บริษัท สหยูเนี่ยน จำกัด (มหาชน)
SAHA-UNION PUBLIC CO.,LTD.
และบริษัทในกลุ่ม • And Group Companies

Annual Report 2022

Annual Registration Statement /
Annual Report Form 56-1 One Report 2022

The Company will continue to make its businesses grow stronger along with constantly taking care of the environment and society to create value and build a society of sustainable coexistence.

Vision

A leading and reliable investment Company engaging in diverse business activities, managing the investments for the Company's growth and long-term stability with sound return on investments.

Missions

- To develop the growth and stability of existing businesses.
- To enlarge/extend the businesses that members of the Group are adept and well versed.
- To administer existing investments while exploring new opportunities offering long-term potential and sound return on investments.
- To groom new generation of knowledgeable and efficient executives with leadership quality, those who could blend well with the Company's cultures, uphold integrity, quality and service.
- To promote and avail the employees the opportunities to continuously develop their knowledges and skills.
- To persistently instil the Company's good will.
- To regulate the administration of the Company for efficiency, transparency and conformity with international auditing standards, in order to increase the value and obtain optimum results for the Company, all participants and stakeholders, i.e., employees, shareholders, investors, customers, trade partners, creditors, competitors, communities, societies and the Country.

Goal

The Company's goal is to conduct business by investments in various businesses with a system of good governance, create growth and maximize the benefits to all stakeholders under the moral of integrity, quality and service.

Strategy

To invest in the businesses with appropriate returns by taking into account the risks potential and the situation that may change in the future.

Contents

Major Financial Information and Ratio 3

Message from the Board of Directors 4-5

Part 1 Operation Report and Performance

1. Structure and Operations of the Group 8-39

1.1 Policy and Business Overview

1.2 Nature of Business

A. Manufacturing and Service Businesses

1. Plastic, Rubber and Metal Business
2. Trading Business
3. Energy Business
4. Hotel Business
5. Hospital Business

B. Investment Group and Others

1.3 Shareholding Structure of Group Companies 40

1.4 Registered Capital and Paid-up Capital 40

2. Risk Management 41-44

2.1 Risk Management Policies and Measures

2.2 Risk factors for the Company's business engagement

2.2.1 Current risk for business engagement of the Company's or Group Companies, including potentially emerging risk in 3-5 years' time

2.2.2 Risk of Shareholders' securities

2.2.3 Risk of investing in foreign securities (in case the issuer is a foreign company)

3. Driving Business for Sustainability 45-55

3.1 Sustainability Policy and Management

3.2 Managing impact on stakeholders in the business value chain

3.3 Sustainability Management in Environmental Dimensions

3.4 Sustainability Management in Social Dimensions

4. Management Discussion and Analysis 56-67

4.1 Overview of business operations and significant changes

4.2 Result of Operations and Profitability

4.3 Financial Position and Asset Management Capability

4.4 Liquidity and Adequacy of the Company's Capital

4.5 Contractual Obligations and Off-Balance Sheet Arrangements

4.6 Factors or events affecting the financial position or operations in the forward looking

4.7 More information about financial statement conversion

5. General and Other Important Information 68

Part 2 Corporate Governance

6. Corporate Governance Policy 69-88

6.1 Corporate Governance Policy

6.2 Business Ethics or Code of Conduct

6.3 Key governance policy changes, practice and system during the past year

6.4 Other practices according to the Good Corporate Governance Principles

7. Corporate Governance Structure and Information about Board of Directors, Sub-Committee, Executives, Employees and other issues 89-99

8. Major development regarding Corporate Governance 100-111

9. Internal Control and Related Parties 112-117

Part 3 Board of Directors' Responsibility for the Financial Report 118 -208

Part 4 Information Authentication 210

Attachment

Attachment 1 Details of Directors, Executives, the highest responsibility person in the line of Accounting and Finance

Attachment 2 Subsidiaries' Directors

Attachment 3 Internal Audit Officer

Attachment 4 Assets used in Operation and details of property appraisal.

Attachment 5 CG Index

Attachment 6 Audit Committee's Report

Attachment 7 Report of Nomination and Remuneration Committee

Attachment 8 Report of Risk Management Committee

Attachment 9 Training Information of the Board of Directors

Attachment 10 Other information

10.1 Company's Direct Investment (In Group Companies)

10.2 Revenue Structure of the Company and Subsidiaries

10.3 Investment Proportion

10.4 Juristic person invested by SUC more than 10%

10.5 Comparative of 3-year business results

10.6 Financial Ratio

10.7 Related Transactions with Related Parties in 2022

10.8 Independent Auditor's Report of the year 2021 and 2020

Major Financial Information and Ratio

Saha-Union Public Company Limited and its subsidiaries

(Unit : Million Baht)

	2022	2021	2020
Total revenues	10,532	9,408	9,979
Sales and service income	9,312	8,357	8,728
Gross profit	1,277	787	992
Profit for equity holders of the Company	1,087	601	845
Total assets	26,260	26,478	25,717
Total liabilities	2,173	2,554	2,885
Total shareholders' equity	24,087	23,924	22,832
Earning ratio (%)	10.32%	6.39%	8.47%
Earnings per share (Baht)	3.74	2.07	2.91
Book value per share (Baht)	76.92	75.95	72.46
Net tangible assets per share (Baht)	74.02	72.96	69.48
Return on assets (%)	4.12%	2.30%	3.32%
Return on equity (%)	4.89%	2.79%	4.09%
Debt-to-equity ratio (Times)	0.09	0.11	0.13

Saha-Union Public Company Limited

(Unit : Million Baht)

	2022	2021	2020
Total revenues	1,640	1,458	1,605
Sales and service income	799	647	576
Gross profit	35	28	10
Profit for equity holders of the Company	699	685	823
Earnings per share (Baht)	2.33	2.28	2.74
Dividend per share (Baht)	1.50	1.50	1.50
Book value per share (Baht)	54.73	53.64	53.27

Message from the Board of Directors

The overall Thai economy in 2022 began to recover from the past two years, the main enabling factors being the expansion of domestic consumption and the recovery of the tourism sector after the epidemic situation of the Coronavirus Disease 2019 (COVID-19) subsided and the international travel measures have been released.

During 2022, Saha-Union Group closely monitored and assessed risks from various environmental factors that might affect its business operations. Strategies were adjusted. Business plans were reviewed. Risks were under strict management. Proactive measures were taken, and appropriate responses are made according to the situation to maintain sales, profits and competitiveness. The Company was also constantly looking for opportunities to generate a variety of long-term income, focusing on promoting continuous growth. Production processes have been shifted towards value-oriented improvements such as reducing waste, controlling quality, developing automation systems and adopting new technologies to help streamline the workflow and to reduce costs and work time. The Company invented and developed new production innovations, developing new products with partners and customers to create mutual business value including the development of personnel skills.

Even though it was another challenging year for the Company's business operations, Saha-Union Group was able to adapt and overcome the obstacles overall. The Company continues to maintain its business potential and strong financial position.

In addition, Saha-Union Group is aware of environmental issues, global warming, and climate change. Therefore, it is important to lead the industry towards a more sustainable and environmentally friendly approaches. In the production process, there is a management system for water, waste, air, and energy, setting measures to manage the impact from upstream and strictly control the quality of water and air before releasing to the outside. This includes raising awareness in personnel to use resources and energy efficiently, such as reducing use, reusing, recycling, reducing various wastes through Kaizen activities, using eco-friendly packaging innovations, as well as generating power from renewable energy such as solar rooftop to achieve the goal to conserve the environment and reduce greenhouse gas emissions.

Saha-Union Group places importance on creating a balance in all 3 dimensions of sustainable development: economically, socially, and environmentally.

- Supports and promotes social and community assistance projects as appropriate every year.
- Promotes equal education by providing academic scholarships.
- Employs local labor to distribute income to the community, improving the quality of life.

- Product development focuses on quality and safety for users, certified with various international standards such as Quality Management System Standard ISO 9001:2015 ISO 13485:2016, OEKO-TEX Standard 100, Environmental Management System Standard, ISO 14001:2015 Hygiene safety standards, etc.
- Selected by Thaipat Institute to be one of the 100 listed companies with outstanding environmental, social, and governance performance: ESG in 2015, 2018, 2019, 2020, 2021 and 2022, as well as receiving corporate governance assessment results from the Thai Institute of Directors Association at a "very good" level.

Regarding the financial position and performance in 2022 of Saha-Union Public Company Limited according to its separate financial statements, the company had assets worth 17,035.11 million baht, an increase of 284.39 million baht from the previous year, liabilities amounted to 617.44 million baht, a decrease of 40.59 million baht from the previous year, a net profit amounted to 698.96 million baht, representing an earnings per share at 2.33 baht. According to the consolidated financial statements, the company's total assets were worth 26,259.92 million baht, a decrease of 218.40 million baht from the previous year. Total liabilities were amounted to 2,172.92 million baht, a decrease of 381.75 million baht from the previous year. The net profit attributable to the shareholders of the company was amounted to 1,086.57 million baht, representing an earnings per share at 3.74 baht.

Throughout years in business, the Company has been driving its businesses with the sustainable development concept under the core values: "Integrity, Quality and Service". The Company has been managing its businesses on the principles of good corporate governance, with intentions, policies, and practical guidelines to fight against all forms of corruption in a concrete manner. With the potential and readiness in various fields, the Company can thrive according to its visions and missions, achieving corporate goals both in the short term and long term with responsibilities towards the society, environment, and stakeholders throughout the supply chain as follows:

- Maintains a strong investment position.
- Focuses on promoting the growth of various business groups and increase overall profitability by continuously expanding the businesses and maintaining stable cash flow.
- Increases efficiency in business operations and cost management for maximum benefit.
- Operates businesses with a focus on long-term sustainable growth along with creating benefits and engagement of all groups of stakeholders, namely the country, society, community, customers, partners, employees, and shareholders.

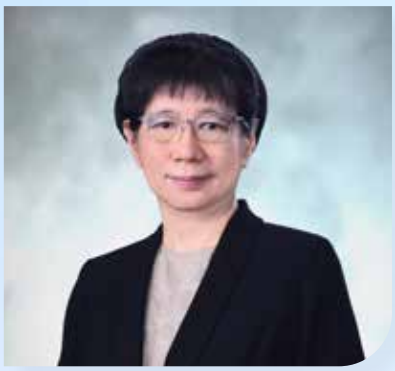
For 2023, the tourism sector is expected to continue to recover. This should result in an increase in revenue from the tourism sector and related service businesses, driving the continuous expansion of consumption from the private sector. The industrial sector, however, still faces many challenges such as the trade war, the prolonged Russian-Ukraine conflict, inflation, the global economic slowdown that affects key trading partners, and most importantly, the rising energy prices and raising of the minimum wage which affect production costs. However, with its potential, commitment, and determination, Saha-Union continues to aim to develop and expand existing businesses while vigilantly seeking opportunities to expand investments in new businesses that have the potential to generate income and provide a suitable return on investment.

The Board of Directors hereby expresses our gratitude to shareholders, joint ventures, partners, customers, business partners and all stakeholders who have always supported the operations of the Company and its group companies. We also appreciate all the executives and employees at all levels who devote all their might to perform their duties which ultimately contribute to all the success. The Company would like to assure that it will continue to make its businesses grow stronger along with constantly taking care of the environment and society to create value and build a society of sustainable coexistence.

On behalf of the Board of Directors

(Miss Dalad Sapthavichaikul)
Chairman
March 1, 2023

Board of Directors



Miss Dalad Sapthavichaikul
Chairman /
Chairman of Investment Committee

Mr. Chutindhon Darakananda
Vice-Chairman /
Nomination and Remuneration Director /
Investment Committee

Mr. Chai Jangsirikul
Independent Director /
Chairman of the Audit Committee

Mr. Yanyong Tangchitkul
Independent Director /
Chairman of the Nomination and
Remuneration Committee

Mr. Pittawat Prerttitumrong
Independent Director

Mr. Anon Sirisaengtaksin
Independent Director /
Audit Committee /
Nomination and Remuneration Director

Mr. Prinya Sainamthaip
Audit Committee /
Independent Director

Mrs. Chantorntree Darakananda
President / Chairman of Risk Management Committee / Investment Committee

Mr. Preecha Shunhavanich
Vice President / Risk Management Committee

Mr. Supakit Paungbua
Director

Mrs. Pinijporn Darakananda Kasemsap
Director / Investment Committee

Mr. Bovornrat Darakananda
Director / Investment Committee

Mr. Vacharaphong Darakananda
Director / Risk Management Committee / Investment Committee

Mr. Nanthiya Darakananda
Director

Mr. Nithiphan Darakananda
Director

1

Part 1
Operation Report and Performance

Saha-Union Public Company Limited

Annual Registration Statement / Annual Report Form 56-1 One Report 2022

Plastic, Rubber and Metal Business

Trading Business

Energy Business

Hospital Business

Navavej International Hospital

Ruamjairak Hospital

Hotel Business

Part 1
Business Operations and Performance

1. Structure and Operations of the Group

1.1 Policy and business overview

Saha-Union Public Company Limited is located at 1828 Sukhumvit Road, Phra Khanong Tai Sub-district, Phra Khanong District, Bangkok. It was established in 1972 with a registered capital of 30 million baht and later increased its registered capital to 90 million baht and has been listed on the Stock Exchange of Thailand since 1975. After that, there have been several capital increases. Currently, it has a registered and paid-up capital of 3,000 million baht, which is divided into 300 million ordinary shares with a par value of 10 baht per share. The Company invests in many businesses such as plastics, rubber, metals, energy, trading, hotel, hospitals, and textiles also; other businesses in China include energy, chemical, etc. Over time, the changes in the economic situation and intensifying of trade competition causes the Company to have a policy of being an investment and trading company. It provides management advice and services, managing finances, and selling products of the group's companies. It is divided into 24 subsidiaries, 7 joint venture companies, 30 associated companies, and 3 related companies, as detailed below and in the notes to the financial statements No. 12, No. 13, and No. 14.

Investment Policy in Subsidiaries, Joint Ventures, and Associated Companies

The Company's investment policy is divided into domestic investment and foreign investment. Most of the investments in the country are investments in businesses related to the Company's business, mainly in the manufacturing industry. There is also an investment in the energy business by generating independent power producer (IPP) for the Electricity Generating Authority of Thailand and expanding into the service sector, there're the hotel business and the hospital business. In terms of foreign investment, most of them focus on investments in the People's Republic of China in the power business and expanding to textile businesses and related manufacturing industries such as automobile carpet factories or other industrial groups, that's the chemical plant. The proportion of investments in subsidiaries, joint ventures, and associates is not defined as the standard number of investments per total asset. But the Company takes into account the nature of the project and impact on the company. This year the Company has the policy to invest in projects that are long-term investments, including consider the liquidity of the company by taking into account the appropriate return by looking at the business benefits that will be derived from that investment.

In terms of management policy, it is divided into subsidiaries, joint ventures, and associates. If it is a subsidiary, the Company monitors the operating results and meeting together to solve operational problems (if any) for appropriately efficient management. There is the Company's internal audit policy to perform an audit covering the supervision the use of the subsidiary's assets and look at related conflicts of interest that may arise (if any). As for the joint venture company and associated company, the Company has to monitor the operating results and be aware of the events. Also, participation in giving recommendations to the board of directors of the joint venture company as a collective management company and the associate as an investor to consider taking appropriate action. In addition, the Company has a policy for companies that the Company has invested in a significant proportion to submit a self-assessment. Regarding the internal control system and risk management of that company, the Company's Internal Audit Office shall examine, evaluate the information and continue to take relevant actions with due regard for the interests of shareholders and related parties.

1.1.1 The Board of Directors has set a vision, mission, goals, and strategy as follows:

VISION

A leading and reliable investment Company engaging in diverse business activities, managing the investments for the Company's growth and long-term stability with a sound return on investment.

MISSION

- To develop the growth and stability of existing business;
- To enlarge /extend the business that members of the Group are adept and well versed;
- To administer existing investment while exploring new opportunities offering long-term potential and sound return on investments;
- To groom a new generation of knowledgeable and efficient executives with leadership quality, those who could blend well with the Company's cultures, uphold integrity. quality and service;
- To promote and avail the employees the opportunities to continuously develop their knowledge and skills;
- To persistently instill the Company's goodwill;

- To regulate the administration of the Company for efficiency, transparency, and conformity with international auditing standards, in order to increase the value and obtain optimum results for the Company, all participants and stakeholders, i.e., employees, shareholders, investors, customers, trade partners, creditors, competitors, communities, societies, and the Country.

GOAL

The Company's goal is to conduct business by investments in various businesses with a system of good governance and growth in order to serve to maximize the benefits to all stakeholders under the morals of integrity, quality, and service.

STRATEGY

To invest in the businesses with appropriate returns by taking into account the risk potential in accordance with the strategies to meet the situation may change in the future.

1.1.2 Major changes and developments

In 2022 and during the past three years, the Company has not significantly changed the structure or nature of its business. Except for the cessation of Union Textile Industries Public Company Limited (subsidiary company) is the leading company in the textile business. It is due to the continuous operating losses from the intense competition of the textile business, the recession of Europe, the primary customer of this business. Currently, it is recruiting new businesses, as well as already delisting ordinary shares from being listed on the Stock Exchange of Thailand in March 2022.

In addition, during the year, additional investments are disclosed through the channels of the Stock Exchange of Thailand

Attachment 10..4 shows the juristic person in which the Company's shareholding exceed 10% of the total number of shares sold of that juristic person, with their name, location of the head office, type of business, telephone, fax, amount, and type of all outstanding shares of that entity.

1.1.3 Group shareholding structure

Attachment 10.3 shows the Company's shareholding structure, divided according to the types of business groups, with information on shareholding proportions, investments, and other related matters.

1.1.4 Relationship with the business group of the major shareholder

The companies in the group are divided into subsidiaries, joint venture companies, and associate companies. The business operations are divided according to product lines or business types. Some companies may have significant shareholders holding shares in the form of juristic persons. The related transactions are arm's length basis without competition and had no conflict of interest in every juristic person's business transactions to operate for the best interests of that organization mainly. The related transactions in 2022 are shown in Item 9 on Internal Control and Related Transactions and Attachment No. 10.7.

1.2 Nature of business

1.2.1 Revenue structure

The Company has a revenue structure by product line. More than one group shows the information on income from each business group, both domestically and internationally. The information on each segment's operating results was shown in Note 31 to the financial statements regarding operating sections.

Revenues Structure of the Company and its subsidiaries
Comparative from 2020-2022

Revenues Structure of the Company and its subsidiaries

Comparative from 2020-2022

(Unit : Million Baht)

Section	Consolidated financial statements																	
	Export						Local						Total					
	2022	%	2021	%	2020	%	2022	%	2021	%	2020	%	2022	%	2021	%	2020	%
Textile Business	-	-	111	1.18	386	3.87	43	0.41	116	1.23	136	1.36	43	0.41	227	2.41	522	5.23
Plastic, Rubber and Metal Business	3,004	28.52	2,681	28.50	2,755	27.61	1,618	15.36	1,420	15.09	1,320	13.23	4,622	43.89	4,101	43.59	4,075	40.84
Trading Business	27	0.26	21	0.22	30	0.30	2,735	25.97	2,379	25.29	3,014	30.20	2,762	26.21	2,400	25.51	3,044	30.50
Energy Business	1,867	17.73	1,850	19.66	1,211	12.14	-	-	-	-	-	-	1,867	17.73	1,850	19.66	1,211	12.14
Hotel Business	-	-	-	-	-	-	364	3.46	142	1.51	227	2.27	364	3.46	142	1.51	227	2.27
Investment and Others Business	5	0.05	3	0.03	3	0.03	41	0.39	35	0.37	36	0.36	46	0.44	38	0.40	39	0.39
Total	**4,903**	**46.55**	**4,666**	**49.60**	**4,385**	**43.94**	**4,801**	**45.58**	**4,092**	**43.49**	**4,733**	**47.43**	**9,704**	**92.14**	**8,758**	**93.09**	**9,118**	**91.37**
(Less) Related transaction	-	-	-	-	-	-	(392)	(3.72)	(401)	(4.26)	(390)	(3.91)	(392)	(3.72)	(401)	(4.26)	(390)	(3.91)
Sales and service income - net	**4,903**	**46.55**	**4,666**	**49.60**	**4,385**	**43.94**	**4,409**	**41.86**	**3,691**	**39.23**	**4,343**	**43.52**	**9,312**	**88.42**	**8,357**	**88.83**	**8,728**	**87.46**
Dividend Income													245	2.33	271	2.88	376	3.77
Rental Income													47	0.45	45	0.48	36	0.36
Finance income													29	0.27	17	0.18	29	0.29
Other income													356	3.38	242	2.57	199	1.99
Share of profit from investments in joint ventures and associates													543	5.15	476	5.06	611	6.12
Total revenues													**10,532**	**100.00**	**9,408**	**100.00**	**9,979**	**100.00**

1.2.2 Product information

The Company is mainly engaged in the investment business and sells some company products in certain groups, such as adhesive tapes. The company in the group that operates the main business includes plastics, rubber, metal, computers, hotels, hospitals, and textiles. In addition, there are investments in energy businesses both domestically and internationally, investments in chemical businesses, automotive carpet factories, real estate, and others in the People's Republic of China. The Company has not significantly changed its shareholding structure, management, or business operations in the past year. The information appears as detailed in the section. "Corporate Governance Structure"

In addition, information about the business operations of the Company, its subsidiaries, joint ventures, and associated companies that are currently operating and their shareholding ratios are shown in the notes to the 2022 financial statements, No. 2, No. 12, No. 13, and No. 14.

Business operations are divided by product lines or core business groups such as manufacturing and service industries, investment groups, etc.

A. Manufacturing and Service Industry

1. Plastics, Rubber, and Metal Businesses

1.1 Major companies in the plastics manufacturing industry

There are 2 companies in the group that operate the manufacturing and distributing business for plastic parts.

1.1.1 Characteristics of products or services classified by type of Original Equipment Manufacturer (OEM) are as follows:

1. **Plastic parts** consist of automotive parts, electrical appliances parts, household products parts, stainless steel bottle parts, etc.
2. **Plastic injection mold** to support the production of plastic parts. It consists of molds for automotive parts, molds for electrical appliances parts, and other molds by OEM.
3. **Plastic spraying work** for plastic parts. It is mainly automotive parts that require beauty, both quick-drying and slow drying.

1.1.2 Marketing and Competition

1.1.2.1 Policy and marketing nature of the product or essential services

Competitive Strategy

Both Companies focuses on creating customer satisfaction in terms of product and service quality, taking responsibility for stakeholders, and enhancing the organization's potential to meet market demands.

Customer characteristics: It includes companies or industrial factories that use parts to assemble cars, motorcycles, electrical appliances, and other industries such as household appliances, stainless steel bottle parts, furniture, and office equipment.

Target customers: It includes companies or factories that produce cars, motorcycles, electrical appliances, and other industries which are known internationally.

Distribution and distribution channels: Both Companies are an OEM and sells directly to customers. Most of these customers have production bases in the country. Only a small percentage are abroad. In 2022, domestic sales were 90.13% while foreign sales were 9.87%.

Both Companies exports a small portion of its products to Asia and South America countries.

Both Companies do not rely on any one customer for more than 30% of total revenue.

1.1.2.2 Competitive environment

Competition Conditions within the Industry

In 2022, production and requirment for vehicle of both automobiles and motorcycles in Thailand has been continually growing based on the lessor pandemic measurment by government, particularly on

motorcycles. This factor has apparently promoted economical situations leading to the higher buying power for the main target group; the labor. In part of the automobile and motorcycle industry's plastic parts manufacturing industry continued to compete fiercely and continuously both nationally and regionally. Because each manufacturer still has the remaining capacity. With the push for regional competition among automotive customers, the competition in price, quality, and delivery has intensified. As a result, the Company has to invest more to improve the production process to better keep up with the needs and expectations of customers. While mold makers from foreign countries such as China, Indonesia, Vietnam, etc., have become more competitive, causing the mold price to drop considerably, which has a significant impact on the Company.

At present, both Companies have main competitors categorized by business groups as follows:

- Automobile Industry: There are 19 main competitors.
- Motorcycle Industry: There are 7 main competitors.
- Electrical Appliances Industry: There are 6 main competitors.
- Other Industry Sectors: There are 13 main competitors.

Industry Trends and Future Competitive Conditions

In 2023, sales in the automotive industry are expected to increase slightly as the country's economy and Asian region began to recover, together with various car companies has released cars with new technology to attract buyers, including organizing sales promotions of car dealers, which is a factor that contributes to the increase in car sales. Additionally for the motorcycles there has been the policy to promote the driving of EV battery motorcycle which is mainly required for transportation in the Food Delivery group and the logistic group which are still well growing.

For this reason, it is expected that the production of automobiles and motorcycles will increase slightly and affect the plastic injection molding industry as a whole. Competitive conditions remain competitive in price, product development, quality, and delivery. Due to the policy of the customer group, manufacturers want to reduce production costs but increase the quality of their products to satisfy consumers.

1.1.3 Providing products or services

Providing products for sale, both Companies have 3 plastic manufacturing factories located at:

1. No. 11/1 Soi Serithai 62, Minburi Subdistrict, Minburi District, Bangkok 10510
2. No. 99/8 Moo 5, Bangna-Trad Road (Km. 38), Bang Samak Subdistrict, Bang Pakong District, Chachoengsao Province 24180
3. No. 99/11, Moo 5, Bangna-Trad Road (Km. 38), Bang Samak Subdistrict, Bang Pakong District, Chachoengsao Province 24180.

1.1.3.1 <u>The volume of production</u> by the number of machines:

	2022	2021	2020
Full production capacity (tons)	8,673	8,242	8,742
Actual production volume (tons)	5,451	4,770	4,005
Capacity utilization %	62.85	57.87	45.81
Rate of increase (decrease) of production volume %	14.28	19.10	(25.97)

Number of Shifts: The production capacity is three shifts, actual production is three shifts.

Significant Production Policies: The Company has a policy to presenting ideas and products that meet customer requirements in terms of product development, quality, price, delivery, and various technical requirements requested by the customer, such as the inspection of multiple contaminants present in raw materials to ensure that the parts produced will not have a negative effect on the consumer.

Sourcing of raw materials and suppliers:

The critical raw material is plastic pellets, which other materials cannot replace. The sources of raw materials are purchased locally. However, the change in technology does not affect raw materials.

Problems with the use of raw materials:

A significant problem that will affect raw materials is the oil price, which is a factor that may cause changes in the price of plastic pellets, which are the primary raw materials.

Raw material suppliers and the proportion of domestic and international purchasing:

Both companies have the purchasing proportion of domestic to foreing countries equal to 88% to 12% by ordering from multiple suppliers. The company **does not rely on purchasing raw materials from any supplier** for more than 30% of the total purchase value of raw materials.

1.1.3.2 Impact on the environment

The company has applied for permission in the case of using waste or residual materials following the notification of the Ministry of Industry on the disposal of waste or unused materials and the notification of the Department of Industrial Works on rules and procedures for handling sewage or unused materials. It shall get permission before taking it outside the factory before disposing of it.

In conclusion, the environmental impact has been carried out in practice in the past three years, strictly by the law.

Environmental Disputes or Litigation - None -

1.1.4 Undelivered Work

In 2022, the Company has a contract to produce molds that have not yet delivered to customers.

For other details, interested parties can learn more from Union Plastics Public Company Limited's website at www.up.co.th/

1.2 Main Company: Rubber Industry Factory

1.2.1 Characteristics of rubber products

The company's products include Rubber Thread and Rubber Tape, Elastic Braid, Elastic Webbing, Crochet, Covering Yarn, Stretch Fabric, Elastic Bandage, and Back support belt, Esmark Bandage, Blood Drawing Bandage, anti slip rubber mat and Exercise/Therapy Band under the trademark "VENUS."

The company's products are mainly used as raw materials for other products such as the baby and adult diaper industry, garment and textile industry, the medical device industry, or other applications according to the customer's business type.

The company's products are characterized as follows:

1. The elastic bands for the adjustable disposable diapers in this group are rubber threads used in the manufacture of disposable diapers by transforming from block rubber which has both natural rubber and synthetic rubber. The company can produce according to the size and produce rubber thread of various sizes according to customer requirements as a leg edge and waistband in both disposable diapers for children and adults.

2. The elastic bands for clothing and elastic textiles in this group are Rubber Tape, Elastic Braid, Elastic Webbing & Crochet, and Covering Yarn. Elastic band in this group is mainly used as a component of ready-made garments, such as the leg and waistband of the panties, the edge of the swimsuit, etc.

3. Elastic rubbers for automobile industry are mainly of Elastic Braid, Elastic Webbing and Crochet. They are aminly used to produce various automobile parts, i.e. car-seat component, rubber elastic tape for tieing various things on the car.

4. The elastic band for medical devices in this group is:

Elastic Bandage is used to prevent and treat sprains caused by everyday activities and other recreational activities. It is widely used in both medical and sports circles.

A Back Support Belt is used to prevent and treat back pain caused by work and activities in daily life. There are both heavy-duty industrial and general-purpose models.

Esmarch Bandage is used to stop bleeding in minor surgery on the hands and feet.

Tourniquet band is used to hold the arm to collect blood for laboratory testing or to donate blood and stop bleeding in the event of accidents in everyday life**.**

Conforming Bandage is used to bandage wounds in various parts of the body.

Anti-Slip rubber mat for placing medical tools used in the operating room such as knives, scissors and pliers, etc., to prevent the tools from slipping or falling during surgery.

5. Exercise Bands are used to exercise and physical therapy for the sick and the elderly. There are different levels of resistance to allow for different exercise levels. Elastic workouts are convenient as they don't take up a lot of space and are portable. So users can exercise whenever and wherever they want.

The company has been certified OEKO-TEX STANDARD 100, Quality Management System ISO 9001, Environmental Management System ISO 14001, Medical Device Industry Quality Management System ISO 13485, and the standards of the Food and Drug Administration (FDA) of Thailand and the United States (FDA).

The company does not have any critical factors that affect the opportunity to do business.

1.2.2 Marketing and Competition

1.2.2.1 Marketing of important products or services in the past year

In 2022 the Company's business has been of the growing rate over that of 2021 mainly by the continually recovery toward normal situations of the trading partners, despite the facing critical supplu chain following by so many business obstacles. The price of raw matterails has been increasing that much based on the higher ship freight, no specifi delivery time, including no specific delviery time for customers. However the Company can properly manage such problems and obstacles so well to meet the requirement for good delivery on time with improving the critical supply chain by the las-half of the year. But the Company has as well faced the slow down situation during the last quarter of the year, due to the lower requirment of the world market and the main trading partner namely US.

Competitive Strategy

Effective capital management and goods delivery during the critical supply-chain period has been the main strategy to promote the Company's growth in 2022, despite the rather high market disruption due to various incidents which affected the world economic situation. The Company maenwhile has been of determination to expand our customer bases to increasing regions, based on the satinability development which is the important factor for our futute competition in the world market.

Customer Characteristics

The company's main customer groups: Most are manufacturers and brand owners, producing disposable diapers, underwear, and swimwear. Most of them are long-standing customers and have a good relationships.

Target customers

a. Group of manufacturers and brand owners in the segment of disposable diapers, underwear, and swimwear;
b. Group of OEM: The company produces products that are customers' brands;
c. Group of small factories and consumers: The company sells through domestic and international wholesalers;
d. Group of tool and medical equipment companies;
e. Group of manufacturers of cloth masks and the hygienic masks.

Sales and distribution channels

The company will produce and sell directly to factories that have sufficient potential to order by themselves and distribute through retail and wholesale distributors for customers who do not want to order in large quantities.

The company exports products to the Americas, Europe, and Asian countries.

The company does not rely on any customer for more than 30% of total revenue.

1.2.2.2 Competitive Environment

Industry trends and future competitive conditions

Economic disruption worldwide will continue on due to political, economic and social chaging situation, despite people will be of the normal living way after the COVID-19 pademic. Thereby, the competition trend in the business world will still be so serious and severely. All business-doers shall have immediately adjust to face such changes and disruption both of the macro and micro environment, fast happenning to enhance marketing competition and the planned target achievement.

1.2.3 Supply of products or services

1.2.3.1 Characteristics of the supply of products for sale in the past year

The Company has five factories located in Bang Chan Industrial Estate, two at Bang Pakong, and one warehouse in Trat.

Production volume: 3 years ago are as follows:

Actual production volume	unit	2022	2021	2020
Rubber threads, Rubber tapes, Rubber bands	thousand kilograms	3,019	3,378	3,882

A vital production policy is to produce quality products for sale following the specified standards and production according to customer orders.

Procurement of raw materials and suppliers

The primary raw material used in production is natural rubber. The company purchases raw materials from the group companies, with sources of raw materials in Chanthaburi and Trat provinces and some external sources. It is to control the quality of raw materials and avoid any impact on product quality. Synthetic rubber is imported from abroad.

The company is strict on the quality of rubber, which is the primary raw material used in the production process. There are regular quality checks to ensure that the raw materials used in production are of good quality, cooperate with vendors to develop, and constantly improve the quality of raw materials to meet customers' needs.

The shortage of raw materials is not expected to rise quickly because the company uses rubber raw materials produced locally and in many provinces. Thailand has expanded rubber plantation areas in many regions to meet the increasing demand for rubber.

Although the price of rubber fluctuates according to market conditions, it does not affect the shortage of rubber in Thailand. However, to prevent the risk, the company has sufficient reserves of para rubber according to the production plan.

As for the imported raw matterials, due to the Russia-Ukraine war and serious the political situation between China and Taiwan, the big protest in Sri Lanka due to economic situations which have affected the Company's production factors so force. Accordingly the Company has introduced the recycle project based on the resources of valuable quality to replace new raw matterials while acquiring the stand-by producer and seller.

The effect of technology change on the use of raw materials for the production technology using elastic as a raw material for clothing and textile production has not much change as an innovation. The company expects that there will be no changes in technology in the near future. Therefore, there is no problem with using raw materials.

The ratio of purchasing raw materials in the country	66.20%.
The ratio of purchasing foreign raw materials	33.80%.

The company does not rely on any raw material supplier outside the Group for more than 30% of the total raw material purchases.

1.2.3.2 Impact on the environment

Manufacturing, the company has taken steps to reduce its impact on the environment by establishing an environmental management standard system ISO14001:2015 to control activities that may impact the environment. The Company has a system to control and operate wastewater treatment according to relevant standards and regulations using Activated Sludge Aerator and Dissolved Oxygen systems. Also, the management of production processes, air quality measurement, and environmental control are critical systems. In addition, there is a system for disposing of sewage and unused materials, sorting out hazardous and non-hazardous waste by a company authorized by the Ministry of Industry. Also, there was participation in the noise pollution control project with Nopparat Hospital. (Nopparat Model).

And how to manage the over all textile wostes for which the Company is of products involving Rubber Tape, Elastic Braid, Elastic Webbing and Crochet and Covering Yarn for which they have been estimated to be the second largest of the world volume. Morever, it is of green-house gass emmission starting from planting, production and transportation which shall be of billion unit yearly. Accordingly, the over all mentioned environmental impact unavialably leads to more concern in details toward the impact against environment caused by chemical

and raw matterials. All clothing companie thereby looking for safe and environmental friendly raw matterials, both the recycle, substitutte and compostable material to reduce the use of new matterials. The Company, thereby has allocated the research and production projects by comparing with that of the past 3 years, aiming to develop the Rubber Tape made from recycle matterail or compostable to reduce the use of new matterails. And by the projects of more recycle matterials.

Expenditure for reasearch and development:

	2022	2021	2020	(unit: Million Baht)
Expenditure for R& D	1.65	1.99	1.28	

Moreover, the Company has determinded to lower the green-house gas emmission as a way to lead the organization toward Carbon neutrality within 2030 by products development starting from designing based on recycle raw matterial, non-dangerous or zero impact for environmental situations as well as rising valuable resources.

In the year 2022, there will be many activities on energy conservation by reducing the waste of natural resources and educating employees to create awareness of energy conservation.

The actual results of the past three years are in accordance with the law.

	2022	2021	2020	(Unit: Million Baht)
Cost of operations to reduce environmental impact2.02	2.02	1.54	2.48	

The company has no disputes or litigation regarding environmental matters.

1.2.4 Undelivered work - none -

Other details, interested parties can learn more information from Union Pioneer Public Company Limited's website at www.upf.co.th/ includingimportant issues toward sustainability (Masterial Topics) relevant to the organization's strategy and expectation of stakeholders as well as management for important issues of sustainability

1.3 Metal industrial plants

1.3.1 Overview of business operations

The Company has 2 subsidiaries that operates the manufacturing and sells stainless steel products as follows:

1. The leading company operating the manufacturing and selling of Tumbler and Stainless Steel Vacuum Bottle under "Zojirushi" brandname with vacuum production technology from Japan.

Significant changes and developments

The company moved all offices and production bases to the Bangpakong factory, Chachoengsao Province, for ease of delivery to customers. The Company continues to focus on increasing production efficiency by investing in engineering which allows the Company to continuously better control its production.

Business innovation development or research and development policy

The company develops products to meet customers' requirements. It focuses on improving the performance of temperature storage to be equal to or greater than competitors. Also, it reduces the number of parts used in assembly and develop products and parts to be consistent with the lifestyle of today (product development for use with dishwasher machine) for ease of use both before and after cleaning the product. In addition, it focuses on product design that enhances the image of users and meets the diverse needs of customers.

2. The leading company operating the manufacturing of stainless steel household products such as clothes drying racks and shelves under the "Gotetsu" brand and includes contract manufacturing of stainless steel products for various brands (OEMs).

Significant changes and developments

The Company moved some production to Bangpakong Factory for the convenience of delivering products to customers.

1.3.2 Nature of business

The products of these two companies include a range of stainless steel bottles, tumblers, and food or lunch jars that can be used for hot or cold temperatures, and stainless steel household products such as drying racks shelves.

In addition, there is also a service to screen the customer's company logo on the product for use as a premium product for various festivals as a gift according to the customer's production order and after-sales spare parts service.

The product's highlight in the part of the stainless steel bottle, tumbler, and food and lunch jars shall focus on ensuring consumers' health safety by using raw materials in the food grade industry. The products are of excellent quality and are recognized worldwide. The parts of household appliances made of stainless steel have unique features: lightweight, easy to assemble, beautiful, strong, and mobility.

Marketing and Competition

1.3.2.1 Marketing a key product or service in the past year

The company continues to strive to develop in terms of style (Design) and continuously develop technology in production to build confidence for customers.

Competitive Strategy

The leading company's products are well recognized worldwide, especially for their quality. For the competition in 2022, the company focuses on product design and develop products to serve the customers' need, while expanding the target to people of new generation who cares for the world, as well as reducing our cost for compaetition gaining.

Customer Characteristics

Stainless steel bottle, tumbler, and food and lunch jars: There is only one foreign customer, Zojirushi Corporation, a shareholder of a subsidiary that has no relationship with the company, and has only one domestic customer, Zojirushi SE Asia Corporation.

Stainless steel household products: The main customers are customers in the automotive industry, household products manufacturers and distributors, and general consumers under the Gotetsu brand.

Sales and distribution channels

Stainless steel bottle, tumbler, and food and lunch jars: Produce and sell products directly to the customers as mentioned above, which are dependent on such customers more than 30 percent of the total revenue.

Stainless steel household products: The company manufactures and sells products to the customers mentioned above by selling mainly domestic sales and does not depend on one customer for more than 30% of total revenue.

Proportion of Domestic and International Sales

In 2022, the ratio of domestic customers to foreign customers sales was 2% to 98%.

1.3.2.2 Competitive Environment

Industry trends and future competitive conditions

Industry trends in 2023, overall market demand will gradually increase. It is due to the company's products being popular for use outside the home and traveling and coupled with the epidemic situation of Covid-19 continuing to occur both in the country and abroad. Which has been continually reduced and relaxation of the traveling measure including tourism revival. Accordingly, the overall market has been improved, especially Japn which has launched the measure “Go To Travel” to enhance tourism and country more opening.

However the Company has still faced challenges which continual effect from the CCOVID-19 situation, disruption of the exchange rates, the slow-down of the world economy, inflation including the higher power price and the higher adjusted minimum labor cost etc.

Number of competitors: approximately 5

1.3.3 Supply of product or service

1.3.3.1 Characteristics of the supply of the product for sale in the past year

Stainless steel bottle, tumbler, and food and lunch jars: The Company has one factory located at 99/9 Village No. 5, Bangna-Trad Road Km.38, Bang Samak Subdistrict, Bang Pakong District, Chachoengsao Province.

Stainless steel household products: The Company have 2 factories located at:
1) 11/2 Soi Serithai 62, Minburi Subdistrict, Minburi District, Bangkok.
2) 99/4 Moo 5, Bangna-Trad Road, KM.38, Bang Samak Subdistrict, Bang Pakong District, Chachoengsao Province.

Production Volume

	2022	2021	2020	(Unit : Million Pieces)
Stainless steel products:	7.13	7.58	9.71	

Procurement of raw materials and suppliers

The primary raw material is stainless steel sheets, which can be procured domestically and imported from abroad. In 2022, the price of raw materials has increased considerably. It does not rely on any raw material supplier for more than 30% of the total purchase amount. While a company that manaufactures household products made by stainless steel and relies on one stainless seller for over 30% of the total revenue.

Proportion of domestic and foreign raw material purchases

Stainless steel bottle, tumbler, and food and lunch jars:
Proportion of purchasing raw materials in the country 80%.
Proportion of foreign purchasing raw materials 20%.
There are 88 suppliers of raw materials.

Stainless steel household products:
Procured 100% locally from 4 raw material suppliers.

1.3.4 Driving business for sustainability

Actions to mitigate the impact

The company strictly complies with all applicable laws and government regulations regarding environmental and safety controls. It includes complying with customer requirements to focus on satisfaction. Also, it focuses on hazard prevention and pollution reduction through step-by-step reductions at the source. The company has a conservation process of energy and related resources, reducing waste, controlling and disposing of hazardous materials from various production processes correctly. It uses the principle of 3Rs, including Reduce, Reuse and Recycle, resulting in the amount of industrial waste disposal continuing to decline by Stainless steel bottle, tumbler, and food and lunch jars, the product packaging has been changed to stainless steel, from square to octagon shape to reduce the use of paper by 10%.

In 2021, the stainless steel bottle products company received awards related to industrial waste management from the Department of Industrial Works, including the 3Rs Award, Zero Waste Achievement Award, and 3Rs Award (all three aspects) at the silver medal level.

In addition, environmental actions by providing continuous improvement, follow-up, and development of the system following the requirements of the ISO 14001 standard.

The company does not have any disputes or lawsuits related to the environment.

1.3.5 Undelivered work - none -

2. Trade Business

2.1 Overview of the Company's business operations

Computer Union Co., Ltd. has been a business in computer and information technology since 1982. It is one of the top companies in Thailand's Information Technology (IT) business. There are a wide variety of computer and information technology products and services for industries ranging from Small Office Home Office (SOHO) to large enterprises both in Bangkok, the metropolitan area, and the region. In addition, the products have been distributed to Laos and Myanmar as well.

The operating results in 2022 are good. However, sales were lower than projected at the beginning of the year due to the severe impact of the sluggish world economy, Covid-19 outbreak, slow investment from private sector, and the impact on the global economy from the Covid-19 outbreak. It also coupled with government investment during the epidemic situation, used to solve and deal with the problem. Government budgets in almost all departments have been retracted and redistributed, and disbursement is not in line with estimates. However, government budget expenditures resulting from economic stimulus policies after the Covid-19 outbreak may affect and stimulate spending in the public and consumer sectors. As for the private sector, there is a tendency for some spending to drive organizations in the Work From Home (WFH) manner.

System Integrator and Services business in 2022 performance is higher than the outlook. Overall sales and earnings will be below estimates due to the continuing impact of the Covid-19 pandemic still existing but after the government began to release lockdown measures and travel control. The Company has been allowed to help its customers in the banking group to procure and install PC and notebook type equipment for use in some offices and for personnel who have to change their work to WFH and includes equipment that is expired or with its working condition. Therefore, it increases the income to compensate for the slowdown in some projects and services. There were some obstacles in the first half of the year came from two main reasons. The first is the shortage of raw materials in the IT industry and the reduction of the overall production capacity. As a result, the delivery time is much longer than usual. Secondly, customers are concerned about safety in the workplace, and many sectors use Work From Home. As a result, the work delivery processes are more complicated and time-consuming. However both problems have been improving in the third quarter while there have been certain goods that require more than 6 months for production and delivery. They are Network equipments from US and some of them need more than 300-day timing. Another major factor is the Cloud Technology which has been accepted and used more in many organizations, while previously there has been concerned about data safety. This has been by better understanding and knowledge provided by service companies with protection proven to satisfy customers. Thereby, various organisations increase Cloud servicing by which it has supported investment and budget of the organization more or less. The use of Cloud Technology will directly enhance selling in the Hardware and Software group for which customers can replace then by Cloud. And the better result may be seen in 2023.

Significant changes and developments in the past year

- Computer Union Co., Ltd. has increased the registered capital from 100,000,000 THB (one hundred million baht) to 200,000,000 THB (two hundred million baht) by increasing of 100,000,000 THB (one hundred million baht) from the new common shares of 1,000,000 (one hundred baht per share).

2.2 Nature of Business Operations

Characteristics of products or services

At present, the company has been appointed as distributor/dealer of many products and services, such as:

- Appointed as an official distributor for products, Servers, and Storage products from IBM (Thailand) Co., Ltd., including IBM Power Systems (both AIX and iO5) and Storage. It completes the Products Line from Low End to High-End Storage, including equipment Switch/Network related to connecting to the server.
- Appointed as an official distributor for Software products from IBM (Thailand) Co., Ltd., which consists of all product groups, including:

  - **System Software**

  It includes the Operating System, both Power (AIX) and Power (i), and RedHat: Linux.

  - ***DATA and AI***

  It contains software related to data analysis, creating a database such as Cloud Pak for DATA.

  - ***Hybrid Cloud:*** Software used to manage *Cloud and IBM Private Cloud services.*

- ***Automation:*** Software developed for application modernization to improve Workflow to respond to business in the New Normal era, such as IBM Cloud Pak for Business Automation, IBM Cloud Pak for Watson AIops, Instana: application performance monitoring, Turbonomic: application resource monitoring.
- ***Security:*** Software related to managing all IT security matters, such as IBM Cloud Pak for Security.

- Appointed as an official distributor for products and services from IBM Global Technology Services (GTS) IBM (Thailand) Co., Ltd., including Maintenance Agreement (MA), system installation and Implementation Services (GTS Implementation Services).
- Appointed as an official distributor Product from Lenovo (Thailand) for Intel Server and Workstation, including OEM Storage Products.
- Appointed as an official distributor for CommVault product, a Data Backup and Data Management Software, and takes care of the storage and management of data usage.
- Appointed as an official distributor for TMAXSoft products, a leading software from South Korea consisting of various Database and System Software Tools.
- Appointed as an official distributor and sole official service center (ASP) in Thailand from Pure Storage Inc. to distribute Storage products using the latest Flash storage technology.
- Appointed as a sole official distributor in Thailand for Deep Instinct and Deep Secure security products, which are Security Software using AI technology from England.
- Appointed as an official distributor in Thailand from NCR in ATMs, ATM Security, Banking Software, Mobile Banking, Branch Transformation, and Payment and Imaging.
- Appointed as a distributor in the Wacom Business Solution group from Wacom Singapore Pte. Ltd.
- Appointed as a distributor of Huion, which is a Computer Input Device.
- Appointed as an official distributor Swisslog Products
- Appointed as an official distributor of GigaByte products including server, embedded PC, etc.
- Providing service, repair, maintenance, hardware and software, and network systems with peripheral devices, including designing and developing various systems.
- Providing service design, system development (Application Software development, including Mobile Application on IOS and Android), installation, and training.
- Providing design and development services in IoT solutions for industrial and manufacturing customers.
- Providing rental services for computer equipment, printers, including maintenance.

Business innovation development or research and development policy

❖ In terms of representing various products, the company has continuously invested in training and developing skills, knowledge, and expertise for high-level technical personnel. It aims for excellence, knowledge, practicality, ability to help partners, and as a support unit for owners of the products the Company represents.

❖ In terms of innovation, the company has continuously invested in the Business Partner Innovation Center every year. It enables partners to test, equipment, and develop solutions from Software where the Company is the representative. It also gives customers who want to test and learn new technologies have the chance to come and try them in practice. For example, last year, the Company worked with Bangkok University to deliver IBM Power AI for use in learning, teaching with AI technology.

❖ In the System Integrator and Services segment, the service business has been developed under Smart Solutions, currently focusing on the financial and banking market with high demand and growth rates. The team has selected various products to assemble and use under the software developed by the team to present as Solutions in 2022. The development brought to the market is the Smart-Q system, which has already been installed in one government banks. There has been setting up and expanding the system to various branches all over the country in the 4th quarter of 2022.

❖ In addition to the Smart-Q system, the team has also developed signature solutions that have been successful in 2019 for banking and finance to other sectors such as insurance, healthcare, etc.

❖ Overview of development and research in other parts will focus on the preparation of the Platform for business or the use of the system. The Platform will help service, and business continuity, including business, results sustainably, stability, and extended.

❖ There has been an agreement which is of operation with trading-partner from Korea which will introduce the system and platform of Smart City and safety for importation to Thailand. Moreover, those is the chance to introduce Drone as the new product and has started the project in the year 2022.

2.3 Marketing and Competition

2.3.1 Marketing a key product or service in the past year

The company does marketing by focusing on distributing products to meet customers' needs and delivering them exactly as specified with the quality agreed. It always adheres to the principles of doing business based on ethics.

Characteristics of customers or target customers

Financial institutions, government agencies, and juristic entities that use information technology products are increasing in Bangkok and surrounding provinces and upcountry.

Sales and distribution channels

It is an IBM distributor with distribution channels through Business Partners, where solutions are delivered to end-user customers, and the System Integrator(SI) line of business distributes products in variety of brands and provides services to customers directly.

Proportion of domestic and international sales

The company mainly sells products and services in the country. It began distributing IBM's products to Laos in 2012.

Reliance on a particular customer or supplier exceeds 30% of total revenue.

The company does not rely on any customer for more than 30% of total revenue.

2.3.2 Competitive Environment

Competition conditions in the industry

There is a steady stream of new entrepreneurs entering the business and the entry of new players into the market, resulting in more and more competition, especially on price. It is due to new technology emerging such as providing Cloud services, using social media and Platform, and various software development tools and mobile apps. It creates competition from new players both at local and abroad.

In addition, technology in AI, Big Data, and IT security, including the application of Cloud computing and work systems that support external work such as Teleconference. In 2021, it will gain more attention, be accepted, and be used in the business industry that needs to be widely used as an IT-driven.

Industry trends and future competitive conditions

- Industry trends are expecting growing and expanding the use of IT more in both the government sector and private while it has been expected that tourism revival in the fourth quarter of 2022 shall be of continual prositive toward 2023.
- Computer business has many competitors in doing business similar to the Company, and the competition is high.
- The size of the company is mid-range compared to competitors.
- IT service model has shifted from asset purchase to leasing and pay as usage.
- The overview of products and services will be aligned to meet market demands in AI, Big Data, Security, Digital Transformation, and Hybrid Cloud.

Competitive Status and Potential

The company has a stable, disciplined financial system that has high competitiveness. It is Due to the continuous development of relevant knowledge for the Company's personnel. The company maintains quality in selling products and providing services. It can meet customers' needs and has been trusted by customers for almost 40 years.

2.4 Supply of products or services

The company is a distributor of the world's leading IT companies such as IBM, Pure Storage, Lenovo, etc. It has distribution channels through Business Partners, which provide solutions to deliver to their end-users. In addition, the System Integrator business line will distribute products to other brands and provide services to customers directly.

Characteristics of the supply of the product

- The company's business is trading goods and providing services.
- Procurement of products for sale from agents in Thailand; for example, the Company is a distributor for IBM (Thailand) Co., Ltd. Some products have to be ordered from IBM abroad as well.
- The number of distributors for the Company is more than 100.

- The company relies heavily on one supplier for the Company, which is IBM (Thailand) Co., Ltd. The nature of the relationship is that the company is a partner at the Distributor level of the said Company. The types of products purchased are Hardware and Software products and services as mentioned above.

- The risk of relying on one distributor, as mentioned above, is that such a company may appoint more agents as its distributors than it currently does. It may cause the company's sales volume to decrease. In this regard, the Company assesses that the likelihood of occurrence is low, but if it does, the impact on the company may be high. The company has measures to manage risks by increasing the distributorship of other products. It also maintains a good relationship with partners and has strict financial discipline for reputation and trade confidence.

- Risks arising from new technologies such as cloud services and new business models may affect the changing use of technology.

- It has an open policy to cooperate with the owners of new products to bring them to the market to increase the choice for customers either as a distributor or as a project.

Disposal of waste materials and environmental impact

The company's computer business is a trading business with no raw materials leftover and not a factory that may affect the environment. Therefore, there is no environmental impact and no environmental disputes or litigation at this stage.

Undelivered Work

There is no work worth more than 10 percent of the total income owed on deliveries.

Legal Disputes

During the year 2021, Computer Union Co., Ltd. (“the Company”) was sued by the employer in the system maintenance contract to the Civil Court for conspiring to commit infringement which has caused damage to the plaintiff by becoming the 1st defendant together with other company's persons who are subcontracted from the Company as the 2nd defendant. The plaintiff sued for damages in the amount of approximately 25.7 million baht, of which the principal amounted to 24.0 million baht, including an interest rate of 7.5% per annum. The Company has filed an answer to the plaintiff's complaint with the Court of First Instance. On February 20, 2023, the Court of First Instance dismissed the case according to the red case number Por 204/2566 due to the evidence presented could not hear that the 1st defendant (the Company) and the 2nd defendant violated the plaintiff.

2.5 Driving business for sustainability

The company's business drive for sustainability is based on the Saha-Union Group's ethics: **integrity, quality and service**, and keeping pace with innovations and new technologies while maintaining quality and continuous service efficiency. It is to meet all customers' needs in line with the company's motto, **"Customer's First Choice."**

Business Value Chain

Based on the company's business operations related to technology and services, the company must constantly learn and introduce new products and services. The business value chain is therefore essential to deliver sustainable business success. The key elements in a business's value chain are the connecting among brand/vendors, business partners, customers, employees, and stakeholders.

- The company focuses on working with product owners (brand/vendor) who have expertise in the product or product accepted in the market and can offer benefits and applications to satisfy customers' business.

- The company attaches great importance to fair business practices, especially business partners, which are obliged to develop and enhance potential to be ready to grow together in the long term apart from business growth.

- The company also considers working and providing quality services that meet the standards and diversity to meet customers' needs until it is generally accepted.

- Personnel development (employee) is the heart of the company's business driving. It can be regarded as an asset with the highest priority as the Company operates in a service business.

Sustainability Framework

Economic dimensions	Social dimensions	Environmental dimensions
- Return on business - Risk Management - Quality work processes - Innovation and Technology Development - Corporate Governance and Business Conduct with Transparency and Ethics in Business Operations	- Safety at work - Personnel Development - Labor and human rights treatment	- Energy conservation - Preserving the environment, responsible for activities and services that may have an impact.

On the part of the company, actions are taken to ensure business stability, progress, sustainable growth, taking into account the above economic, social, and environmental dimensions. It can be classified into various subjects as follows:

- **Consideration on selection of products for distribution**
  - The products that the company represents have a policy of environmental friendliness in addition to being the leading products that are accepted in the world.
  - Instill the values and approaches to project or service implementation by encouraging contributions to reduce energy consumption or natural resources and, for example, offering an e-signature solution, helping customers save more than 10 million sheets of paper per year in transactions resulting in reduced processes in energy and natural resources consumption.
- **Company operations**
  - The company has applied suitable and appropriate information technology to provide services and respond to business with appropriately and adequately.
  - There is a modern call center to support contact and service to customers.
  - Digital workplace technology has been used to support to work at anytime and work from anywhere, with teleconferencing for many years before Work From Home (WFH) guidelines became popular.
  - Training and education are provided to employees in various ways to develop skills and abilities and apply them in the job, including personal skills accumulation for professional development and growth of the workforce (skill profile and career path).
- **Marketing and Sale**
  - The prices of goods and services are set appropriately.
  - Working closely with product owners to control and ensure fair, transparent, verifiable pricing at every offering stage.
  - Product information is reviewed to ensure communication is forwarded correctly and prevent exaggerated feature advertisements.
  - Emphasizing policies on transparent business dealings with product owners, partners, and customers mainly prevents fraud and misconduct as serious offenses.
- **After-sales service**
  - The company has a standard after-sales service that has been recognized for 39 years in this line of business and has been certified according to ISO9000 criteria.

3. Energy business

3.1 Overview of business operations

The Company has investments in the energy business both in the People's Republic of China and in Thailand as follows:

1. Power Generating in the People's Republic of China: At present, the Company has invested in 3 power plants, 2 in Zhejiang Province and 1 in Yunnan Province, producing and selling electricity and steam. It will be delivered to the local electricity authority through the designated transmission lines in terms of selling electricity. The steam is delivered through a pipeline network in industrial estates and nearby areas.

2. Power Generating in Thailand: The Company has invested in an Independent Power Producer (IPP) project, namely Ratchaburi Power Company Limited (RPCL). It is a natural gas-fired combined-cycle power plant and uses diesel as reserve fuel. It aims to generate electricity and sell it to the Electricity Generating Authority of Thailand (EGAT) under the Power Purchase Agreement ("PPA") for 25 years. The Company has a stake of 732.5 million baht or 10% of The registered capital of RPCL, of which RPCL has a capacity of 1,400 megawatts.

Although the amount invested in RPCL is high, the Company's investment shares are only 10%. Therefore, the following topics will address the power plant segment in China, which has a significant share of investment.

The leading company in the energy business group is Zhejiang Jiashan-Union Cogeneration Co., Ltd. (a subsidiary).

Operating results in 2022

The operating results lower than last year. This is because production was affected by the COVID-19 epidemic prevention and control policy, along with the government's main policy that wants to move industries that use wasteful energy in the industrial estate area in order to develop high-tech industries and increase energy efficiency.

Significant changes and developments in the past year

- Measures to prevent the spread of COVID-19, the power plant has continually organized public relations activities on epidemic prevention for employees by emphasizing epidemic prevention measures for outside personnel and vehicles coming from upcountry. It includes complying strictly with government regulations. Establishment of an occupational health management group to monitor the status of employees and closely monitor the spread of COVID-19, increasing the strictness of inspecting the entrance-exit of the factory and temperature measurements for epidemic prevention and registration.

- Environmental action, the power plant has emissions following the standards. The sound quality and wastewater are checked according to the standard. The power plant has strictly complied with the environmental requirements regarding waste collection and waste management, poisonous including managing various aspects by the rules and laws. In addition, the power plant has completed the registration of the trading system of carbon emissions rights (Carbon Credit) under the requirements of the government.

3.2 Nature of business

3.2.1 Characteristics of products and services

There are two types of products obtained from power plants: electricity and steam.

Important factors affecting business opportunities or limitations

Applying for a power plant expansion is time-consuming and highly uncertain. It is due to government concerns about energy quantity consumption control and environmentally destructive emissions. Each locality has energy targeting the amount of energy consumption which is controlled by the government making requests to expand production capacity quite difficult.

3.2.2 Marketing and Competition

3.2.2.1 Marketing Policy

Competitive Strategy

Electricity products in the People's Republic of China are all distributed according to the quantity produced by the local or regional electricity authority. In this regard, the government will set the price.

As for steam products, it is distributed according to the demand of users who are industrial plants in industrial estates and nearby districts. The price will be as agreed, which will differ according to the quantity and quality required, and the change in coal price will adjust the steam price. Currently, the local government is trying to push the policy to use steam from power plants and disable the Bolier of each plant to achieve a pollution reduction policy. It is good for the performance of the power plants by the Company investment.

Customer Characteristics

For electricity products, the customer is the local electricity authority as the buyer of all the electricity produced. As for steam products, they will be industrial plants in nearby areas.

Target Customers

Local electricity will be the only customer of electricity products. The steam product will be industrial plants that use steam continuously in large volumes, including the chemical industry, textile industry, garment industry, leather goods, dyeing, food industry, and other industries.

Sales and distribution channels

Electricity products are delivered and distributed through high voltage transmission lines connected to the electricity grid, whereas steam is distributed through steam pipes laid by the factory as a network around the industrial estate to allow industrial plants to connect.

The industry's dependence on customers is therefore unique, unlike any other business, because it is a type of utility that is essential to consumers.

3.2.2.2 Competitive Environment

Competition conditions within the industry in the past year

The demand for electricity and steam has been hit during the COVID-19 pandemic, coupled with the slowdown in China's economy. The average coal price in 2022 is close to the previous year. However, due to the strictness of the government regarding environmental policies, the cost of managing power plants has increased.

Industry trends and future competitive conditions

It is due to the local government having the policy to improve the industry's structure, terminate, shut down, relocate consumed industrial energy plants, and use energy per unit of high gross product. However, it influences factories with low energy per unit growth, improving the use of higher technology in production to establish locally. As a result, it impacts using steam from the company in the short term. The loca\l government still continuously prioritizes and treats the Company as a mainstream steam producer and supplier.

Number of Competitors: There are three competitors in Jiashan District, each of which is practically responsible for the supply of thermal energy to deliver to the designated areas according to the Chinese government's thermal energy plan. Therefore, it can be said that there is no competition between each other within the industry.

3.2.3 Supply of products or services

3.2.3.1 Characteristics of the supply of products for sale in the past year

The power plant in the People's Republic of China that the Company invested uses coal as the primary raw material for production. It is procured from 4-5 coal producers. Most of the coal from domestic production sources are Inner Mongolia and Shaanxi, therefore not affected by the price of imported coal. In 2022, the coal price is much higher than last year, resulting in higher production costs and lower revenues.

3.2.3.2 Environmental impact from the production process or disposal of waste materials

The People's Republic of China has an increasingly stringent environmental control policy. As a result, investments in additional equipment, increasing disposal processes, and the capture of toxic and pollution have been raised to a greater extent. In this regard, the Company must perform to achieve results following the standard.

3.3 Risk Factors

3.3.1 The impact of more stringent safety regulations and environmental policies has forced power plants to upgrade or add equipment to reduce emissions. Otherwise, electricity prices may be reduced, or even the business is closed. It causes higher environmental operating costs and may affect the power plant's performance.

3.3.2 Rising coal prices are a negative factor on the company's operating profit.

3.3.3 The impact of the COVID-1 9 epidemic City lockdown has forced company to implement epidemic prevention and control policies. The company has strictly complied with the regulations of government agencies.

3.4 Driving business for sustainability

The Company operates in the business of co-generation electricity power using coal as fuel. The combustion of such fuel results in carbon dioxide which is one of the causes of global warming. The Company tries to control and increase production efficiency with the use of coal as an important goal for reducing greenhouse gas emissions and has begun to prepare a report and controll on carbon emissions with quality control plan according to government requirements. In addition, the Company also improves its production system standards by using modern technology and improves the management basis, checks and controls during the operation, including the conclusion after the operation. It is to increase efficiency in a comprehensive manner and strive to create unity within the organization to be a good and quality team, achieve success, and develop the Company to grow and progress in the future.

Corporate Value Chain:

Industry	Business Value Chain				
	Inputs management	Operating	Distribution of products and services	Marketing and Sale	After-sales service
Service Sector					
Energy and Utilities Business	- Providing sufficient resources and energy to meet the needs and complying with government regulations to reduce environmental impact.	- Production and processing of resources and energy - Consideration of safety and impact on the community - Maintenance and repair of equipment	- Power transmission and steam pipelines make factories in industrial estates easily accessible.	- Electricity and steam prices are set according to government regulations.	- The center or service unit receives opinions or suggestions on energy and steam power.

4. Hotel Business

The Company invests in the hotel business under the trade name of “Hilton Hua Hin Resort and Spa”, located in the center of Hua Hin District, Prachuap Khiri Khan Province. This business's earnings fluctuate seasonally, which includes the following important information:

4.1 Overview of business operations

Operating results in 2022

In 2022, Thailand's tourism outlook improved significantly, but the ground was still at risk due to the many waves of COVID-19 pandemic which has lasted up for 3 years with the uncertainties. However, the hotel business has been recovering from the COVID-19 crisis after the more thorough vaccine distribution. As a result, the number of foreign and Thai tourists continued to increase and accelerated by leaps and bounds after the government's policy to reopen the country by cancelling the Test & Go entry measures from May 1,2022 onwards. However, Thai tourists has recovered faster from the tourism stimulus measures, such as the We Travel Together Project phase 4 resulted in an improvement in occupancy rates from Q2 or around Songkran festival until late September. In addition, it is estimated that in 2025, foreign tourists will resume to the pre-COVID- 19 level (2019) of approximately 40 million per year. Therefore, the Company has continuously improved and developed the hotel in order to maintain the standard of service to customers with the considering to increase its registered capital to improve rooms facilities, maintain safety-related equipment, and reserve it for use as working capital of the Company.

Significant changes and developments in the past year

The company has taken various measures as follows:

- Increased the registered capital from 3,000,000,000 baht to 3,200,000,000 baht, increasing the capital by 200,000,000 baht, with the issuing of new ordinary shares of 20,000,000 shares with a par value of 10 baht per share and a payment of 50% of the shares amounting to 100,000,000 baht;
- Increased sales channels for international and domestic customers with the continuous focus on marketing by advertising through various online media;
- Provided discount promotions for staying guests when dining at the hotel's restaurants to boost sales of outlets;
- Renovated elevator and restaurant; and
- Installed Electrical Charging Points to facilitate customers using electric vehicles.

4.2 Nature of Business

4.2.1 Products and Services

It is a 5-star business hotel located in the heart of Hua Hin town with views of the Gulf of Thailand from every room available. Along with facilities to serve customers are a large swimming pool, tennis courts, squash courts, steam room, sauna, spa and fitness, meeting, and banquet halls throughout five restaurants and a rooftop bar. It also provides food delivery service via the GrabFood application.

This business is a business that requires a license to operate a hotel and restaurant business, which the company has received a complete and valid license from the government and has a validity period.

4.2.2 Marketing and Competition

Marketing Policy

In 2022, the Company has increased its sales channels for international customers, as a result, the hotel had a greater proportion of foreign tourists since after Ramadan and especially in the second half of 2022, due to the high season, which was in line with the COVID-19 situation whereas in many cases of the countries around the world, the situation has eased with travel restrictions to begin resumming to normal. However, the company mainly focused on generating sales from the domestic market. Due to the situation, the epidemic of Covid-19 and other uncertained epedimics still uncertainty. As for hotel marketing policies, it focuses on public relations and marketing among younger travelers and families.

Competitive Strategy

The company focuses on providing a variety of room promotion programs to meet customers' needs. It focuses on creating added value for each package, such as providing resort credit for food, beverages, spa treatments, including organizing promotions for restaurants at appropriate times within the resort. Also, it collaborates with business partners in Hua Hin.

Characteristics of Customer and Relationships

The customer characteristics are tourists, business people, government organizations, embassies, meetings organizer, spouses, group tours, and hotel agency booking. Although these customers are not related to or related to the Company, the hotel must maintain a good relationship forever.

Target Customer Group

There are both Free Independent Traveler-FIT and group customers that include business people, legal entities, meeting/training organizers, hotel booking agents, government organizations, and embassies.

Sales and Distribution Channels

The hotel focuses on organizing promotional campaigns through online media such as Facebook, Line, and Instagram. Also, there are salespeople, and marketing staff for those who want to contact directly, including booking through the hotel's website and various booking websites (Online Travel Agent-OTA) or booking agencies both domestic and abroad.

Proportion of domestic and international sales

Last year revenue was equal to 55 and 45 % of sales from domestic to foreign customer respectively.

Product Sold Countries

There are Thailand, the Scandinavian countries, Europe, Australia, America, and Asia.

Customers Dependence

The company does not rely on any customer or distributor that plays an important role in the survival of the Company and does not depend on any such dependency on more than 30% of its revenues.

Competitive Condition

Competition conditions within the industry

In the past year, the competition in the hotel business in Hua Hin has increased. Due to the increasing number of new hotels, new condominium businesses, and more villas offer short-term rental services. Therefore, there is an increase in the price competition factor.

Industry trends and future competitive conditions

Trends in industrial conditions:

Tourism sector in overall has improved accordingly from the COVID-19 pandemic both domestic and international on a better stage. This includes the opening of the country to foreign tourists with China's cancellation of its zero-covid policy, which may enable in an increase return of the Chinese tourists, who are the main group of tourists in Thailand. However, the hotel business continues to monitor the slowdown in the global economy due to energy price pressures and accelerated inflation that has affected the cost of living in many countries around the world, potentially affecting travel and tourist spending. Additionally, the challenges of higher operating costs, service labor shortages and price competition are exacerbated by existing and previous temporarily closed but started to return to business hotels. However, Hua Hin is a relatively quiet tourist destination and not far from Bangkok. Customers can come to relax more easily and are more popular with tourists. Future competitive conditions will intensify in price.

Number of competitors: There are same level competitors of approximatly 11 locations.

Company size: The company size compared to competitors slightly larger.

Competitive Status and Potential: It is considered that the company has an excellent competitive position. Due to its physical location advantage, the hotel is located right on the beach and close to Hua Hin town. In addition, 296 rooms offer a sea view from every private balcony. There are many types of restaurants open with good quality food. The company has a policy and plans to invest in renovating rooms to maintain a 5-star hotel to compete in the business continuously. Therefore, the company still has the potential to compete and have growth in the future.

4.2.3 Supply of products or services

Characteristics of the supply of the product

The Company has one hotel under the trade name of Hilton Hua Hin Resort & Spa, located at 33 Naresdamri Road, Hua Hin District, Prachuap Khiri Khan Province. with a total of 296 rooms

Number of restaurants: 4 restaurants and 1 bar

Number of meeting rooms and a multipurpose room with a total of 5 rooms

Procurement of raw materials or products for sale

Most of them are amenities, room amenities purchased from partners who have no relationship with the Company. The restaurant-related ingredients are purchased from several wholesale partners who have no connection with the Company either. It does not rely too much on any distributor for 30% of the total purchase.

The proportion of purchasing raw materials: It's all domestic purchases.

Impact on the Environment

There is no toxic pollution since the hotel business is primarily a service type and not a manufacturing plant. However, the company has adhered to good hygiene practices and complies with relevant legal requirements. There is no environmental impact, no environmental disputes, or litigation. In addition, there is a shift to environmentally friendly materials.

4.3 Risk Management

4.3.1 Risk of intense competition due to declining demand and rising supply.

The hotel business in Hua Hin has intense competition in room rates. It was due to a significant increase in supply but a decline in demand due to the epidemic of coronavirus disease (COVID-19), measures to limit travel both domestically and internationally, and the declining purchasing power of consumers affecting the company's revenues and profits. However, the company believes that with its marketing strategy and effective cost management, the hotel will be able to grow continuously.

4.3.2 Management risk in case of dependency on external management

The Company operates only Hilton Hua Hin Resort and Spa. It has hired Hilton, an internationally renowned hotel management company in hospitality with credibility, experience, systems, expertise in each market, and financial stability as its business executive. However, because the long-term management contract, there is a risk that the competitiveness of the management company will decrease. In this regard, other well-known management companies can manage instead. Then, the company sets the management contract 's condition could be terminated in order to be able to recruit other reputable management companies to manage instead.

4.3.3 Product qualification risk

Product qualification risk, if rooms are not modernized as many of the hotel's main competitors are newly built hotels and therefore have an advantage in this area. Thus, the company considers such risk factors and plans to renovate rooms and other public spaces. It aims to raise service standards to compete in the market. In addition, hotels are businesses that have to adapt to the situation, including planning to use capital to develop and improve product features to make them look good all the time.

4.3.4 Risk from External Factors

The risks from external factors that may affect the assets and operations of the company are largely uncontrollable and unpredictable, such as natural disasters, domestic and international political unrest, epidemics, etc. However, the company provides insurance to cover all types of risks, protecting the lack of income from business interruption to mitigate damage that may occur directly to the assets and the company's operating results.

4.4 Value of the Undelivered Work

Since the business is the type where the customer comes to the hotel with no offsite deliveries, there is no value for the undelivered work.

4.5 Driving business for sustainability

Overall sustainability management of the organization: The company has the policy to use resources and energy cost-effectively and maintain materials and equipment to prevent energy losses. It includes the management of various sewage dumps, standard wastewater treatment, promoting and raising awareness among employees and customers to protect the environment and the cleanliness of the beaches and seas.

Corporate Value Chain:

Industry	Business Value Chain				
	Inputs management	Operating	Distribution of products and services	Marketing and Sale	After-sales service
Service Sector					
Hotel Business	- Providing clean, safe, well-equipped accommodation - Providing quality, clean, safe food, and beverages - Training staff to have knowledge, skills, and service mind	- Serving customers with good manners and care - Cleaning the room, taking care of the public areas to be beautiful and safe. - Maintaining equipment, appliances, and facilities to be in the good and safe use	- Hotel website - Online Store Website (Online Travel Agent-OTA) - Various online media - Hotel sales and reception - Tour company or travel agency - Participating in tourism-related events - Food delivery service via Grab Food	- Reasonable pricing of rooms and services - Providing complete and accurate information about rooms and services - Choosing to use online channels to communicate and publicize directly with customers - Inviting Key Opinion Leader-KOL to introduce and promote the hotel's services to be more well known.	- Listening to opinions, suggestions, or feedback via online media and communicating directly with customers to improve and maintain better service standards.

Sustainability Management: In the environmental dimension, Hilton Hua Hin Resort & Spa has passed the Green Hotel project assessment from the Designated Areas for Sustainable Tourism Administration (Public Organization) or DASTA in 2021. The hotel is the only one hotel in Prachuap Khiri Khan Province was assessed as very good (Silver).

Sustainability Management in Social Dimensions: The hotel has continuously joined the activities organized with SOS Thailand in donating cooked food and surplus food from the hotel to communities in need in Hua Hin to promote food distribution systems which helps reducing unnecessary losses and creating equality for those in need, enabling to reduce also the amount of carbon in landfills and the use of electricity in food production.

5. Hospital Business

- **Ruamjairak Hospital**

1. Business Overview

Ruamjairak Hospital is a large hospital located in Soi Sukhumvit 62 on an area of 6.5 rai with 144 beds and the registered capital at the end of 2022 is 1,545 million baht, equals to the Company's investment proportion of 25.89%. The Hospital focuses on providing international quality medical services by a multidisciplinary team with state-of-the-art medical equipment as well as warm and friendly service. This is to ensure the satisfaction and impression of the service recipients. The Hospital was officially opened on September 25, 2022.

2. Nature of Business

Ruamjairak Hospital provides comprehensive health care services with 22 specialized medical centers, such as Obstetrics and Gynecology, Internal Medicine, Pediatrics, and Surgery Departments. In addition, there are 4 outstanding treatment centers consisting of Comprehensive Heart Center, Health Check-up Centers, Small Incision Surgery Centers, and Accident and Emergency Center, etc.

3. Competitive Status and Strategy of the Company

The Hospital is committed to providing good service by adhering to the concept of being a "new concept hospital" of healthcare by providing services at New affordable premiums. Users can use the service with peace of mind while maintaining international medical standards with state-of-the-art medical equipment technology and efficient medical personnel. There is the utilization of Digitized healthcare technology, such as the establishment of Airborne Infection Isolation Unit enables the reduction of paper consumption, the protection of the environment and human errors by collecting data through all digital systems. The Hospital has as well a connecting treatment to other hospitals with a system namely Doctor to Doctor whereas a tele-conference room is available for doctors in different regions meeting, thus this is the public health services distribution to different communities.

- **Navavej Hospital**

1. Overview of business operations

It is a large hospital. Currently, 99 beds are available for overnight patients and can be accommodated to 150 in the future. The Hospital is of an 11-storey hospital building located in Bueng Kum district, and during the COVID-19 outbreak, the hospital had established Isolation rooms, and Negative pressure rooms, and developed the potential of ICU to effectively treat COVID patients in the red tier. It also provided outpatient services of the hospital in Hospitel, as well as COVID-19 vaccination services to the general public.

Operating results in 2022

In 2022, the Hospital revenues have continued to improve.

2. Nature of Business

2.1 Products and Services

The company's business operations are in the form of a hospital. There are medical products in the treatment, diagnosis, disease prevention, and rehabilitation. It is classified as a medical service that provides medical examination services in outpatient, inpatient, and medical examinations in hospitals and mobile health checks that provide services to general companies.

2.2 Marketing and Competition

Because the company is a new hospital opened in the Bueng Kum area, within a radius of 5 kilometers, around the hospital, there are 3 competing hospitals: Synphaet Ramintra Hospital, Phyathai Nawamin, and Intrarat Hospital. Therefore, the initial marketing policy is a marketing approach to introducing the hospital's medical products to the community.

Target customers: Since the hospital is located in a community with a growth rate of 1 in 5 of the highest growing districts in Bangkok, the target customers are community customers. It includes children, adults of working age, the elderly, and people working in factories or establishments. From the fact that the main competitor is Synphaet Ramintra Hospital, which has developed a lot of patient care and has been in service for over 30 years. Therefore, the leading target group of the hospital is the elderly and working people in various establishments. The distribution channel will be different marketing channels, both online and offline. But the emphasis is on online forms of digital marketing because the service recipients in the community are new generations, and marketing in the form of digital marketing has a lower cost than other formats.

Most of the hospital's recipients are patients in Thailand living in the community. There were some foreign patients, but it was a minimal number and was not the hospital's focus during these three years.

Competition conditions in 2022: The Hospital was still relying partly on revenue from treating COVID-19 patients which was trending to be eased. Therefore, the Hospital must accelerate the development of its competitiveness in both medical technology and personnel to enable the continuing growth of the Hospital's revenue.

Number of Competitors: The number of competing hospitals in 5 kilometers is three hospitals: Sinphaet Ramintra Hospital, Phayathai Nawamin Hospital, and Intrarat Hospital.

Company size compared to competitors: Navavet Hospital has 150 beds, which is the same size as Intrarat Hospital and set up at the same time. While Sinphaet Ramintra Hospital has a size of 287 beds, it has been established for 30 years and has been separated into a hospital especially for pediatric patients. As for Phyathai Nawamin Hospital, it has a size of 200 beds and has been established for 30 years as well.

Competitive Status and Strategy of the Company: Navavej Hospital was just founded recently, with the COVID outbreak causing a small number of general patients, and there were no former patients as a basis. Therefore, Navavej Hospital has developed the capacity of the hospital in tertiary potential in order to be able to treat patients by specialist doctors, who have the same level of medical care as the old hospitals nearby.

Industry Trends in 2022: The number of general patients is increasing as the Covid infection situation eases but the demand for the service is likely to increase. The reason is that Thailand's aging population continues to increase, therefore, the continuous and complex medical services are needed. Moreover, the number of foreign patients is likely to return to medical services in Thailand after the government has relaxed the restrictions on entry into the country. Thailand has been one of the world's leading medical tourism market leaders. Moreover, the trend of health care for Thai people is increasing after the COVID-19 pandemic with the need for comprehensive health care.

Future Competitive Conditions: The future competition will intensify because the supply is greater than the demand condition. There will be more problems of scrambling for medical personnel, especially doctors/nurses/pharmacists/radiologists, which is the personnel in the group that is in shortage.

Competitive Strategy: Hospitals will use treatment and service excellence strategies with the following main goals:

- Improve Clinical excellence
- Improve Service excellence
- Improve Corporate efficiency
- Improve Innovation Organization

2.3 Product or Service Management

In 2021, hospitals developed green, yellow, and red care for Covid patients. There were six beds of ICUs dedicated to treating Covid-19 patients with red levels. For general patients, it focused on general care for general surgery patients, obstetrics and gynecology, and pediatrics and began to develop specialized clinics such as cardiology clinics, neurology clinics, etc.

2.4 Assets used in business

Navavej Hospital is located on Ratchada-Ramintra Road. With a total area of 13.5 rai, 8.5 rai is used to build a 152-bed hospital and a 600-car parking facility in the first phase.

3. Risk Management

3.1 Risk Characteristics: General hospital risks consist of two major parts: Clinical risk and Non-Clinical Risk. Clinical risk is caused by the treatment outcome that did not meet the patient's expectations. For Non-clinical risks, it is the risk arising from the unsatisfactory service of the client. In addition, it will be a risk from computer system threats (Cyber Risk) and the risk of using social media systems that are misleading and invasive for service users.

3.2 The cause of the risk is the treatment that does not conform to the standard clinical practice guideline, the service that does not conform to the prescribed procedures, and the use of computer systems inconsistent with hospital regulations.

3.3 The effect may be compensation for the damage resulting from the treatment outcome in case of Clinical Risk. Cyber Risk will be compensated for the ransom demanded by the system hacker.

3.4 The risk tends to increase with each passing year is due to the recognition of treatment approaches from various IoT systems.

3.5 Risk mitigation measures include establishing a treatment policy that must comply with standardized treatment guidelines, setting service standards, regulating the use of hospital HIS systems, vocational insurance, and hospital insurance. Moreover, it should have the presence of a risk management committee, incidence management, and guidelines for compliance with the Personal Data Protection Act (PDPA) B.E. 2562 (2019).

4. Legal Disputes

4.1 The Hospital is the plaintiff suing an unrelated company for damages for the late construction of the Hospital building. At the same time, this unrelated company is a plaintiff suing the Hospital, claiming that it breached the contract. Both cases are currently being considered in the Court of First Instance.

4.2 An unrelated company, a plaintiff, filed a lawsuit against the Hospital, claiming that (the Hospital's construction contractor) was the Company's representative. When the said construction contractor owed construction materials and entered the process of requesting business rehabilitation, such an unrelated company sued the Hospital to be jointly responsible as an employer. Currently, the case is being considered by the Court of First Instance.

5. Driving Business for Sustainability

The Hospital has set a management policy to supervise, monitor, and followup the implementation of the strategic plan to become a general private hospital that provides services in the community, focuses on being a general hospital that covers all dimensions, including health promotion, disease treatment, disease prevention, health restoration and customers receive fast, quality, safe service with reasonable price.

The Hospital has a criteria system for selection and quality assessment by selecting companies, reviewing and evaluating according to specified criteria based on price, duration, quality of goods and services, safety of users and patients, environmental impact, including conditions and performance indicators. The Hospital monitors and evaluates performance through the specified indicators.

The hospital has set its vision to be the most trusted hospital by 2024. Strategies and action plans have been formulated to lead to the achievement of the vision. Hospital management standards have been established under the requirements of the Institute of Hospital Quality Improvement and Association(HA-Thailand) and the American Accreditation Commission International (AACI). These standards cover a wide range of hospital quality systems, including environmental, social, human rights, and good corporate governance.

In addition, the hospital has an environmental impact management system such as a wastewater and biomaterial disposal system required by the Ministry of Public Health's regulations. In the case of Covid infection and prevention of infection to the community, the hospital has a screening and infection prevention system as prescribed by the Department of Disease Control, Ministry of Public Health.

B. Investment groups and others

Nature of Investment and Others: The Company has invested in China's automobile carpet manufacturing business. There are also investments in other companies, taking into account the fundamentals of that business as a criterion and the return on investment.

It is an investment business that does not have a production line and does not require any marketing and competition or procurement of raw materials. There is no need to disclose information about the production, marketing, competition, as well as raw material procurement of this business group. In addition, the source of investment is only from the registered capital, retained earnings, and loans.

1.3 Shareholding Structure of Group Companies

1.3.1 Shareholding Structure of Group Companies

The Company had a shareholding of Group Companies which is divided according to type of business groups with shareholding information, investment and other related matters as Attachment 10.3

Name, location of head office, type of business, telephone, facsimile, number and type of total paid-up shares of juristic person in which the Company holds shares of 10 percent or more of the total number of paid-up shares of that juristic person. Details appeared in the Attachment 10.4.

1.3.2 Shareholders

(1) Major Shareholders

List of Top 10 major shareholders as of 31 March 2022.

No.	Shareholders	Beneficial Owner	Major Business	No. of Shares	Percentage of Shares
1.	Group of Companies				
	1.1 Union Thread Industries Co., Ltd.	Darakananda Group	Investment	29,850,000	9.95
	1.2 Union Business Management Co., Ltd.	Darakananda Group	Investment	29,174,000	9.72
	1.3 Union Capital Co., Ltd.	Darakananda Group	Investment	27,011,240	9.00
	1.4 Union Industries Corp., Ltd.	Darakananda Group	Investment	17,988,300	6.00
	1.5 Saha-Union Holding Co., Ltd	Darakananda Group	Investment	6,133,794	2.04
	1.6 Union Multi-Capital Co., Ltd	Darakananda Group	Investment	6,082,000	2.03
	1.7 Damrongrak Co., Ltd.	Darakananda Group	Investment	5,788,500	1.93
	1.8 Union Overseas Holdings Co., Ltd.	Darakananda Group	Investment	3,398,200	1.13
	1.9 Union Unity Holdings Co., Ltd.	Darakananda Group	Investment	3,296,700	1.10
	1.10 Darakananda Co., Ltd	Darakananda Group	Investment	3,000,000	1.00
2.	Mr. Chalermchai Mahagitsiri			14,949,600	4.98
3.	Bangkok Bank Public Company Limited			12,325,000	4.11
4.	DBS BANK LTD.			12,141,900	4.05
5.	Mr. Weerapat Poonsakudomsin			9,711,234	3.24
6.	The Southeast Life Insurance Public Company Limited			7,121,000	2.37
7.	Mrs. Jarunee Chinnawongworakul			7,003,000	2.33
8.	Bank of Singapore Limited			3,428,400	1.14
9.	Mr. Nithiphan Darakananda			2,515,017	0.84
10.	Bangkok Broadcasting & T.V. Co., Ltd.			2,505,000	0.84
	Total			**203,422,885**	**67.80**

1.4 Registered Capital and Paid-up Capital

- The Company's registered capital was Baht 3,000 million and had a fully paid-up of Baht 3,000 million, divided into 300,000,000 ordinary shares of Baht 10 each.
- The Company had no types of shares which differed in rights or conditions other than the ordinary shares.
- The Company had no plan to issue and convertible shares to the Thai Trust Fund or to issue non-voting depository receipts (NVDR) which was regarded as a listed security.
- The Company had no securities other than the ordinary shares.
- There was no Shareholders Agreement between groups of major shareholders on effect of the Company's securities issuance or its management.

Policy of dividend payment

The Company's policy on dividend payment was a proper rate of return on investment to shareholders, dependent on the performance of the Company, at a rate not less than 1/3 of the annual net profit, after accumulated loss (if any), from the separate financial statement of the Company and depending on the need for investment of the business.

Concerning the subsidiaries' policy on dividend payment for the Company, it is determined by each subsidiary based on its performance.

2. Risk Management

2.1 Risk management policies and measures

The Company is aware of the importance of implementing sustainable risk management, ensuring the ability to achieve the Company's goals while mitigating any potential risk to all the stakeholders. Therefore, the Risk Management Committee, appointed by the Board of directors, is responsible for risk evaluations, policy setting, risk management and risk evaluation reporting to the board members of the Company and its subsidiaries within a time frame. Due to economic and political situations and changes in society, reviews of risk factors, risk potentialities including their impact and management measures are needed for the purpose of reducing the risk in an acceptable range or eliminating them. Considering both internal and external factors, risk assessment is classified into several categories: strategic risk, business risk, operational risk, financial risk, and external circumstances risk which may have a significant impact on the Company. In regard to the measures and policies on the risk management, they have been transmitted to the executives and operational teams of both the Company and the companies in the group's core business so that the latter would identify clear objectives and carry them out in the same direction to achieve goals.

2.2 Risk factors for the Company's business engagement

2.2.1 Current risk for business engagement of the Company's or Group Companies, including potentially emerging risk in 3-5 years' time.

Risk factors that may significantly affect the Company include:

1. Risk factors contributed by external situations beyond control of the Company. These factors include:

1.1 <u>Increasing interest rate risk</u>

The source of operating capital of some subsidiaries is partly from loan. Therefore, the increasing interest rate may result in higher financial costs for such companies. This factor is outside the control scope of the company. In 2022, the interest rate was raised. The Company and its subsidiaries with part of their capital from loans were inevitably affected by the increase in the interest rate. However, with the loans accounted for only a small amount, the risk and its possible impacts are considered at a low level. In order to prevent damage from a turn of events, the Company has prepared a policy to mitigate the risk by maintaining a proper proportion of the structure between loan debts and funds accordingly in a bid to generate a higher return on investment than the financial cost of the Company.

1.2 <u>Risk of increasing prices of oil and energy in Thailand</u>

During 2022, the prices of oil and energy in Thailand constantly increased, significantly affecting Group Companies, especially those in the industrial and services sectors that suffered from the surge in cost. This risk factor is considered a high level and beyond control of the Company. Saha-Union Group has implemented measures to cut down on oil and energy usage, thus reduced cost of operations. The Company is also considering adopting alternate energy sources such as solar energy to maintain the control over cost of production and services across all companies in the industrial sector.

1.3 <u>Risk of global economic changes</u>

Throughout 2022, the global economy decelerated as a result of inflation and downtime in supply chains, especially in logistics and computer and technology sectors. All of these also affected Thai economy. Orders from other countries are decreasing as some of them turned to order from other developing countries with lower labor wage and different travel restriction policies. Several businesses in Thailand, including those Saha-Union have invested in, are affected by these changing trends, such as automobile part business, computer and technology business, and tourism business. The Company considers this risk as a high level and takes a precaution by focusing on sustain its market share and improve product quality to gain the upper hand in competition, including its inventory management. However, the Company's investments are intended to be long-term. The Company is extremely cautious in handling this risk and

is closely monitoring the economic situation in countries where its investments landed, thoroughly studying the fundamentals of new businesses to invest in to ensure successful returns.

1.4 Risk of changes in domestic economy

Thailand's economy has been shaped by changes in global economy, as well as in politics, society, and environment. In 2022, Thai economy remained significantly affected by another wave of COVID-19 pandemic, high inflation, and exchange rate fluctuation throughout the year, as well as the rise in interest rate, resulting in stagnancy in domestic demands for consumable products. The Company, therefore, has assessed that the level of impact this risk factor can possibly have on the Group Companies is medium. Therefore, the Group has prepared a measure to pay more attention to management, expand its business channels, and closely monitor the economic situations to handle the issue accordingly. In 2022, businesses that were adversely affected included the trading business and the hotel business. Each affected business has commenced countermeasures to raise its incomes from sale and services, minimize the cost of production and services, and effectively maintain its liquidity.

1.5 Risk of changes in regulations, laws, and procedures.

Governments are constantly making change in regulations, laws, and procedures in response to the changing economy, society, and environment. Group Companies may risk violating or failing to fully comply with newly imposed regulations, laws, and procedures, which would impact the Company's reputation as well as financial damage. The company has considered this risk impact to Group Companies' businesses a medium level and has issued policies to administer and communicate proper work practice for employees, as well as closely monitoring changes in regulations, laws, and procedures imposed by the government of countries where Saha-Union is engaging its businesses. We have also established a network with concerned organizations in both government and public sectors, domestic and abroad, to ensure the integrity of the Company's business operations with regulations that apply.

2. Strategic risk: Risk of selecting new businesses to invest, as well as forms of investment

The Company plans to constantly expand its investment both in existing businesses and new businesses under the ever-changing investment environment. With this risk considered a medium level, the Company, therefore, attaches great importance to risk management measures. The investment committee was specifically appointed to formulate a clear investment policy that covers analyzing, assessing the return, selecting investment, and tracking the performance of each business invested to ensure that the expanded investment in existing businesses or new businesses is worthwhile and yields an appropriate return based on the Company's policy.

3. Business risk: Risk that investment returns may be not according to the plan

The Company's major business is investment, consisting of domestic and foreign investments on which the return is in the form of dividend. **There is the risk that investment returns may be not according to the plan** and would result in profit diminution. In 2022, the Company estimated that likelihood and impact on this case are at a high level. Despite the Company's diversification of investments, several businesses have been affected by the stagnant economy caused by the COVID-19 pandemic that is somewhat going on and the high inflation. The measure to manage this risk is to make adjustments among Group Companies in terms of reducing variable costs and expenses to a minimum level, lowering waste to a low level, and closely monitoring the performance and investment returns to assess the potential scenarios of invested businesses and devise precaution approaches and improvement plans, requiring invested businesses to make medium-term plans to propose to the Company's Board of Directors.

3.1 Decreasing income from investment

The Company launched a new business acquisition plan to address this issue by venturing into a new type of business involving medical services since 2015. Two hospitals have been operational: Navavej International Hospital (open since 2021), and Ruamjairak Hospital (open since 2022).

3.2 Risk of investment impairment

The Company's main business is investment in multiple businesses. Over time, changes in economic and political situation, demand and supply, raw material price, energy price, and consumption trends, may influence some business types in which the Company is investing. Should the performance of these companies be negatively affected, the value of shareholders' equity may decrease. The Company also evaluated the opportunity for payback and the value of its investment. In case these values are inferior to the total of the Company's investment, it is necessary to record impairment of such investment. In this regard, the Company assessed that the potential risk and its impacts at a medium level. The Company has been carrying out annual assessments of invested business. In 2022, the impairment of each type of investment was assessed and noted that there was no additional impairment of investment

4. Operational Significant risk includes:

4.1 Risk of damage and management errors of invested business

As indicated earlier that the Company's main business is investment, logically, if any entities in which the Company invested failed to work, it may cause damage to the Company's asset. The Company estimates that potential risk and its impact are at a moderate level as the company has diversified their investments. The company's measures for the entities in question are through risk assessment, internal control process, self-assessment, policy on providing relevant knowledge, performance follow-up, including regular meeting holdings for investors and executives. In addition, on the part of the Company, checking, monitoring and internal control processes provided for each operation business is a must.

4.2 Risk of reliance on orders from a few key customers

Some of the Company's subsidiaries are joint ventures and the partners are foreigners who carry out the overseas marketing plans. The Company is strongly influenced by demand for product orders from a few of these key customers in case they change or reduce order volume or move their facilities to another country. However, the potential risk is quite low as these partners have about a half of capital and they should cooperate to get returns on investment. The Company has taken measures by maintaining good relationships with the partners and by offering its products of quality to the customers as required.

4.3 Risk of non-return on assets

Some of the Company's assets which are not currently in use include a land and buildings in Sriracha District, Chonburi Province, and lands in Baan Chang District, Rayong Province, in Sai Noi District, Nonta Buri Province, and in Muang District, Samut Sakhon Province. Details can be found in Annex 4: "Assets used in business operations and details of asset appraisal list" sub-section (1) "Land and land improvements" The Company considered this risk low-medium and proceeded to investigate the assets to evaluate the fair value. The evaluation suggested that the assets were worth more than the accounting cost. The Management always seeks for a proper economic opportunity. During the year 2022, the Company managed to dispose of a land awaiting development in Samut Sakhon Province by selling it to an unrelated business and enjoying a profit of 105 million baht from the sale.

4.4 Risk of damage from corruption

The Company's core values are integrity, quality and service, with a policy to operate a business morally, rightfully, and transparently. Corruption has been prevented since the beginning. However, this matter is a type of risk with medium estimated impact. Since it has a low chance to happen but can cause medium impact which may ruin the reputation of the Company and the Executives, contrasting with the Company's business policies. The approach to prevent corruption is done by building morality among the Executives and employees, enforced with a strict regulation and regular monitoring.

5. Financial risk includes:

5.1 Risk of foreign currency exchange loss in the Group companies.

According to the Company's analysis, the potential risk and their impacts are relatively low. The Company takes precaution by assigning a personal to be responsible with the ongoing situation and the exchange rate. This

person must report activity and consult with Managing Directors of each company in the group, in relation to prompt decision-making. Additionally, the group companies must report the impact of foreign currency exchange rate, including the number of debtors and creditors to the Company.

Normally, the Company has its policy to manage this risk by using Natural hedge and consider making Forward contracts with banks according to the situation. This is only to prevent the risk, but speculation about exchange rate is not permitted. Moreover, the Company has invited from time to time key speakers from financial institutions to bring about more knowledge and skills, at the same time to place emphasis on management vigilance, to executives and personnel concerned.

2.2.2 Risk of shareholders' securities

1) Risk from the uncertainty of return that investors will receive.

The Company's stock price may increase or decrease with fluctuation depending on various factors many of which are beyond the Company's control:

• Economic conditions, crises, unusual situations such as the new wave of COVID-19 or fluctuations in exchange rates and interest rates, etc.

• Changes in policies, rules, regulations, or conditions affecting the manufacturing and service industries.

2) Risk from the ability to pay dividends that fails to meet the expectations of investors

The Company's ability to pay dividends depends on several factors, such as its investment budget and capital reserves for business expansion, cash inflows from operations, etc. Should these factors affect the ability to pay annual dividends, the Company may be at risk of paying dividends at a lower rate than what investors expect. However, the Company follows a policy of paying dividends based on the performance of the separate financial statements at the rate of no less than one-third of the annual net profit according to the separate financial statements of the business, calculated using the cost method, after deducting accumulated losses (if any), and including considering liquidity and the Company's investment plan.

2.2.3 Risk of investing in foreign securities (In case the issuer is a foreign company)

- N/A -

3. Driving Business for Sustainability

3.1 Sustainability Policy and Management

Saha-Union Public Company Limited has always realized that business cannot move forward and grow sustainably if it does not contribute to social care for the environment. It also includes creating shared values for all stakeholders to grow together with the intention and determination to operate in continuous sustainable development. As a result, Saha-Union Public Company Limited has been selected by Thaipat Institute as one of the 100 listed companies with outstanding performance in environment, society, and good governance (Environmental, Social and Governance: ESG) in 2015, and was awarded for 5 consecutive years from 2018-2022. Also, it received the corporate governance assessment from the Thai Institute of Directors Association at the level of "Very good".

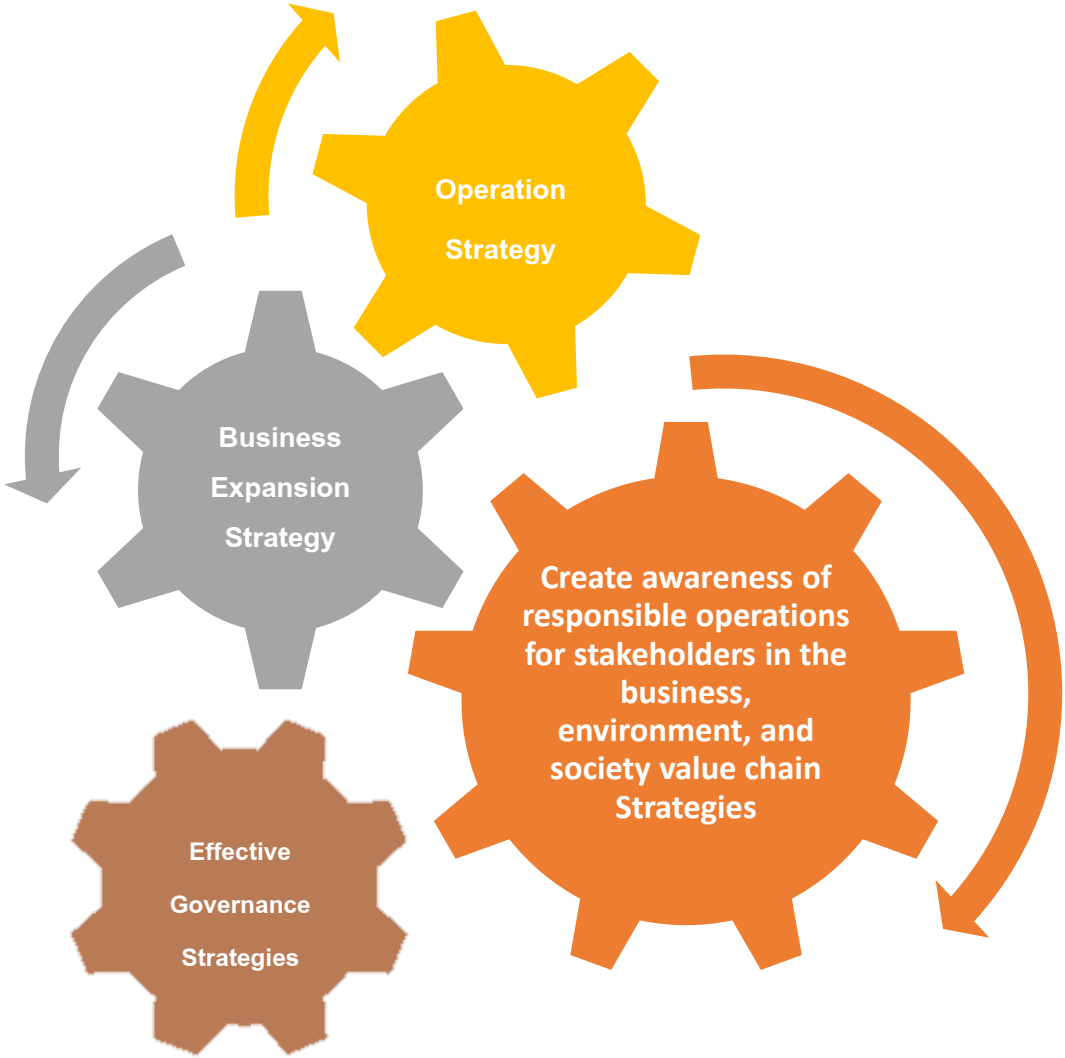
Vision

Conduct business based on good corporate governance with the ultimate goal of the organization's sustainability, which creates shared economic, social, and environmental values in the Company's business chain.

Core values for success and sustainable growth together in the business chain

Integrity - Ethics - Quality - Developing Innovation with Knowledge - Mutual Benefit

Conceptual framework and strategy for sustainable development



The Company has policies and goals for sustainability management announced throughout the organization as follows:

- Operate business based on good corporate governance by the organization's core values, which are integrity, quality, and service. The ultimate goal is the organization's sustainability that creates shared economic, social, and environmental values in the company's business chain.
- In sustainability management, the focus is on working and performing at all levels. It considers the impact on stakeholders in the business value chain by minimizing negative impacts. Also, it strives to create innovations in business operations through building partnerships with partners in all sectors.
- It shall provide comprehensive risk management according to global trends and trends by defining operational strategies to enable the organization to move through stably.
- Three sustainability management goals have been set: stakeholder impact management in the business value chain, sustainability management in the environmental dimension, and sustainability management in the social dimension.

3.2 Managing impact on stakeholders in the business value chain

3.2.1 Business Value Chain

The Company shall consider the business chain of each core business as discussed in Section Nature of Business.

3.2.2 Stakeholder analysis in the business value chain

Stakeholders of the Company are divided into

1) Stakeholders within the organization such as shareholders, employees;
2) External stakeholders such as investors, joint ventures, customers, partners, creditors, competitors, local communities, relevant government agencies, intellectual property owners.

Responding to Stakeholder Expectations

Stakeholder	Expectations	Management Strategy	Participatory Communication Process
Shareholders Creditors Investors Invesment Institutions Business Partners Co-investors	• Good return on operations and business growth • Return on investment, business security information • Equal Treatment • Comply with the terms and conditions of the contract • Conduting business with the environmental friendly	• Develop and expand the business to grow continuously and sustainably • Reduce and diversity the risk of getting a return on investment • Follow up and check the performance of the invested business • Operate business according to good governance principles • Liquidity management	• Annual General Meeting of Shareholders • Company Website
Executives Employees Workers	• Compensation, welfare • Career path • Work safety • Corporate pride • Participation • Self-development and learning	• Compensation management, welfare • Improve the quality of life for stability • Develop a workplace environment • Promote and develop employees' potential • Build a relationship with the organization	• Publicity Board • Organize training development plan for employees • Anti-Corruption
Customers	• Products, services are satisfactory and environmental friendly • Good quality and service on time • Comply with the terms and conditions of the contract • Customer engagement	• Delivery of goods and services that meet the requirements • Fast, accurate and safe service • Fair contract • Fair price	• Meeting and visiting customers • Signing and executing contracts
Partners Debtors Contractors	• Timely and complete payments • Comply with the terms and conditions of the contract • Customer engagement	• Credit and confidence management • Anti-Corruption • Good relationship management with customers	• Agreement/Purchase Contract
Community/Society Independent Organizations Non-profit organizations Educational Institutions	• Eco-friendly business • Supporting and contributing to social development	• Involvement of the organization/employees with government agencies • Supporting government agencies/institutions/organizations	• 56-1 One Report • Company website
Competitors	• Fair competition	• Not infringing on competitor's rights	• Company's Group Code of Conduct Guideline
Government Agency Regulators	• Compliance with the law • Payment of taxes and fees accurately and completely	• Conduct business by good governance principles • Respect rules	• Conduct business by good governance principles

3.3 Sustainability Management in Environmental Dimensions

3.3.1 Environmental Policy and Practice

The Company has established policies and plans to conserve energy and the environment as part of its business operations. The “Energy Conservation Policy” has been set as follows:

1. The Company will operate and develop an appropriate energy management system by stipulating the energy conservation to be a part of the Company's operations to comply with the law and other related requirements.
2. The Company will continually improve the efficiency of energy resource usage to be appropriate for business, technology, and good practice.
3. The Company will set energy conservation plans and goals each year and communicate them to all employees to understand and act correctly.
4. The Company regards energy conservation as the responsibility of the owners, executives, and employees at all levels to cooperate in implementing the specified measures, monitoring, and reporting to the Energy Management Working Group.
5. The Company will provide the necessary support, including human resources, budget, working time, training, and participation in presenting ideas to improve energy work.
6. Energy management executives and working groups review and update energy policies, goals, and plans every year.

The main business of the Company is investment and product trading. The operations, therefore, do not use natural resources to have an impact on living things in their natural habitat. There are no things that cause pollution to wastewater to destroy the environment. As for the Company, there is a public relations campaign on energy and water efficiency.

The Company promotes environmental conservation awareness so that employees are aware of the value of various resources. Therefore, It encourages executives and employees to use electricity and water economically and be mindful of the value, such as turning it off when not in use and adjusting the air conditioner's temperature accordingly. There was also a paper reduction campaign by encouraging the use of one sheet of paper on both sides and changing the use of toilet paper of sufficient thickness to reduce the amount of use. In addition, there is a campaign to separate waste and waste materials for further recycling.

However, in terms of the invested companies, they are also aware of the use of resources and environmental protection, complying with relevant standards and laws. For example:

- **Strategies for Sustainable Use of Resources**

The Company has invested in the combined cycle power generation business in the People's Republic of China in Zhejiang Province, using coal as fuel. In this regard, strategies for reducing coal consumption using modern technology have been studied and planned for operations. As a result, coal consumption can be reduced by using coal ash, a waste residue, as a fuel, thereby reducing the use of natural resources. It also improves operating results due to cost reduction.

- **Preventing and reducing the impact of pollution**

Every company that invests in manufacturing factories has a protection system and has investment expenses to reduce the impact of pollution on the environment. The management is under the standards and laws. For example, the rubber factory has a 2-stage wastewater treatment system inside the factory until it is tested that the wastewater released outside the factory does not pollute the environment. After passing through a system to prevent and reduce the effects of pollution, wastewater can be discharged. Other investment firms also act similarly.

Environmental Pollution Reduction

Since 2019, the Company and its group companies have campaigned for its personnel to stop using plastic drinking glasses by using stainless steel mugs instead produced by the group companies. It aims to reduce plastic waste, help reduce global warming, and can be reused forever. Since it is an excellent quality product, it can maintain hot and cold temperatures. If the employee wishes to have it personally, they will be entitled to purchase at the cost price for the first piece. But if it is used in the company's canteen, there will be welfare support for this matter. When used, it must be returned to the place provided for the canteen to clean and use

again. Incidentally, employees can cooperate very well.

In addition, the Group of Companies has seriously and continuously emphasized compliance with environmental standards. Some companies have been certified for various standards, such as two major companies in the plastics, rubber, and metal business sectors that have been certified for environmental management systems. ISO14001:2005

3.3.2 Environmental Performance

3.3.2.1 Energy Management

The Company manages energy efficiency in lighting and air conditioning systems by installing and maintaining related electrical control equipment and changing the use of fluorescent lamps to energy-saving LED lights to save on electricity bills. The Company has set an energy conservation goal by reducing energy consumption by 0.30 percent. In 2022, the Covid-19 pandemic situation began to trend downwards, the Company then canceled the employees' work from home (WFH) except for those who were infected and necessary to stay home as the case may be. Therefore, the Company's electrical consumption was 990,000 kilowatt-hours of electricity; Electricity consumption increased from last year by 62,000 kilowatt-hours, an increase of approximately 790,000 baht, mainly due to increased electricity consumption and an average increase in unit electricity tariffs of about 50 satang. (Details appear in the table below)

	2022	2021	2020	2019	2018
Electricity consumption (kilowatt-hour)	990,000	928,000	1,032,000	1,015,000	991,000
Air conditioner	47.16%	45.67%	49.76%	47.56%	53.82%
Light	19.06%	19.51%	13.63%	40.60%	16.97%
Other	33.78%	34.82%	36.61%	11.84%	29.21%
Electricity cost (million baht)	4.58	3.79	4.19	4.17	4.05

3.3.2.2 Water Management

Since the Company is an office supporting the operations of its subsidiaries and group companies, water supply is used only in buildings and office spaces. The Company regularly maintains and inspects the condition of the water distribution system inside the building, along with effective wastewater management. In 2022, the Company's total water consumption was 13,519 cubic meters, increasing 4,183 cubic meters or 44.81% compared to the previous year. The increase in water usage is that all departments of the Company have resumed normal operations and the number of users increased.

3.3.2.3 Paper Usage

Year	Office paper consumption (sheets)
2022	189,500
2021	203,000
2020	260,000
2019	287,000

The Company's paper consumption has been decreasing steadily since 2020. In 2022, the Company used a total of 189,500 sheets of office paper, down from previous year 13,500 pages. This includes changing the working pattern from sending paper data to information electronically or by e-mail, using paper sparingly which reduces tree cutting and global warming in a way. In addition, the Company continues to campaign the using of paper on both pages.

3.3.2.4 Management to reduce greenhouse gas problems

Thailand has joined other countries in establishing the United Nations Framework Convention on Climate Change (UNFCCC) since 1994 and announced the country's aim of appropriate NAMA (National Appropriate Mitigation Action - NAMA) or greenhouse gas reduction plan that Thailand will reduce greenhouse gas emissions in the country by 7-20% in 2020 for the energy and transport sectors. Thailand already achieved a 17% reduction in greenhouse gases in 2019, more than twice of the target and ahead more than 1 year before the scheduled time.

Thailand recently presented its progress on climate change to the United Nations Framework Convention on Climate Change at the 27th United Nations Framework Convention on Climate Change Conference of the Parties (UNFCCC COP27) held in Sharm el-Sheikh, Arab Republic of Egypt. The Minister of Natural Resources and Environment as the head of the Thai delegation attended the meeting, said that: Thailand had fulfilled its commitments at COP26 by submitting a long-term strategy for the country's low-emission development (revised edition) which was in line with the goal of achieving carbon neutrality by 2050 and achieving net zero emissions by 2065. It has also increased the Nationally Determined Contribution (NDC) target by reducing greenhouse gases by 40% by 2030 with international support.

The Company attaches great importance to management to reduce greenhouse gas problems by focusing on group companies with the goal of producing environmentally friendly products and services as well as the efficient use of raw materials and production processes generating waste sparingly, while the waste is recycled or recycled into the production process continuously. It was found that the activities of businesses with the highest amount of greenhouse gas emissions were the use of electricity from air conditioning in the office and the use of fuel from corporate vehicles. In addition, the Company has measures to maintain air conditioners in accordance with the energy conservation plan continuously.

By 2022, the cost of using fuel from corporate vehicles totaling 342,674.60 baht, with total oil consumption of 7,877.89 liters, an increase of 99,100.80 baht or 790.16 liters from last year, representing an increase of 40.69%. Due to the amount of usage increasing. After the Covid-19 pandemic situation unravels solved.

Year	Fuel consumption (liters)
2022	7,877.89
2021	7,087.73
2020	6,924.10
2019	6,945.13

In 2022, the Company, which is classified as an office organization, has carried out activities with greenhouse gas emissions totaling 679,621.46 kgCo2eq/unit as follows:

Category of activity	Activities with greenhouse gas emissions	Calculation method
Category 1 Corporate direct greenhouse gas emissions and reabsorption	Traveling outside the office with corporate vehicles.	7,877.89 Liters of Gas/Diesel Oil x 2.7446 kgCo2eq/unit = 21,621.66 kgCo2eq/unit
	Refrigerant use of in-house air conditioners.	45 kg of R-22 x 1810 kgCo2eq/unit = 81,450 kgCo2eq/unit
	The use of fuel that generates internal combustion, such as generators, LPGs, cooking.	100 Liters of gas/diesel oil x 2.7080 kgCo2eq/unit = 270.80 kgCo2eq/unit
Category 2 Indirect greenhouse gas emissions from energy consumption	Electricity imported from outside for internal use.	Electricity consumption: 990,000 Kwh x 0.5821 KgCO2e = 576,279 kgCo2eq/unit

The above information has not yet been verified and certified by the Thailand Greenhouse Gas Management Organization (Public Organization) ("TGO").

3.4 Sustainability Management in Social Dimensions

3.4.1 Human Rights

The Company promotes respect for fundamental human rights, freedom, and liberty, equality of expression. Also, it included the economic, social, and cultural rights that stakeholders are entitled to the highest possible standards. It adheres to the six basic principles or Core Values in human rights, namely Non-Discrimination, Actions by adhering to the principles of Justice, Equity, Freedom, Human Dignity, and Non-Violence.

In 2021, the Company established a policy on human rights. There are three main principles which are respect and not violate human rights (Respect), protect others or third parties from human rights violations (Protect), and correction, rehabilitation, compensation for impacts or violations of human rights arising from business operations (Remedy). More details can be found on the Company's website www.sahaunion.co.th by upholding and complying with the Universal Declaration of Human Rights and the United Nations Guiding Principles on Business and Human Rights: "UNGPs." The Company gives importance to labor practices and respect for human rights with fairness, equality, and non-discrimination. It includes employment, compensation, promotion, employee training, and development without gender, age, educational institution, race, and religion. It also supports employment for underprivileged groups, including the elderly, to create opportunities, create jobs, secure incomes, and be part of the achievement of the Sustainable Development Goals (SDGs) of the country and the world. In the past year, the Board of Directors imposed a written policy on social responsibility for labor. The official announcement has been posted and compiled in the Company's Good Corporate Governance Manual.

3.4.2 Fair treatment of workers

Treatment of employees and workers concerning human rights includes fair employment and compensation, employee training and development, improvement of employee engagement and satisfaction, safety management, occupational health, and working environment, etc. It includes efforts to reduce the risk of employee and labor disputes to maintain competitiveness, attract potential employees, and improve employee engagement with the organization. In 2022, the Company had the following essential employee operations:

Employment

Detail	Number of employees (person)		
	Male	Female	Total
Full-time employee	19	49	68

Employee Training

In 2022, the Company organized eight training courses for employees to increase their skills and potential to work for employees, with an average of 53.38 hours of training or knowledge development activities for employees per person per year. (2021: 25.87 hours per person per year).

- **Employee Engagement**

The Company has plans to develop employee engagement as follows: In 2022, employees voluntarily resigned (Turnover rate) 4.41% a decrease of 2.04% from the previous year. (2021: 6.45%)

3.4.3 Safety, Occupational Health and Work Environment

In 2022, the Company continuously developed and improved operational efficiency in safety. It aims to reduce the risk of illness, injury, or death and to ensure the quality of life of employees or employees appropriately. The important operations are as follows:

- **Adjusting the working environment to prevent the spread of COVID-19**

The Company places great importance on the health and safety of employees, which is the foundation and key mechanism to drive the organization. Together with the management, the executives have set "Preventive measures for infection and the spread of the COVID-19 virus" but still asks for cooperation from all employees to wear a mask or cloth mask at all times inside the building and wash their hands frequently with soap or alcohol gel which are located at various points within the building.

The Company gives employees the right to choose their working days and times as determined by the Company to avoid congestion during rush hour. It allows managers of each department to consider employees' work from home, organizing and attending online meetings in order to prevent the spread of germs. In

2022, the Company distributed surgical face masks, ATK test kits and alcohol gels to executives and employees to prevent contamination from secretions for safety and reduce the burden of expenses for employees.

In addition, the Company has also created a channel of communication within the organization between executives and employees. It creates a group in the LINE application for communication and public relations information within the organization, including messages of concern to build morale. It also shares useful information directly from management for everyone's safety and health.

3.4.4 Responsible product and service to customers.

The Company adheres to the quality of the product or service to a standard, is safe for consumers' health, and has a reasonable price according to the agreed quality.

- **Customer health and safety**

The Company's products are raw materials related to textiles, such as cotton and synthetic fibers, which produce finished fabrics and elastic bands. The Company chooses to supply quality products that are safe for people's health. The stainless-steel section used in vacuum flasks must be of excellent quality to ensure good product quality, and intact, durable use. Combined with the production process of the group companies, the vacuum flask product is highly safe for health for consumption. In this regard, the colors used in producing such products are food coloring levels, giving consumers confidence in the Company's products with high quality distributing and manufacturing by the Company group. It is similar to the Company selling adhesive tape products of good quality, standards under the trademarks UNI TAPE, PANFIX, FUJI, NICHIBAN to foreign countries. In addition, the Company will maintain the quality of the products and be responsible for the customers to receive the products according to the quality, price, and an agreed period, which is fair.

The Saha-Union Group has companies that manufacture elastic bands for fabric masks and face masks. It is accredited with the ISO13485 Quality Management System. It is a comprehensive quality management system from designing, developing, manufacturing, and selling, medical devices. It applies to user safety, with the medical device service provider having a high level of confidence, trust, and safety. In addition, the company mentioned above has been certified by both the Thai Food and Drug Administration (FDA) and the United States (FDA) and passed the OEKO-Tex Standard 100 audit and certification or passed the standard test of international products from the Swiss Textile Testing Institute. It is a global institution that internationally believes and trusts that certified products do not contain harmful residues and are not detrimental to consumer health.

In 2022, the Company and its core companies in each business group had no significant violations of laws and regulations relating to the provisions and use of products and services.

- **Product and service labeling**

The Company considers consumers to receive good quality products. It must-have information on how to use them correctly to achieve the objective that customers feel the product's value and benefit from using the product. The Company has a standard product label with the product name, brand, package size, product code number, component. It will specify the international standard code (some products have it), features, instructions for use, warnings, date of manufacture. It is following international standards and applicable laws that all information is truthful.

- **Marketing Communications and Customer Business Secrets**

Most of the Company's business is an investment and trading products with the partner who is not the last consumer. The Company, therefore, has no advertising marketing costs. Consumers do not have to bear the cost of this marketing expense. In addition, the Company is aware of the business ethics for sustainability. The Company does not disclose customer's confidential information, and does not misuse the customer's information for its benefit or related parties.

3.4.5 Participation in community and social development

The Company is aware of the stakeholders who are the local community and the outside society, to have a better quality of life. In 2022, the Company has participated in community and social development as follows:

- **Participation in the community**

- The Company has organized a team of doctors and nurses from Navavej International Hospital to provide influenza vaccination services against 4 strains to police officers of Phra Khanong Police Station for health and morale support for civil servants in performing their duties to facilitate people in Phra Khanong community.

- The Company has arranged to donate 200 survival bags consisting of consumables such as rice, canned fish, instant noodles, vegetable oil, Chinese sausage, detergent, dishwashing liquid, soap, including face masks and alcohol gels to the community of Wat Boon Rawd, Sukhumvit 62, to help and alleviate the suffering from the epidemic-situation.

- - The Company also has provided 200 sets of necessary supplies such as rice, dry food, and protective equipment such as masks and alcohol gels to the staff of the Cleanliness and Parks Department (Solid Waste Collection Group), Phra Khanong District Office. It aims to support the work and morale of the field staff working in the epidemic situation of COVID-19 at the vertical garden area in front of the Phra Khanong District Office.

- **Role in the market and job creation**

The Company and the invested companies in the community contributed mainly to the community development by employing people in the neighborhood to work with the Company. It aims to give the local people a stronger livelihood foundation in the areas where the Company invests, for example, Bang Pakong, Bang Chan, and Hua Hin. Most of the Group's employees are local residents. It is an important labor market and can create jobs for the local community to increase their income continuously. As a result, communities and societies are developed.

3.4.6 Anti-Corruption

Anti-Corruption Policy

Since 2016, the Company has established an "anti-corruption policy" and "Whistleblowing and malpractice complaints policy" in writing for all Saha-Union Group companies. This policy has been communicated to serve as a guideline for our operations for the management to be effective, transparent, and verifiable. in addition, it can truly build trust and confidence among all stakeholders. (details can be downloaded from the Company's website at www.sahaunion.com).

The Company has communicated anti-corruption policies and guidelines to the management and employees. It prints the summary document, including the example of the guidelines for implementing the said policy so that the management and employees understand and follow it properly. Also, it publicizes such information to executives and employees in clearly visible areas as well.

In addition, the Company confirms and declares its intent and disseminates the anti-corruption policy. It has sent the message regarding "anti-corruption policy" and "Whistleblowing and malpractice complaints policy" on the performance of the Company's duties and companies in the group to the stakeholders for acknowledgment. Those stakeholders shall sign the acknowledgment of the policy in such matter by the responsible person concerned and send it back to the Company.

The Company has established a Code of Conduct manual through the resolution of the Board of Directors. It has a business policy following the Company's values and good governance and management to operate with honesty and without corruption. It is not only the business of the Company and its group in Thailand but also its businesses that have invested in foreign countries. It includes complete, correct, and accurate accounting records, tax calculations, and correct tax payments so that bribes are not paid to those involved. Therefore, the relevant authorities will receive correct information and accurate tax payments, and the state does not lose benefits. The Company's policy has always been adhered to as a practice which has made the Company reliable to the public and society.

Guidelines in agencies that comply with the policy

The Company has instilled values, integrity, quality, and service from executives to employees. It has a policy to comply with the law and related regulations by creating awareness among executives and employees. In addition, employees will receive a manual on work regulations. It is defined in Section as follows: Disciplinary and Disciplinary Penalties Articles 6.1 (f) and Article 6.2 (4) must act with integrity, and Article 6.3 on penalties for violations and termination of employment. For the operating system to follow the Company's policy,

there is an effective and efficient internal control system, with audits, follow-up to avoid corruption, and the internal audit process of the internal audit unit.

The Company has established guidelines for the management and employees to comply with the anti-corruption policy in 8 areas as follows:

- Guidelines on conflicts of interest;
- Guidelines on Securities Trading Practices and use of inside information;
- Guidelines on Sourcing/Procurement;
- Guidelines for receiving or giving assets or any other benefits that might motivate one to make any decision;
- Guidelines for charitable donations and grants;
- Guidelines on Political Practices;
- Guidelines for dealing with government agencies;
- Guidelines on Tax Practice

Disclosure of operating results and progress in practice

In 2022, the Company had no issues or material flaws related to litigation, investigation, alleged prosecution pertaining to unfair competition, corruption operations, discrimination, unfair employment, or non-compliance with the law. Including, there were no whistleblowers or complaints of abuse to stakeholders.

3.4.7 Personal Data Protection

Saha-Union Public Company Limited recognizes the importance of protecting personal data of shareholders, investors, partners, directors, Company's personnel and persons associated with the Company to ensure that such persons are fully protected under the Personal Data Protection Act B.E. 2562 (2019) and other relevant laws. The Board of Directors has approved the Personal Data Protection Policy as part of the Company's Good Corporate Governance Manual in order to serve as supervision measures and management of personal data from collection, usage, disclosure, and the preservation of personal data to ensure security. The Company has established a personal data protection policy which is divided into 4 areas as follows:

1. Personal Data Protection Governance;
2. Personal Data Processing;
3. Data Subject Rights; and
4. Personal Data Security.

Details in each aspect of the Personal Data Protection Policy and Personal Data Protection Policy Notification Form are as follows;

- For directors, executives and persons who may be directors, executives;
- For shareholders, proxies or delegates from shareholders;
- For partners and business relationships;
- For employees and job applicants;
- For third parties; and
- For CCTV use.

The Company has disclosed all on its website, https://www.sahaunion.com/personaldataprotectionpolicy/

4. Management Discussion and Analysis

4.1 Overview of business operations and significant changes

Factors Affecting Business Operations.

In 2022, the global economic growth rate was still slowed down due to the affected economic situation. Mainly the continuous fiscal inflation, rising energy prices, conflicts between Russia and Ukraine, and ZERO COVID-19 policy introduced by China, including rising interest rate adjustment by FED and other countries from time to time. Changing atmospheric situation and water scarcity have set the global economic growth at 3.2% annually, which will decrease from 2021, which was 6.0% annually. The overall inflation rate is 8.8% per annum, increasing from 2021, which was 4.7% per annum.

However, in 2022, Thailand's economic expansion was 3.4% per year, supported by the recovery of consumption by both the state and private sectors, as well as tourism after the COVID-19 improved situation. The introduction of less restrictive international travel has also boosted foreign tourism, which in turn has boosted revenue from tourism services. Meanwhile, the government has launched several measures to promote domestic consumption, such as the project to increase the purchasing power of people with state welfare cards, the 50:50 co-payment scheme and the We Travel Together scheme. Such projects have promoted domestic demand with fewer payments from people, while increasing the income of entrepreneurs and producers through the supply chain. Meanwhile, the shortage of parts for electronics production has improved. As a result, the export in 2022 had continuously increased at an average of 8.0%, while bath currency was devalued due to these factors has had a positive impact on the company's group as follows:

- The increase in sales and service income from the Plastics, Rubber and Metal Group was due to increased demand from customers and the depreciation of the baht during the year, which resulted in a higher return value for exports.

- As the shortage of computer and equipment products has been resolved, the delivery of goods and services in various projects in both the public and private sectors, which had been postponed from the previous year, has been completed. In addition, the situation of uncertainty in business operations due to COVID-19 has subsided, and business confidence has returned. As a result, sales and service income in the Trading Business Group increased.

- Service income from the hotel business group has also increased due to the improved situation of COVID-19. As a result, the tourism business has recovered.

Summary of business results

The Company and its subsidiaries had net income calculated under the equity method in the consolidated financial statements for the year ended 31 December 2022 of Baht 1,263 million, with Baht 559 million increasing based on the following comparison of 2021.

(Unit: Million Baht)

Consolidated financial statements	2022	2021	Increase (Decrease)	%
Total revenues	9,989	8,932	1,057	12%
Cost of good sold and expenses	9,099	8,581	518	6%
Share of profit from investments in joint ventures	595	442	153	35%
Share of profit (loss) from investments in associated companies	(52)	33	(85)	(258%)
Finance cost	16	29	(13)	(45%)
Income tax expenses	154	93	61	66%
Profit for the year	**1,263**	**704**	**559**	**79%**
Profit attributable to equity holders of the Company	**1,087**	**601**	**486**	**81%**

4.2 Result of Operations

Separate financial statements

In 2022, the result of operation of the separate financial statements based on the cost method has been Baht 698.96 million from a little bit increase of Baht 14.21 million, or 2.07% compared to that of 2021 according to:

- During 2022, the Company had gains on disposals of investment properties by Baht 105.52 million which is the gains on disposals of land awaiting for development to a non-related party. As a result, the corporate income tax in the current year has increased accordingly.

- The dividend income had reduced by Baht 72.00 million compared to 2021 based on the reduction of the dividend income from the domestic energy business according to the operation plan and dividend income from the energy business in the Republic of China since it was the profit of 2021 affected by the COVID-19 pandemic leading to a certain production stoppage in order to protect the virus pandemic. Besides the increasing price of coals, the main raw material, has also affected profits. However, the plastic, rubber and metal business is still of higher dividend incomes due to higher customer demand. Moreover, the Baht depreciation during the year has also promoted exportation.

Consolidated financial statements

Overview of operating results according to the consolidated financial statements calculated by the equity method in 2022, the net profit attributable to shareholders of the Company amounted to Baht 1,086.57 million, increasing by Baht 485.32 million or 80.72% compared to 2021 for which the net profit is Baht 601.25 million. The main changes in such operating results are as follows:

(1) Revenue from sales and services

In 2022, the Company had revenue from sales and services of Baht 9,312 million, increasing by Baht 955 million or 11% over 2021. The conclusion of significant changes is as follows:

- Sale ans service income from the Plastic, rubber, and metal businesses were increasing amounting to Baht 521 million due to customers' higher demand, while the Baht currency was devaluation during the year, which supports higher exportation.

- Sales and service income in the trading business substantially increased compared to 2021 by Baht 370 million due to the scarcity of computers and equipment while the COVID-19 situation improved, as earlier mentioned.

- Service incomes from the hotel business increased by Baht 222 million due to the improvement of the COVID-19 situation and relaxing measures for international traveling, which the tourism business had once more revived.

- Lower sale and service income of Baht 180 million. from the textile business because Union Textile Industries Public Company Limited (a subsidiary), the major company in this business has stopped its activities since the 2nd quarter of 2021 due to critical competitive aims based on pricing. Meanwhile, Europe's main customers had less economic capacity with lower goods orders alongside the uncertain baht value with lower goods prices.

(2) Other Income

In 2022, the Company and the subsidiaries had other income except from sales and services revenues, totaling Baht 677 million, increasing by Baht 102 million, or 18%, as summarized below.

(Unit: Million Baht)

Other income	2022	2021	Increase (Decrease)	%
Dividend income	245	271	(26)	(10%)
Rental income	47	45	2	4%
Finance income	29	17	12	71%
Gains on investments designated at fair value through profit or loss (2022 is a loss transaction)	-	38	(38)	(100%)
Gains on derivatives designated at fair value through profit or loss (2021 is a loss transaction)	27	-	27	-
Gains on disposals of property, plant and equipment	52	4	48	1,200%
Gains on disposals of investment properties	105	-	105	-
Other incomes	172	200	(28)	(14%)
Total	**677**	**575**	**102**	**18%**

- The dividend income in 2022 was lower than in 2021 for Baht 26 million. Mainly it was by lower dividends in the domestic energy business according to the operation plan.

- The gain on investments designated at fair value through profit or loss was a transaction of adjusting the value of investments in the stock exchange of foreign subsidiaries to the market price at the end of the period under financial reporting standards. As of 31 December 2022, unrealized losses from the devaluation of such investment amounted to Baht 35 million. Meanwhile, last year, there was an unrealized gains from the adjustment of the value of such investment amounting to Baht 38 million. As a result, an unrealized loss from this item increased by Baht 73 million when compared to 2021.

- Gains from derivatives that are determined to be measured at fair value through profit or loss are transactions to adjust the value of forward contracts to be fair value at the end of the period in accordance with financial reporting standards related to financial instruments. In the current year, there is an unrealized gains from such fair value measurement of Baht 27 million, while in 2021, the unrealized loss from fair value measurement was Baht 18 million. As a result, there was an increase in unrealized gains of Baht 45 million due to the fluctuation of the baht exchange rate against the US dollar.

- Gains on disposals of property, plant and equipment has increased by Baht 48 million over 2021 due to the main company in the textile business has no longer continuing its business. Thereby machinery and equipment were sold.

- Gains on disposals of investment properties amounting to Baht 106 million is a gains on disposals of land awaiting for development to non-related party.

(3) Cost of sales and services, selling and distribution expenses, and administrative expenses

Cost of sales and services

In 2022, the cost of sales and services amounted to Baht 8,034.73 million, an increase of Baht 464.26 million compared to 2021, which amounted to Baht 7,570.47 million. It was in the same direction as the increase in sales and services income. However, the increasing of total cost of sales and services had been lower than the increasing of sales and services due to certain business fixed costs, such as labor costs and depreciation expense. The above reason, in combination with increasing production efficiency in the new engineering areas of plastics, rubbers, and metals business by which the production cost can be continually controlled. Thereby, the 2022 proportion of cost was 86.29 to the sales and service income, while it was 90.59 in 2021. Accordingly, the cost and sales and services per sale and service incomes has been of 4.30% reduction.

Selling and distribution expenses

In 2022, mainly the selling expenses was of export expenses, selling duties, and transportation expenses for a total of Baht 266.91 million, with Baht 19.18 million increasing amount in comparison with Baht 247.73 million in 2021 which is in line with sales revenues. The proportion of selling and distribution expenses per sale revenues is 2.87% for 2022, close to 2021 at 2.96%. It is the regular business practice of the Company and the subsidiary.

Administrative Expenses

In 2022, administrative expenses amounted to Baht 719.08 million, an increase of Baht 24.33 million or 0.59% of the proportion of the total revenue, compared to the year 2021, which had total administrative expenses of Baht 694.75 million. The reasons for the significant change consisted of:

- Increasing loss on exchange rate over that of 2021 due to the fluctuation of the Baht exchange rate compared to the US dollar.

- Professional service fees in the current year increased from last year. The main reason is the increasing of the management fees paid by one subsidiary who operates the hotel business to an unrelated company under the management agreement. This was increased in line with higher operating income as the tourism industry began to recover from the improving of COVID-19 situation.

(4) Share of profit from investment in joint ventures

Share of profits from investments in joint ventures increased by Baht 152.66 million, when compared with the year 2021, mainly due to the Company increasingly recognized the share of profits by percentage of shareholding from the overseas joint venture which is principally engaged in the energy business. Which was in line with the increased performance from increasing of demand for electricity and steam.

(5) Share of profit from investments in associates

The share of profit from investment in associated companies decreased by Baht 84.84 million compared to the year 2021 mainly due to the following:

- The Chinese associate, which is principally engaged in the manufacture of chemicals, was affected by the fluctuations of the raw materials price used in production and the product prices fluctuations. As a result, there was an operating loss and an increase in share of losses.

- The Company increasingly recognized the share of losses by percentage of shareholding from one local associate which is principally engaged in the hospital business since it is in the start-up phase.

(6) Profitability Ratio

Profit Type	Unit	For the year ended 31 December	
		2022	2021
Gross profit margin per sales	%	13.71	9.41
Operating profit margin	%	9.36	4.37
Net profit margin to total revenue	%	10.32	6.39
Return on Equity	%	4.89	2.79

Gross Profit Margin

In 2022, the Company and its subsidiaries had a gross profit amounting to Baht 1,277.04 million and gross profit margin of 13.71 percent of sales, and a gross profit margin increased by Baht 490.72 million, or 4.30 percent of sales. Compared to 2021, it has a gross profit of Baht 786.32 million or a gross profit margin of 9.41 percent of sales. It was mainly due to the increasing of sales and services income with more effective control to improve production costs.

Operating Profit and Operating Cash Flow

According to the consolidated financial statements for the year 2022, the Company and its subsidiaries have operating profits of Baht 934.87 million, an increase of Baht 544.71 million, compared to 2021 which had operating profits amounting to Baht 390.16 million. This has been mainly of increase in sales and services in many businesses while increasing costs have been of lower proportion since certain fixed costs and other factors as earlier mentioned.

Operating Profit Margin

The operating profit margin to total revenue in 2022 was 9.36 percent, increasing by 4.99 percent based on increased operating profit.

Net Profit Margin to Total Revenue

According to the consolidated financial statements for the year 2022, the net profit attributable to the shareholders of the Company amounted to Baht 1,086.57 million, an increase of Baht 485.32 million compared to the year 2021, which amounted to Baht 601.25 million. The net profit margin per total revenue in 2022 was 10.32, an increase of 3.93 % compared to 2021, which was 6.39%; the increase was according to the performance mentioned at the beginning.

Return on Equity (ROE)

In 2022 according to the Company's consolidated financial statements and its subsidiaries calculated by the equity method, the net profit attributable to the shareholders of the Company was Baht 1,086.57 million, equivalent to basic earnings per share of 3.74 baht per share. The average return on equity was 4.89 %, an increase of 2.1 % compared to 2021, which had an average return on equity of 2.79 %. The reason for the increase is due to a number of factors as mentioned above. In part of the separate financial statements, calculated by using the cost method, the year 2022 earned a net profit of Baht 698.96 million or an earning per share of 2.33 baht per share, net profit increased by Baht 14.21 million or an increase of 0.05 baht per share compared to 2021. The main reason is that in the current year, the company has a profit from selling investment properties of Baht 105.52 million.

In addition, the Company's dividend payment policy is based on the operating results of the Separate Financial Statements, at the rate of not less than one-third of the annual net profit according to Separate Financial Statements. It is calculated using the cost method after the deduction of accumulated losses (if any). It includes taking into account the liquidity and the Company's investment plan. However, the Company will consider paying dividends to shareholders at an appropriate rate regularly. During this year, the Board of Directors considered on March 16, 2023, to propose to the Annual General Meeting of Shareholders to consider and approve the dividend payment to shareholders at the rate of 1.50 baht per share or equivalent percentage 64.38 of net profit under the cost method.

The history of the Company's dividend payment compared to the net profit per share using the cost method is as follows:

Year	Dividend payout rate (per share)	Earnings per share (cost method)	Dividend payout ratio To earnings (%)
2021	1.50	2.28	65.79
2020	1.50	2.74	54.74
2019	1.50	2.80	53.57
2018	2.00	2.73	73.26
2017	2.00	3.01	66.45

4.3 Financial Position and Asset Management Capacity

Composition and Asset Quality

As of 31 December 2022, the Company and its subsidiaries had total assets of Baht 26,259.92 million, decreasing by Baht 218.41 million or 0.82% from the end of 2021, which amounted to Baht 26,478.33 million. Asset composition, quality and significant changes are as follows:

(Unit: Million Baht)

Assets as of December 31	2022	%	2021	%	increase (decrease)	%
Cash and cash equivalents	3,316	13%	3,087	12%	229	7%
Trade and other receivables	1,341	5%	1,515	6%	(174)	(11%)
Inventories	750	3%	980	4%	(230)	(23%)
Other current financial assets	2,376	9%	2,123	8%	253	12%
Investments in joint ventures and associates	5,887	22%	5,980	22%	(93)	(2%)
Other non-current financial assets	3,462	13%	3,155	12%	307	10%
Property, plant and equipment	2,428	9%	5,971	22%	(37)	(2%)
Investment Properties	5,509	21%	2,465	9%	(462)	(8%)
Right-of-use assets	195	1%	221	1%	(26)	(12%)
Goodwill	522	2%	522	2%	-	-
Others	474	2%	459	2%	15	3%
Total assets	**26,260**	**100%**	**26,478**	**100%**	**(218)**	**(1%)**

- **Cash and cash equivalents** increased by Baht 229 million based on net cash flow from operating activities of Baht 1,332 million, cash flow from investing activities of Baht 422 million, cash flow used in financing activities of Baht 1,499 million, and translation adjustment amounting to Baht 26 million.

- **Trade and other receivables** decreased by Baht 174 million despite increasing sales and services income at Baht 955 million due to the high cash receiving for goods and services at the end of 2022; thereby balance of trade receivables at the end of 2022 was lower than at other times. Moreover, most trade receivables are not of the payment period, which is an average of 60 days closing to the credit term, while the management has as well considered allowance for expected credit loss appropriately to the current situation.

- **Inventories** were reduced by Baht 230 million, mainly of the finished goods, which are of increasing sales, and fewer goods in transit were ordered to meet the client's requirement. However, the Group has the policy to manage inventory at a low level to enhance liquidity for the business. The Group's inventory turnover ratio is 9.29 times, and the management considers the cost reduction of inventories to be recorded as the net realizable for each costs category of inventories.

- **Other current financial assets** increased by Baht 253 million due to the subsidiary's increased investment in a short-term investment of fixed saving accounts and bonds.

- **Investments in joint ventures and associated companies** were reduced by Baht 93 million due to the change in book value under the equity method in joint ventures and associates.

- **Other non-current financial assets**: An increase of Baht 307 million, mainly due to the adjustment of investments value in equity securities, both listed and non-listed companies, which are required to be measured at fair value through other comprehensive profits or losses.

- **Lands, buildings, and equipment** decreased by Baht 462 million, mainly due to the following:

    - Depreciation incurred during the year amounted to Baht 630 million.

    - Purchasing of land, buildings, and equipment during the year, amounting to Baht 288 million.

    - Disposal of land, buildings, and equipment during the year with a net book value of Baht 28 million.

    - Translation adjustments were reduced by Baht 105 million.

- **Right-to-use assets,** comprising rights to use land, buildings, equipment, and vehicles decreased by Baht 26 million following amortization incurred during the year.

- **Goodwill** arises from the acquisition of the Hilton Hua Hin Resort & Spa business, which comprises the business opportunity of operating a hotel immediately upon the acquisition date. The Company has tested the impairment of goodwill every year following accounting standards, in 2022, such goodwill was not impaired.

- **The other main assets** mainly consisted of prepaid expenses, deferred tax assets, and withholding tax.

The assets than those mentioned above have not changed significantly.

Efficiency Ratio

Efficiency Ratio Type	Unit	For the year ended December 31	
		2022	2021
Rate of Return on Assets	%	4.12	2.30
Rate of Return on fixed assets	%	22.37	16.98

Rate of return on assets

The year 2022 was at 4.12%, an increase of 1.82% from 2021, due to higher consolidated net profit based on the slowdown of the COVID-19 pandemic, by which the global economic situation of Thailand has been improving.

Rate of return on fixed assets

In 2022 was at 22.37%, an increased of 5.39% from 2021 due to higher net profit presented in the Operating and Profitability section.

4.4 Liquidity and Adequacy of the Company's Capital

Sources and uses of funds

As of December 31, 2022, the Company and its subsidiaries have sources and uses of funds as follows:

(Unit: Million Baht)

Cash Flow	For the year ended December 31, 2022
Net cash from operating activities	1,332
Net cash used in investing activities	422
Net cash used in financing activities	(1,499)
Translation adjustment	(26)
Net increased in cash and cash equivalents	**229**
Cash and cash equivalents at the beginning of the year	3,087
Cash and cash equivalents at the end of the year	**3,316**

- **Cash flows from operating activities** The Company and its subsidiaries had a pre-tax profit of Baht 1,417 million adjusted by reconciliation to cash received (paid) from operating activities. The main items are depreciation and amortization of Baht 752 million, the profit from disposals for investment properties has been of Baht 105 million, profit sharing from investments in joint ventures of Baht 595 million, loss sharing from investments in joint ventures of Baht 52 million, dividends from the investment of Baht 245 million, trade and other receivables reduced by Baht 164 million, inventories reduced by Baht 235 million, trade and other payables decreased in the amount of Baht 126 million, and income tax payments of Baht 230 million. As a result, it resulted in cash inflows from operating activities of Baht 1,332 million.

- **Cash flows from investing activities** amounted to Baht 422 million, with the following essential items:

  - Cash paid for purchases of other current financial assets of Baht 225 million, mainly for investment in marketable equity securities, short-term fixed deposits and bond.

  - Cash was received from the disposal of property, plant and equipment amounting to Baht 79 million, mainly from the major company of the textile groups, which had stopped its businesses and sold those no longer required machinery and equipment.

- Cash received from the disposal of investment properties of Baht 106 million. It is mainly from selling the Company's awaiting for development.

- Dividends from the investment of Baht 749 million.

- Buying property, plant and equipment of Baht 288 million, which is the Capital Expenditure. Mainly, it is for machinery and equipment of the overseas subsidiary which is principally engaged in power plant amounted Baht 94 million. Investment for machinery and equipment in plastic, rubber, and metal plants domestically at Baht 143 million to increase production efficiency and others of Baht 51 million.

- Cash flow used in financing activities in the amount of Baht 1,499 million, the key items are as follows:

- Cash repayment of short-term loans from financial institutions in the amount of Baht 147 million.

- Cash payment for shares to non-controlling interests of subsidiaries in the amount of Baht 550 million.

- Dividend payment of Baht 555 million.

- Cash repayment of long-term loans in the amount of Baht 192 million.

- Repayment of lease liabilities in the amount of Baht 84 million.

Overall, the Company and its subsidiaries have sufficient financial liquidity with cash available for operations and the ability to repay loan debt on time.

Appropriateness of Capital Structure

As of 31 December 2022, The Company has a capital structure of total shareholders' equity of Baht 24,087.00 million and total liabilities of Baht 2,172.92 million, representing a debt-to-equity ratio of 0.09 times. Sources of capital are mainly from equity. In addition, except for the external loan sources, according to the short-term and long-term creditor information shown in the statement of financial positions, the Company also has off-balance-sheet funding sources. It is an unused credit line from financial institutions of approximately Baht 680 milllion.

The Company has not changed its capital structure during the period and has not increased or reduced its capital. Subsidiaries have used additional funding sources from creditors, as detailed in Notes 20 and 22 to the financial statements.

The composition of the shareholder's equity

As of 31 December 2022, the Company's shareholders' equity, according to the consolidated financial statements, amounted to Baht 22,368.65 million, an increase of Baht 283.40 million, compared to Baht 22,085.25 million at the end of 2021. The main reason for the change was:

- Total comprehensive income attributable to equity holders of the Company of Baht 1,107 million.

- During the year 2022, there was a dividend payment, according to the resolution of the Annual General Meeting of Shareholders, amounting to Baht 450 million.

- Difference resulting from change in interest in subsidiary without loss of control as a result of making a Tender Offer to purchase all securities of ordinary shares and preferrence shares of the Union Textile Industries Public Company Limited (a subsidiary) in the amount of Baht 387 million.

- Translation adjustment of foreign currency financial statements due to the difference in the exchange rate between the year 2022 and 2021, used to convert foreign currency financial statements into baht. It causes the shareholders' equity to decrease by Baht 119 million.

- Gain on fair value measurement of investments in equity securities increased by Baht 237 million.

- Share of other comprehensive income from joint ventures and associates decreased by Baht 130 million.

Liquidity Adequacy

Liquidity Ratio

Liquidity Ratio Type	Unit	For the year ended December 31	
		2022	2021
Current Ratio	times	5.06	3.96
Quick Ratio	times	4.58	3.46
Interest Coverage Ratio	times	134.87	57.51

Current Ratio and Quick Ratio

In 2022, it was 5.06 times and 4.58 times, respectively. It indicates that the Company and its subsidiaries are of adequate financial liquidity.

Interest Coverage Ratio

It was of 134.87 times, indicating that the Company and its subsidiaries have sufficient cash flows to pay interest to loan creditors fully.

The ability to provide additional funding sources

The Company has additional financing sources from financial institutions, which are short-term loans that can still be used in the amount of approximately 680 million baht. The amount consists of promissory notes for a period not exceeding 3 months and those of the promissory note type. In addition, financial institutions can be contacted for additional project loans, which can be classified as medium and long-term loans.

Factors that may Affect Credit Rating

The Company has a source of capital from the equity of ordinary shares only. No debt securities are issued; therefore, there is no credit rating.

Ability to Repay Debts and Comply with Loan Terms (Covenant)

The debt service coverage ratio (DSCR) in 2022, including short-term debt, long-term debt, and interest payments, was 9.62 times. This indicates that the Company and its subsidiaries have sufficient liquidity to repay all debts and that no factors are expected to prevent them from complying with the terms of the loan. It also has no impact on dividend payments.

4.5 Contractual Obligations and Off – Balance Sheet Arrangements

As for Contractual Obligations and Off-Balance Sheet Arrangements, they are categorized into different types based on the information disclosed in the notes to the financial statements as follows:

Type of obligation	Details in the notes to financial statements, amount, and payment period appear according to various topics.
Long-term debt obligations	Note 17 Leases Note 22 Long-term loans Note 23 Provision for long-term employee benefits
Income tax liability obligations	Note 28 Income Tax (Last Paragraph) Subject deferred tax liabilities
Capital Expenditure Obligations	Note 34.1 Capital commitments
Lease and Service Obligations	Note 34.2 Operating lease commitments
Long-term service contract obligations	Note 34.3 Long-term service agreements
Obligations under operating agreements	Note 34.4 Commitment to purchase raw materials
Guarantee Obligations	Note 34.5 Guarantees

In this regard, the Company and its subsidiaries can manage the matters mentioned above with the expectation that they will not affect the business operations.

4.6 Factors or events affecting the financial position or operations in the forward looking

The business outlook for 2023 is expecting that the Thai economy will be expanded from 2022, supported by the recovery of the tourism sector in accordance with the reopening guidelines and the relaxation of travel restrictions. Thailand's tourism promotion policy will result in an increase in revenue from the tourism sector and related service businesses, which will lead to the continuing expansion of private consumption and investment. However, there are still some risk factors, such as political uncertainty in the country, especially after the election. If the formation of the government in 2023 is delayed, it may affect the continuity of economic policy, along with the tightening monetary policy of major trading partners, especially the United States and the European Union, which are likely to raise interest rates after facing a continued rise in inflation. All of these factors could lead to a slowdown in the global economy. Therefore, the Group has prepared measures to prevent damage and reduce the impact on the performance of businesses by studying and applying various technologies in production to improve the working system, such as reducing variable costs and expenses to a minimal level, reducing production waste to low levels, considering to use alternative energy efficiently, looking for new business opportunities that fit the current situation, supervising the liquidity and credit lines of the business to the appropriate level. In addition, the Company understands the perspectives of consumers in various dimensions and has defined them in the strategic plan both short-term and long-term, which are comprehensive, consistent, and responsive to the lifestyle and expectations of consumers in the present and future. Workplace hygiene measures are also maintaining to keep employees safe from the ongoing wave of COVID-19 outbreaks and mutations that may affect business operations.

4.7 More information about financial statement conversion

The Company's consolidated financial statements consist of foreign-currency-denominated financial statements of subsidiaries, joint ventures, and associates. It must be converted to Thai baht with the exchange rate information used to convert the financial statements for the past three years is shown below:

Currency	Exchange rate used					
	Statement of Financial Position			Profit and Loss Statement		
	2022	2021	2020	2022	2021	2020
RMB	4.948950	5.234050	4.601400	5.104088	5.230050	4.621200
HKD	4.425300	4.281100	3.866450	4.651950	4.300513	3.965263
TWD	1.126350	1.208650	1.068950	1.162238	1.208188	1.078213

The auditor has reviewed and expressed an unconditional opinion on the separate financial statements and the Company's consolidated financial statements. According to the auditing standards, it has summarized information on key audit matters on the Certified Public Accountant's report page.

5. General and Other Important Information

5.1 General Information

Saha-Union Public Co., Ltd. is principally engaged in investment and trading, recommend and provide the management and financial services to the group companies, distribution of raw materials and product manufactured by the group companies. The company's head office located at 1828 Sukhumvit Road, Phra Khanong Tai, Phra Khanong, Bangkok 10260, Thailand. The company registration no. 0107537000971 (formerly Public Limited Company No. 344) Tel : (66-2) 311-5111 Fax : (66-2) 331-5668 or www.sahaunion.com.

The company had a fully paid-up registered capital of Baht 3,000 million, divided into 300 million ordinary shares of Baht 10 each.

Juristic Persons of which the Company's Shareholding exceed 10% had the name, office location, head office, type of business, telephone number, fax number and each juristic person's quantity and type of issued shares, please see attachment no. 10.4.

Other References:

1. Securities Registrar is Thailand Securities Depository Co., Ltd. is located at No. 93 Ratchadaphisek Road, Dindaeng, Bangkok 10400, Thailand, Tel: (66-2) 009 9000 Fax: (66-2) 009 9991
2. Company's auditor is Mr. Khitsada Lertwana, who was a Certified Public Accountant from EY Office Limited, is located at the 33rd Floor, Lake Rajada Office Complex, No. 193/136-137 Rajadapisek Road, Klongtoey, Bangkok 10110, Tel : (66-2) 264-0777, Fax : (66-2) 264-0789

5.2 Other Important Information

The Company's operating results and financial position has been disclosed in details in this report. For any shareholders wants a hard copy could contact Mrs. Chadaporn Jiemsakultip, by telephone no. 02-311-5111-9.

Shareholders can apply to use the e-dividend via the Thailand Securities Depository System by transferring the dividend direct to the bank account.

As for the information disclosure throughout the year 2022, the Company has already disclosed the relevant information through an electronic channel of the Stock Exchange of Thailand.

Other significant information that will happen later, the Company will disclose information through the system of the Stock Exchange of Thailand.

2

Part 2
Corporate Governance

Saha-Union Public Company Limited

Annual Registration Statement / Annual Report Form 56-1 One Report 2022

Part 2

Corporate Governance

6. Corporate Governance Policy

6.1 Corporate Governance Policy

The Board of Directors encourage the good corporate governance policy to support sustainable growth with sharing value among the society and environment, operations and the expectation of stakeholders including customers, partners, employees, shareholders and government agencies. The company has operated an optimal and sustainable business structure that build confidence among shareholders, government and private agencies, as well as the capital market and the general public. The Board of Directors has always been committed to corporate governance around principles of virtue, ethics, honesty, prudence and responsibility that cascades down through all employees, resulting in a strong corporate culture. Over the past 30 years, all employees have adhered to the corporate core value; "Integrity, Quality and Service" as an operational guidepost.

The Company regularly reviews its Corporate Governance Policy with the latest edition approved by the Board of Directors on 22 November 2018. The edition was revised to cover the Corporate Governance Code for listed companies 2017 issued by the Securities and Exchange Commission. The policy also includes topics on business ethics, anti-corruption and whistle-blowing policy, of which can be viewed on the corporate website at CGManual_updated22Nov2018.pdf (sahaunion.com)

The Board of Directors has established 8 principles of a good corporate governance policy as follows:

1. Awareness of the Board's leadership role and responsibilities for sustainable value creation

As the organization's leader to achieve sustainable value creation.

- The Board demonstrates a thorough understanding of its leadership role whose responsibilities are to ensure the Company operating with good governance. The objectives, goals, strategy and operating policies are defined under the strong ethical practice, with concerning over the potential impact on society and environment. As well, the Board monitors, evaluates and assesses the performance reports.

- The Board has ethically governed the Company to formulate and drive corporate culture under the core value "Integrity, Quality and Service".

- In supervising the financial performance, the Board takes into account the changing environment to ensure the Company remains competitive. The Board targets the strong operating results with taking long-term effects into account and being adjustable amid the variable factors.

- The Board prepared the Company's Corporate Governance Manual with written underlying principles and operating guidelines.

- The Board prepared the Code of Conduct Manual, which disclosed on the Company's website as indicated above.

- The Company has declared the Corporate Governance Manual and Code of Conduct Manual to directors, executives and employees to acknowledge and sign as the operational guideline. Moreover, there are operational monitor procedures through the self-evaluation of all executives and employees and further audit by the internal audit department.

- The Board will ensure that all directors and executives perform duties responsibly, prudently and honestly as well as prudently comply with entire related laws under the Company's regulation, the Board's resolution, as well as the shareholders' resolution. All actions must be carried out for the best interest of the Company, based on adequate information and without any conflict of interest. All related transactions, asset acquisition or disposal, and dividend payment decisions must be carried out in accordance with the relevant laws.

- The Company prepared Director Manual for every director. The manual ensures a better understanding of roles and responsibilities of the Board of Directors and sub-committees, roles and responsibilities of Chairman, with

clearly distinguishing the roles between the Board of Directors, Chairman of the Board, President and management. Director Manual has been reviewed yearly to align with the Company's objectives and directions.

- Governance policy indicated the characteristics, scope of duties and responsibilities of Directors in the Board of Directors such as determining the corporate mission, key business objectives, nomination and remuneration, evaluating directors, create the corporate culture to prudently operate ethically or any other critical issues on the policy planning level. Besides, the governance policy is assigned to be duties and responsibilities of the President or the management to operate business and propose key issue to the Board, such as annual budget approval, ensure adequate risk management and internal audit, provide credible, accurate, complete and timely information disclosure, both financial and non-financial, follow up on operation progress, or other issues that significantly affect operation.

- The Board shall not intervene or take ownership of the responsibility of management, shall not interfere management decision unless deem necessary, nor violate any relevant law and regulation, such as approving the transaction with conflict of interest.

2. Define Objectives and Goals that Promote Sustainable Value Creation

The Board defined objectives or goals that appropriately support the Company's business model, of which the core business is the investment in textile, plastic, rubber, metal, computer, energy, hotel, other business in overseas as well as any business that could be value-accretive for the Company, stakeholders and general public. To determine the business that could create such value, the Company take into consideration the ecosystem, changing factors, requirements of customers and stakeholders, as well as the Company's competitiveness over time. The Company applies innovative technology to serve the changing elements including modernizing information technology system, upgrading the production system of the subsidiaries to improve efficiency, reduce the negative impact on society and environment, and to support longer-term operational growth, which all lead to value creation for all stakeholder in the long run.

The Company determine key objectives, visions, missions and strategies under Corporate Governance Manual as disclosed on the Company's website at www.sahaunion.com on page 4/33 and 5/33, of which are communicated in documents to the Board, executives and all employees under the core value, "Integrity, Quality and Service." These core values have been practiced throughout every level of the organization, resulting in consistent corporate culture since the past to present.

The Company and subsidiaries which operate the core business formulate strategies and medium-term plans and annual business plans by taking into account environmental factor, market competition, and their competencies to anticipate and analyze any potential risks. Sometimes, strategies and plans might be reviewed or amended to suit the current situation to ensure long-term competitiveness, while still in line with the Company's key objectives.

The Company provides the particular channel of communication between stakeholders and the Company to obtain accurate information, issues and requirements of each group of stakeholders. For the internal stakeholders, a suggestion box on the 6th floor of the Company's head office is provided. For the external stakeholders, they can communicate via post mail addressing Chairman of the Audit Committee and/or President, Saha-Union Public Co., Ltd. 1828 Sukhumvit Road, Phra Khanong Tai, Phra Khanong, Bangkok 10260, or the corporate website. When the Company receives the issues or expectations from any stakeholders, it will identify and prioritizes them based on the level of importance and impact then addresses the issues that could create co-value with such stakeholder.

Everyone in the organization, as well as related persons, well acknowledge that the Company will only perform legally and ethically.

The Company conducts the follow-up and monitoring practices to ensure that the implementation of the company's strategies and plans are consistent with the plan. The Company must provide the responsible person to report to the Board every month of the subsidiary or affiliate's status.

3. Strengthen Board Effectiveness

3.1 The structure of the Board of Directors comprises of 15 members including both independent directors and executive directors, which is suitable for the Company's operation that invests in various businesses, both domestic and overseas.

- The Board of Directors comprises of executives and experts with diversified skills, experience and various abilities suitable for the company's core businesses.

- There are 10 non-executive directors out of a total of 15 directors, or 66.67 percent, more than half of the Board members. The remainder are five executive directors to oversee and represent business investments. The balanced proportion between executive directors and non-executive directors provide support for proper checks and balances.

- The portion of the non-executive directors more than a half of the total executive directors enables the former to exercise objective and independent judgement on the executive actions.

- There are 5 independent directors out of a total of 15 directors, or no less than one-third of the Board members. All of which are qualified with all applicable legal requirements stipulated by the Securities and Exchange Commission and the Stock Exchange of Thailand. The independent directors and the entire board can collaborate and fulfil their role and responsibilities efficiently and in the best interest of the company while exercising objective and independent judgement.

- The Company determined that the Board of Directors must be comprised of persons with knowledge, skills and experience applicable to the Company's core businesses and investments with no gender discrimination. Every director must be qualified with all applicable legal requirements stipulated by relevant regulators. Details of the Board, such as directors' age, gender, education, experience, shareholding percentage, years of service as a director, and director position in other listed company, are disclosed as attachment 1.

3.2 Chairman of the Board, the Board's composition and independent judgement

- Chairman is independent and non-executive director
- Chairman is a different individual from President and has different roles and responsibilities. There are clearly defined roles and responsibilities of both positions.
- The Chairman is responsible for leading the Board with duties as followed:

1. Oversee, monitor, and ensure that the Board efficiently carries out its responsibilities to achieve the Company's objectives and goals.

2. Ensure that all directors contribute to the company's ethical culture and good corporate governance.

3. Call for the Board meeting by sending the invitation and related documents to all directors at least 7 days before the meeting.

4. Set the Board meeting agenda by discussing with the President which essential matters should be included.

5. Preside over the Board meeting and allocate sufficient time for management to propose topics and for directors to debate essential issues thoroughly. Encourage directors to exercise independent judgement in the best interest of the company. Conclude the Board meeting's resolution.

6. Promote a good and constructive relationship between the executive and non-executive directors, and between the Board and management.

7. Preside over the shareholders' meeting to ensure that it is conducted according to the Company and relevant laws and regulations. Allocate sufficient time for shareholders to make the inquiry or provide feedback fairly. Ensure that shareholder's inquiry is appropriately and transparently responded.

- The Company does not establish the policy that the tenure of an independent director should not exceed a cumulative term of 9 years from the first day of service since the Company deems independent directors are sufficiently independent and exercise objective and independent judgement that benefit the Company's operation.

- The Company set up sub-committees to prescreen the issues before bringing such matter to the consideration of the Board, such as related transactions, assessment of internal audit and risk management, and to recommend action for Board's approval.

- The Board oversees the information disclosure about the roles and responsibilities of the Board and the sub-committees, the number of meetings and the number of meetings attendants in meetings throughout the previous year, and other relevant information as disclosed under the Board's administration in section 8.1 and and the Board of Directors and the sub-committee performance item 8.1.1 Director Selection, Development and Performance

Evaluation. The Board must approve this information before being disclosed in the Annual Report or Form 56-1 One Report.

3.3 The selection and nomination of directors and directors' remuneration

The Company has a clear and transparent policy and procedures for the selection and nomination of directors resulting in the desired composition of the Board. The Company proposes the directors' remuneration for shareholders' approval. The Company forms the sub-committee with a task of Nomination Committee and the Remuneration Committee as one committee. Most members of the committee accounting 66.67 percent, are independent directors, including the Chairman. The Committee has highly experienced and well-qualified directors. They are:

Name	Position
1. Mr. Yanyong Tangchitkul	Chairman of Nomination and Remuneration Committee / Independent Director
2. Mr. Anon Sirisaengtaksin	Nomination and Remuneration Director / Independent Director
3. Mr. Chutindhon Darakananda	Nomination and Remuneration Director

- Each director's remuneration from the Company and/or subsidiary (if any) has been disclosed in the table under the meeting attendance and payment of remuneration for individual directors' section 8.1.2.

3.4 Nomination of Audit Committee and related responsibilities

The Board appoints Audit Committee which comprised exclusively of independent directors who are qualified following the requirements of relevant regulators. The Audit Committee has a scope of responsibilities and other details as mentioned in section 7.3 Information about sub-committees.

3.5 Director's responsibility in allocating sufficient time to perform their duties effectively.

- Every director understands his or her duties very well. The Board sets the dates of the meetings in advance for the whole year to ensure that directors can attend all sessions. Every director usually attends every meeting unless in the event of unforeseen, such as crucial overseas engagement, accident or sickness. The attendance record of every director is listed individually under the section major development regarding corporate governance.

- The Company does not set any criteria limiting the number of director positions directors can hold simultaneously in other companies because there are many subsidiaries and affiliates that the Company is investing in across many industries. The directors are representing those companies to monitor and ensure operations are consistent with the Company's objectives. Therefore, multiple director positions in these affiliated companies are benefiting the Company. In the meantime, the number of listed companies each director holds directorship position does not exceed 5 companies.

- The Company secretary collected information about directors holding positions at other companies every year. Such information is publicly disclosed as part of Directors profile in the Annual Registration Statement or Form 56-1 One Report.

- The Company establishes an information security measures and procedures with the information retention system. For the information that should be publicly disclosed, such as market-sensitive information, related transaction, asset acquisition or divestment, dividend payment, and so forth, the Board will discuss the matters in the Board meeting and disclose through the Electronic Company Information Disclosure system of the Stock Exchange of Thailand to all shareholders and investors within the same day.

3.6 The investment in subsidiaries and other businesses supervision framework

The core business of the Company is the investment in subsidiaries, joint ventures and associates. The Company, therefore, has to define operating guidelines for executives, management and authorized persons in subsidiaries to oversee and monitor businesses in which the Company has a significant investment in, which could be summarized as follow:

- To determine written policies governing subsidiaries and communicate those policies to directors or managements supervising such businesses.

- The Company's Board of Directors appoint subsidiary directors, executives, or others with governing power to the business in which the Company has a significant investment.

- Defines duties and responsibilities of the Company's representatives, subsidiary's senior executives, finance and accounting manager, and so forth to perform following the prescribed authority with emphasizing in the subsidiary's best interest and consistent with the governance framework and policies of the Company in the same time.

- Ensures subsidiary's internal control systems are effective and that all transactions comply with relevant law and regulations. Subsidiary must complete self-evaluation regarding its internal control for the parent Company every year and will be subjected to periodically audited by the Company's internal audit.

- Requires subsidiary and business in which the Company has a significant investment in to disclose financial information, related-party transactions, acquisition and disposition of assets and other important transactions to the Company at least every quarter and financial information every month.

- For the business in which the Company has a significant investment in, the Company ensures that written shareholder agreements are in place to enable the company's performance monitoring and participation in the businesses' management, including for approval of significant transactions and decisions. This is also used as the information for the Board meeting discussion and shareholders' resolution, of which the information and financial statements have complied with relevant rules and regulations.

3.7 Annual performance evaluation of the Board

The Board of Directors has regularly evaluated their operational performance once a year both individually and the entire Board. Besides, the sub-committee's performance (the Nomination and Remuneration and the Audit Committee) is also evaluated once a year by assessing the Committee as the whole. The results are collected by the secretary of the sub-committee and the Company's secretary. The results are reported to the Board to review the performance, issues and obstacles during the past year enhancing the Board's effectiveness following the Corporate Governance Principles. The matters are disclosed on the 56-1 One Report under section major development regarding corporate governance.

3.8 Training and development of Board of Directors' roles and responsibilities

The Company has constantly ensured that every individual director is provided adequate knowledge and better understanding to perform duties and responsibilities. The Company supports and encourages the director to receive essential and sufficient training and development from external institutes, such as in the area of relevant rules and regulations, laws, financial and so forth.

- For the information regarding the business operation, environment, internal and external changing factors, operating performance and other relevant matters, the Board regularly receives up-to-date information from the Company to enable the Board better understand and perform.

- The newly appointed director will receive a formal and proper introduction and all information relevant to their responsibilities and performing their duties, including details about the company's objectives, vision, missions, core value, the nature of the business, and other relevant company's operations from the Company's management (New director's orientation). Besides, All directors will receive DAP training courses, as well as other training courses related to the performance of directors's duties from the Thai Institute of Directors Association (IOD), such as DCP courses or ACP courses for audit committees, etc. The training and knowledge development of the Board are disclosed in the section 8.1.1 Recruiting, developing and evaluating the performance of the Board of Directors in the Annual Registration Statement 56-1 One Report

3.9 Duties of the Board and the Company Secretary

- The Company set up the Board's meeting schedule in advance for the whole year. The Company Secretary proposes the schedule to the Board's meeting; hence, each director should receive sufficient notice to ensure attendance.

- The Board's meeting invitation letter, agenda and relevant documents are sent to every director at least 7 working days prior to the Board's meeting.

- The Company holds Board's meeting monthly, in which executive or management reporting operation and relevant information for the Board's acknowledgement, consideration and/or approval. The Board has monitored the operations to ensure the Company's strategies be applied. If the result of activities were found that it failed to achieve the Company's target, the Company would consider adjusting the strategic plan in line with the situation at that time.

- Before issuing the Board's meeting invitation, every director and executive can propose the inclusion of relevant items on the meeting agenda.

- The Board encourages the President to invite key executives to attend board meetings to provide further details of the meeting agenda that they are directly responsible for.

- The Board can access further accurate, relevant, timely and clear information required for their respective roles from the President, other executives or the Company Secretary within the scope of policies. If necessary, the Board may seek independent professional advice at the company's expense.

- Non-executive directors can hold the meeting, as necessary, among themselves without the management team. In this case, they will report the outcome of their meeting to the Company's President.

- The Board appoints Company Secretary with the necessary qualifications, knowledge, skills, and experience for performing his/her duties, including providing advice on corporate governance, legal, regulatory and administrative requirements for the Board, supervising compliance with laws, regulations, requirements, standard policies, preparing board meetings and other relevant documents, record the meeting minutes, and coordinating the implementation of board resolutions. The Company Secretary is responsible for duties prescribed in the Securities and Exchange Act, 4th edition (B.E.2551), Section 89/15, Section 89/16, Section 89/17 and Section 89/23.

- The Company Secretary has been received ongoing training and education relevant to his/her duties, including Company Secretary Program (CSP) 27/2008, Effective Minute Taking Program (EMT) 11/2008 from the Thai Institute of Directors (IOD) Fundamental Practice for Corporate Secretary Program (FPCS 28) from Thai Listed Companies Association, and Smart Disclosure Program (SDP) from the Stock Exchange of Thailand.

- The qualifications and experience of the Company Secretary are disclosed following to the director's background as Attachment 1.

4. Ensure Effective Executive and People Management

4.1 The Company deems that capable executives that possess the wealth of knowledge, skills, experience, and characteristics are necessary for the Company to achieve objectives. Therefore, **the Board has prescribed effective executive management process** with the following guidelines:

- The Board assigns the Nomination and Remuneration Committee to establish, the criteria and procedures for nomination and appointment of the President. The current President of the Company was nominated through such selection process and was approved by the Board of the Directors.

- The Board ensures that the President appoints knowledgeable, skilled, and experienced key executives and approved the appointment of the key executives nominated by the Board and the Company's President.

- To ensure business continuity, the Board develops and succession plan for the President and key executive positions. The succession plan is presented to the Board every year, particularly about the executives of the Company, subsidiaries and significant joint-ventures.

- The Board promotes continuous development and education of the President and key executives that is relevant and beneficial to their roles and responsibilities.

- The Board sets clear criteria and guidelines for the President and key executives serving as a director in other companies. Such instruction indicates the type of position and authority but does not limit the number of director positions he/she can hold simultaneously in other companies due to the most of those directorship positions is the Company's affiliates.

4.2 Compensation structure and performance evaluation

4.2.1 The Company offers attractive compensation structure to incentivize the President, key executives and employees at all levels of the organization to encourage them to perform in support the company's key objectives and values and fosters long-term benefit for the Company's operation through:

- The appropriate combination of salary and other short-term compensation such as bonus, and long-term benefit such as provident fund contribution which it only paid to the employee upon departure under the labour law, plus the retirement pay (in the case of retirement).

- Ensures individual total compensation takes into account industry standards and company performance, and

- Ensures the employees at all level acknowledge the Company's performance evaluation criteria.

4.2.2 Non-executive directors have a role in determining the total compensation and performance evaluation criteria of the President. The non-executive directors should:

- Approve the performance evaluation criteria of the President. The appropriate standards could incentivize the President to perform his/her duties under the Company's objectives and for the long-term benefits. The President already acknowledged the evaluation criteria.

- The Company conducted a performance evaluation of the President every year. A senior director will communicate the evaluation result as well as suggesting a key area of improvement to the President. The performance evaluation takes financial performance and other relevant factors into consideration.

- Approve total annual compensation of the President, taking into account the evaluation above.

4.2.3 The Board establishes the performance evaluation criteria and overall compensation structure of senior management. Besides, the Board also ensures that the President would evaluate the performance of the senior management in line with the criteria.

4.2.4 The Board ensures that clear and predetermined performance evaluation criteria are in place for all employees.

4.3 <u>The Company's shareholder structure and relationships, which may affect the management</u>

- The Board acknowledges and understands the Company's shareholder

structure and relationships that the major shareholders are the Company's business partners. Such structure provides it with strategic bargaining power and mutually benefits all parties over the past 40 years in which each major shareholder focus on his/her own business.

- Over time, the shareholder structure does not affect the performance and

execution of the Board of Directors.

- The Company has no agreement nor conditions among shareholders that

might have any impact on the management control over the Company.

4.4 <u>Human resources management and development</u>

The Board pays much attention to the development of human resources management and people.

- The Company ensures that the human resources management is aligning with the company's objectives and strategies with an appropriate number of employees. Also, the Company ensures employees have possessed adequate knowledge and competencies to perform assigned task, fairly-compensated and treatment, as well as the well-being in the workplace to retain capable employees to remain with the Company.

- The Company provides two long-term saving plans for the employee in the event of departure or retirement, including; 1. monthly saving to the Employee Savings and Credit Cooperatives of Saha-Union Group of which the withdrawal is only allowed upon departure, and 2. Provident fund contribution, of which the Company also co-contributes to the employee's fund. Both saving is deducted from employees' monthly salary. For the provident fund, there are employee representatives to participate in the fund committee and choose relatively low-risk investment which is suitable for the majority of employees for the sake of their long-term financial security.

5. Nurture Innovation and Responsible Business

5.1 Since the Company's core business is the investment in various industries including industrial or service sectors. The economic benefit usually comes from the dividend income from the invested companies, which translates into the return to shareholders. The key contributors to enable the Company to achieve its key objectives are subsidiaries, joint-venture and associates who operate the core businesses. Most of the Company's business activities are of those subsidiaries. Therefore, any critical innovation that would transform the business will also be engaged by those subsidiaries, which will indirectly create value for the Company's stakeholders and related parties. Innovation could be implemented throughout the supply chain and working processes of the businesses that the Company has invested in; from product design, product development, research and development, efficiency enhancement and the reduction of negative impact on society and environment.

However, the Board emphasizes on creating a corporate culture and the core value "Integrity, Quality, Service" to be implemented by employees across the Company and all subsidiaries to ensure that they operate ethically, compete effectively, and treat all employees fairly. The Company encourages training and development for employees to be knowledgeable and capable to competently engage in the innovation transformation to improve work efficiency, maintain a good relationship with joint-venture partners, customers, suppliers, relevant regulators, communities and related stakeholders as well as any follow up action.

5.2 The Board ensures management to adopt responsible operations to society and environment, and incorporate them into the company's operational plan. The Company applies ethical operating guidelines to grow the organization sustainably, which covers various aspects including employee, customer, supplier, community, environment, fair competition and anti-corruption, as disclosed under the section Driving Business for Sustainability.

5.3 The Board has a thorough understanding of the company's resource needs

- Monetary resource: Utilizing appropriate resource to support its business model as necessary.

- Human resource: Provide sufficient and qualified employees, as well as support training and development to enhance employees' skill and effectiveness in related fields.

- Social resources and relations: Organize CSR activities, collaborate with relevant government agencies and create healthy and legally relationships with them.

- Environmental resource: Efficiently utilize power and water consumption, improve the efficiency of energy consumption to reduce the impact on the environment indirectly.

5.4 The Company has the policy to manage the information technology resource to cope with the changing environment effectively and to allocate IT resources for business operation sufficiently.

- The Company has operated the IT risks with a clear policy announcing to comply with cyber law strictly. The Company prohibits any software piracy, intellectual property violation, and any violations of relevant Information Technology laws and regulations.

- The Company establishes a cyber security policy and measures, with the monitoring system, put in place by the internal audit department. As well, the accounting auditor also audits the IT matter, for instance, the IT working system, the risk management, the information security, right of information usage, information access, the contingency plan and so forth.

6. The Board of Directors' effectively strengthen the risk management and internal control

6.1 The Board has focused on risk management and internal control system to comply with the regulations and relevant standards. The risk management guidelines are summarized as follow:

- The Board assigns Risk Management Committee to consider and review risk management policy, risk factor, possibility, potential impact and mitigation measures. The Company also identifies the internal and external risks, prioritizes them and the solutions that are suitable for business operation.

- Various risk factors are listed in the section 2 "**Risk Management"**. The Risk Management Committee has reviewed the risk management policy annually and regularly informed any findings and recommendations to the Audit Committee and the Board of Directors.

- The Board aware and understand the significant risk and approves the risk appetite of the Company. The Company sets risk management policies for everyone across the organization to abide.

- The Board ensures that all business operations and activities comply with applicable laws and regulation as well as relevant national and international standards.

- The Company summarizes the result of self-assessment, internal control, and risk management of the Company's subsidiaries and affiliates that the Company has a significant investment in (the shareholding between 20 percent to 50 percent of total). The summary report is presented to the Audit Committee for further consideration.

-The Company already disclosed details about risk management practices under the section "Risk Management" and "Internal Control and Related Parties".

6.2 The Board set up **the Audit Committee** that can act effectively and independently.

- The Audit Committee comprises of three members who are all independent directors. They possess all necessary qualifications and duties under the rules set forth by the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET). At the latest meeting held on December 23, 2021, the Board of Directors passed a resolution to appoint the Audit Committee to hold office for the term of three years. List of the Audit Committee is as follows.

Name	Position
1. Mr. Chai Jangsirikul	Chairman of the Audit Committee/ Independent Director
2. Mr. Anon Sirisaengtaksin	Director / Independent Director
3. Mr. Prinya Sainamthip	Director / Independent Director

All three Audit Committee Directors have continued to perform duties independently. During 2022, there were four Audit Committee meetings. The Audit Committee reported its operations and findings to the Board quarterly.

6.3 Monitoring and managing potential conflicts of interest

The Board monitors and manages conflicts of interest that might occur between the Company and management, directors, and shareholders. The Company also has a procedure to prevent inappropriate use of corporate assets, information, and opportunities, including improper transactions with related parties.

-The Board establishes an information security system, including policies and procedures, to protect confidentiality and integrity of business information, as well as the market-sensitive information. The Board regularly monitors that directors, executives and employees comply with the information security policies as indicated in the Corporate Governance Manual. The policies also apply to the external relevant parties, such as legal or financial advisors, by signing the compliance agreement.

- The Board and the Audit Committee manage and monitor any transactions that potentially cause the conflict of interest, such as related transactions. The Company establishes clear guidelines and procedures for operation and information disclosure according to the relevant regulations for the best interest of the Company and shareholders. Any related parties who have interests in such transaction have no involvement in neither meeting nor the decision-making.

- The Board has set the corporate governance requirements concerning the policies and guidelines for considering and executing the connected transaction or the cross-transaction. Prior to the consideration of the matter in the Board's meeting, there must be a report on conflicts of interest recorded in the minutes of the meeting. The Board also ensures that all directors who have a conflict of interest concerning an agenda item abstain from being present for the discussion of or voting on such agenda.

6.4 The Board sets up clear anti-corruption policies and practices, in which pass onto all employees across organization and external parties to ensure consistent practices. The Company also prepares the manual providing to the internal and external parties, which can get further details at the Company's website, www.sahaunion.com.

The Company has arranged the anti-corruption promotion campaigns. Over the past year, the Company donated THB 1 million to Thailand's Private Sector Collective Action Coalition Against Corruption (CAC). The

Company also initiates multiple campaigns through various communication outlets to raise awareness and educate employees about anti-corruption practices, legal practices, and relevant regulations. The Company also communicate to partners about its anti-corruption policy and require the strict application of the policy from the external parties as well.

7. Ensure Information Disclosure and Financial Integrity

7.1 The Board pays much attention in the integrity of the company's financial reporting system and the accuracy, timeliness, adequacy and credibility of the information disclosure and line with the applicable law and related requirements. The guidelines of which can be summarized as followed.

- The Board ensures that any person involved in the preparation and disclosure of any information of the company has relevant knowledge, skills and experience, and sufficient staffs to perform regarding duties and responsibility. The Company appointed the top executives in accounting and finance, Chief Financial Officer (CFO), accountant, internal auditor, Company Secretary, and investor relations.

- The Board thoroughly considers all relevant factors when approving information disclosures. For example, the periodic financial statement disclosure, the Board must also consider following factors.

(1) The results of the adequacy of the internal control system assessment.

(2) The external auditor's note on financial reporting, observations on the internal control system, and any other observations (if any).

(3) The Audit Committee's opinions.

(4) The information's consistency with the Company's objectives, goals, strategies and policies.

- The information disclosures (including financial statements, annual reports, and Form 56-1 One Report) on the Company's website can reflect the adequacy disclose of Company's financial status and performance. The Board promotes the inclusion of the Management Discussion and Analysis (MD&A) along with quarterly financial release in the event of significant change in financial performance, such as the change of more than 20 percent in revenue or net profits, to provide investors information and better understanding in the cause of such changes. The financial statements for the year 2022 of the Company have been unconditionally certified by the auditor of the Company. In addition, the Company has no history of late submission of financial reports or being ordered to amend financial statements.

- For any disclosure related to any individual director, such director would be responsible for the accuracy and completeness of the disclosed information.

7.2 The Company's sufficient financial liquidity and debt service capability

- The Board assigns management to regularly monitors, evaluates and reports on the Company's financial status monthly. Should there be any sign of liquidity problem, the Board and management will cooperate to promptly address and remedy, for instance, the issue regarding inventory, accounts receivable, or free cash flow requirement from subsidiaries in which almost wholly-owned by the Company.

- Upon any Board resolution or agenda for the shareholders' approval, the Board is confident that such resolve will not affect the business continuity, financial cash flow, or ability to repay debt.

7.3 Appropriate information disclosure, the Company discloses operating information in the Form 56-1 One Report according to the relevant regulations. The Company discloses Code of Business Conduct, Employee and Stakeholder Fair Treatment Policy, Anti-Corruption Policy, and Corporate Governance Policy, complaint and whistleblowing Policy in the Company's website at www.sahaunion.com. The Company also discloses Fair Treatment and Human Right Policy under the section Responsibilities towards Society and Environment. All disclosed information are the Company's key policies, which lead to sustainable business value creation.

7.4 Investor Relations

The Board assigns management to appoint the investor relations function responsible for timely, effective and fair communication with shareholders and other stakeholders such as analysts and potential investors.

- The Company establishes a communication and disclosure policy while protecting the company's classified information and securities price-sensitive information by providing clear communication to all employees regarding such a disclosure policy.

- The Board appoints personnel responsible for providing information to external parties. The company's designated Investor Relations is suitable for the role and have a thorough understanding of the Company's business, objectives, core values and can communicate with the capital market well. The Board assigns the duty of investor relations to Chief Financial officer (CFO) and the Company Secretary to disseminate information effectively.

7.5 Effective use of information technology in disseminating information

The Company discloses information according to the required regulation through the Electronic Company Information Disclosure system of the Stock Exchange of Thailand. The Company also uses the information technology for disclosing further information through the Company's website at www.sahaunion.com where would have an update of information regularly. The information comprises of the financial statement, Board of Directors and executives, Form 56-1 One Report, and related information, for instance, Corporate Governance Manual, Code of Conduct Manual, Anti-Corruption Policies, Whistle-blowing and complaints handling policies.

8. Ensure Engagement and Communication with Shareholders

8.1 The Board has the policy to abide by the Corporate Governance Code and any relevant regulation thus assuring that shareholders have the opportunity to participate in decision-making regarding significant corporate matters.

- In the shareholders' meeting agenda, there are agendas according to the regulatory requirement and agendas that could affect business operation (if any) for shareholders' consideration and approval.

- The Board supports the participation of shareholders and allows minority shareholders to propose agenda items for shareholders' meetings prior to the meeting. The Board considers shareholders' proposals to be included in the agenda. Besides, the Board arranges the submission notifications and criteria through Electronic Company Information Disclosure system of the Stock Exchange of Thailand prior to the shareholders' meeting during October 1st to December 31st of each year.

- The notice of the shareholders' meeting is accurate, complete, and sufficient for the shareholders to exercise their rights.

- The notice of the shareholders' meeting and related documents must be sent to shareholders at least 14 days prior to the shareholders' meeting and posted on the company's website at least 30 days prior to the meeting.

- The notice of the shareholders' meeting and related papers must be fully prepared in both Thai and English languages, both of which are distributed at the same time.

Other relevant details are disclosed in the section Other Corporate Governance Principles.

8.2 The Board ensures that the shareholders' meetings are held as scheduled and conducted properly, with transparency and efficiency, and ensures inclusive and equitable treatment of all shareholders and their ability to exercise their rights.

- The Board sets the date and time for shareholders' meeting on working day. The Board sets and allocates sufficient meeting time for debate. The venue is at the Company's meeting room, which is located by the main road and is accessible by car and sky train.

- The Board does not limit attendance by or place an undue burden on shareholders. For shareholder or proxy identification, the Company only requires minimal identification requirements applicable to legal and regulatory requirements.

- The Company promotes the use of information technology to facilitate the shareholders' meetings, from the registration and vote counting on each agenda that yields fast, accurate and complete results.

- The Chairman of the Board acts as the Chairman of the shareholders' meeting with responsibility for compliance with applicable legal requirements and the company's articles of association, allocating sufficient time for consideration and debate of agenda items, and providing opportunity to all shareholders who wish to share their opinions or ask questions related to the company.

- Directors, as the shareholders' meeting participant and as a shareholder, should NOT add items to the meeting agenda that have not been duly notified in advance nor support such action, especially that agenda that requires extensive information for decision making to allow shareholders to participate in decision making.

- All directors and relevant executives should attend the meeting to answer questions from shareholders on company-related matters, unless in the event of unforeseen, such as sudden sickness.

- Prior to the start of the shareholders' meeting, the Chairman would inform the number and the proportion of shareholders and shares represented at the meeting in person and through proxies, the meeting method, and the voting and vote counting methods.

- If there are any agendas that require multiple voting, the Chairman will unbundle the agenda for shareholders to vote separately on each item, such as the election of the Company's directors or Director's remuneration.

- The Board supports the use of ballots for voting on all resolutions proposed at the shareholders' meeting and designates an independent party to count or to audit the voting results for each resolution in the meeting, and to disclose such voting results at the meeting by identifying the number of "agree", "against" and "abstain" votes. The voting results for each proposed resolution are included in the minutes of the meeting.

8.3 The Board ensures accurate, timely and complete disclosure of shareholder resolutions and preparation of the minutes of the shareholders' meetings.

- The Board ensures that the company discloses the results of voting on proposed resolutions at the shareholders' meeting through the designated Stock Exchange of Thailand channels and the company's website by the next business day.

- The Board ensures that minutes of the shareholders' meeting is submitted to the Stock Exchange of Thailand within 14 days from the shareholders' meeting date.

- The Board ensures that the company promptly prepares the minutes of the shareholders' meeting, including the following information;

(1) Date, time and venue of the shareholders' meeting,

(2) The list of attending directors, executives, and the proportion of participating directors and the non-attendance.

(3) Voting and vote counting methods, a summary of the resolutions the Chairman or director proposed to the shareholders, and the meeting resolutions.

(4) Voting results ("agree", "against", and "abstain") for each proposed agenda.

(5) Questions asked and answered during the meeting, including the identity of the persons asking and answering the questions.

Other relevant information is disclosed in the section Other Corporate Governance Principles.

Supervision of subsidiaries, joint ventures and associated companies

The Company's subsidiaries, joint ventures and associated companies engage in many fields of businesses. The Company has supervised the subsidiaries, joint ventures and monitored the associated companies through the following methods;

(1) Company's Board of Directors supervises the management and operation of subsidiaries following its objective. Regarding representatives in subsidiaries, the Company assigns the representatives to act as directors or executives to control management and be responsible for the subsidiaries' operation. Such representatives must be appointed by the Company's Board of Directors. Representatives are sent to the joint ventures and associates to perform their duties as directors of those entities, to provide helpful comments, to acknowledge business trends and operation results of joint ventures and associates in line with the proportion of its shareholding. There will be regular Board of Directors meeting for subsidiaries, joint ventures and associates.

The number of the Directors seat in the subsidiaries, joint ventures and associates must be at least in proportion with the Company's shareholding.

The Company's representative who performed their duties as the directors or executives of the subsidiaries, joint ventures and associates have duties and responsibilities as stated in the management guide, which includes the participation in determining key operating policy for such businesses.

Regarding the supervision of subsidiaries, the Company has done through the Board meeting which regularly holds almost every month to inform the Board on the financial position and operating results or to seek approval on any significant transactions following the relevant mandatory rules.

The Company has determined that its subsidiaries have appropriate and adequate internal audit procedures. The Company has incorporated internal control into 2 steps.

Firstly, the subsidiaries will assess the adequacy of the internal audit by itself. Secondly, the Company's internal audit will randomly inspect the subsidiaries' internal systems through the subsidiaries' internal audit department.

(2) The Company and shareholders of the subsidiaries, joint ventures and associates have no other agreements which are significant to the business operation or the Group of Companies other than the usual business practice.

Policies and practices regarding shareholders and stakeholders

1) The Rights of Shareholders

(1) Apart from the voting rights, the shareholders are eligible for a return on investments in the form of equal dividend payments. The minority shareholders are entitled to the right to receive the dividend at the same rate as those of major shareholders or related parties (if any).

- The Company has allowed shareholders to propose a meeting agenda or submit any questions related to the Company during October 1st to December 31st of each year. The Company provides the opportunity for shareholders to propose the meeting agenda with informing the criteria of this procedure in advance. The criteria comprised of qualification of the person who proposes the agenda, procedures to propose the agenda, details of the information and including criteria and process to consider the proposal via the Company's website: www.sahaunion.com or by mail.

(2) Shareholders' Meeting Invitation

The Company will send out meeting invitations letter, which specifies each agenda and related documents to the shareholders at least 14 days prior to the meeting date for review. Also included in the documents are:

- Date, time and venue of the shareholders' meeting

- The previous minutes of the shareholders' meeting as supporting documents for endorsing the minutes' agenda.

- Financial statements information, operational performance and the most recent annual report for review to acknowledge the performance report and to present questions or doubts (if any).

- The objectives, rationales and Board of Directors' opinions for each agenda.

- The agenda of the Director, the director's election and remuneration agendas were separated.

- Information of the director nomination in the Director Election agenda including name, last name, age, their educational backgrounds, working experiences and director categories, all of which have been selected and nominated by the Nomination Committee based on the standard criteria and methods. In case, any returning Director is nominated, the information of his previous year's meeting attendance and the number of years of service the person has been serving in the Board of Directors will be provided.

- The information of the auditors including name, last name, the audit firm he/she represents, work experience and the service fee including verification of the auditor's declaration of independence, number of years for service, all of which have been reviewed by Audit Committee as part of the appointment of the Company's independent auditors' agenda.

- The dividend payment policy, its rate and the rationale for the dividend payment agenda is included.

- The Company prepares invitation in both Thai and English version to cater to foreign shareholders, which is to be distributed at the same time with the Thai version. The invitation was also published on the Company's website.

(3) Shareholders Meeting and the right to proxy

- The Company shall encourage shareholders to exercise their rights by attending the meetings and voting. Any shareholder who cannot attend the meeting may present Proxy Letter to assign his/her representative. Therefore, the company must send out the Proxy Letter along with the meeting invitation in advance.

- The Company shall never limit or violate the right of shareholders in any case.

- The Company shall provide any necessary services for shareholders' conveniences on the meeting day. Staff will be available to help with the registration procedure and preparation of any documents requested least one hour prior to the scheduled meeting.

- The meeting shall be located at a convenient location, close to a main street or sky train station. Snacks and beverages shall be served for shareholders.

- Before the meeting starts, the Chairman shall introduce the Directors and Executives individually to shareholders. There should be present the Chairman of the Board, President, the Chairman of the Audit Committee, the Chairman of Nomination and Remuneration Committee, the Chairman of Risk Management Committee, Independent Directors, Directors, the Company Secretary, Finance and Accounting Manager and Auditors.

- Chairman of the meeting shall explain voting procedures, the use of the voting card and how to count the votes to the shareholders prior to the start of the meeting.

- The shareholders have the right to consider the Company Directors' remuneration as its agenda will be held annually.

- As for the Directors' remuneration agenda, the Company shall explain fixing the remuneration's policy, process and principles, that's the Director received only meeting allowance. Proposing all type of payments in each position of Company's Directors would be approved by the Remuneration Committee, then presented to the shareholders' Meeting's consideration as well.

- As for Director appointment, the Company shall allow shareholders to vote either for an individual or a group based on the meeting's resolution. The vote can be done by either nominating the new member into the committee or the current one to be re-elected. All candidates must be approved by the Nomination Committee. Each candidate has to provide personal history and experience.

- Dividend Payment Agenda. The Chairman shall explain the Company's policy of dividend payment and its offering rate. Also, the current year's dividend payment shall be submitted to shareholders for approval along with its rate and calculation. Therefore, shareholders can consider and vote accordingly.

- Appointment of the auditors' agenda. The Chairman shall nominate more than one person from the same auditing office. The auditors' history of auditing and the number of years working as the Company's auditors including qualifications in compliance with those of the Office of Securities and Exchange Commission. The auditors shall work independently without any personal binding with the company, the Board of Directors or the executives. Also, the auditing fee shall be proposed for shareholders' approval.

- The Chairman of the meeting shall allow any questions from the shareholders including suggestions regarding any agendas. The Board of Directors or related Directors shall answer every question from shareholders until satisfied. All other opinions or suggestions shall be taken into further consideration. All shall be completely and accurately recorded in the minutes of the meeting.

- Every agenda resolution, names of attended directors and management, shall be recorded clearly in the Minutes of the Shareholders Meeting and showing number of votes on each agenda. In each agenda, the minutes have to show the number of shareholders that vote for, against and abstain. The computer processing system shall be used for vote counting in each agenda and will be announced by the Chairman. Furthermore, the full report which contains the matters in each agenda shall be sent to the SEC within 14 days after the meeting. The minutes of the

meeting shall be carefully filed and available for reference by the shareholders at all time by going to the Company's website; www.sahaunion.com.

(4) The Company shall not add any item to the agenda that is not previously stated in the shareholders' meeting invitation letter.

(5) The Company's shareholding structure had been carrying on approximately for the past 40 years which has no objective to set up the prevention of business takeovers but on cross-holding. The structure is to give shareholders the most benefit of managing, manufacturing and selling without any conflicts of interest.

- The Company's structure is not a pyramid scheme. In the past, there were some corrections on the crossholding structure to avoid the connected transactions.

- Board of Directors shall not holding the share in aggregate of more than 25% of the Company's issued and paid-up shares shares.

- The Company reported over 40 per cent of issued stocks as free float. This will give shareholders trading liquidity in both the secondary market or the Stock Exchange of Thailand.

- In the past year, the Company had no cases of violations/non-compliance with the rules on share repurchase/prevention of communication between shareholders/non-disclosure of agreements between shareholders (Shareholders agreement).

2) Equality among Shareholders

(1) The company has the policy to treat all shareholders equally which been set in the Company's Code of Conduct Manual with no violation to minority shareholders or foreign shareholders.

- According to the Company's voting rules, one share equals one vote regardless of being major or minority shareholders or foreign shareholders.

- The Board of Directors shall answer every question raised by minority shareholders and foreign shareholders in the meeting.

- Prior to the meeting date, the Company shall provide the opportunity for shareholders to submit any agenda, inquiry or information to be included in the meeting agenda and discussed in shareholders' meeting. The submission can be made through the Company's website during October 1st to December 31st of each year.

- The Company shall provide any conveniences to the shareholders who cannot attend the meeting in person by attaching the Proxy Letter form that contains the information has appeared on Form Kor along with the shareholders meeting invitation letter. The Company shall propose the independent director as a proxy alternative for shareholders.

- The shareholders' meeting invitation letter shall indicate the type of documents and proof needed to attach the Proxy Letter including to provide step-by-step instructions to issue Proxy Letter to the shareholders in advance without any further regulations or conditions that will complicate the procedure.

- The Company shall send out the shareholders' meeting invitation letter and related documents such as Proxy Letter, meeting minutes, annual report, and financial statements to the shareholders at least 14 days before the meeting date. All shareholders will have sufficient time to study the information and agendas to make informed decisions during the meeting.

- The Company shall use its website to communicate on the meeting plans and agendas to all shareholders before sending out the official invitation letter. All details regarding the meeting shall be included and should be posted on the website for viewing at least 30 days prior to the meeting date.

(2) The Policy of Insider Trading Prevention.

The Company has a policy of insider trading prevention according to its written rules and regulations. Disciplinary violation will call upon different measures of punishments stated in the Company's internal rule where the employees, executives, and Directors will acknowledge and proceed accordingly.

- The Company has a policy of insider trading prevention by announcing an annual Silent Period for Directors and the executives to avoid trading the company's stocks. It will be 14 days before and 24 hours after the Company's fiscal or quarterly report disclosure. All Directors and executives must acknowledge and comply with this policy.

(3) In the year 2022, the Company did not have any case of insider trading among the Directors and executives. And including all directors and executives have signed to acknowledge their duty to report their securities holdings in the Company, with spouses and minor children as well as reporting changes in securities holdings to the Office of the Securities and Exchange Commission ("SEC").

(4) For any connected transaction that required disclosure or shareholders' approval, the Company will execute the transaction thoroughly in compliance with the regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission, propose for the Board's approval and accurately and completely disclose it through Stock Exchange of Thailand's Electronic Company Information Disclosure system. The transaction disclosure will include its category, the relating individuals' names and relationship/ characteristic of relations, the value of the transaction, the criteria or policy of setting the price, the reasons that necessitate the making of the transaction and the Audit Committee and Board of Directors' opinions over the transaction. In case shareholders' approval is required, the Company will fully comply with all relevant regulations.

(5) Holding company and cross-holding share structure. Due to the status of being a holding company, the Company invests in different kinds of businesses and producing various products, and are independent of each other for operational flexibility. However, for the business benefit and collective negotiation power, the Company sometimes requires connected transactions. All connected transactions during the year 2022 were regular commercial transactions which were conducted on arm's length basis.

- Total related transactions during the year 2022 were valued at Baht 843 million, accounting 3.21 percent of total assets and 8.00 percent of total revenues.

- The Company did not provide any financial support for a non-subsidiary company.

- The Company had no related-party transaction agenda requiring approval at the Annual General Meeting/Extraordinary General Meeting of the Year.

- In the year 2022, the Company did not violate or fail to follow the policy of connected transactions according to regulations of the Stock Exchange of Thailand and the SEC.

- In the year 2022, the Company did not violate or fail to abide by the rules about asset acquisition or disposal according to regulations of the Stock Exchange of Thailand and the SEC.

3) Roles and Treatment of Stakeholders

The Company emphasizes the rights of the Company's stakeholders based on either basic legal rights or the mutual agreement contract. The Company treats all stakeholders based on integrity, quality and service to create good relationship and collaboration between the Company and all stakeholders to accomplish the goal and sustainable growth. The role between the Company and various stakeholders are as follow:

(1) The Company shall conduct the business with a sense of responsibility towards society. It is one of the Company's mission as disclosed in the section Driving Business for Sustainability.

(2) Regarding employees, the Company has a clear policy to offer appropriate compensation and welfare to its employees. The employee handbook is available in the Human Resources Department and is acknowledged by the Company's employees.

(2.1) The Company sets policies and the handbook about employees' health and safety.

(2.2) The Company and its subsidiaries set up a provident fund for Saha-Union Group's employees by appointing a committee to oversee, administer and collaborate with the provident fund manager. This policy will assist in creating an employee's long-term savings. Hence, the company will contribute up to 3 per cent of the employee's salary to this fund.

(2.3) The Company and its subsidiaries have established Employee's Savings and Credit Cooperatives of Saha-Union Group to collect the employees' deposits which are deducted from their salary monthly.

The employee shall be eligible to withdraw the whole balance upon resignation. However, while working, each year the employee shall receive their dividend and is eligible to apply for a loan in compliance with the rules issued by the Cooperatives Promotion Department.

(2.4) The Company sets a clear training and development policy for its employees using a Competency System to select a strong candidate with the good potential to get promoted.

(3) The Company has a policy to not violate human rights and focus on conducting business under the Company's policy on human rights and labor practices to prevent human rights violations of all stakeholders.

(4) For customers, the Company set the policy to be practical and transparent in treating the customer fairly. The Company will maintain a good relationship and take responsibility as vowed to the customers.

(5) On account of the business rival, the Company shall maintain its business conduct professionally.

(6) The Company will treat its business partners fairly and responsibly as stated in the contract agreement even if the unforeseen situations may result in the unfavorable result for the Company.

(7) On account of creditors, the Company sets a policy of fair treatment and responsibility towards creditor. The Company will oblige to the conditions such as making term payment or debt repayment on schedule. The Company will perform according to all guarantee conditions (if any).

(8) On intellectual property, the Company sets a policy against copyright violation, such as software piracy, and the Company's penalty measures are strongly enforced. The Company also establishes its IT policies that will benefit the Company's business efficiency, optimally utilizing IT systems. IT resources shall not be used for personal benefits or used against good moral conducts. The information published through IT systems shall be securely stored with high standards, in compliance with any relevant laws or regulations and not offensive to any third parties.

(9) The Company has clearly set an anti-corruption policy and anti-bribery which has been vigorously practiced for over the past 30 years.

(10) On social responsibility, the Company and its subsidiaries set a policy to take part in the community's responsibility and social welfare. The Company avoids any disturbance to the surrounding community. On the contrary, the Company will contribute to its community and society, to give jobs and provide welfare. Moreover, the Company will regulate noise pollution and treat water before releasing back into the community. The Company also supports community outreach activities including scholarships and donating necessity materials to schools and universities.

(11) On environmental policy, the Company will strictly abide by the law to reduce pollution by installing a water treatment system and controlling toxic emissions. Other manufacturing subsidiaries have also followed these standard environmental control guidelines and have been certified by related regulators.

(12) The Company's subsidiaries support, educate and train their employees to understand the importance of environmental protection and set the policy to do so as continuing practice to improve work practices.

(13) The Company and its subsidiaries support the efficient use of resources by setting a policy to optimize work processes including replacing newer and more energy-efficient equipment.

(14) The Company provides channels for any Stakeholders to contact or report any concerns that may cause damages via a mail addressing Chairman of the Audit Committee or President or the corporate website at www.sahaunion.com. All matters shall be taken into consideration and under investigation procedure, and the conclusion shall be made to present to the Company's Board of Directors and the whistleblower.

Furthermore, investor and shareholder can contact the **Investor Relations** Miss Ruangdao Supachorncharan Tel. No. 02-311-5111 Ext. 7675 or Mrs. Chadaporn Jiemsakultip, Tel. No. 02-311-5111 ext. 7688 or Fax. 02-311-6867 for any further proceedings in relating issues.

4) Use of Inside Information

The Company imposes good practices about the handling and usage of inside information in the employee's handbook for all Company's employees to practice. The Company's employees must keep the undisclosed inside

information confidential and must not disclose or use the obtained inside information for personal gains or to adversely affect the Company's interest.

The Company has a policy to prohibit the Company's directors, executives, and persons who have access to inside information from insider trading. They must avoid trading the Company's securities before submitting of financial statement. In 2022, there were four trading restriction periods;

- Period from February 14, 2022 to March 1, 2022 for the 2021 financial statements.
- Period from 3 May 2022 to 18 May 2022 for the financial statements of the Q1 of 2022.
- Period from 1 August 2022 to 16 August 2022 for the financial statements of the Q2 of 2022.
- Period from 1 November 2022 to 16 November 2022 for the financial statements of the Q3 of 2022.

The Company also imposes policies in preparing Securities Holding Report to regulate the use of inside information. The Company required the directors and executives, including spouses and underage children, to report any change in the holding of the Company's securities to the Company and report such changes to the Office of the Securities and Exchange Commission according to Section 59 of the Securities and Exchange Act (Revised) within 3 days after the date of acquisition, disposal, transfer or receipt of such securities.

5) Conflicts of Interest

The Company required the information disclosure policy to prevent any conflict of interest that may lead to illegal and inappropriate activities. Actions taken include:

1. **Preparation of the conflict of interest report for a director, executive, and related person:** The Company's director and executive, following the Stock Exchange's definition had, prepared the Conflict of Interest Report for the Company's Corporate Secretary for filing annually.
2. **Connected party transaction consideration and audit.** The Audit Committee has a duty to evaluate and audit-related party transactions or any transaction that may have a conflict of interest that may affect the Company's operation. The practices followed the relevant law and regulations of the Stock Exchange of Thailand.

In the past year, the Company did not find any violated action against the conflict of interest policy.

6) Shareholders' Interest

The Company imposes the practice to look after every shareholder equally and fairly. The Company stipulates policy and practice regarding shareholders' rights and equitable treatment in writing in Business Ethics Handbook, which all directors, executives, and employees must abide by.

7) Anti-corruption Policy

Since 2016, The Company has formulated written policies for all companies of Saha-Union Group: “Anti-corruption Policy” and “Policy of corruption leads-reporting and complaint-filing” (See www.sahaunion.com). The policies have been provided to be executed as guidelines to the Company Group’s work in order that its management would be efficient, transparent and verifiable, enabling every group of stakeholders to be assured and confident of the Company Group’s performance.

The Company’s executives and employees were informed of the policy statement through training by way of printed documents containing summary with compliance illustrations to ensure that they understand and abide by the policies. Besides, the policy statement was publicly accessible and visible to the executives and employees as well.

Moreover, to affirm and demonstrate the Company’s commitment and to disseminate the anti-corruption policy, the Company sent the above-mentioned policies to all stakeholders. Then, they were required to acknowledge and sign them back to the Company.

The Company set the code of conduct as prescribed by the Board of Director. It holds a policy of doing business based on the Company’s ethical values and good corporate governance and honestly working without corruption. This policy was enforced not only among the Company and the Company group in Thailand but also the overseas Company. All the accounting reports must be done with transparency and accuracy including correct tax calculation and payments. There were not any bribes paid to any persons involved. As a result, the related authorities always received the correct information. The Company would pay taxes correctly. The government would not lose its benefit. This is the policy that the Company has followed consistently. In this way, the Company has earned trust from both the government sector and the society.

8) Measures for those that do not comply with policies and practices

The Company is determined to combat fraud and corruption. The Company's personnel will not neglect or ignore any incident or action that may lead to fraud and corruption. The Company shall provide personnel with a

channel to report any wrongdoing or evidence. The Company will educate and advise personnel about anti-fraud and anti-corruption practices if required. It will impose appropriate and fair disciplinary action against any personnel that does not conform to such practices. Any action committed that does not conform to the guideline, whether directly or indirectly, will be investigated by the Company. The details can be viewed at the Company's website: https://www.sahaunion.com/anti-corruption_efforts/.

6.2 Business Ethics

During the course of Saha Union's business operation, the Board of Directors has high regard for business responsibility and good corporate governance. The Company applies internationally-accepted business practices and principles to operate a business efficiently, ethically, and responsibly to best benefit all stakeholders. This is in line with Saha-Union's core value of "Integrity, Quality and Service" that the Company has practiced since its inception of the corporation. The Company has promoted every employee the sense of responsibility, prudence, honesty, and social responsibility and will not seek to take advantage for one's benefit, which are the ethics and principles that Saha-Union has always been built the foundation upon.

The Company prepared a Business Code of Conduct to collect business ethics guidelines. The Business Code of Conduct practices will be part of the "Employee's Handbook" for directors, executives, and employees to strictly abide by. The Company's Business Code of Conduct reflects fair, just, and transparent operation. The Company treats all stakeholders equally, fairly, and respectfully. The Code has been developed and regularly updated to be consistent with prevailing economic and social context to create trust and be a basis for sustainable growth. Stakeholders can check out the Company's complete Business Code of Conduct at https://www.sahaunion.com/wp-content/uploads/2015/05/CodeofConduct20161020.pdf.

6.3 Key governance policy changes, practice and system during the past year.

The Board of Directors reviews the Business Code of Conduct every year. The Board also reviews governance development and observes good practices from leading organizations, locally and internationally, to appropriately apply to the Company. For any practices that had not been mandated or practiced, the executives will report to the Board for review every year. The key changes during the past year are as follow:

- Prepare online meeting guidelines to ensure that the Board Meeting carried out during COVID-19 will follow the relevant regulations.

- The 2022 Annual General Meeting of the Shareholders amid the COVID-19 pandemic had been conducted following the measures stipulated by the public health requirements, such as social distancing, avoiding food catering, and prohibition of eating in the meeting hall.

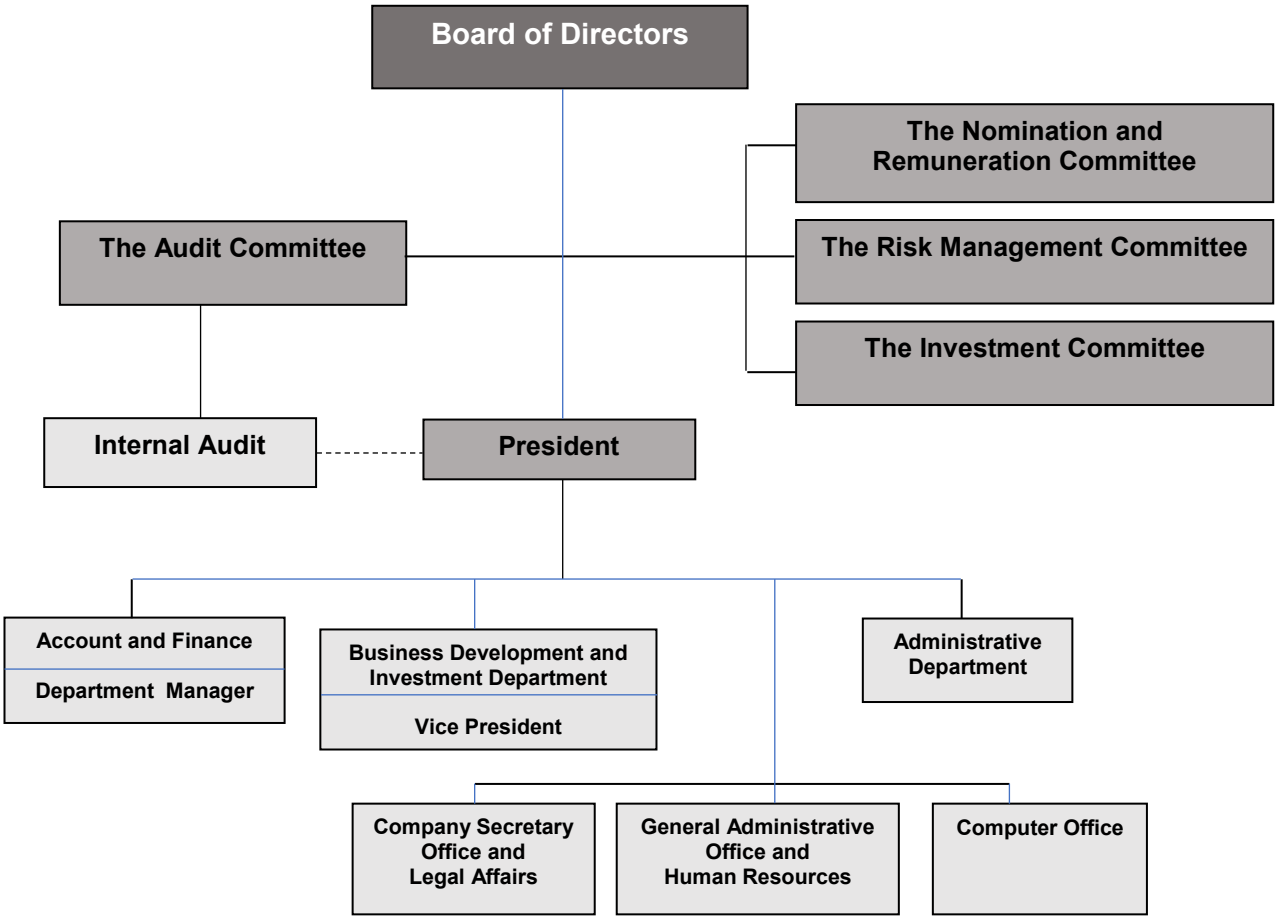
6.4 Other practices according to the Good Corporate Governance Principles

With an intention and vision to conduct business on the basis of good corporate governance, the Company has been consistently ranked very good on the Corporate Governance Ranking with a rating of Excellent or 4 badges during the 2022 Corporate Governance Report (CGR) rated by Thai Institute of Directors (IOD) and the Stock Exchange of Thailand (SET).

7. Corporate Governance Structure and Information about Board of Directors, Sub-Committee, Executives, Employees, and other issues.

7.1 Corporate Governance Structure

From 1 January to 31 December 2022, Saha-Union Public Company Limited governance structure comprised of the Board of Directors and 4 sub-committees, Audit Committee, Nomination and Remuneration Committee, Risk Management Committee, and Investment Committee as follows:



7.2 Director information

7.2.1 The Board of Directors composition:

The Company's Board of Directors is comprised of:

- No less than 5 directors but not more than 15 directors.
- The independent directors must comprise no less than one-third of the Board, but not less than 3 directors.
- At least one of the directors must be knowledgeable in accounting.
- No less than half of all directors must reside within the Kingdom of Thailand.
- No less than three-quarters of all directors must be of Thai Nationality.

The Saha-Union Public Company Limited's Board of Directors, according to the company certificate issued by the Ministry of Commerce, as at 31 December 2022, is comprised of 15 directors, which are:

- 10 Non-executive directors, representing 66.67% of the Board of Directors

- 5 Independent directors, which is no less than one-third of the Board composition, representing 33.33% of the Board of Directors.
- 5 Executive directors
- 3 woman executives, representing 20.00% of the Board of Directors.
- Independent directors comprised no less than one-third of the Board, but not less than 3 directors.
- At least one of the directors is knowledgeable in accounting.

7.2.2 List of Directors and Authorized Directors

List of the Board of Directors as of 31 December 2022 is as followed:

No.	Name - Surname	Position
1	Miss Dalad Sapthavichaikul	Chairman / Chairman of Investment Committee
2	Mr. Chutindhon Darakananda	Vice-Chairman / Nomination and Remuneration Director / Investment Committee
3	Mr. Chai Jangsirikul	Independent Director / Chairman of the Audit Committee
4	Mr. Yanyong Tangchitkul	Independent Director / Chairman of the Nomination and Remuneration Committee
5	Mr. Pittawat Prerttitumrong	Independent Director
6	Mr. Anon Sirisaengtaksin	Independent Director / Audit Committee / Nomination and Remuneration Director
7	Mr. Prinya Sainamthaip	Audit Committee / Independent Director
8	Mrs. Chantorntree Darakananda	President /Chairman of Risk Management Committee / Investment Committee
9	Mr. Preecha Shunhavanich	Vice President / Risk Management Committee
10	Mr. Supakit Paungbua	Director
11	Mrs. Pinijporn Darakananda Kasemsap	Director / Investment Committee
12	Mr. Bovornrat Darakananda	Director / Investment Committee
13	Mr. Vacharaphong Darakananda	Director / Risk Management Committee / Investment Committee
14	Mr. Nanthiya Darakananda	Director
15	Mr. Nithiphan Darakananda	Director

7.2.3 Information about roles and responsibilities of the Board of Directors

The Board of Directors has authorities in line with the business administration structure as below

1. Plan directions, set goals and business operating policies of the Company.

2. Supervise and oversee business administration, monitor appropriate risk management and make profits so as to make appropriate return on investment to the Shareholders.

3. Supervise and oversee the Company's accounting system in compliance with accounting standard and provide financial reports with complete and accurate records.

4. Ensure a good reputation and image of the Company.

5. Appoint and remove the President of the Company as well as the Managing Director of the subsidiaries of which the Company is a major Shareholder.

6. Stipulate a purview of the Company's President and the subsidiaries' Managing Directors.

7. Approval on operation plans and annual budgets proposed by the Company's President.

8. Abide by the laws, objectives, regulations and resolution of the Shareholders' Meeting.

9. Evaluate performance of the President.

Under their power, the Board of Directors may assign one or several member(s) of the Board or other person(s) to perform task(s) on its behalf.

The Board of Directors shall appoint a member of the Board to perform a function of Managing Director who shall have authorities as it is deemed appropriated.

Nomination of Directors and Executives

The Company has criteria for selecting persons to be appointed as directors and top management through the Nomination Committee and had the resolution by the Annual General Meeting of the Shareholders under the agenda of selection of directors. The criteria for the Shareholders Meeting have shown in the Policies and Practices regarding Shareholders and Stakeholders, sub-section 1) Rights of Shareholders and 2) Equality among Shareholders.

Regarding the election of the Company's directors, the Nomination Committee shall recruit persons who are highly qualified or competent and experienced in business administration. In addition, they shall be ready to perform their duties for the Company. Such qualifications shall not be contrary to the regulations of government agencies concerned. Having assessed suitability of interested persons, the Committee suggests them to the Board of Directors in order to make the composition of the Board of Directors is consistent with the business strategy of the Group, presents to the Shareholders' Annual General Meeting, in accordance with the Company's regulations stipulated below;

1. A Shareholder shall have one vote per one share.

2. Candidates may be elected, at one time, individually or in group, according to the required number of directors at the moment as it is deemed appropriated by the Shareholders' Meeting. The election procedures shall be in line with the public law.

3. Directors shall be elected by majority votes. In case of equal votes, the chairman of meeting shall have a casting vote. Concerning the minor Shareholders, they shall comply with the Company's regulations as mentioned above as their voting rights are not stipulated as a special case. It means that they have equal voting rights.

At the Annual General Meeting, one-third of the directors shall vacate office. In case that the number of directors could not be divided into three parts, the most approximate number to one-third of the directors shall vacate office.

After the Company's registration, directors vacating office in the first year and the second year shall be selected by drawing lots while, in the following years, directors who have held office for the longest time shall vacate office.

Directors vacating office may be re-elected.

In addition to vacating office on the exemption of term, directors vacate office upon:

1. Death
2. Resignation
3. Disqualification
4. Being removed by a resolution of at least three-fourth of the Shareholders attending the meeting and having the voting rights, whose shares, when calculated, are not less than a half of shares held by Shareholders attending the meeting and having the voting rights.
5. The court judgment

All of the Directors were nominated by the Nomination and Remuneration Committee and a resolution on its nomination was adopted by the 2022 Annual General Meeting of Shareholders in the electing directors' agenda.

Qualification of Directors

1. Do not possess any prohibited characteristic according to the Public Company Act B.E. 2535, Securities and Exchange Act B.E. 2535, which has been amended by the Securities and Exchange Act (No. 4) B.E. 2551, Notification of the Securities and Exchange Commission No. Kor Chor 8/2553 and the good corporate governance policy of listed Company.

2. Knowledgeable, capable, and able to perform the director's responsibilities with the duty of care and duty of loyalty. The director must dedicate time to the Company's affairs. The director must be of suitable age, competency, good health and mental condition, creative during the meeting, straight-forward, have the courage to share opinions during the meeting, and/or is a good reputation in regards to their work experience and ethical stance, as well as widely accepted by the general public.
3. Must be knowledgeable in at least one of the following aspects: the Company's business, accounting and finance, strategic management, corporate governance, and relevant law and regulation.

Authorized Directors

Authorized directors who can bind the Company's obligation are two directors who co-sign the obligation with the Company's seal, excluding Mr. Chai Jangsirikul, Mr. Anon Sirisaengtaksin, Mr. Prinya Sainamthip, Mr. Yanyong Tangchitkul and Mr. Pittawat Prerttitumrong who are audit committee and/or independent directors.

7.3 Information about Sub-Committees

The Sub-Committees comprised of:

1. The Audit Committee

Audit Committee reviewed financial statements by consulting with the executives and accounting auditor (EY Office Limited) every quarter. The Audit Committee will be responsible for the financial report of the Company and subsidiaries and any information shown in the annual report, which is prepared according to the generally accepted accounting principle and has been reviewed and certified by Mr. Khitsada Lerdwana, Certified Public Accountant No. 4958 of EY Office Limited. The disclosure of key information, both financial and non-financial information, will be based on factual information by consistency and completeness.

The Audit Committee comprises of three members who have all necessary qualifications in accordance with the rules set forth by the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC). At the meeting held on December 23, 2021, the Board of Directors passed a resolution to appoint the Audit Committee to hold office for the term of three years. In this regard, all members of the Audit Committee are independent directors.

List of the Audit Committee is as follow;

No.	Name-Surname	Position
1	Mr. Chai Jangsirikul	Chairman of the Audit Committee
2	Mr. Anon Sirisaengtaksin	Audit Committee
3	Mr. Prinya Sainamthip	Audit Committee

The Audit Committee who has knowledgeable about finance and experienced in auditing company financial statements was Mr. Chai Jangsirikul.

Scope, Authorities and Responsibilities of the Audit Committee

Charter of the Audit Committee shall have duties and responsibilities as follows:

(1) Ensure the accuracy of Company's financial statement according to certified accounting standards.

(2) Ensure the effectiveness of Company's internal control, risk management, and internal audit. Assess the independence of internal audit division and propose suggestions for appointment, transfer, or dismiss the internal audit manager.

(3) Ensure that the Company complies with the laws related to Securities and Exchange, SET regulations, and other laws related to the Company's businesses.

(4) Consider, select, nominate or terminate an independent person(s) to be the Company's auditor, and their remunerations. Attend the meeting with auditors by without the Management at least once a year.

(5) Consider any related transactions or possible conflict of interest to comply with the law and SET regulations to make sure such transactions are reasonable and optimally beneficial to the Company.

(6) Review the accuracy of references and self-assessment form regarding the Company's anti-corruption measures according to the Collective Action Coalition Against Corruption (CAC).

(7) Prepare the Audit Committee's Report, signed by Chairman of the Audit Committee, to be disclosed in the Company's Annual Report. Such report involves opinions on the internal control and risk management, as well as other opinions about the performance of the Audit Committee.

(8) Inform the Management of flaws discovered and urge for solution.

(9) Monitor and assess the performance deemed necessary by the Audit Committee.

(10) Perform other tasks assigned by the Board of Directors.

- The Audit Committee has full access to any information necessary to perform its duties, including summoning related person for inquiry, discussing with external auditor without the presence of the management, or seeking independent advice from external professional advisers.

- The Board establishes an independent internal audit with the responsible task in reviewing and improving the efficiency of the risk management and internal control systems, and reporting the review results to the Audit Committee. The report of the Audit Committee is disclosed in the Annual Report.

- The Audit Committee provides its opinion on the adequacy of the Company's internal control and risk management systems which is disclosed in the Annual Report.

In 2022, the Audit Committee has 4 meetings. Mr. Chai Jangsirikul, Mr. Anon Sirisaengtaksin and Mr. Prinya Sainamthip attended all 4 meetings. Moreover, the Audit Committee was organized a meeting with the Auditor for independently discussion regarding the Auditor's observations and opinions, by without the Company's management and with the Risk Management Committee one time.

2. The Nomination and Remuneration Committee

The Company appointed the experienced and qualified Board of Directors to be the Remuneration Committee. The Nomination and Remuneration Committee comprises of 3 members; most are Independent Directors, including the Chairman of the Nomination and Remuneration Committee as follows.

No.	Name - Surname	Position
1	Mr. Yanyong Tangchitkul	Chairman of the Nomination and Remuneration Committee
2	Mr. Chutindhon Darakananda	Nomination and Remuneration Director
3	Mr. Anon Sirisaengtaksin	Nomination and Remuneration Director

The Nomination and Remuneration Committee shall have duties and responsibilities as follows:

1. Establish procedures and selection method for director nomination.

2. Select the persons whose qualifications are in compliance with the government agencies to be nominated as new directors. Such qualifications are based on the principles of good corporate governance in terms of Board of Directors structure.

3. Consider procedures of remuneration for directors, based on their responsibilities, frame of work, performance of the Directors, the Company's performance and financial status, the overall economic situation, compared to other registered companies with similar size of business and/or in a similar industry.

4. Determine the amount and model of Director's remuneration by submitting proposals to the Board of Directors for further propose to the Shareholder meeting's approval

The director selection process is as follows:

1. The Nomination and Remuneration Committee determines the qualification of the vacant director have qualifications and legal requirements following the relevant law and regulation, as well as in line with the Company's business and strategy. The Nomination and Remuneration Committee Handbook will stipulate that the directors must be comprised of experts from many fields necessary to operate the Company's business operations, which should be knowledgeable in one of the following fields; the Company's business, accounting and finance, strategic management, corporate governance, and relevant law and regulation. In addition, the Nomination and Remuneration Committee has used a consulting firm (Professional Search Firm) in recruiting new directors.

2. The Nomination and Remuneration Committee concludes the candidate selection process and proposes the name of the directorship candidate and the selection rationale to the Board of Directors.

3. The Board of Directors will select the suitable candidates as proposed by the Nomination and Remuneration Committee and propose to the shareholders' meeting for further directorship appointment.

In 2022, 4 meetings were organized and attended by Mr. Yanyong Tangchitkul, Mr. Chutindhon Darakananda and Mr. Anon Sirisaengtaksin. The Chairman of the Nomination and Remuneration Committee was not Chairman of the Company's Board of Directors.

3. Risk Management Committee

The Company's Risk Management Committee is responsible for evaluating risk, formulating policy for the Company and subsidiaries to manage risks, and periodically summarizing risk assessment reports for the Company's directors. As of 31 December 2022, the Risk Management Committee comprised of:

No.	Name - Surname	Position
1	Mrs. Chantorntree Darakananda	Chairman of the Risk Management Committee
2	Mr. Vacharaphong Darakananda	Risk Management Committee
3	Mr. Preecha Shunhavanich	Risk Management Committee
4	Mrs. Srinual Sombatpraiwan	Risk Management Committee and Secretary
5	Ms.Ruangdao Supachorncharan	Risk Management Committee

Roles and Responsibilities of Risk Management Committee

The Risk Management Committee has responsibilities to stipulate policy and follow up on the Company's risk management, review risk categories, consider the probability of risk and potential impact, and execute risk management measures and follow-up. The Risk Management Committee has the authority to appoint Risk Management Sub-Committee to operate on specific operations or risks as appropriate.

The responsibility to review internal audit and risk management processes remains the responsibility of the Audit Committee and Internal Audit.

In 2022, the Risk Management Committee met once to perform their duty according to the Company's policies and objectives and met with Audit Committee one time.

4. Investment Committee

As of 31 December 2022, the Investment Committee comprised of:

No.	Name - Surname	Position
1	Miss Dalad Sapthavichaikul	Chairman of the Investment Committee
2	Mr. Chutindhon Darakananda	Investment Committee
3	Mrs. Chantorntree Darakananda	Investment Committee
4	Mrs. Pinjiporn Darakananda Kasemsap	Investment Committee
5	Mr. Bovornrat Darakananda	Investment Committee
6	Mr. Vacharaphong Darakananda	Investment Committee

The Investment Committee shall have duties and responsibilities as follows:

1. Seek the opportunity and feasibility study of new projects investment that will bring benefits and progress to Saha-Union Group and propose to the Board of Directors.

2. Have a structure and duties according to what stipulated in the business administration policy and structure guideline approved by the Board of Directors.

3. Perform other tasks assigned by the Board of Directors.

In the year 2022, the Investment Committee held a total of 6 meetings to perform duties within the scope in accordance with the Company's policies and objectives.

7.4 Executives

7.4.1 As of 31 December 2022, the Company's Executives were as follows:
(Management Structure of Saha-Union Public Company Limited has already been reported in Section 7.1 Corporate Governance Structure)

No.	Name - Surname	Position
1	Mrs. Chantorntree Darakananda	President
2	Mr. Preecha Shunhavanich	Vice President
3	Ms. Ruangdao Supachorncharan	Account and Finance Department Manager

Roles and responsibilities of the President

1. Prepare work plan, capital expenditure plan, annual budget, financial projection, and operation strategy for the Board of Directors to consider.
2. Responsible for the Board of Directors by performing duties and executing policies as stipulated by the Board of Directors. Responsible for operation results, control expenses, and budget to ensure consistency with the annual budget approved by the Board of Directors and other tasks according to the Board of Directors' resolutions.
3. Prepare and propose the Company's operating performance and investment performance to the Board of Directors during the Board of Directors' meeting and prepare information or report as assigned by the Board.
4. Represent the Company when interacting with the outsider. Take charge of management, communicate, operate and authorize any transaction, announcement, or notice made to governmental agencies and other parties.
5. Authorize and approve expenditure and credit limit in line with the framework about document signage or approval of expenditure and existing credit limit.
6. Operate and execute any activities as determined in the Company's Policy and Management Structure Handbook.

The President will not be able to execute any of the above duties provided that the President has a conflict of interest concerning the application of those authorities. In 2022, there is no incident that the President operates outside of the above scope of responsibilities.

7.4.2 Executive's Remuneration Policy

The executive's remuneration will follow the criteria and policy determined by the Board of Directors to motivate the executive to work toward the Company's goal, which will tie mainly to the operation performance. The remuneration will include salary, bonus, and other benefits such as social security contribution.

7.4.3 Executives' Remuneration

1) Total remunerations was paid to the 4 Company's Executive and Non-Executive Directors in 2022 amounted to Baht 11,119,238.- comprising of salaries and bonuses. Apart from the aforementioned, other Executive Directors holding equivalent position to the 4th Executive succeeding the President were not entitled to remuneration of this kind, because they had been the Executives in other Group Companies and accordingly received remunerations from those companies in term of salaries and bonuses.

2) In 2022, the Company paid an aggregate of Baht 85.49 million as remunerations (salaries and bonuses) to totally 42 Executives in 10 Subsidiaries undertaking

3) Others Remuneration except salaries and bonuses, the Company paid other remunerations to an Executive in the form of contributions to Provident Fund, managed by the BBL Asset Management Co., Ltd. as a Fund Manager, at a rate of 3% of individual salary. The other remunerations in 2022 were Baht 122,400.-

7.5 Employee Information

The Company firmly believes that the Company's growth will be subjected to employees' quality. Every employee is considered the Company's most valuable resource in operating business. Therefore, the Company has the policy to develop and improve human resource management to be on par with international standards and utilize changing technology to support and develop employees to be ethical and competent to grow the Company and help improve and assist society at large.
The Company focuses on its employees as the key mechanism that will drive the Company to be a Sustainability Organization.

Employee Statistics

The number of employees in Saha-Union Group of Companies as of 31 December 2022 was 5,136 Employees. The Company continues to manage the workforce to be appropriate for the business operation amid the fluctuated economic environment.

The number of employees in Saha-Union Group of Companies, classified by business group, during 2019-2022 are as follows:

(Unit : Person)

Business Group	2019	2020	2021	2022
Saha-Union Pcl	73	75	68	68
Textile Business	1,889	1,540	1,072	1,031
Plastic, Rubber and Metal Businesses	4,427	3,435	3,331	3,215
Trading Business	426	424	391	341
Energy Business	353	347	342	136
Hotel Business	364	305	234	280
Investment and others Business	124	120	144	65
Total	**7,656**	**6,246**	**5,582**	**5,136**

Since mid of 2021, the Union Textile Industry Public Company Limited, which is the main company in the textile business has stopped its production. Therefore, the number of employees has changed significantly from the past.

Employee's Remuneration Policy

The Company has a policy to pay remuneration to employees in the form of salaries, annual subsidy, gratuity, resignation allowance, provident fund contribution, workmen's compensation fund and social security fund contribution.

The Company adjusts annual wages/salaries to employees considering the performance of each employee and the performance of the Company.

Annual subsidy is the compensation that the company allocates to build employee's morale and motivation for their diligence and performance.

Provident Fund contribution is a benefit that is provided to motivate the employees to work for the company for a long time. The company will pay contributions according to the working period of the employees at the rate of 3% of their salaries.

Social Security Fund Contribution is a benefit that the company provides according to the labor protection law.

Employee's remuneration (Excluding executives) during 2019-2023 are as follows.

(Unit: Baht)

Remuneration	2019	2020	2011	2022
Salary, wage and bonus	32,469,929	32,916,869	31,503,209	31,440.013
Social security Contribution	520,458	426,477	343,102	364,745
Provident fund contribution	742,625	808,864	817,143	847,102
Total	**33,733,012**	**34,152,210**	**32,663,454**	**32,651,860**

In 2022, the Company has a ratio of remuneration for female employees to male employees accounted for 69:31.

Social Security Fund

As of 31 December 2022, a total of 59 employees were part of Saha-Union Group registered Provident Fund ("Fund"), from the Company's total number of eligible employees of 59, representing 100 percent of total eligible employees. Bualuang Asset Management Company Limited manages the Fund. According to the Investment Governance Code (I Code), the fund manager has disclosed information.

The Fund promotes ESG (environmental, social, and governance) investment policy and works with the Company to manage the Fund, set policy, and assign the fund manager to invest in organizations that care for their stakeholders, including shareholders, employees, customers, partners, society and the world. The Company also stipulates the governance criteria for screening investible stocks to ensure that the Fund invests in good corporate governance organizations.

Human Resource Development

Progressing to be the Sustainability Organization, the Company is determined to continue developing and improving human resources to be more efficient to maximize every employee's potential to the fullest, which will lead the organization to achieve its goal. The goal will also benefit the employee for their career growth and the organization's success.

The Company focuses on executives and employees at all levels to jointly formulate the operational plans following the direction and goals of the Company. The shared objective will allow everyone within the organization to effectively work towards the common goal. The Company's executives would set up a venue to co-formulate the Company's visions and directions together. The Company's executives will later share the plan with every business unit, where the strategic plan will be converted to the business plan and the budget plan, all of which are aligned in the same direction.

The Company's human resource development has set a policy projecting employee self-evaluating, creative thinking and job improvement. The employee should have knowledge, ability and skills in accordance with the applicable job description including a potential ability to take on a higher-level position. Thus, the Company has been training employees using both inside and outside seminars, depending on appropriate occasions. The Company sometimes arranged seminars designed for mid-level executives as part of the Company's continuing executive development plan. In addition, there is constant training in preparation for working in various fields and in accounting to support new accounting standards that have already been in effect, etc.

Employee Development Summary

In 2022, the Company provided the following training for its employees:

- Keep Up with the Transfers Pricing Law: organized by the Revenue Department. There were 3 participants with a total cost of 5,607 Baht.
- Creative Accounting, Preparation Techniques and Precautions: organized by the Department of Business Development. There were 13 participants with a total cost of 13,000 Baht.
- PDPA for Internal Auditing, Personal Data Protection Law for Internal Auditing: organized by Dharmniti Training and Seminar Co., Ltd., there was 1 person attending the training with a total cost of 5,000 Baht.
- COSO-Based Internal Audit Program: organized by the Federation of Accounting Professions under the Royal Patronage of His Majesty the King, there were 2 participants attended the training with a total cost of 4,673 Baht.
- Enhancing Efficient Internal Audit Procedure Through Case Study, class 1/65: organized by the Federation of Accounting Professions under the Royal Patronage of His Majesty the King . There were 2 participants attending the training with a total cost of 9,346 Baht.
- Digtal Accounting 65: organized by the Department of Business Development. There were 12 participants attending the training with a total cost of 12,000 Baht.
- Differences in Accounting and Tax with Updates on Tax Issues, New Related Law in 2022: organized by the Department of Business Development with 13 participants in the training, a total cost of 13,000 Baht.
- Delve into Issues of Property, Plant and Equipment and Relevant Financial Reporting Standards: organized by the Department of Business Development with 13 participants in the training, a total cost of 13,000 Baht.
- In-depth Fiancial Statement Preparation and In-depth Analysis of Financial Statements: organized by the Department of Business Development with 11 participants in the training, a total cost of 11,000 Baht.

- Updated Financial Reporting Standards NPAEs Compared to PAEs: organized by the Department of Business Development with 6 participants attending the training, a total cost of 6,000 Baht.
- TFRS Issues, Observations on Audit Quality of the Office of the Securities and Exchange Commission 2013-2020: organized by the Department of Business Development with 8 participants attending the training, a total cost of 8,000 Baht.
- E - learning CFO's Refresher: organized by the Stock Exchange of Thailand, 1 person attending the training with a total cost of 2,700 Baht.

The total cost of personnel development training for the year 2022 was 103,326 Baht, calculated as an average employee training hours of 53.38 hours/person/year (2021: an average of 25.87 hours/person/year).

Policies about Safety, Occupational Health, and Work Environment

Regarding policies that include Safety, Occupational Health, and Work Environment, the Company emphasizes providing work safety and hygiene in the workplace. The Company made an official announcement for every employee to acknowledge and practice those measures to promote a safe workplace. In 2021, there were no accident counts.

In the year 2022, for the part of the Company, there was 1 case of accident statistics (1.47%) and no statistics of absence due to accidents.

Labor Dispute

The Company does not have any labor dispute issues over the past 3 years.

Saha-Union's Shared Core Values

The Company has provided a guideline for the Directors, Executives, and Employees of all levels, including additional guidelines for the Directors in the Corporate Governance Manual and Business Ethics for Executives. Such guidelines in Business Ethics are part of "Employee's Regulations" for all Directors, Executives, and Employees to abide by, contributing to effective corporate administration under the Company's main goals to maintain its core values "INTEGRITY, QUALITY, SERVICE."

7.6 Other important information

7.6.1 The Corporate Secretary, the person who is directly responsible for overseeing accounting preparation and internal audit functions

Corporate Secretary

To comply with the good corporate governance principle of the listed Company under the Board of Director's responsibility and regulation of the Securities and Exchange Act, the Board of Directors appointed a Corporate Secretary with the responsibility to advise about laws and regulations that the Board of Directors must be aware of and complied with, meeting arrangement and other conducts by the directors, to ensure that the Board can efficiently perform their functions to best benefit the Company. The Corporate Secretary will prepare and file documents, such as director registration, the Board's meeting invitation, meeting minutes, the Company's annual report, shareholders' meeting invitation, shareholders' meeting minutes, and Conflict of Interests report flagged by directors or executives.

The Company's Board of Directors' Meeting No. 12/2013 had the resolution to appoint Mrs. Chadaporn Jiemsakulthip, a company's full-time employee, to be the Company's Secretary since 1 January 2014.

The Company has presented the information about educational background, work experience, and training for the role of the Board of Directors and the Corporate Secretary, as shown in Appendix 1.

Accounting Controller

The person who has been appointed to oversee the accounting preparation of Saha-Union Public Company Limited is the Account and Finance Department Manager, Ms. Ruangdao Supachorncharan. She was appointed to the post on 18 November 2020. Ms. Ruangdao Supachorncharan is a competent and qualified accountant following the requirements set by the Department of Business Development; additional details are shown in Attachment 1.

Chief of the internal Audit

Mr. Khosit Thepchalerm, the Company's Chief Audit Executive in 2022, takes responsibility for operational monitoring of internal audit process. Being experienced in internal audit system and having an understanding of the Company's business activities, she is suitably qualified for this task.

Approval, appointment and removal of the Chief of the internal Audit shall be made, at the high-ranking executives' suggestion, by the Chairman of the Audit Committee. The qualification of the Chief Audit Executive as attachment 3.

7.6.2 Investor Relations

Investor Relations

The Investors and shareholders can contact the Company's investors relations, Ms. Ruangdao Supachorncharan: 02-311-5111 ext. 7675 or Mrs. Chadaporn Jiamsakulthip: 02-311-5111 ext. 7688 or fax: 02-311-6867 to proceed the matter to the next process.

7.6.3 Auditor's Remuneration

Audit fee

The auditor of the Company and its subsidiaries for the year 2022 was Mr. Khitsada Lerdwana, Certified Public Accountant No. 4958 (the 7th year auditor) or Mrs. Poonnard Paocharoen, Certified Public Accountant No. 5238 or Ms. Vilailak Laohasrisakul, Certified Public Accountant No. 6140 of EY Office Ltd.

These auditors were independent, had no relationship, and/or conflict of interest with the Company, its subsidiaries, executive, major shareholder, directors or person related to the stated persons. These auditors were certified auditor obtaining approval from the Securities and Exchange Commission (SEC). At the Annual General Meeting of Shareholders, the Company nominated at least 3 auditors from the same office for consideration. The nominated auditors were qualified entirely according to the Securities and Exchange Commission's requirements and have declared their independence as indicated above for shareholders' consideration.

In the fiscal year 2022, the Company and its subsidiaries paid the audit fee to EY Office Ltd., which is the audit firm the auditor working for totally Baht 9,025,000. The Company and its subsidiaries did not pay audit fee to the auditor directly, any person or business related to the auditor, or other audit firms where the auditor was working for. The Company also did not pay audit fee to the company that owns the audit firm or one owned by the audit firm, or the related company under the common control as the audit firm, whether directly or indirectly.

Non-audit Fee

In the fiscal year 2022, the Company did not pay any non-audit fee to EY Office Ltd. or related companies under common control and there were no other remaining services to be paid in the following year to the auditor or to EY Office Ltd., or to any person/business in connection with the auditor and the audit office where the auditor was working for.

8. Major Development regarding Corporate Governance

8.1 Summary of the Board of Directors' Duties during the past year

8.1.1 Director Selection, Development and Performance Evaluation

(1) Independent Directors

Below is a list of 5 Independent Directors, in other words, not less than one-third of the Board of Directors, which comprised of 5 male Independent Directors.

1. Mr. Chai Jangsirikul
2. Mr. Anon Sirisaengtaksin
3. Mr. Pittawat Prerttitumrong
4. Mr. Yanyong Tangchitkul
5. Mr. Prinya Sainamthip

Criteria for Independent Directors Selection

Independent Directors are selected on the basis of competency, experience and knowledge of business operations relating to those of the subsidiaries. They shall be non-executive directors of the Company, with vision, have time to perform duties and be fully qualified in conformity with the rules and official regulations. They are invited by the Nomination Committee to be Independent Directors whom the Company considers to be capable and helpful to manage the Company and the corporate business as well.

Qualification of Independent Director

(a) Do not hold the Company's share more than 1% (one percent) of the Company's voting share, subsidiaries, joint venture, major shareholder, or controlling person. The share count shall include all persons connected to the independent director.

(b) Is not or never was the executive, employee, staff, a consultant with a regular contract, or authorized person of the Company, subsidiary, joint venture, or associate. Must not be a major shareholder or authorized person within the past 2 years. Such prohibition does not include the circumstance where an independent director has been a civil servant or consultant of the public enterprise's major shareholders or the Company's controlling person.

(c) Is not related by blood relation or by marriage, such as parents, spouse, sibling, and children, including children's spouses, of executive, major shareholder, controlling person, or person whom will be appointed to be an executive or controlling person of the Company or subsidiaries.

(d) Do not have a business relationship with the Company, subsidiaries, associate, major shareholders, or controlling person of the Company in a manner that will obstruct own judgment. The independent director must not have significant shareholding or controlling stake of those who have a business relationship with the Company, subsidiaries, joint venture, major shareholders, or controlling person within the past 2 years.

(e) Never been accounting auditor of the Company, subsidiaries, associate, major shareholders, controlling person, major shareholders with significant shareholding or partner of the Company's auditing firm, subsidiaries, joint venture, major shareholder, controlling person within the past 2 years.

(f) Never provide professional service, including providing legal consultation or financial advisory and receiver more than Baht 2 million of professional fee service from the Company, subsidiaries, associate, major shareholders, or controlling person, and must not be a shareholder with significant shareholding, controlling person or partner of such professional service provider within the past 2 years.

(g) Is not a director that has been appointed to represent the Company's director, major shareholder, or shareholder related to the major shareholder.

(h) Do not operate a business in a similar industry or are competitors with the Company or subsidiary. The independent director must not be a significant shareholder or have an executive, employee, staff role, consultant with a regular contract, or has shared more than 1% (one percent) of the total voting share in the Company in a similar industry or is the competitor of the Company or subsidiaries.

(i) Do not possess any characteristics that hinder the objectivity of the independent director's roles in the Company after being appointed to the independent director position that possesses the characteristics according to (a) to (h). The Board of Directors may appoint an independent director to decide on the Company, subsidiaries, associate, major shareholder, or a controlling person through the collective decision-making process. The Independent director will work following the Notification of the Thai Capital Market Supervisory Board.

Roles and Responsibilities of the Independent Director

1. Propose key issues that would benefit the Company, shareholders, and minority shareholders to the Board of Directors or Presidents as appropriate.
2. Provide opinion about the roles and responsibilities of the Board of Directors and the roles and responsibilities of the independent directors regarding the Company, shareholders, and minority shareholders.
3. Audit the Company to ensure legal compliance within the scope of an independent director and review the definition of an independent director to be appropriate and comply with a legal requirement.
4. Other tasks as assigned by the Board of Directors, but that tasks will not affect the judgment and action of the independent director.
5. Responsibilities of an independent director start when the independent director is fully qualified, following the definition of an independent director in managing corporate governance, and end with the lack of such qualification or resignation from the directorship position.
6. Independent directors will meet at least once a year.

Independent directors do not have any business relationship or a provision of professional service to the Company.

(2) Selection process of director and top executive

In 2022, the Company selected and appointed two new directors to replace the previous directors who resigned or fully served their terms, which are:

- Mr. Chai Jangsirikul, Chiarman of the Audit Committee / Independent Director
- Dr. Prinya Sainamthip: Independent Director/ Member of the Audit Committee.

And considered 5 former directors who retired by rotation at the 2022 Annual General Meeting of Shareholders to be back in office as follows:

- Mr. Chai Chaengsirikul: Independent Director/Chairman of the Audit Committee;
- Mr. Anon Sirisaengtaksin :Independent Director/Audit Committee;
- Mrs. Chantratree Darakanon: Managing Director;
- Mr. Preecha Chunhavanit : Executive Vice President; and
- Mr. Nitipun Darakanon: Director

The Company has criteria to select a director and top executive through Selection Committee, as described above. The proposal will be on the agenda during the General Shareholders' Meeting, Director Selection, with the conditions indicated in the Section, Policies and Practices regarding shareholders and stakeholders, sub-topic: 1) Shareholders' Rights and 2) Equitable Treatment of Shareholders.

(3) Director Development

(3.1) Training, Seminar, and Activities of the Company

The Company's Board of Directors and top executives have paid attention significantly and regularly to the director's development, particularly courses that can enhance directors' knowledge and work capability (training details can be found in the director's bio in Appendix 1). All the Company's Directors have been trained with the Thai Institute of Directors (IOD) and other leading organizations and institutes and participate in relevant seminars. The Company promoted such development and signed up for IOD membership for all directors to be an avenue to progress knowledge that the Company can apply to the directorship role. The Company also invited experts in various fields to provide a lecture to enlighten new ideas and share perspectives that could be applied to the Company's operation to grow in the future sustainably.

In 2022, directors who participated in training and seminar were as follow:

Directors	Courses
Mr. Prinya Sainamthip	Directors Accreditation Program (DAP 190/2022) and Advanced Audit Committee Program (AACP)

The expenses related to the development of the director level of 1 director is as follows:

- Audit Committee 1 person, DAP 190/2022 course of 1 day, total cost 15,000 Baht.

The Company also allowed the Company's subsidiaries, joint ventures, or assoicates to present the business plan to the Board of Directors to share experience and allow the Board of Directors to exchange business know-how as well as any practical strategy that can be used to steer the business through the current challenging business environment so that the Saha-Union Group can sustainably grow in the future.

(4) Self evaluation of the Company's Board of Directors

The Board of Directors has regularly evaluated their operational performance once a year both individually and the entire Board. Besides, the sub-committee's performance (the Nomination and Remuneration and the Audit Committee) is also evaluated once a year by assessing the Committee as the whole. The results are collected by the secretary of the sub-committee and the Company's secretary. The results are reported to the Board to review the performance, issues and obstacles during the past year enhancing the Board's effectiveness following the Corporate Governance Principles.

The criteria and process of performance evaluation of the Board of Directors on a group basis are as following.

Key Performance Evaluation Criteria	Performance Evaluation Process
The evaluation is divided into 6 topics following the guidelines of the Stock Exchange of Thailand 1) Structure and qualifications of the Board of Directors 2) Roles, duties and responsibilities of the Board of Directors 3) The meetings of the Board of Directors 4) The performance of the Board of Directors 5) Relationship with the management 6) Self-development of Directors and the development of the management	1. The Board of Directors conducts the entire Board's performance evaluation at least once a year
	2. The Company Secretary summarizes and submits the Board of Directors' evaluation results to the Nomination and Remuneration Committee to review the evaluation results and the guidelines to develop and improve their efficiency
	3. The Nomination and Remuneration Committee presents the evaluation results and the efficiency improvement guidelines to the Board of Directors

In 2022, the average score of the Board of Directors' self-evaluation on a group basis was 95.45.

The criteria and process of the performance evaluation of the Board of Directors on an individual basis are as following.

Key Performance Evaluation Criteria	Performance Evaluation Process
The evaluation is divided into 3 main topics according to the guidelines of the Stock Exchange of Thailand including; 1) Structure and qualifications of the Board of Directors 2) Roles, duties and responsibilities of the Board of Directors 3) The meetings of the Board of Directors	1. The Company's Directors conduct self-evaluation individually at least once a year
	2. The Company Secretary summarizes and submits the Board of Directors' individual evaluation results to the Nomination and Remuneration Committee to review the evaluation results and the guidelines to develop and improve the efficiency.
	3. The Nomination and Remuneration Committee presents the evaluation results and the efficiency improvement guidelines to the Board of Directors

In 2022, the average score of the Board of Directors' self-evaluation individually was 96.21.

The criteria and process of the performance evaluation of the sub-committee – the Nomination and Remuneration Committee on an individual basis are as following.

Key Performance Evaluation Criteria	Performance Evaluation Process
The evaluation is divided into three main topics following the guidelines of the Stock Exchange of Thailand. 1) Structure and qualifications of the Nomination and Remuneration Committee 2) Roles, duties and responsibilities of the Nomination and Remuneration Committee 3) Meetings of the Nomination and Remuneration Committee	1. The Company Secretary submits a self-evaluation form to each member of the Nomination and Remuneration Committee to evaluate their performance individually at least once a year
	2. The Company Secretary collects and summarizes the evaluation results to propose the Nomination and Remuneration Committee and the Board of Directors for their acknowledgement.
	3. The Nomination and Remuneration Committee and the Board of Directors will review the evaluation results together and provide suggestions on areas that should be improved to further enhance the efficiency.

In 2022, the average score of the Nomination and Remuneration Committee's self-evaluation individually was 98.04.

The criteria and process of the performance evaluation of the Audit Committee on an individual basis are as following.

Key Performance Evaluation Criteria	Performance Evaluation Process
The evaluation is divided into four main topics. Three out of four topics are following the guidelines of the Stock Exchange of Thailand, and another one topic is noted on the Audit Committee's report to the Board of Directors. 1) Structure and qualifications of the Audit Committee 2) Roles, duties and responsibilities of the Audit Committee 3) Meetings of the Audit Committee 4) Reports of the Audit Committee	1. The Audit Committee's individual evaluation is conducted once a year. The Company Secretary will propose to the Audit Committee to conduct the evaluation at their meeting in the third quarter every year.
	2. The Secretary of the Audit Committee summarizes and proposes the evaluation results to the Audit Committee meeting in the fourth quarter of every year.

In 2022, the average score of the Audit Committee's self-evaluation individually was 97.90.

(5) Directors Orientation

The newly appointed director will receive a formal and proper introduction and all information relevant to their responsibilities and performing their duties, including details about the company's objectives, vision, missions, core value, the nature of the business, and other relevant company's operations from the Company's management (New director's orientation). Besides, the new director will be provided training about director's duties from the Thai Institute of Directors (IOD), for instance, DAP and DCP programs or DAP and ACP programs for Audit Committee.

8.1.2 **Attendance at meetings and payment of remuneration for individual directors**

(1) The Board of Directors' Meeting

- **Board of Directors' Meeting**. Generally, the Company arranges a meeting at least once a month to consider the proposals made by executives, make decisions on issues for further action as it is deemed appropriate, and follow up on performance, aiming to verify if the business runs as planned or their objectives are attained. In some cases, corrections might be considered and carried out the solutions, and personnel may be assigned for further follow-up. In 2022, all Directors held and attended twelve meetings, except those on duty abroad or absented by force majeure. Since the Company has had a lot of overseas

investments and some members of the Board had to take care of and follow up on the operation of the business invested by the Company, they could not be present at the monthly meetings of the year 2022. However, those who have worked for associated companies in Shanghai, Hong Kong, or the USA attended the meetings via VDO conferences on the same day. In addition, the Secretary regularly submitted the minutes to all of the members, no matter whether they were present or absent, to keep them informed and to ask for their suggestions (if any).

- The Company set up the Board's meeting schedule in advance for the whole year. The Company Secretary proposes the schedule to the Board's meeting; hence, each director should receive sufficient notice to ensure attendance.
- The Board's meeting invitation letter, agenda and relevant documents are sent to every director at least 5 working days prior to the Board's meeting.
- The Company holds Board's meeting monthly, in which executive or management reporting operation and relevant information for the Board's acknowledgement, consideration and/or approval. The Board has monitored the operations to ensure the Company's strategies be applied. If the result of activities were found that it failed to achieve the Company's target, the Company would consider adjusting the strategic plan in line with the situation at that time.
- Before issuing the Board's meeting invitation, every director and executive can propose the inclusion of relevant items on the meeting agenda.
- The Board encourages the President to invite key executives to attend board meetings to provide further details of the meeting agenda that they are directly responsible for.
- The Board can access further accurate, relevant, timely and clear information required for their respective roles from the President, other executives or the Company Secretary within the scope of policies. If necessary, the Board may seek independent professional advice at the company's expense.
- The Board of Directors set forth the policy that for any agenda that a certain director is deemed to have a conflict of interest with the Company, such director will not participate nor vote on that specific agenda.
- The Board appoints Company Secretary with the necessary qualifications, knowledge, skills, and experience for performing his/her duties, including providing advice on corporate governance, legal, regulatory and administrative requirements for the Board, preparing board meetings and other relevant documents, record the meeting minutes, and coordinating the implementation of board resolutions. The Company Secretary is responsible for duties prescribed in the Securities and Exchange Act, 4th edition (B.E.2551), Section 89/15, Section 89/16, Section 89/17 and Section 89/23.
- To be consistent with the COVID-19 prevention measure, the Company's Board of Directors, by the authorization of the Chairman, permitted the electronic meeting instead of an on-site meeting. In 2022, there were 12 Board meetings hosted.

Record of 2022 Meeting Attendances of Directors is as follows.

No.	Name -Surname	2022 AGM of the Shareholders	Board of Directors Meeting	%
1	Miss Dalad Sapthavichaikul	1/1	12/12	100.00
2	Mr. Chutindhon Darakananda	1/1	12/12	100.00
3	Mr. Chai Jangsirikul	1/1	12/12	100.00
4	Mr. Yanyong Tangchitkul	1/1	11/12	91.67
5	Mr. Pittawat Prerttitumrong	1/1	12/12	100.00
6	Mr. Anon Sirisaengtaksin	1/1	8/12	66.67
7	Mr. Prinya Sainamthip	1/1	12/12	100.00
8	Mrs. Chantorntree Darakananda	1/1	12/12	100.00
9	Mr. Preecha Shunhavanich	1/1	12/12	100.00
10	Mr. Supakit Paungbua	1/1	11/12	91.67
11	Mrs. Pinijporn Darakananda Kasemsap	1/1	12/12	100.00
12	Mr. Bovornrat Darakananda	1/1	9/12	75.00
13	Mr. Vacharaphong Darakananda	1/1	10/12	83.33
14	Mr. Nanthiya Darakananda	1/1	8/12	66.67
15	Mr. Nithiphan Darakananda	1/1	10/12	83.33
			Total average	90.56

Sometimes the director got sick or went abroad on a business trip could not attend the Board of Directors' Meeting.

Information of the Audit Committee meeting attendance for the year 2022 is as follows:

No.	Name-Surname	Attendance	%
1	Mr. Chai Chaengsirikul	4/4	100%
2	Mr. Anon Sirisaengtaksin	4/4	100%
3.	Mr. Prinya Sainamthip	4/4	100%
		Total average	100%

Information of the Nomination and Remuneration Committee meeting attendance for the year 2022 is as follows:

No.	Name-Surname	Attendance	%
1	Mr. Yanyong Tangjitkul	4/4	100%
2	Mr. Chutindhon Darakananda	4/4	100%
3	Mr. Anon Sirisaengtaksin	4/4	100%
		Total average	100%

Information of the Risk Management Committee meeting attendance for the year 2022 is as follows:

No.	Name-Surname	Attendance	%
1	Mrs.Chantorntree Darakananda	1/1	100%
2	Mr. Vacharaphong Darakananda	1/1	100%
3	Mr. Preecha Shunhavanich	1/1	100%
4	Mrs. Srinual Sombatpraiwan	1/1	100%
5	Ms. Ruangdao Supachoncharan	1/1	100%
		Total average	100%

Information of the Investment Committee meeting attendance for the year 2022 is as follows:

No.	Name-Surname	Attendance	%
1	Ms. Dalad Sapthavichaikul	6/6	100%
2	Mr. Chutindhon Darakananda	6/6	100%
3	Mrs. Chantorntree Darakananda	6/6	100%
4	Mrs. Pinijporn Darkananda Kasemsap	6/6	100%
5	Mr. Bovornrat Darakananda	6/6	100%
6	Mr. Vacharaphong Darakananda	6/6	100%
		Total average	100%

(2) Directors' Remuneration

Remunerations for the Company's Directors comprising of Meeting allowance and/or Directors' remuneration, which are fixed based on individual position and previously approved by the 2022 Shareholders' Meeting.

Monetary Remuneration	Baht per month
Board of Directors : Monthly payment	
- Chairman	340,000
- Vice Chairman	320,000
(Remark : excluded bonus)	
Board of Directors : Meeting allowance monthly payment	
- Chairman/Vice Chairman	12,000
- Executive Director	12,000
- Non-Executive Director	12,000
- Independent Director	12,000
Audit Committee : Monthly payment	
- Chairman of the Audit Commitee	11,000
- Audit Committee	10,000
Nomination and Remuneration Committee	
: Meeting allowance per attending	
- Chairman of the Nomination and Remuneration Committee	10,000
- Nomination and Remuneration Director	10,000

In addition, the Company has not paid any remuneration and other benefits to the directors apart from those specified above as in 2021.

Directors' remuneration during 2022 is as follows.

Saha-Union Public Co., Ltd.'s Director Remuneration for the year 2022

Unit : Baht

No.	Name	Position	Remuneration					
			Remuneration by the position	Board of Directors' Meeting Allowance	Audit Committee' Meeting Allowance	Nomination and Remuneration Committee' Meeting Allowance	Total Remuneration	Total Remuneration from Subsidiaries
1	Miss Dalad Sapthavichaikul	Chairman	4,590,000	144,000	-	-	4,734,000	176,000
2	Mr. Chutindhon Darakananda	Vice Chairman / Nomination and Remuneration Committee	4,320,000	144,000	-	40,000	4,504,000	192,000
3	Mr. Chai Jangsirikul	Chairman of Audit Committee / Independent Director	-	144,000	132,000	-	276,000	-
4	Mr. Anon Sirisaengtaksin	Audit Committee / Independent Director / Member of the Nomination and Remuneration Committee	-	144,000	120,000	40,000	304,000	-
5	Mr. Prinya Sainamthip	Audit Committee / Independent Director	-	144,000	120,000	-	264,000	-
6	Mr. Yanyong Tangchaikul	Chairman of the Nomination and Remuneration Committee / Independent Director	-	144,000	-	40,000	184,000	-
7	Mr. Pittawat Prerttitumrong	Independent Director	-	144,000	-	-	144,000	-
8	Mrs. Chantorntree Darakananda	President	-	144,000	-	-	144,000	306,000
9	Mr. Preecha Shunhavanich	Vie President	-	144,000	-	-	144,000	96,000
10	Mr. Supakit Paungbua	Director	-	144,000	-	-	144,000	96,000
11	Mrs. Pinijporn Darakananda Kasemsap	Director	-	144,000	-	-	144,000	-
12	Mr. Bovornrat Darakananda	Director	-	144,000	-	-	144,000	-
13	Mr. Vacharaphong Darakananda	Director	-	144,000	-	-	144,000	216,000
14	Mr. Nanthiya Darakananda	Director	-	144,000	-	-	144,000	192,000
15	Mr. Nithiphan Darakananda	Director	-	144,000	-	-	144,000	-
			8,910,000	**2,160,000**	**372,000**	**120,000**	**11,562,000**	**1,274,000**

8.1.3 Governing Subsidiary, Joint Venture and Affiliated Company

The Company operates business through subsidiaries, joint ventures, and associates as detailed mentioned in Section 1.3 "Shareholding Structure of Group Companies". The Board of Directors has measures to manage the operation of subsidiaries, joint ventures, and affiliates to optimize investments of the Company.

- Appoint the Company's representative to hold directorship and executive position according to the shareholding proportion. The Board of Directors is responsible for appointing a representative director.
- Determine the governance measures for the representative director to apply to the subsidiaries, joint ventures, and associates to perform accordingly to the Company's policies and relevant regulations. Depending on the case, any voting or key decision must be approved by the Chairman of the Board and the President, the Board of Directors, or shareholders.
- Provide good corporate governance and an adequate internal audit system appropriate for the Company's subsidiary.
- Supervise financial and operation information disclosure and record the key transaction in line with the Company's practices and criteria.
- Supervise related transactions, including acquisition or disposal of assets and other transactions with subsidiaries, joint ventures, and associates, must be approved by the audit committee and the Board of Directors, and disclose such transactions to the public according to the regulation of the Stock Exchange of Thailand.

Additional details have been disclosed in Section 6. Corporate governance, under the topic "Governance of Subsidiaries, Joint Ventures, and Associates."

8.1.4 Follow up to ensure the corporate governance policies and practices have been practiced.

The Company emphasizes Corporate Governance and has stipulated the relevant practices and policies in the Corporate Governance Policy and Business Code of Conduct. The Company actively supports the execution of these practices to promote confidence from all stakeholders.

(1) Preventive measures for conflicts of interest

The Company requires information disclosure to prevent Conflicts of Interest and any transaction that may cause any conflicts of interest or illegal and inappropriate activities. Such disclosure will be made through the Related Transaction Report of Directors, Executives, and Related Person.

(2) Insider Information Control

From the beginning, the Company has always prudently operated with the ethical code of conducts for the Company's directors, executives and employees to follow. The Company's core value is emphasizing Integrity, Quality and Service.

Besides, there are other related rules as follows:

- **Prohibit the use of either self-authority** or other's authority for personal benefit or illegally assisting others.

- Dedicate time and attention to the work for the Company's benefit

- Perform duty with best knowledge and effort

- Perform duty honestly and loyally

The Company exercises **disciplinary actions** against wrongdoers. If there is any violation of the above mentioned, penalty measures clearly stated in the Company's rules.

Moreover, the Company prohibits and prevents the use of insider information and insider trading practice to avoid an unequal investment opportunity to the public. The Company's Board of Directors has resolved every year that the executives and Board of Directors must avoid trading the Company's shares 14 days prior to the disclosure date of the Company's annual or quarterly financial statements report and within 24 hours thereafter. The Company's Secretary shall be in charge of making announcements of the Silent Period schedule throughout the year for all directors during the Board of Directors' meeting.

Shareholding information of Saha-Union Public Company Limited of directors and executives as of 31 December 2022

No.	Name	Director's securities holding		
		No. of shares Year 2022	No. of shares Year 2021	Increase (Decrease) %
1	Ms. Dalad Sapthavichaikul	13,052	13,052	-
2	Mr. Chutindhon Darakananda	3,427,700	3,427,700	-
3	Mr. Chai Jangsirikul	-	-	-
4	Mr. Yanyong Tangchitkul **	434,000	434,000	-
5	Mr. Pittawat Prerttitumrong	170,124	170,124	-
6	Mr. Anon Sirisaengtaksin	-	-	-
7	Mr. Prinya Sainamthip	-	-	-
8	Mrs. Chantorntree Darakananda **	269,400	269,400	-
9	Mr. Preecha Shunhavanich **	10,000	10,000	-
10	Mr. Supakit Paungbua	-	-	-
11	Mrs. Pinijporn Darkananda Kasemsab **	147,300	147,300	-
12	Mr. Bovornrat Darakananda	-	-	-
13	Mr. Vacharaphong Darakananda	50,000	50,000	-
14	Mr. Nanthiya Darakananda	-	-	-
15	Mr. Nithiphan Darakananda	2,515,017	2,515,017	-

Remarks: ** Including related persons

No. 4 Self 419,000 shares, Spouse 15,000 shares
No. 8 Self 17,500 shares, Spouse 251,900 shares
No. 9 Spouse 10,000 shares
No. 11 Self 22,300 shares, Spouse 125,000 shares

No.	Name	Management's securities holdings		
		No. of shares Year 2022	No.of shares Year 2021	Increase (Decrease) %
1	Ms. Ruangdao Supachoncharan	-	-	-

(3) Anti-Fraud and Corruption

The Company has developed an Anti-corruption Policy and Guideline Handbook separately from the Corporate Governance Handbook, Code of Business Conduct and Rules and Regulations for Employees in accordance with core values of the Saha-Union, that is-integrity, quality and service. These values have been observed by the Company's directors, executives and all employees and regarded as ethical corporate culture which has been promoted and cultivated. It is their duty and responsibility to acknowledge, understand and ensure its rigorous compliance.

The organizational structure is established through a sufficient and appropriate system to prevent business conduct of the Company from any actions related to corruptions, no matter what form of bribery and corruption: seeking, accepting or paying.

The Company provides a system of internal audit to oversee and monitor its compliance with the Corporate Governance Handbook, Code of Business Conduct and rules and regulations for Employees by requiring regular audits. Then, the audit reports will be submitted to the Audit Committee and/or the President. This system includes integrating audits relevant to corruptions into internal audit plans.

The Company will examine and improve standards of anti-corruption measures proposed in the Thailand's Private Sector Collective Action Coalition Against Corruption Project (CAC) and review the Corporate Governance Handbook, Code of Business Conduct, Anti-Corruption Policy, Whistle-blowing Policy and Rules and Regulations for Employees with the aim of adopting clearer and more inclusive guidelines through HR Management, ensuring clear communication to Employees of all levels so that they can practically follow the guidelines.

For more information, please check out the Company's "Anti-Corruption Policies and Practices" on our website: http://www.sahaunion.com/anti-corruption_efforts/

Guidelines according to the Policy

The Company has instilled high a value of integrity, quality and services all the way from management to employees. Laws and regulations will be observed and followed strictly by raising awareness of both executives and employees. Moreover, employees will receive a Guide to Rules and Regulations for Employees, as stated in chapter 6, "The discipline and disciplinary sanctions article 6.1 (f)", article 6.2 (4) "Work with honesty" and article 6.3, "Violation Penalty Policy" and "The Termination of Employment". In order to comply with the Company's policy in business operations, an internal control system was established to efficiently and productively monitor and track any corruption, all of which would go under an inspection procedure conducted by the internal auditing department.

The Company has established Guidelines for Directors and Employees according to the 8 anti-corruption policies:

- Guidelines regarding Conflict of Interest;
- Guidelines regarding Security Trade and Insider Trading;
- Guidelines regarding Procurement;
- Guidelines regarding for Receiving or Giving Assets or Other Incentives that may Influence One's Decision;
- Guidelines regarding Charity Donation and Financial Support Provision;
- Guidelines regarding Political Issues;
- Guidelines regarding Contact with Government Sectors;
- Guidelines regarding Taxes.

The Disclosure of Performance and Progress in Practice

- In 2022, there were not any issues or substantial faults involving the prosecutions, investigation, allegations or any lawsuit regarding unfair competition operation, corruption, unethical, discrimination or unequal employment, non-compliance with laws, including getting fined or non-fine penalty in any violations caused by non-transparent or incorrect operation of previously mentioned matters.

- The Company prepared vigilant disbursement practices, approval forms, objectives, and receiving parties that a clear document trail will accompany to prevent any fraudulent transaction. The processes have been done to ensure that charitable contributions would not turn into corruption, and guest treatment and other expenses must be under the policy, with a thorough audit process from the internal audit.

- The Company provided an audit process to prevent corruption risks in the sales and procurement process and any transaction contract and review them regularly to ensure compliance with the disbursement and procurement measures stipulated by the internal audit. The internal audit provided comments and made any appropriate corrective actions if required.

- The Company provided Human Resource Management process that reflects the Company's determination to counter corruption, from selection, training, evaluation, and reward to promotion processes.

- The Company internally audited all key aspects of business, including accounting, finance, data collection, and other relevant processes to the anti-corruption efforts.

- The Company provided the internal audit process to ensure that the internal control and risk management processes can help the Company attain its goal. These processes helped verify the operation of every department to achieve the corporate goal. They also evaluated the work processes of every department to comply with rules, and regulations, identify weaknesses and give advice to improve the work process to become more efficient and effective according to the Good Corporate Governance principles.

(4) Whistle-blowing and complaints

The Board establishes a policy for whistleblowing and complaints, there is a mechanism for handling complaints and whistleblowing. In the case of whistle-blowing, the Company provides a convenient and safe channel with a protection measure for the whistleblower to ensure his/her identity be concealed. The Company has disclosed multiple channels for filing complaints on the Company's website or the Annual Report, as follow:

(1) Mail to Chairman of the Audit Committee and/or President. Saha-Union Public Co., Ltd. 1828 Sukhumvit Road, Phra Khanong Tai, Phra Khanong, Bangkok 10260.

(2) Suggestion box in the Company's head office, or

(3) The corporate website at www.sahaunion.com.

- The Company has an investigation process, action taking and a report to the Board.
- The Company ensures that whistleblower and informant's identity remain confidential and be protected, as well as the matter consideration process and the result of the investigation informing practice in accordance with the policy. For more information, visit the Company's website section Suggestions/Complaints.

(5) Securities Holding Positions Report

In 2022, the Company notified Directors and executives of 4 silent periods where they cannot acquire, dispose or transfer the Company's share, which are:

1. Period from February 14 , 2022 to March 1, 2022 for the 2021 financial statements.
2. Period from 3 May 2022 to 18 May 2022 for the financial statements of the Q1 of 2022.
3. Period from 1 August 2022 to 16 August 2022for the financial statements of the Q2 of 2022.
4. Period from 1 November 2022 to 16 November 2022 for the financial statements of the Q3 of 2022.

All directors and executives have strictly obliged to the above silent period prohibition.

(6) Report of the Conflict of Interest

The details of this topic have been disclosed in Section 6. Corporate governance, under the topic "5) Conflict of Interest."

(7) Consideration and evaluation of the connected transaction

The details of this topic have been disclosed in Section 6. Corporate governance, under the topic "5) Conflict of Interest."

(8) Responding to Cyber Threats

In response to cyber threats in the past year 2022, the Company has focused on and improved the organization's cyber security system with the implemention of Firewall Protection to prevent external attacks and external e-mail checking, preventing virus infection between computers including limiting access to dangerous websites. In addition, the Company has backed up data in case of emergency in order to prevent damage that may occur from data theft affecting the information in the Company's important systems.

(9) Actions to support compliance with the Personal Data Protection Act B.E. 2562

The Company has improved work processes and basic digital technology systems to comply with the Personal Data Protection Act which has been effective since June 1,2022. Including the continuous improvement to enable the system to manage and control the use of personal information efficiently. In regarding to build confidence with stakeholders that the Company holds their data, the training to educate employees about the essence and guidelines for working in accordance with this Personal Data Protection Act covers the following important main topics as follows;

- Supervision and improvement of working methods;
- Personal information management system;
- Leakage prevention of personal information system; and
- Monitoring and followup of utiliztion system.

8.2 Report of the Audit Committee during the past year

The details of this topic have been disclosed on the Audit Committee Report as Attachment 6.

8.3 Report of other Sub-Committees

8.3.1 Report of the Nomination and Remuneration Committee

The details of this topic have been disclosed on the Nomination and Remuneration Committee Report as Attachment 7.

9. Internal Control and Related Parties

9.1 Internal Control

The Company's main business is investment and products selling such as textile materials, stainless steel and adhesive tape products. Its policies and guidance are based on ethical values, namely-Integrity, Quality and Service, in accordance with its vision and missions in pursuit of achievement of the organization's objectives and value addition to all stakeholders, under the above-mentioned operation. The Company's Board of Directors attaches much importance to overseeing progress and procedures on internal control process which involves 5 issues: control environment, risk assessment, control activity, information and communication and monitoring activity. The adequacy assessment of internal control and risk management in 2022 was performed by the Audit Committee and the Board of Directors on November 24, 2022. The result can be summarized as follows:

1. Control Environment

1.1 The Company is committed to the values of honesty and morality. Based on these values, the Board of Directors and the Executives have provided practical guidance on daily duties performing, decision-making and the way of treating its business partners, customers and outsiders. Written regulations stipulate that the executives and personnel staff must perform their duties with loyalty and keep to the Code of conduct Handbook regarding a prohibition of action that may provoke conflicts of the interest and bribery that may cause damage to the organization. Disciplinary actions shall call upon different measures of punishments stated in the Company's rules where, the executives and other employees acknowledge and sign each year. In addition, the Code of conduct is communicated to them and outsiders via the Company's website.

A monitoring process and aforementioned performance evaluation has been carried out by the internal audit team. The executives and other employees have conducted a self-assessment, and they have been assessed by independent experts from the outside or external auditor as well.

By means of detective controls, the Company has managed to act in time upon noncompliance of the above-mentioned rules. Penalties are imposed or corrective actions are taken within a reasonable time period against violation of principles of loyalty and the Code of conduct.

1.2 The Board of Directors is independent from the Company's executives; their duties are to supervise, oversee and improve the operation of internal control process.

The Company has determined to the Board of Directors specific roles and duties explicitly segregated from the management, clear goals of business operation and measurable plans as guidelines for both the executives and employees' performance. It has also established roles and duties of the Board of Directors and executives in conformity to the laws and rules, together with those of the Audit Committee, auditor, internal audit team as well as a person in charge of financial reporting.

The Board of Directors understands the Company's activities and helpful expertise and the Board could ask an advice from professional or specialists over this matter.

The Board of Directors comprised of Independent Directors who are skilled, competent, reliable and fully independent of work - that is one third of the Board of Directors,

The Board of Directors has undertaken an appropriate evaluation of adequacy of the internal control system in all aspects.

1.3 While taking business operation and the laws into account, the management has properly set the organizational structure and a hierarchical authority of command and responsibilities among the Board of Directors, Executives and personnel staff, including a design of an efficient internal control process with the aim of achieving the organization's objectives.

1.4 The Company has had its intention of motivating, improving and keeping skilled, competent and suitable personnel staff. Performance evaluations have been conducted in a bid to give incentives and rewards to employees for their good work, if not, to take actions to the personnel of whom their performance objectives were not met. This practice is made explicitly known to the executives as well as other staff members. Besides, problems solutions and preparatory measures are provided. The Company has succession plan for important ranks. The Company provides training support to employees so as to improve their relevant skills, hires expert consultants,

and establishes a mentoring system, who will act as consultants to employees both in terms of work and society to make the more efficient work of employees.

1.5 The Company has ensured that each staff has a duty and is held responsible for internal control within his or her span of authority. The executives have provided corrective actions in operational process if needed through indicators of performance, assessment with the aim of incentives and rewards offering while taking account of the Code of conduct linking to achievement of the organization's internal control objectives in a short term and long term. There has not been too much pressure on the individual performance under the condition.

2. Risk Assessment

The Company has set its clear goals in identifying and assessing risks related to the achievement of the organization's objectives.

2.1 In respect to compliance of relevant regulations and rules, the Company has conformed to the accounting standard which is approved and suitable for the business in each period of time; all transactions shown in the financial statements have really existed and are complete, demonstrating correctly the rights and obligations of the Company and proper values. The report is correctly and completely disclosed, reflecting its real operational activities. The criteria for financial reporting are based on significant factors such as regulations of the government agencies involved, financial statement user, the extent of transactions and business trend.

The Risk Management committee approves, communicates and acknowledges risk management policy to the executives and the personnel staff who are required to follow so much that this practice is forming part of the organization culture.

2.2 To meet the organization's objectives, all types of risks threatening business operations have been identified and analyzed at all levels within the organization from business units to administration section. Such risks analysis is based on various internal and external factors in relation to the Company. Furthermore, likelihood of the risk occurring and its impact, provision of measures and operational plans to mitigate risks to some degrees have been analyzed as well. Moreover, the participation in the risk management by the Board of Directors at all levels is embedded in the organization culture.

2.3 The likelihood of frauds has been taken into consideration; any false entry in the Company's financial records, loss of assets, corruption, the executives' performance against the internal control system, information modification on important reports, abused acquisition and exploitation of assets, etc. As a result, the control process is designed and the objectives of operation are carefully reviewed by considering a possibility of the set forth objectives, including logic of incentives and rewards offerings to employees for the purpose of discouraging them from behaving in a dysfunctional manner. However, during the meeting with the executives meeting, the Audit Committee has verified and inquired each year about potentialities of corruption and it's preventive or corrective actions, including the risk management. Moreover, the Company has ensured that its policies and internal control strategic plans are understood and also applied by the personnel staff in order to prevent or reduce the risks.

2.4 The Company is able to identify and assess any changes that may have an impact on the internal control process, arising from external factors such as incidence of world economic change, including influence of foreign exchange and interest rates. The responsive measures to such changes have been sufficiently provided.

Furthermore, the responsive measures have been sufficiently provided for the assessment of change in the types of business that may affect business performance, the internal control process and the financial reports related to the Company such as addition of new type of business.

Also, the responsive measures have been sufficiently provided for the assessment of change in the organization's leader that may have an impact on the internal control process, that is to say; when the leader reaches his or her term.

3. Control Activities

The Company has adopted a system of internal control that helps to mitigate a risk of non-achievement of the organization's objectives at an acceptable level.

3.1 The internal control system of the Company is suitable for its risks and its characteristic in terms of the complexity and nature of tasks, investment specification such as follow-up control system of information and financial reporting of all invested companies, usage of cross check data system for the consolidated financial

statements presentation, including management of risk arising from the foreign exchange that may affect the operations, etc.

3.2 The Company has provided an appropriate internal control process covering various measures in the form of written instructions by setting policies, regulations and procedures in regard to financial operations, purchasing and general management. There is also a handbook stating explicitly and concisely scopes of powers and duties including hierarchical command of approval of the executives at each level, aiming at preventing fraud, by limiting a ceiling and approval authorization span, providing approval procedures of investment projects, purchasing procedures, supplier selection criteria and procedures of tools requisition. There are also other operational processes as following;

3.2.1 Collect as well as update records of related transactions or transactions with potential conflict of interest by major Shareholders, Directors, Executives, or any other related persons to these people for the purpose of follow-up and checking.

3.2.2 Monitor the follow-up through agreed conditions throughout commitment period, for example, repayment at the due date and review of contracts appropriateness in case of authorization of transactions with the related parties in the manner of committing the Company in long term such as borrowings, loans, guarantees and securities loans.

3.3 The Company has determined various types of internal controls, for example, manual and automated controls, including preventive and detective controls.

3.4 The internal control process takes place at all constituencies of the organization; Group companies, business units, party hierarchy, departments, sections including overall processes.

3.5 The roles are strictly divided into three groups for the purpose of cross checking. That is role of approval, role of accounting and information transaction recording and role of asset management and storage.

3.6 The Company has selected and has improved the control activities by means of technologies in a bid to support the achievement of its objectives, adopting information technology of relevance to operational process and having general control over the information and communication system through scope of duties concerned. The Company has also provided proper activities controls of structure, security, acquisition, improvement and maintenance of information and communication technology.

3.7 The Company has established the monitoring activities towards its policies stating what is expected and how to proceed in order to render these policies applicable. The procedures are specified in the Code of conduct. To give an example, concerning business transactions by major Shareholders, Directors, Executives, or any other related persons to these people, there must be approval procedures in conformity with regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission. This is to prevent the related parties from exploiting the opportunities or interests of the Company for their personal benefit. Moreover, determination of transaction approval shall be done by people who do not have the common interest, on the basis of the Company's optimal interest or at arms' length basis.

As an investment company, the Company shall need to take measures and policies on following up activities of its subsidiaries or associated companies and shall also provide guidelines to the Directors or to the Executives of those companies. The Company has determined roles and responsibilities for implementing policies and internal control plans in a timely manner to both the competent executives and staff members and has taken measures to rectify performance failings (if any).

The Company has regularly conducted a review of its policies as well as operational process to render them appropriate.

4. Information System and Communication

The Company puts emphasis on pertinent and quality information processing to support the internal control process as intended, by defining categories of information related to the Company's performance from within and outside the organization and bearing cost/benefit as well as correctness considerations in mind in regard to quantity of information.

4.1 Decision-making by the Board of Directors is based on the important information that the Company has sufficiently provided. This is to say, the Board of Directors shall be summoned to a meeting or receive supporting documents which are necessary and sufficient for considerations at least five days in advance, as stipulated by the

law. In addition to the minutes containing enough details on appropriate performance of the Board of Directors, that could be retro-checked, the Company has properly classified filing related to important documentation into categories. In case of deficiencies in the operation of internal control found by the auditor or the internal audit team, the Company has made corrections of the control already.

4.2 The Company has designed a flow of information and established the objectives as well as the responsibilities for the internal controls to support efficiently and effectively the internal control process plans. Moreover, important issues are regularly reported once a month to the Board of Directors whom access to the information and communication technology is possible for the purpose of their activities or listing check as needed. To give an example, the Board of Directors can get more information from the auditor and the internal control team besides that of the executives. Normally, meetings are held especially for only the Audit Committee and auditor, excluding the executives. Also, there were discussions between the Board of Directors and Executives besides meeting of the Board of Directors.

A channel of communication has been established for individuals so that they could inform in a safe manner the Company on suspected fraudulent activities incurring within the Company.

4.3 The Company has a proper means of communication with the external stakeholders regarding the matters that may affect the internal controls. For example, some staffs are assigned the duty of looking after activities in relation to investors or the task of receiving complaints. The external stakeholders can safely give information on suspected fraud to the Company as well. There is a channel as disclosure on the Company's website, www.sahaunion.com

5. Monitoring activities

The Company has provided monitoring activities and evaluation of effectiveness of the internal control process to ensure that the internal control strategic plan is completely working.

5.1 The Company forms an internal control team to be in charge of monitoring compliance of business ethics and the Company's regulations stating a prohibition of the management and personnel staffs' behavior that may provoke a conflict of interest. The internal control team shall submit the report to the Audit Committee.

The task of monitoring activities and evaluation of effectiveness of the internal control process has been assigned to the skilled and competent internal control team working independently. Their task is to verify if the internal control strategy is applied as planned. The Company has determined a frequency of the monitoring and the evaluation according to the situation that might change. The guidelines on audit reporting issued by the Company demand that it should be directly reported to the Audit Committee. In this regard, the internal control team is encouraged to conform to the international standard on professional internal audit performance and also provided with relevant training programs.

5.2 The Company has created a channel of communication of audit report and deficiencies of internal controls on a timely basis to the persons responsible for this matter involving high-ranked executives and the Audit Committee. This allows necessary corrective actions to be taken promptly in case of the findings with a significant difference from the set forth goal.

The Company has a policy on reporting in a cascading way; In case of an incident, suspected serious fraudulent acts, violation of laws or any queer activities that may have a significant impact on the Company's reputation and financial position, the executives shall notify them immediately to the Board of Directors.

For any detected significant failings together with actions to be taken to rectify them, the internal control team is required to communicate them to the Audit Committee for its consideration within a reasonable time period and the latter, in turn, must present them to the Board of Directors.

Concerning progress of significant failing correction, it shall be reported to the Audit Committee who shall make a judgment on forwarding the matter to the Board of Directors.

Normally, the Audit Committee shall monitor the audit outcome at quarterly intervals and submit subsequently the report to the Board of Directors within the same time period.

The Board of Directors and the Audit Committee have evaluated the Company's Internal Audit Process and Risk Management of the Company and have concluded as follows:

All five independent directors participated during the Board of Directors meeting No. 11 on 24 November 2022. The Board of Directors reviewed the Company's Internal Audit Process by considering the internal audit adequacy evaluation form. The Risk Management Report is prepared by the executive and audit committee report. The Board has concluded that the internal audit system of the Company was comprised of 5 factors: internal audit, risk evaluation, operational control, information technology, and follow-up system. The Board of Directors and Audit Committee concluded that the internal control process and the Company's risk management are adequate and proper. There was sufficient personnel staff to execute the work efficiently.

The Company's Auditor is Mr. Khitsada Lerdwana, from EY Office Limited had performed an audit of quarterly financial statements of the year 2022 and expressed suitability and adequacy of the internal control process.

The Company gives much importance to the internal control system as well as the risk management aforementioned, which are the core elements inspiring confidence in the quality of the organization to those involved.

The Audit Committee expressed no difference in opinions from those of the Board of Directors, as shown in the annual report of the year 2022 made by the Audit Committee's Report.

9.2 Related Transactions

(1) Characteristics of Related Transactions

Related transactions are regarded as a normal business practice of companies, with general trading conditions, and no unusual transactions or improper pricing. Most of the transactions are conducted in the form of trading of goods, related creditors and debtors, loans and borrowings among groups of companies for the purpose of maximum benefits in terms of financial management, by charging interests at the referenced rates of a large domestic commercial bank, based on business type.

The companies' policy on related transactions between parties, who may have conflicts of interests, focuses on necessity and reasonably of such transactions. These transactions usually take form of normal trading related to business operation, including related trading of goods or borrowings among companies. Sales price and benefit are calculated according to the market rate. To give an example, in case of interest charge, the companies adopt the market rate by the time such transactions are conducted. Thus, the return shall be the same as the rate charged in the market.

Since related transactions are commercially customary or unexceptional, it is not necessary to get opinions from directors who have no interests or independent experts on the related transaction and including, in the past year, the Company did not have any securities offerings. In case that the Company has the related party transactions, these transactions were disclosed through an electronic channel of the Stock Exchange of Thailand.

(2) Necessity and logic of Related Transactions

The Company is principally engaged in investment, distribution of raw materials and products manufactured by group companies, then there was allowing transactions of goods purchase/sale, related creditors/debtors, and related interest received/paid. The Company also support the group companies in terms of financial management, enabling effectiveness and maximum benefits. In conclusion, related transactions conduction has been a necessary and logical thing.

(3) Approval procedures of Related Transactions

The approval procedures of related transactions are followed in the same way as with external customers practicing a normal business. The Board of Directors used to approve, in principle, the related transactions as a normal business. Regarding the follow-up of payments, the due date of each transaction was specified and controlled; however, the approval of each transaction was in conformity with rules and regulations of the Stock Exchange of Thailand (SET) and with the Office of the Securities and Exchange Commission (SEC).

In addition, in the past, if there were related transactions considered as connected transactions, there would be a step through consideration and giving opinions from the audit committee first, then proposed to the Board of Directors. In the past, independent directors' opinions were not different from those of the Board of Directors. and

there were complete disclosure of information in accordance with relevant regulations through electronic media of the Stock Exchange of Thailand.

(4) Policy and future trends in Related Transactions

With regard to policies on related transactions, the Company seeks to treat fairly all related parties, with the aim of maximizing benefits, to comply with the regulations of the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission (SEC), and to disclose sufficiently essential information.

In the future, the trends of business transactions between the group companies would decline due to the cessation of textiles business in raw materials procurement in the year 2021. Meanwhile, transactions of deposit and borrowing between the group companies remain unchanged because they have insisted on their effective financial management.

Related transactions in 2022 are shown on Attachment 10.7.

3

Part 3

Board of Directors' Responsibility for the Financial Report

Saha-Union Public Company Limited

Annual Registration Statement / Annual Report Form 56-1 One Report 2022

Report and consolidated financial statements

Independent Auditor's Report

To the Shareholders of Saha-Union Public Company Limited

Opinion

I have audited the accompanying consolidated financial statements of Saha-Union Public Company Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2022, and the related consolidated statements of income, comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and have also audited the separate financial statements of Saha-Union Public Company Limited for the same period.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Saha-Union Public Company Limited and its subsidiaries and of Saha-Union Public Company Limited as at 31 December 2022, their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in my professional judgement, were of most significance in my audit of the financial statements of the current period. These matters were addressed in the context of my audit of the financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.

I have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of my report, including in relation to these matters. Accordingly, my audit included the performance of procedures designed to respond to my assessment of the risks of material misstatement of the financial statements. The results of my audit procedures, including the procedures performed to address the matters below, provide the basis for my audit opinion on the accompanying financial statements as a whole.

Key audit matters and how audit procedures respond for each matter are described below.

Revenue recognition

The Group has sales and service income for the year ended 31 December 2022 amounting to Baht 9,312 million, which is significant to the income statement. The Group has a large number of customers and there are a variety of conditions of sale in the agreements made with these customers. There are therefore risks with respect to the amount and timing of revenue recognition.

In examining the revenue recognition of the Group, I assessed and tested the IT system and the internal controls of the Group with respect to the revenue cycle by making enquiry of responsible executives, gaining an understanding of the controls and selecting representative samples to test the operation of the designed controls and with considerations given to testing related to the accuracy and timing of revenue recognition. On a sampling basis, I also examined supporting documents for sales transactions occurring during the year, near the end of the accounting period, with special consideration given to expanding the scope of the examination of supporting documentation for transactions occurring near the end of the accounting period. In addition, I reviewed credit notes issued by the Group after the period-end and performed analytical procedures on disaggregated data to detect possible irregularities in sales transactions throughout the period, particularly for accounting entries made through journal vouchers.

Goodwill

As discussed in Note 18 to the financial statements, as at 31 December 2022, the Group has goodwill amounting to Baht 522 million, which is significant to the statement of financial position. Thus, the assessment of impairment of goodwill is a significant accounting estimate requiring the subsidiary's management to exercise a high degree of judgement in identifying the cash generating units, estimating the cash inflows that are expected to be generated from that group of assets in the future, and setting an appropriate discount rate and long-term growth rate. There are thus risks with respect to the amount of goodwill.

I assessed the identification of cash generating units and the financial models selected by the subsidiary's management by gaining an understanding of decision-making process to assess whether the decisions made were consistent with how assets are utilised. In addition, I tested the significant assumptions applied by the subsidiary's management in preparing estimates of the cash flows expected to be realised from the assets, by comparing those assumptions with information from both internal and external sources and comparing past cash flow projections to actual operating results in order to evaluate the exercise of the subsidiary's management judgement in preparing the cash flow projections. I also evaluated the discount rate applied by the subsidiary's management through an analysis of the weighted average finance costs of the subsidiary and of the industry, and I tested the calculation of the realisable value of the goodwill using the selected financial models and considered the impact of changes in key assumptions on those realisable values, especially changes in the discount rate and long-term revenue growth rate. Moreover, I reviewed the disclosures made with respect to the impairment assessment for goodwill.

Other Information

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

My opinion on the financial statements does not cover the other information and I do not express any form of assurance conclusion thereon.

In connection with my audit of the financial statements, my responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or my knowledge obtained in the audit or otherwise appears to be materially misstated.

When I read the annual report of the Group, if I conclude that there is a material misstatement therein, I am required to communicate the matter to those charged with governance for correction of the misstatement.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Thai Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

My objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Thai Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Thai Standards on Auditing, I exercise professional judgement and maintain professional skepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

I communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

I also provide those charged with governance with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

I am responsible for the audit resulting in this independent auditor's report.

Khitsada Lerdwana

Certified Public Accountant (Thailand) No. 4958

EY Office Limited

Bangkok: 23 February 2023

Saha-Union Public Company Limited and its subsidiaries

Statement of financial position

As at 31 December 2022

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2022	2021	2022	2021
Assets					
Current assets					
Cash and cash equivalents	6	3,316,490,988	3,087,114,711	115,279,443	656,657,237
Trade and other receivables	8	1,341,132,024	1,514,661,330	83,206,247	96,468,208
Inventories	9	750,028,987	979,691,857	-	-
Short-term loans to related parties	7	-	-	687,640,000	677,234,000
Other current financial assets	11	2,376,222,643	2,122,942,236	3,279,207	-
Other current assets		99,961,694	121,672,312	1,092,416	1,371,090
Total current assets		7,883,836,336	7,826,082,446	890,497,313	1,431,730,535
Non-current assets					
Restricted investments	10	25,646,799	27,755,496	1,000,000	1,000,000
Investments in subsidiaries	12	-	-	10,617,224,184	9,885,623,394
Investments in joint ventures	13	1,748,947,759	2,080,151,626	415,187,209	815,187,209
Investments in associates	14	4,137,929,624	3,899,562,203	1,496,901,375	1,096,901,375
Other non-current financial assets	11	3,461,700,898	3,154,840,703	2,080,797,110	1,988,939,992
Investment properties	15	2,427,725,508	2,464,656,871	1,474,444,472	1,481,274,633
Property, plant and equipment	16	5,509,155,551	5,971,630,220	43,898,484	36,796,907
Right-of-use assets	17	194,725,273	220,671,369	-	-
Goodwill	18	521,724,374	521,724,374	-	-
Intangible assets		52,982,345	48,280,915	2,685,765	3,898,529
Deferred tax assets	28	74,283,258	76,635,082	4,160,352	4,248,193
Other non-current assets	19	221,263,306	186,334,631	8,317,410	5,118,943
Total non-current assets		18,376,084,695	18,652,243,490	16,144,616,361	15,318,989,175
Total assets		26,259,921,031	26,478,325,936	17,035,113,674	16,750,719,710

The accompanying notes are an integral part of the financial statements.

Saha-Union Public Company Limited and its subsidiaries

Statement of financial position (continued)

As at 31 December 2022

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2022	2021	2022	2021
Liabilities and shareholders' equity					
Current liabilities					
Short-term loans from financial institutions	*20*	144,472,700	291,492,426	-	113,000,000
Short-term loan from related party	*7*	10,000,000	10,000,000	-	-
Trade and other payables	*21*	1,169,000,503	1,284,446,434	82,184,979	50,853,187
Current portion of long-term loans	*22*	7,429,838	184,132,051	-	-
Current portion of lease liabilities	*17*	65,269,200	66,317,536	-	-
Deposits from related parties	*7*	-	-	351,200,000	326,400,000
Income tax payable		39,318,928	31,425,322	-	-
Other current financial liabilities	*36.1*	-	8,119,988	-	1,183,374
Other current liabilities		122,041,670	101,622,301	7,670,273	8,709,642
Total current liabilities		1,557,532,839	1,977,556,058	441,055,252	500,146,203
Non-current liabilities					
Long-term loans, net of current portion	*22*	17,911,126	4,400,000	-	-
Lease liabilities, net of current portion	*17*	86,754,797	110,226,701	-	-
Provision for long-term employee benefits	*23*	275,866,079	289,076,534	24,683,502	25,122,709
Deferred tax liabilities	*28*	200,974,001	137,802,397	151,703,381	132,766,284
Other non-current liabilities		33,878,763	35,607,716	-	-
Total non-current liabilities		615,384,766	577,113,348	176,386,883	157,888,993
Total liabilities		2,172,917,605	2,554,669,406	617,442,135	658,035,196

The accompanying notes are an integral part of the financial statements.

Saha-Union Public Company Limited and its subsidiaries

Statement of financial position (continued)

As at 31 December 2022

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2022	2021	2022	2021
Shareholders' equity					
Share capital					
Registered					
300,000,000 ordinary shares of Baht 10 each		3,000,000,000	3,000,000,000	3,000,000,000	3,000,000,000
Issued and fully paid					
300,000,000 ordinary shares of Baht 10 each		3,000,000,000	3,000,000,000	3,000,000,000	3,000,000,000
Share premium		2,599,000,000	2,599,000,000	2,599,000,000	2,599,000,000
Difference resulting from change in interest in subsidiary without loss of control	*12*	(387,267,908)	-	-	-
Retained earnings					
Appropriated					
Statutory reserve	*25*	1,017,284,765	980,627,257	750,000,000	750,000,000
Other reserve		419,675,948	388,309,937	-	-
Unappropriated		14,939,812,782	14,344,633,968	9,464,825,220	9,214,662,101
Other components of shareholders' equity		780,146,067	772,681,360	603,846,319	529,022,413
Equity attributable to owners of the Company		22,368,651,654	22,085,252,522	16,417,671,539	16,092,684,514
Non-controlling interests of the subsidiaries		1,718,351,772	1,838,404,008	-	-
Total shareholders' equity		24,087,003,426	23,923,656,530	16,417,671,539	16,092,684,514
Total liabilities and shareholders' equity		26,259,921,031	26,478,325,936	17,035,113,674	16,750,719,710

Saha-Union Public Company Limited and its subsidiaries

Income statement

For the year ended 31 December 2022

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2022	2021	2022	2021
Revenues					
Sales and service income	*31*	9,311,771,823	8,356,789,028	799,207,801	646,808,735
Dividend income	*11, 12, 13, 14*	244,708,881	270,891,669	632,141,369	704,136,455
Rental income		46,850,480	44,720,505	48,053,263	49,328,440
Finance income		28,629,243	16,824,428	30,708,685	31,461,592
Gains on disposals of investments		25,082,966	623,869	-	-
Gains on disposals of property, plant and equipment		52,164,279	4,415,967	21,294	73,561
Gains on disposals of investment properties		105,523,488	-	105,523,488	-
Gains on investments designated at fair value through profit or loss		-	37,975,081	1,155,603	2,983,662
Gains on derivatives designated at fair value through profit or loss		27,211,130	-	4,462,581	-
Other income		146,835,374	199,888,075	18,823,169	22,848,285
Total revenues		9,988,777,664	8,932,128,622	1,640,097,253	1,457,640,730
Expenses					
Cost of sales and services		8,034,727,297	7,570,465,078	764,437,438	618,872,879
Selling and distribution expenses		266,909,225	247,728,211	20,308,957	13,648,746
Administrative expenses		719,076,973	694,748,472	105,831,228	104,245,464
Losses on investments designated at fair value through profit or loss		35,344,350	-	-	-
Losses on derivatives designated at fair value through profit or loss		-	17,603,235	-	2,728,528
Expenses of withholding tax write-off		43,079,583	50,111,972	29,087,983	32,133,312
Total expenses		9,099,137,428	8,580,656,968	919,665,606	771,628,929
Operating profit		889,640,236	351,471,654	720,431,647	686,011,801
Share of profit from investments in joint ventures	*13*	594,959,029	442,300,659	-	-
Share of profit (loss) from investments in associates	*14*	(51,629,533)	33,206,217	-	-
Finance cost	*26*	(16,200,803)	(29,120,117)	(2,641,627)	(925,377)
Profit before income tax expenses		1,416,768,929	797,858,413	717,790,020	685,086,424
Income tax expenses	*28*	(153,909,631)	(93,407,828)	(18,832,777)	(336,551)
Profit for the year		1,262,859,298	704,450,585	698,957,243	684,749,873
Profit attributable to					
Equity holders of the Company		1,086,569,769	601,249,078	698,957,243	684,749,873
Non-controlling interests of the subsidiaries		176,289,529	103,201,507		
		1,262,859,298	704,450,585		
Basic earnings per share (Baht)	*29*				
Profit attributable to equity holders of the Company		3.74	2.07	2.33	2.28
Weighted average number of ordinary shares (shares)		290,786,006	290,786,006	300,000,000	300,000,000

The accompanying notes are an integral part of the financial statements.

Saha-Union Public Company Limited and its subsidiaries

Statement of comprehensive income

For the year ended 31 December 2022

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Profit for the year	1,262,859,298	704,450,585	698,957,243	684,749,873
Other comprehensive income				
Other comprehensive income to be reclassified				
to profit or loss in subsequent periods				
Exchange differences on translation of financial statements				
in foreign currencies	(118,701,189)	692,281,036	-	-
Share of other comprehensive income from investments in				
joint ventures and associates - net of income tax	(129,998,004)	304,947,252	-	-
Other comprehensive income to be reclassified				
to profit or loss in subsequent periods - net of income tax	(248,699,193)	997,228,288	-	-
Other comprehensive income not to be reclassified				
to profit or loss in subsequent periods				
Actuarial gains (losses) - net of income tax	16,401,733	(2,229,155)	-	-
Gains (losses) on investments in equity designated at fair value				
through other comprehensive income - net of income tax	237,504,993	(103,613,767)	76,029,782	(124,220,867)
Share of other comprehensive income from investments in				
joint ventures and associates - net of income tax	131,879	5,659,863	-	-
Other comprehensive income not to be reclassified				
to profit or loss in subsequent periods - net of income tax	254,038,605	(100,183,059)	76,029,782	(124,220,867)
Other comprehensive income for the year	5,339,412	897,045,229	76,029,782	(124,220,867)
Total comprehensive income for the year	1,268,198,710	1,601,495,814	774,987,025	560,529,006
Total comprehensive income attributable to				
Equity holders of the Company	1,106,846,049	1,449,028,269	774,987,025	560,529,006
Non-controlling interests of the subsidiaries	161,352,661	152,467,545		
	1,268,198,710	1,601,495,814		

The accompanying notes are an integral part of the financial statements.

Saha-Union Public Company Limited and its subsidiaries

Cash flow statement

For the year ended 31 December 2022

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Cash flows from operating activities				
Profit before tax	1,416,768,929	797,858,413	717,790,020	685,086,424
Adjustments to reconcile profit before tax to				
net cash provided by (paid from) operating activities				
Depreciation and amortisation	751,990,264	847,783,019	12,771,585	12,666,294
Allowance for expected credit losses (reversal)	(5,987,849)	7,835,358	16,000	-
Reduction of cost of inventories to net realisable value (reversal)	(5,609,954)	5,494,707	-	-
Gains on disposals of property, plant and equipment	(52,164,279)	(4,415,967)	(21,294)	(73,561)
Losses on write-off of property, plant and equipment	110,354	5,668,725	104	3,964
Gains on disposals of investment properties	(105,523,488)	-	(105,523,488)	-
Losses on impairment of property, plant and equipment	-	1,112,775	-	-
Gains on lease modification	-	(55,985)	-	-
Expenses of withholding tax write-off	43,079,583	50,111,972	29,087,983	32,133,312
Losses (gains) on investments designated at fair value through profit or loss	35,344,350	(37,975,081)	(1,155,603)	(2,983,662)
Losses (gains) on derivatives designated at fair value through profit or loss	(27,211,130)	17,603,235	(4,462,581)	2,728,528
Share of profit from investments in joint ventures	(594,959,029)	(442,300,659)	-	-
Share of loss (profit) from investments in associates	51,629,533	(33,206,217)	-	-
Gains on disposals of investments	(25,082,966)	(623,869)	-	-
Gains on dissolution of subsidiary	-	-	-	(5,508,734)
Unrealised losses (gains) on exchange	(455,464)	(8,072,473)	116,910	6,820
Dividend received from investments	(244,708,881)	(270,891,669)	(632,141,369)	(704,136,455)
Provision for long-term employee benefits	21,293,831	18,865,282	1,255,170	1,070,385
Finance income	(28,629,243)	(16,824,428)	(30,708,685)	(31,461,592)
Finance cost	16,200,803	29,120,117	2,641,627	925,377
Profit (loss) from operating activities before changes in				
operating assets and liabilities	1,246,085,364	967,087,255	(10,333,621)	(9,542,900)
Operating assets (increase) decrease				
Trade and other receivables	163,733,636	9,956,857	12,202,698	(16,346,181)
Inventories	235,272,824	(44,640,055)	-	-
Other current assets	21,710,618	238,878,860	278,674	(164,028)
Other non-current assets	(18,012,840)	(40,437,779)	(104,824)	(23,617)
Operating liabilities increase (decrease)				
Trade and other payables	(126,199,185)	(209,205,257)	30,815,555	(1,484,963)
Other current liabilities	20,427,975	13,989,781	(1,039,369)	(1,100,000)
Provision for long-term employee benefits	(14,631,441)	(33,748,539)	(1,694,377)	230,520
Other non-current liabilities	(568,551)	(609,126)	-	-
Cash from (used in) operating activities	1,527,818,400	901,271,997	30,124,736	(28,431,169)
Cash paid for interest	(9,856,263)	(20,787,021)	(2,125,390)	(979,963)
Cash paid for income tax	(230,397,757)	(199,828,765)	(48,674,298)	(35,226,955)
Cash refund from income tax	44,471,129	41,238,020	-	3,148,364
Net cash from (used in) operating activities	1,332,035,509	721,894,231	(20,674,952)	(61,489,723)

The accompanying notes are an integral part of the financial statements.

Saha-Union Public Company Limited and its subsidiaries

Cash flow statement (continued)

For the year ended 31 December 2022

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Cash flows from investing activities				
Increase in short-term loans to related parties	-	-	(10,406,000)	(108,907,000)
Increase in other current financial assets	(224,487,474)	(495,228,904)	-	-
Decrease in restricted investments	2,108,697	4,093,630	-	-
Acquisition of investments in subsidiaries	-	-	(749,598,485)	-
Acquisition of investment in joint venture	-	-	-	(7,018,594)
Acquisition of investments in associates	-	(75,418,564)	-	(75,418,564)
Acquisition of other non-current financial assets	(21,210,884)	(10,433,943)	(421,072)	(8,790,727)
Proceeds from returns of capital of equity investment	946,852	4,527,962	946,852	2,307,360
Proceeds from disposals of property, plant and equipment	79,540,855	31,964,754	21,295	73,725
Proceeds from disposals of investment properties	106,000,000	-	106,000,000	-
Proceeds from liquidation/capital returns of investments in subsidiaries	-	-	17,997,695	130,508,609
Proceeds from disposals of other non-current financial assets	10,857,464	11,589,982	3,508,464	-
Dividend received from investments	749,279,746	833,141,371	632,141,369	704,136,455
Interest income	27,887,721	16,433,728	29,613,894	32,217,680
Acquisition of investment properties	(9,374,844)	(15,788,728)	(120,961)	-
Acquisition of property, plant and equipment	(288,398,420)	(347,273,087)	(12,108,893)	(7,230,062)
Acquisition of intangible assets	(11,352,934)	(43,933,118)	(77,000)	(150,500)
Net cash from (used in) investing activities	421,796,779	(86,324,917)	17,497,158	661,728,382
Cash flows from financing activities				
Increase (decrease) in short-term loans from financial institutions	(147,019,726)	207,020,787	(113,000,000)	113,000,000
Increase (decrease) in deposits from related parties	-	-	24,800,000	(95,807,316)
Cash paid for share capital to non-controlling interests of the subsidiaries	(549,600,789)	(130)	-	-
Dividend paid	(436,179,009)	(436,179,009)	(450,000,000)	(450,000,000)
Dividend paid to non-controlling interests of subsidiaries	(119,072,015)	(73,848,768)	-	-
Cash receipt from long-term loans	28,619,995	31,674,057	-	-
Repayment of long-term loans	(191,617,938)	(361,280,452)	-	-
Payment of principal portion of lease liabilities	(77,431,709)	(64,901,652)	-	-
Interest paid of lease liabilities	(6,456,772)	(8,596,824)	-	-
Net cash used in financing activities	(1,498,757,963)	(706,111,991)	(538,200,000)	(432,807,316)
Increase (decrease) in translation adjustments				
Net increase (decrease) in cash and cash equivalents	255,074,325	(70,542,677)	(541,377,794)	167,431,343
Cash and cash equivalents at beginning of year	3,087,114,711	2,877,160,999	656,657,237	489,225,894
Cash and cash equivalents at end of year	3,342,189,036	2,806,618,322	115,279,443	656,657,237
	25,698,048	(280,496,389)	-	-
Supplemental cash flows information				
Non-cash transaction				
Purchases of property, plant and equipment for which no cash has been paid	11,792,687	16,516,831	-	1,516,749
Additions to right-of-use assets and lease liabilities	52,911,469	37,448,799	-	-
Decrease in right-of-use assets due to lease modification	-	1,938,421	-	-
Decrease in lease liabilities due to lease modification	-	1,994,406	-	-

The accompanying notes are an integral part of the financial statements.

Saha-Union Public Company Limited and its subsidiaries

Statement of changes in shareholders' equity

For the year ended 31 December 2022

(Unit: Baht)

	Consolidated financial statements													
	Equity attributable to owners of the Company													
							Other components of equity							
							Other comprehensive income			Other change by the owners				
	Issued and paid-up share capital	Share premium	Difference resulting from change in interest in subsidiary without loss of control	Retained earnings: Appropriated - statutory reserve	Retained earnings: Appropriated - other reserve	Retained earnings: Unappropriated	Exchange differences on translation of financial statements in foreign currency	Gains (losses) on investments in equity designated at fair value	Share of other comprehensive income from joint ventures and associates	The Company's shares held by the subsidiaries (Note 24)	Total other components of shareholders' equity	Total equity attributable to owners of the Company	Equity attributable to non-controlling interests of the subsidiaries	Total shareholders' equity
Balance as at 1 January 2021	3,000,000,000	2,599,000,000	-	980,518,350	349,704,147	14,212,327,892	(549,657,363)	633,451,442	46,673,429	(199,614,635)	(69,147,127)	21,072,403,262	1,759,785,361	22,832,188,623
Profit for the year	-	-	-	-	-	601,249,078	-	-	-	-	-	601,249,078	103,201,507	704,450,585
Other comprehensive income for the year	-	-	-	-	-	(1,333,179)	641,996,583	(103,716,721)	310,832,508	-	849,112,370	847,779,191	49,266,038	897,045,229
Total comprehensive income for the year	-	-	-	-	-	599,915,899	641,996,583	(103,716,721)	310,832,508	-	849,112,370	1,449,028,269	152,467,545	1,601,495,814
Dividend paid (Note 33)	-	-	-	-	-	(450,000,000)	-	-	-	-	-	(450,000,000)	-	(450,000,000)
Less: Dividend paid in respect of the Company's shares held by subsidiaries	-	-	-	-	-	13,820,991	-	-	-	-	-	13,820,991	-	13,820,991
Dividend paid - net	-	-	-	-	-	(436,179,009)	-	-	-	-	-	(436,179,009)	-	(436,179,009)
Dividend paid by subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	(73,848,768)	(73,848,768)
Gains on disposals of equity investments	-	-	-	-	-	5,406,075	-	-	(5,406,075)	-	(5,406,075)	-	-	-
Gains on returns of capital of equity investment	-	-	-	-	-	1,877,808	-	(1,877,808)	-	-	(1,877,808)	-	-	-
Decrease in non-controlling interests of the subsidiaries	-	-	-	-	-	-	-	-	-		-	-	(130)	(130)
Unappropriated retained earnings transferred to statutory reserve	-	-	-	108,907	-	(108,907)	-	-	-	-	-	-	-	-
Unappropriated retained earnings transferred to other reserve	-	-	-	-	38,605,790	(38,605,790)	-	-	-	-	-	-	-	-
Balance as at 31 December 2021	3,000,000,000	2,599,000,000	-	980,627,257	388,309,937	14,344,633,968	92,339,220	527,856,913	352,099,862	(199,614,635)	772,681,360	22,085,252,522	1,838,404,008	23,923,656,530
Balance as at 1 January 2022	3,000,000,000	2,599,000,000	-	980,627,257	388,309,937	14,344,633,968	92,339,220	527,856,913	352,099,862	(199,614,635)	772,681,360	22,085,252,522	1,838,404,008	23,923,656,530
Profit for the year	-	-	-	-	-	1,086,569,769	-	-	-	-	-	1,086,569,769	176,289,529	1,262,859,298
Other comprehensive income for the year	-	-	-	-	-	10,626,098	(97,261,952)	236,778,259	(129,866,125)	-	9,650,182	20,276,280	(14,936,868)	5,339,412
Total comprehensive income for the year	-	-	-	-	-	1,097,195,867	(97,261,952)	236,778,259	(129,866,125)	-	9,650,182	1,106,846,049	161,352,661	1,268,198,710
Dividend paid (Note 33)	-	-	-	-	-	(450,000,000)	-	-	-	-	-	(450,000,000)	-	(450,000,000)
Less: Dividend paid in respect of the Company's shares held by subsidiaries	-	-	-	-	-	13,820,991	-	-	-	-	-	13,820,991	-	13,820,991
Dividend paid - net	-	-	-	-	-	(436,179,009)	-	-	-	-	-	(436,179,009)	-	(436,179,009)
Dividend paid by subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	(119,072,015)	(119,072,015)
Gains (losses) on disposals of equity investments	-	-	-	-	-	1,232,277	-	(1,380,837)	148,560	-	(1,232,277)	-	-	-
Gains on returns of capital of equity investment	-	-	-	-	-	953,198	-	(946,852)	(6,346)	-	(953,198)	-	-	-
Decrease in non-controlling interests of the subsidiary (Note 12)	-	-	(387,267,908)	-	-	-	-	-	-	-	-	(387,267,908)	(162,332,882)	(549,600,790)
Unappropriated retained earnings transferred to statutory reserve	-	-	-	36,657,508	-	(36,657,508)	-	-	-	-	-	-	-	-
Unappropriated retained earnings transferred to other reserve	-	-	-	-	31,366,011	(31,366,011)	-	-	-	-	-	-	-	-
Balance as at 31 December 2022	3,000,000,000	2,599,000,000	(387,267,908)	1,017,284,765	419,675,948	14,939,812,782	(4,922,732)	762,307,483	222,375,951	(199,614,635)	780,146,067	22,368,651,654	1,718,351,772	24,087,003,426

The accompanying notes are an integral part of the financial statements.

Saha-Union Public Company Limited and its subsidiaries

Statement of changes in shareholders' equity (continued)

For the year ended 31 December 2022

(Unit: Baht)

	Separate financial statements					
			Retained earnings		Other component of shareholders' equity	
					Other comprehensive income	
	Issued and paid-up share capital	Share premium	Appropriated - statutory reserve	Unappropriated	Gains (losses) on investments in equity designated at fair value	Total shareholders' equity
Balance as at 1 January 2021	3,000,000,000	2,599,000,000	750,000,000	8,978,304,409	654,851,099	15,982,155,508
Profit for the year	-	-	-	684,749,873	-	684,749,873
Other comprehensive income for the year	-	-	-	-	(124,220,867)	(124,220,867)
Total comprehensive income for the year	-	-	-	684,749,873	(124,220,867)	560,529,006
Dividend paid (Note 33)	-	-	-	(450,000,000)	-	(450,000,000)
Gains on returns of capital of equity investment	-	-	-	1,607,819	(1,607,819)	-
Balance as at 31 December 2021	3,000,000,000	2,599,000,000	750,000,000	9,214,662,101	529,022,413	16,092,684,514
Balance as at 1 January 2022	3,000,000,000	2,599,000,000	750,000,000	9,214,662,101	529,022,413	16,092,684,514
Profit for the year	-	-	-	698,957,243	-	698,957,243
Other comprehensive income for the year	-	-	-	-	76,029,782	76,029,782
Total comprehensive income for the year	-	-	-	698,957,243	76,029,782	774,987,025
Dividend paid (Note 33)	-	-	-	(450,000,000)	-	(450,000,000)
Gains on disposals of equity investments	-	-	-	259,024	(259,024)	-
Gains on returns of capital of equity investment	-	-	-	946,852	(946,852)	-
Balance as at 31 December 2022	3,000,000,000	2,599,000,000	750,000,000	9,464,825,220	603,846,319	16,417,671,539

The accompanying notes are an integral part of the financial statements.

Saha-Union Public Company Limited and its subsidiaries

Notes to consolidated financial statements

For the year ended 31 December 2022

1. General information

Corporate information

Saha-Union Public Company Limited ("the Company") is a public company incorporated and domiciled in Thailand. The Company is principally engaged in investment, distribution of raw materials and products manufactured by group companies. The registered address of the Company is at 1828 Sukhumvit Road, Phrakanong Tai, Phrakanong, Bangkok.

2. Basis of preparation

2.1 The financial statements have been prepared in accordance with Thai Financial Reporting Standards enunciated under the Accounting Professions Act B.E. 2547 and their presentation has been made in compliance with the stipulations of the Notification of the Department of Business Development, issued under the Accounting Act B.E. 2543.

The financial statements in Thai language are the official statutory financial statements of the Company. The financial statements in English language have been translated from the Thai language financial statements.

The financial statements have been prepared on a historical cost basis except where otherwise disclosed in the accounting policies.

2.2 Basis of consolidation

a) The consolidated financial statements include the financial statements of Saha-Union Public Company Limited ("the Company") and the following subsidiary companies ("the subsidiaries"):

Company	Nature of business	Country of incorporation	Percentage of Shareholding	
			2022 (percent)	2021 (percent)
Plastic, rubber and metal business				
Union Pioneer Plc.	Manufacture and distribution of elastic products	Thailand	52.73	52.73
Union Plastic Plc.	Contract manufacture of plastic products, manufacture and repair of molds	Thailand	49.69	49.69

Company	Nature of business	Country of incorporation	Percentage of Shareholding	
			2022 (percent)	2021 (percent)
Plastic, rubber and metal business (continued)				
Union Zojirushi Co., Ltd.	Manufacture and distribution of vacuum stainless bottles	Thailand	51.00	51.00
Union Stainless Steel Products Co., Ltd.	Manufacture and distribution of stainless steel kitchenware	Thailand	98.00	98.00
Union Rubber Products Corp., Ltd.	Manufacture and distribution of rubber products	Thailand	99.99	99.99
Thai Rubber Enterprise Co., Ltd.	Rubber estates	Thailand	50.85	50.85
Trading business				
Computer Union Co., Ltd.	Computer and accessories dealer	Thailand	99.21	98.49
Computer Union Systems Co., Ltd. (99.99 percent owned by Computer Union Co., Ltd.)	Computer and accessories dealer	Thailand	99.99	99.99
Energy business				
Zhejiang Jiashan-Union Cogeneration Co., Ltd.	Power generation	China	75.96	75.96
Hotel business				
The Royal Hotel Co., Ltd.	Hotel	Thailand	96.38	96.38
Investment and others business				
Union Textile Industries Plc. (2021: Textile business)	Investment	Thailand	75.21	51.42
Union Garment Co., Ltd. (2021: Textile business)	Investment	Thailand	99.99	99.99
Saha-Union International Ltd.	Investment	Hong Kong	99.99	99.99
Saha-Union Investment (China) Co., Ltd.	Investment	China	100.00	100.00
Union Energy (Hong Kong) Co., Ltd. (100.00 percent owned by Saha-Union International Ltd.)	Investment	Hong Kong	100.00	100.00
Shanghai Dasity Co., Ltd. (100.00 percent owned by Saha-Union Investment (China) Co., Ltd.)	Sales and services	China	100.00	100.00
Saha-Union Holding Co., Ltd.	Investment	Thailand	99.54	99.54
Venus Shoes Co., Ltd.	Dormitory rental and services	Thailand	99.99	99.99
Union Printing Corp., Ltd.	Rental services	Thailand	94.74	94.74
Union Equity Co., Ltd.	Investment	Thailand	99.79	99.79
Union Shoes Co., Ltd.	Rental services	Thailand	98.23	98.23
Union Construction Corp., Ltd.	Real estate development	Thailand	99.99	99.99

Company	Nature of business	Country of incorporation	Percentage of Shareholding	
			2022 (percent)	2021 (percent)
Investment and others business (Continued)				
Saha-Union Wealth Plus Co., Ltd.	Investment	Thailand	99.99	99.99
Union Nakhon Co., Ltd.	Real estate development	Thailand	77.49	77.49

b) The Company is deemed to have control over an investee or subsidiaries if it has rights, or is exposed, to variable returns from its involvement with the investee, and it has the ability to direct the activities that affect the amount of its returns.

c) Subsidiaries are fully consolidated, being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.

d) The financial statements of the subsidiaries are prepared using the same significant accounting policies as the Company.

e) The assets and liabilities in the financial statements of overseas subsidiary companies are translated to Baht using the exchange rate prevailing on the end of reporting period, and revenues and expenses translated using monthly average exchange rates. The resulting differences are shown under the caption of "Exchange differences on translation of financial statements in foreign currency" in the statements of changes in shareholders' equity.

f) Material balances and transactions between the Company and its subsidiary companies have been eliminated from the consolidated financial statements.

g) Non-controlling interests represent the portion of profit or loss and net assets of the subsidiaries that are not held by the Company and are presented separately in the consolidated profit or loss and within equity in the consolidated statement of financial position.

2.3 The separate financial statements present investments in subsidiaries, joint ventures and associates under the cost method.

3. New financial reporting standards

3.1 Financial reporting standards that became effective in the current year

During the year, the Company and its subsidiaries have adopted the revised financial reporting standards and interpretations which are effective for fiscal years beginning on or after 1 January 2022. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards.

The adoption of these financial reporting standards does not have any significant impact on the Company and its subsidiaries' financial statements.

3.2 Financial reporting standards that will become effective for fiscal years beginning on or after 1 January 2023

The Federation of Accounting Professions issued a number of revised financial reporting standards, which are effective for fiscal years beginning on or after 1 January 2023. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards.

The management of the Company and its subsidiaries believes that adoption of these amendments will not have any significant impact on the Company and its subsidiaries' financial statements.

4. Significant accounting policies

4.1 Revenue and expense recognition

Sales of goods

Revenue from sale of goods is recognised at the point in time when control of the asset is transferred to the customer, generally upon delivery of the goods. Revenue is measured at the amount of the consideration received or receivable, excluding value added tax, of goods supplied after deducting returns and discounts.

Rendering of services

Service revenue is recognised at a point in time upon completion of the service.

Revenues from hotel operations

Revenues from hotel operations, which are a part of service revenues, consisted of room rental revenues, food and beverage sales and other related services which represented with invoiced value (excluding value added tax) for delivered products and services revenues after deducting discounts and adding service charges.

Dividends

Dividends are recognised when the right to receive the dividends is established.

Finance income

Finance income is calculated using the effective interest method and recognised on an accrual basis.

Rental income

Rental income is recognised on an accrual basis based on the contract period.

Finance cost

Interest expense from financial liabilities at amortised cost is calculated using the effective interest method and recognised on an accrual basis.

4.2 Cash and cash equivalents

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

4.3 Inventories

Finished goods, semi products and work in process are valued at the lower of cost (under the average/ first-in, first-out method) and net realisable value. The cost of inventories is measured using the standard cost method, which approximates actual cost and includes all production costs and attributable factory overheads.

Raw materials, chemicals, spare parts and factory supplies are valued at the lower of cost (under the average/ first-in, first-out method) and net realisable value and are charged to production costs whenever consumed.

4.4 Investments in subsidiaries, joint ventures and associates

Investments in joint ventures and associates are accounted for in the consolidated financial statements using the equity method.

Investments in subsidiaries, joint ventures and associates are accounted for in the separate financial statements using the cost method less allowance for impairment.

4.5 Investment properties

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and allowance for loss on impairment.

Depreciation of investment properties are calculated by reference to their costs on the straight-line basis over the following estimated useful lives:

Buildings	-	20	years
Land improvement awaiting development	-	5, 20	years
Facilities	-	5	years

Depreciation of investment properties is included in determining income.

No depreciation is provided on land and assets under construction which are classified as investment properties.

On disposal of investment properties, the difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the year when the asset is derecognised.

4.6 Property, plant and equipment/Depreciation

Land is stated at cost. Buildings and equipment are stated at cost less accumulated depreciation and allowance for loss on impairment of assets.

Depreciation of plant and equipment is calculated by reference to their costs on the straight-line basis over the following estimated useful lives:

Buildings	-	20	years
Land improvement	-	5, 10, 20	years
Machinery and equipment	-	3, 5, 10, 20	years
Molds	-	5	years
Building improvements and facilities	-	5	years
Furniture and fixtures	-	3, 5, 10	years
Motor vehicles	-	5, 10	years
Computers	-	3, 5	years
Power plants	-	5, 10, 25	years

Depreciation of machinery and equipment of a subsidiary acquired in the year 2015, is calculated by reference to its net book value on a double-declining basis, over the useful lives of 10 years.

Depreciation is included in determining income.

No depreciation is provided on land and assets under construction.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on disposal of an asset is included in profit or loss when the asset is derecognised.

4.7 Intangible assets

Intangible assets of the Company and its subsidiaries is recognised at cost. Following the initial recognition, intangible assets is carried at cost less any accumulated amortisation and any accumulated impairment losses (if any).

Intangible assets with finite lives, which has an estimated useful life of three and five years, is amortised on a systematic basis over the economic useful life and tested for impairment whenever there is an indication that the intangible assets may be impaired. The amortisation period and the amortisation method of such intangible assets is reviewed at least at each financial year end. The amortisation expense is charged to profit or loss.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually either individually or at the cash-generating unit level. The assessment of indefinite useful lives of the intangible assets is reviewed annually.

No amortisation is provided on computer software in progress.

4.8 Goodwill

Goodwill is initially recorded at cost, which equals to the excess of cost of business combination over the fair value of the net assets acquired. If the fair value of the net assets acquired exceeds the cost of business combination, the excess is immediately recognised as gain in profit or loss.

Goodwill is carried at cost less any accumulated impairment losses (if any). Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the subsidiary's cash generating units that are expected to benefit from the synergies of the combination. The subsidiary estimates the recoverable amount of each cash-generating unit to which the goodwill relates. Where the recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognised in profit or loss. Impairment losses relating to goodwill cannot be reversed in future periods.

4.9 Leases

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

The subsidiaries as a lessee

The subsidiaries applied a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. At the commencement date of the lease (i.e. the date the underlying asset is available for use), the subsidiaries recognise right-of-use assets representing the right to use underlying assets and lease liabilities based on lease payments.

Right-of-use assets

Right-of-use assets are measured at cost, less accumulated depreciation, any accumulated impairment losses (if any), and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities initially recognised, initial direct costs incurred, and lease payments made at or before the commencement date of the lease less any lease incentives received.

Depreciation of right-of-use assets are calculated by reference to their costs, on the straight-line basis over the shorter of their estimated useful lives and the lease term.

Land	-	10, 14	years
Buildings	-	5, 10	years
Equipment	-	1, 6	years
Vehicles	-	4, 5	years

If ownership of the leased asset is transferred to the subsidiaries at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

Lease liabilities

Lease liabilities are measured at the present value of the lease payments to be made over the lease term.

The subsidiaries discounted the present value of the lease payments by the interest rate implicit in the lease or the subsidiaries' incremental borrowing rate. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

Short-term leases and leases of low-value assets

A lease that has a lease term less than or equal to 12 months from commencement date or a lease of low-value assets is recognised as expenses on a straight-line basis over the lease term.

4.10 Related party transactions

Related parties comprise enterprises and individuals that control, or are controlled by, the Company and its subsidiaries, whether directly or indirectly, or which are under common control with the Company and its subsidiaries.

They also include associated companies and individuals which directly or indirectly own a voting interest in the Company and its subsidiaries that gives them significant influence over the Company and its subsidiaries, key management personnel, directors, and officers with authority in the planning and direction of the Company and its subsidiaries' operations.

4.11 Foreign currencies

The consolidated and separate financial statements are presented in Baht, which is also the Company's functional currency. Items of each entity included in the consolidated financial statements are measured using the functional currency of that entity.

Transactions in foreign currencies are translated into Baht at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into Baht at the exchange rate ruling at the end of reporting period, with the exception of those covered by forward exchange contracts, which are translated at the contracted rates.

Gains and losses on exchange are included in determining income.

4.12 Impairment of non-financial assets

At the end of each reporting period, the Company and its subsidiaries perform impairment reviews in respect of the property, plant and equipment, right-of-use assets, investment properties and other intangible assets whenever events or changes in circumstances indicate that an asset may be impaired. The Company and its subsidiaries also carries out annual impairment reviews in respect of goodwill and intangible assets with indefinite useful lives. An impairment loss is recognised when the recoverable amount of an asset, which is the higher of the asset's fair value less costs to sell and its value in use, is less than the carrying amount. In

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

An impairment loss is recognised in profit or loss.

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

4.13 Employee benefits

Short-term employee benefits

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

Post-employment benefits

Defined contribution plans

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

Defined benefit plans

The Company and its subsidiaries have obligations in respect of the severance payments it must make to employees upon retirement under labor law and resignation fund plan. The Company and its subsidiaries treat these severance payment obligations as a defined benefit plan.

The obligation under the defined benefit plan is determined by a professionally qualified independent actuary based on actuarial techniques, using the projected unit credit method.

Actuarial gains and losses arising from post-employment benefits are recognised immediately in other comprehensive income.

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

Defined benefit liability (asset) is the present value of the defined benefit obligation less the fair value of plan assets which are available to pay the employee benefits obligation directly.

Plan assets are assets held by a long-term employee benefit fund. They are not available to the Company and its subsidiaries' creditors and cannot be returned to the Company and its subsidiaries, except the portion which reference to the provident fund's rules. The Company and its subsidiaries measure the fair value of plan assets by using market price and, in case that plan assets are debt instruments in active market, the Company and its subsidiaries measure them by using quoted price.

4.14 Provisions

Provisions are recognised when the Company and its subsidiaries have a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

4.15 Income tax

Income tax expense represents the sum of corporate income tax currently payable and deferred tax.

Current tax

Current income tax is provided in the accounts at the amount expected to be paid to the taxation authorities, based on taxable profits determined in accordance with tax legislation.

Overseas subsidiaries calculate corporate income tax in accordance with tax rates mandated under the tax law of those countries.

Deferred tax

Deferred income tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts at the end of each reporting period, using the tax rates enacted at the end of the reporting period.

The Company and its subsidiaries recognise deferred tax liabilities for all taxable temporary differences while they recognise deferred tax assets for all deductible temporary differences and tax losses carried forward to the extent that it is probable that future taxable profit will be available against which such deductible temporary differences and tax losses carried forward can be utilised.

At each reporting date, the Company and its subsidiaries review and reduce the carrying amount of deferred tax assets to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

The Company and its subsidiaries record deferred tax directly to shareholders' equity if the tax relates to items that are recorded directly to shareholders' equity.

4.16 Financial instruments

The Company and its subsidiaries initially measure financial assets at their fair value. However, trade receivables, that do not contain a significant financing component, are measured at the transaction price as disclosed in the accounting policy relating to revenue recognition.

Classification and measurement of financial assets

Financial assets are classified, at initial recognition, as to be subsequently measured at amortised cost, fair value through other comprehensive income ("FVOCI"), or fair value through profit or loss ("FVTPL"). The classification of financial assets at initial recognition is driven by the Company and its subsidiarie' business model for managing the financial assets and the contractual cash flows characteristics of the financial assets.

Financial assets at amortised cost

The subsidiaries measure financial assets at amortised cost if the financial asset is held in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest rate ("EIR") method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

Financial assets designated at FVOCI (equity instruments)

Upon initial recognition, the Company and its subsidiaries can elect to irrevocably classify their equity investments which are not held for trading as equity instruments designated at FVOCI. The classification is determined on an instrument-by-instrument basis.

Gains and losses recognised in other comprehensive income on these financial assets are never recycled to profit or loss.

Dividends are recognised as other income in profit or loss, except when the dividends clearly represent a recovery of part of the cost of the financial asset, in which case, the gains are recognised in other comprehensive income.

Equity instruments designated at FVOCI are not subject to impairment assessment.

Financial assets at FVTPL

Financial assets measured at FVTPL are carried in the statement of financial position at fair value with net changes in fair value recognised in profit or loss.

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

Dividends on listed equity investments are recognised as other income in profit or loss.

Classification and measurement of financial liabilities

Except for derivative liabilities, at initial recognition the Company and its subsidiaries' financial liabilities are recognised at fair value net of transaction costs and classified as liabilities to be subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. In determining amortised cost, the Company and its subsidiaries take into account any fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance costs in profit or loss.

Derecognition of financial instruments

A financial asset is primarily derecognised when the rights to receive cash flows from the asset have expired or have been transferred and either the Company and its subsidiaries have transferred substantially all the risks and rewards of the asset, or the Company and its subsidiaries have transferred control of the asset.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in profit or loss.

Impairment of financial assets

For trade receivables, the Company and its subsidiaries apply a simplified approach in calculating ECLs. Therefore, the Company and its subsidiaries do not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date.

ECLs are calculated based on its historical credit loss experience and adjusted for forward-looking factors specific to the debtors and the economic environment.

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

4.17 Derivatives

The Company and its subsidiaries use derivatives, such as forward currency contracts, to hedge its foreign currency risks.

Derivatives are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. The subsequent changes are recognised in profit or loss. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Derivatives are presented as non-current assets or non-current liabilities if the remaining maturity of the instrument is more than 12 months and it is not due to be realised or settled within 12 months. Other derivatives are presented as current assets or current liabilities.

4.18 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between buyer and seller (market participants) at the measurement date. The Company and its subsidiaries apply a quoted market price in an active market to measure their assets and liabilities that are required to be measured at fair value by relevant financial reporting standards. Except in case of no active market of an identical asset or liability or when a quoted market price is not available, the Company and its subsidiaries measure fair value using valuation technique that are appropriate in the circumstances and maximises the use of relevant observable inputs related to assets and liabilities that are required to be measured at fair value.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy into three levels based on categorise of input to be used in fair value measurement as follows:

Level 1 - Use of quoted market prices in an observable active market for such assets or liabilities

Level 2 - Use of other observable inputs for such assets or liabilities, whether directly or indirectly

Level 3 - Use of unobservable inputs such as estimates of future cash flows

At the end of each reporting period, the Company and its subsidiaries determine whether transfers have occurred between levels within the fair value hierarchy for assets and liabilities held at the end of the reporting period that are measured at fair value on a recurring basis.

5. Significant accounting judgements and estimates

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

Allowance for expected credit losses of trade receivables

In determining an allowance for expected credit losses of trade receivables, the management needs to make judgement and estimates based upon, among other things, past collection history, aging profile of outstanding debts and the forecast economic condition for groupings of various customer segments with similar credit risks. The Company and its subsidiaries' historical credit loss experience and forecast economic conditions may also not be representative of whether a customer will actually default in the future.

Fair value of financial instruments

In determining the fair value of financial instruments recognised in the statement of financial position that are not actively traded and for which quoted market prices are not readily available, the management exercise judgement, using a variety of valuation techniques and models. The input to these models is taken from observable markets, and includes consideration of credit risk liquidity, correlation and longer-term volatility of financial instruments. Change in assumptions about these factors could affect the fair value recognised in the statement of financial position and disclosures of fair value hierarchy.

Property, plant and equipment, and investment properties/Depreciation

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

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

Goodwill and intangible assets with indefinite useful lives

The initial recognition and measurement of goodwill and intangible assets with indefinite useful lives, and subsequent impairment testing, require management to make estimates of cash flows to be generated by the asset or the cash generating units and to choose a suitable discount rate in order to calculate the present value of those cash flows.

Deferred tax assets

Deferred tax assets are recognised for deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the temporary differences and losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of estimate future taxable profits.

Post-employment benefits under defined benefit plans

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

6. Cash and cash equivalents

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Cash	1,731	1,376	114	118
Bank deposits	3,249,875	3,061,761	115,165	656,539
Bonds	64,885	23,978	-	-
Total cash and cash equivalents	3,316,491	3,087,115	115,279	656,657

As at 31 December 2022, bank deposits in saving accounts, fixed deposits and bonds carried interests between 0.01 and 4.55 percent per annum (2021: between 0.01 and 0.42 percent per annum).

7. Related party transactions

During the years, the Company and its subsidiaries had significant business transactions with related parties. Such transactions, which are summarised below, arose in the ordinary course of business and were concluded on commercial terms and bases agreed upon between the Company, its subsidiaries and those related parties.

Consolidated financial statements

(Unit: Million Baht)

	For the years ended 31 December		Pricing policy
	2022	2021	
Transactions with joint ventures			
Sales of merchandise	31	60	Cost plus margin
Service income	2	2	Contract price
Rental income	8	5	Contract price
Purchases of merchandise	13	12	Resale price reduced by a margin
Transactions with associates			
Sales of merchandise	121	115	Cost plus margin
Service income	2	2	Contract price
Rental income	3	5	Contract price
Short-term loans (weighted average from outstanding balances at month end)	10	10	Interest rate with reference to the loan interest rate of local commercial bank
Purchases of merchandise	515	405	Resale price reduced by a margin

Separate financial statements

(Unit: Million Baht)

	For the years ended 31 December		Pricing policy
	2022	2021	
Transactions with subsidiaries			
Sales of merchandise	225	210	Cost plus margin
Service income	5	5	Contract price
Rental income	35	36	Contract price
Short-term lendings (weighted average from outstanding balances at month end)	534	576	Interest rate with reference to the loan interest rate of local commercial bank
Finance income	30	31	Interest rate with reference to the loan interest rate of local commercial bank
Deposits (weighted average from outstanding balances at month end)	340	362	Interest rate with reference to the deposit interest rate of local commercial bank
Finance cost	1	1	Interest rate with reference to the deposit interest rate of local commercial bank
Transactions with joint ventures			
Rental income	4	4	Contract price
Transactions with associates			
Sales of merchandise	32	16	Cost plus margin
Purchases of merchandise	511	396	Resale price reduced by a margin

The balances of the accounts as at 31 December 2022 and 2021 between the Company, its subsidiaries and those related parties are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Trade receivables - related parties (Note 8)				
Subsidiaries	-	-	26,092	57,205
Joint ventures	3,341	9,947	-	-
Associates	6,334	4,619	-	-
Related companies (related by shareholding)	-	36	-	-
Total trade receivables - related parties	9,675	14,602	26,092	57,205
Trade payables - related parties (Note 21)				
Joint venture	1,677	1,949	-	-
Associates	44,576	29,467	43,982	28,843
Related companies (related by shareholding)	-	111	-	-
Total trade payables - related parties	46,253	31,527	43,982	28,843
Deposits from related parties				
Subsidiaries	-	-	351,200	326,400
Total deposits from related parties	-	-	351,200	326,400

Short-term loans to related parties

As at 31 December 2022 and 2021, the balances of short-term loans between the Company, its subsidiaries and those related parties and the movement are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		
	Balance as at 31 December 2021	Translation adjustments	Balance as at 31 December 2022
Short-term loans to related party			
Joint venture			
Yunnan Energy Luliang-Union Cogeneration Co., Ltd.	6,543	(356)	6,187
Total	6,543	(356)	6,187
Less: Allowance for expected credit losses	(6,543)	356	(6,187)
Total short-term loans to related party - net	-	-	-

(Unit: Thousand Baht)

	Separate financial statements			
	Balance as at 31 December 2021	Increase during the year	Decrease during the year	Balance as at 31 December 2022
Short-term loans to related party				
Subsidiary				
Computer Union Co., Ltd.	677,234	1,314,255	(1,303,849)	687,640
Total short-term loans to related party	677,234	1,314,255	(1,303,849)	687,640

Set out below is the movement in the allowance for expected credit losses of loans to related parties.

(Unit: Thousand Baht)

	Consolidated financial statements	
	2022	2021
Beginning balance	6,543	5,752
Translation adjustments	(356)	791
Ending balance	6,187	6,543

Short-term loan from related party

As at 31 December 2022 and 2021, the balances of short-term loan between a subsidiary and a related party and the movements are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		
	Balance as at 31 December 2021	Increase (decrease) during the year	Balance as at 31 December 2022
Short-term loan from related party			
Associate			
Union Thread Industries Co., Ltd.	10,000	-	10,000
Total short-term loan from related party	10,000	-	10,000

Directors and management's benefits

During the year ended 31 December 2022 and 2021, the Company and its subsidiaries had employee benefit expenses payable to their directors and management as below.

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Short-term employee benefits	126	129	23	23
Post-employment benefits (reversal)	2	(1)	-	-
Total	128	128	23	23

8. Trade and other receivables

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Trade receivables - related parties (Note 7)				
Aged on the basis of due dates				
Not yet due	9,133	13,753	26,092	57,205
Past due				
Up to 3 months	542	849	-	-
Total trade receivables - related parties	9,675	14,602	26,092	57,205
Trade receivables - unrelated parties				
Aged on the basis of due dates				
Not yet due	973,990	1,088,477	34,128	25,271
Past due				
Up to 3 months	123,681	172,628	-	-
3 - 6 months	23,616	30,702	-	-
6 - 12 months	31,829	25,413	-	-
Over 12 months	13,683	19,016	-	-
Total	1,166,799	1,336,236	34,128	25,271
Less: Allowance for expected credit losses	(15,067)	(21,446)	-	-
Total trade receivables - unrelated parties, net	1,151,732	1,314,790	34,128	25,271
Total trade receivables - net	1,161,407	1,329,392	60,220	82,476
Other receivables				
Input tax refundable	80,609	70,513	14,060	4,290
Import duty refundable	1,660	744	-	-
Accrued income	22,779	19,053	6,969	6,390
Prepaid corporate income tax	48,158	64,418	1,073	3,094
Others	26,519	30,541	884	218
Total other receivables	179,725	185,269	22,986	13,992
Total trade and other receivables - net	1,341,132	1,514,661	83,206	96,468

The normal credit term is 30 to 180 days.

Set out below is the movement in the allowance for expected credit losses of trade receivables.

(Unit: Thousand Baht)

	Consolidated financial statements	
	2022	2021
Beginning balance	21,446	15,046
Provision for expected credit losses (reversal)	(6,379)	6,400
Ending balance	15,067	21,446

9. Inventories

(Unit: Thousand Baht)

	Consolidated financial statements					
	Cost		Reduce cost to net realisable value		Inventories - net	
	2022	2021	2022	2021	2022	2021
Finished goods	309,601	492,826	(21,511)	(23,811)	288,090	469,015
Semi products	11,642	10,697	(216)	(419)	11,426	10,278
Work in process	47,815	52,623	(2,124)	(2,193)	45,691	50,430
Raw materials	279,511	269,616	(7,644)	(5,476)	271,867	264,140
Packing materials	27,680	23,505	(1,483)	(1,379)	26,197	22,126
Spare parts and factory supplies	80,492	92,177	(48,677)	(53,988)	31,815	38,189
Goods in transit	74,943	125,514	-	-	74,943	125,514
Total	831,684	1,066,958	(81,655)	(87,266)	750,029	979,692

During the current year, the subsidiaries reduced cost of inventories by Baht 46 million (2021: Baht 66 million) to reflect the net realisable value. This was included in cost of sales. In addition, the subsidiaries reversed the write-down of cost of inventories by Baht 51 million (2021: Baht 61 million) and reduced the amount of inventories recognised as expenses during the year.

10. Restricted investments

These represent bank deposits and the bonds of the Company and its subsidiaries which pledged with the local banks to guarantee electricity use.

11. Other financial assets

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Debt instruments at amortised cost				
Fixed deposits	1,070,541	875,791	-	-
Bonds	90,931	31,962	-	-
Total debt instruments at amortised cost	1,161,472	907,753	-	-
Equity instruments designated at FVOCI				
Quoted equity investments				
Saha Pathana Inter-Holding Plc.	627,563	585,130	627,563	585,130
Bangkok Bank Plc.	1,465,782	1,198,376	406,768	332,560
Electricity Generating Plc.	57,270	58,100	8,625	8,750
Ratch Group Plc.	51,000	35,800	1,275	895
Banyan Tree Indochina Hospitality Fund, L.P.	76,815	97,170	76,815	97,170
Bangchak Corporation Plc.	48,353	40,875	1,575	3,750
Others	193,542	195,169	17,142	16,806
Non-listed equity instruments				
Ratchaburi Power Co., Ltd.	586,500	597,500	586,500	597,500
Value Creation Inc.	-	-	-	-
Processing Center Co., Ltd.	292,000	284,000	292,000	284,000
Union Button Corp., Ltd.	37,714	38,714	37,714	38,714
Others	1,453	1,453	1,111	1,111
Total equity instruments designated at FVOCI	3,437,992	3,132,287	2,057,088	1,966,386
Financial assets at FVTPL				
Overseas listed equity investments	1,195,660	1,215,189	-	-
Open-end Fund	23,709	22,554	23,709	22,554
Derivative assets (Note 36.1)	19,091	-	3,279	-
Total financial assets at FVTPL	1,238,460	1,237,743	26,988	22,554
Total other financial assets	5,837,924	5,277,783	2,084,076	1,988,940
Current	2,376,223	2,122,942	3,279	-
Non-current	3,461,701	3,154,841	2,080,797	1,988,940
	5,837,924	5,277,783	2,084,076	1,988,940

As at 31 December 2022, bonds and the fixed bank deposits with an original maturity within one year carried interests between 0.45 and 4.50 percent per annum (2021: between 0.18 and 0.50 percent per annum).

Equity instruments designated at FVOCI include listed and non-listed equity investments which the Company and its subsidiaries considers these investments to be strategic in nature.

In addition, in 2022, the Company and its subsidiaries received dividends from other financial assets in the amount of Baht 245 million (2021: Baht 271 million) and the Company only of Baht 149 million (2021: Baht 189 million).

12. Investments in subsidiaries

12.1 Details of investments in subsidiaries as presented in separate financial statements are as follows:

(Unit: Thousand Baht)

Company	Paid-up capital		Shareholding percentage		Cost		Dividend received during the year	
	2022	2021	2022	2021	2022	2021	2022	2021
	(Million Baht)	(Million Baht)	(%)	(%)				
	(Except for other specified currencies)							
Plastic, rubber and metal business								
Union Pioneer Plc.	75	75	48.96	48.96	53,084	53,084	17,294	32,679
Union Plastic Plc.	250	250	49.52	49.52	235,433	235,433	-	-
Union Zojirushi Co., Ltd.	600	600	51.00	51.00	306,659	306,659	52,479	-
Union Stainless Steel Products Co., Ltd.	40	40	98.00	98.00	52,411	52,411	11,858	-
Union Rubber Products Corp., Ltd.	20	20	99.99	99.99	16,111	16,111	800	-
Thai Rubber Enterprise Co., Ltd.	32	32	50.85	50.85	17,307	17,307	976	488
					681,005	681,005	83,407	33,167
Trading business								
Computer Union Co., Ltd.	200	100	99.21	98.49	203,240	103,571	-	73,864
					203,240	103,571	-	73,864
Energy business								
Zhejiang Jiashan-Union Cogeneration Co., Ltd.	37	37	56.93	56.93	726,355	726,355	118,895	95,542
	(Million USD)							
					726,355	726,355	118,895	95,542

(Unit: Thousand Baht)

Company	Paid-up capital		Shareholding percentage		Cost		Dividend received during the year	
	2022	2021	2022	2021	2022	2021	2022	2021
	(Million Baht)	(Million Baht)	(%)	(%)				
	(Except for other specified currencies)							
Hotel business								
The Royal Hotel Co., Ltd.	3,100	3,000	96.00	96.00	2,976,000	2,880,000	-	-
					2,976,000	2,880,000	-	-
Investment and other business								
Union Textile Industries Plc.	600	600	73.68	49.88	875,111	321,181	-	-
(2021: Textile business)								
Union Garment Co., Ltd.	7	25	99.99	99.99	27,350	45,348	-	-
(2021: Textile business)								
Saha-Union International Ltd.	405	405	99.99	99.99	1,907,801	1,907,801	-	-
	(Million HKD)							
Saha-Union Investment (China) Co., Ltd.	45	45	100.00	100.00	1,572,809	1,572,809	-	-
	(Million USD)							
Saha-Union Holding Co., Ltd.	1,300	1,300	99.54	99.54	1,294,019	1,294,019	-	-
Venus Shoes Co., Ltd.	72	72	76.00	76.00	44,007	44,007	1,779	1,521
Union Printing Corp., Ltd.	30	30	94.74	94.74	29,466	29,466	-	-
Union Equity Co., Ltd.	160	160	99.79	99.79	159,771	159,771	-	-

(Unit: Thousand Baht)

Company	Paid-up capital		Shareholding percentage		Cost		Dividend received during the year	
	2022	2021	2022	2021	2022	2021	2022	2021
	(Million Baht)	(Million Baht)	(%)	(%)				
	(Except for other specified currencies)							
Investment and other business (continued)								
Union Shoes Co., Ltd.	24	24	61.91	61.91	22,087	22,087	-	-
Union Construction Corp., Ltd.	600	600	62.49	62.49	375,457	375,457	-	-
Saha-Union Wealth Plus Co., Ltd.	125	125	99.99	99.99	125,000	125,000	-	-
Union Nakhon Co., Ltd.	210	210	75.00	75.00	157,499	157,499	-	-
					6,590,377	6,054,445	1,779	1,521
Total					**11,176,977**	**10,445,376**	**204,081**	**204,094**
Less: Allowance for impairment of investments in subsidiaries					**(559,753)**	**(559,753)**		
Total investments in subsidiaries - net					**10,617,224**	**9,885,623**		

12.2 Details of investments in subsidiaries that have material non-controlling interests

(Unit: Million Baht)

Company	Proportion of equity interest held by non-controlling interests		Accumulated balance of non-controlling interests		Profit/loss allocated to non-controlling interests during the year		Dividend paid to non-controlling interests during the year	
	2022	2021	2022	2021	2022	2021	2022	2021
	(%)	(%)						
Union Textile Industries Plc.	24.79	48.58	28	42	8	3	-	-
Union Pioneer Plc.	47.27	47.27	122	126	10	17	17	32
Union Plastic Plc.	50.31	50.31	(18)	(13)	(8)	(12)	-	-
Union Zojirushi Co., Ltd.	49.00	49.00	309	242	115	44	50	-
Zhejiang Jiashan-Union Cogeneration Co., Ltd.	24.04	24.04	117	144	45	51	51	41

12.3 Summarised financial information that based on amounts before inter-company elimination about subsidiaries that have material non-controlling.

Summarised information about financial position

(Unit: Million Baht)

	As at 31 December									
	Union Textile Industries Plc.		Union Pioneer Plc.		Union Plastic Plc.		Union Zojirushi Co., Ltd.		Zhejiang Jiashan-Union Cogeneration Co., Ltd.	
	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021
Current assets	483	413	384	414	317	288	835	609	397	611
Non-current assets	721	733	106	121	358	329	726	877	1,764	1,943
Current liabilities	4	6	52	76	84	67	274	321	329	596
Non-current liabilities	105	101	75	86	55	54	64	67	203	215

Summarised information about comprehensive income

(Unit: Million Baht)

	For the year ended 31 December									
	Union Textile Industries Plc.		Union Pioneer Plc.		Union Plastic Plc.		Union Zojirushi Co., Ltd.		Zhejiang Jiashan-Union Cogeneration Co., Ltd.	
	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021
Revenue	75	230	660	621	669	591	2,368	2,079	1,859	1,864
Profit	40	9	22	35	28	-	229	103	186	212
Other comprehensive income	16	13	4	-	12	18	-	-	(89)	209
Total comprehensive income	56	22	26	35	40	18	229	103	97	421

Summarised information about cash flow

(Unit: Million Baht)

	For the year ended 31 December									
	Union Textile Industries Plc.		Union Pioneer Plc.		Union Plastic Plc.		Union Zojirushi Co., Ltd.		Zhejiang Jiashan-Union Cogeneration Co., Ltd.	
	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021
Cash flow from (used in) operating activities	(8)	75	88	22	39	(46)	422	258	302	399
Cash flow from (used in) investing activities	49	(148)	(14)	(3)	(59)	20	(54)	(103)	(101)	(172)
Cash flow used in financing activities	-	-	(39)	(70)	-	(1)	(128)	(113)	(418)	(257)
Net increase (decrease) in cash and cash equivalents	41	(73)	35	(51)	(20)	(27)	240	42	(217)	(30)

During the current year, there were the following significant changes in the investments in subsidiaries accounts.

Tender Offer

On 21 October 2021, the Board of Directors Meeting of the Company passed a resolution to make a tender offer of Union Textile Industries Public Company Limited's shares from individual shareholders at a price of common shares of Baht 38.35 per share and preference shares at a price of Baht 48.15 per share. The purchase duration of the securities is from 28 December 2021 to 3 March 2022. The Company has followed the steps of the relevant regulations. From the latest summary prepared on 9 March 2022, the Company has reported a result to the Board of the Securities and Exchange Commission concerning the share purchase that the shareholders has intention to sell and the Company would purchase a total of 14,277,884 shares (common shares of 13,627,554 shares and preference shares of 650,330 shares), combining existing shares that held by the Company total 44,207,084 shares (common shares of 29,208,094 shares and preference shares of 14,998,990 shares). As a result of the acquisition, the Company's shareholding in Union Textile Industries Public Company Limited increased from 51.42 percent to 75.21 percent. The difference recognised from the acquisition of these investments amounting to Baht 387 million is presented under the caption of "Difference resulting from change in interest in subsidiary without loss of control" in shareholders' equity. Upon the completion the Tender Offer, the Stock Exchange of Thailand issued a letter and a notification regarding the delisting of ordinary shares of Union Textile from the Stock Exchange of Thailand, effective form 23 March 2022.

Union Textile is currently considering and studying the feasibility of investing in new business in the future. The operating result of textile business is described in Note 30 to the consolidated financial statement.

Increase in registered share capital

On 20 January 2022, the Extraordinary General Meeting No. 1/2022 of The Royal Hotel Co., Ltd. approved an increase of Baht 200 million in share capital (20 million ordinary shares of Baht 10 each). The subsidiary registered its increase of share capital with the Ministry of Commerce on 28 January 2022 and call for payment of the share capital of Baht 5 per share, totaling Baht 100 million. As a result, the paid-up share capital increased to Baht 3,100 million. The Company pay for the share subscription in proportion to existing investments totaling Baht 96 million on 27 January 2022.

On 17 June 2022, the Extraordinary General Meeting No. 1/2022 of Computer Union Co., Ltd. approved an increase of Baht 100 million in share capital (1 million ordinary shares of baht 100 each). The subsidiary registered its increase of share capital with the Ministry of Commerce on 27 June 2022. As a result, the paid-up share capital increased to Baht 200 million. The Company pay for the share subscription in proportion to existing investments totaling Baht 99 million on 21 June 2022.

Decrease in share capital

On 5 January 2022, the meeting of Extraordinary General Meeting of Union Garment Co., Ltd. approved to decrease share capital of Baht 18 million, from Baht 25 million (500,000 ordinary shares of Baht 50 per share). As a result, the paid-up share capital decreased to Baht 7 million (500,000 ordinary shares of Baht 14 per share). The Company received for the returned share subscription in proportion to existing investments totaling Baht 18 million on 11 February 2022.

13. Investments in joint ventures

13.1 Details of investments in joint ventures:

Investments in joint ventures represent investments in entities which are jointly controlled by the Company and its subsidiaries and other companies. Details of these investments are as follows:

Consolidated financial statements

(Unit: Thousand Baht)

Company	Nature of business	Country of incorporation	Shareholding percentage		Cost		Carrying amounts based on equity method	
			2022 (%)	2021 (%)	2022	2021	2022	2021
Textile business								
Zhejiang Saha-Union Feilun Thread Industries Co., Ltd.	Contract manufacture and distribution of textile products	China	57.57	57.57	640,940	640,940	-	-
Union Micronclean Co., Ltd.	Manufacture and distribution of anti-electrostatic and dust clothing	Thailand	51.00	51.00	2,550	2,550	33,637	32,280
					643,490	643,940	33,637	32,280
Plastic, rubber and metal business								
Union Nifco Co., Ltd.	Manufacture and distribution of plastic parts and molds	Thailand	50.00	50.00	51,559	51,559	280,249	266,580
					51,559	51,559	280,249	266,580
Energy business								
Shaoxing Shangyu Hangzhou-Union Cogeneration Co., Ltd.	Power generation	China	50.00	50.00	748,523	748,523	1,432,683	1,386,423
Yunnan Energy Luliang-Union Cogeneration Co., Ltd.	Power generation	China	50.00	50.00	445,914	445,914	-	-
					1,194,437	1,194,437	1,432,683	1,386,423

(Unit: Thousand Baht)

Company	Nature of business	Country of incorporation	Shareholding percentage		Cost		Carrying amounts based on equity method	
			2022 (%)	2021 (%)	2022	2021	2022	2021
Hospital business								
Sukhumvit 62 Medical Ltd. (2022: changed status to associated company)	Hospital	Thailand	-	40.00	-	400,000	-	392,473
					-	400,000	-	392,473
Investment and other business								
Soldev Co., Ltd.	Develop and distribution of computer software	Thailand	61.00	61.00	2,210	2,210	-	-
					2,210	2,210	-	-
Liquidation								
Union Universe Co., Ltd.	Distributor of Grand Slam shirts	Thailand	49.87	49.87	946	946	2,379	2,396
					946	946	2,379	2,396
Total investments in joint ventures					**1,892,642**	**2,292,642**	**1,748,948**	**2,080,152**

Separate financial statements

(Unit: Thousand Baht)

Company	Nature of business	Country of incorporation	Shareholding percentage		Cost		Allowance for impairment of investments		Carrying amounts based on cost method - net	
			2022 (%)	2021 (%)	2022	2021	2022	2021	2022	2021
Textile business										
Zhejiang Saha-Union Feilun Thread Industries Co., Ltd.	Contract manufacture and distribution of textile products	China	39.59	39.59	452,337	452,337	(452,337)	(452,337)	-	-
Union Micronclean Co., Ltd.	Manufacture and distribution of anti-electrostatic and dust clothing	Thailand	38.00	38.00	8,269	8,269	-	-	8,269	8,269
					460,606	460,606	(452,337)	(452,337)	8,269	8,269
Plastic, rubber and metal business										
Union Nifco Co., Ltd.	Manufacture and distribution of plastic parts and molds	Thailand	30.00	30.00	31,556	31,556	-	-	31,556	31,556
					31,556	31,556	-	-	31,556	31,556
Energy business										
Shaoxing Shangyu Hangzhou-Union Cogeneration Co., Ltd.	Power generation	China	25.00	25.00	374,416	374,416	-	-	374,416	374,416
Yunnan Energy Luliang-Union Cogeneration Co., Ltd.	Power generation	China	40.00	40.00	417,271	417,271	(417,271)	(417,271)	-	-
					791,687	791,687	(417,271)	(417,271)	374,416	374,416
Hospital business										
Sukhumvit 62 Medical Ltd. (2022: changed status to associated company)	Hospital	Thailand	-	40.00	-	400,000	-	-	-	400,000
					-	400,000	-	-	-	400,000
Liquidation										
Union Universe Co., Ltd.	Distributor of Grand Slam shirts	Thailand	49.87	49.87	946	946	-	-	946	946
					946	946	-	-	946	946
Total investments in joint ventures - net					**1,284,795**	**1,684,795**	**(869,608)**	**(869,608)**	**415,187**	**815,187**

13.2 Share of comprehensive income and dividend received

During the years, the Company recognised its share of comprehensive income from investments in the joint ventures in the consolidated financial statements and dividend income in the separate financial statements as follows:

(Unit: Thousand Baht)

Company	Consolidated financial statements				Separate financial statements	
	Share of profit/loss from investments in joint ventures during the year		Share of other comprehensive income from investments in joint ventures during the year		Dividend received during the year	
	2022	2021	2022	2021	2022	2021
Textile business						
Union Micronclean Co., Ltd.	11,558	4,176	-	-	7,600	-
	11,558	4,176	-	-	7,600	-
Plastic, rubber and metal business						
Union Nifco Co., Ltd.	122,468	109,466	-	-	65,285	36,303
	122,468	109,466	-	-	65,285	36,303
Energy business						
Shaoxing Shangyu Hangzhou-Union Cogeneration Co., Ltd.	465,473	334,217	(71,146)	190,374	168,279	227,827
	465,473	334,217	(71,146)	190,374	168,279	227,827
Hospital business						
Sukhumvit 62 Medical Ltd. (2022: changed status to associated company)	(5,948)	(5,543)	-	-	-	-
	(5,948)	(5,543)	-	-	-	-
Investment and other business						
Soldev Co., Ltd.	1,425	-	-	-	-	-
	1,425	-	-	-	-	-
Liquidation						
Union Universe Co., Ltd.	(17)	(15)	-	-	-	-
	(17)	(15)	-	-	-	-
Total	**594,959**	**442,301**	**(71,146)**	**190,374**	**241,164**	**264,130**

13.3 Summarised financial information about material joint ventures

Summarised information about financial position

(Unit: Million Baht)

Financial position	Union Nifco Co., Ltd.		Shaoxing Shangyu Hangzhou-Union Cogeneration Co., Ltd.		Sukhumvit 62 Medical Ltd. (2022: changed status to associated company)	
	2022	2021	2022	2021	2022	2021
Current assets	768	685	2,088	1,640	-	14
Non-current assets	147	163	2,285	2,550	-	1,151
Current liabilities	292	245	1,500	1,406	-	161
Non-current liabilities	63	70	-	-	-	23
Net assets	560	533	2,873	2,784	-	981
Shareholding percentage (%)	50.00	50.00	50.00	50.00	-	40.00
Share of net assets	280	267	1,437	1,392	-	392
Elimination entries	-	-	(4)	(6)	-	-
Carrying amounts of joint ventures based on equity method	**280**	**267**	**1,433**	**1,386**	**-**	**392**

Summarised information about comprehensive income

(Unit: Million Baht)

Comprehensive income	Union Nifco Co., Ltd.		Shaoxing Shangyu Hangzhou-Union Cogeneration Co., Ltd.		Sukhumvit 62 Medical Ltd. (2022: changed status to associated company)	
	2022	2021	2022	2021	2022	2021
Revenue	1,327	1,161	7,897	5,860	-	1
Profit (loss)	245	219	931	668	-	(14)
Other comprehensive income	-	-	(142)	381	-	-
Total comprehensive income	245	219	789	1,049	-	(14)

The status changed information of Sukhumvit 62 Medical Co., Ltd. from a joint venture to an associate was represented in Note 14 to the financial statements.

14. Investments in associates

14.1 Details of material investments in associates:

Consolidated financial statements

(Unit: Thousand Baht)

Company	Nature of business	Country of incorporation	Shareholding percentage		Cost		Carrying amounts based on equity method	
			2022 (%)	2021 (%)	2022	2021	2022	2021
Textile business								
Union Spinning Mills Co., Ltd.	Manufacture and distribution of thread	Thailand	51.99	51.99	46,563	46,563	46,930	50,817
Others (2 companies)					-	-	66,534	57,846
					46,563	46,563	113,464	108,663
Plastic, rubber and metal business								
Union Thai-Nichiban Co., Ltd.	Manufacture of adhesive paper, corrugated adhesive paper, clear tape and OPP tape	Thailand	40.40	40.40	19,739	19,739	173,961	167,651
					19,739	19,739	173,961	167,651
Hospital business								
Navavej International Plc.	Hospital	Thailand	22.33	24.62	480,000	480,000	247,587	317,055
Sukhumvit 62 Medical Ltd.	Hospital	Thailand	25.89	-	400,000	-	354,825	-
					880,000	480,000	602,412	317,055
Investment and other business								
Taixing Union Zond Chemicals Co., Ltd.	Manufacture of Phthalic anhydride and associated products	China	29.65	29.65	273,029	273,029	204,103	262,598
Jiangsu Zhonglian-Union Carpet Co., Ltd.	Manufacture of automotive carpets	China	35.00	35.00	353,054	353,054	280,816	291,778
Uni-Fibre Co., Ltd.	Investment	Thailand	62.35	62.35	79,598	79,598	746,283	747,150
Union Thread Industries Co., Ltd.	Investment	Thailand	36.89	36.89	51,861	51,861	916,640	912,517
Union Industries Corp., Ltd. and its subsidiary	Investment and real estate rental	Thailand	29.46	29.46	43,328	43,328	518,097	511,788

(Unit: Thousand Baht)

Company	Nature of business	Country of incorporation	Shareholding percentage		Cost		Carrying amounts based on equity method	
			2022 (%)	2021 (%)	2022	2021	2022	2021
Investment and other business (continued)								
Union Business Management Co., Ltd.	Investment	Thailand	37.54	37.54	94,999	94,999	277,969	252,619
(51.10 percent owned by Union Thread Industries Co., Ltd. 18.99 percent by Union Textile Industries Plc. and 0.50 percent by Union Industries Corp., Ltd.)								
Zhuji-Union Real Estate Co., Ltd. and its subsidiary	Investment	China	25.00	25.00	180,032	180,032	211,776	233,772
Union Asset Holdings Corp., Ltd. and its subsidiaries (82.67 percent owned by Uni-Fibre Co., Ltd.)	Investment	Thailand	-	-	-	-	4,622	3,846
Others (16 companies)					213,352	213,352	87,787	90,125
					1,289,253	1,289,253	3,248,093	3,306,193
Total investments in associates					**2,235,555**	**1,835,555**	**4,137,930**	**3,899,562**

Separate financial statements

(Unit: Thousand Baht)

Company	Nature of business	Country of incorporation	Shareholding percentage		Cost		Allowance for impairment of investments		Carrying amounts based on cost method - net	
			2022 (%)	2021 (%)	2022	2021	2022	2021	2022	2021
Textile business										
Union Spinning Mills Co., Ltd.	Manufacture and distribution of thread	Thailand	25.00	25.00	46,563	46,563	-	-	46,563	46,563
					46,563	46,563	-	-	46,563	46,563
Plastic, rubber and metal business										
Union Thai-Nichiban Co., Ltd.	Manufacture of adhesive paper, corrugated adhesive paper, clear tape and OPP tape	Thailand	40.40	40.40	19,739	19,739	-	-	19,739	19,739
					19,739	19,739	-	-	19,739	19,739
Hospital Business										
Navavej International Plc.	Hospital	Thailand	22.33	24.62	480,000	480,000	-	-	480,000	480,000
Sukhumvit 62 Medical Ltd.	Hospital	Thailand	25.89	-	400,000	-	-	-	400,000	-
					880,000	480,000	-	-	880,000	480,000
Investment and other business										
Taixing Union Zond Chemicals Co., Ltd.	Manufacture of Phthalic anhydride and associated products	China	23.85	23.85	218,958	218,958	(32,129)	(32,129)	186,829	186,829
Jiangsu Zhonglian-Union Carpet Co., Ltd.	Manufacture of automotive carpets	China	25.00	25.00	249,239	249,239	(57,000)	(57,000)	192,239	192,239
Uni-Fibre Co., Ltd.	Investment	Thailand	26.87	26.87	56,038	56,038	-	-	56,038	56,038
Union Thread Industries Co., Ltd.	Investment	Thailand	24.90	24.90	51,861	51,861	-	-	51,861	51,861
Union Industries Corp., Ltd.	Investment and real estate rental	Thailand	24.90	24.90	43,328	43,328	-	-	43,328	43,328
Others (2 companies)					20,851	20,851	(547)	(547)	20,304	20,304
					640,275	640,275	(89,676)	(89,676)	550,599	550,599
Total investments in associates - net					**1,586,577**	**1,186,577**	**(89,676)**	**(89,676)**	**1,496,901**	**1,096,901**

14.2 Share of comprehensive income and dividend received in material associates

During the years, the Company has recognised its share of profit/loss from investments in associates in the consolidated financial statements and dividend income in the separate financial statements as follows:

(Unit: Thousand Baht)

Company	Consolidated financial statements				Separate financial statements	
	Share of profit/loss from investments in associates during the year		Share of other comprehensive income from investments in associates during the year		Dividend received during the year	
	2022	2021	2022	2021	2022	2021
Textile business						
Union Spinning Mills Co., Ltd.	(3,887)	(17,061)	-	-	-	-
Others (2 companies)	8,687	8,046	-	-	-	2,500
	4,800	(9,015)	-	-	-	2,500
Plastic, rubber and metal business						
Union Thai-Nichiban Co., Ltd.	28,127	21,868	-	-	21,817	29,127
	28,127	21,868	-	-	21,817	29,127
Hospital business						
Navavej International Plc.	(69,469)	(84,303)	-	(225)	-	-
Sukhumvit 62 Medical Ltd.	(31,700)	-	-	-	-	-
	(101,169)	(84,303)	-	(225)	-	-
Investment and other business						
Taixing Union Zond Chemicals Co., Ltd.	(46,766)	24,472	(11,728)	30,315	-	-
Jiangsu Zhonglian-Union Carpet Co., Ltd.	5,047	6,349	(16,036)	34,672	-	-
Uni-Fibre Co., Ltd.	(1,017)	(286)	151	(71)	-	-
Union Thread Industries Co., Ltd.	19,966	17,880	-	34	8,963	8,963
Union Industries Corp., Ltd. and its subsidiary	13,051	10,878	-	4,580	6,723	6,723

(Unit: Thousand Baht)

Company	Consolidated financial statements				Separate financial statements	
	Share of profit/loss from investments in associates during the year		Share of other comprehensive income from investments in associates during the year		Dividend received during the year	
	2022	2021	2022	2021	2022	2021
Investment and other business (continued)						
Union Business Management Co., Ltd.	18,453	15,530	-	21	-	-
Zhuji-Union Real Estate Co., Ltd. and its subsidiary	(796)	27,411	(27,230)	26,794	-	-
Union Asset Holdings Corp., Ltd. and its subsidiaries	633	182	169	16	-	-
Others (16 companies)	8,014	2,240	(10,076)	24,097	-	-
	16,612	104,656	(64,750)	120,458	15,686	15,686
Total	**(51,630)**	**33,206**	**(64,750)**	**120,233**	**37,503**	**47,313**

14.3 Summarised financial information of material associates

Summarised information about financial position

(Unit: Million Baht)

Company	Current assets		Non-current assets		Current liabilities		Non-current liabilities		Net assets		Shareholding percentage (%)		Share of net assets based on equity method		Elimination entries		Carrying amounts of associates based on equity method	
	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021
Textile business																		
Union Spinning Mills Co., Ltd.	179	201	53	48	21	31	16	16	195	202	51.99	51.99	101	105	(54)	(54)	47	51
Others (2 companies)	619	606	294	287	43	50	101	111	769	732	-	-	191	182	(124)	(124)	67	58
Plastic, rubber and metal business																		
Union Thai-Nichiban Co., Ltd.	486	438	76	86	97	74	35	35	430	415	40.40	40.40	174	168	-	-	174	168
Hospital business																		
Navavej International Plc.	310	309	3,136	3,310	140	118	2,197	2,213	1,109	1,288	22.33	24.62	248	317	-	-	248	317
Sukhumvit 62 Medical Ltd.	224	-	2,162	-	183	-	832	-	1,371	-	25.89	-	355	-	-	-	355	-
Investment and other business																		
Taixing Union Zond Chemicals Co., Ltd.	395	465	607	703	321	290	-	-	681	878	29.65	29.65	202	260	2	3	204	263
Jiangsu Zhonglian-Union Carpet Co., Ltd.	426	520	861	931	491	623	-	-	796	828	35.00	35.00	279	290	2	2	281	292
Uni-Fibre Co., Ltd.	2	-	1,252	1,252	26	23	-	-	1,228	1,229	62.35	62.35	765	766	(19)	(19)	746	747
Union Thread Industries Co., Ltd.	260	265	2,127	2,167	3	4	99	143	2,285	2,285	36.89	36.89	843	843	74	70	917	913
Union Industries Corp., Ltd. and its subsidiary	346	434	1,593	1,415	2	3	62	73	1,875	1,773	29.46	29.46	552	522	(34)	(10)	518	512
Union Business Management Co., Ltd.	3	3	1,126	1,216	127	163	57	145	945	911	37.54	37.54	355	342	(77)	(89)	278	253

(Unit: Million Baht)

Company	Current assets		Non-current assets		Current liabilities		Non-current liabilities		Net assets		Shareholding percentage (%)		Share of net assets based on equity method		Elimination entries		Carrying amounts of associates based on equity method	
	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021
Zhuji-Union Real Estate Co., Ltd. and its subsidairy	901	964	574	1	20	30	-	-	1,455	935	25.00	25.00	364	234	(152)	-	212	234
Union Asset Holdings Corp., Ltd. and its subsidiaries	229	127	2,723	2,834	3	1	1	1	2,948	2,959	-	-	1,301	1,192	(1,296)	(1,199)	5	(7)
Others (16 companies)	684	682	1,231	1,338	343	410	19	18	1,553	1,592	-	-	501	494	(413)	(407)	88	87

Summarised information about comprehensive income

(Unit: Million Baht)

Company	Revenue		Profit (loss)		Other comprehensive income		Total comprehensive income	
	2022	2021	2022	2021	2022	2021	2022	2021
Textile business								
Union Spinning Mills Co., Ltd.	304	265	(7)	(33)	-	-	(7)	(33)
Others (2 companies)	494	450	36	5	-	-	36	5
Plastic, rubber and metal business								
Union Thai-Nichiban Co., Ltd.	874	754	70	54	-	-	70	54
Hospital business								
Navavej International Plc.	644	352	(379)	(400)	-	(1)	(379)	(401)
Sukhumvit 62 Medical Ltd.	34	-	(156)	-	-	-	(156)	-
Investment and other business								
Taixing Union Zond Chemicals Co., Ltd.	2,003	2,674	(158)	83	(39)	103	(197)	186
Jiangsu Zhonglian-Union Carpet Co., Ltd.	805	734	14	18	(46)	99	(32)	117
Uni-Fibre Co., Ltd.	-	-	(3)	(1)	-	-	(3)	(1)
Union Thread Industries Co., Ltd.	70	70	36	41	-	-	36	41
Union Industries Corp., Ltd. and its subsidiary	57	72	35	38	-	-	35	38
Union Business Management Co., Ltd.	44	44	35	35	-	-	35	35
Zhuji-Union Real Estate Co., Ltd. and its subsidiary	55	562	(3)	110	(85)	107	(88)	217
Union Asset Holdings Corp., Ltd. and its subsidiaries	11	9	(14)	(20)	-	-	(14)	(20)
Others (16 companies)	652	674	10	(11)	(53)	48	(43)	37

During the current year, there were following significant changes in the investments in associates.

Increase in registered share capital

On 12 April 2022, the Extraordinary General Meeting No. 1/2022 of Sukhumvit 62 Medical Ltd. approved an increase of Baht 545 million in the registered share capital, to Baht 1,545 million. The Company did not subscribe in this right offering. As a result, the Company's shareholding percentage decreased from 40.00% to 25.89% and changed status from investment in joint venture to investment in associated company.

On 9 January 2023, the Extraordinary General Meeting No. 1/2023 of Sukhumvit 62 Medical Ltd. approved an increase of Baht 155 million in the registered share capital, to Baht 1,610 million and call for payment of the share capital of totaling Baht 65 million. The Company did not subscribe in this right offering. As a result, the Company's shareholding percentage decreased from 25.89% to 24.84%.

15. Investment properties

The net book value of investment properties as at 31 December 2022 and 2021 is presented below.

(Unit: Thousand Baht)

	Consolidated financial statements				Separate financial statements		
	Land and land improvement awaiting development	Factory and office building for rent	Assets under construction	Total	Land and land improvement awaiting development	Factory and office building for rent	Total
As at 31 December 2022							
Cost	2,097,095	2,631,235	131,217	4,859,547	1,544,825	1,794,599	3,339,424
Less Accumulated depreciation	(84,348)	(2,167,752)	-	(2,252,100)	(73,722)	(1,648,138)	(1,721,860)
Less Allowance for impairment loss	(4,413)	(150,308)	(25,000)	(179,721)	(4,413)	(138,707)	(143,120)
Net book value	2,008,334	313,175	106,217	2,427,726	1,466,690	7,754	1,474,444
As at 31 December 2021							
Cost	2,097,501	2,654,555	122,884	4,874,940	1,545,232	1,794,547	3,339,779
Less Accumulated depreciation	(78,483)	(2,152,079)	-	(2,230,562)	(67,857)	(1,647,527)	(1,715,384)
Less Allowance for impairment loss	(4,413)	(150,308)	(25,000)	(179,721)	(4,413)	(138,707)	(143,120)
Net book value	2,014,605	352,168	97,884	2,464,657	1,472,962	8,313	1,481,275

A reconciliation of the net book value of investment properties for the years 2022 and 2021 is presented below.

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Net book value at beginning of year	2,464,657	2,401,996	1,481,275	1,487,748
Acquisition of assets	9,375	15,789	121	-
Disposals/write-off - net book value	(477)	-	(477)	-
Transferred from property, plant and equipment - net book value	-	56,390	-	-
Depreciation for the year	(37,974)	(37,848)	(6,475)	(6,473)
Translation adjustments	(7,855)	28,330	-	-
Net book value at end of year	2,427,726	2,464,657	1,474,444	1,481,275

The fair value of the investment properties as at 31 December 2022 and 2021 stated below.

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Land and land improvement awaiting development	5,976,928	6,059,777	4,525,141	4,607,990
Factory and office building for rent	2,579,741	2,482,999	322,100	322,100

The fair value of the above investment properties has been determined based on valuation performed by an accredited independent valuer. The fair value of the land and land improvement awaiting development has been determined based on market prices, while that of the factory and office building for rent has been determined using the income approach. Key assumptions used in the valuation include yield rate, inflation rate, long-term vacancy rate and long-term growth in real rental rates.

16. Property, plant and equipment

(Unit: Thousand Baht)

	Consolidated financial statements						
	Land	Land improvement	Buildings, building improvements and facilities	Machinery and equipment	Power plants	Others	Total
Cost							
As at 1 January 2021	1,896,788	22,392	3,550,486	6,252,625	2,250,750	1,313,094	15,286,135
Additions	-	423	28,411	79,625	143,911	111,420	363,790
Disposals/write-off	-	-	(68,987)	(498,368)	(167,889)	(29,808)	(765,052)
Transferred from (transfers to) investment properties	3,561	-	(129,598)	-	-	-	(126,037)
Transfers	-	(2,206)	15,994	35,353	-	(49,141)	-
Translation adjustments	-	-	85,790	-	309,457	4,933	400,180
As at 31 December 2021	1,900,349	20,609	3,482,096	5,869,235	2,536,229	1,350,498	15,159,016
Additions	-	260	10,597	100,660	93,628	95,046	300,191
Disposals/write-off	-	-	(21,299)	(864,481)	(20,466)	(14,397)	(920,643)
Transfers	-	15,748	2,903	68,234	-	(86,885)	-
Translation adjustments	-	-	(12,647)	-	(138,150)	(966)	(151,763)
As at 31 December 2022	1,900,349	36,617	3,461,650	5,173,648	2,471,241	1,343,296	14,386,801

(Unit: Thousand Baht)

	Consolidated financial statements (continued)						
	Land	Land improvement	Buildings, building improvements and facilities	Machinery and equipment	Power plants	Others	Total
Accumulated depreciation							
As at 1 January 2021	-	10,176	2,053,808	5,472,357	558,044	985,928	9,080,313
Depreciation for the year	-	1,194	173,383	265,617	179,257	115,043	734,494
Depreciation on disposals/write-off	-	-	(68,229)	(486,702)	(96,228)	(28,826)	(679,985)
Transfers to investment properties	-	-	(69,647)	-	-	-	(69,647)
Transfers	-	(2,206)	2,331	-	-	(125)	-
Translation adjustments	-	-	34,793	-	76,726	4,535	116,054
As at 31 December 2021	-	9,164	2,126,439	5,251,272	717,799	1,076,555	9,181,229
Depreciation for the year	-	1,893	151,937	207,873	176,920	91,751	630,374
Depreciation on disposals/write-off	-	-	(20,655)	(840,850)	(17,546)	(13,889)	(892,940)
Translation adjustments	-	-	(7,278)	-	(39,099)	(798)	(47,175)
As at 31 December 2022	-	11,057	2,250,443	4,618,295	838,074	1,153,619	8,871,488

(Unit: Thousand Baht)

	Consolidated financial statements (continued)						
	Land	Land improvement	Buildings, building improvements and facilities	Machinery and equipment	Power plants	Others	Total
Allowance for impairment loss							
As at 1 January 2021	-	-	-	1,072	45,582	5,085	51,739
Increase during the year	-	-	-	-	1,113	-	1,113
Decrease during the year	-	-	-	-	(51,849)	-	(51,849)
Translation adjustments	-	-	-	-	5,154	-	5,154
As at 31 December 2021	-	-	-	1,072	-	5,085	6,157
As at 31 December 2022	-	-	-	1,072	-	5,085	6,157
Net book value							
As at 31 December 2021	1,900,349	11,445	1,355,657	616,891	1,818,430	268,858	5,971,630
As at 31 December 2022	1,900,349	25,560	1,211,207	554,281	1,633,167	184,592	5,509,156
Depreciation for the year							
2021 (Baht 661 million included in manufacturing cost, and the balance in selling and distribution and administrative expenses)							734,494
2022 (Baht 578 million included in manufacturing cost, and the balance in selling and distribution and administrative expenses)							630,374

(Unit: Thousand Baht)

	Separate financial statements					
	Land	Land improvement	Buildings and facilities	Machinery and equipment	Others	Total
Cost						
As at 1 January 2021	18,550	-	143,035	84,318	293,282	539,185
Additions	-	-	-	-	8,747	8,747
Disposals/write-off	-	-	(145)	(275)	(3,256)	(3,676)
As at 31 December 2021	18,550	-	142,890	84,043	298,773	544,256
Additions	-	-	687	-	11,422	12,109
Disposals/write-off	-	-	-	-	(1,149)	(1,149)
Transfers	-	15,748	456	-	(16,204)	-
As at 31 December 2022	18,550	15,748	144,033	84,043	292,842	555,216
Accumulated depreciation						
As at 1 January 2021	-	-	139,060	83,852	277,876	500,788
Depreciation for the year	-	-	948	-	4,009	4,957
Depreciation on disposals/ write-off	-	-	(145)	(275)	(3,252)	(3,672)
As at 31 December 2021	-	-	139,863	83,577	278,633	502,073
Depreciation for the year	-	699	883	-	3,426	5,008
Depreciation on disposals/ write-off	-	-	-	-	(1,149)	(1,149)
As at 31 December 2022	-	699	140,746	83,577	280,910	505,932
Allowance for impairment loss						
As at 1 January 2021	-	-	-	464	4,922	5,386
As at 31 December 2021	-	-	-	464	4,922	5,386
As at 31 December 2022	-	-	-	464	4,922	5,386
Net book value						
As at 31 December 2021	18,550	-	3,027	2	15,218	36,797
As at 31 December 2022	18,550	15,049	3,287	2	7,010	43,898
Depreciation for the year						
2021 (included in administrative expenses)						4,957
2022 (included in administrative expenses)						5,008

As at 31 December 2022, certain plant, machinery and equipment items of the Company and its subsidiaries have been fully depreciated but are still in use. The gross carrying amount before deducting accumulated depreciation of those assets amounted to approximately Baht 5,168 million (2021: Baht 4,391 million) and the Company only Baht 250 million (2021: Baht 237 million).

17. Leases

17.1 The subsidiaries as a lessee

The subsidiaries have lease contracts for various items of property, plant, and equipment used in its operations. Leases generally have lease terms between 1 - 14 years.

a) Right-of-use assets

Movement of right-of-use assets for the year ended 31 December 2022 and 2021 are summarised below.

(Unit: Thousand Baht)

	Consolidated financial statements				
	Land	Buildings	Equipment	Motor vehicles	Total
Net book value as at					
1 January 2021	69,363	20,176	149,633	6,615	245,787
Additions	-	-	37,449	-	37,449
Adjustments due to					
lease modification	(1,938)	-	-	-	(1,938)
Depreciation for the year	(3,368)	(5,043)	(56,493)	(3,339)	(68,243)
Translation adjustments	7,616	-	-	-	7,616
Net book value as at					
31 December 2021	71,673	15,133	130,589	3,276	220,671
Additions	3,145	-	48,541	1,225	52,911
Depreciation for the year	(3,389)	(5,044)	(65,041)	(2,144)	(75,618)
Translation adjustments	(3,239)	-	-	-	(3,239)
Net book value as at					
31 December 2022	68,190	10,089	114,089	2,357	194,725

b) Lease liabilities

(Unit: Thousand Baht)

	Consolidated financial statements	
	2022	2021
Lease payments	167,605	193,894
Less: Deferred interest expenses	(15,581)	(17,349)
Total	152,024	176,545
Less: Current portion	(65,269)	(66,318)
Lease liabilities - net of current portion	86,755	110,227

Movements of the lease liability account during the years ended 31 December 2022 and 2021 are summarised below.

(Unit: Thousand Baht)

	Consolidated financial statements	
	2022	2021
Balance at beginning of year	176,545	205,991
Additions	52,911	37,449
Accretion of interest	6,457	8,597
Repayments	(83,889)	(73,498)
Adjustments due to lease modification	-	(1,994)
Balance at end of year	152,024	176,545

A maturity analysis of lease payments is disclosed in Note 36.2 under the liquidity risk.

c) Expenses relating to leases that are recognised in profit or loss

(Unit: Thousand Baht)

	Consolidated financial statements	
	2022	2021
Depreciation expense of right-of-use assets	75,618	68,243
Interest expense on lease liabilities	6,457	8,597
Expense relating to short-term leases	5,765	10,392
Expense relating to leases of low-value assets	2,332	973

d) Others

The subsidiaries had total cash outflows for leases for the year ended 31 December 2022 of Baht 92 million (2021: Baht 85 million), including the cash outflow related to short-term leases and leases of low-value assets.

18. Goodwill

Goodwill of the Royal Hotel Co., Ltd. (subsidiary) ("The Royal Hotel") from business acquisition amounting to Baht 522 million consisted of the business opportunity provided by the acquisition of a five star hotel (Hilton Hua Hin Resort and Spa Hotel) ready to operate immediately from the acquisition date, as well as various physical features are viewed as significant distinctive point of The Royal Hotel when compares with the business competitors in Hua Hin.

The recoverable amount of the CGUs have been determined based on value in use calculation using cash flow projections from financial budgets approved by the subsidiary's management covering a five-year period.

Key assumptions used in value in use calculation are summarised below:

	(Unit: percent per annum)
	The Royal Hotel
Growth rates	3.0
Discount rates	9.0

The subsidiary's management determined growth rates based on historical operation results and expected market growth and discount rates is the rate that reflects the risks specific to each CGU.

The management believes that there is no impairment loss for goodwill.

19. Other non-current assets

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Withholding tax	69,061	49,142	6,076	2,982
Advance for purchase of fixed assets	16,532	7,023	-	-
Others	135,670	130,170	2,241	2,137
Total other non-current assets	221,263	186,335	8,317	5,119

The balances of other non-current assets in the consolidated financial statements above include account receivables, Ten Cate-Union Protective Fabrics Asia Ltd. ("TCUA"), amounting to Baht 39 million. There is uncertainty about the recoverable amount of this receivable because TCUA has filed for deregistration with the Ministry of Commerce and is in the process of liquidation. At present, it still not finalised the net asset value. For prudent reasons, the allowance for expected credit losses for this receivable is fully set aside.

20. Short-term loans from financial institutions

(Unit: Thousand Baht)

	Interest rate	Consolidated financial statements		Separate financial statements	
	(percent per annum)	2022	2021	2022	2021
Short-term loans from local financial institutions	Money market rate at each period	15,800	113,000	-	113,000
Short-term loans from financial institutions in China	Reference from interest rate of bank in China	128,673	178,492	-	-
Total short-term loans from financial institutions		144,473	291,492	-	113,000

21. Trade and other payables

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Trade payables - related parties (Note 7)	46,253	31,527	43,982	28,843
Trade payables - unrelated parties	758,765	906,231	17,016	2,071
Other payables	80,396	84,166	412	1,517
Accrued expenses	265,807	244,298	19,855	17,891
Others	17,780	18,224	920	531
Total trade and other payables	1,169,001	1,284,446	82,185	50,853

22. Long-term loans

(Unit: Thousand Baht)

Loan	Interest rate (%)	Repayment schedule	Consolidated financial statements 2022	2021
1. Loan from local bank	Market rate minus discount rate as defined in contract	Six-month installments from 2019 to 2022	-	25,000
2. Loan from local bank	Contract rate	Monthly installments from 2021 to 2024	4,400	6,800
3. Loan from local bank in China	Reference from interest rate of bank in China	Six-month installments from 2019 to 2022	-	156,732
4. Loan from local bank	Contract rate	Monthly installments from 2022 to 2027	20,941	-
Total			25,341	188,532
Less: Current portion			(7,430)	(184,132)
Long-term loans, net of current portion			17,911	4,400

Movement of the long-term loan account during the years ended 31 December 2022 and 2021 are summarised below.

(Unit: Thousand Baht)

	Consolidated financial statements 2022	2021
Beginning balance	188,532	477,444
Add: Additional borrowings	28,620	31,674
Less: Repayment	(191,618)	(361,280)
Translation adjustments	(193)	40,694
Ending balance	25,341	188,532

The loan agreements contain several covenants which, among other things, require the subsidiaries to maintain debt-to-equity ratio and negative pledges on certain assets that are essential for the subsidiaries' operations.

As at 31 December 2022 and 2021, there are no long-term credit facilities of the subsidiaries which have not yet been drawn down.

23. Provision for long-term employee benefits

Provision for long-term employee benefits, which represents the cash which will be paid to employees after they retire as at 31 December 2022 and 2021, were as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Present value of defined benefit obligation	372,899	387,595	33,488	33,295
Fair value of plan assets	(97,033)	(98,518)	(8,804)	(8,172)
Net defined benefit liability	275,866	289,077	24,684	25,123

Changes in present value of defined benefit obligation and fair value of plan assets were as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Defined benefit obligation at beginning of year	387,595	419,125	33,295	31,965
Current service cost	26,002	24,707	1,576	1,570
Interest cost	4,462	4,008	311	293
Transfers to related company	(128)	(71)	-	-
Actuarial (gain) loss arising from				
Demographic assumptions changes	-	1,611	-	-
Financial assumptions changes	(19,874)	(3,255)	-	-
Experience adjustments	-	3,873	-	-
Benefits paid during the year	(25,158)	(62,403)	(1,694)	(533)
Defined benefit obligation at end of year	372,899	387,595	33,488	33,295
Fair value of plan assets at beginning of year	98,518	117,394	8,172	8,143
Change in fair value	1,521	1,410	(6)	170
Contribution by the Company and its subsidiaries	7,649	8,440	638	623
Benefits paid during the year	(10,655)	(28,726)	-	(764)
Fair value of plan assets at end of year	97,033	98,518	8,804	8,172

Plan assets comprise bank deposits, bonds, and equity and local debt instruments in active market.

The Company and its subsidiaries expect to pay Baht 41 million (2021: Baht 34 million) of long-term employee benefits during the next year and the Company only amounting to Baht 11 million (2021: Baht 3 million).

As at 31 December 2022, the weighted average duration of the liabilities for long-term employee benefit is 11 years (2021: 11 years) and the Company only is 11 years (2021: 11 years).

Key actuarial assumptions used for the valuation are as follows:

(Unit: percent per annum)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Discount rate	1.4 - 3.2	1.4 - 2.2	1.4	1.4
Future salary increase rate (depending on age of employees)	3.0 - 7.0	3.0 - 7.0	5.0 - 7.0	5.0 - 7.0
Turnover rate	0.0 - 45.0	0.0 - 45.0	0.0 - 30.0	0.0 - 30.0

The result of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligation as at 31 December 2022 are summarised below.

(Unit: Million Baht)

		Consolidated financial statement		Separate financial statement	
	%	Increase	Decrease	Increase	Decrease
Discount rate	1.00	(30)	32	(2)	2
Future salary increase rate	1.00	41	(37)	3	(2)
Turnover rate	20.00	(23)	27	(1)	1

24. The Company's shares held by its subsidiaries

This represents the acquisition cost of the 9,213,994 ordinary shares (3.07 percent of the total number of shares in issue) of the Company acquired and held by Saha-Union Holding Co., Ltd., Union Equity Co., Ltd. and Union Textile Industries Plc., subsidiaries.

25. Statutory reserve

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside to a statutory reserve at least 5 percent of its net profit after deducting accumulated deficit brought forward (if any), until the reserve reaches 10 percent of the registered capital. The statutory reserve is not available for dividend distribution.

However, the Company's regulations require the Company to set aside to the statutory reserve at least 10 percent of its net profit after deducting accumulated deficit brought forward (if any), until such reserve reaches at least 25 percent of the registered capital.

26. Finance cost

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Interest expenses on borrowings	9,744	20,523	2,642	925
Interest expenses on lease liabilities	6,457	8,597	-	-
Total	16,201	29,120	2,642	925

27. Expenses by nature

Significant expenses classified by nature are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Salary and wages and other employee benefits	1,359,948	1,355,756	57,596	59,894
Depreciation and amortisation expenses	751,990	847,783	12,772	12,666
Rental expenses from operating lease agreements	7,835	11,687	-	-
Transportation expenses	19,218	18,268	791	641
Raw materials and consumables used	2,973,605	2,837,490	-	-
Purchase of finished goods and raw materials for sales	2,696,534	2,459,902	764,437	618,873
Changes in inventories of finished goods and work in process	239,096	(12,096)	-	-

28. Income tax

Income tax expenses for the years ended 31 December 2022 and 2021 are made up as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Current income tax:				
Current income tax charge	150,195	74,087	18,514	-
Deferred tax:				
Relating to origination and reversal of temporary differences	3,715	19,321	319	337
Income tax expenses reported in the income statements	153,910	93,408	18,833	337

The amounts of income tax relating to each component of other comprehensive income for the years ended 31 December 2022 and 2021 are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Deferred tax on loss (gain) from the change in value of financial assets measured at FVOCI	(58,862)	26,233	(18,706)	31,457
Deferred tax on actuarial gain	(3,471)	-	-	-
Total	(62,333)	26,233	(18,706)	31,457

The reconciliation between accounting profit and income tax expenses is shown below.

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Accounting profit before tax	1,416,769	797,858	717,790	685,086
The separation of accounting profit before tax of the Company and its subsidiaries to each applicable tax rate are as follows:				
Applicable tax rate 2.50 percent	1,138	271	-	-
Applicable tax rate 16.50 percent	123,494	196,775	-	-
Applicable tax rate 20.00 percent	956,244	245,526	717,790	685,086
Applicable tax rate 25.00 percent	335,893	355,286	-	-
Accounting profit before tax multiplied by income tax rate	295,627	170,401	143,558	137,017
Effects of:				
Tax exempt dividend revenue	(39,722)	(46,278)	(126,408)	(140,633)
Share of profit from investments in joint ventures	(118,992)	(88,460)	-	-
Share of loss (profit) from investments in associates	10,326	(6,641)	-	-
Additional expense deductions allowed	(18,447)	(27,123)	(1,180)	(1,291)
Non-deductible expenses	28,667	45,294	5,112	7,024
Gain on disposals/return of investments under equity method	-	2,375	-	-
Unrecognised deferred tax on deductible temporary differences and unused tax losses	7,256	52,268	(3,466)	(2,102)
Others	(10,805)	(8,428)	1,217	322
Total	(141,717)	(76,993)	(124,725)	(136,680)
Income tax expenses reported in the income statements	153,910	93,408	18,833	337

The components of deferred tax assets and deferred tax liabilities are as follows:

(Unit: Thousand Baht)

	Consolidated statements of financial position		Separate statements of financial position	
	2022	2021	2022	2021
Deferred tax assets				
Allowance for diminution in value of inventories	11,561	12,860	-	-
Accumulated depreciation - Plant and equipment	6,849	6,819	-	-
Provision for long-term employee benefits	40,558	42,823	4,160	4,248
Deferred income	8,317	5,268	-	-
Others	6,998	8,865	-	-
Total	74,283	76,635	4,160	4,248
Deferred tax liabilities				
Gain on change in fair value of investments	200,371	137,802	151,703	132,766
Others	603	-	-	-
Total	200,974	137,802	151,703	132,766

As at 31 December 2022, the Company and its subsidiaries have deductible temporary differences and unused tax losses totaling Baht 815 million (2021: Baht 931 million) no deferred tax assets have been recognised on these amount as the Company and its subsidiaries believe future taxable profits may not be sufficient to allow utilisation of the temporary differences and unused tax losses and the unused tax losses will expire within 2027.

29. Earnings per share

Basic earnings per share is calculated by dividing profit for the year attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares held by outside shareholders in issue during the year.

	For the years ended 31 December			
	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Profit attributable to equity holders of the Company (Baht)	1,086,569,769	601,249,078	698,957,243	684,749,873
Weighted average number of ordinary shares (shares)	290,786,006	290,786,006	300,000,000	300,000,000
Basic earnings per share (Baht/share)	3.74	2.07	2.33	2.28

30. Discontinued operation

By resolution of the meeting of Board of Directors of Union Textile Industries Public Company Limited ("Union Textile") on 22 December 2020 was authorized to cease its textile business (spinning and weaving) within 2021. As of 31 December 2021, textile segment of Union Textile was classified as a discontinued operation.

Operating results and cash flows of the discontinued and continuing operations presented in the consolidated financial statements for the year ended 31 December 2022 and 2021 are as follows:

(Unit: Million Baht)

	For the year ended 31 December 2022		
	Continuing operation	Discontinued operation	Consolidated financial statements
Operating result			
Sales and service income	9,312	-	9,312
Other income	624	53	677
Total revenues	9,936	53	9,989
Cost of sales and services	8,035	-	8,035
Selling and distribution expenses	267	-	267
Administrative expenses	773	24	797
Total expenses	9,075	24	9,099
Operating profit	861	29	890
Share of profit from investments in joint ventures	595	-	595
Share of loss from investments in associate	(52)	-	(52)
Finance cost	(16)	-	(16)
Profit before income tax income (expenses)	1,388	29	1,417
Income tax income (expenses)	(155)	1	(154)
Profit for the year	1,233	30	1,263
Cash flows			
Net cash flows from (used in) operating activities	1,346	(14)	1,332
Net cash flows from investing activities	349	73	422
Net cash flows used in financing activities	(1,499)	-	(1,499)

(Unit: Million Baht)

	For the year ended 31 December 2021		
	Continuing operation	Discontinued operation	Consolidated financial statements
Operating result			
Sales and service income	8,167	190	8,357
Other income	556	19	575
Total revenues	8,723	209	8,932
Cost of sales and services	7,415	156	7,571
Selling and distribution expenses	245	3	248
Administrative expenses	724	38	762
Total expenses	8,384	197	8,581
Operating profit	339	12	351
Share of profit from investments in joint ventures	442	-	442
Share of profit from investments in associate	33	-	33
Finance cost	(29)	-	(29)
Profit before income tax expenses	785	12	797
Income tax expenses	(82)	(11)	(93)
Profit for the year	703	1	704
Cash flows			
Net cash flows from operating activities	655	67	722
Net cash flows from (used in) investing activities	(99)	13	(86)
Net cash flows used in financing activities	(706)	-	(706)

31. Segment information

Operating segment information is reported in a manner consistent with the internal reports that are regularly reviewed by the chief operating decision maker in order to make decisions about the allocation of resources to the segment and assess its performance. The chief operating decision maker has been identified as the Company's Board of Directors.

For management purposes, the Company and its subsidiaries are organised into business units based on its products and services and have six reportable segments as follows:

- Textile segment, which is the contract manufacture and distribution of textile products and garments
- Plastic, rubber and metal segment, which is the manufacture and distribution of rubber, elastic products, finished elastic products, plastic products, vacuum bottles and stainless steel kitchenware
- Trading segment, which is the operation of a computer and equipment dealership
- Energy segment, which is power generation
- Hotel segment, which is the operation of hotel
- Investment and others segment, which is principally the operation of an investment business

No other operating segments have been aggregated to form the above reportable operating segments.

The chief operating decision maker monitors the operating results of the business units separately for the purpose of making decisions about resource allocation and assessing performance. Segment performance is measured based on operating profit or loss and total assets and on a basis consistent with that used to measure operating profit or loss and total assets in the financial statements. However, the Company and its subsidiaries' central administrative activities, financing activities (including finance costs and finance income) and income taxes are managed on a group basis. Therefore, these income and expenses are not allocated to operating segments.

The basis of accounting for any transactions between reportable segments is consistent with that for third party transactions.

The following tables present revenue, profit and total assets information regarding the Company and its subsidiaries' operating segments for the years ended 31 December 2022 and 2021, respectively.

(Unit: Million Baht)

	For the years ended 31 December															
	Textile segment		Plastic, rubber and metal segment		Trading segment		Energy segment		Hotel segment		Investment and others segment		Elimination of inter-segment revenues		Consolidated financial statements	
	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021
Revenues																
Revenue from external customers	32	212	4,267	3,746	2,757	2,387	1,867	1,849	364	142	25	21	-	-	9,312	8,357
Inter-segment revenues	10	9	-	-	-	-	-	-	-	-	21	17	(31)	(26)	-	-
Total revenues	42	221	4,267	3,746	2,757	2,387	1,867	1,849	364	142	46	38	(31)	(26)	9,312	8,357
Segment operating profit (loss)	1	50	619	433	206	23	338	350	56	(109)	57	39	-	-	1,277	786
Unallocated income and expenses:																
Dividend income															245	271
Rental income															47	45
Finance income															29	17
Gain (loss) on derivatives designated at FVTPL															27	(18)
Other income															329	205
Selling and distribution expenses															(267)	(248)
Administrative expenses															(719)	(695)
Gain (loss) on investments designated at FVTPL															(35)	38
Expenses of withholding tax write-off															(43)	(50)
Share of profit from investments in joint ventures															595	442
Share of profit (loss) from investments in associates															(52)	33
Finance cost															(16)	(29)
Profit before income tax expenses															1,417	797
Income tax expenses															(154)	(93)
Non-controlling interests of the subsidiaries															(176)	(103)
Profit for the year - equity holders of the Company															1,087	601

Below is the segment assets of the Company and its subsidiaries' operating segment as at 31 December 2022 and 2021.

(Unit: Million Baht)

	As at 31 December															
	Textile segment		Plastic, rubber and metal segment		Trading segment		Energy segment		Hotel segment		Investment and others segment		Elimination of inter-segment revenues		Consolidated financial statements	
	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021
Trade and other receivables	-	2	502	564	554	671	215	229	7	7	98	106	(35)	(65)	1,341	1,514
Inventories	-	-	460	496	238	443	51	40	1	1	-	-	-	-	750	980
Other current finance assets	-	370	187	137	-	-	-	-	-	-	2,189	1,616	-	-	2,376	2,123
Investments in subsidiaries	-	-	-	-	-	-	-	-	-	-	5,570	5,847	(5,570)	(5,847)	-	-
Investments in joint ventures	-	1	112	106	-	-	-	-	-	-	1,637	1,973	-	-	1,749	2,080
Investments in associates	-	416	8	9	-	-	-	-	-	-	4,130	3,475	-	-	4,138	3,900
Other non-current finance assets	-	-	-	-	-	-	-	-	-	-	3,462	3,155	-	-	3,462	3,155
Investment properties	-	41	-	-	-	-	-	-	-	-	2,428	2,423	-	-	2,428	2,464
Property, plant and equipment	-	73	1,031	1,150	35	25	1,633	1,818	2,382	2,497	428	409	-	-	5,509	5,972
Unallocated assets	-	69	678	410	802	398	262	468	770	568	2,886	3,269	(891)	(892)	4,507	4,290
Total assets	-	972	2,978	2,872	1,629	1,537	2,161	2,555	3,160	3,073	22,828	22,273	(6,496)	(6,804)	26,260	26,478

Transfer prices between business segments are set out in Note 7 to the financial statements.

Geographic information

Revenue from external customers is based on locations of the customers.

(Unit: Million Baht)

	For the years ended 31 December	
	2022	2021
Revenue from external customers		
Thailand	4,409	3,691
Asia	4,581	4,298
Europe	51	117
America	261	245
Others	10	6
Total	9,312	8,357

Major customer

For the year 2022, a subsidiary has revenue from one major customer in amount of Baht 2,173 million, arising from sales by the plastic, rubber and metal segment (2021: Baht 1,972 million derived from one major customer, arising from sales by the plastic, rubber and metal segment).

32. Provident fund

The Company and its employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. The Company contributes to the fund monthly at the rate of 3 percent of basic salary while the employees contribute to the fund monthly at the rate of 3 - 15 percent of basic salary. The fund, which is managed by BBL Asset Management Company Limited, will be paid to employee upon termination in accordance with the fund rules. The contributions for the year 2022 amounting to Baht 1 million (2021: Baht 1 million).

33. Dividends

Dividends	Approved by	Total dividends	Dividend per share
		(Million Baht)	(Baht)
Final dividends for 2020	Annual General Meeting of the shareholders on 22 April 2021	450	1.50
Total for 2021		450	1.50
Final dividends for 2021	Annual General Meeting of the shareholders on 21 April 2022	450	1.50
Total for 2022		450	1.50

34. Commitments and contingent liabilities

34.1 Capital commitments

As at 31 December 2022, the subsidiaries had capital commitments of Baht 25 million (2021: Baht 55 million) relating to the purchases of machinery, buildings and equipment.

34.2 Operating lease commitments

As at 31 December 2022, the subsidiaries have entered into several lease agreements in respect of the lease of vehicles, equipment and other services. The terms of the agreements are generally between 1 and 4 years. Future minimum lease payments required under these non-cancellable operating leases contracts and services agreements which have not recorded under lease liabilities were Baht 13 million (2021: Baht 13 million).

34.3 Long-term service agreements

The Royal Hotel Co., Ltd. (subsidiary) entered into a management agreement with a non-related company in respect of managing its hotel business, The Hilton Hua Hin Resort and Spa Hotel. The subsidiary has to pay the related management fee at the rate stated in the agreement.

34.4 Commitment to purchase raw materials

As at 31 December 2022, a subsidiary had commitments to purchase raw materials with overseas companies amounting to 93 Metric tons (2021: 152 Metric tons) with reference to contract prices. Deliveries of raw materials will occur during March 2023.

34.5 Guarantees

As at 31 December 2022, there were outstanding bank guarantees amounting to Baht 171 million (2021: Baht 177 million) issued by banks on behalf of the Company and its subsidiaries and the Company only amounting to Baht 1 million (2021: Baht 1 million) in respect of certain performance bonds as required in the normal course of business. These included letters of guarantee amounting to Baht 156 million (2021: Baht 160 million) to guarantee contractual performance, Baht 11 million (2021: Baht 13 million) to guarantee electricity use and Baht 4 million (2021: Baht 4 million) to guarantee others.

34.6 Litigation

During the year 2021, the subsidiary was sued in the Civil Court as a co-defendant with another company for a breach of a maintenance service agreement by the hiring party. The subsidiary was the first defendant while an individual from another company, which was the subsidiary's subcontractor, was the second defendant. The plaintiff sought compensation of approximately Baht 25.7 million, comprising damages of Baht 24.0 million and interest thereon at a rate of 7.5% per annum.

The subsidiary has submitted an answer to the indictment to the Court of First Instance. On 20 February 2023, the Court of First Instance dismissed the case, as per Red case No. Phor 204/2566, because the supporting evidence was insufficient to prove any violation committed by the first defendant (the subsidiary) and the second defendant against the plaintiff.

35. Fair value hierarchy

As at 31 December 2022 and 2021, the Company and its subsidiaries had the assets that were measured at fair value using different levels of inputs as follows:

(Unit: Million Baht)

	Consolidated financial statement			
	As at 31 December 2022			
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Financial assets measured at FVTPL				
Overseas listed equity investments	1,196	-	-	1,196
Open-end Fund	24	-	-	24
Financial assets measured at FVOCI				
Equity investments	2,520	-	918	3,438
Derivatives				
Foreign currency forward contracts	-	19	-	19
Assets for which fair value are disclosed				
Investment properties	-	5,977	2,580	8,557

(Unit: Million Baht)

	Consolidated financial statement			
	As at 31 December 2021			
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Financial assets measured at FVTPL				
Overseas listed equity investments	1,215	-	-	1,215
Open-end Fund	23	-	-	23
Financial assets measured at FVOCI				
Equity investments	2,211	-	921	3,132
Liabilities measured at fair value				
Derivatives				
Foreign currency forward contracts	-	8	-	8
Assets for which fair value are disclosed				
Investment properties	-	6,060	2,483	8,543

(Unit: Million Baht)

	Separate financial statement			
	As at 31 December 2022			
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Financial assets measured at FVTPL				
Open-end Fund	24	-	-	24
Financial assets measured at FVOCI				
Equity investments	1,140	-	917	2,057
Derivatives				
Foreign currency forward contracts	-	3	-	3
Assets for which fair value are disclosed				
Investment properties	-	4,525	322	4,847

(Unit: Million Baht)

	Separate financial statement			
	As at 31 December 2021			
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Financial assets measured at FVTPL				
Open-end Fund	23	-	-	23
Financial assets measured at FVOCI				
Equity investments	1,045	-	921	1,966
Liabilities measured at fair value				
Derivatives				
Foreign currency forward contracts	-	1	-	1
Assets for which fair value are disclosed				
Investment properties	-	4,608	322	4,930

36. Financial instruments

36.1 Derivatives

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Derivative assets				
Derivative assets not designated as hedging instruments				
Foreign exchange forward contracts	19,091	-	3,279	-
Total derivative assets	19,091	-	3,279	-
Derivative liabilities				
Derivatives liabilities not designated as hedging instruments				
Foreign exchange forward contracts	-	8,120	-	1,183
Total derivative liabilities	-	8,120	-	1,183

Derivatives not designated as hedging instruments

The Company and its subsidiaries use foreign exchange forward contracts to manage some of its transaction exposures. The contracts are entered into for periods consistent with foreign currency exposure of the underlying transactions, generally within one year.

36.2 Financial risk management objectives and policies

The Company and its subsidiaries' financial instruments principally comprise cash and cash equivalents, trade and other receivables, short-term loans to related parties, other current financial assets, restricted investments, short-term loans from financial institutions and related party, trade and other payables, deposits from related parties, lease liabilities and long-term loans. The financial risks associated with these financial instruments and how they are managed is described below.

Credit risk

The Company and its subsidiaries are exposed to credit risk primarily with respect to trade accounts receivable, loans, deposits with banks and financial institutions and other financial instruments. The maximum exposure to credit risk is limited to the carrying amounts as stated in the statement of financial position. Except for derivatives, the Company and its subsidiaries' maximum exposure relating to derivatives is noted in the liquidity risk topic.

Trade receivables

The Company and its subsidiaries manage the risk by adopting appropriate credit control policies and procedures and therefore does not expect to incur material financial losses. In addition, the Company and its subsidiaries does not have high concentrations of credit risk.

An impairment analysis is performed at each reporting date to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar credit risks. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

Financial instruments and cash deposits

The credit risk on debt instruments and derivatives is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

Market risk

There are 2 types of market risk comprising currency risk and interest rate risk.

Foreign currency risk

The Company and its subsidiaries' exposure to the foreign currency risk relates primarily to its trading transactions and borrowings that are denominated in foreign currencies. The Company and its subsidiaries seek to reduce this risk by entering into foreign exchange forward contracts when it considers appropriate. Generally, the forward contracts mature within one year.

As at 31 December 2022 and 2021, the balances of financial assets and liabilities denominated in foreign currencies are summarised below.

Foreign currency	Financial assets		Financial liabilities		Average exchange rate	
	2022	2021	2022	2021	2022	2021
	(Million)	(Million)	(Million)	(Million)	(Baht per 1 foreign currency unit)	
US dollar	14	40	3	22	34.5624	33.4199
Japanese yen	4	4	2	-	0.2609	0.2906
Hong Kong dollar	6	5	123	-	4.4340	4.2449
Renminbi	8	8	-	-	4.8953	5.1828

Interest rate risk

The Company and its subsidiaries' exposure to interest rate risk relates primarily to their loans to related parties, short-term borrowings, deposits from related parties, lease liabilities and long-term borrowings. Most of the Company and its subsidiaries' financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate.

As at 31 December 2022 and 2021, significant financial assets and liabilities classified by type of interest rate are summarised in the table below, with those financial assets and liabilities that carry fixed interest rates further classified based on the maturity date, or the repricing date if this occurs before the maturity date.

(Unit: Million Baht)

	Consolidated financial statements				
	As at 31 December 2022				
	Fixed interest rates				
	Within 1 year	1-5 years	Floating interest rate	Non-interest bearing	Total
Financial assets					
Cash and cash equivalents	629	-	2,685	2	3,316
Trade and other receivables	-	-	-	1,341	1,341
Other current financial assets	1,161	-	-	1,215	2,376
Restricted investments	7	19	-	-	26
	1,797	19	2,685	2,558	7,059
Financial liabilities					
Short-term loans from financial institutions	-	-	144	-	144
Short-term loan from related party	-	-	10	-	10
Trade and other payables	-	-	-	1,169	1,169
Long-term loans	7	18	-	-	25
Lease liabilities	65	87	-	-	152
	72	105	154	1,169	1,500

(Unit: Million Baht)

	Consolidated financial statements				
	As at 31 December 2021				
	Fixed interest rates				
	Within 1 year	1-5 years	Floating interest rate	Non-interest bearing	Total
Financial assets					
Cash and cash equivalents	609	-	2,477	1	3,087
Trade and other receivables	-	-	-	1,515	1,515
Other current financial assets	908	-	-	1,215	2,123
Restricted investments	7	21	-	-	28
	1,524	21	2,477	2,731	6,753
Financial liabilities					
Short-term loans from financial institutions	-	-	291	-	291
Short-term loan from related party	-	-	10	-	10
Trade and other payables	-	-	-	1,284	1,284
Long-term loans	28	4	157	-	189
Lease liabilities	66	110	-	-	176
Other current financial liabilities	-	-	-	8	8
	94	114	458	1,292	1,958

(Unit: Million Baht)

	Separate financial statements			
	As at 31 December 2022			
	Fixed interest rate 1 - 5 years	Floating interest rate	Non-interest bearing	Total
Financial assets				
Cash and cash equivalents	-	115	-	115
Trade and other receivables	-	-	83	83
Short-term loans to related parties	-	688	-	688
Other current financial assets	-	-	3	3
Restricted investments	1	-	-	1
	1	803	86	890
Financial liabilities				
Trade and other payables	-	-	82	82
Deposits from related parties	-	351	-	351
	-	351	82	433

(Unit: Million Baht)

	Separate financial statements			
	As at 31 December 2021			
	Fixed interest rate 1 - 5 years	Floating interest rate	Non-interest bearing	Total
Financial assets				
Cash and cash equivalents	-	657	-	657
Trade and other receivables	-	-	96	96
Short-term loans to related parties	-	677	-	677
Restricted investments	1	-	-	1
	1	1,334	96	1,431
Financial liabilities				
Short-term loans from financial institutions	-	113	-	113
Trade and other payables	-	-	51	51
Deposits from related parties	-	326	-	326
Other current financial liabilities	-	-	1	1
	-	439	52	491

Liquidity risk

The table below summarises the maturity profile of the company and its subsidiaries' non-derivative financial liabilities as at 31 December 2022 and 2021 based on contractual undiscounted cash flows:

(Unit: Thousand Baht)

	Consolidated financial statements		
	As at 31 December 2022		
	Less than 1 year	1 to 5 years	Total
Non-derivatives			
Short-term loans from financial institutions	144,473	-	144,473
Short-term loan from related party	10,000	-	10,000
Trade and other payables	1,169,001	-	1,169,001
Long-term loans	8,150	18,796	26,946
Lease liabilities	68,434	99,171	167,605
Total non-derivatives	1,400,058	117,967	1,518,025

(Unit: Thousand Baht)

	Consolidated financial statements		
	As at 31 December 2021		
	Less than 1 year	1 to 5 years	Total
Non-derivatives			
Short-term loans from financial institutions	291,492	-	291,492
Short-term loan from related party	10,000	-	10,000
Trade and other payables	1,284,446	-	1,284,446
Long-term loans	184,510	4,535	189,045
Lease liabilities	69,831	124,063	193,894
Total non-derivatives	1,840,279	128,598	1,968,877

(Unit: Thousand Baht)

	Separated financial statements		
	As at 31 December 2022		
	Less than 1 year	1 to 5 years	Total
Non-derivatives			
Trade and other payables	82,185	-	82,185
Total non-derivatives	82,185	-	82,185

(Unit: Thousand Baht)

	Separated financial statements		
	As at 31 December 2021		
	Less than 1 year	1 to 5 years	Total
Non-derivatives			
Short-term loans from financial institutions	113,000	-	113,000
Trade and other payables	50,853	-	50,853
Total non-derivatives	163,853	-	163,853

36.3 Fair values of financial instruments

Since the majority of the Company and its subsidiaries' financial instruments are short-term in nature or carrying interest at rates close to the market interest rates, their fair value is not expected to be materially different from the amounts presented in the statement of financial position.

37. Capital management

The primary objective of the Company and its subsidiaries' capital management is to ensure that it has appropriate capital structure in order to support its business and maximise shareholders value. As at 31 December 2022, the Company and its subsidiaries' debt-to-equity ratio was 0.10:1 (2021: 0.12:1) and the Company's was 0.04:1 (2021: 0.04:1).

38. Approval of financial statements

These financial statements were authorised for issue by the Company's Board of Directors on 23 February 2023.

4

Part 4
Information Authentication

Saha-Union Public Company Limited

Annual Registration Statement / Annual Report Form 56-1 One Report 2022

Information Authentication

The Company has carefully reviewed the information in this annual registration statement. The Company certifies that such information is correct, complete and not causing misunderstanding to others or lacking information that should be disclosed in material respects. Moreover, the Company certified that:

(1) The financial statements and financial information summarized in the annual registration statement have accurately and completely information regarding the financial position, performance and cash flows of the Company's and its subsidiaries.

(2) The Company has a good information disclosure system to ensure that the Company has disclosed the Company and its subsidiaries' information that is materiality with correctly and completely as well as to control and supervise the implementation of the system.

(3) The Company has set up a good internal control system and supervise to ensure compliance with the system. The Company has informed the internal control system assessment information as of December 22, 2022 to the Company's Auditor and the Audit Committee. This covers deficiencies and significant changes in the internal control system, including wrongful acts that may affect the preparation of financial reports of the Company and its subsidiaries.

In this regard, as evidence that all documents are the same set of documents that the Company has certified. The Company has assigned Ms. Ruangdao Supachorncharan has signed this document on every page as well. If any document does not have the signature of Ms. Ruangdao Supachorncharan, the Company will assume that it is not the information that the Company has certified the accuracy of the information mentioned above.

	Name	Position	Signature
1.	Miss Dalad Sapthavichaikul	Chairman	
2.	Mrs. Chantorntree Darakananda	President	

Name	Position	Signature
Attorney-in-fact		
Ms. Ruangdao Supachorncharan	CFO	

Attachment 1

Details of Directors, Executives, the highest responsibility person in the line of Accounting and Finance and person who was assigned to take direct responsibility for the Accounting Control and Company Secretary as of 31 December 2022.

1. Miss Dalad Sapthavichaikul

Age 66 years

Current position : Chairman of the Board (appointment date on December 21st, 2017)

Type of Director : Non-executive director / Authorized director as specified in the Certificates of the Company

Education

- Master's Degree in Computer Science, University of Illinois at Urbana – Champaign, U.S.A.
- Bachelor's Degree (First Class Honor) in Economics, Chulalongkorn University

Percentage of shareholding 0.0044%

Family relationship between Directors and Executives None

IOD's Training

- Ethical Leadership Program (ELP) Class 13/2018
- Audit Committee Program (ACP) Class 10/2005
- Director Certification Program (DCP) Class 9/2001
- Director Diploma Examination Class 4/2001
- Finance for Non-Finance Director (FN) Class 1/2001

Experiences		Type of Business
May 2014 – 1 November 2022	Chairman, Union Plastic Plc..	Plastic, Rubber & Metal
2018 – 1 March 2022	Chairman, Computer Union Co., Ltd.	Trading
May 2014 – 19 June 2020	Director, The Royal Hotel Co., Ltd.	Hotel
May 2015 – 20 May 2020	Chairman, Union Textile Industries Plc.	Textiles
January 2017 – December 2017	Vice Chairman, Saha-Union Plc.	Investment
2004 – 2017	Director, Computer Union Co., Ltd.	Trading
2012 – 2016	President, Saha-Union Plc.	Investment
2011 – May 2014	Director, Union Plastic Plc.	Plastic, Rubber & Metal
2012 – May 2012	Director, Union Pioneer Plc.	Plastic, Rubber & Metal
1999 – 2011	Director, Saha-Union Plc.	Investment

Current Positions

Listed Companies		Type of Business
1 January 2018 – Present	Chairman, Saha-Union Plc.	Investment
June 2012 – Present	Chairman, Union Pioneer Plc.	Plastic, Rubber & Metal

Saha-Union Group Companies		Type of Business
Present	Chairman and Director, Other Companies in Saha-Union Group	
March 2014 – Present	Chairman, Union Thai-Nichiban Co., Ltd.	Plastic, Rubber & Metal
2013 – Present	Chairman, Union Zojirushi Co., Ltd.	Plastic, Rubber & Metal
	Chairman, Union Micronclean Co., Ltd.	Textiles
	Chairman, Union Stainless Steel Products Co., Ltd.	Plastic, Rubber & Metal
2012 – Present	Chairman, Union Nifco Co., Ltd.	Plastic, Rubber & Metal

Other Companies		Type of Business
11 May 2022 – Present	Chairman Board of Executive Directors, Sukhumvit 62 Medical Ltd.	Hospital
December 2017 – Present	Vice Chairman, Navavej International Hospital Plc.	Hospital
August 2015 – Present	Director, Sukhumvit 62 Medical Limited.	Hospital
1989 – Present	Director, Processing Center Co., Ltd.	

Years of Directorship **23 years (since December 1999)**

2. Mr. Chutindhon Darakananda

Age 63 years

Current position

- Vice Chairman (appointment date on January 1st, 2013)
- Nomination and Remuneration Director (appointment date on January 1st, 2011)

Type of Director : Executive director / Authorized director as specified in the Certificates of the Company

Education

- Master's Degree in Business Administration, SASIN Graduate Institute of Business Administration of Chulalongkorn University
- Bachelor's Degree in Industrial Engineering, Stanford University, U.S.A

Percentage of shareholding 1.1426%

Family relationship between Directors and Executives

- Elder brother of the husband of Mrs. Chantorntree Darakananda
- Elder brother of Mrs. Pinijporn Darakananda Kasemsap
- Elder brother of Mr. Bovornrat Darakananda
- Elder brother of Mr. Vacharaphong Darakananda
-

IOD's Training

- Director Accreditation Program (DAP) Class 17/2004

Experiences		Type of Business
• 24 January 2019 – 23 January 2020	Managing Director, The Royal Hotel Co., Ltd.	Hotel
• March 2017 – February 2018	Vice Chairman, The Royal Hotel Co., Ltd.	Hotel
• 2002 – January 2018	Vice Chairman / Managing Director, Union Thread Industries Co., Ltd.	Investment
	Vice Chairman / Managing Director, Union Industries Corp., Ltd.	Investment
• May 2014 – February 2017	Director, The Royal Hotel Co., Ltd.	Hotel
• 1992 – February 2017	Vice Chairman, Venus Thread Co., Ltd.	Textiles
• 2007 – 2012	Vice Chairman (Investments in China), Saha-Union Plc.	Investment
• 2001 – March 2009	Director, Union Energy (China) Co., Ltd.	Investment
• 1993 – 2007	Director, Union Textile Industries Plc.	Textiles
	Director, Union Pioneer Plc.	Plastic, Rubber & Metal
• December 1990 – 2006	Director, Saha-Union Plc.	Investment

Current Positions

Listed Companies		Type of Business
• 6 May 2017 – Present	Director, Union Pioneer Plc.	Plastic, Rubber & Metal
• 2013 – Present	Vice Chairman, Saha-Union Plc.	Investment
• January 2011 -Present	Nomination and Remuneration Committee, Saha-Union Plc.	Investment

Saha-Union Group Companies		Type of Business
• Present	Chairman, Vice Chairman and Director, Other Companies in Saha-Union Group	
• 20 April 2022 – Present	Chairman, Union Textile Industries Public Co., Ltd.	Textiles
• November 2018 – Present	Chairman, Saha Union Holding Co., Ltd.	Investment
• 19 March 2018 - Present	Chairman, The Royal Hotel Co., Ltd.	Hotel
• February 2018 – Present	Chairman, Union Spinning Mills Co., Ltd.	Textiles
	Chairman / Managing Director, Union Business Management Co., Ltd.	Investment
	Chairman / Managing Director, Union Thread Industries Co., Ltd.	Investment
	Chairman / Managing Director, Union Industries Corp., Ltd.	Investment
• May 2017 – Present	Director, Union Nifco Co., Ltd.	Plastic, Rubber & Metal
• March 2017 – Present	Director, Venus Thread Co., Ltd.	Textiles
• November 2015 – Present	Director, Union Zojirushi Co., Ltd.	Plastic, Rubber & Metal
• 19 February 2013 – Present	Director, Union Textile Industries Plc.	Textiles
• 2013 – Present	Director, Union Garment Co., Ltd.	Textiles
	Director, Union Micronclean Co., Ltd.	Textile

Other Companies		Type of Business
• December 2017 - Present	Director, Navavej International Plc.	Hospital
• April 2017 – Present	Director, Sukhumvit 62 Medical Limited	Hospital
Years of Directorship	**32 years (since December 1990)**	

3. Mr. Chai Jangsirikul

Age 65 years

Current position :
- Chairman of the Audit Committee (since January 1st, 2022)
- Independent Director (since April 1st, 2021)

Type of Director : Non-executive director / Unauthorized director as specified in the Certificates of the Company

Education

- Master Degree in Business Administration (M. BA.), Faculty of Commerce and Accountancy, Thammasat University
- Bachelor Degree in Accounting (First Class Honor), Faculty of Commerce and Accountancy, Thammasat University

Percentage of shareholding None

Family relationship between Directors and Executives None

IOD's Training
- Advanced Audit Committee Program (AACP) Class 40/2021
- Director Accreditation Program (DAP) Class 87/2011

Experiences		Type of Business
• 2014 – 2018	Executive Director, Esso (Thailand) Plc. Executive Director, Exxon Mobil Limited Controller, Esso (Thailand) Plc. and Esso Affiliated Companies in Thailand	Energy
• 2011 – 2012	Director, Thai Petroleum Pipeline Co., Ltd.	Energy
• 2005 – 2007	Controller, Asia-Pacific Region, Lubes & Specialities, ExxonMobil Asia-Pacific Private Limited, Singapore	

Current Positions

Listed Companies		Type of Business
• 1 January 2022 – Present	Chairman of Audit Committee, Saha-Union Plc.	Investment
• 1 April 2021 – Present	Independent Director / Audit Committee, Saha-Union Plc.	Investment

Saha-Union Group Companies

- None -

Other Listed Companies

• 2018 – Present	Advisor, Osotspa Plc. and Affiliated Companies

Years of Directorship 1 Year 9 months (since 1 April 2021)
Years of Independent Directorship 1 Year 9 months (since 1 April 2021)

4. Mr. Anon Sirisaengtaksin

Age 70 years

Current position : Audit Director / Independent Director / Nomination and Remuneration Director (appointment date on January 1st, 2020)

Type of Director : Non-executive director / Unauthorized director as specified in the Certificates of the Company

Education

- Honorary Doctor of Public Administration, Bangkok Thonburi University
- M.B.A., Thammasat University
- B.Sc. (Geology), Chulalongkorn University

Percentage of shareholding None

Family relationship between Directors and Executives None

IOD's Training

- Director Certification Program (DCP) Class 73/2006
- Director Accreditation Program (DAP) Class 52/2006

Experiences		Type of Business
• 1 October 2020 – October 2021	Oversea Business Consultant, PTT Global Chemical Plc.	Petro-Chemical
• 18 April 2019 – October 2021	Chairman, Thai Eastern Group Holdings Co., Ltd.	
• 29 November 2012 – October 2021	Director, Emery Specialty Chemicals Sdn. Bhd. (Malaysia)	
• 6 July 2012 – October 2021	Director, Emery Oleochemicals (M) Sdn. Bhd. (Malaysia)	
• 2012 – August 2020	Chairman, PTTGC International Private Limited (Singapore)	
• March 2018 – 5 April 2019	Director and Director to the Risk Management Committee, PTT Global Chemical Plc.	Petro-Chemical
• April 2007 – 2019	Council Committee, King Mongkut's Institute of Technology Ladkrabang Council	
• 2009 – 2017	Independent Director / Chairman of the Audit Committee / Chairman of the Nomination and Remuneration Committee, Bangkok Commercial Asset Management Plc.	
• 2012 – 2013	Director and Chief Executive Officer, PTT Global Chemical Plc.	
• 2008 – 2012	President and Chief Executive Officer, PTT Exploration and Production Plc.	

Current Positions

Listed Companies		Type of Business
• January 2020 – Present	Independent Director / Audit Committee / Nomination and Remuneration Committee, Saha-Union Plc.	Investment

Saha-Union Group Companies

- None -

Other Listed Companies		Type of Business
• 26 June 2020 - Present	Chairman of Nomination Remuneration and Corporate Governance Committee / Independent Director / Committee / Member of Board Risk and Compliance Committee, CIMB Thai Bank, Plc.	Banking
• April 2016 - Present	Director / Member of the Corporate Governance and Nomination Committee, Banpu Plc.	Energy

Years of Directorship **3 years (since 1 January, 2020)**
Years of Independent Directorship **3 years (since 1 January, 2020)**

5. Mr. Prinya Sainamthip

Age 62 years

Current position : Independent Director / Audit Committee (appointment date on 23 December 2021)
Type of Director : Non-executive director / Unauthorized director as specified in the Certificates of the Company

Education

- Ph.D (Ceramics), New York State College of Ceramics, Alfred University, Alfred, N.Y., 1987
- M.Sc (Ceramic Engineering), New York State College of Ceramics, Alfred University, Alfred, N.Y., 1984
- B.Sc (2nd class Honors), Materials Science, Chulalongkorn University, 1982

Percentage of shareholding None

Family relationship between Directors and Executives None

IOD's Training

- Advanced Audit Committee Program (AACP) Class 44/2022
- Director Accreditation Program (DAP) Class 190/2022

Experiences

		Type of Business
• 9 January 2020 – 31 December 2021	Director, The Royal Hotel Co., Ltd.	Hotel
• December 2019 – December 2020	Innovation and Technology Leader Refractory and Waste Business Director, The Concrete Products and Aggregate Co., Ltd. (CPAC), SCG	Construction
• 2007 – 2019	Councilor and Chairman of Operation Excellent Management Group (OEMG), Thailand Management Association (TMA)	
• 2015 – 2018	Board of Trustees National Metal and Materials Technology Center (MTEC)	
• November 2014 – November 2018	Managing Director, The Siam Refractory Industry Co., Ltd.	Construction
• October 2010 – October 2014	Managing Director, Siam Research and Innovation Co., Ltd.	
• 2012 – 2013	Board of Trustees National Metal and Materials Technology Center (MTEC)	
• 2011 – 2013	International Advisory committees, Department of Materials Science, Faculty of Science, Kasetsart University	
• 2011 – 2013	Technical Program Committee Specialty Materials, National Science and Technology Development Agency (NSTDA)	
• December 2005 – September 2010	Managing Director, Thai Ceramic Co., Ltd. (COTTO Tile)	Construction
• December 2002 – December 2005	Production Division Manager, Thai Ceramic Co., Ltd.	Construction
• December1999 – December 2002	Design and Development Division Manager, Thai Ceramic Co., Ltd.	Construction
• October 1983 – December 1999	Senior Researcher R&D Center, Siam Cement Public Co., Ltd.	Construction
• 1988 – 1989	Research Scientist, Enichem America Inc., NJ., USA.	
• 1987 – 1988	Postdoctoral Research Fellow, New York State College of Ceramics, Alfred University, Alfred, N.Y., "Biodegradable glass" & "Lightweight container glass"	

Current Position
Listed Companies

• 1 January 2022 – Present	Independent Director / Audit Committee, Saha-Union Plc.	Investment

Saha-Union Group Companies
- None -

Other Listed Companies
- None -

Other Position

• Present	Honorary Chairman of Ceramic Industry Club of Thailand, The Federation of Thai Industries

Years of Directorship **1 year (since 1 January 2022)**
Years of Independent Directorship **1 year (since 1 January 2022)**

6. Mr. Yanyong Tangchitkul

Age 70 years

Current position :
- Independent Director (appointment date on September 2009)
- Chairman of the Nomination and Remuneration Committee (appointment date on January 1st, 2013)

Type of Director : Non-executive director / Unauthorized director as specified in the Certificates of the Company

Education

- Bachelor's Degree in Economics, Thammasat University
- Master's Degree in Business Administration (Second Class Honor), National Institute of Development Administration (NIDA)
- Management Development Program, Indiana University, U.S.A.

Percentage of shareholding (including the related person) 0.145%

Family relationship between Directors and Executives None

IOD's Training
- Director Accreditation Program (DAP) Class 79/2009

Experiences		Type of Business
• March 2009 – January 2011	Independent Director / Audit Committee, Union Pioneer Plc.	Plastic, Rubber & Metal

Current Positions

Listed Companies		Type of Business
• January 2013 – 31 December 2022	Chairman of the Nomination and Remuneration Committee, Saha-Union Plc.	Investment
• September 2009 – 31 December 2022	Independent Director, Saha-Union Plc.	Investment

Saha-Union Group Companies

- None -

Other Companies

• 1980 – Present	Managing Director, Niyom Service Co., Ltd.

Years of Directorship 13 years 4 months (since 24 September 2009)

Years of Independent Directorship 13 years 4 months (since 24 September 2009)

7. Mr. Pittawat Prerttitumrong

Age 58 years

Current position : Independent Director (appointment date on January 1st, 2020)

Type of Director : Non-executive director / Unauthorized director as specified in the Certificates of the Company

Education

- Bachelor of Engineering (Metallurgical Engineering), Chulalongkorn University
- Master of Business Administration (Finance) Chulalongkorn University

Percentage of shareholding (including the related person) 0.057%

Family relationship between Directors and Executives None

IOD's Training

- Director Accreditation Program (DAP) Class 169/2020

Experiences		Type of Business
• 1998	Finance and Investment Assistant Manager, Central Retail Corporation Co., Ltd.	
• 1995 – 1997	Finance and Investment Assistant Manager, Central Department Store Co., Ltd.	
• 1994 – 1995	Business Development Manager, Ladawan Palace Co., Ltd.	
• 1991 – 1993	Project Analyst, Estate Development Co., Ltd.	
• 1990 – 1991	Executive Trainee, Bank of Asia	
• 1987 – 1988	Engineer, SiamKubota Diesel Co., Ltd.	

Current Positions

Listed Companies		Type of Business
• January 2020 – Present	Independent Director, Saha-Union Plc.	Investment
Saha-Union Group Companies		
• November 2020 – Present	Director, Union Button Corporation Co., Ltd.	Textiles
Other Companies		
• 1997 – Present	Owner, Chongsawad Part., Ltd.	

Years of Directorship 3 years (since 1 January 2020)
Years of Independent Directorship 3 years (since 1 January 2020)

8. Mrs. Chantorntree Darakananda

Age 59 years

Current position : President (appointment date on December 22nd, 2016)

Type of Director : Executive director / Authorized director as specified in the Certificates of the Company

Education

- Doctor of Medicine, Chulalongkorn University
- Executive MBA, Sasin Graduate Institute of Business Administration of Chulalongkorn University

Percentage of shareholding 0.623%

Family relationship between Directors and Executives

- Younger sister in law of Mr. Chutindhon Darakananda
- Elder sister in law of Mrs. Pinijporn Darakananda Kasemsap
- Elder sister in law of Mr. Bovornrat Darakananda
- Elder sister in law of Mr. Vacharaphong Darakananda

IOD's Training

- Director Accreditation Program (DAP) Class 5/2003

Experiences		Type of Business
• April 2015 – 14 March 2022	Director, Computer Union Co., Ltd.	Trading
• 2009 – March 2017	Deputy Managing Director, Venus Thread Co., Ltd.	Textiles
	Deputy Managing Director, Union Zip Co., Ltd.	Textiles
• 1990 – February 2017	Director, Ladphrao Hospital Plc.	Hospital
• September 2014 – 2016	Executive Vice President, Saha-Union Plc.	Investment
• 2013 – September 2014	Director, Saha-Union Plc.	Investment
• 2002 – 2014	Director, Pro-Lab Co., Ltd.	
• 2002 – 2009	Director, Union Textile Industries Plc.	Textiles
• 2002 – 2008	Deputy Managing Director, Union Thread Industries Co., Ltd.	Investment
	Director, Saha-Union Plc.	Investment
• 1994 – 2008	Deputy Managing Director, Union Industries Corp., Ltd.	Investment

Current Positions

Listed Companies		Type of Business
• January 2017 – Present	President, Saha-Union Plc.	Investment
• April 2015 – Present	Director, Union Pioneer Plc.	Plastic, Rubber & Metal
June 2014 – Present	Director, Union Plastic Plc.	Plastic, Rubber & Metal

Saha-Union Group Companies		Type of Business
• Present	Director, Other Companies in Saha-Union Group	
• March 2017 – Present	Director, Union Zip Co., Ltd.	Textiles
• March 2016 – Present	Director, Union Thai-Nichiban Co., Ltd.	Plastic, Rubber & Metal
• May 2015 – Present	Nomination and Remuneration Committee, Union Textile Industries Plc.	Textiles
• April 2015 – Present	Director, Union Zojirushi Co., Ltd.	Plastic, Rubber & Metal
	Director, Union Nifco Co., Ltd.	Plastic, Rubber & Metal
	Director, Union Rubber Products Corp., Ltd.	Plastic, Rubber & Metal
	Director, Thai Rubber Enterprise Co., Ltd.	Plastic, Rubber & Metal
	Director, Union Stainless Steel Products Co., Ltd.	Plastic, Rubber & Metal
• January 2015 – Present	Director, Union Textile Industries Public Co., Ltd.	Textiles

Other Companies		Type of Business
• December 2017 – Present	Director, Navavej International Plc.	Hospital
• August 2015 – Present	Director, Sukhumvit 62 Medical Limited	Hospital

Years of directorship 10 years (since 24 January 2013)

9. Mr. Preecha Shunhavanich

Age 65 years

Current position : Director / Vice President (appointment date on January 1st, 2015)

Type of Director : Executive director / Authorized director as specified in the Certificates of the Company

Education

- Master's Degree in Business Administration (MBA), National Institute of Development Administration (NIDA)

Percentage of shareholding 0.0033%

Family relationship between Directors and Executives None

IOD's Training

- Director Accreditation Program (DAP) Class 62/2007

Experiences

		Type of Business
• 20 May 2020 – 19 April 2022	Chairman, Union Textile Industries Plc.	Textiles
• 2020 – 2021	Director, The Federation of Thailand Industries (F.T.I.)	
• 2020 – 2021	Director, Foreign Affairs, The Federation of Thailand Industries (F.T.I.)	
• 2020 – 2021	Director, Economic and Academic Data Analytic, The Federation of Thailand Industries (F.T.I.)	
• 2020 – 2021	Director, ASEAN and Logistics, The Federation of Thailand Industries (F.T.I.)	
• 2020 – 2021	Thai-Taiwan Economic Cooperation Committee (TTECC), The Federation of Thailand Industries (F.T.I.)	
• 2019 – 2021	Thailand-China Industrial Cooperation Institute committee, The Federation of Thailand Industries (F.T.I.)	
• 2017 – 2020	Committee of Trade, Investment Promotion and Business Council,	
• February 2014 – June 2020	Managing Director of Sales and Services Business, Computer Union Co., Ltd. Federation of Thailand Industries (F.T.I.)	
• 2017 – October 2019	Director, Union Nakorn Co., Ltd.	Real Estate
• 2007 – 2008	General Manager, Union Energy (Hong Kong) Co., Ltd.	Investment
• 2004 – 2007	Director, Union Pioneer Public Co., Ltd.	Plastic, Rubber & Metal
	Director, Union Plastic Public Co., Ltd.	Plastic, Rubber & Metal
	Director, Union Zojirushi Co., Ltd.	Plastic, Rubber & Metal
	Director, Union Thai-Nichiban Co., Ltd.	Plastic, Rubber & Metal
• 2003 – 2004	General Manager, Unilever Bestfoods (Thailand) Ltd.	
• 1995 – 2003	Sales Manager, Osotsapha Co., Ltd.	
• 1989 – 1995	Deputy Managing Director, PG Intertrade Co., Ltd.	
• 1977 – 1989	Assistant Group Products Marketing Manager, Sahapathanapibul Plc.	

Current Positions

Listed Companies

		Type of Business
• January 2015 – 31 December 2022	Vice President, Saha-Union Plc.	Investment

Saha-Union Group Companies

		Type of Business
• 2013 – Present	Director, Soldev Co., Ltd.	Trading
• 2008 – Present	Director, Computer Union Co., Ltd.	Trading
• 19 April 2022 – 31 December 2022	Managing Director, Union Textile Industries Plc.	Textiles
• 20 May 2020 – 31 December 2022	Director, Union Textile Industries Plc.	Textiles
• March 2018 – 31 December 2022	Managing Director, Computer Union Systems Co., Ltd.	Trading
• April 2014 – 31 December 2022	Director, Union Stainless Steel Products Co., Ltd.	Plastic, Rubber & Metal
• 2008 - 31 December 2022	Director, Computer Union Systems Co., Ltd.	Trading

Other Companies

- None -

Other Positions

• 2020 – Present	Director, Thailand-China Business Council, The Joint Standing Committee on Commerce, Industry and Banking (JSCCIB)
• 2018 – Present	Committee, Industrial Support and Promote Department, The Federation of Thailand Industries (F.T.I.)

- 2018 – Present Director, Trade and Investment, The Federation of Thailand Industries (F.T.I.)

Years of Directorship 8 years (since 1 January 2015)

10. **Mr. Supakit Paungbua**

Age 62 years

Current position : Director (appointment date on December 21st, 2017)

Type of Director : Non-executive director / Authorized director as specified in the Certificates of the Company

Education

- Master of Business Administration (M.B.A) at National Institute of Development Administration (NIDA)
- Bachelor of Industrial in Technical Education, Technology and Vocational Education Collage (Thewet Campus)
- Bachelor of Education Program (Educational Administration) at Chandrakasem Teacher Collage

Percentage of shareholding None

Family relationship between Directors and Executives None

IOD's Training

- Director Accreditation Program (DAP) Class 148/2018

Experiences

		Type of Business
• October 2007 – December 2020	Managing Director, Union Nifco Co., Ltd.	Plastic, Rubber & Metal
• February 2007 – February 2011	Managing Director, Union Stainless Steel Products Co., Ltd.	Plastic, Rubber & Metal
• July 2007 – September 2007	Deputy Managing Director, Union Nifco Co., Ltd.	Plastic, Rubber & Metal
• December 2006 – February 2007	Deputy Managing Director, Union Stainless Steel Products Co., Ltd.	Plastic, Rubber & Metal
• 1993 – 2006	Product Department Manager, Union Zojirushi Co., Ltd.	Plastic, Rubber & Metal
• 1993	Product Division Manager, Union Zojirushi Co., Ltd.	Plastic, Rubber & Metal
• 1991 – 1993	Head of Education Promotion, The Bangkok Technology College	
• 1983 – 1991	Teacher, The Bangkok Technology School	

Current Positions

Listed Companies

		Type of Business
• January 2018 – Present	Director, Saha-Union Plc.	Investment

Saha-Union Group Companies

• 1 January 2021 – Present	Director, Union Textile Industries Plc.	Textiles
• 17 September 2020 – Present	Director, The Royal Hotel Co., Ltd.	Hotel
• 13 March 2020 – Present	Director, Union Rubber Products Corporation Co., Ltd.	Plastic, Rubber & Metal

Other Companies

- None -

Years of Directorship 5 years (since 1 January 2018)

11. Mrs. Pinijporn Darakananda Kasemsap

Age 60 years

Current position : Director (appointment date on December 2010)

Type of Director : Non-Executive director / Authorized director as specified in the Certificates of the Company

Education

- University of California, San Francisco (Doctor of Pharmacy)
- University of California, Davis (B.S. Chemistry)

Percentage of shareholding 0.0491%

Family relationship between Directors and Executives

- Younger sister of Mr. Chutindhon Darakananda
- Elder sister of Mr. Bovornrat Darakananda
- Elder sister of Mr. Vacharaphong Darakananda
- Younger sister of the husband of Mrs. Chantorntree Darakananda

IOD's Training

- Director Accreditation Program (DAP) Class 92/2011

Experiences		Type of Business
• January 2019 – March 2020	Director, The Royal Hotel Co., Ltd.	Hotel
• 2014 – December 2018	Managing Director, The Royal Hotel Co., Ltd.	Hotel
• 1996 – 2005	Managing Director, Venus Kits Co., Ltd.	Textiles
• 1991 – 1996	Deputy Manager of the Export Sales Department, Union Thread Industries Co., Ltd.	Investment
• 1984 – 1991	Deputy Manager, Geary Pharmacy (U.S.A.)	

Current Positions

Listed Companies		Type of Business
• December 2010 – Present	Director, Saha-Union Plc.	Investment

Saha-Union Group Companies		Type of Business
• Present	Director, Other Companies in Saha-Union Group	
• April 2011 – Present	Director, Saha Union Holding Co., Ltd.	Investment
	Director, Union Equity Co., Ltd.	Investment
	Director, Union Multi-Capital Co., Ltd.	Investment
• 1996 – Present	Managing Director, Uni-Agro Co., Ltd.	Investment & Agriculture
• 1995 – Present	Director, Union Thread Industries Co., Ltd.	Investment
	Director, Union Industries Corp., Ltd.	Investment

Other Companies

- None -

Years of Directorship 12 years (since 23 December 2010)

12. Mr. Bovornrat Darakananda

Age 59 years

Current position : Director (appointment date on April 1991)

Type of Director : Non-Executive director / Authorized director as specified in the Certificates of the Company

Education

- Master of Science Degrees in Management and Electrical Engineering, Massachusetts Institute of Technology, U.S.A.
- Bachelor of Science Degrees in Management and Electrical Engineering, Massachusetts Institute of Technology, U.S.A.

Percentage of shareholding None

Family relationship between Directors and Executives

- Younger brother of Mr. Chutindhon Darakananda
- Younger brother of Mrs. Pinijporn Darakananda Kasemsap
- Elder brother of Mr. Vacharaphong Darakananda
- Younger brother of the husband of Mrs. Chantorntree Darakananda

IOD's Training

- Director Accreditation Program (DAP) Class 18/2004

Experiences		Type of Business
• 2001 – March 2017	Director, Venus Thread Co., Ltd.	Textiles
	Director, Union Zip Co., Ltd.	Textiles
• 2011 – December 2012	Director, Union Textile Industries Plc.	Textiles
	Vice President, Saha-Union International (Georgia) Inc.	
	General Manager, Saha-Union Investment (China) Co., Ltd.	
• 1996 – 2009	Director and Manager, Union Energy (China) Co., Ltd.	Investment
• 1994 – December 2006	Director and Executive Director, Union Energy Co., Ltd.	Investment
• 1993 – December 2006	Director, Union Textile Industries Plc.	Textiles
	Director, Union Pioneer Plc.	Plastic, Rubber & Metal

Current Positions

Listed Companies		Type of Business
• April 1991 – Present	Director, Saha-Union Plc.	Investment

Saha-Union Group Companies		Type of Business
• Present	Director, Other Companies in Saha-Union Group	
• April 2011 – Present	Director, Saha Union Holding Co., Ltd.	Investment
• 2001 – Present	Managing Director, Union Spinning Mills Co., Ltd.	Textiles
• 1997 – Present	Director, Union Thread Industries Co., Ltd.	Investment
	Director, Union Industries Corp., Ltd.	Investment

Other Companies

- None -

Years of Directorship 31 years 9 months (since 25 April 1991)

13. Mr. Vacharaphong Darakananda

Age 57 years

Current position : Director (appointment date on February 1992)

Type of Director : Executive director / Authorized director as specified in the Certificates of the Company

Education

- Bachelor's Degree in Physics, Harvey Mudd College, California, U.S.A.

Percentage of shareholding 0.0167%

Family relationship between Directors and Executives

- Younger brother of Mr. Chutindhon Darakananda
- Younger brother of Mrs. Pinijporn Darakananda Kasemsap
- Younger brother of Mr. Bovornrat Darakananda
- Younger brother of the husband of Mrs. Chantorntree Darakananda

IOD's Training

- Chartered Director Class (CDC) 7/2013
- Role of the Compensation Committee (RCC) Class 15/2012
- Director Diploma Examination Class 19/2006
- Director Certification Program (DCP) Class 69/2006
- Director Accreditation Program (DAP) Class 2/2003

Experiences		Type of Business
• May 2014 – March 2017	Director, The Royal Hotel Co., Ltd.	Hotel
• 2007 – March 2014	Managing Director, Union Technology (2008) Plc.	
• 1990 – May 2013	Director, Computer Union Co., Ltd.	Trading
• 2007 – 2011	Director, Union Zojirushi Co., Ltd.	Plastic, Rubber & Metal
• 2007 – 2008	Director, Union Thai-Nichiban Co., Ltd.	Plastic, Rubber & Metal
• 2001 – December 2006	Director, Union Textile Industries Plc.	Textiles
• 1999 – 2000	General Manager, Saha-Union Plc. (Sriracha Operation)	Investment
	Assistant Manager, Venus Thread Company Limited	Textiles

Current Positions

Listed Companies		Type of Business
• April 2000 – Present	Director, Union Plastic Plc.	Plastic, Rubber & Metal
• April 1999 – Present	Director, Union Pioneer Plc.	Plastic, Rubber & Metal
• February 1992 – Present	Director, Saha-Union Plc.	Investment

Saha-Union Group Companies		Type of Business
• Present	Director, Other Companies in Saha-Union Group	
• September 2015 – Present	Director / Acting Managing Director, Union Stainless Steel Products Co., Ltd.	Plastic, Rubber & Metal
• 2012 – Present	Managing Director, Union Zojirushi Co., Ltd.	Plastic, Rubber & Metal
• 2009 – Present	Managing Director, Union Thai-Nichiban Co., Ltd.	Plastic, Rubber & Metal
• 2008 – Present	Director, Union Nifco Co., Ltd.	Plastic, Rubber & Metal
• 2007 – Present	Director, Thai Rubber Enterprise Co., Ltd.	Plastic, Rubber & Metal
	Director, Union Rubber Products Corp., Ltd.	Plastic, Rubber & Metal
• May 2007 – Present	Director, Union Stainless Steel Products Co., Ltd.	Plastic, Rubber & Metal

Other Companies

- None -

Years of Directorship 30 years 11 months (since 1 February 1992)

14. Mr. Nanthiya Darakananda

Age 54 years

Current position : Director (appointment date on April 1996)

Type of Director : Non-executive director / Authorized director as specified in the Certificates of the Company

Education

- Master's Degree in Business Administration, SASIN Graduate Institute of Business Administration of Chulalongkorn University
- Bachelor's Degree in Applied Physics, University of California, Davis, U.S.A.

Percentage of shareholding None

Family relationship between Directors and Executives

- Cousin of Mr. Chutindhon Darakananda
- Cousin of Mrs. Pinijporn Darakananda Kasemsap
- Cousin of Mr. Bovornrat Darakananda
- Cousin of Mr. Vacharaphong Darakananda
- Elder brother of Mr. Nithiphan Darakananda

IOD's Training

- Director Certification Program (DCP) Class 212/2015
- Director Accreditation Program (DAP) Class 2/2003

Experiences		Type of Business
• 1996 – September 2013	Director, Union Button Corp., Ltd.	Textiles

Current Positions

Listed Companies		Type of Business
• April 1998 – Present	Director, Union Plastic Plc.	Plastic, Rubber & Metal
• April 1996 – Present	Director, Saha-Union Plc.	Plastic, Rubber & Metal
• April 1993 – Present	Director, Union Pioneer Plc.	Plastic, Rubber & Metal

Saha-Union Group Companies

- None -

Other Listed Companies

• June 2019 – Present	Director, Winnergy Medical Plc.

Years of Directorship 26 years 9 months (since 1 April 1996)

15. Mr. Nithiphan Darakananda

Age 50 years

Current position : Director (appointment date on January 1st, 2021)
Type of Director : Non-executive director / Authorized director as specified in the Certificates of the Company

Education

- Master's Degree in Business Administration, SASIN Graduate Institute of Business Administration of Chulalongkorn University
- Master of Engineering, Chemical Engineering, CORNELL UNIVERSITY, Ithaca, NY, USA
- Bachelor of Science, Chemical Engineering, Minor Chemistry UNIVERSITY OF CALIFORNIA, BERKELEY, CA, USA

Percentage of shareholding 1.0103%

Family relationship between Directors and Executives

- Cousin of Mr. Chutindhon Darakananda
- Cousin of Mrs. Pinijporn Darakananda Kasemsap
- Cousin of Mr. Bovornrat Darakananda
- Cousin of Mr. Vacharaphong Darakananda
- Younger brother of Mr. Nanthiya Darakananda

IOD's Training

- Director Accreditation Program (DAP) Class 179/2021
- Director Certification Program (DCP) Class 302/2021

Experiences		Type of Business
• 2015 – June 2016	Director, Union Button Corporation Limited	Textiles
• 2011 – September 2013	Director, Sonite Innovative Surfaces Company Limited	
• 2000 – September 2013	Director, N Cubed Company Limited	
• 1999 – September 2013	Director, Union Button Corporation Limited	Textiles

Current Positions

Listed Companies		Type of Business
• January 2021 – Present	Director, Saha-Union Plc.	Investment

Saha-Union Group Companies		Type of Business
• April 2017 –Present	Director, Union Button Corporation Limited	Textiles

Other Companies

• 2020 - Present	Director, N Cubed Company Limited Director, Sonite Innovative Surfaces Company Limited

Years of Directorship 2 year (since 1 January 2021)

Attachment 1

Information of

- the person who was assigned to the highest responsibility in the line of Accounting and Finance (a) and

- the person who was assigned to take direct responsibility for the Accounting Control (b),

by (a) and (b) was the same person

Name **Miss Ruangdao Supachorncharan**

Position **Chief Financial Officer**

Appointment Date for Chief Financial Officer (CFO) 1 July 2020

Appointment Date for taking direct responsibility for the Accounting Control 18 November 2020

Age 42 years

Education

- Master Degree in Strategic Management, College of Management, Mahidol University (Graduated in 2009)
- Bachelor of Accountancy, Thammasat University (Graduated in 2002), Major in Accounting and Minor in Finance

Training

- Accounting Standards and Others Training 40 hours per year for Continuing Profession Development and CPD according to the criteria of the Federation of Accounting Professions
- Prepare for changes in Financial Reporting Standards related to Financial Instruments by the Stock Exchange of Thailand (June 2018)
- Financial Reporting Standards related to Revenue from Contracts with Customers (TFRS 15) and Financial Reporting Standards related to Leases (TFRS 16) by the Stock Exchange of Thailand (February 2019)
- E-Learning CFO's Orientation Course (August 2020)
- Smart Disclosure Program (SDP) by the Stock Exchange of Thailand

Percentage of shareholding None

Family relationship between Directors and Executives None

Experiences

- 2002 - March 2018 Audit Senior Manager, Audit Department, EY Office Ltd.
- May 2018 - June 2020 Assistant to the Chief Financial Officer, Saha-Union Plc..

Current Positions

- July 2020 - Present Chief Financial Officer, Saha-Union Plc..
- June 2020 - Present Director, The Royal Hotel Co., Ltd.

Company Secretary
Mrs. Chadaporn Jiemsakultip

Age 60 years

Position in the Company Company Secretary (appointed since January 2014)

Education

- Bachelor's Degree in Business Administration (Management), Sukhothai Thammathirat Open University
- Certificate in Business Administration (Accounting), Vocational College, Bangkok Technical Campus, (Current Named Rajamangala University of Technology Krungthep (RMUTK)), Bangkok

Training

- CGR Workshop 2019 "Enhancing Good Corporate Governance based on CGR Scorecard", Thai Institute of Directors (IOD)
- Company Secretary Program (CSP) Class 27/2008, Thai Institute of Directors (IOD)
- Effective Minute Taking (EMT) Class 11/2008, Thai Institute of Directors (IOD)
- Fundamental Practice for Corporate Secretary (FPCS 28), Thai Listed Companies Association
- Smart Disclosure Program (SDP), The Stock Exchange of Thailand
- CSR for Corporate Sustainability (Preliminary Course) (P01)
- CSR Reporting
- Sustainability Risk and Materiality Analysis (S04)
- CSR Evaluation and Data Management (S05)
- Sustainability Reporting (S06) SR Center and Sustainable Business Development Institute, The Stock Exchange of Thailand
- Customs Professional Program, The Customs Department

Experiences

- July 2008 – 2013 Assistant to the Company Secretary, Saha-Union Plc.

Current Positions

- January 2009 - Present Company Secretary, Union Textiles Industries Plc.
- January 2014 - Present Company Secretary, Saha-Union Plc.
- January 2016 - Present Company Secretary, Union Plastic Plc.
- January 2016 - Present Company Secretary, Union Pioneer Plc.

Attachment 1

Duties and Responsibilities of the Company Secretary

Company Secretary has duties required by law in Section 89/15 and Section 89/16 of the Securities Act and the Stock Exchange of Thailand (No. 4) B.E. 2551, effective on August 31, 255, with responsible caution and honesty including the compliance with the law, objectives, Company regulations, resolutions of the Board of Directors, as well as the resolutions of the shareholders' meeting. The statutory duties of the Company Secretary are as follows:

1. Prepare and keep the following documents:
   A. Registration of Directors;
   B. Notice of board meetings, board meeting minutes and the Company's annual report; and
   C. Invitation letter for the shareholders' meeting and minutes of the shareholders' meeting.
2. Keep reports of conflicts of interest reported by directors or executives and submit a copy of the report on interest under section 89/14 to the Chairman of the Committee and Chairman of the Audit Committee within 7 working days from the date the Company received the report.
3. Perform other actions as specified by the Capital Market Supervisory Board.

In addition, the Company Secretary has duties as specified by the Company (or Board of Directors) assignments as follows:

* Provide legal advice and rules related with best practices for supervising the activities of the Board of Directors in accordance with the law.
* Responsible for organizing the meetings of the Board of Directors and the shareholders.
* Liaise with departments within the Company to follow the resolutions of the Board of Directors and resolutions of the shareholders' meetings.
* Liaise with regulatory agencies such as the Stock Exchange of Thailand Commission, Office of Securities and Exchange Commission (SEC) and oversee the disclosure of information and information reports to regulatory agencies and the public to ensure that they are complete and accurate according to the law.
* Give advice to newly appointed directors.
* Perform other duties as assigned by the Company.

Attachment 2

	Directors	SUC	Subsidiaries																							
			1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24
1	Miss Dalad Sapthavichaikul	C		C	C	C	C	C	C	C					I	I	I		I			C		C	C	
2	Mr. Chutindhon Darakananda	V	C	I	I		I		I	I	I	I	I	C	C	C	C	C	C			V		I	I	
3	Mr. Chai Jangsirikul	I																								
4	Mr. Anon Sirisaengtaksin	I																								
5	Mr. Prinya Sainamthip	I																								
6	Mr. Yanyong Tangchitkul	I																								
7	Mr. Pittawat Prerttitumrong	I																								
8	Mrs. Chantorntree Darakananda	P	I	I	I	I	I	I	I	I		I	I		I	V	I	I	I	I		I		I	I	
9	Mr. Preecha Shunhavanich	X	I					I			I	Y														
10	Mr. Supakit Paungbua	I	I						I					I												
11	Mrs. Pinijporn Darakananda Kasemsap	I					I			I			I		I	V	I	I	I			I		I	I	I
12	Mr. Bovornrat Darakananda	I														I			I							
13	Mr. Vacharaphong Darakananda	I			I	I	Y	Z	I	I			I		I	I	I		I	I	I	I	I		I	I
14	Mr. Nanthiya Darakananda	I			I	I																				
15	Mr. Nithiphan Darakananda	I																								

C Chairman

V Vice Chairman

P President

X Vice President

Y Managing Director

Z In charge of Managing Director

I Director

Name list of Subsidiaries

1. Union Textiles Industries Pubic Co., Ltd.
2. Union Garment Co., Ltd
3. Union Pioneer Public Co., Ltd.
4. Union Plastic Public Co., Ltd.
5. Union Zojirushi Co., Ltd.
6. Union Stainless Steel Products Co., Ltd.
7. Union Rubber Products Corp., Ltd.
8. Thai Rubber Enterprise Co., Ltd.
9. Computer Union Co., Ltd.
10. Computer Union System Co., Ltd.
11. Zhejiang Jiashan-Union Cogeneration Co., Ltd.
12. The Royal Hotel Co., Ltd.
13. Saha-Union International Ltd.
14. Saha-Union Investment (China) Co.,Ltd.
15. Union Energy (Hong Kong) Co., Ltd.
16. Shanghai Dasity Co., Ltd.
17. Saha-Union Holding Co., Ltd.
18. Venus Shoes Co., Ltd.
19. Union Printing Corp., Ltd.
20. Union Equity Co., Ltd.
21. Union Shoes Co., Ltd.
22. Union Construction Corp., Ltd.
23. Saha-Union Wealth Plus Co., Ltd.
24. Union Nakhon Co., Ltd.

Attachment 2.1

	Directors		Joint Ventures						
			1	2	3	4	5	6	7
1	Miss Dalad	Sapthavichaikul	I		C				C
2	Mr. Chutindhon	Darakananda	I		I		I	I	I
3	Mr. Chai	Jangsirikul							
4	Mr. Anon	Sirisaengtaksin							
5	Mr. Prinya	Sainamthip							
6	Mr. Yanyong	Tangchitkul							
7	Mr. Pittawat	Prerttitumrong							
8	Mrs. Chantorntree	Darakananda	I	I	I		I		I
9	Mr. Preecha	Shunhavanich				I			
10	Mr. Supakit	Paungbua						I	
11	Mrs. Pinijporn Darakananda	Kasemsap					I		
12	Mr. Bovornrat	Darakananda							
13	Mr. Vacharaphong	Darakananda			I		I		
14	Mr. Nanthiya	Darakananda							
15	Mr. Nithiphan	Darakananda							

C Chairman

Y Managing Director

I Director

Name list of Joint Ventures

1. Zhejiang Saha-Union Feilun Thread Industries Co., Ltd.
2. Union Universe Co., Ltd.
3. Union Nifco Co., Ltd.
4. Soldev Co., Ltd.
5. Shaoxing Shangyu Hangzhou-Union Cogeneration Co., Ltd.
6. Yunnan Energy Luliang-Union Cogeneration Co., Ltd.
7. Union Micronclean Co., Ltd.

	Directors	Associates																													
		1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29	30
1	Miss Dalad Sapthavichaikul	I	I	I	C						I	I	I	I	I							V						I			E
2	Mr. Chutindhon Darakananda	C	C	I		I	I			C	C/Y	C	C/Y	C/Y	C/Y		C		Y	I		I			C/Y	C	C	C/Y	C	C	I
3	Mr. Chai Jangsirikul																														
4	Mr. Anon Sirisaengtaksin																														
5	Mr. Prinya Sainamthip																														
6	Mr. Yanyong Tangchitkul																														
7	Mr. Pittawat Prerttitumrong																														
8	Mrs. Chantorntree Darakananda		I		I		I				I					I		I				I									X
9	Mr. Preecha Shunhavanich																														
10	Mr. Supakit Paungbua																														
11	Mrs. Pinijporn Darakananda Kasemsap											Y	I	I	I		I		I						I	I	Y	I		Y	
12	Mr. Bovornrat Darakananda	Y									I		I	I	I				I						I			I			
13	Mr. Vacharaphong Darakananda				Y						I		I	I	I	I	I	I	I						I	I		I			
14	Mr. Nanthiya Darakananda																														
15	Mr. Nithiphan Darakananda																														

C Chairman

E Executive Chairman

V Vice Chairman

Y Managing Director

O Deputy Managing Director

I Director

X Executive Director

Name list of Associates

1. Union Spinning Mills Co., Ltd.
2. Union Zip Co., Ltd.
3. Venus Thread Co., Ltd.
4. Union Thai-Nichiban Co., Ltd.
5. Taixing Union Zond Chemicals Co., Ltd.
6. Jiangsu Zhonglian-Union Carpet Co., Ltd.
7. Wuhan Taicang Car Internal Decoration Parts Co., Ltd.
8. Zhonglian-Union Carpet (Foshan) Co., Ltd.
9. Saha-Union International Taipei Ltd.
10. Uni-Fibre Co., Ltd.
11. Uni-Agro Co., Ltd.
12. Union Thread Industries Co., Ltd.
13. Union Industries Corp., Ltd.
14. Union Business Management Co., Ltd.
15. Union Management and Service Co., Ltd.
16. Union Asset Management Co., Ltd.
17. Union Enterprise Holdings Co., Ltd.
18. Union Capital Holdings Co., Ltd.
19. Zhuji-Union Real Estate Co., Ltd.
20. Jiangsu Zhonglian-Union Carpet (Tieling) Co., Ltd.
21. Navavej International Public Co., Ltd.
22. Tencate-Union Protective Fabrics Asia Ltd. (Under liquidation process)
23. PSV Molds Co., Ltd.
24. Union Asset Holdings Corp., Ltd. and Subsidiaries
25. Union Langsuan Residence Co., Ltd.
26. Union Pathumwan Co., Ltd.
27. Venus Corp., Ltd.
28. Union Lumpini Co., Ltd.
29. Union Wealth Management Co., Ltd.
30. Sukhumvit 62 Medical Ltd

Attachment 2.3

	Directors		Related Parties		
			1	2	3
1	Miss Dalad	Sapthavichaikul	I		I
2	Mr. Chutindhon	Darakananda	C/Y	C/Y	C/Y
3	Mr. Chai	Jangsirikul			
4	Mr. Anon	Sirisaengtaksin			
5	Mr. Prinya	Sainamthip			
6	Mr. Yanyong	Tangchitkul			
7	Mr. Pittawat	Prerttitumrong			
8	Mrs. Chantorntree	Darakananda			
9	Mr. Preecha	Shunhavanich			
10	Mr. Supakit	Paungbua			
11	Mrs. Pinijporn Darakananda	Kasemsap	I	I	I
12	Mr. Bovornrat	Darakananda	I	I	
13	Mr. Vacharaphong	Darakananda	I	I	I
14	Mr. Nanthiya	Darakananda			
15	Mr. Nithiphan	Darakananda			

C Chairman

V Vice Chairman

Y Managing Director

I Director

Name list of Related parties

1. Union Capital Co., Ltd.
2. Union Unity Holdings Co., Ltd.
3. Union Multi-Capital Co., Ltd.

Information of Internal Audit Officer

Name Mr. Khosit Thepchalerm

Position Chief Audit Executive

Age 55 years

Education Bachelor's Degree in Accounting, Dhurakij Pundit University

Training

- Assessment of the internal control system and risk management according to COSO
- Audit System Planning and Internal Audit Reporting
- Smart Disclosure Program (SDP) by Stock Exchange of Thailand
- Cooperative Auditor Course
- The Personal Data Act (PDPA) related to the Internal Auditing.

Experiences

- 2019 - 2021 Internal Audit Officer, Saha-Union Public Co., Ltd.
- 2014 – 2019 Accounting and Finance Manager, Union Plastic Public Co., Ltd.
- 2013 – 2014 Accounting and Finance Manager, Life and Living Bike Net Co., Ltd.
- 2010 – 2013 Information Technology Department Manager, Hitachi Global Storage Co., Ltd.
- 2009 – 2010 Information Technology Department Manager, Union Technology (2008) Public Co., Ltd.
- 2008 – 2009 Internal Audit Department Manager, Union Technology (2008) Public Co., Ltd.
- 2004 – 2008 Accounting and Finance Manager, Union Technology Co., Ltd
- 2000 – 2004 Accounting Department Manager, Union Technology Co., Ltd.
- 1991 – 2000 Accounting Department Manager, Saha-Union Public Co., Ltd. (Sriracha Operation)

Assets Used in Operation

Assets of The Company and its subsidiaries for the year ended 2022

Investment properties

(Unit: Thousand Baht)

	Consolidated financial statements				Separate financial statements		
	Land and land improvement awaiting development	Factory and office building for rent	Assets under construction	Total	Land and land improvement awaiting development	Factory and office building for rent	Total
As at 31 December 2022							
Cost	2,097,095	2,631,235	131,217	4,859,547	1,544,825	1,794,599	3,339,424
Less Accumulated depreciation	(84,348)	(2,167,752)	-	(2,252,100)	(73,722)	(1,648,138)	(1,721,860)
Less Allowance for impairment loss	(4,413)	(150,308)	(25,000)	(179,721)	(4,413)	(138,707)	(143,120)
Net book value	2,008,334	313,175	106,217	2,427,726	1,466,690	7,754	1,474,444

(Unit: Thousand Baht)

	Consolidated financial statements	Separate financial statements
Net book value as at 1 January 2022	2,464,657	1,481,275
Acquisition of assets	9,375	121
Disposals/write-off - net book value	(477)	(477)
Depreciation for the year	(37,974)	(6,475)
Translation adjustments	(7,855)	-
Net book value as at 31 December 2022	2,427,726	1,474,444

Property, plant and equipment

Consolidated financial statements

(Unit: Thousand Baht)

	Land	Land improvement	Buildings, building improvements and facilities	Machinery and equipment	Power plants	Others	Total
Cost							
As at 1 January 2022	1,900,349	20,609	3,482,096	5,869,235	2,536,229	1,350,498	15,159,016
Additions	-	260	10,597	100,660	93,628	95,046	300,191
Disposals/write-off	-	-	(21,299)	(864,481)	(20,466)	(14,397)	(920,643)
Transfers	-	15,748	2,903	68,234	-	(86,885)	-
Translation adjustments	-	-	(12,647)	-	(138,150)	(966)	(151,763)
As at 31 December 2022	1,900,349	36,617	3,461,650	5,173,648	2,471,241	1,343,296	14,386,801
Accumulated depreciation							
As at 1 January 2022	-	9,164	2,126,439	5,251,272	717,799	1,076,555	9,181,229
Depreciation for the year	-	1,893	151,937	207,873	176,920	91,751	630,374
Depreciation on disposals/write-off	-	-	(20,655)	(840,850)	(17,546)	(13,889)	(892,940)
Translation adjustments	-	-	7,278	-	39,099	(798)	47,175
As at 31 December 2022	-	11,057	2,250,443	4,618,295	838,074	1,153,619	8,871,488
Allowance for impairment loss							
As at 1 January 2022	-	-	-	1,072	-	5,085	6,157
As at 31 December 2022	-	-	-	1,072	-	5,085	6,157
Net book value							
As at 1 January 2022	1,900,349	11,445	1,355,657	616,891	1,818,430	268,858	5,971,630
As at 31 December 2022	1,900,349	25,560	1,211,207	554,281	1,633,167	184,592	5,509,156
Depreciation for the year							
2021 (Baht 661 million included in manufacturing cost, and the balance in selling and distribution and administrative expenses)							734,494
2022 (Baht 578 million included in manufacturing cost, and the balance in selling and distribution and administrative expenses)							630,374

Separate financial statements

(Unit: Thousand Baht)

	Land	Land improvement	Buildings and facilities	Machinery and equipment	Others	Total
Cost						
As at 1 January 2022	18,550	-	142,890	84,043	298,773	544,256
Additions	-	-	687	-	11,422	12,109
Disposals/write-off	-	-	-	-	(1,149)	(1,149)
Transfers	-	15,748	456	-	(16,204)	-
As at 31 December 2022	18,550	15,748	144,033	84,043	292,842	555,216
Accumulated depreciation						
As at 1 January 2022	-	-	139,863	83,577	278,633	502,073
Depreciation for the year	-	699	883	-	3,426	5,008
Depreciation on disposals/write-off	-	-	-	-	(1,149)	(1,149)
As at 31 December 2022	-	699	140,746	83,577	280,910	505,932
Allowance for impairment loss						
As at 1 January 2022	-	-	-	464	4,922	5,386
As at 31 December 2022	-	-	-	464	4,922	5,386
Net book value						
As at 1 January 2022	18,550	-	3,027	2	15,218	36,797
As at 31 December 2022	18,550	15,049	3,287	2	7,010	43,898
Depreciation for the year						
2021 (included in administrative expenses)						4,957
2022 (included in administrative expenses)						5,008

As at 31 December 2022, certain plant, machinery and equipment items of the Company and its subsidiaries have been fully depreciated but are still in use. The gross carrying amount before deducting accumulated depreciation of those assets amounted to approximately Baht 5,168 million (2021: Baht 4,391 million) and the Company only Baht 250 million (2021: Baht 237 million).

Assets of The Company and its subsidiaries for the year ended 2022

(1) Land and Land improvement

The Company				
Net book value (Million Baht)	Location	Size	Obligation	Objective
1,500.29	Sukhumvit Rd., Phra Khanong Tai Sub-district Phra Khanong District, Bangkok	4-1-96 unit rai	Ownership	Head Office
		2-3-38 unit rai		for rent
	Bangna-Trad Rd., Bangsamak Sub-district, Bang Pakong District, Chachoengsao	176-3-14 unit rai	Ownership	expand business and for rent
	Ban Muang Sub-district, Mueang Chonburi District, Chonburi	5-0-95 unit rai	Ownership	Office and training Building
	Bang Phra Sub district, Sriracha District, Chonburi	56-3-66 unit rai		Dormitory, Office, Plant and for rent
	Surasak Sub-district, Sriracha District, Chonburi	0-1-11 unit rai		Free space
	Nong Pirun Sub-district, Ban Bueng District, Chonburi	1,299-0-0.5 unit rai	Joint group company	Expand business and for rent
	Ban Chang Sub-district, Pla Sub-district, Ban Chang District, Rayong	51-0-14.4 unit rai	Ownership	Expand business
	Sai Noi Sub-district, Nontaburi	17-0-82 unit rai	Ownership	
	Mueang Samut Sakhon District, Samut Sakhon	39-1-1 unit rai	Ownership	
	Khao Yai Sub-district, Cha-am District, Phetchaburi	54 Sq. wah	Ownership	

its subsidiaries				
Net book value (Million Baht)	Location	Size	Obligation	Objective
2,433.95	Bangchan Industrial Estate, Soi Seri Thai 62, Minburi District, Bangkok	41-1-29 unit rai	Ownership	Office Building, Plant and Warehouse
	Bangna-Trad Rd., Bangsamak Sub-district, Bang Pakong District, Chachoengsao	108-2-26 unit rai	Ownership	Office Building, Plant and Warehouse
	Sukhumvit Rd., Bangpoo Mai Sub-district, Mueang Samut Prakan District, Samut Prakan	218-0-33 unit rai	Ownership	Office Building, Plant and Dormitory
	Na Yai Am Sub-District, Pong Nam Ron District, Chanthaburi. Khao Saming District, Trad	7,279 unit rai	Ownership	Agriculture
	Bang Phli District, Samut Prakan	56-2-0.625 unit rai	Ownership	Expand business
	Nai Mueang Sub-district, Mueang District, Nakhon Si Thammarat	3-3-27.7 unit rai	Ownership	Real estate development
	Naresdamri Rd., HuaHin Sub-district, HuaHin District, Prachuap Khiri Khan	14-2-54.6 unit rai	Ownership	Hotel

(2) Building improvements and facilities

The Company				
Net book value (Million Baht)	Location	Size	Obligation	Objective
11.04	Sukhumvit Rd., Phra Khanong Tai Sub-district Phra Khanong District, Bangkok	1 building, 9 floors 6,757.2 Sq.m	Ownership	Office Building
		1 building, 2 floors 180 Sq.m		Service Building
	Sukhumvit Rd., Bangna-Trad Rd., Bangsamak Sub-district, Bang Pakong District, Chachoengsao	9 buildings 20,564 Sq.m	Ownership	Expand business, For rent, gymnasium, canteen
	Bang Phra Sub-district, Sriracha District, Chonburi	1 building 45,475 Sq.m	Ownership	Plant and Office
	Bang Phra Sub-district, Sriracha district, Chonburi	3 buildings 11,417 Sq.m		Dormitory
	Ban Muang Sub-district, Mueang Chonburi District, Chonburi	5 buildings 3,668 Sq.m		Office Building and house for rent

its subsidiaries				
Net book value (Million Baht)	Location	Size	Obligation	Objective
1,513.34	Bangchan Industrial Estate, Soi Seri Thai 62, Minburi District, Bangkok	20 buildings 30,458.05 Sq.m	Ownership	Office Building, Plant and Warehouse
	Bangna-Trad Rd., Bangsamak Sub-district, Bang Pakong District, Chachoengsao	37 buildings 92,583 Sq.m	Ownership	Office Building, Plant and Dormitory
	Sukhumvit Rd., Bangpoo Mai Sub-district, Mueang Samut Prakan District, Samut Prakan	14 buildings 109,537 Sq.m	Ownership	Office Building, Plant and Dormitory
	Khao Saming District, Trad	4,650 Sq.m	Ownership	Office Building and Plant
	Naresdamri Rd., HuaHin Sub-district, HuaHin District, Prachuap Khiri Khan	1 building 45,645 Sq.m	Ownership	Hotel
	Nai Mueang Sub-district, Mueang District, Nakhon Si Thammarat	1 building 738.20 Sq.m	Ownership	Real estate development
	Hong Kong	631.22 Sq.m	Ownership	Office Building, Housing and for rent
	People's Republic of China	5,956.24 Sq.m		

CG Index

Page

6. Corporate Governance Policy

6.1 Overview of Corporate Governance Policy and Practice (8 Principles) 70
- **1) Board's leadership role and responsibilities** 70
- **2) Define Objectives and Goals that promote Sustainable Value Creation** 71
- **3) Strengthen Board Effectiveness** 71
  - 3.1 Structure of the Board of Directors
  - 3.2 Board Composition and Administration
  - 3.3 Selection and Nomination of Directors and Directors' remuneration
  - 3.4 Nomination of Audit Committee and Related Responsibilities
  - 3.5 Director's responsibility in allocating sufficient time to perform their duties effectively
  - 3.6 The investment in Subsidiaries and other business supervision framework
  - 3.7 Annual Performance evaluation of the Board
  - 3.8 Training and development of Board of Directors' roles and responsibilities
  - 3.9 Duties of the Board and the Company Secretary
- **4) High Ranking Executive's Nomination and Development and HR Management** 75
  - 4.1 High Ranking Executive's Nomination and Development
  - 4.2 Compensation Structure and Performance Evaluation
  - 4.3 Structure and Relationships
  - 4.4 HR Management and Development
- **5) Nurture Innovation and Responsible Business** 77
  - 5.1 Corporate Social Responsibility and Environment
  - 5.2 Driving Business for Sustainability Practices
  - 5.3 Necessity of the resources for operation
  - 5.4 Company establishes a cyber security policy and measures
- **6) Board of Directors' effectively strengthen the risk management and internal control** 77
  - 6.1 Risk Management
  - 6.2 Audit Committee
  - 6.3 Monitoring and managing potential conflicts of interest
  - 6.4 Anti-Corruption Policy and Practices
- **7) Ensure Information Disclosure and Financial Integrity** 79
  - 7.1 Financial Report and Other Important Information
  - 7.2 Sufficient Financial Liquidity and Capability
  - 7.3 Appropriate Information Disclosure
  - 7.4 Investor Relations
  - 7.5 Adopting the Information Technology in Information Disclosure
- **8) Ensure Engagement and Communication with Shareholders** 80
- ▪ **Supervision of subsidiaries, joint ventures and associated companies** 81
- ▪ **Policy and Practices regarding Shareholders and Stakeholders** 81
  - 1) Rights of Shareholders
  - 2) Equality among Shareholders
  - 3) Roles and Treatment of Stakeholders
  - 4) Use of Inside Information
  - 5) Conflicts of Interest
  - 6) Shareholders' Interest
  - 7) Anti-Corruption Policy
  - 8) Measures for those that do not comply with policies and practices

6.2 Business Ethics and Code of Conduct 88

6.3 Key Governance Policy Changes, Practices and System during the previous year 88

6.4 Other Practices according the Good Corporate Governance Principles 88

7. Corporate Governance Structure and Information about Board of Directors, Sub-Committee, Executives, Employees and other issues. 89

7.1 Corporate Governance Structure 89

7.2 Director Information 89

7.3 Information about Sub-Committees 92

7.4 Executives Information 95

Page

7.5 Employee Information **96**
7.6 Other Important Information **98**
7.6.1 Corporate Secretary, the person who is directly responsible for overseeing accounting preparation and Chief of Internal Audit
7.6.2 Investor Relations
7.6.3 Auditors and Remuneration

8. Major Development regarding Corporate Governance **100**
8.1 Summary of the Board of Directors' Duties during the previous year **100**
8.1.1 Director Selection, Development and Performance Evaluation 100
(1) Independent Directors
(2) Selection process of Director and Top Executive
(3) Director Development
(4) Self Evaluation of the Company's Board of Directors
(5) Directors Orientation
8.1.2 Attendance at meetings and payment of remuneration for individual directors 103
8.1.3 Governing Subsidiaries, Joint Ventures and Associated Company 108
8.1.4 Follow up to ensure the corporate governance policies and practices 108
(1) Preventive measures for conflicts of interest
(2) Insider Information Control
(3) Anti-Fraud and Corruption
(4) Whistle-blowing
(5) Securities Holding Positions Report
(6) Report of Conflict of Interest
(7) Consideration and evaluation of the related transaction
(8) Responding to Cyber Threats
(9) Actions to support compliance with the Personal Data Protection Act B.E. 2562
8.2 Report of the Audit Committee during the previous year **111**
8.3 Report of other Sub-Committees **111**
8.3.1 Report of Nomination and Remuneration Committee

9. Internal Control and Related Transactions **112**
9.1 Internal Control **112**
1) Control Environment
2) Risk Assessment
3) Control Activities
4) Information and Communication
5) Monitoring Activities
9.2 Related Transactions **116**

Audit Committee's Report

To Shareholders,

In year 2022, the Audit Committee is comprised of three independent directors, namely Mr. Chai Jangsirikul as a Chairman, Mr. Anon Sirisaengtaksin and Mr. Prinya Sainamthip as committee members. Four meetings were conducted and attended fully by all members of the Committee during the year as below:

	Number of Attendances
1. Mr. Chai Jangsirikul	4/4
2. Mr. Anon Sirisaengtaksin	4/4
3. Mr. Prinya Sainamthip	4/4

Participated in the meetings for review of matters as chartered were the Company's Executives, Chief Financial Officer, Internal Audit, and the external auditor. The results of the review were summarized as follows:

1. Review of Financial Reporting

The Audit Committee, the Company's Executives, Chief Financial Officer, and the external auditor reviewed the interim quarterly and the annual financial statements of the Company for the year 2022. The reviews included application of accounting policies, key practice changes during the year, integrity and reliability of the financial reports and adequacy of information disclosure, in order to assure the Company's financial reports were prepared in compliance with Thai Financial Reporting Standards, consistent with generally accepted accounting principles and the regulations concerned prior to the release and the disclosing of the financial statements for the benefits of investors and other users. Moreover, the Committee held a meeting with the external auditor, without the Company's Executives' attendance, to discuss independently the audit plan, observations, opinions, or concerns of the external auditor in accordance with the best practices prescribed by the regulators. The review covered also the discussion on the Key Audit Matters of the Group Companies, which required to be disclosed in the auditor's report.

2. Review of Corporate Governance

The Audit Committee oversaw the Company Governance Process for compliance with the Company's Code of Conduct, the Company's rules and regulations, and relevant laws and regulations. The Company Governance Practices established also created and promoted good awareness of anti-corruption measures and prevention among Executives and Employees.

3. Review of Risk Management

The Audit Committee held a meeting with the Risk Management Committee for reviewing the progress of risk management plan, exchanging comments on certain risks and emerging risks becoming more apparent so that the plan was comprehensive. The Audit Committee took no exception to the adequacy and suitability of risk management of the company.

4. Review of Internal Control and Internal Audit

The Audit Committee reviewed and concurred to the annual internal audit plan. The Committee reviewed the results of internal audit reports, reported findings, and provided suggestions for the purpose of improving the internal audit efficiency and effectiveness. Furthermore, the Committee reviewed the annual assessment on adequacy and suitability of the Company's internal control.

5. Review of Related Transactions

The Audit Committee reviewed related party transactions and transactions with possible conflicts of interests, and the adequacy of information disclosure of these transactions that they were made in compliance with the regulations set forth by the Stock Exchange of Thailand, considering the Company's benefits and meeting the complete and adequate information disclosure requirements

6. Self-assessment

The Audit Committee conducted a performance self-assessment, on an individual basis. The exercise is in accordance with the Charter of the Audit Committee and the best practice guidelines of the Stock Exchange of Thailand.

7. Nomination of External Auditor.

The Audit Committee participated in a review of the external auditor selection with a fixed remuneration. After a scrutiny on qualifications and performances, the Audit Committee took no exception for the Company to propose the nomination to the Board of Directors to present to the annual general meeting of the shareholders.

In conclusion, the Audit Committee emphasized on the importance of the internal control system, the compliance to good corporate governance practices, the efficient risk management and control process, and the conducting of business in compliance with the Code of Conduct and relevant laws and regulations.

On behalf of the Audit Committee

(Mr. Chai Jangsirikul)
Chairman of the Audit Committee
Saha-Union Public Company Limited

Attachment 7

Report of Nomination and Remuneration Committee

Dear Valued Shareholders,

Saha-Union's Nomination and Remuneration Committee consists of 3 Directors, 2 of which are independent Directors. The Chairman of the Nomination and Remuneration Committee is an independent Director who can act and express his or her opinion at will.

For more details regarding the components, scope of work and responsibilities, seeking and nomination processes for a qualified person, criteria and means, as well as Remuneration consideration approaches, shareholders are free to check in the Nomination and Remuneration Committee Manual published on the Company's website.

In 2022, the Nomination and Remuneration Committee held a total of 4 meetings, in which the whole body of the Committee was present. An operation summary of the Nomination and Remuneration Committee throughout 2022 is listed below:

1. Sought and selected qualified persons to propose to the Board of Directors for further nomination during the Annual General Meeting of Shareholders 2022 to appoint new persons for the Director positions in place of former Directors who completed their service term.

2. Considered and determined the amount and form of remuneration for the Board of Directors and other committees for 2022 to propose to the Board of Directors, who would use it to ask for approval from the body of the Annual General Meeting of Shareholders 2022.

3. Sought and selected qualified persons to propose to the Board of Directors for consideration to appoint them for the Director positions in place of former Directors who completed their service term.

4. Provided necessary orientations for newly appointed Directors to ensure an understanding over their roles, duties, and responsibilities, as well as the Company's policies, business executions, and other relevant information that facilitates their work.

5. Evaluated the operations of the Nomination and Remuneration Committee and submitted an annual assessment report to the Board of Directors. The summary result of self-evaluation of the Nomination and Remuneration Committee in 2022 scored an average of 98.04 percent.

The list of nominated persons to be considered by the Board of Directors and the Annual General Meeting of Shareholders 2022 for appointing for the Director position was made by the Nomination and Remuneration Committee, based on the criteria established by the Committee itself. A person to be nominated must possess qualifications and must not be under any prohibitions as stipulated by laws, must possess qualifications according to the regulations of Securities and Exchange Commission (SEC) and Stock Exchange of Thailand (SET), must comply with the principles of good corporate governance for registered companies concerning the Committee structures, and must be a knowledgeable, talented, and independent person who has necessary skills, expertise, and experiences in businesses that will benefit the Company's business operations.

For means and forms of renumeration, the Nomination and Remuneration Committee determined through careful and fair consideration so as to provide reasonable remuneration rates that are subject to be reviewed annually. In the process, the Committee took into consideration the remuneration of other registered companies with similar sizes and types of businesses, along with relevant factors such as job descriptions, responsibilities, scope of work, the Company's performance and financial status, as well as the overall economic situations.

In 2022, the Nomination and Remuneration Committee fulfilled the tasks and responsibilities with prudence, transparency, impartiality, and independence, for the highest benefit of the Company, shareholders, and stakeholders.

On Behalf of the Nomination and Remuneration Committee

(Mr. Yanyong Tangchitkul)

Chairman of the Nomination and Remuneration Committee

Attachment 8

Report of the Risk Management Committee

Dear Shareholders,

Saha-Union Public Company Limited is very much aware of the importance of risk management to enhance the sustainability of the organisation so that the stakeholders are assured of the achievement of the objectives as well as the reduction of possible losses. Accordingly, the Risk Management Committee is responsible for planning the relevant policy based on the risk management approach according to the specific strategies and target of the company. The Risk Management Committee is responsible for planning the risk management policy based on the specific strategies and objectives of the company, and for submitting it to the Board of Directors for approval within a specified timeframe.

The Risk Management Committee has thus achieved the required risk management duty in accordance with the specific authority and responsibility. During 2022, there was one meeting organised by the Committee to cover the important achievements as follows:

1. There shall be the required risk assessment covering all business practices and strategies of the Company: strategic risk, business risk and financial risk. Accordingly, there will be an annual review and evaluation of all risks along with the established risk management plan for each specific issue to either control or reduce in order to avoid any impact on the Company's business.

2. Provide ideas and suggestions, including the risk management measure, to ensure that the Company's risk management covers important factors while responding to the changing environment and controlling the risk at an acceptable level. The risk management report was reviewed annually for possible further development.

3. The Risk Management Committee has submitted the report to the Audit Committee for acknowledgement and necessary review prior to submission to the Board of Directors each year.

According to the above-mentioned practices, the Company's risk management is therefore one of the important factors leading to the goal and target set. Meanwhile, it has also added increasing value for both shareholders and stakeholders for a certain longer stability.

On behalf of the Risk Management Committee

C. Darakananda

(Mrs. Chantorntree Darakananda)
Chairman of the Risk Committee

Attachment 9

IOD's Accreditation and Certification Training Program of the Board of Directors

About the Responsibility and Skills of being the Director

No.	Name	Surname	Thai Institute of Directors Certification Programs (Thailand Institute of Directors : IOD)								
			Director Accreditation Program (DAP)	Director Certification Program (DCP)	Audit Committee Program (ACP)	Role of the Compensation Committee (RCC)	Chartered Director Class (CDC)	Director Diploma Examination	Finance for Non-Finance Director (FN)	Advanced Audit Committee Program (AACP)	Ethical Leadership Program (ELP)
1	Miss Dalad	Sapthavichaikul	-	9/2001	10/2005	-	-	4/2001	1/2001	-	13/2018
2	Mr. Chutindhon	Darakananda	17/2004	-	-	-	-	-	-	-	-
3	Mr. Chai	Jangsirikul	87/2011	-	-	-	-	-	-	40/2021	-
4	Mr. Anon	Sirisaengtaksin	52/2008	73/2006	-	-	-	-	-	-	-
5	Mr. Prinya	Sainamthip	190/2022	-	-	-	-	-	-	44/2022	-
6	Mr. Yanyong	Tangchitkul	79/2009	-	-	-	-	-	-	-	-
7	Mrs. Chantorntree	Darakananda	5/2003	-	-	-	-	-	-	-	-
8	Mr. Preecha	Shunhavanich	62/2007	-	-	-	-	-	-	-	-
9	Mr. Supakit	Paungbua	148/2018	-	-	-	-	-	-	-	-
10	Mrs. Pinijporn Darakananda Kasemsap		92/2011	-	-	-	-	-	-	-	-
11	Mr. Bovornrat	Darakananda	18/2004	-	-	-	-	-	-	-	-
12	Mr. Vacharaphong	Darakananda	2/2003	69/2006	-	15/2012	7/2013	19/2006	-	-	-
13	Mr. Pittawat	Prerttitumrong	169/2020	-	-	-	-	-	-	-	-
14	Mr. Nanthiya	Darakananda	2/2003	212/2015	-	-	-	-	-	-	-
15	Mr. Nithiphan	Darakananda	179/2021	302/2021	-	-	-	-	-	-	-

Remark: In 2022 there was 1 director attended the trainging program

No. 5 attended DAP Online Class 190/2022 and AACP Online Class 44/2022

Direct Investment of Saha-Union (in Group Companies) as at 31 December 2022

Attachment 10.1

Section	Company's Name	Registered Capital (Baht)	Paid-up Capital (Baht)	Paid-up per share (Baht)	Investment %	Investment per share (Baht)	SUC Investment at cost (Baht)	Book Value per share (Baht)	Market Value per share (Baht)	Investment Market Value (Baht)	Registration Date	Nature of Business
	Saha-Union Public Company Limited	**3,000,000,000**	**3,000,000,000**	**10.00**				**54.73**	**29.25**		**10 Aug. 1972**	**Investment, distribution of raw materials and products manufactured by group companies**
Textile Business	Zhejiang Saha-Union Feilun Thread Industries Co., Ltd.	USD 30,300,000	USD 30,300,000		39.590	37.71	452,337,284.26	14.36	14.36	172,259,257.20	20 Jun. 2003	Contract manufacture and distribution of textile products
	Union Micronclean Co., Ltd.	5,000,000	5,000,000	10.00	38.000	43.52	8,268,999.37	131.91	131.91	25,062,900.00	24 Jan. 1996	Manufacture and distribution of anti-electrostatic and dust clothing
	Union Spinning Mills Co., Ltd.	200,000,000	200,000,000	100.00	25.000	93.13	46,563,324.78	97.05	97.05	48,525,000.00	4 Jun. 1971	Manufacture and distribution of thread
Plastic, Rubber and Metal Business	Union Pioneer Public Company Limited	75,000,000	75,000,000	10.00	48.958	14.46	53,084,046.25	48.41	60.50	222,145,110.00	8 Oct. 1973	Manufacture and distribution of elastic products
	Union Plastic Public Company Limited	250,000,000	250,000,000	10.00	49.521	19.02	235,432,531.30	21.26	21.40	264,934,782.00	3 Jan. 1969	Contract manufacture of plastic products, manufacture and repair of molds
	Union Zojirushi Co., Ltd.	600,000,000	600,000,000	100.00	51.000	100.22	306,658,338.14	203.98	203.98	624,177,984.08	18 Aug. 1986	Manufacture and distribution of vacuum stainless bottles
	Union Stainless Steel Products Co., Ltd.	40,000,000	40,000,000	100.00	98.000	133.70	52,411,447.56	151.59	151.59	59,422,976.82	16 Dec. 1988	Manufacture and distribution of stainless steel kitchenware
	Union Rubber Products Corp., Ltd.	20,000,000	20,000,000	100.00	99.998	80.56	16,110,954.50	109.64	109.64	21,927,451.80	24 Mar. 1971	Manufacture and distribution of rubber products
	Thai Rubber Enterprise Co., Ltd.	32,000,000	32,000,000	100.00	50.849	106.36	17,307,345.10	380.53	380.53	61,919,080.54	9 Jul. 1970	Rubber estates
	Union Nifco Co., Ltd.	100,000,000	100,000,000	100.00	30.002	105.18	31,556,005.62	546.13	546.13	163,852,107.12	3 Nov. 1988	Manufacture and distribution of plastic parts and molds
	Union Thai-Nichiban Co., Ltd.	15,000,000	15,000,000	100.00	40.402	325.71	19,738,921.63	2,870.50	2,870.50	173,960,911.50	21 Jun. 1973	Manufacture of adhesive paper, corrugated adhesive paper, clear tape and OPP tape
Trading Business	Computer Union Co., Ltd.	200,000,000	200,000,000	100.00	99.213	102.43	203,239,832.35	84.01	84.01	166,697,094.53	18 Nov. 1982	Computer and accessories dealer
Energy Business	Zhejiang Jiashan-Union Cogeneration Co., Ltd.	USD 36,900,000	USD 36,900,000		56.929	34.58	726,355,952.94	44.03	44.03	924,937,241.34	15 Aug. 1994	Power generation
	Shaoxing Shangyu Hangzhou-Union Cogeneration Co., Ltd.	RMB 300,000,000	RMB 300,000,000		25.000	4.99	374,415,749.43	9.58	9.58	718,500,000.00	19 Nov. 2002	Power generation
	Yunnan Energy Luliang-Union Cogeneration Co., Ltd.	USD 24,658,660	USD 24,658,660		40.000	42.30	417,270,553.54	5.03	5.03	49,613,223.92	6 Jul. 1994	Power generation
Hotel Business	The Royal Hotel Co., Ltd.	3,200,000,000	3,100,000,000	10 , 5	96.000	9.69	2,976,000,000.00	8.24	8.24	2,531,328,000.00	2 May 2014	Hotel
Hospital Business	Sukhumvit 62 Medical Ltd.	1,545,000,000	1,545,000,000	100.00	25.890	100.00	400,000,000.00	88.71	88.71	354,840,000.00	6 Mar. 2014	Hospital
	Navavej International Public Company Limited	2,200,000,000	2,150,000,000	10.00	22.326	10.00	480,000,000.00	5.16	5.16	247,680,000.00	8 Jul. 2015	Hospital
Investment And Other Business	Saha-Union International Ltd.	HKD 404,500,000	HKD 404,500,000	100.00	99.988	4.72	1,907,800,576.88	5.26	5.26	2,127,407,000.00	18 Aug. 1972	Investment
	Saha-Union Investment (China) Co., Ltd.	USD 45,000,000	USD 45,000,000		100.000	34.95	1,572,809,060.01	58.18	58.18	2,618,100,000.00	19 Jan. 1995	Investment
	Taixing Union Zond Chemicals Co.,Ltd.	USD 27,930,000	USD 27,930,000		23.845	32.88	218,957,706.00	24.38	24.38	162,370,800.00	29 Aug. 2007	Manufacture of Phthalic anhydride and associated products
	Jiangsu Zhonglian-Union Carpet Co.,Ltd.	RMB 79,394,073.79	RMB 79,394,073.79		25.000	4.86	249,239,518.07	10.04	10.04	199,279,120.72	21 May 2007	Manufacture of automobile carpet
	Saha-Union International Taipei Ltd.	TWD 5,000,000	TWD 5,000,000	25.00	10.000	0.77	385,917.66	2.39	2.39	1,195,000.00	8 Nov. 1984	Investment
	Union Textile Industries Public Company Limited	600,000,000	600,000,000	10.00	73.678	19.80	875,110,948.81	18.25	38.35	1,695,341,671.40	21 Mar. 1977	Investment
	Saha-Union Holding Co., Ltd.	1,600,000,000	1,300,000,000	100 , 25	99.540	81.25	1,294,019,006.88	66.16	66.16	1,053,690,359.36	14 Nov. 1989	Investment
	Venus Shoes Co., Ltd.	72,000,000	72,000,000	100.00	76.000	80.42	44,006,626.43	108.50	108.50	59,371,525.50	29 Sep. 1988	Dormitory rental and services
	Union Printing Corp., Ltd.	30,000,000	30,000,000	10.00	94.735	10.37	29,465,812.50	7.74	7.74	21,997,467.00	10 Jul. 1970	Rental services
	Union Equity Co., Ltd.	160,000,000	160,000,000	10.00	99.794	10.01	159,770,484.00	20.99	20.99	335,148,190.59	31 May 1989	Investment
	Union Shoes Co., Ltd.	24,000,000	24,000,000	24.00	61.910	35.68	22,087,110.54	49.40	49.40	30,583,540.00	5 Aug. 1986	Rental services
	Union Construction Corp., Ltd.	600,000,000	600,000,000	100.00	62.487	100.14	375,457,200.00	94.38	94.38	353,852,327.40	7 Sep. 1973	Real estate development
	Saha-Union Wealth Plus Co., Ltd.	500,000,000	125,000,000	25.00	99.999	25.00	124,999,875.00	30.61	30.61	153,049,846.95	16 May 2013	Investment
	Union Nakhon Co., Ltd.	350,000,000	210,000,000	60.00	75.000	60.00	157,499,880.00	48.78	48.78	128,047,402.44	22 Aug. 2013	Real estate development
	Uni-Fibre Co., Ltd.	120,000,000	120,000,000	100.00	26.867	173.81	56,037,633.16	1,022.95	1,022.95	329,800,102.95	5 Nov. 1980	Investment
	Uni-Agro Co., Ltd.	65,000,000	65,000,000	100.00	30.000	104.95	20,464,690.80	107.61	107.61	20,983,950.00	22 Aug. 1972	Investment and agriculture
	Union Thread Industries Co., Ltd.	200,000,000	200,000,000	10.00	24.898	10.41	51,861,469.06	140.77	140.77	700,976,884.30	2 Nov. 1973	Investment
	Union Industries Corp., Ltd.	150,000,000	150,000,000	100.00	24.900	116.01	43,328,196.18	1,370.15	1,370.15	511,751,025.00	23 May 1961	Investment and real estate rental
	Union Garment Co., Ltd.	7,000,000	7,000,000	14.00	99.987	54.71	27,350,421.52	12.20	12.20	6,099,219.20	26 Apr. 1974	Investment
	Union Universe Co., Ltd.	1,875,000	1,875,000	25.00	49.865	25.31	946,455.06	63.60	63.60	2,378,576.40	7 Mar. 1968	Distributor of Grand Slam shirts (Liquidation)

Group Companies	14,048,349,875.33	Group Companies	17,343,207,130.06
Other Companies	1,659,648,996.87	Other Companies	2,080,797,109.70
Total	15,707,998,872.20	Total	19,424,004,239.76

Attachment 10.2

Revenues Structure of the Company and its subsidiaries

Comparative from 2020-2022

(Unit : Million Baht)

Section	Consolidated financial statements																	
	Export						Local						Total					
	2022	%	2021	%	2020	%	2022	%	2021	%	2020	%	2022	%	2021	%	2020	%
Textile Business	-	-	111	1.18	386	3.87	43	0.41	116	1.23	136	1.36	43	0.41	227	2.41	522	5.23
Plastic, Rubber and Metal Business	3,004	28.52	2,681	28.50	2,755	27.61	1,618	15.36	1,420	15.09	1,320	13.23	4,622	43.89	4,101	43.59	4,075	40.84
Trading Business	27	0.26	21	0.22	30	0.30	2,735	25.97	2,379	25.29	3,014	30.20	2,762	26.21	2,400	25.51	3,044	30.50
Energy Business	1,867	17.73	1,850	19.66	1,211	12.14	-	-	-	-	-	-	1,867	17.73	1,850	19.66	1,211	12.14
Hotel Business	-	-	-	-	-	-	364	3.46	142	1.51	227	2.27	364	3.46	142	1.51	227	2.27
Investment and Others Business	5	0.05	3	0.03	3	0.03	41	0.39	35	0.37	36	0.36	46	0.44	38	0.40	39	0.39
Total	**4,903**	**46.55**	**4,666**	**49.60**	**4,385**	**43.94**	**4,801**	**45.58**	**4,092**	**43.49**	**4,733**	**47.43**	**9,704**	**92.14**	**8,758**	**93.09**	**9,118**	**91.37**
(Less) Related transaction	-	-	-	-	-	-	(392)	(3.72)	(401)	(4.26)	(390)	(3.91)	(392)	(3.72)	(401)	(4.26)	(390)	(3.91)
Sales and service income - net	**4,903**	**46.55**	**4,666**	**49.60**	**4,385**	**43.94**	**4,409**	**41.86**	**3,691**	**39.23**	**4,343**	**43.52**	**9,312**	**88.42**	**8,357**	**88.83**	**8,728**	**87.46**
Dividend Income													245	2.33	271	2.88	376	3.77
Rental Income													47	0.45	45	0.48	36	0.36
Finance income													29	0.27	17	0.18	29	0.29
Other income													356	3.38	242	2.57	199	1.99
Share of profit from investments in joint ventures and associates													543	5.15	476	5.06	611	6.12
Total revenues													**10,532**	**100.00**	**9,408**	**100.00**	**9,979**	**100.00**

Section	Name	Investment proportion Direct Investment %	Related party Investment %	Direct & Indirect Investment %
Textile Business	Zhejiang Saha-Union Feilun Thread Industries Co., Ltd.	39.59	-	57.57
	Union Micronclean Co., Ltd.	38.00	-	51.00
	Union Spinning Mills Co., Ltd.	25.00	0.004	51.99
	Union Zip Co., Ltd.	-	0.01	24.85
	Venus Thread Co., Ltd.	-	-	24.90
Plastic, Rubber and Metal Business	Union Pioneer Public Company Limited	48.96	12.60	52.73
	Union Plastic Public Company Limited	49.52	1.55	49.69
	Union Zojirushi Co., Ltd.	51.00	-	51.00
	Union Stainless Steel Products Co., Ltd.	98.00	-	98.00
	Union Rubber Products Corp., Ltd.	99.99	-	99.99
	Thai Rubber Enterprise Co., Ltd.	50.85	-	50.85
	Union Nifco Co., Ltd.	30.00	-	50.00
	Union Thai-Nichiban Co., Ltd.	40.40	-	40.40
Trading Business	Computer Union Co., Ltd.	99.21	-	99.21
	Computer Union Systems Co., Ltd.	-	-	99.99
	Soldev Co., Ltd.	-	-	61.00
Energy Business	Zhejiang Jiashan - Union Cogeneration Co., Ltd.	56.93	-	75.96
	Shaoxing Shangyu Hangzhou-Union Cogeneration Co., Ltd.	25.00	-	50.00
	Yunnan Energy Luliang-Union Cogeneration Co., Ltd.	40.00	-	50.00
	Ratchaburi Power Co., Ltd.	10.00	-	10.00
Hotel Business	The Royal Hotel Co., Ltd.	96.00	-	96.38
Hospital Business	Sukhumvit 62 Medical Ltd.	25.89	-	25.89
	Navavej International Public Company Limited	22.33	-	22.33
Investment And Other Business	Saha-Union International Ltd.	99.99	-	99.99
	Saha-Union Investment (China) Co., Ltd.	100.00	-	100.00
	Union Energy (Hong Kong) Co., Ltd.	-	-	100.00
	Shanghai Dasity Co., Ltd.	-	-	100.00
	Taixing Union Zond Chemicals Co., Ltd.	23.85	-	29.65
	Jiangsu Zhonglian-Union Carpet Co., Ltd.	25.00	-	35.00
	Jiangsu Zhonglian Carpet (Wuhan) Co., Ltd.	-	-	35.00
	Foshan Zhonglian Carpet Co., Ltd.	-	-	21.00
	Jiangsu Zhonglian Carpet (Tieling) Co., Ltd.	-	-	35.00
	Zhuji-Union Real Estate Co., Ltd. and its subsidiaries	-	-	25.00
	Saha-Union International Taipei Ltd.	10.00	-	42.30
	Union Textile Industries Public Company Limited	73.68	1.31	75.21
	Saha-Union Holding Co., Ltd.	99.54	-	99.54
	Venus Shoes Co., Ltd.	76.00	-	99.99
	Union Printing Corp., Ltd.	94.74	0.75	94.74
	Union Equity Co., Ltd.	99.79	0.04	99.79
	Union Shoes Co., Ltd.	61.91	1.40	98.23
	Union Construction Corp., Ltd.	62.49	-	99.99
	Saha-Union Wealth Plus Co., Ltd.	99.99	-	99.99
	Union Nakhon Co., Ltd.	75.00	-	77.49
	Uni-Fibre Co., Ltd.	26.87	-	62.35
	Uni-Agro Co., Ltd.	30.00	-	44.94
	Union Thread Industries Co., Ltd.	24.90	1.96	36.89
	Union Industries Corp., Ltd.	24.90	7.08	29.46
	Union Garment Co., Ltd.	99.99	0.01	99.99
	Union Universe Co., Ltd.	49.87	-	49.87
	Union Business Management Co., Ltd.	-	-	37.54
	Union Management and Service Co., Ltd.	-	0.10	24.87
	Union Asset Management Co., Ltd.	-	-	24.90
	Union Enterprise Holdings Co., Ltd.	-	-	26.85
	Union Capital Holdings Co., Ltd.	-	-	29.46
	Union Asset Holdings Corp., Ltd. and its subsidiaries	-	-	44.13
	Union Langsuan Residence Co., Ltd.	-	-	29.40
	Union Pathumwan Co., Ltd.	-	-	35.99
	Venus Corp., Ltd.	-	-	40.83
	Union Wealth Management Co., Ltd.	-	-	29.46
	Union Lumpini Co., Ltd.	-	-	29.46
	PSV Moulds Co., Ltd.	-	-	25.00
	Tencate-Union Protective Fabrics Asia Ltd.	-	-	49.35
	Union Button Corp., Ltd.	10.71	83.53	10.71
	Venus Button Co., Ltd.	-	54.00	4.98

Companies Invested by Saha-Union Public Co.,Ltd. Hold share of 10 percent or more **Attachment 10.4**

The Name of the Company	Registered Capital (Baht)	Paid-up Capital (Baht)	Paid-up per share (Baht)	Investment %	Address	Telephone	Fax
Textile Business							
Zhejiang Saha-Union Feilun Thread Industries Co., Ltd.	USD 30,300,000	USD 30,300,000		39.590	No. 7 Hengshan Rd. Jiashan County Economic Development Area, Zhejiang Province, China		
Union Microndean Co., Ltd.	5,000,000	5,000,000	10.00	38.000	1828 Sukhumvit Road,Phra Khanong Tai Sub-district, Phra Khanong District, Bangkok 10260 Thailand Branch 1, 205 Moo 4 Sukhumvit Road (Km.39.5), Bangpoo Mai Sub-district, Mueang Samut Prakan District, Samut Prakan Province, 10280 Thailand	(66-2) 311-5111-9 (66-2) 710-8602	(66-2) 331-5668 (66-2) 710-7793
Union Spinning Mills Co., Ltd.	200,000,000	200,000,000	100.00	25.000	142 Lat Phrao 80, Wang Thonglang, Bangkok 10310 Thailand	(66-2) 530-0511	(66-2) 538-4247
Plastics, Rubber and Metal Business							
Union Pioneer Public Company Limited	75,000,000	75,000,000	10.00	48.958	No.1 Serithai 62 Alley, Min Buri Sub-district, Min Buri District, Bangkok 10510 Thailand Branch 1, 70/2 Moo 1 Santung Sub-district, KhoSaming District, Trad Province, 23150 Thailand Branch 1, 11/3 Serithai 62 Alley, Min Buri Sub-district, Min Buri District, Bangkok 10510 Thailand	(66-2) 517-0105-8, 517-9052-5, 517-8217-21	(66-2) 517-9056 (66-2) 517-1016
Union Plastic Public Company Limited	250,000,000	250,000,000	10.00	49.521	No.11/1 Serithai 62 Alley, Min Buri Sub-district, Min Buri District, Bangkok 10510 Thailand Branch 1, 99/8 Moo 5 Bangna-Trad Road (Km.38), Bangsamak Sub-district, Bang Pakong District, Chachoengsao Province, 24130 Thailand	(66-2) 517-0109-14	(66-2) 517-0529
Union Zojirushi Co., Ltd.	600,000,000	600,000,000	100.00	51.000	99/9 Moo 5 Bangna-Trad Road (Km.38), Bangsamak Sub-district, Bang Pakong District, Chachoengsao Province, 24130 Thailand Branch 1, No.11/3 Serithai 62 Alley, Min Buri Sub-district, Min Buri District, Bangkok 10510 Thailand	(66-38) 540100	(66-38) 540082
Union Stainless Steel Products Co., Ltd.	40,000,000	40,000,000	100.00	98.000	No.11/2 Serithai 62 Alley, Min Buri Sub-district, Min Buri District, Bangkok 10510 Thailand Branch 1, 99/4 Moo 5 Bangna-Trad Road (Km.38), Bangsamak Sub-district, Bang Pakong District, Chachoengsao Province, 24130 Thailand	(66-2) 919-8996-8	(66-2) 517-8167
Union Rubber Products Corp., Ltd.	20,000,000	20,000,000	100.00	99.998	No. 99 Moo 5 Bangna-Trad Road (Km.38), Bangsamak Sub-district, Bang Pakong District, Chachoengsao Province, 24180 Thailand Branch 1, 70/1 Moo 1 Santung Sub-district, KhoSaming District, Trad Province Thailand	(66-89) 500-3546 (66-39) 510-463	
Thai Rubber Enterprise Co., Ltd.	32,000,000	32,000,000	100.00	50.849	No. 99 Moo 5 Bangna-Trad Road (Km.38), Bangsamak Sub-district, Bang Pakong District, Chachoengsao Province, 24180 Thailand Branch 1 No.12 Moo 2 Thap Sai Sub-district, Pong Nam Ron District, Chanthaburi Province, Thailand Branch 2, 70/2 Moo 1 Santung Sub-district, KhoSaming District, Trad Province Thailand	(66-89) 500-3546 (66-39) 510-466	
Union Nifco Co., Ltd.	100,000,000	100,000,000	100.00	30.002	No. 99/11 Moo 5 Bangna-Trad Road (Km.38), Bangsamak Sub-district, Bang Pakong District, Chachoengsao Province, 24180 Thailand	(66-38) 842-130-5	(66-38) 842-129
Union Thai-Nichiban Co., Ltd.	15,000,000	15,000,000	100.00	40.402	No.12 Serithai 62 Alley, Min Buri Sub-district, Min Buri District, Bangkok 10510 Thailand	(66-2) 517-0100-3	(66-2) 517-0104
Trading Business							
Computer Union Co., Ltd.	200,000,000	200,000,000	100.00	99.213	1828 Sukhumvit Road,Phra Khanong Tai Sub-district, Phra Khanong District, Bangkok 10260 Thailand Branch 1, No.142/2 Lat Phrao 80, Wang Thonglang, Bangkok 10310 Thailand	(66-2) 311-6881-2 (66-2) 530-0505	(66-2) 311-6889 (66-2) 530-2940 , 530-1955,530-2388
Energy Business							
Zhejiang Jiashan - Union Cogeneration Co., Ltd.	USD 36,900,000	USD 36,900,000		56.929	No. 8 Hengshan Rd.Jiashan County Economic Development Area, Zhejiang Province, China		
Shaoxing Shangyu Hangzhou-Union Cogeneration Co., Ltd.	RMB 300,000,000	RMB 300,000,000		25.000	No. 7 Wei Jiu Road, Shangyu Economic and Technological Development Zone, Hangzhou Bay, Zhejiang Province, China		
Yunnan Energy Luliang-Union Cogeneration Co., Ltd.	USD 24,658,660	USD 24,658,660		40.000	Bamaochong ,Xiaobaihu Village , Cheng Xi Hua Si, Luliang County, Yunnan Province, China		
Ratchaburi Power Co., Ltd.	7,325,000,000	7,325,000,000	100.00	10.000	1828 Sukhumvit Road,Phra Khanong Tai Sub-district, Phra Khanong District, Bangkok 10260 Thailand Power Plant 245 Moo 6 Baan Rai Sub-District, Damnoen Saduak District, Ratchaburi 70130 Thailand	(66-2) 311-5111-9 (66-32) 719300 # 1000	(66-2) 332-3882 (66-32) 719300 # 1090
Hotel Business							
The Royal Hotel Co., Ltd.	3,200,000,000	3,100,000,000	10 , 5	96.000	1828 Sukhumvit Road,Phra Khanong Tai Sub-district, Phra Khanong District, Bangkok 10260 Thailand Branch 1 No.33 Naresdamri Rd., HuaHin Sub-district, HuaHin District, Prachuap Khiri Khan Province, 77110 Thailand Branch 2 No.142 Lat Phrao 80, Wang Thonglang, Bangkok 10310 Thailand	(66-2) 311-5111-9 (66-32) 538-999 (66-2) 514-7555	(66-2) 311-6889 (66-32) 538-990 (66-2) 538-3292
Hospital Business							
Sukhumvit 62 Medical Ltd.	1,545,000,000	1,545,000,000	100.00	25.890	88 Sukhumvit 62 Road Yeak 3,Phra Khanong Tai Sub-district, Phra Khanong District, Bangkok 10260 Thailand	(66-2) 311-0823	
Navavej International Public Company Limited	2,200,000,000	2,150,000,000	10.00	22.326	9 Ratchada-ramintra, Nuanchan, Bueng Kum, Bangkok 10230 Thailand	(66-2) 483-9999	

Companies Invested by Saha-Union Public Co.,Ltd. Hold share of 10 percent or more **Attachment 10.4**

The Name of the Company	Registered Capital (Baht)	Paid-up Capital (Baht)	Paid-up per share (Baht)	Investment %	Address	Telephone	Fax
Investment and Others Business							
Saha-Union International Ltd.	HKD 404,500,000	HKD 404,500,000		99.988	12th. Floor, Bangkok Bank Building, No.28 Des Voeux Road, Central, Hong Kong	(852) 2521-2260	(852) 2521-0021
Saha-Union Investment (China) Co., Ltd.	USD 45,000,000	USD 45,000,000		100.000	Room No.31 A-C, No.18 Cao Xi Road (North), Shanghai 200030, China	(86-21) 5459-0378,5459-0678	(86-21) 6427-9117
Taixing Union Zond Chemicals Co., Ltd.	USD 27,930,000	USD 27,930,000		23.845	No. 18 Zhanan Road, Taixing Economic Development Area, Jiangsu Province, China		
Jiangsu Zhonglian-Union Carpet Co., Ltd.	RMB 79,394,073.79	RMB 79,394,073.79		25.000	No.81 Luoyang East Road, Lei dong Avenue, Taicang City(Taicang Economic Development Zone), Jiangsu Province, China		
Saha-Union International (Taipei) Ltd.	TWD 5,000,000	TWD 5,000,000		10.000	15th Floor, Bangkok Bank Building, No.121 Sung Chiang Road, Taipei 10429, Taiwan		
Union Textile Industries Public Company Limited	600,000,000	600,000,000	10.00	73.678	1828 Sukhumvit Road,Phra Khanong Tai Sub-district, Phra Khanong District, Bangkok 10260 Thailand Branch 1, 205 Moo 4 Sukhumvit Road (Km.39.5), Bangpoo Mai Sub-district, Mueang Samut Prakan District, Samut Prakan Province, 10280 Thailand	(66-2) 323-1085-7	(66-2) 323-9283
Saha-Union Holding Co., Ltd.	1,600,000,000	1,300,000,000	100 , 25	99.540	1828 Sukhumvit Road,Phra Khanong Tai Sub-district, Phra Khanong District, Bangkok 10260 Thailand	(66-2) 311-5111-9	(66-2) 331-5668
Venus Shoes Co., Ltd.	72,000,000	72,000,000	100.00	76.000	1828 Sukhumvit Road,Phra Khanong Tai Sub-district, Phra Khanong District, Bangkok 10260 Thailand Branch 1, 99 Moo 5 Bangna-Trad Road (Km.38), Bangsamak Sub-district, Bang Pakong District, Chachoengsao Province, 24180 Thailand	(66-2) 311-5111-9 (66-38) 088-458-9	(66-2) 331-5668 (66-38) 088-458
Union Printing Corp., Ltd.	30,000,000	30,000,000	10.00	94.735	1828 Sukhumvit Road,Phra Khanong Tai Sub-district, Phra Khanong District, Bangkok 10260 Thailand	(66-2) 311-5111-9	(66-2) 331-5668
Union Equity Co., Ltd.	160,000,000	160,000,000	10.00	99.794	1828 Sukhumvit Road,Phra Khanong Tai Sub-district, Phra Khanong District, Bangkok 10260 Thailand	(66-2) 311-5111-9	(66-2) 331-5668
Union Shoes Co., Ltd.	24,000,000	24,000,000	24.00	61.910	1828 Sukhumvit Road,Phra Khanong Tai Sub-district, Phra Khanong District, Bangkok 10260 Thailand Branch 1, 99/5 Moo 5 Bangna-Trad Road (Km.38), Bangsamak Sub-district, Bang Pakong District, Chachoengsao Province, 24180 Thailand	(66-2) 311-5111-9	(66-2) 331-5668
Union Construction Corp., Ltd.	600,000,000	600,000,000	100.00	62.487	1828 Sukhumvit Road,Phra Khanong Tai Sub-district, Phra Khanong District, Bangkok 10260 Thailand	(66-2) 311-5111-9	(66-2) 331-5668
Saha-Union Wealth Plus Co., Ltd.	500,000,000	125,000,000	25.00	99.999	1828 Sukhumvit Road,Phra Khanong Tai Sub-district, Phra Khanong District, Bangkok 10260 Thailand	(66-2) 311-5111-9	(66-2) 331-5668
Union Nakhon Co., Ltd.	350,000,000	210,000,000	60.00	75.000	899 i-Biz Avenue, Phatthanakan Khu Khwang Rd., Nakhon Si Thammarat 80000 Thailand	(66-75) 318-700 ต่อ 870	(66-75) 318-700
Uni-Fibre Co., Ltd.	120,000,000	120,000,000	100.00	26.867	1828 Sukhumvit Road,Phra Khanong Tai Sub-district, Phra Khanong District, Bangkok 10260 Thailand	(66-2) 514-7555	(66-2) 538-3292
Uni-Agro Co., Ltd.	65,000,000	65,000,000	100.00	30.000	No.142 Lat Phrao 80, Wang Thonglang, Bangkok 10310 Thailand	(66-2) 514-7555	(66-2) 538-3292
Union Thread Industries Co., Ltd.	200,000,000	200,000,000	10.00	24.898	No.142 Lat Phrao 80, Wang Thonglang, Bangkok 10310 Thailand	(66-2) 514-7555	(66-2) 538-3292
Union Industries Corp., Ltd.	150,000,000	150,000,000	100.00	24.900	No.142 Lat Phrao 80, Wang Thonglang, Bangkok 10310 Thailand	(66-2) 514-7555	(66-2) 538-3292
Union Garment Co., Ltd.	7,000,000	7,000,000	14.00	99.987	1828 Sukhumvit Road,Phra Khanong Tai Sub-district, Phra Khanong District, Bangkok 10260 Thailand Branch 1, 205 Moo 4 Sukhumvit Road (Km.39.5), Bangpoo Mai Sub-district, Mueang Samut Prakan District, Samut Prakan Province, 10280 Thailand	(66-2) 710-7785	
Union Universe Co., Ltd.	1,875,000	1,875,000	25.00	49.865	52/1,52/4 Soi San Chao Chet, Charoenkrung Road, Bang Rak District, Bangkok 10500 Thailand	(66-2) 266-2976-80	(66-2) 237-6468
Union Button Corp., Ltd.	100,000,000	100,000,000	100.00	10.714	No.142 Lat Phrao 80, Wang Thonglang, Bangkok 10310 Thailand Branch 1 No. 99/10 Moo 5 Bangna-Trad Road (Km.38), Bangsamak Sub-district, Bang Pakong District, Chachoengsao Province, 24180 Thailand Branch 1 No.253/43 Lat Phrao 80, Wang Thonglang, Bangkok 10310 Thailand	(66-2) 530-7040-54	(66-2) 539-6124
Processing Center Co.,Ltd.	50,000,000	50,000,000	100.00	20.000	No.319 Chamchuri Square Building, room 9-12, Floor 25, Phayathai Road, Pathumwan Province, Bangkok 10330 Thailand Branch 1 CAT Telecom public company limited. Room 419, Floor 4, No.72 Charoen krung Rd. khwang Khlong Toei, bangrak 10501 Thailand	(66-2) 029-0290	(66-2) 029-0291

Attachment 10.5.1

Business Results and Three Years Financial Status

(Unit : Million Baht)

Statement of financial position

	Consolidated financial statements						Separate financial statements					
	2022	**%**	**2021**	**%**	**2020**	**%**	**2022**	**%**	**2021**	**%**	**2020**	**%**
Assets												
Cash and cash equivalents	3,316	12.63	3,087	11.66	2,877	11.19	115	0.68	657	3.92	489	2.94
Trade and other receivables	1,341	5.11	1,515	5.72	1,490	5.79	83	0.49	97	0.58	81	0.49
Inventories	750	2.86	980	3.70	940	3.66	-	-	-	-	-	-
Short-term loans to related party	-	-	-	-	-	-	688	4.04	677	4.04	568	3.41
Other current financial assets	2,376	9.05	2,123	8.02	1,460	5.68	3	0.02	-	-	2	0.01
Other current assets	100	0.38	121	0.46	361	1.40	1	0.01	1	0.01	1	0.01
Investments in subsidiaries, joint ventures and associates	5,887	22.42	5,980	22.58	5,683	22.10	12,529	73.55	11,798	70.43	11,840	71.10
Other non-current financial assets	3,462	13.18	3,155	11.92	3,288	12.79	2,081	12.22	1,989	11.87	2,135	12.82
Investment properties	2,428	9.25	2,465	9.31	2,402	9.34	1,474	8.65	1,481	8.84	1,488	8.94
Property, plant and equipment	5,509	20.98	5,971	22.55	6,154	23.93	44	0.26	37	0.22	33	0.20
Other non-current assets	1,091	4.15	1,081	4.08	1,062	4.13	17	0.10	14	0.08	15	0.09
Total assets	26,260	100.00	26,478	100.00	25,717	100.00	17,035	100.00	16,751	100.00	16,652	100.00
Liabilities and shareholders' equity												
Short-term loans	154	0.59	302	1.14	94	0.37	-	-	113	0.67	-	-
Trade and other payables	1,169	4.45	1,284	4.85	1,479	5.75	82	0.48	51	0.30	51	0.31
Deposits from related parties	-	-	-	-	-	-	351	2.06	326	1.95	422	2.53
Current portion of long-term Debts	73	0.28	250	0.94	373	1.45	-	-	-	-	-	-
Other current liabilities	161	0.61	141	0.53	130	0.51	7	0.04	10	0.06	10	0.06
Non - Current portion of long-term Debts	105	0.40	114	0.43	310	1.21	-	-	-	-	-	-
Provision for long-term employee benefits	276	1.05	289	1.09	302	1.17	25	0.15	25	0.15	24	0.14
Other non-current liabilities	235	0.89	174	0.66	197	0.77	152	0.89	133	0.79	163	0.98
Total liabilities	2,173	8.27	2,554	9.65	2,885	11.22	617	3.62	658	3.93	670	4.02
Shareholders' equity												
Share capital Issued and fully paid	3,000	11.42	3,000	11.33	3,000	11.67	3,000	17.61	3,000	17.91	3,000	18.02
Share premium	2,599	9.90	2,599	9.82	2,599	10.11	2,599	15.26	2,599	15.52	2,599	15.61
Difference resulting from change in interest in subsidiary without loss of control	(387)	(1.47)	-	-	-	-	-	-	-	-	-	-
Retained earnings - Appropriated and Unappropriated	16,377	62.36	15,714	59.35	15,542	60.43	10,215	59.96	9,965	59.49	9,728	58.42
Other components of shareholders' equity	780	2.97	773	2.92	(69)	(0.27)	604	3.55	529	3.16	655	3.93
Equity attributable to owners of the Company	22,369	85.18	22,086	83.41	21,072	81.94	16,418	96.38	16,093	96.07	15,982	95.98
Non-controlling interests of the subsidiaries	1,718	6.54	1,838	6.94	1,760	6.84	-	-	-	-	-	-
Total shareholders' equity	24,087	91.73	23,924	90.35	22,832	88.78	16,418	96.38	16,093	96.07	15,982	95.98
Total liabilities and shareholders' equity	26,260	100.00	26,478	100.00	25,717	100.00	17,035	100.00	16,751	100.00	16,652	100.00
Book Value per share (Baht)	76.92		75.95		72.46		54.73		53.64		53.27	

Attachment 10.5.2

Business Results and Three Years Financial Status

(Unit : Million Baht)

Income statement	**Consolidated financial statements**						**Separate financial statements**					
	2022	**%**	**2021**	**%**	**2020**	**%**	**2022**	**%**	**2021**	**%**	**2020**	**%**
Revenues												
Sales and service income	9,312	93.22	8,357	93.56	8,728	93.17	799	48.72	647	44.38	576	35.89
Dividend income	245	2.45	271	3.03	376	4.01	632	38.54	704	48.29	923	57.51
Other income	432	4.32	304	3.40	264	2.82	209	12.74	107	7.34	106	6.60
Total revenues	9,989	100.00	8,932	100.00	9,368	100.00	1,640	100.00	1,458	100.00	1,605	100.00
Expenses												
Cost of sales and services	8,035	80.44	7,570	84.75	7,736	82.58	764	46.59	619	42.46	566	35.26
Selling and distribution expenses	267	2.67	248	2.78	269	2.87	20	1.22	14	0.96	6	0.37
Administrative expenses	719	7.20	694	7.77	659	7.03	106	6.46	104	7.13	103	6.42
Other expenses	78	0.78	69	0.77	280	2.99	29	1.77	35	2.40	104	6.48
Total expenses	9,099	91.09	8,581	96.07	8,944	95.47	919	56.04	772	52.95	779	48.54
Operating profit	890	8.91	351	3.93	424	4.53	721	43.96	686	47.05	826	51.46
Share of profit from investments in joint ventures and associates	543	5.44	476	5.33	611	6.52	-	-	-	-	-	-
Finance cost	(16)	(0.16)	(29)	(0.32)	(43)	(0.46)	(3)	(0.18)	(1)	(0.07)	(3)	(0.19)
Profit before income tax income (expenses)	1,417	14.19	798	8.93	992	10.59	718	43.78	685	46.98	823	51.28
Income tax expenses	(154)	(1.54)	(94)	(1.05)	(125)	(1.33)	(19)	(1.16)	-	-	-	-
Profit for the year	1,263	12.64	704	7.88	867	9.25	699	42.62	685	46.98	823	51.28
Profit attributable to												
Equity holders of the Company	1,087	10.88	601	6.73	845	9.02	699	42.62	685	46.98	823	51.28
Non-controlling interests of the subsidiaries	176	1.76	103	1.15	22	0.23	-	-	-	-	-	-
	1,263	12.64	704	7.88	867	9.25	699	42.62	685	46.98	823	51.28
Earnings per share (Baht)	3.74		2.07		2.91		2.33		2.28		2.74	
Dividend per share (Baht)	1.50		1.50		1.50		1.50		1.50		1.50	
Dividend payout ratio (%)	40.11%		72.46%		51.55%		64.38%		65.79%		54.74%	

Attachment 10.5.3

Business Results and Three Years Financial Status

(Unit : Million Baht)

Statement of comprehensive income	**Consolidated financial statements**			**Separate financial statements**		
	2022	**2021**	**2020**	**2022**	**2021**	**2020**
Profit for the period	1,263	704	867	699	685	823
Other comprehensive income						
Other comprehensive income to be reclassified to profit or loss in subsequent periods						
Exchange differences on translation of financial statements in foreign currencies	(119)	692	210	-	-	-
Share of other comprehensive income from investments in joint ventures and associates - net of income tax	(130)	305	139	-	-	-
Other comprehensive income to be reclassified to profit or loss in subsequent periods - net of income tax	(249)	997	349	-	-	-
Other comprehensive income not to be reclassified to profit or loss in subsequent periods						
Actuarial gains(losses) - net of income tax	16	(2)	(25)	-	-	(3)
Gains(Losses) on investments in equity designated at fair value through other comprehensive income - net of income tax	238	(104)	(147)	76	(124)	(103)
Share of other comprehensive income from investments in joint ventures and associates - net of income tax	-	6	(12)	-	-	-
Other comprehensive income not to be reclassified to profit or loss in subsequent periods - net of income tax	254	(100)	(184)	76	(124)	(106)
Other comprehensive income for the period	5	897	165	76	(124)	(106)
Total comprehensive income for the period	1,268	1,601	1,032	775	561	717
Total comprehensive income attributable to						
Equity holders of the Company	1,107	1,449	994	775	561	717
Non-controlling interests of the subsidiaries	161	152	38	-	-	-
	1,268	1,601	1,032	775	561	717

Attachment 10.5.4

Business Results and Three Years Financial Status

(Unit : Million Baht)

Cash flow statement

	Consolidated financial statements			Separate financial statements		
	2022	2021	2020	2022	2021	2020
Cash flows from operating activities						
Profit before tax	1,417	798	992	718	685	823
Adjustments to reconcile profit before tax to net cash provided by (paid from) operating activities						
Depreciation and amortisation	752	848	859	13	13	15
Allowance for expected credit losses (reversal)	(6)	8	(2)	-	-	-
Reduction of cost of inventories to net realisable value (reversal)	(6)	6	(14)	-	-	-
Losses (Gains) on disposals/write-off of property, plant and equipment	(52)	1	13	-	-	-
Gains on disposals/write-off of investment properties	(105)	-	(1)	(105)	-	(1)
Reversal of losses on impairment of investment properties	-	-	(2)	-	-	-
Losses on impairment of property, plant and equipment	-	1	45	-	-	-
Losses on impairment of investments	-	-	-	-	-	78
Expenses of withholding tax write-off	43	50	39	29	32	25
Losses (gains) on investments designated at fair value through profit or loss	35	(38)	196	(1)	(3)	-
Losses (gains) on derivatives designated at fair value through profit or loss	(27)	18	(7)	(5)	3	(1)
Share of profit from investments in joint ventures and associates	(543)	(475)	(611)	-	-	-
Gains on disposals of investments	(25)	(1)	(1)	-	(6)	-
Unrealised losses (gains) on exchange	-	(8)	5	-	-	-
Dividend received from investments	(245)	(271)	(376)	(632)	(704)	(923)
Provision for long-term employee benefits	21	19	14	1	1	2
Finance income	(29)	(17)	(29)	(31)	(32)	(34)
Finance cost	16	29	43	3	1	3
Profit (loss) from operating activities before changes in operating assets and liabilities	1,246	968	1,163	(10)	(10)	(13)
Operating assets (increase) decrease						
Trade and other receivables	164	10	198	12	(16)	18
Inventories	235	(45)	92	-	-	-
Other current assets	22	239	(84)	-	-	-
Other non-current assets	(18)	(40)	(24)	-	-	-
Operating liabilities increase (decrease)						
Trade and other payables	(126)	(209)	2	31	(1)	(13)
Other current liabilities	21	14	(4)	(1)	(1)	(1)
Provision for long-term employee benefits	(15)	(34)	(41)	(2)	-	(1)
Other non-current liabilities	(1)	(1)	2	-	-	-
Cash from (used in) operating activities	1,528	902	1,304	30	(28)	(10)
Cash paid for interest	(10)	(21)	(40)	(2)	(1)	(5)
Cash paid for income tax	(230)	(200)	(197)	(49)	(35)	(28)
Cash refund from income tax	44	41	16	-	3	5
Net cash from (used in) operating activities	1,332	722	1,083	(21)	(61)	(38)

Attachment 10.5.4

Business Results and Three Years Financial Status

(Unit : Million Baht)

Cash flow statement

	Consolidated financial statements			Separate financial statements		
	2022	2021	2020	2022	2021	2020
Cash flows from investing activities						
Decrease (increase) in short-term loans to related parties	-	-	1	(10)	(109)	(105)
Increase in other current financial assets	(225)	(495)	(28)	-	-	-
Decrease in restricted investments	2	4	3	-	-	-
Decrease in long-term loans to related party	-	-	185	-	-	-
Acquisition of investments in subsidiaries, joint venture and associates	-	(75)	(200)	(750)	(82)	(328)
Acquisition of other non-current financial assets	(21)	(11)	(523)	-	(9)	(2)
Proceeds from disposals of property, plant and equipment	79	32	13	-	-	-
Proceeds from disposals of investment properties	106	-	1	106	-	1
Proceeds from disposals/liquidation/capital returns of investments	12	17	18	21	133	28
Dividend received from investments	749	833	932	632	704	980
Interest income	28	16	29	30	32	33
Acquisition of investment properties	(9)	(16)	(29)	-	-	-
Acquisition of property, plant and equipment	(288)	(347)	(396)	(12)	(7)	(2)
Acquisition of intangible assets	(11)	(44)	(3)	-	-	-
Net cash from (used in) investing activities	422	(86)	3	17	662	605
Cash flows from financing activities						
Increase (decrease) in short-term loans from financial institutions	(147)	207	(147)	(113)	113	-
Increase in short-term loan from related party	-	-	10	-	-	-
Increase (decrease) in deposits from related parties	-	-	(4)	25	(96)	66
Cash receipt from disposals of the Company's shares held by subsidiaries	-	-	2	-	-	-
Cash receipt(paid) for share capital receipt from non-controlling interests of the subsidiaries	(550)	-	54	-	-	-
Dividend paid	(555)	(510)	(547)	(450)	(450)	(450)
Cash receipt from long-term loans	29	32	17	-	-	-
Repayment of long-term loans	(192)	(361)	(278)	-	-	-
Payment of lease liabilities	(84)	(74)	(62)	-	-	-
Net cash used in financing activities	(1,499)	(706)	(955)	(538)	(433)	(384)
Increase (decrease) in translation adjustments	(26)	280	46	-	-	-
Net increase (decrease) in cash and cash equivalents	229	210	177	(542)	168	183
Cash and cash equivalents at beginning of year	3,087	2,877	2,700	657	489	306
Cash and cash equivalents at end of year	3,316	3,087	2,877	115	657	489
Supplemental cash flows information						
Non-cash transaction						
Purchases of property, plant and equipment for which no cash has been paid	12	17	2	-	2	-
Additions to right-of-use assets and lease liabilities	53	37	117	-	-	-
Decrease in right-of-use assets due to lease modification	-	2	-	-	-	-
Decrease in lease liabilities due to lease modification	-	2	-	-	-	-

Attachment 10.6

RATIO

	2022	2021	2020	
LIQUIDITY RATIO				
Current ratio	5.06	3.96	3.43	(times)
Quick ratio	4.58	3.46	2.98	(times)
Cash flow liquidity ratio (Average)	0.75	0.36	0.49	(times)
Average account recievable turnover (Average)	7.37	6.09	6.04	(times)
Average collection period	50	60	60	(days)
Average inventory turnover (Average)	9.29	7.88	7.90	(times)
Average inventory period	39	46	46	(days)
Average account payable turnover (Average)	9.22	7.56	7.38	(times)
Average payment period	40	48	49	(days)
Average cash cycle	49	58	57	(days)
PROFITABILITY RATIO				
Gross profit margin	13.71	9.41	11.36	(%)
Operating margin	9.36	4.37	7.41	(%)
Other Income margin	3.57	2.72	2.12	(%)
Free Cash Flow To EBIT	142.48	185.03	156.15	(%)
Net profit margin	10.32	6.39	8.47	(%)
Return on equity (ROE) (Average)	4.89	2.79	4.09	(%)
EFFICIENCY RATIO				
Return on asset (ROA) (Average)	4.12	2.30	3.32	(%)
Return On Fixed Assets (Average)	22.37	16.98	19.30	(%)
Asset turnover (Average)	0.40	0.36	0.39	(times)
FINANCIAL POLICY RATIO				
Total debts to total equity	0.09	0.11	0.13	(times)
Interest coverage ratio	134.87	57.51	43.90	(times)
Debt service coverage ratio	9.62	3.03	4.05	(times)

Attachment 10.7

TRANSACTIONS OF PERSON WHO MAY HAVE CONFLICTS FOR THE YEAR 2022

	Party's Name	Type of Relationship	Related Transaction			
			Type of Transaction	Amount (Million Baht)	Pricing Policy	Necessity
1	Union Thread Industries Co., Ltd.	One of 10 major related shareholders	1 Other Income/Expenses	0.14	Contract price	
2	Union Industries Corp., Ltd.	One of 10 major related shareholders	1 Other Income/Expenses	0.14	Contract price	
3	Venus Thread Co., Ltd.	Major shareholder holding more than 30% of shares	1 Purchases/Sales of Merchandise	26.84	Comparable with market price	The purchasing of raw material should be made in large quantity to generate more bargaining power.
			2 Rental Income	0.02	Contract price	
			3 Other Income/Expenses	0.09	Contract price	
			4 Account Receivables/Payables	0.01	Outstanding balance as at 31 December 2022	
4	Union Spinning Mills Co., Ltd.	Major shareholder holding more than 30% of shares	1 Purchases/Sales of Merchandise	5.16	Comparable with market price	The purchasing of raw material should be made in large quantity to generate more bargaining power.
			2 Rental Income	0.09	Contract price	
			3 Other Income/Expenses	0.08	Contract price	
			4 Account Receivables/Payables	0.05	Outstanding balance as at 31 December 2022	
5	Union Zip Co., Ltd.	Major shareholder holding more than 30% of shares	1 Other Income/Expenses	0.09	Contract price	
				0.02		
6	Uni-Agro Co., Ltd.	Major shareholder holding more than 30% of shares	1 Interest Income/Expenses	0.08	Contract price	
7	Union Button Corp., Ltd.	Directors and related person holding more than 10% of shares	1 Other Income/Expenses	0.04	Contract price	
8	Venus Button Co., Ltd.	Directors and related person holding more than 10% of shares	1 Other Income/Expenses	0.01	Contract price	
9	Uni-Fibre Co., Ltd.	Major shareholder holding more than 30% of shares	1 Other Income/Expenses	0.01	Contract price	
10	Union Management and Service Co., Ltd.	Major shareholder holding more than 30% of shares	1 Other Income/Expenses	0.01	Contract price	
11	Union Property Co., Ltd.	Related person holding more than 10% of shares	1 Other Income/Expenses	0.08	Contract price	
12	Union Oversea Holding Co., Ltd.	Related person holding more than 10% of shares	1 Other Income/Expenses	0.02	Contract price	
13	Union Asset Management Co., Ltd.	Related person holding more than 10% of shares	1 Other Income/Expenses	0.08	Contract price	
14	Venus Comercial Corp., Ltd.	Related person holding more than 10% of shares	1 Other Income/Expenses	0.02	Contract price	
			Total amount of transaction in 2022	**33.08**		

Proportion to Total Assets	26,260	0.13%
Proportion to Total Revenues	9,989	0.33%

Year 2021

Opinion

I have audited the accompanying consolidated financial statements of Saha-Union Public Company Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2021, and the related consolidated statements of income, comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and have also audited the separate financial statements of Saha-Union Public Company Limited for the same period.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Saha-Union Public Company Limited and its subsidiaries and of Saha-Union Public Company Limited as at 31 December 2021, their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

Basis for Opinion

I conducted my audit in accordance with Thai Standards on Auditing. My responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of my report. I am independent of the Group in accordance with the Code of Ethics for Professional Accountants as issued by the Federation of Accounting Professions as relevant to my audit of the financial statements, and I have fulfilled my other ethical responsibilities in accordance with the 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 financial statements of the current period. These matters were addressed in the context of my audit of the financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.

I have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of my report, including in relation to these matters. Accordingly, my audit included the performance of procedures designed to respond to my assessment of the risks of material misstatement of the financial statements. The results of my audit procedures, including the procedures performed to address the matters below, provide the basis for my audit opinion on the accompanying financial statements as a whole.

Key audit matters and how audit procedures respond for each matter are described below.

Revenue recognition

The Group has sales and service income for the year ended 31 December 2021 amounting to Baht 8,357 million, which is significant to the income statement. The Group has a large number of customers and there are a variety of conditions of sale in the agreements made with these customers. There are therefore risks with respect to the amount and timing of revenue recognition.

In examining the revenue recognition of the Group, I assessed and tested the IT system and the internal controls of the Group with respect to the revenue cycle by making enquiry of responsible executives, gaining an understanding of the controls and selecting representative samples to test the operation of the designed controls and with considerations given to testing related to the accuracy and timing of revenue recognition. On a sampling basis, I also examined supporting documents for sales transactions occurring during the year, near the end of the accounting period, with special consideration given to expanding the scope of the examination of supporting documentation for transactions occurring near the end of the accounting period. In addition, I reviewed credit notes issued by the Group after the period-end and performed analytical procedures on disaggregated data to detect possible irregularities in sales transactions throughout the period, particularly for accounting entries made through journal vouchers.

Goodwill

As discussed in Note 18 to the financial statements, as at 31 December 2021, the Group has goodwill amounting to Baht 522 million, which is significant to the statement of financial position. Thus, the assessment of impairment of goodwill is a significant accounting estimate requiring the subsidiary's management to exercise a high degree of judgement in identifying the cash generating units, estimating the cash inflows that are expected to be generated from that group of assets in the future, and setting an appropriate discount rate and long-term growth rate. There are thus risks with respect to the amount of goodwill.

I assessed the identification of cash generating units and the financial models selected by the subsidiary's management by gaining an understanding of decision-making process to assess whether the decisions made were consistent with how assets are utilised. In addition, I tested the significant assumptions applied by the subsidiary's management in preparing estimates of the cash flows expected to be realised from the assets, by comparing those assumptions with information from both internal and external sources and comparing past cash flow projections to actual operating results in order to evaluate the exercise of the subsidiary's management judgement in preparing the cash flow projections.
I also evaluated the discount rate applied by the subsidiary's management through an analysis of the weighted average finance costs of the subsidiary and of the industry, and I tested the calculation of the realisable value of the goodwill using the selected financial models and considered the impact of changes in key assumptions on those realisable values, especially changes in the discount rate and long-term revenue growth rate. Moreover, I reviewed the disclosures made with respect to the impairment assessment for goodwill.

Other Information

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

My opinion on the financial statements does not cover the other information and I do not express any form of assurance conclusion thereon.

In connection with my audit of the financial statements, my responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or my knowledge obtained in the audit or otherwise appears to be materially misstated.

When I read the annual report of the Group, if I conclude that there is a material misstatement therein, I am required to communicate the matter to those charged with governance for correction of the misstatement.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Thai Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

My objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Thai Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Thai Standards on Auditing, I exercise professional judgement and maintain professional skepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

I communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

I also provide those charged with governance with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

An independent auditor who responsible for the audit resulting is Mr. Khitsada Lerdwana.

Year 2020

Opinion

I have audited the accompanying consolidated financial statements of Saha-Union Public Company Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2020, and the related consolidated statements of income, comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and have also audited the separate financial statements of Saha-Union Public Company Limited for the same period.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Saha-Union Public Company Limited and its subsidiaries and of Saha-Union Public Company Limited as at 31 December 2020, their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

Basis for Opinion

I conducted my audit in accordance with Thai Standards on Auditing. My responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of my report. I am independent of the Group in accordance with the Code of Ethics for Professional Accountants as issued by the Federation of Accounting Professions as relevant to my audit of the financial statements, and I have fulfilled my other ethical responsibilities in accordance with the 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 financial statements of the current period. These matters were addressed in the context of my audit of the financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.

I have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of my report, including in relation to these matters. Accordingly, my audit included the performance of procedures designed to respond to my assessment of the risks of material misstatement of the financial statements.

The results of my audit procedures, including the procedures performed to address the matters below, provide the basis for my audit opinion on the accompanying financial statements as a whole.

Key audit matters and how audit procedures respond for each matter are described below.

Revenue recognition

The Group has sales and service income for the year ended 31 December 2020 amounting to Baht 8,728 million, which is significant to the income statement. The Group has a large number of customers and there are a variety of conditions of sale in the agreements made with these customers. There are therefore risks with respect to the amount and timing of revenue recognition.

In examining the revenue recognition of the Group, I assessed and tested the IT system and the internal controls of the Group with respect to the revenue cycle by making enquiry of responsible executives, gaining an understanding of the controls and selecting representative samples to test the operation of the designed controls and with considerations given to testing related to the accuracy and timing of revenue recognition. On a sampling basis, I also examined supporting documents for sales transactions occurring during the year, near the end of the accounting period, with special consideration given to expanding the scope of the examination of supporting documentation for transactions occurring near the end of the accounting period. In addition, I reviewed credit notes issued by the Group after the period-end and performed analytical procedures on disaggregated data to detect possible irregularities in sales transactions throughout the period, particularly for accounting entries made through journal vouchers.

Goodwill

As discussed in Note 20 to the financial statements, as at 31 December 2020, the Group has goodwill amounting to Baht 522 million, which is significant to the statement of financial position. Thus, the assessment of impairment of goodwill is a significant accounting estimate requiring the subsidiary's management to exercise a high degree of judgement in identifying the cash generating units, estimating the cash inflows that are expected to be generated from that group of assets in the future, and setting an appropriate discount rate and long-term growth rate. There are thus risks with respect to the amount of goodwill.

I assessed the identification of cash generating units and the financial models selected by the subsidiary's management by gaining an understanding of decision-making process to assess whether the decisions made were consistent with how assets are utilised. In addition, I tested the significant assumptions applied by the subsidiary's management in preparing estimates of the cash flows expected to be realised from the assets, by comparing those assumptions with information from both internal and external sources and comparing past cash flow projections to actual operating results in order to evaluate the exercise of the subsidiary's management judgement in preparing the cash flow projections.
I also evaluated the discount rate applied by the subsidiary's management through an analysis of the weighted average finance costs of the subsidiary and of the industry, and I tested the calculation of the realisable value of the goodwill using the selected financial models and considered the impact of changes in key assumptions on those realisable values, especially changes in the discount rate and long-term revenue growth rate. Moreover, I reviewed the disclosures made with respect to the impairment assessment for goodwill.

Other Information

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

My opinion on the financial statements does not cover the other information and I do not express any form of assurance conclusion thereon.

In connection with my audit of the financial statements, my responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or my knowledge obtained in the audit or otherwise appears to be materially misstated.

When I read the annual report of the Group, if I conclude that there is a material misstatement therein, I am required to communicate the matter to those charged with governance for correction of the misstatement.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Thai Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

My objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Thai Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Thai Standards on Auditing, I exercise professional judgement and maintain professional skepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

I communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

I also provide those charged with governance with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

An independent auditor who responsible for the audit resulting is Mr. Khitsada Lerdwana.

บริษัท สหยูเนี่ยน จำกัด (มหาชน)

SAHA-UNION PUBLIC CO.,LTD.

และบริษัทในกลุ่ม • And Group Companies

1828 SUKHUMVIT ROAD, PRAKANONGTAI, PRAKANONG, BANGKOK 10260 THAILAND

TEL (66-2) 311-5111-9, (66-2) 332-5600

FAX (66-2)331-5668

www.sahaunion.com