trading conducted in foreign currency; therefore, the exchange rates will directly influence energy costs.

(13) EGAT will pay the electricity tariff and the adder in full only if the Company complies with the terms specified in the power purchase agreements.

According to the power purchase agreements from waste-to-fuel power plants between the Company and EGAT, the Company shall comply with conditions relating to the type of fuel used in electricity generation. The Company is required to use waste fuel as the main fuel. Although the Company is allowed to use other fuel sources as supplementary fuel, including waste heat from the cement production process of TPI Polene, it is not allowed to use coal as additional fuel. In addition, the use of other fuels must not exceed 25% of the total heat energy used in the generation process in the contract year.

The Company places the utmost importance on this issue by complying with the conditions of using such fuel sources and receiving payment of electricity plus adder in full amount throughout the contract period of the power purchase agreements with EGAT.

(14) The Company has a small number of power purchasers.

The Company sells nearly all of its electricity generation to EGAT and TPI Polene Public Company Limited, where EGAT is the Company's largest and most important customer. Therefore, it is significant to the Company's business. All power purchase agreements between the Company and EGAT are Non-Firm in which EGAT must purchase all electricity generated in accordance with the agreed amount of electricity under the power purchase agreements, and do not specify the minimum amount of electricity required for the Company to sell to EGAT.

However, the Company's power purchasers are state enterprises and private companies with good credit ratings, with EGAT classified as the strongest state-owned enterprise in Thailand and TPI Polene Plc. as an Investment Grade Company.

(15) The Company's competitors compete in waste procurement and entering into power purchase agreements with EGAT. In addition, competition may increase as waste separation technology develops and new competitors enter the market.

The sourcing of waste is highly competitive. If the Company's competitor has technology capable of sorting waste in a more cost-effective way than the Company's technology, there may be arrangements with local authorities and other waste disposal companies to obtain their waste on terms that are better than the terms the Company could offer and such competition could become even more intense due to the increasing number of companies that can generate electricity from waste both domestically and internationally into the market. The government's policy to promote waste-to-fuel power plants in various areas instead of transporting waste according to the Cleanliness Act may also affect the amount of waste delivered to the Company.

Moreover, the Company competes with other power producers in entering into power purchase agreements with EGAT. When other power producers have entered into power purchase agreements with EGAT, they will make a certain income from selling electricity to EGAT for a constant period under the agreements. Therefore, competition in the waste-to-fuel electricity generation industry occurs when EGAT accepts proposals to sell electricity by bidding. Normally, the Company enters into a power purchase agreement with EGAT through the aforementioned bidding process, where the Company often faces intense competition from domestic waste-to-fuel power producers.

However, as the Company is classified as a major operator, as well as being a pioneer and leader in the waste-to-fuel power plant business with long experience and having a tangible successful performance, it has

an advantage over other competitors in terms of funds, experience, technology, credibility, with the ability to complete the projects all along.

(16) The Company's waste-to-fuel electricity generation relies on a continuous supply of sufficient waste and sufficiently high calorific value.

In 2023, the Company procured more raw materials to support the growing demand for waste fuel by increasing the amount of direct waste receiving agreements and increasing the amount of waste input from contract parties as well as finding additional new sources of waste that can provide additional waste of about 1,000-1,500 tons per day, in line with the demand for waste in fuel production.

At the same time, the Company also prepares a waste management plan to support more various projects such as the use of waste fuel instead of coal, which has started and the demand will increase to the maximum by 2025 according to the goal of discontinuing the use of coal. Therefore, waste procurement and agreements are made with the original counterparties by increasing the quantity and extending to long-term agreements, as well as finding new counterparties and new waste sources to support the increasing demand by targeting. It aims to increase the amount of waste supply in 2023 by at least 1,500-2,000 tons per day.

(17) The Company's waste heat electricity generation depends on continuous waste heat delivered from TPI Polene Company Limited.

The Company relies on steady waste heat delivery for generating electricity through its waste heat recovery and waste-to-energy power plants. This involves obtaining the essential waste heat from TPI Polene Public Company Limited, using the hot gases discharged from its cement production operations for energy generation. Any interruptions, diminishments, or decelerations in the cement production activities of TPI Polene Public Company Limited, or damages to the waste heat conveyance mechanisms, might lead to a deficiency of waste heat necessary for the operation of waste heat and waste-to-energy power plants.

The Company has innovated an electricity generation methodology that diverges from dependency on the waste heat emanating from the cement production processes of TPI Polene Public Company Limited. This innovation permits the firm to optimize its fuel selection strategy throughout the annual cycle, enhancing the electricity generation efficiency. Particularly, in supplying electricity to TPI Polene, the Company has the flexibility to alternate its generation methodology between utilizing waste heat and waste fuels, in periods when waste heat is not supplied by TPI Polene. Furthermore, it is adept at coordinating the maintenance schedule of its power generation machinery with the scheduled downtimes of the cement plants.

(18) If the Company fails to source coal in sufficient and commercially reasonable quantities or coal supply is disrupted, this could adversely affect the Company's coal-fired power plant operations.

The Company currently operates commercial coal-fired power plants and the success of such power plants depends on several factors, including the ability to procure adequate coal supplies at competitive prices. The Company entered into a sales and purchase agreement to purchase coal from TPI Polene Company Limited at the rate specified under the agreement.

TPI Polene Group has experience in purchasing coal for use in cement production for more than 20 years from many coal suppliers by purchasing coal in large quantities, resulting in the Group's bargaining power to negotiate the price of high-quality with low-pollution coal.

However, the Company has an investment policy aimed at transitioning from coal to solid waste fuel in power plants. The goal is to completely replace coal with solid waste fuel by 2025.

(19) Investment in research and development may not allow the Company to develop its technology in a reasonable time and the Company may not be able to develop in accordance with the technological changes in the industry in a reasonable time.

Another key factor for the Company's achievement is the timely development of key new technologies to enable its power plants to keep up with technological

advances, especially waste-fuel power plants, and waste-fuel production processes. Technological developments in the waste management process are likely to become more complex, which may require the Company to increase investment and need to invest more in the development of such technologies. It probably also needs to allocate R&D resources to technologies that may not be successful or not contribute to the expected results.

However, with its experience and determination in managing waste fuel plants to produce qualified waste fuel to have a high calorific value to be used as fuel to generate electricity and as a leader in the largest waste fuel power plant business in the country and in the ASEAN region, the Company is confident that it will be able to adjust the production process to keep pace with technological advancements.

The Company Group has the availability of personnel both in the production and maintenance departments with both domestic and international training, development, and be able to transfer of operational knowledge in order to be able to fully operate and be able to replace the work in the relevant department.

(20) The Company may be negatively affected if the Company's power plants stop operating (downtime) for a long time.

The Company's power plants will deteriorate from operation over their useful lives and this deterioration is also a result from the surrounding in which the plants and equipment are located. A prolonged shutdown of the Company's power plants would have a significant adverse effect on the Company's business, financial position, and operating results.

The Company develops and improves production efficiency with its capacity to generate electricity for sale as a target, investing in additional boilers to produce more steam and use as a reserve in the event of a boiler maintenance shutdown and in order to increase the production capacity of the amount of steam delivered to the turbine generators of all power plants to have a production capacity of more than 150% of steam. It also purchases

spare machines and spare parts in order to be ready for quickly solving problems in an emergency case, reducing the impact of machine damage in electricity generation. The Company has a regular and continuous maintenance plan for the machines related to electricity generation, resulting in the utilization rate of the Company's power plants at a consistently high level and reducing the risk of downtime impacts.

(21) The Company probably fails to develop its projects, which are currently under construction, within the specified timeframe and budget and delays the start date of power purchase or increases project development costs.

The Company's power projects are subject to risks in terms of system commissioning prior to commercial operation. This may result in delayed power commencement or lower-than-expected operational efficiency. In addition, projects may be affected by the time it takes to issue permits from public agencies or revision of the terms of references may occur from time to time due to force majeure.

However, the Company has relevant departments responsible for taking care of the project construction, with continuous project progress reports. In the past, most projects were able to commence commercial operations on schedule.

Municipal Solid Waste Power Production Project, Adjusting Permission Request Process, and Reducing Obstacles in Setting Up a Power Plant

The implementation of the municipal solid waste power plant project in Thailand involves a lengthy process for requesting permission, which includes coordination between two main ministries. The Ministry of Interior serves as the primary authority for selecting project operators, while the area where the power plant is to be established follows a 10-step permit application process, taking approximately 2-3 years. After that, it must be forwarded to the Ministry of Energy for the announcement of the electricity purchase. Although it is the duty of the Energy Regulatory Commission (ERC), an announcement cannot be immediately issued to purchase electricity because it is necessary to wait for

the Ministry of Energy's consideration first. This results in a 4-5 year preparation period for building each solid waste power plant. Many operators of municipal solid waste power plants require government intervention to reduce unnecessary time and steps, such as city planning restrictions and green space issues, which pose obstacles in locating suitable sites for power plants, as well as opposition from communities with misconceptions about electricity production from municipal solid waste.

(22) Safety, Occupational Health, and Environmental Risks

It is the control of safety, occupational health, and environmental risks that may lead to loss of life, injury, and illness due to the works of employees and contractors, resulting in disruption and continuity of business operations and may affect communities, society, and the environment.

TPI Polene Group, therefore, established a policy to set a framework for compliance with the Quality, Security, Safety, Health, and Environmental Policy in order to create attitudes towards safety in the workplace, health preservation, and environmental protection for related people. Each plant appoints an occupational safety and health and environment committee to drive safety and environmental work in accordance with Quality, Security, Safety, Health, and Environmental Policy, as well as develop, improve, and promote occupational health, safety for employees, contractors, and related parties who enter the plant areas to work safely. The Company has guidelines for promoting safety in the workplace for its employees and contractors as follows:

- Establish policies on occupational health, safety, and the environment.
- Define operational guidelines consistent and in accordance with the occupational health and safety management system standards (ISO45001).
- Provide risk assessment and risk management guidelines for occupational health, safety, and working environment, including risk assessment and risk management guidelines that may affect communities, society, and the environment covering all areas in the work process.

- Prepare a manual on operational safety and supervise operations in accordance with the safety manual and operating procedures.
- Report and investigate accidents and incidents, as well as establish guidelines for remedial action and prevention of repeated accidents.
- Monitor operations to be in line with the laws on safety, occupational health, and working environment and other relevant regulations and other related measures.

(23) Risk from changes in technological and product innovation

As rapid changes in technology and innovation affect the competitiveness of TPI Polene Group, the Company establishes a policy to drive business with technology and innovation in production and other areas to remain a leader in the waste fuel power plant business.

(24) Risk associated with threat to cyber security

Today's competition increases productivity by relying on digital technology to enhance the effectiveness of both production and supporting lines connected to the internet may expose the Company to cyber threats.

To prepare the Group with cyber security of computer systems for information technology and operation technology, it takes the following actions:

1. Provide a teamwork responsible for monitoring and developing such matters both in the short term and in the long term.
2. Conduct system testing and practice plans to prevent potential cyber security threats.
3. Educate employees about potential threats to prevent and respond to IT threats.
4. Inviting a team of consultants who are experts in cyber threat prevention to request knowledge and advice on how to develop and improve the cybersecurity protection system. This will involve conducting a Cyber Security Assessment Test and a Cyber Security Penetration Test to assess how well the security system can protect against threats. Upon obtaining the results, the Company

Group will identify ways to enhance the security system. These enhancements will be divided into three phases: the first phase will focus on protecting against extremely serious threats, the second phase against moderate threats, and the third phase against minor threats.

Emerging Risk

(25) Risk from an abrupt change in consumer demand due to trends in environmental protection and climate

Nowadays, society focuses on the environment and climate change which is increasing in intensity both nationally and internationally. Around the world, they encourage the elimination of plastic bags and encourage the use of recycled materials to reduce the impact on the environment. Changing consumer behavior issues have caused operators to focus on environmental impacts and stakeholder expectations for the Company in its roles toward sustainable environmental management and business adaptation for sustainability.

The Company places importance on changing consumer behaviors due to the trend of social and environmental concerns. It increases efficiency in all production processes to reduce the use of resources and energy and introduces new innovations and technologies such as installing a solar rooftop system in the plants as well as focusing on the zero waste production process, etc.

(26) Risk from rapid changes and use of advanced technology

Currently, technology and digital technology are rapidly and continuously evolving, affecting market changes, product development, business models, business opportunities and challenges, and the exponential growth of automated machines, artificial intelligence and robotics technology, which enhance the efficiency of business operations. While challenging infrastructure development and personnel development in line with the advancement of new technologies and rapid big data analytics, may pose human rights and ethical risks.

TPI Polene Group is aware of the changes in advanced technology, it raises the level of innovation work, including introducing new technologies to modernize and develop its plants into smart plants in order to increase competitiveness by focusing on business operations that increase competitiveness and respond to stakeholders, increase cyber threat management, and educate personnel to be consistent with new technologies.

(27) Risk from adaptation to cope with the crisis of natural disasters

Natural disasters resulting from climate change such as floods and droughts tend to become more severe. If the Company does not adapt itself adequately, there could be serious damage to the organization.

TPI Polene Group is aware of the crisis of natural disasters and prepares to deal with such situations by conducting emergency drills for business continuity management in various hypothetical situations so that executives and relevant employees are aware of their roles, duties, and deficiencies that occur in the operation in order to prepare backup measures and to make improvements before the actual incident occurs.

Financial Risk

(28) Risk from the tendency of higher debts from future investments

As the Company won the bidding for the 7.92 MW waste-to-fuel power plant project in Songkhla Province with a 20-year power purchase agreement and won the bidding for the 9.9 MW waste-to-fuel power plant project at Korat, Nakhon Ratchasima Province with a 20-year power purchase agreement, and won the bid for the 9.9 megawatt municipal solid waste power plant project at Mukdahan Municipality in Mukdahan Province and already signed a Power Purchase Agreement with the Provincial Electricity Authority on February 27, 2024. It also participated in the bidding for several waste-to-fuel power plant projects in the following years with a contracted generation capacity between 8-9.9 MW per project. The Company projects that the projects

will result in positive returns. Nonetheless, during the construction period, estimated at two years, increased debt obligations will be incurred. However, there is an expectation of a significant reduction in debt following the initiation of commercial operations, due to the profitable returns from the invested projects, with an EBITDA estimated at approximately 300-350 million baht per annum. In addition, the entity plans to methodically carry out various other projects.

For the investment in the three power plant projects for which the Company has won bids, it used the funding source from raising funds through the issuance of debentures. For investments in other projects, the Company will consider funding sources with the Company's suitable financial structure. The Company's net debt to EBITDA ratio is expected to increase (but manageable) during the construction and non-commercial years and begin to decline once the projects can be commercially operated.

To reduce the risk during power plant construction, the Company prepares a long-term overall financial management plan for the projects and TPI Polene Group in order to assess the situation and resolve potential problems.

(29) Risk associated with maintaining the Company's financial ratios

As of December 31, 2023, the Company has unsubordinated, unsecured, debentures with or without a debenture holder's representative totaling Baht 21,936.6 million, which, according to the terms and conditions of the debentures, consist of:

1. The Company's debentures amounting to Baht 4,000 million issued under the Company's Medium Term Note Program 2018 with a debenture eligibility clause requiring the debt to equity ratio to be maintained (debt means interest-bearing debt) at the end of the quarter or the end of the fiscal year over the life of the debentures in the ratio not exceeding 1.75:1.

2. The Company's debentures amounting to Baht 14,936.60 million issued under the Company's Medium Term Note Program 2021 with a debenture eligibility clause requiring the debt to equity ratio to be maintained (debt means interest-bearing debt minus cash, deposits, and short-term investments in excess of Baht 1,500 million and deducted by lease liabilities and financial liabilities for investment in power plants with purchase agreements with the authorities) at the end of the quarter or the end of the fiscal year over the life of the debentures in the ratio not exceeding 3:1.
3. The Company's debentures amounting to Baht 3,000 million issued under the Company's Medium Term Note Program 2023 with a debenture eligibility clause requiring the debt to equity ratio to be maintained (debt means interest-bearing debt minus cash, deposits, and short-term investments and deducted by lease liabilities and financial liabilities for investment in power plants with purchase agreements with the authorities) at the end of the quarter or the end of the fiscal year over the life of the debentures in the ratio not exceeding 3:1.

As of December 31, 2023, the Company and its subsidiaries have an interest-bearing debt-to-equity ratio of 0.71, which does not exceed the maintenance ratio of 1.75: 1 according to the conditions set forth in the terms and conditions of debentures in item 1, have an interest-bearing debt to equity ratio of 0.57, which does not exceed the maintenance ratio of 3: 1 according to the conditions set forth in the terms and conditions of debentures in item 2, and have an interest-bearing debt to equity ratio of 0.53, which does not exceed the maintenance ratio of 3: 1 according to the conditions set forth in the terms and conditions of debentures in item 3.

However, if the Company and its subsidiaries are unable to maintain the debt to equity ratio as specified in the terms and conditions may cause the company to default on the terms and conditions and may cause all debenture debt to be immediately due. However, in the past, the company has focused on and has taken measures to ensure that the ratio of debt to total shareholders' equity and the capital structure of the Company and its subsidiaries to be consistently at an appropriate level.

(30) Risk from the Company's reliance on funding sources from debt securities

As of 31 December 2023, the Company has outstanding debenture liabilities of Baht 21,936.6 million, representing 93% of total interest-bearing liabilities. In the past, the Company relied mainly on funding through debt securities for investments and repayment of matured debentures. In 2024, the Company will have a total of Baht 4,000 million in maturity debentures and plans to issue new debentures to repay the debentures. Therefore, if the bond market is volatile and the Company fails to complete the debenture offering as planned, it may have a risk of default on the debenture, which may result in all outstanding debentures and a cross-default.

In the past, the Company had the policy to raise funds by issuing debentures due to the lower cost of finance and unsecured debt burden compared to borrowing from commercial banks. However, it still maintains a good relationship with commercial banks by constantly using revolving credit lines.

(31) Investment Risk

Since investing in competitiveness for long-term business growth may cause investment risks, the Company must closely monitor and manage both the ability to obtain investment funds to support growth along with maintaining its credit rating at an investment grade level, as well as monitoring the investment progress to meet the specified time and ensuring that the investment budget does not escalate.

The Company arranges to analyze, review, and prioritize investment projects in line with economic directions, seek investment opportunities that provide good returns under manageable risks, provide a prudent and concise investment consideration process, risk assessment and risk management measures, have sufficient funding, liquidity maintenance, financial discipline to maintain its credit rating, monitoring to prevent project delays, and investment budget to be within the investment framework.

Investment risk of securities holders (Instrument risk)

(32) Credit Risk

Holders of the Company's securities may be exposed to investment risks in the event that the Company's business and performance do not meet expectations or the Company's assets are insufficient to cover debt repayment. Therefore, before making an investment decision, investors should review the Company's financial status and debt serviceability from the information specified in the registration statement for debenture offering and draft prospectus for credit risk assessment of bonds. Investors may look at the credit ratings of debenture issuers provided by credit rating agencies to make investment decisions. If the credit rating of the debenture issuer is low, the credit

risk of the debenture issuer is high, and the return that the investors receive should also be high to offset the high risk of the debenture. However, the credit rating does not constitute a recommendation to buy, sell, or hold any of the debentures offered and the credit rating may be revoked or changed throughout the life of the debentures prior to investment. Investors should study debenture issuers' performance information. In addition to considering the credit rating of bonds, investors should follow the news of debenture issuing companies, including changes in credit ratings on the SEC website, credit rating agencies, or the Thai Bond Market Association.

(33) Default risk

Defaults on principal or interest payments on debt instruments or default on loan payments from a commercial bank, a finance company or a financial institution established under a specific law

- None -

Breaches of the Rights Provisions during 2018-2023

- None -

(34) Risks of investing in foreign securities (in case of a foreign issuing company)

- None -

2.2.2. Risk associated with legal disputes

As of December 31, 2023, the company is involved in legal disputes, detailed as follows:

On 16 December 2019, individuals in total of 222 people sued Energy Regulatory Commission (ERC) et al to the Central Administrative Court which the Company was listed as the 5th Defendant. The Plaintiffs requested that the approval of the Environmental and Health Impact Assessment (EHIA) report for the project of 150 megawatts thermal power plant, the license to operate electricity generating business and the construction approval of the Company be revoked. The Plaintiffs also requested that the Court take evidence out of Court and issued an interim measure and ordering that the electricity generating system be temporarily stopped until the final decision is reached.

On 25 December 2019, the Court inquired both Parties in considering the request for interim measure and rendered its decision on 28 January 2020 denied the request for interim measure due to the lack of reason to believe that the license to operate electricity generating business of the Company is unlawful.

Subsequently, On 31 January 2020, the Court ordered to accept the complaint and request the Company to file the answers within the time limit. The lawyer submitted the answer to the Court on 1 July 2020.

On 7 December 2020, the Court sent the objection to the answer of the 5th Defendant (the Company) and requested the Company to submit additional answer to the Court within the prescribed period. The Company submitted the additional answer to the Court on 12 March 2021, the case is under the Court consideration.

The Company's legal consultant considered the complaint and its appendixes and hereby opines that the Company lawfully received the license to operate the electricity generating business and the construction approval from the competent authorities. The complaint of the Plaintiffs is untrue. As the case is in the preparation for the answer, the Company has caused to relieve itself of any liability generated from the complaint depending on the Central Administrative Court Decision. Moreover, the Company has pressed charges against the 222 Plaintiffs to the Muak Lek police station, Saraburi, for taking the false information to charge the person in the Court. The case is under the investigation of the police.



3. Business Drive for Sustainability

ผลการดำเนินงานด้านการพัฒนาอย่างยั่งยืนที่สำคัญของทีพีโอ โพลีน เพาเวอร์ ในปี 2566



Economic



Total revenue
11,330.53
Million baht

Employee wages and benefits
143.14
Million baht

Net profit
3,653.16
Million baht

EBITDA
4,835.09
Million baht

Tax payments
16.95
Million baht

Dividend per share
0.24
Baht



Environment



Project to produce electricity
from wind power **5** megawatts
(Expected COD 2024)

Certified for **1,559,229** tons
of CO₂e carbon credits and
granted a Renewable Energy
Certificate (REC) for a total of
1,448,191.774 RECs

The Company achieves
6.43 million tons CO₂e
reduction by converting **2.77**
million tons of waste into fuel

Greenhouse gas emissions
decreased by
739,424.12 tons CO₂e
compared to 2022

Coal-fired power plants aim to
use **100%** of their waste
fuel instead of coal for their
electricity generation by 2025

Waste emissions (Zero Waste)
decreased by **33.06%**
compared to 2022, **100%**
can be recycled Hazardous /
non-hazardous waste **0%** /
100%

Investment value in the
environment-friendly projects
Baht **15,476.44** mil.

Proportion of recycled water
4.49% of the total water
usage

Ground-mounted solar farm
power plant project (Solar farm
phase 1 and 2) **73.21** MW
(Expected COD in 2024)



Community and Society



0 Work-related deaths of employees and contractors

0 Occupational illness and disease rates to be recorded in total **1** million hours worked

Community and social contributions
Baht **43.34** mil.

1,700,016 accident-free work hours (**2.05%** increase compared to 2022)

Employee Turnover
(Turnover rate) = **2.42%**

Satisfaction and employee engagement with the organization at **83.20%**

Injury frequency rate of employees = **1.31** and contractors = **0**

Average training hours for employees **33.88** hours/person/year

Disposed of **1,638** tons of COVID-19-related waste and disposed of **12,092.65** tons of non-hazardous industrial waste by using it as waste fuel



Corporate Governance



Reduce the amount of steam used per production
3.88% compared to 2022

Availability of the overall machine operation of the power plant at an average of **96.54%**

Portion of independent directors **31.25%**

Portion of female directors **25.00%**

Suppliers acknowledge the Company Code of Conduct **96.05%**

Improving the alternative fuel supply system to reduce the use of coal for combustion by **2.8%** compared to 2022

Improve waste fuel quality to reduce moisture to **44 - 45 %**

The average operating efficiency of the power plant is **88.10%**

No complaints about the protection of customer personal information

No complaints of human rights violations (discrimination, child labor, illegal labor)

Satisfaction of power plant customers and waste fuel customers are **100%** and **92.33%**

Improve the fuel feed system to increase combustion efficiency, reduce energy consumption by **2.9%** compared to 2022

Sales value of low carbon products (2023) Baht **7,453.15** mil

3.1 Sustainability Management Policy and Goals

The Company's Board of Directors, the Sustainability Development Committee, and top executives (both of the Company and TPI Polene Plc.) established a sustainability policy by emphasizing tools to drive the organization to achieve its vision of sustainable development in line with business directions and strategies, supporting the Sustainable Development Goals (SDGs) of the United Nations to create a balance in economic, environmental and social aspects under good corporate governance. The policy framework and sustainability management are as follows:

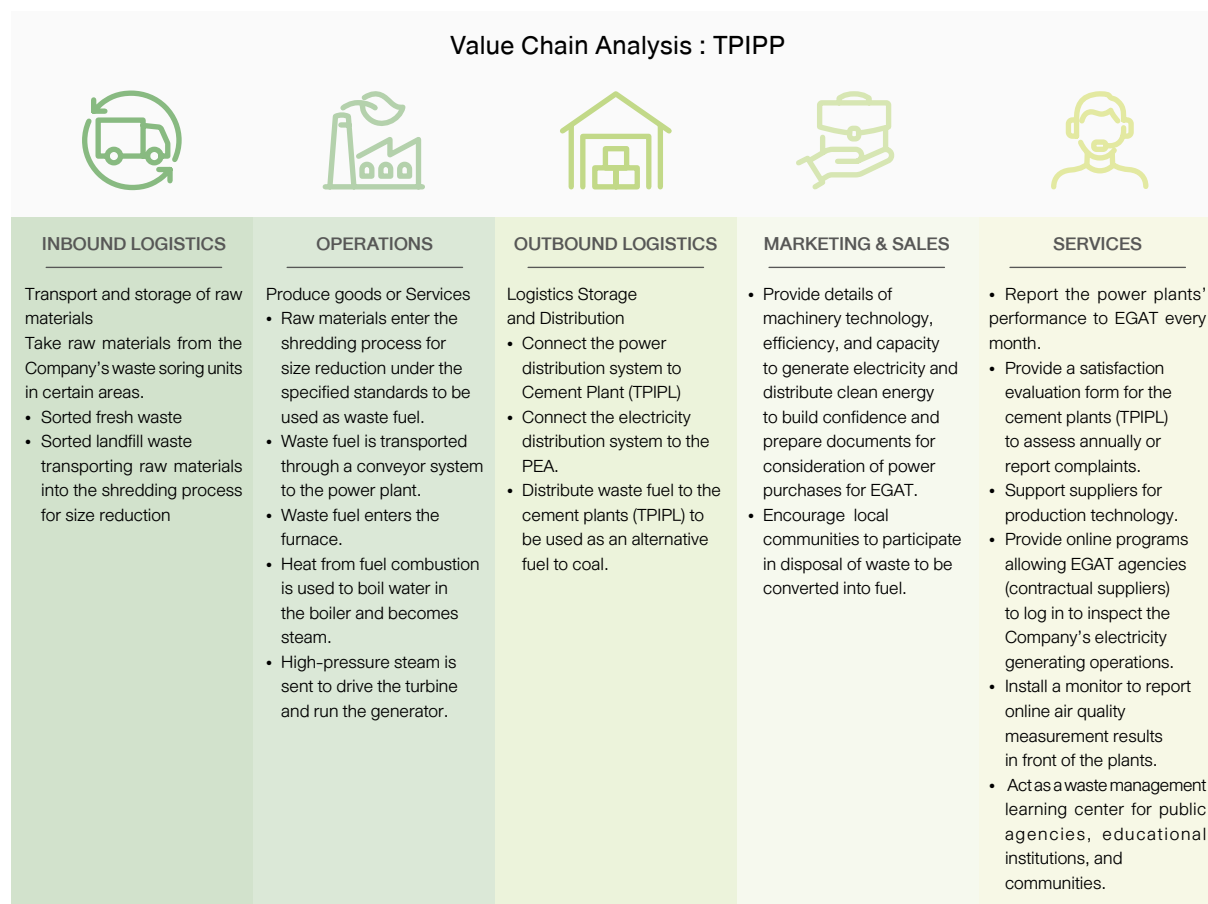
- 1. Economic Dimension:** Focusing on the use of technologies and innovations for quality products and services, efficient management in every step, using technology to change work processes, applying research and development results to further develop business models, creating added value to products and services, seeking investment opportunities that yield good returns, establishing strategies for both short-term and long-term business growth with flexibility in adaptability, full consideration of both internal and external risks, as well as system readiness and efficient productivity.
- 2. Environmental Dimension:** The Company aims to develop toward a low-carbon society by reducing greenhouse gases, necessitating climate change risk management. This is an important sustainability issue for the organization. The Company's goal is to achieve carbon neutrality by 2037, utilizing data on climate change management according to the framework of the Task Force on Climate-related Financial Disclosures to help formulate strategies, including short-term and long-term greenhouse gas reduction goals. The Company also focuses on investment and financial planning for the sustainability of the organization. This includes improving production efficiency and enhancing environmentally friendly technology by processing solid waste into fuel instead of coal in the electricity production process, reducing reliance on fossil fuels, and producing electricity from solar energy and wind energy, etc. Producing electricity from 100% renewable energy (Renewable Energy Power Plant) will result in REC100 certification and the opportunity to sell Carbon Credits in the future. The Company employs a low-carbon strategy to mitigate climate change risks, enabling the long-term reduction of greenhouse gas emissions. Its power plants comply with industry standards required to obtain certification for environmental and related standards.
- 3. Social Dimension:** The Company conducts business responsibly, giving importance to all groups of stakeholders in a balanced way. Its operations are designed to respect and protect human rights for stakeholders throughout the value chain, which includes employees, suppliers, customers, and social communities, aiming to create good returns for shareholders while ensuring occupational health and safety, as well as providing a good working environment. Additionally, the Company has continuously managed and developed the abilities and skills of its personnel, paying attention to the health and safety of customers and evaluating social suppliers. Its commitment extends to providing clear product label information, respecting personal data, and promoting youth education. Together, it strives to create value and improve the quality of life of communities and society, fostering sustainable growth.
- 4. Governance Dimension:** Adhering to the principles of correctness and compliance with relevant laws and regulations under the Code of Conduct, Business Ethics, an operating framework based on good corporate governance principles, transparent disclosure and performance, versatile risk managements, flexibility in management, anti-corruption, transparent and fair procurement system, prevention of insider information to be used for benefits, and security of information and information systems.



Details and sustainability management policies and goals can be found at the Company's website <http://www.tpipolenepower.co.th/index.php/th-investment/ar/sustainability> or QR Code

3.2 Managing Impacts on Stakeholders in Business Value Chain

3.2.1 Business Value Chain



Key Activities

The Company emphasizes and focuses on the importance of business operations through the value chain management by operating related and interconnected businesses with stakeholders in 3 phases as follows:

1. Upstream business operations

The Company begins by investing in worthwhile investments from its equity, bondholders, and financial institution creditors. This investment leads to the development of municipal solid waste power plants, waste heat power plants, mixed fuel power plants, and coal-fired power plants (transitioning from coal fuel to solid waste fuel), all of which are highly efficient in generating electricity. The Company allocates an investment budget related to technology, focusing on innovation in developing the production of solid waste fuel tailored to the types and characteristics of solid waste in Thailand. Additionally, the Company prioritizes supply chain management with an emphasis on transparency, verifiability, and utmost benefit to the Company, based on equality and fairness for suppliers. Procuring machinery and equipment with technical specifications for the power plant requires selecting vendors who offer standardized products with reliable performance or appropriate certifications. For the procurement of raw materials or solid waste, including transportation, the Company has independently entered into solid waste purchasing contracts with supplier companies nationwide, rather than relying on any specific solid waste supply company. This approach involves sourcing quality raw materials in sufficient quantity; it is considered Green Purchasing, fostering local and community employment, and creating additional economic value while addressing proper waste disposal methods. The Company promotes environmentally friendly businesses by supporting community solid waste disposal initiatives for various local organizations. This includes processing municipal solid waste into fuel and energy to generate electricity in a correct and efficient manner, all achieved through a transparent procurement process.

TPI Polene Group has consistently built a good relationship with its suppliers by preparing a Business partner's code of conduct which is based on transparency, equality, and fairness, covering ethical issues, resistant of child labor, human rights, the environment, health and safety, and anti-corruption. This reduces risks in business operations and represents a business value that the Company provides to its suppliers, who are business partners and stakeholders in the value chain.

2. Midstream business operations

Electricity generation with modern technology and innovation increases efficiency and reduces production costs, controls risk in safety, occupational health, and environment, which may lead to loss of life, property damage, injury, and illness, due to the employees' and contractors' works, which affects the interruption and continuity of business operations and impacts on the community, society, and the environment. Strictly operating on the environment by complying with the Notification on the Environmental Policy Regulations, is the result that led to the Company receiving awards and certifications for management systems according to international standards, for example:

- ISO 9001:2015 Quality Assurance Management System Implementation
- ISO 4001:2015 International standard for an organization's environmental management system to enhance the environmental performance within the organization and for environmental sustainability
- ISO 50001:2018 Energy management system standard as a framework for energy management
- ISO 45001:2018 Occupational health and safety management system standard
- "Green Industry Level 4" Certification

3. Downstream business operations

Electricity generation focuses on efficiency in the transmission and distribution of electricity to 2 important customers, the Electricity Generating Authority of Thailand and TPI Polene Plc. The Company continuously delivers electricity to customers in order to maintain customer satisfaction.

In conducting business from upstream, midstream, and downstream, the Company operates business with its personnel throughout the business value chain and takes into account the impacts on the environment and local communities. It also strictly operates in accordance with the environmental rules, regulations, laws, and other relevant laws, employment with labor management and labor relations, appropriate occupational health and safety care, responsible and appropriate occupational health and safety care, and employee enrichment, giving importance and careful practice in human rights, managing efficiently according to the principles of good corporate governance so that the Company's business is stable and growing consistently.

Support Activities

In terms of activities that support the main goals, the Company and TPI Poline Group require all departments to comply with the principles of good corporate governance, especially those departments that interact with external parties. Risks associated with corruption are assessed through continuous anti-corruption training courses. Suppliers are made aware of the organization's anti-corruption policy and are provided with the Supplier Code of Conduct. In addition, the Company has an information security policy (IT Security), which includes continuous development and improvement of cyber protection systems. Regarding employment, manpower planning is aligned with future business growth, including the development of employees' potential in every position. This not only supports the implementation of the organization's strategy to achieve its goals and support future business expansion and projects, but also enhances the competitiveness of the organization. TPI Polene Group also encourages employees to pay attention to the development of technology in products and services, including fostering the creation of new knowledge and innovations, to continuously enhance competitiveness.

3.2.2 Analysis of stakeholders in the business value chain


The Company recognizes the importance of stakeholder participation based on the principle of creating collaborative values by analyzing internal and external stakeholders who are related to the value chain, comprising 9 groups as such Shareholders, Customers, Suppliers, Creditors, Governances, Employees, Community, and Society, Competitors, and Mass Media.







The Company established channels to foster relationships that are suitable for each group of stakeholders to listen to problems, operational impacts, comments and suggestions, which lead to the formulation of policies and operational strategies to effectively respond to stakeholders' needs and expectations through following operational guidelines:

Table: Guidelines for engaging with stakeholders of TPI Polene Power Public Company Limited

Stakeholders	Guidelines for engaging with stakeholders	Concerns/Expectations	Approaches to response
<p>1. Community and Society - Local communities surrounding the establishments/ societies who access goods and services.</p> 	<ul style="list-style-type: none"> Complaints and communication channels such as websites, email, telephone, letters, etc. Participate in community relations activities at least 28 times per month. Organize public relations at least 22 times per month. 	<ul style="list-style-type: none"> Pay attention to community and social feedback. Keep developing communities and supporting their activities. Preserve the community environment. Create jobs and strengthen the economy for the community. 	<ul style="list-style-type: none"> Explore community and social concerns that may be affected by the Company's business operations. Care for the community and society. Allocate budgets to support public projects and activities for the community, including the education of youth in the community. Projects to support or participate in solving social problems, including creating jobs, creating careers, and creating sustainable income for the community.
<p>2. Employees - Full-time and Contract Employees</p> 	<ul style="list-style-type: none"> Collect information from all channels including complaints. Communication within the organization through various channels, such as creating a Line chat group for top executives to communicate with all employees, specific Line chat groups to related management, internal memo circulated to employees in each department, announcement notice board in the establishment. Workplace Welfare Committee Occupational Safety, Health and Working Environment Committee Annual Information Disclosure Form /Annual Report (Form 56-1 One Report) Sustainability Report Executives meet with employees at the plant once a week. Provide clear communications within the organization through channels such as notifications to the departments within the Company and Line App. Website comment box, email, Facebook Performance appraisal 3 times a year 	<ul style="list-style-type: none"> Compensation and welfare that are consistent with the industry are appropriate and fair. The organization is stable and progressive in work. Potential development for stability and opportunities for career advancement The organization has a good image. Fair performance appraisal system Occupational safety and quality of work life Provide opportunities to express opinions, the right to freedom of association, and the ability to engage in collective bargaining. Providing equal and fair opportunities for employment and career advancement without discrimination. Respect for human rights and personal data. 	<ul style="list-style-type: none"> Treat employees fairly in accordance with human rights principles with equality, without discrimination, child labor, forced labor and migrant workers, including protecting personal information. Skill development and promotion of employee advancement through training courses. Motivate and retain employees by assessing their performance with clear criteria to determine fair remuneration and welfare that are comparable to other companies in the same industry. Measure the level of satisfaction and engagement of employees towards the organization. Provide good occupational health and safety system. Provide channels for opinions and suggestions.

Stakeholders	Guidelines for engaging with stakeholders	Concerns/Expectations	Approaches to response
<p>3. Governances/related public agencies/ regulatory agencies/local public organizations</p> 	<ul style="list-style-type: none"> Report business performance to public agencies according to the period specified by the government as follows: <ul style="list-style-type: none"> Report the performance of safety officers in professional work every 3 months. Report on compliance with EIA measures of the Company every 6 months. Report Service standard of power operation to Energy Regulatory Commission of Thailand (ERC) once every 3 months Be a place to visit and study business visits 12 times in 2023 Monitor policies, regulations, government requirements at least once a month. Prepare project performance reports, both in terms of construction and operation reports to public agencies. Support hygienic waste management for public agencies/local administrative authorities. 	<ul style="list-style-type: none"> Compliance with rules, regulations, laws and policies of regulatory agencies Be responsible to the community, society and environment. Sponsorship and cooperation with public agencies Actions to mitigate climate change problems Payment of taxes, related fees 	<ul style="list-style-type: none"> Comply with rules, regulations and laws. Conduct business with responsibility to the community society and environment with sustainable good corporate governance. Cooperate policy support and projects of public agencies appropriately.
<p>4. Shareholders / Investors/ Analysts/ Credit Rating Agency</p> 	<ul style="list-style-type: none"> Annual General Meeting of Shareholders Opportunity for shareholders to attend the annual shareholders' meeting such as questioning and voting. Presentation of information for investment to investors and analysts through investor relations activities at least 7 times a year. Annual Information Disclosure Form /Annual Report (Form 56-1 One Report) Provide communication channels through media including website, letter, email, telephone or others at least 20 times per month. Annual Sustainability Report Financial Report 4 times a year 	<ul style="list-style-type: none"> Good performance, stock prices and dividends are at a reasonable level and financially stable. Operations are transparent and the business continues to expand. Disclosure of important information of the Company with accuracy, completeness, timeliness, transparency, and reliability through channels that are easily accessible to shareholders. Conduct business with environmental, social, governance or ESG considerations. Provide effective risk management system Opportunity for shareholders to attend the annual shareholders' meeting and activities to engage and maintain good relations with shareholders. 	<ul style="list-style-type: none"> Manage the organization according to the vision under the BCG and ESG policies under good corporate governance. Manage the efficiency of power generation and distribution to create long-term income stability. Manage the innovations and technology, including research and development for business expansion. Follow the policies to maintain liquidity and strengthen financial stability. Conduct proper all-round risk management All shareholders have rights and are treated equally. Clarify sufficient details regarding the shareholders' meetings, as well as all information relating to matters requiring shareholders to make decisions at the meetings in advance.

Stakeholders	Guidelines for engaging with stakeholders	Concerns/Expectations	Approaches to response
5. Suppliers and Contractors – Manufacturers / sellers and service providers, including raw materials, machinery and equipment / contractors for the projects 	<ul style="list-style-type: none"> Complaints and communication channels such as websites, email, telephone, letters, etc. Relationship building activities with suppliers at least once a year to create engagement. Conduct meetings with suppliers at their premises at least twice a year. Business negotiations, exchange of information and business opinions at least twice a year. 	<ul style="list-style-type: none"> Procurement system that is transparent, fair, non-discriminatory, free from corruption Build relationship to grow together Comply with the agreed terms, never take advantage of customers, and make payments on time. Respect human rights and personal data, ensuring no infringement on the privacy of partners and maintain an appropriate occupational health and safety system in the work environment. 	<ul style="list-style-type: none"> Conduct business together according to the Supplier Code of Conduct with strict equality. Taking into account social issues and environment in procurement Follow-up on compliance with the Supplier Code of Conduct Determine a fair payment period to suppliers so that they have financial liquidity and is capable of continuing their business.
6. Customers and distributors – Major customers including Electricity Generating Authority of Thailand and the Provincial Electricity Authority (EGAT and PEA) 	<ul style="list-style-type: none"> Visit and meeting once a year Business visits once a year Conduct activities with clients at least twelve times per year Project production report to be prepared and submitted to EGAT once a month. Conduct customer satisfaction assessments for power plants twice a year Conduct customer satisfaction assessments for waste fuel products twice a year Complaints and other communication channels such as website, email, telephone, letter, etc. 	<ul style="list-style-type: none"> Offer electricity at fair and appropriate prices Stable and safe power generation and delivery with uninterrupted power supply Power generation with environmentally friendly technology that does not cause any impact on communities and society Compliance with agreements and contracts Give importance to listening and responding to complaints. Respect for human rights without infringing upon the personal data of customers, prioritizing the importance of listening and responding to complaints. 	<ul style="list-style-type: none"> Generate and deliver stable and safe electricity for uninterrupted power supply. Quality and efficient power generation with modern, environmentally friendly technology which does not cause any impact on the community and society. Compliance with fair trade agreements and contracts, selling electricity at right and reasonable prices. Strict compliance with business ethics including protection of customer information Respond to the policy to reduce the use of highly polluting coal fuel and pay attention to the use of renewable energy as fuel.
7. Creditors / financial institutions / debenture holders 	<ul style="list-style-type: none"> Submit a quarterly financial statement report. Annual Registration Statement/Annual Report (Form 56-1 One Report) Sustainability Report 	<ul style="list-style-type: none"> Good corporate governance Manage with transparency Manage risks prudently Payment in full and on time Good performance, liquidity and solvency 	<ul style="list-style-type: none"> Conduct business with transparency and accountability under good corporate governance. Comply with the conditions of the loan agreement and debentures. Full disclosure of the Company's information and its financial information
8. Competitors – Businesses in the same industry 	<ul style="list-style-type: none"> Collect information from all channels such as websites, letters, telephone, etc. 	<ul style="list-style-type: none"> Establish conditions for fair competition Maintain market share 	<ul style="list-style-type: none"> Conduct business in accordance with the Code of Conduct, within the framework of free and fair competition, avoiding infringement of intellectual property and copyright of competitors and not violating competitors' confidential information.

Stakeholders	Guidelines for engaging with stakeholders	Concerns/Expectations	Approaches to response
9. Press and media 	<ul style="list-style-type: none"> Occasional business visits and activities for the community and society Support media activities in line with company policy Benefits to the community and society Regularly disseminate information and news that is beneficial to the Company. Annual Information Disclosure Form /Annual Report (Form 56-1 One Report) Sustainability Report Quarterly earnings press conference Participate in the Opportunity Day of the Stock Exchange of Thailand 	<ul style="list-style-type: none"> To be a company that conducts business with a focus on sustainable ESG. 	<ul style="list-style-type: none"> Conduct business with a focus on the community society and environment by appropriately and regularly disclosing and disseminating information that is beneficial to society.

The Company has prioritized the stakeholders based on (1) the impact they receive from the Company's operations economically, socially, and environmentally; (2) the impact stakeholders have on the Company's operations in economic, social, and environmental aspects; (3) the potential future impact stakeholders may have on the Company; and (4) the risk of stakeholders experiencing human rights violations within the Company's value chain. The top three key stakeholders include:

- 1) Communities and society
- 2) Employees
- 3) Government entities

3.3 Environmental Sustainability Management

3.3.1. Environmental Policy and Guideline

Establishment of Goal to Achieve Carbon Neutrality by 2037

The Company operates its business under the principles of the Bio-Circular-Green Economy (BCG). It aims to develop into a low-carbon economy and society, with the goal of achieving carbon neutrality by 2037 through improved production efficiency and the adoption of environmentally friendly technologies. This includes processing solid waste into fuel to replace coal in the electricity production process, thereby reducing dependency on fossil fuels. The Company also produces electricity from solar energy and wind energy. Producing electricity from 100% renewable energy (Renewable Energy Power Plant) will earn the Company REC100 certification. The Company employs a low-carbon strategy to address climate change risks. This enables the achievement of long-term goals to reduce greenhouse gas emissions. The Company's power plants adhere to industry standards in order to receive certification for environmental and related standards.

Strict compliance with environmental laws and regulations

The Company strictly complies with environmental laws with Environmental Impact Assessment (EIA) and Environmental Health Impact Assessment (EHIA) reports for the implementation of the Company's projects. Environmental law compliance reports, EIA and EHIA reports will be provided to relevant government units and communities along with environmental measurements and assessments according to the plans, including submitting reports on environmental measures compliance to public agencies and communities in a timely manner.

3.3.2. Environmental Performance

(1) Climate Change Management

The Company prioritizes reducing greenhouse gas emissions in its production process, with the goal of achieving carbon neutrality by 2037. It was found that fuel combustion activities in coal-fired power plants are significant contributors to greenhouse gas emissions, exacerbating the increasingly severe issue of climate change for humanity. The Company has therefore used the funds to adapt its technology to be more environmentally friendly by processing solid waste into fuel instead of coal in the electricity production process, and by incorporating the production of electricity from solar energy and wind energy. Producing electricity from 100% renewable energy (Renewable Energy Power Plant) will allow the Company to receive a REC100 certificate and create an opportunity to sell Carbon Credits. The Company employs a low-carbon strategy to cope with climate change risks, enabling it to achieve the goal of reducing greenhouse gas emissions in the long term.

In 2023, the Company reduced greenhouse gas emissions from landfilling waste by 6.43 million tons of carbon dioxide per year. Additionally, the use of all types of solid waste separated for fuel amounted to approximately 2.77 million tons.

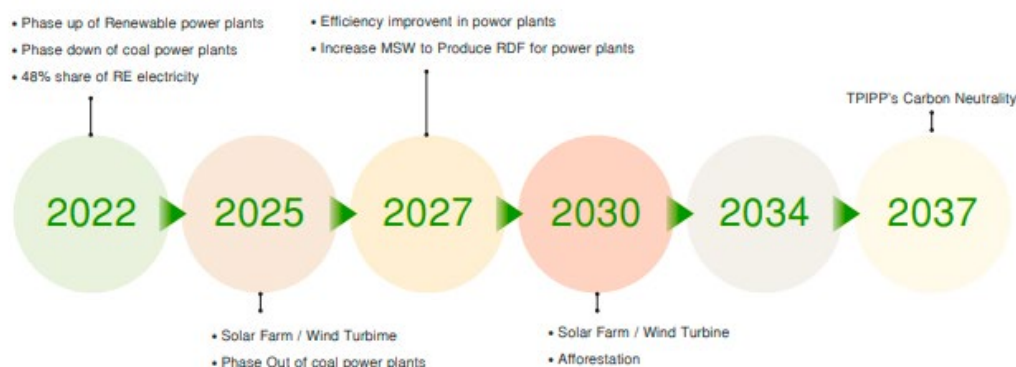
The Company successfully reduced greenhouse gas emissions by 979,132.02 TonCO₂e, equivalent to a 27.11% reduction compared to the base year of 2020. Additionally, it managed to lower the greenhouse gas emissions per unit of electricity production from 1.2646 TonCO₂e/MWh in 2022 to 1.1756 TonCO₂e/MWh in 2023, marking a decrease of 7.04% compared to 2022.

The Company has been registered for carbon credits by the Greenhouse Gas Management Organization (Public Organization), totaling 1,559,229 tons of carbon dioxide equivalent, and has been certified with the Renewable Energy Certificate (REC) through EGAT for renewable energy production (from waste fuel and residual heat). The company registered and opened a trading account for the acquired RECs with The International REC Standard (I-REC), amounting to 1,448,191.774 RECs (1 REC represents 1 MWh of electricity produced from renewable energy).

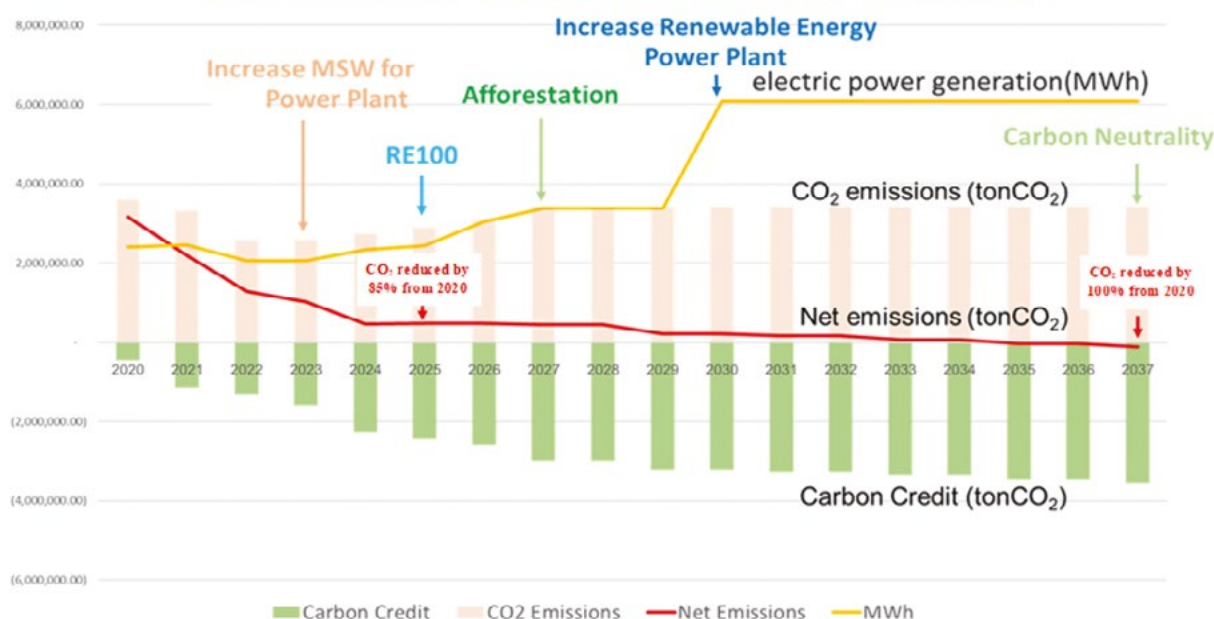
In addition, in 2023, the Company allocated a budget to research and develop technology or carry out projects for the purpose of reducing risks or mitigating the impact of climate change, in the amount of Baht 15,476.44 million.

The Company has determined that climate risk management is an important sustainability issue for the organization, and it has announced the goal of achieving carbon neutrality by 2037 by laying out a roadmap through various activities within the Company Group. Details are shown in Form 56-1 One Report 2023, Page....., on the section "TPI Polene Group Determining Carbon Neutrality Goal by 2043 and TPI Polene Power Public Company Limited Determining Carbon Neutrality Goal by 2037."

TIIPP's GHG Reduction Strategies



TPIPP's 2037 Carbon Neutrality Pathway



More details are available in the Sustainability Report 2023, section: Energy Management, on the Company's website at

<http://www.tpipolenepower.co.th/index.php/en/en-investment/ar/sustainability> or Scanning QR Code

and more details in TCFD Report on the Company's website at

<http://www.tpipolenepower.co.th/index.php/en/en-investment/tcfd-en>



More details are available in the Sustainability Report 2023, section: Climate Change Management, Table: Greenhouse Gas Emissions of Power Plants on the Company's website at <http://www.tpipolenepower.co.th/index.php/en/en-investment/ar/sustainability>

(2) Energy Consumption

The Company has the policy to manage energy by applying ISO 50001 as a management guideline. At the operational level, it applies the focus improvement pillar of total productive maintenance, which focuses on reducing "loss" in a systematic method to help discovering the point of energy loss and reduce costs, then improve by establishing a project team to achieve the objectives and goals of energy conservation and management by efficiently managing energy for lighting system and air conditioning system in establishments. Equipment to control the operation of related electrical systems has been installed and maintained, making it possible to continuously reduce the use of electrical energy in the long term.

The Company established a target of a station service used not exceeding 12% of the generated energy and the total energy cost of all types per electricity generation must not exceed 14.50 MJ/kWh.

In 2023, the Company controlled and conserved Station Service Uses, resulting in internal electrical energy consumption accounting for 8.351% of the amount of energy produced. The total energy consumption of all types per electricity production was equal to 13.74 MJ/kWh, which is in line with the target. The specified Station Service Uses must not exceed 12% of the amount of energy produced, and the total energy consumption of all types per electricity production must not exceed 14.50 MJ/kWh.

(3) Water Resource Management

The Company and TPI Polene Group recognize the importance of water resource management within the organization to achieve the most cost-effective use of water within the community. The Company's water source is supplied by TPI Polene Public Company Limited, comprising raw water from two main sources: namely, the Pa Sak River and water from surface water storage ponds, as well as treated wastewater from within the factory. The Company has managed this by utilizing raw water from both sources in the production process in a cost-effective manner. Looking at the amount of water used from outside sources (tap water) in 2023, it has decreased compared to 2022.

The Company has set a goal to reuse wastewater from the electricity production process at a minimum of 30,000 cubic meters per month. To achieve this, the Company has built a surface water storage pond to serve as a source of sufficient reserve water for use in power plants. Additionally, the Company has increased the efficiency of water use by reducing the amount of water used in the production process. Wastewater from the factory is brought back through a treatment system and reused without being drained outside the factory (Water Treatment).

In 2023, the Company was able to recycle wastewater from the electricity production process, amounting to 31,955.08 cubic meters per month, exceeding the set target. Furthermore, there was a decrease in the tap water usage rate per kilowatt-hour of electricity generated to 3.64 liters per kWh, down from 4.41 liters per kWh in 2022.



More details are available in the Sustainability Report 2023 under the section "Water Source Management" on the Company's website at <http://www.tpipolenepower.co.th/index.php/en/en-investment/ar/sustainability>

(4) Waste Management

The Company has the policy to manage garbage and waste according to the Zero Waste guidelines and has a goal of managing waste and pollution by using industrial waste \geq 95% of the amount of industrial waste generated each year.

In 2023, the Company collected industrial waste generated during the production process to be used as alternative fuels and materials, as well as for recycling purposes, totaling 13,190.44 tons. This exceeds the target set at 100%. Consequently, there was no residual solid waste or waste from the production process, achieving zero waste.



See more details in the 2023 Sustainability Report on Waste and Pollution Management at the Company's website <http://www.tpipolenepower.co.th/index.php/en/en-investment/ar/sustainability>

(5) Biodiversity

The Company places importance on business operations with sustainable environmental and social responsibility and is well aware of the Company's business operations in order not to cause an impact on the ecosystem and biodiversity. Biodiversity management is, therefore, an issue to which the Company places importance in terms of ecosystems which are habitats for various species, and the integration of values in both the complete and effective preservation of biodiversity.

The Company has allocated a biodiversity support budget to aid tree planting activities, aiming to expand forested areas for related communities and agencies. This initiative is aimed at replacing lost trees and has contributed Baht 300,000 annually to the support budget since 2019 until the end of 2023, during which time the support budget accumulated a total amount of Baht 786,000.

On March 16, 2023, the Company joined community leaders and villagers in Thap Kwang Sub-district, Tha Kloi Sub-district, Kaeng Khoi District, and Mittraphap Sub-district, Muak Lek District, Saraburi Province, to plant forests as part of the "TPIPP Reforestation Project, Reduce Heat, Save the World", planting 1,000 Bungor trees, 1,000 teak trees, and 1,000 neem trees within a 100-rai area inside the Saraburi factory. Additionally, the Company participated in planting forests through the Environment for Better Life Foundation in the Site N area behind the Home & Hill residence on September 2, 2023.



See more details in the Sustainability Report on Biodiversity at the Company's website
<http://www.tpipolene.com.co.th/index.php/th/th-investment/biodiversity-th> or Scan QR Code

3.4 Sustainability Management in Social Dimension

3.4.1 Social Policy and Guideline

The Company is well aware that TPI Polene Group's activities and business operations are sensitive. It places importance on the policies and practices of the Company and TPI Polene Group to be in line with the laws and regulations concerning social management including respect for human rights throughout the business value chain, encompassing employees, suppliers, customers, and social communities, and integrating social responsibility into all work processes to connect the business value chain of the Company and TPI Polene Group.

3.4.2 Social Performance

Human Resource Management

Amidst the constant competition and changes in the global economy, society, and environment, the Company must address these challenges by conducting business for sustainable development. This involves implementing human resource management strategies that prioritize the recruitment, retention, and development of the Company's personnel to collectively drive continuous growth. This includes assuming responsibility towards society, the environment, and surrounding stakeholders. The Company has established guidelines for treating employees fairly, in accordance with human rights principles as follows:

1. Employment and recruitment

The Company promotes equality, fairness, and non-discrimination, offering equal opportunities to both disabled individuals and other disadvantaged groups. Additionally, it ensures occupational health and safety in a conducive work environment while safeguarding employee personal data.

2. Employee Motivation and Retention

The Company conducts evaluations to assess the success of the work assigned to employees, utilizing clear criteria to ensure fair consideration of compensation and benefits. Job satisfaction and employee engagement are annually measured, with an employee welfare committee established through election by employees according to specified terms.

3. Potential Development and Advancement Promotion for Employees

The Company establishes goals aimed at effectively promoting the necessary knowledge and skills among its employees. Projects and activities designed for employee development and training to facilitate their advancement are also established.

1. Employment

Management Guidelines

1. Compliance with the Company's Code of Conduct, Thai labor standards and labor laws, as well as giving importance to human rights in accordance with the provisions set forth in international human rights principles and international labor standards. These include the United Nations Universal Declaration of Human Rights, the International Labour Organization's Universal Declaration on Fundamental Rights at Work, the Thai Labour Protection Act B.E. 2560 (2017), and the International Labour Organization (ILO).
2. Recruiting employees to meet the needs and ensure sufficient numbers for carrying out the work entails proactive recruitment through online media technology, aiming to reach the target group conveniently and in line with the New Normal working environment. This involves organizing activities to meet student applicants in fields of study that the Company requires at universities. Recruitment for important positions will include a Psychometric Test and an interview with the committee. This process aims to secure employees with knowledge, experience, abilities, and qualifications consistent with the job description and responsibilities of their respective positions.
3. Manpower is planned annually.
4. Employees are hired with compensation and wage adjustments that exceed the labor market average to attract high-quality personnel and ensure efficiency in their work.
5. The Company evaluates employee performance within the organization based on their respective positions, employing clear and fair criteria. These criteria are based on performance in significant areas such as work achievements, initiative, work improvement, leadership, management abilities, planning, organizing work, analysis, decision-making to solve problems, and attendance. Evaluations are conducted every four months in April, August, and December of the calendar year. The average evaluation results for the entire year serve as the basis for adjusting salary and compensation, taking into account considerations for employee job promotions based on their abilities and performance.

Operational Goals

Employment

- Set the employment rate for employees in the factory at more than 50% of the Company's total number of new hires per year.
- Maintain adequate manpower levels to keep the employee turnover rate below 3.50%.
- The Company, labor contractors and subcontractors have not hired child labor, coerced labor and forced labor.

Employment Performance in 2023

- The employment rate of personnel in the factory location in 2023 was equal to 56.45%, higher than the set target.
- Employee turnover rate was equal to 2.42%, which indicates the efficient retention of the Company's personnel.
- 75 Employees who voluntarily resigned, accounting for 6.57% of a total of 1,141 employees.
- There were no reports or complaints regarding human rights violations of employees, contractors, and subcontractors.
- The Company has no labor disputes.
- The Company provides equal employment opportunities without discrimination, encompassing both disabled individuals and other disadvantaged groups. In 2023, a total of 68 new employees were hired, comprising 62 general employees, 3 elderly individuals, and 3 disabled people. Additionally, the Company contributed to the Empowerment for Persons with Disabilities Fund, as stipulated in Section 23 of the Empowerment Of Persons With Disabilities Act, B.E. 2550 (2007), with an amount of 957,760 Baht (equivalent to employing 8 people with disabilities).
- The Company develops software systems to support employee data collection, enabling employees to have confidence and trust in the security of the Company's data storage systems.

2. Labor / Management Relations

Management Guidelines

1. The Company has conducted a survey on job satisfaction and employee engagement. The evaluation results will be utilized to formulate projects, policies, and procedures aimed at further improving employee welfare and developing employee satisfaction in issues consistent with the evaluation results.
2. A welfare committee, comprised of representatives from both employers and employees (elected by the employees), is established for a term of 2 years. The committee convenes meetings every 3 months to address issues pertaining to employment conditions. The agreements reached at these meetings cover all employees, accounting for 100% of the total workforce.
3. The Company has established a mechanism to protect the rights of employees who have suffered from rights violations. This mechanism includes filing complaints, receiving complaints, investigating, resolving issues, and providing remedies.
4. The Company promotes savings and financial security for employees through the provident fund and savings cooperatives for employees.
5. Senior executives conduct monthly field visits to meet with other executives and employees.
6. The engagement activities between executives and employees, as well as local communities, are promoted and supported.

Operational Goals

Labor / Management Relations

- The average score for job satisfaction and employee engagement was 75% or higher out of 100% in all surveyed opinion issues.
- Zero complaints on employee human rights violations.
- At least one additional project is implemented each year to support employee well-being.

Labor / Management Relations Performance in 2023

1. The level of job satisfaction and employee engagement for the year 2023 was measured between August 8 and August 25, 2023. It was found that the average total score was 83.20%, which is higher than the target set by the Company at 75%. The results of the evaluation were announced to employees.
2. The Employee Satisfaction Development Project, in which employees jointly proposed employee care projects for the year 2023, including the project 'Renovation of the Power Plant Building Cafeteria,' had a budget of Baht 136,744.20 and was completed on May 31, 2023. In addition, the Company has implemented to care for employees in various aspects, such as installing anti-pigeon netting at five employee housing buildings, renovation and expansion of toilets for the factory building CCB line 1 and the TQM quality inspection building, and toilets for contractor workers. Other improvements include rough surface painting to prevent slippery road surfaces on the bridge-neck area, drawing of traffic lane lines on the overpass across Mittraphap Road between the Plaza Building and the entrance to the Saraburi factory, increasing the number of lights in the motorcycle parking area, digging a drainage ditch to solve the problem of water accumulation in the clubhouse parking lot, and enhancing the landscape around the pond in the employee residence area of the Saraburi factory, etc.
3. Project to strengthen a work culture that focuses on healthcare and providing health insurance to employees. Proper care for occupational health and safety in the work environment, providing group health insurance for employees with reimbursement for inpatient medical expenses, support for outpatient medical expenses of Baht 20,000 per year, annual health check-ups, COVID-19 vaccination, and vaccines against influenza, tetanus, hepatitis B, and pneumonia.
4. 1,020 employees applied for the provident fund, while 631 employees applied for savings cooperatives.
5. The engagement activities between executives and employees, as well as local communities, are promoted and supported during traditional festivals such as
 - Donate leftover medicine that has not yet expired and deliver it to Umphang Hospital, Tak Province in June 2023.
 - Donate items and money as gifts for Children's Day 2023.
 - Donate blood to the Thai Red Cross every 3 months. In 2023, Company personnel donated a total of 296,100 CC of blood.
 - Donate money to help earthquake victims in Turkey through the Environment for Better Life Foundation in February 2023
 - Donate Baht 109,590 to the fund for purchasing medical equipment and assisting underprivileged patients for the Siriraj Foundation, in honor of Mahidol Day in September 2023.
 - Jointly plant trees under the 'TPIPP Reforestation Project, Reduce Heat, Save the World' in an area of 100 rai within the Saraburi factory on March 16, 2023, and participate in reforestation through the Environment for Better Life Foundation in Site N, behind the Home & Hill residence, on September 2, 2023.
 - The TOTAL PREVENTIVE MAINTENANCE activity is aimed at improving and increasing productivity. It is conducted by the SMALL GROUP ACTIVITY team, which discusses, brainstorms, and proposes ways to enhance machinery and various work processes. By implementing these improvements, productivity can be increased and losses reduced, potentially resulting in an expense reduction of Baht 54.54 million in 2023.
 - The blessing ceremony bids farewell to the old year and welcomes the new year, the water pouring ceremony asks for blessings from executives during the Songkran Festival, and the annual Kathin ceremony.
6. In 2023, there were no reports or complaints of human rights violations by employees.

3. Training and Education

Management Guidelines

1. The Company establishes personnel development and training policies, including the treatment of employees, by striving to develop the organization into a learning organization, aiming to strengthen ethics, culture, and the working atmosphere, promote teamwork, provide fair compensation, prioritize safety, maintain the working environment, and emphasize development. Additionally, the Company aims to transfer knowledge, enhance employees' abilities, and equally listen to comments and suggestions from employees at all levels.
2. The Company conducts a survey for annual training needs and develops annual training plans, including the evaluation of training arrangements in terms of course content, achieving objectives, selecting lecturers, and conducting training, all aimed at further improving and developing training.
3. The Company focuses on developing the potential of its employees and providing training that promotes career advancement, enabling them to grow along the path of career development.
4. The training courses are designed to be modern, covering topics such as sustainable development, ESG (Environmental, Social, and Governance) principles, environmental preservation, particularly addressing climate change impacts, respect for human rights, integrating Dhamma principles into work, and fostering social responsibility. Additionally, the courses introduce new technologies for producing training materials, utilizing electronic systems such as e-Learning platforms, One Point Lesson (OPL) teaching media, and videos.

Operational Goals

Training and Education

- The average total number of training hours for all employees across all courses is not less than 20 hours per person per year.
- Employees who have been trained according to the Skill Development Promotion Act should constitute not less than 60% of the total number of employees (as stipulated by labor law, which mandates a minimum of 50%).
- All security personnel must be trained in procedures and practices for searching people/vehicles according to human rights principles and undergo regular reviews at least once a year.

Training and Education Operational Results in 2023

1. The Company has continuously provided its personnel with training to develop their potential and skills. The average number of training hours for all courses was 33.88 hours per person per year, exceeding the set target.
2. The evaluation of employee training satisfaction was 90%.
3. Employees who have undergone training according to the Skill Development Promotion Act make up 70% of the total employee count, exceeding the set target.
4. Employees gain increased knowledge through training or knowledge testing, comparing their performance before and after training. This process helps them develop better problem-solving skills and behavior. Additionally, it enhances their opportunities for advancement within their role, and they may receive better compensation and benefits according to the Company's criteria.
5. The Company implements potential development and training projects that promote employee advancement along their career development by considering clear and fair criteria in employee performance evaluation. The results of work evaluations are taken into account to enhance employees' knowledge through training courses for higher positions. In 2023, work satisfaction and employee engagement had an average total score of 83.20%, marking an increase compared to 2022, where the average total score was 81.24%.

6. The Company utilizes technology to support employee training through the E-Learning system, offering essential administrative and technical courses relevant to the workplace, including production, maintenance, occupational health, and safety. This enables employees to manage their training schedules or review materials independently as needed.
7. The Company communicates with employees to ensure awareness of the Code of Conduct and principles for performing their duties through online self-learning.
8. All security personnel review their training on procedures for searching people/vehicles, ensuring alignment with human rights principles.

Safety, Occupational Health, and Working Environment

The Company values occupational health and safety management systems as part of its business operations and strives to improve and prevent all existing hazards, including work-related injuries and illnesses for employees, partners, contractors, and stakeholders who are involved in the operations in the Company and all work areas to prevent and reduce losses that may occur to life, property as well as potential impacts on surrounding communities, which are operated under Occupational Health, Safety, and Environment Policy according to the ISO45001 occupational health and safety management system and aims to be an organization with zero accident.

The Company's goals include achieving a Zero Accident status, aiming for zero workplace fatalities, maintaining a zero injury rate related to high-impact work, and achieving a zero illness rate from occupational diseases.

In 2023, the workplace fatality rate, high-impact work-related injury rate, and illness rate from occupational diseases were all zero.



See more details in Sustainability Report 2023 on Safety, Occupational Health, and Working Environment at the Company's website
<http://www.tpipoleneppower.co.th/index.php/en/en-investment/ar/sustainability>

Customer Satisfaction

The Company sells electric power to two customers: the Electricity Generating Authority of Thailand and the cement factory of TPI Polene PCL in Saraburi Province. There are eight power plants in commercial operation, all of which are located in Kaeng Khoi District, Saraburi Province, in the same area as the cement production plant of TPI Polene Public Company Limited. The plants have boilers and produces each type of electrical energy, with a total installed capacity of 440 megawatts, divided into municipal solid waste power plants with the total installed capacity of 180 megawatts (with a power purchase agreement with the Electricity Generating Authority of Thailand for 163 megawatts), and the remaining installed capacity is 260 megawatts (with an authorized capacity of 230 megawatts and selling electricity to TPI Polene Public Company Limited). The Company will evaluate satisfaction in its power plants, provided by the Electricity Generating Authority of Thailand and TPI Polene Public Company Limited, twice a year in the following areas:

1. Quality of electricity
2. Reliability of electrical system
3. Convenience and speed in providing services
4. Behavior and etiquette of service staff
5. Period for implementing the standard regulations

In addition, the Company operates a solid waste fuel plant, which processes solid waste into fuel for the Company's electricity production boiler. This fuel is then sold to TPI Polene Public Company Limited as a substitute for coal in the cement factory in Saraburi Province. The Company conducts biannual assessments of satisfaction for the solid waste fuel factory of TPI Polene Public Company Limited, evaluating satisfaction across various areas as follows:

1. Calorific value of solid waste fuel
2. Controlling the chloride value of solid waste fuel according to specified standards
3. Controlling the moisture content of solid waste fuel according to specified standards
4. Size of solid waste fuel according to specified standards
5. Contacting and coordinating with solid waste fuel factories
6. Speed of solving various problems that occur in the solid waste fuel production process
7. Methods to solve various problems that occur in solid waste fuel factories
8. Speed of providing production information
9. Clarity and completeness of production information
10. Overall satisfaction with the solid waste fuel factory

Management Guidelines

The Company has management guidelines for power plant customers, and customers of solid waste fuel products are satisfied and believe in the Company's products. This is achieved by focusing on maintaining the quality of products and services to meet standards and respond to customer needs, thereby providing customers with a high level of satisfaction.

Operational Goals

Short-term Goals (within 1-2 years)	Long-term Goals (minimum 3 years)
<ul style="list-style-type: none"> Satisfaction of power plant customers (2 customers: EGAT and TPI Polene Public Company Limited) is not less than 80% per year. Satisfaction of solid waste fuel customer (TPI Polene Public Company Limited) is not less than 80% per year. 	<ul style="list-style-type: none"> Satisfaction of power plant customers (2 customers: EGAT and TPI Polene Public Company Limited) is not less than 90% per year. Satisfaction of solid waste fuel customer (TPI Polene Public Company Limited) is not less than 90% per year.

Operating Results

- The results of the overall satisfaction assessment of power plant customers, including EGAT and TPI Polene Public Company Limited, in all 5 areas received an average score of 100%.
- The results of the overall customer satisfaction assessment of the solid waste fuel plant, including TPI Polene PCL, in all 10 areas, received an average score of 95.83%.

The Company has utilized information obtained from satisfaction assessments of power plant customers and solid waste fuel customers to develop its business operations processes. This involves improving the efficiency of electricity and solid waste fuel production to maintain the Company's standards for ensuring consistent customer satisfaction at a high level.

Corporate Social Responsibility

The corporate social responsibility operations are divided into two main areas: Community Relations and Corporate CSR. In 2023, the Company and TPI Polene Group supported the budget for construction materials and healthcare products in TPI Polene Group, amounting to Baht 43,343,196.86 for the surrounding communities and society. The work was carried out concurrently, and can be summarized as follows:

(1) Community Relations

The Company has solid waste fuel production plants located in various communities. The Company has a proactive policy for every production unit to support hygiene and reduce the impact of epidemics, without waiting for the community to request assistance. The Company provides important supports to surrounding communities and society as follows:

- (1.1) Strengthening communities to promote health, providing mobile medical unit services under the 'Annual Healthcare Project', offering public health examinations, chest X-ray examinations, complete blood counts, and eye examinations to people of Kaeng Khoi District, Muak Lek District, Saraburi Province.
- (1.2) Promoting and enhancing the quality of life for Thai people, the Company has partnered with the 2nd National Blood Service Sector (Lopburi Province) and the Red Cross Society of Saraburi Province to organize blood donation activities. TPI Polene Group's executives, employees, and contractors joined in donating more than 83,700 cc of blood to assist patients in Saraburi and nearby provinces.
- (1.3) Project to Separate Solid Waste in Exchange for Electricity for Community Development aims to provide knowledge on household solid waste separation, reducing solid waste volume within the community. This includes educating individuals on designing and creating products from recycled solid waste. By transforming solid waste into usable products, the community can generate income through product sales and by selling household solid waste to the Company for electricity generation. This initiative not only reduces environmental impact but also improves overall health and hygiene. Community members will convene to drive ongoing activities and create supplementary income opportunities for residents.
- (1.4) Supporting water filters and maintenance for basic community healthcare, ensuring access to clean drinking water for the people and promoting the local economy. This initiative targets 14 villages in the Kaeng Khoi and Muak Lek Districts of Saraburi Province, surrounding the factory.
- (1.5) Participating in organizing TPIPP reforestation activities aimed at reducing heat and contributing to global conservation efforts at the mine Site C1, located in Thap Kwang Sub-district, Saraburi Province. This initiative involves reforesting an area of 100 rai in collaboration with the Mayor, Chief Executive of the SAO, and members of the SAO Municipality, as well as village leader, village headman, teachers, and villagers from Thap Kwang Sub-district and Tha Klo Sub-district in Kaeng Khoi District, and Mitraphap Sub-district and Muak Lek Sub-district in Muak Lek District. This activity aims to increase greenery space, replace degraded forests, reduce global warming, and preserve nature and the environment. Additionally, the Board of Directors, executives, and employees of TPI Polene Public Company Limited, TPI Polene Power Public Company Limited, and affiliated companies, together with the Environment for Better Life Foundation, are organizing a project to plant trees and increase greenery space by 2,000 plants in 2023 at the TPI Polene's Cement Factory in Saraburi Province.

(2) Corporate CSR

Additionally, the Company also participates in improving the quality of life and promoting community involvement. In 2023, it engaged in various activities with the community, including the following significant activities:

Society and Community Assistance Activities

Community involvement and development

- **Supporting the budget to promote and develop the good quality of life for Thai people, such as:**

TPI Polene Public Company Limited, TPI Polene Power Public Company Limited, executives, employees, and relatives jointly donated Baht 21,285,062 to the Mahidol Day Fund in 2023 to assist underprivileged patients at Siriraj Hospital, Faculty of Medicine, Mahidol University.

TPI Polene Public Company Limited, TPI Polene Power Public Company Limited, and the Environment for Better Life Foundation donated 300 sweaters through the Embassy of Turkey in Bangkok, which will be distributed to aid victims affected by the earthquake in Turkey.

The Company donated 37 beds for bedridden patients to the Division of Public Health and Environment of Thap Kwang Municipality. These beds will be given to bedridden patients who are confined to their homes in Thap Kwang Sub-district, Muak Lek Sub-district, and Mittraphap Sub-district, Saraburi Province.

The Company supports the “Prosthetics Project” for poor disabled people who are unable to help themselves and for young children who are of school age. This support is extended to the Association of Persons with Physical Disability, Uthai Thani Province, with a contribution of Baht 240,000. Additionally, the Company extends support and supervision for teaching activities aimed at disabled children of the Special Education Center, Educational Zone 8, Chiang Mai Province, with a contribution of Baht 20,000.

The Company supports the 23rd PSU Hat Yai Nature Run 2023 of Prince of Songkla University for Baht 300,000.

The Company supports the event “106th Anniversary Homecoming, Listening to Fun Songs, Walking at Chula” on the occasion of the 106th anniversary of the founding of Chulalongkorn University, organized by the Chulalongkorn University Alumni Association, amounting to Baht 400,000.

The Company improved the meeting room of Ban Nong Talum Puk School, Nakhon Ratchasima Province, for the amount of Baht 50,000.

- Co-hosting the Kathin Samakkhi Ceremony at Sri Don Mun Temple in Chiang Mai Province, Ban Hin Lap Temple in Saraburi Province, Tham Sarika Temple in Nakhon Nayok Province, and the Pha Pa Samakkhi ceremony at Nong Talum Puk Temple in Nakhon Ratchasima Province, as well as the Kathin Samakkhi at Khao Sukim Temple in Chanthaburi Province. The Company also supported the budget for purchasing TPI construction material products, fiber cement products, Nano Super Armor TPI paint, and other products for various temples. This support includes participating in the construction of temples and Phrapariyattidhamma Schools, such as Komes Rattanaram Temple in Pathum Thani Province, building toilets for Wat Pa Khantiyanusorn in Udon Thani Province, establishing a meditation practice area and a fire ceremony area in front of the new chapel at Kaew Fa Temple in Nonthaburi Province, expanding roads, constructing a central kitchen and toilets within Wat Pa Luang Pho Wiriya in Nakhon Ratchasima Province, and more.

In addition, the Company also participates in promoting and maintaining Buddhism in various areas, which includes supporting projects such as the Novice - Primary Root of Religious Successor Project at Rama IX Kanchanaphisek Temple, contributing to the dissemination of Dhamma through the Dharma Inspiration Channel at Weruwan Temple in Kanchanaburi Province, and supporting the spread of Buddhism on the World Buddhist Television Station of Thailand at Wat Yannawa (WBTV), among others.

4. Management Discussion and Analysis : MD&A

4.1 Analysis of Operations and Financial Status

4.1.1. Overview of Performance in 2023

Sales Revenue

In 2021, 2022, and 2023, the Company and its subsidiaries generated total revenue from sales of power and goods and revenue from adders amounting to Baht 11,073.8 million, Baht 10,200.0 million, and Baht 10,989.8 million, respectively, an increase of Baht 789.8 million or increased by 7.7% compared with the same in 2022.

Sales revenue from the energy and utilities business for the years 2021, 2022, and 2023 were Baht 10,557.4 million, Baht 9,618.4 million, and Baht 10,361.4 million, respectively. In 2023, the Company's total electricity sales amounted to Baht 10,005.1 million (divided into sales to the Electricity Generating Authority of Thailand (EGAT) of Baht 7,452.7 million, and sales to TPI Polene Public Company Limited (TPIPL) of Baht 2,552.4 million), an increase from the total electricity sales of Baht 9,248.4 million in 2022 (divided into sales to EGAT of Baht 7,680.2 million, and sales to TPIPL of Baht 1,568.2 million). Electricity sales in 2023 increased was mainly due to the fact that the electricity sales volume sold to TPIPL increased from 413.0 million units in 2022 to 647.4 million units in 2023. Besides, revenue from sale of Municipal Solid Waste (MSW) and steam to TPIPL decreased to Baht 356.4 million in 2023 from Baht 370.0 million in 2022, a decrease of Baht 13.6 million.

Sales revenue from petrol and natural gas (NGV) stations business in 2021, 2022, and 2023 were Baht 516.5 million, Baht 581.6 million, and Baht 628.4 million, respectively. The increase in revenue from sales of fuel and natural gas (NGV) was mainly due to higher fuel sales volumes and an increase in natural gas prices.

Other Income

In 2021, 2022, and 2023, the Company and its subsidiaries reported other income amounts of Baht 240.6 million, Baht 366.5 million, and Baht 177.4 million, respectively. In 2023, other income decreased by Baht 189.1 million, as income from machinery rental decreased by Baht 91.5 million as the Company reduced machinery rental fees to offset with the purchase price of waste, resulting in lower waste cost. Additionally, income from waste disposal services decreased by Baht 51.5 million due to a decreased volume of infectious waste disposal as the COVID-19 epidemic was likely to easing and had subsided, and other income decreased by Baht 46.1 million.

Investment Income

In 2021, 2022, and 2023, the Company and its subsidiaries had investment income of Baht 43.8 million, Baht 52.3 million, and Baht 120.6 million, respectively. In 2023, investment income increased by Baht 68.3 million or increased by 130.5% compared with the same in 2022.

Total Incomes

In 2021, 2022, and 2023, the Company and its subsidiaries reported total incomes of Baht 11,358.3 million, Baht 10,625.5 million, and Baht 11,330.5 million, respectively. In 2023, total incomes increased by Baht 705.0 million compared with the same in 2022 or increased by 6.6%, mainly due to an increase in sales revenue.

Cost of Sales

In 2021, 2022, and 2023, the Company and its subsidiaries had cost of sales amounting to Baht 6,186.7 million, Baht 7,184.5 million, and Baht 6,978.4 million, respectively. In 2023, cost of sales decreased by Baht 206.1 million compared with the same in 2022, or decreased by 2.9%, mainly due to the reduced price of coal, the main fuel for electricity production sold to TPI Polene Public Company Limited.

Gross Profit

In 2021, 2022, and 2023, the Company and its subsidiaries registered gross profits of Baht 4,887.1 million, Baht 3,015.5 million, and Baht 4,011.4 million, respectively. In 2023, the gross profit increased by Baht 995.9 million, or an increase of 33.0%, mainly due to an increase in overall electricity sales and a reduction in fuel costs. Gross profit margin in 2021, 2022, and 2023 accounted for 44.1%, 29.6%, and 36.5%, respectively.

Distribution Costs

In 2021, 2022, and 2023, the Company and its subsidiaries had distribution costs equal to Baht 65.4 million, Baht 64.6 million, and Baht 65.1 million, respectively. In 2023, distribution costs increased by Baht 0.6 million compared with the same in 2022, or a 0.9% increase.

In 2021, 2022, and 2023, distribution costs as a percentage of sales revenue accounted for 0.6%, 0.6%, and 0.6%, respectively. Distribution costs as a percentage of sales revenue in 2023 were at an equivalent level to those in 2022.

Administrative Expenses

In 2021, 2022, and 2023, the Company and its subsidiaries had administrative expenses amounting to Baht 581.8 million, Baht 459.2 million, and Baht 472.3 million, respectively. In 2023, administrative expenses increased by Baht 13.1 million compared with the same in 2022, or a 2.8% increase, to be in line with an increase in advertising and public relations costs.

In 2021, 2022, and 2023, administrative expenses as a percentage of sales revenue accounted for 5.3%, 4.5%, and 4.3%, respectively. Administrative expenses as a percentage of sales revenue in 2023 decreased over the year 2022.

Financial Costs

In 2021, 2022, and 2023, the Company and its subsidiaries recorded financial costs amounting to Baht 207.8 million, Baht 90.3 million, and Baht 147.9 million, respectively. Financial costs in 2022 decreased by Baht 117.5 million compared with the same in 2021, a 56.5% decrease, as certain interest costs were capitalized as part of construction in progress whereas financial costs for the year increased by Baht 57.6 million to

Baht 147.9 million in 2023 compared with the same in 2022, or a 63.8% increase. This was attributed to the Company's higher interest-bearing debt from additional bond issuances. The proceeds from the fundraising were utilized to invest in the purchase of machinery and equipment for production efficiency improvements to facilitate a transition from coal to waste fuel, aligning with the Company's strategic goal of zero coal consumption. This investment also aimed at improving the operational efficiency of the waste-to-energy plant and providing additional working capital for the Company.

Income Tax Expenses

In 2021, 2022, and 2023, the Company and its subsidiaries reported income tax expenses of Baht 110.1 million, Baht 14.1 million, and Baht 16.9 million, respectively. In 2023, income tax expense increased by Baht 2.9 million, compared with the same in 2022, or a 20.6% increase.

Profit for the Year

In 2021, 2022, and 2023, the Company and its subsidiaries generated normal operating profit (excluding gains(losses) from foreign exchange and income tax) of Baht 4,316.5 million, Baht 2,820.1 million, and Baht 3,627.3 million, respectively. In 2023, normal operating profit (excluding gains(losses) from foreign exchange and income tax) increased by Baht 807.2 million compared the same in 2022 or increased by 28.6%.

In 2021, 2022, and 2023, the Company and its subsidiaries registered net profit of Baht 4,191.3 million, Baht 2,812.8 million, and Baht 3,653.2 million, respectively. In 2023, net profit increased by Baht 840.4 million from the same in 2022 or a 29.9% increase. This increase was attributed to higher overall electricity sales and reduced fuel costs, despite a decrease in other revenues, and increases in distribution costs, administrative expenses, financial costs, and income tax expenses. Profit for the year 2023 of Baht 3,653.2 million was comprised of normal operating profit of Baht 3,627.3 million, net foreign exchange gain of Baht 42.8 million and tax expense of Baht 16.9 million.

The Company's net profit margins in 2021, 2022, and 2023 accounted for 36.9%, 26.5%, and 32.2%, respectively. In 2023, net profit margin increased over the year 2022 due to the aforementioned reasons.

Operational Results classified by Business Sector

1. Energy and utilities

In 2021, 2022, and 2023, sales revenues generated from the energy and utilities businesses sector were Baht 10,557.4 million, Baht 9,618.4 million, and Baht 10,361.4 million, respectively. In 2023, sales revenues generated from the energy and utilities businesses sector increased due to an increase in units of the electricity sales to TPI Polene Public Company Limited, from 413.0 million units in 2022 to 647.4 million units in 2023..

The Company and its subsidiaries' earnings before interest, taxes, depreciation and amortization (EBITDA) for the year 2021, 2022, and 2023 were Baht 5,413.0 million, Baht 3,878.4 million, and Baht 4,821.9 million, respectively. The increase in EBITDA in 2023 was due to the higher volume of electricity sold, coupled with reduced cost of sales from lower coal prices and decreased waste fuel costs.

2. Petrol and gas stations

In the years 2021, 2022, and 2023, the revenues from petrol and gas stations business were Baht 516.5 million, Baht 581.6 million, and Baht 628.4 million, respectively. In 2023, the increase in revenue from the sale of fuel oil and natural gas (NGV) was mainly due to an increase in fuel oil sales volume and a rise in natural gas prices.

The earnings before interest, taxes, depreciation, and amortization (EBITDA) for the oil and gas station sector in 2021, 2022, and 2023 were Baht 13.3 million, Baht 35.6 million, and Baht 13.2 million, respectively.

4.1.2 Financial position and financial ratios for the year 2023

Assets

As of December 31, 2021, 2022, and 2023, the Company had total assets of Baht 48,485.4 million, Baht 50,579.4 million, and Baht 59,767.2 million, respectively, with total assets increasing due to an increase in the Company's investment in property, plant and equipment assets.

Total current assets as of December 31, 2021, 2022, and 2023 were Baht 9,105.3 million, Baht 7,001.5 million, and Baht 8,482.3 million, respectively. Trade accounts receivable accounted for 28.1%, 22.5%, and 20.4% of total current assets or an average collection period of 81 days, 73 days, and 54 days, respectively. In addition, the inventory accounted for 17.5%, 27.6%, and 21.5% of total current assets or an average inventory turnover period of 83 days, 88 days, and 97 days, respectively.

As of December 31, 2021, 2022, and 2023, the Company had property, plant, and equipment assets of Baht 37,808.8 million, Baht 41,652.5 million, and Baht 48,025.2 million, respectively. Most of the asset increase resulted from investments in expanding the waste-to-energy production capacity through the construction of fuel sorting plants to meet the growing demand for waste fuel as a replacement for coal usage. Investments in machinery and equipment were made to modify the power plant for a transition from coal to waste fuel, along with the expansion of installed electricity production capacity and investments to support the development of future projects of the Company.

Liabilities

As of December 31, 2021, 2022, and 2023, the Company's total liabilities were Baht 17,633.5 million, Baht 19,014.9 million, and Baht 26,565.6 million, respectively. The increase in total liabilities was due to the bond issuance in August 2022, totaling Baht 4,693.0 million, which was primarily utilized to refinance bonds maturing at Baht 4,000 million in November 2022, with the remainder allocated for operational working capital. In 2023, bond issuances amounted to Baht 9,000 million, with the January tranche of Baht 6,000 million aimed at funding for capital investments in the modernization of power plants (TG7, TG8) to transition from coal to cleaner waste fuel and enhance the efficiency of the waste-to-energy power plants, alongside serving as the Company's working capital. The November tranche of Baht 3,000 million was purposed for servicing of maturing bond obligations in December 2023.

Other payables (machinery accrued expenses and retention payable) accounted for 6.1%, 19.5%, and 30.0% of its total circulating debts as of December 31st for the years 2021, 2022, and 2023, respectively. For the year 2023, other payables increased due to the Company's investment in machinery installation in the Company's projects, causing an increase in machine payable, accrued expenses, and retention charged from the suppliers and installers of the machinery as guarantees in the event of damage or mistakes during the contract period

The Company had trade account payables equal to Baht 430.4 million, Baht 743.2 million, and Baht 335.8 million, as of December 31, 2021, 2022, and 2023, representing an average repayment period of 25 days, 29 days, and 28 days, respectively.

Shareholders' Equity

As of December 31, 2021, 2022, and 2023, the Company had shareholders' equity of Baht 30,851.8 million, Baht 31,564.4 million, and Baht 33,201.6 million, respectively. Shareholders' equity increased because of the Company's business operation with net profits in 2022 and 2023.

Capital Structure

As of December 31, 2021, 2022, and 2023, the Company has debt-to-equity ratios of 0.57, 0.60, and 0.80 times, respectively, with the interest-bearing debt to shareholders' equity ratio of 0.52, 0.53, and 0.71 times, accordingly. The increase in these ratios is due to the bond issuances and offerings in 2022 and 2023, as previously described in the liabilities section.

Liquidity and Sufficiency of Funds

In 2021, 2022, and 2023, the Company had net cash flows from operations of Baht 4,159.1 million, Baht 5,407.8 million, and Baht 5,090.7 million, respectively.

The Company had net cash flows from (used in) investing activities in 2021, 2022, and 2023 in the amount of Baht (5,495.9) million, Baht (2,284.7) million, and Baht (7,502.7) million, respectively. For the year 2021, net cash flows from investing activities decreased due to the Company receiving cash from the sale of

equity securities and debt securities purchased in the previous year. In 2022, net cash flows from investing activities increased as the Company invested more in land, buildings, machinery, and equipment compared to 2022, along with an increase in investments in equity and debt securities for financial liquidity management.

The Company had net cash flows from (used in) financing activities in 2021, 2022, and 2023 in the amount of Baht 475.1 million, Baht (2,049.4) million, and Baht 2,843.0 million, respectively, resulting in an increase (decrease) in net cash flow after financial activities in 2021, 2022 and 2023 in the amount of Baht (861.2) million, Baht 1,073.5 million, and Baht 430.9 million, respectively.

Current ratios in 2021, 2022, and 2023 were 1.80, 1.37, and 1.25 times. The quick ratio was 1.38, 0.92, and 0.91 times, respectively. The interest coverage ratio in 2021, 2022, and 2023 was 10.36, 6.54, and 6.06 times, respectively. Those ratios decreased but remained at a high level. In addition, the debt service coverage ratio was 1.35, 1.29, and 1.20 times, respectively.

As of December 31, 2021, 2022, and 2023, the Company and its subsidiaries reported a debt to equity ratio of 0.52, 0.53, and 0.71 times, respectively. The net interest-bearing debt to equity ratio (after adjusting for financial lease obligations, cash, cash equivalents, and other financial current assets exceeding Baht 1,500 million under the 2021 MTN program conditions) was 0.41, 0.46, and 0.57 times, respectively. Furthermore, the net interest-bearing debt to equity ratio (following similar adjustments under the 2023 MTN program conditions) was 0.36, 0.41, and 0.53 times, respectively.

In this regard, this implies that the cash flow, liquidity ratio, quick turnover ratio, and debt service coverage ratio of TPI Polene Group are at a high liquidity level, ensuring that the Company's Group has sufficient liquidity for its operations, be able to pay off debt, can comply with key loan terms and conditions, and has ability to secure further financing acquisition capability with sufficient revolving credit facilities supported by financial institutions.

Preservation of Financial Ratios

The Company and its subsidiaries have sufficient funds to invest in various projects. The source of funds comes from their business operational cash flow, debenture offerings, loans from domestic financial institutions, bill of exchange offerings, and loans from financial institutions in the category of revolving credit for business operations.

Financial obligations of the Company and its subsidiaries as of December 31, 2023, are as follows:

1. Debentures of the Company and its subsidiaries in the amount of Baht 4,000 million issued under the Company's Medium Term Note Program for the year 2018, with a provision on the debentures that require the debt to equity ratio to be maintained (debt means interest-bearing debt) at the end of the quarterly accounting period or the end of the fiscal year until the maturity of the debentures at a ratio not exceeding 1.75:1.
2. Debentures of the Company and its subsidiaries in the amount of Baht 14,936.60 million issued under the Company's Medium Term Note Program for the year 2021, with a provision on the debentures that require the debt to equity ratio to be maintained (debt means interest-bearing debt less by cash, deposits, and short-term investments in excess of Baht 1,500 million, and deducted by lease liabilities, and financial debt for investment in power plants under the power purchase agreements with the authorities) at the end of the quarter or the end of the fiscal year until the maturity of the debentures at the ratio not exceeding 3:1.
3. Debentures of the Company and its subsidiaries in the amount of Baht 3,000 million issued under

the Company's Medium Term Note Program for the year 2023, with a provision on the debentures that require the debt to equity ratio to be maintained (debt means interest-bearing debt less by cash, deposits, and short-term investments, and deducted by lease liabilities, and financial debt for investment in power plants under the power purchase agreements with the authorities) at the end of the quarter or the end of the fiscal year until the maturity of the debentures at the ratio not exceeding 3:1.

As of December 31, 2023, the Company and its subsidiaries have an interest-bearing debt to equity ratio of 0.71: 1, which is not more than the maintenance ratio of 1.75: 1 according to the terms and conditions specified in the debenture agreements in Clause 1. Sequentially, the interest-bearing debt to equity ratio was 0.57: 1, which is not greater than the ratio that must be maintained at 3: 1 according to the terms and conditions stipulated in the debenture agreements in Clause 2 and was 0.53: 1, which is not greater than the ratio that must be maintained at 3: 1 according to the terms and conditions stipulated in the debenture agreements in Clause 3.

Trade Credit Policies and Terms

The Company's Group has a credit management policy in which credit criteria and procedures are determined for each business unit that can compete and compare to competitors by considering the overall average earnings and payout periods to be consistent and have no impact on the financial liquidity, including but not limited to funding costs and financial risks that may arise from exchange rates.

4.2 Factors that may affect future operations

4.2.1 The Company's operations and sustainable business practices (ESG)

The Company prioritizes the impacts of climate change and sustainable business as critical determinants of future business sustainability. In response, it has established an agenda to achieve carbon neutrality by 2037, encompassing both short-term and long-term objectives alongside strategies aimed at reducing greenhouse gas emissions, thereby mitigating associated business risks. Such an approach demands capital allocations towards transforming electricity generation to environmental methodologies, utilizing waste as a renewable fuel source and substitute for coal as well as expanding the use of solar and wind energy. The transition towards a 100% renewable energy power plant not only enables the Company to obtain Renewable Energy Certificates (RECs) but also opens the opportunity to engage in the carbon credit market. The Company implements a low-carbon strategy which serves as a cornerstone in mitigating risks associated with climate change, thereby enabling the achievement of its objectives in reducing greenhouse gas emissions.

Additionally, the expansion of electricity generation from renewable resources offers the possibility of engaging in carbon credit trading thereby creating new potential revenue streams for the Company. The community would push towards establishing new business sectors, especially in developing the infrastructure required for electric vehicle charging, supporting the growing shift towards electric vehicles. This transition is reflective of strategic approaches to climate change adaptation, aiming for the establishment of a low-carbon society.

4.2.2 Financial support obligations to affiliates

The Company considers providing financial support to its affiliates if necessary and benefits to the Company and the Group in the long term. The Company believes that such policies and actions will be able to strengthen the companies under the TPI Polene Group. On February 29, 2024, the Board of Directors' meeting resolved to extend the period of receiving and/or providing financial assistance between the Company and TPI Polene Public Company Limited for another two years (March 1, 2024 - February 29, 2026) in the amount of Baht 1,200 million (in the case of the Company receiving assistance) and Baht 700 million (in the case of the Company providing financial assistance) which is a short-term revolving loan in the form of promissory notes classified as a connected transaction in the category of providing and/or receiving financial assistance.

4.3 Financial highlights

The auditor for the audited consolidated and separate financial statements for the year ended December 31, 2023, is Ms. Thanyalux Keadkeaw, Registration No. 8179, from KPMG Phoomchai Audit Company Limited.

The auditor audited the consolidated and separate financial statements of TPI Polene Power Public Company Limited and its subsidiaries, and exclusively for TPI Polene Power Public Company Limited, consisting of the statement of financial position as of December 31, 2023, the statement of comprehensive income, the statement of changes in shareholders' equity, and the statement of cash flows for the same year ended, including notes which contain a summary of significant accounting policies and other matters.

The auditor was of the opinion that the above financial statements represented the Company's financial position as of December 31, 2023, operating performances, and cash flows for the year that ended fairly and materially in accordance with the Financial Reporting Standards.

4.3.1. Consolidated statement of financial position

(Unit: Million Baht)	2021	%	2022	%	2023	%
Current assets						
Cash and cash equivalents	929.34	1.92	2,002.86	3.96	2,433.81	4.07
Trade accounts receivable	2,561.00	5.28	1,574.31	3.11	1,726.99	2.89
Other receivable	229.66	0.47	230.16	0.46	254.92	0.43
Short-term loans to related parties	230.62	0.48	-	-	-	-
Accounts receivable and advances to related parties	56.28	0.12	91.66	0.18	77.28	0.13
Inventories	1,590.80	3.28	1,930.76	3.82	1,823.98	3.05
Other current financial assets	3,495.24	7.21	1,133.81	2.24	1,985.49	3.32
Other current assets	12.32	0.03	37.95	0.08	179.82	0.30
Total current assets	9,105.26	18.78	7,001.51	13.84	8,482.29	14.19
non-current assets						
Other non-current financial assets	670.89	1.38	486.17	0.96	487.02	0.81
Investments in joint ventures	-	-	249.89	0.49	253.19	0.42
Property, plant and equipment	37,808.80	77.98	41,652.50	82.35	48,025.21	80.35
Right-of-use assets	620.59	1.28	518.32	1.02	1,686.81	2.82
Advance payment for building and equipment	131.81	0.27	529.62	1.05	683.48	1.14
Deferred tax assets	94.01	0.19	82.24	0.16	76.17	0.13
Other non-current assets	53.99	0.11	59.11	0.12	73.04	0.12
Total non-current assets	39,380.09	81.22	43,577.86	86.16	51,284.88	85.81
Total assets	48,485.35	100.00	50,579.37	100.00	59,767.18	100.00
Current liabilities						
Trade payable	430.40	0.89	743.17	1.47	335.81	0.56
Other payable	306.88	0.63	998.42	1.97	2,040.43	3.41
Accounts payable and advances received from related parties	47.60	0.10	178.20	0.35	147.48	0.25
Current portion of lease liabilities	20.24	0.04	25.29	0.05	40.05	0.07
Current portion of debentures	4,000.00	8.25	3,000.00	5.93	4,000.00	6.69
Interest payable	66.13	0.14	72.69	0.14	135.20	0.23
Corporate income tax payable	43.96	0.09	0.23	0.00	0.41	0.00
Other current liabilities	143.25	0.30	97.06	0.19	91.67	0.15
Total current liabilities	5,058.46	10.43	5,115.06	10.11	6,791.05	11.36
Non-current liabilities						
Lease liabilities	630.20	1.30	536.67	1.06	1,695.78	2.84
Debentures	11,523.60	23.77	13,216.60	26.13	17,936.60	30.01
Non-current provisions for employee benefits	151.66	0.31	146.62	0.29	142.15	0.24
Provision for dismantling costs	269.61	0.56	-	-	-	-
Total non-current liabilities	12,575.07	25.94	13,899.89	27.48	19,774.53	33.09
Total Liabilities	17,633.53	36.37	19,014.95	37.59	26,565.59	44.45
Equity						
Authorized Share Capital	8,400.00	17.32	8,400.00	16.61	8,400.00	14.05
Issued and paid share capital	8,400.00	17.32	8,400.00	16.61	8,400.00	14.05

(Unit: Million Baht)	2021	%	2022	%	2023	%
Share premium	14,580.89	30.07	14,580.89	28.83	14,580.89	24.40
Retained earnings						
Appropriated - legal reserve	840.00	1.73	840.00	1.66	840.00	1.41
Unappropriated	7,030.75	14.50	7,743.54	15.31	9,380.70	15.70
Other components of equity	0.17	0.00	-	-	-	-
Non-controlling interests	0.00	0.00	0.00	0.00	0.00	0.00
Total shareholders' equity	30,851.82	63.63	31,564.43	62.41	33,201.59	55.55
Total Liabilities and shareholders' equity	48,485.35	100.00	50,579.37	100.00	59,767.18	100.00

4.3.2 Comprehensive Income Statement

(Unit: Million Baht)	2021	%	2022	%	2023	%
Revenues						
Revenue from sales of electricity and goods	6,104.73	55.13	6,588.03	64.59	8,260.38	75.16
Revenue from adders	4,960.10	44.87	3,611.94	35.41	2,729.43	24.84
	11,073.83	100.00	10,199.97	100.00	10,989.81	100.00
Cost of sales of electricity and goods	(6,186.73)	(55.87)	(7,184.50)	(70.44)	(6,978.41)	(63.50)
Gross profit	4,887.10	44.13	3,015.47	29.56	4,011.40	36.50
Net foreign exchange gain	-	-	6.73	0.07	42.77	0.39
Investment income	43.85	0.40	52.33	0.51	120.59	1.10
Other income	240.58	2.17	366.47	3.59	177.36	1.61
Profit before expenses	5,171.53	46.70	3,441.00	33.74	4,352.12	39.60
Distribution costs	(65.44)	(0.59)	(64.57)	(0.63)	(65.13)	(0.59)
Administrative expenses	(581.81)	(5.25)	(459.19)	(4.50)	(472.28)	(4.30)
Net foreign exchange loss	(15.03)	(0.14)	-	-	-	-
Total expenses	(662.28)	(5.98)	(523.76)	(5.13)	(537.41)	(4.89)
Profit from operations	4,509.25	40.72	2,917.23	28.60	3,814.71	34.71
Financial costs	(207.79)	(1.88)	(90.29)	(0.89)	(147.87)	(1.35)
Share of profit (loss) by the equity method	-	-	(0.11)	(0.00)	3.26	0.03
Profit before income tax	4,301.46	38.84	2,826.83	27.71	3,670.11	33.40
Tax expense	(110.13)	(0.99)	(14.05)	(0.14)	(16.95)	(0.15)
Profit for the year	4,191.33	37.85	2,812.78	27.58	3,653.16	33.24
Other comprehensive income						
Exchange differences on translating foreign operations	0.35	0.00	(0.18)	(0.00)	-	-
Share of other comprehensive income (loss) of subsidiaries	-	-	-	-	-	-
Other comprehensive income (loss) for the year						
- Net of income tax	0.35	0.00	(0.18)	(0.00)	-	-
Total comprehensive income for the year	4,191.68	37.85	2,812.60	27.57	3,653.16	33.24
Profit (Loss) attributable to:						
Owners of the parent	4,191.33	37.85	2,812.78	27.58	3,653.16	33.24
Non-controlling interests	-	-	-	-	-	-
Profit for the year	4,191.33	37.85	2,812.78	27.58	3,653.16	33.24
Total Comprehensive Profit attributable to:						
Owners of the parent	4,191.68	37.85	2,812.60	27.57	3,653.16	33.24
Non-controlling interests	-	-	-	-	-	-
Total comprehensive income for the year	4,191.68	37.85	2,812.60	27.57	3,653.16	33.24
Basic earnings per share (in Baht)	0.50		0.34		0.44	

4.3.3 Revenue from external customers

Revenue from external customers	2021	%	2022	%	2023	%
Energy and utilities	10,557.35	95.34	9,618.40	94.30	10,361.43	94.28
Petrol and gas stations	516.48	4.66	581.57	5.70	628.38	5.72
Total	11,073.83	100.00	10,199.97	100.00	10,989.81	100.00

4.3.4 Consolidated cash flow statement

Consolidated cash flow statement	2021	2022	2023
Net cash provided by operating activities	4,159.10	5,407.75	5,090.66
Net cash used in investing activities	(5,495.87)	(2,284.66)	(7,502.67)
Net cash from (used in) financing activities	475.13	(2,049.41)	2,842.97
Net increase (decrease) in cash and cash equivalents before effect of exchange rate	(861.64)	1,073.69	(67.75)
Effects of foreign exchange rates on balance held in foreign currencies	0.40	(0.17)	(0.01)
Cash and cash equivalents from changes in investments in subsidiaries	-	-	-
Net cash and cash equivalents increased (decreased)	(861.24)	1,073.52	(67.76)
Cash and cash equivalents at January 1	1,790.58	929.34	2,002.86
Cash and cash equivalents at December 31	929.34	2,002.86	1,935.10

4.3.5 Financial Ratios

	Financial Statements		
	2021	2022	2023
Liquidity Ratios			
Current ratio (times)	1.80	1.37	1.25
Quick ratio (times)	1.38	0.92	0.91
Cash ratio (times)	0.77	1.06	0.86
Receivable turnover (times)	4.44	4.93	6.66
Collection period (days)	81.06	72.98	54.07
Inventory turnover (times)	4.36	4.08	3.72
Inventory turnover period (days)	82.62	88.23	96.85
Account payable turnover (times)	14.34	12.24	12.94
Payment period (days)	25.11	29.40	27.83
Cash cycle (days)	138.57	131.80	123.09
Profitability Ratios			
Gross profit margin (%)	44.13	29.56	36.50
Operating profit margin (%)	40.46	28.02	33.22
Other profit margin (%)	(1.58)	(0.29)	0.14
Cash to net profit ratio (%)	92.83	189.20	139.42
Net profit margin (%)	36.90	26.47	32.24
Return on equity (%)	14.02	9.01	11.28
Efficiency Ratios			
Return on assets (%)	9.09	5.68	6.62
Return on fixed assets (%)	13.92	9.59	10.42
Total asset turnover (times)	0.25	0.21	0.21
Financial Policy Ratios			
Interest-bearing debt to equity (times)	0.52	0.53	0.71
Net interest-bearing debt to equity according to terms and conditions (times) ⁽⁷⁾ (under the 2021 MTN program)	0.41	0.46	0.57
conditions (times) ⁽⁸⁾ (under the 2023 MTN program)	0.36	0.41	0.53
Debt to equity ratio (times)	0.57	0.60	0.80
Net interest-bearing debt to EBITDA (times) ⁽¹⁾	2.98	4.29	4.90
Interest coverage ratio (times) ⁽²⁾	10.36	6.54	6.06
Debt service coverage ratio (times) ⁽³⁾	1.35	1.29	1.20
Debt securities to interest-bearing debt ratio (times) ⁽⁴⁾	0.96	0.97	0.93
Interest-bearing debt matured 1 year to total interest-bearing debt (times) ⁽⁵⁾	0.25	0.18	0.17
Loans from financial institution to interest-bearing debt ratio (times) ⁽⁶⁾	0	0	0

Notes:

- (1) Net interest-bearing debt to earnings before interest, income tax, depreciation and amortization and amortization (interest-bearing debt to EBITDA ratio) calculated from (interest-bearing debt)/EBITDA.
Note: EBITDA is calculated from revenue from sales of electricity and goods + revenue from the adder + other income - cost of sales electricity and goods - costs of distribution - administrative expenses + depreciation.
- (2) Interest coverage ratio calculated from EBITDA/financial costs (from cash flow statement).
- (3) Debt service coverage ratio is calculated from EBITDA/(short-term interest-bearing debt + long-term debt obligations maturing within one year).
- (4) Debt securities to interest-bearing debt ratio is calculated from debt instruments/interest-bearing debt.
- (5) Interest-bearing debt obligations maturing within one year to total interest-bearing debt is calculated from (short-term interest-bearing debt + current portion of long-term interest-bearing debt)/interest-bearing debt.
- (6) Loan from financial institutions to total interest-bearing liabilities is calculated from loans from investment institutions/total interest-bearing debt. For the years 2021, 2022, and 2023, the numbers were zero because the Company has no liabilities from financial institutions.
- (7) Net interest-bearing debt to equity ratio under the terms and conditions for the MTN Project 2021 is calculated from interest-bearing debt, excluding financial liabilities and deducted by the sum of cash, bank deposit, and short-term investments in excess of Baht 1,500 million, and less financial debts for the investment in the power plant projects under the power purchase agreements with the Electricity Generating Authority of Thailand or the Provincial Electricity Authority or public agencies/shareholder equity.
- (8) Net interest-bearing debt to equity ratio under the terms and conditions for the MTN Project 2023 is calculated from interest-bearing debt, excluding financial liabilities and deducted by the sum of cash, bank deposit, and short-term investments, and less financial debts for the investment in the power plant projects under the power purchase agreements with the Electricity Generating Authority of Thailand or the Provincial Electricity Authority or public agencies/shareholder equity.

5. General Information and Other Key Information

5.1 General information

See section 1.1.5 for name, location of head office, type of business, company registration number, telephone, fax, company website, total number and type of shares sold.

5.2 Other important information

- None -

5.3 Legal Disputes

See details in the notes to the financial statements for the year 2023, note 31.

5.4 Secondary market

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

5.5 Financial institutions that regularly contact only in the case of issuing debt securities

CIMB Thai Bank Public Company Limited

Address 44 Lang Suan Road, Lumpini Subdistrict, Pathum Wan District, Bangkok 10330

Bank of Ayudhya Public Company Limited

Address 1222 Rama 3 Road, Bang Phongphang, Yannawa, Bangkok 10120

Asia Plus Securities Company Limited

3/1 Floor, Sathorn City Tower, 175 South Sathorn Road Thungmahamek, Sathorn, Bangkok 10120

Section

02

Corporate Governance

TPI Polene Power Public Company Limited
Annual Registration Statement / Annual Report 2023
(From 56-1 One Report)



6. Good Corporate Governance Policy



6.1 Overview of Corporate Governance Policies and Guidelines

The Board of Directors places great importance on and strives to conduct business by adhering to the good corporate governance policy and the Code of Conduct of TPI Polene Group, which are constantly reviewed, improved, and delivered to the Board of Directors, executives, and all employees. This good corporate governance policy and the Code of Conduct are published on the Company's website to provide guidelines for corporate governance at all levels throughout the organization in order to create a corporate culture as well as to enable investors to understand and use as a guideline to monitor the Group's business direction.

The Group conducts its business in accordance with the ESG framework with responsibility, transparency, and fairness by adhering to the ideals that have been traditionally practiced under the framework of the Company's Code of Conduct. It aims to develop the organization to be a role model in terms of corporate governance by defining it in the Company's vision with the belief that corporate governance is a management system that creates fairness, and transparency generates returns and increases long-term value for shareholders, as well as build confidence with all stakeholders and support, promote the competitiveness of the Company to grow sustainably. The Corporate Governance Committee is responsible for overseeing the Company's corporate governance, stipulating policies and guidelines, monitoring compliance with good corporate governance principles such as Principles of Good Corporate Governance for Listed Companies (SEC) and the Stock Exchange of Thailand, including the criteria under the Corporate Governance Report of Thai Listed Companies (CGR) survey project of the Thai Institute of Directors Association (IOD).

In 2023, TPI Polene Power received the evaluation results on corporate governance as follows:



TIIPP achieved an Excellent CG Scoring (5-star Level) in the Corporate Governance Report of Thai Listed Companies (CGR) scheme for the year 2023, as recognized by the Thai Institute of Directors Association (IOD).



In 2023, TIIPP was assessed and designated as “SET ESG Ratings : AA” from the Stock Exchange of Thailand, reflecting its commitment to be responsible for stakeholders, taking into account the Environmental, Social and Governance (ESG) for the sustainable benefit of all stakeholders.



In 2023, TIIPP was ranked in the ESG 100 list for the fourth consecutive year, reflecting its outstanding performance in the areas of environment, society, and governance. This recognition positions TIIPP as a worthwhile investment in the Resource sector, bestowed upon by the Thaipat Institute.

The Company announces the operational guidelines for its employees, which include Iddhipada 4 and Brahma-vihara 4 as follows:



Announcement
Issue no. 1/2022

Subject: Principles of employee duties

For success in creating sustainable business growth of the Company, TPI Polene group adheres to Environmental, Social and Governance (ESG) criteria. Environmental, Social, Corporate Governance, by embracing the Bio Circular Green Economy as a sustainable business model under the standards of good corporate governance. In carrying out duties and responsibilities, all employees are required to work under Four Rddhippada - Basic For Success 4, which consists of the follows:-

1. Chanda : (Aspiration) : Intention or purpose or desire or zeal. The need to do and always be willing to do what is assigned and aspire to make it work even better.
2. Viriya : (Effort) or energy or will,
3. Citta : (Concentration) Consciousness or mind or thoughts ,concentrate on work
4. Vimansa : Planning, Result Checking, Good Governance, Research and Development

With a committed heart to create a balanced happiness with a better quality of life in a sustainable manner pursuant to Four Sublime States of Mind which consists of the followings:-

Metta : Mercy
Karuna : Kindness
Mudita : Sympathetic Joy
Upekkha : Equanimity

Announced on January 5, 2022

Prachai Leophairatana
Chief Executive Officer

Note: This principle of living follows metaphysical concept of Four Noble Truths

See more details on the Company's website:
<http://www.tpipolenepower.co.th/index.php/th/th-aboutus/emprrinciple>

Brahma-vihara 4

(FOUR SUBLIME STATES OF MIND)

Metta

(MERCY)

Love, desire for others
to be happy

Karuna

(KINDNESS)

Desire to get others out of
their sufferings

Mudita

(SYMPATHETIC JOY)

Rejoice in the success of
others, compersion

Upekkha

(EQUANIMITY)

Stillness, impartiality

Iddhipada 4

BASIS FOR SUCCESS 4

Chanda

(ASPIRATION)

Passions to do things and
desire to make even better
results

Viriya

(EFFORTS)

Diligence, patience,
commitment, endurance,
sedulousness

Citta

(CONCENTRATION)

Consciousness of the
senses, mindfulness

Vimamsa

(R&D)

Planning, measuring,
and devising solutions

Principles of Iddhipada 4

Dharmas of Success for work consisted of:

Chanda means love for work - being satisfied with the work that is being done.

Viriya means being diligent in one's work.

Citta means being attentive and responsible for one's work.

Vimamsa means scrutinizing and using intelligence to work.

Ariyadhamma of Buddhism is Buddha's doctrine as a metaphysics for the liberation from suffering.

1. Dukkha

(Suffering)

2. Samudaya

(The Cause or
Origin of Suffering)

3. Nirodha

(The Cessation or
Extinction of Suffering)

4. Marga

(The Path leading
to the Cessation or
Extinction of Suffering)



1. DUKKHA

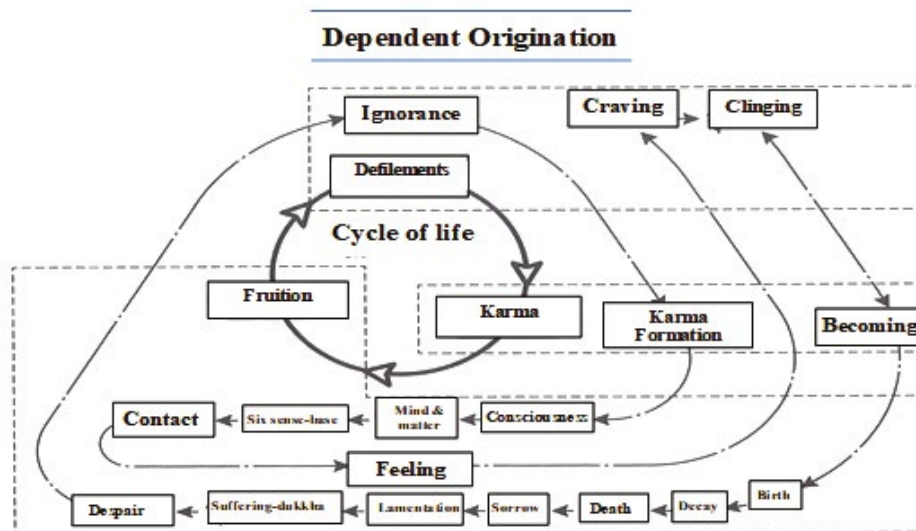
UNSATISFACTION, SUFFERING, PAIN

The word suffering in the Noble Truth does not mean suffering in the Thai language as it is commonly understood, but also refers to difficult conditions to endure in the same conditions and oppressive situations.

2. SAMUDAYA

THE ORIGIN OR ARISING OF DUKKHA

Considering from the Cause of Suffering



3. Nirodha: Cessation of Suffering is Nirvana.

(EXTINCTION OF SUFFERING)

It is the elimination of defilements with the power to follow the Eightfold Path until attaining that path.

4. Marga

(THE NOBLE EIGHTFOLD PATHS)

Dharma that kill defilements or end ten Samyojana⁴

The Path leading to the Cessation or Extinction of Suffering:

1. Right view
2. Right intention
3. Right speech
4. Right action
5. Right livelihood
6. Right effort
7. Right mindfulness
8. Right concentration

Chants conquering Evil: Panmare Chino Na Tho

Panmare Chino Natou Patto Sampothimuttaman

Chatur Satjung Pakasti Thammajakang Pawattayi

Etena Sajjavajchena Hotu Me Chayamankalang

Devil 5 (What Kills a Person to Die from Goodness)

THE EVIL ONE, THE TEMPER, THE DESTROYER

1. The MARA of Defilement
2. The MARA of Aggregates 2
3. The MARA of Karma Formations 3
4. The MARA of Deity
5. The MARA of Death

After conquering the five devils,
the Buddha enlightened us with the Four Noble Truths

Note:

1. **MARA** (The Destroyer) is something that kills one from their virtue or from noble results, or something that consumes virtues or hinder one from achieving virtuous achievements.
 1. MARA of Defilement is love, greed, anger, delusion, and evil spirit.
 2. MARA of Aggregates is a devil who destroys one's aggregates, causing sickness, disability, and eliminating one's opportunity to do good deeds.
 3. MARA of Karma Formations is thought, emotion, and karma cultivator that prevents one from being released from suffering in the cycle of samsara or rebirth of one in 31 places of existence.
 4. MARA of Death is death that deprives one of the opportunities to do good deeds.
 5. Devaputta Mara is an evil deity who is powerful and inspire one not to do good deeds.
2. **Five Khandha** (Five Groups of Existence or Five Aggregates) are five aggregates of form and abstract that make up the collective units, which are called animals, persons, selfness, they, we, etc
These five components incorporated into life.
 1. Corporeality (rupa-kkhandha)
 2. Feeling sensation (vedana-kkhandha)
 3. Perception (sanna-kkhandha) is the aggregate that remembers what one received and is the part that defines the meaning of what have been known (Arrom 6) such as white, green, black, red, etc.
 4. Mental formation, Volitional Activities (sankhara-kkhandha) is the aggregate of thought to identify what you feel and remember whether it good or bad, or neither good nor bad. The mind was led by intention to be good or bad or upyakrit (neither good nor bad), kaya-sankhara (physical intent), vajee-sankhara (verbal intent), and mano-sakhara (mind intention).
 5. Consciousness (vinnana-kkhandha) is the aggregate of cognition or knowing of things through the six senses including eyes, ears, etc.
3. **Apisankhara 3 is the thought, emotion, and karma cultivator, comprising of:**

1. Punyaphisangkha is a thought that enhances good karma (merit).
 2. Apunyaphisangkha is a thought that enhances evil karma (sin).
 3. Anenchaphisangkha is a thought that is calm, unable to be upset or excited.
4. **Fetter** is the defilement that binds the animals to suffering or that binds the mind to the cycle of defilement, karma, and the result of karma. There are 10 fetters:
1. Sakkaya-ditthi: One has the view that the five aggregates are self.
 2. Wichikitcha: One has doubts in the virtues of the Three Jewels: the Buddha, the Dharma, and the Sangha
 3. Silappatapamas: One adheres to the sacred things or customs by believing in magic which is not Buddhism or adheres to the wrong practices, which is not the aim of Buddhism.
 4. Kamaraka: One has contentment in sensual pleasures or lust.
 5. Vengeance: One adheres with anger. Uddhamphakiasayojana or the Five Higher Fetters are:
 6. Rupa-raka: One has greed for material existence.
 7. Arupa-raka: One has greed for immaterial existence
 8. Mana: One had conceit or pride with the feeling of being better, worse, or equal with others.
 9. Uttacca: One is distracted or restless.
 10. Avijja: One has ignorance of the Four Noble Truths

Phra Sodaban is the one who puts an end to all of the first three fetters, namely Sakkaya Ditthi, Vicikiccha, and Silabbat Pramas.

Sakathakami is the one who puts an end to all first three fetters, and reduces lust and anger.

Anakami is the one who puts an end to the five lower fetters.

Arahant is the one who puts an end to all 10 fetters.

5. Sankhara is bodily and mental formations, together with volitional formations and volitional activities. Sankhara also means "formations" or "that which has been put together" of all including ingredients, decorations, parts of the body, mind, life, spirit, and all things that are made up (Volitional Formation is what our brains think. The more we think, the more formations follow like a shadow following our body. What is in the brain will be expressed through words and actions, which is karma. Since our minds are endlessly concerned or embellished, we commit karma endlessly, resulting in us being reborn indefinitely. In the Trinity (Trilak), Sankhara is the thing being formed or improvised, which is all the mind and forms.

In Paticca-samuppada, Sankhara 3 includes:

1. Kayasangkhara: Bodily volition
2. Vajisangkha: Verbal volition
3. Manosangkha: Mental volition

Sankhara has three qualities known as Trilak as follows:

1. Anicca: Impermanence
2. Dukkha: State of suffering or being oppressed, state which cannot stand it in its original condition, state that will deteriorate because of being oppressed by Anicca.
3. Anatta: No real self, incapable of being in power

The opposite of Sangkhara is Wisangkha
Wisangkha is Nirvana, which is eternal. It leads to Nicca, Sukhang, Anatta (dharma).

As a listed company in the Stock Exchange of Thailand, TPI Polene Group recognizes the importance of good management, transparency, and equality for all stakeholders, and is committed to developing the organization to have good corporate governance with the belief that good corporate governance is a management system that creates fairness, confidence in investment and long-term value for shareholders, as well as confidence in all stakeholders, including making the organization have proper management, efficiency, and effectiveness, promoting the competitiveness of the organization to grow sustainably to raise the standards of corporate governance.

In this regard, good corporate governance and the code of conduct will lead TPI Polene Group to achieve stable, sustainable, and dignified growth; build confidence among shareholders and all stakeholders; develop international performance standards; monitor performance to ensure that it is implemented effectively and covers investments that are jointly planned; define clear action plans; monitor progress reports; regularly review operational progress; as well as determine strategies and long-term goals for sustainable growth development. The Board of Directors is aware of its role as a leader of the organization and comprehends the benefits and application of the Principles of Good Corporate Governance and the Code of Conduct in the organization in order to be recognized internationally.

Good Corporate Governance Policy

TPI Polene Group reviewed and revised the CG policy and manual to be in line with the law, best practices, business operations, and the change in economic and social environment. Their directors, executives, and employees are required, at all levels, to acknowledge and adhere to as part of their works, as a commitment, and to implement in a particular manner. The Board of Directors has established the good corporate governance policy of TPI Polene Group as follows:

1. The Board of Directors, executives, and all employees are committed to applying the principles of good corporate governance to their operations with interrelated fair management structures among the Board of Directors, executives, and shareholders, including stakeholders.
2. The Board of Directors performs their duties with dedication and responsibility, be independent. The roles and duties of the Chairman, the Managing Director, and the Chief Executive Officer are clearly separated.
3. The Board of Directors plays an important role in determining the Company's vision, strategies, policies, and important plans by considering risk factors and setting appropriate management guidelines, including taking actions to ensure that accounting systems, financial reports, and auditing are reliable.
4. The Board of Directors must be a leader in ethics, as a role model in practice in accordance with the principles of good corporate governance, and monitor the management of conflicts of interest and connected transactions.
5. The Board of Directors may appoint ad hoc committees as appropriate to carefully scrutinize significant works.
6. The Board of Directors must arrange an annual self-assessment as a framework for examining their own performance.
7. The Board of Directors determines the code of conduct and business ethics of the Company for the Board of Directors, executives, and employees as guidelines for their conduct along with the Company's regulations and rules.
8. The Board of Directors must ensure adequate, reliable, and timely disclosure of the Company's information, both financial and non-financial, so that shareholders and stakeholders of the Company are equally informed, and must determine a public relations unit and an investor relations unit to be responsible for providing information to investors and the general public.

9. The Board of Directors must ensure that shareholders are treated equally, have access to information, and have appropriate channels to communicate with the Company.
10. The Board of Directors must determine a suitable recruitment system for personnel to take responsibility for important management positions at all levels on a transparent and fair recruitment process.
11. The Board of Directors must establish an effective anti-fraud and corruption support system to ensure that the management recognizes and prioritizes anti-fraud and corruption, and adheres to anti-fraud and corruption measures.
12. The Board of Directors encourages education and training of employees on the environment by setting policies and disclosing practices.

6.1.1 Policies and Guidelines Relating to the Board of Directors

The Board of Directors intends to promote the Company to be an organization with efficiency in business operations, good corporate governance, and excellent management with a focus on creating good benefits for shareholders, employees, and customers, and with regard to stakeholders and related parties as a whole with good governance in doing business that makes the operations of the Company's executives and employees transparent and auditable. For this reason, topics related to policies and practices related to the Board of Directors are stipulated as follows:

1. **The Board of Directors, executives, and all employees adhere to the 6 key principles of good corporate governance** with a management structure and a fair relationship among the Board of Directors, executives, and shareholders as follows:
 - **Accountability:** Responsibility for own decisions and actions
 - **Responsibility:** Responsibility to perform duties with adequate competence and efficiency.
 - **Equitable Treatment:** Equitable and fair treatment to stakeholders

- **Transparency:** Transparency in auditable operations and transparent information disclosure to relevant parties
- **Vision to Create Long-Term Value:** Vision to create long-term value for the organization
- **Ethics:** Code of conduct and business ethics

2. The Board of Directors and executives play an important role in determining the Company's visions, strategies, policies, and major plans by considering risk factors and determining appropriate management guidelines, being responsible for the performance of duties to shareholders, determining the direction of growth, making important company decisions with care and honesty, and ensuring that accounting systems, financial reports, and audits are reliable and shareholders are treated equally.

- The Board of Directors must be a leader in ethics, be a role model in practice according to the principles of good corporate governance, and supervise the management of conflicts of interest and connected transactions.
- The Board of Directors determines the code of conduct and business ethics of the Company for the Board of Directors, executives, and employees as guidelines for their conduct along with the Company's regulations and rules.
- The Board of Directors must ensure adequate, reliable, and timely disclosure of the Company's information, both financial and non-financial, so that shareholders and stakeholders of the Company are equally informed, including setting up a public relations unit and an investor relations unit to be responsible for providing information to investors and the general public.
- The Board of Directors must ensure that shareholders are treated equally, have the right to access information, and have appropriate channels to communicate with the Company.

3. **The Board of Directors and executives must be leaders in ethics**, as a good model in practice according to the Company's good corporate governance guidelines, and monitor the management of conflicts of interest and connected transactions.
4. **The Board of Directors performs their duties with dedication and responsibility, is independent**, and clearly separates the roles and duties of the Chairman, the Managing Director, and the Chief Executive Officer.

5. Roles and responsibilities of the Chairman

In order to clearly separate the authority of the Company's policy-making and management, the Company requires that the Chairman of the Board of Directors, and the President be different person. The Chairman of the Board of Directors has an independent role



(see on the Company's website <http://www.tpipolene-power.co.th/index.php/th/th-about-us/board-d-mgt/board-roles-th> or Scan QR Code)

in expressing opinions to ensure that the Company's board structure has a proper balance of power as follows:

1. To convene and preside over the Board of Directors and the shareholders' meetings as well as determine meeting agendas in conjunction with the Chief Executive Officer.
2. To control meetings efficiency in accordance with the Company's regulations, support and provide opportunities for directors to express their opinions independently.
3. To support and encourage the Board of Directors to perform their duties with full ability according to the scope of authority, duties, responsibilities, and good corporate governance principles.
4. To supervise and monitor the management of the Board of Directors and other sub-committees to achieve the specified objectives.
5. To cast a decisive vote in the event that the Board of Directors' meeting has equal votes for both sides.

6. **The Board of Directors arranges for self-assessment and annual assessment of other directors** to be used as a framework for examining the performance of the Board of Directors and considering, reviewing, analyzing their performance, and referring for further improvements. The performance appraisal form for the Board of Directors is used for the evaluation of the entire Board of Directors and for individual evaluation.
7. **Succession plans**, the Board of Directors and the management must ensure that the Company has a system in place for appropriate personnel to assume key management positions at all levels, prepare personnel for succession planning, especially in executive positions, determine policies and guidelines for management and executive development, as well as individual development plans for higher positions in case of vacancies.
8. **Establishment of specific committees**, the Board of Directors may appoint a specific committee as appropriate to carefully scrutinize significant matters. The Board of Directors has appointed knowledgeable and suitable directors to serve as sub-committees to assist in performing important tasks, which consist of directors with knowledge and expertise to perform their duties in each sub-committee to scrutinize tasks as assigned and in accordance with good practice of sub-committees; defined the scope of duties and responsibilities in the sub-committee charter for clarity; and required that the performance of duties be regularly reported to the Board of Directors meetings for acknowledgment and disclosed in the annual report, Form 56-1 One Report.

The Company's Sub-Committees consist of Executive Committee, Audit Committee, Nomination Committee, Remuneration Committee, Corporate Governance Committee, Sustainable Development Committee, and Risk Management Committee.

- Executive Committee consists of 9 directors who are knowledgeable, competent, ethical, and experienced in business operations.

- Audit Committee consists of 3 independent directors who are fully qualified according to the announcement of the Securities and Exchange Commission, including the Stock Exchange of Thailand, in order to audit and balance the management of the Company's affairs to ensure accuracy, fairness, and for the best interests of the shareholders.
- Nomination Committee, Remuneration Committee, Corporate Governance Committee, Sustainable Development Committee, and Risk Management Committee consisting of directors with knowledge and expertise to perform the duties of each committee, to scrutinize tasks as assigned and in accordance with the good practice of the committees. The scope of duties and responsibilities are defined in the Charter of Sub-committees for clarity, and the performance of their duties is required to be regularly reported to the Board of Directors' meeting and disclosed in the annual report, Form 56-1 One Report.

9. **The Board of Directors and executives recommend and determine the Company's Code of Conduct for the Board of Directors, executives, and all employees as a guideline for their conduct along with the Company's regulations and rules published on the Company's website**



<http://www.tpipolenepower.co.th/index.php/th/th-aboutus/code-of-conduct-th> or Scan QR Code

10. **The Board of Directors and executives provide adequate, reliable, and timely disclosure of the Company's information, both financial and non-financial issues, so that the Company's shareholders and stockholders are properly informed. It also determines a public relations unit and an investor relations unit to be responsible for providing information to investors and the general public.**
11. **The Board of Directors and executives provide effective anti-fraud and anti-corruption support to ensure that the management realizes and places**

importance on anti-corruption and complies with anti-corruption measures published on the Company's website



<http://www.tpipolenepower.co.th/index.php/th/th-investment/social-responsibility-th> or Scan QR Code



<http://www.tpipolenepower.co.th/index.php/th/th-aboutus/anti-corruption> or Scan QR Code

12. **The development of directors.** The Company provides an orientation for new directors with director manuals, documents, and essential information for directors, and encourages them to attend relevant courses with the Thai Institute of Directors Association and other institutions throughout the year to promote knowledge and comprehension of how to conduct operations under the Principles of Good Corporate Governance of the Listed Companies in order to increase knowledge about the roles and responsibilities of directors which will lead to ongoing improvement and modernization.
13. **The Board of Directors meetings and receipt of information documents.** All committee members should attend meetings with the committee's office responsible for document preparation, venue, and coordination of meetings. Each director must be informed of the meeting date, agenda, and information about the meeting in advance. The Company arranges regular meetings of the Board of Directors on average at least once a month and may hold additional meetings as appropriate for the Board of Directors to supervise the management's performance (see details of the preliminary schedule of the Board of Directors' meeting on the Company's website



<http://www.tpipolenepower.co.th/index.php/th/th-aboutus/timetable-th> or Scan QR Code). In

every meeting, appropriate and sufficient time must be allocated for the directors to be able to consider the agenda of the meeting. The Chairman of the Board of Directors and the Chief Executive Officer

jointly set the meeting agenda and consider the agenda for the Board of Directors' meeting to ensure that all major issues in business operations are fully considered by the Board of Directors. Each director is free to propose an agenda for consideration at the meeting and expresses opinions openly and freely and encourages careful discretion on all issues brought to the meeting.

14. Voting for agendas of the Board of Directors must be approved by not less than two-thirds of the directors attending the meeting.

15. The Board of Directors meetings may be held through electronic media, in whole or in part. The Company must comply with the Public Limited Companies Act and relevant laws regarding the Board of Directors meetings, take written meeting minutes, and retain meeting minutes that have been approved by the Board of Directors systematically and with good security.

16. At the Board of Directors meetings, the Company properly complies with the Public Limited Company Act on Board of Directors Meetings. Meeting minutes are taken in writing, approved by the Board of Directors, and retained systematically and securely.

17. Remuneration for Directors and Executives

Remuneration for the Board of Directors is fair and reasonable by considering the suitability and consistency with the responsibilities of the directors and the Company's performance. The remuneration of directors is also approved by the shareholders' meeting in terms of executive remuneration. The Company determines remuneration appropriately by considering the duties, responsibilities, Company performance, and practices of the listed companies in the same industry.

18. Company Secretary is appointed by the Board of Directors to supervise the Board of Directors meetings and shareholders' meetings to be smooth and transparent, comply with the regulations and laws, and monitor compliance with accuracy and consistency. He or she is also responsible for supervising the activities of the Board of Directors

and coordinating the implementation of the Board of Directors' resolutions and ensuring compliance with the Company's principles of good corporate governance.

19. Principle of taking other positions of executives of TPI Polene Group

Details are shown in Article 8 Corporate Governance Report, Subsection 8.1.3 Supervision of Subsidiaries and Associated Companies.

6.1.2 Policies and guidelines relating to shareholders and stakeholders

The Company has given importance to promoting the creation of a tangible corporate governance culture with the Company's Code of Conduct which has been published through the Company's website. The Company has a policy to constantly revise its business ethics in line with changing situations. The Board of Directors acknowledges and complies with the best practices of directors of the Listed Companies. The Board of Directors, executives, and employees at all levels also perform their duties with a conscience and adherence to honesty, morality, ethics, and recognizes the Company's reputation as a leading, reliable, and stable company that has built up its positive reputation for over 20 years. The Company's corporate governance is in accordance with the Principles of Good Corporate Governance and Best Practices of the Stock Exchange of Thailand. The summary of corporate governance is divided into 5 sections as follows:

1. Section 1 Rights of Shareholders

The Company has always recognized the importance and respect of the rights of shareholders, it has a policy on preserving the fundamental rights that shareholders are fairly entitled to according to the law as follows:

1. Arrangement of the shareholders' meeting

The Company arranges for an ordinary shareholders' meeting within four months from the end of the Company's fiscal year. In case of urgency to propose a special agenda related to the interests of shareholders or

related to conditions or rules and applicable laws that require approval from the shareholders' meeting, the Company will hold an extraordinary general meeting of shareholders on a case-by-case basis. Every shareholder meeting of the Company must include the Company's auditor and legal advisor acting as an intermediary to inspect the vote throughout the meeting, with the Chairman conducting the meeting as required by law and the results of the meeting approving all agenda items.

In 2023, the Company scheduled the Annual General Meeting of Shareholders on April 20, 2023, on the 9th floor of TPI Tower, No. 26/56, Chan Tat Mai Road, Thungmahamek Subdistrict, Sathorn District, Bangkok.

Advanced Notice of Meeting Invitation

In 2023, the Board of Directors convened Meeting No. 2/2023 on February 23, 2023. During this meeting, a resolution was passed to convene the Annual General Meeting of Shareholders on April 20, 2023. This decision encompasses the disclosure of the meeting resolution, date, and agenda. Subsequently, the Company issued news announcements on the Stock Exchange of Thailand's website to inform shareholders of the AGM date, as resolved by the Board. This was done in advance of delivering the meeting invitation letters to ensure shareholders are informed. Thailand Securities Depository Co., Ltd., as the Company's Securities Registrar, will deliver the meeting invitation letter. This letter will contain details of the meeting agenda, including important and necessary supporting information for the Board's decision-making or opinions. It will also include minutes of past meetings with complete details, the Annual Report, meeting documents, documents required for granting a proxy, and clear instructions on their usage, all as specified by the Company. The invitation will be sent to shareholders more than 14 days in advance of the shareholder meeting date. The meeting invitation letter was sent out on March 30, 2023, and was announced in the daily newspaper consecutively for three days, not less than seven days before the meeting date (March 22-23-24, 2023), to provide shareholders with sufficient advance notice for meeting preparation.

For the 2023 Annual General Meeting of Shareholders, the Company provided information regarding the shareholder meeting invitation letter and accompanying documents, including the proxy form. This information was disclosed on the Company's website on March 23, 2023, 28 days in advance of the meeting date.

Before commencing each shareholder meeting, the Chairman of the meeting will assign the master of ceremonies to conduct the proceedings. This individual is responsible for introducing the meeting participants, including the Board of Directors, executive team, the Company Auditor, and legal advisor, who serves as a mediator and witness for the meeting. The master of ceremonies then explains all the meeting rules, including procedures for counting shareholder votes on each agenda item according to the Company's regulations. Shareholders are required to clearly exercise their voting rights on each agenda item using separate ballots, as provided in the meeting agenda.

The Chairman of the Meeting will provide all attendees with opportunities to express their opinions, feedback, and ask questions on each agenda item. For good hygiene this year, the Company has prepared paper and a question form for attendees to use instead of using microphones. Then, the President and executives will answer questions clearly, be to the point, and give importance to every question. Finally, the meeting will vote on that agenda.

The Chairman of the meeting will conduct the meeting according to the agenda outlined in the invitation to the 2023 Annual General Meeting of Shareholders only, and will not add additional agenda items without notifying shareholders in advance, unless the meeting resolves to change the order of the agenda with a vote of not less than two-thirds of the number of attending shareholders. Alternatively, shareholders holding shares totaling not less than one-third of the total number of shares sold may request the meeting to consider matters other than those specified in the meeting invitation letter.

At the 2023 Annual General Meeting of Shareholders, when the meeting had already considered the agenda as specified in the Company's regulations, there were no changes made to the order of the agenda, nor were there any requests made during the meeting to consider other matters that were not included.

In addition, accurate and complete minutes will be recorded at every meeting, which will conclude with voting and vote counting. During the 2023 Annual General Meeting of Shareholders, the session was scheduled for 3:00 p.m., with registration beginning at 1:30 p.m. The Company, which has a total of 32,687 shareholders and 8,400,000,000 shares sold, had 69 shareholders attending the meeting in person, representing a total of 31,497,326 shares. Additionally, 44 shareholders provided proxies for representation, totaling 6,219,778,424 shares. Therefore, there were a total of 113 registered shareholders, and the total shares accounted for amounted to 6,251,275,750, which constitutes 74.42% of the total shares sold, forming a quorum. The meeting attendees and the clarification of information are as follows:

- There were 15 directors in attendance, where the Chairman of the Board of Directors acted as the Chairman of the meeting, the chairmen of all sub-committees, directors, the Chief Executive Officer, along with executive vice presidents, assistant managing director, and other executives in front of the stage to clarify and provide information in case of relevant inquiries. In this regard, independent directors are also proxies of minority shareholders.
- Auditors from KPMG Phoomchai Audit Company Limited attended the meeting:
 1. Mr. Bunyarit Thanormcharoen
 2. Mr. Thapanan Krasae
 3. Mr. Kittti Chairob
- Legal advisors from SCL Nishimura & Asahi Company Limited (acting as witnesses, inspecting, and examining voting in case of disputes throughout the meeting):
 1. Mr. Weera Khammee
 2. Mrs. Siriwan Nopareporn

Guidelines on Conflicts of Interest

For meetings, the Good Corporate Governance Guide requires all directors and employees to prepare a conflict of interest report, both in the form of an annual report and a new report during the year in case of changes. At any meeting, persons with vested interests or conflicting interests with the Company must notify the meeting and refrain from participating in the consideration or abstaining from voting on that matter. At the shareholders' meeting, if any director has a vested interest or is involved in any agenda, that director must inform the meeting to abstain from attending the meeting and from voting on that agenda.

Review of Connected Transactions or Conflicts of Interest

The Company prepared its Code of Conduct for its directors, executives, and employees at all levels to acknowledge and foster an organizational culture that prioritizes operations without conflict of interests with the Company in order for the organization to gain the utmost benefit from transparent and auditable business operations. The Audit Committee reviews the connected transactions and transactions that may have conflicts of interest from the relevant directors' reports and found that the transactions were reasonable without causing the Company to lose benefits and properly disclosed to the regulatory authority within the specified timeframe.

Disclosure of the Results of the Shareholders' Meeting

In 2023, TPI Polene Power Public Company Limited delivered a report summarizing the resolutions of the shareholders' meeting to the Stock Exchange of Thailand and the Board of Governors of the Stock Exchange of Thailand in the evening after the meeting was over (April 20, 2023) and delivered the minutes of the shareholders' meeting (with clearly separated agenda, the number of attending/absent directors, questions from shareholders, and clarifications from the Board of Directors, method for counting votes, and the voting results for each agenda in complete) for the SET and the Securities and Exchange Commission (SEC) to acknowledge within 14 days.

2. Equitable Treatment of Shareholders

The Company is committed to equitable treatment of each shareholder (despite their unequal shares and unequal voting rights according to the number of shares held). Every shareholder has fundamental rights as a shareholder regardless of gender, age, race, nationality, religion, beliefs, social status, disability, or political views. The invitation letter for the Annual General Meeting of Shareholders is delivered at least 14 days in advance of the meeting date. In addition, the invitation letter for the Annual General Meeting of Shareholders is also prepared in both Thai for Thai shareholders and in English for foreign shareholders. The details of the meeting invitation letter are also published in both Thai and English on the Company's website.

3. Facilitation to Shareholders

The Company facilitates all shareholders equally by arranging staff to facilitate and check documents of meeting attendees and allow shareholders to register at least 1 hour before the meeting with a barcode system to assist in registration. This barcode system displays the details of each shareholder printed on the registration form or proxy form to facilitate and speed up registration.

2. Section 2 Equitable Treatment of Shareholders

The Company places importance on and ensures equitable and fair treatment of all shareholders by taking the following actions:

1. The shareholders' meeting is conducted in the order of the agenda that has been informed in the invitation letter to the shareholders' meeting and has a policy not to add an agenda to the meeting without notifying shareholders in advance, so that shareholders have the opportunity to review the information supporting the agenda before casting a vote.
2. Proxy for others to attend the meeting on shareholders' behalf in order to maintain the rights of shareholders who are unable to attend the meeting in person, shareholders may appoint a proxy to attend the meeting and vote on their behalf or may appoint a proxy to an independent director of the Company to vote on their behalf.

In addition, the Company provides both Proxy Form A and Form B as specified by the Ministry of Commerce with details and procedures for appointing a proxy on the Company's website <http://www.tpipolenepower.co.th/index.php/th/th-investment/shareholdings/shareholder-meeting/2019-07-02-04-03-19> in advance of the meeting date.

3. To encourage shareholders to use voting ballots for every agenda by preparing voting ballots for each separate agenda, so that shareholders can vote as they deem appropriate.
4. Acknowledgment of the Company information in a complete, accurate, transparent, and timely manner with an investor relations team responsible for providing news and information both in Thai and English to shareholders equally and completely so that the shareholders have confidence in investing in the Company's business. In addition, important news and information are also disclosed on the Company's website and the Stock Exchange of Thailand for the convenience of shareholders and people interested in receiving the Company's news.
5. The Company supervises the use of inside information in accordance with the Principles of Good Corporate Governance by stipulating in the Company's Code of Conduct and has measures to prevent the misuse of internal information by directors and executives (Conflict of Interest), whether it is beneficial to themselves and/or other parties. In this regard, the Company takes the following important actions:
 - (1) Inform directors and executives about relevant rules and regulations regularly to prevent the misuse of inside information for themselves or others.
 - (2) Completely disclose securities holdings of directors, top executives, and finance department managers or equivalent in the annual report as prescribed by the Office of the SEC.
 - (3) Prepare a report on the holding of securities in the Company by directors and/or executives and their spouses and minor children under Section 59 of the Securities Act.

- (4) Prohibit the use of the Company's internal information for personal benefit and/or other persons by specifying penalties for violations of regulations in the announcement on disciplinary and employee regulations stating that the maximum penalty is the termination of employment.

6. Prescribe guidelines for conflicts of interest in the policy of Corporate Governance and in the Company's Code of Conduct for directors, executives, and employees to strictly comply with.

3. Strict Supervision of the Use of Inside Information

The Company supervises the use of inside information in accordance with the Principles of Good Corporate Governance by stipulating it in the Company's Code of Conduct and has measures to prevent the use of internal information by directors and executives (Conflict of Interest), whether it is beneficial to themselves and/or their parties. In this regard, the Company takes the following important actions:

- (1) Inform directors and executives about relevant rules and regulations regularly to prevent the misuse of inside information for themselves or others.
- (2) Completely disclose securities holdings of directors, top executives, and finance department managers or equivalent in the annual report as prescribed by the Office of the SEC and SET.
- (3) Prepare a report on the holding of the Company's securities by directors and/or executives and their spouses as well as minor children under Section 59 of the Securities and Exchange Act 1992 (B.E.2535).
- (4) Prohibit the use of the Company's insider information for personal benefit by specifying penalties for violations of regulations in the announcement on disciplinary and employee regulations stating that the maximum penalty is the termination of employment.

3. Section 3 Roles to Stakeholders

The Company is well aware of the roles of all groups of stakeholders and determines a clear scope of responsibility for supervising and providing fairness, including always respecting the rights of stakeholders wherever the Company operates. It also establishes guidelines for business operations in the Company's Code of Conduct, taking into account the balance of stakeholders, which is published on the Company's website. The Company prescribes that it is the duty and responsibility of all directors, executives, and employees to acknowledge, understand, and strictly comply with the policies, and practices specified in the Company's Code of Conduct. Executives at all levels in the organization must take responsibility and ensure that employees under their supervision acknowledge, understand, and strictly comply with the Company's Code of Conduct. The Company treats the main groups of its stakeholders as follows:

- (1) **Shareholders:** The Company focuses on being the shareholders' representative in conducting business with transparency, having reliable accounting and financial systems, as well as creating maximum satisfaction for shareholders in consideration of The Company's long-term growth and consistently appropriating returns along with a continuous dividend policy for shareholders.
- (2) **Customers:** The Company has the policy to create maximum satisfaction for its customers in terms of product quality and service at reasonable prices and in accordance with international standards. This can be seen from the Company's power plants that have been certified for quality management system standards ISO 9001:2015.

In addition, it has been building good relationships with customers by organizing seminars to educate customers about the Company's products. The Company welcomes suggestions from customers about its products and services to lead to further improvements and to gain brand loyalty.

(3) **Employees:** The Company values human resources in the organization, no matter where they work, without discrimination, and encourages personnel to be unified by creating a good and safe working environment. It also has a policy to constantly develop the potential of executives and employees by providing both internal and external training. In addition, the Company has an efficient recruitment and hiring process, including consideration of equal and appropriate compensation and welfare, which is comparable to other companies in the same industry. It also places importance on the health and safety of its employees as operators as can be seen from the Company's power plants having been certified for occupational health and safety management standards, which focus on reducing risks, dangers, and accidents of employees and related parties.

(4) **Suppliers:** The Company established a strategy for conducting business with ethics and building relationships with its suppliers by adhering to the policy to treat all partners with transparency and fairness, taking into account mutual benefits with its suppliers and equality in business operations, including strict compliance with the conditions and agreements with its suppliers without any business commitment beneficial to either party. See more details on the Company's website



<http://www.tpipolenepower.co.th/index.php/th/th-aboutus/supplier-code-of-conduct-th>
or Scan QR Code

(5) **Creditors / Debenture Holders:** The Company takes into account the equality of all parties involved, integrity in business operations and adherence to building trust and treating creditors fairly; conducts business with transparency and verifiability under the Principle of Good Corporate Governance, complies with all loan conditions, provides complete finance information, performs business efficiently, and provides confidence and highest returns. The Company has a policy of strict compliance with the terms and conditions of agreements and financial

obligations, including the repayment of principal, interest, and collateral maintenance under the relevant agreements, and prohibits dishonest concealment of information or facts that may cause damage to creditors. In the event of failure to comply with one of the conditions, creditors must be notified in advance in order to jointly consider a solution.

(6) **Competitors:** The Company adheres to fair trade practices to its competitors and non-violation of competitors' confidential information by fraudulent means, conducts according to the rules of good competition, adheres to the rules of fair competition, does not destroy the reputation of commercial competitors by making defamatory accusations without truth, and does not commit violations of intellectual property and copyright works of its competitors.

(7) **Community and Society:** The Company, as a Thai company, has always been aware of and given importance to being responsible for the country, society, and communities. It adheres to the policy to constantly promote and support public activities in terms of society, religion, education, and youth, both directly and indirectly, through the Life Environment Foundation. The details are shown in Article 3 Driving Business for Sustainability, 3.4.1 Sustainability Management in Social Dimension, and 3.4.2 Social Performance.

(8) **Environmental Responsibility:** As the Company acts as a good citizen with a conscience and awareness of its belonging to society, it complies with relevant government regulations and helps the communities in the vicinity of its plants by reducing the problem and preventing the impact of production on the environment for the communities in the vicinity of its plants to be livable and it has been certified with environmental standards (ISO 14001). The details are shown in Article 3 Driving Business for Sustainability, 3.4.1 Sustainability Management in Social Dimension, and 3.4.2 Social Performance.

- (9) **Public Agencies:** Due to its consideration of the good environment, TPI Polene Group arranges to use waste into substitute fuels for coal in the cement production process to reduce greenhouse gases according to the government's environmental policy, conducts business with transparency, complies with regulations, and cooperates with and supports the government's projects to live with communities sustainably.
- (10) **Mass Media:** TPI Polene Group supports media activities in line with the Company's policies beneficial to the communities and society, such as business visits and activities for the communities and society on occasion, dissemination of information useful to the communities and society, regular participation in the Opportunity Day of the Stock Exchange of Thailand, and business operations with a focus on community, society, and environment by appropriately and regularly disclosing and disseminating information that is beneficial to society.

In addition, the Company has the Anti-Fraud and Corruption Policy and set guidelines for anti-corruption in the Company's Code of Conduct regarding giving or accepting gifts with the following details:

Accepting and Giving Gifts

- (1) Company directors, executives, and employees are allowed to accept and give gifts, assets, or any other benefits for the benefit of the Company's business, and should avoid accepting gifts in any unreasonable manners or beyond normal relations from other persons associated with the Company or prospective suppliers, and such acceptance or giving must be done in an open and transparent manner.
- (2) They should avoid accepting gifts in a monetary or non-monetary form from business partners or those involved in the Company's business, except for special festivals or traditions.

- (3) The Company never has the policy to offer money, incentives, gifts, or preferential benefits of any kind to customers, partners, third parties, or any other person in order to obtain business, except for traditional business receptions, discounts, and company promotional programs.
- (4) Company directors, executives, and employees are obligated to report accepting gifts, assets, or any other benefits from partners, contractors, customers, or those involved in the Company's business in any case that may affect the decision to perform duties with bias, or discomfort, or as a result, conflicting benefits.
- (5) Company directors, executives, and employees are obligated to report accepting gifts, assets, or any other benefits. The Company will regularly publicize the policy of accepting gifts, assets, or other benefits to partners, contractors, customers, or those involved in the Company's business.
- (6) Any gifts, assets, or other benefits given or given must not be illegal.
- (7) The Company does not prohibit making gifts bearing the Company's logo as long as it is reasonable and consistent with the conduct of the business



(see more details on the Company's website <http://www.tpipolenepower.co.th/index.php/th/th-aboutus/code-of-conduct-th> or Scan QR Code

Practical Measures

Anti-Fraud and Corruption (Business dealings with partners and third parties)

Employees must comply with the following Anti-Fraud and Corruption Policy in all business dealings with customers, vendors, or other business-related third parties (hereinafter collectively referred to as "Business-Related Third Parties")

1. Employees must comply with laws, regulations, business customs, and business courtesy when dealing with business-related third parties.

2. Employees must not accept or solicit money, vouchers, checks, shares, gifts, or any other bribes, gratuities, or incentives of value from business-related third parties, directly or indirectly.
3. Employees may accept non-cash gifts or anything of value from business-related third parties, subject to the approval of their direct supervisor first. However, accepting such gifts must be in accordance with rules, business practices, or business courtesy and must not influence the employee's business decisions.
4. Employees must not take advantage of their position within the Company to obtain or solicit business-related third parties or related persons of such third parties, including not providing any services not related to the Company's business.
5. When employees introduce a person to the Company, such action must not be contrary to the interests or recruitment procedures of the Company, nor must it be made for unlawful personal gain.
6. Employees who are supervisors and subordinates in the same department must not have a relationship as a spouse or parent/child.
7. Employees must not bribe officials or government officials by offering money, vouchers, checks, shares, gifts, or any other bribes, gratuities, or incentives of any value.
8. Employees who violate the provisions of the preceding paragraph shall be punished in accordance with the relevant regulations of the Company and may be prosecuted according to the law.
9. Employees must obtain approval from their supervisor before offering a gift (such as Company products) or giving a dinner of welcome to business-related third parties with customs or business courtesy, local laws, and applicable regulations relating to the Company. If an employee does not obtain prior approval from his/her supervisor due to an urgent matter, the employee must still obtain approval from his/her supervisor after giving a gift or a dinner of welcome to business-related third parties.
10. Employees must not take any advantage from their position in the Company to engage in unlawful relations, sexual harassment, any form of discrimination (including discrimination based on race, sex, disability or religion), theft, coercion, or other unlawful conduct.
11. If employees have questions regarding anti-fraud and corruption, they must seek opinions from their supervisors to avoid controversy.

Dissemination of Anti-Fraud and Corruption Policy

The Company will take the following actions to make everyone in the organization aware of the Anti-Fraud and Corruption Policy.

1. The Company organizes training and announces the Anti-Fraud and Corruption Policy to employees for general acknowledgment.
2. The Company disseminates the Anti-Fraud and Corruption Policy through the Company's communication channels such as electronic mail, the Company's website, annual reports, etc.
3. The Company regularly reviews the Anti-Fraud and Corruption Policy.

Additional Anti-Corruption Guidelines

The Group has the Anti-Fraud and Corruption Policy by emphasizing morality, ethics, and transparency in business operations according to the Company's business ethics, as well as conducting business with an efficient, transparent, and verifiable management system. The Company also encourages its personnel at all levels not to be involved in any direct and indirect corruption and encourages the participation of employees at all levels in the corruption prevention and anti-corruption related to the Company's business.

The Group has a policy of giving or accepting gifts, presents, and other benefits from persons or companies doing business with the Company in order to avoid conflicts of interest. Employees of the Company must not directly or indirectly accept or solicit any gift or bribe, gratuity or incentive of any value from any business-related third parties. If it is necessary to do so, the

Company's employees must first obtain the approval of their direct supervisor and the acceptance of such gifts must conform to rules, business customs, or business etiquette, and must not influence the employees' business decisions.

In addition, the Group has a policy to not allow nor encourage illegal payments or bribery of public agencies, and clearly specifies methods for whistle-blowing or complaints in case of witnesses of misconduct, along with guidelines for investigation and punishment in the Company's Anti-Fraud and Corruption Policy.

The Company, by the Chairman, announced the Anti-Fraud and Corruption Policy by providing a system for receiving complaints, including providing channels for employees, shareholders, and related persons to contact the Audit Committee directly to be able to report or provide information regarding complaints, illegal acts or non-compliance with business ethics, or doubts about financial reports or internal control systems via email, website, postal mail, and the whistleblowing and complaint box, as well as establishing measures to protect the informant from disclosing and keeping it confidential. The Audit Committee reviewed the risk assessment, the likelihood of corruption, and its impact in order to determine preventive measures for corruption that may occur in work systems, including reviewing measures and investigation procedures to be up-to-date and suitable for business conditions.

4. Section 4 Disclosure and Transparency

The Company is aware of strict compliance with the Securities and Exchange Act and notifications of the SEC Office and relevant requirements of the Stock Exchange of Thailand as follows:

1. The Company arranges for the dissemination of the Company's information, including financial information, to be materially correct, complete, transparent, thorough, timely, and in accordance with generally accepted accounting standards, including preparation by independent auditors. In this regard, the Company provides a report on the Board of Directors' responsibilities for financial reports together with the auditor's report in the Annual Registration Statement/Annual Report (Form 56-1 One Report), including financial and non-financial reports in accordance with the relevant regulations of the Office of the Securities and Exchange Commission, including the requirements of the Stock Exchange of Thailand.
2. In doing the Company visit, the Company has an investor relations team to communicate with investors and third parties such as institutional investors, shareholders, analysts, and related public agencies in an equitable and fair manner.
3. Relationship with investors

The Company organizes its important activities which can be summarized as follows:

Activities	2022	2023
Analyst Meeting	-	2
Via e-mail/ telephone	20 times/month	20 times/month
Plant visits	14	31
Opportunity Day	4	4



(watch the video on the Company's website
<http://www.tpipolenepower.co.th/index.php/th-investment/oppday-th>) or

Investors and related parties who have any inquiries may contact the Investor Relations Department at 02-213-1039 ext. 12985 and 12988 or <http://www.tpipolenepower.co.th>. The activities can be summarized as follows:

Activities	2022	2023
News/Photos	240	103
Press conference/Interview - Interview videos - Seminars	<ol style="list-style-type: none"> 1. TPIPP aims for a growth story to become a clean energy company within 3 years. Oct. 22, 2022 https://www.youtube.com/watch?v=_kleg6yVZW0 2. Seminar "GO GREEN 2022 Driving Green Business" under the topic "Driving Green Business" held on March 17, 2022, at 12:30 - 16:30 at the Grand Hall, The Athinee Hotel Bangkok, A Luxury Collection Hotel by Pakkapol Leopairut (Executive Vice President) of TPI Polene Power Public Company Limited as a guest speaker. 3. Sustainability Forum 2023 / Special Talk: Private Sector Unlocks "Organization with Innovation Towards Sustainability" 12 minutes, Q&A 3 minutes by Mr. Pakkapol Leopairut (Executive Vice President) TPI Polene Power Public Company Limited (Nov. 30, 2022 at 12.30 - 17.00) at Grand Ballroom, Grand Hyatt Erawan, Bangkok 4. Seminar on Thai Stocks 2022: Driving Business for the Future, held on June 29, 2022 from 12:30 to 16:30, Location: Grand Hyatt Erawan Hotel, Bangkok https://www.bangkokbiznews.com/pr-news/biz2u/1009160 5. Thailand Economic Outlook Seminar held on October 10, 2022. The benefit is Logo jointly promoted. 6. Interview with Mr. Pakkapol Leopairut Executive of TPI Polene Power, MEET THE TOP EP.66, TNN16 Channel, Saturday, January 7 at 22:00, giving an idea of choosing a renewable energy not made from sunlight or wind, but made from waste. Why did they choose to produce electricity from waste which is regarded the hardest? https://www.youtube.com/watch?app=desktop&v=sQH8ZQWzJaA 	<ol style="list-style-type: none"> 1. MEET THE TOP TV Program on Channel TNN16 on Saturday, January 7, 2023, at 10:00 p.m. showcasing ideas for choosing a renewable energy business. It's not produced from sunlight or wind, but rather from solid waste. The program will explore the reasons to choose electricity generation from solid waste, which many people have deemed the most difficult. https://www.youtube.com/watch?app=desktop&v=sQH8ZQWzJaA 2. "Suits Sustainability - Changing Business World," a TV program, was broadcasted on Friday, November 25, 2023, on Nation TV Channel (22) at 09:30 a.m. The program showcased a new era of energy at TPI Polene Group and its business transformation towards achieving Net Zero. TPI Polene Power Public Company Limited has set a goal of Net Zero GHG Emission, aiming to release net zero greenhouse gas emissions through the BCG Model. This includes prioritizing green economic policies, promoting economic policies, and advocating for circular economy policies, all aimed at reducing impacts from operations throughout the chain and responding to all groups of stakeholders in a balanced manner. 3. A seminar titled 'GO GREEN 2023: Business Goals for the Next Era,' hosted by Mr. Phakphon Liophairat, addressed TPIPP's carbon reduction goals, including the challenges and obstacles in achieving the Net Zero goal, as well as crucial guidelines to help TPIPP attain the Net Zero goal. These guidelines include the utilization of innovation and technology to drive goals and proposals to the government sector on supporting entrepreneurs in transitioning to a low-carbon society. The seminar took place at the Royal Maneeya Ballroom, M Floor, Renaissance Hotel, on Thursday, March 30, 2023, from 12:00 to 16:30 hrs. https://www.youtube.com/watch?v=tdBZcPRMYaU

4. The Company provides channels for disseminating the Company's information and news via the Company's website and the Stock Exchange of Thailand, both in Thai and English.
5. The Company pays attention to the quality of financial information to ensure that it is accurate in all material respects and in accordance with generally accepted accounting standards, including preparation by independent auditors. The Company also provides a report of the Board of Directors' responsibility for financial reports, along with the auditor's report in the annual report.
6. The Company discloses the roles and duties of the Board of Directors and Sub-Committees, including the number of meetings and the number of times that each director attends the meeting, annual registration statement/annual report (Form 56-1 One Report) or other reports as the case may be.
7. The Company provides disclosure of remuneration for directors and top executives based on the Company's annual performance evaluation, which is reflected in their duties and responsibilities for the Company. Such returns are at a reasonable level compared with companies in the same industry.

5. Section 5 Responsibilities of the Board of Directors

The Board of Directors plays an important role in corporate governance for the utmost benefit of the Company. Each director is a representative of the shareholders and participates in promoting the Company's good governance to protect the rights and create benefits for shareholders and other stakeholders with relevant details as follows:

1. Board Structure

(1) Composition of the Board of Directors

The Board of Directors consists of at least 5 directors, with at least one-third of the total number of directors as independent directors and at least three independent directors. Not less than half of the total number of directors must reside in Thailand and may or may not be the Company's shareholders.

(2) Qualifications of Company Directors

The Board of Directors consists of directors with various qualifications in terms of skills and experience, each of whom has morality, ethics, independence, and specialized skills that are beneficial to the Company and capable of taking care of the overall shareholders' interests. In addition, all company directors understand their duties and responsibilities and the nature of the Company's business operations by performing duties with honesty and prudence, improving their knowledge, and devoting sufficient time to fully perform responsibilities.

(3) Determination of Qualifications of Independent Directors

The Board of Directors determines the qualifications of independent directors in accordance with the rules of the Capital Market Supervisory Board and the requirements of the Stock Exchange of Thailand.

(4) Separation of Chairman and Chief Executive Officer Roles

The Company's board structure is to clearly separate the roles and responsibilities between the Board of Directors and the management, separate an individual who holds the position of Chairman and Chief Executive Officer in order to clearly separate the duties of corporate governance and management.

(5) Chairman

The Chairman of the Board of Directors acts as the Chairman of the Board of Directors' Meeting and the Shareholders' Meeting, including supporting compliance with the Principles of Good Corporate Governance of the Listed Companies.

(6) Company Secretary

Company Secretary is a person with appropriate qualifications and experience, providing advice on laws and regulations to the Board of Directors and ensuring that they are properly and consistently followed. In addition, Company Secretary is also responsible for overseeing the activities of the Board of Directors and ensuring

compliance with the resolutions of the Board of Directors and complying with the Company's corporate governance policy.

2. Subcommittees

The Board of Directors appointed knowledgeable, skilled, and suitable directors as sub-committees to help perform important tasks. The Company's Sub-Committees consist of Executive Committee, Audit Committee, Nomination Committee, Remuneration Committee, Corporate Governance Committee, Risk Management Committee, and Sustainable Development Committee.

Executive Committee consists of members who are knowledgeable, competent, ethical, and experienced in business operations, performing administrative duties and carrying out activities related to the Company's general administration.

Audit Committee consists of 3 independent directors who are fully qualified according to the announcement of the Securities and Exchange Commission, including the Stock Exchange of Thailand, in order to audit and balance the management of the Company's affairs to ensure accuracy, fairness, and for the best interests of the shareholders.

Nomination Committee, Remuneration Committee, Corporate Governance Committee, Risk Management Committee, and Sustainable Development Committee consisting of directors with knowledge and expertise to perform the duties of each committee, to scrutinize tasks as assigned and in accordance with the good practice of the committees. The scope of duties and responsibilities are defined in the Charter of Sub-committees for clarity, and the performance of their duties is required to be regularly reported to the Board of Directors' meeting and disclosed in the annual report, Form 56-1 One Report.

3. Roles, Duties, and Responsibilities of the Board of Directors

(1) Good Corporate Governance and Code of Conduct

The Board of Directors recognizes the importance of good corporate governance, including standards of business ethics, which are regarded as a joint obligation to comply with the responsibility for the Company and its stakeholders within the Company's framework of laws and regulations on the basis of having professional ethics and maintaining transparent, honest and fair business operations, taking into account the interests of all relevant stakeholders.

In this regard, the Company establishes the Code of Conduct for the Board of Directors, executives, employees, and employees to use as a guideline for their conduct along with the Company's regulations and rules.

(2) Conflict of Interest

The Board of Directors establishes policies and guidelines for considering transactions that have or may have conflicts of interest in the Company's Good Corporate Governance and Code of Conduct for directors, executives, and employees to comply with, and to be careful in complying with the rules for connected transactions in order to prevent any connected transactions that violate the regulations of the SEC and the Stock Exchange of Thailand. A guideline for connected transactions has been prepared and it communicates the principles of connected transactions to the Company's relevant departments and the Group for acknowledgment.

The Company is determined to manage the Company under the Principles of Good Corporate Governance with a commitment to operate with transparency, morality, ethics, and responsibility to shareholders, customers, employees, society, and other stakeholders. The Company also places importance to and promotes the creation of a

tangible culture and corporate governance. The Chairman of the Board of Directors established a conflict of interest prevention policy in the Company's Code of Conduct for the Board of Directors, executives, and employees at all levels to acknowledge, and adhere to good practices with a conscience with honesty, morality, and ethics, as well as protecting the interests of the organization as a whole.

The Board of Directors has clear guidelines for considering transactions that may have conflicts of interest for the benefit of the Company and its shareholders. In the event that the Company has connected transactions with persons who may have conflicts of interest, it will comply with the rules and regulations of the Capital Market Supervisory Board, the SEC, and the announcement of the SET on Disclosure and Actions of Listed Companies in Connected Transactions. Directors and executives who have interests in transactions with the Company shall not participate in the decision-making of such transactions.

Disclosure of transactions that may have conflicts of interest or connected transactions shall be in accordance with the rules set by the Capital Market Supervisory Board, the Securities and Exchange Commission, including the Stock Exchange of Thailand. They are disclosed in the annual report, annual registration statement (Form 56-1), or other reports as the case may be, as well as in accordance with generally accepted accounting standards.

In addition, according to the Company's regulations, directors must notify the Company without delay of their interests in any contract executed with the Company or hold shares or of their holding, and its increase or decrease, of shares or debentures of the Company.

(3) Internal Control and Audit System

The Board of Directors established a sound audit and internal control system which prevents potential losses, helps discover errors, reduces business risks, and helps financial statements and other financial reports, be accurate and reliable.

To protect the Company's assets and shareholders' investments, the Company has an internal audit unit to inspect and monitor its operations to be efficient and effective under an adequate and appropriate internal control system. It is an independent unit and capable of reporting audit results straightforwardly so that the management can be informed of any problems or shortcomings in their operations in a timely manner to be used as information to determine measures to protect the Company's assets and shareholders' investments, including the exploitation of unlawful benefits from the Company and used to improve and develop the Company's operating system to be more efficient and effective.

Moreover, the Company has the Audit Committee to perform duties in reviewing and evaluating internal control systems, reviewing information disclosure to investors, as well as reviewing compliance with relevant legal requirements and other important matters. The Company established an internal control system with 5 aspects: environment, risk management control, management operation control, information and communication system, and tracking system.

The Company also has measures and procedures appropriate and adequate for its operations, covering transactions with major shareholders, directors, executives, or those related to such persons to prevent conflicts of interest for the best interest of the Company and its shareholders and relevant stakeholders.

(4) Board of Directors Meeting

The Company arranges regular meetings of the Board of Directors on average at least once a month and may hold additional meetings as appropriate for the Board of Directors to supervise the management's performance. At every meeting, appropriate and sufficient time must be allocated for the directors to be able to consider the agenda of the meeting. The Chairman of the Board of Directors and the Chief Executive Officer jointly set the meeting agenda and consider the agenda for the Board of Directors' meeting to ensure that all major issues in business operations are fully considered by the Board of Directors. Each director is free to submit matters for consideration at the meeting and expresses opinions openly and freely and encourages careful discretion on all issues brought to the meeting.

At the Board of Directors meetings, the Company complies with the Public Limited Company Act on Board of Directors Meetings. Meeting minutes are taken in writing, approved by the Board of Directors, and retained systematically and securely.

(5) Remuneration for Directors and Executives

Remuneration for the Board of Directors is fair and reasonable by considering the suitability and consistency with the responsibilities of the directors and the Company's performance. The remuneration of directors is also approved by the shareholders' meeting in terms of executive remuneration.

The Company determines the remuneration of the executives appropriately by considering their duties, responsibilities, the Company's performance, and the practices of the listed companies in the same industry.

(6) Development of Directors and Executives

The Company has the policy to support training on corporate governance for the Board of

Directors and top executives to promote knowledge and understanding of how to operate under the Principles of Good Corporate Governance of the Listed Companies. The Company encourages its directors to attend training courses with the Thai Institute of Directors in order to increase their knowledge regarding the roles and responsibilities of directors, which will lead to ongoing and up-to-date performance improvements.

6.2 Code of Conduct and Ethics in Business Operations

TPI Polene Power Public Company Limited aims to conduct business under the Company's Corporate Governance Policy and Code of Conduct and is committed to promoting the Company to be an efficient organization by adhering to operating with transparency, integrity, and responsibility to shareholders and related stakeholders.

The Board of Directors is committed to conducting business under corporate governance, emphasizing the rule of law, transparency, fairness, social, cultural, and environmental responsibility along with enhancing the sustainable development of personnel, customers, communities, and all stakeholders under management consistent with good governance and ideology.

"Clean and Bright Thailand, citizens live happily"

The Board of Directors sets out key principles for good corporate governance for all directors, executives, and employees of the Company to comply with as a guideline for their performance as follows:

- (1) The Board of Directors adheres to international guidelines for corporate governance and strives to develop good corporate governance in line with international standards. These include taking into account the rights of shareholders, the equitable treatment of shareholders, emphasizing the roles of stakeholders, disclosure and transparency, and accountability of the Board of Directors.

- (2) The Board of Directors, executives, and all employees, are committed to applying the principles of good operation, including the Creation of Shared Value, Responsibility, Equitable treatment, Accountability, Transparency, and Ethics (CREATE), as a guideline for conducting business as well as strictly performing duties under relevant laws and regulations in every country where the Company invests.
- (3) The Board of Directors shall provide a management structure with a fair relationship among the Board of Directors, executives, and shareholders as well as play an important role in formulating visions, strategies, policies, and important plans, establishing a system for monitoring/measuring performance and effective risk management, being independent and accountable for the results of performing their duties according to the principles of good operating practices. The Board of Directors and executives shall be ethical leaders and role models in compliance with the Company's Corporate Governance Policy and Code of Conduct, as well as promoting a culture based on the Principles of Good Corporate Governance, taking care of stakeholders involved, and promoting practices and business operations based on human rights, consumer rights, and fair labor practices. They shall also establish a monitoring, evaluation, and review system for all employees to adhere to and comply with the Principles of Good Corporate Governance in a complete and proper manner.

In addition, the Company announced written guidelines for the treatment of each group of stakeholders based on the principles of creating mutual value between the Company and its stakeholders. The top management is responsible for the participation of all groups of stakeholders as well as the improvement of channels for

expressing opinions in order to share the opinions of the stakeholders with the responsible agencies. Stakeholders who are directly affected by the Company's business operations include employees, shareholders, suppliers, customers, competitors and surrounding communities to use as a guideline for all executives and employees to ensure their performance related to stakeholders is in line with clear principles of practice, such as treatments for shareholders, suppliers, and customers.

Principles of Conducting Business with Ethics

With the intention of TPI Polene Power Public Company Limited to make its business progress with ethics and morality, along with a responsibility to all stakeholders, the Company prepared the Code of Conduct as a collection of policies on accountability and treatment of stakeholders, as well as the Company's business principles that are of international standard and disseminated to directors, executives, and employees to acknowledge the guidelines set forth in this Code of Conduct in order for the Company's operations to achieve its business goals and reflect the values and culture of the organization. The Company also hopes that its suppliers and all related stakeholders are informed and adhere to the same principles for further sustainable growth.

The Code of Conduct consists of the following topics:

1. Respect and Compliance with Relevant Laws, Rules, and Regulations
2. Anti-Fraud and Corruption Guidelines
3. Conflict of Interest
4. Use of Inside Information and Confidentiality
5. Internal Control / Internal Audit / Risk Management and Accounting/Financial Reports
6. Receiving and Giving Gifts, Assets, or Other Benefits
7. Procurement and Treatment of Suppliers
8. Intellectual Property, Use of Information Technology and Communication
9. Rights and Political Neutrality
10. Employee Code of Conduct

11. Reports/Complaints/Suggestions/Whistleblowing Channels Causing Damage to the Company, and Whistleblower Protection
12. Responsibility to Stakeholders
 - 12.1 Treatment of Shareholders
 - 12.2 Customer Treatment
 - 12.3 Treatment of Suppliers
 - 12.4 Treatment of Business Competitors
 - 12.5 Treatment of Creditors
 - 12.6 Treatment of the Government
 - 12.7 Treatment of Employees
 - 12.8 Treatment of Community, Society, and Environment
 - 12.9 Prioritization of Quality
13. Guidelines on Compensation For Stakeholders Damaged From Infringement

Compliance with the Code of Conduct

In case of inquiries or problems in making decisions or for the action that is not specified in the Code of Conduct, they shall exercise preliminary discretion by reviewing that action before ceasing it as follows:

1. Is the action against the law?
2. Is that action against the organization's policy and culture?
3. Is the action acceptable and disclosable to society?
4. Does the action cause damage to the reputation and image of the Company?
5. Does the action cause serious damage to the Company's stakeholders?

** or inquire about the hierarchical supervisors responsible for giving advice in the initial stage or inquire directly to the agency responsible for that issue.



The Company published details and guidelines for the Code of Conduct on the Company website for stakeholders and the public at
<http://www.tpipolenepower.co.th/index.php/th/th-aboutus/code-of-conduct-th>
 or Scan QR Code

In 2023, TPI Polene Power Group prepared a test to review the knowledge of the Company's Code of Conduct with executives and employees at all levels in order to adhere to it as a guideline for working and performing duties with honesty, adhering to the rule of law and transparency, focusing on customers, being socially responsible, and taking into account all groups of stakeholders.

6.3 Significant changes and developments in policies, guidelines, and corporate governance over the past year

6.3.1. Significant changes and developments related to the review of policies, guidelines, and good corporate governance or the Board of Directors Charter in 2023 include:

- TPI Polene Power Group has produced two sets of VDO clips on the subjects of "The Company's Code of Conduct " and "Employee Guidelines (Four Rddhippada)' for self-learning via mobile phone or PC. These clips can be accessed by scanning the QR Code sent in the LINE group application of every department and affiliated company. They aim to refresh the understanding of the Company's Code of Conduct by serving as a guideline for work, promoting honesty and integrity, adherence to the rule of law, transparency, customer-centricity, social responsibility, and consideration for all stakeholder groups. Employees are encouraged to stay informed and act consistently with sustainable business operations, which is available on the Company's website



<http://www.tpipolenepower.co.th/index.php/th/th-aboutus/code-of-conduct-th> or Scanning QR Code

- The Company promotes awareness and compliance with the principles of corporate governance and TPI Polene Power's Code of Conduct. It provides executives and employees of the TPI Polene Power Group in all operating areas with training to equip them with knowledge about preventing the use of insider information, avoiding conflicts of interest, combating corruption, and promoting compliance with the Code of Conduct. This training is in accordance with the Company's Code of Conduct Manual, which has been prepared for executives and employees at all levels to raise awareness and provide guidelines for good practice. In 2023, the Company required all new executives and employees at all levels to take a test of the Company's Code of Conduct to measure their understanding. In addition, it has promoted the establishment of processes and mechanisms for managing complaints and whistleblowing in cases of ethics and Code of Conduct violations, as well as corruption. This initiative aims to strengthen the organizational culture in line with the TPI Polene Power Group's Code of Conduct, fostering sustainable growth. Notably, in 2023, there were no violations of the Code of Conduct.
- Considering and reviewing the duties of the Corporate Governance Committee, Audit Committee, Nomination Committee, and Remuneration Committee to ensure compliance with the Corporate Governance Code for Listed Companies 2017 (CG Code) issued by the SEC Office.
- Promoting the performance of duties of the Board of Directors in line with good corporate governance and TPI Polene Power Group's Code of Conduct involves providing knowledge to the directors about preventing the use of inside information and conflicts of interest. In 2023, the Corporate Governance Committee completed all operations and found no material conflicts. This included encouraging directors to attend meetings and seminars on various matters that will be useful in performing their duties. Such matters include the "Refreshment Training Program (RFD) and Subsidiary Governance Program (SGP) courses for the Company's directors and senior executives," as well as the "Role of the Chairman Program (RCP) for the Company's directors who serve as Chairman of the Board," provided by the Thai Institute of Directors Association (IOD), among others.
- The security policy for the information systems of the Company and its subsidiaries (IT Security) has been reviewed to enhance cyber security.
- Reporting on the enterprise risk assessment and outlining risk mitigation measures, as well as opportunities arising from climate change, the Company sets a goal of achieving carbon neutrality by 2037 - faster than Thailand's announced intention to reach its goal by 2050.
- The Company has enhanced its human rights efforts to be more comprehensive for stakeholders throughout the value chain, including employees, suppliers, customers, and local communities. This commitment is reflected in the Company's policies, including the Code of Conduct and the Supplier Code of Conduct, which are developed collaboratively with suppliers. These policies ensure compliance with international human rights principles and labor standards, such as the United Nations Universal Declaration of Human Rights and the International Labor Organization's Declaration of Fundamental Principles and Rights at Work. Furthermore, the Company adheres to the provisions outlined in the Thai Labor Protection Act B.E. 2560 (2017) and respects the International Labor Organization (ILO) standards.
More details are available on the Company's <http://www.tpipolenepower.co.th/index.php/th/sustainable-development/society/human-rights>
- Considering and reviewing risk management information, which encompasses the Enterprise Risk Management framework accepted as a guideline for promoting risk management, and is internationally recognized as best practice.
- In 2023, 65.42% of all employees participated in the employee engagement assessment. The job satisfaction level was 78.50%, and the level of employee engagement reached 89.45%. Overall, the satisfaction and engagement level of employees was 81.24%.

In addition, the Company has also utilized the results of employee satisfaction and engagement surveys to improve and create activities aimed at building positive relationships with employees during various appropriate festivals, thereby fostering greater employee engagement.

6.3.2 Applying the Principles of Good Corporate Governance for listed companies 2017 (CG Code) of the SEC

The Company reviewed the Corporate Governance Policy by referring to the Principles of Good Corporate Governance for Listed Companies 2012 of the Stock Exchange of Thailand and the Principles of Good Corporate Governance for Listed Companies 2017 (CG

Code) of the Office of the Securities and Exchange Commission, most principles of which the Company has been complied with.

At present, the Board of Directors considered applying the Principles of Good Corporate Governance for Listed Companies 2017 or Corporate Governance Code (CG Code) issued by the SEC Office by considering and realizing their roles and responsibilities as the Governing Board. The Company carefully considers such principles and understands the benefits and importance of implementing the CG Code, which focuses on integrating social, environmental, and corporate governance issues to create value for the business for sustainable development as well, consisting of 8 main categories as follows:



Principle 1 Establish Clear Leadership Role and Responsibilities of The Board

Principle 1.1

The Board should demonstrate a thorough understanding of its leadership role, assume its responsibilities in taking care of the Company, and strengthen good governance, including:

- (1) defining objectives.
- (2) determining means to attain the objectives; and
- (3) monitoring, evaluating, and reporting on performance.

Principle 1.2

To achieve sustainable value creation, The Board should exercise its leadership role and pursue the following governance outcomes:

- (1) competitiveness and performance with long-term perspective.
- (2) ethical and responsible business.
- (3) good corporate citizenship; and
- (4) corporate resilience

Principle 1.3

The Board should ensure that all directors and executives perform their responsibilities in compliance with their duty of care and duty of loyalty, and that the Company operates in accordance with applicable law and standards.

Principle 1.4

The Board should demonstrate a thorough understanding of the division of board and management responsibilities. The Board should clearly define the roles and responsibilities of management and monitor management's proper performance of its duties.

Principle 2 Define Objectives and Central Ideas that Promote Sustainable Value Creation

Principle 2.1

The Board should define objectives that promote sustainable value creation for the business, customers, stakeholders, and society as a whole, and governance outcomes as a framework for the operation of the Company

Principle 2.2

The Board should ensure that the Company's annual and medium-term objectives, goals, strategies, and plans are consistent with the long-term objectives, while utilizing innovation and technology effectively.

Principle 3 Strengthen effective board members (Effectiveness)

Principle 3.1

The Board should be responsible for determining and reviewing The Board structure, in terms of size, composition, and the proportion of independent directors so as to ensure its leadership role in achieving the Company's objectives.

3.2 Principle 3.2

The Board should select an appropriate person as the chairman and ensure that the Board composition serves the best interest of the Company, enabling the Board to make its decisions as a result of exercising independent judgment on corporate affairs.

Principle 3.3

The Board should ensure that the policy and procedures for the selection and nomination of directors are clear and transparent resulting in the desired composition of the Board.

Principle 3.4

When proposing director remuneration to the shareholders' meeting for approval, the Board should consider whether the remuneration structure is appropriate for the directors' respective roles and responsibilities, linked to their individual and company performance, and provide incentives for the Board to lead the Company in meeting its objectives, both in the short and long term.

Principle 3.5

The Board should ensure that all directors are properly accountable for their duties, responsibilities and (in-) actions, and allocate sufficient time to discharge their duties and responsibilities effectively.

Principle 3.6

The Board should ensure that the Company's governance framework and policies extend to and are accepted by subsidiaries and other businesses in which it has a significant investment as appropriate.

Principle 3.7

The Board should conduct a formal annual performance evaluation of the Board, its committees, and each individual director. The evaluation results should be used to strengthen the effectiveness of the Board.

Principle 3.8

The Board should ensure that the Board and each individual director understand their roles and responsibilities, the nature of the business, the Company's operations, relevant law and standards, and other applicable obligations. The Board should support all directors in updating and refreshing their skills and knowledge necessary to carry out their roles on the Board and board committees.

Principle 3.9

The Board should ensure that it can perform its duties effectively and have access to accurate, relevant, and timely information. The Board should appoint a company secretary with necessary qualifications, knowledge, skills, and experience to support the Board in performing its duties.

Principle 4 Ensure Effective CEO and People Management**Principle 4.1**

The Board should ensure that a proper mechanism is in place for the nomination and development of the chief executive officer and key executives to ensure that they possess the knowledge, skills, experience, and characteristics necessary for the Company to achieve its objectives.

Principle 4.2

The Board should ensure that an appropriate compensation structure and performance evaluation are in place.

Principle 4.3

The Board should consider its responsibilities in the context of the Company's shareholder structure and relationships, which may impact the management and operation of the company.

Principle 4.4

The Board should ensure the Company has effective human resources management and development programmes to ensure that the Company has adequate staffing and appropriately knowledgeable, skilled, and experienced employees and staff.

Principle 5 Nurture Innovation and Responsible Business**Principle 5.1**

The Board should prioritize and promote innovation that creates value for the Company and its shareholders together with benefits for its customers, other stakeholders, society, and the environment, in support of the sustainable growth of the Company.

Principle 5.2

The Board should encourage management to adopt responsible operations and incorporate them into the Company's operations plan. This is to ensure that every department and function in the Company adopts the company's objectives, goals, and strategies, applying high ethical, environmental, and social standards, and contributes to the sustainable growth of the Company.

Principle 5.3

The Board should ensure that management allocates and manages resources efficiently and effectively throughout all aspects of the value chain to enable the Company to meet its objectives.

Principle 5.4

The Board should establish a framework for governance of enterprise IT that is aligned with the Company's business needs and priorities, stimulates business opportunities and performance, strengthens risk management, and supports the Company's objectives.

Principle 6 Strengthen Effective Risk Management and Internal Control**Principle 6.1**

The Board should ensure that the Company has effective and appropriate risk management and internal control systems that are aligned with the Company's objectives, goals, and strategies, and comply with applicable law and standards.

Principle 6.2

The Board shall establish an audit committee that can act effectively and independently.

Principle 6.3

The Board should manage and monitor conflicts of interest that might occur between the Company, management, directors, and shareholders. The Board should also prevent the inappropriate use of corporate assets, information, and opportunities, including preventing inappropriate transactions with related parties.

Principle 6.4

The Board should establish a clear Anti-Fraud and Corruption policy and practices (including communication and staff training) and strive to extend its Anti-Fraud and Corruption efforts to stakeholders.

Principle 6.5

The Board should establish a mechanism for handling complaints and whistleblowing.

Principle 7 Ensure Disclosure and Financial Integrity**Principle 7.1**

The Board must ensure the integrity of the Company's financial reporting system and that timely and accurate disclosure of all material information regarding the Company is made consistent with applicable requirements.

Principle 7.2

The Board should monitor the Company's financial liquidity and solvency.

Principle 7.3

The Board should ensure that risks to the financial position of the Company or financial difficulties are promptly identified, managed and mitigated, and that the Company's governance framework provides for the consideration of stakeholder rights.

Principle 7.4

The Board should ensure sustainability reporting, as appropriate.

Principle 7.5

The Board should ensure the establishment of a dedicated Investor Relations function responsible for regular, effective, and fair communication with shareholders and other stakeholders (such as analysts and potential investors).

Principle 7.6

The Board should ensure the effective use by the Company of information technology in disseminating information.

Principle 8 Ensure Engagement and Communication with Shareholders**Principle 8.1**

The Board should ensure that shareholders have the opportunity to participate effectively in decision-making involving significant corporate matters.

Principle 8.2

The Board should ensure that the shareholders' meetings are held as scheduled and conducted properly, with transparency and efficiency, and ensure inclusive and equitable treatment of all shareholders and their ability to exercise their rights.

Principle 8.3

The Board should ensure accurate, timely and complete disclosure of shareholder resolutions and preparation of the minutes of the shareholders' meetings.

In 2023, there was a matter under consideration to determine appropriate replacement measures as follows:

The Board of Directors has not set a policy limiting the number of years in the tenure of independent directors because the Company has considered knowledge, competence, and experience. The duties of each independent director that benefit all stakeholders and benefit the Company's business operations, based on the performance of each Independent Director' position, can be independent and without conflicts of interest, and considering the Company's current business structure, continuing to hold positions should be beneficial to the Company's business operations.

However, the Company acts in accordance with non-legal practices and in accordance with the corporate culture of the Company and the Company has determined that such actions do not affect the qualifications of the director's independence.

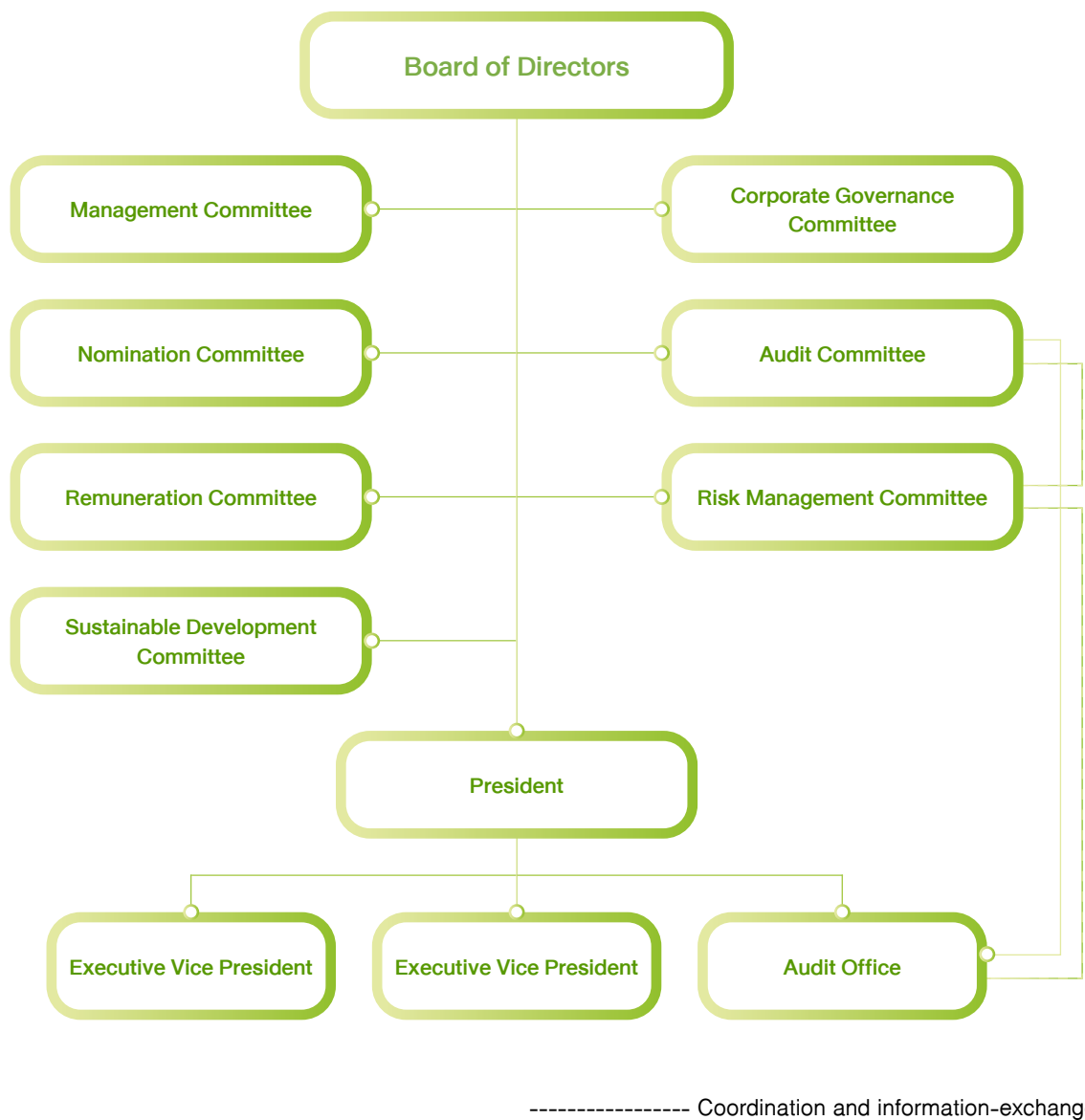
6.3.3 Conducting Principles of Good Corporate Governance in other matters

With the success of the TPI Polene Power Group, there has been a continual emphasis on good corporate governance, as a result,

1. In 2023, the Company underwent a corporate governance assessment in the Corporate Governance Report of Thai Listed Companies (CGR), achieving an average score of 103%. It achieved an Excellent CG Score (5-star level). The scoring process was conducted by the Thai Institute of Directors Association (IOD), with support from the Stock Exchange of Thailand and the SEC Office.
2. The Company was rated as “SET ESG Ratings : AA “ for the year 2023 by the Stock Exchange of Thailand.
3. In 2023, the Company was ranked in the ESG100 list for the fourth consecutive year, reflecting its outstanding performance in the areas of environment, society, and governance. This recognition positions TPIPP as a worthwhile investment in the real estate and construction sector, bestowed upon by the Thaipat Institute.
4. The Company was honored with the Sustainability Disclosure Award in 2023. This award recognizes the quality of sustainability information disclosure, assessed through the Sustainability Report and Form 56-1 One Report for the year 2022, among members of the Sustainability Disclosure Community (SDC).

7. Corporate Governance Structure and key information about the Board of Directors, sub-committees, executives, employees and etc.

7.1 Corporate Governance Structure

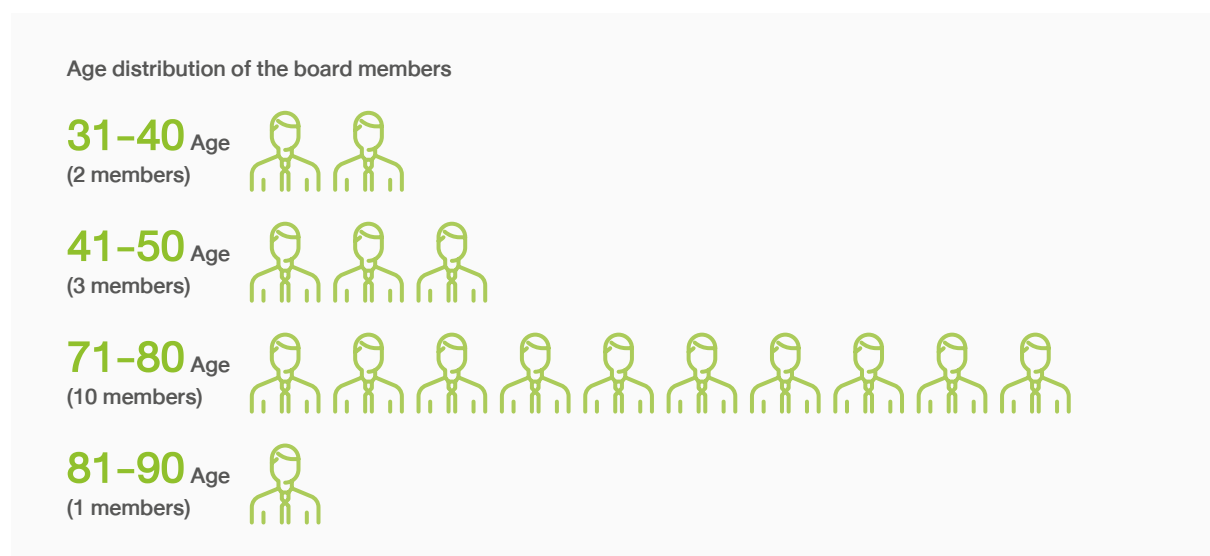
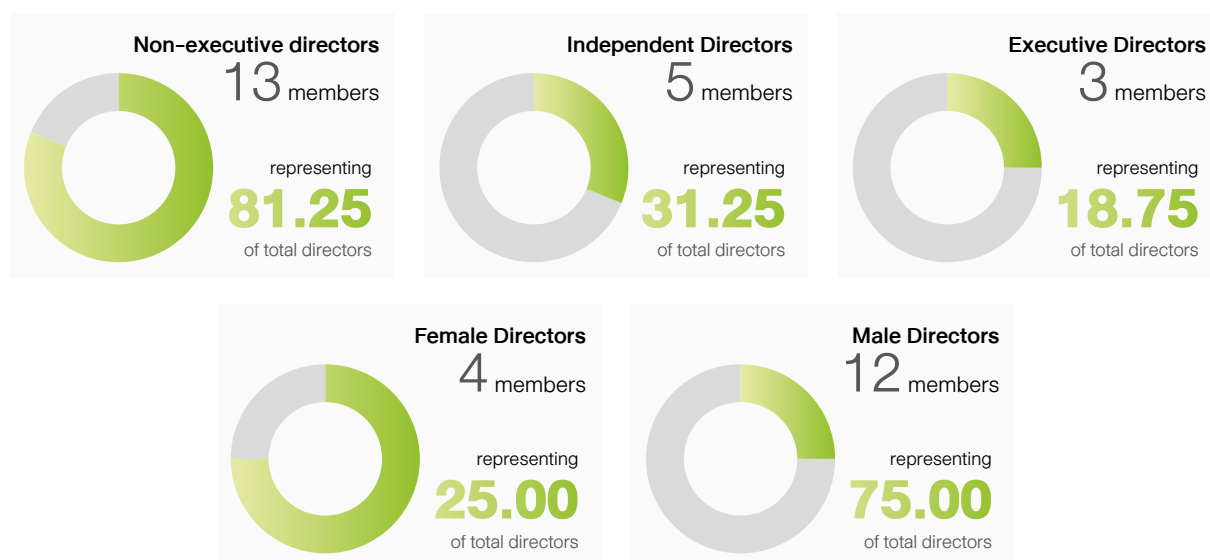


As of December 31, 2023, the management structure of the Company consists of the Board of Directors, which comprises seven Committees: Management Committees, Audit Committee Nomination Committee, Remuneration Committee, Corporate Governance Committee, Risk Management Committee, and Sustainable Development Committee

7.2 Information of the Board of Directors

7.2.1 Composition of the Board of Directors

As of December 31, 2023, the Board of Directors of the Company comprises 16 members as follows:



The Board of Directors consists of directors who have a wide range of qualifications in terms of experience and skills, each with morality, ethics, and independence, specialized capabilities that benefit the Company, and can take care of the overall interests of shareholders. In addition, all directors have an understanding of the responsibilities and characteristics of the Company's business and act with integrity, cautious and prudent whereas their knowledge is constantly updated and sufficient time has been devoted to fulfilling their full responsibilities.

The Board of Directors established the qualifications of independent directors in accordance with the rules and regulations imposed by the SEC and the SET.

7.2.2. Information of the Board of Directors and Persons with Controlling Authority

As of December 31, 2023, the Board of Directors consists of 16 members consisting of:

Name	Position
1. Mr. Prachai Leophairatana	Chairman
2. Mr. Prateep Liophairat ^{1/}	Vice Chairman
3. Dr. Pramuan Leophairatana	Vice Chairman
4. Mrs. Orapin Leophairatana	Vice Chairman
5. Mr. Prayad Liewphairatana	Director
6. Miss Pattrapan Leopairut	Director
7. Mr. Pakorn Leopairut	Director
8. Mr. Pakkapol Leopairut	Director
9. Mr. Pakkapol Leopairut	Director
10. Ms. Malinee Leopairut	Director
11. Dr. Porakrit Leophairatana	Director
12. Mr. Manu Leopairote	Independent Director; Chairman of the Audit Committee
13. Mr. Thiraphong Vikitset	Independent Director; Member of the Audit Committee
14. Mr. Aram Senamontri ^{2/}	Independent Director; Member of the Audit Committee
15. Mr. Khantachai Vichakkhana	Independent Director
16. Mr. Wanchai Manosooti	Independent Director

Note:

^{1/} The Board of Directors' Meeting No. 2/2023 on February 23, 2023, resolved to appoint Mr. Prateep Liophairat as the Company's director, effective from April 20, 2023, onwards.

^{2/} The Board of Directors' Meeting No. 8/2023 on August 31, 2023, resolved to appoint Mr. Aram Senamontri as the Company's Independent Director and Member of the Audit Committee, effective from August 31, 2023, onwards.

In this regard, every director of the Company attended at least one training course related to directors, organized by the Thai Institute of Directors Association, including the Directors Certification Program (DCP) or Directors Accreditation Program (DAP).

The Board of Directors consists of 16 directors, 5 of whom are independent directors, and 4 of whom are female directors, which represents board diversity with skills aligned with the Company's business strategies through the Board Skills Matrix and a wide range of educational backgrounds and experiences without limiting any other differences. Profiles of the directors are shown in Attachment 1.

Board Skills Matrix

List of Directors / Specialized Knowledge		Policy Development	Business Judgment	Strategic Planning	Finance & Accounting	Internal Audit	Law	Corporate Governance & CSR	Risk Management & Internal Control	HR & Organization Development	Power Industry Expertise	International Business	Innovation Management
1	Mr. Prachai Leophairatana	X	X	X	X	X	X	X	X	X	X	X	X
2	Mr. Prateep Liophairat ^{1/}	X	X	X				X	X	X	X	X	X
3	Mr. Pramuan Leophairatana	X	X	X				X	X	X	X	X	X
4	Mr. Prayad Liewphairatana	X	X	X				X	X	X	X	X	X
5	Mrs. Orapin Leophairatana	X	X	X	X	X	X	X	X	X	X	X	X
6	Miss Pattaraphan Leopairut	X	X	X				X	X	X		X	
7	Mr. Pakkapol Leopairut	X	X	X				X	X	X	X	X	X
8	Mr. Pakorn Leopairut	X	X	X				X	X	X	X	X	X
9	Mrs. Nithawan Leophairatana	X	X	X			X	X	X	X	X	X	X
10	Miss Malinee Leopairut	X	X	X				X	X	X	X	X	X
11	Mr. Manu Leopairote	X	X	X	X	X	X	X	X	X	X	X	
12	Mr. Aram Senamontri ^{2/}	X	X	X	X	X	X	X	X	X			
13	Mr. Thiraphong Vikitset	X	X	X	X	X		X	X	X	X	X	X
14	Mr. Khantachai Vichakkhana	X	X	X			X	X	X	X	X	X	X
15	Mr. Wanchai Manosooti	X	X	X	X				X		X	X	
16	Mr. Porakrit Leophairatana	X	X	X				X	X	X	X	X	X

Note:

^{1/} The Board of Directors' Meeting No. 2/2023 on February 23, 2023, resolved to appoint Mr. Prateep Liophairat as the Company's director, effective from April 20, 2023, onwards.

^{2/} The Board of Directors' Meeting No. 8/2023 on August 31, 2023, resolved to appoint Mr. Aram Senamontri as the Company's Independent Director and Member of the Audit Committee, effective from August 31, 2023, onwards.

7.2.3. Functions and Responsibilities of the Board of Directors

Authority of the Board of Directors

To supervise the business of the Company, in addition to any other actions to comply with the laws, objectives, regulations, and resolutions of the shareholders' meeting of the Company, the Board of Directors has assigned the following matters to be the authority and responsibility of the Board of Directors to consider and approve.

1. To carry out activities prudently and in compliance with related governing laws, the objectives of the Company, and the Articles of Association, in order to protect the Company's interests and for the benefit of shareholders.
2. To consider policies, visions, plans, and important strategies regarding the direction and policies of the Company, including business ethics, and to efficiently supervise the implementation of the specified work plans.
3. To monitor the operational results of the Company and any other key progress criteria.
4. To determine interim dividends to shareholders.
5. To ensure that the accounting system and financial reports are accurate, transparency, timely, and are prepared in compliance with generally accepted accounting principles.
6. To monitor the implementation of internal control and internal and external audit systems effectively; and ensure appropriate risk management.
7. To arrange good corporate governance, including developing a risk management system, taking care of fair interests for all groups of shareholders, and supervising appropriate communications with the Company's stakeholders and the public.
8. To supervise and solve conflicts of interest and connected transactions that might happen to be in compliance with related rules and regulations.
9. To consider and nominate qualified persons to perform the duties of directors.
10. To consider the necessity and appropriateness to determine the remuneration to the Company's directors.

11. Consider climate change strategies, annual operations plan and goals and Key Performance Indicator (KPI) in climate change

The Company's Authorized Directors

"Mr. Prachai Leophairatana, Dr. Pramuan Leophairatana, Mrs. Orapin Leophairatana, Mr. Prayad Liewphairatana, Miss Pattrapan Leopairut, Mr. Pakorn Leopairut, Mr. Pakkapol Leopairut, Ms. Nitawan Leophairatana, Dr. Porakrit Leophairatana and Mr. Prateep Liophairat, any two of these ten directors may sign jointly and affix the Company's seal".

Independence of the Board of Directors

The Board of Directors consists of 16 directors, 5 of whom are independent directors, in accordance with the Notification of the Capital Market Supervisory Board No. TorChor.39/2559 Re: Application and Approval of Offer for Sale of Newly Issued Shares. However, the Chairman of the Board is not an independent director under the Principles of Good Corporate Governance set by the Stock Exchange of Thailand, stating that the Chairman is not an independent director, the Board of Directors should consist of independent directors more than half of the total number of directors.

However, the Company views that the structure of the Board of Directors is transparent and capable of protecting the interests of shareholders and the Company because there are 5 independent directors. All independent directors and members of the Audit Committee are outsiders with knowledge, competence, and experience that are beneficial to the Company's business operations as well as being neutral and without conflicts of interest with major shareholders.

In addition, as the Company is listed on the Stock Exchange of Thailand, it must comply with the regulations of the Office of the Securities and Exchange Commission, the Capital Market Supervisory Board, and the Board of Governors of the Stock Exchange of Thailand, such as the rules for connected transactions, the rules for acquisition or disposition of assets, etc.

The aforementioned rules and regulations stipulate that significant matters must be approved by the shareholders' meeting and the shareholders must be notified of the Audit Committee's opinions which are different from those of the Board of Directors, whereby the Audit Committee acts as a representative of minority shareholders. Thus, the fact that the shareholders acknowledge the opinions of the Audit Committee will allow them to receive appropriate information in order to make a decision and vote on that matter.

All directors have a duty to comply with relevant laws, including fiduciary duty according to the Securities Act, the Public Company Act, and other policies of the Company, including the Corporate Governance Policy and the Code of Conduct, which requires that the directors and those involved in the Company's business operations are required to comply with relevant laws and policies for the utmost benefit of the Company's shareholders.

In this regard, the Board of Directors' actions must be approved by the shareholders' meeting.

1. Entering into connected transactions or acquisition or disposition of the Group's significant assets or any other action as announced by the law and the Capital Markets Committee;
2. Sale or transfer of all or part of the Company's business to another person;
3. Amendments to the Memorandum of Association or Articles of Association of the Company;
4. Increase or decrease the Company's registered capital;
5. Dissolution of corporations or mergers with other companies; and
6. Issuance of the Company's debentures

Roles and Responsibilities of the Chairman of the Board of Directors

To ensure the authority in terms of policymaking and management of the Company is clearly separate, the Company requires the Chairman of the Board of Directors, the Chairman of the Executive Board, and the President to be different persons, with the Chairman of the Board of Directors roles and responsibilities as follows:-

1. Call the Board of Directors' Meeting and act as the Chairman of the Board of Directors' meeting and the Shareholders' Meeting, as well as play a role in setting the agenda with the President.
2. Play a role in controlling meetings effectively in accordance with the rules and regulations of the Company, support and allow directors to express their opinions independently.
3. Support and encourage the Board of Directors to perform duties to the best of their ability in accordance with the scope of authority, duties, and responsibilities under the Principles of Good Corporate Governance.
4. Monitor and follow up on the administration of the Board of Directors and other sub-committees to achieve the intended objectives.
5. Be the decisive voter in the event that the Board of Directors' meeting holds a vote and votes on both sides are equal



(Details are provided on the Company website <http://www.tpipolenepower.co.th/index.php/th/th-aboutus/boadrd-mgt/board-roles-th>) or Scan QR Code

7.2.4 Process and Procedures for Nominating and Appointing Directors, Sub-committee Members and Presidents

1) Nomination of the Company's Directors

As for the nomination of the Company's directors, the Company considers their knowledge, competence, and experience related to the business, or it may consider major shareholders who have relevant business experience beneficial to the Company. However, the appointment of new directors must be approved by the Board of Directors' meeting and/or the shareholders' meeting (as the case may be). The shareholders' meeting shall elect directors according to the following guidelines and procedures:

- (1) To assume that one shareholder has the same vote as 1 share per 1 vote.
- (2) Each shareholder may cast all available votes according to (1) select a single person or multiple persons as directors. In the event of an election of several individuals as directors, votes cannot be divided into anyone more or less.
- (3) The person receiving the highest number of votes respectively will be elected as a director as much as the number of directors who will have or will be elected at that time. In the event that the person who is elected in the next order has the same votes and exceeds the number of directors who should have or will be elected at that time, the Chairman of the meeting will be the decisive voter.

At every annual ordinary meeting of shareholders, the directors shall be removed from their positions for one-third of the number of directors at the time. If the number of directors cannot be straightened into three parts, the number issued by the closest number to one-thirds, considering the longest-in-position director is the one who leaves the position. Thus, departing directors may be re-elected by the shareholders' meeting to become new directors.

In the event that the director's position is vacated for reasons other than the term of the issue under the term, the Board of Directors shall select a qualified person who does not have a prohibited nature under the law on public limited companies and the law on Securities

and Exchange to be a replacement director at the next board meeting unless the term of the director is less than 2 months. The person who becomes the director only serves as much as the remaining term of the director he replaces. However, the resolutions of the Board, as mentioned above, must consist of at least three-fourths of the remaining number of directors.

2) Nomination of Independent Directors

The Company has a policy of nominating independent directors in accordance with Announcement No. TorJor.39/2016 of the Capital Market Supervisory Board, titled "Permission and Authorization for IPO Issuance," dated September 30, 2016 (including any amendments) as follows:

1. Hold shares not greater than 1% of the voting shares in the Company, its affiliates, associated companies, or juristic persons that may impose conflicts of interest.
2. Have no management participation in the Company and are not employees or regularly paid consultants, or persons, who have control over the Company or its associated companies, affiliates, or associated companies or subsidiaries of the same order as major shareholders, or controlling persons of the Company, unless it has been removed from such characteristics at least two years prior to the date of appointment as an Audit Committee member. Such prohibited characteristics do not include cases where independent directors were officials or advisors of government offices that are major shareholders or controlling persons of the Company.
3. Have no close relatives, or persons related in a way by legal registration in a manner that is a parent, spouse, siblings, and children, as well as spouses of children of other directors, the management, major shareholders, controlling persons, or persons who will be proposed as the directors, the management or controlling persons of the Company or its subsidiaries.
4. Have no business relationship with the Company, its affiliates, or associated companies, major shareholders, or controlling persons in a manner that may impede the use of their independent

judgment, including not being or has been an implicit shareholder or controlling person of a person with a business relationship with a company, a major company, a subsidiary unless it has been removed from such characteristics at least two years prior to the date of filing an application for permission to the SEC.

Such business relationships include commercial transactions that are normally conducted for business operations as well as renting or leasing a property, assets or services transaction, or providing or receiving financial assistance by receiving or lending guarantees, provision of assets as collateral for liabilities, as well as other similar circumstances, which results in the Company or its parties having to pay debts to the other party, from 3% of net tangible asset of the Company or Baht 20 million or more, whichever is lower. The calculation of such debt obligations is based on the value of connected transactions pursuant to the Notification of the Capital Market Supervisory Board on Rules for Connected Transactions *mutatis mutandis*. However, such debt obligations include those incurred during the one year prior to the date of the business relationship with the same person.

5. Not being or used to be auditors of the Company, parent company, its subsidiaries, associates, major shareholders or controlling persons and are not implicit shareholders, supervisors, or partners of the audit office, which the auditor of the Company, parent company, its subsidiaries, associates, major shareholders or controlling persons unless it has been removed from such characteristics at least two years prior to the date of filing an application for permission to the SEC.
6. Not being or used to be professional service providers, including providing services as legal advisors or financial advisors, which receive service fees in excess of Baht two million per annum from the Company, parent company, its subsidiaries, associates, major shareholders, or controlling persons and are not implicit shareholders unless it has been removed from

such characteristics at least two years prior to the date of filing an application for permission to the SEC.

7. Not being directors appointed to represent by the Directors of the Company, major shareholders, or shareholders who are related to major shareholders.
8. Not to operate a business of the same condition and be a competition that is materially to the business of the Company or its subsidiaries, or not to be a partner that is materially in the partnership or as a director who is involved in the management, employees, consultants who receive regular salaries or hold more than 1% of the total voting shares of other companies, which operate in the same condition and are a competition that is material with the Company's business or its subsidiaries.
9. Have no other characteristics that prevent them from giving an independent opinion on the Company's operations.

3) Process and Procedures for Consideration and Nomination of Directors

Once the Nomination and Remuneration Committee has put forward nominees for the Company's Directors or sub-committee members, it will assess their qualifications in accordance with the criteria outlined by the Board of Directors, considering the following conditions:

1. To ensure the appropriateness of their knowledge, experience, and specific competencies beneficial to the Company, individuals must have experience in the primary business or industry where the Company operates. This ensures that the Board of Directors maintains the necessary composition. The establishment of the Board Skills Matrix facilitates consistent nomination of directors aligned with the Company's business direction.
2. To consider diversity in terms of gender, age, race, nationality, expertise, skills, and experience (as outlined in the Board Skills Matrix/Board Diversities), encompassing knowledge and abilities in both academic (Hard Skills and Soft Skills) and sustainability-supporting factors. This aims to

secure directors capable of efficiently executing their duties and contributing to the overall composition of the Board, encompassing dimensions of knowledge, competency, experience, and diversity, thereby facilitating maximum efficiency in operations.

3. To ensure that nominees meet the qualifications stipulated by regulatory agencies, such as those outlined in the Public Company Limited Act, B.E. 2535 (1992), and the Securities and Exchange Act, B.E. 2535 (1992).
4. The time dedication of the directors will be taken into account, especially if they are former directors returning for another term, in which case their performance during their previous tenure will also be evaluated.
5. When proposing the appointment of an independent director, the individual's independence should be considered in alignment with the criteria established by the SEC Office and the Company, alongside the necessity of nominating additional independent directors. If it becomes apparent that current independent directors lack qualifications or are not fulfilling their duties, it is imperative to adjust the composition of the Company's Board in accordance with the policies set by the Board itself.
6. To determine the term of office for independent directors, if a former independent director returns for another term, he or she must have had continuous tenure from the date of their initial appointment as an independent director.
7. To approach individuals who meet the specified qualification criteria to ascertain their willingness to serve as directors of the Company if appointed.
8. To propose a list of individuals who have been screened according to the above criteria, along with their qualifications and reasons for selection, to the Board of Directors for consideration and approval, and to present it to shareholders for approval. Alternatively, the Board of Directors can approve the appointment in the case of appointing a director to fill a vacant position or if a director resigns during the year, as specified in the Company's regulations and the Public Limited Companies Act.

9. The knowledge and competencies of members within sub-committees, like the Nomination and Remuneration Committee, along with the overall composition of the sub-committee and criteria for positions such as the Board Skills Matrix and Board Diversities, as well as the independent qualifications of directors, will be thoroughly evaluated. Subsequently, the findings will be presented to the Board of Directors for their consideration and approval.

4) General Guidelines for the Appointment of Directors on the Company's Sub-committees

The Board of Directors may appoint one or more committees to support the Board of Directors operations. Such committees shall be responsible for reviewing matters of particular importance. The Board of Directors shall approve the appointment of sub-committee members, issuance of sub-committee charters to determine the relevant regulations, the composition of the sub-committee, duties, and responsibilities, as well as other matters related to such sub-committees, as deemed appropriate by the Board of Directors. Each year, the Board of Directors will review the charter of each sub-committee.

5) General Criteria for Appointment of President and Executives and Remuneration

The Management Committee selects and appoints high-ranking executives, with members of the Management Committee preliminarily screening candidates who are fully qualified, suitable, knowledgeable, competent, skilled, and experienced that are beneficial to the Company's business operations, before proposing to the Board of Directors for consideration and approval; determines the organizational structure and policies related to the management of the Company; considers and follows up the replacement management plan and manpower plans; and determines criteria for remuneration and criteria for evaluation of executive performance.

7.3 Information about sub-committees

The Sub-Committees consist of the following:

7.3.1. Audit Committee

As of December 31, 2023, the Audit Committee consists of 3 members as follows:

Name	Position
Mr. Manu Leopaiprote	Chairman of the Audit Committee
Dr. Thiraphong Vikitset	Member of the Audit Committee
Mr. Aram Senamontri *	Member of the Audit Committee

Note: * The Board of Directors' Meeting No. 8/2023 on August 31, 2023, resolved to appoint Mr. Aram Senamontri as the Company's Independent Director and Member of the Audit Committee, effective from August 31, 2023, onwards.

Mr. Kanchit Yimkrum has been appointed as a secretary to the Audit Committee.

Dr. Thiraphong Vikitset has sufficient accounting and finance knowledge and experience to review the reliability of the Company's financial statements. Dr. Thiraphong Wikitsait holds a bachelor's degree of Science in Chemical Engineering and a Ph.D. in Economics from West Virginia University.

Functions and Responsibilities of the Audit Committee

The Audit Committee is responsible for reviewing the Company's financial reports, adequacy of the internal control system, risk management systems, compliance with laws, relevant rules and regulations; and preparing reports or giving opinions to the Board of Directors for approval or for proposal to the shareholders' meeting, as the case may be, as follows:

1. Review and ensure the Company's financial reporting is accurate and adequate.
2. Review and ensure the Company's Internal Control and Internal Audit are appropriate and effective, and consider the independence of the internal audit department, as well as approve the appointment, transfer, dismissal of the head of the internal audit unit and/or the hiring of an internal audit company or any other unit responsible for internal auditing.
3. Review and ensure the Company's compliance with the law on securities and stock exchange, regulations of the Stock Exchange of Thailand, and laws related to the business of the Company.
4. Consider, select, and nominate an independent person to be the Company's auditor and propose such person's remuneration to the Board of Directors for approval at the shareholders' meeting, including attending a meeting with the auditor without the presence of the management at least once a year.
5. Review connected transactions or transactions that may have conflicts of interest in accordance with the law, notifications of the Capital Market Supervisory Board, and the regulations of the Stock Exchange of Thailand to ensure that the transactions are reasonable and for the utmost benefit of the Company.
6. Prepare a report of the Audit Committee to be disclosed in the Company's annual report. Such report must be signed by the Chairman of the Audit Committee and must contain at least the following details:
 - Opinions on the accuracy, completeness, and credibility of the Company's financial reports.
 - Opinions on the sufficiency of the Company's internal control system.
 - Opinions on the compliance with the law on securities and exchange SET's requirements or laws related to the Company's business operations
 - Opinions on the suitability of an auditor

- Opinions on transactions that may have conflicts of interest.
 - Number of the Audit Committee's meetings and the attendance of each member of the Audit Committee
 - Opinions or overall remarks received by the Audit Committee from performing their duties in accordance with the Charter
 - Other items that shareholders and general investors should be aware of within the scope of duties and responsibilities assigned by the Board of Directors
7. In performing duties of the Audit Committee, if found or suspected of any of the following transactions or actions which may have a significant impact on the Company's financial position and performance, the Audit Committee shall report to the Board of Directors for improvements within the period that the Audit Committee deems appropriate.
- (1) Transactions that cause conflicts of interest
 - (2) Fraud or abnormality or material defect in the internal control system
 - (3) Violation of securities and exchange laws, regulations of the Stock Exchange of Thailand, or laws related to the Company's business.
- If the Board of Directors or executives fail to make improvements within the aforementioned period, any member of the Audit Committee may report the transactions or actions to the SEC or the SET.
8. Perform any other actions as assigned by the Board of Directors with the approval of the Audit Committee.
 9. Review the regulations and performance of the previous year at least once (1) a year.

7.3.2 Management Committee

As of December 31, 2023, the Company's Management Committee consists of 10 members as follows:

Name	Position
1. Mr. Prachai Leophairatana	Chairman of the Management Committee
2. Mr. Prateep Liophairat *	Vice Chairman of the Management Committee
3. Dr. Pramuan Leophairatana	Vice Chairman of the Management Committee
4. Mrs. Orapin Leophairatana	Vice Chairman of the Management Committee
5. Mr. Prayad Liewphairatana	Member of the Management Committee
6. Miss Pattrapan Leopairut	Member of the Management Committee
7. Mr. Pakorn Leopairut	Member of the Management Committee
8. Mr. Pakkapol Leopairut	Member of the Management Committee
9. Ms. Nitawan Leophairatana	Member of the Management Committee
10. Dr. Porakrit Leophairatana	Member of the Management Committee

Note: * The Board of Directors' Meeting No. 2/2023 on February 23, 2023, resolved to appoint Mr. Prateep Liophairat as the Company's director, effective from April 20, 2023, onwards.

Functions and Responsibilities of the Management Committee

Management Committee is appointed by the Board of Directors or the shareholders' meeting to perform the following functions:

1. Govern and formulate the Company's operational strategy of business, goals and operational plans, financial goals, and budgets, taking into account appropriate business factors to present and seek approval to the Board of Directors in case the circumstances change, the Board of Directors shall review the use of approved budgets to suit the situation, as well as implement business strategies in accordance with the policies of the Board of Directors.

2. Monitor the performance of departments in accordance with the Company's policy, business strategy, goals and operational plans, financial goals, and budgets approved by the Board of Directors to be effective in favor of business conditions and provide advice, advice, and management to top executives.
3. Consider selecting and appointing top executives, the Board of Directors will be the preliminary consideration of the nomination of qualified persons who have knowledge, skills, and experience that are beneficial to the Company's operations before proposing to the Board of Directors for consideration and approval; determines the organizational structure and policies related to the management of the Company; considers and follows up the replacement management plan and manpower plans; and determines criteria for remuneration and criteria for evaluation of executive performance.
4. Appoint and remove employees, and assign rewards to employees.
5. Consider and provide feedback or opinions to the Board of Directors regarding any projects, proposals, or transactions related to the Company's business operations, as well as to consider fundraising options when necessary and exceeding the setting limits and/or to applicable laws and regulations or in the Articles of Association of the Company to be approved by the shareholders' meeting and/or the Board of Directors.
6. Conduct business related to the general administration of the Company, including any authority and responsibilities as assigned or in accordance with the policies assigned by the Board of Directors.
7. Appoint and/or assign to member of the Management Committee or any person or persons to act within the jurisdiction of the Management Committee deemed appropriate by the Board of Directors, as well as the Table of Authority specified by the Board of Directors, where the Management Committee may withdraw or amend such powers within the scope of the Management Committee.

7.3.3. Nomination Committee

As of December 31, 2023, the Nomination Committee consists of 16 members as follows:

Name	Position
1. Mr. Prachai Leophairatana	Chairman
2. Mr. Prateep Liophairat ^{1/}	Vice Chairman
3. Dr. Pramuan Leophairatana	Vice Chairman
4. Mrs. Orapin Leophairatana	Vice Chairman
5. Mr. Prayad Liewphairatana	Director
6. Miss Pattapan Leopairut	Director
7. Mr. Pakorn Leopairut	Director
8. Mr. Pakkapol Leopairut	Director
9. Ms. Nitawan Leophairatana	Director
10. Ms. Malinee Leopairut	Director
11. Dr. Porakrit Leophairatana	Director
12. Mr. Manu Leopairote	Independent Director; Chairman of the Audit Committee
13. Mr. Thiraphong Vikitset	Independent Director; Member of the Audit Committee
14. Mr. Aram Senamontri ^{2/}	Independent Director; Member of the Audit Committee
15. Mr. Khantachai Vichakkhana	Independent Director
16. Mr. Wanchai Manosooti	Independent Director

Note: ^{1/} The Board of Directors' Meeting No. 2/2023 on February 23, 2023, resolved to appoint Mr. Prateep Liophairat as the Company's director, effective from April 20, 2023, onwards.

^{2/} The Board of Directors' Meeting No. 8/2023 on August 31, 2023, resolved to appoint Mr. Aram Senamontri as the Company's Independent Director and Member of the Audit Committee, effective from August 31, 2023, onwards.

Functions and Responsibilities of the Nomination Committee

1. Determine methods and criteria for nominating company directors to ensure transparency.
2. Select persons who deserve to be nominated as new directors when there is a vacancy (from resignation or a full term) to propose to the Board of Directors or the shareholders' meeting to proceed with the appointment, taking into account the composition of the Committee, knowledge, competence, and experience that is beneficial to the Company according to the composition of the Thai Institute of Directors Association (IOD) and has no conflict of interest with the Company. The qualifications of directors who will be nominated must be in accordance with the Company's business strategy.
3. Consider the nomination of directors to act as a specific director based on the composition of the Board of Specific Directors, qualification, knowledge, and competence of directors deemed appropriate to perform the duties of the specific directors and presented to the Board of Directors for the consideration and appointment.
4. The Nomination Committee should attend meetings at least once a year.
5. The Company Secretary performs the duties of the secretary of the Nomination Committee.

7.3.4 Remuneration Committee

As of December 31, 2023, the Remuneration Committee consists of 16 members as follows:

Name	Position
1. Mr. Prachai Leophairatana	Chairman
2. Mr. Prateep Liophairat ^{1/}	Vice Chairman
3. Dr. Pramuan Leophairatana	Vice Chairman
4. Mrs. Orapin Leophairatana	Vice Chairman
5. Mr. Prayad Liewphairatana	Director
6. Miss Pattrapan Leopairut	Director
7. Mr. Pakorn Leopairut	Director
8. Mr. Pakkapol Leopairut	Director
9. Ms. Nitawan Leophairatana	Director
10. Ms. Malinee Leopairut	Director
11. Dr. Porakrit Leophairatana	Director
12. Mr. Manu Leopairote	Independent Director; Chairman of the Audit Committee
13. Mr. Thiraphong Vikitset	Independent Director; Member of the Audit Committee
14. Mr. Aram Senamontri ^{2/}	Independent Director; Member of the Audit Committee
15. Mr. Khantachai Vichakhana	Independent Director
16. Mr. Wanchai Manosooti	Independent Director

Note: ^{1/} The Board of Directors' Meeting No. 2/2023 on February 23, 2023, resolved to appoint Mr. Prateep Liophairat as the Company's director, effective from April 20, 2023, onwards.

^{2/} The Board of Directors' Meeting No. 8/2023 on August 31, 2023, resolved to appoint Mr. Aram Senamontri as the Company's Independent Director and Member of the Audit Committee, effective from August 31, 2023, onwards.

Duties and Responsibilities of the Remuneration Committee

1. Determine criteria or methods for determining remuneration as well as consider proposing fair and reasonable remuneration for directors and specific directors to the Board of Directors' Meeting and the Shareholders' Meeting for approval.
2. Consider and propose guidelines for appraisal and remuneration of the President and executives for approval.
3. Acknowledge and suggest on improving organizational restructuring and working levels. Including evaluation and consideration of remuneration for executives.
4. Responsible for their roles and the Board of Directors is responsible for the Company's operations to all groups of stakeholders
5. Disclose the performance report of the Remuneration Committee in the annual report.
6. The Remuneration Committee should attend meetings at least once a year.
7. The Company

7.3.5 Corporate Governance Committee

As of December 31, 2023, the Corporate Governance Committee consists of 16 members as follows:

Name	Position
1. Mr. Prachai Leophairatana	Chairman
2. Mr. Prateep Liophairat ^{1/}	Vice Chairman
3. Dr. Pramuan Leophairatana	Vice Chairman
4. Mrs. Orapin Leophairatana	Vice Chairman
5. Mr. Prayad Liewphairatana	Director
6. Miss Pattrapan Leopairut	Director
7. Mr. Pakorn Leopairut	Director
8. Mr. Pakkapol Leopairut	Director
9. Ms. Nitawan Leophairatana	Director
10. Ms. Malinee Leopairut	Director
11. Dr. Porakrit Leophairatana	Director
12. Mr. Manu Leopairote	Independent Director; Chairman of the Audit Committee
13. Mr. Thiraphong Vikitset	Independent Director; Member of the Audit Committee
14. Mr. Aram Senamontri ^{2/}	Independent Director; Member of the Audit Committee
15. Mr. Khantachai Vichakkhana	Independent Director
16. Mr. Wanchai Manosooti	Independent Director

Note: ^{1/} The Board of Directors' Meeting No. 2/2023 on February 23, 2023, resolved to appoint Mr. Prateep Liophairat as the Company's director, effective from April 20, 2023, onwards.

^{2/} The Board of Directors' Meeting No. 8/2023 on August 31, 2023, resolved to appoint Mr. Aram Senamontri as the Company's Independent Director and Member of the Audit Committee, effective from August 31, 2023, onwards.

Authority, duties, and responsibilities

1. Determine the objectives and core goals of the business for good governance and sustainable business growth.
2. Provide opinions and suggestions; review the Company's Good Corporate Governance Policy, Code of Conduct, Sustainable Development Policy, Anti-Fraud and Corruption Policy, including any other policies and guidelines related to corporate governance that will support the Company's operations on corporate governance for sustainable development; and take care of all stakeholders, society, community, environment and any other policies or guidelines that will support the Company's operations according to good governance to suit the Company's business and subsidiaries.
3. Supervise the management to implement policies and guidelines to continually develop the Company by promoting innovation and responsible business practices. Such guidelines must be in line with and suitable for the Company's business, the recommendations of regulatory agencies, or relevant and comparable to international standards.
4. Follow up and review guidelines and systems within the organization to be in line with the Good Corporate Governance Policies, the Code of Conduct, and good practices as defined and ensure that there are tangible results in practice.
5. Follow up and direct in case the operations of the management and employees have issues regarding non-compliance with the established policies and guidelines.
6. Follow up and evaluate the performance of the Board of Directors and the management including subsidiaries according to the Good Corporate Governance Policy, the Code of Conduct, and the Sustainable Development Policy of the Company and its subsidiaries, and process the annual corporate governance assessment to present to the Board of Directors of the following year, as well as present necessary opinions and recommendations.
7. Report the performance of the organization, encourage participation, and encourage communication with directors, executives, and employees at all levels, and all stakeholders, including shareholders, customers, partners, society, and environment in order to adequately and continuously realize and understand the Good Corporate Governance, the Code of Conduct, the Anti-Fraud and Corruption Policy, and related practices.
8. Seek professional opinions from individuals or external organizations to provide advice or independent advice on good corporate governance to the Corporate Governance Committee and related parties, including hiring a third party on a temporary basis, to ensure that the Corporate Governance Committee performs its duties in order to achieve its objectives within the specified period and such employment will be beneficial to the Company.
9. Report the performance of duties to the Board of Directors and/or the shareholders' meeting.
10. Assess the performance of the Corporate Governance Committee annually and report the results to the Board of Directors.
11. Perform any other duties or actions as assigned by the Board of Directors and perform any acts as required by laws or regulations of government agencies.

7.3.6 Risk Management Committee

As of December 31, 2023, the Risk Management Committee consists of 11 members as follows:

Name	Position	Number of Meeting Attendance
1. Mr. Prachai Leophairatana	Chairman	1/1
2. Mrs. Orapin Leophairatana	Director	1/1
3. Mr. Pakkapol Leopairut	Director	1/1
4. Dr. Porakrit Leophairatana	Director	1/1
5. Mr. Prasert Itthimakin	Director	1/1
6. Miss Chularat Danwattanachai	Director	1/1
7. Mr. Worawit Lertbusarakam	Director	1/1
8. Mr. Kamjorn Pairojsak	Director	1/1
9. Mr. Nitipong Sucharitapong	Director	1/1
10. Miss Kusuma Chantharothorn	Director	1/1
11. Mrs. Somapan Kaewsuwan	Director	1/1

Authority, duties, and responsibilities

1. Review and propose policies and risk management framework to the Board of Directors for approval.
2. Review and approve the risk appetite and present it to the Board of Directors for acknowledgment.
3. Supervise the development and implementation of an ongoing risk management policy and framework for the Group to have an effective risk management system throughout the organization and continuous compliance.
4. Review the risk management report to monitor material risks and take action to ensure that the organization conducts adequate and appropriate risk management.
5. Coordinate with the Audit Committee on significant risks and have the internal audit department as reviewer to ensure that the Company has an internal control system suitable for risk management, including the appropriate implementation of the risk management system and compliance throughout the organization.
6. Regularly report to the Board of Directors on major risks and risk management.
7. Provide advice and consultation to the Sub Risk-Management Committee (SRM) and/or other departments and / or working groups related to risk management, and consider appropriate methods to correct information related to the development of risk management systems.
8. Consider the appointment of sub-committees and/or additional or replacement personnel in the Sub Risk-Management Committee (SRM) and/or department and/or working groups related to risk management as appropriate as well as defining roles and responsibilities for the benefit of achieving the objectives.
9. Conduct any other operations related to risk management assigned by the Board of Directors.
10. Assess organizational risk, including climate change risks and opportunities.

7.3.7 Sustainable Development Committee

As of December 31, 2023, the Sustainable Development Committee consists of:



Sustainable Development Committee

No	Name	Position	Meeting attendance
1	Mr. Pakkapol Leopairut	Chairman of the Sustainability Committee	1/1
2	Sustainable Development Committee (Head office)	List of members by structure	1/1
3	Sustainable Development Committee (Saraburi Plant)	List of members by structure	1/1

Authority, duties, and responsibilities of the Sustainable Development Committee

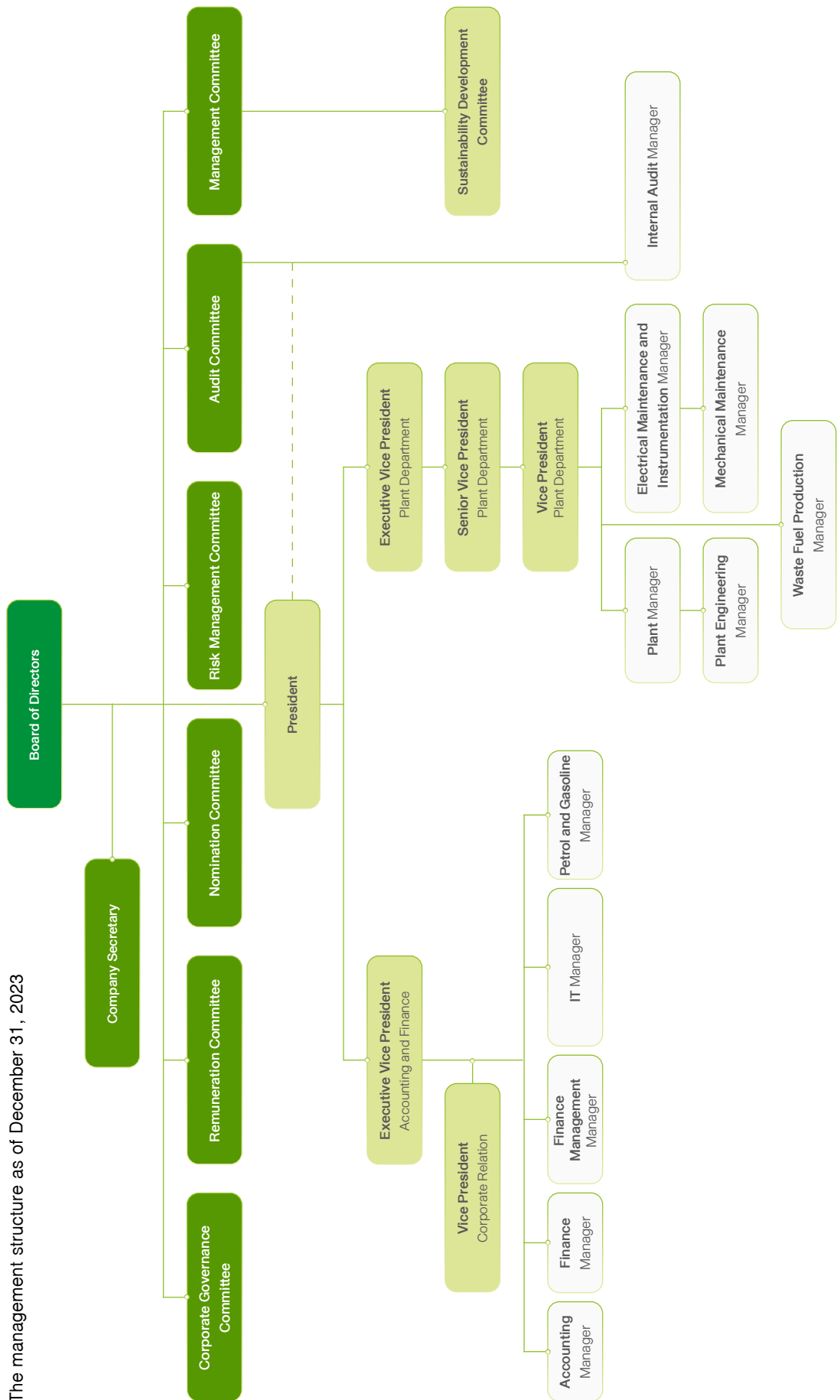
1. Determine policies, strategies, operational frameworks, strategic approaches, and consider and select issues that promote sustainable development of the organization, including setting sustainable development goals in line with business operations in economic, social, and environmental aspects to the Chief Executive Officer for approval.
2. Supervise, review, monitor the progress of the implementation, and evaluate compliance with the Sustainable Development Policy.
3. Encourage them to lead to practice and create participation in the implementation of various projects under the framework of sustainable development with relevant agencies both inside and outside the organization.
4. Consult, promote, and support the appropriate resources and personnel to ensure that the sustainability strategy is implemented throughout the organization and aligned in the same direction.
5. The Chairman of the Committee has the power to appoint sub-committees or working groups to be responsible for each aspect of sustainable development operations to cover and correspond to the organization's key issues.
6. Report on the performance of sustainability reports to senior management.
7. Oversee the implementation of the climate change strategy.



See the list of the Sustainable Development Committee and their responsibilities on the Company website at <http://www.tpipolenepower.co.th/index.php/th/th-aboutus/boardrd-mgt/esg-board> or Scan QR Code

7.4 Information about Executives

The management structure as of December 31, 2023



7.4.1 Executive Management List as of December 31, 2023

Name	Position
1. Mr. Pakorn Leopairut	President
2. Mr. Pakkapol Leopairut	Executive Vice President - Accounting and Finance
3. Dr. Porakrit Leophairatana	Executive Vice President - Production
4. Mr. Worawit Lerdussarakam	Senior Vice President - Production
5. Mr. Somkiat Teeratakulpisal	Vice President - Production
6. Miss Karuna Permsiripan	Manager - Accounting
7. Miss Weerawan Larpchaiwut	Manager - Finance

Functions and Responsibilities of the President

The President has duties as assigned by the Board of Directors as follows:

1. Manage the Company's business in accordance with the Company's Articles of Association and as assigned by the Board of Directors and execute plans approved by the Board of Directors with prudence to protect the best interests of the Company and its shareholders.
2. Monitor and manage daily operational results of each department to ensure these are carried out effectively and efficiently.
3. Assign, nominate, remove, and punish employees and staff of the Company to comply with Company discipline.
4. Report work progress to be in line with work plans and budgets as approved by the Board of Directors.
5. Have the power to issue orders, regulations, announcements, and records to ensure compliance with the Company's policies and interests and maintain work discipline within the organization.
6. Have the power to delegate the authorities and/or assign another person to perform a specific task instead by delegating such subsidies and/or assignments to be subject to the scope of power of attorney and/or in accordance with the regulations, the terms, as well as the Table of Authority specified by the Board of Directors, or the orders set by the Board of Directors and/or the Company.
7. The Company designated the Board of Directors to authorize the approval and amendment of the plan, the annual budget, investment plan, one-time investment expenses, as well as the Company's selling and administrative expense budget. The Chief Executive Officer and/or President and/or Senior Executive Vice President has the authority to approve investments from approved investment budgets, requesting expenses, determining or changing marketing plans and annual marketing budgets in accordance with an approved budget without limits. The Chief Executive Officer and/or President and/or Senior Executive Vice President has the authority to approve advertisement, promotion, and marketing activities, both in accordance with the plan and not within the plan, being within the limits approved by the Board of Directors.

In addition, the Board of Directors authorized the management of the Company to the Chief Executive Officer and the President with the following principles and authority as follows:

1. To be authorized to manage the Company's business in accordance with the objectives, regulations, policies, regulations, requirements, orders, as well as resolutions of the Board of Directors meeting and/or the resolutions of the shareholders' meeting of the Company in all respects.
2. To be authorized to command, contact, order, and execute as well as enter into juristic acts, agreements, orders, notices, or letters necessary and reasonable in order to accomplish the above actions.

The use of the powers of the aforementioned CEO and President cannot be done if the Chief Executive Officer and President have a stake or may have any conflict of interest with the Company.

Succession for the Management

The Company has a policy and has continued to develop top executives in order to have qualified corporate executives replace senior executives by setting out a Succession Plan for preparing personnel to be prepared for higher positions. Criteria and procedures for selecting personnel to be responsible for important management positions in the Company shall be appropriate and transparent to ensure that the Company has qualified executives with skills, experience, and professional competence through the Nomination Committee and the Remuneration Committee.

In addition, there has been a succession plan according to the employee level with the objective of making the organization ready in terms of manpower, along recruitment and development plan for personnel with the potential at the department manager level and above to plan for the replacement and succession of retired employees. In addition, it also conducts a talent management or job position that is the target of the competitor market to reduce the loss of personnel with knowledge, ability, and experience, and maintain employees with the ability and potential to be ready for opportunities to develop and promote to higher positions.

Business relationships or professional service relationships between independent directors and the Company, or the parent company, or its affiliates, or subsidiary companies, or associated companies, or juristic persons within the Company, that may impose conflicts of interest in an amount exceeding the restricted amount under the notification of the SEC regarding permission and approval of new shares issuance, as well as the resolution and opinion of the Board of Directors approval for the transaction concerning such a business relation or professional service.

- None -

7.4.2 Remuneration Policy for Directors and Executives

Remuneration of executives at all levels is in accordance with the performance under the consideration of the Board of Directors as the Remuneration Committee. The Chairman, President, and top executives shall consider work processes within the organization and employees and cover both annual performance and assessment of competency and leadership that will ensure that it can lead the organization to achieve the goals of the Company's strategy in the long term. Each executive position has a performance indicator that corresponds to their role. Each year, the Board of Directors will consider the salary adjustment of the Managing Director and the President will consider the salary adjustment of top executives according to their performance and in accordance with the Company's criteria.

7.4.3 Remuneration for Executives of the Company

Remuneration for 5 executives in the form of salary and bonus in 2023 is in the total amount of 24,925,470 baht compared with the total amount of remuneration for 6 executives in the amount of 23,770,015 baht in 2022. However, such remuneration does not include the Accounting Manager.

7.5 Information About Employees

7.5.1 Number of employees

As of December 31, 2023, and 2022, the Company has a total of 1,141 employees and 1,143 employees, respectively, with details as follows:

TPI Polene Power Public Company Limited	Number of employees as in December 31, 2023	Number of employees as in December 31, 2022
Head Office	94	98
Saraburi Province	1,047	1,045
Total	1,141	1,143

Number of employees as of December 31, 2023 classified by major departments as follows:

Department	Number of employees (2023)			Number of employees (2022)		
	Head Office	Plant	Total	Head Office	Plant	Total
President Office	8	-	8	7	-	7
Corporate Relation Department	1	-	1	1	-	1
HR and General Affairs Department	1	-	1	1	-	1
Oil and Gas Department	67	-	67	70	-	70
Internal Audit Department	5	-	5	6	-	6
Legal Department	-	-	-	1	-	1
Accounting Department	5	-	5	5	-	5
Financial Department	3	-	3	3	-	3
Information Technology Department	1	-	1	1	-	1
Financial Management	3	-	3	3	-	3
Saraburi Plant	-	1,047	1,047	-	1,045	1,045
Total	94	1,047	1,141	98	1,045	1,143

As of December 31, 2023, the Company has a total of 1,141 employees, divided into 1,028 male employees and 113 female employees.

7.5.2 Remuneration of Employee

Employee Compensation (excluding the President and top executives) as follows:

Annual remuneration	2023	2022
Salary and bonus	659,451,598.58	589,986,027.40
Other compensation ¹	49,366,267.38	48,187,695.42
Total	708,817,865.96	638,173,722.82

Note: ¹ Other remuneration includes welfare benefits such as meals, medical expenses, and contributions to the provident fund.

7.5.3 Provident Fund

The Company contributes 3.0% of each employee's salary to the Provident Fund, and employees are required to contribute at least 3.0% of their salary. In May 2016, the Company started to contribute money to the Provident Fund and for the year ended December 31, 2023, the Company recognized expenses related to the Provident Fund in the amount of 10,694,981 baht.

The Company has also established a savings cooperative for employees to promote their savings and create financial security. There are a total of 630 employees who are members.

7.5.4 Human resource management in line with business strategies

The Company is aware of the changes and business competition, including the challenges of various industries in the future. It strives to develop and increase the competitiveness of the organization in various fields, including human resource management, as follows:

- In terms of employment, manpower is planned to be in line with future business missions.
- Implementation of upskill and reskill, as well as instilling a mindset about learning, creativity, focusing on customer-centric, and adaptation to keep up with the advanced digital and technology, including knowledge necessary for new business operations in the future.
- Improving recruitment and selection guidelines to increase personnel with knowledge, experience, and a variety of talents from outside (Mid-career) to join and drive the mission of the Company at present and in the future.

7.5.5 Human resource development policy

The Company places importance on training and developing employees to enhance their knowledge, skills, and experiences. This commitment encompasses the continuous promotion of ethics and honesty in the workplace. For instance, newly hired employees are taken to practice Dhamma at Rama 9 Kanchanaphisek Temple for a two-day, one-night session to instill dharma principles, values of honesty, integrity, and being a good person benefiting both the employees themselves and society. The Company has established development courses to ensure consistency among employees at all levels. New employees will be assigned mentors to guide them. These mentors will oversee, provide advices, instruction, and support for the development of new employees' work potential for a duration of 4 months, which includes organizing training courses tailored to their job positions. The training courses are designed to support career development for employees at all levels and to provide knowledge of new technologies that have emerged, fostering unity among employees. Working as a team promotes bonding, encouragement, and readiness to work efficiently, enabling employees to successfully fulfill their assigned tasks. This fosters pride in their work and supports sustainable growth for employees throughout 2023.

In 2023, the Company established training plans for employees aimed at developing both soft and hard skills, encompassing both internal and external trainings. A total of 154 courses were offered, as follows:

Table: Training Programs for Developing Skills, Knowledge, and Abilities of Employees in 2023

Course Type *	Number of courses	Objectives
1. Management	30	To obtain various management skills such as driving internal personnel to carry out work successfully in alignment with objectives.
2. Technical	74	To focus on employee skill and competency development, through learning, especially in the professional field and other services, to encourage employees to showcase their full potential.
3. Technology and Engineering	4	To adjust the organization to keep up with the digital age in accordance with the current situation, it is essential to have knowledge of innovative technology and engineering.
4. Occupational Health and Safety	24	To organize safety operations to reduce the risk of illness, injury, or fatality, and to take care of the quality of life for employees and personnel within the organization
5. Environmental Management	11	To manage the environment and climatic change resulting from resource utilization, which may affect both employees and society, including presenting appropriate management strategies.
6. Quality System	11	To control and assure the quality of department by implementing a quality management policy, aimed at building confidence and confirming international standards.

Note: * The above-mentioned courses include both Hard Skill courses, which entail specialized skills necessary for the profession, and Soft Skill courses, which involve competency-based skills that allow you to effectively work and communicate with others.

Average training hours of employees

Number of training hours *	2021	2022	2023
Employees with a target of 20 hours/person/year (hours)	28.04	24.71	33.88
Training expenses (Baht)	1,411,851.06	276,671.63	1,592,738.81

7.6 Other key information

7.6.1 The list of persons assigned to perform the Company's important tasks is as follows:

Company Secretary

The Company has appointed Mr. Kanchit Yimkrum as the Company Secretary since December 1, 2023 at the Board of Directors Meeting No. 11/2023 on December 1, 2023, with duties and responsibilities as specified in the Securities Act. Details of duties and responsibilities of the Company Secretary are as follows:

1. Prepare and keep documents of the Company, including the register of directors, notices of the Board of Directors' meeting, minutes of the Board of Directors' meeting, notices of the shareholders' meeting, minutes of the shareholders' meeting, and annual reports.
2. Keep track of conflict of interest reports, as reported by the directors or the management.
3. Conduct regarding the Board of Directors' meeting and the shareholders' meeting

4. Advice on the related rules and regulations that the Board of Directors and the management should be aware of.
5. Supervise and coordinate the Company's compliance with the legal regulations and resolutions of the Board of Directors' Meeting and the shareholders' meeting, as well as the Good Corporate Governance Policy and the Code of Conduct in full and complete.
6. Take other actions as announced by the Capital Market Supervisory Board.

Supervision of the Accounting Work

The Company assigned Miss Karuna Permsiripan, Accounting Manager to be responsible directly for supervising the Company's accounting work, with an autobiography, in Attachment 1.

The Company's Internal Audit Supervisor

The Company has assigned Mr. Nitipong Sucharitaphong, Internal Audit Manager, as the Internal Audit Supervisor of the Company, with an autobiography in Attachment 3.

Head of the Company's Risk Management Unit

The Company has assigned Miss Kusuma Chantarothorn, Manager of the Risk Management Department, to serve as the Head of the Company's Risk Management Unit.

Corporate Compliance Supervisor

The person assigned to the responsibility is the Corporate Compliance Supervisor. Initially, the Company assigns Head of each department to be responsible for the Company's position.

- Company Secretary - Responsible for compliance with relevant laws and regulations of the Company Stock Exchange and the Securities and Exchange Commission, as well as related laws.
- Legal Department - Legal Officer - Responsible for compliance with relevant laws and regulations regarding the Company's business operations
- Factory Division - Plant Manager - Responsible for legal compliance in aspects of management within the Company's plants
- Environment Section - Responsible for environmental management within the Company's plants and their surroundings, including within the Company's projects, and compliance with the law of Occupational Safety, Health and Environment Act, as well as Factory Act, etc.
- Risk Management Department - Responsible for the risk management of the Company's business, including assessing the risks in various areas that must be carried out according to various laws. Assistant Vice President

7.6.2 Head of Investor Relations

Contact Person

Mr. Thanate Singmethakul : Assistant Vice President

Phone: 02-213-1039 Ext. 12985

7.6.3 Auditor's remuneration and other compensation

1. The Company paid out Audit Fee to
 - (1) The auditor for the fiscal year 2023 in the amount of - 0- baht
 - (2) The audit firm where the auditor works for, persons or business related to the auditor and the audit firm that the auditor works for in the fiscal year 2023 in the amount of 2,500,000 baht
2. Non-audit fee

The Company paid a fee to KPMG Phoomchai Audit Company Limited to review the report on the exercise of the rights and benefits of the corporate income tax exemption of the BOI promotional certificates in 2023 in the amount of 180,000 baht.

8. Report on Important Performance of Corporate Governance

8.1 Summary of the Board of Directors' Performance in 2023

In 2023, the Board of Directors reviewed and established the Group's policy, direction, business strategy, and investment, including the Group's vision, mission, and business goals.

The Board of Directors evaluates the Company's performance both financially and non-financially, assessing it from stakeholders (e.g. customer satisfaction, employee satisfaction, etc.), internal processes in the organization, and learning of employees and growth of organizations.

8.1.1. Nomination, Development, and Training of Directors

When considering individuals to propose as directors to fill vacancies at the end of their terms, it is important to take into account their knowledge, abilities, experience, and transparent work history, along with their morality and sense of responsibility. They should also demonstrate leadership and professionalism. It also considers the Board Diversity and establishes the Board Skills Matrix to determine the qualifications of directors to be recruited. This ensures that the required skills align with the composition and structure of the Board, in accordance with the Company's business strategy. In addition, criteria are used for nominating directors according to the principles of good corporate governance. It is a component in nominating new directors and provides orientation for those who take up the position, including encouraging the Company's directors to continuously develop their knowledge.

1) Nomination of Independent Directors

In 2023, the Company appointed additional independent directors and took steps to comply with relevant regulations in accordance with the Company's policy for nominating independent directors, in line with the Notification of the Capital Market Supervisory Board No. ThorJor. 39/2016, Re: Application and Approval of Offer for Sale of Newly Issued Shares, dated September 30, 2016 (including any amendments). Further details can be found in Form 56-1 One Report, Section 7.2.4, which outlines the process and procedure for nominating and appointing directors and sub-committee members, including Chief Executive Officer (Section 2 Nomination of Independent Directors), on Page 160

2) Criteria for the nomination of directors and top executives

As for nomination of directors of the Company, the Company considers based on their knowledge, competence, and experience related to the business, or considers the major shareholders of the Company who have experience in the business that will be beneficial to the Company. However, the appointment of new directors must be approved by the Board of Directors' meeting and/or the shareholders' meeting (as the case may be). The shareholders' meeting shall be elected the directors according to the following guidelines and procedures:

1. To assume that one shareholder has the same vote as 1 share per 1 vote.
2. Each shareholder may cast all available votes according to (1) elect a single person or multiple persons as directors. In the event of an election of several individuals as directors, votes cannot be divided into anyone more or less.
3. The person receiving the highest number of votes respectively will be elected as a director as much as the number of directors who will have or will be elected at that time. In the event that the person who is elected in the next order has the same votes and exceeds the number of directors who should have or will be elected at that time, the Chairman of the meeting will be the decisive voter.

At every annual ordinary meeting of shareholders, the directors shall be removed from their positions for one-third of the number of directors at the time. If the number of directors cannot be straightened into three parts, the number issued by the closest number to one-thirds, considering the longest-in-position director is the one who leaves the position. Thus, departing directors may be re-elected by the shareholders' meeting to become new directors.

In the event that the director's position is vacated for reasons other than the term of the issue under the term, the Board of Directors shall select a qualified person who does not have a prohibited nature under the law on public limited companies and the law on Securities and Exchange to be a replacement director at the next board meeting unless the term of the director is less than 2 months. The person who becomes the director only serves as much as the remaining term of the director he replaces. However, the resolutions of the board, as mentioned above, must consist of at least three-fourths of the remaining number of directors.

3) Criteria and nomination of CEO and President to replace vacancies. The Nominating Committee considers the criteria as follows:

1. Be the directors of the Company according to the Articles of Association.
2. Have the knowledge and competence to operate a business with skills, experience, and professional qualifications in the fields which are extremely necessary and be the most beneficial to the Company's business
3. Have skills and experience essential in related business of the Company group.
4. Possess a quality of high leadership and responsibility.
5. Be recognized by relevant business organizations.
6. Be approved by the Board of Directors.
7. Consider conflicts of interest.

4) Director development and training

The Board of Directors and top executives place importance on attending regular training and seminar courses related to the development of knowledge and competency in performing director duties. All directors have attended training courses with the Thai Institute of Directors Association (IOD) as well as other leading organizations and institutes and participated in various seminars on related topics.

At present, there are directors who have participated in the training courses related to the duties of directors of the IOD as follows:

Directors Certification Program (DCP) or Directors Accreditation Program (DAP)

The Company always arranges for directors to attend training courses organized by the Thai Institute of Directors Association (IOD) to enhance their knowledge of directorship.

In 2021-2023, the directors participating in both internal and external training courses are as follows:

1. Participation of Directors in External Training Programs

No.	Name	Course	Organized by	Date
1.	Mr. Prachai Leophairatana Mrs. Orapin Leophairatana Mr. Pakorn Leopairut	Sustainability reporting process according to GRI Standards	Thaipat Institute	September 17, 2021
		Sustainability Reporting	Thaipat Institute	October 15, 2021
2.	Mr. Manu Leopairote	Roles and Responsibilities of the Audit Committee in Good Corporate Governance	Securities and Exchange Commission (SEC)	November 29, 2021
3.	Mr. Khantachai Vichakkhana	Role of the Chairman Program (RCP), 54/2023	Thai Institute of Directors Association (IOD)	May 30 - 31, 2023
4.	Mr. Pakorn Leopairut	Digital Marketing Analytics for Growth	Ministry of Digital Economy and Society (MDES) and Thai Digital Technology User Group Association (DUGA)	November 11-12, 2022
		Executive Breakfast Forum 2022 Ep.12 Balancing Risk, Trust and Opportunity in an Uncertain World	Ministry of Digital Economy and Society (MDES) and Thai Digital Technology User Group Association (DUGA)	June 7, 2022
		Get to know Architects for Executives, Generation 4	Architect Council	November 5, 2022 - April 29, 2023
		Refreshment Training Program (RFP), 9/2023	Thai Institute of Directors Association (IOD)	April 21, 2023
		Director Certification Program (DCP)	Thai Institute of Directors Association (IOD)	August 8 - September 6, 2022
5.	Mr. Pakkapol Leopairut	Hot Issue for Directors: Climate Governance	Thai Institute of Directors Association (IOD)	August 28, 2023
		Alternative Battery Business Opportunities	National Science and Technology Development Agency (NSTDA)	September 6-7, 2023
		Subsidiary Governance Program (SGP), 4/2023	Thai Institute of Directors Association (IOD)	March 2, 2023
		Alternative Battery Business Opportunities	National Science and Technology Development Agency (NSTDA)	September 6-7, 2023
6.	Dr. Porakrit Leophairatana	Hot Issue for Directors: Climate Governance	Thai Institute of Directors Association (IOD)	August 28, 2023
		Production of international standard batteries for electric vehicles in Thailand	National Science and Technology Development Agency (NSTDA)	September 20, 2023
		Subsidiary Governance Program (SGP), 4/2023	Thai Institute of Directors Association (IOD)	March 2, 2023
		Alternative Battery Business Opportunities	National Science and Technology Development Agency (NSTDA)	September 6-7, 2023

2. Participation of Directors in Internal Training Programs

No.	Name	Course	Organized by	Date
1	- Mr. Prachai Leophairatana - Mrs. Orapin Leophairatana - Mr. Pakorn Leopairut - Mr. Pakkapol Leopairut - Dr.Porakrit Leophairatana	Methodology for Preparing Environmental, Social, and Governance (ESG) Sustainability Reports	Personnel Development and Training Section, Human Resources Department	October 27, 2023
2	- Mr. Pakorn Leopairut - Mr. Pakkapol Leopairut - Dr.Porakrit Leophairatana	Organizational Risk Management	Personnel Development and Training Section, Human Resources Department	February 23, 2023
		Methodology for Reporting in Accordance with Global Standards (2021 Edition)	Personnel Development and Training Section, Human Resources Department	April 7, 2023
		Understanding the Scope of Climate Condition Management Data	The Stock Exchange of Thailand (SET)	June 9, 2023
		Evaluation of Substandard Climate Metrics	The Stock Exchange of Thailand (SET)	August 4, 2023
		Methodology for Preparing Environmental, Social, and Governance (ESG) Sustainability Reports	Methodology for Reporting in Accordance with Global Standards (2021 Edition)	October 12, 2023
		The Role of Environmental, Social, and Governance (ESG) Data in Organizational Advancement and the Introduction of ESG Frameworks	Thaipat Institute	September 29, 2022
		Study, review and identify sustainability issues	Thaipat Institute	October 4, 2022
		Prioritizing Sustainability Issues	Thaipat Institute	October 6, 2022
3	- Mr. Pakorn Leopairut - Mr. Pakkapol Leopairut	Operational Monitoring and Recommendations	The Stock Exchange of Thailand (SET)	October 20, 2023

In addition, the Company always informs directors of information related to good corporate governance practices to increase knowledge and understanding.

However, information on the training of the directors from the Thai Institute of Directors Association (IOD) is as per details appeared in Attachment 1 on “Details about the Directors, the Management, controlling persons, the person who directly responsible for the supervision of the accounting work and the Company Secretary”.

Directors Orientation

The Company recognizes the importance of the duties of new directors, thus providing the introduction of guidelines for the overall implementation of the Company, structure of subsidiaries, associates, and related business companies to have an understanding of the shareholding structure between them. In addition, it provides the important and necessary information to perform the duties of the directors, such as in-house structure, Articles of Association, Code of Conduct of the Board of Directors, Manual of Listed company, Good Corporate Governance Policy, related governing laws, Financial Statements, Notes to the financial statements, including holding meetings with the Chairman of the Board of Directors, Board of Directors, and Sub-Committees of the Company to be informed about the Company's business operations.

For newly appointed directors, the Company conducts an orientation so that new directors can receive the Company's business policy, as well as related information such as management structure, shareholders, performance, as well as law, rules, and handover of directors' manuals, which are useful for performing duties as a director. Director's Manual / Information for Directors consists of the following:-

Director's Manual:

1. Public Limited Companies Act
2. Securities and Exchange Act
3. Company Registration
4. Company Certificate
5. Company Memorandum of Association
6. Company Articles of Association
7. Code of Conduct
8. Guide to Directors of Listed Companies

Information for Directors:

1. Presentation to recommend the Company's business operations.
2. List of Boards of Directors, Sub-Committees and Management Structure Chart
3. Principles of Good Corporate Governance for Listed Companies
4. Connected transactions of listed companies
5. Information Advice for Registered Executives
6. Company Profile
7. Annual Report
8. Financial Statements



See more details on the Company website:

<http://www.tpipolenepower.co.th/index.php/en/en-aboutus/directors/directors-orientation>

4. Summary of the Performance Evaluation of Directors and Chief Executive Officer (CEO)/Chairman of the Management Committee (2023)

TPI Polene Power Public Company Limited provides a self-assessment of the Board of Directors, subcommittee and Chief Executive Officer (CEO)/Chairman of the Management Committee of the Company at least once a year in order to comply with the Principles of Good Corporate Governance by taking into account the elements that determine the Company's sustainability performance as part of the indicators to evaluate the performance of the Board of Directors, directors and executives and using the evaluation results for improving the performance of the Board of Directors and Chief Executive Officer (CEO)/Chairman of the Management Committee by the performance appraisal form, which consists of

1. Performance appraisal form for the entire Board of Directors (assessment of the whole board)
2. Performance appraisal form for each committee
3. Performance appraisal form for the Board of Directors individually (for the Board/Sub-committees)
4. Performance appraisal form for Chief Executive Officer (CEO)/Chairman of the Management Committee

Assessment criteria calculated as a percentage of full scores for each topic are as follows:

More than 90% score	= Excellent
Over 80% Score	= Very Good
Over 70% Score	= Good
More than 60% score	= Fair
Below 60% score	= Need improvement

1. Performance appraisal form for the entire Board of Directors (the whole Board)

This form consists of 6 topics: structure and qualifications, roles and responsibilities, meetings, the performance of duties of directors, relationship with the management, self-development of directors, and development of executives. **The average evaluation score is 94.5% (Excellent).**

2. Performance appraisal form for each committee

This form consists of 3 topics: structure and qualifications of directors, meetings of sub-committees, roles, duties, and responsibilities of sub-committees.

- ☐ Audit Committee: **average score of 95% (Excellent)**
- ☐ Nomination and Remuneration Committee: **average score of 90% (Very Good)**

3. Performance appraisal form for the Board of Directors individually (for the Board/Sub-committees)

This form consists of 3 topics: structure and qualifications of Board/Sub-committees; meetings of Board/Sub-committees; roles, duties, and responsibilities of Board/Sub-committees. **The average evaluation score is 94% (Excellent).**

4. Performance appraisal form for Chief Executive Officer (CEO)/Chairman of the Management Committee

This is an assessment taking into account the elements that the Company's Sustainability Performance as part of the Chief Executive Officer (CEO)/Chairman of the Management Committee Performance Assessment Indicators. These include financial performance (e.g. revenue, company sales, Economic Value Add(EVA), other financial performance) and environmental, social, and/or governance (ESG) performance such as satisfaction of employees/business partners/communities, especially the purpose to reduce the amount of greenhouse gas emissions, reduce the use of Company's resources for cost and environmental benefits), all of which are part of the performance indicators of Chief Executive Officer (CEO or equivalent) that consists of 10 topics as follows:

- | | |
|---|---------------------------------------|
| 1. Leadership | 6. External relations |
| 2. Strategic formulation | 7. Management and personnel relations |
| 3. Strategy implementation | 8. Succession |
| 4. Planning and financial performance | 9. Knowledge of products and services |
| 5. Relationship with the Board of Directors | 10. Personal Characteristics |

The average evaluation score is 95% (Excellent).

8.1.2. Meeting attendance and payment of individual remuneration for the Board of Directors and the Audit Committee

(1) Attendance of the Board of Directors and the Audit Committee of the Company

The Company has set a formal pre-meeting date annually in accordance with Principles of Good Corporate Governance so that directors can plan to allocate time to attend meetings regularly, and additional extraordinary meetings might be held to consider urgent matters of importance. In each meeting, the Company shall send the invitation to the meeting and the supporting documents to the Board of Directors not less than 7 days prior to a meeting, except in case of urgent circumstances, such as extraordinary board meetings, to provide directors with sufficient time to study the information prior to the meeting. The directors may make further relevant inquiries through the Company Secretary for further coordination.

The Company has provided a preliminary schedule on the date and time of Board meeting for the year 2023 * as detailed below:

No.	Date of Meeting	Notes
1	Thursday, January 25, 2024	
2	Thursday, February 29, 2024	
3	Thursday, March 28, 2024	
4	Thursday, April 25, 2024	* It may be changed according to the date of the Annual General Meeting of shareholders.
5	Thursday, May 30, 2024	
6	Thursday, June 27, 2024	
7	Thursday, July 25, 2024	
8	Thursday, August 29, 2024	
9	Thursday, September 26, 2024	
10	Thursday, October 31, 2024	
11	Thursday, November 28, 2024	
12	Thursday, December 26, 2024	

Note : * For such preliminary schedules, changes are subject to appropriate as shown on the Company website : <http://www.tpipolenepower.co.th/index.php/th/th-aboutus/time-table-th>

In 2023, the Board of Directors and the Sub-committee convened meetings a total of 12 times with attendance as detailed below:

Name	Board of Directors and Committees Meeting in 2023				
	Board of Directors 12 Times	Audit Committee 5 Times	Nomination Committee 1 Time	Remuneration Committee 1 Time	Corporate Governance Committee 1 Time
1. Mr. Prachai Leophairatana Chairman	12/12	-	1/1	1/1	1/1
2. Mr. Prateep Liophairat Vice Chairman ^{1/}	9/12	-	1/1	1/1	1/1
3. Dr. Pramuan Leophairatana Vice Chairman	11/12	-	1/1	1/1	1/1
4. Mrs. Orapin Leophairatana Vice Chairman	12/12	-	1/1	1/1	1/1
5. Mr. Prayad Liewphairatana Director	11/12	-	1/1	1/1	1/1
6. Miss Pattraporn Leopairut Director	10/12	-	1/1	1/1	1/1
7. Mr. Pakorn Leopairut Director	12/12	-	1/1	1/1	1/1
8. Mr. Pakkapol Leopairut Director	12/12	-	1/1	1/1	1/1
9. Mrs. Nitawan Leophairatana Director	11/12	-	1/1	1/1	1/1
10. Miss Malinee Leopairut Director	10/12	-	1/1	1/1	1/1
11. Dr. Porakrit Leophairatana Director	11/12	-	1/1	1/1	1/1
12. Mr. Manu Leopairote Independent Director and Chairman of the Audit Committee	11/12	5/5	1/1	1/1	1/1
13. Dr. Thiraphong Vikitset Independent Director and Member of the Audit Committee	12/12	5/5	1/1	1/1	1/1
14. Mr. Aram Senamontri ^{2/} Independent Director and Member of the Audit Committee	4/12	1/5	1/1	1/1	1/1
15. Mr. Khantachai Vichakkhana Independent Director	12/12	-	1/1	1/1	1/1
16. Mr. Wanchai Manosooti Independent Director	12/12	-	1/1	1/1	1/1

Note: ^{1/} The Board of Directors' Meeting No. 2/2023 on February 23, 2023, resolved to appoint Mr. Prateep Liophairat as the Company's director, effective from April 20, 2023, onwards.

^{2/} The Board of Directors' Meeting No. 8/2023 on August 31, 2023, resolved to appoint Mr. Aram Senamontri as the Company's Independent Director and Member of the Audit Committee, effective from August 31, 2023, onwards.

(2) Remuneration for the Board of Directors

1) Remuneration for Company Directors

The Company paid remuneration and bonuses to 17 directors in 2023 in the amount of Baht 28,740,285, compared with the remuneration and bonuses of 15 directors in the amount of Baht 26,785,440 in 2022. The details of remuneration and bonuses in 2023 are as follows:

Unit: Baht

No.	Name	Position	Meeting allowances	Bonuses	Total
1.	Mr. Prachai Leophairatana	Chairman	1,612,764	258,456	1,871,220
2.	Mr. Prateep Liophairat ^{1/}	Vice Chairman	1,075,176	-	1,075,176
3.	Dr. Pramuan Leophairatana	Vice Chairman	1,612,764	258,456	1,871,220
4.	Mrs. Orapin Leophairatana	Vice Chairman	1,612,764	258,456	1,871,220
5.	Mr. Prayad Liewphairatana	Director	1,612,764	258,456	1,871,220
6.	Miss Pattrapan Leopairut	Director	1,612,764	258,456	1,871,220
7.	Mr. Pakorn Leopairut	Director	1,612,764	258,456	1,871,220
8.	Mr. Pakkapol Leopairut	Director	1,612,764	258,456	1,871,220
9.	Ms. Nitawan Leophairatana	Director	1,612,764	258,456	1,871,220
10.	Ms. Malinee Leopairut	Director	1,612,764	258,456	1,871,220
11.	Dr. Porakrit Leophairatana	Director	1,612,764	258,456	1,871,220
12.	Mr. Manu Leopairote	Independent Director and Chairman of the Audit Committee	1,612,764	258,456	1,871,220
13.	Dr. Thiraphong Vikitset	Independent Director and Audit Committee	1,612,764	258,456	1,871,220
14.	Dr. Abhijai Chandrasen ^{3/}	Independent Director and Audit Committee	671,985	258,456	930,441
15.	Mr. Khantachai Vichakkhana	Independent Director	1,612,764	258,456	1,871,220
16.	Mr. Wanchai Manosooti	Independent Director	1,612,764	258,456	1,871,220
17.	Mr. Aram Senamontri ^{2/}	Independent Director and Member of the Audit Committee	537,588	-	537,588
Total			24,863,445	3,876,840	28,740,285

Note: ^{1/} The Board of Directors' Meeting No. 2/2023 on February 23, 2023, resolved to appoint Mr. Prateep Liophairat as the Company's director, effective from April 20, 2023, onwards.

^{2/} The Board of Directors' Meeting No. 8/2023 on August 31, 2023, resolved to appoint Mr. Aram Senamontri as the Company's Independent Director and Member of the Audit Committee, effective from August 31, 2023, onwards.

^{3/} Dr. Abhijai Chandrasen, who served as an Independent Director and a member of the Audit, Remuneration, Nomination, and Corporate Governance Committees of the Company, passed away on June 11, 2023.

2. Other remuneration

The Company provides personal cars to the executives.

8.1.3 Supervision of subsidiaries and associates

The Company has an investment policy in subsidiaries and/or associates with policies in line with the Group's vision and growth plan, which will enable the Group to increase its performance or profitability in order to achieve its goals of becoming a leading entrepreneur in the business and to support the Company's core business operations, including convenience and mobility, efficiency in operations and increased competitiveness based on factors such as legal provisions, financial structure, taxation, and risk management, etc.

However, the Company has a policy of managing TPI Polene Group by requiring the subsidiaries to conduct business in accordance with the Company's policies in order to have systematic management and supervision in the same direction. As for the management of associates and other subsidiaries, the Company sent representatives to join the Executive Committee to make decisions about policies and operational plans based on the Principle of Good Corporate Governance, and ethical business operations to ensure efficient, transparent, fair operations and achieving the goals set forth.

The Company has a policy of supervising the operations of its subsidiaries and associates as follows:

1. The Company sends a person on its behalf to be a director in each subsidiary and/or associate in accordance with the shareholding in each company. However, sending representatives of the Company as directors in each subsidiary and/or associates must be considered and approved by Administrator the Board of Directors' Meeting, taking into account the suitability of each company.
2. The Board of Directors and the executives of each subsidiary and/or associates have a significant scope of authority and responsibilities in accordance with applicable laws, such as disclosure of information about the financial position and performance, connected transactions of subsidiaries and/or associates, as well as the acquisition or

disposition of significant assets to the Company, by applying the relevant notifications of the Capital Market Supervisory Board and the notifications of the Board of Directors *mutatis mutandis*, including disclosing and submitting information on their interests and persons relating to the Board of Directors to the relationships and transactions with subsidiaries and/or associates in a manner that may cause conflicts of interest and avoid transactions that may cause conflicts of interest.

3. The Company formulates the necessary plans and actions to ensure that its subsidiary and/or associates disclose information about their operating performance and financial position and that the Company takes the necessary actions and monitor its subsidiary and/or associates with adequate and appropriate internal control systems and control systems to conduct the business.

In addition, the Company closely monitors the performance and operations of such subsidiaries and/or associates and presents the results of the analysis, including comments or recommendations, to the Board of Directors and the Board of Directors of those subsidiaries or associates for consideration, policy determination or improvement, to encourage the business of its subsidiaries and/or associates to develop and grow continuously.

8.1.4 Monitoring Compliance with Corporate Governance Policy and Practices

The Company attaches importance to good corporate governance by establishing relevant policies and practices in the Company's Corporate Governance Policy and the Code of Conduct while encouraging tangible actions to ensure confidence in all stakeholders.

In the previous year, the Company monitored to ensure compliance with its good corporate governance covering the following matters:

- 1) Employee care and non-discrimination;
- 2) Anti-unfair competitiveness;
- 3) Environmental care, hygiene, and safety in the organization; and
- 4) Information Security

The results of the follow-up showed that the Company completely implemented the guidelines for each issue. In addition, the Company followed up to achieve compliance with good corporate governance in 4 additional issues as follows:

(1) Protection of Conflict of Interest

The Board has a clear policy to execute transactions, which have potential conflicts of interest in a manner that is in the best interests of the Company and its shareholders. In case of transactions between the Company and anyone, with which a possible conflict of interest might occur, the Company will act in accordance with the rules and regulations imposed by the SEC and the SET on Disclosure and Actions of Listed Companies in Connected Transactions. Directors and executives who have interests in transactions with the Company may not participate in the decision-making of the transactions.

Disclosure of transactions that may have conflicts of interest or connected transactions shall be in accordance with the rules set by the Capital Market Supervisory Board, the SEC, and the SET and shall be disclosed in the Company's Annual Registration Statement/Annual Report (Form 56-1 One Report) or other reports as the case may be, as well as in accordance with generally accepted accounting standards.

(2) Use of Internal Information to Seek Benefits Monitoring of internal information usage

The Company maintains the use of internal information in accordance with the laws and in accordance with the Principles of Good Corporate Governance. It is set out in writing in the Code of Conduct of the Board of Directors, the executives, and employees, which will be given to the directors, the management, and employees when start working on the first day in the workforce. The key policies can be

summarized as follows:

1. The Company has designated the directors, the executives, and employees to sign the acknowledgement of the relevant notices of the SEC to designate directors and the executives to be responsible for reporting changes in securities holdings to the SEC under Section 59 of the Securities and Exchange Act B.E. 2535 (1992) within three working days from the date of the change of securities holdings and shall notify the Company Secretary to provide a record of the change and summary of the number of securities of directors and the executives individually to present to the Board of Directors at the following meeting. In addition, penalties have been imposed if they have violated or not met such requirements.
2. The Company has a requirement not to use financial statements or other insider information that affects the price of the Company's securities to disclose to third parties or non-affiliated parties and not trade securities for a month before financial statements or other information affecting the price of securities of companies/group companies in public. The Company must not trade securities until after 24 hours since all such information has been disclosed in public. Failure to act in accordance with such requirements constitutes disciplinary action against the Company. If any director, executive, or, employee who has learned of important internal information commits a disciplinary offense, such person shall be punished with a warning, payment cuts, and unpaid suspensions, until dismissal.

However, the guidelines above have been resolved and approved by the Board of Directors.

In recent years, it was not found that directors and executives traded securities during the period specified by the Company's term of refraining from trading. In addition, the Company has started to use electronic systems to increase reporting efficiency to its directors, executives, and employees.

The Company prioritizes achieving equality and fairness for all shareholders. Internal information or material information regarding changes in the price of unsealed securities is considered to be internal information used in the business operations and is classified information of the Company, which, if disclosed, will affect the Company, especially affecting the value of the shares of the Company that is traded on the SET. Therefore, the Management and employees at all levels of the Company must keep the internal information confidential. Thus, guidelines and practices are established as follows:

1. The Company's employees must maintain and keep customers' information and commercial information confidential, which must be maintained in respect of their responsibilities unless required by law to disclose for litigation purposes or the Board of Directors approves the disclosure.
2. Disclosure of information that may affect the Company must be undergone by the person who has the decision to act on such matters unless assigned by the disclosure authority.
3. Internal information is information on business operations and management of the confidential business. If disclosed in public, it will affect the Company.
4. Employees and related persons must not disclose information that has not been disclosed in public and do not trade securities of the Company or the companies they are involved in when they know information that has not been disclosed in public.
5. Important documents and confidential information must be maintained in specific ways defined at each level and each type or category of data must be carefully stored, and easy to use. After the period of time, the data or documents or stored in the electronic system, the employees involved must ensure that the destruction is made in an appropriate way, valid for each type of information or document. Some documents must be preserved as required by legal regulations imposed and should be studied on a case-by-case basis.

The Company has policies and procedures to ensure that its directors and executives do not provide the Company's internal information that has not been made public to exploit themselves, including securities trading as follows:

1. The Company educates the directors, and the executives, including executive positions in accounting or finance or equivalent, regarding the duties that must be prepared and submitted to their securities holding reports of their offspring under the SEC under Section 59 and penalties under Section 275 of the Securities Act, including reporting the acquisition or distribution of their own securities, spouses and their offsprings to the SEC under Section 246 and penalty imposed under Section 298 of the Securities Act.
2. The Company requires the Directors, the management, including executive positions in accounting or finance or equivalent, to prepare and submit reports of the holding of their securities, of married couples and their offsprings to the Corporate Secretary before sending them to the SEC, the reports of which shall be prepared and delivered within 30 days from the date of appointment to the position of director and/or executive, or report the change in securities holdings within three business days from the date of the purchase, sale or transfer of such securities.
3. The Board of Directors and employees in particular business units of the related information (including spouses and offsprings of such persons) are prohibited to trade the Company's securities at least one month prior to the disclosure of quarterly and annual financial statements and within 24 hours after the disclosure of such financial statements

In addition, in the event of the Board of Directors and employees in the particular business units concerned with the information (including spouses and offsprings of such person) are aware of undisclosed information that may affect the Company's securities prices, such persons must not trade the Company's securities until after 24 hours since all such information has been disclosed in public.

4. The Company imposes disciplinary penalties if there is a breach of internal information to exploit themselves, disciplinary action starts with a written warning, wages cut, suspend unpaid work, or dismissal. The punishment will be determined by the intent of the offense and the seriousness of the offense.

Company shares held by the Directors and the Management (including their spouses and offspring)
as of December 28, 2023.

Name	Shareholding as at 4 January 2023 (shares)	Shareholding as at 28 December 2023 (shares)	Change (increase/decrease during year 2023) (shares)
1. Mr. Prachai Leophairatana	6,019,906	6,019,906	-
2. Mr. Prateep Liophairat	282,075	282,075	-
3. Dr. Pramuan Leophairatana	4,993,408	4,993,408	-
4. Mr. Prayad Liewphairatana	5,352,708	5,352,708	-
5. Mrs. Orapin Leophairatana *	*	*	*
6. Miss Pattrapan Leopairut	3,853,192	3,853,192	-
7. Mr. Pakorn Leopairut	5,325,591	5,325,591	-
8. Mr. Pakkapol Leopairut	1,870,399	1,870,399	-
9. Ms. Nitawan Leophairatana	250,571	250,571	-
10. Ms. Malinee Leopairut	50,265	50,265	-
11. Mr. Manu Leopairote	-	-	-
12. Dr. Thiraphong Vikitset	179	179	-
13. Mr. Aram Senamontri	-	-	-
14. Dr. Abhijai Chandrasen ^{3/}	-	-	-
15. Mr. Khantachai Vichakkhana	171	171	-
16. Mr. Wanchai Manosooti	500,000	500,000	-
17. Dr. Porakrit Leophairatana	537,314	537,314	-
18. Mr. Worawit Lerdbussarakam	750,000	750,000	-
19. Mr. Somkiat Teeratakulpisal	-	-	-
20. Miss Karuna Permsiripan	-	-	-
21. Miss Weerawan Larpchaiwut	-	-	-

Note: * Included in shareholding of Mr. Prachai Leophairatana to comply with the provisions contained in the Securities and Exchange Act, article 258

** Dr. Abhijai Chandrasen, who served as an Independent Director and a member of the Audit, Remuneration, Nomination, and Corporate Governance Committees of the Company, passed away on June 11, 2023.

(3) Anti-Fraud and Corruption Policy

The Company is committed to pursuing its business operations, with an emphasis on transparency with ethics, and responsibility to its shareholders, customers, employees, society, and other stakeholders. The Company has a policy requiring that the directors, the executives, and all levels of employees are prohibited from operating or accepting, soliciting, demanding, or accepting assets or other benefits to other persons in business dealings with the Company, whether directly or indirectly, as a motive for them to do or refrain from doing any act to acquire or keep benefits that are unsuitable to the business to perform in compliance with the Principles of Good Corporate Governance, the Code of Conduct and/or related to the terms and regulations or any legal issues to create sustainable value to the organization at all times.

Objective

1. All employees must not induce to act or refrain from acting that may lead to malfeasance and corruption, and not get involved in corruption, whether directly or indirectly.
2. To support all employees' roles and responsibilities to take part in the activities of the Anti-Fraud and Corruption Policy.
3. To be confidence among stakeholders in conducting business together with honesty.

Scope of Anti-Fraud and Corruption Policy

Stakeholders of the Company who are involved in the Anti-Fraud and Corruption Policy are classified into 2 major groups as follows:

1. **Internal:** Director, Management Team, and all levels of staff/employees
2. **External:** Customer or suppliers, contractors, sub-contractors, business partners, creditors, governmental authorities, and private officers.

Definition

Corruption means any type of bribery; an offering, agreement to give, giving, promising to give, soliciting, asking for or receiving of money, assets, or other

inappropriate benefits from government officers, government sectors, private sectors, or responsible persons either in direct or indirect action so that such persons could proceed or disregard his/her function in order to acquire, retain the business, recommend a specific company to the entity, or achieve any improper benefits in business transactions. Exceptions shall be applied in the case of laws, regulations, statements, standards, customs, or business traditions that are enabled to do so.

Roles and Responsibilities

The Board of Directors is responsible for determining the policy, monitoring, and forming an effective system supporting the Anti-Fraud and Corruption act in order to affirm that the Management Team is intensively concerned with, emphasizes, and cultivates an Anti-Fraud and Corruption mindset as the Company's culture.

The Presidents and the Management Committee are responsible for establishing a system to promote and support Anti-Fraud and Corruption Policy to be communicated to employees and related parties. This also includes reconsideration of systems or regulations in order to best adjust to business changes, regulations, standards, and laws.

The Audit Committee is responsible for the revision of financial and accounting reports, internal controls, internal audit functions, and risk management so that such operations are concise, appropriate, effective, and conform to global standards.

The Internal Audit Director is responsible for auditing, assessing, and evaluating whether business transactions are accurate and comply with guidelines, approval authorities, standards, laws, and policies in such monitored departments in order to assure that the Company's internal controls are sufficient and suitable for potential risk in corruption. This shall be directly reported to the Audit Committee.

Anti-Fraud and Corruption Guidelines

1. Employees must not be negligent in any corruption conditions involved directly with the Company and must notify such acts to supervisors or the responsible person provided in particular channels, including cooperating with any fact-finding investigation.
2. Those who commit corruption and those involved in it will be subject to disciplinary action in accordance with the Company's rules and may be subject to legal penalties.
3. The Company shall be fair and provide safeguards for staff members who report corruption cases relating to Anti-Fraud and Corruption.
4. The Company understands the importance of dissemination, knowledge and seminars regarding the Anti-Fraud and Corruption Policy to employees constantly.
5. The Internal Audit Department of the Company is responsible for reviewing policies and guidelines in this regard to ensure that the control system is appropriate and adequate to the risk of corruption that may occur and reporting to the Audit Committee.

Practical Measures

Anti-Fraud and Corruption (Business dealings with partners and third parties)

Employees must comply with the following Anti-Fraud and Corruption Policy in all business dealings with customers, vendors, or other business-related third parties (hereinafter collectively referred to as “**Business-Related Third Parties**”)

1. Employees must comply with laws, regulations, business customs, and business etiquette when dealing with business-related third parties.
2. Employees must not accept or solicit money, vouchers, checks, shares, gifts, or any other bribes, gratuities, or incentives of value from business-related third parties, directly or indirectly.
3. Employees may accept non-cash gifts or anything of value from business-related third parties, subject to the prior approval of their direct supervisor.

However, accepting such gifts must be in accordance with rules, business practices, or business etiquette and must not influence the employee's business decisions.

4. Employees must not take advantage of their position within the Company to obtain or solicit business-related third parties or related persons of such third parties, including not providing any services not related to the Company's business.
5. When employees introduce a person to the Company, such action must not be contrary to the interests or recruitment procedures of the Company, nor must it be made for unlawful personal gain.
6. Employees who are supervisors and subordinates in the same department must not have a relationship as a spouse or parent/child.
7. Employees must not bribe officials or government officials by offering money, vouchers, checks, shares, gifts, or any other bribes, gratuities, or incentives of any value.
8. Employees who violate the provisions of the preceding paragraph shall be punished in accordance with the relevant regulations of the Company and may be prosecuted according to the law.
9. Employees must obtain approval from their supervisor before offering a gift (such as Company products) or giving a dinner of welcome to business-related third parties with customs or business etiquette, local laws, and applicable regulations. If an employee does not obtain prior approval from his/her supervisor due to an urgent matter, the employee must still obtain approval from his/her supervisor after giving a gift or a dinner of welcome to business-related third parties.
10. Employees must not take any advantage of their position in the Company to engage in unlawful relations, sexual harassment, any form of discrimination (including discrimination based on race, sex, disability, or religion), theft, coercion, or other unlawful conduct.
11. If employees have questions regarding anti-fraud and corruption, they must seek opinions from their supervisors to avoid controversy.

(4) Whistleblowing

Information on Whistleblowing or Complaints

1. Complaints or recommendations

- 1.1 A complaint if encountering any acts that are considered corruption, either directly or indirectly.
- 1.2 Any act that is considered corruption and/or has a direct effect on the internal controls of the Company, to cooperate in the fact-finding investigation stipulated by the Company's regulations.
- 1.3 Any act that has a direct impact on the Company's reputation and benefits.
- 1.4 Any misconduct that goes against the law, morals, or business ethics.

2. Whistleblowing or complaint channels

All employees are obliged to report to the following persons and/or agencies when they see fraud or corruption related to the Company's activities that violate this policy by using one of the channels.

3. Internal feedback mechanism (internal informant)

- (1) Head of Audit Head of Human Resources or Head of Legal Affairs
- (2) Feedback box
- (3) Electronic mail
(E-mail: orapin@tpipolenepower.co.th)

4. External feedback mechanism (external informant)

- (1) Letter :
Mrs. Orapin Leophairatana
Vice Chairman
TPI Polene Power Public
Company Limited
26/56 Chan tad Mai Road,
Thungmahamek, Sathorn,
Bangkok 10120
- (2) Electronic mailbox
(E-mail: orapin@tpipolenepower.co.th)
- (3) Letter:
Audit Committee
TPI Polene Power Public
Company Limited
26/56 Chan tad Mai Road,
Thungmahamek, Sathorn,
Bangkok 10120
- (4) Tel. 02-285-5090 or 02-213-1039 - Internal
Audit Department

Identity Protection and Confidentiality

1. Identity Protection

As whistleblowers and informants give information in good faith which brings great benefits to both the Company and employees as a whole, such persons, when done in good faith despite causing any difficulties, shall be protected and guaranteed that it will not be a cause or regarded as a cause for termination of employment, punishment, or any action that may have an adverse effect on such employees.

The Company has the policy to be fair to stakeholders equally according to the Company's regulations by providing protection to whistleblowers and confidentiality and taking action to protect whistleblowers.

2. Names and Confidentiality Protected

Employees or external whistleblowers may choose to remain anonymous when reporting violations of other employees. However, employees are encouraged to identify themselves when reporting to facilitate contact and investigation. When such employees or external whistleblowers make a report, the receiving authority shall take appropriate safeguards and preventive measures to enable an effective investigation and to protect such employees or external whistleblowers from harassment or misconduct, as well as unfair treatment.

Fact-Finding Process and Penalties

1. Having received the grievance, the Management Representatives, whose members consist of the Compliance Unit and the Audit Committee, will be responsible for conducting an investigation.
2. During the fact-finding process, the Management Representatives and the Audit Committee might ask the Management Representatives to keep them informed of the progress of the further investigation.
3. In case tips or grievances are found to contain material evidence, the person committing corruption or violating or failing to comply with the Anti-Fraud and Corruption measures shall be granted an opportunity to acknowledge the charges and shall have the right to defend themselves by providing additional information or evidence showing that they are not involved in the alleged corruption act.

4. In case the person who committed corruption or violated or failed to comply with the Anti-Fraud and Corruption measures is proven guilty, the Company will take action in accordance with the established procedures to investigate and levy disciplinary punishment on employees at fault relating to corruption matters. If the act of corruption is illegal, the violator may face legal penalties. However, for disciplinary action according to the Company's regulations, the decision of the Board of Directors (executives) shall be final.

Dissemination of Anti-Fraud and Corruption Policy

The Company will take the following actions to make everyone in the organization aware of the Anti-Fraud and Corruption Policy.

1. The Company organizes training and announces the Anti-Fraud and Corruption Policy to employees for general acknowledgment.
2. The Company disseminates the Anti-Fraud and Corruption Policy through the Company's communication channels such as electronic mail, the Company website, annual reports, etc.
3. The Company regularly reviews the Anti-Fraud and Corruption Policy.

Monitoring Compliance with the Anti-Fraud and Corruption Policy

The Company has set goals as follows.

- Employees are required to undergo training courses on Anti-Fraud and Corruption periodically every year.
- Business partners are provided with the organization's Anti-Fraud and Corruption Policy every year.

The Company has the policy to prohibit its directors, executives, and employees at all levels from accepting or being involved in corruption in any form, whether directly or indirectly, by requiring its personnel to comply with the Anti-Fraud and Corruption Policy which is consistent with the Principles of Good Corporate Governance, the Code of Conduct, as well as regulations, requirements, and relevant laws.

The Company has defined the scope of stakeholders involved in the Anti-Fraud and Corruption Policy into 2 groups as follows: 1) within the organization, consisting of directors, executives, and employees of the Company at all levels; and 2) outside the organization, consisting of customers or suppliers of goods or service, contractors, sub-contractors, business partners, creditors, government agencies, private agencies, along with specifying the main roles and responsibilities of the committees and agencies involved in Anti-Fraud and Corruption operations as follows:

Board of Directors	Chairman of the Management and Management Committee	Audit Committee	Internal Audit Supervisor
<ul style="list-style-type: none"> Set a policy and supervise to have a system that supports effective anti-corruption. 	<ul style="list-style-type: none"> Set the system to promote and support the Anti-Fraud and Corruption policy to communicate to employees and relevant parties. Review the operations and policies in accordance with situations that have changed, such as business conditions, regulations, requirements of various laws 	<ul style="list-style-type: none"> Review financial and accounting systems Internal control system Internal audit systems and risk management systems to be strict, suitable, up-to-date and effective 	<ul style="list-style-type: none"> Check and ensure that the work is correct in accordance with the policy of the operational practice, operations and laws, regulations of the supervision agencies Report to the Audit Committee

In addition, the Company has set guidelines for Anti-Fraud and Corruption as a framework for employees at all levels with the expectation that they will be the eyes and ears of not neglecting or ignoring when witnessing actions that fall within the scope of corruption. The Company aims to provide fairness and protection measures for whistleblowers or those who cooperate in reporting corruption and to raise awareness among employees. The Company, therefore, regularly disseminates, communicates, and trains to provide knowledge about the Anti-Fraud and Corruption Policy to employees, including expanding the scope of the Anti-Fraud and Corruption Policy to business partners of the Company through campaigns to encourage its stakeholders to understand the behavior of performing their duties or to refrain from conduct that is considered corrupt.

In 2023, the Company's operating results can be summarized as follows:

1. Require all departments, especially those dealing with external parties, to assess risks linked to fraud and/or corruption, with 16 units that were evaluated for risks linked to fraud accounting for 100%.
2. 4.56% of the total of 1,141 employees underwent the Anti-Fraud and Corruption training courses and 100% of the employees acknowledged the Anti-Fraud and Corruption Policy
3. 90.38% of the total 613 suppliers were aware of the organization's Anti-Fraud and Corruption Policy.
4. There were no lawsuits in which the organization has been sued for fraud and there were no corruption incidents with suppliers, or cooperation partners, including corruption incidents that occur within the organization.



More details can be found on the Company website: <http://www.tpipolenepower.co.th/index.php/th/th-aboutus/anti-corruption> or Scan QR Code

Data Security Performance

The Company recognizes that personal data is important so that the personal data of customers, suppliers of employees, and/or visitors or all concerned to the business of TPI Polene Power Group is collected, disclosed securely, and used for the purposes agreed by the data subject and in accordance with the Personal Data Protection Act B.E. 2562, under the establishment of a privacy policy.

As for Customer Information, the Company recognizes the importance of protecting the personal data of customers with the aim of providing products and services to meet the needs of customers in the most efficient way.

In 2023, the Company has not received any complaints of personal data breaches.



More details of the Privacy Policy can be found on the Company website: <http://www.tpipolenepower.co.th/index.php/th/th-aboutus/pdpa> or Scan QR Code

The IT Security Policy Committee has disclosed the results of monitoring the Implementation.

Responding to Cyber Threats

The Company is aware of the impact on information systems from cyber threats. Currently, malicious people or hackers use methods and tools to cause damage to information systems or data theft in several ways which may cause widespread impact and damage to the Company, its suppliers, and agencies that have contact with the Company in terms of trade information, important information about the Company and related parties, as well as the Company's reputation.

Operational Objectives

Since cyber threats have a great impact on the operation and credibility of the Company and the Company sees the importance of improving and developing cyber security protection systems, the Company deems it appropriate to regularly review the cyber threat protection system as well as develop and improve the cyber protection system to keep up with the cyber threats that have continuously developed methods and severity of threats to information systems.

Current Operational Plan

The Company has taken measures to prevent and monitor cyber threats in several areas as follows:

1. Communication systems and networks outside the Company:

Install a firewall to separate the scope of the network systems outside and inside the Company from each other to prevent attacks from malicious people or hackers on the information systems of the Company and its affiliates.

2. Host computer and client computer :

1. Close vulnerabilities in the operating system of the server and client computers that may affect cyber threats (Cyber Security Patching for Computer Operating System).
2. Install Endpoint Security to prevent computer viruses and malicious programs.

3. Connection to the Company's information system from a branch office of the Company or an outside agency:

It is required to use a Virtual Private Network or VPN to connect to the Company's work system for security in sending/receiving data between branch offices or external agencies to the Company's information system.

4. Knowledge Base :

1. The information management team regularly conducts cybersecurity studies.
2. Basic Cyber Security Awareness Training is a guideline for employees to work and use information systems to be safe from cyber threats.

5. Review of information systems by external auditors:

Receive annual information system reviews from external auditors in accordance with standards and frameworks or standards for reviewing information systems such as ITIL, and ISO27001, and make improvements and fix the flaws found from the reviews to ensure that the information system is safe.

Future Action Plan

As the Company is aware of cyber security where malicious people or hackers have developed several methods and technologies, it needs to develop and improve the cyber threat protection system to keep up with the cyber threats that occur all the time. The Company has therefore discussed with cyber defense experts with additional action plans as follows:

1. Conduct a cyber-security review of the Company by conducting a Cyber Security Assessment to find cyber vulnerabilities and find methods to improve and develop additional cyber protection systems.
2. Prepare work plans and ask for budgets to improve the cyber defense system from top executives and the Board of Directors.

3. Implement a knowledge base system on cyber threats and prevention guidelines for use in disseminating knowledge to users of information systems of the Company and its affiliates.
4. Procure or hire a Cyber Security Operation Team for 24-hour surveillance and establish a Cyber Security Operation Center (CSOC) to be a cyber-threat surveillance unit.

Operational goals

To increase confidence in the operations of the Company and its affiliates to suppliers and related agencies with the following goals:

1. Prevent or mitigate the damage caused by cyber threats by taking preventive and vigilant actions to minimize the likelihood of the damages caused by threats (cyber threats cannot be prevented 100%).
2. Create cyber security awareness among employees at all levels to promote knowledge and understanding about cyber threats in various forms, aimed at efficiently reducing the risk of cyber threats in operations under the Company's information system and the daily life of employees.

Operational Results in 2023

Given that the development of information security systems involves considerable technology and necessitates a dedicated team to mitigate cyber threats, it requires both time and a relatively high investment budget. Consequently, it is necessary to thoroughly analyze the information and assess the efficacy of protecting the Company's information systems before seeking budget approval. This ensures value for money and appropriateness for organizational use.

In 2023, the Information Technology Department conducted a study on guidelines for developing information security. This involved inviting a team of experts in cyber threat prevention to offer fundamental knowledge and advice on enhancing cybersecurity protection systems, including:

- National Telecom Public Company Limited
- The Practical Solution Public Company Limited
- Advanced Info Service Public Company Limited
- Distributors of cyber protection equipment and systems, both domestically and internationally, especially the products and services of the following service providers such as Palo Alto Networks, Check Point, Fortinet, McAfee, Cisco, etc.

Based on the information provided by service providers as mentioned above, the Information Technology Department has periodically evaluated the cybersecurity system enhancement plan as follows:

1. Phase 0: Through evaluating the current cybersecurity system, the Company assesses its capability to protect against cyber threats. This evaluation includes conducting both a Cyber Security Assessment Test and a Cyber Security Penetration Test to determine the effectiveness of the current cyber defense system.
2. Following the receipt of the test results during Phase 0, the service provider will compile a report assessing the Company's cyber threat protection capabilities and offering recommendations for enhancing cybersecurity systems. This comprehensive report will be structured into three distinct phases for clarity and coherence.
 - 1) Phase I
To enhance and augment cybersecurity systems for safeguarding against highly severe threats that may compromise the Company's operational systems. In the event of such an occurrence, the Company may experience disruptions in normal operations and incur significant financial losses.
 - 2) Phase II
To enhance and bolster cybersecurity systems to mitigate medium-level threats that may target the company's operational systems. In the event of an incident, the impact may not be as severe as outlined in 1). The Company's operations can still continue, albeit with potential temporary disruptions, and there may be some financial losses incurred.
 - 3) Phase III
To enhance and bolster cyber security systems to safeguard the Company's work

systems against potential minor threats. While these threats may not initially pose severe impacts, they could accumulate damage and escalate in severity over time.

3. The establishment of a cyber threat prevention team by the Company is comparable to recruiting specialized doctors. Presently, there remains a shortage of personnel in this field - individuals with specialized expertise in cyber security who necessitate dedicated hours for work in this specific domain. High wages are typically attributed to the specialized skill set required. As a result, the Company often resorts to hiring external teams to monitor cyber security.

The Cyber Danger Surveillance Team will continuously analyze data traffic flow through Data Traffic Log Analysis, requiring the processing of a significant volume of data at all times. Should any suspicious activity be detected, the team will promptly implement preventive or corrective measures according to the agreed scope outlined in the service contract and will promptly notify the Company's designated personnel.

Remarks:

1. Investing in cyber defense requires allocating resources to develop systems that can consistently address cyber threats. This involves staying up-to-date with advancing technology, encompassing hardware, software, and specialized cyber security personnel. These experts must adeptly handle pressure during critical incidents, working against time constraints to minimize potential damage from cyber threats. This urgency is especially critical as hackers leverage AI to bolster their capabilities in executing diverse cyberattacks.

A one-time investment will provide technology for cyber protection equipment and systems purchased only in the current year, but it may not be sufficient to prevent future threats.

2. After the service provider has completed all the steps, the plan or proposal, along with a budget, will be summarized and presented to the Company's senior executives or Board of Directors for further selection and approval of the budget.

8.2 Report on the Performance of the Audit Committee in 2023

8.2.1 Attendance of individual audit committees

In 2023, the Audit Committee conducted a total of 5 meetings with the following details of the meeting:

Name	Position	Number of Meeting Attendance
1. Mr. Manu Leoparote	Chairman of the Audit Committee	5/5
2. Dr. Thiraphong Vikitset	Member of the Audit Committee	5/5
3. Mr. Aram Senamontri*	Member of the Audit Committee	1/5

Note: * The Board of Directors' Meeting No. 8/2023 on August 31, 2023, resolved to appoint Mr. Aram Senamontri as the Company's Independent Director and Member of the Audit Committee, effective from August 31, 2023, onwards.



8.2.2 Performance of the Audit Committee in 2023

As per details contained in the Audit Committee report

Audit Committee's Report for 2023

Dear Shareholders,

The Audit Committee of TPI Polene Power Public Company Limited for the year 2023 has been appointed and consists of 3 independent directors: Mr. Manu Leopaiprote as the Chairman of the Audit Committee, Dr. Thiraphong Vikiset, and Mr. Aram Senamontri, who are members of the Audit Committee. Mr. Aram Senamontri has been considered and proposed by the Board of Directors for appointment in accordance with legal procedures. All three individuals are qualified and experienced in finance, accounting, law, economics, and management, and have experience in performing duties independently within the scope of authority and responsibility specified by the regulatory agency for the Audit Committee, with Mr. Kanchit Yimkrum serving as the secretary of the Audit Committee.

In 2023, the Audit Committee held a total of 5 meetings to review, consider, and evaluate the internal control system, review financial statements and disclose information to investors, review compliance with relevant legal requirements, review risk management, review connected transactions or conflicts of interest, and consider, select, nominate, and determine the auditor's remuneration. The performance of duties can be summarized as follows:

1. To review and evaluate internal control systems.

The Company operates its business based on morality, ethics, transparency, and sustainable business operations and gives importance to the economy, environment, society, and good corporate governance according to the concept and philosophy of the Board of Directors and top executives. The Company has set policies and established operational guidelines that recognize the appropriate internal control system and adopted Four Iddhippada to success and commitment to creating balanced happiness with a better quality of life. Sustainably according to the 4 Brahma Vihara principles, including the 4 Noble Truths, which lead to the End of Suffering according to the teachings of the Lord Buddha, and applied TPI Polene Power's Code of Conduct as guidelines for the performance of executives and employees, taking into account the benefits and fairness to all relevant stakeholders, from government agencies, shareholders, suppliers, contract parties. Employees are developed and promote learning in a way that contributes to the long-term sustainable development of the Company. According to the review of the Audit Committee in the past year, the Company had an effective internal control system, efficient and effective operations under the internal control system that is sufficient and appropriate, which prevented damage that may occur within a reasonable period of time, reduce operational risks, help financial statements and reports of the Company to be accurate, reliable, as well as protect company assets and shareholders' investments, and The Chairman of the Audit Committee has approved the audit plan for the year 2023, with the internal audit unit performing the audit in accordance with the said plan.

2. To review the disclosure of all relevant information for investors.

Financial statements are financial reports that show the performance and financial position of an entity that must be disclosed to stakeholders. The Audit Committee reviewed significant items in the Company's consolidated financial statements, both the quarterly financial statements and the financial statements for the fiscal year 2023, as well as having a meeting with the auditor of the Company to independently exchange opinions on the financial statements without the management on issues that are material to the financial statements and revealing information in the notes to the financial statements, it was found that the Company's financial reports were prepared in accordance with

generally accepted accounting standards, with sufficient information disclosed in the notes to the financial statements and within an appropriate timeframe according to the requirements of the law and financial reporting standards set by the Federation of Accounting Professions, which are beneficial to the decision of investors and all stakeholders.

3. To review and ensure that the Company performs in compliance with all regulations and related governing laws.

The Audit Committee has reviewed compliance with rules, orders, and regulations of the law and of regulatory agencies related to the business of the Company. The Company has a system to prevent the use of internal information in securities trading, prohibitions, and penalties are imposed in the Employee Regulations, with a penalty of termination of employment; to supervise the executives to prepare a report on the holding of the Company's securities in accordance with legal requirements. In addition, it also places importance on the legal duty to disclose the Company's information in financial reports, related transactions, and other reports to be accurate, complete, reliable, and timely.

4. To review Risk Management

The Company has set up the Risk Management Committee chaired by the Chief Executive Officer and committees from related departments responsible for considering structure, policies, risk management framework, risk management plan, risk review and monitoring, managing risk with the Risk Management Department responsible for preparing risk management reports, implementing and supporting risk management throughout the organization. The Company has given importance to environmental risks from greenhouse gas emissions that affect climate change, risks that may arise from economic crime and modern technology (IT SECURITY), consumer behavior risks from rapidly changing communication technologies, and risks caused by the COVID-19 pandemic. The Company, along with the Risk Management Committee and all departments in the organization, keeps observing the changing environment and considers significant risks that may affect the Company's operations with measures to respond to risks at an acceptable level from weekly management meetings and set them in the annual work plan.

5. To review fraud detection or corruption

The Audit Committee has emphasized that the Company operates in accordance with good corporate governance, providing a complaint-handling system, including providing channels for employees, shareholders, and those involved to be able to directly contact the Audit Committee to notify information to the Internal Audit Committee regarding complaints, illegal acts or non-compliance with the Code of Conduct, or inquiries about financial reports or internal control systems conveniently via email, website, mail, and the complaint box, as well as having measures to protect the informant from disclosing and keeping it confidential. The Audit Committee has reviewed the risk assessment, the likelihood of fraud, and the impact to determine guidelines to prevent fraud that may occur in work systems and reviewing measures and investigation regulations to be up-to-date and consistent with business conditions.

6. To review connected transactions or conflicts of interest

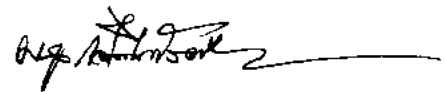
The Company has prepared the Code of Conduct for company directors, executives, and employees at all levels to acknowledge and strengthen it as a corporate culture that values operations that do not contradict with stakes and conflicts of interest with the Company. The organization will get the most benefit from transparent and verifiable business operations. The Audit Committee has reviewed connected transactions and transactions that may have conflicts of interest from the relevant directors' reports and found that the transactions were reasonable, did not cause the Company to lose benefits and were properly disclosed to regulators in a timely manner.

7. Consideration, selection, nomination, and determination of the auditor's remuneration for the year 2023

The Audit Committee has considered the independence, performance, and experience of the person who proposes to be the Company's auditor, and the appropriateness of the remuneration as well as considering the rotation of auditors. It proposed to the Board of Directors for approval from the shareholders' meeting in considering the appointment of Ms. Thanyalak. Keadkeaw holding Registration No. 8179, or Mr. Ekkasit Chuthamsathit holding Registration No. 4195, or Mr. Natthaphong Tantichattanont holding Registration No. 8829 of KPMG Phoomchai Audit Company Limited to be the Company's auditor for the year 2023.

The Audit Committee has considered that in the past year, the Board of Directors and the executives give importance to management according to the principles of sustainable business operations with good corporate governance, business ethics, and commitment to perform duties in order to achieve the organization's goals in a professional manner. The Company has developed a product quality system according to international standards, complies with the requirements of relevant laws, contributes to society and cares for the environment, prepares financial reports to meet generally accepted accounting standards, and discloses sufficient information. Also, transactions that may have conflicts of interest are managed properly without damage to the business with an adequate internal control system and good corporate governance system. No misstatement has been found.

On behalf of the Audit Committee



(Mr. Manu Leopairote)

Chairman of the Audit Committee

8.3 Summary of performance of other subcommittees

1. Report of the Executive Committee which is included together with the report of the Board of Directors signed with the Chairman and Chief Executive Officer
2. Audit Committee Report 2023 signed by the Chairman of the Audit Committee
3. Reports of other sub-committees of the Company for the year 2022 consisting of
 - 3.1 Report of the Nomination and Remuneration Committee
 - 3.2 Report of the Corporate Governance Committee
 - 3.3 Report of the Risk Management Committee
 - 3.4 Report of the Sustainable Development Committee
4. At the Board of Directors Meeting No. 12/2023 on December 28, 2023, the Board of Directors signed and acknowledged the reports of the sub-committees of the Company for the year 2023 as follows:



Report of the Nomination and Remuneration Committee

In 2023, the Nomination and Remuneration Committee held one meeting which 100% of the directors attended. The Nomination and Remuneration Committee of TPI Polene Power Public Company Limited consists of experts in several fields, with Mr. Prachai Leophairatana as the Chairman of the Nomination and Remuneration Committee and the entire Board of Directors performed their duties together as the Nomination and Remuneration Committee, with Mr. Kanchit Yimkrum, Company Secretary, as the secretary of the Nomination and Remuneration Committee.

In 2023, the Nomination and Remuneration Committee performed its duties within the scope of responsibilities specified in the Nomination and Remuneration Committee Charter as approved by the Board of Directors, with one meeting where the results of the meeting were reported to the Board of Directors. Consideration of important matters can be summarized as follows:

1. Consider nominating new directors to replace those who retire by rotation, taking into account knowledge, competence, experience, transparent work history, morality, responsibility, leadership, and professionalism, as well as board diversity. Additionally, the Board Skills Matrix is established to determine the qualifications of directors to be nominated by considering necessary skills, suitable qualifications, and consistency with the composition and structure of the Board according to the strategic business of the Company. Furthermore, the Company has applied the criteria for director nomination according to the Principles of Good Corporate Governance. These criteria serve as components for nominating new directors and providing orientation for newly appointed directors, including encouraging them to constantly develop their knowledge.

In 2023, Dr. Apichai Chandrasen, an independent director and Member of the Audit Committee, resigned from his position. Subsequently, the Company nominated and appointed Mr. Aram Senamontri, who possesses extensive knowledge, capability, a broad vision, and a history of maintaining morality, ethics, and transparency in his work, to fill the vacancy. Mr. Aram Senamontri meets all the qualifications required by law and is well-suited for the Company's business. The appointment was made during the Board Meeting No. 8/2023 on August 31, 2023.

2. Consider the annual budget and determine the remuneration of the Board of Directors according to the assessment criteria and the Company's performance, including taking into account the suitability of the duties and responsibilities assigned, linked to the performance of the Company and its performance by comparable to other companies in the same industry and of similar size.
3. Review the Nomination and Remuneration Committee Charter and determine the remuneration in line with the Corporate Governance Code (CG Code).

The Nomination and Remuneration Committee has performed its duties independently in accordance with the Corporate Governance Code to ensure transparency in the recruitment and remuneration process and build confidence among shareholders and stakeholders in all sectors.



(Mr. Prachai Leophairatana)

Chairman of the Nomination and Remuneration Committee

Report of the Corporate Governance Committee

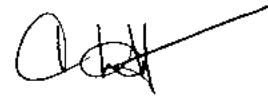
In 2023, the Corporate Governance Committee held one meeting in which 100% of the directors attended and provide useful opinions to the management in developing good corporate governance of TPI Polene Power Group. The summary of the performance of the Corporate Governance Committee in 2023 is as follows:

1. Promote the performance of the Board of Directors in accordance with the good corporate governance and TPI Polene Power Group's Code of Conduct by educating the directors about the prevention of insider information usage and the prevention of conflicts of interest. In 2023, the Corporate Governance Committee has completed all operations without significant conflicts, including encouraging directors to attend meetings and seminars on various matters that would be beneficial to the performance of their duties such as "Refreshment Training Program (RFD) and Subsidiary Governance Program (SGP) courses for the Company's directors and senior executives," as well as the "Role of the Chairman Program (RCP) for the Company's directors who serve as Chairman of the Board," provided by the Thai Institute of Directors Association (IOD), among others.
2. Promote awareness and compliance with the Principles of Good Corporate Governance and the Code of Conduct of TPI Polene Power to its executives and employees in all operating areas by organizing training sessions for executives and employees at all levels about the prevention of internal information usage, prevention of conflicts of interest, Anti-corruption, including promoting the creation of the Company's Code of Conduct Manual for executives and employees at all levels to raise awareness and have guidelines for good practice. In 2023, the Company arranged for executives and employees at all levels to take the test of the Company's Code of Conduct to measure their understanding. In addition, it has promoted the establishment of processes and mechanisms for management in case of grievances, whistleblowing in case of violations of ethics and Code of Conduct, and corruption in order to strengthen the corporate culture in line with the Code of Conduct of TPI Polene Power Group for sustainable growth. In 2023, There was no violation of Code of Conduct.
3. Review the scope of duties of the Corporate Governance Committee, the Audit Committee, the Nomination Committee, and the Remuneration Committee to be in line with the Principles of Good Corporate Governance for Listed Companies 2017 (CG Code) of the Office of the Securities and Exchange Commission.
4. Promote information disclosure and transparency, prepare annual information disclosure form/annual report (Report 56-1 One report), including quarterly disclosure of the Company's performance, which is material, complete, sufficient, reliable, and timely through the channels such as the system of the Stock Exchange of Thailand and the website of TPI Polene Power, including participating in the Opportunity Day with the Stock Exchange of Thailand on a quarterly basis, as well as SET AWARDS event.
5. Promote quarterly disclosure of sustainability performance covering three dimensions (Environmental, Social, and Corporate Governance) to investors through the 56-1 One Report and Sustainability Report and on the website of TPI Polene Power.

The success of TPI Polene Power Group in continuing emphasis on good corporate governance has resulted as follows:

1. In the 2023 Corporate Governance Report (CGR) of Thai Listed Companies Project, the Company was assessed and awarded the 5-star level or "Excellent CG Scoring". The scoring process is conducted by the Thai Institute of Directors Association (IOD) with the support of the Stock Exchange of Thailand and the SEC Office.
2. In 2023, the Company's stock was ranked in SET ESG Ratings : AA by the Stock Exchange of Thailand.
3. In 2023, the Company, known for its outstanding environmental, social, and governance practices, earned a spot on the ESG100 list for the 4th consecutive year, solidifying its reputation as a promising investment in the real estate and construction sector, recommended by the Thaipat Institute.

The Corporate Governance Committee is dedicated to fulfilling its duties in alignment with the organization's direction and goals. Its aim is to foster sustainable growth, creating maximum benefit for shareholders and all stakeholders, while ensuring fairness and progress for collective advancement.



(Mr. Prachai Leophairatana)

Chairman of the Corporate Governance Committee

Report of the Risk Management Committee

In 2023, the Risk Management Committee held one meeting in which 100% of the directors attended and provide useful opinions to the management in developing the risk management of TPI Polene Power Group. Summary of the performance of the Risk Management Committee in 2023 can be summarized as follows:

1. Approve the preparation of the organizational risk assessment report, including risk mitigation measures and opportunities arising from climate change. The Company has set a goal of achieving carbon neutrality by 2037, which is ahead of Thailand's announced intention to reach the same goal by 2050.

The Company has a policy to replace coal with solid waste fuel in all power plants, aiming to achieve 100% substitution by 2024. This strategy not only makes its business operations clearer and more concrete but also mitigates risks associated with fluctuations in coal prices. Additionally, compared to the relatively stable waste costs, this approach reduces exposure to risks stemming from climate change, which is of international significance. By aligning with the goal of reducing greenhouse gas emissions and adhering to future guidelines, the Company anticipates a reduction in operational costs and associated risks.

The Company has assessed risks from water shortages and floods, which are classified as medium-level and low-level basic risks, respectively.

There is also the risk of being charged with a carbon tax (Carbon Tax), which poses a high risk to the fossil fuel electricity production business, but it poses a low to moderate risk to the supply chain. It is also an opportunity for the business of producing electricity from green energy sources (Low Carbon).

The Company has measures in place to accommodate such risks by reducing reliance on fossil fuels and using electricity produced from clean energy, etc. This further creates opportunities to sell carbon credits.

2. Systematically oversee risk management in all aspects to ensure that risk management is in accordance with the set plan as follows:
 - 2.1. In the case of a new investment project, the Company requires the preparation of an investment feasibility analysis report (Feasibility Study) to serve as a tool for evaluating and screening potential new investments.
 - 2.2. In order to manage financial liquidity, the capital structure of the project is determined. Additionally, financial projections are prepared in advance so that the Company can manage net cash flow and assess financial liquidity to make financial plans for both the short-term and long-term.
 - 2.3. Utilize the MIS (Management Information System) as a tool for managing production, raw materials, sales, transportation, inventory levels, receivables, EBITDA, profit/loss, cash status, etc
 - 2.4. Reduce the risk of shortages in key production factors and prevent business interruption, consider entering into a long-term solid waste purchase contract that doesn't rely on any single source.
 - 2.5. Manage foreign currency using the principles of Natural Hedging.
 - 2.6. Apply technology and innovation to develop product processes to be more efficient, thereby saving energy costs as well.
 - 2.7. Continuously emphasize product research and development, such as the development of solid waste fuel production, to lower production costs, etc.

- 2.8. Emphasize cybersecurity (IT security) with a dedicated team in charge of overseeing and testing the system, as well as practicing various plans to prevent cyber threats.
- 2.9. Strictly comply with relevant rules and regulations.
3. In the long term, the Company continues to seek investment opportunities in businesses with high profit margins and growth rates. It also emphasizes production cost management, utilizing solid waste fuel to replace coal and increase production efficiency.
4. Consider and review risk management information by classifying risks into 8 types, consisting of
 - 4.1. Strategic risk is the risk arising from the inability to conduct business according to the established plan in line with internal and external factors; therefore, risk management of the business plan is required, for example, (1) Managing the risk associated with using solidwaste fuel to replace coal, aimed at reducing production costs, this entails overseeing the procurement of waste, including its quantity, cost, and properties such as moisture content, etc.; (2) Investing in environmentally friendly projects; and (3) Investing in projects and businesses with high growth potential in the future.

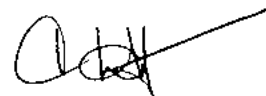
This project necessitates a feasibility study to analyze the sensitivity of critical factors before investing, and to monitor investment progress, thus mitigating the risk of not achieving targeted returns, risk of slower-than-planned project implementation and exceeding the budget, etc.

- 4.2. Operational risk arises from internal operating processes or external factors that impact revenue and operating costs, such as expense control, procurement of sufficient raw materials within budget, etc.
- 4.3. Financial Risk involves prudently implementing financial policies within specified budgets to attain suitable returns and maintain adequate cash flow for business operations. This entails establishing robust risk management and internal control systems to adapt to changing environments and mitigate various financial risks, including those arising from exchange rate fluctuations, interest rate changes, and liquidity sufficiency.
- 4.4. Compliance Risk is the risk of the inability to comply with relevant rules and regulations, or when existing regulations are inappropriate and out of date, impeding work performance, and potentially resulting in punishment according to the law. The Company must establish a unit to control compliance with government regulations and policies, including strict adherence to anti-corruption measures, as well as operations in accordance with the regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand, among others.
- 4.5. Sustainability Risk: Failure to consider investment may result in missed opportunities, rendering it impossible to maintain sustainable income or potentially leading the Company to eventual closure. Inability to keep pace with disruptive industry trends necessitates risk management across the organization, involving thorough risk analysis and response strategies to mitigate risks to an acceptable level.
- 4.6. Environmental risk refers to the potential for pollution released during the production process to harm the environment. Consequently, effective management is necessary to prevent the Company's production activities from generating dust, chemical residues, excessive energy and water consumption, as well as solid waste and waste that could adversely affect the local environment, among other factors. Moreover, the impacts of climate change may influence product design and raw material procurement, or lead to increased expenses due to taxation in the industrial sector, particularly for businesses emitting carbon dioxide. To address these challenges, the Company has implemented a policy to use solid waste fuel instead of coal in its electricity production processes. Additionally, it harnesses renewable energy sources such as sunlight and wind to generate electricity, thereby reducing carbon dioxide emissions.

- 4.7. Social Risk encompasses managing human resources, safety, occupational health, and the working environment, including issues like human rights violations. Therefore, the Company must have policies in place to enhance employees' knowledge and skills, provide appropriate compensation, and uphold human rights by ensuring benefits and equality. This includes supporting employees in creating new innovations to reduce energy costs, aligning with the organization's goals. Additionally, a safety operating manual is provided according to industry standards, and there is a designated complaint channel. A Welfare Committee has been established to oversee employee safety and occupational health.
- 4.8. Governance risk pertains to the image, reputation, and survival of the organization, such as the organization not disclosing significant information relating to stakeholders or deficiencies in internal governance measures. The Company has established regulatory units, including the Corporate Governance Committee, Audit Committee, Risk Management Committee, Internal Audit Department, Legal Department, Compliance Department, and other related departments to join in integrating the organization to maintain the highest level of good governance.

In addition, the Company promotes a culture of risk management throughout the organization. This is established as a policy by the management team. The Company has organized a training course titled "Risk Management" to provide personnel at all levels, including directors, senior executives, and employees with knowledge and understanding regarding risk management.

The Risk Management Committee has diligently and independently fulfilled its duties in supervising risk management for TPI Polene Power Group, ensuring effective risk management to achieve the organization's objectives and goals, as well as to maximize benefits for TPI Polene Power, its shareholders, and all stakeholders, fairly and sustainably in the long term.



(Mr. Prachai Leophairatana)

Chairman of the Risk Management Committee

Report of the Sustainable Development Committee

In 2023, the Sustainable Development Committee held one meeting in which 100% of the directors attended. The Company's Sustainability Development Committee places importance on promoting sustainable development at all levels, considering the goals and operational plans for sustainability development for the year 2023 by following up on progress, pushing for concrete operations, and achieving tangible results. This includes raising the level of sustainability development to be at the forefront of the same industry, which can be summarized as follows:

1. Support the preparation of Sustainability Reports and review material sustainability issues, and improve plans and KPIs on sustainability development in line with the situation and expectations of stakeholders

In 2023, the Company has identified issues which are the materiality of the business according to Global Reporting Initiative standards in all 3 areas (ESG) as follows:

ESG	16 Sustainability Issues with High Priority
Environment (4 issues)	<ol style="list-style-type: none"> 1. Climate change management 2. Energy consumption 3. Water supply management 4. Waste management
Social (2 issues)	<ol style="list-style-type: none"> 1. Occupational health and safety in the working environment 2. Participation in community and social development
Corporate Governance (10 issues)	<ol style="list-style-type: none"> 1. Economic performance 2. Indirect economic impacts 3. Research and development 4. Technology, innovation and service 5. Electrical system efficiency 6. Availability and reliability of the electrical system 7. Anti-corruption 8. Procurement practices 9. Risk and crisis management 10. Data security and customer privacy

2. Approve the Determination of Strategies, Goals, and Management Plans for Climate Change

The Company has increased production efficiency by applying the Total Productive Maintenance system to electricity production to reduce breakdowns/ reduce the use of electricity produced from fossil fuels/ reduce water use by reusing water in the production process through the treatment process for reuse / increase the receipt of community solid waste/ increase the investment in renewable energy production/ expand the area of forest planting to increase carbon absorption/ apply for Renewable Energy Certificate (REC), and purchase Carbon Credit Offset to compensate for greenhouse gas emissions, aiming for carbon neutrality, etc.

3. Oversee Sustainability Development Work In Accordance with the Strategy In Line With the Sustainable Development Goals (SDGs)

The Company recognizes the importance of stakeholder involvement, conducting analyses of both internal and external stakeholders, covering the entire business value chain with the belief that fostering good relationships based on trust, as well as considering the opinions and suggestions of stakeholders towards the organization, are important factors in achieving the goal of becoming an organization capable of sustainable development and growth. Additionally, effective stakeholder management will assist the organization in managing risks that could potentially damage its image and disrupt business opportunities. The Company's sustainability operations are outlined as follows:

3.1 Environmental Dimension can be summarized as follows:

- 3.1.1. Achieving a low-carbon society by 2023: The Company utilizes approximately 2.76 million tons of all types of solid waste as fuel in its power plants and sell it to TPI Polene Public Company Limited's cement factory. This initiative is expected to help reduce greenhouse gas emissions by approximately 6.40 million tons of carbon dioxide equivalent (the calculation is based on the emission factor derived from the aforementioned solid waste emissions, with landfill waste resulting in 2.32 tons of greenhouse gas emissions per 1 ton of landfill solid waste).

On April 28, 2023, and September 26, 2023, the Company was registered by the TGO, certifying an additional amount of carbon credits of 462,797 tons of carbon dioxide equivalent and 331,135 tons of carbon dioxide equivalent, respectively. As a result, the Company now possesses a total of 765,297 tons of carbon dioxide equivalent, when combined with the balance carried forward from 2022, totaling 1,559,229 tons of carbon dioxide equivalent.

- 3.1.2. The Company invested in purchasing four electric-powered wheel loaders for solid waste fuel collection, reducing transportation costs and greenhouse gas emissions as well as PM 2.5 dust generation.
- 3.1.3. The power plant sets a target for Station Service Used not to exceed 12% of the amount of energy produced, and it sets guidelines for energy management according to ISO 50001 standards.
- 3.1.4. The Company has a solid waste management policy utilizing the 3 R principles under the concept of Zero Waste. This entails not releasing waste, wastewater, used oil, chemicals, or any other waste into the ground. Additionally, the Company conducts its business according to the Bio-Circular-Green Economy (BCG) for Sustainability guidelines, aiming to efficiently utilize raw material resources. For instance, leftover raw materials from one factory are repurposed as raw materials for another factory, among other practices.

The Company has set a goal to utilize at least 95% of the total amount of industrial waste generated. In 2023, the Company achieved this goal by utilizing industrial waste from the production process as alternative fuel, alternative material, and by recycling it.

- 3.1.5 The Company has a policy to efficiently manage water use, wastewater from the production process will be drained into the wastewater treatment system, and there is an analysis of water quality to ensure it meets standard criteria according to the regulations of the Department of Industrial Works, the wastewater quality is continuously monitored before discharging into the factory's drainage chute.
- 3.1.6 The impacts of operations across the value chain are minimized. For instance, transporting municipal solid waste to the factory must comply with transportation standards, not cause any pollution, etc.
- 3.1.7. In 2023, the Company disposed of approximately 1,638 tons of COVID-19 infected waste (during the first 4 months of the year) and approximately 11,484 tons of non-hazardous industrial waste, using it as fuel in the production process.

3.2. Social Dimension can be summarized as follows:

- 3.2.1. Focus on creating good returns for shareholders through continuous dividend payments while maintaining consistently strong operating results.
- 3.2.2. Take into account the human rights principles, respect personal data, protect labor rights, promote youth education by giving respect and protect the basic rights and human dignity of everyone involved in the operations of TPI Polene Group. In 2023, there were no incidents of human rights violations.

- 3.2.3. Have occupational health and safety in a good working environment
- 3.2.4. Continuously manage and develop the potential and skills of personnel by setting a training goal of no less than 20 hours per person per year. The Company can achieve this goal.
- 3.2.5. In 2023, the Company measured the job satisfaction and employee engagement levels. The average total score was 83.20%, surpassing the Company's target of 75%. These survey results were used to develop activities aimed at fostering continuous improvement in employee relationships and increasing satisfaction levels to their highest potential.
- 3.2.6. The Company provides both disabled people and other disadvantaged groups with equal opportunities in employment without discrimination. In 2023, a total of 67 new employees were hired, including 61 general employees, 3 people with disabilities, and 3 elderly people.
- 3.2.7. Give importance to customer satisfaction in the Company's products and services.
- 3.2.8. Give importance to the security of the organization's information systems (IT Security).
- 3.2.9. Promote environmentally friendly procurement to reduce the risk of doing business with suppliers.
- 3.2.10. The Company has created value and raised the quality of life for communities in every area where its factory operations are located, such as providing scholarships to good students and a project to separate solid waste in exchange for electricity for community development, etc.
- 3.2.11. In 2023, the Company has supported various public benefit projects and activities with a total of approximately Baht 43.34 million to communities, educational institutions, temples, hospitals and various government agencies, by donating healthcare products and products of TPI Polene Group such as cement, other construction materials, organic bio-fertilizers, drinking water and healthcare products to prevent pathogens.
- 3.3. Corporate Governance Dimension can be summarized as follows:
 - 3.3.1. Promote the performance of the Board of Directors, executives, and employees in alignment with good corporate governance and the Code of Conduct across all operational areas.
 - 3.3.2. Establish guidelines for operating social enterprises, with a focus on meeting the needs and fostering a high quality of life for communities in all areas where the Company conducts business operations, including fostering social networks within communities nationwide.
 - 3.3.3. Respond to the needs of all stakeholder groups in a balanced way for sustainable growth.

As a result of the Company's continuous success in using the value of sustainability to drive business operations, in 2023, the Company received awards and certifications from recognized organizations in promoting the development for sustainability as summarized below:

International Awards

1. The Company received the 3G Environmental Responsibility Award 2023 from the Global Good Governance Awards (3G Awards) 2023, organized by the financial consulting company Cambridge IFA International Financial Advisory of the United Kingdom. These awards aim to recognize organizations that have successfully applied social responsibility in their daily business operations.
2. On July 9, 2023, the Company received the International Diamond Prize for Excellence in Quality 2023 from the European Society for Quality Research (ESQR) in Switzerland. This honor recognized the model organizations with good business practice model under the framework of quality assessment according to international standards and creation of cutting-edge technological innovations, held at Hotel Le Plaza Brussels, Brussels, Belgium.

3. The Company received the Best Green Renewable Energy Power Plant in Thailand 2023 Award (the best group of green renewable energy power plants in Thailand) conferred by the World Business Outlook, a printed and online magazine that provides comprehensive analysis of the financial industry, international business, and the global economy.

National Awards

1. On June 23, 2023, the Thaipat Institute announced that the Company was ranked among the ESG100 securities companies for the year 2023, marking the fourth year (2018, 2021, 2022 and 2023) of its exceptional performance in environmental, social, and governance (ESG) criteria. This solidified its position as a company with promising investment opportunities within the resource sector.
2. The Company has been certified as a Green Industry Level 3 (Green System), with systematic environmental management, monitoring, evaluation, and review for continuous development, granted by the Ministry of Industry for the Company's power plants TG4 (30MW), TG5 (60MW), TG6 (70MW), and TG8 (150MW), effective from August 21, 2023, to August 20, 2026. Additionally, power plant TG 7 (40MW) has been certified, effective from September 7, 2023, until September 6, 2026.

In addition, the power plant TG1-3 (60MW) has been certified as a Green Industry Level 4 (Green Culture) granted by the Ministry of Industry, effective from August 26, 2021, to August 25, 2024. Everyone in the organization cooperates and works in an environmentally friendly manner in every aspect of operations, making it an integral part of the organization's culture.

3. On September 13, 2023, the Company received the honorary award, CSR-DIW CONTINUOUS AWARD 2023, which recognizes standards for social responsibility among entrepreneurs, from the Department of Industrial Works, Ministry of Industry. This marks the 8th consecutive year, starting from 2016.
4. On September 29, 2023, the Company received the CIRCULAR ECONOMY Certificate for municipal solid waste power plant and solid waste fuel production plant through the assessment under the project to develop and upgrade industrial establishments to apply the principles of the Circular Economy in organizations, from the Department of Primary Industries and Mines.
5. On October 31, 2023, the Company has been rated as "Excellent CG Scoring" (5-star) in Corporate Governance from the Corporate Governance Report of Thai Listed Companies (CGR) for the year 2023 organized by the Thai Institute of Directors Association (IOD) with the support of the Stock Exchange of Thailand and the SEC Office.
6. On November 6, 2023, the Company was awarded a "SET ESG Rating: AA" for 2023 by the Stock Exchange of Thailand, signifying its commitment to sustainable business practices and responsibility to stakeholders by consistently integrating Environmental, Social, and Governance (ESG) considerations into its operations.
7. On December 21, 2023, the Company was honored with the Sustainability Disclosure Award for the 2nd consecutive year, recognizing its disclosure of sustainability information for the year 2023. This award was granted by Thaipat Institute.

The Sustainable Development Committee has consistently intended to elevate the Company to be the Sustainable Organization that will benefit all economy, society, and environment, continuously further to the future.



(Mr. Pakkapol Leopairut)

Chairman of the Sustainable Development Committee

9. Internal Control and Connected Transactions



9.1 Internal Control

At the Board of Directors' meeting no. 1/2024, held on 25 January 2024, attended by 3 Audit Committee members, the Board considered and evaluated the adequacy and suitability of the internal control system in five components in accordance with the guidelines in the Notification of the Office of the Securities and Exchange Commission No. GorLorTor.Gor. (Wor) 8/2009 dated March 3, 2009, RE: The Number of Independent Directors, and the Importance of Internal Control System. The guidelines for evaluating the adequacy of the internal control system are divided into five parts, with details as follows:

1. Control Environment

The Company has provided a good internal control environment. Both in the organizational structure, policies, and operational guidelines that recognize adequate internal control systems and personnel management methods, as well as setting strategies and business goals that are appropriate, clear, reasonable, and measurable. The Company requires its departments to set the goals or operational plans annually based on the benefits and fairness to all relevant stakeholders in the manner of conducting business sustainably on the basis of honesty, morality, ethics, responsibility for the environment, society, and good governance by setting up the TPI Polene Power Code of Conduct and an employee manual with the 4 Powers of Success and the determination to balance happiness with a sustainable better quality of life according to the 4 Brahma Viharn, including the 4 Noble Truths that lead to the cessation of suffering according to the Doctrine of the Buddha, as a guide to the performance of executives and employees as follows:

1. Iddhipada 4: The Principles of Iddhipada 4: Path of accomplishment in work, which consists of the following:

- 1.1 Chanda (ASPIRATION): Satisfied with the work we're performing
- 1.2 Viriya (EFFORTS) – Diligently on the work
- 1.3 Citta (CONCENTRATION) – Focus on and take responsibility for the work done
- 1.4 Vimansa (ANALYSIS) – Contemplate and use wisdom to monitor works

2. Four Sublimes States of Mind is the dharma of the Great Brahma and Brahma-viharas is the key principle dhamma for everyone. It is a principle of heart that will allow us to live a virtuous and purified life, as the following principles:

- 2.1 Metta (MERCY): Love, desire for others to be happy.
- 2.2 Karuna (KINDNESS): Desire to get others out of their sufferings
- 2.3 Mudita (SYMPATHETIC JOY): Pleasure that comes from delighting in other people's well-being
- 2.4 Upekkha (EQUANIMITY: Even-mindedness and serenity, treating everyone impartially

3. Four Noble Truths consist of the following:

1. Dukkha : Suffering
2. Samudaya: The Cause or Origin of Suffering
3. Nirodha : The Cessation or Extinction of Suffering
4. Marga: The Path leading to the Cessation or Extinction of Suffering

2. Risk Management

The Company has implemented risk management and has effectively communicated its policies to executives and employees across all levels and departments, ensuring awareness and adherence. This effort aims to regularly mitigate business risk and operational risk including potential corruption risk to the level acceptable to the organization and to ensure appropriate financial risk management. The Company has formed the Risk Management Committee, tasked with considering policy structures, the risk

management framework, and the risk management plan. This committee reviews risks and monitors risk management with the support of the Risk Management Department, managing risks throughout the organization. It considers and analyzes both internal and external factors, establishing preventive measures while taking into account the cost of risk management relative to the highest benefit for the Company. In previous year, the Company has focused on environmental risks from greenhouse gas emissions that affect climate change, consumer behavior risks from rapidly changing communication technology, risks that may arise from economic crimes and modern technology (IT security), etc.

3. Control Activities

The Company has clearly defined operational procedures and operational controls for all levels of departments in the organization, including the management in order to achieve the organization's objectives. The authority and level of transaction approval are clearly defined in writing with a clear segregation of duties that may facilitate corruption by separating the authority of recording accounting transactions and information and the duties of safeguarding assets.

In addition, policies, and procedures for connected transactions or transactions that may have conflicts of interest of the Company with major shareholders, directors, executives, or persons related to such persons have been set forth in accordance with relevant regulations, which is done without a stakeholder in the transaction, with the best interest of the Company in mind and all relevant stakeholders.

4. Information and Communication

The Company has provided important information systems that are accurate, reliable, and up-to-date for use in the working administration of the management through an efficient internal communication system.

In scheduling meetings of the Board of Directors, the Company has provided sufficient information systems and sent them to the Board of Directors at least 7 days in advance, including detailed reports of

the minutes of the Board of Directors meetings with sufficient details for shareholders or related persons to examine. Accounting information shall be categorized and retained for at least 5 years according to the law on accounting and has never been notified by the auditor that there was a flaw in such matter.

5. Monitoring Activities

The Company has a system for monitoring and evaluating the internal control by personnel with sufficient knowledge, including comparing the performance of the management with the set business goals on a monthly basis with the Company's management weekly meeting to take corrective actions if the performance is different from the business goals. The results of operations are reported quarterly at the Board of Directors' meeting.

Audit Office

The Company has an internal audit department to enable internal processes to manage risks, internal controls, and compliance to achieve the organization's operational objectives. The internal audit department prepares an annual internal audit plan in accordance with business strategy directions and significant risks that affect business operations. Audit results are reported to the management and the Audit Committee for consideration. The results of the implementation recommended by internal auditor are monitored regularly. However, in the operation of the Internal Audit Department, there is no limitation in expressing opinions

The Company's Internal Audit Supervisor

The Company has assigned Mr. Nitipong Sucharitaphong, Internal Audit Manager, to be the head of Internal Audit Department of the Company, as he has knowledge and understanding of the Company's business, along with skills and experience in internal auditing for the Company's operations. Details about the Company's Internal Audit Supervisor appear in Attachment 3 "Details about the Internal Audit Supervisor".

9.2 Transactions with Related Parties

Disclosure of information about transactions with related parties that may have conflicts of interest, is in compliance with the rules and regulations imposed by the SET and the SEC.

The Audit Committee has performed its duties and responsibilities to review transactions with related parties. The procedures used in approved the transactions with related parties have always been subject to the normal terms and conditions of general business to rely on commodity trading and base on applicable market prices mechanism, in order to prevent conflicts of interest.

As of December 31, 2023, the Company and its subsidiaries had transactions with related parties, which may have conflicts of interest. The Directors and/or Management have considered the rationality of the transactions with related parties, and all were undertaken for the maximum benefit of the Company and were subject to the normal terms and conditions of business applying policy of applicable market prices as consideration mechanism in compliance with the rules and regulations imposed by the SET and the SEC. Details of the transactions with related parties appear in the notes to financial statements for the year 2023.

The details of transactions with related parties between the Company and persons who may have conflicts of interest for the fiscal year ended December 31, 2022, and for the fiscal year ended December 31, 2023, are as follows:

9.2.1 Transactions with related parties between the Company and persons who may have conflicts

(1) TPI Polene Public Company Limited (“TPI Polene Plc.”)

TPI Polene Plc. is the Company's major shareholder holding 70.24% of the Company's paid-up capital. In addition, the Company and TPI Polene Plc. have 8 joint directors: Mr. Prachai Leophairatana, Mr. Prateep Leopairut, Mr. Pramuan Leophairatana, Mrs. Orapin Leophairatana, Mr. Prayad Liewphairatana, Miss Malinee Leopairut, Mr. Pakorn Leopairut and Mr. Khantachai Vichakkhana (as of December 31, 2023).

Transaction	Transaction size (million baht)		Necessity and reasonableness	The Audit Committee considered that the transaction was reasonable due to the reasons and necessity as follows:
	Fiscal year ended December 31, 2022	Fiscal year ended December 31, 2023		
Revenue from sales of electricity	1,568.2	2,552.4	The Company sells the generated electricity to TPI Polene Plc. for use in the business of TPI Polene Plc.. The Company charges electricity from TPI Polene Plc. Limited according to the amount of electricity actually sold to TPI Polene Plc. each month at the rate of baht per kilowatt-hour equal to the average electricity rate that TPI Polene purchases electricity from PEA each month (such prices do not include VAT). Since April 1, 2018, the electricity tariff type 4, large business, is applied, only according to the period announced by the PEA and the electricity charge according to the Automatic Tariff Adjustment Mechanism formula (Ft)	The transaction is a normal business transaction of the Company. Electricity rate charged by the Company to TPI Polene Plc. is reasonable and beneficial to the Company.
Revenue from sales of petrol and natural gas (NGV)	25.2	21.9	The sale of petrol and natural gas (NGV) to TPI Polene Plc. is a normal business transaction of the Company. The Company sells petrol and natural gas (NGV) from petrol and natural gas (NGV) stations for TPI Polene Plc. for its vehicles. The selling price is the retail price in front of stations sold to other customers, both related and unrelated to the Company.	The transaction is a normal business transaction of the Company. The rates for petrol and natural gas (NGV) charged are market prices and the same prices that the Company sells to other customers, both related and unrelated to the Company. Therefore, the transaction is reasonable and beneficial to the Company.
Revenue from steam sales of stream	34.5	37.3	Steam sales to TPI Polene Plc. arises as the Company has steam generated from its power generation process. Therefore, the Company sold the steam generated from the said electricity generation to TPI Polene Plc. for use in TPI Polene Aerated Brick Plants, at a price of 650 baht per ton, which is calculated from the estimated steam costs incurred plus 10% of such costs.	The transaction is a normal business transaction of the Company which is the most efficient use of the Company's existing machinery. However, even though the steam price in 2015 was calculated based on the steam cost estimate, the Company did not incur any disadvantage, it was deemed appropriate to adjust the steam price. The Company will charge the steam cost based on the estimated steam costs incurred plus 10% of the said cost in order to better reflect the Company's opportunity cost.

Transaction	Transaction size (million baht)		Necessity and reasonableness	The Audit Committee considered that the transaction was reasonable due to the reasons and necessity as follows:
	Fiscal year ended December 31, 2022	Fiscal year ended December 31, 2023		
Revenue from Labor cost	31.5	34.1	List of labor services to TPI Polene Plc. was created as TPI Polene Plc. has an electricity generating unit for use in the tile plants of TPI Polene Plc.. However, as there were not enough highly qualified personnel to operate for such power generating units, the Company was hired to supply workers for the power generating unit. In 2015, the Company charged labor wages according to salary costs, welfare and all related expenses of personnel supplied to work in the power generating unit. In 2016, the Company entered into a contract with TPI Polene Plc., which determines labor wages according to the cost of salary and welfare and all related expenses of personnel supplied to work in such power generating unit, plus 10% of such costs.	The transaction is reasonable and beneficial to the Company.
Expenses to purchase waste heat	10.0	10.1	In the cement production process of TPI Polene Plc., there is a large amount of waste heat from the cement production process and the Company efficiently uses the waste heat as a fuel for power generation. The Company entered into agreements to purchase such waste heat from TPI Polene Plc., with a price of 0.12 baht per kilowatt-hour.	The transaction is a normal business transaction of the Company as it uses the energy as one of the main fuels for generating electricity. The transaction resulted in the Company having lower cost of electricity generation compared with the cost of electricity generation from other fuels. The transaction is considered reasonable and beneficial to the Company.
Expenses to purchases purchases	2,746.5	2,647.2	The Company purchases coal from TPI Polene Plc. according to the purchase and service agreements to be used as fuel, the price of coal is the cost price that TPI Polene Plc. purchased from coal traders, including transportation costs plus 10% and adjusted according to the actual heating value of coal received on April 1, 2019 plus 2% and on December 1, 2022 plus 0.5% percent.	The transaction is a normal business transaction of the Company and occur as necessary for the Company's business operations. Such price is the cost price that TPI Polene Plc. buys from coal traders, including transportation costs plus 0.5% and adjusted according to the actual heating value of coal received. The transaction is considered reasonable and beneficial to the Company.
Expenses to purchasepurchasing raw water	266.5	240.3	The Company purchases raw water from TPI Polene Plc. for use in the production of electricity in power plants according to the purchase and service agreements, reference price of Local Health Insurance Fund without trade discount (starting on February 1, 2020)	The transaction is normal business transaction of the Company and occur as necessary for business operations. If the Company had to invest in a water production system, it would require a large investment and not worth the investment. The transaction is considered reasonable and beneficial to the Company.
Expenses from the purchase of cut rubber	0.00	0.0	The Company purchased cut rubber from TPI Polene Plc. to be used in the production of electricity in power plants according to the sales and service agreements that the Company made with TPI Polene Plc. in 2016, the price was charged at cost plus 10%.	The transaction is a normal business transaction of the Company and occurs as necessary to operate the business. The purchase price is reasonable and beneficial to the Company.

Transaction	Transaction size (million baht)		Necessity and reasonableness	The Audit Committee considered that the transaction was reasonable due to the reasons and necessity as follows:
	Fiscal year ended December 31, 2022	Fiscal year ended December 31, 2023		
Expenses for rental of land	0.0	0.0	<p>The Company has power plants, waste fuel production facilities, and petrol and natural gas (NGV) service stations located on TPI Polene Plc.'s land. It entered into land lease agreements for operating a waste fuel production establishment and a gas and natural gas (NGV) service stations. The land lease agreement can be divided by type of business as follows:</p> <ul style="list-style-type: none"> The Company's waste heat power plants are located in the same area as the cement plant of TPI Polene Plc. for the convenience of receiving waste heat to be used as fuel. In addition, waste fuel power plants and coal-fired power plants are located nearby convenience of fuel transportation. The Company has land lease agreements for the power plants covering an area of 47-0-52.5 rai, a total of 3 agreements of 30-50 years (the agreements expire during 2042-2062), with the total land rental rate of 5.6 million baht per year, which is at the same rate or not higher than the price that TPI Polene Plc. leases to others, both related and unrelated parties. The waste fuel production facility is located in the same area as the power plants for the convenience of fuel transportation. The Company has a land lease agreement for a waste fuel factory covering an area of 1-1-11.51 rai, a 30-year contract term (expired in 2046), with a total land lease rate of 0.2 million baht per year, which is at the same rate or not higher than the price that TPI Plc. Polene leases to others, both related and unrelated parties. Four petrol and natural gas (NGV) stations located in Saraburi Province for general customers. All 4 areas are located along Mittraphap Road, which is the country's main road, with traffic of various vehicles, which are the target customers of the stations. The Company has land lease agreements for four petrol and natural gas (NGV) stations, covering an area of 32-3-1 rai, with a 3-year agreement term ending in June 2025, with a total land rental rate of 0.8 million baht per year, which is at the same rate or not higher than the price that TPI Polene Plc. leases to others, both related and unrelated parties. In 2020, the Company had to comply with TFRS 16 Lease Agreements instead of TAS 17 Lease Agreements, resulting in the nature of the expenses related to the lease agreement being changed. The Company recognizes depreciation on right-of-use assets and interest on lease liabilities. 	The transactions are transactions relating to assets or services and supporting normal business operations of the Company and occur as necessary for the Company's business operations. The lease price is at the same rate as TPI Polene Plc. leasing to others. The transaction is considered reasonable and beneficial to the Company.
Advance payment	0.0	0.0		
Depreciation and interest expenses	33.1	31.95		
Deferred interest	248.3	1,446.6		
Lease liabilities	671.4	3,075.0		

Transaction	Transaction size (million baht)		Necessity and reasonableness	The Audit Committee considered that the transaction was reasonable due to the reasons and necessity as follows:
	Fiscal year ended December 31, 2022	Fiscal year ended December 31, 2023		
Expenses for service fee under Framework Agreement	132.0	132.0	The Company entered into a purchase and service agreement with TPI Polene Plc.. TPI Polene Plc. provides common services to the Company both at the head office and the plants in Saraburi Province. The services include purchasing, administrative, accounting, finance, security, public relations, law, engineering, information technology, compensation and others with a service fee of 11.00 million baht per month, which is calculated from the cost of service plus 10% of such cost.	The transaction is a normal business supporting transaction of the Company. The service fee is calculated from the cost of service plus a rate of 10%. if the Company does not receive such service from TPI Polene Plc., the Company will have to hire a lot of personnel and have to invest more in information technology systems, which is not worth the investment. The transaction is considered reasonable and beneficial to the Company.
Expenses for material sample analysis and industrial waste disposal service fees	43.6	34.9	The Company entered into a material analysis service agreement and an industrial waste disposal service agreement with TPI Polene Plc.. Material sampling service fee includes material sampling fee 100 baht/sample, material sampling preparation fee of 300 baht/sample, material sampling analysis fee by material type ranging from 300-10,400 baht/sample, and industrial waste disposal rates 1,000-5,000 baht/ton of industrial waste disposal service price, depending on waste type and chloride type.	The transaction is a normal business support transaction of the Company. Material sample analysis service rates are quoted from the Center for Clean Energy and Environment Innovation Expertise, Office of Science and Technology Research and Service, Chulalongkorn University Environment Research Institute. The transaction is considered reasonable and beneficial to the Company.

(2) TPI Polene Bio-Organic Company Limited (“TPI Polene Bio-Organic”)

TPI Polene Bio-Organic is held by TPI Polene Plc. 99.99% of the paid-up capital. In addition, the Company and TPI Polene Bio-Organics has 9 common directors, namely Mr. Prachai Leophairatana, Mr. Prateep Leopairut, Mr. Pramuan Leophairatana, Mr. Prayad Liewphairatana, Mrs. Orapin Leophairatana, Miss Pattarapan Leopairut, Mr. Pakorn Leopairut, Mr. Pakkapol Leopairut, and Mrs. Nitawan Leophairatana (as of December 31, 2023).

Transaction	Transaction size (million baht)		Necessity and reasonableness	The Audit Committee considered that the transaction was reasonable due to the reasons and necessity as follows:
	Fiscal year ended December 31, 2022	Fiscal year ended December 31, 2023		
Revenue from sales of petrol and natural gas (NGV)	0.0	0.0	The sale of petrol and natural gas (NGV) to TPI Polene Bio-Organic is a normal business transaction of the Company. The Company sells petrol and natural gas (NGV) from petrol and natural gas (NGV) stations for TPI Polene Bio-Organic for its vehicles. The selling price is the retail price in front of stations sold to other customers, both related and unrelated to the Company.	The transaction is a normal business transaction of the Company. The rates for petrol and natural gas (NGV) charged are market prices and the same prices that the Company sells to other customers, both related and unrelated to the Company. Therefore, the transaction is reasonable and beneficial to the Company.
Expenses from the purchase of other goods and services	2.2	2.2	The Company purchased other products and services from TPI Polene Bio-Organic for use in the general business of the Company, divided into main items as follows: 1. Purchases of products that the Company sells at convenience stores located in the Company's petrol and natural gas (NGV) stations, such as wood vinegar, biofertilizers, and dishwashing liquids, with the same price that TPI Polene Bio-Organic sells to other related and unrelated customers. 2. Purchases of spare parts, consumables, and other raw materials that TPI Polene Bio-Organic exists for use in the business operations of the company. These items are priced at cost price plus 10%.	The transaction is a normal business support transaction of the Company. The purchase price is the same price that TPI Polene Bio Organic sells to other customers, both related and unrelated to the Company. Therefore, the transaction is reasonable and beneficial to the Company.

(3) TPI Concrete Company Limited (“TPI Concrete”)

TPI Concrete is held by TPI Polene Plc. 99.99% of the paid-up capital. In addition, the Company and TPI Concrete have 5 common directors, namely Mr. Prachai Leophairatana, Mr. Prateep Leopairut, Mr. Pramuan Leophairatana, Mr. Prayad Liewphairatana and Mrs. Orapin Leophairatana (as of December 31, 2023).

Transaction	Transaction size (million baht)		Necessity and reasonableness	The Audit Committee considered that the transaction was reasonable due to the reasons and necessity as follows:
	Fiscal year ended December 31, 2021	Fiscal year ended December 31, 2022		
Revenue from petrol and natural gas (NGV)	0.9	0.6	The sale of petrol and natural gas (NGV) to TPI Concrete is a normal business transaction of the Company. The Company sells petrol and natural gas (NGV) from petrol and natural gas (NGV) stations for TPI Concrete for its vehicles. The selling price is the retail price in front of stations sold to other customers, both related and unrelated to the Company.	The transaction is a normal business transaction of the Company. The rates for petrol and natural gas (NGV) charged are market prices and the same prices that the Company sells to other customers, both related and unrelated to the Company. Therefore, the transaction is reasonable and beneficial to the Company.

(4) TPI All Seasons Company Limited (“TPI All Seasons”)

TPI All Seasons is held by TPI Polene Plc. 99.99% of the paid-up capital. In addition, the Company and TPI All Seasons have 6 common directors, namely Mr. Prachai Leophairatana, Mr. Pramuan Leophairatana, Mr. Prayad Liewphairatana, Mrs.Orapin Leophairatana, Mr. Pakorn Leopairut and Mrs. Nitawan Leophairatana (as of December 31, 2023).

Transaction	Transaction size (million baht)		Necessity and reasonableness	The Audit Committee considered that the transaction was reasonable due to the reasons and necessity as follows:
	Fiscal year ended December 31, 2022	Fiscal year ended December 31, 2023		
Revenue from petrol and natural gas (NGV)	0.4	0.4	The sale of petrol and natural gas (NGV) to TPI All Seasons is a normal business transaction of the Company. The Company sells petrol and natural gas (NGV) from petrol and natural gas (NGV) stations for TPI All Seasons for its vehicles. The selling price is the retail price in front of stations sold to other customers, both related and unrelated to the Company.	The transaction is a normal business transaction of the Company. The rates for petrol and natural gas (NGV) charged are market prices and the same prices that the Company sells to other customers, both related and unrelated to the Company. Therefore, the transaction is reasonable and beneficial to the Company.

(5) Thai Nitrate Company Limited (“Thai Nitrate”)

Thai Nitrate is held by TPI Polene Plc. 99.99% of the paid-up capital. In addition, the Company and Thai Nitrate have 6 common directors, namely Mr. Prachai Leophairatana, Mr. Pramuan Leophairatana, Mr. Prayad Liewphairatana, Mrs. Orapin Leophairatana, Mr. Pakorn Leopairut and Mr. Pakkapol Leopairut (as of December 31, 2023).

Transaction	Transaction size (million baht)		Necessity and reasonableness	The Audit Committee considered that the transaction was reasonable due to the reasons and necessity as follows:
	Fiscal year ended December 31, 2022	Fiscal year ended December 31, 2023		
Revenue from sales of petrol and natural gas (NGV)	0.0	0.0	The sale of petrol and natural gas (NGV) to Thai Nitrate is a normal business transaction of the Company. The Company sells petrol and natural gas (NGV) from petrol and natural gas (NGV) stations for Thai Nitrate for its vehicles. The selling price is the retail price in front of stations sold to other customers, both related and unrelated to the Company.	The transaction is a normal business transaction of the Company. The rates for petrol and natural gas (NGV) charged are market prices and the same prices that the Company sells to other customers, both related and unrelated to the Company. Therefore, the transaction is reasonable and beneficial to the Company.

(6) BUI Life Insurance Public Company Limited (“BUI Life Insurance”)

BUI Life Insurance is held by TPI Polene Plc. 25.00%, by BUI Life Insurance 9.60% and by Leophairatana Group 15.18% of the paid-up capital. In addition, the Company and BUI Life Insurance have 3 common directors, namely Mr. Pramuan Leophairatana, Mr. Prayad Liewphairatana and Miss Malinee Leopairut (as of December 31, 2023).

Transaction	Transaction size (million baht)		Necessity and reasonableness	The Audit Committee considered that the transaction was reasonable due to the reasons and necessity as follows:
	Fiscal year ended December 31, 2022	Fiscal year ended December 31, 2023		
Revenue from petrol and natural gas (NGV)	0.0	0.1	The sale of petrol and natural gas (NGV) to BUI Life Insurance is a normal business transaction of the Company. The Company sells petrol and natural gas (NGV) from petrol and natural gas (NGV) stations for BUI Life Insurance for its vehicles. The selling price is the retail price in front of stations sold to other customers, both related and unrelated to the Company.	The transaction is a normal business transaction of the Company. The rates for petrol and natural gas (NGV) charged are market prices and the same prices that the Company sells to other customers, both related and unrelated to the Company. Therefore, the transaction is reasonable and beneficial to the Company.
Expenses from the purchase of life insurance	1.7	2.2	The Company purchases a life insurance policy as a welfare for its employees. The Company has made a tender before purchasing a life insurance policy and the insurance premium rate of BUI Life Insurance is the best rate and the same rate that BUI Life Insurance charges other related and unrelated customers.	The transaction is a normal business support transaction of the Company. Life insurance premiums are auctioned rates and are comparable to rates charged by BUI Life Insurance from other customers. The transaction is reasonable and beneficial to the Company.
Advance payments for life insurance premiums	0.7	0.7		

(7) Bangkok Union Insurance Public Company Limited (“Bangkok Union Insurance”)

Bangkok Union Insurance is held by Leophairatana Enterprises 13.84%, by Pornchai Enterprises 15.40%, by BUI Life Insurance 9.19%, by Thanapornchai Enterprises 5.33%, and by Leophairatana Group 14.57% of the paid-up capital. In addition, the Company and Bangkok Union Insurance have 3 common directors, namely Mr. Prachai Leophairatana, Miss Malinee Leopairut, and Mr. Manu Leopairote (as of December 31, 2023).

Transaction	Transaction size (million baht)		Necessity and reasonableness	The Audit Committee considered that the transaction was reasonable due to the reasons and necessity as follows:
	Fiscal year ended December 31, 2022	Fiscal year ended December 31, 2023		
Revenue from sales of petrol and natural gas (NGV)	0.2	0.2	The sale of petrol and natural gas (NGV) to Bangkok Union Insurance is a normal business transaction of the Company. The Company sells petrol and natural gas (NGV) from petrol and natural gas (NGV) stations for Bangkok Union Insurance for its vehicles. The selling price is the retail price in front of stations sold to other customers, both related and unrelated to the Company.	The transaction is a normal business transaction of the Company. The rates for petrol and natural gas (NGV) charged are market prices and the same prices that the Company sells to other customers, both related and unrelated to the Company. Therefore, the transaction is reasonable and beneficial to the Company.
Expenses from the purchase of life insurance	119.0	137.7	The Company purchases property all risks insurance, construction insurance, third party liability insurance, and legal liability insurance according to the law on controlled business operations, type 3, under the law on petrol control, relating to the operation of controlled natural gas (NGV) businesses. The Company negotiated premium rates before purchasing policies and renewing policies. The insurance premium rate of Bangkok Union Insurance is the same rate that Bangkok Union Insurance charges other related and unrelated customers.	The transaction is a normal business support transaction of the Company. Insurance premiums are auctioned rates and are comparable to rates charged by Bangkok Union Insurance from other customers. The transaction is reasonable and beneficial to the Company.
Advance payments for life insurance premiums	83.5	69.7		

(8) United Grains Industry Company Limited (“Unified Grains Industry”)

United Grains Industry is held by Leophairatana Enterprises 52.63% , by TPI Polene Plc. 19.00%, and by Leophairatana Group 15.71% of the paid-up capital. In addition, the Company and United Grains Industry have 9 common directors, namely Mr. Prachai Leophairatana, Mr. Pramuan Leophairatana, Mr. Prayad Liewphairatana, Mrs. Orapin Leophairatana, Miss Malinee Leopairut, Miss Pattarapan Leopairut, Mr. Pakorn Leopairut, Mr. Pakkapol Leopairut and Mrs. Nitawan Leophairatana (as of December 31, 2023).

Transaction	Transaction size (million baht)		Necessity and reasonableness	The Audit Committee considered that the transaction was reasonable due to the reasons and necessity as follows:
	Fiscal year ended December 31, 2022	Fiscal year ended December 31, 2023		
Revenue from sales of petrol and natural gas (NGV)	0.0	0.0	The sale of petrol and natural gas (NGV) to United Grains Industry is a normal business transaction of the Company. The Company sells petrol and natural gas (NGV) from petrol and natural gas (NGV) stations for United Grains Industry for its vehicles. The selling price is the retail price in front of stations sold to other customers, both related and unrelated to the Company.	The transaction is a normal business transaction of the Company. The rates for petrol and natural gas (NGV) charged are market prices and the same prices that the Company sells to other customers, both related and unrelated to the Company. Therefore, the transaction is reasonable and beneficial to the Company.
Expenses for land rental	0.0	0.0	The Company has power plants, waste fuel production facilities, and petrol and natural gas (NGV) service stations located on United Grains Industry's land. It entered into land lease agreements for operating a waste fuel production establishment and a gas and natural gas (NGV) service stations. The land lease agreement can be divided by type of business as follows: The waste fuel production facility is located in the same area as the power plants for the convenience of fuel transportation. The Company has a land lease agreement covering an area of 46-1-67.18 rai, a 30-year agreement term (expired in 2046), with a total land lease rate of 5.6 million baht per year, which is at the same rate or not higher than the price that United Grains Industry leases to others, both related and unrelated parties. Petrol and natural gas stations (NGV) Chaeng Sanit branch is located in Chaeramae District, Ubon Ratchathani Province, providing services to general customers in the area. The Company has land lease agreements for petrol and natural gas (NGV) stations with a total area of 2-3-44.5 rai, a 3-year agreement term, expiring in June 2025 with a total land lease rate of 1.6 million baht per year, which is at the same rate or not higher than the price that United Grains Industry leases to others, both related and unrelated parties. In 2020, the Company had to comply with TFRS 16 Lease Agreements instead of TAS 17 Lease Agreements, resulting in the nature of the expenses related to the lease agreement being changed. The Company recognizes depreciation on right-of-use assets and interest on lease liabilities.	The transactions are transactions relating to assets or services and supporting normal business operations of the Company and occur as necessary for the Company's business operations. The lease price is at the same rate as United Grains Industry leasing to others. The transaction is considered reasonable and beneficial to the Company.
Advance payment	0.0	0.0		
Depreciation and interest expenses	8.5	9.5		
Deferred interest	49.8	61.5		
Lease liabilities	149.9	142.8		

(9) Pornchai Enterprises Company Limited

Pornchai Enterprises Company Limited is 75.13% held by Leophairatana Enterprises Co. Ltd., 0.65% held by TPI Polene Plc. and 0.33% by Leophairatana group. In addition, the Company and Pornchai Enterprises Company Limited have five common directors including: Mr. Prachai Leophairatana, Dr. Pramuan Leophairatana, Mr. Prayad Liewphairatana, Mrs. Orapin Leophairatana and Miss Malinee Leophairut as of December 31, 2023.

Transaction	Transaction Size (Million BHT)		Necessity and Reasonableness	Opinion of the Audit Committee
	Fiscal year ended December 31, 2022	Fiscal year ended December 31, 2023.		
Revenue from sales of petrol and natural gas (NGV)	0.0	0.0	The sale of petrol and natural gas (NGV) to United Grains Industry is a normal business transaction of the Company. The Company sells petrol and natural gas (NGV) from petrol and natural gas (NGV) stations for United Grains Industry for its vehicles. The selling price is the retail price in front of stations sold to other customers, both related and unrelated to the Company.	The transaction is a normal business transaction of the Company. The rates for petrol and natural gas (NGV) charged are market prices and the same prices that the Company sells to other customers, both related and unrelated to the Company. Therefore, the transaction is reasonable and beneficial to the Company.
Expenses for office rental	0.2	0.0	The company rented the 8 th 21 st 23 rd and 29 th floor of the TPI Tower building for use as office space, which is at the same level or not higher than the rental rate Pornchai Enterprises offered to others, both related and non-related. In 2020, the Company had to comply with TFRS 16 Lease Agreements instead of TAS 17 Lease Agreements, resulting in the nature of the expenses related to the lease agreement being changed. The Company recognizes depreciation on right-of-use assets and interest on lease liabilities.	Classified as an ordinary course of business and is necessary for business operations of the Company. The rental price is set at a rate that is not higher than the general market price compared with similar properties and is in the vicinity and at the same rate Pornchai Enterprises offered to others. This transaction is therefore reasonable and beneficial to the Company.
Deposit	3.5	3.5		
Depreciation and interest expenses	5.8	4.4		
Deferred interest	1.1	0.1		
Lease liabilities	9.5	4.2		

(10) Thanapornchai Enterprise Company Limited (“Thanapornchai Enterprises”)

Thanapornchai Enterprises is held by Leophairatana Enterprises 25.13%, by Pornchai Enterprises 9.81% and by Leophairatana Group 21.49% of the paid-up capital. In addition, the Company and Thanapornchai Enterprises has 9 common directors, namely Mr. Prachai Leophairatana, Mr. Pramuan Leophairatana, Mr. Prayad Liewphairatana, Mrs. Orapin Leophairatana, Miss Malinee Leophairut, Miss Pattarapan Leophairut, Mr. Pakorn Leophairut, Mr. Pakkapol Leophairut, and Mrs. Nitawan Leophairatana (as of December 31, 2023).

Transaction	Transaction size (million baht)		Necessity and reasonableness	The Audit Committee considered that the transaction was reasonable due to the reasons and necessity as follows:
	Fiscal year ended December 31, 2022	Fiscal year ended December 31, 2023		
Expenses from leasing	0.0	0.0	The Company leases land to operate 2 petrol and natural gas (NGV) stations, namely Pu Chao Saming Phrai branch in Samut Prakan Province and Phayuha Khiri Branch in Nakhon Sawan Province to provide services to general customers, both areas are located along the road, with traffic of vehicles, which are the target customers of the service stations. The Company has land lease agreements for petrol and natural gas (NGV) 2 locations, total area of 4-2-11 rai, 3-year agreement term, expiration in June 2025 with total land lease rate of 1.3 million baht per year, which is at the same rate that Thanapornchai Enterprise sells to others, both related and unrelated parties. In 2020, the Company had to comply with TFRS 16 Lease Agreements instead of TAS 17 Lease Agreements, resulting in the nature of the expenses related to the lease agreement being changed. The Company recognizes depreciation on right-of-use assets and interest on lease liabilities.	The transactions are transactions and supporting normal business operations of the Company and occur as necessary for the Company's business operations. The lease price is at the same rate as Thanapornchai Enterprise leasing to others. The transaction is considered reasonable and beneficial to the Company.
Depreciation and interest expenses	1.3	1.3		
Deferred interest	0.2	0.1		
Lease liabilities	3.3	2.0		

(11) Saraburi Ginning Mill Company Limited (“Saraburi Ginning Mill”)

Saraburi Ginning Mill is held by Leophairatana Group 23.13% and by Leophairatana Enterprises 5.75% of the paid-up capital. In addition, the Company and Saraburi Ginning Mill have 6 common directors, namely Mr. Prachai Leophairatana, Mrs. Orapin Leophairatana, Miss Pattarapan Leopairut, Mr. Pakorn Leopairut, Mr. Pakkapol Leopairut, and Mrs. Nitawan Leophairatana (as of December 31, 2023).

Transaction	Transaction size (million baht)		Necessity and reasonableness	The Audit Committee considered that the transaction was reasonable due to the reasons and necessity as follows:
	Fiscal year ended December 31, 2022	Fiscal year ended December 31, 2023		
Expenses from leasing	0.0	0.0	The Company leases land to operate 3 petrol and natural gas (NGV) stations, namely Pak Khaosan Branch in Saraburi Province to provide services to general customers. Both of these areas are located along the road with traffic of vehicles, which are the target customers of the stations. The Company has land lease agreements for petrol and natural gas (NGV) service stations, covering an area of 2-2-11.75 rai, with 3-year agreement term, expiration in June 2025 with the total rate of to 1.3 million baht per year, which is at the same level that Saraburi Ginning Mill leases to others, both related and unrelated parties.	The transactions are transactions and supporting normal business operations of the Company and occur as necessary for the Company's business operations. The lease price is at the same rate as Saraburi Ginning Mill leasing to others. The transaction is considered reasonable and beneficial to the Company.
Depreciation and interest expenses	1.3	1.3		
Deferred interest	0.2	0.1		
Lease liabilities	3.3	2.0		

(12) Leophairatana Enterprises Company Limited (“Leophairatana Enterprises”)

Leophairatana Enterprises is held by Leophairatana Group 88.40%, by Pornchai Enterprises 6.25%, by TPI Holding 2.19% and by TPI EOEG 0.94% of the paid-up capital. In addition, the Company and Leophairatana Enterprises have 5 common directors, namely Mr. Prachai Leophairatana, Mr. Pramuan Leophairatana, Mr. Prayad Liewphairatana, Mrs. Orapin Leophairatana, and Miss Malinee Leopairut (as of December 31, 2023).

Transaction	Transaction size (million baht)		Necessity and reasonableness	The Audit Committee considered that the transaction was reasonable due to the reasons and necessity as follows:
	Fiscal year ended December 31, 2021	Fiscal year ended December 31, 2022		
Expenses from leasing	0.0	0.0	The Company leases land to operate 3 petrol and natural gas (NGV) stations, namely On Nut branch, Sud Banthat branch, and Soi Klang Branch in Bangkok to provide services to general customers. Both of these areas are located along the road with traffic of vehicles, which are the target customers of the stations. The Company has land lease agreements for 3 petrol and natural gas (NGV) service stations, covering an area of 7-0-42 rai, with 3-year agreement term, expiration in June 2025 with the total rate of to 4.0 million baht per year, which is at the same level that Leophairatana Enterprise leases to others, both related and unrelated parties. In 2020, the Company had to comply with TFRS 16 Lease Agreements instead of TAS 17 Lease Agreements, resulting in the nature of the expenses related to the lease agreement being changed. The Company recognizes depreciation on right-of-use assets and interest on lease liabilities.	The transactions are transactions and supporting normal business operations of the Company and occur as necessary for the Company's business operations. The lease price is at the same rate as Leophairatana Enterprise leasing to others. The transaction is considered reasonable and beneficial to the Company.
Depreciation and interest expenses	4.0	3.8		
Deferred interest	0.5	0.2		
Lease liabilities	9.9	5.9		

(13) TPI Healthcare Company Limited

TPI Healthcare is held by TPI Polene 99.99% of the paid-up capital. In addition, the Company and TPI Healthcare have 3 common directors, namely Mrs. Orapin Leophairatana, Miss Pattarapan Leopairut, and Mr. Pakorn Leopairut (as of December 31, 2023).

Transaction	Transaction size (million baht)		Necessity and reasonableness	The Audit Committee considered that the transaction was reasonable due to the reasons and necessity as follows:
	Fiscal year ended December 31, 2021	Fiscal year ended December 31, 2022		
Expenses from purchasing goods	5.0	1.7	The Company has purchased products from TPI Healthcare to promote sales at its petrol and gas stations, such as beverages. The purchase prices are the same as those TPI Healthcare sells to other related and unrelated customers.	The transactions are transactions and supporting normal business operations of the Company and occur as necessary for the Company's business operations. The lease price is at the same rate as TPI Healthcare leasing to others. The transaction is considered reasonable and beneficial to the Company.



The details of the connected transactions for the year are disclosed in the annual report of the Company through the company website (www.tpipolenelectricpower.co.th).
Scan QR Code

Measures and Procedures to Approve Connected Transactions

The Board of Directors Meeting No. 1/2024 held on January 25, 2024, approved the policy of entering into connected transactions of the Company which determines measures for connected transactions as follows:

Transactions that may have conflicts of interest between the Company and its major shareholders are subject to the rules and regulations of the Capital Market Supervisory Board and the Securities and Exchange Commission. The Company will closely monitor and manage the occurred transactions, by using the market price mechanism as a reference. Directors who have interests related to such benefits will not participate in making decisions regarding the related transactions.

The Board of Directors has established procedures for approving transactions that may have conflicts of interest under the framework of good ethics through the review of the Audit Committee, by taking into account the interests of the Company and its shareholders mainly and ensuring compliance with the rules and regulations of the Capital Market Supervisory Board, the Securities and Exchange Commission and the Stock Exchange of Thailand. The Company will disclose types and values of transactions that might be conflicts of interest accurately and completely. For any transactions that are considered to have potential conflicts of interest, market prices mechanism will be used as a rule to consider those transactions.

Connected Transactions Policy

To ensure that the Company's related transactions are carried out correctly and transparently, with adequate disclosure of information on such matters. The Company, therefore, has set a policy for entering into connected transactions as follows:

1. The Company expects that there will be related transactions with major shareholders and other related companies in the future since it is a normal business transaction and there is no transfer of benefits to related companies or persons. The Company adheres to the rules and regulations of the Stock Exchange of Thailand and related agencies and mainly considers the validity of conditions and fair prices.
2. In the event that there are connected transactions in the future, the Company shall comply with Securities and Exchange Act B.E. 2535 (including amendments), regulations, notifications, orders or requirements of the Capital Market Supervisory Board, the Securities and Exchange Commission, and the Stock Exchange of Thailand. In addition, it shall be in accordance with generally accepted accounting principles of Thailand regarding the disclosure of information about related persons or activities set by the Federation of Accounting Professions and Certified Public Accountant of Thailand and the Company's regulations.
3. In the case of a normal transaction and a recurring transaction in the future, the Company has set the rules and guidelines for practice in accordance with the nature of general trade with reference to prices with appropriate and fair, reasonable, and verifiable conditions. It shall also comply with the principle of trade agreements with general trading conditions, including proposing to the Company's Board of Directors for consideration and approval in accordance with the principles of trade agreements with general trading conditions of the Company and guidelines for such practice.
4. In addition, if there are connected transactions or changes in terms and conditions regarding connected transactions with major shareholders, directors, executives or related persons of the Company, directors with conflicts of interest shall not attend the Board of Directors' meeting on any agenda related to the consideration of entering into such connected transactions.

Potential Connected Transactions in the Future

The Company expects to continue its business transactions with the major shareholders and parties who may have conflicts with the Company in the future, which are normal course of its business, which includes:

1. Sales of electricity to TPI Polene Plc.
2. Sales of petrol and natural gas (NGV) of the service stations to companies in TPI Polene Group and people who may have conflicts with the Company.
3. Lease of land and office buildings from companies in TPI Polene Group and those who may have conflicts with the Company.
4. Purchasing/selling goods and services with TPI Polene Plc. are as follows
 - Purchasing and receiving services from TPI Polene Plc., such as purchasing of heat energy, raw water, electricity, coal, spare parts, and supporting services both in the head office and Saraburi factory, etc.
 - Selling goods and providing services to TPI Polene Plc., such as selling steam and labor services for maintenance of machinery and equipment related to power plants, etc.
5. Purchasing/selling products and various services with companies in TPI Polene Group such as selling fuel, organic matter, spare parts, and other raw materials
6. Insurance and life insurance with companies in TPI Polene Group that may have conflicts with the Company

For connected transactions, the Company shall act in accordance with the Securities and Exchange Act B.E. 2535 (including the amendment), rules, announcement, orders, or regulations of the Capital Marketing Committee. Securities and Exchange Commission and the Stock Exchange of Thailand, including the Company's relevant policies and announcements, including business ethics, transaction policies, and notification regarding the principles of entering transactions of the Company and directors, executives, or related persons, which are trade transactions under general trade conditions.



Section

03

Financial Statements

TPI Polene Power Public Company Limited
Annual Registration Statement / Annual Report 2023
(From 56-1 One Report)



Independent Auditor's Report

To the Shareholders of TPI Polene Power Public Company Limited

Opinion

I have audited the consolidated and separate financial statements of TPI Polene Power Public Company Limited and its subsidiaries (the "Group") and of TPI Polene Power Public Company Limited (the "Company"), respectively, which comprise the consolidated and separate statements of financial position as at 31 December 2023, the consolidated and separate statements of comprehensive income, changes in equity and cash flows for the year then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

In my opinion, the accompanying consolidated and separate financial statements present fairly, in all material respects, the financial position of the Group and the Company, respectively, as at 31 December 2023 and their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards (TFRSs).

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in my professional judgment, were of most significance in my audit of the consolidated and separate financial statements of the current period. These matters were addressed in the context of my audit of the consolidated and separate financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.

Based on my consideration and professional judgement, I have determined that there are no key audit matters to communicate in my report.

Other Information

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

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

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

When I read the annual report, if I conclude that there is a material misstatement therein, I am required to communicate the matter to those charged with governance and request that the correction be made.

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

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

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

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

Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements

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

As part of an audit in accordance with TSAs, I exercise professional judgment and maintain professional skepticism throughout the audit. I also:

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

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

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

From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the consolidated and separate financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



(Thanyalux Keadkeaw)
Certified Public Accountant
Registration No. 8179

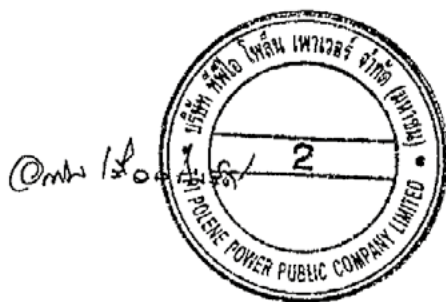
KPMG Phoomchai Audit Ltd.
Bangkok
19 February 2024

TPI Polene Power Public Company Limited

and its Subsidiaries

Statement of financial position

		Consolidated		Separate	
		financial statements		financial statements	
		31 December	31 December	31 December	31 December
Assets	<i>Note</i>	2023	2022	2023	2022
<i>(in thousand Baht)</i>					
Current assets					
Cash and cash equivalents	5	2,433,813	2,002,864	2,297,746	1,860,263
Other current financial assets	8, 28	1,985,491	1,133,812	1,985,491	953,799
Trade accounts receivable	4, 6	1,726,988	1,574,312	1,726,988	1,574,312
Other receivables		254,923	230,159	254,923	228,601
Short-term loan to related party	4	-	-	-	-
Receivables and advances to related parties	4	77,278	91,655	77,278	91,655
Inventories	7	1,823,979	1,930,758	1,823,979	1,930,758
Other current assets		179,822	37,954	179,590	37,729
Total current assets		8,482,294	7,001,514	8,345,995	6,677,117
Non-current assets					
Other non-current financial assets	28	487,022	486,173	487,022	486,173
Investments in subsidiaries	9	-	-	421,996	330,398
Investment in joint venture	9	253,158	249,894	253,158	249,894
Property, plant and equipment	10	48,025,209	41,652,496	48,023,263	41,648,122
Right-of-use assets	11	1,686,810	518,324	1,686,810	518,324
Advances for machine and equipment		683,475	529,616	683,475	529,616
Deferred tax assets	25	76,170	82,244	76,170	82,244
Other non-current assets		73,037	59,112	73,037	59,112
Total non-current assets		51,284,881	43,577,859	51,704,931	43,903,883
Total assets		59,767,175	50,579,373	60,050,926	50,581,000



Signature

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

TPI Polene Power Public Company Limited

and its Subsidiaries

Statement of financial position

		Consolidated		Separate	
		financial statements		financial statements	
		31 December	31 December	31 December	31 December
Liabilities and equity	Note	2023	2022	2023	2022
<i>(in thousand Baht)</i>					
Current liabilities					
Trade accounts payable	4, 13, 28	335,810	743,174	335,810	743,174
Other payables	14	2,040,429	998,422	2,040,110	998,275
Payables and advances from related parties	4	147,481	178,196	147,481	178,196
Current portion of lease liabilities	11, 12, 28	40,053	25,290	40,053	25,290
Current portion of debentures	12, 28	4,000,000	3,000,000	4,000,000	3,000,000
Interest payable		135,195	72,686	137,724	72,698
Income tax payable		411	230	-	-
Other current liabilities	15	91,674	97,057	91,630	97,053
Total current liabilities		6,791,053	5,115,055	6,792,808	5,114,686
Non-current liabilities					
Lease liabilities	11, 12, 28	1,695,784	536,668	1,695,784	536,668
Debentures	12, 28	17,936,600	13,216,600	18,218,600	13,218,600
Non-current provisions for employee benefits	16	142,149	146,622	142,149	146,622
Total non-current liabilities		19,774,533	13,899,890	20,056,533	13,901,890
Total liabilities		26,565,586	19,014,945	26,849,341	19,016,576

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

TPI Polene Power Public Company Limited

and its Subsidiaries

Statement of financial position

		Consolidated		Separate	
		financial statements		financial statements	
		31 December	31 December	31 December	31 December
	Note	2023	2022	2023	2022
<i>(in thousand Baht)</i>					
Liabilities and equity					
Equity					
Share capital:					
Authorised share capital					
<i>(8,400 million ordinary shares, par value at Baht 1 per share)</i>		8,400,000	8,400,000	8,400,000	8,400,000
Issued and paid share capital					
<i>(8,400 million ordinary shares, par value at Baht 1 per share)</i>		8,400,000	8,400,000	8,400,000	8,400,000
Shares premium:					
Shares premium on ordinary shares		14,580,886	14,580,886	14,580,886	14,580,886
Retained earnings					
Appropriated					
Legal reserve	17	840,000	840,000	840,000	840,000
Unappropriated		9,380,699	7,743,538	9,380,699	7,743,538
Other component of equity		-	-	-	-
Equity attribute to owners of the Company		33,201,585	31,564,424	33,201,585	31,564,424
Non-controlling interests		4	4	-	-
Total equity		33,201,589	31,564,428	33,201,585	31,564,424
Total liabilities and equity		59,767,175	50,579,373	60,050,926	50,581,000

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

TPI Polene Power Public Company Limited

and its Subsidiaries

Statement of comprehensive income

		Consolidated		Separate	
		financial statements		financial statements	
		Year ended		Year ended	
		31 December		31 December	
Note		2023	2022	2023	2022
		(in thousand Baht)			
Revenue					
Revenue from sale of power and goods	18	8,260,380	6,588,032	8,260,380	6,588,032
Revenue from adders	18	2,729,434	3,611,942	2,729,434	3,611,942
		10,989,814	10,199,974	10,989,814	10,199,974
Cost of sales of power and goods	7	(6,978,410)	(7,184,501)	(6,978,410)	(7,184,501)
Gross profit		4,011,404	3,015,473	4,011,404	3,015,473
Net foreign exchange gain		42,766	6,729	42,766	6,729
Investment income		120,588	52,325	118,931	44,817
Other income	19	177,360	366,467	177,360	366,467
Profit before expenses		4,352,118	3,440,994	4,350,461	3,433,486
Distribution costs	20	(65,127)	(64,573)	(65,127)	(64,573)
Administrative expenses	21	(472,280)	(459,194)	(464,108)	(454,208)
Total expenses		(537,407)	(523,767)	(529,235)	(518,781)
Profit from operations		3,814,711	2,917,227	3,821,226	2,914,705
Finance costs	24	(147,867)	(90,286)	(147,867)	(90,318)
Share of profit (loss) of subsidiaries accounted for using equity method	9	-	-	(7,402)	2,054
Share of profit (loss) of joint venture accounted for using equity method	9	3,264	(106)	3,264	(106)
Profit before income tax expense		3,670,108	2,826,835	3,669,221	2,826,335
Tax expense	25	(16,947)	(14,051)	(16,060)	(13,551)
Profit for the year		3,653,161	2,812,784	3,653,161	2,812,784

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

TPI Polene Power Public Company Limited and its Subsidiaries

Statement of comprehensive income

	Consolidated financial statements		Separate financial statements	
	Year ended 31 December		Year ended 31 December	
Note	2023	2022	2023	2022
	(in thousand Baht)			
Other comprehensive income				
<i>Items that will be reclassified subsequently to profit or loss</i>				
Exchange differences on translating financial statements	-	(177)	-	-
Share of other comprehensive expense of subsidiaries accounted for using equity method	-	-	-	(177)
Total items that will be reclassified subsequently to profit or loss	-	(177)	-	(177)
Other comprehensive expense for the year, net of tax	-	(177)	-	(177)
Total comprehensive income for the year	3,653,161	2,812,607	3,653,161	2,812,607
Profit attributable to:				
Owners of parent	3,653,161	2,812,784	3,653,161	2,812,784
Non-controlling interests	-	-	-	-
Profit for the year	3,653,161	2,812,784	3,653,161	2,812,784
Total comprehensive income attributable to:				
Owners of the parent	3,653,161	2,812,607	3,653,161	2,812,607
Non-controlling interests	-	-	-	-
Total comprehensive income for the year	3,653,161	2,812,607	3,653,161	2,812,607
Basic earnings per share (in Baht)	0.435	0.335	0.435	0.335

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

TPI Polene Power Public Company Limited and its Subsidiaries

Statement of changes in equity

		Consolidated financial statements					
		Retained earnings			Other components of equity		
					Equity attributable to owners of the parent		

TPI Polene Power Public Company Limited and its Subsidiaries

Statement of changes in equity

	Consolidated financial statements					
	Retained earnings			Equity attributable to owners of the parent		Total equity
Note	Issued and paid-up share capital	Share premium	Legal reserve	Unappropriated	Non-controlling interests	
				(in thousand Baht)		
Year ended 31 December 2023						
Balance at 1 January 2023	8,400,000	14,580,886	840,000	7,743,538	4	31,564,428
Transaction with owners, recorded directly in equity						
Dividends to owners of the Company	-	-	-	(2,016,000)	-	(2,016,000)
Total transaction with owners, recorded directly in equity	-	-	-	(2,016,000)	-	(2,016,000)
Comprehensive income for the year						
Profit	-	-	-	3,653,161	-	3,653,161
Total comprehensive income (expense) for the year	-	-	-	3,653,161	-	3,653,161
Balance at 31 December 2023	8,400,000	14,580,886	840,000	9,380,699	4	33,201,589

The accompanying notes form an integral part of the interim financial statements.

TPI Polene Power Public Company Limited and its Subsidiaries

Statement of changes in equity

Separate financial statements						
Note	Issued and paid-up share capital	Share premium	Retained earnings		Other components of equity	Total equity
			Legal reserve	Unappropriated		
			(in thousand Baht)			
	8,400,000	14,580,886	840,000	7,030,754	177	30,851,817
27	-	-	-	(2,100,000)	-	(2,100,000)
	-	-	-	(2,100,000)	-	(2,100,000)
	-	-	-	2,812,784	-	2,812,784
	-	-	-	-	(177)	(177)
	-	-	-	2,812,784	(177)	2,812,607
	8,400,000	14,580,886	840,000	7,743,538	-	31,564,424

The accompanying notes form an integral part of the interim financial statements.

TPI Polene Power Public Company Limited and its Subsidiaries

Statement of changes in equity

	Note	Issued and paid-up share capital	Share premium	Retained earnings			Total equity
				Legal reserve <i>(in thousand Baht)</i>	Unappropriated		
Year ended 31 December 2023							
Balance at 1 January 2023		8,400,000	14,580,886	840,000	7,743,538		31,564,424
Transaction with owners, recorded directly in equity							
Dividends to owners of the Company	27	-	-	-	(2,016,000)		(2,016,000)
Total transaction with owners, recorded directly in equity		-	-	-	(2,016,000)		(2,016,000)
Comprehensive income for the year							
Profit		-	-	-	3,653,161		3,653,161
Total comprehensive income (expense) for the year		-	-	-	3,653,161		3,653,161
Balance at 31 December 2023		8,400,000	14,580,886	840,000	9,380,699		33,201,585

The accompanying notes form an integral part of the interim financial statements.

TPI Polene Power Public Company Limited

and its Subsidiaries

Statement of cash flows

	Consolidated		Separate	
	financial statements		financial statements	
	Year ended		Year ended	
	31 December		31 December	
	2023	2022	2023	2022
	<i>(in thousand Baht)</i>			
<i>Cash flows from operating activities</i>				
Profit for the year	3,653,161	2,812,784	3,653,161	2,812,784
<i>Adjustments to reconcile profit to cash receipts (payments)</i>				
Depreciation	1,017,110	996,835	1,017,110	996,835
Interest income	(115,614)	(48,332)	(113,955)	(40,826)
Finance costs	147,867	90,286	147,867	90,318
Reversal of loss on inventories devaluation	-	(14,554)	-	(14,554)
(Gain) loss on disposal and write-off of equipment	3,021	(38)	3,021	(38)
Reversal of cancellation of provision for decommissioning	-	(75,550)	-	(75,550)
Unrealised gain on foreign exchange	(36,326)	(16,216)	(36,326)	(16,216)
Gain on fair value adjustment	(663)	-	(663)	-
Gain from the dissolution of subsidiary	-	-	-	(206)
Share of (profit) loss of subsidiaries accounted for using equity method	-	-	7,402	(2,054)
Share of (profit) loss of joint venture accounted for using equity method	(3,264)	106	(3,264)	106
Tax expense	16,947	14,051	16,060	13,551
	<u>4,682,239</u>	<u>3,759,372</u>	<u>4,690,413</u>	<u>3,764,150</u>
<i>Changes in operating assets and liabilities</i>				
Trade accounts receivable	(152,676)	986,690	(152,676)	986,690
Other receivables	(23,983)	(646)	(23,983)	(647)
Receivables and advances to related parties	14,377	(35,374)	14,377	(35,374)
Inventories	106,779	(325,404)	106,779	(325,404)
Other current assets	(141,868)	(25,638)	(141,861)	(25,664)
Other non-current assets	(13,925)	(5,124)	(13,925)	(5,124)
Trade accounts payable	(407,364)	312,778	(407,364)	312,778
Other payables	1,078,339	707,745	1,078,167	707,807
Payables and advances from related parties	(30,715)	130,592	(30,715)	130,626
Other current liabilities	(5,383)	(46,193)	(5,423)	(46,178)
Provisions for employee benefits	(4,473)	(5,035)	(4,473)	(5,035)
Net cash generated from operations	<u>5,101,347</u>	<u>5,453,763</u>	<u>5,109,316</u>	<u>5,458,625</u>
Taxes paid	<u>(10,692)</u>	<u>(46,010)</u>	<u>(9,986)</u>	<u>(45,577)</u>
Net cash from operating activities	<u>5,090,655</u>	<u>5,407,753</u>	<u>5,099,330</u>	<u>5,413,048</u>

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

TPI Polene Power Public Company Limited

and its Subsidiaries

Statement of cash flows

	Consolidated		Separate	
	financial statements		financial statements	
	Year ended		Year ended	
	31 December		31 December	
	2023	2022	2023	2022
	<i>(in thousand Baht)</i>			
<i>Cash flows from investing activities</i>				
Interest received	67,839	36,972	64,622	29,458
Acquisition of property, plant and equipment	(5,845,798)	(4,194,287)	(5,845,709)	(4,194,287)
Proceeds from sale of equipment	209	52	209	52
Advances payment for machine and equipment	(920,053)	(665,669)	(920,053)	(665,669)
(Increase) decrease in equity and debt instruments	(804,871)	2,558,271	(984,884)	2,555,837
Cash outflow on loans to related party	(1,600,000)	(700,000)	(1,600,000)	(700,000)
Proceeds from repayment of loans to related party	1,600,000	930,000	1,600,000	930,000
Proceeds from dissolution of subsidiary, net of cash received	-	-	-	3,505
Cash paid for investment in a subsidiary	-	-	(99,000)	-
Acquisition of interest in joint venture	-	(250,000)	-	(250,000)
Net cash used in investing activities	(7,502,674)	(2,284,661)	(7,784,815)	(2,291,104)
<i>Cash flows from financing activities</i>				
Payment of lease liabilities	(63,055)	(44,191)	(63,055)	(44,191)
Finance costs paid	(797,971)	(598,214)	(797,971)	(598,234)
Proceeds from issuing debentures	8,720,000	4,693,000	9,000,000	4,695,000
Repayment of debentures	(3,000,000)	(4,000,000)	(3,000,000)	(4,000,000)
Dividends paid to owners of the Company	(2,016,000)	(2,100,000)	(2,016,000)	(2,100,000)
Net cash from (used in) financing activities	2,842,974	(2,049,405)	3,122,974	(2,047,425)

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

TPI Polene Power Public Company Limited

and its Subsidiaries

Statement of cash flows

	Consolidated		Separate	
	financial statements		financial statements	
	Year ended		Year ended	
	31 December		31 December	
	2023	2022	2023	2022
	<i>(in thousand Baht)</i>			
Net increase (decrease) in cash and cash equivalents, before effect of exchange rates changes	430,955	1,073,687	437,489	1,074,519
Effect of exchange rate changes	(6)	(166)	(6)	11
Net increase (decrease) in cash and cash equivalents	430,949	1,073,521	437,483	1,074,530
Cash and cash equivalents at 1 January	2,002,864	929,343	1,860,263	785,733
Cash and cash equivalents at 31 December	2,433,813	2,002,864	2,297,746	1,860,263
<i>Non-cash transactions</i>				
Other payables - plant and equipment	1,542,161	519,957	1,542,161	519,957
Advances for machine and equipment	683,475	529,616	683,475	529,616
Acquisitions of right-of-use assets under lease agreements	1,266,933	11,881	1,266,933	11,881

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

TPI Polene Power Public Company Limited and its Subsidiaries

Notes to the financial statements

For the year ended 31 December 2023

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

These notes form an integral part of the financial statements.

The financial statements issued for Thai statutory and regulatory reporting purposes are prepared in the Thai language. These English language financial statements have been prepared from the Thai language statutory financial statements, and were approved and authorised for issue by the audit committee, as appointed by the Board of Directors of the Company on 19 February 2024.

1 General information

TPI Polene Power Public Company Limited, the “Company”, is incorporated in Thailand and has its registered office at 26/56, TPI Tower, Chan Tat Mai Road, Tungmahamek, Sathorn, Bangkok.

The Company was listed on the Stock Exchange of Thailand (“SET”) on 5 April 2017.

The ultimate parent company during the financial year was TPI Polene Public Company Limited, “parent company”, which is incorporated in Thailand and is the major shareholder and the parent of the Company and owned 70.24% of the Company’s issued and paid-up share capital.

The principal business of the Company are manufacturing and distributing electricity and refuse derived fuel (RDF), organics waste and distributing diesel and natural gas 12 stations. Details of the Company’s subsidiaries as at 31 December 2023 and 2022 are given in note 9.

2 Basis of preparation of the financial statements

The financial statements are prepared in accordance with Thai Financial Reporting Standards (“TFRS”), guidelines promulgated by the Federation of Accounting Professions and applicable rules and regulations of the Thai Securities and Exchange Commission. The financial statements are presented in Thai Baht, which is the Company’s functional currency. The accounting policies, described in each note have been applied consistently to all periods presented in these financial statements.

The preparation of financial statements in conformity with TFRS requires management to make judgements, estimates and assumptions that affect the application of the Group’s accounting policies. Actual results may differ from these estimates. Estimates and underlying assumptions that are described in each note are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

3 Significant accounting policies

(a) Basis of consolidation

The consolidated financial statements relate to the Company and its subsidiaries (together referred to as the “Group”) and the Group’s interests in joint venture.

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

When the Group loses control over a subsidiary, it derecognises the assets and liabilities, any related non-controlling interests and other components of equity of the subsidiary. Any resulting gain or loss is recognised in profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost.

A joint venture is an arrangement in which the Group has joint control, whereby the Group has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities.

The Group recognised investments in joint venture using the equity method in the consolidated financial statements. They are initially recognised at cost, which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Group's dividend income and share of the profit or loss and other comprehensive income of equity-accounted investees, until the date on which joint control ceases.

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, when the group ceases to have significant influence over an associate or joint control over a joint venture, it is accounted for as a disposal of the entire interest in that investee, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former investee at the date when significant influence or joint control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset.

Intra-group balances and transactions, and any unrealised income or expenses arising from intra-group transactions, are eliminated on consolidation. Unrealised gains arising from transactions with joint venture are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

Business combinations

The Group applies the acquisition method when the Group assess that the acquired set of activities and assets include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. The acquisition date is the date on which control is transferred to the Group, other than business combinations with entities under common control. Expenses in connection with a business combination are recognised as incurred.

The Group elect to apply a 'concentration test' that permits a simplified assessment of whether an acquired set of activities and assets is an asset rather than a business acquisition when substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets.

Goodwill is measured as the fair value of the consideration transferred including the recognised amount of any non-controlling interest in the acquiree, less net fair value of the identifiable assets acquired and liabilities assumed. Any gain on bargain purchase is recognised in profit or loss immediately.

Consideration transferred includes assets transferred, liabilities incurred by the Group to the previous owners of the acquiree, any contingent consideration, and equity interests issued by the Group. If a business combination results in the termination of pre-existing relationships between the Group and the acquiree, then the lower of the termination amount, as contained in the agreement, and the value of the off-market element is deducted from the consideration transferred and recognised in other expenses.

Any contingent consideration is measured at fair value at the date of acquisition, and remeasured at fair value at each reporting date. Subsequent changes in the fair value are recognised in profit or loss.

A contingent liability of the acquiree is assumed in a business combination only if such a liability represents a present obligation and arises from a past event, and its fair value can be measured reliably.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group estimates provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

(b) *Investments in subsidiaries and joint venture*

Investments in subsidiaries and joint venture in the separate financial statements of the Company are accounted for using the equity method.

Interest in subsidiaries and joint venture are accounted for using the equity method. They are initially recognised at cost, which includes transaction costs. Subsequent to initial recognition, the separate financial statements include the Company's share of the profit or loss and other comprehensive income of equity-accounted investees, until the date on which control or joint control ceases.

Disposal of investments in the separate financial statements

On disposal of an investment, the difference between net disposal proceeds and the carrying amount is recognised in profit or loss.

If the Company disposes of part of its holding of a particular investment, the deemed cost of the part sold is determined using the weighted average method applied to the carrying value of the total holding of the investment.

(c) *Foreign currencies*

Transactions in foreign currencies are translated to the respective functional currencies of each entity in the Group at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the exchange rate at the reporting date.

Foreign currency differences are generally recognised in profit or loss.

Foreign operations

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated to Thai Baht at the exchange rates at the reporting date. The revenues and expenses of foreign operations are translated to Thai Baht at rates approximating the exchange rates at the dates of the transactions.

Foreign exchange differences are recognised in other comprehensive income and accumulated in the translation reserve until disposal of the investment, except to the extent that the translation difference is allocated to non-controlling interests.

When a foreign operation is disposed of in its entirety or partially such that control is lost, the cumulative amount in the translation reserve related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal. If the Group disposes of part of its interest in a subsidiary but retains control, then the relevant proportion of the cumulative amount is reattributed to non-controlling interests.

(d) Financial instruments

(d.1) Classification and measurement

Debt securities issued by the Group are initially recognised when they are originated. Other financial assets and financial liabilities (except trade accounts receivables (see note 3(f))) are initially recognised when the Group becomes a party to the contractual provisions of the instrument, and measured at fair value plus or minus, for an item not at fair value through profit or loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

On initial recognition, a financial asset is classified as measured at: amortised cost; fair value through other comprehensive income (FVOCI); or FVTPL. Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets, in which case all affected financial assets are reclassified prospectively from the reclassification date.

On initial recognition, financial liabilities are classified as measured at amortised cost using the effective interest method. Interest expense, foreign exchange gains and losses and any gain or loss on derecognition are recognised in profit or loss.

Financial assets measured at amortised costs are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by expected credit losses. Interest income, foreign exchange gains and losses, expected credit loss and any gain or loss on derecognition are recognised in profit or loss.

Debt investments measured at FVOCI are subsequently measured at fair value. Interest income, calculated using the effective interest method, foreign exchange gains and losses and expected credit loss are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Equity investments measured at FVOCI are subsequently measured at fair value. Dividend income is recognised as income in profit or loss on the date on which the Group's right to receive payment is established, unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss.

(d.2) Derecognition and offset

The Group derecognises a financial asset when the contractual rights to receive the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Group also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

The difference between the carrying amount extinguished and the consideration received or paid is recognised in profit or loss.

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the amounts and the Group intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

(d.3) Write offs

The gross carrying amount of a financial asset is written off when the Group has no reasonable expectations of recovering. Subsequent recoveries of an asset that was previously written off, are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

(d.4) Interest

Interest income and expense is recognised in profit or loss using the effective interest method. In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

(e) Cash and cash equivalents

Cash and cash equivalents comprise cash balances, call deposits and highly liquid short-term investments which have maturities of three months or less from the date of acquisition. Bank overdrafts that are repayable on demand are a component of cash and cash equivalents for the purpose of the statement of cash flows.

(f) Trade accounts receivable

A trade receivable is recognised when the Group has an unconditional right to receive consideration. A trade receivable is measured at transaction price less allowance for expected credit loss. Bad debts are written off when incurred.

The Group estimates lifetime expected credit losses (ECLs), using a provision matrix to find the ECLs rates. This method groups the debtors based on shared credit risk characteristics and past due status, taking into account historical credit loss data, adjusted for factors that are specific to the debtors and an assessment of both current economic conditions and forward-looking general economic conditions at the reporting date.

(g) Inventories

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

Cost is calculated as follows:

- 1) Finished goods: Diesel and natural gas are calculated using the first in first out principle.
- 2) Inventories other than those mentioned in 1) are calculated using the weighted average cost principle.

Cost comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. In the case of manufactured inventories and work-in-progress, cost includes an appropriate share of production overheads based on normal operating capacity.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs to complete and to make the sale.

(h) Property, plant and equipment

Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes capitalised borrowing costs, and the costs of dismantling and removing the items and restoring the site on which they are located. Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

Differences between the proceeds from disposal and the carrying amount of property, plant and equipment are recognised in profit or loss.

Subsequent costs

The cost of replacing a part of an item of property, plant and equipment is recognised in the carrying amount of the item when the future economic benefits embodied within the part will flow to the Group, and its cost can be measured reliably. The carrying amount of the replaced part is derecognised. The costs of the day-to-day servicing of property, plant and equipment are recognised in profit or loss as incurred.

Depreciation

Depreciation is calculated on a straight-line basis over the estimated useful lives of each component of an asset and recognised in profit or loss. No depreciation is provided on freehold land, assets under construction and major spare parts have not been issued.

The estimated useful lives are as follows:

Buildings and other constructions	20 and 30 years
Machinery	5 - 30 years
Tools and factory equipment	3 - 20 years
Furniture, fixtures and office equipment	3 - 10 years
Vehicles	10 years

(i) Leases

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

As a lessee

At commencement or on modification of a contract, the Group allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices of each component. For the leases of property, the Group has elected not to separate non-lease components and accounted for the lease and non-lease components wholly as a single lease component.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date except for leases of low-value assets and short-term leases which are recognised as expenses on a straight-line basis over the respective lease terms.

Right-of-use asset is measured at cost, less any accumulated depreciation and impairment loss, and adjusted for any remeasurements of lease liability. The cost of right-of-use asset includes the initial amount of the lease liability adjusted for any prepaid lease payments, plus any initial direct costs incurred. Depreciation is charged to profit or loss on a straight-line method from the commencement date to the end of the lease term.

The lease liability is initially measured at the present value of all lease payments that shall be paid under the lease. The Group uses the Group's incremental borrowing rate to discount the lease payments to the present value. The Group determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a lease modification, or a change in the assessment of options specified in the lease. When the lease liability is remeasured, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

As a lessor

At inception or on modification of a contract, the Group allocates the consideration in the contract to each component on the basis of their relative standalone selling prices.

At lease inception, the Group considers to classify a lease that transfers substantially all of the risks and rewards incidental to ownership of the underlying asset to lessees as a finance lease. A lease that does not meet this criteria is classified as an operating lease.

The Group recognises lease payments received under operating leases in profit or loss on a straight-line basis over the lease term as part of other income. Initial direct costs incurred in arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as other income in the accounting period in which they are earned.

(j) Impairment of non-financial assets

The carrying amounts of the Group's assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the assets' recoverable amounts are estimated. For goodwill and intangible assets that have indefinite useful lives or are not yet available for use, the recoverable amount is estimated each year at the same time.

An impairment loss is recognised in profit or loss if the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount, unless it reverses a previous revaluation credited to equity, in which case it is charged to equity.

The recoverable amount is the greater of the asset's value in use and fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss of asset recognised in prior periods is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

(k) Employee benefits

Defined contribution plans

Obligations for contributions to the Group's provident funds are expensed as the related service is provided. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

Defined benefit plans

The Group's net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods. The defined benefit obligations is discounted to the present value, which performed annually by a qualified actuary using the projected unit credit method.

Remeasurements of the net defined benefit liability, actuarial gain or loss are recognised immediately in OCI. The Group determines the interest expense on the net defined benefit liability for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period, taking into account any changes in the net defined benefit liability during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in profit or loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

Termination benefits are expensed at the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognizes costs for a restructuring. If benefits are not expected to be settled wholly within 12 months of the end of the reporting period, then they are discounted.

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

(l) Provisions

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as a finance cost.

(m) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Group has access at that date. The fair value of a liability reflects its non-performance risk.

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: inputs for the asset or liability that are based on unobservable input.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

If an asset or a liability measured at fair value has a bid price and an ask price, then the Group measures assets and asset positions at a bid price and liabilities and liability positions at an ask price.

The best evidence of the fair value of a financial instrument on initial recognition is normally the transaction price - i.e. the fair value of the consideration given or received.

(n) Revenue from contracts with customers

Revenue recognition

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

Sale of goods

Revenue from sales of goods is recognised on the date on which the goods are delivered to the customers. For the sales that permit the customers to return the goods, the Group estimates the returns based on the historical return data, does not recognise revenue and cost of sale for the estimated products to be returned.

Sale of electricity

Income from the sale of electricity is recognised in profit or loss in accordance with delivery units supplied and price as stipulated in the contract. Incomes from the sale of electricity to Electricity Generating Authority of Thailand (“EGAT”) is entitled to receive ADDER for the period of 7 years from the commencement of commercial sales. Thereafter, subsequent to this initial period income from sale of electricity is recognised at normal rates.

(o) *Income tax*

Income tax expense for the year comprises current and deferred tax, which is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

Current tax is recognised in respect of the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for the temporary differences: the initial recognition of goodwill; the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss; and differences relating to investments in subsidiaries and joint venture to the extent that it is probable that they will not reverse in the foreseeable future.

The measurement of deferred tax reflects the tax consequences that would follow the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities, using tax rates enacted or substantively enacted at the reporting date. Current deferred tax assets and liabilities are offset in the separate financial statements.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

(p) *Earnings per share*

Basic earnings per share is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period.

4 Related parties

A related party is a person or entity that has direct or indirect control or joint control, or has significant influence over the financial and managerial decision-making of the Group; a person or entity that is under common control or under the same significant influence as the Group; or a person or entity over which the Group has direct or indirect control or joint control or has significant influence over the financial and managerial decision-making.

Relationships with parent, subsidiaries and joint venture are described in notes 1 and 9. Other related parties which the Group had significant transactions with during the year were as follows:

Name of entities	Country of incorporation	Nature of relationships
Key management personnel	Thailand	Persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of the Company.
TPI Polene Public Co., Ltd.	Thailand	Related party under common control
Pornchai Enterprise Co., Ltd.	Thailand	Some common directors
BUI Life Insurance Public Co., Ltd.	Thailand	Some common directors
Bangkok Union Insurance Public Co., Ltd.	Thailand	Some common directors
Hong Yiah Seng Real Estates and Investment Co., Ltd.	Thailand	Some common directors
Saraburi Ginning Mill Co., Ltd.	Thailand	Some common directors
Leophairatana Enterprise Co., Ltd.	Thailand	Some common directors
Rayong Forest Co., Ltd.	Thailand	Some common directors
TPI Holding Co., Ltd.	Thailand	Some common directors

**Significant transactions with
related parties
Year ended 31 December**

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
	<i>(in thousand Baht)</i>			
Parent company				
Sale of goods and electricity power	2,931,354	1,963,366	2,931,354	1,963,366
Purchase of goods and services fee	3,041,667	3,136,637	3,041,667	3,136,637
Other income	4,899	5,213	4,899	5,213
Shared service expense - cost of sale	93,779	93,779	93,779	93,779
Shared service expense - administrative expense	38,221	38,221	38,221	38,221
Interest income	3,531	2,920	3,531	2,920
Interest expense	23,453	14,969	23,453	14,969
Dividend paid	1,416,000	1,475,000	1,416,000	1,475,000
Subsidiaries				
Interest expense	-	-	11,761	32
Joint venture				
Acquisition of investment	-	250,000	-	250,000
Other related parties				
Sale of goods	5,103	2,413	5,103	2,413
Purchase of goods	49,999	13,309	49,999	13,309
Other income	145	1,246	145	1,246
Maintenance service expense	285	495	285	495
Dividend paid	329	343	329	343
Selling expense	-	5,288	-	5,288
Insurance premium	139,885	120,787	139,885	120,787
Administrative expenses	-	246	-	246
Interest income	-	2,851	-	2,851
Interest expense	17,728	14,509	17,728	14,509
Key management personnel				
Key management personnel compensation				
Short-term employee benefits <i>(including director's remuneration)</i>	59,278	55,176	59,278	55,176
Total key management personnel compensation	59,278	55,176	59,278	55,176

<i>Balances with related parties</i> <i>At 31 December</i>	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
	<i>(in thousand Baht)</i>			
Trade accounts receivable				
Parent company	492,790	262,060	492,790	262,060
Other related parties				
TPI Polene Bio Organics Co., Ltd.	1	3	1	3
TPI Concrete Co., Ltd.	558	1,127	558	1,127
TPI All Seasons Co., Ltd.	20	23	20	23
Thai Nitrate Co., Ltd.	2	1	2	1
Bangkok Union Insurance Public Co., Ltd.	14	33	14	33
BUI Life Insurance Public Co., Ltd.	3	-	3	-
Total	493,388	263,247	493,388	263,247
<i>Less allowance for expected credit loss</i>	-	-	-	-
Net	493,388	263,247	493,388	263,247

	Interest rate		Separate financial statements			
	Year ended		1			31
	31 December		January			December
	2022	2023	2023	Increase	Decrease	2023
	<i>(% per annum)</i>			<i>(in thousand Baht)</i>		
Short-term loans to related party						
Parent company	1.45	1.60 - 2.45	-	1,600,000	(1,600,000)	-
			-	1,600,000	(1,600,000)	-
Accrued interest			-	3,531	(3,531)	-
Total			-	1,603,531	(1,603,531)	-
<i>Less allowance for expected credit loss</i>			-			-
Net			-			-

<i>Balances with related parties</i> <i>At 31 December</i>	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
	<i>(in thousand Baht)</i>			
<i>Receivables and advance to related parties</i>				
Parent company	6,880	7,255	6,880	7,255
Joint venture				
E&T Renewable Energy Co., Ltd.	-	148	-	148
Other related parties				
TPI Polene Bio Organics Co., Ltd.	14	40	14	40
BUI Life Insurance Public Co., Ltd.	706	715	706	715
Bangkok Union Insurance Public Co., Ltd.	69,678	83,497	69,678	83,497
Total	77,278	91,655	77,278	91,655
<i>Less allowance for expected credit loss</i>	-	-	-	-
Net	77,278	91,655	77,278	91,655

<i>Balances with related parties</i> <i>At 31 December</i>	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
	<i>(in thousand Baht)</i>			
<i>Trade accounts payable</i>				
Parent company	30,511	406,099	30,511	406,099
Other related parties				
TPI Polene Bio Organics Co., Ltd.	266	187	266	187
TPI Healthcare Co., Ltd.	221	2,005	221	2,005
TPI Bio Pharmaceuticals Co., Ltd.	26	9	26	9
Total	31,024	408,300	31,024	408,300

<i>Balances with related parties</i> <i>At 31 December</i>	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
	<i>(in thousand Baht)</i>			
<i>Payables and advance from related parties</i>				
Parent company	143,310	176,228	143,310	176,228
Other related parties				
TPI Polene Bio Organics Co., Ltd.	43	41	43	41
TPI Concrete Co., Ltd.	3,238	546	3,238	546
TPI All Seasons Co., Ltd.	-	3	-	3
Pornchai Enterprise Co., Ltd.	124	1,377	124	1,377
Bangkok Union Insurance Public Co., Ltd.	693	-	693	-
TPI Healthcare Co., Ltd.	58	1	58	1
Master Achieve (Thailand) Co., Ltd.	15	-	15	-
Total	147,481	178,196	147,481	178,196

<i>Balances with related parties</i> <i>At 31 December</i>	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
	<i>(in thousand Baht)</i>			
Current portion of lease liabilities				
Parent company	21,935	5,198	21,935	5,198
Other related parties				
United Grain Industry Co., Ltd.	2,738	3,485	2,738	3,485
Pornchai Enterprise Co., Ltd.	3,444	4,785	3,444	4,785
Hong Yiah Seng Real Estates and Investment Co., Ltd.	1,268	1,219	1,268	1,219
Saraburi Ginning Mill Co., Ltd.	1,268	1,219	1,268	1,219
Leophairatana Enterprise Co., Ltd.	3,803	3,658	3,803	3,658
Total	34,456	19,564	34,456	19,564

<i>Balances with related parties</i> <i>At 31 December</i>	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
	<i>(in thousand Baht)</i>			
Lease liabilities				
Parent company	1,606,751	417,853	1,606,751	417,853
Other related parties				
United Grain Industry Co., Ltd.	78,527	96,562	78,527	96,562
Pornchai Enterprise Co., Ltd.	641	3,641	641	3,641
Hong Yiah Seng Real Estates and Investment Co., Ltd.	653	1,920	653	1,920
Saraburi Ginning Mill Co., Ltd.	653	1,920	653	1,920
Leophairatana Enterprise Co., Ltd.	1,958	5,761	1,958	5,761
Total	1,689,183	527,657	1,689,183	527,657

<i>Balances with related parties</i> <i>At 31 December</i>	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
	<i>(in thousand Baht)</i>			
Debentures				
Subsidiaries				
TPI Distribution Center Co., Ltd.	-	-	2,000	2,000
TPI Polene Power (International) Co., Ltd.	-	-	100,000	-
TPI Biomass Power Co., Ltd.	-	-	180,000	-
Other related parties				
Thai Nitrate Co., Ltd.	310,400	310,400	310,400	310,400
Total	310,400	310,400	592,400	312,400

Significant agreements with related parties

- (a) The Company entered into office building services agreement with related party for 3 years. The detail was as follows:

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
	<i>(in thousand Baht)</i>			
Non-cancellable operating lease commitments				
Within one year	5,132	8,841	5,132	8,841
After one year but within five years	744	5,423	744	5,423
Total	5,876	14,264	5,876	14,264

- (b) The Company entered into an electricity supply contract with parent company. The parent company will provide the waste heat to the Company that will be used in the manufacturing process for electricity. The Company shall supply the electricity solely to the parent company based on certain percentage as specified in the agreement. The agreement shall remain in full force and effect so long as, unless it is terminated by mutual agreement in writing of both parties.
- (c) On 1 April 2016, the Company entered into sale & purchase and service agreement with the parent company. The parent company will provide services related to infrastructure, human resources, purchase and sale of goods and resources and other services whereby the Company agree to pay fee as specified in agreement. The initial period of the contract is for 3 years which commenced on 1 April 2016 and shall continue for consecutive period of three years, unless earlier terminated by either party.
- (d) On 1 October 2023, the Company entered into land lease agreements with the parent company in order to operate “Electricity Production Project from Solar Energy at Kaeng Khoi District of TPI Polene Power” for the period of 30 years from 1 October 2023 to 30 September 2053 whereby the Company agree to pay annually fee as specified in the agreement.

5 Cash and cash equivalents

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
	<i>(in thousand Baht)</i>			
Cash on hand	181	401	181	401
Cash at banks - current accounts	6,221	59,268	6,105	58,999
Cash at banks - savings accounts	928,702	1,943,195	792,751	1,800,863
Highly liquid short-term investments	1,498,709	-	1,498,709	-
Total	2,433,813	2,002,864	2,297,746	1,860,263

6 Trade account receivables

<i>At 31 December</i>	<i>Note</i>	Consolidated financial statements		Separate financial statements	
		2023	2022	2023	2022
		<i>(in thousand Baht)</i>			
Trade account receivables - related parties					
Within credit terms		493,356	263,234	493,356	263,234
Overdue:					
1 - 30 days		32	13	32	13
Total		493,388	263,247	493,388	263,247
Less allowance for expected credit loss		-	-	-	-
Net	4	493,388	263,247	493,388	263,247
Trade account receivables - other parties					
Within credit terms		1,233,393	1,310,412	1,233,393	1,310,412
Overdue:					
1 - 30 days		207	644	207	644
31 - 60 days		-	9	-	9
Total		1,233,600	1,311,065	1,233,600	1,311,065
Less allowance for expected credit loss		-	-	-	-
Net		1,233,600	1,311,065	1,233,600	1,311,065
Net total		1,726,988	1,574,312	1,726,988	1,574,312

7 Inventories

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
	<i>(in thousand Baht)</i>			
Finished goods	24,936	24,344	24,936	24,344
Work in process	684,058	779,826	684,058	779,826
Raw materials, package and chemical	200,028	164,141	200,028	164,141
Spare parts and supplies	902,652	961,050	902,652	961,050
Goods in transit	12,305	1,397	12,305	1,397
	1,823,979	1,930,758	1,823,979	1,930,758
Less allowance for declining in value	-	-	-	-
Net	1,823,979	1,930,758	1,823,979	1,930,758
Inventories recognised as an expense in 'cost of sales of goods':				
- Cost	6,978,410	7,199,055	6,978,410	7,199,055
- Reversal of write-down	-	(14,554)	-	(14,554)
Net total	6,978,410	7,184,501	6,978,410	7,184,501

8 Marketable financial assets

<i>Marketable debt and equity securities</i>	Consolidated and Separate financial statements			
	At 1 January	Increase (decrease)	Fair value adjustment	At 31 December
<i>(in thousand Baht)</i>				
2023				
Current financial assets				
Debt securities measured at				
- FVTPL	-	300,000	663	300,663
Total	-	300,000	663	300,663
2022				
Current financial assets				
Debt securities measured at				
- FVTPL	2,045,797	(2,045,797)	-	-
Total	2,045,797	(2,045,797)	-	-

9 Investments in subsidiaries and joint venture

Investments in subsidiaries

<i>Material movement</i> <i>Year end 31 December</i>	Separate financial statements	
	2023	2022
<i>(in thousand Baht)</i>		
Subsidiaries		
At 1 January	330,398	331,820
Increase capital of TPI Solar Power Co., Ltd.	99,000	-
Derecognition of investment in subsidiary	-	(3,299)
Share of net profit (loss) of subsidiaries	(7,402)	2,054
Share of other comprehensive expense of subsidiary	-	(177)
At 31 December	421,996	330,398

On 9 February 2023, the Company paid for the newly issued ordinary shares of TPI Solar Power Company Limited which is the subsidiary of the Company of Baht 100 per share for 990,000 shares, Amounting to Baht 99 million

Investments in subsidiaries as at 31 December 2023 and 2022 Dividend income from those investments for the years then ended, were as follows:

Separate financial statements										
	Type of business	Ownership interest		Paid-up capital		Cost		At equity method		Dividend Income for the year
		2023	2022	2023	2022	2023	2022	2023	2022	
		(in thousand Baht)								
Subsidiaries										
TPI Biomass Power Co., Ltd.	Generates electricity from waste and biomass (dormant)	99.99	99.99	187,500	187,500	187,500	185,549	191,603	-	-
TPI Polene Power (International) Co., Ltd.	Investing in alternative energy business (dormant)	99.99	99.99	100,000	100,000	105,988	105,456	107,744	-	-
TPI Deep Sea Port Co., Ltd.	Port business operation (dormant)	99.99	99.99	25,000	25,000	24,999	25,137	25,005	-	-
TPI Distribution Center Co., Ltd.	Operates business about collecting, storing, and distributing products to consumers (dormant)	99.99	99.99	1,000	1,000	2,959	3,198	3,200	-	-
TPI Smart City Co., Ltd.	Operates all types of communities and industrial estates (dormant)	99.97	99.97	1,000	1,000	1,000	941	949	-	-
TPI Solar Power Co., Ltd.	Generate electricity from solar energy (dormant)	99.99	99.97	100,000	1,000	100,000	100,773	948	-	-
TPI Wind Power Co., Ltd.	Generate electricity from wind energy (dormant)	99.97	99.97	1,000	1,000	1,000	942	949	-	-
Total						423,446	324,446	421,996	330,398	-

None of the Company's subsidiaries are publicly listed and consequently do not have published price quotations.

Investment in joint venture

<i>Material movement</i> <i>Year ended 31 December</i>	Consolidated and Separate financial statements	
	2023	2022
	<i>(in thousand Baht)</i>	
<i>Joint venture</i>		
At 1 January	249,894	-
Acquisition	-	250,000
Share of profit (loss) of joint venture accounted for using equity method	3,264	(106)
At 31 December	253,158	249,894

On 1 October 2022, the Company entered into a memorandum of understanding with Electricity Generating Public Co., Ltd. (“EGCO”) are incorporated in Thailand, in order to invest in E&T Renewable Energy Co., Ltd., a new joint venture established in Thailand. The purpose of the joint venture are manufacturing and distributing electricity. The Company and EGCO equally invested 49.99% in the joint venture and paid an initial authorised share capital in 25% of the authorised share capital of Baht 500 million.

Investment in joint venture as at 31 December 2023 and 2022, dividend income from those investments for the years then ended, were as follows:

Consolidated and Separate financial statements							
Type of business	Ownership interest		Paid-up capital		Cost		Dividend income for the year
	2023	2022	2023	2022	2023	2022	
	(%)				(in thousand Baht)		
<i>Joint venture</i>							
E & T Renewable Energy Co., Ltd. Generate electricity from renewable energy	49.99	49.99	250,000	250,000	250,000	253,158	-
Total					250,000	253,158	249,894
							-

None of the Group's and the Company's joint venture are publicly listed and consequently do not have published price quotations.

Joint venture was incorporated in Thailand.

Consolidated financial statements

	Land	Plants	Machinery	Tools and factory equipment	Furniture, fixtures and office equipment	Vehicles (in thousand Baht)	Major spare parts	Assets under construction and installation	Decommissioning assets	Total
Cost										
At 1 January 2022	11,031,597	1,608,321	27,323,722	259,378	58,510	645	55,658	2,391,453	238,950	42,968,234
Additions	725,627	10	49,387	20,326	5,644	247	4,278	4,192,460	-	4,997,979
Transfers	290	8,374	335,171	-	181	-	-	(344,016)	-	-
Disposal	-	-	-	(69)	(313)	-	-	-	(238,950)	(239,332)
At 31 December 2022 and 1 January 2023	11,757,514	1,616,705	27,708,280	279,635	64,022	892	59,936	6,239,897	-	47,726,881
Additions	282,795	-	84,484	38,391	8,490	2,723	8,933	6,926,345	-	7,352,161
Transfers	81,926	89,524	559,303	-	-	-	-	(730,753)	-	-
Disposal	-	-	(6,933)	(52)	(629)	-	-	-	-	(7,614)
At 31 December 2023	12,122,235	1,706,229	28,345,134	317,974	71,883	3,615	68,869	12,435,489	-	55,071,428
Depreciation										
At 1 January 2022	-	200,208	4,756,995	135,825	31,262	176	-	-	34,969	5,159,435
Depreciation charge for the year	-	54,191	874,528	15,915	5,576	77	-	-	6,009	956,296
Disposals	-	-	-	(55)	(313)	-	-	-	(40,978)	(41,346)
At 31 December 2022 and 1 January 2023	-	254,399	5,631,523	151,685	36,525	253	-	-	-	6,074,385
Depreciation charge for the year	-	57,086	894,788	17,996	6,171	177	-	-	-	976,218
Disposals	-	-	(3,741)	(24)	(619)	-	-	-	-	(4,384)
At 31 December 2023	-	311,485	6,522,570	169,657	42,077	430	-	-	-	7,046,219
Net book value										
At 31 December 2022	11,757,514	1,362,306	22,076,757	127,950	27,497	639	59,936	6,239,897	-	41,652,496
At 31 December 2023	12,122,235	1,394,744	21,822,564	148,317	29,806	3,185	68,869	12,435,489	-	48,025,209

Separate financial statements

	Land	Plants	Machinery	Tools and factory equipment	Furniture, fixtures and office equipment (in thousand Baht)	Vehicles	Major spare parts	Assets under construction and installation	Decommissioning assets	Total
Cost										
At 1 January 2022	11,031,597	1,608,321	27,323,722	259,378	58,510	645	55,658	2,387,079	238,950	42,963,860
Additions	725,627	10	49,387	20,326	5,644	247	4,278	4,192,460	-	4,997,979
Transfers	290	8,374	335,171	-	181	-	-	(344,016)	-	-
Disposals	-	-	-	(69)	(313)	-	-	-	(238,950)	(239,332)
At 31 December 2022 and 1 January 2023	11,757,514	1,616,705	27,708,280	279,635	64,022	892	59,936	6,235,523	-	47,722,507
Additions	282,795	-	84,484	38,391	8,490	2,723	8,933	6,928,773	-	7,354,589
Transfers	81,926	89,524	559,303	-	-	-	-	(730,753)	-	-
Disposals	-	-	(6,933)	(52)	(629)	-	-	-	-	(7,614)
At 31 December 2023	12,122,235	1,706,229	28,345,134	317,974	71,883	3,615	68,869	12,433,543	-	55,069,482
Depreciation										
At 1 January 2022	-	200,208	4,756,995	135,825	31,262	176	-	-	34,969	5,159,435
Depreciation charge for the year	-	54,191	874,528	15,915	5,576	77	-	-	6,009	956,296
Disposals	-	-	-	(55)	(313)	-	-	-	(40,978)	(41,346)
At 31 December 2022 and 1 January 2023	-	254,399	5,631,523	151,685	36,525	253	-	-	-	6,074,385
Depreciation charge for the year	-	57,086	894,788	17,996	6,171	177	-	-	-	976,218
Disposals	-	-	(3,741)	(24)	(619)	-	-	-	-	(4,384)
At 31 December 2023	-	311,485	6,522,570	169,657	42,077	430	-	-	-	7,046,219
Net book value										
At 31 December 2022	11,757,514	1,362,306	22,076,757	127,950	27,497	639	59,936	6,235,523	-	41,648,122
At 31 December 2023	12,122,235	1,394,744	21,822,564	148,317	29,806	3,185	68,869	12,433,543	-	48,023,263

Capitalised borrowing costs relating to the acquisition of the land and the construction of the new factory of the Group and the Company as at 31 December 2023 are amounted to Baht 731 million and Baht 743 million, respectively (2022: Baht 536 million and Baht 536 million, respectively), with a capitalisation in the consolidated and separate financial statements of 3.6% - 4.6% (2022: 3.0% - 4.1%).

11 Leases

<i>Right-of-use assets</i> <i>At 31 December</i>	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
	<i>(in thousand Baht)</i>			
Land	1,671,462	496,627	1,671,462	496,627
Buildings	3,834	7,672	3,834	7,672
Vehicles	11,514	14,025	11,514	14,025
Total	1,686,810	518,324	1,686,810	518,324

In 2023, additions to the right-of-use assets of the Group and the Company were Baht 1,267 million and Baht 1,267 million, respectively (2022: Baht 11.88 million and Baht 11.88 million, respectively).

The Group leases a number of land, buildings and vehicles for 2 - 30 years, with extension options at the end of lease term. The rentals are payable monthly and yearly as specified in the contracts.

<i>Year ended 31 December</i>	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
	<i>(in thousand Baht)</i>			
<i>Amounts recognised in profit or loss</i>				
Depreciation of right-of-use assets:				
- Land	28,813	29,996	28,813	29,996
- Buildings	5,183	4,542	5,183	4,542
- Vehicles	6,896	6,001	6,896	6,001
Interest on lease liabilities	29,615	20,553	29,615	20,553
Expenses relating to short-term leases	1,493	2,303	1,493	2,303

In 2023, total cash outflow for leases of the Group and the Company were Baht 74.18 million and Baht 74.18 million, respectively (2022: Baht 47.20 million and Baht 47.20 million, respectively).

Consolidated financial statements						
	Secured	2023 Unsecured	Total (in thousand Baht)	Secured	2022 Unsecured	Total
Current						
Current portion of lease liabilities	-	40,053	40,053	-	25,290	25,290
Current portion of debentures	-	4,000,000	4,000,000	-	3,000,000	3,000,000
Non-Current						
Lease liabilities	-	1,695,784	1,695,784	-	536,668	536,668
Debentures	-	17,936,600	17,936,600	-	13,216,600	13,216,600
Total interest-bearing liabilities	-	23,672,437	23,672,437	-	16,778,558	16,778,558
Separate financial statements						
	Secured	2023 Unsecured	Total (in thousand Baht)	Secured	2022 Unsecured	Total
Current						
Current portion of lease liabilities	-	40,053	40,053	-	25,290	25,290
Current portion of debentures	-	4,000,000	4,000,000	-	3,000,000	3,000,000
Non-Current						
Lease liabilities	-	1,695,784	1,695,784	-	536,668	536,668
Debentures	-	18,218,600	18,218,600	-	13,218,600	13,218,600
Total interest-bearing liabilities	-	23,954,437	23,954,437	-	16,780,558	16,780,558

The periods to maturity of interest-bearing liabilities as at 31 December were as follows:

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
	<i>(in thousand Baht)</i>			
Within 1 year	4,040,053	3,025,290	4,040,053	3,025,290
1 - 5 years	18,059,072	13,281,570	18,341,072	13,283,570
After 5 years	1,573,312	471,698	1,573,312	471,698
Total	23,672,437	16,778,558	23,954,437	16,780,558

As at 31 December 2023 and 2022, the Group and the Company have no unutilised credit facilities.

As at 31 December 2023, the Group and the Company had the unsecured, unsubordinated debentures in registered form with debentures holders' representative, payable quarterly totalling Baht 21,937 million and Baht 22,219 million, respectively (2022: Baht 16,217 million and Baht 16,219 million, respectively) as follows:

Debentures no.	Consolidated financial statements							Term	Maturity date
	The period to maturity within one year		The period to maturity over one year		Total				
	31 December 2023	31 December 2022	31 December 2023	31 December 2022	31 December 2023	31 December 2022	Interest Rate (% p.a.)		
1/2020	4,000,000	-	-	4,000,000	4,000,000	4,000,000	3.90	3 years 11 months	19 July 2024
1/2021	-	3,000,000	-	-	-	3,000,000	3.00	2 years 6 months	10 December 2023
2/2021	-	-	4,523,600	4,523,600	4,523,600	4,523,600	3.55	4 years 3 months	12 February 2026
1/2022	-	-	4,693,000	4,693,000	4,693,000	4,693,000	4.10	5 years	11 August 2027
1/2023 tranche 1	-	-	2,860,000	-	2,860,000	-	4.15	3 years 6 months	18 July 2026
1/2023 tranche 2	-	-	2,860,000	-	2,860,000	-	4.60	5 years	18 January 2028
2/2023	-	-	3,000,000	-	3,000,000	-	4.10	4 years 9 months	18 August 2028
Total	4,000,000	3,000,000	17,936,600	13,216,600	21,936,600	16,216,600			

Separate financial statements

Debentures no.	The period to maturity within one year		The period to maturity over one year			Interest Rate (% p.a.)	Term	Maturity date
	31 December 2023	31 December 2022	31 December 2023	31 December 2022	31 December 2022			
			<i>(in thousand Baht)</i>					
1/2020	4,000,000	-	-	4,000,000	4,000,000	3.90	3 years 11 months	19 July 2024
1/2021	-	3,000,000	-	-	-	3.00	2 years 6 months	10 December 2023
2/2021	-	-	4,523,600	4,523,600	4,523,600	3.55	4 years 3 months	12 February 2026
1/2022	-	-	4,695,000	4,695,000	4,695,000	4.10	5 years	11 August 2027
1/2023 tranche 1	-	-	3,000,000	-	3,000,000	4.15	3 years 6 months	18 July 2026
1/2023 tranche 2	-	-	3,000,000	-	3,000,000	4.60	5 years	18 January 2028
2/2023	-	-	3,000,000	-	3,000,000	4.10	4 years 9 months	18 August 2028
Total	4,000,000	3,000,000	18,218,600	13,218,600	22,218,600			16,218,600

13 Trade accounts payable

		Consolidated financial statements		Separate financial statements	
	Note	2023	2022	2023	2022
		<i>(in thousand Baht)</i>			
Related parties	4	31,024	408,300	31,024	408,300
Other parties		304,786	334,874	304,786	334,874
Total		335,810	743,174	335,810	743,174

14 Other payables

		Consolidated financial statements		Separate financial statements	
		2023	2022	2023	2022
		<i>(in thousand Baht)</i>			
Retention payable		901,360	418,296	901,360	418,296
Other payables - Machine		817,947	204,412	817,947	204,412
Accrued expenses		294,032	279,513	293,712	279,366
Deposit from sales and guarantee		5,267	4,674	5,267	4,674
Others		21,823	91,527	21,824	91,527
Total		2,040,429	998,422	2,040,110	998,275

15 Other current liabilities

		Consolidated financial statements		Separate financial statements	
		2023	2022	2023	2022
		<i>(in thousand Baht)</i>			
Payable to Revenue Department		1	-	1	-
Suspend output tax		80,055	85,149	80,055	85,149
Others		11,618	11,908	11,574	11,904
Total		91,674	97,057	91,630	97,053

16 Non-current provisions for employee benefits

		Consolidated financial statements		Separate financial statements	
		2023	2022	2023	2022
		<i>(in thousand Baht)</i>			
Post-employment benefits					
Defined benefit plan		142,149	146,622	142,149	146,622

Defined benefit plan

The Group and the Company operate defined benefit plans based on the requirement of Thai Labour Protection Act B.E. 2541 (1998) to provide retirement benefits to employees based on pensionable remuneration and length of service. The defined benefit plans expose the Company to actuarial risks, such as longevity risk and interest rate risk.

Present value of the defined benefit obligations	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
	<i>(in thousand Baht)</i>			
At 1 January	146,622	151,657	146,622	151,657
Recognised in profit or loss				
Current service cost and interest on obligation	-	-	-	-
Recognised in other comprehensive income:				
Actuarial loss	-	-	-	-
Other				
Benefit paid	(4,473)	(5,035)	(4,473)	(5,035)
At 31 December	142,149	146,622	142,149	146,622

Principal actuarial assumptions	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
	<i>(%)</i>			
Discount rate	3.41	3.61	3.41	3.61
Future salary growth	2.50	3.50	2.50	3.50

Assumptions regarding future mortality have been based on published statistics and mortality tables.

At 31 December 2023, the weighted-average duration of the defined benefit obligation was 23 years (2022: 24 years).

Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

Effect to the defined benefit obligation At 31 December	Consolidated and separate financial statements			
	1% increase in assumption		1% decrease in assumption	
	2023	2022	2023	2022
	<i>(in thousand Baht)</i>			
Discount rate	(13,130)	(13,744)	13,275	16,352
Future salary growth	15,516	14,058	(11,424)	(12,039)

17 Legal reserve

Section 116 of the Public Companies Act B.E. 2535 Section 116 requires that a public company shall allocate not less than 5% of its annual net profit, less any accumulated losses brought forward, to a reserve account (“legal reserve”), until this account reaches an amount not less than 10% of the registered authorised capital. The legal reserve is not available for dividend distribution.

18 Segment information and disaggregation of revenue

Segment results that are reported to the Group’s the chief operating decision maker include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly insert unallocated items, e.g. corporate assets.

Management determined that the Group has two reportable segments which are the Group’s strategic divisions for different products and services, and are managed separately because they require different technology and marketing strategies. The following summary describes the operations in each of the Group’s reportable segments.

- Energy & Utilities
- Petrol and gas stations

Each segment's performance is measured based on segment profit before tax, as included in the internal management reports that are reviewed by the Group’s CODM. Segment profit before tax is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries. Inter-segment pricing is determined on an arm’s length basis.

(a) Reportable segment results

		Consolidated financial statement					
		Revenue from external customers		Inter-segment revenue		Total segment revenue	
Year ended 31 December		2023	2022	2023	2022	2023	2022
		<i>(in thousand Baht)</i>					
Energy & Utilities		10,361,431	9,618,401	-	-	10,361,431	9,618,401
Petrol and gas stations		628,383	581,573	-	-	628,383	581,573
Total		10,989,814	10,199,974	-	-	10,989,814	10,199,974
Finance costs						(147,867)	(90,286)
Depreciation						(1,017,110)	(996,835)
Profit before income tax expense for the year						3,670,108	2,826,835
						4,835,085	3,913,956
						4,821,880	3,878,373
						13,205	35,583
						4,835,085	3,913,956

The Group was incorporated domestic. There are no material revenues derived from, or assets located in, foreign countries, and timing of revenue recognition of the Group is at a point in time.

	Consolidated financial statements	
	Reportable segment profit (loss) before tax	
<i>Year ended 31 December</i>	2023	2022
	<i>(in thousand Baht)</i>	
Energy & Utilities	3,682,854	2,812,574
Petrol and gas stations	(12,746)	14,261
Total	3,670,108	2,826,835
Elimination of inter-segment (profit) loss	-	-
Profit before income tax expense for the year	3,670,108	2,826,835

(b) Reportable segment financial position

	Segment assets	
	2023	2022
	<i>(in thousand Baht)</i>	
Energy & Utilities	54,476,668	46,493,705
Petrol and gas stations	69,037	77,590
	54,545,705	46,571,295
Unallocated assets	5,221,470	4,008,078
Total assets	59,767,175	50,579,373

(c) Geographical segments

The Group is managed and operates principally in Thailand. There are no material revenues derived from, or assets located in, foreign countries.

(d) Major customer

Revenues from 2 customers of the Group's represents approximately Baht 10,384 million (2022: Baht 9,644 million) of the Group's total revenues.

19 Other income

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
	<i>(in thousand Baht)</i>			
Revenue from machine rental	125,261	216,756	125,261	216,756
Waste disposal service income	7,348	58,823	7,348	58,823
Others	44,751	90,888	44,751	90,888
Total	177,360	366,467	177,360	366,467

20 Distribution costs

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
	<i>(in thousand Baht)</i>			
Personnel expenses	32,791	29,737	32,791	29,737
Utilities expenses	9,804	9,107	9,804	9,107
Rental	1,200	1,300	1,200	1,300
Depreciation	9,242	9,161	9,242	9,161
Others	12,090	15,268	12,090	15,268
Total	65,127	64,573	65,127	64,573

21 Administrative expenses

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
	<i>(in thousand Baht)</i>			
Personnel expenses	110,353	95,068	110,353	95,068
Shared service expenses	52,071	51,852	51,814	51,724
Professional fees	16,259	13,926	8,363	9,090
Registration fees	49,972	44,144	49,960	44,137
Depreciation	9,937	37,997	9,937	37,997
Insurance expenses	17,638	9,831	17,638	9,831
Donation	43,346	48,556	43,343	48,553
Others	172,704	157,820	172,700	157,808
Total	472,280	459,194	464,108	454,208

22 Employee benefit expenses

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
	<i>(in thousand Baht)</i>			
Management				
Wages and salaries	34,414	28,038	34,414	28,038
Others	24,863	27,138	24,864	27,138
	59,277	55,176	59,278	55,176
Employee				
Wages and salaries	659,452	589,986	659,452	589,986
Others	49,366	48,188	49,366	48,188
	708,818	638,174	708,818	638,174
Total	768,096	693,350	768,096	693,350

Defined contribution plans

The defined contribution plans comprise provident funds established by the Company for its employees. Membership to the funds is on a voluntary basis. Contributions are made monthly by the employees at rates ranging 3% of their basic salaries and by the Company at rates ranging 3% of the employees' basic salaries. The provident funds are registered with the Ministry of Finance as juristic entities and are managed by a licensed Fund Manager.

23 Expenses by nature

The statements of comprehensive income include an analysis of expenses by function. Expenses by nature disclosed in accordance with the requirements of various TFRS were as follows:

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
	<i>(in thousand Baht)</i>			
<i>Included in cost of sales of goods:</i>				
Changes in inventories of finished goods and work in progress	(95,176)	194,706	(95,176)	194,706
Raw materials and consumables used	4,635,219	4,741,224	4,635,219	4,741,224
Employee benefit expenses	624,952	568,545	624,952	568,545
Depreciation	997,931	949,677	997,931	949,677
<i>Included in distribution costs:</i>				
Employee benefit expenses	32,791	29,737	32,791	29,737
Depreciation	9,242	9,161	9,242	9,161
<i>Included in administrative expenses:</i>				
Employee benefit expenses	110,353	95,068	110,353	95,068
Depreciation	9,937	37,997	9,937	37,997

24 Finance costs

		Consolidated financial statements		Separate financial statements	
	Note	2023	2022	2023	2022
		<i>(in thousand Baht)</i>			
<i>Interest expense:</i>					
Debentures		849,177	601,643	860,938	601,675
Lease	11	29,615	20,553	29,615	20,553
Total interest expense		878,792	622,196	890,553	622,228
Other		-	3,914	-	3,914
		878,792	626,110	890,553	626,142
Less amounts included in the cost of qualifying assets:					
- Construction contracts work in progress	10	(730,925)	(535,824)	(742,686)	(535,824)
Net		147,867	90,286	147,867	90,318

25 Income tax

<i>Income tax recognised in profit or loss</i>	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
	<i>(in thousand Baht)</i>			
Current tax expense				
Current year	10,873	500	9,986	-
Adjustment for prior years	-	1,782	-	1,782
	10,873	2,282	9,986	1,782
Deferred tax expense				
Movements in temporary differences	6,074	11,769	6,074	11,769
Total income tax expense	16,947	14,051	16,060	13,551

<i>Reconciliation of effective tax rate</i>	Consolidated financial statements			
	2023		2022	
	Rate (%)	<i>(in thousand Baht)</i>	Rate (%)	<i>(in thousand Baht)</i>
Profit before income tax expense		3,670,108		2,826,835
Income tax using the Thai corporation tax rate	20	734,022	20	565,367
Double allowance and deduction		(15,517)		(42,365)
Profit was derived from promoted activities		(703,363)		(541,197)
Expenses not deductible for tax purposes		3,565		3,121
Current year losses for which no deferred tax asset was recognised		-		27,343
Recognition of previously unrecognised tax losses		(1,760)		-
Under provided in prior years		-		1,782
Total	0.5	16,947	0.5	14,051

<i>Reconciliation of effective tax rate</i>	Separate financial statements			
	2023		2022	
	Rate (%)	<i>(in thousand Baht)</i>	Rate (%)	<i>(in thousand Baht)</i>
Profit before income tax expense		3,669,221		2,826,335
Income tax using the Thai corporation tax rate	20	733,844	20	565,267
Double allowance and deduction		(15,517)		(42,365)
Profit was derived from promoted activities		(703,363)		(541,197)
Expenses not deductible for tax purposes		2,856		2,721
Current year losses for which no deferred tax asset was recognised		-		27,343
Recognition of previously unrecognised tax losses		(1,760)		-
Under provided in prior years		-		1,782
Total	0.4	16,060	0.5	13,551

Deferred tax assets and liabilities
At 31 December

	Assets		Liabilities	
	2023	2022	2023	2022
	<i>(in thousand Baht)</i>			
Total	76,170	82,244	-	-
Set off of tax	-	-	-	-
Net deferred tax assets	76,170	82,244	-	-

Movements in deferred tax balances are as follows:

	Consolidated and Separate financial statements			
	(Charged) / Credited to			
	At 1	Other comprehensive income		At 31
	January	Profit or loss		December
		<i>(in thousand Baht)</i>		
Deferred tax				
2023				
Deferred tax assets				
Property, plant and equipment	50,439	(6,258)	-	44,181
Provisions for employee benefits	23,078	(895)	-	22,183
Lease liabilities	8,727	1,079	-	9,806
Total	82,244	(6,074)	-	76,170
Net	82,244	(6,074)	-	76,170

	Consolidated and Separate financial statements			
	(Charged) / Credited to			
	At 1	Other comprehensive income		At 31
	January	Profit or loss		December
		<i>(in thousand Baht)</i>		
2022				
Deferred tax assets				
Property, plant and equipment	47,940	2,499	-	50,439
Inventories	2,911	(2,911)	-	-
Provisions for employee benefits	24,085	(1,007)	-	23,078
Provisions for decommissioning costs	13,125	(13,125)	-	-
Lease liabilities	5,972	2,755	-	8,727
Total	94,033	(11,789)	-	82,244
Deferred tax liabilities				
Revaluation on fair value of financial assets	(20)	20	-	-
Total	(20)	20	-	-
Net	94,013	(11,769)	-	82,244

26 Basic earnings per share

The calculations of basic earnings per share for the years ended 31 December 2023 and 2022 were based on the profit for the years attributable to ordinary shareholders of the Company and the number of ordinary shares outstanding during the years as follows:

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
	<i>(in thousand Baht / thousand shares)</i>			
Profit attributable to ordinary shareholders of the Company (basic)	<u>3,653,161</u>	<u>2,812,784</u>	<u>3,653,161</u>	<u>2,812,784</u>
Weighted average number of ordinary shares outstanding (basic) at 31 December	<u>8,400,000</u>	<u>8,400,000</u>	<u>8,400,000</u>	<u>8,400,000</u>
Earnings per share (basic) <i>(in Baht)</i>	<u>0.435</u>	<u>0.335</u>	<u>0.435</u>	<u>0.335</u>

27 Dividends

	Approval date	Payment schedule	Dividend rate per share <i>(in Baht)</i>	Amount <i>(in million Baht)</i>
2023				
2022 Interim dividend	26 January 2023	23 February 2023	0.09	756
2022 Annual dividend	20 April 2023	11 May 2023	0.03	252
2023 Interim dividend	31 August 2023	25 September 2023	0.12	1,008
2022				
2021 Annual dividend	19 April 2022	12 May 2022	0.13	1,092
2022 Interim dividend	26 August 2022	23 September 2022	0.12	1,008

28 Financial instruments

(a) Carrying amounts and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, but does not include fair value information for financial assets and financial liabilities measured at amortised cost if the carrying amount is a reasonable approximation of fair value.

	Note	Carrying amount		Consolidated financial statements			
		Financial instruments measured at FVTPL	Financial instruments measured at amortised cost	Total (in thousand Baht)	Level 1	Level 2	Level 3
At 31 December 2023							
Financial assets							
Other current financial assets							
Investment in debt securities	8	300,663	-	300,663	-	300,663	-
Other non-current financial assets							
Investment in debt securities		-	487,022	487,022	-	450,900	-
Total financial assets		<u>300,663</u>	<u>487,022</u>	<u>787,685</u>			
Financial liabilities							
Debentures	12	-	21,936,600	21,936,600	-	22,107,167	-
Total financial liabilities		<u>-</u>	<u>21,936,600</u>	<u>21,936,600</u>			
							22,107,167

	Consolidated financial statements				Fair value			
	Carrying amount							
	Financial instruments measured at FVTPL	Financial instruments measured at amortised cost	Total	Level 1 (in thousand Baht)		Level 2	Level 3	Total
<i>At 31 December 2022</i>	<i>Note</i>							
<i>Financial assets</i>								
Other current financial assets								
Investment in debt securities		-	185,030	185,030	-	185,088	-	185,088
Other non-current financial assets								
Investment in debt securities		-	486,173	486,173	-	439,598	-	439,598
Total financial assets		-	671,203	671,203				
<i>Financial liabilities</i>								
Debentures	12	-	16,216,600	16,216,600	-	16,177,195	-	16,177,195
Total financial liabilities		-	16,216,600	16,216,600				

	Note	Carrying amount		Separate financial statements			
		Financial instruments measured at FVTPL	Financial instruments measured at amortised cost	Total (in thousand Baht)	Fair value		
					Level 1	Level 2	Level 3
At 31 December							Total
<i>2023</i>							
Financial assets							
Other current financial assets							
Investment in debt securities	8	300,663	-	300,663	-	300,663	300,663
Other non-current financial assets							
Investment in debt securities		-	487,022	487,022	-	450,900	450,900
Total financial assets		300,663	487,022	787,685			
Financial liabilities							
Debentures	12	-	22,218,600	22,218,600	-	22,394,524	22,394,524
Total financial liabilities		-	22,218,600	22,218,600			

	<i>Note</i>	Carrying amount		Separate financial statements			
		Financial instruments measured at FVTPL	Financial instruments measured at amortised cost	Total	Fair value		
					Level 1	Level 2	Level 3
<i>At 31 December</i>				<i>(in thousand Baht)</i>			Total
2022							
Financial assets							
Other current financial assets							
Investment in debt securities		-	5,017	5,017	-	5,045	5,045
Other non-current financial assets							
Investment in debt securities		-	486,173	486,173	-	439,598	439,598
Total financial assets		-	491,190	491,190			
Financial liabilities							
Debentures	12	-	16,218,600	16,218,600	-	16,179,195	16,179,195
Total financial liabilities		-	16,218,600	16,218,600			

The following tables present valuation technique of financial instruments measured at fair value level 2:

Type	Valuation technique
Marketable debt securities	Net asset value as of the reporting date.
Corporate debt securities	Thai Bond Market Association Government Bond Yield Curve as of the reporting date.
Debenture	A valuation technique incorporating observable market data which is adjusted with counterparty credit risk (excluding own credit risk) and other risks to reflect true economic value.

(b) Financial risk management policies

Risk management framework

The Group's board of directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The board of directors has established the risk management committee, which is responsible for developing and monitoring the Group's risk management policies. The committee reports regularly to the board of directors on its activities.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Group audit committee oversees how management monitors compliance with the Group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. The Group audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

(b.1) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers and investments in debt securities.

(b.1.1) Trade accounts receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry and country in which customers operate. Detail of concentration of revenue are included in note 18(d).

The risk management committee has established a credit policy under which each new customer is analysed individually for creditworthiness before the Group's commercial terms and conditions are offered. The Group's review includes financial statements, industry information and in some cases bank references. Sale limits are established for each customer and reviewed quarterly. Any sales exceeding those limits require approval from the risk management committee.

The Group limits its exposure to credit risk from trade accounts receivables by establishing a maximum payment period of 90 days. Outstanding trade receivables are regularly monitored by the Group. An impairment analysis is performed by the Group at each reporting date. The provision rates of expected credit loss are based on days past due for groupings of various customer segments with similar credit risks to reflect differences between economic conditions in the past, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

Information relevant to trade accounts receivables disclosed in note 6.

(b.1.2) Investment in debt securities

The Group considers that all debt investments measured at amortised cost have low credit risk. Then the credit loss allowance assessed during the year was therefore limited to 12 months expected losses or 'low credit risk'. Marketable bonds are considered to be an investment grade credit rating published by external credit rating agencies. The credit risk of other instruments are considered to be low when the risk of default is low and the issuer has a strong capacity to meet its contractual cash flow obligations.

(b.1.3) Cash and cash equivalent

The Group's exposure to credit risk arising from cash and cash equivalents is limited because the counterparties are banks and financial institutions which the Group considers to have low credit risk.

(b.2) Liquidity risk

The Group monitors its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and to mitigate the effects of fluctuations in cash flows.

The following table shows the remaining contractual maturities of financial liabilities at the reporting date.

Consolidated financial statements					
Contractual cash flows					
At 31 December	Carrying amount	1 year or less	More than	More than	Total
			1 year but	5 years	
			less than 5 years	5 years	
(in thousand Baht)					
2023					
Non-derivative financial liabilities					
Trade payables	335,810	333,920	332	1,558	335,810
Lease liabilities	1,735,837	127,039	454,172	2,663,687	3,244,898
Debentures	21,936,600	4,000,000	17,936,600	-	21,936,600
Total	24,008,247	4,460,959	18,391,104	2,665,245	25,517,308
2022					
Non-derivative financial liabilities					
Trade payables	743,174	741,216	1,953	5	743,174
Lease liabilities	561,958	48,179	143,493	673,379	865,051
Debentures	16,216,600	3,000,000	13,216,600	-	16,216,600
Total	17,521,732	3,789,395	13,362,046	673,384	17,824,825
Separate financial statements					
Contractual cash flows					
At 31 December	Carrying amount	1 year or less	More than	More than	Total
			1 year but	5 years	
			less than 5 years	5 years	
(in thousand Baht)					
2023					
Non-derivative financial liabilities					
Trade payables	335,810	333,920	332	1,558	335,810
Lease liabilities	1,735,837	127,039	454,172	2,663,687	3,244,898
Debentures	22,218,600	4,000,000	18,218,600	-	21,936,600
Total	24,290,247	4,460,959	18,673,104	2,665,245	25,517,308
2022					
Non-derivative financial liabilities					
Trade payables	743,174	741,216	1,953	5	743,174
Lease liabilities	561,958	48,179	143,493	673,379	865,051
Debentures	16,218,600	3,000,000	13,218,600	-	16,218,600
Total	17,523,732	3,789,395	13,364,046	673,384	17,826,825

(b.3) Market risk

The Group is exposed to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk is as follows.

(b.3.1) Foreign currency risk

The Group is exposed to foreign currency risk relating to purchases of spare parts, supplies, machines and equipment.

<i>Exposure to foreign currency At 31 December</i>	Consolidated financial statements		Separate financial statements	
	2023	2022	2022	2021
	<i>(in thousand Baht)</i>			
<i>United States Dollars</i>				
Cash and cash equivalents	27	-	27	-
Other payables	<u>(1,529,762)</u>	<u>(484,552)</u>	<u>(1,529,762)</u>	<u>(484,552)</u>
	<u>(1,529,735)</u>	<u>(484,552)</u>	<u>(1,529,735)</u>	<u>(484,552)</u>
<i>Euro</i>				
Cash and cash equivalents	58	7	58	7
Other payables	<u>(11,131)</u>	<u>(33,370)</u>	<u>(11,131)</u>	<u>(33,370)</u>
	<u>(11,073)</u>	<u>(33,363)</u>	<u>(11,073)</u>	<u>(33,363)</u>
<i>Others</i>				
Cash and cash equivalents	34	332	34	332
Other payables	<u>(1,269)</u>	<u>(2,035)</u>	<u>(1,269)</u>	<u>(2,035)</u>
	<u>(1,235)</u>	<u>(1,703)</u>	<u>(1,235)</u>	<u>(1,703)</u>
Net exposure	<u>(1,542,043)</u>	<u>(519,618)</u>	<u>(1,542,043)</u>	<u>(519,618)</u>

(b.3.2) Interest rate risk

Interest rate risk is the risk that future movements in market interest rates will affect the results of the Group's operations and its cash flows because debt securities and loan interest rates are mainly fixed. The Group is primarily exposed to interest rate risk from its borrowings (see note 12). The Group mitigates this risk by ensuring that the majority of its debt securities and borrowings are at fixed interest rates.

29 Capital management

The Board of Directors' policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board regularly monitors the return on capital, by evaluating result from operating activities divided by total shareholders' equity, excluding non-controlling interests and also monitors the level of dividends to ordinary shareholders.

30 Commitments with non-related parties

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
	<i>(in thousand Baht)</i>			
Capital commitments				
Agreements for construction, machine and equipment	<u>6,454,672</u>	<u>7,624,521</u>	<u>6,413,269</u>	<u>7,583,117</u>
Other commitments				
Short-term lease commitments	400	400	400	400
Bank guarantees	402,678	818,413	402,678	818,413
Other agreements	<u>25,401</u>	<u>-</u>	<u>25,401</u>	<u>-</u>
Total	<u>428,479</u>	<u>818,813</u>	<u>428,479</u>	<u>818,813</u>

Power Purchase Agreement

The Company entered into Power Purchase Agreements, which uses garbage as fuel and waste heat from the cement production process as a fuel supplement, in term of “Non-firm” with Electricity Generating Authority of Thailand (“EGAT”) for the period of 5 years since start trading month. The contracts can be extended for a period of 5 years subject to the provision of written notice to the counterparty not less than 30 days before the contracts expired. Regarding to the agreements, the Company obtained adder from base tariff of electricity for period of 7 years since start trading date. The Company has to comply with conditions as specified in the Power Purchase Agreements. At present, the Company has agreements with Electricity Generating Authority of Thailand as follows:

Power Purchase Agreement	Contracted Capacity	Start trading date
1 st agreement (7 November 2014 - 31 December 2019)	18 Megawatt	16 January 2015
1 st agreement (extended) (1 January 2020 - 31 December 2024)		
2 nd agreement (13 November 2013 - 31 July 2020)	55 Megawatt	6 August 2015
2 nd agreement (extended) (1 August 2020 - 31 July 2025)		
3 rd agreement (17 August 2017 - 31 March 2023)	90 Megawatt	5 April 2018
3 rd agreement (extended) (1 April 2023 - 31 March 2028)		

31 Litigation

On 16 December 2019, individuals in total of 222 people sued Energy Regulatory Commission (ERC) et al to the Central Administrative Court which the Company was listed as the 5th Defendant. The Plaintiffs requested that the approval of Environmental and Health Impact Assessment (EHIA) report for the project of 150 megawatts thermal power plant, the license to operate electricity generating business and the construction approval of the Company be revoked. The Plaintiffs also requested that the Court take evidence out of Court and issued an interim measure and ordering that the electricity generating system be temporarily stopped until the final decision is reached.

On 25 December 2019, the Court inquired both Parties in considering the request for interim measure and rendered its decision on 28 January 2020 denied the request for interim measure due to the lack of reason to believe that the license to operate electricity generating business of the Company is unlawful.

Subsequently, On 31 January 2020, the Court ordered to accept the complaint and request the Company to file the answers within the time limit. The lawyer submitted the answer to the Court on 1 July 2020.

On 7 December 2020, the Court sent the objection to the answer of the 5th Defendant (the Company) and requested the Company to submit additional answer to the Court within the prescribed period. The Company submitted the additional answer to the Court on 12 March 2021, the case is under the Court consideration.

The Company's legal consultant considered the complaint and its appendixes and hereby opines that the Company lawfully received the license to operate the electricity generating business and the construction approval from the competent authorities. The complaint of the Plaintiffs is untrue. As the case is in the preparation for answer, the Company has causes to relieve itself of any liability generated from the complaint depending on the Central Administrative Court Decision. Moreover, the Company has pressed charges against the 222 Plaintiffs to the Muak Lek police station, Saraburi, for taking the false information to charge the person in the Court. The case is under the investigation of the police.

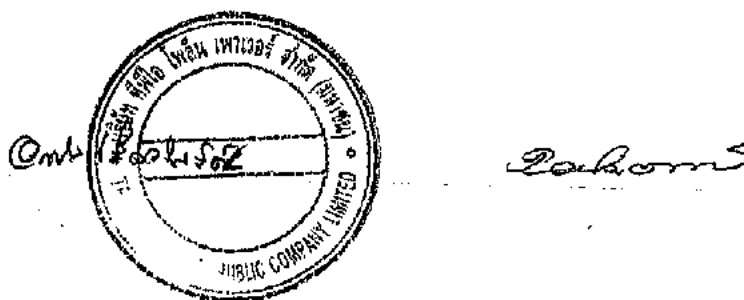
32 Other

The Company is a power company that produces electricity by turning community municipal solid waste to energy, which is clean and green energy. The Company has participated in the Thailand Voluntary Emission Reduction Program, according to Thai standards, which is a waste management project ("T-VER"), with the Thailand Greenhouse Gas Management Organization ("TGO").

At the end of year 2021, the Company registered with the TGO to apply for the reduction of greenhouse gases, which subsequently TGO has certified the reduction of greenhouse gases (carbon credit) for the Company's project of 82,056 tons of carbon dioxide equivalent, and after sale of 34,690 tons of carbon dioxide equivalent, the Company has the balance of 47,366 tons of carbon dioxide equivalent.

Subsequently, on 24 May 2022, TGO has certified the reduction of greenhouse gases (carbon credit) for the Company's project for the period from 1 May 2017 to 31 December 2020, increased by 717,931 tons of carbon dioxide equivalent. As a result, the Company has the balance of 765,297 tons of carbon dioxide equivalent.

On 28 April 2023 and 26 September 2023, TGO has certified carbon credit for the Company increased by 462,797 tons of carbon dioxide equivalents and 331,135 tons of carbon dioxide equivalents, respectively. As a result, the Company has the balance of 1,559,229 tons of carbon dioxide equivalent.



Section

04

Attachments

TPI Polene Power Public Company Limited
Annual Registration Statement / Annual Report 2023
(From 56-1 One Report)



Attachment 1

Details about directors, executives, controller of the company, those who are assigned to the maximum responsibility in accounting and finances departments, those who are assigned directly to control accounting, and company secretary.

Information of Directors, Executives and Company Secretary as of 31 December 2023



Name/Position	Age (year)	Education Background/ Training	Shareholding Percentage in the Company (%) ⁽¹⁾	Family Relations among directors and executives	Professional Background		
					Period	Position	Company/Business
1. Mr. Prachai Leophairatana Position : Chairman of the Board; Chairman of the Management Committee	79	1. Honorary Doctorate in Industrial Engineering, Rajamangala University of Technology Krugthep 2. M.S. (EE) University of California (Berkeley) U.S.A. 3. B.E. (EE) (1st Class Hons.) University of Canterbury, New Zealand 4. Directors Accreditation Program (DAP) (Class 35/2005), Thai Institute of Directors (IOD)	0.000	- Miss Malinee Leophairatana (Elder sister) - Dr. Pramuan Leophairatana (Younger brother) - Mr. Prateep Leopaibut (Younger brother) - Mr. Prayad Liewphairatana (Younger brother)	1991 - Present	- Chairman	- TPI Polene Power Plc.
					Jan 2016 - Present	- Chairman of the Management Committee	- TPI Polene Power Plc.
					2001 - Present	- Chief Executive Officer	- TPI Polene Plc.
					Apr 2012 - Present	- Directors	- Bangkok Union Insurance Plc.
					Oct 2019 - Present	- Executive Director	- TPI Deep Sea Port Co., Ltd.
					Oct 2019 - Present	- Executive Director	- TPI Smart City Co., Ltd.
					Oct 2019 - Present	- Executive Director	- TPI Wind Power Co., Ltd.
					Oct 2019 - Present	- Executive Director	- TPI Solar Power Co., Ltd.
					Present	- Executive Director	- TPI Polene Power (International) Co., Ltd.
					2000 - 2006	- Board Executive Director	- Bangkok Union Insurance Plc.
					1978 - 2006	- Chief Executive Officer	- Thai Petrochemical Industry Public Co., Ltd., and entities
					1992 - 2000	- Senator	- Parliamentary Commission
					1969 - 1997	- Chairman	- Cathay Finance & Securities Plc.
					1973 - Present	- Executive Director	- Leophairatana Enterprise Co., Ltd
					Present	- Executive Director	- Mondo Thai Co., Ltd.
					Present	- Executive Director	- TPI Concrete Co., Ltd.
					Present	- Executive Director	- TPI Polene Bio Organics Co., Ltd.
					Present	- Executive Director	- TPI All Seasons Co., Ltd.
					Present	- Executive Director	- TPI Commercial Co., Ltd.
					Present	- Executive Director	- TPI Service Co., Ltd
					Present	- Executive Director	- Thai Nitrate Co., Ltd.
					Present	- Executive Director	- Master Achieve Co., Ltd.
					Present	- Executive Director	- TPI Bio Pharmaceuticals Co., Ltd.
					Present	- Executive Director	- TPI Healthcare Co., Ltd.
					Present	- Executive Director	- Thai Propoxide Co., Ltd.
					Present	- Executive Director	- Polene Silicon Co., Ltd.
					Present	- Executive Director	- TPI Biomass Power Co., Ltd.
					Present	- Executive Director	- TPI Polene Power (International) Co., Ltd.
					Present	- Executive Director	- TPI Distribution Center Co., Ltd.
					Present	- Executive Director	- United Grain Industry Co., Ltd.
					Present	- Executive Director	- Pornchai Enterprise Co., Ltd.

Name/Position	Age (year)	Education Background/ Training	Shareholding Percentage in the Company (%) ⁽¹⁾	Family Relations among directors and executives	Professional Background		
					Period	Position	Company/Business
2. Mr. Prateep Leopalrut Position : Vice Chairman of the Board; Vice Chairman of the Management Committee	77	1. Honorary Doctorate Degree in Engineering Department, Chulalongkorn University 2. Honorary Doctorate Degree in Engineering Materials Faculty of Engineering Rajamangala University of Technology Rattanakosin 3. M.S. (Industrial Engineering), Stanford University, U.S.A. 4. B.E. (Industrial Engineering), Chulalongkorn University 5. National Defense College in cooperation with the private sector, 2/1990, National Defense College 6. The Political "Leadership in new era" program, 2/2005, King Prajadhipok's Institute 7. Directors Accreditation Program (DAP), No.28/2004, Thai Institute of Directors (IOD) 8. Directors Certification Program (DCP), No.53/2005, Thai Institute of Directors (IOD) 9. Audit Committee Program (ACP) No.8/2005, Thai Institute of Directors (IOD) 10. Understanding the Fundamental of Financial Statements (UFS), No.1/2006, Thai Institute of Directors (IOD) 11. Chartered Director Class (CDC) No.5/2009, Thai Institute of Directors (IOD)	0.000	- Miss Malinee Leophairatana (Elder sister) - Mr. Prachai Leophairatana (Elder brother) - Dr. Pramuan Leophairatana (Younger brother) - Mr. Prayad Liewphairatana (Younger brother)	2022 - Present 1987 - 2019 1991 - 2019 2022 - Present 2002 - Present 2007 - Jan 2015 2007 - 2019 2022 - Present 2016 - 2017 2011 - Present 1978 - Present 1989 - Present 1988 - Present 1994 - 2019 1981 - 2006 1978 - 2006 1973 - Present 1996 - Present 1996 - Present 1987 - 2021 1987 - 1993 1990 - 1992 1996 - 1997 2009 - 2011 2009 - 2011 2009 - 2011 2009 - Present	- President - President - Executive Director - Executive Director - Executive Director - President - President - President - Vice Chairman - President - Director - Director - Director - Vice Chairman - President - President - Executive Director - Executive Director - Executive Director - Director - President of the Association - Director - President of the Association - President of the Association - Director - President of the Association - Trade Association - Bangkok Union Insurance Plc. - The Thai Packaging Association Industrial Engineering, Engineering Institute of Thailand - Thai Chamber of Commerce - Committee of International Trade Trade - Committee of International Negotiation Trade - Specialist on the examination of working professionals with engineering diploma in industrial engineering field	- TPI Polene Plc. - TPI Polene Plc. - TPI Concrete Co., Ltd. - TPI Concrete Co., Ltd. - Polene Silicon Co., Ltd. - Thai Nitrate Co., Ltd. - Thai Nitrate Co., Ltd. - Thai Nitrate Co., Ltd. - TPI Polene Power Plc. - TPI Polene Bio Organics Co., Ltd. - United Grain Industry Co., Ltd. - Thai Plastic Film Co., Ltd. - Thai Plastic Product Co., Ltd. - Bangkok Union Insurance Plc. - International Plastic Trading Co., Ltd. - Thai Petrochemical Industry Plc. - Leophairatana Enterprises Co., Ltd. - Porndchai Enterprises Co., Ltd. - Mondo Thai Co., Ltd. - Thai Petrochemical Industry and Trade Association - Bangkok Union Insurance Plc. - The Thai Packaging Association Industrial Engineering, Engineering Institute of Thailand - Thai Chamber of Commerce - Committee of International Trade Trade - Committee of International Negotiation Trade - Specialist on the examination of working professionals with engineering diploma in industrial engineering field

Name/Position	Age (year)	Education Background/ Training	Shareholding Percentage in the Company (%) ⁽¹⁾	Family Relations among directors and executives	Professional Background		
					Period	Position	Company/Business
		12. Advanced Trade Negotiations Simulation Skills Course 2011			2009 - Present	- Expert on the examination of corporate engineering level of working professionals industrial engineering field	- Council of Engineers
		13. Global Trade Impact on Thai Economy: Preparing Thai Businesses for ASEAN no.1/2012			2012 - 2014	- Chairman	- ASEAN Federation of Cement Manufacturers (AFCM)
		14. The 6th EFEE World Conference on Explosives and Blasting 2011 by European Federation of Explosives Engineers			2012 - Present	- Committee of the Examination of Working professionals with Engineering diploma in industrial engineering field	- Council of Engineers
		15. China International Water Soluble Fertilizer Conference and Exhibition 2013 by China National Chemical Information Center			2012 - 2016	- President	- Thai Cement Manufacturers Association (TCMA)
		16. 4 Days MBA for Oil and Gas Executives 2013, Singapore by Universal Network Intelligence			2012 - 2016	- President of Cement Group	- The Federation of Thai Industries
		17. ASEAN Outstanding Engineering Achievement Award for Year 2013			2012 - 2016	- Committee	- The Federation of Thai Industries
		18. Asia Pacific Chemical Industry Meeting (APCIM), 8-10 February 1998, Singapore			2012 - 2016	- Executive Committee of Economic Logistics Division	- The Federation of Thai Industries
		19. The Premier Meeting Place for the Oil Industry, 9-11 September 1996, Singapore			2012 - 2014	- Committee of Economic Logistics and Infrastructure Development	- The Federation of Thai Industries
		20. Executive Seminar Partner for International Competitiveness, Harvard University, USA, 1991			2012 - 2014	- Committee Trade convenience Import-export And performing customs	- The Federation of Thai Industries
					2012 - 2016	- Committee of Industrial Environment Institute	- The Federation of Thai Industries

Name/Position	Age (year)	Education Background/ Training	Shareholding Percentage in the Company (%) ⁽¹⁾	Family Relations among directors and executives	Professional Background		
					Period	Position	Company/Business
					2012 - 2020	- Committee for Industrial Energy Institute	- The Federation of Thai Industries
					2012 - Present	- Cluster Group President (Construction material)	- The Federation of Thai Industries
					2012 - 2014	- Honorary members and consultant	- The Thai Packaging Association
					2013 - Present	- The working group prepared guidelines for the examination of the license to be ordinary engineers, Industrial Engineering	- Council of Engineers
					2012 - 2014	- Advisor to the Rice Industry Education Subcommittee	- Committee on Economics, Commerce and Industrial of the Senate
					2012 - 2014	- Honorary Advisor	- Committee on Economics, Commerce and Industrial of the Senate
					2015 - Present	- President of the Association	- Thai Organic Fertilizer Industry Foundation Trade Association
					2013 - 2014	- Director	- TPI Distribution Center Co., Ltd.
					2013 - 2014	- Director	- TPI Smart City Company Limited.
					2013 - 2014	- Director	- TPI All Seasons Co., Ltd.
					2015 - Present	- Director	- TPI Service Co., Ltd
					1996 - Present	- Director	- TPI Bio Pharmaceuticals Co., Ltd.
					2019 - Present	- Director	- TPI Healthcare Co., Ltd.
					1993 - Present	- Director	- Thai Propoxide Co., Ltd.
					2023 - Present	- Director	- Industrial Engineering, Engineering Institute of Thailand

Name/Position	Age (year)	Education Background/ Training	Shareholding Percentage in the Company (%) ⁽¹⁾	Family Relations among directors and executives	Professional Background		
					Period	Position	Company/Business
3. Dr. Pramuan Leophairatana Position : Vice Chairman of the Board; Vice Chairman of the Management Committee	74	1. M.S., SC.D. Massachusetts Institute of Technology at Cambridge, M.A., U.S.A. 2. B.S. (Honors) in Chemical Engineering, University of California at Berkeley, U.S.A. 3. Directors Accreditation Program (DAP) (Class 29/2005), Thai Institute of Directors (IOD) 4. Diplomas, National Defense College, The National Defense Course Class 41 and The Joint State-Private Sector Course Class 11	0.059	<ul style="list-style-type: none"> Miss Malinee Leophairatana (Elder sister) Mr. Prachai Leophairatana (Elder brother) Mr. Prateep Leopairut (Elder brother) Mr. Prayad Liewphairatana (Younger brother) 	Jan 2016 - Present	- Vice Chairman and Vice Chairman of the Management Committee	- TPI Polene Power Plc.
					1991 - Jan 2016	- Executive Director	- TPI Polene Power Plc.
					1973 - Present	- Director	- Leophairatana Enterprises Co., Ltd.
					1988 - Present	- Director	- Thai Plastic Product Co., Ltd.
					1989 - Present	- Director	- Thai Plastic Film Co., Ltd.
					1989 - Present	- Director	- United Grain Industry Co., Ltd.
					1991 - Present	- Executive Director	- TPI Concrete Co., Ltd.
					1997 - Present	- Chairman	- Bangkok Union Life Insurance Plc.
					2001 - Present	- Director / President	- TPI Polene Plc.
					2002 - Present	- Executive Director	- Polene Silicon Co., Ltd.
					2010 - Present	- Executive Director	- TPI Polene Bio Organics Co., Ltd.
					Present	- Executive Director	- TPI Polene Power (International) Co., Ltd.
					Jul 2014 - Present	- Executive Director	- Mondo Thai Co., Ltd.
					Aug 2016 - Present	- Executive Director	- Thai Nitrate Co., Ltd.
					Oct 2019 - Present	- Executive Director	- TPI Deep Sea Port Co., Ltd.
					Oct 2019 - Present	- Executive Director	- TPI Smart City Co., Ltd.
					Oct 2019 - Present	- Executive Director	- TPI Wind Power Co., Ltd.
					Oct 2019 - Present	- Executive Director	- TPI Solar Power Co., Ltd.
					Oct 2013 - Jan 2015	- Executive Director	- Thai Nitrate Co., Ltd.
					1996 - Jul 2014	- Executive Director	- Mondo Thai Co., Ltd.
					1990 - Aug 2013	- Executive Director	- Thai Nitrate Co., Ltd.
					1978 - 2006	- President	- Thai Petrochemical Industry Plc.
					2022 - Present	- Director	- E&T Renewable Energy Co., Ltd.
					2022 - Present	- Director	- TPI All Seasons Co., Ltd.
					2022 - Present	- Executive Director	- TPI All Seasons Co., Ltd.
					2022 - Present	- Executive Director	- Thai Propoxide Co., Ltd.
					2022 - Present	- Executive Director	- TPI Service Co., Ltd.
					2022 - Present	- Executive Director	- TPI Healthcare Co., Ltd.
					2022 - Present	- Executive Director	- TPI Bio Pharmaceuticals Co., Ltd.
					2022 - Present	- Executive Director	- TPI Polene Power (International) Co., Ltd.
					2022 - Present	- Executive Director	- TPI Distribution Center Co., Ltd.
					2022 - Present	- Executive Director	- Bangkok Union Life Insurance Plc.
					2022 - Present	- Executive Director	- Porndchai Enterprises Co., Ltd.

Name/Position	Age (year)	Education Background/ Training	Shareholding Percentage in the Company (%) ⁽¹⁾	Family Relations among directors and executives	Professional Background		
					Period	Position	Company/Business
4. Mr. Prayad Liewphairatana Position : Director; Member of the Management Committee	72	1. M.S. (CE) University of Michigan (ANN ARBOR) U.S.A. 2. Directors Accreditation Program (DAP) (Class 29/2004), Thai Institute of Directors (IOD)	0.064	- Miss Malinee Leophairatana (Elder sister) - Mr. Prachai Leophairatana (Elder brother) - Mr. Prateep Leopairut (Elder brother) - Dr. Pramuan Leophairatana (Elder brother)	Jan 2016 - Present	- Member of the Management Committee	- TPI Polene Power Plc.
					1973 - Present 1987 - Present 1981-2006 1988 - Present 1988 - Present 1989 - Present 1991 - Present 1996 - Present 1997 - Present 2002 - Present 2010 - Present Present Aug 2, 2016 - Present Present Present Present Present Present Present Present	- Director - Director / President - Director - President - President - President - Executive Director - Executive Director - Executive Director - Executive Director - Executive Director - Director - Executive Director - Executive Director - Executive Director - Executive Director - Executive Director - Executive Director - Executive Director	- Leophairatana Enterprises Co., Ltd. - TPI Polene Plc. - International Plastic Trading Co., Ltd. - Thai Plastic Product Co., Ltd. - United Grain Industry Co., Ltd. - Thai Plastic film Co., Ltd. - TPI Concrete Co., Ltd. - Mondo Thai Co., Ltd. - Bangkok Union Life Insurance Plc. - Polene Silicon Co., Ltd. - TPI Polene Bio Organics Co., Ltd. - TPI Polene Power (International) Co., Ltd. - Thai Nitrate Co., Ltd. - TPI All Seasons Co., Ltd. - Thai Propoxide Co., Ltd. - Polene Silicon Co., Ltd. - TPI Service Co., Ltd. - TPI Distribution Center Co., Ltd. - Pornchai Enterprises Co., Ltd. - TPI Healthcare Co., Ltd. - TPI Bio Pharmaceuticals Co., Ltd.
5. Mrs. Orapin Leophairatana Position : Vice Chairman of the Board; Vice Chairman of the Management Committee	76	1. Political Science (2nd Class Honors) Chulalongkorn University 2. Directors Accreditation Program (DAP) (Class 35/2005), Thai Institute of Directors (IOD)	0.072	- Mr. Prachai Leophairatana (Husband)	Jan 2016 - Present	- Vice Chairman and Vice Chairman of the Management Committee	- TPI Polene Power Plc
					2007 - Jan 2016 1998 - Present 2002 - Present 2005 - Present 2009 - Present 2010 - Present 2010 - Present 2010 - Present	- Director - Executive Director - Executive Director - Director/ Senior Executive Vice President - Executive Director - Executive Director - Executive Director - Executive Director	- TPI Polene Power Plc. - TPI Concrete Co., Ltd. - Polene Silicon Co., Ltd. - TPI Polene Plc. - TPI All Seasons Co., Ltd. - United Grain Industry Co., Ltd. - Thai Petrochemical Industry Co., - TPI Polene Bio Organics Co., Ltd.

Name/Position	Age (year)	Education Background/ Training	Shareholding Percentage in the Company (%) ⁽¹⁾	Family Relations among directors and executives	Professional Background		
					Period	Position	Company/Business
					Jul 2014 - Present	- Executive Director	- Mondo Thai Co., Ltd.
					Oct 2019 - Present	- Executive Director	- TPI Smart City Co., Ltd.
					Oct 2019 - Present	- Executive Director	- TPI Wind Power Co., Ltd.
					Oct 2019 - Present	- Executive Director	- TPI Solar Power Co., Ltd.
					Oct 2019 - Present	- Executive Director	- TPI Deep Sea Port Co., Ltd.
					Present	- Executive Director	- Thai Proproxide Co., Ltd.
					Present	- Executive Director	- TPI Commercial Co., Ltd.
					Present	- Executive Director	- TPI Service Co., Ltd.
					Present	- Executive Director	- TPI Healthcare Co., Ltd.
					Present	- Executive Director	- TPI Bio Pharmaceuticals Co., Ltd.
					Present	- Executive Director	- Master Achieve Co., Ltd.
					Present	- Executive Director	- TPI Biomass Power Co., Ltd.
					Present	- Executive Director	- TPI Distribution Center Co., Ltd.
					Present	- Executive Director	- Pornchai Enterprises Co., Ltd
					Present	- Executive Director	- TPI Polene Power (International) Co., Ltd.
					Oct 2013 - Jan 2015	- Executive Director	- Thai Nitrate Co., Ltd.
					2009 - Aug 2013	- Executive Director	- Thai Nitrate Co., Ltd.
					2001 - 2011	- Director	- Thai Listed Company Association
					1998 - 2003	- Senior Executive Vice President	- TPI Polene Plc.
					April - Dec 1997	- Director	- Association of Finance Companies
					1995 - 1997	- Director	- Bangkok Stock Trading Center
					1995 - 1997	- President of the Association	- Association of Sub-Brokerage Companies
					1988 - 1997	- Managing Director	- Cathay Finance & Securities Plc.
					1977 - 1982	- Third Secretary	- Ministry of Foreign Affairs

Name/Position	Age (year)	Education Background/ Training	Shareholding Percentage in the Company (%) ⁽¹⁾	Family Relations among directors and executives	Professional Background		
					Period	Position	Company/Business
6. Miss Pattapan Leopairut Position : Director; Member of the Management Committee	44	1. Assumption University (ABAC) (master's degree) 2. Bangkok University International College (BUIC) (bachelor's degree) 3. International School Bangkok (ISB) (High School) 4. Movement of Thai Industrial investor toward India and Myanmar 5. Employee Fraud Prevention Detection 6. Excellence in Practice Quality Control 7. Investigation & Litigation, Business Process Transformation & Operation 8. Relationship Marketing & Customer 9. Relationship Management 10. Directors Accreditation Program (DAP) (Class 121/2016), Thai Institute of Directors (IOD) 11. Digital Marketing Analytics for Growth (2022)	0.046	- Mr. Prateep Leopairut (Father) - Mr. Pakorn Leopairut (Younger brother) - Mr. Pakkapol Leopairut (Younger brother)	2007 - Present Jan 2016 - Present 2009 - Present 2010 - Present 2014 - Present Oct 2014 - Present 2006 - Present Oct 2019 - Present Oct 2019 - Present Oct 2019 - Present Oct 2019 - Present	- Executive Director - Member of the Management Committee - Assistant Vice President - Executive Director - Executive Director - Executive Director - Executive Director - Executive Director - Executive Director - Executive Director - Executive Director	- TPI Polene Power Plc. - TPI Polene Power Plc. - TPI Polene Plc. - TPI Polene Bio Organics Co., Ltd. - TPI Polene PowerCo., Ltd. (International) - TPI Commercial Co., Ltd. - Thal Petrochemical Industry Co., Ltd. - TPI Deep Sea Port Co., Ltd. - TPI Smart City Co., Ltd. - TPI Wind Power Co., Ltd. - TPI Solar Power Co., Ltd.

Name/Position	Age (year)	Education Background/ Training	Shareholding Percentage in the Company (%) ⁽¹⁾	Family Relations among directors and executives	Professional Background		
					Period	Position	Company/Business
7. Mr. Pakorn Leopairut Position : Director; Member of the Management Committee and President	43	1. Master of Public and Private Management NIDA	0.063	- Mr. Prateep Leopairut (Father)	2007 - Present	- Executive Director	- TPI Polene Power Plc.
		2. CEDL-BABSON ENTREPRENEURIAL LEADERSHIP PROGRAM No. 1/2556		- Miss Pattapan Leopairut (Elder sister)	Jan 2016 - Present	- Member of the Management Committee	- TPI Polene Power Plc.
		3. Young F.T.I Elite No. 1 The Federation of Thai Industries		- Mr. Pakkapol Leopairut (Younger brother)	Feb 2016 - Present	- President	- TPI Polene Power Plc.
		4. Executive Development Program No.10 Ministry of Finance			May 2019 - Present	- Executive Director	- TPI Polene Plc.
		FPO: Forum Economic Guru Seminar No. 3. Ministry of Finance			2008 - Present	- Assistant Vice President	- TPI Polene Plc.
		5. Energy Executive Program No. 1 The Federation of Thai Industries			2009 - Present	- Executive Director	- TPI All Seasons Co., Ltd.
		6. Directors Accreditation Program (DAP) (Class 122/2016), Thai Institute of Directors (IOD)			2010 - Present	- Executive Director	- TPI Polene Bio Organics Co., Ltd.
		7. Tisco Wealth Enhancement Program (WEP 4) No 4. 2016)			2010 - Present	- Executive Director	- TPI service Co., Ltd.
		8. The Young Executive Program in Energy Literacy for a Sustainable Future, YTEA) No.7/2019			2010 - Present	- Executive Director	- TPI Polene Power (International) Co., Ltd.
		9. Digital Marketing Analytics for Growth			2014 - Present	- Executive Director	- TPI Commercial Co., Ltd.
		10. Executive Breakfast Forum 2022 Ep.12 Balancing Risk, Trust and Opportunity in an Uncertain World			Jul 2015 - Present	- Executive Director	- TPI Healthcare Co., Ltd
		11. Know the architect for Senior Executives, No.4			2011 - Present	- Executive Director	- Thai Petrochemical Industry Co., Ltd
		12. Refreshment Trainings Program (RFP) no. 9/2023, Thai Institute of Directors (IOD)			2007 - Present	- President	- Thai Nitrate Co., Ltd.
					Oct 2019 - Present	- Executive Director	- TPI Deep Sea Port Co., Ltd.
					Oct 2019 - Present	- Executive Director	- TPI Smart City Co., Ltd.
					Oct 2019 - Present	- Executive Director	- TPI Wind Power Co., Ltd.
					Oct 2019 - Present	- Executive Director	- TPI Solar Power Co., Ltd.
					2007 - 2008	- Investment Analyst	- MFC Asset Management Plc.
					Present	- Executive Director	- TPI Concrete Co., Ltd.
					Present	- Executive Director	- Thai Propoxide Co., Ltd.
					Present	- Executive Director	- TPI Bio Pharmaceuticals Co., Ltd.
					Present	- Executive Director	- United Grain Industry Co., Ltd.
					Present	- Executive Director	- Porndchai Enterprises Co., Ltd.
					2002 - 2007	- Supervisor	- Thai Petrochemical Industry Plc.
					2016 - Present	- Director	- Polene Silicon Co., Ltd.
					2016 - Present	- Executive Director	- TPI Distribution Center Co., Ltd.
					Present	- Executive Director	- TPI Biomass Power Co., Ltd.

Name/Position	Age (year)	Education Background/ Training	Shareholding Percentage in the Company (%) ⁽¹⁾	Family Relations among directors and executives	Professional Background		
					Period	Position	Company/Business
8. Mr. Pakkapol Leopairut Position : Director; Member of the Management Committee and Executive Vice President – Accounting and Finance	40	1. Economic University of Southern California (master's degree) 2. Economic University of Kansas (bachelor's degree) 3. CED-BABSON ENTREPRENEURIAL LEADERSHIP PROGRAM No. 1/2012 4. CMO by Marketing Association of Thailand No.1/2012 5. Executive Development Program No. 10 (July 2014) 6. Directors Accreditation Program (DAP) (Class 122/2016), Thai Institute of Directors (IOD) 7. Advance Master of Management Program, AMM 8. Power Purchase Agreement for Small Power Producer – Replacement 9. Subsidiary Governance Program (SGP) no. 4/2023, Thai Institute of Directors (IOD)	0.022	- Mr. Prateep Leopairut (Father) - Mr. Pakorn Leopairut (Elder brother) - Miss Pattraporn Leopairut (Elder sister)	Feb 2016 - Present	- Executive Vice President	- TPI Polene Power Plc
					Jan 2016 - Present	- Member of the Management Committee	- TPI Polene Power Plc.
					Jul 2015 - Present	- Executive Director	- TPI Polene Power Plc.
					2008 - Jan 2016	- Assistant Vice President	- TPI Polene Plc.
					2010 - Present	- Executive Director	- TPI service Co., Ltd.
					2010 - Present	- Executive Director	- TPI Polene Power (International) Co., Ltd.
					2011 - Present	- Executive Director	- TPI Polene Bio Organics Co., Ltd.
					2014 - Present	- Executive Director	- TPI Commercial Co., Ltd.
					Jul 2015 - Present	- Executive Director	- TPI Healthcare Co., Ltd
					Jun 2016 - Present	- Executive Director	- TPI Distribution Center Co., Ltd.
					Nov 2018 - Present	- Executive Director	- TPI Biomass Power Co., Ltd.
					Oct 2019 - Present	- Executive Director	- TPI Deep Sea Port Co., Ltd.
					Oct 2019 - Present	- Executive Director	- TPI Smart City Co., Ltd.
					Oct 2019 - Present	- Executive Director	- TPI Wind Power Co., Ltd.
					Oct 2019 - Present	- Executive Director	- TPI Solar Power Co., Ltd.
					2022 - Present	- Director	- E&T Renewable Energy Co., Ltd.
					Present	- Director	- Thai Nitrate Co., Ltd.
					Present	- Director	- TPI All Seasons Co., Ltd.
					Present	- Director	- Thai Propoxide Co., Ltd.
					Present	- Director	- Polene Silicon Co., Ltd.
					Present	- Director	- TPI Polene Bio Organics Co., Ltd.
					Present	- Director	- TPI service Co., Ltd.
					Present	- Director	- TPI Bio Pharmaceuticals Co., Ltd.
					Present	- Director	- Master Achieve Co., Ltd.
					Present	- Director	- United Grain Industry Co., Ltd.
					Present	- Director	- Porndhal Enterprises Co., Ltd.
					Present	- Director	
					Present	- Director	

Name/Position	Age (year)	Education Background/ Training	Shareholding Percentage in the Company (%) ⁽¹⁾	Family Relations among directors and executives	Professional Background		
					Period	Position	Company/Business
10. Ms. Malinee Leopairut Position : Director	81	1. Master in Actuarial Science, Georgia State University, U.S.A. 2. Bachelor of Commerce and Accounting, Major in Statistics (Second Honors), Chulalongkorn University 3. Certified as Actuary under Section 78/2 of The Non-Life Insurance Act B.E.2535 as Amended by Non-Life Insurance Act (No.2), B.E.2551 4. Directors Certification Program (DCP), Class 22/2002, Thai Institute of Directors (IOD)	0.001	- Mr. Prachai Leophairatana (Younger brother) - Mr. Prateep Leopairut (Younger brother) - Dr. Pramuan Leophairatana (Younger brother) - Mr. Prayad Liewphairatana (Younger brother)	Jan 2016 - Present	- Director	- TPI Polene Power Plc.
					Apr 2016 - Present	- Director	- TPI Polene Plc.
					1973 - Present	- Director	- Leophairatana Enterprises Co., Ltd.
					2015 - Present	- Director	- Thai Special Steel Industry Plc.
					1997 - Present	- Chief Executive Officer	- Bangkok life Insurance Plc.
					1973 - 2011	- Managing Director	- Bangkok Union Insurance Plc.
					1987 - 1989	- Director	- Bangkok Union Insurance Plc.
					Jan 2016 - Present	- President of the Association	- Thai Insurance Association
					Present	- Director	- United Grain Industry Co., Ltd.
					Present	- Director	- Pongchai Enterprises Co., Ltd.
11. Dr. Porakrit Leophairatana Position : Director		1. Ph.D. Chemical Engineering, Columbia University, Graduated 2017 2. M.Phil. Chemical Engineering, Columbia University, Graduated 2016 3. M.S. Chemical Engineering, Columbia University, Graduated 2015 4. B.S. Chemical and Biological Engineering, Tufts University, Graduated 2012 5. Directors Certification Program (DCP) (Class 168/2020), Thai Institute of Directors (IOD) 6. Subsidiary Governance Program (SGP) No. 4/2023, Thai Institute of Directors (IOD)	0.006	- Dr. Pramuan Leophairatana (Father) - Ms. Nitawan Leophairatana (Elder sister)	Jan 2020 - Present	- Executive Vice President	- TPI Polene Power Plc.
					Mar 2018 - Present	- Assistant Vice President	- TPI Polene Plc.
					May 2018 - Present	- Director	- TPI Biomass Power Co., Ltd.
					Aug 2019 - Present	- Director	- TPI Polene Power (International) Co., Ltd.
					Sep 2019 - Present	- Executive Director	- TPI Smart CityCo., Ltd.
					Sep 2019 - Present	- Executive Director	- TPI Deep Sea Port Co., Ltd.
					Sep 2019 - Present	- Executive Director	- TPI Wind Power Co., Ltd.
					Sep 2019 - Present	- Executive Director	- TPI Solar Power Co., Ltd.
					May 2018 - Present	- Director	- TPI All Seasons Co., Ltd.
					May 2018 - Present	- Director	- TPI Healthcare Co., Ltd.
					May 2018 - Present	- Director	- TPI Bio Pharmaceuticals Co., Ltd.
					Apr 2019 - Present	- Director	- Bangkok life Insurance Plc.
					2022 - Present	- Director	- E&T Renewable Co., Ltd.
					Present	- Director	- Polene Silicon Co., Ltd.
					Mar 2017 - May 2018	- CTO and Co-Founder	- TempRes Technologies LLC
					Oct 2017 - Mar 2019	- Post-Doctoral Researcher	- Columbia University, New York
					Feb 2024 - Present	- Director	- United Grain Industry Co., Ltd.
					Feb 2024 - Present	- Director	- Thai Plastic Product Co., Ltd.
					Feb 2024 - Present	- Director	- Thai Plastic film Co., Ltd.

Name/Position	Age (year)	Education Background/ Training	Shareholding Percentage in the Company (%) ⁽¹⁾	Family Relations among directors and executives	Professional Background		
					Period	Position	Company/Business
12. Mr. Manu Leopaiprote Position: Independent Director; Chairman of the Audit Committee	80	1. Honorary Doctorate in Business Administration, Thammasat University. 2. Master of Science in Economics, University of Kentucky, U.S.A. 3. Science in Economics (Honors), Thammasat University 4. Certificate, Industrial Development, "Nagoya, Japan" 5. National Defense College class 34 6. Role of Chairman Program (RCP) No.3/2001, Thai Institute of Directors (IOD) 7. Directors Certification Program (DCP) No.30/2003, Thai Institute of Directors (IOD) 8. Directors Accreditation Program (DAP- No.2003), Thai Institute of Directors (IOD)	-	- None -	Jan 2016 - Present	- Independent Director and Chairman of the Audit Committee	- TPI Polene Power Plc
					2004 - Present	- Chairman and Chairman of the Audit Committee	- Polyplex (Thailand) Plc.
					2004 - Present	- Chairman	- Khon Kaen Sugar Industry Plc.
					2004 - Present	- Chairman	- Bangkok Union Insurance Plc.
					2006 - Present	- Director and Member of the Audit Committee	- Siam Steel International Plc.
					2010 - Present	- Chairman	- Jubilee Enterprise Plc.
					2010 - Present	- Chairman	- ARIP Plc.
					2011 - Present	- Chairman	- T.M.C Industry Plc.
					2005 - 2010	- Chairman	- Neighboring Countries Economic De- velopment Cooperation Agency (Public Organization): NEDA
					1999 - 2004	- Permanent Secretary Previous Positions	- Ministry of Industry
13. Mr. Aram Senamontri Position : Independent Director; Member of the Audit Committee	73	1. Bachelor of Laws, Faculty of Law, Thammasat University. 2. Diploma in Law from the Legal Training Institute of the Lawyers Council of Thailand 3. Diploma in National Defence Course, Class 4414, National Defence College of the Kingdom's Defence Studies Institute	-	- None -	2009 - 2013	- Head of the Intellectual Property and International Trade Litigation Division, Supreme Court	
					2014 - 2018	- Senior Judiciary Member, Supreme Court	
					2019 - 2020	- Senior Judiciary Member, Appeals Court	
					2023 - Present	- Audit Committee Member and Independent Director	- TPI Polene Power Plc.
						- Chairman	- PTT Plc.
						- Chairman	- PTT Exploration and Production Plc.
						- Chairman	- PTT Chemical Plc.
						- Chairman	- Thai Oil Plc.
						- Chairman	
						- Chairman	

Name/Position	Age (year)	Education Background/ Training	Shareholding Percentage in the Company (%) ⁽¹⁾	Family Relations among directors and executives	Professional Background		
					Period	Position	Company/Business
14. Mr. Thiraphong Vikitset Position : Independent Director; Member of the Audit Committee	77	1. Ph.D. (Economics) West Virginia University, U.S.A. 2. B.S. Ch.E. West Virginia University, U.S.A. Training Certificate 1. Certificate of Professional Study on "Petroleum Management Program" awarded by Arthur D. Little Management Education Institute, Inc. 1982 2. Thai Institute of Directors (IOD) - Director Accreditation Program Certificate, (DAP- 2003) - Director Certificate Program, (DCP- 2004)	0.000	- None -	Jan 2016 - Present	- Independent Director and Member of the Audit Committee	- TPI Polene Power Plc.
					Present	- Professor of Economic Development	- National Institute of Development Administration (NIDA)
					1997 - Present	- Independent Director and Chairman of the Audit committee	- I.C.C. International Public Co., Ltd.
					1997 - Present 2004 - 2014	- Director - Member of the Subcommittee on Energy Conservation Assessment	- Better Way (Thailand) Co., Ltd.
					1995 - 1998	- Board Member of the Council	- National Institute of Development Administration (NIDA)
					1995 - 1998	- Board Member of Academic Council	- National Institute of Development Administration (NIDA)
					1986 - 1991	- Vice President for Academic Affairs	- National Institute of Development Administration (NIDA)
					1985 - 1986	- Dean of the Faculty of Economic Development	- National Institute of Development Administration (NIDA)
					1983 - 1985	- Deputy Dean, Faculty of Economic Development	- National Institute of Development Administration (NIDA)
					1981	- Associate Professor	- National Institute of Development Administration (NIDA)
					1976	- Assistant Professor, Faculty of Economic Development	- National Institute of Development Administration (NIDA)
					1974 - 1976	- Professor of the Faculty of Economic Development	- National Institute of Development Administration (NIDA)
					2008	- Subcommittee for tracking oil consumption on Government Policy	- National Institute of Development Administration (NIDA)

Name/Position	Age (year)	Education Background/ Training	Shareholding Percentage in the Company (%) ⁽¹⁾	Family Relations among directors and executives	Professional Background		
					Period	Position	Company/Business
					2004	- Project Evaluation Subcommittee under Energy Conservation Plan	
					2002	- The committee considered the use of ethanol.	
					1989	- Member of Subcommittee on Energy Planning for the 7th Economic and Social Development Plan	
					1989	- Committee members in the working group tariff changes over time.	
					1989	- Committee on Electricity Development Working Group	
					1989	- Committee members in the working group, the purchase of electricity from small power producers.	
					1989	- Committee members in the working group tariff restructuring.	
					1989	- Committee members working in private sector participation in the electricity sector.	
					1989	- The Committee members on the working group of Electricity in industry	
					1989	- The standard committee member of university education	
					1989	- Committee members working in the tariff adjustment	

Name/Position	Age (year)	Education Background/ Training	Shareholding Percentage in the Company (%) ⁽¹⁾	Family Relations among directors and executives	Professional Background		
					Period	Position	Company/Business
15. Mr. Khantachai Vichakkhana Position : Independent Director	76	1. Master's in Political Science (Public Administration), Thammasat University 2. Bachelor of Laws, Thammasat University. 3. Guest Speaker Training Program- Land Class 2: Department of Land (1979) 4. Division Director of Security within the Kingdom Program (SOC): Royal Thai Army (1979) 5. Advance Land Management School Program Class 3: Department of Lands (1984) 6. Advance administration Program: Class 30, Institute of Administration Development, Department of Provincial Administration (1993) 7. High Level Information Technology Executives (CIO) Seminar (2003) 8. Political Development in Democratic Governance for Executives, Program Class 8, King Prajadhipok's Institute (2004)	0.000	- None -	1988	- Committee members working on electricity demand - Subcommittee on Energy Policy Formulation	
					1986		
					Jan 2016 - Present	- Independent Director	- TPI Polene Power Plc.
					June 25, 2018 - Present	- Chairman and Independent Director	- TPI Polene Plc.
					Aug 8, 2014 - Present	- Independent Director, Audit Committee Member, and Chairman of the Nominations, Remuneration, and Corporate Governance Committee	- L.P.N. Development Public Co., Ltd.
					Aug 8, 2014 - Present	- Vice Chairman, Chairman of the Audit Committee, and Independent Director	- Tong Hua Holding Public Co., Ltd
					2002 - 2008	- Deputy Director-General	- Land Department
					2000 - 2002	- Director of Land Registry Standards Division	- Land Department
					2000	- Policy and Planning Analyst Officer (Land Affairs)	- Land Department
					1999 - 2000	- Inspector	- Land Department
					1998 - 1999	- Director of Land Business Control Division	- Land Department
					1995 - 1998	- Director of Land Distribution Division	- Land Department
					1992 - 1995	- Director of Important Book	- Land Department
					1990 - 1992	- Land Officer - Chonburi	- Land Department
					1989 - 1990	- Land Officer - Phuket	- Land Department
					1988 - 1989	- Land Officer - Nonthaburi and Bangyai District	- Land Department

Name/Position	Age (year)	Education Background/ Training	Shareholding Percentage in the Company (%) ⁽¹⁾	Family Relations among directors and executives	Professional Background		
					Period	Position	Company/Business
		9. Thai Institute of Directors (IOD) - Directors Accreditation Program (DAP - No.112/2014) - Role of Compensation Committee (RCC - No.19/2014) - Directors Certification Program (DCP - No.119/2015) 10. Thai Institute of Directors (IOD) - Role of the chairman Program (RCP - No.54/2023)			1986 - 1988	- Land Officer - Nakhornayok	- Land Department
					1986	- Land Officer -Uttaradit	- Land Department
					Extracurricular	- Assets Management Committee	- Thai Red Cross Council
						- Committee	- Triamudomsuksa Alumni Foundation
						- Committee	- Retired Government Officials' Pension Association of Interior Foundation
						- Executive Public Administration Foundation (EPAF)	- Executive Public Administration Foundation (EPAF)
						- Committee	- Hospital& Phrapiya school Foundation
						- Committee	- Srisavarindhira Thai Red Cross Institute of Nursing
						- Assets Management Committee	- The Chaipattana Foundation
						- Assets Management Committee	- Environment for Better Life Foundation
16. Mr. Wanchai Manosooti Position : Independent Director	73	1. Master's in Business Administration from Chulalongkorn University. 2. Bachelor of Accounting, Chulalongkorn University. 3. Directors Certification Program (DCP) No. 18/2002 Thai Institute of Directors (IOD)	0.006	- None -	Mar 2016 - Present	- Independent Director	- TPI Polene Power Plc.
					2019 - Present	- Director	- Sirindhorn National Medical Rehabilitation Institute
					1999 - 2001	- 1999 - 2001	- TISCO Bank Public Co., Ltd.
					2002 - 2007	- 2002 - 2007	- TISCO Securities Co., Ltd.

Name/Position	Age (year)	Education Background/ Training	Shareholding Percentage in the Company (%) ⁽¹⁾	Family Relations among directors and executives	Professional Background		
					Period	Position	Company/Business
Supplementary Executives							
17. Mr. Worawit Lerdussarakam Position : Senior Vice President - Production	58	1. Master of Business Administration, Kasetsart University 2. Bachelor's Degree in Electrical Engineering, Prince of Songkla University	0.009	- None -	Apr 2016 - Present Feb 2016 - Apr 2016 Jan 1990 - Feb 2016	- Senior Vice President - Production - Vice President - Production - Vice President - Production	- TPI Polene Power Plc. - TPI Polene Plc. - TPI Polene Plc.
18. Mr. Somkiat Teeratakulpisal Position : Assistant Vice President - Production	56	1. Master of GSPA from National Institute of Development Administration (NIDA) 2. Bachelor of Engineering, Prince of Songkla University	-	- None -	Jun 2014 - Present	- Vice President - Production	- TPI Polene Power Plc.
19. Miss Karuna Permsiripan Position : Manager of Accounting Department	60	1. Bachelor of Commerce and Accountancy, Chulalongkorn University 2. Subsidiary Governance Program (SGP), 4/2023, conducted by the Thai Institute of Directors	-	- None -	Mar 2016 - Present Jul 2012 - Feb 2016	- Manager of Accounting Department - Manager of Accounting Department	- TPI Polene Power Plc. - TPI Polene Plc.
20. Miss Weerawan Larpchaiwut Position : Manager of Finance Department	58	1. Bachelor of Finance and Banking, Ramkhamhaeng University 2. Master of Business Administration, Ramkhamhaeng University	-	- None -	Apr 2016 - Present Dec 2006 - Mar 2016	- Manager of Finance Department - Assistant Manager of Finance Department	- TPI Polene Power Plc. - TPI Polene Plc.
21. Mr. Kanchit Yimkrim Position : Secretary	50	1. Bachelor of Laws, Ramkhamhaeng University 2. Lawyer's Professional Certificate from the Lawyers Council of Thailand's Training Institute	-	- None -	Dec 2023 - Present Nov 2014 - Present	- Secretary - Assistant Manager of Laws Department	- TPI Polene Power Plc. - TPI Polene Plc.
Remark: (1) Percentage of shareholding date was as of 28 December 2023.							

Attachment 2 Directors of Subsidiaries

Details about the positions of the Company's Directors, executives, and controlling persons holding a Director or executive in subsidiaries, affiliates, or related companies on December 31, 2023

Company	Mr. Prachai Leophairatana	Mr. Prateep Leopairut	Dr. Pramuan Leophairatana	Mrs. Orapin Leophairatana	Mr. Prayad Liewphairatana	Miss Patrapan Leopairut	Mr. Pakorn Leopairut	Mr. Pakapol Leopairut	Mrs. Nitawan Leophairatana	Miss Mailnee Leophairatana	Mr. Manu Leoparote	Dr. Porakrit Leophairatana	Dr. Thiraphong Vikitset	Mr. Aram Senamonthi	Mr. Khantachai Wichakkhana	Mr. Wanchai Manosotti	Mr. Worawit Lerdussarakam	Mr. Somkiet Teetrakulpisal	Miss Karuna Pemsiripan	Miss Weerawan Larpchaiwut
Related Company	X//	/V	/V	/V	/V	/V	/V	/V	/V	/	///	/V	///	///	/	/	N	N	N	N
TPI Polene Power (International) Co., Ltd.	X//	//	//	//	//	//	//	//	//	-	-	//	-	-	-	-	-	-	-	-
TPI Service Co., Ltd.	X//	//	//	//	//	-	//	//	//	-	-	-	-	-	-	-	-	-	-	-
Silicon Polene Co., Ltd.	X//	//	//	//	//	//	//	//	-	-	-	//	-	-	-	-	-	-	-	-
TPI Polene Bio-Organic Co., Ltd.	X//	//	//	//	//	//	//	//	//	-	-	-	-	-	-	-	-	-	-	-
Thai Propoxide Co., Ltd.	X//	//	//	//	//	//	//	//	-	-	-	-	-	-	-	-	-	-	-	-
Thai Steel Industry Co., Ltd.	//	-	//	-	//	-	-	//	-	/	-	-	-	-	-	-	-	-	-	-
TPI EOEG Co., Ltd.	X//	//	//	//	//	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Thanapornchai Co., Ltd.	X//	//	//	//	//	//	//	//	//	//	-	-	-	-	-	-	-	-	-	-
Thanaporn Chai Enterprise Co., Ltd.	X//	//	//	//	//	//	//	//	//	//	-	-	-	-	-	-	-	-	-	-
Saraburi Ginning Mill Co., Ltd.	X//	//	-	//	-	//	//	//	//	-	-	-	-	-	-	-	-	-	-	-
Pornchai Enterprise Co., Ltd.	X//	//	//	//	//	//	//	//	//	//	-	-	-	-	-	-	-	-	-	-
Bangkok Union Insurance Plc.	//	-	-	-	-	-	//	-	-	//	X	-	-	-	-	-	-	-	-	-
TPI Concrete Co., Ltd.	X//	//	//	//	//	-	//	-	-	-	-	-	-	-	-	-	-	-	-	-
TPI All Seasons Co., Ltd.	X//	//	//	//	//	-	//	//	//	-	-	//	-	-	-	-	-	-	-	-
United Grain Industry Co., Ltd.	X//	//	//	//	//	//	//	//	//	//	-	-	-	-	-	-	-	-	-	-

Mr. Prachai Leophairatana	Mr. Prateep Leopařut	Dr. Pramuan Leophairatana	Mrs. Orapin Leophairatana	Mr. Prayad Liewphairatana	Miss Pattapan Leopařut	Mr. Pakorn Leopařut	Mr. Pakkapol Leopařut	Mrs. Nitawan Leophairatana	Miss Malinee Leophairatana	Mr. Manu Leopařote	Dr. Porakrit Leophairatana	Dr. Thiraphong Vikitset	Mr. Aram Senamontri	Mr. Khantachai Wichakkhahana	Mr. Wanchai Manosooti	Mr. Worawit Lerdussarakam	Mr. Somkiet Teetrakulpisal	Miss Karuna Pernsiripan	Miss Weerawan Larpchahwut
Thai Petrochemical Industry Co., Ltd.	-	-	//	-	//	-	//	-	//	-	/	-	-	-	-	-	-	-	-
Bangkok Life Insurance Plc.	-	X//	-	//	-	-	-	-	//	-	-	-	-	-	-	-	-	-	-
Leophairatana Enterprise Co., Ltd.	X//	//	//	//	-	-	//	//	//	-	-	-	-	-	-	-	-	-	-
TPI Commercial Co., Ltd.	X//	-	//	-	//	-	//	//	-	-	//	-	-	-	-	-	-	-	-
TPI Healthcare Co., Ltd.	X//	//	//	//	//	//	//	//	-	-	//	-	-	-	-	-	-	-	-
Thai Plastic Products Co., Ltd.	X//	//	//	//	//	//	//	//	//	-	-	-	-	-	-	-	-	-	-
Thai Plastic Film Co., Ltd.	X//	//	//	//	//	//	//	//	//	-	-	-	-	-	-	-	-	-	-
Polyplex (Thailand) Plc.	-	-	-	-	-	-	-	-	-	X	-	-	-	-	-	-	-	-	-
Khon Kaen Sugar Industry Plc.	-	-	-	-	-	-	-	-	-	X	-	-	-	-	-	-	-	-	-
Jubilee Enterprise Plc.	-	-	-	-	-	-	-	-	-	X	-	-	-	-	-	-	-	-	-
ARIP Plc.	-	-	-	-	-	-	-	-	-	X	-	-	-	-	-	-	-	-	-
TMC Industry Plc.	-	-	-	-	-	-	-	-	-	X	-	-	-	-	-	-	-	-	-
I.C.C. International Plc.	-	-	-	-	-	-	-	-	-	-	-	///	-	-	-	-	-	-	-
Better Way (Thailand) Co., Ltd.	-	-	-	-	-	-	-	-	-	-	-	/	-	-	-	-	-	-	-
Siam Motors Co., Ltd.	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
LPN Development Plc.	-	-	-	-	-	-	-	-	-	-	-	-	-	///	-	-	-	-	-
Thai Development International Trade Co., Ltd.	X//	//	//	//	//	//	//	//	-	-	-	-	-	-	-	-	-	-	-
Pomphan Panich Co., Ltd.	X//	//	//	//	//	//	//	//	-	-	-	-	-	-	-	-	-	-	-
Thai Agricultural Industry Co., Ltd.	X//	//	//	//	//	//	//	//	-	-	-	-	-	-	-	-	-	-	-
Thanapornchai Warehouse Co., Ltd.	X//	//	-	//	//	//	//	//	-	-	-	-	-	-	-	-	-	-	-
TPI All Seasons Co., Ltd.	X//	//	//	//	-	//	//	//	-	-	//	-	-	-	-	-	-	-	-
TPI Polene Plc.	//	//	//	//	-	//	-	-	/	-	-	-	-	X	-	-	-	-	-
Jaturat Co., Ltd.	//	//	-	//	-	-	-	-	//	-	-	-	-	-	-	-	-	-	-

	Mr. Prachai Leophairatana	Mr. Prateep Leopairut	Dr. Pramuan Leophairatana	Mrs. Orapin Leophairatana	Mr. Prayad Liewphairatana	Miss Patrapan Leopairut	Mr. Pakorn Leopairut	Mr. Pakkapol Leopairut	Mrs. Nitawan Leophairatana	Miss Mallinee Leophairatana	Mr. Manu Leoparote	Dr. Porakrit Leophairatana	Dr. Thiraphong Vikitset	Mr. Aram Senamontri	Mr. Khandachai Vichakkhana	Mr. Wanchai Manosoti	Mr. Worawit Lerdussarakam	Mr. Somkiet Teetrakulpisal	Miss Karuna Permsiripan	Miss Weerawan Larpchaiwut
TPI Holding Co., Ltd.	X//	//	//	//	//															
Mondo Thai Co., Ltd.	X//	//	//	//	//															
Rayong Forestry Co., Ltd.	X//	//	//	//	//	//	//	//		//										
TPI Biopharmaceuticals Co., Ltd.	X//	//	//	//	//	//	//	//												
TPI Distribution Center Co., Ltd.	X//	//	//	//	//	//	//	//	//											
Master Career (Thailand) Co., Ltd.	X//	-	-	//	-	//	//	//	//											
K Cuttan and Goss Co., Ltd.	//	-	-	-	//															
Kang Yong Electric Plc.	-	-	-	-	-						/									
Sukhumvit 62 Medical Co., Ltd.	-	-	-	-	-						/									
GML Exhibition (Thailand) Co., Ltd.	-	-	-	-	-						//									
GML Enterprise (Thailand) Co., Ltd.	-	-	-	-	-						//									
D R Development Co., Ltd.	-	-	-	-	-					//										
Thai Dent Paint Co., Ltd.	-	-	-	-	-						//									
Tamaka Sugar Co., Ltd.	-	-	-	-	-						/									
New Kwang Soon Lee Sugar Co., Ltd.	-	-	-	-	-						/									
Blue Ocean Spa Co., Ltd.	-	-	-	-	-						-					//				
UBM Asia (Thailand) Co., Ltd.	-	-	-	-	-						//									
New Krung Thai Sugar Factory Co., Ltd.	-	-	-	-	-						/									
Siam Steel International Plc.	-	-	-	-	-						//									
Anuman Auto Parts Co., Ltd.	-	-	-	-	-					//										
Asia Pacific Potash Corporation Limited	-	-	-	-	-						/									

	Mr. Prachai Leophairatana	Mr. Prateep Leopařit	Dr. Pramuan Leophairatana	Mrs. Orapin Leophairatana	Mr. Prayad Liewphairatana	Miss Pattapan Leopařit	Mr. Pakorn Leopařit	Mr. Pakkapol Leopařit	Mrs. Nitawan Leophairatana	Miss Malinee Leophairatana	Mr. Manu Leopařrote	Dr. Porakrit Leophairatana	Dr. Thiraphong Vikitset	Mr. Aram Senamontri	Mr. Khandachai Wichakkhahana	Mr. Wanchai Manosooti	Mr. Worawit Lerdussarakam	Mr. Somkiet Teetrakulpisal	Miss Karuna Pemsiripan	Miss Weerawan Larpchahiwut
	-	-	-	-	-	-	-	-	-	-	///	-	-	-	-	-	-	-	-	-
SVOA Plc.	X //	//	//	-	//	-	-	-	-	//	-	-	-	-	-	-	-	-	-	-
United Grain Co., Ltd.	//	//	//	//	-	-	//	//	-	-	-	//	-	-	-	-	-	-	-	-
TPI Biomass Energy Co., Ltd.	//	-	//	//	-	//	//	//	//	-	-	//	-	-	-	-	-	-	-	-
TPI Deep Sea Port Co., Ltd.	//	//	//	//	-	//	//	//	//	-	-	//	-	-	-	-	-	-	-	-
TPI Smart City Co., Ltd.	//	//	//	//	-	//	//	//	//	-	-	//	-	-	-	-	-	-	-	-
TPI Wind Power Co., Ltd.	//	-	//	//	-	//	//	//	//	-	-	//	-	-	-	-	-	-	-	-
TPI Solar Power Co., Ltd.	//	-	//	//	-	//	//	//	//	-	-	//	-	-	-	-	-	-	-	-

Note: X = Chairman / = Director // = Executive Director /// = Audit Committee / V = Executive V = Member of Management Committee

Details of the director of subsidiary and joint venture companies.

Directors in TPI Biomass Energy Company Limited as of January 10, 2024

(Formerly known as TPI Polene Power (On Nut) Limited)

Name	Position
1. Mr. Prachai Leophairatana	Director
2. Mr. Prateep Leopairut	Director
3. Dr. Pramuan Leophairatana	Director
4. Mrs. Orapin Leophairatana	Director
5. Mr. Pakorn Leopairut	Director
6. Mr. Pakkapol Leopairut	Director
7. Dr. Porakrit Leophairatana	Director

Directors of TPI Polene Power (International) Company Limited as of January 10, 2024

Name	Position
1. Mr. Prachai Leophairatana	Director
2. Mr. Prateep Leopairut	Director
3. Dr. Pramuan Leophairatana	Director
4. Mr. Prayad Liewphairatana	Director
5. Mrs. Orapin Leophairatana	Director
6. Miss Pattrapan Leopairut	Director
7. Mr. Pakorn Leopairut	Director
8. Mr. Pakkapol Leopairut	Director
9. Mrs. Achira Chatdarong	Director
10. Mrs. Nitawan Leophairatana	Director
11. Mrs. Pannee Liewphairatana	Director
12. Mr. Thanakorn Liewphiratana	Director
13. Dr. Porakrit Leophairatana	Director

Directors of TPI Deep Sea Port Company Limited as of January 10, 2024

Name	Position
1. Mr. Prachai Leophairatana	Director
2. Dr. Pramuan Leophairatana	Director
3. Mrs. Orapin Leophairatana	Director
4. Mr. Pakorn Leopairut	Director
5. Mr. Pakkapol Leopairut	Director
6. Miss Pattrapan Leopairut	Director
7. Mrs. Achira Chatdarong	Director
8. Mrs. Nitawan Leophairatana	Director
9. Mrs. Pannee Liewphairatana	Director
10. Mr. Thanakorn Liewphiratana	Director
11. Dr. Porakrit Leophairatana	Director

Directors of TPI Distribution Center Company Limited as of January 10, 2024

Name	Position
1. Mr. Prachai Leophairatana	Director
2. Mr. Prateep Leopairut	Director
3. Dr. Pramuan Leophairatana	Director
4. Mr. Prayad Liewphairatana	Director
5. Mrs. Orapin Leophairatana	Director
6. Miss Pattrapan Leopairut	Director
7. Mr. Pakorn Leopairut	Director
8. Mr. Pakkapol Leopairut	Director
9. Mr. Thanakorn Liewphiratana	Director
10. Mrs. Chutinan Liewphiratana	Director

Directors of TPI Smart City Company Limited as of January 10, 2024

Name	Position
1. Mr. Prachai Leophairatana	Director
2. Mr. Prateep Leopairut	Director
3. Dr. Pramuan Leophairatana	Director
4. Mrs. Orapin Leophairatana	Director
5. Mr. Pakorn Leopairut	Director
6. Mr. Pakkapol Leopairut	Director
7. Miss Pattrapan Leopairut	Director
8. Mrs. Achira Chatdarong	Director
9. Mrs. Nitawan Leophairatana	Director
10. Mrs. Pannee Liewphairatana	Director
11. Mr. Thanakorn Liewphiratana	Director
12. Dr. Porakrit Leophairatana	Director

Directors of TPI Wind Power Company Limited as of January 10, 2024

Name	Position
1. Mr. Prachai Leophairatana	Director
2. Dr. Pramuan Leophairatana	Director
3. Mrs. Orapin Leophairatana	Director
4. Mr. Pakorn Leopairut	Director
5. Mr. Pakkapol Leopairut	Director
6. Miss Pattrapan Leopairut	Director
7. Mrs. Achira Chatdarong	Director
8. Mrs. Nitawan Leophairatana	Director
9. Mrs. Pannee Liewphairatana	Director
10. Mr. Thanakorn Liewphiratana	Director
11. Dr. Porakrit Leophairatana	Director

Directors of TPI Solar Company Limited as of January 10, 2024

Name	Position
1. Mr. Prachai Leophairatana	Director
2. Dr. Pramuan Leophairatana	Director
3. Mrs. Orapin Leophairatana	Director
4. Mr. Pakorn Leopairut	Director
5. Mr. Pakkapol Leopairut	Director
6. Miss Pattrapan Leopairut	Director
7. Mrs. Achira Chatdarong	Director
8. Mrs. Nitawan Leophairatana	Director
9. Mrs. Pannee Liewphairatana	Director
10. Mr. Thanakorn Liewphiratana	Director
11. Dr. Porakrit Leophairatana	Director

Directors of E&T Renewable Energy Company Limited as of January 10, 2024

Name	Position
1. Dr. Pramuan Leophairatana	Director
2. Mr. Pakkapol Leopairut	Director
3. Dr. Porakrit Leophairatana	Director
4. Mr. Wichan Sripairoj	Director
5. Mr. Saksit Sutharekanon	Director
6. Mrs. Supannikar Apinivet	Director

Attachment 3

Information of Head of Internal Audit

Detail of Internal Audit Supervisor as at December 31, 2023

Name/Position	Educational qualifications/Diploma/Certificate/	Work experience	
		Duration	Position/Company
Mr. Nitipong Sucharitapong / Internal Audit Manager	• Bachelor's degree in Ramkhamhaeng University	2016 - present	Internal Audit Manager / TPI Polene Power Public Company Limited
	• Internal Audit Certificate to prepare to be an international inspector		
	• Faculty of Commerce and Accountancy Chulalongkorn University together with The Institute of Internal Auditors.	2007 - 2016	Internal Audit Manager / TPI Concrete Company Limited
	• Certificate of Project Development Project, Faculty of Commerce and Accountancy Thammasat University	1997 - 2006	Internal Auditors / Petrochemical Thai Industry Public Company Limited
	• Taxing Auditoral license, Revenue Department, Ministry of Finance		

Courses Training for Internal Audit Manager

No.	Courses Training	Period	Training Companies
1.	Financial statements and related taxation, including updates on new laws and the code of ethics for accounting professionals	February 18-19, 2023	Training Co., Ltd. and Seminar Krit Somboon
2.	Accounting standards, land, buildings and related equipment, including new law updates	February 12-13, 2022	Training Co., Ltd. and Seminar Krit Somboon
3.	Update taxation in the year 2021 and summarize the TFRS for NPAES in accordance with the recognition criteria.	March 26-27, 2021	Account Training and Consulting Co., Ltd. (Thailand)
4.	Land tax and buildings Real estate accounting for investment and new law update	March 21-22, 2020	Training Co., Ltd. and Seminar Krit Somboon
5.	Internal control And internal control assessment	May 29-30, 2019	Protenion Training Co., Ltd.
6.	Going Concern, financial tools and new law updates	March 22-23, 2019	Training Co., Ltd. and Seminar Krit Somboon
7.	TRANSFORMING IA FOR THE DIGITAL AGE	August 6, 2018	Internal Auditor Association of Thailand
8.	The operation of the audit, according to the audit standards, as well as presenting financial statements and new law updates.	January 20-21, 2018	Training Co., Ltd. and Seminar Krit Somboon
9.	Bright Spots : Lighting the way to a corruption free society	November 21, 2017	IOD with CAC
10.	The evidence of the audit from the financial statements and update the new law	March 18-19, 2017	Training Co., Ltd. and Seminar Krit Somboon
11.	ENTERPRISES RISK MANAGEMENT IN PRACTICE	October 11, 2016	Risk Management Club and Internal Control Thai listed company association
12.	Consideration of corruption in financial statements and new law updates	March 19-20, 2016	Training Co., Ltd. and Seminar Krit Somboon
13.	Risk assessment in internal auditing	October 10, 2015	TPIPL Training Department
14.	Employee Fraud Prevention, Detection, Investigation & Litigation	March 12-13, 2015	Omega WorldClass Institute
15.	Examination standards Quality control Financial checks and new law updates	October 14-15, 2014	Training Co., Ltd. and Seminar Krit Somboon
16.	Going from good to great in it fraud prevention and information society	October 13, 2014	Internal Auditor Association of Thailand

Attachment 4

Business Assets and Details on Asset Valuation

Assets used in the business operations and details of the appraisal of the assets as of December 31, 2023

Details of the assets used in the business operations and a list of the asset appraisal are presented in the Annual Report 2023 (Form 56-1 One Report), Section 1, Structure and Operation of the Group of Company, Section 4: Assets Used in Business Operation.

Attachment 5

Corporate Governance Policy and Code of Conduct

Corporate Governance Policy and Code of Conduct Disclosed information on the Company's website

<http://www.tpipolenepower.co.th/index.php/th/th-aboutus/code-of-conduct-th>

Attachment 6

Report of the Audit Committee

Audit Committee's Report

Dear Shareholders,

The Audit Committee of TPI Polene Power Public Company Limited for the year 2023 has been appointed and consists of 3 independent directors: Mr. Manu Leopaiprote as the Chairman of the Audit Committee, Dr. Thiraphong Vikiset, and Mr. Aram Senamontri, who are members of the Audit Committee. Mr. Aram Senamontri has been considered and proposed by the Board of Directors for appointment in accordance with legal procedures. All three individuals are qualified and experienced in finance, accounting, law, economics, and management, and have experience in performing duties independently within the scope of authority and responsibility specified by the regulatory agency for the Audit Committee, with Mr. Kanchit Yimkrin serving as the secretary of the Audit Committee.

In 2023, the Audit Committee held a total of 5 meetings to review, consider, and evaluate the internal control system, review financial statements and disclose information to investors, review compliance with relevant legal requirements, review risk management, review connected transactions or conflicts of interest, and consider, select, nominate, and determine the auditor's remuneration. The performance of duties can be summarized as follows:

1. To review and evaluate internal control systems.

The Company operates its business based on morality, ethics, transparency, and sustainable business operations and gives importance to the economy, environment, society, and good corporate governance according to the concept and philosophy of the Board of Directors and top executives. The Company has set policies and established operational guidelines that recognize the appropriate internal control system and adopted Four Iddhippada to success and commitment to creating balanced happiness with a better quality of life. Sustainably according to the 4 Brahma Vihara principles, including the 4 Noble Truths, which lead to the End of Suffering according to the teachings of the Lord Buddha, and applied TPI Polene Power's Code of Conduct as guidelines for the performance of executives and employees, taking into account the benefits and fairness to all relevant stakeholders, from government agencies, shareholders, suppliers, contract parties. Employees are developed and promote learning in a way that contributes to the long-term sustainable development of the Company. According to the review of the Audit Committee in the past year, the Company had an effective internal control system, efficient and effective operations under the internal control system that is sufficient and appropriate, which prevented damage that may occur within a reasonable period of time, reduce operational risks, help financial statements and reports of the Company to be accurate, reliable, as well as protect company assets and shareholders' investments, and The Chairman of the Audit Committee has approved the audit plan for the year 2023, with the internal audit unit performing the audit in accordance with the said plan.

2. To review the disclosure of all relevant information for investors.

Financial statements are financial reports that show the performance and financial position of an entity that must be disclosed to stakeholders. The Audit Committee reviewed significant items in the Company's consolidated financial statements, both the quarterly financial statements and the financial statements for the fiscal year 2023, as well as having a meeting with the auditor of the Company to independently exchange opinions on the financial statements without the management on issues that are material to the financial statements and revealing information in the notes to the financial statements, it was found that the Company's financial reports were prepared in accordance with generally accepted accounting standards, with sufficient information disclosed in the notes to the financial statements and within an appropriate timeframe according to the requirements of the law and financial reporting standards set by the Federation of Accounting Professions, which are beneficial to the decision of investors and all stakeholders.

3. To review and ensure that the Company performs in compliance with all regulations and related governing laws.

The Audit Committee has reviewed compliance with rules, orders, and regulations of the law and of regulatory agencies related to the business of the Company. The Company has a system to prevent the use of internal information in securities trading, prohibitions, and penalties are imposed in the Employee Regulations, with a penalty of termination of employment; to supervise the executives to prepare a report on the holding of the Company's securities in accordance with legal requirements. In addition, it also places importance on the legal duty to disclose the Company's information in financial reports, related transactions, and other reports to be accurate, complete, reliable, and timely.

4. To review Risk Management

The Company has set up the Risk Management Committee chaired by the Chief Executive Officer and committees from related departments responsible for considering structure, policies, risk management framework, risk management plan, risk review and monitoring, managing risk with the Risk Management Department responsible for preparing risk management reports, implementing and supporting risk management throughout the organization. The Company has given importance to environmental risks from greenhouse gas emissions that affect climate change, risks that may arise from economic crime and modern technology (IT SECURITY), consumer behavior risks from rapidly changing communication technologies, and risks caused by the COVID-19 pandemic. The Company, along with the Risk Management Committee and all departments in the organization, keeps observing the changing environment and considers significant risks that may affect the Company's operations with measures to respond to risks at an acceptable level from weekly management meetings and set them in the annual work plan.

5. To review fraud detection or corruption

The Audit Committee has emphasized that the Company operates in accordance with good corporate governance, providing a complaint-handling system, including providing channels for employees, shareholders, and those involved to be able to directly contact the Audit Committee to notify information to the Internal Audit Committee regarding complaints, illegal acts or non-compliance with the Code of Conduct, or inquiries about financial reports or internal control systems conveniently via email, website, mail, and the complaint box, as well as having measures to protect the informant from disclosing and keeping it confidential. The Audit Committee has reviewed the risk assessment, the likelihood of fraud, and the impact to determine guidelines to prevent fraud that may occur in work systems and reviewing measures and investigation regulations to be up-to-date and consistent with business conditions.

6. To review connected transactions or conflicts of interest

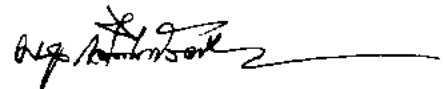
The Company has prepared the Code of Conduct for company directors, executives, and employees at all levels to acknowledge and strengthen it as a corporate culture that values operations that do not contradict with stakes and conflicts of interest with the Company. The organization will get the most benefit from transparent and verifiable business operations. The Audit Committee has reviewed connected transactions and transactions that may have conflicts of interest from the relevant directors' reports and found that the transactions were reasonable, did not cause the Company to lose benefits and were properly disclosed to regulators in a timely manner.

7. Consideration, selection, nomination, and determination of the auditor's remuneration for the year 2023

The Audit Committee has considered the independence, performance, and experience of the person who proposes to be the Company's auditor, and the appropriateness of the remuneration as well as considering the rotation of auditors. It proposed to the Board of Directors for approval from the shareholders' meeting in considering the appointment of Ms. Thanyalak. Keadkeaw holding Registration No. 8179, or Mr. Ekkasit Chuthamsathit holding Registration No. 4195, or Mr. Natthaphong Tantichattanont holding Registration No. 8829 of KPMG Phoomchai Audit Company Limited to be the Company's auditor for the year 2023.

The Audit Committee has considered that in the past year, the Board of Directors and the executives give importance to management according to the principles of sustainable business operations with good corporate governance, business ethics, and commitment to perform duties in order to achieve the organization's goals in a professional manner. The Company has developed a product quality system according to international standards, complies with the requirements of relevant laws, contributes to society and cares for the environment, prepares financial reports to meet generally accepted accounting standards, and discloses sufficient information. Also, transactions that may have conflicts of interest are managed properly without damage to the business with an adequate internal control system and good corporate governance system. No misstatement has been found.

On behalf of the Audit Committee



(Mr. Manu Leopaibote)

Chairman of the Audit Committee

Attachment 6

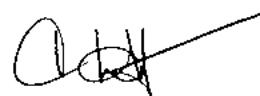
Report of the Board of Directors Responsibilities for Financial Statements

The Board of Directors of the Company are aware of their duties and responsibilities to ensure that 2023 the financial reports of TPI Polene Power Public Company Limited are accurate, complete, transparent, and are prepared in compliance with generally accepted accounting principles and reflect the application of an appropriate and consistent accounting policy, as well as a reasonable consideration and prudence in the Company's financial statements for the benefit of shareholders and general investors to obtain correct, complete, and reasonable financial information and performance.

In this regard, the Board of Directors has entrusted the Independent Audit Committee to be responsible for the review of accounting policy and quality of financial reports, internal controls, internal audit, and risk management systems. Comments on these issues have been included in the Audit Committee Report, which thereby forms a part of this Annual Report.

The Board of Directors are of the opinion that the overall internal control systems of TPI Polene Power Public Company Limited have functioned satisfactorily and credibly to ensure that the financial statements of the Company present financial positions, operational performance and financial cash flow which are accurate and reliable in all material aspects.

Sincerely Yours,



Mr. Prachai Leopairatana
Chairman



บริษัท ทีพีโอ โพลีน เพาเวอร์ จำกัด (มหาชน)
TPI POLENE POWER Public Company Limited

26/56 ถนนจันทน์ตัดใหม่ แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพฯ 10120
26/56 Chan Tat Mai Rd., Thungmahamek, Sathorn, Bangkok 10120



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<http://www.tpipolenepower.co.th>



ธุรกิจโรงไฟฟ้า
Power Plants Business

