



# Bringing **Future** to the **Present**

## **Form 56-1 One Report** **Annual Report** **2022**

**DV8 Public Company Limited**



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**“We aim to aggregate cutting-edge technology to  
multiply synergistic competitive advantage”**

**Nathaphol Kasamvilas**

**Chief Executive Officer, DV8 Public Company Limited**

**CEO Message**



## About Us

**DV8 Public Company Limited**, the leader in entertainment, point-of-sale audio and instore radio media business with nation-wide network in department stores and convenient stores, is ready to provide services in off-line and online content and all types of event organizing, including influencer content management, drama series/entertainment programs production and raising sales for clients and brands with innovation and cutting-edge technology, under its vision: create sustainable growth together with the society.

# MISSION

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## พันธกิจ

**“ WE AIM TO BRING THE ULTIMATE  
EXPERIENCES AND CREATIVE  
INNOVATION TO THE SOCIETY ”**

**“เรามุ่งมั่นที่จะสร้างสรรค์  
ประสบการณ์ที่ล้ำค่า  
และนำเสนอนวัตกรรมใหม่ ๆ สู่มجتمع”**

# Table of Contents

<b>Part 1: Business Operation and Operating Results</b>	<b>4</b>
Organizational Structure and Operation of the Group of Companies	5
Risk Management	21
Business Sustainability Development	25
Management Discussion and Analysis (MD&A)	33
Information and Other Material Facts	43
<b>Part 2: Corporate Governance</b>	<b>50</b>
Corporate Governance Policy	51
Corporate Governance Structure and Material Facts related to the Board, Sub-Committees, Executives, Employees and Others	64
Report on Key Operating Results on Corporate Governance	78
Internal Control and Related Transaction	88
<b>Part 3: Financial Statements</b>	<b>92</b>
<b>Attachments:</b>	<b>159</b>
Details of directors, executives And the Company's secretary	160
Detail of the Directors of Subsidiaries	169
Details of Heads of Internal Audit	170
Corporate Governance Policy and Guidelines (Full Version and Business Ethics Full Version)	173
Report of the Audit Committee and Other Committee	174

# Part 1



**Business Operation and Operating Results**

## Part 1

# Business Operation and Operating Results

### Organizational Structure and Operation of the Group of Companies

#### Policy and Business Overview

**DV8 Public Company Limited** or **DV8** ("the Company") is a listed company on the Stock Exchange of Thailand where the Company has registered to establish a company named Ao Kham Thai Co., Ltd. since June 29, 1978 and has been listed on the Stock Exchange of Thailand since June 9, 1994 which at that time the Company did tin mining operation in the sea and renting a tin dredger. After that, the Company There has been a change in the core business. according to various strategies with the aim of maximizing returns for shareholders.

Currently, **the Company's core business is media, innovation and technology**, where the Company has begun restructuring and making major investments. since the end of 2019 to accommodate changes and economic uncertainties and society that affect business models around the world, as well as new technologies and innovations that play a role in responding to rapidly changing consumer needs. The Company has developed a strategy to grow by entering into businesses with high growth opportunities and relying on strength of the Company and its business partners to harmonize each other and create long-term sustainability.

**The Company will be a leader in providing state-of-art media services in complete cycle and will invest in business development to achieve stable and sustainable growth in the Thai economy and generate profits to shareholders** using a leap forward growth strategy and aiming to meet the ever-quick changing needs of customers. **The Company's main strategy** is divided in parallel into 2 subjects. 1) **Human Resources Development** and 2) **Business Development**. For Human Resources Development strategy, starting from refining the recruiting process, selecting and developing personnel in the organization to obtain necessary skills at all times, as well as creating an organizational culture for knowledge and growth. While Business Development strategy focus on changing of consumers' needs caused by the influence of both the disruptive technology and the COVID-19 pandemic. With the development of a unified Radio Instore media service model, the Company is leading the market and investing in trendy businesses of the future. It uses technology driven in many industries to diversify and meet the needs of consumers.

The Company has structured the organization and has flexible working policy to ensure agility by using technology to support, and the Company has still committed to its intention to conduct business under the code of ethics, good governance, transparent and auditable working principles, including under good corporate governance guidelines, along with social responsibility to build long-term stability and sustainability for the Company and its shareholders.

The Company's Management is committed to growing the business, strengthening stability by being responsible for stakeholders throughout the value chain, defined as the Company's mission and communicating to employees at all levels to become a cultural organization

## Mission

“ We aim to bring the ultimate experiences and creative innovations to the society ”

## Objectives and Goals

The Company strives to be Total Solution for top-brand clients by expanding point-of-sale audio advertising network and drives full-range entertainment business to cover all areas and nation-wide target groups. It focuses on strengthening relationships with partners, sponsors and general clients by delivering entertainment and marketing content to all and more various target groups via engagement activities. It delivers new experiences while creatively utilizing innovation and advanced technology to enhance its current business under the Economies of Scale strategy to production cost. The Company searches for new opportunities, using Business Diversification strategy to diversify risks, by strengthening business with partners: expanding to groups connected with the original business and new business groups, and seeking to increase the income from various channels to drive its business growth, leading to genuine ecosystem business.

## Material Changes and Developments

The Company has been registered as Ao Kham Thai Co., Ltd. since June 29th, 1978 and has been listed on the Stock Exchange of Thailand since June 9th, 1994 which at that time the Company did tin mining operation in the sea and renting a tin dredger. **In 2022, there has been no material changes in the nature of the business operations in the Company.** Throughout over 28 years since the Company was listed on the Stock Exchange of Thailand, there have been significant changes and developments as follows:

### 1997

Changed the Company's name to "Sino-Thai Resources Development Public Company Limited (STRD) " since there were changes in business operations at that time to start industrial stone production business in Mwaklek District, Saraburi Province, and subleasing 4 mining concession certificates from Siam Hin Pradub Co., Ltd.

### 2004

The Company changed its business operations to a fuel distribution business. The Company is a ready-made oil trader (pursuant to Article 10 of Fuel Trade Act B.E.2545 (2002)). To do wholesale business to domestic independent oil traders (Jobbers) due to the change of majority shareholders from Stacon AMC Co., Ltd. to Suladda Asawapayukkul Group.

### 2005 - 2006

The Company began manufacturing and selling lubricant products in its own trademarks and subcontract manufacturing and acquired the assets of Apex Oil Co., Ltd., a company that manufactures and sells lubricants used in engines and machinery.

In 2006, the Company ceased to sell lubricants and started trading biodiesel and glycerin

### 2009 - 2010

Due to Losses and impacts of business operations during the previous year that were not as expected. Therefore, the Company has established a subcommittee to prepare a rehabilitation plan and determine the direction of operations as 1) Cease the operation energy business 2) Possible dispose of investments, assets, liabilities 3) Bring in new business as the Company's core business.

By defining such directions, as a result, the Company changed its majority shareholder structure once again in 2010 from Suladda Asawapayukkul Group to Amrit Klomjit-charoen

### 2011 - 2013

The Company has been granted the right to participate in radio programs with A.C. Records Co., Ltd. and be an advertising agent and sell air times on The Broadcasting Authority of Thailand (FM97.00 MHz) effective from August 1<sup>st</sup>, 2011 – May 31<sup>st</sup>, 2012

However, the performance was not as expected, the Company ceased to operate its radio media business in 2012 and changed the Company's name for the second time from Sino-Thai Resources Development Public Company Limited to "Asia Joyt Pano-rama Public Company Limited (AJP)" and has expanded its investment in satellite TV business by entering into a contract to co-produce the programs



and Pipat Ratchakitprakarn Group, and changed its core business to operate satellite TV business, which the Company has acquired the right for co-production of TV programs through 8 channels from MV Television (Thailand) Co., Ltd. for periods of 10 years (December 1<sup>st</sup>, 2010 – November 30<sup>th</sup>, 2020)

with MV Television (Thailand) Co., Ltd. of additional 8 channels in 2013 for periods of 10 years (Totaling 16 TV channels). Besides, the Company received a broadcasting or television licenses to provide non-spectrum broadcasting networks or television services at the national level from the Office of the Broadcasting Commission. National Broadcasting and Telecommunication Commission (NBTC).

## 2014

The Company has increased its capital by 1) Allocating warrants to existing shareholders in proportion to rights offerings 2 : 1 of 100,000,000 units and 2) Allocating newly issued ordinary shares for private placement (PP) by selling to U Best Point Media Co., Ltd. (UBP) totaling 5,625,000 shares, to Media Agency Thai Co., Ltd. (MAT) 46,150,000 shares and Mr. Thana Benjatikul 12,000,000 shares and 28,000,000 new shares for rights adjustment in case the Company newly issued shares are being offered at lower prices.

From the above allocation of new shares, the Company has increased its ordinary shares from 200,000,000 shares to 291,775,000 shares. The Company had unpaid registered shares totaling Baht 100,000,000 which is the registered capital reserved for the exercise of warrants to purchase the Company's ordinary shares. The whole registered capital total Baht 391,775,000 after the allocation of share capital increase.

## 2015

On January 21, 2015, the Board of Directors' meeting resolved to approve the establishment of 2 subsidiaries as follows:

- 1) AJP Information Technology Co., Ltd. ("AJPIT") operates information technology and related business in which the Company will take a stake in AJPIT for 99.99% of the total shares.
- 2) AJP Power Co., Ltd. ("AJP Power") operates energy and related business in which the Company will take a stake in AJP Power. 99.99% of the total shares.

In this same year, the Company added one more TV channel to produce the program under U Best Point Media Co., Ltd., which holds 100% of its shares and also had rights to manage advertisement of 5 TV channels from Media Agency Thai Co., Ltd. The Company has changed its registered capital from Baht 391,775,000 to 590,547,570 as a result of the allocation of newly issued ordinary shares to existing shareholders in proportion to the rights offering and the issuance of newly issued ordinary shares to support the adjustment of the rights to purchase ordinary shares of the Company in accordance with the AJP-W1 warrants.

On August 7, 2015, the Company changed for the third time its name from Asia Joyt Panorama Public Company Limited to "Demeter Corporation Public Co., Ltd. (DCORP)" as well as changed the name of the 3 subsidiaries on August 13, 2015 as follows:

- 1) Demeter Media Co., Ltd. ("D - Media")
- 2) Demeter Power Co., Ltd. ("D - Power")
- 3) Demeter ICT Co., Ltd. ("D - ICT")

On August 26, 2015, the Company has entered into a memorandum of agreement to terminate the contract to co-produce TV programs before maturity with MV Television (Thailand) Co., Ltd. These satellite tv channels were gradually cancelled(return) the transponders with effective October 31<sup>st</sup>, 2015 onwards

On October 8<sup>th</sup>, 2015 the Board of Directors' Meeting No. 11/2015 passed the following resolutions:

- 1) Approved the transfer of rights to manage the advertising time of PGA EUROPEAN TOUR golf tournaments worth a total of Baht 254.79 million from Media Agency Thailand Co., Ltd. (MAT) without any compensation
- 2) Approved the acquisition of 12,500 ordinary shares of Winchai Co., Ltd. (Wind), which operates power business from K-Shipping Co., Ltd. The shares account for 25% of WIND's registered capital at price Baht 13,700 per share, totaling Baht 171,250,000
- 3) Approved the establishment of a subsidiary of the Company under the name Demister Capital Co., Ltd. to operate a nano-finance for occupation business with a total registered capital of 50,000,000 baht. Baht divided into 10,000,000 ordinary shares at a par value Baht 5 per share.

## 2016

The Company has disposed of all investments in Demeter ICT Co., Ltd., a subsidiary of which the Company holds 99.99% of the total registered capital, to Mr. Waranyu Sujiworapanpong and Global ICT Co., Ltd., which is not related to the Company, of 1,000,000 shares at Baht 8.10 per share (Book value as of December 31, 2015 equaled to Baht 6.15 per share). The Company has joint with Hainan Yingli New Energy Resources Co., Ltd ("Yingli") to invest in the production, distribution and export of solar panels by investing in Lison Solar Co., Ltd. ("Lison"), a subsidiary of Yingli, through its subsidiary Demeter Power Co., Ltd. ("D - power")

In the same year, the Company invested in a biogas power plant project in Suphan Buri, operated by Akarawat Renewable Plant Energy Co., Ltd. ("Akarawat") with investment value not exceeding Baht 290 million. In addition, the Company entered into a share purchase agreement with Akarawat's existing shareholders. This caused the Company to take a stake in Akarawat totaling 16,810 shares or account for 33.64%.

## 2017

On May 3, 2017, the Board of Directors' Meeting No. 4/2017 approved the entering into conditional share purchase agreement between (1) Demeter Media Co., Ltd. ("D - Media"), its subsidiaries and (2) Thai Trade Communications Co., Ltd. ("Stock Purchase Agreement") to determine terms and conditions regarding the investment in the application and website development business for internet transactions operated by Blue Phoenix Digital Co., Ltd. ("Blue Phoenix") by acquiring shares from existing shareholders and acquiring new shares of Blue Phoenix. Total value of entering into these share purchase transactions totaling not exceed Baht 74,370,000. As a result, D - Media holds total 49,100 ordinary shares in Blue Phoenix or accounted for 30% of the registered capital and changed the name of its subsidiary from Demeter Media Co., Ltd. to Demeter Innovation Co., Ltd. ("D - Innovation")

In 2017, the Company invested in source of entertainment development business in digital and Hyper Reality project

named The Marvel Experience Thailand: Theme Entertainment Attraction - TMX of Hero Experience Co., Ltd. ("Hero Experience") by taking a shareholding of Hero Experience totaling 1,006,580 shares or account for 37.50% of registered capital).

And in that same year, the Company has also invested in Triple CH Holdings Company Limited ("Triple CH"), a company registered under Samoa law, with a bureau location at Hong Kong's Special Administrative Region of the People's Republic of China and hold a football broadcaster rights of programs Premier League, UEFA Champions League and La Liga in Philippines. Portion of joint venture is 35% with total investment value of Baht 30,000,000 for live football broadcasting in the Philippines. The Company signed the Business Collaboration and Investment Agreement on November 9<sup>th</sup>, 2017 to set the terms and conditions of joint investment and share the benefits of broadcasting football matches proportionally to joint ventures.

## 2018

The Board of Directors' Meeting No.2/2018 held on February 27, 2018 resolved to cancel the investment or disposition of the investment. The Company will seek investors interested in Akarawat's biogas power plant project as it considers that investing in such projects may result in the Company and its shareholders not receiving the expected benefits.

However, in that same year, the Company invested in organizing Sticky Fingers Live concerts in Bangkok held on December 6<sup>th</sup>, 2018.

Demeter Innovation Co., Ltd. ("D - Innovation"), a subsidiary of the Company has established a subsidiary named Hinoki Wood Works Co., Ltd. ("HINOKI") for processing, production and distribution of Hinoki wood products. D - Innovation holds 99.98% of HINOKI shares, making HINOKI an indirectly subsidiary of the Company.

## 2019

The Company has increased its registered capital by offering ordinary shares to its existing shareholders in proportion to its original shareholding (Rights Offering). As a result, the Company has registered paid-up capital from Baht 587,407,772 to Baht 1,430,416,192 divided into ordinary shares 1,430,416,192 shares at par value of Baht 1 per share.

On January 29<sup>th</sup>, 2019, Project the Marvel Experience Thailand: Theme Entertainment Attraction - TMX by Hero Experience Co., Ltd. has stopped operating the project due to a lack of financial liquidity.

## 2020

On February 25<sup>th</sup>, 2020, the Board of Directors' Meeting No.2/2020 approved acquisition of assets of N.E.X.T. Co., Ltd. ("NEXT"). The Company will pay by cash of Baht 40,000,000 cash to NEXT to purchase assets and the right to operate advertising media and equipment related to advertising business, patents for advertising media business, primary project administrators and key personnel to operate business.

On May 9<sup>th</sup>, 2020, the Company has signed a joint venture agreement "Public Awareness Establishment with Smart Signage Project" with Delighting International Co., Ltd. ("DLI") and named "DCORP-DLI Joint Venture" for e-bidding no. 8/2020 Hiring for Public Awareness Establishment with Smart Signage, according to the Office of the Permanent Secretary of the Ministry of Interior Announcement dated May 8<sup>th</sup>, 2020 (TOR). The Company has invested Baht 56,000,000 for this project, which is 80% of the joint venture's investment.

In 2020, the Company changed the Company's name for the fourth time from Demeter Corporation Public Company Limited to DV8 Public Company Limited (DV8) and cancelled its subsidiary, Demeter Power Co., Ltd., which is not commercially operated any more

## 2021

The Board of Directors' Meeting No. 1/2021 on January 21, 2021 made a resolution to approve the purchase of ordinary share of the Revolution of Digital Employ Experience Co., Ltd. ("ReDEX"), which operates the business of preparing and providing services related to applications for corporate management, of 20,000 shares (100 Baht/share par value) or in a portion of 40% of all issued and sold shares of ReDEX totaling Baht 6,000,000.

However, with the covid-19 pandemic in recent years resulting in ReDEX's revenues do not meet the target business plan. This makes ReDEX's cash flows tends to lack liquidity and may need to increase capital in the future. At the Board of Directors' Meeting No. 10/2021 on October 31, 2021, the Company has considered the risk factors and other impacts that may affect the Company and has made a resolution to approve the sale of 20,000 shares of ReDEX investments with a par value of Baht 100 per share, representing 40% of all issued and sold shares of ReDEX at the sale price of Baht 325 per share. Total trading value is Baht 6,500,000 (As of January 31, 2022, the Company received money from the sale of such investment)

## **The use of fundraising funds is in accordance with the objectives as disclosed by the Company as follows**

On April 26, 2019, the Board of Directors' meeting approved to increase the registered capital of the Company's in the amounts of Baht 1,174,815,544 from the original registered capital of Baht 587,407,772 to the registered capital of Baht 1,762,223,316 by offering ordinary shares to the existing shareholders of the Company in accordance with the rights offering. An offering of newly issued ordinary shares of not more than Baht 1,174,815,544 shares with a par value of 1 Baht per share to the existing shareholders of the Company shall not more than 200% of the total number of shares issued and sold of the Company. The Company has already registered the change of paid-up capital from the original 587,407,772. Baht to 1,430,416,192 Baht with the Department of Business Development, Ministry of Commerce on June 14, 2019.

From the allocation of newly issued ordinary shares to shareholders in proportion to the shareholder held by each shareholder (Right Offering) on May 7, 2019, which is in accordance with the resolutions of the 2019 Annual General Meeting of Shareholders on April 26, 2019 as a result, the Company has registered capital of 1,430,416,192 Baht divided into 1,430,416,192 ordinary shares at par value 1 baht per share. The amount received from the offering of such ordinary shares totaling Baht 421 million which the purpose for use as working capital to support the Company's operations and/or to support the Company's business expansion in the future.

As of December 31, 2022, the Company has used the capital increase from the capital increase in proportion to its existing shareholding (Rights Offering) totaling Baht 309 million in 12 months, according to the capital increase objectives. In summary, the details of the use of additional funds are as follows:

Spending	Amount of Spent Money (approximate)	Details /Progress of spending of funds
o Used as working capital for business operations.	207 million Baht	In accordance with the objectives of the capital increase
o Used in media business which is the Company's main business. at present	40 million Baht	In accordance with the objectives of the capital increase / Enter into the transaction of buying and selling assets of N.E.X.T. Co., Ltd. ("NEXT") in accordance with the resolutions of the Board of Directors' Meeting No. 2/2020 on 25 Feb 2020 to acquire property and the right to operate advertising media and equipment related to advertising media business, patents in advertising media business, main project administrators and key personnel in business.
o Used in public sector business	56 million Baht	In accordance with the objectives of the capital increase / The Company has signed a joint venture agreement "Creation of Awareness among People by Smart Public Billboards" with Delighting International Co., Ltd. "DLI" and using the name "DCORP-DLI Joint Venture" for electronic bidding (e-bidding) no. 8/2020 according to the announcement of the Office of the Permanent Secretary of the Interior dated May 8, 2020 (TOR). The Company has invested in 80% of the joint venture in accordance with the resolutions of the Board of Directors' Meeting No. 6/2020 on 25 Jun 2020
o Used in the business of innovation and technology	6 million Baht	In accordance with the objectives of the capital increase / Invest in Revolution of Digital Employ Experience Co., Ltd., a company that is engaged in the business of creating and providing services regarding applications for corporate management. The acquisition and holding the ordinary share in a portion 40% of the registered capital in accordance with the resolutions of the Board of Directors' Meeting No. 1/2021 on 21 Jan 2021

## Nature of Business Income structure

Source of Income	2020		2021		2022	
	million baht	%	million baht	%	million baht	%
Media Business						
- Income from Media-advertising	126.98	60.31	101.99	49.89	113.94	42.99
Other Business operations						
- Sales income	49.53	23.53	79.66	38.97	103.18	38.93
- Revenue from Construction	-	-	14.60	7.14	42.90	16.18
Other						
- Gain from sales of another long-term investments <sup>/1</sup>	14.00	6.65	-	-	-	-
- Gain from sale of investment in associated company <sup>/2</sup>	-	-	-	-	2.76	1.04
- Other incomes <sup>/3</sup>	20.03	9.51	8.17	4.00	2.28	0.86
Total revenues	210.54	100.00	204.42	100.00	265.06	100.00

Remark: <sup>/1</sup> Profit from the sale of other long-term investments, due to the fact that in 2020 the Company sold its shares of the Company. Akkarawat Renewable Plant Energy Co., Ltd. at a price of Baht 14.00 million. Such investment has already recognized the loss of impairment of the investment. As a result, the Company recognizes the profit from the sale of the investment in the whole amount.

<sup>/2</sup> The Company sold its investment in Revolution of Digital Empire Experience Co., Ltd., which operates the business of making and providing services about applications for organization management

<sup>/3</sup> Most of the Company's other income is derived from interest income. For the year 2020, there is other income from the reversal of the allowance for damages, debt obligations from litigation.

## Product Information

### 1) Characteristics of Products or Services and Development of Business Innovation.

Currently, the Company focuses on doing business to the media business group, business innovation and technology. However, with the direction of business operations and strategies to create growth through investment in businesses with high growth opportunities. This requires the strength from the Company and its business partners to coordinate mutual benefits to be able to create long-term sustainability and from which the Company has entered into a transaction to purchase the assets of N.E.X.T. Co., Ltd. ("NEXT"), which the Company has received concessions to operate advertising media from customers after NEXT. This enables radio advertising media at the point of sale.

Radio advertising media production business at the point of sale is carried out by having the right to publish audio by broadcasting audio-type, Smart Radio programs by the type of exit pattern, uses control with Software through internet and/or CD broadcasting and/or in accordance with the format specified by the rights holder, including the distribution of sound in the Audio Programs which is distributed through various department stores that the Company has obtained concessions. The Company must use the right to distribute the voice in the department store to customers or those who wish to advertise products or services to the consumers of the department store, to be aware of the news of the customer's products or services.

In addition, the Company is also outsourcing radio broadcasts for customers by producing radio broadcasts on Internet Radio, producing videos, as well as producing YouTube and Content online by orders from customers at a time. In addition, the Company also organizes events to increase revenue for the Company but due to the COVID situation, we are still unable to organize events. As planned, the Company has adjusted its plan to focus on producing online content (Content online) of the Company itself, which can be classified as follows:



- **Series Y and LGBTQ: Love with Benefit and Work from Heart the Series**

The trend of series Y (male lovers) is popular in the market and the main target audience, most of which is mainly used by both Thais and foreigners. The target audience will have purchasing power, so it is of interest from the manufacturer because in addition to earning income from showing up / doing making fan meetings / endorsing products or selling advertisement in a Platform online, Merchandise can also be produced to sell to the target audience.

- **Live Gameshow: Please use your discretion to watch.**

In the current situation, Content online is very competitive. In the production of Content online, each of them requires a huge amount of money to reach the target audience, both the production side and buying ads in various channels. By having collaboration with channels that already have a community or audience, is important to strengthen the Content online that the Company produces. The Company therefore entered into a business with Nanek 555 Co., Ltd., which has a community in the largest online channels in Thailand, together to produce the first Gameshow online program in Thailand, which brings guests and home viewers to compete live to win prize every 2 weeks via the Company's online channels and Nanek 555 Co., Ltd.

- **Online Event: Cal-lak-kong**

The Company has created a Sport community group by capturing office staffs who are stressed out with Work from Home, while at home able to exercise in different ways and then exchange calories for rewards.

- **Facebook Page: Urban Man**

Nowadays, online channels are targeted for both communication goals and sales at the same time. which makes content creation (Content) reach the target audience for the working age group and others So there is a ninja model where club pages and working age licenses are allowed to promote the entire city.

However, in 2022, the Company organized 3 more events as follows:

1. **Aroi Tour long**

It is an activity that will take netizens to taste famous restaurants along with the artist (idol). The Company has organized 3 events in 2022.

2. **Treasure Hunter**

It is a new type of rally competition by allowing the driver to travel at his leisure. The contestants can plan their own time to complete various missions by communicating with the team via online channels which the Company organized 2 times in 2022.

3. **Fine Dine Luxperience**

It is a luxurious dinner at the end of the year. Giving happiness to the most exclusive discounts with a special giveaway of 1 per year in 2022.

In addition to the media business, the Company and Delighting International Co., Ltd. have also agreed to jointly establish a joint venture DCORP – DLI (“DCORP – DLI”) for the purpose of preparation and submission of proposals. To perform the service under the project contract for building awareness to the public with intelligent public relations boards which has signed a joint venture agreement on May 9, 2020.

With an important condition that the Company is responsible for providing a contract guarantee in the amount equal to 5 percent of the price of the electronic bidding fee. Security for receiving advance wages performance collateral (if any) and provide a credit line. The cash flow for the implementation of the project is 80% of the cost of the project. The parties agree that Delighting International Co., Ltd. will be the main person responsible for most of the operations under the contract, which the Company must agree before proceeding.

On June 18, 2020, Office of the Permanent Secretary, Ministry of Interior TU 0203.4/9467 Announcement of the results of the joint venture DCORP - DLI won the bidding for the bidding project for building awareness to the public with smart public relations by electronic contest method. The project value is 301,250,000 baht (including VAT). The project has a period of 3 years, from the start date until December 31, 2022, the Company has already recognized the full amount of revenue from this project.

## 2) Marketing and Competition

Media Agency Association and media business in Thailand throughout 2022, media consumption is projected to grow in a positive direction of between 5% and 8% due to the fast economic recovery. Increased consumer demand or domestic demand led by the retail industry websites and applications, banking and government advertising the most popular media remains online and out-of-home due to the unlocking of government measures and the greatly improving situation of the pandemic.

The Company still operates the production of radio advertising media at the point of sale within department stores, which is out-of-home media and increase revenue by video production, radio production audio including the production of YouTube and other online content (Content online), which the Company has a channel to display radio advertisements at points of sale in more than 5,000 department stores nationwide by broadcasting to each branch divided into online and offline advertising media

In 2022, the Company is able to produce radio advertising media at the point of sale for the following department stores: Big C, Tops, Makro, Lotus's, 7-Eleven and Family Mart. The Company has a concession agreement to sell advertising media for the age of 1-10 years, with CP All Public Company Limited having the longest concession period of 10 years starting from 2020 to 2030.

For the production of radio advertising media at the point of sale within department stores, the Company mainly takes into account the needs of customers in how they want to present products and services to the target group. Once the format has been determined, the information will be used to create advertising media by the Company's own professional team and present the said media to customers to check their satisfaction before using the advertising media for radio advertising at the point of sale in department stores.

The behavior of consumers who come to shop in each department store. There will be differences depending on the location and type of shopping mall, for example:

- BIG C and Lotus, the group of pedestrians are families, company employees, students, the average age is 20 - 39 years old.
- TOPS group of pedestrians are families, company employees, students, premium mass people and the average age is 35 - 60 years old.
- Makro is a family of SMEs, entrepreneurs, with an average age of 25 years and over.
- 7-Eleven and Family Mart are individuals with an average age of 14 years and over.

In 2022, the Company's target customers in the media business were divided into 3 categories.

### A. Target customers of the Company who want to buy advertising materials.

The Company has sales staff with expertise in radio advertising at the point of sale within the department store to acquire target customers, customer data in the market are analyzed to determine which companies should market to in-store radio advertising media, then to present the information so that customers can make a decision to use the Company's services. The Company's customers who buy radio advertising media at the point of sales in department store in 2022 can be divided as follows;

- 42.32% Direct customers such as Hua-Ka-Ti Think Co., Ltd., Tia Ngee Hiang (Chao Sua) Co., Ltd., and Plan BCS Co., Ltd.
- 52.67% Media Agency customers such as Power Plus Communication Co., Ltd., IPG Advertising (Thailand) Co., Ltd., and WPP (Thailand) Mindshare Co., Ltd.
- 5.01% Government agencies such as Bank for Agriculture and Agricultural Cooperatives and Office of the Election Commission of Thailand (OECT).

### B. Customers from video production, radio production, YouTube and Content online production.

In 2022, the Company has customers from that production such as Central Food Retail Co., Ltd. to produce videos, YouTube and various Content online to publicize news and promotions of TOPS

and produce radio program sound to open in various branches of customers for Central Food Retail Co., Ltd. and Boots Retail (Thailand) Co., Ltd.

*C. Customers from the Company's various Content online productions itself*

In 2022, the Company has produced various Content online to increase revenue with the target audience of various content produced differently, such as the production of Series Y (Male lovers). Currently, there is a wide target audience, no age limit. These are both Thai and foreign audiences, most of whom have purchasing power to support Series' performers and other content targets, including YouTube and Facebook audiences, for people who love health including working age groups and people who love the rewards of participating in game.

Currently in Thailand, selling radio advertising media at the point of sale in department stores the Company is only one who operate the business so there are only indirect competitors: Out of Home Media, such as VGI Co., Ltd., Plan B Media Co., Ltd. and ActMedia (Thailand) Co., Ltd. With the present competitors in the operation, consumers will get the benefit. This also encourages the Company to develop the abilities of its employees and executives as well.

Since 2020, the Company has signed a joint venture agreement with Delighting International Co., Ltd., called the DCORP-DLI Joint Venture to tender electronics bidding. The employment of the Creation of Awareness among People by Smart Public Billboards, according to the Announcement of the Office of the Permanent Secretary of the Interior with a project value of Baht 301.25 million. When the established joint venture won the tender therefore, the plans and procedures for the construction of digital publicity signage under the project for the areas 76 provinces were submitted to the Parcel Inspection Committee. Upon approval, the joint venture entered into a sign construction contract in 2020 and will start construction in 2021, and has precured LED display monitors to achieve the project's goals. At present, the operation must be controlled according to the plan only. Due to the covid-19 pandemic, the survey of areas in each province has been delayed from normal due to the need to send a notice requesting to bring people to inspect the area that is in the risk group according to the Emergency Decree on Public Administration in Emergency Situations. However, the import of LED display monitors from abroad is on schedule and is not affected by such situations. In 2022, the Company can proceed according to the plan of all projects without extending the delivery period.

**3) Procurement of Products or Services**

In 2022, the Company has **products and services mainly in the field of media business**. From the epidemic situation within the year, the Company has adjusted various strategies to increase the Company's income by producing sound of radio programs, including video, as well as the production of more YouTube and Content online. And there is also a policy to produce radio advertising media at the point of sale in department store mainly in accordance with the customer of that department store. This is to create an atmosphere in shopping for customers as well.

**Event Organizing and Content Creation**, the Company has hired individuals or partners to complete each task, but for advertising media and additional work from the production of various media to customers, the Company will use expert staffs in various fields of the Company to prepare but will purchase material and equipment from market vendors that are only generally available supplies. Also hire artists to record videos or hire someone to read the ad to get a voice that match the customer's satisfaction, as well as purchasing music rights from various labels to put in the advertising media at the appropriate time.

The Company's main operations are selling **radio advertising media at the point of sale in various department stores**. After producing the media, there must still be a broadcast box with software to be installed at the department stores from Datapro Computer Systems Co., Ltd., which is purchase equal to the numbers of department stores that the Company has expanded its operations. And may be purchased to replace the original boxes that have been damaged.



For projects, **Creation of Awareness among People by Smart Public Billboards**. From the Office of the Permanent Secretary of the Interior of the DCORP-DLI Joint Venture, the joint venture must purchase LED display screen and outsource the construction of publicity signs as presented to the Project's Procurement Inspection Committee. The procurement and outsourcing are in accordance with the term of the joint venture agreement: which are

- The Company is responsible for the construction work in all 76 provinces of Thailand. The number of signs in each province is 1, which the details of the work consist of:
  - Foundation work to support the structure of the LED display screen sign.
  - Electrical work of LED display screen sign
  - Installation of signal transmission system and related equipment on LED display screen
  - Digital Public Relations Media Management and Software Nebula Client
  - Digital Public Relations Media Management

In 2020, the Company has signed a construction contract and construction work will be carried out in 2021. The Company expects that all construction will be completed in 2023.

- Delighting International Co., Ltd. is the purchaser of LED display screen by purchasing and importing the above equipment. With the investments amount as agreed by the countered parties in writing and has common features and characteristics as approved by the Procurement Inspection Committee.

#### 4) **Assets Used in Business Undertaking**

In 2022, the Company and its subsidiaries have main assets used in business operation as follows:

Property Listings	Proprietary owner	Value (million baht)	Obligation
1. Improvement of building	The Company	10.17	None
2. Furniture and equipment	The Company	1.77	None
3. Radio Equipment in Department Store	The Company	8.10	None
4. Vehicle	The Company	0.02	None
5. Radio Equipment in Department Store	The Company	5.22	None
Total		<b>25.28</b>	

Remark: Property value shown is the residual value after deducting accumulated depreciation.

Therefore, the Company has entered into a lease agreement with an unrelated company. For a period of 3 years (and can be renewed for 3 years each time at the end of the contract date), starting from December 1, 2020 and ending on November 30, 2023. The lease agreement is in accordance with TFRS 16, implemented since 2020, with a net value of the licenses as of December 31, 2022 in the amounts of Baht 2.61 million

#### Investment in Subsidiaries and Associates

The Company has a policy to invest in subsidiaries and/or, associated companies whose business objectives will support the Company's business and resulting in increasing performance or profitability, including investing in Synergy business for the Company, which can support the core business operations and/or promote stability of the Company. However, investment in such subsidiaries or associated companies must be consider by the Board of Director and/or the shareholders' meeting, as the case may be. As well as setting guidelines for subsidiaries and associated companies by appointing a representative who has qualifications suitable for the business that the

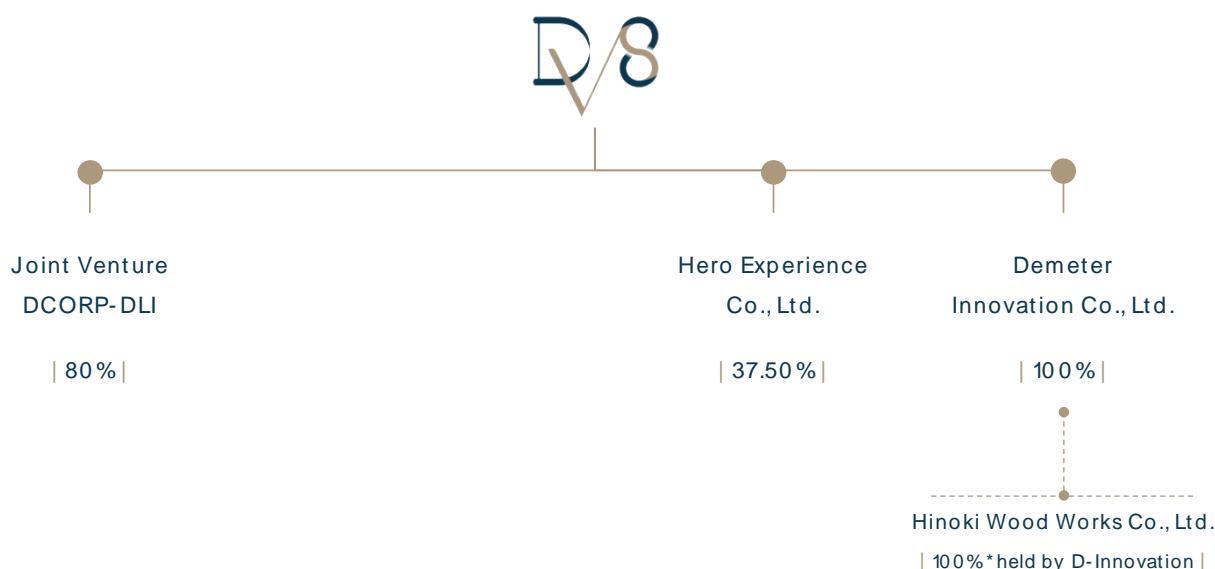
Company will invest to take the position of Director or Executive in such subsidiaries or associated companies according to the shareholding proportion of the Company to participate in the management and jointly formulate important operational policies in accordance with the Company's policies.

As of December 31, 2022, the Company has a proportion of investments in associated companies shown in the Company's financial report balance of 56.00 million baht from DCORP - DLI Joint Venture, representing 80.00% of shareholding, and is 11.61% of the total assets at the end of 2022 of the Company.

#### **5) Undelivered Work**

Since on June 18, 2020, the DCORP-DLI Joint Venture won the bidding for the project for raising public awareness with smart public relations by electronic contest method. The project value is 301.25 million baht and on October 20, 2020, the joint venture has delivered plans and procedures for the construction of digital public relations signs according to projects in 76 provinces to the parcel inspection committee correctly and completely according to the contract. As of December 31, 2022, the Company does not have any LED display screens as inventories. But there is a construction work that has been completed and is waiting for delivery worth 86.87 million baht.

## Shareholding Structure



Company Name	Business Characteristics	Shareholding (%)
<b>1. Government Business</b>		
1.1 Joint Venture DCORP-DLI	A joint venture of Creation of Awareness among People by Smart Public Billboards Project.	80.00
<b>2. Media / Innovation</b>		
2.1 Demeter Innovation Co., Ltd. (D – Innovation)	Innovative media business including: Digital TV on mobile phones and artificial intelligence. (Artificial Intelligence) (As of December 31, 2021, D - Innovation has no revenue from business operations)	100.00
2.2 Hinoki Wood Works Co., Ltd. (HINOKI)	Trade, manufacture, design, distribution Import Export of Wood Products (At present, HINOKI does not have any such operations.)	100.00 *held by D – Innovation
2.3 Hero Experience Co., Ltd. (HERO)	A company that operates amusement park activities and theme parks. (At present, Hero has stopped operating such projects due to a lack of financial liquidity.)	37.50

## Juristic Persons held by the Company or its Subsidiaries at least 10%

### Demeter Information Co., Ltd. ("D – Innovation")

Type of Business	: Supply, produce and/or co-produce satellite TV programs
Head Office Location	: 191/43 CPI Tower, 21st Floor, Ratchadapisek Road, Klong Toey Sub-District, Khlong Toey District, Bangkok
Authorized and Paid-up Capital	: 48,000,000 Bath
Type of Securities	: Common Stock
Number of paid-up stock	: 480,000 shares
Par value	: 100 Bath per share

### Hinoki Wood Works Co., Ltd. ("HINOKI")

Type of Business	: Manufacture and sales of wood products or wood components.
Head Office Location	: 88/292 Moo 9, Khlong Ha, Khlong Luang, Pathumthani
Authorized and Paid-up Capital	: 1,000,000 Bath
Type of Securities	: Common Stock
Number of paid-up stock	: 10,000 shares
Par value	: 100 Bath per share

### Hero Experience Co., Ltd. ("HERO")

Type of Business	: Water Park, Amusement Park and Recreation Center
Head Office Location	: 387 Moo 8, Bangkaew, Bangplee District, Samutprakarn
Authorized and Paid-up Capital	: 268,421,200 Bath
Type of Securities	: Common Stock
Number of paid-up stock	: 2,684,212 shares
Par value	: 100 Bath per share

### Joint Venture DCORP-DLI ("DCORP-DLI")

Objective	: A joint venture of Creation of Awareness among People by Smart Public Billboards Project.
Joint venture	: 1) DV8 Public Company Limited (formerly named DCORP Corporation Public Company Limited) 2) Delighting International Co., Ltd.
Investment proportion	: 1) DV8 PCL. - 80% 2) Delighting International Co., Ltd. - 20%

**In the case where a person with a potential conflict of interest holds shares of a subsidiary or associated company at an amount exceeding 10 percent of the voting shares of such company**

- None -

**Relationship with major shareholders' business**

- None -

## Shareholders

Top 10 Major Shareholders as of December 30, 2022

List of Shareholders	No. of Shares Held (Share)	Percentage (%)
1. Kasamvilas Group	370,484,877	25.90
Mr. Boonchai Kasamvilas	240,738,453	16.83
Mr. Nathaphol Kasamvilas <sup>/1</sup>	87,986,424	6.15
Ms. Kingkamol Kasamvilas	26,760,000	1.87
Ms. Supalaxana Paebanyong	15,000,000	1.05
2. Ms. Sunant Ngamakarakul	140,668,431	9.83
3. Mr. Uthai Pun Jirakulpongthorn	127,046,100	8.88
4. Ms. Sriwan Raktapongpaisarn	98,799,800	6.91
5. Mr. Thanarath Thanavutwatthana <sup>/2</sup>	63,230,000	4.42
6. Mr. Tawat Thanavutwatthana	60,238,100	4.42
7. Mr. Chaiyaporn Jarujantanakul	60,000,000	4.19
8. Ms. Oranuj Thanavutwatthana	50,159,100	3.51
9. Ms. Narinpas Kittisureethorn	46,604,400	3.26
10. Mrs. Manthana Wongarikavee	39,510,900	2.78
<b>Total</b>	<b>1,427,226,585</b>	<b>73.87</b>

Remark: <sup>/1</sup> Mr. Nathaphol Kasamvilas is a Director and Chief Executive Officer of the Company. From January 8, 2022

<sup>/2</sup> Mr. Thanarath Thanavutwatthana is a Director of the Company.

## Amounts of Registered Capital and Paid-Up Capital

As of December 31, 2022, the Company has registered capital with the Ministry of Commerce. 1,430,416,192 baht is the issued and paid-up capital. 1,430,416,192 baht divided into ordinary shares 1,430,416,192 shares with a par value of 1 baht per share, with the right to vote 1 share 1 vote.

In this regard, on January 27, 2023, the Extraordinary General Meeting of Shareholders No. 1/2023 resolved to approve the consolidation of the share value and the reduction of the par value. As a result, the Company has a registered capital and paid-up capital of 429,124,857.60 baht, consisting of 715,208,096 ordinary shares with a par value of 0.60 baht per share (registered capital after the Company has registered the reduction of registered capital and paid-up capital with the Department of Business Development. Ministry of Commerce finished which is expected to be completed by April 12, 2023)

## Issuance of Other Securities

- None -

## Dividend Policy

The Company has a policy to pay dividends at a rate of not less than 50% of the net profit from the separate financial statements after deduction of corporate income tax. and after deducting all types of reserves as required by law and as specified in the Company's Articles of Association There must be no accumulated losses in the shareholders' equity. However, such dividend payment is subject to change. depending on performance financial status and investment plans of the Company. In 2022, the Company omitted dividend payment for the year 2021 according to the resolution of the 2022 Annual General Meeting of Shareholders held on April 21, 2022 because the Company There is an accumulated loss of 2,025.07 million baht (separate financial statements) as of December 31, 2021.

### Historical Dividend Payment Information For the year 2017 – 2021

	2017	2018	2019	2020	2021
Basic loss per share (Baht/Share)	(0.26)	(0.83)	(0.27)	(0.007)	(0.034)
Dividend payout per share (Baht/Share)	-	-	-	-	-
Dividend Payout Ratio (%)	-	-	-	-	-

### Subsidiaries' Dividend Policy

The Board of Directors of subsidiaries has policies to distribute dividends in accordance with the operating performance of the relevant companies without determining a certain rate of dividend payment. The distribution of dividends will be based on financial position and future investment plans of each subsidiary.

## **Risk Management**

### **Risk Management Policy and Plan**

#### **1. Risk Management Policy**

Recognizing the importance of risk management system developed per the international standard as a tool for the organization to drive its strategies and achieve its business goals, the Company established risk management policy to act as a framework for the directors, executives and employees to identify business risks and opportunities appropriately and timely, in order to manage, prevent, and reduce risk exposure, seek business opportunities to add value, respond effectively to changes in business environment and protect the shareholders' and stakeholders' benefit on the principles of good corporate governance.

#### **2. Risk Management Framework**

The Company is committed to continuously improve its risk management process, which can currently be summarized according to Enterprise Risk Management framework integrating with Strategy and Performance (COSO 2017), consisting of 5 component and 20 principles, as follows.

##### **1) Governance & Culture**

- **Board Risk Oversight:** The Board of Directors has assigned the Risk Management Committee to oversee the Company's risk management system and to review the adequacy of information used to assess new business investment decisions.
- **Operating Structure:** The Company adjusts its organization structure to match with changing business operation. The risk management working team and the Internal Audit & Risk Management Manager are assigned and responsible for the risk management process.
- **Desired Culture:** The Company's risk culture is to balance between conservative and aggressive. The Company needs to make decisions cautiously in innovation and new business investment amid the continuing loss in performance results. Meanwhile, the Company is trying to cultivate the employees' positive attitude towards risk management in order to promote the improvement of working process.
- **Core Values:** The Company has outlined clear corporate values to emphasize: Innovation and Creativity, Reliability and Trust, Efficiency, Ethic and Integrity and Harmony in Diversity. However, the corporate values largely depend on the leaders and executives' tone at the tap.
- **Attracting, Developing, and Retaining Capable Individuals:** The executives and Human Resource Department recognizes the importance of the process and continuingly develop the process under the limitation of the current business circumstances.

##### **2) Strategy & Objective-setting**

- **Business Context:** It consists of main business such as in-store radio advertising and marketing activation, and new future business which is still uncertain. In risk management of the organization and new business, all aspects of business circumstances, internal and external, has been taken into account.
- **Risk Appetite:** The Company determines the risk level that the management needs to control at acceptable level or if it needs to be reported to the Board. Moreover, the investment in new business with high value needs to be thoroughly considered by Risk Management Committee, Executive Committee and the Board of Directors.
- **Alternative Strategy:** The Company executives closely monitors performance of each business analyze and adjust strategies to match the situations.
- **Business Objective:** The Company has established the business goals and objectives in both organization and department level.

##### **3) Performance**

- **Identifying Risk:** The Company identifies risks by assessing business contexts, assessing current strategies and goals, using Risk Universe, risk management working team meetings, department workshops, gathering of audit issues, incident report. Then, they are update into the Risk Register which are categorized into: strategic, operation, financial, compliance, and information risks.
- **Assessing Severity of Risks:** The Company determines one risk assessment criteria which assesses monetary impact and likelihood. The results will be shown in the risk severity matrix (Heat Map 5x5).

- Prioritizing Risks: The Company prioritizes risks in accordance with the Heat Map and the consideration of the directors and executives.
  - Risk Responses: The Company mainly considers the cost and benefit that will be received when deciding risk response, be it acceptance and continue, avoidance, mitigation / reducing, or sharing diversification.
  - Developing Portfolio View: The Company is currently using the Heat Map.
- 4) Review & Revision
- Assessing Substantial Change: The Company includes substantial change section in the Risk Register to enforce risk assessment and report.
  - Reviewing Risk and Performance: The Company reviews performance results via monthly management meetings and the risk management working team meetings to assess and comment on the risk management.
  - Improvement in Enterprise Risk Management: The Company is continually improving the risk management system to seek the system that utilizes the resources and time of the employees most efficiently.
- 5) Information, Communication, & Reporting
- Leveraging Information and Technology: The Company is developing some IT system to enhance the quality of business information collection and report. As for the risk management, the Company uses basic information technology system for risk register and report.
  - Communicating Risk Information: The Company conducts individual risk reports in an easily presentable format such as canvas, and issues yearly risk management report.
  - Reporting on Risk, Culture, and Performance: The Company reports each business unit performance result to the Executive Committee quarterly and report the progress in risk management to the Risk Management Committee quarterly.

### 3. Enterprise Risk Management Plan

In 2022, the Risk Management Committee had hired experts from Thammasat University Research and Consulting Institute (TU-RAC) as a consultant in the development of risk management process. It also arranged trainings to provide knowledge to the executives and employees. Moreover, the Company has continually developed the risk management process, tools and report to achieve the efficient system that is appropriate for business operation and internal environment of the Company. In 2023, the Company plans to continue developing the risk management system and conduct the risk assessment organization-wide, focusing on specific assessments.

### 4. Risk Factors for Business Operation

#### 4.1 Business Risk of the Company and the Business Group

##### 1) Risk from Economic Factors

The current economy is still highly uncertain, be it inflation, surging household debt, globally tensed geopolitical, or emerging pandemic. Such factors are still pressuring the economic recovery and domestic consumption. Especially, if there is an unexpected severe occurrence, it may lead to an extreme economic contraction.

Economic recovery is a significant factor to the Company's sales in advertising and marketing activation for had there been a slight economic slowdown, the clients tend to drastically reduce the marketing campaign budget. Aware of these risk factors, the Company adjusts the strategies to increase sales by adding more personnel to the sale teams, changing sale strategies and agreeing to more online content production jobs.

##### 2) Risk from Losing Concessions from Department Stores

Since the Company produces point-of-sale radio advertising at department stores, the Company needs to obtain concessions from the department stores. The concession period of each department store differs but it lasts at least one year. Thus, failing to obtain the concession for point-of-sale radio advertising at some department stores impacts the revenue directly. The Company has managed such risk by providing fixed and variable revenue share based on sales at a competitive rate, adjusting strategy to increase sales and



continuingly improving service quality. The Company also strategize to continue increasing department-store business partners.

**3) Risk from Relying on Third Party in the Supply Chain – Broadcast Equipment Supplier**

the Company currently purchases broadcast box with software for installation at department stores, from a business partner, the only one supplier. If the supplier company fails to operate or unable to provide the equipment to the Company, the Company will be affected in finding the equipment to generate sales. However, the Company has been contacting the supplier continuingly to manage risks, create good relationship and develop the capability of the broadcast box.

**4) Risk of Relying on Advertising & Marketing Agency Partners**

In point-of-sale radio advertising at department stores business, the Company's major clients, often famous brands, tend to opt for a few major advertising agencies to allocate advertising budget to several media channels. The Company thus needs to depend on the agency partners to keep high level of sales proportion. The Company has managed such risk by maintaining good relationship, providing special discount (Rebate) to agency partners, accelerating direct sales capability on other clients that may not use agency service and continuing expanding new sales opportunity.

**5) Risk from Office Relocation**

The Company plans the office relocation within 2023 to reduce the office rental and service cost. The relocation affects related expenses and allowance budgets. Taking the factor and the continuing loss into account, the Company faces a high risk of attracting and retaining capable individuals. The executives acknowledged such risk and has prepared welfare plan related to the office relocation and conducted a survey for the employees' opinion to manage the personnel risk.

**6) Risk from Data & Information Security Safety and Cyber Threats**

The Company has assessed core business technology ecosystem and found that it relied on information technology systems for broadcasting quite highly. However, the Company and its technological partners have a clear mechanism for system recovery within short time and mechanism to minimize impacts on in-store advertising quality. The Company also prepares adequate personnel and a system to protect and respond to cyber threats and reviews IT Business Continuity Plan regularly.

**7) Risk from Changing Consumer Behavior**

Nowadays consumers have changed their buying behavior: buying less from department stores and more from online shopping platform. They also spend less time shopping due to the fast-paced lifestyle. This results in declining popularity of point-of-sale radio advertising at department stores. The Company manages such risk by accelerating the development of more advertising innovation on online audio media and creating more online contents.

**8) Risk from Personal Data low level to Protection**

The Company has a risk relating to personal data protection since its clients are mostly corporate which only a few of the personal data requires their consent. Thus, the Company conduct personal data inventory, and has measures to isolate and protect the data. It also hires specialists to provide consults and position as the data protection officer.

#### **4.2 Risk of Investment of Shareholder**

##### **1) Risk from Investment Expanding in Other Business**

To reduce the risk from media business, the Company is searching for new business investment to create more sustainable earnings. It leads to both new business opportunity and the risk of loss from the investment. However, the Company has a strict system for the high value investment to be considered by the Board, sets clear success metrics for the investment project, and strictly complies to rules for the acquisition or disposition of assets of the Stock Exchange of Thailand.

##### **2) Risk from Continuing Accumulated Loss**

Having accumulated loss for a long period, the Company has a risk of tax benefits from net losses carried forward for not more than five years. Moreover, combining with market condition which interest rate is rising, the Company has limitation on the ability to borrow resulting in high financial cost since it has to mainly rely on capital from the shareholders. The Company strategy focuses mainly on income increasing and expense reduction to regain profits.

#### **4.3 Risk from Foreign Security Investment**

- None -

## Business Sustainability Development

### 1. Policy and objectives of sustainable management

The Company realizes the importance of conducting business with responsibility. Under the principles of good corporate governance and adherence to accuracy, transparency and consideration of the interests and impact on stakeholders throughout the business value chain, the Company currently has established policies, operating guidelines and sustainability management goals which will be implemented as the first year in 2022. However, the Company is committed to developing sustainability management by taking the issue of sustainability management into a comprehensive business operation and in line with the Company's business strategy both short term and long term.

In 2022, the Company announced its sustainability management policy for the first time by focusing on the business which has significantly impacted the Company's core revenues, as well as planning operations to expand the scope of sustainability management to cover all businesses that the Company continues to operate by defining guidelines for sustainability management operations as follows:

1. The Company will conduct business under good corporate governance principles and strictly comply with code of conduct.
2. Pay attention to potential impacts on stakeholders throughout the business value chain, including responsible on economic, social and environmental impacts, with integrity, transparency, fairness and respect for human rights.
3. Striving to integrate Vision, Mission and Corporate Goals, as well as guidelines to promote business sustainability.
4. Committed to improving quality of work life management, environmental management and management of safety, occupational health and working environment continuously in order to meet relevant international requirements, laws and standards.
5. To measure, evaluate the efficiency and effectiveness of sustainability of the Company as a way to establish guidelines for improving business processes to integrate sustainability practices into international standards.
6. Cultivate ideas, knowledge, understanding. To conduct sustainable business for executives and employees at all levels of the Company to raise awareness and participation in sustainability management of the Company.
7. To review, evaluate and monitor the sustainable business development operations in economic, social and corporate governance.

### Driving and Monitoring Sustainability Operations

In 2022, the Company began its sustainability work for the first year, supervised by the Human Resource, Remuneration and Corporate Governance Committee, and pushed the management to have concrete sustainability management operations. The Secretary of the Corporate Governance and Social Responsibility Committee acting as the primary coordinator and report on environmental, social and corporate governance to the Human Resource,

Remuneration and Corporate Governance Committee regularly.

This is to achieve an integrated sustainability operation. The Risk Management Committee will monitor and assess risks or other impacts related to the Company Sustainability.

## Sustainability Management Goals

### Economic:

Improve and develop operational efficiency to meet consumers' needs and the best interests of customers to create sustainable returns.

1. Commit to develop and create innovation to provide efficient service to meet the needs of customers and maximizing benefits to consumers.
2. Information security and privacy protection of customer data or service recipients through development of information systems to protect against cyber threats and protect customer personal data.
3. Effective risk management with assessment of opportunities, risks and impacts covering the Company's business value chain.
4. Conducting business under the principles of good governance, focusing on transparency, fair trade competition and business ethics.
5. Managing customer relationships to maintain high customer satisfaction levels while providing channels to receive complaints from customers or consumers who are affected by the Company's services.

### Social:

Conduct business with social and community responsibility, focus on supporting the development of quality of life and prosperity for the community, as well as giving importance on developing the potential and caring for people fairly under the principles of human rights.

1. Care and fair treatment of workers under the principles of human rights and encourage universal respect for human rights both inside and outside the organization.
2. Development of personnel to promote the development of necessary skills and ensure stability, including career progression for employees is clearly defined as a operational plan.
3. The employee's health and safety care, pay attention to managing occupational safety, occupational health and on-site environments.
4. Building good relationships with organizations, both public and private sectors, to coordinate cooperation in community development and sustainable society.

### Environmental:

Focus on the environmental impact, which is related to the Company's business operations, including its commitment to encouraging employees to have a conscience and responsibility for the environment.

1. Promote and raise awareness of the efficient use of resources to reduce carbon content from the Company's operating activities.
2. Reduce the amount of waste and promote proper waste treatment by promoting and understanding employees in the proper classification of waste, reducing usage and recycling properly.

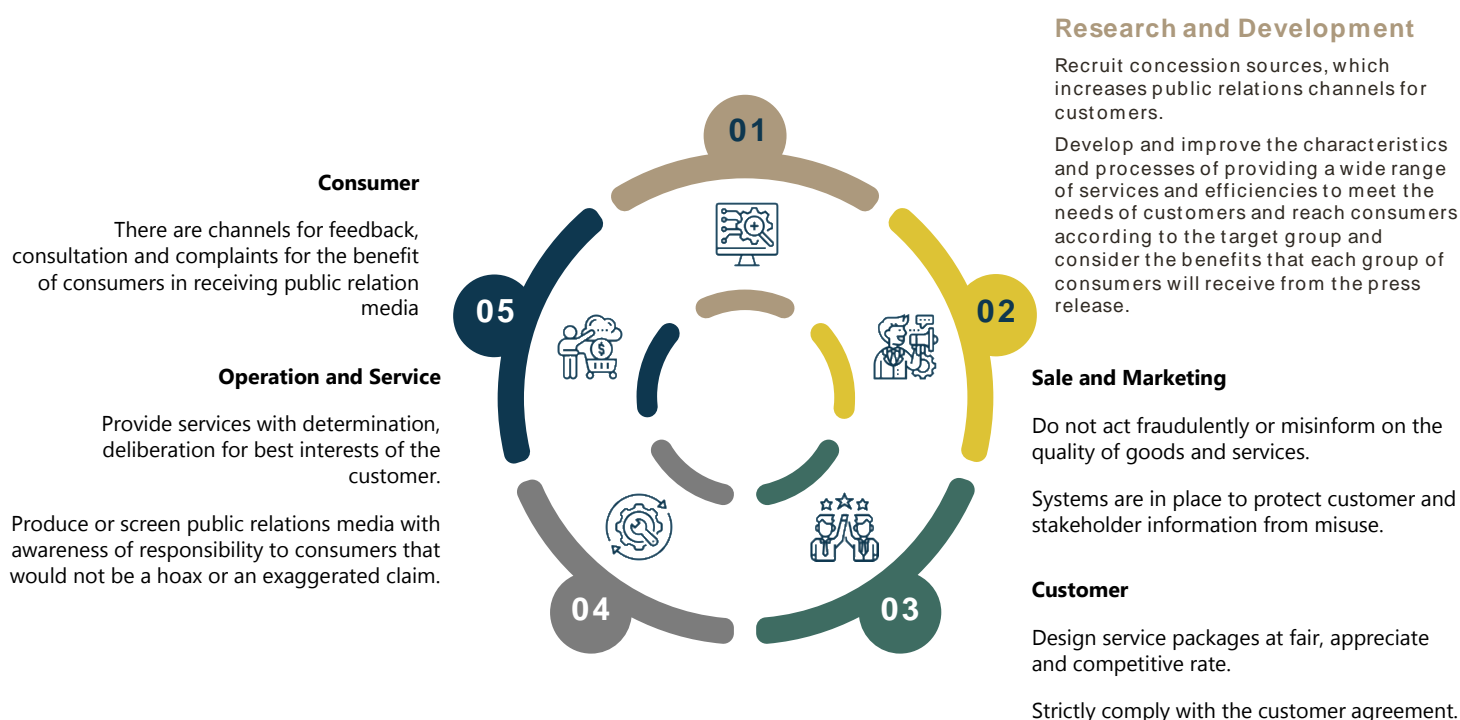
## 2. Management of impacts on stakeholders in the business value chain

### Business value chain

Supply chain management is at the core of corporate business operations. Efficient supply chain management is part of driving the competitiveness of the organization.

The Company focuses business operations on media business, innovation, technology and investment in developing business for stable and sustainable growth. However, at present, in-store radio media production business remains the main operational to generate revenue for the Company. The Company is an intermediary

between the owner of the product or service (customer) who would like to cultivate the awareness of their product or nature of their service to consumer or service recipient, to promote sales. The Company promises that it will produce radio media with the awareness of responsibility to the consumer or the recipient of the service as a priority, while also being responsible to the customer on delivering effective services and maximizing value to customer.



## Analysis of stakeholders in the business value chain

The Company gives importance to all stakeholders because it recognizes that the opinions of stakeholders have a significant stake in improving the Company's operations to be more efficient, which will build confidence among shareholders, partners, customers and stakeholders under the framework of the Company's Code of Conduct.

### Shareholders / Investors

Stakeholder Expectations	Companies' Responses	Engagement Channels
<ul style="list-style-type: none"> <li>• Increase competitiveness and, profitability, and dividend payment.</li> <li>• Management and risk management that will affect the Company's business operations both short and long term.</li> <li>• Full access to corporate governance information &amp; transparent information disclosure.</li> <li>• Disclosure of information and performance of the Company in a timely and accurate manner.</li> </ul>	<ul style="list-style-type: none"> <li>• Improve management quality &amp; strategies to compete effectively, as well as leveraging management systems using technology.</li> <li>• Analyze, monitor, and respond to short-term, long-term, and emerging risks.</li> <li>• Allow shareholders to propose comments and complaints directly to the Company.</li> <li>• Disclose information in accordance with rules &amp; regulation for listed companies.</li> </ul>	<ul style="list-style-type: none"> <li>• Annual General Meeting of Shareholders.</li> <li>• Annual Report.</li> <li>• The Company's complaint channels.</li> <li>• Contact via Company Secretary.</li> <li>• Company website.</li> </ul>

### Customer / Consumer

Stakeholder Expectations	Companies' Responses	Engagement Channels
<ul style="list-style-type: none"> <li>• Get quality products and impressive service.</li> <li>• Easy access when customers have problems.</li> </ul>	<ul style="list-style-type: none"> <li>• Conduct business in accordance with morality, ethics and business ethics.</li> </ul>	<ul style="list-style-type: none"> <li>• The Company's media such as newsletters and social media</li> <li>• Complaint channels</li> <li>• Company website</li> </ul>

Stakeholder Expectations	Companies' Responses	Engagement Channels
<ul style="list-style-type: none"> <li>• Treat customers with equality.</li> <li>• Respect human rights, no exploitation.</li> <li>• Keep confidentiality trade.</li> </ul>	<ul style="list-style-type: none"> <li>• Develop and innovate to modernize services to meet the needs of customers/consumers.</li> <li>• No deceptive or misleading information on quality of products and services.</li> <li>• There is channel for complaints. Through multiple channels</li> <li>• Adhere to the principle of treating customers with fairness, equity. Do not exploit consumers.</li> <li>• It has a customer data storage system and protects the security of the data being used incorrectly.</li> </ul>	

## Partners

Stakeholder Expectations	Companies' Responses	Engagement Channels
<ul style="list-style-type: none"> <li>• Conduct business with integrity, transparency and fairness.</li> <li>• Treat each partner equally.</li> <li>• Do not exploit partners, pay on time.</li> <li>• Be professional</li> </ul>	<ul style="list-style-type: none"> <li>• Conduct business ethics.</li> <li>• Create professionalism in business operations and good partnerships</li> <li>• Support and promote socially and environmentally responsible partners</li> <li>• Provide information to all partners equally, without prejudice, no discrimination.</li> </ul>	<ul style="list-style-type: none"> <li>• Partner registration</li> <li>• The Company's media such as newsletters and social media</li> <li>• Complaint channels</li> <li>• Company website</li> </ul>

## Employees

Stakeholder Expectations	Companies' Responses	Engagement Channels
<ul style="list-style-type: none"> <li>• Compensation, benefits &amp; welfare.</li> <li>• Career stability and income.</li> <li>• Opportunities to progress in the field.</li> <li>• Workplace Safety and Occupational Health.</li> <li>• Knowledge development.</li> <li>• Happiness at work.</li> </ul>	<ul style="list-style-type: none"> <li>• Set remuneration and benefit fairly and proportionately to the of duties &amp; responsibilities, which are regularly assessed &amp; updated.</li> <li>• Respect and protect the right to privacy and the right to express the opinions of all employees fairly.</li> <li>• Support and encourage the development of employee potential at all levels.</li> <li>• Maintain a safe working environment for the life and property of employees.</li> <li>• Complaints via Whistleblowing.</li> </ul>	<ul style="list-style-type: none"> <li>• Communication via various channels and online systems within the Company.</li> <li>• Complaint channels.</li> <li>• Company website.</li> </ul>

## Community / Society

Stakeholder Expectations	Companies' Responses	Engagement Channels
<ul style="list-style-type: none"> <li>The Company's business operations must not affect society, community and Environment.</li> <li>Receive the right amount of useful publicity media.</li> </ul>	<ul style="list-style-type: none"> <li>Conduct business with prudence and care to prevent impact to society, community and environment.</li> <li>Respect human rights and create social equality.</li> <li>Comply with laws and other requirements or related international practices.</li> </ul>	<ul style="list-style-type: none"> <li>CSR Events.</li> <li>The Company's media such as newsletters and social media.</li> </ul>

## Environment

Stakeholder Expectations	Companies' Responses	Engagement Channels
<ul style="list-style-type: none"> <li>Optional use of natural resources</li> <li>Environmental impact reduction</li> </ul>	<ul style="list-style-type: none"> <li>Encourage activities or projects that help society and keep the environment in line with business.</li> <li>Promote and raise awareness of the efficient use of resources to reduce carbon footprint of the Company's operating activities.</li> <li>Proper waste management within the Company.</li> </ul>	<ul style="list-style-type: none"> <li>Social and Environmental Activities.</li> <li>The Company's media such as newsletters and social media.</li> </ul>

## Creditor

Stakeholder Expectations	Companies' Responses	Engagement Channels
<ul style="list-style-type: none"> <li>Receive on-time payment and comply with agreed term.</li> <li>Financial reporting in a transparent and auditable manner.</li> </ul>	<ul style="list-style-type: none"> <li>Strictly comply with conditions and/or contracts.</li> <li>Do not use fraudulent means or conceal any important facts that may cause damage to creditors.</li> </ul>	<ul style="list-style-type: none"> <li>Online and offline communication channels.</li> </ul>

## Competitor

Stakeholder Expectations	Companies' Responses	Engagement Channels
<ul style="list-style-type: none"> <li>Behave within the rules of good competition and good faith.</li> </ul>	<ul style="list-style-type: none"> <li>Act within good competition rules and related laws, as well as not exploit competitors in unlawful ways.</li> <li>Do not damage the reputation of commercial competitors by making malicious accusations, not attacking competitors without truthful information.</li> </ul>	<ul style="list-style-type: none"> <li>Complaint channels.</li> </ul>



### 3. Management of environmental sustainability

#### Environmental Policy and guidelines

The Company pays attention to the environmental impact related to its business operations with a determination to encourage employees to have a conscience on responsibility towards the environment. The Company defines the guidelines for community, society and the environment treatment as follows:

1. Raise awareness about responsibility towards the environment and natural resources for all-level employees.
2. Encourage and raise awareness about efficient resources usage to reduce the

amount of carbon from the Company's operation.

3. Reduce the amount of waste and encourage proper waste management by supporting and creating understanding among the employees about the correct way of waste segregation, usage reduction, and recycling.
4. Support the sharing of environmental information and various activities beneficial to the environment, both inside and outside the country, including regularly participating in activities to create awareness on environmental impacts.

#### Environmental operating results

Although company's business nature does not have a direct impact on the environment or causing obvious pollution, the Company always values and pays attention to environmental issues. The Company is aware of the world climate change and the effects on all people's life. Thus, it continuously encourages and raise the employees' awareness on environmental responsibility. The Company operates the environmental management with the purpose to promote natural resource usage reduction and reuse, including seeking alternative materials or method to help lower resource usage and using material and equipment to reduce the global warming.

- 1) Energy Management** Since the Company's operating site is an office building where it needs electricity to illuminate the work area, air conditioner and various office electrical devices. The Company encourages the employees to be aware of the value of the energy and use it appropriately and necessarily in work performing. However, in 2022 the Company had Work from Home policy to help lower the risk for the employees during the Covid-19 pandemic. This had caused the amount of energy use in the year to be lower, compared to the normal operating period. In 2023, the Company aims to reduce the amount of electricity in office by at least 5% compared to the energy

consumption during the normal operating period.

- 2) Water Management** Similar to energy management, the Company has raised the employees' awareness on water saving and also arranged inspected the office's water system regularly to ensure there was no water leakage.

- 3) Waste and Pollution Management** the Company encourages the employees to be conscious when taking out the trash. Raising the employees' awareness and knowledge about the office waste management, complying with international guidelines, it aims to reduce the amount of waste affecting the environment which cause pollution and diseases in the office. The Company encourages the employees to learn waste sorting system into food, plastic, and paper clearly categories at labeled disposal point.

- 4) Greenhouse Gas Issue Management** Give importance to management to reduce greenhouse gas problems. The business activity that generates the highest amount of greenhouse gas emissions was the use of electricity in the office and its air conditioners. The Company therefore performs regular air con maintenance according to the energy conservation plan and set goal to reduce the use of electricity from the previous year.



However, in 2022, the Company has not gathered quantity of greenhouse gas emissions since most of the operations are performed at the employees' residences ("Work from Home"). However, the Company

has prepared a sustainability action plan, which incorporates reduction of greenhouse gas emissions, to be implemented in 2023 for the first year.

#### 4. Social sustainability management

##### Social policy and guidelines

The Company values the respect for human rights, equality, fair treatment of employees and prioritize the safety of the community and society, which are related to the Company's operations. It has established related guidelines as part of the Corporate Governance Policy and Code of Conduct to which employees at all levels must adhere and strictly follow. The summarized practice guidelines are:

##### 1) Respect of Human Rights

The Company commits to the human rights basis as the principle of working together. All employees must respect human rights principles, care for labor practices and respect for human rights fairly and equally without discrimination, in terms of employment compensation, promotion and staff training and development without bias on gender, age, educational background, race and religion. The Company support hiring the underprivileged groups such as disabled, elderly, ex-convict to create opportunities, career and stable income and as a part to achieve the Sustainable Development Goals (SDGs) of the country and the world. Such act was defined as a policy and guideline for all employees to follow. (Full-version guidelines available on the Company's website: <https://www.dv8.co.th/corporate-governance>)

##### 2) Fair Treatment to Labor

The Company is well aware of the value of its employee as the important factor for the Company's achievement. Thus, it is the Company's commitment to treat the employee based on human rights basis and not against the law, by focusing on the employees' need to enhance their skills, stability, and professional growth. Such act was established as the treatment to employee policy and guideline: Safety, Occupational Health and Environment Policy, Remuneration, Compensation and Well-fair Management Policy and Employee

Development and Treatment Policy. (Full-version guideline available on the Company's website: <https://www.dv8.co.th/corporate-governance>)

##### 3) Responsibility to Consumer

The Company is committed to delivering efficient services that satisfy and provide highest benefit to the customers. Such act was established as the treatment to customer guideline: (Full-version guideline available on the Company's website <https://www.dv8.co.th/corporate-governance>)

- o Develop and create innovation to obtain up-to-date service that meets people's needs.
- o Perform no deceptive action or misleading product and service information.
- o Set customer/related person data storage system and protect information security from misuse.
- o Create a channel for receiving suggestions, complaints and giving advice to satisfy and provide highest benefit to the clients.

##### 4) Development of Community or Society

The Company values the community and society's safety and is committed to encouraging the employees to be aware and responsible for the community and society. It also supports the development of living quality and prosperity of the community. Such act was established as the treatment to community, society and environment guideline: (Full-version guideline available on the Company's website <https://www.dv8.co.th/corporate-governance>)

- o Take responsibility and provide appropriate assistance to society and communities, considering the culture and local customs in the area.

- o Arrange or participate in activities to contribute to the community and society regularly.
- o Build good relationships with organizations, both government and

private sectors, to cooperate in community and society sustainable development.

- o Create a conscience for social and community responsibility for all-level employees.

## Social operating results

The Company strictly complies to the policies and guideline for treatment to employees, customers, and communities. In 2022, it has performed the following activities.

- 1) Due to the Covid-19 pandemic in the previous year, the Company's operating has adapted, allowing the employees to work from home. The Company thus collected online training courses regarding the working skills enhancement and the skills training that can be developed to create additional income for the employees. 100% of the employees can participate in the training via online channel if they are willing to.
- 2) In 2022, there was no injuring incident resulting in employees leave.
- 3) For the last 3 years, the Company has no labor dispute.
- 4) In 2022, there was no complaint from the consumers or clients regarding the service and claiming or exaggerating advertising production. There was also no illegal conduct or violation of regulations regarding the Company's operation.
- 5) The Company continuously promotes and supports activities for the benefit of society. Especially responding to the needs of the community that will create value for the community and society. In 2022, the Company travels to enhance, education technology and promote education for

students who behave well and have good grades in two school, namely Pong Pattana Wittayakhom School and Ban Pua School, Pong District, Phayao Province on June 23-24, 2022.



- 6) The Company operates with community and social-responsible mindset, emphasizing on lowering the impact on the environment and avoiding operating business that might negatively affect the living quality of the community. In 2022, there was no complaint regarding social and environmental issue from the community or the people outside the Company.

## Management Discussion and Analysis: MD&A

### 1. Operation, financial condition and material changes

#### Revenues

In 2022, the Company and its subsidiaries (the Company) has operational income and other income totaling Baht 265.06 million (MB), increasing from 204.42 MB of the previous year by 60.63 MB or 29.66%, which composed of followings:

**Revenue from Advertising Media**, the Company had advertising media revenue of 113.94 MB in 2022, increased from 101.99 MB. An increase of 11.95 MB or 11.72% was because that the Company sold more advertising media at point-of-sale than the previous year that was still affected by the COVID-19 pandemic.

**Revenue from Sales**, the Company's sales in 2022 amounted to 103.18 MB, increase from 79.66 MB last year. An increase of 23.52 MB or 29.53% was due to the increase in revenue from the sale of LED display monitors to the Office of the Permanent Secretary of the Ministry of Interior under Public Awareness Project with Smart Signage.

**Revenue from Construction Works**, in 2020, the Company signed a joint venture agreement with Delighting International Co., Ltd. and used the name DCORP-DLI Joint Venture for electronic tender according to the announcement of the Office of the Permanent Secretary of the Ministry of Interior. When the joint venture won the bidding, the plan and procedures for the construction of digital signage under the project for 76 provinces were submitted to the Parcel Inspection Committee. Upon approval, the joint venture entered into a sign construction contract in 2020 and started construction in 2021, which the Company had construction revenue of 14.61 MB. In 2022, the Company had revenue of 42.90 MB. The increase of 28.29 MB or 193.74% due to the increase in proportion of work completion over the previous year.

**Gain from Sale of Investment in Associated Companies** amounted to 2.76 MB since in 2022, the Company sold its investment in Revolution of Digital Employee Experience Co. Ltd., which operates application services business for corporate management.

**Other income** in 2022 was 2.28 MB, decreasing 5.89 MB or 72.11% from 8.17 MB last year. The other income from normal operations mainly consists of interest income from fixed deposits with financial institutions. In 2022, the gain from asset disposals and other income has decreased.

## Cost

In 2022, the Company had a total cost of 215.48 MB. An increase of 44.46 MB or 25.99% from 171.03 MB last year, of which total cost in 2022 consisted of Advertising Cost 90.21 MB, Cost of Sales 93.48 MB and the Construction Cost 31.79 MB of which according to proportion of work completion as already mentioned above.

## Expenditure

**Administrative expenses** 34.01 MB, decreased of 9.87 MB or 22.49% from 43.87 MB last year. This was mainly due to the Company organizational restructure resulting in lower employee-related expenses.

**Executive remuneration** 20.19 MB, decreased of 6.96 MB or 25.65% from 27.15 MB last year. In 2022, there was new organizational structure to support the Company's operational plans, thus reducing the expenses on the part of the management.

**Financial costs** 1.09 MB, decreased of 0.94 MB or 46.19% from 2.03 MB last year, due to the recognition of finance costs according to the contract period.

**Share of Loss in Associated companies** 0.28 MB, decreased of 1.98 MB or 85.97% from 1.70 MB. In 2022, the Company sold its investment in Revolution of Digital Employee Experience Co., Ltd., thereby decreasing its share of losses in associated companies.

## Results

The Company had a net loss of 13.37 MB. The net loss included profit from non-controlling interests of 0.94 MB. The net loss attributable to the parent company was 14.31 MB. Loss decreased from the previous year by 33.07 MB or 69.79% due to the performance of the Company as mentioned above.

## Financial Position

### Assets

The Company has total assets in 2022 amounted to 517.79 MB, a decrease of 18.75 MB or 3.49% from 536.54 MB last year. The Company's assets at the end of 2022 comprise current assets of 78.80% and non-current assets of 21.20%. Details of major assets can be summarized as follows:

**Trade account receivables and Other current receivables** amounted to 94.78 MB. A decrease of 33.01 MB or 25.83% from the previous year, which amounted to 127.79 MB. Trade accounts receivables are mainly incurred from advertising media revenue while for other receivables for operations mainly consisted of VAT pending refund, accrued income and prepaid expenses

**Assets arising from Contracts incurred in 2022** amounted to 86.87 MB. This is due to the construction works of Public Awareness Project with Smart Signage, which have not yet charged back to the Office of the Permanent Secretary of the Ministry of Interior. There was an increase of 49.23 MB or

130.79% increase from last year, which amounted to 37.64 MB, due to an increase in the proportion of work completion.

**Inventories in 2022** consisted of products made from Hinoki wood 0.22 MB. But in 2021, undelivered LED display monitor components were included, then the total inventories of last year amounted to 17.91 MB. As a result, inventories in 2022 decreased by 17.69 MB or 98.79% from last year, due to the Company having already delivered LED display monitors to the Office of the Permanent Secretary of the Ministry of Interior.

**Other current financial assets** amounted to 100.00 MB. A decrease of 60.00 MB or 37.50% from last year, which amounted to 160.00 MB, due to the Company managed fixed deposits to be used as working capital.

**Investment in associated companies**, in 2021, the Company had invested 4.02 MB in Revolution of Digital Employee Experience Co., Ltd. to provide services related to enterprise management applications, which the Company has already sold its investment in 2022.

**Leasehold Improvement, Furnishings and Equipment** 25.28 MB, an increase of 18.40 MB or 37.42% from last year. Since the Company increased point of sales in more department stores to sell advertising medias, therefore, it is necessary to install more equipment to broadcast.

**Lease assets** at the end of 2022 amounted to 2.61 MB. Decrease of 19.12 MB from last year. This was an asset arising from the consideration of leases in accordance with Financial Reporting Standard No.16, which has been in practice since 2022.

**Other non-current assets** amounted to 14.56 MB. An increase of 3.40 MB or 30.45% from last year, which amounted to 11.16 MB. mainly due to the increase of withholding tax.

### **Total Liabilities**

The Company had total liabilities in 2022 of 74.00 MB. A decrease of 5.37 MB or 6.77% from 79.37 MB last year. The Company's liabilities at the end of 2022 consisted of current liabilities of 91.52% and non-current liabilities of 8.48%. Details of liabilities can be summarized as follows:

**Trade accounts payables and other current accounts payables** amounted to 50.55 MB. An increase of 21.86 MB, or 76.21% from 28.69 MB last year. The majority of trade creditors are due to the business of advertising media, and other revolving creditors consist of accrued expenses, unpaid sales tax, other creditors, and advance income.

**Liabilities arising from contracts** amounted to 13.09 MB. A decrease of 12.68 MB or 49.20% from 25.77 MB last year, due to the gradual elimination of advance payments from the Office of the Permanent Secretary of the Ministry of Interior when the work was delivered for Public Awareness Project with Smart Signage.

**Lease liabilities** amounted to 0.05 MB. A decrease of 18.77 MB or 99.76% from 18.82 MB last year. Such liabilities arise as a result of the consideration of leases in accordance with Financial Reporting Standard No.16, which has been in practice since 2020, and in 2022 has considered a reduction in the duration of leases.

## **Liquidity**

### **Cash flow**

The Company had cash and cash equivalents as of December 31, 2022 amounting to 121.30 MB. An increase from the end of 2021 was 54.31 MB Details of the source and use of cash are as follows:

**Net cash derived from operating activities** was 4.03 MB. This is mainly due to an increase in assets arising from contracts, trade creditors and other current creditors, and a decrease in trade receivables and other current receivables.

**Net cash derived from investment activities** was 52.58 MB. This is mainly due to a decrease in other current financial assets.

**Net cash used from financing activities** was (2.3) MB. This is mainly due to cash payments on financial leases.

### **Liquidity Ratio**

The Company's liquidity ratio in 2021-2022 was 7.46 times and 6.02 times, respectively. The Company has decreased current assets in respect of inventories, accounts receivable and other current receivables, and increased current liabilities in respect of trade creditors and other current creditors. If there are external factors, the Company cannot be carried out as normally as in the past. Nevertheless, the Company still has liquidity in its operations as the Company has sufficient current assets to repay its current debts at the liquidity rate as initially mentioned.

## **2. Factors or events that may significantly affect financial position or operations in the future**

Due to the economic situation of the country and the Covid-19 pandemic, may affect the Company's revenue in future operations. As its main business is the sale of advertising media at the point of sale in department stores. If there is a decrease in consumers at various points of sale, whether it comes from the country's economic conditions, which results in consumers being more cautious in their spending or

measures to control the spread of COVID-19 from the government, it may result in partners who want to advertise their products through advertising media at the point of sale to consider the benefits that will be obtained through advertising and then reducing the purchase of advertising media business segment. In this regard, the Company has planned operations to increase revenue in business segments by organizing more activities and event through online channels such as Meet & Greet activities, producing series through online channels and cooperate with production partners activities through online channels as well as considering and studying the possibility of new businesses to further enhance revenues of the Company's core business.



### 3. Key Financial Information & Ratio

#### Key Financial Ratios

	2020	2021	2022
<b>LIQUIDITY RATIO</b>			
Current Ratio (times)	5.53	7.46	6.02
Quick Ratio (times)	4.96	6.46	4.74
Cash Flow Liquidity Ratio (times)	(0.81)	(0.61)	0.07
Account Receivable Turnover (times)	1.41	1.38	2.34
Average Collection Period (days)	258	264	156
Inventory Turnover (times)	4.25	3.24	3.02
Average Sale Period (days)	86	113	121
Account Payable Turnover (times)	4.83	4.67	5.44
Average Payment Period (days)	76	78	67
Cash Cycle (days)	268	299	210
<b>PROFITABILITY RATIO (%)</b>			
Gross Profit Margin	25.13	12.57	17.13
Operating Profit Margin	1.01	(23.18)	(4.62)
Other Revenue to Revenue Ratio	19.28	4.51	1.94
Operating Cash Flows to Operating Profit Ratio	(2,932.19)	95.88	(33.56)
Net Profit Margin	0.55	(23.18)	(5.40)
Return on Equity	0.24	(9.87)	(3.18)
<b>EFFICIENCY RATIO</b>			
Return on Assets (%)	0.20	(8.24)	(2.72)
Return on Fixed Assets (%)	28.18	(25.20)	(0.98)
Assets Turnover (times)	0.31	0.34	0.49
<b>FINANCIAL POLICY RATIO</b>			
Debt to Equity Ratio (times)	0.22	0.17	0.17
Interest Coverage Ratio (time)	14.61	(13.75)	2.08
Debt to EBITDA (times)	0.92	(0.75)	2.30
Debt Service Coverage Ratio (Cash basis) (time)	20.53	(22.17)	0.61
Dividend Payout Ratio (%)	-	-	-



## Consolidated financial statements

### STATEMENTS OF FINANCIAL POSITION

	2020		2021		2022	
	MB	%	MB	%	MB	%
<b>ASSETS</b>						
<b>Current assets</b>						
Cash and cash equivalents	271.95	44.32	66.99	12.49	121.30	23.43
Trade and other current receivables, net	155.28	25.31	127.79	23.82	94.78	18.30
Contract assets	-	-	37.64	7.02	86.87	16.78
Inventories	49.90	8.13	17.91	3.34	0.22	0.04
Other current financial assets - net	-	-	160.00	29.82	100.00	19.31
Current tax assets	2.46	0.40	3.48	0.65	3.18	0.61
Other current assets	1.31	0.21	1.66	0.31	1.70	0.33
<b>Total current assets</b>	<b>480.90</b>	<b>78.37</b>	<b>415.46</b>	<b>77.43</b>	<b>408.04</b>	<b>78.80</b>
<b>Non-current assets</b>						
Deposits pledged as collateral	60.25	9.82	60.42	11.26	60.70	11.72
Investments in associates - net	-	-	4.02	0.75	-	-
Improvement of rental building, Furniture and equipment - net	27.37	4.46	18.40	3.43	25.28	4.88
Right of use assets - net	20.56	3.35	19.12	3.56	2.61	0.50
Intangible asset - net	16.01	2.61	7.96	1.48	6.59	1.27
Other non-current assets - net	8.51	1.39	11.16	2.08	14.56	2.81
<b>Total non-current assets</b>	<b>132.70</b>	<b>21.63</b>	<b>121.07</b>	<b>22.57</b>	<b>109.74</b>	<b>21.20</b>
<b>TOTAL ASSETS</b>	<b>613.60</b>	<b>100.00</b>	<b>536.53</b>	<b>100.00</b>	<b>517.79</b>	<b>100.00</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>						
<b>Current liabilities</b>						
Trade and other current payables	44.57	7.26	28.69	5.35	50.55	9.76
Contract liabilities	41.21	6.72	25.77	4.80	13.09	2.53
Current portion of lease liabilities - net	1.18	0.19	1.26	0.23	3.70	0.71
Accrued corporate income tax	-	-	-	-	0.39	0.08
<b>Total current liabilities</b>	<b>86.97</b>	<b>14.17</b>	<b>55.71</b>	<b>10.38</b>	<b>67.73</b>	<b>13.08</b>
<b>Non-current liabilities</b>						
Lease liabilities - net	20.08	3.27	18.82	3.51	0.04	0.01
Non-current provisions for employee benefit	1.20	0.20	0.85	0.16	1.46	0.28
Other non-current liabilities	2.83	0.46	3.99	0.74	4.77	0.92
<b>Total non-current liabilities</b>	<b>24.11</b>	<b>3.93</b>	<b>23.66</b>	<b>4.41</b>	<b>6.27</b>	<b>1.21</b>
<b>TOTAL LIABILITIES</b>	<b>111.08</b>	<b>18.10</b>	<b>79.37</b>	<b>14.79</b>	<b>74.00</b>	<b>14.29</b>

	2020		2021		2022	
	MB	%	MB	%	MB	%
<b>SHAREHOLDERS' EQUITY</b>						
Share capital						
Registered						
1,430,416,192 common shares of 1.00 each	1,430.42	233.12	1,430.42	266.60	1,430.42	276.26
Issued and paid-up						
1,430,416,192 common shares of 1.00 each	1,430.42	233.12	1,430.42	266.60	1,430.42	276.26
Share premium	1,487.41	242.41	1,487.41	277.23	1,487.41	287.26
Share discount	(461.10)	(75.15)	(461.10)	(85.94)	(461.10)	(89.05)
Share discount for convertible debts	(6.60)	(1.08)	(6.60)	(1.23)	(6.60)	(1.27)
Retained earnings (Deficit)						
Appropriated - statutory reserve	13.00	2.12	13.00	2.42	13.00	2.51
Unappropriated	(1,974.87)	(321.85)	(2,020.99)	(376.68)	(2,035.31)	(393.08)
<b>Total shareholders' equity attributable to owners of the Company</b>	<b>488.25</b>	<b>79.57</b>	<b>442.13</b>	<b>82.41</b>	<b>427.82</b>	<b>82.62</b>
Non-controlling interests	14.27	2.33	15.03	2.80	15.97	3.08
<b>TOTAL SHAREHOLDERS' EQUITY</b>	<b>502.52</b>	<b>81.90</b>	<b>457.16</b>	<b>85.21</b>	<b>443.79</b>	<b>85.71</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>613.60</b>	<b>100.00</b>	<b>536.53</b>	<b>100.00</b>	<b>517.79</b>	<b>100.00</b>

## STATEMENTS OF COMPREHENSIVE INCOME

	2020		2021		2022	
	MB	%	MB	%	MB	%
<b>REVENUE</b>						
Revenue from Advertising Media	126.98	71.94	101.99	51.97	113.94	43.82
Revenue from Sales	49.53	28.06	79.66	40.59	103.18	39.68
Revenue from Construction	-	-	14.60	7.44	42.90	16.50
<b>Total revenues</b>	<b>176.51</b>	<b>100.00</b>	<b>196.25</b>	<b>100.00</b>	<b>260.02</b>	<b>100.00</b>
<b>COST</b>						
Cost of Advertising Media	(81.25)	(46.03)	(88.43)	(45.06)	(90.21)	(34.70)
Cost of Sales	(50.91)	(28.84)	(71.49)	(36.43)	(93.48)	(35.95)
Cost of Construction	-	-	(11.11)	(5.66)	(31.79)	(12.23)
<b>Total costs</b>	<b>(132.16)</b>	<b>(74.87)</b>	<b>(171.03)</b>	<b>(87.15)</b>	<b>(215.48)</b>	<b>(82.87)</b>
<b>Gross profit GROSS PROFIT</b>	<b>44.35</b>	<b>25.13</b>	<b>25.22</b>	<b>12.85</b>	<b>44.53</b>	<b>17.13</b>
Gain from sales of other long-term investments	14.00	7.93	-	-	-	-
Profit from disposal of investment in associated company	-	-	-	-	2.76	1.06
Other incomes	20.03	11.35	8.17	4.16	2.28	0.88
<b>Operating profit</b>	<b>78.38</b>	<b>44.41</b>	<b>33.40</b>	<b>17.02</b>	<b>49.57</b>	<b>19.07</b>
Selling and servicing expenses	-	-	(3.70)	(1.89)	(6.02)	(2.32)
Administrative expenses	(56.73)	(32.14)	(43.87)	(22.36)	(34.01)	(13.08)
Losses from Dissolution of a Subsidiary	(0.50)	(0.28)	-	-	-	-
Loss on impairment of investment in associated companies	(0.11)	(0.06)	-	-	-	-
Executive Compensation	(17.60)	(9.97)	(27.15)	(13.83)	(20.19)	(7.76)
Financial cost	(1.66)	(0.94)	(2.03)	(1.03)	(1.09)	(0.42)
Share of loss in associates	-	-	(1.98)	(1.01)	(0.28)	(0.11)
<b>Total expenses</b>	<b>(76.60)</b>	<b>(43.40)</b>	<b>(78.73)</b>	<b>(40.12)</b>	<b>(61.58)</b>	<b>(23.68)</b>
Profit (loss) before income tax expense	1.78	1.01	(45.34)	(23.10)	(12.01)	(4.62)
Income tax expense	(0.34)	(0.19)	(1.29)	(0.66)	(1.36)	(0.52)
<b>Net profit (loss) for the years</b>	<b>1.44</b>	<b>0.81</b>	<b>(46.63)</b>	<b>(23.76)</b>	<b>(13.37)</b>	<b>(5.14)</b>

## STATEMENTS OF COMPREHENSIVE INCOME

	2020		2021		2022	
	MB	%	MB	MB	%	MB
<b>Other comprehensive income (expense) for the years</b>						
<b>Components of other comprehensive income that will not be reclassified to profit or loss subsequently</b>						
Profit on remeasurements of defined employee benefits	0.06	0.04	1.26	0.64	-	-
<b>Profit (loss) for the years</b>	<b>1.50</b>	<b>0.85</b>	<b>(45.37)</b>	<b>(23.12)</b>	<b>(13.37)</b>	<b>(5.14)</b>
<b>Loss sharing</b>						
Owners of the Company	1.16	0.66	(47.38)	(24.14)	(14.32)	(5.51)
Non-controlling interests	0.27	0.15	0.75	0.38	0.94	0.36
<b>Total profit (loss) for the years</b>	<b>1.44</b>	<b>0.81</b>	<b>(46.63)</b>	<b>(23.76)</b>	<b>(13.37)</b>	<b>(5.14)</b>
<b>Comprehensive income (expense) attributable to:</b>						
Owners of the Company	1.23	0.70	(46.12)	(23.50)	(14.32)	(5.51)
Non-controlling interests	0.27	0.15	0.75	0.38	0.94	0.36
<b>Total profit (loss) for the years</b>	<b>1.50</b>	<b>0.85</b>	<b>(45.37)</b>	<b>(23.12)</b>	<b>(13.37)</b>	<b>(5.14)</b>
<b>Basic profit (loss) per share ( per share)</b>	<b>0.001</b>		<b>(0.033)</b>		<b>(0.010)</b>	

## General Information and Other Material Facts

### 1. General Information

<b>DV8 public Company Limited</b>  	Symbol	: DV8
	Type of Operation	: To supply, produce and/or co-produce media and advertising at the point of sale / organize event / online production
	Head Office Location	: 191/43 CPI Tower, 21st Floor, Ratchadapisek Road, Klong Toey Sub-District, Khlong Toey District, Bangkok
	Telephone	: +66 2204 2601
	Facsimile	: +66 2204 2616
	Website	: www.dv8.co.th
	Company Registration No.:	0107537002109
	Authorized Capital	: THB 1,430,416,192
	Paid-up Capital	: THB 1,430,416,192
	Type of Securities	: Common Stock
	Number of paid- up stock:	1,430,416,192 shares
	Par value	: Baht 1 per share

In this regard, on January 27, 2023, the Extraordinary General Meeting of Shareholders No. 1/2023 resolved to approve the consolidation of the share value and the reduction of the par value. As a result, the Company has a registered capital and paid-up capital of 429,124,857.60 baht, consisting of 715,208,096 ordinary shares with a par value of 0.60 baht per share (registered capital after the Company has registered the reduction of registered capital and paid-up capital with the Department of Business Development. Ministry of Commerce finished which is expected to be completed by April 12, 2023)

### Reference Data

#### Securities Registrar

Thailand Securities Depository Co., Ltd.  
93 The Stock Exchange of Thailand Building,  
Ratchadapisek Road, Dindaeng, Bangkok 10400

#### Auditor

AMC Office Company Limited  
19th Floor, Unit 4, Silom Complex Building, 191  
Silom Road, Silom, Bangrak, Bangkok 10500

### 2. Other Material Facts

- None -

## Legal Disputes

Summary of the status of litigation between the Company and/or its subsidiaries underway as of December 31, 2022

### 1) Muse Group Bangkok Co., Ltd. - Defendant

Status as of report date	It's pending by the Supreme Court
Litigation Start Date	January 8, 2015
History	<ul style="list-style-type: none"> <li>○ Muse Group Bangkok Co., Ltd. is a debtor under the contract to operate the European Thailand Classic Golf Program, since the tournament ended in February 2015, Muse Group Bangkok Co., Ltd. has only partially settled to the Company and has been deflecting the repayment of the remaining debt.</li> <li>○ The Company filed a lawsuit against Muse Group Bangkok Co., Ltd. as a defendant in Bangkok South Civil Court under the contract to run the Thai Classic Golf Tournament. Total litigation capital of Baht 113,574,762.20</li> <li>○ On November 27, 2017, the Court of Justice ruled that the defendants should pay Baht 18,253,248.40 with interest rates of 7.5% per annum from the following June 15, 2015 until the payment is completed to the plaintiff. Customary fees to be folded</li> <li>○ Both parties have filed an appeal against the judgement of the Court of First Instance.</li> <li>○ On March 25, 2019, the Bangkok South Civil Court read the appeals court's decision to "sentence the defendant to pay Baht 57,201,682.21 with interest rate of 7.5% per annum from July 14, 2016 onwards until the payment is completed to the plaintiff. The customary fees in the appeal stage to be folded."</li> <li>○ On October 25, 2022, The Civil Court of Southern Bangkok read the verdict of the Supreme Court, "the judgment upheld the Appeal Court."</li> </ul>

## 2) 94 Entertainment Co., Ltd. – Defendant

Status as of report date	In the process of execution in the enforcement class. – The Enforcement Officer has proceeded to seize assets at the defendant's office and it appeared that the defendant's company did not have any assets.
Litigation Start Date	December 8, 2016
History	<ul style="list-style-type: none"> <li>○ 94 Entertainment Co., Ltd. is a co-production contractor owed a total of approximately Baht 40 million for co-production. The Company later terminated the contract, cut the broadcast signal, and called on 94 Entertainment Co., Ltd. to repay all debts.</li> <li>○ July 1, 2015: 94 Entertainment Co., Ltd. has contacted for negotiations and has agreed to a debt restructuring contract and accepted debt conditions, but the debtor has paid only three installments (totaling Baht 1.5 million) and defaulted.</li> <li>○ December 8, 2016: The Company filed a lawsuit against 94 Entertainment Co., Ltd. With the Civil Court, total capital litigation of Baht 44,418,907.18, Black case No. 5872/2559.</li> <li>○ May 15, 2017: The court had a verdict under the compromise agreement. The defendant agreed to repay the principal amount to the plaintiff of Baht 39,304,000, agreeing to complete the payment within 3 years, starting the first payment by August 10, 2017 onwards. If default, the plaintiff can fully enforce the case according to the lawsuit, with the payment details. as follows <ul style="list-style-type: none"> <li>1st year    payment not less than    Baht    500,000 per month</li> <li>2nd year    pay not less than                Baht    700,000 per month</li> <li>3rd year    payment not less than    Baht    1,000,000 per month</li> </ul> </li> <li>○ After 94 Entertainment Co., Ltd. defaulted on the debt, the Company issued a warrant for execution and proceeded with the investigation to enforce the case, but no assets were found.</li> <li>○ The Company filed a request for a warrant to set up a law Enforcement Officer to the court. Further inspecting the defendant's assets, no assets were found to be seized or enforced.</li> <li>○ September 23, 2020: The Company filed a petition with the Legal Execution Department to seize the debtor's assets, setting a date for seizure and attachment on February 17, 2021.</li> <li>○ February 17 In 2021, the Enforcement Officer was brought into foreclosure at the defendant's office, it turned out. The defendant moved out of the said office. The Enforcement Officer then refrained from the execution action.</li> <li>○ Proceed property investigation until the end of the time period for the Company to enforce the order against the defendant.</li> </ul>



### 3) Media Agency Thai Co., Ltd. – Defendant

Status as of report date	In the process of execution - to bring the Enforcement Officer to pursue the assets of the defendant or debtor according to the judgment at the Company's office.
Litigation Start Date	September 21, 2017
History	<ul style="list-style-type: none"> <li>Media Agency Thai Co., Ltd. is a contractual debtor to purchase airtime management rights, and the debtor is unable to fulfill the contract. The debtor later requested a debt reconciliation with the Company by agreeing to a contract to determine how to pay the debt. Under the contract to purchase the rights to the broadcast time management, that is, the debtor agrees to repay the Company in accordance with the purchase agreement for the broadcast time management rights, bringing the advertising rights to the broadcast time of European golf to pay the debt. When advertising can be sold, and one part of (approximately Baht 93.5 Million) has entered into a debt restructuring agreement. However, after entering into a contract, the debtor defaulted, was unable to pay the debt according to the contract, the Company has followed up with the inquiry, but the debtor did not have a clear guideline for resolving the debt.</li> </ul>
History (continued)	<ul style="list-style-type: none"> <li>September 21, 2017, the Company filed a debtor lawsuit with Thonburi Civil Court for Black case No. 1726/2560 with a total litigation capital lawsuit of Baht 323,296,077.43.</li> <li>July 16, 2018, the Court ruled that the defendants should pay Baht 314,995,077.20 with interest at the rate of 12% per annum of the principal of Baht 243,362,657.56 from June 30, 2017, and to pay interest at the rate of 7.5% per annum of the principal of 68,756,301.30 Baht from the following date of the indictment (filed on September 21, 2017) until the payment is completed to the plaintiff and the defendant shall pay the customary fees on behalf of the plaintiff by setting a lawyer fee of Baht 10,000. The court fee, to be used in place of the plaintiff wins the case.</li> <li>In this case, the defendant did not file an appeal, the case to the end, the Company issued a warrant for enforcement and proceeded with the investigation of the defendant. The defendant was found to no longer operate in any business.</li> <li>The Company filed a request to appoint an Enforcement Officer to the court.</li> <li>April 25, 2021: Enforcement Officers postponed foreclosure indefinitely due to COVID-19 situation.</li> <li>Submit a notification to the enforcement officer to fix the date to seize the defendant's property.</li> </ul>

#### 4) **MIC Broadcast co., Ltd. – Defendant**

Status as of report date	In the process of execution.
Litigation Start Date	December 28, 2017
History	<p>The Company has filed 3 lawsuits against this debtor, arising from different debts as follows.</p> <p>Case 1: File a lawsuit against the debtor under the co-production contract with the civil court. The total litigation amounted to Baht 1,024,774.96 on December 28, 2017. The court ordered that the defendants were absent from the plea and absent the hearing and let the plaintiffs bring witnesses to the unilateral investigation.</p> <p>The court later sentenced the Company to win the case and to get paid the full debt according to the lawsuit.</p> <ul style="list-style-type: none"> <li>– Additional checks of the defendant's assets. No assets were found to be seized, frozen or enforced.</li> <li>– The Company filed a request to appoint Enforcement Officer.</li> <li>– The case is in the process of execution. To bring the Enforcement Officer to pursue the assets of the defendant or the judgment debtor at the Company's offices.</li> <li>– November 4, 2021, lead the Enforcement Officer to foreclosure at the defendant's office. The defendant moved out of the office. The Enforcement Officer then refrained from the enforcement action.</li> <li>– Proceed property investigation until the end of the time period for the Company to legally enforce the order against the defendant.</li> </ul> <p>Case 2: Lawsuit was filed against the debtor under the Broadcast License Agreement (Movie Rights) Baht 20,528,521.12 on January 10, 2018.</p> <ul style="list-style-type: none"> <li>– In this case, the Court ruled under a conciliatory, with the 1st defendant admitting to owe the plaintiff Baht 20,582,521.12, the 2nd defendant admitting to owed Baht 10,329,384.24, with the 2nd defendant agreeing to pay the plaintiff Baht 8,827,500 on a monthly basis of not less than Baht 300,000 and to be completed within 29 months (at the end of November 2020). The remaining Baht 11,755,021.22, the 1st defendant agreed to complete the payment in December 2022.</li> <li>– The Company submitted a statement not interested in filing a lawsuit against the 2nd defendant to the court.</li> <li>– In the process of installment payment of 1st defendant.</li> <li>– The defendant performs installment debt payment to the Company in the amount of 6.3 million baht at present.</li> </ul>

- Case 3: Lawsuit was filed against the debtor under the broadcast license agreement (Edge Sport broadcast rights) of Baht 78,795,266 on January 18, 2018.
- The court ruled under a conciliatory agreement, with the defendant admitting to owe the plaintiff a debt to the prosecution by agreeing to pay the plaintiff. Baht 44,223,200 divided into two installments of Baht 22,111,600 each, starting the first instalment at the end of December 2018, the second installment at the end of June 2019. In the event of default, all defaults will be considered. The defendant consented to the plaintiff to complete the full payment with interest.
  - The Company filed a request to appoint as Enforcement Officer.
  - Further investigation of the defendant's assets did not find any assets to be frozen or enforced.
  - The case is in the process of execution. To bring the Enforcement Officer to pursue the assets of the defendant or the judgment debtor at the Company's office.
  - The Enforcement Officer went to the defendant's office to process the foreclosure, and it turned out that the defendant's company had no assets for the Enforcement Officer to seize.
  - Proceed property investigation until the end of the time period for the Company to legally enforce the order against the defendant.

##### 5) IT Professional Co., Ltd.

Status as of report date

It is under consideration by the Supreme Court.

Litigation Start Date

November 1, 2018

History

- o IT Professional Co., Ltd. was in debt under a contract for the purchase and installation of electrical, lighting and air conditioning systems of 2 contracts, whereby this debtor was unable to negotiate a settlement.
  - o The Company filed a lawsuit on November 1, 2018, filing two contractual lawsuits to the Civil Court. as follows
- Case 1 - Black case No. 6411/2561 Total litigation capital of Baht 27,089,318.75 (including interest) The case is a couple of inability to mediate. The court is scheduled to examine the prosecution/defendant's witnesses on January 23, 24, 2020.
- On March 24, 2020, the Lower Court ruled that the defendants should pay the plaintiff amounting to Baht 25,596,979.77 with interest at the rate of 7% per annum of the funds from January 1, 2018 onwards until the payment is completed to the plaintiff, but the interest to the date of the lawsuit shall not exceed 1,492,338.98 Baht as requested by the plaintiff to pay the plaintiff's customary

- fee. The lawyer fee are Baht 50,000 and prosecution cost is Baht 10,000.
- The defendant has filed an extension of the appeal period to the court.
  - On July 5, 2021, the Appeal Court of upheld the decision to dismiss the plaintiff's lawsuit but did not preclude the plaintiff's right to filing a new lawsuit against the defendant within the age limit. Return the court fee in the Trial Court to the plaintiff and in the Appeal Court to the defendant. Customary fees unless ordered by the court to be returned to be folded.
  - On October 1, 2021, the plaintiff filed a petition with the Supreme Court case for the court to proceed with the trial.
  - On May 18, 2022, the plaintiff filed an appeal to the court. for the court to proceed with the case.
  - Pending for the judgment from Supreme Court.

- Case 2 - Black case No. 6412/2561, total litigation Capital Baht 63,408,087.02 (including interest)
- December 27, 2019, the verdict was made by the Civil Court for the Company to win the case as follows: "The defendant shall pay Baht 59,914,962.62 with interest at the rate of 7% per annum of the said principal from January 1, 2018 onwards until payment is completed to the plaintiff, but the interest to the date of the prosecution shall not exceed Baht 3,493,124.40 as requested by the plaintiff, and the defendant shall pay the customary fee on behalf of the plaintiff by setting the lawyer Baht 150,000 and the prosecution cost 10,000 baht."
  - The defendant has filed an extension of the appeal period to the court.
  - March 31, 2021, the Court of Appeal ruled that the defendant should pay Baht 49,456,250 with interest at a rate of 7% per annum from October 11, 2018 onwards until the payment is completed to the plaintiff (filed on November 1, 2018), but the interest until the date of the prosecution must not exceed Baht 3,493,124.40, unless it's resolved by the Trial Courts.
  - The Supreme Court is scheduled to hear the order of the Supreme Court on February 8, 2022.
  - The Supreme Court rejected the defendant's motion to extent petition time. The case is enforceable in accordance with the judgment of Court of Appeal and is final. The Company is filing an application requesting enforcement in accorded with law process.

## Secondary Market

- The Company has not listed its security in other country. -

# Part 2

## Corporate Governance

## Part 2

# Corporate Governance

## Corporate Governance Policy

### 1. Overview of the Policy and Guidelines

The Company is committed to conduct business with responsibility and fairness to all stakeholders of the Company through controlling of business operations within the framework of the Company's corporate governance policy and communicating through the Code of Conduct manual, which employees at all levels must adhere to.

The Company's Good Corporate Governance Policy is like a measure for supervision to create value and sustainability for the business. The board of directors has considered and formulated a policy together with the good corporate government (CG Code) of the Securities and Exchange Commission (SEC), which has 8 practical guidelines as follows:

- |             |  |
|-------------|--|
| Principle 1 | Recognize the roles and responsibilities of the Board of Directors an organization leader that creates sustainable value for business. |
| Principle 2 | Define the main objectives and goals of sustainable enterprise   |
| Principle 3 | Strengthen effective committees  |
| Principle 4 | Recruit and develop of Senior Executives and Personnel Management  |
| Principle 5 | Promote innovation and responsible business practices  |
| Principle 6 | Ensure proper risk management and internal control systems   |
| Principle 7 | Maintain financial credibility and disclosure  |
| Principle 8 | Support engagement and communication with shareholders   |

#### Principle 1

#### **Recognize the Roles and Responsibilities of the Board of Directors as Organization Leaders that Creates Sustainable Value for Business.**

The Board of Directors recognizes the roles, duties and responsibilities in supervising the directors. and executives to perform their duties responsibly, cautious (Duty of Care) and honesty to the organization. (Duty of Loyalty) through written policymaking and fining the scope of authority, duties and responsibilities of the Board of Directors in writing, forming the Charter of the Board of Directors and reviewing it at least once a year. Require the Board of Directors to comply with laws, objectives, regulations, resolutions of the Shareholders' Meeting and other policies or guidelines set forth, including the approval authority table, as well as the approval process for important operations such as investments,

transactions that have a significant impact on the Company, making transactions with connected persons acquisition or disposition of assets and dividend payment, etc.

Roles, duties and responsibilities of the Board of Directors appears in the report titled information about the Committee page 67

#### Principle 2

#### **Define the Main Objectives and Goals of Sustainable Enterprise.**

The Board of Directors recognizes the importance of defining and supervising the objectives and main goals of the organization are for sustainability, as well as in line with creating value for the business, customers, stakeholders and society as a whole. The guideline for practice is as follows.

1. Focus on sustainable growth alongside society, as well as creating value for the benefit of all stakeholders. This is the main factor in determining the objectives and goals of the Company's business operations and will promote communication, as well as strengthen the organization's main objectives and goals reflected in the decision making and the operation of personnel at all levels to become a corporate culture.
2. Prepare annual strategies and plans to be consistent with the objectives and main goals of the organization. Taking into account the business environment that time, as well as opportunities and acceptable risks including issues related to society, environment and stakeholders and encourage a review of objectives, goals and strategies as appropriate according to the business situation.
3. Supervise to ensure that objectives and goals, as well as strategies in medium term and/or year of the business, are in line with the achievement of main objectives and goals by applying innovation and technology appropriately and safely.

### Principle 3

#### Strengthen Effective Committees

The Board of Directors is responsible for determining and reviewing the Directors structure, including considering the nomination and supervision of duties for the appropriateness and need to lead the organization to its objectives and main goals set forth. The guideline for practices is as follows.

##### 1. Board Structure

- 1.1 The Company requires 5 to 12 board members and must consist of independent directors at least one-third of the total number of directors.
- 1.2 There are executive directors who are involved in daily management or have the power to sign to bind the Company in proportion of not more than half of all directors.

- 1.3 Appoint Company Secretary to oversee the activities of the Board of Directors and help to ensure that the Board of Directors and the Company have acted in accordance with applicable laws and regulations.
- 1.4 Chairman of the Board of the Company must be an independent director and not be the same person as the Chief Executive Officer to independently balance the work of the Management Department. The Company will separate the roles and duties between the Board of Directors and management clearly (details appear in report titled Information about the Board of Directors. page 68)

##### 2. Qualifications of Directors

- 2.1 Being knowledgeable, capable and experience appropriate to Company's business operations such as finance, banking, business, administration, marketing, human resources management, law and management, as well as considering the ability to help make the Board of Directors' actions be more prudent, including being ethical, visionary, independent in decision-making and must devote time to full performance.
- 2.2 Be qualified and no prohibited characteristic as stipulated in the law on Public Limited Companies, Securities and Exchange Act or other applicable laws.
- 2.3 Not being a director in more than 5 other listed companies unless be able to demonstrate that they can attend the Board of Directors meeting.
- 2.4 Executive Directors can serve as directors of no more than 2 other listed companies.
- 2.5 The Chief Executive Officer can serve as a director of no more than 3 other companies.
- 2.6 Independent directors must be fully qualified in accordance with the



qualifications of independent directors designated by the office of the Securities and Exchange Commission (SEC). And have a term of office for up to 9 years, except The Board of Directors shall consider that such person deserves to serve as an independent director of the Company for the best interests of the Company.

- 2.7 Directors, Chief Executive Officer and Senior Executive Officer must not be an employee or partner of an external audit company that has used for the past 2 years.

### 3. Diversity of Directors

The Board of Directors realize the benefits of diversity of the Board of Directors. With the view that it is an important factor, which will increase the efficiency of decision making and the work of the Board of Directors. Diversity is not limited only to gender, but also to age, educational background, professional experience, skills and knowledge. Therefore, in the nomination and appointment of directors of the Company, it is based on knowledge and ability using of selection criteria which take into account the benefits of diversity.

### 4. Sub-Committee

To consider important matters of the Company, it is considered with thoroughness. Therefore, the Board of Directors appoints a sub-committee to perform specific duties and proposes to the Board of Directors for consideration or acknowledgement. as follows;

#### 4.1 Audit Committee

Consists of at least 3 independent directors who hold portion as directors of the Company at least 3 members and 1 director are knowledgeable and experienced in relation to accounting or finances sufficiently to be able to act in review the reliability of the financial statements with a term of office according to the term of the Company's directorship.

Name list and the roles, duties and responsibilities of the Audit Committee

appears in the report titled Information about Subcommittee, page 69

#### 4.2 Human Resource, Remuneration and Corporate Governance Committee

Consists of directors at least 3 persons and with more than half of independent directors. The chairman is an independent director with a term of 3 years at a time.

Name list and roles, duties and responsibilities of the Human Resource, Remuneration and Corporate Governance Committee appears in the report titled Information about Subcommittee, page 71

#### 4.3 Risk Management Committee

Consists of directors at least 3 directors with a term of 3 years at a time.

Name list and roles, duties and responsibilities of the Risk Management Committee appears in the report titled Information about Subcommittee, page 73

### 5. Nomination of Directors

Nomination and Appointment of Directors to comply with the Company's regulations, relevant law and has a transparent, clear process under which the Human Resource, Remuneration and Corporate Governance Committee is set to consider the selection of persons through the criteria and nomination process, which considers the appropriate qualifications and abilities as specified in the Charter of the Board of Directors or Sub-committees. In conjunction with the consideration of the diversity of the Board of Directors to be proposed to the Board of Directors and/or the Shareholders' Meeting for consideration and approval as the case may be.

#### Criteria for Nomination of Directors

- (1) The Company provides opportunities for minority shareholders to nominate qualified persons as directors. Or consider a person from the Director Pool or consider the former director to be nominated or allow each director to nominate the appropriate person.

- (2) Selection and scrutiny of qualified persons as directors by considering the suitability of knowledge, experience, specific competencies in line with the Company's business strategy, which meets the skills qualifications necessary for the nomination of directors. (Board Skill Matrix)
- (3) Check the history of the list of nominated persons that are qualified under the law and regulation of regulatory authorities such as the Securities and Exchange Act B.E. 2535, etc.
- (4) Dedication of directors' time, any interest or conflict of interest that may occur with the Company. In case of being the former director who will be reelected, based on performance during tenure period, providing useful feedback, participation in various activities, including the number of companies which each director will take positions to ensure that performance does not decrease.
- (5) In the case of appointing independent directors, qualifications of persons who serve as independent directors are considered to be independent in accordance with the rules prescribed by the office of the Securities and Exchange Commission (SEC).
- (6) Prepare a name list that the Human Resources, Remuneration and Corporate Governance Committees has considered and screened with qualifications and reasons for selection and arrange in order to propose to the Board of Directors for nomination to the General Shareholders' Meeting to elect individually, taking into account the performance of the former directors.

## 6. Remuneration of the Board of Directors and Sub-committees

Board of Directors assigned to the Human Resources, Remuneration and Corporate Governance Committees as the one who propose of the criteria, remuneration of Directors and sub-directors by considering the suitability of duties, responsibilities. Compared with the remuneration rate of directors in the same industry as well as the Company's performance and propose them to the Board of Directors and the Shareholders' Meeting for approval.

## 7. Board Meeting

- 7.1 Board of Directors schedules meetings annually in advance, more than 6 times per year, in which all directors must attend at

least 80% of all board meetings, including meetings of the sub-committees.

- 7.2 Each board meeting has a clear agenda. The meeting documentation is sufficient and delivered to the Board of Directors at least 7 days prior to the meeting date, so that the Board of Directors has sufficient time to study the information before attending the meeting and will allocate sufficient meeting time for discussion and comment, including requiring Executives, as related parties to clarify information. The minutes of meeting was prepared in writing and kept for directors and related person for inspection.
- 7.3 Chairman of the Board and/or Chief Executive Officer shall consider and select the matter to be include in the agenda of the Board of Directors meeting. In this regard each Directors is free to propose for the meeting agenda.
- 7.4 Set a minimum number of quorums at the time the Board of Directors will vote at the meeting, with at least two-thirds of the total number of directors.
- 7.5 All directors have access to the necessary information. More from Chief Executive Officer, Company Secretary or other executives.
- 7.6 The Company has a policy for non-executive directors. There is an opportunity to meet among themselves to discuss various issues related to management that are of interest without the management that involved at least once a year and notify the Chief Executive Officer the meeting results.
- 7.7 The Board encourages senior management to attend meetings with the Board.

## 8. Performance Evaluation of the Board of Directors and Knowledge Development

In order to effectively perform the duties of the Board of Directors, it can also set a framework for improvement and operational development. The Board of Directors requires a performance evaluation of the Board of Directors. The assessment is divided into three types: 1) Self-assessment of the entire committee, 2) Self-assessment of individual director, and 3) The performance assessment of the sub-committees. The Human Resources, Remuneration and Corporate Governance Committees will bring the results of the performance assessment of the committee and such Sub-committees to analyze in order to assess guideline for promoting and developing knowledge for the directors appropriately.

#### 8.1 Self-assessment of the entire Board of Directors and Self-assessment of Directors individually.

Human Resources, Remuneration and Corporate Governance Committees will determine the assessment criteria to propose to the Board of Directors' meetings approve for self-assessment of the Board of Directors performance. Both in the form of whole committee and individual (self) assessment, covering the structure and qualifications, roles, duties and responsibilities of the Board of Directors, Board Meeting, performance of Directors, duties and other opinions that are beneficial to management, relationships with management and self-development of Directors and Executive development. Summary of performance appraisal results will be included in the agenda of the Board of Directors' Meeting no. 1 of every year to be used as a factor in determining the appropriateness of the structure or composition of the Board of Directors.

#### 8.2 Evaluation of the Performance of the Sub-committee

Each sub-committee will determine the assessment criteria for propose to the Board of Directors' meeting, to approve the criteria for evaluating the sub-committees, as well as evaluating the performance of that sub-committees. Summary of the performance evaluation results will be included in the agenda of the Board of Directors' Meeting no. 1 of every year to be used as a factor in determining the appropriateness of the roles and duties of each sub-committee and suggest ways to improve in the event that there are recommendations on various issues from the Board of Directors.

### 9. Orientation of New Directors

The Board of Directors assigns the Company Secretary and the Management responsible for presenting information to the new directors in order to know the details of the nature of the Company's business operations, which covers the management structure, Director's Corporate Governance Policy manual and the Company's Code of Conduct manual.

### 10. Director Development

The Board of Directors has a policy to promote and facilitate training and to educate those involved in the Company's corporate governance system, including Directors, Executives and Company Secretaries to continuously improve operations, especially the training courses organized by the Institute of Directors Association (IOD) program by encouraging directors to participate in training held for more than 75% of the entire board of directors and encourages at least one director to attend the training in the past year.

The Company Secretary will be in charge of all directors to receive training to promote and develop skills as appropriate for the duties of directors. and/or sub-committees under the criteria for promoting and developing knowledge of directors.

### 11. Communication with Management

The Board of Directors encourages the Chief Executive Officer and Senior Executive Officer to attend meetings with the Board of Directors by presenting the agenda that he/she is responsible for the Board of Directors' meeting so that the Board of Directors will receive opinions from the Executives in charge of the work directly. At the same time, Executives have the opportunity to learn and understand the views of the Board of Directors.

The Board of Directors encourages meetings and exchange opinion among Directors and Senior Executives on other occasions in addition to the Board of Directors' meetings, so that the Directors have the opportunity to get acquainted with the Company's Senior Executives, Directors can directly communicate with each management, without intruding or interference with the management's operations, but should notify to the Chief Executive Officer in advance.

### Principle 4

#### Recruit and Develop of Senior Executive and Personnel Management

The Board of Directors attaches importance to the recruitment and development of knowledge and skills of senior executives of the organization to ensure that the Senior Executive of the organization have the right knowledge, capabilities and attributes to drive the organization towards its goals with a regulatory approach. as follows;

## 1. Personnel Management and Recruitment and Development of Senior Executives

The Board of Directors will supervise the Company's personnel management, which takes into account the direction of business operations in accordance with the Company's strategy through the management plan proposed by management, whether it be guidelines or factors in the evaluation of performance, which promotes the development of knowledge and motivation for employees.

For the nomination of the Company's Senior Executives, the Human Resources, Remuneration and Corporate Governance Committees will be the preliminary consideration to moderate the recruitment of qualified persons to have knowledge, skills and experience that are beneficial to the Company's operations and understand the Company's business well and can manage to achieve the objectives set out by the Board of Directors and present it to the Board of Directors for further approval.

## 2. Succession Plan

The Human Resources, Remuneration and Corporate Governance Committees is the determinant of the succession plan of the Chief Executive Officer and Senior Executive of the Company to prepare. Continuity of succession and the management of the Company can continue and propose to the Board of Directors for approval.

## 3. Evaluation of Duties and Remuneration

The Human Resources, Remuneration and Corporate Governance Committees determines the criteria and procedures for evaluating the performance of the Chief Executive Officer to present to the Board of Directors' meeting. The assessment is divided into two parts: 1) A success evaluation, which is assessed by measuring performance compared to the set goals, and 2) A performance assessment by individual Directors. The results of the assessments will be summarized to the Board of Directors' Meeting annually and report the assessment results to the Chief Executive Officer for acknowledgement and for the evaluation of the performance of the Company's Senior Executive. The Board of Directors will be the supervision for the Company's process for evaluating the performance of senior

management. The Human Resources, Remuneration and Corporate Governance Committees is assigned to consider the performance evaluation, which is assigned to the Chief Executive Officer as an assessment and report the results of the assessment to the Board of Directors' meeting for annual notice. The Board of Directors will take the results of the assessment to review the annual remuneration of the Chief Executive Officer, as well as to determine the principles of remuneration of Senior Executives by considering the Company's performance.

For employees at other levels, the Company has clear guidelines and performance evaluation criteria, which was announced to the public. The objectives of the strategic plan are conveyed and the link between individual targets and goals. Division goals are aligned with the goals of the organization, as well as to take the corporate values as part of the assessment so that all employees are aware and behave in line with corporate values. Performance evaluations are conducted in accordance with the established guidelines and procedures, and the results can be used in human resource management in various areas to achieve efficiency in human resource management. This will be another factor, in determining the remuneration to employees, whether to adjust salary or annual bonus rate, together with determining the suitability of the position's level of duties and responsibilities in accordance with the Company's business operations and economic conditions.

## 4. Training and Knowledge Development

The Company sets out a plan for employee development at all levels, consisting of specialized knowledge courses. Management skills and skills necessary to perform tasks more efficiently, such as courses for Executives. Digital technology courses including Knowledge and work experience are shared among internal employees to support it as a learning organization. In addition, the Company also focuses on the career progression of employees by considering and evaluating the selection of suitable employees for new positions, as well as encouraging employees to learn and prepare for



new roles, especially at the management level, to create continuity in the management by followings.

- 4.1 It is the basic duty of employees to pursue knowledge and improve themselves at all times.
- 4.2 The Company is responsible for supporting the development of employees in order to perform the current task effectively and to promote the development of the potential of employees to increase their ability to perform their work in the future, in accordance with the guidelines that be beneficial to the Company is also important
- 4.3 The Company has developed the leadership and management skills necessary for overall management efficiency.
- 4.4 It is the obligation of the Executive to determine and develop potential candidates to act on their behalf to support administrative continuity.

## Principle 5

### Promoting Innovation and Responsible Business Practices

The Board of Directors recognizes the importance of responsible business operations, which are reflected in the configuration, direction and goals of business operations, including the development of products and services. However, to conduct business in accordance with the goals, it must be through an effective operating process. This requires cooperation from employees of all levels and guidelines as follows

1. Encourage the dissemination and communication of policies and guidelines for the Code of Conduct to ensure that the Company's employees have an understanding of such policies and practices.
2. Be committed to ensuring sustainable growth by monitoring and ensuring that all parties of the organization conduct business with social responsibility. The Company does not violate the rights of stakeholders, including conformity to the Company's objectives, goals and strategies.

3. Support and encourage the efficient and effective use of materials or equipment and resources.

4. Establish information technology policy to ensure efficient and safe use, which is an important factor to help build operational success and ensure the adoption of information technology to increase business opportunities, to develop the Company's operations and risk management.

- 4.1 Prepare information technology management policy, which is in accordance with the needs of the business, to propose to the Board of Directors and to review the policy at least once a year. The said policy must cover

- (1) Information System Security Policy and Measures
- (2) Policies to promote the use of legal licensed equipment and programs and communications to employees at all levels to be acknowledged.
- (3) Allocation and management of information technology resources to ensure adequate business operations, including guidelines for supporting cases where they cannot be adequately allocated.

- 4.2 Promote the use of devices and programs that are legally copyrighted only.

- 4.3 Not using the Company's information system to disseminate information that is morally inappropriate, customary, customary and against the law.

- 4.4 The Company has the right to inspect, monitor, investigate and control the employee's access to information system to ensure the security of the Company's information system.

## Principle 6

### Ensure Proper Risk Management and Internal Control Systems.

The Board of Directors recognizes the importance of risk management and internal control processes of the organization, seeing as

an important process for the Company to achieve its objectives effectively, as well as as the process of monitoring the practice in accordance with the relevant laws and standards. The guidelines are as follows.

### 1. Risk Management

To provide systematic risk management and comply with international standards throughout the organization, as well as assign to the Risk Management Committee to supervise, to consider and comment and advise Management on risk management. The development of risk management system throughout the organization to be consistently effective, as well as to support cooperation at all levels of the organization. However, The Board of Directors has established risk management policies and distributed them to employees of the organization at all levels.

For the assessment and preparation of risk management information, it is the duty of the Risk Owner entity to evaluate, prepare, and modify, risk management of its own entity in accordance with the situation and strategy of the organization to report to the Risk Management Committee and the Board of Directors for consideration accordingly.

### 2. Control and Internal Audit

Assign the Audit Committee to be an important mechanism for supervision and verification of accuracy. The Audit Committee has appointed Ascent Advisory Co., Ltd. as the Company's internal auditor to conduct the duties of monitoring the performance of various entities within the Company in accordance with the regulations. Established policies, including evaluating the adequacy of internal control systems of various entities to ensure that the operation is in accordance with the internal control system appropriately and regularly. It can also be used as a tool to assess defects in the performance of duties and develop a more efficient operating system. In order for the internal auditor to effectively monitor and balance the powers, the internal auditor must report directly to the Audit Committee.

### 3. Prevention of Conflicts of Interest

The Board of Directors recognized the importance of monitoring, maintaining and managing potential conflicts of interest between the Company and the Management or the Board of Directors or shareholders by establishing a policy and guideline practice to prevent conflicts of interest. Monitoring transactions that may have conflicts of interest to be in accordance with the rules and regulatory laws. Preventing undue use of the Company's assets, information and opportunities, as well as reporting the directors' interests, and executives' interest, who may receive important internal information.

However, the Board of Directors has established written Anti-corruption policies and guidelines and communicated to employees at all levels of the organization and distributed them to third parties in order to achieve practicality, supporting, promoting activities that will instill in all employees compliance with applicable laws and regulations, as well as ensuring that the Company has mechanisms for receiving complaints and the implementation of clue-pointing cases, which clearly defines the course of action. It is specified in the Code of Conduct and provides disclosure of channels for receiving complaints on the Company's website.

### Principle 7

#### Maintain Financial Credibility and Disclosure

The Board of Directors is responsible for overseeing the disclosure of important information to maintain financial credibility and disclosure of important information of the Company, which affects the Company's stake price and/or investor decisions by stipulations as a guideline for practice as follows:

1. Responsible for ensuring that the financial reporting system is prepared. Disclosure of financial statements, which must be reviewed by the auditor, including the disclosure of the Annual Report, Form 56-1, management discussion and analysis, and the disclosure of important information to be accurate, complete, timely, transparent, in accordance with the relevant rules, standards and practices.

2. Define the period for the preparation and publication of the annual manifesto (Form 56 - 1) within 3 months from the end of the accounting period and the annual report (Form 56 - 2) within 4 months from the end of the accounting period.
3. To consider and approve the disclosure of financial reports, taking into account the results of the evaluation of the adequacy of the internal control system. Opinions and observations from auditors Opinions of the Audit Committee, including compliance with the Company's objectives, goals and policies
4. Take care of the management, that there is a report on the Company's financial position, to the Board of Directors regularly to monitor and assess the liquidity situation, the ability to pay debts, and jointly find solutions to manage them in a timely manner, including to be careful in the business operations.
5. Responsible for ensuring the disclosure of non-financial information reflecting practices that will lead to sustainable business value creation, such as corporate governance policies, business ethics manuals, anti-corruption policies, and complaint or whistleblowing policies.
6. Supervise Investor Relations and/or Company Secretary to communicate information, to investors, analysts and related parties appropriately, equitably and in time through communication channels designated by the Stock Exchange of Thailand and the Company's website.
7. Encourage the adoption of information technology to disseminate information. Focus on regular disclosure of information for shareholders to receive news regularly through the Company's website. Such information must always be up to date.

## Principle 8

### Support Engagement and Communication with Shareholders

The Board of Directors values the Company's shareholders by ensuring that the Company's shareholders are treated equally and can exercise

their fundamental rights as shareholders in full, including recognizing and prioritizing the rights of shareholders, who will not act in violation of or deprive them of the rights of shareholders by setting guidelines for practice. as follows

#### 1. Basic Rights of Shareholders

- 1.1 Right to obtain equal practice of buying, selling, transferring securities they hold independently.
- 1.2 Right to receive and review the Company's information in a timely manner, accurate, complete and adequate manner and appropriate for decision making. Without restricting access to that information.
- 1.3 Right to obtain equitable share of profits from the Company
- 1.4 Right to attend shareholder meetings, which shareholders can participate in various agenda items, including expressing opinions and/or providing feedback.
- 1.5 Right to propose the agenda of the AGM in advance and the nomination of a person to serve as Director.
- 1.6 Right to elect and remove directors with the rules as follows
  - o Each shareholder will have 1 share per vote.
  - o Each shareholder can use all available votes to elect a single person or several directors, but they cannot share the votes with anyone.
  - o Individuals who received the highest number of votes, respectively, to be elected as a director equal to the number of directors required or should be or to be elected at that time. In the event that the person elected descending order have equal votes exceeding the required number of votes or should be elected at that time, the Chairman shall be the decisive voter by one more vote.



- 1.7 Right to appoint the Company's auditor and set the audit fee, as well as to make decisions on important matters of the Company.

## **2. Promoting and Facilitating the Exercise of Shareholders' Rights**

- 2.1 The Company will prepare an invitation to the meeting, which contains clarifications and reasons for each agenda, as well as to clarify the rights of shareholders clearly. As well as providing documents related to the meeting and information of the Company in 2 languages (Thai and English).
- 2.2 The Company will clearly set the agenda of the meeting and will not add any additional agenda without prior notice to shareholders in advance.
- 2.3 The Company will inform the shareholders of the rules and procedures for determining all forms of directors' remuneration and comparing the remuneration data of directors in the past year to shareholders for consideration.
- 2.4 The Company takes into account the convenience of shareholders. In attending the shareholders' meeting, whether it is regarding the meeting venue, the notification of the details of the criteria to maintain the right to attend the meeting and accessing information via the website. The Company will attach a proxy letter along with the invitation letter to facilitate the shareholders who are unable to attend the meeting.
- 2.5 The Company allows shareholders to submit questions in advance of the meeting date via email or at the Company's address at least 7 days in advance by informing through the news system of the Stock Exchange of Thailand.
- 2.6 The Chairman of or the Chairman of the meeting will give an opportunity to all shareholders have equal rights to express opinions and inquiries by providing appropriate time and clarification in the

minutes of the meeting so that shareholders who do not attend the meeting will be informed, as well as to support and encourage directors. and all senior executives of the Company, attended the shareholders' meeting to respond to inquiries at the Shareholders' Meeting.

- 2.7 The Company will inform the shareholders of the voting method and count the votes before the start of the meeting and will use the voting confirmation card on all agendas of the shareholders' meeting for transparency and auditability, as well as to arrange an independent vote count auditor at the shareholders' meeting and clearly disclose it in the minutes of the shareholders' meeting.
- 2.8 The Company will disclose the resolutions of the shareholders' meeting. The results of each session will be submitted through the System of the Stock Exchange of Thailand and published on the Company's website within the business day after the meeting date and the minutes of the meeting will be delivered to the Stock Exchange of Thailand within 14 days from the date of the meeting and published on the Company's website.
- 2.9 To prepare the minutes of the shareholders' meeting, the following information must be recorded:
  - (1) List of Directors and Executives attending the meeting and specifying the proportion of directors attending the meeting and not attending the meeting.
  - (2) Voting methods, voting counting, meeting resolutions and voting results (approve, disapprove or abstain) of each agenda.
  - (3) Issues of questions and answers at the meeting, including the first and last names of the questioner and the respondent.

### 3. Care for Minority Shareholders

- 3.1 The Company provides opportunities for single or multiple shareholders who hold a combined share count of at least 5% of the Company's total voting shares to propose the agenda of the AGM and/or nominate a person to be a director of the Company, with details of the rules and guidelines listed on the Company's website.
- 3.2 The Company will deliver documents, information, date, time, venue and agenda of the AGM, as well as all information related to the matters to be decided at the meeting, to all shareholders at least 21 days in advance and to publish the meeting documents in both Thai and English (for foreign shareholders) to shareholders 30 days prior to the meeting date.
- 3.3 Establish a policy to oversee the use of inside information to prevent Directors, Executives and Employees from using inside information to find benefits for themselves or others in a wrong way by informing everyone in the organization of guidelines and policies and regular monitoring.
- 3.4 Directors and executives must report the transaction to the connected persons in connection with the management of the Company's business or its subsidiaries (if any) to the Company Secretary on a quarterly basis or at the time of the transaction, and Company Secretary will report the said transaction to the Chairman and the Chairman of the Audit Committee within 7 days from the date of receiving of the information.
- 3.5 Determine measures to prevent the case of trading shares using the inside information of directors. and executives,

including preventing connected transactions or trading assets in a manner that violates/fails to comply with the rules of the Office of the Securities and Exchange Commission (SEC). and the Stock Exchange of Thailand

- 3.6 Directors and executives must prepare a securities holdings report and report on the change of securities of the Company to the Company Secretary on a quarterly basis or when changes are made. And Company Secretary will report such items into the Board of Directors' meeting on a quarterly basis.
- 3.7 The Company does not have a policy to make related transactions in the form of providing financial assistance, such as loans. Loan guarantees to non-subsidiaries except in case of lending or guaranteeing the loan in accordance with the proportion of the shareholding in accordance with the joint venture agreement
- 3.8 The Company has an uncomplicated structure between companies and subsidiaries. There are no joint shareholders, no cross shareholders, and no pyramid-based shareholding structure in the Group.
- 3.9 The Company will not do anything that neglects the equitable treatment of shareholders in respect of share repurchases. It does not discourage or create barriers to allow shareholders to communicate with each other and does not neglect disclosure of agreements between shareholders. (Shareholders' agreement) that has a significant impact on the Company or other shareholders.

## 2. Business Code of Conduct

The Company has created a DV8 Code of Conduct guide to establish as a guideline for conducting business within the framework of good corporate governance which is the scope of the standard of conduct to perform by all of the Company's personnel, including Directors. Executives and Employees should act and act appropriately. This is divided into 5 operational guidelines as follows:

1. Business ethics and general ethics include honesty and integrity. Responsibility and Compassion
2. Respecting the law and preventing conflicts of interest include Respecting the law and human rights principles, Personal data and data retention, Conflicts of interest and use of insider information and securities trading
3. Responsibility to Stakeholders, this covers guideline for treating stakeholders. The Company's interests in various groups are shareholders, customers/consumers, partners, community, society, environment, creditors, competitors and employees
4. Safety and prevention of intellectual property infringement including safety and

occupational health, Use and care of assets and use of information technology and intellectual property systems.

5. Anti-corruption, including anti-corruption and giving, receiving gifts or any other benefits

The Company has published such manuals to the Company's Directors. Executives and Employees, through the orientation process and provide a way to download such manuals for employees at all levels of the Company to study and be mindful of various practices (details of the full Business Ethics Manual appear on the Company's website [www.dv8.co.th](http://www.dv8.co.th)).

All personnel of the Company must understand the DV8 Code of Conduct to strictly follow the guidelines. It is considered a discipline in the performance. Those who violate or fail to comply, and those who encourage others to commit business ethics violations, including those who ignore them when they see non-compliance with business ethics agree to be investigated and consider disciplinary action in accordance with personnel management regulations and work regulations.

## 3. Material Changes and Developments regarding Policy, Guidelines and Corporate Governance System in the Preceding Year

**Describe, at least once a year, the information on material changes and developments**

1. Review the Company's corporate governance policy by adopting good corporate governance principles. (CG Code) of the Securities and Exchange Commission (SEC) and the criteria according to the corporate governance survey program of Thai listed companies. (Corporate Governance Report of Thai Listed Companies - CGR) of the Thai Institute of Directors Association (IOD) are guidelines for improvement.
2. Review and update the DV8 Code of Conduct to comply with the Company's corporate governance policy that has been updated by adding guidelines for the Field of privacy, Prevention of conflicts of interest, Treatment of various stakeholders, Use of information

technology systems and intellectual property, and Reporting/complaints Violation or non-compliance with the Business Ethics Manual.

3. Review and update policies related to conflicts of interest prevention, including conflict-of-interest prevention policy, internal data use policy and reporting of securities holdings of the Company, and equity reporting policy and connected transactions related to the Company's operations.
4. Review the Charter of the Board of Directors and sub-committees to cover the performance of duties and comply with the Company's corporate governance policies and related rules and regulations.

## Adoption of Good Corporate Governance Principles for Listed Companies in 2017 (CG Code)

The Company is scheduled to conduct a review of good corporate governance policy on a regular basis at least once a year, considering the appropriateness of the Company's business operations. In 2022 the Company has complied with such CG Code, but may not cover the following criteria:

1. The Company's Human Resources, Remuneration and Corporate Governance Committees consists of 1 independent director and 2 authorized signatories. However, process of nomination, selection and guideline for considering the qualification of Directors still meet the requirements and related law. It remains compliant with the relevant rules, requirements and laws. This will be reflected through consideration from the Board of Directors' meeting and/or the shareholders' meeting as the case may be.
2. The position period of independent directors shall not exceed 9 years conditionally, according to the appropriateness of the Company's business operations at that time, since it is considered that independent directors who have specialized expertise and have a good

understanding of the Company's business will require quite a lot of time to study and understand. However, at present, none of the independent Directors of the Company has held the position for more than 9 years.

3. The Company does not require Directors and Executives to notify the Board of Director or delegator for the trading in the Company's share at least 1 business day in advance, however, the Company has established a policy of using inside information and reporting the Company's securities holdings which Directors and Executives must strictly comply.
4. The Company does not require voting in the election of directors by means of Cumulative Voting. Due to the Company's regulations define the voting method is 1 share equal 1 vote. However, the Company has given minority shareholders the opportunity to nominate persons to be considered for elected as the Company's a director at the annual general meeting of shareholders annually which is in accordance with the guidelines shown on the Company's website.

## Other Practice Information in Accordance with Good Corporate Governance Principles for Various Assessments

The Company has reviewed and implemented to raise and improve policies and guideline in accordance with the good corporate governance annually. In order to meet the standards in accordance with the domestic and international corporate governance guidelines, namely the Principles of Good Corporate Governance for Listed Companies of the Securities and Exchange Commission and of the Securities Regulatory Commission (SEC) and the criteria under the Corporate Governance Report of Thai Listed Companies (CGR) of the Thai Institute of Directors Association (IOD).

The Company has an assessment on corporate governance as follows:

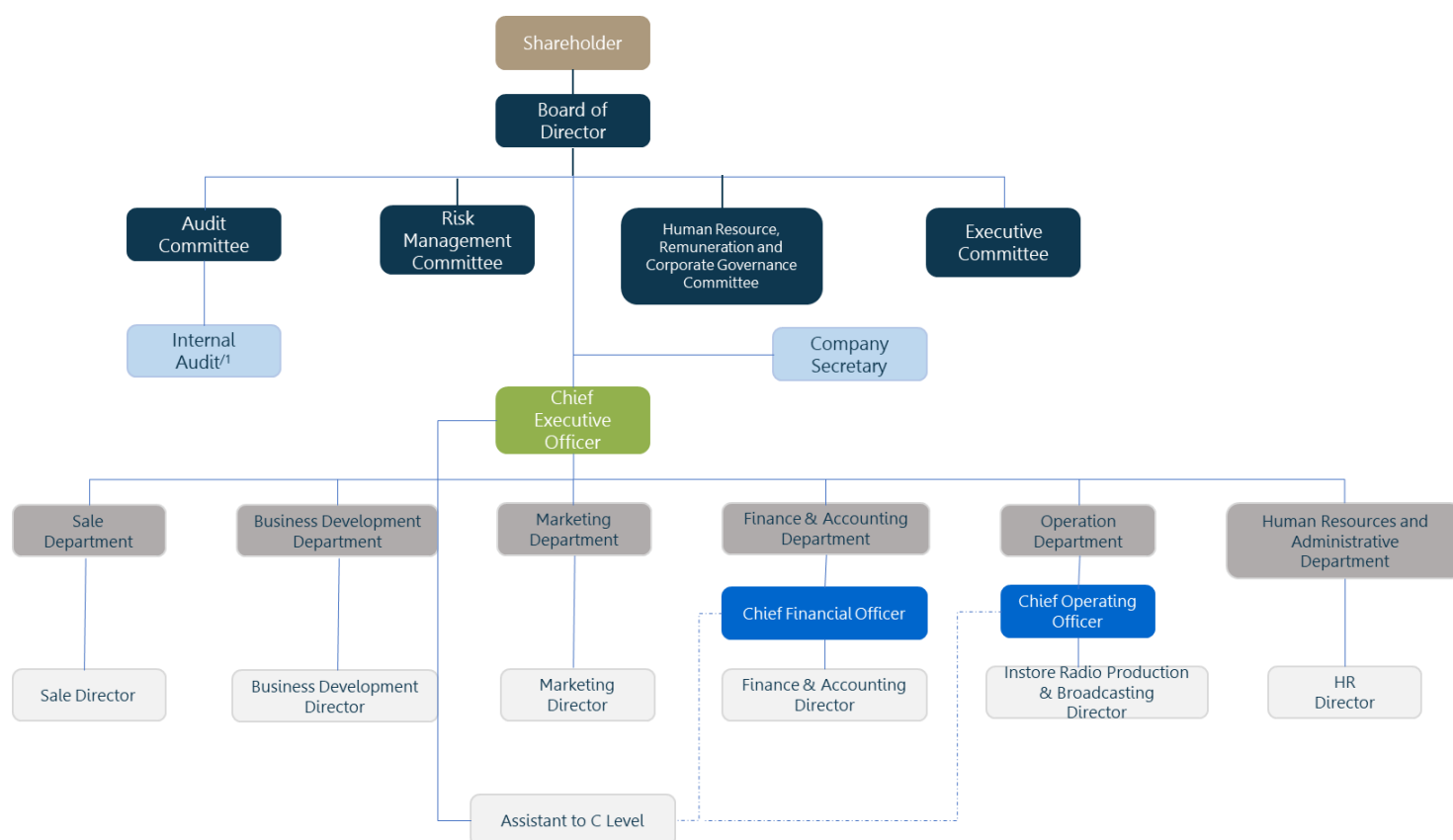
1. Obtained the results of the 2022 Thai Listed Company Corporate Governance Survey (CGR)

by the Thai Institute of Directors Association (IOD) as 4 stars or very good criteria.

2. Received an assessment score 96 based on the results of the quality assessment of the 2022 Annual General Meeting of Shareholders (AGM Checklist) by the Thai Investors Association.
3. Not a company that has made unfair connected transactions which the relevant authority alert investors to use their judgment to make decisions.
4. Not a company with unusual securities trading habits by the actions of Directors or Executives who have been convicted and declared guilty from the Securities and Exchange Commission (SEC)

## Corporate Governance Structure and Material Facts related to the Board, Sub-Committees, Executives, Employees and Others

### 1. Corporate Governance Structure (As of January 17,2023)



Remarks: <sup>/1</sup> The Company hired a Company, called Ascent Advisory Co., Ltd. is the internal auditor for the year 2023.

## 2. Information on the Board of Directors

The management structure of the Company consists of the Board of Directors, Audit Committee Human Resources, Remuneration and Corporate Governance Committees, Risk Management Committee and Executive Committee. The Company's executives consist of qualified persons who have all the qualifications under Section 68 of the Public Company Act B.E. 2535 and the relevant regulations of the Capital Market Supervisory Board. The details are as follows:

As of December 31, 2022, the Board of Directors consisted of 11 members, consisting of 5 independent directors, 3 non-executive directors and executive directors and/or authorized to sign to bind the Company, amounting to 3 persons, namely as follows:

List of Name	Position	Date of appointment as director of DV8
1. Mr. Numchai Lowattanakul <sup>/1</sup>	Chairman of the Board of Directors and Independent director	February 26, 2016
2. Pol.Maj.Gen. Prayont Lasua	Vice Chairman of the Board of Directors	August 26, 2017
3. Mr. Prachuab Ujjin	Director	May 15, 2017
4. Mr. Poonsuk Tochanakarn	Independent Director and Chairman of the Audit Committee	May 14, 2019
5. Mr. Sorasak Saensombat	Independent Director and Audit Committee	November 10, 2017
6. Mr. Suchart Dejittirut	Independent Director and Audit Committee	February 24, 2022 (Replacing Mr. Thanai Charinsarn who resigned from October 4, 2021)
7. Pol. Gen. Prawut Thavornsiri	Independent Director	February 24, 2022 (Instead of Ms. Nataya Ouwirach who resigned from February 11, 2022)
8. Dr. Chotiphan Tiawiwat <sup>/2</sup>	Director	November 10, 2017
9. Mr. Thanarath Thanavutwathana	Director	May 15, 2017
10. Mr. Pakorn Leesakul	Director	September 16, 2021
11. Mr. Nathaphol Kasamvilas	Director	January 8, 2022 (Replacing Ms. Sureeporn Udomphonvanich who resigned on November 28, 2021)

Remark: <sup>/1</sup> Mr. Numchai Lowattanakul Informed the Company to resign, effective from February 24, 2023. On February 23, 2023, the Board of Directors No. 3/2023 resolved to appoint Mr. Pongpanu Svetarundra as Chairman and Independent Director instead Mr. Numchai Lowattanakul who resigned effective from February 24, 2023

<sup>/2</sup> Dr. Chotiphan Tiawiwat informed the Company to resign, effective from March 1, 2023

### Directors authorized to sign to bind the Company

Pol.Maj.Gen. Prayont Lasua or Mr. Prachuab Ujjin or Mr. Nathaphol Kasamvilas, 2 of these three directors jointly sign and affix with the Company's seal.

### Composition of the Board of Directors

- The Board of Directors consists of at least 5 directors, which not less than half of the total number of directors, must be a resident of the Kingdom of Thailand.
- The Board of Directors must consist of at least one-third of the total number of independent directors and not less than 3 directors. Independent directors must be independent of executive control. Major shareholders, including fully qualified independent director qualification criteria set forth in this Charter of Directors.
- The Executive Director, who is involved in daily management or has the power to sign a binding relationship with the Company in proportion to not more than half of all directors.
- The Board of Directors will select one director to be chairman of the Board of Directors. The Chairman of the Board of Directors must be an independent director and not be the same person as the chairman of other sub-committees in order to have a clear separation of roles and be able to independently check the balance of the management's work.

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5. In the event that the Board of Directors deems appropriate, one director or several directors may be selected as vice chairman of the Board of Directors. Vice Chairman is responsible according to the regulations of the business and assigned by the Chairman of the Board of Directors.
  6. The Board of Directors appoints the Company Secretary.



## Information related to the Roles and Duties of the Board of Directors

The Board of Directors plays an important role in driving the organization. It has a duty and responsibility to direct the business in accordance with the object and purpose to make the most of the Company's interests on social responsibility, impact on the surroundings, be fair to all stakeholders under the Corporate Governance Policy, anti-corruption policy and sustainability policy. These are in line with the law, objectives and regulations of the Company, resolutions of the Board of Directors, as well as resolutions of the Shareholders' Meeting with full knowledge, competence, honesty, good ethics, careful and responsible to shareholders on a regular basis.

The Board of Directors understand their roles and position as a director. The Company Secretary has arranged orientation so that the Directors can be informed of the information related to the Company's directorship, namely the nature of the Company's business operations, Corporate Governance Policy and Charter of the Board of Directors

### **Roles, Duties and Responsibilities as defined in the Charter of the Board of Directors are as follows:**

1. Establish policies, strategies and financial goals for the Company, including to consider and approve the policies and directions of operations proposed by management, and supervise management to implement the policy and financial goal to maximize economic value and prosperity for shareholders, taking into account all stakeholders involved.
2. Structure and define processes to ensure compliance with the law, Company's regulations, including the resolutions of the shareholders' meeting and ethical standards, in good faith and with caution.
3. Prepare the Charter of the Board of Directors in accordance with corporate governance policy, company's operational direction and compliance with the law, objectives, regulations of the Company, as well as resolutions of the shareholders' meeting and review at least once a year.
4. Define corporate governance and social responsibility policies such as corporate governance policies, business ethics manuals and director manuals. The policy is reviewed regularly at least once a year.
5. Review the adequacy and suitability of the Company's internal control system and risk management and review or evaluate the effectiveness of risk management at least once a year and/or at any time that the risk level has changed and disclosed in the annual report.
6. Continuously monitor and evaluate the Company's performance to ensure that the operation meets its goals, plan and budget, as well as being able to manage potential obstacles in time.
7. The Company shall have a suitable and efficient accounting system and prepare annual reports of the Company and provide reliable financial and audit reporting, as well as be responsible for the preparation and disclosure of financial statements at the end of the Company's accounting period to be accurate, complete and in accordance with the accounting standards, audited by the auditor prior to presenting to the shareholders' meeting for consideration and approval.

8. Monitor important audit reports of the Audit Committee or internal auditors, including auditors and advisors of the Company's departments, and set guidelines for improvement and fix cases where material defects are found.
9. To approve the selection and propose the appointment of auditors and determine appropriate compensation as presented by the Audit Committee before presenting it to the shareholders' meeting for consideration and approval.
10. Determine the authority of the Chairman of the Board of Directors and Chief Executive Officer.
11. Consider the assessment of the duties of the Board of Directors and Chief Executive Officer at least once a year, as well as supervise the Company to have a process for evaluating the performance of senior executives.
12. Consider the organizational structure and management, as well as have the power to appoint a Chief Executive Officer, sub-committee and any other sub-committee, as appropriate, and determine the scope of authority, duties and responsibilities of such sub-committees by regularly monitoring the performance and supervising the performance.
13. Consider the determination of remuneration of directors and executives as presented by the Human Resource, Remuneration and Corporate Governance Committee, which is in accordance with the principles and policies set by the Board of Directors.
14. Consider reviewing the succession plan of the Chief Executive Officer, senior management regularly and continuously
15. Consider appointing, changing Directors or executives or persons who are suitable to become representative directors in subsidiaries, associates, invested companies or invested by the Company
16. Supervise the Company to comply with Securities and Exchange laws, requirements of SET such as connected transactions, acquisition or disposition of assets in accordance with the rules of the Stock

Exchange of Thailand or as announced by the Securities and Exchange Commission or laws relating to the Company's business.

17. Consider the appointment of a Company Secretary to oversee and help the activities of the Board of Directors and the Company to comply with laws and requirements, as well as determine the scope of authority, duties and responsibilities of the Company Secretary.
18. Consider and approve any other business that is important in relation to the Company or that it deems appropriate to do so in order to make the most of the Company's interests.

The Board of Directors assign the chairman is a different person from the Chief Executive Officer and is an independent director to check and balance the work of the management independently by dividing duties and responsibilities are separated as follows:

#### **Roles of the Chairman of the Board of Directors.**

1. Be the Chairman of the Board of Directors' Meeting and Shareholders' meeting.
2. To call a meeting of the Board of Directors and make a decisive vote in case that the Board of Directors' meeting has the same equal voting score between two sides.
3. Set the agenda for the Board of Directors' meetings by consulting with the Chief Executive Officer and/or the Company Secretary to make sure that important matters are fixed on the agenda.
4. Take responsibility as the leader of the Board of Directors in monitoring and ensuring that the performance of the Board of Directors' is efficient and can achieve objectives and the goals of the Company.
5. Ensure all directors take part in promoting corporate culture with ethics and good corporate governance.
6. Allocate sufficient time so that the Executives can present sufficient information for consideration and discussion on important issues among directors.

## Scope of Duties of the Chief Executive Officer

### 1. Responsibility to the Board of Directors

- o To take care and ensure that the Board of Directors receives the information necessary for managing, supervision and decision making.
- o To report of the Company's performance to the Board of Directors on a regular basis. Make proposals and few alternatives to the Board of Directors for consideration

### 2. Responsibility to Shareholders

- o Responsible to build up good cooperation and constructive relationship between the Company and its shareholders in order to ensure that the Company's operations are carried out in order to achieve the specified objectives.

### 3. Responsibility for strategic planning and action planning

- o Develop an annual business plan in line with the strategy approved by the Board of Directors, coordinate with the Deputy Managing Director of Accounting and Finance to prepare an annual budget in line with the business plan.
- o Coordinate and cooperate with the Board of Directors to determine the Company's vision and goals as well as related policies.

- o Develop mechanisms to track the implementation of the plan.
- o Create guidelines to develop future leaders within the organization to support the work expansion.

### 4. General Management Responsibilities

- o To enhance the culture in the organization that reflects the value of the organization, supporting good quality of work and the productivity obtained in standard field.
- o Supervise effective human resource management to develop quality personnel to drive the assigned policy to achieve the specified objectives.
- o Supervise the Company's operations in accordance with the policy regulations assigned by the Board of Directors and comply with the law.
- o Allocate resources within the organization efficiently and create harmony within the organization, including the provision of rewards and punishment systems.
- o Formulate and improve the current operating system to be more efficient and better controlled, as well as creating an effective two-way communication system within the organization.

## 3. Information on Sub-Committees

On June 16, 2022, the Company restructured the Sub-Committees. Previously, there were 6 Sub-Committees: 1) Audit Committee 2) Risk Management Committee 3) Human Resources and Remuneration Committee 4) Corporate Governance and Social Responsibility Committee 5) Investments Committee and 6) Executive committee consisting of 4 Sub-Committees namely 1) Audit Committee 2) Risk Management Committee 3) Human Resource, Remuneration and Corporate Governance Committee, and 4) Executive Committee. This is for flexibility and increased work efficiency. As of December 31, 2022, the Company has the structure of Sub-Committees as follows:

### 1) The Audit Committee

Comprised at least 3 independent directors who is the Company Directors and has at least 1 director who have sufficient knowledge and experience in accounting or finance and capable to review the trustworthiness of financial statements. In 2022, the Audit Committee held meeting 4 times with the Meeting attendance detailed on page 174.

Member of the Audit Committee has a term of tenure according to the term of directorship. The

list of members of audit committees and term of services are as follows:

1. **Mr. Poonsuk Tochanakarn** Chairman of the Audit Committee
2. **Mr. Sorasak Saensombat** Audit Committee
3. **Mr. Suchart Dejittirut** Audit Committee

(Appointed as a member of the Audit Committee since February 24, 2022 in place of Ms. Nataya Ouivirach who resigned from February 11, 2022)

Mr. Dej Supphatada acts as the secretary of the Audit Committee.

Member of the Audit Committee ranked no.1 has sufficient knowledge and experience to be able to review the trustworthiness of the financial statements.

Scope of authority, duties and responsibilities as defined in the Charter of the Audit Committee is as follows:

1. Establish the Charter of the Audit Committee in accordance with the scope of responsibility for the Company's operations. This must be approved by the Board of Directors and must be reviewed at least once a year.
2. Review the Company's financial reporting correctly and adequately by coordinating with the auditor and the executive that responsible for preparing financial reports according to the Company's accounting period.
3. Review the Company's internal control system and internal audit that is appropriate and effective.
4. Consider the independence of the internal auditor, as well as approve the appointment, migration, termination of the Company's internal auditor, or consider hiring/terminating an internal auditor from an external entity, also determining or adjusting the compensation of the internal auditor.
5. Consider, approve and review the Internal Audit Charter, internal audit plan, and internal audit budget.
6. Review the appropriate and effective risk management system of the Company.
7. Review and discuss with management about the Company's significant risks and the measures that management has taken to monitor and control such risks.
8. Review the Company's compliance with Securities and Exchange laws, regulations of the Stock Exchange of Thailand or laws relating to the Company's business
9. Review the Company's compliance with good corporate governance principles, including guidelines and recommendations necessary to improve good corporate governance.
10. Consider, select and propose to appoint an independent person to serve as the Company's auditor and offer the compensation, as well as attend meetings with the auditor without the management to attend the meeting at least once a year
11. Consider the audit results and recommendations of the auditor, internal auditors and propose to the management to revise and monitor the implementation of the proposal.
12. Consider the disclosure of the Company's information. In the event of a connected transaction, acquisition or disposition of the Company's assets or transactions that may have a conflict of interest in accordance with the laws and regulations of the Stock Exchange of Thailand
13. Verify, investigate and request information from the entities or related parties for further consideration under the authority of the Audit Committee. The committee is authorized to hire or bring in specialized specialists to assist in the inspection and investigation work.
14. In performing the duties of the Audit Committee, the committee can communicate directly with the auditor, internal auditor and management of the Company.
15. Perform any other operations as assigned by the Board of Directors with the approval of the Audit Committee.
16. The Audit Committee must report its performance to the Board of Directors' meeting to acknowledge and consider at least once a quarter.
17. Prepare a report of the audit committee's operations by disclosing in the Company's annual report, which must be signed by the Chairman of the Audit Committee.
18. By performing the duties of the Audit Committee, if there is any finding or suspicion that there are any of the following transactions or actions which may have a significant impact

on the Company's financial position and performance, the Audit Committee reports to the Board of Directors to make improvements within the time deemed appropriate by the Audit Committee.

- (1) Items of conflict of interest
- (2) Fraud or irregularities or significant deficiencies in the internal control system
- (3) Violation of Securities and Exchange laws, regulations of the Stock Exchange of Thailand or laws relating to the Company's business

If the Board of Directors or executives do not make the revise as deemed appropriate by the

Audit Committee, one of the audit committee members may report the above transactions or actions to the Securities and Exchange Commission or the Stock Exchange of Thailand.

19. Report the results of the preliminary audit to the Securities and Exchange Commission and the auditor within 30 days from the date of notification from the auditor. In the event of a reasonable circumstance to suspect the director, manager or person responsible for the Company's operations has committed an offense under Section 281/2 Paragraph 2, Section 305, Section 306, Section 309, Section 310, Section 311, Section 312 or Section 313 of the Securities and Exchange Act B.E. 2535 (and as amended)

## 2) Human Resource, Remuneration and Corporate Governance Committee

On June 16, 2022, the Company dissolved the Corporate Governance and Social Responsibility Committee together with the Human Resources and Remuneration Committee. " Human Resource, Remuneration and Corporate Governance Committee "and reviewed the charter to be consistent with the aforementioned merger.

The Human Resource, Remuneration and Corporate Governance Committee consists of at least 3 members, half of the total number of directors. Must be an independent director The term of office is 3 years. In 2022, the Human Resource, Remuneration and Corporate Governance Committee held 5 meetings as detailed on page 178 of the Human Resource, Remuneration and Corporate Governance Committee are set as follows;

1. **Pol. Gen. Prawut Thavornsiri**, Chairman of the Human Resource, Remuneration and Corporate Governance Committee (Appointed as the Chairman of the Human Resource, Remuneration and Corporate Governance Committee from June 16, 2022 instead of Pol.Maj.Gen. Prayont Lasua who does not wish to apply for the position)
2. **Mr. Sorasak Saensombat** Director of the Human Resource, Remuneration and Corporate Governance Committee (Appointed as a member of the Human Resource, Remuneration and Corporate Governance Committee from June 16, 2022 in place of Ms. Nataya Ouivirach who resigned from the Board of Directors and Human Resources Committee from February 11, 2022)

3. **Mr. Prachuab Ujjin** Director of the Human Resource, Remuneration and Corporate Governance Committee

Ms. Kochakorn Ruksasuk is the secretary of the Human Resource, Remuneration and Corporate Governance Committee

Scope of authority, duties and responsibilities as defined in Charter of the Human Resource, Remuneration and Corporate Governance Committee is as follows:

### 1. Nomination

- 1.1 Establish criteria and procedures for nominating persons to serve as directors and sub-directors by considering the appropriateness of the number, structure and composition of the Board of Directors. Determining the qualifications of directors, experience, competencies related to the Company's business to be presented to the Board of Directors and/or proposed for approval to the Shareholders' Meeting as the case may be.
- 1.2 Consider recruiting, selecting and proposing suitable people to serve as directors, replace directors who have completed their term and/or have vacancies and/or appointed, including the nomination of the Company's chief executive.



- 1.3 Consider the qualifications of the person who will become an independent director to suit the characteristics of the Company, with independence at least in accordance with the rules set by the Securities and Exchange Commission (SEC).
- 1.4 Consider setting a policy/succession plan at the executive level of the Company, as well as establishing the development policy of directors and executives of the Company to prepare the continuity of succession and the management of the Company in order to continue operation and have such policies reviewed at least once a year.

#### Criteria for Nomination of Directors

- (1) The Company provides opportunities for small shareholders to nominate qualified persons as directors or consider a person from Directors Pool or consider the former directors to propose to continue the position or allow each director to nominate the appropriate person.
- (2) Selection and scrutiny of qualified persons as directors by considering the suitability of knowledge, experience, specific competencies in line with the Company's business strategy, which meets the skills qualifications necessary for the nomination of directors. (Board Skill Matrix)
- (3) Check the history of the names of persons nominated to meet the laws and requirements of regulatory authorities such as the Securities and Exchange Act B.E. 2535.
- (4) Dedication of directors' time and any interest or conflict of interest that may be with the Company. In case of being the original director to return to office for another term, the performance during the tenure period, providing useful feedback, participation in various activities of directors is considered. This includes the number of companies each director will take positions to ensure that performance does not decrease.
- (5) In case of appointment of independent directors, the qualifications of persons who serve as independent directors are considered to be independent in accordance with the criteria of the Securities and Exchange Commission (SEC).

- (6) Prepare a list of the Human Resource, Remuneration and Corporate Governance Committee that have considered screening with qualifications and reasons for selection in order and propose to the Board of Directors for nomination to the Shareholders' Meeting to elected individually, taking into account the performance of the duties of the former directors.

## **2. Remuneration**

- 2.1 Establish the criteria and policies for determining the remuneration and benefits of the Board of Directors, sub-committees and senior executives of the Company to propose to the Board of Directors and/or the Shareholders' Meeting as the case may be held, and to review such policies at least once a year.
- 2.2 Determine the necessary and appropriate remuneration, both monetary and non-monetary, of the Directors, sub-directors and senior Executive, to propose to the Board of Directors and/or the Shareholders' Meeting as the case may be, in accordance with the remuneration criteria as follows;

#### Remuneration Criteria

- (1) Duty, responsibilities of directors who have performed their duties on each board of directors and performance.
- (2) Suitability of guidelines compared to industrial situation, economic conditions, Company's performance and other factors.
- (3) Director Remuneration Information of other companies, which are in the same industry as the Company, and other companies, which have the same business size and performance as the Company.

## **3. Corporate Governance and Sustainable Development**

- 3.1 Consider and determine the corporate governance policy. Business Ethics (Code of Conduct), Anti-Corruption Policy and Sustainability Policy of the Company in accordance with relevant guidelines and in accordance with international standards to propose to the Board of Directors and review such policy at least once a year.
- 3.2 Consider setting up a policy for receiving complaints and reporting clues about corruption. or operations that are not in accordance with the principles of good

corporate governance and ethics to be proposed to the Board of Directors and reviewed at least once a year.

3.3 Give advice and suggestions. Or guidelines for developing good corporate governance of the Company to the Board of Directors.

3.4 Follow up and supervise in accordance with the Company's good corporate governance guidelines, and related policies Including monitoring the implementation of sustainability management. (Sustainability Management: SM) or Corporate Social Responsibility: CSR operation of the management.

3.5 Consider setting a policy for minority shareholders to nominate persons to be elected as directors and to propose agenda items for the Annual General Meeting of Shareholders.

#### 4. Other

4.1 Prepare the Charter of the Human Resource, Remuneration and Corporate Governance

Committee and determine compensation that must be approved by the Board of Directors and must be reviewed at least once a year.

4.2 To consider and determine the guidelines and criteria for evaluating the performance of the Board of Directors and Chief Executive Officer to present to the Board of Directors.

4.3 Supervise orientation for new directors, including deliver documents and information useful for their duties to the directors.

4.4 The Human Resource, Remuneration and Corporate Governance Committee may hire third-party consultants or experts as necessary and appropriate in order to effectively perform their charter duties within budget that be approved by the Board of Directors' meeting.

4.5 Perform any other duties as assigned by the Board of Directors.

### 3) Risk Management Committee

Consists of at least 3 company directors, executives and/or experts, with at least 1 member of the Risk Management Committee having knowledge and expertise in risk management, and at least 1 person having knowledge and expertise in risk management. information technology system security and the Risk Management Committee has a term of office of 3 years each.

In 2022, the Risk Management Committee held 4 meetings as detailed on page 176. The members of the Risk Management Committee are as follows:

1. **Mr. Suchart Dejittirut** Chairman of the Risk Management Committee (Appointed as Chairman of the Risk Management Committee from June 16, 2022 in place of Mr. Prachuab Ujjin who resigned from such position)

2. **Pol. Gen. Prawut Thavornsiri** Member of the Risk Management Committee (appointed as a member of the Risk Management Committee from June 16, 2022 in place of Mr. Thanarath Thanavutwathana who resigned from such position)

3. **Pol. Maj. Gen. Prayont Lasua** Member of the Risk Management Committee

Mr. Dej Supphatada acts as the secretary of the Risk Management Committee.

Scope of authority, duties and responsibilities as defined in the Charter of the Risk Management Committee is as follows:

1. Prepare the Risk Management Committee Charter which must be approved by the Board of Directors and the suitability of the charter must be reviewed at least once a year.
2. Determine and review the risk management policy to be effective enough to control the risks of the organization in accordance with the objectives Company's goals and strategies including changing circumstances and presented to the Board of Directors for approval.
3. Supervise and monitor operations according to the risk management policy framework approved by the Board of Directors by supporting the risk management process Risk Assessment and Management monitoring Communicating about risk management to be in the same direction throughout the Company.
4. Consider and approve the Company's risk management framework and plan to be in line with the risk management policy. To be able to assess, monitor and control each type of risk of the Company. To be at an acceptable level by allowing relevant departments to participate in risk management and control.



5. Review the adequacy of policies and risk management systems including the effectiveness of the risk management system and compliance with specified policies.
6. Review key risk management reports To ensure that the organization has adequate and appropriate risk management.
7. Provide advice and guidance to executives in risk management.
8. Consider the structure and appoint a risk management working group that is suitable for the Company, such as assigning risk managers and risk owners, etc., to support monitoring, reporting, and evaluating risk management results.
9. If necessary, the Risk Management Committee can invite executives or those involved in

attending the meeting to clarify or submit relevant documents.

10. Report the results of corporate risk management to the Board of Directors. In the event that there are important factors or events that may significantly affect the Company Report to the Board of Directors for acknowledgment and consideration as soon as possible.
11. Perform other tasks as the Board of Directors deems appropriate and the Risk Management Committee is directly responsible to the Board of Directors.
12. The Risk Management Committee has duties and responsibilities in reporting performance as assigned by the Board of Directors to the Board of Directors' meetings regularly.

#### 4) Executive Committee

On June 16, 2022, the Company dissolved the Investment Committee merged with the Executive Committee to become the "Executive Committee".

In addition, Mr. Sorasak Saensombat, Independent Director and Member of the Investment Committee and Mr. Prachuab Ujjin, Director and Chairman of the Investment Committee do not wish to apply for the position of Executive Director.

The Executive Committee consists of 3 - 7 members, consisting of at least 2 directors and executives or persons with specified qualifications. The Chief Executive Officer is the executive director by position. Board of Directors has a term of office of 3 years each with the following names:

1. **Dr. Chotiphan Tiawiwat** Chairman of the Executive Committee (Notify the Company resigning from the position of director of the Company and Chairman of the Executive Committee effective from March 1, 2023)
2. **Mr. Thanarath Thanavutwathana** Executive Director
3. **Mr. Pakorn Leesakul** Executive Director
4. **Mr. Nathaphol Kasamvilas** Executive Director (On March 16, 2023, the Board of Directors' Meeting No. 5/2023 resolved to appoint Mr. Nathaphol Kasamvilas as the Chairman of the Executive Committee, replacing Dr. Chotiphan Tiawiwat who resigned.)
5. **Ms. Ratchanok Supanit** Executive Director

6. **Ms. Kochakorn Ruksasuk** Executive Director and secretary of the Executive Committee (Appointed as Executive Director since June 16, 2022 in place of Mr. Prethanat Sorat who resigned from the Company since June 1, 2022)

The Board of Directors' Meeting No. 10/2022 on November 10, 2022 approved the Executive Committee Charter. The scope of authority and duties of the Executive Committee is as follows:

1. Operate and manage the Company's business in accordance with the objectives, articles of association, rules, regulations, policies, orders and the Board of Directors' meeting resolutions.
2. Set the policies, visions, missions, values, business objectives, business strategies, business plans, yearly budget, and management authority of the Company, with business factors appropriately taken into account, to propose to the Board of Directors for approval.
3. Supervise, inspect, follow-up, and review the Company's operation to be efficient as assigned by the Board of Directors.
4. Approve regular business operations of the Company under an amount or budget approved by the Board of Directors. The amount limit for each transaction is according to operating authority approved by the Board.
5. Study the possibility of new project investment and be entitled to approve the Company, the

subsidiaries, and the joint-ventures entering investment or joint investment with individuals, juristic persons or other organizations as the Executive Committee deems appropriate to operate according to the Company's objectives. Approve such investment spending, entering legal contract, and/or any actions regarding such matter until completion under the its authorities approved by the Board of Directors.

6. Monitor the results of the main operation and investment project progress, report the results, problems or challenges, and guidelines for improvement to the Board of Directors.
7. Approve manpower plan based on the budget and organization structure approved by the Board of Directors.
8. Proposing interim and annual dividend payment to the Board of Directors for approval before proposing to the Shareholder's meeting.
9. Be entitled to grant one or more individuals the power of attorney to operate on a matter, under the Executive Committee's supervision. The Executive Committee may grant the individuals the power of attorney and under a time period it deems appropriate. The Executive Committee may terminate, withdraw, or change the assigned individuals or the power of attorney as it considers appropriate.

Such assignation of duty and responsibility of the Executive Committee must not have a nature of a the power of attorney or a sub-delegation which will allow the individual granted authority by the Executive Committee to approve a transaction one or a person with conflict of interest (according to notification of the Capital Market Supervisory Board and/or the Stock Exchange of Thailand and/or related agencies), have interest with or have any other conflict of interest with the Company and/or related companies. The Executive have no authority to approve such matter. The matter must be proposed to the Board of Directors meeting and/or the shareholders' meeting (depends on each case) for approval, except for the approval of transaction of regular business and term of trade which accorded with the notification of the Capital Market Supervisory Board and/or the Stock Exchange of Thailand and/or related agencies.

10. Compose the Executive Committee Charter which must be approved by the Board of Directors and reviewed at least once a year.
11. Perform other tasks assigned by the Board of Directors.
12. The Board of Directors has duties and responsibilities to report performance as assigned by the Board of Directors to the Board of Directors' meetings regularly.

#### 4. Information on Executives

##### Executive Name List

In 2022, the Company has 11 executives as follows:

Name list	Position
1. Mr. Nathaphol Kasamvilas	Chief Executive Officer
2. Ms. Ratchanok Supanit	Chief Financial Officer
3. Ms. Kochakorn Ruksasuk	Chief Operating Officer
4. Ms. Supanee Klammanee	Director of Accounting and Finance
5. Ms. Kwanmuang Silla	Director of Radio Production and Broadcasting
6. Ms. Juranee Chanjumpa	Director of Human Resources and Administration
7. Ms. Sophita Ngampanich	Director of Marketing
8. Ms. Rutchadaporn Yatat	Director of Sales
9. Mr. Prethanat Sorat <sup>/1</sup>	Chief Commercial Officer
10. Ms. Sasirada Sutthiluck <sup>/2</sup>	Director of Sales
11. Mrs. Darawan Tansakun <sup>/3</sup>	Director of Business Development and Assistant Chief Executive Officer

Remark : <sup>/1</sup> Mr. Prethanat Sorat resigned from the Company effective from June 1, 2022.

<sup>/2</sup> Ms. Sasirada Sutthiluck resigned from the Company effective from August 1, 2022.

<sup>/3</sup> Mrs. Darawan Tansakun resigned from the Company effective from January 8, 2023.

## The Remunerations of Executive Directors and Executives Policy

The Company values the proper payment of remuneration and welfare benefits, competitive and fair by determining salary, wages, returns, benefits and welfare benefits according to position of responsibility in accordance with the competence of employees at all levels within the organization. The Company has assessed and analyzed the work value to be up to date at all times and is suitable for the level of responsibility of the position in accordance with the Company's business operations and economic conditions. This is compared to businesses in both the same and different industries. Benefits and welfare benefits that comply with the law are appropriate, fair and competitive with other leading companies.

The executive remuneration will be in accordance with the principles and policies set by the Board of Directors, which will be determined by the duties, responsibilities, each executive performance and company's performance. In addition, the Company has a policy of giving executives the right to purchase securities of the Company with (1) a period of exercise of more than 3 years, (2) setting the exercise price higher than the market price at the time of the allocation of rights, and (3) no concentration of more than 5% by considering the right according to the appropriateness and the current situation of the Company.

## The Remunerations of Executive Directors and Executives

In 2022, the Company paid remuneration to 11 executives (according to the table above) in the form of salary and compensation for performing duties including post-employment benefits total amount 20,185,733 Baht.

For other remuneration of executives, the Company has provided a provident fund for executives, in which the Company will contribute at the rate of 2% of their salary.

The total remuneration of the executives as above representing 45.67% of the total monetary remuneration of the Company.

## 5. Information on employees

As of December 31, 2022, the Company has the number of employees (Excluding executives) total 56 people divided into

o Gender:

- Men 29 people
- Female 27 people

o Employee age:

- Less than 30 years old, 15 people
- 30-50 years old, 38 people
- More than 50 years, 3 people

o Position level:

- General staff 36 people
- 11 managers
- Director and above 9 people

The Company paid remuneration in the form of salary, overtime pay, provident fund contributions.

Contributions to the social security fund and other compensation totaling 24,001,909 baht, with 51 employees participating in the provident fund, representing 91.07% of the total number of employees of the Company.

In 2022, the Company paid severance pay to one employee, totaling 48,000 baht. There are no labor disputes in the past 3 years.

For information on employees in subsidiaries and associated companies in 2022, the Company's subsidiaries and associated companies no permanent staff and no compensation is paid.

## 6. Other Significant Information

### Identify the Name of the Person Assigned to Take Direct Responsibility for Accounting Oversight, Company Secretary and the Outsourced Internal Auditor

#### Company Secretary

The Board of Directors has approved the appointment of Ms. Kochakorn Ruksasuk as the Company Secretary effective from January 21, 2020, whose profile and details of duties and responsibilities are shown on attachment, page 165.

#### The Person Assigned to Take Direct Responsibility for Accounting Oversight

Ms. Ratchanok Supanit Chief Financial Officer, which is qualified according to the criteria set out in the Notification of the Department of Business Development, has been appointed as the supervisor of accounting of the Company, with the

duty to provide details related to accounting in accordance with accounting standards and financial reporting standards. Details of information of those who are directly responsible for accounting supervision appears in attachment, page 164.

#### The Outsourced Internal Auditor

The Audit Committee has appointed Ascent Advisory Co., Ltd. as the Company's internal auditor, which Ascent Advisory Co., Ltd. assigned Pakaorn Assawatuschaporn to be the main responsible person. In the performance of internal auditors of the Company. The secretary of the audit committee is also assigned to coordinate with the said internal auditors.

### Identify the Name of the Head of Investor Relations and Contact Information

The Board of Directors has assigned Ms. Kochakorn Ruksasuk as Company Secretary, as a center for disclosing important information to investors by publishing it through the Stock Exchange of Thailand's disclosure system and the Company's website.

Investors can contact the Company for information via telephone, email or study the information from the Company's website according to the contact details below.

Phone : (+66) 02 204 2601  
E-mail : comsec@dv8.co.th  
Address : 191/43, 21 Fl., CTI Tower  
Rachadapisek Rd. Kholng Toei,  
Bangkok 10110  
Website : <https://www.dv8.co.th/investors-relationship/>

### The Remunerations for the Auditor

In 2022, the Company and its subsidiaries paid audit fees to AMC Co., Ltd., which is an auditor approved by the Securities and Exchange Commission (SEC) and appointed in accordance with Resolution of 2022 Annual General Meeting of Shareholders as follows:

#### 1. Remuneration for the audit (Audit fee)

Company	Audit Fee (Baht)
1. DV8 Public Company Limited	1,480,000
2. Demeter Innovation Co., Ltd.	50,000
3. Joint Venture DCORP-DLI	165,000
4. Hinoki Wood Works Co., Ltd.	60,000
5. Hero Experience Co., Ltd.	100,000
<b>Total</b>	<b>1,855,000</b>

#### 2. Other Remuneration (Non – Audit fee)

- None -

The Company which is an audit firm and its auditor, has no relationship or any conflict of interests with the Company, Executives, major shareholders or their related parties.

## Report on Key Operating Results on Corporate Governance

### 1. Summary of Duty Performance of the Board of Directors in the Past Year

The Board of Directors plays an important role in setting the Company's policies and in coordinate with management in configuring the values, corporate culture, vision, mission, objectives, goals, operational plans and budgets of the Company, as well as supervision of operations. To ensure that the preparation of strategies and business plans is consistent and in accordance with the Company's

main goals. It has an internal control system and an assessment analysis appropriately and efficiently in environment, challenges and opportunities affecting the Company's business operations under the principles of good corporate governance.

### Selection, Development and Evaluation of Duty Performance of the Board of Directors

The Board of Directors has assigned the Human Resource, Remuneration and Corporate Governance Committee to responsible for determining the criteria and methods for recruiting qualified persons to take over as director of the Company

#### 1. Independent Director

Independent directors of the Company must have the qualifications and independence in accordance with the requirements of the Securities and Exchange Commission (SEC) and related laws. If such terms and/or applicable laws are announced of changes, the Independent Directors of the Company must meet the qualifications announced in all respects. The Human Resource, Remuneration and Corporate Governance Committee consider the selection of suitable persons in terms of knowledge, competence and experience related to the business, or to benefit the Company's business in the future, to be presented to the Board of Directors and/or the Shareholders' Meeting.

#### 2. Selection of Directors and Chief Executives Officer Nomination

To appoint directors, Human Resource, Remuneration and Corporate Governance Committee is responsible for determining, selecting and scrutinizing qualified persons in accordance with the regulations and charters of the Board of Directors and/or charters of other sub-committees, including nominees who are qualified to obtain professional and diverse directors based on the structure, size and composition of the Board of Directors. The Committee presents opinions to the Board of Directors and/or the Shareholders' Meeting, depending on the case, to approve the appointment of directors.

#### Criteria for Nomination of Directors

- (1) The Company provides opportunities for minority shareholders to nominate qualified persons as directors, or to consider a person from the Director Pool, or to propose the former directors to continue their position, or to have each director nominate the appropriate persons.
- (2) Select and screen qualified persons as directors by considering the suitable knowledge, experiences, and specific capabilities which match to the Company's business operational strategies and are in accordance with necessary required skills stated in the Board Skill Matrix.
- (3) Check the history of the listed nominating persons that they are qualified per the laws and regulations of regulatory authorities, such as the Securities and Exchange Act B.E. 2535 (1992), etc.
- (4) Dedication of times, any potential conflicts of interest with the Company, in case of being a former director who will be re-appointed for another term, will consider past performance during the tenure, recommendations and useful opinions feedback, participation in various activities of directors, including the

number of companies where each director will hold the position to ensure that efficient performance will not decrease.

#### The Right of Minority Investors for Directors' Appointment

- (1) One shareholder has the same number of votes as the number of shares held.
- (2) Each shareholder can use all available votes according to point 1) for the election of a single person or several persons as directors, but the number of votes cannot be divided.
- (3) The person who receives the highest number of votes respectively, shall be elected as a director as much as the number of available directors or shall be elected at that time. In case that the person who is elected in the following order has the same number of votes, exceeds the number of available directors, or shall be elected at that time, the Chairman of the meeting shall be the decisive vote.

#### **Nomination of Senior and Personnel Executive**

In recruiting senior management positions, the Human Resource, Remuneration and Corporate Governance Committee will preliminarily select to recruit qualified persons with knowledge, competency, skills and experience that are beneficial to the Company's operations and well understanding of the Company's business which can help managing to achieve the objectives and targets set by the Board of Directors and propose to the Board of Directors for further approval.

The Board of Directors has set out a capability developing plan for level of the Chief Executive Officer and Senior Executives by assigning the Human Resource, Remuneration and Corporate Governance Committee to prepare a succession plan and report to the Board of Directors.

#### **3. Development of Directors and Executives**

The Board of Directors has encouraged the development of the potential of directors in accordance with the good governance policy, which has been defined as the development of directors.

In 2022, the directors participated in the training courses related to the performance of the duties of directors organized by The Institute of Directors of Thailand (IOD) of 2 person. It appears in summary table of participation in the training of the directors.



### Attendance at various Directors Training Courses held by the IOD

Director	Year of Attendance							
	DAP	DCP	RCP	AACP	ACP	RMP	RCL	BMA
1. Mr. Numchai Lowattanakul		2010						
2. Pol.Maj.Gen. Prayont Lasua	2018							
3. Mr. Prachuab Ujjin		2006				2013		
4. Mr. Poonsuk Tochanakarn		x		2021				
5. Mr. Sorasak Saensombat		2016	2016					
6. Mr. Suchart Dejittirut		2016					2019	
7. Pol. Gen. Prawut Thavornsiri		2551						
8. Dr. Chotiphan Tiawiwat	2015							
9. Mr. Thanarath Thanavutwathana	2017	2018						
10. Mr. Pakorn Leesakul	2022	2022						
11. Mr. Nathaphol Kasamvilas	2022	2022					2022	2022

Remark: 1) Training Courses are **DAP**: Director Accreditation Program | **DCP**: Director Certification Program | **RCP**: Role of the Chairman Program | **AACP**: Advanced Audit Committee Program | **ACP**: Audit Committee Program | **RMP**: Risk Management Program | **RCL**: Risk Management Program for Corporate Leaders | **BMA**: The Board's Role in Mergers and Acquisitions

2) "X" = Complete the Training Program

#### 4. Evaluation of the Performance of the Board of Directors

The Board of Directors requires an annual evaluation of the performance of directors, divided into three forms: 1) self-assessment of the entire board of directors, 2) self-assessment of directors individually, and 3) self-assessment of the sub-committee.

##### Guidelines and Procedures for Self-Assessment

- 1) Self-assessment criteria: Consists of the structure and qualifications of the Board of Directors. / Roles, duties and responsibilities of the Board of Directors / Board meeting / performance of directors' duties and other opinions that are beneficial to management / relationship with management / self-development of directors and executive development
- 2) Self-assessment process: (1) The Board of Directors approves the self-assessment form, (2) the Member of the Self-Assessment Committee express his opinion, and (3) the Company Secretary summarizes and analyzes the results of the self-assessment, and prepares an improvement plan, proposes to the Board of Directors to acknowledge.

- 3) Evaluation of the Sub-Committee: 1) Each sub-committee will determine the performance assessment form according to each sub-committee and propose to the Board of Directors for approval, 2) the Directors, who do not hold the positions of the sub-committees, do performance evaluations, and 3) the secretary of each sub-committee summarize and analyze the results of the self-assessment and prepare an improvement plan, present it to the sub-committee and the Board of Directors to acknowledge.

In 2022, the Board of Directors and sub-committees evaluated the performance by summarizing the results of the assessment. as follows

- o **The Board of Directors** self-assessed as a group, consisting of 7 categories, received an average score. (out of 5 points) as follows
  1. Structure and Qualification, average score 4.38
  2. Roles, duties, responsibilities, average score 4.33
  3. Meeting, average score 4.54
  4. Dynamics in performance of duties, average score 4.38
  5. Relationship with executives, average score 4.52
  6. Director development average score 4.27
  7. Average total score 4.27



- o **Self-assessment form of the Board of Directors individually**, divided into 6 sections with an average score (out of 5 points) as follows

1. Personal Qualification, average score 4.42
2. Readiness to perform duty, average score 4.44
3. Meeting attendance average score 4.45
4. Roles, duties, responsibilities, average score 4.44
5. Relationship with Board of Directors and Executives, average score 4.59
6. Average total score 4.33

- o **Audit Committee** The assessment was divided into two parts:

- 1) Self-assessment form of the Audit Committee in 5 categories with the average score (out of 5 points) as follows:

1. Structure and Qualification, average score 4.93
2. Meeting, average score 4.95
3. Roles, duties, responsibilities, average score 4.92
4. Reporting average score 5.00
5. Overall self-assessment, average score 5.00

- 2) Board of Directors (who does not have a position on the Audit Committee) to evaluate the performance of the Audit Committee Received an average score of 4.55 (out of 5 points).

- o **Risk Management Committee** The assessment is divided into 2 parts:

- 1) Self-assessment form of the Risk Management Committee in 5 categories with the average score (out of 5 points) as follows:

1. Structure and Qualification average score 5.00
2. Meeting, average score 4.92
3. Roles, duties, responsibilities, average score 4.90
4. Average reporting score 4.84
5. Overall self-assessment, average score 5.00

- 2) The Committee (who does not hold a position in the Risk Management Committee) evaluates the performance of the Risk Management Committee. Received an average score of 4.29 (out of 5 points).

- o **Human Resource, Remuneration and Corporate Governance Committee** The assessment was divided into two parts:

- 1) Self-assessment of the Human Resource, Remuneration and Corporate Governance Committee, consisting of 5 categories, with an average score (out of 5 points) as follows

1. Structure and Qualification, average score 4.92
2. Meeting average score 4.75
3. Roles, duties and responsibilities, average score 4.76
4. Reporting average score 4.84
5. Overall self-assessment, average score 5.00

- 2) Board of Directors (who is not a member of the Human Resource, Remuneration and Corporate Governance Committee) Assess the performance of

the Human Resource, Remuneration and Corporate Governance Committee received an average score of 4.21 (out of 5 points)

- o **Executive Committee** The assessment was divided into two parts:

- 1) Self-assessment of the Executive Board consisting of 5 categories, with an average score (out of 5 points) as follows

1. Structure and Qualification average score 4.03
2. Meeting, average score 4.08
3. Roles, duties and responsibilities, average score 4.25
4. Reporting average score 4.09
5. Overall self-assessment, average score 3.83

- 2) Board of Directors (not holding a position on the Executive Committee) Performance Evaluation of the Executive Committee Received an average score of 4.52 (out of 5 points)

## Summary of Changes in Positions of Sub-Committees in 2022 (information as of December 31, 2022)

Name		AC	HRC	CSR	RMC	INC	Excom		AC	HRG <sup>/1</sup>	RMC	Excom <sup>/1</sup>
1.Mr. Numchai Lowattanakul	<b>Before the restructuring of sub-committees</b>							<b>After the restructuring of sub-committees</b>				
2.Pol.Maj.Gen. Prayont Lasua			★		○						○	
3.Mr. Prachuab Ujjin			○	○	★	★				○		
4.Mr. Poonsuk Tochanakarn		★							★			
5.Mr. Sorasak Saensombat		○		★		○			○	○		
6.Mr. Suchart Dejittirut <sup>/2</sup>		○							○		★	
7.Pol. Gen. Prawut Thavornsiri										★	○	
8.Dr. Chotiphan Tiawiwat						○	★					★
9.Mr. Thanarath Thanavutwathana					○		○					○
10.Mr. Pakorn Leesakul							○					○
11.Mr. Nathaphol Kasamvilas							○					○
12. Ms. Nataya Ouivirach <sup>/2</sup>		○	○									
13.Mr. Prethanat Sorat <sup>/3</sup> (Top management)							○					
14.Ms. Ratchanok Supanit (Top management)							○					○
15.Ms. Kochakorn Ruksasuk <sup>/3</sup> (Top management)												○

Remark : <sup>/1</sup> On June 16, 2022, the Board of Directors No. 6/2022 resolved to dissolve CSR, merge with HRC to become HRG and dissolve INC to merge with Excom to become Excom.

<sup>/2</sup> Mr. Suchart Dejittirut appointed as Director of AC to replace Ms. Nataya Ouivirach who resigned.

<sup>/3</sup> Ms. Kochakorn Ruksasuk appointed as Director of Excom to replacing Prethanat Sorat who resigned.

## Meeting Attendance and Remuneration Payment to Each Board Member

In the past year 2022, each Director attended the meeting as summarized as follows:

Name	Time of Attendance / No. of meetings held whole year						
	BOD <sup>/1</sup>	AC <sup>/1</sup>	HRG <sup>/1</sup>	RMC <sup>/1</sup>	CSR <sup>/1</sup>	Excom <sup>/1</sup>	AGM <sup>/1</sup>
1. Mr. Numchai Lowattanakul	10/11						1/1
2. Pol.Maj.Gen. Prayont Lasua <sup>/6</sup>	11/11		4/4	4/4			1/1
3. Mr. Prachuab Ujjin <sup>/8</sup>	11/11		5/5	2/2	2/2		1/1
4. Mr. Poonsuk Tochanakarn	11/11	4/4					1/1
5. Mr. Sorasak Saensombat <sup>/7</sup>	11/11	4/4	1/1		2/2		1/1
6. Mr. Suchart Dejittirut <sup>/4</sup>	8/8	3/3		2/2			1/1
7. Pol. Gen. Prawut Thavornsiri	8/8		1/1	2/2			1/1
8. Dr. Chotiphan Tiawiwat	9/11					9/9	0/1
9. Mr. Thanarath Thanavutwathana <sup>/9</sup>	11/11			2/2		8/9	0/1
10. Mr. Pakorn Leesakul	11/11					9/9	0/1
11. Mr. Nathaphol Kasamvilas <sup>/3</sup>	10/10					8/8	1/1
12. Ms. Nataya Ouivirach <sup>/2</sup>	2/2		2/2				

Remarks: <sup>/1</sup> List of Board of Directors meetings **BOD**: Board of Directors | **AC**: Audit Committee | **HRG**: Human Resource, Remuneration and Corporate Governance Committee | **RMC**: Risk Management Committee | **CSR**: Corporate Governance and Social Responsibility Committee | **Excom**: Executive Committee | **AGM**: Annual General Meeting of Shareholders 2022 (21 April 2022)

<sup>/2</sup> Ms. Nataya Ouivirach resigned from the position of Independent Director, AC Director and HRG Director on February 11, 2022, whose resignation was effective before the 1st AC Meeting, therefore attending BOD Meetings no. 1-2 and HRG Meeting no.1-2.

<sup>/3</sup> Mr. Nathaphol Kasamvilas took the position of Chief Executive Officer and Director on January 8, 2022 and therefore attended the BOD meeting no.2-11 and was a director of Excom since January 20, 2022 and thus attended the Excom meeting no.2-9.

<sup>/4</sup> Mr. Suchart Dejittirut has been in the position of Independent Director and Director of AC since February 24, 2022, thus attending the BOD meeting no. 4-11 and AC meeting no.2-4 and has been in the position of RMC's Chairman since June 16, 2022, therefore attending RMC meetings no.3-4.

<sup>/5</sup> Pol. Gen. Prawut Thavornsiri resigned the position of Independent Director Since February 24, 2022, he has attended the BOD meeting no.4-11 and has been the chairman of HRG and RMC director since June 16, 2022, thus attending the HRG meeting no.5 and RMC meeting no.3-4.

<sup>/6</sup> Pol.Maj.Gen. Prayont Lasua resigned from the position of Chairman of HRG since June 16, 2022, therefore attending the HRG Meeting no.1-4.

<sup>/7</sup> Mr. Sorasak Saensombat has been in the position of Director of HRG since June 16, 2022, therefore attending the HRG Meeting no.5.

<sup>/8</sup> Mr. Prachuab Ujjin resigned from the RMC Chairman since June 16, 2022, therefore attending the RMC meeting no.1-2.

<sup>/9</sup> Mr. Thanarath Thanavutwathana resigned from the position of RMC Director on June 16, 2022, therefore attending the 1-2 RMC meetings.

## Remuneration of Individual Director

### 1. Remuneration

In 2022, the Company paid remuneration to the directors and member of sub-committees totaling **Baht 3,008,000**. The remuneration divided into monthly fee and meeting fee to member of sub-committee according to the rate approved by the 2022 Annual General Meeting Shareholders, which detailed remuneration of each director as tabled

Name	Monthly Remuneration	Allowance				Total
		AC <sup>/1</sup>	HRG <sup>/1</sup>	RMC <sup>/1</sup>	CSR <sup>/1</sup>	
1. Mr. Numchai Lowattanakul	264,000					264,000
2. Pol.Maj.Gen. Prayont Lasua	204,000		88,000	68,000		360,000
3. Mr. Prachuab Ujjin	204,000		85,000	44,000	34,000	367,000
4. Mr. Poonsuk Tochanakarn	204,000	88,000				292,000
5. Mr. Sorasak Saensombat	204,000	68,000	17,000		44,000	333,000
6. Mr. Suchart Dejittirut	170,000	51,000		44,000		265,000
7. Pol. Gen. Prawut Thavornsiri	170,000		22,000	34,000		226,000
8. Dr. Chotiphan Tiawiwat	204,000					204,000
9. Mr. Thanarath Thanavutwathana	204,000			34,000		238,000
10. Mr. Pakorn Leesakul	204,000					204,000
11. Mr. Nathaphol Kasamvilas	204,000					204,000
12. Ms. Nataya Ouivirach	17,000		34,000			51,000
<b>Total</b>	<b>2,253,000</b>	<b>207,000</b>	<b>246,000</b>	<b>224,000</b>	<b>78,000</b>	<b>3,008,000</b>

Remark: <sup>/1</sup> List of Board of Directors meetings **AC**: Audit Committee | **HRG**: Human Resource, Remuneration and Corporate Governance Committee | **RMC**: Risk Management Committee | **CSR**: Corporate Governance and Social Responsibility Committee

### 2. Other Remuneration of Directors: - None -

## Supervision of Subsidiaries and Associated Companies

The Company has 4 subsidiaries, affiliates and joint ventures, in which the Company will send its representatives as directors in these subsidiaries, affiliates and joint ventures in proportion to the Company's share holdings to participate in the management and establish important operational policies in order to maximize the benefits of such companies. And if the subsidiaries, affiliates and/or joint ventures operate businesses which have significantly impact to the Company, those representatives must prior report such matters for approval at the Board of Directors' meeting. Besides, the Company has established good

corporate governance policy and code of conduct, including related transaction regulations to control synergies among the Company and its subsidiaries, affiliates and joint ventures in order to provide coherent direction of business practices and corporate development. Thus, the Company still control on data custody, important documents filing and prepare accounting records in accordance with the Company's standards so that the financial statements can be audited and compiled completely, accurately and timely.

## Monitoring of Compliance with the Corporate Governance Policy and Guidelines

The Company attaches importance to good corporate governance by establishing relevant policies and practices in the Company's corporate governance policy and business ethics manual, while encouraging real action to raise the trust with all stakeholders.

In 2022, the Board of Directors reviewed, **revised corporate governance policies and business ethics manuals**, and considered improving other practices in accordance with the review of such corporate governance policies. Executives and employees at all levels are set to comply with corporate governance policies, business ethics manuals, and other practices related to the policy, which covers 1) employee care and non-discrimination, 2) anti-unfair competition 3) Environmental care, hygiene and safety in the organization 4) Strictly maintaining the security of information. In the previous year, the Company complied with the guidelines for each issue completely.

In addition, the Company has been monitored to ensure compliance with good corporate governance in 4 other areas as follows:

### 1) Prevention of Conflicts of Interest

The Board of Directors has established a policy to prevent conflicts of interest by requiring the Board of Directors to establish a policy. Executives and Employees of the Company shall perform duties in the best interests of the Company and avoid actions that may cause conflicts of interest. Directors or executives who are involved in or have

a stake in the list of considerations must inform the Company of their relationship or interest in the list and must not participate in the consideration, including not having the authority to approve such transactions, which cover the connected transactions, intercompany transactions and situations that cause conflicts of interest.

In 2022, the Company has no transactions that may cause conflicts of interest.

### 2) Use of Inside Information to Seek Benefits

The Company views importance in using the Company's information by complying with good corporate governance principles and complying with the relevant regulations and requires Directors, Executives and employees attach importance to the confidentiality of the Company's information custody and/or internal information, which is significant to the change in the price of securities and be non-public, as defined as policies on the use of inside information and reporting on the Company's securities holdings. Executives and employees must adhere to the following:

1. Directors, Executives and employees, as well as related parties are prohibited to buy or sell or offer to buy or sell or to persuade others to buy or sell or offer to buy or sell the Company's securities, either directly or indirectly, in order to exploit third parties by internal information learned in the performance of their positions or status, whether such actions are done for one's own benefit or others, or to disclose inside

information so that others can do so though they can gain benefits in return or not.

2. Directors, Executives and employees, as well as related parties are prohibited to trade the Company's securities with period requirements by internal information type as follows:

#### 2.1 Financial Statements

Trading of the Company's securities is prohibited since the 15<sup>th</sup> of the month following the end of the quarterly or annual accounting period until after the Company submits the financial statements to the Stock Exchange of Thailand and publishes to the public after 24 hours. The Company Secretary will announce such prohibiting non-security trading period for acknowledgement every time.

#### 2.2 Other Inside Information

Trading of the Company's securities is prohibited since information being informed until 24 hours after the Company has published it to the public.

3. Directors and Executives must prepare a report on the holding of securities and report on changes in the Company's securities by the reporting category as follows:

#### 3.1 First Reporting

Directors and Executives must prepare a report on the holding securities of their own and their related persons according to the Company's securities holding report form and submit them to the Company Secretary within 30 days from the date of appointment.

#### 3.2 Quarterly Reporting

Directors and Executives must prepare their own securities holding reports and of their related parties as of the closing date of each quarterly accounting period, according to the reporting form of the Company's securities holdings and submitted to the Company Secretary within 15 days from the closing date of fiscal period in each quarter.

#### 3.3 Reporting on Changes

Directors and Executives are required to prepare a report on changes in securities holdings in accordance with the form provided in the electronic system and forwarded to the SEC in

accordance with the Notification of the Securities and Exchange Commission (SEC) no.38/2018 and notify the Company Secretary for acknowledgement within 3 business days from the trading date of the Company's securities by their own or their related parties.

In 2022, the Company found no offense of the directors, executives and employees involved in the exploitation of the Company's internal information.

### 3) **Anti-Corruption Action**

The Company is committed to conducting business correctly, straightforwardly, honestly, transparently and verifiably, and will not practice or not supporting unlawful practices and contrary to the Company's anti-corruption policy. Directors, executives and employees of the Company are prohibited from Conduct or tolerate any form of corruption directly or indirectly which covers all businesses in all countries and all related agencies and to have a review of compliance with this anti-corruption policy regularly. In 2022, the Company has reviewed the anti-corruption policy by adjusting the definition to cover all forms of corruption. To be in line with changes in the economic, political and social environment in business operations, as well as rules, regulations and legal requirements.

The Company's Operations In order to comply with the policy of preventing corruption. The Company manages in accordance with good corporate governance principles and establishes all forms of anti-corruption policies that may arise from the performance and contact with stakeholders, which the Company requires directors, executives and employees of the Company and its subsidiaries strictly adhere to the practices. It has established a role in the anti-corruption operation as follows:

1. The Board of Directors has a duty and responsibility to formulate policies and supervise effective anti-corruption systems and to ensure that the administration recognizes and values anti-corruption and cultivates it as a corporate culture.
2. The Audit Committee has the duty and responsibility to review the financial and accounting reporting system. Internal control systems, internal audit systems and other processes related to anti-corruption measures to ensure compliance with standards and efficiencies.



3. Executives have a duty and responsibility to establish the system and promote and support anti-corruption policies and to communicate to all employees and stakeholders. Provide training to employees to educate them about anti-corruption policies and practices, as well as to review the suitability of systems and measures to comply with business changes, rules, regulations and requirements of the Law.
4. The internal auditor has the duty and responsibility to review the risk assessment of corruption and to review the operation to comply with policy, guidelines, authority, procedures, law and requirements of the supervision entities. This is to ensure appropriate and adequate control systems for potential corruption risks and report to the Audit Committee.

In addition, the Company has communicated its anti-corruption policy to the directors, executives and employees by requiring that all processes be strictly within the scope of the law, and also providing reporting channels if there is any witness of policy violations or witnesses of fraudulent activity, and protection measures have been taken to the reporter. The Company has disclosed details of the anti-corruption policy on the Company's website at <https://www.dv8.co.th/corporate-governance>.

In 2022, the Company did not report any corruption offenses.

#### 4) Whistleblowing

##### 2. Report on the Results of Duty Performance of the Audit Committee in the Past Year

In 2022, the Audit Committee held a total of 5 meetings and a meeting with the auditor. without the management attending the meeting, totaling 1 time (details on the number of meetings attended on page 83).

##### 3. Summary of the Results of Duty Performance of Sub-Committees

###### The Human Resource, Remuneration and Corporate Governance Committee

In 2022, the Human Resource, Remuneration and Corporate Governance Committee There were 5 meetings held together (details on the number of meetings attended on page 83) and the results of the performance of the Human Resource, Remuneration and Corporate Governance Committee as appeared in the attachment on page 178.

The Board of Directors has established policies and guidelines for protecting and fairness to inform information or providing clues about corruption or non-compliance with laws, rules, regulations and whistle blower policy. The Company provide channels for stakeholders to report clues and make complaints through the specified channels. The complainant will submit the case to the Complaints Response and Review Committee to conduct the investigation and gather the facts or may assign the person or agency of the trust to be the fact-checker on the issue of such complaint.

The complainants include 1) Supervisors trusted by employees, 2) Company Secretary and 3) Chairman of the Audit Committee

###### Complaint Channels

###### 1) E-Mail Address of the complainant

- o Mr. Poonsuk Tochanakarn,  
Chairman of the Audit Committee  
E-Mail: [poonsuk@dv8.co.th](mailto:poonsuk@dv8.co.th)
- o Ms. Kochakorn Ruksasuk,  
Company Secretary  
E-Mail: [kochakorn@dv8.co.th](mailto:kochakorn@dv8.co.th)

###### 2) Via postal mail (indicated confidential documents) through the Company address. Company Secretary DV8 Public Company Limited 191/43 CTI Tower, 21 Floor, Ratchadapisek Road, Khwang Klong Toei Khet Khlong Toei, Bangkok 10110

In 2022, no clues and complaints were filed to the Company.

and the performance of the Audit Committee as appeared in the attachment on page 174.

###### The Risk Management Committee

In 2022, the Risk Management Committee held a total of 4 meetings (details on the number of meetings attended on page 83) and the results of the performance of the Risk Management Committee as appeared in the attachment on page 176.

###### The Executive Committee

In 2022, the Executive Committee held a total of 9 meetings (details on the number of meetings attended on page 83).



## Internal Control and Related Transaction

### 1. Internal Control

The Company recognizes the importance of continuous internal control development in accordance with the integrated internal control framework (COSO 2013) which consists of 5 components and 17 principles as summarized below.

#### 1) Control Environment

- Integrity and Ethical Value: The Company established 5 company value principles for the executives to comply as a role model and assigned the Human Resource Department to develop them as the Company culture.
- Oversight Responsibility: The Board of Directors and Sub-Committee has knowledge and capability to perform independently to oversee the management to operate in accordance with the goals set, under the established policy.
- Structure, Authority, and Responsibility: The Company defined organization structure that supports business expansion plan. The authority, duty, and responsibility of each department are clearly set via operation & approval table and department success indicators.
- Competence: The Human Resource Department strives to improve workplace environment and competitive compensation to attract and maintain competent personnel. It also established a convenient human resource technology system and arrange succession plan for senior executives.
- Accountability: The Company and the employees work together to determine their KPI as a yearly performance goal, including occasional rewards and admonition.

#### 2) Risk Assessment

- Suitable Objective: The Company determines goals, both organization and department level.
- Risk Identification and Analysis: The Company improves organization risk management process. More details are in "Risk Management" on page 21
- Fraud Risk Assessment: The Company focuses on improving control measures for high-impact fraud risk such as financial report fraud risk and purchasing system.
- Significant Change Assessment: The Company manages a preparation for any significant change of events via discussion with related departments, overseen by the Board.

#### 3) Control Activity

- Selection and Development of Control Activity: The Company emphasizes on setting control measures for the main business cautiously, combining transaction review and approval measures, documentation and duty separation to match with the business operating context and a balance between the benefit and cost of the control measures.
- General Controls over Technology - Selection & Development: The Company mainly opts for major external IT system service providers to ensure high-quality, safe and cost-effective system.
- Deployment through Policy & Procedure: The Company requires each department to conduct written significant policy and standard operating procedure (SOP) to ensure the quality and unity of each operation.

#### 4) Information and Communication

- Relevant Information: The Company has an effective financial data system, preparing secured data for the employee to access remotely at all times. It also plans to develop data storing system to comply with Privacy Data Protection law.
- Internal Communication: The Company establishes a clear communication channel to avoid miscommunication and provide thorough communication for employees.
- External Communication: The Company clearly assigns individuals to be responsible for communication with the stakeholders and allows internal and external stakeholders to report clues of misconduct or fraud (Whistleblowing) to the Company at all times via established channels.

5) Monitoring Activity

- Ongoing and Separate Evaluation: The Company hired Ascent Advisory Company Limited as the internal auditor to evaluate the Company's internal control quarterly. The auditing covered every significant operating system. It includes evaluating the adequacy of the internal control system in accordance with the assessment form recommended by the SEC. The internal auditor had summarized the assessment result that the Company had adequate internal control for its business and was committed to improving the internal control continuingly.
- Deficiency Evaluation and Communication: The Company had reported findings from the auditing and monitor and resolve result on remaining issues from the internal auditor to the Audit Committee and the Board of Directors for oversight and providing suggestions to the management for further appropriate improvement in internal control in each quarter.

**Board of Directors' Opinion on the Internal Control**

In the Board of Directors' meeting no. 2/2022 on February 23, 2022 in which 4 independent directors participated, the Board evaluated the Company's internal control system. After inquiring information from the management, following-up with performance result and the outcome of monitoring the remaining issues from the auditors and internal auditors, and the internal control adequacy assessment result in accordance with SEC from the external internal auditors, it could be summarized that the Company's internal control was adequate and appropriate with present business context. There were adequate personnel to operate efficiently and to protect the Company's asset from improper and unauthorized use by the directors and executives and from transactions with conflict of interest or related party. The Board also considered other topics of the internal control adequate. Moreover, the management had demonstrated the commitment and progress in resolving the defects found and continuingly improving the internal control system to be more effective.

**Audit Committee's Opinion on the Internal Control**

The Audit Committee assessed the adequacy of the internal control yearly and provided their opinions in the Board of Director's meeting. The Board's and the Audit Committee's opinions on the internal control are equivalent.

In 2022, the Audit Committee had appointed Ascent Advisory Company Limited as the Company's internal auditor. Ascent Advisory Company Limited had assigned Mr. Narongsak Wangthaphan, Manager, as the main person responsible for the Company's internal audit. The Audit Committee considered Mr. Narongsak Wangthaphan be qualified with independence and adequate experience in internal auditing for the position and assigned Mr. Dej Supphatada, Internal Audit and Risk Management Manager as a coordinator with the internal auditor.

The appointment, removal and transfer of the Company's internal auditor must be considered and approved by the Audit Committee. The internal auditor's qualification is described in attachment on page 170.

## 2. Related Party Transactions

The Company has no conflict of interest in accordance with the criteria set out in the Capital Market Supervisory Board Announcement. The Company's intercompany transactions are incurred fairly according to market price and in accordance with fair and at arm's length for 2020 - 2022 as follows;

### 1. Demeter Innovation Co., Ltd.

Relationship	:	It is a subsidiary of the Company because the Company holds 99.99% of the shares and is owned by directors and executives of the Company.		
Characteristics of the Transaction	:	Loans with repayment schedule within 3 Year from May 3, 2017 Until May 2, 2020, and the repayment period has been extended by 3 years from 3 May 2020 to May 2, 2023. The Interest rate is 2.25 % The interest received is the agreed price.		
Transaction Size (million baht)	:	2020	2021	2022
		-	-	-
		As of May 3, 2017, the contract value is 74.37 million baht, which has already paid the principal and interest in 2019. There is a remaining balance. To extend the payment period in the amount of 61.00 million baht. Therefore, there is no balance shown in the financial report since 2020.		
Necessary and reasonable	:	To invest in the application development project in live online system, the Audit Committee considered the intercompany transaction and report and expressed the opinion that this transaction was ordinary business transaction and reasonable. There was no transfer of interest between the Company and the relevant companies that may have conflicts of interest.		

### 2. DCORP Joint Venture - DLI

#### Transaction no.1

Relationship	:	80 % of the joint venture		
Characteristics of the Transaction	:	Other non-current liabilities. The Company paid interest to joint ventures 2.25 % per annual from day 1 October 2020, which interest income is agreed upon		
Transaction Size (million baht)	:	2022	2021	2022
		25.00	25.00	25.00
Necessary and reasonable	:	The joint venture places collateral to comply with the contract of the joint venture for the Company. The Audit Committee considered the intercompany transaction and report and expressed the opinion that this transaction was ordinary business transaction and reasonable. There was no transfer of interest between the Company and the relevant companies that may have conflicts of interest		

#### Transaction no.2

Relationship	:	80 % of the joint venture		
Characteristics of the Transaction	:	Fixed deposits with guarantees 2.25 annually from October 1, 2020 , where interest income is agreed upon.		
Transaction Size (million baht)	:	2022	2021	2022
		45.19	45.19	45.19
Necessary and reasonable	:	According to the contract of the joint venture, the Company is responsible for obtaining guarantees for receiving advance wages, thus bringing a fixed deposit to issue a letter of guarantee to the Ministry of Interior for receiving money under project of Creation of Awareness among People by Smart Public Billboards. The Audit Committee considered the intercompany transaction and report and expressed the opinion that this transaction was ordinary business transaction and reasonable. There was no transfer of interest between the Company and the relevant companies that may have conflicts of interest.		

## Policies or Potential Future Connected Transactions

Currently, the Company does not maintain a written policy regarding future related party transactions. However, the Company complies with the Securities and Exchange 's laws and regulations, announcements, instructions or requirements of the Capital Market Supervisory Board and the Stock Exchange of Thailand, including compliance with the requirements regarding disclosure of connected transactions of the Company in accordance with accounting standards set by the Federation of Accounting Professions under the Royal Patronage.

In addition, over the past few years, in case transactions between the Company and individuals who may have conflicts of interest, those with personal vested interests or those who may have future conflicts of interest, the Audit Committee shall consider and comment on the necessity and reasonableness of the entering and the appropriateness of prices and conditions of those transactions in accordance with the normal business operations in the industry and compared to the price of third parties or the market price before presenting at either the Board of Directors' meeting or the Shareholders' meeting depending on the case. If the Audit Committee has no skills to consider, the Company will arrange for independent experts to comment on such transactions and use for the decision by the Audit Committee, the Board of Directors and the shareholders' meetings on a case-by-case basis, whereas Directors or Executives with conflicts of interest will not be eligible to vote on such items.

The Company will disclose the related party transactions in the Annual Registration form, Annual report and Notes to the financial statements audited or reviewed by the Company's auditor.

# Part 3

## Financial Statements

## Report of the Board of Directors' Responsibilities to Financial Reporting of 2022

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The Board of Directors is responsible for the financial reports of the Company and its subsidiaries and focuses on compliance with the good Corporate Governance Policy in order to ensure that the financial reports of the Company and its subsidiaries and financial information appear in the annual report contain accurate and complete information. The financial reports are prepared consistency in accordance with generally accepted accounting standards by selecting the appropriate accounting policies and / or accounting practices. The Board of Directors use careful discretion in making accounting estimates to ensure reasonableness, including adequate disclosure of important information. The financial reports have been audited and provided unqualified opinions by the independent authorized auditors.

The Board of Directors has provided appropriate and effective internal control system to ensure that accounting information is accurate, complete and sufficient to maintain assets, as well as to avoid fraud or material irregular conduct. In this respect, the Board of Directors has appointed an audit committee consisting of independent directors to act as auditors to provide the Company with a proper and effective internal control system and internal audit.

The Company's financial statements and the consolidated financial statements of the Company and its subsidiaries are audited by the Company's authorized auditor, Sam Nak-Ngan A.M.C Co., Ltd. The Board of Directors has supported the information and documents so the auditor can review and express their opinions in accordance with the general audit standards. The opinion of the auditor has appeared in the audit report shown in this form 56-1 One Report 2022 (Annual Report).

The Board of Directors is of the opinion that the Company's overall internal control system is at a satisfactory level and can create reasonable assurance that the Financial Report of the Company and its subsidiaries for the year 2022 ended December 31, 2022 is reliable, in accordance with generally accepted accounting principles and complying with applicable laws and related regulations.



**Mr. Numchai Lowattanatakul**

**Chairman**

**DV8 Public Company Limited**

## **AUDITOR'S REPORT**

To the Shareholders and Board of directions of DV8 Public Company Limited

### **Opinion**

I have audited the accompanying consolidated and the separate financial statements of DV8 Public Company Limited and its subsidiary companies ("The Group") and also of DV8 Public Company Limited only ("The Company"), respectively, which comprise the consolidated and separate statements of financial positions as at December 31, 2022, and the related consolidated and separate statement of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated and separate financial statements and a summary of significant accounting policies.

In my opinion, the consolidated and separate financial statements referred to above present fairly, in all material respects, the consolidated and separate financial position of DV8 Public Company Limited and its subsidiary companies and also of DV8 Public Company Limited only respectively, as at December 31, 2022, and of their consolidated and separate 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 consolidated and separate financial statements section of my report. I am independent of the Group and the Company in accordance with the Code of Ethics for professional Accountants including Independence Standards issued by the Federation of Accounting Profession (Code of Ethics for Professional Accountants) that are relevant to my audit of the consolidated and separate financial statements, and I have fulfilled my other ethical responsibilities in accordance with the Code of Ethics for Professional Accountants. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

### **Key audit matters**

Key audit matters are those matters that, in my professional judgment, were of most significance in my audit of the consolidated and separate financial statements of the current period. These matters were addressed in the context of my audit of the consolidated and separate financial statements as a whole, and in forming my opinion thereon, and I do not provide a



#### **Recognition of revenue from construction services**

For the year ended December 31, 2022, the Group's recognition of revenue from construction services in amount of Baht 42.90 million and disclosed their policies on recognition of revenue from construction services in Note 4.14.1, to the financial statements. The management must exercise judgment in determining the percentage of completion of construction work, the probability of loss, and the measurement of possible losses. There are therefore risks with respect to the amount and the recognition of revenue from construction services and the estimates of possible losses from construction contracts.

#### **How my audit addressed the key audit matter**

I examined the recognition of revenue from construction services and estimation of construction project costs by assessing and testing the effectiveness of the internal controls put in place over the recognition of revenue and construction costs, the estimation of project costs, the estimation of percentage of work completion and possible losses from construction contracts by making enquiry of responsible executives, gaining an understanding of the controls and selecting representative samples to test the operation of the Group's designed controls, read the construction contracts to consider the conditions relating to revenue recognition, made enquiry of responsible executives, gained an understanding of process to assess the percentage of completion and cost estimates for projects, checked appropriate of estimates of project costs to the project budgets, checked actual costs against supporting documents, tested the calculation of the percentage of completion based on actual construction costs incurred, performed analytical procedures on gross margins of construction projects and compared the percentage of completion as evaluated by the project engineer to the percentage of completion based on actual construction costs incurred, observe the project in progress at the end of year and evaluated the possible losses on projects assessed by the management.

#### **Other matter**

The accompanying consolidated and separate statements of financial positions as at December 31, 2021 of DV8 Public Company Limited and its subsidiary companies and also of DV8 Public Company Limited and the related consolidated and separate statement of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, were audited by another auditor, who expressed an unqualified opinion on those financial statement in her report date February 24, 2022.

#### **Other information**

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

My opinion on the consolidated and separate financial statements does not cover the other information and I will not express any form of assurance conclusion thereon.

In connection with my audit of the consolidated and separate financial statements, my responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated and separate financial statements or my knowledge obtained in the audit, or otherwise appears to be materially misstated.

When I read the annual report 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 consolidated and separate financial statements in accordance with Thai Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated and separate financial statements, management is responsible for assessing the Group's and the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group and the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's and the Company's financial reporting process.

#### **Auditor's responsibilities for the audit of the financial statements**

My objectives are to obtain reasonable assurance about whether the consolidated and separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 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 consolidated and separate financial statements.

As part of an audit in accordance with Thai Standards on Auditing, I exercise professional judgment and maintain professional skepticism throughout the audit. I also :-

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and the Company's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group and the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

I communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

I also provide those charged with governance with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, 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 consolidated and separate financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

SAM NAK-NGAN A.M.C. Co., Ltd.

  
(Ms. Praphasri Leelasupha)

Certified Public Accountant (Thailand) Registration No. 4664

Bangkok,

February 23, 2023

**DV8 PUBLIC COMPANY LIMITED AND SUBSIDIARIES**  
**STATEMENTS OF FINANCIAL POSITION**  
**As at December 31, 2022**

(Unit : Baht)

	Notes	Consolidated financial statements		Separate financial statements	
		December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021
<b>Assets</b>					
<b>Current assets</b>					
Cash and cash equivalents	6	121,298,402	66,990,242	108,774,046	64,318,561
Trade and other current receivables - net	5.1 and 7	94,780,444	127,786,140	95,750,257	123,070,332
Contract assets	5.1 and 8	86,870,227	37,639,841	22,326,156	-
Inventories		216,825	17,906,481	216,825	228,336
Short-term loans to related parties - net	5.1	-	-	-	-
Other current financial assets - net	9	100,000,000	160,000,000	100,000,000	160,000,000
Current tax assets		3,175,725	3,476,779	3,175,725	3,423,616
Other current assets		1,699,144	1,659,141	1,699,141	1,659,141
<b>Total current assets</b>		<b>408,040,767</b>	<b>415,458,624</b>	<b>331,942,150</b>	<b>352,699,986</b>
<b>Non-current assets</b>					
Other non-current financial assets	10	60,699,973	60,419,603	45,524,488	45,356,103
Investment in associates - net	11	-	4,018,211	-	6,000,000
Investment in subsidiaries - net	12	-	-	56,000,000	56,000,000
Trade and other non-current receivables - net	13	-	-	-	-
Improvement of building, furniture and equipment	14	25,279,461	18,395,866	25,279,461	18,395,866
Right-of-use assets	15	2,613,207	19,116,148	2,613,207	19,116,148
Intangible asset - net	16	6,593,755	7,962,319	6,593,755	7,962,319
Other non-current assets - net	18	14,558,602	11,160,077	14,558,602	10,958,775
<b>Total non-current assets</b>		<b>109,744,998</b>	<b>121,072,224</b>	<b>150,569,513</b>	<b>163,789,211</b>
<b>Total assets</b>		<b>517,785,765</b>	<b>536,530,848</b>	<b>482,511,663</b>	<b>516,489,197</b>

Notes to financial statements are an integral part of these financial statements.

DV8 PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION (CONT.)

As at December 31, 2022

(Unit : Baht)

		Consolidated financial statements		Separate financial statements	
	Notes	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021
Liabilities and shareholders' equity					
Current liabilities					
Trade and other current payables	19	50,548,792	28,687,124	28,071,969	26,334,000
Contract liabilities	5.1 and 8	13,091,706	25,769,153	-	2,136,947
Current portion of lease liabilities - net	20	3,696,404	1,258,587	3,696,404	1,258,587
Accrued income tax		388,416	-	-	-
Total current liabilities		67,725,318	55,714,864	31,768,373	29,729,537
Non-current liabilities					
Lease liabilities - net	20	44,587	18,817,929	44,587	18,817,929
Employee benefits obligations	21	1,462,725	847,449	1,462,725	847,449
Other non-current liabilities	5.1 and 22	4,767,488	3,991,936	29,767,488	29,039,710
Total non-current liabilities		6,274,800	23,657,314	31,274,800	48,705,088
Total liabilities		74,000,118	79,372,178	63,043,173	78,434,625
Shareholders' equity					
Share capital					
Authorized share capital					
1,430,416,192 ordinary shares @ Baht 1.00		1,430,416,192	1,430,416,192	1,430,416,192	1,430,416,192
Issued and paid-up share capital					
1,430,416,192 ordinary shares @ Baht 1.00		1,430,416,192	1,430,416,192	1,430,416,192	1,430,416,192
Share premium		1,487,411,835	1,487,411,835	1,487,411,835	1,487,411,835
Share discount		(461,104,210)	(461,104,210)	(461,104,210)	(461,104,210)
Share discount for convertible debts		(6,600,000)	(6,600,000)	(6,600,000)	(6,600,000)
Deficit earnings					
Appropriated - legal reserve		13,000,000	13,000,000	13,000,000	13,000,000
Unappropriated		(2,035,306,971)	(2,020,991,831)	(2,043,655,327)	(2,025,069,245)
Total shareholders' equity attributable to owners of the Company		427,816,846	442,131,986	419,468,490	438,054,572
Non-controlling interests		15,968,801	15,026,684	-	-
Total shareholders' equity		443,785,647	457,158,670	419,468,490	438,054,572
Total liabilities and shareholders' equity		517,785,765	536,530,848	482,511,663	516,489,197

Notes to financial statements are an integral part of these financial statements.



**DV8 PUBLIC COMPANY LIMITED AND SUBSIDIARIES**  
**STATEMENTS OF COMPREHENSIVE INCOME**  
**For the year ended December 31, 2022**

(Unit : Baht)				
	Consolidated financial statements		Separate financial statements	
Notes	2022	2021	2022	2021
<b>Revenues</b>				
Income from Media-advertising	113,938,084	101,985,007	113,938,084	101,985,007
Sales income	103,181,888	79,661,032	5,754	68,014
Revenue from construction	42,898,271	14,604,179	44,081,731	15,011,990
<b>Total revenues</b>	<b>260,018,243</b>	<b>196,250,218</b>	<b>158,025,569</b>	<b>117,065,011</b>
<b>Costs</b>				
Cost of Media-advertising	(90,214,186)	(88,429,121)	(90,214,186)	(88,429,121)
Cost of sales	(93,475,065)	(71,488,525)	(1,000)	(120,532)
Cost of construction	(31,794,195)	(11,108,523)	(30,246,320)	(10,988,938)
<b>Total costs</b>	<b>(215,483,446)</b>	<b>(171,026,169)</b>	<b>(120,461,506)</b>	<b>(99,538,591)</b>
<b>Gross profit</b>	<b>44,534,797</b>	<b>25,224,049</b>	<b>37,564,063</b>	<b>17,526,420</b>
Profit from disposal of investment in associated company	2,759,776	-	-	-
Other incomes	2,279,162	8,172,320	3,870,286	9,182,375
<b>Profit from operating activities</b>	<b>49,573,735</b>	<b>33,396,369</b>	<b>41,434,349</b>	<b>26,708,795</b>
Selling and services expenses	(6,020,384)	(3,700,515)	(6,020,384)	(3,700,515)
Administrative expenses	(34,006,045)	(43,871,988)	(32,159,839)	(43,136,247)
Management benefit expenses	5.2 (20,185,733)	(27,149,357)	(20,185,733)	(27,149,357)
Finance costs	(1,091,974)	(2,029,323)	(1,654,475)	(1,727,868)
Share of loss from associates	(277,986)	(1,981,789)	-	-
<b>Total expenses</b>	<b>(61,582,122)</b>	<b>(78,732,972)</b>	<b>(60,020,431)</b>	<b>(75,713,987)</b>
<b>Loss before income tax expenses</b>	<b>(12,008,387)</b>	<b>(45,336,603)</b>	<b>(18,586,082)</b>	<b>(49,005,192)</b>
Income tax expense	(1,364,636)	(1,291,761)	-	-
<b>Loss for the year</b>	<b>(13,373,023)</b>	<b>(46,628,364)</b>	<b>(18,586,082)</b>	<b>(49,005,192)</b>
<b>Other comprehensive income for the year</b>				
<b>Components of other comprehensive income that will not be subsequently reclassified to profit or loss</b>				
Gains on remeasurement of defined benefit plans	-	1,262,254	-	1,262,254
<b>Comprehensive loss for the year</b>	<b>(13,373,023)</b>	<b>(45,366,110)</b>	<b>(18,586,082)</b>	<b>(47,742,938)</b>
<b>Loss attributable to</b>				
Equity holders of the Company	(14,315,140)	(47,382,485)	(18,586,082)	(49,005,192)
Non-controlling interests	942,117	754,121	-	-
<b>Total loss for the year</b>	<b>(13,373,023)</b>	<b>(46,628,364)</b>	<b>(18,586,082)</b>	<b>(49,005,192)</b>
<b>Total comprehensive income attributable to</b>				
Equity holders of the Company	(14,315,140)	(46,120,231)	(18,586,082)	(47,742,938)
Non-controlling interests	942,117	754,121	-	-
<b>Total comprehensive income for the year</b>	<b>(13,373,023)</b>	<b>(45,366,110)</b>	<b>(18,586,082)</b>	<b>(47,742,938)</b>
Loss per share (Unit : Baht)	(0.010)	(0.033)	(0.013)	(0.034)
Weighted average of ordinary shares (Share)	1,430,416,192	1,430,416,192	1,430,416,192	1,430,416,192

Notes to financial statements are an integral part of these financial statements.



**DV8 PUBLIC COMPANY LIMITED AND SUBSIDIARIES**  
**STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**  
For the year ended December 31, 2022

**Consolidated financial statements**

	Retained earnings (Deficit)						Other components of shareholders' equity				(Unit : Baht)	
	Issued and paid-up share capital	Share premium	Share discount	Share discount convertible debts	Appropriated	Unappropriated	Gains (losses) on remeasurements of defined benefit plans	Total other components of shareholders' equity	Total shareholders' equity attributable to owner's of the Company	Non-controlling interests		Total
Balance as at January 1, 2021	1,430,416,192	1,487,411,835	(461,104,210)	(6,600,000)	13,000,000	(1,974,871,698)	-	-	488,252,217	14,772,563	502,524,780	
Transferred to retained earnings	-	-	-	-	-	1,262,254	(1,262,254)	(1,262,254)	-	-	-	
Loss for the year	-	-	-	-	-	(67,382,485)	-	-	(67,382,485)	754,121	(46,628,364)	
Other comprehensive income for the year	-	-	-	-	-	-	1,262,254	1,262,254	1,262,254	-	1,262,254	
Total comprehensive income for the year	-	-	-	-	-	(66,120,231)	-	-	(66,120,231)	754,121	(65,366,110)	
Balance as at December 31, 2021	1,430,416,192	1,487,411,835	(461,104,210)	(6,600,000)	13,000,000	(2,030,991,831)	-	-	442,131,986	15,026,684	457,158,670	
Loss for the year	-	-	-	-	-	(14,315,140)	-	-	(14,315,140)	942,117	(13,373,023)	
Other comprehensive income for the year	-	-	-	-	-	-	-	-	-	-	-	
Total comprehensive income for the year	-	-	-	-	-	(14,315,140)	-	-	(14,315,140)	942,117	(13,373,023)	
Balance as at December 31, 2022	1,430,416,192	1,487,411,835	(461,104,210)	(6,600,000)	13,000,000	(2,035,306,971)	-	-	427,816,846	15,968,801	443,785,647	

Notes to financial statements are an integral part of these financial statements.

**DV8 PUBLIC COMPANY LIMITED AND SUBSIDIARIES**  
**STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**  
**For the year ended December 31, 2022**

**Separate financial statements**

	Retained earnings (Deficit)							Other components of shareholders' equity		(Unit : Baht)
	Issued and paid-up share capital	Share premium	Share discount	Share discount for convertible debits	Appropriated	Unappropriated	Gains (losses) on remeasurements of defined benefit plans	Total other components of shareholders' equity		
Balance as at January 1, 2021	1,430,416,192	1,487,411,835	(461,104,210)	(6,600,000)	13,000,000	(1,977,326,307)	-	-	485,797,510	
Transferred to retained earnings	-	-	-	-	-	1,262,254	(1,262,254)	(1,262,254)	-	
Loss for the year	-	-	-	-	-	(49,005,192)	-	-	(49,005,192)	
Other comprehensive income for the year	-	-	-	-	-	-	1,262,254	1,262,254	1,262,254	
Total comprehensive income for the year	-	-	-	-	-	(47,742,938)	-	-	(47,742,938)	
Balance as at December 31, 2021	1,430,416,192	1,487,411,835	(461,104,210)	(6,600,000)	13,000,000	(2,025,069,245)	-	-	438,094,572	
Loss for the year	-	-	-	-	-	(18,586,082)	-	-	(18,586,082)	
Other comprehensive income for the year	-	-	-	-	-	-	-	-	-	
Total comprehensive income for the year	-	-	-	-	-	(18,586,082)	-	-	(18,586,082)	
Balance as at December 31, 2022	1,430,416,192	1,487,411,835	(461,104,210)	(6,600,000)	13,000,000	(2,043,655,327)	-	-	419,461,490	

Notes to financial statements are an integral part of these financial statements.

DV8 PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF CASH FLOW

For the year ended December 31, 2022

	(Unit : Baht)			
	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
<b>Cash flow from operating activities</b>				
Loss for the year	(13,373,023)	(46,628,364)	(18,586,082)	(49,005,192)
Adjustments to reconcile loss for the year for cash received (used) from operations				
Depreciation and amortization	13,182,650	15,409,571	13,182,650	15,409,571
Expected credit losses (reversal)	1,574,590	(3,940,051)	1,580,590	(3,933,993)
Amortization of income tax	-	6,114	-	-
Employee benefit expenses	615,276	1,176,292	615,276	1,176,292
Profit from sale and write off improvement of building, furniture and equipment	(467,279)	(1,632,505)	(467,279)	(1,632,505)
Profit from sale of investment in associates	(2,759,775)	-	(500,000)	-
Interest expenses	-	-	562,500	562,500
Interest paid on lease liabilities	1,047,767	1,122,294	1,047,767	1,122,294
Interest income	(1,562,968)	(2,289,046)	(2,916,824)	(2,288,560)
Income tax expense	1,364,636	1,291,761	-	-
Share of loss from associates	277,986	1,981,789	-	-
Loss from operation before changes in operating assets and liabilities	(100,140)	(33,502,145)	(5,481,402)	(38,589,593)
Changes in operating assets and liabilities				
Trade and other current receivable	29,825,057	28,120,066	24,108,363	8,082,309
Contract assets	(49,230,386)	(37,639,841)	(22,326,156)	-
Inventories	17,689,656	31,994,066	11,511	2,603,499
Other current assets	(40,003)	(350,000)	(40,000)	(350,000)
Other non-current assets	25,091	(204,159)	(176,211)	(204,159)
Trade and other current payable	21,861,671	(12,568,576)	1,737,966	(10,695,521)
Employee benefit	-	(268,021)	-	(268,021)
Contract liabilities	(12,677,447)	(15,442,584)	(2,136,947)	(2,217,323)
Other non-current liabilities	775,552	1,161,887	727,778	1,209,661
Cash redeived (paid) from operating	8,129,051	(38,699,307)	(3,575,098)	(40,429,148)
Cash paid for interest	-	-	(562,500)	(704,281)
Cash paid for income tax	(4,098,785)	(4,768,512)	(3,175,725)	(3,423,616)
Net cash received from (used in) operating activities	4,030,266	(43,467,819)	(7,313,323)	(44,557,045)

Notes to financial statements are an integral part of these financial statements.

DV8 PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF CASH FLOW

For the year ended December 31, 2022

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
<b>(Unit : Baht)</b>				
<b>Cash flow from investing activities</b>				
Cash payment in short-term loans from related parties	-	-	(25,000,000)	-
Cash received from short-term loans related parties	-	-	25,000,000	-
Other current financial assets (increase) decrease	60,000,000	(160,000,000)	60,000,000	(160,000,000)
Other non-current financial assets increased	(280,370)	(167,603)	(168,385)	(167,603)
Cash received from interest	1,562,968	2,289,046	2,941,897	2,288,560
Cash paid for purchase of investment in associates	-	(6,000,000)	-	(6,000,000)
Cash received from sale of investment in associates	6,500,000	-	6,500,000	-
Cash paid for purchase of improvement of building, furniture and equipment	(10,469,068)	(1,079,790)	(10,469,068)	(1,079,790)
Cash received from sales of improvement of building, furniture and equipment	467,290	5,794,072	467,290	5,794,072
Cash paid for purchase of intangible asset	(5,196,214)	(21,000)	(5,196,214)	(21,000)
Net cash received from (used in) investing activities	52,584,606	(159,185,275)	54,075,520	(159,185,761)
<b>Cash flow from financing activities</b>				
Cash paid for lease liabilities	(2,306,712)	(2,306,712)	(2,306,712)	(2,306,712)
Net cash used in financing activities	(2,306,712)	(2,306,712)	(2,306,712)	(2,306,712)
Cash and cash equivalent items increase (decrease) - net	54,308,160	(204,959,806)	44,455,485	(206,049,518)
Cash and cash equivalent items at the beginning of the year	66,990,242	271,950,048	64,318,561	270,368,079
Cash and cash equivalent items at the end of the year	121,298,402	66,990,242	108,774,046	64,318,561
<b>Supplemental disclosures of cash flows information</b>				
Activities do not have impact on cash flows as follow :				
- Transfer other current receivables to intangible assets	1,588,745	-	1,588,745	-
- Improve and shorten the lease period of the finance lease	15,059,276	-	15,059,276	-
- Purchase of improvement of building, furniture and equipment which had not yet been paid	-	400,000	-	400,000

Notes to financial statements are an integral part of these financial statements.

**DV8 PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY COMPANIES**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED DECEMBER 31, 2022**

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1. General information

DV8 Public Company Limited (“the Company”) (Formerly Demeter Corporation Public Company Limited) is a public limited company, incorporated in Thailand and is registered on the Stock Exchange of Thailand. The address of its registered office is 191/43 CTI Tower 21<sup>st</sup> Floor, Ratchadapisek Road, Klongtoey Subdistrict, Klongtoey District, Bangkok.

The Company’s main business is to supply, produce and/or co-produce point-of-sale advertising media / event management / Online media production.

2. Basis of financial statement preparation

2.1 These interim financial statements issued for Thai reporting purposes are prepared in the Thai language. This English translation of the financial statements has been prepared for the convenience of readers not conversant with the Thai language.

2.2 The consolidated and separate financial statements were prepared in accordance with the generally accepted accounting principles under the Accounting Act B.E. 2543, which include the already announced accounting standards, financial reporting standards and their interpretation including accounting guidance issued by the Federation of Accounting Professionals (“TFAC”) established under the Accounting Professions Act B.E. 2547 and regulations in accordance with the determination of the Office of the Securities and Exchange Commission on the subject of preparation and presentation of the financial reports.

The presentation of financial statements is in accordance with the determination stated in the Notification of the Department of Business Development dated December 26, 2019, issued under the Accounting Act, B.E. 2543.

These financial statements were prepared by using historical cost basis except those disclosed otherwise in the accounting policies.

2.3 Preparation of the financial statements in conformity with Generally Accepted Accounting Principles requires management to make estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and underlying assumptions are resulted from experience and other factors that the management has reasonably assurance under such circumstance. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which estimates are revised and in any future years affected. The significant estimates and assumptions are as follows :-

#### Right-of-use asset and lease liabilities

In determining right-of-use asset and lease liabilities, the management needs to make judgment and estimated of the purchase option or renewal option exercised including review the estimate useful lives and residual values of the underlying asset when there are any changes.

In addition, the management is required to review right-of-use asset for impairment on a periodical basis and record impairment losses in the period 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.

#### Lease agreement

Lease - where the Group is the lessor, in determining whether a lease is to be classified as an operating lease or finance lease, the management is required to use judgment regarding significant risk and rewards of ownership of the leased assets have been transferred, taking into consideration terms and conditions of the arrangements.

#### Expected credit loss

In determining the expected credit loss, the management needs to use judgment in estimating the expected loss and forecasts for the future about economic factors affecting credit risk of financial assets.

#### Investment properties, property, plant and equipment and depreciation

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

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

#### Intangible assets

Intangible assets are amortized on the straight-line basis over their estimated useful lives. And will consider impairment if there is an indication.

#### 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.

#### Estimate on employee benefit obligations

Provisions for post employment benefits are calculated by actuarial techniques, of which assumptions consist of discount rate, salary increation rate, turnover rate and related demographic factors. To indicate discount rate, the management considers interest rate reflecting present economic situation. However, actual post employment benefits may differ from the estimates.

- 2.4 Some items in the related consolidated and separate statements of comprehensive income for the year ended December 31, 2021 have been reclassified in line with the presentation of the consolidated and the separate financial statements for the year ended December 31, 2022, there was no impact to comprehensive income for the year and the shareholders' equity as reported which can be summarise as following :-

(Unit : Baht)			
<u>Consolidated financial statements</u>			
	<u>Before</u>	<u>Reclassified</u>	<u>After</u>
	<u>reclassified</u>	<u>increase (decrease)</u>	<u>reclassified</u>
<u>Statements of comprehensive income for the year ended December 31, 2021</u>			
Other income	8,814,336	(642,016)	8,172,320
Income from Media-advertising	101,342,991	642,016	101,985,007



(Unit : Baht)

	Separate financial statements		
	Before	Reclassified	After
	Reclassified	increase (decrease)	reclassified
<u>Statements of comprehensive income for the year ended December 31, 2021</u>			
Other income	9,824,391	(642,016)	9,182,375
Income from Media-advertising	101,342,991	642,016	101,985,007

3. Basis of the consolidated financial statements preparation

- 3.1 The consolidated financial statements have been prepared by consolidating the financial statements of the Company and subsidiary companies (collectively called the “the Group”) The detail of structure and shareholding ratio of the Group is as follows :-

			Investment Proportion (percent)	
			December 31,	December 31,
<u>Name of subsidiaries</u>	<u>Nature of business</u>	<u>Location</u>	<u>2022</u>	<u>2021</u>
<u>Direct - Subsidiary :</u>				
Demeter Innovation Company Limited	providing, production and/or joint production of television satellite programmes	Bangkok	100.00	100.00
DCORP - DLI Joint Venture	Hire for installation of various projects	Nonthaburi	80.00	80.00
<u>Indirect - Subsidiary :</u>				
Hinoki Wood Work Company Limited (Held by Demeter Innovation Company Limited)	Produce and sell wooden products or with wood components	Phathum Thani	100.00	100.00
<u>Associated :</u>				
Hero Experience Co., Ltd.	Water Park, Amusement Park, Recreation	Samutprakarn	37.50	37.50
Revolution of Digital Employee Experience Co.,Ltd.	The business in management and data processing by being an application developer for data analysis	Bangkok	-	40.00

At the Board of Directors Meeting No. 10/2021, held on October 31, 2021, it was resolved to approve the disposal of investment in Revolution of Digital Employee Experience Co.,Ltd. to unrelated persons in the amount of 20,000 shares at a price of Baht 325 per share, representing a total trading value of Baht 6.5 million , Currently, the Company has received the full share payment on February 21, 2022.

- 3.2 Subsidiaries are entities controlled by the Company. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.
- 3.3 The consolidated financial statements have been prepared with the same accounting policies for the separate financial statements for the same accounting transactions or accounting events.
- 3.4 The consolidated financial statements combine the accounts of the Company and subsidiary companies after eliminating inter-company transaction items. The balances between the Company and subsidiary companies, significant intra-group transactions, investments in subsidiary companies and share capital of subsidiary companies have already been eliminated from the consolidated financial statements.

#### 4. Significant accounting policies

##### 4.1 Cash and cash equivalents

Cash and cash equivalents consist of cash on hand and deposits at banks with an original maturity of three months or less and not subject to withdrawal restrictions.

##### 4.2 Trade accounts receivable

Accounts receivables are presented at net realizable value.

The Group, trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at its present value. In this regard, the consideration of the impairment of trade accounts receivable Disclosed in the notes to the financial statements, item 4.6.

##### 4.3 Hire-purchase contract receivables

Hire-purchase contract receivables are stated at initial value noted in the financed lease agreement less cash received from installment, unearned interest income, and allowance for doubtful account.

#### 4.4 Contract assets / Contract liabilities

##### Contract assets

A contract asset is the excess of cumulative revenue earned over the billings to date. Allowance for impairment loss is provided for the estimated losses that may be incurred in customer collection. Contract assets are transferred to receivables when the rights become unconditional (i.e., services are completed and delivered to the customer).

##### Contract liabilities

A contract liability is recognised when the billings to date exceed the cumulative revenue earned and the Group has an obligation to transfer services to a customer. Contract liabilities are recognised as revenue when the Group fulfils their performance obligations under the contracts.

#### 4.5 Inventory

Inventories are shown value at cost or net realizable value, whichever is lower, and adjusted by allowance for slow-moving or obsolete inventory. Which is estimated from each type of product that is expected to deteriorate (if any) Finished goods Calculate cost price by moving average method.

Cost comprises all costs of purchase and other costs incurred in bringing the inventories to their present location and condition.

Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs to complete and to make the sale.

#### 4.6 Financial assets

##### Classification and measurement of financial assees

The Group initially measures financial assets at its fair value plus, in the case of financial assets that are not measured at fair value through profit or loss, transaction costs.

Financial assets - debt securities are classified, at initial recognition, as to be subsequently measured at amortised cost, fair value through other comprehensive income (FVOCI) or fair value through profit or loss (FVTPL). The classification of financial assets at initial recognition is driven by the Group's business model for managing the financial assets and the contractual cash flows characteristics of the financial assets.

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

#### Financial assets at amortised cost

Financial assets at amortised cost are subsequently measured at amortised cost 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

Debt investments measured at FVOCI are subsequently measured at fair value. Interest income, calculated using the effective interest method and expected credit loss are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Equity investments measured at FVOCI are subsequently measured at fair value. Dividend income is recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss.

#### Financial assets at FVTPL

Financial assets measured at FVTPL are subsequently measured at fair value with net changes in fair value recognised in profit or loss.

Dividends on investments are recognised as other income in profit or loss.

#### Classification and measurement of financial liabilities

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

#### Derecognition of financial instruments

A financial asset is primarily derecognised when the rights to receive cash flows from the asset have expired or have been transferred and either the Group has transferred substantially all the risks and rewards of the asset, or the Group has transferred control of the asset.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in profit or loss.

#### Impairment of financial assets

The Group recognises an allowance for expected credit losses ("ECLs") for all debt instruments not held at FVTPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate.

For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure (a lifetime ECL).

For trade and other receivables, the Group applies a simplified approach in calculating an allowance for expected credit losses ("ECLs"). Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. It is based on its historical credit loss experience and adjusted for forward-looking factors specific to the debtors and the economic environment.

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

#### Offsetting of financial instruments

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

### 4.7 Investments

Investments in associates in the consolidated financial statements are recorded by using the equity method.

Investments in subsidiaries in the separate financial statements are recorded by using the cost method less provision for impairment. The devaluations are recorded as loss from devaluation of investments in the statement of comprehensive income.

#### 4.8 Improvement of building rental, furniture, and equipment - net

Depreciation calculated on a straight-line basis to reduce the carrying amount over the estimated useful lives of each part of an item of property, plant and equipment are as follows :

Improvement of office rental	20 years
Furniture fixture and office equipment	5 years
Vehicles	5 years

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

Gains and losses on disposal of assets are determined by reference to their carrying amount and are taken into account in determining operation profit.

Expenditures for expansion, renewal and betterment, which result in substantial increase in an asset's current replacement value, are capitalized. Repair and maintenance costs are recognized as an expense when incurred.

#### 4.9 Intangible asset

Intangible asset Consists of broadcasting rights in movie programs, computer programs and the concession agreement and drama rights cost.

The company shows intangible assets at cost less accumulated amortization of intangible assets is calculated based on their cost by the straight-line method over the economic benefits from using that asset. Drama rights cost has amortised according to the on-air date.

#### 4.10 Leases

##### The Company as a lessee

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



The Company 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 Company recognises right-of-use assets representing the right to use underlying assets and lease liabilities based on lease payments.

#### Right-of-use assets

Right-of-use assets are measured at cost, less any accumulated depreciation, any accumulated impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities initially recognized, initial direct costs incurred, and lease payments made at or before the commencement date of the lease less any lease incentives received.

Unless the Group is reasonably certain that it will obtain ownership of the leased asset at the end of the lease term, the recognized right-of-use assets are depreciated on a straight-line basis from the commencement date of the lease to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term.

#### Lease liabilities

At the commencement date of the lease, the Group recognizes lease liabilities measured at the present value of the lease payments to be made over the lease term, discounted by the interest rate implicit in the lease or the Group's incremental borrowing rate. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification or reassessment.

#### Short-term leases and Leases of low-value assets

Payments under leases that, have a lease term of 12 months or less at the commencement date, or are leases of low-value assets, are recognized as expenses on a straight-line basis over the lease term.

#### The Company as a lessor

Lease of assets which substantially transfer all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalized at the inception of the lease at the lower of the fair value of the leased property or the present value of minimum lease payments. Each lease payment is allocated to the principal and to the finance charges as to achieve a constant rate on the finance balance outstanding. The outstanding rental obligations, net of finance charges, are included in other long-term payables. The interest element of the finance cost is charged to the income statement over the lease period so as to achieve a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant or equipment acquired under finance leases is depreciated over the shorter period of the useful life of the asset or the lease term.



Leases not transferring a significant portion of the risks and rewards of ownership to the lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the statement of income on a straight-line basis over the period of the lease.

#### 4.11 Impairment of non-financial assets

The carrying amounts of assets are assessed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, the assets' recoverable amounts are estimated of asset or its cash-generating unit to which the asset is included in. An impairment loss is recognized when the recoverable amount less than the carrying amount of the asset or its cash generating unit.

Other intangible assets with indefinite useful lives, and intangible assets not yet available for use, are tested for impairment annually, even though there is no indicator of impairment are identified.

The recoverable amount is the asset's fair value less costs to sell and its value in use in assessing the value in use of assets. The Group estimates the future cash flows expected to be generated by the asset and is discounted to their present value using a before tax discount rate that reflects current market assessments of the time value of cash and cash flows. The risks that are characteristic of the asset under consideration to determine fair value less costs to sell. The Group uses the best valuation model that is appropriate for the assets. It reflects the amount that the entity can obtain from the disposal of the asset less the cost of disposal by selling, buyers and sellers are knowledgeable and willing to exchange and can freely negotiate prices as those who are not related to each other.

The Group recognizes impairment losses in profit or loss.

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

#### 4.12 Employee benefits

##### Short-term employee benefits

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

##### Post-employment benefits (Defined contribution plans)

The Group and its employees have jointly established a provident fund. The fund is monthly contributed by employees and by the Group. The fund's assets are held in a separate trust fund and the Group's contributions are recognized as expenses in profit or loss in the year in which they arise.

##### Post-employment benefits (Defined benefit plans)

The Group has obligations in respect of the severance payments then must make to employees upon retirement under labor law and the Group's retirement rules. The Group treat these severance payment obligations as a defined benefit plan.

The obligation under the defined benefit plans is determined by a professionally qualified actuary based on actuarial techniques, using the projected unit credit method on a regular basis. The projected unit credit method considers each year of service as giving rise to an additional unit of benefit entitlement and measures each unit separately to build up the final obligation. Past service costs are recognized on a straight-line basis over the average year until the amended benefits become vested.

Actuarial gains and losses arising from post-employment benefits are recognized immediately in other comprehensive income in the year in which they arise.

Past service costs are recognized in profit or loss on the earlier of the date of the plan amendment or curtailment.

#### 4.13 Provisions for liabilities and charges

Provisions are recognized when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made.

#### 4.14 Recognition of revenues

4.14.1 Revenues from construction contracts The Group has determined that its construction contracts generally have one performance obligation. The Group recognises construction revenue over time where the stage of completion is measured using an output method, based on information provided by project engineers or project managers.

The likelihood of contract variations claims and liquidated damages, delays in delivery or contractual penalties are taken into account in determining the revenue to be recognised, such that revenue is only recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur.

When the value and stage of completion of the contract cannot be reasonably measured, revenue is recognised only to the extent of contract costs incurred that are expected to be recovered.

4.14.2 Revenue from services is recognised when the Group satisfies the performance obligation at a point in time, and when transfer of control occurs or the services are provided.

4.14.3 Revenue from sales of goods is recognised when the Group satisfies a performance obligation by transferring goods to customers. The goods are transferred when the customers obtain control of that goods. Control of the goods has transferred when the goods are delivered to customers. Delivery occurs when the goods have been shipped to the specific location. A receivable is recognised when the goods are delivered as this is the performance obligations satisfied at a point in time.

4.14.4 Interest is recognized on a time proportion basis, taking into account the real interest rate method of the period up to the expiration date and taking into account the principal amount which is the balance in the account for recording the accrued interest of the company.

4.14.5 Other income is recognized on an accrual basis.

#### 4.15 Recognition of expenses

4.15.1 Expenses are recognized on an accrual basis.

4.15.2 Finance costs comprise interest expense on borrowings, unwinding of the discount on provisions and contingent consideration. Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognized in profit or loss using the effective interest method.

#### 4.16 Income tax

Income tax comprises current tax and deferred tax. Income tax expense is recognized in profit or loss except to the extent that related to items recognized in other comprehensive income or recognized directly in equity which will recognize in other comprehensive income or recognized directly in equity as same as that items.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for the following temporary differences: the initial recognition of goodwill; the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss; and differences relating to investments in subsidiaries and jointly-controlled entities to the extent that it is probable that they will not reverse in the foreseeable future.

Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

In determining the amount of current and deferred tax, the Company takes into account the impact of uncertain tax positions and whether additional taxes and interest may be due. The Company believes that its accruals for tax liabilities are adequate for all open tax years based on its assessment of many factors, including interpretations of tax law and prior experience. This assessment relies on estimates and assumptions and may involve a series of judgments about future events. New information may become available that causes the Company to change its judgment regarding the adequacy of existing tax liabilities; such changes to tax liabilities will impact tax expense in the period that such a determination is made.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously. A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilized. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realized.

#### 4.17 Basic earnings (loss) per share

Basic earnings (loss) per share calculated by dividing net income (loss) for the year attributable to the ordinary shareholders by the weighted average number of ordinary shares in issue during the year.

#### 4.18 Related party transactions

Enterprises and individuals that directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, the Company, including holding companies, subsidiaries and fellow subsidiaries are related parties of the Company. Associates and individuals owning, directly or indirectly, an interest

in the voting power of the Company that gives them significant influence over the enterprise, key management personnel, including directors and officers of the Company and close members of the family of these individuals and companies associated with these individuals also constitute related parties.

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

#### 4.19 Segment reporting

The sectoral business operation is disclosed under the separate business sectors of the Group, by the business sector that source products or provide services which have different risks and return from the risks and return of the products or services provide by other business sectors.

#### 4.20 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between buyer and seller (market participants) at the measurement date. The Company and its subsidiaries apply a quoted market price in an active market to measure their assets and liabilities that are required to be measured at fair value by relevant financial reporting standards. Except in case of no active market of an identical asset or liability or when a quoted market price is not available, the Company and its subsidiaries measure fair value using valuation technique that are appropriate in the circumstances and maximizes the use of relevant observable inputs related to assets and liabilities that are required to be measured at fair value.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy into three levels based on categories of input to be used in fair value measurement as follows :-

- Level 1      Use of quoted market prices in an observable active market for such assets or liabilities
- Level 2      Use of other observable inputs for such assets or liabilities, whether directly or indirectly
- Level 3      Use of unobservable inputs such as estimates of future cash flows

At the end of each reporting period, the Company and its subsidiaries determine whether transfers have occurred between levels within the fair value hierarchy for assets and liabilities held at the end of the reporting period that are measured at fair value on a recurring basis.

5. Inter-transaction with related companies

The Company has several accounting transactions with below related parties, which have the same group of shareholders or directors. Some of assets, liabilities, revenues, and expenses transactions incur from those related parties and are in ordinary course of business which can be summarized as follow :-

5.1 Inter-assets and liabilities

	(Unit : Baht)			
	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>December 31,</u>		<u>December 31,</u>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
<b>Other receivable related party</b>				
DCORP - DLI Joint Venture	-	-	2,962,070	2,962,070
<b>Contract assets</b>				
Unbilled income				
DCORP - DLI Joint Venture	-	-	22,326,156	-
<b>Accrued interest</b>				
DCORP - DLI Joint Venture	-	-	-	86,351
<b>Contract liabilities</b>				
Advance received from construction income				
DCORP - DLI Joint Venture	-	-	-	2,136,947
<b>Other non-current liabilities</b>				
Retention and Accrued interest expenses				
DCORP - DLI Joint Venture	-	-	25,000,000	25,047,774
<b>Short-term loans to related companies</b>				
Balance	-	-	61,000,000	61,000,000
Less Allowance for expected credit losses	-	-	(61,000,000)	(61,000,000)
Total	-	-	-	-
DCORP - DLI Joint Venture				
Beginning balance	-	-	-	-
Decrease	-	-	25,000,000	-
Increase	-	-	(25,000,000)	-
Ending balance	-	-	-	-



For the year ended December 31, 2022 and 2021, no movement of allowance for expected credit losses - short-term loans to related parties.

As at December 31, 2022 and 2021, the whole amount of short-term loans to subsidiaries carry interest at a fixed rate of 2.25% per annum for both periods.

As at December 31, 2022 and 2021, the whole amount of retention to subsidiaries carry interest at a fixed rate of 2.25% per annum for both periods.

## 5.2 Inter-revenues and expenses

		(Unit : Baht)			
		<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
		<u>For the year ended December 31,</u>			
	<u>Pricing policy</u>	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
<b>Revenue from construction</b>	Agreement price, reference to contract				
DCORP - DLI Joint Venture		-	-	44,081,731	15,011,990
<b>Interest income</b>	Annual interest rate at 2.25%				
DCORP - DLI Joint Venture		-	-	1,191,633	1,016,719
<b>Financial cost</b>	Annual interest rate at 2.25%				
DCORP - DLI Joint Venture		-	-	562,500	562,500
<b>Management benefit expenses</b>	Approved by the directors and the shareholders' meeting				
Benefits for directors and managements		20,185,733	27,149,357	20,185,733	27,149,357

## 5.3 Relationship among the companies

<u>Company's Name</u>	<u>Relationship</u>
Demeter Innovation Company Limited	Subsidiary (held in 100.00% of shares)
DCORP – DLI Joint Venture	Joint Venture (held in 80.00% of shares)
Hero Experience Co., Ltd.	Associate (held in 37.50% of shares)
Hinoki Wood Work Company Limited	Subsidiary (held by indirect - subsidiary and Co-director)



6. Cash and cash equivalents

	(Unit : Baht)			
	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>December 31,</u>		<u>December 31,</u>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Cash on hand	40,356	10,308	36,923	4,859
Current deposit	53,225	70,032	30,000	30,000
Saving deposit	120,168,986	65,876,598	107,671,289	63,250,398
Fixed deposit	1,035,835	1,033,304	1,035,834	1,033,304
Total	121,298,402	66,990,242	108,774,046	64,318,561

7. Trade and other current receivables - Net

	(Unit : Baht)			
	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>December 31,</u>		<u>December 31,</u>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Trade accounts receivable	93,664,673	96,164,590	93,460,939	95,954,857
<u>Less</u> Allowance for expected credit losses	(72,997,424)	(71,422,834)	(72,793,691)	(71,213,101)
Total trade accounts receivable	20,667,249	24,741,756	20,667,248	24,741,756
Other receivables - related parties	-	-	2,962,070	2,962,070
Accounts receivable from previously related parties - net (Note 7.1)	-	-	-	-
Other receivables - other businesses	23,826,234	30,514,090	23,826,234	26,507,307
Refundable value added tax	52,670,425	56,135,387	51,554,140	54,200,437
Prepaid expenses	875,971	1,736,145	-	-
Advance payment to contractor	-	17,918,197	-	17,918,197
Total Other current receivables	77,372,630	106,303,819	78,342,444	101,588,011
<u>Less</u> Allowance for expected credit losses	(3,259,435)	(3,259,435)	(3,259,435)	(3,259,435)
Total other current receivables	74,113,195	103,044,384	75,083,009	98,328,576
Total Trade and other current receivables	94,780,444	127,786,140	95,750,257	123,070,332

Aging analysis for trade accounts receivable were as follows :-

	(Unit : Baht)			
	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>December 31,</u>		<u>December 31,</u>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Within credit term	8,999,701	17,574,068	8,999,701	17,574,068
Overdue				
Not more than 3 months	7,939,733	3,366,930	7,939,733	3,366,930
3 - 6 months	262,150	35,952	262,150	35,952
6 - 12 months	1,912,969	631,300	1,912,969	631,300
Over 12 months	74,550,120	74,556,340	74,346,386	74,346,607
Total	93,664,673	96,164,590	93,460,939	95,954,857
<u>Less</u> Allowance for expected credit losses	(72,997,424)	(71,422,834)	(72,793,691)	(71,213,101)
Net	20,667,249	24,741,756	20,667,248	24,741,756

The movement of allowance for expected credit losses-trade receivables for the year ended December 31, 2022 and 2021, were as follows :-

	(Unit : Baht)			
	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Beginning balance	71,422,834	71,342,880	71,213,101	71,127,089
Increase	2,239,003	1,428,154	2,239,003	1,434,212
Decrease from amortization	(664,413)	(1,348,200)	(658,413)	(1,348,200)
Ending balance	72,997,424	71,422,834	72,793,691	71,213,101

The Company has expected credit loss from one of debtors amount of Baht 61.21 million. The trade receivable defaulted in return the sponsorship from the sport tournament, which the Company was the financial investor with amount of Baht 86.43 million according to the contract project of the golf tournament "Thailand Classic". The Company has filed with the Civil Court on July 15, 2016. Currently, it is in the process of filing a lawsuit and asked to stay at the accused. And on September 12, 2019, the company submitted an objection to the request of the defendant's petition and filed an appeal with the Civil Court of Southern Bangkok. The case is currently in the proceeding of the Supreme Court.

The Company recorded expected credit loss from an associate company which the Company has pledged its fixed deposit as collateral for the loan of such associate company. Later, the bank has deducted the payment of the outstanding loan from the said deposit account Baht 90.00 million. Therefore, the associate company is obliged to pay back to the company according to the amount that the bank deducted from the deposit account. However, the associate company has ceased operations and lacked liquidity. The Company therefore considers the expected credit loss in full amount (Note 10.1)

#### 7.1 Amounts due from a former related company

	(Unit : Baht)			
	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>December 31,</u>		<u>December 31,</u>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Amounts due from a former related company -				
Siam Dimension Stone Co., Ltd.				
Loans receivable	70,738,314	70,738,314	70,738,314	70,738,314
Unearned service income	2,806,000	2,806,000	2,806,000	2,806,000
Total	73,544,314	73,544,314	73,544,314	73,544,314
Less Allowance for expected credit losses	(73,544,314)	(73,544,314)	(73,544,314)	(73,544,314)
Amounts due from a former related company - net	-	-	-	-

The Company has filed a Civil Court against the receivable on October 15, 2012. And on December 17, 2012, the Civil Court judged that the customer as the defendant had to pay the debt as amount of Baht 73.54 million with the interest rate of 7.50% per annum. The Company has seized old machinery owned by the debtor and is waiting for the auction announcement from the Enforcement Officer. On May 21, 2020, the Company inspected the defendant's assets and found that the defendant had no assets to seize, attach or execute the case. In June 2020, the defendant's lawyer issued a letter of consent allowing the company to withdraw the building for sale. Currently in the process of execution in the execution level and asset protection.

8. Contract assets / Contract liabilities

8.1 Contract balance

	(Unit : Baht)			
	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>December 31,</u>		<u>December 31,</u>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Contract assets				
Unbilled income	86,870,227	37,639,841	22,326,156	-
Total contract assets	86,870,227	37,639,841	22,326,156	-
Contract liabilities				
Advance received form construction income	13,091,706	25,769,153	-	2,136,947
Total contract liabilities	13,091,706	25,769,153	-	2,136,947

8.2 Unbilled income

As at December 31, 2022 and 2021, the Group's has a balance of unbilled revenue that is expected to be paid within 1 year amount of Baht 86.87 million and amount of Baht 37.64 million respectively.

9. Other current financial assets - net

	(Unit : Baht)			
	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>December 31,</u>		<u>December 31,</u>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Fixed deposit over 3 months	100,000,000	160,000,000	100,000,000	160,000,000
Hire-purchase contract receivables (Note 9.1)	-	-	-	-
Current financial assets	100,000,000	160,000,000	100,000,000	160,000,000

## 9.1 Financial lease receivables

(Unit : Baht)

	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>December 31,</u>		<u>December 31,</u>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Financial lease receivables	102,959,690	102,959,690	102,959,690	102,959,690
<u>Less</u> Unearned interest income	<u>(17,447,740)</u>	<u>(17,447,740)</u>	<u>(17,447,740)</u>	<u>(17,447,740)</u>
Net	85,511,950	85,511,950	85,511,950	85,511,950
<u>Less</u> Allowance for expected credit losses	<u>(85,511,950)</u>	<u>(85,511,950)</u>	<u>(85,511,950)</u>	<u>(85,511,950)</u>
Net	-	-	-	-

Financial lease receivables - net : The Company signed a contract of selling lighting and air conditioning systems with a non-related company. The delivery and inspection tasks completed in August 2016.

In the year 2018, the debtor has undergone difficulty of liquidity which causes a negotiation on payment time extending and the amount payable in each period. However, the negotiation is on process of signing The company recognized fully expected credit loss.

According to the resolution of the Board of Director's Meeting No. 8/2018 held on July 24, 2018. The Company has assigned Law Firm to proceed with further actions in filing a lawsuit against the debtors and the court made a mediation. The court appointed the plaintiff and defendant witnesses on January 23 - 24, 2020. which can be divided into 2 cases :

Case 1, Capital, sued in total amount of Baht 27.09 million (including interest). As at March 24, 2020 The Civil Court has order the defendant to pay amount of Baht 25.60 million including interest at rate of 7.00% per annum of the said capital from next day until payment is complete to the plaintiff and the defendant must pay compensation fees on behalf of the plaintiff, which the lawyer fee is set at amount of Baht 0.15 million and the cost of litigation is amount of Baht 0.01 million.

On April 3, 2021, the Civil Court sent a warrant to inform that the said case, the Appeal Court scheduled to hear the verdict on May 5, 2021. After that the Appeal court sentenced the Court of Appeals on July 5, 2021. On that date, the Court of Appeal has reversed the verdict to dismiss the plaintiff's case. Without disqualifying the plaintiff to file a lawsuit against the defendant in a new case within the age limit. Restore the court in the Court of First Instance for the plaintiff and the defendant's appeal. Fees other than those ordered by the court to be returned to be folded. Subsequently, on October 1, 2021, the court to consider this case of prosecution further.

Case 2, Capital sued in total amount of Baht 63.41 million (including interest). On December 27, 2019, The Civil Court has ordered the defendant to pay amount of Baht 59.91 million including interest at the rate of 7.00% per annum of the said capital from January 1, 2018, onwards until payment is complete to the plaintiff, but the total interest up to the date of filing is not to be more than amount of Baht 3.49 million as requested by the plaintiff. And the defendant must pay compensation fees on behalf of the plaintiff, which the lawyer fee is set at amount of Baht 0.15 million and the cost of litigation is amount of Baht 0.01 million. Subsequently, the defendant filed an appeal and a request for a stay of execution to the Court on May 1, 2020. On March 31, 2021, the Appeal Court made an amendment to the defendant to pay an amount of Baht 49.46 million with interest at the rate of 7.00% per year of the said principal from January 1, 2018, onwards until the payment is completed to the plaintiff. But the interest until the date of filing does not exceed amount of Baht 3.49 million baht. In addition, according to the judgment of the Court of First Instance. Currently, this case is pending the defendant's petition.

10. Other non-current financial assets

- 10.1 The Company has a fixed deposit amount of Baht 90.00 million, pledged as collateral for an associate loan (Note 11), According to the resolution of the Board of Director's Meeting No. 6/2018 held on May 18, 2018. However, Due to the cessation of operation and the lack of liquidity of the associated company, however, the associated company was unable to repay the principal according to the contract. In year 2020, the bank had already deducted the loan from the deposit account totaling amount of Baht 90.00 million. Therefore, the associate company is obliged to pay back to the Company according to the amount that the bank has already deducted from the Company's deposit account.
- 10.2 The company has a fixed deposit amount of Baht 45.19 million to issue a letter of guarantee for the pre-employment contract for DCORP - DLI joint venture (Note 12) in accordance with the resolution of the Board of Directors Meeting No. 7/2020 on August 13, 2020.
- 10.3 A subsidiary (DCORP - DLI Joint Venture) has a fixed deposit amounting to amount of Baht 15.06 million to issue a letter of guarantee, collateral, an employment contract under an employment contract, a public awareness building project with a smart signage. According to the resolution of the subsidiary Board of Directors Meeting No. 2/2020 on July 22, 2020.

# 11. Investment in associates - net

As at December 31, 2022 and 2021, the Company's investments in associates were as follows :-

(Unit : Baht)

Name of company	% Share holding	Consolidated financial statements				
		Equity method		Cost method		
		December 31,		December 31,		
		2022	2021	2022	2021	
Hero Experience Co., Ltd.	37.50	37.50	-	-	324,999,632	324,999,632
Less allowance loss on impairment			-	-	(324,999,632)	(324,999,632)
Net			-	-	-	-
Revolution of Digital Employee Experience Co.,Ltd.	-	40.00	-	4,018,211	-	6,000,000
Total			-	4,018,211	-	6,000,000

(Unit : Baht)

Name of company	% of holding	Separate financial statements					
		Cost		Impairment of investment		Carrying amounts on cost method - net	
		December 31,		December 31,		December 31,	
		2022	2021	2022	2021	2022	2021
	(%)	(%)					
Hero Experience Co., Ltd.	37.50	37.50	324,999,632	324,999,632	(324,999,632)	(324,999,632)	-
Revolution of Digital Employee Experience Co., Ltd.	-	40.00	-	6,000,000	-	-	6,000,000
Total			324,999,632	330,999,632	(324,999,632)	(324,999,632)	6,000,000

## 11.1 Share of comprehensive income

In during the period, the Company has recognized equity gain (loss) on investment in associate company as follows :-

(Unit : Baht)

Associates	Consolidated financial statements	
	For the year ended December 31,	
	2022	2021
Hero Experience Co., Ltd.	-	-
Revolution of Digital Employee Experience Co., Ltd.	(277,986)	(1,981,789)
Total	(277,986)	(1,981,789)



Since the year ended December 31, 2019, The Company has ceased to calculate the equity loss in Hero Experience Co., Ltd. because The Company's equity recognized equally to their investment (zero). In the cost method, the Company set up an allowance for impairment of the investment in full (amount of Baht 325.00 million).

11.2 The Board of Directors Meeting No. 8/2017 held on September 15, 2017, the Board of Directors of the Company resolved to approve the investment in the hyper reality development business, the Marvel Experience Thailand : Theme Entertainment Attraction (TMX) of Hero Experience Co., Ltd. (Hero Experience) by the purchase of 32.50% of the newly issued shares by Hero Experience Co., Ltd., totaling amount of Baht 280.00 million. Later, on December 12, 2017, the Company's Board of Directors approved the additional purchase of 5.00% of the new shares issued by the capital increase of Hero Experience, totaling amount of Baht 45.00 million, thereby resulting in the total combined shareholding of 37.50% amount of Baht 325.00 million.

On January 21, 2019, Hero Experience Co., Ltd held extra-ordinary general meeting No.1/2019 to propose an agenda to termination of the project Hero Experience due to the fact that Hero Experience has a lack of liquidity problem, and the Project has not been operated in accordance with the plan. Referred to additional information many creditors of Hero Experience Co., Ltd. accounted for amount of Baht 59.50 million filed a lawsuit and/or submitted letter to claim their debt with interest and late payment surcharge.

In addition, the loan agreement between Siam Commercial Bank Public Company Limited and Hero Experience Co., Ltd. Dated May 23, 2018, the Company was guaranteed by its fixed deposit bank account of amount of Baht 90.00 million. In the extra-ordinary general meeting No. 1/2019 resolved to settle loan agreement with the fixed deposit bank account.

In year 2020, the management of Hero Experience Co., Ltd. reported information regarding the case, which stated that, Hero Experience Co., Ltd. was sued by 26 creditors in total debt of amount of Baht 78.30 million (In year 2019, was sued by debt of amount of Baht 77.30 million). However, 3 creditors withdrew the lawsuit and agreed to reduce the debt to Hero Experience Co., Ltd., which Hero Experience Co., Ltd. has already paid off the debt. In addition, 19 creditors agreed that Hero Experience Co., Ltd. can pay in installments according to the terms and conditions set by the creditors. And as regards the case against the 4 creditors, total amount of amount of Baht 10.23 million, Hero Experience Co., Ltd. is in the process of mediation. The case result has not been announced. The company filed a petition for its business reorganization to the Central Bankruptcy Court. As a result, the company has to suspend all creditors' debt payments until the lawsuit ends. By according to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2020 held on June 15, 2020, it was resolved to approve the company to enter the business rehabilitation process. And on July 9, 2020, Hero Experience Co., Ltd. filed a petition for business rehabilitation to the Central Bankruptcy Court. The court has issued an order to accept the petition. And the hearing of the petition on October 6, 2020, with a total of 3 objections. Later, both parties requested permission to postpone the case. Which the court considered that if both parties can negotiate an agreement, it will benefit the judicial proceedings. For the sake of justice Therefore, it is allowed to postpone the appointment for a hearing on the request on December 9, 2020. Later on that day, the Central Bankruptcy Court again negotiated the mediation but could not reach a settlement. The court therefore called for another hearing of the petition on March 9, 2021. And on April 28, 2021, the court dismissed the request.

11.3 At the Board of Directors Meeting No. 10/2021, held on October 31, 2021, it was resolved to approve the disposal of investment in Revolution of Digital Employee Experience Co.,Ltd. (ReDEX) to unrelated persons in the amount of 20,000 shares with a par value of 100 baht per share or 40.00% of all issued and sold shares of ReDEX at a price amount of 325.00 baht per share, representing a total trading value of amount of Baht 6.50 million. February 21, 2022, the Company has received the full share payment already.

## 12. Investment in subsidiaries - net

As at December 31, 2022 and 2021, the Company had investments in subsidiaries were as follows :-

(Unit : Baht)

Name of company	Separate financial statements						Dividend For the year ended December 31,	
	Paid-up share capital		% Share holding		Cost			
	2022	2021	2022	2021	2022	2021	2022	2021
Demeter Innovation Company Limited	48,000	48,000	100.00	100.00	73,862,069	73,862,069	-	-
DCORP - DLI Joint Venture	70,000	70,000	80.00	80.00	56,000,000	56,000,000	-	-
Less Allowance for devaluation of investments					(73,862,069)	(73,862,069)	-	-
Total investments in subsidiaries					56,000,000	56,000,000	-	-

### Subsidiaries with material non-controlling interests

(Unit : Baht)

Company's name	Proportion of ownership		Total comprehensive		Accumulated	
	Interests held by the		Income allocated to		Non-controlling interests	
	2022	2021	2022	2021	2022	2021
DCORP - DLI Joint Venture	20.00	20.00	942,117	754,121	15,968,801	15,026,684

Summarised financial information for DCORP - DLI Joint Venture before eliminations, was as follow :-

(Unit : Baht)

	2022	2021
Current assets	100,898,690	67,168,348
Non-current assets	40,175,486	40,312,576
Total assets	141,074,176	107,480,924
Current liabilities	48,138,465	5,215,540
Non-current liabilities	13,091,705	25,769,153
Total liabilities	61,230,170	30,984,693
Net	79,844,006	76,496,231
Non-controlling interests	15,968,801	15,026,684

	(Unit : Baht)	
	For the year ended December 31,	
	2022	2021
Revenue from construction	146,730,100	94,761,874
Profit attributable to equity holders of the company	2,678,220	4,106,734
Profit attributable to non-controlling interests	669,555	1,026,684
Profit for the year	3,347,775	5,133,418
Other comprehensive income	-	-
Total comprehensive income attributable to equity holders of the company	2,405,658	4,379,297
Total comprehensive income of non-controlling interests	942,117	754,121
Total comprehensive income for the year	3,347,775	5,133,418

#### Joint venture

On May 9, 2020, the Company entered into a joint venture agreement. "Project for creating awareness among people by smart billboards" with Delighting International Co., Ltd. "DLI" and named "DCORP-DLI Joint Venture" for Electronic Bidding (e-bidding) No. 8/2020. Wages to raise awareness to the public with intelligent publicity signs according to the announcement of the Office of the Permanent Secretary of Interior dated May 8, 2020 (TOR).

#### The key conditions are as follows

The company is responsible for providing collateral for an amount equal to 5.00% of the wages that the electronic bidder can be. Collateral for receiving wages in advance Performance collateral (if any) and financing. The cash flow for the total implementation of the project is 80.00% of the expense limit for the project. The parties agreed to Delighting International Co., Ltd. to be the main responsible for most operations under the agreement.

#### Revenue sharing

Counterparty	Rate of return
DCORP	80.00% of the profit after deducting all expenses
DLI	20.00% of the profit after deducting all expenses

Because the company has control over operational decisions of joint venture. According to the key conditions above the Company therefore classified the investment in that company as a subsidiary company.

On June 18, 2020, Office of the Permanent Secretary for Interior TU. 0203.4/9467 announcement of DCORP-DLI joint venture wins the Bidding for a Wage Tender Project to Creation of awareness among People by Smart Public Billboard Signs by Electronic Contest Method Project value amount of Baht 301,250,000 including VAT (Three hundred one million two hundred and fifty thousand Baht) Project duration 2020-2022 (3 years).

At the Board of Directors Meeting No. 6/2020 on June 24, 2020, the Board of Directors approves investment in Creation of Awareness People by Smart Public Billboard. The investment value is amount of Baht 56,000,000, representing 80.00% of the joint venture's investment. On July 16, 2020, the company has paid the full amount to the joint venture.

On July 30, 2020, the DCORP-DLI joint venture entered into a project construction consulting and management contract with a not related company, a contract worth amount of Baht 79,678,932.18 (including VAT). The first advisory fee to the DCORP-DLI joint venture is amount of Baht 56,843,820 accounting for 71.00% of the contract value.

At the Board of Directors Meeting No. 7/2020 on August 13, 2020, the Board of Directors approved the opening of a Krung Thai Bank account to make a letter of guarantee for the pre-employment contract and the public awareness building project with a smart publicity sign worth amount of Baht 45,187,500.

In the event that DCORP has provided collateral for the advance payment of 15.00% of the total wages of the project or more. The DCORP-DLI joint venture is responsible for all fees arising out of the acquisition of collateral for such advance payment. In addition, the DCORP-DLI joint venture will have to bring the amount of Baht 25,000,000 to DCORP as a guarantee for the performance of this contract that the DCORP-DLI joint venture will deliver the project to the department for a specified period of time. DCORP and DCORP-DLI joint venture are able to charge finance costs at the rate of 2.25% of the collateral contract amount.

On September 18, 2020, the DCORP-DLI joint venture received an advance payment from Office of the Permanent Secretary of Great Thai amount of Baht 45,187,500 and amount of Baht 25,000,000 placed with DCORP as collateral according to the aforementioned contract (Note 10.2)

13. Trade and other non-current receivables - net

	(Unit : Baht)			
	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>December 31,</u>		<u>December 31,</u>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Other receivables - related parties (Note 10.1)	90,000,000	90,000,000	90,000,000	90,000,000
Less Allowance for expected credit losses	(90,000,000)	(90,000,000)	(90,000,000)	(90,000,000)
Total Other receivables - related parties	-	-	-	-

Expected Credit Losses - Trade and other non-current receivables have changed during the year as follows :-

	(Unit : Baht)			
	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>December 31,</u>		<u>December 31,</u>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Beginning balance	90,000,000	139,330,547	90,000,000	139,330,547
Decrease from amortization	-	(49,330,547)	-	(49,330,547)
Ending balance	90,000,000	90,000,000	90,000,000	90,000,000

13.1 On July 15, 2015, the Company signed an agreement of debt restructuring and acknowledgement of debt of a debtor.

Under the terms of the agreement, the debtor will complete the debt repayment within 36 months by monthly installment, completing in July 2018 as following terms ;

The 1<sup>st</sup> month period to the 12<sup>th</sup> month period, to pay not less than Baht 500,000.

The 13<sup>th</sup> month period to the 33<sup>rd</sup> month period, to pay not less than Baht 1,500,000.

The 34<sup>th</sup> month period to the 35<sup>th</sup> month period, to pay not less than Baht 2,000,000.

The debtor agreed to pay the remaining debt within the 36<sup>th</sup> period (July 2018).

The Company has recorded an expected credit loss from debt restructuring in full amount since the debtor defaulted in the payment according to the agreement of debt restructuring and acknowledgement of debt by appointing the enforcement for seizing the property or issuing an attachment order on February 16, 2021. However, the case defense officer seized the defendant by finding that the defendant had no assets to be used to pay debts to the plaintiff. The official therefore concluded that the defendant could not seize assets and the Enforcement Officer issued a report with the opinion of not seizing the defendant's property.

13.2 On June 25, 2018, the Company signed a compromise agreement with MIC Broadcast Co., Ltd. The compromise agreement is divided into

Contract No. 1, the amount of debt in the amount of Baht 20.58 million baht, payable on a monthly basis. Not less than 0.30 million baht per installment, 29 installments and an amount of Baht 11.76 million baht, payable by the end of December 2020. Later, on April 28, 2020, the company, as the plaintiff, filed a statement of not being impressed, claiming to prosecute only the 2<sup>nd</sup> defendant, whose status current case In the process of respite payment under the compromise agreement of the 1<sup>st</sup> defendant.

Contract No. 2 Debt in the amount of Baht 44.22 million baht, payable in 2 installments, the first installment within December 2018 in the amount of Baht 22.11 million baht and the second installment within June 2019 in the amount of Baht 22.11 million baht.



The Company recorded the expected credit losses incurred from the compromise contract receivable in full.

However, the 1st and 2nd contracts, the debtor has defaulted on payment. The company has already asked the court to issue a warrant of execution. On May 21, 2020, the company has examined the defendant's assets and found that the defendant does not have any assets to seize, attach or execute the case. Debtor's property By setting the date of seizure or attachment on February 16, 2021, on that day, the executing officer traveled to seize the defendant's property at the defendant's office and found that the defendant did not have any property. To be used to pay the debt to the plaintiff, the official therefore concluded that the defendant's property cannot be seized. And the executing officer issued a report with the opinion that the defendant's property was not seized.

#### 14. Improvement of building, furniture and equipment

For the year ended December 31, 2022 and 2021 the movement was as follows :-

	Consolidated / Separate financial statements					(Unit : Baht)
	Office rental improvements	Furniture, fixture, and office equipment	Project equipment	Vehicle	Work in progress	Total
<b>Cost :-</b>						
As at January 1, 2021	16,251,360	11,777,350	11,585,792	9,802,383	7,399,980	56,816,865
Purchase	-	1,479,790	-	-	-	1,479,790
Transfer in	-	-	6,999,980	-	-	6,999,980
Disposal / Write off	-	-	(6,748,407)	(3,499,000)	-	(10,247,407)
Transfer out	-	-	-	-	(7,399,980)	(7,399,980)
As at December 31, 2021	16,251,360	13,257,140	11,837,365	6,303,383	-	47,649,248
Purchase	-	66,300	381,636	120,000	9,901,132	10,469,068
Transfer in	-	-	4,675,240	-	-	4,675,240
Disposal / Write off	-	(12,682)	(16,515)	(3,037,383)	-	(3,066,580)
Transfer out	-	-	-	-	(4,675,240)	(4,675,240)
As at December 31, 2022	16,251,360	13,310,758	16,877,726	3,386,000	5,225,892	55,051,736
<b>Accumulated depreciation :-</b>						
As at January 1, 2021	(4,458,454)	(10,246,120)	(4,937,490)	(9,802,379)	-	(29,444,443)
Disposal / Write off	-	-	2,586,841	3,498,999	-	6,085,840
Depreciation for the year	(812,012)	(607,994)	(4,474,773)	-	-	(5,894,779)
As at December 31, 2021	(5,270,466)	(10,854,114)	(6,825,422)	(6,303,380)	-	(29,253,382)
Disposal / Write off	-	12,679	16,508	3,037,382	-	3,066,569
Depreciation for the year	(812,012)	(701,990)	(1,970,858)	(100,602)	-	(3,585,462)
As at December 31, 2022	(6,082,478)	(11,543,425)	(8,779,772)	(3,366,600)	-	(29,772,275)

(Unit : Baht)

	Consolidated / Separate financial statements					
	Office rental improvements	Furniture, fixture, and office equipment	Project equipment	Vehicle	Work in progress	Total
Net book value :-						
As at December 31, 2021	10,980,894	2,403,026	5,011,943	3	-	18,395,866
As at December 31, 2022	10,168,882	1,767,333	8,097,954	19,400	5,225,892	25,279,461
Depreciation in the statements of income for the year :-						
Ended December 31, 2021						5,894,779
Ended December 31, 2022						3,585,462

As at December 31, 2022 and 2021, according to the consolidated and separate financial statements The Group has assets that have been fully depreciated but are still in use with a cost price of Baht 19.83 million, a book value of Baht 1,254.00, and a cost price of Baht 16.40 million and a book value of Baht 514.00, respectively.

#### 15. Right-of-use assets

Changes in the right-of-use asset account for the year ended December 31, 2022 and 0-2021 can be summarized as follows :-

(Unit : Baht)

	Consolidated / Separate financial statements	
	2022	2021
Balance as at beginning of period	19,116,148	20,559,813
Depreciation for the period	(1,443,665)	(1,443,665)
Adjusted from changes in lease agreements during the year	(15,059,276)	-
Balance as at ending of period	2,613,207	19,116,148

The company has entered into an office space rental agreement with an unrelated company for a period of 3 years (and can be renewed for 3 years at the end of the contract date), starting from 1 December 2020 and ending on 30 November 2023. The management has reviewed the intention to renew at the end of the lease. From the original consideration of the lease period of 15 years to no renewal at the end of the lease. Thus, during the year, the lease term was re-evaluated according to the remaining lease term.



16. Intangible asset - net

For the year ended December 31, 2022 and 2021, the movement was as follows :-

(Unit : Baht)

	Consolidated / Separate financial statements				
	Broadcasting rights broadcast	Computer program	The Program rights	Rights under Concession agreements	Total
Cost :-					
As at January 1, 2021	618,693,895	786,023	-	26,000,000	645,479,918
Purchase / Invest	-	21,000	-	-	21,000
As at December 31, 2021	618,693,895	807,023	-	26,000,000	645,500,918
Purchase / Invest	-	1,890,000	3,306,214	-	5,196,214
Transferred from other current receivables	-	-	1,588,745	-	1,588,745
As at December 31, 2022	618,693,895	2,697,023	4,894,959	26,000,000	652,285,877
Accumulated amortization :-					
As at January 1, 2021	(241,054,223)	(366,260)	-	(10,407,317)	(251,827,800)
Amortization for the year	-	(106,346)	-	(7,964,781)	(8,071,127)
As at December 31, 2021	(241,054,223)	(472,606)	-	(18,372,098)	(259,898,927)
Amortization for the year	-	(88,329)	(4,894,959)	(3,170,235)	(8,153,523)
As at December 31, 2022	(241,054,223)	(560,935)	(4,894,959)	(21,542,333)	(268,052,450)
Allowance for impairment :-					
As at January 1, 2021	(377,639,672)	-	-	-	(377,639,672)
As at December 31, 2021	(377,639,672)	-	-	-	(377,639,672)
As at December 31, 2022	(377,639,672)	-	-	-	(377,639,672)
Net book value :-					
As at December 31, 2021	-	334,417	-	7,627,902	7,962,319
As at December 31, 2022	-	2,136,088	-	4,457,667	6,593,755
Amortization was shown in profit or loss the year :-					
Ended December 31, 2021					8,071,127
Ended December 31, 2022					8,153,523

For the year ended December 31, 2022 and 2021, no movement of allowance for impairment of intangible assets.

~ Intangible asset are as follows :-

16.1 The Board of Directors Meeting No. 2/2020 held on February 25, 2020 has resolved to approve the acquisition of assets of N.E.X.T Company Limited ("NEXT"). By entering into the said transaction, The Company will pay cash amount of Baht 40,000,000.00 ("purchase price") to NEXT in order to acquire the assets and the right to operate the advertising media business, equipment related to advertising media business, patents for advertising media business, principal project administrator and the key person for business operation ("Transaction") is therefore considered a business combination as the Company accepts transfers of inputs and processes from NEXT to produce output.

The transaction to purchase assets, NEXT has delivered concessions to advertise with ActMedia (Thailand) Company Limited, CP All PCL, Siam Makro PCL and Central Food Retail Co.,Ltd to the Company for a total Value amount of Baht 29,321,009.47.

For the contracts of Central Family Mart Company Limited and AEON (Thailand) Company Limited, totaling amount of Baht 566,154.41, they have been still in the process of changing the contract from NEXT to Demeter Corporation Public Company Limited. According to the resolution of the Board of Directors meeting on May 12, 2020, resolved to approve the extension of the concession period of both parties as mentioned above. However, as at June 30, 2020, NEXT was unable to deliver the said contract in time for the time it was approved for an extension of the concession. The Board of Directors therefore resolved to change the value of the property purchase agreement with NEXT from the original value amount of Baht 40,000,000.00 (forty million baht) to amount of Baht 39,433,845.59 (thirty-nine million four hundred thirty three thousand eight hundred forty-five baht and fifty nine Satang) as well as the advertising rights agreement between CP All Public Co., Ltd. has changed to a joint investment agreement with Plan BCS Co., Ltd. which is in accordance with Resolutions of the Board of Directors Meeting No. 7/2020 on August 13, 2020.

Details of the net asset value resulting from a business combination are as follows :-

	(Unit : Baht)
Project equipment	15,660,918
Intangible asset	26,000,000
Total net assets	41,660,918
Compensation paid to buy a business	(39,433,846)
Profit from bargaining	2,227,072

16.2 On January 30, 2015, the Company entered into an Agreement relating to the purchase of the right to manage the broadcasting time (the "Broadcasting Right Purchase Agreement" or the "BPA") with Media Agency Thai Company Limited ("MAT"). Under the BPA, the Company has been appointed as a co-manager, with the exclusive right to manage the broadcasting time, the purchase and sale of broadcasting time, lease or lease out the broadcasting time and products and services advertised through 5 satellite television channels (the "Right to Manage the Satellite

Television Broadcasting”) for three years beginning on January 30, 2015 and ending on January 29, 2018. In consideration of the Right to Manage the Satellite Television Broadcasting, the Company agreed to make payments to MAT consisting of a onetime payment in the total amount of Baht 369,200,000.00 within 15 days from the date of the BPA, and monthly payments in the amount of Baht 10,300,000.00 (excluded VAT) throughout the term of the BPA. Under the BPA, MAT agrees to guarantee a monthly minimum income amount derived from the BPA for the Company in the amount of VAT included of Baht 24,000,000.00 for the first year, amount of Baht 19,000,000.00 for the second year, and amount of Baht 12,900,000.00 for the third year. If the income derived from the BPA is less than the aforementioned guaranteed amounts, MAT agrees to compensate the Company by making payments of the shortfall amount in order to procure that the Company receives the guaranteed amounts within the 25<sup>th</sup> day of each month, and the first payment shall be made by MAT on February 2015.

For the period between February 2015 and September 30, 2015, there are outstanding payments relating to the guaranteed minimum income consisting of the principal amount of Baht 93,543,538.46 and the default interest thereon in the amount of Baht 1,703,493.75 (together referred to as the “Outstanding Payments”) to be paid by MAT to the Company.

The Company did not record the fair value of the “Right to Sell the Advertising Time” as non-intangible asset in the financial statement since the received right is not considered as a novation. In this regard, the Repayment Agreement does not restrain MAT from performing its duties and obligations under the BPA. The Company and MAT intend to set forth methods for the repayment of debts arising out of the BPA and entitle the Company to deduct the income generated by the Right to Sell the Advertising Time from outstanding debts owed by MAT under the BPA. The Company shall also be entitled to claim the guaranteed minimum income provided by MAT to the Company under the BPA.

Inter-company contingencies and liabilities under that agreement, As at December 31, 2022 and 2021, remain at amount of Baht 299.45 million, comprising :-

- A. Receivables under the Debt Restructuring Agreement remain as at December 31, 2022 and 2021, amount of Baht 72.01 million (included VAT). The details are as follows :-

<u>Details</u>	(Unit : Million Baht)
Accounts receivable under the Debt Restructuring Agreement	98.16
<u>Less</u> Payment received	<u>(26.15)</u>
Receivables under the Debt Restructuring Agreement as at December 31, 2022 and 2021	<u>72.01</u>

B. Value under the Repayment Agreement amount of Baht 227.44 million (excluded VAT). The details are as follows :-

Details	(Unit : Million Baht)
Fair value of the right to sell the advertising time during the broadcasting of Golf European Tour Program	254.79
Less Payment received	(27.35)
Value under the Repayment Agreement as at December 31, 2022 and 2021	227.44

From the incident, the Company considers it appropriate not to recognize revenues already incurred under the BPA. In these financial statements the Company will recognize the revenue in accounting when the Company has received the payment under the BPA. (recorded as a cash basis)

The Company recorded a provision for impairment of the rights with its net book value.

On September 7, 2017, MAT informed the Company that MAT was not entitled to the right to broadcast the Golf European Tour Program in Thailand for the years 2017 and 2018. The Company filed a lawsuit against MAT on September 21, 2017, which the Court arranged for the negotiation / plaintiff to testify on November 20, 2017. Later, the defendant postponed the mediation appointment to January 19, 2018, after which they could not mediate. The Court made the appointment to examine the plaintiff on May 17, 2018 and examine the defendant on May 18, 2018. On July 16, 2018, the court sentenced Media agency pay to the Company amount of Baht 314.99 million plus interest at the rate of 12.00% per annum of principal amounting to amount of Baht 243.36 million as from June 30, 2017 and pay interest at the rate of 7.50% per annum of principal amounting to amount of Baht 68.76 million as from the date filing onwards (filing date on September 21, 2017) until the payment is completed. This case, the defendant did not appeal. The case has been to the end. At present, it is in the process of issuing regulations for the defendant to comply with the judgment. Currently, the company has investigated this debtor's assets and found that no business has been conducted and the debtor has not submitted financial statements for many consecutive years. On May 21, 2020, the Company inspected the defendant's assets and found that the defendant had no property to seize, attach or execute the case. Currently in the process of being in the compulsory force level. The executing officer has postponed the schedule for the confiscation indefinitely, due to the situation of the spread of the covid-19 virus.

16.3 The rights to manage the satellite television channels for 16 channels at the cost amount of Baht 82.00 million including the rights for the period from December 2010 to November 2020 for 8 channels, and for the period from June 2013 to May 2023 for 8 channels.

On August 26, 2015, the Company signed an agreement of early termination of the satellite television co-production agreement with M.V. Television (Thailand) Co., Ltd. for the 8 satellite television channels for the period from June 2013 to May 2023 and wrote off fully intangible assets.

On November 17, 2015, the Company signed an agreement of early termination of the satellite television co-production agreement with M.V. Television (Thailand) Co., Ltd. for the 8 satellite television channels for the period from December 2010 to November 2020 by gradually termination. The Company wrote off fully intangible assets.

16.4 The rights of broadcasting and broadcast sounds in movies at the cost amount of Baht 117.44 million, the Company has recorded a provision for fully impairment.

The broadcasting and broadcast sounds in EDGE SPORT contents at the cost amount of Baht 67.84 million, the Company has recorded a provision fully impairment.

16.5 The rights of live broadcast of soccer match at the cost amount of Baht 48.00 million. The Company has recorded a provision for fully impairment.

16.6 During the year 2022, the company has recognized the drama rights in the amount of 4.89 million baht, which the company has amortized from the on-air date which had already been amortized.

#### 17. Deferred tax asset

Deferred tax assets arising from temporary differences not recognized in the financial statements as at December 31, 2022 and 2021 are as follows :-

	(Unit : Baht)			
	<u>Consolidated financial statement</u>		<u>Separate financial statements</u>	
	<u>December 31,</u>		<u>December 31,</u>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Accumulated loss not exceed				
5 accounting periods	220,090,183	303,728,048	211,075,776	286,085,524
Net deferred assets	220,090,183	303,728,048	211,075,776	286,085,524

As at December 31, 2022 and 2021, The Company and subsidiaries has deductible temporary differences. On which deferred tax assets have not been recognized as the Company's management considers that there is uncertainty whether the Company will have sufficient future taxable income to utilize such items and or they might not be used to offset taxable income in the future.



18. Other non-current assets - net

	(Unit : Baht)			
	<u>Consolidated financial statement</u>		<u>Separate financial statements</u>	
	<u>December 31,</u>		<u>December 31,</u>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Other deposits	30,947,397	30,771,185	30,947,397	30,771,185
<u>Less</u> Allowance for non-refundable deposit	<u>(29,527,827)</u>	<u>(29,527,827)</u>	<u>(29,527,827)</u>	<u>(29,527,827)</u>
Deposits - net	<u>1,419,570</u>	<u>1,243,358</u>	<u>1,419,570</u>	<u>1,243,358</u>
Venture capital	29,242,022	29,242,022	29,242,022	29,242,022
<u>Less</u> allowance for doubtful accounts				
venture capital	<u>(29,242,022)</u>	<u>(29,242,022)</u>	<u>(29,242,022)</u>	<u>(29,242,022)</u>
Venture capital - net	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Withholding tax - cumulative	<u>13,139,032</u>	<u>9,916,719</u>	<u>13,139,032</u>	<u>9,715,417</u>
Total	<u>14,558,602</u>	<u>11,160,077</u>	<u>14,558,602</u>	<u>10,958,775</u>

- A. On May 19, 2016, the Company executed 2 memorandums of understanding with Philippines investors in order to engage in the due diligence exercise on 2 companies registered under the laws of the Philippines and engaged in the energy business in the Philippines by acquiring 40 percent of the shares in the 2 companies. On August 11, 2016, the Company paid the security deposit for the land lease for the construction of the solar power plant in the amount of Baht 22.40 million to representatives or authorized persons of the 2 companies as the owners of the land. If the project is not approved by the shareholders of the Company, the lessor shall return the security deposit in full within the period specified by the Company. The payment of such security deposit is approved under the capped amount of Baht 50.00 million from the meeting of the Board of Directors of the Company held on July 13, 2016.

Nevertheless, on November 10, 2017, it was informed by the Company that NPSI could not obtain the construction permit for the project and may not provide the progress summary since there was a change in the policy with respect of the process and procedures of approval for the permit by the Department of Energy, the Ministry of Energy of the Philippines. Therefore, the Company had to cancel the investment in the project and the Company recorded the reserve for the security deposit which may not be refunded in the amount of Baht 34.10 million (consisting of the security deposit of the land lease amount of Baht 22.40 million, the operational costs for the acquisition of the construction permit of the project amount of Baht 11.70 million) and wrote-off unrecalable security deposit (expenses for legal advisors, financial advisors, and technical engineering advisors) amount of Baht 8.63 million. However, the Company has officially given the notice to demand the security deposit for the land lease to the lessor twice and will proceed with legal procedures accordingly.

However, such payment is under the terms for the refund in various conditions including the condition that the project needs the approval from the shareholders to operate Negros PH Solar Inc (NPSI) Solar Power Plant Project. The security deposit is an appropriate amount when comparing to the value of the NPSI when it is fully operated.

The cancellation of the investment in NPSI resulted in the Company's entitlement in the full refund of the security deposit. Currently, the Company is under the negotiation for the counterparty to return the security deposit. In this connection, the counterparty agreed to enter into the agreement to return the security deposit which has the payment period for the total amount within August 15, 2018. At present, the company has not received a deposit for the rental of land and is in the process of preparing an affidavit and an indictment to prosecute the debtor.

If the Company received a refund. The Company will recognize the allowance for reversed damages. And recognized as other income in the statement of income for the period of repayment.

#### B. Venture capital

The Meeting of the Board of Directors No. 18/2017 held on November 7, 2017 resolved to approve the joint investment with Triple Ch Holdings Company Limited (Triple CH), who is licensed to live broadcast football in the Philippines, having 35.00% stake in the joint investment, valued at Baht 30.00 million, to engage in the business of live broadcasting football in the Philippines. Triple CH had an agreement as regards the guarantee on business operation for a period of 18 months, starting from December 1, 2017 that revenue that the Company receives shall not be less than the investment that the Company has made to support the operation of live broadcasting football matches. In addition, the Company has a condition on the payment of the joint venture that the payment is subject to the opinions of the Company's legal advisor on legal status of Triple CH and the due authorization and license to operate the business of live broadcasting football matches.

The Company has considered the opinions of the legal advisor regarding the status of Triple CH and the license, as well as the method of business operation and then made a decision to enter into the joint investment.

However, the business performance did not align with the initial plan, therefore, the Company has set aside an allowance for the whole amount.

At present, the contract period has ended, but Triple CH has not yet repaid the investment amount in accordance with the terms of the Triple CH guarantee. Subsequently, on June 11, 2019 and July 5, 2019, the Company has already delivered the letter of dun. As the results, the Triple CH has requested for the indulgence of the payment for the period of 12 months and the Company has made the written notice and sent to the Triple CH through email to call for such repayment within June 30, 2020. It appears that the company has not received payment from the said debtor.



On December 4, 2020, the Company filed a lawsuit with the Southern Bangkok Civil Court by suing the defendants and surety for payment amount of Baht 29.24 million with default interest at the rate of 7.50% per annum from June 30, 2020 until the date of the filing, etc. And the total interest amount of Baht 30.18 million and interest at the rate of 7.50% per annum of the principal amount of Baht 29.24 million from the day following the filing date until both defendants have paid to complete the problem. Currently, it is in the process of submitting a summons and a copy of the indictment to correct both defendants. By the court to make a two-site determination and set the guidelines for prosecution or testimony on May 24, 2021. Due to the Covid-19 situation as a result, the court has ordered to cancel the scheduled appointment for day of settlement of issues or to examine the original plaintiff's witnesses on May 24, 2021 and set a new date on October 11, 2021. On November 11, 2021, the court ordered the 1<sup>st</sup> defendant to pay 30.18 million baht plus interest at the rate of 7.50% per annum amount of Baht 29.24 million principal from the date of the lawsuit (December 4, 2020) until April 10, 2021. and a rate of 5.00% per year from April 11, 2021, onwards until the payment is completed to the plaintiff if the 1<sup>st</sup> defendant fails to comply with the verdict to the 2<sup>nd</sup> defendant to pay the debt instead with the two defendants to pay the costs on behalf of the plaintiff. Currently, This case is final.

19. Trade and other current payables

	(Unit : Baht)			
	<u>Consolidated financial statement</u>		<u>Separate financial statement</u>	
	<u>December 31,</u>		<u>December 31,</u>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Trade payable and note payable	5,183,309	7,494,122	5,183,309	6,991,289
Post dated cheques	1,382,866	-	1,382,866	-
Accrued expenses	38,131,906	13,063,232	16,673,559	12,804,217
Other advance revenue	79,000	1,426,181	79,000	1,426,181
Undue output vat	4,351,916	4,636,419	4,351,916	4,636,419
Other payable	1,419,795	2,067,170	401,319	475,897
Total Trade and other current payables	<u>50,548,792</u>	<u>28,687,124</u>	<u>28,071,969</u>	<u>26,334,003</u>

20. Lease liabilities

Changes in the lease liabilities for the three-month period ended December 31, 2022 and 2021 were as follows :-

	(Unit : Baht)	
	<u>Consolidated / Separate financial statement</u>	
	<u>2565</u>	<u>2564</u>
Lease liabilities at the beginning of the year	20,076,516	21,260,935
Reclassified from trade and other current receivables	(17,304)	-
Repayment during the period	(1,258,945)	(1,184,419)
Adjusted from changes in lease agreements during the year	(15,059,276)	-
Lease liabilities at the end of the year	<u>3,740,991</u>	<u>20,076,516</u>

A maturity analysis of lease payment was as follows :-

	(Unit : Baht)		
	<u>Consolidated / Separate financial statement</u>		
	<u>As at December 31, 2022</u>		
	<u>Lease</u>	<u>Deferred</u>	
	<u>liabilities</u>	<u>interest expenses</u>	<u>Net</u>
With in 1 year	3,857,537	(161,133)	3,696,404
Over 1 year but not over 5 years	48,792	(4,205)	44,587
Total	<u>3,906,329</u>	<u>(165,338)</u>	<u>3,740,991</u>

	(Unit : Baht)		
	<u>Consolidated / Separate financial statement</u>		
	<u>As at December 31, 2021</u>		
	<u>Lease</u>	<u>Deferred</u>	
	<u>liabilities</u>	<u>interest expenses</u>	<u>Net</u>
With in 1 year	2,306,712	(1,085,757)	1,258,587
Over 1 year but not over 5 years	25,356,504	(6,500,943)	18,817,929
Total	<u>27,663,216</u>	<u>(7,586,700)</u>	<u>20,076,516</u>

For the years ended December 31, 2022 and 2021, there are transactions related to lease agreements as follows :-

	(Unit : Baht)	
	<u>Consolidated / Separate financial statement</u>	
	<u>2022</u>	<u>2021</u>
Finance cost relating to leases	1,047,767	1,122,294
Cash outflow for leases	2,306,712	2,306,712

## 21. Employee benefits obligations

Employee benefit obligations were as follows :-

	(Unit : Baht)	
	<u>Consolidated / Separate financial statement</u>	
	<u>December 31,</u>	
	<u>2022</u>	<u>2021</u>
Present value of the obligation at the beginning of the year	847,449	1,201,432
Current service cost	604,776	1,153,825
Interest expenses	10,500	22,467
<u>Less</u> Benefits paid during the year	-	(268,021)
Actuarial gain arising from defined benefit plan	-	(1,262,254)
Present value of year-end obligations	<u>1,462,725</u>	<u>847,449</u>

Expenses recognized in statement of income for the years ended December 31, 2022 and 2021 as follows :-

	(Unit : Baht)	
	<u>Consolidated / Separate financial statement</u>	
	<u>2022</u>	<u>2021</u>
Cost of sales	29,229	28,000
Selling and administrative expenses	586,047	1,148,292
Total	<u>615,276</u>	<u>1,176,292</u>

The principal assumptions used for the purposes of the actuarial valuation as at December 31, 2022 and 2021, were as follows :-

	<u>Consolidated / Separate financial statement</u>
Discount rate	1.99 %
Salary increase rate	5.00 %
Employee turnover rate	According to the age of the employee
Retirement age	60 years

Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation defined as the amounts increased (decreased) as follows :-

	(Unit : Baht)	
	<u>Consolidated / Separate financial statement</u>	
	<u>December 31,</u>	
	<u>2022</u>	<u>2021</u>
Discount increase rate (1.00% movement)	(130,036)	(78,296)
Discount decrease rate (1.00% movement)	146,837	88,338
Future salary growth increase (1.00% movement)	158,947	86,271
Future salary growth decrease (1.00% movement)	(142,499)	(78,024)
Employee turnover increase rate (1.00% movement)	(142,784)	(85,382)
Employee turnover decrease rate (1.00% movement)	36,819	18,137

As at December 31, 2021 and 2020, the maturity analyses of undiscounted cash flows of benefit payments are as follows :-

	(Unit : Baht)	
	<u>Consolidated / Separate financial statement</u>	
	<u>December 31,</u>	
	<u>2022</u>	<u>2021</u>
Within 1 year	-	-
Within 2 years to 5 years	114,865	114,865
Within 6 years to 10 years	4,719,649	4,719,649
Within 10 years to 15 years	6,973,962	3,197,589
Over 16 years	84,176,228	87,952,601

22. Other non-current liabilities

	(Unit : Baht)			
	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>December 31,</u>		<u>December 31,</u>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Guarantee received - co-production	2,830,050	2,830,050	2,830,050	2,830,050
Retention	1,937,438	1,161,886	1,937,438	1,161,886
Retention - DCORP - DLI Joint Venture	-	-	25,000,000	25,047,774
Total	<u>4,767,488</u>	<u>3,991,936</u>	<u>29,767,488</u>	<u>29,039,710</u>

23. Legal reserve

Section 116 of the Public Limited Company Act B.E. 2535 requires that a company shall allocate not less than 5% of its annual net profit, less any accumulated losses brought forward (if any), to a reserve account ("legal reserve"), until this account reaches an amount not less than 10% of the registered authorized capital. The legal reserve is not available for dividend distribution.

24. The capital management

The Group constitutes purpose with respect to capital management in order to remain for ability in the continued operation and ability to appropriately provide remuneration to various group of participating interest while the Group will maintain capital in the level with the least risk.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt obligations.

As at December 31, 2022 and 2021, in the consolidated financial statements, debt to equity ratio 0.17 : 1.00 for both year and the separate financial statements, debt to equity ratio is 0.15 : 1.00 and 0.18 : 1.00 respectively.

25. Natures of expense

	(Unit : Baht)			
	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>December 31,</u>		<u>December 31,</u>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Salaries, wages and other benefits to employees	24,001,909	30,977,454	24,001,909	30,977,454
Cost of Media-advertising	24,899,942	35,935,375	24,899,942	35,935,375
Cost of construction	31,794,195	11,084,583	30,246,320	10,988,938
Cost of sales	93,474,065	71,367,993	-	-
Changes in finished goods	11,511	120,532	11,511	120,532
Depreciation and amortization	13,182,650	15,409,571	13,182,650	15,409,571
Revenue sharing	46,234,029	33,529,021	46,234,029	33,529,021
Professional fees	6,121,377	10,717,997	5,843,351	10,070,429
Office rental and service fees	2,081,900	2,000,700	2,081,900	2,000,700
Share of loss from associates	277,986	1,981,789	-	-
Management benefit expenses	20,185,733	27,149,357	20,185,733	27,149,357
Finance cost	1,092,694	2,029,323	1,655,195	1,727,868
Other operating expenses	13,707,577	7,455,446	12,139,397	7,343,333
Total	277,065,568	249,759,141	180,481,937	175,252,578

26. Financial information by segment

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 Group operates business on single geographic segments that Thailand and business segments have 3 reports consist of : Media-advertising, Sale and Construction.

Business unit segment information of the Company and geographic segment of subsidiaries for the year ended December 31, 2022 and 2021, are as follows :-



(Unit : Thousand Baht)

	<u>Consolidated</u>							
	Media-advertising		Sales		Construction		Total	
	2022	2021	2022	2021	2022	2021	2022	2021
Revenue	113,938	101,985	103,182	79,661	42,898	14,604	260,018	196,250
Cost	(90,214)	(88,429)	(93,475)	(71,489)	(31,794)	(11,108)	(215,483)	(171,026)
Gross profit	23,724	13,556	9,707	8,172	11,104	3,496	44,535	25,224
Other incomes							5,039	8,172
Profit before expenses							49,574	33,396
Expenses								
Selling and services expenses							(6,020)	(3,701)
Administrative expenses							(34,006)	(43,872)
Management benefit expenses							(20,186)	(27,149)
Finance costs							(1,092)	(2,029)
Share of loss from associates							(278)	(1,982)
Total expenses							(61,582)	(78,733)
Loss before income tax							(12,008)	(45,337)
Income tax							(1,365)	(1,292)
Net loss							(13,373)	(46,629)
<b>Revenue recognition</b>								
Point in time	-	-	103,182	79,661	-	-	103,182	79,661
Over time	113,938	101,985	-	-	42,898	14,604	156,836	116,589
Total Revenues	113,938	101,985	103,182	79,661	42,898	14,604	260,018	196,250

For the year ended December 31, 2022 the Group's have one major customer whose sale amount higher than 10.00% of the revenue from sales, the total sale is amount of Baht 44.08 million.

## 7. Financial instruments

### Financial risk management objectives and policies

The Group's financial instruments principally comprise cash and cash equivalents, trade accounts receivable, other receivables, short-term loans and other financial instruments. The Group's financial risks associated with these financial instruments and how they are managed is described below.

## 27.1 Risk on credit loss

The Group obtain risk from credit provision in relation to trade accounts receivable, other receivables, loans to deposits from financial institutions and other financial instruments. The maximum amount that the Group's may incur from credit is book value shown in the financial position.

### Trade receivables

The Group manages the risks by adopting appropriate credit control policies including credit limit approval, financial position analysis of customers or counterparties and collection management. Therefore, the Group does not expect any material financial losses from credit risk. The Group's does not anticipate any credit risk since it has a large and diverse customer base. However, the Group expect no risk of debt repayment from receivables from related companies due to the debtor has arrears in normal credit term, financial liquidity and ability to pay debts.

The Group considers impairment at each reporting date to measure expected credit losses for groups of receivables with similar credit risk characteristics, with the rate of provision for expected credit losses used in the calculation based on age of the outstanding receivables for each group. The calculation reflects the reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade and other receivables are written-off in accordance with the Group's policy, when appropriate

### Deposits and other financial instruments with financial institutions

The Group manages the credit risks regarding deposits and other financial instruments with financial institutions by controlling in place to create an acceptable balance between the cost of risks and the cost of risk management. The credit risk on deposits and financial instrument with financial institutions are limited because the counterparties are banks with high credit-ratings.

## 27.2 Interest rate risk

Interest rate risk is the risk that future movements in market interest rates will affect the results of the Company's operations and its cash flows. The company has interest rate risk from investing in financial institutions. bank overdraft Bank loans and promissory notes from financial institutions.

This is because financial assets and financial liabilities carry interest rates close to market rates and mature in a short period of time. The Company therefore does not use financial instruments to hedge such risks.

As at December 31, 2022 and 2021, the 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 are as follow :-

(Unit : Baht)

Consolidated financial statements							
As at December 31, 2022							
	Fixed interest rate			Floating	Non interest	Total	Effective
	Within	2 to 5 years	Over	interest bearing	bearing		interest rate
	1 year		5 years				
<b>Financial assets</b>							
Cash and cash equivalents	-	-	-	121,204,821	93,581	121,298,402	0.15 - 0.33
Other financial assets - net	-	-	-	100,000,000	-	100,000,000	0.55 - 0.75
Bank deposits with restrictions on use	-	-	-	60,699,973	-	60,699,973	0.38
Total	-	-	-	281,904,794	93,581	281,998,375	
<b>Financial liabilities</b>							
Liabilities lease - net	3,696,404	44,587	-	-	-	3,740,991	0.44 - 0.72
Other non-current liabilities	-	-	-	-	4,767,488	4,767,488	-
Total	3,696,404	44,587	-	-	4,767,488	8,508,479	

(Unit : Baht)

Consolidated financial statements							
As at December 31, 2021							
	Fixed interest rate			Floating	Non interest	Total	Effective
	Within	2 to 5 years	Over	interest bearing	bearing		interest rate
	1 year		5 years				
<b>Financial assets</b>							
Cash and cash equivalents	-	-	-	66,909,902	80,340	66,990,242	0.05 - 0.15
Other financial assets - net	-	-	-	160,000,000	-	160,000,000	0.55 - 0.60
Bank deposits with restrictions on use	-	-	-	60,419,603	-	60,419,603	0.38
Total	-	-	-	287,329,505	80,340	287,409,845	
<b>Financial liabilities</b>							
Liabilities lease - net	1,258,587	6,596,993	12,220,936	-	-	20,076,516	0.44 - 0.72
Other non-current liabilities	-	-	-	-	3,991,936	3,991,936	-
Total	1,258,587	6,596,993	12,220,936	-	3,991,936	24,068,452	

(Unit : Baht)

Separate financial statements							
As at December 31, 2022							
	Fixed interest rate			Floating	Non interest	Total	Effective
	Within	2 to 5 years	Over	interest bearing	bearing		interest rate
	1 year		5 years				
<b>Financial assets</b>							
Cash and cash equivalents	-	-	-	108,707,124	66,922	108,774,046	0.15 - 0.33
Other financial assets - net	-	-	-	100,000,000	-	100,000,000	0.55 - 0.75
Bank deposits with restrictions on use	-	-	-	45,524,488	-	45,524,488	0.38
Total	-	-	-	254,231,612	66,922	254,298,534	
<b>Financial liabilities</b>							
Liabilities lease - net	3,696,404	44,587	-	-	-	3,740,991	0.44 - 0.72
Other non-current liabilities	-	25,000,000	-	-	4,767,488	29,767,488	2.25
Total	3,696,404	25,044,587	-	-	4,767,488	33,508,479	

(Unit : Baht)

Separate financial statements							
As at December 31, 2021							
	Fixed interest rate			Floating	Non interest	Total	Effective
	Within	2 to 5 years	Over	interest bearing	bearing		interest rate
	1 year		5 years				
<b>Financial assets</b>							
Cash and cash equivalents	-	-	-	64,283,702	34,859	64,318,561	0.05 - 0.15
Other financial assets - net	-	-	-	160,000,000	-	160,000,000	0.55 - 0.60
Bank deposits with restrictions on use	-	-	-	45,356,103	-	45,356,103	0.38
Total	-	-	-	269,639,805	34,859	269,674,664	
<b>Financial liabilities</b>							
Liabilities lease - net	1,258,587	6,596,993	12,220,936	-	-	20,076,516	0.44 - 0.72
Other non-current liabilities	-	25,000,000	-	-	4,039,710	29,039,710	2.25
Total	1,258,587	31,596,993	12,220,936	-	4,039,710	49,116,226	

#### Analysis of the impact of changes in interest rates

The Group has no significant impact on profit before tax due to changes in interest rates on contingent financial assets and liabilities.

#### 27.3 Liquidity risk

The Group monitors the risk of a shortage of liquidity by assessing the concentration of risk with respect to refinancing its debt and concluded it to be low. The Group has access to a sufficient variety of sources of funding.

Details of summarises the maturity profile of the Group's financial liabilities as at December 31, 2022 and 2021 based on estimated contractual undiscounted cash flows are as follows :-

(Unit : Baht)

Consolidated financial statements

As at December 31, 2022

	On demand	Less than 1 year	1-5 years	Over 5 years	Total
<b><u>Non-derivatives</u></b>					
Lease liabilities - net	-	3,696,404	44,587	-	3,740,991
Non-current liabilities	4,767,488	-	-	-	4,767,488
Total non-derivatives	4,767,488	3,696,404	44,587	-	8,508,479

(Unit : Baht)

Consolidated financial statements

As at December 31, 2021

	On demand	Less than 1 year	1-5 years	Over 5 years	Total
<b><u>Non-derivatives</u></b>					
Lease liabilities - net	-	1,258,587	6,596,993	12,220,936	20,076,516
Non-current liabilities	3,991,936	-	-	-	3,991,936
Total non-derivatives	3,991,936	1,258,587	6,596,993	12,220,936	24,068,452

(Unit : Baht)

Separate financial statement

As at December 31, 2022

	On demand	Less than 1 year	1-5 years	Over 5 years	Total
<b><u>Non-derivatives</u></b>					
Lease liabilities - net	-	3,696,404	44,587	-	3,740,991
Non-current liabilities	29,767,488	-	-	-	29,767,488
Total non-derivatives	29,767,488	3,696,404	44,587	-	33,508,479

(Unit : Baht)

Separate financial statement

As at December 31, 2021

	On demand	Less than 1 year	1-5 years	Over 5 years	Total
<b><u>Non-derivatives</u></b>					
Lease liabilities - net	-	1,258,587	6,596,993	12,220,936	20,076,516
Non-current liabilities	4,039,710	-	25,000,000	-	29,039,710
Total non-derivatives	4,039,710	1,258,587	31,596,993	12,220,936	49,116,226

#### 27.4 Fair value of financial instrument

##### Fair value of financial instrument

The fair value of the following financial assets and liabilities approximates their book value.

27.4.1 For financial assets and liabilities which have short-term maturity, including cash and cash equivalents, trade and other current receivables, other current asset and trade and other current payables, their carrying amounts in the statement of financial position approximate their fair value.

27.4.2 For lease liability and long-term borrowings with carrying interest approximate to the market rate, their carrying amounts in the statement of financial position approximates their fair value.

Book value of the above financial assets and liabilities is measured at amortised cost.

##### Fair value hierarchy

In applying the above-mentioned valuation techniques, the Company and its subsidiaries's endeavors to use relevant observable inputs as much as possible. TFRS 13 Fair Value Measurement establishes a fair value hierarchy categorizing such inputs into three levels as follows :-

Level 1 - inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.

Level 2 - inputs are inputs, other than quoted prices included within Level 1, which are observable for the asset or liability, either directly or indirectly.

Level 3 - inputs are unobservable inputs for the asset or liability.

As at December 31, 2022 and 2021, the Company and its subsidiaries had no certain assets and liabilities that were measured or disclosed at fair value in the statement of financial position. (Either recurring or not recurring).



## 28. Commitments and Contingent liabilities

The Company has Long-term service commitments as follows :-

28.1 The Company has entered into an advertising concession agreement. To acquire the right to broadcast broadcasting and broadcasting of music programs and or in a format mutually agreed upon within the said company. The agreement has a period of 1 year - 10 years. The company has an obligation to pay revenue sharing at the rate stipulated in the agreement as follows :-

### Revenue Sharing

- Fixed      The company has commitments amount of Baht 100,000.00 - 1,500,000.00 per month
- Varied     The company has commitments representing 30.00%-50.00% of advertising media revenue each month.

28.2 Obligations into a construction contract with an unrelated company for supporting the structure of public relations as follows :-

	(Unit : Thousand Baht)			
	December 31, 2022		December 31, 2021	
	Contract Value	Contract Obligations	Contract Value	Contract Obligations
Contract for piling and concrete foundation work	13,440	295	13,469	120
Contract and installation of a steel frame	15,761	21	15,466	8,327
Contract for the installation of the main power supply system and the main control system	8,787	42	8,099	2,500

## 29. Event after the reporting year

29.1 In accordance with the Company's minute of the Extraordinary General Meeting of Shareholders No. 1/2023 held on January 27, 2023. has significant resolution as follows :-

- 29.1.1 Resolved to approve the change in the par value of the Company's shares by reverse stock split from the original par value of Baht 1.00 per share to a par value of Baht 2.00 per share, resulting in a decrease in the number of shares of the Company from the original 1,430,416,192 shares with a par value of Baht 1.00 per share amounting to 715,208,096 shares with a par value of Baht 2.00 per share, as well as the Company amending the Memorandum of Association to comply with the change in the par value of registered and paid-up capital of the company to the Department of Business Development, Ministry of Commerce on February 1, 2023.

- 29.1.2 Approve the transfer of legal reserves and share premium in total of Baht 1,500,411,835.31 to compensate for the share discount, the discount on share value for convertible debt, and the accumulated losses of the Company. After the transfer of legal reserve and share premium, the Company will not have the discount on the share value and the discount on the share price for convertible debt to equity, but will still have accumulated losses remaining.
- 29.1.3 Approve the reduction of the registered capital and paid-up capital of the Company from the original amount of Baht 1,430,416,192.00 to Baht 429,124,857.60 by reducing the par value of the Company's shares from the original par value of Baht 2.00 per share to a par value of Baht 0.60 per share to capitalize from the capital reduction of Baht 1,001,291,334.40 to compensate for the accumulated losses of the Company, The number of ordinary shares remaining the same at 715,208,096 shares.
- 29.2 In accordance with the Board of Directors' Meeting No. 3/2023, held on February 23, 2023 has significant resolution as follows :-
- 29.2.1 Approve issuance and allocation of the warrant to purchase ordinary shares of DV8 Public Company Limited No. 2 ("DV8-W2") at the amount of, not exceeding, 357,604,048 units to allocate to existing shareholders who subscribed and had been allocated the newly issued ordinary shares issued and offered to existing shareholders in proportion to their shareholding (Right Offering), free-of-charge (Zero Baht), at the allocation rate of 2 newly issued ordinary shares to 1 warrant unit (if there are fractions as a result from the calculation of such allocation, disregard them). Such warrant has a term of 2 year after the issuance date, with the exercise ratio of 1 warrant unit to 1 ordinary share and the exercise price of Baht 0.80 per share (except for the adjustment of rights).
- 29.2.2 Approve increase of the Company's registered capital by Baht 643,687,286.40 from the existing registered capital of Baht 429,124,857.60 (registered capital after the Company has registered the decreased of registered and paid-up capital with the Department of Business Development, Ministry of Commerce, which is expected to be completed by April 12, 2023) to the new registered capital of Baht 1,072,812,144.00 by issuing and offering, not exceeding, 1,072,812,144 newly issued ordinary shares with the par value of Baht 0.60 per share to accommodate the issuance and offering of newly issued ordinary shares to existing shareholders in proportion to their shareholding (Right Offering) and to accommodate the exercise of warrants to purchase ordinary shares of the Company No. 2 (DV8-W2).

29.2.3 Approve the allocation of newly issued ordinary shares of the Company at the amount of, not exceeding, 1,072,812,144 shares at the par value of Baht 0.60 per share as follows :-

- Allocate newly issued ordinary shares at the amount of, not exceeding, 715,208,096 shares with the par value of Baht 0.60 per share to offer to existing shareholders based on their shareholdings (Right Offering), at the allocation ratio of 1 existing ordinary share to 1 newly issued ordinary share, fractions as a result from the calculation of such allocation are disregarded, at the offering price of Baht 0.60, equivalent to the value of Baht 429,124,857.60 of newly issued ordinary shares.
- Allocate newly issued ordinary shares at the amount of, not exceeding, 357,604,048 shares at the par value of Baht 0.60 per share to accommodate for the exercise of rights under DV8-W2 which is allocated to existing shareholders who subscribed and had been allocated the newly issued ordinary shares issued and offered to the existing shareholders in proportion to their shareholding (Right Offering), free-of-charge (Zero Baht), at the allocation rate of 2 ordinary shares to 1 warrant unit (if there are fractions as a result from 12 the calculation of such allocation, disregard them).

In addition, The Board of Directors resolved to schedule the date to determine the list of shareholders entitled to receive the allocation of newly issued ordinary shares in proportion to their shareholdings (Record Date) on May 9, 2023 and schedule the subscription date for the newly issued ordinary shares of the Company during June 12, 2023 to June 19, 2023 (with a total of 6 business days). However, the right to subscribe to the newly issued ordinary shares is still uncertain, due to the fact that the 2023 Annual General Meeting of Shareholders has to approve such action.

### 30. Approval of the interim financial statements

These financial statements have been approved by the Company's Board of Directors on February 23, 2022.

# Part 4

## Attachments

## Details of directors, executives And the Company's secretary (as of 31 December 2022)

### Mr. Numchai Lowattanakul

| Age: 66 years old |  
Chairman of the Board of Directors and Independent director

#### Date of Appointment

February 26, 2016  
(resigned on February 24, 2023)

#### Family Relationship among Management

- None -

#### Education Qualifications

- o Master of Business Administration, Kasetsart University
- o Bachelor of Engineering (Electrical Engineering), Chulalongkorn University
- o Diploma of Mini MBA, Kasetsart University
- o Diploma of Mains Operation & Maintenance Training, Germany

#### Training from IOD

2010 Director Certification Program  
(DCP 140/2010)

#### Work Experience in the Past 5 Years

2016 – July 2021  
Director of Audit Committee,  
DV8 Public Company Limited

2012 – 2015  
Governor, Provincial Electricity Authority

#### Current Director Positions in Other Organizations

##### In listed companies:

2022 – Present  
Independent Director and Audit Committee –  
Seven Utilities and Power Public Company Limited

Apr 2021 – Present  
Independent Director and Member of the Risk  
Management Committee – WHA Utilities and  
Power Public Company Limited

##### In non-listed companies:

2021 – Present  
Independent Director and Chairman of the Audit  
Committee – Wind Energy Holding Company  
Limited

2018 – Present  
Sub-Committee – National Innovation Agency

2016 – Present  
Sub-Committee – Supervisory Board energy affairs

#### In listed companies or other organizations that may cause any conflict of interest to DV8:

-None-

### Mr. Pongpanu Svetarundra

| Age: 63 years old |  
Chairman of the Board of Directors and Independent director

#### Date of Appointment

February 24, 2023  
(taking the position in place of Mr. Numchai Lowattanakul)

#### Family Relationship among Management

- None -

#### Education Qualifications

- o M.A. (Economics), Northwestern University, USA
- o B. Com. (Econ), University of Auckland, New Zealand

#### Training from IOD

- o Financial Institutions Governance Program (FGP)
- o Role of the Chairman Program (RCP)
- o Financial Statements for Directors (FSD)
- o Director Certification Program (DCP)

#### Work Experience in the Past 5 Years

- o Permanent Secretary, Ministry of Tourism & Sports
- o Deputy Permanent Secretary, Ministry of Finance
- o Director General, Excise Department
- o Director General, Comptroller General's Department
- o Director General, Public Debt Management Office, Ministry of Finance
- o Deputy Director General, Fiscal Policy Office
- o Director, International Economic Policy Division, Fiscal Policy Office

#### Current Director Positions in Other Organizations

##### In listed companies:

- o Chairman of the Board of Directors, Megachem (Thailand) Public Company Limited
- o Director, Crown Seal Public Company Limited
- o Director, Asset World Corporation
- o Chairman of the Board, Independent Chairman of the Board, Independent Director, Chairman of the Audit Committee - TVD Holdings Public Company Limited

##### In non-listed companies:

- o Advisor, Tourism Council of Thailand
- o Executive Chairman, Wellness Tourism Program, National Research and Innovation Policy Council
- o Chairman of the Board of Directors, Ornsirin Holding Company Limited
- o Director, PBS Law Company Limited
- o Advisor, Interlink Communication Public Company Limited
- o Advisor to the Governor, Sports Authority of Thailand

#### In listed companies or other organizations that may cause any conflict of interest to DV8: -None-

### **Pol.Maj.Gen. Prayon Lasue**

| Age: 68 years old |  
Vice Chairman / Director of the Risk Management Committee  
\* Authorized Director

### **Date of Appointment**

February 26, 2017

### **Family Relationship among Management**

- None -

### **Education Qualifications**

- o Master of Public and Private Management Program, National Institute of Development Administration
- o Master of Political Science Program, Chulalongkorn University
- o Bachelor of Public Administration Program, Royal Police Cadet Academy (RPCA 31)

### **Training from IOD**

2018 Director Certification Program (DAP 144/2018)

### **Work Experience in the Past 5 Years**

2012 – 2014 Investigator of Metropolitan Police Bureau, Royal Thai Police

### **Current Director Position in Other Organization**

**In listed companies:** -None-

**In non-listed companies:** -None-

**In listed companies or other organizations that may cause any conflict of interest to DV8:**

-None-

### **Mr. Prachuab Ujjin**

| Age: 71 years old |  
Director / Director of the Risk Management Committee / Director of the Human Resource, Remuneration and Corporate Governance Committee  
\* Authorized Director

### **Date of Appointment**

May 15, 2017

### **Family Relationship among Management**

- None -

### **Education Qualifications**

- o Master of Engineering (Electrical Engineering), University of Missouri-Columbia, USA
- o Bachelor of Engineering (Electrical Engineering), Chulalongkorn University
- o Diploma of Advanced Management Program, Harvard Business School, Boston MA, USA

- o Diploma of Senior Executive Program, Sasin Graduate Institute of Business Administration

### **Training from IOD**

- 2013 Risk Management Committee Program (RMP 1/2013)
- 2006 Director Certification Program (DCP 73/2006)

### **Work Experience in the Past 5 Years**

Jul 2018 – Aug 2019

Chief Executive Officer, Demeter Corporation Public Company Limited (Former name of the Company)

2014 – 2016

Chairman, Ratchaburi Power Company Limited

2014 – 2015

Director, RATCH Group Public Company Limited

### **Current Director Position in Other Organization**

**In listed companies:** -None-

**In non-listed companies:** -None-

**In listed companies or other organizations that may cause any conflict of interest to DV8:**

-None-

### **Mr. Poonsuk Tochanakarn**

| Age: 68 years old |  
Independent Director and Chairman of the Audit Committee

### **Date of Appointment**

May 14, 2019

### **Family Relationship among Management**

- None -

### **Education Qualifications**

- o Bachelor of Accountancy, Chulalongkorn University
- o Fiscal Management Program Class 2, Economics and Finance Institute
- o Thailand Insurance Leadership Program Class 3
- o CFO Certification Program, Federation of Accounting Professions under the Royal Patronage of His Majesty the King

### **Training from IOD**

- Director Certification Program (DCP)
- 2021 Advanced Audit Committee Program (AACP 41/2021)

### **Work Experience in the Past 5 Years**

Feb 2022 – Present

Vice Chairman, Chairman of the Finance and Investment Committee – EGAT Saving and Credit Cooperative Limited



2019 - Feb. 2022

Managing Director, EGAT Saving and Credit Cooperative Limited

2016 – 2019

Consultant and Chairman of the Cooperative Savings Management Committee, EGAT Saving and Credit Cooperative Limited

#### Current Director Position in Other Organization

**In listed companies:** -None-

**In non-listed companies:** -None-

**In listed companies or other organizations that may cause any conflict of interest to DV8:**

-None-

#### Mr. Sorasak Saensombat

| Age: 65 years old |

Independent Director / Director of the Audit Committee / Director of the Human Resource, Remuneration and Corporate Governance Committee

#### Date of Appointment

November 10, 2017

#### Family Relationship among Management

- None -

#### Education Qualifications

- o Master of Engineering (Traffic Systems Engineering and Transport), Chulalongkorn University
- o Bachelor of Engineering (Civil Engineering), Chiang Mai University

#### Training from IOD

- 2016 Director Certification Program (DCP 223/2016)
- 2016 Risk Management Program for Corporate Leaders (RCL 3/2016)

#### Work Experience in the Past 5 Years

- 2016 – 2017 Director of Marine Department, Ministry of Transport
- 2014 – 2016 Inspector, Ministry of Transport

#### Current Director Position in Other Organization

**In listed companies:** -None-

**In non-listed companies:** -None-

**In listed companies or other organizations that may cause any conflict of interest to DV8:**

-None-

#### Mr. Suchart Dejittirut

| Age: 65 years old |

Independent Director / Director of the Audit Committee / Chairman of the Risk Management Committee

#### Date of Appointment

February 24, 2022

#### Family Relationship among Management

- None -

#### Education Qualifications

- o Master of Public Administration National Institute of Development Administration (NIDA)
- o Bachelor's Degree in Economics, Ramkhamhaeng University

#### Training from IOD

- 2019 Risk Management Program for Corporate Leaders (RCL 16/2019)
- 2019 IT Governance and Cyber Resilience Program (ITG 12/2019)
- 2017 Anti-Corruption: The Practical (ACPG 36/2017)
- 2016 Director Certification Program (DCP 225/2016)

#### Work Experience in the Past 5 Years

- 2019 – Present  
Independent Director / Director of the Audit Committee – Mith - Mitree Medical Company Limited
- 2015 – Present  
Vice Chairman / Chairman of Risk Management Committee- Krungthai Law Company Limited
- 2015 – Present  
Special Lecturer for the Banking and Finance Law Certificate Training Program - Thammasat University
- 2020 – 2021  
Independent Director / Chairman of the Audit Committee - The Thai Insurance Public Company Limited
- 2015 – 2018  
Executive Vice President line executive Regulatory and Legal Division company secretary Secretary to the Board of Directors and secretary of the Executive Committee and Secretary of Compliance Committee - Krung Thai Bank Public Company Limited

#### Current Director Position in Other Organization

**In listed companies:** -None-

**In non-listed companies:** -None-

**In listed companies or other organizations that may cause any conflict of interest to DV8:**

-None-

**Pol. Gen. Prawut Thavornsiri**

| Age: 66 years old |  
Independent Director / Chairman of the Human Resource, Remuneration and Corporate Governance Committee / Director of the Risk Management Committee

**Date of Appointment**

February 24, 2022

**Family Relationship among Management**

- None -

**Education Qualifications**

- o Doctor of Philosophy (Criminology, Justice and Social Administration), Mahidol University
- o Master's degree, Master of Arts (Criminology and Justice), Mahidol University
- o Bachelor's degree, Bachelor of Laws Thammasat University
- o Bachelor of Public Administration Program, Royal Police Cadet Academy

**Training from IOD**

- 2008 Director Certification Program (DCP 108/2008)
- 2014 Anti-Corruption for Executive Program (ACEP 13/2014)

**Work Experience in the Past 5 Years**

- 2015 Consultant (Sor Bor 10) - Royal Thai Police

**Current Director Position in Other Organization**

**In listed companies:** -None-

**In non-listed companies:** -None-

**In listed companies or other organizations that may cause any conflict of interest to DV8:**

-None-

**Dr. Chotiphan Tiawiwat**

| Age: 35 years old |  
Director and Chairman of the Executive Committee

**Date of Appointment**

November 10, 2017  
(resigned on March 1, 2023, the Company is in the process of recruiting qualified persons to assume the position)

**Family Relationship among Management**

- None -

**Education Qualifications**

- o Doctor of Philosophy Program in Development Administration, National Institute of Development Administration

- o Master of Arts in Business and Managerial Economics, Chulalongkorn University
- o Bachelor of Economics, Chulalongkorn University

**Training from IOD**

- 2015 Director Accreditation Program (DAP 114/2015)

**Work Experience in the Past 5 Years**

- 2012 – 2016 Finance Director, Sugar Hill Global Capital Company Limited

**Current Director Position in Other Organization**

**In listed companies:** -None-

**In non-listed companies:** -None-

**In listed companies or other organizations that may cause any conflict of interest to DV8:**

-None-

**Mr. Thanarath Thanavutwathana**

| Age: 36 years old |  
Director and Director of the Executive Committee

**Date of Appointment**

May 15, 2017

**Family Relationship among Management**

- None -

**Education Qualifications**

- o Bachelor of Communication Arts, Bangkok University
- o Diploma of Holmes Collage, International Business Management, Melbourne, Australia

**Training from IOD**

- 2018 Director Certification Program (DCP 255/2018)
- 2017 Director Accreditation Program (DAP 143/2017)

**Work Experience in the Past 5 Years**

- 2013 – Present Online Consultants, PFO Food Company Limited

**Current Director Position in Other Organization**

**In listed companies:** - None -

**In non-listed companies:**

- 2016 – Present  
Director - PTC Supplement Company Limited
- 2015 – Present  
Chairman - TDC Digital Company Limited

**In listed companies or other organizations that may cause any conflict of interest to DV8:**

-None-

### Mr. Pakorn Leesakul

| Age: 38 years old |  
Director and Director of the Executive Committee

### Date of Appointment

September 16, 2021

### Family Relationship among Management

- None -

### Education Qualifications

- o Bachelor of Science (B.Sc.), Physics,  
Chulalongkorn University

### Training from IOD

- 2022 Director Accreditation Program  
(DAP 189/2022)
- 2022 Director Certification Program  
(DCP 321/2022)

### Work Experience in the Past 5 Years

- 2020 – Present Director, Thailand Center of  
Excellence in Physics
- 2020 – Present Executive Assistant, Thai flying  
service Company Limited
- 2019 – Present Co-founder, Quantum  
technology foundation  
(Thailand) Company Limited.
- 2019 – 2020 Committee on Science,  
Technology, Research and  
Innovation, House of  
Representatives

### Current Director Position in Other Organization

**In listed companies:** - None -

**In non-listed companies:**

- 2017 – Present  
Co-founder, Finema Company Limited

**In listed companies or other organizations that  
may cause any conflict of interest to DV8:**

-None-

### Mr. Nathaphol Kasamvilas

| Age: 26 years old |  
Director / Director of the Executive Committee  
and Chief Executive Officer  
\* Authorized Director

### Date of Appointment

January 8, 2022

### Family Relationship among Management

- None -

### Education Qualifications

- o Bachelor Degree, IMI International  
Management Institute, Luzerne, Switzerland

### Training from IOD

- 2022 Director Accreditation Program  
(DAP 189/2022)
- 2022 Director Certification Program  
(DCP 316/2022)
- 2022 Risk Management Program for Corporate  
Leader (RCL 27/2022)

### Work Experience in the Past 5 Years

- 2016 Food & Beverage Analysis Manager,  
Bangkok Marriott Hotel Sukhumvit,  
Bangkok

### Current Director Position in Other Organization

**In listed companies:** - None -

**In non-listed companies:**

- Jan 2022 – Present  
Director - Hero Experience Company Limited
- Jan 2022 – Present  
Director - MY PLACE 5 Company Limited
- Jan 2022 – Present  
Director - MY PLACE 7 Company Limited

**In listed companies or other organizations that  
may cause any conflict of interest to DV8:**

-None-

### Ms. Ratchanok Supanit

| Age: 42 years old |  
Director of the Executive Committee and Chief  
Financial Officer

\* The person assigned to take the highest  
responsibility in Accounting and Finance

### Family Relationship among Management

- None -

### Education Qualifications

- o Master of Management, Kasetsart University
- o Bachelor of Accounting (B.Acc.), Rajamangala  
University of Technology Phra Nakhon

### Training from IOD

- 2019 Director Accreditation Program  
(DAP 159/2019)

### Work Experience in the Past 5 Years

- 2020-2021  
Director - Electra Motif Company Limited
- 2019-2021  
Director - TZ Trading Company Limited
- 2015-2021  
Acting Director of Accounting and  
Finance, TWZ Corporation Public  
Company Limited

Assistant Director of Accounting and Finance, TWZ Corporation Public Company Limited

#### Current Director Position in Other Organization

**In listed companies:** - None -

**In non-listed companies:**

Nov 2021 – Present

Director - Demeter Innovation Company Limited

Director - Hinoki Wood Work Company Limited

Director - Hero Experience Company Limited

**In listed companies or other organizations that may cause any conflict of interest to DV8:**

-None-

#### Ms. Kochakorn Ruksasuk

| Age: 40 years old |  
Chief Operating Officer and Company Secretary

#### Family Relationship among Management

- None -

#### Education Qualifications

- o Master of Laws (Merit), Durham University, England
- o Master of Laws (Merit), Queen Mary University of London, England
- o Bachelor of Laws, Thammasat University
- o Barrister-at-law, The Thai Bar Under the Royal Patronage

#### Training from IOD

- 2022 Director Certification Program (DCP 316/2022)
- Risk Management Program for Corporate Leaders (RCL 27/2022)
- Financial Statements for Directors (FSD 46/2022)

The Board's Role in Mergers and Acquisitions (BMA 2/2022)  
Successful Formulation & Execution of Strategy (SFE 37/2021)

2021

2019 Company Reporting Program (CRP 23/2019)

2019 Company Secretary Program (CSP 97/2019)

2019 Board Reporting Program (BRP 29/2019)

2019 Effective Minute Taking (EMT 44/2019)

2019 Fundamental for Corporate Secretaries (1/2019) – Thai Listed Companies Association

#### Work Experience in the Past 5 Years

2019

Senior Manager of Company Secretary Office, Singha Estate Public Company Limited

2018 - 2019

Assistant Director of Legal Department and Company Secretary, Thai Group Holdings Public Company Limited (Southeast Insurance Group)

#### Current Director Position in Other Organization

**In listed companies:** - None -

**In non-listed companies:**

Nov 2021 – Present

Director - Demeter Innovation Company Limited

Director - Hinoki Wood Work Company Limited

Director - Hero Experience Company Limited

**In listed companies or other organizations that may cause any conflict of interest to DV8:**

-None-

## Report on Changes in Securities Holdings of Directors and Executives

Name	As of December 30, 2021		Increase (decrease) during the Financial Year	As of December 30, 2022		
	Held Personally	Held by Spouse and non-Sui Juris Children		Held Personally	Held by Spouse and non-Sui Juris Children	Proportion of Shareholding
1. Mr. Numchai Lowattanakul	-	-	-	-	-	-
2. Pol.Maj.Gen. Prayont Lasua	1,000,000	-	1,000,000	1,000,000	-	0.07%
3. Mr. Prachuab Ujjiin	-	-	-	-	-	-
4. Mr. Poonsuk Tochanakarn	-	-	-	-	-	-
5. Mr. Sorasak Saensombat	220,000	-	-	220,000	-	0.02%
6. Mr. Suchart Dejittirut	-	-	-	-	-	-
7. Pol. Gen. Prawut Thavornsiri	-	-	-	-	-	-
8. Dr. Chotiphan Tiawiwat	-	-	-	-	-	-
9. Mr. Thanarath Thanavutwathana	63,230,000	-	-	63,230,000	-	4.42%
10. Mr. Pakorn Leesakul	-	-	-	-	-	-
11. Mr. Nathaphol Kasamvilas	87,986,424	-	-	87,986,424	-	6.15%
12. Ms. Ratchanok Supanit	-	-	-	-	-	-
13. Ms. Kochakorn Ruksasuk	-	-	-	-	-	-

Remark: As of the reporting date, the Company has registered capital. 1,430,416,192 baht, paid-up capital 1,430,416,192 baht (1,430,416,192 shares).

In the past 5 years, directors, executives and controlling persons of the Company has no record of conviction due to an offense under the Securities and Exchange Act B.E. 2535 or the Derivatives Act B.E. 2546, only in the following matters.

- 1) Acting dishonestly or gross negligence.
- 2) Disclosure or dissemination of information or false statements that may lead to misunderstanding or conceal facts that should be disclosed in material matters which may have an impact on decision-making of shareholders, investors or related parties.
- 3) Unfair actions or taking advantage of investors in trading securities or derivatives, or having or used to participate in or support such actions.

## The Company Secretary Duties and Responsibilities

The Company Secretary shall perform the duties as prescribed in Section 89/15 and Section 89/16 of the Securities and Exchange Act (No.4) B.E.2551 (2008) effective August 31, 2008, with responsibility, caution and integrity, and must comply with the laws, the Company's objectives, Articles of Association, the resolutions of the Board of Directors as well as the resolutions of the shareholders' meeting. The duties per laws of the Company Secretary are as follows:

- (1) Prepare and maintain the following documents:
  - o Registration of Directors
  - o Notice of The Board of Directors' meetings, Minutes of the Board of Directors' meetings and the Company's Annual reports.
  - o Notice of shareholders' meetings and Minutes of the shareholders' meeting.
- (2) Maintain stakeholder reports reported by directors or executives and submit a copy of the stakeholder report pursuant to Section 89/14 to the Chairman of the Board of Directors and Chairman of the Audit Committee within 7 business days from the date the Company receives such report.

(3) Take other actions as prescribed by the Capital Market Supervisory Board.

In addition, the Company Secretary shall have other duties as assigned by the Board of Directors to support the works of the Board of Directors in relation to the following regulations:

- o Provide legal advice and relevant rules and governance practices in the implementation of the Board's activities in accordance with the laws.
- o To conduct the Board of Directors' meetings and Shareholders' meetings.
- o Coordinate with regulatory authorities such as the SET office and oversee the disclosure of information and report information to regulatory authorities and the public in accordance with the laws.
- o Provide orientation and advice to the newly appointed directors.
- o Other duties as assigned.

## Details of Directors, Executives and Controlling Persons

### Holding Positions in Subsidiaries, Associated Companies or Related Companies (as of December 31, 2022)

	Mr. Numchai Lowattanakul	Pol.Maj.Gen. Prayont Lasua	Mr. Prachuab Ujjin	Mr. Poonsuk Tochanakarn	Mr. Sorasak Saensombat	Mr. Suchart Dejittirut	Pol. Gen. Prawut Thavornsiri	Dr. Chotiphan Tiawiwat	Mr. Thanarath Thanavutwathana	Mr. Pakorn Leesakul	Mr. Nathaphol Kasamvilas	Ms. Ratchanok Supanit	Ms. Kochakorn Ruksasuk
★ = Chairman													
● = Vice Chairman													
○ = Director													
▲ = Management													
■ = Consultant													
<i>Company</i>													
DV8 Plc.	★	●	○	○	○	○	○	○	○	○	○		
<i>Subsidiaries</i>													
Demeter Innovation Co., Ltd.												○	○
Hinoki Wood Works Co., Ltd.												○	○
<i>Associate</i>													
Hero Experience Co., Ltd.											○	○	○
DCORP-DLI Joint Venture									○				
<i>Related Companies/Institutions</i>													
WHA Utilities and Power Plc.	○												
Seven Utilities and Power Plc.	○												
Wind Energy Holding	○												
EGAT Saving and credit cooperative Limited			▲										
PFO Food Co., Ltd.									■				
PTC Supplement Co., Ltd.									○				
TDC DIGITAL Co., Ltd.									★				
Thailand Center of Excellence in Physics										○			
Thai Flying Service Co., Ltd.										▲			
Quantum Technology Foundation (Thailand) Co., Ltd.										▲			
Finema Co., Ltd.										★			
MY PLACE 5 Co., Ltd.											○		
MY PLACE 7 Co., Ltd.											○		
Mith-Mitree Medical Co., Ltd.						○							
KTBLaw						●							



## Detail of the Directors of Subsidiaries (as of 31 December 2022)

Name list	Subsidiary		Associates	
	1	2	1	2
Mr. Nathaphol Kasamvilas			○	
Mr. Thanarath Thanavutwatthana				○
Ms. Ratchanok Supanit	○	○	○	
Ms. Kochakorn Ruksasuk	○	○	○	

Remark : ○ = Director

Subsidiary 1 = Demeter Information Co., Ltd.

Subsidiary 2 = Hinoki Wood Works Co., Ltd.

Associates 1 = Hero Experience Co., Ltd.

Associates 2 = DCORP-DLI Joint Venture

## Details of Heads of Internal Audit

The Company has appointed Ascent Advisory Co., Ltd. as the internal auditor of the Company. The Detail of internal audit providers are as follow:

Juristic person: Ascent Advisory Company Limited ("ASCENT") Internal Audit Team of ASCENT are expert in Internal Control system of Accounting, Finance and Evaluation of the adequacy of Internal Control system by the Securities and Exchange Commission, Thailand assessment form. Internal Audit Team of ASCENT do not have any relationship or conflict of interest with the Company or the managerial staff of the Company or majority shareholders, or person related to the said person. They have potential to be the Internal Auditor of the Company by the COSO 2013 Framework principle.

**Assigned person (1):** Pakaorn Assawatuschaporn

**Position:** Partner in charge

**Education Qualifications:** Master of Business Administration, Khon Kaen University

**Training:**

- Certified Professional Internal Audit of Thailand (CPIAT), The Institute of International Auditors of Thailand
- Financial Advisor Program, Association of Thai Securities Companies
- 7 of Risk Operation and Crisis Management Guideline Program

**Work Experience:** Experience in Internal Control of Industrial Sector and Financial Institutions of Thai Listed Companies for more than 20 years.

**Assigned person (2):** Narongsak Wangtapan

**Position:** Manager in charge

**Education Qualifications:** Bachelor of Accounting, Kasetsart University Chalermphrakiat Sakon Nakhon Province Campus

**Training:**

- IT Audit for Non-IT Auditor Program, Federation of Accounting Professions Under Thai Royal Patronage of His Majesty King
- Integrated Audit Program (2/2018), Federation of Accounting Professions Under Thai Royal Patronage of His Majesty King
- Information Technology General Control: ITGC, In-House Training
- Training course COSO 2013 Internal Control Certificate
- e-Auditing & Automation New Auditing training course

**Work Experience:** Experience in Internal Control of Thai Listed Companies by business sector are as follow: - Property Development / Construction Services / Industrials

The Company assigned Mr. Dej Supphatada, Internal Audit and Risk Management Manager, as the coordinator with the internal auditor and as the Company's risk management consultant, overseeing the operating to comply with the corporate governance, to have proper risk prevention measures and to promote the Company's internal control to be more efficient.

The appointment, transferring, hiring and removal of the Company's Head of Internal Audit must be considered and approved by the Audit Committee.

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## Assets for Business Undertaking and Details of Asset Appraisal\_\_\_\_\_

Details of assets used in the business of the Company and its subsidiaries, including

Investment Policy in Subsidiaries and Associated Companies

It appears in the topic of assets used in business operations, page 15.



## Details of Asset Appraisal

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- None -

## **Corporate Governance Policy and Guidelines (Full Version and Business Ethics Full Version)**

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Disclosed on the company's website at <https://www.dv8.co.th/corporate-governance/>

1. Good Corporate Governance Policy
2. Business Ethics Manual (DV8 Code of Conduct)
3. Anti-Corruption Policy and Guidelines
4. Whistle blower policy and guidelines
5. Board of Directors Charter
6. Audit Committee Charter
7. Human Resource, Remuneration and Corporate Governance Committee Charter
8. Risk Management Committee Charter

## Audit Committee Report

The Audit Committee, appointed by the Board of Directors, consists of 3 independent directors with the same tenure as their tenure as the director. All of the directors are qualified independent directors with complete qualifications required by the Stock Exchange of Thailand. The committee members are:

- |                            |   |
|----------------------------|---|
| 1. Mr. Poonsuk Tochanakarn | Chairman of the Audit Committee               |
| 2. Mr. Sorasak Saensombat  | Director of the Audit Committee               |
| 3. Mr. Suchart Dejittirut  | Director of the Audit Committee <sup>/1</sup> |

Remark: <sup>/1</sup> Mr. Suchart Dejittirut was appointed as an Audit Committee Director by the Board of Directors on February 24, 2022 as a replacement for Ms. Nataya Ouivirach who resigned from the Board of Directors and Audit Committee before the end of the tenure.

The Audit Committee had 4 meetings in 2022. The Committee had reviewed financial report, internal control system, transactions that might have conflict of interest, and other matters so that the Company complied to the good corporate governance. The Audit Committee performed independently, transparently, righteously and completely as specified in the Charter, with external auditors and internal auditors to support the operation. Mr. Dej Supphatada, Internal Audit and Risk Management Manager was assigned as Audit Committee Secretary.

The essence of the Audit Committee performance in 2022 is as follow.

### 1. Financial Report

The Audit Committee reviewed quarterly financial statements and financial statements for the year 2022 by discussing with the auditors. They reviewed essential matters and judgement in the preparation of financial statements, considered the suggestions regarding internal control, and acknowledged the explanation from Chief Financial Officer. The Committee attended 1 meeting, without the management participating, with the auditors. The Audit Committee considered the Company's financial statements was prepared accurately, completely, reliably, and with adequate information disclosed, in accordance with the Thai Financial Reporting Standards.

### 2. Internal Control and Audit

The Audit Committee reviewed the internal control system by considering the quarterly report on internal audit results and resolve result on remaining issues from the internal auditor. The Committee considered suggestions from the auditors and continuingly discussed with the management. They also managed annually internal control adequacy assessment complying with the format from Securities and Exchange Commission (SEC). The Audit Committee considered the Company's internal control was adequate and appropriate with present business context and the management was committed to improving the internal control continuingly.

The Audit Committee appointed the internal auditor from Ascent Advisory Company Limited as the Company's internal auditor of year 2022 and Mr. Dej Suphatada, Internal Audit and Risk Management Manager, as a main coordinator. The Committee had approved the annual audit plan which covered important operating system that was accorded with the Company's business plan. They also monitored the progress and performance result of the internal auditor, and assessed the adequacy, scope of work and independence of the internal auditor. The Audit Committee had attended meetings without the management participating and had considered the Company's internal audit appropriate, independent and efficient.

### 3. Law Compliance

The Audit Committee reviewed the Company's operation to be in line with the law, rules and regulation of the Stock Exchange of Thailand (SET) and other laws related with the Company's business, including obligations the Company had with third parties. The Audit Committee considered there were no significant issues regarding the violation of law, regulation, and obligation with a third party.

#### 4. Auditor

The Audit Committee selected the auditor for the Company and its subsidiary in 2022 and provided opinions about the auditor's fee for proposing to the Board of Directors and the 2022 Annual General Meeting of Shareholders for approval to appoint the auditor from AMC Office Co., Ltd., which was a replacement for the former audit firm, Karin Audit Company Limited. The Audit Committee provided opinions regarding the appropriateness of the auditor as follow.

- the auditor had knowledge, competency and experience in auditing and was approved qualified by SEC's criteria for auditors in the capital market.
- The auditor was independent and had no connections with the Company and its subsidiary.
- Comparing remuneration from various auditing firms, the auditor's fee is appropriate with the performance and accorded with the changing business context.

#### 5. Related Transaction or Conflict of Interest

The Audit Committee reviewed and provided opinions for the related transactions and items that might have conflict of interest to ensure the transactions were fair and beneficial to the Company at most. The Company complied with the corporate governance policy, upholding transparency and adequate information disclosure in accordance with regulations from SEC and SET. In 2022, no significant transactions creating conflict of interest were found. The Audit Committee considered the essential transaction were disclosed and included in the financial statements and notes accurately and completely.

#### 6. Audit Committee Performance Result

The Audit Committee quarterly reported the performance result to the Board of Directors and provided opinions and suggestions useful for the management's operation. The management considered and resolved properly, accordingly to the suggestions. The Company had a process for evaluating the Audit Committee performance results via self-evaluation and overall evaluation by the Board.

Due to the mentioned activities in 2022, the Audit Committee considered the Board and the executives valued the corporate governance, committed to business ethics and their duty to achieve the Company's goals effectively and professionally, took into their account the compliance with the policy, operating regulations and relevant laws, including improving the operating system to be appropriate with business context continuingly.



**Mr. Poonsuk Tochanakarn**  
Chairman of the Audit Committee  
February 23, 2023



## Risk Management Committee Report

The Risk Management Committee, appointed by the Board of Directors, consists of 3 non-executive directors:

- |                                 |   |
|---------------------------------|---|
| 1. Mr. Suchart Dejittirut       | Chairman of the Risk Management Committee <sup>/1</sup> |
| 2. Pol.Maj.Gen. Prayont Lasua   | Director of the Risk Management Committee               |
| 3. Pol. Gen. Prawut Thavornsiri | Director of the Risk Management Committee <sup>/1</sup> |

Remark: <sup>/1</sup> Mr. Suchart Dejittirut and Mr. Suchart Dejittirut were appointed as Risk Management Director by the Board of Directors on June 16, 2022, replacement for Mr. Prachuab Ujjiin and Mr. Thanarath Thanavutwathana respectively (both resigned from the Risk Management Committee before the end of their tenure).

The Risk Management Committee had 4 meetings in 2022. In these meetings, the Committee provided opinions on the adequacy of information for risk assessment of investment in new businesses proposed by the management to the Executive Committee and the Board of Directors. The Committee oversight on the overall improvement of the Company's risk management system. They reviewed the Company's risk management report and completed other tasks defined in the Charter. In addition, the Committee hired the Office of Research and Consulting Center, Thammasat University, as a consultant on risk management to improve the Company's risk management system. Mr. Dej Supphatada, Internal Audit and Risk Management Manager, was assigned as Risk Management Committee Secretary.

The essence of the performance of the Risk Management Committee for the year 2022 can be summarized as follows:

### 1. Risk Management System

The Risk Management Committee oversaw the Company's risk management system's adequacy, appropriateness and efficiency to identify, assess and manage the Company's risks. The Risk Management Committee provided consults to the management regarding the overall risk management system, be it defining the policy, risk management team, risk management framework, risk assessment criteria, risk category, efficient tools, or report format. The management proceeded to improve and reported the progress to the Committee quarterly.

Moreover, the Board of Directors assigned the Risk Management Committee to consider the management's new business investment plan. The Risk Management Committee is responsible for providing opinions on the adequacy of supporting information on investment decision prepared by the management for thorough consideration and risk assessment before proposing to the Executive Committee. In the previous year, the Risk Management Committee considered 2 new business projects and provided opinions on the management's new business plans for 2023.

### 2. Business Continuity Plan

The Risk Management Committee reviewed business continuity plan on the IT annually to encourage the Company to recognize the importance of the preparation for several types of catastrophic event that might occur beyond control. They might harm the company's IT system and important information and damage the Company's reputation. The Risk Management Committee considered the plan appropriate and adequate. The Company had prepared a thorough protection for important systems, which could be restore within a period of time. The Committee also provided additional suggestions for the improvement.

### 3. Risk Management Committee Performance Result

The Risk Management Committee reported the performance result to the Board of Directors semi-annually. The report included the progress in risk management system improvement and risk management report preparation. The Committee provided opinions regarding supporting information on the new business investment of the Board of Directors for a thorough consideration on business opportunity and risk. The Company also processed the Risk Management Committee performance result assessment, be it self-assessment or overall-assessment by the Board.

Due to the mentioned activities in 2022, the Risk Management Committee considered the Company had a proper risk management system to continue its business efficiently. The Committee provided suggestions regarding the improvement in risk management system and that the Company was committed to enhancing the quality of the risk management system continuingly, to identify, assess, and respond to new, occurring risks and to cover all significant changes.



**Mr. Suchart Dejittirut**  
Chairman of the Risk Management Committee  
January 4, 2023

## Human Resource, Remuneration and Corporate Governance Committee Report

On June 16, 2022, the Company had merged the Good Governance and Social Responsibility Committee and the Human Resource and Remuneration Committee into "Human Resource, Remuneration and Corporate Governance Committee" and increased the scope of duty and responsibility on the corporate governance and sustainable development for the Human Resource, Remuneration and Corporate Governance Committee.

The Human Resource, Remuneration and Corporate Governance Committee consists of:

- |                                 |   |
|---------------------------------|---|
| 1. Pol. Gen. Prawut Thavornsiri | Chairman of Human Resource, Remuneration and Corporate Governance Committee <sup>/1</sup>     |
| 2. Mr. Sorasak Saensombat       | Director of the Human Resource, Remuneration and Corporate Governance Committee <sup>/1</sup> |
| 3. Mr. Prachuab Ujjin           | Director of the Human Resource, Remuneration and Corporate Governance Committee               |

Remark: <sup>/1</sup> Pol. Gen. Prawut Thavornsiri and Mr. Sorasak Saensombat have been appointed as the Human Resource, Remuneration and Corporate Governance Committee Chairman and Director by the Board of Directors as the replacement for Pol.Maj.Gen. Prayont Lasua and Ms. Nataya Ouivirach, respectively, who have resigned from the Human Resource, Remuneration and Corporate Governance Committee before the term ends.

Throughout 2022, the Human Resource, Remuneration and Corporate Governance Committee has performed in accordance with the scope of duty and responsibility specified in the Human Resource, Remuneration and Corporate Governance Committee Articles, which was approved by the Board of Directors, and has arranged 5 meetings that are summarized as follow.

### 1. Nomination of Directors and Senior Executives

- Nominate qualified individuals to replace the Company's directors retiring by rotation and propose to the Board of Directors and/or the shareholders' meeting for approval. (Depends on circumstances)
- Allow the minor shareholders to propose meeting agendas and names of individuals to be nominated as Company's directors in prior to the 2023 Annual General Meeting of Shareholders in order to comply with the corporate governance principal and for the benefit of the Company and all stakeholders. There are no shareholders proposing names of individuals to be nominated as directors in the 2023 Annual General Meeting of Shareholders.
- Consider and propose the qualified directors as the sub-committee directors and propose to the Board of Directors to appoint as deemed appropriate.
- Oversee the Company's proper succession plan and management continuity plan for senior executives and important positions.

### 2. Consideration of Remuneration for Directors, Sub-committee and Senior Executives

- Consider and propose the remuneration for the Board of Directors, sub-committee and Chief Executive Officer. The criteria for consideration include comparing with other companies in the same industry to ensure that the remuneration is appropriate with the duty and responsibility and relevant to the overall performance results of the Company. The remuneration shall be proposed to the Board of Directors for approval before proposing to the Annual General Meeting of Shareholders for approval. (Depends on circumstances)

### 3. Consideration of Performance Evaluation Criteria

- Review and improve the 2022 Board of Directors performance evaluation form (group and individual evaluation) to be thorough and accorded with the best practices of the Stock Exchange of Thailand.

- Arrange the 2022 evaluation of the Human Resource, Remuneration and Corporate Governance Committee and report the result to the Board of Directors for further performance development. The evaluation result shall be disclosed in Form 56-1 One Report.

In 2022, the Company arranged 2 Good Governance and Social Responsibility Committee meetings (before the merge) which the Committee considered and revised the policy and guidelines regarding the corporate governance which relevant to the good practice, including corporate governance policy, ethics handbook, anti-corruption policy and guidelines, and whistle blowing and complaint policy and guidelines.



**Pol. Gen. Prawut Thavornsiri**  
Chairman of Human Resource,  
Remuneration and Corporate Governance Committee  
February 9, 2023