



CHRISTIANI & NIELSEN

CHRISTIANI & NIELSEN (THAI) PUBLIC COMPANY LIMITED

ANNUAL REGISTRATION STATEMENT | ANNUAL REPORT 2022
(FORM 56-1 ONE REPORT)





MISSION VISION

FOUNDATION FOR **THE** **FUTURE**



CORE VALUES

i-CNT

I – Integrity

C – Commitment

N – Knowledge

T – Teamwork

With a century of operations, we have a unique place in Thailand's development, and will firmly continue to build a strong foundation for its future. We aim to be the most highly regarded construction company in Thailand and ASEAN, by delivering excellence to our clients, honoring and commitments and nurturing each of our people.





CHRISTIANI & NIELSEN

FOUNDED 1930



Excellent CG Score



~ **1,000**
EMPLOYEES



MORE THAN
2,000 PROJECTS
COMPLETED IN THAILAND



~ **4,000**
WORKERS



CIVIL & INFRASTRUCTURE
GENERAL BUILDINGS & HOSPITALITY
POWER & PETROCHEMICALS
INDUSTRIAL FACILITIES & HYPERMARKETS



Professional Practice (Juristic Person)
under Engineering Act B.E. 2542
Registration No. 1551/62



ISO 9001:2015



OHSAS 18001:2007



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Business Ethics and Code of Conduct (Full)



Personal Data Protection Policy (Full)



Message from the Chairman



The Company's financial result in 2022 was disappointing, as it was in the previous year, but even more so. Construction revenue was, as anticipated, lower than in the previous year and reasonably close to our internal target, which made some allowance for continued nationwide labour shortages caused originally by the COVID-19 pandemic. However, what was not anticipated, was the start of the armed conflict between Russia and Ukraine in the early part of the year. The conflict had major negative impact on the Thai and other global economies, resulting in sudden sharp increases in local energy prices and commodity prices, resulting in a sharp increase in costs of construction materials. This negatively impacted the gross margin, particularly on our largest project currently under construction. Accordingly, overall gross margin achieved was significantly lower than in the previous year in terms of amount and percentage (of construction revenue). The result was an unforeseen significant net loss for the year.

Christiani & Nielsen Energy Solutions Co., Ltd., (CNES) a subsidiary company established in 2019 is making good steady progress, and is on its way to reaching profitability.

In the early part of this year, the Company also established a new subsidiary company, Christiani & Nielsen DCM Co., Ltd. specializing in high-quality building works such as hotels and resorts. This will provide an entry into the key business sector related to the important leisure and tourism market.

Good corporate governance is paramount for the Company. It was pleasing, therefore, to receive a rating of "Excellent" this year too and making it for 5 consecutive years from 2018-22. To meet for the changing needs of the world, our Risk Management Committee is renamed as "Sustainability and Risk Management Committee" with wider scope to cover sustainability and environmental issues.

In the short term, the construction market is expected to continue to be sluggish due to fragile economies inside and outside of Thailand and the political uncertainties associated with the elections. In the medium term, economies and the construction market are expected to improve gradually and head towards normality. An important determining factor for this would be the continuing conflict in Ukraine, which unfortunately shows no signs of abating or reaching a peaceful resolution.

In expectation of improved economic conditions ahead, I thank the shareholders, our clients, and all stakeholders for their confidence and support and, on behalf of the Board of Directors, I express our sincere thanks also to the management, staff and all employees of the Company for their hard work, loyalty and dedication throughout the past year.

(Mr. Santi Grachangnetara)
Chairman



To Shareholders

Annual Review

The stagnation of the construction industry continued from 2021 until the end of 2022, attributed to several factors and circumstances such as massive contraction of public and private investments. The government halted, slowed down, and postponed the development of large-scale infrastructure projects that are directly funded by the state budget. The private sector has also cut investment amid supply and demand uncertainties. The small number of projects that have been developed into actual construction work gave rise to intense competition for business survival. Most contractors were forced to focus primarily on the same backlog due to sudden rising costs resulting from the energy crisis, higher wages due to wage increases, inflationary impact in the cost of materials and shortage of skilled labor.

The overall Thai economy in the fourth quarter of 2022 however continued to improve from the previous quarters on the back of increasing foreign tourist arrivals, which bolstered services and private consumption growth. However, the value of merchandise export deteriorated due to a slowdown in trading partners' demand and exerted downward pressures on manufacturing production and private investment. Spending of the central government expanded mainly from current expenditures, while capital expenditures of state-owned enterprises also expanded from a good disbursement in energy and utility projects. Labor market gradually improved in line with the economic recovery. The current account became a surplus as trade balance improved, while deficits in the net service, income, and transfer balance moderated.

According to the risk management plan and the business continuity plan as established by the Company, together with active cooperation from all executives and staff, the Company's business operations could be effectively conducted completed amidst the crises and challenges which were faced.

With the Board of Directors' and all executives' commitment and awareness of the significance of management based on the principles of good corporate governance while simultaneously taking stakeholders of all sectors into account in economic, social and environmental contexts, in conformity with the Company's mission, vision and code of business ethics, the Company continued to receive an excellent rating in the assessment of the corporate governance. The Company received a score of 100 percent of the conduct at the Annual General Meetings for 4 years from 2017 and 2020 to 2022 by the Thai Investors Association in the Annual General Meeting of Shareholders. The Company is also classified as a company with "Excellent" rating in the assessment of the Corporate Governance Report of Thai Listed Companies (CGR) for 5 consecutive years from 2018 to 2022, by Thai Institute of Directors Association for Thai listed companies (IOD). Due to the added importance of Environment, Social, and Governance (ESG) factors for the sustainability of the business, the Board of Directors added the role for oversight of sustainability of the Company to the Risk Management Committee and resolved to re-designate the "Risk Management Committee" to be "Sustainability and Risk Management Committee"

Company Operating Results 2022

Total revenues of the Company were below the target, mainly due to bidding for fewer projects compared to 2021 which resulted in fewer awarded projects. Despite the easing of the Coronavirus Disease 2019 pandemic, revenue was affected by the slow-down or postponement of investments by the private and public sectors. The Company's revenue recognition in 2022 was mainly from the balance of work under existing projects carried over from the previous years.

The Company's cash flows were affected due to the Company's measures to maintain liquidity in order to operate the business without any disruption. One of the measures

was to accelerate release of the funds stuck for long periods as work-in-progress (WIP) which is value of work done pending for approval by the clients or their consultants. WIP, once certified, gets converted to invoicing which then results in receipt of funds as and when due. With this and other such measures, the Company could maintain comfortable cash balances to support its business operations. Moreover, during this time, the management also closely monitored and assessed the risks on receivables from clients to prevent any future bad debts. However, in 2022, the Company and a subsidiary has borrowed money from financial institutions for its working capital needs. With efficient financial management, the Company's financial liquidity remains in reasonably good shape.

However, due to the uncertain political situation in Myanmar, the Company's Board of Directors resolved to dissolve and liquidate our subsidiary in Myanmar.

In 2023, the Company plans to expand its construction business into hospitality segment through a new subsidiary which has employed a team of experienced experts to increase the coverage of the Company's customer groups and the nature of projects executed by the Company. On 1 February 2023, the Meeting No. 467 of the Board of Directors passed a resolution approving the establishment of a new company in Thailand, namely "Christiani & Nielsen DCM Co., Ltd.", to be engaged in construction, with registered share capital of Baht 100,000 (1,000 ordinary shares of Baht 100 each). The Company holds 80 percent equity interest in this company.

Bidding and Awarded projects in 2022

In 2022, the Company participated in the bidding for 23 projects with a total value of THB 18,871 million and was awarded 5 projects worth THB 2,938 million with a ratio of the number of projects of 4.6:1 and the ratio in terms of bidding value of 6.4:1. Most of the awarded projects were in the food and packaging industries in the private sector and more importantly, one was a Datacenter. In 2022, the Company did not participate in public sector bidding because there was very little new construction work for which Tender invitations were issued.

Future Outlook

The global economy remains sluggish as a result of continuingly high global inflation, persistently tight monetary

policy and continuingly rising interest rates to maintain fiscal stability, prolonged and severe energy crisis and slow recovery of demand compared to that in the pre-COVID period.

Given the current situation, the global economy is still at great risk of a recession and now witnesses a widespread slowdown in global economic activities including demand for employment. Many financial institutions have downgraded their 2023 forecast from 2.7% to 1.8%, representing the average growth rate of the previous recessions. Despite recent improvements, global inflation remains high, although reduced from 7% in 2022, to a projected 4.7% in 2023. These big problems in the world will continue to pressure the Global Economy and the slowdown may continue.

SCB Economic Intelligence Center (SCBEIC) raised the GDP growth rate for Thailand in 2022 to 3.2% and downgraded its outlook for 2023 from 3.7% to 3.4% due to the global economic slowdown. The Thai economy was supported by the tourism sector, the service sector, and recovered private consumption. The tourism sector will now grow more clearly since China has now eased its Zero-COVID policy. Domestic tourism spending is returning to close to the pre-COVID period, but the impact of inflation will cause European and American tourists to cut down on their travel spending.

The export and manufacturing sectors that rely on foreign markets are likely to slow down in line with the global economic trend. Important risk factors for the Thai economy in 2023 include:

- The slow growth of the global economy that will put pressure on exports and investment.
- Significantly high inflation, interest rates, and household debt will cause the recovery to be sporadic and inconsistent.
- Political instability during the transition towards the next general election and formation of a new government.

Business outlook in the first quarter of 2023 is expected to grow from the same period last year and the previous quarter. With economic activities returning to normal and the reopening of China, the tourism business is expected to expand, especially Chinese tourists. This will result in stimulated spending and enable the real estate market to expand. The purchasing power of some consumers can still

grow, especially in the mid-upper market in tourist areas, where foreign customers want to buy or rent for the long term (1 year or more). However, the production and export business is expected to shrink slightly. This is a result of the lower demand of foreign trading partners who have been affected by the economic slowdown. In summary, overall business is exposed to higher energy costs, labor shortages, and slower global economic growth.

It is expected that in 2023 the construction industry will gradually pick up. Real estate developers will continue to develop in the real demand sector amid the easing of the LTV criteria. Foreign investment in some projects that responded to the recovery of consumption continues and megatrends, such as EV automotive, LNG, clean energy, digital, data center, e-commerce, will also follow suit. The time has come for the government to start investing more in mega projects in 2023 that will help lift Thailand's potential. The outlook for 2023, although not bright, can be expected to be better than 2022 which will result in a reduced competitive situation to some extent and will enable construction contractors' to return to profitability.

As at December 31, 2022, the backlog of the Company was THB 11,326 million, a decrease of almost 10% from the end of year 2021 which was THB 12,566 million due to the deteriorated market situation from the COVID-19 situation and intense competition. However, the Company expects that revenue from construction work in 2023 will increase significantly, because the Company has a large backlog of big projects carried over from the previous year to be handed over in 2023.

In addition, with the recovery of the tourism industry, especially hotel operators and the leisure and leisure industry, Thailand has the potential to support customers with high purchasing power. Through the use of services in various tourist attractions, the Company sees opportunities to grow in this niche business. As mentioned above, the Company has established and registered a new subsidiary, Christiani & Nielsen DCM Company Limited, to operate in the hotel and hospitality segment. Christiani & Nielsen DCM Company Limited is now equipped with personnel and teams with experience and expertise in the construction of high-end leisure and recreation facilities. This will help to create opportunities to increase revenue and sustainability for the Company.

Renewable Energy Business (Subsidiary Company)

Notwithstanding the challenging market conditions experienced in 2022 in the construction business, it is rather fortuitous that in recognition of the huge potential in the alternate energy space in Thailand and in the wider Indo-China region, the Company entered into the Alternate Energy Sector in the Year 2019 by setting up a subsidiary "Christiani & Nielsen Energy Solutions Co., Ltd., (CNES)".

With the growing need for sustainable means of living and increased oil (and thus electricity) prices; the revenues for CNES have been maintained while the focus has been given towards acquiring stability in growing the organization. With achievement of significant revenue growth in 2021, the year 2022 has been a year of retrospection and introspection while maintaining the revenue in a similar range as in 2021. Citing delays in 2 sites from the major flood, CNES saw a marginal reduction in the topline compared to 2021 while expecting a similar bottom-line.

CNES' wholly owned Subsidiary CNESD1 has also started to successfully commission 5 projects thereby starting to earn its own revenue, and has now entered the sector of developing renewable energy assets to assure uninterrupted revenues in the long term, and has successfully acquired a large and reputed Group as its main customer, in the sector. This customer has also agreed to let CNES be their Global vendor for their other facilities in Asia. With an exponential growth projected in the renewable energy sector and CNES' possible foray into related sectors, the Company views that CNES will go a long way in not only ensuring the Company's long term growth, but also provide stability to the Company's volatile construction business, which is fiercely competitive and highly dependent on the growth of the Thai economy and will go a long way in cushioning the impact of the challenging conditions expected to be faced in the Company's traditional construction business. The second half of year 2022 experienced a very rapid growth in the price of electricity, which in turn has created ample scope for growth of CNES from 2023 onwards. The year 2022 has been significant, also from the perspective of CNES entering the space of Waste to Value projects, a gradual step towards expanding its range in the Alternative Energy sector.

Financial Review

Consolidated construction income and revenue from sales and services of the Company in 2022 was THB 5,330 million. Total construction and direct expenses were THB 5,363 million, which resulted in a gross loss of THB 33 million. After other income of THB 18 million, administration expenses of THB 251 million, finance income of (net of finance cost) THB 34 million and reversal of deferred income tax of THB 13 million, the consolidated financial statements of year 2022 showed a net loss after tax of THB 219 million, with an increase in net loss of THB 88 million compared to a net loss after tax of THB 130 million in the year 2021, mainly because the gross profit margin decreased from 2.9% in 2021 to (0.6%) in 2022, resulting in the Company's gross profit in absolute terms decreasing by THB 210 million. Furthermore, in year 2022, other income, apart from the construction income & revenue from sales and services, decreased by THB 6 million and administrative expenses increased by THB 1 million. Expected credit losses from trade accounts receivable decreased by THB 53 million and financial income (net of financial cost) increased by THB 38 million and deferred corporate income tax decreased by THB 39 million.

The sales and service segment by a subsidiary with operations carried out in Thailand to provide energy

solutions in solar, wind and other renewable energy sectors, had revenue from sales and service for the year 2022 of THB 116 million with net loss before tax of THB 35 million, with an increase in net loss of THB 12 million compared to a net loss of THB 23 million in year 2021.

As of the end of year 2022, the Company and its subsidiaries had total assets of THB 6,202 million, total liabilities of THB 4,553 million and shareholders' equity of THB 1,649 million. Cash and cash equivalent as of the year ended 2022 was THB 212 million, a decrease of THB 92 million from a balance of THB 304 million at the end of 2021 or beginning of 2022 which came after net cash used in operating activities of THB 157 million, net cash used in investing activities of THB 123 million and net cash received from financing activities of THB 188 million. As of the end of year 2022, there was no adverse impact on liquidity since the Company had sufficient cash reserves. The financial liquidity or current ratio of the Company per the consolidated financial statements was 0.96, which slightly decreased compared to the end of year 2021, with the quick ratio at 0.40 which was higher than 0.29 at the end of year 2021. Return on Equity was (12.23%) compared to (6.47%) in year 2021 and Return on Assets was (12.23%) compared to (2.19%) in year 2021. Debt to Equity ratio was 2.76 which increased from 1.88 in year 2021.

Appropriation

The Board of Directors proposes to appropriate the earnings of the Company (per separate financial statements of Company only) for year 2022 as follows:

	Baht
Retained Earnings brought forward	242,932,657
Operating Result for year 2022	(183,819,105)
Actuarial gain on Financial & Demographic assumption changes and experience adjustment	4,146,176
Reversal of gain on valuation	2,184,525
Unappropriated retained earnings carried forward	65,444,253



(Mr. Khushroo Kali Wadia)

Managing Director and Executive Director



Financial Highlights

Statements of Financial Position (Million Baht)	2022	2021	2020
Total Assets	6,202	5,551	6,361
Total Liabilities	4,553	3,625	4,258
Total Shareholders' Equity	1,649	1,926	2,103
Statement of Income (Million Baht)	2022	2021	2020
Construction Income, sales and services	5,330	6,174	7,526
Total Revenues	5,348	6,199	7,540
Total Expenses	5,613	6,299	7,441
Gross Profit (Loss)	(33)	177	373
Operating Profit (Loss)	(265)	(101)	98
Profit (Loss) for the year	(219)	(130)	76
Dividend information	2022	2021	2020
Book value per share (Baht)	1.60	1.87	2.05
Earnings per share, Company Only (Baht)	(0.18)	(0.11)	0.07
Cash dividend declared for the year per share (Baht)	-	-	0.05
Financial Ratio	2022	2021	2020
Current Ratio (times)	0.96	1.05	1.09
Gross Profit (Loss) Margin (%)	(0.61)	2.86	4.96
Operating Profit (Loss) Margin (%)	(4.97)	(1.63)	1.31
Quality of Earnings (%)	59.03	(285.48)	644.68
Net Profit (Loss) Margin (%)	(4.09)	(2.10)	1.01
Return on Equity (%)	(12.23)	(6.47)	3.63
Return on Assets (%)	(3.72)	(2.19)	1.16
Debt to Equity Ratio (times)	2.76	1.88	2.02
Interest Coverage (times)	(448.76)	(31.78)	8.08
Dividend payout ratio (%)	-	-	70



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CORPORATE STRUCTURE &
BUSINESS OPERATIONS



Business Overview

Christiani and Nielsen (Thai) Public Company Limited (the “Company”) is a construction company with a history of over 92 years and was founded in 1930 with an initial registered capital of THB 600,000. The Company’s principal shareholders were Christiani & Nielsen A/S, Denmark, The East Asiatic Co., Ltd. and the Privy Purse Bureau (Crown Property Bureau). The Company registered share capital as at 31 December 2022 is THB 1,102,904,144 with a paid up capital of THB 1,027,904,144. Globex Corporation, a Thailand-registered company, is the Company’s largest shareholder, holding 56.535% of the shares. Throughout the years, the Company has been a part of national development, with many construction projects all across Thailand. Among these construction works, some have become landmarks in the country and can still be seen in various locations.

Mission and Vision Statement, Core Values and Strategic

“With a century of operations, we have a unique place in Thailand’s development, and will firmly continue to build a strong foundation for its future. We aim to be the most regarded construction company in Thailand and ASEAN, by delivering excellence to our clients, honoring our commitments and nurturing each one of our people.”

With the aforementioned mission and vision, the Company has determined that its business operations must grow steadily in the long term by creating a strong foundation with the goal of sustainable business and maximizing benefits for all stakeholders.

At present, conducting business not only faces economic challenges but also risks in environmental, social, and governance dimensions (ESG). These risks present a challenge for organizations to find new ways to manage

risks differently. These risks are crucial in their impact on profit generation, competition, and even the survival of the Company. Therefore, to efficiently manage sustainable risks and achieve effective results, the board of directors has decided to increase the role of ESG oversight to the risk management committee for comprehensive supervision.

Core Values

Integrity | Commitment | Knowledge | Team Work (I-C-N-T)

Sustainable growth strategy:

Throughout the business operations, the Company adheres to and fulfills the commitments made to all stakeholders, both internally and externally, with integrity and honesty. The Company conducts business practices in compliance with laws, regulations, and relevant rules strictly. The Company adheres to good corporate governance principles, manages risks, and has an effective internal control system, including efficient financial management.

Continuous Employee Development

Every employee of the Company is a valuable resource and an important part of the Company’s sustainable growth. The knowledge in construction work is something that has been accumulated through experience and learning over a long period of time through diverse work. Therefore, the Company places great importance on employee development to ensure sufficient knowledge and skills. Seeking technology in construction, as well as using new methods and innovations to manage projects efficiently and effectively to increase competitiveness in the Company continuously. The Company encourages employees to enhance important knowledge for work performance, as well as transferring knowledge from generation to generation through training, experience exchange, and knowledge sharing, which is continuous in the in-house training programs.

Building a collaborative work environment

The Company is aware that the success of the work does not depend on any single employee or department. Therefore, the Company has placed great importance on activities and building a work environment that promotes collaboration. In addition, all supervisors are required to receive training in management courses related to team building and working together.

Giving importance to society and the environment

Throughout the past period, the Company has attached great importance to operating with responsibility towards society and the environment, respecting and promoting diversity and equality, and raising awareness of the importance of preserving the environment through regular and continuous internal communication. This is to instill a sense of responsibility in employees to preserve the environment and make every employee aware of their importance in working together to sustain the environment for the future.

Business Expansion

The Company has recently expanded into new areas as under:

- Expanded into the renewable energy business through investment in the development of Solar Power Plants.
- Expanded into the special luxury high end hotels and resorts sector of the construction industry which has maximum potential through the establishment of another subsidiary company with a Team of people with expert knowledge and skills in this sector.

The Board of Directors and executives regularly review the Company's mission, vision, business structure, and business strategy to create long-term value for stakeholders, with a sustainable approach. So as to create a balance between the economy, society, and the environment.

About us

Christiani & Nielsen was established by Dr. Rudolf Christiani and Captain Aage Nielsen in Copenhagen, Denmark in 1904. The founders incorporated technologies and their expertise to build bridges, marine works, and other reinforced concrete structures. Within less than ten years, the Company was widely recognized and had gained credibility. After that, the operations were extended to other countries in Europe, South America, and South Africa.

The Company is a world class building contractor that has earned its reputation through civil engineering and structural works. The Company is well known for its high level of experience, expertise, and innovative technology. With over one hundred years of experience abroad and over ninety years in Thailand, the Company has participated in numerous significant engineering projects. It developed and produced reinforced concrete load relieving platforms and vertical raking piles that were used for building wharves that later became known as "the C&N Wharf". In addition, the Company also developed immersed-tube technology for underwater tunnel construction and the cast-push method for bridge construction. Those techniques have been repeated and developed for use worldwide. Knowledge and expertise have been passed down from generation to generation, resulting in numerous types of building projects and country landmarks across the world. Roads, bridges, dams, seaports, tunnels, airports, gas separation plants, sports stadiums, high rises, and residential buildings are examples of the Company's such projects.

The first 25 years in Thailand (1930-1955)

Christiani & Nielsen (Siam) Ltd. was founded on 28 February 1930 and officially registered as a private limited company on 10 September 1930. Its major shareholders were Crown Property Bureau, East Asiatic, and Christiani & Nielsen Copenhagen. Later, in 1949, the name of the Company was changed to Christiani & Nielsen (Thai) Limited.

Company projects in the first 25 years were roads within Bangkok and to other provinces, bridges, factories, cinemas, and many others. The Company also built country landmarks like the Democracy Monument (completed in 1940) and Kong Toey Port (completed in 1941).

26-50 years in Thailand (1956-1980)

During this period, reinforced concrete was increasingly used in the construction industry. The Company used it to build a 10-storey Oriental Hotel (completed in 1958). It was considered the very first high rise building in Thailand. In addition, the Company also built highways, reinforced concrete bridge (connecting Bangkok and Thonburi), airport, dam, banknote printing factory, and industrial factories. Building industrial factories during those periods accommodated the first national economic and social development plan (1961-1966), which was intended to boost investment in the industrial sector. That marked the beginning of the industrialization era in Thailand.

51 years onwards (1981-present)

Oil and natural gas were found in the Gulf of Thailand. The discovery played a vital role in spurring economic growth in Thailand. The Company was active in many developmental projects on the Eastern Seaboard. Some of the Company's projects during that time were oil drilling, infrastructure for gas pipelines, drilling platforms, golf courses, hotels, resorts, housing, large office buildings for both local and foreign investors, and many more.

In 1991, Christiani & Nielsen became the first construction company listed on the Stock Exchange of Thailand. In November 1992, the Company was renamed Christiani & Nielsen (Thai) Public Company Limited. In December of the same year, the Company executed a reverse takeover of its publicly listed Danish parent company, which was the first in Thai business history. As a result of the economic crisis in 1993, the Company had to cease its operations overseas. The business since then has been concentrated in Thailand only.

Throughout the years since its establishment, the Company has constructed countless projects, many of which are Thailand landmarks that symbolize the Country's development. In 2014, on the 85th anniversary of the Company in Thailand, the Company purchased a plot of land, instead of leasing it, to build a new head office and also

moved the plant yard and steel structure factory to a new location that was sufficiently far away from communities to avoid disturbance. In addition, a training center was created to serve as a place for skills development for the Company's staff and labour. The Company is determined to carry on the founders' wishes to achieve business goals, and care for society and protect the environment in a sustainable manner.

To accommodate the growth of ASEAN community, in 2016, the Company established a new wholly owned subsidiary in The Republic of the Union of Myanmar namely Christiani and Nielsen (Myanmar) Limited to provide construction, engineering and related services with registered capital of USD 500,000 and paid up capital of USD 100,000. At present, the total paid up capital is USD 400,000. However, due to the uncertain political situation in Myanmar, this subsidiary has not been active. Therefore, in the fourth quarter of 2022, the Board of Directors passed a resolution to dissolve and liquidate the subsidiary, which is expected to be completed by 2023.

In 2017, the Company established a new wholly owned subsidiary in Kingdom of Cambodia namely Christiani & Nielsen (Cambodia) Co., Ltd. to provide construction, engineering and related services with registered capital of USD 100,000 and fully paid up capital of USD 100,000.

In 2018, the Company entered into an Investment Cum Shareholders Agreement (the "Investment Agreement") for a minority equity investment in Gammon Engineers and Contractors Private Limited (GECPL), a private company based in India. The Company acquired newly issued 6,000,000 shares with a par value of 35 Indian Rupees each or equivalent to THB 104 million. The Company views this as an attractive investment as it offers the Company a way to tap into GECPL's large technical resources and also gives access to the large Indian market.

In 2019, the Company established a subsidiary in Thailand, namely "Christiani & Nielsen Energy Solutions Company Limited," (CNES) with a registered share capital of THB 10 million. The Company holds 85% equity interest in this subsidiary. The objective of this investment is to explore and capture the growing opportunities in the solar, wind and other renewable energy business in order to diversify from the Company's main business, i.e., construction,

where market competition has recently become very fierce. Apart from financial returns and mitigation of concentration risk associated with having a single business, this business is expected to enhance the Company's long term growth, sustainability and reputation by entering into a business of the future.

On 19 July 2019, the Company was registered as Professional Practice (Juristic Person) under the Engineering Act. B.E. 2542 with Council of Engineers. Registration No. 1551/62.

In 2020, CNES established a new company in Thailand as its wholly owned subsidiary, namely "CNES D1 Co. Ltd., for developing renewable energy based power producing facilities, with the registered share capital of THB 2 million. During the year 2021, the Board of Directors of CNES D1 resolved to increase its registered capital to THB 150 million which currently has a paid up capital of THB 118.68 million.

It is expected that this foray into the alternative energy business by the Company will become the major driver of long term growth and value addition for the Company in future.

In addition, with the recovery of the tourism industry, particularly the hotel, leisure, and hospitality industry, as well as the potential of Thailand to accommodate high-spending customer groups through the use of services in various tourist destinations, the Company sees an opportunity for growth in this specific market. Therefore, on February 1, 2023, at the 467th board of directors' meeting, the Board of Directors resolved to establish a new subsidiary in Thailand named Christiane & Nilsen DCM Co., Ltd. which was incorporated on February 3, 2023. The new subsidiary now has a team of experienced professionals and experts in the construction of luxury accommodations and leisure facilities to expand the Company's bidding into this high

growth potential sector thereby creating opportunities to increase revenue and create sustainable development for the Company.

Changes in Company Shareholding Structure

Since 2005, the Company's Shareholders changed several times, starting in May 2008, when longstanding major shareholder, Siam Commercial Bank PCL, sold its stake to the Crown Property Bureau (CPB), giving it a majority share. However, owning a construction company no longer fit with the long term business strategy of the CPB, and in November 2011, the CPB sold all its shares to the GP Group, a Business Group company with a history that goes back more than 150 years in Asia and over 100 years in Thailand. The GP Group made its investment, through Globex Corporation, which then became the major shareholder of the Company.

Standards and Certifications

Throughout the years, the Company has been committed to conducting business in a manner that adheres to construction international standards and certifications. This enables the creation of sustainable value for the business and meets the satisfaction of all stakeholders. At present, the Company has received the latest quality management system certification, ISO 9001:2015, from the United Kingdom and Accreditation Service (UKAS), which is an international standard that business organizations around the world trust in ensuring the quality of their organizations, and also from the National Accreditation Council of Thailand (NAC). In addition, the Company is now certified with ISO 45001:2018 by Bureau Veritas Certification, which is a credible health and safety management standard. As a result, the Company has received numerous awards for quality and safety from Clients including highly reputed International Companies.



Corporate and Revenue Structure

Corporate Structure

As at 31 December 2022, the Company has 4 direct Subsidiaries and 1 indirect Subsidiary (wholly held by a subsidiary) (year 2021 - 4 Companies held by the Company and 1 Company held by a Subsidiary) as follows:

Company's name	Type of Business	Registered Country	2022		2021	
			Paid up Capital	% of Share-holding	Paid up Capital	% of Share-holding
Subsidiaries (held by the Company)						
1. CNT Holdings Limited	Construction Business	Thailand	Million THB 50.0	60	Million THB 50.0	60
2. Christiani & Nielsen (Myanmar) Limited	Construction, engineering related services	The Republic of the Union of Myanmar	Million USD 0.4	100	Million USD 0.4	100
3. Christiani & Nielsen (Cambodia) Co., Ltd.	Construction, engineering related services	Kingdom of Cambodia	Million USD 0.1	100	Million USD 0.1	100
4. Christiani & Nielsen Energy Solutions Co., Ltd. (CNES)	Provision of services for energy solutions in solar, wind and other renewable energy sectors	Thailand	Million THB 10.0	85	Million THB 10.0	85
Indirect Subsidiary (held by Subsidiary 4)						
5. CNES D1 Co., Ltd.	Developing renewable energy based power producing facilities	Thailand	Million THB 118.7	100	Million THB 118.7	100

Christiani & Nielsen (Thai) PCL (the Company)

The Company and its Subsidiaries 1 to 3 are principally engaged in the construction business, Subsidiaries 4 and 5 in provision of services for energy solutions in solar, wind and other renewable energy sectors and in developing renewable energy based power producing facilities. The Revenues of the Company during the year 2022 (and 2021) mainly came from construction operations as detailed hereunder.

Revenue Structure from the operations of the Company and Subsidiaries

	2022		2021		2020	
	Million Baht	%	Million Baht	%	Million Baht	%
Construction Income	5,214	97.49	6,016	97.05	7,462	98.97
Service Income (of Subsidiary 4 and 5)	116	2.17	159	2.56	64	0.84
Other Income	18	0.34	24	0.39	14	0.19
Total Revenue	5,348	100	6,199	100	7,540	100

Revenue Structure from the Operations of the Company only

	2022		2021		2020	
	Million Baht	%	Million Baht	%	Million Baht	%
Construction Income	5,214	99.58	6,016	99.59	7,462	99.76
Other Income	22	0.42	24	0.41	18	0.24
Total Revenue	5,236	100	6,040	100	7,480	100



Nature of Business and Operations

Nature of Business

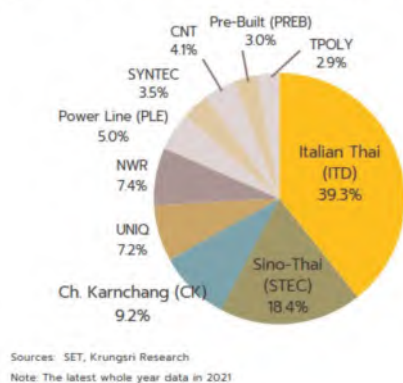
Christiani & Nielsen (Thai) Public Company Limited (the Company or CNT) is a construction contractor listed on the Stock Exchange of Thailand. The Company's share of revenue in the market is 4.1% among the Top 10 Listed Companies in Thailand [Source: Future Business/Industrial Y 2022-2023: Construction Business by Krungsri Research]. The Company has long been established as one of the top and most highly reputable contractors, trusted by clients from both public and private sectors. The Company has never broken its promises and never will with its Clients; nor has the Company ever shirked its responsibilities. Since the first day of operations, the Company holds these values as its core values. The Company has delivered every project with good quality, within the agreed price and agreed timeline. With these credentials, the Company always qualifies to compete in every tender offered by both

comprising Government Business Unit, Petrochemicals and Special Industry Business Unit, Buildings Business Unit, Residential and Hospitality Business Unit and General Construction & MEP Business Unit.

The Company works for both, the Government as well as the Private Sector. The types of construction projects executed by the Company include:

- Buildings:** retail hypermarkets, malls and stores, distribution centers, universities, schools, hospitals, offices, condominiums, hotels, refurbishment and renovation and other residential and commercial buildings.
- Industrial:** Industrial plants, factories, warehouses, petrochemicals and power plants and Data Centre.
- Infrastructure:** Airports, mass transit systems, roads, highways, bridges, sports facilities, water distribution and waste water systems/ structures, tunnels, pipelines, flood protection structures and wastewater treatment plant.

Figure 3: Share of Revenue among Top 10 Listed Companies



public and private sectors.

As a leader in the construction industry in Thailand the Company provides a wide range of services including design and construction of building and civil engineering projects, design, fabrication and erection of steel structures and mechanical and electrical installations. The Company's Business operations are separated into Business Units

Currently the operations of the Company and its subsidiaries are divided into two parts as follows:

- **Construction** - the Company operates its construction business in Thailand and certain other countries in ASEAN, mainly, Myanmar and Cambodia. However, during the year 2022, the operations of the subsidiaries in ASEAN did not contribute any significant income due to COVID pandemic and political issues in the country. Therefore, this year the income was contributed only from Thailand.
- **Renewable energy** - sales and provision of energy solutions in solar, wind and other renewable energy sectors through its subsidiary in Thailand. The operations of this subsidiary did not contribute a significant income during the year.

Construction Revenue during the past three years was split by type of Client and by type of Construction as follows:

Type of Client	2022	2021	2020
Private Sector	55%	57%	64%
Public Sector	45%	43%	36%

(Unit - Million Baht)

Type of Construction	2022 Value	%	2021 Value	%	2020 Value	%
General and Industrial	1,043	20%	1,447	24%	2,463	33%
Petrochemicals & Energy	469	9%	1,350	22%	776	10%
General Buildings	2,555	49%	1,780	30%	2,825	38%
Commercial Buildings	-	0%	108	2%	-	0%
Hotels/Residential	-	0%	251	4%	422	6%
Civil Works	1,147	22%	1,080	18%	976	13%
Total	5,214		6,016		7,462	

The projects where the Company executed projects (not handed over to Clients as at the end of the year) with a value of more than 10% of the Total Construction Revenue in year 2022 per the Financial Statements are as follows:

Project Name	Value of Contract (MB)	Expect to complete (Year)	Client
North Plot Mixed-use, Forestias Project	5,400	2024	MQDC Town Corporation Co., Ltd.
Excellent Medical Specialty Service Centre for Srinagarind Hospital	3,645	2025	Khon Kaen University
New Passenger Terminal No. 3 and the improvement of Terminal No. 1 and No. 2 and Car Park Building at Krabi International Airport	2,732	2024	Department of Aviation
New Passenger Terminal at Khon Kaen Airport	1,874	2023	Department of Aviation
PTTLNG Tanks	1,762	2023	PTT LNG Co., Ltd.
Bangyai Spurline (Highways)	1,487	2023	Department of Highways
Bangkok Data Centre	1,449	2024	Amazon Data Service (Thailand) Co., Ltd.
Highways No. 3191, Map Tha Phut	1,377	2023	Department of Highways
Thai Beverage Can 2 Factory	830	2023	Thai Beverage Can Co., Ltd.
Highways No. 11, Denchai - Lampang	698	2024	Department of Highways

Marketing

The Company's marketing plan focuses on medium to large-scale projects, aiming to expand the proportion of jobs in the public and private sectors as follows:

Public sector

- Large infrastructure projects such as mass transit system, rail infrastructure related buildings, overpass, highways,
- Co-investment in various projects via public and private partnership (PPP),
- Large buildings, Governmental office complexes, Airports,
- Educational Institutions and Hospitals,
- Data Centre.

Private sector

- Large-scale projects in petrochemicals and energy sectors,
- Data Centre,
- Warehouses and distribution centers, Food processing industry, Electronic components industry,
- Car and motorcycle assembly plant,
- Hospitals, Office buildings, Hotels and Shopping Malls.
- Educational institutions like Schools and Universities

Marketing and Competition Strategy

- Over the past century, Christiani & Nielsen has constructed a vast number of projects, both, for Government and the Private sector in 70 countries around the World. The Company is very well known since it was established in Thailand more than 90 years ago (at the very beginning of the Country's development). As such, the Company's reputation in the Market is very good.
- The Company's construction quality is based on ISO 9001:2015 standards and Occupational Health and Safety Management standard, OHSAS 18001:2007 which is now replaced with ISO 45001:2018 in every project, including the Company's own office headquarters building. This serves as a guideline in business operations, and helps the Company achieve all Client's requirements, by focusing on efficiency, quality and safety to deliver each project to the Client on time and within the agreed budget.

- The Company has developed the capability to execute Design & Build projects, which can meet the satisfaction of Clients like a One-stop Service. For effective and analytical control of construction design, the Company uses the BIM (Building Information Modeling) technology for design and calculation through the digital model of physical and functional characteristics of buildings.
- The Company conducts a Value Engineering process which is used to analyze and re-design for cost effectiveness and efficiencies which is proposed to the Client to reduce time and cost with the required quality.
- The Company has highly qualified personnel and each of its top executive officers has vast experience in the construction business, including knowledge of various types of construction and the different benefits and difficulties of various methods of construction. The Company has established a clear policy to further develop its personnel with a thorough knowledge of the construction business.
- The Company's clients consist of Government Institutions, private and government educational institutions, and the private sector companies and individuals. There are clients from different kinds of industries in the private sector, such as agriculture and food, electronics, petrochemicals, energy, data centre, automotive, hospitality, trade, logistics (warehouse and distribution centers), etc. The Company always maintains good relationships with each of its Clients, which encourages them to return to the Company for their future requirements either in Thailand or in other countries in ASEAN.

Pricing Policy

Quotation for bidding for a project is based on the following principles, although generally it is the Client who specifies which price system is to be applied. The Company sets its basic profit margin as a percentage of project cost depending on parameters such as competition, complexity of work, materials availability and costs.

1. Fixed Price System - Under this system, the Company offers a fixed lump-sum price and is responsible for any changes in quantities, costs and expenses. In construction

contracts made with the Government sector, conditions for cost adjustment may be included, such as inflation. For all contracts, the Client is responsible for the cost of extra works or change orders.

2. Unit Price System - The bidder usually proposes its price for materials and manpower in terms of unit price, and the Client pays according to the actual quantities. Cost adjustment is specified in the contract in the same manner as that of the fixed price system.
3. Cost-Plus Pricing - not generally use this system. In some cases, the owner may ask the bidder to propose the unit price and labour cost at the cost and plus a percentage for each item.

Bidding

The Company bids for tenders which are released in the market to provide its services in one or more of the following ways:

- **Main Contractor**

As the main contractor, the Company directly submits tenders to the Client in its sole capacity as bidder and contractor.

- **Subcontractor**

In projects where the Company lacks special qualifications and experience, the Company bids as sub-contractor to a Main contractor. Such projects include very large infrastructure projects, rail transportation systems and Engineering Procurement and Construction (EPC) projects for mega Industrial Plants such as petrochemicals plants, oil refineries and power Plants.

- **Joint Venture (JV)**

The Company may join with other business partners for projects that require specific expertise and complex high-value mega projects. In addition, the Company may join with other partners so as to combine qualifications, experience, expertise, and mitigate certain risks.

In addition to above types of projects, the Company has been exploring opportunities to partner with government and/or private sector in Public Private Partnership (PPP) projects that may be suitable for the Company. However, for such PPP projects that are of huge size and long duration, the Company needs to carefully consider the terms and conditions of the investment as well as the funding needs.

Bidding for new projects

Senior Management, Head of Business Unit, together with the Business Development Department, have a duty to deal with incoming Clients, search and make good relationship with various sources for information on Government and Private Sector projects, follow up on information from consulting companies and deal with project Clients and project consultants, if possible. From such sources of information and closed follow up, the Company is able to regularly bid for and win new contracts.

Bidding Process

In bidding for Government projects; the Company will examine the conditions and qualifications specified in the Terms of Reference (TOR) of each project and consider whether the Company is qualified or not and then consider participating in the bid. For private sector projects; the Client, designer or consultant considers the qualifications, experience, financial position and capability of the team of prospective contractors before issuing the invitation to bid for their projects. After gathering all related information, the management will consider participating in the bid depending on the readiness and capability of the construction team, the complexity of the construction technique, the contract conditions, the competitors, etc.

Once the Company makes the decision to bid for a project, it proceeds as follows:

1. Purchase the tender documents.
2. Prepare the Bid in 3 parts:
 - 2.1 Commercial - prepare legal, financial and company profile documents considering contract's requirement e.g. all insurances, payment terms and special requirements according to contracts and contact financial institutions for bank guarantees and bank bonds that may be required.
 - 2.2 Cost estimation - site inspection, quantity take-off, materials quotations and sub-contractors quotations in case of special requirements.
 - 2.3 Construction planning - construction method, procurement of tools and equipment, staff allocation according to each type of construction project.

3. Conduct cost and expenditure estimation with respect to the details and procedures specified in the bidding document, then submit them on the date, time and at the place designated by the Client.

Direct Negotiations

The Client sometimes relies mainly on the reputation and experience of the Company, and so prefers the Company to quote the price based on its or its designer's estimation, and then carries out a mutual negotiation without involving other competitors. Generally, the design is provided by the Client but the Company may negotiate to do the design and build to its design. This reduces the time of construction of the project and also adds other efficiencies in the construction process.

Selection, price negotiation, and bidding

In the process of bidding, the following steps are typically taken between the owner of the project and the bidding company:

1. The qualifications of the Company must meet the conditions and requirements of the employer.
2. Notify the project owner of the intention to participate in the bidding process, purchase bidding documents, and carry out all technical and pricing activities according to the construction and specification requirements of all types.
3. Submit both technical and pricing documents, which may have separate deadlines. For government projects, it's usually done through E-bidding, while private sector projects often have more divided steps and require multiple submissions.
4. The selection of the bidder will consider both technical and pricing criteria. For example, technical screening will be conducted before considering the pricing criteria, including selecting the group of bidders with the lowest price, in order to proceed to the negotiation process.
5. The negotiation process will focus on the terms and conditions of the contract and the price as key factors.
6. After the owner of the project has concluded the selection process, they will notify the winning bidder in writing of the successful bid.

Construction Process

After receiving a formal acceptance from the Client by either Letter of Intent (LOI) (during the process of signing the Construction Contract), a meeting between all concerned departments and individual Business Units is held by the

Company to co-ordinate and discuss detailed estimates and construction plans to ensure that the project is executed according to plan and can be delivered to the Client on time and within budget.

The Company appoints a Project Manager to be the representative of the Company at the Construction Site. The duties and responsibilities of the Project Manager are as follows:

1. Prepare the main construction programme and budget.
2. Prepare a sub-programme in accordance with the main program, prepare the staff and labour organization chart, prepare the material and equipment list.
3. Meet with the Client or his representative to update on the progress of work and solve problems to ensure that the project is completed on time.
4. Prepare Payment Applications for submission and liaise on payments from the Client.
5. Collect all Site Instructions or any evidence for all changes in construction drawings, variation orders, requests for additional value of work or requests for extension of time due to changes to the construction drawings or from other factors that might cause a delay to the project.
6. Control and monitor the construction work to ensure that it is in accordance with the construction drawings and specifications. Check the completion of all work before handing over to the Client.
7. Hand over important documents such as As-Built Drawings, certificates of material and craftsmanship and all documents specified in the construction contract. Follow up repayment of Retention Money after acceptance of the works by the Client and collect the original Performance Bond when due for return.

Procurement of Products or Services

The Company procures products and construction materials from various sources, both domestic and overseas under a proper quality management system to meet with standards, specifications and purpose of the Client and the Project. The Company uses ERP (Enterprise Resource Planning) system software to enhance the procurement of products and materials process.

The Company is committed to being part of reducing the impact on the environment, therefore a Green Procurement Guidelines is set up as a guideline for employees and suppliers.

Description of key construction materials purchased during the years 2020-2022 is as follows:

Purchase Value: Million Baht

Description	2022	%	2021	%	2020	%
Concrete	753	41	633	58	475	50
Cement	36	2	18	2	40	4
Stone & Sand	16	1	30	2	51	5
Steel Structures	202	11	120	11	108	12
Steel Re-bars	833	45	298	27	272	29
Total Purchase Value	1,840		1,099		946	

Procurement process

1. Define master procurement plan for materials and subcontractors
2. Prepare materials' details such as budget price, quantity, standards and specifications.
3. Specify the delivery schedule.
4. Select suppliers, subcontractors by considering quality, standards, cost, availability, delivery period, etc.
5. Agree price, scope of work and responsibility (in case of subcontract), issue purchase orders, sign subcontracts and then accept delivery after quality checking, delivery schedule, etc.

Business Assets and details

Please refer to the enclosure 2 in this annual report.

Backlog (as at 31 December 2022)

The Company's Backlog as at 31 December 2022 was THB 11,326 Million which is categorized by type of work as follows:

Type of Construction	Value (MB)	Percentage
Buildings	8,177	72.2%
Highways	2,186	19.3%
Industrial	895	7.9%
Petrochemicals	68	0.6%
Total	11,326	100.0%

New Contracts in 2022

The Company was awarded new Contracts in 2022 of a total value of THB 2,938 Million (excluding VAT), categorized by type of work as follows:

Type of Construction	Value (MB)	Percentage
General Buildings	2,800	95.3%
Commercial Buildings	100	3.4%
Industrial	38	1.3%
Total	2,938	100.0%

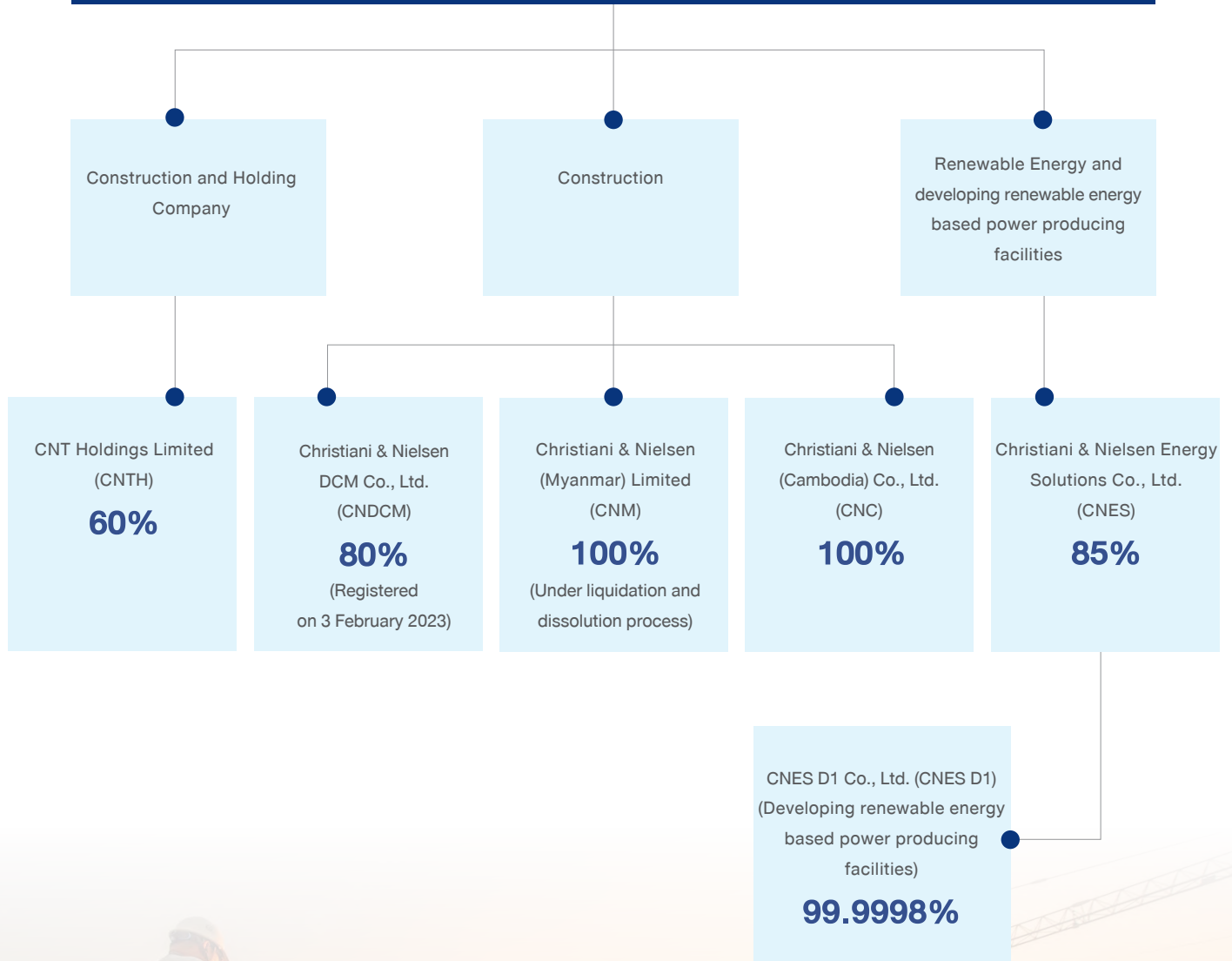
These Contracts were/are due for completion in Years 2022 through to 2024 as follows:

Year of completion	Value (MB)	Percentage
2022	67	2.3%
2023	1,449	49.3%
2024	1,422	48.4%
Total	2,938	100.0%



Corporate Structure

CHRISTIANI & NIELSEN (THAI) PUBLIC COMPANY LIMITED (CNT) CONSTRUCTION





Shareholding

Shareholding

As of 30 December 2022, the Company registered capital is Baht 1,102,904,144 with paid-up capital of Baht 1,027,904,144 divided into 1,027,904,144 common shares with par value of Baht 1.00

The list of top 10 major shareholders, as at 30 December 2022

Shareholders	Number of shares	% of shareholding
Globlex Corporation Co., Ltd.	581,126,256	56.535
Victor Investment Holdings Pte. Ltd.	94,372,280	9.181
Mr. William Ellwood Heinecke	66,275,410	6.448
Thai NVDR Co., Ltd.	34,944,600	3.400
UBS AG Singapore Branch	34,794,606	3.385
IKS Aakins Co., Ltd.	21,250,000	2.067
Mr.Naenrit Phutwattana	6,550,000	0.637
Miss Sirirat Pongthippanas	4,900,000	0.477
Mr. Prasit Cheevanunthachai	4,416,500	0.430
Miss Pornparn Phothisrangsithep	4,350,016	0.423

The Group of majority shareholders, as at 30 December 2022

Shareholders	Number of shares	% of shareholding
Globlex Corporation Co., Ltd.	581,126,256	56.535

The Group of majority shareholders has assigned its representatives to take positions of authorized directors in the Company. In this regard, the number of representative directors are considered as appropriate not in proportion of number of shareholdings.



Dividend Payment Policy

The Company's Board of Directors has the policy to propose to the Annual General Meeting of Shareholders to approve the dividend payment to shareholders based on the Company's operating result in that year at the rate of not less than 40 percent of net profit after tax deductible in the Company's profit & loss statements (in compliance with Public Limited Company Act and interpreted by Federation of Accounting Professions) provided that there was no other necessary event and such dividend payment does not have substantial impact to Company's normal business.

There is no Dividend Payment Policy set out for Company's affiliate, the jointed controlled business and the connected company.

Dividend Payment Records

Year	2022	2021	2020	2019	2018 (Restated)
Net Profit (Loss) per Share	(0.18)	(0.11)	0.07	0.09	(0.37)
Dividend per Share	-	-	0.05	0.04	-
Dividend payout Ratio (%)*	-	-	70%	46%	-

* Note

- Dividend payout ratio compared to the Separate Financial Statement of the Company which is in accordance with Company's Dividend Payment Policy.



Risk Management and Significant Risk Factors

Risk Management Policy

Risk Management is an important part of the Company's management system. The Company has developed a risk management system at every level which covers the entire enterprise. Based on a review and recommendations of Deloitte Touche Tohmatsu Jaiyos Advisory Co., Ltd. employed by the Company for this purpose, the Company has trained its employees in risk management areas and prepared the Company's risk management policy, procedures and concepts, which are based on the principles of COSO (Enterprise Risk Management - Integrated Framework, COSO, September 2004) and AS/NZ 4360:2004 (Risk Management - Australian/New Zealand Standard, AS/NZ 4360:2004), thereby ensuring that the Company's risk management system meets international standards. The policies, procedures and concepts are also reviewed and updated regularly to cover new updates or new regulations and principles issued from time to time and accordingly, a comprehensive update was undertaken during the year.

The Company is aware of the importance of risk management in operating its business in terms of internal and external factors that affect the company's operations. Accordingly, the Risk Management Committee was appointed on 20 February 2013 to, inter alia, consider the efficacy of the Company's risk management policies. For the structure, roles and duties of the Risk Management Committee, please refer to "Organization Structure" of this Report.

In addition, the Company has the Risk Management Department overviewed by the Risk Management Committee which is responsible for the risk management process of the Company, overall evaluation and review of both, the internal and external risk factors, as well as reporting the risk factors to the Board of Directors. Controlling Systems and Risk Management Policy which include roles, duties and responsibilities in Risk Management and Risk Management Processes are disclosed on website in the Company's Corporate Governance Policy Manual.

Significant Risk Factors

The important risk factors that may affect the Company's on-going and/or future business which may affect the investors and internal and external stakeholders are as follows:

Market Risk

The Company's main revenue comes from construction projects for both, the Government & Private Sectors. The Company's growth mainly depends on the domestic property and construction markets which are driven by various uncontrollable factors, viz. economy, production and exports, level of investment in the economy, monetary and fiscal policies as well as the political environment. The Company proactively takes steps to ensure that it gets consistent and sufficient volume of work despite the prevailing market conditions.

The Company thoroughly assesses the market and settles a strategy for bidding to mitigate the risk factors associated with the state of the property and construction market. The Company selects and focuses on potential projects to increase the revenues, as well as use all the resources available to it to make its Bids for projects as competitive as possible.

The Company reviews and adjusts the level of tender margins according to market circumstances, with a long term view, to reduce construction costs and increase productivity in order to improve overall competitiveness.

The Company expanded its business into the ASEAN countries by way of setting up wholly-owned subsidiaries in The Republic of the Union of Myanmar in 2016, namely "Christiani & Nielsen (Myanmar) Limited" and "Christiani & Nielsen (Cambodia) Co., Ltd." in 2017 in the Kingdom of Cambodia to provide construction, engineering and related services in the aforesaid countries which has a growing economy and is now developing infrastructure. However, in view of the political and market situation prevailing in the Union of Myanmar, the Company has commenced the winding up process of the subsidiary in Myanmar which is expected to be completed in 2023. Therefore, the Company will now only be exposed to similar market risks in Cambodia only and in any other ASEAN countries which the Company may expand to in the future.

Operating Risk

The Company is exposed to different levels of operating risks such as accidents, mechanical failure, human error, political action, labor strikes, adverse weather conditions and other circumstances and events. These could result in increased costs or loss of revenues. However, to reduce the likelihood of these risks occurring, the Company ensures that Contractors' All Risks insurance are available for each of the projects which the Company executes.

Construction cost

Generally, construction contracts envisage a lump sum price, which means that the Company has to absorb the risk of escalation in construction cost. In some cases, construction contracts may have conditions to allow increase or decrease of pricing from changing work price per unit of material as per an escalation formula, for example as existing in most government contracts. However, the escalation formula adjusts only escalation in costs of certain materials and the contractor has to be responsible for the first 4% of price escalation in certain contracts.

All projects require time to construct, and the time frame may be tight or relaxed, depending on the construction contract and so the Company remains exposed to escalation in construction costs due to a sharp or sudden increase in prices of materials as was recently witnessed as an impact of the COVID -19 Pandemic which was further exacerbated by the war in Ukraine which resulted in an increase in fuel costs which consequently percolated down to increases in costs of other construction materials. The Company cannot set an unreasonably high price or demand too long a construction period, as either of these may cause the Company to lose the project to a more competitive bidder. Therefore, in order to remain competitive, the Company has to manage the overall purchasing volume by ordering big lots to help in bargaining and sign material contracts as early as possible. In order to mitigate the time risks, including fluctuation of material prices over time, the Company favors projects which have manageable construction periods, or projects that are split into multiple phases. This allows the Company to adjust the pricing in case of higher material costs in the later phases. This includes prior agreement with the owner before entering into a

contract to include a condition allowing the Company to adjust the price if the price of main materials such as concrete and steel rises.

Apart from the inflationary risks in cost of materials, the Company is also exposed to an increase in labor and other staffing costs of the Company. Once again, recent developments during the previous year emanating from the COVID -19 Pandemic further exacerbated by the war in Ukraine has led to labor and staff shortages which in turn resulted in higher labor and staffing costs.

Availability of Labor and other qualified personnel

In order to conduct its operations effectively, the Company needs labor and qualified staff without which, the Company will face difficulties in managing and operating its business. The Company is exposed to this risk that in the event of unavailability of labor (skilled and unskilled) and other qualified personnel, the Company's business will be adversely impacted which will directly result in higher construction and administration costs and delays in completion of projects, which will in turn could result in loss of reputation. The Company considers its fine reputation as its topmost priority and therefore, always ensures that projects are completed in time and/or proper extensions of time are granted so as to not adversely impact the Company's reputation.

Delays in Construction

Projects may be delayed due to external factors, one of which is by the employer, for example, delay in hand-over of the relevant areas, delay in approval of matters that require approval from employer or requiring numerous changes to the contract designs or additional work without appropriate time extension. Delay may also be caused by others, for example, inefficient material suppliers, laborers, and/or subcontractors. Force majeure events may also cause delay of projects, i.e., events completely beyond the reasonable control of either the employer or any employee, e.g. rebellion, war or a natural calamity and a Pandemic like COVID-19. Due to the COVID-19 situation, Thailand's Centre for COVID-19 Situation Administration (CCSA) ordered the closure of construction sites and labor camps in many provinces last year, causing the Company's projects to be delayed.

In case of such delays, the Company is exposed to the risk in fluctuation in price of materials and other potentially unforeseen expenses. In case the Company is not adequately compensated in the event of such delays, the Company, as contractor of the construction projects may face a loss or have to litigate with the employer to secure its rights.

Before signing contracts for its services, the Company has a policy to review draft contracts carefully, including inserting provisions to mitigate the abovementioned risks when necessary. The Company also has a focused and dedicated training program to improve employee/labour skills and efficiencies. Furthermore, each project manager prepares a detailed schedule plan, and closely monitors it, ensuring the right to a time extension if the project is delayed. The project managers diligently control work and arrange regular meetings with the management to track the progress of work every week. As such, the management is aware of any problems and accordingly allocates resources, including revising strategies to solve such problems in a timely manner.

Bad Debts/Overdue Payments

The Company's main Revenue is from providing construction services, wherein under normal contract terms, payment is made in installments based on the progress of work done, so the Company might be at risk if the employers have financial problems and are unable to pay for the construction services which may eventually become bad debt, which may affect the operations and financial position of the Company.

The Company is aware of these risks, and therefore, the Company carefully assesses the potential client's financial position before accepting projects and reviews contracts very carefully before signing. Also, the Company ensures close monitoring of the work done and payments due from the employers to further mitigate these risks.

Safety and Health

In the year 2020, the world was confronted with the pandemic, Corona Virus Disease 2019 (COVID-19), a novel disease with no cure or medicine to prevent it when it began. Thailand has been hit by a slew of waves

during the outbreak's initial phase. The virus itself has mutated numerous times, resulting in a large number of infections and deaths.

The Company realized that employees and workers, who are key resources at the head office, construction sites, and labor camps, were at risk of becoming infected. As a result, the Company implemented a policy to encourage individual vaccination. The Company worked with the authorities to ensure that all of our employees and workers had access to vaccines. Furthermore, the Company educated its employees on the importance of vaccination in reducing the severity of Disease and prevent Death. To reduce the risk of infection that could harm the employees' health, the Company has also implemented safety procedures and enforced social distancing. This way, the Company's business was least disrupted, but at the same time, also protected the employees' and workers' health. The Company also worked with certain hospitals and hospitels for the infected employees and workers to ensure that they received treatment as soon as possible.

Financial Risk

Working Capital

Operations in the construction business require the funding of a large amount of working capital to run the business. As mentioned before, payment is normally received in installments as per work done after deduction of withholding taxes. If the employers do not make timely payments of such installments or the Company does not manage the working capital well, it will affect the Company's ability to get new projects and also might affect the performance of the other ongoing projects. Another risk is a delay in receiving milestone and variation order payments. Variation order is a common occurrence in construction projects. Waiting for approval and the agreed-upon price from the employers may also lengthen the process of receiving payment.

To mitigate these risk factors, the Company has a policy of negotiating payment terms that are strict and concise, considering the appropriateness of the milestones and requesting advance payment from the Employers. Furthermore, the Company's experienced staff manages the liquidity carefully and efficiently. The Company has also secured funding from various banks to facilitate the operations and bank facilities for its working capital

requirements (including non-funded facilities for Bank Guarantees, Performance Bonds, etc.) of the Company. The Company is therefore exposed to the risk that Banks may not provide such facilities due to any reason.

Funding Risk for Capital Expenditure or Investments

Apart from the working capital needs which is short-term in nature, the Company requires longer term funding for its Capital Expenditure to purchase long term assets like Plant, Machinery, Vehicles, Furniture, Fixtures, Equipment, Computer Software. The Company is exposed to the risk that long term funding for Capital Expenditure may not be available. In order to mitigate this risk, the Company deals with carious financial institutions who provide long term lease finance at very reasonable costs for such Equipment and Machinery and accordingly, has been able to fund its Capital Expenditure in the past.

Apart from the funding requirements for Capital Expenditure, the Company also needs funding for its investments, particularly if the investments are in a capital intensive business with the requirement of high capital injection (via equity and/or debt). The Company is therefore exposed to the risk that if the committed funding is not made available, the invested company's business may be impacted which may lead to an impairment of the Company's Investment. The Company is mindful and remains alert on this risk and apart from facilitating debt funding (and other credit facilities) from the Company's Banks with whom the Company has long term relationships, facilitates, the Company also reviews the equity funding requirements regularly so as to not get into a position where the Company becomes over-committed to funding the investments beyond its capacity.

Compliance Risk

As a publicly listed company, the Company is required to comply with various laws and regulations and failure to comply with any one or more of such laws and/or regulations could expose the Company to penalties or other legal action against the Company and its Senior Management. The Company remains attentive to this matter and has taken suitable measures, by way of appointing qualified staff and also adopting adequate and effective systems to ensure full compliance with all laws and regulations.

Adapting to the applicable and changing building codes and regulations

The Construction business involves several specific construction-related laws and regulations including control of construction, labor law, License for Professional Practice (Engineer/Architect) and environmental regulations. The Company must comply with these laws and regulations as may be amended and updated from time to time. In order to prevent any damage as a result of non-compliance or negligence by the Company, the Company has policies and procedures in place to operate the business according to the rules and regulations by specialized departments to monitor and inspect the operations of the Company, including keeping all employees updated with any changes in these laws and regulations.

Controlling Risk (for Investors)

As at the date of the Annual General Meeting 2022, Globex Corporation Ltd. held 581,126,256 shares in the Company, which is equivalent to 56.535 percent of all the Company's issued and paid-up shares. Consequently, Globex Corporation Ltd., as major shareholder can control almost all the resolutions in the Annual General Meeting which includes the appointment of directors or other resolutions which require simple majority votes, with the exception of those matters which as per law or the Company's Article of Associations require the votes of 3 of 4 voters present in the Annual General Meeting. For this reason, other minority shareholders may not be able to control and collect enough votes to balance out any Agenda item that may be proposed by the major shareholder. However, the Company has complied with the SET's prescribed Good Corporate Governance Policy, Business Ethics, and Transparency of Information to safeguard the interests of all shareholders including the minority shareholders. The Company has set up principles for the approval of Connected Transactions, as per which related parties cannot approve their own transactions. The Audit and Corporate Governance Committee considers all Connected Transactions and proposes to the Board of Directors and/or Shareholder Meeting for approval.

Apart from the above risks which the Company and Investors are exposed to, an Investor investing in equity shares of the Company is also exposed to the risks associated with the equity investment in the Company as a company listed in Thailand, which include the following:

- The value of the stocks listed on the Stock Exchange of Thailand ("SET") may fluctuate due to factors affecting the Thai Stock Market as a whole without any connection to the performance of the Company. Such factors affecting the Thai Stock Market could include political instability or political disturbances, slowdown in growth of the Thai economy, US Federal Reserve action, withdrawal of economic stimulus by governments of key export markets, effect of COVID-19 Pandemic on Thailand, general slowdown in regional, Asian or other developed economies and so on.
- Since the investment in the equity shares is made in Thai Baht currency, the investor is exposed to the exchange risk associated with the investment due to the fluctuation of the investor's investment currency as against the Thai Baht, whereby the investor may suffer a loss in the investor's own investment currency terms if the Thai Baht depreciates against the same when the equity shares are sold and the proceeds thereof are remitted back to the Investor after converting the same into the Investor's investment currency.
- The Investor may suffer a loss on his investment in the event one or more Thai laws pertaining to the investment are amended adversely. An example of such an adverse change in law would be imposition of taxes or other duties on the investment or sale of investment in equity shares.
- If the Thai Government introduces exchange controls on investment proceeds or on the repatriation of investment proceeds, the Investor's cost of the investment may increase and/or the Investor may not be able to repatriate the sale proceeds of the investment.
- Furthermore, the Investor is exposed to additional risks like lower standards of Corporate Governance of the companies listed on the SET, insufficient legal checks and balances on company management, high proportion of concentrated shareholding with one individual or one group leading to unduly high control exercised by the individual or group, unavailability of qualified and experienced persons to act as Directors, etc.

Emerging Risks

Emerging risks from ever-advancing technology

The construction industry employs technology and innovation to improve time efficiency, quality, and safety, such as the use of 3D model software applications in project management and filing on construction sites.

However, technology evolves at a breakneck pace. Although the construction industry appears to be less affected than other industries, still it needs to be able to adapt to technological changes in order to avoid business opportunity loss and maintain market competitiveness.

The dangers of cyber threats

Today's business operations necessitate the use of technology in order to communicate and conduct various online transactions. Data breaches, data theft, or destroying data to disrupt business operations are all examples of cyber risks. As a result, the Company is vulnerable to cybersecurity threats. The impact of a sensitive financial information breach or a disruption in communication both within and between organizations is hazardous to business operations. Ransom ware, data leaks, phishing, malware, viruses, Trojans, and other cyber risks are examples.

To prevent unauthorized people or software from entering the network, the Company invests in a Firewall Control System. There are virus scanning software installed on the Company computers. The Company employs e-mail services from reputable e-mail providers who maintain the highest level of data security. Furthermore, the Company invests in processing and storage systems that use cloud computing technology, in addition to the tape backup system that has been continuously implemented. To strengthen cyber security, the Company also provides personnel training, including the distribution of bulletins through multiple channels. This raises awareness and understanding of cybersecurity risks for both individuals and the organization.

Special Risks of Alternate Energy Business of Company's Subsidiary (CNES)

The Company has invested in the alternate energy business (mainly Solar energy for now) by setting up a subsidiary in year 2019 (CNES) which is conducting two types of businesses, viz. one being the construction of solar rooftop facilities and second being building solar power facilities at reputed industrial owners' premises (mainly on factory rooftops) by entering into long term Power Purchase Agreements (PPA) with those owners.

Apart from the normal risks of Construction explained above, the Company through its subsidiary is exposed to the special risks associated with this business as under.

Sharp and sudden increases in price of major materials

Solar panels and Invertors constitute a large part of Solar Power Projects, the prices of which fluctuate based on many factors, both international and domestic. And any sudden increases in prices thereof could lead to cost overruns and affect the future returns on the projects/assets developed. CNES manages this risk by booking the major materials regularly based on the projects that are secured without any significant time gap so as to keep the exposure to a minimum level. Further, since these materials are also imported, CNES also books the currency in advance so as to not be exposed to a foreign exchange risk on the materials that are ordered for forward delivery.

Funding Risk

Since the development of Power Plants is an asset intensive business, the Company requires to fund CNES for its long term capital needs and if the Company cannot source the funds (equity and debt) required, the development of the assets would be impacted. The Company maintains good relationships with Banks who can provide the required funding to CNES. Moreover, interest from banks and Financial institutions for funding of Solar Power projects is expected to increase exponentially because renewable energy (particularly solar) is viewed as a sunrise industry with support grounded, both, from a global/environmental perspective, as well as making good business/economic sense.

Counterparty Risk

CNES remains exposed to the counterparty risks of the owners (off-takers of power) on its PPA's which are quite long term and requires regular payments from them on a monthly basis normally for over 12 years. CNES manages this by carefully assessing the credit of its potential customers and does business only with reputed and well known customers who have long and clear track-record.



Policies and Goals for Sustainable Management Principles

Following the mission and vision of the Company to sustain and its determination in creating a solid foundation for a sustainable future, the organization strives to achieve its vision and the challenges of doing business in the present, not only on an economic dimension but also on the risks related to sustainability in the environmental, social, and governance (ESG) dimensions. Therefore, the Company has set a mission to conduct business by implementing sustainable management principles that cover the dimensions of sustainability such as the economy, environment, and society under good corporate governance as a guideline for formulating strategies and policies for the Company's operations as the following:



ENVIRONMENT (E)

- Comply with environmental policies, regulations, and laws, including rigorously implementing environmental management systems to international standards, to reduce environmental impacts in the construction process.
- Reduce energy consumption and use resources efficiently, following the 3R principle to maintain ecological balance.
- Conduct construction activities by selecting renewable energy sources, as well as choosing products and materials with green labels to sustainably reduce environmental impacts, in accordance with environmentally-friendly procurement policies.



SOCIAL (S)

- Comply with laws and international standards regarding labor with fairness, respect for human rights, non-discrimination, and adherence to diversity and equal opportunity policies.
- Operate in accordance with ISO 45001:2018 standards with caution at every step, taking into account the safety of employees' lives and property, as well as the surrounding community in construction areas.
- Participate in and support various activities to improve society and community living conditions.
- Develop the knowledge and abilities of partners, contractors, employees, and workers to have the necessary skills and expertise to contribute significantly to the Company's sustainable success.



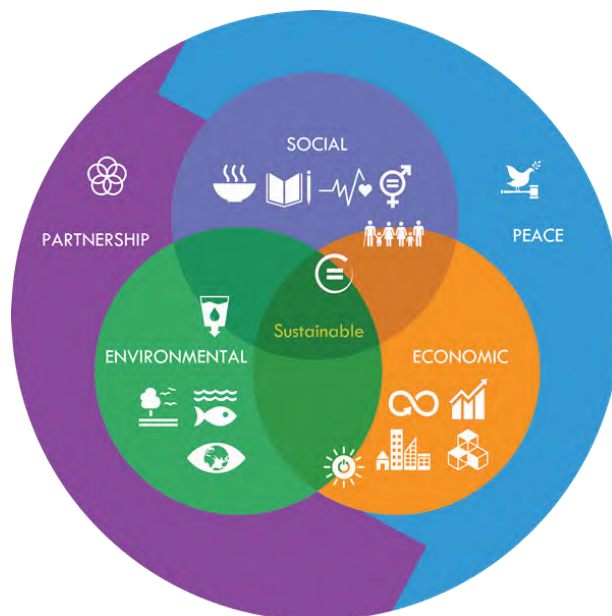
GOVERNANCE (G)

- Manage business in accordance with good corporate governance principles with honesty, transparency, and ethical conduct in conducting business, opposing corruption, and complying with relevant laws, regulations, and orders.
- Operate the business efficiently and competitively to create stability and sustainable growth.
- Manage operations under international industry standards, with a focus on developing knowledge to deliver high-quality products that maximize customer satisfaction.
- Treat suppliers and contractors fairly and equally, with transparent procurement practices and auditability.

Overview of Sustainable Development Report

The Company places importance and aims to conduct business for sustainable growth, providing long-term sustainable returns to all stakeholders, while maintaining stability and sustainability. The development of the business is in line with the economy, environment, and society, under good corporate governance. The construction business is considered an important industry and a fundamental part of the country, contributing to the overall economic growth of the country. The construction business involves multiple parties, particularly in terms of the impact on living conditions, safety, and environmental impacts beyond the employees and workers of the Company. Construction work is also a cause of pollution in various

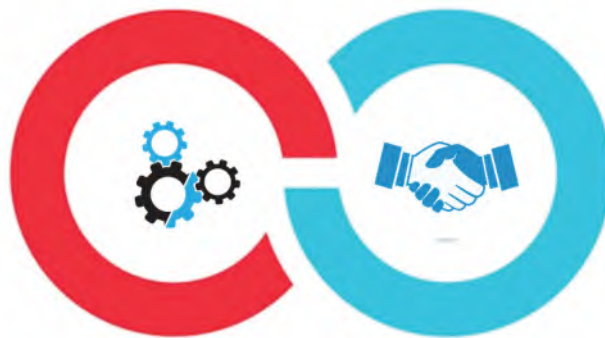
aspects, which affects communities near the Company or construction sites, as well as the risk of danger to life and property. The Company, therefore, has a clear goal of conducting business to achieve sustainable development at every stage of its operations. It adheres to good corporate governance, complies with relevant laws and regulations, and operates under a vision and mission that emphasize the importance of transparency, accountability, responsibility, respect, and promotion of diversity and equality. It also protects and preserves the environment while supporting equal economic development opportunities. To achieve the goals set out in its strategy, the Company has established various policies that must be continuously implemented, evaluated, and improved.



The Company's social and environmental responsibility efforts are divided into two parts as follows:

1. CSR In Process

The Company operates with caution at every step, with a sense of responsibility to minimize negative impacts and to equally create maximum value and benefits for all stakeholders.



2. CSR After Process

The Company has a policy to participate and support various activities, both directly and indirectly, to improve the well-being of society and communities, and to enable sustainable growth without any relation to the Company's operations.

Products and Services

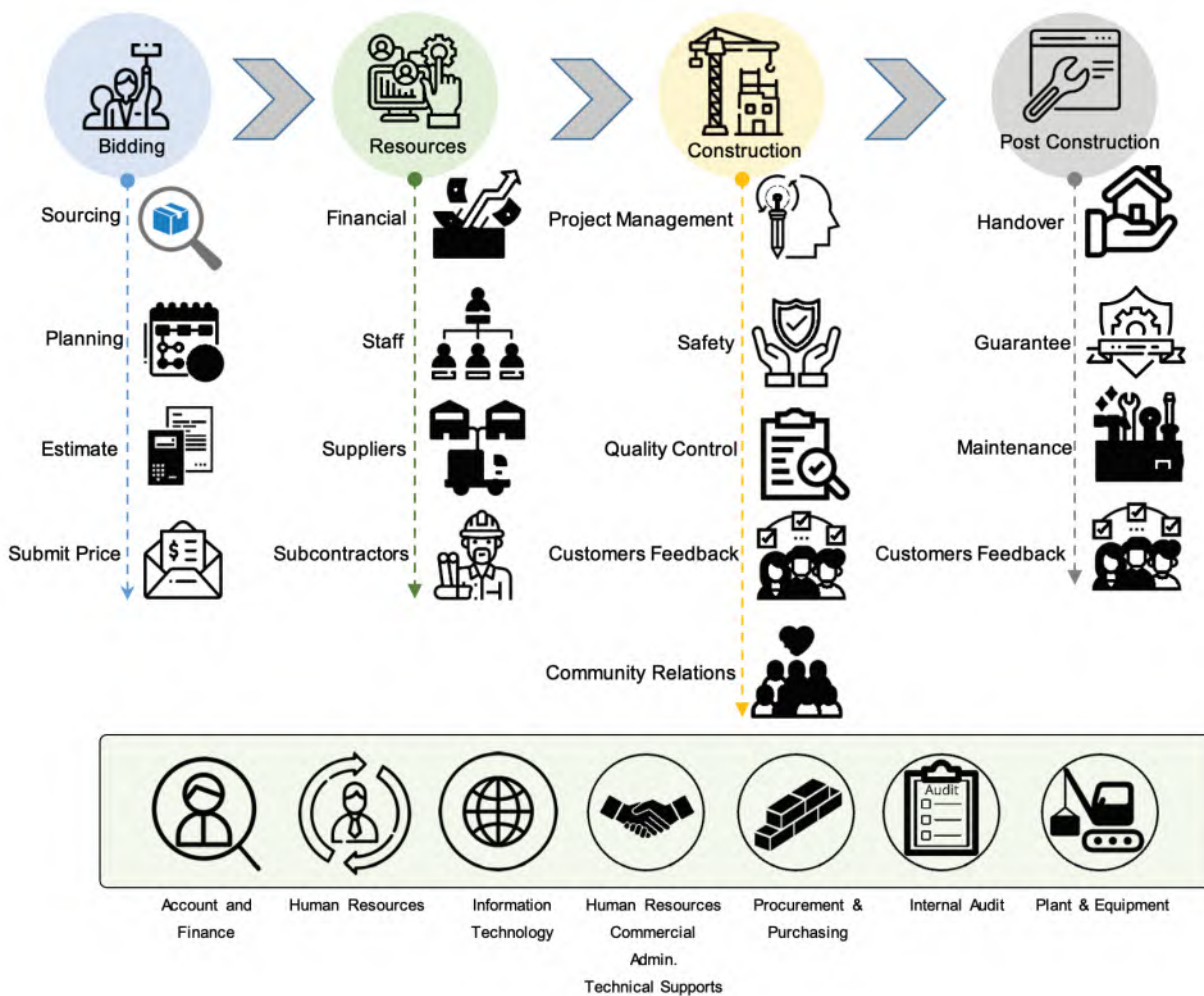


Scope of the report

This sustainable development report is included in the annual report of the Company, which has been continuously prepared and published annually to demonstrate the commitment to disclosing important information, including policies, strategies, and sustainable development directions, as well as the results of economic, governmental, environmental, and social operations. The content and framework of the sustainable development report and the presentation of the results of sustainable development operations cover the period from January 1 to December 31, 2022, from the following departments.

- Christiani & Nielsen (Thai) Public Company Limited's Head Office, Sriracha Office, and Construction Sites
- This report on sustainable development will disclose information on sustainable operations by referring to reporting guidelines and categorizing progress reports that comply with the sustainable business reporting guidelines of the Stock Exchange of Thailand. This report will be published annually and will continue to develop data collection methods and systems to provide clear, comprehensive, and content-relevant information that meets the completeness criteria of the Global Reporting Initiative (GRI) version 4 in the future.

Value Chain



Analyzing stakeholders in the value chain

Currently, the Company divides stakeholders who have a stake in the business into 8 groups, as shown in the following table. Each business unit has a responsibility to create and maintain good relationships with stakeholders, through effective communication, listening to feedback, and assessing the expectations of each stakeholder group.



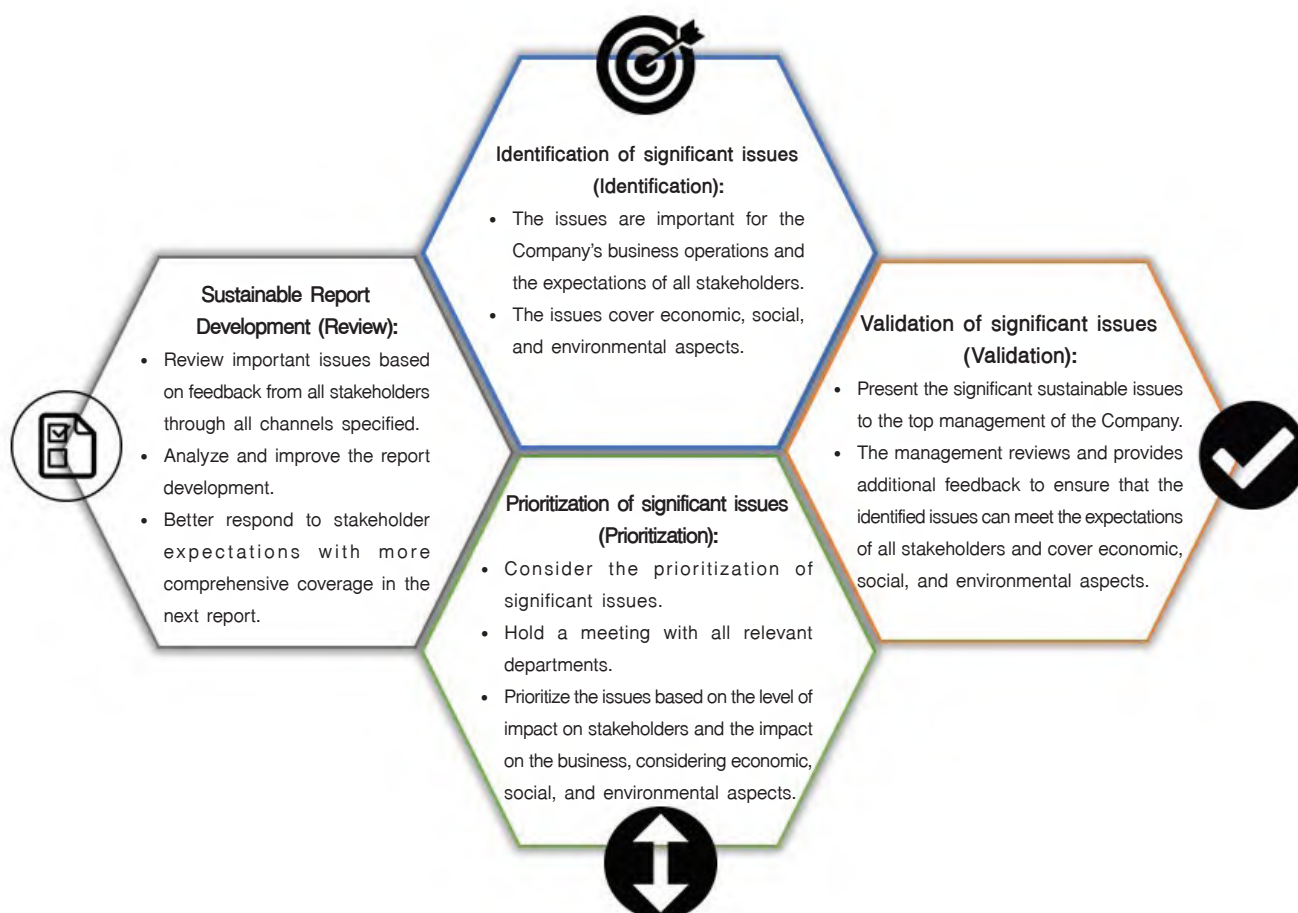
Stakeholders	Expectations	Responsiveness to stakeholders	Communication and channels
Management and employees	<ul style="list-style-type: none"> Reasonable compensation and benefits Job security and career advancement Opportunities for knowledge and skill development A good working environment Workplace safety Safety in the Company's accommodation facilities. 	<ul style="list-style-type: none"> Respect for human rights and the differences of each individual, providing equal opportunities to all employees. Compensation and benefits in the form of salaries, which are always fair and equal, following the same industry standards as other companies. Annual bonuses, based on the Company's performance and employees' work performance. Various benefits such as provident fund, social security fund, and compensation fund, as well as assistance in various situations such as medical expenses, group insurance, etc. Ensuring safety at work. Developing employee potential through training. Regular review of compensation, benefits, and benefits structure, in line with the Company's performance both in the short and long term, to compete with other companies in the same industry. Promoting the establishment of Cooperatives for Christiani and Nielsen (Thai) Public Company Limited. Promoting awareness of safety through training. Occupational health and safety standard system ISO 45001:2018. 	<ul style="list-style-type: none"> Committees of benefits and welfare in the workplace Monthly CN Newsletter from management CNT Internal Web Meetings, seminars, and events for management and employees to meet. Bulletin board for announcements and communication. Channels for receiving feedback and suggestions for managers or management or Managing Director.
Shareholders and investors	<ul style="list-style-type: none"> Increased stock prices Received returns in the form of dividends Sustainable business growth Conducting business with fairness and transparency, having good corporate governance and oversight. Appropriate risk management 	<ul style="list-style-type: none"> Perform duties with honesty and integrity Create, maintain, and sustain long-term value for the Company's shareholders Disclose information related to the Company accurately and promptly and consistently. Respond to all inquiries and questions. 	<ul style="list-style-type: none"> Regularly communicate with investors through meetings and conference calls. Provide direct communication channels between shareholders and management and the board of directors through the Chairman of the Audit Committee. E-mail: kasemsit@merchant.co.th. Conduct at least one annual shareholders' meeting. Participate in listed companies meet investors (Opportunity Day) every quarter. Prepare annual reports and other reports. Communication channels include the Company's website / E-mail: ir@cn-thai.co.th.

Stakeholders	Expectations	Responsiveness to stakeholders	Communication and channels
Clients	<ul style="list-style-type: none"> • Provide professional services at a fair price • Deliver high-quality work and standard services within budget and schedule • Offer performance guarantees under appropriate and fair terms and conditions • Maintain confidentiality of information • Respond to clients' needs and resolve issues promptly. 	<ul style="list-style-type: none"> • Develop services according to various needs. • Provide efficient, reliable, and professional assistance and respond promptly to inquiries. • Serve clients' needs with quality work and excellent service, while delivering projects within budget and on schedule. • Do not deliver work that is severely flawed, damaged, or dangerous to clients. • Quality management system ISO 9001:2015 • Strive to minimize construction costs while maintaining quality standards for work and services. • Seek ways to increase clients' benefits. • Provide collaborative action to identify and solve problems and prevent damage to both project work and the environment, as well as nearby communities. 	<ul style="list-style-type: none"> • Meetings with clients or their representatives. • Management's construction site visits. • Client satisfaction surveys. • Letters to project managers, operation director, or managing director. • Communication channel: E-mail: cnt@cn-thai.co.th.
Suppliers	<ul style="list-style-type: none"> • There is a fair and equal procurement process in place. • Prices are set fairly. • Maintain a good reputation and reliability. • Receive fairness in work inspection or receive payment for goods and services on time as scheduled. 	<ul style="list-style-type: none"> • Establish criteria for evaluating and selecting suppliers and contractors to promote fair competition. • Define clear objectives for quality, goods, and services. • Treat suppliers according to industry best practices and customs. • Comply with the terms of the contract and pay on time. • Provide assistance and support in various areas to create long-term business partnerships. • The internal audit department is responsible for monitoring and verifying operations to ensure a proper procurement process and prevent misconduct. 	<ul style="list-style-type: none"> • Arrange for meetings to exchange information and build good relationships. • Organize activities to strengthen relationships. • Channel to report unethical behavior: E-mail kasemsit@merchant.co.th • Communication channel: E-mail: cnt@cn-thai.co.th.
Creditors	<ul style="list-style-type: none"> • Ability to repay debts within the specified timeframe. • Set a fair interest rate and fees for the loan. • Comply with the terms and conditions of the agreement. 	<ul style="list-style-type: none"> • Comply with the conditions of the loan agreement, including the terms regarding the objectives of the loan, repayment of collateral, and other agreed-upon conditions. • Do not conceal information or facts that could cause harm to the creditor. • Maintain the quality of the collateral and any other agreements made with the creditor, in order to achieve mutual benefits. 	<ul style="list-style-type: none"> • Organize meetings to exchange information and maintain a consistently good relationship. • Communication channel: E-mail: cnt@cn-thai.co.th.

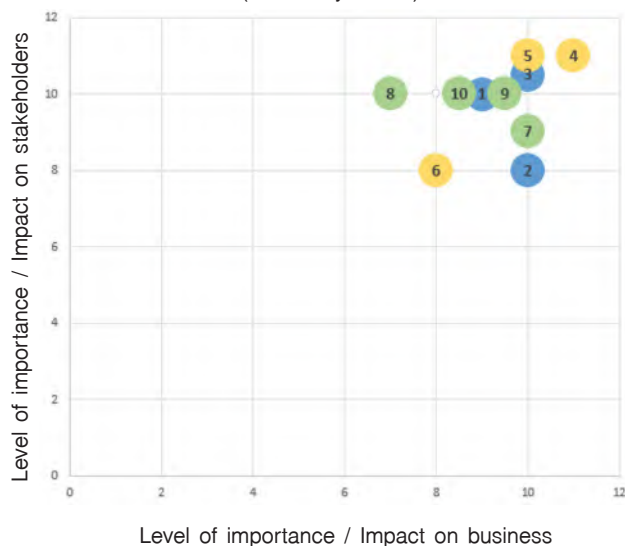
Stakeholders	Expectations	Responsiveness to stakeholders	Communication and channels
Regulators	<ul style="list-style-type: none"> Comply with laws, regulations, and various rules. Have good and transparent business oversight. Disclose information sufficiently and in a timely manner. 	<ul style="list-style-type: none"> Comply with the guidelines for contacting the government sector for business ethics, including cooperating in various areas. Prepare financial reports and annual reports. Study, acquire knowledge, and follow up on news, information, participate in meetings, seminars, and various activities of regulators on a regular basis to stay informed of any changes or updates. Regularly review compliance with regulations and rules. Disclose information regularly through SET. 	<ul style="list-style-type: none"> Prepare financial reports and annual reports, including annual report form and other reports. Disclose information regularly through SET. Provide a whistleblowing channel via email to report any wrongdoing: E-mail: kasemsit@merchant.co.th Letters to managing director.
Community, Society, and Environment	<ul style="list-style-type: none"> Promote quality of life Support social activities Preserve natural resources Reduce and avoid pollution that may have an impact on the environment Set policies in place for social and environmental responsibility, consisting of two parts: CSR In Process and CSR After Process. 	<ul style="list-style-type: none"> Support and participate in various community and social activities in the areas where the Company operates deem appropriate. Organize activities and campaigns to raise awareness among employees about the importance of coexistence between the Company, community, and environment. Respond quickly and efficiently to complaints that have a significant impact on the environment, community, and property resulting from the Company's operations. 	<ul style="list-style-type: none"> Letters to operation director or managing director Communication channel: E-mail: ir@cn-thai.co.th cnt@cn-thai.co.th
Business competitors	<ul style="list-style-type: none"> Competition within the framework of rules and laws. Conducting business with integrity. Not violating intellectual property. Not accessing confidential information through inappropriate means. 	<ul style="list-style-type: none"> Do not damage the reputation of competitors by making false accusations. Treat competitors with integrity, morality, and in accordance with the law. 	<ul style="list-style-type: none"> Join as a member of the Thai Contractors Association to meet and exchange opinions and strengthen good relationships among member companies. Communication channel: E-mail: cnt@cn-thai.co.th

The process of determining the content in the sustainability report

The committee has evaluated important sustainable issues, considering the expectations of stakeholders and the impact on the Company, including the economy, society, and environment. They have ranked the importance of various issues, analyzed and assessed the significant issues for the sustainable development of the Company, and the expectations of stakeholders both inside and outside the organization. This is to ensure that the report is comprehensive and can meet the expectations of all stakeholders. The process is as shown.



A chart showing priorities of sustainable issues (Materiality Matrix)



- Good corporate governance
- Anti-corruption measures
- Continuous company growth



- Development of knowledge and abilities of personnel
- Workplace safety
- Compliance with laws, regulations, and rules



- Compliance with environmental laws and regulations
- Waste disposal
- Air pollution
- Energy conservation

Results of sustainable management implementation

Summary of performance in the area of governance (G)

Good corporate governance.



The results of training on the Code of Conduct and Business Ethics courses for company employees in the year 2022 indicate that 100% of trainees participated in and passed the assessments.

In the year 2022, there were no complaints regarding violations of ethics and relevant laws.



The assessment results from external agencies are rated as 'excellent'.



สมาคมส่งเสริมผู้ลงทุนไทย
THAI INVESTORS ASSOCIATION



Continuous company growth



In the year 2022, the Company had a total revenue of 5,330 million baht from construction, sales, and services.



Encouraging innovation in construction through the Value Engineering project and the Best Innovation Award project.



Client satisfaction survey results in 2022 were at a satisfactory level, and there were no complaints about the products.



Implemented the quality management system according to ISO 9001:2015 standards.

Anti-corruption



In 2022, there were no complaints regarding corruption.

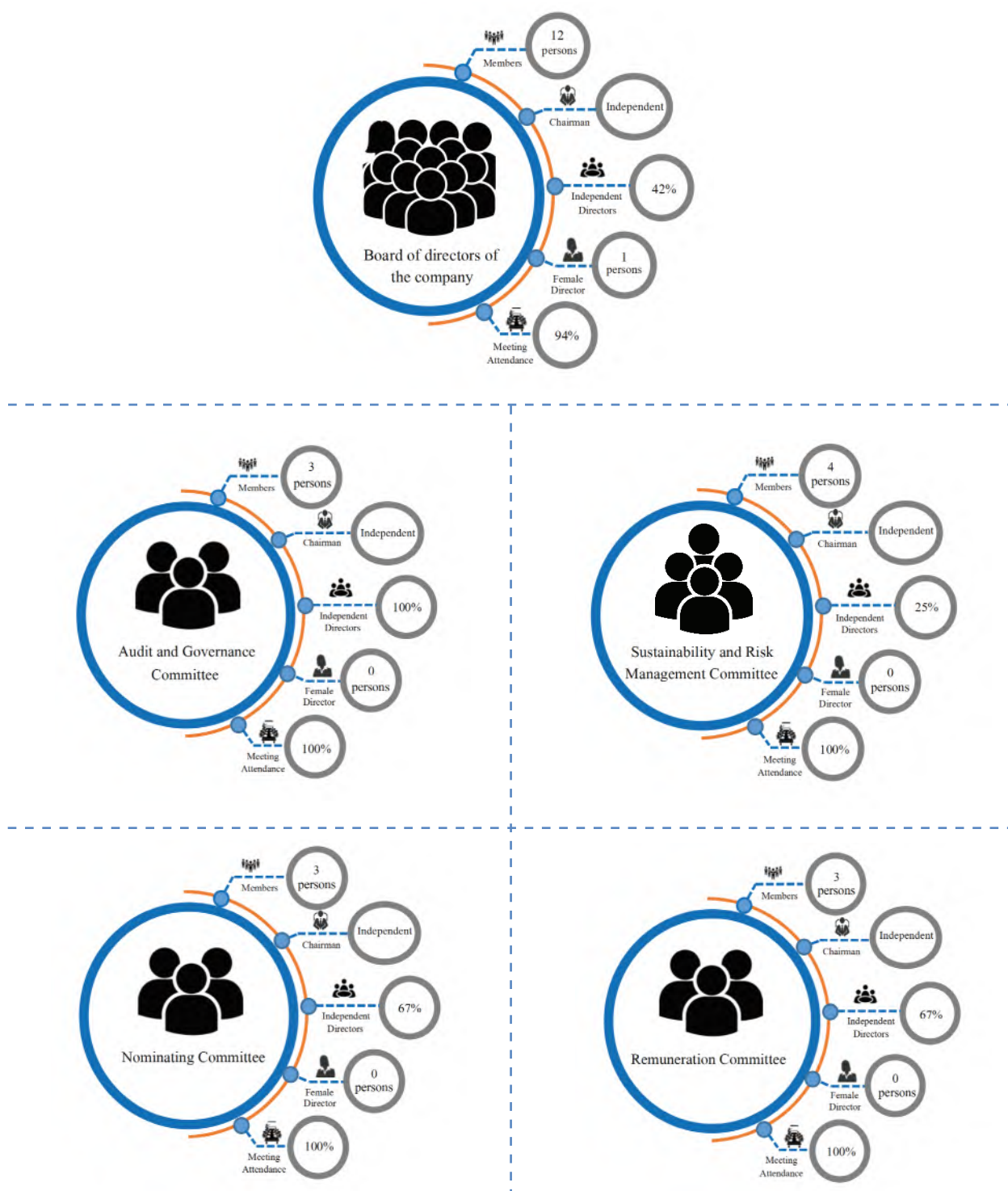


The result of the anti-corruption training course for company employees in 2022 shows that all participants attended the training and passed the test with a score of 100%.

The result of implementing good corporate governance

The board of directors of the Company is aware of its role and responsibility in managing the overall business of the Company, with a focus on good corporate governance that emphasizes equality, transparency, and verifiability, which are important factors in strengthening and developing the organization and its employees, enabling sustainable growth, meeting satisfaction and expectations, and building trust among all stakeholders. Good corporate governance is aimed at achieving the Company's objectives and maximizing benefits for the entire organization. The details of good corporate governance are explained in the report on page 115-164.

In 2022, the Company summarized the results of its good corporate governance performance as follows:



Result of implementing the anti-corruption

The Company is committed to operating under good corporate governance principles that are transparent, fair, and oppose any form of corruption, both directly and indirectly, in both the public and private sectors. The Company also instills in its employees a strong sense of ethics, morality, and integrity. In conducting business, the Company is firmly committed to ethical values and virtues. The Company does not tolerate any form of corruption and takes all forms of bribery and corruption seriously.



The Company has officially announced a “No Gift Policy” by notifying all employees and requesting cooperation from its business partners regarding “refraining from accepting gifts, rewards, entertainment, or any other benefits on all occasions and festivals”. The policy also includes a campaign to encourage everyone to express gratitude with words instead of gifts.

Anti-Corruption Policy



The board of directors is determined to declare the Company's intention to join the Collective Action Coalition in the fight against corporate corruption and obtain certification from the CAC Council that the Company has an effective and appropriate internal control system to combat corporate corruption. This ensures that all stakeholders can have confidence that the Company operates transparently and ethically, without corporate corruption, and that the benefits to all stakeholders are prioritized.

The Company conducted a risk assessment of the potential for corruption in all departments of the Company and established internal controls to prevent corruption from occurring within the organization.

In the year 2022, the result of the audit showed that there was no incidents of corruption.

Whistleblower channel

Mr. Kasemsit Pathomsak

Chairman of the audit and governance committee

Tel: 02-660-6688

E-Mail: kasemsit@merchant.co.th

Address: Merchant Partners Securities,
2nd Floor, Chan Issara Tower 1, 942/81
Rama 4 Road, Suriyawongse, Bangrak,
Bangkok 10500

In year 2022, there was no complaints regarding corporate corruption.

In 2022, the Company provided training and tested knowledge on combating corporate corruption through the internal E-Learning system for both the head office and construction sites.



In 2022, all employees attended the anti-corruption course through the E-Learning system with a 100% pass rate.

Economic performance results

The Company's business operations support the country's economic progress, both directly and indirectly. This is achieved through generating value from business performance and distributing income to stakeholders. The Company aims to create added value for shareholders, clients, employees, and all parties involved. The profits from business operations are considered a part of creating shared benefits for all stakeholders.

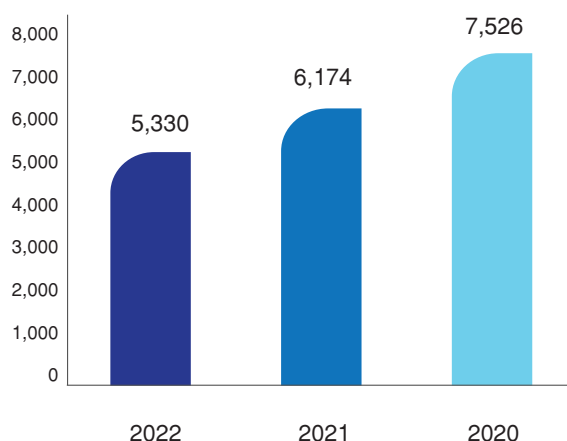
The management structure in the construction department of the Company is divided into business units based on the type of work, depending on the knowledge and expertise

of each employee. Each business unit has a director who oversees and is responsible for managing the business unit to generate profits and create sustainable economic benefits for the organization. The construction business unit comprises government works; petrochemical and special industry; general building; hospitality and residential; and general construction and MEP.

The Company's operations have had a positive impact on the country's economy, generating economic benefits through various groups of stakeholders, including cash flow from operations. The following are facts from the past years:

Revenue from construction work, sales, and services

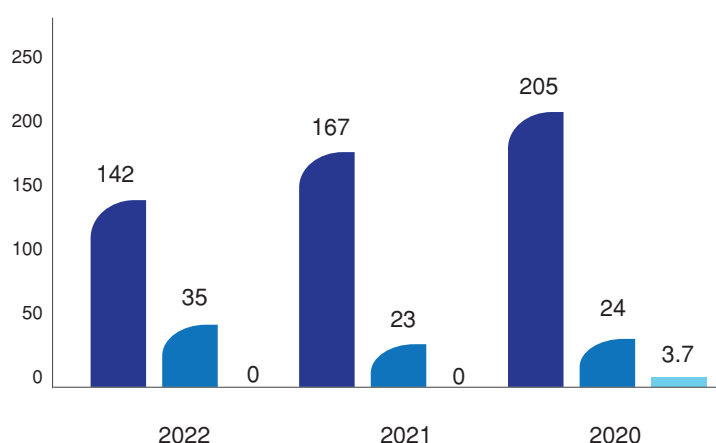
Unit: Million Baht



Gross Domestic Product (GDP)

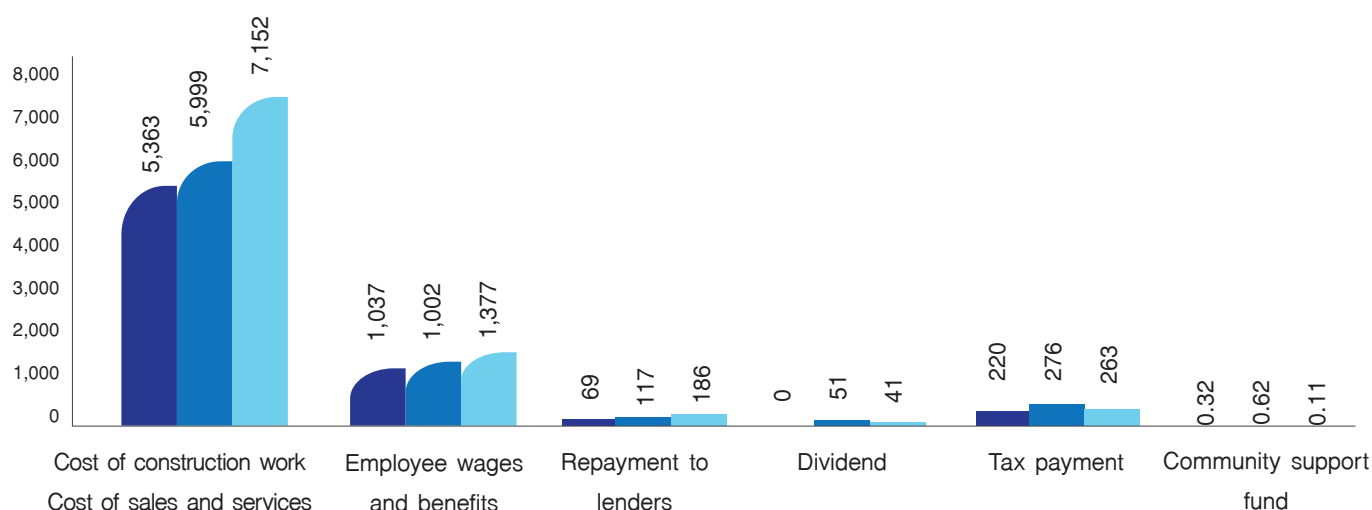
Unit: Million Baht

■ Depreciation and disposal costs
■ Projected costs
■ Transfer to (from) legal reserves



Direct Economic Value Distribution

Unit: Million Baht



Efficient resource management

The Company is currently in the process of upgrading and developing its Enterprise Resource Planning (ERP) system to cover its core business processes, including budget control, accounting and finance, procurement management, control of construction materials in construction sites, maintenance and machine care, among others. This is to ensure efficient resource planning and to reduce time and steps in work processes by linking data from various work areas into a single database, enabling accurate and Real-Time access and integration of information. This will result in more efficient management, decision-making, and rapid response to changes.

Client's data privacy

The Company places importance on maintaining the privacy of client's data from loss, unauthorized use, disclosure, alteration, or destruction. The Company has established channels of communication through telephone, email, and postal mail to receive clients' complaints. The Company prioritizes the confidentiality of client data with transparency and responsibility to provide the best service to its clients. In the past year, there have been no complaints or penalties regarding client data privacy violations. Currently, the Company is in the process of drafting a policy to protect personal data in compliance with the Personal Data Protection Act that will come into effect in the year 2022. This ensures that all parties, including clients, can trust that the Company will maintain and secure their data with integrity.

Innovation in business and society

From our experience in the construction business for a long time, our company has always been thinking and innovating to find new construction methods and selecting equipment that has been developed to increase work efficiency, so that our company can carry out construction quickly, reduce construction costs, as well as minimize environmental impacts. This is to be in line with and keep up with the constantly changing needs. Our goal is to meet the increasing demands of our clients.

The Company has a policy to promote the creation of new innovative methods for sustainable work. It encourages employees in all departments and construction sites to present new construction methods that are creative, improve work processes, reduce construction costs and time (Value Engineering), and maintain a standard quality that meets the clients' objectives and on-time delivery. Moreover, these ideas can serve as a model for other construction sites to develop their expertise in the organization's specialty, in line with the Company's mission to "focus on developing products that meet client needs, improving sales and service techniques, and promoting cost-consciousness." Additionally, the policy includes innovative measures to reduce the environmental impact of work processes, prevent environmental degradation, and encourage employees to participate in maintaining a sustainable environment.

The Company has implemented the "Best Innovation Award" project, in which senior management are appointed to judge the presented works. Awards and certificates of honor are given to encourage and motivate employees to come up with new ideas for their work at all times.

Responsibility towards products and services

The trust that the Company receives from its clients is of utmost importance. Therefore, the Company adheres to best practices in construction management, paying attention to every detail in each step of the process, from design consultation to ensuring that construction is in line with professional standards, with accurate and appropriate cost estimation, and the selection of quality construction materials. The Company has developed a “Standard for Architectural Work” manual to serve as a guide for work and inspection in the architectural field. An independent quality assurance department is responsible for visiting, inspecting, and overseeing the work during construction and before delivery to ensure that the work delivered to clients is of high quality, meets standards, and is consistent with the intended use of each client.

In addition, the Company has arranged for client satisfaction survey, including the project owners and/or consultants. The Company will send client satisfaction survey forms to all relevant units, including the project owners and/or representatives, periodically from the beginning of the construction process until project delivery. This is to inquire, monitor, and evaluate client satisfaction, as well as to collect data on defects and use it to improve work methods to ensure the highest level of client satisfaction. The Company also guarantees the work results for a period of not less than 1 year or as specified by the client, to ensure that every client is confident in the safety and quality of the building and construction.

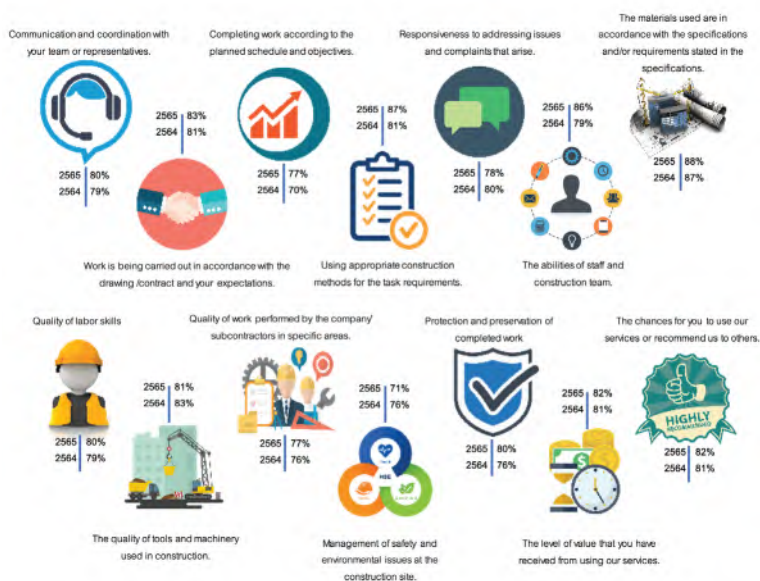
Channels/Methods for Complaints about Quality

Clients can file a complaint about the quality of construction work during and after the construction period by submitting a quality and satisfaction evaluation form or by directly notifying the project manager, management of the Company, or via email at cnt@cn-thai.co.th. The Company will respond promptly to any problems or complaints raised, which is considered a part of the core competency of all employees.

The Company has set 14 topics for client satisfaction surveys, with a satisfaction score ranging from 0 to 10, where 10 is the highest level of satisfaction. In the past year, the Company sent out surveys to project owners and consultants. When the scores from each category were combined, the overall satisfaction rate was 79%, which is higher than the previous year and falls within the satisfaction range. This indicates that the Company has maintained its service standards at a satisfactory level. Additionally, the Company has taken client feedback into account to improve areas with lower satisfaction scores. The Company remains committed to continuously developing and improving the quality of work to ensure maximum client satisfaction.

The Company has implemented the quality management system according to the ISO9001:2015 standard, which specifies the requirements for an organization's quality management system. The objective is to ensure confidence that the Company can deliver work and services that meet the needs and expectations of clients and comply with relevant legal requirements. In addition, the Company provides training for employees at different levels to understand the principles and requirements of the standard and apply them correctly and appropriately when developing systems, according to the level of responsibility of each group of employees.

The results of client satisfaction survey in each category are as follows:



Respecting Human Rights and Labour Practices

Human Rights Management Guidelines

The Company requires that all of its Directors, Management and Staff strictly respect international human rights principles as part of the operations of the Company, and do not tolerate any violations thereof. The principle also apply to all Company sub-contractors. The Company will uphold morality to procure and employ staff in compliance with diversity and inclusion policy, without discrimination in terms of race, religion, colour or gender. There are no child labour or forced labour and this shall be applied to all Company's sub-contractors.

This is to ensure fair and equal opportunity for everyone to be recruited as Company employees. The recruiting process emphasizes on capability and suitability for such position. The Company also strives to improve the quality of life of disabled people, by employing them under the same terms and conditions as other staff. Moreover, the Company also provides facilities for the handicapped in its Head Office, e.g. special elevator, ramp for wheelchairs, special toilets, etc.

Since 2016, the Company has continuously complied with the law regarding the employment of people with disabilities by coordinating with relevant government agencies and social innovation foundations to access employment opportunities for people with disabilities. The Company has participated in projects to employ people with disabilities to work in communities or non-profit organizations, such as schools, non-formal education centers, Sub-district Health Promotion Hospital, early childhood development centers, local government organizations, and provincial centers for the development of the potential and vocational skills of people with disabilities. The policy is to hire people with disabilities who have the potential and readiness to work as employees of the Company, in order to benefit the

community or non-profit organizations in the community. This is in response to the government's policy to create equal opportunities for people with disabilities and to create economic value for the country.

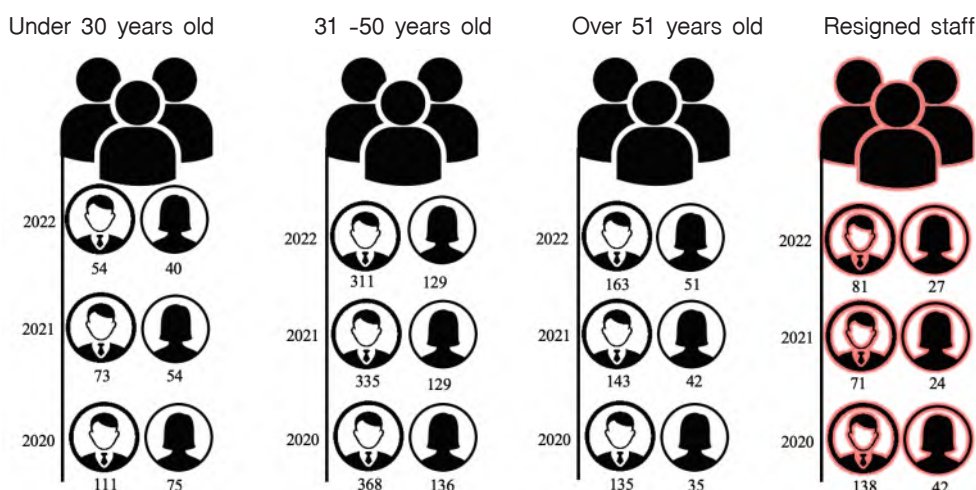
The Company has continued to implement its policy of employing people with disabilities continuously, and in 2022, the Company was able to employ 35 people with disabilities, meeting the legally required ratio of 1 person with disabilities per 100 employees, and thus was not required to contribute to the National Fund for the Promotion and Development of the Quality of Life of Persons with Disabilities.

Taking cares of employees and worker during the outbreak of COVID-19 pandemic

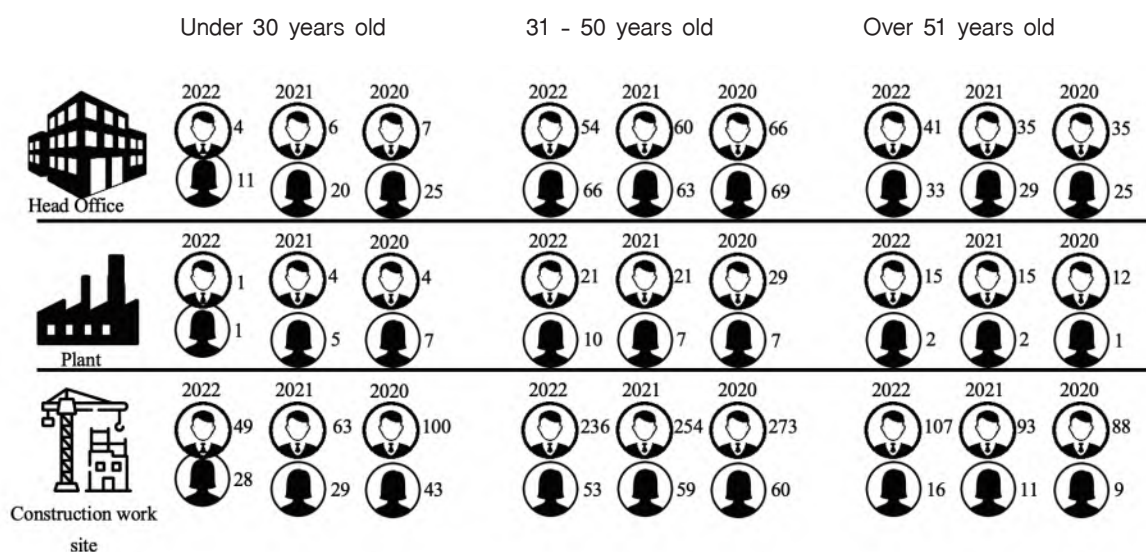
Due to the COVID-19 pandemic that began to spread at the end of 2020, it has had an impact on the livelihoods of people all over the world, including in Thailand, in both social and economic aspects. The Company has established guidelines for prevention and control measures to take care of its employees and workers. Various measures have been adjusted to be in line with the situation of the COVID-19 pandemic in Thailand, which has changed over time, with a decreasing trend. Additionally, the Ministry of Public Health has announced the lifting of COVID-19 as a communicable disease that needs to be monitored (Post-Pandemic) since October 1, 2022. Although the pandemic situation has improved, the Company still maintains preventive measures such as social distancing, maintaining cleanliness, and wearing masks in office buildings and construction sites to prevent any potential outbreak.

Staff Number

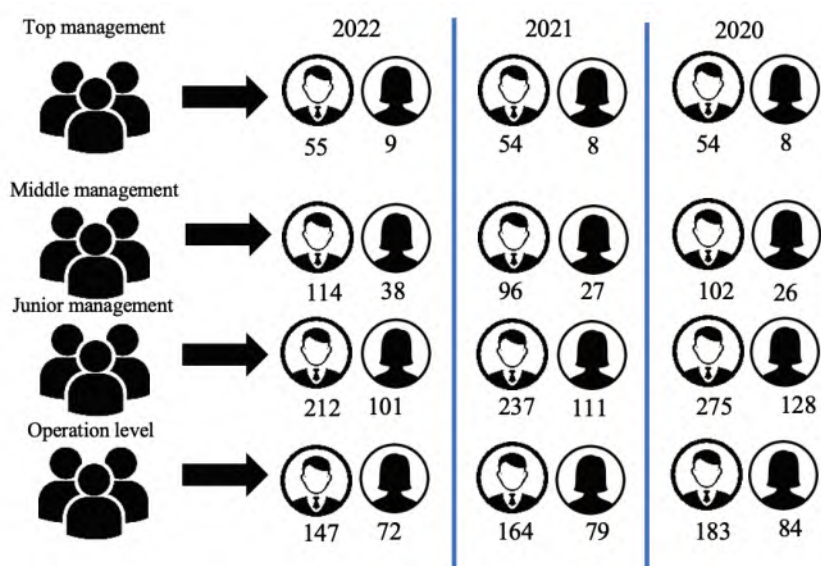
Number of staff working at Head office, plant and construction work sites is as under:



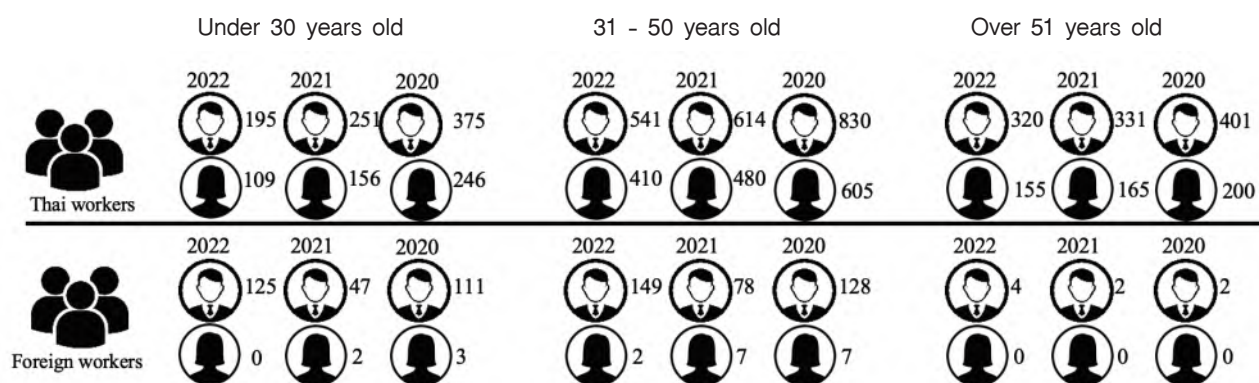
Total number of staff - Classified according to work places, age and gender



Classified according to level and gender

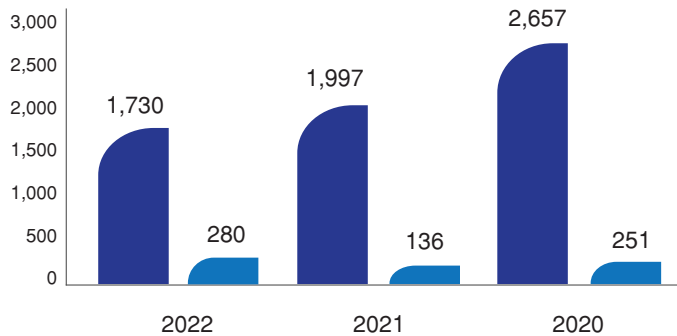


Classified according to their Thai workers and foreign workers under Age and Gender



Graph shows number of migrant workers

■ Thai workers
■ Foreign workers under MOU



	Year 2022	Year 2021	Year 2020
Thai workers	1,730	1,997	2,657
Foreign workers under MOU	280	136	251
Total	2,010	2,133	2,908

Employing the disabled



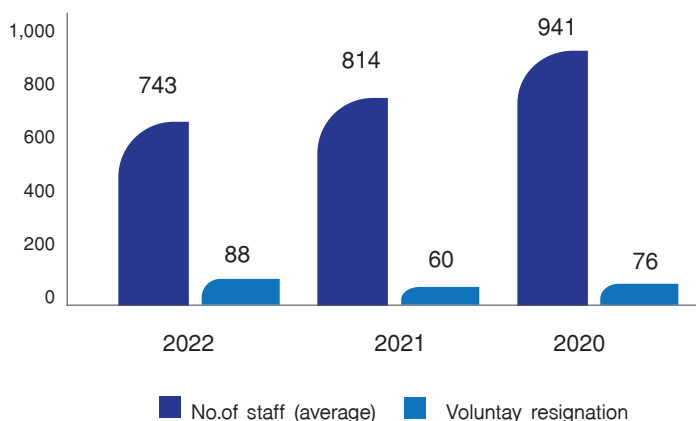
- ❖ In 2022, 35 employees with disabilities were hired, fulfilling the ratio of 100:1 as required by the employment law.
- ❖ 18 provinces have benefited from the project to improve the quality of life by employing 18 disabled workers.
- ❖ The community's income has increased by 1.79 million Baht.

Overall Employment

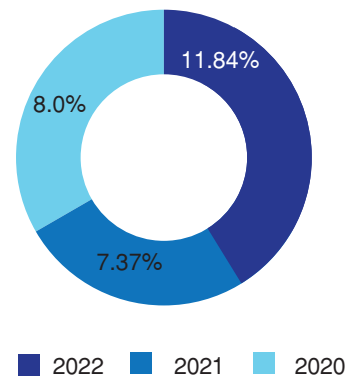
In 2022, Company's total staff and workers were 2,758 persons classified into staff (head office, plant and worksites) of 748 persons with female staff 220 persons (29.41%) and male staff 528 persons (70.58%). Total workers were 2,010 persons with female 676 persons (33.63%), male 1,334 persons (66.37%). Among these were Thai workers 1,730 persons (86.71%) and workers under MOU 280 persons (13.83%). Disabled workers were 35 persons equivalent to 1% of total staff and workers.

Average turn-over rate

Turn-Over



Average turn-over rate



Changes in the number of employees

The average resignation rate of employees due to personal reasons in 2022 is 11.84%, increased from 8.0% in 2021. According to the survey, the main reason for the resignation is the COVID-19 situation, which causes employees to want to resign to become self-employed and to be closer to their families to take care of them better. However, although the resignation rate of employees this year is higher than last year, it is still lower than other companies in the same industry.

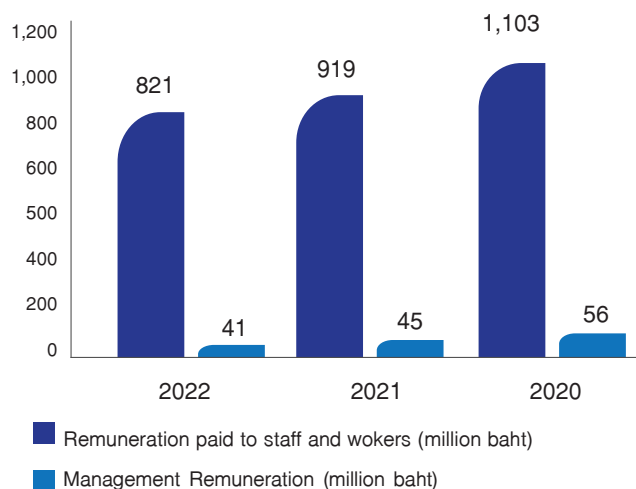
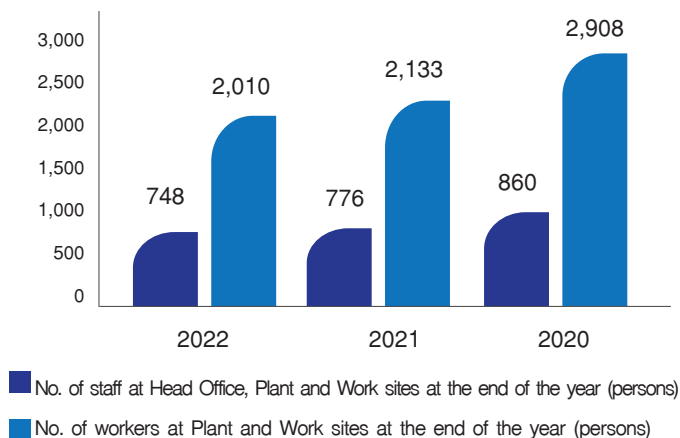
Employee Engagement Survey

In 2022, the Company conducted a survey to assess the level of employee engagement towards the organization. The results showed that employees had a level of engagement of 4.07 (on a satisfaction score of 5), representing an 81.40% engagement rate. This indicates that employees are still happy with their work, feel connected to the organization, and want to continue working with the Company. They exhibit positive behaviors towards the Company and put in their best effort to contribute towards the organization's success. They also

feel proud to be associated with the Company's achievements. The Company will use the survey results to determine the direction for sustainable development of the organization, coupled with better care for employees.

The Company places great importance on diversity and equality in its hiring policies. However, due to the nature of the construction business, which requires physical strength and endurance, the Company tends to hire more male employees than female employees. With regards to hiring people with disabilities, the Company is aware that working in a construction site may pose certain risks for some types of disabilities. Therefore, the Company will consider assigning tasks to people with disabilities that do not pose a risk to their safety, based on their individual conditions.

The total compensation paid to management, employees, and workers last year was 821 million Baht, which included salary, overtime pay, cost of living allowance, bonuses, and other benefits.



Worker Treatment Policy on Equal Opportunity and Fairness

The Company is committed to providing equal opportunity in every aspect of its business. The Company pays remuneration according to Employee's abilities for each position. The same principle also applies to other benefits such as housing, medical services etc. The Company does not discriminate between able-body and disabled staff or local and migrant labour, all of who are considered equal. All Employees have an equal chance to develop themselves for career advancement. Last year, the Company was honored by Department of Labour Protection and Welfare with the award of Good Labor Practiced: GLP).



Equal support for career advancement

The Company applies the principle of “Competency Development Programme” for training. Goal, indicators and action plans are set according to Individual Development Plan (IDP) to enhance employee’s knowledge for the advancement in their career. Post evaluation and assessment are conducted after every training course to prepare further individual development plans.

The Company has the policy to develop employees at offices and construction sites as follows:

1. Employees must attend training and seminars to enhance knowledge and ability related to each employee’s jobs. (Functional Competency)
2. Provide internal training courses to employees to meet their core competency. (Individual Core Competency)
3. Provide training to continuously improve workers’ skills, in collaboration with the Department of Skill Development to enhance the work methods in the Company’s main construction activities.
4. Encourage employees to become members of various professional associations.
5. Define a succession plan.
6. Define quality management system.
7. Promote creativity and innovation in the organization.

Performance Management

The Company has a system of performance management to support the employees to work efficiently and effectively in accordance with the ultimate target of the Company to “Develop Sustained Competiveness”.

The supervisor has duties to manage performance of their sub-ordinates in each level to achieve success by assigning the duties and responsibilities in accordance with Company target and strategy. It is to enhance their sub-ordinates through training, coaching and mentoring according to their knowledge and capability.

The employees have a duty to comply with their duties and responsibilities for the achievement of their target and meet the standard of performance and be responsible for self-development for better performance.

Policies and practices related to appropriate compensation and benefits

The Company has a policy of remuneration payment related to the Company’s performance both in short and long term to motivate employees to devote themselves for the achievement of their target. KPI (Key Performance Indicator) and Competency are the mechanism in which the Company applies for the management of salary in the short term. Other benefits beyond legal entitlement are also provided. The aim is to promote the security for employee and their family and to build up long-term relationship between employees and the Company. The salary rate and basic remuneration is not be different between female and male employees e.g. salary adjustment, bonus, incentive etc. However, for long term remuneration, it depends on Company’s investment plan in the future and the outlook of the construction market.

The Company regularly reviews its compensation and benefits policies to ensure that its employee compensation is appropriate and competitive within the industry. This is to ensure that the Company’s compensation packages are at an appropriate level and can remain competitive within the industry.

Employee benefits

The Company, its subsidiaries, and employees (including management) have jointly established a provident fund in accordance with the Provident Fund Act of 1987. The fund was registered on June 13, 1990 and is managed by Thai Asset Management Corporation Limited to provide savings and security for employees and their families, as well as to enhance long-term financial stability. Employees can choose their own investment plans to receive returns on their investments according to their preferences. Additionally, to promote the understanding of investment plans, opportunities, risks, and returns, the Company coordinates with the fund manager to report on the fund’s performance and investment environment, including short- and long-term investment trends, to the employees. This information is widely disseminated to members of the fund to assist employees in making informed investment decisions.

Regarding the rate of accumulated savings, employees can choose to contribute a monthly rate between 5% to 15% of their salary depending on their willingness, and as they have informed the Company. In addition, the Company will also provide a matching contribution to employees at a rate of 5% to 9% of their salary, depending on each employee's length of service.

In 2022, the Company contributed a total of 21.2 million Baht to the provident fund at a rate of 5-9 percent based on employees' length of service. The Company's budget for the provident fund was 215 million Baht, which is sufficient to cover all eligible employees.

All employees who have completed their probationary period are entitled to become members of the fund. As of December 31, 2022, there were 700 employees who were members of the fund, out of a total of 748 employees who were eligible to apply for membership, representing 93.58 percent.

Contributions to Provident Fund and Voluntary Savings

The accumulation of funds comes from both employees and the Company. It starts at a rate of 5%, and the Company has a policy of contributing according to the employee's length of service, ranging from 5% to 9% (employees can choose to contribute between 5% to 15% at their discretion). This is to create good long-term returns for employees. The rate of contribution depends on the employee's length of service as follows:

Years of service	Contribution Rate (%) From Company
Less than 15 years	5
From 15 - 20 years	6
From 20 - 25 years	7
From 25 - 30 years	8
More than 30 years	9

Terms of payment

The Company pays to the employees who are dismissed from membership of the provident fund when they resign or retire from the Company. The payment and benefits are cumulative savings from employee and contribution from the Company depends on employee's years of service.

Year of membership (after probationary period)	Cumulative Employee Saving (%)	Cumulative Company Contribution (%)
Less than 5 years	100	none
From 5 to 6 years	100	50
From 6 to 7 years	100	60
From 7 to 8 years	100	70
From 8 to 9 years	100	80
From 9 to 10 years	100	90
More than 10 years	100	100

Other Welfare and Benefits

Welfares and Benefits are provided to employees and their family after they pass the probationary period. Employees at same level receive the same welfare and benefits regardless of their gender, race, age and religion. Welfare and Benefits are as under:

Promoting Health Policy

The Company provides yearly physical check-ups to all its employees with the aim of detection and protection before any severe disease occur. The Company also provides medical insurance, in addition to Social Security's medical benefits for employees, to enable them to access better medical services. Moreover, the Company also provides first-aid services at its office and on worksites. In addition, certain worksites have a nurse stationed at a first-aid room to provide first-aid assistance and give advice on health care and use of medicine.

The Company also promotes its employees' good health by hiring trainers to conduct aerobic exercise and yoga classes on a daily basis as well as the exercise room with a fully equipped gymnasium with trainer to guide how to exercise and use equipment properly and safely for employees at Head Office who want to exercise after working hours. As for employees at the plant and construction sites, the Company provides a proper exercise venue with necessary sport equipment. The objective is to facilitate employees who want to exercise after working hours without travelling and expenses as to promote good health for the benefit of employees.

Information about employee that took leave in the head office, plant, and construction sites in the year 2022.

Work Absence at Head Office, Plant and Construction work sites are as follows:

Gender		No. of Person			No. of Days			Average (Day:Person)		
Head Office		2022	2021	2020	2022	2021	2020	2022	2021	2020
Sick Leave	Female	88	78	99	618	300	463	7.0	3.8	4.7
	Male	72	49	80	499	196	349	6.9	4.0	4.4
Business Leave	Female	43	43	38	108	74	120	2.5	1.7	3.2
	Male	32	29	32	61	52	82	1.9	1.8	2.6
Annual Leave	Female	101	109	83	999	918	721	9.8	8.4	8.7
	Male	92	90	87	878	746	597	9.5	8.3	6.9
Plant										
Sick Leave	Female	8	9	4	51	41	29	6.3	4.6	7.3
	Male	28	21	16	207	136	78	7.3	6.5	4.9
Business Leave	Female	7	8	6	34	32	24	4.8	4.0	4.0
	Male	24	15	22	66	73	69	2.7	4.9	3.1
Annual Leave	Female	13	14	17	145	168	171	11.2	12.0	10.1
	Male	37	37	41	420	405	402	11.4	10.9	9.8
Construction work sites										
Sick Leave	Female	84	93	158	688	678	998	8.1	7.3	6.3
	Male	317	335	468	2,850	3,348	2,403	8.9	10.0	5.1
Business Leave	Female	34	38	58	105	102	198	3.0	2.7	3.4
	Male	135	135	221	397	426	668	2.9	3.2	3.0
Annual Leave	Female	82	98	131	929	974	1,258	11.3	9.9	9.6
	Male	327	392	499	3,743	3,625	4,850	11.4	9.2	9.7

The Company has a policy to provide employees who have worked for one year with the right to take 10 days of annual leave for the head office, and 12 days for the construction sites and Sriracha plant. The supervisors are responsible for allocating the right to take annual leave fairly among their subordinates.

Information on annual leave as of December 31, 2022 for the 652 employees who are entitled to annual leave. This includes the total number of employees who have taken vacation days, including those who have resigned during the year.

Housing welfare policy

The Company provides housing benefits for its employees working at the office and plant in Sriracha district, as well as in various provincial construction sites, in order to reduce the cost of housing for employees who are not natives of those provinces and to facilitate convenient commuting, reducing the risk of travel to work. The Company has arranged for the acquisition or construction of housing for employees and workers in the vicinity or near the plant and construction sites, taking into account the health and safety of the housing, providing security staff to ensure the safety of employees' property. Health management is also provided in the residential areas to ensure the physical well-being of residents, including subcontractors' workers, for whom the Company also provides similar housing benefits.

Policy on employee assistance

Medical care benefit for staff and family

The Company provides healthcare benefits to its employees, especially in cases of out-patients where it is not covered by social security benefits. The Company is responsible for part of the medical expenses of the employee. In addition, the Company also provides group health insurance for the treatment of illness and accidents. The Company arranges visits to employees who are hospitalized to show concern and provide support.

The Company has set a budget for medical expenses for the families of employees, including spouses and children under 20 years old, in the case that they receive treatment in a hospital. The Company is responsible for bearing the cost of this expense according to the policy set by the Company.

Accidental insurance, life insurance, and funds

The Company provides life and health insurance for its employees with AIA Company Limited, and employees

can receive medical treatment according to the specified amount and conditions in the hospitals that are convenient for them. Additionally, the Company contributes to the social security fund and compensation fund as required by law.

Financial assistance

Funeral expense aid

As one of the policies to ease the financial burden of its employees, the Company provides funeral expense aid in case employee or the employee's family members passes away. The Company sends the wreath in condolence for the loss of the employee.

Saving Cooperative

The Company promotes the establishment of a savings cooperative among employees called "Saving Cooperative of Christiani and Nielsen (Thai) Employee". The cooperative is managed by the employees themselves to encourage savings and financial stability for the future, as well as to help ease financial burdens among members of the cooperative. The Company supports the staff in carrying out cooperative operations and provides the Company's workplace as the location for the cooperative. The savings cooperative has been in operation continuously since 2011 and currently has 520 members who are employees of the Company, out of a total of 748 employees.

Moreover, the Company act as a centre in supporting its employees for special interest rate and conditions for housing loan from various commercial banks.

Committee on Employee Welfare in the Workplace

The Company has established a welfare committee in accordance with the law. The Company has arranged for the selection of welfare committee members to represent employees as intermediaries to convey employee welfare needs to employers, provide recommendations, monitor internal welfare management, promote worker relations activities, and find ways to improve welfare and working conditions to create motivation and encouragement for employees, which will result in increased productivity and efficiency for the Company. Last year, the welfare committee has held meetings with employer representatives and presented requests and recommendations from employees for joint consideration. Employers have been able to take appropriate and fair action for employees, and the Company has not had any disputes or complaints regarding its treatment of employees.

Human Resources Development and career advancement

Training and Development Policy

Qualified employees and personnel are key resources for any company to drive long-term development of the organization, as well as the country through their knowledge and experience. The Company plays an important role in supporting and encouraging its employees and staff, by providing various training courses which are related to their existing duties and responsibilities, general management and skills in the Company's main construction activities. This is to ensure that all staff understand all relevant practices and meet with the Company's standard. The continuous training programme provided to enhance its staff to meet with the change of construction business and prepare for Company's future growth. The Company believes that good workmanship will deliver high quality of work to satisfy clients. Although certain employees may leave the Company, it is expected that their knowledge, experience and good workmanship practices would enable them to deliver good work to other organizations, thereby resulting in the positive long term development of the Country.

Training School

Training School is responsible to prepare the training programme, according to Company Strategic Plan, to all employees at all levels including workmanship in construction site. The courses are conducted by in-house or external trainers who are experienced in each subject. The annual training programme and target training group is set in advance and publicized on Company Internal Web Site, E-Learning Programme and Internal Journal. The programme also notifies each employee to plan for attending the course.

The Company construction training center at Nimit Mai Road (total land area 29 Rais) was established to enhance Company's development programme, with more space, in order to facilitate more staff training programs to improve their skill and workmanship.

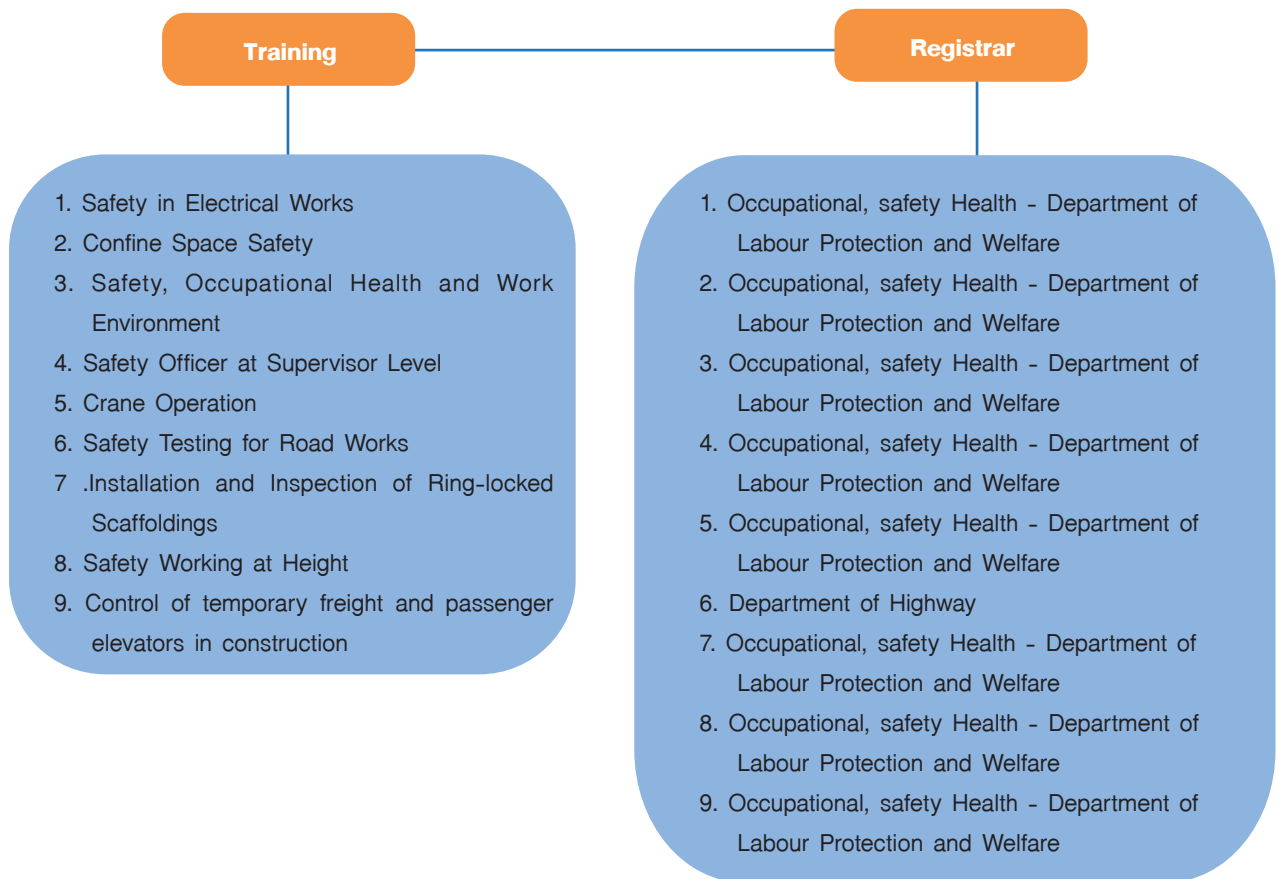
A Training Centre in Sriracha, Chonburi (total land area 38 Rais) was set up to facilitate training classes related to steelwork and equipment, i.e. scaffolding installation and inspection, crane operation, small tools utilization. The objective of these courses is to support our staff to develop skills and expertise in operating such equipment so that they can apply for licenses legally required by Department of Labor Protection and Welfare.

Apart from in-house training, the Company also sends Employees to attend training programmes organized by other organizations related to Company's business or general management, so that Employees gain new knowledge, ideas, and to develop innovation. After training, they apply their new learning in their existing job duties for the development of their careers.

Master Degree Supporting Policy

The Company has a policy to support key employees to further their study in Master Degree in Company's business related programmes. Employees whose qualifications meet with Company's criteria have a chance to enhance their knowledge, capability and increase their efficiency in their existing jobs and in the future. As part of the career long-term advancement plan, the employee can bring in their new knowledge for the improvement in their jobs and become Company's future assets.

In order for the Company to provide continuous specific training courses to staff and workers especially for safety and special training programme, The Company has registered with relevant departments to set up Company's in-house training center to train internally and issue the certificate thereof. The Company has promoted, developed and supported employees whose qualifications are in accordance with the requirement of Department of Labour Protection and Welfare to be trained as an in-house trainer. The training courses are conducted by Company's employees who have experience and were trained in relevant courses. Details as under:



Career Development Plan

The Company has a regular plan for personnel development every year, which is continuously implemented from year to year in order to create career advancement opportunities for employees (Career Path Development). The individual development plan (IDP) is developed for each employee with the objective of raising awareness and understanding of opportunities for self-development in line with the organization's commitment to "quality people, quality work" and sustainable organizational development. The Company provides a training plan and schedule throughout the year, and announces it to employees for planning purposes. Supervisors are responsible for allocating time for employees to attend training sessions, either by the number of hours or by the specific topics identified for each individual, to enable employees to apply the knowledge gained to their work for improved efficiency.

This provides opportunities for all employees to progress in their job roles.

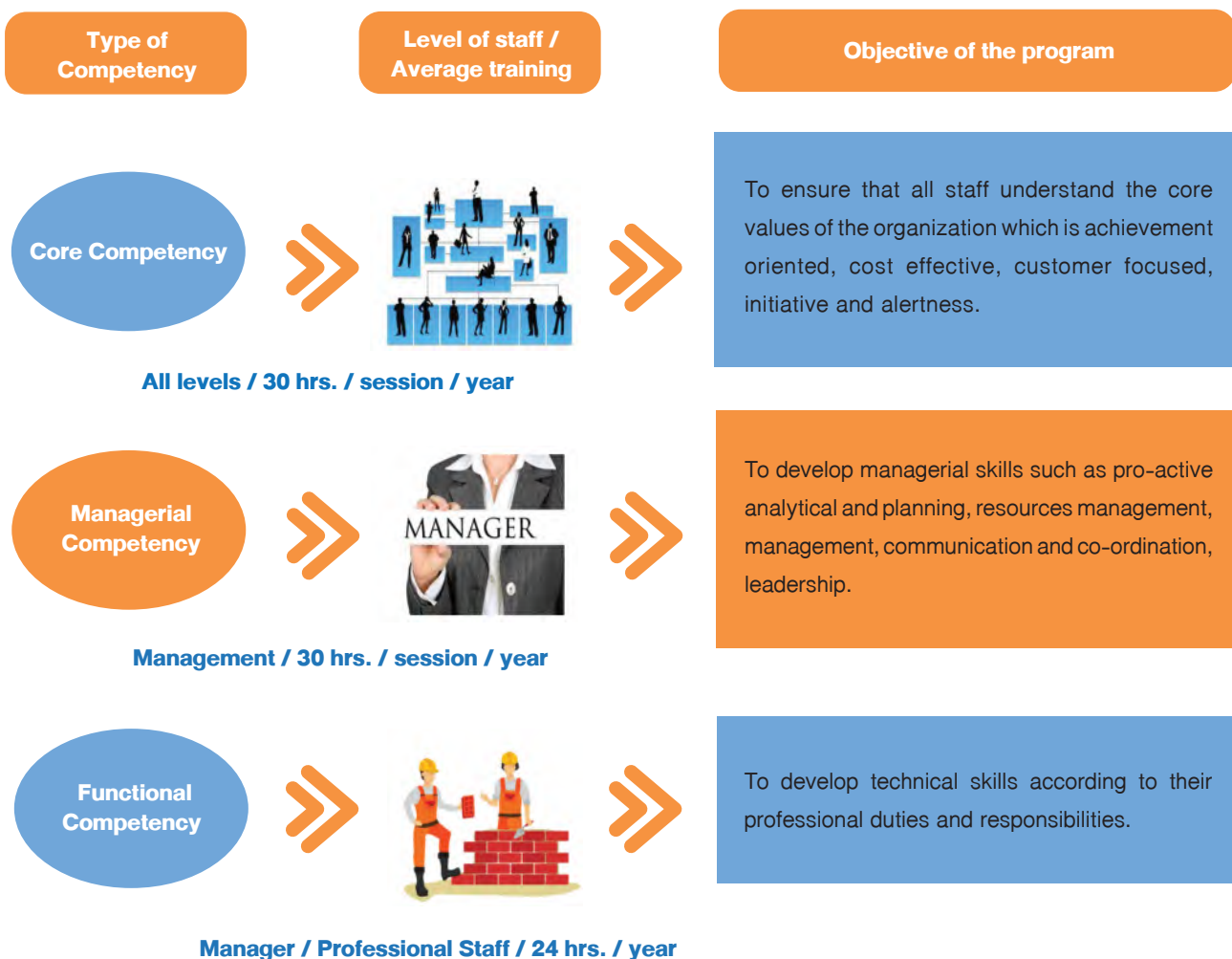
Employee training is focused on two target groups as follows:

Group of operation staff - Top Management and Staff at Management level

Group of operation staff including workers at worksites

Development plan for Top Management and Staff at Management Level

The Company applies the principle of "Competency Development" for training. Goal, indicators and action plans are set according to Individual Development Plans (IDPs). There are 3 levels in Competency Development.



Leadership Development

To create and develop the leadership is one of the Company's missions to develop staff from supervisor level to prepare themselves into higher level to become future organization leader group as part of succession plan. The Company provides continuous soft-skill training and other related programmes for both in-house and external training institutions.

English communication skills development

The Company realizes the importance of staff being able to communicate in English. Therefore, English courses are provided to employees as part of their skill development. There is a full time English teacher who conducts English classes for staff at the Head Office, plant and construction sites. Courses are designed to match the level of individual's English proficiency and needs with pre & post course evaluations.

Developing E-Learning System

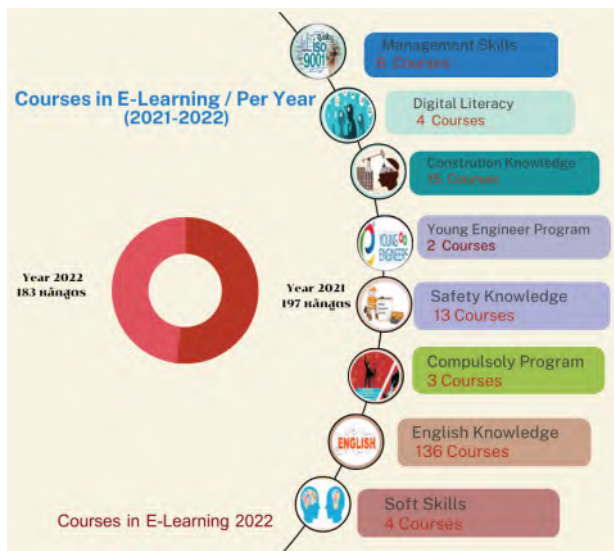
In order to increase access to training and learning opportunities, since 2017 the Company has developed and implemented various in-house training courses using e-learning systems. These courses cover topics related to work and management, as well as English language, and are delivered to employees across the head office and construction sites via the Company's communication channels. This allows employees to access knowledge anytime, anywhere, and to receive online support for problem-solving, promoting their interest in participating in e-learning activities. This ensures that employees have the opportunity to continuously develop their knowledge and skills.



English language courses offered throughout the year. Examples of the English courses are shown as under:



In 2022, the Company offered 136 English language courses through the e-learning system, with 171 employees accessing the courses. These courses were designed as e-learning media to enable employees to access knowledge anytime. Furthermore, the Company continuously developed its e-learning courses across eight learning categories.



Additionally, there was further development in the course on installation and inspection of scaffoldings in order to enhance the skills of employees who directly work with scaffoldings. This course was attended by 36 employees for a total of 8 hours.

Preparing Young Engineers for Success

For new employees in the position of engineer, which is an important part of the construction business, they will receive basic knowledge, work systems, and expertise in construction work that the Company has a talent for. Therefore, the Company has organized the “Young Engineer” program by recruiting and selecting new graduates from the Faculty of Civil Engineering and related fields to the Company’s main business, including the Faculty of Architecture, Faculty of Engineering, Electrical Engineering Department, and Mechanical Engineering Department from various universities to become employees. This group of employees will be trained in various matters related to construction work, such as techniques, processes, etc., as well as the Company’s work systems, by executives who are knowledgeable and experienced in each relevant subject. The Young Engineer course will have a minimum of 18 hours of training per year. Upon completion of the training, these employees will be able to work according to the Company’s methods and standards, which is important for the future and to maintain the working culture of the organization.

Development Plan for operation staff in construction operation

The Training School department is responsible for developing personnel in the construction industry by planning relevant courses related to practical work and project management within the construction organization. The aim is to provide employees with knowledge and skills in construction management so that they can work efficiently. The target group includes all employees from job controllers to project managers, with engineering levels 5–8, who must undergo training for all courses specified, with a minimum of 36 hours of training per year. The training courses are divided into seven main groups, and company personnel with experience and expertise in each course are the trainers who transfer knowledge to the trainees to sustain knowledge in the organization by transferring specialized knowledge from generation to generation. Additionally, an employee can participate in more than one course per year.

In 2022, the Company invited subcontractors and suppliers to participate in a construction seminar to exchange

knowledge with engineers and employees who directly work in the construction industry. The list of main training courses, the number of training hours for each course, and the number of trainees throughout the year are as follows:

Knowledge / Skills	Number of courses conducted		Training hours		Number of training participants	
	2022	2021	2022	2021	2022	2021
Construction Knowledge	28	18	95	49	624	295
Soft Skills	8	7	279	45	425	277
Safety Program	13	13	209	338	581	603
English Skills	136	159	136	159	171	165
Total	185	197	719	591	1,801	1,340

Group of Operation staff at construction sites

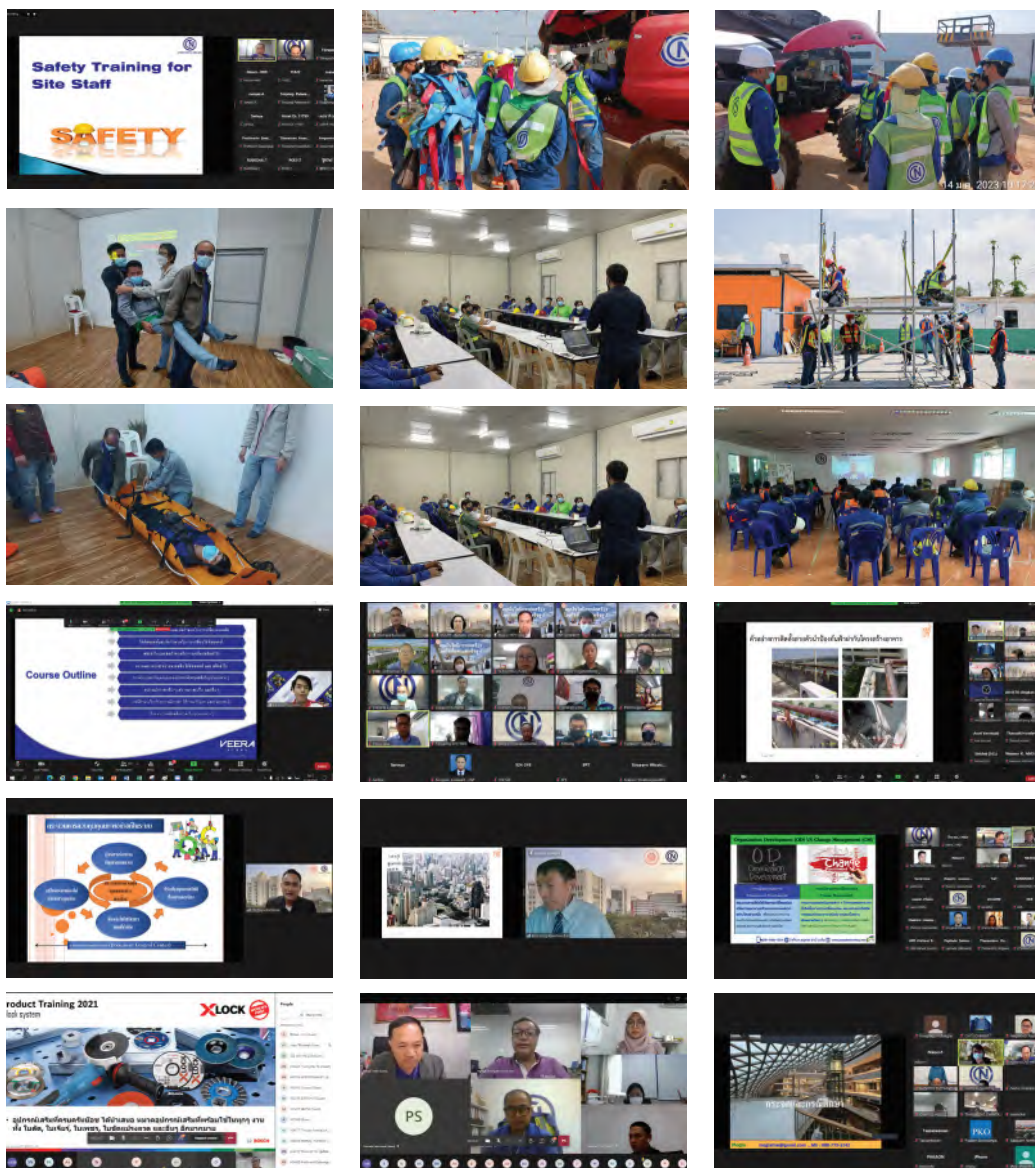
Developing a group of practical-level construction workers is a priority for a large construction company due to the high demand for skilled workers in the industry and the fierce competition for labor. To address this, the Company provides training and skills development for its workforce in each of its major construction activities such as bricklaying, plastering, carpentry, masonry, welding, etc. The workers' skills are assessed based on the standards set by the Department of Skill Development, Ministry of Labor and Social Welfare, to ensure that the Company can provide fair and appropriate wages to its skilled workers. The Company continually develops training programs to meet the demand for skilled labor and increases the number of workers undergoing training each year, including those working for subcontractors. This allows the workers to continually improve their skills and apply their knowledge and expertise to quality construction projects across various organizations, not just limited to the Company.

In addition to providing in-house training to enhance skills, the Company also arranged for employees to participate in external job shadowing programs to provide opportunities for them to enhance their skills and knowledge in related fields. By observing actual work processes in these fields, such as lightweight bricklaying, hot dipping galvanizing, and glass curtain wall installation in the construction industry, and by receiving practical training in lightweight bricklaying with a company that owns the product, employees were able to learn and gain direct experience from the product owner.

The group of employees working in the construction department will receive continuous training to raise awareness of safety in the workplace, learn how to use tools and machinery correctly, safely, and with maximum efficiency, as well as develop various manual skills to a standard quality level. This is to deliver high-quality work to customers in every project. The Company provides the following training courses:



Online training activities via Zoom, general construction courses

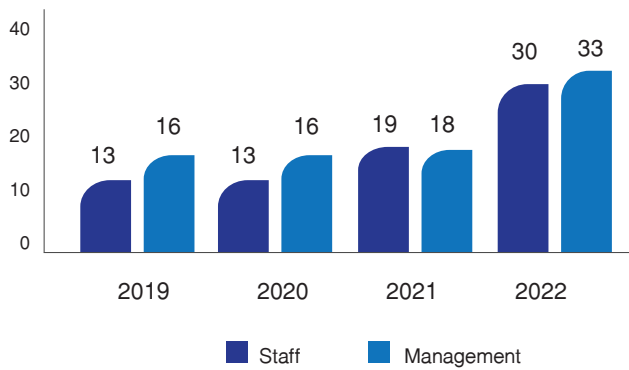


Training Expense

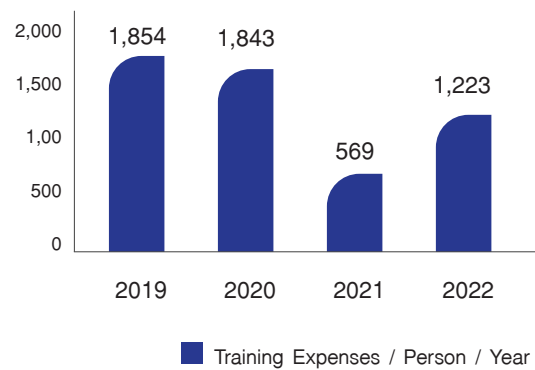
The training expenses in 2022 increased compared to 2021 due to the invitation of external instructors to provide specialized knowledge in important courses. This is different from 2021, where the training was conducted through electronic media and used company employees as instructors.

The details of the number of training hours and expenses per person per year can be summarized as follows:

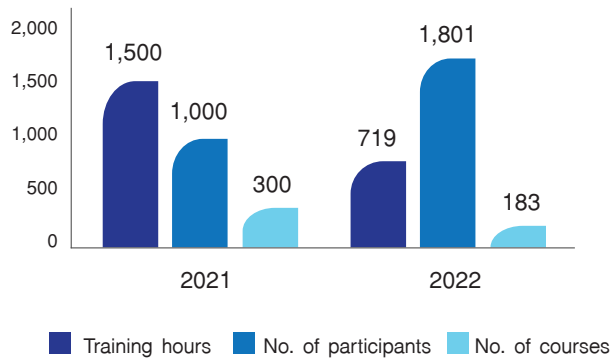
No. of Training hours / Person / Year



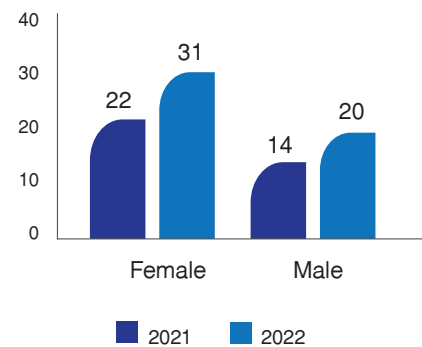
Training Expenses / Person / Year (Staff and Management)



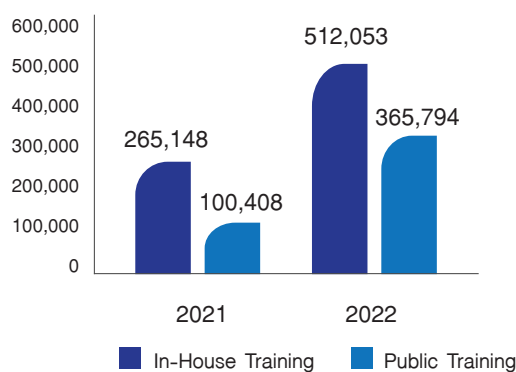
Training Record



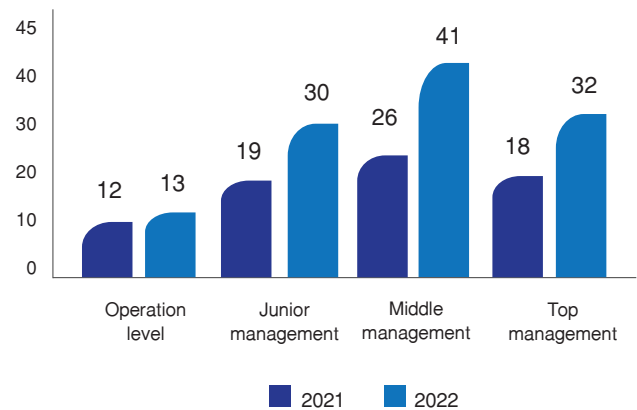
By Gender : Hour / person / year



Total Training Expenses Per Year (Bath)



Training hours : Hours / Persons / Year (By level)

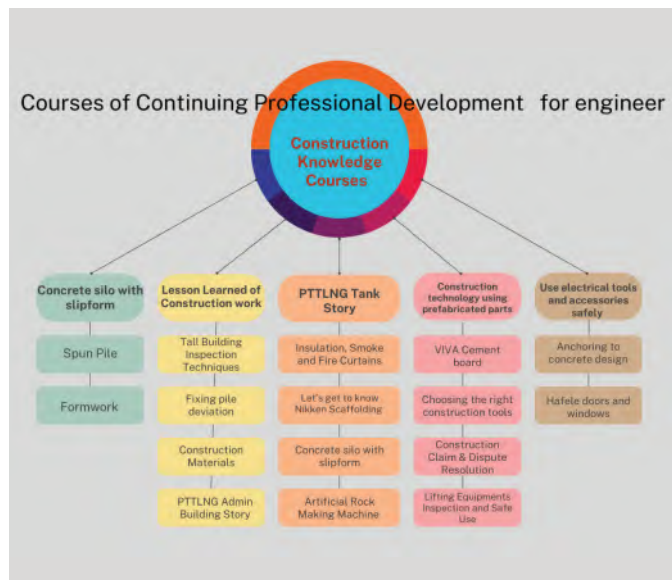
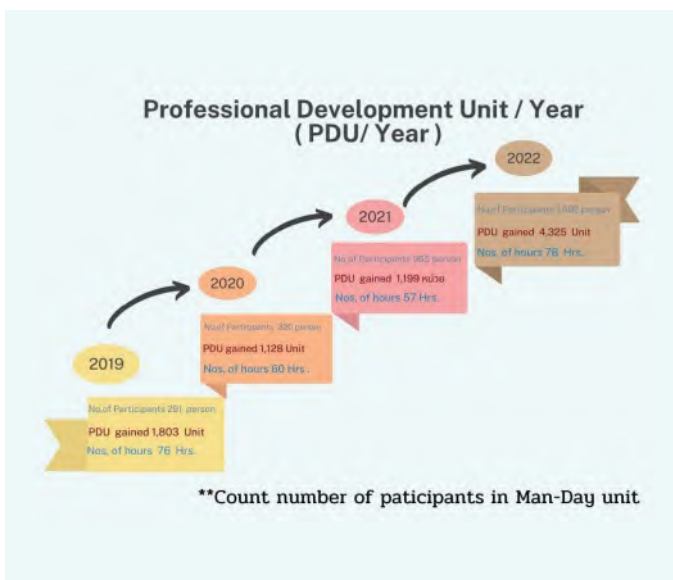


Joining as a member of Council of Engineers network

In December 2017, the Company was approved to become a member of the Continuous Professional Development of the Engineering Council, with the objective of providing continuous professional development training to engineers within the organization and members of the Engineering Council nationwide. This includes sharing knowledge and information related to engineering work with other network organizations, promoting continuous learning for professionals to develop themselves and the country sustainably. In addition, the hours of training for Continuing Professional Development (CPD) can be counted towards the promotion exam for engineers. This is a way to provide opportunities for career advancement for engineers in the Company as well as professionals in

the engineering field outside the Company. Furthermore, the Company's personnel who have knowledge and expertise in various subjects also participate as instructors to transfer knowledge to participants in some courses organized by the Engineering Council.

Since the Company has been approved to become a member of the Continuous Professional Development Network of the Engineering Council, the Company has organized training courses to enhance the experience of engineers. In total, 272 courses were organized and 3,268 engineers received training (in man-days). A total of 8,455 Professional Development Units (PDU) were earned, which is equivalent to 271 hours of training, based on data from 2019-2022.



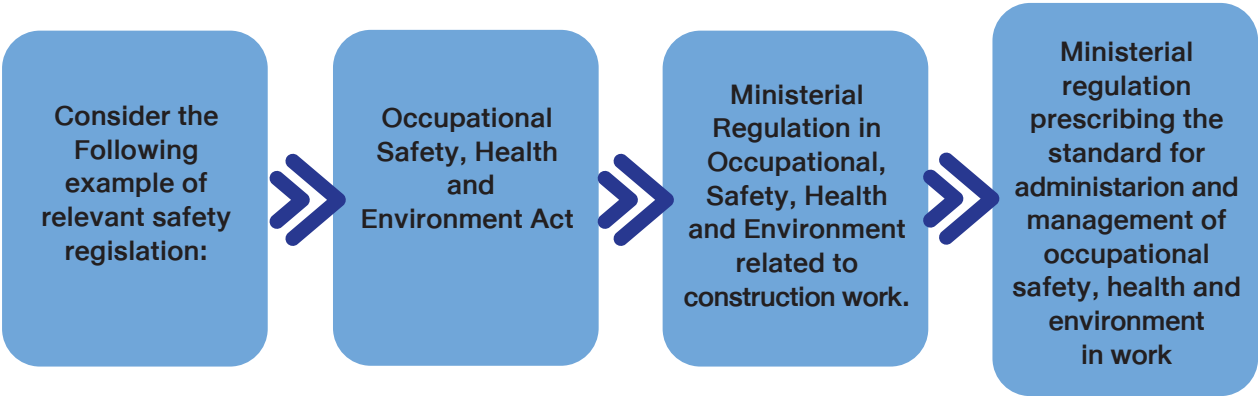
Member of Architect Council

Since 2017, the Company has been approved as a network organization for continuous professional development by the Architects Council of Thailand. From 2021-2022, the Company organized training and seminars on architecture-related courses for all architects in 5 courses including innovation in translucent roofing, sustainable insulation design, root pile correction solutions, Formwork

product knowledge, and the principles of selecting and safely using electrical tools and accessories in construction work. There were 22 architects who participated, and a total of 104 PDU (Professional Development Units) or 13 training hours were earned. These PDU credits will contribute to the architects' advancement to the level of registered architects in the future.

Occupational Safety, Health and Environment

The Company is concerned about the lives and health of its employees, so it is committed to promoting safety for its workers in order to prevent accidents, injuries, illnesses, and reduce work-related losses. The Company has established measures, guidelines, and regulations to ensure safety at every step of its operations in accordance with relevant safety laws. Recognizing the importance of employees as a top priority, the Company has adopted the ISO 45001:2018 Occupational



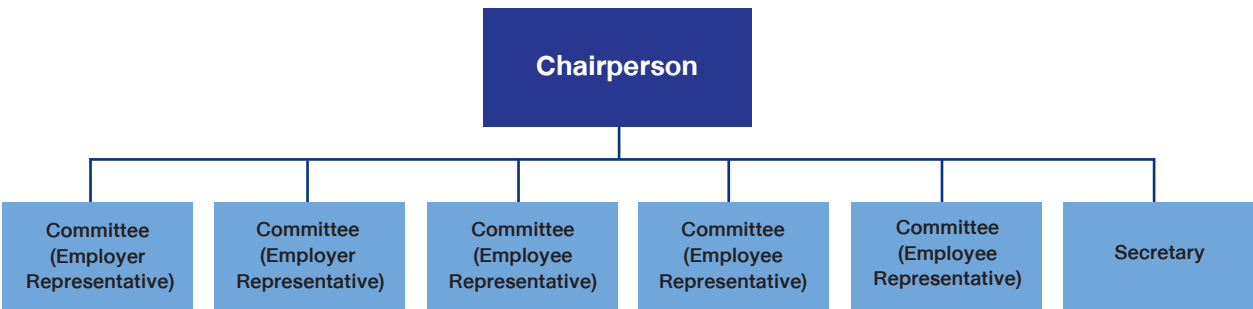
Health and Safety Management System standard to:

- Reduce work-related injuries, illnesses, and fatalities
- Develop and implement in accordance with the requirements and objectives of the Occupational Health and Safety Management System
- Demonstrate leadership and commitment by implementing the Occupational Health and Safety Management System
- Eliminate risks associated with the Occupational Health and Safety Management System.

In this regard, the safety policy is a strict policy that all units must follow, with every employee responsible for ensuring the health and safety of both themselves and others involved in their work. Every employee must cooperate with the Company to carry out their duties and responsibilities as

specified strictly, as detailed on the Company’s website under the heading “Good Corporate Governance”.

The Company has appointed a committee on occupational health, safety, and environment in the workplace, consisting of representatives from the employer and employee sides. Its objective is to establish standards and policies to ensure efficient operations, with clear roles and responsibilities. In considering safety policies and plans, the committee reports and makes recommendations for corrective measures or improvements in compliance with laws and safety standards for the employer’s safety and that of employees, contractors, and visitors who work or use services in the Company’s premises.



The Company requires that every construction unit have a team of safety officers at different levels, including safety officers at the management level, safety officers at the department head level, and professional safety officers. This is to ensure compliance with professional principles in safety, planning, and implementation to create a safe working environment as required by the law. Safety officers in each unit, who are responsible for overseeing, preventing, and

providing advice on construction safety, will collect data and accident statistics.

The Company has established rules and regulations for workplace safety for its employees, which must be followed according to regulations, laws, and related guidelines. Details can be found on the Company's website under the "Good Governance" section.



Safety Policy Statement

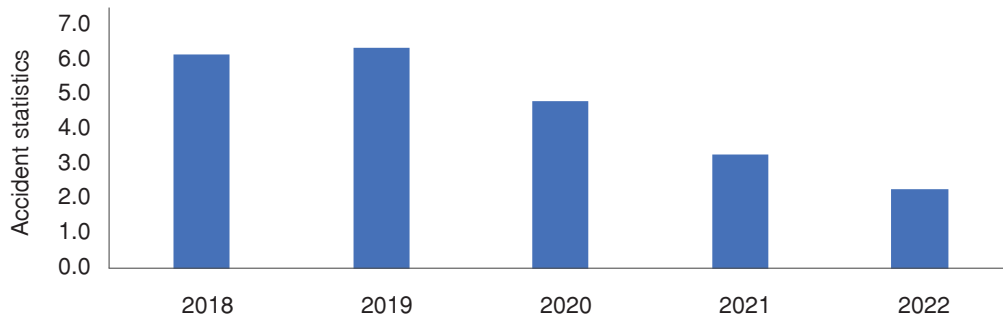


Rules and regulations for safety at work

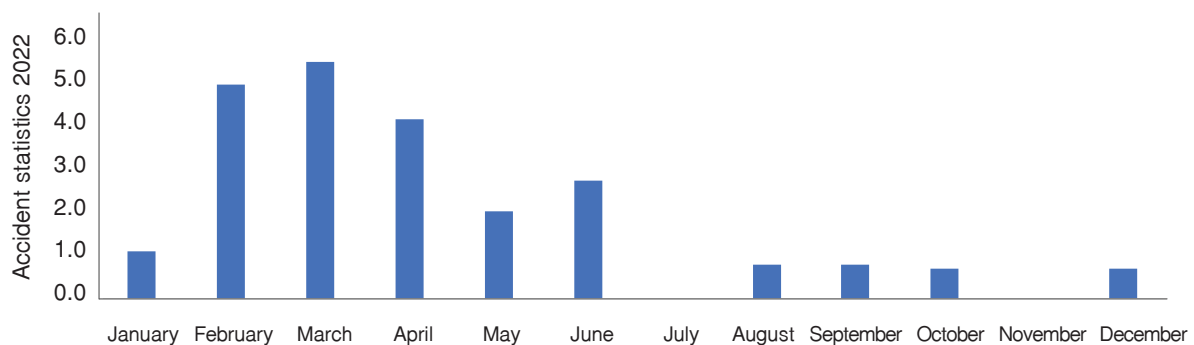
Results of the operations in the safety department

In the past year, there were no work-related injuries that led to stop working, as summarized by the following statistics.

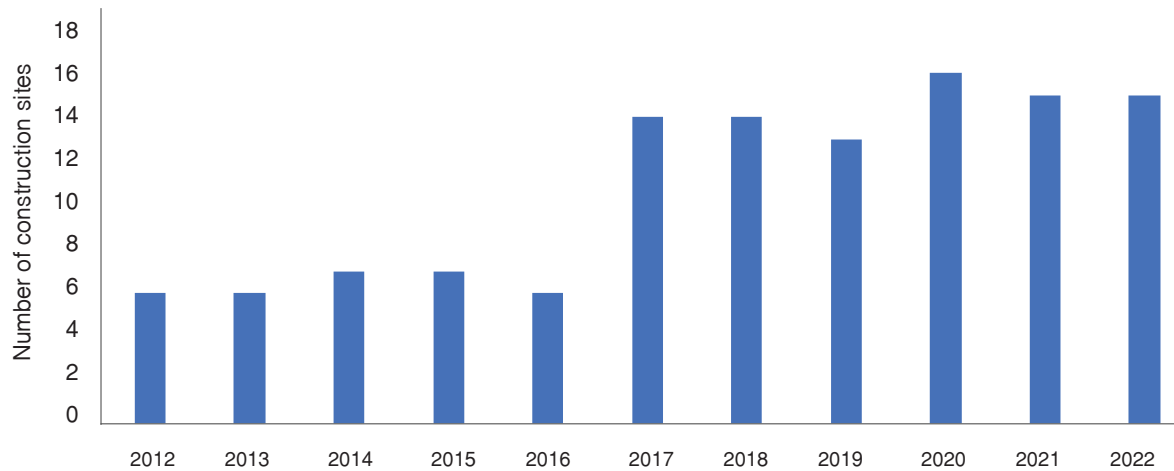
Summary of occupational accident statistics per 1 million working hours, from 2018 to 2022.



Accident occur during work hour in 2022 / 1 million man-hours



Construction site that promoted safety awarded.



Prevention of risk from work-based Diseases

The Company is aware of good health of all staff both in Head Office, Plant and Site Office by providing annual medical check-up for all staff. Moreover, the specific medical check-up programme is provided for staff according to their risk exposure environment such as Pulmonary Function Test, Visual Test, Hearing Test, etc. to prevent or eliminate the risk from work-based diseases.



From the outbreak of COVID-19 in 2020 to the second wave in early 2021, the Company has introduced strict measures of keeping social distance following the Department of Disease Control, Ministry of Public Health’s recommendations on all Company’s premises. Employees and workers at construction sites, in the offices, at the plant, at worker campsite were educated and well-informed of best practices. The Company provides equipment to clean all workspace to prevent the spread of Coronavirus. The Company has been able to manage this crisis effectively. The employees and their families are in good health. They can maintain their hygiene and steer clear of infection. Hence the business can continue to operate without interruption.

Results of Environmental Operations

The Company is well aware that construction work can cause pollution in various forms that impact the environment. Therefore, the Company has a policy to control and reduce the environmental impact of construction activities and to enforce this policy strictly across all departments. The Company also seeks to create awareness among its employees about the importance of sustainable environmental management. Additionally, the Company recognizes the importance of sustainable use of resources in business operations, whether directly or indirectly, such as human resources, partners who supply construction materials sourced from natural resources, and the sustainability of the environment, communities and society where the Company operates. The management team of the Company has a policy that focuses on developing, supporting, promoting, and maintaining the resources, environment, communities, and society according to good corporate governance. The Company is confident that success in all aspects of its activities will contribute to the sustainability of society, the environment, and the communities, as well as help achieve the Company's mission.

Environmental policy

The Company promotes knowledge and training for employees on various topics related to environmental care and conservation to ensure that all employees are aware of and prioritize the environment at all times. This policy is detailed on the Company's website under the heading "Good Corporate Governance."

Environmental management in construction sites

Reducing pollution during construction

The Company has a policy to operate construction projects while minimizing and avoiding the environmental impacts caused during construction. This policy is based on the standards of the Green Building project, following the LEED (Leadership in Energy and Environment Design) certification.

The Company has set measures to mitigate and manage the environmental impact caused by construction activities, including the impacts on dust, noise, and soil erosion. All units involved in construction activities must take the following actions:

1. Maintain the construction site in a clean and orderly condition, control material storage, and movement, sort and reuse materials that can be used again, including those that have been used by renovating or processing them to be used again.
2. Install dust screens around buildings and project fences in some units that are located near communities, and provide support structures for materials that may fall from the construction site above ground level to prevent the dispersion of materials and dust.
3. Cooperate with government agencies in the event of a request or order from the project owner to suspend construction activities for a few days to reduce the likelihood of creating small dust particles (PM 2.5).
4. Control the speed of vehicles on site, control dust during construction, regularly clean roads within the construction area, and provide a tire-washing area to prevent dirt and debris from being carried outside the construction site.
5. For construction areas with exposed soil, water mist will be sprayed regularly to prevent the dispersion of small dust particles and reduce their quantity.
6. Construction activities that create loud noises will be carried out within the agreed-upon timeframe with the community. The Company will also take measures to reduce the noise level by using noise reduction equipment or adjusting the construction method.
7. Control the occurrence of soil erosion, accumulation of sediment and debris at drainage points, and control soil erosion in the construction site.
8. Sort waste by type, control wastewater, install grease traps, maintain tools and machinery in good condition, prevent oil leaks, and use appropriate control methods for disposal in accordance with sanitary principles.
9. Monitor air quality at the construction site, measure air quality, and develop plans to maintain cleanliness and air quality during construction.



Environmental Management System Statement

Complaints regarding social and environmental impacts.

Number of complaints about social and environmental impacts	
Year 2020	0
Year 2021	0
Year 2022	0

If there is any impact on the community or environment during the construction work, complaints can be filed with the project manager of each project or at cnt@cn-thai.co.th.

Number of complaints regarding social and environmental impacts

The Company has provided channels for complaints that may have an impact on communities and the environment during construction. Complaints can be made to the project manager of each project or to cnt@cn-thai.co.th. In the past year, the Company has not received any significant complaints regarding impacts on communities or the environment in construction areas.

Operations at the Sriracha Plant

In line with the organization's goal of expanding its construction business, the Company has expanded the operations of the Machinery and Workshop Department, which is a critical unit in supporting construction work to handle increased workload. This was achieved by purchasing land far from communities to be the location for the new factory premises. However, the Company is well aware that the expansion of the factory, which includes machine and engine repair workshops, storage warehouses, machine and engine maintenance, assembly plants, iron production and maintenance, has the potential to cause various types of pollution to the communities living nearby.

The Company operates with caution, adhering to various laws related to factory operations and environmental controls, including applying for various licenses as required by the factory regulations. It also builds good relationships with the surrounding communities, including temples and schools, by providing assistance in improving cleanliness, hiring local workers, and other forms of support.

Environmental management in steel structure manufacturing plant and equipment storage facilities

Operating in a steel structure manufacturing plant

The steel structure is one of the primary components used in construction of almost every type. Therefore, to create a competitive cost advantage, the Company has applied for

permission to open a steel structure manufacturing plant with an increased production capacity of approximately 10,000 tons per year. This is to design and manufacture steel structures for various construction sites of the Company, as well as expanding services to external individuals to increase revenue for the plant.

Measures for safety and environmental protection in steel structure manufacturing plant.

In order to reduce the potential impact on the environment of nearby communities, the Company has installed protective panels around the work areas in the factory to prevent and control dust, as well as to reduce the impact of noise.

Management and disposal of waste from the production process

- Develop and improve operational processes in both production and support activities, to minimize waste generation.
- Manage waste in compliance with legal requirements, from collection and internal use, to external treatment and disposal.
- Reduce the amount of landfill waste by managing each type of waste according to its potential for reuse or recycling.
- Continuously monitor, inspect, and evaluate waste management practices.
- Construct wastewater treatment ponds before discharging into public waterways.
- Coordinate with government agencies in accordance with regulations set by the Ministry of Industry.

Environmental care measures in equipment storage and maintenance facilities

- Ensure that there is proper storage and maintenance of equipment and construction materials, including categorizing them according to their usage.
- Implement a preventive maintenance system for machinery and equipment to reduce the frequency of damages.

- Regularly maintain and inspect all equipment and machinery, including repairing and replacing damaged parts to ensure they are in good working condition, are of high quality, and safe to use.

Waste management in plant yard and workshop

- Sewage receiving area, and waste disposal area must be kept clean at all time.
- Provide proper area, container with proper coverage according to the type of trash or waste such as paper, plastic, oil and contaminated or toxic waste.
- Contacting with company experiencing in disposal of contaminated or toxic waste.
- Contacting with vendors for the sale of reusable wastes such as paper, plastic, residues, oil and etc.
- Strictly complied with laws and regulations of The Ministry of Industry.

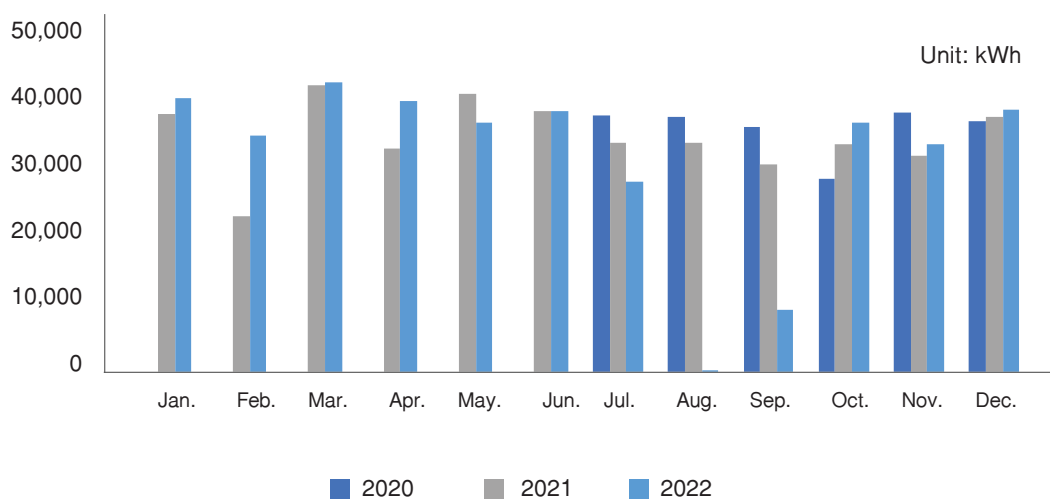
Greenhouse Gas Management

Greenhouse gas emissions from the Company's operations are mainly from fuel consumption. However, the Company has made reasonable efforts to conduct its business with environmental protection in mind, i.e., efficient use of resources and environmental impact reduction. The Company has not prepared a report on greenhouse gas emissions yet because there is no data stored in

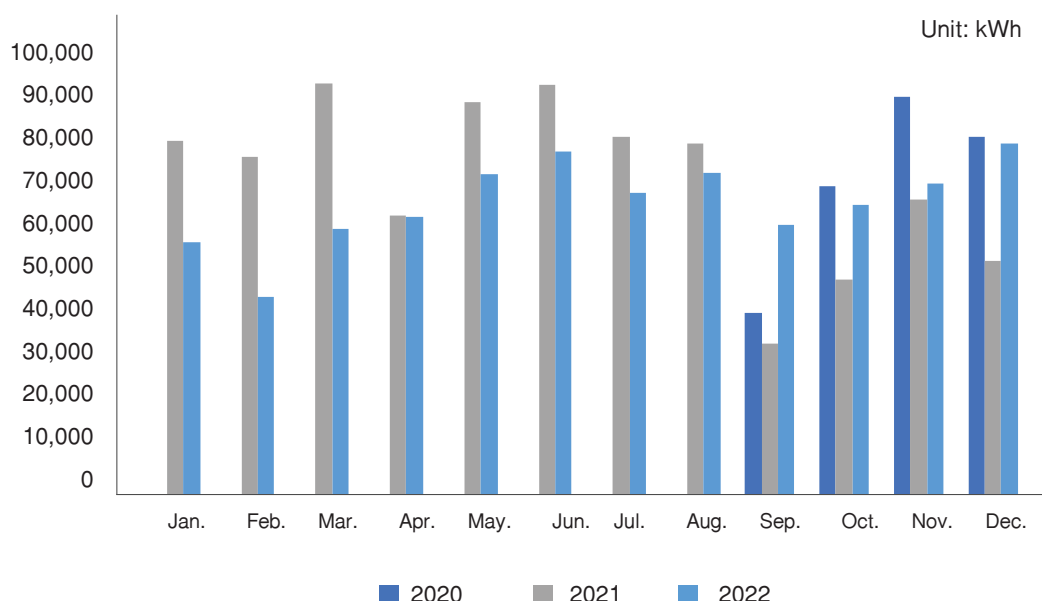
compliance with the procedures. However, the management recognizes the importance of reporting greenhouse gas emission reductions caused by direct and indirect processes. Hence, the next action will be to find out the amount of greenhouse gas emissions generated, and then set a policy and plan to manage the reduction of greenhouse gas emissions. After that, submit the plan to the Board of Directors for approval. During the preparation period, the Company encourages employees to attend training with the Greenhouse Gas Management Organization (Public Organization) and with the Stock Exchange of Thailand (SET). Moreover, the Company also encourages the employees to study greenhouse gases to understand the importance of controlling greenhouse gas emissions. Soon, the Company expects to start reporting greenhouse gas emissions following international standards or equivalents. An external source will also review the report to ensure the information's reliability to investors, shareholders, and concerned parties. In addition, the report will show a comparison between the Company's operations each year.

Since 2020, the Company has been using solar power generated by solar roof panels installed at the head office and Sriracha office to partially replace the use of fossil fuel-based electricity. This has helped reduce the amount of carbon dioxide emissions.

Solar energy saved at H/O between 2020 - 2022



Solar energy saved at PLANT between 2020 - 2022



Key performance indicators after the installation of Solar Roof - for the year 2022.

The decreased energy expenses (%)		The annual reduction in greenhouse gas emissions (estimated in tons).
Head office	9%	135 tons.
Sriracha Plant	8%	300 tons.

Number of projects: 2 projects

Amount of renewable energy usage Head office: 351,922 Kilowatts

Amount of renewable energy usage Sriracha: 793,224 Kilowatts

Amount of greenhouse gas reduction: 135-300 tons.

The Company is prioritizing the 3R (Reduce-Reuse-Recycle) Sustainable Implementation Philosophies being a responsible Contractor. In addition to the Global Responsibility of GHG emission reduction, CNT PCL has a personal reason behind the same which is the Company as a contractor, the largest source of electricity consumption as well as waste (of all kinds) production. The Company initiative towards enhanced sustainability can be distinguished into 2 categories:

Direct-Implementation

- Enhanced Operating System Implementation in its own premises via Recycling Promotion
- Implementing Renewable Source of Electricity in ALL of its in-house Facilities

Indirect Implementation

- Investing in its renewable energy subsidiary; Christiani & Nielsen Energy Solutions Co., Ltd. (CNES)
- CNES on an annual basis executes projects in excess of 30MW i.e. approximately 8 Ton GHG Emission Offset every Day.
- In next 3 Years , the Target has been Planned to be increased to 500 Tons Per Day via;
- Expansion of Existing Solar PV Projects
- Addition of new Sustainable Development Initiatives such as
 - Atmospheric Water Generation by Solar
 - Enhanced Agriculture and Aquaculture Powered by Solar PV

- Offset/Replacement of Diesel Generated Power in Off-Shore Facilities.

Implementing Biomass Based Solutions to offset/replace Coal/Conventional Fuel-Fired Machineries.”

Environmental Protection Campaign

Management Executives not only realize the importance of environment preservation during the operation, but also during daily life of staff. Therefore, the management initiated the CNT Go Green project to raise awareness of the need to preserve the natural environment, including to stop global warming caused by human destruction through daily living. The Company has announced its intention to protect the environment through various communication channels. The Company also appointed a working group whose work is to encourage employees and their families’ engagement. Several programs were initiated, for example, paper usage reduction, single-use plastic reduction, and garbage sorting. The goal in 2020 was to stop using single-use plastic in offices and at construction sites. Continuous communication and activities are held for all employees, as listed below :

- 1) Promote policies and campaigns through in-house media such as journals, e-mails, computer wallpapers, and posters.
- 2) Provide cloth tote bags to all employees as a substitute for plastic bags.
- 3) Prepare garbage bins according to the type of garbage to be sorted before disposal.
- 4) Discontinue the use of plastic water bottles in meeting rooms and use water glass jars instead.
- 5) Promote using personal cups and straws instead of disposable cups and plastic straws.

Unfortunately, due to the COVID-19 outbreak, everyone has to adopt a “new normal” way of life. Thus, some

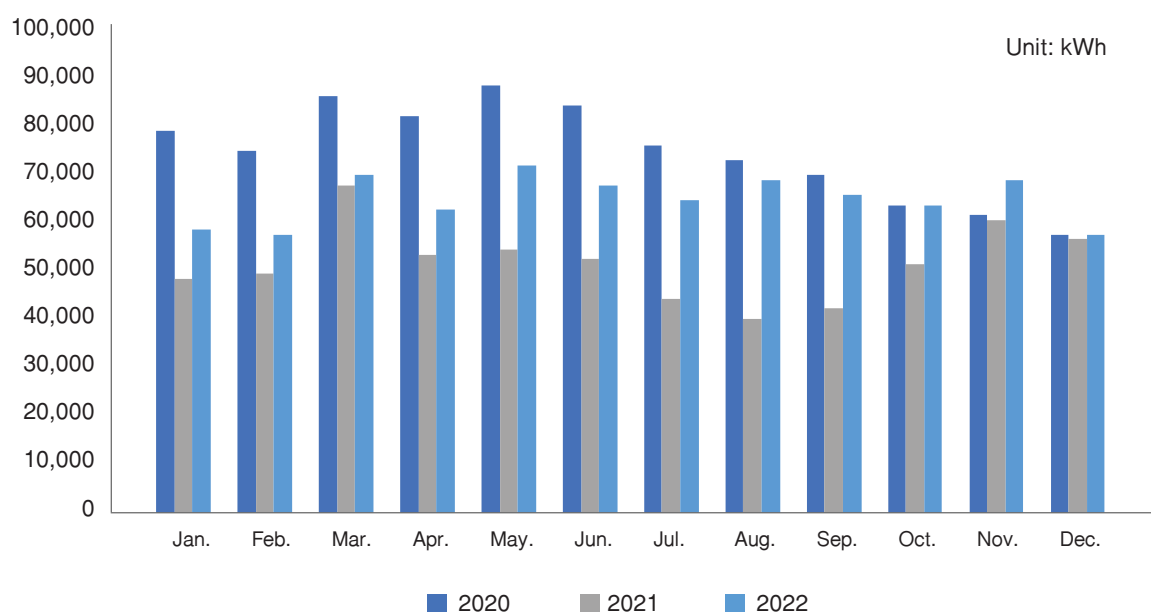
of the environmental protection measures could not be implemented. For instance, temporarily stop using a particular type of personal cup to reduce disposable one to prevent the spread. As a result, single-use plastic could not be eliminated as intended. However, when the situation improves and it is safe to use the personal cups, the Company will continue its campaign to discontinue single-use plastics.

Electricity energy management

The Company places great importance on energy and electricity consumption in every unit within the organization, whether it is offices, plant, or construction sites. In the Company’s head office, innovative designs have been implemented to promote energy savings within the building. The details are as follows:

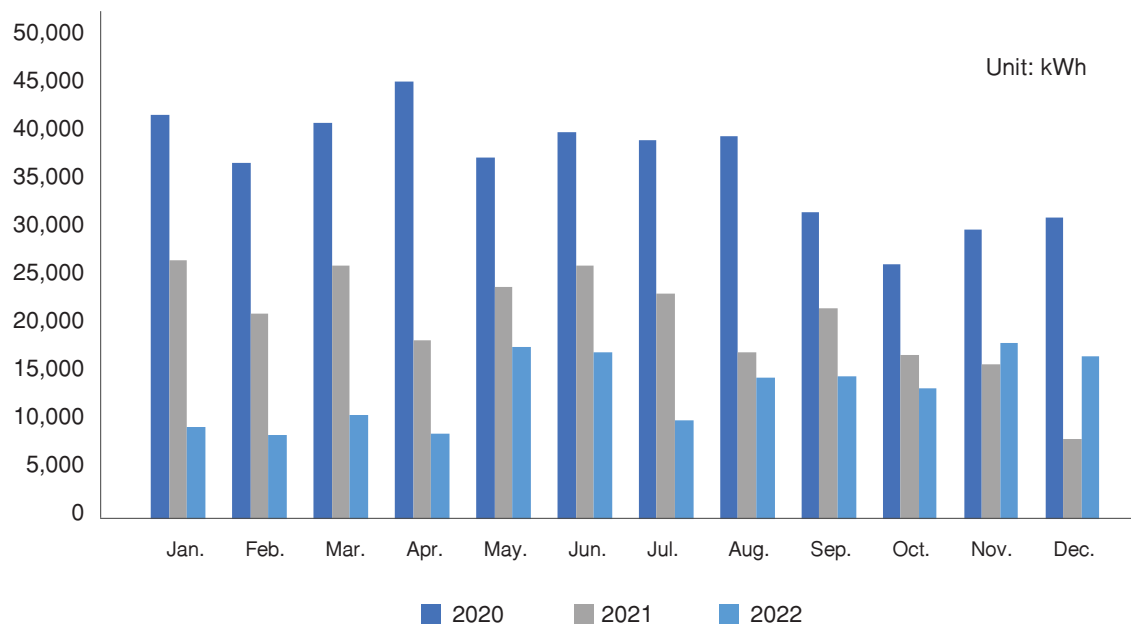
1. LEDs (Light-emitting Diodes) which consume less power, giving more brightness with low heat and a long useful life time. The use of LEDs is calculated to reduce energy consumption by 60% when compared to other types of light bulbs.
2. VRV (Variable Refrigerant Volume) air-conditioning system. With this system, the reduction in energy consumption is around 20-30% compared to normal systems.
3. Heat Absorbing Glass (Double Insulated Low E Glass). This glass can absorb twice as much heat as regular glass, and acts as a reflection filter for unwanted light. This glass thereby reduces the heat in the building, and reduces the energy consumed by air-conditioners.
4. Motion sensor lights in all restrooms: A motion detector controls the lighting system, and turns the lights on when it detects any motion and automatically turns the lights off after a certain period of time. It facilitates energy saving and generates less heat from light bulbs.
5. Solar roof on Head Office and Plant’s roof top to substitute some of power energy by using solar power.

Electricity Consumption @ H/O between 2020 - 2022



The electricity consumption in the year 2022 increased by 25 percent compared to 2021 due to the improving pandemic situation, with most employees returning to work in the office. However, compared to the normal situation in 2020, the electricity consumption in 2022 decreased by 13 percent. The Company aims to reduce electricity usage by 20 percent in 2023 compared to 2020.

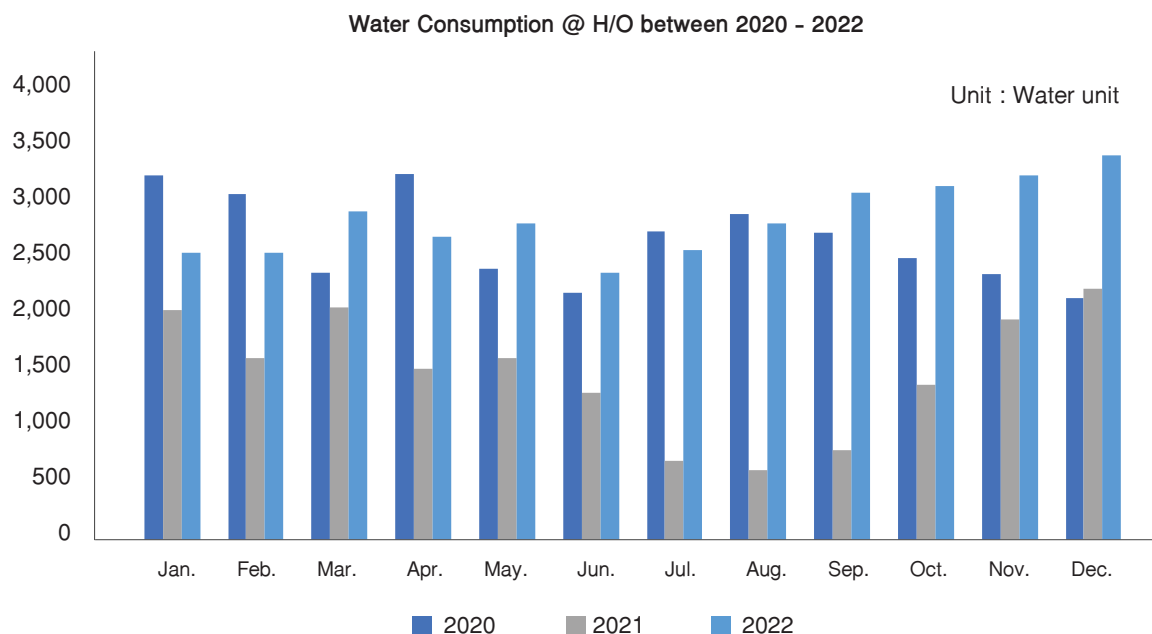
Electricity Consumption @ PLANT between 2020 - 2022



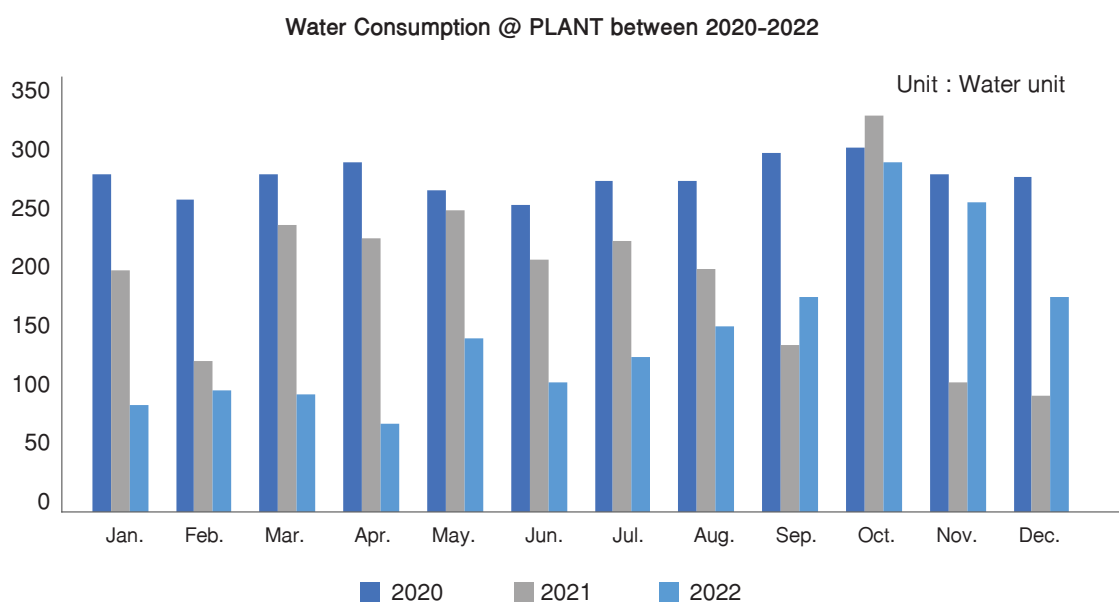
The electricity consumption in the Sriracha plant in 2022 decreased by 35 percent compared to 2021 and by 63 percent compared to 2020 due to the reduction in electricity consumption for production. The Company aims to further reduce electricity consumption by 40 percent in 2023 compared to 2020.

Guidelines for water management

The Company places importance on every environmental management process, from the quality of construction to environmental preservation, in both the head office and construction sites nationwide, in order to minimize the impact of business operations while maximizing efficiency. This includes water management and conservation, and the Company is currently seeking ways to establish measures and install innovative materials and equipment to reduce water consumption. Furthermore, the Company is preparing to develop data collection methods for water management in future construction sites.



The Company has started collecting water consumption data in the office since the year 2021. The water consumption in 2022 increased by 91% compared to 2021 due to the improving pandemic situation, and employees returned to work in the office.



The amount of water consumption in the Sriracha plant in 2022 decreased by 23% compared to 2021 and decreased by 46% compared to 2020, thanks to various measures including water-saving campaigns. The Company aims to reduce electricity consumption by 30% in 2023 compared to 2020.

Paperless Organization

In order to increase efficiency and speed in work management, as well as to reduce paper usage and conserve natural resources, it is the policy of the management that all units set goals to reduce paper usage in their respective organizations. The target for the year 2023 is to be able to reduce paper usage by more than 10% through process improvement, streamlining redundant steps to reduce paper usage. Additionally, the aim is to increase work efficiency, such as reducing approval processes, minimizing printing or photocopying, printing or using paper on both sides, and so on. Furthermore, the Company has assigned the information department to develop a document storage system in the form of digital files to replace paper copies. Approval systems for various issues are also being

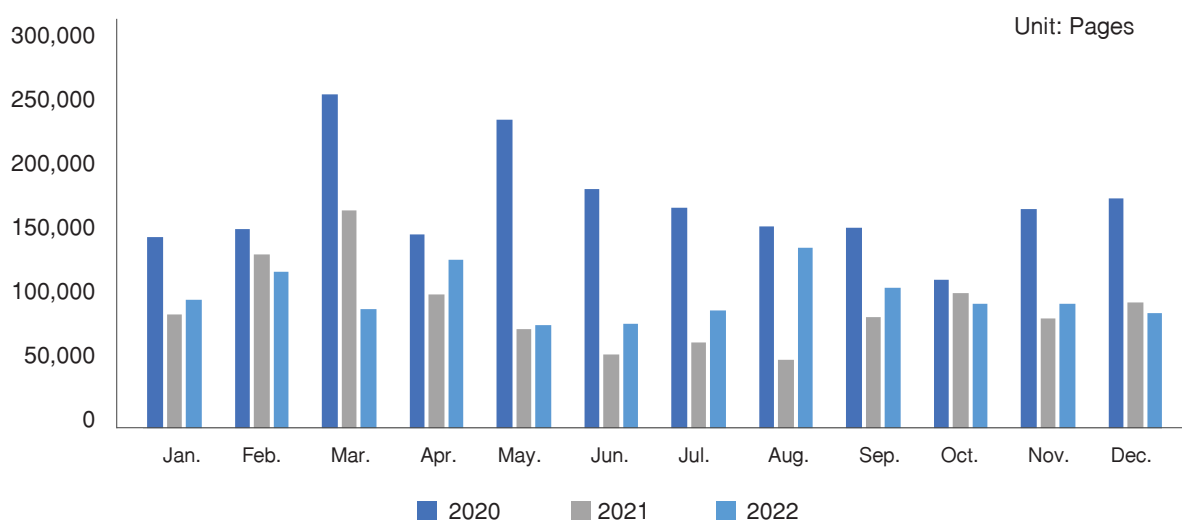
developed through the internal web mail system instead of paper-based approval, such as requesting leave, requesting ID cards, requesting approval for travel by car and airplane, and approving fuel expenses, among others.

Furthermore, the Company has developed JDE E1 programme for procurement and accounting system to record and process the data in order to reduce papers.

Paper Consumption at the Head Office (2021-2022)

The proportion of paper usage in 2022 increased slightly from 2021, estimated at 9 percent. The Company aims to reduce paper consumption by 10% in 2023.

Paper consumption @ H/O between 2020-2022



Participating in Social Development (CSR After Process)

Social aspect

To comply with the policy announced regarding responsibility towards stakeholders, especially communities and societies that have direct or indirect relationships with the Company, and to promote the success of the Company's operations, or may be affected by the Company's operations, the Company is aware of the necessity of compensating communities and society in every possible way that can be implemented beyond the laws and regulations set forth. This includes participating in developing the community and society to sustainably grow through various activities both during the (CSR In Process) and after the Company's operations (CSR: After Process).

The Company has specified that each construction site must consider the necessity and appropriateness of participating in improving, promoting the environment, and supporting the activities of all communities where the Company operates. This can be achieved through collaborating with stakeholders of the Company to achieve the same goal.

Last year, the Company carried out CSR After Process with a total expense of 323,636.98 Baht. The details of the activities are as follows:

Education Support and Youth Development

The Company recognizes the importance of education as a fundamental basis for national development. Therefore,

it has collaborated with its customers and key partners to support education in various forms for schools that have been continuously lacking. In the past year, the Company has joined forces to support educational activities for educational institutions and various organizations.

Intern students

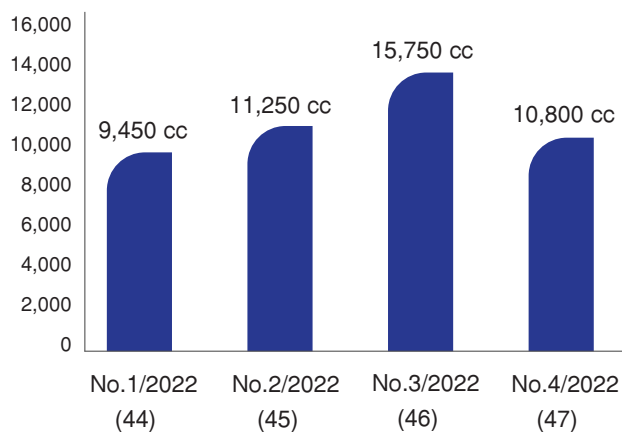
The Company has established a policy to accept students who are currently studying in vocational education and undergraduate institutions, both in the public and private sectors, to participate in internships in various departments, including construction sites of the Company. This is to enhance their skills and experiences, as well as to prepare them for future employment.

In the year 2022, the Company accepted 33 interns from 12 different universities to undergo training in various departments in the head office and construction sites.

Activity for society and community

Blood donation activities under the project “Sharing with Love CNT for Life” were organized to promote social awareness among employees and the community near the main office location to encourage public spirit and sacrifice for others. The Company’s policy aims to promote sharing and happiness in society. The Company has partnered with the Somdet Phra Pinklao Hospital to set up a mobile blood donation unit at the main office location every three months. The Company will also promote the activity through internal communication channels and inform the community through news announcements and signage outside the Company’s premises. Despite the COVID-19 pandemic in 2023, the Company continued to organize blood donation activities to address the severe blood shortage situation while strictly following COVID-19 prevention measures. The Company held a total of four blood donation events in the past year.

Blood Donation Record



Cultures and Religious activities

The Company recognizes the importance of preserving Buddhism, cultural traditions, and beautiful customs for sustainable inheritance in Thai society. Therefore, it promotes and supports activities related to these matters regularly every year, both in the name of the Company and with the participation of employees and stakeholders. In 2022, the Company organized various social activities while adhering to social distancing measures mandated by the Ministry of Public Health, such as offering alms to monks during the Buddhist Lent, offering robes to the monks, and donating money to support religious, cultural, and charitable activities with foundations and various organizations.

Participation in sustainability Network

The Company joined hands with various social organizations in both public and private sectors for the contribution to society as under:

- The Company supports building materials for communities, schools, temples, and public places as requested.
- Allocates space in the main office building to set up a donation box for the leftovers project by the Ban Nok Kamin Foundation.

- Participates in the declaration of cooperation between the government, private sector, and social sector “Weave Power towards a New Dimension, Create Jobs, Create 10,000 Disabled Employment Rates” to promote the employment of disabled people, allowing them to create income for themselves and their families, creating economic value for the country, and reducing social inequality.
- Join the Thai Listed Company Association’s CSR Club to make benefits for public and share information, experiences and knowledge of CSR development.
- Becomes a lifelong member of the Thai Construction Industry Association, including considering sending high-level company executives to apply and be selected as committee members to work together for the benefit of the community, share knowledge, and develop the construction industry as a sustainable contributor to the country’s development.
- Becomes a member of the continuous professional development organization under the Engineering Institute of Thailand, where the Company can provide training for continuous professional development to engineers both within the organization and members of the Engineering Institute throughout the country, including sharing knowledge and information related to engineering work with other affiliated organizations. This is to promote continuous learning for professionals to develop themselves and their careers.
- Collaborated with Fort Venting Co., Ltd. and the Social Innovation Foundation to install Tao Bin beverage vending machine at the head office and share 2% of beverage sales revenue to support the livelihoods of people with disabilities. The proceeds were used to support a project to alleviate poverty and improve the quality of life of severely disabled individuals who lacked opportunities.



List of policy that related to sustainability activity of the Company

Sustainability Activities

Social sustainability

Participation in social, cultural, and traditional activities in 2022 include the following activities:

1. Participated in offering necessity for the Muthita worship ceremony at Phong Phloi Viriyaram Temple on the occasion of the appointment of Phra Kru Wiriyannuwat as the abbot of the temple on January 16, 2022.



2. Donated funds to support the Bangna Walk-Run 2022 charity event, organized by the Bangna Police, and sent employees to participate in the event on Sunday, February 27, 2022, at the Royal Park Rama IX in Prawet District, Bangkok.



3. Offering of alms and participating in making merit by offering food to monks on the occasion of the Buddhist Lent and Asalha Puja Day in the year 2022, on Tuesday, July 12, 2022, at Phong Phloy Wiriaram Temple.



4. Kathina robe offering activity at Phong Ploy Wiriaram Temple On Sunday, October 30, 2022, to donate for the construction of the 101-year pavilion and the restoration of the monastery and cloister.



5. Donating money to support the community on sport day in Bangna district on December 17-18, 2022.



6. The Company donated money to support the Friday Happiness (Home Care) project to the Lad Krabang Sharing Life Foundation for 3 families for a period of 1 year.



7. Allocating space in the head office to set up a donation box for the “Leftovers project of the Ban Nok Kamin Foundation.



8. Allocating space to install Tao Bin beverage vending machine at the head office by Fort Venting Co., Ltd. and the Social Innovation Foundation.



Blood donation



Hiring disabled people



เมื่อวันพุธที่ ๑๕ สิงหาคม ๒๕๖๖ บริษัท ฟอร์ต เวนติง จำกัด (มหาชน) ได้จัดกิจกรรมการบริจาคโลหิตขึ้น ณ อาคารสำนักงานของบริษัทฯ โดยมีวัตถุประสงค์เพื่อช่วยเหลือผู้ป่วยที่ต้องการโลหิต และเพื่อส่งเสริมให้พนักงานของบริษัทฯ ได้มีส่วนร่วมในการทำความดีเพื่อสังคม

กิจกรรมการบริจาคโลหิตครั้งนี้ได้รับความร่วมมือจากหน่วยงานที่เกี่ยวข้อง ได้แก่ โรงพยาบาลศิริราช และโรงพยาบาลสุราษฎร์ธานี ซึ่งทั้งสองโรงพยาบาลได้จัดส่งบุคลากรทางการแพทย์มาให้บริการแก่ผู้บริจาคโลหิต

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Employee Trainings



Safety



Toolbox talk area



Walkway in construction site



Exercise before work

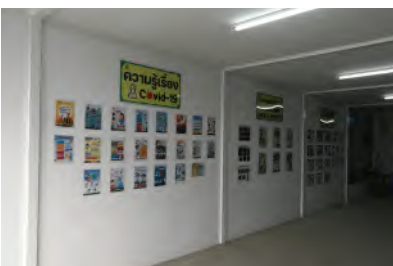


Toolbox talk meeting before work



Safety Notice Board

Measures to prevent the spread of coronavirus



COVID-19 Notice Board



Campaign for the separation of drinking cups



Hygiene mask give away

Activity to reduce pollution during construction



Waste separation



Watering to reduce dust



CSR activity: Cleaning

Environmental conservation awareness campaign





Overview

Christiani & Nielsen (Thai) Public Company Limited (the “Company”) is a leading construction company in Thailand and has been providing a wide range of services for over 92 years, including design and construction of buildings, civil engineering projects, design, fabrication and erection of steel structures, and mechanical and electrical installation. The Company works with both the government and private sectors. In 2019, the Company expanded its business into renewable energy which is a very promising business for the future and this business has progressed well in 2022 whereby, by the end of 2022 the Company has built (and booked) solar power plant assets valued at over THB 335 million. However, due to no recent business activity and the uncertain political situation in the country in the 4th quarter of 2022, the Company’s Board of Directors’ meeting passed a resolution to dissolve and liquidate a subsidiary in Myanmar.

In 2023, the Company plans to expand its construction business into hospitality segment through a new subsidiary established and registered on February 3, 2023 which has employed a team of experienced experts to increase the coverage of the Company’s customer groups and the nature of projects executed by the Company.

Economic Outlook Overview

World economy in 2022 and in 2023

The global economy remains sluggish as a result of

- Continuingly high global inflation
- Persistently tight monetary policy and continuingly rising interest rates to maintain fiscal stability
- Prolonged and severe energy crisis
- Slow recovery of demand compared to that in the pre-COVID period

Given the current situation, the global economy is still at great risk of a recession and now witnesses a widespread slowdown in global economic activities including demand for employment.

Many financial institutions have lowered their 2022 global economic forecasts from 3.0% to 2.9% and downgraded their 2023 forecast from 2.7% to 1.8%, representing the average of the previous recessions.

Despite recent improvements, the global inflation remains high, downgraded from 7% in 2022, to a projected 4.7% in 2023. These big problems in the world will continue to pressure the Global Economy and the slowdown may continue.

Thai economy in 2022 and in 2023

SCB Economic Intelligence Center (SCBEIC) raised the GDP growth rate in 2022 to 3.2% and downgraded its outlook for 2023 from 3.7% to 3.4% due to the global economic slowdown.

The Thai economy was supported by the tourism sector, the service sector, and recovered private consumption. The tourism sector will now grow more clearly since China has now eased its Zero-COVID policy. Domestic tourism spending is returning to close to the pre-COVID period, but the impact of inflation will cause European and American tourists to cut down on their travel spending.

The export and manufacturing sectors that rely on foreign markets are likely to slow down in line with the global economic trend.

Important risk factors for the Thai economy in 2023 include:

- The slow growth of the global economy that will put pressure on exports and investment.
- Significantly high inflation, interest rates, and household debt will cause the recovery to be sporadic and inconsistent.
- Political instability during the transition towards the next general election and formation of a new government.

Construction Industry Overview in 2022 and in 2023

The stagnation of the construction industry continued from 2021 until the end of 2022, attributed to several factors and circumstances such as massive contraction of public and private investments.

The government halted, slowed down, and postponed the development of large-scale infrastructure projects that are directly funded by the state budget.

The private sector has also cut investment amid supply and demand uncertainties. The small number of projects that have been developed into actual construction work gave rise to intense competition for business survival. Most contractors were forced to focus primarily on the same backlog due to sudden rising costs resulting from the energy crisis, higher wages due to wage increases, and shortage of skilled labor.

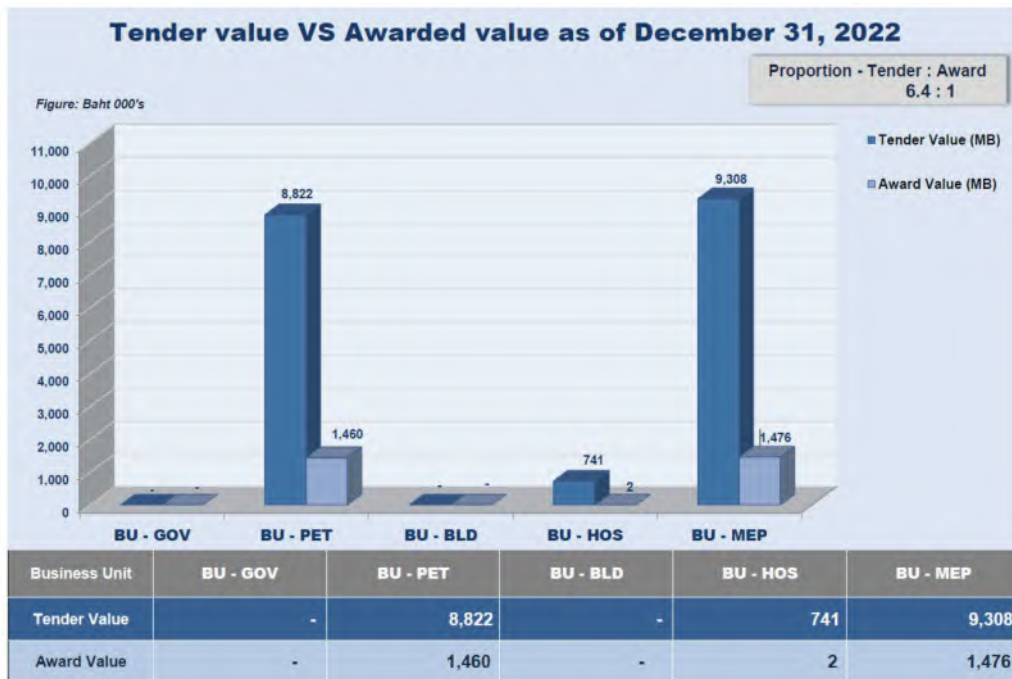
It is expected that in 2023 the construction industry will gradually pick up. Real estate developers will continue to develop in the real demand sector amid the easing of the LTV criteria.

Foreign investment in some projects that respond to the recovery of consumption continues and megatrends, such as EV automotive, LNG, clean energy, digital, data center, e-commerce, will also follow suit. The time has come for the government to start investing more in mega projects in 2023 that will help lift Thailand's potential. The outlook for 2023, although not bright, can be expected to be better than 2022 which will result in a reduced competitive situation to some extent and will enable construction contractors' to return to profitability.

Company Business Overview

In the midst of the stagnation and uncertainty of the government, the Company continues to develop its internal processes, focusing on internal training, such as construction techniques training for operational staff, to enhance employee potential, skills and competitiveness to be ready when the industry recovers.

Overview of tenders and awards in 2022.



Bidding and Project Award in 2022. The Company participated in the bidding for 23 projects with a total value of THB 18,871 million and was awarded 5 projects worth THB 2,938 million with a proportion of the number of projects of 4.6:1 and the proportion in terms of bidding value of 6.4:1.

Most of the awarded projects were the food and packaging industries in the private sector and more importantly the Data center. In 2022, the Company did not participate in the public sector bidding because there were hardly new construction works for which Tenders were issued.

Market Situation and Competition Trend in 2023

Public and private projects are still slowing down. Some of the projects that have been postponed during the COVID-19 pandemic are now being reviewed for further development, such as in LNG sector, energy sector, data centers, logistics, and food processing industries including some work related to public infrastructure. The Company has high potential in the above-mentioned works and this provides an opportunity for the Company to be awarded more projects this year than in 2022.

In addition, on February 3, 2023, the Company established and registered a new subsidiary, Christiani & Nielsen DCM Company Limited, to operate in the hotel and hospitality segment. Christiani & Nielsen DCM Company Limited is now equipped with personnel and teams with experience and expertise in the construction of high-end leisure and recreation facilities. This will help expand the Company's bidding to other industries to create opportunities to increase revenue and sustainability for the Company.

Alternate Energy Solutions Business (CNES, a Subsidiary Company)

During Q4-2022, in addition to the ongoing works and the newly acquired projects during Q3-2022, CNES has embarked on several new solar projects in different parts of Thailand. The two solar farm projects from previous backlog that got delayed due to excessive rainfall in the early part of the year, got rebooted in December 2022 and now have progressed at a rapid pace with a mandate to conclude the installation work by Q1-2023. Projects which are in the final negotiation of the bidding phase are most likely to be won as the demand for sustainable energy increases along with the continuously rising electricity prices.

CNES is very optimistic that the business is able to maintain a consistent growth, particularly in the development of its solar power assets through power purchase agreements (PPAs). In order to be successful in this endeavour, CNES's wholly owned subsidiary, CNESD1, received an approved funding offer for long term investments by a leading financial institution during the 4th quarter of 2022.

Management Discussion and Analysis (MD&A)

Overall performance of the Company

Performance Overview

The results of operations, audited by EY Office Limited, show the financial position of the Company. For the year ended December 31, 2022, the Company had total revenues of THB 5,348 million, a decrease of THB 850 million or 13.7% from THB 6,199 million in 2021. Gross loss was THB 33 million, down 118.5% from a gross profit of THB 177 million in 2021, mainly due to the decrease in the construction revenue by THB 802 million in 2022 (to be discussed later in the revenue analysis section). The net loss amounted to THB 219 million vs a net loss of THB 130 million in the previous year, mainly due to the volatility of material costs that skyrocketed as a result of the rapid increase in the prices of construction materials and the prolonged construction of some projects that were secured before the increased prices could be incorporated in the tendered bids and the contracts.

As of 31 December 2022, the Company had total assets of THB 6,202 million, total liabilities of THB 4,553 million, and total shareholders' equity of THB 1,649 million

INCOME STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2022

(unit: Million Baht)

	Consolidated financial statements			
	2022	2021	Var.	
			Inc. / (Dec.)	%Inc. / (Dec.)
Revenues				
Construction income	5,214.0	6,015.5	(801.5)	(13.3%)
Revenue from sales and services	116.2	158.8	(42.6)	(26.8%)
Total construction income & revenue from sales and services	5,330.2	6,174.3	(844.1)	(13.7%)
% of total revenues	99.7%	99.6%		
Other income	18.1	24.3	(6.2)	(25.5%)
Total revenues	5,348.3	6,198.6	(850.3)	(13.7%)
Costs of construction	5,245.3	5,854.5	(609.2)	(10.4%)
Cost of sales and services	117.6	143.0	(25.4)	(17.8%)
Total costs of construction & cost of sales and services	5,362.9	5,997.5	(634.6)	(10.6%)
Gross Margin (Loss)	(32.7)	176.8	(209.5)	(118.5%)
% Gross Margin (Loss)	(0.6%)	2.86%		
Bad debts	-	52.6	(52.6)	(100.0%)
Administrative expenses	250.5	249.1	1.4	0.6%
% Administrative expenses / Total revenues	4.7%	4.0%		
Loss from operating activities	(265.1)	(100.6)	(164.5)	163.6%
Finance income	38.6	7.4	31.2	424.4%
Finance cost	(5.2)	(11.6)	(6.4)	55.1%
Loss before income tax expenses	(231.7)	(104.8)	(126.9)	121.1%
Corporate income tax	13.1	(25.6)	38.7	(151.2%)
Loss for the period	(218.6)	(130.4)	(88.2)	67.6%
% Net Loss / Total revenues	(4.1%)	(2.1%)		
Loss per share				
Basic Loss per share				
Loss attributable to equity holders of the Company (Baht)	(0.21)	(0.13)	(0.08)	65.5%

Consolidated construction income and revenue from sales and services of the Company and its subsidiaries in 2022 was THB 5,330 million, a decrease of THB 844 million from THB 6,174 million or 13.7% from 2021, representing 99.7% of total revenues of THB 5,348 million. This resulted in THB 850 million or 13.7% decrease of total revenues from 2021. The decrease was attributed to fewer projects

that the Company participated in bidding compared to 2021, including the awarded projects. Despite the ease of the Coronavirus Disease 2019 pandemic, the revenue was affected by the slow-down or postponement of investments by the private and public sectors. The Company's revenue recognition in 2022 was mainly from the balance of work under the existing projects carried over from the previous

period. Yet, the Company has organized internal training to increase personnel capabilities and recruited a team with experience and expertise in the high-end hotel and leisure industry through the establishment of a new company so as to expand bidding to that segment in 2023.

Gross margin for 2022 decreased by THB 210 million compared to that in 2021 or 118.5%, or from gross profit of 2.86% in 2021 to a loss of 0.6% in 2022, mainly due to the volatility of material costs, pushing construction material prices to rise rapidly coupled with a longer construction period for each project caused by the closing of construction sites during the Coronavirus outbreak, lasting until 2022. In spite of this, the Company executed all its projects well and achieved high margins thereon with the overall loss coming only from two projects.

In 2022, the total income dropped by THB 850 million or 13.7%, other income apart from the construction income and revenue from sales and services of the Company and its subsidiaries in 2022, dropped by THB 6 million due to a decrease in revenue of a subsidiary that was attributed to a delay in the construction projects of the subsidiary caused by erratic weather in early 2022. This resulted in lower revenue compared to that in 2021. However, the delayed project resumed in December 2022 and is expected to be completed in the first quarter of 2023.

Other income dropped by THB 6 million or 26% compared to that in 2021. In 2022, other income mainly came from profit from disposal of construction equipment of THB 15 million while a profit from disposal of construction equipment in 2021 accounted for THB 13 million. There was a reversal of the retention account of long overdue subcontractors from a subsidiary (CNTH) in the amount of THB 5 million.

The main costs of construction consist of, for instance, construction materials, subcontractors and labor, all of which vary depending on market conditions. The consolidated costs of construction of the Company and its subsidiaries in 2022 were THB 5,245 million, a decrease of THB 609 million or 10.4%, from 2021 which was lower than the rate of decline in revenue due to construction material price volatility and the construction period as mentioned in the preceding paragraph.

Administrative expenses in 2022 rose from 2021 by THB 1.4 million mainly from financial, tax and legal advisory fees to study the acquisition of a company to expand to new customer groups and land and building taxes that did not receive special rates like those in 2021.

In 2022, Finance Income increased by THB 31.3 million from interest received from a customer in big project as per Construction Contract under which the Company can charge the interest for credit period that longer than Company's normal credit term. Whereas Finance Cost decreased by THB 6.4 million. As a result, net Finance Income (interest income minus finance cost) increased by THB 37.6 million from 2021.

The Company and subsidiaries in Thailand incurred no corporate income tax burden for 2022 due to accumulated tax losses carried forward which was allowed as deductible expense in annual tax return calculations. The Company posted deferred corporate income tax of THB 13 million.

The consolidated financial statements for 2022 show a net loss after tax of THB 219 million, an increase by THB 89 million from THB 130 million in 2021. The increase was mainly attributed to the gross profit margin decline from 2.86% in 2021 to 0.6% in 2022, resulting in the Company's gross margin in absolute terms decreasing by THB 210 million. Other income apart from the construction income and revenue from sales and services decreased by THB 6 million, administrative expenses increased marginally by THB 1.4 million. Net financial revenue increased by THB 38 million and deferred corporate income tax increased by THB 39 million as mentioned above.

The sales and service segment by a subsidiary with operations carried out in Thailand to provide energy solutions in solar, wind and other renewable energy sectors, posted revenue from sales and service of THB 116 million for 2022 with a net loss before tax of THB 35 million, with an increase in net loss of THB 12 million compared to the net loss of THB 23 million in 2021.

STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2022

(unit : Million Baht)

	Consolidated financial statements		
	2022	2021	Var. Inc. / (Dec.)
Net profit for the period	(218.6)	(130.4)	(88.2)
Other comprehensive income:			
- Exchange differences on translation of financial statements in foreign currency	0.1	1.1	(1.0)
- Fair value reserve of financial assets at FVOCI Other comprehensive income not to be reclassified to profit or loss in subsequent periods - net	(64.8)	(6.6)	(58.2)
- Revaluation surplus on assets	2.8	-	2.8
- Actuarial gain	4.1	10.1	(6.0)
Other comprehensive income for the period	(57.8)	4.6	(62.4)
Total comprehensive income for the period	(276.4)	(125.8)	(150.6)
Equity holders of the Company	(271.2)	(124.4)	(146.8)
Non-Controlling interests of the Subsidiary	(5.2)	(1.4)	(3.8)
	(276.4)	(125.8)	(150.5)

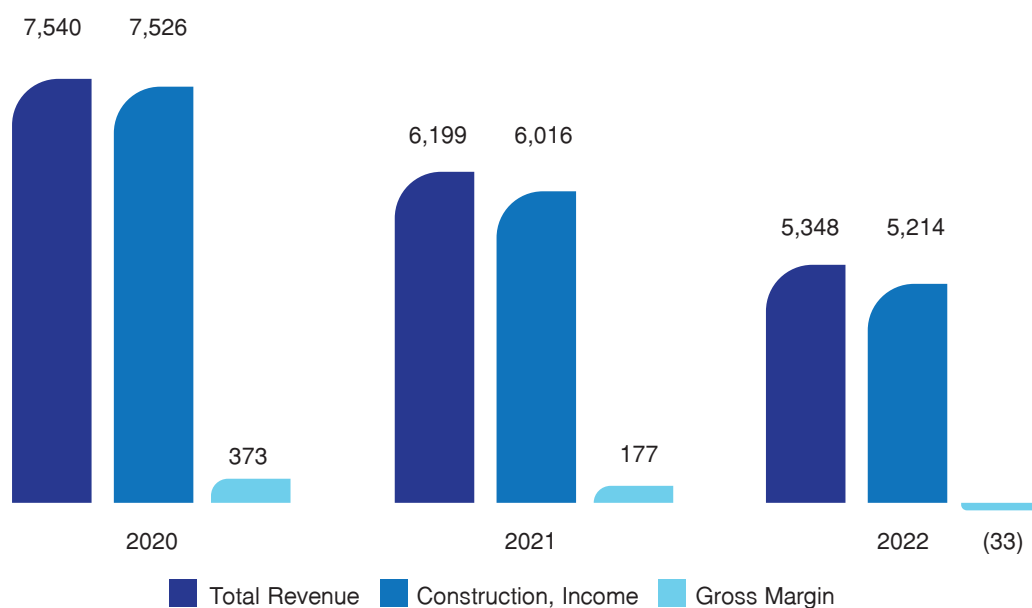
Comprehensive income

The total comprehensive income in the consolidated financial statements for 2022 decreased by THB 151 million, attributed to the THB 88 million increase in net loss from loss THB 130 million in 2021 to loss THB 219 million in 2022, an increase in loss from changes in value of equity investments designated at a fair value through other comprehensive income (net of deferred income tax)

of THB 58 million, an increase of fair value reserve of financial assets at fair value (net of deferred income tax) of THB 2.8 million. Actuarial profits (net of deferred tax) decreased from 2021 by THB 6 million and a decrease in exchange differences on conversion of financial statements to foreign currency by THB 1 million.

STATEMENTS OF INCOME

Unit: MB



Statements of Financial Position Analysis

STATEMENTS OF FINANCIAL POSITION

(unit : Million Baht)

	Consolidated financial statements			
	31 Dec. 22	31 Dec. 21	Inc. (Dec.)	% Inc. (Dec.)
Assets				
Cash and cash equivalents	212.0	303.6	(91.6)	(30.2%)
Trade and other receivables	1,499.6	664.1	835.5	125.8%
Contract assets	1,566.7	1,888.7	(322.0)	(17.0%)
Inventories	101.7	64.4	37.3	57.9%
Advance payments to subcontractors	452.6	308.6	144.0	46.7%
Withholding tax deducted at source	251.9	262.4	(10.5)	(4.0%)
Other current assets	22.6	10.3	12.3	119.4%
Total current assets	4,107.1	3,502.1	605.0	17.3%
Other non-current financial assets	17.4	98.4	(81.0)	(82.4%)
Investment properties	264.2	287.5	(23.3)	(8.1%)
Property, plant and equipment	1,690.0	1,498.0	192.0	12.8%
Right-of-use assets	93.5	140.3	(46.8)	(33.4%)
Other non-current assets	30.0	25.1	4.9	19.6%
Total non-current assets	2,095.1	2,049.3	45.8	2.2%
Total assets	6,202.2	5,551.4	650.8	11.7%

Assets

As of December 31, 2022, the total assets of the Company and its subsidiaries as stated in the consolidated financial statements amounted to THB 6,202 million, an increase of THB 651 million or 12% from December 31, 2021, due to current assets increasing by THB 605 million and non-current assets increasing by THB 46 million for the following reasons:

Current assets rose by THB 605 million as trade and other receivables increased by THB 836 million due to the fact that the Company gave a major customer an unusually longer credit term this year resulting in an increased outstanding balance of receivables at the end of the year. Advance payments to subcontractors increased by THB 144 million from the advance paid to main subcontractors in big project awarded in 2022. Withholding tax decreased by THB 10.6 million due to the decrease in construction revenue. In addition, contract assets decreased by THB 322 million, mainly due to the decrease in unbilled income and the retention receivable of THB 312 million and

THB 10 million, respectively. Other current assets increased by THB 12 million, cash and cash equivalents dropped by THB 92 million as a result of THB 157 million spent on operating activities and THB 123 million on investing activities, but get THB 188 million from financing activities. Inventory increased by THB 37 million.

In 2022, non-current assets increased by THB 46 million, mainly due to a decrease in right-of-use assets of THB 47 million (from the fully paid transfer of right-of-use on assets to the solar farm land, machinery and equipment account of THB 75 million, additional purchases of THB 51 million and depreciation for the period of THB 23 million). Other non-current financial assets decreased by THB 81 million from the recognition of the fair value of investments in equity securities of non-listed companies according to the financial reporting standard for Financial Instruments. Investment in machinery and equipment net of depreciation for the period increased by THB 192 million, mainly from the construction of the subsidiary's solar power plants.

Aging construction contract receivables based on due dates are detailed below:

(unit : Million Baht)			
	Consolidated financial statements		
	31 Dec. 22	31 Dec. 21	31 Dec. 20
<u>Age of receivables</u>			
Not yet due	1,297	502	1,268
Past due			
Not over 1 month	27	48	16
	1,324	550	1,284
% of total construction contracts debtors	87.2%	77.6%	85.7%
1 - 3 months	-	3	39
3 - 6 months	59	3	42
6 - 12 months	-	36	17
Over 12 months	135	116	116
Total construction contract debtors	1,518	708	1,498

The Company has construction contract debtors categorized by the aging of balances in 2022 of THB 1,518 million, 87.2% of which were not yet due and not over 1 month past due. The Company has allowances for doubtful accounts with estimates based upon, among other things, past collection history, aging profile of outstanding debts and the prevailing economic conditions. In 2022, the balance of allowance for doubtful accounts for loss of THB 74 million is unchanged, which is about 5% of the total construction contract debtors.

The Company manages the risk by adopting appropriate credit control policies and procedures and therefore, does not expect to incur material financial losses. In addition, the Company does not have high concentration of credit risks since the Company has a large customer base and creditworthiness of customers is assessed before taking up construction work.

STATEMENTS OF FINANCIAL POSITION

(unit : Million Baht)

	Consolidated financial statements			
	31 Dec. 22	31 Dec. 21	Inc. (Dec.)	% Inc. (Dec.)
Liabilities				
Bank overdraft and short-term loans from financial institutions	370.8	116.3	254.5	218.8%
Trade and other payables	2,271.7	1,942.4	329.3	17.0%
Contract liabilities	1,213.3	932.8	280.5	30.1%
Short term provision	275.1	235.3	39.8	16.9%
Liabilities under lease agreements	68.8	84.9	(16.1)	(19.0)%
Provision for long-term employee benefits	188.4	184.9	3.5	1.9%
Other liabilities	164.7	129.1	35.6	27.6%
Total Liabilities	4,552.8	3,625.7	927.1	25.6%

Liabilities

As of 31 December 2022, the Company had total liabilities at THB 4,553 million, an increase of THB 927 million or 25.6% from THB 3,626 million as of 31 December 2021. This is mainly due to liabilities arising from contracts (including advances received from customers and construction revenue received in advance) increasing by THB 281 million or 30.1% due to the receiving of advances from large construction projects versus smaller project size in 2021. Liabilities under lease contracts decreased by THB 16 million (due to an increase in leasehold assets of THB 52 million and payment of contractual liabilities of THB 68 million). Trade and other payables increased by

THB 329 million or 17%. In 2022, the borrowing by the subsidiary from financial institutions to fund working capital increased by THB 255 million. The Company increased a provision for short-term liabilities based on the projection of construction project expenses by THB 40 million, partly from the estimated expenses for some construction projects that are expected to be affected by the inflation in prices of construction materials. As the fair value of the financial assets has decreased, the Company increased the provision for estimated construction expenses as mentioned above. Other liabilities increased by THB 36 million due to the increase in deferred output tax.

STATEMENTS OF FINANCIAL POSITION

(unit : Million Baht)

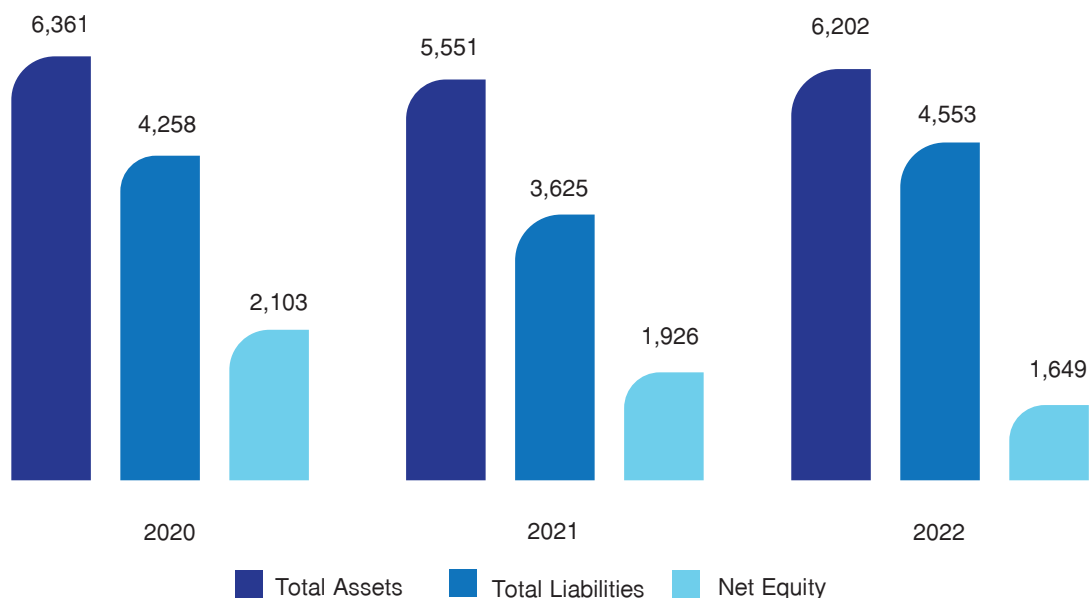
	Consolidated financial statements			
	31 Dec. 22	31 Dec. 21	Inc. (Dec.)	% Inc. (Dec.)
Shareholders' equity				
Share capital	1,027.9	1,027.9	-	0.0%
Share Premium	100.0	100.0	-	0.0%
Retained earnings				
Appropriated - statutory reserve	99.0	99.0	-	0.0%
Unappropriated	(80.6)	126.5	(207.1)	(163.7%)
Other components of shareholders' equity	397.7	461.8	(64.1)	(13.9%)
Premium on sales of investment in subsidiary	21.4	21.4	0.0	0.0%
Premium on sales of own shares held by subsidiary	68.9	68.9	0.0	0.0%
Equity attributable to owners of the Company	1,634.3	1,905.5	(271.2)	(14.2%)
Non-controlling interests of the subsidiaries	15.1	20.2	(5.1)	(25.2%)
Total shareholders' equity	1,649.4	1,925.7	(276.3)	(14.3%)

Shareholders' equity

As of 31 December 2022, the shareholders' equity of the Company was THB 1,649 million, a decrease of THB 276 million or 14.3% from that as of 31 December 2021, mainly due to the reported THB 219 million net loss for 2022. In 2022, there was an increase in revaluation surplus on assets of THB 3 million, actuarial profit decrease by THB 6 million and a loss from changes in value of other non-current financial assets designated at fair value of THB 65 million.

STATEMENTS OF FINANCIAL POSITION

Unit: MB



Cash Flow

Cash and cash equivalents as of the year ended 2022 accounted for THB 212 million, a decrease of THB 92 million from a balance of THB 304 million at the end of 2021 or beginning of 2022.

Details of cash flow by activities are as follows:

Cash flow statements

For the year ended 31 December 2022

	Consolidated financial statements		VAR
	2022	2021	Inc / (Dec.)
Cash flows from operating activities			
Cash from operating activities	(204.0)	238.6	(442.6)
Interest income	38.1	7.4	30.7
Cash paid for interest expense	(0.6)	(3.2)	2.6
Refund of withholding tax deducted at source	124.2	183.9	(59.7)
Cash paid for income tax	(114.2)	(139.7)	25.5
Net cash from operating activities	(156.5)	287.0	(443.5)
Cash flows from investing activities			
Increase in restricted bank deposits	(6.2)	(0.0)	(6.2)
Cash paid for acquisitions of property, plant and equipment	(146.4)	(155.1)	8.7
Proceeds from disposals of plant and equipment	32.4	25.9	6.5
Cash paid for intangible assets	(3.2)	(3.3)	0.1
Net cash from (used in) investing activities	(123.4)	(132.5)	9.1
Cash flows from financing activities			
Net increase in bank overdraft and short-term loans from financial institutions	254.5	76.0	178.5
Increase in short-term loans from related party	3.0	1.5	1.5
Payment of principal portion of leases liabilities	(67.3)	(113.0)	45.7
Cash paid for interest expenses of leases liabilities	(1.9)	(4.1)	2.2
Dividend payment	-	(51.4)	51.4
Net cash from (used in) financing activities	188.3	(91.0)	279.3
Increase in translation adjustments	-	1.0	(1.0)
Net increase (decrease) in cash and cash equivalents	(91.6)	64.5	(156.1)
Cash and cash equivalents at beginning of year	303.6	239.1	64.5
Cash and cash equivalents at end of year	212.0	303.6	(91.6)

Net cash earned from operating activities decreased from 2021 by THB 444 million, mainly due to a longer collection period from a major customer according to the construction agreement. But the company will earn interest income in line with the longer collection period. Net cash used in investing activities decreased by THB 9 million, due primarily to less spending on assets and equipment in 2022 compared to 2021.

Net cash used in financing activities jumped from 2021 by THB 279 million since short-term borrowings and bank overdrafts used as working capital increased by THB 178 million, cash paid for financial leases decreased by THB 46 million as there are a lot of contracts reaching their expiration at the year end and there were no contract renewals.

Financial Ratios

Financial Ratio		Consolidated Financial Statements	
		2022	2021
Liquidity Ratios			
Current Ratio	Times	0.96	1.05
Quick Ratio	Times	0.40	0.29
Cash Flow Liquidity Ratio	Times	(0.04)	0.08
Activity Ratios			
Account Receivable Turnover	Times	4.79	5.60
Average Collection Period	Days	76.22	65.18
Account Payable Turnover	Times	2.55	3.06
Average Payment Period	Days	143.41	119.27
Fixed Asset Turnover	Times	3.36	4.35
Inventory Turnover	Times	64.57	96.77
Average Sale (Inventory) Period	Days	5.65	3.77
Cash Cycle	Days	(61.53)	(50.32)
Profitability Ratios			
Gross Profit (Loss) Margin	%	(0.61)	2.86
Operation Profit (Loss) Margin	%	(4.97)	(1.63)
Quality of Earnings (%)	%	59.03	(285.48)
Net Profit (Loss) Margin	%	(4.09)	(2.1)
Return on Equity	%	(12.23)	(6.47)
Efficiency Ratios			
Return on Asset	%	(3.72)	(2.19)
Return on fixed Asset	%	(6.53)	(0.76)
Total Asset Turnover	Times	0.91	1.04
Financial Policy Ratios			
Debt to Equity Ratio	Times	2.76	1.88
Interest Coverage Ratio	Times	(448.76)	(31.78)
Dividend Payout Ratio	%	-	-

At the end of 2022, the Company's consolidated financial statements had a liquidity ratio of 0.96 times, a slight change compared to the end of 2021. The quick ratio stood at 0.40 times, an improvement from 0.29 times in 2021 due to increase in account receivable. The average collection time from customers is 76 days, which is longer than 65 days in 2021, due to the construction agreement with a major customer as stated above. But the Company will earn interest income in line with the longer collection period. The Company has a policy to grant trade credit (credit term) between 30 - 60 days and the average repayment period to creditors is 143 days, which is longer

than the Company's debt repayment policy which is between 30 - 90 days. Extension of Credit terms was also agreed with main Suppliers during the year. As a result the repayment period in 2022 was longer than approximately 119 days in 2021.

The Company's return on equity and return on assets decreased from (2.19%) in 2021 to (3.72%) and from (6.47%) to (12.23%), respectively. The ratio of debt to equity for 2022 was 2.76 times compared to 1.88 times in 2021 due to the increase in external borrowing to fund the operations.

Christiani & Nielsen (Thai) Public Company Limited and its subsidiaries **Statements of financial position**

(Comparison of the past 3 years)

(Unit : Thousand Baht)

Description	2022				2021				2020			
	Consolidated financial statements		Separate financial statements		Consolidated financial statements		Separate financial statements		Consolidated financial statements		Separate financial statements	
	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%
Assets												
Current assets												
Cash and cash equivalents	211,950	3.4	90,939	1.5	303,598	5.5	216,558	4.0	239,142	3.8	125,623	2.0
Trade and other receivables	1,499,661	24.2	1,411,989	24.0	664,100	12.0	651,882	12.1	1,488,612	23.4	1,488,777	23.8
Contract assets	1,566,736	25.3	1,532,363	26.0	1,888,717	34.0	1,850,559	34.3	1,751,489	27.5	1,709,238	27.3
Inventories	101,715	1.6	100,759	1.7	64,406	1.2	63,250	1.2	59,553	0.9	58,436	0.9
Short-term loan to related party	-	-	261,000	4.4	-	-	103,500	1.9	-	-	18,500	0.3
Advance payments to subcontractors	452,631	7.3	452,708	7.7	308,561	5.5	308,510	5.7	439,329	6.9	434,454	6.9
Withholding tax deducted at source	251,867	4.0	242,585	4.1	262,433	4.7	254,573	4.7	306,689	4.8	306,082	4.9
Other current assets	22,586	0.4	22,526	0.4	10,345	0.2	10,284	0.2	22,472	0.4	22,060	0.4
Total current assets	4,107,146	66.2	4,114,869	69.8	3,502,160	63.1	3,459,116	64.1	4,307,286	67.7	4,163,170	66.5
Non-current assets												
Restricted bank deposits	7,715	0.1	7,715	0.1	1,549	0.0	1,549	0.0	1,546	0.0	1,546	0.0
Investments in subsidiaries	-	-	52,203	0.9	-	-	52,203	1.0	-	-	48,884	0.8
Other non-current financial assets	17,353	0.3	17,353	0.3	98,400	1.8	98,400	1.8	106,677	1.7	106,677	1.7
Investment properties	264,208	4.3	264,208	4.5	287,476	5.2	287,476	5.3	287,476	4.5	287,476	4.6
Property, plant and equipment	1,689,959	27.2	1,356,277	23.0	1,497,962	27.0	1,343,691	24.9	1,352,202	21.3	1,352,867	21.6
Right-of-use assets	93,489	1.5	57,509	1.0	140,343	2.5	137,012	2.5	281,723	4.4	277,128	4.4
Intangible assets	22,320	0.4	22,285	0.4	23,559	0.4	23,539	0.4	23,950	0.4	23,918	0.4
Total non-current assets	2,095,044	33.8	1,777,550	30.2	2,049,289	36.9	1,943,870	35.9	2,053,574	32.3	2,098,496	33.5
Total assets	6,202,190	100.0	5,892,419	100.0	5,551,449	100.0	5,402,986	100.0	6,360,860	100.0	6,261,666	100.0

Christiani & Nielsen (Thai) Public Company Limited and its subsidiaries

Statements of financial position (continued)

(Comparison of the past 3 years)

(Unit : Thousand Baht)

Description	2022				2021				2020			
	Consolidated financial statements		Separate financial statements		Consolidated financial statements		Separate financial statements		Consolidated financial statements		Separate financial statements	
	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%
Liabilities and shareholders' equity												
Current liabilities												
Bank overdraft and short-term loans from financial institutions	370,772	6.0	225,000	3.8	116,309	2.1	-	-	40,279	0.6	-	-
Trade and other payables	2,271,689	36.6	2,113,412	35.9	1,942,425	35.0	1,922,669	35.6	1,977,270	31.1	1,942,718	31.0
Short-term loan from related party	9,000	0.2	-	-	6,000	0.1	-	-	4,500	0.1	-	-
Current portion of lease liabilities	14,689	0.2	12,168	0.2	65,397	1.2	64,070	1.2	111,909	1.8	110,607	1.8
Corporate income tax payable	20	0.0	-	-	601	0.0	-	-	-	-	-	-
Contract liabilities	1,213,314	19.6	1,212,653	20.6	932,784	16.8	929,676	17.2	1,516,966	23.8	1,515,095	24.2
Short-term provisions	275,123	4.4	275,123	4.6	235,323	4.2	235,323	4.3	218,363	3.4	217,847	3.5
Other current liabilities	108,447	1.7	108,881	1.8	47,845	0.9	43,416	0.8	79,917	1.3	79,771	1.3
Total current liabilities	4,263,054	68.7	3,947,237	66.9	3,346,484	60.3	3,195,154	59.1	3,949,204	62.1	3,866,038	61.7
Non-current liabilities												
Lease liabilities - net of current portion	54,105	0.9	20,646	0.4	19,487	0.4	17,483	0.3	73,842	1.2	70,549	1.1
Provision for long-term employee benefits	188,375	3.0	188,375	3.2	184,865	3.3	184,865	3.4	185,823	2.9	185,823	3.0
Deferred tax liabilities	47,234	0.8	47,234	0.8	74,847	1.3	74,847	1.4	49,052	0.8	49,052	0.8
Total non-current liabilities	289,714	4.7	256,255	4.4	279,199	5.0	277,195	5.1	308,717	4.9	305,424	4.9
Total liabilities	4,552,768	73.4	4,203,492	71.3	3,625,683	65.3	3,472,349	64.2	4,257,922	66.9	4,171,462	66.6

Christiani & Nielsen (Thai) Public Company Limited and its subsidiaries

Statements of financial position (continued)

(Comparison of the past 3 years)

(Unit : Thousand Baht)

Description	2022				2021				2020			
	Consolidated financial statements		Separate financial statements		Consolidated financial statements		Separate financial statements		Consolidated financial statements		Separate financial statements	
	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%
Shareholders' equity												
Share capital												
Registered												
1,102,904,144 ordinary shares of Baht 1 each	1,102,904		1,102,904		1,102,904		1,102,904		1,102,904		1,102,904	
Issued and fully paid up												
1,027,904,144 ordinary shares of Baht 1 each	1,027,904	16.6	1,027,904	17.4	1,027,904	18.5	1,027,904	19.0	1,027,904	16.2	1,027,904	16.4
Share premium	100,000	1.6	100,000	1.7	100,000	1.8	100,000	1.9	100,000	1.6	100,000	1.6
Retained earnings												
Appropriated - statutory reserve	98,986	1.6	97,426	1.7	98,986	1.8	97,426	1.8	98,986	1.6	97,426	1.6
Unappropriated	(80,604)	(1.3)	65,444	1.1	126,455	2.3	242,933	4.5	294,572	4.6	393,776	6.3
Other components of shareholders' equity	397,687	6.4	398,153	6.8	461,785	8.3	462,374	8.6	469,410	7.4	471,098	7.5
Premium on sales of investment in subsidiary	21,431	0.4	-	-	21,431	0.4	-	-	21,431	0.3	-	-
Premium on sales of own shares held by subsidiary	68,924	1.1	-	-	68,924	1.2	-	-	68,924	1.1	-	-
Equity attributable to owners of the Company	1,634,328	26.4	1,688,927	28.7	1,905,485	34.3	1,930,637	35.8	2,081,227	32.7	2,090,204	33.4
Non-controlling interests of the subsidiaries	15,094	0.2	-	-	20,281	0.4	-	-	21,711	0.3	-	-
Total shareholders' equity	1,649,422	26.6	1,688,927	28.7	1,925,766	34.7	1,930,637	35.8	2,102,938	33.1	2,090,204	33.4
Total liabilities and shareholders' equity	6,202,190	100.0	5,892,419	100.0	5,551,449	100.0	5,402,986	100.0	6,360,860	100.0	6,261,666	100.0

Christiani & Nielsen (Thai) Public Company Limited and its subsidiaries

Income statements

(Comparison of the past 3 years)

(Unit : Thousand Baht)

Description	2022				2021				2020			
	Consolidated financial statements		Separate financial statements		Consolidated financial statements		Separate financial statements		Consolidated financial statements		Separate financial statements	
	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%
Revenues												
Construction income	5,213,957	97.5	5,213,957	99.6	6,015,496	97.0	6,015,496	99.6	7,462,158	99.0	7,462,158	99.8
Revenue from sales and services	116,268	2.2	-	-	158,830	2.6	-	-	63,405	0.8	-	-
Other income	18,138	0.3	21,667	0.4	24,343	0.4	24,915	0.4	13,998	0.2	17,602	0.2
Total revenues	5,348,363	100.0	5,235,624	100.0	6,198,669	100.0	6,040,411	100.0	7,539,561	100.0	7,479,760	100.0
Expenses												
Costs of construction	5,245,342	98.1	5,245,581	100.2	5,854,472	94.4	5,857,745	97.0	7,102,385	94.2	7,109,293	95.0
Cost of sales and services	117,613	2.2	-	-	143,016	2.3	-	-	49,727	0.7	-	-
Administrative expenses	250,528	4.7	227,056	4.3	249,088	4.0	219,195	3.6	286,015	3.8	262,587	3.5
Expected credit losses	-	-	-	-	52,610	0.9	52,610	0.9	3,000	0.0	3,000	0.0
Other expenses	-	-	-	-	-	-	-	-	-	-	9,840	0.1
Total expenses	5,613,483	105.0	5,472,637	104.5	6,299,186	101.6	6,129,550	101.5	7,441,127	98.7	7,384,720	98.7
Operating Profit (Loss)	(265,120)	(5.0)	(237,013)	(4.5)	(100,517)	(1.6)	(89,139)	(1.5)	98,434	1.3	95,040	1.3
Finance income	38,642	0.7	44,782	0.9	7,363	0.1	8,755	0.1	7,052	0.1	7,051	0.1
Finance cost	(5,205)	(0.1)	(4,729)	(0.1)	(11,593)	(0.2)	(6,335)	(0.1)	(23,502)	(0.3)	(23,300)	(0.3)
Profit (Loss) before income tax	(231,683)	(4.4)	(196,960)	(3.7)	(104,747)	(1.7)	(86,719)	(1.5)	81,984	1.1	78,791	1.1
Income tax	13,106	0.2	13,141	0.2	(25,603)	(0.4)	(24,927)	(0.4)	(5,971)	(0.1)	(5,778)	(0.1)
Profit (Loss) for the year	(218,577)	(4.2)	(183,819)	(3.5)	(130,350)	(2.1)	(111,646)	(1.9)	76,013	1.0	73,013	1.0
Profit (Loss) attributable to:												
Equity holders of the Company	(213,389)	(4.1)	(183,819)	(3.5)	(128,920)	(2.1)	(111,646)	(1.8)	75,472	1.0	73,013	1.0
Non-controlling interests of the subsidiaries	(5,188)	(0.1)	-	-	(1,430)	(0.0)	-	-	541	0.0	-	-
Profit (Loss) per share	(218,577)	(4.2)	(183,819)	(3.5)	(130,350)	(2.1)	(111,646)	(1.8)	76,013	1.0	73,013	1.0
Basic Profit (Loss) per share												
Profit (Loss) attributable to equity holders of the Company (Baht)	(0.21)		(0.18)		(0.13)		(0.11)		0.07		0.07	
Weighted average number of ordinary shares (Thousand shares)	1,027,904		1,027,904		1,027,904		1,027,904		1,027,904		1,027,904	

Christiani & Nielsen (Thai) Public Company Limited and its subsidiaries

Statements of comprehensive income

(Comparison of the past 3 years)

(Unit : Thousand Baht)

Description	2022				2021				2020			
	Consolidated financial statements		Separate financial statements		Consolidated financial statements		Separate financial statements		Consolidated financial statements		Separate financial statements	
	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%
Profit (Loss) for the year	(218,577)	(4.2)	(183,819)	(3.5)	(130,350)	(2.1)	(111,646)	(1.9)	76,013	1.0	73,013	1.0
Other comprehensive income:												
Other comprehensive income to be reclassified to profit or loss in subsequent periods:												
Exchange differences on translation of financial statements in foreign currency	123	0.0	-	-	1,100	0.0	-	-	541	0.0	-	-
Other comprehensive income to be reclassified to profit or loss in subsequent periods	123	0.0	-	-	1,100	0.0	-	-	541	0.0	-	-
Other comprehensive income not to be reclassified to profit or loss in subsequent periods												
Revaluation surplus on assets	3,502	0.1	3,502	0.1	-	-	-	-	-	-	-	-
Loss on changes in value of equity investments												
designated at fair value through other	(81,047)	(1.5)	(81,047)	(1.5)	(8,277)	(0.1)	(8,277)	(0.1)	(12,946)	(0.2)	(12,946)	(0.2)
Actuarial gain	5,183	0.1	5,183	0.1	12,616	0.2	12,616	0.2	(25,825)	(0.3)	(25,825)	(0.3)
Less: Income tax effect	14,472	0.3	14,472	0.3	(868)	(0.0)	(868)	(0.0)	7,754	0.1	7,754	0.1
Other comprehensive income not to be reclassified to profit or loss in subsequent periods - net of income tax	(57,890)	(1.0)	(57,890)	(1.0)	3,471	0.1	3,471	0.1	(31,017)	(0.4)	(31,017)	(0.4)
Other comprehensive income for the year	(57,767)	(1.0)	(57,890)	(1.0)	4,571	0.1	3,471	0.1	(30,476)	(0.4)	(31,017)	(0.4)
Total comprehensive income for the year	(276,344)	(5.2)	(241,709)	(4.5)	(125,779)	(2.0)	(108,175)	(1.7)	45,537	0.6	41,996	0.6
Total comprehensive income attributable to:												
Equity holders of the Company	(271,156)	(5.1)	(241,709)	(4.5)	(124,349)	(2.0)	(108,175)	(1.8)	44,996	0.6	41,996	0.6
Non-controlling interests of the subsidiaries	(5,188)	(0.1)	-	-	(1,430)	(0.0)	-	-	541	0.0	-	-
	(276,344)	(5.2)	(241,709)	(4.5)	(125,779)	(2.0)	(108,175)	(1.8)	45,537	0.6	41,996	0.6

Christiani & Nielsen (Thai) Public Company Limited and its subsidiaries

Cash flow statements

(Comparison of the past 3 years)

(Unit : Thousand Baht)

Description	2022		2021		2020	
	Consolidated financial statements	Separate financial statements	Consolidated financial statements	Separate financial statements	Consolidated financial statements	Separate financial statements
Cash flows from operating activities						
Profit (Loss) before tax	(231,683)	(196,960)	(104,747)	(86,718)	81,985	78,792
Adjustments to reconcile loss before tax to net cash provided by (paid from) operating activities						
Depreciation and amortisation	141,598	132,637	167,281	165,409	204,822	202,313
Bad debt	-	-	3,000	3,000	-	-
Write off of other receivable	-	-	1,651	147	-	-
Write off of other payables	-	-	(6,314)	(71)	-	-
Allowance for expected credit losses	-	-	49,610	49,610	3,000	3,000
Allowance for diminution in inventory value(reversal)	473	473	(661)	(661)	(589)	(589)
Reversal allowance for impairment loss of investment in subsidiary	-	-	-	(3,319)	-	9,840
Allowance for impairment loss of other current asset (reversal)	(4,668)	(4,668)	5,675	5,675	-	-
Allowance for impairment loss of plant	956	956	-	-	(1,654)	(1,654)
Loss on disposals of right-of-use assets	62	62	-	-	-	-
Gain on disposals/write off of equipment	(14,855)	(14,855)	(12,517)	(12,517)	(9,310)	(9,088)
Estimated expenses for construction projects	39,800	39,800	16,960	17,476	24,231	24,864
Provision for long-term employee benefits	18,014	18,014	18,066	18,066	7,574	7,574
Unrealised gain on exchange	(126)	(126)	(329)	(329)	(726)	(726)
Finance income	(38,642)	(44,782)	(7,363)	(8,755)	(7,052)	(7,051)
Finance cost	2,727	2,269	7,461	4,229	20,313	20,230
Profit (loss) from operating activities before changes in operating assets and liabilities	(86,344)	(67,180)	137,773	151,242	322,594	327,505

Christiani & Nielsen (Thai) Public Company Limited and its subsidiaries

Cash flow statements (continued)

(Comparison of the past 3 years)

(Unit : Thousand Baht)

Description	2022		2021		2020	
	Consolidated financial statements	Separate financial statements	Consolidated financial statements	Separate financial statements	Consolidated financial statements	Separate financial statements
Operating assets (increase) decrease						
Trade and other receivables	(834,940)	(759,485)	772,099	784,482	(613,071)	(613,644)
Contract assets	321,981	318,195	(137,228)	(141,321)	789,177	829,727
Inventories	(37,782)	(37,983)	(4,192)	(4,152)	20,108	20,201
Advance payments to subcontractors	(144,070)	(144,197)	129,262	125,944	(53,196)	(50,366)
Other current assets	(7,574)	(7,574)	6,437	6,085	36,091	36,029
Operating liabilities increase (decrease)						
Trade and other payables	252,702	190,780	(42,721)	(19,872)	69,040	45,881
Contract liabilities	280,529	282,977	(584,181)	(585,420)	(29,708)	(29,488)
Other current liabilities	60,802	65,465	(32,272)	(36,355)	40,211	40,194
Provision for long-term employee benefits	(9,321)	(9,321)	(6,408)	(6,408)	(9,741)	(9,741)
Cash from (used in) operating activities	(204,017)	(168,323)	238,569	274,225	571,505	596,298
Interest income	38,147	44,286	7,363	8,755	7,234	7,318
Cash paid for interest expense	(591)	(560)	(3,163)	(415)	(12,186)	(12,430)
Refund of withholding tax deducted at source	124,190	124,190	183,894	183,870	190,806	190,635
Cash paid for income tax	(114,239)	(112,202)	(139,712)	(132,360)	(122,773)	(122,217)
Net cash from (used in) operating activities	(156,510)	(112,609)	286,951	334,075	634,586	659,604

Christiani & Nielsen (Thai) Public Company Limited and its subsidiaries

Cash flow statements (continued)

(Comparison of the past 3 years)

(Unit : Thousand Baht)

Description	2022		2021		2020	
	Consolidated financial statements	Separate financial statements	Consolidated financial statements	Separate financial statements	Consolidated financial statements	Separate financial statements
Cash flows from investing activities						
Net increase in short-term loan to related party	-	(157,500)	-	(85,000)	-	(11,500)
(Increase) decrease in long-term loans to related parties	-	-	-	-	763	-
Increase in restricted bank deposits	(6,167)	(6,167)	(3)	(3)	13,269	13,269
Cash paid for acquisitions of property, plant and equipment	(146,434)	(35,786)	(155,074)	(13,626)	(21,673)	(23,535)
Proceeds from disposals of plant and equipment	32,380	32,380	25,895	25,895	23,217	21,807
Cash paid for intangible assets	(3,235)	(3,212)	(3,300)	(3,300)	(1,691)	(1,691)
Net cash used in investing activities	(123,456)	(170,285)	(132,482)	(76,034)	13,885	(1,650)
Cash flows from financing activities						
Net increase in bank overdraft and short-term loans from financial institutions	254,464	225,000	76,030	-	(361,175)	(400,000)
Increase in short-term loans from related party	3,000	-	1,500	-	4,500	-
Payment of principal portion of leases liabilities	(67,318)	(65,980)	(113,057)	(111,792)	(147,266)	(146,062)
Cash paid for interest expenses of leases liabilities	(1,854)	(1,745)	(4,078)	(3,920)	(8,285)	(8,081)
Cash paid for long-term loans	-	-	-	-	(38,400)	(38,400)
Dividend payment	-	-	(51,394)	(51,394)	(41,115)	(41,115)
Cash received from non-controlling interest of subsidiary	-	-	0	-	0	-
Net cash from (used in) financing activities	188,292	157,275	(90,999)	(167,106)	(591,741)	(633,658)
Increase in translation adjustments	26	-	986	-	506	-
Net increase (decrease) in cash and cash equivalents	(91,648)	(125,619)	64,456	90,935	57,236	24,296
Cash and cash equivalents at beginning of year	303,598	216,558	239,142	125,623	181,906	101,327
Cash and cash equivalents at end of year	211,950	90,939	303,598	216,558	239,142	125,623

Christiani & Nielsen (Thai) Public Company Limited and its subsidiaries

Financial ratios

(Comparison of the past 3 years)

Description		2022		2021		2020	
		Consolidated financial statements	Separate financial statements	Consolidated financial statements	Separate financial statements	Consolidated financial statements	Separate financial statements
Liquidity Ratios							
Current Ratio	Times	0.96	1.04	1.05	1.08	1.09	1.08
Quick Ratio	Times	0.40	0.38	0.29	0.27	0.44	0.42
Cash Flow Liquidity Ratio	Times	(0.04)	(0.03)	0.08	0.09	0.15	0.16
Activity Ratios							
Account Receivable Turnover	Times	4.79	5.60	5.60	5.47	6.20	6.15
Average collection period	Days	76.22	75.41	65.18	66.73	58.87	59.35
Account Payable Turnover	Times	2.55	2.60	3.06	3.03	3.68	3.70
Average Payment Period	Days	143.14	140.38	119.28	120.46	99.18	98.65
Fixed Asset Turnover	Times	3.36	3.88	4.35	4.48	4.80	4.77
Inventory Turnover	Times	64.57	63.97	96.77	96.28	103.19	104.18
Average Sale (Inventory) Period	Days	5.65	5.71	3.77	3.79	3.54	3.50
Cash Cycle	Days	(61.53)	(59.26)	(50.33)	(49.94)	(36.77)	(35.80)
Profitability Ratios							
Gross Profit Margin	%	(0.61)	(0.61)	2.86	2.62	4.96	4.73
Operation Profit (Loss) Margin	%	(4.97)	(4.55)	(1.63)	(1.48)	1.31	1.27
Quality of Earnings (%)	%	59.03	47.51	(285.48)	(374.78)	644.68	694.03
Net Profit (Loss) Margin	%	(4.09)	(3.51)	(2.10)	(1.85)	1.01	0.98
Return on Equity	%	(12.23)	(10.16)	(6.47)	(5.55)	3.63	3.50
Efficiency Ratios							
Return on Asset	%	(3.72)	(3.25)	(2.19)	(1.91)	1.16	1.13
Return on Fixed Asset	%	(6.53)	(5.69)	(0.76)	0.54	12.65	12.39
Total Asset Turnover	Times	0.91	0.93	1.04	1.04	1.15	1.15
Financial Policy Ratios							
Debt to Equity Ratio	Times	2.76	2.49	1.88	1.80	2.02	2.00
Interest Coverage Ratio	Times	(448.76)	(423.24)	(31.78)	(214.84)	8.08	7.65
Dividend payout ratio	%	-	-	-	-	-	70.00



Details of the Company

Christiani & Nielsen (Thai) Public Company Limited

Business type	Construction
Registration number	0107535000281
ISIN Number	ISIN Local TH0216010Z02 ISIN Foreign TH0216010Z10 ISIN NVDR TH0216010R10
Registered capital	1,102,904,144 Baht (1,102,904,144 ordinary shares of 1 Baht each)
Issued and fully paid-up	1,027,904,144 Baht (1,027,904,144 ordinary shares of 1 Baht each)
Registered Office Address	727 La Salle Road, Bangna-Tai Subdistrict, Bangna, Bangkok 10260 Telephone : +66 2 338 8000 Facsimile : +66 2 338 8090 Website : http://www.cn-thai.co.th
Branch No. 1 (Plant & Equipment Yard)	494 Moo 4 Tambol Nongkham Sri Racha District, Chonburi 20110 Telephone : +66 38 066 424-7 Facsimile : +66 38 066 428
Branch No. 2 (Training Center)	39 Nimitr Mai 64, East Sam Wah Sub-district Klong Sam Wah District, Bangkok 10510
Company Secretary	Mr. Surasak Osathanugraha Telephone : + 66 2 338 8100 E-mail: surasakos@cn-thai.co.th
Investor Relations	Mrs. Phanee Charoencharoenchai Telephone : +66 2 338 8077 E-mail: phaneech@cn-thai.co.th

Subsidiary Companies

1. CNT Holdings Limited

Business type	Construction and Holding Company
Registered capital	50,000,000 Baht (5,000,000 ordinary shares of 10 Baht each)
Issued and fully paid-up	50,000,000 Baht (5,000,000 ordinary shares of 10 Baht each)
Registered Office Address	727 La Salle Road, Bangna-Tai Subdistrict, Bangna, Bangkok 10260 Telephone : +66 2 338 8000 Facsimile : +66 2 338 8090

2. Christiani & Nielsen (Myanmar) Limited

Business type	Construction, engineering and related services
Registered capital	500,000 USD (500,000 ordinary shares of 1 USD each)
Issued and fully paid-up	400,000 USD (400,000 ordinary shares of 1 USD each)
Registered Office Address	No. 22(C), Lane of Kabaraye Pagoda Road, Ko Min Ko Chin Ward, Bahan Township, Yangon, The Republic of the Union of Myanmar (Under liquidation and dissolution process)

3. Christiani & Nielsen (Cambodia) Co., Ltd.

Business type	Construction, engineering and related services
Registered capital	100,000 USD (100,000 ordinary shares of 1 USD each)
Issued and fully paid-up	100,000 USD (100,000 ordinary shares of 1 USD each)
Registered Office Address	No. 20, 181 St., Sangkat Tumnub Teuk, Khan Boeung Keng Kang, Phnom Penh, Kingdom of Cambodia

4. Christiani & Nielsen Energy Solutions Co., Ltd.

Business type	Providing energy solutions in Solar, Wind and other renewable energy sectors
Registered capital	10,000,000 Baht (1,000,000 ordinary shares of 10 Baht each)
Issued and fully paid-up	10,000,000 Baht (1,000,000 ordinary shares of 10 Baht each)
Registered Office Address	727 La Salle Road, Bangna-Tai Subdistrict, Bangna, Bangkok 10260 Telephone : +66 2 004 9199 E-mail : cnes@cn-es.co.th

CNES D1 Co., Ltd.

Business type	Developing renewable energy based power producing facilities
Registered capital	150,000,000 Baht (1,500,000 ordinary shares of 100 Baht each)
Issued and fully paid-up	118,680,000 Baht
Registered Office Address	727 La Salle Road, Bangna-Tai Subdistrict, Bangna, Bangkok 10260 Telephone : +66 2 004 9199 E-mail : cnes@cn-es.co.th

5. Christiani & Nielsen DCM Co., Ltd.

Business type	Construction
Registered capital	100,000 Baht (1,000 ordinary shares of 100 Baht each)
Issued and fully paid-up	100,000 Baht (1,000 ordinary shares of 100 Baht each)
Registered Office Address	727 La Salle Road, Bangna-Tai Subdistrict, Bangna, Bangkok 10260 Telephone : +66 2 338 8000 Facsimile : +66 2 338 8090 (Registered on 3 February 2023)

References

Auditor

Ms. Patcharawan Koonarangsri CPA (Thailand) - Licence no. 6650 and/or
Mrs. Sarinda Hirunprasurtwutti CPA (Thailand) - Licence no. 4799 and/or
Ms. Satida Ratananurak CPA (Thailand) - Licence no. 4753
EY Office Limited

33rd Floor, Lake Rajada Office Complex
193/136-137 Rajadapisek Road, Klongtoey, Bangkok 10110, Thailand
Telephone : +66 2 264 9090 Facsimile : +66 2 264 0789-90

Registrar

Thailand Securities Depository Company Limited
No. 93, 14th Floor, Ratchadapisek Road, Dindaeng, Bangkok 10400
Telephone : +66 2 009 9690-91 Facsimile : +66 2 009 9992

Main Banks

Bangkok Bank Public Company Limited (Head Office)
333 Silom Road, Bangrak, Bangkok 10500
Telephone : + 66 2 626 4413 Facsimile : +66 2 353 5726
Website : <http://www.bangkokbank.com>

Bank of Ayudhya Public Company Limited (Head Office)
1222 Rama 3 Road, Bangphongphang Yannawa, Bangkok 10120
Telephone : +66 2 296 4604 Facsimile : +66 2 208 2962
Website : <http://www.krungsri.com>

Kasikorn Bank Public Company Limited
400/22 Phahon Yothin Road, Sam Sen Nai Sub-district,
Phaya Thai District, Bangkok 10400
Telephone : +66 2 470 2710 Facsimile : +66 2 470 2881
Website : <http://www.kasikornbank.com>

TMBThanachart Bank Public Company Limited (Head Office)
3000 Phahon yothin Road, Chomphon Chatuchak, Bangkok 10900
Telephone : +66 2 299 2469 Facsimile : +66 2 299 1354
Website : <http://www.ttbbank.com>



Legal Disputes

As of 31 December 2022, there are no material Legal Disputes which the Company and/or its Subsidiaries are involved in;

- (1) any lawsuit that negatively affect the assets of the Company or a subsidiary at an amount higher than 5 percent of the shareholders' equity at the end of the financial year ended 2022;
- (2) any lawsuit that affected the business undertaking of the Company or a subsidiary materially but the assessment whereof cannot be quantified in numbers, and
- (3) any lawsuit that is not caused by normal business undertaking of the Company or a subsidiary.



2

CORPORATE GOVERNANCE



Corporate Governance Policy

Definition

Corporate governance means governance relationships and mechanisms, measures used to direct the decision making of people in the organization to meet the objectives. This also included setting objectives and main goals, formulating strategies, policies, approving plans and budgets, monitoring, evaluating, and supervising performance report.

The above definition is as recommended by the Securities and Exchange Commission (SEC) and the Company has endeavored to follow the same completely in letter and spirit.

Corporate Governance Policy

The Board of Directors recognize the roles and responsibilities of managing the Company's business with good corporate governance, upholding equality, transparency, and accountability as key principles that strengthen the organization and personnel's development to accomplish sustainable business growth, create confidence among all stakeholders, and optimize benefits to the organization as a whole.

The Board has set up a corporate governance policy manual, a business ethics and code of conduct manual and anti-corruption policy manual which have been circulated to all the Company's employees via corporate e-mail and disclosed on the corporate internal web and Company's website under the subject of "Corporate Governance". The Company reviews and updates these policy manuals regularly in order to ensure that these manuals meet the present requirements and are suitable for the current circumstances.

The Company Corporate Governance Policy Manual consists of:

- Rights and Equitable Treatment of Shareholders and various group of Stakeholders
- Structure, Rules, Duties, Responsibilities, and Independence of the Board of Directors
- Information Disclosure and Transparency
- Supervision of Subsidiaries and Associated Companies
- Controlling System and Risk Management
- Business Ethics

The Board of Directors, through the Audit and Corporate Governance Committee annually reviews and provide their opinion to the Board of Directors regarding the implementation of the CG Code within the Company, in order to ensure that good corporate governance is followed within the Company for the sustainability of the Company. The Company has adopted the terms of the CG Code which are suitable for its business.

1. Overview of Corporate Governance Policy and relevant Guidelines

1.1 Corporate Governance Policy and Guidelines in relation to Directors

1.1.1 Nomination of Director and Top Executives

The Nomination Committee has been appointed by the Board of Directors in order to set up a mechanism to assist the Board to independently propose the criteria and set guidelines for nomination of new Directors and recruitment and selection of top executives, and thereafter propose to the Board of Directors who could then consider the proposal and decide to accept or reject the same or amend it for further approval by shareholders if required (for the appointment of Directors).

Board Diversity Policy

The Nomination Committee reviews the structure and the composition of the Board of Directors and search for candidates with qualifications appropriate for the Company's situation and needs.

The Nomination Committee evaluates the range of skills, experience, expertise and diversity of the existing Directors, and identifies other appropriate qualifications giving consideration in line with the Company's strategic direction, and gaps which need to be filled. Consideration is given to the balance of independent Directors on the Board and best practice recommendations as set out in the SET Corporate Governance Principles.

Policy on Succession Plan

The Board of Directors shall ensure a systematic nomination for the proper candidate to replace a Director or top executive position suitably in line with the succession planning policy. The Nomination Committee is appointed to propose the appointments of new Directors and key executives (Managing Directors and Executive Directors) to the Board by considering the proper candidate both from internal and external candidates. The Nominating Committee is responsible for considering candidates' skills, experience, and specific qualifications for the best interest of the Company.

Criteria to nominate/appoint Directors

The Company recognises that diversity at the Board level is an essential element in supporting the attainment of its strategic objectives and its sustainable development. All Board appointments are based on meritocracy, and candidates are considered against appropriate criteria which are as follows:

- Consideration is based on a range of diversity perspectives, including gender, age and education background, skills, knowledge, and professional experience, and devotion of potential candidates expected to enhance the Board.
- Consideration of the qualities of leadership, vision, ethics, and honesty to uphold the highest principles of good corporate governance including the dedication and the ability to fully devote the time for the administration of the Company.

- The candidate is not a person prohibited under the Public Companies Act, the Securities and Exchange Act, announcement of the Securities and Exchange Commission or any other laws relating to the qualification and scope of work of the Board of Directors; or a person blacklisted by any organisation (including the SEC) or convicted of any crime.
- The candidate as an Independent Director is qualified in accordance with the independent director's qualifications.
- None of the Independent Directors have any conflict of interests with the Company by
 - Engaging, or being a partner in an ordinary partnership, an unlimited liabilities partnership, or in a limited partnership or being an executive, or director in a company or other listed company in the business similar to or competing with the Company and its subsidiaries.
 - Being a party in a contract, or a concession contract or is the stakeholder of the Company in such manner or as a partner in an ordinary partnership, an unlimited liabilities partnership or in a limited partnership or being an executive, or director in a company or other listed company operating in such manner and as a party to the same contract.
 - Any other cases under the Public Companies Act and/or as specified by laws.
- Consideration of other qualifications as may be advisable such as the lack of necessary skills required on the Board of Directors of the Company.

Nomination/appointment of Top Executives including Managing Director

Criteria to nominate/appoint Top Executives including Managing Director

The Nomination Committee considers the following criteria below when determining whether to nominate/appoint a top executive, including the Managing Director:

- Skills, knowledge, relevant qualification and professional experience in business operations.
- Leadership potential, integrity and vision.
- No Blacklisting by any organization (including the SEC) or criminal conviction.
- After review, the Nomination Committee submits its recommendations to the Board of Directors for consideration and approval.

Procedure for nominating/appointing Top Executives including the Managing Director

The Company follows the following procedure when selecting and appointing new top executives including the Managing Director:

- The Nomination Committee identifies the qualifications, skills, knowledge, experience, and expertise of candidates for any top executive position that the Company needs which should be in line with the Company's strategic direction.
- The Nomination Committee screens profiles of the applicants, interviews them, and shortlists the preferred candidates who fit the criteria. The Nomination Committee then proposes such suitable candidate for the Board's consideration by way of submitting its recommendations to the Board.
- The Board may interview such candidate as the Board deems fit before the Board concludes its decision.

1.1.2 Directors and Management Remunerations

Directors Remuneration

The Board of Directors has designated a Remuneration Committee to recommend guidelines for setting Directors and top executive remuneration which should be comparable with other listed companies in general and should also be comparable with other listed companies including companies in the construction industries. The remuneration is structured based on the appropriate levels and the duties and responsibilities and performance of each director and key executive. Directors' remuneration will be subjected to approval at the shareholders' meeting.

Remuneration Criteria

- The remuneration for Directors and members of sub-committees must be agreed by Board of Directors and recommended to the shareholders for their approval.
- The remuneration for Directors and members of sub-committees is paid as fixed monthly amount in addition to meeting attendance fees and bonuses, which are approved at the shareholders' meeting.
- Depending on the quantity and scope of the sub-committees' roles and responsibilities, only a member who is not an executive director of any sub-committee may receive additional compensation, subject to the shareholder's approval.

- The remuneration criterion includes consideration of financial status and performance of the Company and should be comparable with other listed companies in general and should also be comparable with other listed companies in the same sector in Thailand.

Management Remuneration

The management remuneration shall be according to guidelines set out by the Remuneration Committee. The remuneration given shall be appropriate with the position, duty, and responsibility and at the level attractive enough to maintain the top executive. The remuneration criteria shall include consideration of financial status and performance of the Company both in short term and long-term including individual performance appraisal against KPI's under transparent guideline, applied fairly and in accordance with relevant laws and regulations.

The remuneration of top executives including their salary, bonus and other benefits e.g. provident fund contribution (voluntary basis), medical benefits, life insurance, etc. In addition, remuneration shall be considered or evaluated by others who supervise the given person and shall not be done by the one who receives the remuneration. The remuneration of Management has been disclosed herein under the subject of "Organization Structure".

1.1.3 Segregation of Positions between the Board of Directors and the Top Executive

The Board of Directors plays an important role in corporate governance for the maximum benefit of the Company and the shareholders. The role of Chairman is distinct from the role of the Managing Director in that the Chairman is the chief representative of the shareholders whereas the Managing Director is the leader of the management. Combining the two roles creates an inherent conflict of interest.

To avoid this conflict of interest, the Company ensures that the Chairman of the Board of Directors and the Managing Director are not the same individual. The Chairman of the Board of Directors is an Independent Director as defined by the SET and does not have any relationship with the management.

The Chairman shall not be Chairman or member of the other subcommittees.

The Board of Directors evaluates the performance of the Managing Director annually, whilst the Managing Director evaluates the performance of top executives who report to him. Evaluation is based on targets relating to the Company's strategic and annual plan, to help appropriately determine remuneration and other fringe benefits.

The roles and responsibilities of the Chairman of the Board of Directors and Managing Director are provided under the subject "**Organization Structure**" of the Annual Report.

1.1.4 Other Committees

The Board of Directors appointed several committees as part of the good corporate governance policy of the Company viz, Executive Board of Directors or Executive Committee, Audit and Corporate Governance Committee, Remuneration Committee, Nomination Committee and Risk Management Committee (re-designated to Sustainability and risk Management Committee).

The Audit and Corporate Governance Committee comprises entirely of Independent Directors.

The details of these committees such as names and number of members, qualifications, duties and responsibilities are disclosed on the website of the Company and under the subject "**Organization Structure**" of this Annual Report.

1.1.5 Assessment of Board of Directors and Sub-Committees

The Board and its sub-committees shall perform an annual self-assessment to be used as a framework for reviewing their performance. The result of the assessments will be reported to the Board of Directors by company secretary and disclosed in corporate governance report section in the Annual Report.

1.1.6 Director and Management Development

The Board of Directors continues to enhance its value by participating in activities, courses, and events which add to their knowledge base in the continually changing business environment.

Director's Orientation

The Company Secretary provides any newly appointed director with the Director's Manual, the Memorandum and Articles of Association of the Company, Corporate Governance Policy Manual, Business Ethics and Code of Conduct, Anti-Corruption Policy including laws, regulations and practices which are related to the trading of Company's shares.

1.2 Corporate Governance Policy and Guidelines for Shareholders' Rights of Shareholders and Equitable Treatment of Shareholders

1.2.1. Rights of Shareholders

The Company is responsible to the shareholders in terms of information disclosure, accounting methods, internal information usage and conflict of interests. The Board of Directors and Management are expected to be honest and any decision is based on honesty and fairness to both major and minor shareholders, and for the collective benefit of all. Some of the policies and procedures followed to protect the rights of the Company's shareholders are as follows:

Appointment of Board members

The Company regularly updates the information pertaining to candidates'/existing Directors', so that all stakeholders can make an informed decision in respect of their appointment. This information is in the Company's annual report and is also presented to the Company's shareholders in the annual general meeting of shareholders ("AGM"). The information is provided so that the Company's shareholders can get correct and complete information, which is relevant and required for their appointment, and includes the following:

- Candidate's/Director's profile: name, position, age, education, relevant knowledge, occupation, working experience, and illegal acts (if any).
- Candidate's/Director's positions in any materially connected business.
- Number of shares held by the Candidate/Director in the Company.
- Directors' previous performance as Director in terms of meeting attendance.
- Nomination procedures (in case of the Directors who retire by rotation).

Consideration of the policy on Directors' remuneration

The Company follows the policy of obtaining the approval of the policy on Directors' remuneration from the shareholders in the AGM and has also disclosed guidelines/procedures for determining Directors' remuneration in the 'Corporate Governance Policy' of this report.

Appointment of Auditors

The Company follows the policy of obtaining the approval of appointment of auditors from the shareholders in the AGM and has improved the information disclosure for the correctness and completeness of the information required for the decision on the appointment of auditors. The information provided in the AGM includes details as follows:

- Auditor's firm and Auditor's name.
- Auditor's remuneration for approval including separate disclosure for audit and non-audit related remuneration.
- Auditor's remuneration for the previous year.
- Relationship with the Company such as being the Company's advisor.
- Number of years as the Company's auditor (in case of reappointment of the present auditor).
- Auditor's performance.
- The reasons for changing the Auditor (in case the Company appoints a new auditor).

Consideration of the dividend policy

Presently, the Company's dividend policy remains unchanged. However, any future changes will be subject to approval from the shareholders.

Shareholders' Meetings

In 2022, the Company held one shareholders' meeting, which was the AGM No. 89 on 21 April 2022 at 10.30 a.m. To reduce and prevent the chance of the spreading of Coronavirus Disease (COVID-19), the Board of Directors Meeting resolved to hold this AGM via electronic media (E-meeting), and this E-AGM was held in accordance with relevant laws and regulations concerning electronic meetings such as the Emergency Decree on Electronic Meetings, B.E. 2563 (2020), the Announcement of Ministry of Digital Economy and Society on the Security Standards for the Meeting through Electronic means B.E. 2563 (2020), and the Security Standards of the Monitoring System of the Meeting. In order to facilitate and encourage all shareholders to attend this E-AGM, the Company sent the

User's Manual for E-Meeting and Voting System which explained the procedures and practices in attending the meeting, vote casting and questions in each Agenda to all shareholders in advance. The manual was also disclosed on Company's website.

The Company followed the recommended practices of Stock Exchange of Thailand ("SET")/SEC for holding shareholders' meeting as follows:

Before the date of 2022 annual general meeting of shareholders (AGM)

- The Company provided an opportunity to the shareholders to propose agenda items for the AGM and an opportunity to the shareholders to nominate suitable candidates for membership of the Board of Directors of the Company. In practice, shareholders with a combined holding of at least 2,000,000 shares could propose agenda items or nominate qualified Directors from 1 October 2021 until 31 December 2021, which exceeds the privileges provided by law to shareholders. The Company has set up this policy, as well as made communication channels through the Company's website and announcements through the SET, based on which, a shareholder or a group of shareholders could propose an agenda item and nominate candidates to be Director for consideration at the AGM.
- For AGM 2022, the Company disclosed the AGM schedule and the AGM Agenda through the SET on 21 March 2022 (31 days before the AGM date) for shareholders to plan their schedule for the meeting.
- Provided an opportunity to the shareholders to post questions to be addressed at the AGM 2022 in advance. This practice will be continued for AGM 2023 as well.
- Providing complete and correct notice with full information when calling shareholders' meetings is the normal policy of the Company. Such notice includes the objective and reasons for each agenda item, apart from the Board of Directors' comments/opinion thereon, which has always been included. The Company does not amend the agenda of the shareholders' meetings without giving notice to shareholders.
- For AGM 2022, the Company disclosed the notice of shareholders' AGM on the Company's website on 21 March 2022 (31 days before the AGM date). The Company assigned the Thailand Securities Depository Co., Ltd., which is the Company's Registrar,

to send the AGM 2022 notice to each of the shareholders on 31 March 2022 (22 days in advance of the AGM). Shareholders could also get more information from our Investor Relations by calling phone number +66 2 338 8079 or at the Company's website at www.cn-thai.co.th | ir@cn-thai.co.th

- The Company published the notices of AGM 2022 in both Thai and English newspapers for 3 consecutive days from 6 April 2022 to 8 April 2022 (15 days before the AGM date).
- Facilitated proxy voting: clearly specifying the documents required to give proxy and by sending out notice to the extent possible, to the Company's shareholders at least 4 weeks prior to the meeting date. For shareholders who were unable to attend in the meeting, the Company had designated Independent Director to attend and to vote on their behalf in the meeting. Full details for this purpose were provided in the Notice of Shareholders' meeting. Moreover, the notice, including proxy (Form B) was disclosed on the Company's website to facilitate its download by shareholders.
- The proxy form including supportive documents could also be submitted by facsimile or e-mail for checking in advance.
- The Company provided detailed guidelines for attending the E-AGM which was held electronically on 21 April 2022.
- The Company sent an E-AGM registration form together with a list of required documents for shareholders who wished to attend the E-AGM by themselves and for shareholders who wished to appoint a proxy to attend the E-AGM.
- After the Company received the requisite documents, the Company sent an e-mail containing username and password along with the weblink to attend E-AGM.

On the date of the AGM

- On the meeting date, the Company allowed shareholders to access the system around 1 hour before the meeting.
- One share had one vote for each agenda item and the shareholders had the option to vote "Approve", "Disapprove" or "Abstain".
- For the agenda item in relation to the nomination of Directors, to increase transparency, the voting options were provided for the selection of each Director.
- In the Meeting, each Agenda item was considered serially as it appeared in the notice submitted to the shareholders. The requisite information was presented for each agenda item and allowed shareholders to ask questions before voting on that agenda item.
- The Company ensured that the E-AGM's electronic system which had been selected for the shareholders' meeting was secure, reliable and user friendly. A Technical team was also on standby in case any shareholders faced any technical problems with the E-AGM system before or during the meeting.
- A question function was provided on the E-AGM system, so that the shareholders could send their questions/ comments to the Directors and/or the Company Secretary during the meeting, and the questions were answered at the meeting. In case any shareholders had questions which did not correspond to the current Agenda item that was being considered, the shareholder was requested to wait for the final part of the meeting instead when the shareholder's question was answered.
- The shareholders were able to log in to the E-AGM system for registration even after the meeting started in order to ensure the participation of all shareholders who attended the meeting.
- The Company appointed independent legal personnel to be inspectors of the vote-counting process.
- To enable shareholders to make a decision, the Company provided adequate information in the Notice to the meeting on each of the Agenda items.
- All 11 directors (representing 100% of the Board) including the Chairman of the Board of Directors, Chairman of Audit and Corporate Governance Committee, Chairman of Remuneration Committee, Chairman of Nomination Committee and Managing Director attended the AGM 2022. The Auditors also attended the AGM to answer any questions raised by shareholders in respect of the accounts or the conduct of the Audit.
- At every shareholder meeting, the Chairman or company secretary explains the voting procedure to shareholders at the start of the meeting.
- Equal opportunity is provided to all shareholders to examine the Company's operations, to ask questions and express their opinions and advice. It is ensured that all items and resolutions including questions and answers are properly recorded in the minutes of the meeting.

- At the meeting, the Company provided simultaneous English and Thai translation of the questions, replies and comments for the benefit of all attendees.
- The Company arranged a video recording of the entire meeting and posted this on the Company website.

Procedure for voting, vote casting and counting, queries and comments

Before commencing the meeting, the Chairman informed all attendees about the voting procedure, vote casting and counting, the use of ballot and disclosure of votes counted in each agenda item, including the shareholders' rights to express their opinion or raise questions in each agenda item. The Meeting was in order, there were shareholders holding 666,646,968 shares in aggregate equal to 64.8550 percent of the total paid-up shares of the Company present at the meeting in person and by proxy.

The agenda items of this AGM of shareholders were considered in serial order as it appeared in the notice submitted to shareholders prior to the AGM, without any changes or request for the AGM to consider any agenda item other than those specified in the notice. All agenda items were voted on and approved in conformance with the relevant laws.

During the 2 hours of the AGM, shareholders were allowed to freely express their opinions, give suggestions, and raise questions on any agenda item. The Directors, Audit and Corporate Governance Committee members and/or Executive Directors gave clear information to the shareholders in each agenda item.

Record of the Minutes

The Company recorded that it had informed the Shareholders of the AGM's quorum, voting methods, vote-counting and the use of ballots prior to the meeting. The Company also informed the name and position of Directors present at the meeting, the external auditor and legal advisor. All questions, answers, comments, and resolutions in each agenda items were also recorded. Voting records are divided into agree, disagree, abstain and void. These were recorded in writing in the minutes of meeting in detail so as to enable Shareholders who did

not attend the meeting to review and recheck if required.

The Company prepared comprehensive minutes of shareholders' meetings, which include the names of Board members' who attend the meeting. The minutes also included a correct and complete record of questions/ answers, voting method, vote-counting procedure and voting results.

Disclosure of Shareholders' Meeting's resolutions

The Company disclosed the resolutions of the Meeting together with voting results by way of letter to SET on the Meeting date and on the Company's Website under "Investors Relation".

After the Meeting, the minutes were prepared with all substantive issues, including voting results, for submission to the SET, and posted on Company's website under "Investors Relation" within 14 days after the meeting.

1.2.2 Equitable treatment of Shareholders

The Company has always ensured the equitable of all shareholders, regardless of whether they are minor or major shareholders, Thai or Foreign shareholders, retail or institutional shareholders. Also, all shareholders are treated on a fair and equal basis in terms of calling and holding shareholders meetings and for protecting the basic rights of shareholders for other matters by taking the following steps:

- Ascertaining that the date, time, venue of the meeting that equally convenient for shareholders to attend.
- Ensuring a reliable electronic meeting platform (in case of an E-AGM).
- Offering one-share-one-vote to ensure equitable treatment towards the shareholders.
- Registration period commences at least 1-2 hours in advance to ensure adequate time for completion of registration.
- Providing ballot papers/electronic voting system for each agenda item.
- Arranging barcode system/electronic system for registration, vote casting, vote counting and vote results for shareholders' convenience and accuracy of the vote-count.

- Providing an opportunity to the minority shareholders to propose agenda items and to nominate candidates for Directorship in advance for the AGM of Shareholders through various channels including the Company's website.
- Providing an opportunity for shareholders to elect Directors by voting on the given ballot papers/electronic voting system for each of the Directors separately.
- Not adding new agenda item required the meeting's resolution without notice to the shareholders in advance, which is deemed to be unfair treatment towards shareholders absent from the meeting.
- The Company provides full opportunity for shareholders to participate in the meeting and encourages the shareholders to ask relevant questions which are answered by the top executives and/or related persons.
- The Company has always followed practices and policies for the protection of shareholders rights and has always complied with all laws pertaining to the protection of the rights of shareholders, including obtaining shareholders' approval for any major event and by an Extraordinary General Meeting in case of any serious situation that affects the Company's operations. This year there was only 1 shareholders meeting called Annual General Meeting.
- The Company follows the policy of regularly reviewing the outstanding unpaid dividends and tries to contact all the shareholders who may have, for some reason, not received their dividends. Thereafter, the Company helps shareholders in terms of reminding and advising them on the required procedures to collect the dividends.
- Directors always disclose their interests and those of their related parties to the Board.
- Directors report their ownership of Company's shares to the Board regularly.
- The Board of Directors has established a system to prohibit a Director/management, who has a conflict of interest on an issue, to participate in the decision-making process related to that issue. Normally, a Director/management who has a conflict of interest on an issue, will leave the meeting and rejoin once the issue has been discussed and a decision is made.
- The Company has providing detailed explanations of related-party transactions, characterizing names, relationship, policy, and value of each transaction as

explained under the "Connected Transactions" section of this Annual Report. No non-compliance cases involving related-party transactions have been detected.

- The Company follows an appropriate policy and has laid down procedures for monitoring the use of insider information as explained under the "**Insider Trading Controls**" in this report. No cases of insider trading involving the Directors and/or the Management have been detected.

2. Business Ethics

The Company has set up a code of ethics for Directors, management and employees as a guideline to carry out their respective work for the Company in a transparent, honest, faithful and justifiable manner.

The following policies and practices are included in the Company's business ethics and code of conduct manual.

- Policy on Compliance with the Law and Relevant Rules and Regulations
- Policy on Conflicts of Interest
- Policy on Confidentiality of Information
- Policy on Safeguarding Company Property
- Policy on Use of Computer and Information Technology Security
- Cyber Security Management
- Ethics for Intellectual Properties Rights
- Policy on Preventing Corruption and Offering a Bribe
- Policy on Giving and Accepting Gifts and excessive or undue Hospitality
- Tax Policy
- Anti-Money Laundering and Counter Terrorism Financing (AML/CTF)
- Antitrust Policy
- Procurement
- Transactions with Government
- Policy on Safety, Occupational Health and Environment
- Diversity and Inclusion Policy
- Whistleblowing Policy
- Policy and Practices toward Stakeholders

The business ethics and code of conduct manual is provided to all management, and employees and posted on the Company's website.

The Board regularly reviews and updates the business ethics and code of conduct manual to ensure that it meets current requirements and is appropriate for the current circumstances.

This manual and anti-corruption policy are also made as a compulsory training course in the E-Learning System and required that management and employees shall log-in the system to learn and pass the test. This year, all management, and employees learn and pass the test to meet the required criteria.

Guidelines and enforcement of Corporate Governance Policy, Business Ethics and Code of Conduct

The Board of Directors defines the duties and responsibilities for the Directors, management, and employees to acknowledge and comply with the policies and terms indicated in the Company's corporate governance policy and business ethics and code of conduct. Moreover, the Company has put in place a whistleblowing policy and the internal audit processes as mechanisms to monitor compliance to assure that all operations abide by such policy and principles. If the Directors, management, and employees violate these principles, they will face strict disciplinary punishment.

3. Major Developments of Corporate Governance Policy, Guidelines and other related systems

3.1 Major Developments of Corporate Governance Policy, Guidelines and other related systems during the year 2022

The Board of Directors regularly reviews and updates the Company's corporate governance policy to ensure that it reflects the latest best practices and standards. During 2022 to early 2023, the following significant activities related to the review of its corporate governance policy, guidelines and system were carried out by the Board, as detailed below:

- Reviewed the Company's corporate governance policy which covers the duties and obligations of the Board of Directors.
- Reviewed the board diversity policy, the board skill matrix, and the succession plan policy.
- Reviewed the business ethics and code of conduct manual, the anti-corruption policy, the sustainability policy and risk management policy.
- Re-designated the name of Risk Management Committee to "Sustainability and Risk Management Committee" reflecting the broadened scope of the committee, which now also included the subject of sustainability.
- Adopted the "ESG and Risk Management Charter".
- Adopted the "Green Procurement Guidelines".

3.2 Implementation of the CG Code issued by the SEC

In the Board of Directors' meeting held on 15 December 2022, the Board reviewed the CG code issued by the SEC and the CG guideline issued by the Stock Exchange of Thailand, and also conducted a corporate governance self-assessment through a questionnaire following the SET and IOD guidelines. The scores of corporate governance self-assessment fall in the "Excellent" rating. The Board of Directors intends to use this result to further improve its corporate governance. The Company intends that the corporate governance self-assessment be done every year in order to comply with good corporate governance practice and accordingly, this exercise will be conducted again in year 2023.

Compliance with Principles of Good Corporate Governance in Other Matters

The following principles below from the Corporate Governance code 2017 published by the SEC are the principles which the Company has not yet adopted within year 2022 :

Principles of Corporate Governance	The opinion from the Board of Directors
The Board should establish the policy that the tenure of an independent director should not exceed accumulative term of nine years for the first day of service. However, depending on the reasonable needs of the business and ease or difficulty in finding suitably qualified candidates as Independent Directors.	It is difficult to obtain suitable and qualified Candidates repeatedly and therefore, such a term limit cannot be implemented presently. However, the Board of Directors considers various factors including independence of any independent directors who retire by rotation in order to propose for the shareholders' approval at the shareholders' meeting.
The Company should declare an intention to join with Thailand's Private Sector Collective Action Coalition Against Corruption (CAC)	The Board of Directors determined to sign its Declaration of Intent with CAC to fight against Corruption with target to be certified as a member in the near future. The Company's anti-corruption policy which is in accordance with the guidelines set out by CAC was announced and put on Company's website including No Gift Policy signed by Managing Director was sent to employees and all business partners.
The Company should establish a long-term incentive and remuneration policy for its Top Executives and Directors.	The Company provides adequate incentives and remuneration to attract and retain top executives and Directors. However, the Company may consider providing additional long-term incentives and structure a plan based on advice from an external expert.

3.3 Recognitions for Good Corporate Governance

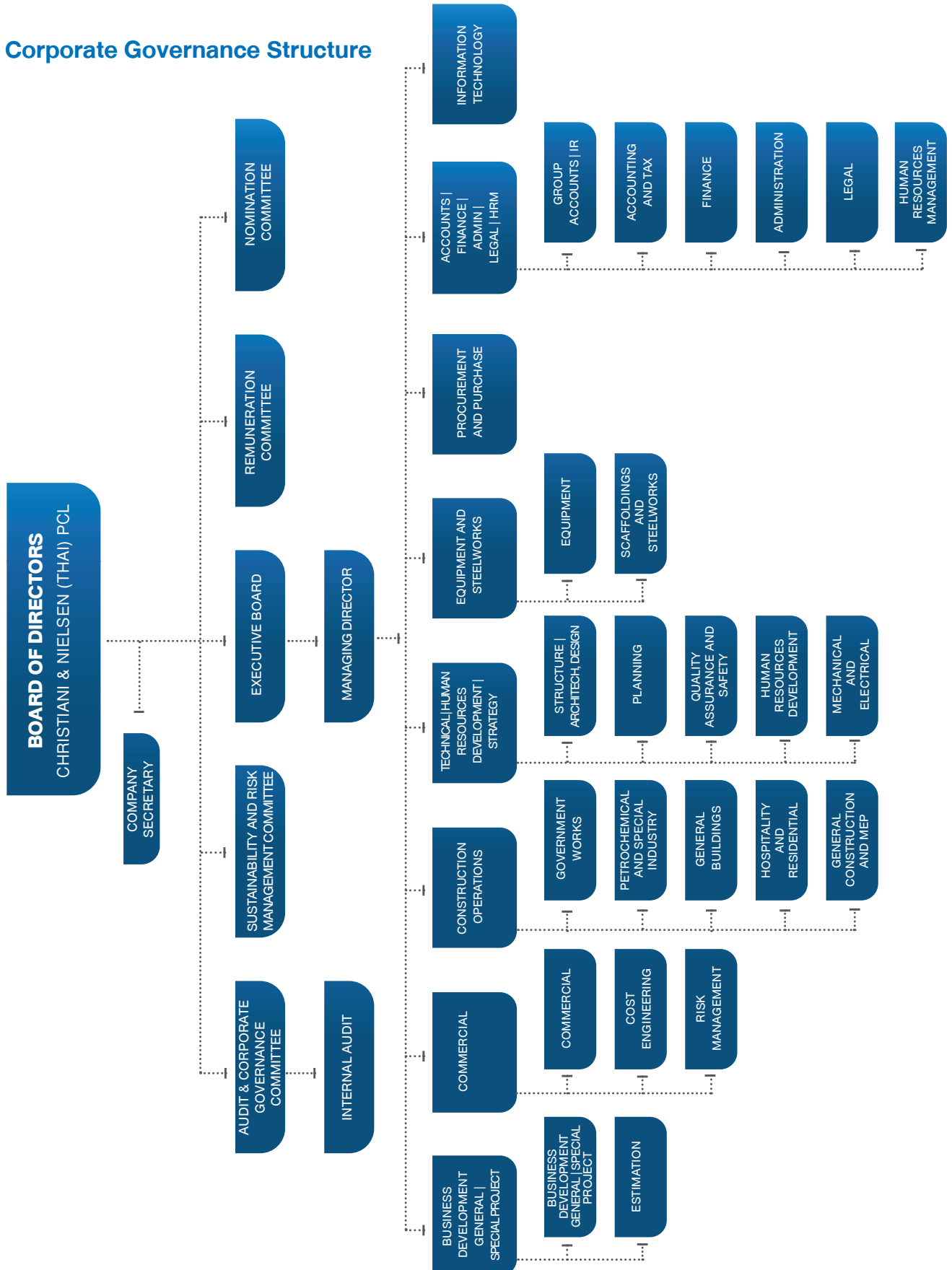
The Company's administration has been complying with the principles of good corporate governance, focusing on the significance of and responsibilities towards shareholders and stakeholders of the Company. Consequently, the Company continued to receive a very good rating in the assessment of the corporate governance, and in 2022, the Company received assessment by the regulatory units as below :

- Received a score of 100 percent of the conduct at the Annual General Meetings for four (4) years from 2017 and 2020 to 2022 by the Thai Investors Association in the Annual General Meeting of Shareholders.
- Classified as a company with **"Excellent"** Corporate Governance Report of Thai Listed Companies (CGR) for five (5) consecutive years from 2018 to 2022, rating by Thai Institute of Directors Association for Thai listed companies.



Corporate Governance Structure and Significant Information Related to the Board of Directors, Sub-Committees, Executives, Employees and others

Corporate Governance Structure



As at 31 December 2022, organization structure of the Company comprised Board of Directors and 5 Sub-Committees appointed by the Board of Directors viz. Executive Committee, Audit and Corporate Governance Committee, Remuneration Committee, Nomination Committee and Sustainability and Risk Management Committee. The management team led by the Managing Director is the top/senior management of the Company.

Election of the Board of Directors

The election of Directors is conducted by the meeting of shareholders. Each shareholder has one vote per share and each shareholder exercises all votes applicable in appointing one or more persons to be Directors. The candidates are ranked in descending order from the highest number of votes to the lowest, and are appointed as Directors in that order until the Director positions are filled. Where the votes for candidates are tied, which would otherwise cause the number of directors to be exceeded, the Chairman has the casting vote.

1. The Board of Directors

Board Composition

According to the Company's Articles of Association, the Board of Directors is composed of at least 5 Directors out of which at least one-third are Independent Directors, which shall not be less than 3 Directors as required by The Stock Exchange of Thailand in relation to number of Independent Director.

Definitions

Independent Director is a director whose qualifications are as specified by the Company and as prescribed by the announcements of the Stock Exchange of Thailand and the Securities and Exchange Commission, Thailand. Non-executive Director is a director who is not a Company's employee and not involved in day-to-day management of the Company. He/she may or may not be independent director.

Executive Director is a director who is part of the Management and is the Company's employee and involved in day-to-day management of the Company on a full-time basis. He/she receives a regular monthly remuneration from the Company in the form of salary or its equivalent.

The number of members on the Board of Directors is commensurate with the size and complexity of the Company's business. As of 31 December 2022, there are 12 Directors on the Board of Directors of the Company which consists of:

- 3 Executive Directors (as full time employees of the Company).
- 9 Non-Executive Directors equivalent to 75% of the Board of Directors. Including this there are 6 Independent Directors which is 50% of the Board of Directors out of which 1 Independent Director is female.
- There are 11 male and 1 female Directors. The number of directors who are 30-50 years old is 4 persons and more than 50 years old is 8 persons.

To ensure that the Board members can devote their time to performing their duties for the greatest benefit of the Company, Directors are not permitted to hold board positions in more than five (5) listed companies (including the Company).

The Board Skill Matrix

The following matrix was created to assist Board members to recognize the key skills and experience that are aligned with the Company's business strategy. As part of coordinated succession planning, these skills and experience are prioritized when identifying potential future Director candidates. Board Skill Matrix comprises:

Construction Industry
Construction / civil engineering
Business Strategy
Accounting Knowledge
Financial / Investment
Risk and Compliance Oversight
Corporate Governance
Legal and Compliance
Information technology and Innovation
People and Culture Management
Capital Markets

As of 31 December 2022, the Board members (who are mature, highly qualified and widely experienced) of the Company are as follows:

Director's Name	Position	The latest Appointment Date
1. Mr. Santi Grachangnetara	Independent Director Chairman of the Board of Directors	15 July 2020
2. Mr. Surasak Osathanugraha	Executive Director and Assistant to Managing Director (Finance and Accounting) Company Secretary Sustainability and Risk Management Committee Member Executive Committee Member	15 July 2020
3. Mr. Vites Ratanakorn**	Executive Director and Operations Director Executive Committee Member Sustainability and Risk Management Committee Member	15 July 2020
4. Mr. Suphon Tubtimcharoon	Independent Director	15 July 2020
5. Mr. Kirit Shah	Director Vice-Chairman of the Board of Directors Nomination Committee Member Remuneration Committee Member Executive Committee Member	21 April 2021
6. Mr. Kasemsit Pathomsak	Independent Director Chairman of Audit and Corporate Governance Committee Chairman of Nomination Committee Chairman of Remuneration Committee	21 April 2021
7. Mr. Kris Thirakaosal	Independent Director Audit and Corporate Governance Committee Member Nomination Committee Member Remuneration Committee Member	21 April 2021
8. Mr. Ishaan Shah	Director Executive Committee Member	21 April 2021
9. Mr. Suriyon Tuchinda**	Independent Director Audit and Corporate Governance Committee Member	21 April 2022
10. Mr. Khushroo Kali Wadia	Executive Director and Managing Director Sustainability and Risk Management Committee Member Executive Committee Member	21 April 2022
11. Mr. John Scott Heinecke	Director	21 April 2022
12. Ms. Renuka Diwali Sharma*	Independent Director	21 April 2022

Details of Directors are disclosed in “Directors and Management Detail” in page 136 and details of Directors in subsidiary please refer to “Connected Transactions” in page 173-178 of this Annual Report.

*Ms. Renuka Diwali Sharma was appoint as an Independent Director by the Annual General Meeting of Shareholders No. 89 in replacement of Ms. Nampung Wongsmit, Independent Director who was resigned with effective since 1 February 2022.

**The Board of Directors Meeting held on 21 April 2022 resolved to appoint Mr. Suriyon Tuchinda to be Chairman of the Risk Management Committee.

*** The Board of Directors Meeting held on 14 November 2022 resolved to add the role of oversight of sustainability to the Risk Management Committee and re-designate the name of the Committee to be “Sustainability and Risk Management Committee”. And also appoint Mr. Vites Ratanakorn as a new member to the Committee.

Terms of Directors

Board of Directors: At every AGM, one-third of the Directors shall retire. The Director who has held office longest shall retire. If the number of Directors cannot be divided into three parts, the number of Directors closest to one-third shall retire. The retiring Directors may be re-elected. In addition, the tenure of a director normally should not be longer than three consecutive terms but his requirement may be waived by the Board of Directors after due consideration.

Sub-Committee Members: Each member of the Sub-committee holds office during the same term as that of his/her board membership. The tenure of a Sub-committee member normally should not be longer than three consecutive terms, but this requirement may be waived by the Board of Directors after due consideration.

Independent Directors shall normally hold office for three consecutive terms or not exceeding nine years from the first date of appointment as Independent Director. However, depending on the reasonable needs of the business and ease or difficulty in finding suitable qualified candidates as Independent Directors, an extension may be considered.

The Chairman of the Board of Directors and the Managing Director

The Chairman of the Board of Directors is an Independent Director as specified by SET and has no relationship with the Management as well as not the same person as the Managing Director of the Company nor is he related in any way to the Managing Director of the Company in order to segregate the duties between the policy maker and the policy manager.

The Chairman of the Board is the leader of the Board of Directors and serves as the Chairman of the Board of Directors meetings and the shareholders' meetings including promoting the good governance, and effective operations systems. He engages directly with the Managing Director to monitor performance and oversees the implementation of the Company strategies.

The roles and duties of the Chairman of the Board of Directors

1. Provides leadership to the Board of Directors.
2. Presides over the Board of Directors meetings,

Non-Executive Directors meetings and Shareholders meetings.

3. Facilitates open and constructive communication between members of the Board and encourages their contribution to Board deliberations.
4. Promotes the highest standards of corporate governance, ethics and corporate social responsibilities.
5. Consults with the Managing Director and Company Secretary to arrange the schedule and agendas of the Board of Directors' meetings.
6. Ensures that the Company has effective communication with its shareholders and relevant stakeholders.

The Managing Director

The Managing Director is appointed by the Board of Directors. The Managing Director is an Executive Director by position and empowered to sign on behalf of the Company as specified by the Board of Directors. The Managing Director is the leader of the Management team and operates the business and has the duty to apply good governance principles across the organization to achieve the objectives as outlined.

The roles and duties of Managing Director

1. The day-to-day management of the Company and its business is the responsibility of the Managing Director, supported by the executive team.
2. Develops and recommends the Company's vision, mission, strategy and business plan for the Board's approval.
3. Manages the Company in accordance with strategy, business plans and policies approved by the Board of Directors.
4. Reports on the Company's operation results to the Board of Directors as well as other work in progress to achieve the Company's objectives.
5. Ensures that all Directors are properly informed and that sufficient information is provided to enable the Directors to form appropriate judgments.
6. Builds and maintains an effective top executive capable of delivering the Company's strategy and objectives, and identifies and recruits new talent to ensure effective succession to top executive positions.
7. Ensures communication with shareholders and relevant stakeholders.
8. Undertakes any other roles and duties assigned by the Board of Directors.

The Role of Board of Directors

The duties and responsibilities of the Board of Directors are as follows:

1. The Board of Directors perform its duties in conformity with applicable laws and carry on the business of the Company with care and exercise their duty of care to preserve the interests of the Shareholders and the Company both present and long term in accordance with the laws, the Company's objectives and the Articles of Association as well as the resolutions of the shareholders' meetings. It is authorized to carry on any activities as prescribed in the Memorandum of Association or those related thereto under the Public Limited Companies Act B.E. 2535. The Board of Directors is responsible to the Company's shareholders. Each Director represents all shareholders and takes part in supervisory and regulatory functions in the Company's operations, in an independent and impartial manner, for the benefit of all shareholders and other stakeholders.
2. The Board of Directors or the Shareholders at their meetings are entitled to give authority to the executive directors to operate the Company's business and designate the authorized Directors to bind the Company.
3. The Board of Directors are authorized to sell or mortgage any of the Company's immovable properties, to let any of the Company's immovable properties for a period of more than three years, to make a gift, to compromise, to file complaints to the Court and to submit disputes to Arbitration.
4. Annually review and approve the Mission Vision Statement, Values and Code of Business Conduct.
5. Review and discuss management's proposed strategies and options and approve major decisions in respect of the Company's business direction and policies. The Board of Directors also reviews and approves the business and performance goals proposed by the executive directors. The Board should also support the use of innovation and technology to add value to the Company.
6. Monitor the implementation of the Company's strategies including monitoring the Company's performance and progress towards achieving set objectives as well as compliance with the laws, regulations and related policies as well as the governing on Information Technology.
7. Ensure the establishment and communication of the policy and program related to anti-corruption.
8. Ensure the existence of an effective internal control system and appropriate risk management framework.
9. Ensure an effective audit system executed by both internal and external auditors.
10. Approve quarterly and annual financial reports to ensure that the reports are prepared under generally accepted applicable accounting standards.
11. Ensure that the Company has a proper system in place to communicate effectively with all stakeholders and the public by providing policy on Confidentiality of Information, Insider Information and market sensitive information.
12. Define policy and guidelines for risk management and monitor the management to ensure the efficiency of risk management system.
13. Define policy and guidelines for good corporate governance and ensure that the duties and responsibilities of Directors and the management comply with corporate governance principles.
14. Maintain the adequacy of financial liquidity and ability to pay off debt and the mechanism that is able to restore the operational status in the event that the Company faces financial problems. Also ensure that employees have knowledge and understanding of concept of finance and the importance of savings.
15. Define policy and guidelines to implement corporate social responsibility.
16. Attend the meeting of shareholders to report results of operations, answer questions and listen to suggestions and comments from shareholders.

Authorized Directors who have the power to bind the Company

According to the Company's Affidavit as at 31 December 2022, the authorized directors (or signatories) are:

- (a) Mr. Kirit Shah and Mr. Ishaan Shah jointly sign with Company's seal affixed or
- (b) Mr. Kirit Shah and Mr. Khushroo Kali Wadia jointly sign with Company's seal affixed or
- (c) any one of Mr. Kirit Shah or Mr. Khushroo Kali Wadia jointly sign with Mr. Surasak Osathanugraha or Mr. Vites Ratanakorn with the Company's seal affixed.

The Appointment of Directors

Directors are elected by the Shareholders' meeting. Each shareholder has one vote and can use all of his or her votes to elect one or more directors. Individuals with the most votes in descending order are elected as directors. The number of directors is determined by the number of directors required to have or required to have at the time of the election. If the directors elected in descending order all get the same number of votes, then the Chairman of the Board should decide who will be elected.

Directors' qualifications

1) Qualified according to the Public Limited Companies Act, Securities and Exchange Act including other relevant laws and regulations and in accordance with the Good Corporate Governance Policy of the Company.

- 2) Knowledgeable, possess good background experience, capable, independent to perform director's duties with care and loyalty, and able to attend Directors' meetings regularly.
- 3) Having knowledge in one or more of the following fields: Construction, International Trading, Business Strategy, International Accounting, International Finance, Law and Corporate Governance.
- 4) Not holding board positions in more than five (5) listed companies (including the Company) and certainly not in any competing construction business for both listed and non-listed company.
- 5) Should complete the Thai IOD Director's Certification Program within six (6) months of appointment.
- 6) Age not more than 70 years unless specifically extended at the discretion of the Board of Directors keeping in mind the availability of qualified candidates, the experience, qualifications and health of the concerned person.

2. Sub-Committees

The Board had appointed the following five (5) sub-committees.

2.1 Executive Committee

The Executive Committee consists of five (5) Directors and is appointed by the Board of Directors as a subcommittee of the Board of Directors whose members are referred herein as Executive Committee Members. As at 31 December 2022, the members of the Executive Committee Board are as follows:

Name	Position
1. Mr. Kirit Shah	Director
2. Mr. Ishaan Shah	Director
3. Mr. Khushroo Kali Wadia	Managing Director
4. Mr. Surasak Osathanugraha	Assistant to Managing Director (Finance and Accounting)
5. Mr. Vites Ratanakorn	Operations Director

The duties and responsibilities of the Executive Committee (Sub-committee) are summarized hereunder:

1. To manage the Company's business under the resolutions/regulations of the Board of Directors. With the resolution of the Board of Directors Meeting No. 414, the authority of Executive Board extends to the following:
 - To purchase and sell Plant, Equipment and other

Assets, to provide security to lenders, including mortgage on the Assets and to maintain the Assets of the Company and its subsidiaries in accordance with the programme set out by the Board of Directors.

- To borrow money from Banks, Financial Institutions and other organizations and to execute agreements pursuant thereto and to fix interest rates. To give

- guarantees, provide security on behalf of the Company and its subsidiaries.
- To make advances, deposits and loans as may be required in the interest of the Company and its subsidiaries.
 - To open and operate the bank accounts of the Company, appoint authorized signatories to operate the bank accounts, buy and sell currencies as may be required for the operations of the Company and its subsidiaries.
2. To execute any agreements/contracts including bidding for various jobs and tenders, enter into contracts with customers for the provision of construction services, including the supply of materials and other services and goods as may be required with terms and conditions under the scope of authority vested by the Board of Directors. Such agreements/contracts must be affixed with signatures of any two Executive Directors together with the Company's seal.
 3. To generally act on behalf of and in the interests of the Company and its subsidiaries as may be required to carry on the business.
 4. The Executive Committee (the Subcommittee) shall report on the business operations conducted by the Executive Committee (the Subcommittee) to the Board of Directors for acknowledgement and discussions. However, policy-related issues, or issues likely to have significant and major impact on the Company's business, or issues requiring action by the Board of Directors in compliance with laws or the Company's Articles of Association, must be approved by the Board of Directors. This also includes issues for which the Executive Committee (the Subcommittee) considers it appropriate to seek the approval of the Board of Directors on a case-by-case basis, or per the criteria designated by the Board of Directors.
 5. Prepare and review strategic objectives, financial plans and key policies of the Company, to be submitted to the Board of Directors for approval.
 6. Review management authority in various aspects stipulated in the approval authority hierarchy, to be submitted for approval to the Board of Directors.
 7. Appoint, monitor and evaluate the performance of employees from the level of Department Director down to senior managers.
 8. Monitor and report on the Company's operating results to the Board of Directors as well as on other work in progress to achieve the Company's objectives.
 9. Communicate with external stakeholders, as per designated authority, and as deemed appropriate.
 10. Prepare and review policy and guidelines for risk management and monitor the management to ensure the efficiency of risk management system.
 11. Prepare and review policy and guidelines for good Corporate Governance and guidelines to implement Corporate Social Responsibility.
 12. Develop and implement anti-corruption systems, as well as encourage employees at all levels and related parties to follow the anti-corruption policy to create an anti-corruption culture.

2.2 The Audit and Corporate Governance Committee

The Audit and Corporate Governance Committee was appointed by Board of Directors with the objective of having a mechanism to assist the Board independently in accordance with the regulations and the recommendations in respect of Good Corporate Governance, to give opinion of company's financial report's correctness, credibility and transparency, to encourage the good corporate governance including coordination with the Board of Directors for risk management and internal control systems in the Company. This is expected to create efficiencies in operations and also provide for an independent check on the functioning of the management of the Company including checks on conflict of interest issues and connected party transactions, if any.

The Board appointed Independent Directors as the Audit Committee on 16 November 2000 according to the resolutions of the Board of Directors' meeting No. 340. Thereafter on 20 February 2013 the Board of Directors meeting No. 404 has resolved to amend the name of the Audit Committee from Audit Committee to Audit and Corporate Governance Committee (Audit & CG Committee) since the existing roles and responsibilities of Audit Committee of the Company includes Corporate Governance also and in order that the Audit and Corporate Governance Committee emphasize consistently on the compliance of relevant regulations and continue the development of Corporate Governance of the Company.

As at 31 December 2022 the Committee comprised of three (3) Independent Directors, each of whom to hold their position on the Committee for a period of three (3) years from the date of their respective appointment or until their term expires on the Board of Directors.

Name	Position	Status	Duration on the Committee
1. Mr. Kasemsit Pathomsak*	Chairman of Audit and CG Committee	Independent Director	1 year 2 months
2. Mr. Kris Thirakaosal	Audit and CG Committee Member	Independent Director	1 year 2 months
3. Mr. Suriyon Tuchinda	Audit and CG Committee Member	Independent Director	2 years 2 months
Mr. Gridsana Pothin**	Secretary to Audit and CG Committee		

* Audit and CG Committee member has knowledge and experience in accounting and financial field and details of the experience have been presented in the “Directors and Managements Details” in this Annual Report.

** Secretary to the Audit and CG Committee was appointed by the Committee to assist the operation of the Committee.

The duties and responsibilities of the Audit and Corporate Governance Committee

Audit and Corporate Governance Committee has a duty to review and report to the Board of Directors as follows:

1. To review the Company’s financial reporting process to ensure accuracy with adequate and complete disclosure.
2. To ensure that the Company has an appropriate and efficient internal control system subject to internal audit and to also ensure that there is an efficient internal audit system in place and to ensure the independence of internal audit department, including approval of the selection, promotion, and rotation or termination process of the internal audit head.
3. Review risk management system of the Company and recommend improvements on a regular basis.
4. Review guidelines for the Company’s good corporate governance and make recommendations to the Board of Directors.
5. To review the performance of the Company to ensure compliance with the securities and exchange law, regulations of the exchange and other laws relating to the business of the Company.
6. To select and nominate for the shareholders’ approval or discharge, the external auditor of the Company, including recommendation of remuneration of the external auditor after considering the independence of the external auditor and to freely discuss significant matters, the Audit and Corporate Governance Committee

shall meet privately with the external auditor at least once a year, without the management team being present.

7. To review connected party transactions that may lead to conflict of interest to comply with all related rules and to ensure the transactions are reasonable and for the full benefit in the Company and to ensure accurate and complete disclosure of the same.
8. Monitor and receive complaints or information from stakeholders submitted to the Board of Directors. If the Committee receives any information regarding suspicious behaviours that Director, Managers or person in charge of the operations of the business of the Company have committed and offences against the law in accordance with Section 89/25 of the Securities and Exchange act No. four (4) B.E. 2551. The Audit and Corporate Governance Committee shall report the preliminary findings to the SEC and External Auditor within 30 days from the date of receiving complaints.
9. Annual review of Audit and Corporate Governance Committee’s charter to ensure that it is up to date and suitable for the Company’s environment.
10. To prepare a report on the monitoring activities of the Audit and Corporate Governance Committee, in accordance with the required details of SET’s regulations and disclose it in the annual report, such report to be signed by the Chairman of the Audit and Corporate Governance Committee.
11. To perform any other acts as delegated by the Board of Directors and accepted by the Audit and Corporate Governance Committee.

2.3 The Remuneration Committee

The Remuneration Committee has been appointed by the Board of Directors as a mechanism to assist the Board in independently proposing the criteria of and setting guidelines for the remuneration of directors, sub-committee members, managing director and top executives and to propose the remuneration to the Board of Directors who will then act (accept fully, partially or

reject totally) in accordance with the regulations and good governance practices based on the proposals made by the Remuneration Committee. The Board of Directors are not empowered to fix the remuneration of the directors and sub-committee members but are required to place their recommendations on the same to the shareholders for their approval. The Board appointed the Remuneration Committee on 20 February 2013.

As at 31 December 2022 the Committee comprised of three (3) members with Independent Director as the Chairman of the Committee, each of them to hold their position on the Committee for a period of three (3) years from the date of their respective appointment or until their term expires on the Board of Directors.

Name	Position	Status	Duration on the Committee
1. Mr. Kasemsit Pathomsak	Chairman of Remuneration Committee	Independent Director	1 year 2 months
2. Mr. Kris Thirakaosal	Remuneration Committee Member	Independent Director	1 year 2 months
3. Mr. Kirit Shah	Remuneration Committee Member	Director	1 year 2 months

The duties and responsibilities of the Remuneration Committee

The Remuneration Committee is responsible for duties assigned by the Board of Directors as follows:

1. Set out compensation guidelines for Directors, Sub-committee Members, Managing Director and top executives and propose the same to the Board of Directors.
2. Propose the Directors' Remuneration including sub-committee members for the Board to make its
3. Update to the Board of Directors about compensation norms being followed by companies in Thailand and abroad.
4. Other specific jobs assigned by the Board of Directors.
5. Prepare the Committee report of its activities carried out in a year and disclose in the annual report.

recommendations and express its opinion for approval in shareholders' meeting.

2.4 The Nomination Committee

The Nomination Committee has been appointed by the Board of Directors in order to set up a mechanism to assist the Board to independently propose the criteria and set guidelines for nomination of new Directors and recruitment and selection of top executives, and thereafter propose to the Board of Directors who could then consider the proposal and decide to accept or reject the same or amend it for further approval by shareholders if required (for the appointment of Directors). The Board of Director approved to appoint the Nomination Committee on 20 February 2013.

As at 31 December 2022 the Committee comprised of three (3) members with Independent Director as the Chairman of the Committee, each of them to hold their position on the Committee for a period of three (3) years from the date of their respective appointment or until their term expires on the Board of Directors.

Name	Position	Status	Duration on the Committee
1. Mr. Kasemsit Pathomsak	Chairman of Nomination Committee	Independent Director	1 year 2 months
2. Mr. Kris Thirakaosal	Nomination Committee Member	Independent Director	1 year 2 months
3. Mr. Kirit Shah	Nomination Committee Member	Director	1 year 2 months

The duties and responsibilities of the Nomination Committee

The Nomination Committee is responsible for duties assigned by the Board of Directors as follows:

1. Set out selection and nomination guidelines of appropriate persons and propose the same to the Board of Directors.
2. Review the Board structure and propose a succession plan for Directors and top executives.
3. Propose to the Board, names of potential candidates for appointment as Directors.
4. If requested by the Board of Directors, assist in the process of review of performance of Directors.
5. Prepare specific reports on latest trends and practices in the appointment of the Directors and top executives for consideration by the Board of Directors.
6. Other jobs assigned by the Board of Directors.
7. Prepare the Committee report of its activities carried out in a year and disclose in the annual report.

2.5 The Sustainability and Risk Management Committee

The Board of Directors has appointed a Risk Management Committee to prescribe risk management policies that cover the entire organization and to ensure that risk management procedures or systems are in place to appropriately mitigate impact of the risks on the businesses of the Company. Composition, authority, duties and responsibilities of the Risk Management Committee are prescribed to ensure their efficient performance as assigned by the Board of Directors. The Board of Directors approved to appoint the Risk Management Committee on 20 February 2013. Thereafter on 14 November 2022, the Board resolved to re-designate the name of “Risk Management Committee” to “Sustainability and Risk Management Committee” to reflect the fact that the role and responsibility of the Risk Management Committee of the Company also included oversight of sustainability of the Company.

As at 31 December 2022 the Committee comprised of three (3) members with Independent Director as the Chairman of the Committee, each of them to hold their position on the Committee for a period of three (3) years from the date of their respective appointment or until their term expires on the Board of Directors.

Name	Position	Status	Duration on the Committee
1. Mr. Suriyon Tuchinda*	Chairman of Sustainability and Risk Management Committee	Independent Director	2 years 2 months
2. Mr. Khushroo Kali Wadia	Sustainability and Risk Management Committee Member	Executive Director and Managing Director	2 years 2 months
3. Mr. Surasak Osathanugraha	Sustainability and Risk Management Committee Member	Executive Director and Assistant to Managing Director (Finance and Accounts)	2 months
4. Mr. Vites Ratanakorn**	Sustainability and Risk management Committee Member	Executive Director and Operations Directors	2 months

*Mr. Suriyon Tuchinda was appointed as a Chairman of Sustainability and Risk Management Committee by the Board of Directors on 21 April 2022.

**Mr. Vites Ratanakorn was appointed as a Sustainability and Risk Management Committee Member by the Board of Directors on 14 November 2022.

The duties and responsibilities of the Sustainability and Risk Management Committee

The Sustainability and Risk Management Committee is responsible for duties assigned by the Board of Directors as follows:

1. Establish a sustainability policy framework according to the Company's operations to ensure alignment between the management and the Board on the Company's sustainability goals and strategy.
2. Review and update the sustainability policy of the Company.
3. Monitor the Company's performance related to sustainable development to increase efficiency and balance while creating the most value to the Company and stakeholders.
4. Identify the various risks of the Company is exposed to in the business environment.
5. Prescribe policies and suggest measures for the appropriate and efficient management of the risks associated and identified of the Company.
6. Prescribe risk management policies and procedures to cover the entire organization.
7. Follow up on and evaluate the performance in accordance with the organization-wide risk management framework including recommendation of a framework for Internal Controls.
8. Report the Company's major risks, status, progress of measures-taken to mitigate these risks and performance to the Board of Directors every quarter.
9. Communicate, collaborate and share information with Audit and Corporate Governance Committee on risk management and internal control.
10. Perform any other acts as delegated by the Board of Directors.
11. Prepare the Committee report of its activities carried out in a year and disclose in the Annual Report.

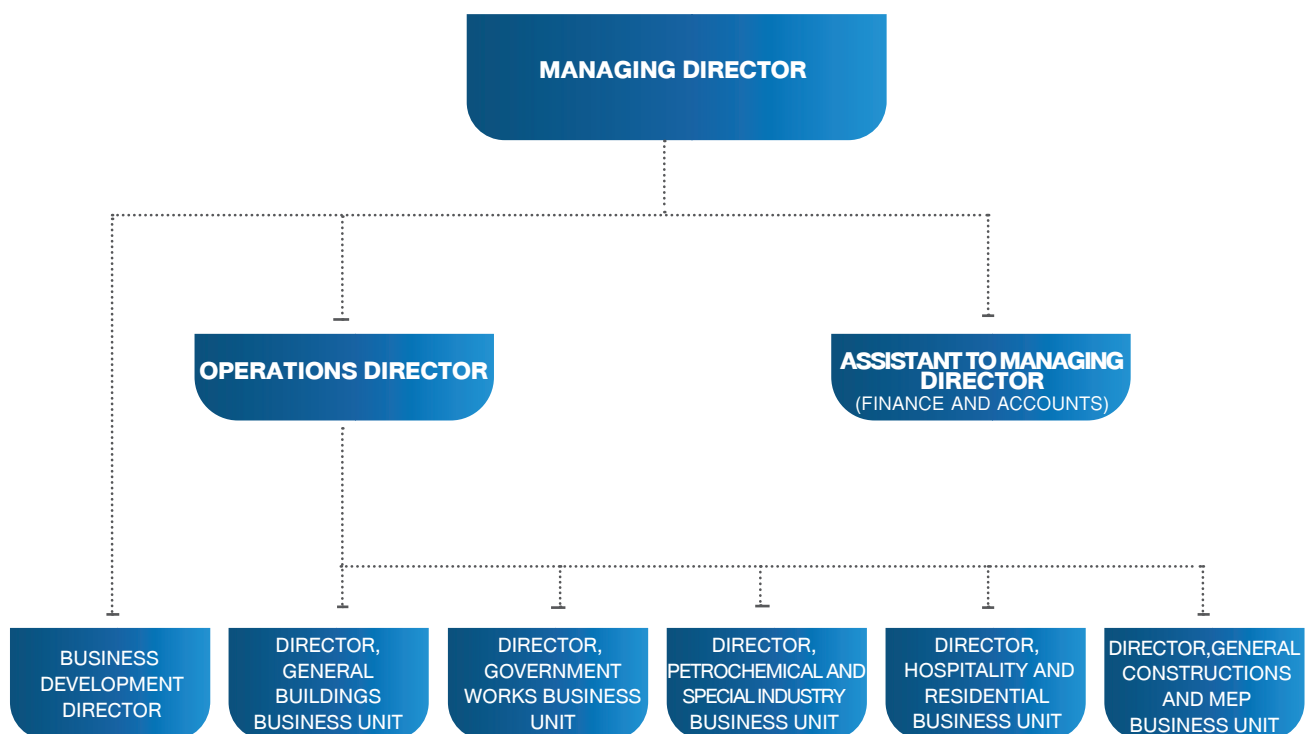
The detailed of Boards and Subcommittees compositions and qualifications are disclosed in the Corporate Governance Policy Manual which is disclosed on Company's Website.

Controlling persons of the Company and subsidiaries (As at 31 December 2022)

Name	Company	CNT Holdings	Christiani & Nielsen (Myanmar)	Christiani & Nielsen (Cambodia)	Christiani & Nielsen Energy Solutions	CNES D1
Mr. Khushroo Kali Wadia	Managing Director Executive Director	Director	Managing Director Director	Chairman of the Board Director	Director	Director
Mr. Surasak Osathanugraha	Executive Director	Director	Director	Director	-	
Mr. Vites Ratanakorn	Executive Director	-	-	Director	Director	Director
Mr. Ishaan Shah	Director	-	Director	-	-	Director

3. Management

Management Team



As at 31 December 2022, Senior Management (as defined by SEC) are 8 persons as follows:

Name	Position
1. Mr. Khushroo Kali Wadia	Managing Director
2. Mr. Surasak Osathanugraha	Assistant to Managing Director (Finance and Accounts)
3. Mr. Vites Ratanakorn	Operations Director and acting Director, Hospitality and Residential Business Unit
4. Mr. Pichet Nimpanich	Business Development Director
5. Mr. Manu Benjamanee	Director, General Buildings Business Unit
6. Mr. Pongsak Dittapongpakdee	Director, Government Works Business Unit
7. Mr. Watchara Promkhunthong	Director, Petrochemical and Special Industry Business Unit
8. Mr. Pongsak Sutthapreeda	Director, General Constructions and MEP Business Unit

Advisor

1. Mr. David Charles Greenbank – Advisor, Commercial

Note:

Detail of Company's executives are described in "Directors and Management Details" in this Annual Report.

During the year there is no change in number of persons in Senior Management and there are no violations

The Security Holding Report of Directors and Senior Management as of year ended 2022

Director's Name	As of 1-Jan-2022	Acquisition in 2022	Disposal in 2022	Inc. (Dec.) in 2022	As of 31-Dec-2022
1. Mr. Santi Grachangnetara	-	-	-	-	-
2. Mr. Kirit Shah	-	-	-	-	-
3. Mr. Kasemsit Pathomsak	-	-	-	-	-
4. Mr. Kris Thirakaosal	-	-	-	-	-
5. Ms. Renuka Diwali Sharma*	-	-	-	-	-
6. Mr. Suphon Tubtimcharoon	-	-	-	-	-
7. Mr. Suriyon Tuchinda	-	-	-	-	-
8. Mr. Ishaan Shah held by Victor Investment Holdings Pte. Ltd	94,372,280	-	-	-	94,372,280
9. Mr. John Scott Heinecke held by Mr. William Ellwood Heinecke	66,275,410	-	-	-	66,275,410

Director's Name	As of 1-Jan-2022	Acquisition in 2022	Disposal in 2022	Inc. (Dec.) in 2022	As of 31-Dec-2022
Directors / Senior Management					
10. Mr. Khushroo Kali Wadia held by Dashing Delight Limited	4,088,200	888,300	-	888,300	4,976,500
11. Mr. Surasak Osathanugraha	-	-	-	-	-
12. Mr. Vites Ratanakorn	-	-	-	-	-
Senior Management					
1. Mr. Pichet Nimpanich	-	-	-	-	-
2. Mr. Manu Benjamanee	-	-	-	-	-
3. Mr. Pongsak Dittapongpakdee	-	-	-	-	-
4. Mr. Watchara Promkhunthong	-	-	-	-	-
5. Mr. Pongsak Suthapreeda	-	-	-	-	-

Management Remuneration

In 2013, the Board of Directors has designated a Remuneration Committee to recommend guidelines for setting Directors and Management remuneration in accordance with financial status and performance of the Company and should be comparable with other listed companies in general and should also be comparable with other listed companies in the construction business.

The remuneration criterion for Management shall be according to guidelines set out by the Remuneration Committee which will be paid as salary and bonus including other benefits with the same criteria as other employees. The remuneration shall in accordance with financial status and performance of the Company and should be comparable with other listed companies in general and should also be comparable with other listed companies in the same sector. The remuneration is structured based on the appropriate levels and the duties and responsibilities, and is further linked to the Company's performance both in the short-term and long-term including individual performance appraisal against KPI's under transparent guidelines, applied fairly and in accordance with relevant laws and regulations.

Management Remuneration during the year are as follows:

(Unit : Thousand Baht)

	2022	2021
No. of persons on Senior Management (as defined by SEC)	8	8
Total Salary	32,445	32,868
Total Bonus	877	3,245
Total Provident Fund and Social Security Fund	1,519	1,487
Total Other Remunerations	3,141	2,897
Total Remuneration paid	37,982	40,497

Health Insurance Premium paid for Senior Management during the year was 107,734 Baht.

Remuneration paid to Managing Director including Salary and Bonus, during the year is as follows:

(Unit: Thousand Baht)

Remuneration	2022	2021
Salary	9,000	9,000
Bonus	-	2,250
Total	9,000	11,250

three (3) persons in Senior Management who received the remuneration as a director of the Company as at 31 December are as follows:

(Unit: Thousand Baht)

Remuneration	2022	2021
Monthly Director Fee	360	360
Meeting Allowance	540	540
Bonus	-	237
Total	900	1,137

Employee Information

Employees are pivotal to corporate operations, and their quality is a key to its business success. The Company, therefore, stresses the development of Human Resources (HR) by setting its manpower plans in line with its operations, including the risk of the shortage of some specific skills and experiences which are required for the Company's operations. There have been no significant changes in number of employee during the past three (3) years.

Number of employees as at 31 December are as follows:

Persons

Number of Employees	2022	2021	2020
Head Office	209	213	227
Construction Sites	489	509	573
Plant and Equipment (Sri Racha)	50	54	60
Total	748	776	860

HR Development

The Company always provide regular training to Company Employees. The orientation for new employees includes the training for principles of good corporate governance and work procedures for their respective duties and responsibilities. Apart from this, to encourage Company Employees to enhance their skills, the Company also provides the opportunity for them to attend seminars or courses internally and externally.

Unit: hours/person

Number of training hours per employee per year (average)	2022	2021	2020
Staff	30	19	13
Manager	33	18	16

Unit: Baht/person/year

Training cost per employee per year (average)	2022	2021	2020
Staff and Manager	1,223	569	1,843

In 2022, the cost of trainings was increased because the majority of the training was conducted by specialists who have experience in specific fields related to our business operations. As a result the cost of paying external instructors was increased.

Remuneration for employees

Remuneration for employees (excluding Managing Director and Senior Management) for the year is as follows:

Unit: Thousand Baht

Remunerations	2022	2021	2020
Salary (Total)	353,689	363,945	417,480
Bonus (Total)	14,255	14,741	16,072
Provident Fund (Voluntary Basis)	19,733	20,502	22,616
Other Remunerations	104,019	109,712	154,573
Total	491,696	508,900	610,741
Remuneration paid to staff in Subsidiary in Thailand (Total)	10,959	12,450	11,109

Remuneration is paid on fair basis and appropriate with abilities, duties and responsibilities against individual performance.

Details of Company's Employee Performance are disclosed in "Business Sustainability Development" in this Annual Report.

Labour Disputes

The Company had no labour disputes.

4. Other important Information

4.1 Information on relevant persons in the Company

The names, biographies, experiences and numbers of shares of the Board of directors and Management including Company Secretary, the person taking the highest responsibility in finance and accounting, the person supervising accounting, Head of Internal audit, and Head of Legal are provided in Enclosure 1 “Information on the relevant persons in the Company” of this Annual Report as well on the Company website.

4.2 Investor Relations

The Board of Directors recognizes the importance of accurate, complete and transparent disclosure of financial information and general information, which may affect the Company's share price. The Company provides information through the SET and the Company's website. While the Company undertakes investor relations at the top Management level, the Company has also designated persons as the contact points in the Company to service investors, shareholders, analysts and public as under.

Mr. Khushroo Kali Wadia	Managing Director Telephone: +66 2 338 8111 E-mail: khushroowa@cn-thai.co.th
Mr. Surasak Osathanugraha	Assistant to Managing Director (Finance & Accounts) Company Secretary Telephone: +66 2 338 8100 E-mail: surasakos@cn-thai.co.th
Mrs. Phanee Charoencharoenchai	Senior Manager Group Finance and Accounts Telephone: +66 2 338 8077 E-mail: phaneech@cn-thai.co.th

4.3 Company Secretary

In keeping with good Corporate Governance, the Company designated a Company Secretary viz. Mr. Surasak Osathanugraha, having duties and responsibilities in accordance with section 89/15 and section 89/16 of the Securities and Exchange Act (no. 4) B.E. 2551 enforced on 31 August 2008. The Company Secretary is responsible with care and integrity to comply with applicable laws, Company's Articles of Association, Board and Shareholders' resolutions.

The detailed profile of the Company Secretary, Mr. Surasak Osathanugraha, has been disclosed under the subject “Directors and Management Detail” of this Annual Report.

4.4 Audit Fee

The total audit fee and non-audit fee paid in 2022 and 2021 for the Company and its subsidiaries were as following:

Description	2022 Baht	2021 Baht
Audit Fee & No-audit fee - paid to EY Office Limited		
Audit fee for the Company	2,750,000	2,750,000
Audit fee for the Subsidiaries in Thailand	640,000	640,000
Total Audit Fee	3,390,000	3,390,000
Non-audit fee services	-	-
Total Audit fee & Non-audit fee - paid to EY Office Limited	3,390,000	3,390,000



1. Key performance of the Board of Directors for the year 2022

The Board of Directors is the main driver in defining the direction of the Company's performance, achieving its goals and objectives and defining the Company mission, vision, core values, strategic business plan, appointment of competent and effective management and managing the Company's affairs with good corporate governance in order to achieve the Company's objectives in accordance with Company's policy and in accordance with the law.

The Board of Directors considered adding the role for oversight of sustainability of the Company to the Risk Management Committee and resolved to re-designate the name of the "Risk Management Committee" to be "Sustainability and Risk Management Committee" and also appoint 1 director as a new member to the committee.

At the Board of Directors' meeting held on 15 December 2022, the Board reviewed the Company's mission and vision statement and core values and found that they are in line with the Company's strategic objectives and the principles of sustainable development.

This corporate governance report not only captures the relevant principles of corporate governance that the Company follows, but also the key performance of the Board in respect of corporate governance for the year 2022.

1.1 Nomination, Development and Performance Assessment of the Board

Nomination and Appointment

The Nomination Committee recommended candidates to the Board of Directors to replace retiring Directors or to fill any other vacancy.

Independent Director

The Independent Directors are independent from the management and have no business or activities with the Company and are not involved in the day-to-day management of the Company or an affiliated company which may compromise the interests of the Company and/or the shareholders.

Qualifications of Independent Directors of the Company

The qualifications of the Independent Directors of the Company are more rigorous than the requirements set by the Stock Exchange of Thailand (SET) and Securities and Exchange Commission (SEC).

- The Independent Directors do not hold shares exceeding 0.50 per cent of the total number of shares with voting rights of the Company, its parent company, subsidiaries, associate companies, major shareholder or controlling person, including shares held by related persons of such Independent Director.
- None of the Independent Directors is nor used to be (at any time during the period of two years prior to the date of appointment) an Executive Director (being a Director employed by the Company), management team member, employee or advisor who receives salary or other kind of compensation from the Company, its parent company, subsidiaries, associate companies, major shareholder or controlling persons or other juristic persons that may have conflicts of interests.
- The Independent Director is not a blood relative, legal relative, related person or close relative of any Executive Director, management team, major shareholder or significantly influential person in/of the Company.
- Neither have nor used to have a business relationship pursuant to the regulations of the SEC and are free of any present, direct or indirect, financial or other interest in the management and business of the Company, its subsidiaries, associated companies, or its major shareholders.
 - o The term "business relationship" under the above paragraph, means transactions such as any normal business transaction, rental, or lease of immovable properties, transaction relating to assets or services, or grant or receipt of financial support through receiving or extending loans, guarantee, providing assets as collateral, including any other similar action.
- Neither is nor used to be an external auditor or a provider of any professional services including those as legal advisor or financial advisor of the Company, its parent company, subsidiaries, associate companies, major shareholder or controlling person and is not a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relations have ended not less than 2 years prior to the date of appointment.

- They are not acting as nominee or representative of any Director, major shareholder or shareholders (or other persons who are a relative of any major shareholders of the Company).
- They are not undertaking any business of same nature and in competition to the business of the Company or its subsidiary company or are a significant partner, or an Executive Director, management team, employee or advisor who receives salary or controlling person or holding shares exceeding one per cent of the total number of shares with voting rights of other company which undertakes business of the same nature and in competition to the business of the Company or its subsidiary company.
- The Independent Director must be able to carry out their duties, exercise their judgment, and report the committee's performances, which are assigned by the Board of Directors without being influenced by Executive Directors or major shareholders of the Company, including related persons or relatives.

Independent Directors' Roles and Duties

- Independent Directors have access to financial and other business information adequately for them to perform their duties effectively.
- They regularly attend every Board meeting, including committee meetings, and raise good questions to ensure the interests of the Company's shareholders' and the protection of rights of other stakeholders', and ensure that the Company complies with best practices.
- Independent Directors possess abilities and display willingness to learn about the Company's business and also express their views independently, as well as dedicate time and attention to the Company as needed.
- Independent Directors regularly hold meetings among themselves, and try in every way possible to look for opportunities in which they can discuss business management issues with the Management.
- Independent Directors submit a confirmation letter to the Company verifying their independence in accordance with the Company's definition on the date they accept the appointment and every subsequent year if required.
- There should be specific terms given to Independent Directors, and no Director must stay on beyond a certain time limit. Nonetheless, the difficulties of searching an appropriate replacement and the benefits of the working relationship built up over the years with the Independent

Directors and their understanding of the business are also taken into account. Accordingly, at present no specific time limit has been set up for the Independent Directors apart from the statutory limits placed under applicable law.

Nomination and selection of Directors and Top Executives

The Nomination Committee review the structure and composition of the Board of Directors, set nomination criteria and search for candidates with qualifications appropriate for the Company's situation and needs.

Board Diversity Policy

The Company considers increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and sustainable development. The Board members represent diversity from a range of perspectives including gender, age, educational background, skills, knowledge, and professional experience. The diversity is important to ensure that the Company has a well-rounded and balanced perspective on the issues and opportunities it faces.

Furthermore, having a diverse Board of Directors with members who possess a range of skills and experience is important for the Company. This diversity can bring valuable insights and perspectives to the table, particularly in areas such as construction, financial management, technology, risk management, law and compliance. These skill sets can help the Company make well-informed decisions and navigate potential challenges in these areas.

When selecting new directors, the Board of Directors evaluates candidates based on their qualifications and mix of skills they bring to the table. They also take into account diversity and how the candidate aligns with the Company's strategic direction.

Procedure for selection and appointment of new directors

The procedure when selecting and appointing new directors varies depending upon the circumstances of the Company at the particular time. In general, when the Board of Directors intends to appoint a new director (as a vacancy occurs or as an additional member on the Board), the following procedure is followed in selecting and appointing a new director to the Board of Directors which were all followed during the year 2022 wherever applicable and appropriate:

- The Nomination Committee evaluates the range of skills, experience, expertise and diversity of the existing Directors, and identifies other appropriate qualifications giving consideration in line with the Company's strategic direction, and gaps which need to be filled. Consideration is given to the balance of Independent Directors on the Board and the best practice recommendations as set out in the SET Corporate Governance Principles.
- For seeking suitable candidates, the Nomination Committee may utilize the personal network of the Board members and top executives of the Company and may consider the proposals from the Shareholders or may engage an external search firm or may use director poll information from the Thai Institute of Directors (IOD).
- The Nomination Committee screens the Director candidates, and then interviews each interested preferred candidate to identify those individuals who best fit the target candidate profile. Once the Nomination Committee has identified an appropriate candidate for the Board to consider, it may also arrange the Board members to meet with the candidate.
- The Nomination Committee submits its recommendations to the Board of Directors, which is proposed for the shareholders' approval at the shareholder's meeting or which is proposed for the Board's approval as a temporary replacement if a director resigns during his or her term in office and a casual vacancy is created.

Procedure for re-election of Directors who retire by rotation

In accordance with Section 71 of the Public Limited Companies Act B.E. 2535 and Article No. 16 of the Articles of Association of the Company, at every Annual General Meeting, at least one-third of the Directors, or, if their number is not a multiple of three, then the number nearest to one-third, must retire from office. In every subsequent year, the Director who has been longest in office shall retire. A retiring Director is eligible for re-election.

The following procedure is followed for re-election of a director who retires by rotation:

- The Nomination Committee considered the past performance of the retiring directors e.g. attendance, participation in meetings and other contributions to the activities undertaken by the Board of Directors.
- After reviewing, the Nomination Committee submitted its recommendations to the Board of Directors, which was proposed for the shareholder's approval at the shareholders' meeting.

Nomination of Directors for the year 2022

The Company invited the shareholders to nominate a candidate to be elected as a member of the Board of Directors in the Annual General Meeting of Shareholders (AGM) 2022 through the Company's website from 1 October 2021 to 31 December 2021. However, there were no proposals from the shareholders.

The appointment of Directors for the year 2022

The appointment of new director

The Board of Directors on the recommendation of the Nomination Committee proposed the appointment of new director, Ms. Renuka Diwali Sharma as an Independent Director to replace Ms. Nampung Wongsmith, Independent Director who resigned with effect from 1 February 2022 for the shareholders' consideration and approval at AGM 2022.

Ms. Renuka Diwali Sharma who was proposed to be appointed as Independent Director can give judgement independently and in accordance with rules and regulations. She has no relationship or conflict of interest with the Company, its subsidiaries, management or major shareholders that may obstruct her independent judgment.

The re-appointment of directors who retired by rotation

The Board of Directors proposed the re-election of the following three (3) Directors who retired by rotation at the AGM 2022 for the shareholders' consideration and approval:

- | | |
|----------------------------|---|
| 1. Mr. Khushroo Kali Wadia | Director and Managing Director
Risk Management Committee
Member and Executive
Committee Member |
| 2. Mr. John Scott Heinecke | Director |
| 3. Mr. Suriyon Tuchinda | Independent Director Audit
and Corporate Governance
Committee Member |

The Board of Directors, on the recommendation of the Nomination Committee, was of the opinion that the above three (3) Directors were eligible to be and should be nominated for re-election.

The new director (as above) and the directors who were retired by rotation were mature, highly qualified and widely experienced in local and international business and have vast experience, specifically in general business, trading,

finance and construction which is in line with Company's strategy. These skill sets will enable them to provide valuable inputs to the existing operations as well as give direction for the future growth and sustainability of the Company. It is expected that the Company would benefit immensely from their knowledge, ideas and suggestions that they would bring to the Board of Directors.

The Shareholders approved the appointment of one (1) new Director and the re-election of the three (3) Directors who retired by rotation, with the majority votes cast by all shareholders who were present and eligible to vote. The shareholders who were eligible to vote had one vote for each share they held.

2. Directors' Development

The Board of Directors continues to try and enhance their value by participation in activities, courses and events which add to their knowledge base in the continually changing business environment to ensure that they are updated and possess full knowledge. All the Company's Directors have attended important training courses, such as the Director Certification Program (DCP) or at least the Director Accreditation Program (DAP) held by the Thai Institute of Directors Association (IOD).

The Company encourages every director to acquire further knowledge through training imparted by the Thai Institute of Directors Association (IOD), Thai listed Companies Association (TLCA) and other leading organizations as well as attend seminars to enhance their ability to perform their roles.

Details of Directors attended training programs/seminars in 2022

In 2022, two (2) Directors attended various training programs and seminars as under:

1. Mr. Surasak Osathanugraha

Organized by	Course	No of hours
SEC	Final Call : PDPA Onboarding "Data Subject Right and Incident handling/ Personal data breaches"	3
Thai Listed Companies Association	Preparing for PDPA Enforcement for Company Secretary	2
The Secret Sauce	Tao De Ching, People management, that MBA has never taught	1
EY Office Co., Ltd.	Highlight issue in running sustainable business	1.5
	Initial Coin Offering (ICO) from the Accounting and Tax Perspectives	1.5
Thai Institute of Directors: (IOD)	Hot Issue for Directors - What Directors Need to Know About Digital Assets? 3/2022	3
N Y C Management Co., Ltd.	Updated 2022 New Revenue Code And Related Regulations	7.5
Dharmniti Seminar and Training Co., Ltd.	Important Accounting transaction on financial statement for accountants.	6.5
	Accounting review techniques for effective preparing financial statements.	6
Federation of Accounting Professions	Internal Auditing Certificate Program (IACP) Class 22(course12)	3
National Science and Technology Development Agency : NSTDA	PDPA (Personal Data Protection Act Compliance Workshop)	18

Organized by	Course	No of hours
Thai Institutions of Directors (IOD)	Director Certification Program (DCP)	30

Director Orientation

The Company Secretary provides any newly appointed director with the background of the Company's business, profile and industry along with all the relevant documents such as the Director's handbook, the Company's corporate documents, CG Policy Manual, Business Ethics and Code of Conduct Manual, Anti-Corruption Policy, laws, regulations and practices which are related to the trading of Company's shares.

The Company arranged such a Directors' Orientation program for the 1 new director who was appointed in 2022.

3. Performance Evaluation of the Board of Directors, Individual Board Members and the Sub-committees and the Managing Director

Criteria

The Company follows the guidelines from the Thai Institute of Directors (IOD) for the performance evaluation of the Board of Directors, Individual Board Members and the Sub-committees by adapting the approach to suit the characteristics and structure of the Board. The Board of Directors intends to use this result to further improve its performance. The Company intends that the self-assessment be done every year in order to comply with the good corporate governance practice and accordingly this exercise will be conducted again in year 2023.

Procedures

At the end of the year, the Company Secretary distributed the evaluation forms to the directors of the Company, which included forms for evaluating the Board as a group and on individual basis, as well as forms for evaluating sub-committees. After each Director completed the evaluation, he/she returned the form to the Company Secretary to gather and report to the Board of Directors in the meeting, in order to set a measure to further improve the efficiency of the Board of Directors' performance.

Assessment

All scores are evaluated by a mean of percentage calculation from the full score. The criteria of scores are as follows:

Equivalent or over	90%	Excellent
Equivalent or over	80%	Very Good
Equivalent or over	70%	Good
Equivalent or over	60%	Average
Below	60%	Improvement needed

At the Board of Directors Meeting held on 15 December 2022, the Board members considered the scores of the Board's self-assessment as a group and as individuals including Sub-committees, detail as follows:

Performance evaluation of Board of Directors

Board members conducted a self-assessment as a whole through a questionnaire following the Thai Institute of Directors (IOD) guidelines which covered the subjects as follows:

- Structure and quality of the Board of Directors;
- Duties and Responsibilities of the Board of Directors;
- Board of Directors' meetings;
- The performance of the Board of Directors;
- The Board's relationship with management;
- Self-development of Directors on the Board and Executives.

The result of the assessment for the Board of Directors as a whole came in as **"Excellent"**.

Performance evaluation of Individual Board Member

This year the Board members conduct a self-assessment on an individual basis for the first time through a questionnaire following IOD guidelines, which covered the subject as follows:

- Structure and quality of the Board of Directors;
- Board of Directors' meetings;
- Roles, duties and responsibilities of the Board of Directors.

The result of the assessment for the individual Board Members came in as “Excellent”.

Performance evaluation of The Board Committees

The Company has five (5) Board Committees i.e., the Executive Committee, the Audit and Corporate Governance

Committee, the Nomination Committee, the Remuneration Committee and the Sustainability and Risk Management Committee.

Each board committee self-assessment was conducted by members of each board committee through a questionnaire following the IOD guidelines which covered the subjects as follows:

- Structure and characteristics of the Board Committees
- Board Committees Meetings
- Roles and responsibilities of the Board Committees in each particular committee

The results of the assessment of The Board Committees are summarized as follows:

Sub-Committee	2022 Results
Executive Committee	Excellent
Audit and Corporate Governance Committee	Excellent
Nomination Committee	Excellent
Remuneration Committee	Excellent
Sustainability and Risk Management Committee	Excellent

Each Committee intends to use this result to further improve its performance. The Company intends that the self-assessment be done every year in order to comply with good corporate governance practice and accordingly, this exercise will be conducted again in year 2023.

According to the results of the above assessments, the Board is of the opinion that overall performance of the Board is good and appropriate. The Board of Directors is able to perform its duties efficiently as can be seen from the ability to monitor the Company's business operations to achieve its objectives and goals in accordance with its strategies and policies.

Performance evaluation of the Managing Director

In the Board of Directors Meeting held on 15 December 2022, the Board of Directors acknowledged the results of Managing Director Evaluation conducted by Non-Executive Directors through a questionnaire following the SET

guidelines which covered the subjects as follows:

- Leadership
- Strategy formulation
- Strategy execution
- Financial planning/ Performance
- Relationships with the Board
- External Relations
- Human Resources Management/ Relations
- Succession
- Product/ Service Knowledge
- Personal Qualities

The score of Managing Director Evaluation fell in the level of “Excellent”. The Company intends that the Managing Director Evaluation be done every year in order to comply with Good Corporate Governance practice and accordingly this exercise will be conducted again in year 2023.

Assessment of the Senior Management is conducted by the Managing Director under similar guidelines set up by the Remuneration Committee by considering key performance indicators (KPI) following the goals and strategies for each year, and monitor and assess the performance on a regular basis.

4. Meeting Attendance and Remuneration of Directors

4.1 Board of Directors' Meeting

The Board of Directors' meetings are required at least six (6) times per year and held quarterly on a regular basis, but extraordinary or special meetings, if required, may be called at any time during the year. For each meeting, through the year, an agenda is predetermined by the Chairman of the Board of Directors and Managing Director. The meeting has a specific agenda, which would include a review of the Company's operations and follow up of outstanding issues.

The Company Secretary sends the notice of each meeting and the relevant documents to all Directors, at least seven (7) days prior to the meeting date, so as to allow sufficient time for them to review the information before joining the meeting.

The Company Secretary prepares the meeting schedule for the coming year and distributes to all board members, so as to allow them to arrange the time to attend the

meeting. Moreover at every Board of Directors Meeting, Company Secretary regularly informs the schedule of the next meeting to all board members.

Board of Directors' meetings are held after the Audit and Corporate Governance Committee meeting so that the minutes of the Audit and Corporate Governance Committee meeting can be sent to the Board of Directors for their consideration and discussion during the Board meeting. Directors are free to contact an Executive Director directly, should they feel the need to obtain additional clarification.

Unless there is reasonable ground or necessity, each director must attend at least 75% of all board meetings held in a year.

A Board meeting via electronic means and are conducted in accordance with relevant laws and regulations concerning electronic meetings.

For the year 2022, six (6) meetings were held and almost every meeting's duration was 2-3 hours. The Company Secretary recorded the minutes, and after each meeting, the draft minutes were proposed to all Directors for their consideration. Such drafts were distributed to Board members before the minutes were adopted at the next meeting, and are kept for scrutiny by Board members and other concerned parties.

The attendance of the Directors in Board of Directors meetings, Sub-committee meetings and shareholders' meetings in the year 2022 was as follows:

Director's name	Company Board of Directors & Sub-committees Number of meetings / Total number of meetings											
	Company Board of Directors				Executive Director			Audit & CG Committee	Nomination Committee	Remuneration Committee	Sustainability and Risk Management Committee	Annual Generation Meeting
	Physical	E Meeting	Total	Percent of attendance	Physical	E Meeting	Total	E Meeting	E Meeting	E Meeting	E Meeting	E Meeting
1. Mr. Santi Grachangnetara	-/1	5/5	5/6	83%								1/1
2. Mr. Kirit Shah	1/1	5/5	6/6	100%	3/3	5/5	8/8		2/2	2/2		1/1
3. Mr. Surasak Osathanugraha	1/1	5/5	6/6	100%	3/3	5/5	8/8				4/4	1/1
4. Mr. Khushroo Kali Wadia	1/1	5/5	6/6	100%	3/3	5/5	8/8				4/4	1/1
5. Mr. Kasemsit Pathomsak	1/1	5/5	6/6	100%				5/5	2/2	2/2		1/1
6. Mr. Ishaan Shah	1/1	3/5	4/6	67%	3/3	3/5	6/8					1/1
7. Mr. Kris Thirakaosal	1/1	5/5	6/6	100%				5/5	2/2	2/2		1/1
8. Mr. John Scott Heinecke	1/1	4/5	5/6	83%								1/1
9. Mr. Suphon Tubtimcharoon	1/1	5/5	6/6	100%								1/1
10. Mr. Vites Ratanakorn	1/1	5/5	6/6	100%	3/3	5/5	8/8				1/1	1/1
11. Mr. Suriyon Tuchinda	1/1	5/5	6/6	100%				5/5			4/4	1/1
12. Ms. Renuka Diwali Sharma	1/1	4/4	5/5	100%								-

For the year 2022, all resolutions of the Board of Directors were passed by the vote of the Directors present at the Board of director's meeting with a quorum of more than two-thirds of all the Board members.

The non-executive directors held one meeting during the year among themselves to discuss business management issues and performance of the Executive Directors. The results from the meeting were reported to the Board of Directors.

4.2 Directors' Remuneration

On 20 February 2013, the Board appointed and assigned the Remuneration Committee to set procedures for consideration of the remuneration of the Directors, Sub-committee Members and Senior Management

(if necessary). The remuneration of directors and sub-committee members is proposed to the Board of Directors. The Board of Directors is not empowered to fix the remuneration of the Directors and Sub-committee Members but is required to place their recommendations on the same to the shareholders for their approval. The composition, role and duties and qualifications of Remuneration Committee and Remuneration Criteria are disclosed on Company's website and under "Organization Structure" in the Annual Report.

In the years 2022 and 2021 the Company proposed the remuneration, meeting allowance and bonus, to the Board of Directors to recommend the same to the shareholders for their approval. The Directors' remuneration approved by the shareholders' meetings are as follows:

(Unit: Baht)

Description	Meeting Allowance				Remuneration		Bonus	
	Director		Audit & CG Committee					
	Baht/Attendance/Person		Baht/Attendance/Person		Baht/Month/Person			
	2022	2021	2022	2021	2022	2021	2022	2021
1. Chairman of the Board	60,000	60,000	-	-	20,000	20,000	2% of total cash dividend payment, in prior year The allocation of the approved Bonus with in the Board members is subject to the discretion of the Board of Directors	2% of total cash dividend payment, in prior year The allocation of the approved Bonus with in the Board members is subject to the discretion of the Board of Directors
2. Director	30,000	30,000	-	-	10,000	10,000		
3. Chairman of Audit and CG Committee	30,000	30,000	60,000	60,000	30,000	30,000		
4. Audit and CG Committee	30,000	30,000	45,000	45,000	25,000	25,000		
5. Chairman of other Sub-committees	-	-	-	-	-	-		
6. Member of other Sub-committees	-	-	-	-	-	-		

At present (as at the end of the Year 2022), the Company's Board of Directors consists of twelve (12) Directors including three (3) Audit and Corporate Governance Committee Members.

A comparison of the regular remuneration paid to the Chairman of the Board, each Director, the Chairman of Audit and Corporate Governance Committee, each Audit and Corporate Governance Committee member between the Company and other listed companies and other listed construction companies is as follows:

Compaison for regular remuneration

(Unit:Thousand Baht/person/year)

Position	* CNT		**Other Listed Companies***								
			Listed Companies Property and Construction			Listed Companies with Revenue 5,001–10,000 MB			All Listed Companies		
	2022	2021	Mean	Min	Max	Mean	Min	Max	Mean	Min	Max
Chairman of the Board of Directors	240	240	832	120	3,840	553	220	1,200	801	30	8,280
Executive Directors	120	120	397	120	1,440	313	120	550	404	30	2,616
Non-Executive Directors	120	120	416	120	1,800	333	120	606	414	30	2,616
Chairman of Audit and CG Committee***	360	360	507	120	2,160	364	120	1,000	462	60	5,400
Audit and CG Committee Member ***	300	300	383	84	1,440	265	60	900	322	45	2,400

* CNT figures are actuals of respective years.

** From IOD's Thai Directors Companies Survery 2022

*** Addittional remuneration as Chaiman of Audit & CG Committee I Audit & CG Committee Member

A comparison of the regular remuneration, meeting allowance and bonus paid to the Chairman of the Board, each Director, the Chairman of Audit and Corporate Governance Committee, each Audit and Corporate Governance Committee member between the Company and other listed companies and other listed construction companies is as follows:

Compaison for regular remuneration,meeting allowance and bonus

(Unit : Thousand Baht/person/year)

Position	* CNT		**Other Listed Companies***								
			Listed Companies Property and Construction			Listed Companies with Revenue 5,001–10,000 MB			All Listed Companies		
	Monthly Remuneration, Meeting Allowance and Bonus		Monthly Remuneration, Meeting Allowance and Bonus			Monthly Remuneration, Meeting Allowance and Bonus			Monthly Remuneration, Meeting Allowance and Bonus		
	2022	2021	Mean	Min	Max	Mean	Min	Max	Mean	Min	Max
Chairman of the Board of Directors	540	758	1,930	208	10,620	1,436	340	5,210	2,063	84	18,580
Executive Directors	300	379	1,328	276	6,020	878	230	2,418	1,368	60	11,416
Non-Executive Directors	300	379	1,178	208	6,380	900	230	2,954	1,269	84	11,716
Chairman of Audit and CG Committee***	780	859	683	150	2,580	743	350	1,767	1,149	118	8,454
Audit and CG Committee Member ***	660	739	506	114	1,770	536	240	1,352	882	93	5,045

* CNT figures are actuals of respective years.

** From IOD's Thai Directors Companies Survery 2022

*** Additional remuneration as Chaiman of Audit and CG Committee I Audit and CG Committee Member

In the past year, the Company's directors received remuneration in terms of monthly remuneration, meeting allowance and bonus as follows:

Period: 1 January - 31 December		Amount (Unit : Baht)					
Directors	Designation	2022			2021		
		Board of Directors	Audit & Corporate Governance Committee	Total	Board of Directors	Audit & Corporate Governance Committee	Total
1. Mr. Santi Grachangnetara	Chairman of the Board of Directors Independent Director	540,000	-	540,000	758,135	-	758,135
2. Mr. Kirit Shah	Vice-chairman of the Board of Director Director	300,000	-	300,000	349,067	-	349,067
3. Mr. Surasak Osathanugraha	Executive Director	300,000	-	300,000	379,067	-	379,067
4. Mr. Khushroo Kali Wadia	Executive Director	300,000	-	300,000	379,067	-	379,067
5. Mr. Kasemsit Pathomsak	Chairman of Audit and CG Committee Independent Director	180,000	600,000	780,000	259,067	600,000	859,067
6. Mr. Ishaan Shah	Director	270,000	-	270,000	379,067	-	379,067
7. Mr. Kris Thirakaosal	Audit and CG Committee Member Independent Director	180,000	480,000	660,000	199,067	390,000	589,067
8. Mr. John Scott Heinecke	Director	270,000	-	270,000	379,067	-	379,067
9. Mr. Suphon Tubtimcharoon	Independent Director	300,000	-	300,000	379,067	-	379,067
10. Mr. Vites Ratanakorn	Executive Director	300,000	-	300,000	379,067	-	379,067
11. Mr. Suriyon Tuchinda	Audit and CG Committee Member Independent Director	180,000	480,000	660,000	259,067	480,000	739,067
12. Ms. Renuka Diwali Sharma (21 Apr -31 Dec.22)	Independent Director	233,333	-	233,333	-	-	-
13. Ms. Nampung Wongsmith (1 Jan -31 Jan,22)	Audit and CG Committee Member Independent Director	-	25,000	25,000	259,067	480,000	739,067

Details of Directors Remuneration in Year 2021 and 2022

- Chairman of the Board of Directors : Meeting Allowance 60,000 Baht per time ,Monthly Remuneration 20,000 Baht per month and Bonus in 2022 = 0 Baht (2021 : 158,135 Baht).
- Board of Directors : Meeting Allowance 30,000 Baht per time, Monthly Remuneration 10,000 Baht per month and no Bonus in 2022 (2021 : 79,067).
- Chairman of the Audit and CG Committee : Meeting Allowance 60,000 Baht per time, Monthly Remuneration 30,000 Baht per month.
- Audit and CG Committee Members : Meeting Allowance 45,000 Baht per time, Monthly Remuneration 25,000 Baht per month.

Other remuneration - None -

5. Supervision of Subsidiaries and Associated Companies

The Company established a supervisory policy for management of its subsidiaries and associates with the objective of establishing direct and indirect measures and mechanisms to enable the Company to supervise and manage affairs of its subsidiaries and associates, including monitoring and supervising its subsidiaries and associates to comply with the measures and mechanisms stipulated as if it was the Company's own unit and in accordance with the Company's policies, including the Civil and Commercial Code, Public Company Law, Securities laws and relevant notifications, rules and regulations of the Capital Market Supervisory Board, the Securities and Exchange Commission, and the Stock Exchange of Thailand, in order to protect the interests of the investment of the Company in its subsidiaries and associates.

Previously, the nomination of candidates and the voting for the appointment of Directors in the subsidiaries was done by the Management. Starting from year 2013, the Company set a policy for the said nomination and voting to be approved by a resolution of the Board of Directors. In case of a conflict which could not be avoided in respect of a subsidiary's matter, the candidate who is nominated should act in the best interests of the subsidiary and not the Company.

The Company has also set an outline for the authorized persons to ensure that as per the policy for related transactions, acquiring/selling of assets, or other important transactions, such transactions are correctly and completely disclosed, in compliance with the rules set out by the Company, including the proper record of all information and accounting records which can

be investigated and submitted to the Company for consolidation of accounts on time.

The Company's implementation of Good Corporate Governance Principles is outlined in 5 sections hereunder:

1. Shareholders' Rights of Shareholders and Equitable Treatment of Shareholders

The Company recognize the rights of shareholders as well its fiduciary duty to ensure equitable treatment of all shareholders and to safeguard the interests of all shareholders. The basic legal rights comprise the right to buy/sell or to transfer securities held, the right to share in profits of the Company, the right to receive dividend, the right to attend the shareholders meetings, the right to propose agenda items in the shareholders meetings, the right to vote for the appointment of Directors and fixing of Director Remuneration, the right to vote for the appointment of auditors and fixing of auditors' fees and the right to take part in decision-making of the Company's material issues, such as approval of key activities affecting business direction.

Apart from the basic rights of shareholders above, the shareholders have the right to receive information on operating performance, newsletters from management and other key information via the Company's website. In accordance with good Corporate Governance guidelines, the Company has conducted its affairs with a view to protecting shareholders' rights and also encouraging all shareholders to exercise their rights. The policy for maintaining rights of shareholders is part of the Company's Corporate Governance Policy Manual which is disclosed on the Company's website.

The Board of Directors respects the rights of shareholders by way of facilitating the following for them to attend the annual general meetings of shareholders.

- All shareholders including the institutional shareholders are continuously encouraged to participate and vote in the shareholders' meetings.
- Proxy forms for attending the shareholders' meetings, and proxy delegation process are enclosed with the meeting invitations.
- Duty stamps are available to facilitate the proxies.
- In case of face-to-face meetings, the Company arranges the shareholders' meetings at the center of town, where it is convenient for the shareholders to get to the venue. In case of electronic meetings, the Company ensures that the selected e-meeting platform for the shareholders' meetings is secure, reliable, and user-friendly.
- The Board is committed to not adding any new agenda item without notice to shareholders in advance.

The Company takes care and treats all shareholders, both major shareholders and minority shareholders as well as foreign shareholders on a fair and equal basis. The Board ensures that all shareholder rights are protected and that they all get fair treatment.

2. Role of Stakeholders

The Company recognizes the importance of the rights of all stakeholder groups, whether it is the internal stakeholders such as shareholders, directors, employees and management of the Company and/or its subsidiaries, or external stakeholders such as shareholders, creditors, suppliers, customers, communities, government agencies and other related organizations. The Company is aware that the support from each stakeholder helps establish the Company's competitive advantages and profitability, which contributes greatly to the Company's long term success and prosperity. The Company has also amended its website to include under the subject of "Stakeholder Activities", the policy and code of conduct towards stakeholders in Business Ethics and Code of Conduct Manual and included therein a way whereby the website can be used as one of the channels for any stakeholder to express his/her opinion and contact the Audit and Corporate Governance Committee in case they wish to do so directly without going through the management. The Committee treats such information seriously and maintains utmost confidentiality. If the complaints are not unfounded, the Board would take all remedial action that may be necessary. "Stakeholders

Engagement" measures are disclosed in the "Business Sustainability Development" in this Annual Report.

Shareholders:

The Company ensures the equitable treatment of shareholders in terms of the participation in important decision making issues. The Company allows the shareholders to express their opinion and suggestions for the improvement of Company's business operations in order to achieve the long term growth and contribute to the optimum return to the Shareholders. The Company discloses all the significant information to Shareholder completely, accurately and transparently. The Company facilitates all shareholders to fully exercise their rights.

Management:

The Company recognizes that management is one of the key factors of success for the Company's operations, and accordingly, management remuneration is appropriately structured and comparable with the Industry norms and other equivalent listed companies in Thailand. The management is also allowed to work independently without interference as defined in their duties and responsibilities, which are approved by the Managing Director or Board of Directors.

Employees:

The Company recognizes that employees are another key factor of success for the Company's operations. The Company aims to build commitment and a long and sustainable relationship with all its employees. The employment policy is set out to provide transparent, justified and equal treatment for all employees without prejudice to gender, age, race, nationality, religion, and political or other beliefs. Human resource policies conform to local labour law and regulations and promote the employment of disabilities persons.

The Company has emphasized its awareness and commitment to the importance of gender equality by adding a policy of "Diversity and Inclusion" in its business ethics and code of conduct. This is to ensure that all employees and job applicants are treated fairly and respect in workplace regardless of gender and background. The Company intends to enhance their abilities and capabilities by using their knowledge, competency and experience for their future career development and for the benefit of the Company. Some of the features of the Employee policy is as follows:

Employment Policy

The Company provides fair and equal opportunities in employment, job security, and career advancement, as well as adhering to other good principles related to employees and employment.

Remuneration Policy

The Company provides fair compensation commensurate with ability and performance, which is related to Company's performance both in short and long term. The compensation is able to compete in the same industry by considering Company's profitability as well as individual's Key Performance Indicators (KPI) and Competency. For long term incentives such as Employees Stock Option Plan (ESOP), the Company has yet to consider implementation this year since there are still many factors which Company is yet to carefully consider.

Salary is based on duties and responsibilities and individual's performance appraisal by KPI and Competency.

Increments/bonus is based on financial status/ performance and future plans of the Company, which depends on many factors beyond the employees' direct control. Therefore, the Company has allocated a certain budget from its operations as an annual bonus based on the individual performance against performance of the Company and individual assessment with specified quantitative targets.

Other benefits (some of which are not required by law) to promote employee's quality of life and well-being such as financial aid, and activities to promote good relationship among employer and employees and management. So as to promote employee's financial sustainability, the Company has voluntarily set up the Provident Fund the contributions are made from employees and the Company. The contribution rate from the Company is increased in accordance with number of employees' years of service in the Company to promote morale and serve as a long term financial stability for employees who have many years of service with the Company.

The Company has appointed the welfare committees consisting of seven (7) employees from various departments to oversee employee well-being, consult with the management on employees' welfare issues,

provide advice, and make recommendations to the Company regarding employee welfare.

Training Policy

The Company also ensures that employees are adequately knowledgeable and skillful to perform their jobs for the Company's business, and understand the relevant codes of conduct and practices, and are encouraged to gain knowledge and improve their abilities and keep them updated by following Industry trends and Company future growth plans as well as for their career advancement.

The Company provides in-house and external training for staff, both in the office and at worksites. The costs of such training are borne by the Company. Moreover, the Company allows special leave and flexible working hours for employees who are undergoing longer term professional or degree courses. The Company always supports good relationship between all employees including the management.

Separate detailed reports are provided under the subject of "Business Sustainability Development" of this Annual Report.

Occupational Safety and Health Policy

The Company has policies and practices relating to occupational safety and health which is now improving from OHSAS 18001:2007 to ISO 45001:2018 for staff at work place to promote safety, prevent accident, sickness and reduce the loss from operations, as well as to promote good physical and mental health of employees. In 2022, there were no major accident cases which caused to stop the work.

Separate detailed reports are provided under the subject of "Business Sustainability Development" of this Annual Report.

Creditors:

The Company recognizes financial creditors as one more important factor of success, who provide funds and finance facilities which are essential for the Company's high working capital intensive business. The Company complies with all terms of borrowings and financing facilities, including compliance with the objectives of using the borrowed funds, repayment, collateral, and other conditions as may be agreed. Moreover, if at all there is any covenant in any of the loan agreements with which the Company is not be able to comply, the Company proactively approaches the lenders to seek a waiver or achieve other mutually acceptable solutions.

Suppliers and Subcontractors:

The Company recognizes the importance of satisfied suppliers and subcontractors, and the Company always ensures that suppliers and sub-contractors are provided with equal information. Terms and conditions for suppliers and subcontractors are based on Industry norms and practices and thereafter, agreed terms and conditions are strictly followed by the Company. The Company does not request any non-contractual benefit from suppliers or subcontractors. Furthermore, the Company keeps the suppliers' and subcontractors' information confidential and does not use such information for any inappropriate benefit.

Customers:

The Company recognizes the importance of customers, who support the Company's business, and the Company always provides the highest quality of work and services, with quality work guaranteed, within agreed construction periods, and in compliance with the customer's specifications. The Company also solicits customer satisfaction feedback for improving and developing operation to maximize Customer's satisfaction. The customers' confidential information is used exclusively for the concerned business, without revealing it unless required by laws, regulations, or with consent from the information owners, including issues related to marketing, market power exercises, price setting, and details of services, quality and safety. The Company has provided a separate detailed report under the subject of "Responsibility for products and services" section in "Business Sustainability Development" of this Annual Report.

Competitors:

The Company acts within the rules of fair trade, neither attacking trade competitors' reputation with false allegations, nor does the Company access competitors' confidential information or use dishonest or inappropriate means for any purpose.

In 2022, there were no disputes or lawsuits between the Company and its competitors.

Social Responsibility to the Community:

The Company recognizes its responsibility to the community and is often involved in supporting Community activities and being attentive to the consequences of the Company's conduct, including making efforts to absorb

social accountability, going beyond what the relevant laws require. The Company has provided a separate detailed report under the subject of "Business Sustainability Development" of this Annual Report.

Environment:

The Company recognizes that the construction business, if conducted irresponsibly, may affect the environment by both noise and air pollution. The Company is certified for Occupational Health and Safety Assessment Series: ISO 45001:2018 for all Worksites. Further, specifically for the protection of the environment, the Company is also preparing to apply for the ISO 14000 Certification which is the set of standards created to help organizations to minimize the environment impact from operations. The Company has provided a separate detailed report under the subject of "Business Sustainability Development" of this Annual Report.

Regulators:

In the construction business, the Company's is governed by many laws and regulations. The Company recognizes the significance of compliance with related laws and regulations and has included its review of compliance as one of the duties of the Internal Audit Department headed by a qualified Internal Audit Manager. The Internal Audit Manager provides an annual compliance review report of related laws and regulations and reports directly to the Audit and Corporate Governance Committee, as explained under the "Audit and Corporate Governance Committee Report" of this Annual Report.

Respect for Human Rights Principles:

The Company requires that all of its directors, the management and employees should strictly respect International Human Rights Principles as part of the operations, including the use of enforced labour or child labour. The Company shall not support any activity which may lead to the violation of human rights. Every stakeholder shall be treated equally with full respect regardless of their race, ethnicity, and color of the skin, family background, religion, social status, gender, age, characters, physical appearance, financial status, or any other status. The Company also promotes the monitoring of human rights compliance within the Company and encourages its subsidiaries, investors, suppliers and all stakeholders to observe the international human rights principles.

The Company also encourages the improvement of the quality of life of disabled people, by employing them under the same terms and conditions as other Staff. Moreover, the Company also provides facilities for the disabled i.e. elevator, toilet etc. in its Head Office. Separate detailed report is provided under the subject of “Business Sustainability Development” of this Annual Report.

In 2022, the Company did not receive any complaints or reports on human rights issues.

Ethics for Intellectual Property Rights:

The Company requires that all of its Directors, management, and employees strictly respect the intellectual property rights of others, whether in relation to trademarks, patents, copyrights, classified commercial information, or other stipulated categories of intellectual property, such as using only licensed software that has been inspected and installed by the Company’s information technology department, and encourages all employees to ensure that the application of research findings or other data in their work does not constitute a violation of other people’s intellectual property rights. In 2022, the Company did not receive any complaints for the violation of intellectual property rights.

3. Disclosure and Transparency

The Company has tightened procedures to take care of important information to be disclosed, including both financial and non-financial statements and reports. The

information is disclosed correctly, accurately, on a timely basis and transparently, through the proper channels that users can fairly and trustfully access.

3.1 Board of Directors’ Report

The Board of Directors is responsible for the Company and its subsidiaries’ financial statements and financial information presented in this Annual Report. The report on the Board of Directors’ Responsibilities for Financial Statements is presented along with the Report of Independent Auditor and Audited Financial Statements in this Annual Report.

3.2 Relations with investors

The Board of Directors recognizes the importance of accurate, complete and transparent disclosure of financial information and general information, which may affect the Company’s share price. The Company provides information through the SET and the Company’s website.

The Company has established an Investor Relations Department to disseminate information to shareholders and other stakeholders including investors and analysts so as to foster a deep understanding of the Company and its business. The Corporate Information and performance data is posted in both Thai and English on the Company’s website and through various media.

The following channels to contact Investor relations

By e-mail	ir@cn-thai.co.th
By fax	+66 2 338 8090

The Company undertakes investor relations at the top management level, the Company has also designated persons as the contact points in the Company to service investors, shareholders, analysts and public as under.

Mr. Khushroo Kali Wadia	Managing Director Telephone: +66 2 338 8111 E-mail: khushroowa@cn-thai.co.th
Mr. Surasak Osathanugraha	Assistant to Managing Director (Finance & Accounting) Company Secretary Telephone: +66 2 338 8100 E-mail: surasakos@cn-thai.co.th
Mrs. Phanee Charoencharoenchai	Senior Manager Group Finance and Accounts Telephone: +66 2 338 8077 E-mail: phaneech@cn-thai.co.th

The Company participates in the investor relations activities held by SET called “Opportunity Day” quarterly, including interaction with press, which are attended by the Assistant to Managing Director and Operations Director.

During the past year, the Company had joined four (4) Opportunity Days. Some of the major events in which the Company participated in the last three (3) years are enumerated herein as under:

Year /Times	Meeting with Analysts	Meeting with Investors	Presentations	Interview with press/TV	Total
2022	4	6	5	6	21
2021	5	6	5	7	23
2020	5	6	5	8	24

4. Responsibilities of the Board

4.1 Explicit responsibilities of the Board of Directors

The Board of Directors performs its duties and carries on the business of the Company in conformity with applicable laws, the Company’s objectives and the memorandum and articles of association, as well as the resolutions of the shareholders’ meetings. The Board is involved in all the matters that may have a significant impact on the Company’s business. The following specific matters require decision or approval from the Board:

- Designation of the authorized Directors to bind the Company.
- Appointment of Executive Directors and members of the Sub Committees and Company Secretary.
- Authorizing the sale or mortgage any of the Company’s immovable properties, to let any of the Company’s immovable properties for the period more than three (3) years, to make a gift, to compromise, to file complaints to the Court and to submit the dispute to the Arbitration. However, these matters may be delegated to the Executive Board which may be authorized to act according to the resolutions and approvals of the Board of Directors.
- Approval of annual and quarterly financial results.
- Approval of the Vision and Mission Statement, Core Values and Code of Business Conduct.
- Approval of major decisions in respect of the Company’s business direction and policies.
- Decision on major investments and contracts with significant impact on the Company.
- Any matters and/or transactions within the ambit of the Board pursuant to the memorandum and articles of association of the Company, the Public Limited

Companies Act B.E. 2535 , and other relevant laws and regulations.

The Board of Directors has clearly defined and demarcated duties and responsibilities between each committee as mentioned under the “Organization Structure” section of this Annual Report.

4.2 Board Diversity

The Company developed Board Skills Matrix in order to create a wide range of expertise in line with the Company’s business operations. The Company considers increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and sustainable development. The Board members represent diversity from a range of perspectives including gender, age, educational background, skills, knowledge and professional experience. And for the selection of new directors, the Board of Directors consider the candidate’s qualifications, having regard to the mix of skills, diversity and in line with the Company’s strategic direction.

The number of members on the Board of Directors is commensurate with the size and complexity of the Company’s business. As of 31 December 2022, there are twelve (12) Directors on the Board of Directors of the Company which consists of three (3) Executive Directors who hold executive roles and are full-time employees of the Company/Subsidiary and nine (9) Non-Executive Directors, six (6) of whom are Independent Directors (50% of the Board). Moreover, the Board consists of one (1) female director.

4.3 Succession Plan

The Board of Directors ensures a systematic nomination for the proper candidate to replace a Director or top executive position suitable in line with the succession plan and policy. The Nomination Committee is appointed to propose the appointments of new Directors and key Executives (Managing Director and Executive Directors) to the Board by considering the proper candidates both from internal and external sources. The Nomination Committee is responsible for considering candidates' skills, experience, and specific qualifications for the best interest of the Company.

To support its succession planning process, in 2022 the Company has hitherto been quite successful in retaining such highly skilled and qualified personnel. The Company continues to take a number of initiatives including establishing a detailed succession plan to attract and retain talent. Moreover, the Company has prepared and enhanced critical mechanisms, for instance, knowledge management, succession plan, management and leadership development programs as part of the Company's management development and succession planning cycle.

Operating Guidelines (In case the Managing Director or the Executive Directors are unable to perform their duty). The Board of Directors specifies authorized signatories to sign on behalf of the Company in case the Managing Director or the Executive Directors are unable to perform their duty due to temporary absence for any reason like sickness, travel, etc.

4.4 Controlling System and Internal Audit

The Company recognizes the importance of internal control systems at an operational level to ensure that the operations are conducted efficiently. Duties of operations and management level personnel are clearly laid down. There is a proper level of control maintained on the utilization of the Company's property/assets for the highest benefit of the Company and there is clear segregation between operations units, control units and assessment units for the purpose of maintaining appropriate checks and balances. Moreover, an internal control system for the financial and accounting functions of the Company is clearly set up which allows adequate reporting to the relevant management.

The Company has an Internal Audit Department in order to ensure that the key operations and financial activities are conducted efficiently, under the relevant guidelines and laws. Moreover, to ensure that the Company has complied with laws and regulations relating to the business of the Company, the Internal Audit Department conducts regular checks thereof. Internal auditors report directly to the Audit & Corporate Governance Committee on all matters, in order to make the Internal Audit Department completely independent of the management.

Internal control systems for the financial and accounting functions of the Company are clearly set up which allows adequate reporting to the relevant managers to achieve the following objectives:

1. Efficient and effective operations, including skillful use of resources for the best benefit of the Company.
2. Accurate, reliable and prompt financial reporting.
3. Full compliance with the Company's policies, laws and regulations.

The Board of Directors also recognizes the importance of risk management and is responsible directly for the risk management to be implemented by employees at all level in the organization with the objectives to support the work performance of the management of the Company to be efficient and effective and to achieve the business objectives. The Board of Directors has specified the Company's policy on risk management and internal control on the website of the Company under the subject of Corporate Governance Policy and "**Internal Control**" in this Annual Report.

The Company also assigned the Internal Audit Department to review and evaluate compliance issues/concerns within the organization in order to mitigate legal risk and to ensure the Board of Directors, management and employees are in compliance with the rules and regulations of regulatory agencies, that Company policies and procedures are being followed, and that behavior in the organization meets the Company's Standards of Conduct.

Monitoring the Compliance with policies and guidelines of Corporate Governance Guidelines & enforcement of the Corporate Governance Policy

The Board of Directors defines the duties and responsibilities for the Directors, management, and employees to acknowledge and comply with the policies and terms indicated in the Company's Corporate Governance Policy and Business Ethics and Code of Conduct. Moreover, the Company has put in place a whistleblowing policy and the internal audit processes as mechanisms to monitor compliance to assure that all operations abide by such policies and principles. If the Directors, management, and employees violate these principles, they will face strict disciplinary punishment.

1. Conflict of Interest

The Board of Directors, through the Audit and Corporate Governance Committee, has stipulated a policy outlining the process through which transactions with a potential conflict of interest are approved:

Policy on Conflict of Interest

The Company has set up an important policy concerning the conflict of interests and related transactions for Directors, management, and employees as laid down under the following guidelines:

- Avoid any transaction related to oneself, which may lead to a conflict of interest with the Company.
- If it is necessary to carry out such transaction for the Company's benefit, conduct it as if it is a transaction done with a third party. However, any such transaction must be fully disclosed and approved by the relevant authority within the Company in advance.
- Furthermore, Directors and management, or employees having an interest in a transaction must not be involved in its approval process.
- If a transaction is considered as a related party transaction under the SET notification, Director, management, and employees must strictly comply with the rules and procedures regarding information disclosure by listed companies for such transactions.
- If a Director, management, employee or a member of their family is involved with or becomes a shareholder in a business in competition with the Company or any other business that may cause a conflict of interest with the Company, he/she must inform the Board in writing.
- If a Director, management, and employee become a

Director, partner, advisor or participant in any other capacity in another company or business organization, such position must not conflict with the Company's business or that person's direct responsibilities in the Company.

The Company has implemented measures to prevent conflicts of interest as follows:

- Directors disclosing their interests and those of their related parties to the Board.
- Directors reporting their ownership of Company's shares and warrants to the Board regularly.
- Director/top-executive, who has a conflict of interest on a particular issue, is prohibited from participating in the decision-making process related to that issue. Normally a Director/top-executive, who has a conflict of interest on an issue, will leave the meeting and join back once the issue has been discussed and a decision on the same is made.
- Directors and management team disclose and report their conflict of interests, including dealings with their relatives, if any, to the Company for the Company's use in complying with the regulation about connected transactions. Such report on interest is also useful in monitoring their adherence to their duties, by the following practices;
 - A new Director/management submits the "Report on Conflict of Interest Transaction" Form within thirty (30) days after appointment.
 - Thereafter, if there is a change, Director/management submits the updated "Report on Conflict of Interest Transaction" Form immediately or no later than seven (7) working days from the transaction date.
 - The Company Secretary reports the changes (if any) to the Board of Directors in the meeting every quarter.
- All management, and employees are required to report potential conflicts of interest on an annual basis. If a conflict of interest occurs, the person must promptly inform their supervisor using the electronic form for acknowledgment and further action.
- In 2022, 100% of directors disclosed the report on conflict of interest in electronic form.

Potential conflict of interest transactions

Any transaction which could lead to a potential conflict of interest and/or a related party transaction is considered very carefully by the Board of Directors with a view to

full compliance with the relevant rules and regulations of the SET and the SEC, apart from compliance with the internal policies and guidelines set up by the Company. Moreover, such transactions are entered into strictly on an “Arms-Length” basis. The terms and conditions of such transactions are always in compliance with generally acceptable, standard commercial terms and conditions and appropriate disclosure regarding the details of the transactions viz. value, counterparty, reason and necessity of the transaction is made in this Annual Report.

In addition to the above, the Audit and Corporate Governance Committee and the Internal Audit Department prepared the annual audit plan to review transactions that may cause conflict of interest. For the year 2022, the internal auditors audited the aforesaid transactions and reported the results thereof to the Audit and Corporate Governance Committee in the Audit and Corporate Governance Committee’s Meeting No. 1/2023 held in February 2023. The Audit and Corporate Governance Committee found that the Company has a proper policy for approval and prevention of abuse in such transactions. The existing conflict of interest transactions are made only on the basis of proper comparison of market prices and for the benefit of the Company. Adequate disclosures of all such material transactions have been made in this Annual Report.

Moreover, the Internal Audit Department has reviewed the compliance of the Company in respect of the Notifications of the SET Re: The Disclosure of Information and Acts of Listed Companies Concerning Connected Transactions 2003 as amended from time to time and Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions as amended from time to time including the circular of the SEC about the recommended practice to be followed under section 89/12 (1) of the Securities and Exchange Act (No.4) B.E.2551. The details of the connected transactions have been explained under the topic “Connected Transactions” of this Annual Report. The results of the review have been reported to the Board of Directors Meeting held on 27 February 2023. The Board of Directors of the Company approved the transactions with the opinion that such transactions are fair and for the full benefit of the Company and the disclosure of the transactions in the Annual Report are adequate.

2. Reporting changes in Company share ownership

To prevent abuse of inside information, all Directors and management team must report any changes in their (including their Relevant Persons) holding of the Company’s shares and/or other securities (as the case may be) to the Company and the Office of the SEC within three (3) business days from the date of trading/transfer of the Company’s shares and/or other securities (as the case may be). The changes in Company’s shares of the Directors (if any) are reported to the Board of Directors meeting every quarter.

3. Supervision of the use of Insider Information

Christiani & Nielsen (Thai) Public Company Limited has a policy of disseminating all significant information (both financial and non-financial) to shareholders, investors and the general public on a timely basis. Strong internal controls are in place to ensure that information released is comprehensive and accurate.

The Board is committed to comply with rules and regulations with regard to the disclosure of information in a timely manner with full transparency. The monitoring of the use of insider information of the Company is considered the responsibility of the Directors, management team who are obliged to strictly monitor and prevent any leaks of the Company’s confidential and privileged information including information not yet revealed to the public or any data that might affect the Company’s operations or share price. This includes the prohibition on use of Company’s information obtained from directorships or employment for personal benefit or conducting business or other activities in competition with the Company. The Company has determined it as policy and guideline in the Business Ethics and Code of Conduct Manual which is disclosed on the website of the Company under the subject of Corporate Governance.

Pursuant to section 59 of the Securities and Exchange Act B.E. 2535, all Directors and management team members are required to report the changes in their shareholding to the Company secretary and Office of the Securities and Exchange Commission within three (3) business days from the date of trading/transfer of the Company’s shares and/or other securities (as the case may be). Such reporting shall extend to any change in shareholding of any Director/

Management Team member's: (i) spouse, (ii) cohabiting partner, (iii) minor children, and (iv) any juristic person in which such Director/Management Team member holds more than 30% of the total voting rights of such juristic person (including that of his/her spouse, cohabiting partner and minor children), ((i) to (iv) referred to as "Relevant Persons").

The company secretary reports to the Board of Directors at the Board of Directors meetings every quarter on any changes in the shareholding of Board members and top executives.

In accordance with the Company's Corporate Governance policy, the Company does not allow the following persons to trade/transfer the Company's shares/other securities (as the case may be) during the period of thirty (30) days before the quarterly reviewed results and annual audited results are announced and also within two (2) days after any notifications and also at least five (5) days before the Company makes any significant announcement:

- All Directors and management team members (including their Relevant Persons); and
- The Company's personnel in the Group Finance & Accounts Departments and the Investor Relations Department who are close to the relevant inside information of the Company.

The company secretary regularly notifies the above personnel of the silent period in advance by e-mail and monitors compliance therewith.

According to the Company's corporate governance policy, all Directors and management team members are encouraged to inform the Company their intention (including that of their Relevant Persons) to trade/transfer the Company shares/warrants (as the case may be) at least a day in advance.

In addition to the above, the Company's corporate governance policy sets out an investor relation policy which stipulates that for a period of two (2) weeks prior to the planned release of financial reports (known as the "silent" or "quiet" period), the spokesperson as a representative

of the Company will not discuss matters related to the Company's future financial performance or expectations with financial media, analysts and investors.

During the year, the above policy has been fully complied with and no non-compliance cases have been observed.

4. Anti-Corruption

Policy on preventing corruption and offering bribes:

The Company has a policy prohibiting all forms of bribery or corruption, either directly or indirectly to advance its business interests or those of its associates. The Company has a zero-tolerance policy for fraudulent and/or corrupt behavior and takes corruption and bribery transactions, if any, very seriously. Any violation of this policy is regarded as a serious matter by the Company and will result in disciplinary action, including termination, consistent with local law.

The Company implemented the "No Gift Policy" in accordance with the suggestion from the CAC, whereby the Company requested all business partners to not give any gifts for any occasion to any of its personnel, including its directors, management, and employees at all levels. The Company continued with this practice in 2022. This No Gift Policy reinforces the Company's compliance with the Anti-Corruption Policy and good corporate governance principles.

The Company has placed great importance on anti-corruption while encouraging its personnel to be aware of corruption in all forms. For personnel to continuously learn to follow and promote anti-corruption as part of its culture. In 2022, the Company continued to maintain high ethical standards, with a view to upholding its position against any form of bribery and corruption. The continual activities throughout this year are as follows:

- The Anti-Corruption policy was made known for the management, employees and third parties to acknowledge and adhere to the same guidelines through the following channels.
 - Published it through the internal website and Company's website.
 - Adopted it as one of the topics for new employee orientation.
 - Promoted it through internal E-mail communication.
 - Made a compulsory training course in the E-Learning

system for Corporate Governance Policy and Code of Conduct and Anti-corruption Policy. All management, and employees learn and pass the test to meet the required criteria.

- Added it as one of the conditions in the standard subcontract agreement.

- The Company reviewed its Anti-Corruption Policy which is in accordance with the guidelines provided by the Private Sector Collective Action Coalition Against Corruption Committee (CAC) and National Anti-Corruption Commission (NACC) on the Website.
- Prescribes strict guidelines for preventing corrupting and bribery such as the guideline for giving and receiving gifts and gratuities, transactions with government, etc. Details of this policy and guidelines are presented in the Company's business ethics and code of conduct and anti-corruption policy which are informed to all the employees and posted on the Company's website.
- Conducted regular corruption risk analysis and ensured corruption-risk awareness in the design of internal systems, especially in purchasing and contracts, human resources, record keeping, expense claims with high risk of corruption and transactions that involve government institutions.
- Conduct regular internal audits to ensure that anti-corruption guidelines are being followed and provide regular reports to related committees, and immediately escalate emergency corruption-related findings to senior management and the Board of Directors if required.
- The Company determine to sign its Declaration of Intent with CAC and with the target to be certified by CAC and ensured that the Company's internal control for anti-corruption policy is appropriate, effective and efficient. This is to ensure all stakeholders that the Company is doing its business with transparency, integrity and without corruption for equal benefits to all stakeholders.

Moreover, the Company has established channels for reporting any misconduct, fraudulent act or corruption and provides protection and remedies for any person who files a complaint or cooperates in the investigation of the charge.

5. Whistle-blowing Policy

To ensure fair treatment of all stakeholders under the Code of Conduct, the Company has set up a channel to contact the Board of Directors directly (without passing through the management of the Company) for any business suggestions, complaints, or recommendations indicating impact or risks of impact on stakeholders arising from its business or from wrongful action, or violation of the Code of Conduct, and complaints for special cases like immoral/dishonest acts of management, breach of Code of Conduct, illegal acts, etc. Any employees or any other stakeholder is accordingly welcome to send a message by e-mail or mail a letter to Mr. Kasemsit Pathomsak, Independent Director and Chairman of the Audit and Corporate Governance Committee, at the following address:

By mail:

Mr. Kasemsit Pathomsak
Merchant Partners Securities Public Company Limited
2/F Charn Issara Tower 1, No. 942/81
Rama 4 Road, Suriyawong, Bangrak, Bangkok
10500 Thailand

By e-mail:

kasemsit@merchant.co.th

The Complaint handling procedure

When the whistle is blown or complaint is filed, the Company will collect evidence, evaluate and formulate measures to relieve damages caused to the affected person(s) by considering the overall impact. Afterwards, the person responsible for the case will follow up results of the relief and report to the appropriate staff and the filer of the complaint. Results of action will be reported to the Chairman of the Board of Directors, the Chairman of Audit and Corporate Governance Committee and/or all relevant Directors, respectively, depending on each case.

Confidentiality

The Company recognizes that some individuals who observe a Breach and wish to report it will seek to do so in confidence under this Policy. In principle, the Company will handle all reports confidentially and equally expects employees reporting a Breach keeping this confidential. Confidentiality will always be maintained to the largest extent possible. Therefore, the Company will protect the identity of an employee who discloses a Breach according to this Policy.

The Company does however acknowledge that in some circumstances the investigation process may reach a point where the employee who reported the Breach is required to make a statement or provide evidence. In such circumstances, where finding the truth would be hindered by maintaining complete confidentiality, the Company may not be able to guarantee complete confidentiality to the reporting employee. The Company will maintain confidentiality as much as possible in such situations. Finally, the Company will not disclose employees' identity without his/her knowledge and consent.

Protection of Whistleblower

In order to protect the rights of whistleblowers, the Company will not reveal the name, address, picture or other information of the whistleblower or those who participated in the investigation. No whistleblower who in good faith

reports a violation of the Code of Conduct or files a complaint or expresses concern involving matters covered by the Whistleblowing Policy shall suffer harassment, retaliation or adverse employment consequences as a result of such a report. Persons affected by the damage will be relieved with procedures that are appropriate and fair. An employee who retaliates against someone who has reported a violation, complaint or concern in good faith is subject to disciplinary action up to and including termination of employment.

The Complaint handling procedure and guidelines to protect whistleblowers have been presented in the "Business Ethics and Code of Conduct" which is informed to all employees and posted on the Company's website.

Penalties for offenses

Penalties for offenses shall be in accordance with the Company regulations and/or applicable laws.

Monitoring the Implementation of Anti-Corruption Measures

The Board of Directors has assigned the Audit and Corporate Governance Committee to monitor actions concerning anti-corruption measures. The Internal Audit Manager as this Committee's secretary, gathers such outcomes to annually report to the Committee and the Board of Directors and summarized for the shareholders in the annual report of violation.

In 2022, the Company did not engage any significant dispute with any stakeholders. There were zero whistleblowing incidents and zero violations of our ethical principles. The Board of Directors or the Audit and Corporate Governance Committee did not receive any Whistleblower complaints.



To Shareholders

The Audit and Corporate Governance Committee of Christiani and Nielsen (Thai) PCL, by the appointment of the Company's Board of Directors, comprises three qualified independent directors, namely, Mr. Kasemsit Pathomsak, Chairman of the Audit and Corporate Governance Committee, Mr. Kris Thirakaosal and Mr. Suriyon Tuchinda serving as members with internal audit manager as secretary to the Audit and Corporate Governance Committee.

The Audit and Corporate Governance Committee has carried out the scope, duties and responsibilities assigned by the Company Board of Directors, in accordance with the regulation of the Securities and Exchange Commission of Thailand as well as relevant suggestions on various matters, which received full cooperation by the Company's Management, internal and external auditor. In 2022, the Audit and Corporate Governance Committee held four meetings with the executives, internal auditors and external Auditor, including a meeting with the external auditor without the Management for independent discussion on materials information in preparation of financial statements and sharing of opinions, which may be summarized as follows:

Giving Consent towards Financial Statements

The Audit and Corporate Governance Committee reviewed 2022 quarterly and annual financial statements along with the external auditors by asking and receiving the information from the management and external auditors relevant to the accuracy, completeness and sufficient disclosure of financial statement, The Audit and Corporate Governance Committee has conducted that the financial statements were presented fairly, in all material respects, in compliance with generally accepted accounting principles and financial reporting standards, with sufficient and timely information disclosure beneficial to users of the financial statements.

Governance and Revision of Internal Audit

The Audit and Corporate Governance Committee reviewed the internal control system together with the internal auditors on a regular basis, taking into consideration all of the internal audit reports according to the execution plan that has been approved, covering the Company's key work systems, including the information security system. The Audit and Corporate Governance Committee is of the view that the Company's internal control system is properly adequate, with improvements to align with the changing activities to allow for goal achievement of the Company in accordance with the COSO's internal control criteria.

Reviewing Risk Management

The Audit and Corporate Governance Committee reviewed the risk management system to ensure its adequacy and efficiency. The Company emphasized and improved risk management system by assessing internal and external risks as well as potential impacts and likelihood. The Committee also prepared the Risk Management Plan to prevent or mitigate potential impacts that may occur to the business operations to be within acceptable levels. In addition, regular monitoring of the changes of the impact factors and risk reviews were conducted to ensure up to date risk management and the Company's efficient and response to changes were in a timely manner. The Board of Directors appointed the Risk Management Committee to determine the scope of the Risk Management Policy and oversee the corporate risk management as well as regularly report on the progress of risk management to the Board of Directors on a quarterly basis. The Audit and Corporate Governance Committee reviewed the effectiveness of the risk management performance, had an opinion that the Company's risk management practices are maintained and managed at adequate and acceptable levels.

Review of Legal Compliance & Good Corporate Governance

The Audit and Corporate Governance Committee reviewed the operations of the Company in compliance with the laws on securities and exchange, rules and regulations of the Office of the Securities and Exchange Commission, requirements of the Stock Exchange of Thailand, and other laws applicable to the business operations, including such obligations which may arise from agreements executed with third parties. In addition, the Audit Committee adheres to the Principles of Good Corporate Governance, supports prevention of fraud or corruption, whereby the Company has arranged for adequate and appropriate whistleblowing channels which whistleblowing reports can be filed, both inside and outside the Company, together with the whistleblowing system, promotes a culture of good corporate governance, treatment with transparency, auditability, as well as formulating the whistleblower protection measures.

Review of Connected Transaction or Conflict of Interest

The Audit and Corporate Governance Committee considered and reviewed connected transaction or conflict of interest according to the Stock Exchange of Thailand and the Office of Securities and Exchange Commission's announcement. The Audit and Corporate Governance Committee was of the opinion that in 2022, the Company transaction were in line with general business condition in a fair, reasonable manner and with sufficient information disclosed.

Selection and Proposal for appointment of the Company's external Auditor

The Audit and Corporate Governance Committee considered and selected the auditors of the Company based on the qualifications and independence of the auditor, including their expertise, experience, performance and scope of audit as well as the appropriateness of the quoted audit fee. In 2022, the Audit and Corporate Governance Committee

selected the auditors of EY Office Limited and considered the auditors remuneration and proposed to the Board of Directors. The auditors had good understanding of the Company's Businesses and practiced in a neutral manner. The Board of Directors has proposed to the Annual General Meeting of Shareholders 2022 to appoint EY office Limited as the Company's auditor for another period.

Annual review of Audit and Corporate Governance committee's charter

The Audit and Corporate Governance Committee reviewed the Audit Committee Charter on an annual basis and conducted self-assessment in accordance with the good practices defined by the Stock Exchange of Thailand the results concluded that the Audit and Corporate Governance Committee performed their duties carefully and independently in accordance with good practices.

In conclusion, the Audit and Corporate Governance Committee performed its duties specified in the Board-approved charter with caliber, prudence, and adequate independence in equitable interests of stakeholder. In its opinion, Company's financial reports were accurate and reliable, and met Financial Reporting Standards. The Company possessed adequate risk management control, appropriate and effective internal control and internal audit systems, in compliance with good corporate governance, regulation, law, requirements, and obligations relevant to its businesses.

16 February 2023

For and on behalf of Audit and
Corporate Governance Committee



(Mr. Kasemsit Pathomsak)

Chairman of Audit and Corporate Governance Committee



Nomination Committee's Report

To Shareholders

The Nomination Committee of Christiani & Nielsen (Thai) Public Company Limited comprises three members, two of whom are Independent Directors. The members of the committee are Mr. Kasemsit Pathomsak, Independent Director as Chairman of the Committee, Mr. Kris Thirakaosal, Independent Director and Mr. Kirit Shah as a member of the Committee.

During 2022, the Nomination Committee held two meetings with 100% attendance by all three members. The nomination Committee put in its best efforts with due care, prudence, independence and thoroughness in compliance with its mandate to perform its role as assigned by the Board, which is summarized as follows;

For the Annual General Meeting (AGM) in 2022, the Company offered minority shareholders the opportunity to nominate a qualified individual to be elected as a Director through the Company's website. The nomination period was from 1 October 2021 to 31 December 2021. Since there were no candidates proposed to the Nomination Committee, the Nomination Committee reviewed the Directors whose terms expired by rotation in accordance with the Company's Articles of Association. The Nomination Committee

considered a range of diverse perspectives which are aligned with the Company's strategic directions, including gender, age, education background, skill, knowledge and experience (including past performance as Director) of those nominated Directors. At the Annual General Meeting of Shareholders No.89 held on 21 April 2022, the shareholders approved the appointment of one new Director and the reappointment of the three Directors whose terms expired by rotation.

The Nomination Committee conducted a self-assessment for 2022 as per SET guidelines, the score of which fell within the "Excellent" level. The Nomination Committee intends to use this result as an indicator to further improve its performance.

16 February 2023

For and on behalf of Nomination Committee

(Mr. Kasemsit Pathomsak)

Chairman of the Nomination Committee



Remuneration Committee's Report

To Shareholders

The Remuneration Committee of Christiani & Nielsen (Thai) Public Company Limited comprises three members, two of whom are Independent Directors. The members of the committees are Mr. Kasemsit Pathomsak, Independent Director as Chairman of the Committee, Mr. Kris Thirakaosal, Independent Director and Mr. Kirit Shah as a member of the Committee.

The Remuneration Committee held two meetings in 2022 with 100% attendance by all three members. The Remuneration Committee put in its best efforts with due care, prudence, independence and thoroughness in compliance with its mandate to perform its roles as assigned by the Board, which is summarized as follows;

The Remuneration Committee considered the 2022 remuneration of Directors and Senior Management in accordance with International Standards, along with the financial status and performance of the Company and also compared it with other equivalent listed companies including other listed companies in the same industry and individual duties and responsibilities. At the Annual General

Meeting of Shareholders No. 89 held on 21 April 2022, the shareholders approved the remuneration of the Directors for the year 2022 as proposed by the Board of Directors, on the recommendation of the Remuneration Committee.

The Remuneration Committee conducted a self-assessment for 2022 as per the SET guidelines, the score of which fell within the "Excellent" level. The Remuneration Committee intends to use this result as an indicator to further improve its performance.

16 February 2023

For and on behalf of Remuneration Committee

(Mr. Kasemsit Pathomsak)

Chairman of the Remuneration Committee



Sustainability and Risk Management Committee's Report

To Shareholders

Christiani & Nielsen (Thai) Public Company Limited recognizes the importance of managing its business for sustainable development and to meet the needs of all stakeholders equally. Therefore, at the Company's 465th Board of Directors' Meeting, it was resolved to add the role of sustainability to the organization's risk management and change the name to "Sustainability and Risk Management Committee". In addition, one more Sustainability and Risk Management Committee member has been appointed to enhance the effectiveness and efficiency of the sub-committee's operations and outcomes.

The Sustainability and Risk Management Committee consists of four members, namely Mr. Suriyon Tuchinda, an independent director who serves as Chairman of the Sustainability and Risk Management Committee, Mr. Khushroo Kali Wadia, Mr. Surasak Osathanugraha, and Mr. Vites Ratanakorn, who serve as members of the Sustainability and Risk Management Committee.

In 2022, the Sustainability and Risk Management Committee held a total of four meetings (100% of the Committee's meetings), which resulted in the following important tasks:

- Establishing an Environmental, Social, and Governance (ESG) policy as a guideline for the Company's operations.
- Setting a risk management framework that aligns with the principles of sustainable operations, covering all three aspects: (E) Environment, Reduce construction waste, dust, noise and carbon monoxide emissions to reduce environmental impact and energy use from the Company's operations, (S) Social, to promote diversity in employment policies, caring for residents around the construction site, including the safety of employees as well as construction worker and (G) Governance, to ensure that the Company operates under good governance principles.

- Reviewing the Company's annual risk management plan to ensure that all internal and external factors that may impact the Company's operations are identified, as well as considering risk management measures that are acceptable to the Company. Additionally, the Committee considered risks that may prevent the Company from achieving its risk management objectives.
- Monitor the Company's risk management, including risk indicators continuously and provide feedback and suggestions for managing risks that are in line with and appropriate for the Company's business operations.
- Monitor progress towards sustainability policies and provide recommendations to improve processes to achieve the set targets.
- Review the sustainability and risk management regulations and evaluate their own performance and report the results to the Company's board of directors.
- Report the results of risk management to the board of directors for acknowledgment.

Based on the aforementioned operations, the Sustainability and Risk Management Committee is confident that the Company's operations are in line with efficient sustainability policies and goals, and are consistent with the changing circumstances. There has been compliance with good corporate governance principles, adequate and appropriate internal control systems in place, and suitable for the business.

16 February 2023

For and on behalf of Sustainability and Risk Management Committee

(Mr. Suriyon Tuchinda)

Chairman of Sustainability and Risk Management Committee



Internal Control and Internal Audit

The Company recognizes the importance of internal control and internal audit and, accordingly, has set up an Internal Audit Department which reports to the Audit and Governance Committee to ensure that there is an appropriate and effective control system and to have reasonable assurance that the Company can achieve the following main objectives in this area:

1. Operation: Efficient and effective operations, including safety of assets, skillful use of resources for the best benefit of the Company, detection or mitigation of mistakes and wastage, including fraud in the operation units. Assessment procedures have been set up for reviewing the following matters:

- Company policies, regulations and authorization;
- Company Procedures;
- Follow up process of operations;
- Reporting and monitoring;
- Laws and regulations, Occupational Safety Health and Environment;
- IT and communication systems;
- Internal controls.

2. Financial Reporting: Should be timely, accurate and reliable, including effective performance evaluation.

3. Compliance: Full compliance with the Company's policies, procedures, laws and regulations.

The Company has set up an appropriate and sufficient Internal Control System for its operations. The Company's internal control is comprised of five different dimensions as follows:

1. Control Environment

- Set policy and goals of the operations, including effective monitoring;
- Organize, set duties & responsibilities, clearly distinguish the authorization of operations and management and define job descriptions;

- Establish discipline, competency and training programs to develop staff and help them achieve higher capabilities;
- Review and revise procedures to ensure that all functions are carried out efficiently.
- Prescribe ethical codes and prohibitions as part of its corporate governance policy, and require its directors, executives and other staff to comply with such conduct codes in order to avoid an occurrence of any conflicts of interest. Such ethical codes and prohibitions are disseminated via a printed handbook, the Company's website and regularly communicated to its entire staff.
- Our staff have to perform the job in the best effort, be honest, and fair-minded. The management and employee shall not use the Company's confidential information to gain the benefit to oneself.
- There are Anti-corruption policy and No gift Policy which clearly specified the principle of Anti-corruption, conflict of interest, internal control, whistleblowing, protection measures, disciplinary action and require its directors, executives and other staff to comply.
- There is a clear disciplinary action if the rules and regulations are violated.

2. Risk Management

The Company established the Risk Management Department which is overviewed by the Risk Management Committee to evaluate risk, implement risk management systems, and also advise all functions to mitigate risk to an acceptable level.

3. Control Activities

The Company established relevant controls for all scope of work processes. Reporting of operational outcomes is regularly required in order to provide the management with relevant information required for decision-making and problem solving. Segregation of duties in each business unit is clearly set to provide check and balance features. Authority and authorization limits are prescribed in writing

for all decision making levels. Safeguarding procedure for corporate assets are exercised to protect against possible damage and inappropriate use. Budgeting system for controlling and monitoring cost at various construction sites are also put in place to ensure that the appropriate and sufficient controls are in place, all levels and functions have to operate their work to achieve their targets in accordance with the Company's established procedures, Code of Conduct, laws and regulations, rules and regulations of the Stock Exchange of Thailand, etc.

4. Information and Communication

The Company provides sufficient information and reports to all levels and all functions to ensure their efficient operation. For the Accounts & Finance data, the Company specially developed the ERP-JDE E1 system, for the transfer of data between construction sites and the head office in close to real time. This data & information includes not only internally generated data but also information on external events, activities and conditions necessary to informed business decision-making and external reporting.

It is the Company's policy to maintain strict security measures on application of its information, data base and Information Technology Systems, which all staff are obliged to promptly comply with. The Information Technology Department is assigned to oversee system security and efficiency of the Company's computer and information systems, which are well monitored and continually updated by the Information Technology Department, in collaboration with the Internal Audit Department and other relevant departments. Contingent and back up plans are established for emergency purposes and against loss of data. The Company's accounting policy and records comply with the generally accepted accounting standards as well as appropriate practices of the industry. There is no comment from the external auditor about deficiency of the data base for support the account.

The Investor Relationship unit has been set up to provide general information, financial information and any other information as may be required from investors and other stakeholders. The Company also set up the channel for complaints, whistleblowers and other information from both internal and external stakeholders.

5. Monitoring

In addition to monitoring and evaluating from the line of command, the Internal Audit Department is also responsible for auditing and assessing internal control in each function. The Audit Report is sent to Management and the Audit and Corporate Governance Committee for their review and inputs. Any deficiencies will be monitored and recommended for improvement. The internal auditor will follow up on these corrective measures and also report to the Management and the Audit and Corporate Governance Committee regularly.

The above mentioned internal control system is to ensure that overall Company's business operations will achieve the objectives for efficiency in internal control system, resource consumption, stewardship of properties including the prevention or reduction of errors, damage, losses, and waste and the credibility of financial accounting, and other reports, compliance with laws, regulations, Cabinet resolutions, and Company's policies and regulations. As well as assessing the operations according to Good Corporate Governance (GCG) and anti-corruption measures according to the principles of the Collective Action Coalition against Corruption (CAC).

In year 2022, the Audit and Corporate Governance Committee, which comprises Independent Directors with qualifications that meet the requirements advised by the Office of the Securities and Exchange Commission, gave an independent opinion on the Company's financial reports, effectiveness in operations, credibility and transparency, adequacy of its disclosure of information for related transactions, with conflict of interest, risk management procedures, internal control and internal audit. The Committee further encouraged good corporate governance, as well as monitored the Company's compliance with laws and regulations.

The Audit and Corporate Governance Committee has monitored that the Internal Audit Department has built assurance and given consulting advice independently and fairly about examining and assessing the sufficiency of the internal control system covering the processes of the performance, conformity to the law, rules, regulations, and the accuracy of information of the Company and its subsidiaries, submitting a report to the Audit Committee

regularly, monitoring results of the improvement of operational processes to be more appropriate – particularly, issues that are important or related to high risks – and being reported of abnormal incidents such as corruption and malpractice in order to find causes and measures to prevent damage or reoccurrence so that it can ensure that the Company's performance has the sufficient, appropriate, and efficient internal control system as well as the risk management at a level accepted by the Company. The Company's Good Corporate Governance is also monitored in order to achieve the organization's goals of its operation.

The Audit Committee and the Internal Audit Department are independent. They are assigned to perform like one of channels to receive notification of clues, complaints, or other information. Their duty assures that the Company has the process of receiving notification of clues, complaints, or other information and handles them transparently and equitably according to the good governance principle.

The Internal Audit Department has developed the internal audit system to accord with the International Standards for the Professional Practice of Internal Auditing (IIA) by utilizing the Information Technology System to help the audits and satisfaction assessment made by auditees' executives. Moreover, Self-evaluation is imposed to assess the performance quality of internal auditors in order to continuously improve efficiency and effectiveness of the Internal Audit Department and recognize actual conditions and work performance so that problems, obstacles and working limitations related to work performance can be properly analyzed. Also, the internal auditors are developed so that their knowledge, skills, and competency

meet an international standard and they can conduct the auditing more efficiently by means of encouraging them to receive training such as professional practice of internal audits, knowledge of other professionalism, and taking examinations to get professional certificates, for example.

The Audit and Corporate Governance committee reviewed the Company's internal control with the internal auditor and was of the opinion that the internal control system is appropriate and efficient in terms of organization, control of environment, risk management, control activities, information and communication monitoring to achieve the Company's goals. The operations of the Company are in compliance with all applicable laws, rules and regulations.

Head of Internal Audit and Head of Legal & Compliance

A detailed profile of the Head of Internal, Mr. Gridsana Pothin is provided in Enclosure 1 "Information on Relevant Persons in the Organization" of this Annual Report.

The Company also established the Legal & Compliance Department to review and evaluate compliance issues/ concerns within the organization in order to mitigate legal risk and to ensure that the Board of Directors, Management and Employees are in compliance with the rule and regulatory agencies, that company policies and procedures are being followed and that behavior in the organization is in line with the Company's code of conduct.

A detailed profile of the Head of Legal & Compliance, Mr. Surasak Osathanugraha is provided in Enclosure 1 "Information of Relevant Persons in the Organization" of this Annual Report.



Connected Transactions

CONNECTED TRANSACTIONS

The Company and its subsidiaries have entered into certain transactions with connected persons. All of these transactions are made in the ordinary course of business and on general trading conditions. Internal auditors have reviewed the connected transactions according to the Notifications of the Stock Exchange of Thailand Re: The Disclosure of Information and Acts of Listed Companies Concerning Connected Transactions 2003, as amended from time to time and Notification of the Capital Market Supervisory Board No. Tor Chor. 21/2551 Re: Rules on Connected Transactions as amended from time to time, including circular letter of the SEC about the recommended practice to be followed under section 89/12 (1) of the Securities and Exchange Act (No.4) B.E.2551.



The Company had seven connected transactions which are categorized as follows:

Company	Type of relationship	Type of transaction	Transaction Value (MB)				The necessity and reasons	Policy on future connected Transactions
			31 Dec 2022	31 Dec 2021	31 Dec 2020			
Maxwin Builders Limited.	Mr. Ishaan Shah, Director of the Company, is also a Director and Shareholder of Maxwin Builders Limited.	Expenses for hotel services provided by Maxwin Builders Limited.	0.04	0.3	0.2		Normal business operation. The Company held Annual General meeting, seminars, trainings and banquet services.	Price and services will be compared according to standard market competition for the utmost benefit of the Company.
	Mr. Kirit Shah and Mr. Khushroo Kali Wadia, Directors of the Company, are also Directors of Maxwin Builders Limited.						In 2021 the Company paid for accommodation for employees who are subject to alternative state quarantine according to the measures to prevent the spread of COVID-19. In 2022 the Company paid Maxwin Builders Limited for customer entertainment.	
	Ms. Nishita Shah who is a Director and shareholder of Globex Corporation Limited, the Company's Major shareholder, is also a Director and shareholder of Maxwin Builders Limited.	The Company provided services for the repair of staircase works for Maxwin Builders Limited.	0.9	-	-		Normal business operations.	
Maestro Controls Limited.	Mr. Ishaan Shah, Director of the Company, is also a Director and Shareholder of Maestro Controls Limited.	The Company employed Maestro Controls Limited as a subcontractor for air-conditioning and ventilation systems.	-	-	0.05		The Company provided construction services for civil works and M&E works. Therefore, the Company was in need of hiring experienced M&E subcontractor.	Price and services will be compared according to standard market competition for the utmost benefit of the Company.
	Mr. Kirit Shah, Director of the Company, is also a Director of Maestro Controls Limited. Ms. Nishita Shah who is a Director and shareholder of Globex Corporation Limited, the Company's Major shareholder, is also a Director and shareholder of Maestro Controls Limited.							Selection of subcontractors will be based on past experience, capability and price.

Company	Type of relationship	Type of transaction	Transaction Value (MB)			The necessity and reasons	Policy on future connected Transactions
			31 Dec 2022	31 Dec 2021	31 Dec 2020		
Precious Shipping Public Company Limited.	Mr. Ishaan Shah, Mr. Kirit Shah and Mr. Khushroo Kaili Wadia, Directors of the Company, are Directors of Precious Shipping Public Company Limited.	The Company rents out the meeting venue.	-	-	0.02	Normal business operation.	Normal business support as the meeting venue is necessary for the Company's operations.
	Ms. Nishita Shah, Director and shareholder of Globex Corporation Limited, is also a Director and shareholder of Precious Shipping Public Company Limited.						
	Globex Corporation Limited, is a major shareholder of the Company and Precious Shipping Public Company Limited.						
Maxwin Apartments Limited.	Mr. Ishaan Shah, Director of the Company, is also a Director and Shareholder of Maxwin Apartments Ltd.	The Company provided architectural contracting services for Maxwin Apartment renovation project.	0.5	2.0	-	Normal business operations. The Company provided services for the repair of exterior, painting works and office renovation works for Maxwin Apartment renovation project.	Price and services will be compared according to standard market competition for the utmost benefit of the company.
	Mr. Kirit Shah, Director of the Company, is also a Director of Maxwin Apartments Ltd.						
	Ms. Nishita Shah who is a Director and shareholder of Globex Corporation Limited, the Company's Major shareholder, is also a Director of Maxwin Apartments Ltd.						

Company	Type of relationship	Type of transaction	Transaction Value (MB)			The necessity and reasons	Policy on future connected Transactions
			31 Dec 2022	31 Dec 2021	31 Dec 2020		
Christiani & Nielsen Energy Solutions Co., Ltd. (CNES)	The Company' subsidiary. The Company is a major shareholder, holding 85% of the shares. Mr.Khushroo Kali Wadia and Mr. Vites Ratanakorn, Directors of the Company, are also Directors of CNES.	The Company provided consultancy services, office rental.	2.1	3.0	3.5	Normal business transaction. The Company has an experienced management team to support the activities of the Company' subsidiary.	Sharing resources to maximize utilization. The service fees will be based on market price.
						The office lease is necessary for the operations of the subsidiary.	
		Commision fee for credit usage	1.8	-	-	The Company acts as a guarantor for loan from financial institutions for subsidiary's working capital.	
		<u>Short-term loan</u>					
		Beginning balance		103.50		The Company loaned money to be used as working capital for the business of its subsidiary. Interest rate was at 4.00% - 4.75% per annum.	The Company has a policy to give financial support to its subsidiary.
		Increase		157.50			
		Decrease		-			
		Ending balance	261.0	103.5	18.5		
		Interest income	6.4	1.7	0.4		
		install solar power generation systems for the Company's office and construction project.	0.4	3.0	14.7	The Company is a contractor that hires experienced solar power generation systems subcontractor.	Price and services will be compared according to standard market competition for the utmost benefit of the Company.

Policy in respect of future transactions with connected parties

The Company has always and will continue to conduct transactions with connected parties very carefully, with a view to maintaining full compliance with the relevant rules and regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission, Thailand, and any applicable laws, apart from compliance with the internal policies and guideline set up by the Company. Moreover, such transactions are entered into strictly on an “Arm’s Length” basis. The terms and conditions of such transactions are always in compliance with generally acceptable, standard commercial terms and conditions.

Opinions of the Audit and Corporate Governance Committee and the Board of Director on the connected transactions

Directors and Executives disclose their and their relatives’ shareholding, directorships and other interests in other Companies and Firms, and report their conflict of interests if any, to the Company for the Company’s use in complying with the regulations pertaining to connected

party transactions. Such a report disclosing all their interests is also useful in monitoring their adherence to their duties regarding conflict of interest transactions. The Internal Auditors have reviewed the above connected transactions and reported the results of their review to the Audit and Corporate Governance Committee who in turn have discussed and reviewed the transactions in their Audit and Corporate Governance Committee Meeting No. 1/2023 held on 27 February 2023. The Audit and Corporate Governance Committee is of the opinion that the aforesaid transactions are fair and reasonable and for the full benefit of the Company.

The Board of Directors Meeting No. 468 held on 27 February 2023, the Board reviewed the transactions and based on the findings and report of the Audit and Corporate Governance Committee, the Board is of the opinion that the Company has adequate rules, regulations and policies for prevention of conflicted transactions and that the above interested party transactions are entered solely based on the market prices, reasonable and for the full benefit of the Company. Adequate disclosures have also been made in the financial statements.



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FINANCIAL STATEMENTS



Report of the Board of Directors' Responsibility for the Financial Report

The Company's Board of Directors is responsible for the separate financial statements and the consolidated financial statements of the Company and its subsidiaries as well as financial information presented in the Annual Reports. The said financial statements were prepared in accordance with the financial reporting standards, where an appropriate accounting policy has been selected and implemented on a regular basis and that important information is adequately disclosed in notes to the financial statements.

The Board of Directors has appointed an Audit and Corporate Governance Committee consisting of independent directors to take responsibility for the quality of financial statements and assessment of the internal control system to ensure

that the record of accounting is sufficiently accurate, complete and timely, and also to prevent the occurrence of corruption or irregular operations. The Audit and Corporate Governance Committee's opinion on these matters has been stated in the Audit and Corporate Governance Committee's report published in this Annual Report.

The Board of Directors is of the opinion that the Company's internal control system on the whole is satisfactory and able to ensure that Christiani & Nielsen (Thai) Public Company Limited and its separate financial statements and the consolidated financial statements as of 31 December 2022 present fairly, in all material aspects, the financial positions, the results of operations and cash flows.

(Mr. Santi Grachangnetara)
Chairman of the Board of Directors

(Mr. Khushroo Kali Wadia)
Managing Director

Independent Auditor's Report

To the Shareholders of Christiani & Nielsen (Thai) Public Company Limited

Opinion

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

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Christiani & Nielsen (Thai) Public Company Limited and its subsidiaries and of Christiani & Nielsen (Thai) Public Company Limited as at 31 December 2022, their financial performance and cash flows for the year then ended, in accordance with Thai Financial Reporting Standards.

Basis for Opinion

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

Key Audit Matters

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

I have fulfilled the responsibilities described in the Auditor's Responsibilities for the Audit of the Financial Statements section of my report, including in relation to these matters. Accordingly, my audit included the performance of procedures designed to respond to my assessment of the risks of material misstatement of the financial statements. The results of my audit procedures, including the procedures performed to address the matters below, provide the basis for my audit opinion on the accompanying financial statements as a whole.

Key audit matters and how audit procedures respond for each matter are described below.

Revenue recognition and estimation of loss relating to construction contracts

Revenue from construction contract works is recognised as income on the basis of percentage of completion which is estimated by project engineers. The Company has disclosed its policies on revenue recognition for services provided under construction contracts and provision for loss on projects under construction contracts in Note 4.1 and Note 5 to the financial statements. Revenue from construction contract works is significant accounting transaction as the amount recognised in each period forms a significant portion of the Group's total revenues, and directly affects profit or loss of the Group. In addition, the processes to assess the percentage of completion and the probability of loss for determination of revenue and estimation of possible losses to be recognised are areas requiring the knowledge, expertise and experience of project engineers and management. I therefore consider revenue recognition and estimation of loss relating to construction contracts as key audit matter.

I examined the revenue recognition and estimation of possible loss relating to construction contracts by accessing and testing the internal controls relating to the method that the management used in estimation of the percentage of completion, recognition of revenue and cost of construction and estimation of possible loss by making enquires of responsible executives, gaining an understanding of the controls and selecting construction contracts that the Company made with customers to test the operation of the designed controls. I also read the contracts to consider the conditions relating to revenue recognition and inquired of the management about the terms and risks associated with these contracts. In addition, I selected construction contracts to review the assessment of the percentage of completion and the probability of loss by making inquiry of the management and project engineers with respect to the status of projects and had site visit of the significant projects under construction together with the Company's project engineers. I compared the percentage of completion evaluated by the project engineers with cost-to-cost method and investigated the variance of these two methods, and obtained written representation letter from the project engineers regarding the percentage of completion. I also performed analytical review of the gross margin of the construction projects to detect possible irregularities.

Deferred tax assets

The Group has disclosed its accounting policy and details relating to deferred tax in Note 4.16 and Note 27 to the financial statements. A deferred tax asset is recognised when it is highly probable that the Group's taxable profit will be sufficient to allow utilisation of the deferred tax assets in the future. The determination whether there will be sufficient future taxable profit to utilise temporary differences or taxable losses requires significant management judgement with respect to preparation of business plans and projections of future taxable profit based on approved business plans. Therefore, there is risk with respect to the amount of deferred tax assets.

I gained an understanding of and tested the key related controls over the preparation and approval of the estimates of future taxable profit for the purposes of deferred tax asset recognition by making enquiry of responsible executives, gaining an understanding of the controls and selecting representative samples to test the operation of the designed controls. I assessed the estimates of future taxable profit by checking the required information and key economic assumptions used in the projections against information from both internal and external sources, with particular consideration given to information and assumptions that directly affect revenue growth and gross profit margin and compared past profit projections with actual taxable profits to assess the exercise of management judgement in estimating taxable profits. I also tested the calculation of future taxable profit based on the above information and assumptions, and considered the effects of changes to key assumptions on the projected future taxable profits, especially in respect of long-term revenue growth. In addition, I reviewed the disclosure of information regarding temporary differences and unused tax losses for which deferred tax assets were not recognised by the Group.

Other Information

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

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

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

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

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

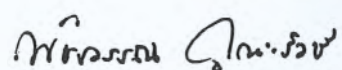
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

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

I also provide those charged with governance with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

I am responsible for the audit resulting in this independent auditor's report.



Patcharawan Koonarangsri

Certified Public Accountant (Thailand) No. 6650

EY Office Limited

Bangkok: 27 February 2023

Christiani & Nielsen (Thai) Public Company Limited and its subsidiaries

Statements of financial position

As at 31 December 2022

	Note	Consolidated financial statements		Separate financial statements	
		2022	2021	2022	2021
Assets					
Current assets					
Cash and cash equivalents	7	211,950,182	303,598,060	90,938,839	216,557,936
Trade and other receivables	6, 8	1,499,661,321	664,099,902	1,411,988,540	651,882,074
Contract assets	9	1,566,735,822	1,888,717,016	1,532,363,176	1,850,558,638
Inventories	10	101,714,829	64,406,171	100,759,240	63,249,804
Short-term loan to related party	6	-	-	261,000,000	103,500,000
Advance payments to subcontractors		452,630,988	308,561,363	452,707,361	308,510,362
Withholding tax deducted at source		251,866,382	262,432,721	242,585,223	254,572,807
Other current assets	11	22,586,330	10,344,537	22,526,329	10,284,537
Total current assets		4,107,145,854	3,502,159,770	4,114,868,708	3,459,116,158
Non-current assets					
Restricted bank deposits	12	7,715,082	1,548,676	7,715,082	1,548,676
Investments in subsidiaries	13	-	-	52,202,866	52,202,866
Other non-current financial assets	14	17,352,759	98,399,776	17,352,759	98,399,776
Investment properties	15	264,208,400	287,476,400	264,208,400	287,476,400
Property, plant and equipment	16	1,689,959,546	1,497,962,466	1,356,277,477	1,343,691,085
Right-of-use assets	20	93,488,568	140,342,828	57,508,599	137,011,819
Intangible assets	17	22,320,029	23,559,133	22,285,126	23,538,853
Total non-current assets		2,095,044,384	2,049,289,279	1,777,550,309	1,943,869,475
Total assets		6,202,190,238	5,551,449,049	5,892,419,017	5,402,985,633

The accompanying notes are an integral part of the financial statements.

Christiani & Nielsen (Thai) Public Company Limited and its subsidiaries

Statements of financial position (continued)

As at 31 December 2022

		Consolidated financial statements		Separate financial statements	
	<u>Note</u>	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Liabilities and shareholders' equity					
Current liabilities					
Bank overdraft and short-term loans from					
financial institutions	18	370,772,423	116,308,918	225,000,000	-
Trade and other payables	6, 19	2,271,689,393	1,942,424,390	2,113,412,266	1,922,668,914
Short-term loan from related party	6	9,000,000	6,000,000	-	-
Current portion of lease liabilities	20	14,689,128	65,397,119	12,167,734	64,070,000
Corporate income tax payable		20,397	601,318	-	-
Contract liabilities	9	1,213,313,643	932,784,216	1,212,652,513	929,675,877
Short-term provisions		275,123,000	235,323,000	275,123,000	235,323,000
Other current liabilities		108,446,730	47,645,071	108,881,312	43,416,087
Total current liabilities		4,263,054,714	3,346,484,032	3,947,236,825	3,195,153,878
Non-current liabilities					
Lease liabilities - net of current portion	20	54,104,948	19,487,041	20,646,373	17,483,151
Provision for long-term employee benefits	21	188,374,784	184,864,773	188,374,784	184,864,773
Deferred tax liabilities	27	47,233,758	74,847,294	47,233,758	74,847,294
Total non-current liabilities		289,713,490	279,199,108	256,254,915	277,195,218
Total liabilities		4,552,768,204	3,625,683,140	4,203,491,740	3,472,349,096

The accompanying notes are an integral part of the financial statements.

Christiani & Nielsen (Thai) Public Company Limited and its subsidiaries

Statements of financial position (continued)

As at 31 December 2022

		Consolidated financial statements		Separate financial statements	
	Note	2022	2021	2022	2021
Shareholders' equity					
Share capital	22				
Registered					
1,102,904,144 ordinary shares of Baht 1 each		1,102,904,144	1,102,904,144	1,102,904,144	1,102,904,144
Issued and fully paid up					
1,027,904,144 ordinary shares of Baht 1 each		1,027,904,144	1,027,904,144	1,027,904,144	1,027,904,144
Share premium		100,000,000	100,000,000	100,000,000	100,000,000
Retained earnings					
Appropriated - statutory reserve	24	98,986,400	98,986,400	97,426,400	97,426,400
Unappropriated		(80,604,505)	126,453,746	65,444,253	242,932,657
Other components of shareholders' equity		397,686,989	461,784,727	398,152,480	462,373,336
Premium on sales of investment in subsidiary		21,431,362	21,431,362	-	-
Premium on sales of own shares held by subsidiary		68,924,184	68,924,184	-	-
Equity attributable to owners of the Company		1,634,328,574	1,905,484,563	1,688,927,277	1,930,636,537
Non-controlling interests of the subsidiaries		15,093,460	20,281,346	-	-
Total shareholders' equity		1,649,422,034	1,925,765,909	1,688,927,277	1,930,636,537
Total liabilities and shareholders' equity		6,202,190,238	5,551,449,049	5,892,419,017	5,402,985,633

The accompanying notes are an integral part of the financial statements.

Christiani & Nielsen (Thai) Public Company Limited and its subsidiaries

Income statements

For the year ended 31 December 2022

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2022	2021	2022	2021
Revenues					
Construction income		5,213,956,814	6,015,495,843	5,213,956,814	6,015,495,843
Revenue from sales and services		116,268,637	158,829,993	-	-
Other income		18,138,074	24,343,645	21,667,343	24,915,037
Total revenues		5,348,363,525	6,198,669,481	5,235,624,157	6,040,410,880
Expenses					
	25				
Costs of construction		5,245,342,047	5,854,471,920	5,245,580,590	5,857,744,870
Cost of sales and services		117,612,926	143,015,726	-	-
Administrative expenses		250,528,371	249,088,469	227,056,398	219,194,656
Expected credit losses	8	-	52,610,442	-	52,610,442
Total expenses		5,613,483,344	6,299,186,557	5,472,636,988	6,129,549,968
Operating loss		(265,119,819)	(100,517,076)	(237,012,831)	(89,139,088)
Finance income		38,642,023	7,362,970	44,781,628	8,755,332
Finance cost	26	(5,205,147)	(11,593,191)	(4,728,899)	(6,334,609)
Loss before income tax		(231,682,943)	(104,747,297)	(196,960,102)	(86,718,365)
Income tax	27	13,106,105	(25,602,955)	13,140,997	(24,927,274)
Loss for the year		(218,576,838)	(130,350,252)	(183,819,105)	(111,645,639)
Loss attributable to:					
Equity holders of the Company		(213,388,952)	(128,920,220)	(183,819,105)	(111,645,639)
Non-controlling interests of the subsidiaries		(5,187,886)	(1,430,032)		
		(218,576,838)	(130,350,252)		
Loss per share					
	28				
Basic loss per share					
Loss attributable to equity holders of the Company (Baht)		(0.21)	(0.13)	(0.18)	(0.11)
Weighted average number of ordinary shares (shares)		1,027,904,144	1,027,904,144	1,027,904,144	1,027,904,144

The accompanying notes are an integral part of the financial statements.

Christiani & Nielsen (Thai) Public Company Limited and its subsidiaries

Statements of comprehensive income

For the year ended 31 December 2022

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2022	2021	2022	2021
Loss for the year		<u>(218,576,838)</u>	<u>(130,350,252)</u>	<u>(183,819,105)</u>	<u>(111,645,639)</u>
Other comprehensive income:					
<i>Other comprehensive income to be reclassified to profit or loss in subsequent periods:</i>					
Exchange differences on translation of financial statements in foreign currency		<u>123,118</u>	<u>1,100,044</u>	<u>-</u>	<u>-</u>
Other comprehensive income to be reclassified to profit or loss in subsequent periods		<u>123,118</u>	<u>1,100,044</u>	<u>-</u>	<u>-</u>
<i>Other comprehensive income not to be reclassified to profit or loss in subsequent periods</i>					
Loss on changes in value of equity investments designated at fair value through other comprehensive income	34	(81,047,017)	(8,277,140)	(81,047,017)	(8,277,140)
Revaluation surplus on assets	16	3,501,604	-	3,501,604	-
Actuarial gain	21	5,182,720	12,616,371	5,182,720	12,616,371
Less: Income tax effect	27	<u>14,472,538</u>	<u>(867,846)</u>	<u>14,472,538</u>	<u>(867,846)</u>
Other comprehensive income not to be reclassified to profit or loss in subsequent periods - net of income tax		<u>(57,890,155)</u>	<u>3,471,385</u>	<u>(57,890,155)</u>	<u>3,471,385</u>
Other comprehensive income for the year		<u>(57,767,037)</u>	<u>4,571,429</u>	<u>(57,890,155)</u>	<u>3,471,385</u>
Total comprehensive income for the year		<u>(276,343,875)</u>	<u>(125,778,823)</u>	<u>(241,709,260)</u>	<u>(108,174,254)</u>
Total comprehensive income attributable to:					
Equity holders of the Company		(271,155,989)	(124,348,791)	<u>(241,709,260)</u>	<u>(108,174,254)</u>
Non-controlling interests of the subsidiaries		<u>(5,187,886)</u>	<u>(1,430,032)</u>		
		<u>(276,343,875)</u>	<u>(125,778,823)</u>		

The accompanying notes are an integral part of the financial statements.

Christiani & Nielsen (Thai) Public Company Limited and its subsidiaries

Statements of changes in shareholders' equity

For the year ended 31 December 2022

	Consolidated financial statements													(Unit: Baht)	
	Equity attributable to owners of the Company														
	Note	Issued and paid-up share capital	Share premium	Retained earnings		Exchange differences on financial statements in foreign currency	Fair value reserve of financial assets at FVOCI	Revaluation surplus on assets	Total other components of shareholders' equity	Premium on sales of investment in subsidiary	Premium on sales of own shares held by subsidiary	Total equity attributable to owners of the Company	Equity attributable to non-controlling interests of the subsidiaries		Total shareholders' equity
				Appropriated - statutory reserve	Unappropriated reserve										
Balance as at 1 January 2021	1,027,904,144	100,000,000	98,986,400	294,571,964	(1,688,653)	1,381,533	469,716,374	469,409,254	21,431,362	68,924,184	2,081,227,308	21,711,153	2,102,938,461		
Loss for the year	-	-	-	(128,920,220)	-	-	-	-	-	-	(128,920,220)	(1,430,032)	(130,350,252)		
Other comprehensive income for the year	-	-	-	10,093,097	1,100,044	(6,621,712)	-	(5,521,668)	-	-	4,571,429	-	4,571,429		
Total comprehensive income for the year	-	-	-	(118,827,123)	1,100,044	(6,621,712)	-	(5,521,668)	-	-	(124,348,791)	(1,430,032)	(125,778,823)		
Dividend paid	-	-	-	(51,393,954)	-	-	-	-	-	-	(51,393,954)	-	(51,393,954)		
Transferred to retained earnings	-	-	-	2,102,859	-	-	(2,102,859)	(2,102,859)	-	-	-	-	-		
Non-controlling interest of new subsidiary	-	-	-	-	-	-	-	-	-	-	-	225	225		
Balance as at 31 December 2021	1,027,904,144	100,000,000	98,986,400	126,453,746	(588,609)	(5,240,179)	467,613,515	461,784,727	21,431,362	68,924,184	1,905,484,563	20,281,346	1,925,765,909		
Balance as at 1 January 2022	1,027,904,144	100,000,000	98,986,400	126,453,746	(588,609)	(5,240,179)	467,613,515	461,784,727	21,431,362	68,924,184	1,905,484,563	20,281,346	1,925,765,909		
Loss for the year	-	-	-	(213,388,952)	-	-	-	-	-	-	(213,388,952)	(5,187,886)	(218,576,838)		
Other comprehensive income for the year	-	-	-	4,146,176	123,118	(64,837,614)	2,801,283	(61,913,213)	-	-	(57,767,037)	-	(57,767,037)		
Total comprehensive income for the year	-	-	-	(209,242,776)	123,118	(64,837,614)	2,801,283	(61,913,213)	-	-	(271,155,989)	(5,187,886)	(276,343,875)		
Transferred to retained earnings	-	-	-	2,184,525	-	-	(2,184,525)	(2,184,525)	-	-	-	-	-		
Balance as at 31 December 2022	1,027,904,144	100,000,000	98,986,400	(80,604,505)	(465,491)	(70,077,793)	468,230,273	397,686,989	21,431,362	68,924,184	1,634,328,574	15,093,460	1,649,422,034		

The accompanying notes are an integral part of the financial statements.

Christiani & Nielsen (Thai) Public Company Limited and its subsidiaries

Statements of changes in shareholders' equity

For the year ended 31 December 2022

	Note	Separate financial statements							(Unit: Baht)	
		Other components of shareholders' equity								
		Retained earnings			Other comprehensive income			Total other components of shareholders' equity		
		Issued and paid up share capital	Share premium	Appropriated - statutory reserve	Unappropriated	Fair value reserve of financial assets at FVOCI	Revaluation surplus on assets			
Balance as at 1 January 2021		1,027,904,144	100,000,000	97,426,400	393,776,294	1,381,533	469,716,374	471,097,907	Total shareholders' equity	2,090,204,745
Loss for the year		-	-	-	(111,645,639)	-	-	-	-	(111,645,639)
Other comprehensive income for the year		-	-	-	10,093,097	(6,621,712)	-	-	(6,621,712)	3,471,385
Total comprehensive income for the year		-	-	-	(101,552,542)	(6,621,712)	-	-	(6,621,712)	(108,174,254)
Dividend paid	29	-	-	-	(51,393,954)	-	-	-	-	(51,393,954)
Transferred to retained earnings		-	-	-	2,102,859	-	(2,102,859)	(2,102,859)	(2,102,859)	-
Balance as at 31 December 2021		1,027,904,144	100,000,000	97,426,400	242,932,657	(5,240,179)	467,613,515	462,373,336	1,930,636,537	
Balance as at 1 January 2022		1,027,904,144	100,000,000	97,426,400	242,932,657	(5,240,179)	467,613,515	462,373,336	1,930,636,537	
Loss for the year		-	-	-	(183,819,105)	-	-	-	(183,819,105)	
Other comprehensive income for the year		-	-	-	4,146,176	(64,837,614)	2,801,283	(62,036,331)	(57,890,155)	
Total comprehensive income for the year		-	-	-	(179,672,929)	(64,837,614)	2,801,283	(62,036,331)	(241,709,260)	
Transferred to retained earnings		-	-	-	2,184,525	-	(2,184,525)	(2,184,525)	-	
Balance as at 31 December 2022		1,027,904,144	100,000,000	97,426,400	65,444,253	(70,077,793)	468,230,273	398,152,480	1,688,927,277	

The accompanying notes are an integral part of the financial statements.

Christiani & Nielsen (Thai) Public Company Limited and its subsidiaries

Cash flow statements

For the year ended 31 December 2022

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Cash flows from operating activities				
Loss before tax	(231,682,943)	(104,747,297)	(196,960,102)	(86,718,365)
Adjustments to reconcile loss before tax to net cash provided by (paid from) operating activities				
Depreciation and amortisation	141,597,642	167,281,205	132,636,707	165,409,481
Bad debt	-	3,000,000	-	3,000,000
Write off of other receivable	-	1,651,521	-	146,549
Write off of other payables	-	(6,313,863)	-	(70,456)
Allowance for expected credit losses	-	49,610,442	-	49,610,442
Allowance for diminution in inventory value(reversal)	473,736	(661,228)	473,736	(661,228)
Reversal allowance for impairment loss of investment in subsidiary	-	-	-	(3,319,000)
Allowance for impairment loss of other current asset (reversal)	(4,668,000)	5,675,000	(4,668,000)	5,675,000
Allowance for impairment loss of plant	955,570	-	955,570	-
Loss on disposals of right-of-use assets	62,532	-	62,532	-
Gain on disposals/write off of equipment	(14,855,400)	(12,517,024)	(14,855,400)	(12,517,091)
Estimated expenses for construction projects	39,800,000	16,960,000	39,800,000	17,476,000
Provision for long-term employee benefits	18,013,930	18,066,334	18,013,930	18,066,334
Unrealised gain on exchange	(126,276)	(329,415)	(126,276)	(329,415)
Finance income	(38,642,023)	(7,362,970)	(44,781,628)	(8,755,332)
Finance cost	2,727,552	7,460,606	2,269,029	4,229,453
Profit (loss) from operating activities before changes in operating assets and liabilities	(86,343,680)	137,773,311	(67,179,902)	151,242,372

The accompanying notes are an integral part of the financial statements.

Christiani & Nielsen (Thai) Public Company Limited and its subsidiaries

Cash flow statements (continued)

For the year ended 31 December 2022

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Operating assets (increase) decrease				
Trade and other receivables	(834,940,239)	772,099,352	(759,485,287)	784,482,396
Contract assets	321,981,194	(137,227,924)	318,195,462	(141,321,089)
Inventories	(37,782,394)	(4,192,097)	(37,983,172)	(4,152,349)
Advance payments to subcontractors	(144,069,625)	129,262,362	(144,196,999)	125,943,606
Other current assets	(7,573,793)	6,437,214	(7,573,792)	6,085,086
Operating liabilities increase (decrease)				
Trade and other payables	252,701,883	(42,720,698)	190,779,927	(19,872,276)
Contract liabilities	280,529,427	(584,181,637)	282,976,636	(585,419,465)
Other current liabilities	60,801,659	(32,271,926)	65,465,225	(36,354,765)
Provision for long-term employee benefits	(9,321,199)	(6,408,486)	(9,321,199)	(6,408,486)
Cash from (used in) operating activities	(204,016,767)	238,569,471	(168,323,101)	274,225,030
Interest income	38,147,119	7,363,141	44,286,725	8,755,504
Cash paid for interest expense	(590,785)	(3,163,073)	(560,395)	(414,911)
Refund of withholding tax deducted at source	124,189,894	183,893,662	124,189,894	183,869,613
Cash paid for income tax	(114,239,369)	(139,712,033)	(112,202,311)	(132,360,306)
Net cash from (used in) operating activities	(156,509,908)	286,951,168	(112,609,188)	334,074,930
Cash flows from investing activities				
Net increase in short-term loan to related party	-	-	(157,500,000)	(85,000,000)
Increase in restricted bank deposits	(6,166,406)	(2,676)	(6,166,406)	(2,676)
Cash paid for acquisitions of property, plant and equipment	(146,434,518)	(155,074,142)	(35,786,008)	(13,625,517)
Proceeds from disposals of plant and equipment	32,379,793	25,894,786	32,379,793	25,894,787
Cash paid for intangible assets	(3,235,150)	(3,300,450)	(3,211,900)	(3,300,450)
Net cash used in investing activities	(123,456,281)	(132,482,482)	(170,284,521)	(76,033,856)

The accompanying notes are an integral part of the financial statements.

Christiani & Nielsen (Thai) Public Company Limited and its subsidiaries

Cash flow statements (continued)

For the year ended 31 December 2022

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Cash flows from financing activities				
Net increase in bank overdraft and short-term loans				
from financial institutions	254,463,505	76,029,805	225,000,000	-
Increase in short-term loans from related party	3,000,000	1,500,000	-	-
Payment of principal portion of leases liabilities	(67,318,005)	(113,056,372)	(65,980,179)	(111,792,007)
Cash paid for interest expenses of leases liabilities	(1,853,784)	(4,078,254)	(1,745,209)	(3,920,418)
Dividend payment	-	(51,393,954)	-	(51,393,954)
Cash received from non-controlling interest of subsidiary	-	225	-	-
Net cash from (used in) financing activities	188,291,716	(90,998,550)	157,274,612	(167,106,379)
Increase in translation adjustments	26,595	986,112	-	-
Net increase (decrease) in cash and cash equivalents	(91,647,878)	64,456,248	(125,619,097)	90,934,695
Cash and cash equivalents at beginning of year	303,598,060	239,141,812	216,557,936	125,623,241
Cash and cash equivalents at end of year (Note 7)	211,950,182	303,598,060	90,938,839	216,557,936
	-		-	
Supplemental disclosure of cash flows information				
Non-cash transactions				
Payables for purchases of equipment	90,249,421	13,969,284		-
Transfer right-of-use assets to plant and equipment	75,457,791	109,274,242	75,457,791	109,274,242
Additions to right-of-use assets and lease liabilities	51,227,921	12,189,740	17,241,135	12,189,740
Transfer investment properties to land	23,268,000	-	23,268,000	-
Revaluation surplus on assets	3,501,604	-	3,501,604	-
Write off trade accounts receivable as bad debts	-	3,000,000	-	3,000,000

The accompanying notes are an integral part of the financial statements.

Christiani & Nielsen (Thai) Public Company Limited and its subsidiaries

Notes to consolidated financial statements

For the year ended 31 December 2022

1. General information

Christiani & Nielsen (Thai) Public Company Limited (“the Company”) is a public company incorporated and domiciled in Thailand. The major shareholder of the Company is Globex Corporation Limited, which was also incorporated in Thailand. The Company is principally engaged in the provision of construction services. The registered office of the Company is at 727, La Salle Road, Kwaeng Bangna Tai, Khet Bangna, Bangkok.

2. Basis of preparation

- 2.1 The financial statements have been prepared in accordance with Thai Financial Reporting Standards enunciated under the Accounting Professions Act B.E. 2547 and their presentation has been made in compliance with the stipulations of the Notification of the Department of Business Development, issued under the Accounting Act B.E. 2543.

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

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

2.2 Basis of consolidation

- a) The consolidated financial statements include the financial statements of Christiani & Nielsen (Thai) Public Company Limited (“the Company”) and the following subsidiary companies (“the subsidiaries”) (collectively as “the Group”):

Company's name	Nature of business	Country of incorporation	Percentage of shareholding	
			<u>2022</u> Percent	<u>2021</u> Percent
<u>Subsidiaries (held by the Company)</u>				
CNT Holdings Limited	Construction business	Thailand	60	60
Christiani & Nielsen (Myanmar) Limited	Construction business	Myanmar	100	100
Christiani & Nielsen (Cambodia) Co., Ltd.	Construction business	Cambodia	100	100
Christiani & Nielsen Energy Solutions Company Limited (CNES)	Provision of services for energy solutions in solar, wind and other renewable energy sectors	Thailand	85	85
<u>Subsidiary (held by a subsidiary)</u>				
CNES D1 Co., Ltd.	Developing renewable energy based power producing facilities	Thailand	100	100

- b) The Company is deemed to have control over an investee or subsidiaries if it has rights, or is exposed, to variable returns from its involvement with the investee, and it has the ability to direct the activities that affect the amount of its returns.
- c) Subsidiaries are fully consolidated as from being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.
- d) The financial statements of the subsidiaries are prepared using the same significant accounting policies as the Company.
- e) The assets and liabilities in the financial statements of overseas subsidiary company are translated to Baht using the exchange rate prevailing on the end of reporting period, and revenues and expenses translated using monthly average exchange rates. The resulting differences are shown under the caption of “Exchange differences on translation of financial statements in foreign currency” in the statements of changes in shareholders’ equity.
- f) Material balances and transactions between the Group have been eliminated from the consolidated financial statements.
- g) Non-controlling interests represent the portion of profit or loss and net assets of the subsidiaries that are not held by the Company and are presented separately in the consolidated income statement and within equity in the consolidated statement of financial position.

2.3 The separate financial statements present investments in subsidiaries under the cost method.

3. New financial reporting standards

3.1 Financial reporting standards that became effective in the current year

During the year, the Group has adopted the revised financial reporting standards and interpretations which are effective for fiscal years beginning on or after 1 January 2022. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards.

The adoption of these financial reporting standards does not have any significant impact on the Group’s financial statements.

3.2 Financial reporting standards that will become effective for fiscal years beginning on or after 1 January 2023

The Federation of Accounting Professions issued a number of revised financial reporting standards, which are effective for fiscal years beginning on or after 1 January 2023. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of standards.

The management of the Group believes that adoption of these amendments will not have any significant impact on the Group's financial statements.

4. Significant accounting policies

4.1 Revenue and expenses recognition

Construction income

The Group determines that its construction contracts generally have one performance obligation. The Group recognises construction revenue over time where the stage of completion is measured using an output method, which is based on percentage of completion estimated by the Group's project engineers or project managers.

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

Sales of goods

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

Rendering of services

Service revenue is recognised over time when services have been rendered taking into account the stage of completion, measuring based on information provided by the project managers.

Interest income

Interest income is calculated using the effective interest method and recognised on an accrual basis. The effective interest rate is applied to the gross carrying amount of a financial asset, unless the financial assets subsequently become credit-impaired when it is applied to the net carrying amount of the financial asset (net of the expected credit loss allowance).

Finance cost

Interest expense from financial liabilities at amortised cost is calculated using the effective interest method and recognised on an accrual basis.

Dividends

Dividends are recognised when the right to receive the dividends is established.

4.2 Cost of construction

Cost of construction comprises the costs of materials, labour, subcontractors' charges, other services and overheads, which are recognised on the percentage of completion method.

4.3 Cash and cash equivalents

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

4.4 Contract assets and contract liabilities

A contract asset is the right to consideration in exchange for goods or services transferred to the customer when that right is conditional. If the Group transfers goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the right to consideration that is conditional. In the case of the construction contracts, a contract asset is the excess of cumulative revenue earned over the billings to date. A contract asset is stated at cost less accumulated impairment (if any). Contract assets are transferred to receivables when the rights become unconditional (i.e. services are completed and delivered to customer).

A contract liability is the obligation to transfer goods and services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. In the case of the construction contracts, a contract liability is the excess of the billings to date over the cumulative revenue earned. Contract liabilities are recognised as revenue when the Group fulfils its performance obligations under the contracts.

4.5 Inventories

Inventories, which comprise construction materials and spare parts, are valued at the lower of average cost and net realisable value.

Construction materials are charged to project costs whenever consumed.

Allowance for diminution in inventory value is made for deteriorated inventories.

4.6 Investments in subsidiaries

Investments in subsidiaries are accounted for in the separate financial statements at cost net of allowance for impairment loss (if any).

4.7 Investment properties

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value. Any gains or losses arising from changes in the value of investment properties are recognised in the income statement when incurred.

On disposal of investment properties, the difference between the net disposal proceeds and the carrying amount of the asset is recognised in the income statement in the period when the asset is derecognised.

4.8 Property, plant and equipment and depreciation

Land is stated at revalued amount. Buildings and equipment are stated at cost or revalued amount less accumulated depreciation and allowance for loss on impairment of assets (if any).

Land and buildings are initially recorded at cost on the acquisition date, and subsequently revalued by an independent professional appraiser to their fair values. Revaluations are made with sufficient regularity to ensure that the carrying amount does not differ materially from fair value at the end of reporting period.

Differences arising from the revaluation are dealt with in the financial statements as follows:

- When an asset's carrying amount is increased as a result of a revaluation of the Company's assets, the increase is credited directly to the other comprehensive income and the cumulative increase is recognised in equity under the heading of "Revaluation surplus on assets". However, a revaluation increase is recognised as income to the extent that it reverses a revaluation decrease in respect of the same asset previously recognised as an expense.
- When an asset's carrying amount is decreased as a result of a revaluation of the Company's assets, the decrease is recognised in the income statement. However, the revaluation decrease is charged to the other comprehensive income to the extent that it does not exceed an amount already held in "Revaluation surplus on assets" in respect of the same asset.

Depreciation of plant and equipment is calculated by reference to their costs or the revalued amounts on the straight-line basis over the following estimated useful lives:

Buildings	-	20 and 50	years
Land improvements	-	5	years
Solar power system	-	20	years
Construction machinery and equipment	-	2 - 10	years
Furniture, fixtures and equipment	-	3 - 6	years
Motor vehicles	-	3 - 6	years

Depreciation is included in determining income. No depreciation is provided on land and assets under construction and installation.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on disposal of an asset is included in the income statement when the asset is derecognised.

4.9 Intangible assets and amortisation

Intangible assets are stated at cost less accumulated amortisation and accumulated impairment losses (if any).

Intangible assets with finite lives are amortised on the straight-line basis over the economic useful life and tested for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method of such intangible assets are reviewed at least at each financial year end. The amortisation expense is charged to the income statement.

Intangible asset with finite useful lives which is computer software has the estimated economic useful lives of 5 years and 10 years.

4.10 Related party transactions

Related parties comprise individuals or enterprises that control, or are controlled by, the Company, whether directly or indirectly, or which are under common control with the Company.

They also include associates, individuals or enterprises which directly or indirectly own a voting interest in the Company that gives them significant influence over the Company, key management personnel, directors, and officers with authority in the planning and direction of the Company's operations.

4.11 Leases

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

The Group as a lessee

The Group applied a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. At the commencement date of the lease (i.e. the date the underlying asset is available for use), the Group recognises right-of-use assets representing the right to use underlying assets and lease liabilities based on lease payments.

Right-of-use assets

Right-of-use assets are measured at cost, less accumulated depreciation, any accumulated impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities initially recognised, initial direct costs incurred, and lease payments made at or before the commencement date of the lease, and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located less any lease incentives received.

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

Machinery and equipment	6 years
Furniture, fixtures and equipment	4 years
Motor vehicles	1 - 5 years

If ownership of the leased asset is transferred to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

Lease liabilities

Lease liabilities are measured at the present value of the lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be payable under residual value guarantees. Moreover, the lease payments include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising an option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs.

The Group discounted the present value of the lease payments by the interest rate implicit in the lease or the Group's incremental borrowing rate. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

Short-term leases and leases of low-value assets

A lease that has a lease term less than or equal to 12 months from commencement date or a lease of low-value assets is recognised as expenses on a straight-line basis over the lease term.

4.12 Foreign currencies

The consolidated and separate financial statements are presented in Baht, which is also the Company's functional currency. Items of each entity included in the consolidated financial statements are measured using the functional currency of that entity.

Transactions in foreign currencies are translated into Baht at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into Baht at the exchange rate ruling at the end of reporting period.

Gains and losses on exchange are included in determining income.

4.13 Impairment of non-financial assets

At the end of each reporting period, the Company performs impairment reviews in respect of the property, plant and equipment, right-of-use assets, investment properties and other intangible assets whenever events or changes in circumstances indicate that an asset may be impaired. An impairment loss is recognised when the recoverable amount of an asset, which is the higher of the asset's fair value less costs to sell and its value in use, is less than the carrying amount.

An impairment loss is recognised in the income statement. However, in cases where land and buildings were previously revalued and the revaluation was taken to equity, a part of such impairment is recognised in equity up to the amount of the previous revaluation.

In the assessment of asset impairment if there is any indication that previously recognised impairment losses may no longer exist or may have decreased, the Company estimates the asset's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The increased carrying amount of the asset attributable to a reversal of an impairment loss shall not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the income statement unless the asset is carried at a revalued amount, in which case the reversal, which exceeds the carrying amount that would have been determined, is treated as a revaluation increase.

4.14 Employee benefits

Short-term employee benefits

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

Post-employment benefits

Defined contribution plans

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

Defined benefit plans

The Group has obligations in respect of the severance payments they must make to employees upon retirement under labor law. The Group treats these severance payment obligations as a defined benefit plan.

The obligation under the defined benefit plan is determined by a professionally qualified independent actuary based on actuarial techniques, using the projected unit credit method.

Actuarial gains and losses arising from post-employment benefits are recognised immediately in other comprehensive income.

Past service costs are recognised in the income statement on the earlier of the date of the plan amendment or curtailment and the date that the restructuring-related costs are recognised.

4.15 Provisions

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

Provision for losses on construction projects is made in the accounts in full when the possibility of loss is ascertained.

4.16 Income tax

Income tax expense represents the sum of corporate income tax currently payable and deferred tax.

Current tax

Current income tax is provided in the accounts at the amount expected to be paid to the taxation authorities, based on taxable profits determined in accordance with tax legislation.

Deferred tax

Deferred income tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts at the end of each reporting period, using the tax rates enacted at the end of the reporting period.

The Group recognises deferred tax liabilities for all taxable temporary differences while it recognises deferred tax assets for all deductible temporary differences and tax losses carried forward to the extent that it is probable that future taxable profit will be available against which such deductible temporary differences and tax losses carried forward can be utilised.

At each reporting date, the Group reviews and reduces the carrying amount of deferred tax assets to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

The Group records deferred tax directly to shareholders' equity if the tax relates to items that are recorded directly to shareholders' equity.

4.17 Financial instruments

The Group initially measures financial assets at its fair value plus, in the case of financial assets that are not measured at fair value through profit or loss, transaction costs. However, trade receivables, that do not contain a significant financing component or for which at contract inception the Group expected payment by the customer less than one year and the Group has applied the practical expedient regarding not to adjust the effects of a significant financing component, are measured at the transaction price as disclosed in the accounting policy relating to revenue recognition.

Classification and measurement of financial assets

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

Financial assets at amortised cost

The Group measures financial assets at amortised cost if the financial asset is held in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest rate (“EIR”) method and are subject to impairment. Gains and losses are recognised in the income statement when the asset is derecognised, modified or impaired.

Financial assets designated at FVOCI (equity instruments)

Upon initial recognition, the Group can elect to irrevocably classify its equity investments which are not held for trading as equity instruments designated at FVOCI. The classification is determined on an instrument-by-instrument basis.

Gains and losses recognised in other comprehensive income on these financial assets are never recycled to profit or loss.

Dividends are recognised as other income in the income statement, except when the dividends clearly represent a recovery of part of the cost of the financial asset, in which case, the gains are recognised in other comprehensive income.

Equity instruments designated at FVOCI are not subject to impairment assessment.

Classification and measurement of financial liabilities

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

Regular way purchases and sales of financial assets

Regular way purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace are recognised on the settlement date, i.e., the date on which an asset is delivered.

Derecognition of financial instruments

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

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

Impairment of financial assets

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

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

The Group considers a significant increase in credit risk to have occurred when contractual payments are more than 30 days past due and considers a financial asset as credit impaired or default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to have a significant increase in credit risk and to be in default using other internal or external information, such as credit rating of issuers.

For trade receivables and contract assets, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date.

ECLs are calculated based on its historical credit loss experience and adjusted for forward-looking factors specific to the debtors and the economic environment.

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

Offsetting of financial instruments

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

4.18 Fair value measurement

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

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

Level 1 Use of quoted market prices in an observable active market for such assets or liabilities

Level 2 Use of other observable inputs for such assets or liabilities, whether directly or indirectly

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

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

5. Significant accounting judgements and estimates

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

Construction contracts

The Group recognises revenue from construction contracts over time taking into account the stage of completion. The management has exercised judgements to measure progress toward satisfaction of the performance obligation by reference to information provided by the Group's project engineers or project managers and relying on their expertise and past experiences.

Estimated construction project costs

The Group estimates costs of construction projects based on details of the construction work, taking into account the volume and value of construction materials to be used in the project, labour costs and other miscellaneous costs to be incurred to complete the construction service, taking into consideration the trend of the changes in these costs. Estimates are reviewed regularly or whenever actual costs differ significantly from the figures used in the original estimates.

Estimated expenses for construction projects

In determining estimated expenses for construction projects, the management is required to use judgement and relevant information to estimate losses that may be incurred from warranties and claims on the construction contract works. The estimates are made through a combination of specific reviews of construction projects, analysis of actual claims incurred and historical statistical information, among others. However, the use of different estimates and assumptions could affect the amounts of estimated expenses for construction projects.

Leases

Determining the lease term with extension and termination options - The Group as a lessee

In determining the lease term, the management is required to exercise judgement in assessing whether the Group is reasonably certain to exercise the option to extend or terminate the lease considering all relevant facts and circumstances that create an economic incentive for the Group to exercise either the extension or termination option.

Estimating the incremental borrowing rate - The Group as a lessee

The Group cannot readily determine the interest rate implicit in the lease, therefore, the management is required to exercise judgement in estimating its incremental borrowing rate to discount lease liabilities. The incremental borrowing rate is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment.

Allowance for expected credit losses of trade receivables and contract assets

In determining an allowance for expected credit losses of trade receivables and contract assets, the management needs to make judgement and estimates based upon, among other things, past collection history, aging profile of outstanding debts and the forecast economic condition for groupings of various customer segments with similar credit risks. The Group's historical credit loss experience and forecast economic conditions may also not be representative of whether a customer will actually default in the future.

Impairment of investments in subsidiaries

The Company treats investments as impaired when there has been a significant or prolonged decline in the fair value below their cost or where other objective evidence of impairment exists. The determination of what is "significant" or "prolonged" requires judgement of the management.

Property, plant and equipment and depreciation

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

The Company measures land and buildings at revalued amounts. Such amounts are determined by the independent valuer using the sale comparison approach for land and the depreciated replacement cost approach for buildings. The valuation involves certain assumptions and estimates.

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

Deferred tax assets

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

Post-employment benefits under defined benefit plans

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

Litigation

The Company has contingent liabilities as a result of litigation. The management has used judgement to assess of the results of the litigation and believes that the provision made would be sufficient. However, actual results could differ from the estimates.

6. Related party transactions

During the years, the Group had significant business transactions with related parties. Such transactions, which are summarised below, arose in the ordinary course of business and were concluded on commercial terms and basis agreed upon between the Company and those related parties.

(Unit: Million Baht)					
	Consolidated		Separate		Transfer pricing policy
	financial statements		financial statements		
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>	
Transactions with subsidiary					
(eliminated from the consolidated financial statements)					
Rental and service income	-	-	3.9	3.0	Market price
Interest income	-	-	6.4	1.7	Interest at the rate of 4.00 - 4.75 percent per annum (2021: 4.00 percent per annum)
Interest expense	-	-	0.1	0.1	Interest at the rate of 2.35 - 2.95 percent per annum (2021: 2.70 - 2.75 percent per annum)
Cost of construction	-	-	0.4	3.0	Market price
Transactions with related companies					
Construction income	1.4	2.0	1.4	2.0	Cost plus margin
Revenue from sales and services	12.6	-	-	-	Cost plus margin
Rental and service expenses	0.04	0.3	0.04	0.3	Market price
Interest expenses	0.4	0.2	-	-	Interest rate of 4.95 - 5.00 percent per annum (2021: 4.95 percent per annum)

The balances of the accounts as at 31 December 2022 and 2021 between the Company and those related parties are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Other receivables - related party (Note 8)				
Subsidiary	-	-	5,511	4,346
Total other receivables - related party	<u>-</u>	<u>-</u>	<u>5,511</u>	<u>4,346</u>
Advance to subcontractors				
Subsidiary	-	-	78	688
Total	<u>-</u>	<u>-</u>	<u>78</u>	<u>688</u>
Trade and other payables - related parties (Note 19)				
Subsidiary	-	-	1,321	3,919
Common director	890	1,680	-	-
Total trade and other payables - related parties	<u>890</u>	<u>1,680</u>	<u>1,321</u>	<u>3,919</u>

Short-term loan to related party

As at 31 December 2022, the Company had short-term loan to a subsidiary amounting to Baht 261 million (2021: Baht 103.5 million). The loan carries interest at 4.00 - 4.75 percent per annum (2021: 4.00 percent per annum) and is repayable at call.

During the year ended 31 December 2022, movements of short-term loans to related party in the separate financial statements are as follows. However, there were no movements of short-term loans to related party in the consolidated financial statements during the current year.

	(Unit: Thousand Baht)		
	Separate financial statements		
	Balance as at 1 January 2022	Increase during the year	Balance as at 31 December 2022
Short-term loan to related party			
Subsidiary	<u>103,500</u>	<u>157,500</u>	<u>261,000</u>

Short-term loans from related party

As at 31 December 2022, the subsidiary had short-term loan from related company amounting to Baht 9.0 million (2021: Baht 6.0 million). The loans carried interest at 4.95 - 5.00 percent per annum (2021: 4.95 percent per annum) and are repayable at call.

During the year ended 31 December 2022, movements of short-term loans from related parties in the consolidated and separate financial statements are as follows:

(Unit: Thousand Baht)			
	Consolidated financial statements		
	Balance as at		Balance as at
	1 January	Increase	31 December
	2022	during the year	2022
Short-term loans from related party			
Related company (related by common director)	6,000	3,000	9,000
(Unit: Thousand Baht)			
	Separate financial statements		
	Balance as at		Balance as at
	1 January	During the year	
	2022	Increase	31 December
			2022
Short-term loans from related party			
Subsidiary	-	120,000	(120,000)

Directors and management's benefits

During the years ended 31 December 2022 and 2021, the Group had employee benefit expenses payable to their directors and management as below:

(Unit: Thousand Baht)		
	Consolidated and	
	Separate	
	financial statements	
	2022	2021
Short-term employee benefits	44,646	46,354
Post-employment benefits	1,650	1,562
Total	46,296	47,916

7. Cash and cash equivalents

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Cash	22,798	2,181	396	422
Bank deposits	189,152	301,417	90,543	216,136
Total cash and cash equivalents	211,950	303,598	90,939	216,558

As at 31 December 2022, bank deposits in savings accounts carried interests between 0.15 and 0.40 percent per annum (2021: between 0.05 and 0.40 percent per annum).

8. Trade and other receivables

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
<u>Trade receivables - unrelated parties</u>				
Aged on the basis of due dates				
Not yet due	1,296,483	501,484	1,288,282	499,128
Past due				
Up to 1 month	27,301	47,766	26,767	45,118
1 - 3 months	-	3,364	-	3,364
3 - 6 months	59,049	3,427	-	3,427
6 - 12 months	843	35,489	-	35,489
Over 12 months	134,886	115,988	134,886	115,988
Total	1,518,562	707,518	1,449,935	702,514
Less: Allowance for expected credit losses	(73,645)	(73,645)	(73,645)	(73,645)
Total trade receivables - unrelated parties - net	1,444,917	633,873	1,376,290	628,869
Total trade receivables - net	1,444,917	633,873	1,376,290	628,869
<u>Other receivables</u>				
Other receivables - related parties	-	-	5,511	4,346
Other receivables - unrelated parties	47,831	24,991	25,502	14,059
Accrued interest receivable	495	-	495	-
Prepaid expenses	13,217	12,035	10,990	11,407
Total other receivables	61,543	37,026	42,498	29,812
Less: Allowance for expected credit losses	(6,799)	(6,799)	(6,799)	(6,799)
Total other receivables - net	54,744	30,227	35,699	23,013
Total trade and other receivables - net	1,499,661	664,100	1,411,989	651,882

The trade receivables included amounts receivable from several construction projects of which the developers have experienced financial difficulties or are in the process of claim for damages and delayed payments for the construction services provided and some of these projects have been subject to legal actions taken by the Company.

The debtor who is overdue for more than one year amounting to Baht 86 million has issued promissory note, availed by the director of debtor's company to guarantee the repayment of debt.

The normal credit term is 30 to 60 days.

Set out below is the movement in the allowance for expected credit losses of trade receivables:

	(Unit: Thousand Baht)	
	Consolidated and Separate	
	financial statements	
	<u>2022</u>	<u>2021</u>
Beginning balance	73,645	33,593
Provision for expected credit losses	-	46,052
Amount written off	-	(6,000)
Ending balance	<u>73,645</u>	<u>73,645</u>

Set out below is the movement in the allowance for expected credit losses of other receivables:

	(Unit: Thousand Baht)	
	Consolidated and Separate	
	financial statements	
	<u>2022</u>	<u>2021</u>
Beginning balance	6,799	241
Provision for expected credit losses	-	6,558
Ending balance	<u>6,799</u>	<u>6,799</u>

9. Contract assets/Contract liabilities

9.1 Contract balances

	Consolidated		(Unit: Thousand Baht)	
			Separate	
	financial statements		financial statements	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Contract assets				
Unbilled receivables	1,194,659	1,507,040	1,164,302	1,470,783
Retention receivables	372,077	381,677	368,061	379,776
Total contract assets	1,566,736	1,888,717	1,532,363	1,850,559
Contract liabilities				
Construction revenue received in advance	47,192	5,758	46,775	4,659
Advance received from customers	1,166,122	927,026	1,165,878	925,017
Total contract liabilities	1,213,314	932,784	1,212,653	929,676

As at 31 December 2022, the total balance of unbilled receivables is expected to be billed within one year Baht 1,195 million (2021: Baht 1,507 million).

9.2 Revenue recognised in relation to contract balances

	Consolidated		(Unit: Thousand Baht)	
			Separate	
	financial statements		financial statements	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Revenue recognised that was included in				
contract liabilities at the beginning of the year	299,479	677,240	298,796	676,255

9.3 Revenue to be recognised for the remaining performance obligations

As at 31 December 2022, revenue aggregating to Baht 11,431 million is expected to be recognised in the future relating to performance obligations that are unsatisfied (or partially unsatisfied) of contracts with customers (2021: Baht 12,566 million). The Group expects to satisfy the performance obligations within 3 years.

10. Inventories

(Unit: Thousand Baht)

Consolidated financial statements						
	Cost		Reduce cost to net realisable value		Inventories - net	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Materials at sites	96,330	58,547	-	-	96,330	58,547
General materials	3,287	3,632	(413)	(302)	2,874	3,330
Spare parts	2,692	2,679	(1,193)	(846)	1,499	1,833
Steel and others	1,042	711	(30)	(15)	1,012	696
Total	<u>103,351</u>	<u>65,569</u>	<u>(1,636)</u>	<u>(1,163)</u>	<u>101,715</u>	<u>64,406</u>

(Unit: Thousand Baht)

Separate financial statements						
	Cost		Reduce cost to net realisable value		Inventories - net	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Materials at sites	96,330	58,547	-	-	96,330	58,547
General Materials	2,331	2,476	(413)	(302)	1,918	2,174
Spare parts	2,692	2,679	(1,193)	(846)	1,499	1,833
Steel and others	1,042	711	(30)	(15)	1,012	696
Total	<u>102,395</u>	<u>64,413</u>	<u>(1,636)</u>	<u>(1,163)</u>	<u>100,759</u>	<u>63,250</u>

During the current year, the Company reduced cost of inventories by Baht 0.5 million, to reflect the net realisable value (2021: write-down of cost of inventories by Baht 0.7 million and reduced the amount of inventories recognised as expenses during the year).

11. Other current assets

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
VAT recoverable	15,876	12	15,876	12
Assets under buy-back agreement - net	1	4,123	1	4,123
Refundable deposits	6,709	6,209	6,649	6,149
Total other current assets	<u>22,586</u>	<u>10,344</u>	<u>22,526</u>	<u>10,284</u>

12. Restricted bank deposits

(Unit: Thousand Baht)		
Consolidated and Separate financial statements		
	<u>2022</u>	<u>2021</u>
Bank deposits	7,715	1,549
Total	<u>7,715</u>	<u>1,549</u>

As at 31 December 2022, bank deposits carried interest between 0.13 and 0.15 percent per annum (2021: 0.10 and 0.13 percent per annum).

The Company pledged its bank deposits to secure credit facilities and letters of guarantees issued by banks on behalf of the Company.

13. Investments in subsidiaries

Details of investments in subsidiaries as presented in the separate financial statements are as follows:

(Unit: Thousand Baht)						
Company's name	Paid-up capital		Shareholding percentage		Cost	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
			(%)	(%)		
CNT Holdings Limited	Baht 50.0	Baht 50.0	60	60	1,526,230	1,526,230
	million	million				
Christiani & Nielsen (Myanmar) Limited	USD 0.4	USD 0.4	100	100	13,336	13,336
	million	million				
Christiani & Nielsen (Cambodia) Co., Ltd.	USD 0.1	USD 0.1	100	100	3,375	3,375
	million	million				
Christiani & Nielsen Energy Solutions Co., Ltd.	Baht 10.0	Baht 10.0	85	85	8,500	8,500
	million	million				
Total					<u>1,551,441</u>	<u>1,551,441</u>
Less: Allowance for impairment loss on investment					<u>(1,499,238)</u>	<u>(1,499,238)</u>
Total investments in subsidiaries - net					<u>52,203</u>	<u>52,203</u>

During the year 2021, the Company recorded the reversal of allowance for impairment loss on investment in subsidiary of Baht 3.32 million

Domestic subsidiaries

CNES D1 Co., Ltd.

On 24 June 2021, the meeting of the Board of Directors of Christiani & Nielsen Energy Solutions Company Limited (subsidiary) passed a resolution approving to increase the registered share capital of CNES D1 Co., Ltd. from Baht 2,000,000 (20,000 ordinary shares of Baht 100 each) to Baht 42,000,000 (420,000 ordinary shares of Baht 100 each) by issuance of 400,000 new ordinary shares of Baht 100 each. Such company called up all of its shares capital, the subsidiary paid the share subscription of Baht 40 million in September 2021. Such company registered the increase in its registered share capital with the Ministry of Commerce on 10 September 2021.

On 2 November 2021, the meeting of the Board of Directors of Christiani & Nielsen Energy Solutions Company Limited (subsidiary) passed a resolution approving to increase the registered share capital of CNES D1 Co., Ltd. from Baht 42,000,000 (420,000 ordinary shares of Baht 100 each) to Baht 150,000,000 (1,500,000 ordinary shares of Baht 100 each) by issuance of 1,080,000 new ordinary shares of Baht 100 each. Such company called up 71 percent of its shares capital, the subsidiary paid the share subscription of Baht 76.7 million in November 2021. Such company registered the increase in its registered share capital with the Ministry of Commerce on 16 November 2021.

Overseas subsidiary

Christiani & Nielsen (Myanmar) Limited

On 14 November 2022, the meeting of the Company's Board of Directors No. 465 passed a resolution approving the dissolution of Christiani & Nielsen (Myanmar) Limited, a subsidiary in which 100% shares are held by the Company. The process is expected to be finished within year 2023.

14. Other non-current financial assets

(Unit: Thousand Baht)		
Consolidated and Separate financial statements		
	31 December 2022	31 December 2021
<u>Equity instruments designated at fair value through other comprehensive income</u>		
Non - listed equity instruments		
Oriental Residence Bangkok Co., Ltd.	-	-
Gammon Engineers and Contractors Private Limited (GECPL)	17,353	98,400
Total other non-current financial assets	17,353	98,400

15. Investment properties

(Unit: Thousand Baht)			
Consolidated and Separate financial statements			
	Land	Condominium units	Total
Fair value			
1 January 2021	283,696	3,780	287,476
31 December 2021	283,696	3,780	287,476
Transfer out to land	(23,268)	-	(23,268)
31 December 2022	260,428	3,780	264,208

The fair value of the above investment properties has been determined based on the valuation performed by an independent professional valuer, using the sale comparison approach.

As at 31 December 2022, the Company has mortgaged its 7 plots of land with net book value of Baht 144 million (2021: 8 plots of land with net book value of Baht 167 million) with banks to secure the credit facilities of bank overdrafts and loans granted by those banks.

16. Property, plant and equipment

Consolidated financial statements											(Unit: Thousand Baht)
	Cost basis										
	Revaluation basis		Land improvements	Leasehold buildings	Solar power system	Construction machinery and equipment	Furniture, fixtures and equipment	Motor Vehicles	Assets under construction and installation	Total	
	Land	Buildings									
Cost/Revalued amount											
1 January 2021	764,620	423,466	42,217	816	-	1,162,063	149,859	177,169	3,677	2,723,887	
Additions	-	-	-	-	-	162,222	4,829	1,696	296	169,043	
Disposals/write-off	-	-	-	(910)	-	(102,754)	(9,011)	(25,773)	-	(138,448)	
Transfer in (transfer out)	-	3,973	-	-	-	-	-	-	(3,973)	-	
Transfer in from right-of-use assets	-	-	-	-	-	221,424	-	13,266	-	234,690	
Translation adjustment	-	-	-	94	-	124	18	-	-	236	
31 December 2021	764,620	427,439	42,217	-	-	1,443,079	145,695	166,358	-	2,989,408	
Revaluation of assets											
Revaluation of assets	-	3,502	-	-	-	-	-	-	-	3,502	
Additions	-	-	-	-	173,499	15,989	9,647	35	23,545	222,715	
Disposals/write-off	-	-	-	-	-	(122,676)	(3,623)	(13,344)	-	(139,643)	
Transfer in (transfer out)	23,268	-	398	-	155,418	(155,455)	37	-	(398)	23,268	
Transfer in from right-of-use assets	-	-	-	-	-	107,541	-	36,864	-	144,405	
Translation adjustment	-	-	-	-	-	35	1	-	-	36	
31 December 2022	787,888	430,941	42,615	-	328,917	1,288,513	151,757	189,913	23,147	3,243,691	

Consolidated financial statements

	Cost basis									
	Revaluation basis		Land improvements	Leasehold buildings	Solar power system	Construction machinery and equipment	Furniture, fixtures and equipment	Motor Vehicles	Assets under construction and installation	Total
	Land	Buildings								
Accumulated depreciation										
1 January 2021	-	77,013	42,217	815	-	957,628	139,662	144,829	-	1,362,164
Depreciation for the year	-	9,291	-	-	-	94,271	5,692	10,207	-	119,461
Depreciation on disposals/write-off	-	-	-	(909)	-	(93,171)	(8,836)	(22,321)	-	(125,237)
Transfer in from right-of-use assets	-	-	-	-	-	118,550	-	6,866	-	125,416
Translation adjustment	-	-	-	94	-	10	17	-	-	121
31 December 2021	-	86,304	42,217	-	-	1,077,288	136,535	139,581	-	1,481,925
Depreciation for the year	-	9,435	-	-	7,126	82,786	4,914	10,300	-	114,561
Depreciation on disposals/write-off	-	-	-	-	-	(106,629)	(3,541)	(11,948)	-	(122,118)
Transfer in (transfer out)	-	-	-	-	-	(10)	10	-	-	-
Transfer in from right-of-use assets	-	-	-	-	-	48,942	-	20,005	-	68,947
Translation adjustment	-	-	-	-	-	(61)	1	-	-	(60)
31 December 2022	-	95,739	42,217	-	7,126	1,102,316	137,919	157,938	-	1,543,255

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(Unit: Thousand Baht)

	Separate financial statements						
	Cost basis						Total
	Revaluation basis		Land improvements	Construction machinery and equipment	Furniture, fixtures and equipment	Motor Vehicles	
	Land	Buildings					
Cost/Revalued amount							
1 January 2021	764,620	423,466	42,217	1,162,929	148,311	177,169	2,722,389
Additions	-	-	-	6,804	4,829	1,696	13,625
Disposals/write-off	-	-	-	(102,754)	(9,011)	(25,773)	(137,538)
Transfer in (transfer out)	-	3,973	-	-	-	-	-
Transfer in from right-of-use assets	-	-	-	221,424	-	13,266	234,690
31 December 2021	764,620	427,439	42,217	1,288,403	144,129	166,358	2,833,166
Revaluation of assets	-	3,502	-	-	-	-	3,502
Additions	-	-	-	15,954	9,638	35	35,786
Disposals/write-off	-	-	-	(122,676)	(3,623)	(13,344)	(139,643)
Transfer in (transfer out)	23,268	-	398	-	-	-	23,268
Transfer in from right-of-use assets	-	-	-	107,541	-	36,864	144,405
31 December 2022	787,888	430,941	42,615	1,289,222	150,144	189,913	2,900,484

(Unit: Thousand Baht)

	Separate financial statements							
	Cost basis						Total	
	Revaluation basis		Land improvements	Construction machinery and equipment	Furniture, fixtures and equipment	Motor Vehicles		Assets under construction and installation
Land	Buildings							
Accumulated depreciation								
1 January 2021	-	77,013	42,217	956,980	138,962	144,829	-	1,360,001
Depreciation for the year	-	9,291	-	93,997	5,370	10,207	-	118,865
Transfer in from right-of-use assets	-	-	-	118,550	-	6,866	-	125,416
Depreciation on disposals/write-off	-	-	-	(93,171)	(8,836)	(22,321)	-	(124,328)
31 December 2021	-	86,304	42,217	1,076,356	135,496	139,581	-	1,479,954
Depreciation for the year	-	9,435	-	82,541	4,671	10,300	-	106,947
Transfer in from right-of-use assets	-	-	-	48,942	-	20,005	-	68,947
Depreciation on disposals/write-off	-	-	-	(106,629)	(3,541)	(11,948)	-	(122,118)
31 December 2022	-	95,739	42,217	1,101,210	136,626	157,938	-	1,533,730
Allowance for impairment loss								
1 January 2021	-	2,902	-	4,652	1,946	21	-	9,521
31 December 2021	-	2,902	-	4,652	1,946	21	-	9,521
Increase during the year	-	956	-	-	-	-	-	956
31 December 2022	-	3,858	-	4,652	1,946	21	-	10,477

The Company arranged for an independent professional valuer to reappraise the value of its land and buildings between 10 February and 22 March 2022 using the sale comparison approach for land and the depreciated replacement cost approach for buildings. The results of which showed an increase in the net book value of the land and buildings of Baht 3.5 million. The Company recorded the resulting revaluation increase in other comprehensive income and the cumulative increase is recognised as the “Revaluation surplus on assets” in the shareholders’ equity.

Had the land and buildings been carried in the financial statements on historical cost basis, their net book values as of 31 December 2022 would have been approximately Baht 321 million and Baht 217 million, respectively (2021: Baht 298 million and Baht 224 million, respectively).

As at 31 December 2022, certain plant and equipment items have been fully depreciated but are still in use. The gross carrying amount before deducting accumulated depreciation and allowance for impairment loss of those assets amounted to approximately Baht 1,225 million (2021: Baht 1,213 million).

As at 31 December 2022, the Company has mortgaged its 10 plots of land and construction thereon with net book value of approximately Baht 1,072 million (2021: 9 plots of land with net book value of approximately Baht 1,054 million) with banks to secure the short-term and long-term credit facilities granted by those banks.

17. Intangible assets

The net book value of intangible assets as at 31 December 2022 and 2021 is presented below:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Computer software - cost	39,997	36,762	39,909	36,697
Less: Accumulated amortisation	(17,677)	(13,203)	(17,624)	(13,158)
Net book value	<u>22,320</u>	<u>23,559</u>	<u>22,285</u>	<u>23,539</u>

A reconciliation of the net book value of intangible assets for the years 2022 and 2021 is presented below:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Net book value at beginning of year	23,559	23,950	23,539	23,918
Additions	3,235	3,300	3,212	3,300
Amortisation for the year	(4,474)	(3,691)	(4,466)	(3,679)
Net book value at end of year	<u>22,320</u>	<u>23,559</u>	<u>22,285</u>	<u>23,539</u>

18. Bank overdrafts and short-term loans from financial institutions

	(Unit: Thousand Baht)					
	Interest rate		Consolidated		Separate	
	(percent per annum)		financial statement		financial statement	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Bank overdrafts	6.35	5.75	2,505	1,552	-	-
Short-term loans from financial institution	2.38 - 4.75	4.50 - 4.75	368,267	114,757	225,000	-
Total			<u>370,772</u>	<u>116,309</u>	<u>225,000</u>	<u>-</u>

Movements of bank overdrafts and short-term loans during the year ended 31 December 2022 are summarised below.

	(Unit: Thousand Baht)	
	Consolidated financial statements	Separate financial statements
Balance as at 1 January 2022	116,309	-
Add: Additional borrowings	345,711	275,000
Less: Repayment during the year	(91,248)	(50,000)
Balance as at 31 December 2022	<u>370,772</u>	<u>225,000</u>

As at 31 December 2022, the credit facilities of the Group which have not been drawn down amounted to Baht 762.2 million (2021: Baht 1,016.7 million) (the Company only: Baht 670.0 million (2021: Baht 895.0 million)). The facilities are secured by the pledge of the bank deposits as discussed in Note 12 and the mortgage of plots of land and construction as discussed in Note 15 and 16.

19. Trade and other payables

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Trade and other payables				
Related party	-	-	803	645
Unrelated parties	1,029,103	901,874	939,472	895,322
Related person	120	1,680	-	-
Accrued construction costs				
Related party	-	-	84	2,840
Unrelated parties	1,210,959	1,009,908	1,144,055	996,276
Accrued expenses				
Related party	770	-	434	434
Unrelated parties	30,737	28,962	28,564	27,152
Total trade and other payables	<u>2,271,689</u>	<u>1,942,424</u>	<u>2,113,412</u>	<u>1,922,669</u>

20. Leases

The Group as a lessee

The Group has lease contracts for various items of assets used in its operations. Leases generally have lease terms between 3 - 4 years.

a) Right-of-use assets

Movement of right-of-use assets for the years ended 31 December 2022 and 2021 are summarised below:

	(Unit: Thousand Baht)			
	Consolidated financial statements			
	Land	Construction machinery and equipment	Motor Vehicles	Total
1 January 2021	-	227,016	54,707	281,723
Additions	-	-	12,190	12,190
Disposals	-	-	(167)	(167)
Transfer to plant and equipment	-	(102,874)	(6,400)	(109,274)
Depreciation for the year	-	(26,601)	(17,528)	(44,129)
31 December 2021	-	97,541	42,802	140,343
Additions	33,987	-	17,241	51,228
Disposals	-	-	(62)	(62)
Transfer to plant and equipment	-	(58,599)	(16,859)	(75,458)
Depreciation for the year	-	(10,518)	(12,044)	(22,562)
31 December 2022	<u>33,987</u>	<u>28,424</u>	<u>31,078</u>	<u>93,489</u>

	(Unit: Thousand Baht)		
	Separate financial statements		
	Construction machinery and equipment	Motor Vehicles	Total
1 January 2021	227,016	50,112	277,128
Additions	-	12,190	12,190
Disposals	-	(167)	(167)
Transfer to plant and equipment	(102,874)	(6,400)	(109,274)
Depreciation for the year	(26,601)	(16,264)	(42,865)
31 December 2021	97,541	39,471	137,012
Additions	-	17,241	17,241
Disposals	-	(62)	(62)
Transfer to plant and equipment	(58,599)	(16,859)	(75,458)
Depreciation for the year	(10,518)	(10,706)	(21,224)
31 December 2022	28,424	29,085	57,509

b) Lease liabilities

	(Unit: Thousand Baht)	
	Consolidated financial statements	Separate financial statements
	2022	2021
Lease payments	72,684	87,589
Less: Deferred interest expenses	(3,890)	(2,705)
Total	68,794	84,884
Less: Portion due within one year	(14,689)	(65,397)
Lease liabilities - net of current portion	54,105	19,487

Movements of the lease liability account during the years ended 31 December 2022 and 2021 are summarised below:

	(Unit: Thousand Baht)	
	Consolidated financial statements	Separate financial statements
	2022	2021
Balance at beginning of year	84,884	185,751
Additions	51,228	12,190
Accretion of interest	1,854	4,078
Repayments	(69,172)	(117,135)
Balance at end of year	68,794	84,884

A maturity analysis of lease payments is disclosed in Note 34 under the liquidity risk.

c) Expenses relating to leases that are recognised in the income statement

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Depreciation expense of right-of-use assets	22,562	44,129	21,224	42,865
Interest expense on lease liabilities	1,854	4,181	1,745	4,023
Expense relating to short-term leases	851	1,046	851	915
Expense relating to leases of low-value assets	12,238	10,182	12,190	10,182
Expense relating to variable lease payments that do not depend on an index or a rate	64,379	84,973	64,379	84,973

The Group has lease contracts for machinery, tools and equipment and scaffolding that contains variable payments based on volume and hourly usage. The lease term is between 1 to 22 months.

d) Others

The Group had total cash outflows for leases for the year ended 31 December 2022 of Baht 146.6 million (2021: Baht 213.9 million) (the Company only: Baht 145.0 million (2021: Baht 212.4 million)), including the cash outflow related to short-term lease, leases of low-value assets and variable lease payments that do not depend on an index or a rate.

21. Provision for long-term employee benefits

Provision for long-term employee benefits, which represents compensation payable to employees after they retire, are as follows:

	(Unit: Thousand Baht)	
	Consolidated and Separate	
	financial statements	
	<u>2022</u>	<u>2021</u>
Provision for long-term employee benefits at beginning of year	184,865	185,823
Included in income statement:		
Current service cost	14,561	15,645
Interest cost	3,453	2,421
Past service costs (curtailment)	(7,234)	(5,110)
Included in other comprehensive income:		
Actuarial gain arising from		
Financial assumptions changes	(5,183)	(12,616)
Benefits paid during the year	(2,087)	(1,298)
Provision for long-term employee benefits at end of year	<u>188,375</u>	<u>184,865</u>

The Company expects to pay Baht 17.5 million of long-term employee benefits during the next year (2021: Baht 7.1 million).

As at 31 December 2022, the weighted average duration of the liabilities for long-term employee benefits is 15 years (2021: 15 years).

Significant actuarial assumptions are summarised below:

	(Unit: Percent per annum)	
	Consolidated and Separate	
	financial statements	
	<u>2022</u>	<u>2021</u>
Discount rate	1.4 - 5.3	0.5 - 2.8
Salary increase rate	3.0 - 6.0	3.0 - 6.0
Staff turnover rate	0.0 - 18.0	0.0 - 18.0

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

	(Unit: Thousand Baht)			
	Consolidated and Separate financial statements			
	2022		2021	
	Increase 1%	Decrease 1%	Increase 1%	Decrease 1%
Discount rate	(17,556)	20,156	(17,499)	19,968
Salary increase rate	24,092	(21,017)	21,683	(18,991)
	Increase 20%	Decrease 20%	Increase 20%	Decrease 20%
Staff turnover rate	(10,247)	11,695	(9,057)	10,293

22. Share capital

On 21 April 2021, the Annual General Meeting of the Company's shareholders No. 88 passed resolution approving the change of the Company's registered share capital from Baht 1,102,904,144 (1,102,904,144 ordinary shares of Baht 1 each) to Baht 1,027,904,144 (1,027,904,144 ordinary shares of Baht 1 each) by cancelling the 75,000,000 authorised but unissued ordinary shares, at a par value of Baht 1 and passed resolution to increase the Company's registered share capital from Baht 1,027,904,144 (1,027,904,144 ordinary shares of Baht 1 each) to Baht 1,102,904,144 (1,102,904,144 ordinary shares of Baht 1 each) through the issuance of 75,000,000 new ordinary shares of Baht 1 each by means of General Mandate to specific investors by way of private placement. The Company registered the change in its registered share capital with the Ministry of Commerce on 28 and 29 April 2021.

On 21 April 2022, the Annual General Meeting of the Company's shareholders No. 89 passed resolution approving the change of the Company's registered share capital from Baht 1,102,904,144 (1,102,904,144 ordinary shares of Baht 1 each) to Baht 1,027,904,144 (1,027,904,144 ordinary shares of Baht 1 each) by cancelling the 75,000,000 authorised but unissued ordinary shares, at a par value of Baht 1 and passed resolution to increase the Company's registered share capital from Baht 1,027,904,144 (1,027,904,144 ordinary shares of Baht 1 each) to Baht 1,102,904,144 (1,102,904,144 ordinary shares of Baht 1 each) through the issuance of 75,000,000 new ordinary shares of Baht 1 each by means of General Mandate to specific investors by way of private placement. The Company registered the change in its registered share capital with the Ministry of Commerce on 29 April 2022 and 2 May 2022.

23. Revaluation surplus on assets

This represents surplus arising from revaluation of land and buildings. The surplus arising from revaluation of buildings is amortised to retained earnings on a straight-line basis over the remaining useful lives of the related buildings.

		(Unit: Thousand Baht)	
		Consolidated and Separate financial statements	
		<u>2022</u>	<u>2021</u>
Balance - beginning of year		584,517	587,145
Additions		3,502	-
Less: Amortisation during the year		(2,731)	(2,628)
Balance - end of year		<u>585,288</u>	<u>584,517</u>

The revaluation surplus can neither be offset against deficit nor used for dividend payment.

24. Statutory reserve

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside to a statutory reserve at least 5 percent of its net profit after deducting accumulated deficit brought forward (if any), until the reserve reaches 10 percent of the registered capital. The statutory reserve is not available for dividend distribution.

25. Expenses by nature

Significant expenses classified by nature are as follows:

	Consolidated		(Unit: Thousand Baht)	
	financial statements		Separate	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Subcontractors	2,279,619	3,133,448	2,207,833	3,108,270
Construction materials	1,462,290	1,105,991	1,433,249	988,152
Salaries and wages and other employee benefits	1,036,793	1,002,344	1,026,069	992,116
Depreciation and amortisation	141,598	167,282	132,637	165,409

26. Finance cost

	Consolidated		(Unit: Thousand Baht)	
	financial statements		Separate	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Interest expenses on borrowings	586	3,204	275	207
Interest expenses on lease liabilities	1,854	4,181	1,745	4,023
Others	2,765	4,208	2,709	2,105
Total	5,205	11,593	4,729	6,335

27. Income tax

Income tax for the years ended 31 December 2022 and 2021 are made up as follows:

			(Unit: Thousand Baht)	
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Current income tax:				
Current income tax charge	35	605	-	-
Adjustment in respect of income tax of previous year		71	-	-
Deferred tax:				
Relating to origination and reversal of temporary differences	(13,141)	24,927	(13,141)	24,927
Income tax reported in the income statements	<u>(13,106)</u>	<u>25,603</u>	<u>(13,141)</u>	<u>24,927</u>

The amounts of income tax relating to each component of other comprehensive income for the years ended 31 December 2022 and 2021 are as follows:

			(Unit: Thousand Baht)	
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Deferred tax relating to				
Loss from the change in value of financial assets measured at FVOCI	(16,209)	(1,655)	(16,209)	(1,655)
Actuarial gain	1,036	2,523	1,036	2,523
Revaluation surplus on assets	700	-	700	-
Income tax recognised in other comprehensive income	<u>(14,473)</u>	<u>868</u>	<u>(14,473)</u>	<u>868</u>

The reconciliation between accounting profit and income tax is shown below:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Accounting loss before tax	(231,683)	(104,747)	(196,960)	(86,718)
Applicable tax rate	20%,25%	20%, 25%	20%	20%
Accounting loss before tax multiplied by income tax rate	(44,901)	(20,917)	(39,392)	(17,344)
Adjustment in respect of income tax of previous year	-	71	-	-
Effects of:				
Non-deductible expenses	1,720	1,291	1,617	1,215
Additional expense deductions allowed	(9,860)	(4,617)	(9,860)	(4,499)
Utilisation of tax loss carry forward	-	(3,974)	-	-
Unrecognised deductible temporary differences and unused tax loss (utilised)	39,935	53,749	34,494	45,555
Total	31,795	46,449	26,251	42,271
Income tax reported in the income statements	(13,106)	25,603	(13,141)	24,927

The components of deferred tax assets and deferred tax liabilities are as follows:

	(Unit: Thousand Baht)			
	Statements of financial position as at 31 December			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Deferred tax assets				
Estimated expenses for construction projects	55,025	47,064	55,025	47,064
Provision for long-term employee benefits	37,675	36,973	37,675	36,973
Unused tax losses	10,233	10,233	10,233	10,233
Others	21,928	6,680	21,928	6,680
Total	124,861	100,950	124,861	100,950
Deferred tax liabilities				
Accumulated depreciation - plant and equipment	(23,662)	(27,200)	(23,662)	(27,200)
Revaluation surplus on assets	(148,053)	(148,090)	(148,053)	(148,090)
Lease	(379)	(507)	(379)	(507)
Total	(172,094)	(175,797)	(172,094)	(175,797)
Net deferred tax liabilities	(47,234)	(74,847)	(47,234)	(74,847)

As at 31 December 2022, the Group has deductible temporary differences and unused tax losses totaling Baht 588 million (2021: Baht 464 million) (the Company only: Baht 2,082 million (2021: Baht 1,945 million)), on which deferred tax assets have not been recognised as the management believes that the Company's and its subsidiaries' future taxable profits may not be sufficient to allow utilisation of such deductible temporary differences and unused tax losses.

Details of expiry dates of unused tax losses for which the Group did not record deferred tax assets are summarised below:

	(Unit: Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
31 December 2023	276	276	276	276
31 December 2024	5	19	-	-
31 December 2026	43	43	43	43
31 December 2027	171	-	171	-
Total	<u>495</u>	<u>374</u>	<u>490</u>	<u>355</u>

28. Loss per share

Basic loss per share is calculated by dividing loss for the year attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the year.

29. Dividend paid

For the year ended 31 December 2021, the Company had dividend payments as follows:

Dividends	Approved by	Total Dividends (Thousand Baht)	Dividend per share (Baht)	Paid on
<u>2021</u>				
Dividend from the 2020 profit	Annual General Meeting of the shareholders No. 88 on 21 April 2021	51,394	0.05	7 May 2021
Total		51,394	0.05	

30. Segment information

Operating segment information is reported in a manner consistent with the internal reports that are regularly reviewed by the chief operating decision maker in order to make decisions about the allocation of resources to the segment and assess its performance. The chief operating decision maker has been identified as the Managing Director.

For management purposes, the Group is organised into business units based on types of revenues and has 2 reportable segments as follows:

- Main operating segment in the construction services, with operations carried in Thailand, Myanmar and Cambodia. However, at present the operations in Myanmar and Cambodia are insignificant.
- Sales and service segment to provide energy solutions in solar, wind and other renewable energy sectors, with operation carried in Thailand. However, at present the operation of this segment is insignificant.

The chief operating decision maker monitors the operating results of the business units separately for the purpose of making decisions about resource allocation and assessing performance. Segment performance is measured based on operating profit or loss and total assets and on a basis consistent with that used to measure operating profit or loss and total assets in the financial statements. As a result, all of the revenues, operating profits and assets as reflected in these financial statements pertain exclusively to the aforementioned reportable operating segment and geographical areas.

The basis of accounting for any transactions between reportable segments is consistent with that for third party transactions.

Major customers

For the year 2022, the Company had revenue from 3 major customers in the amount of Baht 3,241 million, arising from general construction (2021: Baht 3,311 million derived from 3 customers).

31. Provident fund

The Company and its employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. Both employees and the Company contribute to the fund monthly at the rate of 5 - 15 percent of basic salary depending on the employees' length of service. The fund, which is managed by SCB Asset Management Co., Ltd., will be paid to employees upon termination in accordance with the fund rules. The contributions for the year 2022 of Baht 18 million (2021: Baht 19 million) were recognised as expenses.

32. Commitments and contingent liabilities

32.1 Service and other commitments

As at 31 December 2022, the Group had commitments in respect of subcontractor agreements payable in the future of approximately Baht 6,474 million (2021: Baht 3,808 million) (the Company only: Baht 6,344 million (2021: Baht 3,808 million)).

32.2 Guarantees

- a) As at 31 December 2022, the Company had issued letters of guarantees of approximately Baht 100 million (2021: Baht 31 million), mainly in respect of contractual performance and advance payments.
- b) As at 31 December 2022 and 2021, there were outstanding bank guarantees issued by banks on behalf of the Group in respect of certain performance bonds as required in the normal course of business of the Group. The details of bank guarantees are as follows:

	(Unit: Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Project tender	-	1	-	1
Advances	1,697	1,315	1,682	1,298
Contractual performance	1,585	1,603	1,578	1,596
Retention	525	372	517	372
Payments due to creditors	57	66	57	66
Tax refund	704	580	704	580
Total	<u>4,568</u>	<u>3,937</u>	<u>4,538</u>	<u>3,913</u>

- c) As at 31 December 2022, the Company issued letters of guarantee to a subsidiary's financial institution to guarantee credit limit of bank overdraft, short-term loan, letters of guarantees, promissory notes, credit instruments, credit for import and export on behalf of its subsidiary totaling Baht 448 million (2021: Baht 483 million).

33. Fair value hierarchy

As at 31 December 2022 and 2021, the Company had assets that were measured at fair value based on levels of inputs as follows:

(Unit: Thousand Baht)

	Consolidated and Separate financial statements					
	2022			2021		
	Level 2	Level 3	Total	Level 2	Level 3	Total
Assets measured at fair value						
Financial assets measured at FVOCI						
Non-listed equity instrument	-	17,353	17,353	-	98,400	98,400
Land	787,888	-	787,888	764,620	-	764,620
Buildings	331,344	-	331,344	338,233	-	338,233
Investment properties	264,208	-	264,208	287,476	-	287,476

34. Financial instruments

34.1 Financial risk management objectives and policies

The Group's financial instruments principally comprise cash and cash equivalents, trade accounts receivable, loans, investments, and short-term and long-term loans. The financial risks associated with these financial instruments and how they are managed is described below:

Credit risk

The Group is exposed to credit risk primarily with respect to trade accounts receivables, contract assets, loans and deposits with banks and financial institutions. The maximum exposure to credit risk is limited to the carrying amounts as stated in the statement of financial position.

Trade receivables and contract assets

The Group manages the risk by adopting appropriate credit control policies and procedures and therefore does not expect to incur material financial losses. Outstanding trade receivables and contract assets are regularly monitored. In addition, the Group does not have high concentration of credit risk since it has a large customer base in various industries.

An impairment analysis is performed at each reporting date to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar credit risk. The Group classifies customer segments by customer type and rating. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economics.

Financial instruments and cash deposits

The Group manages the credit risk from balances with banks and financial institutions by making investments only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Group's Board of Directors on an annual basis, and may be updated throughout the year subject to approval of the Group's Executive Committee. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through a counterparty's potential failure to make payments.

The credit risk on debt instruments because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

Market risk

There are two types of market risks comprising foreign currency risk and interest rate risk.

Foreign currency risk

The Group's exposure to foreign currency risk arises mainly from service payment transactions that are denominated in foreign currencies, which are currently not hedged by any derivative financial instruments. However, the balances of financial assets and liabilities denominated in foreign currencies are insignificant, the foreign currency risk is expected to be minimal.

Interest rate risk

The Group's exposure to interest rate risk relates primarily to its investments, loans and borrowings. Most of the Group's financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate, the interest rate risk is expected to be minimal.

Significant financial assets and liabilities classified by type of interest rate are summarised in the table below, with those financial assets and liabilities that carry fixed interest rates further classified based on the maturity date, or the repricing date if this occurs before the maturity date.

(Unit: Million Baht)

As at 31 December 2022						
Consolidated financial statements						
	Fixed interest rates		Floating	Non-		Interest rate
	Within		interest	interest		
	1 year	1 - 5 years	rate	bearing	Total	(% per annum)
Financial assets						
Cash and cash equivalents	-	-	170	42	212	0.15 - 0.40
Trade and other receivables	-	86	-	1,414	1,500	2.00 - 5.00
Restricted bank deposits	8	-	-	-	8	0.13 - 0.15
	8	86	170	1,456	1,720	
Financial liabilities						
Bank overdraft and short-term loans from financial institutions	371	-	-	-	371	2.38 - 6.35
Trade and other payables	-	-	-	2,271	2,271	
Short-term loans from related parties	9	-	-	-	9	4.95 - 5.00
Lease liabilities	15	54	-	-	69	3.27 - 3.85
	395	54	-	2,271	2,720	

(Unit: Million Baht)

As at 31 December 2022						
Separate financial statements						
	Fixed interest rates		Floating	Non-		Interest rate
	Within		interest	interest		
	1 year	1 - 5 years	rate	bearing	Total	(% per annum)
Financial assets						
Cash and cash equivalents	-	-	90	1	91	0.15 - 0.40
Trade and other receivables	-	86	-	1,326	1,412	2.00 - 5.00
Loan to related party	261	-	-	-	261	4.00 - 4.75
Restricted bank deposits	8	-	-	-	8	0.13 - 0.15
	269	86	90	1,327	1,772	
Financial liabilities						
Bank overdraft and short-term loans from financial institutions	225	-	-	-	225	2.38 - 2.95
Trade and other payables	-	-	-	2,113	2,113	
Lease liabilities	12	21	-	-	33	3.27 - 3.85
	237	21	-	2,113	2,371	

(Unit: Million Baht)

As at 31 December 2021

Consolidated financial statements

	Fixed interest rates		Floating interest rate	Non- interest bearing	Total	Interest rate (% per annum)
	Within 1 year	1 - 5 years				
Financial assets						
Cash and cash equivalents	-	-	296	8	304	0.05 - 0.40
Trade and other receivables	150	-	-	514	664	5.50
Restricted bank deposits	2	-	-	-	2	0.10 - 0.13
	<u>152</u>	<u>-</u>	<u>296</u>	<u>522</u>	<u>970</u>	
Financial liabilities						
Bank overdraft and short-term loans from financial institutions	116	-	-	-	116	4.50 - 5.75
Trade and other payables	-	-	-	1,942	1,942	
Short-term loans from related parties	6	-	-	-	6	4.95
Lease liabilities	65	20	-	-	85	3.27 - 3.86
	<u>187</u>	<u>20</u>	<u>-</u>	<u>1,942</u>	<u>2,149</u>	

(Unit: Million Baht)

As at 31 December 2021

Separate financial statements

	Fixed interest rates		Floating interest rate	Non- interest bearing	Total	Interest rate (% per annum)
	Within 1 year	1 - 5 years				
Financial assets						
Cash and cash equivalents	-	-	215	1	216	0.05 - 0.40
Trade and other receivables	150	-	-	502	652	5.50
Loan to related party	104	-	-	-	104	4.00
Restricted bank deposits	2	-	-	-	2	0.10 - 0.13
	<u>256</u>	<u>-</u>	<u>215</u>	<u>503</u>	<u>974</u>	
Financial liabilities						
Trade and other payables	-	-	-	1,923	1,923	
Lease liabilities	64	17	-	-	81	3.27 - 3.86
	<u>64</u>	<u>17</u>	<u>-</u>	<u>1,923</u>	<u>2,004</u>	

Liquidity risk

The Group manages the risk of a shortage of liquidity through the use of bank overdrafts, loans and lease contracts. Approximately 10% of the Group's debt will mature in less than one year at 31 December 2022 (2021: 5%) (the Company only: 6% (2021: 2%)) based on the carrying value of total liabilities reflected in the financial statements. The Group has assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Group has access to a sufficient variety of sources of funding and debt maturing within 12 months can be rolled over with existing lenders.

The table below summarises the maturity profile of the Group's non-derivative financial liabilities and derivative financial instruments as at 31 December 2022 and 2021 based on contractual undiscounted cash flows:

(Unit: Thousand Baht)			
Consolidated financial statements			
As at 31 December 2022			
On demand	Less than 1 year	1 to 5 years	Total
Non-derivatives			
Bank overdraft and short-term loans from financial institutions	370,772	-	370,772
Trade and other payables	-	2,271,689	2,271,689
Short-term loans from related party	9,000	-	9,000
Lease liabilities	-	27,549	72,684
Total non-derivatives	379,772	2,299,238	2,724,145

(Unit: Thousand Baht)			
Consolidated financial statements			
As at 31 December 2021			
On demand	Less than 1 year	1 to 5 years	Total
Non-derivatives			
Bank overdraft and short-term loans from financial institutions	116,309	-	116,309
Trade and other payables	-	1,942,424	1,942,424
Short-term loans from related party	6,000	-	6,000
Lease liabilities	-	67,217	87,589
Total non-derivatives	122,309	2,009,641	2,152,322

(Unit: Thousand Baht)

	Separate financial statements			
	As at 31 December 2022			
	On demand	Less than 1 year	1 to 5 years	Total
Non-derivatives				
Short-term loans from financial institutions	225,000	-	-	225,000
Trade and other payables	-	2,113,412	-	2,113,412
Lease liabilities	-	12,923	21,785	34,708
Total non-derivatives	225,000	2,126,335	21,785	2,373,120

(Unit: Thousand Baht)

	Separate financial statements			
	As at 31 December 2021			
	On demand	Less than 1 year	1 to 5 years	Total
Non-derivatives				
Trade and other payables	-	1,922,669	-	1,922,669
Lease liabilities	-	65,822	18,268	84,090
Total non-derivatives	-	1,988,491	18,268	2,006,759

34.2 Fair values of financial instruments

Since the majority of the Group's financial instruments are short-term in nature or carrying interest at rates close to the market interest rates, their fair value is not expected to be materially different from the amounts presented in the statement of financial position.

The methods and assumptions used by the Group to estimate the fair value of financial instruments are as follows:

- For financial assets and liabilities which have short-term maturities, including cash and cash equivalents, accounts receivable, loan to related party, accounts payable and short-term loans from institutions and related party, the carrying amounts in the statement of financial position approximate their fair value.
- The fair value of equity securities is generally derived from quoted market prices, or based on generally accepted pricing models when no market price is available.

During the current year, there were no transfers within the fair value hierarchy.

34.3 Reconciliation of recurring fair value measurements, of financial assets, categorised within Level 3 of the fair value hierarchy.

	(Unit: Thousand Baht)
	Consolidated and Separate financial statements
	Non-listed equity instrument
Balance as of 1 January 2021	106,677
Loss recognised into other comprehensive income	(8,277)
Balance as of 31 December 2021	98,400
Loss recognised into other comprehensive income	(81,047)
Balance as of 31 December 2022	17,353

35. Capital management

The primary objective of the Company's capital management is to ensure that it has appropriate capital structure in order to support its business and maximise shareholder value.

The Group manages its capital position by reference to its debt-to-equity ratio. As at 31 December 2022, the Group's debt-to-equity ratio was 2.76:1 (2021: 1.88:1) and the Company's was 2.49:1 (2021: 1.80:1).

36. Event after the reporting period

On 1 February 2023, the meeting of the Board of Directors of the Company No. 467 passed a resolution approving the establishment of a new company in Thailand, namely "Christiani & Nielsen DCM Co., Ltd.", to be engaged in construction, with the registered share capital of Baht 100,000 (1,000 ordinary shares of Baht 100 each). The Company hold 80 percent equity interest in this company. The subsidiary registered its establishment with the Ministry of Commerce on 3 February 2023.

37. Approval of financial statements

These financial statements were authorised for issue by the Company's Board of Directors on 27 February 2023.



ENCLOSURE 1 :

INFORMATION ON RELEVANT
PERSONS IN THE ORGANISATION



Board of Directors



MR. SANTI GRACHANGNETARA

- Independent Director
- Chairman of the Board of Directors



MR. KASEMSIT PATHOMSAK

- Independent Director
- Chairman of Audit and Corporate Governance Committee
- Chairman of Nomination Committee
- Chairman of Remuneration Committee



MR. SURIYON TUCHINDA

- Independent Director
- Chairman of Sustainability and Risk Management Committee
- Audit and Corporate Governance Committee Member



MR. KRIS THIRAKAOSAL

- Independent Director
- Audit and Corporate Governance Committee Member
- Nomination Committee Member
- Remuneration Committee Member



MR. SUPHON TUBTIMCHAROON

- Independent Director



MS. RENUKA DIWALI SHARMA

- Independent Director



MR. KIRIT SHAH

- Director
- Vice-Chairman of the Board of Directors
- Nomination Committee Member
- Remuneration Committee Member
- Executive Committee Member



MR. ISHAAN SHAH

- Director
- Executive Committee Member



MR. KHUSHROO KALI WADIA

- Managing Director
- Executive Director
- Executive Committee Member
- Sustainability and Risk Management Committee Member



MR. SURASAK OSATHANUGRAHA

- Director and Company Secretary
- Assistant to Managing Director (Finance and Accounting)
- Executive Director
- Executive Committee Member
- Sustainability and Risk Management Committee Member



MR. VITES RATANAKORN

- Director / Operations Director
- Executive Director
- Executive Committee Member
- Sustainability and Risk Management Committee Member



MR. JOHN SCOTT HEINECKE

- Director



Board of Directors – Profile

MR. SANTI GRACHANGNETARA

Position	Independent Director Chairman of the Board of Directors
Date of appointment on the board	10 April 2008
Age	78 years
Education	Master of Engineering, Cambridge University, United Kingdom Bachelor of Engineering, Cambridge University, United Kingdom
Training	
• 2005	Thai Institute of Directors (IOD) Director Accreditation Program (DAP)
Work Experience	
• Feb, 2021 – Present	Independent Director Chairman of the Board of Directors
• Apr, 2017 – Feb, 2021	Chairman of the Board of Directors
• 2012 – Apr, 2017	Chairman of the Board of Directors Executive Chairman
• 2008 – 2012	Chairman of the Board of Directors
• 2001 – 2007	Chairman of the Board of Directors Chief Executive Officer
• 1999 – 2001	Director and Chief Executive Officer Christiani & Nielsen (Thai) Public Company Limited
• Jun, 2012 – Apr, 2020	Director, CNT Holdings Limited

• 1993 – 1997
Managing Director
One Holding PCL & Subsidiary Companies

Occupation
Chairman of the Board of Directors
Christiani & Nielsen (Thai) Public Company Limited

Directorship and positions held in other companies and other organizations

- Connected Companies :
 - Listed Companies : Nil
 - Non-Listed Companies : Nil
- Non-Connected Companies :
 - Listed Companies : Nil
 - Non-Listed Companies : Nil
- Other related Companies :
(Subsidiaries/Associated Companies) :
 - Listed Companies : Nil
 - Non-Listed Companies : Nil
- Other Organizations : Nil

No. of Shares held (shares) as of year ended 2022

- By himself : Nil
 - By his spouse and minor children (if any) : Nil
- No family relationship with any of the other Directors or any of the Management Team.

MR. KASEMSIT PATHOMSAK

Position	Independent Director I Chairman of Audit and Corporate Governance Committee* I Chairman of Nomination Committee I Chairman of Remuneration Committee	<ul style="list-style-type: none"> • Oct, 2019 – Present Member of the Board of Governor, The Civil Aviation Authority of Thailand • Oct, 2019 – 2021 Sub-Committee on International Relation and Strategy, Parliament House • 2005 – Present Executive Chairman Merchant Partners Securities Public Company Limited • 2018 – Present Director, WP Energy Public Company Limited • 2016 – Present Director, National Power Supplies Public Company Limited • 2014 – Present Executive Chairman, Merchant Partners Asset Management Limited • 2013 – Present Director and Deputy Secretary General, Board of Trade of Thailand • 2016 – 2018 Director and Audit Committee, Asia Aviation Public Company Limited • 2010 – 2020 Director, UOB Kay Hian Securities (Thailand) Public Company Limited • 2003 – 2004 President of BT Securities Ltd. • 1999 – 2003 Country Director, Investment Banking-Thailand, CLSA Securities (Thailand) Co., Ltd.
Date of appointment on the board	10 April 2012	
Age	52 years	
Education	Master of Science in Finance from Bentley College, MA, USA Bachelor of Science in Business Administration Northeastern University, Massachusetts, USA	
Training	<p>Graduate member of Thai Institute of Directors (IOD)</p> <ul style="list-style-type: none"> • 2016 Corporate Governance for Capital Market Intermediaries Program 12/2016 • 2010 Audit Committee Program 32/2010 • 2010 Monitoring the System of Internal Control and Risk Management 9/2010 • 2005 Director Accreditation Program (DAP) Class 48/2005 • 2003 Director Certification Program (DCP) Class 175/2003 <p>Capital Market Academy (CMA), The Stock Exchange of Thailand Capital Market Leader Program (Class 9)</p> <p>Commerce Academy, University of Thai Chamber of Commerce Top Executive Program in Commerce and Trade (TEPCoT) Class 7</p> <p>Tourism Authority of Thailand Tourism Management for Executives Class 1</p> <p>Institute of Metropolitan Development Navamindradhiraj University Urban Development Executive Program Class 1</p> <p>National Defense College National Defense Program Class 63</p>	<p>Occupation</p> <p>Executive Chairman Merchant Partners Securities Public Company Limited Merchant Partners Asset Management Limited</p>
Work Experience	<ul style="list-style-type: none"> • Feb, 2013 – Present Independent Director I Chairman of Audit and Corporate Governance Committee* I Chairman of Nomination Committee I Chairman of Remuneration Committee • Apr, 2012 – Feb, 2013 Independent Director, Chairman of Audit Committee Christiani & Nielsen (Thai) Public Company Limited • Sep, 2022 – Present Director, Starr International Insurance (Thailand) Public Company Limited • Dec, 2021 – Present Independent Director and Audit Committee, CMO Public Company Limited • Oct, 2021 – Present Executive Director, APEC CEO Summit 2022 Organizing Committee. 	<p>Directorship and positions held in other companies and other organizations</p> <ul style="list-style-type: none"> • Connected Companies : <ul style="list-style-type: none"> - Listed Companies : Nil - Non-Listed Companies : Nil • Non-Connected Companies : <ul style="list-style-type: none"> - Listed Companies : <ol style="list-style-type: none"> 1. Director, WP Energy Public Company Limited 2. Independent Director and Audit Committee, CMO Public Company Limited - Non-Listed Companies : <ol style="list-style-type: none"> 1. Executive Chairman, Merchant Partners Asset Management Limited 2. Executive Chairman, Merchant Partners Securities Public Company Limited 3. Director, National Power Supplies Public Company Limited 4. Director, Starr International Insurance (Thailand) Public Company Limited • Other related Companies (Subsidiaries/Associated Companies) <ul style="list-style-type: none"> - Listed Companies : Nil - Non-Listed Companies : Nil • Other Organizations : Nil <p>No. of Shares held (shares) as of year ended 2022</p> <ul style="list-style-type: none"> • By himself : Nil • By his spouse and minor children (if any) : Nil <p>No family relationship with any of the other Directors or any of the Management Team.</p> <p>Note: * Audit Committee Member who has adequate expertise and experience to review creditability of the financial statement.</p>

MR. SURIYON TUCHINDA

Position	Independent Director Chairman of Sustainability and Risk Management Committee* Audit and Corporate Governance Committee Member		Industry and Banking (JSCCIB) - Project Reviewing Committee, Board of Investment - Energy Committee Thai Chamber of Commerce
Date of appointment on the board	22 April 2019	• 2002 – 2005	SCG Distribution: Special Assignment at Thailand Management Association - CEO, Thailand Management Association (TMA) - Director, Japanese Management Association Consulting (JMAC)
Age	65 years	• 2001 – 2002	Senior Manager, Overseas office SCG Trading
Education	University of Hartford, Connecticut USA, Public Administration University of Massachusetts, Lowell Massachusetts USA, MS Computer Science	• 1999 – 2001	The Siam Cement PCL Special Assignment at Thai Chamber of Commerce and The Board of Trade of Thailand - Director, The Joint Standing Committee on Commerce Industry and Banking - Director, WTO Committee - Managing Director, International Chamber of Commerce, Thailand
Training			
• 2004	Thai Institute of Directors (IOD) Director Certification Program (DCP)		
• 2001	University of Pennsylvania Management Development Program		
Work Experience			
• Apr, 2022 – Present	Independent Director Chairman of Sustainability and Risk Management Committee* Audit and Corporate Governance Committee Member	• 1995 – 1999	Deputy Corporate Treasurer, Corporate Treasurer office
• Feb, 2020 – Apr, 2022	Independent Director Audit and Corporate Governance Committee Member	• 1992 – 1995 • 1990 – 1992	TQM Manager, Cement TQM office Training Officer, Marketing Training Department
• 2019 – Feb, 2020	Independent Director, Christiani & Nielsen (Thai) Public Company Limited	• 1988 – 1990 • 1987 – 1988	Coordinator, Customer Service Center Coordinator, Central District Sales & Marketing, The Siam Cement PCL
• 2020 – Present	Secretary General and Chairman of Commission on Commercial Law and Practice and Executive Board of ICC Thailand National Committee Chairman Border Trade Sub Committee and Director ASEAN and Logistics Committee, The Federation of Thai Industries	Occupation	Independent Director, Christiani & Nielsen (Thai) Public Company Limited Advisor, Office of the President, SCG Cement – Building Materials Co., Ltd.
• 2019 – Present	Advisor, Office of the President, SCG Cement Building-Material Co., Ltd.	Directorship and positions held in other companies and other organizations	
• 2017 – 2018	Head of Steel, Starch & Home and Living Product Division, SCG Trading Executive Director, Eastern Economic Corridor Office (EECO)	• Connected Companies : - Listed Companies : Nil - Non-Listed Companies : Nil	
• 2013 – 2017	Head of Steel & Home Improvement Product Division	• Non-Connected Companies : - Listed Companies : Nil - Non-Listed Companies : Nil	
• 2009 – 2013	Head of Oil & Gas Division, SCG Trading	• Other related Companies (Subsidiaries/Associated Companies) - Listed Companies : Nil - Non-Listed Companies : Nil	
• 2005 – 2009	SCG Distribution: Special Assignment at Thai Chamber of Commerce & Board of Trade of Thailand - Assistant to the Chairman of Thai Chamber of Commerce and Board of Trade of Thailand - Management Commission, Senate of Thailand - East Asia Committee, The Joint Standing Committee on Commerce,	• Other Organizations : Nil	
		No. of Shares held (shares) as of year ended 2022	
		• By himself : Nil	
		• By his spouse and minor children (if any) : Nil	
		No family relationship with any of the other Directors or any of the Management Team.	
		Note : * The board resolved to re-designate from Risk Management Committee on 14 November 2022	

MR. KRIS THIRAKAOSAL

Position	Independent Director Audit and Corporate Governance Committee Member Nomination Committee Member Remuneration Committee Member	<ul style="list-style-type: none"> • 2018 – 2020 Independent Director Audit Committee Member Chairman of Nomination and Remuneration Committee, Raimon Land Public Company Limited • 2018 – 2019 Chief Business Development Officer BCPR Company Limited • 2014 – 2020 Commercial Director NIDO Petroleum Limited • 2010 – 2014 Chairman, Inova Co., Ltd. • 2008 – 2014 Managing Director, Thai-Australian Resources • 2007 – 2015 Managing Director Imail Global (Thailand) • 2005 – 2015 Executive Director General outsourcing • 2005 – 2010 Managing Director Songnam Co., Ltd. • 2004 – 2005 Associate Director, Ness Consulting
Date of appointment on the board	6 December 2012	
Age	46 years	
Education	Master of science in Electronic Commerce, Claremont Graduate University Master of art in Economics, Claremont Graduate University Bachelor of Engineering in Industrial Engineering, Thammasat University	
Training	<p>Graduate member of Thai Institute of Directors (IOD)</p> <ul style="list-style-type: none"> • 2018 Investment for Creating Sustainable Wealth • 2013 Director Certification Program (DCP) Class 168/2013 • 2012 Chula Unisearch, Chulalongkorn University Bhumipalung Phandin for Top Executives, Chulalongkorn University • 2012 Commerce Academy, University of the Thai Chamber of Commerce Top Executive Program in Commerce and Trade (TEPCoT) 	<p>Occupation Managing Director, Golden Triangle Group Co., Ltd.</p> <p>Directorship and positions held in other companies and other organizations</p> <ul style="list-style-type: none"> • Connected Companies : <ul style="list-style-type: none"> - Listed Companies : Nil - Non-Listed Companies : Nil • Non-Connected Companies : <ul style="list-style-type: none"> - Listed Companies : Nil - Non-Listed Companies : Managing Director, Golden Triangle Group Co., Ltd. • Other related Companies : (Subsidiaries/Associated Companies) <ul style="list-style-type: none"> - Listed Companies : Nil - Non-Listed Companies : Nil • Other Organizations : Nil
Work Experience		
• Feb, 2013 – Present	Independent Director Audit and Corporate Governance Committee Member Nomination Committee Member Remuneration Committee Member	
• 2012 – Feb, 2013	Independent Director Audit Committee, Christiani & Nielsen (Thai) Public Company Limited	
• 2019 – Present	Managing Director Golden Triangle Group Co., Ltd.	
		<p>No. of Shares held (shares) as of year ended 2022</p> <ul style="list-style-type: none"> • By himself : Nil • By his spouse and minor children (if any) : Nil <p>No family relationship with any of the other Directors or any of the Management Team.</p>

MR. SUPHON TUBTIMCHAROON

Position	Independent Director		Managing Director, IRPC A&L Public Company Limited
Date of appointment on the board	8 December 2015		Director, PTT Polymer Marketing Company Limited
Age	72 years	• 2005 – 2006	Executive Vice President, Petrochemicals & Refining Business Unit, PTT Public Company Limited
Education	Bachelor of Engineering, Civil Engineering, Mapua Institute of Technology, Philippines Diploma in Highway Engineering, KMITL		Senior Executive Vice President, Commercial Division PTT Chemical Public Company Limited Director PTT Polyethylene Company Limited Director PTT Phenol Company Limited Director PTT Utility Company Limited
Training		• 2003 – 2005	Executive Vice President, Petrochemicals & Refining Business Unit, PTT Public Company Limited
• 2009	Capital Market Academy (CMA) Capital Market Academy Executive Leadership Program Class 9		Senior Executive Vice President, Development and Support organization National Petrochemical PCL
• 2005	Graduate member of Thai Institute of Directors (IOD) Director Certification Program (DCP) Class 61		
Work Experience		Occupation	Independent Director, Christiani & Nielsen (Thai) Public Company Limited
• Dec, 2015 – Present	Independent Director Christiani & Nielsen (Thai) Public Company Limited		
• 2012 – 2014	Director, Thai Paraxylene Company Limited		
• 2011 – 2014	Director, International Chamber of Commerce – ICC		
• 2011 – 2012	Director Thaioil Power Company Limited Director, Thaioil Energy Solutions Company Limited		
• 2009 – 2013	Director, Bangchak Petroleum Public Company Limited		
• 2009 – 2012	Director, Independent Power Thailand Company Limited		
• 2009 – 2011	Director, Thai Paraxylene Company Limited Executive Vice President, Petrochemicals & Refining Business Unit, PTT Public Company Limited		
• 2006 – 2009	Executive Vice President, Petrochemicals & Refining Business Unit, PTT Public Company Limited Executive Vice President, Organization Division, IRPC Public Company Limited		
		Directorship and positions held in other companies and other organizations	
		• Connected Companies :	
		- Listed Companies : Nil	
		- Non-Listed Companies : Nil	
		• Non-Connected Companies :	
		- Listed Companies : Nil	
		- Non-Listed Companies : Nil	
		• Other related Companies :	
		(Subsidiaries/Associated Companies)	
		- Listed Companies : Nil	
		- Non-Listed Companies : Nil	
		• Other Organizations : Nil	
		No. of Shares held (shares) as of year ended 2022	
		• By himself : Nil	
		• By his spouse and minor children (if any) : Nil	
		No family relationship with any of the other Directors or any of the Management Team.	

MS. RENUKA DIWALI SHARMA

Position Independent Director

Date of appointment on the board 21 April 2022

Age 42 years

Education LLM Oil and Gas Training Course, Chulalongkorn University
LLM Banking and Finance Law, Kings College London
Bar Vocational Course, Inns of Court School of Law
Law and Russian, University of Surrey

Training

- Graduate member of Thai Institute of Directors (IOD)**
- 2022 Director Certification Program (DCP) Class 326/2022 (English)
- 2021 Director Accreditation Program (DAP) Class 183/2021 (English)

Work Experience

- Apr, 2022 – Present Independent Director
Christiani & Nielsen (Thai) Public Company Limited
- Nov, 2022 – Present Managing Director
- Jan, 2020 – Nov, 2022 Head of Legal, APAC
BayWa r.e. (Thailand) Co., Ltd.
- Jan, 2016 – Jan, 2020 Regional Legal Counsel and Head of Compliance Greater China
Brookfield Greater China/TerraForm Global Inc.

- May, 2011 – Jan, 2016 Legal Counsel Thailand and Head of Compliance APAC, **SunEdison Asia**
- Aug, 2006 – May, 2011 Senior Associate, **Chandler & Thong - Ek Law Offices**

Occupation Managing Director
BayWa r.e. (Thailand) Co., Ltd.

Directorship and positions held in other companies and other organizations

- Connected Companies :
 - Listed Companies : Nil
 - Non-Listed Companies : Nil
- Non-Connected Companies :
 - Listed Companies : Nil
 - Non-Listed Companies :
 - Director, BayWa r.e. Vietnam Co., Ltd
 - Managing Director, BayWa r.e. (Thailand) Co., Ltd.
- Other related Companies :
(Subsidiaries/Associated Companies)
 - Listed Companies : Nil
 - Non-Listed Companies : Nil
- Other Organizations : Nil

No. of Shares held (shares) as of year ended 2022

- By herself : Nil
 - By her spouse and minor children (if any) : Nil
- No family relationship with any of the other Directors or any of the Management Team.

MR. KIRIT SHAH

Position	Director Vice-Chairman of the Board of Directors Nomination Committee Member Remuneration Committee Member Executive Committee Member	<ul style="list-style-type: none"> • 2011 – 2019 Director, International Seaports (Haldia) Private Limited, India • 1999 – 2003 Vice Chairman and Executive Director, Phoenix Pulp and Paper PCL • 1980 – 2003 Managing Director, G. Premjee Limited
Date of appointment on the board	11 November 2011	
Age	69 years	
Education	Bachelor's Degree in Commerce from H.R. College of Commerce, Bombay, India	
Training		Occupation Company Director
<ul style="list-style-type: none"> • 2005 	Graduate member of Thai Institute of Directors (IOD) Director Certification Program (DCP), Class 57/2005	Directorship and positions held in other companies and other organizations <ul style="list-style-type: none"> • Connected Companies : <ul style="list-style-type: none"> - Listed Companies : <ul style="list-style-type: none"> Director and Remuneration Committee Member Precious Shipping Public Company Limited* - Non-Listed Companies : <ol style="list-style-type: none"> 1. Director, Globex Corporation Limited 2. Director, Unistretch Limited 3. Director, MJets Limited 4. Director, Maxwin Builders Ltd.* 5. Director, Maestro Controls Limited* 6. Director, Gammon Engineering and Contractors Private Limited, India 7. Director, Maxwin Apartment Limited* • Non-Connected Companies : <ul style="list-style-type: none"> - Listed Companies : <ul style="list-style-type: none"> Director, Mega Lifesciences Public Company Limited - Non-Listed Companies : <ol style="list-style-type: none"> 1. Executive Director, Graintrade Limited 2. Director, Premthai International Limited • Other related Companies : (Subsidiaries/Associated Companies) <ul style="list-style-type: none"> - Listed Companies : Nil - Non-Listed Companies : Nil • Other Organizations : Nil
Work Experience		
<ul style="list-style-type: none"> • Aug, 2014 – Present • 2011 – Aug, 2014 • 2018 – Present • Mar, 2014 – Present • 2007 – Present • 1989 – 2002 • Present • Present • Present • Present • Present • Present • Present • Present 	Director Vice-Chairman of the Board of Directors Nomination Committee Member Remuneration Committee Member Executive Committee Member Vice Chairman Director Nomination Committee Member and Remuneration Committee Member Christiani & Nielsen (Thai) Public Company Limited Director, Gammon Engineering and Contractors Private Limited, India Director, Maxwin Apartment Limited Director and Remuneration Committee Member Director, Precious Shipping Public Company Limited Director, MJets Limited Director, Maxwin Builders Ltd. Director, Mega Lifesciences Public Company Limited Director, Globex Corporation Limited Director, Unistretch Limited Director, Maestro Controls Limited Executive Director, Graintrade Limited Director, Premthai International Limited	<p>*Note: Please refer to “CONNECTED TRANSACTIONS” on page 173-178 of this Annual Report.</p> <p>No. of Shares held (shares) as of year ended 2022</p> <ul style="list-style-type: none"> • By himself : Nil • By his spouse and minor children (if any) : Nil <p>Mr. Kirit Shah is the father of Mr. Ishaan Shah and Ms. Nichita Shah but has no family relationship with any of the other Directors or any of the Management Team.</p>

MR. ISHAAN SHAH

Position	Director Executive Committee Member
Date of appointment on the board	10 April 2012
Age	34 years
Education	Bachelor of Science in Business Administration, Concentration in Finance and Law, University of Southern California, Los Angeles, USA
Training	
• 2011	Graduate member of Thai Institute of Directors (IOD) Director Certification Program (DCP)
Work Experience	
• Aug, 2014 - Present	Director Executive Committee Member
• Apr, 2012 - Aug, 2014	Director Christiani & Nielsen (Thai) Public Company Limited
• 2019 - Present	Director, International Seaports (Haldia) Private Limited, India
• 2016 - Present	Director, Christiani & Nielsen (Myanmar) Limited
• Mar, 2014 - Present	Director, Maxwin Apartment Limited
• 2011 - Present	Director, Precious Shipping Public Company Limited
• 2008 - Present	Director, Globex Corporation Limited Director, Maxwin Builders Limited Director, Ambika Tour Agency Limited
• Present	Director, Mega Lifesciences Public Company Limited
• Present	Director, Geepee Air Service Limited
• Present	Director, Graintrade Limited
• Present	Director, Unistretch Limited
• Present	Director, Maestro Controls Limited
• Present	Director, InsurExcellence Life Insurance Brokers Limited
• Present	Director, InsurExcellence Insurance Brokers Limited
• Present	Director, CE Lime (Thailand) Limited

Occupation Company Director

Directorship and positions held in other companies and other organizations

- Connected Companies :
 - Listed Companies :
Director, Precious Shipping Public Company Limited*
 - Non-Listed Companies :
 1. Director, Globex Corporation Limited
 2. Director, Unistretch Limited
 3. Director, Maxwin Builders Limited*
 4. Director, Ambika Tour Agency Limited
 5. Director, Maestro Controls Limited*
 6. Director, CE Lime (Thailand) Limited*
 7. Director, Maxwin Apartment Limited*
 - Non-Connected Companies :
 - Listed Companies :
Director, Mega Lifesciences Public Company Limited
 - Non-Listed Companies :
 1. Director, Geepee Air Service Limited
 2. Director, Graintrade Limited
 3. Director, InsurExcellence Insurance Brokers Limited
 4. Director, International Seaports (Haldia) Private Limited, India
 - Other related Companies :
(Subsidiaries/Associated Companies)
 - Listed Companies : Nil
 - Non-Listed Companies :
 1. Director, Christiani & Nielsen (Myanmar) Limited
 2. Director, CNES D1 Co., Ltd.
 - Other Organizations : Nil
- *Note:** Please refer to "CONNECTED TRANSACTIONS" on page 173-178 of this Annual Report.

No. of Shares held (shares) as of year ended 2022

- By himself (Victor Co., Ltd.) :
 - As of 1 January 2022 : 94,372,280
 - As of 31 December 2022 : 94,372,280
 - By his spouse and minor children (if any) : Nil
- Mr. Ishaan Shah is the son of Mr. Kirit Shah and younger brother of Ms. Nishita Shah but has no family relationship with any of the other Directors or any of the Management Team.

MR. KHUSHROO KALI WADIA

Position	Managing Director I Executive Director I Executive Committee Member I Sustainability and Risk Management Committee Member*	• 1988 – 1990	Assistant Manager A.F. Ferguson & Co.
Date of appointment on the board	11 November 2011	Occupation	Managing Director, Christiani & Nielsen (Thai) Public Company Limited Executive Director, Maxwin Builders Ltd.
Age	60 years	Directorship and positions held in other companies and other organizations	
Education	Bachelor of Science (Statistics, Mathematics and Economics), University of Bombay Chartered Accountant, Institute of Chartered Accountants of India	• Connected Companies : - Listed Companies : Director, Precious Shipping Public Company Limited* - Non-Listed Companies : 1. Executive Director and Director, Maxwin Builders Ltd.* 2. Director, The Atrium Hotel Ltd. • Non-Connected Companies : - Listed Companies : Nil - Non-Listed Companies : Nil • Other related Companies : (Subsidiaries/Associated Companies) - Listed Companies : Nil - Non-Listed Companies : 1. Director, CNT Holdings Limited* 2. Managing Director, Christiani & Nielsen (Myanmar) Limited 3. Chairman of the Board of Directors, Christiani & Nielsen (Cambodia) Co., Ltd. 4. Director, Gammon Engineering and Contractors Private Limited, India 5. Director, Christiani & Nielsen Energy Solutions Company Limited* 6. Director, CNES D1 Co., Ltd. • Other Organizations : Nil *Note: Please refer to "CONNECTED TRANSACTIONS" on page 173-178 of this Annual Report.	
Training		No. of Shares held (shares) as of year ended 2022	
• 2005	Graduate member of Thai Institute of Directors (IOD) Director Certification Program (DCP) Class 64/2005	• By himself : As of 1 January 2022 : 4,088,200 Acquisition in 2022 : 888,300 Increase (Decrease) in 2022 : 888,300 As of 31 December 2022 : 4,976,500 • By his spouse and minor children (if any) : Nil No family relationship with any of the other Directors or any of the Management Team. Note : * The board resolved to re-designate from Risk Management Committee on 14 November 2022	
Work Experience			
• Nov, 2013 – Present	Managing Director I Executive Director I Executive Committee Member I Sustainability and Risk Management Committee Member*		
• Nov. 2011 – Nov. 2013	Director Christiani & Nielsen (Thai) Public Company Limited		
• Jan. 2019 – Present	Director, Christiani & Nielsen Energy Solutions Company Limited		
• Apr. 2019 – Present	Director, Precious Shipping Public Company Limited		
• 1999 – Apr. 2019	Director (Finance) and Executive Director, Precious Shipping Public Company Limited		
• 2018 – Present	Director, Gammon Engineering and Contractors Private Limited, India		
• 2017 – Present	Chairman of the Board of Directors Christiani & Nielsen (Cambodia) Co., Ltd.		
• 2016 – Present	Managing Director, Christiani & Nielsen (Myanmar) Limited		
• 1994 – Present	Executive Director and Director Maxwin Builders Ltd.		
• 1997 – 1998	Vice President (Finance & Administration), Suretex Limited		
• 1994 – 1999	Director (Finance and Accounts) Maxwin Group of Companies		
• 1990 – 1994	Financial Controller, Maxwin Group of Companies		

MR. SURASAK OSATHANUGRAHA

Position	Director and Company Secretary I Assistant to Managing Director (Finance and Accounting)* I Executive Director I Executive Committee Member I Sustainability and Risk Management Committee Member**
Date of appointment on the board	1 December 2009
Age	54 years
Education	Master of Finance, Chulalongkorn University Bachelor of Laws, Chulalongkorn University Bachelor in Accountancy, Assumption University Certified Public Accountant (CPA) No. 8290
Training	<p>Graduate member of Thai Institute of Directors (IOD)</p> <ul style="list-style-type: none"> • 2022 Hot Issue for Directors - What Directors Need to Know About Digital Assets? Class 3/2022 • 2015 Anti-Corruption: The Practical Guide (ACPG) Class 19/2015 • 2012 Director Certification Program (DCP) Class 157/2012 • 2012 Company Reporting Program (CRP) Class 4/2012 • 2010 Company Secretary Program (CSP) Class 34/2010 • 2022 The Securities and Exchange Commission, Thailand Final Call : PDPA Onboarding
Accounting Training	
• 2022	Accounting review techniques for effective preparing financial statements - 5 hrs. Internal Auditing Certificate Program (IACP) Class 22 (Course 12) 3 hrs. Important Accounting transaction on financial statement for accountants 6 hrs.
• 2021	CFO 2022 NYC Management Co., Ltd. Continuing development course in accounting knowledge 18 hrs.
• 2020	TFRS Course 9 (for Non-Financial Institutions) - 7 hrs. TFRS Course 16 Lease Agreement - 7 hrs. NYC Management Co., Ltd. Tax Course for Accountants and Systematic Taxation - 6 hrs. Dharmniti Training and Seminar Co., Ltd. Basic employee benefit, Class 2/20 - 6 hrs. Federation of Accounting Professions The Thai Patronage of His Majesty the King

Work Experience

- Sep, 2012 - Present Director and Company Secretary I
Assistant to Managing Director
(Finance and Accounting)* I
Executive Director I
Executive Committee Member I
Sustainability and Risk Management
Committee Member**
- 2009 - Aug, 2012 Assistant to Chief Executive Officer
Christiani & Nielsen (Thai) Public Company Limited
- 2017 - Present Director, **Christiani & Nielsen (Cambodia) Co., Ltd.**
- 2016 - Present Director, **Christiani & Nielsen (Myanmar) Limited**
- 2004 - 2009 Vice President-Internal Audit
Natural Park PCL
Managing Director, **Park Cuisine Co., Ltd. (Natural Park PCL's subsidiary)**
Managing Director, **Park Gourmet Co., Ltd. (Natural Park PCL's subsidiary)**
- 2000 - 2004 Assistant Vice President (Financial Planning & Budgeting Division)
Bank of Asia (ABN AMRO Member), UOB Bank
- 1994 - 2000 Accounting Manager, Tax Advisor & Attorney-at-law
George & Killeen P.C. Ltd.

Occupation

Assistant to Managing Director
(Finance and Accounting)
Christiani & Nielsen (Thai) Public
Company Limited

Directorship and positions held in other companies and other organizations

- Connected Companies :
 - Listed Companies : Nil
 - Non-Listed Companies : Nil
- Non-Connected Companies :
 - Listed Companies : Nil
 - Non-Listed Companies : Nil
- Other related Companies :
(Subsidiaries/Associated Companies)
 - Listed Companies : Nil
 - Non-Listed Companies :
 1. Director, CNT Holdings Limited*
 2. Director, Christiani & Nielsen (Myanmar) Limited
 3. Director, Christiani & Nielsen (Cambodia) Co., Ltd.
- Other Organizations : Nil

***Note:** Please refer to "CONNECTED TRANSACTIONS" on page 173-178 of this Annual Report.

No. of Shares held (shares) as of year ended 2022

- By himself : Nil
 - By his spouse and minor children (if any) : Nil
- No family relationship with any of the other Directors or any of the Management Team.
- Notes : * The person who takes the highest responsibility of finance and accounting in the company
- **The board resolved to re-designate from Risk Management Committee on 14 November 2022

MR. VITES RATANAKORN

Position	Director I Operations Director I Executive Director I Executive Committee Member I Sustainability and Risk Management Committee Member	<ul style="list-style-type: none"> • 1993 - 1995 Commercial Manager, Fashion Island Project, Bangkok Christiani & Nielsen (Thai) Public Company Limited • 2019 - Present Director, Christiani & Nielsen Energy Solutions Company Limited • 2017 - Present Director, Christiani & Nielsen (Cambodia) Co., Ltd. • 1993 Cost Engineer Tara Widnells Ltd. (Australia) Bangkok Branch • 1989 - 1990 Design Engineer Waterman Consulting Engineering Partnership in London
Date of appointment on the board	24 April 2017	
Age	57 years	
Education	Master of Business Administration, University of Warwick, UK Master of Science, Construction Management, University of Bath, UK Bachelor Engineering (Civil Engineering), Kasetsart University	
Training		Occupation Operations Director Christiani & Nielsen (Thai) Public Company Limited
• 2017	Graduate member of Thai Institute of Directors (IOD) Director Certification Program (DCP) Class 236/2017	Directorship and positions held in other companies and other organizations
Work Experience		<ul style="list-style-type: none"> • Connected Companies : <ul style="list-style-type: none"> - Listed Companies : Nil - Non-Listed Companies : Nil • Non-Connected Companies : <ul style="list-style-type: none"> - Listed Companies : Nil - Non-Listed Companies : Nil • Other related Companies : (Subsidiaries/Associated Companies) <ul style="list-style-type: none"> - Listed Companies : Nil - Non-Listed Companies : <ol style="list-style-type: none"> 1. Director, Christiiani & Nielsen (Cambodia) Co., Ltd. 2. Director, Christiiani & Nielsen Energy Solutions Company Limited* 3. Director, CNES D1 Co., Ltd. • Other Organizations : Nil <p>*Note: Please refer to "CONNECTED TRANSACTIONS" on page 173-178 of this Annual Report.</p>
• Nov, 2022 - Present	Director I Operations Director I Executive Director I Executive Committee Member I Sustainability and Risk Management Committee Member	
• 2017 - Nov, 2022	Operations Director I Executive Director (Executive Committee Member)	
• Feb, 2016 - Dec, 2016	Technical, HRD Director and Strategy Director	
• Sep, 2012 - Feb, 2016	Assistant to Technical Director	
• 2009 - Aug, 2012	Senior Manager, QSHE (Quality Safety Health Environment & Construction Development)	
• 1998 - 2008	Senior Commercial Manager, Senior Manager Construction Christiani & Nielsen (Thai) Public Company Limited	
• 1996 - 1998	Commercial Manager Christiani & Nielsen (UK) Ltd in England	

No. of Shares held (shares) as of year ended 2022

- By himself : Nil
 - By his spouse and minor children (if any) : Nil
- No family relationship with any of the other Directors or any of the Management Team.

MR. JOHN SCOTT HEINECKE

Position	Director	<ul style="list-style-type: none"> • 2012 – 2019 Director, S&P Syndicate PCL • 2004 – 2005 General Manager • 2002 – 2003 Operations Manager Burger (Thailand) Ltd. • 2000 – 2002 Business Development Manager, Fountain Division, Coca-Cola North America, USA • 1998 – 2000 Account Executive, The Coca-Cola Company, USA
Date of appointment on the board	10 April 2013	
Age	51 years	
Education	BBA International Business, Washington State University, Pullman, WA, USA BBA Marketing, Washington State University, Pullman, WA, USA	Occupation Director, Christiani & Nielsen (Thai) Public Company Limited Director, Minor International PCL
Training		Directorship and positions held in other companies and other organizations
• 2004	Graduate member of Thai Institute of Directors (IOD) Director Certification Program (DCP) Class 47/2004	<ul style="list-style-type: none"> • Connected Companies : <ul style="list-style-type: none"> - Listed Companies : Nil - Non-Listed Companies : Nil • Non-Connected Companies : <ul style="list-style-type: none"> - Listed Companies : Director and Member of the Sustainability and Risk Management Oversight Committee, Minor International PCL - Non-Listed Companies : Director, Minor International PCL's subsidiaries • Other related Companies : (Subsidiaries/Associated Companies) <ul style="list-style-type: none"> - Listed Companies : Nil - Non-Listed Companies : Nil • Other Organizations : Board of Trustees, International School Bangkok
Work Experience		No. of Shares held (shares) as of year ended 2022
• Apr, 2013 – Present	Director, Christiani & Nielsen (Thai) Public Company Limited	<ul style="list-style-type: none"> • By himself : Nil • By his spouse and minor children (if any) : Nil
• Nov, 2013 – Present	Director and Member of the Sustainability and Risk Management Oversight Committee	No family relationship with any of the other Directors or any of the Management Team.
• Feb, 2020 – Aug, 2020	Chief Sustainability Officer Minor International PCL	
• Jan, 2011 – Present	Board of Trustees International School Bangkok	
• Mar, 2010 – Present	Director	
• Sep, 2020 – Oct, 2022	Chief Operating Officer International	
• Apr, 2015 – Jan, 2020	Chief Operating Officer – Hot Chain	
• Jan, 2009 – 2015	Vice President	
• Jan, 2007 – Jan, 2009	General Manager	
• Jan, 2006 – Dec, 2006	Director of Global Sourcing The Minor Food Group PCL	
• Apr, 2006 – Present	Director, Minor Corporation PCL	



Management Team

Mr. Khushroo Kali Wadia
Mr. Surasak Osathanugraha
Mr. Vites Ratanakorn

Managing Director
Assistant to Managing Director (Finance and Accounting)
Operations Director and Acting Director of Hospitality and Residential Business Unit

*For profile and shareholding changes, please refer to BOARD OF DIRECTORS - PROFILE

MR. PICHET NIMPANICH

Position	Director of Business Development
Age	60 years
Education	Master of Business Administration, National Institute of Development Administration (NIDA) Bachelor of Engineering, Kasetsart University
Work Experience	
• 2017 - Present	Director of Business Development
• 2013 - 2016	Assistant to Business Development Director, Christiani & Nielsen (Thai) Public Company Limited
• 2007 - 2013	Senior Vice President, Deputy Chief Executive Officer ASCON Construction Public Company Limited
• 2002 - 2007	Procurement Manager, Administration Manager Italian-Thai, Takenaka Corp., OBAYASHI Corp., ITO Joint Venture
• 1994 - 2002	Senior Plant and Supply Manager
• 1990 - 1994	Plant and Supply Manager
• 1987 - 1990	Electrical Engineer Italian-Thai Development Public Company Limited
Position held in other companies	Nil
No. of Shares held (shares) as of year ended 2022	
• By himself : Nil	
• By his spouse and minor children (if any) : Nil	
No family relationship with any of the other Directors or any of the Management Team.	

MR. MANU BENJAMANE

Position	Director of Buildings Business Unit
Age	63 years
Education	Bachelor of Engineering, (Civil Engineering), (Institute of Technology and Vocational College, Bangkok) Rajamangala University of Technology Krungthep
Work Experience	
• 2016 - Present	Director of Buildings Business Unit
• 2013 - 2016	Senior Manager, Construction
• 2012 - 2013	Senior Project Manager
• 1996 - 2012	Contracts Manager, Armed Force Academies Preparatory School Project, Nakorn Nayok
• 1995 - 1996	Contracts Manager, Dusita Ploenchit Project, Bangkok
• 1994 - 1995	Project Manager - Project Delta Petchkasem, Petchkasem Road - Siam Society Project, Asoke Road - Sandoz Canteen, Bangpoo - Caltex Gas Station
• 1993 - 1994	Project Manager, Thanyathane Golf Course Project, Pathumthani
• 1992 - 1993	Project Manager, PTT Project, Chonburi
• 1991 - 1992	Assistant Project Manager Meyer Factory
• 1990 - 1991	Project Engineer, Cerebos New Factory Project
• 1989 - 1990	Assistant Project Engineer, Sun Paratech Project, Saraburi
• 1987 - 1989	Estimator at Head Office Christiani & Nielsen (Thai) Public Company Limited
• 1986 - 1987	Field Engineer, MMC Godown Project Tanud Trading Co., Ltd.
• 1985 - 1986	Field Engineer, P. CC (Project of U.S. Embassy), Ohmon Kensetsu Corp., Ltd.
Position held in other companies	Nil
No. of Shares held (shares) as of year ended 2022	
• By himself : Nil	
• By his spouse and minor children (if any) : Nil	
No family relationship with any of the other Directors or any of the Management Team.	

MR. PONGSAK DITTAPONGPAKDEE

Position	Director of Government Works Business Unit
Age	57 years
Education	Bachelor of Engineering, (Civil Engineering), Prince of Songkla University (PSU)
Work Experience	
• 2016 – Present	Director of Government Works Business Unit
• 2013 – 2016	Senior Manager, Construction
• 2012	Senior Project Manager
• 1996 – 2012	Project Manager, Sri Siam Paper Factory, Sampran, Nakhonpratom
• 1996	Project Manager, Makro Suratthani, Suratthani
• 1995 – 1996	Project Manager, Bann Busarin Prachautit, Bangkok
• 1995	Deputy Project Manager, Bann Pathumwan Residence, Bangkok
	Christiani & Nielsen (Thai) Public Company Limited
• 1992 – 1995	Project Engineer - R.S. Tower, Bangkok - Future Park Plaza, Rangsit, Pathum Thani - V.S. Thai Heric Factory, Prachinburi
	Singkee Co., Ltd.
• 1989 – 1992	Site Engineer - Thai Nippon Food Factory, Ayuttaya - Hyatt Erawan Hotel, Bangkok - Makason Tower, Bangkok
	Taisei (Thailand) Co., Ltd.

Position held in other companies Nil

No. of Shares held (shares) as of year ended 2022

- By himself : Nil
 - By his spouse and minor children (if any) : Nil
- No family relationship with any of the other Directors or any of the Management Team.

MR. PONGSAK SUTTHAPREEDA

Position	Director of General Construction and MEP Business Unit
Age	56 years
Education	Bachelor of Engineering, (Mechanical Engineering), Chiang Mai University
Work Experience	
• 2016 – Present	Director of General Construction and MEP Business Unit
• 2014 – 2016	Senior Manager, Construction
• 2012 – 2014	Project Manager
• 1997 – 2012	M & E Engineer on New Precadet School Project, Nakorn Nayok
• 1995 – 1997	M & E Engineer on Watercliff Tower Project, Bangkok
• 1994 – 1995	M & E Engineer on SR Plaza Complex, Ramindra Road, Bangkok
	Christiani & Nielsen (Thai) Public Company Limited
• 1993 – 1994	M & E Engineer responsible for Air Condition System of Queen Sirikit Hospital Project, Sattahip, Chonburi, Associates M & E Contractor Co., Ltd.
• 1990 – 1993	M & E Engineer on Thung Song Plant Project, Nakornsrihammarat
	Siam Cement Co., Ltd.

Position held in other companies Nil

No. of Shares held (shares) as of year ended 2022

- By himself : Nil
 - By his spouse and minor children (if any) : Nil
- No family relationship with any of the other Directors or any of the Management Team.

MR. WATCHARA PROMKHUNTHONG

Position	Director of Petrochemical and Special Industry Business Unit
Age	57 years
Education	Bachelor of Engineering, (Civil Engineering), Prince of Songkla University (PSU)
Work Experience	
• Dec, 2019 – Present	Director of Petrochemical and Special Industry Business Unit
• 2016 – Dec, 2019	Director of Industry and Hypermarket Business Unit
• 2013 – 2016	Senior Manager, Construction
• 2012	Senior Project Manager
• 1996 – 2011	Project Manager, Sai Jai Thai Building, Sanphawut, Bangkok
• 1995 – 1996	Project Manager, Bann Patumwan Residence, Bangkok
• 1994	Field Engineer, Siam Commercial Bank Park Plaza, Ratchayothin, Bangkok
	Project Engineer, Makro Hatyai, Songkla Province
• 1993	Field Engineer, Nestle Factory Project in Navanakorn Industrial Estate, Pathum Thani
• 1991 – 1993	Field Engineer, Plubpla Hospital Project, Bangkok Christiani & Nielsen (Thai) Public Company Limited
• 1991	Field Engineer, Lumpini Tower Project, Bangkok Christiani & Holzman Co., Ltd.
• 1990 – 1991	Field Engineer, Silom Complex Project, Bangkok Italian-Thai Co., Ltd.

Position held in other companies Nil

No. of Shares held (shares) as of year ended 2022

- By himself : Nil
 - By his spouse and minor children (if any) : Nil
- No family relationship with any of the other Directors or any of the Management Team.

MR. DAVID CHARLES GREENBANK

Position	Commercial Advisor
Age	73 years
Education	Bachelor of Engineering, Council for National Academic Awards
Work Experience	
• Dec, 2017 – Present	Commercial Advisor
• 2014 – Dec, 2017	Commercial Director
• 2011 – 2013	Commercial Consultant
• 2005 – 2010	Commercial Director Christiani & Nielsen (Thai) Public Company Limited

Position held in other companies Nil

No. of Shares held (shares) as of year ended 2022

- By himself :

As of 1 January 2022	: 1,032,082
Disposal in 2022	: 1,000,000
Increase (Decrease) in 2022	: (1,000,000)
As of 31 December 2022	: 32,082
 - By his spouse and minor children (if any) : Nil
- No family relationship with any of the other Directors or any of the Management Team.



The person who supervises accounting in the Company

MRS. PHANEE CHAROENCHAROENCHAI

Position	Senior Manager, Group Finance & Accounts & Investor Relations (Person Supervising Accounting*)		the COVID-19 incident"
Age	60 years		The Stock Exchange of Thailand Financial Management Strategy to revive the organization and create growth in the New Normal era.
Education	Bachelor Degree in Business Administration (Accounting) Ramkhamhaeng University Bachelor Degree in Business Administration (Finance and Banking) Ramkhamhaeng University	• 2019	The Stock Exchange of Thailand TFRS 2020 (TAS 12, TAS 19, TAS 23, TAS 28, TFRS 1, TFRS 3, TFRS 9 and TFRS 11) (CPD 7 hours) NYC Management Co., Ltd. Pro Talk @SET_TFRS9 & 16 The Stock Exchange of Thailand New TFRS to know (CPD 7 hours) NYC Management Co., Ltd.
Training			Summary of important changes and issues of TFRS (Update 2018), class 2/61 (CPD 6 hours) Federation of Accounting Professions Update important financial reporting standards and understand Auditor's Report No. 2/18 (CPD 6 hours) Federation of Accounting Professions Practical issues on impairment testing (TAS 36) EY Office Limited Retirement benefit management: Employer perspective Team Excellence Consulting Co., Ltd.
• 2022	Understand Each TFRS Year 2022 No. 1/22 (Class 105) (CPD 6 hours) Federation of Accounting Professions Comprehensive Cost Accounting No. 1/22 (CPD 6 hours) Federation of Accounting Professions	• 2018	
• 2021	Secret tips for preparation and presentation of cash flow statements (CPD 7 hours) Dharmniti Seminar and Training Co., Ltd Preparation and analysis report of financial statement techniques (CPD 6.30 hours) Dharmniti Seminar and Training Co., Ltd. Summary TFRS for PAEs Required Notes and Changes in 2021 (6 hours) The Stock Exchange of Thailand Trends, direction of doing M&A, important issues to consider and M&A strategy (5 hours) The Stock Exchange of Thailand Current and future direction of TFRSs Dharmniti Seminar and Training Co., Ltd.		
• 2020	TFRS Year 2021 (CPD 7 hours) NYC Management Co., Ltd. Update TFRS for PAEs 2020 (CPD 6 hours) Dharmniti Seminar and Training Co., Ltd. Course "Guidelines for the preparation of financial reports of companies affected by		
		Work Experience	
		• 2015 - Present	Senior Manager, Group Finance & Accounts & Investor Relations
		• 1998 - 2015	Group Finance & Accounts Manager
		• Nov, 1995 - 1997	Accounting Manager Christiani & Nielsen (Thai) Public Company Limited
		• Aug, 2012 - Present	Director
		• Aug, 2005 - Jun. 2012	Director CNT Holdings Limited
		No. of Shares held (shares) as of year ended 2022	
		• By herself : Nil	
		• By her spouse and minor children (if any) : Nil	
		No family relationship with any of the other Directors or any of the Management Team	
		Note* An Accountant who has qualifications and condition as prescribed in the Notification of the Department of Business Development.	

MS. PREMRAT PISUDTHIHATHAIWONG

Position	Senior Manager - Accounting and Tax		in Financial Statement (CPD 6 hours)
Age	56 years		Dharmniti Seminar and Training Co., Ltd.
Education	Bachelor of Business Administration (Accounting) Assumption University		The Impacts of New Financial Reporting Standard TFRS 15 & TFRS 16 for the Financial Statement of Listed Company
Training			The Stock Exchange of Thailand
• 2022	Fundamentals of Finance, Feasibility Study, Financial Projection and DCF (CPD 24 hours)		Understand draft TFRS 9, TAS 32, TFRS 7, TFRIC 16 and TFRIC 19
	Federation of Accounting Professions under The Royal Patronage of His Majesty The King	• 2017	Federation of Accounting Professions under The Royal Patronage of His Majesty The King
• 2021	Key Points related to TFRS for PAEs Adopted and Changes in 2021		Customs Act 2017 (CPD 7 hours)
	The Stock Exchange of Thailand		NYC Management Co., Ltd.
	Training course for TCMA - Strategic Management, Risk Management and Financial Strategy.	• 2016	Techniques in Preparation and Presentation of Cash Flow Statement (CPD 6 hours)
	Federation of Accounting Professions under The Royal Patronage of His Majesty The King		Dharmniti Seminar and Training Co., Ltd.
• 2020	Management in Change and Impacts of Digital Accounting (CPD 6 hours)		Consolidated Financial Statement (Workshop) (CPD 12 hours)
	Dharmniti Seminar and Training Co., Ltd.		Federation of Accounting Professions under The Royal Patronage of His Majesty The King
	Techniques in Preparation and Presentation of Effective Monthly and Quarterly Reports (CPD 6 hours)		ASEAN Investment Strategy 2016 - International Business, Legal, HR and Tax Planning.
	Dharmniti Seminar and Training Co., Ltd.		Unigue Seminar & Training
	Tax Planning Strategies for Construction Business	Work Experience	
	Dharmniti Seminar and Training Co., Ltd.	• 2015 - Present	Senior Manager, Accounting & Tax
	Construction Business	• 2000 - 2014	Accounting Manager
	Dharmniti Seminar and Training Co., Ltd.	• 1997 - 1999	Assistant Accounting Manager
• 2019	Accounting for Financial Instruments (TFRS 9, TFRS7, TAS32, TFRIC 16, TFRIC 19) (CPD 12 hours)	• Sep. 1994 - 1996	Senior Accountant
	Federation of Accounting Professions under The Royal Patronage of His Majesty The King		Christiani & Nielsen (Thailand) Public Company Limited
• 2018	Problems in Transfer Pricing Policy and Preparation of Transfer Pricing Documentation (CPD 6 hours)	No. of Shares held (shares) as of year ended 2022	
	Dharmniti Seminar and Training Co., Ltd.	• By herself : Nil	
	Accounting Techniques and Key Elements for Corrections of Errors	• By her spouse and minor children (if any) : Nil	
		No family relationship with any of the other Directors or any of the Management Team	
		Note* An Accountant who has qualifications and condition as prescribed in the Notification of the Department of Business Development.	



Head of the Internal Audit and Head of Legal & Compliance

Head of the Internal Audit MR. GRIDSANA POTHIN

Position	Internal Audit Manager		Climate Change Thailand Greenhouse Gas Management Organization Corruption Risk & Control Workshop Thai Institute of Directors (IOD) Sustainability Disclosure The Stock Exchange of Thailand PDPA For HR Siam Golden Land Co., Ltd. Fraud & IA The Institute of Internal Auditors of Thailand UOB Internal Audit The Institute of Internal Auditors of Thailand Enhancing Internal Audit Effectiveness through the Core Principles The Institute of Internal Auditors of Thailand Using Technology to Elevate Environment The Institute of Internal Auditors of Thailand Corruption Risk & Control Workshop The Institute of Internal Auditors of Thailand Adding value with Root Cause Analysis The Institute of Internal Auditors of Thailand New Ethics Turning Shades of Grey to Black and White The Institute of Internal Auditors of Thailand Best Practices for Optimizing Auditing in the New Norm The Institute of Internal Auditors of Thailand 10 Critical Lessons from the Changes to the US Department of Justice's Guidance The Institute of Internal Auditors of Thailand Whistleblowing The Institute of Internal Auditors of Thailand
Age	36 years	• 2021	
Education	Bachelor Degree in Civil Engineer / Khon Kaen University Certified Professional Internal Audit of Thailand / The Institute of Internal Auditor of Thailand		
Training • 2022	ESG Data Platform The Stock Exchange of Thailand Techniques for preparing minutes of meeting Thai Company Secretary Club Compliance Audit The Institute of Internal Auditors of Thailand Cyber Security Auditing for None IT-Auditors The Institute of Internal Auditors of Thailand 10 key points about PDPA according to ISO/IEC 27701, ISACA and IAPP The Institute of Internal Auditors of Thailand Cyber Threat The Institute of Internal Auditors of Thailand Work Smarter, Live Better with SheLeadsTech The Institute of Internal Auditors of Thailand Fraud investigation skills & techniques for Internal Auditors The Institute of Internal Auditors of Thailand Integrating Sustainability into Internal Audit The Institute of Internal Auditors of Thailand Set Sustainability Reporting Guide The Institute of Internal Auditors of Thailand		

• 2020	Disruptive Innovation Disrupting Internal Audit The Institute of Internal Auditors of Thailand Productividad personal The Institute of Internal Auditors of Thailand	• 2017	Employee fraud prevention Omegaworldclass
	Strategic CSR Management Supply Chain & Stakeholder Engagement Sustainability Initiatives Sustainable Risks & Materiality Sustainability Evaluation & Data Management Sustainability Reporting The Stock Exchange of Thailand	• 2016	Fraud Risk Management Federation of Accounting Professions Under The Royal Patronage of His Majesty The King TeamMate Audit Seminar 2016 Wolters Kluwer business
	Financial Auditing for Internal Auditors or Non Accountants The Institute of Internal Auditor of Thailand Program to Promote Transparency and Ethical Business Conduct of Private Sector Office of The National Anti - Corruption Commission (ONACC)	• 2015	Assembly of Realty Law Training Thai Real Estate Business School
• 2019	Certified Professional Internal Audit of Thailand The Institute of Internal Auditors of Thailand Guidelines on Defining Internal Control Measures for Juristic Persons to Prevent Bribery of State Officials, under Section 123/5 Office of The National Anti - Corruption Commission (ONACC) Cooperating with fairness in the public procurement Office of The National Anti - Corruption Commission (ONACC) with Thai Contractors Association	• 2010	Operational Auditing Federation of Accounting Professions Under The Royal Patronage of His Majesty The King
• 2018		Work Experience	
		• 2015 - Present	Internal Audit Manager Christiani & Nielsen (Thai) Public Company Limited
		• 2009 - 2015	Internal Audit Officer MBK Public Company Limited
		No. of Shares held (shares) as of year ended 2022	
		• By himself : Nil	
		• By his spouse and minor children (if any) : Nil	
		No family relationship with any of the other Directors or any of the Management Team.	

Head of Legal & Compliance

Head of Legal & Compliance : Mr. Surasak Osathanugraha (his detailed profile is disclosed hereunder the sub-section of "Board of Directors - Profile" of this Enclosure 1: Information of Relevant Persons in the Organisation).



ENCLOSURE 2 :

PROPERTY, PLANT AND
EQUIPMENT USED IN BUSINESS
OPERATION AND DETAILS OF
PROPERTY APPRAISAL ITEM.

Fixed assets of the Company and the subsidiaries used in business operation with details as follows:

1. Property, plant and equipment as at 31 December 2022

Type of Fixed assets	Ownership	Cost (Thousand Baht)	NBV* (Thousand Baht)	Appraisal Price (Thousand Baht)	Commitments
1. Land	Owned	787,888	787,888	787,888	To secure the short-term and long-term credit facilities granted with bank amounting to Baht 2,677 Million.
2. Land improvements	Owned	42,615	398	-	
3. Buildings	Owned	430,941	331,344	338,399	
4. Assets under construction and installation	Owned	23,147	23,147	-	
5. Solar power system	Owned by CNES D1, a subsidiary company of CNES (85% held by the Company)	328,917	321,791	-	-
6. Leasehold buildings	Non-owned	-	-	-	-
7. Construction machinery and equipment	Owned	1,288,513	181,545	-	-
8. Furniture, fixtures and equipment	Owned	151,757	11,892	-	-
9. Motor Vehicles	Owned	189,913	31,954		
Total		3,243,691	1,689,959		

Note

1. Land is stated at revalued price.
 2. Land improvement is stated at the revalued amount less accumulated depreciation and allowance for impairment of assets
 3. Building is stated at revalued value less accumulated depreciation and allowance for impairment of assets
 4. The Company arranged for an independent professional valuer (Rich Appraisal Co., Ltd.) to reappraise the value of its land and buildings between 10 February and 22 March 2022 using the sale comparison approach for land and the depreciated replacement cost approach for building.
- *Net book value is the cost value deducted by accumulated depreciation and allowance for loss on impairment of assets.

2. Right-of-use assets as at 31 December 2022

Type of Fixed assets	Ownership	Cost (Thousand Baht)	NBV* (Thousand Baht)	Commitments
1. Land	Non-owned	33,987	33,987	-
2. Construction machinery and equipment	Non-owned	70,050	28,424	-
3. Motor Vehicles	Non-owned	57,981	31,078	-
Total		162,018	93,489	

3. Investment properties as at 31 December 2022

Type of Fixed assets	Ownership	Fair value (Thousand Baht)	Appraisal Price (Thousand Baht)	Commitments
1. Land awaiting development	Owned	260,428	260,248	To secure the credit facilities of bank overdraft and loans granted with bank amounting to Baht 39 Million.
2. Condominium units	Owned	3,780	3,780	-
Total		264,208	264,028	

4. Intangible assets as at 31 December 2022

Type of Fixed assets	Ownership	Cost (Thousand Baht)	NBV* (Thousand Baht)	Commitments
1. Computer software	Owned	39,997	22,320	-

Note: Net book value is the cost value deducted by accumulated depreciation and allowance for loss on impairment of assets.



CHRISTIANI & NIELSEN

CHRISTIANI & NIELSEN (THAI) PUBLIC COMPANY LIMITED

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