



One Report 2022

SUSCO PUBLIC COMPANY LIMITED

Fuel Your Day
เติมพลังให้วันของคุณ

Content

(a)

	Page
Chairman's Message	1
Part One : Business Operations and Performance	3
1. Structure and Business Operations of the Company	3
1.1 Business Policy and Overview	3
1.1.1 Vision, Mission, Goal, and Strategies for Business Operations	3
1.1.2 Important Changes and Developments	3
1.1.3 Name, Location of Head Office, Type of Business, Company Registration Number, Telephone, Fax, and Website	5
1.2 Nature of Business Operations	6
1.2.1 Income Structures of the Company, its Subsidiaries, and Associates, during the past 3 years	6
1.2.2 Products	7
1.3 Shareholding Structures of the Company in its Subsidiaries and Associates	16
1.3.1 Shareholding Structures of the Company	16
1.3.2 Parties with Conflict of Interest	19
1.3.3 Shareholders	19
1.4 Authorized and Paid-in Capital	19
1.5 Issuance of Other Securities	20
1.6 Dividend Payment Policies of the Company	20
2. Risk Management	20
2.1 Risk Management Policy and Plans	20
2.2 Risk to Business Operation	21
2.2.1 Current and Emerging Risks	21
2.2.2 Investment Risks for Shareholders	22
3. Driving Business for Sustainability	23
3.1 Sustainability Management Policy	23
3.2 Impact Management to Stakeholders in the Business Value Chain	23
3.2.1 Business Value Chain	23
3.2.2 Stakeholder Analysis from the Business Value Chain	25
3.3 Sustainability Management in Environmental Dimensions	25
3.3.1 Environmental Policies and Practices	25
3.3.2 Environmental Performance	26
3.4 Sustainability Management in the Social Dimension	29
3.4.1 Social Policy and Practice	29
3.4.2 Social Performance	29

Content

(b)

	Page
4. Management Discussion and Analysis: MD&A	36
4.1 Analysis of Operation and Financial Condition as well as potential factors that may materially affect the financial condition or the operating results.	36
4.2 Comparison of the Financial Statements and Significant Financial Ratios	39
5. General Information and Other Important Information	47
5.1 General Information	47
5.2 Other Important Information	47
5.3 Legal Dispute	47
Part Two : Corporate Governance	48
6. Corporate Governance Policy	48
6.1 Overview of Policies and Practices of Corporate Governance	48
6.1.1 Policies and Guidelines related to the Board of Directors	48
6.1.2 Policies and Guidelines related to Shareholders and Stakeholders	48
6.2 Code of Business Ethics	51
6.3 Material Changes and Developments regarding Policy, Guidelines and Corporate Governance System in the preceding year	51
6.3.1 Material Changes and Developments related to the review on the Policy, Guidelines and Corporate Governance System or the Board of Directors' Charter during the past year	51
6.3.2 Other Corporate Governance Compliance	51
7. Corporate Governance Structure and Information about Sub-committees, Managements, Employees, and others	53
7.1 Corporate Governance Structure	53
7.2 Board of Directors	54
7.2.1 Composition of the Board of Directors	54
7.2.2 Information of the Board of Directors	55
7.2.3 Roles and Duties of Directors	55
7.3 Subcommittees	59
7.3.1 Board of Executive Directors	59
7.3.2 Audit Committee	61
7.3.3 Remuneration and Nomination Subcommittee	61
7.3.4 Corporate Governance and Sustainability Committee	62
7.4 Management	63
7.4.1 Names and Positions of the Management	63
7.4.2 Executive Directors and Management's remuneration policy	63
7.4.3 Total Remuneration of Executive Directors and Management	63
7.5 Personnel	65

Content

(c)

	Page
7.6 Other Important Information	65
7.6.1 The list of persons assigned to be responsible for specific tasks	65
7.6.2 Investor Relations	66
7.6.3 Auditor's Remuneration	66
8. Performance of Corporate Governance	66
8.1 Directors' Performance	66
8.1.1 Directors' Nomination, Development, and Assessment	66
8.1.2 Number of Attendants and Remuneration	70
8.1.3 Corporate Governance of the Subsidiaries and Associates	71
8.1.4 Corporate Governance Monitoring and Practices	72
8.2 Audit Committee's Performance	75
8.2.1 Number of Attendants	75
8.2.2 Audit Committee's Performance	75
8.3 Remuneration and Nomination Subcommittee's Performance	76
8.3.1 Number of Attendants	76
8.3.2 Remuneration and Nomination Subcommittee's Performance	76
8.4 Corporate Governance and Sustainability Committee	77
8.4.1 Number of Attendants	77
8.4.2 Corporate Governance and Sustainability Committee's Performance	77
9. Internal Control and Inter- Company Transactions	78
9.1 Internal Control	78
9.1.1 The Adequacy and Appropriateness of Internal Control System	78
9.1.2 Significant defect of Internal Control	81
9.1.3 Different Opinions of Audit Committees from the Board of Directors or Auditors	81
9.1.4 Opinion of Audit Committee about the Chief of Internal Audit Office	81
9.1.5 Considering, Transferring and Terminating of Chief of the Internal Audit Office	81
9.2 Inter - Company Transaction	81
Attachment 1 Details of Directors, Executives, Controlling Persons, and Company Secretary	82
Attachment 2 Details of Directors, Executives	94
Attachment 3 Information of Chief of Internal Audit Office	95
Attachment 4 Business Ethics Manual	96
Attachment 5 Charter of the Board of Directors	107
Attachment 6 Report of the Audit Committee	111
Part Three : Financial Statements	112

This page has been intentionally left blank.

Chairman's Message

In 2022, the Thai economy grew only 2.6% decreased lower than the expected growth of about 3.2%. The recovery was still not very well, the household purchasing power has not been recovered as it should be despite numerous of various government easing measures while the export sector can still grow well at 5.5%. However, since the fourth quarter, Thailand's tourist has clearly recovered and continue to grow which is a good sign because Thailand is quite dependent on income from the tourism sector. In 2023, it is expected that the economy of Thailand will grow only by 3.2%. The global economy remains fragile from the rise in interest rates to curb inflation in the United States affected to a currency fluctuations, international wars, trade wars factors and other factors that may have an impact on the economy in Thailand causing the situation to be monitored closely.

As for the fuel market in early 2022, the global crude oil price was around 76 USD/barrel (WTI) and has climbed to 123 USD/barrel before returned to 80 USD/barrel at the end of the year, making the average price for the year at 94.53 USD/barrel higher than the previous year average at 7.05% resulted from the recovery of demand while production was controlled by the world's largest oil exporting countries and also the tensions between Russia and Ukraine caused keeping energy prices as high level and one of the main factors contributing to inflation. However in 2023, raising US interest rates to control inflation reduces the financial liquidity in the system, reduces speculation and should lower energy prices.

In 2022, the overall demand for oil in Thailand averaged at 151.16 million liters/day increased to 13.5% from the previous year. The average use of commercial aviation fuel (Jet A1) was 8.95 million liters/day increased to 91.6%, Benzene oil group was 30.16 million liters/day increased to 3.9% and Diesel oil group was 73.05 million liters/day increased to 15.7%. The increase in the consumption of Diesel was due to the measures to fix the price not more than 35 Baht / liter of the measures to reduce the excise tax rate on Diesel until May 20, 2023 and the use of the oil fuel fund to control prices to alleviate public and business expenditures, and from domestic power plants turning to use Diesel to replace natural gas that much higher price than usual. In 2023, the amount of oil consumption is likely to continue to increase due to more tourists coming in with the opening of China. However, there are many other factors that may affect to economy and oil consumption in the country causing to continue to monitor the situation closely.

For the Group of the Company's business in year 2022, the sales volume of finished products was 1,111.30 million liters, increased from 937 million liters or 18.54% in 2021, mainly due to a 111.79% increase in aviation fuel sales volume from the low sales base of the previous year. And retail sales through service stations increased by 21.84% caused by a partnership with ESSO to rebrand service stations in the north and northeast resulting in an increase in average sales per service stations. The Company returned to have high retail sales than before the outbreak of COVID-19, while the export and wholesale sales in the country still decreased by 3.57% and 8.56% respectively.

For the 2022 the Group of the Company's performance, the Company and its subsidiaries had total revenue of Baht 33,771 million, increased from Bath 20,184 million or 67% in 2021 and had a net profit of Baht 422 million, increased from Baht 233 million or 81%, considering that the group of companies still managed to make good profits in the past year among many negative factors and sincerely hope that the business will continue to grow well in the year 2023.

The Company has SUSCO Smart Member campaign by using the phone number as a membership for accumulating points and redeeming many rewards to motivate customers to use the service continuously and developed QR Code payments to support the cashless trend by collaboration with various marketing partners, such as, mobile phone networks, credit cards, and online merchants, etc. In addition, there is a tendency to use more electric vehicles in the future



which the Company has already joined hand with a partner and already provided electric charging stations in many service stations. The Company will also increase the proportion of other businesses (Non-Oil), for example, food, beverages, car care, delivery, parcel delivery. The Company has set up a new slogan, “FUEL YOUR DAY”, by picturing at the future service station would be a resting point to reenergize to both the cars and the customers who come to use our service stations and drive back to the road with full energy. The Company will develop larger service stations so called “Lifestyle Station” to meet the changing lifestyles of today’s consumers (New Normal), such as having drive-thru food and beverage outlet business partners, emphasizing on products and services accessibility to the consumers with convenience, ease, speed, and safety.

Lastly, On behalf of the Board of Directors, I would like to express my sincere gratitude to all stakeholders for the continued support to our businesses and also to executives and employees of our group of Companies who have devoted their efforts for the Companies. We hope that we shall continuously receive such good support from everyone, so that our Group of Companies will be growing constantly with sustainable growth.



(Mongkol Simaraj)

Chairman

Part One

Business Operations and Performance

1. Structure and Business Operations of the Company

1.1 Business Policy and Overview

1.1.1 Vision, Mission, Goal, and Strategies for Business Operations

The Board of Directors has, on an annual basis, set the visions as guidelines for the Management in business operations. In 2023, the visions are as follows:

VISIONS:

To be a leading company in energy sector and the related businesses, to grow sustainably and always be ready to deliver quality products and services to serve customers' needs, also expanding to new potential businesses.

MISSIONS:

1) To shareholders

To effectively and efficiently manage the budgets in order to generate appropriate returns and to always adhere to the good governance principles.

2) To employees

To consistently apply innovative and modern knowledge to improve the operations, aiming at enhancing the good working atmosphere while providing job security.

3) To customers

To introduce standardized products and customized services for the diverse needs of the customers.

4) To business partners

To build trust and good cooperation among business partners to strengthen business relationships.

5) To community and society

To engage with the community and society to continuously and sustainably improve the quality of live and environment.

GOALS:

To increase the sales volume in 2023 approximately 10% from 2022, with the profit in line with the increased sales volume estimated to continuously grow at an average rate of 7 to 10% per annum. Service stations will be expanded to 300 within 2 years.

STRATEGIES:

The Group recognizes the importance of risk management to mitigate and control negative factors that may adversely affect the business and operations. Transparent, good corporate governance policies, respecting human rights, and taking into account the impact on social and environment, shall always be strictly observed too.

1.1.2 Important Changes and Developments

On September 21, 1977, the Company was incorporated as a limited company under the Civil and Commercial Code named "Siam United Services Co., Ltd." with an authorized capital of Baht 5 million to render oil transportation services by tankers to the large oil traders at that time such as Esso (Thailand) Co., Ltd., The Shell Company of Thailand Ltd., and Caltex Oil (Thailand) Co., Ltd.



In 1985, the Company raised its paid-up capital from Baht 5 million to Baht 75 million, and on December 25, 1985, the Company was permitted by the Ministry of Commerce for fuel trading under Section 6 of the Fuel Oil Trading Act, B.E. 2521 (1978) and under Section 63 of the Fuel Oil Trading Act, B.E. 2543 (2000) which prescribed that, “The fuel trader as permitted by the Minister under Section 6 of the Fuel Oil Trading Act, B.E. 2521 (1978) is the fuel trader under Section 7 of this Act”; as a result, the Company which is a fuel trader under Section 7 of the said Act can also import fuel for domestic sale.

In 1986, the Company commenced to distribute fuels via the Company’s 32 petrol stations in the Southern Region. In the same year, the Company separated the fuel transportation business mentioned above from the fuel trading business by selling 6 fuel tankers and related assets to Siam Mongkol Marine Co., Ltd., its associated company. Subsequently, the Company expanded the number of its petrol stations almost throughout the regions.

On August 31, 1990, the Company became a listed company on The Stock Exchange of Thailand, having Baht 280 million paid-up capital, comprising 280 million common shares at the par value of Baht 10 each.

On February 8, 1993, the Company was converted to a public company limited, named “Siam United Services Public Co., Ltd.”

On November 26, 2010, the Extraordinary General Meeting No. 1/2553 resolved to change the name from “Siam United Services Public Co., Ltd.” to “SUSCO Public Co., Ltd.” and was certified by the Department of Business Development, Ministry of Commerce, to use the name “SUSCO Public Co., Ltd.” on December 15, 2010.

On November 16, 2012, the Extraordinary General Meeting No. 1/2555 passed a resolution approving the Company to acquire all shares in PETRONAS Retail (Thailand) Co., Ltd. and Universal Asset Co., Ltd. which traded fuels under “PETRONAS” trademark. The shares were acquired on December 3, 2012 and changed the names of the 5 PETRONAS companies to 1) SUSCO Dealers Co., Ltd., 2) SUSCO Retail Property Co., Ltd., 3) SUSCO Marketing Co., Ltd., 4) SUSCO Lubricants Co., Ltd., and 5) SUSCO Property Co., Ltd., and within 2014 would have to change the “PETRONAS” trademark to “SUSCO”.

On August 27, 2020, the Board of Directors’ Meeting No. 8/2563 approved the Share Repurchase Project for Financial Management purpose, in the maximum amount of Baht 180 million, being the number of shares to be repurchased not to exceed 55,000,000 shares or 5.00 percent of the total issued shares. At the end of the project, the Company repurchased a total of 50,000,100 shares or 4.55 percent of the total issued shares.

On September 30, 2020, The Company was recertified by Thailand's Private Sector Collective Action Coalition Against Corruption.

The Group of Companies has giving an importance to operate by taking into account the Environment, Social, and Governance. In 2021, the Board of Directors’ Meeting resolved to approve the sustainability policy framework and hired a consultant to collect carbon footprint data of the Company. In 2022, the Board of Directors set up the Corporate Governance and Sustainability Committee to oversee issues regarding the corporate governance for sustainability.

On September 29, 2022, the Board of Directors’ Meeting No. 9/2022 approved the reduction of repurchased capital totaling 50,005,500 shares or 4.55 percent of current paid-up capital.

On October 27, 2022, the Board of Directors’ Meeting No. 10/2022 resolved to establish a new subsidiary, “SUSCO Beyond Co., Ltd.” to expand new potential business of which the registered capital is 100,000,000 Baht and 100% of shares owned by the Company.

As of December 31, 2022, the Company owned 3 oil depots, namely: Ratburana Oil Depot, Surat Thani Oil Depot, and Songkhla Oil Depot, and also had many joint oil depots to store fuels purchased by the Company from various sources for sale and legal reserve. The Company and its subsidiaries had a total of 257 petrol stations scattered almost throughout the country; 223 stations were operated by the Company and 34 stations were operated by dealers.

1.1.3 Name, Location of Head Office, Type of Business, Company Registration Number, Telephone, Fax, and Website

Name : SUSCO Public Company Limited
Main Businesses : Sale of fuel oils, LPG, and NGV
Trademark : Symbol of an “oil drop” and “SUSCO” trademark.
Company Registration No. : 0107536000064

Headquarters and Oil Depots located at the following places:

- : a) Headquarters and Ratburana Oil Depot
 No. 139 Ratburana Road, Bangpakok Subdistrict,
 Ratburana District, Bangkok Metropolis 10140
 Tel. 0-2428-0029
 Fax. 0-2428-8001 and 0-2427-6270
 Website: www.susco.co.th
- : b) Surat Thani Oil Depot
 No. 122 Village No. 3, Liang Mueang Road,
 Bang Kung Subdistrict, Mueang District,
 Surat Thani Province 84000
 Tel. 0-7728-5131-3 Fax. 0-7728-5134
- : c) Songkhla Oil Depot
 No. 282 Village No. 5, Sathingmo Subdistrict,
 Singha Nakhon District, Songkhla Province 90280.
 Tel. 0-7433-1034-6 Fax. 0-7433-1039



1.2 Nature of Business Operations

1.2.1 Income Structures of the Company, its Subsidiaries, and Associates, during the past 3 years, were as follows:

Items	Name (Status)	% of Shareholding	2022		2021		2020	
			Million Baht	%	Million Baht	%	Million Baht	%
1. Revenues from sale, net	SUSCO PLC	-	24,697.80	73.13	16,187.74	80.20	12,063.69	71.87
	Siam Mongkol Oil Co., Ltd.	99.99	556.18	1.65	324.47	1.60	335.18	2.00
	SUSCO Dealers Co., Ltd.	100.00	8,047.66	23.83	3,198.78		3,923.74	23.38
	SUSCO Marketing Co., Ltd. ⁽¹⁾	100.00	168.38	0.50	154.85	0.77	160.33	0.95
			33,470.02	99.11	19,865.84	98.42	16,482.94	98.20
2. Revenues from natural gas station management service	SUSCO PLC	-	25.60	0.08	23.11	0.11	41.38	0.25
	Sirijaraenwattana Co., Ltd.	99.99	16.48	0.05	12.87	0.06	20.65	0.12
			42.08	0.13	35.98	0.17	62.03	0.37
3. Rental income	SUSCO PLC	-	85.31	0.25	71.82	0.36	66.98	0.40
	Sirijaraenwattana Co., Ltd.	99.99	-	-	-	-	-	-
	SUSCO Dealers Co., Ltd.	100.00	27.29	0.08	26.77	0.13	26.27	0.15
	SUSCO Marketing Co., Ltd. ⁽¹⁾	100.00	2.95	0.01	4.20	0.02	4.46	0.03
	SUSCO Retail Property Co., Ltd.	100% Indirectly via SUSCO Dealers Co., Ltd.	3.75	0.01	3.60	0.02	3.38	0.02
	SUSCO Property Co., Ltd. ⁽²⁾	100.00	0.84	-	0.84	-	0.84	0.01
			120.14	0.35	107.23	0.53	101.93	0.61
4. Franchise income	SUSCO PLC	-	3.17	0.01	2.73	0.01	2.67	0.01
	SUSCO Dealers Co., Ltd.	100.00	20.78	0.06	21.33	0.11	23.26	0.14
			23.95	0.07	24.06	0.12	25.93	0.15
5. Dividend income	SUSCO PLC	-	3.70	0.01	2.05	0.01	-	-
	SUSCO Dealers Co., Ltd.	100.00	0.02	-	0.03	-	13.04	0.08
			3.72	0.01	2.08	0.01	13.04	0.08
6. Other income	SUSCO PLC	-	92.14	0.27	127.38	0.63	70.42	0.42
	Siam Mongkol Oil Co., Ltd.	99.99	2.06	0.01	3.09	0.02	2.59	0.01
	Sirijaraenwattana Co., Ltd.	99.99	0.13	-	0.35	-	0.12	-
	SUSCO Dealers Co., Ltd.	100.00	1.91	0.01	3.74	0.02	10.97	0.07
	SUSCO Marketing Co., Ltd. ⁽¹⁾	100.00	12.05	0.03	11.57	0.06	14.27	0.09
	SUSCO Retail Property Co., Ltd.	100% Indirectly via SUSCO Dealers Co., Ltd.	0.08	-	0.02	-	0.03	-
	SUSCO Property Co., Ltd. ⁽²⁾	100.00	3.32	0.01	3.43	0.02	0.03	-
			111.69	0.33	149.58	0.75	98.43	0.59
Total			33,771.60	100.00	20,184.77	100.00	16,784.30	100.00

Remark: (1) In 2022, the Company held 100% shares of SUSCO Marketing Co., Ltd.
In 2020-2021, the Company held 100% indirectly via SUSCO Dealers Co., Ltd.

(2) In 2022, the Company held 100% shares of SUSCO Property Co., Ltd.
In 2020-2021, the Company held 0.76% directly and 99.24% indirectly via SUSCO Dealers Co., Ltd.

1.2.2 Products

1) Characteristics of Products or Services and Innovation Development

The products of the Company and its subsidiaries are fuel oils, namely benzene, gasohol 95 and 91, gasohol E20, high speed diesel, high speed diesel B7, high speed diesel B20, jet fuel, NGV, LPG, and lubricants.

The Company's business operations are under the Fuel Oils Control Act, B.E. 2542, which stipulates fuel oil storage methods and guidelines for construction of petrol stations; and Fuel Trade Act, B.E. 2543, which regulates annual oil trading volume and legal reserve of fuel oils. The Company is a licensed oil trader per Section 7 of the Fuel Trade Act, B.E. 2543, having an annual aggregate trading volume of oils from one hundred thousand metric tons and over; therefore, the Company was required to have oil reserves at the rate of 1% and 7% of annual trading volume as approved by the Ministry of Energy, for the oils purchased in the country and for those imported, respectively.

The Board of Directors recognizes the importance of innovation to incorporate into business and society to create more value for the Company and its stakeholders and also to conserve the environment. The Group of Companies initiated various innovation projects, both in terms of internal processes and business continuity. The Group expanded its investment through emerging energy innovation. The Company had cooperated with Energy Absolute Public Company Limited or EA to install electric vehicle chargers in the service stations of the Company to provide services to electric car users, which will be more popular in the future, including to install of Solar Rooftop on the petrol stations for use electricity in business operations. That also helps to reduce the global warming by not using oil to generate electricity. At present, the Solar Rooftop has been installed at 20 petrol stations and the Company has a policy to expand the installation of Solar Rooftop in many stations.



In 2022, the Company resolved to establish a new subsidiary "SUSCO Beyond Co., Ltd." its registered capital is 100% which Baht 100 million owned by the Company to operate a business selling BYD electric cars which showrooms will be opened in 2023. Moreover, the Company will invest in the restaurant business in the future. It is currently in the process of studying the investment plan.

The Group of Companies also had developed SUSCO Smart Member program which requires only a phone number, not a member card, to accumulate points every time customers refuel. Customers are able to check points via application Line Official Account @susco and Website: <http://member.susco.co.th/>, including the customers can redeem SUSCO Smart Member points for many benefits.



The Group of Companies has no direct expenditure on research and product development since the Group purchases the products directly from the refineries. Therefore, the research and development depends on the refineries which the quality of the products must meet the criteria set by the Department of Energy Business.

2) Marketing and Competitive Environment

Competition and Products Selling Policies

The Company and its subsidiaries have determined the policies and the nature of the products in marketing management, aiming to retail business via petrol stations under the Company's trademark and industrial sectors for direct users, such as aviation, construction, transportation, and service sectors, and to other oil traders who, in turn, sold to the consumers. This included the sale to oil traders in the neighboring countries.

In expanding the petrol station network, the Company and its subsidiaries concentrated on the large communities in Bangkok Metropolitan Region, Large communities, and tourist attractions in the provinces. The Company and its subsidiaries provided comprehensive services in the large petrol stations in the urban area or on the main roads needing lots of fuel oils, and invested in the medium size petrol stations which gave good return by selecting the form of construction appropriate for each locality and in small petrol stations with small investments and short payback period on feeder roads connecting the districts which did not need so much oils.

For investment in petrol stations, the Company may, wholly or partially, invest or allow petrol station entrepreneurs to wholly invest, as appropriate.

In addition, the new opening of petrol station has formed an alliance with business partners to increase the competitiveness such as Starbucks coffee, D'oro coffee, KFC, Lawson 108, etc. The stores will be opened in SUSCO petrol stations in order to serve customers' need.

Competitive Environment in the Industry

Implementation of oil price deregulation system, together with the deregulation of the petrol station construction permit aiming at more convenient, resulting in each oil trader attempted to vie for market share by increasing the number of petrol stations and investing to expand the businesses in its service stations. Additionally, there were retail oil traders investing to erect petrol stations; therefore, the competition of petrol service stations tremendously increased to the extent that oil traders had to implement marketing strategies to attract the users to purchase their products and to be their regular customers.

Large and medium oil traders in the country, having their own oil depots, were as follows:

Large Oil Traders

- PTT Public Co., Ltd.
- Esso (Thailand) Public Co., Ltd.
- The Shell Company of Thailand Ltd.
- Bangchak Corporation Public Co., Ltd.
- Chevron (Thailand) Co., Ltd.
- IRPC Public Co., Ltd.

Medium Oil Traders

- SUSCO Public Co., Ltd.
- PTG Energy Public Co., Ltd.
- The Siam Chemicals Public Co., Ltd.
- P.C. Siam Petroleum Co., Ltd.

Besides, there were also small oil traders which did not have high volume of oil trading, with petrol stations which did not use trademarks of large or medium oil traders.

Competitive Advantage

Due to the increase of petrol stations, the government strictly controls on the oil qualities, to protect the customers from low quality products. In this regard, the Company and its subsidiaries had strictly and always focused on the quality control of oils and services. On January 13, 2004, the Company and its subsidiaries were permitted to use the certificate of the fuel oil quality control system from the Department of Energy Business, Ministry of Energy. The Company also joined the “ten litre” service station development project of the Department of Internal Trade, Ministry of Commerce.

Strengths and Weaknesses of the Company, its Subsidiaries in Comparison with Other Oil Traders

Strengths

- The Company and its subsidiaries by themselves procured, delivered, and conducted marketing of the products causing the business operations to be more flexible and the qualities of the products were controllable from the oil depots to petrol stations or customers.
- The Company and its subsidiaries had several large and comprehensive service stations in the Bangkok Metropolitan Region and neighboring provinces with high economic growth and traffic density; medium And small sizes in local communities.
- The Company and its subsidiaries were flexible in finding strategic alliances to enhance the comprehensive services in petrol stations and to give opportunities to various businesses to lease the land areas in petrol stations for their own business operations; as a result, these petrol stations had various services as needed in each area.

Weaknesses

- The Company and its subsidiaries had less number of petrol stations than large oil traders.
- The trademarks had not yet been widely known as those of the large oil traders.

3) Procurement of the Products for Sale

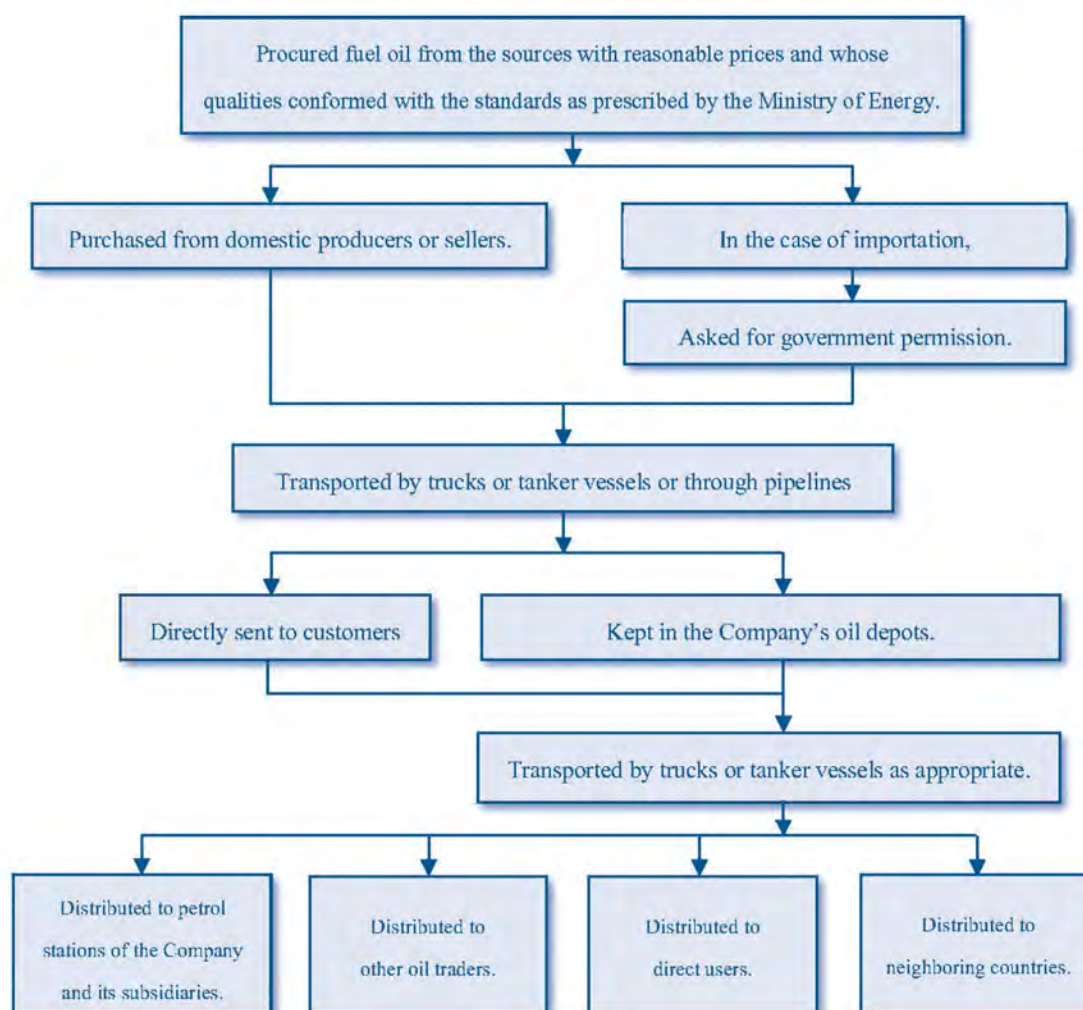
The Company and its subsidiaries procured all fuel oils from the domestic producers which had Qualities and standards, in every respect, as prescribed by the Ministry of Energy.

The main raw material for production is based diesel oil (B0), which is the main raw material for the production of high-speed diesel oil supplied from the Company's depot. The base diesel oil (B0) can be procured from 6 domestic oil refineries.

The Company has started the contracts with raw material suppliers since 2005. The contracts did not specify the expiration date. The price and volume are negotiated yearly.



Procedures of Selling Fuel Oils can be explained by the following diagram:



Distributions and Distribution Channels

The Company and its subsidiaries distributed oils through channels in accordance with the types of customers, as follows:

- (1) Distribution to general fuel oil users through petrol stations, scattered almost all over the country, where the Company operated by itself and operated by lessees. In selecting a prospective petrol station lessee, the Company and its subsidiaries took into consideration the financial conditions and business experience of the lessee. Should there be an investor who wished to jointly invest with the Company, the latter would take into account the land location to be used by the investor in operating petrol station to see whether it was acceptable. If it was, the Company would design and provide standard equipment, accessories, and signboards to the investor who would, in turn, invest in the construction.
- (2) Distribution to direct users who ran the businesses of aviation, trucks, cargo, passenger ships, electricity generation, construction, and etc.
- (3) Distribution to other oil traders who would, in turn, re-distribute them to their customers through their own distribution channels.
- (4) Distribution to users and oil traders in neighboring countries for their own use or to their customers.

Sales Volumes of the Company and its subsidiaries over the past three years, classified by types of customers

Type of Customers	2022		2021		2020	
	Million Liters	%	Million Liters	%	Million Liters	%
1) General users	476,891	42.44	391,812	41.33	411,675	38.77
2) Oil traders in other countries	398,504	35.46	413,261	43.59	431,797	40.67
3) Direct users	206,941	18.42	97,708	10.31	163,215	15.37
4) Other oil traders	41,356	3.68	45,312	4.78	55,076	5.19
Total	1,123,692	100.00	948,093	100.00	1,061,763	100.00

Over the past 3 years, no single customer purchased products valued over 30% of the total combined revenue of the Company and its subsidiaries.

The number of service stations and the market shares in 2022

Unit: Million Liters

Company	No. of service stations	%	Volume of B7 sold	Market Share %	Volume of diesel (premium) sold	Volume of High Speed Diesel sold	Market Share %	Volume of Benzene 95 sold	Market Share %	Volume of Gasohol 95 sold	Market Share %	Volume of Gasohol 95 (premium) sold	Market Share %	Volume of Gasohol 91 sold	Market Share %	Volume of Gasohol E20 sold	Market Share %	Volume of Gasohol E85 sold	Market Share %	Volume of all sold	Market Share %			
PTT	2,391	8.54	8,941.68	38.96	-	91.06	455.53	54.90	106.81	55.76	1,626.47	49.81	2,567.65	45.39	6.50	2.28	1,245.05	48.58	1058.31	52.71	184.97	61.19	16,255.25	42.37
SHELL	697	2.49	1,833.91	7.99	187.18	7.26	101.43	12.22	6.50	3.39	298.00	9.13	126.55	2.24	238.23	83.48	269.12	10.50	207.90	10.35	0.00	0.00	3,272.89	8.53
ESSO	802	2.87	2,869.83	12.46	45.19	0.11	100.07	12.06	0.00	0.00	363.51	11.13	794.87	14.05	38.41	13.46	253.29	9.88	189.61	9.44	0.00	0.00	4,645.86	12.11
CHEVRON	443	1.58	1,365.29	5.95	8.39	0.18	22.13	2.67	26.59	13.88	550.78	16.87	374.48	6.62	-	0.00	114.56	4.47	60.01	2.99	0.00	0.00	2,522.34	6.57
BANGCHAK	1,343	4.80	3,216.45	14.01	-	1.26	115.40	13.91	0.00	0.00	219.97	6.74	850.64	15.04	0.28	0.10	357.53	13.95	363.05	18.08	117.31	38.80	5,241.48	13.66
SUSCO	181	0.65	303.59	1.32	0.43	0.06	4.32	0.52	13.92	7.27	206.94	6.34	108.03	1.91	1.97	0.69	49.93	1.95	17.93	0.89	0.00	0.00	707.11	1.84
Others	22,136	79.08	4,430.59	19.30	-	0.97	30.92	3.73	37.73	19.70	0.00	0.00	834.41	14.75	-	0.00	273.53	10.67	111.14	5.53	0.03	0.01	5,718.39	14.91
Total	27,993	100.00	22,951.43	100.00	241.19	100.00	829.80	100.00	191.55	100.00	3,265.67	100.00	5,656.63	100.00	285.38	100.00	2,563.01	100.00	2,007.95	100.00	302.31	100.00	38,363.32	100.00

Source: Monthly reports of the Bureau of Fuel Trade and Stockpile, Ministry of Energy, and data from the Company and subsidiary companies

As of December 31, 2022, there were 257 service stations using the Company's trademark, representing approximately 0.65 % of the total service stations in the country, and having a market share of around 1.84% of the total market.

Sales Volume classified by type of the products of the Company and its subsidiaries over the past three years

Unit: Million Liters

Products	2022	2021	2020
1. High speed diesel fuel	4.897	69.473	55.474
2. High speed diesel B7	410.240	293.728	302.528
3. High speed diesel B20	0.044	0.785	14.417
4. Premium diesel	0.384	0.162	0.038
5. Benzene (Octane 95)	19.294	22.461	30.181
6. Benzene (Octane 91)	290.271	302.290	322.558
7. Gasohol 95	108.962	85.828	87.657
8. Premium gasohol 95	1.856	0.855	0.214
9. Gasohol 91	50.434	50.791	57.399
10. Gasohol E 20	17.983	13.279	13.957
11. Gasohol E 85	0.000	0.000	0.290
12. Jet fuel	206.941	97.708	163.215
13. Lubricating oil	0.080	0.093	0.106
14. Liquefied petroleum gas	3.722	2.687	3.097
15. Natural gas*	8.584	7.953	10.632
16. Bunker oil	-	-	-
Total sales volume	1,123,692	948.093	1,061.763

* Unit: Million Kilograms

4) Assets Used in Business Operations

Fixed Assets (Land, Plant and Equipment) of the Company, the Subsidiaries, and those leased from other parties

- Land used in business operations could be divided into two parts which were: the part used for oil depots, service stations, and offices, having a total area of 665 - 0 - 40.80 Rai, and the unutilized part, having a total area of 251 - 1 - 19.50 Rai.

The aforementioned pieces of land were located in Bangkok Metropolis, Central Region, Northeastern Region, Northern Region, and Southern Region. The Company and its subsidiaries had rights and ownerships over those pieces of land under Nor.Sor. 3, Nor.Sor. 3 Kor., and land title deeds. The Company and its subsidiaries used certain plots of land, including buildings, and equipment, to mortgage with commercial banks as security for the credit facilities granted, which, as at December 31, 2022, were approximately Baht 1,983 million. In addition, there still were additional land leased by the Company and its subsidiaries for petrol service station construction, the leases of which were registered at the Land Office where such plots of land were located. Certain plots of the land had obligations under the lease contracts up to 2048 and had rental payable in a total amount of Baht 1,798 million.



b. Buildings, Oil Depots, and Petrol Stations

Most of the buildings used in transacting businesses of the Company and its subsidiaries, such as headquarters building, buildings of the subsidiaries, oil depots used to store oils for sale or distribution to the service stations of the customers and of the Company and its subsidiaries, and the petrol stations distributing fuel oils to the consumers were located on the Company's land but there were certain minor parts located on the plots of land leased from other parties.

c. Vehicles

The Company had vehicles used in the important business operation; 5 fuel tank trucks to support the distribution of oils to the customers and petrol stations of the Company and its subsidiaries.

Book Value of Fixed Assets of the Company and its Subsidiaries as of December 31, 2022:

Unit: Million Baht

Category	Cost	Net Book Value ⁽¹⁾
<u>Land, Plant and Equipment - in use</u> ⁽²⁾		
Land	1,087.88	1,057.24
Service station buildings and improvement portions	1,749.31	766.26
Oil depots, oil tanks, fuel dispensers, operating equipment, electrical systems, etc.	785.46	122.93
Office decoration and equipment	93.28	17.49
Vehicles	34.14	0.88
Other construction work	96.39	96.39
Total	3,846.46	2,061.19
<u>Right of use assets</u>		
Service stations	2,231.11	1,474.86
Vehicles	20.28	10.10
Leaschold right	1,435.02	626.58
Total	3,686.41	2,111.54
<u>Investment Properties</u> ⁽³⁾		
Land	595.62	590.06
Service stations	869.39	317.45
Total	1,465.01	907.51

Details of Important Fixed Assets as at December 31, 2022 were as follows :

Description	Size/Quantity
1. Land	
1.1 Land on which Ratburana Oil Depot, Bang Pakok Subdistrict, Raturana District, Bangkok Mertropolis was located ⁽⁴⁾	0 - 3 - 75 Rai
1.2 Land on which Surat Thani Oil Depot, Bang Kung Subdistrict, Mueang District, Surat Thani Province was located	41 - 2 - 13.70 Rai
1.3 Land on which Songkhla Oil Depot, Hua Khao and Sathingmo Subdistricts, Mueng District, Songkhla Province was located	86 - 3 - 79.20 Rai
1.4 Land on which service stations were located and empty land of the Company and its subsidiaries	916 - 1 - 60.30 Rai
1.5 Land on which service stations of the Company and its subsidiaries leased from other parties	403 - 0 - 88.53 Rai
2. Fuel trucks	
Fuel tank trucks	5 units

Remarks :

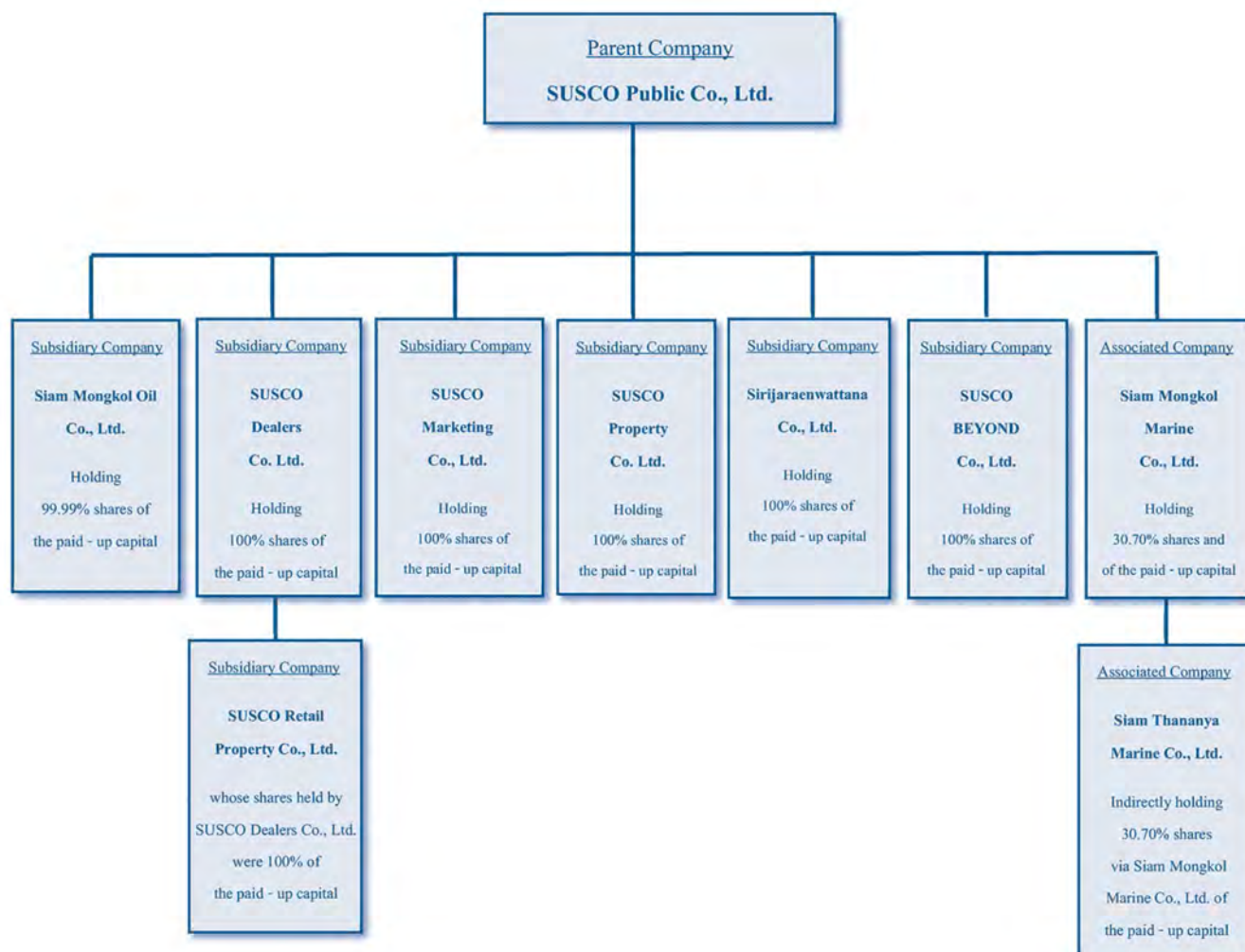
- (1) Cost of assets less accumulated depreciation and impairments. Such accumulated depreciation was calculated by using straight-line method according to the estimated useful life of the lease contract. However, the actual useful life would be longer than that estimated because the Company and its subsidiaries had regularly improved and repaired them.
- (2) The assets available for use by the Company and its subsidiaries.
- (3) The assets available but unused by the Company and its subsidiaries; they were leased by other parties.
- (4) The Company rented from Crown Property Bureau 6 - 3 - 84.80 Rai, Siam Mongkol Oil Co., Ltd. 1 - 2 - 29.30 Rai, and own 0 - 3 - 75 Rai

Assets Assessment

In 2022, the Company had no new asset to evaluate.

1.3 Shareholding Structures of the Company in its Subsidiaries and Associates, as of December 31, 2022, were as follows:

1.3.1 Shareholding Structures of the Company



Investment Policy in the subsidiaries and associates

As of December 31, 2022, the Company invested in the following subsidiaries and associates :

Name	Type and Nature of Businesses	Paid-in Capital (Million Baht)	% of Shareholding	Investment Value of the Company under Cost Method (Million Baht)	Investment Value of the Company under Equity Method (Million Baht)	Major Shareholders and % of Shareholding
<u>Subsidiary Companies</u>						
1. Siam Mongkol Oil Co., Ltd.	Selling fuel oils, LPG and operating minimart in service stations	48.00	99.99	47.999	-	SUSCO 99.99%
2. Sirijaraenwattana Co., Ltd.	Operating and managing two natural gas stations	120.00	99.99	120.000	-	SUSCO 99.99%
3. SUSCO Dealers Co., Ltd.	Selling fuel oils	709.45	} 100.00	} 98.887	} -	} SUSCO 100.00%
4. SUSCO Retail Property Co., Ltd	Land and petrol stations leasing	100.00				
5. SUSCO Marketing Co., Ltd.	Selling consumer products in convenience stores through service stations	700.00	100.00	57.400	-	SUSCO 100.00%
6. SUSCO Property Co., Ltd.	Land and petrol stations	1,340.00	100.00	811.178	-	SUSCO 100.00%
7. SUSCO Beyond Co., Ltd.	Importing and selling electric cars	25.00	100.00	25.000	-	SUSCO 100.00%
<u>Associated Companies</u>						
1. Siam Mongkol Marine Co., Ltd.*	Oil marine tanker	39.575	30.70	} -	} -	SUSCO 30.70%
2. Siam Thananya Marine Co., Ltd.	Oil marine tanker	40.00	30.70			30.70% Indirectly via Siam Mongkol Marine Co., Ltd.
<u>Joint Venture</u>						
1. SUSCO Media Joint Venture	Advertising services	4.60	50.00	0.222	0.222	50% Indirectly via SUSCO Marketing Co., Ltd.

*There are Directors of the Company holding shares of Siam Mongkol Marines Co.,Ltd. more than 10 percent of the total number of votable shares. These shares were held prior to becoming the Company's Directors and did not have any beneficial transactions between each other further than normal business operations. Moreover, such persons have the potential to help build networks and expand businesses. Therefore, holding such shares is beneficial to the Company.

**Names and addresses of juristic persons whose shares were held by
the Company at or over 10% of their paid-in capitals,
as of December 31, 2022.**

Name	Type of Business	Authorized Capital (Baht)	Paid-in Capital (Baht)	Number of Paid-in Capital (share)	Par Value (Baht)	Shareholding (%)	Headquarters Address	Tel.
Subsidiary companies								
1. Siam Mongkol Oil Co., Ltd.	Selling fuel oils, LPG and operating minimart in service stations	48,000,000	48,000,000	480,000	100.00	99.99	139 Ratburana Road, Bangpakok Subdistrict, Ratburana District, Bangkok Metropolis 10140.	0-2428-0029
2. Sirjanenwattana Co., Ltd.	Operating and managing the leased area in natural gas stations	120,000,000	120,000,000	1,200,000	100.00	99.99	105/2 Village 17, Bang Ramad Subdistrict, Talingchan District, Bangkok Metropolis 10170.	0-2422-4427
3. SUSCO Dealers Co., Ltd.	Selling fuel oils	709,449,945	709,449,945	94,593,326	7.50	100.00	139 Ratburana Road, Bangpakok Subdistrict, Ratburana District, Bangkok Metropolis 10140.	0-2428-0029
4. SUSCO Retail Property Co., Ltd.	Leasing of lands and petrol stations	100,000,000	100,000,000	1,000,000	100.00	Shares indirectly held via SUSCO Dealers Co., Ltd. at the rate of 100%	139 Ratburana Road, Bangpakok Subdistrict, Ratburana District, Bangkok Metropolis 10140.	0-2428-0029
5. SUSCO Marketing Co., Ltd.	Selling fuel oils and letting the use of trademark license	700,000,000	700,000,000	7,000,000	100.00	100.00	139 Ratburana Road, Bangpakok Subdistrict, Ratburana District, Bangkok Metropolis 10140.	0-2428-0029
6. SUSCO Property Co., Ltd.	Leasing of lands and petrol stations	1,340,000,000	1,340,000,000	13,400,000	100.00	100.00	139 Ratburana Road, Bangpakok Subdistrict, Ratburana District, Bangkok Metropolis 10140.	0-2428-0029
7. SUSCO Beyond Co., Ltd.	Selling electric cars	100,000,000	25,000,000	100,000,000	2.50	100.00	139 Ratburana Road, Bangpakok Subdistrict, Ratburana District, Bangkok Metropolis 10140.	0-2428-0029
Associated Companies								
7. Siam Mongkol Marine Co., Ltd.	Oil marine tanker	39,574,500	39,574,500	3,957,450	10.00	30.70	139 Ratburana Road, Bangpakok Subdistrict, Ratburana District, Bangkok Metropolis 10140.	0-2871-3302
8. Siam Thananya Marine Co., Ltd.	Oil marine tanker	40,000,000	40,000,000	4,000,000	10.00	30.70% Indirectly via Siam Mongkol Marine Co., Ltd.	139 Ratburana Road, Bangpakok Subdistrict, Ratburana District, Bangkok Metropolis 10140.	0-2871-3302
Joint Venture								
9. SUSCO Media Joint Venture	Advertising services	4,600,000	4,600,000	-	-	50% Indirectly via SUSCO Marketing Co., Ltd.	139 Ratburana Road, Bangpakok Subdistrict, Ratburana District, Bangkok Metropolis 10140.	0-2428-0029

1.3.2 Parties with Conflict of Interest

-None-

1.3.3 Shareholders

According to Thailand Securities Depository Co., Ltd., the top 10 shareholders as at September 9, 2022, the latest date of closing the share register book, were as follows:

Shareholder	Number of Shares Held	%
1. Simaroj Family	272,930,000	24.81%
<i>Mr. Mongkol Simaroj</i>	158,500,000	14.41%
<i>Mr. Pimuk Simaroj</i>	42,000,000	3.82%
<i>Mr. Marvee Simaroj</i>	34,800,000	3.16%
<i>Ms. Veerin Simaroj</i>	15,000,000	1.36%
<i>Mr. Chairit Simaroj</i>	11,520,000	1.05%
<i>Mr. Amarin Simaroj</i>	11,110,000	1.01%
2. Mahakijisiri Family	137,110,600	12.46%
<i>Mr. Prayudh Mahakijisiri</i>	94,610,600	8.60%
<i>Ms. Ausana Mahakijisiri</i>	42,500,000	3.86%
3. Mr. Panus Rungnoppakhunsri	21,418,800	1.95%
4. Mrs. Mukda Boonsieng	14,000,000	1.27%
5. Mr. Wiboon Panitvong	10,958,600	1.00%
6. Mr. Thaveechat Jurangkool	8,832,400	0.80%
7. Mrs. Supa Boonsiri	8,410,000	0.76%
8. Mr. Phongsathon Chatnarat	8,000,000	0.73%
9. LGT BANK (SINGAPORE) LTD	6,735,200	0.61%
10. Mr. Natee Rongkarattanakul	6,000,000	0.55%
Total	494,395,600	44.94%

According to the data from the Stock Exchange of Thailand as of March 11, 2022, the percentage of free float was 53.88 %.

1.4 Authorized and Paid-in Capital

As at December 31, 2022, the Company had an authorized capital of Baht 1,324,994,500, consisted of 1,324,994,500 ordinary shares at the par value of Baht 1 per share, and paid-in capital of Baht 1,050,000,056, comprising 1,050,000,056 ordinary shares at the par value of Baht 1 per share.

Securities Registrar : Thailand Securities Depository Co., Ltd.
No.93 The Stock Exchange of Thailand Building,
Tower A, 14th Floors, Ratchadaphisek Road, Dindaeng Subdistrict,
Dindaeng District, Bangkok Metropolis 10400
Tel. 0-2009-9000 Fax. 0-2009-9991



1.5 Issuance of Other Securities

In 2022, the Company did not issue any other convertible security and debt instrument.

1.6 Dividend Payment Policies of the Company

The Board of Directors of the Company has policy to pay dividends to the shareholders at the rate of not less than 50% of the net profits after taxes of the Consolidated Financial Statements, except when there are necessities to use the funds for business expansions. Such dividend payable shall not exceed the retained earnings of the Company.

For the dividend payment Policy of its Subsidiaries, the Company focus on the operating result and financial status of its subsidiaries.

The dividend payment for the last 4 years as follows:

Item	2022	2021	2020	2019
Annual Dividends (Baht/Share)	0.32	0.18	0.11	0.19
1. Interim Dividends	0.12	0.08	0.02	0.08
2. Final Dividends	0.12	0.10	0.09	0.11
3. Extra Dividends	0.08	-	-	-
Earnings per share (Baht)	0.42	0.23	0.21	0.36
Proportion of dividends on profits for the year on consolidated financial statements (percent)	75.82%	77.08%	50.99%	51.40%

On September 23, 2022, the Company paid the interim dividends of Baht 0.12 per share, should the coming Annual General Meeting resolve that the final dividends at Baht 0.12 per share and the extra dividends at Baht 0.08 per share be paid, the total 2022 dividends payable would be at Baht 0.32 per share. However, the dividends payable is still uncertain because it must have a prior approval by the 2023 Annual General Meeting.

2. Risk Management

2.1 Risk Management Policy and Plans

As the business operations of the Company have a number of risks due to internal and external factors; therefore, to prevent and to limit them (if any) so that they would have the least impact on the Company, the Board of Directors has set the policies and measures on the operational risk management, as follows:

- (1) It is the duty and responsibility of the Management to analyze, assess, and prevent the internal and external risks which may significantly affect the Company's business operations;
- (2) If there is an event which has caused or may cause business risks, the Management concerned will analyze such risk and hierarchically propose the preventive guidelines to the concerned parties. If such risk is important, the Management concerned will report the matter to the Board of Directors for acknowledgment or consideration, as the case may be.

To enhance the effectiveness on the implementation of the said policies and measures on such operations, the Board of Directors established the Risk Management Committee, by having the Managing Director, a representative of the Board, as the Chairman, the Deputy Managing Director for Administration as the Vice Chairman, and Directors of all divisions as the members, to determine the guidelines for risk management in every aspect of the Company.

In 2022, the Company had no significant and substantial problem derived from the risk management.

2.2 Risk to Business Operation

2.2.1 Current and Emerging Risks

Current Risks:

- Oil Prices Fluctuation Risks

Domestic oil price and oil cost fluctuated following the changes in world market oil prices and exchange rates between USD and Thai Baht, where Singapore was considered a trading hub in South East Asia. 2022 was the year that has unusual events occurring in many dimensions such as Russian military special operations against Ukraine, the unresolved impact of COVID-19 in China, and the winter weather fluctuations in Europe. The above circumstances have swiftly and severely impacted the volatility in global oil price. Moreover, they had also fundamentally affected on both demand and supply of the market. In the second half of the year, Thailand has a country's specific problem that differ from those of other countries, resulted from the significant increase in the price of the natural gas. The government has set measures and guidelines for saving fuel costs of the power plants in producing electricity by switching from the natural gas to Diesel as a source of fuel instead. The change has resulted in an increase in artificial demand for Diesel, which exacerbate a tightness between demand and supply for both Diesel and jet fuel, as both products are classified as Middle distillates.

Thus, the Company and its subsidiaries coped with such risks by closely monitoring the world market oil price movement and its trend so as to come up with effective purchasing plans and optimum inventory levels to ensure that the product cost was kept low at a competitive level.

- Safety Risks

Fuel oil trading is the business which safety must be stringently treated in a special manner, because fuel oils are inflammable which may cause fire and serious damages. The Company and its subsidiaries well realize that the safety on such risk is the most important; accordingly, the Company and its subsidiaries have arranged, on the regular basis, fire prevention training and exercising programs for all concerned parties and have installed the fire prevention tools and equipment and take other actions in relation to safety in line with the official regulations in all respects.

- Financial Risks

In 2022, the Company also exported its oils with no import, hence there were foreign currency revenues, most of which was covered by forward contracts to manage the foreign exchange risks and the Company did not purchase oil from abroad. However, in the future, the Company may import oils for resale if the importing oil prices plus the exchange rates are adequately less expensive than the domestic prices.

The Company had high financial liquidity, with low debt-to-equity ratio of 1.30. Most of the liabilities were loans from banks to purchase service stations.

As at the end of 2022, the Company had a current ratio of 0.59 and low long-term liabilities; therefore, the interests from the long-term liabilities were very low. The financial risks from liquidity, interest expense, and exchange rate were in low level.



Emerging Risks :

- Cyber Risks

The cyber threats are trending up either as hacking to steal the important information, blocking access to a computer system until a sum of money is paid, or hacking to manage the system. The Group of Companies recognized the important of cyber risk management. Hence, we applied for the ISO/IEC 27001:2013 standard or Information Security Management System (ISMS), including installing of safety devices at various points, such as the world's leading firewall to protect the contact channels and also using Intrusion Prevention System (IPS) to secure the Endpoint Protection. The Group of Companies also uses the updated antivirus to protect ransomware of both clients and servers. Furthermore, the Group of Companies is considering of using Security Operations Center (SOC) to monitor 24x7 and get notification immediately when unusual events occur.

The Group of Companies backs up the important data on Cloud periodically and annually rehearsals the Business Continuity Plan (BCP). Besides, the Group of Companies offers training programs to the employees via an E-learning system to acknowledge and be awarded of cyber risks and also sending the phishing E-mail to test the employees and monitor closely for the fallen ones.

Moreover, the Group of Companies recognized the importance of the personal data protection of customers, business partners, shareholders, Directors, employees, persons who visited the Group of Companies' website or used application, and other relevant persons to ensure that the data subjects receive the full protection of rights under the Personal Data Protection Act, B.E. 2562 and related laws by launched "Personal Data Protection Policy", disclosed on the Company's Website, and appointed a working group to monitor and take care of such personal data information.

- Risks from the Pandemic

From COVID-19 pandemic, the government has set the measures to control the outbreaks. The Group of Companies has constantly monitored the situation, including the implementation of an inventory management system and other associated management to mitigate the consequences as much as possible. Furthermore, the Group of Companies has established the control measures and regulations to prevent the spread of viruses within our organization, such as spacing the working desks, establishing a work from home system as necessary, encouraging vaccination campaign for employees, and so on.

- Risks from the Energy Innovation Transformation

The alternative energy innovation such as electric vehicles may affect the oil consumption. Therefore, the Group of Companies closely monitors such innovation, including cooperated with business partners to expand the new innovation networks and be able to do business continuously and sustainably such as cooperated with Energy Absolute Public Company Limited (EA) to install electric vehicle chargers in our service stations to serve the electric cars which will be more popular in the future.

2.2.2 Investment Risks for Shareholders

- Risks of Uncertain Returns on Investment for Shareholder

Since the Company's share price fluctuates according to various factors such as world oil prices, economic situations, changing in government policies that impact the energy industry, the Company's operating results,

as well as other unexpected event such as the COVID-19 pandemic, the investors may be at risk due to the uncertainty of such factors.

- **Risk from Dividend Affordability Below Investors' Expectation**

The Company has policy to pay dividends to the shareholders at the rate of not less than 50% of net profit after taxes of consolidated financial statements. The dividend payables are subjected to cash flow, retained earnings, and investment plans. This may put investors at risk of not receiving dividends as expected. However, in considering each dividend payment, the Company always takes the best interests of shareholders into account.

3. Driving Business for Sustainability

3.1 Sustainability Management Policy

The Group of Companies is committed to be a leading company in energy sector and related businesses, including other good potential businesses, with sustainable growth, operating with transparency and good corporate governance policies, together with taking care of society and environment, realizing the importance of all stakeholders, with following practices:

- **The Good Corporate Governance Policy**

The Group of Companies is committed to the good corporate governance, operating business with fairness, transparency with responsibility to all stakeholders throughout the business chain, focusing on risk management, anti-corruption, anti-bribery, and conflict of interests.

- **Society**

The Group of Companies is committed to conducting business with social responsibility, respecting human rights, not ignoring when witnessing human rights violations that related with the Group, not-infringing on intellectual property, raising awareness of all employees' accountability to the communities and societies, developing employee's potential through training programs, as well as providing health care benefits such as annual medical check-up, medical fees welfare, and the like.

- **Environment**

The Group of Companies is committed to operating business by recognizing the importance of the energy and environment conservation to create value and sustainability for every group of stakeholders. The Group of Companies has raised the awareness of environment and nature conservation, using resources economically and efficiently, such as saving electricity, water, paper, reduced carbon footprint and etc, including, installation of solar roof system and applying innovations for sustainable use of resources.

3.2 Impact Management to Stakeholders in the Business Value Chain

3.2.1 Business Value Chain

(1) Primary Activities

- **Inbound Logistics**

The Group of the Companies procures fuels from sources with standard quality and able to delivery fuels on time and sufficiently at reasonable price to meet the customers' needs.

- **Operations**

The Group purchases the products directly from the refineries. However, the Group of the Companies inspects the fuel quality, maintains and repairs the equipment at the service stations regularly, as well as, inspected the fuels stored in oil depots for safety and considering on the impact to the community and environment.

- **Outbound Logistic**

The Group of the Companies has an efficient transportation management system for delivering products to the service stations on time with quality checking, having measures to prevent counterfeiting or contamination, and having tracking system for oil trucks to be able to trace back in case of investigation.

- **Marketing and Sales**

The Group of the Companies has set reasonable prices, delivering accurate and complete information about products and services, including advertising promotions via various channels, such as Facebook Page, Website, Line Official, Radio, Publication and etc.

- **Customer Services**

The Group of the Companies has several easy-to-access channels such as Facebook Page, Website, E-mail and Telephone to listen to advices, comments, complaints or whistle-blowing of stakeholders and also assigns a specify unit to take care of such matters.

(2) **Support Activities**

- **Infrastructure**

The Group of the Companies has modern and standardized accounting, financial management, operation, and information technology systems that able to monitor and track the information, as well as, having information security management system to prevent data theft.

- **Human Resource Management**

The Group of the Companies has recruiting and selection system for qualified personnel for the positions, providing training and development for all levels, as well as, determining the reasonable remuneration similarly to other companies with similar business type and size. Moreover, the Group of the Companies also provides various welfares more than required by the laws, such as reimbursement of medical expenses, loans for employees, and etc.

- **Technology Development**

The Group of the Companies is using an up-to-date information technology system for internal operations and for external matters such as a customer collecting point system with data security and effectiveness.

- **Procurement**

The Group of the Companies has an efficient procurement system, price and quality comparison process, and processing transparently.

3.2.2 Stakeholder Analysis from the Business Value Chain

The Board of Directors has policies to oversee and keep the rights of every group of stakeholders as prescribed by laws, whether they are shareholders, customers, creditors, trading partners, independent auditors, management, employees, public sector, society, and other concerned agencies, to give them confidence that their rights shall be equally protected and treated.

Stakeholder	Stakeholder's Expectation	Response to Stakeholder's Expectation
Shareholders	Reasonable stock price, return on investment	The Company will act as a good agent of shareholders in business operations bringing maximize satisfaction to the shareholders, by taking into consideration the sustainable growth of the Company value, including disclosing the information in the transparent and reliable manners.
Customers	Product quality, reasonable price, service mind	The Company will create maximize satisfaction to the customers, by paying attention to the services and being responsible for the products' qualities and prices, including clearly and fairly conducting the business with every customer.
Business Partners and Creditors	Follow the conditions in contract agreement	The Company will adhere to the conditions and terms as set forth in the loan agreement or trade contract made with every financial creditor or trade creditor and will fairly treat the creditors as if they were the Company's trading partners.
Competitors	Complete within legal framework	The Company has policy to treat its competitors under the framework of laws related to competition practices. The guidelines for treating competitors are as follows: Operating business under the good practices of competition, seeking no confidential information of competitors in a dishonest way, and with not intentionally destroy reputation of competitors with groundless slander.
Employees	Reasonable compensation, welfare, fairness	The Company will oversee its employees to develop themselves so that they will be able to work more efficiently, including encouraging them to have morality and ethics to work honestly. The Company will equally and fairly treat every employee and provide suitable remuneration.

3.3 Sustainability Management in Environmental Dimensions

3.3.1 Environmental Policies and Practices

The Group of Companies recognizes the responsibilities the Group and the employees have to the environment. The products distributed by the Group of Companies are fuel oils which may easily cause a negative impact on environment and may cause serious harm to the communities and environments. Hence, the Group of Companies has assigned the responsible officers for such matters to strictly perform their duties under the official rules and regulations.

3.3.2 Environmental Performance

1) Energy Management

Since 2004, the Company and its subsidiaries have implemented the Energy and Environment Conservation Campaign Project, which the employees have participated in determining the energy conservation measures by various methods, such as turning off the lights and air conditioners during lunch break and half an hour prior to end of the working hours, and saving the paper usage in every way. These projects help the employees to better understand their roles and to proudly take part in efficient energy saving to reduce the global warming and the expenses on energy and resource usage in a tangible manner.



Saving electricity campaign board



Water conservation campaign board
(Posted in the Company's toilets)

In addition, The Company had installed the solar panel system on 5 roof tops of the Company's head office and service stations which were Vibhavadee branch, Bang Pakok branch, Bang Ku Wat branch, Liab Klong Chongnonsi branch, and Suan Luang Rama IX branch with a capacity of approximately 199.67 kilowatt per hour/station. In 2022, the Company had installed additional 15 solar panel system on service stations such as Sukhapiban 2, Ratchapruk, Huamark, Lat Pla Khao, Phutthamonthon Sai 2, Yannawa, Wang Hin, Bang Bon, Sena Nikhom, Petchkasem (Bangkae 2), Hathairaj, Thung Khru, Bang Bua Thong (Sai Noi), Prawet and Thakham. As a result, the Company has total 20 the solar panel system on service stations, having total electricity capacity of 806.59 kWp. The Company planned to expand the solar system installation to more service stations in the near future.



Solar PV Rooftop EPC & Solar PPA : 20 Sites (TTL Capacity 806.59 kWp)

No.	District	Sites	Capacity (kWp)	Type
1	Headquarters	Bangpakok & 5 Stories Building	49.20	PPA
2	Capital 3	Bangkoowad	48.96	
3	Capital 3	Vibhavadi 1	30.23	EPC (Phase 1)
4	Capital 1	Suan Luang R.9	35.64	
5	Capital 6	Liab Klong Chong Nonsi	35.64	
6	Capital 1	Sukhapiban 2 (NGV)	100.80	EPC (Phase 2)
7	Capital 4	Ratchaphuek	61.95	
8	Capital 1	Huamark	58.80	
9	Capital 2	Lat Pla Khao	58.80	
10	Capital 5	Phutthamonthon Sai 2	42.00	
11	Capital 6	Yannawa	26.25	
12	Capital 2	Wang Hin	32.55	
13	Capital 5	Bang Bon	25.20	
14	Capital 2	Sena Nikhom	34.65	
15	Capital 4	Petchkasem (Bangkae 2)	25.20	
16	Capital 2	Hathairaj	37.80	
17	Capital 5	Thung Khru	28.35	
18	Capital 3	Bang Bua Thong (Sai Noi)	26.25	
19	Capital 1	Prawet	23.10	
20	Capital 5	Thakham	25.20	

2) Water Treatment

Results of effluent quality examinations over the past three years.

Parameter	Unit	Ratburana Depot (mean)			Surat Thani Depot (mean)			Industrial Effluent Standard
		2022	2021	2020	2022	2021	2020	
1) pH	-	7.5	7.4	7.3	7.4	7.3	7.5	5.5 - 9.0
2) Biochemical Oxygen Demand (BOD)	mg/L	3.1	5.6	2.3	9.2	4.8	4.0	Not exceeding 20
3) Suspended Solids (SS)	mg/L	15.8	-	6.1	11.6	9.5	8.8	Not exceeding 50
4) Oil and Grease	mg/L	4.0	-	-	4.0	-	-	Not exceeding 5

Remarks: Songkhla Oil Depot has no longer stored any oil products. Therefore, there was no quality examination of water treatment.

3) Waste and Pollution Management

The leakages of oil storage and delivery will cause damages to environment; consequently, the Company strictly stipulated the precautionary measures to oversee every step from transferring oils from the vessels into the storage tanks. Before doing so, the buoys must be placed around the oil tanker to prevent and control the oil which might leak during transferring not to spread outside the controlled area. The area around the oil storage tank has large fuel ditch and oil trap to prevent oil from leaking during transferring to oil trucks not to scatter into the external water. The oil trap will be cleaned by knowledgeable staff on residual storage at least once a month. In addition, the Company employed an independent surveying company to check the quality of effluents from the three oil depots on a monthly basis, to ensure that the qualities of the effluents from the three oil depots were higher than the standard criteria stipulated by the Government. The Company submitted the reports to the Office of Natural Resources and Environmental Policy and the Harbor Department every three months. According to the results of effluent quality examination over the past three years, there has never been any problem affecting the environment.

In addition, in the head office, The Company had a policy to use both sides of papers (reuse) to reduce the amount of paper waste which can help reduce paper usage by 50 percent. The Company had also developed an online paperless document approval program, which can reduce paper usage by about 10,000 sheets per year and also help collecting digital database of the Company's data approvals systematically.

4) Greenhouse Effect Management

The Group of Companies is committed to the environmental and energy management consistently. Therefore, the carbon footprint, followed up period from January - December 2020, was assessed at the head office for the first state. It was found that fuel consumption from vehicles was the most significant source of emissions at the head office. The Group of the Companies has plans to manage such matters by replacing the vehicles every 5 years by selecting new vehicles that emit less greenhouse gases and plan to use electric vehicles in the future as well.

The carbon footprint assessment was carried out in accordance with the carbon footprint guidelines of the Thailand Greenhouse Gas Management Organization (TGO). All information has been reviewed by the Group's internal audit and verified again by the experts before requesting the certificate, a Limited Level of Assurance, from Thailand Greenhouse Gas Management Organization (TGO), verified by Bureau Veritas Certification (Thailand) Company Limited.

The amount of greenhouse gas emissions in the past 3 years as follows:

Unit: Tons of carbon dioxide equivalent

Type of greenhouse gas emission	2022	2021	2020
Greenhouse gas emission scope 1 (direct emission)	660	958	648
Greenhouse gas emission scope 2 (indirect emissions)	249	252	276
Greenhouse gas emission scope 3 (other indirect emission)	611	601	250
Total	1,520	1,811	1,174

3.4 Sustainability Management in the Social Dimension

3.4.1 Social Policy and Practice

The Group of Companies has raised awareness of the employees' accountability to the communities and societies in order to develop the employees' mind for realizing the importance of the joint efforts to create. The cultures of the Group of Companies in the business operations are not to merely focus on the benefits of the employees and the Company, but to also create benefits for societies, communities, and environment.

3.4.2 Social Performance

1) Employees

The Group of Companies treats all employees equally without discrimination, nor using child labor. The Group of Companies also strictly follows the Universal Declaration of Human Rights and also supports the disability employment. The Group of Companies remunerates its employees appropriately according to The Group of Companies' performance, together with trainings and other welfares with more benefits to employees than the laws require, such as provident fund, loan, medical fee, medical check-up, etc.

Employment

Details	Number of employees (person)	
	Male	Female
Normal Employee	853	1,417
Disabled Employee	9	8
Total	862	1,425

In 2022, the Group of Companies hired disabled employees in the amount as specified by the law and had no complaint about human rights violations.

Policy in Employee Development

The Company Group has always encouraged and supported every level of its employees to develop the knowledge related to their work and earn new knowledge concerning the organization, society, and environment, so as to enable them to maximize the efficiency of operating knowledge and capabilities by sending them to get training from various sources, as well as arranging in-house training programs regarding the general knowledge, knowledge for supervisors and knowledge for the position, etc.

The average training hours of headquarters staff for 2022 were as follows;

1. Management level 7.00 hours/person
2. Chief level 8.00 hours/person
3. Staff level 8.00 hours/person

The Company also set up training teams to directly provide continuous training for the employees who worked at service stations as follows;

1. Area manager training, at least once a year (6 hours/course)
2. Service station manager training, at least twice a year (6 hours/course)
3. Other service station staff training, at least twice a year (6 hours/course)

Moreover, the Group of Companies also provided annual trainings as specified by laws for area managers, station managers, and other staff in service stations as follows;

1. Preliminary firefighting and evacuation
2. Safety officer training for supervisor and management
3. Fuel Control Course
4. Fundamentals training for service station manager
5. Safety training for working in high altitude environments
6. 5S training course

Matters on Occupational Safety, Health, and Environment

The Board of Directors abides by the policies and guidelines as prescribed by the Department of Labor Protection and Welfare in the administration and management of occupational safety, health, and environment to prevent and reduce accidents and damages, as well as to promote and support the workplace health and safety activities of the Company.

The Company has established the Safety, Occupational Health, and Environment Committee (CDC) with the main duties as follows:

1. To make safety plans according to the ministerial regulations prescribed by assessing risks or hazards of the business to make more concise safety plans
2. To carry out the preparation of a working manual, safety equipment purchase guide, and a guide to wear personal security equipment properly
3. To implement safety regulations and prohibitions in risk areas e.g. no smoking in the workplace, wearing safety equipment while working in dangerous area, and etc.
4. To organize first aid training, fire extinguishing method, and guidelines for escaping fire in emergency situations
5. To practice working skills for employees to be proficient in their work to reduce errors in operations and also reduce the risk of accidents
6. To assess plans regularly in order to update the safety plans
7. In case of emergency, CDC must be able to take control of the situation in a timely manner to reduce serious harm, reduce the mortality rate, and help the injured people
8. To compile the performance of safety officers in order to follow up on the operations to assess if they were doing in accordance with the policy and evaluate the responses

In 2022, the Company had no significant and substantial issue or accident derived from the risks of Occupational Safety, Health, and Environment.

Employee Engagement

The Group of Companies has labor welfare division which responsible for organizing labor relation activities to increase employee satisfaction and engagement. In 2022, the Company has plans to develop employee engagement by continually organizing the projects to help support the cost of living and create encouragement for employees, the 2022 turnover rate was 7.44%.

2) Customer

The Group of Companies will create maximize satisfaction to the customers, by paying attention to the services and being responsible for the products' qualities and prices, including clearly and fairly conducting the business with every customer. We have channels for responding and following up on complaints to improve and develop the quality of products and services.

Since 2021, there has been a change in SUSCO Smart Member loyalty program from the SUSCO application to the Line Official Account @SUSCO to make it easier to use for customers, look modern, and suit the current lifestyle.

Most of the complaints were about services. If such complaints were within the authority of the Group of Companies or were able to coordinate with related organizations to fix the problems, The Group of Companies has already improved and solved such matters for customers.

3) Community and Society

The Group of Companies operates with responsibility to communities and society. In 2022, there were no complaints from the social community. In addition, the Group also organized community and social activities as follows:

The Blood Donation Project

The Blood Donation Project is the project which has been regularly implemented by the Company and its subsidiaries once or twice a year.



The “Little Angel” Project

To comply with the concept of business operations aiming at the Company and its subsidiaries would grow together with the communities per the expression “SUSCO: Good Things Near the Communities”. The “Little Angel” Project has continuously been implemented since 2008 to assist the disadvantaged children by giving scholarships to those who have good academic records, being a grateful person, having good behavior, but lacking money, by assigning the area managers and the service station managers of each area to communicate with schools situated in the vicinity of the service stations of the Company and its subsidiaries to screen the student who is qualified under the aforementioned criteria to receive scholarships and also give sports equipment to the school where the scholarship grantee study.

The “Little Angel”, who has received the scholarship, will periodically send a letter to the Company or its subsidiaries, and the scholarship granter, to narrate various matters about his/her life and livelihood, which the Company, its subsidiaries, and staffs are pleased to know about the benefits of the Project to the grantee. Throughout the implementation of this Project, the scholarships had been granted to 156 students of the schools located in various regions of the country.

However, there was coronavirus-19 outbreak, so the Company decided to delay the project to comply with the epidemic measure and will conduct the activities again when the situation returns to normal.



The Upcycled Plastic Bottles Donation Project

The Company has set up places to receive the used plastic bottles at 17 service stations in Bangkok in order to collect and donate to Chak Daeng Temple in Samut Prakan province. The temple will use the donated plastic water bottles to be recycled into robes for monks, also Personal Protective Equipment (PPE) according to the outbreak of COVID-19 which monk must wear while doing funeral ceremony in order to reduce the risk of exposure of COVID-19.





The Social Responsibilities Activities

Apart from the aforementioned continual projects, the Company also provided social supports for various occasions such as sports sponsorships and donations to charity organizations, such as, donating money, drinking water, and essential items to medical staffs, patients, and other people affected by the outbreak of COVID, etc., as well as helping various temples that needed money for cremations of those who died from Coronavirus.



The Company supports the donation to Pattaya Redemptorist School for the Blind in Chonburi.



4. Management Discussion and Analysis: MD&A

4.1 Analysis of Operation and Financial Condition as well as potential factors that may materially affect the financial condition or the operating results.

In 2022, the Thai's economy grew by 3.2%, improved from the 1.6% decline in 2021, resulted from easing pandemic prevention measures and implementation of some policies to re-opening tourism activities, expansion of private consumption expenditure and tourism sector.

For the board picture of oil industry in 2022, Thailand has a total oil consumption of 43,521 million liters, an increase of 15.74% or 5,917 million liters from 37,604 million liters in 2021, resulted from increased demand for domestic oil consumption as a result of the country's economic activities that expanded due to the opening of the country effected to demand of domestic oil consumption increased.

Operating Activities of SUSCO Public Company Limited and its Subsidiaries

(Unit: Million Baht)

Statement of Comprehensive income	For the year end	For the year end	Increased (decrease)	
	December 31, 2022	December 31, 2021	Amount	%
Revenues from sale	33,470.02	19,865.84	13,604.18	68.48
Cost of sales	31,646.25	18,549.74	13,096.51	70.60
Gross Profit	1,823.77	1,316.10	507.67	38.57
Dividend income	3.72	2.08	1.64	79.15
Other income	297.86	316.85	(18.99)	(0.05)
Distribution costs	1,090.67	906.93	183.74	20.26
Administrative expenses	409.12	357.62	51.50	14.40
Share of loss of associates and joint venture	(4.83)	(12.79)	(7.96)	(62.25)
Profit from operating activities	620.73	357.69	263.04	73.53
Finance costs	69.11	59.40	9.71	16.34
Profit before income tax expense	551.62	298.29	253.33	84.92
Tax expense	129.54	64.76	64.78	100.03
Profit for the year	422.08	233.53	188.55	80.73

In 2022, the Company and its subsidiaries had a total sales volume of 1,111.306 million litres, a increase of 173.853 million litres, or 18.55%, from the same period of 2021. The total revenue was Baht 33,771.60 million, an increase of Baht 13,586.83 million, or 67.31%, from the same period of 2021, resulted from the increase in the net sale revenue followings the increase in the average selling prices per litres, and the increase in the other revenue from the gain on sale of assets. The Company and its subsidiaries had a profit before income tax of Baht 551.62 million, an increase of Baht 253.33 million, or 84.93%, comparing with a profit before income tax of Baht 298.29 million of the same period of 2021. The significant causes were the increase in the gross profit from the increase in the average selling prices per litres, and the increase in the other revenue from the gain on sale of assets. The Company and its subsidiaries had a profit after income tax of Baht 422.08 million, an increase of Baht 188.55 million, or 80.73%, comparing with a profit after income tax of Baht 233.53 million of the same period of 2021.

Financial and Comparison Financial Ratio of SUSCO Public Company Limited and its Subsidiaries

(Unit : Million Baht)

Statement of Financial Position	For the year end	For the year end	Increased (decrease)	
	December 31, 2022	December 31, 2021	Amount	%
Current assets	3,088.41	1,796.40	1,292.01	71.92
Non-current Assets	5,655.13	4,997.59	657.53	13.15
Current Liabilities	2,968.44	1,725.49	1,242.95	72.03
Non-current Liabilities	1,966.92	1,542.57	424.35	27.50
Shareholders' Equity	3,808.18	3,525.93	282.25	8.00

Items		2022	2021
Liquidity Ratio			
Current Ratio	(Times)	1.04	1.04
Quick Ratio	(Times)	0.59	0.48
Cash flow Ratio	(Times)	0.33	0.51
Receivable Turnover Ratio	(Times)	50.47	47.35
Days to Collect average Accounts receivable	(Days)	7	8
Inventory Turnover Ratio	(Times)	59.38	40.60
Days to Collect average Inventory	(Days)	6	9
Payable Turnover Ratio	(Times)	24.67	24.81
Days to Repayment	(Days)	15	15
Items		2022	2021
Profitability Ratio			
Gross Profit Rate	(Percent)	5.45	6.62
Operating Profit Rate	(Percent)	1.87	1.86
Net Profit Rate/Total income	(Percent)	1.25	1.16
Cash Rate/Profitability	(Percent)	155.09	200.71
Return on Equity Rate	(Percent)	11.51	6.69
Net Profit Rate	(Percent)	1.26	1.18
Items		2022	2021
Efficiency Ratio			
Return on Asset Ratio	(Percent)	4.83	3.65
Return on Fixed Assets Ratio	(Percent)	17.26	13.69
Assets Turnover Ratio	(Times)	3.86	3.16
Items		2022	2021
Financial Ratio			
Debt to Equity Ratio	(Times)	1.30	0.93
Interest Coverage Ratio	(Times)	66.47	57.37
Obligations Coverage Ratio	(Times)	0.03	0.04
Dividend Payout Ratio	(Percent)	75.82	77.08
Items		2022	2021
Date per share			
Book value per share	(Baht)	3.81	3.53
Dividend per share	(Baht)	0.32	0.18
Earnings per share	(Baht)	0.42	0.23

Remarks: Par value of Baht 1 per share.



As of December 31, 2022, the Group of Companies had a total of Baht 3,088.41 million in current assets, Baht 2,968.44 million in current liabilities, Baht 5,655.13 million in non-current assets, and Baht 1,966.92 million in non-current liabilities. The Company and its subsidiaries had a total credit line approximately Baht 1,982.93 million. The financial ratios are as follows: the current ratio of 1.04, the receivables turnover ratio of 50.47, the inventory turnover ratio of 59.38, and the debt to equity ratio of only 1.30 and average debt collection period was only 7 days in 2022 which was in line with the Company's credit policy of 7-30 days credit term. This underpinned that the Group of Companies has high liquidity to sufficiently service both the current operation and future expansion. In 2022, the Company has also paid dividends to shareholders totaling Baht 320 million.

For 2023, the Thai economy is expected to expand by 3.0 - 4.0%, supported by an improvement in tourism sector, the expansion of investment in both private and public sectors, and the continuous expansion of domestic consumption. In addition, the ongoing war between Ukraine and Russia affected the oil and energy prices all over the world including Thailand. However, the Group of Companies has continuously assessed all plausible factors those might have an impact on oil demand and prepared to cope with the fluctuation of crude oil prices by optimally and efficiently managing oil inventories.

The Group of Companies is committed to the good cooperate governance, operating business with fairness, transparency with responsibility to all stakeholders throughout the business chain, conducting business with social and environment responsibility. Furthermore, the Group of the Companies has continued to deploy its marketing activities, such as the membership campaign, "SUSCO Smart Member, the more you fill, the more points you get", advertising through media channels, modernizing service stations so as to attract more customers. Furthermore, the Group of the Company has continuously attracted new business partners, such as Lawson 108, Starbucks coffee, D'oro coffee, Coffee Journey, KFC, Subway, B-Quick, BOSCH Car Service, Tire Plus Service, Suki Teenoi, After You, EV Charging Station and Solar Roof, and other businesses related to operate in our service stations in order to attract more customers.

4.2 Comparison of the Financial Statements and Significant Financial Ratios

SUSCO Public Company Limited and its Subsidiaries

Statement of financial position

As of December 31, 2022, 2021, 2020, and 2019

Unit: Thousand Baht

Items	2022		2021		2020		2019	
	Amount	%	Amount	%	Amount	%	Amount	%
Assets								
<i>Current assets</i>								
Cash and cash equivalents	942,230	10.78	360,077	5.30	302,236	5.04	283,933	5.00
Short-term loans to related parties	9,000	0.10	6,500	0.10	-	-	-	-
Trade and other current receivables	1,184,165	13.54	706,306	10.40	593,526	9.89	1,017,070	17.92
Inventories	568,409	6.50	497,542	7.32	416,154	6.93	638,693	11.26
Other current financial assets	70,384	0.80	76,666	1.13	126	-	-	-
Vat refund	310,366	3.55	145,628	2.14	49,116	0.82	-	-
Other current assets	3,857	0.05	3,680	0.05	3,511	0.06	131,938	2.33
Total current assets	3,088,411	35.32	1,796,399	26.44	1,364,669	22.74	2,071,634	36.51
<i>Non-current assets</i>								
Investments in equity instruments	434,437	4.97	325,373	4.79	303,698	5.06	-	-
Available-for-sale investment	-	-	-	-	-	-	382,500	6.74
Investments in associates	-	-	4,179	0.06	10,158	0.17	14,151	0.25
Investments in joint venture	222	-	871	0.01	1,607	0.03	1,900	0.03
Other long-term investment	-	-	-	-	-	-	248	-
Investment properties	907,510	10.38	838,756	12.34	836,607	13.94	854,552	15.06
Property, plant and equipment	2,061,185	23.58	1,866,949	27.48	1,674,962	27.91	1,604,871	28.29
Right-of-use assets	2,111,538	24.15	1,812,316	26.68	1,637,429	27.28	-	-
Leasehold rights	-	-	-	-	-	-	528,064	9.31
Intangible assets	53,602	0.61	55,311	0.81	62,548	1.04	69,996	1.24
Deferred tax assets	49,263	0.56	49,977	0.74	44,442	0.74	25,582	0.45
Other non-current assets	37,377	0.43	43,863	0.65	65,225	1.09	120,373	2.12
Total non-current assets	5,655,134	64.68	4,997,595	73.56	4,636,676	77.26	3,602,237	63.49
Total assets	8,743,545	100.00	6,793,994	100.00	6,001,345	100.00	5,673,871	100.00



SUSCO Public Company Limited and its Subsidiaries

Statement of financial position

As of December 31, 2022, 2021, 2020, and 2019

Unit: Thousand Baht

Items	2022		2021		2020		2019	
	Amount	%	Amount	%	Amount	%	Amount	%
Liabilities and equity								
<i>Current liabilities</i>								
Bank overdrafts and short-term borrowing from financial institutions	682,000	7.80	280,000	4.12	100,000	1.67	171,786	3.03
Trade and other current payables	2,010,214	22.99	1,220,022	17.96	769,907	12.83	1,333,938	23.51
Current portion of long-term loans from financial institutions	66,047	0.75	32,201	0.47	114,377	1.91	99,100	1.75
Current portion of lease liabilities	145,972	1.67	142,369	2.10	126,132	2.10	2,822	0.05
Income tax payable	27,795	0.32	19,892	0.29	31,995	0.53	31,698	0.56
Other current financial liabilities	649	0.01	449	0.01	8	-	-	-
Other current liabilities	35,765	0.41	30,562	0.45	33,660	0.56	35,900	0.63
Total current liabilities	2,968,442	33.95	1,725,495	25.40	1,176,079	19.60	1,675,244	29.53
<i>Non-current liabilities</i>								
Long-term borrowing from financial institution	360,412	4.12	221,074	3.25	233,669	3.89	148,725	2.62
Lease liabilities	1,361,632	15.57	1,119,442	16.48	943,107	15.71	4,699	0.08
Deferred tax liabilities	91,381	1.05	79,147	1.16	77,922	1.30	100,422	1.77
Non-current provisions for employee benefit	67,453	0.77	80,845	1.19	68,467	1.14	61,290	1.08
Other non-current liabilities	86,041	0.99	42,063	0.62	47,959	0.80	70,235	1.24
Total non-current liabilities	1,966,919	22.50	1,542,571	22.70	1,371,124	22.84	385,371	6.79
Total liabilities	4,935,361	56.45	3,268,066	48.10	2,547,203	42.44	2,060,615	36.32

SUSCO Public Company Limited and its Subsidiaries

Statement of financial position

As of December 31, 2022, 2021, 2020 and 2019

Unit: Thousand Baht

Items	2022		2021		2020		2019	
	Amount	%	Amount	%	Amount	%	Amount	%
Shareholders' equity								
Share Capital								
Authorized share capital								
-1,324,994,500 Ordinary shares, Baht 1.00 each	1,324,995	15.15						
-1,375,000,000 Ordinary shares, Baht 1.00 each			1,375,000	20.24	1,375,000	22.91	1,375,000	24.23
Issued and paid-up share capital								
-1,050,000,056 Ordinary shares, Baht 1.00 each	1,050,000	12.01	-	-	-	-	-	-
-1,100,005,556 Ordinary shares, Baht 1.00 each			1,100,006	16.19	1,100,006	18.33	1,100,006	19.39
-1,100,000,001 Ordinary shares, Baht 1.00 each			-	-	-	-	-	-
Share premium	45,016	0.51	45,016	0.66	45,016	0.75	45,016	0.79
Share premium on treasury shares	204,339	2.34	204,339	3.01	204,339	3.40	204,339	3.60
Surplus from decreasing share capital								
by writing off treasury shares	-	-	40,122	0.59	40,122	0.67	40,122	0.71
Warrants	-	-	-	-	-	-	-	-
Expired warrants	27,498	0.31	27,498	0.41	27,498	0.46	27,498	0.48
Retained earnings								
Appropriated								
Legal reserve	137,500	1.57	137,500	2.02	137,500	2.29	126,470	2.23
Treasury shares reserve	145,300	1.66	290,316	4.27	281,186	4.68	151,003	2.66
Unappropriated	2,200,486	25.17	1,891,852	27.85	1,837,406	30.62	1,944,310	34.27
Other components of shareholders' equity	143,345	1.64	79,595	1.17	62,255	1.04	125,495	2.21
	3,953,484	45.21	3,816,244	56.17	3,735,328	62.24	3,764,259	66.34
Less Treasury shares (100.01 million shares)	-	-	(290,316)	(4.27)	-	-	-	-
Treasury shares (96.91 million shares)	-	-	-	-	(281,186)	(4.68)	-	-
Treasury shares (50.01 million shares)	(145,300)	(1.66)	-	-	-	-	(151,003)	(2.66)
Total shareholders' equity	3,808,184	43.55	3,525,928	51.90	3,454,142	57.56	3,613,256	63.68
Total liabilities and shareholders' equity	8,743,545	100.00	6,793,994	100.00	6,001,345	100.00	5,673,871	100.00



SUSCO Public Company Limited and its Subsidiaries

Statements of changes in shareholders' equity

For the year ended December 31, 2022, 2021, 2020 and 2019

Unit: Thousand Baht

Items	2022	2021	2020	2019
	Amount	Amount	Amount	Amount
Issued and paid-up share capital				
Beginning of the year	1,100,006	1,100,006	1,100,006	1,100,000
Increase during of the year	-	-	-	6
Decrease during of the year	(50,006)	-	-	-
Balance end of the year	1,050,000	1,100,006	1,100,006	1,100,006
Treasury shares				
Beginning of the year	(290,316)	(281,186)	(151,003)	-
Increase during of the year	145,016	(9,130)	(130,183)	(151,003)
Balance end of the year	(145,300)	(290,316)	(281,186)	(151,003)
Share premium				
Beginning of the year	45,016	45,016	45,016	45,000
Increase during of the year	-	-	-	16
Balance end of the year	45,016	45,016	45,016	45,016
Share premium on treasury shares	204,339	204,339	204,339	204,339
Surplus from decreasing share capital by writing off treasury shares	-	40,122	40,122	40,122
Warrants	-	-	-	-
Expired warrants	27,498	27,498	27,498	27,498
Retained earnings				
Appropriated				
Legal reserve				
Beginning of the year	137,500	137,500	126,470	106,475
Increase during of the year	-	-	11,030	19,995
Balance end of the year	137,500	137,500	137,500	106,475
Treasury shares reserve	145,300	290,316	281,186	151,003
Unappropriated				
Beginning of the year	1,891,852	1,837,406	1,944,310	1,896,306
The effects of changes in accounting policies	-	-	(46,848)	-
Decreasing share capital by writing off treasury shares	(54,888)	-	-	-
Treasury shares reserve	145,016	(9,130)	(130,183)	(151,003)
Legal reserve	-	-	(11,030)	(19,995)
Dividend payment	(219,889)	(169,951)	(136,498)	(171,999)
Increase (decrease) during of the year	438,395	233,527	217,655	391,001
Balance end of the year	2,200,486	1,891,852	1,837,406	1,944,310
Other components of shareholders' equity				
Revaluation surplus	880	880	880	880
Gain on investment in equity instruments measured at fair value through other comprehensive income	142,465	78,715	61,375	124,615
Share of other comprehensive income (loss) of associates	-	-	-	-
Total	143,345	79,595	125,495	156,431
Total shareholders' equity	3,808,184	3,525,928	3,454,142	3,613,256

SUSCO Public Company Limited and its Subsidiaries
Statement of comprehensive income
For the year ended December 31, 2022, 2021, 2020 and 2019

Unit: Thousand Baht

Items	2022		2021		2020		2019	
	Amount	%	Amount	%	Amount	%	Amount	%
Revenues								
Revenues from sale, net	33,470,016	99.11	19,865,837	98.24	16,482,939	98.20	27,732,688	98.54
Revenues from natural gas station management service	42,978	0.12	35,982	0.18	62,034	0.37	90,487	0.32
Rental income	120,143	0.36	107,230	0.53	101,925	0.61	100,881	0.36
Franchise income	23,949	0.07	24,060	0.12	25,927	0.15	27,783	0.10
Dividend income	3,721	0.01	2,077	0.01	13,040	0.08	17,503	0.06
Other income	111,689	0.33	149,581	0.74	98,439	0.59	175,075	0.62
Total revenues	33,771,596	100.00	20,184,767	100.00	16,784,304	100.00	28,144,417	100.00
Expenses								
Cost of sales	31,646,246	93.71	18,549,740	91.90	15,220,341	90.68	26,317,780	93.51
Distribution costs	1,090,669	3.23	906,926	4.49	864,151	5.15	932,051	3.31
Administrative expenses	409,119	1.21	357,623	1.77	370,498	2.21	386,068	1.37
Total expenses	33,146,034	98.15	19,814,289	98.16	16,454,990	98.04	27,635,899	98.19
Profit from operating activities	625,562	1.85	370,478	1.84	329,314	1.96	508,518	1.81
Finance costs	69,115	0.21	59,398	0.30	51,585	0.30	14,561	0.05
Share of loss of associates and joint venture	(4,828)	(0.01)	(12,789)	(0.06)	(4,586)	(0.03)	(4,384)	(0.02)
Profit before income tax expense	551,619	1.63	298,291	1.48	273,143	1.63	489,573	1.74
Tax expense	129,540	0.38	64,764	0.32	55,488	0.33	101,413	0.36
Profit for the year	422,079	1.25	233,527	1.16	217,655	1.30	388,160	1.38
Other comprehensive income								
Components of other comprehensive income that will be reclassified to profit or loss :								
Share of other comprehensive income (expenses) of associates	-	-	-	-	-	-	(2,887)	(0.01)
Gain (loss) on remeasuring available for sale investments	-	-	-	-	-	-	(35,062)	(0.12)
Income tax relating to components of other comprehensive income that will be reclassified to profit or loss	-	-	-	-	-	-	7,013	0.02
Total components of other comprehensive income that will be reclassified to profit or loss	-	-	-	-	-	-	(30,936)	(0.11)
Components of other comprehensive income that will be reclassified to profit or loss :								
Actuarial gain (losses) on defined employee benefit plans	20,181	0.06	-	-	-	-	3,552	0.01
Gain (loss) on investment in equity designated at fair value through other comprehensive income	79,688	0.24	21,675	0.10	(79,050)	(0.47)	-	-
Income tax relating to components of other comprehensive income that will not be reclassified to profit or loss	(19,803)	(0.06)	(4,335)	(0.02)	15,810	0.09	(711)	-
Total components of other comprehensive income that will not be reclassified to profit or loss	80,066	0.24	17,340	0.08	(63,240)	(0.38)	2,841	0.01
Other comprehensive income (expense) for the period, net of tax	80,066	0.24	17,340	0.08	(63,240)	(0.38)	(28,095)	(0.10)
Total comprehensive income for the period	502,145	1.49	250,867	1.24	154,415	0.92	360,065	1.28
Earnings per share (Baht)								
Basic earnings per share	0.42	-	0.23	-	0.21	-	0.36	-



SUSCO Public Company Limited and its Subsidiaries

Statement of cash flows

For the year ended December 31, 2022, 2021, 2020, and 2019

Unit: Thousand Baht

Items	2022	2021	2020	2019
	Amount	Amount	Amount	Amount
Cash flows from operating activities				
Profit for the year	422,079	233,527	217,655	388,160
<i>Reconciliations of profit for the year to cash provided by (used in) operating activities:</i>				
Depreciation	396,709	359,758	341,434	158,491
Amortization	9,414	10,302	11,032	81,738
Bad debt and doubtful debts (reversal)	4,467	1,031	31,487	2,230
Loss on inventories devaluation (reversal)	(5,328)	(24,339)	16,030	(21,981)
(Gain) Loss on impairment of assets (reversal)	(11,478)	(6,994)	(17,917)	(9,952)
(Gain) loss on disposal of assets	(4,842)	(44,270)	2,545	(44,084)
Dividend income	(3,721)	(2,077)	(13,040)	(17,503)
(Gain) on sales of investment	-	-	-	-
Unrealized (gain) loss on exchange rate	1,694	932	(579)	(1,017)
(Gain) loss on a financial assets measured at fair value through profit or loss	9,576	6,440	-	-
Share of loss of associates and joint venture	4,828	12,789	4,586	4,384
Employee benefit expense	11,441	14,650	12,882	21,786
Finance costs	69,115	59,398	51,585	14,561
Income tax expense	129,540	64,764	55,488	101,413
Profit provided by operating activities before changes in operating assets and liabilities	1,033,494	685,911	713,188	678,226
<i>(Increase) decrease in operating assets</i>				
Trade and other account receivable	(544,684)	(148,149)	251,879	39,857
Inventories	(65,539)	(57,050)	206,509	(71,017)
Other current assets	(164,765)	(96,610)	102,647	(25,307)
Other non-current assets	9,733	15,263	54,308	12,906
<i>Increase (decrease) in operating liabilities</i>				
Trade and other accounts payable	789,142	441,369	(588,087)	(123,539)
Other current liabilities	5,203	(3,097)	(2,240)	(31,242)
Provision for employee benefit	(4,651)	(2,272)	(5,705)	(2,198)
Other non-current liabilities	43,978	(5,897)	(22,276)	4,229
Cash received from operations	1,101,911	829,468	710,223	481,915
Income tax expense paid	(131,740)	(85,895)	(68,233)	(90,067)
Net cash provided by operating activities	970,171	743,573	641,990	391,848
Cash flows from investing activities				
Cash receipts from sale of short-term investment	-	-	-	-
Cash payments for short-term loans to related parties	(5,000)	(6,500)	-	-
Cash receipts for short-term loans to related parties	2,500	-	-	-
Cash payments for other current financial assets	(32,736)	(83,040)	-	-
Cash payments for associates investment	-	(6,074)	-	-
Cash payments for acquisition of investments in joint venture	-	-	(300)	(2,000)
Cash payments for acquisition of property, plant and equipment	(449,543)	(330,228)	(179,432)	(199,780)
Cash receipts from disposal of property, plant and equipment	21,092	55,346	2,336	85,856
Cash payments for acquisition of intangible assets and rights-of-use assets	(127,555)	(90,394)	(69,177)	(11,132)
Dividend receive	3,721	2,077	13,040	17,503
Net cash used in investing activities	(587,521)	(458,813)	(233,533)	(109,553)

SUSCO Public Company Limited and its Subsidiaries

Statement of cash flows

For the year ended December 31, 2022, 2021, 2020, and 2019

Unit: Thousand Baht

Items	2022	2021	2020	2019
	Amount	Amount	Amount	Amount
<i>Cash flows from financing activities</i>				
Increase (decrease) in bank overdrafts and short-term loans from financial institutions	402,000	180,000	(71,786)	(358,214)
Cash receipts from long-term borrowings from financial institutions	220,000	80,000	200,221	297,825
Cash payments for repayment of long-term borrowings from financial institutions	(46,923)	(174,772)	(100,000)	(50,000)
Cash payments for repayment of finance lease liabilities	(138,721)	(117,974)	(146,038)	(2,934)
Cash payments for treasury shares	-	(9,130)	(122,325)	(151,003)
Dividend paid	(219,236)	(169,549)	(136,225)	(171,630)
Interest expense paid	(17,617)	(15,494)	(14,001)	(15,426)
Net cash used in financing activities	199,503	(226,919)	(390,154)	(451,382)
Net increase (decrease) in cash and cash equivalents	582,153	57,841	18,303	(169,087)
Cash and cash equivalents - beginning of year	360,077	302,236	283,933	453,020
Cash and cash equivalents - ending of year	942,230	360,077	302,236	283,933

Supplemental cash flows information

Asset acquired right-of-use assets under lease agreement	384,513	310,546	296,659	6,655
--	---------	---------	---------	-------

Comparison of Significant Financial Ratios

As of December 31, 2022, 2021, and 2020

Items		2022	2021	2020
Liquidity Ratio				
Current Ratio	(Times)	1.04	1.04	1.16
Quick Ratio	(Times)	0.59	0.51	0.60
Operating Cash Flow to Current Liabilities	(Times)	0.33	0.43	0.55
Operating Cash Flow to Current Liabilities (Average)	(Times)	0.41	0.51	0.45
Account Receivable Turnover	(Times)	50.47	43.02	27.01
Average Collection Period	(Days)	7	8	14
Inventory Turnover	(Times)	59.38	40.60	28.86
Average Sale (Inventory) Period	(Days)	6	9	13
Account Payable Turnover	(Times)	24.67	24.81	17.82
Average Payment Period	(Days)	15	15	20
Cash Cycle	(Days)	(2)	2	7
Profitability Ratio				
EBITDA Margin	(Percent)	2.16	2.09	2.27
Gross Profit Margin	(Percent)	5.45	6.62	7.66
Operating Profit Rate	(Percent)	1.87	1.86	2.00
Other Income / Total income	(Percent)	0.89	1.58	1.80
Net Profit Rate / Total income	(Percent)	1.25	1.16	1.30
Net Profit Rate	(Percent)	1.26	1.18	1.32
Cash Rate / Profitability	(Percent)	155.09	200.71	194.95
Return on Equity Rate	(Percent)	11.51	6.69	6.16
Fixed Asset Turnover	(Times)	7.04	4.66	4.70
Financial Policy Ratio				
Interest Coverage Ratio : ICR (Calculated from EBIT)	(Times)	66.47	57.37	57.37
Debt service coverage ratio : DSCR	(Times)	0.03	0.04	0.04
Debt/Equity Ratio	(Times)	1.30	0.93	0.74
Interest Bearing Debt to Equity : IBD/E Ratio	(Times)	0.69	0.51	0.44
Dividend per share	(Baht)	0.32	0.18	0.11
Dividend Payout Ratio	(Percent)	75.82	77.08	50.99
Loans from Financial Institution / Debt Ratio	(Times)	0.22	0.16	0.18
Current Portion Interest Bearing Debt to Interest Bearing Debt Ratio	(Times)	0.67	0.59	0.48
Interest Bearing Debt to EBITDA Ratio	(Times)	1.07	0.72	0.66
Operating Efficiency Ratio				
Total Asset Turnover	(Times)	3.86	2.97	2.80
Total Asset Turnover (Average)	(Times)	4.35	3.16	2.88
Return on Asset	(Percent)	4.83	3.44	3.63
Return on Asset (Average)	(Percent)	5.43	3.65	3.73
Return on Fixed Asset	(Percent)	17.26	13.93	15.98
Data per share				
Book value per share	(Baht)	3.81	3.53	3.44
Earning per share	(Baht)	0.42	0.23	0.21

Note: Par value of Baht 1 per share.

5. General Information and Other Important Information

5.1 General Information

Securities Registrar : Thailand Securities Depository Co., Ltd.
No.93 The Stock Exchange of Thailand Building,
Tower A, 14th Floors, Ratchadaphisek Road, Dindaeng Subdistrict,
Dindaeng District, Bangkok Metropolis 10400
Tel. 0-2009-9000 Fax. 0-2009-9991

Auditors

Auditors of the Company and its subsidiaries in 2022 were as follows:

1. Mr. Thanawut Piboonsawat,
Certified Public Accountant, Registration No. 6699; or
2. Miss Potjanarat Siripipat,
Certified Public Accountant, Registration No. 9012; or
3. Miss. Roongnapha Saengchan,
Certified Public Accountant, Registration No. 10142; or
4. Miss Techinee Pornpenpob,
Certified Public Accountant, Registration No. 10769,
of Dharmniti Auditing Co., Ltd., located at 718 Dharmniti Tower, Fl. 6-7,
Soi Phoemsap (Prachachuen 20), Prachachuen Rd., Bang Sue, Bangkok 10800.
Tel. 0-2596-0500 Fax. 0-2596-0539

5.2 Other Important Information

In 2022, the Company had no other important information which significantly affected the investments. Should there be any, the Company would disclose them to the concerned parties under the guidelines as prescribed by the Securities and Exchange Commission and The Stock Exchange of Thailand.

5.3 Legal Dispute

In 2022, both the Company and its subsidiaries had no legal disputes that required to be reported under the Notification of Capital Market Supervisory Board No. Thor Jor.79/2561 Re: "Rules, Conditions, and Methods of Reporting and Disclosing Information in Respect of Financial Position and Results of Operations of the Securities Issuing Company." The Company and its subsidiaries did not have any legal disputes which had or might have material or significant negative impact to their assets or the businesses.



Part Two

Corporate Governance

6. Corporate Governance Policy

6.1 Overview of Policies and Practices of Corporate Governance

Good corporate governance practices are essential for the Group of Companies' success in achieving its goals, and efficient operating systems are bases of stable and sustainable growth; all of which will be beneficial to every stakeholder. Accordingly, the Board of Directors has a policy to continuously promote every work unit to follow good corporate governance practices under the honest, transparent, and auditable management without a conflict of interest, having full, correct, complete, and timely disclosure and to safeguard the interests of all stakeholders in an equitable manner as well as to always take into consideration the social responsibilities. The Group of Companies had also set up the business ethics manual for Directors, executives, and employees to use as a guideline, both in hard copy form and communicated via intranet and also as a part of new employee orientation content.

In the past year, 100% of Directors, executives, and employees have been communicated and raised awareness of business ethics. The Company did not find any significant ethical violations. Moreover, The Board of Directors has also reviewed corporate governance policy yearly.

6.1.1 Policies and Guidelines related to the Board of Directors

The Group of the Company has policies and regulations regarding to Directors, both in the terms of recruitment and compensation, independence of Directors from Managements, Directors' development, Directors' Evaluation, and supervision of the Company and its subsidiaries. The detail can be found on Sections 7.2 and 8.1.

6.1.2 Policies and Guidelines related to Shareholders and Stakeholders

6.1.2.1 Rights of Shareholders

- (1) The Board of Directors shall oversee and protect every shareholder to receive his /her basic rights, as follows :
 - (1.1) No restriction in trading or transferring shares, unless such share transfer shall cause the Company to have alien shareholders in excess of 49% of total issued shares;
 - (1.2) Having equal rights to receive correct and complete information in time;
 - (1.3) Having rights to attend and vote in the Meeting of shareholders;
 - (1.4) Having rights to nominate, appoint, or remove Directors, and to approve the appointment of Independent Auditors;
 - (1.5) Having rights to join in decision making on the change of important policies of the Company;
 - (1.6) Having rights to receive profit sharing.
- (2) Every shareholder shall receive the Meeting Notice and information on date, time, place, and agenda, inclusive of the information related to the matters which must be decided in the Meeting, sufficiently in advance and in time.

- (3) The Company shall arrange appropriate place where can be reached by public transportation and appropriate time for the Shareholders' Meeting so that it would be convenient for shareholders and institutional investors to attend.
- (4) Directors and all concerned persons, such as auditors must be prepared to give explanation or to answer questions of the shareholders.
- (5) On October 27, 2022, the Company notified the shareholders who wanted to add the Meeting Agenda and/or to nominate the persons who should be elected as the Directors of the Company and/or questions in advance via website of the Company to enable the shareholders to inform the Company of their intentions within December 30, 2022; however, no shareholder notified any intention on such matters.
- (6) In the Meeting, shareholders can ask questions, explanations, and express their opinions regarding the agenda under discussion. The Board of Directors shall not change the Agenda of the Meeting without having a prior permission from the Meeting.
- (7) Shareholders shall be informed of rules used in the Meeting and voting procedures and the Company shall disseminate the Meeting Agenda with supporting information in the website of the Company prior to the distribution of the documents to the shareholders so that they would have enough time to digest the information in advance.
- (8) In each agenda, there will be opinions of the Board of Directors for shareholders' consideration. All questions asked in the Meeting and the important opinions will be completely minute so that the shareholders and the concerned parties can audit them.
- (9) Every Director and top Management shall disclose the relationships, both directly and indirectly, with the major shareholders or the third parties who have significant business transactions with the Company.

6.1.2.2 Equal Treatment of Shareholders

In convening shareholders' Meeting, the Company has a policy to equally treat shareholders as follows:

- (1) The Company shall serve a meeting notice on every shareholder not less than 14 days prior to the date of the Meeting, and shall also disseminate the information on date, time, place, and agenda on the website of the Company.
- (2) The Company shall advertise and invite the shareholders to attend the Meeting of Shareholders in newspapers not less than 3 consecutive days prior to the date of the Meeting.
- (3) The Company shall accommodate all shareholders in registering for attending the Meeting via registration aid computer system for the most convenient and swiftness of the shareholders.
- (4) The Company shall convene the Meeting of Shareholders on the date, time, and at the place which are convenient for the shareholders to attend and shall not have a sudden change in the venue of the Meeting to the extent that the shareholders cannot attend.
- (5) The Board of Directors shall allow the shareholders to use the proxies in the form which the shareholders can determine the voting direction and shall nominate at least one Independent Director as an alternative in giving their proxies.



- (6) The Company Secretary shall notify the shareholders of the rules and regulations used in the Meeting, voting procedures, and total shares held by the participants prior to commencement of the Meeting.
- (7) Each share shall have equal right and vote. The shareholder shall have the rights to vote according to the shares held.
- (8) The Meeting Chairperson shall conduct the Meeting per the agenda stipulated in the meeting notice.
- (9) The Meeting Chairperson shall give opportunities to the shareholders to ask questions in association with each agenda.
- (10) The Board of Directors shall use the voting ballots in every important agenda and/or that in which the shareholders have different opinions.
- (11) Every shareholder attending the Meeting can exercise the right to vote in every case, whether it is an affirmative vote, a negative vote, or an abstention.

6.1.2.3 Information Disclosure and Transparency

- (1) The Board of Directors assigned the Management to correctly and completely disclose all information required under the rules and regulations of The Stock Exchange of Thailand and the Securities and Exchange Commission, both in Thai and in English languages, via the information dissemination channels and media of The Stock Exchange of Thailand and on the website of the Company.
- (2) Only the persons designated by the Board of Directors or the top Management shall disclose information to shareholders, investors, securities analysts, mass media, or regulatory entities.
- (3) The information which shall be disclosed by the Company on a regular basis are as follows :
 - General information and nature of business operations;
 - Financial statements and the results of operations of the Company, including analytical results;
 - Name list and shareholding proportion of major shareholders and the Management;
 - Business risk factor;
 - Overall Directors and Management remuneration;
 - Directors' qualifications;
 - Transactions with connected persons.
- (4) The Board of Directors requires that financial statements or financial information be prepared to show the financial positions and the results of operations of the Company, as prescribed by laws, and such information shall be completely, correctly, sufficiently, and timely disclosed for the acknowledgement of all shareholders and stakeholders of the Company.
- (5) The Company has its accounts and financial statements audited by independent auditors.
- (6) The Company shall facilitate the third parties such as securities analysts, investment consultants, securities brokers, rating institutions, mass media, and external supervisory organizations, with data analyses, for the benefits of investors' decision making or for other benefits.

- (7) To disclose the report on good corporate governance policy and its results of the policy compliance in the annual report.
- (8) To disclose the roles and duties of the Board of Directors, the number of Meetings, and the number of each Director attending the Meeting, including the forms and natures of remuneration paid to the Directors and the Management in the annual report.

6.2 Code of Business Ethics

The Group of Companies has prepared written business ethical guidelines to be observed by every Director, Management, and employee of the Company and its subsidiaries in performing his/her duties with honesty and in fair manners to customers, shareholders, and every group of stakeholders, as attachment 4

6.3 Material Changes and Developments regarding Policy, Guidelines and Corporate Governance System in the preceding year

6.3.1 Material Changes and Developments related to the review on the Policy, Guidelines and Corporate Governance System or the Board of Directors' Charter during the past year

On August 25, 2022, the Board of Directors' Meeting No. 8/2022 resolved to review the Board of Directors' Charter and considered that it still deemed appropriate, therefore, no amendments have been made. On November 24, 2022, the Board of Directors' Meeting No. 11/2022, was informed the resolutions of the Corporate Governance and Sustainability Committee about CG Code to be applied to the Company's business context, the details of which are in section 8.4.2.

6.3.2 Other Corporate Governance Compliance

The Board of Directors oversees the affairs of the Company that they are in compliance with the good corporate governance as continually announced by SET, covering 5 parts, namely the shareholders' rights, equal treatment of shareholders, taking into consideration the roles towards the stakeholders, information disclosure and transparency, and responsibilities of the Board of Directors. So far, The Board of Directors had resolutions on many corporate governance compliance issues; the significant ones are:

- **Non-infringement of Intellectual property**

The Board realized the importance of non-infringement of intellectual property, or copyright, thus it was stipulated as a part of the policy of using information resources and has already adopted this policy in May, 2016. The person who contravenes this policy will be punished according to the Company's regulations.

- **Directorship of Managing Director in other listed companies**

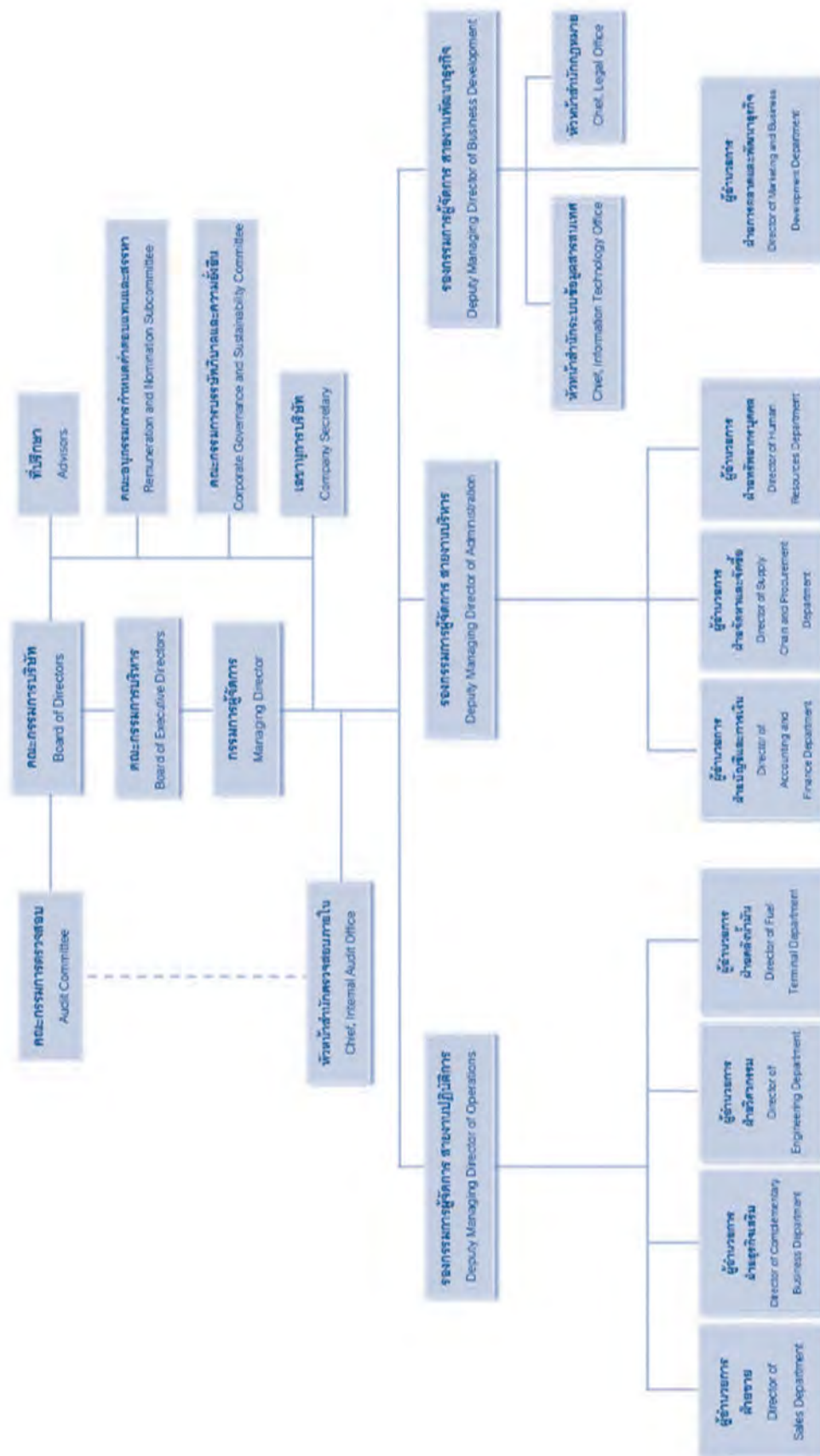
The Board of Directors resolved that the Managing Director could hold not more than three Directorships in listed companies. To ensure that he would have adequate time devoting for the Company, the Managing Director needs to inform the Board prior to accepting the said Directorships.

- **Succession Plan**

The Board recognized the importance of succession plans of Managing Director and other senior management levels. Hence the Human Resource Department was assigned to work on the succession plans which will be determined, in principle, by the performance, potential, administrative behavior, and readiness of each successor, including necessary and appropriate training and development required to groom the successors according to needs of the respective positions, in case there is a need to facilitate seamless transitions in these positions.

7.1 Corporate Governance Structure

As of December 31, 2022



7.2 Board of Directors

The Board of Directors oversees the businesses and determines policies, strategies, business plans, and revenue and expenditure budgets annually to maximize overall benefits of the Company and the shareholders

The Board of Directors has its duties and responsibilities for formulating policies, considering, approving, and reviewing the strategies, goals, business plans, revenue and expenditure budgets, and managing the risks of the Company, including overseeing that the Management will efficiently and transparently operate the Company's business in line with the policies, plans, and budgets. In addition, the Board of Directors concentrates on good corporate governance by preparing, in writing, the good corporate governance policies of the Company, including approving, reviewing, and assessing the operating results from abiding by such policies at least once a year, emphasizing that the Company will have good internal controls and efficient risk management measures, as well as always following up the operations on such issues. Accordingly, the Board of Directors needs to be composed of the persons possessing leadership, visions, and independence of decision-making to maximize the benefits of the Company and the shareholders.

At present, the Company has altogether 6 groups of the Board of Directors and main Subcommittees, namely the Board of Directors, the Board of Executive Directors, the Audit Committee, the Remuneration and Nomination Subcommittee, the Risk Management Committee, and the Occupational Safety, Health, and Environment Committee; the authorities, roles and responsibilities of which have been clearly stipulated in writing. The aforesaid authorities include the financial approval authorities for segregation of authorities in accordance with the good corporate governance principles and in order for the Management to be always efficient, transparent, and auditable.

7.2.1 Composition of the Board of Directors

Board of Directors Structure:

(a) Check and balance of non-executive Directors

According to the Articles of Association, the Board of Directors comprises not less than 5 and not more than 15 Directors, having the qualifications as prescribed by laws.

As at December 31, 2022, the Company had 9 Directors. 3 of whom were Independent Directors. All Director have passed Director Certification Program (DCP) or Director Accreditation Program (DAP) and possessed knowledge, capabilities, and experiences adequate for using his/her judgment to consider the problems of the Company and lead the Company towards sustainable prosperity.

9 Directors, consisted of 3 Executive Directors, 6 Non-Executive Directors and 3 Independent Directors who also the members of Audit Committee.

The Directorship will be as specified in the Articles of Association, which is a period of 3 years, except the one elected to replace the Director who resigns, will hold Directorship only for the remaining period of the resigning Director. Upon the expiration of the term, the Board of Directors shall ask the Ordinary General Meeting to elect the replacing Directors. In this regard, for transparency sake, the Company will propose the qualified person, together with his/her profile, whom the Board of Directors is of the opinion that he/she should be elected to be the Director to every shareholder for consideration in the Ordinary General Meeting.

(b) Aggregation and Segregation of Authorities

To clearly segregate the authorities and duties in formulating policies, and supervising and managing routine jobs, the Chairperson will not be the same person as the Executive Chairman and the Managing Director and will not be the Chairperson or member of any subcommittees.

(c) Qualifications of Directors and Independent Directors

The persons who hold office of Directors and independent Directors will be completely qualified under the laws and will have no qualifications prohibited under the Notifications of SEC. Additionally, they will have adequate knowledge, capabilities, and experiences which are beneficial to the Company.

7.2.2 Information of the Board of Directors

The Board of Directors, as of December 31, 2022, were as follows:

- | | |
|----------------------------------|---|
| 1. Mr. Mongkol Simaraj | Chairman |
| 2. Mr. Pimuk Simaraj | Vice Chairman |
| 3. Mrs. Phuangphet Thaweethaiwat | Independent Director and Audit Committee Chairwoman |
| 4. Mr. Prakrit Pradipasen | Independent Director and Audit Committee Member |
| 5. Mr. Sithiphan Sriphen | Independent Director and Audit Committee Member |
| 6. Mr. Noppadol Attavavutichai | Director |
| 7. Mr. Chairit Simaraj | Chairman of the Board of Executive Directors and Managing Director |
| 8. Mr. Marvee Simaraj | Executive Director and Deputy Managing Director of Operations |
| 9. Mr. Phongsathon Chatnarat | Executive Director and Deputy Managing Director of Business Development |

Section 23 of the Articles of Association of the Company specifies that "...signatures of two Directors together with the Company's seal shall bind the Company, and the Board of Directors shall specify the names of the Directors whose signatures are empowered to bind the Company from the whole members of the Board of Directors..."

Directors whose signatures were empowered to bind the Company were as follows:

1. Mr. Mongkol Simaraj
2. Mr. Noppadol Attavavutichai
3. Mr. Marvee Simaraj
4. Mr. Chairit Simaraj
5. Mr. Pimuk Simaraj
6. Mr. Phongsathon Chatnarat

7.2.3 Roles and Duties of Directors

- (1) The Board of Directors in the Meeting No. 12/2021, held on December 23, 2021, reviewed and resolved to amend the authorities and responsibilities of the Board of Directors as follows:
 - (a) Having authorities of Directors as prescribed by the Public Limited Company Act, other law, and as stated in the Articles of Association;
 - (b) Approving action plans and goals of the Company;
 - (c) Considering, approving, and reviewing operational plans, strategies, business plans, budgets, risk assessment, and good corporate governance policy of the Company annually;
 - (d) Controlling and supervising the Management to proceed in accordance with the policies, plans, and budgets, with efficiency and transparency;



- (e) Supervising the Company's performance by protecting shareholders' benefits and disclosing of information accurately, transparently and completely as required by the Stock Exchange of Thailand and the Securities and Exchange Commission of Thailand;
 - (f) Giving the importance of business to operate in accordance with the principles of good corporate governance, social, and environmental responsibility;
 - (g) Giving priority to anti-corruption by defining and approving policies and related procedures, appointing a working group, supervising a support system, as well as, channels for whistle blowing, monitoring, and ensuring that all employees complied with the policies strictly;
 - (h) Approving the transactions related to land, the construction, or the land with the construction according to the related laws;
 - (i) Approving the appointment of the Executive Board to perform duties as assigned;
 - (j) Approving the appointment and removal of the Chairman, the members of the Audit Committee, the members of Executive Board, the members of the Subcommittees, the Vice Chairman, the Executive Chairman, the Managing Director, the Deputy Managing Director, the Assistant Managing Director, and the Company Secretary, as well as approving their salaries, remuneration, and other benefits;
 - (k) Approving the matters pertinent to finance and assets of the Company, which are above the approving powers of the Executive Board;
 - (l) Assigning or suggesting the Executive Board or the Managing Director to consider or work on any matter as the Board of Directors deems appropriate;
 - (m) Giving consent or approving matters proposed by the Executive Board or the Managing Director.
 - (n) Encouraging all managements and employees to perform their duties with honesty, professional ethics, avoiding personal interests, maintaining the confidentiality of customers, and not using inside information of the Company and the customers for personal interests;
 - (o) Any decision that may have conflicts of interest, the Board of Directors and the Management will jointly consider the said issue with care, honest, rationality, and independence, under the framework of good ethics for the benefits of the Company;
 - (p) Monitoring financial liquidity and repayment, including plans and mechanisms for solving problems, if any;
 - (q) In case of urgency, the Chairman may consider an appropriate use of the aforementioned authorities of the Board of Directors and, subsequently, report to the Board of Directors.
- (2) Rules and Responsibilities of the Chairman
- (a) To oversee the operations of the Board of Directors to ensure its effectiveness in achieving the objectives and goals of the Company;
 - (b) To clearly define the roles, duties, and responsibilities of the Board of Directors and the Management;
 - (c) To set long-term goals of the Company, taking into account the allocation of resources, risk management, and implement strategies to achieve those goals;

- (d) To establish evaluation process to assess the performance of the Board of Directors, Sub-Committees, Individual Directors, and the Managing Director, as well as to encourage all Directors to seek ways to continuously improve their performances;
 - (e) To call, either by himself or the person designated by him, the Board of Directors' Meeting; the invitation letter of which must be sent at least 7 days prior to the Meeting;
 - (f) To set the Meeting agendas in conjunction with the Chairman of the Executive Board, the Managing Director, and the Company Secretary, by taking into account the important agenda issues requested by the Directors and the top Management;
 - (g) To chair the Board's Meetings and to allocate sufficient time for the Management to present the matters and for the Directors to thoroughly discuss the issues;
 - (h) To chair the Shareholders' Meeting and to allocate sufficient time for Shareholders to ask questions;
 - (i) To control the Meeting to run efficiently in accordance with the rules and regulations, as well as to support and provide opportunities for Directors to express their opinions independently;
 - (j) To represent the Board of Directors in giving advice and monitoring the Managing Director in his management;
 - (k) To represent the Board of Directors in working with the Company Secretary to provide recommendations and supporting the Board of Directors to improve overall organization performance;
 - (l) To regularly communicate and monitor the performance of the Board of Directors to enhance good relationship among Directors;
 - (m) To communicate key information together with the Managing Director to employees, investors, medias, analysts and other relevant parties;
 - (n) To consider the appropriateness in establishing sub-committees to help alleviate the burden of the Board of Directors and some rules and responsibilities of the Chairman, such as Executive Committee.
- (3) The Board of Directors has prescribed clear guidelines to supervise and prevent conflict of interest in the Company's business operations, as follows :
- (a) To structure the Company and the Board of Directors and other groups of Subcommittees with clear stipulation of their authorities, duties and responsibilities under the good corporate governance practices;
 - (b) To encourage every member of the Management and employee to work with honesty, adhering to the code of professional conduct, and not to emphasize personal benefits more than the responsibilities to the Company, including keeping the secrecy of customers and not to disclose inside information of the Company and customers, for the personal benefits or the benefits of other parties;

- (c) In the case of any decision-making which may cause conflict of interest or in the case where there are certain acts which are beneficial to the Company but they are not in accordance with the different benefits of each group of stakeholders, the Board of Directors and the Management will carefully discuss such problems in the cautious, careful, honest, reasonable, and independent manners under good ethical frameworks for the benefits of the Company;
- (d) In the event that there is any issue which may cause conflict of interest or which are connected transactions or transact with connected persons, the interested Directors and Managements shall disclose the information to the Meeting and have no right to vote on such agenda and if such issue meets disclosure criteria of the Stock Exchange of Thailand, the Company shall also inform the resolution of aforementioned agenda to the Stock Exchange of Thailand;
- (e) Every Director, Management, and employee will not perform any act which is against the benefits of the Company nor exploit the chance or using the information derived from being a Director or an employee for personal benefits nor run competing businesses with the Company nor perform any duties other than those of the Company, which may affect the performance of their duties.

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

- (4) The Board of Directors fully recognizes that to successfully operate the business aiming at the sustainable highest goal with efficient operating system, it is necessary to always have ethics in the business operations. Therefore, the Board of Directors has prepared written business ethical guidelines to be observed by every Director, Management, and employee of the Company and its subsidiaries in performing his/her duties with honesty and in fair manners to customers, shareholders, and every group of stakeholders.
- (5) The Board of Directors emphasizes the internal control systems, both at management and operational levels, to prevent the Company from damages, on financial, operations, risk management, and compliance supervision aspects; therefore, the policies with respect to the internal audit and control systems were laid down as follows:
 - (a) The Management of the Company will be responsible for preparing timely financial reports which are correct and complete, both quarterly and annually;
 - (b) Efficient internal control and audit systems will be undertaken to ensure that the Company complies with all related guidelines and laws. The system will be audited by the internal auditors and reviewed by the Audit Committee;
 - (c) The authorities, duties and responsibilities of the Management in operating the business will be prescribed in writing;
 - (d) The utilization of the Company's assets will be continuously monitored and inspected so that they will not be damaged or misused or unduly utilized;
 - (e) Duties and responsibilities of the staff or the working units will be separated for appropriate checks and balance;
 - (f) The Board of Directors will duly pay attention to recommendations or suggestions of the Independent Auditors and to use them as guidelines in considering the proper improvement of the operations.

- (6) The Board of Directors shall convene the Meetings based on the following practices:

- (a) The Board of Directors will, in advance, fix the dates and agenda for regular Meetings which will be held on a monthly basis, to enable the Directors to conveniently allocate their time for every Meeting; in addition, there may be special Meeting as necessary. In every regular Meeting, there will be agenda on the matters arising to follow-up the issues of the previous Meeting and the monthly operational results of the Company, and follow-up performance according to the strategy. Each Director should attend the Meetings at least 75 percent of total Board of Directors' Meetings.
- (b) In the Meeting of the Board of Directors, to constitute a quorum, there will be not less than two-thirds of all of the Directors attending the Meeting.
- (c) The Chairman will endorse the Meeting agendas in collaboration with the Executive Chairman, the Managing Director, and the Company Secretary by taking into account the requests of Directors and top Management to include other important issues in the Meeting agenda. In addition, the Board of Directors also appointed Mrs. Phuangphet Thaweechaiwat, an Independent Director and Audit Committee Chairwoman, to consider the Meeting agendas as well.
- (d) The Board of Directors will encourage the top Management who is directly related to the issue under consideration to join the Meeting to provide additional details.
- (e) Directors can have access to and can request information, consultation, and necessary service from an assignee or may request outsider's independent opinions.
- (f) It is a duty of the Management to provide appropriate information and opinions to the Board of Directors.
- (g) The Company Secretary will serve the meeting notice together with the agendas and supporting documents on Directors not less than 7 days in advance to enable every Director to have sufficient time to study all related information prior to attending the Meeting.
- (h) In every Meeting of the Board of Directors, the written minutes of every agenda will be completely recorded and the adopted minutes will be properly kept and will be available, at all times, for inspection by the Directors and/or the related parties.
- (7) It is a policy of the Board of Directors to enhance each Director's knowledge in the subject of supervising important issues as announced, including to encourage the Directors to attend training courses which are beneficial to the performance of the Directors' duties.
- (8) It is a policy of the Board of Directors to review Board Charter once a year.

7.3 Subcommittees

The structure of the Subcommittees of the Company consists of the Board of Executive Directors, the Audit Committee, and the Remuneration and Nomination Subcommittee, whose scopes of powers are as follows:

7.3.1 Board of Executive Directors

The Board of Directors in the Meeting No. 2/2558, held on February 23, 2015, resolved to amend the authorities and responsibilities of the Board of Executive Directors as follows:

- (1) Supervising and following up the Company's operational results to see if they are in line with the policies, action plans, and the annual budgets as designated and approved by the Board of Directors and periodically report to the Board of Directors.



- (2) Considering, screening, and approving matters proposed by the Managing Director to the Board of Directors.
- (3) Approving the appointment, the removal, and the transfer of senior staff having a position of division Director level, or other equivalent position, as well as approving his/her salary, remuneration, and other fringe benefits.
- (4) Approving the following matters concerning finance and assets of the Company:
 - a) Purchasing or procuring expendable, non-expendable items, as stipulated in the annual budget which had already been approved by the Board of Directors, in the amount not exceeding Baht 100,000,000 per item;
 - b) Purchasing or procuring expendable, non-expendable items, which have not been stipulated in the annual budget in the amount not exceeding Baht 20,000,000 per item;
 - c) Purchasing fuel oils which are the main goods including the related products for sale each time in the amount not exceeding Baht 200,000,000;
 - d) Guaranteeing a natural person or juristic person in the matters related to the businesses of the Company in the amount not exceeding Baht 1,000,000 per person;
 - e) Donating money, goods, or products of the Company to any person in the amount not exceeding Baht 100,000 each and the total annual amount not exceeding Baht 1,000,000;
 - f) Disposing the unused or deteriorated assets of the Company having book value not exceeding Baht 1,000,000 per item;
 - g) Borrowing money, not exceeding Baht 50,000,000 each time, from other person/organization that is not a subsidiary for business purpose.
- (5) Assigning or suggesting the Managing Director to consider or to proceed with any matter as the Executive Board deems appropriate.
- (6) Appointing a working group to consider any matter as the Executive Board thinks fit.
- (7) Considering and presenting the matters, as the Executive Board thinks fit to the Board of Directors for acknowledgement or consideration or approval.
- (8) In case of urgency, the Chairman of the Executive Board may consider an appropriate use of the aforementioned authorities and, subsequently, report to the Executive Board.

The Executive Board, as of December 31, 2022, consisted of the following persons:

- | | | |
|----|---------------------------|--------------------|
| 1. | Mr. Chairit Simaroj | Chairman |
| 2. | Mr. Marvee Simaroj | Executive Director |
| 3. | Mr. Phongsathon Chatnarat | Executive Director |

7.3.2 Audit Committee

The Board of Directors in the Meeting No. 1/2542, held on March 2, 1999, passed a resolution to establish an Audit Committee consisting of Independent Directors, the members of the Audit Committee as shown in 8.2, as an independent entity in the operations, to support and operate on behalf of the Board of Directors, to review the financial reports to be proposed to shareholders and other connected persons, also to review the internal control system as well as the internal audit procedures, and to contact with the external auditors of the Company.

The Board of Directors in its Meeting No. 13/2019, held on December 26, 2019, resolved to amend the scope of Work of the Audit Committee (as attachment no.6) as follows:

- (1) To consider and oversee that the financial reports of the Company are correct, complete, sufficient, and reliable, by coordinating with the external auditors of the Company, Internal Audit Office, and the Management responsible for preparing financial reports, both on the quarterly and annually bases;
- (2) To oversee that the Company has suitable and efficient internal control system by reviewing jointly With the external auditors of the Company and the Internal Audit Office to evaluate the effectiveness of the internal control system of the Company;
- (3) To consider and to express opinions in selecting and terminating the external auditors and their remuneration to the Board of Directors;
- (4) To consider and to express opinions in selecting, transferring, and terminating of the head of the Internal Audit Office;
- (5) To oversee that the Company is in compliance with the requirements and laws concerned;
- (6) To oversee that there is no conflict of interest by reviewing the transactions made by the Company with the subsidiaries, the associated companies, and the connected persons;
- (7) To consider and review the corruption risk, arrange for risk evaluation, risk mitigation, and other related matters to Anti-Corruption Policy as assigned by the Board of Directors.
- (8) To prepare the report of the Audit Committee to shareholders, signed by the Chairperson of the Audit Committee, and disclosed it in the Form 56-1 and in the Annual Report of the Company;
- (9) To convene the Meeting of the Audit Committee at least 4 times per annum to consider the matters prescribed by The Stock Exchange of Thailand and other matters as the Audit Committee sees fit.

In this regard, the Audit Committee can invite the Management and/or the related parties to join the Meeting to provide the relevant information. A copy of the minutes will be submitted to the Board of Directors for acknowledgement.

7.3.3 Remuneration and Nomination Subcommittee

On October 30, 2003, the Board of Directors appointed the Remuneration and Nomination Subcommittee, the members of the Remuneration and Nomination Subcommittee as shown in 8.3, to consider and suggest the determination of remuneration and any other fringe benefits of the Management And the staff to the Board of Directors for its consideration, using the remuneration information of the companies in the industries having the similar size, by taking into account the duties and responsibilities of such positions. As to the remuneration of Directors which were in the form of monthly lump sum allowance, the Remuneration and Nomination



Subcommittee would propose to the Board of Directors for its consideration who, in turn, would propose it to the Shareholders' Meeting for approval.

On February 27, 2009, the Board of Directors assigned the Remuneration and Nomination Subcommittee to find the persons to be nominated and elected as the Directors and top management upon expiration or vacating offices, or other management positions as assigned by the Board of Directors.

7.3.4 Corporate Governance and Sustainability Committee

On August 4, 2022, the Board of Directors appointed the Corporate Governance and Sustainability Committee, comprised of independent directors not less than half, the members of Corporate Governance and Sustainability Committee as shown in 8.4, to perform duties of considering and determining the policies and guidelines in relation to principles of good corporate governance, business ethics, anti-corruption, social responsibility, and sustainable development, which will establish a management governance system with transparency and fairness in order to develop trusts for stakeholders for the sustainable growth of the Company. The duties and responsibilities as follows:

- (1) To consider, determine, and review policies and guidelines on good corporate governance principles and business ethics to be in line with the international best practices and propose to the Board of Directors for approval.
- (2) To consider, determine, and review the sustainability vision, mission and strategy of the Company, including the policies and guidelines for sustainable development to be in line with business operation of the Company and propose to the Board of Directors for approval.
- (3) To consider, determine, and review the Corporate Social Responsibility (CSR) Policy and Anti-Corruption Policy and propose to the Board of Directors for approval.
- (4) To consider, review, and revise the Charter of the CGS Committee at least once a year and propose to the Board of Directors for approval.
- (5) To give advice, promote, and support business operations of the Company in accordance with the principles of good corporate governance, business ethics, and other related policies of the Company completely and efficiently.
- (6) To promote and communicate the awareness and understanding of policies and guidelines of good corporate governance practices, business ethics, social responsibility, and other related policies to the directors, executives, employees and related persons, as well as, supervise the implementation of such policies and guidelines.
- (7) To oversee the disclosure of the information of the Company's sustainable development in the form of sustainability report or other media as appropriate.
- (8) To perform any other duties as assigned by the Board of Directors.

7.4 Management

7.4.1 Names and Positions of the Management

The Management of the Company, as of December 31, 2022, were as follows:

- | | | |
|-----|-------------------------------|--|
| 1. | Mr. Chairit Simaroj | Chairman of the Board of Executive Directors and Managing Director |
| 2. | Mr. Marvee Simaroj | Deputy Managing Director of Operations |
| 3. | Mr. Phongsathon Chatnarat | Deputy Managing Director of Business Development |
| 4. | Mr. Amarin Simaroj | Deputy Managing Director of Administration, Acting Director of Human Resources Department, and Chief Financial Officer |
| 5. | Ms. Veerin Simaroj | Company Secretary |
| 6. | Mr. Soonthorn Yurasak | Director of Fuel Terminal Department |
| 7. | Ms. Mukdawan Ruttapichairak | Director of Supply Chain and Procurement Department |
| 8. | Ms. Kansinee Sanongchitharoen | Director of Complementary Business Department |
| 9. | Ms. Petchmalee Vattananiyom | Director of Accounting and Finance Department |
| 10. | Mr. Pradit Tawormmunkitkarn | Director of Engineering Department |
| 11. | Mr. Narut Simaroj | Director of Marketing and Business Development Department |
| 12. | Mr. Somkit Chartimerbtham | Director of Sales Department |

7.4.2 Executive Directors and Management's remuneration policy

The Remuneration and Nomination Subcommittee considers the remuneration of Managements based on their knowledge, ability, responsibility, duty, annual assessment results, as well as considering the comparison with the compensation of other companies in the same industry and similar business size and also taking into account the Company's performance.

The Remuneration and Nomination Subcommittee recommended that the above policy was appropriated, considering the duties and responsibilities of the Directors, to lead the Company and achieve its goals.

In addition, The Company has no policy to provide additional remuneration for Executive Directors in addition to the meeting allowances approved by the shareholders.

7.4.3 Total Remuneration of Executive Directors and Management

7.4.3.1 Monetary Remuneration

In 2022, the remuneration in the form of fixed salary and bonus, depending on Company's performance, for 4 Executive Directors and 12 Managements, totaling 16 persons, was Baht 46,186,100.

7.4.3.2 Other Remuneration

The Company set up a Provident Fund for employees who are members of the Fund at the rate of 4 or 5 or 6 % of their salaries, depending on the number of years they work with the Company. In 2022, the Company paid Baht 1,941,364 for 16 Executive Directors and Management who were members of the Fund.



**The Company's shares held by Directors and the Management as of December 31, 2022 compared with those of
December 31, 2021 were as follows:**

Name-Surname	Position	No. of shares held as at December 31, 2022*	No. of shares held as at December 31, 2021*
1. Mr. Mongkol Simaroj	Chairman	157,500,000	158,500,000
Spouse and children under legal age		-	-
2. Mr. Pimuk Simaroj	Vice Chairman	42,000,000	42,000,000
Spouse and children under legal age		-	-
3. Mrs. Phuangphet Thaweechaiwat	Independent Director and Audit Committee Chairwoman	114,760	114,760
Spouse and children under legal age		-	-
4. Mr. Prakrit Pradipasen	Independent Director and Audit Committee Member	-	-
Spouse and children under legal age		-	-
5. Mr. Sithiphan Sriphen	Independent Director and Audit Committee Member	15,000	15,000
Spouse and children under legal age		-	-
6. Mr. Noppadol Attavavutichai	Director	1,200,000	1,200,000
Spouse and children under legal age		-	-
7. Mr. Chairit Simaroj	Chairman of the Board of Executive Directors and Managing Director	11,520,000	11,520,000
Spouse and children under legal age		Spouse 3,000,000	Spouse 3,000,000
8. Mr. Marvee Simaroj	Executive Director and Deputy Managing Director of Operations	34,800,000	34,800,000
Spouse and children under legal age		-	-
9. Mr. Phongsathon Chatnarat	Executive Director and Deputy Managing Director of Business Development	18,000,000	6,200,000
Spouse and children under legal age		-	-
10. Mr. Amarin Simaroj	Deputy Managing Director of Administration	11,910,000	11,600,000
Spouse and children under legal age		Spouse 80,000	Spouse 80,000
11. Ms. Veerin Simaroj	Company Secretary	15,000,000	15,000,000
Spouse and children under legal age		-	-
12. Mr. Soonthorn Yurasak	Director of Fuel Terminal Department	-	-
Spouse and children under legal age		-	-
13. Ms. Mukdawan Ruttapichairak	Director of Supply Chain and Procurement Department	-	-
Spouse and children under legal age		-	-
14. Ms. Kansinee Sanongchitcharoen	Director of Complementary Business Department	-	-
Spouse and children under legal age		-	-
15. Ms. Petchmalee Vattananiyom	Director of Accounting and Finance Department	-	-
Spouse and children under legal age		-	-
16. Mr. Pradit Tawornmunkitkarn	Director of Engineering Department	200,000	200,000
Spouse and children under legal age		-	-
17. Mr. Narut Simaroj	Director of Marketing and Business Development Department	-	-
Spouse and children under legal age		-	-

Name-Surname	Position	No. of shares held as at December 31, 2022*	No. of shares held as at December 31, 2021*
18. Mr. Somkit Chartimerbtham	Director of Sales Department	643,500	643,500
Spouse and children under legal age		-	-

* All Directors and Management must report the change of the Company's shares held to the Securities and Exchange Commission within 3 days and report to the Board's Meeting monthly and shall report the Board of Directors or Company Secretary, assigned by the Board, related to the trading of the Company's shares at least one day prior to the trading day.

7.5 Personnel

The Company has employment policy and treats all employees equally without discrimination, human rights violations, nor using child labor. The Company remunerates its employees appropriately according to the Company's performance, together with welfare with more benefits to employees than the laws require, such as provident fund, loan, medical fee, medical check-up, uniform, etc.

In addition, the Company has a policy to consider long-term compensation, by giving special prizes for all employees, from service station staffs to Managing Director, who work with the Company for a long time, which will be divided into criteria according to the number of years that employees continually work for the Company such as 2 years, 5 years, 10 years, and etc.

As at December 31, 2022, the Company and its subsidiaries had a total of 2,278 employees, 299 of whom were at headquarters and oil depots and 1,979 were at petrol stations. The proportion of female Executives and employees to the total number of employees was 62.20%

In 2022, the Company and its subsidiaries paid remuneration to the employees in the form of salary and bonus in the amount of Baht 463,267,619.33. The proportion of remuneration of female employees to male employees was 54.70 and there was Baht 9,795,048.39 contributed to the Provident Fund for 624 employees who were members of the Fund or 27.28% of total employees.

7.6 Other Important Information

7.6.1 The list of persons assigned to be responsible for specific tasks

The Board of Directors appointed Ms. Veerin Simaraj as the Company Secretary to undertake the duties and responsibilities as prescribed in the Securities and Exchange Act, B.E. 2535 and amended by the Securities and Exchange Act, (No. 4) B.E. 2551, such as arranging Meetings of the Board of Directors and those of the Shareholders; as well as to oversee that resolutions passed by the Meetings have been implemented; to prepare and duly keep the Directors Register book, the Minutes of the Shareholders' Meeting, the Minutes of the Board of Directors' Meeting, and the Minutes of the Subcommittees' Meeting ; and to liaise with the Securities and Exchange Commission and The Stock Exchange of Thailand and also assigned Ms. Petchmalee Vattananiyom, Director of Accounting and Finance department, to take direct responsibility for supervising the Company's accounting and Ms. Wikanda Wannasiri as the Chief of Internal Audit Office to audit the internal control system of every work unit, as well as those of the service stations of the Company and its subsidiaries (The biographies of Ms. Veerin Simaraj and Ms. Petchmalee Vattananiyom as attachment 1 and Ms. Wikanda Wannasiri as attachment 3).

7.6.2 Investor Relations

The Board of Directors focuses on correct, complete, and transparent disclosure, both on the parts of the financial and general information as well as other sensitive information which may affect the Company so that it will reach the investors and other concerned parties in time as prescribed by The Stock Exchange of Thailand, whereby the Company disseminates such information via channels of The Stock Exchange of Thailand and website of the Company at www.susco.co.th and will assure that such information is correct, complete and reliable. And, in order to prevent rumors, the Company has assigned its Managing Director and/or Deputy Managing Director of Operations to take responsibility for answering questions to investors and concerned parties. Investors can contact such persons at Tel. 0-2428-0029 or E-mail address: marvee@susco.co.th

7.6.3 Auditor's Remuneration

The Company and its subsidiaries paid the remuneration to the external auditors for the accounting year 2022, starting from January 1 to December 31, as follows:

Unit: Baht

Items	The Company	The Subsidiaries	Total
1. Audit fee in the amount of	1,541,000	1,566,000	3,107,000
2. Non - audit fee in the amount	61,092	46,332	107,424
Grand Total			3,214,424

8. Performance of Corporate Governance

8.1 Directors' Performance

In 2022, The Board of Directors had played a significant role in formulating policies and strategies which has led to increase in competitiveness, corporate culture and value creation, corporate governance, internal controls, and corporate risk management. The Board of Directors also provided beneficial suggestions to business development as follows:

8.1.1 Directors' Nomination, Development, and Assessment

(1) Independent Director

Per the requirements of the Securities and Exchange Commission and The Stock Exchange of Thailand, the Board of Directors shall have Independent Directors at least 1/3 of Board members, minimum of 3 persons, with the following qualifications:

- (1) Being independent from the major shareholders of the Company or the Group of major shareholders;
- (2) Not being employee, staff, or consultant receiving salary or any other fringe benefits from the Company, its subsidiaries, associated company, or related companies;
- (3) Holding shares on his/her behalf or by the related persons altogether not exceeding 0.5% of paid-in capitals of the Company or its subsidiaries or associated company or related companies;
- (4) Being able to equally oversee the benefits of every shareholder;

- (5) Being able to oversee that there will be no conflict of interest between the Company and the Management, the major shareholders or other companies having the same group of the Management or of the major shareholders;
- (6) Being able to regularly attend the Meeting of the Board of Directors to make decision on important matters of the Company.

As of December 31, 2022, three Independent Directors of the Company were as follows:

1. Mrs. Phuangphet Thaweechaiwat
2. Mr. Prakrit Pradipasen
3. Mr. Sithiphan Sriphen

In the latest accounting period, the Independent Directors did not have any business relationships or did not render any services to the Company, its subsidiaries or an associated company.

(2) Director's Nomination and Election

The Board of Directors has set the Diversity Policy of Board's structure by considering skills, experiences, and gender, and also must be in compliance with the Articles of Association prescribing the Director's election methods and qualifications in Chapter III, as follows:

"Article 14 The Board of Directors of the Company will comprise not less than 5 Directors and not more than 15 Directors, and not less than one half of whom will be of Thai nationality and have domicile in the Kingdom of Thailand.

Article 15 Directors shall be natural persons, irrespective of being shareholders, and shall have qualifications stated in Section 68 of the Public Limited Company Act, B.E. 2535.

Article 16 The Meeting of Shareholders will elect the Directors under the following guidelines and procedures.

1. One shareholder has one vote per share;
2. Each shareholder will use all of his/her votes as stated in No. 1 to elect a person or several persons to be the Director(s) but cannot split his/her votes for any person;
3. The persons who receive the respective highest votes and lower will be elected as Directors according to the number of Directors which the Company should require or should elect at such time. In the case where the next in ranks have equal votes in excess of the number of Directors which the Company should require or should elect at such time, the Chairman will have a casting vote.

Article 17 In every Ordinary General Meeting, one-third of the Directors will vacate offices. If the number of vacating Directors cannot be divided into an exact one-third, the nearest of one-third will be applied for the first and the second year, after the incorporation of the Company, there will be drawing lots to judge who will vacate the offices. For the subsequent years, the Directors holding offices for a longest period will vacate the offices. The earlier mentioned vacating Directors may be re-elected.

Article 20 In the case where the Directorship is vacant due to other causes, not because of retiring by rotation, the Board of Directors will select a qualified person who is not prohibited under the Public Limited Company Act, B.E. 2535 as the replacing Director in the following Meeting, unless the



Directorship remains less than 2 months. The replacing Director will hold office only for the remaining term of the replaced Director.

The resolution of Directors under the aforementioned paragraph will comprise the votes of not less than three-fourths of the remaining Directors.”

The Board of Directors also defines the following official and transparent Director nomination:

1. The Company will give the opportunity to small shareholders to nominate the persons to be elected as Directors;
2. The Remuneration and Nomination Committee will find those who are qualified in lieu of the ones who retire by rotation, by taking into consideration the qualifications, education, and experience, according to Board Skill Matrix that approved and annually reviewed by the Board of Directors, as well as the devotable time to perform the Director’s duties, and present to the Board of Directors for nomination. In the case of the selection of Independent Directors, in addition to the above specifications, such Independent Directors must also be able to give independent opinions and have qualifications consistent with the definition of the Company’s Independent Directors;
3. The Board of Directors will give consent to the list of Directors to be presented to Ordinary General Meeting for approval.

In the election of the Directors in 2022, the Remuneration and Nomination Subcommittee had considered and opined that to enhance the continuation of the Company’s business management, the Directors whose terms of office expired are qualified and should be re-elected. As a result, it was proposed to the Board of Directors to present to the 2022 Ordinary General Meeting to re-elect the rest of retiring Directors, except Khunying Serm Sri Bunnag and Mr. Narong Chulajata who has expressed his intention not to be nominated for re-election as a Director.

The 2022 Ordinary General Meeting elected the Directors on an individual basis, whereby shareholders had a number of votes equal to the number of shares he/she held, with one share representing one vote, to elect each Director. In 2022, every retiring Director was re-elected, except Khunying Serm Sri Bunnag and Mr. Narong Chulajata.

New Director Orientation

An Orientation Program covering the information and documents pertaining to the Directors duties and obligations, such as Directors Guidelines, Articles of Association, Ethics Manual, Capital Structure, Shareholding Structure, Organizational Structure, Operating Results, Related Laws and Regulations will be provided to all new Directors to enhance their knowledge and understanding of the Company’s business.

Top Management Appointment

The Board of Directors has duties, authorities, and responsibilities to fill the post, appoint, and remove the Management at the level of the Assistant Managing Director and higher. In this regard, the Board of Directors had assigned the Remuneration and Nomination Committee to find and consider suitable person prior to presenting him/her to the Board of Directors for appointment.

Assessment of the Board of Directors and Assessment of Productivity of the Managing Director

The Company has arranged for self-assessments of the Board of Directors, and each Subcommittee, and Individual Directors, and an assessment of the productivity of the Managing Director to evaluate the effectiveness of the Board of Directors and the Managing Director according to corporate governance principles. The four assessments have the following principles, translating as percentages of the full marks according to the levels of achievements:

Over 80%	=	Excellent
Over 70%	=	Very good
Over 60%	=	Good
Over 50%	=	Fair
Below 50%	=	Need improvement

The Corporate Secretary Office had distributed the assessment forms not less than seven days in advance to all Directors so that each of them would have enough time to fill out the forms. Subsequently, the Corporate Secretary Office collected all completed forms and evaluated the results, including all suggestions, and then reported the results at the following Board of Directors' Meeting to use the results to improve the overall performances of the Board, the Subcommittees, Individual Directors, and the Managing Director.

In 2022, each Director completed the assessment forms and the Corporate Secretary Office reported the results of the assessments in the Board of Directors' Meeting No.12/2022 on December 29, 2022, the results of which can be summarized as follows:

1. Self-assessment of the Board of Directors

1.1 Self-assessment of the Board of Directors to evaluate the performance of the Boards, consisting of four sections: (1) Board Composition and Qualifications, (2) Performing Duties in the Meetings, (3) Roles, Duties, and Responsibilities of the Board of Directors, and (4) Others. The result indicated excellent performance with an average score of 90.09%.

1.2 Self-assessment of the Subcommittees to evaluate the performance of the Subcommittees, consisting of three sections: (1) Subcommittee Composition and Qualifications, (2) Performing Duties in the Meetings, (3) Roles, Duties, and Responsibilities of Subcommittees. The results indicated excellent performance with an average score of 88.85%.

1.3 Self-assessment of Individual Directors to evaluate the performance of each Director, consisting of three sections: (1) Board Composition and Qualifications, (2) Performing Duties in the Meetings, (3) Roles, Duties, and Responsibilities of each individual. The results indicated excellent performance with an average score of 90.53%.

2. Assessment of the Managing Director to evaluate his productivity, consisting of ten sections: (1) Leadership, (2) Strategy Formulation, (3) Strategy Implementation, (4) Financial Planning and Result, (5) Relationship with the Board, (6) External Relations, (7) Management Skill



and Staff Relations, (8) Succession Plan, (9) Knowledge of Products and Services, and (10) Personal Qualifications. The Strengths which should be kept and the Weaknesses which should be improved; however, as the assessment results of the Managing Director are confidential and personal; thus, they cannot be disclosed.

8.1.2 Number of Attendants and Remuneration

Number of meetings and number of times which each Director attended in 2022 were as follows:

No.	Director	Term of Office (Year)	Number of attendants in comparison with total number of meetings (times)		
			Regular Agenda Meeting	Special Agenda Meeting	Total
<u>The Board of Directors, as of December 31, 2022</u>					
1	Mr. Mongkol Simaraj	Elected in April 2021 till the date of 2024 Ordinary General Meeting	12/12	1/1	13/13
2	Mr. Pimuk Simaraj	Elected in April 2021 till the date of 2024 Ordinary General Meeting	10/12	1/1	11/13
3	Mrs. Phuangphet Thaweechaiwat	Elected in April 2022 till the date of 2025 Ordinary General Meeting	12/12	2/2	14/14
4	Mr. Prakrit Pradipasen	Elected in April 2020 till the date of 2023 Ordinary General Meeting	10/12	2/2	12/14
5	Mr. Sithiphan Sriphen	Elected in April 2020 till the date of 2023 Ordinary General Meeting	12/12	2/2	14/14
6	Mr. Noppadol Attavavutichai	Elected in April 2020 till the date of 2023 Ordinary General Meeting	11/12	1/1	12/13
7	Mr. Chairit Simaraj	Elected in April 2022 till the date of 2025 Ordinary General Meeting	12/12	1/1	13/13
8	Mr. Marvee Simaraj	Elected in April 2020 till the date of 2025 Ordinary General Meeting	12/12	1/1	13/13
9	Mr. Phongsathon Chatnarat	Elected in April 2021 till the date of 2024 Ordinary General Meeting	11/12	1/1	12/13

According to the Board of Directors' policy, each Director should attend the Meetings at least 75 percent of total Board of Directors' Meetings.

On December 26, 2022, non-executive Directors convened among themselves to discuss the management issues in the interest, without the presence of the Management, and already informed the result of the Meeting to the Managing Director.

The Remuneration and Nomination Subcommittee and the Board of Directors have considered the duties and responsibilities of Directors and Audit Committee Members, together with their remuneration and compared them with those of listed companies, having the size and business similar to the Company's and recommended the appropriate rates of Director remuneration to the Ordinary General Meeting to approve.

The 2022 Ordinary General Meeting, held on April 28, 2022 approved the Director remuneration in the form of monthly lump sum meeting allowance at the rate of Baht 35,000 for Chairperson and at the rate of Baht 25,000 for each Director, effective from May 1, 2022.

There was no Directors' Remuneration for subsidiaries.

In 2022, the total remuneration for 9 Directors was Baht 2,640,000

The 2022 Ordinary General Meeting also resolved to pay the meeting allowance in the form of a monthly lump sum basis to the Directors who were members of the Audit Committee in addition to the above-mentioned Directors' remuneration as follows: Baht 15,000 to the Chairperson and Baht 10,000 for each member of the Audit Committee, effective from May 1, 2022.

In 2022, the total remuneration for the Audit Committee members was Baht 420,000. Independent Directors of the Company did not hold any office in the subsidiaries or the associated companies; therefore, they did not receive any remuneration from those companies.

The Directors' Remuneration in the form of meeting allowance were as follows:

Unit: Baht

No.	Name - Surname / Position	Meeting Allowances for 2022			
		Board of Directors	Audit Committee	Remuneration and Nomination Committee	Total
1	Mr. Mongkol Simaroj Chairman	400,000	-	-	400,000
2	Mr. Pimuk Simaroj Vice Chairman	280,000	-	-	280,000
3	Mrs. Phuangphet Thaweekhaiwat Independent Director and Audit Committee Chairwoman	280,000	180,000	-	460,000
4	Mr. Prakrit Pradipasen Independent Director and Audit Committee Member	280,000	120,000	-	400,000
5	Mr. Sithiphan Sriphen Independent Director and Audit Committee Member	280,000	120,000	-	400,000
6	Mr. Noppadol Attavavutichai Director	280,000	-	-	280,000
7	Mr. Chairit Simaroj Chairman of the Board of Executive Directors and Managing Director	280,000	-	-	280,000
8	Mr. Marvee Simaroj Deputy Managing Director of Operations	280,000	-	-	280,000
9	Mr. Phongsathon Chatnarat Deputy Managing Director of Business Development	280,000	-	-	280,000
Total		2,640,000	420,000	-	3,060,000

8.1.3 Corporate Governance of the Subsidiaries and Associates

In governing the operations of the subsidiaries and associates the Board of Directors appointed appropriate persons to be Directors or Management of the subsidiaries or associates. The number of Directors was in proportion to the shareholding.

To enable the Management of those companies to be in the same direction as the Company's, it was determined that the Board of Directors, and the Management of the subsidiaries or associates use the same criteria on the operational planning, information disclosure, financial position and results of operations, connected transactions, acquisition or disposal of the assets, and internal control system, including data collection and account entry which could be auditable by the Company.

The persons appointed as Directors or the Management of the subsidiaries or associates would report the results of the operations of the subsidiaries to the Board of Directors on a monthly basis.

8.1.4 Corporate Governance Monitoring and Practices

1. Prevention of Conflicts of Interest

The Company deems that the Directors, the Management, and the employees must perform their duties for the best interests of the Company, encouraging every member of the Management and employee to work with honesty, adhering to the code of professional conduct, and not to emphasize personal benefits more than the responsibilities to the Company.

In the case of any decision-making which may cause conflict of interest or in the case where there are certain acts which are beneficial to the Company but they are not in accordance with the different benefits of each group of stakeholders, the Board of Directors and the Management will carefully discuss such problems in the cautious, careful, honest, reasonable, and independent manners under good ethical frameworks for the benefits of the Company.

In the event that there is any issue which may cause conflict of interest or which are connected transactions or transact with connected persons, the interested Directors and Managements shall disclose the information to the Meeting and have no right to vote on such agenda and if such issue meets disclosure criteria of the Stock Exchange of Thailand, the Company shall also inform the resolution of aforementioned agenda to the Stock Exchange of Thailand.

In the past year, The Company did not find any violation regarding to the Conflicts of Interest.

2. Exploitation of Inside Information

The Company deems that the Directors, the Management, and the employees are strictly responsible to protect the information of the Company secret, particularly the inside information which has not yet been disclosed to the general public, inclusive of the information which may affect the business operations or the share prices. This is to prevent the unduly exploitation of the inside information for one's own benefits or for the benefits of other persons.

The Board of Directors has stipulated the methods of preventing the Directors, the Management, and the related parties to use the inside information for their own benefits, as follows:

- (1) The Directors, the Management, or the related parties who have known the inside information are prohibited to disclose it to the third parties or the irrelevant persons and will not exploit the confidential information of the Company for their own benefits or for the benefits of other persons;
- (2) The Directors, the Management, or the related parties who have known the inside information are prohibited to use such information for their own benefits or the benefits of other persons in trading the Company's shares. The Board also has a policy that each Director and executive shall suspend from trading Company's shares during one month before the announcement of the results of operations and one day after the announcement, which will be notified by the Company Secretary, and shall report the Board of Directors or Company Secretary, assigned

by the Board, related to the trading of the Company's shares at least one day prior to the trading day;

- (3) Whoever is in violation of or not in compliance with the said matters on using inside information shall be punished as appropriate; the maximum sentence is to dismiss.

Additionally, All Directors and the Management had signed their obligations to report the Company's securities holding by themselves or spouses as well as underage children and will also have to report the change in the Company's securities held to the Securities and Exchange Commission under Section 59 of the Securities and Exchange Commission Act, B.E. 2535 within 3 working days and report to the Board on a monthly basis.

In the past year, Directors and Executives have traded Company's stock for 9 times and there was one director who bought the Company's shares less than 1 month before the date of disclosure of the Company's financial information but did not use inside information for his own interests. The Company's secretary has notified him and the aforementioned director has promised that he will trade the Company's shares with caution in order to comply with the Company's policy.

The Company had prepared the documents to educate about the prevention of conflicts of interest and exploitation of inside information policies and had published such documents in intranet where all Directors, Executives, and related employees, had read and signed the acknowledgement and agreed to comply with the prevention of conflicts of interest and exploitation of inside information policies.

3. Anti-Corruption

On November 28, 2013, the Company signed the Declaration of Intent of "Private Sector Collective Action Coalition Against Corruption" or "CAC" and on August 27, 2015, the Board of Directors' Meeting unanimously resolved to assign the Audit Committee to oversee the Anti-Corruption Policy and, on the same day, the Audit Committee appointed the Anti-Corruption Working Group, the roles and responsibilities of which are as follows:

1. To establish the Anti-Corruption Policy and its guidelines and, subsequently, communicate to all Directors, Management, employees, and other business related external units.
2. To follow up the results of the implementation of the said policy.
3. To receive and consider anti-corruption complaints from the Group of Companies, if any.
4. To directly report the results of No. (1) to (3) mentioned above to the Audit Committee so that they will be considered and, subsequently, reported to the Board of Directors.

In 2016, the Company conducted corruption risk assessment and on November 24, 2016, the Board of Directors' Meeting unanimously resolved to endorse the Anti-Corruption Policy and its guidelines which the Audit Committee had already considered, the details of which are as follows:

The Company will not accept any forms of corruption, neither being a giver nor an acceptor. All employees must not use their position to seek or accept money, service, goods, entertainment, and etc., to obtain undue benefits for businesses, themselves, their families, friends, or acquaintances.

The Company will not support political parties, politicians, or political candidates, whether in monetary or non-monetary, neither direct nor indirect, or any other actions, for business return.



The Company has established guidelines and procedures for all employees to follow. Directors and executives will, *mutatis mutandis*, have to follow suit.

The Company will regularly review the procedure so that they will comply with changes in related laws. If employees, executives, or Directors violate or act contrary to this policy, they will be subject to disciplinary action under the Company's Working Regulations and/or related laws.

The Company also has a policy not to punish or cause negative result to employees who refuse to corrupt, even such action may hurt the Company to lose its business opportunities. The Anti-Corruption Policy is set as an integral part of employees' performance evaluation.

The Company has already communicated the policies and guidelines to its subsidiaries, associated companies, and other businesses in which the Company has controlling power, and all stakeholders through various communication channels, such as brochures, public relations, E-mail, or on the Company's Website, as well as communicating through orientation and training to educate employees on this matter.

The Internal Audit Office and the Anti-Corruption Working Group will assess corruption risk regularly, at least on an annual basis, to monitor and evaluate the implementation of the policy and to review the procedures to ensure the effectiveness of risk management at all times.

In the past year, the Company did not find any significant issues related to corruption.



On August 18, 2017, The Company has certified by Thailand's Private Sector Collective Action Coalition Against Corruption for the first time and received the said renewal certificate on September 30, 2020

4. Whistleblowing and Complaint

The Board of Directors, on November 24, 2015, resolved to have the policy to provide direct contact channels for all stakeholders who have encountered inappropriate actions such as fraud, corruption, inappropriate behavior of Director, Management, and/or staff, infringement of stakeholder's rights, or any other issues that affect or may affect any stakeholder by assigning the Audit Committee to investigate the said issue prior to reporting to the Board of Directors.

Complaint can be submitted by letter, E-mail, website, phone, or fax to the following address.

The Audit Committee
 SUSCO PUBLIC COMPANY LIMITED
 139 Ratburana Road, Bangpakok, Ratburana, Bangkok 10140
 Email: corporatesecretary@susco.co.th
 Website: www.susco.co.th
 Telephone: 0-2428-0029 Ext.110 or 111
 Fax: 0-2428-8001

Having received the message, if the complaint is related to fraud or corruption, the Audit Committee will submit the issue to the Anti-corruption Working Group for fact finding; subsequently the latter will revert to the former as soon as possible.

For other cases, the Audit Committee will consider together with the related party. In case an employee wants to file a complaint, he/she can either choose the above method or follow the Company's working regulations, as the case may be.

In the event that the whistleblower is concerned about the negative effect which may cause him/her, he/she may choose not to identify himself/herself. In any case, the Company will always protect him/her from unfair treatment.

In the past year, the Company has not received any significant complaints.

8.2 Audit Committee's Performance

8.2.1 Number of Attendants

In 2022, the Audit Committee had an extraordinary Meeting with the auditors, without the presence of the Management, on February 22, 2022.

The Audit Committee Members, as of December 31, 2022, were as follows:

Name	Position	Number of attendants in comparison with total number of meetings (times)		
		Regular Agenda Meeting	Special Agenda Meeting	Total
1. Mrs. Phuangphet Thaveechaiwat	Chairwoman of the Audit Committee	4/4	2/2	6/6
2. Mr. Prakrit Pradipasen	Member of the Audit Committee	4/4	2/2	6/6
3. Mr. Sithiphan Sriphen	Member of the Audit Committee	4/4	2/2	6/6

Mrs. Piyalaks Simasaengyaporn as Secretary of the Audit Committee

Mrs. Phuangphet Thaveechaiwat and Mr. Prakrit Pradipasen have adequate knowledge and experiences on accounting and finance to review the financial reports.

8.2.2 Audit Committee's Performance

Performance of the Audit Committee in the past year can be found in Attachment 6: Report of the Audit Committee to Shareholders.

8.3 Remuneration and Nomination Subcommittee's Performance

8.3.1 Number of Attendants

The Members of the Remuneration and Nomination Subcommittee, as of December 31, 2022, were as follows:

Name	Position	Number of attendants in comparison with total number of meetings (times)
1. Mr. Prakrit Pradipasen	Chairman of the Subcommittee	2/2
2. Mrs. Phuangphet Taweechaiwat	Member of the Subcommittee	1/1
3. Mr. Sithiphan Sriphen	Member of the Subcommittee	2/2
4. Khunying Serm Sri Bunnag *	Member of the Subcommittee	1/1

Ms. Veerin Simaroj as Secretary of the Subcommittee

* Khunying Serm Sri Bunnag has expired as a member of the Subcommittee in April, 2022 and the Meeting appointed Mrs. Puangpetch Taweechaiwat to take the position instead.

In addition to the said Boards, Audit Committee, and the Subcommittee, the Company has two other Committees, namely the Risk Management Committee and the Occupational Safety, Health and Environment Committee, to follow up impact from the risk and safety of the employees and the society.

8.3.2 Remuneration and Nomination Subcommittee's Performance

In 2022, the Remuneration and Nomination Subcommittee held a total of 2 Meetings and presented the resolutions of every meeting to the Board of Directors which has important agendas as follows:

- (1) Considered and nominated persons to replace Directors those whose terms expired;

In the 2022 Annual General Meeting, there were 3 Directors whose terms expired. The Remuneration and Nomination Subcommittee had considered persons who should be elected to be the Company's Directors, according to their qualifications, knowledge, and experiences, as well as to enhance the continuation of the administration and management of the Company, and recommended the Board of Directors to propose to the Meeting to re-elect the 3 retiring Directors for another term.

- (2) Considered and nominated persons to replace Audit Committees those whose terms expired;

In the 2022, there were 3 Audit Committees whose terms expired. The Remuneration and Nomination Subcommittee had considered persons who should be elected to be Audit Committees, according to their qualifications, as well as to enhance the continuation and recommended the Board of Directors to re-elect the 3 retiring Audit Committees.

- (3) Considered the remuneration of Directors and Audit Committee Members;

The Remuneration and Nomination Subcommittee had considered the duties and responsibilities of Directors and Audit Committee Members, together with their remuneration in comparison with those of the listed companies, having the size and business similar to the Company's and recommended Board of Directors to propose to the Annual General Meeting that the rates paid in last year are still appropriate for this year.

- (4) Considered the annual rewards and salary increased budgets;

The Remuneration and Nomination Subcommittee had considered the appropriate annual rewards and salary increased budgets and recommended to the Board of Directors.

8.4 Corporate Governance and Sustainability Committee

8.4.1 Number of Attendants

The Members of the Corporate Governance and Sustainability Committee, as of December 31, 2022, were as follows:

Name	Position	Number of attendants in comparison with total number of meetings (times)
1. Mr.Prakit Pradipasen	Chairman of the CGS Committee	1/1
2. Mrs.Phuangphet Taweechaiwat	Member of the CGS Committee	1/1
3. Mr.Sitiphan Sriphen	Member of the CGS Committee	1/1
4. Mr.Phongsathon Chatnarat	Member of the CGS Committee	1/1
5. Mr.Marvee Simaroj	Member of the CGS Committee	1/1

Ms. Veerin Simaroj as Secretary of the CGS Committee

Mr.Prakit Pradipasen, Mrs.Phuangphet Taweechaiwat, and Mr.Sitiphan Sriphen are Independent Directors.

8.4.2 Corporate Governance and Sustainability Committee's Performance

In 2022, the Corporate Governance and Sustainable Committee held one Meeting and presented the resolutions to the Board of Directors which has important agendas as follows:

- (1) Reviewed the policies and guidelines related to corporate good governance and business ethics;

The Corporate Governance and Sustainable Committee had reviewed the policies and guidelines related to corporate good governance and business ethics and opined that such policies and guidelines deemed appropriate. Therefore, no amendments have been made.

- (2) Reviewed the Company's vision, mission and sustainability strategy, including policies and/or guidelines for sustainable development, in accordance with the Company's business operations;

The Corporate Governance and Sustainable Committee had reviewed the Company's vision, mission and sustainability strategy, and etc., and opined that they deemed appropriate. Therefore, no amendments have been made.

- (3) Reviewed the corporate social responsibility policy and anti-corruption policy;

The Corporate Governance and Sustainable Committee had reviewed the policies and opined that they deemed appropriate. Therefore, no amendments have been made.

- (4) Reviewed The Corporate Governance and Sustainable Committee Charter;

The Corporate Governance and Sustainable Committee had reviewed the said Charter and opined that they deemed appropriate. Therefore, no amendments have been made.

- (5) Reviewed the application of the Corporate Governance Code (CG Code) to apply to the Company;

The Corporate Governance and Sustainable Committee had reviewed CG Code to be applied to the Company's business context and has recorded the reasons of practices that were unable to follow

or have not been applied yet as a part of the Board resolutions, e.g. the Board of Directors considered that those Independent Directors who have been the Company's Director more than 9 years were suitable, both in terms of qualifications and experiences, and were able to give independent opinions.

9. Internal Control and Inter - Company Transactions

9.1 Internal Control

9.1.1 The Adequacy and Appropriateness of Internal Control System

The Board of Directors in its Meeting No. 2/2023, held on February 23, 2023, assessed the adequacy of the internal control system of the Company, ended December 31, 2022, based on the report of the Audit Committee, and was of the opinion that the Company already had adequate internal control system which could be summarized as follows:

1. Organizational Internal Control

Having good organizational structure and environment are essential foundations for the effective and efficient internal control system; therefore, the Company establishes its organization, system, and conditions to facilitate the efficient internal control system which can be effectively utilized. The internal control principles are as follows:

- (1) **Organizational Structure:** The Company has a clear organizational structure, appropriate for the business operations. It is divided into 3 main lines, namely a) Operations which oversee and direct activities of sales, marketing, engineering, complementary business, and oil depots; b) Administration which oversees and directs activities of finance, accounting, purchasing, and human resources; c) Business Development which oversee related business development, law, and information technology.
- (2) **Business Goals Setting:** The Board of Directors will consider whether the goals in the business operations as set by the Management and the annual revenue and expenditure budgets are clear, practicable, and measureable, and whether all work units can use such budgets as their plans that they have to follow and use them in their work management and control. The plans will be periodically adjusted when there is an event causing significant changes.
- (3) **Ethics Determination:** The Board of Directors determines that every Director, Management, and employee will adhere to the Company's Business Ethics Manual and use it as a guideline for the good corporate governance practices. In the Manual, the Directors, Management, and employees are prohibited from the deeds which may cause conflict of interest with the Company.
- (4) **Financial Transactions:** The Company has prescribed standard operating procedures for the Management and operators of each work unit to follow as guidelines and operational controls in each case by having clear segregation of duties, responsibilities, and authorities to prevent the act or the undue exercise of power.

2. Management Operational Control

Management operational control is important to ensure that the guidelines as prescribed by the Management will be responded and implemented by every employee. The aforesaid guidelines are as follows:

- (1) The Board of Directors has prescribed in writing authorities, responsibilities, and approval authorities of the Management by clearly state them in the Management orders.
- (2) Segregation of positions and duties which may facilitate the undue operations; in addition, the Management operating procedures also have clear segregation of authorities and duties of the approval, account entry, and storing of assets;

Determination of the procedures for connected transactions and transactions made with the related parties will be done for the maximum benefits of the Company in an appropriate and transparent manner to prevent the transferring of benefits. The Management has its duties and responsibilities as assigned by the Company to oversee that such transaction has been hierarchically approved per the guidelines of the Securities and Exchange Commission and The Stock Exchange of Thailand. The interested parties shall not participate in the approval of such transactions. Additionally, supervisory measures are set to prohibit the exploitation of the Company's opportunities for personal benefits.

In the event that long term business transactions with connected parties are approved, the Accounting and Finance Department, Legal and Internal Audit Division, together with the Management will oversee if all approved conditions are met.

For the subsidiaries, the Management who are the Directors or the Management of such will closely supervise their operations and will periodically report the operational results to the Board of Directors, who, in turn, will give them guidelines for implementation.

The "Business Ethics Manual," "Articles of Association," and "Work Rules and Regulations," stipulate that every Director, Management, and employee must, at all times, oversee that the operations of SUSCO Group comply with all relevant laws.

3. Information System and Communication

In presenting a proposal to the Board of Directors, the department concerned will provide sufficient, correct, and updated information to enable the Board of Directors in decision-making. The Company will submit the meeting notice together with the agendas and supporting documents, to all Directors at least 7 days prior to the Meeting date.

The Company Secretary will be responsible for recording the Minutes of the Board of Directors with remarks and opinions, made by the Directors (if any).

The Company completely keeps supporting documents of all accounts clearly classified by the periods of time and will provide special space and rooms to keep the documents. The auditors have never made a remark on the weakness of the accounting document storage.

The Company uses the accounting policies in accordance with generally accepted accounting standards to prevent a distortion of the operational results from the facts.



The Board of Directors fully realizes that the information of the Company is very valuable in the decision making of the investors and stakeholders, thus the Management is assigned to fully disclose the complete, true and reliable information within the prescribed time limit of the authorities concerned, the matters in which the Management always adheres to.

4. Follow-up System

The Management prepares the results of operations report comparing with the targets and budgets as approved by the Board of Directors, the differences of which will be analyzed and proposed to the Board of Directors' Meeting on a monthly basis to enable the Board to understand and follow up the operational results and to develop the operating efficiency to keep pace with the events.

In the case where the actual operational results are significantly lower from the targets, the concerned parties will analyze the problems and propose the corrective measures in due time to the Management for consideration.

Every employee and unit chief at all levels have duties and responsibilities to comply with The internal control system as stipulated by the Company. As to the inspecting and monitoring of the system compliance, other than the above mentioned staff, the Company also has the Internal Audit Office, the Audit Committee, the Board of Executive Directors, the Board of Directors, and external auditors to oversee the system compliance.

To enable the internal auditors to independently perform their duties, the Board of Directors assigned the Internal Audit Office to report the audit findings directly to the Audit Committee on a regular basis.

In case a major defect is found, the Audit Committee will notify it to the management for immediate correction or improvement, and also will notify the Board of Directors of such matter for acknowledgment.

The unit chief and the internal auditors will report the progress of the defect correction to his own superior and to the Audit Committee, respectively. Subsequently, if appropriate, the Audit Committee will hold a meeting with the Management and will report to the Board of Directors for acknowledgement.

The chief of the unit where the defect is found will report the matter together with the details thereof to his superior for acknowledgment and/or for hierarchical consideration at the earliest convenience. Moreover, if such problem is caused by a corruption and/or a violation of laws or rules and regulations which may adversely and significantly affect the reputation and financial condition of the Company, the Management will have to also report the problem to the Board of Directors.

The Audit Committee expressed its opinions concerning the internal control in the "Report of the Audit Committee for Shareholders," (details as shown in Attachment 7) a part of which was, "Audit in 2022: the scope of audits shall cover important risks and adequacy of the internal control system, the significant defect of which has not been found."

9.1.2 Significant defect of Internal Control

In 2022, there were no significant deficiencies in the internal control system.

9.1.3 Different Opinions of Audit Committees from the Board of Directors or Auditors

In 2022, the Audit Committee had opinions consistent with the Board of Directors and Auditors.

9.1.4 Opinion of Audit Committee about the Chief of Internal Audit Office

The Audit Committee has appointed Ms. Wikanda Wannasiri to be a Chief of Internal Audit Office by taking into account the education qualification, knowledge and experiences and considered that Ms. Wikanda Wannasiri was a suitable person to perform such duties, the biographies of Ms. Wikanda Wannasiri as attachment 3.

9.1.5 Considering, transferring and terminating of Chief of the Internal Audit Office

The Audit Committee has duties to consider and express opinions in selecting, transferring, and terminating of Chief of the Internal Audit Office according to the Audit Committee Charter.

9.2 Inter - Company Transaction

The Company had the inter-company transactions with associates, and related companies and the related companies in 2022 in the total amount of Baht 32.28 million, as shown in the following table. These transactions came from oil sale and other incomes, and other expenses, such as use of transportation services with trade agreements between the Company, associates, and related companies. The terms of the trade agreements were not different from those made by the Company and the subsidiaries with the third parties. After the Audit Committee had reviewed these transactions, it was agreed that they were appropriately done and were fair to all concerned parties to maximize the benefits of the Company. The detailed inter-company transactions were as follows:

Inter - Company transactions over the past 4 years

Unit: Million Baht

Company	Relationship	Investment Ratio	Transactions	2022	2021	2020	2019
Siam Mongkol Marine Co., Ltd.	Shareholding and Having joint Directors	30.70	Revenues from oil sales	-	-	-	-
			Other revenues	0.62	0.71	1.12	1.25
Total				0.62	0.71	1.12	1.25
Siam Thananya Marine Co., Ltd.	Indirectly shareholding via Siam Mongkol Marine Co., Ltd. and having joint Directors	30.70	Other revenues	0.07	0.08	0.14	0.14
			Transportation	1.96	2.54	-	-
			Revenues from oil sales	25.13	-	-	-
Total				27.16	2.62	0.14	0.14
SUSCO Media Joint Venture	Indirectly shareholding via SUSCO Marketing and having joint Directors	50.00	Other revenues	0.24	0.27	0.30	-
			Other expenses	0.12	0.35	0.20	-
Total				0.36	0.62	0.50	-
Siam Truck Service Co., Ltd	Having joint Directors	-	Other revenues	0.25	0.46	0.52	0.75
			Transportation, handling, and repair exp.	3.89	3.93	3.57	2.34
Total				4.14	4.39	4.09	3.09
Total amount				32.28	8.34	5.85	4.48



Details of Directors, Executives, Controlling Persons, and Company Secretary

Full name / Record of Positions in the Company and the appointment date	Age (Years)	Educational Qualifications/ Training record	Shareholding proportion (%)	Familial Relationship between Director or Executive	Work Experiences
1. Mr. Mongkol Simaroj - Chairman - The Authorized Director of the Company (Holding the position of the Company's Director since January 1, 1993)	80	- Master of Engineering, Michigan State University, U.S.A. - Bachelor of Engineering (Civil Engineering), Chulalongkorn University, Thailand - Training program "Director Accreditation Program", Class 11/2004 of the Thai Institute of Directors Association on March 29, 2004	157,500,000 (14.318%)	- Father of Mr. Pimuk Simaroj, Mr. Marvee Simaroj - Uncle of Mr. Chairit Simaroj	<u>Listed Company</u> Year 1990 - Present - Chairman, SUSCO Public Company Limited <u>Non-listed Companies</u> Year 2012 - Present - Chairman, SUSCO Dealers Company Limited Year 2011 - Present - Chairman, Sirijaraenwattana Company Limited Year 2010 - Present - Advisor, Thai Listed Companies Association Year 1990 - Present - Chairman, Siam Mongkol Oil Company Limited
2. Mr. Pimuk Simaroj - Vice Chairman - The Authorized Director of the Company (Holding the position of the Company's Director since March 1, 2011)	52	- Master of Business Administration, Michigan State University, U.S.A. - Master of Public Administration, Chulalongkorn University, Thailand - Diploma "International Business Management Study and internship with various multinational companies" in Europe. - Diploma "Political and Administration for Executive Institute of Democracy Development", Class 9, King Prajadhipok's Institute in 2005 - Training course "Director Certification Program", Class 150/2011 of Thai Institute of Directors Association on July - August 2011	42,000,000 (3.818%)	Son of Mr. Mongkol Simaroj	<u>Listed Companies</u> January 2019 - Present - Vice Chairman, SUSCO Public Company Limited November 2011 - May 2022 - Chairman, Board of Executive Directors, SUSCO Public Company Limited <u>Non-listed Companies</u> November 2022 - Present - Vice Chairman, SUSCO Beyond Company limited June 2022 - Present - Secretary to the Governor of Bangkok Year 2012 - Present - Director, SUSCO Dealers Company Limited

Full name / Record of Positions in the Company and the appointment date	Age (Years)	Educational Qualifications/ Training record	Shareholding proportion (%)	Familial Relationship between Director or Executive	Work Experiences
		<ul style="list-style-type: none"> - Training course "Role of the Chairman Program (RPC)", Class 4/2017 of the Thai Institute of Directors Association - Training Course for senior executives in urban development management "Mahanakorn", class 6, May - November 2018 - Training course "Reinventing the Organization" of The RBL Group On September 22, 2020 - Seminar "Putting Circular Economy Principles into Practice" of the Thai Institute of Directors Association on November 4, 2021 			<p>Year 2012 - 2019</p> <ul style="list-style-type: none"> - Director, SUSCO Retail Property Company Limited - Director, SUSCO Marketing Company Limited - Director, SUSCO Property Company Limited <p>Year 2011 - 2012</p> <ul style="list-style-type: none"> - Chief Executive Officer, the Zoological Park Organization under The Royal Patronage of H.M. The King <p>Year 2010 - 2011</p> <ul style="list-style-type: none"> - Vice Minister for Natural Resources and Environment, Ministry of Natural Resources and Environment
<p>3. Mrs. Phuangphet Thaweechaiwat</p> <ul style="list-style-type: none"> - Independent Director - Audit Committee Chairwoman - Remuneration and Nomination Subcommittee <p>(Holding the position of the Company's Director since 29 October 2004)</p>	63	<ul style="list-style-type: none"> - Bachelor of Business Administration (Accounting), Assumption University, Thailand - Training course "Director Accreditation Program", Class 28/2004, of Thai Institute of Directors on November 5, 2004 - Training course "Audit Committee Program", Class 3/2004 of the Thai Institute of Directors Association on November 15-16, 2004 - Training course "Director Certification Program", Class 72/2006 of the Thai Institute of Directors Association on May 9 - 6 June, 2006 - Training course "Stay on course Impairment of assets" of KPMG on August 25, 2016 	114,760 (0.010%)	None	<p><u>Listed Companies</u></p> <p>Year 2016 - Present</p> <ul style="list-style-type: none"> - Independent Director - Audit Committee Chairwoman, SUSCO Public Company Limited <p>Year 2004 - 2015</p> <ul style="list-style-type: none"> - Independent Director - Audit Committee Member, SUSCO Public Company Limited <p><u>Non-listed Companies</u></p> <p>Year 2018 - Present</p> <ul style="list-style-type: none"> - Director, Tha Chin Pattana Company Limited <p>Year 2005 - 2006</p> <ul style="list-style-type: none"> - Vice Chairman of the Subcommittee consider a legal contract service, the Office of the Consumer

Full name / Record of Positions in the Company and the appointment date	Age (Years)	Educational Qualifications/ Training record	Shareholding proportion (%)	Familial Relationship between Director or Executive	Work Experiences
		<ul style="list-style-type: none"> - Training course "Audit Committee Priorities Stay ahead of the final curve" of KPMG on November 24, 2016 - Seminar "Audit Committee Forum Enhancing Audit Committee Excellences through Internal Audit" of KPMG on November 21, 2017 - Seminar "Audit Committee Forum - TFRS 9 Financial Instruments: Overview and key challenges" of KPMG on May 25, - Seminar "Roles and Duties of Audit Committee in good corporate governance" of the Stock Exchange of Thailand on November 2021 			Protection Board - Subcommittee's Advisor, Energy plant
4. Mr. Prakit Pradipasen - Independent Director - Audit Committee Member - Chairman of the Remuneration and Nomination Subcommittee (Holding the position of the Company's Director since 24 December 2004)	80	<ul style="list-style-type: none"> - Master of Business Administration, Wayne State University, Detroit, Michigan, U.S.A. - Bachelor of Science in Business Administration, Silliman University, Durnaguete, Philippines. - Training course "Director Accreditation Program", Class 1/2003 of the Thai Institute of Directors Association on August 28, 2003 - Training course "Role of the Chairman Program (RCP)", Class 15/2007 of the Thai Institute of Directors - Seminar on "Thailand 4th National Conference on Collective on Action Against Corruption (R-CAC)" Class 1/2013 of the Thai Institute of Directors 	None	None	<u>Listed Companies</u> Year 2007 - Present - Audit Committee, SUSCO Public Company Limited Year 2004 - Present - Independent Director, SUSCO Public Company Limited Year 2001 - Present Chairman, Diamond Building Products Public Company Limited - Chairman, Asian Marine Service Public Company Limited - Audit Committee Chairman, Haad Thip Public Company Limited - Audit Committee Chairman, Toray Textiles (Thailand) Public Company Limited <u>Non-listed Companies</u> None

Full name / Record of Positions in the Company and the appointment date	Age (Years)	Educational Qualifications/ Training record	Shareholding proportion (%)	Familial Relationship between Director or Executive	Work Experiences
5. Mr. Sithiphan Sriphen - Independent Director - Audit Committee Member - Remuneration and Nomination Subcommittee (Holding the position of the Company's Director since 24 April 2008)	81	- Masters of Arts (Economics), Western Michigan University, U.S.A. - Bachelor of Economics Program, Thammasat University, Thailand - Training course "International Economics Development", The Economics Institute, University of Colorado, USA. on 1971 - Training course "Director Accreditation Program", Class 10/2004 of the Thai Institute of Directors Association on March 22, 2004 - Training course "Audit Committee Program", Class 3/2000 of the Thai Institute of Directors Association - Diploma "Political course Democracy For Executives", Class 9, College of Administration, KingPrajadhipok's Institute	15,000 (0.001%)	None	<u>Listed Companies</u> Year 2019 - Present - Audit Committee Member, SUSCO Public Company Limited Year 2008 - Present - Independent Director, SUSCO Public Company Limited <u>Non-listed Companies</u> None
6. Mr. Noppadol Attavavutichai - Director - The Authorized Director of the Company (Holding the position of the Company's Director since 1 March 2000)	80	- Mini MBA, Class 27, Faculty of Commerce and Accountancy, Thammasat University, Thailand - Training course "Director Accreditation Program", Class 1/2003 of the Thai Institute of Directors Association on August 28, 2003	1,200,000 (0.109%)	Uncle of Mr. Chairit Simaroj	<u>Listed Company</u> Year 2000 - Present - Director, SUSCO Public Company Limited <u>Non-listed Companies</u> Year 2000 - Present - Managing Director, Siam Truck Service Company Limited Year 1993 - Present - Chairman, Board of Executive Director, Siam Mongkol Oil Company Limited
7. Mr. Chairit Simaroj - Chairman, Board of Executive Directors - Managing Director - The Authorized Director of the Company	57	- Master of Business Administration, University of Indianapolis, U.S.A. - Bachelor of Engineering (Mechanical Engineering), Kasetsart University, Thailand - Training course "Director Certification Program", Class	Own 11,520,000 Spouse 3,000,000 (Total 1.320%)	- Nephew of Mr. Mongkol Simaroj - Nephew of Mr. Noppadol Attavavutichai	<u>Listed Companies</u> June 2022 - Present - Chairman, Board of Executive Directors, SUSCO Public Company Limited

Full name / Record of Positions in the Company and the appointment date	Age (Years)	Educational Qualifications/ Training record	Shareholding proportion (%)	Familial Relationship between Director or Executive	Work Experiences
		26/2003 of the Thai Institute of Directors Association on March 5, 2003 - Training course "Capital Market Academy Leader Program (CMA 9)", Class 9 of Capital Market Academy - Training course "Business Revolution and Innovation Network : BRAIN", Class 3/2019 of The Federation of Thai Industries - Seminar on "Policies to Support Low Carbon Business Operations: Promote Thailand's Climate Change Policy and Carbon Neutrality Goals" of The Securities and Exchange Commission Thailand on November 3, 2021			Year 2019 - Present - Director, Starllex Public Company Limited Year 2002 - Present - Managing Director, SUSCO Public Company Limited <u>Non-listed Companies</u> November 2022 - Present - Chairman, SUSCO Beyond Company Limited Year 2018 - Present - Director, Buriram United Company Limited Year 2012 - Present - Managing Director, SUSCO Dealers Company Limited - Managing Director, SUSCO Retail Property Company Limited - Managing Director, SUSCO Marketing Company Limited - Managing Director, SUSCO Property Company Limited Year 2011 - Present - Managing Director, Sirijaroenwaitana Company Limited Year 2002 - Present - Managing Director, Siam Mongkol Marine Company Limited
8. Mr. Phongsaihon Chainarat - Executive Director - Deputy Managing Director of Business Development - The Authorized Director of the Company	51	- Master of Business Administration, Southern Illinois University, U.S.A. - Bachelor of Science (Statistic), Chulalongkorn University, Thailand	18,000,000 (1.636%)	Nephew of Mr. Mongkol Simaraj	<u>Listed Companies</u> August 2019 - Present - Deputy Managing Director of Business Development, SUSCO Public Company Limited

Full name / Record of Positions in the Company and the appointment date	Age (Years)	Educational Qualifications/ Training record	Shareholding proportion (%)	Familial Relationship between Director or Executive	Work Experiences
(Holding the position of the Company's Director since 1 January 2014)		<ul style="list-style-type: none"> - Training course "Director Certification Program", Class 84/2007 of the Thai Institute of Directors Association on March 2007 - Training course "Chief Financial Officer Certification", Class 4/2006 of Federation of Accounting Professions - Training course "Administrative Justice for Executive", Class 4 - Training course "EXACT (Executive Architecture Council Training)", Class 1/2019 - Training course "CEO CLUB 2021 on the topic "Biotechnology Continuing business in the New S-Curve" of the Stock Exchange of Thailand on October 4, 2021 - Training "Hot Issue for Directors What Directors Need To Know About Digital Assets" of the Thai Institute of Directors on July 22, 2022 - Seminar on "Adaptation and development of community malls for success in this era" of Agency for Real Estate Affairs on October 28, 2022 - Seminar on "Listening the opinions and suggestions on the impact of electric vehicle projects to drive Thailand's fuel policy" 1/2022 of Department of Energy Business on November 22, 2022 			<p>Year 2014 - Present</p> <ul style="list-style-type: none"> - Executive Director, SUSCO Public Company Limited <p>April 2002 - October 2015</p> <ul style="list-style-type: none"> - Deputy Managing Director of Business Development, SUSCO Public Company Limited <p><u>Non-listed Companies</u></p> <p>November 2022 - Present</p> <ul style="list-style-type: none"> - Managing Director, SUSCO Beyond Company Limited <p>Year 2017 - Present</p> <ul style="list-style-type: none"> - Chairman, J.E.D.J. (Bangkok) Asset Management Company Limited <p>Year 2016 - Present</p> <ul style="list-style-type: none"> - Chairman, Pathon Venture Company Limited <p>Year 2016 - Present</p> <ul style="list-style-type: none"> - Director, CBB Company Limited <p>Year 2012 - Present</p> <ul style="list-style-type: none"> - Director, CDD Company Limited <p>Year 2012 - Present</p> <ul style="list-style-type: none"> - Director, Ching Dao Development Company Limited
<p>9. Mr. Marvee Simaroj</p> <ul style="list-style-type: none"> - Executive Director - Deputy Managing Director of Operations <p>The Authorized Director of the Company</p>	48	<ul style="list-style-type: none"> - Master of Business Administration (Finance), Michigan State University, U.S.A. - Bachelor of Engineering (Industrial Engineering), Chulalongkorn University, Thailand 	34,800,000 (3.164%)	Son of Mr. Mongkol Simaroj	<p><u>Listed Company</u></p> <p>Year 2001 - Present</p> <ul style="list-style-type: none"> - Deputy Managing Director of Operations, SUSCO Public Company Limited



Full name / Record of Positions in the Company and the appointment date	Age (Years)	Educational Qualifications/ Training record	Shareholding proportion (%)	Familial Relationship between Director or Executive	Work Experiences
(Holding the position of the Company's Director since 1 October 2011)		<ul style="list-style-type: none"> - Training course "Director Certification Program", Class 27/2003 of the Thai Institute of Directors Association on March 6, 2003 - Training course "TLCA Executive Development Program", Class 14 on September November 2014 - Training course "Corporate Governance for Executives", Class 3/2015 on March 2 - 3, 2015 - Training course "Financial Statements for Directors", Class 29/2015 2003 of the Thai Institute of Directors Association - Training course "CMA program", Class 26/2018 of Capital Market Academy - Training course "Reinventing the Organization" of The RBL Group on September 22, 2020 - Training course "Directions for Merger and Acquisition : M&A, important of strategies making M&A successful" of the Stock Exchange of Thailand on September 29 - 30, 2021 - Seminar on "Putting Circular Economy Principles into Practice" of Thai Listed Companies Association on November 4, 2021 			<u>Non-listed Companies</u> November 2022 - Present <ul style="list-style-type: none"> - Director, SUSCO Beyond Company Limited Year 2019 - Present <ul style="list-style-type: none"> - Director, SUSCO Retail Property Company Limited - Director, SUSCO Marketing Company Limited - Director, SUSCO Property Company Limited Year 2012 - Present <ul style="list-style-type: none"> - Director, SUSCO Dealers Company Limited Year 2011 - Present <ul style="list-style-type: none"> - Director, Sirjarachwattana Company Limited Year 2008 - Present <ul style="list-style-type: none"> - Director, Siam Mongkol Oil Company Limited Year 2001 - Present <ul style="list-style-type: none"> - Director, Siam Mongkol Marine Company Limited
10. Mr. Amarin Simaroj <ul style="list-style-type: none"> - Deputy Managing Director of Administration - Chief financial officer - Acting Director of Human Resources Department (Holding the position of the Company's Director since 1 November 2015)	45	<ul style="list-style-type: none"> - Master of Science in Economics and Finance, Faculty of Economic, University of York, UK. - Master of Art in Business and Managerial Economics, Chulalongkorn University, Thailand. - Bachelor of Industrial Engineering, Chulalongkorn University, Thailand - Certificated Financial Planner 	Own 11,910,000 Spouse 80,000 (Total 1.083%)	Son of Mr. Mongkol Simaroj	<u>Listed Companies</u> November 2015 - Present <ul style="list-style-type: none"> - Deputy Managing Director of Administration, SUSCO Public Company Limited Year 2013 - 2015 <ul style="list-style-type: none"> - Vice President, Credit Suisse AG (Singapore) Year 2009 - 2013 <ul style="list-style-type: none"> - Senior Personal Wealth Management (AVP),

Full name / Record of Positions in the Company and the appointment date	Age (Years)	Educational Qualifications/ Training record	Shareholding proportion (%)	Familial Relationship between Director or Executive	Work Experiences
		<ul style="list-style-type: none"> - Training course "Strategic CFO in Capital Markets Program", Class 4/2017 of The Stock Exchange of Thailand - Training course "TLCA Executive Development Program (EDP)", Class of year 2018 of Thai Listed Companies Association - Training course "Financial Instruments (TFRS 9)" of Federation of Accounting Professions - Training course "Strategic Financial Leadership Program (SFLP) 2018 Professional Development Program" of Thai Listed Companies Association - Training course "4 topics of Digital Assets" of The Stock Exchange of Thailand on July 2019 - Training course "e-Tax Invoice & e-Receipt", Class 48 of Darmniti Auditing Company Limited on June 2020 - Training course "TFRS 9 and related Financial reporting standard for Non-financial institutions" of NYC Management Company Limited on September 2020 - Training course "TLCA CFO Professional Development Program" of Thai Listed Companies Association on July 15, 2021 - Training course "TLCA CFO Professional Development Program (TLCA CFO CPD) Fraud & Cyber Security Risk", Class 5/2021 on August 16, 2021 - Training course "CFO 2021 approved by the Federation of Accounting Professions" of 			<p>Kasikornbank Public Company Limited</p> <p><u>Non-listed Companies</u></p> <p>November 2022 Present</p> <ul style="list-style-type: none"> - Director, SUSCO Beyond Company Limited <p>November 2015 Present</p> <ul style="list-style-type: none"> - Director, Siam Mongkol Oil Company Limited - Director, SUSCO Dealers Company Limited - Director, SUSCO Retail Property Company Limited - Director, SUSCO Marketing Company Limited - Director, SUSCO Property Company Limited <p>April 2016 Present</p> <ul style="list-style-type: none"> - Director, Sirijaraenwattana Company Limited

Full name / Record of Positions in the Company and the appointment date	Age (Years)	Educational Qualifications/ Training record	Shareholding proportion (%)	Familial Relationship between Director or Executive	Work Experiences
		NYC Management Company Limited on November 24, 2021 - Training course "CFO Refresher (Online Class) Topic Preparing for Economic Factors of Financial and Accounting issues affecting Listed Companies" of The Stock Exchange of Thailand on December 16-17, 2021 - Training course "2022 e-Tax entire system" by NYC Management Co., Ltd. on September 22, 2022			
11. Ms. Veerin Simaraj - Company Secretary	46	- Master of Business Administration (Finance), DePaul University, U.S.A. - Bachelor of Economic, Thammasat University, Thailand - Training course "Fundamental for Corporate Secretaries" on June 16-18, 2015 - Training course "Advances for Corporate Secretaries" on July 7-8, 15-16, 2015 - Training course "Developing CSR Practitioners' Skills" of The Stock Exchange of Thailand on 2018 - Training course "Sustainability Disclosure (ESG) to One report" of Thai Listed Companies Association on August 2021 - Training course "CGR Workshop" of the Thai Institute of Directors Association on November 2021 and 2022 - Training course "Preparation for PDPA enforcement for the company secretary" of TLCA on May 2022	15,000,000 (1.364%)	Daughter of Mr. Mongkol Simaraj	Year 2016 - Present - Company Secretary Year 2015 - 2016 - Deputy Company Secretary
12. Mr. Soonthorn Yurasak - Director of Fuel Terminal Department	60	- Vocational Certificate of Sales Commercial	None	None	Year 2009 - Present - Director of Fuel Terminal Department

Full name / Record of Positions in the Company and the appointment date	Age (Years)	Educational Qualifications/ Training record	Shareholding proportion (%)	Familial Relationship between Director or Executive	Work Experiences
13. Ms. Mukdawan Rutapichairak - Director of Supply Chain and Aviation Business Department	49	- Master of Business Administration, Marketing, National Institute of Development Administration (NIDA)	None	None	July 2014 - Present - Director of Supply Chain and Aviation Business Department Year 2004 June 2014 - Manager, Supply Chain and Aviation, PETRONAS Retail (Thailand) Company Limited
14. Ms. Kansinee Sanongchitcharoen - Director of Complementary Business Department	50	- Master of Business Administration, Marketing, National Institute of Development Administration (NIDA)	None	None	February 2016 - Present - Director of Complementary Business Department July 2014 - 2015 - Director of Complementary Business Department Year 2010 June 2014 - Manager, Category & Complementary, PETRONAS Retail (Thailand) Company Limited
15. Ms. Peuchmalee Vattananiyom - Director of Accounting and Finance Department	57	- Master of Business Administration (Finance), Ramkhamhaeng University, Thailand - Bachelor of Accountancy (Accounting), Chulalongkorn University, Thailand - Training course "PWC Thailand Symposium 2017: Dealing with disruption and adapting to survive and thrive" on October 18-9, 2017 - Training course "New TFRS to know" of NYC Management Company Limited on September 13, 2017 - Seminar on "Financial Lease (TFRS 16)" of Federation of Accounting Professions on June 2019 - Training course "TFRS 9 Sharing of Grand Centre Point Terminal 21 on June 2019	None	None	November 2016 - Present - Director of Accounting and Finance Department July 2014 October 2016 - Deputy Director of Accounting Department 2 Year 1995 June 2014 - Manager, Financial Accounting, PETRONAS Retail (Thailand) Company Limited

Full name / Record of Positions in the Company and the appointment date	Age (Years)	Educational Qualifications/ Training record	Shareholding proportion (%)	Familial Relationship between Director or Executive	Work Experiences
		<ul style="list-style-type: none"> - Training course “Insight Financial Management : enhance potential to the business through financial management professional” of The Stock Exchange of Thailand on August 2019 - Training course “Adjustment of Summary Items in Financial Statements public limited company (general business) of The Stock Exchange of Thailand on November 2019 - Training course “CFO 2022” of NYC Management Company Limited on November 24, 2021 - Training course “ TFRS 2022 ” of NYC Management Company Limited on December 21, 2021 - Training course “ TFRS 2023 ” of NYC Management Company Limited on October 26, 2022 - Training course “Financial Reporting Standards for SMEs / NPAEs / PAEs Accounting Compared to Revenue Tax Regulations Class 3/65” of Federation of Accounting Professions on November 15, 2022 			
16. Mr. Pradit Tawormmunkitkarn - Director of Engineering Department	58	- Bachelor of Engineering (Mechanical Engineering), Kasetsart University, Thailand	200,000 (0.018%)	None	December 2019 - Present - Director of Engineering Department June 2019 - November 2019 - Projects Asia Limited April 2010 - May 2019 - Self-employed
17. Mr. Narut Simaroj - Director of Marketing and Business Development Department	37	<ul style="list-style-type: none"> - Bachelor of Science (Physics), Srinakharinwirot University, Thailand - Bachelor of Science (Occupational Health and Safety), Sukhothai Thammathirat Open University, Thailand 	None	Great-grandchild of Mr. Mongkol Simaroj	March 2020 - Present - Director of Marketing and Business Development Department Year 2018 - 2020 - Deputy Director of Marketing and Business

Full name / Record of Positions in the Company and the appointment date	Age (Years)	Educational Qualifications/ Training record	Shareholding proportion (%)	Familial Relationship between Director or Executive	Work Experiences
		- Master of Management (Marketing), Mahidol University, Thailand			- Development Department Year 2016 - 2018 - Metropolitan Retail Manager Year 2014 - 2016 - Marketing Manager
18. Mr. Somkit Charitmerbiham - Director of Sales Department	50	- Master of Business Administration, Marketing, Ramkhamhaeng University, Thailand - Bachelor of Business Administration, Human Resource, Burapha University, Thailand	643,500 (0.058%)	None	Year 2021 - Present - Director of Sales Department Year 2012 - 2020 - Deputy Director of Sales Department

Details of Directors, Executives,

Controlling Persons, and Company Secretary of the Company and its subsidiaries as of December 31, 2022

Name	SUSCO PLC	Its subsidiaries						
		Siam Mongkol Oil Co., Ltd.	Sirijaraen wattana Co., Ltd.	SUSCO Dealers Co., Ltd.	SUSCO Retail Property Co., Ltd.	SUSCO Marketing Co., Ltd.	SUSCO Property Co., Ltd.	SUSCO Beyond Co., Ltd.
1. Mr. Mongkol Simaroj	X	X	X	X	-	-	-	-
2. Mr. Pimuk Simaroj	//	-	-	/	-	-	-	/
3. Mrs. Phuangphet Thaweechaiwat	/	-	-	-	-	-	-	-
4. Mr. Prakrit Pradipasen	/	-	-	-	-	-	-	-
5. Mr. Sithiphan Sriphen	/	-	-	-	-	-	-	-
6. Mr. Narong Chulajata	/	-	/	/	-	-	-	-
7. Mr. Noppadol Attavavutichai	/	//	-	-	-	-	-	-
8. Mr. Chairit Simaroj	///	///	///	///	X///	X///	X///	X
9. Mr. Phongsathon Chatnarat	//	-	-	-	-	-	-	///
10. Mr. Marvee Simaroj	//	/	/	/	/	/	/	/
11. Mr. Amarin Simaroj	-	/	/	/	/	/	/	/
12. Ms. Veerin Simaroj	-	-	-	-	-	-	-	-
13. Mr. Soonthorn Yunasak	-	-	-	-	-	-	-	-
14. Ms. Mukdawan Ruttapichairak	-	-	-	-	-	-	-	-
15. Ms. Kansinee Sanongchitcharoen	-	-	-	-	-	-	-	-
16. Ms. Petchmalce Vattananiyom	-	-	-	-	-	-	-	-
17. Mr. Pradit Tawornmunkitkam	-	-	-	-	-	-	-	-
18. Mr. Narut Simaroj	-	-	-	-	-	-	-	-
19. Mr. Somkit Chartimerbtham	-	-	-	-	-	-	-	-

Remarks X = Chairman / = Director // = Executive Director /// = Managing Director

Information of Chief of Internal Audit Office

The details of Chief of Internal Audit Office

Name - Surname	:	Ms. Wikanda Wannasiri
Position	:	Chief of Internal Audit Office
Education	:	Bachelor of Accountancy, Accounting, Bansomdejchaopraya Rajabhat University
Work Experience	:	October 2018 - Present <ul style="list-style-type: none"> - Chief of Internal Audit Office, SUSCO Public Company Limited
		1999 - September 2018 <ul style="list-style-type: none"> - Accounting Manager, SUSCO Public Company Limited
Training Experience	:	Corruption Risk and Control Workshop (CRC 13/2565) on May 26, 2022
Responsibilities	:	To audit the internal control system of every work unit, as well as those of the service stations of the Company and its subsidiaries.





Business Ethics Manual

SUSCO Public Company Limited



Table of contents

Title	Page
Chairman's Message.....	1
Conflicts of Interest.....	2
Responsibility to shareholders.....	3
Policy and treatment to employees.....	4
Policy and treatment to customers.....	5
Policy and treatment to business partners and creditors.....	6
Policy and treatment to competitors.....	7
Corporate Social Responsibility and Environment.....	8
Follow-up System.....	9



Chairman's Message

The principle concept of management by making the maximum profit in the past is no longer suitable for the current situation under the free competition era, higher competitiveness and more management challenges. Due to the fast prosperity of various industries and continuous development, in order for a business to be successful and sustainable, it must be strong, able to adapt, and ready to face the challenges, having stable source of capital and financial position, managing with efficiency and transparency under the good governance practices and reliable to all related parties. In this regard, the business requires ethics for business operation with responsibility to shareholders, employees, customers, business partners, creditors, business competitors, and social and environment.

From the reasons mentioned above, the Management has compiled the rules, regulations, cultures, and traditions of the Company together with the business ethics that the Board of Directors had set on September 30, 2005, and modified updated version of business ethics manual that suitable for current situation and current business administration and presented to the Board of Directors' Meeting No. 11/2015 on November 24, 2015, which the Board of Directors has considered and unanimously approved the Company's business ethics according to the attached manual.

On behalf of the Board of Directors, I hope that the principles and details of the Company's business ethics, which the Boards had set up, will receive a good response from Directors, Managements, and all employees. The Company would hereby like to express our thanks to you.



(Mongkol Simaraj)

Chairman

November 25, 2015

Conflicts of Interest

The Company has policy to prevent Directors and employees seeking for their own interests by using their authority. Therefore, the Company has set the good practices for Directors and employees as follows:

1. Avoid connected transactions that may cause conflicts of interest to the Company.
2. In the event that the connected transaction is necessary for the company's benefit, consider such connected transaction with the same standard as normal business agreement. Any person with the conflicts of interest shall refrain from involvement such transaction.
3. Do not use the authority or internal information.
4. Do not use the internal information for personal benefits and/or the related parties in trading the company's shares, or provide internal information to the third parties for such benefits



Responsibilities to Shareholders

The Company has policy to conduct business with ethics, integrity, and transparency comply with relevant rules and regulations. The Company will continuously put best effort to make business grow and generate appropriate and sustainable returns to the shareholders by adhering to the principles of equitable treatment of shareholders.

The Company has set the good practices as follows:

1. The Board of Directors and employees must perform their duties with honesty, making decisions with care, transparency, and fairness for the benefit of shareholders
2. Managing the Company's assets not to be damaged or improperly utilized
3. Presenting the status of the Company correctly as in fact
4. Notifying the important information and news of the Company to all shareholders equally
5. Directors, Managements, and employees are prohibited from using internal information which has not yet been disclosed or already disclosed to the general public for their own interest or related persons, or disclosed the company's secret information to the third parties

Policy and treatment to employees

The Company recognizes that employees are valuable resources that will bring success in achieving the Company's goals. The Company, therefore, has policy to treat employees fairly in terms of opportunities, compensations, promotions, and potential development.

The Company has set the good practices as follows:

1. Respecting to individual and human dignity
2. Providing fair compensations
3. Maintaining safe working environment for both life and properties
4. Promoting, rewarding, and punishing the employees according to the good governance policy
5. Giving precedence on the knowledge development and competency
6. Listening to opinions and suggestions based on employees' professional knowledge
7. Complying with laws and reverent regulations that related to the employees



Policy and treatment to customers

The Company recognizes the importance of the customers. Therefore, the Company seeks the methods that able to fulfill customer' needs and had set the policies and practices as follows:

1. Delivering quality products and services to serve customers' needs or even exceed customers' expectations
2. Providing accurate and adequate information to customers, no exaggeration of information that could mislead about quality
3. Contacting customers with care and reliable, providing channels where customer able to feedback about the quality, quantity, and services, as well as, giving quick responses
4. Keeping confidential of customer data, not using it wrongfully
5. Giving advice of how to use the products and services of the Company effectively

Policy and treatment to business partners and creditors

The Company has policy to treat the business partners and creditors fairly, including complying with contractual obligations, negotiations, and solving the problems based on the good business relationship and had set the good practices as follows:

1. No asking, not receiving, and not paying any dishonest benefits
2. Complying strictly with contract agreement and hastily seeking mutual solutions in case the former agreement can not be met



Policy and treatment to competitor

The Company has policy to treat the business competitors under the framework of laws and regulations about the commercial competition practices. The guidelines for treating business competitors are as follows:

1. Operating business under the good practices and fair competition
2. Seeking no confidential information of competitors by dishonest means
3. Not intentionally destroy reputation of competitors with groundless slander

Corporate Social Responsibility and Environment

The Company has policy to conduct the business that benefits to the economy and society. At the same time, the Company recognizes the importance of the environment and complying with the local traditions where the Company is located and also strictly complies with the laws and the regulations, as well as, cultivates the awareness of the employees' responsibility for society and environment.



Follow-up System

The Company defines it as the duties and responsibilities of Directors, Executives, Supervisors, and all employees to be strictly aware, understand and follow the policies and regulations of the Business Ethics Manual.

The Board of Directors has assigned the Audit Committee to investigate the complaints and allegations whether from the Shareholders, customers, business partners, and/ or employees by submitting their complaints with evidence directly to the Audit Committee.



Charter of the Board of Directors
SUSCO PUBLIC COMPANY LIMITED

The Board of Directors has roles, duties and responsibilities in overseeing the operations according to the laws, objectives and regulations of the Company, as well as is strictly responsible for the compliance with the resolutions of Shareholders' Meeting with caution and honesty for the best benefits of the Company and fair to the related parties in accordance with the good corporate governance principles.

1. Composition of the Board of Directors

- 1.1 The Board of Directors is composed of not less than five and not more than fifteen Directors, and not less than one half of whom must have Thai nationality and have a domicile in the Kingdom of Thailand;
- 1.2 Directors shall be natural persons, irrespective of being shareholders, and shall have qualifications stated in Section 68 of the Public Limited Company Act, B.E. 2535;
- 1.3 At least one-third of the Board of Directors, and not less than three of whom, must be independent Directors and must also consist of not less than three audit committee members.

2. Qualifications of the Directors

- 2.1 Directors must be completely qualified under the law and must have no qualifications prohibited under the Notifications of the Securities and Exchange Commission of Thailand, and also must have adequate knowledge, capabilities, and experiences which are beneficial to the Company;
- 2.2 Directors must have honesty in business ethics and have sufficient knowledge, capabilities and experience in the Company's business.

3. Duties and Responsibilities of the Board of Directors

- 3.1 To have authorities of the Board of Directors as prescribed by the Public Limited Company Act, other laws, and as stated in the Articles of Association;
- 3.2 To determine action plans and goals of the Company;
- 3.3 To annually consider, approve, and review operational plans, strategies, business plans, budgets, risk assessment, and good corporate governance policy of the Company;
- 3.4 To effectively control and supervise the Management to proceed in accordance with the policies, plans, and budgets, with efficiency and transparency;
- 3.5 To supervise the Company's performance in protecting shareholders' benefits and disclosing of information accurately, transparently and completely as required by The Stock Exchange of Thailand and the Securities and Exchange Commission of Thailand;



- 3.6 To place importance in operating business in accordance with the principles of good corporate governance, social, and environmental responsibility;
- 3.7 To give priority to anti-corruption by defining and approving policies and related procedures, appointing a working group, supervising a supporting system, as well as channels for whistle blowing, monitoring, and ensuring that all employees strictly comply with the policies;
- 3.8 To approve the transactions related to the land, the construction, or the land with the construction, according to the related laws;
- 3.9 To appoint the Executive Board to perform the assigned duties;
- 3.10 To appoint and remove the Chairman, the members of the Audit Committee, the members of Executive Board, the members of the Subcommittees, the Vice Chairman, the Executive Chairman, the Managing Director, the Deputy Managing Director, the Assistant Managing Director, and the Company Secretary, as well as approving their salaries, remuneration, and other benefits;
- 3.11 To approve the matters pertaining to finance and assets of the Company, which are above the approving authorities of the Executive Board;
- 3.12 To assign or suggest the Executive Board or the Managing Director to consider or work on any matter as the Board of Directors deems appropriate;
- 3.13 To give consent or to approve matters proposed by the Executive Board or the Managing Director;
- 3.14 To encourage management and all employees to perform their duties with honesty, professional ethics, avoiding personal interests, maintaining the confidentiality of customers, and not using inside information of the Company and the customers for personal benefits;
- 3.15 To jointly consider the issues that may have conflicts of interest with the Management with care, honesty, rationality, and independence, under the framework of good ethics for the benefits of the Company;
- 3.16 To monitor financial liquidity and repayment, including plans and mechanisms to solve the related problems, if any;
- 3.17 In case of urgency, the Chairman may consider an appropriate use of the aforementioned authorities of the Board of Directors and, subsequently, report to the Board of Directors;
- 3.18 Directors are prohibited from making personal guarantees to employees of the Company and Subsidiaries to prevent conflicts of interest that may arise in the future.

4. Roles and Duties of Chairman

The Chairman is responsible to lead the Board of Directors. The duties of the Chairman are as follows:

- 4.1 To oversee the operations of the Board of Directors to ensure its effectiveness in achieving the objectives and goals of the Company;
- 4.2 To clearly define the roles, duties, and responsibilities of the Board of Directors and the Management;
- 4.3 To set long-term goals of the Company, taking into account the allocation of resources, risk management, and implement strategies to achieve those goals;
- 4.4 To establish evaluation process to assess the performances of the Board of Directors, Sub-Committees, Individual Directors, and the Managing Director, as well as to encourage all Directors to seek ways to continuously improve their performances;
- 4.5 To call, either by himself or the person designated by him, the Board of Directors' Meetings; the invitation letter of which must be sent at least seven days prior to the Meeting;

- 4.6 To set the Meeting agendas in conjunction with the Chairman of the Executive Board, the Managing Director, and the Company Secretary, by taking into account the important agenda issues requested by the Directors and the top Management;
- 4.7 To chair the Board's Meetings and to allocate sufficient time for the Management to present the matters and for the Directors to thoroughly discuss the issues;
- 4.8 To chair the Shareholders' Meetings and to allocate sufficient time for Shareholders to ask questions;
- 4.9 To control the Meeting to run efficiently in accordance with the rules and regulations, as well as to support and provide opportunities for Directors to express their opinions independently;
- 4.10 To represent the Board of Directors in giving advice and monitoring the Managing Director in his management;
- 4.11 To represent the Board of Directors in working with the Company Secretary to provide recommendations and supporting the Board of Directors to improve overall organizational performance;
- 4.12 To regularly communicate and monitor the performance of the Board of Directors to enhance good relationship among Directors;
- 4.13 To communicate key information together with the Managing Director to employees, investors, medias, analysts and other relevant parties;
- 4.14 To consider the appropriateness in establishing sub-committees to help alleviate the burden of the Board of Directors and some roles and responsibilities of the Chairman, such as Executive Committee.

5. Tenure of Directors

- 5.1 At every Ordinary General Meeting, one-third of the Directors shall vacate in proportion, if the number of Directors is not a multiple of three, the number of Directors closest to one-third shall vacate.
The Directors to vacate office in the first and second year following the registration of the Company shall be drawn by lots. In every subsequent year, the Directors who have been longest in office shall vacate office. A retiring Director is eligible for re-election.
- 5.2 In addition to vacating office at the expiration of term, a Director vacates office upon:
 - 5.2.1 Death;
 - 5.2.2 Resignation;
 - 5.2.3 Being disqualified or being under any of prohibitions under Section 68 of the Public Limited Companies Act, B.E. 2535 (1992);
 - 5.2.4 Being removed by a resolution of Shareholders' Meeting;
 - 5.2.5 Being removed by any order of the court.
- 5.3 In the case where the office of a Director becomes vacant by any reasons other than the expiration of the term, the Board of Directors shall elect a person possessing the proper qualifications and being under no prohibition under the Public Limited Companies Act and Securities and Exchange Act, unless the Directorship remains less than two months. The replacing Director shall hold office only for the remaining term of the replaced Director.



6. The Board of Directors shall convene the Meetings based on the following practices:

- 6.1 The Board of Directors shall, in advance, fix the dates and agenda for regular Meetings which shall be held on a monthly basis, to enable the Directors to conveniently allocate their time for every Meeting; in addition, there may be special Meeting as necessary. In every regular Meeting, there shall be agenda on the matters arising to follow-up the issues of the previous Meeting and the monthly operational results of the Company. Each Director should attend at least 75 percent of the total Board of Directors' Meetings.
- 6.2 To constitute a quorum, there shall be not less than two-thirds of all of the Directors attending the Meeting.
- 6.3 The Board of Directors encourages the invitation of senior executives to attend the Meetings with the Board of Directors to provide the information or other details as a relevant person.
- 6.4 Directors can have access to and can request information, consultation, and necessary service from an assignee or may request outsider's independent opinions.
- 6.5 Executives have duties to provide appropriate information and opinions to the Board of Directors.
- 6.6 The Company Secretary shall send the Meeting Notice together with the agendas and supporting documents to Directors not less than 7 days in advance to enable every Director to have sufficient time to study all related information prior to attending the Meeting.
- 6.7 In every Meeting of the Board of Directors, the written minutes of every agenda shall be completely and properly recorded and the adopted minutes shall be properly kept and shall be available, at all time, for inspection by the Directors and/or the related parties.
- 6.8 The decisions at the Meeting shall be made by a majority vote of the Directors attending the Meeting. Any Director having interest in any matter shall not be entitled to vote on such matter. In the event of a tie vote, the Chairman of the Meeting shall have a casting vote.

7. Report of the Board of Directors

The Board of Directors shall provide the Report on Responsibilities of the Board of Directors regarding the financial statements of the Company and other essential issues in line with the good practices as prescribed by The Stock Exchange of Thailand together with the auditor's opinion in the annual report, including adequate disclosure on important information in notes to financial statements. The Audit Committee and the external auditors shall jointly discuss with the Management to ensure that the financial reports of the Company are correct and complete.

8. Assessment

The Board of Directors establishes evaluation process to assess the performance of the Board of Directors, Sub-Committees, Individual Directors, and the Managing Director regularly at least once a year in order to improve and solve the problems and discloses the criteria and results of the assessment in the Annual Report.

Effective from December 23, 2021

Announced on December 23, 2021



(Mongkol Simaraj)

Chairman

Report of the Audit Committee

SUSCO Public Co., Ltd.

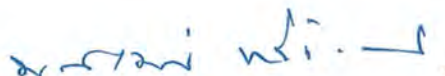
To Shareholders

In 2022, the Audit Committee held 6 Meetings to consider and review the financial statements and other matters set as important duties of the Audit Committee and presented the resolutions of every meeting to the Board of Directors.

4 of the 6 Meetings, the Audit Committee, together with the authorized Directors and Managements of the Company and certified Auditors, considered quarterly financial statements, annual financial statements and other related matters, and one another extraordinary Meeting and another Meeting was for the Audit Committee to discuss the matters with certified auditors without Managements. The Audit Committee would like to inform the Shareholders as follows:

- 1) The consolidated financial statements and separated financial statements of the Company and its subsidiaries and the financial statements of the Company as at December 31, 2022, were correct in all material respects in accordance with Thai Financial Reporting Standards.
- 2) In 2022, the Audit Committee reviewed the adequacy of the Company's internal control and the risk management system and found no major flaws.
- 3) Connected transactions or transaction with conflict of interests for the year 2022 were under normal business conditions with fair and for the best interests of the Company with transparency and adequate information disclosure.
- 4) The Audit Committee considered and determined the remuneration for auditors for the year 2023 and opined that Mr. Thanawut Piboonsawat, Certified Public Accountant, Registration No. 6699, or Miss Potjanarat Siripipat, Certified Public Accountant, Registration No. 9012, or Miss. Roongnapha Saengchan, Certified Public Accountant, Registration No. 10142, or Miss Techinee pornpenpob, Certified Public Accountant, Registration No. 10769, appropriated to be auditors of the Company to sign the Company's financial statements. Therefore, the Audit Committee proposed to The Board of Directors to consider and propose to the shareholders' Meeting to consider appointing aforementioned auditors to be the Company's auditors and agree to set the auditor's remuneration in amount of Baht 1,561,000 (excluding the out-of-pocket expenses such as transportation, telephone expenses, etc.). The Audit committee, taken into account in terms of reputation, experience, expertise, audit fee, etc., deemed appropriate to appoint aforementioned auditors to be the Company's auditors and auditors of the Company's subsidiaries.

The Audit Committee was independent and supervised compliance with rules, regulations, and policies with good cooperation from all parties involved, which did not appear to have any transactions that against the laws and regulations. The Managements operated the Company and its subsidiaries under good governance practices.



(Mrs. Phuangphet Thaweechaiwat)

Chairman of the Audit Committee

March 10, 2022



SUSCO PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

**REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2022**

INDEPENDENT AUDITOR'S REPORT

To The Shareholders and Board of Directors of
Susco Public Company Limited

Opinion

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

In my opinion, the accompanying financial statements present fairly, in all material respects, the consolidated financial position of Susco Public Company Limited and its subsidiaries as at December 31, 2022, and its consolidated financial performance and its consolidated cash flows for the year then ended and the separate financial position of Susco Public Company Limited as at December 31, 2022, and its financial performance and its cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

Basis for Opinion

I conducted my audit in accordance with Thai Standards on Auditing. My responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of my report. I am independent of the Group and the Company in accordance with the Code of Ethics for Professional Accountants including Independence Standard issued by the Federation of Accounting Professions (Code of Ethics for Professional Accountants) that are relevant to my audit of the financial statements, and I have fulfilled my other ethical responsibilities in accordance with the Code of Ethics for Professional Accountants. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.



Key Audit Matters

Key audit matters are those matters that, in my professional judgement, were of most significance in my audit of the consolidated financial statements 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.

- Revenue recognition

The Group and The Company had the revenue from oil sales which is mainly the revenue from oil sales as at the point of sale of many oil stations in the country. In addition, there is also revenue from oil to overseas. Therefore, sales revenue has frequency of occurrence and in many enterprises. The factor of oil price that regularly changes and conditions of various sales promotion, including timing of revenue cut-off of oil service stations and how the method to gather all income to record for accounting directly affect the completeness and accuracy of revenue recognition. I have identified that the completeness and accuracy of revenue recognition is a significant risk which requires special attention in the audit. The accounting policies on revenue recognition and amount of revenue are disclosed in Notes 3.1 and 30, respectively.

Regarding my audit method on such matter, I made an understanding of the internal control system of revenue cycle and related accounting transaction, tested the design and effectiveness of internal controls related to the revenue recognition and related accounting transaction, especially the control of completeness and accuracy of sales revenue record. I also carried out revenue sampling to test the detail and the accuracy of the transaction against related documents and verified the completeness of revenue record. Furthermore, I audited the revenue cut-off from sale before and after the end of the accounting period. I have considered the appropriateness of the information disclosure in the financial statements and notes.

- Impairment of investment property, property plant and, equipment and rights-of-use assets

Investment property, property plant and, equipment and rights-of-use assets are mostly assets used in operating the oil service station and are core assets with significance of the Group. Several oil service stations' operating performance does not meet management expectation. The management considered that such information indicates an impairment in the assets used in the oil service station. As regards to consideration of the impairment of such assets, the management has to use significant judgment and set various significant assumptions to test in the assessment of the recoverable amount of the assets. I have identified that the valuation of investment property, property plant and, equipment and rights-of-use assets for the assessment of asset impairment is a significant risk that requires special attention in the audit. The accounting policy on asset impairment and the amount of the allowance for asset impairment are disclosed in Notes 3.13, 14, 15 and 16, respectively.

Regarding my audit method on such matter, I made an understanding of the process in considering the asset impairment, identified the cash generating unit and assessed the reasonableness of the identification of asset impairment including assessment of the appropriateness of the assessment method and significant assumption used by the management in assessing the recoverable amount of impaired assets. In addition, I have already considered the accuracy, completeness and appropriateness of information disclosure in the financial statements and related notes.

Other Information

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

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

In connection with my audit of the 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 in order for those charged with governance to correct the misstatement.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

The engagement partner responsible for the audit resulting in this independent auditor's report is Miss Potjanarat Siripipat.

(Miss Potjanarat Siripipat)
Certified Public Accountant
Registration No. 9012

Dharmniti Auditing Company Limited
Bangkok, Thailand
February 23, 2023



SUSCO PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION

AS AT DECEMBER 31, 2022

		<u>ASSETS</u>			
		Thousand Baht			
		Consolidated financial statements		Separate financial statements	
	Note	2022	2021	2022	2021
Current assets					
Cash and cash equivalents	6	942,230	360,077	574,493	218,171
Short-term loans to related parties	5.4	9,000	6,500	9,000	6,500
Trade and other current receivables	5.4, 7	1,184,165	706,306	441,185	431,646
Inventories	8	568,409	497,542	310,443	253,364
Other current financial assets	9	70,384	76,666	70,384	76,666
Vat refund		310,366	145,628	227,585	118,178
Other current assets		3,857	3,680	2,101	2,519
Total current assets		3,088,411	1,796,399	1,635,191	1,107,044
Non-current assets					
Investments in equity instruments	10	434,437	325,373	29,493	117
Investments in associates	11	-	4,179	-	4,179
Investments in subsidiaries	12	-	-	1,151,126	1,922,269
Investment in joint venture	13	222	871	-	-
Investment properties	14	907,510	838,756	409,143	377,425
Property, plant and equipment	15	2,061,185	1,866,949	1,754,130	1,504,394
Right-of-use assets	16	2,111,538	1,812,316	1,922,191	1,716,773
Intangible assets	17	53,602	55,311	11,493	6,510
Deferred tax assets	18	49,263	49,977	39,477	40,061
Other non-current assets		37,377	43,863	21,455	30,269
Total non-current assets		5,655,134	4,997,595	5,338,508	5,601,997
TOTAL ASSETS		8,743,545	6,793,994	6,973,699	6,709,041

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

SUSCO PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION (CONT.)

AS AT DECEMBER 31, 2022

LIABILITIES AND SHAREHOLDERS' EQUITY

		Thousand Baht			
		Consolidated financial statements		Separate financial statements	
	Note	2022	2021	2022	2021
Current liabilities					
Bank overdrafts and short-term borrowings from					
financial institutions	19	682,000	280,000	682,000	280,000
Short-term borrowing from related parties	5.4	-	-	240,000	299,000
Trade and other current payables	5.4, 20	2,010,214	1,220,022	1,416,755	2,044,149
Current portion of long-term liabilities	21	66,047	32,201	66,047	32,201
Current portion of lease liabilities	5.4, 22	145,972	142,369	126,270	120,782
Corporate income tax payable		27,795	19,892	-	8,898
Other current financial liabilities		649	449	649	449
Other current liabilities		35,765	30,562	27,613	26,317
Total current liabilities		2,968,442	1,725,495	2,559,334	2,811,796
Non-current liabilities					
Long-term borrowings from financial institutions	21	360,412	221,074	360,412	221,074
Lease liabilities	5.4, 22	1,361,632	1,119,442	1,284,245	1,148,151
Deferred tax liabilities	18	91,381	79,147	-	-
Non-current provisions for employee benefit	23	67,453	80,845	65,262	77,406
Other non-current liabilities		86,041	42,063	-	-
Total non-current liabilities		1,966,919	1,542,571	1,709,919	1,446,631
TOTAL LIABILITIES		4,935,361	3,268,066	4,269,253	4,258,427

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



SUSCO PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION (CONT.)

AS AT DECEMBER 31, 2022

LIABILITIES AND SHAREHOLDERS' EQUITY (CONT.)

		Thousand Baht			
		Consolidated financial statements		Separate financial statements	
	Note	2022	2021	2022	2021
Shareholders' equity					
Share capital					
Authorized share capital					
1,324,994,500 ordinary shares, Baht 1.00 each		1,324,995		1,324,995	
1,375,000,000 ordinary shares, Baht 1.00 each			1,375,000		1,375,000
Issued and paid-up share capital					
1,050,000,056 ordinary shares, Baht 1.00 each	25	1,050,000	-	1,050,000	-
1,100,005,556 ordinary shares, Baht 1.00 each		-	1,100,006	-	1,100,006
Share premium	26	45,016	45,016	45,016	45,016
Share premium on treasury shares	27	204,339	204,339	204,339	204,339
Surplus from decreasing share capital					
by writing off treasury shares	25	-	40,122	-	40,122
Expired warrants	24	27,498	27,498	27,498	27,498
Retained earnings					
Appropriated					
Legal reserve	28	137,500	137,500	137,500	137,500
Treasury shares reserve	25	145,300	290,316	145,300	290,316
Unappropriated		2,200,486	1,891,852	1,239,213	895,253
Other components of shareholders' equity					
		143,345	79,595	880	880
		3,953,484	3,816,244	2,849,746	2,740,930
<u>Less</u> Treasury shares (50.01 million shares)					
(100.01 million shares)	25	(145,300)	-	(145,300)	-
		-	(290,316)	-	(290,316)
TOTAL SHAREHOLDERS' EQUITY		3,808,184	3,525,928	2,704,446	2,450,614
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		8,743,545	6,793,994	6,973,699	6,709,041

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

SUSCO PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED DECEMBER 31, 2022

		Thousand Baht			
		Consolidated financial statements		Separate financial statements	
	Note	2022	2021	2022	2021
Revenues					
Revenues from sale	5.3, 30	33,470,016	19,865,837	25,048,135	16,315,062
Revenues from natural gas station management service		42,078	35,982	25,600	23,110
Rental income	5.3	120,143	107,230	125,995	112,055
Franchise income		23,949	24,060	3,173	2,730
Dividend income	5.3, 9, 10, 12	3,721	2,077	299,777	123,129
Other income	5.3, 31	111,689	149,581	155,080	177,669
Total revenues		33,771,596	20,184,767	25,657,760	16,753,755
Expenses					
Cost of sales	5.3, 8	31,646,246	18,549,740	23,702,518	15,238,997
Distribution costs	32	1,090,669	906,926	1,000,327	817,897
Administrative expenses	5.3, 33	409,119	357,623	367,482	332,358
Total expenses	35	33,146,034	19,814,289	25,070,327	16,389,252
Profit from operating activities		625,562	370,478	587,433	364,503
Finance costs	5.3, 36	69,115	59,398	68,868	60,528
Share of loss of associates and joint venture	11, 13	(4,828)	(12,789)	-	-
Profit before income tax expense		551,619	298,291	518,565	303,975
Tax expense	37	129,540	64,764	59,627	38,783
Profit for the year		422,079	233,527	458,938	265,192
Other comprehensive income					
Components of other comprehensive income that will not be reclassified to profit or loss :					
Gain on investment in equity designated at fair value through other comprehensive income	10	79,688	21,675	-	-
Gain on re-measurements of defined benefit plans	23	20,181	-	18,479	-
Income tax relating to components of other comprehensive income that will not be reclassified to profit or loss	37	(19,803)	(4,335)	(3,696)	-
Total components of other comprehensive income that will not be reclassified to profit or loss		80,066	17,340	14,783	-
Other comprehensive income (expense) for the period, net of tax		80,066	17,340	14,783	-
Total comprehensive income for the year		502,145	250,867	473,721	265,192
Earnings per share (Baht)					
Basic earnings per share	38	0.42	0.23	0.46	0.27

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



SUSCO PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2022

Thousand Baht

Consolidated financial statements														
	issued and paid-up share capital	Share premium	Share premium on treasury shares	Surplus from decreasing share capital by writing off treasury shares	Expired warrants	Retained earnings			Other components of shareholders' equity				Treasury shares	Total shareholders' equity
						Appropriated		Unappropriated	Revaluation surplus	Gain on investment in equity instruments measured at fair value through other comprehensive income	Share of other comprehensive income (expense) of associates	Total other components of shareholders' equity		
						Legal reserve	Treasury shares							
Note														
Beginning balance as at January 1, 2021	1,100,006	45,016	204,339	40,122	27,498	(37,500)	281,186	1,837,406	880	61,375	-	62,255	(281,186)	3,454,142
Treasury shares	-	-	-	-	-	-	-	-	-	-	-	-	(9,130)	(9,130)
Treasury shares reserved	-	-	-	-	-	-	9,130	(9,130)	-	-	-	-	-	-
Dividend payment	-	-	-	-	-	-	-	(169,951)	-	-	-	-	-	(169,951)
Total comprehensive income for the year	-	-	-	-	-	-	-	233,527	-	-	-	-	-	233,527
Profit for the year	-	-	-	-	-	-	-	-	-	-	-	-	-	17,340
Other comprehensive income for the year, net of tax	-	-	-	-	-	-	-	-	-	-	-	-	-	17,340
Ending balance as at December 31, 2021	1,100,006	45,016	204,339	40,122	27,498	(37,500)	290,316	1,891,852	880	78,715	-	79,595	(290,316)	3,525,928
Decreasing share capital by writing off treasury shares	(50,006)	-	-	(40,122)	-	-	-	(54,888)	-	-	-	-	145,016	-
Treasury shares reserved	-	-	-	-	-	-	(145,016)	145,016	-	-	-	-	-	-
Dividend payment	-	-	-	-	-	-	-	(219,889)	-	-	-	-	-	(219,889)
Total comprehensive income for the year	-	-	-	-	-	-	-	422,079	-	-	-	-	-	422,079
Profit for the year	-	-	-	-	-	-	-	-	-	-	-	-	-	80,066
Other comprehensive income for the year, net of tax	-	-	-	-	-	-	-	16,316	-	63,750	-	63,750	-	80,066
Ending balance as at December 31, 2022	1,050,000	45,016	204,339	-	27,498	(37,500)	145,300	2,200,486	880	142,465	-	143,345	(145,300)	3,808,184

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

SUSCO PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (CONT.)
FOR THE YEAR ENDED DECEMBER 31, 2022

Thousand Baht														
Separate financial statements														
	Note	Issued and paid-up shares capital	Share premium	Share premium on treasury shares	Surplus from decreasing share capital by writing off treasury shares	Expired warrants	Retained earnings		Unappropriated surplus	Other components of shareholders' equity	Treasury shares	Total shareholders' equity		
							Legal reserve	Treasury shares reserve						
													Appropriated	Treasury shares
Beginning balance as at January 1, 2021		1,100,006	45,016	204,339	40,122	27,498	137,500	281,186	809,142	880	(281,186)	2,364,503		
Treasury shares	25	-	-	-	-	-	-	-	-	-	(9,130)	(9,130)		
Treasury shares reserved	25	-	-	-	-	-	-	9,130	(9,130)	-	-	-		
Dividend payment	29	-	-	-	-	-	-	-	(169,951)	-	-	(169,951)		
Total comprehensive income for the year		-	-	-	-	-	-	-	265,192	-	-	265,192		
Profit for the year		-	-	-	-	-	-	-	265,192	-	-	265,192		
Ending balance as at December 31, 2021		1,100,006	45,016	204,339	40,122	27,498	137,500	290,316	895,253	880	(290,316)	2,450,614		
Decreasing share capital by writing off treasury shares	25	(50,006)	-	-	(40,122)	-	-	-	(54,888)	-	145,016	-		
Treasury shares reserved	25	-	-	-	-	-	-	(145,016)	145,016	-	-	-		
Dividend payment	29	-	-	-	-	-	-	-	(219,889)	-	-	(219,889)		
Total comprehensive income for the year		-	-	-	-	-	-	-	458,938	-	-	458,938		
Profit for the year		-	-	-	-	-	-	-	458,938	-	-	458,938		
Other comprehensive income for the year, net of tax		-	-	-	-	-	-	-	14,783	-	-	14,783		
Ending balance as at December 31, 2022		1,050,000	45,016	204,339	-	27,498	137,500	145,300	1,239,213	880	(145,300)	2,704,446		

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



SUSCO PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 2022

	Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Cash flows from operating activities				
Profit for the year	422,079	233,527	458,938	265,192
Reconciliations of profit for the year to cash provided by (used in) operating activities:				
Depreciation	396,709	359,758	364,902	324,260
Amortization	9,414	10,302	2,596	3,488
Bad debt and doubtful debts (reversal)	4,467	1,031	(2,955)	957
(Gain) Loss on inventories devaluation	(5,328)	(24,339)	(3,266)	(14,406)
Loss on impairment of assets (reversal)	(11,478)	(6,994)	(1,609)	(2,220)
Loss on impairment of investment in associate	-	-	4,179	12,053
Loss on impairment of investment in subsidiary	-	-	9,338	-
(Gain) loss on disposal of assets	(4,842)	(44,270)	(11,918)	(40,402)
Dividend income	(3,721)	(2,077)	(299,777)	(123,129)
Unrealized (gain) loss on exchange rate	1,694	932	1,694	932
Loss on a financial assets measured at fair value through profit or loss	9,576	6,440	9,576	6,440
Share of loss of associates and joint venture	4,828	12,789	-	-
Employee benefit expense	11,441	14,650	10,986	13,703
Finance costs	69,115	59,398	68,868	60,528
Tax expense	129,540	64,764	59,627	38,783
Profit provided by operating activities before changes in operating assets and liabilities	1,033,494	685,911	671,179	546,179
(Increase) decrease in operating assets				
Trade and other current receivable	(544,684)	(148,149)	(66,035)	(87,353)
Inventories	(65,539)	(57,050)	(53,813)	(33,521)
Other current assets	(164,765)	(96,610)	(108,989)	(75,861)
Other non-current assets	9,733	15,263	9,999	15,668
Increase (decrease) in operating liabilities				
Trade and other current payables	789,142	441,369	(624,602)	310,814
Other current liabilities	5,203	(3,097)	1,296	2,667
Provision for employee benefit	(4,651)	(2,272)	(4,651)	(2,109)
Other non-current liabilities	43,978	(5,897)	-	-
Cash received from operations	1,101,911	829,468	(175,616)	676,484
Income tax expense paid	(131,740)	(85,895)	(72,822)	(58,257)
Net cash provided by (used in) operating activities	970,171	743,573	(248,438)	618,227

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

SUSCO PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF CASH FLOWS (CONT.)

FOR THE YEAR ENDED DECEMBER 31, 2022

	Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Cash flows from investing activities				
Cash payments for short-term loans to related parties	(5,000)	(6,500)	(445,000)	(6,500)
Cash receipts for short-term loans to related parties	2,500	-	442,500	-
Cash payments for other current financial assets	(32,736)	(83,040)	(32,736)	(83,040)
Cash payment for associates investment	-	(6,074)	-	(6,074)
Cash payment for subsidiary investment	-	-	(893,578)	-
Cash payments for acquisition of property, plant and equipment	(449,543)	(330,228)	(419,136)	(319,506)
Cash receipts from disposal of property, plant and equipment	21,092	55,346	17,553	42,145
Cash payments for acquisition of intangible assets and rights-of-use assets	(127,555)	(90,394)	(127,429)	(90,394)
Cash receipts on return on investment in subsidiary	-	-	1,655,383	-
Dividend received	3,721	2,077	299,777	123,129
Net cash provided by (used in) investing activities	(587,521)	(458,813)	497,334	(340,240)
Cash flows from financing activities				
Increase (decrease) in bank overdrafts and short-term borrowings from financial institutions	402,000	180,000	402,000	180,000
Cash receipts from long-term borrowings from related parties	-	-	440,000	30,000
Cash payments for long-term borrowings from related parties	-	-	(499,000)	-
Cash receipts from long-term borrowings from financial institutions	220,000	80,000	220,000	80,000
Cash payments for repayment of long-term borrowings from financial institutions	(46,923)	(174,772)	(46,923)	(174,772)
Cash payments for repayment of lease liabilities	(138,721)	(117,974)	(168,394)	(148,763)
Cash payments for treasury shares	-	(9,130)	-	(9,130)
Dividend paid	(219,236)	(169,549)	(219,236)	(169,549)
Interest expense paid	(17,617)	(15,494)	(21,021)	(16,925)
Net cash provided by (used in) financing activities	199,503	(226,919)	107,426	(229,139)
Net increase in cash and cash equivalents	582,153	57,841	356,322	48,848
Cash and cash equivalents - beginning of year	360,077	302,236	218,171	169,323
Cash and cash equivalents - ending of year	942,230	360,077	574,493	218,171
<u>Supplemental cash flows information</u>				
Asset acquired right-of-use assets under lease agreement	384,513	310,546	309,977	315,534

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



SUSCO PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2022

1. GENERAL INFORMATION

1.1 Legal status and address of the Company

The Company had registered to be a limited company on September 21, 1977. The Company's status had been changed to be the public company limited and registered with the Ministry of Commerce on February 8, 1993.

The address of its registered office is as follows:

Head office is located at 139, Ratburana Road, Bangpakok, Ratburana, Bangkok, 10140, Thailand.

1.2 Nature of the Company's operations

The principal activities of SUSCO Public Company Limited and its subsidiaries are to trade fuel products as wholesalers and retailers. The fuel products of the Group are benzene, diesel oil, gasohol, natural gas, liquefied petroleum gas (LPG) and lubricants.

1.3 Major shareholders

The Company's major shareholders were the Simarojs family which owns the common shares at 22.75 % of the total common shares of the Company.

2. BASIS FOR THE PREPARATION OF FINANCIAL STATEMENTS

2.1 Basis for the preparation of financial statements

The financial statements have been prepared in accordance with the accounting standards prescribed by Thai Accounts Act enunciated under the Accounting Profession Act B.E. 2004 by complying with the financial reporting standards. The presentation of the financial statements has been made in compliance with the Notification of the Department of Business Development, the Ministry of Commerce, re : the financial statements presentation for public limited company, issued under the Accounting Act B.E. 2000.

The financial statements have been prepared on a historical cost basis except where otherwise disclosed in the accounting policies.

The financial statements in Thai language are the official statutory financial statements of the Company. The financial statements in English language have been translated from the financial statements in Thai language version.

2.2 Basis for the preparation of consolidated financial statements

2.2.1 The consolidated financial statements have included the financial statements of Susco Public Company Limited and its subsidiaries as follows;

Company name	Type of business	Percentage of shareholding		Country of establishment
		% of share capital		
		2022	2021	
Direct shareholding				
Siam Mongkol Oil Co., Ltd.	Trading of fuel, liquefied petroleum gas, lubricants and marts.	99.99	99.99	Thailand
Sirijaroenwattana Co., Ltd.	Providing management services and land for rent to natural gas for vehicles stations	99.99	99.99	Thailand
SUSCO Dealers Co., Ltd.	Trading of fuel and offering the right to use the trademark license	100.00	100.00	Thailand
SUSCO Marketing Co., Ltd.	Sale of consumer goods at the convenience store through the service station	100.00	100.00	Thailand
SUSCO Property Co., Ltd.	Leasing out land and service stations	100.00	-	Thailand
SUSCO Beyond Co., Ltd.	Import and distribution electric vehicle	100.00	-	Thailand
Indirect shareholding				
SUSCO Retail Property Co., Ltd.	Leasing out land and service stations	100.00	100.00	Thailand
SUSCO Marketing Co., Ltd.	Sale of consumer goods at the convenience store through the service station	-	100.00	Thailand
SUSCO Property Co., Ltd.	Leasing out land and service stations	-	99.24	Thailand

2.2.2 The Company is deemed to have control over an investee or subsidiaries if it has rights, or is exposed, to variable returns from its involvement with the investee, and it has the ability to direct the activities that affect the amount of its returns.

2.2.3 Subsidiaries are fully consolidated, being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.

2.2.4 The consolidated financial statements are prepared by using uniform accounting policies. So that the transaction and the others event which are the same or the similar circumstances have been used the identical policies to record those transaction.

2.2.5 Material balances and transactions between the Company and its subsidiary companies have been eliminated from the consolidated financial statements.

2.2.6 Non-controlling interests represent the portion of profit or loss and net assets of the subsidiaries that are not held by the Company and are presented separately in the consolidated profit or loss and within equity in the consolidated statement of financial position.

2.3 Financial reporting standards that became effective in the current year

During the year, the Company and its subsidiaries have adopted the revised financial reporting standards, which are effective for fiscal years beginning on or after January 1, 2022. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting practices, accounting guidance and disclosures in the notes to the financial statements and, for some standards, providing temporary reliefs or temporary exemptions to users of the standards.

The adoption of these financial reporting standards does not have any significant impact on the financial statements in the current year.

2.4 Financial reporting standards that become effective in the future

The Federation of Accounting Professions has issued several revised financial reporting standards and has been published in the Government Gazette, which are effective for fiscal years beginning on or after 1 January 2023. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and for some financial reporting standards, providing temporary reliefs or temporary exemptions for users.

The management of the Company and its subsidiaries have assessed that these revised standards will not have any significant impact on the financial statements in the year when they are adopted.

2.5 New Financial Reporting

The Federation of Accounting Professions has announced to apply the Financial Reporting Standard No.17 on “Insurance Contract” in the Royal Gazette. This standard requires to comply with the defined criteria of the international reporting standards including various related improvements. The effective date is to apply on the financial statements for the accounting period beginning on or after January 1, 2025.

The management of the Company and its subsidiaries have assessed that the new financial reporting standards are not relevant to the Company and its subsidiaries.

3. SIGNIFICANT ACCOUNTING POLICIES

3.1 Revenue and expenses recognition

Revenue from sale of goods is recognized at the point in time when control of the asset is transferred to the customer, generally on delivery of the goods. Revenue is measured at the amount of the consideration received or receivable, excluding value added tax, of goods supplied after deducting returns and discounts.

Revenues from rendering services are recognized in profit or loss over the term of contract.

Rental income and its related services from an investment property are recognized on a straight-line basis over the term of the lease. Contingent rentals are recognized as income in the accounting period in which they are occurred. The related service income is recognized over the term of the lease.

Dividend income is recognised in profit or loss when obtain the right to receive the dividend.

Interest income is recognized in profit or loss on the period and accrual basis.

Other income and expenses are recognized in profit or loss on the accrual basis.

Revenue from customer loyalty program

The Company and its subsidiaries operate a loyalty program which allows customers to accumulate points when they purchase the Company's and its subsidiaries' products in The Company and subsidiaries. The points can then be redeemed for discounted goods in the future. These points provide a discount to customers that they would not receive without purchasing products. The promise to provide the discount to the customers is therefore a separate performance obligation.

The Company and its subsidiaries allocate the transaction price between the revenue from sales and the points on a relative fair value of such points, together with the consideration of the likelihood of redemption. Deferred income is recognized for revenue relating to the loyalty points at the time of the initial sales transactions. Revenue from loyalty points is recognized when the points are redeemed by the customer and the Company and its subsidiaries fulfill their obligation to supply awards. Revenue for points that are not expected to be redeemed is recognized in proportion to the pattern of rights exercised by customers.

3.2 Financial assets and financial liabilities

Classification and measurement of financial assets

The classification of financial assets depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

The Company and its subsidiaries classify its debt instruments in the following categories:

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

The Company and its subsidiaries reclassify debt instruments when and only when its business model for managing those assets changes.

The equity instruments held must be irrevocably classified to two measurement categories; i) at fair value through profit or loss (FVPL), or ii) at fair value through other comprehensive income (FVOCI) without recycling to profit or loss.

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

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

Subsequent measurement of debt instruments depends on the Company and its subsidiaries's business model for managing the asset and the cash flow characteristics of the financial assets. There are three measurement categories into which the Company and its subsidiaries classify its debt instruments:

- **Amortized cost:** A financial assets will be measured at amortised cost when the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows. In addition, the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Interest income from these financial assets is included in financial income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses) together with foreign exchange gains and losses. Impairment losses are presented in profit or loss.
- **FVOCI:** A financial assets will be measured at FVOCI when it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets. In addition, the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Movements in the carrying amount are taken through other comprehensive income, except for the recognition of impairment gains or losses, interest income and related foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss and recognised on other gains/(losses). Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains/(losses) and impairment expenses are presented as separate line item in the statement of comprehensive income.

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

Dividends from such investments continue to be recognised in profit or loss when the Company and its subsidiaries's right to receive payments is established.

Changes in the fair value of financial assets at FVPL are recognised in other gains/(losses) in the statement of income as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

Classification and measurement of financial liabilities and equity

Financial instruments issued by the Company and its subsidiaries must be classified as financial liabilities or equity securities by considering contractual obligations.

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

At initial recognition, the Company and its subsidiaries measure financial liabilities at fair value. The Company and its subsidiaries reclassify all financial liabilities as subsequently measured at amortised cost, except for derivatives.

Recognition and derecognition

The Company and its subsidiaries shall recognize a financial asset or a financial liability in its statement of financial position when, and only when, the Company and its subsidiaries become party to the contractual provisions of the instrument. Regular way purchases and sales of financial assets are recognized on trade-date, the date on which the Company and its subsidiaries commit to purchase or sell the asset. Financial assets are derecognized when the rights to receive cash flows from the financial assets have expired or have been transferred and the Company and its subsidiaries have transferred substantially all the risks and rewards of ownership of the financial assets.

Impairment

The Company and its subsidiaries assess on a forward-looking basis the expected credit loss associated with its debt instruments carried at amortized cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk. The Company and its subsidiaries apply general approach for credit-impaired consideration.

3.3 Cash and cash equivalents

Cash and cash equivalents consist of cash in hand, cash at bank, and all highly liquid investments with an original maturity of three months or less and not subject to withdrawal restrictions.

3.4 Trade receivables

Trade receivables are recognized initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognized at its present value.

Trade and other receivables are stated at the amount expected to be collectible, The Company and its subsidiaries apply the TFRS 9 simplified approach to measuring expected credit losses which uses a simplified approach, which requires expected lifetime losses to be recognised from initial recognition of the receivables. To measure the expected credit losses, trade receivables have been grouped based on the days past due. The expected loss rates are based on the payment profiles and the corresponding historical credit losses which are adjusted to reflect the current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The Company and its subsidiaries have identified the GDP, the unemployment rate and the consumer price index of the countries in which it sells its goods and services to be the most relevant factors, and accordingly adjusts the historical loss rates based on expected changes in these factors. The impairment losses are recognised in profit or loss within administrative expenses.

3.5 Inventories

Inventories are presented at the lower of cost or net realizable value, cost of inventories is calculated using the first in first out method.

The cost of inventories comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

The cost of purchase comprises both the purchase price and costs directly attributable to the acquisition of the inventory, such as import duties, transportation charges and other direct costs incurred in acquiring the inventories less all trade discounts, allowances or rebates.

The net realizable value of inventory is estimated from the selling price in the ordinary course of business less the estimated costs to complete production and the estimated costs to complete the sale.

3.6 Derivatives and hedging activities

Derivatives are initially recognized at fair value on the date a derivative contract is entered into and are subsequently remeasured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument in hedge accounting, and if so, the nature of the item being hedged. The Company and its subsidiaries designate certain derivatives as either:

- hedges of the fair value of recognised assets or liabilities or unrecognized firm commitments (fair value hedges); or
- hedges of a particular risk associated with the cash flows of recognized assets and liabilities and highly probable forecast transactions (cash flow hedges).

Derivatives that is not applied hedge accounting is classified as an asset or liability when the remaining maturity of the hedged item is more than 12 months; it is classified as a current asset or liability when the remaining maturity of the hedged item is less than 12 months.

Certain derivative instruments do not qualify for hedge accounting. Changes in the fair value of any derivative instrument that does not qualify for hedge accounting are recognised immediately in profit or loss and are included in other gains (losses).

3.7 Investment

Investments in associates, subsidiaries and joint venture

Associates are those companies in which the Company has significant influence over the associates, that is the Company has power to participate in determining relating to the financial and operating policies of the enterprise but not up to the level of governing such policies.

Subsidiaries are those companies in which the Company has the power to control the financial and operating policies generally accompanying a shareholding of more than one-half of the voting rights.

Joint venture is these company in which the Company has rights to the net assests of the arrangement.

Investments in associates, subsidiaries and joint venture are stated at cost net from allowance on impairment (if any). Loss on impairment of investment will be recognized as loss in the statement of comprehensive income in the separate financial statements and investments in associates, subsidiaries and joint venture are stated at equity in the consolidated financial statements.

3.8 Investment property

Investment properties are properties which are held to earn rental income, for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes.

Investment property is stated at cost less accumulated depreciation and allowance on impairment (if any).

Cost includes expenditure that is directly attributable to the acquisition of the investment property. The cost of self-constructed investment property includes the cost of materials and direct labour, and other costs directly attributable to bringing the investment property to a working condition for its intended use and capitalised borrowing costs.

Depreciation of investment property under building for rent category is calculated by the straight-line method over the estimated useful life of the assets as follows:

Building	20 years
Petrol station	3 - 25 years
Oil storage	25 years

Depreciation of investment property is included in determining income.

No depreciation is provided on land, construction in progress.

3.9 Property, plant and equipment and depreciation

Land is stated at cost.

Plant and equipment are stated at cost less accumulated depreciation and impairment loss (if any).

Cost is initially recognized upon acquisition of assets along with other direct costs attributing to acquiring such assets in the condition ready to serve the objectives, including the costs of asset demolition, removal and restoration of the asset location, which are the obligations of the company.

Allowance for impairment loss of assets will be made when there is any event or circumstance indicating that the recoverable values of these assets are less than their carrying values.

Expenditure incurred in addition, renewal or betterment are recorded add in involve fixed asset, if it is certainly probable the future economic benefits in excess of the originally assessed standard of performance of the existing asset will flow to the Group. Repair and maintenance costs are recognized as an expense when incurred.

Depreciation is calculated by cost less residual value on the straight-line method over the estimated useful life of the assets as follows:

Building	20 years
Petrol station	3 - 25 years
Oil storage	25 years
Electricity system	25 years
Dispensing pump, operating equipment and others	5 years
Furniture and fixtures	5 years
Vehicles	5 years

The Company and its subsidiaries have reviewed the residual value and useful life of the assets every year.

The depreciation for each asset component is calculated on the separate components when each component has significant cost compared to the total cost of that asset.

Depreciation is included in determining income.

No depreciation is provided on land, construction in progress and equipment under installation.

Property, plant and equipment are written off at disposal. Gains or losses arising from sale or write-off of assets are recognized in the statement of comprehensive income.

3.10 Borrowing costs

Borrowing costs directly attributed to the acquisition or construction of an asset that necessarily takes long time to put in ready to use or available for sale state are capitalized as part of the cost of the respective asset until that asset condition is ready for its intended use. All other borrowing costs are expensed in the period they are incurred. Borrowing costs consist of interest and other costs arising from such borrowing.

3.11 Leases

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

The Company and its subsidiaries assess the lease term for the non-cancellable period as stipulated in lease contract or the remaining period of active leases at the date of initial application (as at January 1, 2020) together with any period covered by an option to extend the lease if it is reasonably certain to be exercised or any periods covered by an option to terminate the lease if it is reasonably certain not to be exercise by considering the effect of changes in technology and/or the other circumstance relating to the extension of the lease term.

Right-of-use assets-as a lessee

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

The cost of right-of-use assets also includes an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets are calculated by reference to their costs on a straight-line basis over the shorter of the lease term and the estimated useful lives for each of right-of-use assets.

Lease liabilities

At the commencement date of the lease, lease liabilities are stated at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable (if any) and amount expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and its subsidiaries and payments of penalties for terminating the lease, if the lease term reflects the Company and its subsidiaries exercising the option to terminate.

In calculating the present value of lease payments, the Company and its subsidiaries use its incremental borrowing rate, which is determined by referring to the government bond yield adjusted with risk premium depending on the lease term, at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of the interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

Short-term leases and leases of low-value assets

The Company and its subsidiaries apply the short-term lease recognition exemption to its short-term leases (those leases that have a lease term of 12 months or less from the commencement date and not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered of low value. Lease payments on short-term and leases of low-value assets are recognized as expense in profit and loss on a straight-line basis over the lease term.

3.12 Intangible assets

Intangible assets that are acquired by the Company and its subsidiaries have finite useful life are stated at cost less accumulated amortization and allowance on impairment (if any).

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognised in profit or loss as incurred.

Amortization is calculated by cost less residual value on the straight-line method over the estimated useful life of the assets as follows:

Software licences	5 years
Trademarks	Contract term
Oil storage	Contract term

The Company and its subsidiaries have reviewed the residual value and useful life of the assets every year.

3.13 Impairment of assets

As at the statement of financial position date, the Company and its subsidiaries assess whether there is an indication of asset impairment. If any such indication exists, the Company and its subsidiaries will make an estimate of the asset's recoverable amount. If the carrying amount of the asset exceeds its recoverable amount, an impairment loss is recognized in profit or loss unless it reverses a previous revaluation credited to equity, in which case it is charged to equity.

The recoverable amount of the asset is the asset's value in use or fair value less costs to sell.

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

3.14 Interest-bearing liabilities

Interest-bearing liabilities are recognised initially at fair value less attributable transaction charges. Subsequent to initial recognition, interest-bearing liabilities are stated at amortised cost with any difference between cost and redemption value being recognised in profit or loss over the period of the borrowings on an effective interest basis.

3.15 Trade accounts payable and others payable

Trade and other accounts payable are stated at cost.

3.16 Employee benefits

Short-term employment benefits

The Company and its subsidiaries recognize salary, wage, bonus and contributions to social security fund and provided fund as expenses when incurred.

Post-employment benefits (Defined contribution plans)

The Company and its subsidiaries and their employees have jointly established a provident fund. The fund is monthly contributed by employees and by The Company and its subsidiaries. The fund's assets are held in a separate trust fund and the Company's and its subsidiaries' contributions are recognized as expenses when incurred.

Post-employment benefits (Defined benefit plans)

The Company and its subsidiaries have obligations in respect of the severance payments that it must pay to the employees upon retirement under the Company's and its subsidiaries's article and the labor law and other employee benefit plans. The Company and its subsidiaries treat these severance payment obligations as a defined benefit plan.

The obligation under the defined benefit plan is calculated based on the actuarial principles by a qualified independent actuary using the projected unit credit method. Such estimates are made based on various assumptions, including discount rate, future salary increase rate, staff turnover rate, mortality rate, and inflation rate.

Actuarial gains and losses for post-employment benefits of the employees will be recognized immediately in other comprehensive income as a part of retaining.

Other long-term employee benefits

The Company and its subsidiaries' net obligation in respect of long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. That benefit is discounted to determine its present value. Remeasurements are recognised in profit or loss in the period in which they arise.

Termination benefits

Termination benefits are expensed at the earlier of when the Company and its subsidiaries can no longer withdraw the offer of those benefits and when the Company and its subsidiaries recognize costs for a restructuring. If benefits are not expected to be settled wholly within 12 months of the end of the reporting period, then they are discounted.

3.17 Provisions

A provision is recognized in the statement of financial position when the Company and its subsidiaries have a present legal or constructive obligation as a result of a past event. It is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows at a pretax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

3.18 Treasury shares

When share capital recognised as equity is repurchased, the amount of consideration paid, including directly attributable costs, is classified as treasury shares and recognised as a deduction from equity. An equal amount is appropriated from retained earnings and taken to a reserve for treasury shares within equity. When treasury shares are sold, the amount received is recognised as an increase in equity by crediting the cost of the treasury shares sold, calculated using the weighted average method, to the treasury shares account and transferring the equivalent amount back from reserve for treasury shares to retained earnings. Surpluses on the sale of treasury shares are taken directly to a separate category within equity, 'Share premium on treasury shares'. Net deficits on sale or cancellation of treasury shares are debited to retained earnings after setting off against any remaining balance of surplus on treasury shares.

3.19 Foreign currency transactions

Transactions in foreign currencies throughout the years are recorded in Baht at prevailing rates at the transaction dates. Outstanding monetary assets and liabilities denominated in foreign currencies at the statement of financial position dates are translated into Baht at the prevailing rates at those dates. Gain or loss arising from translation are credited or charged against current operations.

3.20 Income tax

Income tax comprises current income tax and deferred tax.

Current tax

The Company and its subsidiaries record income tax expense, if any, based on the amount currently payable under the Revenue Code at the income tax rates (20%) of net profit before income tax, after adding back certain expenses which are non-deductible for income tax computation purposes, and less certain transactions which are exemption or allowable from income tax.

Deferred tax



Deferred tax assets and liabilities are provided on the temporary differences between the carrying amount and the tax bases of assets and liabilities at the end of the reporting period. Changes in deferred tax assets and liabilities are recognized as deferred tax income or deferred tax expense which are recognized in the profit or loss except to the extent that it relates to items recognized directly in shareholders' equity or in other comprehensive income.

The deductible temporary differences are recognized as deferred tax assets when it is probable that the Company and its subsidiaries will have future taxable profit to be available against which the deferred tax assets can be utilized. The taxable temporary differences on all taxable items are recognized as deferred tax liabilities. Deferred tax is not recognised for the following temporary differences: the initial recognition of goodwill; the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss; and differences relating to investments in subsidiaries and joint ventures to the extent that it is probable that they will not reverse in the foreseeable future.

Deferred tax assets and liabilities are measured at the tax rates that the Company and its subsidiaries expect to apply to the period when the deferred tax assets are realised or the deferred tax liabilities are settled, based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

At the end of each reporting period, the carrying amount of deferred tax assets are reviewed and reduced the value when it is probable that the Company and its subsidiaries will have no longer the future taxable profit that is sufficient to be available against which all or some parts of deferred tax assets are utilized.

Deferred tax assets and deferred tax liabilities are offset when there is the legal right to settle on a net basis and they relate to income taxes levied by the same tax authority on the same taxable entity.

3.21 Earnings per share

The Company and its subsidiaries present basic and diluted earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company and its subsidiaries by the weighted average number of ordinary shares outstanding during the period, adjusted for own shares held. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding, adjusted for the effects of all dilutive potential ordinary shares.

3.22 Related parties

Enterprises and individuals that directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, the company, including holding companies, subsidiaries and fellow subsidiaries are related parties of the company. Associates and individuals owning, directly or indirectly, an interest in the voting power of the company that gives them significant influence over the enterprise, key management personnel, including directors and officers of the company and close members of the family of these individuals and companies associated with these individuals also constitute related parties.

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

3.23 Fair value measurement

The Company and its subsidiaries uses the market approach to measure their assets and liabilities that are required to be measured at fair value by relevant financial reporting standards, except that the cost approach or income approach is used when there is no active market or when a quoted market price is not available.

Fair value hierarchy

Level 1- Use of quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2- Use of inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (e.g. prices) or indirectly (e.g. derived from prices).

Level 3 - Use of unobservable inputs such as estimates of future cash flows.

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

4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of financial statements in conformity with financial reporting standards at times requires management to make subjective judgements and estimates regarding matters that are inherently uncertain. These judgements and estimates affect amounts reported in the financial statements and disclosures and actual results could differ from these estimates. Significant judgements and estimates are as follows:

Allowance for doubtful accounts

In determining an allowance for doubtful accounts, the management needs to make judgement and estimates the expected credit loss based on the payment profiles and the corresponding historical credit losses which are adjusted to reflect the current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables such as GDP, the unemployment rate and the consumer price index.

Allowance for declining in value of inventory

The determination of allowance for declining in the value of inventory, requires management to make judgements and estimates of the loss expected to occur. The allowance for decline in net realizable value is estimated based on the selling price expected in the ordinary course of business less selling expense.

Impairment of assets

The Company and its subsidiaries treat assets as impaired when they are determined that the recoverable amount is lower than the carrying amount or in assessing whether there is any indication that assets may be impaired. The determination of whether the recoverable amount lower than the carrying amount requires judgement of the management to use key assumptions underlying recoverable amounts.

Investment property, property, plant and equipment / Depreciation

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

In determining the fair value disclosure of investment property, the management used the income approach supported by current and previous valuations by an independent appraiser.

Deferred tax assets

Deferred tax assets are recognized for deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the temporary differences and losses can be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and level of estimated future taxable profits.

Leases

In determining the lease term of contracts with renewal and termination options, the Company and its subsidiaries determine the lease term as the non-cancellable term of the lease, together with any period covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised. The management is required to use judgment in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease, considering all relevant factors that create an economic incentive to exercise either the renewal or termination. After the commencement date, the Company and its subsidiaries reassess the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate.

Post-employment benefits under defined benefit plans

The obligation under the defined benefit plan is determined based on actuarial techniques. Such determination is made based on various assumptions, including discount rate, future salary increase rate, mortality rate and staff turnover rate.

Fair valuation of financial assets and derivatives

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. The Company and its subsidiaries use judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period.

5. RELATED PARTIES

For the purposes of these financial statements, parties are considered to be related to the Company and its subsidiaries if the Company and its subsidiaries has the ability, directly or indirectly, to control or joint control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Company and its subsidiaries and the party are subject to common control or common significant influence. Related parties may be individuals or other entities.

5.1 The nature of relationship with related parties were summarized as follows:

Related parties	Relationship
<u>Subsidiaries</u>	
Siam Mongkol Oil Co., Ltd.	Major Shareholder and common director
Sirijaroenwattana Co., Ltd.	Major Shareholder and common director
SUSCO Dealers Co., Ltd.	Major Shareholder and common director
SUSCO Retail Property Co., Ltd.	Indirect shareholding through SUSCO Dealers Co., Ltd. and common director
SUSCO Marketing Co., Ltd.	Major Shareholder and common director
SUSCO Property Co., Ltd.	Major Shareholder and common director
Susco Beyond Co., Ltd.	Major Shareholder and common director
<u>Associates</u>	
Siam Mongkol Marine Co., Ltd.	Shareholder and common director
Siam Thananya Marine Co., Ltd.	Indirect shareholding through Siam Mongkol Marine Co., Ltd.
<u>Joint venture</u>	
SUSCO Media Joint Venture	Indirect shareholding through SUSCO Marketing Co., Ltd. and common director
<u>Related company</u>	
Siam Truck Service Co., Ltd.	Common director

5.2 The Company and its subsidiaries have pricing policy for transactions with related parties as follows:

Transactions	Pricing policies
Sales of goods	Market price
Purchase of goods	Market price
Interest income	MOR+1%
Rental income	Contractually agreed price
Management income	Contractually agreed price
Other income and other expense	Contractually agreed price
Interest expense	Contractually agreed rate

5.3 Significant transactions with related parties for the years ended December 31, 2022 and 2021 were as follows:

Thousand Baht				
	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Subsidiaries				
Sales of goods	-	-	350,334	127,329
Purchases of goods	-	-	4,956,582	5,051,537
Rental income	-	-	40,679	40,229
Management income	-	-	41,280	40,860
Dividend income	-	-	296,077	121,079
Other income	-	-	21,104	9,423
Other expense	-	-	53,172	52,625
Interest expense	-	-	5,087	8,313
Associates				
Sales of goods	25,125	-	-	-
Other income	687	793	687	793
Other expense	1,963	2,535	1,963	2,535
Joint venture				
Other income	236	266	236	266
Other expense	120	348	120	348
Related parties				
Other income	249	460	249	460
Other expense	3,894	3,928	3,645	3,468
Key management personnel				
Key management personnel compensation				
Short-term benefit	76,107	66,012	72,347	63,206
Post-employment benefits and other long-term benefits	3,207	3,199	3,207	3,199
	<u>79,314</u>	<u>69,211</u>	<u>75,554</u>	<u>66,405</u>

5.4 Balances with related parties as at December 31, 2022 and 2021 were as follows:

Thousand Baht	
Consolidated	Separate

	financial statements		financial statements	
	2022	2021	2022	2021
<u>Asset</u>				
Trade accounts receivable				
Subsidiaries	-	-	23,934	16,392
Total	-	-	23,934	16,392
<u>Less</u> allowance for credit losses	-	-	-	-
Net	-	-	23,934	16,392
Other receivables				
Subsidiaries	-	-	4,408	1,446
Associates	13,988	-	-	-
Related parties	34	65	34	65
Total	14,022	65	4,442	1,511
<u>Less</u> allowance for credit losses	-	-	-	-
Net	14,022	65	4,442	1,511
<u>Liabilities</u>				
Trade accounts payable				
Subsidiaries	-	-	288,823	1,261,834
Related parties	3,857	3,101	3,852	3,069
Total	3,857	3,101	292,675	1,264,903
Lease liabilities				
Subsidiaries	-	-	77,071	125,133
Total	-	-	77,071	125,133

Short-term Loans

Movements of short-term loans to related parties were as follows:

	Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
At beginning	6,500	-	6,500	-
Increase	5,000	14,000	445,000	14,000
Decrease	(2,500)	(7,500)	(442,500)	(7,500)
At ending	9,000	6,500	9,000	6,500

As at December 31, 2022 the Company has short-term loan in the form of 1 promissory note with Siam Mongkol Marin Co., Ltd., an associate, in total Baht 9 million with interest rate at 3.89 percent per annum to be due on December 31, 2023.

As at December 31, 2021 the Company has short-term loan in the form of 4 promissory notes with Siam Mongkol Marine Co., Ltd., an associate, in total Baht 6.5 million. NO. 1 amount of Baht 1.5 million with interest rate at 4.70 percent per annum to be due on January 31, 2022. NO. 2 amount of Baht 1.0 million. NO. 3 amount of Baht 2.5 million. NO. 4 amount of Baht 1.5 million with interest rate at 3.50 percent per annum to be due on May 30, 2022.

Short-term borrowings

Movements of short-term borrowings from related parties were as follows:

	Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
At beginning	-	-	299,000	269,000
Increase	-	-	440,000	30,000
Decrease	-	-	(499,000)	-
At ending	-	-	240,000	299,000

As at December 31, 2022

The Company entered into short-term loan agreement with SUSCO Property Co., Ltd., which is a subsidiary of the Company, amounting to Baht 240 million with interest rate at 1.25% and due on demand.

As at December 31, 2021

The Company entered into short-term loan agreement with Sirijaroenwattana Co., Ltd., which is a subsidiary of the Company, amounting to Baht 44 million with interest rate at 1.25% per annum and due on demand.

The Company entered into short-term loan agreement with SUSCO Retail Property Co., Ltd., which is a subsidiary of the Company, amounting to Baht 60 million with interest rate at 1.25% per annum and due on demand.

The Company entered into short-term loan agreement with SUSCO Property Co., Ltd., which is a subsidiary of the Company, amounting to Baht 195 million with interest rate at 1.25% and due on demand.

5.5 Significant agreements with related parties

Transportation management agreement

The Company entered into transportation management agreement with Siam Truck Service Co., Ltd. for the period of 1 year commencing from October 1, 2022. The agreement can be renewable provided that both parties agree the conditions and further details of reagreement.

Management service agreements

The Company has management service agreements with the subsidiaries for the period of 1 year commencing from October 1, 2022 and September 30, 2023, whereby the Company provides



advice with regard to the management and administration of the organization. The agreement can be renewable provided that both parties agree the conditions and further details of reagreement.

Rental agreement

The Company has sublease agreement for land and buildings with Siam Mongkol Oil Co., Ltd. The sublease agreement had a term and condition as agreed in the agreement.

6. CASH AND CASH EQUIVALENTS

Cash and cash equivalents consisted of:

	Thoussnd Baht			
	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Cash on hand	84,735	44,676	82,115	42,347
Deposits at banks - current accounts	30,139	21,890	26,056	19,045
Deposits at banks - savings accounts	827,356	293,511	466,322	156,779
Total	942,230	360,077	574,493	218,171

7. TRADE AND OTHER CURRENT RECEIVABLE

Trade and other current receivable consisted of:

	Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Trade account receivable				
Relate parties	-	-	23,934	16,392
Other parties	809,258	517,165	293,165	291,486
Total	809,258	517,165	317,099	307,878
<u>Less</u> Allowance for credit losses	(41,080)	(40,877)	(8,800)	(13,906)
Net	768,178	476,288	308,299	293,972

Thousand Baht			
Consolidated financial statements		Separate financial statements	
2022	2021	2022	2021

Other current receivable				
Other receivables				
- Relate parties	14,022	65	4,442	1,511
- Other parties	343,632	117,050	77,747	29,634
Station manager receivable	3,596	3,424	3,493	3,357
Advance	812	355	768	311
Prepaid expense	45,687	102,544	39,486	97,231
Advance payment for the purchase of property	4,650	4,457	4,650	4,457
Other	5,936	4,750	4,648	3,800
Total	418,335	232,645	135,234	140,301
Less Allowance for credit losses	(2,348)	(2,627)	(2,348)	(2,627)
Net	415,987	230,018	132,886	137,674
Total trade and other current receivables	1,184,165	706,306	441,185	431,646

Allowance for credit losses for trade receivables is presented by the aging of trade receivable outstanding as at December 31, 2022 which can be shown as follows:

Thousand Baht						
Consolidated financial statements						
	Not yet due	Up to 3 months	3 - 6 months	6 - 12 months	Over 12 months	Total
Gross carrying amount	669,019	98,947	1,294	7,189	32,809	809,258
Loss allowance	219	373	490	7,189	32,809	41,080

Thousand Baht						
Separate financial statements						
	Not yet due	Up to 3 months	3 - 6 months	6 - 12 months	Over 12 months	Total
Gross carrying amount	242,719	64,663	1,294	403	8,020	317,099
Loss allowance	150	159	68	403	8,020	8,800

Allowance for credit losses for trade receivables is presented by the aging of trade receivable outstanding as at December 31, 2021 which can be shown as follows:

Thousand Baht						
Consolidated financial statements						

	Not yet due	Up to 3 months	3 - 6 months	6 - 12 months	Over 12 months	Total
Gross carrying amount	402,792	73,719	2,343	2,540	35,771	517,165
Loss allowance	99	219	2,248	2,540	35,771	40,877

Thousand Baht

	Separate financial statements					
	Not yet due	Up to 3 months	3 - 6 months	6 - 12 months	Over 12 months	Total
Gross carrying amount	233,283	58,798	2,342	2,553	10,902	307,878
Loss allowance	81	197	173	2,553	10,902	13,906

A trade accounts receivable of the company entered into business rehabilitation under the judgment of the Central Bankruptcy Court. The Group has provided an increase in allowance for impairment of such receivable to reflect the credit risk of such receivable.

Transactions with allowance for credit losses for trade receivable and other current receivables as follows :-

	Thousand Baht	
	Consolidated financial statements	Separate financial statements
Balance as at December 31, 2021	43,504	16,533
Increase (Decrease)	(76)	(5,385)
Write off	-	-
Balance as at December 31, 2022	43,428	11,148

	Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Bad debts	4,543	4,007	2,430	3,943

8. INVENTORIES

Inventories consisted of:

	Thousand Baht	
	Consolidated financial statements	Separate financial statements

	2022	2021	2022	2021
Finished goods - oil	569,425	503,886	310,443	256,630
<u>Less Allowance for decline in value</u>	<u>(1,016)</u>	<u>(6,344)</u>	<u>-</u>	<u>(3,266)</u>
Net	<u>568,409</u>	<u>497,542</u>	<u>310,443</u>	<u>253,364</u>

Thousand Baht

For the year ended December 31,

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Inventories recognized as an expense in				
Cost of sales of goods				
- Cost of sales of goods	31,651,574	18,574,079	23,705,784	15,253,403
- Reversal of write-down	(5,328)	(24,339)	(3,266)	(14,406)
Net	<u>31,646,246</u>	<u>18,549,740</u>	<u>23,702,518</u>	<u>15,238,997</u>

As at 31 December 2022 and 2021, inventories of the Company and its subsidiaries included the oil reserve, as required by law, which had been deposited at oil companies, totaling Baht 100 million and Baht 103 million, respectively. In addition, the Company and its subsidiaries had entered into contracts with another oil company to provide and store the reserve oil for the Company and its subsidiaries. Under the said contracts, the Company and its subsidiaries pays service fees as stated in the contracts.

9. OTHER CURRENT FINANCIAL ASSETS

Other current financial assets consisted of:

	Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Common stock - Fair value	70,384	76,600	70,384	76,600
Forward foreign exchange contracts	-	66	-	66
Total	<u>70,384</u>	<u>76,666</u>	<u>70,384</u>	<u>76,666</u>

The Company receives dividend from financial assets - common stock for the year ended December 31, 2022 and 2021 amount to Baht 3.70 million and Baht 2.05 million respectively.

10. INVESTMENTS IN EQUITY INSTRUMENTS

Investments in equity instruments consisted of:

	Thousand Baht	
	Consolidated financial statements	Separate financial statements

	2022	2021	2022	2021
Investment in marketable equity securities				
Common stock	113,070	113,070	-	-
<u>Add Unrealized gains on investment in</u>				
equity instruments				
measured at fair value	291,743	212,055	-	-
Total	404,813	325,125	-	-
Other long-term investment				
Common stock	29,624	248	29,493	117
Total	434,437	325,373	29,493	117

The movement of in investment in marketable equity securities for the years ended December 31, 2022 and 2021, were as follows:

	Thousand Baht	
	Consolidated	
	Financial Statements	
	2022	2021
Beginning book value	325,125	303,450
Purchase of investments	-	-
Sale of investments	-	-
Changes in fair value	79,688	21,675 *
Ending book value	404,813	325,125

* Resulting from changes in the fair value of Bangkok Aviation Fuel Service Public Company Limited (BAFS). As at December 31, 2021, its price was Baht 25.50 per share and changed to be Baht 31.75 per share as at December 31, 2022.

Other long-term investments consisted of:

	Thousand Baht					
	Percentage of shareholding (%)		Consolidated financial statements		Separate financial statements	
Company's name	2022	2021	2022	2021	2022	2021
Khao Kheow Country Club Co.,Ltd.	0.84	0.84	45	45	45	45
L.P.Land Co.,Ltd.	0.10	0.10	72	72	72	72

Thai Petroleum Pipeline Co.,Ltd.	-	-	131	131	-	-
NTC GLOBAL Pte.Ltd.	39.55	-	29,376	-	29,376	-
Total			29,624	248	29,493	117

Dividend received from investments in marketable equity for the years ended December 31, 2022 and 2021 amount to Baht 0.02 million and Baht 0.03 million, respectively.

During the year 2022, according to the Board of Directors' Meeting held on March 4, 2022, it had the resolution to invest in NTC Global Pte.Ltd. (NTC) Singapore which is established to specifically invest by investing in NaraThai Cousine Co., Ltd. or "Nara" an investment in food and beverage industry. NaraThai Cousine Co., Ltd. is a premium Thai restaurant ranking No. 1 of the foreign tourist market that is currently expanding business both in Thailand and overseas. It has a plan to be listed on the Stock Exchange of Thailand within 2025. This investment is a tag along joint investment. However, the Company did not act as director nor did it have any authority as there is a fund manager who represents, manages and acts on behalf of NTC Global Pte.Ltd (NTC). Therefore, the control authority of the company is without voting right and the Company's shareholding in NaraThai Cousine Co., Ltd. is only 1.80 percent, the Company has classified such investment as general investment.

The Company paid for the shares and establishment expense to NTC Global Pte.Ltd (NTC). On March 14, 2022 USD 878,700 amounted to Baht 29.38 million.

11. INVESTMENT IN ASSOCIATES

Investment in associates consisted of:

					Thousand Baht			
					Consolidated financial statements		Separate financial statements	
Type of business	Paid-up capital (Thousand Baht)	Percentage of shareholding (%)			Equity Method		Cost Method	
		2022	2021		2022	2021	2022	2021
<u>Associates</u>								
Siam Mongkol Marine Co., Ltd	marine transportation services	39,575	30.70	30.70	-	4,179	59,845	53,771
<u>Add Purchase investment</u>					-	-	-	6,074
Total					-	4,179	59,845	59,845
<u>Less Allowance for impairment of investments</u>					-	-	(59,845)	(55,666)
Net					-	4,179	-	4,179

Share of profit (loss) of investment in associates and dividend income for the year ended December 31, 2022 and 2021 were as follows:

		Thousand Baht			
		Consolidated financial statements		Separate financial statements	
		2022	2021	2022	2021
<u>Siam Mongkol Marine Co., Ltd.</u>					
Share of profit (loss)		(4,179)	(12,053)	-	-
Share of other comprehensive income (expense)		-	-	-	-

Siam Mongkol Marine Co., Ltd. reduced the previous registered capital Baht 130 million to registered capital of Baht 32.50 million. The resolution is to increase the capital Baht 32.50 million. This is to allocate ordinary share capital increase Baht 3.25 million at the par value Baht 10 per share. The right is offered to existing shareholder to increase the capital by the proportion held by the shareholder or to grant existing shareholder the right that exceeds the proportion eligible to buy if waived by other shareholders.

At the meeting of the company No.6/2021 on June 24, 2021, it had a resolution for the company to increase capital in Siam Mongkol Marine Co.,Ltd. in accordance with the former shareholding of the company at 18.69 percent or 607,450 shares in the amount of Baht 6.07 million. The Company has paid such shares on July 15, 2021.

However, existing shareholders not fully bought this shares increase resulting in Siam Mongkol Marine Co., Ltd. to register capital increase with shares additionally purchased. The new registered share is Baht 39.57 million divided into ordinary shares Baht 3.96 million at the par value Baht 10 per share. From such capital increase, the Company holds 1.21 million shares or shareholding 30.70 percent.

Summarized financial information in respect of Siam Mongkol Marine Co., Ltd. (Associated company) of the material associate;

	Thousand Baht	
	2022	2021
Current assets	79,596	10,023
Non-current assets	58,111	152,807
Current liabilities	(67,921)	(43,782)
Non-current liabilities	(98,455)	(107,321)
Revenue	74,334	105,858
Loss for the year	(40,396)	(49,696)
Other comprehensive income (loss) for the year	-	-
Total comprehensive income for the year	(40,396)	(49,696)

Reconciliation of the above summarized financial information to the carrying amount of the interest in Siam Mongkol Marine Co., Ltd. recognized in the consolidated financial statements;

	Thousand Baht	
	2022	2021
Net assets	(28,669)	11,727
Proportion of the interest (%)	30.70	30.70
Carrying amount of the interest	(7,797)	4,179

12. INVESTMENT IN SUBSIDIARIES

Investment in subsidiaries consisted of:

Subsidiaries (direct shareholding)	Paid-up capital (Million Baht)	Thousand Baht					
		Percentage of shareholding (%)		Separate financial statements		Dividend income	
				Cost method		For the year ended December 31,	
		2022	2021	2022	2021	2022	2021
Siam Mongkol Oil Co., Ltd.	48	99.99	99.99	47,999	47,999	-	-
Strijaroenwattana Co., Ltd.	120	99.99	99.99	120,000	120,000	-	-
SUSCO Dealers Co., Ltd.	709.45	100.00	100.00	98,887	1,754,270	296,077	121,079
SUSCO Marketing Co., Ltd.	700	100.00	-	57,400	-	-	-
SUSCO Property Co., Ltd.	1,340	100.00	-	811,178	-	-	-
SUSCO Beyond Co., Ltd.	25	100.00	-	25,000	-	-	-
Total				1,160,464	1,922,269	296,077	121,079
Less: Allowance for impairment of investments				(9,338)	-	-	-
Net				1,151,126	1,922,269	296,077	121,079

On April 25, 2022, the Shareholders' Meeting of Susco Dealers Co.,Ltd. (subsidiary) had the resolution to approve the paid-up registered capital decrease of the subsidiaries by decreasing the par value from Baht 25 per share to Baht 7.50 per share. As a result, the registered capital of the subsidiaries had been decreased from Baht 2,364,833,150 to Baht 709,449,945 including 94,593,326 ordinary shares at par value of Baht 7.50 per share by refunding the capital decrease of Baht 1,655,383,205 to the company on May 31, 2022.

On August 25, 2022, the Board of Directors Meeting approved to purchase 1 share of Susco Retail Property Co.,Ltd. from Susco Marketing Co.,Ltd. at the price of Baht 115 per share in order to appropriately restructure the shareholding of the Group.

On October 27, 2022 the board of directors' meeting had a resolution to approve the investment expansion to operate other businesses for greater flexibility and separate from the main business. Therefore, it is considered to set up a new company to operate as above policy under the name SUSCO BEYOND CO. LTD. which consists of registered capital Baht 100,000,000 divided into 10,000,000 shares at Baht 10. The first share payment is called at 25 percent of the share value or Baht 25,000,000.

On November 17, 2022 the board of directors had a resolution to revise the shareholding structure in the subsidiary to set up appropriate shareholding structure of the group to the utmost benefit and

flexibility of business operation. Therefore, it is deemed to have the company entered into buying the shares of SUSCO Property Co., Ltd. and SUSCO Marketing Co., Ltd. as shown in the details below.

SUSCO Property Co., Ltd.					
Existing shareholders	Common stock		Preferred stock		
	share	Baht	share	Baht	
SUSCO Dealers Co., Ltd.	13,297,034	811,173,974.00	1	61.00	
SUSCO Retail Property Co., Ltd.	64	3,904.00	1	61.00	
SUSCO Retail Property Co., Ltd.	1	61.00	-	-	buy through the company Siam Mongkol Oil Co., Ltd.
SUSCO Retail Property Co., Ltd.	1	61.00	-	-	buy through the company Sirijaroenwattana Co., Ltd.
SUSCO Marketing Co., Ltd.					
Existing shareholders	Common stock		Preferred stock		
	share	Baht	share	Baht	
SUSCO Dealers Co., Ltd.	6,999,998	57,399,983.60	-	-	
SUSCO Retail Property Co., Ltd.	1	8.20	-	-	buy through the company Siam Mongkol Oil Co., Ltd.

The transaction above will cause SUSCO Property Co., Ltd. and SUSCO Marketing Co., Ltd. to change the status from an indirect subsidiary of the company to a direct subsidiary of the company. The Company will have the shareholding structure at 100 percent.

The summary of financial information represents the amounts of subsidiaries before intragroup eliminations as follows :

	Thousand Baht					
	2022					
	Siam Mongkol Oil Co., Ltd	Sirijaroenwattana Co., Ltd.	Susco Marketing Co., Ltd.	Susco Property Co., Ltd	Susco Beyond Co., Ltd.	Susco Dealers Co., Ltd. and Subsidiaries
Current assets	52,699	56,105	26,888	237,429	24,959	1,665,418
Non-current assets	13,711	1,139	57,789	600,872	2	505,833
Total assets	66,410	57,244	84,677	838,301	24,961	2,171,251
Current liabilities	52,176	926	34,911	6,419	19	899,885

Non-current liabilities	1,663	448	1,301	11	-	131,235
Total liabilities	53,839	1,374	36,212	6,430	19	1,031,120
Net assets	12,571	55,870	48,465	831,871	24,942	1,140,131
Revenue	1,731,794	17,155	187,176	31,587	5	11,914,342
Net cash flows provided by (used in)						
operating activities	4,420	3,623	6,043	24,530	(39)	317,134
Net cash flows provided by (used in)						
investing activities	(23)	(3,003)	(8,464)	(22,538)	(2)	123,043
Net cash flows provided by (used in)						
financing activities	(2,380)	-	(11,350)	(1)	25,000	(230,160)
Net cash increase (decrease)	2,017	620	(13,771)	1,991	24,959	210,017

Thousand Baht			
2021			
	Siam Mongkol Oil Co., Ltd	Sinjaroenwattana Co., Ltd.	SUSCO Dealers Co., Ltd and Subsidiaries
Current assets	45,518	52,068	2,207,238
Non-current assets	14,628	1,269	1,096,132
Total assets	60,146	53,337	3,303,370
Current liabilities	39,308	766	461,326
Non-current liabilities	1,621	912	74,045
Total liabilities	40,929	1,678	535,371
Net assets	19,217	51,659	2,767,999
Revenue	2,146,303	13,773	6,719,324
Net cash flows provided by (used in) operating activities	(5,001)	(868)	165,130
Net cash flows provided by (used in) investing activities	2,244	(1)	(29,123)
Net cash flows provided by (used in) financing activities	(390)	-	(122,998)
Net cash increase (decrease)	(3,147)	(869)	13,009

13. INVESTMENT IN JOINT VENTURES

Investment in joint ventures consisted of:

Thousand Baht								
	Type of business	Paid-up capital (Thousand Baht)	Percentage of shareholding (%)		Consolidated financial statements Equity Method		Separate financial statements Cost Method	
			2022	2021	2022	2021	2022	2021
Joint ventures								
SUSCO Media Joint Venture	Advertising service	4,600	50.00	50.00	222	871	-	-
					222	871	-	-

Share of profit (loss) of investment in joint venture and dividend income for the year ended December 31, 2022 and 2021 were as follows:

	Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
<u>SUSCO Midia Joint Venture</u>				
Share of profit (loss)	(649)	(736)	-	-

Summarized financial information in respect of SUSCO Midia Joint Venture (Joint Venture) of the material associate;

	Thousand Baht	
	2022	2021
Current assets	442	441
Non-current assets	82	1,479
Current liabilities	(78)	(177)
Revenue	464	240
Loss for the year	(1,299)	(1,471)

Reconciliation of the above summarized financial information to the carrying amount of the interest in SUSCO Midia Joint Venture recognized in the consolidated financial statements;

	Thousand Baht	
	2022	2021
Net assets	446	1,743
Proportion of the interest (%)	50	50
Carrying amount of the interest	222	871

14. INVESTMENT PROPERTIES

Investment properties consisted of:

	Thousand Baht				
	Consolidated financial statements				
	As at December	During the year			As at December
	31, 2021	Additions	Deduction	Reclassification	31, 2022
<u>At cost</u>					
Land	597,493	-	(1,874)	-	595,619
Building, petrol station and oil storage	883,136	11,815	(236,294)	210,729	869,386

Total	1,480,629	11,815	(238,168)	210,729	1,465,005
<u>Accumulated depreciation and impairment</u>					
Land	(5,557)	-	-	-	(5,557)
Building, petrol station and oil storage	(636,316)	(18,922)	227,871	(124,571)	(551,938)
Total	(641,873)	(18,922)	227,871	(124,571)	(557,495)
Investment properties - net	838,756				907,510

Thousand Baht

Consolidated financial statements

	As at December	During the year			As at December
	31, 2020	Additions	Deduction	Reclassification	31, 2021
<u>At cost</u>					
Land	603,802	332	(6,641)	-	597,493
Building, petrol station and oil storage	902,637	22,765	(55,356)	13,090	883,136
Total	1,506,439	23,097	(61,997)	13,090	1,480,629
<u>Accumulated depreciation and impairment</u>					
Land	(5,557)	-	-	-	(5,557)
Building, petrol station and oil storage	(664,275)	(26,778)	54,737	-	(636,316)
Total	(669,832)	(26,778)	54,737	-	(641,873)
Investment properties - net	836,607				838,756

Thousand Baht

Separate financial statements

	As at December	During the year			As at December
	31, 2021	Additions	Deduction	Reclassification	31, 2022
<u>At cost</u>					
Land	286,906	-	-	-	286,906
Building, petrol station and oil storage	212,976	-	-	44,435	257,411
Total	499,882	-	-	44,435	544,317
<u>Accumulated depreciation and impairment</u>					

Land	(484)	-	-	-	(484)
Building, petrol station and oil storage	(121,973)	(12,717)	-	-	(134,690)
Total	(122,457)	(12,717)	-	-	(135,174)
Investment properties - net	377,425				409,143

Thousand Baht					
Separate financial statements					
	As at December	During the year			As at December
	31, 2020	Additions	Deduction	Reclassification	31, 2021
<u>At cost</u>					
Land	-	-	-	286,906	286,906
Building, petrol station and oil storage	184,125	15,761	-	13,090	212,976
Total	184,125	15,761	-	299,996	499,882
<u>Accumulated depreciation and impairment</u>					
Land	-	-	-	(484)	(484)
Building, petrol station and oil storage	(113,066)	(8,907)	-	-	(121,973)
Total	(113,066)	(8,907)	-	(484)	(122,457)
Investment properties - net	71,059				377,425

On March 15, 2022, Susco Property Co.,Ltd. (subsidiary) entered into the agreement to buy/to sell the land with the third party amounted Baht 85 million and had received some deposits amounted Baht 15 million. The subsidiary will transfer the ownership to the purchaser after payment has been made in full.

During the year 2021, the Company sold land to third parties at the selling price net cost to sell of Baht 10.66 million. The said land has a book value of Baht 6.64 million, therefore, the Company has gain from disposal of assets in the amount of Baht 4.02 million which has been included in other income in profit or loss for the years ended December 31, 2021.

Fair value

As at December 31, 2022 and 2021, the fair value of investment properties of Baht 1,458 million and Baht 1,172 million, respectively.

Measurement of fair value - fair value hierarchy

The fair value of investment property was determined by external, independent property valuers, having appropriate recognised professional qualifications and recent experience in location and category of the property being valued. The independent valuers provide the fair value of the Group's investment property portfolio on a regular basis.

The fair value measurement for investment property of Baht 1,458 million was the fair value of land for Baht 1,311 million which has been categorised as a Level 2 fair value based on the market value inputs to the valuation techniques used and the fair value of building, petrol station and oil storage for Baht 147 million based on Depreciated Replacement Value which has been categorised as a Level 3 fair value.

15. PROPERTY PLANT AND EQUIPMENT

Property plant and equipment consisted of:

	Thousand Baht					
	Consolidated financial statements					
	As at	Movement during the year			As at	
	December. 31, 2021	Additions	Deduction	Transferred in (out)	Reclassification	December 31, 2022
At cost						
Land	1,077,117	13,056	(2,295)	-	-	1,087,878
Building and petrol station	1,507,003	29,665	(31,056)	254,367	(10,673)	1,749,306
Oil storage, dispensing pump, operating						
Equipment, electricity system,						
and others	877,995	40,820	(22,186)	14,646	(125,813)	785,462



Furniture and fixture	85,926	12,043	(5,172)	35	454	93,286
Vehicles	34,861	872	(3,650)	-	2,056	34,139
Assets under construction and installation	81,419	328,453	-	(269,048)	(44,435)	96,389
Total	3,664,321	424,909	(64,359)	-	(178,411)	3,846,460
<u>Accumulated depreciation and impairment</u>						
Land	(30,637)	-	-	-	-	(30,637)
Building and petrol station	(937,427)	(88,929)	30,523	-	12,788	(983,045)
Oil storage, dispensing pump, operating Equipment, electricity system, and others	(721,939)	(44,133)	20,943	-	82,596	(662,533)
Furniture and fixture	(72,715)	(6,242)	3,607	-	(452)	(75,802)
Vehicles	(34,654)	(578)	3,650	-	(1,676)	(33,258)
Total	(1,797,372)	(139,882)	58,723	-	93,256	(1,785,275)
Property, plant and equipment, net	1,866,949					2,061,185

Thousand Baht						
Consolidated financial statements						
As at	Movement during the year				As at	
December 31, 2020	Additions	Deduction	Transferred in (out)	Reclassification	December 31, 2021	
<u>At cost</u>						
Land	1,078,227	326	(1,436)	-	-	1,077,117
Building and petrol station	1,259,837	45,286	(17,933)	232,904	(13,091)	1,507,003
Oil storage, dispensing pump, operating Equipment, electricity system, and others	848,652	47,456	(18,113)	-	-	877,995
Furniture and fixture	82,241	5,096	(1,804)	393	-	85,926
Vehicles	30,704	5	(1,103)	-	5,255	34,861
Assets under construction and installation	87,235	227,481	-	(233,297)	-	81,419

Total	3,386,896	325,650	(40,389)	-	(7,836)	3,664,321
<u>Accumulated depreciation and impairment</u>						
Land	(30,637)	-	-	-	-	(30,637)
Building and petrol station	(885,699)	(66,057)	14,329	-	-	(937,427)
Oil storage, dispensing pump, operating						
Equipment, electricity system,						
and others	(696,722)	(41,680)	16,463	-	-	(721,939)
Furniture and fixture	(68,059)	(6,004)	1,348	-	-	(72,715)
Vehicles	(30,817)	(1,626)	1,102	-	(3,313)	(34,654)
Total	(1,711,934)	(115,367)	33,242	-	(3,313)	(1,797,372)
Property, plant and equipment, net	1,674,962					1,866,949

Thousand Baht						
Separate financial statements						
As at	Movement during the year				As at	
December. 31, 2021	Additions	Deduction	Transferred in (out)	Reclassification	December 31, 2022	
<u>At cost</u>						
Land	779,533	13,056	(2,295)	-	-	790,294
Building and petrol station	1,449,408	29,656	(31,056)	254,367	-	1,702,375
Oil storage, dispensing pump, operating						
Equipment, electricity system,						
and others	626,632	41,856	(22,186)	14,646	-	660,948
Furniture and fixture	78,861	12,058	(5,172)	35	-	85,782
Vehicles	35,431	873	(3,650)	-	2,056	34,710
Assets under construction and installation	81,419	328,453	-	(269,048)	(44,435)	96,389
Total	3,051,284	425,952	(64,359)	-	(42,379)	3,370,498

<u>Accumulated depreciation and impairment</u>						
Land	(30,153)	-	-	-	-	(30,153)
Building and petrol station	(896,751)	(80,631)	30,523	-	-	(946,859)
Oil storage, dispensing pump, operating						
Equipment, electricity system,						
and others	(519,387)	(39,049)	20,943	-	-	(537,493)
Furniture and fixture	(65,595)	(6,266)	3,607	-	-	(68,254)
Vehicles	(35,004)	(579)	3,650	-	(1,676)	(33,609)
Total	(1,546,890)	(126,525)	58,723	-	(1,676)	(1,616,368)
Property, plant and equipment, net	<u>1,504,394</u>					<u>1,754,130</u>

Thousand Baht						
Separate financial statements						
	As at	Movement during the year				As at
	December, 31, 2020	Additions	Deduction	Transferred in (out)	Reclassification	December 31, 2021
<u>At cost</u>						
Land	1,067,549	326	(1,436)	-	(286,906)	779,533
Building and petrol station	1,203,874	39,881	(14,160)	232,904	(13,091)	1,449,408
Oil storage, dispensing pump, operating						
Equipment, electricity system,						
and others	596,443	47,455	(17,266)	-	-	626,632
Furniture and fixture	74,007	5,066	(605)	393	-	78,861
Vehicles	30,762	5	(591)	-	5,255	35,431
Assets under construction and installation	87,235	227,481	-	(233,297)	-	81,419
Total	3,059,870	320,214	(34,058)	-	(294,742)	3,051,284
<u>Accumulated depreciation and impairment</u>						
Land	(30,637)	-	-	-	484	(30,153)

Building and petrol station	(849,114)	(61,624)	13,987	-	-	(896,751)
Oil storage, dispensing pump, operating						
Equipment, electricity system,						
and others	(499,905)	(36,655)	17,173	-	-	(519,387)
Furniture and fixture	(60,175)	(5,984)	564	-	-	(65,595)
Vehicles	(30,656)	(1,626)	591	-	(3,313)	(35,004)
Total	(1,470,487)	(105,889)	32,315	-	(2,829)	(1,546,890)
Property, plant and equipment, net	1,589,383					1,504,394

As at December 31, 2022 and 2021, a portion of the Company's lands with book value of Baht 432 million and Baht 589 million, respectively were pledged to as collateral for credit facilities from bank.

As at December 31, 2022 and 2021, the Company and its subsidiaries had assets which were fully depreciated but they are still in use with gross carrying amount of Baht 1,380 million and Baht 1,320 million, respectively (for the Company amounting to Baht 1,350 million and Baht 1,296 million, respectively).

During the year 2021, the Company sold land to third parties at the selling price net cost to sell of Baht 40.10 million. The said land has a book value of Baht 1.44 million, therefore, the Company has gain from disposal of assets in the amount of Baht 38.66 million which has been included in other income in profit or loss for the years ended December 31, 2021.

16. RIGHT-OF-USE ASSETS

Right-of-use assets consisted of:

	Thousand Baht					
	Consolidated financial statements					
	As at	Movement during the year				As at
	December. 31, 2021	Additions	Deduction	Transferred in (out)	Reclassification	December 31, 2022
<u>At cost</u>						
Petrol station	1,956,132	380,298	(105,319)	-	-	2,231,111
Vehicles	17,946	4,394	-	-	(2,056)	20,284
Leasehold rights	1,405,321	141,206	(111,511)	-	-	1,435,016
Total	3,379,399	525,898	(216,830)	-	(2,056)	3,686,411
<u>Accumulated depreciation and impairment</u>						
Petrol station	(711,336)	(150,234)	105,319	-	-	(756,251)
Vehicles	(8,103)	(3,750)	-	-	1,676	(10,177)
Leasehold rights	(847,644)	(72,312)	111,511	-	-	(808,445)
Total	(1,567,083)	(226,296)	216,830	-	1,676	(1,574,873)

Right-of-use assets, net	1,812,316	2,111,538
--------------------------	-----------	-----------

Thousand Baht

Consolidated financial statements

	As at	Movement during the year				As at
	December. 31, 2020	Additions	Deduction	Transferred in (out)	Reclassification	December 31, 2021
<u>At cost</u>						
Petrol station	1,692,285	292,113	(28,266)	-	-	1,956,132
Vehicles	21,112	2,089	-	-	(5,255)	17,946
Leasehold rights	1,394,405	87,330	(76,414)	-	-	1,405,321
Total	3,107,802	381,532	(104,680)	-	(5,255)	3,379,399
<u>Accumulated depreciation and impairment</u>						
Petrol station	(592,438)	(149,767)	30,869	-	-	(711,336)
Vehicles	(8,840)	(2,576)	-	-	3,313	(8,103)
Leasehold rights	(869,095)	(54,962)	76,413	-	-	(847,644)
Total	(1,470,373)	(207,305)	107,282	-	3,313	(1,567,083)
Right-of-use assets, net	1,637,429					1,812,316

Thousand Baht

Separate financial statements

	As at	Movement during the year				As at
	December. 31, 2021	Additions	Deduction	Transferred in (out)	Reclassification	December 31, 2022
<u>At cost</u>						
Petrol station	1,832,057	305,603	(105,319)	-	-	2,032,341
Vehicles	17,946	4,394	-	-	(2,056)	20,284
Leasehold rights	583,369	119,850	(9,021)	-	-	694,198
Total	2,433,372	429,847	(114,340)	-	(2,056)	2,746,823
<u>Accumulated depreciation and impairment</u>						
Petrol station	(545,942)	(181,053)	105,319	-	-	(621,676)
Vehicles	(8,103)	(3,750)	-	-	1,676	(10,177)
Leasehold rights	(162,554)	(39,246)	9,021	-	-	(192,779)
Total	(716,599)	(224,049)	114,340	-	1,676	(824,632)
Right-of-use assets, net	1,716,773					1,922,191

Thousand Baht						
Separate financial statements						
	As at	Movement during the year				As at
	December 31, 2020	Additions	Deduction	Transferred in (out)	Reclassification	December 31, 2021
<u>At cost</u>						
Petrol station	1,563,151	297,172	(28,266)	-	-	1,832,057
Vehicles	21,112	2,089	-	-	(5,255)	17,946
Leasehold rights	565,850	87,330	(69,811)	-	-	583,369
Total	2,150,113	386,591	(98,077)	-	(5,255)	2,433,372
<u>Accumulated depreciation and impairment</u>						
Petrol station	(411,498)	(165,313)	30,869	-	-	(545,942)
Vehicles	(8,840)	(2,576)	-	-	3,313	(8,103)
Leasehold rights	(196,324)	(36,040)	69,810	-	-	(162,554)
Total	(616,662)	(203,929)	100,679	-	3,313	(716,599)
Right-of-use assets, net	1,533,451					1,716,773

17. INTANGIBLE ASSETS

Intangible assets consisted of:

Thousand Baht				
Consolidated financial statements				
	As at	Movements during the year		As at
	December 31, 2021	Additions	Deduction	December 31, 2022
<u>At cost</u>				
Software licenses	50,726	7,705	(14,197)	44,234
Trademarks	2,250	-	-	2,250
The right to use the trademark	838	-	-	838
Rights to manage gas stations	120,000	-	-	120,000
Total	173,814	7,705	(14,197)	167,322
<u>Accumulated amortization</u>				
Software licenses	(44,215)	(2,605)	14,197	(32,623)
Trademarks	(2,250)	-	-	(2,250)
The right to use the trademark	(596)	(112)	-	(708)
Rights to manage gas stations	(71,442)	(6,697)	-	(78,139)
Total	(118,503)	(9,414)	14,197	(113,720)



Intangible assets, net

55,311

53,602

Thousand Baht

Consolidated financial statements

	As at	Movements during the year		As at
	December 31, 2020	Additions	Deduction	December 31, 2021
<u>At cost</u>				
Software licenses	47,661	3,065	-	50,726
Trademarks	2,250	-	-	2,250
The right to use the trademark	838	-	-	838
Rights to manage gas stations	120,000	-	-	120,000
Total	170,749	3,065	-	173,814
<u>Accumulated amortization</u>				
Software licenses	(40,723)	(3,492)	-	(44,215)
Trademarks	(2,250)	-	-	(2,250)
The right to use the trademark	(484)	(112)	-	(596)
Rights to manage gas stations	(64,744)	(6,698)	-	(71,442)
Total	(108,201)	(10,302)	-	(118,503)
Intangible assets, net	62,548			55,311

Thousand Baht

Separate financial statements

	As at	Movements during the year		As at
	December 31, 2021	Additions	Deduction	December 31, 2022
<u>At cost</u>				
Software licenses	35,545	7,579	-	43,124
Trademarks	2,250	-	-	2,250
Total	37,795	7,579	-	45,374
<u>Accumulated amortization</u>				
Software licenses	(29,035)	(2,596)	-	(31,631)
Trademarks	(2,250)	-	-	(2,250)
Total	(31,285)	(2,596)	-	(33,881)
Intangible assets, net	6,510			11,493

Thousand Baht

Separate financial statements

	As at	Movements during the year		As at
	December 31, 2020	Additions	Deduction	December 31, 2021

<u>At cost</u>				
Software licenses	32,480	3,065	-	35,545
Trademarks	2,250	-	-	2,250
Total	34,730	3,065	-	37,795
<u>Accumulated amortization</u>				
Software licenses	(25,547)	(3,488)	-	(29,035)
Trademarks	(2,250)	-	-	(2,250)
Total	(27,797)	(3,488)	-	(31,285)
Intangible assets, net	6,933			6,510

18. DEFERRED TAX ASSETS AND DEFERRED TAX LIABILITIES

Deferred tax assets and deferred tax liabilities consisted of:

	Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Deferred tax assets	49,263	49,977	39,697	40,281
Deferred tax liabilities	(91,381)	(79,147)	(220)	(220)
Deferred tax assets (liabilities) - net	(42,118)	(29,170)	39,477	40,061

Movements for the years ended December 31, 2022 and 2021 were summarized as follows:

	Thousand Baht			
	Consolidated financial statements			
	Balance as at December 31, 2021	Revenue (expenses) during the year		Balance as at December 31, 2022
		In profit or loss	In other comprehensive income	
Deferred tax assets:				
Trade and other current payables	8,695	(12)	-	8,683
Investments in equity instruments	711	-	-	711
Right-of-use assets	16,109	5,468	-	21,577
Provisions for employee benefit	18,392	(1,052)	(3,865)	13,475
Total	43,907	4,404	(3,865)	44,446
Deferred tax liabilities:				
Investments in equity instruments	(42,411)	-	(15,938)	(58,349)
Property, plant and equipment and investment properties	(8,483)	(570)	-	(9,053)
Right-of-use assets	(21,954)	3,023	-	(18,931)
Other non-current assets	(220)	-	-	(220)
Other payable	(9)	(2)	-	(11)
Total	(73,077)	2,451	(15,938)	(86,564)

Deferred tax assets (liabilities) - net

(29,170)

(42,118)

Thousand Baht

Consolidated financial statements

	Balance as at December 31, 2020	Revenue (expenses) during the year		Balance as at December 31, 2021
		In profit or loss	In other comprehensive income	
Deferred tax assets:				
Trade and other current payables	9,285	(590)	-	8,695
Investments in equity instruments	711	-	-	711
Right-of-use assets	14,218	1,891	-	16,109
Provisions for employee benefit	13,583	4,809	-	18,392
Total	37,797	6,110	-	43,907
Deferred tax liabilities:				
Investments in equity instruments	(38,075)	-	(4,336)	(42,411)
Property, plant and equipment and investment properties	(7,523)	(960)	-	(8,483)
Right-of-use assets	(25,451)	3,497	-	(21,954)
Other non-current assets	(220)	-	-	(220)
Other payable	(8)	(1)	-	(9)
Total	(71,277)	2,536	(4,336)	(73,077)
Deferred tax assets (liabilities) - net	(33,480)			(29,170)

Thousand Baht

Separate financial statements

	Balance as at December 31, 2021	Revenue (expenses) during the year		Balance as at December 31, 2022
		In profit or loss	In other comprehensive income	
Deferred tax assets:				
Trade and other account receivables	3,307	(1,077)	-	2,230
Investments in equity instruments	711	-	-	711
Property, plant and equipment and investment properties	6,709	(322)	-	6,387
Right-of-use assets	14,073	3,244	-	17,317
Employee benefit obligations	15,481	1,267	(3,696)	13,052
Total	40,281	3,112	(3,696)	39,697
Deferred tax liabilities:				
Other non-current assets	(220)	-	-	(220)
Total	(220)	-	-	(220)
Deferred tax assets (liabilities) - net	40,061			39,477

Thousand Baht

Separate financial statements

Balance as at Revenue (expenses) during the year Balance as at

	December 31, 2020	In profit or loss	In other comprehensive income	December 31, 2021
Deferred tax assets:				
Trade and other account receivables	3,904	(597)	-	3,307
Investments in equity instruments	711	-	-	711
Property, plant and equipment and investment properties	7,264	(555)	-	6,709
Right-of-use assets	9,255	4,818	-	14,073
Employee benefit obligations	13,162	2,319	-	15,481
Total	34,296	5,985	-	40,281
Deferred tax liabilities:				
Other non-current assets	(220)	-	-	(220)
Total	(220)	-	-	(220)
Deferred tax assets (liabilities) - net	34,076			40,061

As at December 31, 2022 and 2021, several subsidiaries had an accumulated loss (in tax) that was still unused of approximately Baht 38 million and Baht 47 million, respectively. The subsidiaries above did not record deferred tax assets from such loss because there was an uncertainty whether the subsidiary would have enough profit to utilize the benefits from deferred tax assets or not.

19. BANK OVERDRAFTS AND SHORT-TERM BORROWING FROM FINANCIAL INSTITUTION

Bank overdrafts and short-term loan from financial institution consisted of:

	Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Promissory note	-	280,000	-	280,000
Trust receipts	682,000	-	682,000	-
Total	682,000	280,000	682,000	280,000

As at December 31, 2022 and 2021, The Company has short-term credit facilities with a bank which consist of letter of credit and/or trust receipts and promissory note at the amount of Baht 1,983 million and Baht 2,291 million with the interest of 1% - 1.87% and 1% - 1.45%, respectively. The short term credit facilities are secured by land.

20. TRADE AND OTHER CURRENT PAYABLES

Trade and other current payables consisted of:

	Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Trade payables				
Related parties	3,857	3,101	292,675	1,264,903
Other parties	1,618,123	940,944	770,851	525,159
	<u>1,621,980</u>	<u>944,045</u>	<u>1,063,526</u>	<u>1,790,062</u>
Other current payables				
other payables	66,183	72,371	58,124	61,421
advance income	177,300	120,443	170,434	113,819
Payable - deposit	23,198	22,716	22,744	22,263
Performance insurance	43,006	27,837	42,985	27,827
Accrued expenses	63,450	32,359	58,928	28,736
Other	15,097	251	14	21
	<u>388,234</u>	<u>275,977</u>	<u>353,229</u>	<u>254,087</u>
Total trade payable and other current payables	<u>2,010,214</u>	<u>1,220,022</u>	<u>1,416,755</u>	<u>2,044,149</u>

21. LONG-TERM BORROWINGS FROM FINANCIAL INSTITUTIONS

Long-term loans from financial institutions consisted of:

	Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Beginning balance	253,846	350,000	253,846	350,000
Increase	220,000	80,000	220,000	80,000
Decrease	(46,923)	(176,154)	(46,923)	(176,154)
<u>Less</u> Deferred financial cost	<u>(464)</u>	<u>(571)</u>	<u>(464)</u>	<u>(571)</u>
Ending balance	426,459	253,275	426,459	253,275
<u>Less</u> Current portion	<u>(66,047)</u>	<u>(32,201)</u>	<u>(66,047)</u>	<u>(32,201)</u>
Long-term borrowings - net	<u>360,412</u>	<u>221,074</u>	<u>360,412</u>	<u>221,074</u>

On April 10, 2020, the Company entered into a long-term loan agreement from a local financial institution with a credit line of Baht 500 million at THBFIX 6M+fixed increase ratio. The Company withdrew such amount Baht 200 million. Such loan has an objective to support retail business expansion through petrol stations. The principal repayment term is 26 periods with payment of 3 months per period

and installment 1- 25 at Baht 7.69 million. Last installment is agreed to pay with the outstanding principal starting the first payment in July 2021.

On March 25, 2021, the Company has drawn up an additional loan of Baht 80 million (under the credit line of Baht 500 million) at THBFIX 6M+fixed increase ratio. Such loan has an objective to support retail business expansion through petrol stations. The principal repayment term is 26 periods with payment of 3 months per period and installment 1- 25 at Baht 3.08 million. Last installment is agreed to pay with the outstanding principal starting the first payment in January 2022.

On February 21, 2022, the Company has drawn up an additional loan of Baht 100 million (under the credit line of Baht 500 million) at THBFIX 6M+fixed increase ratio. Such loan has an objective to support retail business expansion through petrol stations. The principal repayment term is 26 periods with payment of 3 months per period and installment 1- 25 at Baht 3.85 million. Last installment is agreed to pay with the outstanding principal starting the first payment in December 2022.

On April 29, 2022, the Company has drawn up an additional loan of Baht 120 million (under the credit line of Baht 500 million) at CIMBT MLR - fixed increase ratio. Such loan has an objective to support retail business expansion through petrol stations. The principal repayment term is 26 periods with payment of 3 months per period and installment 1- 25 at Baht 4.62 million. Last installment is agreed to pay with the outstanding principal starting the first payment in December 2022.

As of December 31, 2022, the total amount of long-term loans of Baht 500 million has been changed to the interest rate of CIMBT MLR - fixed rate.

The Company must comply with the significant conditions specified in the loan agreement, ie maintaining the debt to equity ratio (D/E Ratio) and the debt service coverage ratio as the ratio specified in the agreement.

Long-term loans are secured by land which has a collateral value of Baht 432 million.

22. LEASE LIABILITIES

The carrying amounts of lease liabilities and the movement for the years ended December 31, 2022 and 2021 are presented below.

	Baht			
	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
As at January 1,	1,261,811	1,069,239	1,268,933	1,102,162
Increase	384,513	310,546	309,977	315,534
Increase from interest	50,495	44,925	48,534	44,493
Payment	(189,215)	(162,899)	(216,929)	(193,256)
Balance as at December 31,	1,507,604	1,261,811	1,410,515	1,268,933

Less Current portion within one year	(145,972)	(142,369)	(126,270)	(120,782)
Net	1,361,632	1,119,442	1,284,245	1,148,151

The Company and its subsidiaries had total cash outflows for leases for year ended December 31, 2022 and 2021 in amount of Baht 138.72 million and Baht 117.97 million (separate company: Baht 168.40 million and Baht 148.76 million) and also had non-cash additions to right-of-use assets and lease liabilities of Baht 384.51 million and Baht 310.55 million (separate company: Baht 309.98 million and Baht 315.53 million) respectively.

The following are the amounts for the year ended December 31, 2022 and 2021 recognized in profit or loss:

	Thousand Baht			
	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Depreciation of right-of-use assets	225,903	207,305	223,656	203,929
Interest expense on lease liabilities	50,494	44,925	48,534	44,493
Expenses related to short-term leases	8,013	8,988	7,570	8,105
Expenses related to the lease of assets low value referrals	4,010	5,328	6,610	5,500
Total	288,420	266,546	286,370	262,027

23. NON-CURRENT PROVISIONS FOR EMPLOYEE BENEFITS

The statements of financial position

	Thousand Baht			
	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Defined benefits obligation at beginning balance	80,845	68,467	77,406	65,812
Benefits paid by the plan	(4,651)	(2,272)	(4,651)	(2,109)
Current service costs and interest	11,440	14,650	10,986	13,703
(Gain) loss on re-measurements of defined benefit plans	(20,181)	-	(18,479)	-
Defined benefits obligation at ending balance	67,453	80,845	65,262	77,406

Expense recognized in the statements of comprehensive income:

For the year ended December 31, 2022 and 2021

	Thousand Baht			
	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Current service cost				
Service cost	10,013	13,653	9,602	12,745
Interest on obligation	1,427	997	1,384	958

Total	11,440	14,650	10,986	13,703
-------	--------	--------	--------	--------

Actuarial (gain) losses on defined employee benefits plans

	Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Actuarial losses arising from				
Changes in demographic assumptions	(12,501)	-	(11,399)	-
Changes in financial assumptions	1,253	-	1,395	-
Experience adjustments	(8,933)	-	(8,475)	-
Total	(20,181)	-	(18,479)	-

Sensitivity analysis

The results of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligations as at December 31, 2022 and 2021 are summarized below:

	Thousand Baht			
	2022			
	Consolidate financial statements		Separate financial statements	
	1% increase	1% decrease	1% increase	1% decrease
Discount rate	(4,884)	5,475	(4,723)	5,294
Salary increase rate	5,605	(5,096)	5,421	(4,929)
Turnover rate	(5,207)	1,144	(5,033)	1,108
Experience improvement	301	(300)	294	(293)

	Thousand Baht			
	2021			
	Consolidate financial statements		Separate financial statements	
	1% increase	1% decrease	1% increase	1% decrease
Discount rate	(6,282)	7,092	(5,907)	6,650
Salary increase rate	8,828	(7,868)	8,320	(7,435)
Turnover rate	(6,692)	1,621	(6,289)	1,524

Principal actuarial assumptions at the reporting date

For the years ended December 31, 2022 and 2021

2022	2021
Percentage	Percentage



	Consolidated financial statements	Separate financial statements	Consolidated financial statements	Separate financial statements
Discount rate	1.93 - 2.85	2.55	1.46 - 1.75	1.46
Salary increase rate	1.67 or 5.00	1.67 or 5.00	5	5
Employee turnover rate				
Below 31 years	46 - 52	49	31 - 51	51
31 - 40 years	22 - 34	28	22 - 32	30
41 - 50 years	16 - 28	16	0 - 22	17
Above 50 years	-	-	-	-
Disability rate	5 of mortality rate	5 of mortality rate	5 of mortality rate	5 of mortality rate
Mortality rate	100 of Thai mortality table 2017	100 of Thai mortality table 2017	100 of Thai mortality table 2017	100 of Thai mortality table 2017

24. WARRANTS

On February 5, 2015, the Company issued warrants to purchase new ordinary shares of the Company. The details of warrants are as follows;

Name of warrants	: Warrants to purchase the new ordinary shares of SUSCO Public Company Limited No.1 (SUSCO-W1)
Allocated to	: Existing common shareholders
Number of warrants issued	: 275,000,000 units
Offering price	: Baht 0.10 per unit
Number of listed warrants	: 274,977,311 units
Maturity	: 4 years
Exercise price	: Baht 4 per share
Exercise right per unit	: Warrant 1 unit to 1 ordinary share
Exercise period	: The holders of warrants are able to exercise the warrant on the last business day of March, June, September and December each year and the last exercise date will be on 4 February 2019.

The Company received Baht 27.50 million from the offering of such warrants and presented such items under the shareholders' equity.

During the exercise date to February 4, 2019 (late exercise date), there were the warrant holders for 5,556 units to exercise the right to purchase 5,556 ordinary shares of the Company. Therefore, the remaining balance of unexercised warrants was 274,971,755 units or Baht 27.50 million. The Company stated the transactions of expired warrants in the shareholders' equity.

25. TREASURY SHARES

2nd time

According to the resolution of the Board of Directors Meeting No. 8/2020 on August 27, 2020, the Board of Directors passed a resolution to approve the Company to purchase the treasury share not exceeding 55 million shares or not exceeding Baht 180 million. As at December 31, 2020, the Company has 46.90 million treasury shares, with an average cost of Baht 2.78 per share, amounting to Baht 130.18 million. The remaining treasury shares of 46.90 million shares at 1 baht per share represent 4.26% of the paid-up capital of the company.

During the year 2021, the Company repurchased 3.10 million shares, with an average cost of Baht 2.95 per share, totaling Baht 9.13 million. The Company has total purchased 50 million treasury shares, equivalent to 4.55 percent of the outstanding and paid-up shares, with a total of Baht 139.31 million. Therefore, the Company, announced the suspension of share repurchase on March 12, 2021.

The Company has appropriated retained earnings to reserve for treasury shares in the amount of Baht 139.31 million. This reserve will not be paid as dividends until the treasury shares are sold or reduced paid-up capital by write off the remaining shares that can not be sold within the period of not over than 3 years, whichever is the case.

The company is able to hold 50 million treasury shares during September 2020 to March 2021 for no more than 3 years from the date of purchase or can be held until within March 2024.

1st time

According to the resolution of the Board of Directors Meeting No. 2/2019 on February 28, 2019, the Board of Directors passed a resolution to approve the Company to purchase the treasury share not exceeding 110 million shares or not exceeding Baht 325 million. As at September 30, 2019, the Company has 50.01 million treasury shares, with an average cost of Baht 3.02 per share, amounting to Baht 151.00 million. The remaining treasury shares of 50.01 million shares at 1 baht per share represent 4.55% of the paid-up capital of the company.

The Company has appropriated retained earnings to reserve for treasury shares in the amount of Baht 151 million. This reserve will not be paid as dividends until the treasury shares are sold or reduced paid-up capital by write off the remaining shares that can not be sold within the period of not over than 3 years, whichever is the case.

The company is able to hold 50.01 million treasury shares during March to September 2019 for no more than 3 years from the date of purchase or can be held until within September 2022.

On October 17, 2022 the board of directors' meeting of SUSCO Public Co., Ltd. had a resolution to reduce the registered capital of the company by eliminating treasury stock of the company 50,005,500 shares at the par value of Baht 1, totaling Baht 50,005,500. The Company has registered with the Department of Business Development, Ministry of Commerce on October 17, 2022 after registering such capital reduction. The



Company will have registered capital Baht 1,324,994,500 as registered ordinary shares 1,324,994,500 shares at the par value Baht 1 divided into (1) ordinary share issued and sold 1,050,000,056 shares and (2) ordinary shares not issued and sold 274,994,444 shares.

The Company has reduced the paid-up capital from Baht 1,100,005,556 to Baht 1,050,000,056.

26. SHARE PREMIUM

According to the provision of the Public Limited Companies Act, the Company is required to set aside share subscription monies received in excess of the par value of the shares issued to a reserve account. Share premium is not available for dividend distribution.

27. SHARE PREMIUM ON TREASURY SHARES

The share premium on treasury shares represents the accumulated surplus on sale of treasury shares, net of any deficits on sale or cancellation of treasury shares. The share premium on treasury shares is not available for dividend distribution.

28. LEGAL RESERVE

According to the provision of the Public Limited Companies Act, the Company is required to set aside as statutory reserve at least 5% of its net income after deduction accumulated deficit bought forward (if any), until the reserve reaches 10% of the registered capital. The legal reserve is not available for dividend distribution.

29. DIVIDEND

Year 2022

At the Annual Shareholder's Meeting held on April 28, 2022, the shareholders approved the dividend of the second half year of 2021 at Baht 0.10 per share, totaling Baht 100 million, which will be paid on May 17, 2022.

At the Annual Shareholder's Meeting held on August 25, 2022, the shareholders approved the interim dividend of the year of 2022 at Baht 0.12 per share, totaling Baht 120 million, which will be paid on September 23, 2022.

Year 2021

At the Annual Shareholder's Meeting held on April 27, 2021, the shareholders approved the dividend of the second half year of 2020 at Baht 0.09 per share, totaling Baht 90 million, which will be paid on May 13, 2021.

At the Annual Shareholder's Meeting held on August 26, 2021, the shareholders approved the interim dividend of the year of 2021 at Baht 0.08 per share, totaling Baht 80 million, which will be paid on September 23, 2021.

30. OPERATING SEGMENT

The Company and its subsidiaries operate in a single line of business, namely the fuel and energy business. The products were sold through two main channels, wholesale and retail. Both channels has

similar group of customers and products; therefore, the management considers that the Company and its subsidiaries operate in one major business segment.

The operating segment's performance is regularly reviewed by the chief operating decision maker who is the Executive Directors in order to make decisions about the allocation of resources to the segment and assess its performance. The Company and its subsidiaries assess the performance of the operating segment by using the operating profit or loss as the same basis to assess operating profit or loss in the financial statements.

Information about geographical areas

The Company and its subsidiaries' revenue from sales separated by geographical area for the years ended December 31, 2022 and 2021, were summarized as follows:

Location	Thousand Baht	
	Consolidated financial statements	
	2022	2021
Thailand	22,880,685	12,989,856
Cambodia	8,853,361	6,134,188
Myanmar	1,180,925	617,223
Laos	346,626	95,353
China	208,419	29,217
Total	33,470,016	19,865,837

Information about major customers

The Company and its subsidiaries' revenue from sales from their major customers which more than 10% of total revenue from sales for the years ended December 31, 2022 and 2021, were summarized as follows:

Major customer	Number of customers		Thousand Baht	
	Consolidated financial statements		Consolidated financial statements	
	2022	2021	2022	2021
Customers in Cambodia	2	2	8,853,361	6,134,188

31. OTHER INCOME

Other income for the years ended December 31, 2022 and 2021 consisted of:

Thousand Baht



	Consolidated financial statements		Separate financial statement	
	2022	2021	2022	2021
Management fee	-	-	41,280	40,860
Gain on disposal of assets	4,842	44,270	11,918	40,402
Utilities charges	23,839	18,593	35,867	27,650
Reversal loss on impairment of assets	11,478	6,994	1,609	2,220
Gain on exchange rate	11,350	14,537	11,350	14,537
Through-put charge services	11,963	11,048	11,963	11,048
Revenue from sale of beverage	7,723	3,965	7,723	3,965
Transportation income	2,604	3,314	2,385	2,857
Interest income	1,590	1,436	10,117	1,232
Others	36,300	45,424	20,868	32,898
Total	111,689	149,581	155,080	177,669

32. CONTRIBUTION COSTS

Contribution costs for the years ended December 31, 2022 and 2021 consisted of:

	Thousand Baht			
	Consolidated financial statements		Separate financial statement	
	2022	2021	2022	2021
Personnel expenses	316,479	277,399	283,877	250,374
Depreciation and amortization	358,254	317,691	336,278	291,730
Rental expenses	6,182	8,250	8,275	7,473
Transportation expenses	165,103	116,863	160,048	114,476
Utilities and facilities expenses	74,575	60,501	70,603	57,181
Promotion expenses	68,754	60,165	61,213	48,706
Maintenance expenses	16,032	12,440	14,519	10,033
Others	85,290	53,617	65,514	37,924
Total	1,090,669	906,926	1,000,327	817,897

33. ADMINISTRATIVE EXPENSES

Administrative expense for the years ended December 31, 2022 and 2021 consisted of:

	Thousand Baht			
	Consolidated financial statements		Separate financial statement	
	2022	2021	2022	2021
Personnel expenses	229,744	202,412	221,372	194,755
Depreciation and amortisation	47,868	52,369	31,220	36,018

Bank charges	30,006	20,741	27,819	20,314
Maintenance expenses	30,211	28,222	29,500	27,305
Loss on impairment of investment	-	-	13,516	12,053
Rental expenses	5,842	6,066	5,906	6,132
Others	65,448	47,813	38,149	35,781
Total	409,119	357,623	367,482	332,358

34. EMPLOYEE BENEFIT EXPENSE

Employee benefit expense for the years ended December 31, 2022 and 2021 consisted of:

	Thousand Baht			
	Consolidated financial statements		Separate financial statement	
	2022	2021	2022	2021
Wages and salaries	399,036	372,469	366,759	343,440
Provident fund	9,795	9,539	9,533	9,288
Others	137,392	97,803	128,957	92,401
Total	546,223	479,811	505,249	445,129

Provident fund

The Company established a contributory registered provident fund covering all permanent employees in accordance with the Provident Fund Act B.E.1990.

Under the provident fund plan, employees' and Company's contributions are equivalent to certain percentages of employees' basic salaries. The employees are entitled to the Company's contributions in accordance with the rules and regulations of the fund and on the length of service with the Company. The Company appointed a fund manager to manage the fund in accordance with the terms and conditions prescribed in the Provident Fund Act.

35. EXPENSES BY NATURE

Expense by nature for the years ended December 31, 2022 and 2021 consisted of:

	Thousand Baht			
	Consolidated financial statements		Separate financial statement	
	2022	2021	2022	2021



Changes in inventories of finished goods	(70,866)	(81,389)	(57,079)	(47,927)
Cost of sales of finished goods	31,717,112	18,631,129	23,759,597	15,286,924
Personal expenses	546,223	479,811	505,249	445,129
Depreciation and amortisation	406,123	370,060	367,498	327,748
Rental expenses	12,023	21,655	14,180	13,605
Transportation expenses	165,103	116,863	160,048	114,476
Utilities and facilities expenses	81,932	68,376	77,480	63,635
Promotion expenses	68,754	60,165	61,213	48,706
Maintenance expenses	46,244	40,662	44,019	37,338
Loss on impairment of investment	-	-	13,516	12,053
Others	173,386	106,957	124,606	87,565
Total	33,146,034	19,814,289	25,070,327	16,389,252

36. FINANCE COSTS

Finance costs for the years ended December 31, 2022 and 2021 consisted of:

	Thousand Baht			
	Consolidated financial statements		Separate financial statement	
	2022	2021	2022	2021
Interest expenses				
Related parties	-	-	5,087	8,313
Other parties	69,115	59,398	63,781	52,215
Total	69,115	59,398	68,868	60,528

37. TAX EXPENSE (TAX INCOME)

37.1 Major components of income tax expense (tax income) for the years ended December 31, 2022 and 2021 consisted of:

	Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Income tax expense (income) shown in profit or loss :				
Current tax expense:				
Income tax expense for the period	136,396	73,410	62,739	44,768
Deferred tax expense (income):				
Changes in temporary differences relating to the				
original recognition and reversal	(6,856)	(8,646)	(3,112)	(5,985)
Total	129,540	64,764	59,627	38,783

Income tax relating to components of other comprehensive income:

Deferred tax relating :

Gain on re-measurements of defined benefit plans	3,865	-	3,696	-
Gain on remeasuring of investment in equity instruments	15,938	4,335	-	-
Total	19,803	4,335	3,696	-

37.2 A numerical reconciliation between tax expense (income) and the product of accounting profit multiplied by the applicable tax rate for the years ended December 31, 2022 and 2021 which were summarized as follows:

	Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Accounting profit for the year	551,619	298,291	518,565	303,975
The applicable tax rate	20%	20%	20%	20%
Tax expense (income) at the applicable tax rate	110,324	59,658	103,713	60,795
Reconciliation items:				
Tax effect of expenses that are not deductible in determining tax profit:				
- Expenses not allowed as expenses in determining taxable profit	74,356	45,851	66,146	50,732
Tax effect of income that are not required in determining taxable profit and expenses allowed as additional in determining tax profit	(48,284)	(32,101)	(107,120)	(66,760)
Deferred tax expense arising from the write-down of deferred tax asset	(6,856)	(8,644)	(3,112)	(5,984)
Total reconciliation items	19,216	5,106	(44,086)	(22,012)
Total tax expense (income)	129,540	64,764	59,627	38,783

37.3 A numerical reconciliation between tax average effective tax rate and the application tax rate for the years ended December 31, 2022 and 2021 were summarized as follows:

Consolidated financial statements	
2022	2021

	Tax amount (Thousand Baht)	Tax rate (%)	Tax amount (Thousand Baht)	Tax rate (%)
Accounting profit before tax expense for the year	551,619		298,291	
Tax expense (income) at the applicable tax rate	110,324	20.00	59,658	20.00
Reconciliation items	19,216	3.48	5,106	1.71
Tax expense (income) at the average effective tax rate	129,540	23.48	64,764	21.71

Separate financial statement				
	2022		2021	
	Tax amount (Thousand Baht)	Tax rate (%)	Tax amount (Thousand Baht)	Tax rate (%)
Accounting profit before tax expense for the year	518,565		303,975	
Tax expense (income) at the applicable tax rate	103,713	20.00	60,795	20.00
Reconciliation items	(44,086)	(8.50)	(22,012)	(7.24)
Tax expense (income) at the average effective tax rate	59,627	11.50	38,783	12.76

38. BASIC EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the profit for the period by the weighted average number of ordinary shares which are issued and paid-up during the year.

		Consolidated financial statements		Separate financial statements	
		2022	2021	2022	2021
Profit for the period of parent company	(Thousand Baht)	422,079	233,527	458,938	265,192
Weighted average number of ordinary shares	(Thousand shares)	1,000,000	1,003,100	1,000,000	1,003,100
Less Treasury shares	(Thousand shares)	-	(3,067)	-	(3,067)
Total weighted average number of ordinary shares	(Thousand shares)	1,000,000	1,000,033	1,000,000	1,000,033
Basic earnings per share	(Baht per share)	0.42	0.23	0.46	0.27

39. CLASSIFICATION AND MEASUREMENT OF FINANCIAL ASSETS AND LIABILITIES

As at December 31, 2022, the significant financial assets and financial liabilities classified and measurement were as follows:

	Thousand Baht				
	Consolidated financial statements				
	FVPL	Fair value - Derivatives	FVOCI	Amortized cost	Total
<u>Financial assets</u>					
Cash and cash equivalents	-	-	-	942,230	942,230
Short-term loans	-	-	-	9,000	9,000
Trade and other current receivables	-	-	-	1,184,165	1,184,165
Other current financial assets	70,384	-	-	-	70,384
Vat refund	-	-	-	310,366	310,366
Other current assets	-	-	-	3,857	3,857
Investments in equity investments	29,624	-	404,813	-	434,437
Other non-current assets	-	-	-	37,377	37,377
	<u>100,008</u>	<u>-</u>	<u>404,813</u>	<u>2,486,995</u>	<u>2,991,816</u>

	Thousand Baht		
	Consolidated financial statements		
	Fair value - Derivatives	Amortized cost	Total
<u>Financial liabilities</u>			
Bank overdrafts and short-term borrowing from financial institutions	-	682,000	682,000
Trade and other current payables	-	2,010,214	2,010,214
Other current financial liabilities	649	-	649
Other current liabilities	-	35,765	35,765
Long-term borrowing from financial institutions	-	426,459	426,459

Lease liabilities	-	1,507,604	1,507,604
Other non-current liabilities	-	86,041	86,041
	649	4,748,083	4,748,732

	Thousand Baht				
	Separate financial statements				
	FVPL	Fair value - Derivatives	FVOCI	Amortized cost	Total
<u>Financial assets</u>					
Cash and cash equivalents	-	-	-	574,493	574,493
Short-term loans	-	-	-	9,000	9,000
Trade and other current receivables	-	-	-	441,185	441,185
Other current financial assets	70,384	-	-	-	70,384
Vat refund	-	-	-	227,585	227,585
Other current assets	-	-	-	2,101	2,101
Investments in equity investments	29,493	-	-	-	29,493
Other non-current assets	-	-	-	21,455	21,455
	99,877	-	-	1,275,819	1,375,696

	Thousand Baht		
	Separate financial statements		
	Fair value - Derivatives	Amortized cost	Total
<u>Financial liabilities</u>			
Bank overdrafts and short-term borrowing from financial institutions	-	682,000	682,000
Short-term borrowing	-	240,000	240,000
Trade and other current payables	-	1,416,755	1,416,755
Other current financial liabilities	649	-	649
Other current liabilities	-	27,613	27,613
Long-term borrowing from financial institutions	-	426,459	426,459
Lease liabilities	-	1,410,515	1,410,515
	649	4,203,342	4,203,991

As at December 31, 2021, the significant financial assets and financial liabilities classified and measurement were as follows:

	Thousand Baht				
	Consolidated financial statements				
	FVPL	Fair value - Derivatives	FVOCI	Amortized cost	Total
<u>Financial assets</u>					
Cash and cash equivalents	-	-	-	360,077	360,077
Short-term loans	-	-	-	6,500	6,500
Trade and other current receivables	-	-	-	706,306	706,306
Other current financial assets	76,600	66	-	-	76,666
Vat refund	-	-	-	145,628	145,628
Other current assets	-	-	-	3,680	3,680
Investments in equity investments	248	-	325,125	-	325,373
Other non-current assets	-	-	-	43,863	43,863
	<u>76,848</u>	<u>66</u>	<u>325,125</u>	<u>1,266,054</u>	<u>1,668,093</u>

	Thousand Baht		
	Consolidated financial statements		
	Fair value - Derivatives	Amortized cost	Total
<u>Financial liabilities</u>			
Bank overdrafts and short-term borrowing from financial institutions	-	280,000	280,000
Trade and other current payables	-	1,220,022	1,220,022
Other current financial liabilities	449	-	449
Other current liabilities	-	30,562	30,562
Long-term borrowing from financial institutions	-	253,275	253,275
Lease liabilities	-	1,261,811	1,261,811
Other non-current liabilities	-	42,063	42,063
	<u>449</u>	<u>3,087,733</u>	<u>3,088,182</u>

	Thousand Baht				
	Separate financial statements				
	FVPL	Fair value - Derivatives	FVOCI	Amortized cost	Total
<u>Financial assets</u>					
Cash and cash equivalents	-	-	-	218,171	218,171
Short-term loans	-	-	-	6,500	6,500
Trade and other current receivables	-	-	-	431,646	431,646
Other current financial assets	76,600	66	-	-	76,666
Vat refund	-	-	-	118,178	118,178
Other current assets	-	-	-	2,519	2,519
Investments in equity investments	117	-	-	-	117
Other non-current assets	-	-	-	30,269	30,269
	<u>76,717</u>	<u>66</u>	<u>-</u>	<u>807,283</u>	<u>884,066</u>

	Thousand Baht		
	Separate financial statements		
	Fair value - Derivatives	Amortized cost	Total
<u>Financial liabilities</u>			
Bank overdrafts and short-term borrowing from financial institutions	-	280,000	280,000
Short-term borrowing	-	299,000	299,000
Trade and other current payables	-	2,044,149	2,044,149
Other current financial liabilities	449	-	449
Other current liabilities	-	26,317	26,317
Long-term borrowing from financial institutions	-	253,275	253,275
Lease liabilities	-	1,268,933	1,268,933
	<u>449</u>	<u>4,171,674</u>	<u>4,172,123</u>

40. FINANCIAL INSTRUMENTS

40.1 Risk management

The Company and its subsidiaries manage their financial risk exposure on financial assets and financial liabilities in the normal business by its internal management and control system, and the

Company and its subsidiaries do not hold or issue derivative financial instruments for speculative or trading purposes.

40.2 Interest rate risk

The Company and its subsidiaries are exposed to interest rate risk relates primarily to its cash at banks, bank overdrafts, short-term loans and long-term. However, most of the Company's financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market. However, the management believed that the future fluctuation on market interest rate would not provided significant effect to their operations and cash flows, therefore; no financial derivative was adopted to manage such risks.

As at December 31, 2022, the significant financial assets and financial liabilities classified by types of interest rates were as follows:

	Thousand Baht				
	Consolidated financial statements				
	Floating interest rate	Fixed interest rate	Interest - free	Total	Interest rate (% per annum)
<u>Financial assets</u>					
Cash and cash equivalents	871,139	-	71,091	942,230	0.10 - 2.00
Short-term loans to related parties	-	9,000	-	9,000	3.89
<u>Financial liabilities</u>					
Bank overdraft and short-term borrowing					
from financial institutions	-	682,000	-	682,000	1.00 - 1.87
Lease liabilities	1,507,604	-	-	1,507,604	0.00 - 4.17
Long-term borrowing	-	426,459	-	426,459	3.29 - 3.54

	Thousand Baht				
	Separate financial statements				
	Floating interest rate	Fixed interest rate	Interest - free	Total	Interest rate (% per annum)
<u>Financial assets</u>					
Cash and cash equivalents	510,105	-	64,388	574,493	0.10 - 2.00
Short-term loans to related parties	-	9,000	-	9,000	3.89
<u>Financial liabilities</u>					
Bank overdraft and short-term borrowing					
from financial institutions	-	682,000	-	682,000	1.00 - 1.87
Short-term borrowing to related parties	-	240,000	-	240,000	1.25
Lease liabilities	1,410,515	-	-	1,410,515	0.00 - 4.17
Long-term loans	-	426,459	-	426,459	3.29 - 3.54

As at December 31, 2021, the significant financial assets and financial liabilities classified by types of interest rates were as follows:

	Thousand Baht				
	Consolidated financial statements				
	Floating interest rate	Fixed interest rate	Interest - free	Total	Interest rate (% per annum)
<u>Financial assets</u>					
Cash and cash equivalents	293,511	-	66,566	360,077	0.13 - 2.00
Short-term loans to related parties	-	6,500	-	6,500	3.50 - 4.70
<u>Financial liabilities</u>					
Bank overdraft and short-term borrowing					
from financial institutions	-	280,000	-	280,000	1.00 - 1.45
Lease liabilities	1,261,811	-	-	1,261,811	0.00 - 4.17
Long-term borrowing	-	253,275	-	253,275	2.46

	Thousand Baht				
	Separate financial statements				
	Floating interest rate	Fixed interest rate	Interest - free	Total	Interest rate (% per annum)
<u>Financial assets</u>					
Cash and cash equivalents	156,779	-	61,392	218,171	0.13 - 2.00
Short-term loans to related parties	-	6,500	-	6,500	3.50 - 4.70
<u>Financial liabilities</u>					
Bank overdraft and short-term borrowing					
from financial institutions	-	280,000	-	280,000	1.00 - 1.45
Short-term borrowing to related parties	-	299,000	-	299,000	1.25
Lease liabilities	1,268,933	-	-	1,268,933	0.00 - 4.17
Long-term loans	-	253,275	-	253,275	2.46

40.3 Credit risk

The Company and its subsidiaries are exposed to credit risk primarily relating to trade accounts receivable. The management of the Company and its subsidiaries manage this risk by establishing appropriate credit control policies and procedures. Therefore, it does not expect to incur material losses from debt collection more than the amount already provided in the allowance for doubtful accounts.

40.4 Foreign currency risk

The Company and its subsidiary companies incurred risk foreign currencies exchange due to the Company and its subsidiaries had transaction of sales which were denominated in foreign currencies. the Company and its subsidiaries had hedged as they believed appropriate the foreign currencies risk using forward contract against risk on exchange rates. As of December 31, 2022, and 2021, the Company and its subsidiaries had outstanding foreign exchange contracts and constitutes foreign currencies assets which mainly due within one year as follows:

	Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Trade account receivables - US Dollars				
Carrying amount on statement of				
financial position	143,335	148,717	143,335	148,717
Currency forwards	(143,865)	(119,659)	(143,865)	(119,659)
Net exposure	(530)	29,058	(530)	29,058

Derivatives

Derivatives are forward foreign exchange contracts used for economic hedging purposes and not as speculative investments. However, derivatives do not meet the hedge accounting criteria, therefore they are classified as 'held for trading' for accounting purposes and are accounted for at fair value through profit or loss. They are presented as current assets or liabilities to the extent they are expected to be realized within 12 months after the end of the reporting period.

As at December 31, 2022 the Company had gain and loss from changes in fair value of derivatives in the amount of Baht 0.00 million and Baht 0.07 million respectively.

As at December 31, 2021 the Company had gain and loss from changes in fair value of derivatives in the amount of Baht 0.07 million and Baht 0.45 million respectively.

Foreign exchange gains (losses)

For the years ended December 31, 2022 and 2021, the aggregate net foreign exchange gains (losses) recognized in profit or loss are as follow:

	Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Gain (loss) on exchange rates	(1,694)	(932)	(1,694)	(932)
Gain (loss) on exchange rates				
- Sales	12,779	14,968	12,779	14,968
Total net gain (loss) on exchange rate				
recognized in profit before income tax	11,085	14,036	11,085	14,036

40.5 Liquidity risk

The Company and its subsidiaries manages its liquidity risk by maintaining adequate level of cash and cash equivalents to support the Company's and its subsidiaries' operations as well as securing short-term credit facilities from financial institutions for reserve as necessary and to reduce the impact of fluctuations in cash flow.

40.6 FINANCIAL INSTRUMENTS

As at December 31, 2022, the Company and its subsidiaries had the following assets that were measured at fair value using different levels of inputs as follows:

		Thousand Baht			
		Consolidated financial statements			
	Carrying amount	Fair Value			Total
		Level 1	Level 2	Level 3	
Asset					
Other current financial assets	70,384	70,384	-	-	70,384
Available-for-sale investment-equity securities	404,813	404,813	-	-	404,813
Forward foreign exchange contracts	-	-	143,216	-	143,216

		Thousand Baht			
		Separate financial statements			
	Carrying amount	Fair Value			Total
		Level 1	Level 2	Level 3	
Asset					
Other current financial assets	70,384	70,384	-	-	70,384
Forward foreign exchange contracts	-	-	143,216	-	143,216

As at December 31, 2021, the Company and its subsidiaries had the following assets that were measured at fair value using different levels of inputs as follows:

		Thousand Baht			
		Consolidated financial statements			
	Carrying amount	Fair Value			Total
		Level 1	Level 2	Level 3	
Asset					
Other current financial assets	76,600	76,600	-	-	76,600
Available-for-sale investment-equity securities	325,125	325,125	-	-	325,125
Forward foreign exchange contracts	-	-	119,275	-	119,275
		Thousand Baht			

Asset	Carrying amount	Separate financial statements			
		Fair Value			Total
		Level 1	Level 2	Level 3	
Other current financial assets	76,600	76,600	-	-	76,600
Forward foreign exchange contracts	-	-	119,275	-	119,275

During the year, there were no change in the classification of financial assets.

The fair values of equity securities available for sale are based on the net asset value as of the reporting date

Level 2 fair values for simple over-the-counter derivative financial instruments are based on broker quotes. Those quotes are tested for reasonableness by discounting expected future cash flows using market interest rate for a similar instrument at the measurement date. Fair values reflect the credit risk of the instrument and include adjustments to take account of the credit risk of the Company and its subsidiaries and counterparty when appropriate.

41. CAPITAL MANAGEMENT

The primary objective of capital management of the Company and its subsidiaries is to ensure that it has an appropriate financial structure and preserves the ability to continue its business as a going concern. According to the statement of financial position as at December 31, 2022, the Company and its subsidiaries's debt-to-equity ratio was 1.30 : 1 (as at December 31, 2021 was 0.93 : 1) and the Company's was 1.58 : 1 (as at December 31, 2021 was 1.74 : 1)

42. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

Changes in the liabilities arising from financing activities for the years ended December 31, 2022 and 2021 are as follows:

	Thousand Baht			
	Consolidated financial statements			
	2022			
	Balance as at January 1, 2022	Cash flows Increase (decrease)*	Non-cash transaction Increase Translation on exchange rate	Balance as at December 31, 2022
Bank overdrafts and Short-term borrowing from financial institutions	280,000	402,000	-	682,000
Long-term borrowing from financial institutions	253,275	173,077	107	426,459
Lease liabilities	1,261,811	(138,721)	384,514	1,507,604
Total	1,795,086	436,356	384,621	2,616,063

Thousand Baht				
Separate financial statements				
2022				
Balance as at January 1, 2022	Cash flows Increase (decrease)*	Non-cash transaction Increase	Translation on exchange rate	Balance as at December 31, 2022
Bank overdrafts and Short-term borrowing from financial institutions	280,000	402,000	-	682,000
Short-term borrowing from related parties	299,000	(59,000)	-	240,000
Long-term borrowing from financial institutions	253,275	173,077	107	426,459
Lease liabilities	1,268,933	(168,394)	309,976	1,410,515
Total	2,101,208	347,683	310,083	2,758,974

Thousand Baht				
Consolidated financial statements				
2021				
Balance as at January 1, 2021	Cash flows Increase (decrease)*	Non-cash transaction Increase	Translation on exchange rate	Balance as at December 31, 2021
Bank overdrafts and Short-term borrowing from financial institutions	100,000	180,000	-	280,000
Long-term borrowing from financial institutions	348,046	(94,771)	-	253,275
Lease liabilities	1,069,239	(117,974)	310,546	1,261,811
Total	1,517,285	(32,745)	310,546	1,795,086

Thousand Baht				
Separate financial statements				
2021				
Balance as at January 1, 2021	Cash flows Increase (decrease)*	Non-cash transaction Increase	Translation on exchange rate	Balance as at December 31, 2021
Bank overdrafts and Short-term borrowing from financial institutions	100,000	180,000	-	280,000
Short-term borrowing from related parties	269,000	30,000	-	299,000
Long-term borrowing from financial institutions	348,046	(94,771)	-	253,275
Lease liabilities	1,102,162	(148,763)	315,534	1,268,933
Total	1,819,208	(33,534)	315,534	2,101,208

* Financing cash flows included net proceed and repayment cash transactions in the statement of cash flows.

43. COMMITMENTS AND CONTINGENT LIABILITIES

43.1 Significant Agreements

Aviation Fuels Sale Agreements

As at December 31, 2022, a subsidiary, SUSCO Dealers Co., Ltd., had Aviation Fuels Sale Agreements with several Airlines. SUSCO Dealers Co., Ltd. has commitments to sell aviation fuels at quantity and price as specified in the agreements. Selling prices are determined based on oil price in Singapore market and fixed margin per unit as agreed. The agreements are for the period between 1 - 2 years, commencing from the date specified in the agreements.

Oil hedging contracts

As at December 31, 2022, the Company had no obligations on the forward oil price contracts. However, the Company still pledges its Bank Deposit Book with a local bank as collateral for future forward oil price contracts.

Forward foreign exchange contracts

As at December 31 2022, the Company had forward exchange contracts with financial institutions totaling U.S. Dollar 4.15 million (equal to Baht 143.86 million) with maturity date in January 2023.

Construction contracts

As at December 31 2022, the Company had obligation on construction contracts of petrol station in the amount of Baht 33.17 million. The such agreement did not specify payment date but divided the installments depending on completion of work according the agreement. Payment will be controled by agreement to withdraw from engineering department.

Marketing assistance program agreement

As at December 31 2022, the Company had commitment under the marketing assistance program agreement with a company which it has to purchase oil at the minimum amount (litre) as specified by the agreement. Such agreement has a term of 10 years.

43.2 Letter of guarantee from banks

As at December 31 2022, the Company and its subsidiaries had contingent liabilities for the letter of guarantees issued by the bank in the total amount of Baht 1,738.07 million. (for the Company amount of Baht 1,208.40 million).

44. EVENTS AFTER THE REPORTING PERIOD

44.1 On December 29, 2022, the Board of Directors Meeting resolved to propose to the shareholders' meeting to consider and approve the sale of ordinary and preferred shares of Susco Dealers Limited to Sinopec (Hong Kong) Limited (Sinopec) in the proportion of 48% and 1% of issued and paid-up shares, respectively, at a price of USD 34 million. The Extraordinary General Meeting of Shareholders is scheduled to be held on February 28, 2023.

44.2 At the Annual Shareholder's Meeting held on February 23, 2023, the shareholders approved the dividend of the second half year of 2022 at Baht 0.12 per share and extra dividend at Baht 0.08 per share, totaling Baht 200 million.

45. APPROVAL OF THE FINANCIAL STATEMENTS

These financial statements were authorised for issue by the Company's board of directors on February 23, 2023.



SUSCO Square Srinakarin 3 Branch

SUSCO PUBLIC COMPANY LIMITED

139 RATBURANA ROAD, BANGPAKOK, RATBURANA, BANGKOK 10140

Tel. 02-428-0029 Fax. 02-427-6270 , 02-427-6460



SUSCO



@SUSCO



SUSCO.Official



SUSCO.Official



WWW.SUSCO.CO.TH