PROEN Corp
Public Company Limited

Annual Registration Statement/ Annual Report 2023

(Form 56-1 One Report)



We do for your
SUCCESS

PROEN Corp
Public Company Limited



Form 56-1 One Report 2023
PROEN Corp Public Company Limited

MESSAGE FROM CHAIRMAN

The overall operational landscape in 2023 was marked by significant changes, which were anticipated to have positive impacts on business operations due to the expected recovery from the COVID-19 pandemic. However, the reality of the year brought forth unforeseen events, including the conflict in Ukraine and the war between Israel and Hamas. Additionally, there were inflationary pressures, coupled with upward adjustments in central bank interest rates, prompting Thailand to implement policies to increase interest rates accordingly. These factors collectively had repercussions on Thailand's industrial sector.

PROEN Corp Public Company Limited is one of the businesses that has been impacted and has seen a decrease in revenue in the year 2023 due to various factors. These include the return to normalcy in daily life following the relaxation of COVID-19 restrictions, which affected both public and private sectors, causing a delay in customer investment. Political changes have also had an impact, resulting in delayed budget disbursement compared to planned schedules. Additionally, increased competition from both domestic and international competitors has emerged as a new challenge.

However, the Group of Companies PROEN Corp Public Company Limited remains committed to continual growth and stability in its operations. The establishment of the company's new Data Center is progressing according to plan, despite the challenges encountered in the past year. The core business sectors have exhibited consistent growth rates, with key factors including the expansion of service areas and the adoption of new energy-efficient technologies, which have emerged as significant limiting factors.

For the year 2024, under its core business, the company is confident that the construction plan of the new Data Center, once completed, will generate revenue close to the target and plan. The company group is committed to conducting business to be a part of driving the economy, participating in building a good society and environment, and conducting business under ethical principles towards becoming a sustainable organization.
On behalf of the board of directors, executives, and staff of PROEN, we express our heartfelt gratitude to everyone who has entrusted and supported the company throughout. Your trust and support have been a great source of motivation for us. We are committed to working tirelessly for the continued progress and prosperity of the company.



Dr. Sathit Puttachaiyong
Chairman of the Board



Dr. Sathit Puttachaiyong
Chairman of the Board

Message from the CEO



Mr.Kittipan Sri-bua-iam
Chief Executive Officer

Dear shareholders and stakeholders

In 2023, Digital technology trends increasingly affected Thais and Global citizens' daily life, therefore the demand for digital platform services has increased in accordance with a slight recovery of entertainment activities. Especially, streaming via platforms on the internet and a wide use of cloud-based technology services that are beneficial for business in the service chain of software consultation to generate more revenues. Even though there is high competition, the service usage trends continue to grow. It is the opportunity for PROEN Corp Public Company Limited (PROEN) to grow up.

Entrepreneurs tend to focus on digital technology. Most of them adopt technology to suit their organizations in order to create value added to the business. Many businesses had to adapt themselves to the change by online marketing that can increase sales volume and improve the brand image. Traditional online marketing may not be enough for doing business, there should be easy access platforms in order to meet customer requirements. PROEN expanded its Data Center service, ISP, and cloud services by investment in the construction of a new Internet Data Center (OTT DC Building) in an area of 10,000 sq. m. to increase a capacity of at least 1,000 racks. The new IDC building is located at Rama 9 - Srinakarindra road and is under construction. As of December 2023, the construction progress of the OTT DC building was 95.13%, electrical and mechanical systems were 92.53%. In October 2023, PROEN OTT Data Center, Phase 1 was certified TIER III from the Uptime Institute, a quality and credit rating agency, to ensure that the services provided by PROEN OTT data center meet world-class standards. The phase 1 service was expected to operate in Quarter 2 of 2024 to support the growing demand of information technology.

The Company has foreseen the investment opportunity that promotes the main business. Hence, two subsidiaries had been found to improve the potential for business competitiveness : JUMPBOX Company Limited provides training, teaching, consultation, and advisory services for computer and IT education, WESTINGHOUSE Company Limited conducts firefighting trucks with equipment import and export business, and research and development for new technology in order to create innovative machines to support government agencies and private sectors regarding the development of renewable energy technology to reduce energy consumption that affects the environment.

In order to develop the potential of business that focuses on sustainability, the company adjusted the strategic plan 2024 to comply with 3 factors of Corporate Governance as follows.

1) Create better experiences for customers, considering customer needs, cooperate and try to understand customer requirements, educate current customers, and create opportunities to increase future customers.

2) Consider environmental impacts, social responsibility with a commitment to manage and reduce environmental impacts, improve awareness of social responsibility, participate in social contribution, and encourage employees and business partners to be aware of social responsibility.

3) Corporate Governance, form a good structure of internal audit, ethics and morals of PROEN's employees for the sustainable growth with Corporate Governance.

On this final note, I would like to express our gratitude and sincere appreciation to our shareholders, suppliers, business partners, financial institutions, Government and private agencies, and stakeholders for the support, advice, and always trust in our company. PROEN continues to expand its service area, and always develop the potential of the service to be advanced in order to maximize the Company's business competitiveness. Plus, we stand for a sustainable business model under the Good Corporate Governance Principles, transparency, and focus on the development of products and services to keep up with the economy, social, and environmental situation changing in the future. The Company has to prepare for any situation and bring itself to grow up and move forward with sustainability.



Mr. Kittipan Sri-bua-iam
Chief Executive Officer

PROEN Corp
Public Company Limited

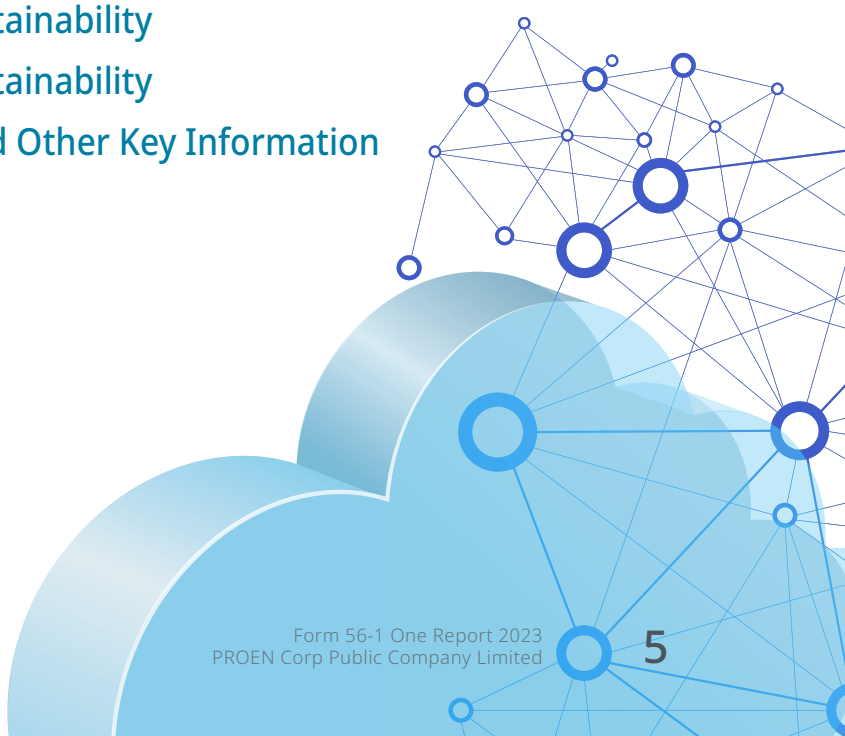
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Part 1

Business Operation and Performance

1. Structure and Business Operation of the Group Company
2. Risk Management
3. Driving business for sustainability
4. Driving business for sustainability
5. General Information and Other Key Information



PROEN Corp
Public Company Limited



1



Structure and Business Operation of the Company Group

1.1. Overall Policy and Business Operation

PROEN Corp Public Co., Ltd. (“The Company” or “PROEN”) and its subsidiaries (collectively called “The Company Group”) are the internet data center and additional service providers with 23 years of business operation, in addition, the Company Group is IT equipment seller, Cyber Security service provider, and contractor for building Telecom infrastructure. The Company Group’s business is divided into 2 groups as follows.

1) Information Communication and Technology: ICT, IT service for Data Center, Internet Service Provider: ISP, and Cloud Service Provider

The Company Group provides Internet Data Center (IDC) with facilities, the Company Group’s data center is located at NT Bangrak Building, Bangrak, where is the location having the largest amount of Internet data transmission (Bandwidth) in Thailand. Therefore, clients can be able to connect to the internet quickly, steadily, and efficiently with 24-hour customer service to enhance customer convenience. Moreover, The Company Group provides Telecom equipment to support IDC business, such as Server, Computer, and Switch, and other ICT services, such as internet connection service, Cloud service which users can be able to choose software and computer resources of the Company with network administration service for clients, which can lower technology investment cost and reduce technology management for clients. Clients can be able to manage data on the Cloud, accessed by various devices, such as Mobile Phone, Tablet, Notebook, Cloud, Network Security, Web Hosting services.

Moreover, the Company Group provides ICT engineering project management service with scope of work covering consultant, design, system planning, construction, procurement, installation, and electrical engineering and communication system maintenance for private sector and public sector.

2) Telecommunication and Infrastructure Service

In 2017, the Company Group initiated its infrastructure construction business, such as transmission line construction with a Turnkey Solution relating to telecom infrastructure, such as mobile phone and radio antenna installation, optical fiber and copper wire installation, electrical system and transmission line work, micro-tunnelling by Pipe Jacking process, Horizontal Directional Drilling, cabling by tapping the road into small grooves, placing the Micro Duct down, then shooting the cable through the Micro Duct by using the air blown machine with compressed air (Micro Trenching), Telecom equipment installation to increase the efficiency of signal distribution, and installation of Wireless Backhaul for Microwave Platform.

1.1.1. VISION, MISSIONS & GOALS

VISION

"

We target to be the Internet Data Center service provider, to be the country's leading provider of comprehensive telecommunications services, and to create our brand as an important option in the ASEAN market.

"

MISSIONS

1. Focus on innovative technology and create effective products and services.
2. Be determined in developing personnel to have expertise in specific fields with full potential
3. Be determined in continuously developing excellent services
4. Focus on strengthening and managing the development of the network system at all time for entrusting customers.
5. Focus on creating integrated telecommunications services both domestically and internationally.
6. Maintain international quality standards for information security and management to have quality by bringing such standards as an operational approach in order to offer standardized services to customers

Strategy

To achieve the missions, The Company Group developed a strategy as follows:

1. To expand the Data Center service area by increasing IDC in the external area of NT Bangrak Building, Bangrak, in order to increase client base
2. To develop new products in order to fulfil clients' requirements and to increase value for IDC services of the Company Group
3. To closely survey clients' requirements, to provide clients the news related to industry constantly, as well as to offer products and services in order to complete customer requirements promptly
4. To expand client base of construction business for Telecommunication Service

Core Value PROEN

P : Passionate

To be determined and passionate. By challenging achievements and pushing the goal to completion.

R : Reliable

To be trustworthy and dependable in the eyes of both customers and consumers.

O : Optimal

To increase work efficiency and provide the best and most appropriate services customers and consumers as quickly as possible.

E : Energetic

To express the positive energy in the workplace in order to improve PROEN and make it an organization in which anyone wants to work

N : Notable

To push and challenge ourselves to the next level beyond our limits, to initiate exceptional works and reputation.

PROEN Corp Public Company Limited



Solution for sustainable prosperity

1.1.2 Major Milestone

The Major Milestone of the Company Group is as follows

Year	Major Milestone
2021	- PROEN ordinary shares registered on the Market for Alternative Investment (mai) with its first trading day on April 29th, 2021 - The company started services PROEN SASE and PROEN Any Cloud. - Start the PROEN hai project.
2022	- Offering of debentures with the amount of 500 million Baht, Term of 2 year. - Issuance and offering of PROEN-W1 which allocated to the existing shareholders, Listed Share 157,827,272 Shares and First Trade Date May, 31 2022 - PROEN Cloud and any SEA Cloud are CSA-STAR certification. - On 16th August 2022, the Company signed MOU to provide SPDPA Cloud Service with Softnix Technology Co., Ltd. - On 23rd August 2022, the Company invested and established a new subsidiary named ICON NEXT Co., Ltd. PROEN holds shares for 64.999 percent. - On 29th December, 2022, there was the exercise of rights regarding the warrants PROEN No.1 (“PROEN-W1”), first time exercising, in an amount of 947,150 units. The company registered its paid-up capital on January 9, 2023, to be 158,473,575 Baht. The company had a capital increase of 3,409,740 Baht used as the company working capital.
2023	- On 7th February 2023, the Company invested to enter into the transaction to the newly issued ordinary shares of Gateway Service Company Limited (“GW”), which services for screening and checking documents in advance (Pre-Approved) for 18 countries, 1 economic zone with electronic payment of fees (Payment) for electronic visa applicants (Electronics Visa On Arrival: E-VOA), PROEN holds shares for 19 percent. - On 30th May 2023, the Company invested and established a new subsidiary named JUMPBOX Company Limited to conduct a business related about training, teaching, consulting, and giving advice on teaching and learning about computers and technology in all kinds of information, PROEN holds shares for 51 percent. - On 30th June 2023, there was the exercise of rights regarding the warrants PROEN No.1 (“PROEN-W1”), in an amount of 29,370,350 units. The company registered its paid-up capital on July 4, 2023, to be 173,158,750 Baht. The company had a capital increase of 105,733,260 Baht used as the company working capital. - On 22nd September 2023, The company signed a contract to establish AP Joint Venture, between PROEN and Pattaya AI Terminal Company Limited, to participate in bidding and carry out various projects of the public and private sectors - On 20th November 2023, the Company invested and established a new subsidiary named WESTINGHOUSE Company Limited to conduct a business related about engages in Main business is renting, buying and selling machinery and other equipment of all kinds, PROEN holds shares for 99.993 percent.

Important service standards

ISO/IEC 27001:2013, the international standard of data security, the standard is applied for the IDC operation

ISO 9001: 2015, the international standard of management system for quality assurance, ensuring that work process can be controlled and audited

1.1.3. Utilization of Capital Increase from Initial Public offering (IPO)

The Company issued new shares for capital increase by Initial Public offering (IPO) on April 21-23, 2021 for 86,000,000 shares at the price of 3.25 Baht per share, totaling 262,740,250 Baht, Balance as of September 30, 2023 Amount 150.00 Million Baht and spent all the money as of December 31, 2023.

Spending	Plan Amount	Outstanding balance as of December 31, 2022 (Million Baht)	Outstanding balance as of December 31, 2023 (Million Baht)	Details/Spending progress
1. Construction of new Internet Data Center (IDC) building and office.	150.00	150.00	0.00	The foundation stone laying ceremony was held on January 30, 2022 and piling was laid on August 10, 2022 and Main Pillar Raising Ceremony on January 31, 2023 of new Internet Data Center (IDC) building, December 2023, building construction work progressed at 95.13% and electrical system work progressed at 92.53% and office in Soi Srinakarin 8, Srinakarin Road. The building structure is expected to be completed and ready for services in 2024.
2. Working capital in the business of ICT services and Telecommunication, Infrastructure Services.	47.74	0.00	0.00	Used as working capital for the purpose
3. Financial institution debt settlement	65.00	0.00	0.00	Pay off short-term debts with various financial institutions
Total	262.74	150.00	0.00	

The spending has complied with the proposes, and complied with relevant regulations of the SEC and SET

1.1.4. Utilization of Capital Increase from

In 2022, the Company issuance and offering Debentures No. 1/2022 maturity of the year 2024, Issue size 500 million baht, Balance as of October 31, 2023 Amount 30 million Baht and spent all the money as of November 30, 2023.

Spending	Plan Amount (Million Baht)	Outstanding balance as of December 31, 2022 (Million Baht)	Outstanding balance as of December 31, 2023 (Million Baht)	Details/Spending progress
1. Construction of new Internet Data Center (IDC) building and office.	200.00	173.96	0.00	Capital for construction of new Internet Data Center (IDC) for the purpose
2. Working capital in the business of Telecommunication, Infrastructure Services	100.00	0.00	0.00	Used as working capital for the purpose
3. Working capital in the business of the company	200.00	100.00	0.00	Used as working capital for the purpose
Total	500.00	273.96	0.00	

The spending has complied with the proposes, and complied with relevant regulations of the SEC and SET

Remark : As the Board of Directors' meeting no. 1/2023 held on January 19th, 2023, has resolved to change the purpose of use of proceeds from using for Merger & Acquisition in the business increased to 200 million baht of by canceling SMART Logistic Platform 100 million baht.

1.1.5. General Information

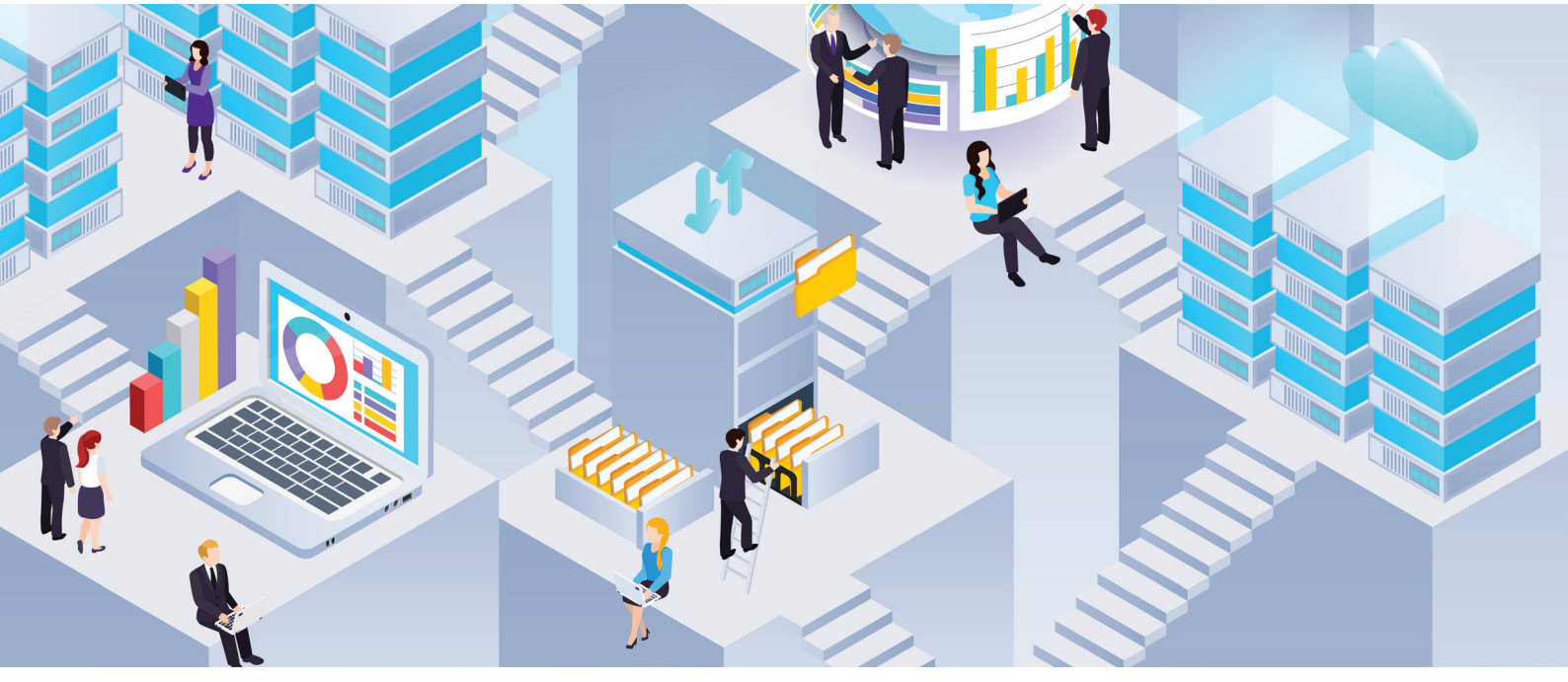
The company discloses details in section 5.1. General information of the company.

1.2. Nature of Business

1.2.1. Revenue Structure

Types of Revenues	Operated by	Consolidated Financial Statement					
		2021		2022		2023	
		Million Baht	%	Million Baht	%	Million Baht	%
Revenue of telecommunication networking equipment sales	PROEN, SNOC, TELEBIZ, ICONNEXT	528.37	49.77	626.91	40.49	149.88	19.30
Revenue of telecommunication network and services	PROEN, SNOC, ICONNEXT, JUMPBOX	300.56	28.31	317.10	20.48	392.93	50.59
Technology and Communication Business		828.93	78.08	944.01	60.97	542.81	69.88
Revenue of construction activities	PROEN, TELEBIZ	229.55	21.63	587.37	37.93	220.50	28.39
Construction Business		229.55	21.63	587.37	37.93	220.50	28.39
Total Revenues of Sales and Services		1,058.48	99.71	1,531.38	98.90	763.31	98.27
Other revenuesa)	PROEN, SNOC, ICONNEXT, JUMPBOX	3.08	0.29	16.98	1.10	13.44	1.73
Total Revenues		**1,061.56**	**100.00**	**1,548.36**	**100.00**	**776.75**	**100.00**

Note: a) Other revenues consist of interest received from deposits held in financial institutions, interest received from loans to related parties and profits from the sale of property and residual material from construction projects.



1.2.2. Characteristics of Products and Services

1.2.2.1. Technology and Communication in Business (ICT: Information Communication and Technology), Information Technology Services for Data Center, Internet Service Provider, Cloud Service

Revenue from ICT business accounted for 69.88% of an average percentage of total revenue in 2023 and 60.97% of total revenue in 2023. Group of the companies focuses on providing services that efficiently responds to all types of customers' work efficiently under the concept of being an Turn Key Digital Transformation, the company will provide consulting on the use of information technology to support users in business process with the great ability with details of services as follows:

1. Data Center Space Rental Service

Data Center Rental Service is a Co-Location service for renting server space for an organization which the server may be assigned to perform various functions depending on the needs of users, including data backup, data processing, network connection, Web Hosting, Super Computer, etc. A good data center must be able to provide information quickly 24 hours a day. Therefore, the company has focused on the construction design of data center, the placement of various related equipment within the data center area, as well as the supervision of the operation system and the expertise of engineers who deal with difficult situations.

The Company's data center is located in the NT Bangrak Building, Bang Rak, Bangkok and was built to be equivalent to TIER 3 standard with a total rental area of 2,311 square meters with approximately 649 rack cabinets.

A Table of Data Center Qualification of each TIER based on Uptime Institute Standard

Tier Classification	Tier 1	Tier 2	Tier 3	Tier 4	PROEN
	Basic site infrastructure	Redundant site infrastructure	Concurrently maintainable site infrastructure	Fault tolerant site infrastructure	
1. Availability level	99.671% uptime	99.749% uptime	99.982% uptime	99.995% uptime	99.982% uptime
2. Downtime	Not more than 28.8 hours/year	Not more than 22 hours/year	Not more than 1.6 hours/year	Not more than 26.3 minutes/year	Not more than 1.6 hours/year

Tier Classification	Tier 1	Tier 2	Tier 3	Tier 4	PROEN
	Basic site infrastructure	Redundant site infrastructure	Concurrently maintainable site infrastructure	Fault tolerant site infrastructure	
3. Redundancy	No backup components	There are some redundant components involved in the single path for power and cooling distribution.	There are some redundant components but still some common points of use of the system and can also prevent power failure for 72 hours.	There are Fault Tolerance and prevention against power failure for 96 hours.	There are some redundant components but still some common points of use of the system and can also prevent power failure for 72 hours.
4. Distribution paths for Electrical power backbone	1	1	N+1	2N+1	2N+1
5. Critical power distribution	1	1	2N+1	2N+1	2N+1
6. Concurrently Maintainable	No	No	Yes	Yes Moreover, Concurrently Maintainable has no effect on data center operation	Yes
7. Fault tolerance to worst event	No	No	No	The most stable system and be able to operate continuously no matter how bad the event is	No
8. Compartmentalization	No	No	No	Yes	Yes for room 1801, 1804, 1806, and 6th floor
9. Continuous Cooling	No Load density dependent	No Load density dependent	No Load density dependent	Yes Class A	No Load density dependent
10. Data Center staff	None	Daytime	24/7	24/7	24/7

Source: Uptime Institute is a US organization that rates the quality and reliability of data center.

Data Center area of PROEN at NT Bangrak Building



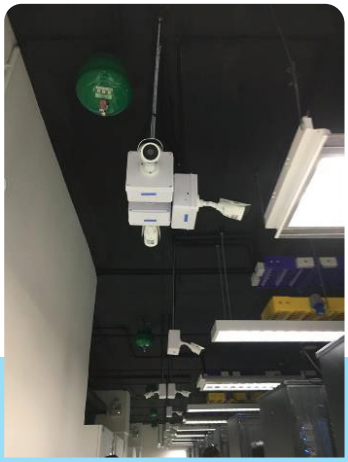




Dual Powered supply



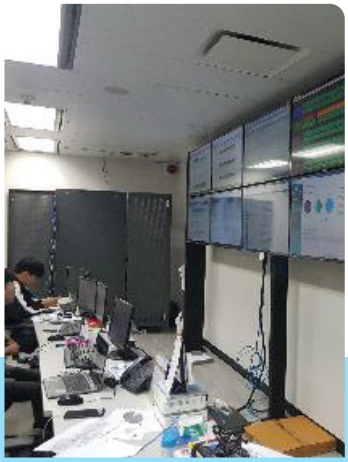
Double floor, raised floor to prevent water leakage that may cause damage to computer equipment



CCTV system



Data Center Access



Monitored by IDC Staff

There are 2 types of PROEN Data Center Service

1. Co-Location is a form of services that most customers use to own a server that the company provides rental space for placing the server with various installation systems such as electrical systems, temperature control systems, connection systems, security systems within the data center area and also provide a team of technical service engineers 24 hours a day.
2. Dedicated Server is a server rental service in Data Center which is designed for customers who do not want to purchase one.

2. Corporate Internet Connection Service

The Company is a commercial Internet Service Provider (ISP) and is licensed to provide the first type of Internet service, which is an Internet service provider, which does not have its own telecommunications network, under the name "PROEN INTERNET". The company focuses on providing services to corporate customers who need interconnection between offices and branches, with two technologies offered for connectivity services: Multiprotocol Label Switching (MPLS) and Software defined WAN (SD-WAN).

- Multiprotocol Label Switching (MPLS) is a connection technology for transmitting/receiving data over leased line networks. It is suitable for corporate customers who want high stability and privacy of the network used to connect between offices and their branches. MPLS can be divided into 2 formats according to the needs of customers, namely Private MPLS (High-speed Internet network used within the organization) and Corporate Internet (High-speed Internet network connected to the public).
- Software Defined WAN (SD-WAN) is a transmit/receive connection technology same as MPLS. However, SD-WAN has advantages over MPLS since SD-WAN does not require a communication line between offices and branches because SD- The WAN relies on software or the cloud to create a virtual network to connect between them, and transmitting/receiving data through SD-WAN devices helps customers to cut costs in communication lines. Moreover, SD-WAN technology also facilitates when customers need to connect to a new branch later by installing additional SD-WAN devices, resulting in lower incremental costs and less connection time than MPLS.

For the SD-WAN service, the company has become partners with VeloCloud Networks, Inc., a service provider and the world's leading Cloud-Delivered SD-WAN from the United States, to provide SD-WAN services under the name "Branch Connect" starting in 2016.

Secure Access Service Edge (SASE) is a technology that combines SD-WAN and Security, enabling data transmission between Work from Anywhere employees and branch employees to communicate and collaborate. It is safe to use with the cloud, has effective investment and is easier to manage than De-Centralize Management systems like today.

3. Cloud Service

The company is a cloud service provider where Cloud Service for sharing computer resources through the Internet is a service that users can choose to use the software and computer resources of the company within the organization without the users having to invest in both hardware and software and also do not have to set up the network by themselves. The company will be a service provider and a network administrator for users to do so, which helps reducing investment, managing the technology of users and upgrading other related systems. Users can manage their cloud data with a variety of Internet-accessible devices such as computers, mobile phones, tablets, and share computing resources over the Internet. At present, PROEN offers a form of Cloud service in the form of Infrastructure as a Service and Platform as a Service (where customers can use IT infrastructure such as Server (IaaS) is IT infrastructure services including Server, Storage, and Platform as a Service (PaaS) that allows customers to run Application in system and customers don't have to put money and effort into Server or Software and ready to provide Manage Cloud Service, which is a service that PROEN's engineering team will help customers build applications quickly and support sufficient growth without the need for Cloud maintenance team. This makes it easy to control costs and facilitate end to end cloud deployments.)

4. Other Services

PROEN also provides:

- Network Security Services (DDoS Protection) is operated by SNOC. Its features include monitoring, alerting, and Distributed Denial-of-Service (DDoS) attacks. Besides, SNOC is also the first cloud DDoS provider in Thailand in collaboration with Nexusguard, the world's largest provider of cloud DDoS protection.
- Web hosting services and Domain Name Registrar for customers who want to have their own website and e-mail the company has arranged staff for installation and maintenance 24 hours a day. Domains registered by the Company include international domains such as .com, .net and .org, and domains in Thailand such as .ac.th, .co.th and .in.th, etc.
- Other services include installation, equipment maintenance, Data Center maintenance, monitoring the operation of the host computer, assistance in resolving difficult situations as requested by the customer, etc.

5. Information Technology Communication Engineering Project

Past service features include consultation, design, system installation, construction, procurement, maintenance in electrical engineering, communication systems for private and government agencies, as well as innovations in information technology that is suitable for the needs of each agency, the examples of past work include:

- Development and installation of a holistic executive support system project of the Geo-Informatics and Space Technology Development Agency (Public Organization), worth 14.5 million baht in 2018
- Holistic Executive Support System Development and Space Management project in the Eastern Economic Corridor (Phase 2) of the Geo-Informatics and Space Technology Development Agency (Public Organization), worth 10.0 million baht in 2019
- Upgrading the process of issuing and renewing licenses to enhance the quality of drivers under the guidelines for raising the standards of drivers (Sure Driving Smart Driver) project of the Department of Land Transport, worth 268.1 million baht in 2019

6. Equipment and Software Distribution Business Related to Information Technology

Most of business are distributing information technology-related equipment and software to customers who use services related to the PROEN's ICT business. PROEN imports products abroad directly from product owners or purchases through dealers for more than 20 brands in Thailand. In addition, the company does not focus on the policy of storing products for sale. In most cases, the product is ordered once the order has been received from the customer. The main products that the Company sells are as follows:

Products	Product Owners						
	Dell	Huawei	Cisco	A10	Philips	Apple	Bosch
1. Server	✓	✓	✓				
2. Switch, Network equipment and devices		✓	✓	✓			
3. Desktop and Laptop computers	✓					✓	
4. Monitor screen	✓				✓		
5. CCTV							✓

Relevant Standards

PROEN is certified with ISO/IEC 27001:2013 Information Security Management System (ISMS), an information security management system to protect data from unauthorized access, and ISO 9001:2015 standards.

1.2.2.2. Construction Business, Telecommunication and Infrastructure Business

PROEN and TELEBIZ provide Turnkey Solution for construction, telecommunication, and infrastructure services such as installation of antennas for mobile phones and radios, Lan installation of optical fiber and copper cables, Electrical systems and transmission lines, Pipe Jacking, Horizontal Directional Drilling, cable laying by tapping the road into small grooves to place the Micro Duct and shooting the cable through the Micro Duct by means of compressed air (Micro Trenching), installation of telecommunication equipment to increase the efficiency of signal distribution, installation of a high-speed wireless communication technology station for a radio equipment (Wireless Backhaul: Microwave Platform), etc. In addition, Group of the companies will hire a sub-contractor to carry out the construction with the engineering team of PROEN to follow up and control work and closely resolve on-site problems in every project. The Group commenced its construction business for large projects, such as transmission line construction in 2017 and began to recognize revenue in 2018.

There are 2 types of construction projects

1. A consortium as a direct contracting party with clients, which is a collaborative nature between the Group and its partners. (joint venture) through a joint venture agreement to jointly submit e-bidding, determine the purpose of participation, determine the scope of work/ responsibilities of each party, set up a group leader (Leading Firm), determine the delegation of powers to act on behalf of the joint venture, including determining the expiry and termination of the contract.
2. Projects in which the Group is a Sub-Contractor and is a contract party with the Main Contractor.

When the client has signed the construction contract, the client will pay an advance payment to the Group approximately 10 percent of the work value. This advance payment will be deducted from the wages, which will be deducted approximately 10 percent based on the volume of work delivered in each period until the amount deducted is reached the amount of advance payment received by the Group. Besides, the Group must place a deposit of approximately 10 percent of the work value in a savings account or a fixed account as a work guarantee for the client. The client will have a deduction of 5% of the installment as a guarantee for the company's performance. Alternatively, the Group may take a letter of guarantee issued by a commercial bank in Thailand which is worth 5% of the total work value as a guarantee for the performance instead of the amount paid that has been deducted in each work period. The guarantee will be returned to the Group after the construction is completed and the warranty period has passed, usually takes approximately 2 years after the final work delivery inspection.

For subcontractors that are listed in AVL (Approved Vendor List), the Group will pay an advance payment to subcontractors approximately 15 - 28 percent of the work value, subject to negotiation upon the signing of the construction contract. The subcontractor will place the work guarantee for the Group. The Group will have a deduction of approximately 5% of the installment every time the work is delivered or else the subcontractor may take a letter of guarantee issued by a commercial bank in Thailand which is worth approximately 5% of the total work value as a guarantee for the performance instead of the amount paid that has been deducted in each work period. The Group will return the said guarantee to the subcontractor after the construction is completed and the warranty period has passed, usually takes approximately 1-2 years after the final work delivery inspection.

The characteristics of construction work can be divided into 2 types

1. Electrical work and transmission lines

It covers electrical pole work, electrical system construction, electrical pole foundation construction, cross arm installation to add anchor points and help prevent the pole from falling, and cable management.

Work examples in 2023

Project to contract to improve electrical system to underground cable for Electrical work projects with the Provincial Electricity Authority and civil works with Mae Sot Municipality (Phahonyothin Road and Lad Phrao Road)

Employer :	Provincial Electricity Authority
Contractor :	PROEN Consortium
	(consisting of PROEN TeleBiz Company Limited and IGEN ENGINEERING Company Limited)
Contract Value :	102,905,096.75 baht (including VAT)
Project Type :	Contract for improvement of electrical system to underground cable around Prasart Withi Road, Mae Sot District, Tak Province (Electrical work)
Delivery Date :	Within 360 days from the day after receiving the official notice letter (Contract signed on August 21, 2023)

Remark : PROEN TeleBiz Company Limited a subsidiary which the Company holds 99.99%

2. Piping work

2.1. Pipe Jacking, which uses a technique to lay underground pipes that use a large hydraulic jack to push pipes through the underground and assemble in front as the drill head to help drilling. Popular pipe jacking job is the construction of a sewer system

2.2. Horizontal Directional Drilling: HDD is for the installation of underground cable ducts for electrical systems, telecommunications, Oil pipes, water pipes, sewage pipes, which are suitable for piping longer than 100 meters. The direction and depth of the pipe end can be precisely determined.

1.2.3. Market and Competition

Technology and Communication Business

Client Groups and Competition

The Company's target clients are divided by services as follows:

1. Data Center Space Rental Service, both Co-location and Dedicated Server Services, target group - Gaming Industry, Tech Startup, E-Commerce, Cloud Provider, state enterprises, government agencies
2. Corporate Internet Connection Service, SD-WAN, SASE, target group - private organizations, state enterprises, and government agencies
3. Cloud service, target groups include Tech Startup, Fin Tech, E-Commerce, Service Providers both domestically and internationally, private organizations, state enterprises, government agencies, and general clients
4. Other services such as Web Hosting, Mail Hosting, focusing on the target group of private organizations, state enterprises and government agencies that do not want to bring server computers to install at data centers on their own.

PROEN's main clients are online game business, online shopping business, communication and information business, entertainment business, commercial banking business, and government organizations that have plans to develop information telecommunications network systems, these group of clients focus on Information Communication Technology (ICT) that can support high throughput, and be able to deliver stable, fast, and secure data and be safe from source attacks. In addition, PROEN also has a team of engineers that are always ready and sufficient to provide assistance when problems are present.

The competition in the telecommunication and communication business in the past year, according to the development of government policies on communications and information system infrastructure and application of Big Data technology, the use of data analytics to create client engagement and behavior strategies both corporate and retail consumers who tend to use social media more in terms of promoting activities, results in internet connection services and data center services to become more competitive. This influences service providers in the aforementioned industries to adapt for competitions in terms of speed of communication, cost-effectiveness, ease of use, expanding service capacity and efficiency in service, etc.

Competitions and Competitors The list of major competitors is as follows:

Data Center Rental Space Service	Communication Equipment, Computers and Information Systems Distributor	High speed Internet Service for Corporate Customers and Cloud Service	Project Service Related to Information Communication Network System
SUPERNAP[1]	Synnex (Thailand) Public Company Limited	Advance Info Service Public Company Limited	Samart Telcom Public Company Limited
True Internet Data Center Company Limited	SiS Distribution (Thailand) Public Company Limited	National Telecom Public Company Limited	Advance Information Technology Public Company Limited
C.S. Loxinfo Public Company Limited	Metro Systems Corporation Public Company Limited	Internet Thailand Public Company Limited	MFEC Public Company Limited
National Telecom Public Company Limited	SVOA Public Company Limited	Interlink Company Communication Public Company Limited	Simat Technologies Public Company Limited
Internet Thailand Public Company Limited	Sky ICT Public Company Limited	United Information Highway Company Limited	Information and Communication Networks Public Company Limited

Source: www.set.or.th

Data Center Rental Space Service

As of December 31, 2023 Thailand has more than 20 data center rental service providers, the top 5 main operators, as shown in the table above, provide more than 3,000 square meters of data center rental space, mainly covering both Bangkok and perimeter. In addition, the major providers have plans to expand their additional data center services in the future to support increased internet usage. It is likely that new competitors, both small and large, will start entering this business in response to the Thailand 4.0 policy in the digital economy.

At present, PROEN has provided data center rental space service of approximately 2,311 square meters. It can be seen that the number of service areas is less than the main service providers who are listed companies in the stock exchange as shown in the table above. However, the company is under construction. The data center, which is expected to provide services with an area of over 10,000 square meters and support approximately 1,000 rack cabinets, is expected to be in service by Q2/2024.

PROEN is the fourth largest domestic bandwidth of Internet service providers in Thailand. With the large amount of available bandwidth, PROEN is suitable to support the use of digital content business clients such as VDO streaming, online games, which require a large space of data and requires high bandwidth and continuous data transmission to provide users with a consistent and uninterrupted user experience. In addition, PROEN has also provided staff to monitor and help solve problems for clients 24 hours a day, making PROEN a service provider that corporate customers, both public and private sectors, are interested in receiving the service due to the service rates set by the company. The service fee is lower than other service providers according to PROEN's competitive strategy along with the huge amount of storage space usage and equipment installation with the company's data center system. These customers therefore tend to remain unchanged due to the high cost of equipment relocation and installation, which affects their business operations.

1 SUPERNAP is a joint venture company between SuperNAP International, True Internet Data Center Company Limited (True IDC), WHA Infonite Company Limited (WHA Infonite), BFKT (Thailand) Co., Ltd.(BFKT), Kasikorn Bank Public Company Limited (KBANK), and The Siam Commercial Bank Public Company Limited (SCB).

Telecommunication Networking Service (High speed Internet Service for Corporate Customers and Cloud Service) and Communication Equipment, Computers and Information Systems Distribution Service

The competition in this business is quite intense and prices are often used as a main competitive strategy. However, The company group has a policy of not focusing on price competition but using its strengths in understanding customer needs and providing One-stop services such as Internet Connection Service for organizations, Network Security Service, Cloud Service, etc., which enables the company group to meet the diverse needs of clients. In addition, the ability to provide IT-related equipment and software to clients from multiple product or service owners allows the PROEN to meet client needs in a short time. They can also offer the best products or services to their customers without being tied to a particular product owner or service provider.

Information Technology Communication Engineering Project

The knowledge, expertise and experience of the team in consulting, designing, and supervising are the strengths of the company. The competition in this business is normally a competition related in technical field which information technology communication engineering project that PROEN is working on have a large number of operators who are able to operate making it aggressively competitive and intense, and price is often used as a competitive strategy. Therefore, PROEN will participate in the project bidding with reasonable compensations and deliver the work efficiently in order to create effective works for the next project bidding.

Competitive Strategy

PROEN focuses on Niche marketing in which the sales team will study the data and analyze the initial needs of each customers, they will then present the service package that is suitable for each customer by presenting directly to the target customer group. The service strategy is as follows:

Products and Services

1. Choose to rent a quality network that has quality assurance from the service provider.
2. Provide employees training in order to develop their skills to be potential to work and be able to solve problems quickly and efficiently.
3. Study the behavior of both existing customers and new customers in order to understand the needs of customers by organizing a team that has expertise in collecting data and studying customers' business to meet customers' needs as much as possible.
4. Choose the service that is suitable for the size and type of the customer's business and provide the service with quality and universal standards.
5. Closely follow new technology trends to respond to customer demands in a timely manner

Pricing Products and Services

PROEN focuses on selling and providing services that are suitable for customers' business with reliable quality and reasonable prices. The company will focus on medium and large businesses with continuous service in the medium term to the long term and also focus on building brand loyalty to the company.

Distributions

1. Allow the sales department to visit customers regularly to present various services to customers, explore existing problems and suggest good solutions to existing customers.
2. Create a web page in order to provide information and communication channels through www.proen.co.th.

Promotion

Create event marketing such as organizing exhibition of goods, arraigning seminars and press conferences for new service launch of PROEN, as well as providing knowledge of new technologies that can enhance the PROEN's products or services. Brochures and pamphlets are prepared to attract customers' interest, and advertisements are also made through the website related to the PROEN's products and services.

Procedures of Providing ICT work or ICT Project

PROEN has established guidelines for the implementation of ICT services or ICT projects as follows:

1. Sales department contact with customers to inform the terms of service / notify product details in case of new customers. The sales department prepares customer details, coordinates with the finance department to check customer history and set credit limits, credit terms and open customer accounts in the system.
2. Process of receiving requirements for services/projects
    a. ICT Service: Sales Department receives requirements/customers' requirements and coordinates with Project Engineer Department to design solutions and products according to customer requirements such as product details, quantity, price, name, address and delivery date in order to prepare an invoice for customer confirmation.
    b. ICT project: Project Engineer from Sales and Management Department jointly study and consider technical requirements and Terms of Reference (TOR) received from the customer or project owner and signed by the authorized person.
3. Carry out important documents such as preparing purchase orders together with the Sales department to send to the supplier.
4. Sales department monitors and follows up the progress of the work and reports the success to the Project Manager.
5. Deliver the work together with the Project Engineer Department to the customer or the project owner.

Industries

1. Technology in modern Communication Business

Strategic Technology Trends 2024

Sustainable technology is a framework of digital solutions used to enable environmental, social and governance (ESG) outcomes that support long-term ecological balance and human rights. The use of technologies such as AI, Cryptocurrency, Internet of Things and Cloud Computing is driving concern about the related energy consumption and environmental impacts. This makes it more critical to ensure that the use of IT becomes more efficient, circular and sustainable. In fact, Gartner predicts that by 2027, 25% of CIOs will see their personal compensation linked to their sustainable technology impact.

By 2027, Gartner predicts more than 70% of enterprises will use industry cloud platforms (ICPs) to accelerate their business initiatives, up from less than 15% in 2023. ICPs address industry-relevant business outcomes by combining underlying SaaS, PaaS and IaaS services into a whole product offering with composable capabilities. These typically include an industry data fabric, a library of packaged business capabilities, composition tools and other platform innovations. ICPs are tailored cloud proposals specific to an industry and can further be tailored to an organization's needs.

Source: Gartner's Predictions for the Strategic Technology Trends in 2024 article by Post Today, published on November 20, 2023.

Worldwide IT Market Outlook in 2024

Driven primarily by cloud and cybersecurity investments, worldwide IT spending is projected to total $5.1 trillion in 2024, an increase of 8% from 2023, according to the latest forecast from Gartner.

The software and IT services segments will see double-digit growth in 2024, largely driven by cloud spending, according to Gartner.

Global spending on public cloud services is forecast to increase 20.4% in 2024. The source of growth will be a combination of cloud vendors' price increases and increased utilization, just as it was in 2023

Cybersecurity spending is also driving growth in the software segment. Roughly 80% of CIOs reported that they plan to increase spending on cyber/information security in 2024, according to Gartner's 2024 CIO and Technology Executive Survey.

Other areas that will see increased investment, albeit in the single digits, include data center systems, communications and IT services.

Organizations are continuing to invest in AI and automation to increase operational efficiency and bridge IT talent gaps, The hype around GenAI is supporting this trend, AI projects will be instrumental in developing an AI strategy and story before GenAI becomes part of their IT budgets starting in 2025.

Source: Networkworld, Inc, as of October 20, 2023

2. Construction Business

Construction Industry Trends in 2024

Public Sector Construction

The value of public sector construction in 2024 is likely to expand 2%YOY to reach 810,000 million baht. There will be a challenging factor of delays in preparing the annual budget for 2024, which will affect the value of public sector construction in Q1-Q2/2024. And it is expected that disbursement will be able to be accelerated during Q3/2024, which is the end of the fiscal year. However, there will be bidding for new mega projects, with various agencies preparing to present them for Cabinet approval. The government places importance on improving the transportation system on land, water, and air, with the opportunity to accelerate the development of rail transportation that is linked to other transportation. In addition, investment promotion policies also encourage opportunities to accelerate the development of related construction projects, both public and private sector projects.

Source: Construction Industry Trends in 2024 article by Siam Commercial Bank, Economic Intelligence Center (SCB EIC), published on January 10, 2024.

Product and Service Procurement

Data Center Service

As of December 31, 2023, PROEN has a data center service area at NT Bangrak Building of 2,311 square meters, which can support approximately 649 rack cabinets, of which 542 rack cabinets have already been used, or approximately 83.51%, 107 rack cabinets remaining for rent or about 16.49% of the total number of cabinets provided.

Equipment and Software Distribution Related to Information Technology

PROEN is an information technology-related equipment and software distributor of more than 20 brands which imports products abroad directly from product owners purchases through dealers in Thailand. It depends on the product feature requirements set by the customers. In the case that the customer does not qualify for product specifications, PROEN will consider purchasing the product from a partner with a good service history that meets the criteria of price, quality, delivery and reliable service. PROEN specially focuses on offering world-renowned brands that specialize in the production and development of technology, telecommunication and communications equipment. PROEN provides reseller-like products from major and world-renowned manufacturers or owners such as Cisco, Dell EMC and Huawei. In addition, PROEN can also procure products from other manufacturers according to customer requirements.

Internet Service Providers

PROEN leases internet circuits to connect domestically from 6 network owners as follows:

1. National Telecom Public Company Limited (NT)
2. Advance Wireless Network Company Limited (AWN)
3. Jastel Network Company Limited (Jastel)
4. True International Gateway Company Limited (TIG)
5. Symphony Communication Public Company Limited (SYMC)

The size of the channel for domestic service is 717.00 Gbps and the total international Internet channel is 83.38 Gbps. The lease term is 1 year. The rental fee or service fee depends on the internet speed and the size of the channel (Bandwidth)

Cloud Service

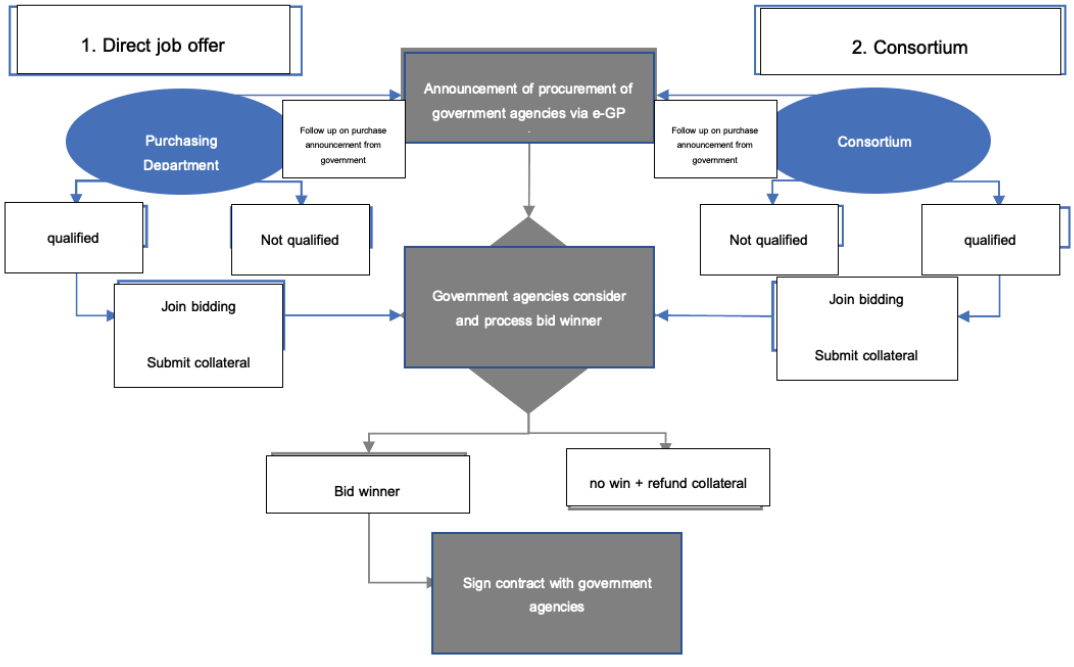
PROEN started providing Cloud service in 2017 by developing software to be applied to server computer devices. The company currently operates 55 Virtual Machines (VMs), which provides 30 gigabytes of storage per VM with support for Internet spam2 and virus attack protection, application control system for transferring data via the internet network.

Target Customers and Channels for Services

1. Government Agencies

Customers from the government sector or government agencies are the target customers that PROEN is interested in because the government has plans to continuously invest in infrastructure development projects.

The process of accepting work from the government sector

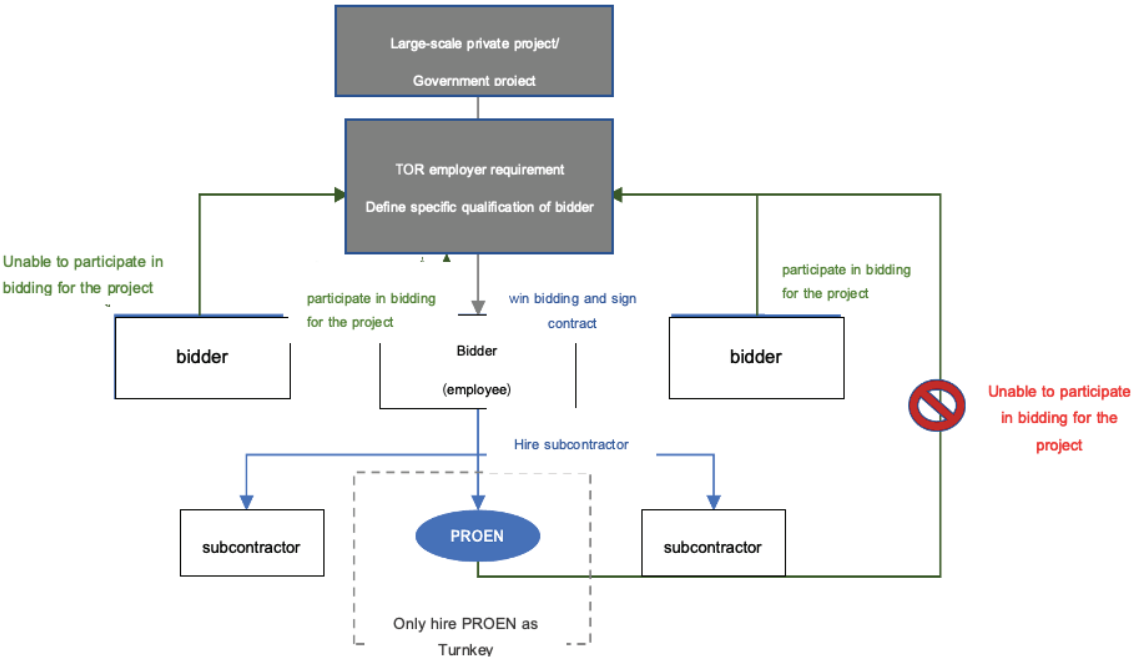


2 Spam is the sending of unauthorized emails containing advertising messages to the recipient for commercial advertising purposes.

2. Main Contractor

is an entrepreneur with experience, past performance and potential to accept construction directly from the government through bidding and negotiation methods. This group of customers will hire the company group as a subcontractor to carry out the construction as specified in the contract, which may be a Partial Turnkey Project or Turnkey Project including design, construction contracting, system installation, and installation of related equipment of each project

The process of accepting work from the main contractor



Product or Service Procurement

The Selection of Joint Projects by Consortium

In a project where the company group does not meet the Terms of Reference (TOR), the company group will enter into bidding with business partners in the form of a joint venture with the following guidelines for selecting joint traders:

1. Having specific qualifications as specified in TOR but PROEN does not, such as Telecommunication Business License Type 1 - 3 or Internet License Type 2 - 3.
2. Having stable financial status, such as having profit in the latest financial statement, positive shareholders' equity, D/E ratio not more than 2, etc.
3. Having a working history not less than 3 years
4. Passing the qualification assessment and is listed on PROEN's Approved Vendor List: AVL.

The Selection of Subcontractor

In order to control costs and reduce risks from personnel expenses and the risk of not having ongoing work, the company group will hire sub-contractors with experience in each field to do work under quality controlled by the company group's engineering team to ensure that the work can be delivered successfully with the quality in accordance with the contract within the delivery deadline. When a project bidding is made, the company group will plan and hire subcontractors according to the experience and expertise of each subcontractor in the area. The sub-contractors must pass the Approved Vendor List (AVL) criteria to ensure that they can deliver the assigned work on time and meet the quality standards as of December 31, 2023. The company group has approximately 80 subcontractors in AVL. In addition, the company group has measures for the subcontractors to make a contract with the company group and require the subcontractors to provide security to the companygGroup in the case that the subcontractors receive advance payments not less than the amount withdrawn from the company group, whereby the company group will pay the subcontractor in accordance with the completed work and have been approved by the customer.

Site Engineer

The company group has site engineers to supervise the work as full-time employees, who are skilled and have experience in supervising construction works, this allows the company group to closely control the construction work carried out by the subcontractor team in order to deliver quality work to the customers within the timeframe stipulated in the contract.

Competition Conditions

There are approximately 80,000 construction businesses registered as juristic persons in Thailand. The first 55 large operators have a combined market share up to 50% of the total market value. The top three contractors have a combined market share approximately 24% of the total market value.

Construction work mainly comes from the public sector's infrastructure work, which is the main construction contracting group of the company group's interest. According to the conditions in the TOR of the construction of large public infrastructure projects, it often favors large contractors who are well-equipped with techniques and technologies that can effectively control costs. Moreover, its financial stability can ensure that there is sufficient potential for large-scale construction projects, making the competition in bidding for large government infrastructure projects becomes less intense. However, the company group that are small contractors are limited in competing with large contractors. Therefore, the company group focuses on bidding for subcontracting work from large contractors who have acquired government infrastructure projects instead. The government's medium and small construction projects, such as the road network expansion and improvement project of the Department of Highways and the Department of Rural Roads, electrical cable laying and electrical cable repair work of the Metropolitan Electricity Authority and the Provincial Electricity Authority, will have small and large contractors compete in bidding for projects, making it highly competitive, but the rate of return for each project is not that high.

The company group has participated in various project bids and has the potential to win whether bidding on behalf of the company or partnering with other contractors to increase competitiveness. The company group focuses mainly on bidding for basic telecommunication works related to information and communication technology and infrastructure construction. The government sector has telecommunication projects and infrastructure projects that the group of companies are interested in participating in the auction as follows:

1. The project of organizing communication cables in the Bangkok area to underground by NBTC and Bangkok Office
2. The project of space aerial cable system to underground cable replacement in the Bangkok area of the Metropolitan Electricity Authority with a total distance of 214.9 kilometers of which the project is in the process of 54.1 kilometers construction and the project that is in the process of 114.9 kilometers procuring contractors
3. The project of a 115kV transmission line and the improvement of many regional power stations of the Provincial Electricity Authority to expand power transmission and increase public service according to the overall power system development plan of the country to support the entry into the ASEAN Economic Community.

PROEN and TELEBIZ have been Vendor List by receiving jobs from telecommunication service providers and mobile phone service providers continuously. The company group operates construction business either as a main contractor or a sub-contractor through bidding and negotiating with other contractors in the form of joint ventures or consortiums.

The company group's competitors include small and medium-sized contractors focusing on subcontracting work of government infrastructure construction, and infrastructure contractors for information and communications technology-related telecommunication works, which construction works can be classified as follows:

List of Competitors		
Transmission Line System	Infrastructure Construction	Basic Telecommunication Related to Information and Communication Technology
Interlink Company Communication Public Company Limited	ABJV Company Limited	Information and Communication Networks Public Company Limited
Demco Public Company Limited	Strong Management Company Limited	Communication and Systems Solutions Public Company Limited
Eastern Technical Engineering Public Company Limited	Greenfield Chemicals (Thailand) Company Limited	ALT Telecom Public Company Limited
Sirakorn Public Company Limited	Lesso Home Construction Company Limited	Interlink Telecom Public Company Limited
Future Electrical Control Company Limited	Thai Tong Lee Company Limited	
Srichonlathorn Company Limited	P.P. Engineering 2018 Company Limited	
Sri U-Thong Company Limited	SIIS International Stadee Company Limited	
	Winyoo Group Company Limited	
	Saran Capital Company Limited	

Competitive Strategy

Business Alliances and Partners

As the company group has just started to operate a construction business, it places great importance on having business alliances and trading partners to promote competitiveness in bidding on projects in both the public and private sectors. With more than 20 years of experience and work experience in providing data center and internet services, the company group has a network of contractors in basic telecommunication work as a partner with experience in bidding on various government projects, enabling the company group to be able to win the bidding projects such as the project of 115 kV Transmission Line of the Provincial Electricity Authority.

Regular follow-up of news tenders projects

The company group follows up the information about new projects from various channels, such as the government procurement system website, journals related to tendering or construction contracts for telecommunication services, websites of government and private agencies, and service provider companies and/or supervisory companies affiliated with the company group.

Flexibility in accepting the construction of telecommunication services

Although the company group is a medium-sized contractor, the company group has flexibility in accepting work by accepting work from both the public and private sectors, both large and medium-sized projects. In the form of being a main contractor or sub-contractor, it is determined from the readiness of the financial position, the availability of materials/equipment and the ratio of profits to be received and the acceptance of work in the form of a joint venture or consortium.

Providing an on-time quality construction services

The company group has personnel who are skilled in construction of telecommunication network systems related to information and communication technology and other infrastructure works such as electrical wiring. In addition, the operating system has been improved to be in line with the ISO 9001 standard, which clearly defines the operating procedures and is contained in the quality control document of the ISO 9001 system, which the personnel of the group of companies must implement and has established a quality policy for customer satisfaction. The determination of cost control and management are set by the company group with the objective of creating customer satisfaction and maintaining the reputation and credibility of the company group in order to be accepted by the employers and obtaining trusted to continue working on customers' new projects.

Effective control and liquidity management

In accepting work, the company group will choose employers who have good financial status or who are reliable or have the potential to pay their contributions to the company group on time and with advance payments for project turnover. In addition, the company group has good relationships with financial institutions and banks. With continuous financial support and trying to extend credit to various banks, the operation of each project, if the company group has good financial liquidity, it will be able to pay for materials and equipment used in construction of telecommunication services promptly. This would allow the company group to gain trade trust from the supplier and the ability to pay in cash for certain expenses would allow the company group to receive trade discounts, resulting in a better adjusted gross margin

Market Expansion

In a highly competitive environment, the company group needs to expand its market base by focusing on tasks that require new techniques, new technologies, high-quality specialized products, and high expertise to reduce the price-cutting competition of many small and medium-sized contractors

1.1.4 Environment Impact

The company focuses on the environment, community, economy and has policies and management that do not affect to environment and risks. Establish strategies, plan and track for using resources wisely, including tools, materials, and environmentally conscious equipment. Environmental pollution control and prevention measures such as selecting energy-efficient equipment, reducing dust, noise, and using resources to maximize environmental impact protection.

1.1.5 Work that has not yet been delivered

1.2.5.1 PROEN has signed a contract to sell products and provide installation services for ICT business projects which are in the process of delivery as follows (Trade shows and monthly service fee are not included the essential recurring income)

Project (Unit: Million Baht)	Project Value	Recognized Revenue until December 31, 2023	Work that has not yet been delivered	Preliminary Construction Schedule
Internet Services, Co-location for Sea Group 60 Month	660.00	132.00	528.00	January 2023 – December 2027
SD WAN Services, for Office of the Permanent Secretary for Defense (117 sites)	7.09	1.77	5.32	October 2023 – September 2024
Selling electricity and space services - Digital Service Solutions and Consulting	12.90	4.30	8.60	May 2023 – May 2025

1.1.5.2 PROEN has signed a contract to be a contractor in the project which is in the process of construction but has not yet been completed as follows (more details in the section assets used in business)

(Unit: Million Baht)

Project (Unit: Million Baht)	Project Value	Recognized Revenue until December 31, 2023	Work that has not yet been delivered	Preliminary Construction Schedule
1) The overhead-to-underground cables, Green Line (Phahonyothin Road and Ladprao Road) project	456.48	434.47	22.01	Within May 2024
2) Construction of 115 kV transmission line, Kamphaeng Saen Power Station - Tha Maka 2 Power Station (Temporary), Nakhon Pathom project	54.50	49.73	4.77	Within March 2024
3) Construction of 115 kV transmission line, Tha Sae Power Station - Pathio Power Station, Chumphon project	94.92	94.16	0.76	Within January 2024
4) Replacement of underground cable conversion project to pave the way for Bangkok to become ASEAN's metropolis on Charoen Rat Road. (Rama III Road - Sathorn Road)	39.22	38.46	0.76	Within the year 2024
5) Replacement of underground cable conversion project to pave the way for Bangkok to become ASEAN's metropolis on Ramkhamhaeng Road (Phetchaburi Road - Srinakarin Road)	30.44	29.37	1.07	Within the year 2024
6) Replacement of underground cable conversion project to pave the way for Bangkok to become ASEAN's metropolis on Somdet Phra Chao Taksin Road (Jom Thong Road - Inthara Phithak Road)	28.63	27.97	0.66	Within the year 2024
7) Replacement of underground cable conversion project to pave the way for Bangkok to become ASEAN's metropolis on (Dindaeng Road (Ruammit Alley - Khlong Samsen Alley)	20.66	20.57	0.09	Within the Q1year 2024
8) Replacement of underground cable conversion project to pave the way for Bangkok to become ASEAN's metropolis on Thahan Road (Samsen Road – Rama 6 Road)	20.56	3.81	16.75	Within the year 2024
9) Replacement of underground cable conversion project to pave the way for Bangkok to become ASEAN's metropolis on Samsen Road (Nakhon Chai Si Road – Luk Luang Road)	15.49	14.83	0.66	Within the year 2024
10) Replacement of underground cable conversion project to pave the way for Bangkok to become ASEAN's metropolis on Arun Amarin Road (Khlong Mon – Prajadhipok Road)	20.56	19.95	0.61	Within the year 2024
11) Construction of the office building with a meeting room size of 2,000 square meters at Roi-et Teacher's Savings and Credit Cooperative Limited	36.47	29.84	6.63	Within the year 2024
12) An Electrical System Improvement to be an Underground Cable around Prasatwithi Road, Mae Sot District, Tak Province	167.61	100.56	67.05	Within the year 2024
13) Installation of a Fiber Optic Network in Samyan – Bantadthong - Suan Luang area	7.80	6.27	1.53	Within the Q2 year 2024
14) Improvement of an electrical power transmission and communication system in Sanam Chandra Palace Campus, phase 2	43.21	26.42	16.79	Within the year 2024
15) Construction of a 115 kV underground cable running under Highway 35 (Rama II Road) in the Soi Rat Phatthana area (Leela tiles), Khok Krabue Subdistrict, Mueang District, Samut Sakhon Province	8.01	2.10	5.91	Within the year 2024

1..2.6 Telecommunication Networking Service Projects

Company and subsidiaries have jobs along with regular income and projects to support 2 businesses in the future growth

Information and Communication Technologies business (ICT) is the growth of cloud services business, Infrastructure as a Service (IaaS), Platform as a Service (PaaS) and also a new product development service to support customers increase their business abilities by using cutting-edge technology with 24-hour consultants every day. Customers typically sign service contracts for 1-3 years with the recognition of fixed service income from existing customers and new customers entering the service during the year, thus resulting in continuous revenue recognition in the future.

The construction contract infrastructure business is the revenue recognition model based on the success of the project, which may be outstanding from the past year, and new projects received during the year. Year 2024, intend to take on significant projects with a total project value of approximately 1,000 million baht. The project features are as follows.

- The undergrounding of high-voltage lines with power supply equipment.
- The Improving, promoting, and developing the potential of security systems, complete with a Closed-Circuit Television (CCTV) camera management system.
- The Installation of Micro Grid (Solar Cell).

1.2.7. Business Assets

Assets used in the Company's business as of December 31, 2023, details are as follows:

1. Main Fixed Assets

1.1. Lands, Buildings, and Equipment

Book value of lands, buildings, and equipment of the Company as of December 31, 2023, details are as follows:

No.	Lists	Ownership Characteristics	Book value (Million baht)	Obligation*
1.	Lands and lands improvement	Owner	79.39	Mortgage with financial institutions (see details in 5.3 Summary of loan agreement with financial institutions)
2.	Buildings and building improvement (Huay Kwang branch office)	Owner	8.69	
3.	Network device	Owner	32.08	There are obligations under financial lease agreement (see details in 5.4 Summary of Hire Purchase)
4.	Decorating equipment and office and stationary equipment	Owner	11.17	None
5.	Vehicle	Owner	0.77	There are obligations under financial lease agreement in full amount (see details in 5.4 Summary of Hire Purchase)
6.	Assets under construction	Owner	436.21	
	Total		**568.31**	

Note: * Obligation refers to guarantee obligation

1.2. Right-of-use assets

Book value of right-of-use assets of the Company as of December 31, 2023, details are as follows:

No.	Lists	Ownership Characteristics	Book value (Million baht)	Obligation*
1.	Right-of-use – rental fee	Rental space	13.46	None

Note: * Obligation means guarantee obligation

1.3 Intangible assets

No.	Lists	Ownership Characteristics	Book value (Million baht)	Obligation*
1.	Computer program	Owner	0.60	None
2.	Right-of-use – IP address	Owner	2.28	None
3.	Digital Assets	Owner	1.96	None

2. Investment in subsidiaries

As of December 31, 2023, the Company has investments in 4 subsidiaries1, the details are as follows:

Company Names	Nature of Business	Date of Establishment	Paid-up Capital (Million baht)	Book value under cost method (Million baht)	Ownership stake (%)
1. Secure Network Operation Center Co., Ltd.	Providing internet security system	29 Mar 2013	3.00	3.00	100
2. PROEN Telebiz Co., Ltd.	Contracting for the construction	28 Mar 2018	60.00	60.00	100
3. ICON NEXT Co., Ltd.	Providing full scale network operation center	23 Aug. 2022	2.50	1.62	64.99
4. PROEN Fit Joint Venture	Providing internet service	11 Jan 2019	-	-	97
5. JUMPBOX Co., Ltd.	Provide training services and giving advice on learning about technology	30 May 2023	1.00	0.51	51.00
6. WESTINGHOUSE Company Limited	Principally engages in Main business is renting, buying and selling machinery and other equipment of all kinds	20 Nov. 2023	3.00	3.00	100.00
Total				**68.13**	

1Because the company has the right to variable returns from involvement in the PROEN Fit Joint Venture and has the ability to influence returns from exercising its dominance over the Joint Venture The joint venture therefore classified as investment in subsidiary.

3. Trademarks and Service Marks

As of December 31, 2023, the Company has registered 9 service marks as follows:

Trademarks and Service Marks	Registration Applicant	Type of Service	Registration Number/ Registered Country	Coverage Period
1. PROEN Corp Trademark and Service Marks	PROEN	Telecommunication services provider via computer network	211118747/ Thailand	10 years starting from 7 Jan 2020 to 6 Jan 2030
2. PROEN Corp Trademark and Service Marks	PROEN	Computer network or internet service provider	Bor63190/ Thailand	10 years starting from 24 Aug. 2023 to 16 July 2033
3. PROEN Corp Trademark and Service Marks	PROEN	Computer network or internet service provider	Bor63194/Thailand	10 years starting from 24 Aug. 2023 to 16 July 2033
4. DomainThai.org Trademark and Service Marks	PROEN	Computer network or internet service provider	171131918/Thailand	10 years starting from 8 Apr 2016 to 7 Apr 2026
5. SD-WAN Trademark and Service Marks	PROEN	Telecommunications and computer networks or internet service access provider	181104788/Thailand	10 years starting from 14 Sep 2016 to 13 Sep 2026
6. SNOC Trademark and Service Marks	SNOC	Installation and maintenance service for computer network	Bor71250/Thailand	10 years starting from 19 Mar 2015 to 18 Mar 2025
7. DDoS Protection Trademark and Service Marks	SNOC	Installation and maintenance service for computer network	161104120/Thailand	10 years starting from 19 Mar 2015 to 18 Mar 2025

Trademarks and Service Marks	Registration Applicant	Type of Service	Registration Number/ Registered Country	Coverage Period
8. SeaCloud Trademark and Service Marks1 	PROEN	Electronic data space rental service	191106967/Thailand	7 years starting from 15 July 2020 to 20 Dec 2027
9. SeaCloud Trademark and Service Marks1 	Mr. Kit-tiphan Sribuaiam	Electronic data space rental service	201123199/Thailand	9 years starting from 27 Oct. 2020 to 2 May 2029

4. Property Insurance Policy

4.1 Industrial All Risks

Insurer	AIG Insurance (Thailand) Public Company Limited
Sum Insured	47,439,461 baht consists of 1. Machinery, 35,590,032 baht 2. Furniture – installed/built-in fixtures, 11,849,429 baht
Location of Property Insured	NT Bangrak Building, Floor 4,18 address no. 72, Room 403 - 405, Hall 3 and Room 1801, 1802, 1803, 1804 and 1806, Charoenkrung Road, Bangrak Subdistrict, Bangrak District, Bangkok 10500
Period of Insurance	June 5, 2023 to June 5, 2024
Beneficiary	PROEN Corp Public Company Limited

4.2 Public Liabilities Insurance

Insurer	AIG Insurance (Thailand) Public Company Limited
Limit of Liability	3,000,000 baht/time and throughout the insurance period
Insured Premises	NT Bangrak Building, Floor 4,18 address no. 72, Room 403 - 405, Hall 3 and Room 1801, 1802, 1803, 1804 and 1806, Charoenkrung Road, Bangrak Subdistrict, Bangrak District, Bangkok 10500
Period of Insurance	June 5, 2023 to June 5, 2024
Beneficiary	PROEN Corp Public Company Limited

5. Summary of contracts that have a significant effect on business operations Nature of service contract

1) Internet Data Center Lease Contract is a service area with power system, redundant power, security system, network connection equipment and equipment used in data center. The contract period is from 1 - 3 years and the service fee is set monthly.
2) Service contracts include Colocation services, Internet Multi Protocol Label Switching (MPLS), Internet network rental service, etc. The contract period is approximately 1 year, and the service fee is set monthly according to the type of service.
3) Equipment sales contract includes installation service and Distributed Denial of Service (DDoS Protection). The contract period is approximately 2 - 3 years and the service fee is set monthly.

5.1 NT Bangrak Building and Parking Building, Bang Rak, which are the location of the head office and the Data Center

Rental Location	NT Bangrak Building, Bang Rak District, Bangkok, floor 4 and 18, total area of 2,056 square meters, consists of 1. Data Center rental space, floor 4 and 18, total area of 2,028 square meters3 2. Walkway on the floor 18, area of 28 square meters3
Rental Objective	To operate a data center service
Counterparty	Lessor: National Telecom Public Company Limited Lessee: PROEN Corp Public Company Limited
Contract Period	3 years
Contract Guarantee	It is twice the monthly rent and service rate to guarantee compliance with the terms of the contract and damage insurance. This contract guarantee will be refunded upon the expiration of the rental and service contract.
Termination of Contract	The lessor can terminate the contract immediately if the lessee owes rent, service charges, utilities, and other expenses, or the lessee is subject to confiscation or bankruptcy by a court.
Renewal of Lease	The lessee shall notify the lessor of his intention to renew the contract in advance as an agreement.

3Data Center rental rooms on the 4th floor and the 18th floor, As of 2023 the Company has a total rental area of 2,056 square meters and The contract expires in 2025.

Rental Location	NT Bangrak Building, Bang Rak District, Bangkok, floor 16, total area of 255 square meters, consists of Data Center rental space, floor 16 total area of 255 square meters
Rental Objective	To operate a data center service
Counterparty	Lessor: CS Loxinfo Public Company Limited Lessee: PROEN Corp Public Company Limited
Contract Period	3 years
Contract Guarantee	Service rate to guarantee compliance with the terms of the contract and damage insurance in the amount of 1.2 million. This contract guarantee will be refunded upon the expiration of the rental and service contract.
Termination of Contract	The lessor can terminate the contract immediately if the lessee owes rent, service charges, utilities, and other expenses, or the lessee is subject to confiscation or bankruptcy by a court.
Renewal of Lease	The lessee shall notify the lessor of his intention to renew the contract in advance as an agreement.

5.2 Summary of the contract for construction project

1) A contract for the construction of the aerial cable system to underground power cable replacement to become an ASEAN metropolis - the Northern Green Line Project (Phahonyothin Road and Lad Phrao Road), dated October 12, 2022

Counterparty	Employer: Chaiyanunt Construction Co. Ltd. (1981) Contractor: PROEN-WRC Joint Venture (between PROEN Corp Public Company Limited and W.R.C Electric and communication Co., Ltd)
Scope of Service	A project of contracting and procuring materials, equipment, labor and tools, machinery used for construction of the aerial cable system to underground power cable replacement to become an ASEAN metropolis - the Northern Green Line Project (Phahonyothin Road and Lad Phrao Road)
Contract Value	488,417,139.72 baht (excluding VAT)
Contract Period	within December 15, 2023

2) A Contract for the construction of a 115 KV transmission line system for Tha Sae Power Station - Pathio Power Station, Chumphon Province according to Transmission and Distribution Development Project, Phase 2, dated on March 22, 2022

Counterparty	Employer: Provincial Electricity Authority Contractor: STN-PROEN Consortium (PROEN Corp Public Company Limited and Siam Thammanon Company Limited)
Scope of Service	A project of contract for the construction of a 115 KV transmission line system for Tha Sae Power Station - Pathio Power Station, Chumphon province according to Transmission and Distribution Development Project, Phase 2, responsible for the work in the A-B area of Tha Sae district, Chumphon province in the part of Concrete columns (civil works), Concrete columns (electrical works) and Steel frame columns (civil work and electrical installation)
Contract Value	197,744,183.39 baht (Including VAT), with a proportion of the work value that PROEN is responsible for the work in accounted for 53.96%, representing the value of the Company's work in the amount of 106,704,956.69 baht (Including VAT)
Contract Period	360 days counting from the date the contractor receives the notice to start the work and the project owner delivers the area (From May 17, 2022 to November 9, 2023)
Work Guarantee	2 years

3) A Contract for the construction of a 115 KV transmission line system for Kamphaeng Saen Power Station - Tha Maka 2 Power Station (temporary), Nakhon Pathom Province according to Transmission and Distribution Development Project, Phase 2, dated on March 7, 2022

Counterparty	Employer: Provincial Electricity Authority Contractor: PROEN Corp Public Company Limited
Scope of Service	A project of contract for the construction of a 115 KV transmission line system for Kamphaeng Saen Power Station - Tha Maka 2 Power Station (temporary), Nakhon Pathom Province according to Transmission and Distribution Development Project, Phase 2, Plan 1
Contract Value	61,562,219.62 baht (Including VAT)
Contract Period	360 days counting from the date the contractor receives the notice to start the work and the project owner delivers the area (From May 17, 2022 to September 17, 2023)
Work Guarantee	2 years

4) A Contract of employment to change aerial cable system to underground cable to support becoming an ASEAN metropolis n Charoen Rat Road (Rama 3 Road – Sathorn Road)

Counterparty	Employer: National Telecommunications Public Company Limited (NT) Contractor: PROEN Corp Public Company Limited
Scope of Service	A project of contract for the changing of aerial cable system to underground cable to support becoming an ASEAN metropolis on Charoen Rat Road (Rama 3 Road – Sathorn Road)
Contract Value	41,967,367.73 baht (Including VAT)
Contract Period	240 days from the date of signing the contract
Work Guarantee	2 years

5) A Contract of employment to change aerial cable system to underground cable to support becoming an ASEAN metropolis on Ramkhamhaeng Road (Phetchaburi Road – Srinakarin Road)

Counterparty	Employer: National Telecommunications Public Company Limited (NT) Contractor: PROEN Corp Public Company Limited
Scope of Service	A project of contract for the changing of aerial cable system to underground cable to support becoming an ASEAN metropolis on Ramkhamhaeng Road (Phetchaburi Road – Srinakarin Road)
Contract Value	32,565,920.80 baht (Including VAT)
Contract Period	240 days from the date of signing the contract
Work Guarantee	2 years

6) A Contract of employment to change aerial cable system to underground cable to support becoming an ASEAN metropolis on Somdej Phrachao Taksin Road (Left side, Chom Thong Road – Intha Phithak Road)

Counterparty	Employer: National Telecommunications Public Company Limited (NT) Contractor: PROEN Corp Public Company Limited
Scope of Service	A project of contract for the changing of aerial cable system to underground cable to support becoming an ASEAN metropolis on Somdej Phrachao Taksin Road (Left side, Chom Thong Road – Intha Phithak Road)
Contract Value	30,630,311.13 baht (Including VAT)
Contract Period	240 days from the date of signing the contract
Work Guarantee	2 years

7) A Contract of employment to change aerial cable system to underground cable to support becoming an ASEAN metropolis on Din Daeng Road (Soi Ruammit - Khlong Samsen)

Counterparty	Employer: National Telecommunications Public Company Limited (NT) Contractor: PROEN-Telebiz Consortium (PROEN Corp Public Company Limited and PROEN Telebiz Company Limited)
Scope of Service	A project of contract for the changing of aerial cable system to underground cable to support becoming an ASEAN metropolis on Din Daeng Road (Soi Ruammit - Khlong Samsen)
Contract Value	22,113,474.93 baht (Including VAT), with a proportion of the work value that PROEN is responsible, accounted for 5%, representing the value of the Company's work in the amount of 1,105,673.75 baht (Including VAT)
Contract Period	240 days from the date of signing the contract
Work Guarantee	2 years

8) A Contract of employment to change aerial cable system to underground cable to support becoming an ASEAN metropolis on Thahan Road (Samsen Road – Rama 6 Road)

Counterparty	Employer: National Telecommunications Public Company Limited (NT) Contractor: PROEN-Telebiz Consortium (PROEN Corp Public Company Limited and PROEN Telebiz Company Limited)
Scope of Service	A project of contract for the changing of aerial cable system to underground cable to support becoming an ASEAN metropolis on Thahan Road (Samsen Road – Rama 6 Road)
Contract Value	21,999,579.85 baht (Including VAT), with a proportion of the work value that PROEN is responsible, accounted for 5%, representing the value of the Company's work in the amount of 1,099,978.99 baht (Including VAT) and a proportion of the work value that PROEN Telebiz is responsible, accounted for 95%, representing the value of the Company's work in the amount of 20,899,600.86 baht (Including VAT), respectively.
Contract Period	240 days from the date of signing the contract
Work Guarantee	2 years

9) A Contract of employment to change aerial cable system to underground cable to support becoming an ASEAN metropolis on Samsen Road (Nakhon Chai Si Road – Luk Luang Road)

Counterparty	Employer: National Telecommunications Public Company Limited (NT) Contractor: PROEN-Telebiz Consortium (PROEN Corp Public Company Limited and PROEN Telebiz Company Limited)
Scope of Service	A project of contract for the changing of aerial cable system to underground cable to support becoming an ASEAN metropolis on Samsen Road (Nakhon Chai Si Road – Luk Luang Road)
Contract Value	16,570,884.56 baht (Including VAT), with a proportion of the work value that PROEN is responsible, accounted for 5%, representing the value of the Company's work in the amount of 828,544.23 baht (Including VAT) and a proportion of the work value that PROEN Telebiz is responsible, accounted for 95%, representing the value of the Company's work in the amount of 15,742,340.33 baht (Including VAT), respectively.
Contract Period	240 days from the date of signing the contract
Work Guarantee	2 years

10) A Contract of employment to change aerial cable system to underground cable to support becoming an ASEAN metropolis on Arun Amarin Road (Khlong Mon – Prajadhipok Road)

Counterparty	Employer: National Telecommunications Public Company Limited (NT) Contractor: PROEN-Telebiz Consortium (PROEN Corp Public Company Limited and PROEN Telebiz Company Limited)
Scope of Service	A project of contract for the changing of aerial cable system to underground cable to support becoming an ASEAN metropolis on Arun Amarin Road (Khlong Mon – Prajadhipok Road)
Contract Value	21,999,579.85 baht (Including VAT), with a proportion of the work value that PROEN is responsible, accounted for 5%, representing the value of the Company's work in the amount of 1,099,978.99 baht (Including VAT) and a proportion of the work value that PROEN Telebiz is responsible, accounted for 95%, representing the value of the Company's work in the amount of 20,899,600.86 baht (Including VAT), respectively.
Contract Period	240 days from the date of signing the contract
Work Guarantee	2 years

11) Contract for improvement of electrical system to underground cable around Prasart Withi Road, Mae Sot District, Tak Province

Counterparty	Employer: The Provincial Electricity Authority and Mae Sot Municipality Contractor: PROEN Consortium (PROEN Corp Public Company Limited and IGEN ENGINEERING Company Limited)
Scope of Service	Project of contract for improvement of electrical system to underground cable around Prasart Withi Road, Mae Sot District, Tak Province
Contract Value	179,800,000.00 baht (Including VAT), with a proportion of the work value that PROEN is responsible, accounted for 49%, representing the value of the Company's work in the amount of 88,101,277.47 baht (Including VAT) and a proportion of the work value that IGEN ENGINEERING Company Limited is responsible, accounted for 51%, representing the value of the Company's work in the amount of 91,698,722.53 baht (Including VAT), respectively.
Contract Period	360 days from the date of signing the contract
Work Guarantee	2 years

12) Project to hire a contractor to install a fiber optic network (Fiber Optic) in the Sam Yan - Banthat Thong - Suan Luang area

Counterparty	Employer: Property Management of Chulalongkorn University Contractor: PROEN
Scope of Service	Project to hire a contractor to install a fiber optic network (Fiber Optic) in the Sam Yan - Banthat Thong - Suan Luang area
Contract Value	8,346,658.03 baht (Including VAT)
Contract Period	23 August 2023 – 18 February 2024
Work Guarantee	2 years

13) Project to hire a contractor to install a fiber optic network (Fiber Optic) in the Sam Yan - Banthat Thong - Suan Luang area

Counterparty	Employer: The Provincial Electricity Authority Contractor: PROEN
Scope of Service	Project to hire a contractor to install a fiber optic network (Fiber Optic) in the Sam Yan - Banthat Thong - Suan Luang area
Contract Value	46,197,999.00 baht (Including VAT)
Contract Period	Finished by 12 April 2024
Work Guarantee	2 years

5.3 Summary of loan agreements with financial institutions

Borrower	Lender	Loan Type	Contract Date	Installment amount and number of installments (million baht/month)	Overdue Loans (million baht) As of December 31, 2023	Total Credit Limit (million baht)	Interest Rate (%)	Collateral	Important Financial Terms
PROEN	KBANK	Loan (Working capital and investment in business)	22 May 2020	0.38 (60-month installments)	14.34	20.00	Installment 1 – 24 : MLR – 0.5% Installment 25 onwards : MLR	- Mr. Kittiphan Sribuaiam is a guarantor for the full amount. - Letter of guarantee of the Thai Small Industry Credit Guarantee Corporation (TCG), with a guarantee amount of 20 million baht	None
		Loan (Pay life insurance premiums)	22 May 2020	0.01 (60-month installments)	0.13	0.43	MLR	- Mr. Kittiphan Sribuaiam is a guarantor for the full amount.	-
		Loan (Pay life insurance premiums)	19 Nov. 2021	0.09 (24-month installments)	0.18	2.05	MLR	- Mr. Kittiphan Sribuaiam is a guaran-tor for the full amount.	None
		OD	27 Jan 2010	Revolving limit	-	2.60	MRR + 1.0%	- The company's fixed deposit account amounted to 2.60 million baht. - Mr. Kittiphan Sribuaiam is a guarantor for the full amount.	None
			23 Dec 2010	Revolving limit		1.70	MRR + 1.0%	- Land mortgage (title deeds 46389) with buildings owned by Mr. Kittiphan Sribuaiam in the amount of 1.70 million baht. - Mr. Kittiphan Sribuaiam is a guarantor for the full amount.	None
			29 Aug 2010	Revolving limit		8.00	Fixed deposit interest + 2.0%	- Fixed deposit account of PROEN in the amount of 8.00 million baht - Mr. Kittiphan Sribuaiam is a guarantor for the full amount.	None

Borrower	Lender	Loan Type	Contract Date	Installment amount and number of installments (million baht/month)	Overdue Loans (million baht) As of December 31, 2023	Total Credit Limit (million baht)	Interest Rate (%)	Collateral	Important Financial Terms
PROEN	KBANK	Short-term loan	29 Oct 2019	Revolving limit	-	64.00	MLR	- Grant the right to receive money under the contract to improve the distribution system of underground cable in the amount of 103,999,988.14 baht - Mr. Kittiphan Sribuaiam is a guarantor for the full amount. - Register a business collateral agreement of the right in the PROEN's fixed deposit account in the amount of 6.69 million baht - Register a business collateral agreement of right of claims that the PROEN has with debtors' rights/accounts receivable.	None
		Short-term loan	29 May 2017	Revolving limit	-	15.00	MLR	- A third land mortgage (title deeds 97756 and 4810) with buildings owned by PROEN in the amount of 6.93 million baht - A second land mortgage (title deeds 46389) with buildings owned by Mr. Kittiphan Sribuaiam in the amount of 3.90 million baht - A third land mortgage (title deeds 59966) with buildings owned by Mr. Kittiphan Sribuaiam in the amount of 4.90 million baht - Mr. Kittiphan Sribuaiam is a guarantor for the full amount.	None
	BBL	OD	17 Dec 2012	Revolving limit	-	0.20	MRR + 2.0%	- Fixed deposit account of the PROEN in the amount of 0.2 million baht.	None
	TTB	Bill of Exchange and Letters of Guarantee (for the project)	8 Nov 2017	Revolving limit	-	200.00 (SNOC asks for a limit of not more than 60.0 million baht)	MLR - 0.75% (General) MLR – 3.00% (AVAL)	- Register a business collateral in the PROEN's savings account in the amount of 60.00 million baht - SNOC guaranteed in the amount of 200.00 million baht - Mr. Kittiphan Sribuaiam guaranteed in the amount of 202.00 million baht Mr. Wisarut Manoonpol guaranteed in the amount of 60.00 million baht - Transfer of Claims of money or authorize the receipt of money under the contract in the project to the bank	None

Borrower	Lender	Loan Type	Contract Date	Installment amount and number of installments (million baht/month)	Overdue Loans (million baht) As of December 31, 2023	Total Credit Limit (million baht)	Interest Rate (%)	Collateral	Important Financial Terms
PROEN	TTB	Long-term loan (pay for life insurance)	16 Dec 2019	0.05 (60-month installments)	0.05	2.00	MLR – 1.50%	- Land mortgage (title deeds 23880 (90992) and 23881 (90993)) with buildings owned by PROEN in the amount of 454.403 million baht - Mortgage on land No. 2, title deed number 5716, owned by Mr. Kittiphan Sribuaiam. - Mr. Kittiphan Sribuaiam and WWH guaranteed credit line in the amount of 218.00 million baht - SNOC guaranteed credit line in the amount of 60.00 million baht and TELEBIZ guaranteed credit line in the amount of 200.00 million baht.	- D/E not more than 2.75 of loan - DSCR not more than 1.50 of loan
		Long-term loan (to pay for the land and an office building construction)	16 Dec 2019	0.23 (72-month installments)	5.19	16.00	MLR – 1.25%	-	
		Bill of Exchange and Letters of Guarantee (for the project)	16 Dec 2019	Revolving limit	52.00	200.00	MLR – 1.25%	-	- D/E not more than 2.75 of loan
		Construction in the Data Center project	9 Nov. 2023	Revolving limit	-	100.00	MLR-2.50%	- Land mortgage No.1-2 (title deeds 23880(90992) and 23881(90993) with buildings owned by PROEN - Mortgage on land No.1-3, title deed number 23977(90990), owned by PROEN - Mr. Kittiphan Sribuaiam and WWH guaranteed credit line in the amount of 100.00 million baht	- DSCR not more than 1.50 of loan
		Construction in the Data Center project	9 Nov. 2023	Revolving limit	-	50.00	MLR-2.50%	- Mortgage on land No.1-2, title deed number 23880(90992) and 23881(90993) owned by PROEN - Mortgage on land No.1-3, title deed number 23977(90990) owned by PROEN - Mr. Kittiphan Sribuaiam and WWH guaranteed credit line in the amount of 50.00 million baht	- D/E not more than 2.75 of loan - DSCR not more than 1.50 of loan

Borrower	Lender	Loan Type	Contract Date	Installment amount and number of install-ments (million baht/month)	Overdue Loans (million baht) As of December 31, 2023	Total Credit Limit (million baht)	Interest Rate (%)	Collateral	Important Finan-cial Terms
PROEN	TTB	Office construction in the Data Center project	9 Nov. 2023	Revolving limit	-	10.00	MLR-2.50%	- Land title deed 4809 owned by PROEN (Not mortgaged yet)	None
		OD / LC / TR / LG / AVAL / export credit / Export Guarantee / Export Bill Purchase	21 Oct. 2015	Revolving limit	-	25.00	MOR+0.0% (for OD)	- Land mortgage (title deeds 5716) with buildings owned by Mr. Kittiphan Sribuaiam in the amount of 35 million baht - Register a business collateral in the PROEN's savings account in the amount of 2.3 million baht - Mr. Kittiphan Sribuaiam is a guarantor for the full amount.	None
		Loan from BOT Assistance Program	9 Nov. 2023	Revolving limit	150.00	150.00	Grace period 1 Year period 1-6 =0% period 7-24=20% period 25 onwards =MLR-2.50%	-Mortgage on land No.3, title deed number 23880(90992) and 23881 (90993) owned by PROEN - Mr. Kittiphan Sribuaiam and WWH guaranteed credit line in the amount of 150.00 million baht	- D/E not more than 2.75 of loan - DSCR not more than 1.50 of loan
		Loan to pay for executives' credit protection life insurance premiums	9 Nov. 2023	Revolving limit	3.34	5.10	MLR-2.50%	- -Mortgage on land No.1-2, title deed number 23880(90992) and 23881 (90993) owned by PROEN - Mortgage on land No.1-3, title deed number 23977(90990) owned by PROEN - Mr. Kittiphan Sribuaiam and WWH guar-anteed credit line in the amount of 5.10 million baht	
PROEN	SCB	OD	15 Nov. 2018	Revolving limit	-	10.00	MOR	- Land mortgage (title deeds 75936) with buildings owned by Mr. Kittiphan Sribuaiam in the amount of 20.00 million baht	None

Borrower	Lender	Loan Type	Contract Date	Installment amount and number of installments (million baht/month)	Overdue Loans (million baht) As of December 31, 2023	Total Credit Limit (million baht)	Interest Rate (%)	Collateral	Important Financial Terms
		TR	15 Nov. 2018	Revolving limit	-	10.00	N/A	-	
PROEN	EXIM	Revolving limit	5 Nov. 2018	Revolving limit	-	25.00	Prime Rate – 1%	- Land mortgage (title deeds 67087) with buildings owned by Mr. Kittiphan Sribuaiam in the amount of 2.30 million baht - Register a business collateral in the PROEN's savings account in the amount of 2.70 million baht	None
	UOB	OD		Revolving limit	-	5.00	MOR-1%	- Company fixed deposit account amount 15%	None
	LH	Short-term loan	14 Dec. 2019	Revolving limit	-	20.00	No more than MRR+6.75%	- Company fixed deposit account amount 15%	None
	MUFG	Loan for customization work Electrical system work in the building	11 Sep. 2020	0.19 (60-month installments)	3.64	9.76	N/A	- Mr. Kittiphan Sribuaiam is a guarantor for the full amount.	None
			2 July 2020	0.05 (60-month installments)	0.85	2.50	N/A	- Mr. Kittiphan Sribuaiam is a guarantor for the full amount.	None
			5 June 2020	0.07 (60-month installments)	1.12	3.44	N/A	- Mr. Kittiphan Sribuaiam is a guarantor for the full amount.	None
		Loan for customization work Electrical system work in the building	8 Jan. 2022	0.10 (60-month installments)	3.28	5.11	N/A	- Mr. Kittiphan Sribuaiam is a guarantor for the full amount.	None

Borrower	Lender	Loan Type	Contract Date	Installment amount and number of install-ments (million baht/month)	Overdue Loans (million baht) As of December 31, 2023	Total Credit Limit (million baht)	Interest Rate (%)	Collateral	Important Finan-cial Terms
			7 Feb. 2022	0.05 (60-month installments)	1.50	2.28	N/A	- Mr. Kittiphan Sribuaiam is a guarantor for the full amount.	None
TELE-BIZ	KBANK	Loan (working capital and investment in business)	10 Apr. 2020	0.16 (36-month installments)	2.40	5.40	First 2 years: 2% After 2 years : MRR+2%	-Letter of guarantee of the Thai Small Industry Credit Guaran-tee Corporation (TCG), in the amount of 5.40 million baht -Mr. Kittiphan Sribuaiam is a guarantor for the full amount.	None
		Loan (working capital and investment in business)	4 Oct. 2023	0.03 (36-month installments)	0.98	1.03	MLR	- PROEN and Mr. Kittiphan Sribuaiam is a guarantor for the full amount.	None
	TMB	OD	16 Dec 2019	Revolving limit	2.28	5.00	MOR – 0.5%	- Mr. Kittiphan Sribuaiam, WWH, PROEN are guarantors for the full amount. - A second land mortgage (title deeds 90992 and 90993) with buildings owned by Mr. Kittiphan Sribuaiam in the amount of 5 million baht - A second and third land mortgage (title deeds 5716) with buildings owned by Mr. Kittiphan Sribuaiam	None
Total					241.28	966.60			

5.4 Summary of Lease Agreement

Lessee	Lessor	Loan Type	Contract Date	Rental Fee	Unpaid Rent (million baht) As of December 31, 2023	Collateral	Other Conditions
PROEN	BENZ	2 car leasing	27 Aug 2019	61-month installment 45,736 baht/car	2.93	Mr. Kittiphan Sribuaiam guaranteed in the amount of 2.90 million baht	The right to purchase the land lease when the lease is terminated has a price of 1.20 million baht.
PROEN	PORSCHE	1 car leasing	17 Jan 2022	48-month installment 135,846 baht/ car	3.11	Mr. Kittiphan Sribuaiam guaranteed in the amount of 6.52 million baht	None
SNOC	TESLA	1 car leasing	18 Jan 2017	60-month installment 36,000 baht/car	1.88	Mr. Kittiphan Sribuaiam guaranteed in the amount of 2.05 million baht	None
Total					**7.92**		

MUFG refers to Bangkok Mitsubishi UFJ Lease Company Limited

BENZ refers to Mercedes-Benz Leasing (Thailand) Company Limited

PORSCHE refers to TMBTHANACHART BANK Leasing Company Limited "owner"

6. Business License

6.1 Telecom License Type One No. TEL/2548/005

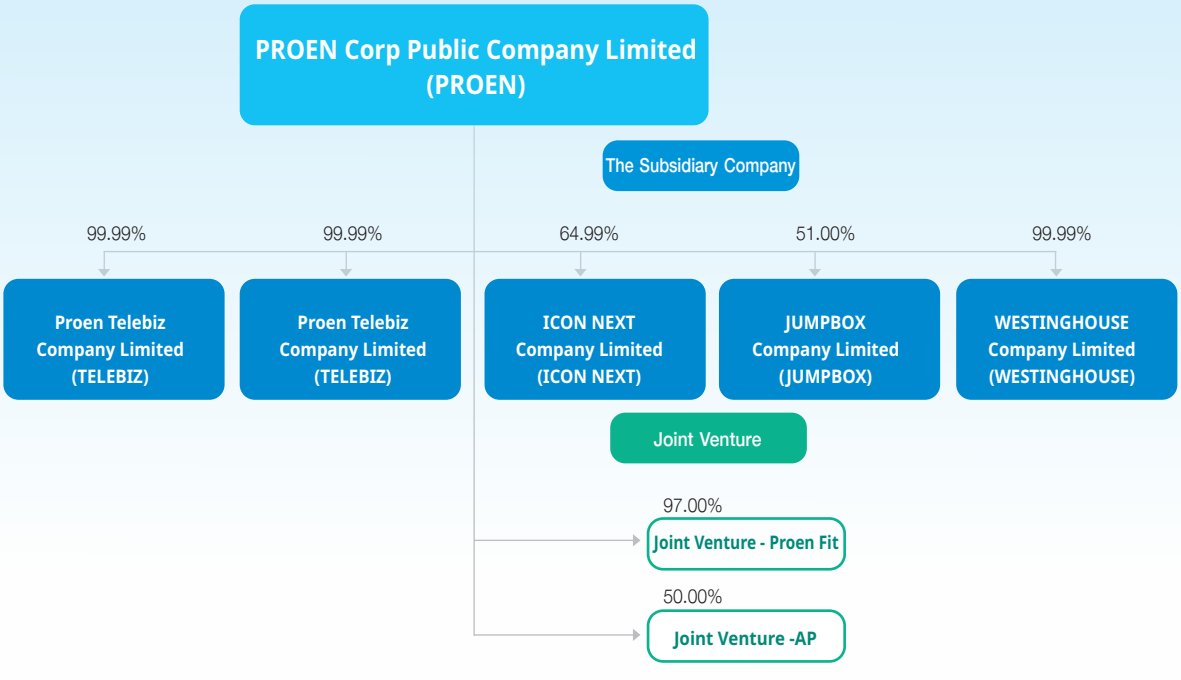
Licensor	Office of The National Broadcasting and Telecommunication Commission (NBTC office)
Licensee	PROEN Corp Public Company Limited
Duration of License	5-year time limit starting from 22 June 2020 - 22 June 2025
Characteristics of Service	The licensee can provide services under the scope of telecommunication service type one, general public without their own network, (lease for use through telecommunication networks of other service providers) by providing internet services directly to End User, which provides the services as follow: 1. Narrowband Internet (Dial-Up Modem) by connecting internet through Public Switched Telephone Network (PSTN). 2. Broadband Internet (Dial-Up Modem) by connecting the internet through Integrated Services Digital Network (ISDN). 3. ADSL Internet service (ADSL Modem) by connecting the internet through Public Switched Telephone Network (PSTN) 4. Internet service (Leased Line) 5. WiFi internet service 6. Internet service through spectrum network, i.e. cellular network and basic telecommunications network used outside the premises of PCT in the form of Mobility (Mobility) 7. Voice over Internet Protocol or Inter-net telephony 8. Other services include Web Hosting, Mail Hosting, Dedicated Server, Co-Location and Backup Server Note: PROEN provides services in items 4, 5 and 8.
Service Area	Throughout Thailand
Annual Fee	The rate of 0.3 percent of the revenue from telecommunication business is referred to the announcement of the NBTC regarding the telecommunication business license (Type 2), dated December 21, 2017, the license fee must be paid within 150 days counting from the end of the accounting period.
License Terms	• The licensee must have the qualifications as specified in the Telecommunications Business Act B.E. 2544 (2001) and as amended, including the rules, regulations, announcements, orders or measures specified by the National Broadcasting and Telecommunications Commission throughout the period of telecommunication services. • The licensee shall determine the same fees and charges for the same nature or type of service. However, it must treat the service users, licensees or other telecommunication operators on the basis of fairness, no discrimination, no impediment or no exclusion of free competition. • Determining and changing the rates of fees or service charges shall be in accordance with the Notification of the Commission regarding the rates of service charges and the pre-collection of telecommunication services and any relevant rules, regulations, announcements, orders, requirements or rules specified by the Commission.

7. Investment Policy in Subsidiaries and Associated Companies

PROEN has a policy to invest in companies that have the same business objectives as the PROEN's core business or similar businesses or businesses supporting the PROEN's business, namely 1) ICT: Information Communication and Technology business and provides information technology services for data centers, and ISP: Internet Service Providers and Cloud Service, and 2) construction business, telecommunication business, and infrastructure business that will cause the company to have more operating results or profits or investing in Synergy to the Company by being able to support the Company's core business to be more comprehensive in order to increase the Company's competitiveness. The Board of Directors may consider investing in other businesses other than the Company's core business or other businesses of the Company if the Board of Directors deems that such business is a business with potential and such investment is beneficial to the Company and shareholders as a whole

1.3. Shareholding structure of the Group

The ratio of shareholding and the ratio of voting rights of the Group as of 31 December, 2023 are as follows:



1.3.1 Characteristics of operation of the Company, subsidiary, joint venture and Consortium

1) PROEN Corp Public Company Limited

Company name	PROEN Corp Public Company Limited
Date of establishment	3 October, 1997
The company's registration number	0107562000246
Business	Provide internet data center and additional service, internet service, cloud service that client can be able to choose software and computer resources with network administrators, internet security service, sale of IT equipment, and provide infrastructure construction service
Head Office	72 NT Bangrak Building 4th, 18th FL., Charoen Krung Road, Bangrak, Bangrak Bangkok 10500
Branch Office	11/80 Pracha Uthit 8 Pracha Uthit Rd. Huai Khwang Bangkok 10310
Website	www.proen.co.th
Telephone	+66 (2) 639 7888, +66 (2) 690 3888
Fax	+66 (2) 639 7892, +66 (2) 691 1898
Authorized Capital	237,000,000 Baht (as of 31 December 2023)
Paid-up Capital	173,158,750 Baht (as of 31 December 2023)
Listed Share and Paid-up Stock	346,317,500 Shares (as of 31 December 2023)

2) Secure Network Operation Center Company Limited (SNOC)

Date of establishment	:	29 March, 2013
Location	:	11/80 Soi Pracha Uthit 8 , Pracha Uthit Road, Huai Khwang Subdistrict, Huai Khwang District, Bangkok 10310
Corporate registration number : 0105556056217		
Telephone	:	+66 (2) 690 3999
Fax	:	+66 (2) 690 3999
Website	:	www.snoc.co.th
Registered capital	:	3,000,000 baht
paid-up capital	:	3,000,000 baht
Par Value	:	100 Baht
Status related to the Company	:	Subsidiary
Characteristics of business	:	Providing security service through the internet (DDoS) and selling related telecommunication devices
Ratio of shareholding	:	PROEN Corp Public Company Limited holds shares for 99.99 percent 2 minor shareholders hold shares for 00.01 percent

Important financial information

Unit : Baht	Separate financial statements		
	31 Dec. 2023	31 Dec. 2022	31 Dec. 2021
total assets	17,962,825	13,809,563	10,563,121
total liabilities	3,898,204	2,746,178	1,773,429
Equity	14,064,621	11,063,385	8,789,692
total income	18,859,552	19,116,460	7,037,587
net profit	3,001,236	2,273,693	117,132
Earnings per share (Baht)	100.04	113.68	5.86
Debt to Equity Ratio (times)	0.28	0.25	0.20

3) Proen Telebiz Company Limited (TELEBIZ)

Date of establishment	:	28 March, 2018
Location	:	11/80 Soi Pracha Uthit 8, Pracha Uthit Road, Huai Khwang Subdistrict, Huai Khwang District, Bangkok 10310
Corporate registration number	:	0105561057404
Registered capital	:	60,000,000 baht
paid-up capital	:	60,000,000 baht
Par Value	:	100 Baht
Status related to the Company	:	Subsidiary
Characteristics of business	:	Conducting business of basic telecommunication construction contract
Ratio of shareholding	:	PROEN Corp Public Company Limited holds shares for 99.99 percent 2 minor shareholders hold shares for 00.01 percent

Important financial information

Unit : Baht	Separate financial statements		
	31 Dec. 2023	31 Dec. 2022	31 Dec. 2021
total assets	267,077,426	132,441,074	52,651,478
total liabilities	243,312,334	166,395,536	94,007,101
Equity	23,765,092	(33,954,462)	(41,355,623)
total income	181,937,596	67,436,721	6,483,840
net profit	8,041,714	7,018,936	(8,094,898)
Earnings per share (Baht)	13.40	70.19	(80.95)
Debt to Equity Ratio (times)	10.24	(4.90)	(2.27)

4) ICON NEXT Company Limited (ICON NEXT)

Date of establishment	:	23 August, 2022
Location	:	Building 6 Floor 2, 89/2 Chaengwattana Road, Thungsonghong, Laksi, Bangkok 10210
Corporate registration number	:	0105565136295
Telephone	:	+66 61 917 8978
Registered capital	:	10,000,000 baht
paid-up capital	:	2,500,000 baht
Par Value	:	100 Baht
Status related to the Company	:	Subsidiary
Characteristics of business	:	Principally engages in Main business is providing and consulting for maintenance service agreement for applications software and providing full scale network operation center and security operation center.
Ratio of shareholding	:	PROEN Corp Public Company Limited holds shares for 64.999 percent 4 minor shareholders hold shares for 35.001 percent

Important financial information

Unit : Baht	Separate financial statements	
	31 Dec. 2023	31 Dec. 2022
total assets	30,836,946	5,207,034
total liabilities	27,949,636	3,201,811
Equity	2,887,310	2,005,223
total income	72,833,793	3,371,901
net profit	882,087	(494,777)
Earnings per share (Baht)	35.28	(19.79)
Debt to Equity Ratio (times)	9.68	1.60

5) JUMPBOX Company Limited (JUMPBOX)

Date of establishment	:	30 May 2023
Location	:	11/80, Soi Wisut Niwet 2, (Pracha Uthit 8) Huai Khwang Sub-District Huai Khwang District Bangkok 10310
Corporate registration number	:	0105566107361
Registered capital	:	4,000,000 baht
paid-up capital	:	1,000,000 baht
Par Value	:	100 Baht
Status related to the Company	:	Subsidiary
Characteristics of business	:	Principally engages in providing service about training, teaching, consulting, and giving advice on teaching and learning about computers and technology in all kinds of information.
Ratio of shareholding	:	PROEN Corp Public Company Limited holds shares for 51.00 percent 4 minor shareholders hold shares for 49.00 percent

Important financial information

Unit : Baht	Separate financial statements
	31 Dec. 2023
total assets	2,065,460
total liabilities	515,886
Equity	1,549,574
total income	3,359,040
net profit	549,574
Earnings per share (Baht)	54.96
Debt to Equity Ratio (times)	0.33

6) WESTINGHOUSE Company Limited (WESTINGHOUSE)

Date of establishment	:	20 November 2023
Location	:	11/80, Soi Wisut Niwet 2, (Pracha Uthit 8) Huai Khwang Sub-District Huai Khwang District Bangkok 10310
Corporate registration number	:	0105566221555
Registered capital	:	3,000,000 baht
paid-up capital	:	3,000,000 baht
Par Value	:	100 Baht
Status related to the Company	:	Subsidiary
Characteristics of business	:	Principally engages in Main business is renting, buying and selling machinery. and other equipment of all kinds.
Ratio of shareholding	:	PROEN Corp Public Company Limited holds shares for 99.993 percent 2 minor shareholders hold shares for 0.006 percent

Important financial information

Unit : Baht	Separate financial statements
	31 Dec. 2023
total assets	3,050,000
total liabilities	37,000
Equity	3,013,000
total income	50,000
net profit	13,000
Earnings per share (Baht)	0.43
Debt to Equity Ratio (times)	0.01

7) Joint Venture - Proen Fit

Date of establishment	:	11 January, 2019
Location	:	11/80 Soi Pracha Uthit 8, Pracha Uthit Road, Huai Khwang Subdistrict, Huai Khwang District, Bangkok 10310
Corporate registration number	:	0993000409388
Registered capital	:	-No registered capital-
Status related to the Company	:	Joint venture
Characteristics of business	:	To provide rental service to use internet network and to design installation site for the MCOT Public Company Limited for 3 years as from 1 April, 2019 to 31 March, 2022.
Ratio of shareholding	:	PROEN Corp Public Company Limited holds responsibility for 97 % : Fit Telecom Company Limited holds responsibility for 3 %

Important financial information

Unit : Baht	Separate financial statements		
	31 Dec. 20 2023	31 Dec. 2022	31 Dec. 2021
total assets	398,124	721,416	5,728,856
total liabilities	13,000	87,751	5,251,432
Equity	385,124	633,665	477,424
total income	88	4,744,339	7,965,734
net profit	(248,541)	156,241	173,979
Earnings per share (Baht)	N/A	N/A	N/A
Debt to Equity Ratio (times)	0.03	0.14	10.99

8) Joint Venture -AP

Date of establishment	:	22 September 2023
Location	:	89 Cosmo Offcice Park, 5G/5H Floor, Popular Road, Tambol Banmai, Amphur Pakkred, Nonthaburi 11120
Corporate registration number	:	0993000494083
Registered capital	:	-No registered capital-
Status related to the Company	:	Joint venture
Characteristics of business	:	Participate in bidding and carry out various projects of the public and private sectors
Ratio of shareholding	:	PROEN Corp Public Company Limited has an investment proportion for 50% : Pattaya AI Terminal Company Limited has an investment proportion for 50%
Important financial information	:	- None -

9) PROEN - WRC Consortium

Date of establishment	:	11 October, 2021
Location	:	11/80 Soi Pracha Uthit 8, Pracha Uthit Road, Huai Khwang Subdistrict, Huai Khwang District, Bangkok 10310
Registered capita	:	-No registered capital-
Status related to the Company	:	Consortium
Characteristics of business	:	To work under the Project on changing the aerial cable system to be underground cable to be prepared for being metropolis of ASEAN, Northern Green Line Metro Project (Phahonyothin Road and Lad Phrao Road)
Ratio of shareholding	:	PROEN Corp Public Company Limited and W.R.C. Electric and Communication Company Limited share responsibility equally, which is 50 percent
important financial information	:	- None -

10) PROEN and Total Consortium

Date of establishment	:	22 November, 2022
Location	:	11/80 Soi Pracha Uthit 8, Pracha Uthit Road, Huai Khwang Subdistrict, Huai Khwang District, Bangkok 10310
Registered capita	:	-No registered capital-
Status related to the Company	:	Consortium
Characteristics of business	:	To work under the Project on
Ratio of shareholding	:	PROEN Corp Public Company Limited holds responsibility for 70 % Total Innology Company Limited holds responsibility for 30 %
important financial information	:	- None -

1.3.2 Relationship with Business Group of the major shareholders

-None-

1.3.3 Information related to the securities and shareholders

1. Company's securities

1.1 Common Stock

As of December 31, 2023, the Company's registered up capital are paid as follows -:

Registered capital 237,000,000 baht and Paid-up capital 173,158,750 baht divided into 346,317,500 shares with a par value of 0.50 baht.

1.2 Preferred shares

-None-

2. Outstanding debt, bills of exchange and bond

As of December 31, 2023, the Company has no outstanding Bill of Exchange: B/E

3. Shareholders

3.1 List of Major Shareholders

The list of the top 10 shareholders of the Company as of December 31, 2023 as follows:

	Name/group of shareholders	% Shares	
1	Mr. Kittipan Sri-bua-iam		53,107,800
	Wealth Water House Co., Ltd. a)	95,170,000	27.481
	Total kittipan group	**148,277,800**	**42.816**
2	Thai NVDR Company Limited b)		19,936,705
3	Mrs. Manothip Chakkawantham		9,095,200
4	Miss Ketkan Tokaranyaset		8,869,000
5	Mr. Sanga Kangwan		7,923,800
6	Mr. Naris Ratyiam		6,722,300
7	Mr. Suwat Jaikham		5,050,000
8	Mr. Kriangkan Phiphatsombat		5,046,800
9	Mr. Phongsakorn Chanasomboon		4,792,000
10	Mrs. Prakaimas Hengsuvanich		4,784,900
	Total shares	**220,498,505**	**63.670**

Minor shareholders, 4,473 shareholders, representing 36.330%, There are 4,472 shareholders of Thai nationality and 1 shareholder of foreign nationality.

Remarks

a) Mr. Kittipan Sri-bua-iam, Mrs. Punsaya Papakornpisit and Mrs. Phenthip Sri-bua-lam hold shares in Wealth Water House Company Limited for 99,998 shares, one share and one share, respectively, equal to the shareholding ratio of 100 %, 0 %, and 0 %, respectively.

b) Thai NVDR Co., Ltd. is an issuer of Non-Voting Depository Receipt (NVDR) registered as securities in the Stock Exchange of Thailand. Investors holding NVDR will receive dividends as if shareholders of listed companies, but will not have the right to vote at the shareholders' meeting. The details Thai NVDR investors can be found at www.set.co.th

3.2 Agreements between major shareholders that affect the issuance and offering for sale of securities or the management of the Company and the importance to the operation

-None-

1.3.4 Report on changes in securities held by directors and executives

Directors and executives have duty to report on the securities held by them, their couples or those who live as husband and wife with them, and their underage children, as well as the juristic person where such persons hold shares for more than 30 % of all voting rights of the juristic person, within 30 days as from the day when being appointed as directors and executives. Whenever there is a change in holding such securities, the report must be made to the SEC within 3 working days.

In the Committee Meeting, the Company shall report on the holding of securities, change in holding securities regularly every time. In conclusion, the holding of ordinary shares of PROEN and The Warrants to Purchase Ordinary Shares of PROEN Corp Public Company Limited No.1 (PROEN-W1) are as follows:

	Name	PROEN As of 31 Dec 2022		PROEN As at 31 Dec 2023		Changing Remarks
		Shares	%	Shares	%	
	Committees					
1	Mr. Sathit Puttachaiyong	159,200	0.050	159,200	0.046	
	Spouses and immature child	--	--	--	--	
2	Mr. Panya Boonyapiwat	--	--	--	--	
	Spouses and immature child	--	--	--	--	
3	Mrs. Panarat Panmanee	158,700	0.050	158,700	0.046	
	Spouses and immature child	--	--	--	--	
4	Mr. Parnai Kungwalrut	153,700	0.049	--	--	Sell
	Spouses and immature child	--	--	--	--	
5	Mr. Kittipan Sri-bua-iam	67,745,700	21.439	53,107,800	15.335	Buy and Sell
	Wealth Water House Co., Ltd. a)	88,180,000	27.905	95,170,000	27.481	
	Spouses and immature child	--	--	--	--	
6	Mr. Naris Ratyiam	7,592,300	2.403	6,722,300	1.941	Buy and Sell
	Spouses and immature child	--	--	--	--	
7	Mr. Somkiat Yubanphaeo	250,000	0.079	925,000	0.267	Buy and Sell
	Spouses and immature child	--	--	--	--	
8	Mr. Chaiyooth Srijabok	80,000	0.025	--	--	Sell
	Spouses and immature child	--	--	--	--	
	Executive Director and Executive					
9	Mr. Nititorn Deeumpai	1,000	0.0003	26,000	0.008	Buy
	Spouses and immature child	--	--	--	--	
10	Mr. Surasak Kongjantra	--	--	--	--	
	Spouses and immature child	--	--	--	--	
11	Mr. Visrut Manunpon	1,358,700	0.430	2,403,700	0.694	Buy and Sell
	Spouses and immature child	--	--	--	--	
12	Mrs. Punsaya Paprakornpisit	325,600	0.103	1,361,300	0.393	Buy and Sell
	Spouses and immature child	--	--	--	--	
13	Miss. Sasirada Suphawong	1,200	0.0004	500	0.0001	Buy and Sell
	Spouses and immature child	--	--	--	--	

Note a) Individuals holding shares in a juristic person exceeding 30 percent of the total voting rights

	Name	PROEN-W1 As of 31 Dec 2022		PROEN-W1 As at 8 Nov 2023		Changing Remarks
		Shares	%	Shares	%	
	Committees					
1	Mr. Sathit Puttachaiyong	79,600	0.050	79,600	0.06	
	Spouses and immature child	--	--	--	--	
2	Mr. Panya Boonyapiwat					
	Spouses and immature child					
3	Mrs. Panarat Panmanee	79,350	0.050	79,350	0.060	
	Spouses and immature child	--	--	--	--	
4	Mr. Parnai Kungwalrut	76,850	0.049	--	--	Sell
	Spouses and immature child	--	--	--	--	
5	Mr. Kittipan Sri-bua-iam	43,962,850	27.855	34,282,850	26.886	Exercise warrant/sell
	Wealth Water House Co., Ltd. a)	6,000,000	3.802	--	--	Exercise warrant/sell
	Spouses and immature child	--	--	--	--	
6	Mr. Naris Ratyiam	3,996,150	2.532	3,996,150	3.134	
	Spouses and immature child	--	--	--	--	
7	Mr. Somkiat Yubanphaeo	45,000	0.029	45,000	0.035	
	Spouses and immature child	--	--	--	--	
8	Mr. Chaiyooth Srijabok	10,000	0.006	--	--	
	Spouses and immature child	--	--	--	--	
	Executive Director and Executive					
9	Mr. Nititorn Deeumpai	500	0.0003	500	0.0004	
	Spouses and immature child	--	--	--	--	
10	Mr. Surasak Kongjantra	--	--	--	--	
	Spouses and immature child	--	--	--	--	
11	Mr. Visrut Manunpon	50	0.000	50	0.0004	
	Spouses and immature child	--	--			
12	Mrs. Punsaya Paprakornpisit	30,000	0.019	--	--	Sell
	Spouses and immature child	--	--	--	--	
13	Miss. Sasirada Suphawong	600	0.0004	600	0.0005	
	Spouses and immature child	--	--	--	--	

1.3.5 The issuance of other securities

1 The Warrants to Purchase Ordinary Shares of PROEN Corp Public Company Limited No.1 (PROEN-W1)

PROEN-W1 or Warrant(s)	:	The Warrants to Purchase Ordinary Shares of PROEN Corp Public Company Limited No.1 (PROEN-W1) which are entered in the named certificate and transferable
Allocation methods	:	The Company will allocate the PROEN-W1 Warrants in an amount not exceeding 158,000,000 units to the existing shareholders in proportion to their respective shareholdings without allocating them to the shareholders that would make the Company have duties under law of other jurisdiction, namely: 1) United States of America 2) Canada 3) Malaysia 4) Japan 5) South Korea 6) China 7) Laos.
Listed Warrants	:	157,827,272 Units
Offering price	:	Baht 0 per unit (zero baht)
Exercise price	:	Baht 3.60 per share
Term of the PROEN-W1	:	1 year and 10 months from the issuance date of the PROEN-W1
Issuance Date	:	May 23, 2022
First Trade Date	:	May 31, 2022
Last Exercise Date	:	March 22, 2024

1st exercise on December 29, 2022

Number of exercised warrant	:	947,150 units
Number of remaining warrants	:	156,880,122 units

2nt exercise on September 30, 2023

Number of exercised warrant	:	29,370,350 units
Number of remaining warrants	:	127,509,772 units

3rd exercise on December 28, 2023

Number of exercised warrant	:	0 units
Number of remaining warrants	:	127,509,772 units

2 Bond

As of December 31, 2023, the Company has Name-Registered, Unsubordinated, and Unsecured Bonds with Bondholders' Representative with a tenor of 2 years, 6.5% fixed interest rate per annum, interest payment every 3 months throughout the bond's tenor, the face value of Baht 1,000 per unit, the offering price of Baht 1,000 per unit, 500,000 units issuing amount, Total value is 500 million baht, and the redemption date is March 30, 2024, details are as follows:

Bond	Issue size (million baht)	Interest Rates (% per year)	Bond tenor (Years)	Issue date	Maturity date
PROEN243A	500	6.50	2	March 30, 2022	March 30, 2024

Remark : The company has not assessed the credit rating

1.3.6 Dividend payment policy

The Company and its subsidiaries have policy to pay dividend of not less than 40 % of the net profit according to the Separate Financial Statement of the Company and the subsidiaries after deducting corporate income tax and legal reserve allocation. The Board of Director shall consider the payment of dividend by taking benefits of the shareholders into much consideration such as the maintaining money for investment in the future or for repaying the loan, or to be as the current capital within the Company. In making annual dividend payment of the Company, the approval must be granted from the shareholders' meeting.

However, in 2023, the Company has a net profit as the Separate financial statements in the amount of 5.09 baht, which the Board of Directors resolved to propose to the Annual General Meeting of Shareholders on April 25, 2024, to approve the refrain of the dividend payment in respect of the Company's operating results for the year 2023.

History of dividend payment compared with the net profit (Only of the Company) 2019 - 2023

Year	Basic Earnings Per Share (Baht/Share)	Dividend Interim / Annual (Baht/Share)	Dividend the net profit as the separate financial statements after deducting the allocation of legal reserve. (%)
2019	0.18	0.1000	63.60%
2020	0.19	0.0910	69.16%
2021	0.13	0.0667	60.02%
2022	0.18	0.1200	71.50%
2023	0.02	N/A	N/A

PROEN Corp
Public Company Limited

2





Risk Management

Recognizing the importance of risk management in affecting sustainable business operation, the Company thus formulates policies, controls activities, follows up, analyzes the risk factors, and recognizes the importance of the risk topics in setting the Company's strategy, to be appropriate for changes in the environment, economy, society, and technology, both external and internal. This is done in order to assess all aspects of risk management in order for it to be appropriate and consistent with the policies and strategies of the Company, to achieve efficiency and effectiveness according to the Company's objectives along with improving the knowledge and competency of executives and employees, to have an understanding in risk management and put into practice to achieve efficiency and effectiveness according to objectives. These different risk factors may have a significant impact on the future performance of the Company.

2.1 Policy and Risk Management

The Company has set a policy and risk management for everyone in the Company to be part of risk management activities. Give importance to risk in strategy formulation, business planning, project operation, implementation in each department, monitoring, evaluating, give opinions to improve in any activities. The Company has set up a working group for risk management, there are senior management collaborates with practitioners in risk management, provides training, and risk management manual, to educate the executives and employees to understand, implement, and determine to review, improve the management policy to accommodate changes in situations that may affect the Company's business operations.

2.2 Risk in Company's business operation

The Company operates as an IT infrastructure provider, infrastructure projects as construction contracts and new s-curve business, by setting guidelines for the distribution of revenue recognition proportionally, from sales, services, projects according to construction contracts and new s-curve business, the proportion is approximately 30:30:30:10, respectively, in order to manage the risk of recognizing revenue from the source of the business group. There are significant risks as follows:

(1) Strategic Risk

The Company operates in the technology business and infrastructure projects according to construction contracts. The Company has a strategic plan which gives importance to changes in technology, develop existing services and develop products to support the behavior of users in the future. Also, including complying with laws, rules, regulations, and controls related to the Company's business operations. It is necessary to invest in new business (New S-curve) in case the development of new technology will occur to disrupt the existing business, causing the Company able to develop and change to keep up with future technology.

However, considering the Company's investment decision, there is procedures to consider, hiring independent consultants with specific expertise to study information, give opinions, analyze financial factors, marketing, and change in technology and benefits from investment. Through the approval according to the operational authority along with considering the personnel management structure to be consistent with the Company's culture.

(2) Risk from irregular income

In addition to income from the ICT services, which is a regular income of the Company that has growth consistent with the expansion of the customers, the income growth of the Company also depends on the ability and the opportunity in accepting new work projects, both ICT projects and construction projects. These work projects are the reasons for causing irregularity of the Company's income. The Company will aim to accept new ICT and construction projects on a regular basis in order to reduce its impact in causing irregularity of income as much as possible. In 2022-2023, the Company invested in 3 subsidiaries: Icon Next Co., Ltd., Jumpbox Co., Ltd. and Westinghouse Co., Ltd. And the Company invested with Gateway Service Co., Ltd. and AP Joint Venture in order to expand the business and diversify risks of new business operation and increase steady income from the investment.

Risk Reduction Approach

The Company has set the policy to distribute income from the ICT service business, the infrastructure business according to construction contracts, and new investment businesses by distributing the income proportion into 4 parts, income from sales, services, projects, and new s-curve businesses in the proportion of 30:30:30:10 to reduce the risk from irregular income in relying on income from any one group and study investment in new businesses that provides returns in the form of regular income to strengthen the income structure of the Company that is sustainable in the future and expand its income from the new income base, which will enable the Company to achieve long-term sustainable growth.

(3) Risk from Reliance on a Major Customer

The Garena company group is a major customer of the Company. During 2020–2022, income from the said customer group accounted for 41%, 51%, and 29% of the total income, respectively. The Garena company's customer group consists of 1) Garena Online (Thailand) Co., Ltd.; 2) Shopeepay (Thailand) Co., Ltd.; 3) Shopee Express (Thailand) Co., Ltd.; 4) Shopee (Thailand) Co., Ltd.; 5) Unicorn (Thailand) Co., Ltd.; 6) Food Services Co., Ltd.; and 7) Scommerce (Thailand) Co., Ltd. The said incomes are from the sale distribution of information technology equipment, Internet Data Center (IDC) service, and other related services. The main services provided by the Company are co-location, internet service. The Company has renewed a contract with Garena Online (Thailand) Co., Ltd. to provide the Data Center service for a period of 5 years, which will expire in July 2027.

Major Customer for Internet Data Center (IDC) as of 31 December 2023

Major Shareholder Top 5	Customer Group
Garena Online (Thailand) Co., Ltd.	Garena Group
Shopee (Thailand) Co., Ltd.	Garena Group
Shopeepay (Thailand) Co., Ltd.	Garena Group
Samart Infonet Co., Ltd.	Private Sector
True Internet Corporation Co., Ltd.	Private Sector

There is a very low risk that the Garena group will discontinue the service after the contract has expired because good relations have been established between the two companies for more than 10 years. In the past, the Company did not have a long-term contract with the Garena group, but the Garena group still continued to use the Internet Data Center

(IDC) service and other related services of the Company. In addition, the Garena group always purchase information technology equipment from the Company. The Company also provides a "24 hours a day, 7 days a week" technical assistance service team, prepares back-up equipment for replacement when there is a problem, prepares sufficient service area in the IDC, and has the ability to support the business expansion of the Garena company group in the future.

Risk Reduction Approach

The Company has an approach to reduce risks created from being reliant on the Garena group by aiming to increase the proportion of income from other customers that are not from the Garena group and new acquisitions (Merger & Acquisition: M&A) in Technology to expand the business and increase the recurring income, starting to operate construction business for telecommunication and infrastructure services, and planning to develop the market and products, as well as developing work projects in order to have new projects continuously.

(4) Risk from the case that NT does not renew the lease contract of IDC center area at the NT Bangrak Building

The Company has signed a short-term lease contract with the National Telecom Public Company Limited in leasing the area of the 4th floor and 18th floor of the NT Bangrak Building, totaling 2,085 square meters, for three years. This area is used as the sole location for IDC center of the Company. The business providing IDC center service is a main service of the Company, in which the said income in 2023 accounts for 71.13 of the total income. If the Company is not able to renew the said lease contract or there is an adjustment in the lease rate and higher service fee, this will result in a decline of the Company's net profit.

Risk Reduction Approach

The Company is building a new IDC center in order to reduce the aforementioned risk. On January 30, 2022, the Company conducted a groundbreaking ceremony and plied the first foundation pile on August 10, 2022, and the main pillar lifting ceremony was held on January 31, 2023. for the construction of the IDC center building and the new office. At the beginning of November 2023, the construction progress was 93.26%, and electrical and mechanical systems were 86% as scheduled. The new IDC building is on the land plot with area of 1 rai 347 square wah (2,988 square meters), which is located at Soi Srinakarin 8. Executives expect the new IDC center to be completed by the Quarter 2/2024. There is very low probability of risk that NT Bangrak Building will not renew the lease contract with the Company as the Company has signed the contract with CAT since 2005 and has always received good support in renewing the contract.

(5) Risk from Changes in Rules and Regulations of NT Bangrak Building or Government Policy

The telecommunication business is under the supervision of National Broadcasting and Telecommunication Commission, which is an independent organization. Therefore, any new policy issued or changes in the rules and regulations by NT Bangrak Building may have significant effects on the performance of telecommunication entrepreneurs, such as free competition policy, fees and services policy, and customer protection policy. However, the Company recognizes the importance of education and closely follows up on changes of related rules and regulations in order to be able to adjust its operation plan appropriately and in a timely manner.

(6) Risk from Changes of Technology

The Company is dependent on the internet service business, which is highly competitive and has major competitors with potential. In the income structure of 2022, the internet service income of the Company accounted for 2.63% of the total income. In the income structure of 2021, the internet service income of the Company accounted for 5.16% of the total income, which is a decline from the previous year's income. This is because the internet service contract with a government agency has expired and there were problems with conditions in renewing the contract. Therefore, the Company has uncertainty in earning income, which may arise from matters in the future such as expiration of some contracts or if there is a reduction in the volume of online movie and television services or if the Company cannot progress with new technology, or the effect of competition on the profit making of the Company's main business.

Risk Reduction Approach

The Company created business development in order to analyze the directions of technology changes, as well as studying and developing new products in order to support future needs of the customers. However, there are differences of the customer groups of the IDC center service and the Cloud service. The customer group which needs the Cloud service is a customer group that has just started the business, aims mainly on low data storage, and does not want to invest in the purchase of hardware and software as its own assets in order to reduce its operation cost. However, the customer group of the IDC center service is a customer group that needs high volumes of data storage.

(7) Risk from receiving delayed payments

Most of the company's trade receivables Being a project debtor the company recognizes income according to the stage of completion of the work. This may cause the company to recognize income. higher than the actual work installments received Because billing must go through testing and acceptance of work, it causes uncollected construction debtors to be high. In addition, the main customer group of the company has a lot of approval processes and a number of related persons, therefore causing a delay in receiving payment.

To prevent this kind of incident from happening again in the future, the company has improved the debt repayment tracking process. By providing coordination between the finance department and the sales department to closely monitor debt repayment.

(8) Risk from cyber threats and personal data protection

The Company recognized the importance of the Internet Data Center's infrastructure, Information technology system, and cyber threat protection to ensure IDC's service stability and security of customer information systems. The Company has appointed a working group for personal data protection and cyber threats protection, which is responsible for setting policies, monitoring, and inspecting working processes, to prevent threats and follow the Personal Data Protection Act (PDPA) under the supervision of the Executive Committee and regularly report to the Audit Committee, Board of Directors.

(9) Risk from Reliance on Government Project

The principal project owners of the Company group's current construction work are government agencies. The Company group has sub-contracted work from other private companies, who are main contractors of the projects, such as the project of 115 kV power transmission system construction at Tha Sae Station and Pathiu Station, Chumphon province and the project of electric power distribution system maintenance and internal communication system improvement at Sanam Chandra Palace Campus, phase 2. The Company group thus relies on government work projects. Even though the present expansion of construction business is based mostly on government work projects, which have no risk of not paying according to the agreed contract, the Company group has an approach to reduce its reliance on the government sector by taking the initiative to take on more work of the private sector, who has a stronger financial status.

(10)Risk from Cost Control of the Project

The Company's construction businesses, which provide telecommunication and infrastructure services, are turnkey projects, which are important in the Company's operation and can have an impact on the Company's performance. Control of the operation cost of each project is to be kept at the evaluated level. If control of the operation cost is not efficient enough, this may have a negative effect on the Company's performance. Therefore, the Company places great importance on controlling the operation cost closely, starting from the step of cost estimation to the step of cost control during the operation. The Company has determined the reference price in hiring the sub-contractor for each type of work and has assigned an engineer as each project's supervisor, who will supervise and follow up on the work, deliver work, and solve any on-site problems which may occur. In addition, there are constant meetings with sub-contractors in order for the Company to be informed of any problems and give recommendations to solve the problems quickly. In the case that a sub-contractor cannot complete the work correctly and on time, the Company can proceed in selecting a new sub-contractor to continue the work immediately.

(11)Risk from Delayed Operation

Delayed work delivery would cause the Company to be responsible for paying daily fines, as well as having a negative effect on the Company's reputation and performance. The reasons for delayed work delivery can result from having insufficient sub-contractors, sub-contractors abandoning the work, work received from the sub-contractor not meeting the quality standard or requiring revision, etc. The Company has set up a procedure in supervising the work of the sub-contractors by hiring sub-contractors on the approved list in which the quality of their previous work has passed evaluation in the procurement selection for each type of work. In addition, the Company has set up careful work supervision by arranging to have an engineer constantly and closely supervise, follow up, and evaluate the work of the sub-contractor for each project in order to reduce the mistakes and the chance of delayed work delivery. As a result, in the past the Company has never had any cases of having to pay fines due to delayed work delivery.

(12)Risk from Reliance on the Sub-Contractor

The Company must hire sub-contractors to operate construction in every project, which creates risk from relying on sub-contractors in delivering the work. The Company has arranged to have a sufficient number of sub-contractors to be on the Approved Vendor List in order to support the current projects as well as the expected projects in the future. In addition, the Company has also continuously established good relations with sub-contractors with potential, which results in having a sufficient number of ready sub-contractors to support the projects of the Company in each hiring.

(13)Risk from having major shareholder's influence on the formulation of management policy

As of 31 December 2023, the group of Mr. Kittipan Sri-bua-iam holds 148,277,800 shares of the Company, accounting for 42.816% of the registered and paid-up shares. The said proportion of shareholding makes Mr. Kittipan Sri-bua-iam the largest shareholder and has the authority to control the resolution of the shareholders' meeting. Furthermore, Mr. Kittipan Sri-bua-iam is also a director, an executive director, and holds the position of chief executive officer, therefore, minor shareholders of the Company may be at risk from having the influence of a major shareholder on the formulation of the Company's management policy to be in one direction or another.

However, when considering the management structure of the Company, which consists of a board of directors and an audit committee, it is found that the management structure has set a clear and transparent scope of authorities, duties and responsibilities of different committee groups. Measures have been set regarding actions which can be taken on items that are related to the directors, the major shareholder, the authorized business supervisor, including the persons with conflict of interest, so that the stakeholders will not have the right to vote in approving the items in which they may have interests. In addition, an independent audit committee has been arranged to participate in the consideration of the meeting's agenda and the meeting's decision making in order to create transparency and confidence of the shareholders. As a result, the management structure of the Company has a balance of power and an efficient management.

(14) Risk of visa-free policy of the Government to promote tourism

From the Government policy of visa-free to promote tourism for foreigners who hold passports or certificates used instead of passports, having the nationality of countries/territories according to Notification of the Ministry of Interior Re: List of countries/territories exempt from visas for tourism and be able to stay in the Kingdom for no more than 30 days. The policy affects Gateway Service Co., Ltd. (an associate that the Company invested for 19% of the registered capital) in providing Electronic Visa on Arrival: E-VOA service. This may lead to a decrease in revenue, because of customers arriving in the country under the visa-free policy. And the investment value in the associate company may be changed.

Risk Reduction Approach

Gateway Service Co., Ltd. reviewed its business plan for 2024 in order to reduce a risk from visa-free policy by developing an electronic system that can be able to provide entry extension service for individuals who wish to stay in the Kingdom for more than 30 days through electronic means. And provide VIP express service at Suvarnabhumi Airport to facilitate and help to shorten the passport inspection time for inbound travelers. The company staff will pick up customers from the boarding gate and take them to the passport checkpoint. Shuttle services will be provided for inbound travelers to take them to their accommodations or destinations in order to replace and supplement the income loss from inbound travelers with a free visa policy.

(15) Risk from Lending

As of December 31, 2023, the Company provided a 25-million Baht loan for Gateway Service Co., Ltd. an associate, in order to use as working capital. It meets the commercial conditions of normal loans. Related interest receivable recorded in the Consolidated Financial Statement and Separate Financial Statement. Interest of the loan provided for an associate was 15.00% p.a. due in June 2024.

Risk Reduction Approach

In order to prevent the risk of no loan repayment, Gateway Service Co., Ltd. placed loan collateral according to the agreement. The collateral consisted of 5,000,000 shares of the borrower on behalf of Gateway Service Co., Ltd., accounting for 81% of the paid-up capital and there was a guarantor under a limit of 30,000,000 Baht with guarantee period until both parties fully repay all debts under the loan agreement.

2.3 Risk from Lending to Major Company of the Company group

As of 31 December 2023, the Company has provided a short-term loan to the subsidiary of the Company group, which is PROEN TELEBIZ Co., Ltd, in the amount of 94.67 million baht and ICON NEXT Co., Ltd, in the amount of 10.09 million baht, accounting for 6.20 of the total asset. The said loan has an interest rate of 8% per year, with no collateral, and payment due date upon request. However, the Company may not be able to receive the payment upon request within a short period of time due to the liquidity limitation of the subsidiary of the Company group. As of 31 December 2023, TELEBIZ has cash and cash equivalents in the amount of 0.31 million baht, and the liquidity ratio of 1.02 and ICON NEXT has cash and cash equivalents in the amount of 0.89 million baht, and the liquidity ratio of 0.99 Furthermore, as it is a loan provided to the subsidiary of the Company group, the Company thus set the terms of the loans not to be strict and there is a likelihood that the loan will be continued in the future. As a result, the Company may lose an investment opportunity, and if there is continuity of waiver in different forms such as an extension of repayment period, there may be the risk that the said loan will be set up as a bad debt reserve until it is finally written off as bad debt, which may significantly affect the financial status and the liquidity of the Company.

2.4 Financial Risk

(1) Liquidity Risk

Because all of the construction work projects accepted by the Company group will be sub-contracted out, as a result the Company group has to provide approximately 15–28% of the contract value in which the Company group has been hired as an advance payment to the sub-contractors, whereas the Company group will receive an advance payment from the project owner or customer of approximately 10% of the work value for the hired work. Thus, the advance payment received from the customer will have a lower value than the advance payment given to the sub-contractor, which may affect the liquidity of the Company group. The Company can manage the said risk by doing back-to-back contracts with the sub-contractor by setting the advance payment to be paid to the sub-contractor to be in an amount close to the amount of advance payment received from the customer, in order to limit the said liquidity risk.

As of December 31, 2023, the company had a current ratio of 0.99, decreased from a current ratio of 2.32 at the end of 2022, which was caused by a decrease in current assets of 256.13 million baht and an increase in current liabilities of 484.18 million baht due to Cash flow used to construct new internet data center and current liabilities increased because the Company's debt instruments, in the form of debentures worth 500 million baht, were classified as current liabilities. which will be due in March 2024.

(2) Solvency Risk

At the end of 2023 and 2022, the Company had leverage ratios of 0.14 and 4.31, respectively, which is decreased because the Company's bonds in the amount of 500 million baht, it has been classified as a current liability, which will be due in March 2024, resulting in a significant increase in interest-bearing current liabilities.

At the end of 2023 and 2022, the Company had the solvency ratios of 1.94 and 4.04, respectively, which is decreased because the Company has paid interest equal to 41.31 million baht, which is an increase from the interest paid of 33.95 million baht at the end of 2022, due to increasing of interest expenditure for debenture and bank loans.

At the end of 2023 and 2022, the Company had Interest bearing debt to EBITDA ratio of 9.42 and 4.18, respectively, which is increased because the Company has interest bearing debt in 2023 and 2022, in the amount of 754.65 million baht and 572.20 million baht, respectively, increased by 182.45 million baht because the Company has increased interest-bearing debt from long-term loans and short-term loans from financial institutions.

In addition, the Company has earnings before interest, income tax, depreciation, and amortization in the amount of 80.10 million baht in 2023, which decrease from the end of 2022 in the amount of 56.90 million baht.

(3) Risk from Financial Structure with High Debt Ratio

As of 31 December 2023 and 31 December 2022, the Company has debt-to-equity ratios equal to 2.22 and 2.37, respectively, which is an increase from 2022. This is mainly because the Company relies on sources of funds that come from liability more than equity. In 2022, the Company issued bonds in the amount of 500 million baht, maturity of 2 years.

At the end of 2023, the Company relies on the source of funds from equity in the amount of 559.30 million baht and the source of funds from liability in the amount of 1,241.83 million baht. The Company has total assets of 1,801.13 million baht. By issuing the bonds, this causes the Company to be more reliant on the source of funds from liability, which creates obligations to pay the principal amount and interest upon the due date. If the Company has obligations to pay large amounts of interest payment, this will cause the Company to have high risk from financial liquidity problems, which may lead to debt default in which the creditors will not be paid interest or principal amount upon the due date. The value of debt instruments issued and offered is higher than the value of total equity. The Company may be at risk of not being able to pay off the debt.

(4) Risk in Maintaining Financial Ratio

In conducting the operation of the Company, it requires using the source of funds that comes from both financial institutions' loans and the issuance of bonds as follows :

Financial institutions such as the debt-to-equity ratio is not to exceed 2.75. (The definition of "Total Liabilities" is total liabilities minus cash and cash equivalents according to the annual financial statements). At the end of 2023, the Company had debt-to-equity ratio equal to 1.82.

Debt service coverage ratio (The profit (loss) before interest and taxes, plus depreciation and deferred expenses divided by the principal due in 1 year of the previous fiscal year, plus interest expense) is not less than 1.5. At the end of 2023, the Company had total debt-to-equity ratios equal to 1.88.

However, after the offering of the debenture, the Company will have an increase of the total debt-to-equity ratio and decrease of debt service coverage ratio. The Company is at risk that it might not be able to maintain the prescribed debt-to-equity ratio. If the Company cannot maintain the said ratio, the Company may be asked by the financial institution to repay the loan prior to the due date.

Regarding the financial ratio prescribed by the terms of debenture, the Company must maintain the financial ratio, that is, the interest bearing debt-to-equity ratio of 2.5:1. If the Company cannot maintain the financial ratio according to the said terms, this may be considered as a cause for breach of terms, causing the outstanding debentures of the Company to be in cross default. However, the Company has measures to control the net interest bearing debt-to-equity ratio and the capital structure to be at appropriate levels. At the end of 2023, the Company had interest bearing debt-to-equity ratios equal to 1.35.

2.5 Risk of Instrument

(1) Credit Risk

Debenture holders are at risk from not receiving the interest payment or the loan's principal amount when business performance of the debenture issuer is not as predicted or when assets of the debenture issuer are not sufficient for debt payment. Therefore, before making a decision to invest, investors should consider the financial status, the performance, and the ability to repay the debt of the debenture issuer based on information indicated in the registration statement of liability instrument and draft prospectus, in evaluating the credit risk of the debenture issuer.

As a debenture issuer does not receive a credit rating and is a public company limited that is not registered on the Stock Exchange Market, investors should study information on the performance of the debenture issuer and should continuously monitor information and news of the debenture issuer. Investors can monitor information from the website of the debenture issuer, the manager of the debenture distribution, the Office of the Securities and Exchange Commission (SEC) or the Thai Bond Market Association.

(2) Price Risk

The market price of the debenture may change depending on many factors, such as interest rate level in the financial market, policy of the Bank of Thailand, overall economic condition, inflation rate, maturity of the debenture or the excess demand or the lack of demand of the debenture. Therefore, the debenture holder may be affected by the fluctuation of the debenture price in the case where there is buying and selling of the instrument prior to its maturity date. In general, the price of the debenture with longer maturity period will be more affected from the change of the market interest rate.

(3) Liquidity Risk

When the debenture holder wishes to sell the debenture in the secondary market prior to its maturity date, the debenture holder may not be able to sell it immediately at the preferred price because there is not much buying, selling, and changing of instrument ownership in the secondary market. The debenture holder can buy and sell the debenture in the secondary market with any bond trader or juristic person that has a securities trading license. Furthermore, the debenture holder cannot sell the debenture in the secondary market prior to its maturity because the debenture issuer has registered a limitation of the transfer with the Office of Securities and Exchange Commission. This limitation of the debenture transfer allows the transfer to be possible specifically within institutional investor groups and/or major investors, according to the definitions indicated in the Announcement of the Securities and Exchange Commission prescribing the definitions used in the announcement of the issuance and sale offering of all debt instruments.


Price Risk
Credit Risk
Liquidit Risk

PROEN Corp
Public Company Limited

3





Driving the business for sustainability

3.1. Policy and Target in sustainable management

The Company has a policy to operate the business with its belief that in making business successful in the long term and stably, there must be organizational management which is based on ethics and good corporate governance principles, the focus on sustainable growth, managing in the way that could result in the balance in terms of economy, society, and environment. The social responsibility is another point focused by the Company; its intention is to cooperate with those concerned, by taking potential impact against the stakeholders into consideration including shareholders, employees, customers, partners, surrounding community, and to imbue a sense of social responsibility into the employees by allowing them to participate in activities that benefit the society, to care for the environment continuously and sustainably, based on SEC's guidelines under the business driving for sustainability principle.

Supervision and strategy on sustainability

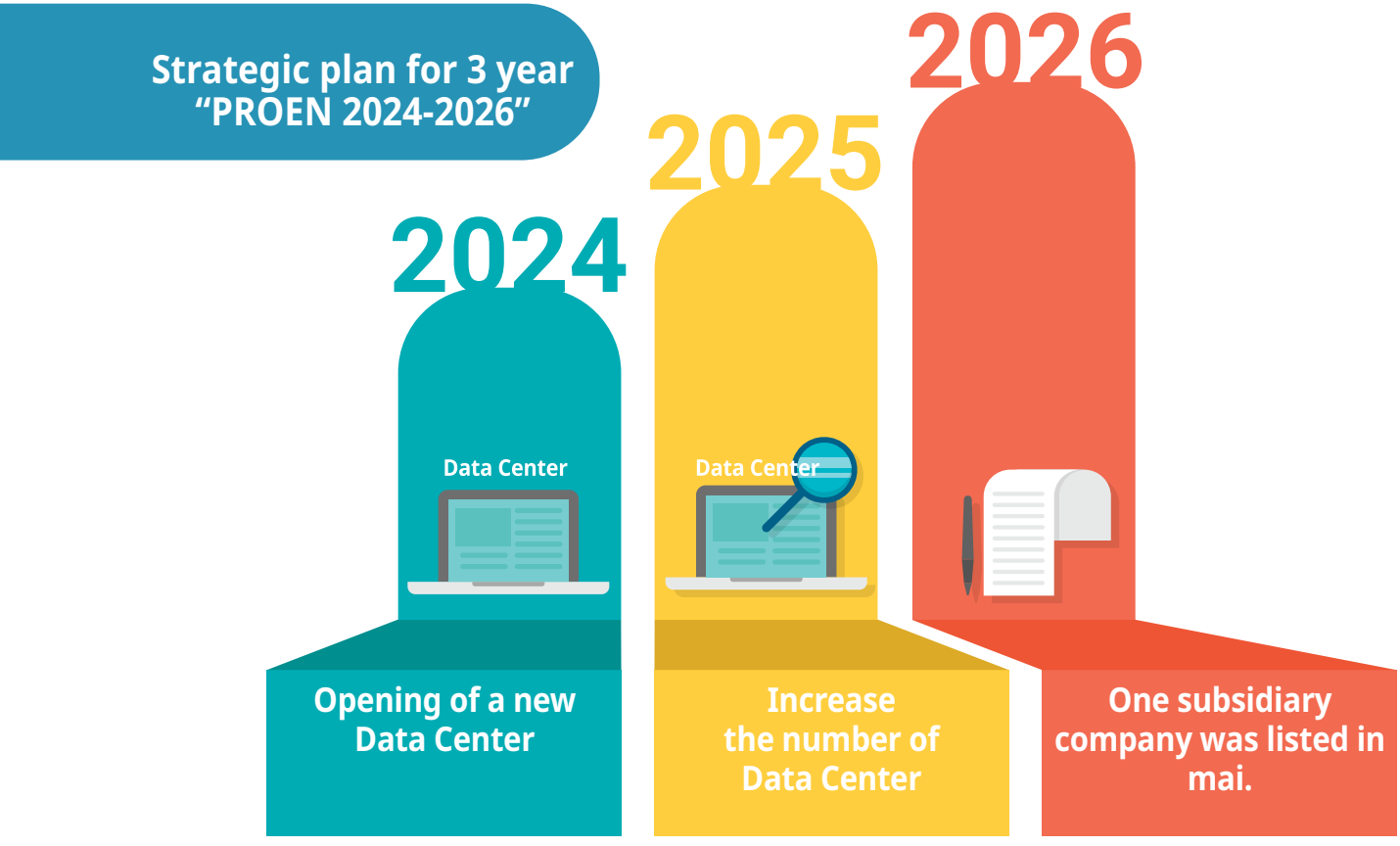
The Company operates the business with the emphasis on the transparent supervision, the audit control system, and being verifiable. The Company is a leader in technology and communication and a provider of Data Center information center of the country, in adjusting strategy to keep up with the changing technology. The Company has organized the structure of the organization, roles and duties, as well as responsibilities in a way that encourages sustainable and stable business development.

Development of Strategy and Tactic

Strategy	Tactic
Develop products and innovative technologies to fulfill various customer's requirements	Enhance the cooperation from customers to partners to deliver valuable services and products to the market
	Design and search for insight data in order to analyze customer's requirements according to their needs
Enhance people effectiveness to meet the direction of sustainability business	Support personal skills development of employees for their ability to design innovative products that meet various customer needs properly
	Support behavior and knowledge development of employees in order to increase efficiency in the work process that can be able to respond to the Eco-efficiency goals
Internal energy management for the Eco-efficiency	Promote the use of renewable energy in the Company
	Promote the use of eco-friendly materials

strategy on sustainability

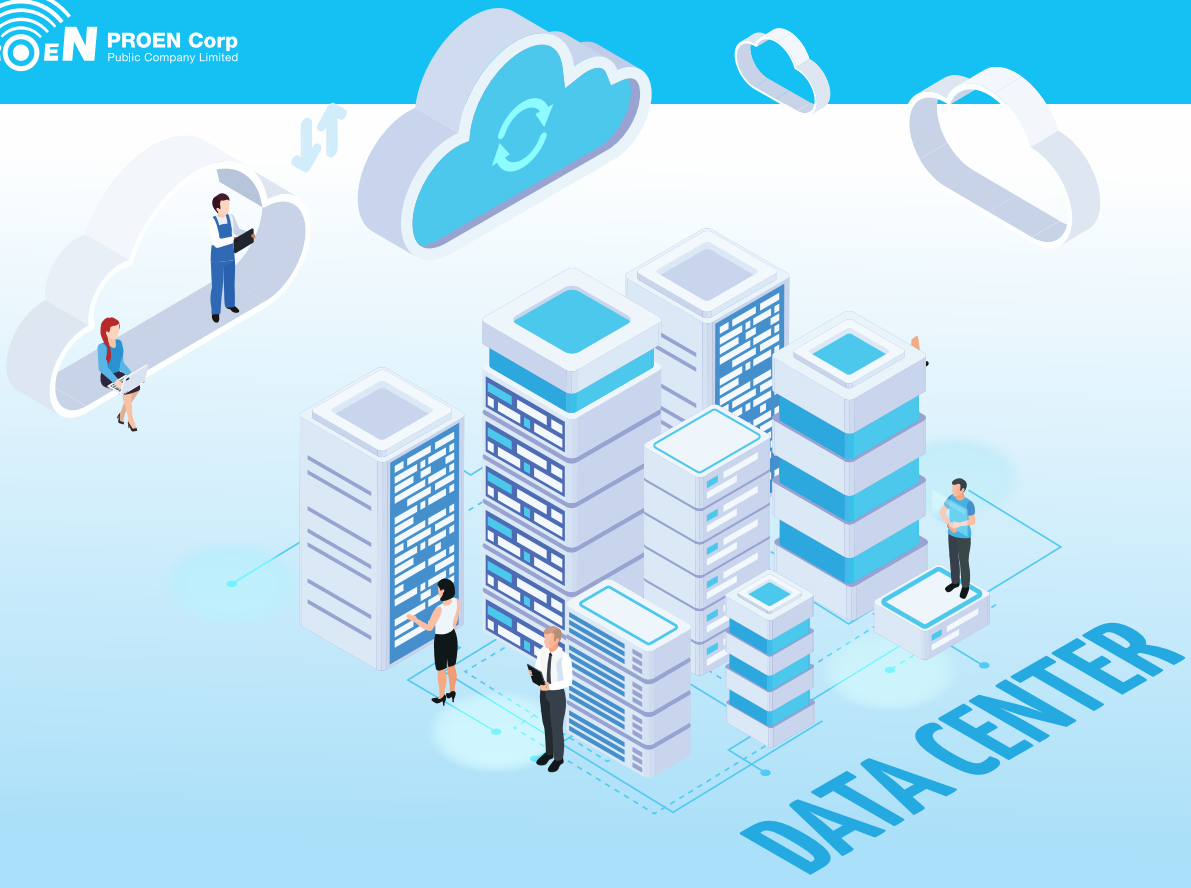
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Strategic Business Plan for 2024

Economy	Society	Environment
• Revenue growth target: not less than 20% and set a gross profit target of not less than 360 million baht.	• Create a brand that promotes the proper use of the internet and social networks.	• The company's products and services as well as environmentally friendly partnerships to reduce Greenhouse gas emissions.
• Expanding the potential of basic structure in bringing electrical cables and communication cables go underground along to Thailand development plan.	• Promote the proper and safe use of the Internet and social networks for users.	• Adjust the work system to reduce the use of paper and digitizing data storage.

PROEN Corp
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Value Chain

Work Process

Sustainable Content analysis

Sustainability trend analysis

- Develop products to meet customer needs
- Survey customer needs and current technology trend

Design for save & Secure

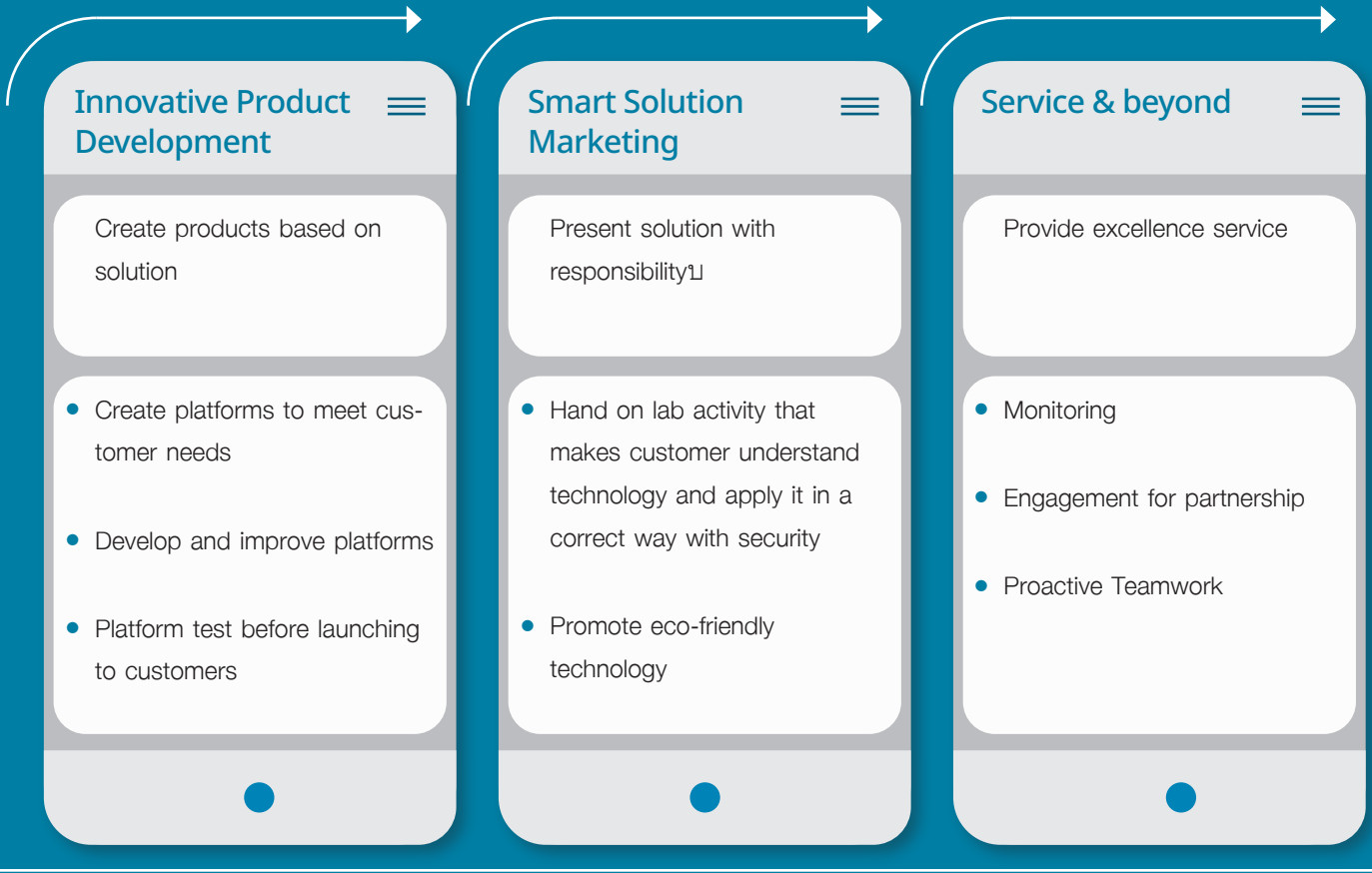
Design for save and customer's data security

- Design products and services to meet international standard (Tier3)

3.2. Impacts Management toward stakeholders in business value chain

3.2.1 Sustainable Value Chain

which will result in the sustainable business success, aiming to meet the requirements of customers and all group of stakeholders with the most effective operation.



Sustainability Trend Analysis

The investment in Digital Industry and Digital Business including Data Center in Thailand will become the new S-Curve business of the country and the improvement of Data Center standard in Asian region with a strength to become a regional digital hub, and sustainable development of data center business. Regarding these topics, Thailand is located in the middle of the region, consisting of infrastructures and modern and suitable facilities, stability and readiness of power and electrical system distribution, and a high rate of technology adoption, such as Internet banking, mobile payment, and online gaming.

There is an opportunity to expand to countries in CLMV region (Cambodia, Laos, Myanmar, and Vietnam) with a total population of about 100 million people, which is a rapidly developing and expanding market.

Design of Internet Data Center Service

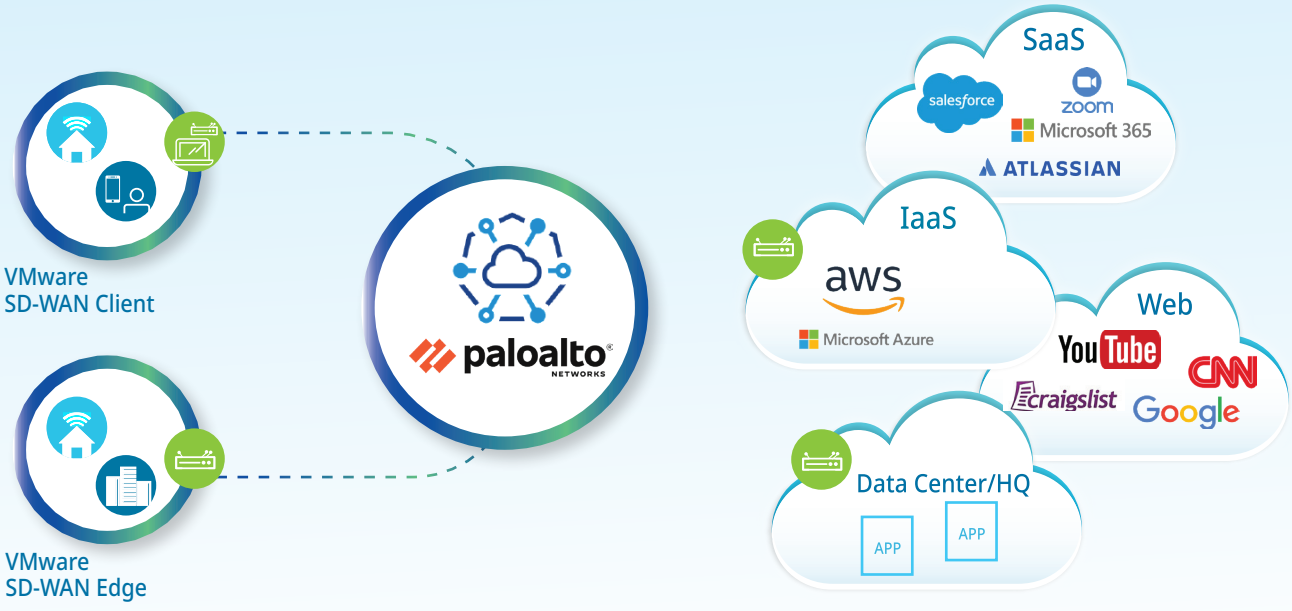
The business in digital world based on 3 components of infrastructure, which are Application, Processing System, and Internet. The Internet Data Center Service of the Company is a part of the Digital world infrastructure, built with TIER 3 certification, contained high security, together with the largest domestic internet connection system in the country. The Company pays attention to the Data Center design, equipment placement, as well as the internet system monitoring in order to get access from domestic and without limits in business needs.

Cloud Platform Service

The Application First is a mechanism to promote business growth and business operation nowadays. There are requirements of application to get access to massive users at a short period, so the infrastructure is required for the business growth. The Cloud Platform of the Company is Cloud Platform as a Service or Cloud PaaS, which is the new solution of Cloud service. User only need to focus on their business by application develop, the system will be operated automatically, such as, system expansion, security system, and it can be able to connect with Blockchain as well, It has also expanded its cloud offerings to help customers prevent ransomware with Cloud Backup as a Service and Manage Endpoint Service.

SD-WAN & SASE Solutions

Branch connect service, Cloud service, and Data Center service provided for enterprise, business with branches, and Work from Home policy, for example, retail business, manufacturing business, Health Care business, financial institutions, and government agencies. The advantage of the service is the fastest cloud usage secured by Cloud Security and Security Operation Center team.





Presenting Sustainable Solutions

1. Sales team regular visit customers to survey problem and find solution
2. Create a website as to provide information and contact channel via: www.proen.co.th, Facebook, LinkedIn and line@
3. Organize event marketing, such as participate an event, seminar, and publish news regarding new products of the Company, provide new technological knowledge that improve the Company's products or services, prepare for flyers to get attraction from customers, and publish advertising on the Company website regarding products and services
4. Organize Hand on Lab activities that help customers understand technology. and used correctly and safely.

Providing Excellence Service

In order to deliver value to customers, the Company has a consultant team and an active engineering team to solve problems in advance before customers are perceived with 24 working hours. This made the Company to be the service provider that corporate customers in both public and private sectors can be confident in. Since there are appropriate service fees according to the Company's competitive strategy, a lot of usage of data storage and Data Center equipment installation, the risk may occur when initiate system immigration, the customer therefore decide to apply for our service continually.

3.2.2. Stakeholders Analysis in Business Value Chain

Operation with Stakeholders

Stake-holder	Communication Activities for Relationship Creation	Expectation	Organization Response	Sustainable Development Goals: SDGs
Employee	• Information notification regarding Company movements to employees through internal communication channels such as Email, Line group chat "PROEN Group" • Hearing Complaints from Employees • Activities to build relationships with the Company	• Operation Direction and guidelines for adaptation • Take care of employees and provide suitable benefit	• The company provides COVID-19 testing kit service for employees, to check for infection twice a month • Make a Complaint via Email channel: • company.secretary@proen.co.th • Organize annual travel activities for good relations within the company • Activity have lunch together 2 times a year for good relations within the company • Improve Key Performance Indicators (KPI) to measure perform lance more efficiently.	

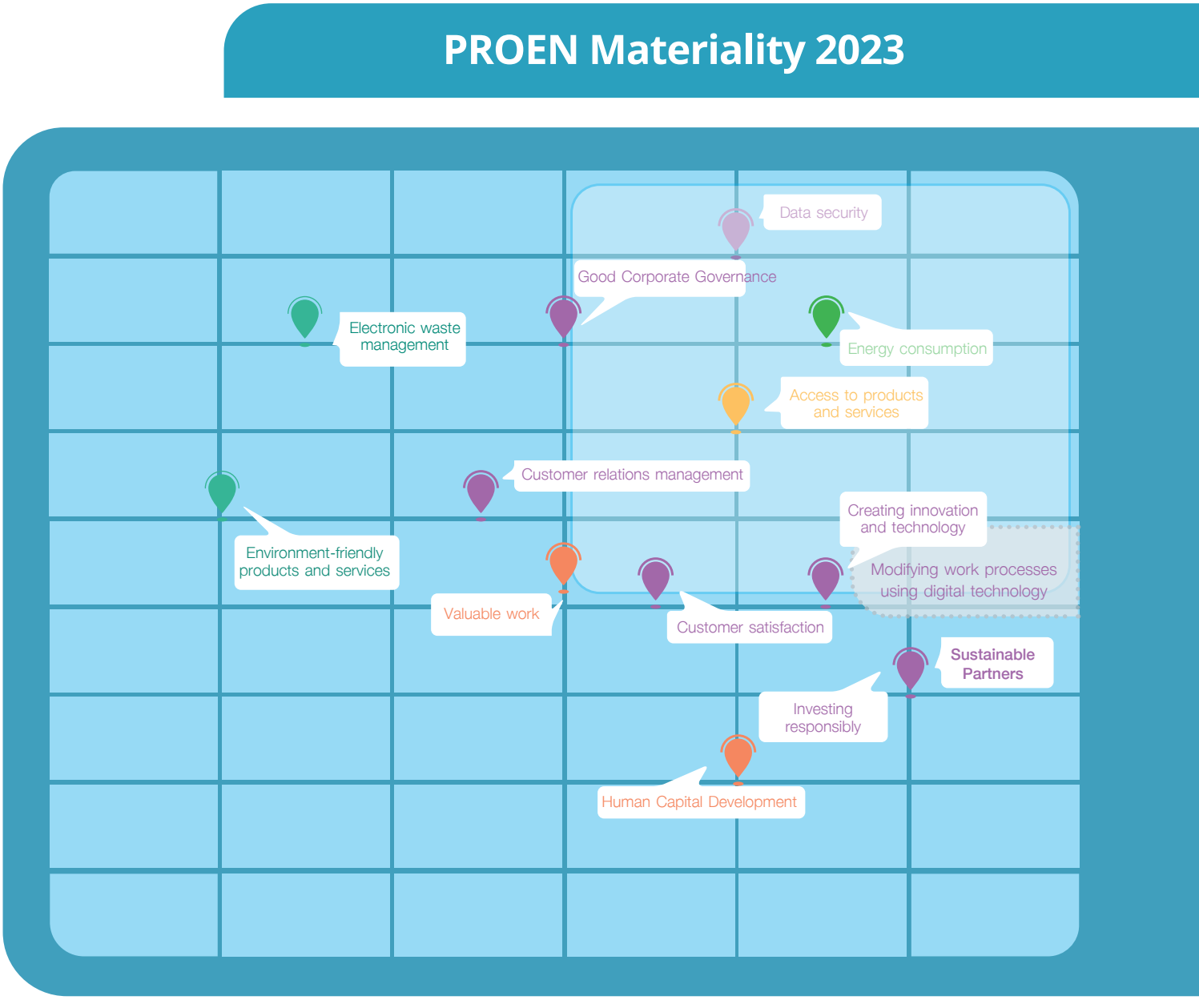
Stake-holder	Communication Activities for Relationship Creation	Expectation	Organization Response	Sustainable Development Goals: SDGs
Supplier	• Evaluate all buyers, contractors, and employees every time • Participate online seminars to present new and innovative products	• Comply with agreements, payment conditions, and set reasonable prices • Develop new ideas, make a consult for the quality of the products • Support quality products, which help to reduce the impact on the environment	• Evaluate all quality of suppliers after providing service • Suppliers share new knowledge, that may affect the business operation • Exchange ideas and listen to suggestions or improvements.	
customer and consumer)	• Meet and communicate with customers • Customer satisfaction assessment form • Technical education for customers	• Provide efficient, fast and responsive service • Provide cutting-edge products, having solutions • Standard of Customer data privacy	• Develop new services regarding Cloud Computing, ICT, and cyber security in order to meet the needs of customers in running an agile business. • Improve potential in providing Internet Data Center service • Develop new services regarding Cloud Service • Provide new technology regarding online business group • Evaluate customer satisfaction once a year.	
society	• Participate in social activities for knowledge sharing • Involve with society development	• Support activities that help to improve society • Perform business with transparency	• The company donated solar panels and educational equipment to the school on the mountain. • “PROEN hâi” Project, giving special privileges to Hospitals, Medical units, Public Health, Educational groups, University students, and Startup companies to use cloud service with free of charges • Hold online seminar via Facebook webpage PROEN Corp PLC	  

Stake-holder	Communication Activities for Relationship Creation	Expectation	Organization Response	Sustainable Development Goals: SDGs
business partner	• Organize meeting activities with partners to invent, develop, and design products. • Organize technology knowledge activities with partners to communicate both internally and externally.	• Support business for development and growth. • Exchange experience of operational risk. • Services have been upgraded and improved. • Internal work processes have been improved.	• Business cooperation, sign MOU with Softnix Technology Co., Ltd. to provide SPDPA Cloud Service for business partners.	 
shareholder and investor	• Hold Opportunity Day quarterly • Hold Shareholders Meeting • Communicate through the Investor Relations department	• Receive complete and up-to-date information with transparency • Good returns • Business has sustainable growth	• Disclose information transparently in a timely manner • Pay dividend fairly • Mange, plan short-term and long-term strategy, with comprehensive risk management	
media	• Online communication, provide information through in-depth interviews	• Provide the Company's information regularly • Disclose information in a timely manner	• Organize activities for the media to Company visit • Directors participate in seminar to provide the company information • Equally provide information to media in a timely manner	
government authority)	• Notification, regulation, and guideline from Government Authority	• Cooperate and support local activities • Comply with Government Authority's regulations under the Covid-19 situation	• Support various Government activities regularly • The Company adjusts itself to move forward to overcome the Covid-19 crisis	

Key Issues of Sustainability

PROEN has determined sustainable development issues from the meeting with Directors in order to make inquiry and consult with them regarding the long-term impacts, determine strategy, goals and operation plan together in order to comply with the key issues of sustainability and It is determined to review key matters once a year.

From the critical level assessment in 2023 that has the greatest impact on affects stakeholders and the Company, the results were as follows: network security and emergency management issue.



Key Issues of Sustainability and Scope of Impacts

Key issues of very high importance	Scope of internal impacts	Scope of external impacts
• Data security	PROEN, Employees	Customers, supplier All groups of stakeholders
• Access to products and services	PROEN, Employees	
• Energy consumption	PROEN, Employees	Community, social, Government Authorities

1. Data Security

The Company usually monitor and manage risks and Cybersecurity of IT system that is always operate. This can be divided into various parts, such as:

Risks and Opportunities

The Company usually monitor and manage risks and Cybersecurity of IT system that is always operate. This can be divided into various parts, such as:

- Detection and security against threats from network attack
- Detection and security against threats targeting users' devices
- Software development and preparing processes and systems for secure software development
- Monitor, check, and respond to threat incidents that occur in business with standardized and appropriate

process, together with necessary tools and data that can respond to the incident immediately This approach will allow the company to be confident in backing up data and systems to the Internet Data Center (IDC) service with high security policies and work procedure.

2. Products and services accessibility

In 2023, the company created a strategic sales plan and done marketing to reach target groups effectively through marketing activities and Omni-Channel is a communication channel that provides a good experience for customers by gathering replying and forwarding messages from Line, Facebook, Instagram, WhatsApp in one screen and this must be a seamlessly upselling.

3. Energy consumption

The new Internet Data Center (IDC) office building is under construction. It was designed with a transparent concept to save electricity consumption. A parking space will use electricity generated from solar cells, and energy-saving Internet Data Center equipment were planned to be used.

Risks and Opportunities

The Company will seek cooperation to promote customer to become our business partner, in order to delivery valuable service to the market, such as, Validator Node service for PoSA in Blockchain transactions validation, which is the infrastructure of the new world that everything can be transparently proved for example NFT, Web3, and Metaverse and many Organizations can benefit from PDPA as a useful service to legally record and investigate the use of personal information.

And the Company arranged seminar events to share technology knowledge for free, in order to make customers and people reach the Company's products.

Nowadays, there are more online connections causing many businesses to adapt to the change by online marketing channels that can increase sales volume. It also created a good cognition and image for the brand. The old-fashioned online marketing may not enough for doing business, there must be a platform that is easily accessible and widely known. Because the brand must be trusted by customers and can be accessed thoroughly. Therefore, it is an opportunity for the Internet Data Center business to expand. In order to meet customer satisfaction, the Company must design and propose products that suit customer requirements. Currently, Internet Data Center services gain more support from government agencies.

This increases an opportunity to access products and services, such as:

- Thai Government supports the investment in Cloud and Data Center business through BOI and a decrease of VAT 7%
- Thai Government supports public sector in using Cloud service from the service provider by Cloud First policy
- Global Tech companies such as AWS, Microsoft, and Google invested in Thailand according to the Cloud First policy
- Thailand has an advantage in terms of Geolocation, which is a Regional Hub in providing Cloud service and VDO Content service for CLMV countries with a population of more than 246.88 million people
- Thailand Digital Transformation continually grow YoY
- Thai entrepreneurs and Thai Government aware of Cyber Security, so the industry grew, i.e. National Cyber Security Agency was established to share knowledge to the public, organizations, and Thai Government service
- AI Adoption is a trend that requires Data Center, because it consumes a lot of electricity and cooling

Risks and Opportunities

Internet Data Center business takes a lot of electricity power. Moreover, global warming nowadays causes the temperature to rise every year, as a result of an increase in electricity consumption from running air conditioners. Therefore, the company plans to use renewable energy from solar cells to reduce the cost of purchasing electricity from government agencies. It is clean energy, no damage to the environment, because there is no carbon dioxide that causes the greenhouse effect

3.3. Environmental operations

The Company has established procedures in analyzing risks and environmental impacts and safety in the busines process, as well as the efficient use of resources and energy saving under international standard. The Company realizes the importance of roles of the Company in taking part in alleviating natural resources problem and the environmental problem that could influence the economy driving of the country in the long term and the quality of people's lives in the society. Therefore, presently the Company has implemented the policy and goal in reducing environmental impact and has promoted and supported the maintenance of the environment as well as value chain of the business operation.

Environmental policy

For the policy in social responsibility and environment, additional details can be viewed through the Company's website : https://investor.proen.co.th/en/corporate-governance/cg-report-and-download

Environmental plans and operations



The new Internet Data Center (IDC) has started construction in 2022, in order to support the business expansion of the IDC business at soi Srinagarindra 8, Srinagarindra road. The construction is expected to be completed within and to be ready to operate within year 2024. The Company also has a plan for environmental operation in the reduction of the carbon emission by using air-conditioning with R410a refrigerant liquid, which use less quantity of refrigerant liquid. It improves the air conditioning system to work efficiently, better sound quality, and more environmentally friendly. Moreover, it does not damage the ozone layer. Nowadays, the R410a refrigerant liquid consists of fluorocarbon, which is the latest coolant developed to replace R22 refrigerant liquid. This refrigerant liquid is accepted by the air conditioning market worldwide. It is projected that, the R410A will be more acceptable in the Asian countries from the law enforcement regarding energy efficiency standard and The company plans to install solar cells to save on electricity use.

Another environmental operation, the Company currently uses a fire extinguishing clean agent that is no color, no smell, nonflammable, electricity non-conductive. When the clean agent is sprayed out, the white vapor will volatile itself without damage to electrical equipment, and will not leave any dirt in the splayed area. The clean agent in a fire extinguisher consisted of non CFC agent, which contributes to the protection of the environment and the ozone layer after use. The working principle of BF 2000 fire extinguishing clean agent is to replace oxygen or reduce the air in the flaming area.

In 2023, the company does not have greenhouse gas emission data according to international standards or equivalent. to examine the carbon footprint of The company and Plans to develop policies and action plans in 2023 to reduce negative impacts on the environment or manage greenhouse gas emissions.

Sustainability Environmental Performance Summary

Environment	Unit	2021	2022	2023
Electricity expense	Million Baht	75.11	84.14	72.17

Environment	Unit	2021	2022	2023
Electricity expense	Million Baht	5,507	42,639	7,130
Water expense	ลิตร	0	0	0
Using recycled water				
sell	Ton	0	0	0
Environmental Complaints	**Unit**	**2021**	**2022**	**2023**
• Environmental complaints	Case	0	0	0
• Revised Claims	Case	0	0	0

Remark : At of 2022, the company had water usage expenses in the construction area of the new office building and Data Center (IDC) building in the amount of 35,863 baht, making the company's water usage expenses in 2022 higher than every year.

3.4. Social operations

The Company is committed to doing business with honesty, transparency, responsibility, and in consistent with the good corporate governance. Also, the Company focuses on creating and supporting the culture of having good corporate governance in the organization for all employees to comply with, and taking maximum benefits as the main thing. Therefore, the Company has established the anti-corruption policy and social responsibility policy; more details can be viewed through the Company's website: https://investor.proen.co.th/en/corporate-governance/cg-report-and-download

In 2023, volunteer coach from PROEN participated as volunteers for Good Start for Society Co., Ltd., a social enterprise for solving problems of vulnerable group by adoption the one who made mistake, acquitted person, parolee, or probationer. Taking care them by providing shelter, vocational training with a salary, as well as develop cultivating attitude

When pass the training, there will be employer procurement and sources of capital to start a business for them. During the project period of more than 11 weeks from August to October 2023 with total 19 training hours, Executives of PROEN Corp Public Company Limited provided in-depth consultation, opinions, and suggestions regarding concepts and principles that can be adopt for the business development and business analysis, weakness, strength, customer group, sales channel, product development, as well as cost management and internal control system in order to create income for taking care of the business with sustainability and development to be enterprise in the future.

As a result, Good Start for Society Co., Ltd. have a strong and clear business model with systematically operation and be able to generate profits after finishing the project. Employees have a common understanding of the organization's goals that they are not just trained to have jobs. But it must also make the business survive. They learnt experience and idea for the development of doing sustainable business, and can be able to adapt the business model or make the business more effective.

SET Social Impact Gym

Scope of Participation	Operating results	Output	SE Business results according to SDGs Goal
Good Start for Society Co., Ltd.			
Provide in-depth opinion and advice	PROEN Corp Public Company Limited as a volunteer coach, participated in the project for 19 hours, 11 weeks and provided off-the-record advisory regarding business plan throughout the project at SET and online channel	1) Understand business goals through Business Model Canvas, obtain feedback, share business experience including in-depth skills and basic business skills 2) Have an idea and a principle that benefit for self-development and creation of entrepreneurship to understand the point of view, the way of thinking in the change of new business model compatible with the creation of social achievements. Moreover, also it can be seen the business opportunities under the current situation. As well as timeline management in business development according to short term and long term plans to reach the golds through the experience and vision of coaches who gave advice	Goal 1: No poverty Goal 16: Promote peaceful social covering for the sustainable development, enable everyone to have access to justice, establish effective institutions with responsibility and covering all levels Goal 17: Strengthen the mechanism of operations and restore global partnerships for the sustainable development

Organization Development for the year 2023

The company encourages its employees to upgrade their skills and knowledge to changes in the Digital Disruption through the process of learning all the time and through the training process both inside and outside the place, In 2023, the company arranged Eating Together activity for internal communication through a training program to provide knowledge about organizational values in order to create PROEN Spirit that can be used in real working life





PROEN Spirit trainingt

Participation in Social Development in 2023

1. Jumpbox Community On Tour Project

The Company and a subsidiary “Jumpbox Co., Ltd.” held a free seminar event Jumpbox Community On Tour Cloud Native to provide Cloud Native knowledge to students and the public. The Cloud Native is the way software used for certation, implementation, and management for modern applications (Cloud Camp Audition) with Cloud processing environment. This event held at Khon Kaen University.









2. Embracing Zero-Trust: A Path to Secure Access

The Company and VMware (Thailand) Co., Ltd. (VMware) held a seminar to the public in the event “Embracing Zero-Trust: A Path to Secure Access” to provide knowledge about Zero Trust Network Access by VMware SD-WAN Client and VMware Security including Carbon Black and VMware SASE to create a connection with any application and Cloud from any device with fast and secure connection.

3. “Record of PDPA transaction (RoPA) is Very Easy” Seminar

The company held an academic seminar “Record of PDPA transaction (RoPA) is Very easy” to educate about record of processing activity (RoPA) to the public. This is a legal requirement for data controllers to process limited data, it helps organizations outline the collection and disclosure of their personal information.





Employment and Human Rights

Human resource is an important component of providing customers with the best, most suitable, and fastest products and services. The Company emphasizes the importance of employee treatment fairly and equally, providing care and attention to welfare of all employees, as well as respecting the principles of international human rights and people's rights. It is an important element that make the Company grow with sustainability. Human resource development policy: https://investor.proen.co.th/storage/downloads/cg/corporate-policy/20230522-proen-human-rights-policy-th.pdf

Human Resources Complaints	Unit	2021	2022	2023
• Number of Human Resources Claims	Case	0	0	0
• Discrimination Claims	Time	0	0	0
• The number of complaints that improve the internal regulations of the company	Case	0	0	0
Community and Society	**Unit**	**2021**	**2022**	**2023**
• Number of complaints about community and social impact	Case	0	0	0
Human Rights Complaints	**Unit**	**2021**	**2022**	**2023**
• Number of labor complaints	Time	0	0	0
• Number of human rights complaints	Time	0	0	0

Personnel and Employment information	Unit	2021	2022	2023
Total employees	Persons	95	97	100
Male	Persons	63	65	61
Female	Persons	32	32	39
Male Employees by Age Group				
Below 30 years old	Persons	29	26	25
30- 50 years old	Persons	29	33	31
Over 50 years old	Persons	5	6	5
Female Employees by Age Group				
Below 30 years old	Persons	12	7	11
30- 50 years old	Persons	19	24	27
Over 50 years old	Persons	1	1	1
Number of chief officers	Persons	**7**	**10**	**9**
Male	Persons	5	8	7
Female	Persons	2	2	2
Number of manager levels	Persons	11	13	15

Personnel and Employment information	Unit	2021	2022	2023
Male	Persons	8	8	9
Female	Persons	3	5	6
Number of general employees	**Persons**	**77**	**74**	**76**
Male	Persons	50	49	45
Female	Persons	27	25	31
New employees				
Male	Persons	13	17	10
Female	Persons	7	7	9
Contractors				
Male	Persons	0	0	0
Female	Persons	0	0	0
New employees by age				
Age less than 30 year old	Persons	9	14	14
Age more than 31 year old	Persons	11	10	5
Resigned Employees				
Male employees voluntarily resigned	%	15	15	17
Female employees voluntarily resigned	%	7	7	8
Terminated employees	%	0	0	0
Maternity leave				
Number of employees taken maternity leave	Persons	1	0	1
Number of employees who resumed to work after taken maternity leave	Persons	0	0	1
Training	**Units**	**2021**	**2022**	**2023**
Training hours				
Executive level	Hour	268	198	124
Managing level	Hour	160	240	227
Lower than Managing level	Hour	808	576	503
Average Training Hours				
Average number of training hours	Hour per person	13	11	8.5

Personnel and Employment information	Unit	2021	2022	2023
Trained Employees				
Male	%	83	67	56
Female	%	17	33	44
Total budget for employee training	**Baht**	**724,451**	**788,404**	**601,659**
Safety, Occupational Health	**Units**	**2021**	**2022**	**2023**
Employment of disabled people	Persons	1	1	1
Employees who lost their lives in work	Persons	0	0	0
Employees injured while working	Persons	0	0	0
Leave of absence due to work accidents	Persons	0	0	0

Complaints can be sent through the followings:

Letter	PROEN Corp Public Company Limited
Address	11/80 Soi Pracha Uthit 8, Pracha Uthit Road, Huai Khwang Subdistrict, Huai Khwang District, Bangkok 10310
Company's website	www.proen.co.th
Email	company.secretary@proen.co.th
Telephone	
Fax	02-690 3888
	02-691 1898

Complaint Summary Table 2023

Total complaints	-None-
completed	-None-
On Process	-None-

PROEN Corp
Public Company Limited

PROEN Corp
Public Company Limited



4



Management Discussion and Analysis (MD&A)

Business overview

PROEN Corp Public Co., Ltd. and its subsidiaries ("the Company") conducts the business of Information Communication and Technology (ICT), Internet Data Center (IDC), Internet Service Provider (ISP), and Cloud Service, collectively called ICT business, which is the main revenue. The Company also provides Telecommunication and Infrastructure Service, which has a continual growth of revenue. The Company are investing in a new data center construction project with an area of 10,000 sq. m., to support a capacity of not less than 1,000 racks, located on Rama 9 - Srinagarindra road. It is projected that the new IDC will be able to generate revenue for the Company in Q2/2024 to meet the growing customer demands.

Operating Result for 2023

Operating Result	FY 2023 (Jan.-Dec.)		FY 2022 (Jan.-Dec.)		Change YoY	
(Unit: Million Baht)	MB.	%	MB.	%	Increase (Decrease)	%
Revenue from Sale and Service	763.31	100.00%	1.531.38	100.00%	(768.07)	(50.16%)
Cost of Sale and Service	603.00	79.00%	1,326.07	86.59%	(723.07)	(54.53%)
Gross Profit	160.31	21.00%	205.31	13.41%	(45.00)	(21.92%)
Other income	13.44	1.76%	16.98	1.11%	(3.54)	(20.85%)
Selling expenses	24.13	3.16%	21.75	1.42%	2.38	10.94%
Administrative expenses	93.93	12.31%	102.30	6.68%	(8.37)	(8.18%)
Share of loss of associate	9.70	1.27%	-	-	9.70	100.00%
Profit before interest and income tax	45.99	6.03%	98.24	6.42%	(52.25)	(53.19%)
Financial costs	25.51	3.34%	30.06	1.96%	(4.55)	(15.14%)
Profit before income tax expense	20.48	2.68%	68.18	4.45%	(47.70)	(69.96%)
Income tax (income) expenses	4.16	0.54%	3.11	0.20%	1.05	33.76%
Profit for the period	16.32	2.14%	65.07	4.25%	(48.75)	(74.92%)

For the year 2023, the Company reported total revenue of 776.75 million Baht, decreased by 49.83% YoY, net profit was 16.32 million Baht, decreased by 74.92% YoY. This is because E-Commerce customers are waiting for investment in all new equipment in the Company's new IDC building which is projected to be completed in Q2/2024. Revenue from construction contract works decreased, due to recognition of revenue from ongoing projects upon the completion of majority works in 2022. However, in 2023 the Company recognized revenue from 5 additional new projects.

Revenue divided by business groups

Operating Result (Unit: million Baht)	Revenue				Cost				Gross Profit			
	YE 2023	YE 2022	Increase (Decrease)	%	YE 2023	YE 2022	Increase (Decrease)	%	YE 2023	YE 2022	Increase (Decrease)	%
ICT Business:												
Revenue from sale	149.88	626.91	(477.03)	(76.09%)	132.18	597.55	(465.37)	(77.88%)	17.70	29.36	(11.66)	(39.71%)
Revenue from service	392.93	317.10	75.83	23.91%	271.76	212.62	59.14	27.81%	121.17	104.48	16.69	15.97%
Total revenue from ICT business	**542.81**	**944.01**	**(401.20)**	**(42.50%)**	**403.94**	**810.17**	**(406.23)**	**(50.14%)**	**138.87**	**133.84**	**5.03**	**3.76%**
Infrastructure construction business:												
Revenue from construction contracts	220.50	587.37	(366.87)	(62.46%)	199.06	515.90	(316.84)	(61.42%)	21.44	71.47	(50.03)	(70.00%)
Total revenue from main business	**763.31**	**1,531.38**	**(768.07)**	**(50.16%)**	**603.00**	**1,326.07**	**(723.07)**	**(54.53%)**	**160.31**	**205.31**	**(45.00)**	**(21.92%)**

Revenue divided by business groups

In 2022, the total revenue divided by business groups decreased by 768.07 million Baht or a or 50.16% YoY.

ICT Business: Revenue from sale of ICT equipment decreased by 76.09%, due to the customer in E-Commerce business waiting for investment in the new IDC in Q2/2024. However, the revenue from service increased by 23.91%, due to the expansion of revenue from Cloud service.

Infrastructure Construction Business: Revenue from infrastructure construction business decreased by 62.46%, due to revenue from infrastructure projects on hand already being recognized upon the completion of majority works in 2022. However, in Q3/2023 the Company recognized revenue from 5 additional new projects.

Cost of sales and services, Cost of project works, and Gross profit

In 2023, cost of sales was decreased according to revenue proportion, resulting in 160.31 million Baht of gross profit, decreased by 21.92%.

Selling and Administrative Expenses

In 2023, the Company had selling and administrative expenses of 24.13 million Baht, increased by 10.94%, due to marketing expenses paid for launching new products to the market. Administrative expenses were 93.93 million Baht, decreased by 8.18 %. In 2023, the Company recognized share loss of associates of 9.70 million Baht.

Financial Cost

In 2023, the Company had a financial cost of 25.51 million Baht, decreased by 15.14% YoY. In Q4/2023 (Oct-Dec) of 2023, the Company had a financial cost of 4.78 million Baht, decreased by 45.56%. The main factor contributing to the increase in interest is a debenture offering of 500 million Baht for the purpose of new IDC construction and for working capital. The interest incurred from the construction project is recorded in assets under construction of the new IDC. When making payments to the project, the interest paid in the income statement will decrease.

Income tax (income) expenses

In 2023, the Company had income tax expenses of 4.16 million Baht, increased by 1.05 million Baht or 61.21% YoY, due to the calculation of corporate income tax and the recognition of deferred tax assets of accumulated losses.

Net Profit

In 2023, the Company had net profit of 16.32 million Baht, decreased by 74.92% YoY, due to the growth of revenue from ICT Business and Infrastructure Construction Business.

Statement of Financial Position

Statement of Financial Position (Unit: million Baht)	31 Dec 23	31 Dec 22	Increase (decrease)	%Increase (decrease)
Assets				
Current assets	1,024.21	1,280.34	(256.13)	(20.00%)
Non-current assets	776.92	310.04	466.88	150.59%
Total assets	**1,801.13**	**1,590.38**	**210.75**	**13.25%**
Liabilities and Equity				
Current liabilities	1,036.47	552.29	484.18	87.67%
Non-current liabilities	205.36	566.20	(360.84)	(63.73%)
Total liabilities	**1,241.83**	**1,118.49**	**123.34**	**11.03%**
Equity	559.30	471.89	87.41	18.52%
Total liabilities and equity	**1,801.13**	**1,590.38**	**210.75**	**13.25%**

Total Assets

As of December 31, 2023, the Company had total assets of 1,801.13 million Baht, decreased by 210.75 million Baht or 13.25% from December 31, 2022. The decrease was because of a significant item, which was cash and cash equivalents, decreased by 327.92 million Baht as the fund applied for the new IDC construction.

Total Liabilities

As of 31 December 2023, the Company had total liabilities of 1,241.83 million Baht, increased by 123.34 million Baht or 11.03% YoY. The increase was from a bank loan for the purpose of new IDC construction and for working capital to operate projects.

Shareholders' equity

As of 31 December 2023, the Company had shareholders' equity of 559.30 million Baht, increased by 87.41 million Baht or 18.52% YoY, due to the increase of net profit in 2023 and capital increase by the exercise of the warrant to purchase ordinary shares (PROEN-W2) at the amount of 105.75 million Baht. However, dividends were paid during the year of 38.03 million Baht.

Statement of Cash Flow

Statement of Cash Flows (Unit : million Baht)	31 Dec 23	31 Dec 22	Increase (decrease)	%Increase (decrease)
Net cash used in operating activities	(60.88)	(12.93)	(47.96)	371.03%
Net cash generated from (used in) investing activities	(510.52)	85.87	(596.39)	(694.53%)
Net cash generated from financing activities	243.37	354.44	(111.07)	(31.34%)
Net increase in cash and cash equivalents	**(328.04)**	**427.38**	**(755.42)**	**(176.75%)**
Opening balance of cash and cash equivalents	550.57	123.19	427.38	346.94%
Closing balance of cash and cash equivalents	**222.53**	**550.57**	**(328.04)**	**(59.58%)**

As of December 31, 2023, the Company had cash and cash equivalents of 222.53 million Baht, net cash used in operating activities was 60.88 million Baht, increased from the expansion of accounts receivable of the project business group and payments for account payable. Net cash used in investing activities was 510.52 million Baht, due to an investment in an associate and an item of cash used for the new IDC construction. Net cash generated from financing activities was 243.37 million Baht, gained from advance payment of shares from warrants (PROEN-W1) exercising was 105.75 million Baht, and received money from short-term loans and long-term from a financial institution in the amount of 208.76 million baht. However, long-term loans were repaid 14.48 million baht and dividends were paid during the year 38.03 million baht.

Key Financial Ratios

Financial ratios		2021	2022	2023
Liquidity Ratio :				
Liquidity ratio	Times	1.42	2.32	0.99
Quick ratio	Times	1.21	2.26	0.53
Receivable turnover ratio	Times	2.93	2.73	2.64
Average Collection Period	Days	123	132	138
Profitability Ratio :				
Gross profit margin	%	13.80	13.41	21.00
Operating profit margin	%	4.42	6.34	7.26
Other operating income ratio	%	0.29	1.10	0.55
Free cash flow to EBIT	%	56.72	(15.12)	(109.31)
Net profit margin	%	2.75	4.20	2.13
Return on Equity (ROE)	%	10.23	14.59	3.97
Efficiency Ratio				
Return on Asset (ROA)	%	3.34	4.88	0.96
Return on Fixed Asset (ROFA)	%	45.57	66.93	13.62
Asset Turnover Ratio	Times	1.22	1.16	0.45
Financial Policy Ratio				
Debt to Equity ratio (D/E)	Times	1.57	2.37	2.22
Interest Bearing Debt to Equity Ratio	Times	0.43	1.21	1.35
Interest Coverage Ratio	Times	4.85	0.90	1.94
Commitment Coverage Ratio (Cash basis)	Times	0.13	(0.04)	0.03
Debt Service Coverage Ratio (DSCR)	Times	0.64	4.31	0.14
Dividend Payout Ratio	%	57.02	67.78	241.39

For the Key financial ratios in 2023, the Company's liquidity ratio was decreased, due to the investment of new IDC, profitability ratio tends to be better, gross profit margin was better than the prior year. However, return on asset (ROA) decreased, due to the decrease of net profit.

Business Plan for 2023

In 2023, the Company set its goal for at least 20% growth of revenue from the prior year by planning a technology product strategy to meet customer requirements and the change of customer behavior. The investment in software or operation system developers is considered in order to enhance the IDC business that generates recurring income. The company has delivered works that are eligible to participate in large-scale projects.

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General Information and Other Key Information

Information of subsidiaries and juristic persons whose shares are held by the Company: Details as specified under 1.3 Shareholding Structure of the Group

5.1. Company General Information

Company Secretary		Miss Kullakarn Jirakulkanwara
Telephone Fax Email address	: : :	+66 (2) 690 3888 extension 910 +66 (2) 691 1898 company.secretary@proen.co.th
Investor Relation		Miss Daosawai Jutarseang
Telephone Fax Email address	: : :	+66 (2) 690 3888 extension 913 +66 (2) 691 1898 ir@proen.co.th
Internal Auditor	:	Miss Kullakarn Jirakulkanwara
Telephone Fax	: :	+66 (2) 690 3888 extension 910 +66 (2) 691 1898
Email address	:	kullakarn@proen.co.th
The registrar of stocks	:	Thailand Securities Depository Company Limited (“TSD”)
Location of the office	:	1st Floor 93 , Ratchadaphisek Road, Dindaeng, Dindaeng, Bangkok, 10400
Telephone	:	+66 (2) 009 9999
Auditor	: :	Ms. Nuntika Limviriyalers Certified Public Accountant No. 7358 PricewaterhouseCoopers ABAS Limited
Location of the office	:	15th Floor/Bangkok City Tower, 179/74-80 South Sathorn, Road Sathorn, Bangkok 10120 Thailand
Telephone	:	+66 (2) 844 1000
Fax	:	+66 (2) 286 5050
Debenture Registrar PROEN243A	:	Bank of Ayudhya Public Company Limited (Krungsri)
Location of the office	:	1222, Fl. AA, Rama III Road, Bang Phongphang, Yan Nawa, Bangkok 10120 Thailand
Telephone	:	+66 (2) 296 3582
Fax	:	+66 (2) 683 1298
Debenture Holders’ Representative PROEN243A	:	DAOL SECURITIES (THAILAND) PUBLIC COMPANY LIMITED
Location of the office	:	9, 18, 39 AND 52 TH FLOOR, CRC TOWER, ALL SEASONS PLACE, 87/2 WIRELESS ROAD, LUMPHINI, PATHUM WAN, Bangkok 10330
Telephone	:	+66 (2) 351 1801
legal advisor	:	Manunya & Associates Limited
Location of the office	:	75/58 Richmond Office Bldng 17th FL Sukhumvit Rd., Klong ton Sub-District, Bangkok 10110
Telephone	:	+66 (2) 123 8580

5.2. Project in the future

1. The Board of Directors' Meeting No. 1/2019 on 15 January, 2019, No. 5/2020 on 14 May, 2020, and No. 9/2020 on 13 November, 2020, had resolution to approve the purchase of land and the budget for new Information Data Center construction building in order to support the expansion of the business in providing data center service in Soi Srinakarin 8, Srinakarin Road; and the Extraordinary General Meeting of Shareholders No. 1/2022 on 26 January, 2022, had resolution to approve the issuance and offering for sale of debenture, so that the money could be spent in the operation and/ or in buying the equipment for the Data Center, the foundation stone laying ceremony was held on January 30, 2022 and piling was laid on August 10, 2022 and Main Pillar Raising Ceremony on January 31, 2023 and on December 2023, the progress of OTT DC's building construction is 95.13% and the electrical and mechanical system is 92.53%. The details of the Project are as follows:

Location of the Project	Soi Srinakarin 8, Srinakarin Road, Suan Luang Sub-district, Suan Luang District, Bangkok
Project area	Land with the size of 1 rai, 3 ngan, 47 square wa (747 square wa)
Details of the Project	1. Data Center Building and office with the total area in the whole building of not more than 7,452 square meters, with the office area of about 1,500 square meters, and with IDC area of about 3,000 square meters, that can support 1,000 server boxes. 2. Concrete parking lot with roof with the area of about 1,200 square meters for 60 cars 3. Concrete field for common area with the area of about 500 square meters 4. Concrete road for entrance with the area of 2,000 square meters
Capital expected to be spent	Cost of the construction of IDC building and office are approximately 1,290 million baht
Source of fund	Capital increase from IPO for 150 million baht, to be obtained from offering to sell debenture No. 1/2022 for 200 million baht, and loan from Financial Institution for 940 million baht
Approximate construction period of time	the construction of structure of building; it is expected that the structure of building will be completed within 2024 and will be ready for service within the 2nd quarter of 2024.



Foundation stone laying ceremony

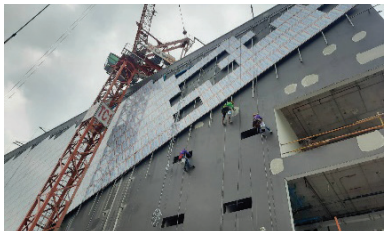


Piling was laid



Main Pillar Raising Ceremony







2. The Extraordinary General Meeting of Shareholders No.1/2022 on January 26, 2022, had resolution to approve the issuance and offering of debentures with the amount of not exceeding 2,000 million Baht. and the 2022 Annual General Meeting of Shareholders on April 28, 2022, had resolution to approve the issuance and offering of the warrant to purchase the ordinary share of the Company No.1 (PROEN-W1) in the amount of 158,000,000 units which allocated to the existing shareholders in proportionate to their shareholding without allocating them to the shareholders that would cause the Company to the obligation under foreign law. Details as specified under 1.3.4 The issuance of other securities.

5.3. Legal dispute

5.3.1 On part of the Company

As of 31 December, 2023, the Company has legal dispute that might cause damage to the Company, which is higher than 5 percent of the shareholders' equity, with the following details:

Criminal black case no. Aor.4386/2563 and civil black case no. Por.2945/2563

PROEN Corp Public Co., Ltd. is a plaintiff in the lawsuit against one partner company, jointly to commit an offense under the Use of Checks Act, B.E. 2534 (1991), Section 4 with the capital and damages (according to the lawsuit) totaling 33.43 million Baht, The Defendant issued three checks in payment of the debt from the purchase of equipment for use in the project to install a network system and WiFi equipment to provide Google Station CAT-WiFi service, and the bank refused to pay. Currently, the case has ended. The order/judgment hearing date is scheduled on 14 March 2023.

Both defendants reported that in the past, debts have been paid to the company. Some additional amount of 900,000 baht and still wishes to continue to pay debts to the company. by requesting the court to postpone the reading of the judgment for one more date and representatives of the company Acknowledgment of such payment and did not object to the postponement of the case In the event that the court finds that it is an offense that can be compromised And there is a chance that both defendants will be able to find money to complete the payment to the company. Therefore allowing to postpone the appointment to hear the results of debt settlement or to hear the judgment on May 9, 2023 (the remaining debt to be paid about 13 million baht). After that, the court appointed to hear the debt settlement results on July 18, 2023. The plaintiff and defendant made statements to the court. In summary, the total remaining debt is 12,500,000 Baht (twelve million, five hundred thousand baht) by both defendants agreed to pay the debt to the plaintiff totaling 10 installments, the 1st-8th installment shall pay for 900,000 baht per installment, the 9th installment for 2,294,952.47 baht and the 10th installment for 2,105,047.53 baht. And made the appointment to hear the results of debt settlement or to hear the judgment on February 6, 2024.

5.3.2 Subsidiary

On 31 December 2023, PROEN TeleBiz Co., Ltd. (a subsidiary) had a legal dispute with the case valued more that 10% of the current asset as of the latest ending date of the fiscal year. The details can be described as follows:

The subsidiary filled a lawsuit against has filed a lawsuit against two of its business partners on allegations of breach of contract by claiming damages amount Capital according to the indictment/damages : 91,214,214.56 Baht and the court had accepted the lawsuit The day of settlement of issues was scheduled on February 28, 2023. The Company's attorney is of the opinion that The Company shall be entitled to receive all outstanding wages and performance retention payments that have been deducted. As for damages from breach of contract It depends on the proof of the fact that the actual damage is caused by the breach of contract. After that, the court scheduled the date of witness hearing on December 20-22, 2023. Both plaintiff and defendant were able to agree to mediate. Therefore, the court judged based on the settlement agreement, The second defendant must pay the amount of 20,800,000 Baht (twenty million, eight hundred thousand baht) (including VAT and withholding tax) to the plaintiff and the first defendant, each half of the total amount.

Part 2

Corporate Governance

6. Corporate Governance Policy
7. Corporate Governance structure and Key Information on Board of Directors, Subcommittee, Executives, Employees, and Others
8. Corporate Governance Report
9. Internal Control and Connected Transactions



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6



Corporate Governance Policy

The Company recognizes the importance of Corporate Governance and prepares the Good Corporate Governance process. The company has raised the awareness of business ethics in treatment of customers, business partners, competitors and employees with morality. The Company strongly believes that the good corporate governance consisted of a good management system, visionary and accountable directors and executives, a mechanism to control and balance of power in order to make the transparency and accountability to the management. Respect for the rights of equality of shareholders and having responsibility to all stakeholders will be the key factors to maximize the value and return of the company's shareholders in the long term future. The Board of Directors is committed to manage the organization's work by adhering to the principles of good corporate governance, therefore governance mechanism policy and regulatory systems are established in order to operate the Company to be efficient and to achieve its objectives and goals based on business practices that adhere to transparency and responsibility to all stakeholders. The 8 categories of principle are determined as follows.

Principle 1 : Establish Clear Leadership Role and Responsibilities of the Board

Principle and Guideline 1.1

The Company realizes that the Board of Directors plays an important role in driving the Company to be efficient and to achieve its objectives and goals based on business practices that adhere to transparency and responsibility for all stakeholders. The Board of Directors must understand the roles and responsibilities of themselves as a leader in good corporate governance. The Board of Directors has to set objectives and goals, to establish strategies for operational management, to allocate important resources for achieving the objectives and goals, as well as to monitor the evaluation and the company performance on a regular basis.

Principle and Guideline 1.2

The Board of Directors oversees the company to ensure competitive business with good operating results, to conduct business ethically, to consider the long term impacts, to give benefits to society, to reduce negative impacts on the environment, to build corporate resilience under the upcoming changes, and to respect rights of shareholders and stakeholders in order to create sustainable business value. The company's Code of Conduct and policies are established as a guideline for directors, executives and employees. The policies will be reviewed at least once a year and published to directors, executives and all levels of employees.

The Company Code of Business Conduct manual, for more details please go to the Company's website as follows : https://investor.proen.co.th/storage/downloads/cg/20210818-proen-coc-en.pdf

Principle and Guideline 1.3

The Board of Directors supervises the directors and executives of the Company to perform their duties responsibly and carefully, to be honest to the Company, as well as to oversee the company operation in order to comply with law, articles of association, and shareholder meeting's resolutions to gain the most benefits to the company.

Principle and Guideline 1.4

For the reference in performance of duties and to clarify of the Board of Directors and subcommittees' scope of work and responsibilities, the Company has prepared the Board Charter and the Subcommittee Charter, which defines the scope of authority and responsibility of each committee. The duties of the board and the subcommittee clearly separated from the management, roles and responsibilities of the Chief Executive Officer and the management are clearly determined, and their performance will be evaluated as well. The charter will be reviewed at least once a year, in addition, the division of roles and duties of the Board of Directors, Chief Executive Officer and Management will be reviewed on a regular basis to comply with the direction of the organization.

Principle 2 : Define Objectives that Promote Sustainable Value Creation

Principle and Guideline 2.1

The Board of Directors defines or supervises the company's objectives that promote sustainable value creation. The objectives and goals must be complied with the value creation for business, customers, stakeholders, and society. The company will consider a change on environment, an adoption of innovation and technology that can be applied to meet customers and stakeholders' requirements to increase the competitiveness of the company. It can be used as a key concept in business formulation and communication to drive everyone in the company to the same direction.

Principle and Guideline 2.2

The Board of Directors formulated strategies and annual plans to comply with the objectives and goals of the company considering the environmental factors of the business at that time with acceptable opportunities and risks. The Board of Directors supports for a formulation and reviewing of objectives, goals, and strategies for an intermediate term of 3-5 years to ensure that the strategies and annual plans take into account the longer-term impacts, and is reasonably predictable in formulating strategies and annual work plans. The Board prepares for an environmental analysis, internal and external factors and risks that may affect stakeholders, including factors that may impact the Company's goals, encourages the use of innovation and technology to create competitiveness, as well as keeps monitor the implementation of the strategies and annual plans to oversee the allocation of resources and to control the operations as appropriate to comply with the plan, also encourages the use of innovation and technology to create competitiveness appropriately and safely.

Principle 3 Strengthen Board Effectiveness

Principle and Guideline 3.1

The Board of Directors defines and reviews the Board structure in terms of scale, structure, and proportion of independent directors that suit to lead the Company to reach its objectives and goals.

The Board of Directors consisted of qualified directors, who are experts having knowledge, ability and experience in various fields in order to bring the experience, knowledge and capability to develop and formulate policies and directions for the company's business operations effectively to gain the most benefits to the Company and its shareholders. The Company consisted of (8)eight directors, divided into (3) and (1) one director and (4) Independent Directors, who is neither executive nor director. The Directors structure will create a balance in voting for various matters, in addition, the Board of Directors has appointed subcommittees to assist in the corporate governance as follows.

1) Executive Directors; the Company consists of at least (4) four Executive Directors, who will guide and determine strategies to meet the Company's goals determined by the Board of Directors in order to manage the company with flexibility.
2) Audit Committee: the company consists of (3) three audit committees to perform their specific duties, and to propose agendas to the Board of Directors for consideration and acknowledgement. The audit committee has rights and duties as defined in the authority of the audit committee.

The company has at least (1) one audit committee who is expert and experienced in accounting, and has adequate accounting knowledge and experience to be able to perform the duties in reviewing the reliability of the Company's financial statements.

The company has determined the qualifications of the directors, term of office, authority, responsibility, and performance evaluation in the Board Charter and Subcommittee Charter. The information of the Board of Directors, including number of years in office and position in other listed companies will be disclosed in the Company Annual Report (One Report).

Principle and Guideline 3.2

The Company's policy determines that the chosen Chairman of the Board of Directors and the Chief Executive Officer must not be the same person. The Chairman has been assigned to oversee the effective performance of the Board of Directors to reach the company objectives and goals, encouraging the Board of Directors to discuss important issues and provide independent opinions at meetings. The Board of Directors has appointed a sub-committee to consider specific issues and to screen the information. After the Company is listed on the Stock Exchange of Thailand, the company will formulate a policy for the information disclosure in the Annual Report (One Report) regarding the roles and responsibilities of the Board of Directors, a number of times each director attended the meeting in each year.

Principle and Guideline 3.3

The Company established a policy for the nomination and selection of directors with a transparent and clear process. Since the Company has no nomination committee, the Board of Directors will consider the nomination of Directors from knowledge, abilities, and qualifications required by law, then propose to the shareholders meeting to consider choosing the directors according to the criteria and procedures stipulated in the Company Articles of Association. The Board of Directors will provide information about the nominated person for consideration

Principle and Guideline 3.4

The company clearly established a remuneration policy with transparency. Since the company has no remuneration committee, the Board of Directors is therefore responsible for determining the structure and director's remuneration. The remuneration of the Board of Directors will be considered appropriate with the responsibilities and must be able to motivate the directors to drive the company to achieve its short-term and long-term goals, and will be proposed to obtain approval from the shareholders meeting accordingly. After the Company is listed on the Stock Exchange of Thailand, the company will formulate a policy for the information disclosure in the Annual Report (One Report) regarding the remuneration of the Board of Directors.

Principle and Guideline 3.5

The Company provides opportunities for directors and/or shareholders to hold directorship positions in other companies, however, being a director in other companies must not be an obstacle to performing the duties of the Company's directors and can devote sufficient time to perform duties in the Company as stated in the Board Charter and notified to all directors. The Directors are required to attend at least 75% of the meetings each year, and to disclose the information of the other company's position. In addition, the company has an information control policy in order to prevent directors or employees from using inside information for their own or any other benefits before that information is made public.

Principle and Guideline 3.6

To supervise the operations of subsidiaries and associated companies, the company has a policy to send directors or executives having qualifications and experiences suitable for running business, to oversee subsidiaries and associated companies for the formulation of important policies and business operations control of the subsidiaries and associated companies. The Company's directors, who are representative of the Company, have to perform duties in supervising subsidiaries and/or associated companies in managing or carry out various tasks according to the policy set by the Company. The representative directors also have to exercise their discretion according to the resolutions of the Board of Directors meeting and/or the shareholders meeting of the Company that approves important matters of the subsidiaries and/or associated companies in order to achieve the most benefits and the sustainable growth of the company.

Principle and Guideline 3.7

The Company requires the Board of Directors and the Subcommittees to evaluate their performance at least once a year in order for the Board of Directors to jointly consider the performance and problems for the improvement to meet the most effectiveness of the Company and shareholders.

Principle and Guideline 3.8

The Company has a policy to encourage directors to understand the business characteristics, the company risks, and related laws, and to provide training programs to suit their duties and responsibilities in various matters related to the company on a regular basis.

Principle and Guideline 3.9

The Company requires the Board of Directors to attend at least 4 meetings a year, and additional special meetings may be scheduled as necessary. Meeting agendas are clearly set for each meeting, and the meeting invitation along with details is sent (7) seven days in advance so the Board of Directors has sufficient time to study the information before attending the meeting. The minutes of the meeting are recorded in writing, and the minutes approved by the Board of Directors are stored and auditable by the Board of Directors and the concerned persons. asx

In addition, to ensure the operation of the Board of Directors in order to proceed smoothly with necessary information accessibility, the company appointed a secretary to oversee and advice the Board of Directors, executives about compliance with legal, regulations, rules, and Articles of Association, and to keep monitoring to ensure that they are practiced correctly and regularly. The secretary is responsible for meeting arrangements, including Board of Directors meeting and shareholders meeting, as well as supervising and coordinating for the implementation of resolutions of the meeting, and responsible for any other duties as required by law.

Principle 4 : Ensure Effective CEO and People Management

Principle and Guideline 4.1

In recruiting appropriate persons to serve as the Chief Executive Officer, the Board of Directors considers qualifications, characteristics, skills, and experiences that are necessary to lead and drive the company towards its goals. Qualifications of the Chief Executive Officer defined by the Board of Directors according to the details in the succession policy for recruiting top management. In addition, authority, roles and responsibilities of the Chief Executive Officer are clearly determined in the policy.

Principle and Guideline 4.2

The Board of Directors supervises the remuneration structure of the top management to be appropriate considering duties, responsibilities, and the company performance, complying with objectives and goals, and the Company benefits in the long term. Moreover, the company takes into account the principle of justice, and can be comparable to other companies in the same industry with similar size. The performance of the Company executives and employees is evaluated by the Key Performance Indicators (KPIs).

Principle and Guideline 4.3

The Board of Directors understands the structure and the relationship of shareholders that might affect the management and the company operations, nevertheless, the Board of Directors will supervise the relationship structure or any agreements to avoid any obstacle to the performance of the Board of Directors' duties. After the company is listed on the Stock Exchange of Thailand, information about agreements affecting the business control will be disclosed accordingly.

Principle and Guideline 4.4

The Board of Directors will monitor and prepare for people management and development to meet the suitable number of people, skills, experience, and incentives, as well as encouraging training and educating people involved in the corporate governance system of the company, such as directors, audit committees, executives, and secretaries. The Company has established a provident fund for employees to have sufficient savings retirement.

Principle 5 Nurture Innovation and Responsible Business

Principle and Guideline 5.1

The Board of Directors encourages usage of innovation and technology in services, causing mutual benefits to the Company, customer, and business partners, and will be used as part of a strategic review to define business models, to improve business operation plans, and to follow up the performance.

Principle and Guideline 5.2

The Board of Directors will monitor the management to operate business with environmental and social responsibility, reflecting in the operation plan to ensure all parties in the organization operate in accordance with the objectives, the main goals, and sustainable strategic plans of the Company. The company and stakeholders define a guideline together as follows.

Responsibility to employees :the company equally and fairly treats its employees, for instance, the compensation and benefits are not less than the legal requirement. Employers and employees should respect each other in terms of human rights. The company provides a working environment with occupational health and safety conditions, and supports learning and human resource development to enhance the employees work professionally.

Responsibility to customers : the company fairly treats customers, keeps confidential information of customers, takes care and be responsible for customers, provides standard service, uses quality products when providing services, be able to fully fill the needs of customers, including after sales service, as well as monitoring and measuring customer satisfaction results in order to develop and improve the company's products and services. Moreover, the company pays attention to the determination of the selling price and the conditions that are suitable for the customers equally.

Responsibility to business partners : the company fairly treats business partners, operates the business with good faith without exploitation, maintains benefits with business partners, conducts business ethically, as well as strictly complies with the commercial terms and/or mutual agreements that are made to develop business relationships of both parties.

Responsibility to community : the Company operates business considering the effect on communities, occupational health and safety, focusing on the raise of awareness in community and social responsibility in the company continuously. The company applies business knowledge and expertise for the community development, supports activities that benefit the public welfare, and does not take any illegal actions.

Responsibility to environment : the Company analyzes surrounding risks, environmental and safety in every business process, and effectively utilizes resources with energy saving according to the world class standards.

Fair trade agreement : the company operates its business with transparency to compete and behave in accordance with the rules of fair competition and all required law, maintains the regulations and the norms of competition, and avoids dishonesty that damages competitors.

Anti-corruption policy : the company fights against corruption for both internal and external the company, the company is auditable for transparency. The company cooperates with various organizations to fight against the corruption and to support its employees realize the anti-corruption by an establishment of the anti-corruption policy with communication to all employees.

Anti-corruption policy manual, for more details please go to the Company's website as follows :
https://investor.proen.co.th/storage/downloads/cg/corporate-policy/20210818-proen-anti-corruption-en.pdf

Principle and Guideline 5.3

The Board of Directors defines policies, business goals, plans as well as the budgets of the Company, and supervises the management to operate according to policies and budgets for the most benefits of the company and shareholders. The company will review business plans, budgets on a regular basis, making the company efficiently and effectively allocate resources to comply with the company objectives and goals with sustainability.

Principle and Guideline 5.4

The Company give an important on Information and technology (IT) management in corporate level to meet the business requirements, and IT risk of that may arise. The Company then formulate a policy to control, to manage and to secure of IT for the IT risk management covering all the corporate.

Principle 6 Strengthen Effective Risk Management and Internal Control

Principle and Guideline 6.1

Since the Company has no department that oversees the risk management of the Company directly, the Company then appointed the risk assessment committee and prepared an action plan to propose for an approval from the Company Board of Directors. All of the company's plans will be used to assess annual risk events, to prepare for a risk management plan, to request for approval from the Board of Directors, and to prepare a report on the risk management results for reporting to the committees quarterly.

Principle and Guideline 6.2

The Board of Directors appointed the Audit Committee to support the Board of Directors on supervising the company for the Corporate Governance process and give an opinion to the Financial Statements, internal audit process, and risk management, as well as to determine the operation framework for working in the risk management process for driving everyone in the company to the same direction. The Audit Committee consists of (3) three committees, they are independent committees having qualifications according to the criteria of the Securities and Exchange Commission, Thailand (SEC). The roles and responsibilities of the Audit committee determined in the Board Charter can be summarized as follows.

- Review financial reports correctly and completely
- Review the internal control and internal audit process appropriately
- Review the legal compliance
- Authorized to appoint, to transfer, or to terminate internal audit supervisor and to consider an independent of the internal audit department
- To consider, to choose, to propose an independent person to be an auditor, to consider remuneration of the auditor, and to arrange meetings with the auditor at least once a year without the management team attending the meeting
- - Consider connected transactions that may be a conflict of interest for the legal compliance, to ensure that the transaction is reasonable and is for the best interests of the company
- - Review on the management and the risk management policy compliance

The Board of Directors provides the Audit Committee necessary information to perform the assigned duty. The Audit Committee will give opinions on the sufficiency of the risk management system and internal control. After the Company is listed on the Stock Exchange of Thailand, the company will disclose the Audit Committee's opinion in the Annual Report.

Principle and Guideline 6.3

The Board of Directors will monitor and manage the conflicts of interest that may occur between the company and the management, the Board of Directors, or shareholders, as well as prevent the misuse in assets, data, and opportunities of the Company. Also, to prevent the unreasonable connected person transactions, the beneficial person will not have the right to make any decision regarding such transactions. The company has established a connected transactions policy and a conflict of interest policy, according to the announcement of the Stock Exchange of Thailand (SET), the Capital Market Supervisory Board (CMSB), and the Securities and Exchange Commission, Thailand (SEC), as a practice when making connected transactions and conflicts of interest. Furthermore, the Company will review the connected transactions, according to the audit plan, then the internal audit department will report to the Audit Committee and conduct a measure to control and inspect to ensure that the transactions are randomly reviewed to comply with the agreements, policies or conditions.

After the company is listed on the Stock Exchange of Thailand, the company will disclose information on transactions that may have conflicts of interest, connected transactions, or related transactions to comply with the Financial Standard, and criteria specified by SET, CMSB, and SEC, disclosed in the form 56-1 and the Annual Report (One Report).

Principle and Guideline 6.4

The Company has a policy to operate business in accordance with the law, to support its employees to perform their duties with virtue, and to encourage business partners to operate their business with transparency. The Board of Directors has clearly prepared for the Anti-Corruption Policy, which has been communicated to employees and third parties to ensure the implementation of the policy.

Principle and Guideline 6.5

The Company has set a mechanism for receiving complaints and to take action in case of whistleblowing, and protecting the whistleblowers and related person by determining in the whistleblowing policy. The complaints can be submitted through 5 channels as follows.

1) Mail to : 72 4th, 18th FL., NT Bangrak Building, Charoen Krung Road, Bangrak, Bangrak, Bangkok 10500 Thailand.
2) Telephone : 02-639-7888
3) Facsimile : 02-639-7892
4) Via email address : company.secretary@proen.co.th
5) Via website : https://investor.proen.co.th/en/corporate-governance/whistleblowing-channel

Furthermore, the Company has a policy to protect the whistleblowers, information about complaints and the information of the whistleblower will be kept as confidential, and not be disclosed to people who are not involved unless required by law.

Principle 7 Ensure Disclosure and Financial Integrity

Principle and Guideline 7.1

The company gives importance to the information disclosure with correction, completion and transparency, including financial reports and general information according to the criteria of the SEC and SET, as well as the important Information affecting securities price that affect the decision-making process of the investors and stakeholders of the company. The Board of Directors ensures that personnel involved in the preparation and disclosure of information have the knowledge, skills and experience suitable for their duties and responsibilities ensuring the sufficient number of the information disclosure. Such person mean Chief Financial Officer, accountant, internal auditor, and the Company secretary. In this regard, the Board of Directors will give an approval for the information disclosure considering the evaluation results regarding the adequacy of the Company's internal control system, audit committee opinion, consistency of objectives, strategies and the Company policies.

The Board of Directors will oversee the information disclosure, including financial statements, annual reports, form 56-1 (One Report) to reflect the company financial position and performance. The Company is supported to prepare for the Management discussion and analysis (MD&A) for disclosing together with the financial statements to make investors better understand the change in the financial position and performance other than only financial figures.

Principle and Guideline 7.2

The Board of Directors will supervise the management to monitor and to evaluate the company's financial situation on a regular basis, and will be looking for solutions when there is a sign of financial liquidity problem and debt service coverage problem. Quarterly reports should be prepared for the Board of Directors accordingly. Principle and Guideline 7.3

The Company has a policy to manage and solve financial problems considering Stakeholder rights. When the company is unable to repay debts or having financial problems, the Board of Directors will closely supervise the business operation with special care, and to solve the problems. The management will regularly report to the Board of Directors to ensure the decisions in financial solving, either way must be reasonable. Financial problems solving plans must be determined considering the fairness of all stakeholders. The company must comply with the information disclosure regulations by completely disclosing information to shareholders.

Principle and Guideline 7.4

The Board of Directors considers the suitability of information disclosure, legal, code of conduct compliance, anti-corruption policy, and treatment of employees and stakeholders, including equitable treatment and human rights, as well as social and environmental responsibilities. The company takes into account a nationally or internationally recognized reporting framework, in this regard, the company may disclose information in the Annual Report or may be prepared as a separate book as appropriate for the business.

Principle and Guideline 7.5

After the company is listed on the Stock Exchange of Thailand, the company will provide an agency or a person in charge of Investor Relations to communicate with shareholders and stakeholders such as Investors, analysts to be appropriated, equally, and timely.

Principle and Guideline 7.6

To provide stakeholders with more equitable and comprehensive information, the Company published an update information in Thai and English version in other channels, such as the Company's website, other than information disclosure according to the specified criteria and through the channels of the Stock Exchange of Thailand.

Principle 8 Ensure Engagement and Communication with Shareholders

Principle and Guideline 8.1

The Company aware of and pays attention to the basic rights of shareholders, which are the right to purchase, to sell, or to transfer their own shares, the right to gain profits from the company shares, the right to receive adequate information on the Company's business, the right to attend shareholders meeting for voting and exercising the right to vote at the shareholders' meeting to appoint or remove Directors, to appoint auditors, and to vote for matters that affect the company, for example dividend allocation, prescribing or revising regulations and Articles of Association and regulations, as well as capital increase or capital decrease. The Board of Directors ensures the important matters, covering law and legal matters that might affect the company operations, must be passed or approved by shareholders. The important matters will be considered as shareholders meeting agendas. The shareholders meeting invitation with related documents will be mailed to shareholders, and will be published on the company website in advance for the period of time required by relevant law or regulations, so the shareholders have time to consider each agenda. After the Company is listed on the Stock Exchange of Thailand, the Company will stipulate criteria that allows minority shareholders to propose meeting agendas and the nomination of Directors candidate.

Principle and Guideline 8.2

Under the supervision of the Board of Directors, the operation in the Annual General Meeting of Shareholders date will be neat, transparent and effective, and shareholders will be facilitated to exercise their rights. Date, time and venue of the meeting will be determined by the Board of Directors, considering the convenience of shareholders, such as suitable and sufficient meeting time for discussion, and an easily-access venue. The Board of Directors will facilitate to avoid any action that limits meeting attendance opportunity, or to overburden shareholders. The Board of Directors encourages the use of technology in the shareholders meeting such as registration and vote counting.

The Chairman of the Board is the Chairman of the Shareholders' meeting, who is responsible for supervising the meeting to comply with law, related regulations, and the company articles of association. Periods of time for each agenda will be allocated properly as specified in the meeting invitation. The Company gives opportunities to shareholders to comment and to make inquiries related to the Company.

The Board of Directors will not give support to adding unnecessary agendas that are not notified in advance, especially important agendas that shareholders require time to study before making decisions.

All members of the Board and related executives should attend the meeting, so shareholders can inquire for related matters.

Before the meeting commenced, the Board of Directors will notify Shareholders for the number and shareholder proportion of shareholders who attended the meeting, details of shareholders attending the meeting in person or appointing proxies, regulations, meeting procedure, and voting and vote counting procedure. Any agenda consists of various items, the Chairman will arrange the separated voting for each agenda, such as Director appointment, the Board of Directors encourages having independent people to help on checking the accuracy of the vote counting.

Principle and Guideline 8.3

The Company ensures that the minutes of the meeting are prepared and published correctly, the minutes of the shareholders' meeting shall contain at least the following details.

1. A list of Directors and Executives attending the meeting, a proportion of directors who attend the meeting/ not attend the meeting
2. Vote casting and counting procedures, resolutions, and voting results (Agree/disagree/ abstain) of each agenda
3. Questions and answers at the meeting, including name, surname of the questioners and respondent

The company is required to publish resolutions with a ballot within the day next to the meeting date through the SET's channel and the company's website. A copy of the minutes of meeting must be submitted to the SET within 14 days after the meeting date.

6.1. Corporate Governance the subsidiary company and the affiliated company

The Company has a policy to invest in other related businesses or the business that benefits the main business of the Company. Such business shall have potential and is foreseeable that it can generate profits for the Company in the long term. The Company will closely control and supervise the management of the subsidiary and associated company in order to continuously and sustainably maintain benefits of the Company's investment, as well as to create added value and confidence for the stakeholders of the Company. Therefore, the Company has set out a policy on control and supervision of subsidiaries and associated companies in which the Company invests with the following details.

1. The Company shall send a person with qualifications and experience suitable for the business operation of subsidiaries and associated companies to be a representative in management, joint in set a policy and control the business operations of subsidiaries and associated companies.

1.1 The Company shall send a person who approved by resolutions of the Board of Directors' Meeting of the Company to serve as directors and executives in the subsidiaries in accordance with the proportion of the shareholding of the Company in the subsidiary or in accordance with the mutual agreement in order to supervise and establish management policies. The number of persons to be positioned as director of a subsidiary for investing in associates, the Company shall assign a representative to be a director in associated company in accordance with the proportion of the shareholding and/or as deem appropriate, depends mainly on mutual agreement.

1.2 The Company has set the scope of duties and responsibilities of directors and executives in subsidiaries and associated companies as follows:

- Closely follow up on the operations of the subsidiaries and associated companies to ensure that it meets the goals set by the Company.
- Perform duties as specified by the subsidiary and associated company's Board of Directors and/ or the meeting of shareholders of that subsidiary or associated company.
- Consider and cast a vote in the Board of Directors' meetings of the subsidiary and associated companies in matters relating to the general operations of the subsidiary and associated companies as the directors and executives of the subsidiary and associated companies see fit and appropriate. For the utmost interest and benefits of the Company, subsidiaries, associates, except the consideration and voting on the following matters shall be approved by the company's Board of Directors and/or the shareholders' meeting on a case-by-case basis.

(a) Transactions of subsidiary companies according to the announcement of the Connected Transactions and the announcement of the Acquisition and Disposition.

(b) Transactions which may have a significant impact on the financial position and results of operations of subsidiaries, i.e.

- Sale or transfer of all or parts of significant business of a subsidiary to other.
- Purchase or acceptance of transfer of business of other companies to subsidiaries.
- Dissolution of subsidiaries
- Transferal or waiver of benefits and claims that are significant to the damage of subsidiaries.
- Taking loan, loaning-out, guarantees, incurring of contingent liabilities, or provision of financial assistance to other companies that has a significant effect on the subsidiary's financial status.
- Amendment of the articles of association of the subsidiary company.
- Increase of capital, allocation of newly issued shares and the reduction of registered capital of a subsidiary.

2. Directors and executives of the subsidiaries including any person relating to the said directors and executives shall undertake the duty to notify the board of subsidiaries of the relationship and transactions with subsidiaries in a manner that may cause conflict of interest and avoid any transaction that may cause conflict of interest with the said subsidiary company. The Board of Directors of the subsidiary company is responsible for informing the said matter to the Company. Directors and executives of subsidiaries shall not approve any matter in which they have vested interests or conflicts of interest.

3. The subsidiary company shall report to the Company any business plan, investment project, joint investment with other operators through monthly performance report of the subsidiary company. The subsidiary company shall submit information or documents relating to the operations of the Company once requested properly. In case that the Company detects any significant issues, the Company may request the subsidiary company to clarify and/or deliver documents for the Company's further and additional consideration.

6.2. Governance about the Adoption of Inside Information

PROEN Corp Public Company Limited and its subsidiaries (the "Company") focuses on the prevention of use of inside information. The Company has policy to prohibited Directors, Executives and employees of the Company to bring the confidential and/or the internal information that has not been disclosed of the Company disclose to the public or use for personal or others gain whether directly or indirectly and no matter whether a benefit earned or not. In this regard, the Company has established guidelines to prevent the use of inside information as follows:

1. Educating Directors and Executives of the Company about the duty to report their securities holding and the holding of their spouse and minor children to the Securities and Exchange Commission according to Section 59 and penalties under Section 275 of the Securities and Exchange Act, B.E. 2535 (including the amended); reporting the Acquisition and Disposition of Assets of their own, spouse and minor children to the Securities and Exchange Commission under Section 246 and penalties under the Section 298 of the Securities and Exchange Act, B.E. 2535 (including the amended).

2. Directors and Executives of the Company as well as spouses and minor children are shall prepare and disclose their securities-holding report and a report indicating the change of their holding of the Company's securities to the Securities and Exchange Commission under Section 59 and penalties under Section 275 of the Securities and Exchange Act, B.E. 2535 (including the amended) and send copies of this report to the Company on the same day that submitted to the Securities and Exchange Commission.

3. Directors, Executives, employees and workers of the Company that getting access to inside information that is material enough to affect the price of the Company's securities shall refrain from trading in the Company's securities since the last day of each quarter or the end of Company's accounting period (depending on the case) until the date that the financial statements or such inside information is disclosed to the public and within 24 hours after such internal information was disclose to the public. Those related to the inside information shall not disclosed the information to any one until the information is notified to the Stock Exchange of Thailand. Regarding to the penalties, in case of violation, the Company will consider it as a disciplinary violation against the Company's regulations and shall penalize the person based on the circumstance in the following manners: verbal warning, written warning, probation and termination by firing.

6.3. Compliance with Corporate Governance principles in other

- Review of Corporate Governance policy.
- The Company will arrange to review the Corporate Governance policy annually.
- Assessment of compliance with Corporate Governance principles.

In the Board of Directors Meeting No.2/2024 held on February 27, 2024, the Board of Directors assessed the implementation of Corporate Governance principles. The Board of Directors is of the opinion that the Company has complied with the principles of good corporate governance very well. There are only matters that have not been complied with as follows.

Un-accomplishment performances in good corporate governance in 2023

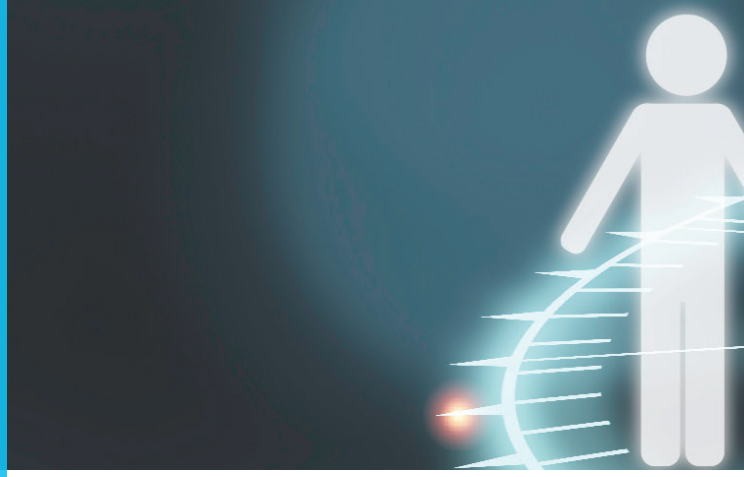
1. The Company has not yet prepared a succession plan for every position that has been determined in accordance with the succession plan policy. Currently, a specific plan for the position of CEO has been prepared. and CFO of Accounting and Finance Department only. In the process of preparing a succession plan for all positions

2. The Directors held more than 25% of the company's share because The company's needs of experienced Management to lead the business succeed.

3. The company had not revealed the compensation of the CEO specifically as it had been included with the board of director report, because The company is a small-sized business and the Information has no impact on the management.

PROEN Corp
Public Company Limited

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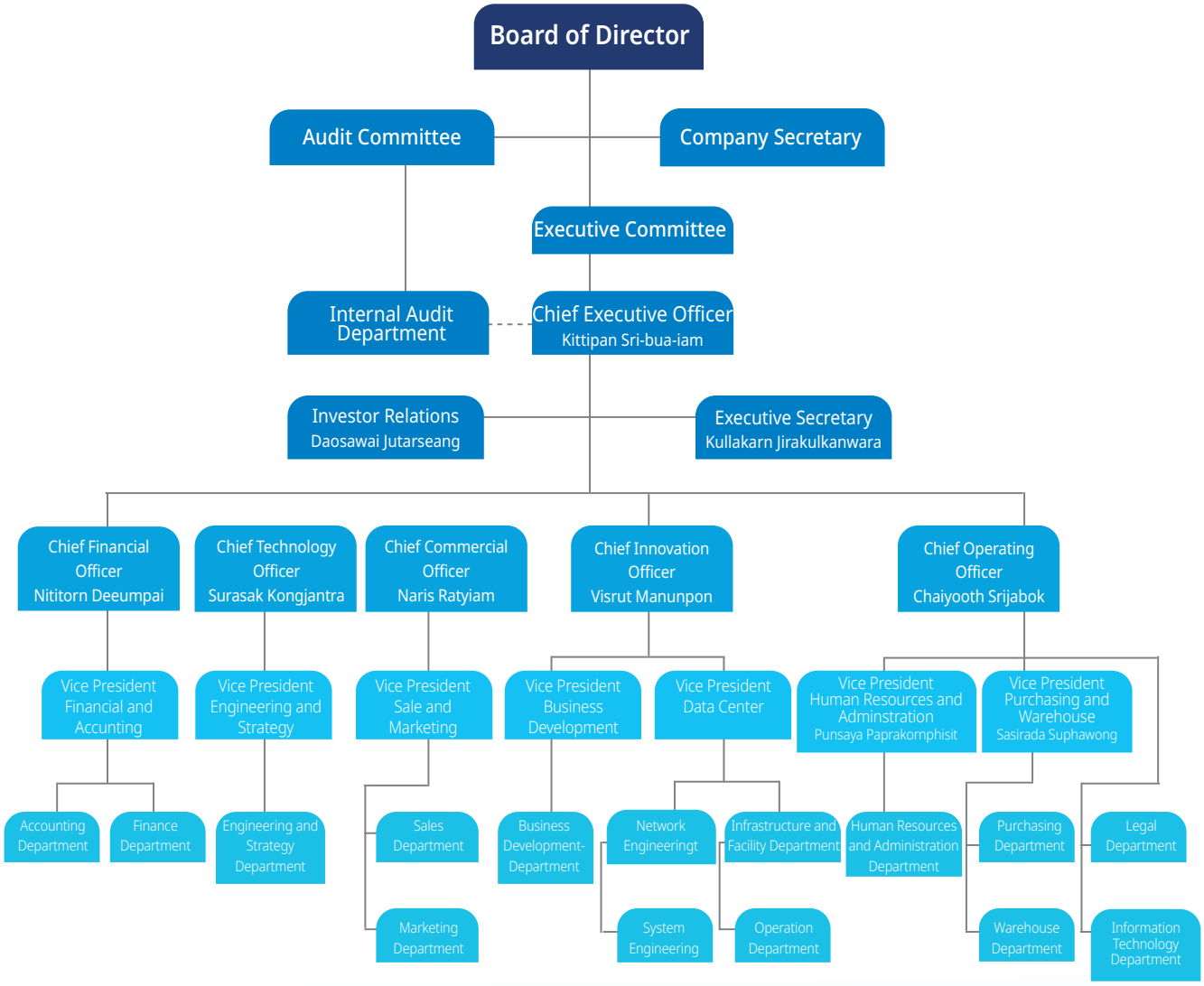


Corporate Governance structure and Key Information on Board of Directors, Subcommittee, Executives, Employees, and Others

7.1. Corporate Governance structure

The Company Organization Chart as of January 31, 2024

ORGANIZATION CHART



7.2. The Board of Directors

As of January 31, 2024 the Board of Directors consists of 8 persons are three (4) independent directors, four (3) executive directors and one (1) non-executive director. In this regard, all 8 directors are qualified persons who have full qualifications according to section 68 of the Public Limited Companies Act B.E. 2535 and according to the Notification of Capital Market Supervisory Board 39/2559 Re: Application for and Approval for Offer for Sale of Newly Issued Shares dated September 30, 2016 and amended in all respects, there is no independent director is a director of subsidiary.

List of the Company's Directors are follows.

Name	Position
1. Dr. Sathit Puttachaiyong	Chairman of the Board of Directors / Independent Director / Audit Committee
2. Mr. Panya Boonyapiwat	Independent Director / Chairman of Audit Committee
3. Assoc. Prof. Dr. Panarat Panmanee	Independent Director / Audit Committee
4. Dr. Parnai Kungwalrut	Independent Director
5. Mr. Kittipan Sri-bua-iam	Director
6. Mr. Naris Ratyiam	Director
7. Mr. Somkiat Yubanphaeo	Director
8. Mr. Chaiyooth Srijabok	Director

Remark : The Company's directors no. 2, Mr. Panya Boonyapiwat were appointed by the Board of Directors meeting No. 1/2024 held on January 16, 2024, replacing Mr. Nopparat Phutaviriya has resigned due to other personal duties.

The Company's directors no. 8, Mr. Chaiyooth Srijabok were appointed by the Board of Directors meeting No. 1/2024 held on January 16, 2024, of the with effective from January 17, 2024, replacing Mrs. Punsaya Paprakornpisit who has resigned due to retirement.

Miss Kullakarn Jirakulkanwara serve as the Company Secretary which was appointed by the Board of Directors Meeting No. 2/2024 held on February 27, 2024.

The authorized persons with the signature on behalf of the company

The authorized directors whose signatures affixed with the Company's seal have four (4) persons are Mr. Kittipan Sri-bua-iam shall jointly sign with Mr.Naris Ratyiam or Mr.Somkiat Yubanphaeo or Mr. Chaiyooth Srijabok, total two persons and affix common seal of the Company.

Scope of duties and responsibilities of Board of Directors

The Board of Directors has duties and responsibilities to manage the Company in accordance with the laws, objectives and articles of association of the Company, as well as the legitimate resolution of the meeting of shareholders with integrity, honesty and care to look after the interest of the Company. The major duties and responsibilities are concluded as follows.

1) To arrange a meeting of shareholders which is the Annual General Meeting within four months since the ending date of the accounting period of the Company.
2) To arrange the meeting of the Board of Directors at least once every three months and every director is required to attend the meeting of the Board of Directors and the additional meeting may be arranged as deemed suitable.
3) To prepare the annual report of the Board of Directors and to take responsibility on the preparation and disclosure in the financial statements examined by the Auditor to present the financial position and the operating results in the preceding year and to submit them to the meeting of shareholders for consideration and approval.
4) To authorize and take responsibility on the duties performed in accordance with the laws, objectives and articles of association of the Company, as well as the resolutions of the meeting of shareholders with integrity, honesty and care to look after the interest of the company and to consistently take responsibility on the shareholders.
5) To determine targets, guideline, policies, plans and budgets of the Company, to supervise the management and administration of the Board of Directors in accordance with the policies assigned to add the maximum economic value to the Company and the maximum profit to the shareholders.
6) To examine and approve the policies, guideline and plans to undertake the large investment project of the Company as proposed by the Sub-Committee and/or the Executives.
7) The Board of Directors is required to supervise the Company to ensure compliance with the law on the Securities and Exchange and the requirements of the Stock Exchange such as the Connected Transactions and the purchasing or selling of key assets in accordance with the rules and criteria of the Capital Market Commission or the Stock Exchange of Thailand or laws related to the business of the Company.
8) To determine the risk management policy throughout the organization and supervising that there is system or process for managing the risk, has standard and controlling methods to appropriately reduce the impact on the Company's business.
9) To consider the management structure, including appointment authority, assignment or introduction to the sub-committee, working group or other person to perform some work under the control of the Board or may delegate sub power of attorney to such person under the scope of period that deemed suitable, the Board may revoke, terminate, change or amend such delegation if deemed suitable. In this regard, the delegation of authority shall not be the delegation that enables such persons to consider and approve the transactions that themselves or persons may have any conflict, loss or gain any benefits or have any other conflicts of interest against the Company or its subsidiary companies (as defined in the announcement of the Capital Market Supervisory Board and/or the Securities and Exchange and/or other related announcement) except in case of any transaction approval according to the policy and criteria that the Board of Directors already considered and approved.
10) To continuously monitor the performance in accordance with the plan and budget and to monitor the business and work undertaken of the Sub-Committee and/or the Executives consistently to ensure efficiency of the business of the Company.

11) Directors are not allowed to undertake any business similar to and in competition with the business of the Company or to become a partner of an ordinary partnership or the unlimited liability partner of an limited partnership or the Director of a private company or the other company undertaking the business similar to and in competition with the business of the Company whether it is for the benefit of themselves or the other person unless has been informed of such matter in the meeting of shareholders before the resolution on the appointment is made.
12) Directors shall inform the Company without delay if have the interest, both directly or indirectly, in the contract made with the company or bond- or share-holding proportion in the company or the affiliates has increased or decreased.
13) To consistently take responsibility on the shareholders and to undertake the work with care to the maximum interest of the shareholders and correct, complete, standard, and transparent disclosure of information to the investors.
14) To undertake the work to ensure that the company has implemented the internal control measures to keep the internal control system efficient, including to manage the risk and reliability of the financial report through monitoring by the internal auditor and joint operation and coordination with the Audit Committee.
15) To authorize and approve any matter necessary and related to the Company or as deemed suitable and for the interest of the Company.
16) To consider the approval of any committees shall remain the committee position in not over 5 companies listed or unlisted in The Stock Exchange of Thailand.

7.3. Audit Committee

As of January 31, 2023, Audit Committee of the company Consisting of independent directors has 3 person(s) comprising of:

Name	Position
1. Mr. Panya Boonyapiwat	Audit Committees, Chairman
2. Dr. Sathit Puttachaiyong	Audit Committees
3. Assoc. Prof. Dr. Panarat Panmanee	Audit Committees

Assoc. Prof. Dr. Panarat Panmanee is Audit Committees who are having a knowledge and experiences in accounting and finance sufficient to perform the duty of examining financial statements (Please see the experience history of Assoc. Prof. Dr. Panarat Panmanee in Attachment 1)
Miss Kullakarn Jirakulkanwara served as the Secretary of the Audit Committee was appointed by the Audit Committee's Meeting No. 5/2023 on November 9, 2023 with effective from January 3, 2024

Scope of duties and responsibilities of Audit Committee

Audit committee are sub-committees who are appointed by the Company's board of directors to support for the good corporate governance as well as to the reliability of financial statements. The main duties and responsibilities are as follows.

1) Review the Company and its subsidiary financial reporting process to ensure that it is accurate and adequate.
2) Review to ensure that the Company and its subsidiary have appropriate and efficient internal control and internal audit systems. Also consider the independence of internal audit unit, approve an appointment, transfer, or termination of the head of internal audit unit, or any other units in charge of an internal audit.
3) Review to ensure that the Company has the management and compliance risk management policy as specified.
4) Review to ensure the company is compliance with SEC's laws, SET's regulations, and other related business laws.
5) Consider, select, and nominate independent persons to act as auditor, suggest the remuneration, and attend non-management meeting with the audit or at least once a year.
6) Consider the related party transactions or the transactions that may cause conflicts of interests, in accordance with the laws and SET's regulations. This is to ensure such transactions are reasonable and for the highest benefit of the Company.
7) Prepare an Audit Committee's report and disclose it in the Company's annual report. The report must be signed by the Chairman of Audit Committee and consist of at least following information:
   (a) Opinion on the accuracy, completeness, and reliability of the Company's financial reports
   (b) Opinion on the adequacy of the Company's internal control system
   (c) Opinion on the compliance with SEC's laws, SET's regulations, or any other related business laws
   (d) Opinion on the suitability of the Auditor
   (e) Opinion on transactions which may cause conflicts of interests
   (f) Number of the Audit Committee meetings, and attendance of such meetings by each Audit Committee member
   (g) Opinion or overview comment received by the Audit Committee from its performance of duties in accordance with the Charter
   (h) Other transactions which should be known to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Board of Directors
8) Have authority to seek independent opinion from any other professional counsel when it is deemed necessary at the expense of the Company
9) To perform any other act as assigned by the Company's board of directors, with the approval of the Audit Committee.
10) In its performance of duties, if it is found or suspected that there is a transaction or any of the following acts which may materially affect the Company's financial condition and operating results, the Audit Committee shall report it to the Board of Directors for rectification within the period of time that the Audit Committee thinks fit which the types of transaction or actions that need to report as follows:
    (a) Transaction which causes a conflict of interest
    (b) Any fraud, irregularity, or material defect in an internal control system
    (c) Infringement of the law on Securities and Exchange, the Exchange's regulations, or any law relating to the Company's business If the Audit Committee reports to the Board of Directors on suspicious actions and discusses with the Board and executives on the rectification of such issue, when it is due time, as agree by all involved. If the Audit Committee finds that the Board or executives fail to make corrective actions without a justifiable reason, any member of the Audit Committee may report such transaction or action directly to the Securities and Exchange Commission or the Stock Exchange of Thailand.

7.4. Executive Committee

As of January 31, 2023 the Company's Executive Committee has 6 persons comprising of:

Name	Position
1. Mr. Kittipan Sri-bua-iam	Chairman of Executive Committee
2. Mr. Naris Ratyiam	Executive Director
3. Mr. Nititorn Deeumpai	Executive Director
4. Mr. Chaiyooth Srijabok	Executive Director
5. Mr. Surasak Kongjantra	Executive Director
6. Mr. Visrut Manunpon	Executive Director

Remark : Mrs. Punsaya Paprakornpisit resigned from the position of Executive Director, who has resigned due to retirement, with effective from January 17, 2024.

Miss Kullakarn Jirakulkanwara served as the Secretary of the Executive Committee.

Scope of duties and responsibilities of Executive Committee

Executive Committees are sub-committees who are appointed by the Company's board of directors to support the management and control the Company's business. The main duties and responsibilities are as follows.

1) Have the authority to implement the corporate Board of Directors' policy that is in accordance with the laws, terms, rules, and regulations of the Company, except the transaction that legitimately require prior approval by the meeting of Board of Directors or shareholders.
2) Have the authority to prepare and propose the Company's policy, business plan, strategy, management authority and annual budget for further presentation to the Board of Directors for approval.
3) Provide policy guidelines, appoint, determine the authority, duties, supervise, coordinate, and determine the authority and duties of the special working group or the working group and also consider and approve the proposals which is proposed by the working group or a special working group.
4) To study the feasibility of new projects and to have the authority to consider and approve the Company to participate in the auctions, operate the project as well as to carry out legal acts related to such matters until the completion and in accordance with the approval authority that approved by the Board of Directors.
5) Have the authority to consider and approve the Company to invest in or enter into joint investments with any individuals, juristic persons or such other business entities for the purpose of complying with the Company's objectives and in accordance with the approval authority that approved by the Board of Directors as well as to carry out legal acts related to such matters until the completion.
6) Have the authority to consider and approve the business operation expenses that is the normal course of business, based on budgets approved by the Board of Directors and in accordance with the approval authority that approved by the Board of Directors.
7) Determine, consider, approve regulations, rules, policies on business management and operations of the Company or any activities with obligations to the Company.
8) Provide suggestion and determine policy guidelines and duties of the Chief Executive Officer and special working groups.

9) Have the authority to approve, appoint, employ, terminate, disciplinary action, determining of salary rate, bonus, pension and other rewards as well as the expenses and facilities of officers or Company's employees which has positions from the level of Deputy Chief Executive Officer downward or equivalent or special working groups to perform specific tasks.

10) To perform other duties in accordance with the policy that assigned by the Board of Directors.

11) Have the authority to appoint persons or group of persons to operate the Company's business under the controlling of Executive Committee or may delegate such person or group of persons in order to they have authority to carry out any act that the Executive Committee seem appropriated and has authority to change, amend, cancel or revoke such authorization.

12) Have the authority to appoint an advisor or the Advisory Board of the Executive Committee, as seem appropriated and has authority to determine remuneration and other expenses of such advisor or advisory board, as seem appropriated

13) Consider and approve to assign authority for perform the business operation to the executives in accordance with rules and regulations. The main topics can be summarized as follows.

Types of Transactions	Chief Executive Officer	Executive Committee	Board of Directors	Shareholder's Meeting
1. Sales and Marketing (Product and Service : ICT)				
1.1 Determining the selling price of goods and services, Approve sales support payment terms, set compensation conditions and approve the conditions and scope of the discount to the customer.	√	-	-	-
1.2 Approval of Sale Order	Not more than 50,000,000 baht	Not more than 100,000,000 baht	More than 100,000,000 baht	-
2. Investment Transaction				
2.1 Buy-Sell fixed assets such as land, buildings or structures and invest in securities that are always in demand such as ordinary shares, debentures - If there is a budget	Not more than 50,000,000 baht	X < 15%	15% < X < 50%	X ≥ 50%
- In case of no budget/exceeding the approved budget	Not more than 2,000,000 baht	Not more than 5,000,000 baht	-	-
2.2 Borrowing money from financial institutions for use in business	Not more than 100,000,000 baht	Not more than 150,000,000 baht	More than 200,000,000 baht	More than 200,000,000 baht
3. General Administration				
3.1 Approve for loan payment	Not more than 100,000,000 baht	Not more than 150,000,000 baht	More than 200,000,000 baht	-
3.2 Approval of Cash Advance	Not more than 1,000,000 baht	Not more than 2,000,000 baht	More than 2,000,000 baht	-

Types of Transactions	Chief Executive Officer	Executive Committee	Board of Directors	Shareholder's Meeting
4. Project Management				
4.1 Approval for new projects (IRR not less than 7% or profit margin not less than 5%)	Not more than 100,000,000 baht	Not more than 250,000,000 baht	More than 250,000,000 baht	-
4.2 Approval of Purchase Request (PR) and Purchase Order (PO)	Not more than 50,000,000 baht	Not more than 100,000,000 baht	More than 100,000,000 baht	-

Remark : Information from the approval authority for the management of the Company, revised version No. 9/2023

14) Have the authority to approve and withdraw money from all accounts of the Company and using credit at any bank or financial institution that the Company has, including requesting to open any accounts and/or requesting credit in any forms with any bank or financial institution as well as to use the Company's securities as collateral for such debts, whether registered or unregistered.

In this regard, the authorization of duties and responsibilities of the Executive Committee shall not be the delegation or sub-delegation that enables the persons authorized by the Executive Committee to approve affiliated transactions in which they or persons possibly having conflicts of interest (as defined under the notifications of the Capital Market Supervisory Board and/or the Stock Exchange of Thailand and/or the other relevant regulatory) may have any interest or gain any benefit or have any other conflicts of interest against the Company or its subsidiary companies and/or related companies, Executive Committee does not have the authority to approve such matters and shall report such matters to the Board of Directors' meeting and/or the shareholders' meeting (depending on the case) to approve. An exception is in cases where the approval is for transactions that are in compliance with the ordinary course of business and based on general trade conditions, in compliance with the notifications of the Capital Market Supervisory Board and/or the Stock Exchange of Thailand and/or the other relevant regulatory.

7.5. Executives

As of February 1, 2024, the Company has 8 Executives comprising of:

Name	Position
1. Mr. Kittipan Sri-bua-iam	Chief Executive Officer
2. Mr. Naris Ratyiam	Chief Commercial Officer
3. Mr. Nititorn Deeumpai	Chief Financial Officer
4. Mr. Chaiyooth Srijabok	Chief Operating Officer / Vice President –Strategy and Business Development
5. Mr. Surasak Kongjantra	Chief Technology Officer
6. Mr. Visrut Manunpon	Chief Innovation Officer / Vice President - Business Development
7. Mrs. Punsaya Paprakornpisit	Vice President – Human Resources and Administration
8. Miss. Sasirada Suphawong	Vice President – Purchasing and Warehouse

Remark :

- Mr. Narong Juekert resigned from the position of Vice President – Finance-Accounting Department and The person supervising accounting on March 16, 2023
- Executive Committee Meeting No. 6/2023 held on June 30, 2023 resolved to appoint Mr. Chaiyooth Srijabok to served as Chief Operating Officer / Vice President – Strategy and Business Development Appointed on July 3, 2023 to replace Mr. Thawatchai Praesangiam resigned from his position on July 1, 2023 and The Board of Directors Meeting No. 5/2023 held on August 10, 2023 resolved to the Meeting acknowledged.
- Executive Committee Meeting No. 6/2023 held on June 30, 2023 resolved to appoint Mr. Surasak Kongjantra to served as Chief Technology Officer Appointed on July 17, 2023 and The Board of Directors Meeting No. 5/2023 held on August 10, 2023 resolved to the Meeting acknowledged, replaces Mr. Somkiat Yubanphaeo, resigned from the of Executive Director and Executive on June 1, 2023.
- Executive Committee Meeting No. 6/2023 held on June 30, 2023 resolved to appoint Mr. Visrut Manunpon to served as Chief Innovation Officer Appointed on August 10, 2023 and The Board of Directors Meeting No. 5/2023 held on August 10, 2023 resolved to the Meeting acknowledged.
- Mr. Pornpat Wattananiyomkajohn resigned from Vice President - Sales and Marketing on February 1, 2024.

Scope of duties and responsibilities of Chief Executive Officer

The Board of Directors has established the scope of duties and responsibilities of the Chief Executive Officer regarding a normal business operations and the Company's management as follows.

1) To supervise the business operations and/or daily administration of the Company.
2) To supervise the Company's operation and to perform routine business activities for the benefit of the Company in accordance with the Company's objectives and Articles of Association as well as regulations, resolutions, policies, plans and budgets as determined by the Board of Directors' meeting under the relevant legal framework and scope of powers as set out by the Board of Directors.
3) To prepare a policy, business plan, the Company's business strategy and determine the management power and prepare a budget for business operation and annual budget for expense to propose to the Executive Committee and/or Board of Directors and/or to approve.
4) To set an organization structure, management approaches, employment and termination of the Company's employee and set wage rate, salary, remuneration, bonus, and welfare for all employees whose positions are lower than the Chief Executive Officer.
5) Supervise and monitor the business operations of the Company or the operations inside the Company to be aligned with the business policy, business plan and annual budget plans which have been approved by the Board of Directors including monitor and evaluate the performance to report to the Executive Committee and Board of Directors.
6) Have the authority to approve the expenditures for purchasing of assets, services and other transactions for benefit of the Company which such approval shall be the approval of normal trade transactions. The credit limit for each transaction shall be as determined in the approval authority table that has been approved by the Board of Directors.
7) issuing orders, regulations or announcements for the Company's operations in accordance with the Company's policy.
8) Have the authority to appoint working group and authorize one or more persons to perform any activities under the control of the Chief Executive Officer or authorize such person to has the authority as the Chief Executive Officer deems appropriate in the period as the Executive Committee seems appropriate. Which the Chief Executive Officer may cancel, revoke, change or amend the authorized person or such authority as it seems appropriate.
9) To perform other duties as assigned by the Board of Directors.

In respect of any matters which will be performed by the Chief Executive Officer or any persons authorized by the Chief Executive Officer or a person who may have conflicts of interest (according to the Notification of the Capital Market Supervisory Board and/or the Stock Exchange of Thailand) having interests or conflicts of interest with the group of Company and/or related companies, the Chief Executive Officer has no authority to approve such matter. Such matter shall be proposed to the Audit Committee' meeting and the Board of Directors' meeting for further approval, unless for the approval of transactions in accordance with normal business and normal trading conditions which are in accordance with the Notification of the Capital Market Supervisory Board and/or the Stock Exchange of Thailand. Which the maximum amount that the Chief Executive Officer can approve is in accordance with the approval authority for the management.

7.6. Remuneration of Directors and Executives

The Directors' remuneration shall be in the form of 1) meeting allowance, which will depend on the number of meetings attended and 2) pension, which will refer to the Company's operating and the evaluation of the Board's performance.

The Executive's remuneration shall be in the form of 1) Fixed remuneration which will be received in the form of salary, travel expenses, telephone expenses which the salary framework for each position is clearly defined. By this framework came from the survey data from the outside in order to compare and adjust the data to suit with the responsibilities and able to motivate the executives lead the Company to achieve the goals and 2) Variable remuneration such as bonuses, which shall be considered from the Company's turnover and the performance evaluation that determined by the Company.

7.6.1. Monetary Remuneration

1) Remuneration of Directors

The Annual General Meeting of Shareholders Year 2023 on April 27, 2023 has determined the Directors' remuneration and Sub-committees. The details are as follows.

Meeting Allowance

Paid to all directors who are not permanent employees. For the meeting of the Board of Directors and the Audit Committee at the rate specified in the table below.

Position	Year 2021 Meeting Allowance (Baht/time)	Year 2023 Meeting Allowance (Baht/time)
Chairman of the Board	18,000	18,000
Director	12,000	12,000
Audit Committees, Chairman	17,000	17,000
Audit Committee	12,000	12,000

Remark : Executive Director shall not receive meeting allowance.

The following table shows the Directors' monetary remuneration in the form of meeting allowances for the year ended December 31, 2022 and December 31, 2023. The details are follows.

Name	Meeting allowance (Baht)			
	Year 2021		Year 2022	
	The Company's Director	Audit Committee	The Company's Director	Audit Committee
1. Dr. Sathit Puttachaiyong	126,000	48,000	126,000	60,000
2. Mr. Nopparat Phutaviriya	84,000	68,000	84,000	85,000
3. Assoc. Prof. Dr. Panarat Panmanee	84,000	48,000	84,000	60,000
4. Mr. Kittipan Sri-bua-iam	-	-	-	-
5. Mr. Naris Ratyiam	-	-	-	-
6. Mr. Somkiat Yubanphaeo	-	-	-	-
7. Mrs. Punsaya Paprakornpisit	-	-	-	-
8. Dr. Parnai Kungwalrut	84,000	-	84,000	-
Total	378,000	164,000	378,000	205,000

Pension

The amount limit is not more than 1 million baht and assigned the Board of Directors to consider and allocate such remuneration which consider from the goal of turnover for that year. However, the Company shall not pay the director's pension if the Company's turnover does not meet the goal.

The following table shows the Directors' remuneration in the form of pension for the year ended December 31, 2022 and December 31, 2023. The details are follows.

Name	Director's Pension (Baht)	
	2022	2023
1. Dr. Sathit Puttachaiyong	180,000	180,000
2. Mr. Nopparat Phutaviriya	140,000	140,000
3. Assoc. Prof. Dr. Panarat Panmanee	140,000	140,000
4. Mr. Kittipan Sri-bua-iam	100,000	--
5. Mr. Naris Ratyiam	100,000	--
6. Mr. Somkiat Yubanphaeo	100,000	--
7. Mrs. Punsaya Paprakornpisit	100,000	--
8. Dr. Parnai Kungwalrut	140,000	140,000
Total	**1,000,000**	**600,000**

Remark : The Directors' remuneration in the form of pension for the year 2022, only for independent directors and audit committee members.

2) Remuneration of Executives

The remuneration of the Company's Executives consists of salary, bonus and other benefits such as life insurance, social security payment, provident fund payment, vehicle expenses, telephone expenses, brokerage fees, etc. The summarized as follows.

Remuneration type	2022		2023	
	Number (person)	value (million baht)	Number (person)	value (million baht)
Salary	10	24.60	10	24.62
Bonus	10	2.58	10	1.68
Other remuneration	10	3.20	10	2.93
Total		**30.38**		**29.23**

Remark : Most of other remuneration comes from the savings life insurance for Mr. Kittipan Sri-bua-iam, which has been approved by the resolution of the Board of Directors' meeting since 2013 and the remain comes from the brokerage fees that only the Sales Executives are received this remuneration.

7.6.2. Non-monetary Remuneration/ Other remuneration

-None-

7.7. Personnel

As of December 31, 2023, the total number of employees (excludes executives) of the Company was 91 persons. The detail as follows.

Department	Number of employees		
	Dec 31, 2021 (person)	31 Dec. 2022 (person)	31 Dec. 2023 (person)
1. Accounting and Finance	9	8	11
2. HR and Admin	2	4	3
3. Purchasing	4	6	6
4. Sales and Marketing	26	23	26
5. Data Center	39	40	39
6. Information Technology	3	1	2
7. Internal Audit	1	1	0
8. Legal	1	1	1
9. Engineering and Operations (Construction contract)	-	-	-
10. Other (Secretary, Company Secretary and Investor Relations)	3	3	3
Total	88	87	91

In this regard, the Company and the Group have outsourced contractors to conduct in the construction business in the form of sub-contract. The Company outsources several sub-contractors, each contractor be responsible for the partial construction of the entire construction process and the sub-contractors will be responsible for the materials and labor costs. The company will send the engineers to control the quality of production and monitor the operations of each subcontractor for each project to be on schedule.

7.7.1. Remuneration of Employee

The remuneration of employees consists of salary, bonus, and other benefits such as provident fund contribution, overtime payment, travel expense, commission, compensation, retirement payment etc. The summarized as follows.

Remuneration type	Year 2021	Year 2022	Year 2023
Number of persons	88	87	91
Salary	31.5	34.3	34.75
Bonus	2.3	3.3	3.05
Provident Fund Contribution	0.5	0.5	0.56
Welfare and others	2.1	1.9	2.0
Overtime payment	1.0	1.2	1.19
Total	37.4	4.12	41.55

7.7.2. Provident Fund

The Company has provided a provident fund under the management of Kasikorn Asset Management Company Limited since December 27, 2018. The Company has determined a Contributions' Policy at rates 3% of the salary of executives and employees.

7.7.3. The significant changes in the number of employees

In 2021, the number of employees decreased by 2 persons due to the reduction of staff in the Engineering and Operations Department.

In 2022, the number of employees decreased by 1 net and was not significant.

In 2023, the number of employees increased by 4 persons, most of them are the accounting and finance department and sales Department to support the Business's expansion, without significance.

7.7.4. Important Labor Disputes in the past 3 years

- None -

7.7.5. Personnel Development Policy

The Company realizes the importance and support the employees to enhance their knowledges and abilities in order to increase their self-efficiency and increase the competitiveness of the Company as follows.

1) Encourage and support the employees to expand their knowledge where the employees can offer their need on training both in-house training and outside training.
2) Train employees through hands-on learning with concrete measures or using simulations and case studies etc.

7.8. Other important information

7.8.1. The Company Secretary

To comply with the principles of good corporate governance, the Board of Directors Meeting No. 2/2024 held on February 27, 2024 resolved to appoint Miss Kullakarn Jirakulkanwara served as the Company secretary to review the activities of the Board of Directors in the supervising and managing the business to be in the right direction, transparent and more efficient and more details in Attachment 1.

Scope of duties and responsibilities of the Company Secretary

The Company Secretary has authority and responsibility to perform on behalf of the Company or the Board of Directors as follows.

1) Oversee and give advice to the Board and the executives in the issues relating to matters of laws, regulations, rules and Articles of Association of the Company and follow up for proper and regular compliance.
2) Responsible for arranging the Board meeting and the shareholders' meeting and coordinate with relevant parties to effect and follow up implementation in accordance with the resolutions of such meetings.
3) Supervise to provide the information disclosures and report the information in the part that responsible to be aligned with the regulations and requirements of the Stock Exchange of Thailand, the Securities and Exchange Commission and relevant law.
4) Prepare place for the meeting and prepare and maintain the following important documents:
   - a register of directors
   - a notice calling the Board of Directors' meeting, a minute of the Board of Directors' meeting
   - a notice calling shareholders' meeting and a minute of shareholders' meeting
   - an annual report of the Company and
   - a stakeholding report of the Directors or Executives
5) Perform any other acts as specified in the notification of the Capital Market Supervisory Board, the Securities and Exchange Commission of Thailand and the Securities Exchange of Thailand.

7.8.2. The person who served as the Head of the Company's Internal Audit

Miss Siriwan Lueanloi served as Internal Audit Manager since December 9, 2021, performed duties until December 6, 2023, She is experienced in internal audits. In addition and more details in Attachment 3. The company is in the process of recruiting qualified people to perform internal audit duties.

7.8.3. The person assigned to the direct responsibility of supervising accounting preparation (Chief Accountant)

Miss Prapussorn Boonaiem is the Accounting Manager or Chief Accountant of the Company since December 18, 2023 until the present. The Company's Chief Accountant having full qualifications as specified by the Securities and Exchange Commission. He graduated with a bachelor's degree in accounting from Rajamangala University of Technology Thanyaburi and have working experience in the field of accounting not less than 3 years, within 5 years prior to the date of submission of an application for permission to the Office.

7.8.4. List of Head of Investor Relations

Miss Daosawai Jutarseang, Position Investor Relations Manager. In case the investors and related persons have questions and inquiries, please contact email: ir@proen.co.th or call 02-690 3888 ext. 913.

7.9. Remuneration of Auditor

The Company and Subsidiaries have paid the audit fee to PricewaterhouseCoopers ABAS Ltd. for the audit of financial statements in the fiscal year 2021 2022 and 2023. The details as follows.

Remuneration for the Auditing Service	Year 2020 (Baht)	Year 2021 (Baht)	Year 2023 (Baht)
Annual audit fee	5,030,000	3,650,000	4,930,000
Non-audit fee*	851,292	103,122	48,939
Total	5,168,509	3,753,122	4,978,939

*Non-audit fee is a service fee for information auditing of the expenditures that can be deducted and in 2021, there is a service fee for information auditing of the initial public offering (IPO).

In this regard, the persons or businesses related to the auditors and the offices that the auditors are affiliated with above shall not be persons or businesses that are related to the Company.

7.10. Relationship with financial advisor

- None -

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Corporate Governance Report

8.1. Nomination and Appointment of Director and Executive Director

The Company Group has criteria and regulations for the nomination of personnel who will be responsible for the important Director and Executive Director positions to be proper and transparent to ensure that the Company has qualified Directors and Executive Directors who has skills, experience and professional abilities as follows.

Board of Directors Level

The Board of Directors is responsible for the nomination and consideration of the qualified person, who has complied with related regulations and law. The Board of Directors and will propose the name of a qualified person, in order to obtain a professional Director with a variety of fields considering structure, size, and quorum of the Directors, to the Shareholders meeting for the Director election. However, there must be transparency and clarity in the selection of directors by considering on knowledge, ability, and expertise of the nominated person with adequate information for the benefit of the decision making by the Board of Directors and shareholders. Furthermore, the Company will give shareholders an opportunity to nominate a list of nominated persons of the Company Directors at the Annual General Meeting of Shareholders according to the rules and regulations specified by the Company Group's Board of Directors.

The appointment of directors is subject to the following principles and procedures:

1) In voting for the election of Directors, each shareholder has one voting right per one share.
2) In voting for the election of Directors, the vote casting must be done person by person, shareholders shall cast all their voting rights for the election of nominated person individually.
3) The person receiving the highest votes in descending order is elected to be Director equal to the number of directors to be elected at that time. If the person who is elected in descending order has equal votes exceeding the number of required directors, The Chairman of the meeting shall have one more vote as a casting vote.
4) The appointment of each Director must be approved by more than half of the total votes of shareholders who attend the meeting with voting rights.

In case the Director position is vacant by any reason other than the maturity of the Directors term, the Committee must appoint qualified person, who does not have any incompatibility, instead of the vacant position in the next Directors meeting unless the remaining term of the retiring Director is less than 2 months. The person act for Director shall be in the position equal to the remaining term of the retiring Director. The resolution of the appointment of Director (act for) must have a vote of not less than three-fourths of the total number of the remaining Directors.

Chief Executive Director and President Level

The Board of Directors will prepare for a succession plan of the Chief Executive Director and President Position to propose to the Board of Directors for consideration. When the Chief Executive Director or the President positions are vacant or the current person unable to perform their duties, the Company will assign the Director in similar or lower level to be in charge of the vacant position until the nomination and selection of a qualified person in accordance with the principle specified by the Company is done. The candidate must be a person who has vision, knowledge, expertise, and must be suitable for the Company culture. The candidate must be considered by the Executive Committee, then propose to the Board of Directors and/or the Shareholders meeting for consideration and approval in order to appoint qualified person.

Basic qualification of Chief Executive Director

1) Education: at least Bachelor's Degree
2) Work experience: Director level or above
3) Has Leadership skill and broad vision
4) Be able to create a strategic plan and manage the organization
5) Decide and solve problems carefully, considering the best interests of the organization

Executives Level, from assistant to Director to Deputy Chief Executive Officer

When the Executive level from assistant to Director to Vice President is vacant or the current person unable to perform their duties, the Company will propose a successor, who has been selected before, to the appointed Executive Committee. The succession plan for Executive level of the Company Group is as follows.

1) Analyze the business situation of the Company in terms of the strategy, policy, investment plan, operation plan, and business expansion.
2) Evaluate the readiness of manpower to comply with the short-term and long-term strategy of the Company
3) Establish a plan for the readiness of manpower by employee development or new employee recruitment for the replacement of resigned employees.
4) Create recruitment plan and Employee Training and Development plan prior to the retirement or early retirement of employees.
5) Determine qualification and competencies, which mean knowledge, skill, personality, attitude preferred in the position, and create individual development plans
6) Select, evaluate performance, and evaluate the ability of employees in order to consider the appropriateness
7) Apply tools to evaluate and analyze employee's ability
8) Place a successor from the analysis of potential performance of employees by notifying employees in advance to prepare for the job acceptance and learning working procedure, and to determine the reserved successor
9) Develop and evaluate the employee who is expected to be the successor whether he/she can create a progression and performance according to the prospect or not. In case the result does not meet the expectation, proceed as follows.
    a) Rearrange the nomination and succession plan, or
    b) Train new successors (if any), or
    c) Recruit and elect new employees by external recruitment

When the successors match with the requirement of the higher level's duties, and there is a vacant position, or there is a vacant position in higher level, the promotion and acting shall be proposed according to the Company policy re: Job Position Structure/Criteria to promote temporary employees to be the Company Group employees, promotion, job position changes, or obtain approval from the Board of Directors and CEO.

8.2 Attending the Board of Directors' Meeting

In 2023, the Board of Directors held 7 meetings and the Audit Committee had 5 independent meetings with the auditors of the PricewaterhouseCoopers ABAS Company Limited.

Name	Number of meeting attendance / total meeting			
	AGM	Board of Directors meeting	Audit Committee meeting	Executive Committee Meeting
1. Mr. Sathit Puttachaiyong	1/1	7/7	5/5	--
2. Mr. Nopparat Phutaviriya	1/1	7/7	5/5	--
3. Mrs. Panarat Panmanee	1/1	7/7	5/5	--
4. Mr. Parnai Kungwalrut	1/1	7/7	--	--
5. Mr. Kittipan Sri-bua-iam	1/1	7/7	--	12/12
6. Mr. Naris Ratyiam	1/1	7/7	--	11/12
7. Mr. Somkiat Yubanphaeo	1/1	7/7	--	6/12
8. Mrs. Punsaya Paprakornpisit	1/1	7/7	--	12/12
9. Mr. Nititorn Deeumpai	1/1	--	--	12/12
10. Mr. Chaiyooth Srijabok	--	--	--	3/12
11. Mr. Surasak Kongjantra	--	--	--	6/12
12. Mr. Visrut Manunpon	1/1	--	--	10/12

Remark : - Three members of the Executive Committee held positions during the year : Mr. Chaiyooth Srijabok, executive director position Appointed on 3 July 2023, Mr. Surasak Kongjantra, executive director position Appointed on 17 July 2023 and Mr. Visrut Manunpon, executive director position Appointed on 10 August 2023.

- Mr. Somkiat Yubanphaeo resigned from the Executive Committee on June 1, 2023.

8.3. Development of the directors

The Company encouraged all of the Board of Directors and the Top Executives to participate in the seminars that would help benefit their performance of duties, increase knowledge, and expand the understanding of good corporate governance principles, rules and regulations, as well as roles and duties of the Board of Directors in managing work efficiently. The basic course where the directors of the Company attend the seminar was the course of the Thai Institute of Directors (IOD) and by The Stock Exchange of Thailand (SET) and the Securities and Exchange Commission, Thailand (SEC), in order to apply the knowledge and experience to develop the Company. In 2023, the Company held the seminar called PROEN X YournextU for Executives, Board of Directors and Board of Directors and passed training from other institutes as follows:

Name	Course
Mr. Kittipan Sri-bua-iam	The connect 2/2023
Mr. Nititorn Deeumpai	CFO Refresher Course 2023
Mr. Visrut Manunpon	1. Coaching and Mentoring 2023, By Network Training 2. Certificate of Completion the art of Negotiation 2023, By Network Training 3. Coaching For Business Leader. 2/2023

8.4. Appraising the performance of the Board of Directors, Sub-committee, and individual directors

The Company managed to have a performance appraisal of the Board of Directors under the principles of good corporate governance of companies listed in the Stock Exchange of Thailand annually so that the Board of Directors could together review the performance and various problems in order to effectively improve and correct the operation of the Board of Directors; the appraisal was done to the whole Board of Directors and also to each person individually. In 2023, the Company had prepared for Form for the Internal Appraisal of Performance of the Board of Directors by preparing the self-appraisal for the Board of Directors under the position and duties, divided into 3 Appraisal Forms as follows:

1. Self-Appraisal for the Board of Directors
2. Self-Appraisal for each Sub-committee
3. Self-Appraisal for the Board of Directors and Sub-committee for each person individually

Rules for the appraisal

Subject of Appraisal	Whole Board of Directors	Whole Sub-committee	Sub-committee for each person individually
1. Structure and qualifications of the Board of directors	✓	✓	✓
2. Board of Directors' Meeting	✓	✓	✓
3. Roles, duties, and responsibilities of the Board of Directors	✓	✓	✓
4. Others such as: • Relationship between the Board of Directors and the Management • Self-improvement of the Board of Directors	✓	-	-

Appraisal measurement of the Board of Directors is as follows:

0 = Strongly disagree or there is no action on that matter
1 = Disagree or there is just a little action on that matter
2 = Agree or there is some action on that matter
3 = Quite agree or there is good action on that matter
4 = Highly agree or there is excellent action on that matter

In 2022, the performance of each Board of Directors can be concluded as follows:

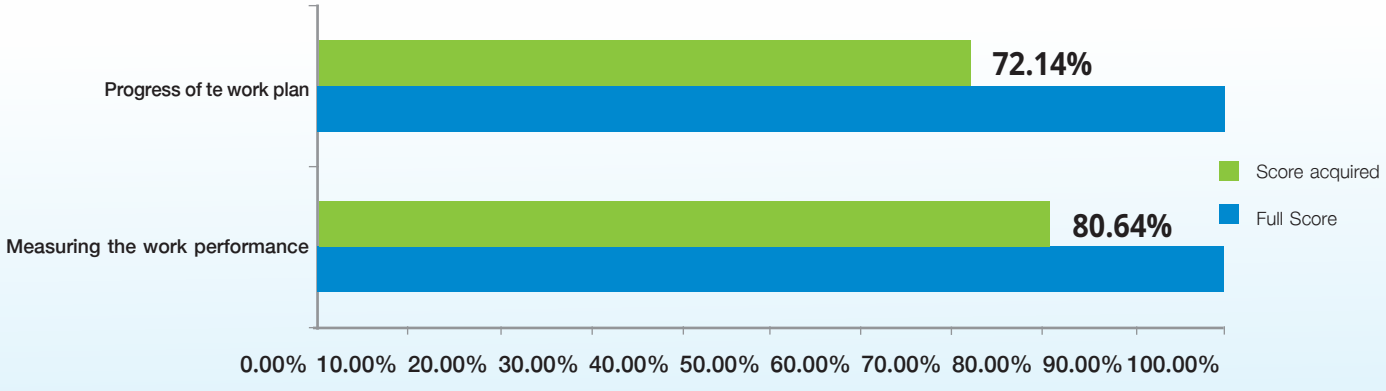
Result of the appraisal	Means of scores (Total of 4 points)
Board of Directors (Whole)	3.80
Board of Directors (Sub-committee for the whole board)	
Audit Committee	3.89
Executive Committee	3.84
Board of Directors (Individual)	3.89

Appraising the performance of the Chief Executive Officer

The Company managed to have an appraisal of the Chief Executive Officer annually to appraising the performing of work compared with the target, annual work plan, and Company's strategy by using appraisal criteria under the methods of the Stock Exchange of Thailand; in this regard, there are 2 Appraisal Chapters as follows:

Chapter 1: Progress of the work plan
Chapter 2: Measuring work performance

The results from the performance appraisal of the Chief Executive Officer in 2022 are as follows:



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Internal Audit and Related Party Transactions

9.1. Opinion of the Board of Directors regarding Internal Control

The Company Board of Directors realized the importance of the good Internal Control and considered that it is an important duty to ensure the Company Group has an appropriate and adequate Internal Control system to archive its goals, purposes, related law, regulations, and to prevent risks and damages that may occur to the Company Group and Stakeholders. The Accountancy and report must be correct, reliable, and the information disclosure must be complete and adequate at a proper period.

The Company Group assigned Executive Directors, appointed by the Board of Directors, to be responsible for risk management of the Company. The Executive Directors formulated a risk management policy, assessed and analyzed by internal and external risk factors affecting the Company in order to apply to the Company Group and to control the Company Group risk in systematically.

The Board of Directors meeting no. 2/2024 on date February 27, 2024 February 2022 with 3 audit committees attended the meeting, and they evaluated the adequacy of internal control, according to the guideline of COSO (The Committee of Sponsoring Organizations of Treadway Commission) comprised of:

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

The Board of Directors gave an opinion that the internal control of the Company Group is adequate and suitable with the Company Group's business operation, an internal audit department has been established to monitor, control the Company Group's business operation to ensure that the Company Group assets is secure, and will not be misused by Directors or Executives. The audit committee has no different opinion from the Board of Directors, then approved the Assessment form for the sufficiency of the Company's internal control system.

For the follow up of internal control in 2023, the meeting of the Audit Committee no. 1/2024 dated February 27, 2024, considered Internal Audit Department to be an internal auditor of The Company in order to monitor the internal control assessment. The Audit Committee resolved that Internal Audit Department has expertise and experience in internal control, Internal Audit Department will be reported to the Audit Committee.

9.2. Comments from the Auditor regarding internal control of the Company and its subsidiaries

PwC, the authorized Auditor of the Company Group reported notice and recommendation regarding internal control from the financial statement audit as of December 31, 2023, to the Audit Committee meeting no. 1/2024 on date February 27, 2024. There was no observation from the Auditor regarding internal control of the Company Group.

9.3 Comments from Internal Auditor regarding Internal control of the Company and its Subsidiaries

Internal auditor of the Company Group has reviewed and monitored the internal control of the Company Group in 2023 and found that the Directors have improved the internal control for the process design and the implementation according to Unique's advice in terms of control environment, formation of important policies and operational manuals, and control in processing level. As of December 31, 2023, the Company Group remained the low-risk issues, The issues will be proposed to the meeting as follows.

Detected issues	Suggestions	Results from the internal control improvement
Revenue recognition process		
1.1. The Company provides Colocation services without charging a fee to customers. From the review, it was found that the customer's name had been changed. In which a total of currently using services are three equipment, but service fees are charged for two equipment. (Risk: High)	1. The Sales Department should follow up with customers to pick up their equipment and check if they have any outstanding debts before allowing them to take the equipment out. 2. IDC's team should separate the equipment of customers who have terminated their service to prevent their equipment from being mixied up with the equipment of customers who are currently using the service in the same area. 3. The relevant department such as Sales Department, Accounting Department and IDC's team should check the usage of current customers' colocation rental services compared with the data in the system (Service's usage report and invoice issuance) to ensure a correct and consistent the number of active customers. This may be checked every three months or six months as appropriate. 4. The relevant department such as Sales Department, Accounting Department and IDC's team should make a discussion for collecting and analyzing of usage requirements (Software Requirement) whether in each menu in the PIC system, what data should be added to the report. So that the report can be used, able to review data, accurately, up-to-date and efficient, such as ; 4.1 Manu : Server : The report should show that currently how many customers, the Company must provide the server maintenance service and where is the location. Therefore, should add the customer status such as normally used customer, terminated service, device temporarily removed, and other statuses that are necessary to control the maintenance. With the clear separation of statuses, it is easier to track customers and review the use of services. 4.2 Manu : Sale Order : The report should show the customers' contract termination date. Therefore, the data that comes out should show the start-end date of the contract because currently the date is not displayed (00000-00-00). So that the end date of the contract can be reviewed and able to follow up with customers before the contract is terminated.	**Corrective action -** Separate the equipment of customers who have terminated their service from the usual area and follow up with customers to pick up their equipment.
2.2. The collecting of Co-Location service fees from customers is not complete according to actual usage. (Risk: High)	1. The Sales Department should negotiate with customers regarding adjustments in Co-Location service fees and collect the service rate according to actual usage. 2. Once the conclusion has been received from the customers, the Sale Orders (SO) should be corrected in order to charge the correct service fee in the next period immediately. 3. The Sales Department should correct the Project Plan to know the actual Gross Profit (GP). 4. IDC's team should prepare the daily checklist, with the requirement to check the actual use of the Co-Location service. In case, the actual usage is more or less, inform the Sales Department and Accounting department to verify. 5. The Sales Department should check actual usage before creating the Sale Orders (SO), in case the previous Sale Orders (SO) have expired and the customers would like to continue using service. To verify the actual use again, the Company can charge service fees correctly and completely. 6. The Management team and Head Department should determine conditions or discuss together in determining punishments for those who made mistakes in the same matter or refrain from performing duties, to prevent the neglect of duties	Undergoing corrective action - The Internal Audit Department will follow up and report to the management team continuously.

Note: For the risk issues which are in the process of correction by the Group as mentioned in the Table above, Internal auditor Department shall check and follow up the correction and shall present this to the Committee Meeting for examination and acknowledgement further.

In 2023, the Internal Audit Department has audited the company in quarterly and reported to the Audit Committee as following items.

Auditing of Internal control of the Company Group in 2023

Subject	Quarter 1/23	Quarter 2/23	Quarter 3/23	Quarter 4/23
1. The process of recognizing revenue from service delivery.	✓	✓	✓	✓
2. The system for controlling petty cash.	✓			
3. Processes related to occupational health and safety and environmental conditions in preventing and responding to fires.	✓			

9.4 Internal Audit Manager of the Company and its Subsidiaries

The Audit Committee meeting no. 1/2022 on February 25, 2022 has appointed Miss Siriwan Lueanloi to be the Internal Audit Manager. The Audit Committee has reviewed the qualification and found that she is suite with the position by having independent, qualified educational background, internal audit work experience. However, Miss Siriwan Lueanloi performed internal audit work for the Company until December 6, 2023.

The approval of appointment, deprivation, rotation the person who is in the position of internal audit manager of the Company Group must be approved by the Audit Committee. Qualification of the Internal Audit manager is specified in the attachment 3.

9.5. Related Party Transactions

9.5.1. Person who may have Conflict of Interest and Relationship Type

Person who may have Conflict of Interest	Relationship
1 1 Mr. Kittipan Sri-bua-iam	• Director, Authorized Director, Chairman of the Board of Directors, Chief Executive Officer, • Major shareholder, holding 148,277,800 shares directly and indirectly, calculated as 42.816% of the paid-up capital as of December 31st, 2023
2 Wealth Water House Co., Ltd. (WWH), a holding company (currently invest in only PROEN, without other business)	• Major shareholders, holding shares of 42.816% directly and indirectly of the paid-up capital as of December 31st, 2023 • Having a mutual director which is Mr. Kittipan Sri-bua-iam • Mr. Kittipan Sri-bua-iam is the major shareholder of WWH with a share proportion of 99.9% of the paid-up capital as of December 31st, 2023

9.5.2. Related party transactions

The Company Group has made related party transactions with person or entities that may have conflict of interest as follows.

Person or entities that may have conflict of interest	Transaction type	2021 (Thousand Baht)	2022 (Thousand Baht)	2023 (Thousand Baht)	Necessity and reasonability of transactions
1. Mr. Kittipan Sri-bua-iam	Advance land rental cost Pay for land rental	61.40 105.26	61.40 315.79	- 276.32	PROEN rent the land title deed no. 97764, at Huykwang District, Bangkok with an area of 56 square wa from Mr. Kittipan to be used as a car parking space for employees and visitors, with 1 year contract period from August 1st, 2020 - July 31, 2021, with rental cost of 100,000 Baht/year. The rental cost is not included 5% withholding tax amounting to 5,263.16 Baht, which will charge the tenant and entered into a new lease agreement in 2021 on July 31, 2021, with a contract term of 1 year, Contract ends on December 31, 2023. Comments from Audit Committee This transaction is necessary and reasonable, and the rental was for the Company Group's benefit. The rental cost and condition is the same as the market rate.
2. Wealth Water House Co., Ltd. (WWH)	Revenue from Services Accrued Revenues Account Receivable Unearned Revenues	30.00 1.25	30.00 1.25	30.00 1.25	In 2021 2022 and 2023, WWH applied Co-location service of the PROEN with service fees paid at a rate equal to the third party. Comments from Audit Committee The transaction deemed normal price and conditions as same as trading with third parties

9.3 Measure or procedure for the approval of related transactions

The Board of Directors meeting no. 5/2019 on August 14, 2019 approved policy and procedure for making connected transactions and related party transactions between the Company Group and connected person, or entities, or person or entities that may have conflict of interest against the Company Group in the future. There must be complied with the security and exchange regulations or the Stock Exchange of Thailand's regulations to ensure that making transactions will be transparent and will not be a transfer of benefit. There should be the transaction made for the best benefit of the Company Group and shareholders. The Company Group will comply with the conditions regarding related party transactions disclosure regulations disclosed in a note to the financial statements audited by the Company Group's auditor and form 56-1/One report.

In case an approval of related party transactions required by the law that the transaction must be approved by the Company Group Director meeting or shareholder meeting, the Audit Committee will be demanded to attend the meeting in order to consider and approve the necessity and reasonability of transactions. The comments of the Audit Committee will be presented to Directors meeting or Shareholder meeting (depending on the case) in order to ensure that the proposed transactions will be made for the best benefit of the Company and shareholders.

Transactions that are trade agreements with general commercial terms

The managements can be able to approve connected transactions or related party transactions that are trade agreements with general commercial terms between the Company Group, Directors, Executives, connected person or entities, or person or entities that may have a conflict of interest. If transactions are small transactions, according to the regulations of the Stock Exchange of Thailand, the Capital Market Supervisory Board, and SEC. And there are trade agreements in the same way that a sensible person would be made to the general parties in the same situation with the bargaining power of trade without the influence of being Directors, Executives, connected person or related party, or person that may have conflict of interests (depending on cases), and the trade agreements has been approved by the Board of Directors.

Transactions that are trade agreements with uncommon commercial terms

Transactions that are trade agreement with uncommon commercial terms must be considered and commented by Audit Committee, who will approve the transactions regarding necessity of entering into the transaction, and the suitable price of such transaction by considering conditions that comply with the business characteristic comparing with normal business in the industry, and/or there is a price comparison with third party, and/or the market price, and/or it can be able to show that the transactions is under the reasonable or fair conditions, then propose to the Board of Directors to consider an approval of entering into the transactions. However, if the transactions are large transactions, according to the Stock Exchange of Thailand regulation, the Capital Market Supervisory Board, and SEC, after the Board of Directors approved, the agenda for entering such transaction must be proposed to the shareholder meeting for the approval.

9.4 Policy or trend of the related party transactions in the future

After the Company Group offered the IPO, the related party transactions or connected transaction between the Company Group and the person that may have a conflict of interest, stakeholders, or person who may have a conflict of interest, including land rent to be used as car parking space, legal service fee, advance payments. The Company shall comply with the Securities Act, rule, notice, instruction or regulations of the Capital Market Supervisory Board, the SEC, and SET. The entering into the transactions must not be a benefit transferring of the Company Group or Shareholders, but it will be the transactions that are considered the best benefit of the Company Group and Shareholders.

In case of normal business transactions or support business transactions and transactions occurring in the future, the Company Group will determine criteria and guidelines in order to comply with general trade condition referring to the fair price and conditions, reasonability, accountability, then propose to the Audit Committee to comment for the suitability of the transactions. In case the Audit Committee has no expertise in consideration of related party transactions, the Company Group will hire a specialist such as auditor or independent asset assessor to give an opinion regarding the related party transactions. The opinion of the Audit Committee or specialist will be used for the decision making of the Board of Directors, or Shareholders, depending on cases.

Furthermore, when there are related party transactions or connected party transactions or when there are changes on agreement and transaction conditions between major shareholders, directors, or person who may have conflict of interest, or connected person, the beneficial director must not attend the meeting for the agenda regarding entering such transaction.

Part 3

Financial Statements 2023



PROEN Corp
Public Company Limited

PROEN CORP PUBLIC COMPANY LIMITED

CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS

31 DECEMBER 2023



Independent Auditor's Report

To the Shareholders and the Board of Directors of PROEN Corp Public Company Limited

My opinion

In my opinion, the consolidated financial statements and the separate financial statements present fairly, in all material respects, the consolidated financial position of PROEN Corp Public Company Limited (the Company) and its subsidiaries (the Group) and the separate financial position of the Company as at 31 December 2023, and its consolidated and separate financial performance and its consolidated and separate cash flows for the year then ended in accordance with Thai Financial Reporting Standards (TFRS).

What I have audited

The consolidated financial statements and the separate financial statements comprise:

- the consolidated and separate statements of financial position as at 31 December 2023;
- the consolidated and separate statements of comprehensive income for the year then ended;
- the consolidated and separate statements of changes in equity for the year then ended;
- the consolidated and separate statements of cash flows for the year then ended; and
- the notes to the consolidated and separate financial statements, which include significant accounting policies and other explanatory information.

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 (TFAC Code) that are relevant to my audit of the consolidated and separate financial statements, and I have fulfilled my other ethical responsibilities in accordance with the TFAC Code. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Key audit matters

Key audit matters are those matters that, in my professional judgement, were of most significance in my audit of the consolidated and separate financial statements of the current period. I determine one key audit matter: Revenue recognition from construction contract. The matter was 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 the matter.

Key audit matter	How my audit addressed the key audit matter
Revenue recognition from construction contract Refer to Notes to Financial Statements No. 4.18 Accounting policies for revenue recognition and Note 7 Accounting policies for critical accounting estimates and judgements. The Group recognises revenue from construction contracts in accordance with the performance obligations satisfied over time. The progress measurement for each performance obligation depends on the condition and substance determining in a contract with customer. I focused on the revenue recognition because: 1. The revenue recognition involves significant management's judgements when identifying the performance obligations, evaluating the method used, either input or output method, to measure progress towards completion of the contract, the estimation of total contract cost and the provision for project loss which may impact to progress measurement of the projects applying the input method 2. The Group has revenue recognition from construction contract for the year ended 31 December 2023 of Baht 220.50 million, representing 29% of total revenue in the consolidated statement of comprehensive income.	I enquired management about the Group's accounting policies, including those related to its judgements and related estimates. Further, I tested design and operating effectiveness of the internal control system of the revenue and receivable cycle. This includes internal controls to measure the achievement of the performance obligations. I gained an understanding of the contents of contracts by random inspection to assess the appropriateness of the revenue recognition method, and to assess it complies with the requirements of the Financial Reporting Standards and it has been applied consistently. I tested, on sample basis, the calculation of the revenue recognition of the construction contracts on which input and output method were applied as follows: 1) Input method - Examining the actual cost incurred during the year with invoices and receipts including the accruals for cost incurred but not yet billed from suppliers or sub-contractors e.g. purchase cut off testing to assess all purchase of materials and services have been recorded accurately and completely; - Agreeing the estimation of total contract cost with the approved estimation of total contract cost set by the executive committee and project manager; - Testing the accuracy of the stage of completion of the contracts and the amount of revenue recognition; 2) Output method - Examining supporting documents for the calculation of the work completed and transferred to customers, for example, client acceptance certificates; - Testing the accuracy of the stage of completion of the contracts and the amount of revenue recognition. I assessed the adequacy of the estimation of the project loss by comparing the contract value with the estimation of total contract and inquiring the management about the potential losses identified including reading the construction agreements and the related documents. I found the method of contract revenue recognition was reasonable and appropriate based on the environment and circumstances.

Other information

The directors are 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 the audit committee.

Responsibilities of the directors for the consolidated and separate financial statements

The directors are responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with TFRS, and for such internal control as the directors determine 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, the directors are 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 the directors either intend to liquidate the Group and the Company or to cease operations, or has no realistic alternative but to do so.

The audit committee assists the directors in discharging their responsibilities 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 judgement and maintain professional scepticism 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 the directors.

- Conclude on the appropriateness of the directors' 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 the audit committee 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 the audit committee with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.

From the matters communicated with the audit committee, 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.

PricewaterhouseCoopers ABAS Ltd.

Nuntika Limviriyalers
Certified Public Accountant (Thailand) No.7358
Bangkok
27 February 2024

PROEN Corp Public Company Limited
Statement of Financial Position
As at 31 December 2023

	Notes	Consolidated financial statements		Separate financial statements	
		2023	2022	2023	2022
		Baht	Baht	Baht	Baht
Assets					
Current assets					
Cash and cash equivalents	9	224,819,803	552,742,896	203,838,409	544,186,255
Trade and other receivables	10	322,149,177	255,451,622	245,682,627	235,143,910
Contract assets	11.1	408,567,123	442,630,753	259,329,518	387,356,867
Current portion of lease receivables	5.1.1	-	5,684,804	-	5,684,804
Inventories	13	170,912	9,790,784	-	9,630,489
Short-term loans to subsidiaries	33	-	-	104,765,368	87,323,303
Short-term loans to related parties		25,000,000	-	25,000,000	-
Financial assets measured at amortised cost		2,385,603	2,373,180	2,385,603	2,373,180
Other current assets		41,121,294	11,668,799	35,108,532	6,772,756
Total current assets		1,024,213,912	1,280,342,838	876,110,057	1,278,471,564
Non-current assets					
Restricted bank deposits	14	87,512,454	87,129,826	75,937,326	83,819,826
Lease receviables	5.1.1	-	3,649,096	-	3,649,096
Investment in subsidiaries	15	-	-	68,134,375	13,624,575
Financial assets measured at fair value through other comprehensive income	12.2	69,863,000	-	69,863,000	-
Property, plant and equipment	16	568,309,385	172,268,548	566,892,628	170,785,031
Right-of-use assets	17	13,456,525	17,494,872	8,937,206	17,494,872
Intangible assets	18	4,836,770	4,434,249	4,760,029	4,414,977
Deferred tax assets	19	18,458,211	21,295,065	9,746,676	10,635,004
Other non-current assets		14,478,996	3,764,890	8,628,784	1,980,659
Total non-current assets		776,915,341	310,036,546	812,900,024	306,404,040
Total assets		1,801,129,253	1,590,379,384	1,689,010,081	1,584,875,604

Director _____ Director _____

The accompanying notes are an integral part of these consolidated and separate financial statements.

PROEN Corp Public Company Limited
Statement of Financial Position (Cont'd)
As at 31 December 2023

	Notes	Consolidated financial statements		Separate financial statements	
		2023 Baht	2022 Baht	2023 Baht	2022 Baht
Liabilities and equity					
Current liabilities					
Bank overdrafts and short-term borrowings from financial institutions	20	54,288,330	2,174,767	9,000,000	-
Trade and other payables	22	447,003,239	506,184,809	372,526,130	475,820,000
Current portion of long-term borrowings from financial institutions	20	13,246,726	14,836,694	10,968,709	12,974,046
Current portion of lease liabilities	5.1.1	9,742,703	14,750,815	8,633,751	14,750,815
Current portion of debenture	20	498,853,654	-	498,853,654	-
Accrued income tax		194,952	-	-	-
Other current liabilities		13,139,085	14,339,237	10,066,597	12,058,741
Total current liabilities		1,036,468,689	552,286,322	910,048,841	515,603,602
Non-current liabilities					
Advance received for goods and services		650,771	-	650,771	-
Long-term borrowings from financial institutions	20	174,276,255	32,537,087	173,142,894	30,140,102
Debenture	20	-	494,811,722	-	494,811,722
Lease liabilities	5.1.1	4,241,379	13,089,978	1,595,614	13,089,978
Employee benefit obligations	23	17,959,276	17,114,310	13,747,082	16,813,472
Provision for decommissioning		8,230,749	8,651,942	8,061,869	8,651,942
Total non-current liabilities		205,358,430	566,205,039	197,198,230	563,507,216
Total liabilities		1,241,827,119	1,118,491,361	1,107,247,071	1,079,110,818

Director _____ Director _____

The accompanying notes are an integral part of these consolidated and separate financial statements.

PROEN Corp Public Company Limited
Statement of Financial Position (Cont'd)
As at 31 December 2023

	Notes	Consolidated financial statements		Separate financial statements	
		2023 Baht	2022 Baht	2023 Baht	2022 Baht
Liabilities and equity (Cont'd)					
Equity	24				
Authorised share capital					
Ordinary share 417,000,000 shares					
of par Baht 0.5 each		237,000,000	237,000,000	237,000,000	237,000,000
Issued and paid-up share capital					
Ordinary share 346,371,500 shares					
of paid-up at Baht 0.5 each					
(31 December 2021:					
Authorised share capital					
Ordinary share 316,000,000 shares					
of par Baht 0.5 each)		173,158,750	158,000,000	173,158,750	158,000,000
Share premium	24	322,716,550	228,732,200	322,716,550	228,732,200
Advance received from share subscription	26	-	3,409,740	-	3,409,740
Share surplus from business					
combination under common control		1,175,732	1,175,732	-	-
Change in parent's ownership interest					
in subsidiaries		(1,502)	(1,502)	-	-
Retained earnings					
Appropriated - legal reserve	25	12,090,000	11,770,000	12,090,000	11,770,000
Unappropriated		48,380,787	68,080,890	73,797,710	103,852,846
Equity attribute to owners of the parent		557,520,317	471,167,060	581,763,010	505,764,786
Non-controlling interests		1,781,817	720,963	-	-
Total equity		559,302,134	471,888,023	581,763,010	505,764,786
Total liabilities and equity		1,801,129,253	1,590,379,384	1,689,010,081	1,584,875,604

Director _____ Director _____

The accompanying notes are an integral part of these consolidated and separate financial statements.

PROEN Corp Public Company Limited
Statements of Comprehensive Income
For the year ended 31 December 2023

	Notes	Consolidated financial statements		Separate financial statements	
		2023	2022	2023	2022
		Baht	Baht	Baht	Baht
Revenues	8				
Revenues from sales of goods		149,877,206	626,909,334	55,581,256	616,856,387
Revenues from rendering services		392,937,952	317,099,813	355,563,381	308,658,188
Revenues from construction contracts		220,500,677	587,366,706	88,752,818	532,092,820
Total revenues		763,315,835	1,531,375,853	499,897,455	1,457,607,395
Costs					
Cost of sales		(132,176,104)	(597,549,487)	(47,384,905)	(589,563,827)
Cost of services		(271,761,306)	(212,615,290)	(247,685,607)	(209,103,367)
Cost of construction contract		(199,065,795)	(515,902,630)	(86,775,230)	(470,482,248)
Total costs		(603,003,205)	(1,326,067,407)	(381,845,742)	(1,269,149,442)
Gross profit		160,312,630	205,308,446	118,051,713	188,457,953
Other income	28	4,250,869	16,984,931	17,736,394	20,168,655
Gain(loss) from change status in investment	12.2	9,191,638	-	(507,400)	-
Selling expenses		(24,124,557)	(21,752,232)	(22,718,870)	(21,453,824)
Administrative expenses		(93,934,377)	(102,299,225)	(81,472,979)	(87,819,937)
Finance costs	29	(25,511,696)	(30,064,786)	(24,727,134)	(29,790,837)
Share loss of associates using the equity method	12.2	(9,699,038)	-	-	-
Profit before income tax expense		20,485,469	68,177,134	6,361,724	69,562,010
Income tax expense	31	(4,160,993)	(3,108,909)	(1,276,528)	(13,447,878)
Profit for the year		16,324,476	65,068,225	5,085,196	56,114,132
Other comprehensive income:					
Items that will not be reclassified to profit or loss					
Remeasurements of post-employment benefit obligations		3,618,112	1,220,690	4,010,103	742,910
Income tax on items that will not be reclassified		(723,623)	(244,138)	(802,021)	(148,582)
Total items that will not be reclassified to profit or loss		2,894,489	976,552	3,208,082	594,328
Other comprehensive income for the year, net of tax		2,894,489	976,552	3,208,082	594,328
Total comprehensive income for the year		19,218,965	66,044,777	8,293,278	56,708,460

Director _____ Director _____

The accompanying notes are an integral part of these consolidated and separate financial statements.

PROEN Corp Public Company Limited
Statements of Comprehensive Income
For the year ended 31 December 2023

	Note	Consolidated financial statements		Separate financial statements	
		2023	2022	2023	2022
		Baht	Baht	Baht	Baht
Profit attributable to:					
Owners of the parent		15,753,822	65,236,759	5,085,196	56,114,132
Non-controlling interests		570,654	(168,534)	-	-
		16,324,476	65,068,225	5,085,196	56,114,132
Total comprehensive income attributable to:					
Owners of the parent		18,648,311	66,213,311	8,293,278	56,708,460
Non-controlling interests		570,654	(168,534)	-	-
		19,218,965	66,044,777	8,293,278	56,708,460
Earnings per share					
Basic earnings per share	32	0.05	0.21	0.02	0.18
Diluted earnings per share	32	0.05	0.18	0.02	0.16

Director _____ Director _____

The accompanying notes are an integral part of these consolidated and separate financial statements.

PROEN Corp Public Company Limited
Statement of Changes in Equity
For the year ended 31 December 2023

		Consolidated financial statements									
		Attributable to owners of the parent									
							Retained earnings				
	Notes	Issued and paid-up share capital Baht	Share premium Baht	Advance received from share subscription premium Baht	Share surplus from business combination under common control Baht	Change in parent's ownership interest in subsidiaries Baht	Appropriated-legal reserve Baht	Unappropriated Baht	Total owner of the parent Baht	Non-controlling interests Baht	Total equity Baht
Opening balance at 1 January 2022		158,000,000	228,732,200	-	1,175,732	(1,502)	8,850,000	23,008,916	419,765,346	14,472	419,779,818
Change in equity for the year											
Investment in a newly estlablished subsidiary		-	-	-	-	-	-	-	-	875,025	875,025
Advance received from share subscription	26	-	-	3,409,740	-	-	-	-	3,409,740	-	3,409,740
Legal reserve	25	-	-	-	-	-	2,920,000	(2,920,000)	-	-	-
Dividend payment	27	-	-	-	-	-	-	(18,221,337)	(18,221,337)	-	(18,221,337)
Total comprehensive income for the year		-	-	-	-	-	-	66,213,311	66,213,311	(168,534)	66,044,777
Closing balance 31 December 2022		158,000,000	228,732,200	3,409,740	1,175,732	(1,502)	11,770,000	68,080,890	471,167,060	720,963	471,888,023
Opening balance at 1 January 2023		158,000,000	228,732,200	3,409,740	1,175,732	(1,502)	11,770,000	68,080,890	471,167,060	720,963	471,888,023
Change in equity for the year											
Share increase		15,158,750	93,984,350	(3,409,740)	-	-	-	-	105,733,360	-	105,733,360
Investment in subsidiary		-	-	-	-	-	-	-	-	490,200	490,200
Legal reserve	25	-	-	-	-	-	320,000	(320,000)	-	-	-
Dividend payment	27	-	-	-	-	-	-	(38,028,414)	(38,028,414)	-	(38,028,414)
Total comprehensive income for the year		-	-	-	-	-	-	18,648,311	18,648,311	570,654	19,218,965
Closing balance 31 December 2023		173,158,750	322,716,550	-	1,175,732	(1,502)	12,090,000	48,380,787	557,520,317	1,781,817	559,302,134

Director _____ Director _____

The accompanying notes are an integral part of these consolidated and separate financial statements.

PROEN Corp Public Company Limited
Statement of Changes in Equity
For the year ended 31 December 2023

		Separate financial statements					
					Retained earnings		
	Notes	Issued and paid-up share capital Baht	Share premium Baht	Advance received from share subscription premium Baht	Appropriated-legal reserve Baht	Unappropriated Baht	Total equity Baht
Opening balance at 1 January 2022		158,000,000	228,732,200	-	8,850,000	68,285,723	463,867,923
Change in equity for the year							
Advance received from share subscription	26	-	-	3,409,740	-	-	3,409,740
Legal reserve	25	-	-	-	2,920,000	(2,920,000)	-
Dividend payment	27	-	-	-	-	(18,221,337)	(18,221,337)
Total comprehensive income for the year		-	-	-	-	56,708,460	56,708,460
Closing balance 31 December 2022		158,000,000	228,732,200	3,409,740	11,770,000	103,852,846	505,764,786
Opening balance at 1 January 2023		158,000,000	228,732,200	3,409,740	11,770,000	103,852,846	505,764,786
Change in equity for the year							
Share increase		15,158,750	93,984,350	(3,409,740)	-	-	105,733,360
Legal reserve	25	-	-	-	320,000	(320,000)	-
Dividend payment	27	-	-	-	-	(38,028,414)	(38,028,414)
Total comprehensive income for the year		-	-	-	-	8,293,278	8,293,278
Closing balance 31 December 2023		173,158,750	322,716,550	-	12,090,000	73,797,710	581,763,010

Director _____ Director _____

The accompanying notes are an integral part of these consolidated and separate financial statements.

PROEN Corp Public Company Limited
Statement of Cash Flows
For the year ended 31 December 2023

	Notes	Consolidated financial statements 2023 Baht	Consolidated financial statements 2022 Baht	Separate financial statements 2023 Baht	Separate financial statements 2022 Baht
Cash flows from operating activities					
Profit before income tax		20,485,469	68,177,134	6,361,724	69,562,010
Adjustments for:					
Depreciation	16	19,820,626	24,407,462	19,178,985	23,874,529
Amortisation	18	385,324	424,292	364,993	416,662
Depreciation of right-of-use assets	17	13,899,247	13,933,386	13,276,293	13,933,386
Gain on disposal of equipment	28	-	(5,767,133)	-	(5,767,133)
(Reversal) expected credit loss on receivables and contract assets	10	(1,831,013)	4,474,106	(1,954,030)	(115,105)
(Reversal) Allowance loss on diminution in value of inventories		(23,528)	23,528	(23,528)	23,528
Losses from changes in fair value of financial asset at fair value through profit or loss	12.1	-	2,740,117	-	2,740,117
Impairment change on non-financial assets		-	3,959,649	-	-
(Gain) loss from (increase) decrease in digital assets	18	(355,795)	909,066	(355,795)	909,066
Income from node validator		-	(2,517,777)	-	(2,517,777)
Loss from cancel lease contract		1,071,953	-	1,071,953	-
(Gain) loss from chang status of investment	12.2	(9,191,638)	-	507,400	-
Share loss of associate	12.2	9,699,038	-	-	-
Interest income	28	(3,600,037)	(1,750,678)	(13,530,266)	(7,479,622)
Interest expense	29	25,511,696	30,064,786	24,727,134	29,790,837
Dividend income	33	-	-	(1,000,000)	-
Employee benefit obligations	23	4,463,078	3,665,507	4,196,687	3,513,415
Reversal of provision for decommissioning		(590,073)	-	(590,073)	-
Changes in operating assets and liabilities					
- trade and other receivables		(77,537,618)	(18,200,312)	(27,596,703)	113,648,702
- contract assets		33,940,613	(263,527,265)	128,027,349	(318,801,151)
- lease receivable		1,384,222	5,301,554	1,384,222	5,301,554
- inventories		9,643,400	93,901,543	9,654,017	93,901,543
- other current assets		(15,644,351)	(207,979)	(14,910,916)	(274,162)
- other non-current assets		(10,988,420)	(1,606,731)	(6,648,125)	(22,500)
- trade and other payables		(53,516,036)	58,727,414	(100,852,967)	27,518,848
- other current liabilities		(1,146,980)	7,315,519	(1,992,147)	6,678,554
- advance received for services		650,771	-	650,771	-
Cash generated from operations		(33,470,052)	24,447,188	39,946,978	56,835,301
Less Interest paid		(11,973,619)	(25,349,861)	(11,340,624)	(24,909,512)
Income tax paid		(15,439,814)	(12,023,054)	(14,615,081)	(12,016,002)
Net cash (used in) generated from operating activities		(60,883,485)	(12,925,727)	13,991,273	19,909,787

Director _____ Director _____

The accompanying notes are an integral part of these consolidated and separate financial statements.

PROEN Corp Public Company Limited
Statement of Cash Flows (Cont'd)
For the year ended 31 December 2023

	Notes	Consolidated financial statements 2023 Baht	Consolidated financial statements 2022 Baht	Separate financial statements 2023 Baht	Separate financial statements 2022 Baht
Cash flow from investing activities					
Proceeds for financial assets measured at fair value through profit or loss	12.1	-	146,832,588	-	146,832,588
Purchase of property, plant and equipment		(399,496,401)	(55,619,580)	(398,921,520)	(54,459,804)
Payments for borrowing cost of property, plant and equipment		(15,796,554)	(3,888,253)	(15,796,554)	(3,888,253)
Purchase of intangible assets		(432,050)	(554,202)	(354,250)	(532,452)
Purchase of right-of-use asset		(774,900)	(2,013,278)	-	(2,013,278)
Increase in restricted bank deposits		(382,628)	(6,280,126)	7,882,500	(2,970,126)
Payment for investment in subsidiaries	15	-	-	(54,509,800)	(1,624,975)
Payment for investments in associate	12.2	(70,000,000)	-	(70,000,000)	-
Payment for short-term loans to related parties	33	(25,000,000)	-	(145,079,301)	(33,265,100)
Repayment from short-term loans to related parties	33	-	-	102,637,236	-
Proceeds from disposal of equipment		-	5,777,042	-	5,777,042
Dividends recevied	33	-	-	1,000,000	-
Interest received		1,362,469	1,614,875	17,510,622	1,604,172
Net cash generated from (used in) investing activities		(510,520,064)	85,869,066	(555,631,067)	55,459,814
Cash flows from financing activities					
Proceeds from issuance of new share	26	105,733,360	-	105,733,360	-
Proceeds from short-term borrowings from financial institution	21	54,315,863	152,335,000	9,000,000	152,335,000
Repayments of short-term borrowings from financial institution	21	(2,315,863)	(237,335,000)	-	(237,335,000)
Proceeds from long-term borrowings from financial institution	20.3	154,448,250	17,385,680	153,419,550	17,385,680
Repayments of long-term borrowings from financial institution	20.3	(14,483,383)	(31,599,356)	(12,566,823)	(30,414,275)
Proceeds from issue of debentures	20.4	-	500,000,000	-	500,000,000
Payment for transaction costs directly attributable to the issue of debentures	20.4	-	(8,060,000)	-	(8,060,000)
Repayments of lease liabilities	20.5	(16,793,120)	(24,351,142)	(16,265,725)	(24,287,068)
Proceeds from advance received from share subscription	26	-	3,409,740	-	3,409,740
Proceeds from non-controlling interest for issuance of share capital of subsidiary		490,200	875,025	-	-
Dividends payment	27	(38,028,414)	(18,221,337)	(38,028,414)	(18,221,337)
Net cash generated from financing activities		243,366,893	354,438,610	201,291,948	354,812,740

Director _____ Director _____

The accompanying notes are an integral part of these consolidated and separate financial statements.

PROEN Corp Public Company Limited
Statement of Cash Flows (Cont'd)
For the year ended 31 December 2023

	Note	Consolidated financial statements		Separate financial statements	
		2023 Baht	2022 Baht	2023 Baht	2022 Baht
Net increase in cash and cash equivalents		(328,036,656)	427,381,949	(340,347,846)	430,182,341
Opening balance of cash and cash equivalents	9	550,568,129	123,186,180	544,186,255	114,003,914
Closing balance of cash and cash equivalents	9	222,531,473	550,568,129	203,838,409	544,186,255
Significant non-cash transactions are as follows:					
Payable arising from right-of-use under lease	21	8,920,252	20,694,162	4,718,627	20,694,162
Payable arising from construction and equipment		1,009,159	440,651	1,009,159	440,651
Payable arising from financial assets measured at fair value through othe comprehensive income		370,400	-	370,400	-
Equipment lease liabilities leareased due to lease cancellation due to lease cancellation	21	(7,154,713)	-	(7,154,713)	-
Payable arising from digital assets under intangible assets		-	2,517,777	-	2,517,777

Director _____ Director _____

The accompanying notes are an integral part of these consolidated and separate financial statements.

PROEN Corp Public Company Limited
Notes to the Consolidated and Separate Financial statements
For the year ended 31 December 2023

1 General information

PROEN Corp Public Company Limited (the "Company") is a public limited company which listed on the Stock Exchange of Thailand. The company is incorporated and domiciled in Thailand. The address of the Company's registered office is as follows:

72 Telecom Bangrak Tower 4th, 18th Fl., Charoen Krung Rd., Bangrak Sub-district, Bangrak District, Bangkok.

For reporting purposes, the Company and its subsidiaries are referred to as 'the Group'.

The Group is principally engaged in the business of IT equipment distributor, providing internet data center services and related services, providing internet security services and construction.

These consolidated and separate financial statements were authorised for issue by the Board of Directors on 27 February 2024.

2 Basis of preparation

The consolidated and separate financial statements have been prepared in accordance with Thai Financial Reporting Standards ("TFRS") and the financial reporting requirements issued under the Securities and Exchange Act.

The consolidated and separate financial statements have been prepared under the historical cost convention except as disclosed specifically in Note 4.

The preparation of financial statements in conformity with TFRS requires management to use certain critical accounting estimates and to exercise its judgement in applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas that are more likely to be materially adjusted due to changes in estimates and assumptions are disclosed in Note 7.

An English version of the consolidated and separate financial statements have been prepared from the statutory financial statements that are in the Thai language. In the event of a conflict or a difference in interpretation between the two languages, the Thai language statutory financial statements shall prevail.

The Company has reclassified contract assets from trade and other receivables to be consistent with the presentation of information in the current year.

The Company has the impact on the statement of financial position for the year ending 31 December 2022 is as follows

	Consolidated financial statements		
	As previously reported Baht	Reclassified Baht	As restated Baht
Statement of financial position 31 December 2022			
Trade receivable and other receivable	698,082,375	(442,630,753)	255,451,622
Contract assets	-	442,630,753	442,630,753

	Separate financial statements		
	As previously reported Baht	Reclassified Baht	As restated Baht
Statement of financial position 31 December 2022			
Trade receivable and other receivable	622,500,777	(387,356,867)	235,143,910
Contract assets	-	387,356,867	387,356,867

PROEN Corp Public Company Limited
Notes to the Consolidated and Separate Financial statements
For the year ended 31 December 2023

3 New and amended financial reporting standards

3.1 New and amended financial reporting standards that are effective for accounting period beginning on or after 1 January 2024 and relevant to the Group

a) **Amendment to TAS 16 - Property, plant and equipment** clarified to prohibit entities from deducting from the cost of an item of PP&E any proceeds received from selling any items produced while the entity is preparing that asset for its intended use.

b) **Amendment to TAS 37 - Provisions, contingent liabilities and contingent assets** clarified that, in considering whether a contract is onerous, the direct costs of fulfilling a contract include both the incremental costs of fulfilling the contract and an allocation of other costs directly related to fulfilling the contract. Before recognising a separate provision for an onerous contract, the entity must recognise any impairment losses that have occurred on the assets used in fulfilling the contract.

c) **Amendment to TFRS 9 - Financial Instruments** clarified which fees should be included in the 10% test for the derecognition of financial liabilities. It should only include fees between the borrower and lender.

All revised financial reporting standards above have no significant impact to the Group.

3.2 Amended financial reporting standards that are effective for the accounting period beginning on or after 1 January 2024 and relevant to the Group.

The following amended TFRSs were not mandatory for the current reporting period and the Group has not early adopted them.

a) **Amendment to TAS 1 - Presentation of financial statements** revised the disclosure from '*significant* accounting policies' to '*material* accounting policies'. The amendment also provides guidelines on identifying when the accounting policy information is material. Consequently, immaterial accounting policy information does not need to be disclosed. If it is disclosed, it should not obscure material accounting information.

b) **Amendment to TAS 8 - Accounting policies, changes in accounting estimates and errors** revised to the definition of 'accounting estimates' to clarify how companies should distinguish between changes in accounting policies and changes in accounting estimates. The distinction is important because changes in accounting estimates are applied prospectively to transactions, other events and conditions from the date of that change. Whereas changes in accounting policies are generally applied retrospectively to past transactions and other past events as well as the current period as if the new accounting policy had always been applied.

c) **Amendments to TAS 12 - Income taxes**

Companies must recognise any deferred tax related to assets and liabilities arising from a single transaction that, on initial recognition, gives rise to equal amounts of taxable and deductible temporary differences. Example transactions are leases and decommissioning obligations.

The amendment should be applied to transactions on or after the beginning of the earliest comparative period presented. In addition, entities should recognise deferred tax assets (to the extent that they can probably be utilised) and deferred tax liabilities at the beginning of the earliest comparative period for all deductible and taxable temporary differences associated with:

- right-of-use assets and lease liabilities, and
- decommissioning, restoration and similar liabilities, and the corresponding amounts recognised as part of the cost of the related assets.

The cumulative effect of recognising these adjustments is recognised at the beginning of retained earnings or any other component of equity, as appropriate.

The Group's management is considering the impact of the amended financial reporting.

4 Accounting policies

4.1 Group accounting - investments in subsidiaries

(a) Subsidiaries

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

In the separate financial statements, investments in subsidiaries are accounted for using cost method.

b) Associates

Associates are all entities over which the Group has significant influence but not control or joint control. Investments in associates are accounted for using the equity method of accounting.

In the separate financial statements, investments in associates are accounted for using cost method

c) Equity Method

The investment is initially recognised at cost which is consideration paid and directly attributable costs.

The Group's subsequently recognises shares of its associates and joint ventures' profits or losses and other comprehensive income in the profit or loss and other comprehensive income, respectively. The subsequent cumulative movements are adjusted against the carrying amount of the investment.

When the Group's share of losses in associates and joint ventures equals or exceeds its interest in the associates and joint ventures together with any long-term interests, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associates and joint ventures.

d) Intercompany transactions on consolidation

Intra-group transactions, balances and unrealised gains on transactions are eliminated. Unrealised gains on transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in the associates and joint ventures. Unrealised losses are also eliminated in the same manner unless the transaction provides evidence of an impairment of the asset transferred.

4.2 Business combination

Business combination under common control

The Group accounts for business combination under common control by measuring acquired assets and liabilities of the acquire in the proportion of interests under common control at the carrying values of the acquiree presented in the highest level of the consolidation prior to the business combination under common control at the acquisition date. The Group retrospectively adjusted the business combination under common control transactions as if the combination occurred from the beginning of period of which the financial statements in the previous period are comparatively presented in accordance with the guidance of business combination under common control as issued by the Federation of Accounting Professions.

Costs of business combination under common control are the aggregated amount of fair value of assets transferred, liabilities incurred, and equity instruments issued by the acquirer at the date of which the exchange in control occurs. Other costs directly attribute to business combination under common control, such as professional fees of legal advisors and other advisors, registration fees, and costs relating to preparation of information for shareholders, are capitalised as an investment in the separate financial statements while immediately recognised as expenses in the consolidated financial statements in the period of which the business combination occurs.

The difference between costs of business combination under common control and the acquirer's interests in the carrying value of the acquiree is presented as "Surplus arising from business combination under common control" in equity and is derecognised when the investment is disposed transfer to retained earnings.

4.3 Foreign currency translation

a) Functional and presentation currency

The financial statements are presented in Thai Baht, which is the Company's functional and presentation currency.

b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions.

Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit or loss.

Any exchange component of gains and losses on a non-monetary item that recognised in profit or loss, or other comprehensive income is recognised following the recognition of a gain or loss on the non-monetary item.

4.4 Cash and cash equivalents

In the statements of cash flows, cash and cash equivalents includes cash on hand, deposits held at call, short-term highly liquid investments with maturities of three months or less from acquisition date and bank overdrafts.

In the statements of financial position, bank overdrafts are shown in current liabilities.

4.5 Trade accounts receivable

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. They are generally due for settlement within 30 - 45 days and therefore are all classified as current.

Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, they are recognised at fair value. The Group holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost.

The impairment of trade receivables is disclosed in Note 5.1.2 (c).

4.6 Inventories

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

Cost of inventories is determined by the first-in, first-out method. Cost of raw materials comprise all purchase cost and costs directly attributable to the acquisition of the inventory less all attributable discounts. The cost of finished goods and work in progress comprises raw materials, direct labour, other direct costs, overhead costs and directly attributable costs in bringing the inventories to their present location and condition.

4.7 Financial asset

a) Classification

The Group classifies its debt instrument financial assets in the following measurement categories depending on i) business model for managing the asset and ii) the cash flow characteristics of the asset whether they represent solely payments of principal and interest (SPPI).

- those to be measured subsequently at fair value (either through other comprehensive income or through profit or loss); and
- those to be measured at amortised cost.

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

For investments in equity instruments, the Group has an irrevocable election at the time of initial recognition to account for the equity investment at fair value through profit or loss (FVPL) or at fair value through other comprehensive income (FVOCI) except those that are held for trading, they are measured at FVPL.

b) Recognition and derecognition

Regular way purchases acquires and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at FVPL, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether the cash flows are solely payment of principal and interest.

c) Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the financial assets. The measurement which the Group classifies its debt instruments:

- Amortised cost: Financial assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses) together with foreign exchange gains and losses. Impairment losses are presented as a separate line item in the statement of comprehensive income.

- FVPL: Financial assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognised in profit or loss and presented net within other gains/(losses) in the period in which it arises.

d) Equity instruments

The Group measures all equity investments at fair value. Where the Group has elected to present fair value gains and losses on equity instruments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in other income when the right to receive payments is established.

Impairment losses (and reversal of impairment losses) on equity investments are reported together with changes in fair value.

e) Impairment

The Group applies the TFRS 9 simplified approach in measuring the impairment of trade receivables, unbilled contract revenue and lease receivables which applies lifetime expected credit loss, from initial recognition, for all trade receivables, unbilled contract revenue and lease receivable.

To measure the expected credit losses, trade receivables and contract assets have been grouped based on shared credit risk characteristics and the days past due. The contract assets relate to unbilled work in progress and have substantially the same risk characteristics as the trade receivables for the same types of contracts. The Group has therefore concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for the contract assets. The expected credit loss rates are based on payment profiles, historical credit losses as well as forward-looking information and factors that may affect the ability of the customers to settle the outstanding balances. Trade receivables which low credit risk, the expected credit loss rate is based on discounted cashflow according to the schedule to be billed. The contract assets relate to unbilled work in progress and have substantially the same risk characteristics as the trade receivables for the same types of contracts.

For other financial assets carried at amortised cost, the Group applies TFRS 9 general approach in measuring the impairment of those financial assets. Under the general approach, the 12-month or the lifetime expected credit loss is applied depending on whether there has been a significant increase in credit risk since the initial recognition.

The significant increase in credit risk (from initial recognition) assessment is performed every end of reporting period by comparing i) expected risk of default as of the reporting date and ii) estimated risk of default on the date of initial recognition.

The Group assesses expected credit loss by taking into consideration forward-looking information and past experiences. The expected credit loss is a probability-weighted estimate of credit losses (probability-weighted present value of estimated cash shortfall). The cash shortfall is the difference between all contractual cash flows that are due to the Group and all cash flows expected to receive, discounted at the original effective interest rate.

When measuring expected credit losses, the Group reflects the following:

- probability-weighted estimated uncollectible amounts
- time value of money; and
- supportable and reasonable information as of the reporting date about past experience, current conditions and forecasts of future situations.

Impairment (and reversal of impairment) losses are recognised in profit or loss and included in adminstrative expenses.

4.8 Property, plant and equipment

All property, plant and equipment are stated at historical cost less accumulated depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount, only when it is probable that future economic benefits associated with the item will flow to the Group. The carrying amount of the replaced part is derecognised.

All other repairs and maintenance are charged to profit or loss are incurred.

Land is not depreciated. Depreciation on other assets is calculated using the straight-line method to allocate cost to residual values over estimated useful lives, as follows:

Land improvements	5 years
Building and buildings improvements	5, 10, 20 years
Network equipment	5 years
Furniture fixture and office equipment	5 years
Vehicles	5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Gains and losses on disposals are determined by comparing proceeds with carrying amount and are recognised within profit or loss.

4.9 Intangible assets

a) Acquired computer software

Acquired computer software licenses is measured at cost. These costs are amortised over their estimated useful lives not over than 10 years.

Cost associated with maintaining computer software are recognised as an expense as incurred.

b) Acquired IP Address

Separately acquired IP address is measured at historical cost. IP Address which has an indefinite useful life are not subject to amortisation and are tested annually for impairment and carried at cost less accumulated impairment losses.

c) Digital assets

Digital assets from being a node validator are stated at cost less impairment loss. Digital assets are initially recognised at fair value on the initial date and presented under “Intangible assets”. The fair value is based on the daily closing price on the website of the digital asset exchange center.

Digital assets which have an indefinite useful life are not subject to amortisation and are tested quarterly for impairment and carried at cost less accumulated impairment losses.

Digital assets are tested for impairment at the closing date. The impairment loss is recognised for the amount by which the carrying amount of the assets exceeds its recoverable amount. The recoverable amount is based on the daily closing price on the website of the digital asset exchange center. If an intangible asset’s carrying amount is increased and it has been recognised as expense in the prior period. The increase shall be recognised in profit or loss to the extent that it reverses a revaluation decrease of the same asset previously recognised in profit or loss.

Gains or losses on disposals and impairment loss are presented in profit or loss.

4.10 Impairment of assets

Assets that have an indefinite useful life are tested annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired. Assets that are subject to amortisation are reviewed for impairment whenever there is an indication of impairment. An impairment loss is recognised for the amount by which the carrying amount of the assets exceeds its recoverable amount. The recoverable amount is the higher of an asset’s fair value less costs of disposal and value in use.

Where the reasons for previously recognised impairments no longer exist, the impairment losses on the assets concerned other than goodwill is reversed.

4.11 Leases

Leases - where the Group is the lessee

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

Contracts may contain both lease and non-lease components. The Group allocates the consideration in the property rental contract to the lease and non-lease components based on their relative stand-alone prices. However, for leases of real estate for which the group is a lessee, it has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate
- amounts expected to be payable by the lessee under residual value guarantees
- the exercise price of a purchase option if the lessee is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be determined, the lessee’s incremental borrowing rate is used, being the rate that the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs.

Payments associated with short-term leases and leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

Leases - where the Group is the lessor

When assets are leased out under a finance lease, the present value of the lease payments is recognised as a receivable. The difference between the gross receivable and the present value of the receivable is recognised as unearned finance income. Lease income is recognised over the term of the lease which reflects a constant periodic rate of return. Initial direct costs are included in initial measurement of the finance lease receivable and reduce the amount of income recognised over the lease term.

Rental income under operating leases (net of any incentives given to lessees) is recognised on a straight-line basis over the lease term. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying asset and recognised as expense over the lease term on the same basis as lease income. The respective leased assets are included in the statement of financial position based on their nature.

4.12 Financial liabilities

a) Classification

Financial instruments issued by the Group are classified as either financial liabilities or equity securities by considering contractual obligations.

- Where the Group has an unconditional contractual obligation to deliver cash or another financial asset to another entity, it is considered a financial liability unless there is a predetermined or possible settlement for a fixed amount of cash in exchange of a fixed number of the Group's own equity instruments.
- Where the Group has no contractual obligation or has an unconditional right to avoid delivering cash or another financial asset in settlement of the obligation, it is considered an equity instrument.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

b) Measurement

Financial liabilities are initially recognised at fair value and are subsequently measured at amortised cost.

c) Derecognition and modification measurement

Financial liabilities are derecognised when the obligation specified in the contract is discharged, cancelled, or expired.

Where the terms of a financial liability are renegotiated/modified, the Group assesses whether the renegotiation / modification results in the derecognition of that financial liability. Where the modification results in an extinguishment, the new financial liability is recognised based on fair value of its obligation. The remaining carrying amount of financial liability is derecognised. The difference as well as proceed paid is recognised as other gains/(losses) in profit or loss.

Where the modification does not result in the derecognition of the financial liability, the carrying amount of the financial liability is recalculated as the present value of the renegotiated / modified contractual cash flows discounted at its original effective interest rate. The difference is recognised in other gains/(losses) in profit or loss.

4.13 Borrowing costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets are added to the cost of those assets less investment income earned from those specific borrowings. The capitalisation of borrowing costs is ceased when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

Other borrowing costs are expensed in the period in which they are incurred.

4.14 Current and deferred income taxes

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current tax

The current income tax is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax

Deferred income tax is recognised on temporary differences arising from differences between the tax base of assets and liabilities and their carrying amounts in the financial statements. However, deferred income tax is not recognised for temporary differences arise from:

- initial recognition of an asset or liability in a transaction other than a business combination that affects neither accounting nor taxable profit or loss is not recognised
- investments in subsidiaries, associates, and joint arrangements where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax is measured using tax rates of the period in which temporary difference is expected to be reversed, based on tax rates and laws that have been enacted or substantially enacted by the end of the reporting period.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

4.15 Employee benefits

a) Short-term employee benefits

Liabilities for short-term employee benefits such as wages, salaries and bonuses that are expected to be settled wholly within 12 months after the end of the period are recognised in respect of employees' service up to the end of the reporting period. They are measured at the amount expected to be paid.

b) Defined benefit plans

Amount of retirement benefits is defined by the agreed benefits the employees will receive after the completion of employment. It usually depends on factors such as age, years of service and an employee's latest compensation at retirement.

The defined benefit obligation is calculated by an independent actuary using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using market yield of government bonds that matches the terms and currency of the expected cash outflows.

Remeasurement gains and losses are recognised directly to other comprehensive income in the period in which they arise. They are included in retained earnings in the statements of changes in equity.

Past-service costs are recognised immediately in profit or loss.

4.16 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation. The increase in the provision due to passage of time is recognised as interest expense.

4.17 Share capital

Ordinary shares with discretionary dividends are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown as a deduction in equity.

4.18 Revenue recognition

Revenue includes all revenues from ordinary business activities. All ancillary income in connection with the delivery of goods and rendering of services in the course of the Group's ordinary activities is also presented as revenue.

Revenue are recorded net of value added tax. They are recognised in accordance with the provision of goods or services, provided that collectability of the consideration is probable.

Multiple element arrangements involving delivery or provision of multiple products or services are separated into distinct performance obligations. Total transaction price of the bundled contract is allocated to each performance obligation based on their relative standalone selling prices or estimated standalone selling prices. Each performance obligation is recognised as revenue on fulfilment of the obligation to the customer.

Sale of goods

Revenue from the sale of goods is recognised when the Group sells a product to the customer which is the point that control of goods has transferred.

Services

The Group recognised service contracts with a continuous service provision as revenue on a straight line basis over the contract term, regardless of the payment pattern.

IT consulting services

The IT consulting division provides business IT management, design, implementation and support services under fixed-price and variable-price contracts. Revenue from providing services is recognised in the accounting period in which the services are rendered. For fixed-price contracts, revenue is recognised based on the actual service provided to the end of the reporting period as a proportion of the total services to be provided, because the customer receives and uses the benefits simultaneously. This is determined based on the actual labour hours spent relative to the total expected labour hours.

Some contracts include multiple deliverables, such as the sale of hardware and related installation services. However, the installation is simple, does not include an integration service and could be performed by another party. It is therefore accounted for as a separate performance obligation.

Where the contracts include multiple performance obligations, the transaction price will be allocated to each performance obligation based on their relative stand-alone selling prices. Where these are not directly observable, they are estimated based on expected cost plus margin. If contracts include the installation of hardware, revenue for the hardware is recognised at a point in time when the hardware is delivered, the legal title has passed and the customer has accepted the hardware.

Estimates of revenues, costs or extent of progress toward completion are revised if circumstances change. Any resulting increases or decreases in estimated revenues or costs are reflected in profit or loss in the period in which the circumstances that give rise to the revision become known by management. In the case of fixed-price contracts, the customer pays the fixed amount based on a payment schedule. If the services rendered by the Group exceed the payment, a contract asset is recognised. If the payments exceed the services rendered, a contract liability is recognised.

If the contract includes an hourly fee, revenue is recognised in the amount to which the Group has a right to invoice. Customers are invoiced on a monthly basis and consideration is payable when invoiced.

Revenue from construction

Revenue from construction includes contracts to provide construction and foundation services for building and civil. Under the contracts, the Company's construction activities create or enhance an asset or work in progress that the customer controls as the asset is created or enhanced, and hence revenue is recognised over time by reference to the progress towards completing the construction works. Under this method, the revenue recognised is based on the latest estimate of the total value of the contract and actual completion rate determined by reference to the physical state of progress level based on lated estimates value of contract and cost of construction contract.

Claims, variations and liquidated damages are accounted for as variable consideration and are included in contract revenue provided that it is highly probable that a significant reversal will not occur in the future.

Percentage of completion

Revenue from construction contracts or construction-type service contracts or service contracts where a defined output is promised by apply method that more appropriate either

1) output method by reference to the physical stage of progress of project or
2) input method by reference to
   2.1) the percentage of direct cost incurred until the reporting date relative to total estimated direct cost or
   2.2) the percentage of direct hour incurred until the reporting date relative to total estimated direct hour.

The management will consider appropriate of percentage of completion method according to an entity's performance obligation or an entity's performance in transferring control of goods or services promised to a customer.

Estimates of revenues, costs or extent of progress toward completion are revised if circumstances change. Any resulting increases or decreases in estimated revenues or costs are reflected in profit or loss in the year in which the circumstances that give rise to the revision become known by management.

Contract assets and contract liabilities

A contract asset is recognised where the Group recorded revenue for fulfilment of a contractual performance obligation before the customer paid consideration or before the requirements for billing. The balance is shown as a current asset, under "Contract assets".

A contract liability is recognised when the customer paid consideration or a receivable from the customer that is due before the Group fulfilled a contractual performance obligation. The balance is shown as a current liability, under "Trade and other payable".

For each customer contract, contract liabilities are set off against contract assets.

Financing components

The Company does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, the Group does not adjust any of the transaction prices for the time value of money.

4.19 Dividend distribution

Dividend distributed to the Company's shareholders is recognised as a liability when interim dividends are approved by the Board of Directors, and when the annual dividends are approved by the shareholders.

4.20 Legal reserve

Legal Reserve is required to set aside as statutory reserve at least 5 percent of its net profit after accumulated deficit brought forward (if any) until the reserve is not less than 10 percent of the registered capital. This reserve is not available for dividend distribution. The Company records the reserve in the current year. The appropriation will be subsequently approved by the Board of Directors and the Shareholders' meeting.

4.21 Financial guarantee contracts

Financial guarantee contracts are recognised as a financial liability at the time the guarantee is issued. The liability is initially measured at fair value and subsequently at the higher of:

- the amount determined in accordance with the expected credit loss model under TFRS 9; and
- the amount initially recognised less the cumulative amount of income recognised in accordance with the principles of TFRS 15.

The fair value of financial guarantees is determined based on the present value of the difference in cash flows between a) the contractual payments required under the debt instrument; and b) the payments that would be required without the guarantee, or the estimated amount that would be payable to a third party for assuming the obligations.

Where guarantees in relation to loans or other payables of associates are provided for no compensation, the fair values are accounted for as contributions and recognised as part of the cost of the investment.

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5 Financial risk management

5.1 Financial risk factors

The Group's activities expose it to a variety of financial risks, including the effects of changes in interest rates, counterparties do not comply with the contract, credit risk, liquidity risk and capital risk management. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group.

The Group's risk management is controlled by a treasury department under policies approved by the board of directors. Group treasury identifies, evaluates and manages financial risks in close co-operation with the Group's operating units. The board provides written principles for overall risk management, as well as policies covering specific areas, such as interest rate risk and credit risk as well as investment of excess liquidity.

The Group mainly engages in financial transactions denominated in a local currency where that company is based. The management has considered the risk from exchange rate is low.

5.1.1 Market risk

Interest rate risk

The Group's income and operating cash flows are substantially independent of changes in market interest rates. The Group is exposed to interest rate risk relates primarily to its deposits at financial institutions, restricted bank deposits, lease receivable, long-term loans to related parties, short-term borrowings, long-term borrowings and debentures. Most of the Group's financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate. The Group assesses that the interest rate risk is insignificant as the interests from financial assets and financial liabilities are not significantly different. However, the Group will use interest rate swap to management the risk when necessary.

Significant financial assets and liabilities which are interest component categorized by interest rate and maturity date as shown below

	Consolidated financial statements							
	Fixed interest rates			Floating interest rates				
As at 31 December 2023	Within 1 year Baht	1 - 5 years Baht	Over 5 years Baht	Within 1 year Baht	1 - 5 years Baht	Over 5 years Baht	Total Baht	Interest rate (% p.a.)
Significant financial assets								
Cash and cash equivalents	224,819,803	-	-	-	-	-	224,819,803	0.125 - 0.350
Restricted bank deposits	-	87,512,454	-	-	-	-	87,512,454	0.32 - 0.375
	224,819,803	87,512,454	-	-	-	-	312,332,257	
Significant financial liabilities								
Bank overdrafts and short-term loans from financial institutions	2,288,330	-	-	52,000,000	-	-	54,288,330	3.50 - 11.37
Long-term loans from financial institutions, net	4,786,164	5,612,924	-	8,460,562	168,663,331	-	187,522,981	2.34 - 8.10
Debentures	498,853,654	-	-	-	-	-	498,853,654	0.065
Lease liabilities, net	9,742,703	4,241,379	-	-	-	-	13,984,082	3.97 - 8.75
	515,670,851	9,854,303		60,460,562	168,663,331	-	754,649,047	
As at 31 December 2022								
Significant financial assets								
Cash and cash equivalents	552,742,896	-	-	-	-	-	552,742,896	0.125 - 0.350
Restricted bank deposits	-	87,129,826	-	-	-	-	87,129,826	0.32 - 0.375
Lease receivables, net	5,684,804	3,649,096	-	-	-	-	9,333,900	7.00
	558,427,700	90,778,922	-	-	-	-	649,206,622	
Significant financial liabilities								
Bank overdrafts and short-term loans from financial institutions	2,174,767	-	-	-	-	-	2,174,767	3.50 - 11.37
Long-term loans from financial institutions, net	6,451,075	12,796,073	-	8,385,619	19,741,014	-	47,373,781	2.34 - 8.10
Debentures	-	494,811,722	-	-	-	-	494,811,722	0.065
Lease liabilities, net	14,750,815	13,089,978	-	-	-	-	27,840,793	3.97 - 8.75
	23,376,657	520,697,773	-	8,385,619	19,741,014	-	572,201,063	

	Separate financial statements							
	Fixed interest rates			Floating interest rates				
As at 31 December 2023	Within 1 year Baht	1 - 5 years Baht	Over 5 years Baht	Within 1 year Baht	1 - 5 years Baht	Over 5 years Baht	Total Baht	Interest rate (% p.a.)
Significant financial assets								
Cash and cash equivalents	203,838,409	-	-	-	-	-	203,838,409	0.125 - 0.350
Restricted bank deposits	-	75,937,326	-	-	-	-	75,937,326	0.32 - 0.375
	203,838,409	75,937,326	-	-	-	-	279,775,735	
Significant financial liabilities								
Bank overdrafts and short-term loans from financial institutions	-	-	-	9,000,000	-	-	9,000,000	3.50 - 11.37
Long-term loans from financial institutions, net	4,264,494	159,911,873	-	6,704,215	13,231,021	-	184,111,603	2.34 - 8.10
Debentures	498,853,654	-	-	-	-	-	498,853,654	0.065
Lease liabilities, net	8,633,751	1,595,614	-	-	-	-	10,229,365	3.97 - 8.75
	511,751,899	161,507,487	-	15,704,215	13,231,021	-	702,194,622	
As at 31 December 2022								
Significant financial assets								
Cash and cash equivalents	544,186,255	-	-	-	-	-	544,186,255	0.125 - 0.350
Restricted bank deposits	-	83,819,826	-	-	-	-	83,819,826	0.32 - 0.375
Lease receivable, net	5,684,804	3,649,096	-	-	-	-	9,333,900	7.00
	549,871,059	87,468,922	-	-	-	-	637,339,981	
Significant financial liabilities								
Long-term loans from financial institutions, net	4,588,427	10,399,088	-	8,385,619	19,741,014	-	43,114,148	2.00 - 8.10
Debentures	-	494,811,722	-	-	-	-	494,811,722	0.065
Lease liabilities, net	14,750,815	13,089,978	-	-	-	-	27,840,793	3.97 - 8.75
	19,339,242	518,300,788	-	8,385,619	19,741,014	-	565,766,663	

5.1.2 Credit risk

Credit risk arises from cash and cash equivalents, contractual cash flows of debt investments carried at amortised cost and at fair value through profit or loss (FVPL) as well as credit exposures to customers, including outstanding receivables.

a) Risk management

Credit risk is managed on a group basis. For banks and financial institutions, only independently rated parties with a minimum rating of 'A' are accepted.

If customers are independently rated, these ratings are used. Otherwise, if there is no independent rating, risk control assesses the credit quality of the customer, taking into account its financial position, past experience and other factors. Individual risk limits are set based on internal or external ratings in accordance with limits set by the board. The compliance with credit limits by customers is regularly monitored by line management.

There are no significant concentrations of credit risk, whether through exposure to individual customers, specific industry sectors and/or regions.

For derivative financial instruments, management has established limits so that, at ay time, less than 10% of the fair value of favourable contracts outstanding are with any individual counterparty.

The Group's investments in debt instruments are considered to be low risk investments. The credit ratings of the investments are monitored for credit deterioration.

b) Security

For some trade receivables the Group may obtain security in the form of guarantees, or letters of credit which can be called upon if the counterparty is in default under the terms of the agreement.

c) Impairment of financial assets

The Group and the Company have following financial assets that are subject to the expected credit loss model:

- cash and cash equivalents
- trade receivable and other receivables
- contract assets
- loans to related parties
- restricted deposits with financial institution

While cash and cash equivalents, trade receivables and other receivables, loans to related parties and restricted bank deposits are also subject to the impairment requirements of TFRS 9, the identified impairment loss was immaterial.

Trade receivables

The Group considered the aging of receivables based on invoices' due date of outstanding receivables balance as of reporting date in Note 10.

Contract assets

Mostly contract assets will be billed to customers within 3-9 months, unless otherwise agreed in customer contracts. However, the Group has mitigated credit risk by collection cash from customers in advance according to term of contract and present as 'Unearned revenue from construction' and slightly deduction with progress billing.

At the end of period, the contract assets can be analysed according to the aging of outstanding contract assets in Note 10.

Trade receivables and contract assets are written off where there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Company, and a failure to make contractual payments or cannot be contacted for a period greater than 365 days past due.

Impairment losses on trade receivables and contract assets are presented as net impairment losses within profit before finance costs and income taxes. Subsequent recoveries of amounts previously written off are expected credited loss.

Loans to related parties

The Company has loans to related parties measured at amortised cost. The 12-month expected credit loss allowance was recognised for those loans without any significant increase in credit risk. The lifetime expected credit loss was recognised for those loans with significant increase in credit risk.

5.1.3 Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. At the end of the reporting period the Group held deposits at call of Baht 224,339,548 (2022: Baht 552,315,004) that are expected to readily generate cash inflows for managing liquidity risk.

From the nature of business operation of the Group which is a business that is flexible and changes all the time. The Group's treasury has maintained flexibility in its funding sources by maintaining adequate credit facilities.

Management monitors rolling forecasts of the Group's liquidity reserve (comprising the undrawn borrowing facilities below) and cash and cash equivalents on the basis of expected cash flows. This is generally carried out at local level in the operating companies of the Group, in accordance with practice and limits set by the Group. These limits vary by location to take into account the liquidity of the market in which the entity operates. In addition, the Group's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining financing plans.

a) Financing arrangements

The Group has access to the following undrawn credit facilities as at 31 December as follows:

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Floating rate				
Expiring within one year				
- Bank overdrafts	2,711,670	2,825,233	-	-
- Bank loans	46,094	456,724	46,094	456,724
- Working capitals	128,180,000	284,540,000	127,500,000	284,540,000
Expiring beyond one year				
- Bank overdrafts	52,100,000	52,100,000	52,100,000	52,100,000
- Bank loans	173,719,286	27,865,867	170,307,909	27,865,867
- Working capitals	20,000,000	20,000,000	20,000,000	20,000,000
	376,757,050	387,787,824	369,954,003	384,962,591

b) Maturity of financial liabilities

The tables below analyse the maturity of financial liabilities grouping based on their contractual maturities. The amounts disclosed are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

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Maturity of significant financial liabilities	On demand	Within 1 year Baht	1 - 5 years Baht	Over 5 years Baht	Total Baht	Book value Liability Baht
	Consolidated financial statements					
As at 31 December 2023						
Bank overdrafts and short-term loans from financial institutions	-	54,288,330	-	-	54,288,330	54,288,330
Trade payables, net	-	171,156,879	-	-	171,156,879	171,156,879
Long-term loans from financial institutions	-	20,232,044	191,273,758	-	211,505,802	187,522,981
Debentures	-	509,067,447	-	-	509,067,447	498,853,654
Lease liabilities, net	-	10,250,868	3,958,518	-	14,209,386	13,984,082
Total non-derivatives	-	764,995,568	195,232,276	-	960,227,844	925,805,926

Maturity of significant financial liabilities	On demand	Within 1 year Baht	1 - 5 years Baht	Over 5 years Baht	Total Baht	Book value Liability Baht
	Consolidated financial statements					
As at 31 December 2022						
Bank overdrafts and short-term loans from financial institutions	-	2,174,767	-	-	2,174,767	2,174,767
Trade payables, net	-	171,398,784	-	-	171,398,784	171,398,784
Long-term loans from financial institutions	-	17,017,688	35,130,181	-	52,147,869	47,373,781
Debentures	-	28,459,160	506,777,219	-	535,236,379	494,811,722
Lease liabilities, net	-	16,004,635	13,558,884	-	29,563,519	27,840,793
Total non-derivatives	-	235,055,034	555,466,284	-	790,521,318	743,599,847

Maturity of significant financial liabilities	On demand	Within 1 year Baht	1 - 5 years Baht	Over 5 years Baht	Total Baht	Book value Liability Baht
	Separate financial statements					
As at 31 December 2023						
Bank overdrafts and short-term loans from financial institutions	-	9,000,000	-	-	9,000,000	9,000,000
Trade payables, net	-	157,674,596	-	-	157,674,596	157,674,596
Long-term loans from financial institutions	-	17,802,638	190,089,023	-	207,891,661	184,111,603
Debentures	-	509,067,447	-	-	509,067,447	498,853,654
Lease liabilities, net	-	8,985,120	1,630,146	-	10,615,266	10,229,365
Total non-derivatives	-	702,529,801	191,719,169	-	894,248,970	859,869,218

Maturity of significant financial liabilities	On demand	Within 1 year Baht	1 - 5 years Baht	Over 5 years Baht	Total Baht	Book value Liability Baht
	Separate financial statements					
As at 31 December 2022						
Trade payables, net	-	168,396,328	-	-	168,396,328	168,396,328
Long-term loans from financial institutions	-	14,995,630	32,660,282	-	47,655,912	43,114,148
Debentures	-	28,459,160	506,777,219	-	535,236,379	494,811,722
Lease liabilities, net	-	16,004,635	13,558,884	-	29,563,519	27,840,793
Total non-derivatives	-	227,855,753	552,996,385	-	780,852,138	734,162,991

5.2 Capital management

5.2.1 Risk management

The Group's objectives when managing capital are to:

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Group monitors capital based on the basis of the following gearing ratio.

Loan covenants

Under the terms of the major borrowing facilities, the Group is required to comply with the following financial covenants:

- the gearing ratio must be not more than 2.75 times.

The Group has complied with these covenants throughout the reporting period. As at 31 December 2023, the gearing ratio must be not more than 2.75 times (31 December 2022: 2.75 times).

6 Fair value

Fair values are categorised into hierarchy based on inputs used as follows:

Level 1: The fair value of investment in equity instrument in level one is based on the closing price by reference to the Stock Exchange of Thailand
Level 2: The fair value of financial instruments is determined using significant observable inputs and, as little as possible, entity-specific estimates. Fair value for the following investments was determined by closing price of mutual fund management.
Level 3: The fair value of financial instruments is not based on observable market data.

Fair values of financial assets and financial liabilities have similar value with carrying amounts as most of financial assets and financial liabilities are short term financial instruments except for borrowings according to disclosure in Note 20.

At 31 December 2023 and 2022, the Group does not have other financial assets and liabilities measured at fair value except investment in equity instruments that have the fair value (FVOCI).

Fair value measurements used significant unobservable inputs (level 3).

The following table presents the changes in level 3 items for the years ended 31 December

	Consolidated and Separate financial information
	Unlisted equity securities
	Thousand Baht
As of 1 January 2023	-
Change status in investment	69,863,000
Gains (losses) recognised in other comprehensive income	-
Closing balance 31 December 2023	69,863,000

The Group has no unrealised gains or (losses) recognised in other comprehensive income due to the fair value as of the changing status date is close to the period ended date.

The following table summarises the quantitative information about the significant unobservable inputs used in level 3 fair value measurements.

	Fair value			Range of inputs	
	2023 Baht	2022 Baht	Unobservable inputs	2023	2022
Unlisted equity securities	69,863,000	-	Profit growth factors	2%	-
			Risk-adjusted discount rate	18%	-

Relationship of unobservable inputs to fair value are shown as follows:

			Change in fair value	
	Unobservable Inputs	Movement	Increase in assumptions 2023	Decrease in assumptions 2023
Unlisted equity securities	Profit growth factors	1.00%	Increase by 4.60%	Decrease by 4.46%
	Risk-adjusted discount rate	1.00%	Decrease by 2.45%	Increase by 2.53%

The Group's valuation processes

Chief Financial Officer (CFO), Audit Committee (AC) and a valuation team discuss valuation processes and results at least every quarter.

7 Critical accounting estimates and judgement

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

a) Fair value of certain financial assets

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. The Group uses judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period. Details of key assumptions used are included in Note 6.

b) Allocation of transaction price in contracts with customers

In some cases, it is difficult to find a single selling price for each product or service in which the Company offers customers various products and services in one contract because the market price is quite volatile due to the high competition. In many cases there is no single selling price offered in the market. The change in the sales price estimated individually will have a significant impact on the price allocation of the combined items to each obligation to be performed. Therefore, the allocation will impact revenue recognition, assets and liabilities arising from contracts.

c) Provision for cost of construction

The Group recognised construction cost by using bill of quantities and labours used in each construction contract. The construction cost is estimated by engineer or project manager. The estimation can be changed if the substance of work change.

d) Impairment of financial assets

The loss allowances for financial assets are based on assumptions about default risk and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs used in the impairment calculation, based on the Group's past history and existing market conditions, as well as forward-looking estimates at the end of each reporting period.

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8 Segment information

The Group has three segments report which are comprised of IT equipment distribution, internet data center and related services and construction. The Group is operating in Thailand only. Therefore, the Group considers that there is only one geographic area.

Reporting segments are referred from the Group's internal report which is reviewed by chief operating decision-maker. Chief executive officer and chief financial officer decision-maker are the chief executive who makes decisions about resource allocation and assesses the segment performance by considering from revenue and segment results.

The Board of Directors consider the following reporting segments.

	Consolidated financial statements			
	IT equipment distribution Baht	Internet data center and related services Baht	Construction Baht	Total Baht
For the year ended 31 December 2023				
Revenue				
Gross segment revenues	149,827,206	396,303,626	220,500,677	766,631,509
Revenue from inter - segment	-	(3,315,674)	-	(3,315,674)
Total revenue	149,827,206	392,987,952	220,500,677	763,315,835
Segment results	17,680,102	121,197,646	21,434,882	160,312,630
Other income				4,250,869
Gain from change status of investment				9,191,638
Finance costs				(118,058,934)
Unallocated costs				(25,511,696)
Share of loss from investment in associates according to equity method				(9,699,038)
Profit before income tax expense				20,485,469
Income tax expense				(4,160,993)
Net profit for the year				16,324,476
Timing of revenue recognition				
At a point in time	149,827,206	-	-	149,827,206
Over time	-	392,987,952	220,500,677	613,488,629
Total Revenue	149,827,206	392,987,952	220,500,677	763,315,835

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	Consolidated financial statements			
	IT equipment distribution Baht	Internet data center and related services Baht	Construction Baht	Total Baht
For the year ended 31 December 2022				
Revenue				
Gross segment revenues	627,772,334	324,965,331	587,366,706	1,540,104,371
Revenue from inter - segment	(863,000)	(7,865,518)	-	(8,728,518)
Total revenue	626,909,334	317,099,813	587,366,706	1,531,375,853
Segment results	29,359,847	104,484,523	71,464,076	205,308,446
Other income				16,984,931
Unallocated costs				(124,051,457)
Finance costs				(30,064,786)
Profit before income tax expense				68,177,134
Income tax expense				(3,108,909)
Net profit for the year				65,068,225
Timing of revenue recognition				
At a point in time	626,909,334	-	-	626,909,334
Over time	-	317,099,813	587,366,706	904,466,519
Total Revenue	626,909,334	317,099,813	587,366,706	1,531,375,853

Information about major customers

The details of major customers can be analysed by segment as follow:

	Consolidated financial statements			
	IT equipment distribution Baht	Internet data center and related services Baht	Construction Baht	Total Baht
For the period ended 31 December 2023				
Major customer 1	13,068,925	143,165,599	-	156,234,524
Major customer 2	-	-	77,840,875	77,840,875
Major customer 3	-	-	46,288,448	46,288,448
For the period ended 31 December 2022				
Major customer 1	292,326,958	150,930,811	-	443,257,769
Major customer 2	-	-	276,313,472	276,313,472

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9 Cash and cash equivalents

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Cash on hand	38,678	19,252	19,819	7,931
Deposits held at call with banks	224,339,548	552,315,004	203,690,305	544,064,795
Fixed deposits less than 3 months	441,577	408,640	128,285	113,529
	224,819,803	552,742,896	203,838,409	544,186,255

Cash, cash equivalents and bank overdrafts include the following for the purposes of the statements of cash flows:

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Cash and cash equivalent	224,819,803	552,742,896	203,838,409	544,186,255
Bank overdrafts (Note 20)	(2,288,330)	(2,174,767)	-	-
	222,531,473	550,568,129	203,838,409	544,186,255

10 Trade and other receivables

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Trade receivables				
Trade receivables - third parties	235,594,612	194,760,973	162,204,825	167,434,987
Trade receivables - related parties (Note 33)	-	-	487,205	998,159
Total trade receivables	235,594,612	194,760,973	162,692,030	168,433,146
Less Impairment loss on trade receivable	(41,045,780)	(42,999,810)	(26,790,882)	(28,744,912)
Trade receivables, net	194,548,832	151,761,163	135,901,148	139,688,234
Other receivables				
Retention receivable from construction contract	52,515,838	29,461,894	47,230,795	24,095,146
Advance payment for construction contract	22,398,786	28,529,687	14,060,147	19,280,045
Advance payment for goods and services	3,641,668	3,687,489	3,612,792	3,687,489
Advance payment for building construction	8,908,082	-	8,908,082	-
Accrued income	22,531,060	15,356,844	16,450,392	25,202,289
Prepayments	14,944,334	13,020,314	11,935,953	11,431,819
Accrued interest income	2,281,778	56,633	7,208,251	11,201,030
Other receivables	-	12,958,123	-	-
Advance payments	378,799	619,475	375,067	557,858
Other receivables, net	127,600,345	103,690,459	109,781,479	95,455,676
Total trade and other receivables, net	322,149,177	255,451,622	245,682,627	235,143,910

Impairment on trade receivables and contract assets

Trade receivables

The Group considered the aging of receivables based on invoices' due date of outstanding receivables balance as of reporting date as follows:

	Consolidated financial statements					
31 December 2023	Not yet due Baht	Up to 3 months Baht	3 - 6 months Baht	6 - 12 months Baht	Over 12 months Baht	Total Baht
Gross carrying amount - trade receivables	56,588,643	29,664,444	31,656,051	64,471,688	53,213,786	235,594,612
Loss allowance	-	-	-	-	(41,045,780)	(41,045,780)

	Consolidated financial statements					
31 December 2022	Not yet due Baht	Up to 3 months Baht	3 - 6 months Baht	6 - 12 months Baht	Over 12 months Baht	Total Baht
Gross carrying amount - trade receivables	71,559,730	51,107,481	16,625,149	12,468,803	42,999,810	194,760,973
Loss allowance	-	-	-	-	(42,999,810)	(42,999,810)

	Separate financial statements					
31 December 2023	Not yet due Baht	Up to 3 months Baht	3 - 6 months Baht	6 - 12 months Baht	Over 12 months Baht	Total Baht
Gross carrying amount - trade receivables	49,918,302	29,894,536	13,799,420	30,120,884	38,958,888	162,692,030
Loss allowance	-	-	-	-	(26,790,882)	(26,790,882)

	Separate financial statements					
31 December 2022	Not yet due Baht	Up to 3 months Baht	3 - 6 months Baht	6 - 12 months Baht	Over 12 months Baht	Total Baht
Gross carrying amount - trade receivables	59,377,170	51,142,363	16,625,149	12,543,552	28,744,912	168,433,146
Loss allowance	-	-	-	-	(28,744,912)	(28,744,912)

Trade receivable aged over 12 months which hasn't set loss allowances are in the process of repayment is receivables from construction contract that the work have already been inspected by the committee. According to the payment condition in the contract, the remaining will be paid when the whole project is inspected. The management expects to receive the remaining balance within May 2024. Therefore, the allowance for expected losses has not yet been recorded.

Contract assets

At the end of period, the contract assets can be analysed according to the aging of outstanding contract assets as follows:

	Consolidated financial statements					
31 December 2023	Not yet due Baht	Up to 3 months Baht	3 - 6 months Baht	6 - 12 months Baht	Over 12 months Baht	Total Baht
Gross carrying amount - contract assets	89,642,820	57,438,243	1,186,812	161,094,028	99,328,237	408,690,140
Loss allowance	-	-	-	-	(123,017)	(123,017)

	Consolidated financial statements					
31 December 2022	Not yet due Baht	Up to 3 months Baht	3 - 6 months Baht	6 - 12 months Baht	Over 12 months Baht	Total Baht
Gross carrying amount - contract assets	-	79,033,263	262,447,718	101,149,772	-	442,630,753
Loss allowance	-	-	-	-	-	-

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	Separate financial statements					
31 December 2023	**Not yet due Baht**	**Up to 3 months Baht**	**3 - 6 months Baht**	**6 - 12 months Baht**	**Over 12 months Baht**	**Total Baht**
Gross carrying amount - contract assets	27,144,043	7,585,329	1,161,965	157,644,644	65,793,537	259,329,518
Loss allowance	-	-	-	-	-	-

	Separate financial statements					
31 December 2022	**Not yet due Baht**	**Up to 3 months Baht**	**3 - 6 months Baht**	**6 - 12 months Baht**	**Over 12 months Baht**	**Total Baht**
Gross carrying amount - contract assets	-	74,679,431	225,998,806	86,678,630	-	387,356,867
Loss allowance	-	-	-	-	-	-

The reconciliations of loss allowance for trade receivables and contract assets for the year ended 31 December:

	Consolidated financial statements			
	Trade receivables		**Unbilled contract revenue**	
	2023 Baht	**2022 Baht**	**2023 Baht**	**2022 Baht**
At 1 January	42,999,810	42,110,204	-	-
(Reversal) loss allowance recognised in profit or loss during the year	(1,954,030)	4,474,106	123,017	-
Receivable written off during the year as uncollectible	-	(3,584,500)	-	-
At 31 December	**41,045,780**	**42,999,810**	**123,017**	**-**

	Separate financial statements			
	Trade receivables		**Unbilled contract revenue**	
	2023 Baht	**2022 Baht**	**2023 Baht**	**2022 Baht**
At 1 January	28,744,912	32,444,517	-	-
(Reversal) loss allowance recognised in profit or loss during the year	(1,954,030)	(115,105)	-	-
Receivable written off during the year as uncollectible	-	(3,584,500)	-	-
At 31 December	**26,790,882**	**28,744,912**	**-**	**-**

11 Assets and liabilities relating to with customers

11.1 Contract assets

The group has recognised the following assets related to contracts as follows:

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Contract assets				
- Contract assets	408,690,140	442,630,753	259,329,518	387,356,867
Less Impairment loss (Note 10)	(123,017)	-	-	-
Total contract assets	408,567,123	442,630,753	259,329,518	387,356,867

Mostly contract assets will be billed to customers within three to nine months, depend on customer contracts. However, the Group has mitigated credit risk by collection cash from customers in advance according to term of contract.

Contract assets have decreased which was due to receive cash from customers exceeded revenue recognised during the year.

Impairment loss on contract assets are disclosed in Note 10.

Costs to fulfil a contract

The asset recognised cost of services and cost of construction by percentage of completion from capitalising the costs to fulfil internet data center and related services and construction contract is included in inventories in the statement of financial position.

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Statements of financial position:				
Assets recognised from costs to fulfil a contract				
- Work in process (Note 13)	-	7,516,358	-	7,516,358
Total assets recognised from costs to fulfil a contract	-	7,516,358	-	7,516,358
Statements of comprehensive income:				
Service cost	7,516,358	59,792,059	7,516,358	59,792,059
Construction cost	-	29,052,291	-	29,052,291

The assets in relation to costs incurred in Internet data center services and related services and construction were presented as inventories in statement of financial position. The asset is recognised as services cost and construction cost, consistent with the pattern of revenue recognition.

The Group has no an impairment loss due to there is no the excess of the capitalized cost over the expected remaining consideration less any unrecognised directly related costs.

11.2 Contract liabilities

The Group has recognised the following liabilities related to contracts with customers:

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Contract liabilities				
- Unearned income				
- Current portion (Note 22)	6,628,522	14,346,429	6,195,192	14,246,828
- Non-current portion	650,771	-	650,771	-
- Advance received for services (Note 22)	24,166,948	12,829,144	24,166,948	12,829,144
- Advance received for construction contract (Note 22)	27,082,211	32,193,777	19,015,640	21,067,778
Total contract liabilities	58,528,452	59,369,350	50,028,551	48,143,750

Significant changes in contract liabilities

Contract liabilities for service and construction contracts increased by Baht 99.34 million and Baht 97.54 million for the consolidated financial statements and separate financial statements due to the increasing advance received of the service and construction contracts.

Contract liabilities for services and construction contracts decreased by Baht 100.18 million and Baht 95.65 million for the consolidated financial statements and separate financial statements due to the recognition of construction contract.

Revenue recognised in relation to contract liabilities

Revenue recognised in the current reporting period relates to carried-forward contract liabilities and how much relates to performance obligations that were satisfied in a prior year.

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Revenue recognised that was included in the contract liability balance at the beginning of the period				
- Internet data center and related services contract	14,346,429	3,396,914	14,246,828	3,160,400
- IT consulting services	12,829,144	6,739,066	12,829,144	6,739,066
- Construction contract	8,960,089	3,820,295	5,900,660	3,820,295
	36,135,662	13,956,275	32,976,632	13,719,761

11.3 Unsatisfied long-term contracts

As at 31 December 2023, transaction price allocated to unsatisfied contracts of the Group and the Company's construction contract Baht of 141,655,197 and Baht of 51,232,484 respectively which will be recognised as revenue during the next reporting period.

The Company expects to recognise revenue from unsatisfied performance obligations from long-term contracts with internal customers 1 year if there are no obstacles to implementation.

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12 Financial assets and financial liabilities

As at 31 December, classification of the Group's and the Company's financial assets and financial liabilities are at amortised cost as follows:

	Consolidated financial statements	
	Amortised cost	
	2023 Baht	2022 Baht
Significant financial assets		
Cash and cash equivalents	224,819,803	552,742,896
Trade receivables, net	194,548,832	151,761,163
Lease receivable, net	-	9,333,900
Restricted bank deposits with financial institutions	87,512,454	87,129,826
	506,881,089	800,967,785
Significant financial liabilities		
Bank overdrafts and short-term loans from financial institutions	54,288,330	2,174,767
Trade payables, net	171,156,879	171,398,784
Long-term loans from financial institutions,	187,522,981	47,373,781
Debentures	498,853,654	494,811,722
Lease liabilities, net	13,984,082	27,840,793
	925,805,926	743,599,847

	Separate financial statements	
	Amortised cost	
	2023 Baht	2022 Baht
Significant financial assets		
Cash and cash equivalents	203,838,409	544,186,255
Trade receivables, net	135,901,148	139,688,234
Lease receivable, net	-	9,333,900
Loan to related parties	104,765,368	87,323,303
Restricted cash	75,937,326	83,819,826
	520,442,251	864,351,518
Significant financial liabilities		
Bank overdrafts and short-term loans from financial institutions	9,000,000	-
Trade payables, net	157,674,596	168,396,328
Long-term loans from financial institutions	184,111,603	43,114,148
Debentures	498,853,654	494,811,722
Lease liabilities, net	10,229,365	27,840,793
	361,015,564	734,162,991

12.1 Financial assets measured at fair value through profit or loss

Movements of investment in debt instruments for period ended 31 December 2023 is as follows:

	Consolidated and Separate financial information	
	Financial assets measured at fair value through profit or loss	
	2023 Baht	2022 Baht
Opening net book value	-	149,572,705
Disposal	-	(146,832,588)
Change in fair value	-	(2,740,117)
Closing net book value	-	-

12.2 Financial assets at fair value through other comprehensive income

a) Classification of financial assets at fair value through other comprehensive income

Financial assets at fair value through other comprehensive income comprise:

- equity securities which are not held for trading, and which the Group has irrevocably elected at initial recognition to recognise in this category.
- debt securities where the contractual cash flows are solely principal and interest and the objective of the Group's business model is achieved both by collecting contractual cash flows and selling financial assets.

Financial assets at fair value through other comprehensive income comprise the following investments:

	Consolidated and Separate financial statements	
	2023 Baht	2022 Baht
Non-current assets		
Unlisted equity securities	69,863,000	-

b) Amounts recognised in profit or loss and other comprehensive income

The Company has no gains (losses) recognised in profit or loss and other comprehensive income for 2023.

c) Changes in investment status during the year

On March 1, 2023, the Company invested in Gateway Service Company Limited, consisting 1,172,840 ordinary shares with a price of Baht 81 per share, totaling Baht 95 million. PROEN Corp Public Company Limited is a shareholder, representing 19% of the total issued shares, and already paid of Baht 70 million in February and April 2023.

The Company has ability to participate in policy-making processes and decision-making regarding dividend payments or other equity sharing, which shows that the Company has significant influence, but does not reach the control level. So, Gateway Service Company Limited is classified as investment in associate.

Gateway Service Company Limited located in Thailand, and principally engages in providing electronic pre-screening and verification services for applicants for electronic visa applicants (Electronics Visa On Arrival: E-VOA).

Commitments and contingent liabilities related to associates and joint ventures

The Group has no contingent liabilities related to its interests in associates and joint ventures.

Summarised financial information for associates

The table below is summarised of financial information for associates that are material to the Group. The financial information is included in associates own financial statements which has been adjusted with the adjustments necessary for the equity method including, adjusting fair value and differences in accounting policy.

	Acquisition date Baht
Summarised of statement of financial position	
Assets	
Current assets	21,441,237
Non-current assets	218,102,432
Liabilities	
Current liabilities	(382,604,011)
Non-current liabilities	(40,156,740)
Net assets	(183,217,082)
Group's share in associates (%)	19
Group's share in associates (Baht)	(34,811,246)
Cash paid to purchase investments in associate	95,000,040
Goodwill	129,811,286

On November 30, 2023, the Company and Gateway Service Company Limited agreed to reduce the offering share price referring as stated in the purchase agreement from Baht of 81 per share, totalling Baht 95 million to Baht of 60 per share, totalling Baht 70.37 million. The decrease in share price is due to Gateway Service Company Limited had not able to comply with the conditions in the contract. Both parties agreed to amend the terms and conditions for joint management. As a result, the Company lost significant influence in Gateway Services Company Limited. Therefore, the investment was changed status from investment in associate to financial assets at fair value through other comprehensive income.

The remaining balance of Bath 370,400 will be paid within June 2024.

As of 31 December 2023, this financial asset had a fair value of Baht 69.86 million.

Movement of investments in associates for period ended 31 December 2023 are as follows:

	Consolidated financial statement	Seperate financial statement
	Investment using the equity method	Investment using the cost method
	Baht	Baht
Opening net book value	-	-
Increase in investment	95,000,040	95,000,040
Share of net loss	(9,699,038)	-
Decrease in investment from the contract agreement	(24,629,640)	(24,629,640)
Change status in investment	(69,863,000)	(69,863,000)
Gain (loss) from change status in investment	9,191,638	(507,400)
Closing net book value	-	-

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13 Inventories

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Raw material	170,912	160,295	-	-
Work in process (Note 11.1)	-	7,516,358	-	7,516,358
Finished goods	-	2,137,659	-	2,137,659
Total inventories	-	9,814,312	-	9,654,017
Less Allowance for slow-moving of inventories	-	(23,528)	-	(23,528)
Inventories, net	170,912	9,790,784	-	9,630,489

The cost of inventories of Baht 9,654,017 and Baht 9,643,400 (2022: Baht 93,901,543 and Baht 93,901,543) were recognised as expense and included in cost of sales in consolidated comprehensive income and separate comprehensive income, respectively. In 2023, the Group have no inventories shown at net realizable value which is lower than cost (2022: None).

14 Restricted bank deposits

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Saving deposits	18,992,128	10,354,500	7,417,000	7,044,500
Fixed deposits	68,520,326	76,775,326	68,520,326	76,775,326
	87,512,454	87,129,826	75,937,326	83,819,826

At 31 December 2023, the Group's deposits are pledged with domestic financial institutions as collateral of letter guarantee, overdraft facilities and borrowing facilities of the company and subsidiaries (Note 20).

15 Investments in subsidiaries

The movement in investments in subsidiaries can be analysed as follows:

	Separate financial statements	
	2023 Baht	2022 Baht
1 January	13,624,575	11,999,600
Additions	54,509,800	1,624,975
31 December	68,134,375	13,624,575

As at 31 December 2023, the subsidiaries included in consolidated financial statement are listed below. The subsidiaries have only ordinary shares in which the Group directly holds those shares. The proportion of ownership interests held by the Group is equal to voting rights in subsidiaries held by the Group. In addition, the Group has interest in a joint operation.

The detail of investments in subsidiaries are as follows:

Name	Country of incorporation	Nature of business	Registered share capital		Issued and paid-up share capital		Proportion of shares held by parent		Investment in cost method	
			2023 Baht	2022 Baht	2023 Baht	2022 Baht	2023 %	2022 %	2023 Baht	2022 Baht
Subsidiaries										
Secure Network Operation Center Company Limited	Thailand	Provide internet securities services	3,000,000	2,000,000	3,000,000	2,000,000	100	100	2,999,800	1,999,800
Proen Telebiz Company Limited	Thailand	Construction	60,000,000	10,000,000	60,000,000	10,000,000	100	100	59,999,800	9,999,800
ICONNEXT Company Limited	Thailand	Provide network operation	10,000,000	10,000,000	2,500,000	2,500,000	64.99	64.99	1,624,975	1,624,975
Jumpbox Company Limited	Thailand	Provide training teaching and consulting about computers and technology	4,000,000	-	1,000,000	-	51	-	510,000	-
Westinghouse Company Limited	Thailand	Buying, selling, and servicing machinery and other equipment for construction work.	3,000,000	-	3,000,000	-	100	-	2,999,800	-
Joint Venture - Proen Fit	Thailand	Provide internet services	-	-	-	-	97	97	-	-

On 12 May 2023, the Board of Directors' Meeting of PROEN Telebiz Company Limited (PROEN Telebiz) no.1/2023 approved to increase the shares which is amounting to Baht 50 million, comprising 500,000 shares with a par value of Baht 100 per share, and fully paid in the amount Baht of 50 million in May 2023. As a result, the number of authorised and paid up shares will increase from Baht 10 million to Baht 60 million. The Group's interest in PROEN Telebiz remains unchanged at 100%.

On 11 May 2023, the Board of Directors' Meeting no.3/2023 approved the establishment of a subsidiary, Jumpbox Company Limited, located in Thailand. The registered capital of Baht 4 million consists of 40,000 ordinary shares with a par value of Baht 100 per share. PROEN Corp Public Company Limited, the parent company, is a shareholder, representing 51% of the total issued shares. On 28 June 2023, the Company paid up 25%, totaling Baht 0.51 million. Jumpbox Company Limited is a company registered in Thailand, and principally engages in providing training services, as well as consulting on educational technology and human resource services.

On 11 August 2023, the Board of Directors' Meeting of Secure Network Operation Center Company Limited (Secure Network) no.1/2023 approved to increase the shares capital of Baht 1 million, comprising 10,000 shares with a par value of Baht 100 per share, and fully paid in September 2023. As a result, the number of authorised and paid up shares will increase from Baht 2 million to Baht 3 million. The Group's interest in Secure Network remains unchanged at 100%.

On 9 November 2023, the Board of Directors' Meeting no.7/2023 approved to set up a new subsidiary, namely WESTINGHOUSE Company Limited. The authorised share is Baht 3 million, comprising 30,000 shares with a par value of Baht 100 per share. PROEN Corp Public Company Limited is a shareholder and has ownership interest 99.99% of the total issued shares. WESTINGHOUSE Company Limited is principally engaged in the business of selling and providing machinery and other equipment for construction contract.

16 Property, plant and equipment

	Consolidated financial statements						
	Land and land improvement Baht	Buildings and building improvement Baht	Network equipment Baht	Furniture fixtures and office equipment Baht	Vehicles Baht	Work in progress Baht	Total Baht
At 1 January 2022							
Cost	75,980,262	21,551,108	106,407,246	44,631,120	8,111,581	-	256,681,317
Less Accumulated depreciation	(119,994)	(9,672,983)	(74,272,888)	(29,669,277)	(4,955,716)	-	(118,690,858)
Net book value	75,860,268	11,878,125	32,134,358	14,961,843	3,155,865	-	137,990,459
For the year ended 31 December 2022							
Opening net book value	75,860,268	11,878,125	32,134,358	14,961,843	3,155,865	-	137,990,459
Additions	3,262,410	-	18,774,876	5,517,779	-	31,140,395	58,695,460
Disposals, net	-	-	(9,312)	(597)	-	-	(9,909)
Transfer-in (out)	411,340	461,732	-	21,497	-	(894,569)	-
Depreciation charge	(45,428)	(1,825,765)	(15,083,200)	(6,251,554)	(1,201,515)	-	(24,407,462)
Closing net book value	79,488,590	10,514,092	35,816,722	14,248,968	1,954,350	30,245,826	172,268,548
At 31 December 2022							
Cost	79,654,012	22,012,840	120,316,631	49,848,972	8,111,581	30,245,826	310,189,862
Less Accumulated depreciation	(165,422)	(11,498,748)	(84,499,909)	(35,600,004)	(6,157,231)	-	(137,921,314)
Closing net book value	79,488,590	10,514,092	35,816,722	14,248,968	1,954,350	30,245,826	172,268,548

	Consolidated financial statements						
	Land and land improvement Baht	Buildings and building improvement Baht	Network equipment Baht	Furniture fixtures and office equipment Baht	Vehicles Baht	Work in progress Baht	Total Baht
For the year ended 31 December 2023							
Opening net book value	79,488,590	10,514,092	35,816,722	14,248,968	1,954,350	30,245,826	172,268,548
Additions	-	-	8,254,290	1,641,751	-	405,965,422	415,861,463
Depreciation charge	(102,589)	(1,821,830)	(11,992,579)	(4,722,606)	(1,181,022)	-	(19,820,626)
Closing net book value	79,386,001	8,692,262	32,078,433	11,168,113	773,328	436,211,248	568,309,385
At 31 December 2023							
Cost	79,654,012	22,012,840	128,570,921	51,490,723	8,111,581	436,211,248	726,051,325
Less Accumulated depreciation	(268,011)	(13,320,578)	(96,492,488)	(40,322,610)	(7,338,253)	-	(157,741,940)
Closing net book value	79,386,001	8,692,262	32,078,433	11,168,113	773,328	436,211,248	568,309,385

	Separate financial statements						
	Land and land improvement Baht	Buildings and building improvement Baht	Network equipment Baht	Furniture fixtures and office equipment Baht	Vehicles Baht	Work in progress Baht	Total Baht
At 1 January 2022							
Cost	75,980,262	21,551,108	104,331,710	44,325,067	5,911,581	-	252,099,728
Less Accumulated depreciation	(119,994)	(9,672,983)	(72,932,133)	(29,464,623)	(2,776,210)	-	(114,965,943)
Net book value	75,860,268	11,878,125	31,399,577	14,860,444	3,135,371	-	137,133,785
For the year ended 31 December 2022							
Opening net book value	75,860,268	11,878,125	31,399,577	14,860,444	3,135,371	-	137,133,785
Additions	3,262,410	-	18,737,947	4,878,161	-	30,657,166	57,535,684
Disposals, net	-	-	(9,312)	(597)	-	-	(9,909)
Transfer-in (out)	411,340	-	-	-	-	(411,340)	-
Depreciation charge	(45,428)	(1,812,582)	(14,665,968)	(6,169,529)	(1,181,022)	-	(23,874,529)
Closing net book value	79,488,590	10,065,543	35,462,244	13,568,479	1,954,349	30,245,826	170,785,031
At 31 December 2022							
Cost	79,654,012	21,551,108	118,204,166	48,881,804	5,911,581	30,245,826	304,448,497
Less Accumulated depreciation	(165,422)	(11,485,565)	(82,741,922)	(35,313,325)	(3,957,232)	-	(133,663,466)
Closing net book value	79,488,590	10,065,543	35,462,244	13,568,479	1,954,349	30,245,826	170,785,031

	Separate financial statements						
	Land and land improvement Baht	Buildings and building improvement Baht	Network equipment Baht	Furniture fixtures and office equipment Baht	Vehicles Baht	Work in progress Baht	Total Baht
For the year ended 31 December 2023							
Opening net book value	79,488,590	10,065,543	35,462,244	13,568,479	1,954,349	30,245,826	170,785,031
Additions	-	-	8,196,290	1,124,870	-	405,965,422	415,286,582
Depreciation charge	(102,589)	(1,729,484)	(11,666,192)	(4,499,698)	(1,181,022)	-	(19,178,985)
Closing net book value	79,386,001	8,336,059	31,992,342	10,193,651	773,327	436,211,248	566,892,628
At 31 December 2023							
Cost	79,654,012	21,551,108	126,400,456	50,006,674	5,911,581	436,211,248	719,735,079
Less Accumulated depreciation	(268,011)	(13,215,049)	(94,408,114)	(39,813,023)	(5,138,254)	-	(152,842,451)
Closing net book value	79,386,001	8,336,059	31,992,342	10,193,651	773,327	436,211,248	566,892,628

Borrowing costs of Baht 15.80 million (2022: Baht 3.88 million), arising from financing for the construction of a new building, were capitalised during the year and are included in 'additions'. A capitalisation rate of 7.13% (2022: rate of 6.13%) was used representing the actual borrowing cost of the loan used to finance the project.

As at 31 December 2023, the land and buildings at net book value of Baht 87.41 million (2022: Baht 85.89 million) in the consolidated and separate financial statements are mortgaged as collateral for borrowings from financial institutions of the Company and subsidiary (Note 20).

Depreciation expense has been charged to statement of comprehensive income as follows:

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Cost of sales	13,698,171	18,185,070	13,698,171	18,185,070
Administrative expenses	6,122,455	6,222,392	5,480,814	5,689,459
Total	19,820,626	24,407,462	19,178,985	23,874,529

17 Right-of-use assets

Movements of right-of-use assets are as follows:

	Consolidated financial statements		Separate financial statements	
	Baht	Baht	Baht	Baht
Balance as at 1 January	17,494,872	8,720,818	17,494,872	8,720,818
Additions	9,860,900	22,707,440	4,718,627	22,707,440
Depreciation charge	(13,899,247)	(13,933,386)	(13,276,293)	(13,933,386)
Balance as at 31 December	13,456,525	17,494,872	8,937,206	17,494,872

During 2023 the Group and the company have total cash outflow for lease of Baht 17,826,041 and Baht 16,800,246 (2022: Baht 23,114,520 and Baht 22,936,655), respectively.

The expense relating to leases that not included in the measurement of lease liabilities and right-of-use is as follows:

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Expense relating to short-term leases	1,032,921	726,418	534,521	512,818

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18 Intangible assets

	Consolidated financial statements			
	Computer program Baht	IP address Baht	Digital asset Baht	Total Baht
At 1 January 2022				
Cost	6,223,805	2,275,789	-	8,499,594
Less: Accumulated amortisation	(5,715,584)	-	-	(5,715,584)
Net book value	508,221	2,275,789	-	2,784,010
For the year ended 31 December 2022				
Opening net book value	508,221	2,275,789	-	2,784,010
Addition	465,820	-	2,517,777	2,983,597
Amortisation charge	(424,292)	-	-	(424,292)
Impairment charge	-	-	(909,066)	(909,066)
Closing net book value	549,749	2,275,789	1,608,711	4,434,249
At 31 December 2022				
Cost	6,689,625	2,275,789	2,517,777	11,483,191
Less: Accumulated amortisation	(6,139,876)	-	(909,066)	(7,048,942)
Net book value	549,749	2,275,789	1,608,711	4,434,249
For the year ended 31 December 2023				
Opening net book value	549,749	2,275,789	1,608,711	4,434,249
Addition	432,050	-	-	432,050
Amortisation charge	(385,324)	-	-	(385,324)
Reverse impairment charge	-	-	355,795	355,795
Closing net book value	596,475	2,275,789	1,964,506	4,836,770
At 31 December 2023				
Cost	7,121,675	2,275,789	2,517,777	11,915,241
Less: Accumulated amortisation	(6,525,200)	-	-	(6,525,200)
Less: Accumulated impairment	-	-	(553,271)	(553,271)
Net book value	596,475	2,275,789	1,964,506	4,836,770

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	Separate financial statements			
	Computer program Baht	IP address Baht	Digital asset Baht	Total Baht
At 1 January 2022				
Cost	6,130,665	2,275,789	-	8,406,454
Less: Accumulated amortisation	(5,627,596)	-	-	(5,627,596)
Net book value	503,069	2,275,789	-	2,778,858
For the year ended 31 December 2022				
Opening net book value	503,069	2,275,789	-	2,778,858
Addition	444,070	-	2,517,777	2,961,847
Amortisation charge	(416,662)	-	-	(416,662)
Impairment charge	-	-	(909,066)	(909,066)
Closing net book value	530,477	2,275,789	1,608,711	4,414,977
At 31 December 2022				
Cost	6,574,735	2,275,789	2,517,777	11,368,301
Less: Accumulated amortisation	(6,044,258)	-	(909,066)	(6,953,324)
Net book value	530,477	2,275,789	1,608,711	4,414,977
For the year ended 31 December 2023				
Opening net book value	530,477	2,275,789	1,608,711	4,414,977
Addition	354,250	-	-	354,250
Amortisation charge	(364,993)	-	-	(364,993)
Reverse impairment charge	-	-	355,795	355,795
Closing net book value	519,734	2,275,789	1,964,506	4,760,029
At 31 December 2023				
Cost	6,928,985	2,275,789	2,517,777	11,722,551
Less: Accumulated amortisation	(6,409,251)	-	-	(6,409,251)
Less: Accumulated impairment	-	-	(553,271)	(553,271)
Net book value	519,734	2,275,789	1,964,506	4,760,029

Amortisation of Baht 385,324 and 364,993 (2022: Baht 424,292 and 416,662) is included in administrative expenses in consolidated and separate financial statements.

19 Deferred income taxes

The analysis of deferred tax assets and deferred tax liability is as follows:

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Deferred tax assets:	18,431,502	23,186,934	9,719,967	12,526,873
Deferred tax liabilities:	26,709	(1,891,869)	26,709	(1,891,869)
Deferred income taxes (net)	18,458,211	21,295,065	9,746,676	10,635,004

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The movement of deferred income tax is as follows:

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
1 January	21,295,065	11,281,383	10,635,004	11,186,077
Charged (Credited) to profit or loss (Note 31)	(2,113,231)	10,257,820	(86,307)	(402,491)
Credited to other comprehensive income	(723,623)	(244,138)	(802,021)	(148,582)
31 December	18,458,211	21,295,065	9,746,676	10,635,004

The movement in deferred tax assets and liabilities during the year is as follows:

	Consolidated financial statements			
	At 1 January 2023 Baht	Recognised in profit or loss Baht	Recognised in other comprehensive Income Baht	At 31 December 2023 Baht
Deferred tax assets				
Impairment loss on financial assets	8,599,963	(390,806)	-	8,209,157
Impairment on asset	919,472	(407,918)	-	511,554
Allowance for diminution in value of inventories	4,706	(4,706)	-	-
Employee benefit obligations	3,422,862	239,195	(723,623)	2,938,434
Provision for decommissioning	1,730,389	(112,785)	-	1,617,604
Liabilities under leases	1,680,101	(1,676,307)	-	3,794
Tax losses	6,829,441	(1,678,482)	-	5,150,959
	23,186,934	(4,031,809)	(723,623)	18,431,502
Deferred tax liabilities				
Right-of-use assets	(1,891,869)	1,918,578	-	26,709
Deferred income taxes (net)	21,295,065	(2,113,231)	(723,623)	18,458,211

	Consolidated financial statements			
	At 1 January 2022 Baht	Recognised in profit or loss Baht	Recognised in other comprehensive income Baht	At 31 December 2022 Baht
Deferred tax assets				
Impairment loss on financial assets	6,488,905	2,111,057	-	8,599,962
Impairment on asset	-	919,473	-	919,473
Allowance for diminution in value of inventories	-	4,706	-	4,706
Employee benefit obligations	2,808,593	858,407	(244,138)	3,422,862
Provision for decommissioning	1,725,054	5,335	-	1,730,389
Liabilities under leases	3,932,589	(2,252,488)	-	1,680,101
Tax losses	-	6,829,441	-	6,829,441
	14,955,141	8,475,931	(244,138)	23,186,934
Deferred tax liabilities				
Right-of-use assets	(3,673,758)	1,781,889	-	(1,891,869)
Deferred income taxes (net)	11,281,383	10,257,820	(244,138)	21,295,065

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	Separate financial statements			
	At 1 January 2023 Baht	Recognised in profit or loss Baht	Recognised in other comprehensive income Baht	At 31 December 2023 Baht
Deferred tax assets				
Impairment loss on financial assets	5,748,983	(390,806)	-	5,358,177
Allowance for diminution in value of inventories	4,706	(4,706)	-	-
Employee benefit obligations	3,362,694	188,743	(802,021)	2,749,416
Provision for decommissioning	1,730,389	(118,015)	-	1,612,374
Liabilities under leases	1,680,101	(1,680,101)	-	-
	12,526,873	(2,004,885)	(802,021)	9,719,967
Deferred tax liabilities				
Right-of-use assets	(1,891,869)	1,918,578	-	26,709
Deferred income taxes (net)	10,635,004	(86,307)	(802,021)	9,746,676

	Separate financial statements			
	At 1 January 2022 Baht	Recognised in profit or loss Baht	Recognised in other comprehensive income Baht	At 31 December 2022 Baht
Deferred tax assets				
Impairment loss on financial assets	6,488,905	(739,922)	-	5,748,983
Allowance for diminution in value of inventories	-	4,706	-	4,706
Employee benefit obligations	2,808,593	702,683	(148,582)	3,362,694
Provision for decommissioning	1,725,054	5,335	-	1,730,389
Liabilities under leases	3,837,283	(2,157,182)	-	16,801,001
	14,859,835	(2,184,380)	(148,582)	12,526,873
Deferred tax liabilities				
Right-of-use assets	(3,673,758)	1,781,889	-	(1,891,869)
Deferred income taxes (net)	11,186,077	(402,491)	(148,582)	10,635,004

Deferred tax assets for unused tax losses carried forward are recognised to the extent that it is probable that future taxable profit will be available against which tax benefits can be utilised.

20 Borrowings

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Current				
Bank overdrafts	2,288,330	2,174,767	-	-
Short-term borrowings from financial institutions	52,000,000	-	9,000,000	-
Current portion of long-term borrowings from financial institutions	13,246,726	14,836,694	10,968,709	12,974,046
Debentures	498,853,654	-	498,853,654	-
Total current borrowings	566,388,710	17,011,461	518,822,363	12,974,046
Non-current				
Long-term borrowings from financial institutions	174,276,255	32,537,087	173,142,894	30,140,102
Debentures	-	494,811,722	-	494,811,722
Total non-current borrowings	174,276,255	527,348,809	173,142,894	524,951,824
Total borrowings	740,664,965	544,360,270	691,965,257	537,925,870

20.1 Bank overdraft

As at 31 December 2023, bank overdraft are secured by saving deposits and fixed deposits, land and properties on land of Director and also secured by the Director of the Company.

20.2 Short-term borrowings from financial institutions

As at 31 December 2023, the Group has short-term borrowings from financial institutions as follow.

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
1 January	-	-	-	-
Addition of loan	54,315,863	-	9,000,000	-
Repayment of loans	(2,315,863)	-	-	-
31 December	52,000,000	-	9,000,000	-

20.3 Long-term borrowings from financial institutions

The movements in long-term borrowings can be analysed as follows:

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
1 January	47,373,781	61,385,868	43,114,148	55,985,868
Addition of loan	154,448,250	17,385,680	153,419,550	17,385,680
Repayment of loans	(14,483,383)	(31,599,356)	(12,566,823)	(30,414,275)
Amortisation of front end fee	184,333	201,589	144,728	156,875
31 December	187,522,981	47,373,781	184,111,603	43,114,148

As at 31 December 2022 long-term borrowings from financial institutions denominated in Thai Baht. The long-term borrowings are secured by land and properties of the Company (Note 16), land and properties of Director, and also secured by Director of the Company, the Company's subsidiary and Thai Credit Guarantee Corporation.

The carrying amount and fair value of certain long-term borrowing are as follows:

	Consolidated financial statements			
	Total carrying amount		Total fair value amount	
	31 December 2023 Baht	31 December 2022 Baht	31 December 2023 Baht	31 December 2022 Baht
Long term loans from financial institutions	187,522,981	47,373,781	178,605,427	48,274,442

	Separated financial statements			
	Total carrying amount		Total fair value amount	
	31 December 2023 Baht	31 December 2022 Baht	31 December 2023 Baht	31 December 2022 Baht
Long term loans from financial institutions	184,111,603	43,114,148	175,218,252	44,066,663

The fair value is based on future cash flow according to loan contract using a discount rate based upon the borrowing rate which the company expect to pay as date of statement of financial position and are within level 2 of the fair value hierarchy.

20.4 Debentures

The movements in debentures can be analysed as follows:

	Consolidated and Separate financial statements	
	2023 Baht	2022 Baht
1 January	494,811,722	-
Addition of debentures	-	500,000,000
Prepayment front end fee	-	(8,060,000)
Amortisation of front end fee	4,041,932	2,871,722
31 December	498,853,654	494,811,722

On 30 March 2022, the Company issued debentures of Baht 500 million with a fixed interest rate of 6.5% per annum and will be redeemed on 30 March 2024.

The carrying amount and fair value of certain debentures are as follows:

	Consolidated and Separate financial statements			
	Total carrying amount		Total fair value amount	
	31 December 2023 Baht	31 December 2022 Baht	31 December 2023 Baht	31 December 2022 Baht
Debentures	498,853,654	494,811,722	495,937,664	497,132,341

The fair value is based on future cash flow according to loan contract using a discount rate based upon the borrowing rate which the company expect to pay as date of statement of financial position and are within level 2 of the fair value hierarchy.

20.5 Lease liabilities

	Consolidated financial statements		Separate financial statements	
	31 December 2023 Baht	31 December 2022 Baht	31 December 2023 Baht	31 December 2022 Baht
Current portion of lease liabilities	9,742,703	14,750,815	8,633,751	14,750,815
Lease liabilities	4,241,379	13,089,978	1,595,614	13,089,978

The movement of lease liabilities for the period ended 31 December 2023 can be analyzed as follows:

	Consolidated financial statements		
	Lease payables Baht	Deferred interest Baht	Lease liabilities Baht
Opening net book	29,563,519	(1,722,726)	27,840,793
Cash outflows:			
Addition	9,264,703	(344,451)	8,920,252
Repayment	(16,793,120)	1,170,870	(15,622,250)
Equipment lease cancellation	(7,529,987)	375,274	(7,154,713)
Closing net book value	14,505,115	(521,033)	13,984,082

	Separate financial statements		
	Lease payables Baht	Deferred interest Baht	Lease liabilities Baht
Opening net book	29,563,519	(1,722,726)	27,840,793
Cash outflows:			
Addition	4,814,465	(95,838)	4,718,627
Repayment	(16,265,725)	1,090,383	(15,175,342)
Equipment lease cancellation	(7,529,987)	375,274	(7,154,713)
Closing net book value	10,582,272	(352,907)	10,229,365

21 Reconciliation of liabilities arising from financing activities

	1 January 2023 Baht	Net cash flow Baht	Non-cash changes - amortisation of front end fee Baht	Non-cash changes - amortisation of prepaid Baht	Non-cash changes - payable arising from lease Baht	Non-cash changes - cancellation of lease contract Baht	31 December 2023 Baht
Consolidated financial statements							
Bank overdrafts	2,174,767	113,563	-	-	-	-	2,288,330
Short-term borrowings from financial institutions	-	52,000,000	-	-	-	-	52,000,000
Long-term borrowings from financial institutions	47,373,781	139,964,867	184,333	-	-	-	187,522,981
Debentures	494,811,722	-	4,041,932	-	-	-	498,853,654
Lease liabilities	27,840,793	(16,793,120)	-	1,170,870	8,920,252	(7,154,713)	13,984,082
Separate financial statements							
Short-term borrowings from financial institutions	-	9,000,000	-	-	-	-	9,000,000
Long-term borrowings from financial institutions	43,114,148	140,852,727	144,728	-	-	-	184,111,603
Debentures	494,811,722	-	4,041,932	-	-	-	498,853,654
Lease liabilities	27,840,793	(16,265,725)	-	1,090,383	4,718,627	(7,154,713)	10,229,365

			Non-cash changes			
	1 January 2022 Baht	Net cash flow Baht	- amortisation of front end fee Baht	- amortisation of prepaid Baht	- payable arising from lease Baht	31 December 2022 Baht
Consolidated financial statements						
Bank overdrafts	3,933,371	(1,758,604)	-	-	-	2,174,767
Short-term borrowings from financial institutions	85,000,000	(85,000,000)	-	-	-	-
Long-term borrowings from financial institutions	61,385,869	(14,213,676)	201,588	-	-	47,373,781
Debentures	-	491,940,000	2,871,722	-	-	494,811,722
Lease liabilities	29,570,468	(24,351,142)	-	1,927,305	20,694,162	27,840,793
Separate financial statements						
Bank overdrafts	930,664	(930,664)	-	-	-	-
Short-term borrowings from financial institutions	85,000,000	(85,000,000)	-	-	-	-
Long-term borrowings from financial institutions	55,985,869	(13,028,595)	156,874	-	-	43,114,148
Debentures	-	491,940,000	2,871,722	-	-	494,811,722
Lease liabilities	29,534,733	(24,287,068)	-	1,898,966	20,694,162	27,840,793

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22 Trade and other payables

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Trade accounts payable				
Trade accounts payable - third parties	171,156,879	171,398,784	157,512,999	168,396,328
Trade accounts payable - related parties (Note 33)	-	-	161,597	-
Total trade accounts payable	171,156,879	171,398,784	157,674,596	168,396,328
Other accounts payable				
Accrued expense	30,498,064	25,848,945	38,490,935	48,102,355
Accrued costs of services	10,386,525	21,227,003	10,386,525	21,227,003
Accrued costs of construction	149,704,781	222,561,905	91,712,228	187,587,386
Unearned income (Note 11.2)	6,628,522	14,346,429	6,195,192	14,246,828
Advance received for services (Note 11.2)	24,166,948	12,829,144	24,166,948	12,829,144
Advance received for construction contract (Note 11.2)	27,082,211	32,193,777	19,015,640	21,067,778
Retention payable	2,180,907	3,330,772	-	-
Other payables	16,995,257	2,382,717	16,709,266	2,297,845
Interest payables	8,203,145	65,333	8,174,800	65,333
Total other accounts payable	275,846,360	334,786,025	214,851,534	307,423,672
Total trade and other payables	447,003,239	506,184,809	372,526,130	475,820,000

23 Employee benefit obligations

Employee benefit obligation is retirement benefits. Post-retirement benefits recognised in financial statements as follows:

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Statement of financial position				
Liability in the statement of financial position	17,959,276	17,114,310	13,747,082	16,813,472
Profit or loss charge included in operating profit for:	4,463,078	3,665,507	4,196,687	3,513,415

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The movement in the defined benefit obligation over the year is as follows:

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
At 1 January	17,114,310	14,669,493	16,813,472	14,042,967
Current service cost	4,222,594	3,476,367	3,962,979	3,328,555
Transfer (in)/out	-	-	(3,252,974)	-
Interest cost	240,484	189,140	233,708	184,860
	21,577,388	18,335,000	17,757,185	17,556,382
Remeasurements:				
Gain from change in demographic assumptions	459,645	(867,822)	219,571	(412,275)
Loss from change in financial assumptions	(2,684,463)	1,181,870	(2,529,468)	1,166,467
Experience gain	(1,393,294)	(1,534,738)	(1,700,206)	(1,497,102)
	17,959,276	17,114,310	13,747,082	16,813,472
Payment from plans:				
Benefit payment	-	-	-	-
At 31 December	17,959,276	17,114,310	13,747,082	16,813,472

The principal actuarial assumptions used were as follows:

	Consolidated financial statements		Separate financial statements	
	2023 %	2022 %	2023 %	2022 %
Discount rate	2.73 - 2.86	1.39 - 2.88	2.86	1.39
Salary growth rate	5	7	5	7
Staff turnover rate	0 - 21	0 - 23	0 - 21	0 - 23

Sensitivity analysis for each significant assumption used is as follows:

	Consolidated financial statements					
			Impact on defined benefit obligation			
	Change in assumption		Increase in assumption		Decrease in assumption	
	2023	2022	2023	2022	2023	2022
Discount rate	1.0%	1.0%	Decrease by 4.09 %	Decrease by 5.26 %	Increase by 4.52 %	Increase by 5.84 %
Salary growth rate	1.0%	1.0%	Increase by 4.52 %	Increase by 6.33 %	Decrease by 4.18 %	Decrease by 5.82 %
Staff turnover rate	1.0%	1.0%	Decrease by 4.51 %	Decrease by 5.80 %	Increase by 2.16 %	Increase by 3.04 %

	Separate financial statements					
			Impact on defined benefit obligation			
	Change in assumption		Increase in assumption		Decrease in assumption	
	2023	2022	2023	2022	2023	2022
Discount rate	1.0%	1.0%	Decrease by 4.62 %	Decrease by 5.12 %	Increase by 5.08 %	Increase by 5.66 %
Salary growth rate	1.0%	1.0%	Increase by 4.79 %	Increase by 6.16 %	Decrease by 4.46 %	Decrease by 5.68 %
Staff turnover rate	1.0%	1.0%	Decrease by 5.10 %	Decrease by 5.63 %	Increase by 2.27 %	Increase by 2.85 %

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions, the same method has been applied as when calculating the retirement benefits recognised in the statement of financial position.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the previous period.

Through its defined benefit retirement benefit plans the Group is exposed to a number of risks, the most significant of which are detailed below:

Changes in bond yields	A decrease in Government bond yields will increase plan liabilities.
Inflation risk	Some of the Group retirement benefit obligations are linked to inflation, and higher inflation will lead to higher liabilities (although, in most cases, caps on the level of inflationary increases are in place to protect the plan against extreme inflation).

The weighted average duration of the defined benefit obligation is 21.13 years (2022: 22.59 years).

Expected maturity analysis of undiscounted retirement benefits:

	Consolidated financial statements				
	Less than a year Baht	Between 1 - 2 years Baht	Between 2 - 5 years Baht	Over 5 years Baht	Total Baht
31 December 2022	4,264,432	6,078,734	12,818,281	180,332,868	203,494,315
31 December 2023	1,547,805	8,448,436	12,135,058	143,665,171	165,796,470

	Separate financial statements				
	Less than a year Baht	Between 1 - 2 years Baht	Between 2 - 5 years Baht	Over 5 years Baht	Total Baht
31 December 2022	4,264,432	6,078,734	12,818,281	155,971,271	179,132,718
31 December 2023	1,547,805	5,029,663	10,705,623	120,854,227	138,137,318

24 Share capital

	Authorised share capital		Issued and paid-up share capital		Share premium
	Shares	Baht	Shares	Baht	Baht
1 January 2022	316,000,000	158,000,000	316,000,000	158,000,000	228,732,200
Issue of shares	158,000,000	79,000,000	-	-	-
31 December 2022	474,000,000	237,000,000	316,000,000	158,000,000	228,732,200
1 January 2023	474,000,000	237,000,000	316,000,000	158,000,000	228,732,200
Issue of shares	-	-	30,317,500	15,158,750	93,984,350
31 December 2023	474,000,000	237,000,000	346,317,500	173,158,750	322,716,550

At the Annual General Meeting of Shareholders for the year 2022 held on April 28, 2022, shareholders approved to increase the registered capital from Baht 158,000,000 to Baht 237,000,000 by issuing 158,000,000 new ordinary shares with a par value of Baht 0.50 per share to support the exercise of the warrants to purchase shares of the Company's newly issued ordinary shares No. 1 (PROEN-W1).

The total authorised number of ordinary shares is 474,000,000 shares (31 December 2022: 474,000,000 shares) with a par value of Baht 0.5 per share (31 December 2022 : Baht 0.5 per share). 346,317,500 ordinary shares were issued and fully paid-up. 127,682,500 ordinary shares have not been paid. (31 December 2022: 316,000,000 ordinary shares were issued and fully paid-up. 158,000,000 ordinary shares have not been paid).

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25 Legal reserve

	Consolidated and separate financial statements	
	2023 Baht	2022 Baht
1 January	11,770,000	8,850,000
Appropriation during the year	320,000	2,920,000
31 December	12,090,000	11,770,000

Under the Public Companies Act., B.E. 2535, the Company is required to set aside as statutory reserve at least 5 percent of its net profit after accumulated deficit brought forward (if any) until the reserve is not less than 10 percent of the registered capital. This reserve is not available for dividend distribution.

26 Warrants

PROEN Corp Public Company Limited issued warrants to subscribe for ordinary shares to existing shareholders of the company, which have been approved by shareholders' meeting of the company.

Issued by	Allotted to	Approval date	Determined exercising date		As at 31 December 2022	Increase during the year	Decrease during the period						As at 31 December 2023
			First exercise	Last exercise	Outstanding warrant unit	Warrant unit	Exercise unit	Exercise ratio for ordinary shares per 1 warrant	Issue of ordinary shares during the period Share	Exercise price Baht	Amount Baht	Expired Shared	Outstanding warrant unit
PROEN Corp Public Company Limited	Existing shareholders (PROEN W1)	28 April 2022	29 December 2022	22 March 2024	156,880,122	-	29,370,350	1	30,317,500	3.6	109,143,100	-	127,509,772
	Total				156,880,122	-	29,370,350		30,317,500		109,143,100	-	127,509,772

At the Annual General Meeting of Shareholders for the year 2022 held on April 28 2022, shareholders approved the issuance of warrants on ordinary (PROEN-W1), not exceeding 158,000,000 units. On 29 December 2022, the warrant holders exercised their warrants (PROEN-W1) totalling 947,150 units to purchase 947,150 ordinary shares at the exercise price of Baht 3.6 per unit totalling of Baht 3,409,740, and the Company registered the Capital increase with Ministry of Commerce on 9 January 2023.

On 30 June 2023, the warrant holders exercised their warrants (PROEN-W1) totalling 29,370,350 units to purchase 29,370,350 ordinary shares at the exercise price of Baht 3.6 per unit, totalling Baht 105,733,360 and the Company registered the capital increase with Ministry of Commerce on 4 July 2023.

27 Dividends

2023

On 27 April 2023, the annual general meeting of shareholders 2023 approved the dividend payment for the operating results for the year ended date 31 December 2022 at the rate of Baht 0.12 per share, totaling Baht 38.03 million. The dividends were distributed to shareholders on 18 May 2023.

2022

On 28 April 2022, the annual general meeting of shareholders 2022 approved interim dividends payment for the period during the 1 April 2021 to 31 December 2021 operating results by cash of Baht 0.0577 per share, totalling of Baht 18.22 million. The dividends were distributed to the shareholders on 25 May 2022.

28 Other income

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Interest income	1,514,421	1,750,678	1,403,518	1,737,825
Interest income - related parties (Note 33)	2,085,616	-	12,126,748	5,741,797
Gain on disposal of equipment	-	5,767,133	-	5,767,133
Dividend income (Note 33)	-	-	1,000,000	-
Management fee income - related parties (Note 33)	-	-	2,346,497	4,145,980
Rental income - related parties (Note 33)	-	-	208,800	208,800
Others	650,832	9,467,120	650,831	2,567,120
Total	4,250,869	16,984,931	17,736,394	20,168,655

29 Finance costs

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Interest and financial costs of financial assets at fair value through other comprehensive income	24,340,826	28,138,879	23,636,751	27,865,195
Interest from lease liabilities	1,170,870	1,899,231	1,090,383	1,898,966
Interest from provision for decommissioning	-	26,676	-	26,676
Total	25,511,696	30,064,786	24,727,134	29,790,837

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30 Expense by nature

The following expenses are included in profit before finance cost and income tax can be classified by nature as follows:

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Cost of raw material and finished goods used	115,009,159	602,271,562	59,278,512	589,752,281
Internet and network service fee	54,112,463	52,397,595	53,226,590	55,205,271
Subcontract cost	281,410,373	514,513,089	126,483,865	469,901,268
Salaries, wages and other employee benefits	98,252,067	83,102,689	82,742,074	78,631,242
Utilities	81,877,422	85,956,568	81,733,503	85,940,662
Depreciation and amortisation	33,968,773	38,914,814	32,820,271	38,224,577
Service fee	15,330,530	14,843,321	15,330,530	14,843,321
Consultancy fee	10,643,856	6,451,496	7,980,356	4,968,853

31 Income tax expense

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Current tax:				
Current tax	2,047,762	13,366,729	1,190,221	13,045,387
Total current tax	2,047,762	13,366,729	1,190,221	13,045,387
Deferred tax:				
(Increase) decrease in deferred tax assets (Note 19)	4,031,809	(8,475,931)	2,004,885	2,184,380
Increase in deferred tax Liabilities (Note 19)	(1,918,578)	(1,781,889)	(1,918,578)	(1,781,889)
Total deferred tax	2,113,231	(10,257,820)	86,307	402,491
Total income tax expense	4,160,993	3,108,909	1,276,528	13,447,878

The tax on the Group's profit before tax differs from the theoretical amount that would arise using the basic weighted average tax rate applicable to profit of the home country of the Company as follows:

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Profit before tax	20,485,469	68,177,134	6,361,724	69,562,010
Tax calculated at a tax rate of 20% (2022: 20%)	4,097,094	13,635,427	1,272,345	13,912,402
Tax effect of:				
Expenses not deductible for tax purpose	1,147,574	351,018	1,018,280	349,593
Expenses that are deductible at a greater amount	(814,117)	(814,117)	(814,117)	(814,117)
Difference in tax rates for special tax rate	(272,282)	(107,202)	-	-
Income not subject to tax	-	(60,000)	(199,980)	-
Tax losses for which no deferred income tax asset was recognised	2,724	60,000	-	-
Utilisation of previously unrecognised tax losses	-	(9,956,217)	-	-
Tax charge	4,160,993	3,108,909	1,276,528	13,447,878

The weighted average applicable tax rate for consolidated financial statements and separate financial statements was 20.55% and 20.07% (2022: 4.56% and 19.33% respectively). The increase tax rate for consolidated financial statements is caused by recognised deferred tax of tax losses of subsidiary.

The tax (charge)/credit relating to component of other comprehensive income is as follows:

	Consolidated financial statements					
	2023			2022		
	Before tax Baht	Tax (charge) credit Baht	After tax Baht	Before tax Baht	Tax (charge) credit Baht	After tax Baht
Remeasurement on retirement benefit obligations	3,618,112	(723,623)	2,894,489	1,220,690	(244,138)	976,552
Other comprehensive income	3,618,112	(723,623)	2,894,489	1,220,690	(244,138)	976,552
Deferred income tax (Note 19)	-	(723,623)	-	-	(244,138)	-

	Separate financial statements					
	2023			2022		
	Before tax Baht	Tax (charge) credit Baht	After tax Baht	Before tax Baht	Tax (charge) credit Baht	After tax Baht
Remeasurement on retirement benefit obligations	4,010,103	(802,021)	3,208,082	742,910	(148,582)	594,328
Other comprehensive income	4,010,103	(802,021)	3,208,082	742,910	(148,582)	594,328
Deferred income tax (Note 19)	-	(802,021)	-	-	(148,582)	-

32 Earnings per share

Basic earnings per share and diluted earnings per share are calculated by dividing the net profit attributable to shareholders of the Company by the weighted average number of ordinary shares issued and paid during the year.

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Basic earnings per share				
Basic earnings per share attributable to the ordinary equity holders of the Company	0.05	0.21	0.02	0.18
Diluted earnings per share				
Diluted earnings per share attributable to the ordinary equity holders of the Company	0.05	0.18	0.02	0.16

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Reconciliations of earnings used in calculating earnings per share				
Basic earnings per share				
Profit attributable to the ordinary equity holders of the company used in calculating basic	1,5753,822	65,236,759	5,085,196	56,114,132
Diluted earnings per share				
Profit attributable to the ordinary equity holders of the Company used in calculating diluted earnings per share	15,753,822	65,236,759	5,085,196	56,114,132

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Weighted average number of shares used as the denominator				
Weighted average number of ordinary shares used as the denominator in calculating basic earnings per share	331,490,865	316,000,000	331,490,865	316,000,000
Adjustments for diluted earnings per share calculation:				
Options	-	38,182,098	-	38,182,098
Weighted average number of ordinary shares and potential ordinary shares used as the denominator in calculating diluted earnings per share	331,490,865	354,182,098	331,490,865	354,182,098

33 Related-party transactions

Individuals and entities that directly or indirectly control or are controlled by or are under common control with the Company, including investment entities, associates, joint venture and individuals or entities having significant influence over the Company, key management personnel, including directors and officers of the Company and close members of the family of these individuals and entities associated with these individuals also constitute related parties.

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

The major shareholders of the Company are Wealth Water House Co., Ltd. and Mr.Kittipan Sribuaiam that own 27.48% and 15.34% of the Company's shares, respectively. The remaining 57.18% of the shares are widely held.

Investments in subsidiaries are disclosed in Note 15.

In addition, the company has investments in Gateway Service Company Limited, which is unlisted equity securities and classified as financial assets measured at fair value through other comprehensive income at 19% disclosed in Note 12.2.

The following material transactions were carried out with related parties:

a) Revenue from sales and services

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Revenue from sales of goods and providing services				
Subsidiaries	-	-	1,176,274	6,787,218
Parent company	30,000	30,000	30,000	30,000
	30,000	30,000	1,206,274	6,817,218
Management fee income (Note 28)				
Subsidiaries	-	-	2,346,497	4,145,980
Rental income (Note 28)				
Subsidiaries	-	-	208,800	208,800
Interest income (Note 28)				
Subsidiaries	-	-	10,041,132	5,741,797
Related party	2,085,616		2,085,616	
	2,085,616	-	12,126,748	5,741,797
Dividend income				
Subsidiaries (Note 28)	-	-	1,000,000	-

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b) Purchases of goods and services

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Cost of sales and services				
Subsidiaries	-	-	2,139,400	1,941,300
Management fee				
Subsidiaries	-	-	10,173,111	5,259,592
Rental expense				
Director	276,316	315,789	276,316	315,789

c) Outstanding balances arising from sales and purchases of goods and services

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Trade accounts receivable (Note 10)				
Subsidiaries	-	-	487,205	998,159
Accrued income				
Subsidiaries	-	-	11,935,221	10,357,453
Parent company	1,333	1,250	1,333	1,250
	1,333	1,250	11,936,554	10,358,703
Prepaid rental				
Director	-	61,404	-	61,404
Interest receivable				
Subsidiaries	-	-	4,950,298	11,146,547
Related party	2,085,616		2,085,616	-
	2,085,616	-	7,035,914	11,146,547
Trade accounts payable (Note 22)				
Subsidiaries	-	-	161,597	-
Accrued expense				
Subsidiaries	-	-	18,685,677	23,225,270

d) Short-term loans to related party

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Short-term loans to related party				
Subsidiaries	-	-	104,765,368	87,323,303
Related parties	25,000,000	-	25,000,000	-
	25,000,000	-	129,765,368	87,323,303

The movements of short-term loans to subsidiaries can be analysed as follows:

	Separate financial statements	
	2023 Baht	2022 Baht
1 January	87,323,303	54,058,203
Addition during the year	120,079,301	33,265,100
Repayments during the year	(102,637,236)	-
31 December	104,765,368	87,323,303

Short-term loans to subsidiaries were given on commercial terms and conditions. The related interest income was Baht of 10,041,132 (2022: Baht of 5,741,797) is included in the separate financial statements. The short-term borrowing to subsidiaries due for repayment during January to March 2024.

The movements of short-term loans to related party can be analysed as follows:

	Consolidated financial statements	
	2023 Baht	2022 Baht
1 January	-	-
Addition during the year	25,000,000	-
31 December	25,000,000	-

Short-term loans to related party were given on commercial terms and conditions. The related interest income was Baht of 2,085,616 (2022: None) is included in the separate financial statements. The short-term borrowing to related party due for repayment during January to March 2024.

e) Key management compensation

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Short-term employee benefits	23,201,419	18,658,622	18,211,134	18,658,622
Retirement benefits	621,490	2,444,816	310,839	2,770,505
	23,822,909	21,103,438	18,521,973	21,429,127

PROEN Corp Public Company Limited
Notes to the Consolidated and Separate Financial statements
For the year ended 31 December 2023

34 Commitments and contingencies

a) Capital expenditure commitments

Capital expenditure contracted as at the statement of financial position date but not recognised as liabilities is as follows:

	Consolidated and Separate financial statements	
	2023 Baht	2022 Baht
Property, plant and equipment	247,618,503	3,297,100

b) Guarantees

As at 31 December 2023, the Company has obligation to secure overdraft facilities of subsidiary of Baht 5 million (2022: Baht 5 million) and letter guarantees facilities of subsidiary of Baht 16.78 million (2022: Baht 16.78 million).

c) Bank guarantees

As at 31 December, the Group has outstanding bank guarantees as follows:

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Bank guarantee	165,328,447	145,845,137	120,791,410	132,322,542

Part 4

Information Certification

Attachment 1 Profiles of Directors, Executives, Highest responsibility in finance and accounting (CFO), Person supervising accounting (Chief Accountant) and Company Secretary

Attachment 2 Details of Directors of Subsidiaries

Attachment 3 Details of Chief of internal audit and Chief of compliance

Attachment 4 Review of Business Asset and Asset Revaluation

Attachment 5 Full Version of Corporate Governance Policy and Guidelines and Code of Conduct

Attachment 6 Attachment 6 Audit Committee's Report



Report of The Board of Director's Responsibilities for Financial Statement

The Board of Directors of PROEN Corp Public Company Limited ("the Company") is responsible for the preparation of financial statements in accordance with generally accepted accounting principles of the Company and the Subsidiary company that are Annual Registration Statement / Annual Report 2023 (Form 56-1 One Report) basis including using judgment carefully and reasonably in preparation of financial statement. The important information is adequately disclosed in the notes to financial statement. The necessary clarification and analysis regarding the financial positions and performances of the Company and its subsidiaries have been provided for the interests of shareholders and investors.

In addition, the Board of directors has appointed an Audit Committee to be responsible for the financial statement and adequately disclosure to be accordance with Accounting principles appropriated with the business operation and provide the efficiently internal control systems. The comments of the Audit Committee on these issues are presented in the Audit Committee's Report available in Form 56-1 One Report

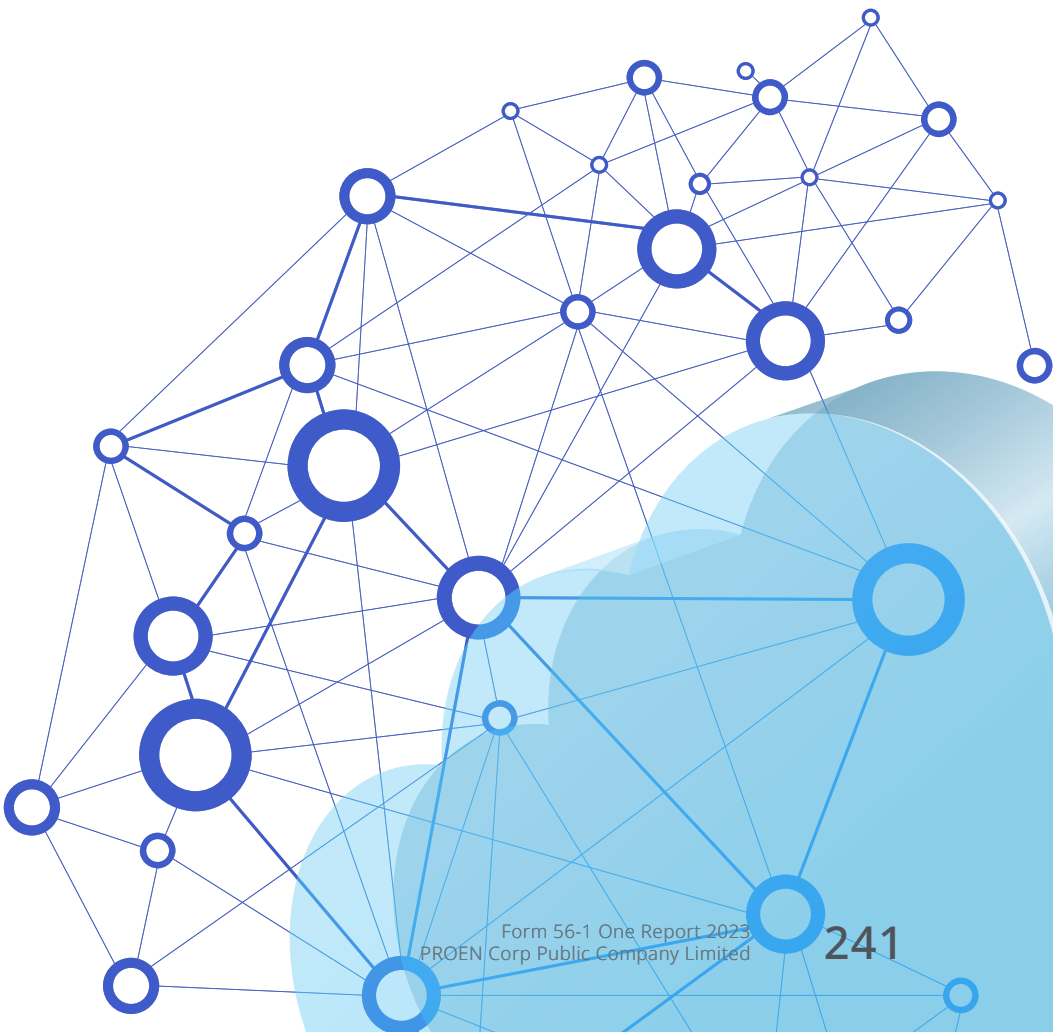
The Board of directors believes that the Company's overall effective internal control systems can be trusted with justifiable financial statements of PROEN Corp Public Company Limited as of December 31, 2023. The Company's auditor conducted his audits and expressed an opinion on the financial statement and the results of its operation in accordance with generally accepted auditing and accounting principles.

Mr. Kittipan Sri-bua-iam
Director

Mr. Chaiyooth Srijabok
Director

PROEN Corp
Public Company Limited

Attachment



Attachment 1

Profiles of Directors, Executives, Highest responsibility in finance and accounting (CFO), Person supervising accounting (Chief Accountant) and Company Secretary



1. Dr. Sathit Puttachaiyong

Age 66 Year

Position

- Chairman of the Board of Directors
- Independent Director
- Audit Committee

Appointed:

April 18, 2018

Education/Training

- Doctor of Philosophy, Textile Engineering, The University of Leeds, UK
- Master of Science, Textile Science and Engineering, The University of Leeds, UK
- Postgraduate Diploma, Textile Science and Engineering, The University of Leeds, UK
- Certificate Capital Market Academy, Class 20, 2015
- Director Accreditation Program (DAP) 144/2018

5-years Past Work Experiences

- 2018 – Present Chairman of the Board of Directors / Independent Director / Audit Committee PROEN Corp Public Company Limited

Board Member/Management of Other Listed Companies on The Stock Exchange of Thailand

- None

Position in Other Company/Institution/Non-listed Companies

- 2015 – 2017 Chairman of the Board, Rajamangala University of Technology
- 2009 – 2017 Chancellor, Rajamangala University of Technology Krungthep

Family Relationship among Directors and Executives

- None

Shareholdings (Ordinary Shares) (as at December 31, 2023)

- Held personally: 159,200 shares (0.046%)
- Held by Spouse/minor children: (none)



2. Mr. Panya Boonyapiwat

Age 60 Year

Position

- Independent Director
- Chairman of Audit Committees

Appointed: January 16, 2024

Education/Training

- Ph.D. management psychology, University of Texas at Arlington
- Master's degree, in Management, University of Texas at Arlington
- Bachelor's degree, electrical engineering, Kasetsart University
- Director Certification Program Class 94/2007 (DCP 94/2007)
- Role of The Chairman RCP 39/2016
- Psychological Operations Director Program, Applied Psychology Institute (API) Class 109
- Advanced Security Management Program (ASMP) Class 5
- Director Program Class 19 Capital Market Academy (CMA)
- Academy of Business Creativity (ABC) Class 7
- Global Business Leaders (GBL): Cornell University, Business Institute Class 1
- Top Executive Program in Commerce and Trade (TEPCoT) Class 13
- Business Golf Academy Thailand Frist Class 1
- The Connext Class 3

5-years Past Work Experiences

- 2024 – Present Independent Director / Chairman of Audit Committee PROEN Corp Public Company Limited

Board Member/Management of Other Listed Companies on The Stock Exchange of Thailand

- 2020 – Present Director / Chairman of Executive Committee / Chief Executive Officer / Chairman of the Risk Management Begistics Public Company Limited
- 2010 - Present Independent Director, Bangkok Land Public Company Limited
- 2016 - 2020 Chairman of the Board of Directors / Chief Executive Officer

Dimet (Siam) Public Company Limited

Position in Other Company/Institution/Non-listed Companies

- 2023 – Present Independent Director / Chairman / Chairman of the Risk Management Committee, Audit Committee, Nomination and Remuneration Committee Frontline Engineering Co., Ltd.
- 2021 - Present Independent Director / Chairman / Chairman of the Risk Management Committee, Audit Committee, Nomination and Remuneration Committee Tekatatn Co., Ltd.
- 2021 - Present Director / Theprittha Co., Ltd.
- 2021 - Present Director / Thantarachai Co., Ltd.
- 2021 - 2023 Director / Ekold Co., Ltd.

Family Relationship among Directors and Executives

- None

Shareholdings (Ordinary Shares) (as at December 31, 2023)

- Held personally: (None)
- Held by Spouse/minor children: (None)



3. Assoc. Prof. Dr. Panarat Panmanee

Age 75 Year

Position

- Independent Director
- Audit Committee (have knowledge of accounting)

Appointed:

April 18, 2018

Education/Training

- Ph.D in Management and Accounting, Keio University, Japan
- Master Degree, Accountancy of THAMMASAT UNIVERSITY
- Bachelor Degree, Accountancy of THAMMASAT UNIVERSITY
- Certificate, Top Executive Program in Commerce and Trade (TEPCoT), Class 10, Commerce Academy
- Director Certification Program (DCP) 264/2018

5-years Past Work Experiences

- 2018 – Present Independent Director / Audit Committee PROEN Corp Public Company Limited

Board Member/Management of Other Listed Companies on The Stock Exchange of Thailand

- 2018 – Present Independent Director / Audit Committee Gunkul Engineering Public Company Limited

Position in Other Company/Institution/Non-listed Companies

- 2021 – Present Specialists, Faculty of Management Science Silpakorn University
- 2020 – Present Advisor to the Technology Development and Professional Accounting Subcommittee, Federation of Accounting Professions Advisor to the Technology Development and Royal Patronage
- 2017 – 2020 Consultant in Accounting Professional Education and Accounting Technology, Federation of Accounting Professions Royal Patronage
- 2016 – 2019 Dean Faculty of Accounting Specialist PhD program, Faculty of Business Administration, University of the Thai Chamber of Commerce
- 2010 – 2015 Specialist PhD program, Faculty of Business Administration, Rajamangala University of Technology Thanyaburi

Family Relationship among Directors and Executives

- None

Shareholdings (Ordinary Shares) (as at December 31, 2023)

- Held personally: 158,700 shares (0.046%)
- Held by Spouse/minor children: (None)



4. Dr. Parnai Kungwalrut

Age 49 Year

Position

- Independent Director

Appointed:

December 18, 2020

Education/Training

- Doctorate Degree, Electrical Engineering, King Mongkut's Institute of Technology Ladkrabang
- Master Degree, Master of Engineering (Instrumentation Engineering , King Mongkut's Institute of Technology Ladkrabang
- Master Degree, Master of Business administration (International Business Management, Eastern Asia University
- Bachelor Degree, Electrical Communications Engineering, Rajamangala University of Technology Thanyaburi
- Director Certification Program (DCP) 170/2013
- Director Accreditation Program (DAP) 33/2005
- Capital Market Academy Programs, CMA. 30/2020
- Training Seminar Strategic Planning & Review Strategic By OPTIMA Consulting Co., Ltd.

5-years Past Work Experiences

- 2022 – Present Independent Director, PROEN Corp Public Company Limited
- 2020 – Present Director, PROEN Corp Public Company Limited

Board Member/Management of Other Listed Companies on The Stock Exchange of Thailand

- 2012 – 2020 Chief Executive Officer, POWER SOLUTION TECHNOLOGIES PUBLIC COMPANY LIMITED

Position in Other Company/Institution/Non-listed Companies

- 2022 – Present University Councill Committee expert
- Rajamangala University of Technology Suvarnabhumi
- 2015 – 2021 Director, NAWARAT BEVERAGE CO., LTD.

Family Relationship among Directors and Executives

- None

Shareholdings (Ordinary Shares) (as at December 31, 2023)

- Held personally: (None)
- Held by Spouse/minor children: (None)



5. Mr. Kittipan Sri-bua-iam

Age 50 Year

Position

- Director (Authorized Directors)
- Chairman of Executive Board
- Chief Executive Officer

Appointed:

October 3, 1997

Education/Training

- Master Degree, Internet and E-Commerce, Assumption University of Thailand.
- Bachelor Degree, Electronics and Telecommunications Engineering, Kasem Bundit University
- Diploma in Electronic Learning Management System of Rajamangala University of Technology Krungthep
- The Ultimate Leader ADD ON (The Boss79)
- Thammasat Leadership Program (TLP 11)
- Nation-Building Institute : NBI (Camp 4)
- IPO Roadmap for CEO-Executive Program Class 1 Director Certification Program (DCP) 261/2018
- Director Accreditation Program (DAP) 144/2018
- Capital Market Academy Programs,CMA. 30/2020
- Training Seminar Strategic Planning & Review Strategic By OPTIMA Consulting Co., Ltd.
- Course 2 Morrow Scaler 6, Year 2022
- Mission WE Project 2022
- The connect 2, Year 2023

5-years Past Work Experiences

- 1997 – Present Director / Chairman of Executive Board / Chief Executive Officer
  PROEN Corp Public Company Limited

Board Member/Management of Other Listed Companies on The Stock Exchange of Thailand

- None

Position in Other Company/Institution/Non-listed Companies

- 2023 – Present Director, WESTINGHOUSE CO., LTD
- 2023 – Present Director, JUMPBOX CO., LTD.
- 2022 – Present Director, ICON NEXT CO., LTD.
- 2018 – Present Director / Chief Executive Officer, ,PROEN TELEBIZ CO., LTD.
- 2017 – Present Director, WEALTH WATER HOUSE CO., LTD.
- 2016 – Present Director, EXIM (THAILAND) CO., LTD.
- 2015 – Present Director, ONLINE BIZ CO., LTD.
- 2013 – Present Director / Chief Executive Officer, SECURE NETWORK OPERATIONS CENTER CO., LTD.
- 2010 – Present Director, SIAM CANNABIZ INDUSTRY CO., LTD.

Family Relationship among Directors and Executives

- Younger brother of Mrs. Punsaya Paprakornpisit

Shareholdings (Ordinary Shares) (as at December 31, 2023)

- Held personally: 53,107,800 shares (15.335%)
- Held by Spouse/minor children: (None)



6. Mr. Naris Ratyiam

Age 53 Year

Position

- Director (Authorized Directors)
- Executive Director
- Chief Commercial Officer

Appointed:

August 2, 2008

Education/Training

- Bachelor Degree, School of Business Administration, Marketing, Sripatum University
- Director Accreditation Program (DAP) 153/2018
- Training Seminar Strategic Planning & Review Strategic By OPTIMA Consulting Co., Ltd.

5-years Past Work Experiences

- 2018 – Present Director/ Executive Director PROEN Corp Public Company Limited
- 2008 – Present Chief Commercial Officer PROEN Corp Public Company Limited

Board Member/Management of Other Listed Companies on The Stock Exchange of Thailand

- None

Position in Other Company/Institution/Non-listed Companies

- 2023 – Present Director, WESTINGHOUSE CO., LTD.
- 2023 – Present Director, JUMPBOX Company Limited
- 2019 – Present Director, SECURE NETWORK OPERATIONS CENTER CO., LTD.

Family Relationship among Directors and Executives

- None

Shareholdings (Ordinary Shares) (as at December 31, 2023)

- Held personally: 6,722,300 shares (1.941%)
- Held by Spouse/minor children: (None)



7. Mr. Somkiat Yubanphaeo

Age 55 Year

Position

- Director (Authorized Directors)

Appointed:

April 18, 2018

Education/Training

- Master of Public Administration Program in Public, Phitsanulok Univesity
- Bachelor Degree, Department of Telecommunication Engineering, Mahanakorn University of Technology.
- Director Accreditation Program (DAP) 153/2018
- Training Seminar Strategic Planning & Review Strategic By OPTIMA Consulting Co., Ltd.

5-years Past Work Experiences

- 2018 – Present Director PROEN Corp Public Company Limited
- 2018 – 2023 Executive Director PROEN Corp Public Company Limited
- 2018 – 2023 Chief Telecommunication Officer PROEN Corp Public Company Limited

Board Member/Management of Other Listed Companies on The Stock Exchange of Thailand

- None

Position in Other Company/Institution/Non-listed Companies

- 2019 – Present Director, PROEN TELEBIZ CO., LTD.
- 2012 – 2018 Assistant Managing Director / Executive Director / Risk Management Committee KING TELECOM PUBLIC COMPANY LIMITED

Family Relationship among Directors and Executives

- None

Shareholdings (Ordinary Shares) (as at December 31, 2023)

- Held personally: 925,000 shares (0.267%)
- Held by Spouse/minor children: (None)



8. Mr. Chaiyooth Srijabok

Age 42 Year

Position

- Director (Authorized Directors)
- Executive Director
- Chief Operating Officer
- Vice President –Strategy and Business Development
- Chief of compliance

Appointed:

July 3, 2023

Education/Training

- Bachelor Degree, Engineering Department, King Mongkut's University of Technology North Bangkok
- Director Accreditation Program (DAP) 214/2024

5-years Past Work Experiences

- 2024 – Present Director / Chief of compliance PROEN Corp Public Company Limited
- 2023 – Present Executive Director / Chief Operating Officer / Vice President –Strategy and Business Development PROEN Corp Public Company Limited

Board Member/Management of Other Listed Companies on The Stock Exchange of Thailand

- None

Position in Other Company/Institution/Non-listed Companies

- 2023 – Present Director / Chief Executive Officer, WESTINGHOUSE CO., LTD.
- 2022 – Present Director / Chief Executive Officer, ICON NEXT CO., LTD.
- 2021 – Present Director, CKIB CO., LTD.
- 2016 – Present Managing Director, ROUTE 88 CO., LTD.
- 2014 – Present Director, SAMART CONSTRUCTION CHIANGMAI CO., LTD.
- 2009 – Present Managing Director, AMERICAN AUTO IMPORT CO., LTD.

Family Relationship among Directors and Executives

- None

Shareholdings (Ordinary Shares) (as at December 31, 2023)

- Held personally: (None)
- Held by Spouse/minor children: (None)



9. Mr. Nititorn Deeumpai

Age 54 Year

Position

- Executive Director
- Chief Financial Officer

Appointed:

November 2, 2020

Education/Training

- Master Degree of Business Administration (Industrial Management), Ramkhamhaeng University
- Bachelor Degree of Accounting (B.B.A) Faculty of Accountancy Dhurakij Pundit University
- Director Certification Program (DCP) 192/2014
- Anti-Corruption for Executive Program 3/2014
- Anti-Corruption the Practical Guide (ACPG) 23/2015
- The CFO's role in stakeholder communications (English Session)
- SET Social Impact Day 2019
- Training Seminar Strategic Planning & Review Strategic By OPTIMA Consulting Co., Ltd.
- CFO Refresher Class 2/2021
- THE NEW CFO 2022
- CFO Refresher Course 2023

5-years Past Work Experiences

- 2021 – Present Chief Financial Officer
- PROEN Corp Public Company Limited
- 2020 – Present Executive Director
- PROEN Corp Public Company Limited
- 2020 – 2022 Vice President –Strategy and Business Development
  PROEN Corp Public Company Limited

Board Member/Management of Other Listed Companies on The Stock Exchange of Thailand

- 2014 – 2020 Executive Vice President / Chief Financial OfficerCho Thavee Public Company Limited.
  Position in Other Company/Institution/Non-listed Companies
- 2023 – Present Director, WESTINGHOUSE CO., LTD.
- 2023 – Present Director, JUMPBOX Company Limited
- 2023 – Present Director, PROEN TELEBIZ CO., LTD.
- 2022 – Present Director, ICON NEXT CO., LTD.
- 2021 – Present Senior Director, MAI a Listed Company Association
- 2017 – 2021 Executive Director and Treasurer, MAI a Listed Company Association

Family Relationship among Directors and Executives

- None

Shareholdings (Ordinary Shares) (as at December 31, 2023)

- Held personally: 26,000 shares (0.008%)
- Held by Spouse/minor children: (None)



10. Mr. Surasak Kongjantra

Age 55 Year

Position

- Executive Director
- Chief Technology Officer

Appointed:

July 17, 2023

Education/Training

- Master' s Degree of Master of Economics (Business Economics), Kasetsart University
- Bachelor Degree of Department of Electronics Engineering, King Mongkut's Institute of Technology Ladkrabang

5-years Past Work Experiences

- 2023 – Present Executive Director / Chief Technology Officer PROEN Corp Public Company Limited

Board Member/Management of Other Listed Companies on The Stock Exchange of Thailand

- 2014 – 2021 Vice President - Business Development Information and Communication Networks Public Company Limited

Position in Other Company/Institution/Non-listed Companies

- 2023 – Present Director, WESTINGHOUSE CO., LTD.
- 2021 – 2023 Managing Director Expert Engineering & Communication Co., Ltd.

Family Relationship among Directors and Executives

- None

Shareholdings (Ordinary Shares) (as at December 31, 2023)

- Held personally: (None)
- Held by Spouse/minor children: (None)



11. Mr. Visrut Manunpon

Age 38 Year

Position

- Executive Director
- Chief Innovation Officer
- Vice President - Business Development

Appointed:

June 1, 2017

Education/Training

- Bachelor of Engineering Programing Computer Engineering, Rajamangala University of Technology Than
- Coaching and Mentoring 2023, By Network Training
- Certificate of Completion the art of Negotiation 2023, By Network Training
- Coaching For Business Leader. 2, 2023
- Training Seminar Strategic Planning & Review Strategic By OPTIMA Consulting Co., Ltd.

5-years Past Work Experiences

- 2023 – Present Executive Director / Chief Innovation Officer
- 2017 – Present Vice President - Business Development PROEN Corp Public Company Limited
- 2012 – 2017 Business Development Manager Proimage Engineering & Communication Co., Ltd.

Board Member/Management of Other Listed Companies on The Stock Exchange of Thailand

- None

Position in Other Company/Institution/Non-listed Companies

- 2023 – Present Director, JUMPBOX Company Limited
- 2013 – Present Director, SECURE NETWORK OPERATIONS CENTER CO., LTD.

Family Relationship among Directors and Executives

- None

Shareholdings (Ordinary Shares) (as at December 31, 2023)

- Held personally: 2,403,700 shares (0.694%)
- Held by Spouse/minor children: (None)



12. Mrs. Punsaya Paprakornpisit

Age 55 Year

Position

- Vice President – Human Resources and Administration

Appointed:

July 1, 2019

Education/Training

- Bachelor Degree, Bachelor of Business Administration in Management B.B.A. (Management), Phranakhon Rajabhat University
- Director Certification Program (DCP) 2020
- Training Seminar Strategic Planning & Review Strategic By OPTIMA Consulting Co., Ltd.
- Training Outward Mindset at Work, Agile Mindset and The 4 House of DISC by SEAC
- Training HR Strategy in New Normal By SET

5-years Past Work Experiences

- 2019 – Present Vice President – Human Resources and Administration PROEN Corp Public Company Limited
- 2021 – 2024 Director PROEN Corp Public Company Limited
- 2019 – 2024 Executive Director PROEN Corp Public Company Limited
- 2013 – 2019 Human Resource Manager Proimage Engineering & Communication Co., Ltd.

Board Member/Management of Other Listed Companies on The Stock Exchange of Thailand

- None

Position in Other Company/Institution/Non-listed Companies

- 2022 – Present Director, ICON NEXT CO., LTD.
- 2021 – Present Director, SECURE NETWORK OPERATIONS CENTER CO., LTD.
- 2021 – 2023 Director, PROEN TELEBIZ CO., LTD.
- Family Relationship among Directors and Executives
- Older sister of Mr. Kittipan Sri-bua-iam

Shareholdings (Ordinary Shares) (as at December 31, 2023)

- Held personally: 1,361,300 shares (0.393%)
- Held by Spouse/minor children: (None)



13. Miss Sasirada Suphawong

Age 42 Year

Position

- Vice President – Purchasing and Warehouse

Appointed:

March 1, 2020

Education/Training

- Bachelor Degree, Bachelor of Science Program in Biology, (Minor in Business Administration)
- Training Seminar Strategic Planning & Review Strategic By OPTIMA Consulting Co., Ltd.

5-years Past Work Experiences

- 2018 – Present Vice President – Purchasing and Warehouse PROEN Corp Public Company Limited

Board Member/Management of Other Listed Companies on The Stock Exchange of Thailand

- None

Position in Other Company/Institution/Non-listed Companies

- 2015 – 2018 General Purchasing Supervisor Global Mesh Communication CO., Ltd.

Family Relationship among Directors and Executives

- None

Shareholdings (Ordinary Shares) (as at December 31, 2023)

- Held personally: 500 shares (0.0001%)
- Held by Spouse/minor children: (None)

14. Miss Prapussorn Boonaiem

Age 34 Year

Position

- Accounting Manager
- The person supervising accounting

Appointed:

December 18,2023

Education/Training

- Bachelor Degree, Accountancy of Rajamangala University of Technology Thanyaburi
- Certified Public Accountant (Thailand) No.14523 Federation of Accounting Professions
- E-learning CFO's Orientation Course (Thai Version) 2023
- Training courses: TFRS 2024
- Training courses: Statement of Cash Flows Analysis and Cash Flows Management

5-years Past Work Experiences

- 2023 – Present Accounting Manager

PROEN Corp Public Company Limited

- 2018 – 2022 Accounting and financial Manager

News Network Corporation Public Company Limited

Board Member/Management of Other Listed Companies on The Stock Exchange of Thailand

- None

Position in Other Company/Institution/Non-listed Companies

- None

Family Relationship among Directors and Executives

- None

Shareholdings (Ordinary Shares) (as at December 31, 2023)

- Held personally: none
- Held by Spouse/minor children: none

15. Miss Kullakarn Jirakulkanwara

Age 33 Year

Position

- Company Secretary

Appointed:

February 27, 2024

Education/Training

- Bachelor of Arts, Tourism and Hotel studies, Dhurakil Pundit University
- Professional Executive Secretary, 2016
- Company Secretary Program 86/2018
- Corporate Sustainability Strategy 2/2022

5-years Past Work Experiences

- 2024 – Present Company Secretary / Secretary of the Executive Committee
  PROEN Corp Public Company Limited
- 2016 – Present Company Executive PROEN Corp Public Company Limited

Board Member/Management of Other Listed Companies on The Stock Exchange of Thailand

- None

Position in Other Company/Institution/Non-listed Companies

- None

Family Relationship among Directors and Executives

- None

Shareholdings (Ordinary Shares) (as at December 31, 2023)

- Held personally: 100 shares (0.00003%)
- Held by Spouse/minor children: (none)

	PROEN	Subsidiary					Related companies						
		PROEN TELEBIZ CO., LTD.	SECURE NETWORK OPERATIONS CENTER CO., LTD.	ICON NEXT CO., LTD.	JUMPBOX CO., LTD.	WESTINGHOUSE CO., LTD.	WEALTH WATER HOUSE CO., LTD.	ONLINE BIZ CO., LTD.	EXIM (THAILAND) CO., LTD.	SIAM CANNABIZ INDUSTRY CO., LTD.	Begistics PLC.	Bangkok Land PLC.	Gunkul Engineering Public Company Limited
1. Dr. Sathit Puttachaiyong	X, ID, A												
2. Mr. Kittipan Sri-bua-iam	D, Ex	D	D	D	D	D	D	D	D	D			
3. Mr. Somkiat Yubanphaeo	D	D, Ex											
4. Mr. Naris Ratyiam	D, E, F		D		D	D							
5. Mr. Panya Boonyapiwat	D, ID, Ax										D, Ex	ID	
6. Associate Professor Dr. Panarat Panmanee	D, ID, A												A
7. Dr. Parnai Kungwalrut	D, ID												
8. Mr. Visrut Manunpon	E, F		D		D								
9. Mrs. Punsaya Paprakornpisit	D, E, F		D	D									
10. Mr. Nititorn Deeumpai	E, F	D		D	D	D							
11. Mr. Chaiyooth Srijabok	E, F			Ex		D							
12. Mr. Surasak Kongjantra	E, F					D							
13. Miss Sasirada Suphawong	F												

Directors, Executives and Controlling persons

Remaeks :

X = Chairman of the Board Ex = Chairman of Executive Board Ax = Audit Committees, Chairman

D = Director E = Executive Director F = Executive A = Audit Committee ID = Independent Director

Attachment 2

Details of Directors of Subsidiaries

	PROEN	Subsidiary Company				
		PROEN TELEBIZ CO., LTD.	SECURE NETWORK OPERATIONS CENTER CO., LTD.	ICON NEXT CO., LTD.	JUMPBOX CO., LTD.	WESTING-HOUSE CO., LTD.
1. Dr. Sathit Puttachaiyong	X, ID, A					
2. Mr. Kittipan Sri-bua-iam	D, Ex	D	D	X	D	D
3. Mr. Somkiat Yubanphaeo	D	D				
4. Mr. Naris Ratyiam	D, E		D		D	D
5. Mr. Panya Boonyapiwat	D, ID, Ax					
6. Assoc. Prof. Dr. Panarat Panmanee	D, ID, A					
7. Dr. Parnai Kungwalrut	D, ID					
8. Mr. Visrut Manunpon	E		D		D	
9. Mrs. Punsaya Paprakornpisit	D, E		D	D		
10. Mr. Nititorn Deeumpai	E	D		D	D	D
11. Mr. Chaiyooth Srijabok	E			D, Ex		D
12. Mr. Phuwadon Muangsue		D				
13. Mr. Somchay Deeprasit		D				
14. Mr. Thanyanon Meeseeda				D		
15. Mr. Tawan Rojpibulstit				D		
16. Mr. Saritrat Jirakulphondchai					D	
17. Miss Phisinee Sagulvanitchaporn					D	
18. Miss Sureeporn Yau					D	
19. Mr. Surasak Kongjantra	E					D

Remaeks :

X = Chairman of the Board
Ex = Chairman of Executive Board
Ax = Audit Committees, Chairman
D = Director
E = Executive Director
A = Audit Committee
ID = Independent Director

Attachment 3

Details of Chief of internal audit and Chief of compliance

The Company uses the outsource service to be internal auditor of the Company. The Company hires the Unique Advisor Company Limited to be the internal control system inspector as from 2017-2021, In the year 2022 until December 6, 2023, Miss Siriwan Lueanloi was assigned to work as the chief of internal inspectors with the following details:

	Information
Name - Surname	Miss Siriwan Lueanloi
Position	Internal Audit Manager
Educational qualifications	- Master of Business Administration (Finance), Kasetsart University - Bachelor of Business Administration (Finance), Kasetsart University
licenses and diplomas	- Certified Professional Internal Audit of Thailand: CPIAT, No.1228
Training	- Intensive Cybersecurity Capacity Building Program by National Cyber Security Agency (NCSA) - Ensure readiness before the PDPA takes effect by The Securities and Exchange Commission Thailand (SEC) - PDPA for Auditors by The Institute of Internal Auditors (IIA) - Risk Based Audit by The Institute of Internal Auditors (IIA) - Audit Report Writing by The Institute of Internal Auditors (IIA) - Tool and Techniques for the Beginning Auditor by The Institute of Internal Auditors (IIA) - ISO9001:2008 Internal Audit by Moody International
work experience	2021 – 12/2023 Intenal Audit Manager, PROEN Corp Public Company Limited 2019 - 2021 Internal Audit Supervisor, PTG Public Company Limited 2017 - 2019 Internal Audit Officer, Central Food Retail Company Limited 2012 - 2017 Internal Audit Officer, Home Product Center Public Company Limited

Remark : The company is in the process of recruiting qualified people to perform Internal Audit duties.

Duties and responsibilities of the Chief of Internal Audit

- Preparing for plan in considering from the risks (Risk-based methodology) to present to the Inspection Committee for consideration and approval and to inform the managing director.
- Taking action in the inspection in order to achieve the specified plan as well as the requested special project, ordered by the Management and/ or the Inspection Committee.
- Reporting the results obtained from the inspection and the progress of the operation compared with the specified plan; in case when there is the significant issue, then the result can be reported to the Management immediately.
- Supporting on the operation and providing information necessary for the operation of the Inspection Committee and the Management of the Company concerned with the inspected works.
- Developing the personnel of the internal inspection department to be knowledgeable, skillful, and expert, and to have other abilities necessary for performing assigned duties.
- Checking and verifying the work performance to see whether it is done in consistent with the policy against the disnonesty and corruption, guideline, authority, rules and regulations, law and rules specified by the supervision division
- Performing other activities as assigned from the Management of the Company and/ or the Inspection Committee

Besides, the Company has personnel in charge of following up and supervise the operation of the Company, named Mr. Chaiyooth Srijabok that appointed by the resolutions of the Board of Directors Meeting No. 1/2024 on January 17, 2024, to be under the guideline for good internal control system with the following details:

	Information
Name - Surname	Mr. Chaiyooth Srijabok
Position	Compliance
Educational qualifications	Bachelor Degree, Engineering Department, King Mongkut's University of Technology North Bangkok
work experience	2024 – Present Director / Chief of compliance PROEN Corp Public Company Limited 2023 – Present Executive Director / Chief Operating Officer / Vice President –Strategy and Business Development PROEN Corp Public Company Limited 2023 – Present Director / Chief Executive Officer, WESTINGHOUSE CO., LTD. 2022 – Present Director / Chief Executive Officer, ICON NEXT CO., LTD. 2021 – Present Director, CKIB CO., LTD. 2016 – Present Managing Director, ROUTE 88 CO., LTD. 2014 – Present Director, SAMART CONSTRUCTION CHIANGMAI CO., LTD. 2009 – Present Managing Director, AMERICAN AUTO IMPORT CO., LTD.

Duties and responsibilities of the Chief of Compliance

- Proposing policies, guidelines, strategies for the company to comply with rules, regulations and relevant laws.
- Communicating the rules, regulations and relevant laws to the employee in the Company in order to build their an awareness.
- Performing other activities as assigned from the Management of the Company and/ or the Board of Directors

Attachment 4

Review of Business Asset and Asset Revaluation

Review of Business Asset

Details appear under (1.2) Business Description

Asset Revaluation

-None-

Attachment 5

Full Version of Corporate Governance Policy and Guidelines and Code of Conduct

Corporate Governance

PROEN Public Company Limited Corporate Governance Policy, as the company has revealed on the company's website below;

https://investor.proen.co.th/storage/downloads/cg/cg-policy/20210818-proen-cg-policy-en.pdf

Anti-Corruption Policy

the Company is committed to conducting its business with integrity, transparency, responsibility, and compliance with good practices in corporate governance, Anti-Corruption Policy as the company has revealed on the company's website below;

https://investor.proen.co.th/storage/downloads/cg/corporate-policy/20210818-proen-anti-corruption-en.pdf

Code of Conduct

Driving the company operation to accuracy, transparency, fairness, and verifiability included treating employees fairly. The full version of Company Code of Conduct can be found on the company's website below; https://investor.proen.co.th/storage/downloads/cg/20210818-proen-coc-en.pdf

Board of Director Charter,Audit Committee Charter and Executive Committee Charter can be found on the company's website below; https://investor.proen.co.th/en/corporate-governance/cg-report-and-download

Attachment 6

Audit Committee's Report for 2023

Attention: Shareholder of the company

The Audit Committee of PROEN Corp Public Company Limited is appointed by the Company's director's that consists of 3 independent directors, each of whom is not an employee of the company or stakeholders. In this regard, the Audit Committee has knowledge, ability, expertise and has the qualifications in accordance with the stipulations.

The Audit Committee has complied with the scope, duties and responsibilities assigned by the Board of Directors, which complies with the regulations of the Stock Exchange of Thailand. The scope and duties of the major responsibilities in accordance with the specified roles and duties. Review the internal control system and the internal audit system to be sufficient and reliable. Review to ensure management and compliance with risk management policies, including supervising the company comply with relevant requirements and regulations in accordance with the principles of good corporate governance. There is 1 audit committee member who is knowledgeable and experience in accounting to review the reliability of the Company's financial statements to be accurate accordingly to the generally accepted accounting principles

In 2023, the Audit Committee a total of 5 meetings were held, with details of the meeting, attendance of the individual audit committee members as follows:

List of Audit Committee			Number of times attending the meeting / Number of meetings held
1. Mr. Nopparat	Phutaviriya	Chairman of the Audit Committee	5/5
2. Dr. Sathit	Puttachaiyong	Audit Committee	5/5
3. Assoc. Prof. Dr. Panarat	Panmanee	Audit Committee	5/5

In which each meeting was invited to the management concerned, Internal auditor and external auditors attend the meeting according to the appropriate agenda. Summary of important matters in the performance of the audit committee

1. Review of financial reports

Consider reviewing to certify the quarterly financial statements and the 2023 financial statements that have been reviewed and audited by the Company's auditors, The Audit Committee has an opinion consistent with the auditor that Company's financial statements should be accurate and sufficient to disclose information in accordance with generally accepted accounting standards.

2. Consideration of the proposed appointment of the auditor and audit fees

Consider selecting, appointing and proposing the auditor's remuneration for the year 2023 to be presented to the Board of Directors and seek for approval from the shareholders meeting. The Audit Committee has considered based on the performance independence business savvy and the appropriateness of the remuneration and is not a stakeholder with the Company. In 2023, it was proposed to appoint an auditor PricewaterhouseCoopers ABAS Ltd. (PwC) as the Company's auditor and subsidiary For the accounting period from January 1, 2023 to December 31, 2023, the Company's audit fee is determined. The amount does not exceed 2,790,000 baht, Excluding expenses for auditing subsidiaries according to the names of the auditors as follow:

1. Nuntika Limviriyalers Certified Public Accountant (Thailand) No. 7358
2. Paiboon Tunkoon Certified Public Accountant (Thailand) No. 4298
3. Tithinun Vankeo Certified Public Accountant (Thailand) No. 9432

3. Consideration of connected transactions or items that may have conflicts of interest

To consider, review and give opinions on the rules of related transactions of the Company to be in accordance with the regulations of the Stock Exchange of Thailand according to the law by considering the value of the transaction. Reasonableness of the transaction and the necessity of the list in order to make the transaction beneficial to the company and stakeholders.

4. Monitoring of corporate risk management

Consider and give opinions on the organization's risk management, to reduce and prevent risks from affecting the main goals organizational objectives ready to suggest good practice

5. Review of the internal control system

Consider and review the operating information and internal control system of the Company. To assess the adequacy, appropriateness and effectiveness of the internal control system by considering the internal auditor's audit report. It was found that the internal control system of the company is sufficient and appropriate

6. Supervision of the Auditing Unit

Review assessing the independence of the internal audit department It is the person who approves the appointment, transfer and dismissal of the head of the internal audit unit. Is the person who approves the annual audit plan and the charter of the internal Audit Department as well as to supervise the internal audit unit to operate in accordance with internal audit standards.

7. Legal Compliance Review policy rules and related requirements

- Consider reviewing the internal audit by considering the scope of duties and responsibilities independence
- Review and approve the appropriate amendments to the internal audit charter and in line with the Stock Exchange of Thailand's internal audit guideline
- Review the Charter of the Audit Committee to consider the qualifications, scope, powers and duties of the meeting and the report of the Audit Committee to comply with the principles of good corporate governance and regulations of the Stock Exchange of Thailand
- Consider and review various matters to be in accordance with the guidelines and requirements of the Stock Exchange of Thailand for enhancing the good corporate governance system

In this regard, the Audit Committee has performed all duties as stipulated in the Audit Committee Charter approved by the Board of Directors in accordance with the announcements and regulations of the Stock Exchange of Thailand Therefore, it is of the opinion that the Company Financial and operational information is accurately reported having an internal control system appropriate and effective internal audits. Compliance with relevant regulations and laws that are consistent with the good corporate governance system adequately transparent and reliable In addition, there has been an improvement in the operating system for better quality to suit the business environment continuously.

The performance of the Audit Committee and those who perform internal audits have received great cooperation from all parties. The Audit Committee would like to thank you all for this wonderful opportunity.



(Mr. Nopparat Phutaviriya)
Chairman of the Audit Committee

PROEN Corp
Public Company Limited

PROEN Corp Public Company Limited

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