

**Tongkah Harbour**  
Public Company Limited

# **FORM 56-1**

# **ONE REPORT 2022**



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## Message from Chairman of the Boards of Directors

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Another year has passed since the company has to face the epidemic of the coronavirus in 2019. This situation is unpredictable. It has affected Thailand and every country around the world. Every country had a large number of citizens fall ill from the epidemic and had to face difficulties that were different from each other.

In addition, the company's mining business is also affected by domestic political instability and is not promoted as it should be, causing businesses to slow down their growth as well. In the same way, the company was affected by the political situation in Myanmar as well. However, the company has implemented measures to reduce costs and cost control to maintain the level of liquidity of the company further.

For the reasons stated above, the company has prioritized planning to prepare for any changes or risks that may arise. Including keeping up with future events in order to operate in tandem with the company's business growth.

On behalf of the Board of Directors and Executives, I would like to express our appreciation to all honored shareholders who continue to place their trust in our company. Also, I'd like to thank all of the company's executives and employees for their diligence and responsibility in carrying out their duties. In this regard, we pledge to perform to the best of our abilities and to practice good governance in order to continue to grow steadily.

Sincerely yours,

Mr. Wijit Jiemwijitkul

Chairman of the Executive Committee and Chief Executive Officer

## Part I Business Operations and Performance

### Operational Structure of the Group







## Operational Structure of the Group

### 1. Policy and Business Overview

#### 1.1.1 Background

TongkahHarbour Company has been operating tin business for more than 116 years, beginning with tin mining in the Phuket Bay area since 1906 by Captain Edward T. Miles, Australian, the founder of the company from observing of the mining methods of the Chinese in Phuket in 1903 and then developed tools and invested in doing business.

Later in 1906, Captain Miles established the "TongkahHarbour tin trading Co., Ltd." at Hobart, Tasmania and contacted the Royal Thai Government to apply for a tin mining license in Phuket Bay in 1907, the company began to exploit tin mining by sea by "Krapor Boat", the first of the world and bring many inscribed experiences and achievements.

After 1907, the company invested to increase production capacity in tin mining with the purchase of seven additional drilling rigs boat to be used in Phuket. Later, the London tin group Tycoon Group, English Company (Managed by the Anglo-Oriental Company), controlled and transferred the company to Malaysia and changed its name to "TongkahHarbour Tin Trading Co., Ltd.", later, then changed to be more formal to "TongkahHarbour Tin Trading Berhad Company", and was subsequently merged by Malaysian Mining Corporation (MMC)

In 1980, the shareholding structure of the Company was changed in order to meet the investment policy of the mining industry in Thailand, after being registered as a limited company in Thailand. The name was changed to "Tongkah Harbor Public Company Limited"

In 1981, the Company was registered on the Stock Exchange of Thailand and the Company's shares were traded on the SET.

In 1990 when the tin market was bad in the mid-1980s, so the company expanded the business to real estate development in a form of Condominium in Bangkok and the construction of "Tongkah Tower" or now known as "True Tower"

In 1991, Tungcum Limited was established and acquired concession for exploration of gold and other minerals in Loei Province.

In 1994, the Company informed the Department of Commercial Registration to change its name to "Tongkah Harbor Public Company Limited"

In 1995, Tungcum Limited received a license for mineral exploration. Later on the Company has succeeded in exploring the gold mine in Loei Province. The company has submitted its mining plan and submitted applications for 6 gold mining licenses to the Department of Mineral Resources.

In 1998, the quarry business started to produce stone and sold it to domestic customers.

In 2003, the Ministry of Industry approved the gold mining license granted to Tungcum Co.Ltd. can develop mining in it area.

In 2005, the Company acquired a majority stake in Sea Mineral Limited., which has applied for more than 50,000 rai (8,000 hectares) of tin mining in the Andaman Sea.

In the 1,200 wells, about 49,672 tons of tin reserves are expected to be available in the area.

In September 2006, TungcumCo.Ltd, started operation of the gold miner at Loei Province and gold production of Tungcum Co.Ltd. has helped turn the company's financial status from loss to profitability at the end of 2006.

In the second quarter of 2009, Tungcum Co.Ltd. completed installation of drilling equipment for separating copper compounds in minerals. The process will result in lower production costs for gold, but more gold ore. As a result, revenue from the sale of copper increased.

Tungkum Co., Ltd. is trading copper ore with gold and copper alloy and export to overseas. It was the first exported since October 2009.

### 1.1.2 Major developments over the last 5 years



Year 2013

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- August : The company has entered the real estate development business in the form of residential and commercial buildings. The Skycliff Company has studied business planning for real estate investment and considered the project details on allocation of land with buildings by considering the suitability of doing business and investing with The89 Capricorn Development Co., Ltd.
- October : On October 24, 2013, the Company decided to enter the voluntary business rehabilitation process by submitting the petition for rehabilitation to the Central Bankruptcy Court for the purpose of debt restructuring.



Year 2014

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- March : Real estate development by 89. Capicorn Development has begun to develop the land in Phuket which are housing and commercial project under the name "The Bay Skycliff"
- November : The Central Bankruptcy Court ordered to rehabilitate of the Company according to the company's request by establishing the company as the planner.



Year 2015

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- June : Real estate development by the 89 Capicorn Development Company has begun to develop in Phuket in the form of commercial building project under the name "The Bay District"
- August : The creditors' meeting approved the rehabilitation plan and the Central Bankruptcy Court approved the plan.
- September : The Bankruptcy Court has set up the Company as a plan administrator.
- October : On 28 October 2015, the Company changed its capital structure by registered capital increasing to Department of Business Development, Ministry of Commerce to raise funds for doing business.



Year 2016

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- March : On 18 March 2016, the Company successfully raised funds according to the rehabilitation plan. On March 29, 2016, the Company completed all repayment under the rehabilitation plan. On March 31, 2016, the Company and Cholsin Co., Ltd. sold the investment in Tungkum Limited, in accordance with the resolution of the Board of Directors of the Company and Cholsin Co., Ltd
- August : The company has started to expand its business to neighboring countries. On August 1, 2016, the Company entered into a share purchase agreement with Lao Ngam Kwang Tung Mineral Co., Ltd., holding 70% of total registered shares. It intends to expand its business and invest in copper mining in the Lao People's Democratic Republic.
- September : On September 18, 2016, the Company signed the management of tin mine in Marid with the company in Myanmar.
- October : On October 10, 2016, the Company filed a petition for cancellation of the rehabilitation plan with the Central Bankruptcy Court.



Year 2017

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- March : On March 6, 2017, the Company began to produce tin at the mine in Myanmar.





- May : On May 8, 2017, the Central Bankruptcy Court ordered the cancellation of the rehabilitation of the Company because the successful completion of the rehabilitation plan has been completed.
- September : On September 27, 2017, the Company signed a Memorandum of Understanding (MoU) with Sawasdee Energy Holdings Co., Ltd., which is a sponsor of the Solar Farm project of Poon Sook Cooperative, Chumphon province. The Company will provide financial support to Sawasdee Energy Holdings Co., Ltd.
- October : On 3 October 2017, the Company was granted a renewal of the Andeside Mine, Saraburi, which was expired on May 23, 2009. The Ministry of Industry has renewed its license for another 15 years, which expires in 2067. The area has an estimated reserve of 4.68 million tons. It is expected to continuously generate revenue to the Company.
- November: On November 2, 2017, the Company established The THL Power Limited With a registered capital of Baht 100 million, the Company is a 98% shareholder, divided into 1 million common shares with a par value of Baht 100 per share. The purpose is to invest in energy business.



#### Year 2018

- February : On 9 February 2018, The company started to invest in the mineral processing plant at Phato District, Chumphon Province. The objective is to install machines to extract and purify metal minerals. By doing so, it also creates “mineral by-products” which will increase income for the company in future.
- : On 12 February 2018, a subsidiary of TongkahHarbour Public Co.,Ltd. named THL Power Company Limited has entered into a transaction to purchase shares of Sawasdee Energy Holding Company Limited which engages in the business of advising on renewable energy systems, construction, electrical systems, water supply system. The Subsidiary was granted the right to enter into the Power Purchase Agreement (PPA) with the Electricity Authority of Thailand for a 5 Megawatts Solar Power Plant Project.
- : On February 26, 2018, Sawasdee Energy Holding Company Limited signed the Power Purchase Agreement (PPA) with the Provincial Electricity Authority (PEA) in order to sell entire electricity produced from the 5 Megawatts Solar Power Plant Project in Chumphon province to PEA.
- July: On July 18, 2018, the Company received an investment promotion from the Board of Investment (BOI) for the 5 Megawatts Solar Power Plant Project in Chumphon province, category 7.1.1.2 : Electricity generating business or electricity and steam generated from renewable energy.
- August: On 16 August 2018, the Company registered the establishment of THL Myanmar Co., Ltd. The Company held a 100% of shares with a registered capital of USD 1 million. The objective is to explore and operate the mining and energy business in Myanmar.
- November: The Company has expanded its operations to the mining business by undertaking the management of manganese ore production. On 1<sup>st</sup> November, 2018, Cholsin Company Limited signed a contract for the production of manganese ore in Chiang Mai with a company who owns a production license.
- December : On 27 December, 2018, the 5 Megawatts Solar Power Plant Project in Chumphon Province has commenced the Commercial Operation Date (COD) for PEA.



#### Year 2019

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May: On 10 May 2019, the company registered the reduction of capital from the original 24,482,667,127 Baht to 20,661,397,549 Baht by eliminating ordinary shares that have not been sold total of 3,821,269,578 shares to the Department of Business Development - Ministry of Commerce.



#### Year 2020

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February: On 17 February 2020, the company expanded its investment in mining business by buying 25 percent of stakes in Royal Carats Gems Company who is a gold mining operator located in the Republic of Zambia.

June : On June 12, 2020, the Company and its affiliates sold their investment in THL Power Co., Ltd.

August : The Company has established a subsidiary company, Pure Energy Company Limited, to operate energy business.

September : Pure Energy, the Subsidiary Company, has invested in Clean Planning Co., Ltd. who operates, manages, and disposes all kinds of garbage and sewage. Moreover, the government agencies have granted the Company a permission to generate electricity from municipal waste in Tak Province's Mae-sot district.



#### Year 2021

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June : On June 28, 2021, the Board of Directors approved to sell its investment in Cholsin Co., Ltd. for the value of 154,181,100 Baht by selling 2,946,897 ordinary shares in a proportion of 88.12 percent of the total registered capital.

On June 28, 2021, the Board of Directors passed a resolution to approve for the Company to invest in the ordinary shares of King of Ore Mine Limited ("KOOM"), a company who operates gold mining business in the Republic of Zambia by purchasing 7,350 ordinary shares from Ngwe Kabar Limited (shareholder) with a value of 270,847,873.24 Baht, equivalent to 49 percent of registered capital.

August : The 2021 Annual General Shareholders' Meeting resolved to increase the registered capital of the Company for the amount of 438,657,306.40 Baht from the original registered capital of 1,462,191,211.16 Baht to a new registered capital of 1,900,848,517.56 Baht by issuing new ordinary shares of the Company for not more than 476,801,420 shares with a par value of 0.92 Baht. The meeting also approved the amendment to the Company's Memorandum of Association Clause 4 to be in accordance with the increase of registered capital.





The 2021 Annual General Meeting of Shareholders passed a resolution to approve an allotment of newly issued ordinary shares for the capital increased of 476,801,420 shares with a par value of 0.92 Baht to support the capital increase and delegation of authority to perform various actions with regard to the allocation of the newly issued ordinary shares of the company.

October : On October 11, 2021, the Company registered the change of capital from the original 1,462,191,211.16 Baht, divided into 1,589,338,273 ordinary shares with a par value of 0.92 Baht to the new registered capital of 1,464,388,506.96 Baht, divided into 1,591,726,638 ordinary shares with a par value of 0.92 Baht.



Year 2022

May : PURE NERGY CO., LTD. has considered the investment plan and approved it to see the opportunity to continuously generate profit and cash flow for the company. The company proposes to establish CRYPINVEST Co., Ltd. to invest in the bitcoin mining business. Afterward, on May 3, 2022, the Board of Directors meeting of CRYPINVEST Co., Ltd., No. 1/2022, approved to invest in the bitcoin mining business. The company will start investing by purchasing not more than 300 bitcoin miners, along with electrical and other related systems. The total investment value is no more than 80 million baht.

### 1.1.3 Report on the use of capital increase

As Tongkah Harbour Public Company Limited (“the Company”) has issued the newly issued ordinary shares and offered rights (right offering) to its existing shareholders during September 20-24, 2021 for 317,867,620 shares at the price offer of 4 Baht per share. By doing so, 2,388,365 shares were sold and the Company received a net capital increase of 8,901,010.00 Baht after expenses deduction.

The Company would like to report the use of Capital increase received from the sale of the newly issued ordinary shares to its existing shareholders, ending on December 31, 2022 as follows:

Objective	Amount spent As of 31 December, 2022
1. Pay off debt	-
2. Working Capital	8,901,010.00
3. Expand Business	-
Total	
Unused balance	0

#### **1.1.4 Policy, Vision, Mission, Values, Objectives, Goals, and Strategies**

##### **Policy**

The company's policy is to build sustainable business growth with full potential. To create value added to the organization and coupled with taking into accounts the collective benefits. It is also responsible for society and the environment.

The mining industry is an important upstream industry in Thailand that makes Thailand has a stable raw material for the industry and reduces the import of ore from abroad. The company has set a strategy to continue growing, while emphasizing on risk management that hinders the development of corporate sustainability by alternative investing in energy and real estate. This approach is not only beneficial to the organization but also benefits the community, society and environment as a whole.

##### **Vision**

To be a leading enterprise in the field of mineral resources development, renewable energy and real estate. Corporate Governance, focus on the involvement of stakeholders. Focus on the involvement of stakeholder by taking into account of the social and environmental aspects in order to create a return to shareholders and sustainable growth.

##### **Mission**

1. Carry out business with emphasis on excellence in all aspects according to international standards and corporate governance.
2. To manage effectively and efficiently by developing organizations and personnel continuously.
3. A good member of the community and society, in addition to care and maintain for the environment.

##### **Value**

1. Sustainability Development
  - Consider sustainability development, The balance of social, environmental and economic.
2. Excellent performance.
  - Dedicated and continually elevate the organization in every aspect for sustainable operations and business profits.
3. Teamwork
  - Focus on individual values. Focus on teamwork and featuring with all personnel.

##### **Objectives and Goals**

The company must be socially responsible by excellent operation while commit to achieving the ultimate goal.

- Improve current mining in order to have effective procedures and save money.
- Supporting community and local by protecting and improving the quality of the environment.
- Focus on career opportunities and career advancement.
- Promote a safe and healthy workplace for employees.
- Educational Aid Provide support to the communities where employees are living and working.
- Promote employee pride, reconciliation and taking responsibility for society and the environment.

##### **Strategy for implementation**

###### **Manage existing assets to full capacity**

- Improve the performance of current assets to maximize potential and maximize value.
- Utilizing existing assets to maximize profits.





**Focus on developing and expanding the project**

Mining Group

- Focus on investment by the company as a proprietor or major shareholder in a potential project for the mineral that is needed by the global market.
- Full services mining with expertise.

Renewable Energy Group

- Expanding both domestic and international renewable energy.

Real Estate Business Group

- Focus on investing in potential projects and it can generate returns efficiently.

**Find a partner to expand investment.**

- Focus on joint ventures with potential business partners in order to expand more capacity and market
- Potential projects including mining, renewable energy and property development.
- Seeking joint venture opportunities with partners in order to expand business with domestic and foreign companies.

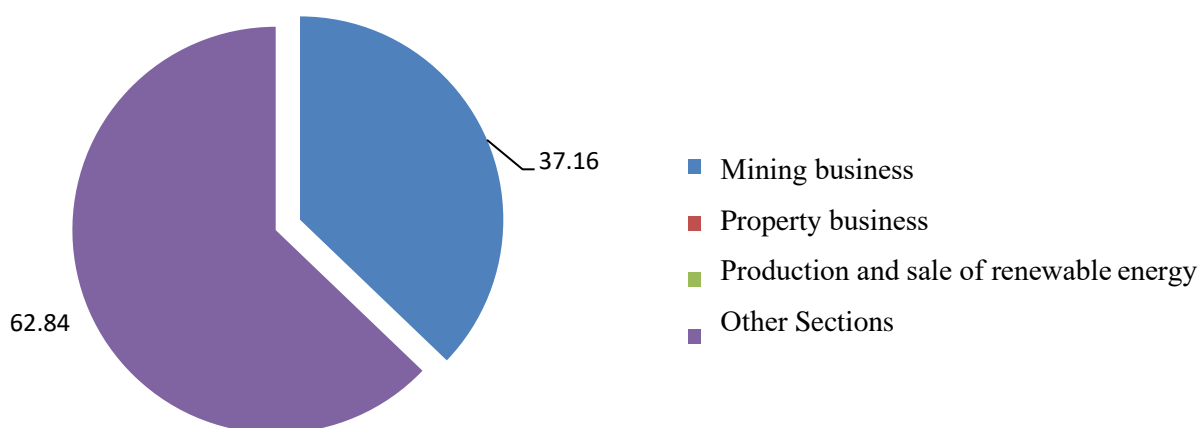
## 1.2 Business Structure

### 1.2.1 Annual income structure 2021

Unit: Million Baht

Business type	Income from sales	Income from mining operation service in overseas countries	Income from domestic mining service	Income from mining crypto-currency	Other income	Total income	Proportion of Income (%)
Mining business	10.12		0.27			10.39	37.16
Property development				2.69	14.88	17.57	62.84
Business Production and sales of Renewable energy							
Other sections							
Total in the consolidated financial statements	10.12		0.27	2.69	14.88	27.96	100.00

#### Income



### 1.2.2 Product information divided by business group as follows:







## 1 Mining Business



### 1.1 Andesite Mining Business

The Andesite mining of Tongkah Harbor Public Company Limited is located in Kaeng Khoi District, Saraburi Province. About 140 kilometers from Bangkok, 20 kilometers from Kaeng Khoi Railway Station, the mine has a total area of about 243 rai, there is also a stone mill, Office space, employees housing, maintenance building, and areas for various types of stone products. From the quarry reserve that can be exploited, 3.43 million tons were produced under mining concession number 28676/15268. 6.09 million tons were produced under mining license number 28675/15632. Currently, the annual production capacity is about 480,000 tons.

Area					Status
Card number	Rai	Ngan	Square Wa	Expired date	
28676/15268	88	3	81	May 23, 2024	process
28675/15632	154	2	67	January 21, 2017	under renewal

The Andesite Quarry Mining Company under the 2 Conclusion of License No. 28676/15268, which was granted a 15-year extension until May 23, 2024, and the license No. 28675/15632 which is in the process of being renew. Currently, the company has a stone in possession that can be produced to customers continuously.

After the renewal of the license, it assures the offering of various stone products to large and small customers to meet the needs. Including twin rail train projects, several routes in the mills nearby. In the past year, sales increased from the previous year. The company plans and evaluates market demand trends to increase capacity to meet demand. It also sets the appropriate selling price to create a good return to the company.

In term of mining license, On July 25, 2022, the Company held the 1<sup>st</sup> round of hearings for the environmental impact assessment. (Environmental Impact Assessment : (EIA)), which was successfully completed. The company must hold 3 meetings and collect information for submission to government agencies for further steps.

On November 28, 2022, the company will hold the 2<sup>nd</sup> round community hearing meeting (EIA). If the meeting is completed, a report on the EIA will be submitted to the Office of Natural Resources and Environmental Policy and Planning. After being considered by the Office of Natural Resources and Environmental Policy and Planning all documents will be collected and sent to the Saraburi Provincial Industrial Office for further approval by the Department of Primary Industries and Mines.

#### **1.1.1 Characteristics of the product or service;**

Andesite is volcanic Granite formation (volcanic rock) with intermediate chemical compositions (Intermediate Igneous Rock). It has a silica content of between 55% and 65%, while the rest is feldspar, quartz and other rock minerals so Andesite has outstanding property; toughness, Compressive Strength and durable to decay by high natural processes.

The Company has hired Cholasin Co., Ltd. which company owns 88.19% The company has been engaged in stone crushing since June 1998. At present, the quarry has a capacity of about 30,000 tons per month. The ratio of different stones which made by milling machine and sieve. It can be adjusted to meet the needs of the market. Current products include: Ballast, Well Grade 3/4 inches, Coarse Dust 3/8-inch, Fine Dust and Road Base to make concrete pillows and the rail pillow. There are also other products, such as Dirt and Stone, which are larger than 60 mm (Primary). It makes money with another part.

In 2022, in terms of revenue, the company has made a new commercial contract under the conditions that the counterparty will be the purchaser of the stone and let the buyer be the operator of the production, marketing, and sales, including the royalties that must be paid to government agencies.

In year 2022, the total sales from Andesite (Cement) was 0.90 million Baht which derived from the stone demand as a raw material in many approved projects to supporting double railway constructions. In this regard, the Company had an income from various projects.

(Unit: Million Baht)

Date	Project	Business Partner	Rock type	Value
Jan	Cement powder mixing	Kaewtarn Partnership Ltd.	Cement Soil	0.34
	Cement powder mixing	True Stone Co., Ltd.	Cement Soil	0.09
Feb	Cement powder mixing	True Stone Co., Ltd.	Cement Soil	0.09
Oct	Cement powder mixing	Kaewtarn Partnership Ltd.	Cement Soil	0.12
Nov	Cement powder mixing	Kaewtarn Partnership Ltd.	Cement Soil	0.26

In this regard, for year 2022-2026, the government has a policy for several railway construction projects. Some construction routes are near the Company's rocky areas, such as the Thai-Chinese high-speed rail project from Nakhon Ratchasima to Bangkok, and the construction of the double-track railway project, the Khlong Khan Chit - Thanon Chira Junction, etc. These new construction projects create higher demand for stone, thus in year 2022, to meet the needs of users, the Company has urged the contractor team to bring new machines into production.

### **1.1.2 Market and Competition**

#### **(A) Policy and characteristics of product marketing**

The Andesite Company's quarries is a good sources of stone suitable for construction that requires extra strength and durability. As a result, our quarries are one of the major stone manufacturers and distributors in Central Thailand. The company's products can be used in construction, road works and railroad jobs such as rocking path, concrete pillars. Products of the company manufactured according to standards and specifications as determined by the State Railway of Thailand, Department of Highways, Department of Rural Roads and the Mass Rapid Transit Authority of Thailand. The company's stone meets the requirements of the Department of Highways and Railways.

This year, the construction of expressway, the highway project of the Department of Highways is commencing. The demand for 3/4 inch stone and 3/8 inch stone is the main raw material and the long-term project of the State Railway of Thailand; double track railway project in the central and northeastern regions and nearby railroad repair in the area. The project has demanded a large number of ballast forks and has been in operation for about 5 years. Therefore, the production of open pit mines extends large and deep so it can meet the needs of customers and considering the quality of the rock and the location of the quarry. The company has a high competitive advantage both in terms of transportation and quality standards.

#### **(B) Competition**

The company's Andesite has several marketing advantages which the cost of transportation is, the location of the quarry is close to the double track railway project, Bang Pa In - Korat special highway project (Motorway) and large state projects. Including quarries are also located between the areas to expand and develop as an industrial area, north and northeast of Bangkok. There are also other manufacturers in the vicinity. But it is used mainly for the company's own projects.

Rocks that meet the requirements of the State Railway of Thailand, such as Andesite, is not much in the central region. For other competitors, there are igneous rocks such as diorite, granite and basalt stone. But limestone has no such features and the company's Andesite stone has been tested. It was Qualified and suitable for road surface works by the Department of Highways. When business opportunities improve Mines plan to increase production capacity to meet future market demand.





### **1.1.3 Supply Products or Service**

#### **(A) Acquisition of Products**

Andesite rocksites discovered in the concession area hills and rocks from the surface down to a depth of more than 40 meters. The rocks are spread over a wide area in both the horizontal and vertical. When calculating the amount of the reserve mineralization from the surface down to a depth of 30 meters, From the reserves of rock that could be extracted, 3.43 million tons were produced under the mining concession number 28676/15268, and 6.09 million tons were produced under the mining license number 28675/15632.

Mining is a Open Pit stepped down from the surface. It consists of adjustable floor to suit the soil conditions and transportation so that the truck can run. Control drilling quarrying, the digging and transportation of raw materials to enter the stone crusher or prepare a raw material storage piles. The Department of Primary Industries and Mines standard, Mining and crushed stone are met customer orders and shipments in order to meet the operating costs.

#### **(B) Environmental impact**

The quarry site, the Andesite have very little environment impact. The mine area is relatively flat area as with no forest or vegetation in the area. It is an area with extensive agriculture all and use, such as rice, corn and mango are also sparse population around the mine area. The quarry without the use of chemical in the process. Only use water spray to reduce the spread of dust caused by transportation and crushed stone.

Quarrying is done only once a day at the time of 16:00 to 17:00 hrs., Which is based on the mining project was filed with the Department of Primary Industries and Mines and in accordance with the corrective measures and reduce environment impact. The proposed policy with the Office of Natural Resources and Environment, the explosion is done only during the time that is required to enter the stone mill.

So it does not blow every day and quarrying could have an impact on noise and vibration in a way. However, it is a short time, and the whole operation under the supervision of the Department of Primary Industries and Mines, provincial Labor Office

Measures to prevent and reduce environmental impact and safety in the workplace are important.

1. Tree planting is a line around the project area. Which had begun before mining operations. To help reduce the volume of crushed stone and reduce the amount of dust blowing out of the project area.
2. The strike collected soil mining and mine reconditioning the floor in good condition for safe operation and rehabilitation later.
3. Control quarrying correct technical basis to reduce vibration and reduce flying debris blown out of the project area.
4. Spraying water at various points. In the process, crushed rock to reduce dust.
5. The supply of protective equipment to employees while on duty such as helmets, safety shoes. Dust mask, Plug-ear hearing protection, etc. In addition the company provide for the annual check of the mine as well.
6. Monitoring and measuring of Dust intensity, sound level and water contaminant from the production process of the crushing plant are performed by the Pollution Control Department every 4 months. In addition, a report of rehabilitation plan with environmental impact will be provided and sent to the Provincial Industry and the Ministry of Natural Resources and Environment of the province twice a year.

## 1.2 Business of mining operation services and tin production

The company signed a contract for mining operation and tin ore production with Ngwe Kabar Myanmar Co., Ltd. Ngwe Kabar Myanmar Co., Ltd owns tin mining license for a period of 11 years starting from 8 February 2017.

The employer's mining area is located in Myeik City, Tanintharyi (tanawasri) State, Republic of the Union of Myanmar. The mining area consists of 14 concession plots of land, with a total area of 812.14 Acres (3.29 square kilometers), with an approximate 5,748 tons of tin reserves. There are 3 production lines with an average tin production capacity of 600-700 tons per year which is sufficient for the production of tin ore throughout the contract term ending in year 2029. The concession certificate is valid from May 9, 2013 and will be expired on May 8, 2023. Currently, the concession certificate has already been in the process of renewal.

### 1.2.1 Characteristics of products or services

Tin deposits accumulated in the concession area are available both in primary sources and secondary sources. For primary sources: tin is formed in pegmatite with interlocking crystals usually larger than 2.5 cm in size. Aside from tin, pegmatite also gives tantalite and columbite.

Secondary source (Secondary, placer): Secondary ore deposits are the main ore production source in the first phase of the mine opening. Ores can be found in different sources in various forms such as rock fragments falling down to accumulate around the foothills (Colluvium) or sediments that flow and accumulate together along the edge of river bank (Placer).

In this regard, Tongkah Harbour Public Company Limited has been hired by the Ngwe Kabar Myanmar Co., Ltd. on an average production rate of approximately 60 tons per month. The scope of responsibilities of the company covers from overseeing the topsoil work, loading ore into trucks and transporting them to the production plant until tin ore is obtained for sale as shown in the process in the heading 1.2.3(A)

The Company has continuously carried out the production of tin ore throughout the time until February 2021 caused by the political situation (Coup d'etat) in Myanmar. The said political situation had given an impact to the overall economy of the country as well as the safety of people. Since safety of people at the mining site is the Company's concern, the Company therefore temporarily suspended the production lines in order to minimize the risk of people traveling to work in such situation. With this regard, if the political situation and the spread of the virus COVID-19 subside, the Company will open the production line once again

The company has been progressing from Feb 2021 – to the present as follows:

- Feb – Oct 2021, the political situation in Myanmar caused the Company to decide to withdraw workers back to Thailand.
- Oct 2021, workers were turned back to the area to prepare to return to business. However, they found the invasion of the local people, as well as insecurity for Thai workers, then call workers to return to Thailand.
- Oct 2021 – Jan 2022, The company negotiated with the mine owner to take action to solve the villagers' encroachment and understand the villagers. including clearing the area to prepare for mining
- Jan – Mar 2022, the company has negotiated with a partner in Myanmar to recruit workers to be outsourced to the company. The partner is already a partner with the company in recruiting labor business.
- Apr - June 2022, the company has sent consultants to the area to improve the production line that has been stopped for a long time. Including the company did not send project engineers to the area, Therefore, it is expected that the repair period will be longer than usual, including the test run of the machine that the company expects will use around 8 weeks to adjust and test run and prepare the work plan to suit the labor provided.
- June – August the company has adjusted the machine and prepared to test run for around 2 weeks, however, the political situation in Myanmar has intensified with the full use of weapons both ground and air troops, so which poses a risk to people





around the area. In this situation, the company has consulted with outsourcing to stop traveling to the area for safety, including stopping a production line. After this, the company will assess after the event has calmed down.

•September – Present The political situation in Myanmar has not been resolved. The company has consulted with the mining license holder about the postponement of the production line indefinitely. However, if the aforementioned situation has been resolved, the company will consider plans to resume production again.

### **1.2.2 Marketing and competition**

Tongkah Harbour Public Company Limited is a company with expertise, experience, capability, and reliability in mining business for longer than 100 years. The company signed a contract with Ngwe Kabar Myanmar Co., Ltd to perform mining operation for 11 years by choosing to use machines as well as designing quality and standard production processes for the employer.

However, the production of tin ore is a complex process since ore production has to be set up and fine tune the machine system to fit the characteristics of the ore in each area. Therefore, it is necessary for the mining and tin production operator to use knowledgeable and capable personnel who has an expertise in process design and machinery. As we can see that there are only a few operators in this type of business due to the limitation of quality human resources.

### **1.2.3 Procurement of products or services**

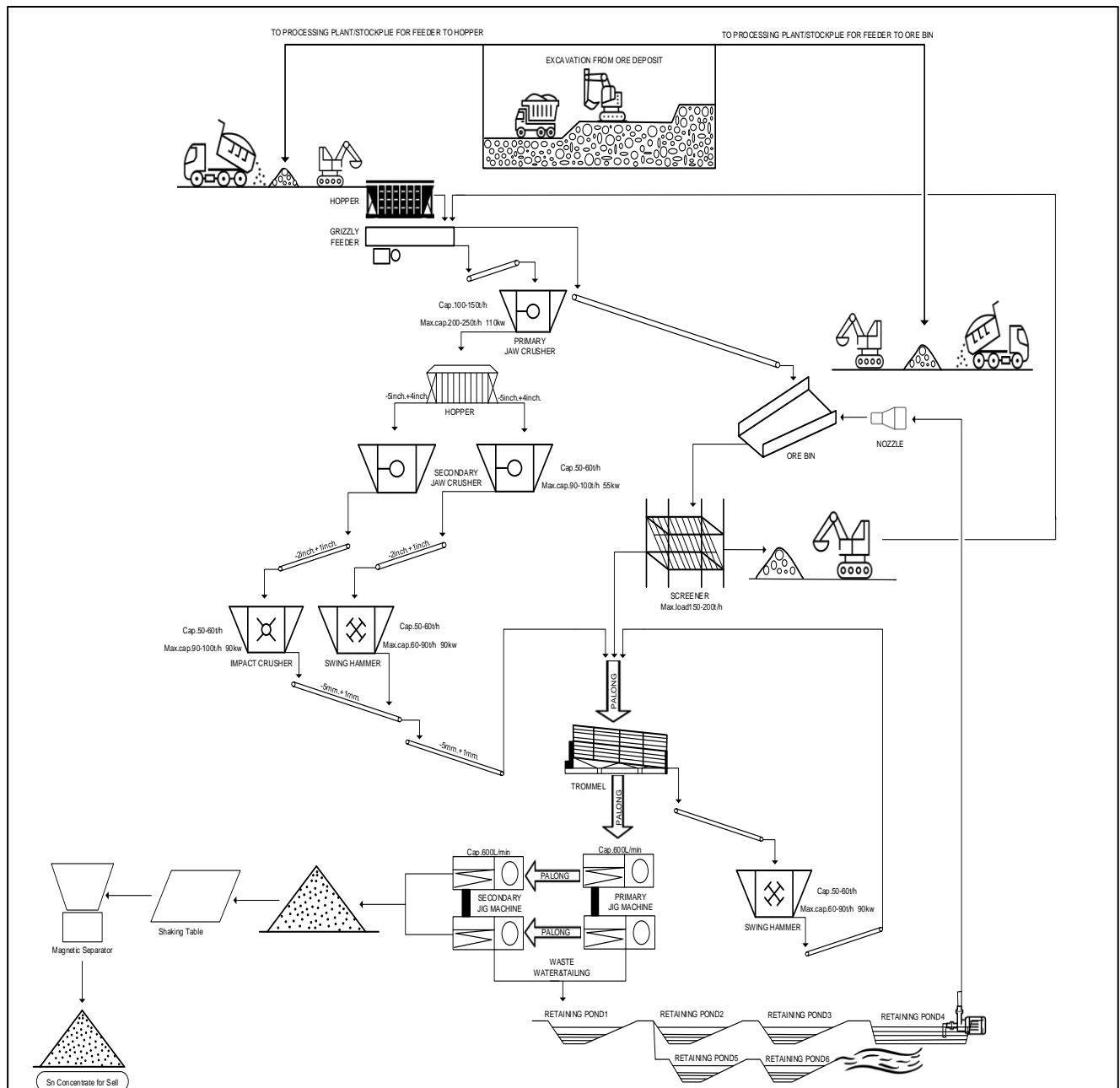
#### **(A) Obtaining the products**

According to the geological features of the region and an overview of tin-tungsten deposits in Republic of the Union of Myanmar, the concession tin ore deposits is located in Shan-Tenasserim Metal Ore County in the state of Shan-Tenasserim. It is positioned as a zone in the North-south direction leaning from Thailand to Yunnan province located in the North of China and it was controlled by fault line in the East-Northeast around the North area of Lashio city and Shan Boundary Fault in the west. In the North-South direction, this metal ore county is wider than 300 Kilometers and longer than 1,500 Kilometers. The rocks in this ore county consist of a continuous series of sedimentary rocks and carbonate rocks with a granite mass inserted in the sedimentary rock layer multiple times. These sedimentary rock have high curvature and are trans for made specially in the west which regarded as part of tin ore-Tungsten production process in Republic of Union of Myanmar.

For tin deposits that accumulate in the area of the concession area are both primary sources (Primary) and secondary sources (Secondary, placer). Production processes of the two sources are slightly different as shown in the photo below.

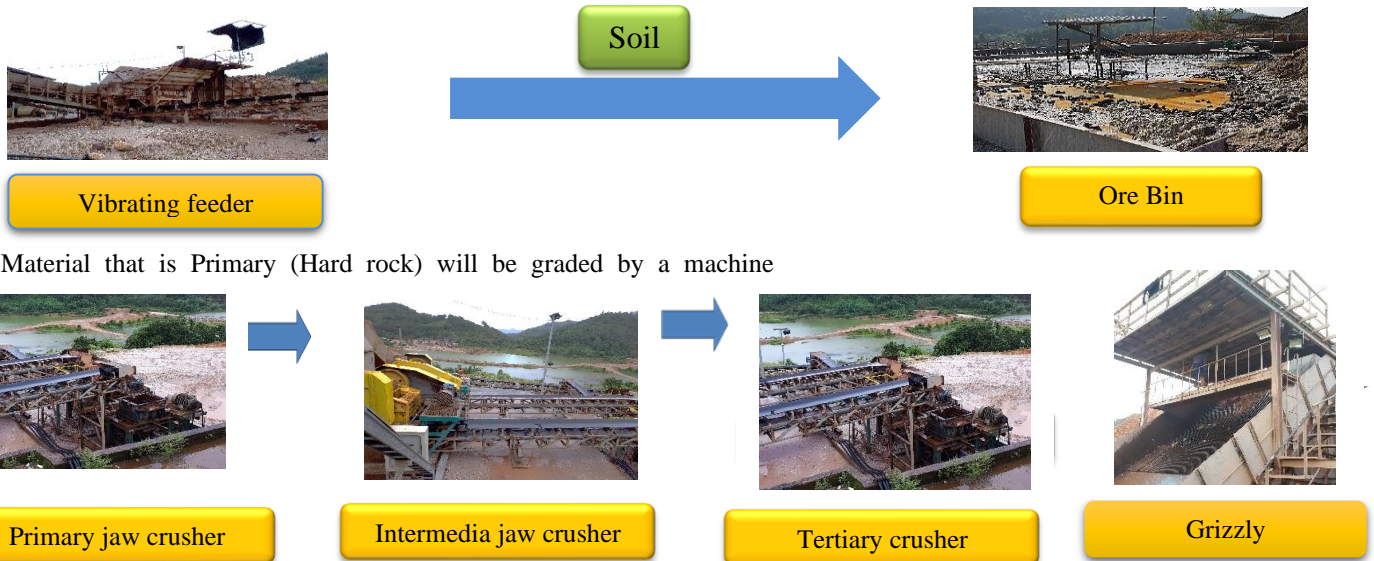
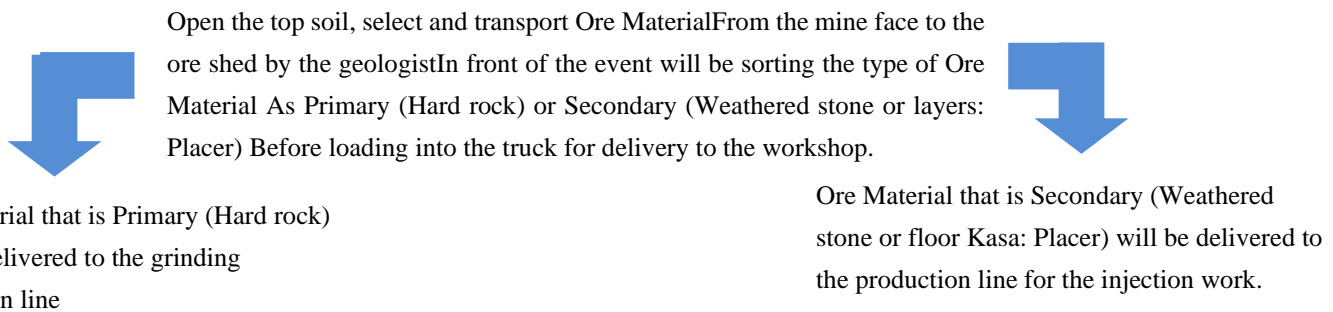
**Diagram illustrating the production process of tin ore**





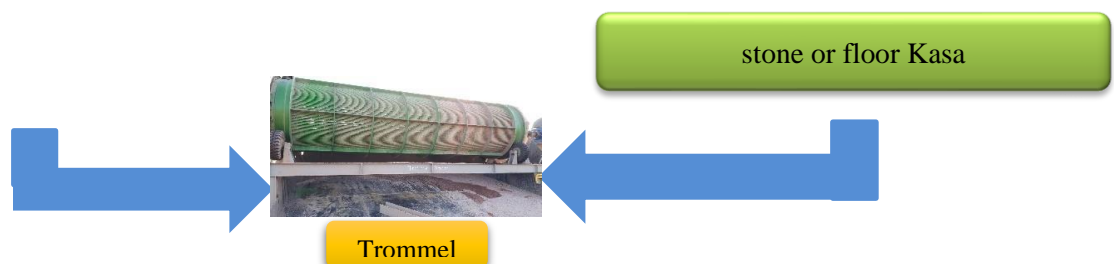
The picture shows the production process of tin ore.





Primary Ore Material (solid rock) that has been separated by soil will be sent to Primary Jaw Crusher, Intermedia Jaw Crusher and Tertiary Crusher respectively to grind to the size of 5

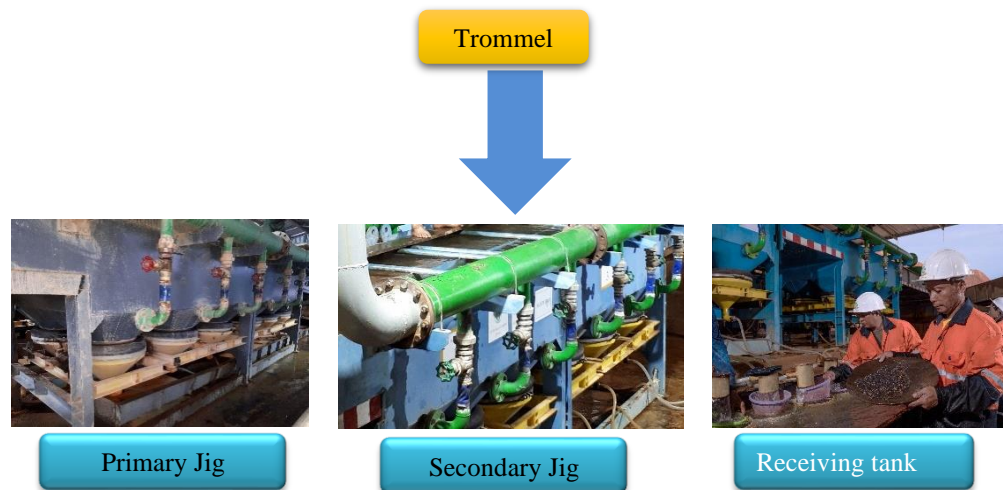
Ore Material Injected from Ore bin Will flow into grille Grizzly In order to select items that are too large 25 mm. The injection does not break into the grinding process



Trommel is a wet sieve that receives Ore Material from the crushing and injection lines by selecting ore material that is larger than 5 mm. for crushing. As for those that are smaller than 5 mm., they will be forwarded to the next process

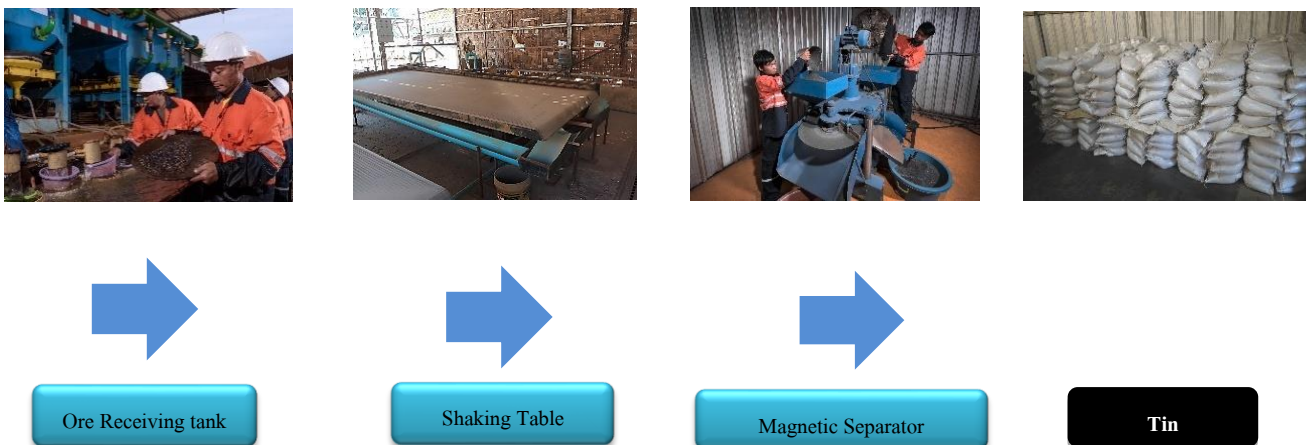






Ore materials that are smaller than 5 mm. will be sent to a machine called Jig. It will start at Primary Jig, Secondary Jig, receiving tank respectively. Ore tailing (Waste, Tailing) will flow into the sediment trap and bring recycle water to be used again.

From the above mentioned ore dressing process, the minerals in the ore receiving tank are mixed with tin and other heavy minerals, therefore, to obtain a high percentage clean tin ore that can be sold at a good price, therefore, the ore must be taken from the receiving tank for cleaning by using a machine called Shaking Table. The mineral concentrate consisting of tin and magnetic minerals obtained from the shaking table will go through a magnetic separation process by using the Magnetic Separator to separate the ore that has the property to attach magnet until tin ore is obtained as required.



#### (B) Impact on the environment

The production of tin ore has very small impact towards the environment. Due to the wide area of the mine, there are enough areas for the tailing piles occurred from the production process. In addition, there is also space available to build a water treatment pond for reuse in Production process and some water from the mine can also be diverted to share with the villagers in the mine neighborhood.

There is also a government agency called The Environmental Conservation Department (ECD) who enters to check the environment and the impact from the mining regularly for at least once a year.

### 1.3 Tin ore and other oretrading business

#### 1.3.1 Characteristics of products or services

Tinore (Tin: Sn) is a metal among the IV4 in the element table and is between the germanium and the lead. The pure tin looks like a silvery white solid with high softness. Tin has low melting point and can be mixed and sticks to other metals well, therefore, it is popular to use tin to coat or mix with other metals to help changing metalproperties in various fields such as strength, corrosion resistance, rust prevention, etc.

##### *Benefits of Tin*

1. Metal coating to make foodcontainers.
2. mixed with lead for solder
3. mixed with copper as bronze to make mechanical parts and Buddha amulets
4. Mixed with copper and antimony to make pewter
5. Mixed with zinc and antimony used to galvanized roofs.
6. Mixed with titanium and aluminum to make aircraft and spacecraft parts.
7. Mixed with zirconium to make acontainer for fuel sticks in an atomic reactor, use tin to coat steel sheetscalled tinplate
8. Used in industry such as production of solid glass, earthenware, coating ware, textiles, plastic, house paint.

For other by-products that the company has distributed is tantalite ore ( $Ta_2O_5$ )

Tantalite Ore ( $Ta_2O_5$ ), Tantalum compound or commonly known as tantalum ore is generally found forming together with niobium (Niobium) or Columbia (Columbium). Tantalum is a transition metal (Transition Metals) with a silver-gray color, a metal that has a very high heat resistance property. It is strong and tough with corrosion resistance. It is good for electrical and thermal conductivity and has a property of electrical capacitance. In addition, it can be used to mix with other metals.

##### *Benefits of tantalum*

1. Used for making Tantalum Capacitor Power used in the production of electrical capacitors.
2. Used in the form of tantalum metal) Tantalum Metal), making chemical tools and equipment which needs resistance. It is well resisted to chemical corrosion and different kinds of chemicals. It can be also used to make reagent containers and certain chemicalcompounds.
3. Used for making Tantalum Carbide that is hard and with good resistance to corrosion or mix with other carbide metals
4. Used for making alloys (Special Tantalum Niobium Alloy) specifically used in engines and the body of the spacecraft as well as vehicles that require to be resistant to heat caused by friction, such as airplanes, cars or high-speed trains. It can be also used for heating coils, condensers, valves and special metal pumps using tantalum mixed with other metals such as cobalt, iron, nickel, titanium and niobium, etc.
5. Used for making special tools or for other special purposes such asa bone connector or bone sewn thread, surgery tools, tooth fillings, synthetic fibers and laboratory equipment, etc.

In year 2021, factors affecting business opportunities or business limitations are the political situation in Myanmar. In such situation, it prevents the Company from importing tantalum ore. As for the ore exports from Myanmar, the Company will proceed once Myanmar returns to normal situation.





### 1.3.2 Marketing and competition

Since tin and tantalum ore are highly demanded in the market, no matter how much or how little the product is available, it can be bought-sold throughout the year. The buying and selling of tantalum ore is based on world market prices. The selling price of tin can be referenced from 3 acceptable sources which are the LME market (London metal exchange, Shanghai Market (Shanghai Metal Exchange (SHME), And the Malaysian market (Kuala Lumpur Tin Market (KLTM) and has a definite buyer market such as Thailand Smelting and Refining Co., Ltd. (Thaisarco), Malaysia smelting Corporation (MSC) and HC Starck (Thailand) Co., Ltd. with branches in many regions. etc.

### 1.3.3 Procurement of products or services

At present TongkahHarbour Public Company Limited has purchased tin ore and other by-products Ngwe Kabar Myanmar Co., Ltd. in Republic of Union of Myanmar and brought into the ore dressing process for more purification by using Ore processing services at mineral processing factories in Chumphon, Prachuap Khiri Khan Province and Phang Nga province as seen appropriate to sell the processed ores.

## 1.4 Bitcoin mining business

### 1.4.1 Products and Services Characteristics

#### **Bitcoin mining and Bitcoin Miner Depository Service, CRYPINVEST Co., Ltd. Project.**

It is a bitcoin mining business. under subsidiaries By using the name " CRYPINVEST Co., Ltd," located at Ratchaburi Industrial Estate, Chet Samian Subdistrict, Photharam District, Ratchaburi Province, it consists of 1 office building and 1 steel warehouse with a usable area of 475 square meters, located on a land area of 2 rai, 3 ngan, and 15.30 square wa. It is divided into 6 rooms for placing a total of 360 bitcoin miners with a capacity of 100–110 TH/s. There are various operating systems that can support the operation of bitcoin miners, whether it is a cooling system. Including fire protection systems and electrical systems. The MBD room is separate from the bitcoin miner building.



#### **1.4.2 Marketing and Competition Situation**

##### **A) Policies and marketing Characteristics**

The company has set up a working team to manage digital assets who has knowledge, ability, and expertise in blockchain engineering, market analysis, and price volatility, with the duty to consider defining details and approve policies and action plans. Which will be reviewed every year to suit the environment and business potential to create sustainability for the business and to approve plans as well as supervise the operations of the management to ensure that they are in compliance with the laws, policies, and plans that were set with efficiency and effectiveness. The authority to sign for the Bitcoin mining business will belong to the board of directors of CRYPINVEST Co., Ltd, with 2 out of 3 signing together.

##### **B) Competitive Situation**

The bitcoin mining business is a new business of the company. The company started investing in the bitcoin mining business in January 2022; it may have some experience doing business related to bitcoin that is not comparable to its main business such as mineral mining business. Combine with the risk of the entry of business competitors because Bitcoin mining is usually shared as a network. The number of bitcoins mined is divided according to the processing power of the miner (hash rate) as more operators enter the market, which increases competition. As a result, because the total processing power of the network (the total network hash rate) is higher, the system creates more difficult problems for controlling the birth of bitcoins. This makes it more difficult to mine Bitcoins and may cause the company to receive a lower share of mining returns as well.

However, the company foresees the importance and risks of business competition. Therefore, the business plan has been planned and adjusted to be consistent with the situations that arise and change rapidly for the company's opportunity to earn the highest possible return.

#### **1.4.3 Supply of products and service**

##### **Purchasing a Bitcoin Miners.**

Because the company has partner companies that sell bitcoin miners. As a result, the company has an advantage in bargaining, negotiating, and purchasing bitcoin miners that are quite good. Whether it's the price, delivery time, or services (including going to inspect bitcoin mining equipment and products before making a decision to buy or sell), the company gets a high-efficiency bitcoin miner and has a 1-year usage warranty.

##### **Procurement of space to place bitcoin miners and factories**

The area that the company has agreed to rent is the area of an industrial estate in Ratchaburi province which is suitable for setting up a factory in a factory environment which makes it possible to control the volume of the sound and temperature that may affect the community. Including electrical that has enough power to mine bitcoins according to the company's preliminary calculation.







## 2. Real estate development business



### 2.1 Description of products or services

#### Housing and commercial building projects

##### (A) The Bay skycliff Project

The Bay Skycliff project is located in Mueang district, Phuket. It consists of 32 housing units and 24 commercial buildings. The total project value is approximately 346 million baht. The project is located in a good location in Mueang district, Phuket, therefore, it is surrounded by many facilities such as public parks and stadiums of the province, colleges, shopping centers and many government offices. The company's policy is to sell the project to middle income people. Currently, the project has been completed and sales have been closed at approximately 75%.



**Commercial building project**

Project: The Bay District

Project: "The Bay District", located in Phuket is a commercial building project of 9 units. The project value is approximately 62.10 million baht. Currently, the project has been completed and sold approximately 56%.



## 2.2 Marketing and Competition

The company has conducted market and competitor analysis regularly both the conditions and various statistics that are the indicators of the trend of real estate business based on past data and projections from reliable public and private sectors. In addition, the company also conducted surveys and collected data from competitors around Phuket for effective project development and to keep up with the competitors in the market.

However, the current real estate market conditions are slow moving because most buyers are informed of the news that affects their buying decisions such as land and building tax which will be started in 2020, measures to set the credit limit on Loan-to-Value (LTV) of the Bank of Thailand (BOT) which affects the down payment of the buyer, the increase in interest rates, policy and the situation of Phuket tourism that has fewer tourists.

In the past year, the company has a marketing policy for real estate by adding more advertisements to the neighboring area of the project as well as public areas that are crowded such as Phuket Airport. This is to create brand awareness for consumers.

## 2.3 Procurement of products or services

### 2.3.1 Land Acquisition

Having its original land, the company foresees business opportunities in making the investment in developing housing projects without having to invest very high and being able to expect for a valuable return. The projects are on an outstanding location within the Mueang district, Phuket, therefore the company has strengths and advantages over other competitors in this market. The company has also searched for additional land with good location at a competitive price to develop other real estate projects both for sale and/ or for rent. The company studies the appropriateness for the project development to ensure it will be released to the market at the most appropriate time.

### 2.3.2 Procurement of Construction Materials

Most of the construction materials are procured by the main contractor to procure good materials at reasonable prices. The company has created a database of construction materials prices, which are obtained from government agencies and other reliable sources. The company works closely with reliable suppliers who deliver quality products and on time in a suitable budget. However, in some cases, the company has also procured some materials on its own.

### 2.3.3 House delivery

Houses and commercial buildings that have been sold and delivered since the beginning of the project until the end of the year 2022 are as follows:

Project Type of House	Project Sales Summary							
	2019		2020		2021		2022	
The Bay Project – Phase I	No. of houses	%	No. of houses	%	No. of houses	%	No. of houses	%
Commercial Buildings	1	4.17	-	-	-	-	-	-
Home Type A – 12 Units	-	-	1	8.33	-	-	-	-
Home Type B – 20 Units	2	10.00	-	-	-	-	-	-





Project Type of House	Project Sales Summary							
	2019		2020		2021		2022	
THE BAY DISTRICT	No. of houses	%	No. of houses	%	No. of houses	%	No. of houses	%
Commercial Building – 9 Units	1	11.11	-	-	-	-	-	-

### 1.2.3 Assets used for business operation

Assets use for Company and its subsidiaries' operation, the cost and net book value as per Consolidated Financial Statement as of 31 December 2022 are shown below:

#### Land, Buildings and equipment

Type of asset	Net book value (Million Baht)	Ownership	Obligation
Land and land improvement	53.59	Owned by the company	No obligation
Buildings and building improvement	17.03	Owned by the company	No obligation
Decoration and office equipment	4.06	Owned by the company	No obligation
Machinery and equipment	164.87	Owned by the company	No obligation
Vehicles	2.14	Owned by the company	No obligation
Cost of demolishment, relocation and renovation	-	Owned by the company	No obligation
Others	0.26	Owned by the company	No obligation
Work in progress – Construction, Machinery – under installation	79.56	Owned by the company	No obligation
<b>Total</b>	<b>321.51</b>		

## Mining Business

### Main Permanent Assets

Assets use for Company and its subsidiaries' operation, the cost and net book value as per Company's Financial Statement as of 31 December 2022 are shown below:

#### Land, Buildings and equipment

Type of asset	Net book value (Million Baht)	Ownership	Obligation
Land and land improvement	34.02	Owned by the company	No obligation
Buildings and building improvement	7.54	Owned by the company	No obligation
Decoration and office equipment	3.71	Owned by the company	No obligation
Machinery and equipment	129.80	Owned by the company	No obligation
Vehicles	2.05	Owned by the company	No obligation
Cost of demolishment, relocation and renovation	-	Owned by the company	No obligation
Others	0.26	Owned by the company	No obligation
Work in progress – Construction, Machinery – under installation	79.56	Owned by the company	No obligation
<b>Total</b>	<b>256.94</b>		

Details of Company's main assets

### Land and land improvement

As of 31 December 2022, total land is 106 Rai 7 Ngan and 23.8 square wah, net book value is 31.85 million Baht, net book value of improved land is 21.74 million baht. Total net value of land and improved land is 53.59 million baht.

Details of land

Province that the land is located in	No. of plot	Area (Rai-Ngan-Square wah)	Net book value (Million baht)	Ownership	Obligation
Phuket	3	11-2-64.8	19.41(89 C)	Company	With bank guarantee
Saraburi	4	88-3-89.0	22.05	Company	No obligation
Chumporn	1	7-0-70.0	12.13	Company	No obligation
<b>Total</b>		<b>106-7-23.8</b>	<b>53.59</b>		

**Remarks:** 100 square wah = 1 ngan, 4 ngan = 1 rai, 1 rai = 1,600 square meter, 1 square wah = 4 square meter







### Buildings and building improvements

In June, 2021 the company sold buildings and building improvements of the company Located at 252/11 MuangThai-Phatra Building 1, Floor 7, Ratchadaphisek Road, HuaiKhwang, HuaiKhwang, Bangkok, area 1,844.69 squaremeters, Therefore, as of December 31, 2022, the remaining buildings and building improvements as shown in the financial statements, namely the mineral dressing plant, Chumphon Province, have a cost of 12.70 million baht, as of 31 December 2022 with net book value of 7.54 million baht

### Construction Work in Progress and machinery under installation

Net book value of 75.52 million baht for Construction work in progress and machinery under installation, most of which are two machines for tin producing in Myanmar for the production of tin ore.

### Intangible assets

#### Andesite Mining Concession License

Andesite Mining concessionlicense that thecompanyhas already receivedasfollows

Concession number	area			Expiration date	status
	Rai	Ngan	Square wah		
28676/15268	88	3	81	23 May 2024	Process
**28675/15632	154	2	67	21 Jan 2017	Underrenewal

\*\* Sublease from Sintana Resources Company Limited

Renewal of concession license no. 28676/15268 was the company's significant progress. As for the licence no. 28675/15632 is in the process of renewal. The renewal enabled the company to submit the sale of various kinds of stone products to the large users in the double track railway projects according to government policy that requires them to use company's product because the Andesite stone has high strength and more durable compared to lime stone used in general construction.

Concession certificate number 28675/15632, while waiting for the extension of the land use contract to build the Phra Phutthabat self-establishment Saraburi which expired on December 15, 2018, which is the procedure for applying for a concession certificate, Sinthana Resources Company Limited (the owner of the concession certificate by which the company has leased the mining) has been drawn from the Registrar of Partnerships and Companies from the register as a company Abandoned and defunct As a result, the process of applying for a concession certificate under the aforementioned company name cannot continue.

## Real estate development business

### Main fixed assets

As of 31 December 2022, the main assets used in the business are land and costs during the development of commercial buildings. Houses and commercial buildings with land for sale under inventories are shown below:

Asset type	Net book value (Million baht)	Ownership	Obligation
Land under development	132.96	Own	Guaranteed loan
Houses and commercial building with land for sale	90.03	Own	Guaranteed loan
Development costs	27.39	Own	Guaranteed loan
<b>Total</b>	<b>250.38</b>		

### Land under development

Land under development is the cost of land purchased including land commission fees. As of 31 December 2022, a net book value is 132.96 million baht.

### Houses and commercial buildings with land for sale

Houses and commercial buildings with land include houses for sale and commercial buildings and land for sale in real estate projects. As of December 31, 2022 houses and commercial buildings have a net book value of 90.03 million baht, with the following details:

Asset type	Net book value (Million baht)	Ownership	Obligation
House and commercial building project The bay skyliff	69.19	B. 89 Capricorn	No obligation (House not yet sold)
Commercial building project The bay district	20.84	B. 89 Capricorn	Guaranteed loan of 28 million
<b>Total</b>	<b>90.03</b>		

### Costs during development

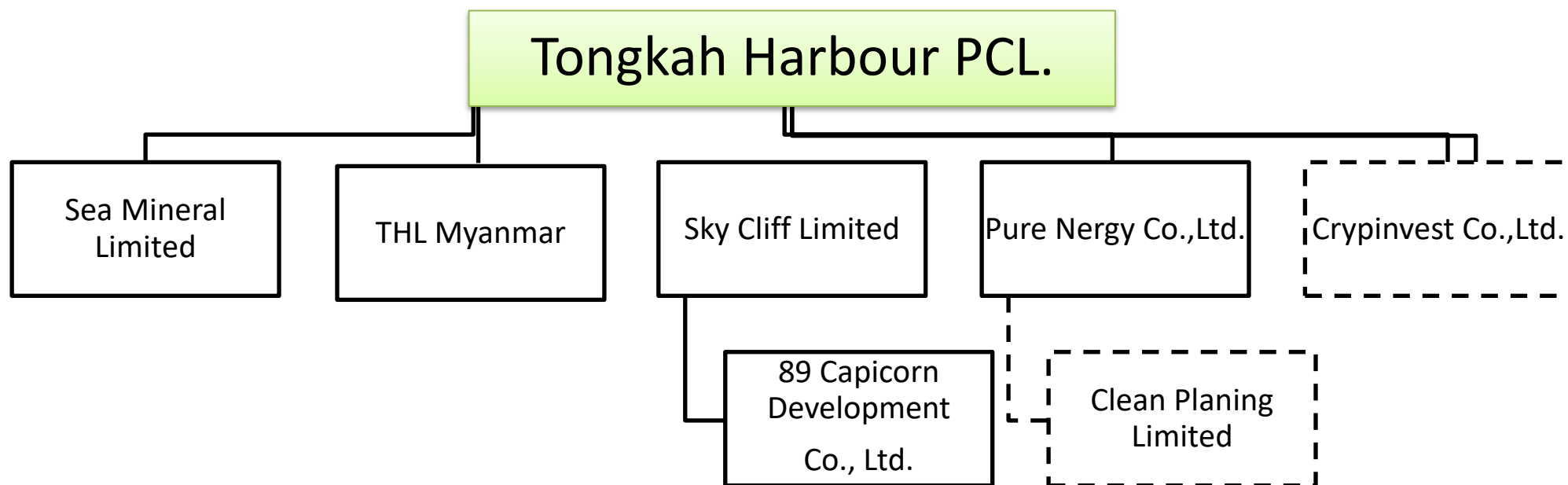
Asset type	Net book value (Million baht)	Ownership	Obligation
Project - The Bay Phuket	22.45	B. 89 Capricorn	With mortgage obligations
Project - The Tree Mae Sot	4.90	Skycliff Co., Ltd.	No obligation
<b>Total</b>	<b>27.35</b>		






### 1.3 Shareholding structure of the Company Group

Shareholding Structure of the Company, Subsidiaries, and Associated Companies as of December 31, 2022



Note:  Subsidiaries Companies

 Associated Companies

## Shareholders

List of first top 10 majorshareholders as of February 28, 2022

No.	List of shareholders	Share	%Share
1	Mr. Phumipat Jiemwijitkul	207,692,308.00	13.05%
2	Mr. Banyong Jiemwijitkul	151,846,154.00	9.54%
3	Mr. Wijit Jiemwijitkul	146,253,731.00	9.19%
4	Miss Sutiree Jiemwijitkul	139,230,769.00	8.75%
5	Mr. Wanchai Panwichian	74,565,385.00	4.68%
6	Mr. Titchuan Nanawaratorn	69,607,692.00	4.37%
7	Mrs. Sasi-On Jiemwijitkul	46,155,838.00	2.90%
8	Mr. Sakda LaoWittayangkool	39,293,847.00	2.47%
9	Mr. Phiroon Shinawatra	38,461,538.00	2.42%
10	Mr. Amornphol Tungthansub	38,461,538.00	2.42%
Other shareholders		640,157,838.00	40.22%
<b>Total as at February 28, 2022</b>		<b>1,591,726,638.00</b>	<b>100.00%</b>

*Note: The reference shareholders of TSD. (Thailand) Ltd.*





## 1.4 THL and shareholders details

### Number of registered capital and paid-up capital

Registered Capital

as at December 31, 2022.

- Number of ordinary shares 2,066,139,693 shares with a par value of 0.92 baht par total of 1,900,848,517.56 baht.
- Capital Paid 1,591,726,638 shares fully paid shares at 0.92 baht par total of 1,464,388,506.96 baht.

### Status as a listed company

(1) The Stock Exchange of Thailand (SET)

Company Name	: Tongkah Harbour Public Co., Ltd.
English name	: Tongkah Harbour Public Co., Ltd.
Short name of security	: THL
Registered number	: 0107537002087 (former name was Bor Mor Jor.455)
Nature of main business	: Mining Business

As Tongkah Harbour Public Company Limited (THL) who might fall into a delisting company caused by financial status, currently the time to return to trading has become matured (ResumeStage) (details as per SET news dated June 1, 2022)

The Company has requested for timeline extension to the Stock Exchange of Thailand, the Stock Exchange of Thailand considered the Company's information and explanation and approved for the Company to have timeline extension to proceed in order to be qualified to Resume Stage until June 30, 2023.

## 1.5 Dividend Policy the Company and its subsidiaries.

The company plans to pay a dividend of at least 25 percent of net profit after tax of the previous year, and net reserves as defined by the law and the company. However, the dividend rate will depend on the cash flows. Investment obligation of the Company and its subsidiaries. Including legal restrictions Financial condition and other needs of the company.

The subsidiary does not have a policy of paying dividends at the fixed rate. But in general, will determine the dividend policy of the Company. Which is based on earnings from operations. Financial terms Capital requirements for future expansion.

## Part I Business Operations and Performance

### Risk Management





## 2. Risk Management

### 2.1 Risk Management Policy and Plan

#### Risk Management Policy

Tongkah Harbour Public Company Limited and its Subsidiaries has established a risk management policy throughout the organization as well as risk assessment and risk management plan to be at an acceptable level. The risk management policy of the Company is shown below:

- Promote a risk management culture in the process of managing and operating throughout the company in order to create understanding, awareness, and shared responsibility for risks, risk control, and impact of risks of the company
- Set up processes, guidelines, and measures for risk management that are suitable and sufficient. This includes identifying, analyzing, evaluating, prioritizing, responding and managing risks, monitoring results, reporting and communicating risk-related information on an ongoing, regular, and operational basis throughout the company.
- Provide a risk assessment on the work system, both qualitatively and quantitatively by considering the likelihood and impact.
- Provide guidelines for risk acceptance (Risk Acceptance Line) in order to limit the damages that may occur to the level that the Company can accept.

#### Risk Management Plan

##### Defining activities to build a risk management plan

To ensure that all projects, processes, and main tasks are covered, the Company has established criteria for selecting activities to be analyzed and formulated a risk management plan. All business units shall consider to select activities in accordance with the rules as well as conduct an analysis and risk assessment of those activities and prepare a risk management plan accordingly.

##### Summarize the results of the analysis to identify risks and assess their degree of severity

All departments conducted an analysis to identify potential risks of their current activities that may give an impact (s) to operations. Strategic, operational, financial, and regulatory risks are the four basic areas of potential risks. After that, the risk assessment is carried out according to the risk assessment criteria specified in the risk management plan by considering the level of likelihood of risk (Likelihood) and the severity level of impact (Impact) if a risk arises in order to minimize the risk. The four levels are extreme, high, moderate, and low.

After that, they shall consider taking risks that are at an unacceptable level (high and extreme) and manage by assigning responsible departments to implement a risk management plan to reduce the risks to an acceptable level.

## 2.2 Risk Factor

Tongkah Harbour PCL. Recognized the importance of riskmanagement of the business caused by internal factors and external factors to minimize impact to an accept able level by the Company and its subsidiaries. The risk factors areas follows:

### Mining

#### Andesite Mining Business

##### Risk competitors

The production site in the rocky Andesite, Saraburi. The entrepreneur who brought the stone to the construction of transport systems in central Thailand. Due to the location and geological features, the igneous rock types Andesite site which is distinguished from the nearby area, mostly lime stone sedimentary rock type sand other igneous which has the ability to apply different by Andesite quarriesite of the company has an advantagein the market, the company managed. Norisk of competitors in Saraburi province and central Thailand.

##### Risk opportunity to expand their customer base.

According to the government's demand for making stone-increasing steadily. As a result, the market shortage of stone in the project. However, the Company has reviewed the issue price of the stone regularly to suit the market condition satall times, reduces the risk of the opportunity to expandit.

##### Risks that will cost a lot.

The company has accumulated a stock of stones is increasing. This is a result of an increase in working hours and improved equipment for higher capacity to arrange delivery to meet customer needs. The company is considering investing in capacity expansion project at a later date.

##### Environmentalrisks and theMasses

Environmental risks find that there was no much impact due to the location of the quarry in the valley. The landscape features that can be used as a line of defense against the impacts of production and also stay away from the school, community and make a quarry continues to operate normally produced under the regulations of the relevant authorities.

##### Credit Risk

The Company's risks which may result from charging the debtor or the debtor does not comply with the conditions set so the Company's hedging policy may occur in the future. The process of considering granting credit to trade accounts receivable to be tightened even more. A collection of collateral, such as cash, check or bank guarantee from a financial institution to control and keep track of payments from debtors closely.

#### Tin Mining

##### Financial Risks

The Company Contract manufacturing offshore tin mining requires huge investments, so it is quite risky, however. The company plans to prevent and reduce risk. By hedging, a contract mining company with extensive contracts. The partner companies will have to pay compensation at all if the operation does not conform to the contract, such as the amount of ore mined is found or if the company has canceled its contract mining prematurely.

##### Risk from changes in government policies, regulations, and laws

Due to the Companycontracting for mining and producing tin ore in the Republic of Union of Myanmar whose political and governing system is different from Thailand, there is a risk of legal or regulatory changes that might be imposed on the Company. Therefore, the Company hasestablished some guidelines to prevent risks by analyzing government policies and the impacts on the Company. Moreover, there is a secondary plan to support the said changes by updating laws or regulations consistently and by following up closely.







### **Risk from restrictions on doing business in the Republic of the Union of Myanmar**

The Republic of the Union of Myanmar is a country that requires personnel with information technology knowledge and experience since the country has fallen behind in the structure of network system causing unfavorable access to information technology in the business sector which may affect the Company's production service. However, the Company has supporting measures to reduce the risk by building business alliances with IT service providers in the Republic of the Union of Myanmar which will help streamline the Company's production services.

### **Risk from severe epidemic disease**

Since the attack and spread of the Corona virus disease (Covid-19) outbreak in many countries, it has appeared to be more serious and quickly spread throughout the world. Furthermore, there is currently no vaccine available for prevention.

Therefore, it is difficult to control the situation in a short period of time. The Covid-19 strike has had an indirect impact on the Company's business operations; for example, the Company is unable to import tools, machines, equipment, raw materials, labor from partner countries including the Republic of Myanmar. In addition, the Company had to delay or postpone the management and staff's travel plans to the dangerous countries. As a result of the aforementioned obstacles, numerous action plans have been delayed. The Company, on the other hand, is taking steps to mitigate the effects by modifying action plans and providing adequate health and safety measures and precautions for executives, employees, and people involved.

## **Trading business of tin ore and other mineral products**

### **Economic risk**

Currently, the buying – selling of various tin ore and various mineral byproducts is based on the world market price. The risk on price usually occurs when the economy fluctuates. Therefore, the Company has prevented such risks by finding other backup markets in many places and by selling other mineral byproducts instead of selling tin during the time that tin price weakens.

## Bitcoin Mining Business

### **Bitcoin Mining Business**

#### **Environmental Risk**

Bitcoin mining is a business that requires a huge amount of electricity to operate. Since electricity is required as a power source to run bitcoin miners 24/7, this could be a major contributor to greenhouse gas emissions. It is caused by the burning of a large amount of fuel in order to produce enough electricity to meet the demand. This results in a large amount of carbon dioxide emissions.

The company is well aware of the environmental impact of the Bitcoin mining business. The company installs a transformer for its bitcoin mining business separately from other electrical transformers. By doing so, the electricity consumption from the company's bitcoin mining business will be reduced and will not affect public electricity use or nearby areas. In addition, the transformers of the company, which have the ability to automatically adjust the voltage to maintain the stability of the power system and save energy, have also been inspected and certified by the Provincial Electricity Authority.

#### **Bitcoin Price Volatility Risk**

From collecting the data on the Bitcoin price in the past 5 years as of February 28, 2023. It can be seen that the price of Bitcoin is quite volatile and constantly changing every second. There is also a period of "Halving year", when the return of Bitcoin mining is reduced by half every 4 years, resulting in such a period. This is when the Bitcoin price is most volatile. Bitcoin price with the highest change happened in March 2020, which was the last halving period with a price change of up to 60.09 percent per day

Although the risk of Bitcoin price volatility is uncontrollable, the company can mitigate the risk by selling existing bitcoins in THB, USD, or other currencies with relatively low volatility. It can help reduce the risk of price volatility.

In addition, to increase the value of bitcoin mined and maintain the stability of the company's bitcoin price, the company plans to use the bitcoins that were mined to further develop digital asset management instead of selling them. For example, staking coin allocation by staking or depositing it in the form of other digital coins with a higher return than bitcoin. Through this process, the company will be able to reduce the risk of Bitcoin price volatility.

#### **The risk of reducing the efficiency of bitcoin miners.**

Bitcoin miner at the company used in the current is a new model with processing power (Hash rate) equal to 104 – 110 TH/s per device, which is the model with relatively high and best processing power at this time. Bitcoin mining technology is evolving rapidly all the time. This situation may result in a new generation of Bitcoin miners in the future, which will have more efficiency and computing power than the company's current Bitcoin miners. This may affect the proportion of coins that can be mined as well. Because the proportion of coins received depends on the processing power and efficiency of the Bitcoin miner.

Therefore, if in the future there are more efficient Bitcoin miners, It may affect the company and change the ratio of received Bitcoin coins as well. However, the company has established guidelines for purchasing and investing in Bitcoin miners with the best performance and processing power the company is able to procure at that time. Including planning to sell second-hand bitcoin miners in order to generate income as the initial cost of purchasing a new device.





## Property Development Business

### Business housing and commercial buildings

#### The risk of creating pre-sale.

Land Phuket, Which THL Company believes that such land is likely to develop quickly. And to generate revenue for the company later on. 89 Capricorn Golden Limited, a subsidiary has purchased the said land and has developed into housing projects and commercial buildings 56. units under the program "The Bay Skycliff "across the street and the building of 9 units under the project" The Bay District "is completed. And deliver to customers the most.

However the land in Mae Sot, Tak and Phuket. This is a project for the future in the form Townhouse and Condo House is still a risk of creating pre-sale. The need to invest a lot prior to the recognition of revenue and cash inflow. The company may also face liquidity problems. Problems changing consumer behavior. Moreover, there is still the risk of external factors. As the real estate business has dominated the race locked up. However, the company has reduced the risks by studying consumer behavior thoroughly to study the needs of target customers especially like the location, format and project levels, etc. It aims to develop turnkey projects to meet the needs of different. customers The Company expects that the company can provide. And meet the needs of our customers in full.

#### The risk of investment.

The expansion of property development, such as the launch of new projects. The high risk Whether the cost is high. Since the acquisition of land, construction, sales, etc. Therefore, in order to prevent or reduce the risk, the Company has the following process steps are to study the feasibility of the project. A risk assessment of the economic situation in the region by the potential. The market demand Including the ability to purchase consumer. By the client's income on bank lending. Before starting a new project.

#### Risks of conducting state.

The current procedureNature of Business The company's property development business risk to be affected by changes to the law. And policy makers from the public sector. The process of the government. Whether it is the law on environmental protection. Law on Urban Planning Act Are factors that are beyond our control, which may affect the development of new projects of the Company, the Company plans to reduce risk. By giving priority to the selected location. Learn to change the policy of the state. And monitoring the various legal restrictions. Involved before investing To be able to plan the project properly if there is a change in law or government policy.

## Part I Business Operations and Performance

### Sustainable Business Development

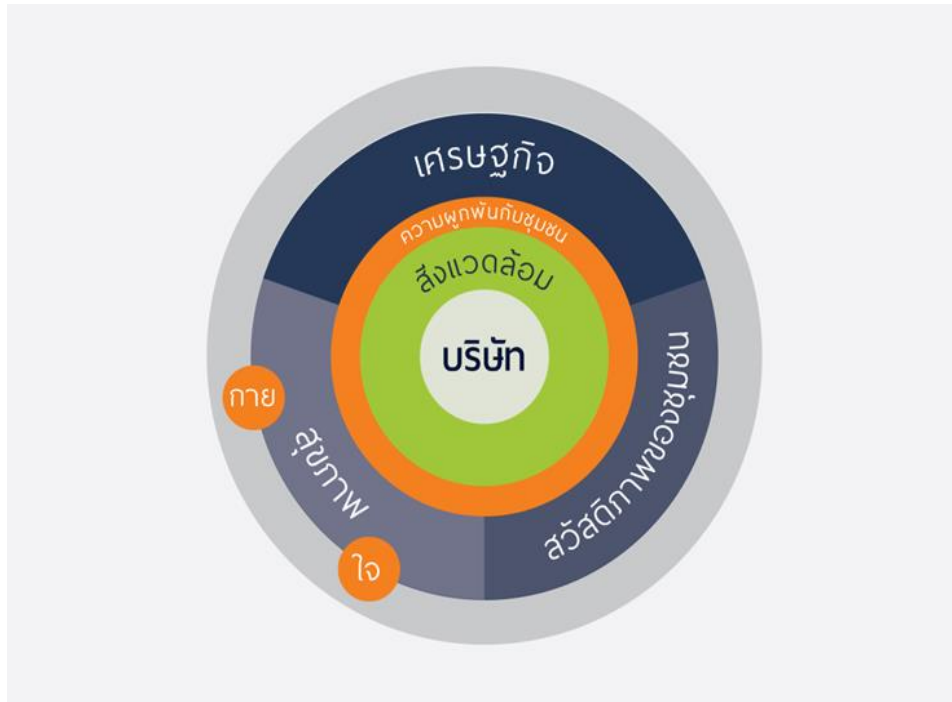




### 3. Sustainable Business Development

#### Sustainability Management Policies and Goals

Tongkah Harbour Public Company Limited operates its business by taking care of the surrounding community. And the communities that are affected by the business. We believe stable and sustainable business. Not only does the business benefit. But we also need to consider the surrounding community as our friends. To live together happily. And the development together to be sustainable.



## Sustainability Management in Environmental Dimensions

### Environment Policies and Practices

The Tongkah Group is committed to maintaining the lowest possible manufacturing process standards. Be aware that doing any business. It can affect the environment and society as a whole. Even the ore produced would be beneficial to the economy and industrial sectors of the country. This leads to improved quality of life and society. Through out the business, the Tungkah Group has complied with all applicable laws and regulations. The environmental protection measures are strictly adhered to by the environmental authorities.

The monitoring and reporting to the regulatory authorities for the time prescribed by law. We do not just manage to meet standards. But we aim to reduce the impact to the standard. To minimize the impact on the environment.



### Environment Performance

#### Air quality

Efficiency in drilling, handling and dust control. We have dust protection to the community. With spray to prevent diffusion. Including planting trees around the mine as a wall of trees to help prevent dust from the mine to the community and also provide oxygen to the surrounding area.

#### Water quality

Focus on controlling water consumption and recycling in the production process. Include water quality before draining into the environment.

#### Industrial waste management

Waste Management is certified by the Ministry of Industry of Thailand. With systematic planning, storing, controlling and preventing leaks. It does not allow the waste or sediment to settle into the soil. It also coordinates with government agencies to check the water quality at groundwater monitoring points and surrounding areas.

#### Sound management

We control the sound production to the community as little as possible. Using standards, indicators, and environmental regulations is a guideline. There is also a wall of trees around the business premises to filter the sound.





## Sustainability Management in Social Dimensions

### Social Policies and Practices

Consider the factors of good living of community members. It's not just basic, but we focus on the community as well by raising the quality of life and participation in community and social development.

It is divided into 3 areas.



### Social Performance

#### Economy

Community economy and income of community members are important. Because income is the basis for the needs of life. The company is involved in helping to develop the economy of the community. The community can live on the principle of sufficiency economy. We will help to educate and support career development for community members. The community can help themselves and care for the community in the long run.

#### Health

1. Physical health
2. Mental Health

In addition to the health of the body. We also focus on mental health. We believe that good health will help promote good physical health. We support the sustain and uplift of the spirit of community members through various activities. Both religious activities and volunteer activities. This is to raise the morale of the community members.



### Example of activities



On March 5, 2022, Tongkah Harbour Public Company Limited organized an activity to help victims of COVID-19, giving out 1 bag per family to those affected by the bombing to People in the community of Moo 4, Tha Tum Subdistrict, Kaeng Khoi District, Saraburi Province



On April 1, 2022, Tongkah Harbour Public Company Limited, Saraburi Branch, presented the umbrella of the outdoor Buddha image to Wat Khao Khui Ratana Malaram, Village No. 4, Tha Tum Sub-district, Kaeng Khoi District, Saraburi Province.



### Community welfare

Staying safe is what everyone desires. It is one of the most important things to achieve good health and quality of life. We value the protection or co-sponsorship to address what may or may not be detrimental to the lives of community members and community property, divided into two main areas:

Protect: Act as a good community member by being coherent. Observing various harmful things to the community.

Fix Remedies: Take action to alleviate or remedy what is harmful to the community. Or a coordinator, contact the responsible agency directly.







- On Tuesday, March 22, 2022, Tongkah Harbour Public Company Limited joined the project to prevent road accidents and fix risky spots, as well as donated 100 bags of asphalt to Village No. 4, Tha Tum Sub-district, Kaeng Khoi District, Saraburi Province.



## Social Responsibility for Community Engagement

Focus on building relationships with community members. It is a commitment between business and community. We believe that good relationships form the cornerstone of sustainable coexistence. We build relationships with different ways. The community area to know. Asking about the problems or impacts of business on the community. It also supports and participates in community activities.

### Example of activities



On June 17, 2022, Tongkah Harbor Public Company Limited participated in a tree planting activity to create a dust barrier along the land boundary between the company and the community. To prevent dust and improve the landscape around the Saraburi quarry.





- Tongkah Harbour Public Company Limited has visited the area to meet people in the community in Moo 4, Tha Tum Subdistrict, Kaeng Khoi District, Saraburi Province. to visit and ask questions about problems and effects on a regular basis





- On October 2022, participated as a host in offering Kathin ceremony in 9 temples located in the area around the community, Moo 4, Tha Tum Sub-district, Kaeng Khoi District, Saraburi Province.



## Part I Business Operations and Performance

### Management Discussion and Analysis







## 4. Management Discussion and Analysis

Management discussion and analysis of financial statement and the Company's operating results according to the financial statements for the year Ending December 31, 2022 Comparison with financial statements for the year Ended December 31, 2021 and Statement of Financial Position as of December 31, 2022 Compared to Statement of Financial as of December 31, 2021, details are as follows:

The following is the financial performance of the Company for the year 2022 :

Unit : Million Baht

Consolidated Financial Statement	For the Year ended		Increase	
	31 Dec 2022	31 Dec 2021	(Decrease)	%
Revenue from Andesite sales	5.45	26.13	(20.68)	(79.14)
Revenue from Ore sales	4.67	32.91	(28.24)	(85.81)
Service Income from Mining Operation - Domestic	0.27	-	0.27	100.00
Service Income from Mining Operation - Overseas	-	14.17	(14.17)	(100.00)
Revenue from Digital assets	2.69	-	2.69	100.00
Gain in Sale of Investments in Subsidiaries	-	128.74	(128.74)	(100.00)
Gain in Sale of Property	-	90.96	(90.96)	(100.00)
Other Income	14.88	7.71	7.17	93.00
Total Revenues	27.96	300.62	(272.66)	(90.70)
Cost of Andesite sales	0.41	8.88	(8.47)	(95.38)
Cost of Ores sale	6.20	13.91	(7.71)	(55.43)
Cost of Mining operation service - Domestic	0.26	-	0.26	100.00
Cost of Mining operation service - Oversea	-	5.19	(5.19)	(100.00)

Unit : Million Baht

Consolidated Financial Statement	For the Year ended		Increase (Decrease)	%
	31 Dec 2022	31 Dec 2021		
Selling expenses	0.26	2.31	(2.05)	(88.74)
Waste Cost	21.57	27.79	(6.22)	(22.38)
Administrative expenses	84.66	75.35	9.31	12.36
Loss from foregoing Management for Cholsin	-	11.97	(11.97)	(100.00)
Doubtful debts	89.49	11.63	77.86	669.48
Loss from impairment of foreign country project	-	120.20	(120.20)	(100.00)
Estimated damage from debt revocation case	-	175.54	(175.54)	(100.00)
Finance cost	9.34	6.27	3.07	48.96
Total Expenses	212.19	459.04	(246.85)	(53.78)
Profit (Loss) before income tax	(184.23)	(158.42)	(25.82)	16.30
Corporate Income Tax	17.91	(40.44)	58.35	(100.00)
Net Profit (Loss)	(166.32)	(198.86)	32.54	(16.36)
Net Profit (Loss) for Equity Holders of The Parent	(165.94)	(189.69)	23.75	(12.52)

## 1. Revenue from the Operations

- In the year 2022, income from the sale of Andesite was 5.45 million Baht, down 79.14 percent from the previous year's 26.13 million Baht.
- To generate income from the sale of ores, the Company purchased tin concentrate from the Republic of the Union of Myanmar, processed it to improve purity, and then sold it to domestic buyers. For the year 2022, the Company's total revenue from sales of ores, which was 4.67 million Baht, down 85.81 percent from 32.91 million Baht of the previous year.
- Bitcoin mining is provided by the company subsidiary "Crypinvest Co., Ltd." There are 154 bitcoin mining machines installed at Ratchaburi Industrial Estate. 50 mining machines were operational and began mining bitcoins in early July 2022. It earned 2.69 million Baht in this year. For the rest of mining machines, the company gradually launches them considering the cost-effectiveness. The main factors are price and electricity.
- The company has no income from tin mining operations due to the military coup d'état in the Republic of the Union of Myanmar. The company must temporarily cease operations until the political situation has subsided.

## 2. Cost of Sale & Administration

- In the year 2022, Cost for the sale of Andesite was 0.41 million Baht, down 95.38 percent from the previous year's 8.88 million Baht.
- In the year 2022, Cost for the sale of ores was 6.20 million Baht, down 55.43 percent from the previous year's 13.91 million Baht.
- Overseas mining and stone mill operations and Processing Plant in Chumphon resulted in squandered expenditure totaling 21.57 million Baht in the year 2022. Mostly, there was no revenue in this year 2022, there were fixed costs





including depreciation, staff pay, maintenance expenditures, equipment, machine rental, and warehouse leasing, and so on.

### 3. Costs of administration

Employee expenses, consultancy costs, accounting services, land depreciation, electricity, and other operating expenses are included in the analysis of the Company's current financial expenses. The Company's administrative costs for the 2022 were 84.66 million Baht, an increase of 12.36 percent from the previous year's 75.35 million Baht.

### 4. Net profit (loss)

For the year 2022, the Company had a net loss of 166.32 million Baht, decreased 32.54 million Baht or 16.36 percent from the previous year's a net profit 198.86 million Baht.

### 5. Net profit (loss) for Equity Holders of the Parent

For the year 2022, the Company had a net loss of 165.94 million Baht for Equity Holders of the Parent, down 23.75 million Baht or 12.52 percent from the previous year's net loss 189.69 million Baht.

### 6. Financial Position

#### Total Asset

The Company and its subsidiaries had a total asset of 1,309.23 million Baht as of December 31, 2022, down 8.25 percent from 1,426.96 million at the end 2021. The followings are the main contributors:

Unit : Million Baht

<b>Asset</b> <b>Unit : Million Baht</b>	<b>as at</b> <b>31 Dec 22</b>	<b>as at</b> <b>31 Dec 21</b>
<b>Cash and Cash equivalents</b>	<b>36.97</b>	<b>110.63</b>
<b>Trade receivable</b>	<b>278.61</b>	<b>278.30</b>
<b>Inventories, net</b>	<b>262.57</b>	<b>267.91</b>
<b>Property, plant and equipment, net</b>	<b>321.51</b>	<b>295.64</b>

- As of December 31, 2022, the outstanding balance of cash and cash equivalents was 36.97 million Baht, down 73.65 million Baht or 66.58 percent from Baht 110.63 million at the end of 2021 (December 31, 2021).
- As of December 31, 2022, the Trade Account Receivable was 278.61 million Baht, down 0.31 million Baht or 0.11 percent from 278.30 million Baht the prior year (December 31, 2021). Mining activities and mineral production fees in overseas country made up the majorities of the trade account receivables.
- Inventories, as of December 31, 2022, totaled 262.58 million Baht, down 5.33 million Baht or 1.99 percent from the previous year end's value of 267.91 million Baht (December 31, 2021).
- Land, buildings, office equipment, and mining facilities totaled 321.51 million Baht as of December 31, 2022, up 25.87 million Baht from 295.64 million Baht at the end of the previous year (December 31, 2021). The increase was generated by the purchase of a bitcoin miner.

### Liabilities

As of December 31, 2022, the Company and its Subsidiaries had the total liabilities of 399.18 million Baht, up from 352.91 million Baht at the end of 2021, an increase of 13.11 percent. The followings are some of the major contributors:

Unit: Million Baht

<b>Liabilities</b> <b>Unit : Million Baht</b>	<b>as at</b> <b>31 Dec 22</b>	<b>as at</b> <b>31 Dec 21</b>
<b>Trade Payable</b>	<b>1.58</b>	<b>6.65</b>
<b>Other Payable</b>	<b>44.38</b>	<b>39.73</b>
<b>Employee profit Obligation</b>	<b>7.73</b>	<b>10.12</b>
<b>Short term loan from third party</b>	<b>70.30</b>	<b>40.30</b>
<b>Provision of Conntingent liabilities from Litigation</b>	<b>175.54</b>	<b>175.54</b>

- On December 31, 2022, Trade Account Payable was 1.58 million Baht, down 76.22 percent from 6.65 million Baht on December 31, 2021.
- Other Account Payable was 44.38 million Baht as of December 31, 2022, up 11.71 percent from 39.73 million Baht as of December 31, 2021.
- The short-term loan from a third party was 70.30 million Baht as of December 31, 2022 up 74.44 percent from 40.30 million Baht as of December 31, 2021. It was loan from unrelated third-party entities.
- The provision allowance from revocation of loan repayment was 175.54 million Baht as of December 31, 2022.

### Shareholders' Equity

The total Shareholders' Equity as of December 31, 2022, was 910.04 million Baht, decreased from 1,074.05 million Baht the previous year (December 31, 2021) by 164.01 million Baht, or 15.27 percent.

### Cash Flows

Unit: Million Baht

	<b>31 Dec 22</b>	<b>31 Dec 21</b>
<b>Net cash provided by (Used in) operation activities</b>	<b>(45.01)</b>	<b>(4.30)</b>
<b>Net cash provided by (Used in) investing activities</b>	<b>(53.10)</b>	<b>127.50</b>
<b>Net cash provided by (Used in) financial activities</b>	<b>24.51</b>	<b>(22.51)</b>
<b>Net increase (decrease) in cash and equivalents</b>	<b>(73.65)</b>	<b>100.23</b>
<b>Cash and cash equivalents as at 1 January</b>	<b>110.63</b>	<b>10.39</b>
<b>Cash and cash equivalents as at 31 December</b>	<b>36.97</b>	<b>110.62</b>

The Company and its subsidiaries had a net cash used in operating activities of 45.01 million Baht. In terms of investing activity, 53.10 million Baht. In addition, 24.51 million Baht was earned in financing activities for loan from unrelated third-party entities. As a result, as of December 31, 2022, the Company and its subsidiaries had 36.97 million Baht in cash and cash equivalents, down 73.65 million Baht from January 1, 2022.







## Ratio

Financial ratio	Unit	Year 2022	Year 2021
<b>Financial liquidity analysis ratio (Liquidity Ratios) :</b>			
Working Capital Ratios (Current Ratio)	Times	3.30	5.98
Streamlined Asset Ratio (Quick Ratio)	Times	1.66	2.52
<b>Performance Analysis Ratio(Activity Ratios) :</b>			
Account Receivable Turnover	Times	0.20	0.22
Inventory Turnover	Times	0.03	0.09
<b>Profitability Analysis Ratio (Profitability Ratios) :</b>			
Gross Profit Margin Per Sales	%	0.35	0.62
Return on Equity	%	(0.18)	0.08
<b>Performance Analysis Ratio Operation (Efficiency Ratios) :</b>			
Return on Asset	Times	(0.57)	0.07
Asset Turnover	Times	0.01	0.05
<b>Financial Policy Ratios :</b>			
Debt to Equity Ratio	Times	0.44	0.12

## Part I Business Operations and Performance

### General Information and Other Significant Information





## 5. General Information and Other Significant Information

### 5.1 General Information

#### Company information of Tongkah Harbour Public Company Limited

Company name	Tongkah Harbour Public Company Limited
Head office location	245 Nawamin Road, Nuanchan Bueng Kum, Bangkok 10230 Thailand
Business type	Comprehensive mining management business
Company registration number	0107537002087 (Original PLC. 455)
Phone	+66 (0) 2 915 5656
Fax	+66 (0) 2 509 2114
Website	www.tongkahharbour.com
Email	info@tongkahharbour.com
Registered capital	1,900,848,517.56 baht, divided into ordinary shares 2,066,139,693 shares At a parvalue of 0.92 baht pershare
Paid up capital	1,464,388,506.96 baht, divided into ordinary shares 1,591,726,638 shares At a parvalue of 0.92 baht pershare (As of 31 December 2022)

#### Information of subsidiaries

Presently, TungkahHarbor Company Public Company Limited has 5 subsidiary companies and the list of directors of each company as per attachment 2.

- (1) Company name Skycliff Company Limited

Head office location 245 Nawamin Road, Nuanchan  
Bueng Kum, Bangkok 10230 Thailand

Phone +66 (0) 2 915 5656

Fax +66 (0) 2 509 2114

Business type Property development

Registered capital 211,927,200 baht, 2,119,272 ordinary shares, 100 baht per share

Paid up capital 211,927,200 baht, 2,119,272 ordinary shares, 100 baht per share

Shareholder 94.99% held by Tongkah Harbour Public Company Limited
- (2) Company name Sea Mineral Company Limited

Head office location 245 Nawamin Road, Nuanchan  
Bueng Kum, Bangkok 10230 Thailand

Phone +66 (0) 2 915 5656

Fax +66 (0) 2 509 2114

Business type Tinorein the sea

Registered capital 105,461,600 Baht ordinary shares 1,054,616 shares at a price of 100 baht per share

Paid up capital 105,461,600 Baht ordinary shares 1,054,616 shares at a price of 100 baht per share

Shareholder 99.99% held by TongkahHarbour Public Company Limited
- (3) Company name 89 Capricorn Development Co., Ltd.

Head office location 12 Soi SaphanHin, Phuket Road, Talat Yai Subdistrict, PhuketTownPhuket 83000

Phone 076-212355

Fax 076-212355

Business type Propertydevelopment

Registered capital 315,000,000 baht, ordinary shares 3,150,000 shares, value of 100 baht per share

Paid up capital 315,000,000 baht, ordinary shares 3,150,000 shares, value of 100 baht per share

Shareholder 99.90% held by Skycliff Company Ltd.

- |     |  |  |
|-----|--|--|
| (4) | <p>Company name</p> <p>Head office location</p> <p>Business type</p> <p>Registered capital</p> <p>Paid up capital</p> <p>Shareholder</p>                         | <p>THL MYANMAR Co., Ltd.</p> <p>No.29 / 326, Pan Chan (6) street, Ward (2), ShwePyi Thar Township, Yangon, Myanmar</p> <p>Mining and Energy</p> <p>1,000,000 USD 1,000,000 common shares, 1 par value each</p> <p>100,000 USD 100,000 ordinary shares, par value of 1 USD per share</p> <p>100.00% held by TongkahHarbour Public Company Limited</p>   |
| (5) | <p>Company name</p> <p>Head office location</p> <p>Phone</p> <p>Fax</p> <p>Business type</p> <p>Registered capital</p> <p>Paid up capital</p> <p>Shareholder</p> | <p>Pure Nergy Company Limited</p> <p>245 Nawamin Road, Nuanchan</p> <p>Bueng Kum, Bangkok 10230 Thailand</p> <p>+66 (0) 2 915 5656</p> <p>+66 (0) 2 509 2114</p> <p>Energy Investment</p> <p>5,000,000 baht, 50,000 ordinary shares, 100 baht per share</p> <p>5,000,000 baht, ordinary shares 50,000 shares at a price of 100 baht per share</p> <p>70.00% held by Tongkah Harbour Public Company Limited</p> <p>15.00% holds by Skycliff Co., Ltd.</p> <p>15.00% holds by 89 Capricorn Development Co., Ltd.</p> |
| (6) | <p>Company name</p> <p>Head office location</p> <p>Phone</p> <p>Fax</p> <p>Business type</p> <p>Registered capital</p> <p>Paid up capital</p> <p>Shareholder</p> | <p>Crypinvest Company Limited</p> <p>245 Nawamin Road, Nuanchan</p> <p>Bueng Kum, Bangkok 10230 Thailand</p> <p>+66 (0) 2 915 5656</p> <p>+66 (0) 2 509 2114</p> <p>Energy Investment</p> <p>1,000,000 baht, 10,000 ordinary shares, 100 baht per share</p> <p>1,000,000 baht, ordinary shares 10,000 shares at a price of 100 baht per share</p> <p>90.00% held by Tongkah Harbour Public Company Limited</p> <p>9.99% holds by Pure Nergy Co., Ltd.</p>  |

## References

### (1) Registrar of shares

Company's name	Thailand Securities Depository Company Limited (TSD)
Address	62 The Stock Exchange of Thailand Building Ratchadaphisek Road, KhlongToei, Bangkok10110 Thailand
Phone	+66 (0) 2 229 2800 and +66 (0) 2 654 5599
Fax	+66 (0) 2 359 1259

### (2) Auditor

Auditor's name	AMT Associated Office
Address	491/27 Silom Plaza, Silom Road countyBangRak, Bangkok10500 Thailand
Phone	+66 (0) 2 234 1676, +66 (0) 2 234 1678 and 66 (0) 2 237 2132
Fax	+66 (0) 2 237 2133





## 5.2 Legal Dispute

### Pending lawsuits or disputes

#### **5.2.1 A revocation lawsuit of a loan act and share pledging between the Company, held shares in Sea Minerals Limited, with its subsidiaries and 2 related companies, was filed.**

On May 11, 2012, a company that is in connection with a former director sent a notice to the Company claiming that the Company has an overdue loan of Baht 56.80 million as per the loan agreement and will enforce the share pledge of the Company held in its subsidiary (Sea Mineral Limited). On June 28, 2012, the said related company enforced the share pledge by issuing a public auction. As for the auction, the related company was the only bidder and won the bid at Baht 18.5 million.

The current Board of Directors of the Company agreed that the three loan agreements and the three share pledge agreements as referred by the related company including the former director of the company who took the share certificates from the company for public auction are unlawful agreement and deed that cause damages to the Company. Hence, the Company filed a lawsuit against the two related companies and against the former director of the Company. Details are as follows:

- (1) On 15 June 2012, the Company notified a complaint as a criminal case to the investigating officers of the Sutthisan Police Station for the charge of stealing other people's documents (share certificates) in a manner likely to cause damage. However, as the former executives did not show up as per the issued summons, the inquiry official, therefore, issued an arrest warrant. Later, the Company brought the case to be filed as a criminal case to the court, a black case number 3574/2558. The Court of First Instance had its verdict to dismiss the case. Regarding the case of share certificates, related companies will have the right to enforce pledge by putting up at auction whether or not rightfully shall be sued in a civil way. The Company appealed the case. The Court of Appeals upheld the judgment of the Court of First Instance. The case was final.
- (2) On 25 September 2012, the Company filed a civil case requesting for the revocation of legal acts for 3 loan agreements and 3 pledge agreements. During the court's consideration, the company filed the case for the business rehabilitation. The court ordered to dispose the case.  
The two related companies brought the debt under the 3 loan agreements as mentioned above and filed an application for repayment with the Official Receiver in the business rehabilitation case. The Official Receiver ordered that according to the loan agreements No. 1 and 2 the subsidiary borrowed and the debt has completely been settled. The third contract is a contract that is not dated (date, month, and year of the contract), only the signature of the notary of the lawyer, therefore, it cannot be claimed for debt repayment and it was ordered to dismiss the petition accordingly.  
The two related companies filed objections to the court's order with the Central Bankruptcy Court. Later, the Central Bankruptcy Court dismissed the petition. Both related companies did not appeal against the order. The case was final. From the above decision of the Official Receiver, both related companies could not bring all 3 loan agreements to file a case and force the Company to repay the debt. Therefore, civil litigation is not beneficial to the Company and therefore the case is final.
- (3) On 26 October 2012, the Company filed a civil case requesting to withdraw the auction of the Company's share certificate. During the court's consideration, the Company has filed the business rehabilitation case. The court ordered to dispose the case.  
Later, the Company exited the business rehabilitation plan and will continue taking legal action. However, since the related company has been removed from the registrar as a company (abandoned company) by the register officer, therefore it is no longer a juristic person. Thus, to continue taking civil action, petition must be submitted to the court requesting that the company return to its original state otherwise the case cannot be brought forward.
- (4) On June 12, 2013, the Company filed a Criminal Case for 2 charges of false statements in the documents following the Securities and Exchange Act. The case is under the additional inquiry of Inquiry Officer.

### **5.2.2 Case of Claim for special compensation for relocating the establishment.**

On February 8, 2022, a former employee filed a lawsuit with the Central Labor Court demanding special compensation for relocating the establishment in the amount of 525,000 baht with interest at the rate of 15% per annum. At this time, the case is still in the trial process. The court made an appointment to examine the defendant's witnesses on May 25, 2023 and the prosecution's witnesses on May 26, 2023.

### **5.2.3 Liabilities that may arise from litigation**

During the bankruptcy proceedings, the Official Receiver of Tungcum Company Limited, a former subsidiary of the Company, filed a request with the court on December 31, 2022, asking for the revocation of a loan repayment of 175,539,796.88 Baht to three subsidiaries of the Company : Sky Cliff Company Limited, 89 Capricorn Development Company Limited, and Sea Minerals Limited.

At present, the case between the Official Receiver and Skycliff Company Limited requesting to cancel the repayment of the loan amount At the amount of 85,749,974.46 baht, the case was finally reached with an order to revoke the payment that Tungcum Co., Ltd. paid to 89 Capricorn Development Co., Ltd. and return the amount. 85,571,967.22 baht with interest of 7.5 per year on the principal from the date of the court order (This case has been issued a decree.)

At present, the case between the Official Receiver and 89 Capricorn Development Co., Ltd. requesting to cancel the repayment of the loan amount 33,467,829.66 baht, then the case has reached the end with an order for the objector to pay. 33,467,829.66 baht with interest of 7.5% per year from the date of the bankruptcy court's order onwards until April 10, 2021 and responsible for interest at 5% per year from April 11, 2021 onwards until payment is made to The petitioner, however, the interest rate shall be adjusted according to the Royal Decree issued under the PPD. Section 7 plus an additional rate of 2 percent per year, but not exceeding the rate of 7.5 percent per year upon request, court fees in bankruptcy court and in appeal proceedings shall be folded. In addition to solving according to the bankruptcy court (This case has been issued a decree.)

At present, the case between the official receiver and Skycliff Co., Ltd. requesting a cancellation of loan repayment in the amount of 56,500,000 baht, the Court of Appeal has ordered the objector to pay 56,500,000 baht plus interest at 5% per annum of the principal from the court date. There is an order to revoke debt payments. until payment is completed which the company Applied for permission to submit a petition to the court on January 25, 2023.





## Part II Corporate Governance

### Corporate Governance Policy

## 6. Corporate Governance Policy

### 6.1 Overview of Corporate Governance Policies and Practices

Compliance with the principles of good corporate governance is important to the Board of Directors. It is organized into five chapters that discuss essential corporate governance principles as follows:

#### Chapter 1 Rights of Shareholders

The Company understands the importance of shareholder values and rights. As a result, the following principles for monitoring shareholder rights have been established:

##### 1. Annual Meeting of Shareholders

- 1.1 The Company must publish its policy of encouraging or promoting all types of shareholders, particularly institutional shareholders, to attend the annual meeting of shareholders.

The Company sends an invitation letter to the Annual General Meeting of Shareholders that includes the meeting's date, time, and location, as well as the meeting agenda, which includes clarifications and rationale for each agenda item as specified in the invitation letter for the General and Extraordinary Meeting of Shareholders.

- 1.2 At the shareholders' meeting, the Company offers a meeting place with sufficient capacity to accommodate the number of shareholders, appropriately allocates time, and encourages shareholders to address questions about the Company. Furthermore, the Company allows shareholders to submit questions in advance of the meeting by clearly defining the regulations for submitting questions in advance and notifying shareholders with the invitation letter to the shareholders' meeting.

- 1.3 Minority shareholders suggest a list of qualified candidates for election as directors in advance of the annual general meeting of shareholders, based on the Company's criteria for director nomination.

- 1.4 The Company assists shareholders in fully exercising their rights to attend meetings and vote, and refrains from taking any action that restricts their ability to attend such meetings, such as making it excessively difficult or expensive to do so.

##### 2. Actions to be taken on the date of the Annual Meeting of Shareholders

- 2.1 The Company supports the use of technology in shareholder meetings, such as shareholder registration, vote counting, and scored voting display, in order for the meeting to be conducted swiftly, accurately, and precisely.

- 2.2 Every Director, the Sub-Committees, and the Company Secretary are obligated to attend every shareholders' meeting, unless they have another vital duty to do, in order to answer questions and listen to shareholder opinions. Additionally, all members of senior management attend the shareholders' meeting to answer questions.







### **3. Preparation of minutes of meeting and disclosure of the shareholders' meeting resolutions**

3.1 Before going to the meeting, the Company offers a memorandum of clarification, the voting process, and the way of presenting the voting results to the meeting in the minutes of the shareholders' meeting. Shareholders will also have the opportunity to express complaints or ask questions. All questions and replies are also recorded, as are the voting results of each meeting agenda, which show how many shareholders agree, disagree, or have no vote.

3.2 The results of voting for each agenda item at the Company's Annual General Meeting and Extraordinary General Meeting of Shareholders are made available to the public.

## **Chapter 2 Equitable Treatment of Shareholders**

There are corporate governance principles that the Company adheres to in order to protect the fundamental rights of its shareholders in an equitable and fair manner and to increase investor confidence in the company. The following are the guidelines:

### **1. Providing information prior to the meeting**

1.1 The Company respects the rights of its shareholders and treats them equally. Each shareholder has the option of receiving information or papers in Thai or English.

1.2 The Company issues an invitation letter to the Annual General Meeting of Shareholders at least 28 days prior to the meeting date. The meeting agenda is included in the invitation letter, together with information, justifications, and reasons for each agenda item's consideration. Furthermore, the Company provides and publishes the Company's invitation letter for the shareholders' meeting in both English and Thai on its website.

### **2. Protection of Minority Shareholders' Rights**

2.1 Minority shareholders are encouraged to suggest an extra agenda item prior to the meeting date, or to nominate a person to be appointed as a director, at least 45 days before the Annual General Meeting of Shareholders. In this regard, adding an additional meeting agenda and proposing a person (s) to be a director (s) of the Company must adhere to the law and the Company's regulations.

### **3. Preventing the use of internal information**

The company has a policy against using internal information for personal gain. As a result, the Company has determined that all directors and executives are required by law to report their securities holdings. They must also send the report to the Board of Directors on a regular basis and reveal their holdings in the annual report of the Company.

### **4. Conflicts of Interest Among Directors**

The Company has established a policy regarding the conflict of interests of its directors when considering any meeting agenda by restricting them from participating in the discussion.

### Chapter 3 Accountabilities for Company's stakeholders

The Company has taken care of all categories of stakeholders by considering their legal and contractual rights. As a result, the Company has clearly defined practices and guidelines to oversee the roles it plays in relation to each set of stakeholders, as follows:

#### **Shareholders Policies and Guidelines**

In terms of business operations, the Board of Directors is committed to be a good representative of shareholders in order to provide the highest level of shareholder satisfaction while considering the company's long-term value growth. The Board of Directors is also responsible for efficiently operating the business in a transparent and honest manner for the stability and maximum benefit of shareholders, as well as respecting rights and treating all shareholders equally. Furthermore, the Board of Directors thoroughly communicates the company's performance to its shareholders accurately, regularly, and truthfully, and will not disclose the Company's confidential information to anyone in an unauthorized manner.

#### **Customers Policies and Guidelines**

The Board of Directors has strived to innovate and produce products that will satisfy customers. The following are the policies and guidelines for customers.

1. Maintain and control product and service quality.
2. Create a price policy that is both fair and suitable.
3. Provide and improve a suitable service system that is compliant with commercial agreements.
4. Negotiate a reasonable contract with customers. (Not to deprive customers of benefits or put them at a competitive disadvantage)
5. Be truthful, timely, and accurate when disclosing relevant and valuable information.
6. Treat confidential information about customers as if it were company information, and will not utilize it for the profit of himself or his comrades.
7. The Company has no policy for executives or employees to demand, accept, or agree to receive either money or things or any other benefits from people related to the company's business unless it's a traditional gift that doesn't affect business decisions. As for this, such giving should not be of high value and such actions must be carried out openly.

#### **Trade Competitors Policies and Guidelines**

The Board of Directors conducts business in a free and fair manner, does not seek competitors' confidential information by dishonest or improper ways, and does not engage in acts that infringe on competitors' and others' intellectual property, and does not falsely accuse competitors.





### **Business Partners and Creditors Policies and Guidelines**

The Board of Directors treats its business partners with equality and consideration for mutual benefits as well as adheres them to business operations in order to develop confidence with its creditors. The following are the policies and guidelines.

1. Promote fair trade competition by designing an acceptable procurement and service delivery approach that focuses on transparency and effectiveness.
2. Invite bidders who provide good rates and actually pay attention to the biddings, rather than inviting bids only to meet the minimum number of bidders required by the legislation. Furthermore, each bidder must receive the identical data, information, and terms in writing. If an oral notification is given, a written confirmation is required afterwards.
3. Management or employees involved in procurement and services must disclose personal information and/or the nature of personal relationships with one's own, spouse, close relative, or personal relationship with one of the bids that may have a direct impact on the transparency of their tasks. Furthermore, the aforementioned individuals must demonstrate accountability by refraining from participating in the final decision-making process.
4. Provide fair contracts and adhere to creditor and business partner agreements. If it is predicted to be unable to execute, a dialogue with the business partner/creditor should be held as soon as possible to find a solution together to avoid any damages.
5. Disclose relevant and helpful information in a truthful, accurate, and full manner, in a timely manner, and without falsification of facts.

### **Employee Policies and Guidelines**

The Board of Directors fully understands that each and every employee is the company's most precious resource and a key contributor in attaining objectives. The Company therefore takes care of them and treats them with fairness in terms of opportunities, salary, appointments, transfers, and terminations. Aside from that, the Company encourages employees to grow and demonstrate their potential in order to contribute to the organization's overall development for long-term success. Employee policies and guidelines are as follows:

1. Treat employees with dignity and respect their human rights.
2. Make appointments, transfers, rewards, and punishments with honesty and without discrimination, based on knowledge, skill, suitability, and fairness.
3. Evaluate staff performance and growth on a regular basis.
4. Provide employees with fair and suitable compensation in various aspects based on each employee's knowledge, capability, experience, job position, responsibility, and performance, taking into account the Company's business performance and socioeconomic environment.
5. Provide suitable welfare and benefits to employees in comparison with other companies in the same or similar businesses and in line with the law, such as provident funds for employees, etc.
6. Continuously and consistently support and focus on the development of knowledge, abilities, and potentials that

are valuable to employees at all levels for the advancement of their careers.

7. Maintain a clean and safe working environment for employees' lives and property at all times.
8. Encourage and promote employees to improve their quality of life and to assist the well-being of their families so that they can be happy and self-reliant in the long run.
9. Manage the work properly and avoid any unjust actions that could jeopardize employees' job security.

### **Community, Society, and Environment Policies and Guidelines**

The Board of Directors adheres to ethical business practices and good corporate governance, as well as having clear duties toward communities, society, and the environment. The Company conducts business by emphasizing care for neighboring communities and communities impacted by the company's operations, so that everyone can live peacefully and contribute to long-term development. The following are the policies and guidelines for the community, society, and environment.

1. Operate or control in a manner that rigorously complies with all applicable regulations and laws, including corrective measurement and the prevention of environmental consequences that have been approved by the environmental regulator.
2. Strive to establish positive relationships with members of the community and forge a bond between company and the community. Promote positive relationships, which are the foundations of long-term coexistence.
3. Take part in social and community responsibilities in improving the quality of life by considering a variety of elements, not just the fundamentals, but also the community's well-being.
4. Contribute to the community's economic development in order to live within the Sufficiency Economy Principle. The company promotes activities that promote knowledge development and career advancement so that employees can rely on themselves and care for one another in a long-term manner.
5. Look after and improve the physical and mental health of the community.
6. Regularly participate in and support community retention and upliftment initiatives, including religious and voluntary activities.
7. Focus on community welfare by preventing and advocating for remedial action that may affect or cause harm to the community's lives and properties by jointly monitoring dangerous substances and providing support by serving as a direct coordinator to deal with concerns.

### **Communication with Stakeholders**

The Company provides communication channels for stakeholders to express their ideas as well as to provide clues in the event that they witness suspected business ethics violations or non-compliance. Stakeholders may report clues or concerns through the following channels, as appropriate:





1. Supervisors who can be trusted at all levels
2. Sending by post : Chairman of Audit Committee or independent Director  
Tongkah Harbour Public Co.,Ltd.  
  
245 Nawamin Road, Nuanchan,  
Bueng Kum District, Bangkok 10230
3. Sending by email : [accommittee@tongkahharbour](mailto:accommittee@tongkahharbour)
4. Website : [www.tongkahharbour.com](http://www.tongkahharbour.com)

## Chapter 4 Information Disclosure and Transparency

The Board of Directors places a high value on the accurate, complete, timely, and transparent disclosure of important information about the Company, both financial and non-financial information, in accordance with the Securities and Exchange Commission and the Stock Exchange of Thailand's regulations, as well as other information that may affect the price of the Company's securities. All of the above information has an impact on the decision-making process of the Company's investors and stakeholders.

The company has appointed a Company Secretary to represent the company in order to communicate and disseminate useful information to shareholders, institutional investors, securities analysts, and other related parties both domestically and internationally via various channels, including the Stock Exchange of Thailand's news system and the Company's website.

## Chapter 5 Responsibilities of the Board of Directors

The Board of Directors is made up of skilled individuals with diverse backgrounds who are knowledgeable, capable, and experienced in a variety of professions. A sufficient number of directors are in place to oversee the Company's operations. Furthermore, independent directors must account for at least one-third of the total number of directors, with non-executive directors accounting for at least half of the board members. This is to ensure a healthy balance of non-executive and executive directors.

Directors, on the other hand, must be qualified and free of any forbidden qualities under the laws governing public limited corporations and other applicable legislation. Moreover, not less than half of the entire number of directors must reside in the Kingdom of Thailand.

### Tenure

Each Director is appointed for a three-year term. One-third of the directors on the Board of Directors at the time of the Shareholders General Meeting must resign. If the number of directors who must resign from their positions in the first and second years cannot be divided exactly by one-third, a similar amount must be used, but not more than one-third of the directors who must retire in the first and second years. Following the company's registration, a draw process will be utilized to select one (or more) to be retired. However, the retired director (s) from this event, can be re-elected to hold a new position.

In the case a director's position falls empty for reasons other than the end of the term, the Board of Directors must elect a replacement with at least three-fourths of the remaining directors voting. They will choose a person(s) to be appointed as a director at the next Board of Directors' meeting who has the necessary qualifications and does not have any forbidden qualities as defined by public limited company regulation and the Securities and Exchange Commission. If the remaining

term of the director's vacancy is shorter than two months, the person elected to replace him or her can only serve for the remainder of the director's tenure.

## 6.2 Code of Conduct

The Board of Directors has a policy to promote corporate governance by focusing on operating the business in accordance with social responsibility principles to meet the needs of all stakeholders and to achieve a good balance between business, society, and the environment, which will result in a sustainable organization.

On the basis of good governance and accountability for internal and external stakeholders, the Board of Directors produces a manual of "Code of Conduct" to be used as a guideline for the Company's directors, executives, and staff of Tongkah Harbour Public Company Limited. The Company specifies that all directors, executives, and staff must follow the "Code of Conduct". To ensure compliance with the Code of Conduct, the Company sends an electronic message to everyone in the organization explaining the policy, as well as posts an announcement on the Company's public relations board.

The above-mentioned Code of Conduct was created using the concepts of honesty, transparency, and justice, as well as good corporate governance and social ethics.

## 6.3 Changes and Developments of Policies, Guidelines, and Corporate Governance Systems in the Past Year

The Company recognizes the importance of good corporate governance in supporting the Company's operations to be efficient and grow sustainably, resulting in the best possible outcomes for all stakeholders, including employees, investors, and other stakeholders.

As for this, the Board of Directors recognizes the importance of corporate governance and examines its policies, processes, and systems on a regular basis.





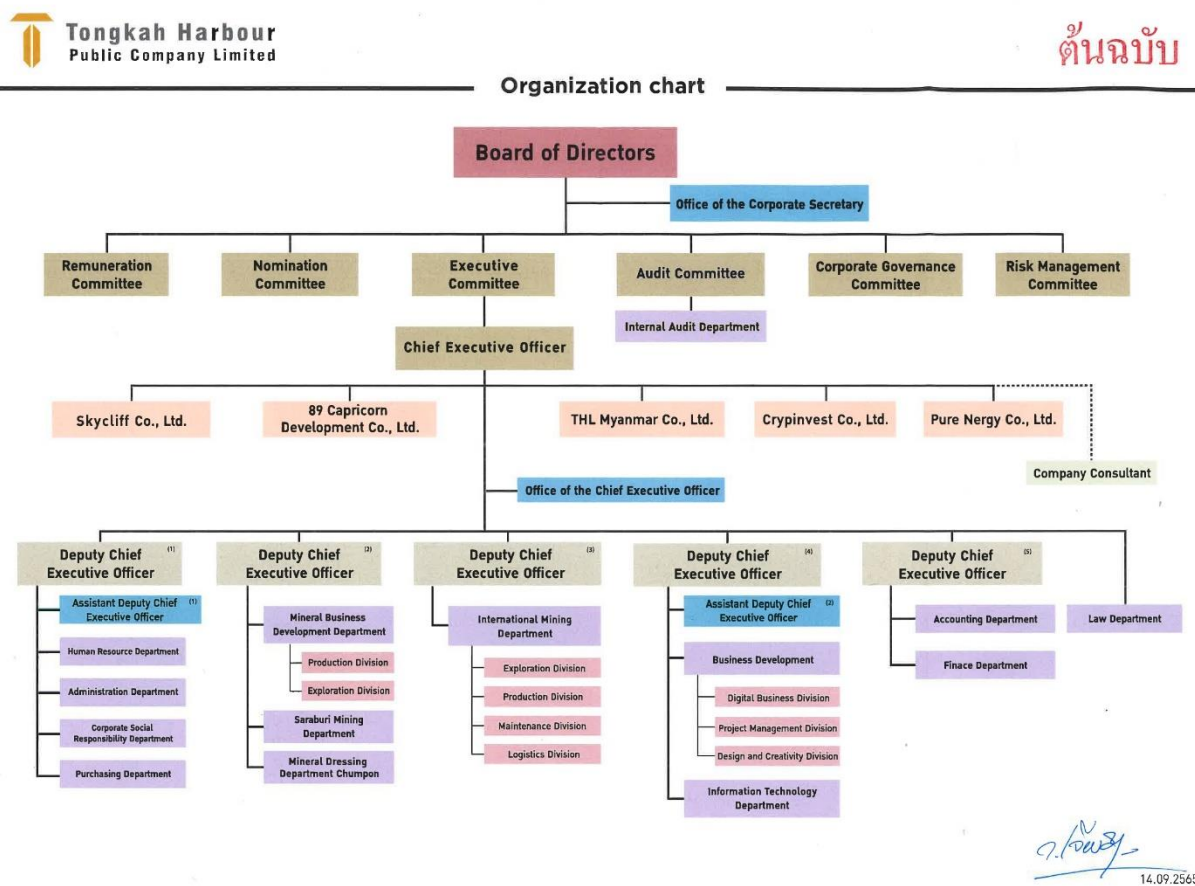
## Part II Corporate Governance

# Corporate Governance Structure and Important Information about the Board Sub-Committees, Executives, Employees and Others

## 7. Corporate Governance Structure and Important Information about the Board Sub-Committees, Executives, Employees and Others

### 7.1 Corporate Governance Structure

The Board of Directors consists of 6 sub-committees, comprising the Executive Committee, Audit Committee, Nomination Committee, Remuneration Committee, Good Corporate Governance Committee and the Risk Management Committee. It consists of qualified persons with knowledge, abilities and experiences in various fields. and there are sufficient number of directors to supervise the Company's business.







## 7.2 Board Information

### Board of Directors

#### Charter Board of Directors

##### Objective

The Board of Directors of the Company on behalf of shareholders who have a significant role in determining the direction of the company. As well as overseeing the management of the Company pursuant to the articles of association of the company to create value for the Company. And to the best interests of the Company and its shareholders in the long term.

The Board recognizes the importance of good governance to build trust with shareholders and stakeholders on all sides. Each Director shall perform his duties in a responsible manner, integrity And carefully preserving the interests of the company Including the need to comply with the laws and regulations of the Board of Directors. As well as the resolutions of the shareholders' meeting.

So this Charter, the Board aims to understand the role of directors. The duties and responsibilities towards the shareholders of the Company. And demonstrate that they can perform such functions effectively. Effective and transparent

##### Element

1. Directors are shareholders of the company or not.
2. A Board of Directors consisting of not less than five directors and not less than one-half of the directors must be resident in the country.
3. The Board of Directors shall consist of independent directors, at least one-third of all directors. But shall not be less than three independent directors must be independent of the control of management. Its major shareholders And must not have been involved or have an interest in the financial and administrative affairs. The property is fully qualified according to the criteria prescribed by the Independent Commission Capital Market. 28/2551 concerning the request and permission of offering of newly issued shares (the "Jor. 28/2551. ")
4. Board of Directors Audit Committee shall consist of not less than three members of the audit committee must be independent. And qualified as announced Jor. 28/2551 The scope, duties and responsibilities under the Stock Exchange of Thailand. ( "SET") Notification.
5. The Board of Directors shall elect a Chairman. The Board of Directors considers it appropriate, the Board may choose one or several deputy chairman.

##### Property

1. Directors must be individuals who have knowledge and experience that will benefit the business. Are honest, ethical business practices.
2. The director must possess qualifications and not be prohibited under the law governing public limited company. And the Securities and Exchange Act. In addition, there must not be any characteristic that indicates the lack of appropriate to be trusted to manage the business of shareholders as prescribed by the Securities and Exchange Commission. It must be a person named in the list of directors and executives of the company issuing the securities under the Notification of the Capital Market Supervisory Board regarding the criteria for listing the names of persons in the system, the list of directors and executives of the company. Issued securities
3. The director is not able to conduct business with the same conditions and compete with the Company's business. Or partnership or directors in other juristic persons who have the same conditions and are in competition with the business of the Company, whether for the benefit of one or the other. Except for the notice to the meeting of shareholders prior to the appointment.
4. The directors must inform the Company without delay. If you have an interest in a contract made by the Company, directly or indirectly, shares or debentures, increase or decrease in the company. Or its affiliates

### **The term of office and election of directors**

1. Election of Directors according to the Articles of Association. And laws However, it must be transparent and clear to the nomination. The need to consider the educational background and professional experience of the candidates. Including features and prohibitions. The details are given adequate consideration. For the purpose of the decision of the Board of Directors and shareholders.
2. In every annual general meeting. One-third of the members While freeing it from If the number of directors to vacate office may not fit into one of three. Then the number nearest to but not more than one-third. The directors to retire in the first and second year. After company registration The longest that anyone will leave the subsequent years, the directors who were in office longest shall retire from office. If at any time there are several directors remain in office for a long time as well. The number is more than the amount required to retire from office at that time. Such directors shall retire from office by a random drawing. And directors who retired by rotation may be re-elected to a new position.
3. Apart tenure ago. When a member vacates office
  - dead
  - resign
  - Disqualified or prohibited under the law on public companies. And / or regulation of the Securities and Exchange Commission.
  - At the meeting, shareholders voted to issue a vote of not less than three-fourths of the shareholders. Present and voting. And holding shares amounting to not less than one-half of the shares held by the shareholders present at the meeting and entitled to vote.
  - The court ordered the release
4. Any director who wishes to resign must submit a resignation letter to the company. The resignation is effective from the date of his resignation to the company. A member who resigns will announce the resignation of the registrar public mind with.
5. In cases where the position is vacant due to reasons other than retirement by rotation. The Committee shall select a person with the votes of not less than three-fourths of the remaining directors. Choose those who are qualified and not disqualified under the law on public companies. Law and Securities and Exchange Commission defines as directors in the board meeting the next time.

### **Duties and Responsibilities**

The Commission has the authority and responsibility to manage the company according to the law. And Articles of Association And the resolutions of the general meeting of shareholders that are legal with integrity and protecting the best interest of the company. Overall authority And responsibilities include:

1. Provide shareholders an annual general meeting within four months after the end of the accounting period of the company. To send a notice to the Board of Directors. And a notice calling the shareholders' meeting, including the agenda and documents in advance. As defined in the Articles of Association.
2. Provide accounting system Financial reporting and auditing are very reliable. The system ensures that a document that can verify the accuracy of the information later. Internal controls and internal audit. And manage risk effectively and efficiently.
3. Provide financial statements at the end of the accounting period. To be accurate to the financial position and results of operations in recent years has corresponded to reality. Complete and correct, according to the generally accepted accounting standards. And audited by the auditors of the Company prior to submission to the shareholders for consideration and approval.
4. Targeted policies, plans business. And the company's budget Supervisory Control Administration and management of the administration to adhere to the policy plan. And forecast budget with efficiency and effectiveness.  
The committee also has the responsibility to oversee the company. The Company's subsidiaries and affiliates comply with the Securities and Exchange Commission. Notification of the Capital Market Supervisory Board The Exchange's regulations, such as the Transaction. And the acquisition or disposal of major assets or laws relating to the Company's business.
5. Review and approve the expansion plan investment projects, as well as joint investment with other operators as proposed by the management.





6. Policy enforcement and control mechanisms of corporate governance on the investment subsidiary.
  - 6.1 By performing the duties and responsibilities which have been designated for the director who has been approved by the Board of Directors of the Company. As the director Or management of the Company in proportion to their shareholding in the Company. In that subsidiary
  - 6.2 Tracking the performance of its subsidiaries, according to the plan continues.
  - 6.3 Monitoring the subsidiary disclose information about the financial position and results of operations. The transaction And the acquisition or disposition of assets that are significant to the Company a duly completed correctly.
  - 6.4 If that is the case, the subsidiary transactions with related parties. With the acquisition or disposition of assets. Or any other transaction that important. Board of Directors especially Directors or any other person who has been approved by the Board of Directors. For appointment as directors or executives of the subsidiaries are responsible for ensuring that companies comply with regulatory mechanisms on the transactions with the related parties. Acquisition and disposition of assets, including essential items which the Company has determined that the consideration of this transaction, the subsidiary of a similar transaction rules. The nature and size of the company. Must be approved by the Board of Directors or the shareholders of the company, as appropriate.
7. To consider and approve the appointment of the person as a director and / or management of the subsidiaries. According stake in the subsidiary. Including the use of policy control mechanisms and corporate governance, the investment in the subsidiary. To illustrate how companies are subsidiaries of regulatory mechanisms stipulated in the Notice Jor. 28/2551 regarding the approval and permitting the sale of new shares.
8. Determine the management structure Has the power to appoint Executive Committee Chief Executive Officer And other appropriate committees such as the audit committee. The Nomination and Remuneration Committee. The risk management and corporate governance as well as the scope of authority. The remuneration of the executive committee. Chief Executive Officer And Committees are appointed.

The delegation of authority to impose duties, must not be authorized by the Board of Directors. Chief Executive Officer And Committees You can approve transactions that may have conflict of interest or a conflict of interest with any other company. Or its subsidiaries (if any) unless the approval is based on policies and regulations of the Board of Directors considered and approved already.

In the event the Board of Directors, the Chairman and Chief Executive Officer. Or others operating in the commission of any such delegation must be made in writing. Or save it as a joint committee of the board of directors clearly. And the scope of authority of the attorney clearly.
9. The Board of Directors may authorize one or more persons or any other person to act on its behalf by the Commission under the control and supervision of the board. Or may authorize such person so authorized by the Board of Directors and within the Board of Directors. The Board of Directors may revoke or modify the authorization for that. When appropriate

The power of attorney must not be authorized to make such a person can be considered and approved the transaction in which he or any person who may have conflicts of interest. Stakeholders Or there may be a conflict of interest in any other way to make up the company. Or its subsidiaries (if any) except for normal business transactions according to trade conditions in general. Or the policies and guidelines of the Board of Directors considered and approved already. By the rules, conditions and procedures prescribed by the transaction. Acquisition and disposition of assets of listed companies under the Capital Market Commission. And / or announcements Any other relevant authorities.
10. Directors and management must report to the Company of its interest or individual relevance. The stakeholders involved in the management of the company. Or its subsidiaries in accordance with the rules, conditions and procedures for the notification of the Capital Market Commission.
11. Directors and management must jointly responsible party trading the Company's securities in any damage. This occurs due to the disclosure of information to shareholders and the general public with the message that is false in essence. Or concealed facts which should be disclosed in essence, as defined in the Securities and Exchange Law. Unless the directors and management will prove that he is not aware of the actual data or lack of data that should have prompted it.
12. Prohibiting directors and executives, including spouses and minor children of Directors. Or the management of information within the company. And its subsidiaries or associated companies. Both are derived from the act or acts in any other way. Has or may have a significant impact on the Company. Subsidiaries or associated

companies To benefit themselves or others, whether directly or indirectly and whether they receive compensation or not.

13. Directors and executive officers of the Company, including related parties of such directors and executives have a duty to notify the company of their association. And transactions with companies Subsidiaries or associated companies which may give rise to conflicts of interests. And avoid transactions that may pose a conflict of interest with the company. Subsidiary or associate.

### Meeting

1. The Board of Directors shall be in accordance with law. And articles of association, which normally set to be held at least once every 3 months. The Chairman shall convene the meeting of the Committee. If the office of President becomes vacant or is unable to perform his duties. If the Vice Chairman, the Vice Chairman shall convene the meeting. The Vice Chairman is absent or unable to perform their duties. Chief Executive Officer A conference call instead
2. In the meeting, the Chairman of the Board. Or who has been assigned Delivered the invitation letter by registered mail. Or delivered to the Directors by date, time, place and the parties to the Convention to the Committee not later than seven days before the meeting. Unless urgent need to protect the rights and interests of the company. The meeting will be informed by other means, and the meeting date earlier than that.
3. In the case of the Two or more requests to call a board meeting. The Chairman shall determine the date of the meeting within fourteen days from the date of receipt of the request.
4. The Board of Directors shall be not less than half of the total members to act as the terminals. If the Chairman is not present at the meeting. Or is unable to perform his duties If the Vice President, the Vice President, to preside over the meeting. If there is no vice president or unable to perform his duties, the members present shall elect one among themselves to chair the meeting.
5. The decision of the Board of Directors. Holding the majority The director has one vote, one vote. But a director who has an interest in any matter without the right to vote on the matter. If the votes are equal, the chairman of the meeting shall have an additional casting vote.
6. The Chairman Or director who has been tasked by the President to determine the date, time and place of the meeting of the Board of Directors, at a meeting that could be defined as something other than the locality where the head office of the Company or neighboring provinces. Any If the Chairman of the Board of Directors appointed by the President. Nor designated meeting place To take place at the headquarters of the company as a meeting place.
7. Company Secretary Serves to take notes and prepare a report within fourteen days kept the minutes. Annual General Meeting Following support for the Board to act in accordance with the laws and regulations. And the resolution of the shareholders' meeting. Including coordination with the relevant parties.

The current Board of Directors as at December 31, 2022 amounted follows;

- |   |  |
|---|--|
| 1. Mr. Suthep Buraman                   | Chairman of the Board of Directors/Executive Committee   |
| 2. Mr. Wijit Jiemwijitkul               | Chairman of the Executive Committee/CEO                  |
| 3. Mr. Prot Pattakaree                  | Vice Chairman of the Board of Directors 1                |
| 4. Assoc Prof. Dr. Tharinee Phongsuphat | Chairman of the Audit Committee and Independent Director |
| 5. Mr. Nipon Keeratipitayaporn          | Audit Committee and Independent Committee                |
| 6. Dr. Nikom Chompulhong                | Audit Committee and Independent Committee                |
| 7. Mr. Sophon Noomthong                 | Independent Committee                                    |
| 8. Dr. Somjai Maneewong                 | Independent Committee                                    |
| 9. Mr. Patiphon Samacjan                | Independent Committee                                    |
| 10. Mr. Somchai Kraiutthiwong           | Director   |
| 11. Mr. Grit Kongpattanyothin           | Director   |
| 12. Mr. Vichai Benjapalaporn            | Director   |





## 7.3 Sub-Committees Information

### Executive Committee

The Executive Committee consists of 5 members as follows:

- |                                 |   |
|---------------------------------|---|
| 1. Mr. Wijit Jiemwijitkul       | Chairman of the Executive Committee and Chief Executive Officer |
| 2. Mr. Suthep Buramarn          | Executive Director  |
| 3. Mr. Grit Kongpattananayothin | Executive Director  |
| 4. Mr. Prot Pattakaree          | Executive Director  |
| 5. Mr. Vichai Benjapalaporn     | Executive Director  |

### Executive Board Charter

#### Purpose

The Board of Directors appoints the Executive Committee, which consists of qualified directors and executives, to manage and control the Company's business as assigned by the Board of Directors. This charter is intended to provide the Executive Board with an understanding of their roles and responsibilities, and to use this charter as a guideline for their duties.

#### Factors

1. The Executive Committee consists of not less than three directors.
2. The Board of Executive Directors shall elect one of them to be the Chairman of the Executive Committee. In the event that the Board of Directors deems it appropriate, one or several directors may be elected.
3. The Executive Chairman may be the same person as the Chief Executive Officer.

#### Qualities

1. Executive Committee must be a knowledgeable and experienced person who will be beneficial to the business operation of the company as well behave Honesty, ethically in business.
2. Executive Committee must have required qualification and no prohibited characteristics under the law governing public limited company -Also Securities and Exchange Act and other relevant laws.

#### Term of office and election directors

1. The Executive Board is appointed by the Board of Directors. This is in accordance with the Company's regulations. It specifies that a director may be assigned by a Board director or many of them acting on behalf of the board of directors.
2. The Executive Board shall vacate office upon
  - Death
  - resign
  - Lack of qualifications and prohibited characteristics as required by law.
  - The Board of Directors resolved to issue
3. An executive resigns from office need to submit a resignation letter to the company. The resignation will take effect from the date the letter is issued to the company.
4. When the Executive Director resigned -the Board of Directors selects any person who is qualified to be Executive Director.

#### Duties and Responsibilities

The Board of Directors has entrusted the Executive Committee with the power and duty to manage the Company's business and management affairs, set policies, business plans, budgets, management structure and management powers. To set criteria for business operation, to be in line with economic conditions and submit to the Board of Directors for approval and follow up the performance of the Company in accordance with the policy.

Summarize the important responsibilities and responsibilities as follows.

1. Provide guidelines for determining the powers, duties, supervision and coordination, and define the powers and duties of the working group. Or the management team. Consider and approve the proposals. Proposed by the management or working group.
2. Approve the proposal Proposed by various working groups. For the benefit of management and Doing business for the purpose of the company.
3. Feasibility study for new projects as deemed appropriate, including related legal acts.
4. Has the power to approve investment or invest with the company and various forms. The authority to approve the calculation of transaction size of the disclosure criteria for the acquisition or disposition of assets 2004 of the Stock Exchange of Thailand. "3calculate the size of the transaction according to the criterion and the value is lower than fifteen percent ", including the six months prior approval of the current transaction to the same value.
5. To consider and approve the Company's rules, regulations, policies, and business operations. Or any action. Binding company
6. Advise the policy. The duties of the Chief Executive Officer and the Special Working Group.
7. Has the power to approve the appointment of disciplinary commissioners. Salary, wages, benefits, bonuses, bonuses and other returns. The costs and facilities of officers or employees of companies with managerial positions. Including the Chief Executive Officer. Or special teams
8. Other tasks assigned by the Board of Directors.
9. Has the power to appoint any person or group of persons. To operate the Company under the control of the Executive Committee. Or may delegate authority to such person or group of persons have the power to act as the Executive Board deemed appropriate and have the power to change, cancel, and revoke such power.
10. Has power to appoint the chairman of the consultant or advisors of the Executive Committee, as appropriate and with authority to determine remuneration. Benefits, facilities and other expenses of consultants or consultants.
11. Executive Committee or the Chairman of the Executive Committee has the power to call the Executive Board meeting and / or the rules and regulations of the meeting as it deems appropriate.
12. To consider approving the power to manage the business according to the rules and regulations.
13. Has the power to approve and withdraw money from all accounts of the Company and use the credits at all banks or financial institutions where the Company exists, as well as to open accounts and / or apply for loans in various forms with any bank or financial institution as well. The Company's securities are pledged as collateral for such debt, both registered and unregistered.

### **Meeting**

The Executive Board is scheduled to meet at least once a month. To consider Duties and Responsibilities of the Board of Directors. All the member from The Board of Directors shall consider and approve the matters that may be proposed to the Board of Directors for consideration and approval from employees of the Company, Associated or those who deem appropriate to attend the meeting. Comment or submit information as deemed relevant or necessary.

### **Executive Board Report**

The Executive Committee shall report its performance to the Board of Directors and report the performance of the previous year to the shareholders in the Annual Report. The details are as follows.

1. Number of meetings
2. Number of times each executive board member attended the meeting.
3. The performance of duties as prescribed by the Charter.







## Audit Committee

The Board of Directors still requires the Audit Committee in accordance with the guidelines of the Stock Exchange of Thailand. At least three independent directors are required to be members of the Audit Committee. There are 3 members of the Audit Committee.

- |                                       |  |
|---------------------------------------|--|
| 1. Assoc.Prof.Dr. Tharinee Pongsupatt | Chairman of the Audit Committee and Independent Director |
| 2. Mr. Nipon Keeratipttayaporn        | Audit Committee and Independent Director                 |
| 3. Mr. Nikom Chompullhong             | Audit Committee and Independent Director                 |

Assist.Tharinee Phongsupatr is a member of the Audit Committee with knowledge and experience in reviewing the Company's financial statements.

### Charter of the Audit Committee

Board of Directors from Tongkah Harbour PCL is aware of the importance of Good Corporate Governance which is a tool or mechanism to lighten the burden of the Board. Also, to supervise the operation of the company. In order to have good administration, accuracy, transparency, as well as a reliable financial reporting system and to disclose information in financial reports. This is beneficial to investors and all related parties that comply with the rules of the Stock Exchange of Thailand.

#### Factors

1. The Audit Committee consists of at least 3 independent directors, with at least one member of the Audit Committee. Experience in accounting or finance.
2. The Audit Committee member must be able to devote adequate time to the work for the Audit Committee.

#### Qualities

Audit Committee must meet the criteria. Capital Market Supervisory Board the Stock Exchange of Thailand and the regulators. The Audit Committee must be impartial. There is no direct or indirect benefit or interest. In such a manner that may affect the use of discretionary functions. And independent responsibility

#### Term of office and election of directors

1. The terms of each Audit Committee member shall be in accordance with the term of their director.
2. The Audit Committee may be reappointed as the Board of Directors deems appropriate.
3. The Nomination and Remuneration Committee shall vacate office upon
  - Death
  - resign
  - Lack of qualifications and prohibited characteristics as required by law.The Board of Directors Meeting resolved to issue
4. When the Audit Committee has completed his term of office or there is any reason why the Audit Committee cannot stay until the term of office. As a result, the number of Audit Committee members is less than 3 persons. To appoint a new member of the Audit Committee immediately or within 3 months from the date the Board of Directors fails. To ensure continuous operation of the Audit Committee. The person who becomes a member of the audit committee will be retained only for the remaining term of the audit committee member who vacates office.

#### Duties and Responsibilities

1. Review the financial statements accurately and adequately, coordinate with the auditors and the management responsible for preparing the financial reports.
2. Review the Company Have an internal control system. The internal audit system is sufficient, appropriate and effective.

3. Review the Company's performance. To comply with the Securities and Exchange Act the Stock Exchange of Thailand Including other laws. Related to the business of the company.
4. Consider the disclosure of the Company's information. There are connected transactions or transactions that may have conflict of interest.
5. Review the remuneration of the Company's auditor
6. Internal audit and approval of internal audit staff. Considered by top management of the company.
7. Supervise the performance of the Internal Audit Department. The availability of resources for internal audits. Consider the budget and the internal audit department.
8. To approve the Internal Audit Charter Freedom Including internal audit plans.
9. Consider and review the auditor's findings and recommendations. And the Internal Audit Department. Include follow up to ensure the management has proceeded with the suggestion sufficiently. Effective and within a reasonable time
10. Review and amend Audit Committee Charter at least once a year. To be up-to-date and appropriate for the corporate environment. To propose to the Board of Directors for approval.
11. Prepare report of Audit Committee it contains information. And the opinions of the Audit Committee in various aspects. These are disclosed in the Company's annual report. The report must be signed by the Chairman of the Audit Committee.
12. Can invite management Head of Unit or employees of the company. The information is provided or commented to the meeting of the Audit Committee. Or ask for information. Relevant documents as deemed appropriate.
13. Any other operation as assigned by the Board of Directors and approved by the Audit Committee

### **Meeting**

1. The Audit Committee shall hold or convene the meeting as it deems appropriate. At least 4 times a year and have the power to call additional meetings as needed. The quorum consists of not less than half of the members of the Audit Committee.
2. All directors should attend the meeting. The Chairman of the Audit Committee should be informed at least 3 days in advance.
3. The Chairman of the Audit Committee shall preside over the meeting. In the case where the Chairman of the Audit Committee is absent from the meeting or has the necessary task each member of the Audit Committee shall be elected as the Chairman of the meeting.
4. The meeting is specific to the management team and internal auditors. Auditor must be held regularly. At least 1 time per year
5. The resolution of the Audit Committee is by majority vote. If the votes are the same, the chairman of the meeting shall have a casting vote.
6. Submit meeting invitation not less than 7 days prior to the meeting. Unless necessary or urgent the meeting will be informed by other means to set a meeting date faster. The Secretary of the Audit Committee shall record every minutes of the meeting.

In the year 2021, there were 9 meetings, with reports to the Board of Directors and meeting with external auditors.







## Nomination Committee

The Nomination Committee consists of 2 directors as follows:

- |                           |           |
|---------------------------|-----------|
| 1. Mr. Wijit Jiemwijitkul | Chairman  |
| 2. Mr. Suthep Buramarn    | Committee |

### Charter of the Nominating Committee

#### **Purpose**

The Board of Directors is of the opinion that the Charter of the Nominating Committee should be established to include the composition, duties and responsibilities as well as guidelines as assigned by the Board of Directors so that the Nominating Committee can perform its duty fairly, appropriately and transparently. Adherence to good corporate governance principles to ensure the reliability and credibility of the stakeholders.

#### **Factors**

Nomination Committee Composition of Directors At least three

#### **Qualities**

1. Nomination Committee Must be a knowledgeable and experienced person who will be beneficial to the business operation of the company as well. Honesty, ethics in business.
2. Nomination Committee must have qualification and no prohibited characteristics under the law governing public limited company. Securities and Exchange Act and other relevant laws.

#### **Term of office and election directors**

1. The Board of Directors appoints the Nomination Committee. The term of office is three years.
2. The Nomination and Remuneration Committee shall vacate office upon
  - Death
  - resign
  - Lack of qualifications and prohibited characteristics as required by law.
  - The Board of Directors resolved to issue
3. Any recruiting committee member who resigns shall submit a resignation letter to the company. The resignation shall take effect from the date of resignation to the company.
4. If the position of the Nominating Committee It is less than the number of quorums. The remaining members of the Nominating Committee shall act on behalf of the Nominating Committee. Until the Board of Directors selects qualified candidates to replace them.

#### **Duties and Reponsibilities**

1. Consider recruitment criteria and procedures. The Company also selects qualified persons to be the Company's directors. To propose to the Board of Directors to propose the name to the shareholders meeting or to propose to the Board of Directors for appointment.
2. To select the appropriate person to be the Chief Executive Officer and propose to the Board of Directors for appointment.
3. Other tasks assigned by the Board of Directors.

### **Meeting**

1. The Nominating Committee should meet at least once a year, possibly by the management or management. Or employees of the Company. Associated or those who deem appropriate to attend the meeting. Comment or submit information as deemed relevant or necessary.
2. Agenda, the meeting documents must be sent to the Nomination Committee at least seven days in advance of the meeting. Unless urgent need to maintain the rights or benefits of the company. The meeting will be informed by other means and the meeting date will be earlier than that.
3. At every meeting of the Nomination Committee. A quorum must consist of at least half of the total number of directors present. A quorum will be considered.
4. On the agenda of the Nominating Committee have a who stake in the consideration, Directors who have a conflict of interest shall not be entitled to vote on such agenda.

### **Nominating Committee Report**

The Nomination Committee must report its performance to the Board of Directors and the Annual Report for the year to the shareholders in the Annual Report. The details are as follows.

1. Number of meetings
2. Number of times each member of the Nomination Committee attended the meeting.
3. The performance of duties as prescribed by the Charter.





## Remuneration Committee

The Remuneration Committee consists of 3 directors as follows:

- |                           |           |
|---------------------------|-----------|
| 1. Mr. Wijit Jiemwijitkul | Chairman  |
| 2. Mr. Prot Pattakaree    | Committee |
| 3. Mr. Suthep Buramarn    | Committee |

### Charter of the Remuneration Committee

#### **Purpose**

Board of Directors the charter of the Compensation Committee should be set up to include the composition, duties and responsibilities and guidelines as the Board of Directors. Assigned to the remuneration committee to perform duties fairly. Fair and transparent in line with good corporate governance principles. To build confidence and credibility among stakeholders.

#### **Factors**

The Remuneration Committee consists of At least three of the Company's directors.

#### **Qualities**

1. The Remuneration Committee must be a person who has the knowledge, ability and experience to benefit the business operation of the Company. Honesty, ethics in business.
2. The Remuneration Committee must have qualifications and not be prohibited under the law governing public limited company. Securities and Exchange Act and other relevant laws.

#### **Term of office and election of directors**

1. The Board of Directors appointed the Remuneration Committee. The term of office is three years
2. The Compensation and Remuneration Committee shall vacate office upon
  - Death
  - Resign
  - Lack of qualifications and prohibited characteristics as required by law.
  - The Board of Directors resolved to issue
3. Any member of the Remuneration Committee shall resign from the position and submit the resignation letter to the Company, effective from the date of filing.

If the position of the Remuneration Committee is less than the number of quorums. The remaining Remuneration Committee members shall act on behalf of the Remuneration Committee. The Board of Directors will select the qualified persons to be the Remuneration Committee.

#### **Duties and Responsibilities**

1. Consider the remuneration of all committees and proposed to the shareholders meeting.
2. To consider the remuneration of the Chief Executive Officer Salary adjustment, other returns and present to the Board of Directors.
3. To consider the remuneration of top executives Salary adjustment and other returns. Please submit to the Board of Directors.
4. Other tasks assigned by the Board of Directors.

### **Meeting**

1. The Remuneration Committee Meetings should be held at least once a year, with management team, manager invited or employees of the Company. Associated or those who deem appropriate to attend the meeting. Comment or submit information as deemed relevant or necessary.
2. Agenda, the meeting documents must be sent to the Remuneration Committee at least seven days in advance of the meeting. Unless urgent need to maintain the rights or benefits of the company. The meeting will be informed by other means and the meeting date will be earlier than that.
3. At every meeting of the Remuneration Committee a quorum must consist of at least half of the total number of directors present. So that a quorum will be considered.

In the remuneration of the directors have a stake in the consideration. Directors who have a conflict of interest shall not be entitled to vote on such agenda. Except for the consideration of the remuneration of all directors.

### **Report of the Remuneration Committee**

The Remuneration Committee shall report its performance to the Board of Directors and report the performance of the previous year to the shareholders in the Annual Report. The details are as follows.

1. Number of meetings
2. The number of times that each member of the remuneration committee has attended the meeting.
3. The performance of duties as prescribed by the Charter.





## Good Corporate Governance Committee

The Corporate Governance Committee consists of 3 directors as follows:

- |                                       |           |
|---------------------------------------|-----------|
| 1. Assoc.Prof.Dr. Tharinee Pongsupatt | Chairman  |
| 2. Mr. Nipon Keeratipittayaporn       | Committee |
| 3. Mr. Nikom Chompullhong             | Committee |

### Charter of the Good Corporate Governance Committee

#### **Purpose**

The Board of Directors should appoint the Good Corporate Governance Committee and set up the Good Corporate Governance Committee Charter. To compile the composition, duties and guidelines as assigned by the Board of Directors, so that the good corporate governance committee can supervise and provide appropriate advice and guidelines for the good corporate governance. Transparency to create confidence and credibility among stakeholders.

#### **Factors**

1. The Good Corporate Governance Committee consists of at least three directors.
2. The Board of Directors selects one of the good corporate governance committees to chair the Corporate Governance Committee. In the event that the Board of Directors deems it appropriate, one or several directors may be elected.
3. The Chairman of the Good Corporate Governance Committee must be an independent director.

#### **Qualities**

1. The Good Corporate Governance Committee must be a person who has the knowledge, ability and experience to benefit the business operation of the Company. Be honest, honest, and ethical in business.
2. The Good Corporate Governance Committee must have qualifications and not be prohibited under the law on public limited company. Securities and Exchange Law and other relevant laws.

#### **Term of office and vacancy**

1. The Board of Directors appoints the Good Corporate Governance Committee, with a term of office of three years.
2. The Good Corporate Governance Committee shall vacate office upon
  - Death
  - resign
  - Lack of qualifications and prohibited characteristics as required by law.
  - The Board of Directors resolved to issue
3. Any member of the Corporate Governance Committee shall resign from office and submit a resignation letter to the Company. The resignation shall take effect from the date the letter is issued to the Company.
4. In the event that the position of the Good Corporate Governance Committee is less than the number of the quorum the remaining members of the Good Corporate Governance Committee shall act on behalf of the Good Corporate Governance Committee until the Board of Directors elects the person qualified to be the Corporate Governance Committee member.

#### **Duties and responsibilities**

1. Establish guidelines, recommend ethical and ethical business policies / guidelines to the Board of Directors and the management to set the organization's rules. Standards and guidelines are correct.
2. Supervising, consulting, evaluating and reviewing policies and practices of good corporate governance and business ethics to develop and upgrade the corporate governance system to international standards.

3. Perform other duties as assigned by the Board of Directors.
4. The Corporate Governance Committee is directly responsible to the Board of Directors for their duties and responsibilities.

### **Meeting**

1. The Good Corporate Governance Committee Arrange or convene meetings at least once a year and have the power to call additional meetings as necessary. It may invite management or executives or employees of related companies or persons deemed appropriate to attend the meeting to provide opinions or submit information as deemed relevant or necessary.
2. At every meeting of the Good Corporate Governance Committee, a quorum must consist of not less than two-thirds of the total number of good corporate governance members present at that time. Quorum
3. In voting, the Corporate Governance Committee has the right to vote one vote and use the majority of votes in the case where the resolution is the same. The Chairman of the Good Corporate Governance Committee has the right to vote one vote. To judge

### **Report of the Good Corporate Governance Committee**

The Good Corporate Governance Committee must report its performance to the Board of Directors and the Annual Report for the year to the shareholders in the Annual Report.

1. Number of meetings
2. Number of times that each Corporate Governance Committee member attended the meeting.
3. The performance of duties as prescribed by the Charter.





## Risk Management Committee

Risk Management Committee comprising of 3 Directors as follows:

- |                         |           |
|-------------------------|-----------|
| 1. Mr. Suthep Buraman   | Chairman  |
| 2. Mr. Prot Pattakaree  | Committee |
| 3. Mr. Sophon Noomthong | Committee |

### Charter of the Risk Management Committee

#### Purpose

The Board of Directors is of the opinion that the Charter of the Risk Management Committee should be set up to include the composition, duties and responsibilities. The Risk Management Committee can supervise the performance of the directors and the management to ensure that they comply with good corporate governance principles and to ensure that risk management is achieved. Success at the Enterprise Level

#### Factors

The Risk Management Committee consists of at least three directors.

#### Qualities

1. The Risk Management Committee must be a person with knowledge, competence and experience that would be beneficial to the business operation of the Company, honesty and ethics in business operations.
2. The Risk Management Committee must have qualifications and not be prohibited under the law governing public limited companies. Securities and Exchange Law and other relevant laws.

#### Term of office and election of directors

1. The Board of Directors shall appoint the Risk Management Committee, with a term of office of three years.
2. The Risk Management Committee shall vacate upon
  - Death
  - resign
  - Lack of qualifications and prohibited characteristics as required by law.
  - The Board of Directors resolved to issue
3. Any member of the Risk Management Committee shall resign from the position and submit a resignation letter to the Company. The resignation shall take effect from the date of resignation to the Company.
4. In the event that the position of the Risk Management Committee is less than the number of the quorum, the remaining Risk Management Committee shall act on behalf of the Risk Management Committee until the Board of Directors selects the person to whom it is appropriate. Qualified as a Risk Management Committee Member.

#### Duties and responsibilities

1. Establishing the Company's risk management policy and framework, and advising the Board and Management on risk management.
2. To oversee and support the successful implementation of risk management, focusing on increasing the importance and consideration of each risk factor in order to make appropriate decisions.

3. Consider the key risks of a company that is aligned with its business. Such as investment, finance, security Law and regulation To provide suggestions on how to prevent and reduce the level of risk to an acceptable level, to monitor, evaluate and improve the operational plan to reduce the risk continuously and suit the business conditions.
4. Report on risk assessment and operational procedures to reduce risk. The Board of Directors, in case of significant issues affecting the Company, must report to the Board of Directors. To consider as soon as possible The Risk Management Committee shall have the power to set up a working group as it sees fit.

#### **Meeting**

1. Risk Management Committee Meet at least twice a year, and invite the management or executives or employees of related companies or persons deemed appropriate to attend the meeting to provide opinions or submit information as deemed relevant or necessary.
2. Agenda and meeting documents must be submitted to the Risk Management Committee at least 7 business days prior to the meeting.
3. At every meeting of the Risk Management Committee, a quorum must consist of not less than one half of the number of members of the Nominating and Remuneration Committee.
4. The Risk Management Committee, which has a stake in any matter, shall not vote on such matter.
5. In casting votes, the Risk Management Committee votes with one vote, and the majority votes in the case where the resolution is the same. The Chairman of the Risk Management Committee has the right to vote one more vote.

#### **Risk Management Committee Report**

The Risk Management Committee shall report its performance to the Board of Directors and the Annual Report for the year to the shareholders in the Annual Report.

1. Number of meetings
2. Number of times the Risk Management Committee members attended the meeting.
3. The performance of duties as prescribed by the Charter.







## 7.4 Management Information

### Executive

As of 31 December 2022, the company has 5 executives as follows

List of Executive	Position
1. Mr.Wijit Jiemwijitkul	Chief Executive Officer and Chairman of the Executive Committee
2. Mr.Suthep Buraman	Executive Committee and Deputy CEO
3. Mr.Grit Kongpattanayothin	Executive Committee and Deputy CEO
4. Mr.Vichai Benjapalaporn	Executive Committee
5. Miss Montha Kongkum	Deputy CEO and CFO

### Management's remuneration

The policy on the remuneration of directors is as follows

- (1) Board of directors considered and appointed the Remuneration Committee, responsible for determining the remuneration of directors and high level executives.
- (2) Directors' remuneration must be appropriate to enable directors to perform their duties fully and efficiently.
- (3) Directors' remuneration will be compared with the rate of compensation in the same industry. Aside from this, the remuneration will also be considered from additional special assignments such as being a sub-committee to work on important matters
- (4) Executive committee members will receive compensation by considering the operating results of the company and the performance of each director
- (5) Directors and senior management remuneration follows the policy of the Board of Directors

### Executive remuneration

In the year 2022, the company has paid compensation consisting of salaries to executives as follows

Executive remuneration Tongkah Harbour Public Co.,Ltd.	2021		2022	
	Number of executives	Total (baht)	Number of executives	Total (baht)
salary	4	9,256,388	4	10,862,000
Other benefits such as Social Security, Provident fund		64,667		60,000

### Company Secretary

The Company Secretary has played an important role in coordination effectively both internally between the Chairman of the Board of Directors and the Chief Executive Officer and the Managing Director or the management and external parties which includes between the company, shareholders and regulatory governance agencies.

The Board of Directors has appointed Mr. Somchai Kraiutthiwong to be the Company Secretary from 21 March 2018 in charge of over seeing and providing advices to the board and management regarding laws and regulations that the company must comply with, including providing in formation on situations related to good corporate governance. The role also includes ensuring smooth and efficient operations of the board and sub-committees to be in-line with the law and relevant regulations as well as corporate governance of the company. The Company Secretary is also responsible for organizing board meetings, specific board meetings, shareholder's meeting, preparing and storing important company documents, including reporting relevant in formation to regulatory agencies, providing an orientation for new directors and promoting knowledge and understanding of good corporate governance for directors, executives and staff.

## 7.5 Human Resources Information

In year 2022, the company had a total of 42 employee people and the Company paid a total of 24.35 million baht as compensation to employees. The compensation included salaries, over-time payments, etc.

### Number of employees and compensation

Company	Number of employees	Compensation for employees
TongkahHarbour PCL.	40	24.35
Skycliff Co., Ltd.		
Sea Mineral Co., Ltd.		
89 Capricorn Development Co., Ltd.	2	0.43
THL Power Company Limited		
Sawasdee Energy Holding Co., Ltd.		
Total	42	24.78

## 7.6 Other Important Information

List of persons who are directly responsible

- The person who is most responsible for accounting and finance and Accounting Supervisor  
Ms. Montha Kongkum Deputy Chief Executive Officer/CFO
- Company Secretary  
Mr. Somchai Kraiutthiwong Company Secretary
- Head of Internal Audit  
Mr. Werayuth Korkiatnara Internal Audit Manager





### Audit Fee

The Company and its subsidiaries paid audit fees for the year ended December 31, 2022, with details as follows:

List	Company Name	Audit Fee
1.	Tongkah Harbour Public Company Limited	1,850,000
2.	Sky Cliff Limited	160,000
3.	Sea Mineral Limited	140,000
4.	89 Capicorn Development Co., Ltd.	400,000
5.	Pure Nergy Co., Ltd.	540,000
6.	Crypinvest Co., Ltd.	640,000
<b>Total remuneration</b>		<b>3,730,000</b>

### Provident fund

In order to provide good welfare and quality of life for employees as well as to create good morale for employees, the Company established a provident fund. For this scheme, the employees pay for a monthly provident fund at a rate of 5% of their basic salaries and the Company contributes 5% to their provident fund as well. Krung Thai Asset Management Public Company Limited is the Company's Fund Manager, there are 3 funds as follows:

Order	Company Name	Date of establishment
1.	Tongkah Harbour Public Company Limited	16 July 2012
2.	Sky Cliff Limited	1 April 2016
3.	89 Capicorn Development Co., LTD	1 April 2016

## Part II Corporate Governance

### Report on Key Performance in Corporate Governance





## 8. Report of Key Performance in Corporate Governance

### 8.1 Summary of the Performance of the Board of Directors in the Past Year

The Company's and its Affiliates' vision and mission will be reviewed and formulated by the Board of Directors in order to ensure that they are consistent and appropriate for future business operations, as well as excellent corporate governance rules.

The Board of Directors has delegated these responsibilities to the Company's sub-committees in order to improve the company's competitiveness, organizational culture and values, governance efficiency, internal control system adequacy, risk management, and other aspects that are beneficial to the company.

#### Recruitment of Directors

The Nomination Committee, which consists of one independent director out of a total of three members, is responsible for recruiting qualified individuals to hold the positions of Director and Chief Executive Officer and presenting them to the Board of Directors for consideration, or presenting them to the Shareholders' Meeting if the case is beyond their power.

The Nomination Committee has taken into account the nature of corporate operations and future plans in this regard, and has established the qualifications of the directors, who must have understanding of business management. Shareholders will be able to participate in the nomination of qualified directors through the Nomination Committee.

The Company has recruited and appointed 4 new directors to replace the existing directors who have resigned/completed their terms in the year 2022 at the General Meeting of Shareholders, as follows:

- |                               |   |
|-------------------------------|---|
| • Mr. Prot Pattakaree         | Vice Chairman of the Board of Directors   |
| • Mr. Nipon Keeratipitayaporn | Audit Committee and Independent Committee |
| • Mr. Sophon Noomthong        | Independent Committee                     |
| • Mr. Somjai Maneewong        | Independent Committee                     |

And consider the 4 former directors who retired at the 2022 Annual General Meeting of Shareholders to be re-elected as directors for another term, as follows:

- |                               |   |
|-------------------------------|---|
| • Mr. Prot Pattakaree         | Vice Chairman of the Board of Directors   |
| • Mr. Nipon Keeratipitayaporn | Audit Committee and Independent Committee |
| • Mr. Sophon Noomthong        | Independent Committee                     |
| • Mr. Somjai Maneewong        | Independent Committee                     |

#### Recruitment of Top Executives

The Board of Directors has considered and assigned the Nomination Committee with the task of considering and establishing the criteria and methods for nominating qualified persons for senior management positions and submitting their names with justifications for further consideration and appointment by the Board of Directors. As a result, the Nomination Committee will think about and screen candidates to locate those who are knowledgeable, competent, and skilled. Furthermore, successful candidates must have relevant expertise in the company's business operations, as well as a thorough understanding of the company's operations and the ability to manage tasks in order to meet the Board of Directors' objectives.

### Attendance and Directors Remuneration

Monetary compensation

Meeting allowances for the year 2022 which paid according to the number of meeting attended times as below:

	Name list of directors	Position	Attended a meeting	
			Total number of meeting	Number of attended meeting
1	Mr. Suthep Buraman	Chairman of the Board of Directors/ Executive Director	4	4
2	Mr. Wijit Jiemwittikul	Director Chairman of the Executive Committee	4	4
3	Assoc.Prof.Dr. Tharinee Phongsuphat	Independent Director Chairman of the Audit Committee	4	3
4	Mr. Nipon Keeratipitayaporn	Independent Director Audit Committee	4	4
5	Mr. Nikom Chompoolhong	Independent Director Audit Committee	4	4
6	Mr. Sophon Noomthong	Independent Director	4	4
7	Mr. Somjai Maneewong	Independent Director	4	3
8	Mr. Patiphon Samacjan	Independent Director	3	3
9	Mr. Prot Pattakaree	Director	4	3
10	Mr. Grit Kongpattanayothin	Director	4	4
11	Mr. Somchai Kraiutthiwong	Director	4	2
12	Mr. Vichai Benjapalaporn	Director	3	3





## **Supervision of Subsidiaries and Associated Companies**

The Company defined that the nomination and exercise of the right to nominate a person (s) to be a director (s) in subsidiaries and associated entities require prior approval from the Board of Directors. The person(s) appointed as director(s), executive(s), or person(s) with control power in such subsidiaries and associated companies have a duty to act in the subsidiaries' or associated companies' best interests, such as controlling or participating in the formulation of the company's policy, and so on. Furthermore, any activity carried out by the subsidiary company (s) that requires approval from the Company's Board of Directors prior to voting or exercising rights in any key matter must acquire consent from the Company's Board of Directors. The number of Company representatives serving as Directors in such subsidiaries or affiliated firms is determined by the Company's shareholding proportion.

## **Monitoring to ensure that corporate governance policies and practices are followed**

By adopting a corporate governance and business ethics policy, the Company places a high value on strong corporate governance. Corporate governance has been encouraged by the company to ensure that actual practices are followed in order to develop trust among all stakeholders. The Company has reviewed and followed up on the following throughout the past year to ensure compliance with good corporate governance: 1) Adherence to all applicable laws, rules, and requirements 2) Manage the company with integrity, transparency, and fairness, considering the best interests of all stakeholders. 3) Social Responsibility 4) Protect the environment, occupational health, and safety, as well as the working environment. 5) Information Protection 6) Internal Control – all issues have been resolved in accordance with the recommendations as a result of the follow-up.

## **Anti-Corruption**

The Group of Companies has conducted business in a transparent manner and understands the necessity of anti-corruption measures. As a result, the Group has conducted business in a legal and socially desirable manner. In this regard, the Company has taken the following steps as a guideline to avoid any involvement in corruption:

- Created a Human Resources Management system by communicating and disseminating values and culture to directors, executives, and employees so that they recognize and comprehend ethical behaviors and corporate ethics.
- Established procurement regulations and procedures that are transparent and legal. In each phase and degree of responsibility, the Company also established suitable approval authority. A regular monitoring mechanism for procurement processes is also in place.
- Implemented an adequate and appropriate internal control system to prevent corruption and operations that violate the principles of good corporate governance and internal control.
- Established a policy of connected transactions, in which the Company will carefully assess the appropriateness of any connected transactions before engaging in them as well as determining the price and terms of the associated transaction as though dealing with outsiders.
- Established whistleblower channels by increasing communication in a variety of channels so that employees and stakeholders can disclose hints or complaints. The following are the essences:

## **Whistle blowing Policy**

### **Objectives**

To encourage and provide an avenue for internal and external stakeholders to report information or complaints about illegal activities, business ethics, inaccurate financial reports, or a failing internal control system to the Audit Committee or independent directors, who will consider and determine fact-finding processes and put in place safeguards for whistleblowers.



### **Complaint channels or whistleblowers**

In the case that suspected infractions or non-compliance with business ethics are observed, the following methods should be used to submit any relevant information or complaints:

1. Supervisors who can be trusted at all levels
2. Sending by postal mail : Chairman of the Audit Committee or independent director  
Tongkah Harbour Public Company Limited  
No. 245 Nawamin Road, Nuanchan Subdistrict  
Bueng Kum District, Bangkok 10230
3. Sending by email : [accommittee@tongkahharbour.com](mailto:accommittee@tongkahharbour.com)
4. Website : [www.tongkahharbour.com](http://www.tongkahharbour.com)

### **When a whistleblower or a complaint is received, the following steps should be taken.**

1. The Company will appoint the Company Secretary or another relevant authority to collect facts related to infractions or non-compliance with business ethics when it receives a whistleblowing or complaint. The tasks also include data processing and scrutiny in order to determine appropriate procedures and management strategies. If it is determined to be accurate after checking, the Company Secretary Department or other assigned departments will present it to the Audit Committee and the Board of Directors for either acknowledgement, order, or give guidelines as well as appoint a committee to investigate the facts and report back to the relevant sections.
2. Following the Inquiry Committee's findings, the Committee will recommend operation guidelines to the Audit Committee and the Board of Directors for their orders, as well as corrective action guidelines and further penalties.

### **Protection for whistleblowers and complainants**

Whistleblowers or complainants who reveal clues or complaints with good faith will be protected by the Company based on the following criteria:

1. Whistleblowers, complainants, and individuals who assist in fact-finding investigations can opt not to expose themselves if they believe that doing so will result in insecurity or other harm. In the event of self-disclosure, it may make it easier and faster for the corporation to report progress, explain facts, and reduce damage.
2. The Company will not reveal the name, surname, address, pictures, or any other information that can identify the whistleblower, complainant, or individual who cooperates in the investigation of facts, and will then proceed to investigate whether there is any factual foundation.
3. The Company shall keep the relevant information confidential and only reveal it as necessary, taking into account the whistleblower's, complainant's, or person who cooperates in the investigation of facts, source of data, or associated people's safety and potential harm.
4. If the whistleblower, complainant, or person who assists in the examination of facts believes he or she may have been unsafe or caused damage, he or she may request that the company take necessary protective measures. In this regard, the Company may define a protective measure without the whistleblower, complainant, or person who cooperates in the inquiry requesting it if the Company believes the problem has a damaging tendency or is unsafe.
5. Those who have been harmed will be compensated in an appropriate and equitable manner.





### **Whistleblowing or False complaints**

In this matter, the Company determines that whistleblowing, complaints, or any statement or information that includes evidence indicating that it is an act with dishonest intent is false and intended to do harm is untrue and aims to cause harm. In such circumstances, if an employee of the Company is involved, he or she will face disciplinary action in accordance with the Company's policies. In the event that an outsider's actions harm the company, the company will consider taking legal action against that person.

## Part II Corporate Governance

### Internal Control and Related Transactions





## 9. Internal Control and Related Transactions

### 9.1 Internal Control

The Company recognizes the importance of continuous internal control. The Board of Directors has assigned the Audit Committee to review the internal control evaluation and regularly monitor and evaluate it. To provide the Company's operations. The Company has improved its internal control system to be more systematic.

The Company has an internal audit unit that has duties and responsibilities to assess the internal control system. And the relevant regulatory compliance. The Internal Audit Department is directly responsible to the Audit Committee. To be free to perform duties within the scope of the audit work plan.

#### 9.1.1 Summary of the Audit Committee's opinion on the internal control system

The audit committee always becomes aware of the importance of having a good internal control system and it is considered an important duty to review to ensure that the company has an appropriate and adequate internal control system in order to effectively monitor the operation in accordance with the goals, objectives, laws and relevant requirements. able to help prevent and manage risk or damage that may occur to the company and stakeholders, and able to protect assets from corruption and damage. Including accurate and reliable accounting and financial reporting, and disclosure of information in a complete, adequate, and on time.

The Internal Audit Department has audited the internal control system according to the internal audit plan for the year 2022, covering 13 terms, consisting of: 1) a payment control system; 2) a petty cash control system; 3) an advance payment control system; 4) an inventory management system; 5) an inventory control system; 6) a related transaction control system; 7) a risk management and corporate governance system; 8) an asset management system; 9) Budget Management System; 10) Control System Payment Receipt; 11) Revenue Control System from Sales of Products; 12) Accounts Receivable Control System; 13) Human Resource Management System.

In addition, the company has a policy to use external auditors (outsource) to audit and assess the company's internal control system. In 2022, the company hired DIA Audit Co., Ltd. ("DIA") to audit and assess the company's internal control system. continually, which covers six different areas, consisting of: 1) the purchase control system; 2) the domestic creditor control system; 3) the check payment control system; 4) the daily financial status reporting system; 5) the revenue control system; and 6) the control system for fixed assets.

The Audit Committee will review audit results with the Internal Audit Department and Outsource 4 times per year to assess the adequacy, suitability, and effectiveness of the internal control system set up by the executive. This includes ensuring that the company has an effective performance-tracking system. This will result in efficient and sustainable business operations in accordance with the requirements of laws and regulators.

The Audit Committee has assessed the adequacy of the internal control system. The assessment of the company's internal control system in 5 terms, as follows:

1. Control Environment
2. Risk Assessment
3. Control Activities
4. Information and Communication
5. Monitoring

The audit committee has an opinion that, in the current condition of the company, there is an adequate internal control system in line with the Internal Control Assessment Form of the Office of the Securities and Exchange Commission sufficient for internal control in other topics of the internal control system. The Audit Committee is of the opinion that the company has an adequate internal control system. Including a system for monitoring and supervising operations to safeguard the company's assets.

## 9.2 Related Transactions

### Necessity and reasonableness of the transaction

Inter connected transactions of the Company are considered as financial assistance for use as working capital of the Company. Due to the lack of liquidity, the terms of the transaction are in the best interest of the Company. That is, interest rates are based on the cost of capital of the lender, as well as the lender does not charge or charge extra.

The above transactions, which are the main financial assistance, have been approved by the Board of Directors and reported to the Stock Exchange of Thailand according to the Notification of the Stock Exchange of Thailand Re: Rules, Procedures and Disclosure of Connected Transactions of Listed Companies

### Measures or procedures for approving inter-company transactions.

The Company seeks to minimize the number of connected transactions or avoid receiving financial assistance from related parties. Such transactions may occur when the Company has shortage of working capital to repay debts to creditors when it is due. If the Company has entered into related transactions (the Company has a measure to approve the connected transactions), according to the resolution. The Board of Directors of the Company No. 2/2009 held on February 26, 2009 approved the related transactions / connected transactions of the Company to be implemented.

#### 1. Grant or Grant of Financial Assistance Between connected parties

Amount of money <sup>(1)</sup>		Steps
1.1	From 1 Baht – less than 20 million Baht (per one time) (approximately 1 – 570,000 USD)	<ul style="list-style-type: none"> <li>- Disclose to The Stock Exchange of Thailand immediately and</li> <li>- send the matter to the board of director for approval</li> </ul>
1.2	From 1 million Baht and more (per one time) (approximately 570,000 USD)	<ul style="list-style-type: none"> <li>- Disclose to The Stock Exchange of Thailand immediately and</li> <li>- send the matter to the board of director for approval</li> <li>- send the matter to the shareholders' meeting for approval</li> </ul>

#### 2. To order goods or services. Or entering into contracts, services, contracts, participation in capital, contracts, agents, etc.

Amount of money <sup>(1) (2)</sup>		Steps
2.1	from 1 million baht but not more than 20 million Baht (Approximately 28,000 - 570,000 USD) for example, no general trading conditions (except renting property for not more than 3 years) or about assets/service	<ul style="list-style-type: none"> <li>- Disclose to The Stock Exchange of Thailand immediately</li> <li>- May have to propose to the board of director for approval for some cases, for example, no general trading conditions (except renting property for not more than 3 years) or about assets/service</li> </ul>
2.2	From 20 million Baht(Approximately 570,000 USD)	<ul style="list-style-type: none"> <li>- Disclose to The Stock Exchange of Thailand immediately</li> <li>- send the matter to the board of director for approval</li> <li>- May have to propose to the Shareholders' meeting for approval for some cases, for example, no general trading conditions (except renting property for not more than 3 years) or about assets/service</li> </ul>

*(1) the amount of money that is based on the financial statements of the business; And the SET regulations. This may change as appropriate.*

*(2) Except for normal business transactions such as purchase of raw materials, purchase of materials for use in production, purchase, sale of inventories, etc.*





*No need to report or send report. If the transaction is a connected person. Must have common commercial terms. Otherwise, follow steps 2.1 or 2.2, regardless of the value.*

Directors who have conflict of interest have no right to vote on such related transactions. Interactions Must be considered by the Audit Committee of the Company with connected transactions / connected transactions. It must report to the Stock Exchange of Thailand. They are reported in accordance with the SET's rules and regulations. Rules, Procedures and Disclosure of Connected Transactions of Listed Companies

### **Connected transaction with subsidiaries**

#### **Normal business transaction Or regular business support items.**

The Company has management fee income from subsidiaries for the year ended December 31, 2022:

Unit: Baht

List	Skycliff	89 Capicorn Development	Pure Nergy	Crypinvest	Necessity and reasonableness
Management Fee	84,000	84,000	84,000	77,000	Service fee is determined by contract and is reasonable when compared with market price.

#### **Rental or rental of real estate**

The Company has revenue from providing rental space to its subsidiaries. To use as a workplace for the year ended December 31, 2022:

Unit: Baht

List	Sky cliff	Pure Nergy	89 Capicorn Development	Crypinvest
Rental income	69,324	69,324	20,796	69,324

\*\*Rental price under lease agreement. It is suitable when compared to market price

#### **Give or receive financial assistance.**

Most of the connected transactions are long-term loans to subsidiaries and long-term loans from subsidiaries. There are agreements and agreements in the following areas

Characteristics of the contract	: Long term loan
Rationale for the loan	: To allocate funds for the subsidiary's projects.
Interest rate	: Calculates the average cost of interest on a bank.
Disclosure	: Reporting to the Stock Exchange and the shareholders on both quarterly and annual basis.
Approvals	: reviewed by the auditor, legal advisor, audit committee and The Board of Directors is of the opinion that such transaction is reasonable and compatible with general accredited accounting.

Unit: Baht

List	89 Capicorn Development	Crypinvest	Pure Nergy	Skycliff	Sea Mineral	THL Myanmar
Outstanding balance as of 31 Dec 2022 Long-term loans such as principle, accrued interest receivables, other	128,332.40	169,045.00	106,720,402.58 3,039,642.03 997,635.60	889,635.37	2,620,468.43	
Long-term loans from principal Accrued interest Other payables	2,100,000.00 31,471.22			67,533,169.59 1,283,467.13 11,990,262.16		1,145,949.00 86,589.55
Provision for doubtful accounts	None	None	None	None	None	None
Relationship / Connection	SkyCliff holds 99.90% The shares are held by Directors and shareholders	Hold shares of 99.99 % by directors and shareholders	Hold shares of 100% by directors and shareholders	Hold shares of 94.99% by directors and shareholders	Hold shares of 99.99% by directors and shareholders	Hold shares of 100% by directors and shareholders

#### Future policy or prospect of future transactions

The Company has a policy to conduct business for the benefit of the Company. The Company has no policy to make any inter-company transactions, except for those transactions which are deemed necessary only. In the future, it will be the normal business transaction, as there was no special transaction between the companies. Subsidiary company, associated company and its shareholders. Pricing policy between the Company and its related parties is determined based on the normal price of the business as determined by the independent third parties.

Disclosure of connected transactions is in accordance with the regulations of the Securities and Exchange Commission and also in compliance with accounting standards regarding the disclosure of information about related parties as specified by the Federation of Accounting Professions







## Part III Financial Statement

### Financial Statement for the Year Ended December 31, 2022

**TONGKAH HARBOUR PUBLIC COMPANY LIMITED**  
**AND ITS SUBSIDIARIES**  
**FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED DECEMBER 31, 2022**  
**AND**  
**INDEPENDENT AUDITOR'S REPORT**

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## **A. M. T. & Associates**

สำนักงาน เอ. เอ็ม. ที. แอสโซซิเอท

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### **INDEPENDENT AUDITOR'S REPORT**

**To The Shareholders and Board of Directors of TONGKAH HARBOUR PUBLIC COMPANY LIMITED**

#### **(1) Qualified Opinion**

I have audited the consolidated financial statements of Tongkah Harbour Public Company Limited and its subsidiaries (the "Group") which comprise the consolidated statements of financial position as of December 31, 2022, and the related consolidated statements of changes in equity, income, comprehensive income, and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies. And also audited the separate financial statements of Tongkah Harbour Public Company Limited (the "Company") which comprise the separate statements of financial position as of December 31, 2022, and the related separate statements of changes in equity, income, comprehensive income, and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In my opinion, except for the possible effects of the matter described in the 2<sup>nd</sup> paragraph to the consolidated and separate statements for the year ended December 31, 2022, the accompanying consolidated and separate financial statements present fairly, in all material respects, the financial position of Tongkah Harbour Public Company Limited and its subsidiaries (the "Group") and of Tongkah Harbour Public Company Limited (the "Company") as of December 31, 2022, and financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards ("TFRSs").

**(2) Basis for Qualified Opinion**

Due to the matters as follows;

As described in Note 12 to the financial statements, as of December 31, 2022, the Group has machinery and machine during installation in mining projects in Myanmar. The total book value is 199.22 million baht. However, due to the COVID-19 pandemic and Myanmar's political situation beginning in February 2021, the company was ordered to temporarily suspend the production line for employee safety. Furthermore, Myanmar's policy in this situation is effect to make company operations harder.

However, the Group having been always followed up with the COVID-19 pandemic and Myanmar's political situation. The Group tries to go into operating the business when it observes that the level of violence has decreased from October 2021 to September 2022. However, since August 2022, Myanmar's political situation has intensified again, and it still finds itself unable to proceed. The company decided to stop operating in the area again and cannot estimate when it will resume operations.

from the limitation with the situations mentioned above cause an indication of the impairment of the asset The recoverable value from the assessment of the impairment of such assets of the Company fluctuates greatly. In addition, I was unable to verify whether machinery and machine during installation were existent and properly presented or not.

Therefore, I was unable to verify the carrying value as of December 31, 2022 of the machinery and machine during installation of the Group in the mining area that was contracted to mine minerals in Myanmar in the amount of 199.22 million baht in the consolidated financial statements and separate financial statements were properly presented or not.

I conducted my audit in accordance with Thai Standards on Auditing ("TSAs"). My responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements section of my report. I am independent of the Group in accordance with the Federation of Accounting Professions under the Royal Patronage of his Majesty the King's Code of Ethics for Professional Accountants together with the ethical requirements that are relevant to my audit of the consolidated and separate financial statements, and I have fulfilled my other ethical responsibilities in accordance with these requirements. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my qualified opinion.

**(3) Key Audit Matters**

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

Key Audit Matters included Audited Procedures are as follows:

Determination of the adequacy of allowance for expected credit losses of trade receivables and investment receivables:

Note to the financial statements No. 5.1 and 9, as of December 31, 2022, the company has trade accounts receivable in the amount of 289.34 million baht, allowance for expected credit losses in the amount of 10.73 million baht, trade accounts receivable net 278.61 million. and accounts receivable from the sale of investments (Sale of Cholsin Co., Ltd.) in the amount of 138.78 million baht, allowance for expected credit losses in the amount of 89.49 million baht, accounts receivable from the sale of investments (sales of Cholsin Co., Ltd.) net of 49.29 million baht. Considering the sufficiency of the allowance for such expected credit losses. Prepared by the management which must consider important assumptions Therefore, I determined that considering the adequacy of the allowance for expected credit losses of trade and other receivables. It's a matter of significance. which requires special attention in inspection

My audit procedures in relation to this matter are as follows:

- Evaluate management's approach to see whether it is appropriate or not. Both the assessment of the classification and the measurement of the expected credit losses.
- Consider and identify key assumptions used by management in making projections.
- Evaluate and test relevant inputs and assumptions used in calculating expected credit losses by:
  - Consider each input and assumption whether it is reasonable or not.
  - consider the relationship between the assumptions including whether the assumptions are relevant and consistent
  - Consider whether the assumptions reflect current market data.
  - Considering that the assumptions are reasonable.
  - Assess whether the management has considered the assumptions. Or an alternative outcome
  - Assess the completeness, accuracy and suitability of the input data. including the main components of financial assets used in the calculation
- Review management's judgment in estimating expected credit losses. To assess whether there are factors indicating the likelihood of management bias or not.

**(4) Other Information**

Management is responsible for the other information. The other information comprise the information included in the annual report of the Group, but does not include the financial statements and my auditor's report thereon, which 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 do not express any form of assurance conclusion thereon.

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

When I read the annual report, if I conclude that there is a material misstatement therein, I am required to communicate the matter to those charged with governance and the management of the Group.

**(5) Responsibilities of Management and Those Charged with Governance for the Consolidated and Separate Financial Statements**

Management is responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with TFRSs, and for such internal control as management determines is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated and separate financial statements, management is responsible for assessing the Group's and the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group 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.

**(6) Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements**

My objectives are to obtain reasonable assurance about whether the consolidated and separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with TSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated and separate financial statements.

As part of an audit in accordance with TSAs, I exercise professional judgment and maintain professional skepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and 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 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.



(CHAIYUTH ANGSUWITHAYA)  
Certified Public Accountant  
Registration No. 3885



## TONGKAH HARBOUR PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## STATEMENTS OF FINANCIAL POSITION

AS OF 31 DECEMBER 2022

		Baht			
		Consolidated Financial Statements		Separate Financial Statements	
	Note	December 31,2022	December 31,2021	December 31,2022	December 31,2021
<u>ASSETS</u>					
CURRENT ASSETS					
Cash and cash equivalents	4	36,974,808.77	110,625,295.06	32,879,864.74	106,040,724.94
Trade receivables and Other receivables					
Trade receivables, net	5.1	278,613,744.80	278,302,179.39	278,613,744.80	278,302,179.39
Other receivables- related parties	3.3	-	-	4,805,116.80	4,224,318.80
Other receivables- other parties	5.2	4,423,437.31	17,429,769.25	4,113,571.33	16,158,091.83
Other receivables -investmt subsidiary	9.1	49,292,520.00	138,781,100.00	49,292,520.00	138,781,100.00
Inventories, net	6	262,578,842.97	267,912,528.19	13,182,258.25	18,515,943.47
Other current assets					
- Input tax refundable		6,314,701.47	607,423.59	2,639,759.23	1,098,914.00
- Other		4,406.45	4,406.45	-	-
TOTAL CURRENT ASSETS		638,202,461.77	813,662,701.93	385,526,835.15	563,121,272.43
NON - CURRENT ASSETS					
Bank deposits pledged as collateral	7	379,616.00	425,166.68	78,616.00	124,166.68
Other non - current Financial asset	8	171,564,300.00	170,139,300.00	159,594,300.00	159,594,300.00
Investments in subsidiaries, net	9	-	-	499,176,086.31	498,276,086.31
Long - term loans to related party	3.4	56,822,274.65	62,703,243.55	114,710,162.25	66,473,527.00
Deferred expenditures of projects, net					
- Andesite mining	11.1	877,095.36	1,496,221.08	877,095.36	1,496,221.08
- Mining in the Foreign country	11.2	34,905,747.72	37,147,750.80	34,905,747.72	37,147,750.80
Property, plant and equipment, net	12	321,512,007.57	295,640,073.66	256,936,936.97	270,164,989.69
Right of used asset, net	14	19,576,128.41	-	20,450,219.20	-
Intangible assets, net	13.1	864,747.87	1,210,342.59	848,532.65	1,194,127.37
Cryptocurrency assets	13.2	2,182,428.14	-	-	-
Deferred tax assets	26	57,311,199.14	39,399,481.83	68,414,553.70	50,502,836.40
Other non - current assets	15	5,032,158.99	5,136,049.28	5,129,264.38	4,149,878.28
TOTAL NON - CURRENT ASSETS		671,027,703.85	613,297,629.47	1,161,121,514.54	1,089,123,883.61
TOTAL ASSETS		1,309,230,165.62	1,426,960,331.40	1,546,648,349.69	1,652,245,156.04

The accompanying notes to financial statements are an integral part of these statements



Director




Director

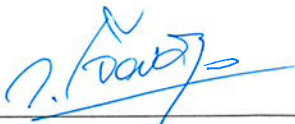
TONGKAH HARBOUR PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION (Continue)

AS OF 31 DECEMBER 2022

		Baht			
		Consolidated Financial Statements		Separate Financial Statements	
	Note	December 31,2022	December 31,2021	December 31,2022	December 31,2021
<u>LIABILITIES AND SHAREHOLDERS' EQUITY</u>					
CURRENT LIABILITIES					
Trade payables - other parties		1,581,835.36	6,651,562.40	1,581,835.36	6,651,562.40
Other payables other parties	16	44,380,482.29	39,730,033.11	33,713,338.12	31,008,195.42
Short - term loans from related party	3.5	40,000.00	2,040,000.00	1,272,538.55	3,308,050.22
Short - term loans from third parties	17	70,300,000.00	40,300,000.00	30,000,000.00	-
Current portion of finance lease	18	5,279,631.98	1,029,693.24	4,642,303.08	1,029,693.24
Corporate Income Tax Payable		61,613,053.24	61,623,355.20	61,519,659.17	61,519,659.17
Other current liabilities - other	19	10,581,836.99	9,367,876.33	10,834,683.65	8,388,765.29
TOTAL CURRENT LIABILITIES		193,776,839.86	160,742,520.28	143,564,357.93	111,905,925.74
NON - CURRENT LIABILITIES					
Long - term loans from related parties	3.6	-	-	83,838,370.11	85,151,395.29
Liabilities under financial lease agreements	18	16,474,797.92	1,427,655.20	17,521,020.75	1,427,655.20
Employee benefit obligation	20	7,732,390.07	10,118,840.75	7,643,728.10	10,044,778.32
Provision of contingent liabilities from litigation	28.5	175,539,796.88	175,539,796.88	-	-
Deferred tax liabilities	26	639,233.47	54,022.12	601,676.29	16,464.94
Other non-current liabilities	21	5,022,546.81	5,022,546.81	-	-
TOTAL NON - CURRENT LIABILITIES		205,408,765.15	192,162,861.76	109,604,795.25	96,640,293.75
TOTAL LIABILITIES		399,185,605.01	352,905,382.04	253,169,153.18	208,546,219.49

The accompanying notes to financial statements are an integral part of these statements

  
Director



  
Director

## TONGKAH HARBOUR PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## STATEMENTS OF FINANCIAL POSITION (Continue)

AS OF 31 DECEMBER 2022

		Baht			
		Consolidated Financial Statements		Separate Financial Statements	
	Note	December 31,2022	December 31,2021	December 31,2022	December 31,2021
SHAREHOLDERS' EQUITY					
Share capital					
Authorized share capital of Baht 0.92 each		1,900,848,517.56	1,900,848,517.56	1,900,848,517.56	1,900,848,517.56
2,066,139,693 ordinary shares					
Issued and fully paid - up share capital					
1,591,726,638 ordinary shares		1,464,388,506.96	1,464,388,506.96	1,464,388,506.96	1,464,388,506.96
Premium (Discount) on common stocks, net	22	139,846,603.04	139,846,603.04	139,846,603.04	139,846,603.04
Retained earnings (deficit)					
Appropriated Capital reserve legal	23	1,711,642.77	1,711,642.77	1,711,642.77	1,711,642.77
(deficit) - Unappropriated		(727,500,691.25)	(563,897,481.89)	(312,467,556.26)	(162,247,816.22)
Total other components of shareholders' equity		(75,577.12)	(46,673.54)	-	-
Total Equity of Parent Company's Shareholders		878,370,484.40	1,042,002,597.34	1,293,479,196.51	1,443,698,936.55
Non - controlling interests		31,674,076.21	32,052,352.02	-	-
TOTAL SHAREHOLDERS' EQUITY		910,044,560.61	1,074,054,949.36	1,293,479,196.51	1,443,698,936.55
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		1,309,230,165.62	1,426,960,331.40	1,546,648,349.69	1,652,245,156.04

The accompanying notes to financial statements are an integral part of these statements



*[Signature]*

Director

*[Signature]*

Director

TONGKHAH HARBOUR PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF CHANGE IN SHAREHOLDERS' EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2022

	Baht						
	Consolidated financial statements						
	Issued and fully paid - up share capital	Premium on common stocks, net	Retained earnings (deficit)	Other Comprehensive Income	Total	Total equity attributable to parent's shareholders	Non - controlling interests
			Appropriated for statutory reserve	Translation Adjustment	Gain (loss) on actuarial assumptions		
Balance as of January 1, 2021	1,462,191,211.16	132,490,438.84	1,711,642.77	(7,430.22)	-	1,222,109,242.86	80,492,169.81
Changes in equity for the year							
Total comprehensive income (loss) for the year	-	-	-	(39,243.32)	70,374.51	(189,660,105.52)	(9,167,387.79)
Capital Share Increase	2,197,295.80	7,356,164.20	-	-	-	9,553,460.00	-
- Sale investment in subsidiaries	-	-	-	-	-	-	(39,272,430.00)
Transfer gain(loss) on actuarial assumptions to -							
- unappropriated retained earning	-	-	-	-	(70,374.51)	(70,374.51)	-
Balance as of December 31, 2021	1,464,388,506.96	139,846,603.04	1,711,642.77	(46,673.54)	-	1,042,002,597.34	32,052,352.02
Balance as of January 1, 2022	1,464,388,506.96	139,846,603.04	1,711,642.77	(46,673.54)	-	1,042,002,597.34	32,052,352.02
Changes in equity for the year							
Total comprehensive income (loss) for the year	-	-	-	(28,903.58)	2,340,845.39	(163,632,112.94)	(378,275.81)
Transfer gain(loss) on actuarial assumptions to							
unappropriated retained earning	-	-	-	-	(2,340,845.39)	(2,340,845.39)	-
Balance as of December 31, 2022	1,464,388,506.96	139,846,603.04	1,711,642.77	(75,577.12)	-	878,370,484.41	31,674,076.21

The accompanying notes to financial statements are an integral part of these statements



*[Signature]*  
Director

*[Signature]*  
Director

TONGKAH HARBOUR PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES  
STATEMENTS OF CHANGE IN SHAREHOLDERS' EQUITY  
FOR THE YEAR ENDED 31 DECEMBER 2022

	Baht					
	Separate Financial Statement					
	Issued and fully paid - up share capital	Premium on common stocks, net	Retained earnings (deficit) Appropriated for statutory reserve	Gain (loss) on actuarial assumptions	Total other components of shareholders' equity	Total
Balance as of January 1, 2021	1,462,191,211.16	132,490,438.84	1,711,642.77	-	-	1,628,914,505.35
Changes in equity for the year						
Total comprehensive income (loss) for the year	-	-	-	65,859.74	65,859.74	(194,769,028.80)
Capital Share Increase	2,197,295.80	7,356,164.20	-	-	-	9,553,460.00
Transfer gain(loss) on actuarial assumptions to - unappropriated retained earning	-	-	-	(65,859.74)	(65,859.74)	-
Balance as of December 31, 2021	1,464,388,506.96	139,846,603.04	1,711,642.77	-	-	1,443,698,936.55
Balance as of January 1, 2022	1,464,388,506.96	139,846,603.04	1,711,642.77	-	-	1,443,698,936.55
Changes in equity for the year						
Total comprehensive income (loss) for the year	-	-	-	2,340,845.39	2,340,845.39	(150,219,740.04)
Transfer gain(loss) on actuarial assumptions to - unappropriated retained earning	-	-	-	(2,340,845.39)	(2,340,845.39)	-
Balance as of December 31, 2022	1,464,388,506.96	139,846,603.04	1,711,642.77	-	-	1,293,479,196.51

The accompanying notes to financial statements are an integral part of these statements

  
\_\_\_\_\_  
Director



  
\_\_\_\_\_  
Director

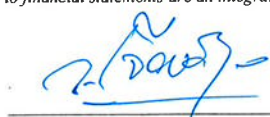


## TONGKAH HARBOUR PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

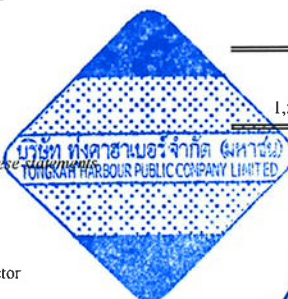
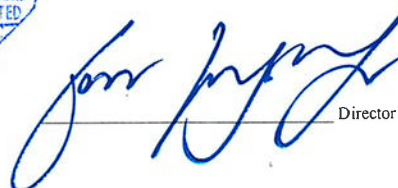
STATEMENTS OF INCOME  
FOR THE YEAR ENDED 31 DECEMBER 2022

		Baht			
		Consolidated Financial Statements		Separate Financial Statements	
		For the year ended			
	Note	December 31,2022	December 31,2021	December 31,2022	December 31,2021
REVENUES					
Revenue from the sale of					
		5,447,938.65	26,131,628.32	5,447,938.65	26,131,628.32
		4,672,097.50	32,914,617.05	4,672,097.50	15,414,617.05
		266,907.19	-	266,907.19	-
		-	14,173,250.00	-	14,173,250.00
		2,690,975.52	-	-	-
Other income					
		-	-	-	62,000,838.94
		-	128,741,670.79	-	-
		-	90,960,859.50	-	90,965,171.14
		3,762,057.30	4,532,637.07	2,262,861.97	1,473,723.47
	3.1	-	-	329,000.00	294,000.00
		11,123,689.02	3,173,907.55	10,459,183.68	3,683,335.30
TOTAL REVENUES		27,963,665.18	300,628,570.28	23,437,988.99	214,136,564.22
EXPENSES					
Cost of the sale of					
		410,044.11	8,877,340.77	410,044.11	10,877,340.77
		6,196,752.51	13,913,666.59	6,196,752.51	3,893,249.96
		260,589.86	-	260,589.86	-
		-	5,197,272.87	-	5,197,272.87
		21,573,463.78	27,798,060.30	21,573,463.78	25,562,024.31
		261,549.51	2,307,184.80	261,549.51	2,307,184.80
		84,665,548.60	75,352,602.20	68,803,391.77	67,286,353.16
		-	-	-	92,000,838.94
		-	11,965,222.20	-	11,965,222.20
		89,488,580.00	11,625,381.38	89,488,580.00	11,625,381.38
	10	-	120,203,052.18	-	120,203,052.18
	28.5	-	175,539,796.88	-	-
		9,341,184.67	6,270,509.05	6,915,920.18	5,389,098.04
TOTAL EXPENSES		212,197,713.04	459,050,089.22	193,910,291.72	356,307,018.61
PROFIT (LOSS) FOR THE PERIOD BEFORE INCOME TAX		(184,234,047.86)	(158,421,518.94)	(170,472,302.73)	(142,170,454.39)
	26	17,911,717.30	(40,437,105.56)	17,911,717.30	(52,664,434.15)
PROFIT (LOSS) FOR THE YEAR		(166,322,330.56)	(198,858,624.50)	(152,560,585.43)	(194,834,888.54)
TOTAL INCOME (LOSS) ATTRIBUTABLE TO :					
EQUITY HOLDERS OF THE PARENT		(165,944,054.75)	(189,691,236.71)	(152,560,585.43)	(194,834,888.54)
NON - CONTROLLING INTERESTS		(378,275.81)	(9,167,387.79)	-	-
		(166,322,330.56)	(198,858,624.50)	(152,560,585.43)	(194,834,888.54)
BASIC EARNINGS (LOSS) PER SHARE (BAHT PER SHARE)					
TOTAL COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE					
TO EQUITY HOLDERS OF THE PARENT		(0.10)	(0.12)	(0.10)	(0.12)
THE WEIGHTED AVERAGE NUMBER					
OF ORDINARY SHARES (SHARES)		1,591,726,638	1,591,726,638	1,591,726,638	1,591,726,638

The accompanying notes to financial statements are an integral part of these financial statements.



Director

Director

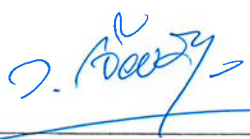
TONGKHAH HARBOUR PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2022

		Baht				
		Consolidated financial statements		Separate financial statements		
		For the year ended				
Note		December 31,2022	December 31,2021	December 31,2022	December 31,2021	
PROFIT (LOSS) FOR THE YEAR		(166,322,330.56)	(198,858,624.50)	(152,560,585.43)	(194,834,888.54)	
<i>Item that will be reclassified subsequently to profit or loss :</i>						
	Translation adjustment	(28,903.58)	(39,243.32)	-	-	
OTHER COMPREHENSIVE INCOME (LOSS) FOR THE YEAR						
<i>Item that will not be reclassified subsequently to profit or loss :</i>						
	Gain (loss) on actuarial assumptions	20	2,926,056.74	86,839.45	2,926,056.74	82,324.68
	Income tax related to other component of shareholders' equity		(585,211.35)	(16,464.94)	(585,211.35)	(16,464.94)
			2,340,845.39	70,374.51	2,340,845.39	65,859.74
NET- OTHER COMPREHENSIVE INCOME (LOSS) -						
	- FOR THE YEAR		2,311,941.81	31,131.19	2,340,845.39	65,859.74
TOTAL COMPREHENSIVE INCOME (LOSS) FOR THE YEAR			(164,010,388.75)	(198,827,493.31)	(150,219,740.04)	(194,769,028.80)
TOTAL COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO :						
	EQUITY HOLDERS OF THE PARENT		(163,632,112.94)	(189,660,105.52)	(150,219,740.04)	(194,769,028.80)
	NON - CONTROLLING INTERESTS		(378,275.81)	(9,167,387.79)	-	-
			(164,010,388.75)	(198,827,493.31)	(150,219,740.04)	(194,769,028.80)

The accompanying notes to financial statements are an integral part of these statements

  
Director



  
Director



## TONGKAH HARBOUR PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## STATEMENTS OF CASH FLOW

FOR THE YEAR ENDED 31 DECEMBER 2022

	Baht			
	Consolidated financial statements		Separate financial statements	
	For the year ended			
	December 31,2022	December 31,2021	December 31,2022	December 31,2021
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>				
Net profit (loss) For the year	(166,322,330.56)	(198,858,624.50)	(152,560,585.43)	(194,834,888.54)
Adjustment to reconcile net loss to net cash inflow (outflow)				
from operating activities :-				
Depreciation and amortization	25,570,144.29	26,305,783.56	21,439,188.07	24,040,898.09
Amortization of right of used assets	4,135,513.78	-	1,342,802.34	-
Doubtful debts	89,488,580.00	131,828,433.56	89,488,580.00	131,828,433.56
Reverse Allowance for doubtful accounts	(455,000.00)	(100,000.00)	(455,000.00)	(100,000.00)
Amortization on expenditures of andesite mining project	619,125.72	619,125.83	619,125.72	619,125.83
Amortization on expenditures of Tin mining Myanmar project	2,242,003.08	2,242,003.08	2,242,003.08	2,242,003.08
(Gain ) on sale of investments in subsidiaries	-	(128,741,670.79)	-	92,000,838.94
Loss from foregoing Management for Chonliss Limited	-	11,639,538.79	-	11,965,222.20
Gain on revaluation of investment subsidiaries	-	-	-	(62,000,838.94)
Write-off on fixed assets	-	1,944,117.59	-	1,944,117.59
Loss (gain) on sale fixed assets	-	(90,960,859.50)	-	(90,965,171.14)
Unrealised loss (gain) on exchange rate	18,152.88	111,745.39	18,152.88	111,745.39
Unrealized gain (loss) from fair value adjustments	508,547.38	-	-	-
Earnings from mining digital assets	(2,690,975.52)	-	-	-
Employee benefit expense	966,106.00	959,926.04	951,506.46	925,500.52
Liabilities that may arise from litigation	-	175,539,796.88	-	-
Interest Income	(3,762,057.30)	(4,532,637.07)	(2,262,861.97)	(1,473,723.47)
Interest expenses	9,341,184.67	6,270,509.05	6,915,920.18	5,389,098.04
Corporate income tax expense	(17,911,717.30)	40,437,105.56	(17,911,717.30)	52,664,434.15
	(58,252,722.88)	(25,295,706.53)	(50,172,885.97)	(25,643,204.70)
<b>Decrease (increase) in operating assets :-</b>				
Trade accounts receivable	143,434.59	64,901,992.96	143,434.59	81,754,492.96
Accounts receivable other- related party	-	-	(580,798.00)	(2,235,032.15)
Accounts receivable other - other party	13,006,331.94	(8,610,185.55)	12,044,520.54	(10,018,371.94)
Inventories, net	5,333,685.22	13,543,796.98	5,333,685.22	3,885,447.31
Other current assets	(5,707,277.90)	1,027,861.75	(1,540,845.23)	309,595.23
Other non - current assets	103,887.72	725,025.99	(979,386.10)	1,149,431.78
<b>Increase (decrease) in operating liabilities :-</b>				
Trade payables - other party	(5,069,727.04)	(36,772,817.08)	(5,069,727.04)	(34,643,583.52)
Other payables - related party	-	-	-	228,141.32
Accounts payable other and other current liabilities	5,864,410.21	(12,023,882.94)	5,151,061.09	(8,873,698.76)
Employee benefits Paid	(426,500.00)	(1,234,838.53)	(426,500.00)	(1,234,838.53)
Other non-current liabilities	-	(400,000.00)	-	(3,600,000.00)
Payment for income tax	(10,301.96)	(165,192.36)	-	(91,964.86)
Net cash inflow (outflow) from operating activities	(45,014,780.10)	(4,303,945.31)	(36,097,440.90)	986,414.14
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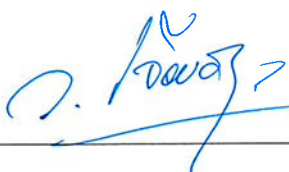
## TONGKAH HARBOUR PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## STATEMENTS OF CASH FLOW (Continue)

FOR THE YEAR ENDED 31 DECEMBER 2022

	Baht			
	Consolidated financial statements		Separate financial statements	
	For the year ended			
	December 31,2022	December 31,2021	December 31,2022	December 31,2021
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>				
Advance receipt of Capital Increase	-	9,553,460.00	-	9,553,460.00
Cash received for capital sale investment in subsidiaries	45,550.68	295,687.88	45,550.68	295,590.69
Cash received from acquisition an investment Foreign country Project	(1,425,000.00)	(7,125,000.00)	-	-
Payment for purchase of investments in subsidiaries	-	-	(900,000.00)	-
Cash received from the sale of investments in subsidiaries	-	15,400,000.00	-	15,400,000.00
Payment for purchase property, plant and equipment	(50,882,870.36)	(6,581,567.10)	(7,651,930.63)	(3,498,922.90)
Received from sale on property, plant and equipment	-	111,932,199.24	-	112,202,199.24
Payment for purchase Intangible assets	(213,610.00)	(504,492.63)	(213,610.00)	(504,492.63)
Interest received	(622,447.67)	4,532,637.07	56,226.75	1,473,723.47
Net cash provide by (used in) investing activities	(53,098,377.35)	127,502,924.46	(8,663,763.20)	134,921,557.87
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>				
Payment for Short - term loans from related parties	10,265,473.00	(8,852,543.14)	(46,030,000.03)	(17,998,813.29)
Proceeds from short - term loans from director	(2,000,000.00)	(6,426,715.00)	(2,059,206.99)	(6,311,731.96)
Cash received from short-term loans form related parties	-	-	1,669,262.08	2,200,344.26
Payment for short-term loans form related parties	-	-	-	(7,744,999.97)
Cash received from short-term loans form other parties	30,000,000.00	-	30,000,000.00	-
Increase (decrease) in finance lease obligations	(4,414,560.73)	(962,730.10)	(2,087,046.15)	(962,730.10)
Interest paid	(9,341,184.65)	(6,270,508.94)	(9,874,512.13)	(3,127,633.13)
Net cash inflow (outflow) from financing activities	24,509,727.62	(22,512,497.18)	(28,381,503.22)	(33,945,564.19)
EFFECT OF EXCHANGE RATE CHANGE ON CASH	(18,152.88)	(111,745.39)	(18,152.88)	(111,745.39)
CASH RECEIVED FROM SALE INVESTMENT IN SUBSIDIARIES	-	(306,899.59)	-	-
TRANSLATION ADJUSTMENT	(28,903.58)	(39,243.32)	-	-
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS, NET	(73,650,486.29)	100,228,593.67	(73,160,860.20)	101,850,662.43
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	110,625,295.06	10,396,701.39	106,040,724.94	4,190,062.51
CASH AND CASH EQUIVALENTS AT END OF YEAR	36,974,808.77	110,625,295.06	32,879,864.74	106,040,724.94

.....2/3



Director




Director

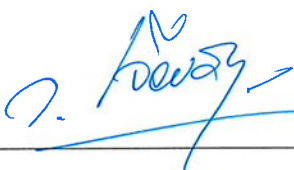
## TONGKAH HARBOUR PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF CASH FLOW (Continue)  
FOR THE YEAR ENDED 31 DECEMBER 2022

	Baht			
	Consolidated financial statements		Separate financial statements	
	For the year ended			
	December 31,2022	December 31,2021	December 31,2022	December 31,2021
ACTIVITIES NOT AFFECTING CASH				
Right of used asset,decrease(increase)	(23,711,642.18)	-	(21,793,021.54)	-
Deferred tax assets increased	-	4,765,457.39	-	17,165,625.06
Liabilities under financial lease increase(decrease)	23,711,642.18	-	21,793,021.54	-
Increased intangible assets from the transfer of land building and equipment	-	805,639.00	-	805,639.00
Deferred tax debt increases(decreases)	-	(49,831.33)	-	16,464.94
ASSETS AND LIABILITIES TRANSFER BECAUSE SALE INVESTMENT IN SUBSIDIARIES				
Cash and cash equivalents	-	(306,899.59)	-	-
Trade receivables	-	(16,852,500.00)	-	-
Other receivables	-	(178,765.56)	-	-
Inventories	-	(47,916,947.18)	-	-
Other Current assets	-	(2,211,880.98)	-	-
Bank deposit pledged as collateral	-	(416,595.84)	-	-
Propety,plant and equipment	-	(23,329,876.86)	-	-
Other non - current assets	-	(2,060,246.52)	-	-
Other payables	-	8,153,847.94	-	-
Other payables - other parties	-	2,706,567.03	-	-
Other Current liabilities	-	1,032,373.21	-	-
Corporate Tax Pabable	-	3,357,967.01	-	-
Employee benefit obligation	-	498,783.57	-	-
Other non-current liabilities	-	72,155.26	-	-
Deferred tax liabilities	-	206,864.85	-	-
Retained Earnings,Gain/Loss on actuarial assumptions	-	893,755.67	-	-
Non - controlling interests	-	39,272,430.00	-	-

.....3/3

The accompanying notes to financial statements are an integral part of these statements


  
Director


  
Director

**TONGKAH HARBOUR PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES**

**NOTES OF FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 DECEMBER, 2022**

**1. GENERAL INFORMATION**

**1.1 General matter**

The Company was established as a limited company under the Civil and Commercial Code of Thailand on January 7, 1976. On June 6, 1994 the company changed its status to a public company limited under the Public Company Limited Act. The address of its head office is 245 Nawamin Road, Nuauchan Subdistrict, Bueng Kum, Bangkok, Thailand. The Company and its subsidiaries operate both in Thailand and overseas. The principal activities of the company are tin mining, igneous rock quarrying, real estate development, minerals mining and cryptocurrency mining.

**1.2 Preparation basis for interim financial statements**

These Financial Statements were prepared in accordance with the Accounting standards including the interpretation that were issue and revised by the Federation of Accounting Professions by adhering to financial reporting standards and the presentation of transactions prepared according to the summary form that must be included in the financial statements for a public company as specified by the announcement of the Department of Business Development, Ministry of Commerce Issued under the Accounting Act B.E. 2543

These financial statements have been prepared by using the original cost basis, unless stated otherwise in the accounting policies.

This English version of the financial statements has been prepared from the financial statements that are in Thai language. Both language versions are considered to be equally authentic. In the event of any discrepancy between the two aforementioned versions, the Thai version shall be the governing and prevailing version.

This consolidated financial statements were produced by combining the financial statements of Tongkah Harbour Public Co.,Ltd. and its subsidiaries' (Group of companies), and by using the same criterias exercised in the consolidated financial statements ended 31 Dcember 2022. After eliminate the balances and significant related parties transactions are as follow:

	Company's Shareholding (%) as of		Type of Business	Percentage			
				Total assets of the subsidiary that included in the consolidated financial statements as of		Total revenues of the subsidiary that included in the consolidated financial statement total revenue for the year ended	
	Dec -31, 2022	Dec-31, 2021		Dec -31, 2022	Dec-31, 2021	Dec -31, 2022	Dec-31, 2021
Sky Cliff Limited	94.99	94.99	Property development	34.34	28.33	2.53	1.07
Cholsin Limited*	-	-	Crushing andesite mining in company's concession area	-	-	-	6.99
Sea Minerals Limited	99.99	99.99	Exploring tin mining in sea zone	0.21	0.19	-	-
89 Capricorn Development - Limited (indirect)	94.91	94.91	Property development	25.35	21.61	0.13	0.76
THL Myanmar Co., Ltd	100.00	100.00	Mining and Energy	0.11	0.09	-	0.01
Pure Nergy Co., Ltd	100.00	100.00	Generating and selling renewable energy	9.03	4.42	14.48	1.43
Crypinvest Co., Ltd	99.90	-	Bitcoin mining	3.80	-	7.80	-

\* The Board of Directors' Meeting of 5/2021 held on 28<sup>th</sup> June 2021 decided that the Company entered into a contract to sell its investment in Cholsin Limited to an unrelated company by assigning the control transfer of Cholsin Limited on July 1, 2021. As a result, in the presentation of the Interim Financial Statements for the three month and six months period, operating results during January 1, 2021 and June 30, 2021 are included in the Consolidated Income Statement. Aside from this, all assets, liabilities, and equity of Cholsin Limited were removed from the Consolidated Statement of Financial Position and Consolidated Statement of Cash Flows from 1 July 2021 onwards.

### 1.3 Adoption of new financial reporting standards

#### 1.3.1 Financial Reporting Standards which are not effective for the current period

During the year, the Federation of Accounting Professions has issued the revised and new accounting standard and financial reporting standards, which are effective for financial statements period beginning on or after January 1 in the year indicated as follows:

	<u>Year effective</u>
Accounting Standard	
TAS 16 Property, Plant and Equipment	2023
TAS 37 Provisions, Contingent Liabilities and Contingent Assets	2023
TAS 41 Agriculture	2023
Financial Reporting Standard	
TFRS 1 First - time Adoption of Thai Financial Reporting Standards	2023
TFRS 3 Business Combinations	2023
TFRS 9 Financial Instruments	2023
TFRS 17 Insurance Contracts	2025

The management of the Group has assessed that TAS 16, TAS 37 and TFRS 9 will not have material impact on the financial statements when they are applied. For the other TAS and TFRS are not relevant to the Group's business, therefore they do not have impact on the financial statement when they are applied.

### 1.4 Significant accounting policies

**The Company has significant accounting policies which can be summarized as follows;**

#### 1.4.1 The Company records income and expenses on an accrual basis.

- A) Service income will be recorded as income taking into account job success stage
- B) Revenue from sales is recorded as revenue when control over the goods has been transferred to the customer, is upon delivery of the goods. Except in the case of income from sales of products manufactured according to the customer's special order. Revenue is recognized by taking into account the stage of completion of the work
- C) Interest income is recognized on an accrual basis taking into account the effective rate of return.
- D) Dividend income is recognized when the Company has the right to receive dividends.

#### 1.4.2 Cash and cash equivalents

Cash and cash equivalents consist of cash and savings bank deposits and current and fixed deposits of no more than 3 months that are not pledged as collateral.

#### 1.4.3 Inventories

Inventories are shown at cost. (average method) or net realizable value, whichever is lower.

#### 1.4.4 Investments in subsidiaries

Investments in subsidiaries in the Company's separate financial statements are presented at cost method. The Company set up allowance for impairment of investments based on net book value and other factors.

#### 1.4.5 Business combination

The Group accounts for business combinations using the purchase method when control is transferred to the Group, except in the case of a business combination under common control

Control exists when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to exercise power over the entity. This affects the amount of returns of the group of companies. The acquisition date is the date on which control is transferred to the acquirer. Discretion is involved in determining the acquisition date and specifying the transfer of control from one party to another.

In business combinations achieved through gradual purchase The Group's previously held interest in the acquiree is measured at fair value at the acquisition date and recognizes any resulting gain or loss in the income statement.

The Company recognizes goodwill at the date of acquisition by

- Fair value of consideration transferred plus
- The value of the non-controlling interest in the acquiree's company, plus
- The fair value at the acquisition date of the interest held by the acquirer before the business combination. (If it is a business merger that was achieved through gradual purchase, less
- Fair values of identifiable assets acquired and liabilities assumed.

When the net sum above is positive, the Company will record it as goodwill. If the net sum above is negative, it will be recorded as a gain on purchase immediately in the income statement.

Contingent liabilities of the acquiree that are assumed in a business combination A liability is recognized if there is a present obligation, arising from past events and their fair value can be measured reliably.

At the acquisition date, a non-controlling interest in the acquiree is measured at the proportionate share of the acquiree's identifiable net assets held by that non-controlling interest.

The acquisition-related costs of the Group incurred as a result of a business combination. Considered as an expense when incurred, such as legal advice fees, professional fees and other consulting fees, etc.



#### 1.4.6 Deferred expenses in the andesite mining project

Deferred expenses in the andesite mining project It consists of the cost of applying for a quarry concession certificate. Project consultant fee and exploration and development expenses Amortized by the straight-line method over a period of 25 years.

#### 1.4.7 Expenses in the tin mining project in Myanmar are deferred.

Deferred expenses in the tin mining project in Myanmar consist of land preparation expenses. Adjust the area for mining management according to the contract. Amortized by the straight-line method for a period of 11 years

#### 1.4.8 Property, plant and equipment

Land is stated at cost.

Building and equipment Presented at cost less accumulated depreciation.

Depreciation Calculated by the straight-line method over the estimated useful life of the asset as follows:

	Year
Land Improvement	10
Building Temporary Building	10 - 20
Equipment	25
Furnishings And Office Equipment	3 - 10
Machinery And Equipment	5 - 15
Vehicle	5
Other	5 - 10

#### 1.4.9 Intangible assets

computer software Presented at cost net of accumulated amortization. and amortized by the straight-line method over their estimated useful life of 3 years.

#### 1.4.10 Lease agreement

##### **Group of companies that are lessees**

##### **Right-of-use assets**

The Group recognizes right-of-use assets as of the date of first use. for lease which was previously classified as an operating lease Lease matter The lessee shall measure the leasehold rights asset by selecting an amount equal to the lease liability adjusted by the amount of the lease payments made in advance or payable related to the lease recognized in the statement of financial position. before the date of first implementation

The Group recognizes right-of-use assets at the commencement date of the lease. Right-of-use assets are measured at cost less accumulated depreciation. Accumulated impairment losses (if any) and adjusted for remeasurements of the lease liabilities (if any). The cost of the right-of-use asset comprises the amount of the lease liabilities on initial measurement. Initial direct costs incurred The amount paid under the lease agreement on or before the effective date of the lease. and deducted by the lease incentive received.

If the Group has no reasonable assurance that its ownership of the underlying asset will be transferred to the Group at the end of the lease term. Right-of-use assets are depreciated on a straight-line basis from the commencement date of the lease until the end of the useful life of the right-of-use asset or the end of the lease term, whichever occurs. up first

#### **Lease liabilities**

On the effective date of the lease agreement The Group recognizes lease liabilities at the present value of the amount to be paid under the lease Discounted by the interest rate implied by the lease or the Group's incremental borrowing rate. After the effective date of the lease agreement The carrying amount of the lease liability increases to reflect interest on the lease liability and decreases to reflect the lease payments made. In addition, the carrying amount of the lease liability is remeasured when There is a change or reassessment of the lease.

Lease payments included in the measurement of lease liabilities consist of:

- Fixed payments (including in-substance fixed payments), less any lease incentives receivable.
- Variable rent payments based on index or rate The initial measurement uses an index or rate at the commencement date of the lease.
- The amount expected to be paid by the tenant under the residual value guarantee.
- The exercise price of the option to purchase If there is reasonable certainty that the tenant will exercise that option
- Payment of fines for the termination of the lease If the lease terms show that the lessee exercises the option to terminate the lease

#### **Short-term leases and leases for which the underlying asset is of low value**

The amount to be paid under a lease with a lease term of 12 months or less from the effective date of the lease. or leases on which the underlying asset is of low value. are recognized as expenses on a straight-line basis over the lease term.

#### **1.4.11 List of accounts in foreign currency**

List of accounts in foreign currency Account recorded in baht According to the exchange rate at the date of the transaction The balances of assets and liabilities denominated in foreign currencies at the end of the

year are converted into Thai Baht based on the average exchange rates that commercial banks bought and sold on that date, respectively. included in the income statement

#### 1.4.12 Financial Instruments

##### **Classification of transactions and their valuation**

Financial assets in the category of debt securities are measured using the amortized cost method.

Equity financial assets held for trading purposes are measured at fair value through profit or loss. for equity instruments with other purposes Measured at fair value through profit or loss or through other comprehensive income. If measured at fair value through other comprehensive income, any cumulative gain (loss) on fair value measurement of such investment will not be subsequently reclassified to profit or loss.

Financial liabilities are classified and measured using the amortized cost method.

Derivatives are classified and measured at fair value through profit or loss.

##### **Impairment of financial assets**

The Group assesses forward-looking information in consideration of expected credit losses associated with financial assets measured by the amortized cost method. The Group uses a general approach or a simplified approach in determining the allowance for impairment losses. depending on the materiality of credit risk.

#### 1.4.13 Employee benefits

The Company and its subsidiaries recognize salaries, wages, bonuses and contributions to the social security fund. provident fund and other benefits It is an expense when the transaction occurs.

Compensation upon retirement of employees as defined by Thai law. It is recorded as an expense in profit and loss over the employee's service life. The Company and its subsidiaries' obligations in respect of post-employment benefits are calculated by actuaries based on actuarial principles. using the discount method For each projected unit, however, actual post-employment benefits may differ from the estimates.

The Company and its subsidiaries recognize actuarial gains and losses arising from other comprehensive income in the period in which they occur.

Termination benefits are recognized as an expense when the Company The Company and its subsidiaries clearly express their intention to be bound by termination and there is no possibility of termination. There is a formal breakdown of either normal pre-retirement termination or support for voluntary resignation.

Past service costs are recognized in full in the statement of income as soon as the Company receives service costs. and its subsidiaries have revised the project or reduced the project size. or when the relevant restructuring costs are recognized. or benefits upon dismissal

#### 1.4.14 Income taxes

The Company records income tax by calculating from taxable profits according to the Revenue Code.

##### Current income tax

Current income tax is the tax expected to be paid or received based on the annual taxable profit or loss. using tax rates enacted or expected to be effective as of the reporting date, as well as tax adjustments applicable to items in previous years.

##### Deferred income tax

Deferred income tax record It is calculated from temporary differences between the book values of assets and liabilities. and the amount used for tax purposes. Deferred income tax is not recognized on temporary differences. Goodwill recognition in the first place the initial recognition of assets or liabilities in a transaction that is not a business combination and that has no effect on accounting profit or taxable profit and differences related to investments in subsidiaries. and joint venture If it is possible that there will be no reversal in the near future. Deferred income tax is measured at the tax rate expected to be applied to the temporary differences. When there is a reversal in relation to laws enacted or substantively enacted at the reporting date, deferred tax assets and deferred tax liabilities are offset if: There is a legal right to offset current tax assets and liabilities. This relates to the collection of income tax on the same taxing authority and is the same or different taxable entities. but intends to settle by netting current tax liabilities and current tax assets. By offsetting or intending to receive back assets and pay liabilities at the same time.

Deferred tax assets They are 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 the tax benefit is likely to be realised.

#### 1.4.15 Accounting judgments and estimates

In preparing financial statements in accordance with generally accepted accounting standards Management may exercise judgment. and estimates of the effects of uncertain future events that may affect the amounts shown in the financial statements and disclosed in the notes to the financial statements. As such, actual results could differ from these estimates.

Estimates and judgments Has been constantly reviewed. and is based on past experience and other factors. This includes expectations of future events that you believe are reasonable under the prevailing circumstances.

Significant judgments and estimates are as follows:

##### 1. Allowance for diminution in the value of inventories

In estimating the allowance for diminution in the value of inventories. The management uses judgment to estimate expected losses from inventories by making allowance for diminution in net realizable value.

Considered from the price expected to sell in the normal course of business less the cost of selling the product.

## 2. Allowance for impairment of investments in subsidiaries

The Company treats investments in subsidiaries as impaired when the management judges that there has been a significant or prolonged decline in the fair value below their cost, or when there is an indication of impairment to conclude whether such investment has decreased significantly over a long period of time or not. Management's discretion is required.

## 3. Litigation

The Company and its subsidiaries have contingent liabilities from being sued for damages. The management has exercised discretion in assessing the results of each lawsuit filed, and is confident that there will be no damage in any case, therefore, no provisions for such cases have been recorded as of the date of the financial statements.

### 1.4.16 Basic earnings (loss) per share

Basic earnings (loss) per share Calculated by dividing the profit (loss) for the year by the weighted average number of shares outstanding.

In the third quarter of 2022, a subsidiary (Crypto Investment Co., Ltd.) started mining digital assets. The Group has set more accounting policies.

#### The Company records income and expenses on an accrual basis.

The group has joined a consortium of Bitcoin mining pools to process and verify transactions in the blockchain system. The group receives returns in the form of cryptocurrencies from group bitcoin mining operators. Service income is recognized when the Group has rendered services and received digital currency coins from group bitcoin mining operators. By showing the fair value on the date of receipt of digital currency coins. It uses closing prices from a central website that collects information about cryptocurrency asset prices. (www.coinmarketcap.com) ("CoinMarketCap")

#### Digital asset mining equipment

Depreciation of digital asset miners is calculated from their costs on a straight-line basis over a period of 5 years. Depreciation of digital assets miners is included in the performance calculation.

#### Digital assets

Since transactions involving crypto-currency assets are new to the world, and there are no financial reporting standards directly related to this matter. The Group has determined that investments in crypto assets are for long-term investment purposes. Therefore, the principle of Accounting Standard No. 38 on Intangible Assets has been applied, to apply and classified as non-current assets.

The Group records the initial cost of digital currency assets at cost, which is the fair value at the date of acquisition of the asset. after recognition of the initial item Cryptocurrency assets are valued using the revaluation method.

## **2. THE OPERATION OF THE COMPANY AND ITS SUBSIDIARIES**

### **2.1 Tongkah Harbour (Public) Company Limited**

**A. The Stock Exchange of Thailand (SET) has notified its actions taken against the Company for the situation where the Company is required to adjust its financial status and operation.**

As assigned by The Stock Exchange of Thailand (SET) that the Company fall into the classification of rehabilitating its financial position and operations, stage 1 (NC stage 1) with a marking of “NC(Non-Compliance)” since December 9, 2011, and with a marking of “SP – Suspension” for no trading of the Company’s securities. The company is given 3 years to rehabilitate its financial position and operations.

According to the Stock Exchange of Thailand’s regulation for the company that are subject to possible delisting, the period of rehabilitation has been allocated into 2 phrases which are (1) Period for rectifying the cause(s) of delisting and (2) Period for the repossession of the required qualifications for Resume Stage.

Since 2016, the company has submitted a letter to the Stock Exchange of Thailand. to request to return to trading and the Stock Exchange of Thailand informed that the company Still not having complete qualifications every year. Latest, on May 27, 2022, the company submitted a letter to the Stock Exchange of Thailand. to request an extension of the processing period to be qualified in order to resume trading (Resume Stage). Later on July 4, 2022, the Stock Exchange of Thailand has notified the extension of the processing period until June 30, 2023

#### **B. Rehabilitation of Tongkah Harbour Public Company Limited**

On November 5, 2014, the Central Bankruptcy Court ordered Tongkah Harbour (Public) Company Limited (the Company) to rehabilitate its business according to the Company’s petition. The Central Bankruptcy Court has appointed the company as the plan maker.

On March 25, 2016 the Company settled the 1st installment and on March 28, 2016, the 2nd to 5th installment was settled to all creditors according to the plan. The said settlement was regarded as a completion of resolution as per the Company’s rehabilitation plan.

On October 10, 2016, the Company submitted a petition to terminate the rehabilitation plan as per the Bankruptcy Law B.C. 2483 Section 90/70 the first paragraph. The Central Bankruptcy Court fully investigated the petition and on May 8, 2017, the Court ordered to revoke the Company’s rehabilitation, thus, the management of the company has the power to manage the business and assets of the company. In addition, all other outstanding petitions were also withdrawn by the Central Bankruptcy Court on the same date.

As of December 31, 2022, the Company has placed a number of 333.46 million baht to the property deposit office. This amount is equal to the one creditor has filed for repayment. In September 30, 2022, the court has a final judgment to repay to this creditor, and such creditor has filed a request for deposit money with the Bangkok Civil Execution Department 2 and already received an amount of 333.43 million baht. And the company has already received back the left money. So, this case is ending. and the remaining deposit amount of 32,718.11 baht, the company has already received it. This case ended.

## **2.2 Sky Cliff Company Limited (Sky Cliff)**

Sky Cliff was registered on 5 September 1990, operating a business relating to property development. Sky Cliff studied and planned the business of real estate investment and considered the details of the project of land allocation and construction by taking into account the suitability of doing business. As a result, the Company has invested 317.53 million baht which accounted for 99.90% in 89 Capricorn Development Company Limited.

## **2.3 89 Capricorn Development Company Limited**

89 Capricorn Development was registered on 26 July 2012, operating a property development business. Its head office is located on 12 Pratiphat Road, Taladnuea district, Muang, Phuket Province.

Currently, the company is working on a project called “The Bay” at Phuket province. The project comprises two real estate projects regarding Commercial Buildings and Twin Houses. The total value of the two projects is approximately 405.28 million baht. The first hand-over was in June 2015.

As of December 31, 2020, the total hand-over is 75% of the project.

## **2.4 Sea Minerals Company Limited (Sea Minerals)**

Sea Minerals was registered on March 26, 1981, operating tin mining business in the sea. The company has applied for a large tin mining concession off the Andaman Sea covering approximately 50,000 Rai.

Referring to the Note to Financial Statement No 28.3, the Company (Tongkah Harbour) is currently in legal dispute with a former director (Mr. Ronald Ng Wai Choi) and with other three former related companies (Sintana Holdings Company Limited and Sino Pac Development Company Limited) on the issue of “Sea Minerals” share certificate rights.

## **2.5 Cholsin Company Limited (Cholsin)**

Cholsin was registered on March 20, 1984, operating gold mining at Toh Moh Sub-District, Sukirin District, Narathiwat Province. Later on, with the rising production cost and unrest in the area, the operation of Cholsin became unworthy to continue. Cholsin then ceased its Toh Moh mining operation. At the present, Cholsin has already surrendered the rights on the mining operation to the government.



Since the cease of Toh Moh gold mining operations, Cholsin has transferred major rock crushing machines from Toh Moh to the Company's quarry in Saraburi (Tongkah). Currently, Cholsin operates rock crushing business in Saraburi Province as Andesite crushing vendor for the Company.

As per note no.1.2 to the financial statements, on June 30, 2021, the Company entered into a contract to sell its investment by assigning the control transfer of Cholsin Limited from 1 July 2021 to an unrelated company.

## **2.6 THL Myanmar Co., Ltd.**

Since the Company has operated the mine exploration in the Republic of the Union of Myanmar, the Board of Directors' Meeting of 6/2018 held on August 9, 2018 decided that the Company established a subsidiary company named THL Myanmar Co., Ltd. The company was registered in the Republic of the Union of Myanmar with its objective to conduct mining and energy operation business. The Subsidiary company was registered on August 6, 2018 with a registered capital of US\$ 1,000,000. The Company solely owns 100% shares, as at December 31, 2019, US\$ 100,000 was paid for the shares.

## **2.7 Pure Nergy Co., Ltd.**

The Board of Directors' Meeting of 7/2020 held on August 14, 2020 decided that the Company established a subsidiary company named Pure Nergy Co., Ltd. for invest in renewable energy businesses. The Shareholders consisting of Tongkah Harbour PCL. 70%, Sky Cliff Co., Ltd. 15% and 89 Capricorn Development 15%.

Pure Nergy Co., Ltd. was registered on August 27, 2020 with a registered capital of Baht 5,000,000, which is 50,000 common shares at par value of 100 baht per share. The registered address is 252/11, Muang Thai-Phatra Office Tower I, 7th Floor, Ratchadapisek Road, Huaykhwang, Bangkok, Thailand.

Subsequently, during the 4th quarter of the year 2021, the Company moved its head office to 245 Nawamin Road, Nuanchan Subdistrict, Bueng Kum District, Bangkok.

## **2.8 Crypinvest Co., Ltd.**

On April 28, 2022, the Board of Directors Meeting No. 1/2022 passed a resolution to establish Crypto Investment Company Limited with the objective of conducting business in the cryptocurrency market. By mining, mining bitcoins and to develop into other technology businesses in the future. Office No. 245, Nawamin Road, Nuanchan Subdistrict, Bueng Kum District, Bangkok, with a registered capital of 1 million baht, divided into 10,000 ordinary shares with a par value of 100 baht per share, with the proportion of shareholders in accordance with the resolution of the meeting.

### 3. Related Parties

As of December 31, 2022, enterprises that are controlled by the company both under direct control or indirect control are shown below:

Name	Type of Business	Relationship	% of Shares Held
<b><u>Subsidiary Companies:</u></b>			
Sky Cliff Limited (Sky Cliff)	Property development	Hold the shares and have the same directors	94.99
Sea Minerals Limited (Sea Minerals)	Tin mining in the sea	Hold the shares and have the same directors	99.99
89 Capricorn Development	Property development	Hold the shares and have the same directors	94.91 (Through Sky Cliff)
THL Myanmar Co.,Ltd.	Mining and Energy	Hold the shares and have the same directors	100.00
Pure Nergy Co.,Ltd.	Investing in renewable energy business	Hold the shares and have the same directors	100.00
Crypinvest Co.,Ltd.	Bitcoin mining	Hold the shares and have the same director	99.90

#### **Related companies**

Clean Planning Co., Ltd	Management and disposal of treatment	Hold the shares	19.00 (Through Pure Nergy)
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#### **Related Person:**

Mr. Wijit Jiemwijitkul	-	Director and shareholder
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\*As per note no.1.2 In July 2021, the Company entered into a contract to sell its investment by assigning the control transfer of Cholsin Limited Company to an unrelated company.

### **ACCOUNTING TRANSACTIONS WITH RELATED PARTIES**

The Company has significant business transactions with its related parties through share holdings and having joint shareholders and/or having joint directors. Such transactions are in accordance with the terms and conditions and criteria agreed between the Company and those related companies. The transactions are summarized as below:

### 3.1 Transactions with related parties

The Company has significant business transactions with its subsidiaries (that were eliminated during the preparing of consolidated financial statements) and its related companies (related by shareholding and/or having some joint directors). Such transactions are summarized as follows:

	Thousand Baht				
	Consolidated Financial		Separate		
	Statement		Financial Statement		
	For the year ended December 31				
	2022	2021	2022	2021	Pricing Policy
<u>Business Transaction with subsidiaries: -</u>					
<b>Income</b>					
Rental income	-	-	159	299	contract price
Common area service					
charge	-	-	-	150	contract price
Management fee	-	-	329	294	contract price
Interest Income	-	-	1,871	1,057	contract price
<b>Expenses</b>					
Interest expense	-	-	6,091	5,191	Average actual interest

### 3.2 Management remuneration

Management remuneration for the year ended December 31, 2022 and 2021 comprised salaries, bonuses, and other benefits of directors and management.

	Thousand Baht			
	Consolidated Financial Statement		Separate Financial Statement	
	For the year ended December 31			
	2022	2021	2022	2021
Short-term benefits	10,922	10,109	10,922	10,870
Post-employment benefits	24,000	27,077	24,000	21,077
Total	34,922	37,186	34,922	31,947

**The outstanding balances of assets and liabilities** with the subsidiary companies, current related companies and former related companies of the above transactions are separately shown in the statements of financial position as At December 31,2022 and December 31,2021. Details are shown below:

**3.3 Other receivables - related businesses – net**

Thousand Baht					Pricing policies
Separate Financial Statement					
Dec-31,			Dec-31,		
2021	Increased	Decreased	2022		
Subsidiaries				-	
- Sky Cliff	748	159	-	907	
- Sea Minerals	2,620	-	-	2,620	
-89 Capricorn Development	19	111	-	130	
- Pure Nergy	838	159	-	997	
- Crypinvest Co.,Ltd.	-	152	-	152	
Total	4,225	581	-	4,806	

**3.4 Long - term loans to related parties Subsidiaries**

		Thousand Baht				
		Consolidated Financial Statement				Policy on cost of loans
		Dec -31, 2021	Increased	Decreased	Dec -31, 2022	Between each other
CLEAN PLANNING	Principal	57,566	-	(4,000)	53,566	7.97%
	Accrued Interest	5,137	4,385	(6,266)	3,256	Per annum
	Total	62,703	4,385	(10,266)	56,822	

		Thousand Baht				Policy on cost of loans  Between each other
		Separate Financial Statement				
		Dec -31, 2021	Increased	Decreased	Dec -31, 2022	
PURE NEGRY	Principal	60,690	46,030	-	106,720	2.00%
	Accrued Interest	1,168	1,872	-	3,040	Per annum
	Total	61,858	47,902	-	109,760	
CLEAN PLANNING	Principal	4,206	-	-	4,206	7.97%
	Accrued Interest	409	355	-	744	Per annum
	Total	4,615	355	-	4,950	
Total Long – term		66,473	48,237	-	114,710	

The Company entered into an agreement to provide financial assistance to its subsidiaries. (Pure Nergy Co., Ltd.) in the amount of not more than 120 million baht, due within 5 years from the date of the memorandum. Interest is charged at a rate of 2.00% per annum. Subsequently, the subsidiary (Pure Nergy Co., Ltd.) has provided a long-term loan to Clean Planning Company Limited in the amount that is not more than 120 million Baht to invest in a community power plant project in Mae Sot Municipality, Tak Province. The premises under the Utilization Certificate along with existing and forthcoming construction of Clean Planning Co., Ltd. are used as collaterals to secure the loan. The loans to Clean Planning Company Limited are as follows

		Thousand Baht	
		December 31, 2022	December 31, 2021
Loan from Tonhkah Harbour PCL.			
- Principal		4,206	4,206
- Accrued Interest		744	409
		4,950	4,615
Loan from Pure Nergy Co., Ltd.			
- Principal		49,360	53,360
- Accrued Interest		2,512	4,728
		51,872	58,088
		56,882	62,703

On May 13, 2022, Clean Planning Company Limited repaid the principal plus some interest to Pure Nergy Company Limited in the amount of 10.20 million baht

### 3.5 Short-term loans from related parties

	Thousand Baht				
	Consolidated Financial Statement				Policy on cost of loans between each other
	December ,31 2021	Increased	Decreased	December ,31 2022	
- Loans from Director (Tongkah Harbour)	2,040	-	(2,000)	40	
Total	2,040	-	(2,000)	40	

	Thousand Baht				
	Separate Financial Statement				Policy on cost of
	December ,31			December ,31	loans between each
	2021	Increased	Decreased	2022	other
- THL Myanmar - Principal	1,205	-	(59)	1,146	
- Accrued Interest	63	24	-	87	2.00%
	1,268	24	(59)	1,233	Per annum
- Loans from Director (Tongkah Harbour)	2,040	-	(2,000)	40	-
Total	3,308	24	(2,059)	1,273	

### 3.6 Long-term loans from related parties

Thousand Baht					
	Separate Financial Statement			Policy on cost of	
	December ,31			December ,31	loans between
	2021	Increased	Decreased	2022	each other
<u>Subsidiaries</u>					
- Sky Cliff - Principal	70,894	10,229	(700)	80,423	2.00 – 15.00%
- Accrued Interest	4,162	2,983	(5,863)	1,282	Per annum
	75,056	13,212	(6,563)	81,705	
- 89 Capricorn - Principal	9,960	-	(7,860)	2,100	15.00%
- Accrued Interest	136	935	(1,038)	33	Per annum
	10,096	935	(8,898)	2,133	
Total	85,152	14,147	(15,461)	83,838	

#### 4. CASH AND CASH EQUIVALENT

	Thousand Baht			
	Consolidated Financial Statement		Separate Financial Statement	
	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021
Cash	2,899	3,029	40	40
Saving deposits and current accounts	34,075	107,596	32,840	106,001
Total cash and cash equivalents	36,974	110,625	32,880	106,041

#### 5. TRADE RECEIVABLES AND OTHER RECEIVABLES

##### 5.1 TRADE RECEIVABLES - NET

As of December 31, 2022 and 2021 the Company and its subsidiaries' outstanding account receivables classified by aging are as follows:

	Thousand Baht			
	Consolidated Financial Statement		Separate Financial Statement	
	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021
<b><u>Andesite mining (THL) (A.) (B.) (D.)</u></b>				
Current	3,638	1,020	3,638	1,020
Overdue - less than 3 months	1,774	2,140	1,774	2,140
- 3 months to 6 months	2,171	7,490	2,171	7,490
- over than 6 months to 1 Year	168	6,420	168	6,420
- More than 1 Year	10,742	1,567	10,742	1,567
Total	18,493	18,637	18,493	18,637
Less Allowance for product Declining value (C.)	(10,728)	(11,183)	(10,728)	(11,183)
Inventories – andesite mining, net	7,765	7,454	7,765	7,454
<b><u>Tin mining (Foreign) *(E.)</u></b>				
Current	-	-	-	-
Overdue - less than 3 months	-	-	-	-
- 3 months to 6 months	-	-	-	-
- over than 6 months to 1 Year	-	-	-	-
- More than 1 Year	270,848	270,848	270,848	270,848
Total	270,848	270,848	270,848	270,848
Total trade receivables	289,341	289,485	289,341	289,485
<b><u>Less: Expected Credit Loss</u></b>	(10,728)	(11,183)	(10,728)	(11,183)
Trade receivables - net	278,613	278,302	278,613	278,302

- (A.) Subsequently, on August 21, 2020, the Company signed a Memorandum of Agreement for sale of stones with an unrelated company by allowing the counterparty to carry out production and sales. The counterparty will pay compensation for the sale of the produced stone in the lump sum amount monthly of a minimum of 3,000,000 Baht per month. As for this, the Company does not have to pay wages for stone production or any other expenses except royalty fees. And on June 1, 2021, an unrelated company has canceled the above memorandum of agreement for sale of stone. As of March 31, 2022, there are outstanding debts that are overdue for a long time amounting to Baht 11.18 million and 11.13 million. Therefore, the Company has filed a lawsuit on April 27, 2022 to pursue such debts. As of September 30, 2022, the case is under consideration by the court.
- (B.) Subsequently, on June 30, 2021, the Company signed a Memorandum of Agreement for sale of stones with an unrelated company by allowing the counterparty to carry out production and sales. The counterparty will pay compensation for the sale of the produced stone in the lump sum amount monthly of a minimum of 2,000,000 Baht per month which is effective July 1, 2021. As for this, the Company does not have to pay wages for stone production or any other expenses except royalty fees. An on November 19, 2021, an unrelated company has canceled the above memorandum of agreement for sale of stone due to unable to produce. by receiving all outstanding debts of 7.20 million baht.
- (C.) Afterward, on February 1, 2022, the company signed with an unrelated company in andesite stone mine contract to operate the business. By the contract, the partner is necessary to operate mining a stone or any mineral not less than 60,000 tons/month and will pay consideration at the rate of 30 baht/ton. In order for the partner necessary to pay a profit share to the company at the rate of 15% of the Net income and pay for any expenses related to production. The partner must bring a bank guarantee bail to the company in the amount of 2,000,000 Bath. By entering into force according to the contract on March 1, 2022. And on November 1, 2022, the Company entered into a memorandum attached to the contract to amend the compensation rate from 30 baht per ton to 40 baht per ton and cancel the profit sharing at the rate of 15%. And cancel the bank guarantee.
- (D.) On March 29, 2022, the Company has signed a contract for the purchase of Andesite Stone. with another unrelated company The contracting party will be the manufacturer. and purchase not less than 50,000 tons of stone per month and must pay compensation at the rate of 30 baht per ton and pay various expenses directly related to the production It will be effective according to the contract on October 1, 2022 onwards.
- (E.) The Company's Account Receivable for Tin Mining Service Fee in Myanmar whom The Company has urged to clear the overdue payment but still not being able to export the produced tin which caused by Myanmar government agencies' export approving procedures, the situation of the Coronavirus Disease 2019 Outbreak and the Political Situation of Myanmar. However, during January 2021 until to the date of reporting, the company received 100 million Baht as tin mining service fee. Also, the debtor has agreed to transfer tin concentrate as a debt payment guarantee to store in the Company's warehouse in Myanmar. As of March 2022, the minerals transferred as collateral amounted to 620 tons, worth approximately USD 13.034 million or equivalent to 392.34 million Baht.



Following that, on April 5, 2021, Ngwe Kabar Limited has entered into a surety contract pledging the overdue payment by surrendering 7,350 shares of King of Ore Mine Limited as collateral, which represents 49 percent of the entire number of shares held by Ngwe Kabar Limited. King of Ore Mine Limited is a gold mining firm based in Zambia. The Company preliminary has hired an independent appraiser to assess the fair value of the aforementioned ordinary shares. which has fair value at the appraisal date. (June 2021) is about 882.32 million Baht.

On June 28, 2021, the Board of Directors meeting passed a resolution to approve investment in the ordinary shares of King Of Ore Mine Limited (“KOOM”), where the total value of KOOM shares has a fair value of 882.32 million Baht. The Company will invest and receive the transfer of 7,350 ordinary shares, representing 49 percent of registered capital. The investment value is 270.85 million baht, and The Company will pay for the ordinary shares of KOOM by offsetting the outstanding debts of mining wages in Myanmar. Currently the company received some documentary evidence For changing the list of shareholders Currently, it is in the process of negotiating an agreement between the debtor of the Company and the former shareholder for the registration of the transfer of such shares.

## 5.2 OTHER ACCOUNT RECEIVABLES – OTHER BUSINESSES

As at December 31, 2022 and 2021, other account receivables are shown below:

	Thousand Baht			
	Consolidated Financial Statement		Separate Financial Statement	
	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021
Advance payment	474	12,638	474	11,620
Prepaid insurance	140	170	132	157
Prepayment Other	1,275	1,117	1,034	894
Other Receivables	2,534	3,504	2,474	3,487
Total	4,423	17,429	4,114	16,158

## 6. INVENTORIES – NET

	Thousand Baht			
	Consolidated Financial Statement		Separate Financial Statement	
	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021
<u>Andesite mining (THL)</u>				
Finished goods	136	380	136	380
Raw Material & Work in process	1,979	1,979	1,979	1,979
Supplies	1,742	656	1,742	656
Total	3,857	3,015	3,857	3,015
<u>Less Allowance for product</u>				
declining value	(1,721)	(1,721)	(1,721)	(1,721)
Inventories - andesite mining-net	2,136	1,294	2,136	1,294
<u>Tin (THL)</u>				
Finished goods	-	6,176	-	6,176
Work in process	11,028	11,028	11,028	11,028
Supplies	18	18	18	18
Total	11,046	17,222	11,046	17,222
<u>Property - Phuket province (89)</u>				
Land during development	92,877	92,877	-	-
Cost during development	22,450	22,450	-	-
Houses and Commercial Buildings with land for Sale (1)	90,032	90,032	-	-
Total	205,359	205,359	-	-
<u>Less Allowance for product</u>				
declining value	(984)	(984)	-	-
Total	204,375	204,375	-	-
<u>Property- Tak province (SCL)(1)</u>				
Land during development	40,079	40,079	-	-
Cost during development	4,943	4,943	-	-
Total	45,022	45,022	-	-
Total Inventories - net	262,579	267,913	13,182	18,516

- (1) It is a plot under development with an approximate 2-3-81.9 Rais or 1,181.9 Sq. Wah in Economic Zones at Thai-Myanmar border. In February 2023, an estimated price assessed by an independent appraiser is approximately Baht 56.62 million.

The movement of the allowance for inventory declining value for year ended December 31, 2022

	Thousand Baht	
	Consolidated Financial Statement	Separate Financial Statement
Balance as of December 31, 2021	2,705	1,721
Increased	-	-
Decreased	-	-
Balance as of December 31, 2022	2,705	1,721

The value of land, land under development, houses, and commercial buildings with land at net value of 208.52 million baht of 89 Capricorn Development Company Limited are used as collateral as follows:

- 1) On September 3, 2019, 89 Capricorn Development Company Limited (a subsidiary) has mortgaged land under development including houses and commercial buildings as collateral for short-term loans from third parties (Note 17).
- 2) On October 15, 2020, 89 Capricorn Development Company Limited has mortgaged 3 plots of land in Phuket Province as collateral against a local bank in the issuance of bank guarantees for Clean Planning Co., Ltd. (Pure Nergy is a shareholder) for the Waste energy power plant. Currently, on October 12, 2021, the letter of guarantee has already been returned to the bank, and the collateral has already been redeemed from the third-tier collateral.

On April 29, 2022, the Company has mortgaged the two title deeds redeemed above as collateral for short-term loans from third parties (Note 17).

## 7. DEPOSITS PLEDGED AS COLLATERALS

As of December 31, 2022, and 2021, the Company and its subsidiaries' bank deposits were pledged as collaterals.

Details are as follows:

	Thousand Baht		Note
	December 31, 2022	December 31, 2021	
The Company	879	924	A
Less: Allowance for non-refundable guarantee	(800)	(800)	
	79	124	
Subsidiaries			
89 Capricorn Development Limited	301	301	B. (1)
Total	380	425	

**A. The Company**

The company's bank deposits were used as bank collateral for issuing bank guarantee as follow;

1. Bank Guarantee for the Company for a credit limit of Baht 0.19 million in year 2019.
2. Bank Guarantee for the two former related companies. From this amount, Baht 0.80 million was pledged for "TKL". Later, the Company sold "TKL" business, and set up a provision for loss in full amount.

**B. Subsidiaries**

1. 89 Capricorn Development Limited used its bank deposit as a bank collateral to guarantee 1 Public Utilities Contracts totaling amount Baht 301,000.

**8. OTHER NON – CURRENT FINANCIAL ASSET**

As of December 31, 2022, and 2021, the non-current financial asset for the Company and its subsidiaries' common share are as follows:

			Consolidated Financial Statement			
			Share Holding (%)		Cost Method	
			31 December	31 December	31 December	31 December
			2022	2021	2022	2021
<u>Company</u>	<u>Type of Business</u>	<u>Paid up Capital Million Baht</u>	<u>%</u>	<u>%</u>	<u>Million Baht</u>	<u>Million Baht</u>
Royal Carats Gems Limited	Gold Mining In the Republic of Zambia	0.09	19.00	19.00	159.59	159.59
Clean Planning Co., Ltd.	Management of Disposal and Waste Water treatment	210	19.00	19.00	11.97	10.54
					171.56	170.13
<u>Less: Allowance for impairment</u>					-	-
General Investment - Net					171.56	170.13

			Separate Financial Statement			
			Share Holding (%)		Cost Method	
			31 December	31 December	31 December	31 December
			2022	2021	2022	2021
<u>Company</u>	<u>Type of Business</u>	<u>Million Baht</u>	<u>%</u>	<u>%</u>	<u>Million Baht</u>	<u>Million Baht</u>
Royal Carats Gems Limited	Gold Mining					
	In the Republic of					
	Zambia	0.09	19.00	19.00	159.59	159.59
<u>Less:</u> Allowance for impairment					-	-
General Investment - Net					159.59	159.59

#### **Royal Carats Gems Limited – Republic of Zambia**

On February 17, 2020, the Company entered into a 25% stake purchase agreement with one of the shareholders of Royal Carats Gems Limited, worth USD 6.89 million. Royal Carats Gems Limited operates a gold mining business in the Republic of Zambia by obtaining a concession license and a permit from the government of the Republic of Zambia. The permit will be expired in 2030. However, the company has no intention to take part in the management of the business.

Later, on May 15, 2020, the Board of Directors Meeting had a resolution to approve the new agreement of the Royal Carats Gems Limited 's group of shareholders by reducing the investment proportion from the original agreement from 25% to 19% in order to make it appropriate and flexible between foreign investors and local investors. In this regard, the new agreement is still in line with the Company's objectives in order to receive dividend benefits without taking part in the management of the business. The Company has also appointed company's representatives to join the represented group of the company to monitor the operation of Royal Carats Gems Limited and to report to the Company on a regular basis.

As of June 30, 2020, the company made a share payment amount 144.00 million Baht.

In July 2020, the company has paid for the shares according to the investment proportion of 19%, totaling USD 5.32 million or equivalent to 159.59 million Baht.

In August 2020, the company has received Share Certificate from Royal Carats Gems Limited.

#### **Clean Planning Co., Ltd.**

In September 2020, the Company's Board of Directors' meeting has granted Pure Nergy Company Limited, a subsidiary company, to purchase shares of Clean Planning Co., Ltd. who operates the business of sewage, management of wastewater treatment and disposal from unrelated individuals for 1.14 million shares representing 19 percent of the registered capital (60 million baht registered capital, 10 Baht per share, total 6 million shares). The Company's objective of doing so is for general investment where dividends will be yielded as a return. The Company has paid amount 3.42 million Baht for the shares and already received the transfer of the shares.

on August 23, 2021, the Company made an additional payment of capital in Clean Planning Company Limited in the amount of 7.13 million baht in order to maintain its shareholding ratio of 19 percent of the registered capital. As a result, the said investment increased from 3.42 million baht to 10.54 million baht.

Subsequently, on July 1, 2022, the Company made an additional payment of capital increase in Clean Planning Company Limited in the amount of 1.43 million baht, resulting in an increase in such investment from 10.54 million baht to 11.97 million baht.

## 9. INVESTMENTS IN SUBSIDIARIES - NET

As of December 31, 2022, and 2021, investments in the subsidiaries are as follows:

	Paid up Capital		Million Baht			
	(Million Baht)		Share Holding (%)		Separate Financial Statement	
	Dec-31, 2022	Dec-31, 2021	Dec-31, 2022	Dec-31, 2021	Dec-31, 2022	Dec-31, 2021
Investment in subsidiaries - net						
<i>Sky Cliff Co., Limited</i>						
Investment at cost method	212	212	94.99	94.99	492	492
<u>Less</u> Allowance for impairment					-	-
Investment at cost method - net					492	492
<i>Sea Minerals Co., Limited</i>						
Investment at cost method	105	105	99.99	99.99	56	56
<u>Less</u> Allowance for impairment					(56)	(56)
Investment at cost method - net					-	-
<i>THL Myanmar Limited</i>						
Investment at cost method	3	3	100.00	100.00	3	3
<u>Less</u> Allowance for impairment					-	-
Investment at cost method - net					3	3
<i>Pure Nergy Co., Limited</i>						
Investment at cost method	5	5	70.00	70.00	3	3
<u>Less</u> Allowance for impairment					-	-
Investment at cost method - net					3	3
<i>Cripinvest Co., Limited</i>						
Investment at cost method	1	-	99.90	-	1	-
<u>Less</u> Allowance for impairment					-	-
Investment at cost method - net					1	-
Investment in subsidiaries - net					499	498

## 9.1 Sale of investment in Cholsin Limited

As of June 30, 2021, Tungkah Harbor Public Company Limited entered into a share purchase agreement to sell its investment in Cholasin Company Limited according to the resolution of the Board of Directors dated June 28, 2021, amounting to Baht 154.18 million. Receive the first payment on July 16, 2021 in the amount of 15.40 million baht and the payment schedule is made in installments as follows:

2nd installment payment of 15.42 million baht within 15 days from the date of the transfer of shares and there are amendments to the directors and the authority to sign the company already

3rd installment, payment of 30.84 million baht within January 17, 2022.

4th installment, payment of 30.84 million baht within July 15, 2022.

5th installment, payment of 30.84 million baht within January 16, 2023.

6th installment, payment of 30.84 million baht within July 17, 2023.

Due to the epidemic situation of COVID-19 This resulted in significant obstacles to the buyer's business operations. And on March 22, 2022, the buyer requested to extend the outstanding payment by one year per installment by placing 2,899.56 tons of pyrolusite as collateral. debt settlement

The company has followed up and inquired about the receipt of payment for shares. It was found that there was no payment from B Balance Co., Ltd.; therefore, the debt was set up as a credit loss that will occur with the outstanding amount deducted by the contractual collateral. On December 31, 2022, The balance of accounts receivable from the sale of investments in subsidiaries is as follows:

	thousand baht
Accounts receivable from the sale of investments in subsidiaries	138.78
<u>Less</u> expected credit losses	(89.49)
Accounts receivable from the sale of investments in subsidiaries - net	<u><u>49.29</u></u>

9.2 As of December 31, 2022, the investment in subsidiaries have been pledged as collateral by the former executive of the Company (Tongkah) who pledged the subsidiaries' common shares to 2 former related companies (Sintana Holdings and Sino Pac Development) without delivering the share certificates nor receiving an approval from Tongkah's Board of Director at that time. Details are shown below:

1. 1.05 million units of common share of Sea Minerals equals to 99.99% of the total shares of the Company.
2. 314,454 units of common share of Sky Cliff (pledged ranking no.2)

As mentioned in the Note no. 28.3, on September 25, 2012, the Company filed a lawsuit against the 2 former related companies in order to revoke the unlawful act.

**10. Advance payments to purchase investments in Lao Nghan Guang Tong Mining Co.,Ltd.**

On August 1, 2016, the Company entered into share purchasing contract with Lao Nghan Guang Tong Mining Co., LTD. to purchase 70% of its total registered shares totaling \$ 3.0 million US. The objective of the deal is to expand the business and to invest in copper mining in Laos PDR.

In August 2016, the Company made an advance payment for the share purchase which was worth \$ 2 million US (equivalent to 70.08 million Baht). The remaining balance of \$ 1 million US will be paid within 15 days from the date that all shares and all related documents are transferred to the Company.

At present, the company has completed the process of requesting a concession certificate from the relevant government agency. And the Department of Investment Ministry of Planning and Investment, Laos. The Ministry has issued a letter stating that the concession request is in the final stages and will send documents to the Minister for further consideration and signing.

On October 9, 2020, the company signed a Memorandum of Understanding (MOU) for the transfer of claims (Share transfer) in Laos Nghan Guang Tong Mining Company Limited, a non-connected company, for the amount of 70.08 million Baht.

Subsequently, on January 15, 2021, the Company signed a contract of claim transfer (share transfer) in Laos Nghan Guang Tong Mining Company Limited for an amount of 70.00 million Baht. The Company has also signed an agreement of Sales and Purchase for Mineral Reserve Analysis, worth 50.20 million Baht. Later, on March 27, 2021, the Company received partial payments of both contracts totaling 6.00 million baht.

After that on April 4, 2022, the Company still cannot deliver the mining concession to be sold under the contract. The contracting party therefore exercises the right to terminate the contract. And due to the uncertainty in obtaining the said concession certificate, the Company has considered to set an allowance for impairment of investment and expenses in the said overseas project in the amount of 120.20 million baht as follows:

	Notes	Million Baht	
		December 31, 2022	December 31, 2021
Advance payments to purchase investments	10	70.08	70.08
Deferred cost for foreign project expenditures	11.2	50.12	50.12
Total		120.20	120.20
Loss from impairment of foreign country project		(120.20)	(120.20)
Balance		-	-



## 11. DEFERRED EXPENDITURES OF PROJECT – NET

11.1 Deferred expenditures for the andesite mining project of the Company are as follows:

	Thousand Baht	
	Consolidated and Separate Financial Statement	
	December 31, 2022	December 31, 2021
Deferred expenditures for the andesite mining project (28675/15632)	23,653	23,653
<u>Less</u> Amortization expense	(23,653)	(23,653)
Net	-	-
Deferred expenditures for the andesite mining project (28676/15268)	3,354	3,354
<u>Less</u> Amortization expense	(2,477)	(1,858)
Net	877	1,496
Total Deferred expenditures for the andesite mining project - Net	877	1,496

The Company operates its mining business in the Company's land (approximately 243 Rai) under the following mining licenses:

Mining License no.	Area			Expiry date	Status
	Rai	Ngan	Sq. Wah		
28675/15632	154	2	67	January 21, 2017	Under the process of renewal
28676/15268	88	3	81	May 23, 2024	

Mining license no. 28675/15632 The economic progress report for the license permit and the suitability of mining technology has been approved. At the moment, it is in the process of extending the contract for the use of the land of Phra Phutthabat Land for Settlement which expired on December 15, 2018. At present, it is under the consideration of the committee. Later, Sintana Resources Company Limited (the owner of the mining concession and the Company was the contractor) was removed from the registration by the company registrar as a defunct company and end of legal entity. Therefore, the proceedings for the request for a concession license under the name of the said company cannot be proceeded.

Mining license no. 25676/15268 is a concession certificate in the name of the company which is currently in the process of preparing documentary evidence to request an extension of time before the concession expiration date. However, in the area of the concession certificate there are sufficient reserves of minerals for further business operations.

## 11.2 Project expenditure in Foreign Countries

As of December 31, 2022, and 2021, the deferred mining exploration expenses in foreign countries are shown below:

Expenditure Item	Thousand Baht	
	Consolidated and Separate	
	Financial Statement	
	December 31, 2022	December 31, 2021
<b><u>Deferred project expenditure - Mining in Laos PDR</u></b>		
<b><u>Tin Mining</u></b>		
Travelling, allowance, ore specimen's analysis	1,879	1,879
Total	1,879	1,879
<b><u>Copper Mining- ChiangKwang area</u></b>		
Wages for exploring and excavation	10,000	10,000
Exploration expenditures	12,985	12,985
Other expenses (Travelling, allowance, ore specimen's analysis)	8,110	8,110
Total	31,095	31,095
<b><u>Copper Mining – Champasak area</u></b>		
Wages for exploring and excavation	8,804	8,804
Exploration expenditures	8,245	8,245
Other expenses (Travelling, allowance, ore specimen's analysis)	100	100
Total	17,149	17,149
<b>Total Deferred expenses - mining in Laos PDR</b>	<b>50,123</b>	<b>50,123</b>
<b><u>Deferred expenses - Mining Project in MYANMAR</u></b>		
<b>Mine I (Start operating since 2017)</b>		
Set up cost/land adjustment cost for mining as per the contract	17,100	17,100
Transfer exploration cost to Defer expenses	5,192	5,192
<u>Less</u> Deferred expenses **	(10,728)	(8,486)
Mining Expenditures – Net	11,564	13,806
<b>Mine II and Mine III</b>		
Set up cost/land adjustment cost for mining as per the contract	21,000	21,000
<b>Total Deferred expenses - Mining in MYANMAR</b>	<b>32,564</b>	<b>34,806</b>

Expenditure Item	Thousand Baht	
	Consolidated and Separate	
	Financial Statement	
	December 31, 2022	December 31, 2021
<b><u>Deferred Project Expenditure – Gold Mining Project in Myanmar</u></b>		
Exploration expenditures	2,342	2,342
Total Deferred expenses – Mining projects in Foreign Countries	85,029	87,271
<u>Less</u> Loss from impairment of foreign country project	(50,123)	(50,123)
Total Deferred expenses – Mining projects in Foreign Countries	34,906	37,148

**12. PROPERTY, PLANT AND EQUIPMENT – NET**

Thousand Baht									
Consolidated Financial Statement									
	Building				Machinery			Work in	
	Land	Land Reclamation	and building Renovation	Furniture and office equipment	And equipment	Vehicles	Others	Installation	Total
<b>Cost</b>									
As of December 31, 2021	31,856	22,351	23,114	8,700	199,558	25,684	1,184	75,573	388,020
Increased	-	-	126	689	38,092	-	52	11,924	50,883
Decreased	-	-	-	-	-	-	-	-	-
Transfer	-	-	7,883	50	-	-	-	(7,933)	-
As of December 31, 2022	31,856	22,351	31,123	9,439	237,650	25,684	1,236	79,564	438,903
<b>Accumulated depreciation</b>									
As of December 31, 2021	-	(466)	(11,865)	(4,680)	(52,018)	(22,412)	(939)	-	(92,380)
Increased	-	(151)	(2,230)	(701)	(20,762)	(1,129)	(37)	-	(25,010)
Decreased	-	-	-	-	-	-	-	-	-
Transfer	-	-	-	-	-	-	-	-	-
As of December 31, 2022	-	(617)	(14,095)	(5,381)	(72,780)	(23,541)	(976)	-	(117,390)
<b>Net book value</b>									
As of December 31, 2021	31,856	21,885	11,249	4,020	147,540	3,272	245	75,573	295,640
As of December 31, 2022	31,856	21,734	17,028	4,058	164,870	2,143	260	79,564	321,513

Thousand Baht

Separate Financial Statement

	Building and building Renovation								Work in progress and Machinery during Installation			Total
	Land	Land Reclamation			Furniture and office equipment	Machinery and equipment	Vehicles	Others				
<b>Cost</b>												
As of December 31, 2021	20,706	13,935	15,211		5,409	199,558	22,684	1,184	72,516		351,203	
Increase	-	-	-		553	-	-	52	7,047		7,652	
Decrease	-	-	-		-	-	-	-	-		-	
Transfer	-	-	-		-	-	-	-	-		-	
As of December 31, 2022	20,706	13,935	15,211		5,962	199,558	22,684	1,236	79,563		358,855	
<b>Accumulated depreciation</b>												
As of December 31, 2021	-	(466)	(6,531)		(1,574)	(52,018)	(19,510)	(939)	-		(81,038)	
Increase	-	(151)	(1,143)		(681)	(17,739)	(1,129)	(37)	-		(20,880)	
Decrease	-	-	-		-	-	-	-	-		-	
Transfer	-	-	-		-	-	-	-	-		-	
As of December 31, 2022	-	(617)	(7,674)		(2,255)	(69,757)	(20,639)	(976)	-		(101,918)	
<b>Net book value</b>												
As of December 31, 2021	20,706	13,469	8,680		3,835	147,540	3,174	245	72,516		270,165	
As of December 31, 2022	20,706	13,318	7,537		3,707	129,801	2,045	260	79,563		256,937	

Depreciation expense for the year ended December 31, 2022 and 2021 are shown in the calculation of profit-loss as follows:

	Thousand Baht			
	Consolidated Financial Statement		Separate Financial Statement	
	For the year ended			
	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021
Production costs	22,227	21,344	18,938	20,022
Administrative expenses	2,783	4,816	1,942	3,877
Total	25,010	26,160	20,880	23,899

As of December 31, 2022, and 2021, the net book value of Property and Equipment that are still in use after deducting the full amount of accumulated depreciation is shown below.

	Million Baht			
	Consolidated Financial Statement		Separate Financial Statement	
	Dec-31,2022	Dec-31,2021	Dec-31,2022	Dec-31,2021
Net book value after deducting				
The accumulated depreciation	65.13	65.13	13.82	13.82

The company has machinery and machinery that is being installed in mining projects in Myanmar. The total book value is 199.22 million baht. However, with the COVID-19 situation and Myanmar's political situation beginning in February 2021, the company was ordered to temporarily suspend the production line for employee safety. Furthermore, Myanmar's policy in this situation is effect to make company operations harder.

However, the company having been always followed up with the COVID-19 situation and Myanmar's political situation. The company tries to go into operating the business when it observes that the level of violence has decreased from October 2021 to September 2022. However, since August 2022, Myanmar's political situation has intensified again, and it still finds itself unable to proceed. The company decided to stop operating in the area again and cannot estimate when it will resume operations.

### 13. INTANGIBLE ASSETS – NET

	Thousand Baht	
	Consolidated	Separate
	Financial Statement	Financial Statement
<b><u>13.1 Computer Software</u></b>		
<u>Cost</u>		
As of December 31, 2021	1,772	1,609
Increased	214	214
Decrease	-	-
Transfer	-	-
As of December 31, 2022	1,986	1,823
<u>Accumulated amortization</u>		
As of December 31, 2021	(562)	(415)
Increased*	(559)	(559)
Decrease	-	-
Transfer	-	-
As of December 31, 2022	(1,121)	(975)
<u>Net book value</u>		
As of December 31, 2021	1,210	1,194
As of December 31, 2022	865	848

### **13.2 Digital assets**

In 2022, the company has invested in bitcoin mining business. This is a new business with risks and volatility of Bitcoin prices and other important variables. which cannot be controlled The Group's management believes that such investment is an investment. In the long term that increases the opportunity to generate income for the group of companies. And on February 28, 2022, the Board of Directors' meeting has resolved to approve the establishment of a subsidiary (Cryp Invest Company Limited) to invest in Bitcoin mining transactions. by as of December 31, 2022, the Company has investment in net assets related to bitcoin mining transactions in the amount of 44.96 million baht and digital assets obtained from mining in the amount of 1.60 million baht during the current period. bitcoin coin price has significantly decreased in value from approximately 1.5 million baht per Bitcoin as of December 31, 2021 to approximately 0.6 million baht per Bitcoin as of December 31, 2022. However, the Group's management believes that the value expected earnings from investments in bitcoin mining transactions will be greater than investments in net assets related to bitcoin mining transactions. and no impairment

As of December 31, 2022 Digital Assets Details are as follows:

	Thousand Baht	
	Consolidated Financial Statement	Separate Financial Statement
Net book value as of January 1, 2022	-	-
Increased **	2,770	-
<u>Less</u> Unrealized gain (loss) from fair value adjustments	(588)	-
Net book value as of December 31, 2022	2,182	-

\* As of December 31, 2022 and 2021, intangible assets in the consolidated financial statements and separate financial statements are computer software and license fee Amortization shown in administrative expenses for the year ended December 31, 2022 and 2021 in the consolidated, cost price 0.23 million baht and 0.23 million baht. Separate financial statements, cost price 0.01 million Baht and 0.01 million baht.

\*\* The Group measures the fair value of cryptocurrency assets based on the closing price from CoinMarketCap. The fair value measurement is categorized as level 2 in the fair value hierarchy. As at December 31, 2022, the Group had the outstanding cryptocurrency assets of 3.82 Bitcoin.



14. **Right of used asset – net**

The balances of right-of-use assets as at December 31, 2022 and 2021 have been separately presented in the statement of financial position. The details are as follows.

	Thousand Baht	
	Consolidated Financial Statement	Separate Financial Statement
<u>Cost</u>		
As of December 31, 2021	-	-
Increased	23,711	21,793
Decrease	-	-
As of December 31, 2022	23,711	21,793
<u>Accumulated depreciation</u>		
As of December 31, 2021	-	-
Increased	(4,135)	(1,343)
Decrease	-	-
As of December 31, 2022	(4,135)	(1,343)
<u>Net book value</u>		
As of December 31, 2021	-	-
As of December 31, 2022	19,576	20,450

15. **OTHER NON-CURRENT ASSETS**

	Thousand Baht			
	Consolidated Financial Statement		Separate Financial Statement	
	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021
Prepaid tax and deposit	2,305	3,695	3,755	3,695
Deposit	2,727	1,441	1,374	455
Total other non - current assets	5,032	5,136	5,129	4,150

16. **OTHER PAYABLES – OTHER BUSINESSES**

	Thousand Baht			
	Consolidated Financial Statement		Separate Financial Statement	
	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021
Other Payable	9,179	7,240	7,063	7,210
Employee benefits Accrued Expense	6,760	6,245	6,758	6,240
Advance received Product	3,681	3,681	2,631	2,631
Accrued Expense	24,760	22,564	17,261	14,927
Total	44,380	39,730	33,713	31,008

17. **SHORT-TERM LOANS FROM THIRD PARTIES**

The Group of Companies entered into short-term loan agreements from 4 third parties with a total credit line of 70.30 million baht, of which all 4 parties have a loan term of 1 year, at an interest rate of 12% - 15% per annum, with a mortgage of the Company's land. Total 20 plots for collateral (Note No. 6)

The movement of the short-term loans for the year 2022 and 2021, is as follows:

	Thousand Baht			
	Consolidated Financial Statement		Separate Financial Statement	
	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021
Beginning balance	40,300	40,300	-	-
Additional Loan for the year	30,000	-	30,000	-
Loan repayment	-	-	-	-
Total	70,300	40,300	30,000	-

# 18. LIABILITIES – FINANCIAL LEASE CONTRACT

The Group has lease payables, comprising 5 contracts for building lease and vehicle lease agreements for use in business operations the rent is scheduled to be paid monthly between 60 - 72 installments.

Lease liabilities as at December 31, 2022 and 2021 consist of:

	Thousand Baht	
	Consolidated	Separate
	Financial Statement	Financial Statement
Lease liabilities	2,607	2,607
<u>Less</u> Deferred interest expenses	(149)	(149)
Lease as at January 1, 2022	2,458	2,458
Increase (Decrease) for period:		
<u>Add</u> lease liabilities increasing during the period	25,080	23,100
<u>Less</u> deferred interest expenses increasing during the period	(1,368)	(1,307)
<u>Add</u> interest expenses	569	274
<u>Less</u> payments	(4,984)	(2,362)
Lease liabilities as at December 31, 2022	21,755	22,163
<u>Less</u> Current portion	(5,280)	(4,642)
Lease liabilities net of current portion	16,475	17,521

Lease expenses recognized in profit or loss for the year ended December 31, 2022 are as follow

	Thousand Baht	
	For the year ended December 31, 2022	
	Consolidated Financial	Separate Financial
	Statement	Statement
Depreciation of the usage rights assets	4,135	1,342
Interest expenses from debt under lease agreement	569	274
Expenses related to short-term leases	356	2,113
Expenses related to leases of low value assets	465	465
Total	5,525	4,194

As of December 31, 2022, and 2021 the Company and its subsidiaries are responsible for the debts as per the financial lease contracts, details of payments are shown below:

	Thousand Baht					
	Consolidated Financial Statement					
	December 31, 2022			December 31, 2021		
	Deferred			Deferred		
	Total	Interest	Principal	Total	interest	Principal
Due within 1 year	5,705	(425)	5,280	1,161	(131)	1,030
Due over one year	16,998	(523)	16,475	1,446	(18)	1,428
Total	22,703	(948)	21,755	2,607	(149)	2,458

	Thousand Baht					
	Separate Financial Statement					
	December 31, 2022			December 31, 2021		
	Deferred			Deferred		
	Total	Interest	Principal	Total	interest	Principal
Due within 1 year	5,045	(403)	4,642	1,161	(131)	1,030
Due over one year	18,300	(779)	17,521	1,446	(18)	1,428
Total	23,345	(1,182)	22,163	2,607	(149)	2,458

Under the conditions of some of the above contracts, the Company and its subsidiaries have the right to purchase the assets according to the lease contracts when the contracts mature. Moreover, the Company must comply with the conditions and restrictions as specified in those contracts.

#### 19. OTHER CURRENT LIABILITIES

As at December 31, 2022, and 2021, other current liabilities consisted of:

	Thousand Baht			
	Consolidated Financial Statement		Separate Financial Statement	
	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021
Undue output tax	817	190	313	296
Value Added Tax (VAT)	317	180	317	180
Withholding tax	5,608	5,097	4,568	4,012
Other	3,840	3,900	5,637	3,900
Total other current liabilities – others	10,582	9,367	10,835	8,388

## 20. EMPLOYEE BENEFIT

Movements for the year Ending December 31, 2022 and 2021 are as follows:

	Thousand Baht			
	Consolidated Financial Statement		Separate Financial Statement	
	For the year	For the year	For the year	For the year
	Ended	Ended	Ended	Ended
	December	December	December	December
	31, 2022	31, 2021	31, 2022	31, 2021
Brought forward from the beginning of the period	10,119	12,013	10,045	10,436
Current service cost and interest cost	966	961	952	926
Profit (Loss) from projection actuarial	(2,926)	(1,121)	(2,926)	(82)
Paid benefits	(427)	(1,235)	(427)	(1,235)
Decreased from sales of subsidiaries	-	(499)	-	-
Balance at the end of the period	7,732	10,119	7,644	10,045

Recognized Expenses as gain or loss for the year ended December 31, 2022 and 2021 are as follows

	Thousand Baht			
	Consolidated Financial Statement		Separate Financial Statement	
	For the year ended,			
	December 31,	December 31,	December 31,	December 31,
	2022	2021	2022	2021
Current service cost	867	871	854	842
Interest cost	99	90	98	84
Total	966	961	952	926

The Company has hired an actuary to do a forecast for post-employment benefits obligation by using the key actuarial assumptions as of December 31, 2022. Details are as follows:

	Consolidated Financial Statement	Separate Financial Statement
Discount rate	2.39% - 2.49 %	2.71 %
Expected rate of salary increase	4%	5%
Voluntary resignation rate	- *	- *
Mortality rate	TMO 2017**	TMO 2017**

\* Did not use because it had less effect.

\*\* Referred to TMO 2017 : Thai Mortality Ordinary Tables of 2017

## THE SENSITIVITY ANALYSIS OF KEY ASSUMPTIONS IN THE FORECAST ACCORDING TO ACTUARIAL INSURANCE PRINCIPLE

The key assumptions which were used in forecasting the sensitivity analysis according to the actuarial insurance principal are discount rate, rate of salary increase, and mortality by assuming that other assumptions remain unchanged. The impacts of the sensitivity analysis from the changes in the above related assumptions that are reasonable for year are as follows:

- If the discount rate increases (decreases) by 0.5%, employee benefit obligation will decrease by Baht 0.00 to 0.15 million (increases by Baht 0.00 to 0.16 million).
- If the rate of salary raises increases (decreases) by 1.0%, employee benefit obligation will increase by Baht 0.00 to 0.32 million (decreases by Baht 0.00 to 0.29 million).
- If employee longevity increases (decreases) by 20.0%, employee benefit obligation will increase by Baht 0.00 to 0.33 million (decrease by Baht 0.00 to 0.39 million).

In the above sensitivity analysis report, the present value of employee benefit obligation is calculated by using the same method as the calculation of employment benefit obligation acknowledged in the financial statements.

### **21. OTHER NON-CURRENT LIABILITIES**

As of December 31, 2022 and 2021, other non-current liabilities consisted of:

	Thousand Baht			
	Consolidated Financial Statement		Separate Financial Statement	
	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021
Retention	4,918	4,918	-	-
Deposit Customs - Project	105	105	-	-
Total other non-current liabilities	5,023	5,023	-	-

### **22. REGISTERED CAPITAL AND PAID-UP CAPITAL**

On 18 October 2015, the company registered the capital increase with the Department of Business Development. Ministry of Commerce in the amount of 23,400 million shares with a par value of 1.00 baht per share Resulting in the registered capital of the company as of 31 December 2018 amounted to 24,156,939,463.00 baht

The Company issued ordinary shares as follows;

- 22.1 New ordinary shares of 8,075,000,000 shares were issued to Private Placement at the offering price of Baht 0.05 per share, totaling Baht 403,750,000. The Company also registered to increase the paid-up capital for the amount of Baht 8,075,000,000 on February 11, 2016.

22.2 New ordinary shares of 1,758,283,143 shares were issued to existing shareholders (Rights Offering) at the offering price of Baht 0.05 per share, totaling Baht 87,914,157.15. The Company also registered to increase the paid-up capital for the amount of Baht 1,758,283,143 on February 17, 2016.

22.3 New ordinary shares of 9,812,000,000 shares were issued to Private Placement (2) at the offering price of Baht 0.05 per share, totaling Baht 490,600,000. The Company also registered to increase the paid-up capital for the amount of Baht 9,812,000,000 on March 18, 2016.

On July 17, 2017, the Company registered with Department of Business Development - Ministry of Commerce to decrease its capital for 3,754,716,857 million shares at a par value of Baht 1.00 per share making the registered capital of the Company as of July 17, 2017 was worth Baht 20,402,222,606.

On July 19, 2017, the Company registered with Department of Business Development - Ministry of Commerce to increase its capital for 4,080,444,521 million shares at par value of Baht 1.00 per share making the registered capital of the Company as of July 19, 2017 was worth Baht 24,482,667,127.

The Company also issued 259,174,943 new ordinary shares to existing shareholders (Rights Offering) at the offering price of Baht 0.35 per share, totaling Baht 90,711,230.05. In addition, The Company also registered to increase the paid-up capital for the amount of Baht 259,174,943 on August 2, 2017.

On April 30, 2020, the Annual General Meeting of Shareholders No. 22/2020 had a resolution to approve the adjustment of the stock par value from 1 Baht to 13 Baht. By doing so, the number of shares will reduce from 20,661,397,549 shares to 1,589,338,273 shares. On May 7, 2020, the Company has submitted a request to register the adjustment of par value with the Registrar of Business Development. As for this, the Company has issued a letter to notify creditors to file any objections within 60 days which was due for objection on July 27, 2020 and no objections from creditors, therefore on the August 5, 2020, the Company proceed to change the company certificate to the Department of Business Development, Ministry of Commerce.

On August 31, 2021, the Annual General Meeting of Shareholders No. 23/2021 resolved to approve the increase in the Company's registered capital amount of 438,657,306.40 Baht with a par value of 0.92 Baht per share. As a result, the registered capital increased from the original registered capital of 1,462,191,211.16 Baht to 1,464,388,509.00 Baht.

The Company issued the ordinary shares as follows:

22.4 2,388,368.26 of ordinary shares were issued to existing shareholders (Rights Offering) at a price of 4 Baht per share, for a total value of 9,553,473.04 Baht, and 2,197,298.80 Baht were registered for enhanced paid-up capital. The Company registered the capital increase and amended the Memorandum of Association with the Company Registrar of the Ministry of Commerce's Department of Business Development on October 7, 2021.

After the increase and decrease in capital, the Company's registered capital and paid-up ordinary shares are as follows:

Detail	Capital	
	Number of shares (Shares)	Amount (Baht)
<b><u>Registered ordinary shares</u></b>		
01-Jan-14	756,939,463	756,939,463.00
01-Jan-15	756,939,463	756,939,463.00
18-Oct-15	24,156,939,463	24,156,939,463.00
31-Dec-15	24,156,939,463	24,156,939,463.00
17-Jul-17	20,402,222,606	20,402,222,606.00
19-Jul-17	24,482,667,127	24,482,667,127.00
10-May-19	20,661,397,549	20,661,397,549.00
05-Aug-20	1,589,338,273	1,462,191,211.00
07-Oct-21	2,066,139,693	1,900,848,517.56

Detail	Capital		Premium (Discount)
	Number of shares (Shares)	Amount (Baht)	Share Value (Baht)
<b><u>Paid-up ordinary shares</u></b>			
01-Jan-14	756,939,463	756,939,463.00	358,607,565.00
01-Jan-15	756,939,463	756,939,463.00	358,607,565.00
31-Dec-15	756,939,463	756,939,463.00	358,607,565.00
11-Feb-16	8,831,939,463	8,831,939,463.00	(7,312,642,435.00)
17-Feb-16	10,590,222,606	10,590,222,606.00	(8,983,011,421.00)
18-Mar-16	20,402,222,606	20,402,222,606.00	(18,310,784,769.00)
02-Aug-17	20,661,397,549	20,661,397,549.00	(18,480,335,093.00)
05-Aug-20	1,589,338,273	1,462,191,211.00	718,871,245.00
07-Oct-21	1,591,726,638	1,464,388,506.00	7,356,174.00

## 23. **Legal reserve**

Under the provisions of the Public Limited Companies. The company must allocate a portion of its annual net profit as a reserve not less than 5% of its annual net profit Less with the accumulated deficit brought forward (if any) until this reserve fund is not less than 10 percent of the registered capital The statutory reserve is not available for dividend distribution.

Under the provisions of the Public Limited Companies. The subsidiary must allocate a portion of its annual net profit as a reserve not less than 5% of its annual net profit Less with the accumulated deficit brought forward (if any) until this reserve fund is not less than 10 percent of the registered capital The statutory reserve is not available for dividend distribution.



## 24. EXPENSE BY CATEGORY

The significant expense by category for the year ended December 31, 2022 and 2021 are as follows:

Expense item	Thousand Baht			
	Consolidated Financial Statement		Separate Financial Statement	
	For the year ended			
	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021
Changes in finished goods				
and work in process	5,188	13,069	5,188	3,885
Raw material and supplies used	73	473	73	461
Depreciation and amortization	28,431	29,382	24,300	27,121
Employee benefits expenses	26,396	37,765	25,980	37,069
Legal and lawyer advisor fee	1,869	9,187	599	9,127
Electricity	3,113	900	299	819

## 25. GAIN (LOSS) ON EXCHANGE RATE

	Thousand Baht			
	Consolidated Financial Statement		Separate Financial Statement	
	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021
Realized loss (gain) on exchange rate	26	1	26	-
Unrealized loss (gain) on exchange rate	(7)	(806)	(7)	(112)
Total	(19)	(805)	19	(112)

## 26. CORPORATE INCOME TAX

Corporate Income Tax for the year ended December 31, 2022 and 2021 are as follows:

	Thousand Baht			
	Consolidated Financial Statement		Separate Financial Statement	
	2022	2021	2022	2021
<b>Current Income tax:</b>				
Corporate Income tax for the year	-	23,271	-	23,099
<b>Deferred Tax:</b>				
Deferred tax from temporary difference and reversal of temporary difference	17,911	17,166	17,911	29,566
<b>Income tax illustrated in income statement</b>	<b>17,911</b>	<b>40,437</b>	<b>17,911</b>	<b>52,665</b>

The income tax shown in the Profit-Loss Statement is derived by reconciling the income tax from the financial statement and the tax impact for the year ended December 31, 2022 and 2021. Details are shown below:

	Thousand Baht			
	Consolidated Financial Statement		Separate Financial Statement	
	2022	2021	2022	2021
Income tax as per the financial statement	(184,234)	(158,422)	(170,472)	(142,170)
Corporate income tax	20%	20%	20%	20%
Income tax value account	(36,847)	(31,684)	(34,094)	(28,434)
Impact to deferred income tax - from the change of income tax rates	17,911	17,166	17,911	29,566
<b>Tax impact:</b>				
Exempted income or expenses (deductible) increase	(61)	(61)	-	-
Tax losses that are eligible to apply				
Non-deductible expenses	96	86,610	-	51,533
Tax loss for the period	36,812	(31,594)	34,094	-
<b>Total</b>	<b>54,758</b>	<b>72,121</b>	<b>52,005</b>	<b>81,099</b>
<b>Income tax presented in the income statement</b>	<b>17,911</b>	<b>40,437</b>	<b>17,911</b>	<b>52,665</b>

The components of deferred tax assets and deferred tax liabilities comprised the following items:

	Thousand Baht			
	Consolidated Financial Statement		Separate Financial Statement	
	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021
<b>Assets - Deferred tax:</b>				
Inventory	541	540	344	344
Trade receivable	2,146	2,237	2,146	2,237
Other receivable	18,297	399	18,297	399
Bank deposits pledged as collateral	160	160	160	160
Foreign country project	24,041	24,041	24,041	24,041
Account – Settlement of debt on behalf of the subsidiary company	10,013	10,013	10,013	10,013
Investment	-	-	11,300	11,300
Obligation of Employee benefits	2,114	2,009	2,114	2,009
Total	57,312	39,399	68,415	50,503
<b>Liabilities – Deferred tax:</b>				
Obligation of Employee benefits	639	54	602	16
Total	639	54	602	16

**27. PRESENTATION OF FINANCIAL INFORMATION BY BUSINESS UNIT**

Mining is the core business of the Company and its subsidiaries in Thailand. This includes andesite mining in Saraburi Province, and Mining Operation Service in Myanmar. Furthermore, The Company also has an investment in Sky Cliff Limited while has invested in 89 Capricorn Development Co., Ltd. That operates property development business in Phuket.

Sales and cost of sales classified by segment for the year ended December 31, 2022 and 2021 were separately presented in the Income Statements. For assets of the Company and its subsidiaries by business unit are shown below:

Deferred expenditures of projects	Million Baht													
	Core Business: Mining						Property Business		Bitcoin mining		Amortization item		Total	
	Myanmar Project		Tin Dressing Plant at Chumphon		Andesite Mining									
	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021
Expenditures of other projects	-	-	-	-	0.88	1.50	-	-	-	-	-	-	0.88	1.50
Andesite mining	34.91	37.15	-	-	-	-	-	-	-	-	-	-	34.91	37.15
Property, plant and equipment	199.22	217.49	21.97	23.55	35.75	52.46	2.33	5.91	42.70	-	19.54	(3.77)	321.51	295.64
Other assets	-	-	-	-	1,258.16	1,320.10	897.33	780.96	7.07	-	(1,210.63)	(1,008.39)	951.93	1,092.67
Total assets	234.13	254.64	21.97	23.55	1,294.79	1,374.06	899.66	786.87	49.77	-	(1,191.09)	(1,012.16)	1,309.23	1,426.96

## 28. **COMMITMENTS AND CONTINGENT LIABILITIES**

### **Guarantees**

28.1 As of December 31, 2022 and 2021, the Company and its subsidiaries have contingent liabilities due to bank guarantees as follows:

	Million Baht			
	Consolidated		Separate	
	Financial Statement		Financial Statement	
	December 31, 2022	December 31, 2021	December 31, 2022	December 31, 2021
<b><u>Bank guarantee receivers</u></b>				
Metropolitan Electricity Authority	0.10	0.10	0.10	0.10
Department of Public Work and Town & Country	0.30	0.30	-	-
Planning – Phuket	0.40	0.40	0.10	0.10

### **Legal Obligations**

28.2 According to the measures used in preventing and improving the environmental impacts announced and defined by Department of Primary Industries and Mines, the concession holder no. 28676/15268 for andesite quarry mining for construction industry must set up 3 funds within one month from the date of receiving the concession which was on October 3, 2017.

On October 27, 2017, the Company appointed the Public Relations Committee and made the first deposits for the 3 funds on November 1, 2017, details are shown below:

#### **Mining Area Rehabilitation Fund**

The purpose of the fund is for the operation of the area that has already been mined and the areas that are not related to the mining. The rehabilitation levy is at a rate of Baht 34,000 per Rai per annum. The company will define the area for mining each year. The amount of money to be paid into the Mining Rehabilitation Fund is calculated on the number of Rais that are actually utilized for mining each year. The Mining Rehabilitation Fund will be carried out until the rights and obligations of the concession end and the mining area must not exceed 88 Rais, 3 Ngans, 81 Square Wahs, as specified in the concession.

#### **Village Development Fund around the mining area**

The purpose of the fund is to pay for the development of public interest activities, education, traditions and culture of the mining surrounding communities and areas related to the concession.

Funds for the first year are set for Baht 500,000 and the fund for the following year will be calculated and paid at the proportion of Baht 1 per metric ton of production rate in the previous year. The minimum fund is set for Baht 500,000 per annum with continuous payments until the rights and obligations under the concession end.

#### **Health Surveillance Fund**

The objective of the fund is to fund the cost for health check-ups and public health surveillance. It also supports activities related to health of residents living around the concession area and associated areas. Funds for the first year are set for Baht 200,000 and the fund for the following year will be calculated and paid at the proportion of Baht 0.5 per metric ton of production rate in the previous year. The minimum fund is set for Baht 200,000 per annum with continuous payments until the rights and obligations under the concession end.

As for the 3 funds, the Company has appointed the Public Relations Committee to look after the 3 funds. In accordance with the regulations, the Committee must hold a meeting for each fund at least once a year to evaluate the plans and the performance of activities. Moreover, the Committee also prepares reports and operating results to inform the Department of Primary Industries and Mines and the relevant agencies.

#### **THE LAWSUITS THAT THE COMPANY HAS FILED**

28.3 A revocation lawsuit of a loan act and share pledging between the Company, held shares in Sea Minerals Limited, with its subsidiaries and 2 related companies, was filed.

On May 11, 2012, a company that is in connection with a former director sent a notice to the Company claiming that the Company has an overdue loan of Baht 56.80 million as per the loan agreement and will enforce the share pledge of the Company held in its subsidiary (Sea Mineral Limited). On June 28, 2012, the said related company enforced the share pledge by issuing a public auction. As for the auction, the related company was the only bidder and won the bid at Baht 18.5 million.

The current Board of Directors of the Company agreed that the three loan agreements and the three share pledge agreements as referred by the related company including the former director of the company who took the share certificates from the company for public auction are unlawful agreement and deed that cause damages to the Company. Hence, the Company filed a lawsuit against the two related companies and against the former director of the Company. Details are as follows:

- (1) On 15 June 2012, the Company notified a complaint as a criminal case to the investigating officers of the Sutthisan Police Station for the charge of stealing other people's documents (share certificates) in a manner likely to cause damage. However, as the former executives did not show up as per the issued summons, the inquiry official, therefore, issued an arrest warrant. Later, the Company brought the case to be filed as a criminal case to the court, a black case number 3574/2558. The Court of First Instance had its verdict to dismiss the case. Regarding the case of share certificates, related companies will have the right to enforce pledge by putting up at auction whether or not rightfully shall be sued in a civil way.

The Company appealed the case. The Court of Appeals upheld the judgment of the Court of First Instance. The case was final.

- (2) On 25 September 2012, the Company filed a civil case requesting for the revocation of legal acts for 3 loan agreements and 3 pledge agreements. During the court's consideration, the company filed the case for the business rehabilitation. The court ordered to dispose the case.

The two related companies brought the debt under the 3 loan agreements as mentioned above and filed an application for repayment with the Official Receiver in the business rehabilitation case. The Official Receiver ordered that according to the loan agreements No. 1 and 2 the subsidiary borrowed and the debt has completely been settled. The third contract is a contract that is not dated (date, month, and year of the contract), only the signature of the notary of the lawyer, therefore, it cannot be claimed for debt repayment and it was ordered to dismiss the petition accordingly.

The two related companies filed objections to the court's order with the Central Bankruptcy Court.

Later, the Central Bankruptcy Court dismissed the petition. Both related companies did not appeal against the order. The case was final. From the above decision of the Official Receiver, both related companies could not bring all 3 loan agreements to file a case and force the Company to repay the debt. Therefore, civil litigation is not beneficial to the Company and therefore the case is final.

- (3) On 26 October 2012, the Company filed a civil case requesting to withdraw the auction of the Company's share certificate. During the court's consideration, the Company has filed the business rehabilitation case. The court ordered to dispose the case.

Later, the Company exited the business rehabilitation plan and will continue taking legal action. However, since the related company has been removed from the registrar as a company (abandoned company) by the register officer, therefore it is no longer a juristic person. Thus, to continue taking civil action, petition must be submitted to the court requesting that the company return to its original state otherwise the case cannot be brought forward.

- (4) On June 12, 2013, the Company filed a Criminal Case for 2 charges of false statements in the documents following the Securities and Exchange Act. The case is under the additional inquiry of Inquiry Officer.

28.4 Case of Claim for special compensation for relocating the establishment.

On February 8, 2022, a former employee filed a lawsuit with the Central Labor Court demanding special compensation for relocating the establishment in the amount of 525,000 baht with interest at the rate of 15% per annum. At this time, the case is still in the trial process. The court made an appointment to examine the defendant's witnesses on May 25, 2023 and the prosecution's witnesses on May 26, 2023.

**Liabilities that may arise from litigation**

- 28.5 During the bankruptcy proceedings, the Official Receiver of Tungkum Company Limited, a former subsidiary of the Company, filed a request with the court on December 31, 2022, asking for the revocation of a loan repayment of 175,539,796.88 Baht to three subsidiaries of the Company : Sky Cliff Company Limited, 89 Capricorn Development Company Limited, and Sea Minerals Limited.

At present, the case between the Official Receiver and Skycliff Company Limited requesting to cancel the repayment of the loan amount At the amount of 85,749,974.46 baht, the case was finally reached with an order to revoke the payment that Tungkum Co., Ltd. paid to 89 Capricorn Development Co., Ltd. and return the amount. 85,571,967.22 baht with interest of 7.5 per year on the principal from the date of the court order (This case has been issued a decree.)

At present, the case between the Official Receiver and 89 Capricorn Development Co., Ltd. requesting to cancel the repayment of the loan amount 33,467,829.66 baht, then the case has reached the end with an order for the objector to pay. 33,467,829.66 baht with interest of 7.5% per year from the date of the bankruptcy court's order onwards until April 10, 2021 and responsible for interest at 5% per year from April 11, 2021 onwards until payment is made to The petitioner, however, the interest rate shall be adjusted according to the Royal Decree issued under the PPD. Section 7 plus an additional rate of 2 percent per year, but not exceeding the rate of 7.5 percent per year upon request, court fees in bankruptcy court and in appeal proceedings shall be folded. In addition to solving according to the bankruptcy court (This case has been issued a decree.)

At present, the case between the official receiver and Skycliff Co., Ltd. requesting a cancellation of loan repayment in the amount of 56,500,000 baht, the Court of Appeal has ordered the objector to pay 56,500,000 baht plus interest at 5% per annum of the principal from the court date. There is an order to revoke debt payments. until payment is completed which the company Applied for permission to submit a petition to the court on January 25, 2023.

## **29. Financial instruments**

### Risk from Exchange Rate

As of December 31, 2022 and 2021, the Group of companies had an insubstantial risk from the exchange rate because least of the business transactions of the Group are in foreign currency. The major business transactions in foreign countries are made in Thai currency.

### Risk from interest rate

The risk of interest rate occurs from the future fluctuation of interest rate in the market and it affects the business operation performance as well as the Company and its subsidiaries' cash flow. However, the Group of Companies does not have this risk.

### Credit Risk

The Company is exposed to credit risk that may occur from the trade account receivables. However, at present the Company only sells products to customers who have good potentials to pay debt and meet required payments. The company therefore does not expect to receive significant losses from debt collection from these debtors.




Fair Market Value

The management believes that the fair market value of the Company's financial assets and liabilities does not significantly differ from its book value.

**30. APPROVAL OF FINANCIAL STATEMENTS**

The financial statements have been approved by the authorized director on February 28, 2023



  
\_\_\_\_\_  
Director

  
\_\_\_\_\_  
Director

## Part IV Information Certification





## Information certification



The company has carefully verified in this annual registration statement. The company certifies that the information is completely correct, not counterfeit, not misleading others or lack of information that should be notified in material matters. In addition, the company certifies that

(1) Financial statements and the financial information summarized in the annual registration statement shows accurate and complete information on essential matters relating to the financial position, operating results and the cash flow of the parent company and subsidiaries company. However, The Company's financial statements for the year 2022 ending on December 31, 2022 are the financial statements of the Company's auditors comment that financial statements are accurate in all material respects in accordance with the Financial Reporting Standards.

(2) The company provides a good disclosure system to ensure that the company has disclosed the information that is essential to both the parent company and subsidiaries company correctly and completely. And control to be followed abovementioned system as well.

(3) The Company has set up a good internal control system and supervise to ensure compliance with mentioned system. And the company has informed the internal control assessment information on December 31, 2022 to the auditor and The Audit Committee of the Company. This covers deficiencies and significant changes of the internal control system. Including illegal behavior that may be has affected to the preparation of the financial reports of the parent company and subsidiaries company.

In the abstract, for evidence that all documents are the same set of documents that the company has certified. The company have assigned to Mr. Wijit Jiamwijitkul and Mr. Suthep Buraman signed on every page of this documents. If any document without Mr. Wijit Jiamwijitkul and Mr. Suthep Buraman signature, the Company will assume that it is not the information that the Company has certified the accuracy of the above information.

<u>Name</u>	<u>Position</u>	<u>Signature</u>
1. Mr. Wijit Jiamwijitkul	Chief Executive Officer	
2. Mr. Suthep Buraman	Executive Director	



## Attachment I



### Details of the Company's Management and Controlling Persons







## Profile of the Directors and Management

Name-last name / Position	Educational background	Proportion of shares held in the company (%)	Family relations among executives	Work experience during the past 5 years		
				Period of time	Position	Name of department/company/type of business
<p>1. Mr.Suthep Buramarn Chairman of the Board Executive Director</p> 	<p>- Bachelor Degree in Electronic Engineering in Faculty of Engineering, King Mongkut Institute of Technology Ladkrabang, Thailand</p>	-	-	<p>-2014 - Present -2017 - 2021 -2014 - Present -2017 - Present -2018-Present -2020-Present</p>	<p>-Director -Director -Managing Director -Managing Director -Director -Director</p>	<p>- Tongkah Harbour PCL -Cholsin Limited -Skycliff Limited -89 Capricorn Development Co.,Ltd. -THL Myanmar Co.,Ltd. -Pure Nergy Co., Ltd.</p>
<p>2. Mr.Prot Pattakaree Vice Chairman Executive Director</p> 	<p>- King Mongkut's Institute of Technology, Ladkrabang, Thailand - Rajamangala University of Technology North Bangkok Campus</p>	0.17	-	<p>-2017-Present -2015-Present  -2010 - 2014 -2018-Present -2020-Present</p>	<p>-Executive Director -Managing Director  -Sales Chief -Director -Director</p>	<p>-Tongkah Harbour PCL - ANDAMAN NETWORK SYSTEM COMPANY LIMITED - FORTH CORPORATION PCL -THL Myanmar Co.,Ltd. -Pure Nergy Co., Ltd.</p>

Name-last name / Position	Educational background	Proportion of shares held in the company (%)	Family relations among executives	Work experience during the past 5 years		
				Period of time	Position	Name of department/company/type of business
3. Mr.Wijit Jiemwjitkul Chief Executive Officer Chief Executive Director 	- Bachelor Degree in Construction Management and Technology in Faculty of Engineering, King Mongkut's Institute of Technology Ladkrabang, Thailand	9.2	-	-2012-Present -2012-Present -2013-2021 -2013-Present -2018-Present -2020-Present	- Chief Executive Officer - Director - Director - Director - Director - Director	-Tongkah Harbour PCL -Skycliff Limited -Cholsin Limited -89 Capricorn Development Co.,Ltd. -THL Myanmar Co.,Ltd. -Pure Nergy Co., Ltd.
4. Assoc.Prof. Tharinee Pongsupatt 	- B.S. Accounting, Kasetsart University,Thailand - M.B.A. in Accounting, Adelphi University, U.S.A. - Dr.rer.soc.oec in Accounting, University of Innsbruck, A.U.	-	-	-2012-Present  -2000-Present	- Chairman of the Audit Committee & Independent Director - Associate Professor	- Tongkah Harbour PCL  - Faculty of Business Administration Department of Accounting, Kasetsart University







Name-last name / Position	Educational background	Proportion of shares held in the company (%)	Family relations among executives	Work experience during the past 5 years		
				Period of time	Position	Name of department/company/type of business
<p>5. Mr.Nipon Keeratipitayaporn Audit Committee and Independent Director</p> 	- Bachelor of Science in Engineering, Prince of Songkla University, Thailand	-	-	-2013-Present	- Audit Committee & Independent Director	-Tongkah Harbour PCL
<p>6. Dr.Nikom Chompoolong Audit Committee and Independent Director</p> 	- Doctor of Organization Development and Transformation University of the Philippines Cebu, Philippines	-	-	-2020-Present	- Audit Committee & Independent Director	-Tongkah Harbour PCL



Name-last name / Position	Educational background	Proportion of shares held in the company (%)	Family relations among executives	Work experience during the past 5 years		
				Period of time	Position	Name of department/company/type of business
7. Dr.Somjai Maneewong Independent Director  	- Doctor of Philosophy Faculty of Humanities and Social Sciences, Khon Kaen University, Thailand	-	-	-2020-Present	-Independent Director	-Tongkah Harbour PCL
8.Mr.Sophon Numthong Independent Director  	- Master of Education (Educational Administration and Management), Srinakharinwirot University, Thailand  - Bachelor of Education (Chemistry-Mathematics), Srinakharinwirot University, Thailand	-	-	-2020-Present	-Independent Director	-Tongkah Harbour PCL







Name-last name / Position	Educational background	Proportion of shares held in the company (%)	Family relations among executives	Work experience during the past 5 years		
				Period of time	Position	Name of department/company/type of business
9. Mr. Patiphol Samakchan Independent Director 	- Bachelor's degree in Political Science, Ramkhamhaeng University	-	-	-2020-Present	-Independent Director	-Tongkah Harbour PCL
10. Mr. Vichai Benjapalporn Executive Director 	- Master's Degree in Accounting, Chulalongkorn University - Bachelor's Degree in Accounting, Rajamangala University of Technology	-	-	-2022-Present	-Executive Director	-Tongkah Harbour PCL

Name-last name / Position	Educational background	Proportion of shares held in the company (%)	Family relations among executives	Work experience during the past 5 years		
				Period of time	Position	Name of department/company/type of business
11. Mr.Grit Kongpattanayotin Executive Director  	- Master of Science in Telecommunication, University of Pittsburgh, U.S.A.	-	-	-2020-Present	-Executive Director	-Tongkah Harbour PCL
12. Mr. Somchai Krairutthiwong Company Secretary  	- Bachelor of Laws Program, Ramkhamhaeng University, Thailand	-	-	-2020-Present -2018-Present	-Director -Company Secretary	-Tongkah Harbour PCL -Tongkah Harbour PCL





## Attachment II

### Details of the Subsidiaries Executives

## Details of the Subsidiaries Executives

Directors, executives and controlling persons who are executives in subsidiaries company, associated company as of December 31, 2022

Company Name Executive's Name		Tongkah Harbour Plc.	Subsidiaries companies					
			Sky Cliff Co., Ltd	Sea Mineral Limited	89 Capricorn Development Co., Ltd.	THL Myanmar Co., Ltd.	Pure Nergy Co., Ltd.	Crypinvest Co., Ltd.
1	Mr. Wjit Jiemwijitkul	//	/	-	/	/	/	/
2	Mr. Wichai Cherdshewasart	-	-	-	/	-	-	
3	Mr. Suthep Buramarn	X	//	-	/	/	/	/
4	Mrs. Tharinee Pongsupatt	/	-	-	-	-	-	-
5	Mr. Nipon Keeratipitayaporn	/	-	-	-	-	-	-
6	Mr. Nikom Chompoolong	/	-	-	-	-	-	-
7	Mr. Prot Pattakaree	//	-	-	-	/	/	-
8	Mr. Patiphon Samacjan	/	-	-	-	-	-	-
9	Mr. Vichai Benjapalaporn	/	-	-	-	-	-	-
10	Mr. Somjai Maneewong	/	-	-	-	-	-	-
11	Mr. Sophon Numthong	/	-	-	-	-	-	-
12	Mr. Grit Kongpattanayotin	//	/	-	-	-	-	/
13	Mr. Somchai Kraiutthiwong	/	-	-	-	-	-	-
14	Mr. Supachai Jirasangiamkul	-	-	-	/	-	-	-
15	Mr. Chana Wongsuparp	-	-	/	-	-	-	-
16	Mr. Edward Mervyn Jones	-	-	/	-	-	-	-
17	Mr. John Yangpichit	-	-	/	-	-	-	-
18	Mr. Pramote Bansit	-	-	/	-	-	-	-
19	Mr. John Peter Mills	-	-	/	-	-	-	-
20	Mr. Ng Wai Choi	-	-	/	-	-	-	-

Remarks: / = Director    X = Chairman    // = Executive director





### Attachment III

## Details of the Head of Internal Audit

## Details of the Head of Internal Audit

Name-last name/Position	Educational background	Work experience during the past 5 years		
		Period of time	Position	Name of department/company/ type of business
Mr. Weerayuth Korkiatnara	<ul style="list-style-type: none"> <li>- Bachelor of Accounting Bangkok University</li> <li>- Internal Audit Certification</li> <li>- Auditor in Charge Tools and Techniques</li> <li>- Risk Management and Internal Control</li> </ul>	2017 - present	- Head of Internal Audit	Tongkah Harbour Plc.





Attachment IV

Assets Used in Business Operations  
and Details of Property Appraisals

## Assets Used in Business Operations and Details of Property Appraisals

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### 1. Assets Used in Business Operations

Details of assets used in business operations appears in part 1, item 1.2.3, pages 25-28.

### 2. Details of Property Appraisals

- None -







## Attachment V

# Audit Committee Report

## Audit Committee Report

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### To Shareholders

The Audit Committee of Tongkah Harbour Public Company currently consists of 3 independent directors, namely Assoc. Prof. Dr. Tharinee Pongsupatt as Chairman of the Audit Committee, Mr. Nipon Keeratipitayaporn Mr. Nikom Chompulhong audit committee. The Audit Committee acted in an independent under the standards established by the Board of Directors, SET and the Office of the Securities and Exchange Commission.

In the year 2022, the Audit Committee reviews issues and makes conclusion as follows.

**1. Review of financial reports** The Audit Committee has reviewed the quarterly and annual financial statements 2022 as well as consolidated financial statements of The Tongkah Harbour Public Company Limited and its subsidiaries. The committee reviews key issues and has joint meetings with the auditors in order to discuss freely about information in the preparation of financial statements and disclosures in accordance with International Financial Reporting Standards. The Audit Committee concluded that the financial reports of the Company show financial position and the results of operations correctly as it should be. All reports were prepared in accordance with the generally accepted accounting standards and represented all disclosure of action taken.

The Audit Committee met four times with the auditor without the management to discuss key issues about auditing, independence of duty and the auditor's opinion.

**2. Review of the internal control system and internal audit** The Audit Committee reviewed the Company's internal control system. and subsidiaries according to the guidelines of the Securities and Exchange Commission and the audit results of the internal audit unit Auditor and Independent Internal Auditor which did not find any issues or defects that may affect the Company significantly as well as the management has made improvements according to the recommendations of the Audit Committee. Internal Audit Ongoing independent auditors and internal auditors This shows the importance of the Company's internal control. which can create reasonable confidence that the Company has sufficient internal control.

**3. Review of risk management** Board of Directors Risk Management Committee and Management Department has given importance to risk management Both internal and external factors are assessed. chance Impact and Risk Management Plan To prevent or reduce the potential impact on business operations to an acceptable level by the Risk Management Committee, which is appointed by the Board of Directors. to supervise the company's risk management The Audit Committee has reviewed the effectiveness of risk management from the Company's operating results report. and subsidiaries Audit results of internal auditors Company auditor which can be confident that the company There is an acceptable level of risk management.

**4. Considering the appointment of the auditor and the auditfee for the year 2023** The Audit Committee has considered the nomination and remuneration of the auditors for the year 2023 by evaluating their independence, skills, knowledge and experience in monitoring the company's business along with the auditor's support team. The Audit Committee has opinion that Auditor of the A. M. T & Associates Limited have the qualifications as specified together with the review of the overall performance of the past year is satisfactory. Therefore, it was resolved to propose to the Board of Directors for approval to appoint Mrs. Natsarak Sarochanunjeen, Registration No. 4563, or Mr. Chaiyuth Angsuwithaya, Registration No. 3885, or Ms. Daranee Somkamnerd, Registration No. 5007, or Ms. Jarunee Nuammae, Registration No. 5596, is the auditor for the year 2023, including considering the audit fee which has been proposed to the Board of Directors for consideration and will be approved at the 2023 shareholders' meeting.

On behalf of the Audit Committee



(Assoc. Prof. Dr. Tharinee Pongsupatt)

Chairman of the Audit Committee

February 28, 2023





## Attachment VI

# Corporate Governance Committee Report

## Corporate Governance Committee Report

### To Shareholders

Tongkah Harbour Public Company Limited Corporate Governance Committee, currently consists of 3 independent directors including Assoc. Prof. Dr. Tharinee Pongsupatt chairman of Corporate Governance Committee, Mr. Nipon Keeratipitayaporn and Mr. Nikom Chompulhong committee member. Corporate Governance Committee performed duties as assigned by the Board of Directors. The obligation is stipulated in the charter of the corporate governance committee to be in accordance with the principles of corporate governance. The commitment are transparent, openly, verifiable and fair to all groups of stakeholders with sustainable growth.

In 2022, Corporate Governance Committee held two meetings, which concluded the report on the performance of duties in accordance with the corporate governance principles. In summary, the key points are as follows.

**1. Improve corporate governance** Corporate Governance Committee has yearly reviewed and improve the corporate governance policy and business ethics as a guideline for clarity in the operation.

**2. Promote disclosure and transparency** Corporate Governance Committee has established an annual registration statement (Form 56-1) and annual report as well as disclosure of the Company's operating results quarterly and yearly. Important information for shareholders, investors, and the general public are complete, adequate, reliable and in time through various channels such as the SET's system with the Company's secretary as the unit to disseminate information.

**3. The awareness and importance of the rights of shareholders** Corporate Governance Committee recommend The Board of Directors to schedule the Annual General Meeting of Shareholders for the year 2022 by providing information on the date, time, place and agenda of the meeting as well as all information related to matters to be decided at the meeting to shareholders in advance sufficiently and timely. Meanwhile informing shareholders of the rules used in the meeting and disseminate such information on the Company's website in advance prior to submission of documents to give the shareholders an opportunity to have enough time to study the information supporting the meeting. The committee also facilitate the shareholders to exercise their rights to attend the meeting and vote fully.

**4. Promote equal treatment for all shareholders** Corporate Governance Committee supports minority shareholders to propose additional agenda prior to the meeting date or to nominate a person to be appointed as a director prior to the date of the general meeting of shareholders.

**5. Focusing on the Stakeholders** Corporate Governance Committee has provided a channel to whistleblowing and complaints from an illegal action, business ethics violation, incorrect financial reports or a defective internal control system. Adherence to business operations under ethical principles and good corporate governance guidelines are our purpose along with having a clear responsibility to shareholders, customers, competitors, creditors, communities, society, environment and employees.

On behalf of the Corporate Governance Committee

(Assoc. Prof. Dr. Tharinee Pongsupatt)  
Chairman of Corporate Governance Committee

February 28, 2023





## Attachment VII

### Code of Conduct

## Code of Conduct

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**Tongkahharbour Public Company Limited**

# Code of Conduct





## Section 1

### Vision Mission And Core values

#### Vision

“A leading company in the development of a mineral resource, renewable energy, and property business. Management with corporate governance. Focus on the involvement of stakeholders by taking into consideration societies and environments. And sustainable growth.”

#### Mission

1. Operate the business with an emphasis on excellence in all aspects according to international standards with corporate governance.
2. Manage efficiency and effectiveness by continuously developing the organization and employees.
3. Be a good member of the communities and societies by taking care of the environment and the well-being of the communities.

#### Core values

1. Sustainable Development
  - Take into consideration of sustainable development, the balance of societies, environments, and economies.
2. Excellent Operate
  - Dedicated and continually upgraded the organization in every aspect for sustainable operations and operating results.
3. Teamwork
  - Focus on individual values, teamwork, and giving importance to all employees.

#### Strategy

1. Manage assets exist with full efficiency
  - Improve the operating efficiency of current assets to their full potential and maximize their value.
  - Get the most out of existing assets.

2. Focus on developing and extending the project

##### Minning business group

- Focus on investments in which the company owns the concession certificate or is a major shareholder in a project with potential in the field of minerals that are in demand in the world market.
- Full mining services with proficiency.

Renewable energy business group

- Extend renewable energy projects both domestic and international.

Property business group

- Focus on investing in projects with potential and able to effective investment return.

3. Look for a partner to extend investment

- Focus on joint ventures with potential business partners to expand production capacity and markets.
- Potential projects in mining, renewable energy, and property development.
- Look for joint venture opportunities with business partners to expand business with companies both domestic and international.







## Section 2

### regulation of work

#### Maintaining and Using Company Assets

Executives and employees are responsible for maintaining the Company's assets such as office supplies, computers, vehicles, tools, and equipment for full benefit to the Company and putting it to use effectively, taking care, not to get lost and do not use the assets for personal use or in a wrong way.

#### Use of the Company's contracts and confidential information

The company requires employees not to use contract and agreement information informed from working to disclose or disseminate to the third party for individual benefit. Specifically, with competitors in trade such as technology, academic knowledge, Market data, product database, etc.

The company has imposed disciplinary punishments for those who seek benefits from the dissemination of inside information about the company or used it until the company gets damaged. by considering the appropriate punishment in the case, including verbal warning, letter warnings, probation, as well as the termination of employment, retirement from being an employee because of dismissal as the case by case, etc.

#### Reporting and Information Announcement

The company's executive has duties and responsibilities for preparing quarterly and annual financial reports. Information Announcement must be accurate, complete, and timely by complying with standards and suitable for the business.

#### Internal Control and Internal Audit

The company has established an internal control system to make the work more efficient. By defining the duties and responsibilities of executives and employees and the authority of executives in clear writing. Have controlling the use of the company's assets to the benefit. Have separation of duties of operative, and controller by evaluating separately. In addition, the company has afforded an internal audit to review the internal control system to operate under the guidelines laid out effectively. As well as monitor compliance with laws and regulations related to the company. The audit will be reported directly to the Audit Committee and the Executive.

## Section 3

### Business Ethics

#### Business Ethics of the Company Conducting

The board of Directors Adheres to conducting business under ethical principles and upholds the law, standards, and best practices. By taking important policies and guidelines as follows:

1. Conduct business based on honesty, reveals, and fairness under the laws, rules, and regulations related to business operations. To ensure that any decision and action will take into account the best interests of a whole of the stakeholders such as shareholders, clients, business competitors, creditors, employees, community, and environment.
2. Perform duties with knowledge, ability, expertise, determination, and carefulness. As well as develop knowledge and apply knowledge and skill in company management to have progress and growth continuity.
3. Have a Disclosure of information that will be complete, correct, and clear according to laws, regulations, and regulatory requirements from the supervisory authority.
4. Treat stakeholders such as shareholders, clients, competitors, partners, creditors, employees, and society fairly and equally. As well as to disclose information to those involved in a complete and correct.
5. Do not seek benefits for individuals and others involved by bringing internal information that has not yet been disclosed or that is secret to use or disclose to a third party or action that results in conflicts of interest.
6. Afford a sufficiently suitably internal control system, Including developing a system and mechanism to check, control, and balance the use of power suitably, clearly, and effectively to prevent corruption.
7. Support and promote useful activity to society, culture, and tradition.
8. Appoint the responsibility to all employees must be followed by the rules, and regulations related to work and the company's code of conduct. Including related laws to prevent employees from making mistakes or causing serious damage to themselves, colleagues, outsiders, and the company.

#### Ethics for The Treatment of Shareholders

The Board of Directors Determined to be a great representative of shareholders in business operation to create the highest satisfaction for shareholders by taking into the long-term growth of the company's value. Have a duty to operate effectively and maximum benefit of shareholders, respect their rights and treat all shareholders equally. Report on the status of the company's operating performance cinsistenetly correctly complete and truthful for shareholders to thoroughly acknowledge the information and not disclose the company's confidential information to others.





## Ethics for The Treatment of Customer

The Board of Directors committed to creativity and productivity products to create continuous satisfaction for customer by taking policies and guidelines to treat customers as follows:

1. Control the products and services to ensure quality.
2. Set a suitable pricing policy.
3. Provide and improve appropriate service system following the term of commercial.
4. Make a fair contract with customers. (Doesn't make customers lose benefits or has a trade disadvantage)
5. Disclose an honestly, useful, accurate, complete, and timely related information without distorting facts.
6. Treat the customer's confidential information as the information of the company. And not use it for the benefits of individuals and partisans.
7. The Company hasn't a policy for requesting money or things from those who involved with the company's business. Except those actions are following a tradition that does not bring in business decisions, and the thing should be of no higher value and such action need to be done publicly.

## Ethics of Treatment of Competitors

The company running a business follows to rules of free and fair. Don't seek benefits from competitors' confidential information in a dishonest or inappropriate method. Do not act in violation of the intellectual property of competitors and others. Including not destroying the reputation by accusing without fact.

## Ethics of Treatment of Partner and Creditor

The Board of Directors treats partners with equality and consideration for mutual benefits. Including adherence to business operations to build trust with creditors.

There are policies and guidelines as follows:

1. Provide opportunities for fair trade competition by defining methods for purchasing and hiring and suitable service. Focus on transparency and effective.
2. Must select a good bidder and genuinely interested in bidding. Do not invite bidders just to complete the amount according to the regulations. And all bidders must receive the same details, information, and conditions in writing. In the event of a verbal notification, another written confirmation will be required.
3. Executives or employees involved in purchasing, hiring, and making services must disclose information and/or the nature of the personal relationship of one's own, spouse, close relative, or personal relationship with any one of the bidders directly results in transparency in the performance of duties. And to respond by not being involved in the process of deciding.
4. Make a fair contract and comply with agreements with partners and creditors. If it is expected to be unable to perform must urgently negotiate with business partners/creditors asap to jointly find solutions and prevent damage.
5. Disclose an honestly, useful, accurate, complete, and timely related information without distorting facts.

### **Ethics of Treatment of employees**

The Board of Directors is well aware that every employee is the company's most valuable resource. And is a factor for success in achieving the goals, the company, therefore, takes care and treats them with fairness in terms of opportunities, compensation, appointments, transfers, and terminations, as well as encouraging employees to develop and show their potential to be a part of one of the organization's developments for continuous and sustainable progress. There are policies and guidelines as follows:

1. Treat employees with respect for pride, dignity, and human rights.
2. Appointment, and transfer, including rewarding and punishing employees are done in good faith and based on knowledge, abilities, suitability, and fairness without discrimination.
3. Assess the performance and progress of employees regularly.
4. Reward in fields fairly and appropriately based on knowledge, ability, experience, position, responsibility, and the performance of each employee. By considered by the company's business results, economic and social environment.
5. Provide appropriate welfare and benefits for employees in comparison with other companies in the same or similar business. and by the law, such as provident funds for employees, etc.
6. Support and focus on the development of knowledge, abilities, and potentials that are beneficial to employees at all levels continuously and regularly for advancement in the careers of employees.
7. Take care of work environment for health and safety of employees's life and property.
8. Encourage employees to have a better quality of life and support the development of family life of employees to be happy and able to be self-reliant in a sustainable way.
9. Manage carefully and avoid any unfair action that may affect the stability of the work of employees.

### **Ethics of Treatment of Community, Society, And Environment Responsibility**

The Board of Directors Adhering to conducting business under ethical principles and corporate governance guidelines. Along with having clear responsibility for the community, society, and the environment. The Company operates its business by focusing on taking care of which surrounding communities and communities affected by business operations. To stay together happily and sustainable development together.

There are policies and guidelines as follows:

1. Operate or control to ensure compliance with requirements and laws as well as strictly implement corrective and preventive measures against environmental impacts that have been approved by the environmental regulator.
2. Focus on building good relationships with community members till bonded between business and community. Promote good relationships, which are the cornerstones of a sustainable coexistence.
3. Participate in social and community responsibility for raising the quality of life. By considering various factors in good living, not only the basics but focusing on the wellbeing of the community.
4. Participate in the economic development of the community to be able to live by the Sufficiency Economy Principle. The Company supports activities related to knowledge development, create career to be able to rely on themselves and take care of themselves sustainably.
5. Take care of the health of the community to be stronger in both physical and mental health.
6. Participate in supporting and promoting activities to sustain and uplift the soul of the community through various activities both religious activities and volunteer activities.
7. Focus on community welfare by preventing and advocating for remedial any action that may affect or cause harm to the life and property of the community by joining together to monitor dangers. As well as being a supporter of coordinating contact with the department who are directly responsible for the problem.





## Ethics of Interests and Conflicts

The Board of Directors become aware of the importance of preventing conflicts of interest. Executives and employees should not act in a manner that may cause a conflict of interest with the company. The company has specified a kind of transaction that may affect conflict benefit and has a transaction approval process that needs to be approved by the Executive Committee or the Audit Committee. The list and value of transactions occurring in the past year shall be disclosed in the annual report, by explaining the necessity and reasonableness of the transaction. If there is a transaction that is considered a conflict of interest will categorize as a transaction with a third party. However, any director or employee who has benefits in that transaction must not participate in the approval process.

## Ethics for using computer systems, Information, and Communication Technology

The Board of Directors is regarded as the duty and responsibility of all employees to follow the announcements, requirements, and laws related to computer systems and information technology. Including announcements, orders, rules, and regulations set by the company strictly to prevent employees from making mistakes or causing serious damage to themselves, Colleagues, outsiders, or the company.

There are policies and guidelines as follows:

### Information access

1. Only executives and assigned employees who have access to the computer system and data files whether stored in the form of computer data files or other formats.
2. No-assigned employees are not allowed for viewing, copying, publishing, deleting, destroying, changing passwords, or unlawfully altering the data in other people's computer systems, whether in whole or in part or doing any other actions that cause damage.
3. Employees are prohibited to act in any unlawful way for the operation of another person's computer system to be suspended, slowed, interrupted, or disrupted until it cannot function normally.

### Electronic Message Communications

1. Executives and all employees should not communicate with electronic messages for individual benefit, Chain letters or communication in any form that will damage the reputation of the company or good morals of society should be avoided.
2. Employees are not allowed from sending computer or electronic mail data to other people by normally or falsifying the source of such transmission which interferes with the normal use of other people's computer systems.

### Internet

1. Support the use of Internet services for the benefit of business operations as well as being a tool of learning by taking into the interests of the company.
2. Executives and all employees must be avoided Websites that are illegal or infringe on good morals and refrain from publishing such information or websites to others

### Use of software

Executives and all employees who use computers must not use illegal software in the company.

### Use of telecommunication

Provide telecommunication equipment such as telephones, faxes, mobile phones, etc. for business benefits. Use for personal can be done reasonably.

### **Ethics and Regulations of employees to the company**

1. Perform duties with honesty diligence Responsibility, prudence, dedication to physical and mental energy in working with the Company's benefits as the main priority.
2. Strictly focus on and take care of all activities that rise to quality, capability, and development of the company.
3. Use the resource of the company efficiently, maximum benefit. And maintain it in a working condition at all times as well as not being used for other benefits other than the company's business.
4. Together to maintain a good working environment for both oneself and colleagues. Work carefully to reduce damage or accident that may be and have an effect on oneself, colleagues, and the company.
5. Do not join in any action or cover up any activity that may conflict with the interests of the company.
6. Protect the confidential information of the client, partner, and company by being careful such information does not leak out or go into the hand of people who are not involved. As well as not to bring any company's information to seek individual or others benefit.
7. Not acting as a demand or achieving a property or any other benefits from other persons who have duties or have a business related to the company. Except in a traditional festival opportunity where people treat each other.
8. Not seek the benefit of an individual and/or another person by virtue of office.
9. Should treat other people with politeness, kindness, and good human relations, including respect for others without bringing other people's works to impersonate as own.
10. Not accuse executives or employees without truth.
11. Maintain and contribute to creating unity and solidarity among employees.
12. Not act to bring detriment to the company.
13. Behave according to the law, code of conduct, and the company's regulations concerning work strictly.

### **Follow-Up**

Directors, executives, and all employees have to acknowledge and comply strictly with the company's code of conduct guide. Not allowed to do something that goes against with code of conduct guide. If there is any unclear or problem other than those set out in this Code of conduct, executives and employees should consult with supervisors to jointly consider solutions or find appropriate practices. In addition, the company secretary has to coordinate and follow up with the administration to follow. And has duties to be a department to receive requirements on corporate governance and business ethics.

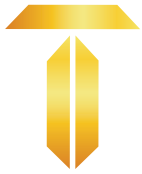
### **Discipline and Punishment**

The company's code of conduct handbook is considered a discipline to all employees have to strictly follow. Employees who are against or do not follow will be disciplined according to the regulations on personnel management and regulations related to work.

All employees have a duty to act and encourage others to follow the company's code of conduct. The following actions are violations of the code of conduct and will comply with the process of consideration and punishment according to the regulations on personnel management and work regulations may be punished by law if that action is illegal.

1. Not follow with the company's code of conduct
2. Guide or encourages others to not follow the company's code of conduct.
3. Neglect when witnessing a violation or not follow with the company's Code of conduct.
4. Noncooperations or obstructing investigations of the facts.





**FORM 56-1 ONE REPORT 2022**  
**Tongkah Harbour**  
Public Company Limited

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